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of ContentsUNITED STATESSECURITIES AND EXCHANGE COMMISSIONWASHINGTON, D.C. 20549_____FORM 10-Q _____(Mark One)â˜’QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934For the quarterly period ended SeptemberÂ 28, 2024 ORâ˜TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934For the transition period from _____ to _____Commission File Number 001-33642 _____MASIMO CORPORATION (Exact Name of Registrant as Specified in its Charter)_____Delaware33-0368882(State or Other Jurisdiction ofIncorporation or Organization)(I.R.S. EmployerIdentification Number)52 DiscoveryIrvine,California92618(Address of Principal Executive Offices)(Zip Code)(949)297-7000(Registrantâ€™s Telephone Number, Including Area Code)Securities Registered pursuant to Section 12(b) of the Act:Title of each classTrading Symbol(s)Name of each exchange on which registeredCommon Stock, $0.001 par valueMASIThe Nasdaq Stock Market LLCIndicate by check mark whether the registrant (1)Â has filed all reports required to be filed by SectionÂ 13 or 15(d) 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 Â Â Â Â Â Â Yesâ˜’Noâ˜Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Â§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).Â Â Â Â Â Â Â Â Â Yesâ˜’Noâ˜Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting company,â€ and â€œemerging growth companyâ€ in RuleÂ 12b-2 of the Exchange Act.Large accelerated filerâ˜’AcceleratedÂ filerâ˜Non-accelerated filerâ˜SmallerÂ reportingÂ 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˜Indicate by check mark whether the registrant is a shell company (as defined in RuleÂ 12b-2 of the Exchange Act.)Â Â Â Â Â Â Yesâ˜Noâ˜’Indicate the number of shares outstanding of each of the issuerâ€™s classes of common stock, as of the latest practicable date:ClassNumber of Shares Outstanding as of September 28, 2024CommonÂ stock,Â $0.001Â parÂ value53,540,566Table of ContentsMASIMO CORPORATIONFORM 10-Q FOR THE QUARTER ENDED SEPTEMBERÂ 28, 2024 TABLE OF CONTENTSÂ PARTÂ I. Financial InformationItemÂ 1.Financial Statements (unaudited):Condensed Consolidated Balance Sheets as of September 28, 2024 and December 30, 20233Condensed Consolidated Statements of Operations for the three and nine months ended September 28, 2024 and September 30, 20234Condensed Consolidated Statements of Comprehensive Income (Loss) for the three and nine months ended September 28, 2024 and September 30, 20235Condensed Consolidated Statements of Stockholdersâ€™ Equity for the three and nine months ended September 28, 2024 and September 30, 20236Condensed Consolidated Statements of Cash Flows for the nine months ended September 28, 2024 and September 30, 20238Notes to Condensed Consolidated Financial Statements9ItemÂ 2.Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations51ItemÂ 3.Quantitative and Qualitative Disclosures About Market Risk63ItemÂ 4.Controls and Procedures64PARTÂ II. Other InformationItemÂ 1.Legal Proceedings64ItemÂ 1A.Risk Factors65Item 5.Other Information98ItemÂ 6.Exhibits99Signatures1012Table of ContentsPART I. FINANCIAL INFORMATIONItemÂ 1. Â Â Â Â Financial StatementsMASIMO CORPORATIONCONDENSED CONSOLIDATED BALANCE SHEETS(unaudited, in millions, except par values)September 28,2024December 30,2023ASSETSCurrent assetsCash and cash equivalents$158.5Â $163.0Â Trade accounts receivable, net of allowance for credit losses of $6.0 million and $4.8 million at SeptemberÂ 28, 2024 and DecemberÂ 30, 2023, respectively(1)371.0Â 355.5Â Inventories569.9Â 545.0Â Other current assets180.5Â 168.4Â Total current assets1,279.9Â 1,231.9Â Lease receivable, non-current64.2Â 71.4Â Deferred costs and other contract assets59.6Â 57.3Â Property and equipment, net417.9Â 424.4Â Customer relationships, net - (Note 9)169.0Â 177.7Â Acquired technologies, net - (Note 9)115.3Â 129.4Â Other intangible assets, net - (Note 9)120.9Â 112.8Â Trademarks - (Note 9)235.6Â 232.4Â Goodwill412.5Â 407.7Â Deferred tax assets107.1Â 107.2Â Other non-current assets105.8Â 89.3Â Total assets$3,087.8Â $3,041.5Â LIABILITIES AND STOCKHOLDERSâ€™ EQUITYCurrent liabilitiesAccounts payable$280.8Â $251.5Â Accrued compensation76.0Â 62.6Â Deferred revenue and other contract liabilities, current84.5Â 87.3Â Other current liabilities196.3Â 162.4Â Total current liabilities637.6Â 563.8Â Long-term debt733.2Â 871.7Â Deferred tax liabilities111.3Â 111.7Â Other non-current liabilities142.5Â 129.5Â Total liabilities1,624.6Â 1,676.7Â Commitments and contingencies - (Note 24)Stockholdersâ€™ equityPreferred stock, $0.001 par value; 5.0 million shares authorized; 0 shares issued and outstandingâ€”Â â€”Â Common stock, $0.001 par value; 100.0 million shares authorized; 53.5 million and 52.8 million shares issued and outstanding at SeptemberÂ 28, 2024 and DecemberÂ 30, 2023, respectively0.1Â 0.1Â Treasury stock, 19.5 million and 19.5 million shares at SeptemberÂ 28, 2024 and DecemberÂ 30, 2023,

respectively(1,169.2)(1,169.2)Additional paid-in capital828.4Â 783.4Â Accumulated other comprehensive loss(36.6)(45.3)Retained earnings1,840.5Â 1,795.8Â Total stockholdersâ€™ equity1,463.2Â 1,364.8Â Total liabilities and stockholdersâ€™ equity$3,087.8Â $3,041.5Â _____(1)Â Â Â Â Includes amounts owed from related parties as of SeptemberÂ 28, 2024 and DecemberÂ 30, 2023 of approximately $10.8Â million and $7.3Â million, respectively. See Note 3, â€œRelated Party Transactionsâ€ for details.The accompanying notes are an integral part of these condensed consolidated financial statements.3Table of ContentsMASIMO CORPORATIONCONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS(unaudited, in millions, except per share amounts)Â Three Months EndedNine Months EndedSeptember 28,2024September 30,2023September 28,2024September 30,2023Revenue(1)$504.6Â $478.9Â $1,493.7Â $1,499.2Â Cost of goods sold241.4Â 244.1Â 734.0Â 758.4Â Gross profit263.2Â 234.8Â 759.7Â 740.8Â Operating expenses:Selling, general and administrative184.8Â 156.1Â 522.2Â 504.1Â Research and development48.3Â 46.5Â 145.1Â 137.2Â Impairment chargeâ€”Â 7.0Â â€”Â 7.0Â Total operating expenses233.1Â 209.6Â 667.3Â 648.3Â Operating income30.1Â 25.2Â 92.4Â 92.5Â Non-operating loss(18.5)(11.2)(36.0)(27.5)Income before provision for income taxes11.6Â 14.0Â 56.4Â 65.0Â Provision for income taxes1.8Â 3.4Â 11.7Â 17.4Â Net income$9.8Â $10.6Â $44.7Â $47.6Â Net income per share:Basic$0.18Â $0.20Â $0.84Â $0.90Â Diluted$0.18Â $0.20Â $0.82Â $0.88Â Weighted-average shares used in per share calculations:Basic53.4Â 52.8Â 53.2Â 52.8Â Diluted54.3Â 53.9Â 54.3Â 53.9Â _____(1)Â Â Â Â Includes sales from related parties for the three and nine months ended SeptemberÂ 28, 2024 of approximately $27.2Â million and $82.9Â million, respectively Â Â Â Â and for the three and nine months ended SeptemberÂ 30, 2023 of approximately $26.9Â million and $69.1Â million, respectively. See Note 3, â€œRelated Party Transactionsâ€ for details.The accompanying notes are an integral part of these condensed consolidated financial statements.4Table of ContentsMASIMO CORPORATIONCONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (unaudited, in millions)Â Three Months EndedNine Months EndedSeptember 28,2024September 30,2023September 28,2024September 30,2023Net income$9.8Â $10.6Â $44.7Â $47.6Â Other comprehensive loss, net of tax:Unrealized gains (losses) from foreign currency translation adjustments78.1Â (43.2)15.0Â (100.6)Â Â Â Â Â Â Â Â Change in pension benefitsâ€”Â (0.5)0.7Â (3.5)Â Â Â Â Â Â Â Â Unrealized (loss) gain on cash flow hedges(11.3)0.4Â (7.0)1.7Â Total comprehensive income (loss)$76.6Â (32.7)53.4Â $(54.8)The accompanying notes are an integral part of these condensed consolidated financial statements.5Table of ContentsMASIMO CORPORATIONCONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERSâ€™ EQUITY(in millions)Three and Nine Months Ended September 28, 2024Common StockTreasury StockAdditionalPaid-InCapitalAccumulatedOtherComprehensive (Loss)RetainedEarningsTotalStockholdersâ€™EquitySharesAmountSharesAmountBalance at December 30, 202352.8Â $0.1Â 19.5Â $(1,169.2)$783.4Â (45.3)1,795.8Â $1,364.8Â Stock options exercised0.2Â â€”Â â€”Â â€”Â 7.2Â â€”Â â€”Â 7.2Â Restricted/Performance stock units vested0.1Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Shares paid for tax withholdingâ€”Â â€”Â â€”Â (5.3)â€”Â â€”Â (5.3)Stock-based compensationâ€”Â â€”Â â€”Â 9.6Â â€”Â â€”Â 9.6Â Net incomeâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â 18.9Â 18.9Â Foreign currency translation adjustmentâ€”Â â€”Â â€”Â â€”Â â€”Â (35.6)â€”Â (35.6)Change in pension benefitsâ€”Â â€”Â â€”Â â€”Â â€”Â 0.7Â â€”Â 0.7Â Unrealized gain on cash flow hedgeâ€”Â â€”Â â€”Â â€”Â â€”Â 4.9Â â€”Â 4.9Â Balance at March 30, 202453.1Â 0.1Â 19.5Â (1,169.2)794.9Â (75.3)1,814.7Â 1,365.2Â Stock options exercised0.1Â â€”Â â€”Â â€”Â 2.7Â â€”Â â€”Â 2.7Â Shares paid for tax withholdingâ€”Â â€”Â â€”Â â€”Â (0.5)â€”Â â€”Â 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(Loss)RetainedEarningsTotalStockholdersâ€™EquitySharesAmountSharesAmountBalance at December 31, 202252.5Â $0.1Â 19.5Â $(1,169.2)$782.2Â $11.5Â $1,714.3Â $1,338.9Â Stock options exercised0.1Â â€”Â â€”Â â€”Â 4.3Â â€”Â â€”Â 4.3Â Restricted/Performance stock units vested0.2Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Shares paid for tax withholdingâ€”Â â€”Â â€”Â â€”Â (12.2)â€”Â â€”Â (12.2)Stock-based compensationâ€”Â â€”Â â€”Â â€”Â 7.3Â â€”Â â€”Â 7.3Â Net incomeâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â 21.3Â 21.3Â Foreign currency translation adjustmentâ€”Â â€”Â â€”Â â€”Â â€”Â (22.8)â€”Â (22.8)Change in pension benefitsâ€”Â â€”Â â€”Â â€”Â â€”Â (2.2)â€”Â (2.2)Unrealized loss on cash flow hedgeâ€”Â â€”Â â€”Â â€”Â (4.3)â€”Â (4.3)Balance at April 1, 202352.8Â 0.1Â 19.5Â (1,169.2)781.6Â (17.8)1,735.6Â 1,330.3Â Stock options exercisedâ€”Â â€”Â â€”Â â€”Â 1.1Â â€”Â â€”Â 1.1Â Shares paid for tax withholdingâ€”Â â€”Â â€”Â â€”Â (0.4)â€”Â â€”Â (0.4)Stock-based compensationâ€”Â â€”Â â€”Â â€”Â 8.6)â€”Â â€”Â (8.6)Net incomeâ€”Â 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ContentsMASIMO CORPORATIONCONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS(unaudited, in millions)Nine Months EndedSeptember 28,2024September 30,2023Cash flows from operating activities:Net income$44.7Â $47.6Â Adjustments to reconcile net income to net cash provided by (used in) operating activities:Depreciation and amortization72.2Â 75.8Â Stock-based compensation expense29.6Â (2.4)(Gain) loss on disposal of equipment, intangibles and other assets(0.3)0.6Â Provision for credit losses0.9Â 1.1Â Amortization of debt issuance cost1.4Â 1.4Â Impairment chargeâ€”Â 7.0Â Changes in operating assets and liabilities:(Increase) decrease in accounts receivable(1)(9.4)84.8Â (Increase) decrease in inventories(40.1)(93.1)(Increase) decrease in other current assets(12.3)(14.6)(Increase) decrease in lease receivable, net7.1Â (6.8) (Increase) decrease in deferred costs and other contract assets(2.3)(2.9)(Increase) decrease in other non-current assets0.1Â (42.0)Increase (decrease) in accounts payable29.4Â 3.6Â Increase (decrease) in accrued compensation13.3Â (32.8)Increase (decrease) in accrued liabilities24.6Â (19.5)Increase (decrease) in income tax payable(1.0)(7.1)Increase (decrease) in deferred revenue and other contract-related liabilities(3.0)(6.2)Increase (decrease) in other non-current liabilities(9.0)22.5Â Net cash provided by (used in) operating activities145.9Â 17.0Â Cash flows from investing activities:Purchases of property and equipment(24.5)(33.1)Proceeds from sale of property and equipment13.5Â â€”Â Increase in intangible assets(23.6)(29.3)Business combinations, net of cash acquiredâ€”Â 7.5Â Other strategic investing activities(0.1)(1.0)Net cash (used in) provided by investing activities(34.7)(55.9)Cash flows from financing activities:Borrowings under line of credit72.7Â 139.5Â Repayments on line of credit(207.2)(154.3)Proceeds from issuance of common stock21.4Â 6.7Â Payroll tax withholdings on behalf of employees for vested equity awards(6.0)(12.7)Net cash (used in) provided by financing activities(119.1)(20.8)Effect of foreign currency exchange rates on cash3.4Â (17.6)Net decrease in cash, cash equivalents and restricted cash(4.5)(77.3)Cash, cash equivalents and restricted cash at beginning of period168.2Â 209.6Â Cash, cash equivalents and restricted cash at end of period$163.7Â $132.Â _____(1)Â Â Â Â Includes the change in amounts owed from related parties for the nine months ended SeptemberÂ 28, 2024 and September 30, 2023 of approximately $5.8Â million and $(2.6)Â million, respectively. See Note 3, â€œRelated Party Transactionsâ€ for details.The accompanying notes are an integral part of these condensed consolidated financial statements.8Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS(unaudited)1. Description of the Company Masimo Corporation is a global technology company that develops, manufactures and markets a wide array of patient monitoring technologies, as well as automation and connectivity solutions. The Companyâ€™s mission is to improve patient outcomes, reduce the cost of care and take noninvasive monitoring to new sites and applications. The Company operates two business segments: healthcare and non-healthcare.The Companyâ€™s healthcare products and patient monitoring solutions generally incorporate a monitor or circuit board, proprietary single-patient use or reusable sensors, software and/or cables. The Company primarily sells its healthcare products to hospitals, emergency medical service providers, home care providers, physician offices, veterinarians, long-term care facilities and consumers through its direct sales force, distributors and original equipment manufacturer (OEM) partners.On April 11, 2022, the Company acquired Viper Holdings Corporation, the parent company of DEI Sales, Inc., d/b/a Sound United (Sound United), via the Companyâ€™s wholly-owned subsidiary, Sonic Boom Acquisition Corp (Sonic) (Sound United Acquisition). For additional information on the Companyâ€™s acquisition of Sound United, see Note 18, â€œBusiness Combinationsâ€.The Companyâ€™s non-healthcare consumer products and home integration technologies are primarily sold or licensed direct-to-consumers, or through authorized retailers and wholesalers.The terms â€œthe Companyâ€ and â€œMasimoâ€ refer to Masimo Corporation and, where applicable, its consolidated subsidiaries.2. Summary of Significant Accounting Policies Basis of PresentationThe accompanying unaudited condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information and note disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) have been condensed or omitted pursuant to such rules and regulations. The accompanying condensed consolidated financial statements have been prepared on the same basis as the annual financial statements and, in the opinion of management, reflect all adjustments, including normal recurring accruals, necessary to present fairly the Companyâ€™s condensed consolidated financial statements. The accompanying condensed consolidated balance sheet as of DecemberÂ 30, 2023 was derived from the Companyâ€™s audited consolidated financial statements at that date. The accompanying condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and related notes contained in the Companyâ€™s Annual Report on Form 10-K for the fiscal year ended DecemberÂ 30, 2023 (fiscal year 2023), filed with the SEC on FebruaryÂ 28, 2024. The results for the three and nine months ended SeptemberÂ 28, 2024 are not necessarily indicative of the results to be expected for the fiscal year ending DecemberÂ 28, 2024 (fiscal year 2024) or for any other interim period or for any future year.Fiscal PeriodsThe Company follows a conventional 52/53 week fiscal year. Under a conventional 52/53 week fiscal year, a 52 week fiscal year includes four quarters of 13 weeks while a 53 week fiscal year includes three 13 week fiscal quarters and one 14 week fiscal quarter. The Companyâ€™s last 53 week fiscal year was fiscal year 2020. Fiscal year 2024 is a 52 week fiscal year ending DecemberÂ 28, 2024. All references to years in these notes to condensed consolidated financial statements are fiscal years unless otherwise noted.ReclassificationsCertain amounts in the accompanying condensed consolidated financial statements have been reclassified to conform to the current period presentation, including certain balance sheet asset accounts in the consolidated financial statements for the year ended DecemberÂ 30, 2023. There was no impact on previously reported total assets, liabilities, stockholdersâ€™ equity or net income.9Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)Use of EstimatesThe Company prepares its financial statements in conformity with GAAP, which requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Significant estimates include the determination of standalone selling prices, variable consideration, total consideration allocated to each performance obligation within a contract, inventory valuation, valuation of the Companyâ€™s equity awards, valuation of identifiable assets and liabilities connected with business combinations, impairment of long-lived assets, intangible assets and goodwill; derivative and equity instruments, deferred taxes and any associated valuation allowances, deferred revenue, accounting for pensions, uncertain income tax positions, litigation costs, and related accruals. See Note 24, â€œCommitments and Contingenciesâ€ for further details. Actual results could differ from such estimates.Business CombinationsThe Company accounts for business combinations using the acquisition method of accounting in accordance with Accounting Standards Codification (ASC) Topic 805, Business Combinations, which requires that once control is obtained, assets acquired, liabilities assumed and noncontrolling interests in the acquired entity, if applicable, are recorded at their respective fair values at the date of acquisition, with the exception of acquired contract assets and contract liabilities (i.e., deferred revenue) from contracts with customers. These are recognized and measured in accordance with ASC Topic 606, Revenue from Contracts with Customers. The excess of the purchase price over fair values of identifiable assets, liabilities and noncontrolling interests in the acquired entity, if applicable, is recorded as goodwill. Fair Value MeasurementsThe Company accounts for certain financial instruments at their fair values as either assets or liabilities on the balance sheet. The Company determines the fair value of its financial instruments using the framework prescribed by ASC Topic 820, Fair Value Measurements and Disclosures, and considers the estimated amount the Company would receive or pay to transfer these instruments at the reporting date with respect to current currency exchange rates, interest rates, the creditworthiness of the counterparty for unrealized gain positions and the Companyâ€™s creditworthiness for unrealized loss positions. In certain instances, the Company may utilize financial models to measure the fair value of its financial instruments. In doing so, the Company uses inputs that include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, other observable inputs for the asset or liability and inputs derived principally from, or corroborated by, observable market data by correlation or other means.Recurring Fair Value MeasurementOn a recurring basis, the Company measures certain financial assets and financial liabilities at fair value based upon quoted market prices. Where quoted market prices or other observable inputs are not available, the Company applies valuation techniques to estimate fair value. Authoritative guidance describes a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value:â—Â Â Â Â Level 1â€”Quoted prices in active markets for identical assets or liabilities.â—Â Â Â Â Level 2â€”Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active; or other inputs that can be corroborated by observable market data for substantially the full term of the assets or liabilities.â—Â Â Â Â Level 3â€”Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.10Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)The following tables represent the Companyâ€™s financial assets, measured at fair value on a recurring basis at SeptemberÂ 28, 2024:Total Carrying ValueFair Value Measurement Hierarchy(in millions)Level 1Level 2Level 3AssetsCash and cash equivalents$101.2Â $101.2Â $â€”Â $â€”Â Money market funds57.3Â 57.3Â â€”Â â€”Â Equity securities1.7Â 1.7Â â€”Â â€”Â Pension assets25.6Â 18.8Â 6.8Â â€”Â Derivative instruments - cash flowÂ hedges(1)4.7Â 4.7Â â€”Â â€”Â Derivative instruments - warrants0.9Â 0.9Â â€”Â â€”Â Total assets$191.4Â $184.6Â $6.8Â $â€”Â LiabilitiesDerivative instruments - cash flow hedges$4.9Â $4.9Â $â€”Â $â€”Â Total liabilities$4.9Â $4.9Â $â€”Â $â€”Â The following tables represent the Companyâ€™s financial assets, measured at fair value on a recurring basis at DecemberÂ 30, 2023: Total Carrying ValueFair Value Measurement Hierarchy(in millions)Level 1Level 2Level 3AssetsCash and cash equivalents$87.0Â $87.0Â $â€”Â $â€”Â Money market funds76.0Â 76.0Â â€”Â â€”Â Pension assets23.1Â 16.8Â 6.3Â â€”Â Equity securities1.7Â 1.7Â â€”Â â€”Â Derivative instruments - cash flowÂ hedges(1)11.6Â 11.6Â â€”Â â€”Â Derivative instruments - warrants1.0Â 1.0Â â€”Â â€”Â Total assets$200.4Â $194.1Â $6.3Â $â€”Â LiabilitiesDerivative instruments - cash flow hedges$3.6Â $3.6Â $â€”Â $â€”Â Total liabilities$3.6Â $3.6Â $â€”Â $â€”Â _____(1) Â Â Â Â Includes accrued interest.The Company invests in checking, savings and money market fund accounts, which are classified within Level 1 of the fair value hierarchy as they are valued using quoted market prices. These investments are classified as cash and cash equivalents within the Companyâ€™s accompanying condensed consolidated balance sheets, in accordance with GAAP and its accounting policies.11Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)The Company has certain strategic investments in privately-held companies (non-marketable equity securities) and companies that have completed initial public offerings (marketable equity securities). The Companyâ€™s marketable equity securities, whose price is based on quoted market price in an active market, are classified within Level 1 of the fair value hierarchy. Equity securities are classified as current, short-term investments, or non-current, recorded in other non-current assets, based on the nature of the

securities and their availability for use in current operations. The changes in the fair value of those equity securities are measured at each reporting date and changes in the value of these investments between reporting dates are recorded within non-operating loss. The Companyâ€™s pension assets consist of Level 1 and Level 2 investments. The fair value of Level 2 assets is based on observable inputs such as prices or quotes for similar assets, adjusted for any differences in terms or conditions that may affect the value of the instrument being valued. The valuation techniques used for Level 2 assets may include the use of models or other valuation techniques, but these methods are all based on observable market inputs.The Company also has investments in certain derivative instruments, which are measured at fair value and classified within Level 1 of the fair value hierarchy.Non-Recurring Fair Value MeasurementsFor certain other financial assets and liabilities, including restricted cash, accounts receivable, accounts payable and other current assets and liabilities, the carrying amounts approximate their fair value primarily due to the relatively short maturity of these balances. The Company also measures certain non-financial assets at fair value on a non-recurring basis, primarily goodwill, intangible assets and operating lease right-of-use assets, in connection with periodic evaluations for potential impairment.Furthermore, the Company did not elect to apply the fair value option to specific assets or liabilities on a contract-by-contract basis. The Company did not have any transfers between Level 2 and Level 3 during the nine months ended SeptemberÂ 28, 2024. Cash and Cash EquivalentsThe Company considers all highly liquid investments with an original maturity from the date of purchase of three months or less, or highly liquid investments that are readily convertible into known amounts of cash, to be cash equivalents. The Company carries cash and cash equivalents at cost, which approximates fair value, and they are Level 1 under the fair value hierarchy.Accounts Receivable and Allowance for Credit LossesAccounts receivable consist of trade receivables recorded at the time of invoicing of product sales, reduced by reserves for estimated bad debts and returns. Trade accounts receivable are recorded at the invoiced amount and do not bear interest. Credit is extended based on an evaluation of the customerâ€™s financial condition. Collateral is generally not required. The Company records an allowance for credit losses that it does not expect to collect based on relevant information, including historical experience, current conditions, and reasonable and supportable forecasts. Accounts are charged off against the allowance when the Company believes they are uncollectible. The allowance for credit losses is measured on a collective (pool) basis when similar risk characteristics exist. Based on the risk characteristics, the Company has identified U.S. and international customers as separate portfolios for both segments, and measures expected credit losses on such receivables using an aging methodology.Inventories Inventories are stated at the lower of cost or net realizable value. Cost is determined using a standard cost method, which approximates the first in, first out method, and includes material, labor and overhead costs. Inventory valuation adjustments are recorded for inventory items that have become excess or obsolete or are no longer used in current production and for inventory items that have a market price less than the carrying value in inventory. The Company generally determines inventory valuation adjustments based on an evaluation of the expected future use of its inventory on an item by item basis and applies historical obsolescence rates to estimate the loss on inventory expected to have a recovery value below cost. The Company also records other specific inventory valuation adjustments when it becomes aware of unique events or circumstances that result in an expected recovery value below cost. For inventory items that have been written down, the reduced value becomes the new cost basis.12Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)Property and Equipment Property and equipment are stated at cost. Depreciation is calculated using the straight-line method over estimated useful lives as follows:Useful LivesBuildings and building improvements7 to 39 yearsComputer equipment and software2 to 12 yearsDemonstration units2 to 3 yearsFurniture and office equipment2 to 15 yearsLeasehold improvementsLesser of useful life or term of leaseMachinery, equipment and tooling3 to 20 yearsOperating lease assetsLesser of useful life or term of leaseTransportation, vehicles and other1 to 20 yearsLand is not depreciated and construction-in-progress is not depreciated until placed in service. Normal repair and maintenance costs are expensed as incurred, whereas significant improvements that materially increase values or extend useful lives are capitalized and depreciated over the remaining estimated useful lives of the related assets. Upon sale or retirement of depreciable assets, the related cost and accumulated depreciation or amortization are removed from the accounts and any gain or loss on the sale or retirement is recognized in income.Lessee Right-of-Use (ROU) Assets and Lease LiabilitiesThe Company determines if an arrangement contains a lease at inception. ROU assets represent the Companyâ€™s right to use an asset underlying an operating lease for the lease term and lease liabilities represent the Companyâ€™s obligation to make lease payments arising from an operating lease. ROU assets and lease liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. The Company generally estimates the applicable discount rate used to determine the net present value of lease payments based on available information at the lease commencement date. Many of the Companyâ€™s lessee agreements include options to extend the lease, which the Company does not include in its lease terms unless they are reasonably certain to be exercised. The Company utilizes a portfolio approach to account for the ROU assets and liabilities associated with certain equipment leases.The Company has also made an accounting policy election not to separate lease and non-lease components for its real estate leases and to exclude short-term leases with a term of twelve months or less from its ROU assets and lease liabilities. Rental expense for lease payments related to operating leases is recognized on a straight-line basis over the lease term.Intangible AssetsIntangible assets consist primarily of patents, trademarks, software development costs, customer relationships and acquired technology. Costs related to patents and trademarks, which include legal and application fees, are capitalized and amortized over the estimated useful lives using the straight-line method. Patent and trademark amortization commences once final approval of the patent or trademark has been obtained. Patent costs are amortized over the lesser of 10 years or the patentâ€™s remaining legal life, which assumes renewals, and trademark costs are amortized over 17 years, and their associated amortization cost is included in selling, general and administrative expense in the accompanying condensed consolidated statements of operations. For intangibles purchased in an asset acquisition or business combination, which mainly include patents, trademarks, customer relationships and acquired technologies, the useful life is determined largely by valuation estimates of remaining economic life.The Companyâ€™s policy is to renew its patents and trademarks. Costs to renew patents and trademarks are capitalized and amortized over the remaining useful life of the intangible asset. The Company periodically evaluates the amortization period and carrying basis of patents and trademarks to determine whether any events or circumstances warrant a revised estimated useful life or reduction in value. Capitalized application costs are charged to operations when it is determined that the patent or trademark will not be obtained or is abandoned.13Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)Software development costs are accounted for in accordance with ASC Topic 985-20, Software - Costs of Software to be Sold, Leased, or Marketed. Once technological feasibility has been established, qualifying costs incurred in development are capitalized until available for general release to customers, and subsequently reported at the lower of unamortized cost or net realizable value.Intangibles purchased as part of an asset acquisition or business combination historically have included patents, trademarks, customer relationships, developed technologies and contractual licenses. In certain circumstances the Company has also acquired non-compete agreements tied to certain employment relationships. The useful life for all of these is largely determined by valuation estimates of remaining economic life. In connection with the Sound United acquisition, the Company acquired certain trademarks/tradenames, which are intangible assets with indefinite useful lives. These brands are expected to maintain brand value for an indefinite period of time.Impairment of Goodwill, Intangible Assets and Other Long-Lived AssetsGoodwill is recorded as the difference, if any, between the aggregate consideration paid for an acquisition and the fair value of the acquired net tangible and intangible assets. Goodwill is not amortized, but instead is tested annually for impairment, or more frequently when events or changes in circumstances indicate that goodwill might be impaired. In assessing goodwill impairment, the Company has the option to first assess the qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. The Company has two reporting units, healthcare and non-healthcare. The Companyâ€™s qualitative assessment of the recoverability of goodwill considers various macro-economic, industry-specific and Company-specific factors, including: (i)Â severe adverse industry or economic trends; (ii)Â significant Company-specific actions; (iii)Â current, historical or projected deterioration of the Companyâ€™s financial performance; or (iv)Â a sustained decrease in the Companyâ€™s market capitalization below its net book value. If the qualitative assessment indicates that it is more-likely-than-not that the fair value of a reporting unit is less than its carrying value, or if the Company elects to bypass the qualitative analysis, then the Company performs a quantitative analysis that compares the fair value of the reporting unit with its carrying amount, including goodwill. If the fair value of the reporting unit exceeds its carrying amount, goodwill is not considered impaired; otherwise, a goodwill impairment loss is recognized for the lesser of: (a) the amount that the carrying amount of such reporting unit exceeds its fair value; or (b) the amount of the goodwill allocated to such reporting unit. The annual impairment test is performed during the fourth fiscal quarter.Similar to goodwill, indefinite-lived intangible assets are not amortized but instead are subject to annual impairment testing, unless circumstances dictate more frequent testing, if impairment indicators exist. Impairment for indefinite-lived assets exists if the carrying value of the indefinite-lived intangible asset exceeds its fair value. Determining whether impairment indicators exist and estimating the fair value of the Companyâ€™s indefinite-lived intangible assets if necessary for impairment testing require significant judgment. Qualitative factors considered in this assessment include industry and market conditions, overall financial performance, and other relevant events and factors. The Company reviews finite lived intangible assets and long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the future undiscounted operating cash flows expected to be generated by the asset. If such asset is considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount exceeds the fair value of the asset. Long-lived assets to be disposed of are reported at the lower of carrying amount or fair value less costs to sell.Employee Defined Benefit PlansThe Company maintains noncontributory defined benefit plans that cover certain employees in certain international locations. The Company recognizes the funded status, or the difference between the fair value of plan assets and the projected benefit obligations of the pension plan on the condensed consolidated balance sheet, with a corresponding adjustment to accumulated other comprehensive income (loss). If the projected benefit obligation exceeds the fair value of plan assets, the difference or underfunded status represents the pension liability. The Company records a net periodic pension cost in the condensed consolidated statement of operations. The liabilities and annual income or expense are determined using methodologies that involve several actuarial assumptions, the most significant of which are the discount rate and the expected long-term rate of asset return. The Companyâ€™s accounting policy includes an annual re-measurement of pension assets and obligations. In addition, the Company re-measures pension assets and obligations for significant events, as of the nearest month-end date on the calendar. The fair values of plan assets are determined based on prevailing market prices. See Note 21, â€œEmployee Benefitsâ€, for further details.14Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)Income TaxesThe Company accounts for income taxes using the asset and liability method, under which the Company recognizes deferred tax assets and liabilities for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and for net operating loss and tax credit carryforwards. Tax positions that meet a more-likely-than-not recognition threshold are recognized in the first reporting period that it becomes more-likely-than-not such tax position will be sustained upon examination. A tax position that meets this more-likely-than-not recognition threshold is recorded at the largest amount of tax benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. Previously recognized income tax positions that fail to meet the recognition threshold in a subsequent period are derecognized in that period. Differences between actual results and the Companyâ€™s assumptions, or changes in the Companyâ€™s assumptions in future periods, are recorded in the period they become known. The Company records potential accrued interest and penalties related to unrecognized tax benefits in income tax expense.As a multinational corporation, the Company is subject to complex tax laws and regulations in various jurisdictions. The application of tax laws and regulations is subject to legal and factual interpretation, judgment and uncertainty. Tax laws themselves are subject to change as a result of changes in fiscal policy, changes in legislation, evolution of regulations and court rulings. Therefore, the actual liability for U.S. or foreign taxes may be materially different from the Companyâ€™s estimates, which could result in the need to record additional liabilities or potentially to reverse previously recorded tax liabilities.Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period that includes the enactment date. A valuation allowance is recorded against any deferred tax assets when, in the judgment of management, it is more likely than not that all or part of a deferred tax asset will not be realized. In assessing the need for a valuation allowance, the Company considers all positive and negative evidence, including recent financial performance, scheduled reversals of temporary differences, projected future taxable income, availability of taxable income in carryback periods and tax planning strategies.Income taxes are highly susceptible to changes from period to period, requiring management to make assumptions about the Companyâ€™s future income over the lives of its deferred tax assets and the impact of changes in valuation allowances. Any difference in the assumptions, judgments and estimates mentioned above could result in changes to the Companyâ€™s results of operations.Revenue Recognition, Deferred Revenue and Other Contract LiabilitiesThe Company generally recognizes revenue following a single, principles-based five-step model to be applied to all contracts with customers and generally provides for the recognition of revenue in an amount that reflects the consideration to which the Company expects to be entitled, net of allowances for estimated returns, discounts or sales incentives, as well as taxes collected from customers that are remitted to government authorities, when control over the promised goods or services are transferred to the customer.Healthcare segmentWhile the majority of the Companyâ€™s healthcare segment revenue contracts and transactions contain standard business terms and conditions, there are some transactions that contain non-standard business terms and conditions. As a result, contract interpretation, judgment and analysis are required to determine the appropriate accounting, including: (i)Â the amount of the total consideration, as well as variable consideration, (ii) whether the arrangement contains an embedded lease, and if so, whether such embedded lease is a sales-type lease or an operating lease, (iii) the identification of the distinct performance obligations contained within the arrangement, (iv) how the arrangement consideration should be allocated to each performance obligation when multiple performance obligations exist, including the determination of standalone selling price, and (v)Â when to recognize revenue on the performance obligations. Changes in judgments on these assumptions and estimates could materially impact the timing of revenue recognition. Revenue from fixed lease payments related to equipment supplied under sales-type lease arrangements is recognized once control over the equipment is transferred to the customer, while revenue from fixed lease payments related to equipment supplied under operating-type lease arrangements is generally recognized on a straight-line basis over the term of the lease and variable lease payments are recognized as they occur. 15Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)The Company derives the majority of its healthcare segment revenue from four primary sources: (i)Â direct sales under deferred equipment agreements with end-user hospitals where the Company provides up-front monitoring equipment at no up-front charge in exchange for a multi-year sensor purchase commitment; (ii) other direct sales of noninvasive monitoring solutions to end-user hospitals, emergency medical response organizations and other direct customers; (iii)Â sales of noninvasive monitoring solutions to distributors who then typically resell to end-user hospitals, emergency medical response organizations and other customers; and (iv)Â sales of integrated circuit boards to OEM customers who incorporate the Companyâ€™s embedded software technology into their multiparameter monitoring devices. Subject to customer credit considerations, the majority of such sales are made on open accounts using industry standard payment terms based on the geography within which the specific customer is located. The Company enters into agreements to sell its monitoring solutions and services, sometimes as a part of arrangements with multiple performance obligations that include various combinations of product sales, equipment leases, software and services. In the case of contracts with multiple performance obligations, the authoritative guidance provides that the total consideration be allocated to each performance obligation on the basis of relative standalone selling prices. When a standalone selling price is not readily observable, the Company estimates the standalone selling price by considering multiple factors including, but not limited to, features and functionality of the product, geographies, type of customer, contractual prices pursuant to Group Purchasing Organization (GPO) contracts, the Companyâ€™s pricing and discount practices, and other market conditions.Sales under deferred equipment agreements are generally structured such that the Company agrees to provide certain monitoring-related equipment, software, installation, training and/or warranty support at no up-front charge in exchange for the customerâ€™s commitment to purchase sensors over the term of the agreement, which generally ranges from three years to six years. The Company allocates contract consideration under deferred equipment agreements containing fixed annual sensor purchase commitments to the underlying lease and non-lease components at contract inception. In determining whether any underlying lease components are related to a sales-type lease or an operating lease, the Company evaluates the customerâ€™s rights and ability to control the use of the underlying equipment throughout the contract term, including any equipment substitution rights retained by the Company, as well as the Companyâ€™s expectations surrounding potential contract/lease extensions or renewals and the customerâ€™s likelihood to exercise any purchase

options.Beginning in 2022, for contracts that contain variable lease payments that are not dependent on an index or rate, the Company classifies as operating leases any lease components that would have otherwise been classified as sales-type leases that would result in a selling loss upon lease commencement. Revenue allocable to non-lease performance obligations is generally recognized as such non-lease performance obligations are satisfied. Revenue allocable to lease components under sales-type lease arrangements is generally recognized when control over the equipment is transferred to the customer.Revenue allocable to lease components under operating lease arrangements is generally recognized over the term of the operating lease. The Company generally does not expect to derive any significant value in excess of such assetâ€™s unamortized book value from equipment underlying its operating lease arrangements after the end of the agreement. Revenue from the sale of products and software to end-user hospitals, emergency medical response organizations, other direct customers, distributors and OEM customers, is recognized by the Company when control of the performance obligations thereunder transfers to the customer based upon the terms of the contract or underlying purchase order.Revenue related to OEM rainbowÂ® parameter software licenses is recognized by the Company upon the OEMâ€™s shipment of its product to its customer, as reported to the Company by the OEM.The Company provides certain customers with various sales incentives that may take the form of discounts or rebates. The Company records estimates related to these programs as a reduction to revenue at the time of sale. In general, customers do not have a right of return for credit or refund. However, the Company allows returns under certain circumstances. At the end of each period, the Company estimates and accrues for these returns as a reduction to revenue. The Company estimates the revenue constraints related to these forms of variable consideration based on various factors, including expected purchasing volumes, prior sales and returns history, and specific contractual terms and limitations.Non-healthcare segmentNon-healthcare segment revenue is related to hardware and embedded software that is integrated into final products that are manufactured and sold by the Company. Products and related software are accounted for as a single performance obligation and all intended functionality is available to the customer upon purchase. Non-healthcare segment revenue is recognized upon transfer of control of promised products or service to customers, which is either upon shipment or upon delivery to the customers, depending on delivery terms. 16Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)The Company offers sales incentives and has customer programs consisting primarily of discounts and market development fund programs, and records them as contra revenue. Estimates for sales incentives are developed using the most likely amount and are included in the transaction price to the extent that a significant reversal of revenue would not result once the uncertainty is resolved. In developing these estimates, the Company also considers the susceptibility of the incentive to outside influences, the length of time until the uncertainty is resolved and the Companyâ€™s experience with similar contracts. Reductions in revenue related to discounts are allocated to products on a relative basis based on their respective standard selling price if there are undelivered products in a contract. Judgement is required to determine the timing and amount of recognition of marketing funds which the Company estimates based on past practice of providing similar funds.Payment terms and conditions vary among the Companyâ€™s distribution channels although terms generally include a requirement of payment within 30 to 60 days of product shipment. Sales made directly to customers from the Companyâ€™s website are paid at the time of product shipment. Prior to determining payment terms for each customer, an evaluation of such customerâ€™s credit risk is performed. Contractual allowances are an offset to accounts receivable.The Company recognizes non-healthcare royalty revenue associated with certain prepaid license arrangements. The Company recognizes non-healthcare revenue from the prepaid license arrangements based upon sales-based royalties when a subsequent sale occurs.Shipping and Handling Costs and FeesAll shipping and handling costs are expensed as incurred and are recorded as a component of cost of goods sold in the accompanying condensed consolidated statements of operations. Charges for shipping and handling billed to customers are included as a component of revenue.Taxes Collected From Customers and Remitted to Governmental AuthoritiesThe Companyâ€™s policy is to present revenue net of taxes collected from customers and remitted to governmental authorities.Deferred Costs and Other Contract AssetsThe costs of monitoring-related equipment provided to customers under operating lease arrangements within the Companyâ€™s deferred equipment agreements are generally deferred and amortized to cost of goods sold over the life of the underlying contracts. Some of the Companyâ€™s deferred equipment agreements also contain provisions for certain allowances to be made directly to the end-user hospital customer at the inception of the arrangement. These allowances are generally allocated to the lease and non-lease components and recognized as a reduction to revenue as the underlying performance obligations are satisfied.The Company generally invoices its customers under deferred equipment agreements as sensors are provided to the customer. However, the Company may recognize revenue for certain non-lease performance obligations under deferred equipment agreements with fixed annual commitments at the time such performance obligations are satisfied and prior to the customer being invoiced. When this occurs, the Company records an unbilled contract receivable related to such revenue until the customer has been invoiced pursuant to the terms of the underlying deferred equipment agreement.The incremental costs of obtaining a contract with a customer are capitalized and deferred if the Company expects such costs to be recoverable over the life of the contract and the contract term is greater than one year. Such deferred costs generally relate to certain incentive sales commissions earned by the Companyâ€™s internal sales team in connection with the execution of deferred equipment agreements and are amortized to expense over the expected term of the underlying contract.WarrantyThe Company generally provides a warranty against defects in material and workmanship for a period ranging from six months to forty-eight months, depending on the product type. In traditional sales activities, including direct and OEM sales, the Company establishes an accrued liability for the estimated warranty costs at the time of revenue recognition, with a corresponding provision to cost of goods sold. Customers may also purchase extended warranty coverage or service level upgrades separately or as part of a deferred equipment agreement. Revenue related to extended warranty coverage and service level upgrades is generally recognized over the life of the contract, which reasonably approximates the period over which such services will be provided. The related extended warranty and service level upgrade costs are expensed as incurred.17Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)Changes in the product warranty accrual were as follows: Nine Months Ended(in millions)September 28,2024September 30,2023Product warranty accrual, beginning of period$8.6Â $10.6Â Accrual for warranties issued6.9Â 7.4Â Changes in pre-existing warranties (including changes in estimates)2.3Â (8.3)Settlements made(8.7)(1.0)Product warranty accrual, end of period$9.1Â $8.7Â Advertising CostsAdvertising costs include certain advertising, marketing and endorsement agreement fees. Advertising and marketing costs are expensed as incurred. Endorsement fees associated with product endorsers are expensed on a straight-line basis over the term of the agreement. Advertising costs are included in selling, general and administrative expense in the accompanying condensed consolidated statements of operations. Prepayments made under endorsement agreements are included in other current assets or other non-current assets, depending on the period to which the prepayment applies. Certain endorsement agreements provide for royalty payments to endorsers based on sales of particular products, which the Company records in selling, general and administrative expense as the related sales occur. Advertising costs for the three months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023 were $16.7Â million and $15.7Â million, respectively. Advertising costs for the nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023 were $43.6Â million and $44.6 million, respectively.Litigation Costs and ContingenciesThe Company records a charge equal to at least the minimum estimated liability for a loss contingency or litigation settlement when both of the following conditions are met: (i)Â information available prior to issuance of the financial statements indicates that it is probable that a liability had been incurred at the date of the financial statements, and (ii)Â the range of loss can be reasonably estimated. The determination of whether a loss contingency, litigation settlement or contingent fee is probable or reasonably possible involves a significant amount of management judgment, as does the estimation of the range of loss given the nature of contingencies or any associated contingent fees related to a settlement of a legal matter. Liabilities related to litigation settlements with multiple elements are recorded based on the fair value of each element. Legal and other litigation related expenses are recognized as the services are provided. Contingent legal fee expenses are recognized when probable and reasonably estimable. The Company records insurance and other indemnity recoveries for litigation expenses when both of the following conditions are met: (a)Â the recovery is probable, and (b)Â collectability is reasonably assured. Insurance recoveries are only recorded to the extent the litigation costs to which they relate have been incurred and recognized in the financial statements.Foreign Currency TranslationThe Companyâ€™s international headquarters is in Switzerland, and its functional currency is the U.S. Dollar. The Company has many other foreign subsidiaries, and the largest transactions in foreign currency translations occur in the Japanese Yen, the British Pound, the Chinese Yuan and the European Euro.The Company records certain revenues and expenses in foreign currencies. These revenues and expenses are translated into U.S. Dollars based on the average exchange rate for the reporting period. Assets and liabilities denominated in foreign currencies are translated into U.S. Dollars at the exchange rate in effect as of the balance sheet date. Translation gains and losses related to foreign currency assets and liabilities of a subsidiary that are denominated in the functional currency of such subsidiary are included as a component of accumulated other comprehensive income (loss) within the accompanying condensed consolidated balance sheets. Realized and unrealized foreign currency gains and losses related to foreign currency assets and liabilities of the Company, or a subsidiary that are not denominated in the underlying functional currency are included as a component of non-operating loss within the accompanying condensed consolidated statements of operations. 18Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)Derivatives Instruments and Hedging ActivitiesThe Company addresses market risk from changes in interest rates risks through risk management programs, which include the use of derivative instruments. The Companyâ€™s exposure to a counterpartyâ€™s credit risk is generally limited to the amounts of the net obligation to the counterparty. The Company established policies to enter into contracts only with major investment-grade financial institutions to mitigate such counterparty credit risk. The Company also established a policy to further monitor the counterparty risks throughout the life of the instruments. None of the derivative instruments currently held by the Company were entered into for speculative trading purposes.All derivative financial instruments are recognized as either assets or liabilities at fair value in the condensed consolidated balance sheets and are classified as short-term or long-term based on the tenor of the instrument. The Company has elected not to separate a derivative instrument into current and long-term portions. A derivative instrument whose fair value is a net liability is classified as current in total. A derivative instrument whose fair value is a net asset and whose current portion is an asset is classified as non-current in total. For a derivative instrument that meets the criteria to qualify for hedge accounting, the Company marks the fair value of the derivative instrument to market periodically through other comprehensive income (loss). When the hedged items are recorded to income (loss), the associated deferred gains (losses) of the derivatives in accumulated other comprehensive (loss) income will be reclassified into earnings. Any fluctuation in the fair value of a derivative instrument that does not meet the criteria for hedge accounting is recorded to earnings (expense) in the period it occurs.Comprehensive (Loss) IncomeComprehensive (loss) income includes foreign currency translation adjustments, changes to pension benefits, unrealized gains (losses) on cash flow hedges and any related tax benefits (expenses) that have been excluded from net income and reflected in stockholdersâ€™ equity.Net Income Per ShareA computation of basic and diluted net income per share is as follows:Three Months EndedNine Months Ended(in millions, except per share amounts)September 28,2024September 30,2023September 28,2024September 30,2023Net income$9.8Â $10.6Â $44.7Â $47.6Â Basic net income per share:Weighted-average shares outstanding - basic53.4Â 52.8Â 53.2Â 52.8Â Net income per basic share$0.18Â $0.20Â $0.84Â $0.90Â Diluted net income per share:Weighted-average shares outstanding - basic53.4Â 52.8Â 53.2Â 52.8Â Diluted share equivalents: stock options, RSUs and PSUs0.9Â 1.1Â 1.1Â 1.1Â Weighted-average shares outstanding - diluted54.3Â 53.9Â 54.3Â 53.9Â Net income per diluted share$0.18Â $0.20Â $0.82Â $0.88Â 19Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)Basic net income per share is computed by dividing net income by the weighted-average number of shares outstanding during the period. Net income per diluted share is computed by dividing the net income by the weighted-average number of shares and potential shares outstanding during the period, if the effect of potential shares is dilutive. Potential shares include incremental shares of stock issuable upon the exercise of stock options and the vesting of both restricted share units (RSUs) and performance stock units (PSUs). For the three months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, weighted options to purchase 1.4 million and 1.3Â million shares of common stock, respectively, were outstanding but not included in the computation of diluted net income per share because the effect of including such shares would have been antidilutive in the applicable period. For the nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, weighted options to purchase 1.4 million and 0.9Â million shares of common stock, respectively, were outstanding but not included in the computation of diluted net income per share because the effect of including such shares would have been antidilutive in the applicable period. Certain RSUs were considered contingently issuable shares as their vesting is contingent upon the occurrence of certain future events. Since such events had not occurred and were not considered probable of occurring as of each of SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, 2.7 million weighted-average shares related to such RSUs have been excluded from the calculation of potential shares for the three and nine month periods then ended. For additional information with respect to these RSUs, please see â€œEmployment and Severance Agreementsâ€ in Note 24, â€œCommitments and Contingenciesâ€.Supplemental Cash Flow InformationSupplemental cash flow information includes the following:Nine Months Ended(in millions)September 28,2024September 30,2023Cash paid during the year for:Interest expense$29.3Â $35.8Â Income taxes40.1Â 39.4Â Operating lease liabilities18.4Â 16.0Â Non-cash operating activities:ROU assets obtained in exchange for lease liabilities$28.5Â $2.4Â Non-cash investing activities:Unpaid purchases of property and equipment$1.2Â $1.2Â Unpaid strategic investments0.2Â 0.6Â Non-cash financing activities:Â Â Â Â Â Â Â Unsettled common stock proceeds from option exercises$â€”Â $0.5Â Reconciliation of cash, cash equivalents and restricted cash:Cash and cash equivalents$158.5Â $124.4Â Restricted cash5.2Â 7.9Â Total cash, cash equivalents and restricted cash shown in the condensed consolidated statements of cash flows$163.7Â $132.3Â 20Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)Recently Adopted and Recently Announced Accounting PronouncementsThere have been no material changes to the accounting policies discussed in Note 2 to the consolidated financial statements included in the Companyâ€™s Annual Report on Form 10-K for the fiscal year ended DecemberÂ 30, 2023, filed with the SEC on FebruaryÂ 28, 2024, other than the following update: In November 2023, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures. The new standard is intended to improve reportable segment disclosure requirements primarily through enhanced disclosures about significant segment expenses and other segment items and requires entities to provide in interim periods all disclosures about a reportable segmentâ€™s profit or loss and assets that are currently required annually. The amendment also requires disclosure of the title and position of the chief operating decision maker (â€œCODMâ€) and an explanation of how the CODM uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources. ASU No. 2023-07 is effective for annual reporting periods beginning after December 15, 2023 and interim periods in fiscal years beginning after December 15, 2024. Early adoption is permitted with retrospective application to all prior periods presented. Upon transition, the segment expense categories and amounts disclosed in the prior periods should be based on the significant segment expense categories identified and disclosed in the period of adoption. The Company is continuing to evaluate the impact of this standard on its consolidated financial statements upon adoption.3. Related Party Transactions On October 24, 2024, following a review by outside counsel, the Board adopted resolutions to terminate the employment of Mr. Kiani, effective October 24, 2024. See Note 24, â€œCommitments and Contingenciesâ€, for further details.Mr. Kiani, our former Chairman and CEO, is the Chairman and CEO of Willow Laboratories, Inc. (Willow). The Company is a party to the following agreements with Willow:â€¢Cross-Licensing Agreement - The Company and Willow are parties to a cross-licensing agreement (Cross-Licensing Agreement), which governs each partyâ€™s rights to certain intellectual property held by the two companies. The Company is subject to certain annual minimum aggregate royalty obligations for use of the rainbowÂ® licensed technology. The annual minimum royalty obligation is $5.0 million prior to a change in control (as defined in the Cross-Licensing Agreement) of the Company or Willow and increases to $15.0Â million upon a change in control, plus up to $2.0Â million for each additional rainbowÂ® parameter (with no maximum ceiling for non-vital sign measurements). Aggregate liabilities payable to Willow arising under the Cross-Licensing Agreement were $4.2 million and $5.2 million for the three months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, respectively. Aggregate liabilities payable to Willow arising under the Cross-Licensing Agreement were $13.2 million and $15.1 million for the nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, respectively.â€¢Administrative Services Agreement - The Company is a party to an administrative services agreement with Willow (G&A Services Agreement), which governs certain general and administrative services that the Company provides to Willow. Amounts charged by the Company pursuant to the G&A Services Agreement were $0.2Â million and $0.1 million for each of the three months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, respectively. Amounts charged by the Company pursuant to the G&A Services Agreement were $0.4Â million and $0.3 million for each of the nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, respectively.â€¢Lease Agreement - Effective December 2019, the Company entered into a lease agreement with Willow for approximately 34,000 square feet of office, research and development space at one of the Companyâ€™s owned facilities in Irvine (Willow Lease). The term of the Willow Lease expires on December 31, 2024. The Company recognized approximately $0.3 million of lease income

for each of the three months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023. The Company recognized approximately $0.9Â million of lease income for each of the nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023. Net amounts due to Willow at SeptemberÂ 28, 2024 and DecemberÂ 30, 2023 were approximately $3.8 million and $4.1 million, respectively. See Note 24, â€œCommitments and Contingenciesâ€, under the heading of â€œWillow Cross-Licensing Agreement Provisionsâ€ for further details.21Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)As of SeptemberÂ 28, 2024, the Company has halted payments to the Masimo Foundation for Ethics, Innovation and Competition in Healthcare (Masimo Foundation), a non-profit organization that was founded in 2010 to provide a platform for encouraging ethics, innovation, and competition in healthcare. Mr. Kiani is the Chairman of the Masimo Foundation. In addition, the Companyâ€™s Executive Vice President (EVP), Chief Financial Officer (CFO) serves as the Treasurer of the Masimo Foundation and the Companyâ€™s EVP, General Counsel and Corporate Secretary serves as the Secretary for the Masimo Foundation. For the three months ended SeptemberÂ 28, 2024, the Company made cash contributions of approximately $1.5 million to the Masimo Foundation. For the three months ended SeptemberÂ 30, 2023, the Company made no cash contributions to the Masimo Foundation. For the nine months ended SeptemberÂ 28, 2024, the Company made cash contributions of approximately $2.5 million to the Masimo Foundation. For the nine months ended SeptemberÂ 30, 2023, the Company made cash contributions of approximately $1.0 million to the Masimo Foundation. During the three and nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, the Company made various in-kind contributions to the Masimo Foundation, mainly in the form of donated administrative services. As noted above, the Company halted all payments to the Masimo Foundation as of the end of the third quarter of 2024.Mr. Kiani is also a co-founder and a member of the board of directors of Like Minded Media Ventures (LMMV), a team of storytellers that create content focused in the areas of true stories, social causes and science. LMMV creates stories with a multi-platform strategy, bridging the gap between film, television, digital and social media. The Company entered into a marketing service agreement with LMMV for audiovisual production services promoting brand awareness, including television commercials and digital advertising, during the second quarter of 2020. During the three and nine months ended SeptemberÂ 28, 2024, the Company incurred no marketing expenses to LMMV under the marketing service agreement. During the three and nine months ended SeptemberÂ 30, 2023, the Company incurred $0.4Â million and $1.2Â million of marketing expenses to LMMV under the marketing service agreement, respectively. At each of SeptemberÂ 28, 2024 and DecemberÂ 30, 2023, there were no amounts due to LMMV for services rendered. During the second quarter of 2021, the Company entered into a software license and professional services agreement with Like Minded Labs (LML), a subsidiary of LMMV. Pursuant to the software license agreement, LML granted the Company a perpetual, non-exclusive and fully paid-up right and license to integrate LMLâ€™s software into the Companyâ€™s products in exchange for a $3.0Â million one-time license fee. Pursuant to the professional services agreement, LML will provide professional services to the Company, including the development of custom software intended to support the integration of the licensed software into the Companyâ€™s products, as well as future support services upon the Companyâ€™s acceptance of deliverables.In July 2021, the Company entered into a patent purchase and option agreement with Vantrix Corporation (Vantrix), an acquiree of LML, for certain patents for $0.5Â million, and the right to purchase two pools of additional patents from Vantrix for an exercise fee of up to $1.1Â million. The agreements with LML and Vantrix include sublicensing provisions whereby the software and patents are licensed back to LML or Vantrix, respectively, for further advancement of the technologies.The Company maintained an aircraft time share agreement with Mr. Kiani, pursuant to which the Company agreed from time to time to make its aircraft available to Mr. Kiani, in his former capacity as Chairman and CEO, for lease on a time-sharing basis. The Company charged Mr. Kiani for personal use of the aircraft based on agreed upon reimbursement rates. For each of the three and nine months ended SeptemberÂ 28, 2024, the Company charged Mr. Kiani less than $0.1Â million pursuant to this agreement. For each of the three and nine months ended SeptemberÂ 30, 2023, the Company charged Mr. Kiani less than $0.1Â million pursuant to this agreement. As of the end of the quarter, the time share agreement with Mr. Kiani has been terminated. In October 2024, the Company grounded the corporate aircraft and has been exploring disposition strategies.On June 26, 2023, at the Companyâ€™s 2023 annual meeting of stockholders, its stockholders voted to elect two directors nominated by Politan Capital Management LP and certain of its affiliates (Politan) to the Companyâ€™s Board of Directors (Board). On September 19, 2024, at the Companyâ€™s 2024 annual meeting of stockholders, two additional directors nominated by Politan were elected to the Board. As of September 24, 2024, the date of the last reported Schedule 13-D/A filed with the U.S. Securities and Exchange Commission (SEC), Politan held approximately 8.8% of the outstanding shares of the Company. There were no related party transactions between Masimo and Politan for each of the three and nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023.22Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)On September 24, 2024, Michelle Brennan, a member of the Board, was appointed to the role of interim CEO of the Company. Ms. Brennan also sits on the board of directors of Cardinal Health, Inc. (Cardinal). For the three and nine months ended SeptemberÂ 28, 2024, sales to Cardinal were approximately $27.2Â million and $82.9Â million, respectively. For the three and nine months ended SeptemberÂ 30, 2023 sales to Cardinal were approximately $26.9Â million and $69.1Â million, respectively. As of SeptemberÂ 28, 2024 and DecemberÂ 30, 2023, amounts owed from Cardinal were approximately $10.8Â million and $7.3Â million, respectively.4. Inventories Inventories consist of the following:(in millions)September 28,2024December 30,2023Raw materials$234.2Â $229.7Â Work-in-process26.5Â 30.0Â Finished goods309.2Â 285.3Â Â Â Â Â Â Total inventories$569.9Â $545.0Â 5. Other Current Assets Other current assets consist of the following: (in millions)September 28,2024December 30,2023Prepaid income taxes$62.1Â $29.3Â Prepaid expenses36.3Â 58.3Â Indirect taxes receivable33.9Â 28.6Â Lease receivable, current26.0Â 30.2Â Contract assets, current7.5Â 6.7Â Other receivables6.2Â 6.8Â Prepaid rebates and royalties, current4.8Â 4.8Â Restricted cash(1)2.8Â 3.0Â Other current assets0.9Â 0.7Â Â Â Â Â Â Total other current assets$180.5Â $168.4Â _____(1) Â Â Â Â Restricted cash includes funds received from the Bill and Melinda Gates Foundation. As the Company incurs costs associated with research and development related to this project, on a quarterly basis, the Company reclasses amounts from the grant to offset costs incurred.6. Lease Receivable For deferred equipment agreements that contain embedded operating leases, upon lease commencement, the Company defers and records the equipment cost of operating lease assets within property, plant and equipment, net of accumulated depreciation. These operating lease assets are subsequently amortized to cost of goods sold over the lease term on a straight-line basis.For deferred equipment agreements that contain embedded sales-type leases, the Company recognizes lease revenue and costs, as well as a lease receivable, at the time the lease commences. Lease revenue related to both operating-type and sales-type leases are included within revenue in the accompanying condensed consolidated statements of operations. For the three months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, lease revenue was approximately $9.0 million and $21.0Â million, respectively. For the nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, lease revenue was approximately $34.0Â million and $53.0Â million, respectively. Costs related to embedded leases within the Companyâ€™s deferred equipment agreements are included in cost of goods sold in the accompanying condensed consolidated statements of operations.23Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)Lease receivable from sales-type leases consists of the following:(in millions)September 28,2024December 30,2023Lease receivable$90.5Â $101.9Â Allowance for credit loss(0.3)(0.3)Â Â Â Â Â Lease receivable, net90.2Â 101.6Â Less: current portion of lease receivable(26.0)(30.2)Â Â Â Â Â Lease receivable, non-current$64.2Â $71.4Â As of SeptemberÂ 28, 2024, estimated future maturities of customer sales-type lease receivables and operating lease payments for each of the following fiscal years are as follows:Future Lease Receivables/Payments(in millions)Fiscal yearSales-Type LeasesOperating Leases2024 (balance of year)$7.6Â $3.3Â 202526.0Â 12.5Â 202621.2Â 11.7Â 202715.5Â 9.9Â 20289.6Â 7.1Â Thereafter10.3Â 11.6Â Â Â Â Â Â Total$90.2Â $56.1Â Less: imputed interest(1)â€”Â Â Â Â Â Â Present value of total lease payments$90.2Â _____(1) Â Â Â Â The calculation of the rates implicit in the leases resulted in negative discount rates. Therefore, the Company as a lessor used a 0% discount rate to measure the net investment in the lease.7. Deferred Costs and Other Contract Assets Deferred costs and other contract assets consist of the following:(in millions)September 28,2024December 30,2023Deferred commissions$22.9Â $21.8Â Unbilled contract receivables20.2Â 17.0Â Prepaid contract allowances15.0Â 17.0Â Deferred equipment agreements, net1.5Â 1.5Â Â Â Â Â Â Deferred costs and other contract assets$59.6Â $57.3Â 24Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)8. Property and Equipment, net Property and equipment, net, consists of the following:(in millions)September 28,2024December 30,2023Machinery, equipment and tooling$188.7Â $169.7Â Building and building improvements151.0Â 151.0Â Operating lease assets128.2Â 92.2Â Land(1)55.0Â 66.2Â Computer equipment and software47.0Â 45.5Â Leasehold improvements42.0Â 37.5Â Transportation, vehicles and other(2)27.2Â 34.0Â Furniture and office equipment19.9Â 20.4Â Demonstration units12.3Â 11.1Â Construction-in-progress (CIP)51.9Â 59.2Â Â Â Â Â Â Total property and equipment723.2Â 686.8Â Accumulated depreciation(305.3)(262.4)Â Â Â Â Â Â Property and equipment, net(1)$417.9Â $424.4Â _____(1)Â Â Â Â At March 30, 2024, property, plant and equipment, net, excluded $11.4Â million of idle undeveloped land held outside of the U,S. which was classified as held for sale within the healthcare segment. In May 2024, the Company completed the sale of the land, resulting in a gain of $0.9Â million, which was recorded net of transaction costs, foreign currency translation and cumulative translation adjustments to non-operating loss.(2)Â Â Â Â During the three months ended SeptemberÂ 28, 2024, the Company reduced its fleet of vehicles for use primarily by field sales representatives. The proceeds from the sale of the vehicles were $2.0Â million, which was recorded to non-operating loss. In October 2024, the Company grounded the corporate aircraft and has been exploring disposition strategies.For the three months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, depreciation expense of property and equipment was $10.3 million and $10.7 million, respectively. For the nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, depreciation expense of property and equipment was $31.7 million and $33.2 million, respectively.For the three months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, $5.6Â million and $5.2Â million of equipment leased to customers was amortized to cost of goods sold, respectively. For the nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, $18.4Â million and $12.4Â million of equipment leased to customers was amortized to cost of goods sold, respectively.As of SeptemberÂ 28, 2024 and DecemberÂ 30, 2023, accumulated amortization of equipment leased to customers was $1.2Â million and $1.5Â million, respectively.The balance in CIP at SeptemberÂ 28, 2024 and DecemberÂ 30, 2023 related primarily to the capitalized implementation costs related to a new enterprise resource planning software system, costs related to facility improvements, the expansion of certain key manufacturing facilities globally, machinery and equipment at the Companyâ€™s corporate headquarters, as well as on-going development costs associated with a new research and development facility, the underlying assets for which have not been completed or placed into service. On February 14, 2022, the Companyâ€™s wholly owned subsidiary, Masimo Canada ULC, entered into a Purchase and Sale Agreement (Purchase Agreement) with Keltic (Prior) Development Limited Partnership (Vendor) for the purchase of a property in Vancouver, British Columbia, Canada for a purchase price of CAD123.0Â million, plus GST (Purchase Price), subject to certain adjustments. The Company paid CAD21.0Â million as a deposit towards the purchase during the year ended December 31, 2022. The balance of the Purchase Price will be due and payable upon the closing of the transaction, which is currently expected to occur in mid-2025.25Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)9. Intangible Assets, net Intangible assets, net, consist of the following:September 28,2024December 30,2023(in millions)Gross CarryingAmountAccumulatedAmortizationNet CarryingAmountGross CarryingAmountAccumulatedAmortizationNet CarryingAmountIntangible assets subject to amortization:Customer relationships$184.7Â (15.7)169.0Â $209.2Â (31.5)177.7Â Acquired technologies135.0Â (19.7)115.3Â 174.7Â (45.3)129.4Â Capitalized software development costs55.9Â (7.5)48.4Â 53.9Â (15.2)38.7Â Licenses36.8Â (5.9)30.9Â 39.7Â (7.4)32.3Â Patents43.1Â (16.9)26.2Â 39.2Â (15.2)24.0Â Trademarks19.1Â (7.3)11.8Â 20.1Â (7.4)12.7Â Non-compete agreements3.0Â (0.4)2.6Â 6.3Â (2.6)3.7Â Licenses-related party7.5Â (7.0)0.5Â 7.5Â (6.7)0.8Â Other1.6Â (1.1)0.5Â 1.7Â (1.1)0.6Â Total intangible assets subject to amortization, net$486.7Â (81.5)405.2Â $552.3Â (132.4)419.9Â Intangible assets not subject to amortization:Trademarks$235.6Â $242.4Â Impairment chargeâ€”Â (10.0)Total trademarks235.6Â 232.4Â Intangible assets, net$640.8Â $652.3Â Finite lived intangible assets have a weighted-average amortization period ranging from twelve years to fourteen years. Total amortization expense for the three months ended SeptemberÂ 28, 2024Â andÂ SeptemberÂ 30, 2023Â was $13.7 million and $13.8 million, respectively. Total amortization expense for the nine months ended SeptemberÂ 28, 2024Â andÂ SeptemberÂ 30, 2023Â was $40.5 million and $42.6 million, respectively.Total renewal costs for patents and trademarks for the three months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023 were $1.2 million and $0.2Â million, respectively. Total renewal costs for patents and trademarks for the nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023 were $2.6Â million and $0.8Â million, respectively. As of SeptemberÂ 28, 2024, the weighted-average number of years until the next renewal was two years for patents and six years for trademarks.Estimated amortization expense for each of the next fiscal years is as follows:Fiscal yearAmount(in millions)2024 (balance of year)$13.6Â 202553.0Â 202653.8Â 202740.6Â 202840.3Â Thereafter203.9Â Â Â Â Â Â Total$405.2Â 26Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)Indefinite-lived intangible assets are subject to annual impairment testing, unless circumstances dictate more frequent testing, if impairment indicators exist. In the third quarter of 2023, declines in the Companyâ€™s stock price and certain worsening macro-economic market conditions, including continued slowing in demand for consumer audio products, contributed to a significant decline in the Companyâ€™s market capitalization, which led the Company to conclude a trigger event had occurred. As a result, the Company performed a quantitative impairment assessment, which resulted in recording a $7.0Â million impairment charge for indefinite-lived trademarks in the non-healthcare reporting unit. In conjunction with this third quarter interim impairment quantitative assessment, the Company concluded that both the healthcare reporting unitâ€™s and non-healthcare reporting unitâ€™s respective estimated fair values exceeded their carrying values. Furthermore, recoverability tests performed for other long-lived assets with finite lives indicated no recoverability issues.During the fourth quarter of 2023, the Company performed its annual impairment analysis by first electing to complete a qualitative assessment of its indefinite-lived intangible assets. Based on this assessment, the Company determined it was not more likely than not that the fair value of the indefinite lived intangibles within the non-healthcare reporting unit exceeded their carrying values. Accordingly, the Company proceeded to perform a quantitative impairment assessment, which resulted in recording a $3.0Â million impairment charge for indefinite-lived trademarks. For purposes of the impairment test, the fair value of indefinite-lived assets were determined using the same methodology as described in Note 18, â€œBusiness Combinations.â€ The estimates and assumptions applied represent a Level 3 measurement because they are supported by limited or no market activity and reflect the Companyâ€™s assumptions in measuring fair value.During the fourth quarter of 2023, the Company also performed its annual goodwill impairment analysis by first electing to complete a qualitative assessment for its healthcare and non-healthcare reporting units. Based on this assessment, the Company concluded that it was more likely than not that the fair value of the healthcare reporting unit was greater than its carrying value. Accordingly, no further testing was required for the healthcare reporting unit. However, the Company concluded that it was not more likely than not that the fair value of the non-healthcare reporting unit was greater than its carrying value. Therefore, the Company proceeded to perform a quantitative assessment for its non-healthcare reporting unit. When a quantitative assessment is required for the impairment test for goodwill, the Company uses a combination of both an income and a market approach to determine the fair value of the reporting unit. The income approach utilized the estimated discounted cash flows for the reporting unit, while the market approach utilized comparable company information. Estimates and assumptions used in the income approach to calculate projected future discounted cash flows included revenue growth rates, operating margins and a discount rate for the reporting unit. Discount rates were determined using a weighted average cost of capital for risk factors specific to the reporting unit and other market and industry data. The assumptions used are inherently subject to uncertainty and the Company noted that slight changes in these assumptions could have a significant impact on the concluded value.The estimates and assumptions applied represent a Level 3 measurement because they are supported by limited or no market activity and reflect the Companyâ€™s assumptions in measuring fair value.10. Goodwill Changes in goodwill were as follows:Nine Months Ended September 28, 2024(in millions)HealthcareNon-healthcareTotalGoodwill, beginning of period$98.6Â $309.1Â $407.7Â Foreign currency translation adjustment0.5Â 4.3Â 4.8Â Goodwill, end of period$99.1Â $313.4Â $412.5Â 27Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)11. Lessee ROU Assets and Lease Liabilities The Company leases certain facilities in North and South America, Europe, the Middle East and Asia-Pacific regions under operating lease agreements expiring at various dates through January 2032. In addition, the Company leases equipment in the U.S. and Europe pursuant to leases that are classified as operating leases and expire at various dates through November 2028. The majority of these leases are non-cancellable and generally do not contain any material restrictive covenants, material residual value guarantees, or other material guarantees. The Company recognizes lease costs under these agreements using a straight-line method based on total lease payments. Certain facility leases contain predetermined price escalations and in some cases renewal options, the longest of which is for five years.The Company generally estimates the

applicable discount rate used to determine the net present value of lease payments based on available information at the lease commencement date. As of SeptemberÂ 28, 2024, the weighted-average discount rate used by the Company for all operating leases was approximately 4.6%.The balance sheet classifications for amounts related to the Companyâ€™s operating leases for which it is the lessee are as follows:(in millions)Balance sheet classificationSeptember 28,2024December 30,2023Lessee ROU assetsOther non-current assets$83.1Â $59.1Â Lessee current lease liabilitiesOther current liabilities22.5Â 18.2Â Lessee non-current lease liabilitiesOther non-current liabilities65.8Â 45.8Â Â Â Â Â Â Total operating lease liabilities$88.3Â $64.0Â As of SeptemberÂ 28, 2024 and DecemberÂ 30, 2023, accumulated amortization for lessee ROU assets was $55.5 million and $48.9 million, respectively. The weighted-average remaining lease term for the Companyâ€™s operating leases was 5.2 years as of SeptemberÂ 28, 2024.As of SeptemberÂ 28, 2024, estimated future operating lease payments for each of the following fiscal years were as follows:Fiscal yearAmount(in millions)2024 (balance of year)$6.1Â 202525.1Â 202620.1Â 202715.0Â 202813.1Â Thereafter(1)20.9Â Â Â Â Total100.3Â Â Â Â Imputed interest(12.0)Â Â Â Present value$88.3Â _____(1) Â Â Â Â Includes optional renewal period for certain leases.During the three months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, operating lease costs were approximately $5.6 million and $12.6 million, respectively. During the nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, operating lease costs were approximately $17.5 million and $33.2 million, respectively.As part of the Companyâ€™s on-going rationalization of its operational footprint of the non-healthcare business, one operating lease was identified as under-utilized and considered temporarily idled due to the inability to sublease the property timely while having three years remaining on the lease term. The Company recorded an adjustment of approximately $3.9Â million to reduce the ROU asset during the three months ended March 30, 2024, which was recorded in selling, general, and administrative expenses in the condensed consolidated statement of operations.28Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)12. Other Non-Current Assets Other non-current assets consist of the following:(in millions)September 28,2024December 30,2023Lessee ROU assets, net$83.1Â $59.1Â Prepaid deposits and other7.0Â 6.4Â Strategic investments6.8Â 7.2Â Derivative assets - non-current(1)3.8Â 11.4Â Restricted cash(2)2.4Â 2.2Â Equity investments - fair value2.6Â 2.7Â Other non-current assets0.1Â 0.3Â Â Â Total non-current assets$105.8Â $89.3Â _____(1)Â Â Â Â Excludes accrued interest.(2)Â Â Â Â Restricted cash includes cash held in certain subsidiaries in jurisdictions outside of the U.S. such as China, which may be subject to transfer restrictions depending on jurisdictions.13. Deferred Revenue and Other Contract Liabilities, CurrentDeferred revenue and other contract liabilities, current, consist of the following:(in millions)September 28,2024December 30,2023Deferred revenue$65.0Â $63.8Â Accrued rebates and allowances33.8Â 37.5Â Accrued customer reimbursements12.6Â 12.4Â Â Â Â Â Â Total deferred revenue and other contract liabilities111.4Â 113.7Â Less: Non-current portion of deferred revenue(26.9)(26.4)Â Â Â Â Â Deferred revenue and other contract liabilities, current$84.5Â $87.3Â Deferred revenue relates to contracted amounts that have been invoiced to customers for which remaining performance obligations must be completed before the Company can recognize revenue. Generally, both healthcare and non-healthcare segments record deferred revenue when revenue is to be recognized subsequent to invoicing. Healthcare Deferred RevenueHealthcare deferred revenue primarily relates to undelivered equipment, sensors and services under deferred equipment agreements, extended warranty agreements, and maintenance agreements. Expected revenue from remaining contractual performance obligations (Unrecognized Contract Revenue) includes deferred revenue, as well as other amounts that will be invoiced and recognized as revenue in future periods when the Company completes its performance obligations. Unrecognized Contract Revenue excludes revenue allocable to monitoring-related equipment that is effectively leased to customers under deferred equipment agreements and other contractual obligations for which neither party has performed. The estimated timing of this revenue is based, in part, on managementâ€™s estimates and assumptions about when its performance obligations will be completed. As a result, the actual timing of this revenue in future periods may vary, possibly materially. As of SeptemberÂ 28, 2024, the Company had approximately $1,651.9 million of Unrecognized Contract Revenue related to executed contracts with an original duration of one year or more. The Company expects to recognize approximately $433.6 million of this amount as revenue within the next twelve months and the remaining balance thereafter.29Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)Non-Healthcare Deferred RevenueIn October 2020, the Companyâ€™s subsidiary, B&W Group Ltd. (B&W), entered into an amendment to a licensing agreement, whereby B&W received a $20.0Â million royalty prepayment in relation to sound system units manufactured under the Bowers & Wilkins brand for various high-end car manufacturers with a total commitment of $35.0Â million to be received by September 30, 2028. As of SeptemberÂ 28, 2024, deferred revenue was $13.3Â million.Changes in deferred revenue were as follows:(in millions)Nine Months Ended September 28, 2024Deferred revenue, beginning of the period$63.8Â Â Â Revenue deferred during the period22.8Â Â Â Recognition of revenue deferred in prior periods(21.6)Â Â Â Â Â Deferred revenue, end of the period$65.0Â 14. Other Current Liabilities Other current liabilities consist of the following:(in millions)September 28,2024December 30,2023Long-term debt, current$39.4Â $34.3Â Accrued expenses31.4Â 26.3Â Accrued indirect taxes payable29.2Â 23.9Â Lessee lease liabilities, current 22.5Â 18.2Â Accrued legal fees20.9Â 9.9Â Income tax payable15.4Â 16.1Â Accrued property taxes12.7Â 10.2Â Other current liabilities10.1Â 6.7Â Accrued warranty9.1Â 8.6Â Related party payables3.9Â 4.2Â Accrued donations1.7Â 4.0Â Â Â Â Â Â Total other current liabilities$196.3Â $162.4Â 15. Debt (in millions)September 28,2024December 30,2023Term loan - current portion$15.0Â $11.3Â Japanese loans - current portion24.4Â 23.0Â Debt, current portion39.4Â 34.3Â Term loan - long-term261.6Â 271.4Â Revolver - long-term457.0Â 591.5Â Japanese loans - long-term14.6Â 8.8Â Debt, long-term733.2Â 871.7Â Total debt$772.6Â $906.0Â 30Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)Credit FacilityOn April 11, 2022, the Company entered into a credit agreement (Credit Facility) with financial institutions party thereto as initial lenders (collectively, the Initial Lenders), Citibank, N.A., as Administrative Agent, Citibank, N.A., JPMorgan Chase Bank, N.A., Bank of the West and BofA Securities, Inc., as joint lead arrangers and joint bookrunners, and JPMorgan Chase Bank, N.A., Bank of the West and BofA Securities, Inc., as co-syndication agents.The Credit Facility provides for an unsecured term loan of $300.0Â million (Term Loan) and $500.0Â million of on-going unsecured revolving commitments (Revolver), with an option, subject to certain conditions, for the Company to increase the aggregate borrowing capacity by an additional $400.0Â million (plus additional unlimited amounts if certain incurrence tests are met) in the future with the Initial Lenders and additional lenders, as required. Debt issuance costs of $8.4Â million were recorded as a reduction to the carrying amount of the Credit Facility and are being amortized to interest expense using the effective interest method.The Credit Facility also provides for a sublimit of up to $50.0Â million for the issuance of letters of credit. Borrowings under the Credit Facility will be deemed, at the Companyâ€™s election, either: (a) an Alternate Base Rate (ABR) Loan, which bears interest at the ABR, plus a spread of 0.000% to 0.750% based upon a Company leverage ratio, or (b) a Term SOFR Loan, which bears interest at the Adjusted Term SOFR Rate (as defined below), plus a spread of 1.000% to 1.750% based upon a Company net leverage ratio. Pursuant to the terms of the Credit Facility, the ABR is equal to the greatest of (i) the prime rate, (ii) the Federal Reserve Bank of New York effective rate plus 0.50%, and (iii) the one-month Adjusted Term SOFR plus 1.0%. The Adjusted Term SOFR Rate is equal to the Term SOFR Rate (as defined in the Credit Facility) for the applicable interest period plus a spread adjustment of 0.10%, 0.15% and 0.25% for the interest periods ending one, three and six months, respectively.The Company is also obligated under the Credit Facility to pay an unused fee ranging from 0.150% to 0.275% per annum, based upon a Company leverage ratio, with respect to any non-utilized portion of the Credit Facility.The Company is subject to certain covenants, including financial covenants related to a net leverage ratio and an interest charge coverage ratio, and other customary negative covenants. The Credit Facility also includes customary events of default which, upon the occurrence of any such event of default, provide the Initial Lenders (and any additional lenders) with the right to take either or both of the following actions: (a) immediately terminate the commitments, and (b) declare the loans then outstanding immediately due and payable in full. All unpaid principal under the Credit Facility will become due and payable on April 12, 2027.On May 16, 2022, the Company entered into the First Amendment to the Credit Agreement (First Amendment) with the Initial Lenders and Citibank, N.A., as the administrative agent, which amended the Credit Facility. The First Amendment provides for an additional $205Â million of unsecured revolving commitments, increasing the aggregate amount of the Revolver from $500Â million to $705Â million.Borrowing rates, maturity date, financial covenants, affirmative and negative covenants and other restricted terms remain unchanged from the Credit Facility.As a result of certain terms of the Credit Facility associated with changes in the Board, the Company requested and received a consent of certain lenders under the Credit Facility. On September 17, 2024, the lenders consented to potential changes in the Board resulting from the election of new directors of the Company at the Companyâ€™s 2024 annual meeting of stockholders held on September 19, 2024. As of September 28, 2024, the Company was in full compliance with all covenants contained in its debt agreements and Credit Facility agreements.For the three months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, the Company incurred total interest expense of $9.9Â million and $12.1Â million under the Credit Facility, respectively. For the nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, the Company incurred total interest expense of $31.8Â million and $34.1Â million under the Credit Facility, respectively.31Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)Furthermore, in connection with the Sound United acquisition, the Company assumed the following outstanding loans:Japanese Revolving LoanIn March 2020, the Company entered into a secured revolving loan (Japanese Revolving Loan) with Mizuho bank, which allows the Company to borrow up to Â¥800Â million (approximately $5.6Â million). The Japanese Revolving Loan is an evergreen agreement that terminates upon request by either the financial institution or the borrower and is collateralized with land and buildings in Shirakawa-Shi owned by the borrower. Interest accrues at a rate equal to the Mizuho Tokyo Interbank Offered Rate (TIBOR) plus a fixed spread of 0.50% per annum. In connection with the execution of the Japanese Revolving Loan, the Company incurred debt issuance costs of Â¥7.2Â million (approximately $0.1Â million). On February 28, 2023, the Company and Mizuho Bank executed an amendment to the Japanese Revolving Loan, to increase the maximum aggregate revolving loan to Â¥3.0Â billion (approximately $21.1Â million). Under the amendment, the facility accrues interest at a rate equal to the TIBOR plus a fixed spread of 0.75% per annum. The Company also paid an upfront fee of Â¥22.0Â million (approximately $0.2Â million) on the incremental amount of the revolving Credit Facility.The Japanese Revolving Loan agreement contains customary affirmative and negative covenants, such as financial reporting requirements and customary covenants that restrict the borrowerâ€™s ability to, among other things, provide collateral for obligations borne by the borrower, and determine the eligibility to declare, and the amount of potential dividends to be paid during a given fiscal year. As of SeptemberÂ 28, 2024, the Company was in compliance with all covenants under the Japanese Revolving Loan agreements.Japanese Government LoansIn May and June 2020, the Company received Â¥1.48Â billion (approximately $10.4Â million) in non-collateralized Japanese Government Loan facilities (Japanese Government Loans) as part of its local Japanese stimulus program. Interest accrues at a weighted average rate of 1.33% and is repayable in installments with various maturities through June 2035. The non-current portion of the Japanese Government Loans is presented under long-term debt and the current portion is presented under short-term debt on the accompanying condensed consolidated balance sheets. The Company incurred no debt issuance costs in connection with the Japanese Government Loans.Japanese Equipment LoansIn April and May 2021, the Company entered into collateralized Japanese Equipment Loans of Â¥150Â million (approximately $1.1Â million), payable in installments through March 2031 with an interest of 0.58%, and Â¥80Â million (approximately $0.5Â million) payable in installments through April 2028 with interest of 1.2%. The non-current portion of the Japanese Equipment Loans is presented under long-term debt and the current portion is presented under short-term debt on the accompanying condensed consolidated balance sheets. The Company incurred no debt issuance costs in connection with these Japanese Equipment Loans.Japanese Syndicate Loan In September 2024, D&M Holdings, Inc, a subsidiary of the Company, entered into a syndicate loan (Japanese Syndicate Loan) of Â¥1.25Â billion (approximately $8.8Â million) with The Shoko Chukin Bank as the Agent, payable in installments through August 2029, with interest at a rate equal to 3-month TIBOR plus a fixed spread of 0.70% per annum. In connection with the execution of the Japanese Syndicate Loan, the Company incurred arrangement fees of Â¥25.0Â million (approximately $0.2Â million).The Japanese Syndicate Loan agreement contains customary affirmative and negative covenants, such as financial reporting requirements and customary covenants that restrict the borrowerâ€™s ability to, among other things, provide collateral for obligations borne by the borrower, and financial covenants. As of September 28, 2024, the Company was in compliance with all covenants under the Japanese Syndicate Loan agreement.Japanese Capex Loan On September 30, 2024, D&M Holdings, Inc. a subsidiary of the Company, entered into an equipment loan (Japanese Capex Loan) of Â¥230.0Â million (approximately $1.6Â million) with Mizuho Bank, Ltd. the Lender, payable in installments through October 2031, with a fixed interest rate of 1.095% per annum.The Japanese Capex Loan agreement contains customary affirmative and negative covenants, such as financial reporting requirements and customary covenants that restrict the borrowerâ€™s ability to, among other things, provide collateral for obligations borne by the borrower, and financial covenants. 32Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)As of SeptemberÂ 28, 2024, the aggregate maturities of principal on all debt for each of the next five years and thereafter are as follows:Fiscal yearAmount (in millions)2024 (balance of year)$25.7Â 202518.4Â 202618.4Â 2027703.2Â 20283.0Â Thereafter3.9Â Total$772.6Â 16. Other Non-Current Liabilities Other non-current liabilities consist of the following:(in millions)September 28,2024December 30,2023Lessee non-current lease liabilities$65.8Â $45.8Â Unrecognized tax benefits31.2Â 24.4Â Deferred revenue, non-current26.9Â 26.4Â Projected benefit obligation9.5Â 9.5Â Income tax payable, non-currentâ€”Â 7.1Â Indirect tax payable, non-currentâ€”Â 8.4Â Other9.1Â 7.9Â Â Â Â Â Â Total other non-current liabilities$142.5Â $129.5Â Unrecognized tax benefits relate to the Companyâ€™s long-term portion of tax liability associated with uncertain tax positions. Authoritative guidance prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. See Note 23, â€œIncome Taxesâ€, for further details.33Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)17. Derivative Instruments and Hedging ActivitiesDerivative Instruments - Cash Flow Hedges The Companyâ€™s cash flow hedges are designed to mitigate the risk of exposure to variability in expected future cash flows of recognized assets, liabilities or any unrecognized forecasted transactions. Since July 2022,Â the Company has entered into various interest rate swaps that are designated as cash flowÂ hedgesÂ on a substantial portion of the Companyâ€™s outstanding debt. The interest rate swaps reduce the variability of cash flow payments for the Company by converting the variable interest rate on the Companyâ€™s long-term debtÂ to an average fixed interest rate of 3.28%. These contracts, carried at fair value, have maturities of approximately three years. All hedging relationships were highly effective at achieving offsetting changes in cash flows attributable to the risk being hedged. The Company used a regression analysis at hedge inception to assess the effectiveness of cash flow hedge and periodically thereafter.The Company records gains and losses from the changes in the fair value of these instruments as a component of other comprehensive income (loss). Deferred gains or losses from these designated cash flow hedges are reclassified into earnings in the period that the hedged items affect earnings. The Company does not offset fair value amounts recognized for derivative instruments in its condensed consolidated balance sheets for presentation purposes. The following table summarizes the fair value of the hedging instruments, presented on a gross basis, as of SeptemberÂ 28, 2024 and DecemberÂ 30, 2023.Condensed Consolidated Balance Sheets(in millions)Balance sheet classificationSeptember 28,2024December 30,2023Interest rate contracts, inclusive of accrued interestOther non-current assets$4.7Â $11.6Â Interest rate contracts, inclusive of accrued interestOther non-current liabilities(4.9)(3.6)Total(0.2)8.0Â The following table summarizes the gains (losses) reclassified from accumulated other comprehensive income (loss) to the condensed consolidated financial statements for the three months and nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023.Cash flow hedgesCondensed Consolidated Statement of OperationsThree Months Ended Nine Months Ended (in millions)Location of gainSeptember 28,2024September 30,2023September 28,2024September 30,2023Interest rate contractsNon-operating gain$3.8Â $4.1Â $12.2Â $10.9Â Total$3.8Â $4.1Â $12.2Â $10.9Â The following tables summarize the changes in accumulated other comprehensive income (loss) related to the hedging instruments for the three months and nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023. Three Months EndedNine Months Ended(in millions)September 28,2024September 30,2023September 28,2024September 30,2023Beginning balance$13.5Â $21.1Â $7.8Â $19.3Â Amount recognized in other comprehensive (loss) income(11.1)4.5Â 3.0Â 13.1Â Amount reclassified into earnings(3.8)(4.1)(12.2)(10.9)Ending balance(1.4)21.5Â (1.4)21.5Â 34Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)For the three months ended SeptemberÂ 28, 2024, the unrealized loss, net of tax was $11.3Â million. For the three months ended SeptemberÂ 30, 2023, the unrealized gain, net of tax was $0.4Â million. For the nine months ended SeptemberÂ 28, 2024, the unrealized loss, net of tax was $7.0Â million. For the nine months ended SeptemberÂ 30, 2023, the unrealized gain, net of tax was $1.7Â million.The Company expects to reclassify a net amount of gains of $2.5Â million from accumulated other comprehensive (loss) income to non-operating (loss) income within the next 12 months.18. Business CombinationsSound United AcquisitionOn April 11, 2022, the Company completed the acquisition of Sound United. Sound United is a leading innovator of premium, high-performance audio products for consumers around the world, which operates iconic consumer brands: Bowers & WilkinsÂ®, Denonâ„¢, Marantzâ„¢, HEOSâ„¢, ClassÃ©â„¢, Polk Audioâ„¢, Boston Acousticsâ„¢ and Definitive Technologyâ„¢. The brands are linked by a commitment to the

highest production standards and a focus on unparalleled audio quality and audio performance. Sound United delivers significant competitive benefits through its platform advantages including global distribution across online, retail, and custom installation channels; a cloud-connected home ecosystem; and a state-of-the-art research and development function focused on creating the highest-quality consumer products with world-class industrial design.The Company acquired 100% of the equity interests of Sound United for $1.0575Â billion in cash, subject to adjustments based on Sound Unitedâ€™s net working capital, transaction expenses, cash and debt as of the closing of the acquisition, payable by the Company in cash. The transaction was primarily funded with the proceeds from the Credit Facility. See Note 15, â€œDebtâ€, for additional information about the Credit Facility. There was no contingent consideration resulting from the transaction.The results of operations of Sound United subsequent to the acquisition date and the acquired assets and assumed liabilities, including the allocation of goodwill and intangible assets, are included in the non-healthcare segment. For the three months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, the Company recorded revenue of $161.4Â million and $171.5Â million, respectively, and a net loss of $12.9Â million and $17.8Â million from Sound United, respectively. For the nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, the Company recorded revenue of $465.6Â million and $562.1Â million, respectively, and a net loss of $31.3Â million and $21.2Â million from Sound United, respectively.Acquisition CostsThe Company recognized no transaction costs related to the Sound United acquisition for each of the three and nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023.Purchase Price AllocationsThe purchase price allocation for the Sound United acquisition is final. Goodwill was calculated as the excess of the consideration transferred over the fair value of the identifiable net assets acquired in a business combination and represents the future economic benefits expected to arise from intangible assets acquired that do not qualify for separate recognition, including the assembled workforce. Goodwill is not expected to be deductible for tax purposes.The measurement period adjustments resulted primarily from valuation inputs pertaining to certain acquired assets based on facts and circumstances that existed as of the acquisition date and did not result from events subsequent to the acquisition date. The table below summarizes the final allocation of fair value of assets acquired and liabilities assumed.35Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)(in millions)Sound UnitedCash consideration$1,057.5Â Purchase price$1,057.5Â Assets acquired:Cash and cash equivalents$82.6Â Accounts receivables108.5Â Inventories238.6Â Prepaid expenses and other current assets30.0Â Property, plant and equipment113.2Â Intangible assets649.0Â Goodwill318.0Â Long-term other assets7.4Â Total assets acquired$1,547.3Â Liabilities assumed:Accounts payable$(118.8)Accrued liabilities and other current liabilities(148.9)Deferred tax liabilities(145.1)Other long-term liabilities(77.0)Total liabilities assumed$(489.8)Identifiable Intangible AssetsThe following table sets forth the components of identifiable intangible assets acquired and the weighted average amortization period as of the acquisition date:Weighted averageamortization period(in years)April 11,Â 2022(in millions)Trademarks/tradenames10$6.0Â Customer relationships17196.0Â Developed technology8156.0Â Contractual license agreements1529.0Â Subtotal14 years$387.0Â Indefinite trademarks/tradenamesN/A262.0Â Total$649.0Â In determining the fair value of the identifiable intangible assets, the Company utilized various forms of the income approach, depending on the asset being valued. The estimation of fair value requires significant judgment related to cash flow forecasts, discount rates reflecting the risk inherent in each cash flow stream, competitive trends, market comparables and other factors. Other inputs included historical data, current and anticipated market conditions, and growth rates. Contractual license agreements have a weighted-average amortization period of five years until the next renewal term.The intangible assets were valued using the following valuation approaches:Customer relationshipsThe fair value of customer relationships was determined using the multi-period excess earnings method. The multi-period excess earnings method involves forecasting the net earnings expected to be generated by the asset, reducing them by appropriate returns on contributory assets, and then discounting the resulting net cash flows to a present value using an appropriate discount rate.36Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)Trademarks/tradenamesThe fair values of the trademark/tradenames were determined using the relief-from-royalty method under the income approach. This involves forecasting avoided royalties, reducing them by taxes, and discounting the resulting net cash flows to a present value using an appropriate discount rate. Judgment was applied for a number of assumptions in valuing the identified intangible assets, including revenue and cash flow forecasts, survival rates, technology life, royalty rate, obsolescence and discount rate. Developed technologyThe fair values of the developed technology were determined using the relief-from-royalty method under the income approach. This involves forecasting avoided royalties, reducing them by taxes, and discounting the resulting net cash flows to a present value using an appropriate discount rate. Judgment was applied for a number of assumptions in valuing the identified intangible assets including revenue and cash flow forecasts, survival rates, technology life, royalty rate, obsolescence and discount rate.Contractual licensing agreementsThe fair value of the contractual license agreements was determined using a variation of the multi-period excess earnings method. This method involves forecasting the net earnings expected to be generated by the asset and then discounting the resulting net cash flows to a present value using an appropriate discount rate.19. Equity Series A Junior Participating Preferred Stock and Stockholder Rights PlanIn September 2022, the Company authorized and declared a dividend of one preferred stock purchase right (Right) for each outstanding share of its common stock to stockholders of record at the close of business on September 20, 2022 (the Record Date) pursuant to a Rights Agreement, dated as of September 9, 2022 (Rights Agreement), with Broadridge Corporate Issuer Solutions, Inc. as Rights Agent. In addition, one Right was issued with each share of common stock that became outstanding after the Record Date. Each Right entitled the registered holder to purchase from the Company one thousandth of one share of the Companyâ€™s Series A junior participating preferred stock, par value $0.001 per share, at a purchase price equal to $1,000.00 per Right, subject to adjustment. Generally, the Rights were to become exercisable in the event any person or group of affiliated or associated persons acquires beneficial ownership of 10% (20% in the case of a passive institutional investor), subject to certain exceptions.On March 22, 2023, the Company and the Rights Agent entered into an amendment (Rights Agreement Amendment) to the Rights Agreement. The Rights Agreement Amendment accelerated the expiration of the Rights to 5:00 P.M., New York time, on March 22, 2023, and the Rights Agreement terminated at such time. At the time of the termination of the Rights Agreement, all Rights distributed to holders of the Companyâ€™s common stock pursuant to the Rights Agreement expired.Stock Repurchase ProgramIn June 2022, the Board approved a stock repurchase program, authorizing the Company to purchase up to 5.0Â million shares of its common stock on or before December 31, 2027 (2022 Repurchase Program). The 2022 Repurchase Program became effective in July 2022. The Company expects to fund the 2022 Repurchase Program through its available cash, cash expected to be generated from future operations, the Credit Facility and other potential sources of capital. The 2022 Repurchase Program can be carried out at the discretion of a committee comprised of the Companyâ€™s CEO and CFO through open market purchases, one or more Rule 10b5-1 trading plans, block trades and privately negotiated transactions. No shares were repurchased pursuant to the 2022 Repurchase Program during the nine months ended SeptemberÂ 28, 2024. As of SeptemberÂ 28, 2024, 5.0Â million shares remained available for repurchase pursuant to the 2022 Repurchase Program.20. Stock-Based Compensation Total stock-based compensation expense (benefit) for the three months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023 was $6.5 million and $(1.1) million, respectively. Total stock-based compensation expense (benefit) for the nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023 was $29.6 million and $(2.4) million, respectively. The stock-based compensation expense amounts for each of the three and nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023 reflect adjustments for the expected life-to-date achievement of certain PSUs. The Company reassesses the expected achievement of such PSU awards based upon the achievement of certain pre-established multi-year performance criteria approved by the Board at the date of grant.37Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)As of SeptemberÂ 28, 2024, an aggregate ofÂ 9.3 millionÂ shares of common stock were reserved for future issuance under the Companyâ€™s equity plans, of whichÂ 3.1 millionÂ shares were available for future grant under the Masimo Corporation 2017 Equity Incentive Plan (2017 Equity Plan). Additional information related to the Companyâ€™s current equity incentive plans, stock-based award activity and valuation of stock-based awards is included below.Equity Incentive Plans2017 Equity Incentive PlanOn June 1, 2017, the Companyâ€™s stockholders ratified and approved the 2017 Equity Plan. The 2017 Equity Plan permits the grant of stock options, restricted stock, RSUs, stock appreciation rights, PSUs, performance shares, performance bonus awards and other stock or cash awards to employees, directors and consultants of the Company and employees and consultants of any parent or subsidiary of the Company. Upon effectiveness, an aggregate of 5.0 million shares were available for issuance under the 2017 Equity Plan. In May 2020, the Companyâ€™s stockholders approved an increase of 2.5 million shares to the 2017 Equity Plan. The aggregate number of shares that may be awarded under the 2017 Equity Plan is 7.5 million shares. The 2017 Equity Plan provides that at least 95% of the equity awards issued under the 2017 Equity Plan must vest over a period of not less than one year following the date of grant. The exercise price per share of each option granted under the 2017 Equity Plan may not be less than the fair market value of a share of the Companyâ€™s common stock on the date of grant, which is generally equal to the closing price of the Companyâ€™s common stock on the Nasdaq Global Select Market on the grant date.2007 Stock Incentive PlanEffective June 1, 2017, upon the approval and ratification of the 2017 Equity Plan, the Companyâ€™s 2007 Stock Incentive Plan (2007 Equity Plan) terminated, provided that awards outstanding under the 2007 Equity Plan will continue to be governed by the terms of that plan. In addition, upon the effectiveness of the 2017 Equity Plan, an aggregate of 5.0Â million shares of the Companyâ€™s common stock registered under prior registration statements for issuance pursuant to the 2007 Equity Plan were deregistered and concurrently registered under the 2017 Equity Plan.Stock-Based Award ActivityStock OptionsThe number and weighted-average exercise price of options issued and outstanding under all of the Companyâ€™s equity plans are as follows:Nine Months Ended September 28, 2024(in millions, except for weighted-average exercise prices)SharesWeighted-AverageExerciseÂ PriceOptions outstanding, beginning of period2.8Â $87.79Â Granted0.1Â 126.49Â Canceled(0.1)165.65Â Exercised(0.6)35.44Â Options outstanding, end of period2.2Â $102.68Â Options exercisable, end of period1.9Â $92.27Â Total stock option expense for the three months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023 was zero and $2.2 million, respectively. Total stock option expense for the nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023 was $4.0Â million and $6.8Â million, respectively. As of SeptemberÂ 28, 2024, the Company had $7.6 million of unrecognized compensation cost related to non-vested stock options that are expected to vest over a weighted-average period of approximately 2.7 years.38Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)RSUsThe number of RSUs issued and outstanding under all of the Companyâ€™s equity plans are as follows:Nine Months Ended September 28, 2024(in millions, except for weighted-average grant date fair value amounts)UnitsWeighted-Average GrantÂ Date Fair ValueRSUs outstanding, beginning of period3.5Â $105.87Â Granted0.2Â 125.41Â Expired(0.1)147.46Â Vested(0.1)178.05Â RSUs outstanding, end of period3.5Â $104.20Â Total RSU expense for the three months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023 was $8.1 million and $5.0 million, respectively. Total RSU expense for the nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023 was $23.6Â million and $14.4Â million, respectively. As of SeptemberÂ 28, 2024, the Company had $88.1 million of unrecognized compensation cost related to non-vested RSU awards expected to be recognized and vest over a weighted-average period of approximately 3.2 years.As previously mentioned in Note 2, â€œSummary of Significant Accounting Policiesâ€ under the heading â€œNet Income Per Shareâ€, 2.7Â million shares related to certain RSUs were considered contingently issuable shares as their vesting is contingent upon the occurrence of certain events. As of SeptemberÂ 28, 2024, such events were deemed to have not occurred. See Note 24, â€œCommitments and Contingenciesâ€ for additional details.PSUsThe number of PSUs outstanding under all of the Companyâ€™s equity plans are as follows:Nine Months Ended September 28, 2024(in millions, except for weighted-average grant date fair value amounts)UnitsWeighted-Average GrantÂ Date Fair ValuePSUs outstanding, beginning of period0.3Â $190.04Â Granted(1)0.2Â 164.19Â Expired(0.1)228.22Â Vestedâ€”Â 250.73Â PSUs outstanding, end of period0.4Â $171.59Â _____(1)Â Â Â Â On February 28, 2024, the Audit Committee approved the weighted payout percentage of 28% for the 2021 PSU awards (three-year performance period), which were based upon the actual fiscal 2023 performance against pre-established performance objectives. Included in the granted amount are those additional PSUs earned based on actual performance achieved. These PSUs were originally awarded at target.39Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)During the nine months ended SeptemberÂ 28, 2024, the Company awarded 155,156 PSUs that will vest three years from the award date, based on the achievement of certain pre-established multi-year performance criteria approved by the Board. Estimates of stock-based compensation expense for an award with performance conditions are based on the probable outcome of the performance conditions and the cumulative effect of any changes in the probability outcomes is recorded in the period in which the changes occur. If earned, the PSUs granted will vest upon achievement of the performance criteria, which include a relative total shareholder return (TSR) component, in the year following the evaluation and confirmation of the performance achievement criteria. The Companyâ€™s TSR is based on the Companyâ€™s common stock percentile ranking relative to the constituents of the Nasdaq Composite Index for the performance period beginning on January 1, 2024 and ending on December 31, 2026. The number of shares that may be earned can range from 0% to 200% of the target amount. The fair value of market-based RSUs is determined using a Monte Carlo simulation model, which uses multiple input variables to determine the probability of satisfying the market condition requirements. The fair value of performance-based PSUs is determined using the closing price of the Companyâ€™s common stock on the grant date. Based on managementâ€™s estimate of the number of units expected to vest, total PSU (benefit) for the three months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023 was $(1.6) million and $(8.3) million, respectively. Total PSU expense (benefit) for the nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023 was $2.0Â million and $(23.6)Â million, respectively. The PSU expense amounts for the three months ended SeptemberÂ 28, 2024 relate to adjustments for the expected life-to-date performance of the PSU. As of SeptemberÂ 28, 2024, the Company had $14.9 million of unrecognized compensation cost related to non-vested PSU awards expected to be recognized and vest over a weighted-average period of approximately 1.4 years.Valuation of Stock-Based Award ActivityThe fair value of each RSU and PSU is determined based on the closing price of the Companyâ€™s common stock on the grant date.The Black-Scholes option pricing model is used to estimate the fair value of options granted under the Companyâ€™s stock-based compensation plans. The range of assumptions used and the resulting weighted-average fair value of options granted at the date of grant were as follows:Three Months EndedNine Months EndedSeptember 28,2024(1)September 30,2023(1)September 28,2024September 30,2023Risk-free interest rateâ€”%â€”%4.2%4.2%Expected term (in years)â€”â€”5.95.9Estimated volatilityâ€”%â€”%42.6%36.7%Expected dividendsâ€”%â€”%â€”%Weighted-average fair value of options grantedâ€”$â€”$59.60$75.08_____(1)Â Â Â Â No options were granted during the three months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023.The aggregate intrinsic value of options is calculated as the positive difference, if any, between the market value of the Companyâ€™s common stock on the date of exercise or the respective period end, as appropriate, and the exercise price of the options. The aggregate intrinsic value of options outstanding with an exercise price less than the closing price of the Companyâ€™s common stock as of SeptemberÂ 28, 2024 was $52.2 million. The aggregate intrinsic value of options exercisable with an exercise price less than the closing price of the Companyâ€™s common stock as of SeptemberÂ 28, 2024 was $51.9 million.40Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)21. Employee BenefitsDefined Contribution PlansIn the U.S. the Company sponsors one qualified defined contribution plan or 401(k) plan, the Masimo Retirement Savings Plan (MRSP), covering the Companyâ€™s full-time U.S. employees who meet certain eligibility requirements. On April 11, 2022, in connection with the Sound United acquisition, the MRSP was amended to allow for participation by eligible Sound United employees.The MRSP matches 100% of a participantâ€™s salary deferral, up to 3% of each participantâ€™s compensation for the pay period, subject to a maximum amount. The Company may also contribute to the MRSP on a discretionary basis. The Company contributed $1.1 million to the MRSP for each of the three months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, all in the form of matching contributions. The Company contributed $3.6 million and $3.8 million to the MRSP for the nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, respectively, all in the form of matching contributions.In addition, some of the Companyâ€™s international subsidiaries also have defined contribution plans to which both the employee and employers are eligible to make contributions. The Company contributed $1.5Â million and $1.3 million to these plans for the three months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, respectively. The Company contributed $4.4 million and $4.1 million to these plans for the nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, respectively.Defined Benefit PlansThe Company sponsors several international noncontributory defined benefit plans. In connection with the Sound United acquisition, the Company assumed sponsorship of several international defined benefit plans and post-retirement benefit plans. All defined benefit plans and post-retirement benefit plans assumed by the Company were closed to new participants prior to the Sound United acquisition.The service cost component for the defined benefit plans are recorded in operating expenses in the condensed consolidated statement of operations. All other cost components are recorded in other income (expense), net in the condensed consolidated statement of operations.The Companyâ€™s net periodic defined benefit costs for each of the three and nine months ended SeptemberÂ 28, 2024, and SeptemberÂ 30, 2023 were immaterial.22. Non-operating LossNon-operating loss consists of the following: Three Months EndedNine Months Ended(in

millions)September 28,2024September 30,2023September 28,2024September 30,2023Realized and unrealized foreign currency (losses) gains(9.3)0.9Â (6.1)6.8Â Interest income1.3Â 0.7Â 3.7Â 2.2Â Interest expense(10.5)(12.8)(33.6)(36.5)Total non-operating loss(18.5)(11.2)(36.0)(27.5)41Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€"(Continued)(unaudited)23. Income Taxes The Company has provided for income taxes in fiscal year 2024 interim periods based on the estimated effective income tax rate for the complete fiscal year, as adjusted for discrete tax events, including excess tax benefits or deficiencies related to stock-based compensation, in the period such events occur. The estimated annual effective tax rate is computed based on the expected annual pretax income of the consolidated entities located within each taxing jurisdiction based on legislation enacted as of the balance sheet date. For the three months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, the Company recorded discrete tax benefits of approximately $1.6 million and $0.2 million, respectively, related to excess tax benefits realized from stock-based compensation. For the nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, the Company recorded discrete tax benefits of approximately $4.9Â million and $3.1 million, respectively, related to excess tax benefits realized from stock-based compensation.Deferred tax assets and liabilities are determined based on the future tax consequences associated with temporary differences between income and expenses reported for accounting and tax purposes. A valuation allowance for deferred tax assets is recorded to the extent that the Company cannot determine that the ultimate realization of the net deferred tax assets is more likely than not. Realization of deferred tax assets is principally dependent upon the achievement of future taxable income, the estimation of which requires significant judgment by the Companyâ€™s management. The judgment of the Companyâ€™s management regarding future profitability may change due to many factors, including future market conditions and the Companyâ€™s ability to successfully execute its business plans or tax planning strategies. These changes, if any, may require material adjustments to these deferred tax asset balances.As of SeptemberÂ 28, 2024, the liability for income taxes associated with uncertain tax positions was approximately $39.3 million. If fully recognized, approximately $36.6 million (net of federal benefit on state taxes) would impact the Companyâ€™s effective tax rate. It is reasonably possible that the amount of unrecognized tax benefits in various jurisdictions may change in the next twelve months due to the expiration of statutes of limitation and audit settlements. However, due to the uncertainty surrounding the timing of these events, an estimate of the change within the next twelve months cannot currently be made.The Company conducts business in multiple jurisdictions and, as a result, one or more of the Companyâ€™s subsidiaries files income tax returns in U.S. federal, various state, local and foreign jurisdictions. The Company has concluded all U.S. federal income tax matters through fiscal year 2019. All material state, local and foreign income tax matters have been concluded through fiscal year 2016. The Company does not believe that the results of any tax authority examination would have a significant impact on its consolidated financial statements.24. Commitments and Contingencies Employment and Severance AgreementsOn October 24, 2024, following a review by outside counsel, the Board adopted resolutions to terminate the employment of Mr. Joe Kiani, the Companyâ€™s former Chairman and CEO, effective October 24, 2024.The Company and Mr. Kiani entered into an employment agreement on November 4, 2015 (as thereafter amended and waived, the Amended Employment Agreement). Pursuant to the terms of the Amended Employment Agreement, upon a â€œQualifying Terminationâ€ (as defined in the Amended Employment Agreement), Mr. Kiani would be entitled to receive (i) a cash severance benefit equal to two times the sum of his then-current base salary and the average annual bonus paid to Mr. Kiani during the immediately preceding three years, (ii) immediate vesting of Mr. Kianiâ€™s stock options and equity awards, (iii) 2.7Â million restricted share units (RSUs), and (iv) a cash payment of $35Â million (the Cash Payment and, together with the RSUs, the Special Payment). As set forth in the Amended Employment Agreement, a Qualifying Termination includes a termination by Mr. Kiani for â€œGood Reasonâ€ (as defined in the Amended Employment Agreement), which includes, among other things, (i) any diminution of Mr. Kianiâ€™s responsibilities, duties and authority as set forth in Section 2 of the Amended Employment Agreement, (ii) Mr. Kiani ceasing to serve as the Companyâ€™s CEO and Chairman (the Chairman Provision), and (iii) a â€œChange-in-Controlâ€ (as defined in the Amended Employment Agreement).42Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€"(Continued)(unaudited)In the event of a â€œChange-in-Controlâ€ prior to a Qualifying Termination, on each of the first and second anniversaries of the Change-in-Control, 50% of the Cash Payment and 50% of the RSUs will vest, subject in each case to Mr. Kianiâ€™s continuous employment through each such anniversary date; however, in the event of a Qualifying Termination or a termination of Mr. Kianiâ€™s employment due to death or disability prior to either of such anniversaries, any unvested amount of the Cash Payment and all of the unvested RSUs shall vest and be paid in full. Additionally, in the event of a Change-in-Control prior to a Qualifying Termination, Mr. Kianiâ€™s stock options and any other equity awards would vest in accordance with their terms, but in no event later than in two equal installments on each of the one year and two year anniversaries of the Change-in- Control, subject in each case to Mr. Kianiâ€™s continuous employment through each such anniversary date.On January 14, 2022, the Company entered into the Second Amendment to the Amended Employment Agreement (Second Amendment) with Mr. Kiani. The Second Amendment provides that the RSUs granted to Mr. Kiani pursuant to the Amended Employment Agreement will vest in full upon the termination of Mr. Kianiâ€™s employment with the Company pursuant to Mr. Kianiâ€™s death or disability.On February 8, 2023, Mr. Kiani agreed that the valid election to the Companyâ€™s Board at the Companyâ€™s 2023 annual meeting of stockholders of any two individuals nominated by the Companyâ€™s stockholders in lieu of two of the Companyâ€™s then-current Board members would not be deemed to constitute a Change in Control for purposes of Section 9(iii) of the Amended Employment Agreement.On March 22, 2023, in connection with the Boardâ€™s unanimous selection of H Michael Cohen as Lead Independent Director, Mr. Kiani voluntarily irrevocably and permanently waived his right to treat the appointment of any lead independent director as â€œGood Reasonâ€ to terminate his employment under the Amended Employment Agreement, and his right to receive contractual separation payments on this basis.On June 5, 2023, Mr. Kiani, pursuant to a Limited Waiver (Waiver), unconditionally, irrevocably and permanently waived his right, pursuant to the Amended Employment Agreement, to assert that a â€œChange in Controlâ€ has occurred pursuant to Section 9(iii) of the Amended Employment Agreement unless the individuals who constituted the Board at the beginning of the twelve (12) month period immediately preceding such change, as defined in Section 9(iii) of the Amended Employment Agreement, cease for any reason to constitute one-half or more of the directors then in office. In addition, Mr. Kiani agreed that, for purposes of determining whether such a â€œChange in Controlâ€ has occurred, any individual elected to the Board at the Companyâ€™s 2023 annual meeting of stockholders will be treated as a member of the Board at the beginning of the twelve (12) month period. As a result of Mr. Kianiâ€™s execution of the Waiver on JuneÂ 5, 2023, which waived certain of the â€œChange in Controlâ€ provisions in the Amended Employment Agreement, the Company remeasured the expense related to the Award Shares and Cash Payment that would be recognized in the Companyâ€™s condensed consolidated financial statements upon the occurrence of a Qualifying Termination under the Amended Employment Agreement, as amended by the Second Amendment, and the expense was determined to be approximately $479.7Â million.On September 19, 2024, at the Companyâ€™s 2024 annual meeting of stockholders, the Companyâ€™s stockholders voted to not reelect Mr. Kiani to the Board. Additionally, on September 19, 2024, after the Companyâ€™s 2024 annual meeting of stockholders, Mr. Kiani delivered a notification to the Board stating his decision to resign from his position of CEO of the Company and filed a claim in California Superior Court relating to his Amended Employment Agreement, seeking, among other things, declaratory relief that he had validly terminated his employment for â€œGood Reasonâ€ (as defined in the Amended Employment Agreement), and that he was entitled to certain benefits provided in the Amended Employment Agreement upon a termination for â€œGood Reasonâ€. On October 24, 2024, following a review by outside counsel, the Board adopted resolutions to terminate the employment of Mr. Kiani, effective October 24, 2024. The termination was not a Qualifying Termination (as defined in the Amended Employment Agreement). Consequently, the Company believes Mr. Kiani is not entitled to receive the Special Payment under the Amended Employment Agreement.Also on October 24, 2024, the Company filed claims against Mr. Kiani in the Court of Chancery of the State of Delaware (the Chancery Court Litigation), seeking judicial declarations that numerous provisions in Mr. Kianiâ€™s Amended Employment Agreement, including the Special Payment, are invalid, unenforceable, and amount to a waste of corporate assets and, therefore, that Mr. Kiani is not entitled to receive the Special Payment. The Companyâ€™s complaint alleges that the Companyâ€™s directors at the time of the initial adoption of Mr. Kianiâ€™s Amended Employment Agreement and at the adoption of subsequent 43Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€"(Continued)(unaudited)amendments abdicated their fiduciary duties as a matter of Delaware law by approving the Amended Employment Agreement, which contained provisions intended to entrench Mr. Kianiâ€™s control of the Company indefinitely.As of SeptemberÂ 28, 2024, the Company had severance plan participation agreements with six executive officers. The participation agreements (the Agreements) are governed by the terms and conditions of the Companyâ€™s 2007 Severance Protection Plan (the Severance Plan), which became effective on JulyÂ 19, 2007 and which was amended effective DecemberÂ 31, 2008. Under each of the Agreements, the applicable executive officer may be entitled to receive certain salary, equity, medical and life insurance benefits if he is terminated by the Company without cause or if he terminates his employment for good reason under certain circumstances. Each executive officer is also required to give the Company six monthsâ€™ advance notice of his resignation under certain circumstances.Willow Cross-Licensing Agreement ProvisionsThe Companyâ€™s Cross-Licensing Agreement with Willow contains annual minimum aggregate royalty obligations for the Companyâ€™s use of the rainbowÂ® licensed technology, which is a perpetual global license. Prior to a change in control, which is defined in the Willow Cross-Licensing Agreement to include, among other things, Mr. Kiani ceasing to serve as CEO of either the Company or Willow, the Companyâ€™s annual minimum royalty obligation is $5.0Â million. Upon a change in control of the Company or Willow: (i) all rights to the â€œMasimoâ€ trademark will be assigned to Willow if the surviving or acquiring entity ceases to use â€œMasimoâ€ as a company name and trademark; (ii) the option to license technology developed by Willow for use in blood glucose monitoring will be deemed automatically exercised and a $2.5Â million license fee for this technology will become immediately payable to Willow; and (iii) the minimum aggregate annual royalties payable to Willow for carbon monoxide, methemoglobin, fractional arterial oxygen saturation, hemoglobin and/or glucose measurements will increase to $15.0Â million per year until the exclusivity period of the agreement ends, plus up to $2.0Â million for each additional rainbowÂ® parameter (with no maximum ceiling for non-vital sign measurements). Any payment due annually to Willow resulting from a change in control of the Company is less than what the Company paid to Willow for licensing rights in 2022 or 2023. As of September 28, 2024, a change in control for purposes of the Willow Cross-Licensing Agreement had not occurred, and as such no accrual was made. On October 24, 2024, a change in control as defined in the Willow Cross-Licensing Agreement occurred when Mr. Kianiâ€™s employment as the Companyâ€™s CEO was terminated, resulting in a payment of $2.5Â million for the licensing of Willow blood glucose monitoring technology, which was recorded to intangible assets on the Companyâ€™s balance sheet. A change in control does not otherwise impact the scope or duration of the license rights. No additional accruals or payments were made in connection with the change in control under the Willow Cross-Licensing Agreement.Purchase CommitmentsPursuant to contractual obligations with vendors, the Company had $274.0 million of purchase commitments as of SeptemberÂ 28, 2024 that are expected to be purchased within one year. These purchase commitments have been made for certain inventory items in order to secure sufficient levels of those items, other critical inventory and manufacturing supplies, and to achieve better pricing. In addition, the Company has certain purchase commitments related to its purchase of a property in Vancouver, British Columbia. See Note 8, â€œProperty and Equipment, netâ€, for further details.Other Contractual CommitmentsIn the normal course of business, the Company may provide bank guarantees to support government hospital tenders in certain foreign jurisdictions. As of SeptemberÂ 28, 2024, the Company had approximately $3.9 million in outstanding unsecured bank guarantees. In certain circumstances, the Company also provides limited indemnification within its various customer contracts whereby the Company indemnifies the parties to whom it sells its products with respect to potential infringement of intellectual property, and against bodily injury caused by a defective Company product. It is not possible to predict the maximum potential amount of future payments under these or similar agreements, due to the conditional nature of the Companyâ€™s obligations and the unique facts and circumstances involved. As of SeptemberÂ 28, 2024, the Company had not incurred any significant costs related to contractual indemnification of its customers.44Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€"(Continued)(unaudited)Fee AgreementsOn January 1, 2024, the Company entered into a one year alternative fee agreement (Fee Agreement) with respect to certain on-going legal fees and costs charged by a vendor. The Fee Agreement imposes certain limits on a quarterly and annual basis for actual legal fees incurred by the vendor that are payable based on work performed related to litigation matters against Apple (see the heading â€œLitigationâ€ under Note 24, â€œCommitments and Contingenciesâ€ for further details). If the vendor is successful in obtaining a favorable judgement for the Company on any claim or counterclaim after exhaustion or dismissal of any appeals, or upon settlement resulting in monetary consideration to the Company, the vendor will be paid a success fee equal to three times the amount of the excess of the annual legal fee limit within 60 days after entry of a judgement or the effective date of any settlement. Amounts due to the vendor under this Fee Agreement will be recognized when probable and reasonably estimable.In connection with the potential separation of the Companyâ€™s consumer businesses, the Company entered into contingent or discretionary fee agreements with various service providers, advisors and consultants. The Company is unable to reasonably estimate the contingent fees due under these agreements at this time. Amounts due will be recognized when probable and reasonably estimable.Endorsement AgreementsThe Company entered into two endorsement agreements, effective on February 1, 2024 and April 12, 2024, respectively, with terms ranging from 18 months to 36 months, for an approximate total commitment of $11.5Â million, plus applicable taxes. One of these agreements also contains certain royalty payment provisions based on sales of particular products, with a minimum guaranteed royalty payment of $0.5Â million. As of SeptemberÂ 28, 2024, the outstanding amount of the obligations under these endorsement agreements was an aggregate of $7.8Â million.Concentrations of RiskThe Company is exposed to credit loss for the amount of its cash deposits with financial institutions in excess of federally insured limits. The Company invests a portion of its excess cash with major financial institutions. As of SeptemberÂ 28, 2024, the Company had $158.5 million of bank balances, of which $8.3 million was covered by either the U.S. Federal Deposit Insurance Corporation limit or foreign countriesâ€™ deposit insurance organizations. The Companyâ€™s ability to sell its healthcare products to U.S. hospitals depends in part on its relationships with GPOs. Many existing and potential healthcare customers for the Companyâ€™s products become members of GPOs. GPOs negotiate pricing arrangements and contracts, sometimes exclusively, with medical supply manufacturers and distributors, and these negotiated prices are made available to a GPOâ€™s affiliated hospitals and other members. During the three months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, revenue from the sale of the Companyâ€™s healthcare products to customers that are members of GPOs approximated 57.3% and 50.5% of healthcare revenue, respectively. During the nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, revenue from the sale of the Companyâ€™s healthcare products to customers that are members of GPOs approximated 57.9% and 52.9% of healthcare revenue, respectively.For the three months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, the Company had sales through one just-in-time healthcare distributor that represented 16.2% and 10.7% of consolidated revenue, respectively. For the nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, the Company had sales through one just-in-time healthcare distributor that represented 13.9% and 10.4% of consolidated revenue, respectively.For each of the three and nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, there were no revenue concentrations for the Companyâ€™s non-healthcare business.As of SeptemberÂ 28, 2024 and DecemberÂ 30, 2023, there were no customer concentrations risks associated with the Companyâ€™s healthcare business.As of SeptemberÂ 28, 2024 and DecemberÂ 30, 2023, there were no customer concentration risks associated with the Companyâ€™s non-healthcare business. 45Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€"(Continued)(unaudited)LitigationOn January 9, 2020, the Company filed a complaint against Apple Inc. (Apple) in the United States District Court for the Central District of California for infringement of a number of patents, for trade secret misappropriation, and for ownership and correction of inventorship of a number of Apple patents listing one of its former employees as an inventor. The Company is seeking damages, injunctive relief, and declaratory judgment regarding ownership of the Apple patents. Apple filed petitions for Inter Partes review (IPR) of the asserted patents in the U.S. Patent and Trademark Office (PTO). The PTO instituted IPR of the asserted patents. On October 13, 2020, the District Court stayed the patent infringement claims pending completion of the IPR proceedings. In the IPR proceedings, one or more of the challenged claims of three of the asserted patents were found valid. The challenged claims of nine of the asserted patents were found invalid. On appeal, the U.S. Court of Appeals for the Federal Circuit affirmed all the IPR decisions except it reversed a finding of invalidity for certain dependent claims of one Masimo patent. From April 4, 2023 through May 1, 2023, the District Court held a jury trial on the trade secret, ownership, and inventorship claims. The District Court granted Appleâ€™s motion for judgment as a matter of law on certain trade secrets and denied the remainder of Appleâ€™s motion. On May 1, 2023, the District Court declared a mistrial because the jury was unable to reach a unanimous verdict. The District Court scheduled a retrial on the trade secret, ownership, and inventorship claims to begin November 5, 2024. The stay of the patent infringement claims has been lifted and those claims will be tried at a later date.On June 30, 2021, the Company filed a complaint with the U.S. International Trade Commission (ITC) against Apple for infringement of a number of other patents. The Company filed an amended complaint on July 12, 2021. On August 13, 2021, the ITC issued a Notice of Institution of Investigation on the asserted patents. From June 6, 2022 to June 10,

2022, the ITC conducted an evidentiary hearing. In July and August 2022, Apple filed petitions for IPR of the asserted patents in the PTO. On January 10, 2023, a United States Administrative Law Judge in Washington, D.C. ruled that Apple violated Section 337 of the Tariff Act of 1930 (Section 337), as amended, by importing and selling within the United States certain Apple Watches with light-based pulse oximetry functionality and components, which infringe one of the Companyâ€™s pulse oximeter patents. On January 24, 2023, the United States Administrative Law Judge further recommended that the ITC issue an exclusion order and a cease and desist order on certain Apple Watches. On October 26, 2023, the ITC issued a Notice of Final Determination finding a violation of Section 337 by Apple. The ITC determined that the appropriate form of relief is a Limited Exclusion Order (LEO) prohibiting the unlicensed entry of infringing wearable electronic devices with light-based pulse oximetry functionality manufactured by or on behalf of Apple, and a Cease and Desist Order (CDO). The LEO and CDO went into effect after the 60-day Presidential review period expired. The LEO and CDO are currently in effect. Appleâ€™s appeal to the Federal Circuit is pending. On January 30, 2023, the PTO denied institution of IPR proceedings for the Companyâ€™s pulse oximeter patents that the ITC ruled were infringed. With respect to the other patents asserted at the ITC, the PTO denied institution of IPR proceedings for one patent and instituted IPR proceedings for two patents in January and February 2023. In the IPR proceedings, one or more of the challenged claims were found valid, while others were found invalid. The time period for appeal is pending. On January 12, 2024, the U.S. Customs and Border Protection Exclusion Order Enforcement Branch issued a ruling letter allowing importation of certain Apple Watches with the blood oxygen feature disabled.On October 20, 2022, Apple filed two complaints against the Company in the U.S. District Court for the District of Delaware alleging that the Masimo W1â„¢ watch infringes six utility and four design patents. Apple is seeking damages and injunctive relief. On December 12, 2022, the Company counterclaimed for monopolization, attempted monopolization, false advertising (and related causes of action) and infringement of ten patents. The Company is seeking damages and injunctive relief. On May 5, 2023, the Court ordered that the two cases be coordinated through the pre-trial stage. The Court held a case management conference in March 2024. On October 7, 2024, the Court granted summary judgment on the Companyâ€™s inequitable conduct defense and counterclaim. The Court held a jury trial in October 2024 on Appleâ€™s patent claims. The jury found that the Companyâ€™s current product offerings do not infringe any Apple patents. The jury found a discontinued version of the Masimo W1â„¢ watch infringed one design patent and a discontinued version of the Masimo W1â„¢ watch charger infringed a second design patent. The jury awarded a total of $250. The Companyâ€™s patent and antitrust counterclaims will be tried at a later date. The Company intends to vigorously pursue all of its claims against Apple and believes the Company has good and substantial defenses to Appleâ€™s claims, but there is no guarantee that the Company will be successful in these efforts.46Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)On August 22, 2023, a putative class action complaint was filed by Sergio Vazquez against the Company and members of its management alleging violations of the federal securities laws (Securities Class Action). On November 14, 2023, the court appointed Boston Retirement System, Central Pennsylvania Teamsters Pension Fund-Defined Benefit Plan, and Central Pennsylvania Teamsters Pension Fund-Retirement Income Plan 1987 as lead plaintiffs. The lead plaintiffs filed an amended complaint on February 12, 2024. The amended complaint alleges that the Company and members of its management, from May 4, 2022 through August 8, 2023, disseminated materially false and misleading statements and/or concealed material adverse facts relating to the performance of its healthcare business and the success of the Companyâ€™s legacy Sound United business. The Company moved to dismiss the amended complaint on April 29, 2024 and briefing on the motion concluded on July 26, 2024. The motion is currently pending. The Company believes it has good and substantial defenses to the claims in the amended complaint, but there is no guarantee that the Company will be successful in these efforts.On May 1, 2024, a purported stockholder, Linda McClellan, filed a derivative action in the U.S. District Court for the Southern District of California against certain of the Companyâ€™s current and former executives and directors, and the Company as nominal defendant. The complaint alleges, among other things, that the defendants breached their fiduciary duties owed to the Company by allowing or permitting false or misleading statements to be disseminated regarding the performance of the Companyâ€™s healthcare business and the success of the Companyâ€™s legacy Sound United business. The complaint also asserts causes of action for violations of Section 10(b) of the Securities Exchange Act of 1934 (15 U.S.C.Â§ 78j(b)) and Rule 10b-5 promulgated thereunder, aiding and abetting breach of fiduciary duty, unjust enrichment, abuse of control, gross mismanagement, and waste of corporate assets. On May 16, 2024, purported stockholder Dianne Himmelberger filed a similar derivative action in the U.S. District Court for the Southern District of California (collectively, Derivative Actions). On July 22, 2024, the Court consolidated the Derivative Actions and stayed them until the motion to dismiss the Securities Class Action has been (i) denied in whole or in part, and no amended complaint is subsequently filed; or (ii) granted with prejudice, and any appeals pertaining to the motion to dismiss have concluded, or the time for seeking appellate review has passed with no further action from the Securities Class Action parties. The Company received a subpoena from the Department of Justice (DOJ) dated February 21, 2024 seeking documents and information related to the Companyâ€™s Rad-GÂ® and Rad-97Â® products, including information relating to complaints surrounding the products and the Companyâ€™s decision to recall select Rad-GÂ® products in 2024.The Company received a civil investigative demand from the DOJ pursuant to the False Claims Act, 31 U.S.C. Â§Â§ 3729-3733, dated March 25, 2024, seeking documents and information related to customer returns of the Companyâ€™s Rad-GÂ® and Rad-97Â® products, including returns related to the Companyâ€™s recall of select Rad-GÂ® products in 2024.The Company received a subpoena from the Securities and Exchange Commission dated March 26, 2024 seeking documents and information relating to allegations of potential accounting irregularities and internal control deficiencies from employees within the Companyâ€™s accounting department.With respect to each of the subpoenas and the investigative demand described above, the Company is cooperating with the government and may expend significant financial and managerial resources in connection with responding to the subpoenas and investigative demand and any related investigation or any other future requests for information. In addition, requests and investigations of this nature may lead to the assertion of claims or the commencement of legal proceedings against the Company, which in turn may lead to material fines, penalties or other liabilities.On July 15, 2024, the Company commenced litigation against Politan, including Mr. Koffey and Ms. Brennan, members of the Board, in the U.S. District Court for the Central District of California seeking, among other things, an order declaring that Politanâ€™s proxy materials for the Companyâ€™s 2024 annual meeting of stockholders violate Section 14(a) of the Securities Exchange Act of 1934, as amended (Exchange Act), an order enjoining Politan from voting any proxies received by means of Politanâ€™s misleading proxy material, an order invalidating any proxies Politan or other persons acting in concert with it obtained pursuant to the misleading proxy material and an injunction requiring Politan to correct material misstatements and omissions in Politanâ€™s proxy materials for the Companyâ€™s 2024 annual meeting of stockholders. On July 19, 2024, the Company filed a request for expedited discovery, which the District Court granted, and a motion for preliminary injunction. On August 26, 2024, the Company filed an amended complaint adding a claim that Politan had violated Section 13(d) of the Exchange Act for its disclosures related to its investment in the Company. The District Court denied the Companyâ€™s motion for a preliminary injunction after a hearing on September 9, 2024.On July 17, 2024, Politan commenced litigation against the Company, Mr. Kiani, Mr. Reynolds and Mr. Chapek, members of the Board, in the Court of Chancery of the State of Delaware alleging that Mr. Kiani, Mr. Reynolds and Mr. Chapek breached their fiduciary duties to the Company by moving the date of the Companyâ€™s 2024 annual meeting of stockholders from July 25, 47Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)2024 to September 19, 2024, and seeking, among other things, to have the Company set the record date and hold the Companyâ€™s 2024 annual meeting of stockholders as soon as possible, without further adjournment or postponement (Politan Chancery Litigation). On July 19, 2024, the Court of Chancery denied Politanâ€™s request to reschedule the Companyâ€™s 2024 annual meeting of stockholders to an earlier date. On October 25, 2024, Politan voluntarily dismissed the Politan Chancery Litigation without prejudice.On September 19, 2024, at the Companyâ€™s 2024 annual meeting of stockholders, the Companyâ€™s stockholders voted not to reelect Mr. Kiani to the Board. On September 19, 2024, after the conclusion of the Companyâ€™s 2024 annual meeting of stockholders, Mr. Kiani delivered a notification to the Board stating his decision to resign from his position of CEO of the Company (the September 19 Notice). On September 23, 2024, Mr. Kiani delivered a notification to the Board further describing his decision to resign (the September 23 Notice), and, on September 25, 2024, Mr. Kiani delivered an amended notification to the Board stating his decision to resign (the September 25 Notice, and, together with the September 19 Notice and the September 23 Notice, the Notice).The Notice further states that Mr. Kianiâ€™s resignation is for â€œGood Reasonâ€ (as such term is defined in Mr. Kianiâ€™s Amended Employment Agreement) and that the basis for his resignation for Good Reason is the diminution of his â€œresponsibilities, duties and authority as the Chairman of the Board and CEOâ€ as defined in Sections 2 and 7.4 of his Amended Employment Agreement.Additionally, on September 19, 2024, Mr. Kiani filed a claim in California Superior Court relating to his Amended Employment Agreement seeking, among other things, a declaratory relief that he had validly terminated his employment for â€œGood Reasonâ€, and that he was entitled to certain benefits provided in the Amended Employment Agreement upon a termination for Good Reason, including the Special Payment.The Company is evaluating the claim, and believes it has good and substantial defenses to the claim, but there is no guarantee that the Company will be successful in these efforts.Also on October 24, 2024, the Company filed Chancery Court Litigation against Mr. Kiani, seeking judicial declarations that numerous provisions in Mr. Kianiâ€™s Amended Employment Agreement, including the Special Payment, are invalid, unenforceable, and amount to a waste of corporate assets and, therefore, that Mr. Kiani is not entitled to receive the Special Payment. The Companyâ€™s complaint in the Chancery Court Litigation alleges that Masimoâ€™s directors at the time of the initial adoption of the Employment Agreement and subsequent amendments abdicated their fiduciary duties as a matter of Delaware law by approving the Amended Employment Agreement, which contained provisions intended to entrench Mr. Kiani in control of the Company indefinitely.Also, on October 24, 2024, following a review by outside counsel, the Board adopted resolutions to terminate Mr. Kianiâ€™s employment, effective October 24, 2024. The termination was not a Qualifying Termination (as defined in the Amended Employment Agreement). Consequently, the Company believes Mr. Kiani is not entitled to receive the Special Payment under the Amended Employment Agreement.On October 25, 2024, the Company commenced litigation in the United States District Court for the Southern District of New York against Mr. Kiani, Roderick Wong, Naveen Yalamanchi, RTW Investments, LP, RTW Investments GP, LLC, RTW Master Fund, Ltd., RTW Offshore Fund One, Ltd., RTW Onshore Fund One, LP, RTW Innovation Master Fund, Ltd., RTW Innovation Offshore Fund, Ltd., RTW Innovation Onshore Fund, LP, and RTW Fund Group GP, LLC, seeking disgorgement of short-swing profits pursuant to Section 16(b) of the Exchange Act. The Company alleges that the defendants formed a stockholder group under Section 13(d) of the Exchange Act holding 10% or more of the Companyâ€™s common stock and engaged in short-swing trading between May and September 2024 as a part of an empty voting scheme to manipulate the vote in Mr. Kianiâ€™s favor for the Companyâ€™s 2024 annual meeting of stockholders. Collectively the group of defendants formed held as much as 19% of the Companyâ€™s outstanding common stock. The Company alleges that RTW secretly increased its long position in the Company immediately in advance of each the two record dates used in the 2024 proxy contest to maximize its voting power in favor of Mr. Kiani while offsetting its economic exposure from this increased long position by engaging in short selling. RTW then reduced its long position and covered its short position after each of the two record dates. Thus for each of the two record dates, RTW artificially and temporarily inflated its voting power to benefit Mr. Kiani. RTW carried out this empty voting scheme in coordination with Mr. Kiani. The trading RTW used in this scheme constitutes short-swing trading under Section 16(b) and any profits from such trading must be disgorged to the Company.48Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)For each of the foregoing matters, the Company is unable to determine whether any loss ultimately will occur or to estimate the range of such loss; therefore, no amount of loss accrued by the Company in the accompanying condensed consolidated financial statements.From time to time, the Company may be involved in other litigation and investigations relating to claims and matters arising out of its operations in the normal course of business. The Company believes that it currently is not a party to any other legal proceedings which, individually or in the aggregate, would have a material adverse effect on its consolidated financial position, results of operations or cash flows.25. Segment and Enterprise Reporting The Companyâ€™s reportable segments are determined based upon the Companyâ€™s organizational structure and the way in which the Companyâ€™s Chief Operating Decision Maker (CODM), the CEO, makes operating decisions and assesses financial performance. The CODM considered several factors including, but not limited to, customer base, technology, and homogeneity of products.The two segments are:â€¢Healthcare - develops, manufactures, and markets a variety of noninvasive monitoring technologies and hospital automation solutions and therapeutics. This segment includes the Companyâ€™s core legacy hospital business and new Masimo-technology-enabled consumer products that are distributed through many channels including e-commerce sites, leading national retailers and specialty chains globally.â€¢Non-healthcare - designs, develops, manufactures, markets and sells a broad portfolio of premium, high-performance audio products and services.Income from operations for each segment includes all geographic revenues, related cost of net revenues and operating expenses directly attributable to the segment. The Company uses gross profit, as presented in the Companyâ€™s financial reports, as the primary measure of segment profitability. The Company uses the same accounting policies to generate segment results as the Company does for consolidated results. Segment information presented herein reflects the impact of these changes for all periods presented. For the three and nine months ended SeptemberÂ 28, 2024, intercompany revenues between the Healthcare and Non-healthcare segments were $2.9Â million and $4.0Â million, respectively. For each of the three and nine months ended SeptemberÂ 30, 2023, intercompany revenues between the Healthcare and Non-healthcare segments were $5.0Â million. All inter-segment transactions and balances are eliminated in consolidation for all periods presented below.Selected information by reportable segment is presented below for each of the three and nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023: Three Months EndedNine Months Ended(in millions)September 28,2024September 30,2023September 28,2024September 30,2023Revenues by segment:Healthcare$343.3Â $307.8Â $1,026.8Â $935.6Â Non-healthcare161.3Â 171.1Â 466.9Â 563.6Â Total revenue by segment$504.6Â $478.9Â $1,493.7Â $1,499.2Â Gross profit:Healthcare$215.9Â $185.6Â $642.2Â $569.4Â Non-healthcare55.8Â 55.8Â 154.3Â 192.2Â Other(1)(8.5)(6.6)(36.8)(20.8)Gross profit$263.2Â $234.8Â $759.7Â $740.8Â _____(1) Â Â Â Â Management excludes certain corporate expenses from segment gross profit. In addition, certain amounts that management considers to be non-recurring or non-operational are excluded from segment gross profit because management evaluates the operating results of the segments excluding such items.49Table of ContentsMASIMO CORPORATIONNOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTSâ€”(Continued)(unaudited)The Companyâ€™s depreciation and amortization by segment are as follows:Three Months EndedNine Months Ended(in millions)September 28,2024September 30,2023September 28,2024September 30,2023Total depreciation and amortization by segment:Healthcare$10.3Â $9.8Â $30.9Â $28.1Â Non-healthcare13.7Â 14.7Â 41.4Â 47.7Â Total depreciation and amortization by segment$24.0Â $24.5Â $72.2Â $75.8Â 50Table of ContentsItemÂ 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of OperationsThis Quarterly Report on Form 10-Q contains â€œforward-looking statementsâ€ as defined in SectionÂ 27A of the Securities Act of 1933, as amended, and SectionÂ 21E of the Securities Exchange Act of 1934, as amended, in connection with the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainties, as well as assumptions that, if they never materialize or prove incorrect, could cause our results to differ materially and adversely from those expressed or implied by such forward-looking statements. Such forward-looking statements include any expectation of earnings, revenues or other financial items; any statements of the plans, strategies and objectives of management for future operations; matters relating to future board and management leadership; factors that may affect our operating results or financial condition; statements concerning new products, technologies or services; statements related to future capital expenditures; statements related to future economic conditions or performance; statements related to our stock repurchase program; statements as to industry trends and other matters that do not relate strictly to historical facts or statements of assumptions underlying any of the foregoing. These statements are often identified by the use of words such as â€œanticipate,â€ â€œbelieve,â€ â€œcontinue,â€ â€œcould,â€ â€œestimate,â€ â€œexpect,â€ â€œintend,â€ â€œmayâ€ or â€œwill,â€ the negative versions of these terms and similar expressions or variations. These statements are based on the beliefs and assumptions of our management based on information currently available to management. Such forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results and the timing of certain events to differ materially and adversely from future results expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those identified below, and those discussed in the section titled â€œRisk Factorsâ€ included elsewhere in this Quarterly Report on Form 10-Q and in our other Securities and Exchange Commission (SEC) filings, including our Annual Report on Form 10-K for the fiscal year ended DecemberÂ 30, 2023, which we filed with the SEC on FebruaryÂ 28, 2024. Furthermore, such forward-looking statements speak only as of the date of this report. We undertake no obligation to update any forward-looking statements to reflect events or circumstances occurring after the date of such statements.Executive OverviewWe are a global technology company dedicated to improving lives. We seek to accelerate our growth strategies and strengthen our focus on patient care via two business segments: healthcare and non-healthcare. Healthcare Our healthcare business develops, manufactures and markets a variety of noninvasive patient monitoring technologies, hospital automation and connectivity solutions, remote monitoring devices and consumer health products. Our healthcare products and patient monitoring solutions

generally incorporate a monitor or circuit board, proprietary single-patient use or reusable sensors, software, cables and other services. We primarily sell our healthcare products to hospitals, emergency medical service (EMS) providers, home care providers, physician offices, veterinarians, long-term care facilities and consumers through our direct sales force, distributors and original equipment manufacturer (OEM) partners, such as GE Healthcare, Hillrom, Mindray, Philips, Physio-Control, and Zoll, among others.Our core measurement technologies are our breakthrough Measure-through Motion and Low Perfusionâ„¢ pulse oximetry, known as Masimo Signal Extraction TechnologyÂ® (SETÂ®) pulse oximetry, and advanced rainbowÂ® Pulse CO-Oximetry parameters such as noninvasive hemoglobin (SpHbÂ®), alongside many other modalities, including brain function monitoring, hemodynamic monitoring, regional oximetry, acoustic respiration rate monitoring, capnography and gas monitoring, nasal high-flow respiratory support therapy, patient position and activity tracking, neuromodulation technology, an opioid overdose prevention and alert solution, and telehealth solutions. Our measurement technologies are available on many types of devices, from bedside hospital monitors like the RootÂ® Patient Monitoring and Connectivity Hub, to various handheld and portable devices, and to the tetherless Radius-PPGÂ®, Radius-VSMÂ® and Masimo SafetyNetâ„¢ remote patient surveillance solution. The Masimo Hospital Automationâ„¢ Platform facilitates data integration, connectivity, and interoperability through solutions like Patient SafetyNetâ„¢, Irisâ„¢, iSironaâ„¢, ReplicaÂ® and UniViewÂ® to facilitate more efficient clinical workflows and to help clinicians provide the best possible care, both in-person and remotely. Leveraging our expertise in hospital-grade technologies, we have expanded our suite of products intended for use outside the hospital and products for home wellness, to include Masimo Sleepâ„¢, a sleep quality solution; the Masimo Radius TÂºÂ®, a wireless wearable continuous thermometer; Radius PCGÂ®, a wireless tetherless capnograph; Masimo W1â„¢ and upcoming Masimo Freedomâ„¢ biosensing health and smart watches in partnership with QualcommÂ® and Google; Masimo Opioid Haloâ„¢, an opioid overdose prevention and alert system, and the Masimo Storkâ„¢ a baby monitoring system.51Table of ContentsNon-healthcareOur non-healthcare business develops, manufactures, markets, sells and licenses premium sound and home integration technologies and accessories under iconic consumer brands such as Bowers & Wilkinsâ„¢, Denonâ„¢, Marantzâ„¢, HEOSâ„¢, ClassÃ©â„¢, Polk Audioâ„¢, Boston Acousticsâ„¢ and Definitive Technologyâ„¢, which offer products with unparalleled quality and performance to consumers, professional sound studios and audiophiles worldwide. Our products are sold direct-to-consumers, or through authorized retailers, distributors and wholesalers. We also license our audio technology to select luxury automotive manufacturers such as Aston MartinÂ®, BMWÂ®, MaseratiÂ®, McLarenÂ®, PolestarÂ® and VolvoÂ®. We continue to expand our collaborations and brand partnerships, which include certain airlines for bespoke headphones allowing for the best in-flight audio experience; certain computer and laptop manufacturers by delivering a new experience within computer audio; and certain high-performance TV manufacturers, allowing for delivery of a range of integrated discreet audio devices and enclosures.Recent Product Developments and Releases by SegmentHealthcareIn February 2024, we announced FDA 510(k) clearance of MightySatÂ® Medical, making it the first and only FDA-cleared medical fingertip pulse oximeter available Over-The-Counter (OTC) direct to consumers without a prescription. This clearance brings consumers a pulse oximeter medical device powered by Masimo SETÂ® pulse oximetry, the same technology relied on by hospitals and clinics around the world to monitor more than 200 million patients every year.In May 2024, we announced FDA 510(k) clearance of Masimo Storkâ„¢, a baby monitoring system that provides alarms to parents or other caregivers, for use with healthy babies 0-18 months of age, without the need for a prescription. The FDA-cleared OTC version of Masimo Storkâ„¢ monitors a babyâ€™s key vitals data, including oxygen saturation level (SpO2), pulse rate (PR), and skin temperature; crucially Masimo Storkâ„¢ notifies caregivers with visual and audible alarms if a babyâ€™s SpO2 or PR readings fall outside of preset ranges.In August 2024, we announced FDA 510(k) clearance of the Masimo W1Â® Medical Watch for connectivity, allowing it to be integrated with the Masimo SafetyNetÂ® comprehensive telemonitoring solution. Masimo W1Â® Medical received FDA clearance last year as the first medical watch to provide continuous oxygen saturation (SpO2) and pulse rate (PR) for over-the-counter and prescription use at home and in hospitals. The combination of Masimo W1Â® Medical and Masimo SafetyNetÂ® allows accurate and reliable patient data, collected conveniently and comfortably via the wrist, to be made available on the Masimo SafetyNetÂ® smartphone app and reviewed by remote caregivers, including by hospital clinicians on the web-based Masimo SafetyNetÂ® clinician portal, anywhere and at any time.Non-healthcareIn May 2024, we unveiled the latest evolution of our acclaimed Denon PerLâ„¢ and Denon PerL Proâ„¢ True Wireless earbud lineup with the introduction of White PerLâ„¢. Denon PerLâ„¢ represents the epitome of personalized audio listening. The two Denon PerLâ„¢ models are engineered with Masimoâ€™s proprietary Adaptive Acoustic Technologyâ„¢ (AATâ„¢) to deliver the only earbud that puts hearing personalization at the forefront of the listening experience. Economic Trends and Developments Effecting Our BusinessEconomic TrendsThe healthcare and non-healthcare markets we operate in are highly competitive and dynamic, and experienced a number of headwinds in 2023, including but not limited to inflationary pressures, interest rates volatility, rising energy costs, recessionary trends, and foreign currency fluctuations. All of these have affected the global economic environment, along with the healthcare facility spending trends and consumer spending behaviors which ultimately affect the Companyâ€™s performance. While we experienced some short-term volatility in both our healthcare and non-healthcare segments, we are optimistic about long-term growth due to our new product launches, our continued investment in expanding markets and embedding our improved technologies into our product portfolio.52Table of ContentsIn an effort to bolster our long-term financial position, during the first quarter of 2023, we initiated various cost reduction actions to better optimize our cost structure with near-term revenue to enhance our operating cash flow, and improve our profitability for both segments going forward. Our initial focus was on a reduction of variable costs, with specific attention to eliminating cost inefficiencies in our supply chain and reducing variable labor spend and overhead costs in our production facilities by shifting manufacturing of certain products to lower cost locations. Through the second and third quarters of 2023, we expanded these actions by streamlining operations, including the consolidation and rationalization of business activities and facilities, workforce reductions, suspension of incentive bonus compensation and annual salary adjustments, transfers of product lines between manufacturing facilities, and the transfer of other business activities between sites. At the same time, we also revisited our revenue forecasts to reflect the current lower than expected U.S. hospital inpatient census, elevated sensor inventory levels at some customers due to discounting in prior quarters, and other factors that negatively affected revenues. Specifically, during fiscal year 2022 and into the early part of the second quarter of 2023, the Company sold products at a discount which led to elevated inventory levels at customers and delayed reordering for our single-patient use sensors and consumables and which, along with other factors, negatively impacted our business in the second quarter of 2023 and to a lesser extent in subsequent quarters.Non-healthcare revenues for the second and third quarters of 2024 were within our guidance range and despite difficult conditions that are affecting discretionary consumer spending. In an effort to bolster headphone and earbud sales, we recently launched two new strategic endorsement partnerships for the Bowers & Wilkinsâ„¢ and Denonâ„¢ brands that are expected to provide growth opportunities to the non-healthcare business. See Note 24, â€œCommitments and Contingenciesâ€ to our accompanying condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q for additional information.SeasonalityEach of our business segments is individually influenced by many factors, including but not limited to: new product releases, acquisitions, regulatory approvals, holiday schedules, hospital census, clinicians, nurses and hospital personnel, the timing of the influenza season, holiday seasons, consumer pressures, fluctuations in interest rates, inflationary and recessionary pressures, consumer demand and preferences, competitorsâ€™ marketing promotions and sales incentives; among many other factors. Our healthcare revenues in the third quarter of our fiscal years have historically represented a lower percentage of segment revenues due to the seasonality of the U.S., European and Japanese markets, where summer vacation schedules normally result in fewer elective procedures utilizing our healthcare products.Our non-healthcare revenues in the fourth quarter of a fiscal year historically produce a higher percentage of our segment revenues than the other quarters of our fiscal year due to the holiday shopping season and our corresponding promotional activities. Our promotional discounting activity may negatively impact our gross margin during the holiday periods and into the trailing period (depending on our annual 52/53 week fiscal year end calendar). On-Going Russian-Ukraine Conflict, Israel-Palestine-Iran WarWe continue to monitor the uncertainty from conflicts and wars in Russia, the Ukraine, Israel and Iran, with respect to on-going business in such regions, and are continuing to support existing patient populations while remaining compliant with all applicable U.S. and EU sanctions and regulations, where applicable. While none of Russia, the Ukraine or Israel constitute a material portion of our business, a significant escalation or expansion of economic disruption or the current scope of the conflicts in either geographic region, including the Middle East, could have an impact on our business. In the interim, order acceptance for Russia has been halted. For the nine months ended SeptemberÂ 28, 2024, sales derived from customers based in Russia represented an immaterial percentage of our total revenue. Executive Leadership and Board TransitionsAt our 2024 annual meeting of stockholders held on September 19, 2024, our stockholders voted to elect William Jellison and Darlene Solomon to the Board, the voting results of which were certified by the independent inspector of election on September 24, 2024. On September 19, 2024, Joe Kiani delivered a notice to our Board stating his decision to resign from his position as our CEO. On September 24, 2024, our Board appointed director Michelle Brennan to serve as our interim CEO, effective September 24, 2024, and the Board retained Korn Ferry to assist with CEO succession planning. On October 16, 2024, our Board increased the authorized number of directors on our Board to eight and, in connection with such increase, appointed Timothy J. Scannell and Wendy E. Lane as Class III directors of Masimo, effective October 16, 2024. On October 24, 2024, following a review by outside counsel, the Board adopted resolutions to terminate Mr. Kianiâ€™s employment, effective October 24, 2024.53Table of ContentsRelated Party TransactionsWillow Laboratories, Inc. (Willow), formerly known as Cercacor Laboratories, Inc., is an independent entity spun off from us to our stockholders in 1998. Our former Chairman and CEO, Mr. Kiani, is the Chairman and CEO of Willow. We are a party to a cross-licensing agreement with Willow, which was amended and restated effective JanuaryÂ 1, 2007 (the Cross-Licensing Agreement), which governs each partyâ€™s rights to certain intellectual property held by the two companies. See Note 3, â€œRelated Party Transactionsâ€, to our accompanying condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q for additional information related to Willow.Results of OperationsThe following table sets forth, for the periods indicated, our results of operations expressed as U.S. Dollar amounts and as a percentage of revenue. Three Months Ended(in million, except percentages)Nine Months Ended(in million, except percentages)September 28,2024Percentageof RevenueSeptember 30,2023Percentageof RevenueSeptember 28,2024Percentageof RevenueSeptember 30,2023Percentageof RevenueRevenue(1)$504.6Â 100.0Â %$478.9Â 100.0Â %$1,493.7Â 100.0Â %$1,499.2Â 100.0Â %Cost of goods sold241.4Â 47.8Â 244.1Â 51.0Â 734.0Â 49.1Â 758.4Â 50.6Â Gross profit263.2Â 52.2Â 234.8Â 49.0Â 759.7Â 50.9Â 740.8Â 49.4Â Operating expenses:Selling, general and administrative184.8Â 36.6Â 156.1Â 32.6Â 522.2Â 35.0Â 504.1Â 33.6Â Research and development48.3Â 9.6Â 46.5Â 9.7Â 145.1Â 9.7Â 137.2Â 9.2Â Impairment chargeâ€”Â â€”Â 7.0Â 1.5Â â€”Â â€”Â 7.0Â 0.5Â Total operating expenses233.1Â 46.2Â 209.6Â 43.8Â 667.3Â 44.7Â 648.3Â 43.3Â Operating income30.1Â 6.0Â 25.2Â 5.2Â 92.4Â 6.2Â 92.5Â 6.1Â Non-operating loss(18.5)(3.7)(11.2)(2.3)(36.0)(2.4)(27.5)(1.8)Income before provision for income taxes11.6Â 2.3Â 14.0Â 2.9Â 56.4Â 3.8Â 65.0Â 4.3Â Provision for income taxes1.8Â 0.4Â 3.4Â 0.7Â 11.7Â 0.8Â 17.4Â 1.2Â Net income$9.8Â 1.9Â %$10.6Â 2.2Â %$44.7Â 3.0Â %$47.6Â 3.1Â %Comparison of the Three Months ended SeptemberÂ 28, 2024 to the Three Months ended SeptemberÂ 30, 2023Revenue. Revenue increased $25.7 million, or 5.4%, to $504.6 million for the three months ended SeptemberÂ 28, 2024 from $478.9 million for the three months ended SeptemberÂ 30, 2023.Revenue by segment: Revenue by segment is comprised of healthcare and non-healthcare segments. The healthcare segment consists of hospital products and services. The non-healthcare segment consists of consumer audio visual and sound related products. The following table details our revenues by segment for each of the three months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023:Three Months Ended (in millions, except percentage)September 28,2024September 30,2023Increase/(Decrease)PercentageChangeHealthcare$343.3Â 68.0Â %$307.8Â 64.3Â %$35.5Â 11.5Â %Non-healthcare161.3Â 32.0Â 171.1Â 35.7Â (9.8) (5.7)Revenue$504.6Â 100.0Â %$478.9Â 100.0Â %$25.7Â 5.4Â %54Table of ContentsHealthcare segment revenue for the three months ended SeptemberÂ 28, 2024 increased $35.5 million, or 11.5%, compared to the three months ended SeptemberÂ 30, 2023, due to increased sales of consumables and sensor parameters. However, revenues were unfavorably impacted by approximately $0.6 million of foreign exchange rate movements from the prior year period that decreased the U.S. Dollar translation of foreign sales that were denominated in various foreign currencies.Revenue generated through our direct and distribution sales channels increased $35.1 million, or 12.7%, to $310.7 million for the three months ended SeptemberÂ 28, 2024 compared to $275.6 million for the three months ended SeptemberÂ 30, 2023. Revenues from our OEM channel increased $0.4Â million, or 1.2%, to $32.6 million for the three months ended SeptemberÂ 28, 2024 as compared to $32.2 million for the three months ended SeptemberÂ 30, 2023.During the three months ended SeptemberÂ 28, 2024, we shipped approximately 60,500 noninvasive technology boards and instruments.For the three months ended SeptemberÂ 28, 2024, non-healthcare revenue decreased $9.8Â million, or 5.7%, compared to the three months ended SeptemberÂ 30, 2023. Non-healthcare revenues were within our guidance range despite this business being affected by the weakening environment for luxury consumer purchases, as well as slowness in the housing market, which has affected installations and upgrades for our home audio components.Gross Profit. Gross profit consists of revenue less cost of goods sold. Cost of goods sold includes labor, material, overhead and other similar costs related to the production, supply, distribution and support of our products. Our gross profit for the three months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023 was as follows:Gross Profit(in millions, except percentages)Three Months Ended September 28, 2024Percentage ofÂ Net RevenuesThree Months Ended September 30, 2023Percentage ofNet RevenuesIncrease/(Decrease)PercentageChange$263.252.2%$234.849.0%$28.412.1%Cost of goods sold decreased $2.7 million for the three months ended SeptemberÂ 28, 2024, compared to the three months ended SeptemberÂ 30, 2023, primarily due to product mix. Gross profit increased to 52.2% for the three months ended SeptemberÂ 28, 2024, compared to 49.0% for the three months ended SeptemberÂ 30, 2023, primarily due to increased healthcare revenues with strong product mix margins, which were partially offset by certain manufacturing transition expenses.Selling, General and Administrative. Selling, general and administrative expenses consist primarily of salaries, stock-based compensation and related expenses for sales, marketing and administrative personnel, sales commissions, advertising, marketing, promotion costs, licensing fees, professional fees related to legal, accounting and other outside services, public company costs and other corporate expenses. Selling, general and administrative expenses for the three months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023 were as follows:Selling, General and Administrative(in millions, except percentages)Three Months Ended September 28, 2024Percentage ofÂ Net RevenuesThree Months Ended September 30, 2023Percentage ofNet RevenuesIncrease/(Decrease)PercentageChange$184.836.6%$156.132.6%$28.718.4%Selling, general and administrative expenses increased $28.7 million, or 18.4%, for the three months ended SeptemberÂ 28, 2024, compared to the three months ended SeptemberÂ 30, 2023. The increase was primarily attributable to higher legal and professional fees of approximately $26.8 million, the return of performance-based compensation to normal levels in 2024 and other employee-related costs of approximately $12.8 million, and higher amortization expense of approximately $1.5 million, which were partially offset by a stock-based compensation benefit of approximately $7.1 million, lower occupancy and other office expenses of approximately $4.7 million, lower transaction-related expenses of approximately $0.4 million and lower advertising and marketing-related costs of approximately $0.1 million.Research and Development. Research and development expenses consist primarily of salaries, stock-based compensation and related expenses for engineers and other personnel engaged in the design and development of our products. These expenses also include third-party fees paid to consultants, prototype and engineering supply expenses and the costs of clinical trials. Research and development expenses for the three months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023 were as follows:55Table of ContentsResearch and Development(in millions, except percentages)Three Months Ended September 28, 2024Percentage ofÂ Net RevenuesThree Months Ended September 30, 2023Percentage ofNet RevenuesIncrease/(Decrease)PercentageChange$48.39.6%$46.59.7%$1.83.9%Research and development expenses increased $1.8 million, or 3.9%, for the three months ended SeptemberÂ 28, 2024, compared to the three months ended SeptemberÂ 30, 2023. The increase was primarily attributable to higher compensation and other employee-related costs of approximately $5.4 million, which were offset by lower engineering project costs of approximately $2.0 million, lower occupancy and other office expenses of approximately $1.3 million, lower professional fees of approximately $0.4 million and lower amortization expense of approximately $0.1 million.Impairment Charge(in millions, except percentages)Three Months Ended September 28, 2024Percentage ofÂ Net RevenuesThree Months Ended September 30, 2023Percentage ofNet RevenuesIncrease/(Decrease)PercentageChange$â€”â€”%$7.0â€”%$(7.0)(100.0)%Impairment charge consists of charges or writedowns of the carrying value of goodwill or other intangibles that exceed their estimated fair value, or recoverability, as applicable. During the third quarter of 2023, we experienced continued declines in our stock price and certain worsening macro-economic market conditions, which contributed to a significant decline in our market capitalization. Based on these factors, we determined that there was a triggering event for the three months ended September 30, 2023, which required an interim impairment assessment. Accordingly, we performed an interim impairment test of goodwill and indefinite-lived intangibles, and a recoverability test for other long-lived assets with finite lives. This quantitative assessment indicated that the carrying value of certain trademarks in the non-healthcare reporting unit were impaired by approximately $7.0 million. No impairment of goodwill was identified, as the fair value of

each reporting unit exceeded its carrying value as of September 30, 2023.For indefinite-lived intangibles, the fair values were estimated using the relief-from-royalty method under the income approach, which involves forecasting avoided royalties, reducing them by taxes, and discounting the resulting net cash flows to a present value using an appropriate discount rate. For certain of these intangibles, the discount rate assumed in the analysis was 15.0%, and a 1.0% change would equate to approximately $14.0 million in fair value, all other variables remaining constant. For the goodwill impairment assessment, the fair value of our healthcare reporting unit was substantially in excess of its carrying value. For our non-healthcare reporting unit, the fair value exceeded its carrying value by approximately 12%. Determining the fair value of a reporting unit is judgmental and involves the use of significant estimates and assumptions, which include the discount rate and forecasted revenue growth rates and operating margins, to calculate projected future discounted cash flows. The forecasted revenue growth rates and operating margins assume recovery from the current business downturn while also employing strategies to expand in key market segments. The discount rate assumed in the analysis was 13.0% and considered certain factors such as company specific risks. A 1.0% change in the discount rate would equate to approximately $140.0 million in fair value, all other variables remaining constant. If future actual results adversely deviate from the forecast in the analysis, there will be a materially different assessment. As such, we will continue to monitor events occurring or circumstances changing which may necessitate further impairment assessments for goodwill, intangibles and other long-lived assets.We review goodwill, other intangibles and other long-lived assets with finite lives for impairment at least annually in the fourth quarter of the year or more frequently if an event occurs indicating the potential for impairment, and should our stock price, macro-economic market conditions or related forecast revisions market conditions continue to deteriorate, the result of such review may indicate additional declines in the fair value of goodwill or intangible assets, requiring additional impairment charges in the future.Non-operating loss. Non-operating loss consists primarily of interest income, interest expense and foreign exchange gains and losses. Non-operating loss for the three months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023 was as follows:Non-operating loss(in millions, except percentages)Three Months Ended September 28, 2024Percentage ofÂ Net RevenuesThree Months Ended September 30, 2023Percentage ofNet Revenues(Increase)/DecreasePercentageChange$(18.5) (3.7)%$(11.2)(2.3)%$(7.3)65.2%Non-operating loss was $18.5 million for the three months ended SeptemberÂ 28, 2024, as compared to $11.2Â million of non-operating loss for the three months ended SeptemberÂ 30, 2023. This increase in the non-operating loss of approximately $7.3 56Table of Contentsmillion was primarily due to interest expense incurred under our various lines of credit and borrowing facilities of approximately $10.5 million and the net realized and unrealized foreign currency denominated transactions of approximately $9.3 million, offset by interest income on cash deposits of approximately $1.3 million.Provision for Income Taxes. Our provision for income taxes for the three months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023 was as follows:Provision for Income Taxes(in millions, except percentages)Three Months Ended September 28, 2024Percentage ofÂ Net RevenuesThree Months Ended September 30, 2023Percentage ofNet RevenuesIncrease/(Decrease)PercentageChange$1.80.4%$3.40.7%$(1.6)(47.1)%For the three months ended SeptemberÂ 28, 2024, we recorded a provision for income taxes of approximately $1.8 million, or an effective tax provision rate of 15.5%, as compared to a provision for income taxes of approximately $3.4 million, or an effective tax provision rate of 24.3%, for the three months ended SeptemberÂ 30, 2023. The decrease in our income tax rate for the three months ended SeptemberÂ 28, 2024 resulted primarily from an increase in the amount of excess tax benefits realized from stock-based compensation of approximately $1.4 million compared to the three months ended SeptemberÂ 30, 2023.Comparison of the Nine Months ended SeptemberÂ 28, 2024 to the Nine Months ended SeptemberÂ 30, 2023 Revenue. Revenue decreased $5.5 million, or 0.4%, to $1,493.7 million for the nine months ended SeptemberÂ 28, 2024 from $1,499.2 million for the nine months ended SeptemberÂ 30, 2023.Revenue by segment: Revenue by segment is comprised of healthcare and non-healthcare segments. The healthcare segment consists of hospital products and services. The non-healthcare segment consists of consumer audio visual and sound-related products. The following table details our revenues by segment for each of the nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023:Nine Months Ended(in millions, except percentages)September 28,2024September 30,2023Increase/(Decrease)PercentageChangeHealthcare$1,026.8Â 68.7Â %$935.6Â 62.4Â %$91.2Â 9.7Â %Non-healthcare466.9Â 31.3Â 563.6Â 37.6Â (96.7) (17.2)Revenue$1,493.7Â 100.0Â %$1,499.2Â 100.0Â %$(5.5)(0.4)%Healthcare revenues for the nine months ended SeptemberÂ 28, 2024 increased $91.2 million, or 9.7%, compared to the nine months ended SeptemberÂ 30, 2023, due to increased sales of consumables and sensor parameters, and the effect of discounting practices in the comparable period, most notably in the second quarter of 2023. During fiscal year 2022 and into the early part of the second quarter of 2023, the Company sold products at a discount which led to elevated inventory levels at customers and delayed reordering for our single-patient use sensors and consumables and which, along with other factors, negatively impacted our business in the second quarter of 2023 and to a lesser extent in subsequent quarters.For the nine months ended SeptemberÂ 28, 2024, healthcare revenues were also unfavorably impacted by approximately $4.0 million of foreign exchange rate movements from the prior year period that decreased the U.S. Dollar translation of foreign sales that were denominated in various foreign currencies.Revenue generated through our direct and distribution sales channels increased $99.2 million, or 11.8%, to $937.3 million for the nine months ended SeptemberÂ 28, 2024, compared to $838.1 million for the nine months ended SeptemberÂ 30, 2023. Revenues from our OEM channel decreased $8.0 million, or 8.2%, to $89.5 million for the nine months ended SeptemberÂ 28, 2024 as compared to $97.5 million for the nine months ended SeptemberÂ 30, 2023.During the nine months ended SeptemberÂ 28, 2024, we shipped approximately 169,500 noninvasive technology boards and instruments. The non-healthcare segment saw continued slowing for consumer audio products, which declined 17.2% for the nine months ended SeptemberÂ 28, 2024, as a result of the difficult macroenvironment for consumer discretionary purchases, which also adversely affected the market for our luxury consumer products. In addition, we were impacted by unfavorable foreign exchange rate movements of approximately $3.9Â million from the prior year period that decreased the U.S. Dollar translation of foreign sales that were denominated in various foreign currencies.57Table of ContentsGross Profit. Gross profit consists of total revenue less cost of goods sold. Our gross profit for the nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023 was as follows:Gross Profit(in millions, except percentages)Nine Months Ended September 28, 2024Percentage ofÂ Net RevenuesNine Months Ended September 30, 2023Percentage ofNet RevenuesIncrease/(Decrease)PercentageChange$759.750.9%$740.849.4%$18.92.6%Cost of goods sold decreased $24.4 million for the nine months ended SeptemberÂ 28, 2024 compared to the nine months ended SeptemberÂ 30, 2023,primarily due to product mix on increased sales volumes. Gross profit increased to 50.9% for the nine months ended SeptemberÂ 28, 2024 compared to 49.4% for the nine months ended SeptemberÂ 30, 2023, primarily due to product mix between the segments, partially offset by various manufacturing expense inefficiencies, and the effect of discounting practices in the comparable period, most notably in the second quarter of 2023. During fiscal year 2022 and into the early part of the second quarter of 2023, the Company sold products at a discount which led to elevated inventory levels at customers and delayed reordering for our single-patient use sensors and consumables and which, along with other factors, negatively impacted our business in the second quarter of 2023 and to a lesser extent in subsequent quarters.Selling, General and Administrative. Selling, general and administrative expenses for the nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023 were as follows:Selling, General and Administrative(in millions, except percentages)Nine Months Ended September 28, 2024Percentage ofÂ Net RevenuesNine Months Ended September 30, 2023Percentage ofNet RevenuesIncrease/(Decrease)PercentageChange$522.235.0%$504.133.6%$18.13.6%Selling, general and administrative expenses increased $18.1 million, or 3.6%, for the nine months ended SeptemberÂ 28, 2024, compared to the nine months ended SeptemberÂ 30, 2023. The increase was primarily due to the return of performance-based compensation to normal levels in 2024 and other employee-related costs of approximately $31.7 million, higher transaction-related costs of approximately $8.3 million, higher legal and professional fees of approximately $4.3 million and higher amortization expense of approximately $2.1 million, which were partially offset by insurance recoveries of approximately $10.0 million, lower occupancy and other office-related costs of approximately $9.1 million, a stock-based compensation benefit of approximately $7.1 million, and lower advertising and marketing-related costs of approximately $1.7 million.Research and Development. Research and development expenses for the nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023 were as follows:Research and Development(in millions, except percentages)Nine Months Ended September 28, 2024Percentage ofÂ Net RevenuesNine Months Ended September 30, 2023Percentage ofNet RevenuesIncrease/(Decrease)PercentageChange$145.19.7%$137.29.2%$7.95.8%Research and development expenses increased $7.9 million, or 5.8%, for the nine months ended SeptemberÂ 28, 2024 compared to the nine months ended SeptemberÂ 30, 2023, primarily due to higher compensation and other employee-related costs of approximately $12.9 million, which were partially offset by lower engineering project costs of approximately $2.4 million, lower occupancy and other office expenses of approximately $1.4 million, lower legal and professional fees of approximately $1.0 million, and lower amortization expense of approximately $0.5 million.58Table of ContentsImpairment Charge(in millions, except percentages)Nine Months Ended September 28, 2024Percentage ofÂ Net RevenuesNine Months Ended September 30, 2023Percentage ofNet RevenuesIncrease/(Decrease)PercentageChange$â€”â€”%$7.00.5%$(7.0) (100.0)%Impairment charge consists of charges or writedowns of the carrying value of goodwill or other intangibles that exceed their estimated fair value, or recoverability, as applicable. During the third quarter of 2023, we experienced continued declines in our stock price and certain worsening macro-economic market conditions, which contributed to a significant decline in our market capitalization. Based on these factors, we determined that there was a triggering event for the three months ended September 30, 2023, which required an interim impairment assessment. Accordingly, we performed an interim impairment test of goodwill and indefinite-lived intangibles, and a recoverability test for other long-lived assets with finite lives. This quantitative assessment indicated that the carrying value of certain trademarks in the non-healthcare reporting unit were impaired by approximately $7.0 million. No impairment of goodwill was identified, as the fair value of each reporting unit exceeded its carrying value as of September 30, 2023.For indefinite-lived intangibles, the fair values were estimated using the relief-from-royalty method under the income approach, which involves forecasting avoided royalties, reducing them by taxes, and discounting the resulting net cash flows to a present value using an appropriate discount rate. For certain of these intangibles, the discount rate assumed in the analysis was 15.0%, and a 1.0% change would equate to approximately $14.0 million in fair value, all other variables remaining constant. For the goodwill impairment assessment, the fair value of our healthcare reporting unit was substantially in excess of its carrying value. For our non-healthcare reporting unit, the fair value exceeded its carrying value by approximately 12%. Determining the fair value of a reporting unit is judgmental and involves the use of significant estimates and assumptions, which include the discount rate and forecasted revenue growth rates and operating margins, to calculate projected future discounted cash flows. The forecasted revenue growth rates and operating margins assume recovery from the current business downturn while also employing strategies to expand in key market segments. The discount rate assumed in the analysis was 13.0% and considered certain factors such as company specific risks. A 1.0% change in the discount rate would equate to approximately $140.0 million in fair value, all other variables remaining constant. If future actual results adversely deviate from the forecast in the analysis, there will be a materially different assessment. As such, we will continue to monitor events occurring or circumstances changing which may necessitate further impairment assessments for goodwill, intangibles and other long-lived assets.We review goodwill, other intangibles and other long-lived assets with finite lives for impairment at least annually in the fourth quarter of the year or more frequently if an event occurs indicating the potential for impairment, and should our stock price, macro-economic market conditions or related forecast revisions market conditions continue to deteriorate, the result of such review may indicate additional declines in the fair value of goodwill or intangible assets, requiring additional impairment charges in the future.Non-operating loss. Non-operating loss consists primarily of interest income, interest expense and foreign exchange gains and losses. Non-operating loss for the nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023 was as follows:Non-operating Loss(in millions, except percentages)Nine Months Ended September 28, 2024Percentage ofÂ Net RevenuesNine Months Ended September 30, 2023Percentage ofNet Revenues(Increase)/DecreasePercentageChange$(36.0)(2.4)%$(27.5)(1.8)%$(8.5)30.9%Non-operating loss was $36.0 million for the nine months ended SeptemberÂ 28, 2024, compared to $27.5 million of non-operating loss for the nine months ended SeptemberÂ 30, 2023. This net increase in the non-operating loss of approximately $8.5 million was primarily due to interest expense incurred under our various lines of credit and borrowing facilities of approximately $33.6 million and the net realized and unrealized foreign currency denominated transactions of approximately $6.1 million, offset by interest income on cash deposits of approximately $3.7 million. 59Table of ContentsProvision for Income Taxes. Our provision for income taxes for the nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023 was as follows:Provision for Income Taxes(in millions, except percentages)Nine Months Ended September 28, 2024Percentage ofÂ Net RevenuesNine Months Ended September 30, 2023Percentage ofNet RevenuesIncrease/(Decrease)PercentageChange$11.70.8%$17.41.2%$(5.7)(32.8)%For the nine months ended SeptemberÂ 28, 2024, we recorded a provision for income taxes of approximately $11.7 million, or an effective tax rate of 20.7%, as compared to a provision for income taxes of approximately $17.4 million, or an effective tax rate of 26.8%, for the nine months ended SeptemberÂ 30, 2023. The decrease in our income tax rate for the nine months ended SeptemberÂ 28, 2024 resulted primarily from an increase in the amount of excess tax benefits realized from stock-based compensation of approximately $1.8 million compared to the nine months ended SeptemberÂ 30, 2023 and changes in geographic composition of income, offset by certain non-deductible items.Liquidity and Capital ResourcesOur principal sources of liquidity consist of our existing cash and cash equivalent balances, future funds expected to be generated from operations and available borrowing capacity under our Credit Facility. As of SeptemberÂ 28, 2024, we had approximately $642.3 million in working capital, of which approximately $158.5 million was in cash and cash equivalents. In addition to net working capital, as of SeptemberÂ 28, 2024, we had approximately $245.7 million of available borrowing capacity (net of outstanding letters of credit) under our Credit Facility.We currently maintain a Credit Facility which provides for $705.0Â million of unsecured borrowings. The Credit Facility also provides for a sublimit of up to $50.0Â million for the issuance of letters of credit. Proceeds from the Credit Facility are being used for general corporate, capital investment and expenditures and working capital needs. For additional information regarding the Credit Facility, see Note 15, â€œDebtâ€, to our accompanying condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.In managing our day-to-day liquidity and capital structure, we generally do not rely on foreign earnings as a source of funds. As of SeptemberÂ 28, 2024, we had cash totaling $60.9 million held outside of the U.S., of which approximatelyÂ $31.3 millionÂ was accessible without additional tax cost and approximatelyÂ $29.6 millionÂ was accessible at an incremental estimated tax cost of up to $0.2 million. We currently have sufficient funds on-hand and cash held outside the U.S. that is available without additional tax cost to fund our global operations. In the event funds that are treated as permanently reinvested are repatriated, we may be required to accrue and pay additional U.S. taxes to repatriate these funds.Our cash requirements depend on numerous factors, including, but not limited to, market acceptance of our technologies, our continued ability to commercialize new products and to create or improve our technologies and applications, expansion of our global footprint through acquisitions and/or strategic investments in technologies or technology companies, hedging and derivative activities, investments in property and equipment, the renewal of our Credit Facility, the impact of disruptions to the manufacturing industry supply chain for key components, inflation, repurchases of our stock under our authorized stock repurchase program, costs related to our domestic and international regulatory requirements and other long-term commitments and contingencies. For further information regarding our commitment and contingencies, see Note 24 to our accompanying condensed consolidated financial statements included in Part IV, Item 15(a) of this Quarterly Report on Form 10-Q.Our total cash and cash equivalents and related cash flows may be affected by certain discretionary actions we may take with customers and suppliers to accelerate or delay certain cash receipts or payments to manage liquidity for our strategic business requirements. These actions can include, among others, negotiating with suppliers to optimize our payment terms and conditions, adjusting the timing of cash flows associated with customer sales programs and collections, managing inventory levels and purchasing practices, and selling certain of our accounts receivables on a non-recourse basis to third party financial institutions. Despite recent acquisitions and strategic investment expenditures, we anticipate that our existing cash and cash equivalents, amounts available under our Credit Facility, and cash provided by operations, taken together, provide adequate resources to fund on-going operating and capital expenditures, working capital requirements, and other operational funding needs for the next 12 months. 60Table of ContentsShould we require additional funds in the future to support our working capital requirements or for other purposes, we may seek to raise such additional funds through debt financing, as well as from other sources such as through our effective automatic shelf registration statement on Form S-3 (File No. 333-262770) on file with the SEC, pursuant to which we may offer an unspecified amount of debt, equity, and other securities. No assurance can be given that additional financing will be available in the future or that if available, such financing will be obtainable on terms favorable when required.Cash FlowsThe following table summarizes our cash flows:Nine Months Ended September 28, 2024(in millions)September 28,2024September 30,2023Net cash provided by (used in):Operating activities$145.9Â $17.0Â Investing activities(34.7)(55.9)Financing activities(119.1)(20.8)Effect of foreign currency exchange rates on cash3.4Â (17.6)Decrease in cash, cash equivalents and restricted cash(4.5)(77.3)Operating Activities. Cash provided by operating activities was approximately $145.9 million for the nine months ended SeptemberÂ 28, 2024, generated primarily from net income from operations of $44.7 million. Non-cash activity included depreciation and amortization of approximately $72.2 million and stock-

based compensation expense of approximately $29.6 million.Other major changes in operating assets and liabilities include a decrease in other non-current liabilities, lease receivable, deferred revenue and other contract-related liabilities, and income taxes payable of approximately $9.0 million, $7.1 million, $3.0 million and $1.0 million, respectively, primarily due to the timing of payments; an increase in inventories, accounts payable, accrued liabilities, accrued compensation, other current assets, accounts receivable and deferred costs and other contract assets of approximately $40.1 million, $29.4 million, $24.6 million, $13.3 million, $12.3 million, $9.4 million and $2.3 million, respectively, primarily due to inventory build-up and the timing of payments.For the nine months ended SeptemberÂ 30, 2023, cash provided by operating activities was approximately $17.0 million, generated primarily from net income from operations of $47.6 million. Non-cash activity included depreciation and amortization of approximately $75.8 million, stock-based benefit of approximately $2.4 million and an impairment charge of $7.0 million. Other major changes in operating assets and liabilities include a decrease in accounts receivable, accrued compensation, accrued liabilities, income taxes payable and deferred costs and other contract assets of approximately $84.8 million, $32.8 million, $19.5 million, $7.1 million and $6.2 million, respectively, primarily due to the timing of payments and our cost reduction strategies; an increase in net, inventories, other non-current assets, other non-current liabilities and other current assets, of approximately $93.1 million, $42.0 million, $22.5 million, $14.6 million, respectively, primarily due to the timing of payments and inventory build-up.Investing Activities. Cash used in investing activities for the nine months ended SeptemberÂ 28, 2024 was approximately $34.7 million, consisting primarily of approximately $23.6 million of capitalized intangible asset costs related primarily to patent and trademark costs and license fees, approximately $24.5 million for purchases of property and equipment, and approximately $0.1 million of strategic investments, which were offset by proceeds from the sale of property and equipment of approximately $13.5 million.For the nine months ended SeptemberÂ 30, 2023, cash used in investing activities was approximately $55.9 million, consisting primarily of approximately $33.1 million for purchases of property and equipment, approximately $29.3 million of capitalized intangible asset costs related primarily to patent and trademark costs and license fees, and approximately $1.0 million of strategic investments, which were offset by approximately $7.5 million from escrow funds associated with a business combination.Financing Activities. Cash used in financing activities for the nine months ended SeptemberÂ 28, 2024 was approximately $119.1 million, consisting primarily of repayment on the line of credit of approximately $207.2Â million, and withholding of shares for employee payroll taxes for vested equity awards of approximately $6.0 million, which were offset by proceeds from borrowings under the line of credit of approximately $72.7 million and the issuance of common stock related to employee equity awards of approximately $21.4 million.61Table of ContentsFor the nine months ended SeptemberÂ 30, 2023, cash used in financing activities was approximately $20.8 million, consisting primarily of repayment on the line of credit of approximately $154.3 million, and withholding of shares for employee payroll taxes for vested equity awards of approximately $12.7 million, which were offset by proceeds from borrowings under the line of credit of approximately $139.5 million and the issuance of common stock related to employee equity awards of approximately $6.7 million.Capital Resources and Prospective Capital Requirements We expect to fund our future operating, investing and financing activities through our available cash, future cash from operations, our Credit Facility and other potential sources of capital. In addition to funding our working capital requirements, we anticipate additional capital expenditures primarily related to investments in infrastructure growth. Possible additional uses of cash may include acquisitions of and/or strategic investments in technologies or technology companies, investments in property, repurchases of common stock under our authorized stock repurchase program and continued legal defense of our intellectual property. However, any repurchases of common stock will be subject to numerous factors, including the availability of our common stock, general market conditions, the trading price of our common stock, availability of capital, alternative uses for capital and our financial performance. In addition, the amount and timing of our actual investing activities will vary significantly depending on numerous factors, including the timing and amount of capital expenditures, costs of product development efforts, our timetable for infrastructure expansion, any stock repurchase activity and costs related to our domestic and international regulatory requirements. Despite these strategic investment requirements and potential expenditures, we anticipate that our existing cash and cash equivalents, amounts available under our Credit Facility and cash provided by operations, taken together, provide adequate resources to fund on-going operating and capital expenditures, working capital requirements, and other operational funding needs for the next 12 months. We may require additional funds in the future to support our working capital requirements or for other purposes and may seek to raise such additional funds through debt financing, as well as from other sources. No assurance can be given that additional financing will be available in the future or that if available, such financing will be obtainable on terms favorable when required. For additional information related to our Credit Facility, please see Note 15, â€œDebtâ€, to our accompanying condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.Critical Accounting Policies and EstimatesThe discussion and analysis of our financial condition and results of operations is based on our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these condensed consolidated financial statements requires management to make estimates and judgments that affect the reported amounts of net revenues, expenses, assets and liabilities. We regularly evaluate our estimates and assumptions related to our critical accounting policies, including revenue recognition, inventory valuation, stock-based compensation, impairment of long-lived assets, intangible assets and goodwill; business combinations, deferred taxes and related valuation allowances, uncertain tax positions, tax contingencies, litigation costs and loss contingencies.These estimates and judgments are based on historical experience and on various other factors that we believe to be reasonable under the circumstances, and form the basis for making managementâ€™s most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effects of matters that are inherently uncertain. Although we regularly evaluate these estimates and assumptions, changes in judgments and uncertainties relating to these estimates could potentially result in materially different results under different assumptions and conditions. If these estimates differ significantly from actual results, the impact on the condensed consolidated financial statements may be material.There have been no material changes to any of our critical accounting policies during the nine months ended SeptemberÂ 28, 2024.For a description of our critical accounting policies, please refer to â€œCritical Accounting Estimatesâ€ in Part II, ItemÂ 7, â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€ of our Annual Report on Form 10-K for the fiscal year ended DecemberÂ 30, 2023, which was filed with the SEC on FebruaryÂ 28, 2024.Recent Accounting PronouncementsFor details regarding any recently adopted and recently issued accounting standards, see Note 2, â€œSummary of Significant Accounting Policiesâ€, to our accompanying condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.62Table of ContentsItemÂ 3. Quantitative and Qualitative Disclosures About Market RiskWe are exposed to various market risks that may arise from adverse changes in market rates and prices, such as interest rates, foreign exchange fluctuations and inflation. We do maintain a derivative instrument for cash flow hedging, but do not enter into derivatives or other financial instruments for trading or speculative purposes. Interest Rate RiskOur exposure to market risk for changes in interest rates relates to the increase or decrease in the amount of interest income we can earn on our cash and cash equivalents and on the increase or decrease in the amount of interest expense we must pay with respect to our various outstanding debt instruments. As ofÂ SeptemberÂ 28, 2024, the carrying value of our cash equivalents approximated fair value.Â We manage our risk associated with interest rates fluctuations related to interest expenses under our Credit Facility by engaging in hedging activities. SinceÂ July 2022, we entered into various interest rate swap contracts to hedge our exposure to changes in cash flows associated with our outstanding debt with variable interest rates. The interest rate swap contracts have maturities averaging five years or less. See Note 17, â€œDerivative Instruments and Hedging Activitiesâ€, to our accompanying condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q for further details.A hypothetical 100 basis point change in interest rates along the entire interest rate yield curve would increase or decrease our interest rate yields on our investments, interest income and credit facilities by approximately $0.1Â million for each $10.0Â million in interest-bearing investments and by $0.1Â million for each additional $10.0Â million of debt.Our ultimate realized gain or loss with respect to interest rate fluctuations will depend on interest rates, the exposures that arise during the period and our hedging strategies at that time. A hypothetical 100 basis point change in interest rates would increase or decrease our annual interest expense by approximately less than $0.1Â million based on average debt outstanding, after consideration of our interest rate swap contracts, for the quarter ended SeptemberÂ 28, 2024 and approximately $0.3Â million based on average debt outstanding, after consideration of our interest rate swap contracts, for the nine months ended SeptemberÂ 28, 2024. We sponsor multiple defined benefit pension plans covering certain international employees. The aggregate fair value of the plansâ€™ investments was $25.6 million as of SeptemberÂ 28, 2024. The plansâ€™ assets may be subject to market risk, interest rate risk, and credit risk, which may affect the value of the plansâ€™ assets and the funding of the plans.Increases in interest rates globally may impact the value of pension plan assets held by us. When interest rates increase, the value of fixed income securities, such as bonds, may decrease, which can negatively impact the fair value of the pension plan assets. However, interest rate increases may also improve the funded status of plan by increasing the discount rate used to measure the present value of the pension obligations and potentially decreasing our requirement to make contributions to the plan. The most significant actuarial assumption affecting pension expense and pension obligations is discount rates. A hypothetical increase of 100 basis point in discount rates would result in a decrease of approximately $0.3Â million in the projected benefit obligation. The impact of interest rate increases on the pension plan assets and funded status may not be predictable and may vary from period to period.Foreign Currency Exchange Rate RiskA majority of our assets and liabilities are maintained in the United States in U.S. Dollars and a majority of our sales and expenditures are transacted in U.S. Dollars. However, we also transact with foreign customers in currencies other than the U.S. Dollar. These foreign currency revenues, when converted into U.S. Dollars, can vary depending on average exchange rates during a respective period. In addition, certain of our foreign subsidiaries transact in their respective countryâ€™s local currency, which is also their functional currency. As a result, expenses of these foreign subsidiaries, when converted into U.S. Dollars can also vary depending on average monthly exchange rates during a respective period.We are exposed to foreign currency gains or losses on outstanding foreign currency denominated receivables and payables, as well as our foreign currency denominated cash balances and certain intercompany transactions. In addition, other transactions between us or our subsidiaries and a third-party, denominated in a currency different from the functional currency, are foreign currency transactions. Realized and unrealized foreign currency gains or losses on these transactions are also included in our statements of operations as incurred.63Table of ContentsThe balance sheets of each of our foreign subsidiaries whose functional currency is not the U.S.Â Dollar are translated into U.S. Dollars at the rate of exchange at the balance sheet date and the statements of comprehensive income and cash flows are translated into U.S. Dollars using an approximation of the average monthly exchange rates applicable during the period. Any foreign exchange gain or loss as a result of translating the balance sheets of our foreign subsidiaries whose functional currency is not the U.S.Â Dollar is included in equity as a component of accumulated other comprehensive income (loss). Our foreign currency exchange rate exposures are primarily with the Canadian Dollar, Euro, Japanese Yen, Swedish Krona, the British Pound, Mexican Peso, Turkish Lira, Australian Dollar and the Chinese Yuan. Foreign currency exchange rates may experience significant volatility from one period to the next.We do not use derivatives or financial instruments for trading or speculative purposes. The effect of additional changes in foreign currency exchange rates could have a material effect on our future operating results or cash flows, depending on which foreign currency exchange rates change and depending on the directional change (either a strengthening or weakening against the U.S. Dollar). We estimate that the potential impact of a hypothetical 10% adverse change in all applicable foreign currency exchange rates from the rates in effect as of SeptemberÂ 28, 2024 would have resulted in an estimated reduction of $10.7 million in reported pre-tax income for the nine months ended SeptemberÂ 28, 2024. As our foreign operations continue to grow, our exposure to foreign currency exchange rate risk may become more significant.Inflation RiskConsumer demand and discretionary spending have been impacted by inflationary pressures over recent years. Based on recent announcements from the U.S. Federal Reserve Board (the Federal Reserve), the Federal Reserve believes that inflation has begun to ease, which was signaled by a reduction of federal borrowing rates. This reduction is expected to positively impact consumer spending in the near future. Changes in inflation, interest rates and consumer spending could materially impact our financial results, in particular, our consumer products and non-healthcare business segment. If we are unable to determine the impact of inflation on our global business, our financial condition, our results of operations during the periods presented could be adversely impacted. If our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through price increases. Our inability or failure to do so could have a material adverse effect on our business, financial condition and results of operations.ItemÂ 4. Controls and ProceduresWe maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commissionâ€™s (SEC) regulations, rules and forms and that such information is accumulated and communicated to our management, including our interim CEO and Chief Financial Officer (CFO), as appropriate, to allow for timely decisions regarding required disclosure.In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. As required by Rule 13a-15(b) or Rule 15d-15(b) promulgated by the SEC under the Exchange Act, we carried out an evaluation, under the supervision and with the participation of our management, including our interim CEO and CFO, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on the foregoing, our interim CEO and CFO concluded that our disclosure controls and procedures were effective as of the end of the period covered by this Quarterly Report on Form 10-Q. During the three months ended SeptemberÂ 28, 2024, there were no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.PART II. OTHER INFORMATIONItemÂ 1. Legal ProceedingsThe information set forth in Note 24, â€œCommitments and Contingenciesâ€, to our accompanying condensed consolidated financial statements under the caption â€œLitigationâ€ included in Part I, Item 1 of this Quarterly Report on Form 10-Q is incorporated herein by reference.64Table of ContentsItemÂ 1A. Risk FactorsThe following risk factors and other information included in this Quarterly Report on Form 10-Q should be carefully considered. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not presently known to us or that we presently deem less significant may also impair our business operations. If any of the following risks come to fruition, our business, financial condition, results of operations and future growth prospects would likely be materially and adversely affected. In these circumstances, the market price of our common stock could decline, and you could lose all or part of your investment. Risk factors marked with an asterisk (*) below include a substantive change from or an update to the risk factors included in our Annual Report on Form 10-K for the fiscal year ended DecemberÂ 30, 2023, filed with the SEC on FebruaryÂ 28, 2024.65Table of ContentsSummary of Material Risk FactorsBelow is a summary of the principal factors that make an investment in our securities speculative or risky. This summary does not address all of the risks that we face. Additional discussion of the risks summarized in this summary, and other risks that we face, can be found following this summary and should be carefully considered together with all of the other information appearing in this Quarterly Report on Form 10-Q.â€¢We currently derive a significant portion of our revenue from our Masimo SETÂ® platform, Masimo rainbow SETÂ® platform and related products. If these technologies and related products do not continue to achieve market acceptance, our business, financial condition and results of operations would be adversely affected.â€¢Some of our products are in development or have been recently introduced into the market and may not achieve market acceptance, which could limit our growth and adversely affect our business, financial condition and results of operations. â€¢Our ability to commercialize new products, new or improved technologies and additional applications for Masimo SETÂ® and our licensed rainbowÂ® technology is limited to certain markets by our Cross-Licensing Agreement with Willow Laboratories, Inc. (Willow), formerly known as Cercacor Laboratories, Inc., which may impair our growth and adversely affect our business, financial condition and results of operations.â€¢We depend on our domestic and international original equipment manufacturer (OEM) partners for a portion of our revenue. If they do not devote sufficient resources to the promotion of products that use our technologies, our business would be harmed.â€¢If we fail to maintain or develop relationships with GPOs, sales of our healthcare products would decline.â€¢Inadequate levels of coverage or reimbursement from governmental or other third-party payers for our healthcare products, or for procedures using our healthcare products, may cause our revenue to decline or prevent us from realizing revenues from future products.â€¢*The loss of any large customer or distributor, or any cancellation or delay of a significant purchase by a large customer or international tender, or any non-payment, non-performance or disagreement or dispute with any customer or distributor could reduce our net sales and harm our operating results.â€¢Counterfeit Masimo sensors and third-party reprocessed single-patient-use Masimo sensors may harm our reputation and adversely affect our business, financial condition and results of operations.â€¢Competition and other conflicts with our non-healthcare distribution partners could harm our business and operating results.â€¢*If the patents we own or license, or our other intellectual property rights, do not adequately protect our technologies, we may lose market share to our competitors and be unable to operate our business profitably.â€¢If third-

parties claim that we infringe their intellectual property rights, we may incur liabilities and costs and may have to redesign or discontinue selling certain products.â€¢*We believe competitors may currently be violating and may in the future violate our intellectual property rights. As a result, we may initiate litigation to protect and enforce our intellectual property rights, which may result in substantial expense and may divert managementâ€™s attention from implementing our business strategy.â€¢Our failure to obtain and maintain FDA clearances or approvals on a timely basis, or at all, would prevent us from commercializing our current, upgraded or new healthcare products in the U.S., which could severely harm our business.â€¢If our healthcare products cause or contribute to a death or serious injury, or malfunction in a way that would likely cause or contribute to a death or serious injury, we will be subject to medical device reporting regulations and other applicable laws, and may need to initiate voluntary or mandatory corrective actions, such as the recall of our healthcare products.â€¢Promotion of our healthcare products using claims that are off-label, unsubstantiated, false or misleading could subject us to substantial penalties.â€¢*The regulatory environment governing information, data security and privacy is increasingly demanding and evolving. Many of the laws and regulations in this area are subject to uncertain interpretation, and our failure to comply could result in claims, penalties or increased costs or otherwise harm our business. â€¢We may be subject to or otherwise affected by federal and state healthcare laws, including fraud and abuse laws, and could face substantial penalties if we are unable to fully comply with these laws.â€¢*We may experience conflicts of interest with Willow with respect to business opportunities and other matters.66Table of Contentsâ€¢We will be required to assign to Willow and pay Willow for the right to use certain products and technologies we develop that relate to the monitoring of non-vital sign parameters, including improvements to Masimo SETÂ®.â€¢In the event that the Cross-Licensing Agreement is terminated for any reason, or Willow grants a license to rainbowÂ® technology to a third-party, our business would be adversely affected.â€¢If we are unable to obtain key materials and components from sole or limited source suppliers, we will not be able to deliver our products to customers. â€¢*Future strategic initiatives, including acquisitions or separations of businesses and strategic investments or joint ventures, could negatively affect our business, financial condition and results of operations if we fail to integrate the acquired businesses and their employees successfully into our existing operations or achieve the desired results of our initiatives.â€¢*Our new products and changes to existing products, including as a result of our acquisition of Sound United could fail to attract or retain users or generate revenue and profits. Further, we may not be successful in our non-healthcare expansion, which could adversely affect our business, reputation or financial results.â€¢Our Credit Facility contains certain covenants and restrictions that may limit our flexibility in operating our business.â€¢We have incurred impairment charges for other intangible assets, and may incur further impairment charges in the future, which would negatively impact our operating results.â€¢We may need additional capital and failure to raise additional capital on terms favorable to us, or at all, could limit our ability to grow our business and develop or enhance our service offerings to respond to market demand or competitive challenges.â€¢Concentration of ownership of our stock among our existing directors, executive officers and principal stockholders may prevent new investors from influencing significant corporate decisions.â€¢We may be unable to accurately forecast our financial and operating results and appropriately plan our expenses in the future or we may fail to meet our publicly announced guidance about our business and future operating results.â€¢*Our corporate documents, and Delaware law contain provisions that could discourage, delay or prevent a change in control of our company, prevent attempts to replace or remove current management and reduce the market price of our stock.â€¢*Recent changes to our senior leadership and our Board could create uncertainties and adversely impact our business.â€¢Exclusive forum provisions in our bylaws could limit our stockholdersâ€™ ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees.â€¢*A dispute with our former Chairman and CEO Mr. Kiani with respect to his Amended Employment Agreement could be costly and adversely affect our business.67Table of ContentsRisks Related to Our RevenuesWe currently derive a significant portion of our revenue from our Masimo SETÂ® platform, Masimo rainbow SETÂ® platform and related products. If these technologies and related products do not continue to achieve market acceptance, our business, financial condition and results of operations would be adversely affected.Our healthcare business is highly dependent upon the continued success and market acceptance of our proprietary Masimo SETÂ® and Masimo rainbow SETÂ® technologies that serve as the basis of our primary healthcare product offerings. Continued market acceptance of products incorporating these technologies will depend upon us continuing to provide evidence to the medical community that our products are cost-effective and offer significantly improved performance compared to conventional pulse oximeters. Healthcare providers that currently have significant investments in competitive pulse oximetry products may be reluctant to purchase our products. If hospitals and other healthcare providers do not believe our Masimo SETÂ® and Masimo rainbow SETÂ® platforms are cost-effective, safe or more accurate or reliable than competitive pulse oximetry products, they may not buy our healthcare products in sufficient quantities to enable us to generate revenue growth from the sale of these products. In addition, allegations regarding the safety and effectiveness of our products, whether or not substantiated, may impair or impede the acceptance of our products. Some of our products are in development or have been recently introduced into the market and may not achieve market acceptance, which could limit our growth and adversely affect our business, financial condition and results of operations. Many of our noninvasive measurement technologies are considered disruptive. These technologies have performance levels that we believe are acceptable for many clinical environments but may be insufficient in others. In addition, these technologies may perform better in some patients and settings than others. Over time, we hope to continue to improve the performance of these technologies and educate the clinical community on how to properly evaluate them. If we are successful in these endeavors, we expect these technologies will become more useful in more environments and will become more widely adopted. Our product portfolio continues to expand, and we are investing significant resources to enter into, and in some cases create, new markets for our products. For example, our acquisition of Sound United expanded our business and product strategy to additionally focus on non-healthcare products to integrate with our successful medical technology. See the risk factor with the heading â€œOur new products and changes to existing products, including as a result of our acquisition of Sound United could fail to attract or retain users or generate revenue and profits. Further, we may not be successful in our non-healthcare expansion, which could adversely affect our business, reputation or financial resultsâ€ for additional risks related to this expansion of our business. We are continuing to invest in sales and marketing resources to achieve market acceptance of our products, but are unable to guarantee that our technologies will achieve general market acceptance.The degree of market acceptance of our healthcare products will depend on a number of factors, including but not limited to:â€¢perceived clinical benefits from our products;â€¢perceived cost effectiveness of our products;â€¢perceived safety and effectiveness of our products;â€¢reimbursement available through government and private healthcare programs for using some of our products; andâ€¢introduction and acceptance of competing products or technologies.Further, market acceptance of our non-healthcare products will depend on certain additional factors, including but not limited to:â€¢perceived quality of our non-healthcare brands and technology;â€¢our ability to accurately forecast consumer demand and maintain manufacturing capacity to meet such demand;â€¢our ability to introduce new innovative products that align with rapidly changing consumer tastes; andâ€¢implementation of pricing and marketing strategies that drive consumer adoption without eroding our premium market position.If our products do not gain market acceptance or if our customers prefer our competitorsâ€™ products, our potential revenue growth would be limited, which would adversely affect our business, financial condition and results of operations.68Table of ContentsOur ability to commercialize new products, new or improved technologies and additional applications for Masimo SETÂ® and our licensed rainbowÂ® technology is limited to certain markets by our Cross-Licensing Agreement with Willow Laboratories, Inc. (Willow), formerly known as Cercacor Laboratories, Inc., which may impair our growth and adversely affect our business, financial condition and results of operations.Since 1998, we have been a party to a cross-licensing agreement with Willow (as amended, the Cross-Licensing Agreement), under which we granted Willow:â€¢an exclusive, perpetual and worldwide license, with sublicense rights, to use all Masimo SETÂ® technology owned by us, including all improvements to this technology, for the monitoring of non-vital signs parameters and to develop and sell devices incorporating Masimo SETÂ® for monitoring non-vital signs parameters (alone or in combination with vital signs parameters) in any product market in which a product is intended to be used by a patient or pharmacist rather than by a professional medical caregiver, which we refer to as the â€œWillow Marketâ€; andâ€¢an option for a non-exclusive, perpetual and worldwide license, with sublicense rights, to use all Masimo SETÂ® technology owned by us for measurement of vital signs in the â€œWillow Marketâ€.Non-vital signs measurements consist of body fluid constituents other than vital signs measurements, including, but not limited to, carbon monoxide, methemoglobin, blood glucose, hemoglobin and bilirubin. Under the Cross-Licensing Agreement, we are only permitted to sell devices utilizing Masimo SETÂ® for the monitoring of non-vital signs parameters in markets where the product is intended to be used by a professional medical caregiver, including, but not limited to, hospital caregivers and alternate care facility caregivers, rather than by a patient or pharmacist, which we refer to as the â€œMasimo Marketâ€. Accordingly, our ability to commercialize new products, new or improved technologies and additional applications for Masimo SETÂ® is limited. In particular, our inability to expand beyond the â€œMasimo Marketâ€ may limit our ability to maintain or increase our revenue and impair our growth.Pursuant to the Cross-Licensing Agreement, we have licensed from Willow the right to make and distribute products in the â€œMasimo Marketâ€ that utilize rainbowÂ® technology for certain noninvasive measurements. As a result, the opportunity to expand the market for our products incorporating rainbowÂ® technology is also limited, which could limit our ability to maintain or increase our revenue and impair our growth.We depend on our domestic and international original equipment manufacturer (OEM) partners for a portion of our revenue. If they do not devote sufficient resources to the promotion of products that use our technologies, our business would be harmed.We are, and will continue to be, dependent upon our domestic and international OEM partners for a portion of our revenue through their marketing, selling and distribution of certain of their products that incorporate our technologies. Although we expect that our OEM partners will accept and actively market, sell and distribute products that incorporate our technologies, they may not do so. Because products that incorporate our technologies may represent a relatively small percentage of business for some of our OEM partners, they may have less incentive to promote these products over other products that do not incorporate these technologies. In addition, some of our OEM partners offer products that compete with ours and also may be involved in intellectual property disputes with us. Therefore, we cannot guarantee that our OEM partners, or any company that may acquire any of our OEM partners, will vigorously promote products incorporating our technologies. The failure of our OEM partners to successfully market, sell or distribute products incorporating our technologies, the termination of OEM agreements, the loss of OEM partners or the inability to enter into future OEM partnership agreements would have a material adverse effect on our business, financial condition and results of operations.If we fail to maintain or develop relationships with GPOs, sales of our healthcare products would decline.Our ability to sell our healthcare products to hospitals depends, in part, on our relationships with GPOs. Many existing and potential customers for our products are members of GPOs. GPOs negotiate pricing arrangements and contracts with medical supply manufacturers and distributors that may include provisions for sole sourcing and bundling, which generally reduce the choices available to member hospitals.69Table of ContentsThese negotiated prices are made available to a GPOâ€™s members. If we are not one of the providers selected by a GPO, the GPOâ€™s members may be less likely or unlikely to purchase our products. If a GPO has negotiated a strict sole source, market share compliance or bundling contract for another manufacturerâ€™s products, we may be prohibited from making sales to members of such GPO for the duration of such contractual arrangement. Shipments of our pulse oximetry products to customers that are members of GPOs represent approximately 95% of our U.S. healthcare product sales. Our failure to renew our contracts with GPOs may cause us to lose market share in our healthcare business and could have a material adverse effect on our business, financial condition and results of operations. In addition, if we are unable to develop new relationships with GPOs, our competitive position would likely suffer and our opportunities to grow our revenues and business would be harmed.Inadequate levels of coverage or reimbursement from governmental or other third-party payers for our healthcare products, or for procedures using our healthcare products, may cause our revenue to decline or prevent us from realizing revenues from future products.Sales of our healthcare products depend in part on the reimbursement and coverage policies of governmental and private healthcare payers. The lack of adequate coverage and reimbursement for our healthcare products or the procedures in which our healthcare products are used may deter customers from purchasing our products.We cannot guarantee that governmental or third-party payers will reimburse or begin reimbursing a customer for the cost of our healthcare products or the procedures in which our healthcare products are used. For example, some insurance carriers have issued policies denying coverage for transcutaneous hemoglobin measurement on the grounds that the technology is investigational in the outpatient setting. Other payers are continuing to investigate our products to determine if they will provide reimbursement for the use of such products. In addition, we may incur significant expenses to generate clinical data to demonstrate not only the safety and efficacy, but also the cost-effectiveness of our products in order to obtain favorable reimbursement policies from payers.These trends could lead to pressure to reduce prices for our current and future healthcare products, hinder our ability to obtain market adoption, cause a decrease in the size of the market or potentially increase competition, any of which could have a material adverse effect on our business, financial condition and results of operations.We do not control payer decision-making with respect to coverage and payment levels for our products. Additionally, we expect many payers to continue to explore cost-containment strategies (e.g., comparative and cost-effectiveness analyses, so-called â€œpay-for-performanceâ€ programs implemented by various public government healthcare programs and private third-party payers, and expansion of payment bundling initiatives, and other such methods that shift medical cost risk to providers) that may potentially impact coverage and/or payment levels for our current products or products we develop in the future.Outside of the U.S., reimbursement systems vary by country. These systems are often subject to the same pressures to curb rising healthcare costs and control healthcare expenditures as those in the U.S. In addition, as economies of emerging markets develop, these countries may implement changes in their healthcare delivery and payment systems. If adequate levels of reimbursement from third-party payers outside of the U.S.Â are not obtained, sales of our products outside of the U.S.Â may be adversely affected.*Our healthcare customers may reduce, delay or cancel purchases due to a variety of factors, such as lower hospital census levels or third-party guidelines, which could adversely affect our business, financial condition and results of operations.Our healthcare customers are facing growing levels of uncertainties, including variations in overall hospital census for paying patients and the impact of such census variations on hospital budgets. As a result, many hospitals are reevaluating their entire cost structure, including the amount of capital they allocate to medical device technologies and products. In addition, certain of our products, including our rainbowÂ® measurements such as carbon monoxide, methemoglobin and hemoglobin, that are sold with upfront license fees and more complex and expensive sensors, could also be impacted by hospital budget reductions. Any reductions in capital spending budgets by hospitals could have a significant negative impact on our OEM customers who, due to their traditionally larger capital equipment sales model, could see declines in purchases from their hospital customers. This, in turn, could reduce our board sales to our OEM customers.From time to time, states and other local regulatory authorities may issueÂ guidelines regarding the appropriate scope and use of our products. For example, some of our noninvasive monitoring devices may be subject to authorization by individual states as part of the Emergency Medical Services (EMS) scope of practice procedures.Â AÂ lack of inclusion into scope of practice procedures may limit adoption of our products.70Table of ContentsAdditionally, increases in demand resulting from global medical crises, such as the increase in demand we experienced during the COVID-19 pandemic, may be short lived. If the increased demand results in a stockpiling of our healthcare products by, or excess inventory at, our customers, future orders may be delayed or canceled until such on-hand inventory is consumed. We may be unable to accurately forecast our financial and operating results and appropriately plan our expenses in the future or we may fail to meet our publicly announced guidance about our business and future operating results. Continued stockpiling or excess inventory as a result of lower hospital census in future quarters could also negatively impact our healthcare revenue.*The loss of any large customer or distributor, or any cancellation or delay of a significant purchase by a large customer or international tender, or any non-payment, non-performance or disagreement or dispute with any customer or distributor could reduce our net sales and harm our operating results.Our healthcare business has a concentration of OEM, distributor and direct customers. For example, sales to one just-in-time distributor represented 10% or more of our consolidated revenue for the third quarter of 2024. There were no revenue concentrations for our non-healthcare business, which represented 10% or more of our consolidated revenue for the third quarter of 2024.We cannot provide any assurances that we will retain our current customers, international tenders, groups of customers or distributors, that they will maintain their current or forecasted demand for our products, or that we will be able to attract and retain additional customers in the future. If for any reason we were to lose our ability to sell to a specific group or class of customers or through a distributor, we could experience a significant reduction in revenue or loss of market share, which would adversely impact our operating results. Our revenues could also be negatively affected by any rebates, discounts or fees that are required by, or offered to, GPOs and customers, including wholesalers or distributors. Additionally, one just-in-time distributor of our healthcare products has recently demanded higher fees, which we have agreed to pay in order to continue to offer products to our customers through this distributor. Specifically, in February 2024, we were notified by this distributor of its intent to terminate our distribution agreement as a result of our refusal to increase distribution fees. While we were ultimately able to reach an agreement with this distributor, the loss of any large customer or distributor, an increase in distributor fees, or the risks associated with selling directly to our customers could have a material adverse effect on our business, financial condition and results of operations. Additionally, any material non-payment or non-performance by any of our customers or distributors, a significant

disagreement or dispute with any of our customers or distributors, a significant downturn or deterioration in the business or financial condition of any of our customers or distributors, the early termination of any agreements with any of our customers or distributors, or any other event significantly negatively impacting our contractual relationship with any of our customers or distributors or any losses we may incur from any disagreements or disputed transactions and the resulting impact on the timing and amount of any payments, or any delayed or withheld payments, due from our customers or distributors could adversely affect our business, financial condition and results of operations.Counterfeit Masimo sensors and third-party reprocessed single-patient-use Masimo sensors may harm our reputation and adversely affect our business, financial condition and results of operations.We believe that other entities are manufacturing and selling counterfeit Masimo sensors. In addition, certain medical device reprocessors have been collecting our used single-patient-use sensors from hospitals and then reprocessing, repackaging and reselling those sensors to hospitals. These counterfeit and third-party reprocessed sensors are sold at lower prices than new Masimo sensors. Our experience with both these counterfeit sensors and third-party reprocessed sensors is that they provide inferior performance, increased sensor consumption, reduced comfort and a number of monitoring problems. Notwithstanding these limitations, some of our customers have indicated a willingness to purchase some of their sensor requirements from these counterfeit manufacturers and third-party reprocessors in an effort to reduce their sensor costs. These counterfeit and reprocessed sensors have led and may continue to lead to confusion with our genuine Masimo products, have reduced and may continue to reduce our revenue, and, in some cases, have harmed and may continue to harm our reputation if customers conclude incorrectly that these counterfeit or reprocessed sensors are original Masimo sensors. In addition, we have expended a significant amount of time and expense investigating issues caused by counterfeit and reprocessed sensors, troubleshooting problems stemming from such sensors, educating customers about why counterfeit and reprocessed sensors do not perform to their expectations, enforcing our proprietary rights against the counterfeit manufacturers and reprocessors, and enforcing our contractual rights.In response to these counterfeit sensors and third-party reprocessors, we have incorporated X-CalÂ® technology into certain products to ensure our customers get the performance they expect by using genuine Masimo sensors and that such sensors do 71Table of Contentsnot continue to be used beyond their useful life. However, some customers may object to the X-CalÂ® technology, potentially resulting in the loss of customers and revenues.We also offer our own Masimo reprocessed sensors, which meet the same performance specifications as our new Masimo sensors, to our customers. Reprocessed sensors sold by us are also offered at a lower price and, therefore, may reduce certain customer demand for our new sensors. As a result, increased sales of our own Masimo reprocessed sensors may result in lower revenues, which could negatively impact our business, financial condition and results of operations.Competition and other conflicts with our non-healthcare distribution partners could harm our business and operating results.Several of our existing non-healthcare products compete, and future products may compete, with the product offerings of some of our significant channel and distribution partners. These partners may choose to market and promote their own products over ours or could cease or reduce selling or promoting our products. Any reduction in our ability to place and promote our non-healthcare products, or increased competition from our distribution partners for available shelf or website placement, especially during peak retail sales periods, could adversely affect our non-healthcare business. In addition, the expansion of our direct-to-consumer channel in our non-healthcare business through our brand websites could increase our competition with our channel partners and cause these partners to reduce their purchases of our non-healthcare products. Conflicts in our sales channels could arise and cause channel partners to divert resources away from the promotion and sale of our products. Any of these situations could adversely impact our business, financial condition and results of operations.Risks Related to Our Intellectual Property*If the patents we own or license, or our other intellectual property rights, do not adequately protect our technologies, we may lose market share to our competitors and be unable to operate our business profitably.Our success depends significantly on our ability to protect our rights to the technologies used in our products. Our utilization of patent protection, trade secrets and a combination of copyright and trademark laws, as well as nondisclosure, confidentiality and other contractual arrangements, to protect our intellectual property afford us only limited protection and may not adequately protect our rights or permit us to gain or maintain any competitive advantage. Certain of our patents related to our technologies have begun to expire. Upon the expiration of our issued or licensed patents, we generally lose some of our rights to exclude competitors from making, using, selling or importing products using the technology based on the expired patents.Furthermore, in recent years, the U.S. Supreme Court has ruled on several patent cases and several laws have been enacted that, in certain situations, potentially narrow the scope of patent protection available and weaken the rights of patent owners. As a result, we believe large technology companies may be pursuing an â€œefficient infringementâ€ strategy, having concluded that it is cheaper to infringe third-party intellectual property rights than to acquire, license or otherwise respect them. There can be no assurance that we will be successful in securing additional patents on commercially desirable improvements, that such additional patents will adequately protect our innovations or offset the effect of expiring patents, or that competitors will not be able to design around our patents.72Table of ContentsIn addition, third-parties have challenged, and may continue to challenge, our issued patents through procedures such as Inter-Partes Review (IPR). In many IPR challenges, the U.S. Patent and Trademark Office (PTO) cancels or significantly narrows issued patent claims. IPR challenges could increase the uncertainties and costs associated with the maintenance, enforcement and defense of our issued and future patents and could have a material adverse effect on our business, financial condition and results of operations. Similarly, changes in patent law and regulations in other countries or jurisdictions or changes in the governmental bodies that enforce them or changes in how the relevant governmental authority enforces patent laws or regulations may weaken our ability to obtain new patents or to enforce patents that we have licensed or that we may obtain in the future. For example, the complexity and uncertainty of European patent laws have also increased in recent years. In Europe, in June 2023, a new unitary patent system was introduced, which will significantly impact European patents, including those granted before the introduction of the system. Under the unitary patent system, after a European patent is granted, the patent proprietor can request unitary effect, thereby getting a European patent with unitary effect (Unitary Patent). Each Unitary Patent is subject to the jurisdiction of the Unitary Patent Court (UPC). As the UPC is a new court system, there is no precedent for the court, increasing the uncertainty of any litigation. Patents granted before the implementation of the UPC will have the option of opting out of the jurisdiction of the UPC and remaining as national patents in the UPC countries. Patents that remain under the jurisdiction of the UPC may be potentially vulnerable to a single UPC-based revocation challenge that, if successful, could invalidate the patent in all countries who are signatories to the UPC. We cannot predict with certainty the long-term effects of the new unitary patent system.We also utilize unpatented proprietary technology and know-how and often rely on confidentiality agreements and intellectual property assignment agreements with our employees, OEM partners, independent distributors and consultants to protect such unpatented proprietary technology and know-how. However, such agreements may not be enforceable or may not provide meaningful protection for our proprietary information in the event of unauthorized use or disclosure or other breaches of the agreements, or in the event that our competitors discover or independently develop similar or identical designs or other proprietary information.We rely on the use of registered and common law trademarks with respect to our brands and the names of some of our products. Common law trademarks provide less protection than registered trademarks. Loss of rights in our trademarks could adversely affect our business, financial condition and results of operations.If third-parties claim that we infringe their intellectual property rights, we may incur liabilities and costs and may have to redesign or discontinue selling certain products.Searching for existing intellectual property rights may not reveal important intellectual property and our competitors may also have filed for patent protection, which may not be publicly-available information, or claimed trademark rights that have not been revealed through our searches. In addition, some of our employees were previously employed at our competitors. We may be subject to claims that our employees have disclosed, or that we have used, trade secrets or other proprietary information of our employeesâ€™ former employers. Our efforts to identify and avoid infringing on third-partiesâ€™ intellectual property rights may not always be successful. Any claims of patent or other intellectual property infringement against us, even those without merit, could:â€¢be expensive and time-consuming to defend and result in payment of significant damages to third-parties;â€¢force us to stop making or selling products that incorporate the intellectual property;â€¢require us to redesign, reengineer or rebrand our products, product candidates and technologies;â€¢require us to enter into royalty agreements that would increase the costs of our products;â€¢require us to indemnify third-parties pursuant to contracts in which we have agreed to provide indemnification for intellectual property infringement claims;â€¢divert the attention of our management and other key employees; andâ€¢result in our customers or potential customers deferring or limiting their purchase or use of the affected products impacted by the claims until the claims are resolved; any of which could have a material adverse effect on our business, financial condition and results of operations. In addition, new patents obtained by our competitors could threaten the continued commercialization of our products in the market even after they have already been introduced.73Table of Contents*We believe competitors may currently be violating and may in the future violate our intellectual property rights. As a result, we may initiate litigation to protect and enforce our intellectual property rights, which may result in substantial expense and may divert managementâ€™s attention from implementing our business strategy.We believe that the success of our business depends, in part, on obtaining patent protection for our products and technologies, defending our patents and preserving our trade secrets. We were previously involved in significant litigation to protect our patent positions related to some of our pulse oximetry signal processing patents that resulted in various settlements. We believe some of the new market entrants in the healthcare and monitoring space, including some of the worldâ€™s largest technology companies, and some consumer audio companies may be infringing our intellectual property, and we may be required to engage in additional litigation to protect our intellectual property in the future. In addition, we believe that certain individuals who previously held high level technical and clinical positions with us misappropriated our intellectual property for the benefit of themselves and other companies. For example, on January 9, 2020, we initiated litigation against Apple Inc. for infringement of a number of patents, for trade secret misappropriation and for ownership and correction of inventorship of a number of Apple Inc. patents that list one of our former employees as an inventor. For additional information on the current status of our litigation with Apple Inc., please see Note 24, â€œCommitments and Contingenciesâ€, to our accompanying condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q. Our on-going and future litigation could result in significant additional costs and further divert the attention of our management and key personnel from our business operations and the implementation of our business strategy and may not be successful or adequate to protect our intellectual property rights. Furthermore, in January 2024, we entered into a one year alternative fee agreement (Fee Agreement) with respect to certain on-going legal fees and costs incurred by a vendor. The Fee Agreement imposes certain limits on a quarterly and annual basis for actual legal fees incurred by the vendor that are payable based on work performed related to litigation matters against Apple. If the vendor is successful in obtaining a favorable judgement for us on any claim or counterclaim after exhaustion or dismissal of any appeals, or upon settlement resulting in monetary consideration to us, the vendor will be paid a success fee equal to three times the amount of the excess of the annual legal fee limit within 60 days after entry of a judgement or the effective date of any settlement. Therefore, to the extent that we may be successful in our litigation against Apple, we could be required to make a payments to this vendor in excess of the actual amount of fees incurred in connection with our litigation against Apple.Risks Related to Our Regulatory EnvironmentOur failure to obtain and maintain FDA clearances or approvals on a timely basis, or at all, would prevent us from commercializing our current, upgraded or new healthcare products in the U.S., which could severely harm our business.Unless an exemption applies, each medical device that we market in the U.S. must first undergo premarket review pursuant to the Federal Food, Drug, and Cosmetic Act (FDCA) by receiving clearance of a 510(k) premarket notification, receiving clearance through the de novo classification review process or obtaining approval of a premarket approval (PMA) application. Even if regulatory clearance or approval of a product is granted, the U.S. Food and Drug Administration (FDA) may clear or approve our products only for limited indications for use. Additionally, the FDA may not grant 510(k) clearance on a timely basis, if at all, for new products or new uses that we propose for Masimo SETÂ® or licensed rainbowÂ® technology. The traditional FDA 510(k) clearance process for our medical devices has generally taken between four to nine months. However, our more recent experience and interactions with the FDA, along with information we have received from other medical device manufacturers, suggests that, in some cases, the FDA is requiring applicants to provide additional or different information and data for 510(k) clearance than it had previously required, and that the FDA may not rely on approaches that it had previously accepted to support 510(k) clearance. As a result, FDA 510(k) clearance can be delayed for our products in some cases.To support our product applications to the FDA, we frequently are required to conduct clinical testing of our products. Such clinical testing must be conducted in compliance with FDA requirements pertaining to human research. Among other requirements, we must obtain informed consent from study subjects and approval by institutional review boards before such studies may begin. We must also comply with other FDA requirements such as monitoring, record-keeping, reporting and the submission of information regarding certain clinical trials to a public database maintained by the National Institutes of Health. In addition, if the study involves a significant risk device, we are required to obtain the FDAâ€™s approval of the study under an Investigational Device Exemption (IDE). Compliance with these requirements can require significant time and resources. In addition, public health emergencies and other extraordinary circumstances may disrupt the conduct of our clinical trials. If the FDA determines that we have not complied with such requirements, the FDA may refuse to consider the data to support our applications or may initiate enforcement actions.74Table of ContentsEven though 510(k) clearances have been obtained, if safety or effectiveness problems are identified with our products, we may need to initiate a recall of such products. Furthermore, our new products or significantly modified marketed products could be denied 510(k) clearance and be required to undergo the more burdensome PMA or de novo classification review processes. The process of obtaining a de novo classification or PMA approval is much more costly, lengthy and uncertain than the process for obtaining 510(k) clearance. De novo classification review generally takes six months to one year from the time of submission of the de novo request, although it can take longer. Approval of a PMA generally takes one year from the time of submission of the PMA, but may be longer.Some of our products or product features may not be subject to the 510(k) process and/or other regulatory requirements in accordance with specific FDA guidance and policies, such as the FDA guidance related to mobile medical applications. In additions, some of our products or product features may not be subject to device regulation pursuant to Section 520(o) of the FDCA, which excludes certain software functions from the statutory definition of a device. If the FDA changes its policies or concludes that our marketing of these products is not in accordance with its current policies and/or Section 520(o) of the FDCA, we may be required to seek clearance or approval of these devices through the 510(k), de novo classification review or PMA processes.The failure of our OEM partners to obtain required FDA clearances or approvals for products that incorporate our healthcare technologies could have a negative impact on our revenue.Our healthcare OEM partners are required to obtain their own FDA clearances in the U.S. for most products incorporating our technologies. The FDA clearances we have obtained may not make it easier for our OEM partners to obtain clearances of products incorporating these technologies, or the FDA may not grant clearances on a timely basis, if at all, for any future products incorporating our technologies that our OEM partners propose to market.We are subject to on-going post-market regulation by regulatory authorities and if we fail to comply with these regulatory requirements we could be subject to enforcement actions, penalties or other harm to our business.Our healthcare products, along with the manufacturing processes, labeling and promotional activities for those products, are subject to continual review and periodic inspections by the FDA and other regulatory bodies. Among other requirements, we and certain of our suppliers are required to comply with the FDAâ€™s Quality System Regulation (QSR), which governs the methods and documentation of the design, control testing, production, component suppliers control, quality assurance, complaint handling, labeling control, packaging, storage and shipping of our healthcare products. The FDA enforces the QSR through announced and unannounced inspections. We are also subject to similar state requirements and licenses.In addition to the FDA, from time to time we are subject to inspections by the California Food and Drug Branch, international regulatory authorities and other similar governmental agencies. The standards used by these regulatory authorities are complex and may differ from those used by the FDA.Failure by us or one of our suppliers to comply with statutes and regulations administered by the FDA and other regulatory bodies or failure to adequately respond to any FDA Form 483 observations, any California Food and Drug Branch notices of violation or any similar reports could result in, among other things, any of the following:â€¢warning letters or untitled letters issued by the FDA; â€¢fines, civil penalties, in rem forfeiture proceedings, injunctions, consent decrees and criminal prosecution;â€¢import alerts;â€¢unanticipated expenditures to address or defend such actions;â€¢delays in clearing or approving, or refusal to clear or approve, our products;â€¢withdrawals or suspensions of clearance or approval of our products or those of our third-party suppliers by the FDA or other regulatory bodies;â€¢product recalls or seizures;â€¢orders for physician notification or device repair, replacement or refund;â€¢interruptions of production or inability to export to certain foreign countries; andâ€¢operating restrictions.75Table of ContentsIn addition, many of our healthcare and non-healthcare products are subject to various laws, regulations and legal requirements, including those governing consumer protection, product import and export, hazardous materials usage and discharge, product related energy consumption, electrical safety, wireless emissions, e-commerce, packaging and recycling. Compliance with these requirements, which vary widely depending on jurisdiction, is time consuming and expensive.If we fail to comply with applicable legal requirements, it would harm our reputation and adversely affect our business, financial condition and results of operations.Failure to obtain regulatory authorizations in foreign jurisdictions

may prevent us from marketing our products abroad.We currently market and intend to continue to market our products internationally. Outside of the U.S., we can generally market our healthcare products only if we receive a marketing authorization (and/or meet certain pre-marketing requirements) and, in some cases, pricing approval, from the appropriate regulatory authorities. The regulatory registration/licensing process varies among international jurisdictions and may require additional or different product testing than required to obtain FDA clearance. FDA clearance does not ensure new product registration/licensing by foreign regulatory authorities, and we may be unable to obtain foreign regulatory registration/licensing on a timely basis, if at all. In addition, clearance by one foreign regulatory authority does not ensure clearance by any other foreign regulatory authority or by the FDA. If we fail to receive necessary approvals to commercialize our products in foreign jurisdictions on a timely basis, or at all, our business, financial condition and results of operations could be adversely affected.Furthermore, foreign regulatory requirements may change from time to time, which could adversely affect our ability to market new products, and/or continue to market existing products, internationally. Certain significant changes in the international regulatory landscape have recently taken place or will take place in the near future. These include the new EU Medical Devices Regulation (EU) 2017/745 (MDR), which came into effect on May 26, 2021 and a regulatory regime in the UK effective since January 1, 2021 as a result of the UKâ€™s exit from the EU (Brexit).Modifications to our marketed medical devices may require new regulatory clearances or premarket approvals, or may require us to cease marketing or to recall the modified devices until clearances or approvals are obtained.We have made modifications to our medical devices in the past and we may make additional modifications in the future. Any modification to a medical device that is cleared by the FDA that could significantly affect its safety or effectiveness or that could constitute a major change in its intended use would require a new clearance or approval and certain modifications to devices cleared or approved by foreign regulatory authorities may also require a new clearance or approval. We may not be able to obtain such clearances or approvals in a timely fashion, or at all. Delays in obtaining future clearances would adversely affect our ability to introduce new or enhanced products in a timely manner, which in turn would have an adverse effect on our business, financial condition and results of operations. For device modifications that we conclude do not require a new regulatory clearance or approval, we may be required to recall and to stop marketing the modified devices if the government agency disagrees with our conclusion and requires new clearances or approvals for the modifications. This could have an adverse effect on our business, financial condition and results of operations.If our healthcare products cause or contribute to a death or serious injury, or malfunction in a way that would likely cause or contribute to a death or serious injury, we will be subject to medical device reporting regulations and other applicable laws, and may need to initiate voluntary or mandatory corrective actions, such as the recall of our healthcare products.Regulatory agencies in many countries require us to report anytime our healthcare products cause or contribute to a death or serious injury, or malfunction in a way that would likely cause or contribute to a death or serious injury. For example, under the FDA medical device reporting regulations, we are required to report to the FDA any incident in which a product of ours may have caused or contributed to a death or serious injury or in which a product of ours malfunctioned and, if the malfunction were to recur, would be likely to cause or contribute to death or serious injury. In addition, all manufacturers placing medical devices on the market in the EU are legally required to report any serious or potentially serious incidents involving devices produced or sold by the manufacturer to the relevant authority in those jurisdictions where any such incident occurred.76Table of ContentsThe FDA and similar foreign regulatory authorities have the authority to require the recall of our commercialized healthcare products in the event of material deficiencies or defects in, for example, design, labeling or manufacture. The FDA must find that there is a reasonable probability that the device would cause serious adverse health consequences or death in order to require a recall. The standard for recalling deficient products may be different in foreign jurisdictions. Manufacturers may, under their own initiative, recall a product if any material deficiency is found in a device or they become aware of a safety issue involving a marketed product. A government-mandated or voluntary recall by us or by one of our distributors could occur as a result of component failures, manufacturing errors, design or labeling defects or other deficiencies and issues. We may initiate certain field actions, such as a product correction or removal of our products in the future. In addition, third- parties that commercialize products incorporating our technologies may initiate similar actions or product corrections. Any correction or removal initiated by us to reduce a health risk posed by our device, or to remedy a violation of the FDCA or other regulations caused by the device that may present a risk to health, must be reported to the FDA. If the FDA subsequently determines that a report was required for a correction or removal of our products that we did not believe required a report, we could be subject to enforcement actions. In addition, our non-healthcare products, including components we source from third parties, may be found to have design or manufacturing defects. Such defects may result in additional costs for product modifications, voluntary or mandated product recalls or other liabilities resulting from product malfunctions. For example, defects in our audio products may result in overheating or electrical shock, creating a risk of personal injury or property damage.Any recalls or corrections of our products or third-party products that incorporate our technologies, or enforcement actions would divert managerial and financial resources and could have an adverse effect on our financial condition and results of operations. In addition, given our dependence upon patient, physician and consumer perceptions, any negative publicity associated with any recalls could materially and adversely affect our business, financial condition, results of operations and growth prospects.In August 2023, we decided to conduct a voluntary recall of select Rad-GÂ® products in connection with an issue that can result in an unintentional change in the power state of the device. On February 14, 2024, we initiated the voluntary recall. On February 21, 2024, we received a subpoena from the Department of Justice (DOJ) seeking documents and information related to our Rad-GÂ® and Rad-97Â® products, including information relating to complaints surrounding the products and our decision to recall the Rad-GÂ®. Additionally, on March 25, 2024, we received a civil investigative demand from the DOJ seeking documents and information related to customer returns of our Rad-GÂ® and Rad-97Â® products, including returns related our recall of select Rad-GÂ® products in 2024. We are investigating the reasons for the delay between August 2023 and February 2024 when the recall was initiated. We are cooperating with the government and may expend significant financial and managerial resources in connection with responding to the subpoena and the investigative demand and any related investigation or any other future requests for information.Promotion of our healthcare products using claims that are off-label, unsubstantiated, false or misleading could subject us to substantial penalties.Obtaining 510(k) clearance permits us to promote our products for the uses cleared by the FDA. Use of a device outside its cleared or approved indications is known as â€œoff-labelâ€ use. Physicians may use our products off-label because the FDA does not restrict or regulate a physicianâ€™s choice of treatment within the practice of medicine, but we may not promote our products â€œoff-labelâ€. While we may request additional cleared indications for our current products, the FDA may deny those requests, require additional expensive clinical data to support any additional indications or impose limitations on the intended use of any cleared product as a condition of clearance. If the FDA determines that our products were promoted for off-label use or that false, misleading or inadequately substantiated promotional claims have been made by us or our OEM partners, it could request that we or our OEM partners modify those promotional materials or it could take regulatory or enforcement actions, including the issuance of an untitled letter, warning letter, injunction, seizure, civil fine and criminal penalties. While certain U.S. courts have held that truthful, non-misleading, off-label information is protected under the First Amendment under certain circumstances, the FDA continues to take the position that off-label promotion is subject to enforcement action.It is also possible that other federal, state or foreign enforcement authorities may take action if they consider our communications, including promotional or training materials, to constitute promotion of an uncleared or unapproved use. If not successfully defended, enforcement actions related to off-label promotion could result in significant fines or penalties under other statutory authorities, such as laws prohibiting false claims for reimbursement. In any such event, our reputation could be damaged, adoption of our products could be impaired and we could be subject to extensive fines and penalties. 77Table of ContentsAdditionally, we must have adequate substantiation for the claims we make for our products. If any of our claims are determined to be false, misleading or deceptive, our products could be considered misbranded under the FDCA or in violation of the Federal Trade Commission Act. We could also face lawsuits from our competitors under the Lanham Act alleging that our marketing materials are false or misleading.Government agencies in the EU, UK, Japan and other countries and jurisdictions have similar regulations on the advertising and promotion of medical devices. If we fail to comply with any of these regulations, our reputation could be damaged, adoption of our products could be impaired and we could be subject to extensive fines and penalties.*The regulatory environment governing information, data security and privacy is increasingly demanding and evolving. Many of the laws and regulations in this area are subject to uncertain interpretation, and our failure to comply could result in claims, penalties or increased costs or otherwise harm our business. Personal privacy and data security have become significant issues in the U.S., Europe, the Middle East, Canada, China and many other jurisdictions where we offer our products. The regulatory framework for privacy and security issues worldwide is rapidly evolving and is likely to remain uncertain for the foreseeable future. A growing number of U.S. states have passed comprehensive privacy laws. These state laws govern the processing of residentsâ€™ personal information. Among many new requirements, some of the state privacy laws expand consumersâ€™ rights (such as opting out of the sale of personal information to third parties and targeted advertising, restricting certain uses and disclosures of sensitive data, and requesting access, deletion, or correction of personal information). Some state laws also minimize what data can be collected from consumers and how businesses may use and disclose it. These state privacy laws also require businesses to make disclosures to consumers about data collection, use and sharing practices, and some state privacy laws require that businesses obtain consent from consumers for certain uses and disclosures of their sensitive data. In addition, some of these state privacy laws, along with other standalone state health privacy laws, subject certain health-related information to additional safeguards and disclosures and some specifically regulate consumer health data, such as the Washington My Health My Data Act and the Nevada health data privacy law that each went into effect this year. There is significant uncertainty regarding how regulators will interpret and enforce this patchwork of new laws, particularly to the extent there are inconsistencies or differences in their requirements. In addition, in states that allow for a private right of action to enforce these laws, we are subjected to a higher risk of individual and class action lawsuits. Moreover, we have observed an increase in plaintiffs seeking to apply older privacy laws such as the Video Privacy Protection Act and the California Invasion of Privacy Act to newer technologies to allege claims of invasion of privacy rights.We continue to be subject to federal privacy laws, such as the Health Insurance Portability and Accountability Act of 1996 (HIPAA), in certain circumstances, in connection with any personal health information or medical information that we may obtain or have access to in connection with the operation of our business. Further, we are subject to regulation by the Federal Trade Commission (FTC), which, in recent years, has increased its scrutiny of the practices of entities that collect certain health-related information from consumers. Moreover, comprehensive federal data privacy legislation has been proposed and, if passed, would further change the privacy and data security compliance landscape. In addition, on July 26, 2023, the SEC adopted rules requiring registrants to disclose material cybersecurity incidents they experience and to disclose on an annual basis material information regarding their cybersecurity risk management, strategy and governance.All 50 U.S. states have data breach notification laws that, if violated, could result in penalties, fines and litigation. In addition, many states have implemented or are in the process of implementing related legislation, including state-specific biometric privacy laws that have resulted in individual and class-action lawsuits against businesses. The full impact of these laws on our business is yet to be determined, but it could result in increased operating expenses as well as additional exposure to the risk of litigation by or on behalf of consumers. In addition, Colorado has enacted comprehensive legislation to regulate certain artificial intelligence systems that will subject businesses that develop and deploy these systems to increased compliance obligations, and a number of other states have proposed legislation to regulate the use of artificial intelligence.Internationally, the European Data Protection Board continues to release guidelines for industries and impose fines related to the General Data Protection Regulation (GDPR), some of which have been very significant. To improve coordination among EU supervisory authorities, the European Commission has proposed a new regulation that would help to streamline enforcement of the GDPR in cross-border cases. Meanwhile, there continues to be persistent uncertainty relating to the transfer of personal data from Europe to the U.S., or other non-adequate countries, following the Schrems II decision. On July 10, 2023, the European Commission adopted its adequacy decision on the EU-U.S. Data Privacy Framework (DPF). The decision, which took effect on the day of its adoption, concludes that the United States ensures an adequate level of protection for personal data transferred from the EEA to companies certified to the DPF. However, it remains too soon to tell how the future of Privacy Shield 2.0 will evolve and what impact it will have on our international activities. At least one challenge to the DPF is pending before the Court of Justice of the European Union.78Table of ContentsFurther, Brexit has led and could also lead to legislative and regulatory changes that may increase our compliance costs. As of January 1, 2021 and the expiry of transitional arrangements agreed to between the UK and the EU, data processing in the UK is governed by a UK version of the GDPR (combining the GDPR and the Data Protection Act 2018), exposing us to two parallel regimes, each of which authorizes similar fines and other potentially divergent enforcement actions for certain violations. On June 28, 2021, the European Commission adopted an Adequacy Decision for the UK, allowing for the relatively free exchange of personal information between the EU and the UK, (as the UK correspondingly allows transfers back to the EU). However, the European Commission may suspend the Adequacy Decision if it considers that the UK no longer provides for an adequate level of data protection. Following the UK national elections in July 2024, the new UK Labour Government has expressed its intention to introduce into Parliament two pieces of legislation to regulate the use of digital IDs and to strengthen the UKâ€™s cyber defenses, but has yet to signal an intention to materially change the UKâ€™s data protection framework. The government also stated an intention to more heavily regulate the development of artificial intelligence but referenced no specific legislation.Other international jurisdictions, including Canada, China, India, Saudi Arabia, South Africa, the UAE, Singapore, South Korea, Mexico, Australia, Argentina, India and Brazil, among others, have also implemented, or are in the process of implementing laws relating to data privacy and protection that are all already in effect or are anticipated to go into effect soon, or are amending existing laws. In addition, several jurisdictions such as South Korea have shown increased enforcement of their existing data privacy and security laws. Although we believe that we are complying with the GDPR and similar laws, these laws are still relatively new. Therefore, as international data privacy and protection laws continue to evolve, and as new regulations, interpretive guidance and enforcement information become available, we may incur additional costs to modify our business practices to comply with these requirements.We may be required to make costly system modifications to comply with applicable data privacy and security laws. Violations of these laws, or allegations of such violations, could subject us to criminal or civil, monetary or and non-monetary penalties, disrupt our operations, involve significant management distraction, negatively impact our brand image, subject us to class action lawsuits and result in a material adverse effect on our business, financial condition and results of operations.We may be subject to or otherwise affected by federal and state healthcare laws, including fraud and abuse laws, and could face substantial penalties if we are unable to fully comply with these laws.Healthcare fraud and abuse laws potentially applicable to our operations include, but are not limited to:â€¢the federal Anti-Kickback Statute, which prohibits, among other things, knowingly and willfully offering, paying, soliciting or receiving any bribe, kickback or other remuneration intended to induce the purchase, order or recommendation of an item or service reimbursable under a federal healthcare program (such as the Medicare or Medicaid programs);â€¢the federal False Claims Act and other federal laws which prohibit, among other things, knowingly and willfully presenting, or causing to be presented, claims for payment from Medicare, Medicaid, other government payers or other third-party payers that are false or fraudulent;â€¢the Physician Payments Sunshine Act, which requires medical device companies to track and publicly report, with limited exceptions, all payments and transfers of value to certain healthcare professionals and teaching hospitals in the U.S.; andâ€¢state laws analogous to each of the above federal laws, such as state anti-kickback and false claims laws that may apply to items or services reimbursed by governmental programs and non-governmental third-party payers, including commercial insurers.If we are found to have violated any such laws or other similar governmental regulations, including their foreign counterparts, that are directly or indirectly applicable to us, we may be subject to penalties, including civil and criminal penalties, damages, fines, exclusion of our products from reimbursement under Medicare, Medicaid and other federal healthcare programs, and the curtailment or restructuring of our operations. Any penalties could adversely affect our ability to operate our business and our financial results. Any action against us for violation of these laws, even if we successfully defend against such action, could cause us to incur significant legal expenses and divert our managementâ€™s attention from the operation of our business.79Table of ContentsRisks Related to Our Business and Operations*We may experience conflicts of interest with Willow with respect to business opportunities and other matters.Prior to our initial public offering in August 2007, our stockholders owned 99% of the outstanding shares of capital stock of Willow, and we believe that a number of our stockholders, including certain of our directors, executive officers, including our former Chairman and CEO, Mr. Kiani, continue to own shares of Willow stock. Mr. Kiani is also the Chairman and CEO of Willow. For additional information with respect to our leadership, please see â€œExecutive Leadership and Board Transitionsâ€ in Part I, Item 2 of this Quarterly Report on Form 10-Q. Due to the interrelated nature of Willow with us, conflicts of interest may arise with respect to transactions involving business dealings between us and Willow, potential acquisitions of businesses or products, the development and ownership of technologies and products, the sale of products, markets and other matters in which our best interests and the best interests of our stockholders may conflict with the best interests of the stockholders of Willow. In addition, we and Willow may disagree regarding the interpretation of certain terms in the Cross-Licensing Agreement. We cannot guarantee that any conflict of interest will be resolved in our favor, or

that, with respect to our transactions with Willow, we will negotiate terms that are as favorable to us as if such transactions were with another third-party.We will be required to assign to Willow and pay Willow for the right to use certain products and technologies we develop that relate to the monitoring of non-vital sign parameters, including improvements to Masimo SETÂ®.Under the Cross-Licensing Agreement, if we develop certain products or technologies that relate to the noninvasive monitoring of non-vital sign parameters, including improvements to Masimo SETÂ® for the noninvasive monitoring of non-vital sign parameters, we would be required to assign these developments to Willow and then license the technology back from Willow in consideration for upfront payments and royalty obligations to Willow. Therefore, these products and technologies would be deemed to have been developed or improved exclusively by Willow. In addition, we will not be reimbursed by Willow for our expenses relating to the development or improvement of any such products or technologies, which expenses may be significant. As a result of these terms, we may not generate any revenue from the further development of certain products and technologies for the monitoring of non-vital sign parameters, including improvements to Masimo SETÂ®, which could adversely affect our business, financial condition and results of operations.In the event that the Cross-Licensing Agreement is terminated for any reason, or Willow grants a license to rainbowÂ® technology to a third-party, our business would be adversely affected.Willow owns all of the proprietary rights to certain rainbowÂ® technology developed with our proprietary Masimo SETÂ® for products intended to be used in the â€œWillow Marketâ€, and all rights to any non-vital signs measurement for which we do not exercise an option pursuant to the Cross-Licensing Agreement. In addition, Willow has the right to terminate the Cross-Licensing Agreement or grant licenses covering rainbowÂ® technology to third-parties if we breach certain terms of the agreement, including any failure to meet our minimum royalty payment obligations or failure to use commercially reasonable efforts to develop or market products incorporating licensed rainbowÂ® technology. If we lose our exclusive license to rainbowÂ® technology, we would lose the ability to prevent others from making, using, selling or importing products using rainbowÂ® technology in our market. As a result, we would likely be subject to increased competition within our market, and Willow or competitors who obtain a license to rainbowÂ® technology from Willow would be able to offer related products.We may not be able to commercialize our products incorporating licensed rainbowÂ® technology cost-effectively or successfully.As a result of the royalties that we must pay to Willow, it is generally more expensive for us to make products that incorporate licensed rainbowÂ® technology than products that do not include licensed rainbowÂ® technology. Accordingly, we may not be able to sell products incorporating licensed rainbowÂ® technology at a price the market is willing to accept. If we cannot commercialize our products incorporating licensed rainbowÂ® technology successfully, we may not be able to generate sufficient revenue from these products to be profitable, which could adversely affect our business, financial condition and results of operations.80Table of ContentsIf we are unable to obtain key materials and components from sole or limited source suppliers, we will not be able to deliver our products to customers. We depend on certain sole or limited source suppliers for certain key materials and components, including digital signal processor chips and analog-to-digital converter chips for certain products. These suppliers are located around the world, and the production and shipment of such materials and components may be constrained globally due to freight carrier delays and other disruptions to the supply chain. We may experience manufacturing problems related to these suppliers and other outside sources if such suppliers fail to develop, manufacture or ship products and components to us on a timely basis, or provide us with products and components that do not meet our quality standards and required quantities. We previously experienced supply constraints with regard to certain digital signal processor chips and other components during the COVID-19 pandemic, which affected our sales during 2022. In addition, from time to time there have been industry-wide shortages of certain components that we use in certain products. We may also experience price increases for materials, components and shipping with no guarantee that such increases can be passed along to our customers, which could adversely impact our gross margins.If any of these problems occur, we may be unable to obtain substitute sources for these products and components on a timely basis or on terms acceptable to us, which could harm our ability to manufacture our own products and components profitably or on time.*Future strategic initiatives, including acquisitions or separations of businesses and strategic investments or joint ventures, could negatively affect our business, financial condition and results of operations if we fail to integrate the acquired businesses and their employees successfully into our existing operations or achieve the desired results of our initiatives.We have acquired several businesses since our inception and we may acquire additional businesses in the future. For example, on April 11, 2022, we completed our acquisition of Sound United. In connection with the Sound United acquisition, on April 11, 2022, we entered into a Credit Facility to partially fund the acquisition. Future acquisitions may require additional debt or equity financing, which could be dilutive to our existing stockholders or reduce our earnings per share or other financial metrics. Even if we complete acquisitions, there are many factors that could affect whether such acquisition, including our acquisition of Sound United, will be beneficial to our business, including, without limitation:â€¢payment of above-market prices for acquisitions and higher than anticipated acquisition costs;â€¢issuance of common stock as part of the acquisition price or a need to issue stock options or other equity-based compensation to newly-hired employees of target companies, resulting in dilution of ownership to our existing stockholders; â€¢reduced profitability if an acquisition is not accretive to our business over either the short-term or the long-term; â€¢difficulties in integrating any acquired companies, personnel, products and other assets into our existing business;â€¢delays in realizing the benefits of the acquired company, products or other assets;â€¢regulatory challenges and becoming subject to additional regulatory requirements;â€¢cybersecurity and compliance-related issues;â€¢diversion of our managementâ€™s time and attention from other business concerns;â€¢limited or no direct prior experience in new markets or countries we may enter;â€¢unanticipated issues dealing with unfamiliar suppliers, service providers or other collaborators of the acquired company;â€¢higher costs of integration than we anticipated;â€¢write-downs or impairments of goodwill or other intangible assets associated with the acquired company;â€¢difficulties in retaining key employees of the acquired business who are necessary to manage these acquisitions; â€¢negative impacts on our relationships with our employees, clients, customers or collaborators;â€¢intellectual property and other litigation, other claims or liabilities in connection with the acquisition; andâ€¢changes in the overall financial model as certain acquired companies may have a different revenue, gross profit margin or operating expense profile.81Table of ContentsFurther, our ability to benefit from future acquisitions and/or external strategic investments, joint ventures or any other business separation depends on our ability to successfully conduct due diligence, negotiate acceptable terms, evaluate prospective opportunities and bring acquired technologies and/or products to market at acceptable margins and operating expense levels. On September 25, 2024, we announced that our Board remains committed to the previously announced review of alternatives for both the consumer audio and consumer healthcare businesses, and that our Board has engaged Centerview Partners and Morgan Stanley as financial advisors and Sullivan & Cromwell as a legal advisor. For more information regarding the risks associated with the potential separation of any of our consumer businesses, see the risk factor below with the heading â€œThe potential separation of any of our consumer businesses is subject to various risks and uncertainties, and may not be completed on the terms currently contemplated, if at all, and, if completed, may not achieve the intended benefits.â€We may also discover deficiencies in internal controls, data adequacy and integrity, product quality, regulatory compliance, product liabilities or other undisclosed liabilities that we did not uncover prior to our acquisition or investment, which could result in us becoming subject to penalties, other liabilities or asset impairments. In addition, if we do not achieve the anticipated benefits of an acquisition or other external investment as rapidly as expected, or at all, investors or analysts may downgrade our stock. We also expect to continue to carry out internal strategic initiatives that we believe are necessary to grow our revenues and expand our business, both in the U.S. and abroad. For example, we have continued to invest in international expansion programs designed to increase our worldwide presence and take advantage of market expansion opportunities around the world. Although we believe our investments in these initiatives continue to be in the long-term best interests of Masimo and our stockholders, there are no assurances that such initiatives will yield favorable results for us. Accordingly, if these initiatives are not successful, our business, financial condition and results of operations could be adversely affected.If these risks materialize, our stock price could be materially adversely affected. Any difficulties in the integration of acquired businesses or unexpected penalties, liabilities or asset impairments in connection with such acquisitions or investments could have a material adverse effect on our business, financial condition and results of operations. *Our new products and changes to existing products, including as a result of our acquisition of Sound United could fail to attract or retain users or generate revenue and profits. Further, we may not be successful in our non-healthcare expansion, which could adversely affect our business, reputation or financial results.In connection with the Sound United acquisition, we have expanded our business and product strategy to additionally focus on non-healthcare consumer products to integrate with our successful medical technology businesses. Further, we may introduce certain changes to our existing healthcare products or introduce new and unproven products. Prior to the Sound United acquisition, we did not have significant experience with consumer hardware products, and Sound United does not have experience with healthcare products, which may adversely affect our ability to successfully develop and market these products and technologies and integrate them with our existing products and platforms. We expect this will be a complex, evolving, and long-term strategic initiative that will involve the development of new and emerging technologies, continued investment in medical technology and consumer products, and collaboration with other companies, developers, partners and other participants. However, our non-healthcare business may not develop in accordance with our vision and expectations, and market acceptance of features, products or services we build for our consumer businesses may be uncertain. We may be unsuccessful in our research and product development efforts, including if we are unable to develop relationships with key participants in the consumer products business. Our new strategic efforts may also divert resources and management attention from other areas of our business. In addition, as our non-healthcare business continues to evolve, we may be subject to a variety of laws and regulations in the U.S. and international jurisdictions, which we were not previously affected by, including in the areas of privacy, which may delay or impede the development of our products and services, increase our operating costs, require significant management time and attention, or otherwise harm our business. In addition, the expansion of our non-healthcare business could be significantly impacted by our recently announced evaluation of the separation of our consumer businesses (see the risk factor below with the heading â€œThe potential separation of any of our consumer businesses is subject to various risks and uncertainties, and may not be completed on the terms currently contemplated, if at all, and, if completed, may not achieve the intended benefitsâ€ for more information regarding the risks associated with the potential separation of our consumer businesses). As a result of these or other factors, our non-healthcare expansion and investments may not be successful in the foreseeable future, or at all, which could adversely affect our business, reputation, or financial results.82Table of ContentsOur Credit Facility contains certain covenants and restrictions that may limit our flexibility in operating our business.Our Credit Facility contains various affirmative covenants and restrictions that limit our ability to engage in specified types of transactions, including:â€¢incurring specified types of additional indebtedness, there can be no assurance that we will be able to obtain any additional debt or equity financing at the time needed or that such financing will be available on terms that are favorable or acceptable to us (including guarantees or other contingent obligations); â€¢paying dividends on, repurchasing or making distributions in respect of our common stock or making other restricted payments, subject to specified exceptions; â€¢making specified investments (including loans and advances); â€¢selling or transferring certain assets; â€¢creating certain liens; â€¢consolidating, merging, selling or otherwise disposing of all or substantially all of our assets; and â€¢entering into certain transactions with any of our affiliates.In addition, under our Credit Facility, we are required to satisfy and maintain specified financial ratios and other customary affirmative and negative covenants. Our ability to meet those financial ratios and affirmative and negative covenants could be affected by events beyond our control and, therefore, we cannot be assured that we will be able to continue to satisfy these requirements. A breach of any of these ratios or covenants could result in a default under our Credit Facility. Upon the occurrence of an event of default, the Lenders could elect to declare all amounts outstanding under our Credit Facility immediately due and payable, terminate all commitments to extend further credit and pursue legal remedies for recovery, all of which could adversely affect our business and financial condition. See Note 15, â€œDebtâ€, to our accompanying condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q for additional information on our Credit Facility.Further, if we do not achieve the anticipated benefits from the Sound United acquisition, our ability to service our indebtedness may be adversely impacted. Even if we achieve the anticipated benefits from the acquisition, we may be required to raise substantial additional financing to fund working capital, capital expenditures, acquisitions, or other general corporate purposes. Our ability to arrange additional financing and make payments of principal and interest on our indebtedness will depend on our future performance, which will be subject to general economic, financial, and business conditions as well as other factors affecting our operations, many of which are beyond our control.We have incurred impairment charges for other intangible assets, and may incur further impairment charges in the future, which would negatively impact our operating results.During the third quarter of 2023, we experienced continued declines in our stock price and certain worsening macro-economic market conditions, including continued slowing in demand for consumer audio products, which contributed to a significant decline in our market capitalization. Based on these factors, we determined that there was a triggering event for the three months ended September 30, 2023, which required an interim impairment assessment. Accordingly, we performed an interim impairment test of goodwill and indefinite-lived intangibles, and a recoverability test for other long-lived assets with finite lives. This quantitative assessment indicated that the carrying value of certain trademarks in the non-healthcare reporting unit were impaired by approximately $7.0 million. No impairment of goodwill was identified, as the fair value of each reporting unit exceeded its carrying value as of September 30, 2023.During the fourth quarter of 2023, although we experienced a recovery in our stock price and stabilization in our market capitalization, we also experienced continued softening in customer demand for our non-healthcare core audio products and additional supply chain inefficiencies. Based on these factors and further quantitative assessment, we determined the carrying value of certain trademarks in the non-healthcare reporting unit were impaired by approximately $3.0 million.We review goodwill, other intangibles and other long-lived assets with finite lives for impairment at least annually in the fourth quarter of the year or more frequently if an event occurs indicating the potential for impairment. In the event we are required to record additional non-cash impairment charges to our goodwill, other intangibles and other long-lived assets with finite lives in the future, such a non-cash charge could have a material adverse effect on our consolidated statements of operations and balance sheets in the reporting period in which we record the charge.83Table of ContentsWe may need additional capital and failure to raise additional capital on terms favorable to us, or at all, could limit our ability to grow our business and develop or enhance our service offerings to respond to market demand or competitive challenges.We anticipate that our existing cash and cash equivalents, amounts available under our Credit Facility, and cash provided by operations, taken together, provide adequate resources to fund on-going operating and capital expenditures, working capital requirements, and other operational funding needs for the next 12 months. However, we may require additional cash resources due to changed business conditions or other future developments. If our existing resources are insufficient to satisfy cash requirements, we may seek to obtain one or more additional credit facilities, sell equity or debt securities or pursue other forms of financing. The incurrence of indebtedness would result in increased debt service obligations and could require us to agree to operating and financing covenants that could potentially restrict our operations. The sale of additional equity securities, or securities convertible into equity securities, could result in dilution to stockholders. In addition, actual events involving limited liquidity, defaults, non-performance or other adverse developments that affect financial institutions, transactional counterparties or other companies in the financial services industry or the financial services industry generally, or concerns or rumors about any events of these kinds or other similar risks, have in the past and may in the future lead to market-wide liquidity problems and could increase our costs of borrowing. Our ability to obtain additional capital on acceptable terms is subject to a variety of uncertainties, including investorsâ€™ perception of, and demand for, our securities, conditions in the capital markets in which we may seek to raise funds, our future results of operations and financial condition, and general economic, macro-economic, political and geopolitical conditions. In addition, even if debt financing is available, the cost of additional financing may be significantly higher than those provided for in our current Credit Facility. Moreover, financing may not be available in amounts or on terms acceptable to us, or at all, or at times when we require it, each of which could limit our ability to grow and expand our business and operations and develop or enhance our products and offerings to respond to market demand or competitive or other business challenges. *The potential separation of any of our consumer businesses is subject to various risks and uncertainties, and may not be completed on the terms currently contemplated, if at all, and, if completed, may not achieve the intended benefits.On September 25, 2024, we announced that our Board remains committed to the previously announced review of alternatives for both the consumer audio and consumer healthcare businesses, and that our Board has engaged Centerview Partners and Morgan Stanley as financial advisors and Sullivan & Cromwell as a legal advisor.Any proposed separation is expected to require significant time and attention from our senior management and employees. Completion of any proposed separation and its timing will be subject to a number of factors and conditions, including the finalization of the structure of any proposed separation, approval by our Board, and the satisfaction of any agreed or required conditions, among other things. There can be no assurances that we will be able to complete any proposed separation on a specified timeline or at all. These risks with respect to any proposed separation could negatively affect our business, financial condition and results of operations. The execution of the proposed separation has required and may continue to require significant time and attention from our senior management and employees, which could cause disruption in business processes and adversely affect our financial results and our results of operations, and our employees may

be distracted due to uncertainty regarding the future state of our Company.Risks Related to Our StockConcentration of ownership of our stock among our existing directors, executive officers and principal stockholders may prevent new investors from influencing significant corporate decisions.As of SeptemberÂ 28, 2024, our current directors and executive officers and their affiliates, in the aggregate, beneficially owned approximately 18.4% of our outstanding stock. Subject to any fiduciary duties owed to our other stockholders under Delaware law, these stockholders may be able to exercise significant influence over matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions, and will have some control over our management and policies in their roles as stockholders. Some of these persons or entities may have interests that are different from yours. For example, these stockholders may support proposals and actions with which you may disagree or which are not in your best interests.The concentration of ownership could delay or prevent a change in control of us, or otherwise discourage a potential acquirer from attempting to obtain control of us, which in turn could reduce the price of our stock.In addition, these stockholders could use their voting influence to maintain our existing management and directors in office or support or reject other management and Board proposals that are subject to stockholder approval, such as amendments to our employee stock plans and approvals of significant financing transactions.84Table of ContentsWe may be unable to accurately forecast our financial and operating results and appropriately plan our expenses in the future or we may fail to meet our publicly announced guidance about our business and future operating results.From time to time, we release earnings guidance or other financial guidance in our quarterly and annual earnings conference calls or otherwise, regarding our future performance that represents our managementâ€™s estimates as of the date of release. Our guidance includes forward-looking statements based on projections prepared by our management. Projections are based upon a number of assumptions and estimates that are based on information known when they are issued, and, while presented with numerical specificity, are inherently subject to significant business, economic, and competitive uncertainties and contingencies relating to our business, many of which are beyond our control and are based upon specific assumptions with respect to future business decisions, some of which will change. Some of those key assumptions include broader macro-economic conditions and the resulting impact of these factors on future consumer spending patterns and our business. These assumptions are inherently difficult to predict, particularly in the long term. Additionally, forecasted financial and operating results may differ materially from actual results, which may materially adversely affect our financial condition and stock price. For example, if certain of our assumptions or estimates prove to be wrong, including any of the economic trends and developments affecting our business discussed in Part I, Item 2 of this Quarterly Report on Form 10-Q, this could cause us to miss our earnings guidance or negatively impact the results we report, either of which could negatively impact our stock price and expose us to potential stockholder litigation. We generally state possible outcomes as high and low ranges which are intended to provide a sensitivity analysis as variables are changed but are not intended to imply that actual results could not fall outside of the suggested ranges. Furthermore, analysts and investors may develop and publish their own projections of our business, which may form a consensus about our future performance. Our actual business results may vary significantly from such guidance or estimates or that consensus due to a number of factors, many of which are outside of our control, including global economic uncertainty and financial market conditions, geopolitical events, rising inflation, and rising interest rates, potential recessionary factors, and foreign exchange rate volatility, which could adversely affect our business and future operating results. We use the reports and models of economic experts in making assumptions relating to consumer discretionary spending and predictions as to timing and pace of any future economic impacts. If these models are incorrect or incomplete, or if we fail to accurately predict the full impact of certain factors, such as macro-economic factors, the guidance and other forward-looking statements we provide may also be incorrect or incomplete. Furthermore, if we make downward revisions of our previously announced guidance, or if our publicly announced guidance of future operating results fails to meet expectations of analysts, investors, or other interested parties, the price of our common stock could decline. Guidance is necessarily speculative in nature, and it can be expected that some or all of the assumptions underlying the guidance furnished by us will not materialize or will vary significantly from actual results. In light of the foregoing, investors are urged not to rely upon our guidance in making an investment decision regarding our common stock.*Our corporate documents, and Delaware law contain provisions that could discourage, delay or prevent a change in control of our company, prevent attempts to replace or remove current management and reduce the market price of our stock.Provisions in our certificate of incorporation and bylaws may discourage, delay or prevent a merger or acquisition involving us that our stockholders may consider favorable. For example, our certificate of incorporation authorizes our Board to issue up to 5.0 million shares of â€œblank checkâ€ preferred stock. As a result, without further stockholder approval, our Board has the authority to attach special rights, including voting and dividend rights, to this preferred stock, including pursuant to a stockholder rights plan, such as those underlying the Rights Agreement we previously adopted on September 9, 2022, which we terminated in accordance with the terms of the Amendment to the Rights Agreement we entered into effective as of March 22, 2023. However, we may implement a new stockholder rights plan in the future, which may have the effect of discouraging or preventing a change in control by, among other things, making it uneconomical for a third party to acquire us without the consent of our Board. With such rights, preferred stockholders could make it more difficult for a third-party to acquire us. In addition, our certificate of incorporation previously provided for a staggered Board, whereby directors serve for three-year terms, with one-third of the directors coming up for reelection each year. However, at our 2023 annual meeting of stockholders held on June 26, 2023, our stockholders approved an amendment to our certificate of incorporation, pursuant to which we will phase-in the declassification of our Board over four years, whereby all members of our Board that are elected after our 2023 annual meeting of stockholders would be elected for annual terms. Accordingly, the three-year term for the Class I directors elected at our 2023 annual meeting of stockholders will expire at our 2026 annual meeting of stockholders, the three-year term for the Class II directors elected at our 2021 annual meeting of stockholders expired as originally scheduled at our 2024 annual meeting of stockholders and the three-year term for the Class III directors elected at our 2022 annual meeting of stockholders will expire as originally scheduled at our 2025 annual meeting of stockholders. The implementation of the declassification of our Board commenced at our 2024 annual meeting of stockholders. Directors elected at our 2024 annual meeting of stockholders and each annual meeting of stockholders thereafter will be elected to serve a one-year term. Beginning with our 2026 annual meeting of stockholders, all directors would stand for annual elections.85Table of ContentsWe are also subject to anti-takeover provisions under the General Corporation Law of the State of Delaware (DGCL). Under these provisions, if anyone becomes an â€œinterested stockholder,â€ we may not enter into a â€œbusiness combinationâ€ with that person for three years without special approval, which could discourage a third-party from making a takeover offer and could delay or prevent a change in control of us. For purposes of these provisions, an â€œinterested stockholderâ€ generally means someone owning 15% or more of our outstanding voting stock or an affiliate of ours that owned 15% or more of our outstanding voting stock during the past three years, subject to certain exceptions as described in the DGCL.*Recent changes to our senior leadership and our Board could create uncertainties and adversely impact our business.Our senior leadership and our Board have experienced personnel turnover. See â€œExecutive Leadership and Board Transitionsâ€ in Part I, Item 2 of this Quarterly Report on Form 10-Q for additional information on our leadership. Changes in our executive leadership team and our Board may be disruptive to, or cause uncertainty in, our business and could have a negative impact on our ability to manage and grow our business effectively. The prolonged absence of a permanent CEO could adversely impact our business and results of operations. Loss of key personnel with deep institutional or technical knowledge could create continuity risks and challenges to our ability to execute our business and strategy, including potentially disrupting our operations and relationships with employees, suppliers and partners. Such loss of, and the failure to attract and retain, qualified key personnel could adversely affect our business, results of operations, financial condition and the price of our common stock. Exclusive forum provisions in our bylaws could limit our stockholdersâ€™ ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees.Our bylaws provide that the state or federal courts located within the State of Delaware are the sole and exclusive forum for: (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of breach of fiduciary duty owed by any of our directors, officers or other employees or stockholders to our stockholders, (iii) any action asserting a claim against us arising pursuant to the DGCL, our certificate of incorporation or our bylaws or as to which the DGCL confers jurisdiction on the Court of Chancery of the State of Delaware, or (iv) any action asserting a claim governed by the internal affairs doctrine. However, this choice of forum provision does not apply to (a) actions in which the Court of Chancery in the State of Delaware concludes that an indispensable party is not subject to the jurisdiction of Delaware courts, or (b) actions in which a federal court has assumed exclusive jurisdiction to a proceeding. This choice of forum provision is not intended to apply to any actions brought under the Securities Act of 1933, as amended (the Securities Act), or the Exchange Act. Section 27 of the Exchange Act creates exclusive federal jurisdiction over all suits brought to enforce any duty or liability created by the Exchange Act or the rules and regulations thereunder. As a result, the exclusive forum provision will not apply to suits brought to enforce any duty or liability created by the Exchange Act or any other claim for which the federal courts have exclusive jurisdiction. This choice of forum provision may limit a stockholderâ€™s ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other employees or stockholders, which may discourage such lawsuits against us and our directors, officers and other employees or stockholders.Furthermore, the enforceability of similar choice of forum provisions in other companiesâ€™ certificates of incorporation has been challenged in legal proceedings, and it is possible that a court could find these types of provisions to be inapplicable or unenforceable. If a court were to find the choice of forum provision in our bylaws to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could adversely affect our business, financial condition and results of operations.General Risk FactorsWe may experience significant fluctuations in our periodic financial results and may not maintain our current levels of profitability in the future.Our operating results have fluctuated in the past and are likely to fluctuate in the future. Many of the countries in which we operate, including the U.S. and several of the members of the EU, have experienced and continue to experience uncertain economic conditions resulting from global as well as local factors. In addition, continuing uncertainty in the U.S. economy may result in continued inflationary pressures globally and in the U.S. in particular, which may contribute to future interest rate volatility.Our business or financial results may be adversely impacted by these uncertain economic conditions, including: adverse changes in interest rates, foreign currency exchange rates, tax laws or tax rates; inflation; contraction in the availability of credit in the marketplace due to legislation or other economic conditions, which may potentially impair our ability to access the capital markets on terms acceptable to us or at all; changes in consumer spending during a recession; and the effects of government initiatives to manage economic conditions. 86Table of ContentsWe are also unable to predict how changing global economic conditions or potential global health concerns will affect our critical customers, suppliers and distributors. Any negative impact of such matters on our critical customers, suppliers or distributors may also have an adverse impact on our results of operations or financial condition. Our expense levels are based, in part, on our expectations regarding future revenue levels and are relatively fixed in the short-term. As a result, if our revenue for a particular period was below our expectations, we would not be able to proportionately reduce our operating expenses for that period. Any revenue shortfall would have a disproportionately negative effect on our operating results for the period. In addition, the methods, estimates and judgments that we use in applying our accounting policies are, by their nature, subject to substantial risks, uncertainties and assumptions. Factors may arise over time that lead us to change our methods, estimates and judgments, the impact of which could significantly affect our results of operations. See â€œCritical Accounting Policies and Estimatesâ€ contained in Part I, ItemÂ 2 of this Quarterly Report on Form 10-Q.Recent accounting changes related to our embedded leases within certain deferred equipment agreements have also resulted in the acceleration of the timing related to our recognition of revenue and expenses associated with certain equipment provided to healthcare customers at no up-front charge. Since we cannot control the timing of when our customers will request us to deliver such equipment, our revenue and costs with respect to leased equipment could vary substantially in any given quarter or year, which could further increase quarterly or annual fluctuations within our financial results.Due to these and other factors, you should not rely on our results for any one quarter as an indication of our future performance. If our operating results fail to meet or exceed the expectations of securities analysts or investors, our stock price could drop suddenly and significantly.*A dispute with our former Chairman and CEO Mr. Kiani with respect to his Amended Employment Agreement could be costly and adversely affect our business.On September 19, 2024, Mr. Kiani delivered the September 19 Notice to our Board stating his decision to resign from his position as our CEO. On September 23, 2024, Mr. Kiani delivered a notification to our Board further describing his decision to resign (the September 23 Notice), and, on September 25, 2024, Mr. Kiani delivered an amended notification to our Board stating his decision to resign (the September 25 Notice, and, together with the September 19 Notice and the September 23 Notice, the Notice).The Notice states that Mr. Kianiâ€™s resignation is for â€œGood Reasonâ€ (as such term defined in Mr. Kianiâ€™s Amended Employment Agreement)) and that the basis for his resignation for â€œGood Reasonâ€ is the diminution of his â€œresponsibilities, duties and authority as the Chairman of the Board and CEOâ€ as defined in Sections 2 and 7.4 of his Amended Employment Agreement.The September 19 Notice states that Mr. Kiani expects us to pay him â€œthe full amount of the benefitsâ€ that he is entitled to receive under the Amended Employment Agreement.Additionally, on September 19, 2024, Mr. Kiani filed a claim in California Superior Court relating to his Amended Employment Agreement seeking, among other things, declaratory relief that he had validly terminated his employment for â€œGood Reasonâ€ and that he was entitled to certain benefits provided in the Amended Employment Agreement upon a termination for â€œGood Reasonâ€. We are evaluating the claim against us. We believe we have good and substantial defenses to the claim, but there is no guarantee that we will be successful in these efforts.On October 24, 2024, we commenced litigation against Mr. Kiani in the Court of Chancery of the State of Delaware, alleging that certain provisions in the Amended Employment Agreement, including provisions entitling Mr. Kiani to receive substantial benefits upon his removal as the Chairman or CEO of the Company or termination for Good Reason (as defined in the Amended Employment Agreement), are invalid, inequitable, and amount to a waste of corporate assets.On October 24, 2024, following a review by outside counsel, the Board adopted resolutions to terminate Mr. Kianiâ€™s employment, effective October 24, 2024.Any dispute with Mr. Kiani concerning his Amended Employment Agreement could be costly and become a distraction to our management and employees and adversely affect our business. Any costs incurred to resolve any dispute arising from the Amended Employment Agreement and any severance or other compensation we become obligated, or otherwise determine, to pay to Mr. Kiani, could have a material adverse effect on our financial condition.87Table of Contents*If we lose the services of our key personnel, or if we are unable to attract and retain other key personnel, we may not be able to manage our operations or meet our growth objectives.We are highly dependent on our senior management. We are also heavily dependent on our engineers and field sales team, including sales representatives and clinical specialists. We do not maintain any â€œkey personâ€ life insurance policies with respect to any of our key personnel.We believe certain of our competitors with greater financial resources than us have targeted our key personnel for recruitment and will likely continue to do so in the future. To the extent that key personnel depart, we may be required to bring on new hires that require training and take time before they achieve full productivity. New employees may not become as productive as we expect, and we may be unable to hire or retain sufficient numbers of qualified individuals. In general, our key personnel may terminate their employment at any time and for any reason without notice, unless the individual is a participant in our 2007 Severance Protection Plan, in which case the individual has agreed to provide us with six monthsâ€™ notice if such individual decides to voluntarily resign.In addition, regulation or legislation impacting the workforce, such as the rule published by the Federal Trade Commission (FTC) purporting to generally prevent employers from entering into non-competition agreements with employees and require employers to rescind existing non-competition agreements, may lead to increased uncertainty in hiring and competition for talent. On July 3, 2024, the U.S. District Court for the Northern District of Texas granted a motion to stay and preliminarily enjoin the effective date of the FTCâ€™s final rule banning non-competition restrictions. By this order, the September 4, 2024, effective date of the FTCâ€™s non-compete ban is stayed, and the FTC is enjoined from implementing or enforcing the ban. However, as of now, the order applies only to the named plaintiffs in the Texas pending litigation, and it is uncertain whether the stay may apply to us.Adverse developments affecting the financial services industry, such as actual events or concerns involving liquidity, defaults or non-performance by financial institutions or transactional counterparties, could adversely affect our current and projected business operations and its financial condition and results of operations.Actual events involving limited liquidity, defaults, non-performance or other adverse developments that affect financial institutions, transactional counterparties or other companies in the financial services industry or the financial services industry generally, or concerns or rumors about any events of these kinds or other similar risks, have in the past and may in the future lead to market-wide liquidity problems. For example, on March 10, 2023, Silicon Valley Bank (SVB) was closed by the California Department of Financial Protection and Innovation, which appointed the Federal Deposit Insurance Corporation (FDIC) as receiver. Similarly, on March 12, 2023, Signature Bank and Silvergate Capital Corp. were each swept into receivership. Although a statement by the Department of the Treasury, the Federal Reserve and the FDIC stated all depositors of SVB would have access to all of their money after only one business day of closure, including funds held in uninsured deposit accounts, borrowers under credit agreements, letters of credit and certain other financial instruments with SVB, Signature Bank or any other financial institution that is placed into receivership by the FDIC may be unable to access undrawn amounts thereunder. Although we are not a borrower or party to any such instruments with SVB,

Signature or any other financial institution currently in receivership, if any of our lenders or counterparties to any such instruments were to be placed into receivership, we may be unable to access such funds. In addition, counterparties to SVB credit agreements and arrangements, and third parties such as beneficiaries of letters of credit (among others), may experience direct impacts from the closure of SVB and uncertainty remains over liquidity concerns in the broader financial services industry. Similar impacts have occurred in the past, such as during the 2008-2010 financial crisis.Although we assess our banking relationships as we believe necessary or appropriate, our access to funding sources and other credit arrangements in amounts adequate to finance or capitalize our current and projected future business operations could be significantly impaired by factors that affect us, the financial institutions with which we have credit agreements or arrangements directly, or the financial services industry or economy in general. These factors could include, among others, events such as liquidity constraints or failures, the ability to perform obligations under various types of financial, credit or liquidity agreements or arrangements, disruptions or instability in the financial services industry or financial markets, or concerns or negative expectations about the prospects for companies in the financial services industry. These factors could involve financial institutions or financial services industry companies with which we have financial or business relationships, but could also include factors involving financial markets or the financial services industry generally. The results of events or concerns that involve one or more of these factors could include a variety of material and adverse impacts on our current and projected business operations and our financial condition and results of operations. These could include, but may not be limited to, the following:88Table of Contentsâ€¢delayed access to deposits or other financial assets or the uninsured loss of deposits or other financial assets;â€¢loss of access to revolving existing credit facilities or other working capital sources and/or the inability to refund, roll over or extend the maturity of, or enter into new credit facilities or other working capital resources;â€¢potential or actual breach of contractual obligations that require us to maintain letters or credit or other credit support arrangements;â€¢potential or actual breach of financial covenants in our credit agreements or credit arrangements;â€¢potential or actual cross-defaults in other credit agreements, credit arrangements or operating or financing agreements; orâ€¢termination of cash management arrangements and/or delays in accessing or actual loss of funds subject to cash management arrangements.Any decline in available funding or access to our cash and liquidity resources could, among other risks, adversely impact our ability to meet our operating expenses, financial obligations or fulfill our other obligations, result in breaches of our financial and/or contractual obligations or result in violations of federal or state wage and hour laws. Any of these impacts, or any other impacts resulting from the factors described above or other related or similar factors not described above, could have material adverse impacts on our liquidity and our current and/or projected business operations and financial condition and results of operations. In addition, any further deterioration in the macro-economic economy or financial services industry could lead to losses or defaults by our customers or suppliers, which in turn, could have a material adverse effect on our current and/or projected business operations and results of operations and financial condition. For example, a customer may fail to make payments when due, default under their agreements with us, become insolvent or declare bankruptcy, or a supplier may determine that it will no longer deal with us as a customer. In addition, a customer or supplier could be adversely affected by any of the liquidity or other risks that are described above as factors that could result in material adverse impacts on our company, including but not limited to delayed access or loss of access to uninsured deposits or loss of the ability to draw on existing credit facilities involving a troubled or failed financial institution. Any customer or supplier bankruptcy or insolvency, or the failure of any customer to make payments when due, or any breach or default by a customer or supplier, or the loss of any significant supplier relationships, could result in material losses to our company and may have material adverse impacts on our business.A regional or global recession and other negative macro-economic trends could adversely affect our consumer businesses.Our consumer products are generally considered non-essential, discretionary products. As such, many of these products can be especially sensitive to general downturns in the economy. Negative macro-economic conditions, such as high inflation, recession, changes to monetary policy, increasing interest rates and decreasing consumer confidence can adversely impact demand for these products, which could negatively impact our business, financial condition and results of operations.Future changes in accounting pronouncements and tax laws, or the interpretation thereof, could have a significant impact on our reported results, and may affect our historical reporting of previous transactions.New accounting pronouncements or taxation rules, and evolving interpretations thereof, have occurred and are likely to occur in the future. Future changes made by new accounting standards may apply prospectively or retrospectively, depending on the method of adoption, and may recast previously reported results. For additional information related to the impact of new accounting pronouncements, please see Note 2, â€œSummary of Significant Accounting Policiesâ€, to our accompanying condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q. In addition, future changes to the U.S. tax code and its regulations could have a material impact on our effective tax rate and the implementation of these changes could require us to make substantial changes to our business practices, allocate resources, and increase our costs, which could negatively affect our business, results of operations and financial condition.The OECD (Organization for Economic Co-operation and Development) has proposed a global minimum tax of 15% of reported profits (Pillar Two) that has been agreed upon in principle by over 140 countries. The OECD continues to release additional guidance, including administrative guidance on how Pillar Two rules should be interpreted and applied by jurisdictions as they adopt Pillar Two. A number of countries have utilized the administrative guidance as a starting point for legislation that is effective January 1, 2024. We are continuing to evaluate the potential impact on future periods of Pillar Two, pending legislative adoption by individual countries.89Table of ContentsOur retirement and post-retirement pension benefit plans are subject to financial market risks that could adversely affect our future results of operations and cash flows.We sponsor several defined benefit plans with post-retirement benefits to certain employees in certain international markets. These defined benefit plans are funded with trust assets invested in a diversified portfolio of securities and other investments. Changes in interest rates, mortality rates, early retirement rates, investment returns, discount rates and the market value of plan assets could affect the funded status of our defined benefit plan and post-retirement benefit obligations, causing volatility in the net periodic benefit cost and future funding requirements of the plans. A significant increase in our obligations or future funding requirements could have a negative impact on our results of operations and cash flows from operations.We are involved, and may become involved in the future, in disputes and other legal or regulatory proceedings that, if adversely decided or settled, could materially and adversely affect our business, financial condition and results of operations.We are, and may in the future become, party to litigation, regulatory proceedings or other disputes. In general, claims made by or against us in disputes and other legal or regulatory proceedings can be expensive and time-consuming to bring or defend against, requiring us to expend significant resources and divert the efforts and attention of our management and other personnel from our business operations. These potential claims may include, but are not limited to personal injury and class action lawsuits, intellectual property claims and regulatory investigations relating to the advertising and promotional claims about our products and employee claims against us based on, among other things, discrimination, harassment or wrongful termination. In addition, we may become subject to claims against companies we acquire based on circumstances arising prior to the acquisition, and the sellers of the acquired company may have no obligation to reimburse us for any resulting damages or expenses.Due to the complexity of our business and the variety of risks that we face, our internal risk mitigation policies and procedures may not always be sufficient to allow us to identify issues and take corrective action before a claim, lawsuit or regulatory action is initiated against us. Failure to detect and remediate issues at an early stage could have a material adverse effect on our business and result in increased liability in any ensuing proceeding.Any litigation, proceedings or dispute, even those without merit, may divert our financial and management resources that would otherwise be used to benefit the future performance of our operations. Any adverse determination against us in these proceedings, or even the allegations contained in the claims, regardless of whether they are ultimately found to be without merit, may also result in settlements, injunctions or damages that could have a material adverse effect on our business, financial condition and results of operations.Changes to government immigration regulations may materially affect our workforce and limit our supply of qualified professionals, or increase our cost of securing workers.We recruit professionals on a global basis and must comply with the immigration laws in the countries in which we operate, including the U.S. Some of our employees are working under Masimo-sponsored temporary work visas, including H1-B visas. Statutory law limits the number of new H1-B temporary work permit petitions that may be approved in a fiscal year. Furthermore, there is a possibility that the current U.S. immigration visa program may be significantly overhauled, and the number of H1-B visas available, as well as the process to obtain them, may be subject to significant change. Any resulting changes to this visa program could impact our ability to recruit, hire and retain qualified skilled personnel. If we are unable to obtain work visas in sufficient quantities or at a sufficient rate for a significant period of time, our business, operating results and financial condition could be adversely affected.The risks inherent in operating internationally, including the purchase, sale and shipment of our components and products across international borders, may adversely impact our business, financial condition and results of operations.We currently derive approximately 43% of our net sales from international operations. In addition, we purchase a portion of our raw materials and components from international sources. The sale and shipment of our products across international borders, as well as the purchase of materials and components from international sources, subject us to extensive U.S. and foreign governmental trade regulations, including those related to duties, tariffs and conflict minerals. Compliance with such regulations is costly and we could be exposed to potentially significant penalties, fines and interest if we are found not to be in compliance with such regulations. Any failure to comply with applicable legal and regulatory obligations could impact us in a variety of ways that include, but are not limited to, significant criminal, civil and administrative penalties, including imprisonment of individuals, fines and penalties, denial of export privileges, seizure of shipments, restrictions on certain business activities, and exclusion or debarment from government contracting. We have historically engaged in transactions with entities related to or located in countries subject to certain U.S. export restrictions. For example, we have had sales of medical products destined for Iran. Although these activities have not been financially material to our business, financial condition or results of operations, and were undertaken in accordance with general licenses authorizing such activities issued by the U.S. 90Table of ContentsTreasury Departmentâ€™s Office of Foreign Assets Control, we may not be successful in ensuring compliance with limitations or restrictions on business in Iran or any other countries subject to economic sanctions and embargoes imposed by the U.S. Additionally, the export of U.S. technology or goods manufactured in the U.S. to some jurisdictions requires special U.S. export authorization or local market controls that may be influenced by factors, including political dynamics, outside our control. Also, the failure to comply with applicable legal and regulatory obligations could result in the disruption of our shipping, manufacturing and sales activities.In addition, changes in policy in the U.S. and other countries regarding international trade, including import and export regulation and international trade agreements, could negatively impact our business. In recent years, the U.S. has imposed tariffs on goods imported from China and certain other countries, which has resulted in retaliatory tariffs by China and other countries. Changes or uncertainty in tariffs or further retaliatory trade measures taken by China or other countries in response could affect the demand for our products and services, impact the competitive position of our products, prevent us from being able to sell products in certain countries or otherwise adversely impact our results of operations. The implementation of more restrictive trade policies, such as more detailed inspections, higher tariffs or new barriers to entry, could negatively impact our business, results of operations and financial condition. In addition, our international operations expose us and our representatives, agents and distributors to risks inherent in operating in foreign jurisdictions. These risks include, but are not limited to:â€¢the imposition of additional U.S. and foreign governmental controls or regulations;â€¢the imposition of costly and lengthy new export licensing requirements;â€¢a shortage of high-quality sales people and distributors;â€¢the loss of any key personnel who possess proprietary knowledge, or who are otherwise important to our success in certain international markets;â€¢changes in duties and tariffs, license obligations and other non-tariff barriers to trade;â€¢the imposition of new trade restrictions;â€¢the imposition of restrictions on the activities of foreign agents, representatives and distributors;â€¢compliance with foreign tax laws, regulations and requirements;â€¢pricing pressure;â€¢changes in foreign currency exchange rates; â€¢laws and business practices favoring local companies;â€¢political instability and actual or anticipated military or political conflicts, including the on-going conflict between Ukraine and Russia, the global impact of restrictions and sanctions imposed on Russia and the Israel-Palestine-Iran war;â€¢financial and civil unrest worldwide;â€¢outbreaks of illnesses, pandemics or other local or global health issues;â€¢the inability to collect amounts paid by foreign government customers to our appointed foreign agents;â€¢longer payment cycles, increased credit risk and different collection remedies with respect to receivables; andâ€¢difficulties in enforcing or defending intellectual property rights.A trade war, trade barriers or other governmental actions related to tariffs, international trade agreements, import or export restrictions or other trade policies could adversely impact demand for our products, our costs, customers, suppliers and/or the U.S. economy or certain sectors thereof and, therefore, adversely affect our business, financial condition and results of operations.The U.S. Foreign Corrupt Practices Act and similar worldwide anti-bribery laws in non-U.S. jurisdictions generally prohibit companies and their intermediaries from promising or making improper payments to foreign officials for the purpose of obtaining an advantage to secure or retain business. Because of the predominance of government-sponsored healthcare systems around the world, many of our customer relationships outside of the U.S. are with governmental entities and are therefore subject to such anti-bribery laws. We have adopted policies and practices that help us ensure compliance with these anti-bribery laws. However, such policies and practice may require us to invest in additional monitoring resources or forgo certain business opportunities in order to ensure global compliance with these laws. Additionally, any alleged or actual violation could subject us to government scrutiny, severe criminal or civil fines, or sanctions on our ability to export product outside the U.S., which could adversely affect our reputation and financial condition.91Table of ContentsAny material decrease in our international sales would adversely affect our business, financial condition and results of operations.The laws of foreign countries may not adequately protect our intellectual property rights.Intellectual property protection laws in foreign countries differ substantially from those in the U.S. If we fail to apply for intellectual property protection in foreign countries, or if we cannot adequately protect our intellectual property rights in these foreign countries, our competitors may be able to compete more effectively against us, which could adversely affect our competitive position, as well as our business, financial condition and results of operations.Our operations may be adversely impacted by our exposure to risks related to foreign currency exchange rates.We market our products in certain foreign markets through our subsidiaries and other international distributors. As a result, events that result in global economic uncertainty could significantly affect our results of operations in the form of gains and losses on foreign currency transactions and potential devaluation of the local currencies of our customers relative to the U.S. Dollar. While a majority of our sales are transacted in U.S. Dollars, some of our sales agreements with foreign customers provide for payment in currencies other than the U.S. Dollar. These foreign currency revenues, when converted into U.S. Dollars, can vary depending on the approximation of the exchange rates applied during a respective period. Similarly, certain of our foreign subsidiaries transact business in their respective countryâ€™s local currency, which is also their functional currency. In addition, certain production costs related to our manufacturing operations are denominated in local currency. As a result, expenses of these foreign subsidiaries and certain production costs, when converted into U.S. Dollars, can vary depending on average monthly exchange rates during a respective period. We are also exposed to foreign currency gains or losses on outstanding foreign currency denominated receivables and payables, as well as cash deposits. When converted to U.S. Dollars, these receivables, payables and cash deposits can vary depending on the monthly exchange rates at the end of the period. In addition, certain intercompany transactions may give rise to realized and unrealized foreign currency gains or losses based on the currency underlying such intercompany transactions. Accordingly, our operating results are subject to fluctuations in foreign currency exchange rates.The balance sheets of our foreign subsidiaries whose functional currency is not the U.S. Dollar are translated into U.S. Dollars at the rate of exchange at the balance sheet date and the statements of operations and cash flows are translated into U.S. Dollars using an approximation of the average monthly exchange rates applicable during the period. Any foreign currency exchange gain or loss as a result of translating the balance sheets of our foreign subsidiaries whose functional currency is not the U.S. Dollar is included in equity as a component of accumulated other comprehensive income (loss).We currently do not hedge our foreign currency exchange rate risk. As a result, changes in foreign exchange rates could have a material adverse effect on our business, financial condition and results of operations. For additional information related to our foreign currency exchange rate risk, please see â€œQuantitative and Qualitative Disclosures about Market Riskâ€ in Part I, Item 3 of this Quarterly Report on Form 10-Q.We currently manufacture our products at a limited number of locations and any disruption to, expansion of, or changes in trade programs related to such manufacturing operations could adversely affect our business, financial condition and results of operations.We rely on manufacturing facilities in North America, Europe and Asia that may be affected by natural or man-made disasters. Earthquakes are of particular significance since some of our facilities are located in earthquake-prone areas. We are also vulnerable to damage from other types of disasters, including power loss, attacks from extremist or terrorist organizations, epidemics, communication failures, fire, floods, hurricanes and similar events. Our facilities and the manufacturing equipment we use to produce our products would be difficult to replace and could require substantial time to repair if significant damage were to result from any of these occurrences.If one of our manufacturing facilities was affected by a natural or man-made disaster, we would be forced to rely on third-party manufacturers if we could not shift production to our other manufacturing facilities. Furthermore, our insurance for damage to our property and the disruption of our business from casualties may not be sufficient to cover all of our potential losses

and may not continue to be available to us on acceptable terms, or at all. If the lease for any of our leased facilities is terminated, we are unable to renew any of our leases or we are otherwise forced to seek alternative facilities, or if we voluntarily expand one or more of our manufacturing operations to new locations, we may incur additional transition costs and experience a disruption in the supply of our products until the new facilities are available and operating. Additionally, we have occasionally experienced seasonality and other shortages among our manufacturing workforce, and if we continue to experience such seasonality or other 92Table of Contentsworkforce shortages or otherwise have issues retaining employees or contractors at our manufacturing facilities, we may not be able to meet our customersâ€™ demands.Our global manufacturing and distribution are dependent upon our manufacturing facilities in multiple countries, and the expedient importation of raw materials and exportation of finished goods between these facilities. Undue delays and/or closures of cross-border transit facilities, or any restrictions by local governments related to the movement of goods to or from the U.S., may adversely affect our ability to fulfill orders and supply our customers, as well as adversely impact our business, operating results and financial condition.In addition, delays and closures of shipping ports, or ports of entry into and out of the U.S., including as a result of labor strikes or shortages, may delay our ability to fulfill order and supply of our non-healthcare consumer products, which could also adversely impact our business, operating results and financial condition.Our manufacturing facilities in Mexico are authorized to operate under the Mexican Maquiladora (IMMEX) program. The IMMEX program allows us to import certain items from the U.S. into Mexico duty-free, provided that such items, after processing, are exported from Mexico within a stipulated timeframe. Maquiladora status, which is renewed periodically, is subject to various restrictions and requirements, including compliance with the terms of the IMMEX program and other local regulations. Failure to comply with the IMMEX program regulations, including any changes thereto, could increase our manufacturing costs and adversely affect our business, operating results and financial condition.*If we do not accurately forecast customer demand, we may hold suboptimal inventory levels that could adversely affect our business, financial condition and results of operations.If we are unable to meet the demand of our customers, our customers may cancel orders or purchase products from our competitors, which could reduce our revenue and gross profit margin. Conversely, if product demand decreases, we may be unable to timely adjust our manufacturing cost structure, resulting in excess capacity, which would lower gross product margins. Similarly, if we are unable to forecast demand accurately, we could be required to record charges related to excess or obsolete inventory, which would also lower our gross margin. Each of our business segments is individually influenced by many factors, including but not limited to: new product releases, acquisitions, regulatory approvals, holiday schedules, hospital census, the timing of the influenza season, holiday seasons, consumer pressures, inflationary and recessionary pressures, consumer demand and preferences, and competitorsâ€™ marketing promotions and sales incentives; among many other factors.In addition, we may experience seasonal demand for our products and demand for such products could decrease significantly during a recession. For example, healthcare revenues in the third quarter of our fiscal years have generally historically represented a lower percentage of segment revenues due to the seasonality of the U.S., European and Japanese markets, where summer vacation schedules normally result in fewer elective procedures utilizing our healthcare products. The flu season concluded abnormally early and faded quickly in the first quarter of 2023, resulting in reduced inpatient census. In addition, some customers held elevated sensor inventory levels due to discounting in prior quarters, which was discontinued during the second quarter. Healthcare facilities and hospitals experienced fewer flu-related hospitalizations and medical office visits, which decreased consumption of our single-patient use sensors and consumables. The corresponding delays in reordering for our single-patient use sensors and consumables had an adverse impact on our healthcare revenue for the second half of 2023. Similarly, our non-healthcare revenues in the fourth quarter of a fiscal year generally produce a higher percentage of our segment revenues than the other quarters of our fiscal year due to the holiday shopping season and our corresponding promotional activities. Our promotional discounting activity may negatively impact our gross margin. Any shortfalls in expected revenue due to a mismatch in supply of and demand for our products, could cause our operating results to suffer significantly, and seasonal or similar variances may also result in fluctuations in our revenues.If we fail to comply with the reporting obligations of the Exchange Act or if we fail to maintain adequate internal control over financial reporting, our business, results of operations and financial condition and investorsâ€™ confidence in us could be adversely affected.We are required to prepare and disclose certain information under the Exchange Act, in a timely manner and meet our reporting obligations in their entirety, and our failure to do so could subject us to penalties under federal securities laws and regulations of The Nasdaq Stock Market LLC, expose us to lawsuits and restrict our ability to access financing on favorable terms, or at all.If we fail to maintain adequate internal controls over financial reporting, we may not be able to conclude on an on-going basis that we have effective internal control over financial reporting in accordance with the Sarbanes-Oxley Act. Moreover, any material weakness in our internal control environment could result in the loss of investor confidence in the reliability of our financial statements, which in turn could harm our business, negatively impact the trading price of our stock, and adversely affect investorsâ€™ confidence in our company and our ability to access capital markets for financing.93Table of ContentsChanging laws and increasingly complex corporate governance and public disclosure requirements could have an adverse effect on our business and operating results.Changing laws, regulations and standards relating to corporate governance and public disclosure have created, and will create, additional compliance requirements for us. Complying with these rules and regulations has increased and will increase our legal and financial compliance costs, make some activities more difficult, time-consuming or costly and increase demand on our systems and resources. As a result, managementâ€™s attention may be diverted from other business concerns, which could adversely affect our business, financial condition and results of operations. We may also need to hire additional employees or engage outside consultants to comply with these requirements, which will increase our costs and expenses. To maintain high standards of corporate governance and public disclosure, we have invested in, and intend to continue to invest in, reasonably necessary resources to comply with evolving standards.Our stockholders in certain instances have not approved our advisory vote on named executive officer compensation. If we are involved in a lawsuit related to compensation matters or any other matters not covered by our directorsâ€™ and officersâ€™ liability insurance, we may incur significant expenses in defending against such lawsuits, or be subject to significant fines or required to take significant remedial actions, each of which could adversely affect our business, financial condition and results of operations.If product liability claims are brought against us, we could face substantial liability and costs.Our products expose us to product liability claims and product recalls, including, but not limited to, those that may arise from unauthorized off-label use, malfunctions, design flaws or manufacturing defects related to our products or the use of our products with incompatible components or systems. In addition, as we continue to expand our product portfolio, we may enter or create new markets, including consumer markets, which may expose us to additional product liability risks. For example, with our previous acquisition of TNIÂ®, we added softFlowÂ® technology to our product portfolio. While this technology provides efficient, quiet and comfortable respiratory support to patients, it may present increased risk of infection to caregivers. In addition, with the Sound United Acquisition, we added multiple broadly distributed premium audio brands to our product portfolio and significantly expanded our consumer base worldwide, which could expose us to increased product liability claims.We cannot be certain that our product liability insurance will be sufficient to cover any or all damages for product liability claims that may be brought against us in the future. Furthermore, we may not be able to obtain or maintain insurance in the future at satisfactory rates or in adequate amounts to protect us against any product liability claims.Additionally, the laws and regulations regarding product liability are constantly evolving, both through the passage of new legislation at the state and federal levels and through new interpretations of existing legislation. As the legal and regulatory landscape surrounding product liability change, we may become exposed to greater liability than currently anticipated.Any losses that we may suffer from product liability claims, and the effect that any product liability litigation may have upon the reputation and marketability of our technology and products, together with the corresponding diversion of the attention of our key employees, may subject us to significant damages and could adversely affect our business, financial condition and results of operations.We may incur environmental and personal injury liabilities related to certain hazardous materials used in our operations.Certain manufacturing processes for our products may involve the storage, use, generation and disposal of certain hazardous materials and wastes, including silicone adhesives, solder and solder paste, sealants, epoxies and various solvents such as methyl ethyl ketone, acetone and isopropyl alcohol. As a result, we are subject to certain environmental laws, as well as certain other laws and regulations, that restrict the materials that can be used in our products or in our manufacturing processes. For example, products that we sell in Europe are subject to regulation in the EU markets under the Restriction of the Use of Hazardous Substances Directive (RoHS). RoHS prohibits companies from selling products that contain certain hazardous materials in EU member states. In addition, the EUâ€™s Registration, Evaluation, Authorization, and Restriction of Chemicals Directive also restricts substances of very high concern in products. Compliance with such regulations may be costly and, therefore, we may incur significant costs to comply with these laws and regulations.In addition, new environmental laws may further affect how we manufacture our products, how we use, generate or dispose of hazardous materials and waste, or further affect what materials can be used in our products. Any required changes to our operations or products may increase our manufacturing costs, detrimentally impact the performance of our products, add greater testing lead-times for product introductions or have other similar effects.94Table of ContentsIn connection with our research and manufacturing activities, we use, and our employees may be exposed to, materials that are hazardous to human health, safety or the environment. The risk of accidental injury to our employees or contamination from these materials cannot be eliminated, and we could be held liable for any resulting damages, the related liability for which could exceed our reserves. We do not specifically insure against environmental liabilities. If an enforcement action were to occur, our reputation and our business and financial condition may be harmed, even if we were to prevail or settle the action on terms favorable to us.We rely significantly on information technology and any failure, inadequacy, interruption or security lapse of that technology, including any cybersecurity incidents, could harm our ability to operate our business effectively.Increased global cybersecurity vulnerabilities, cybersecurity threats and sophisticated and targeted cybersecurity attacks pose a risk to the security of our systems and networks, including the confidentiality, availability and integrity of any underlying information and data, and those of our customers, partners, suppliers and third-party service providers. Our ability to effectively manage and maintain our internal business information, and to ship products to customers and invoice them on a timely basis, depends significantly on our enterprise resource planning system and other information systems.Portions of our information technology systems may experience interruptions, delays or cessations of service or produce errors in connection with on-going systems implementation work. In addition, interfaces between our products and our customersâ€™ computer networks could provide additional opportunities for cybersecurity attacks on us and our customers. The techniques used to attack computer systems are sophisticated, change frequently and may originate from less regulated and remote areas of the world. We have experienced cybersecurity incidents in the past, and while none that we have experienced to date have been material in nature, we expect that we will continue to be subject to cybersecurity attacks in the future. Cybersecurity threats and attacks in particular are evolving and include, but are not limited to: malicious software, ransomware, attempts to gain unauthorized access to data and other electronic security breaches that could lead to disruptions in systems, misappropriation ofÂ confidential or otherwise protected information and corruption of data. Although the cyber incidents experienced to date have not had a material impact, there can be no assurance that our protective measures will prevent or detect security breaches that could have a significant impact on our business, reputation, financial condition and results of operations.The failure of these systems to operate or integrate effectively with other internal, customer, supplier or third-party service provider systems and to protect the underlying information technology system and data integrity, including from cyber-attacks, intrusions or other breaches or unauthorized access of these systems, or any failure by us to remediate any such attacks or breaches, may also result in damage to our reputation or competitiveness, delays in product fulfillment and reduced efficiency of our operations, and could require significant capital investments to remediate any such failure, problem or breach, all of which could adversely affect our business, financial condition and results of operations. Failure to protect the confidentiality, integrity or availability of our systems and information contained within those systems could also subject us to significant litigation and regulatory enforcement risks in all of the jurisdictions in which we operate.The impact of the Russian invasion of Ukraine, and the Israel-Palestine-Iran war, on the global economy, energy supplies and raw materials is uncertain, but may prove to negatively impact our business and operations.The short and long-term implications of Russiaâ€™s invasion of Ukraine, and the war in Israel are difficult to predict at this time. We continue to monitor any adverse impact that the outbreak of war in Ukraine and the subsequent institution of sanctions against Russia by the U.S. and several European and Asian countries; along with the war in Israel, may have on the global economy in general, on our business and operations and on the businesses and operations of our suppliers and customers. For example, a prolonged conflict may result in challenges associated with timely receipt of customer payments and banking transactions in Russia, increased inflation, escalating energy prices and constrained availability, and thus increasing costs, of raw materials. In addition, as a result of the current conflict, we have stopped selling non-healthcare products in Russia indefinitely. Furthermore, the Israel-Palestine-Iran war could result in disruption in the Middle East more broadly and negatively impact our operations in that region. We will continue to monitor these fluid situations and develop contingency plans as necessary to address any disruptions to our business operations as they develop. To the extent the wars in Ukraine or Israel may adversely affect our business as discussed above, it may also have the effect of heightening many of the other risks described herein. Such risks include, but are not limited to, adverse effects on macro-economic conditions, including inflation; disruptions to our global technology infrastructure, including through cyberattack, ransom attack, or cyber-intrusion; adverse changes in international trade policies and relations; our ability to maintain or increase our product prices; disruptions in global supply chains; our exposure to foreign currency fluctuations; and constraints, volatility, or disruption in the capital markets, any of which could negatively affect our business and financial condition.Our stock price may be volatile, and your investment in our stock could suffer a decline in value. There has been and could continue to be significant volatility in the market price and trading volume of equity securities. For example, our closing stock price ranged from $104.79 to $146.85 per share from DecemberÂ 31, 2023 to SeptemberÂ 28, 2024. 95Table of ContentsFactors contributing to our stock price volatility may include our financial performance, as well as broader economic, political and market factors. In addition to the other risk factors previously discussed in this Quarterly Report on Form 10-Q, there are many other factors that we may not be able to control that could have a significant effect on our stock price. These include, but are not limited to:â€¢actual or anticipated fluctuations in our operating results or future prospects;â€¢our announcements or our competitorsâ€™ announcements of new products;â€¢the publicâ€™s reaction to our press releases, including those relating to our earnings or financial guidance, our other public announcements and our filings with the SEC;â€¢strategic actions by us or our competitors, such as acquisitions or restructurings;â€¢new laws or regulations or new interpretations of existing laws or regulations applicable to our business;â€¢changes in accounting standards, policies, guidance, interpretations or principles;â€¢changes in our growth rates or our competitorsâ€™ growth rates;â€¢developments regarding our patents or proprietary rights or those of our competitors;â€¢on-going legal proceedings;â€¢our inability to raise additional capital as needed;â€¢concerns or allegations as to the safety or efficacy of our products;â€¢changes in financial markets or general economic conditions, including the effects of recession or slow economic growth in the U.S. and abroad;â€¢effects of public health crises, epidemics and pandemics, such as the COVID-19 pandemic;â€¢sales of stock by us or members of our management team, our Board or certain institutional stockholders;â€¢our evaluation of a proposed separation of our consumer businesses;â€¢shareholder activism;â€¢recent changes to our Board and management;â€¢changes in stock market analyst recommendations or earnings estimates regarding our stock, other comparable companies or our industry generally; andâ€¢short selling or other hedging activity in our stock. Therefore, you may not be able to resell your shares at or above the price you paid for them. *Our investors could experience substantial dilution of their investments as a result of subsequent exercises of our outstanding options, vesting of outstanding restricted stock units (RSUs) and performance stock units (PSUs), or the grant of future equity awards by us.As of SeptemberÂ 28, 2024, approximately 9.3 million shares of our common stock were reserved for issuance under our equity incentive plans, of which approximately 2.2 million shares were subject to options outstanding at such date at a weighted-average exercise price of $102.68 per share, approximately 3.5 million shares were subject to outstanding RSUs, approximately 0.4 million shares were subject to outstanding PSUs and approximately 3.1 millionÂ shares were available for future awards under our 2017 Equity Incentive Plan. Over the past 48 months, we have experienced higher rates of stock option exercises compared to many earlier periods, and this trend may continue. To the extent outstanding options are exercised or outstanding RSUs or PSUs vest, our existing stockholders may incur dilution.We rely on equity awards to motivate current employees and to attract new employees. The grant of future equity awards by us to our employees and other service providers may further dilute our stockholders.Future resales of our stock, including those by our insiders and a few investment funds, may cause our stock price to decline.A significant portion of our outstanding shares are held by our directors, our executive officers and a few investment funds. Resales by these stockholders of a substantial number of such shares, announcements of any proposed resale of substantial amounts of our stock or the perception that substantial resales may be made, could significantly reduce the market price of our stock. Some of our directors and executive officers have entered into Rule 10b5-1 trading plans pursuant to which they have arranged to sell shares of our stock from time to time in the future. Generally, these sales require public filings. Actual or 96Table of Contentspotential sales by these insiders, including those under a pre-arranged Rule 10b5-1 trading plan, could be interpreted

by the market as an indication that the insider has lost confidence in our stock and reduce the market price of our stock.We have registered and expect to continue to register shares reserved under our incentive equity plans pursuant to Registration Statements on Form S-8. All shares issued pursuant to a Registration Statement on Form S-8 can be freely sold in the public market upon issuance, subject to restrictions on our affiliates under Rule 144. If a large number of these shares are sold in the public market, the sales could reduce the trading price of our stock.We may elect not to declare cash dividends on our stock, may elect to only pay dividends on an infrequent or irregular basis, or may elect not to make any additional stock repurchases. As a result, any return on your investment may be limited to the value of our stock. In addition, the payment of any future dividends or the repurchase of our stock might limit our ability to pursue other growth opportunities.Our Board may from time to time declare, and we may pay, dividends on our outstanding shares in the manner and upon the terms and conditions permitted under applicable law. However, we may elect to retain all future earnings for the operation and expansion of our business, rather than paying cash dividends on our stock. In addition, under certain circumstances, our Credit Facility may limit our ability to pay cash dividends, repurchase our common stock or make other distributions to stockholders. Any payment of cash dividends on our stock will be at the discretion of our Board and will depend upon our results of operations, earnings, capital requirements, financial condition, business prospects, contractual restrictions and other factors deemed relevant by our Board. In addition, our Credit Facility places limitations on our ability to pay dividends. In the event our Board declares any dividends, there is no assurance with respect to the amount, timing or frequency of any such dividends.Any repurchase of our common stock under the stock repurchase plan authorized by our Board in June 2022 (Repurchase Program) will be at the discretion of a committee comprised of our CEO and Chief Financial Officer, and will depend on several factors, including, but not limited to, results of operations, capital requirements, financial conditions, available capital from operations or other sources, including debt, and the market price of our common stock. In addition, on August 16, 2022, the U.S. enacted the Inflation Reduction Act of 2022, which, among other things, imposes an excise tax of 1% tax on the fair market value of net stock repurchases made after December 31, 2022. Therefore, there is no assurance with respect to the amount, price or timing of any such repurchases. We may elect to retain all future earnings for the operation and expansion of our business, rather than repurchasing additional outstanding shares. For additional information related to our Repurchase Program, please see Note 19, â€œEquityâ€, to our accompanying condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.In the event we pay dividends, or make any stock repurchases in the future, our ability to finance any material expansion of our business, including through acquisitions, investments or increased capital spending, or to fund our operations, may be limited. In addition, any repurchases we may make in the future may not prove to be at optimal prices. Our Board may modify or amend the Repurchase Program, or adopt a new stock repurchase program, at any time at its discretion without stockholder approval.Environmental, social and corporate governance (ESG) regulations, global climate change, corporate citizenship and related matters may adversely affect our business.There is an increasing focus on ESG risks. Our customers, including distributors and retail partners have adopted, or may adopt, procurement policies that include ESG provisions that their suppliers or manufacturers must comply with, or they may seek to include such provisions in their terms and conditions. An increasing number of participants in our industries are also joining voluntary ESG groups or organizations. These ESG provisions and initiatives are subject to change, can be unpredictable, and may be difficult and expensive for us to comply with, given the complexity of our supply chain and the outsourced manufacturing of certain components of our products. If we are unable to comply, or are unable to cause our suppliers to comply, with such policies or provisions, a customer may cease purchasing products from us, and may take legal action against us, which could harm our reputation, revenue and results of operations. Further, increased public awareness and concern regarding global climate change may result in new or enhanced legal requirements. There continues to be a lack of consistent climate legislation, which creates economic and regulatory uncertainty. Such uncertainty may have an impact on our business, from the demand for our products to our costs of compliance in the manufacturing and servicing of our products, all of which may impact our results of operations. In addition, climate change initiatives and legislation could also disrupt our operations by impacting the availability and cost of materials within our supply chain, and could also increase insurance and other operating costs. In addition, on March 6, 2024, the SEC finalized new rules for public companies that will require extensive climate-related disclosures and significant analysis of the impact of climate-related issues on our business strategy, results of operations, and financial condition (the SEC Climate Disclosure Rules), and extensive attestation requirements. The new rules require disclosure of, among other things, our material climate-related risks and opportunities, greenhouse gas emissions inventory, climate-related targets and goals, and financial impacts of physical and transition risks. Subsequently, in April 2024, the SEC issued an order staying implementation of the SEC Climate Disclosure 97Table of ContentsRules pending the resolution of certain challenges. Nonetheless, our legal, accounting, and other compliance expenses may increase significantly, and compliance efforts may divert management time and attention as we prepare for the potential implementation of the SEC Climate Disclosure Rules, and such expenses, efforts and diversions of management time and attention may be even greater if the SEC Climate Disclosure Rules ultimately go into effect. We may also be exposed to legal or regulatory action or claims as a result of these new regulations. Separately, the SEC has also announced that it is scrutinizing existing climate-change related disclosures in public filings, increasing the potential for enforcement if the SEC were to allege our existing climate disclosures are misleading or deficient. All of these risks could have a material adverse effect on our business, financial position, and/or stock price.Investors, stockholders, consumers, customers, suppliers and other third-parties are increasingly focusing on ESG and corporate social responsibility endeavors and reporting and transparency. Certain institutional investors, investment funds, other influential investors, customers, suppliers and other third-parties are also increasingly focused on ESG practices. If we do not adapt to or comply with evolving investor or stakeholder expectations and standards, or if we are perceived to have not responded appropriately, we may suffer from reputational damage and our business, financial condition and/or stock price may be materially and adversely affected. Further, this increased focus on ESG issues may result in new regulations and/or third-party requirements that could adversely impact our business, or certain stockholders reducing or eliminating their holdings of our stock, causing our stock price to decline.*Loss of or inability to continue to obtain or maintain high-quality endorsers of our consumer audio products could harm our business.From time to time, we have established, and expect to continue to establish, relationships with public figures, music artists, automotive designers, sound studios, social media influencers and other endorsers, to develop, evaluate and promote our consumer audio products, as well as establish product authenticity with consumers. However, as competition in our consumer segment has increased, the costs associated with establishing and retaining such relationships have increased, and competition to attract and retain high-quality endorsers has also increased. If we are unable to maintain our current associations with public figures, music artists, automotive designers, sound studios, social media influencers or other endorsers, or to do so at a reasonable cost, we could lose the high visibility associated with our products, and we may be required to modify and substantially increase our marketing investments. As a result, our brands, consumer product revenues, expenses and profitability could be harmed. Furthermore, if certain public figures, music artists, automotive designers, sound studios, social media influencers or other endorsers, were to stop using our products contrary to their agreements, our business could be adversely affected. In addition, certain negative actions taken or statements made by those associated with our products or brands, could impact or harm the reputations of our consumer products, and our decisions to cease collaborating with certain endorsers in light of actions that may be taken or statements that may be made by them, could impact have an adverse effect on our sales and financial condition. Poor or non-performance by those associated with our products, a failure to continue to correctly identify promising public figures, music artists, automotive designers, sound studios, social media influencers or other endorsers to use our products and brands or a failure to enter into cost-effective fee arrangements with any of such endorsers could adversely affect our brands, reputation, sales and profitability.ItemÂ 5. Other InformationTrading ArrangementsDuring the fiscal quarter ended SeptemberÂ 28, 2024, none of our directors or officers (as defined in Section 16 of the Exchange Act) adopted or terminated any contract, instruction or written plan for the purchase or sale of our 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€ as defined in Item 408(a) of Regulation S-K.Disclosure Pursuant to Item 5.03 of Form 8-K â€“ Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.On October 31, 2024, the Board approved and adopted a second amendment to our Fifth Amended and Restated Bylaws (Second Amendment), effective immediately, to permit special meetings of the Board to be called by the Chairman of the Board, the Chief Executive Officer, the Lead Independent Director or any person serving in any of the foregoing roles on an interim basis or by a majority of the whole Board. The foregoing description is a summary and is qualified in its entirety by reference to the full text of the Second Amendment, a copy of which is filed as Exhibit 3.5 hereto and is incorporated by reference herein.98Table of ContentsItemÂ 6. ExhibitsEXHIBIT INDEXExhibitNumberDescription of Document3.1Amended and Restated Certificate of Incorporation ((incorporated herein by reference to Exhibit 3.2 to the Registrantâ€™s Registration Statement on Form S-1 (No. 333-142171) originally filed with the Securities and Exchange Commission on April 17, 2007))3.2Certificate of Amendment to Amended and Restated Certificate of Incorporation, dated June 28, 2023 (incorporated herein by reference Exhibit 3.1 to the Registrantâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on June 28, 2023)3.3Fifth Amended and Restated Bylaws adopted on February 5, 2023 (incorporated herein by reference to Exhibit 3.1 to the Registrantâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on June 28, 2023)3.4Amendment to Fifth Amended and Restated Bylaws adopted on April 20, 2023 (incorporated herein by reference to Exhibit 3.1 to the Registrantâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on April 20, 2023)3.5Second Amendment to Fifth Amended and Restated Bylaws adopted on October 31, 20244.1Amended Form of Common Stock Certificate (incorporated herein by reference to Exhibit 4.1to the Registrantâ€™s Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 16, 2022)4.2#+Masimo Retirement Savings Plan (incorporated herein by reference to Exhibit 4.3 to the Registrantâ€™s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 10, 2022)10.1*+Third Amendment Agreement, dated August 1, 2024, entered into by and between Industrial Vallera de Mexicali, S.A. de C.V and Masimo Corporation10.2*+Consent, dated September 18, 2024, by and between Masimo Corporation and Citibank as Administrative Agent10.3*+Syndicate Loan dated September 24, 2024, between D&M Holdings, Inc,. as the Borrower, and The Shoko Chukin Bank, Ltd., as Agent, and The Ashikaga Bank, Ltd. and Kiraboshi Bank, Ltd. as Lenders10.4*+Agreement on Fees Pertaining to Syndicate Loan dated September 24, 2024 between D&M Holdings Inc. as the Borrower, and The Shoko Chukin Bank, Ltd. and others as the Participating Financial Institutions10.5*+Mizuho Loan Agreement dated September 30, 2024, between D&M Holdings, Inc., as the Borrower, and Mizuho Bank Ltd., as Lender10.6.*+Mizuho Loan Agreement Provisions, between D&M Holdings, Inc, and Mizuho Bank Ltd.21.1*List of Registrantâ€™s Subsidiaries31.1*Certification of Michelle Brennan, Interim Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, as amended31.2*Certification of Micah Young, Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, as amended32.1**Certification of Michelle Brennan, Interim Chief Executive Officer, and Micah Young, Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, as amended101.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 document.101.SCH*Inline XBRL Taxonomy Extension Schema With Embedded Linkbase Documents104Cover Page Interactive Data File (embedded within the inline XBRL document)Attached as Exhibit 101 to this report are the following formatted in iXBRL (Inline eXtensible Business Reporting Language): (i)Â Condensed Consolidated Balance Sheets as of SeptemberÂ 28, 2024 and DecemberÂ 30, 2023, (ii)Â Condensed Consolidated Statements of Operations for the three and nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, respectively, (iii)Â Condensed Consolidated Statements of Comprehensive (Loss) for the three and nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, respectively, (iv)Â Condensed Consolidated Statements of Cash Flows for the nine months ended SeptemberÂ 28, 2024 and SeptemberÂ 30, 2023, respectively, and (v)Â Notes to Condensed Consolidated Financial Statements.Â _____#Â Â Â Â Indicates management or compensatory plan.*Â Â Â Â Filed herewith.**Â Â Â Â Furnished herewith.99Table of Contents+Â Â Â Â Non-material schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Registrant hereby undertakes to furnish supplemental copies of any of the omitted schedules and exhibits upon request by the SEC.100Table of ContentsSIGNATURESPursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.MASIMO CORPORATIONDate: November 5, 2024By:/s/ MICHELLE BRENNANMichelle BrennanInterim Chief Executive OfficerDate: November 5, 2024By:/s/ MICAH YOUNGMicah YoungExecutive Vice President and Chief Financial Officer101 EX-3.5 2 masi-20240928x10qex35.htm EX-3.5 DocumentExhibit 3.5Second Amendment to the Fifth Amended and Restated Bylaws of Masimo CorporationEffective October 31, 2024Article II, Section 5 of the Fifth Amended and Restated Bylaws of Masimo Corporation is hereby amended and restated as set forth below:â€œSection 5.â€¯â€¯â€¯â€¯â€¯â€¯ Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board, the Chief Executive Officer, the Lead Independent Director or any person serving in any of the foregoing roles on an interim basis or by a majority of the Whole Board and shall be held at such place, on such date, and at such time as they or he or she shall fix. Notice of the place, date, and time of each such special meeting shall be given to each director by whom it is not waived by mailing written notice not less than five days before the meeting or by telephone or by facsimile or electronic transmission of the same not less than 24 hours before the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.â€ EX-10.1 3 masi-20240928x10qex101.htm EX-10.1 DocumentExhibit 10.1TERCER CONVENIO MODIFICATORIO que celebran por una parte, INMOBILIARIA IAMSA, S.A. DE C.V., representada en este acto por el seÃ±or Eduardo Mendoza Larios en lo sucesivo referido como el ARRENDADOR, e INDUSTRIAL VALLERA DE MEXICALI, S.A. DE C.V., representada en este acto por Antonia Patricia Cruz Casanova, en lo sucesivo referido como el â€œARRENDATARIOâ€, con la comparecencia y consentimiento de MASIMO CORPORATION, en lo sucesivo referido como el â€œGARANTEâ€, que formalizan al tenor de las siguientes DECLARACIONES Y CLÃUSULAS:THIRD AMENDMENT AGREEMENT entered into by and between INMOBILIARIA IAMSA, S.A. DE C.V., herein represented by Mr. Eduardo Mendoza Larios, hereinafter referred to as â€œLESSORâ€, and INDUSTRIAL VALLERA DE MEXICALI, S.A. DE C.V., herein represented by Antonia Patricia Cruz Casanova, hereinafter referred to as â€œLESSEEâ€, with the presence and consent of MASIMO CORPORATION, hereinafter referred to as the â€œGUARANTORâ€, that is formalized pursuant to the following RECITALS and CLAUSES.DECLARACIONES:Las partes declaran:I.- Que el ARRENDADOR y el ARRENDATARIO celebraron un Contrato de Arrendamiento fechado el 7 de Junio de 2019 (en lo sucesivo el â€œContrato de Arrendamientoâ€), en el cual se estableciÃ³ que el ARRENDADOR arrendÃ³ al ARRENDATARIO, una porciÃ³n de terreno con la clave catastral K5-001-002, identificado como Lote 1 F.S.E, de la Colonia 10 DivisiÃ³n 2; en el Centro de Negocios Vie Verte (el â€œParque Industrialâ€) en la ciudad de Mexicali, Baja California, con una superficie total de 109,661.18 m2 (Ciento nueve mil seiscientos sesenta y uno punto dieciocho metros), (en lo sucesivo la â€œSuperficie de Terrenoâ€); y de las mejoras construidas en el mismo, incluyendo pero no limitado al edificio modular ahÃ ubicado al que se identifica como Edificio Terra y el Ã¡rea sujeta al Contrato de Arrendamiento corresponde a los MÃ³dulos 1 y 2 del Edificio Terra, mismos que cuenta con una â€œSuperficie Arrendableâ€ de 57,480.00 pies cuadrados (5,340.06 metros cuadrados), al que en lo sucesivo serÃ¡ denominado conjunta e indistintamente como la â€œPropiedad Arrendadaâ€.RECITALS:The parties deciare:I.- That LESSOR and the LESSEE have entered into a Lease Agreement dated June 7th, 2019, (hereinafter referred to as the â€œLease Agreementâ€), whereby it was stablished that LESSOR leased to LESSEE a portion of land with cadastral key K5-001-002, identified as Lot F.S.E. in Colonia 10 DivisiÃ³n 2, at Vie Verte Business Center (the â€œIndustrial Parkâ€) in the city of Mexicali, Baja California, Mexico, with a total surface of 109,661.18 m2 (One hundred and nine thousand six hundred and sixty one point eighteen square meters), (hereinafter referred to as the â€œLand Surfaceâ€), and of the improvements therein, which is identified as Terra Building and the area subject to the Lease Agreement corresponds to the Modules 1 and 2 of the Terra Building, which have a â€œLeasable Areaâ€ of 57,480.00 square feet (5,340.06 square meters) hereinafter referred collectively and indistinctively as the â€œLeased Propertyâ€.II.- Que en fecha 22 de junio de 2019 las partes celebraron un Primer Convenio Modificatorio al Contrato de Arrendamiento, mediante el que se rectificÃ³ la clave catastral del predio y el domicilio oficial de la propiedad arrendada.II.- That on June 22nd, 2019, the parties entered into a First Amendment Agreement to the Lease Agreement, by means of which the cadastral key and official address of the leased property was rectified.1III.- Que en fecha 6 de abril de 2020 las partes celebraron un Segundo Convenio Modificatorio al Contrato de Arrendamiento, mediante el que se ampliÃ³ la Propiedad Arrendada mediante la adiciÃ³n de los MÃ³dulos 3 y 4 del Edificio Terra en el Centro de Negocios Vie Verte, para tener una Superficie Arrendable Total (La â€œSuperficie Arrendableâ€ de 116,575.00 pies cuadrados (10,830.17 metros cuadrados) correspondiente a los MÃ³dulos 1, 2, 3 y 4 del Edificio Terra en el Centro de Negocios Vie Verte.III.- That on April 6th, 2020 the parties entered into a Second Amendment Agreement to the Lease Agreement, by means of which the Leases Property Leased Property was expanded by the addition of Modules 3 and 4 of the Terra Building in the Vie Verte Business Center, to have a Total Leasable Area (the â€œLeasable Areaâ€) of 116,575.00 square feet (10,830.17 square meters) corresponding to Modules 1, 2, 3 and 4 of the Terra Building in the Vie Verte Business Center.IV.- Que es su voluntad celebrar este Tercer Convenio Modificatorio al Contrato de Arrendamiento, y agregario para que forme parte integral del Contrato de Arrendamiento, a que se refiere la DeclaraciÃ³n I, considerando los tÃ©rminos y condiciones que se mencionan a continuaciÃ³n de acuerdo a la solicitud del ARRENDATARIO para prorrogar el tÃ©rmino del arrendamiento por un periodo adicional de cinco (5) aÃ±os.IV.-

That it is their intention to execute this Third Amendment Agreement to the Lease Agreement and add it, so it can be part of the â€œLease Agreementâ€ as described in Recital I pursuant to the terms and conditions set forth according to LESSEEâ€™s request to extend the term of the Lease Agreement for an additional five (5) years term.V.- Que conocen el alcance de las modificaciones al contrato de arrendamiento y mutuamente tienen reconocida la personalidad y la capacidad jurÃdica para cumplir con ellas, por lo que no tienen inconveniente en suscribir el presente convenio.V.- They know the scope of the amendments to the lease agreement, and they mutually acknowledge their capacity and the powers of attorney to comply, so they have no impediment in signing this Amendment.En tÃ©rminos de lo anterior, las partes acuerdan como sigue:Pursuant to the above the parties agree as follows:CLAUSULAS:PRIMERA. PRÃ“RROGA DEL TÃ‰RMINO DE ARRENDAMIENTO. EI ARRENDADOR y el ARRENDATARIO acuerdan prorrogar el TÃ©rmino de Arrendamiento del Contrato de Arrendamiento, por un periodo adicional de Cinco (5) aÃ±os, a fin de que el mismo concluya hasta el dÃa 09 de agosto de 2029, como tÃ©rmino obligatorio para las partes.CLAUSES:FIRST. EXTENSION OF THE LEASE TERM. LESSOR and LESSEE agree to extend the Lease Term of the Lease Agreement for an additional period of Five (5) years, in order for it to end on August 9th, 2029, as a mandatory term for the parties.Las partes reconocen que la presente prÃ³rroga corresponde a la primera prÃ³rroga de las concedidas en la ClÃ¡usula III, letra D del Contrato de Arrendamiento.The parties acknowledge that this extension corresponds to the first extension of those granted in Clause III, letter D, of the Lease Agreement.2SEGUNDA. RENTA Y CUOTA DE MANTENIMIENTOA. RENTA BASE. Desde la fecha de celebraciÃ³n de este Tercer Convenio Modificatorio y hasta el 31 de diciembre de 2024, la Renta Base continuarÃ¡ a la misma cuota que el Arrendatario paga actualmente bajo el TÃ©rmino de Arrendamiento corriente. A partir del 1 de enero de 2025, como â€œRenta Baseâ€ por el arrendamiento de la Propiedad Arrendada de 116,575.00 pies cuadrados, el ARRENDATARIO pagarÃ¡ mensualmente al ARRENDADOR la cantidad de US$ 0.55 DÃ³lares (Cero punto cincuenta y cinco DÃ³lares, Moneda de Curso Legal en los Estados Unidos de AmÃ©rica) por pie cuadrado de Superficie Arrendable, que equivale a US$ 64,116.25 DÃ³lares (Sesenta y cuatro mil ciento diecisÃ©is DÃ³lares 25/100, Moneda de Curso Legal en los Estados Unidos de AmÃ©rica), mÃ¡s el Impuesto al Valor Agregado que resulte aplicable al momento de pago, los cuales deberÃ¡n ser pagados por adelantado al ARRENDADOR en el domicilio de este Ãºltimo.SECOND. RENT AND MAINTENANCE FEE.A. BASE RENT FOR DE EXPANSION AREA. From the execution of this Third Amendment Agreement until December 31, 2024, the Base Rent shall continue at the same rate as Lessee currently pays under the existing Lease Term. As from January 1st, 2025, as â€œBase Rentâ€ for the Leased Property of 116,575.00 square feet, LESSEE shall pay to LESSOR the monthly amount of US$ 0.55 Dollars (Zero point fifty-five Dollars, Legal Currency of the United States of America) per square foot of Leasable Area monthly, that is equivalent to US$ 64,116.25 Dollars (Sixty-four thousand one hundred and sixteen Dollars 25/100, Legal Currency of the United States of America), plus the corresponding Value Added Tax (IVA by its Spanish acronym) at the moment of payment, payable in advance to LESSOR in LESSORâ€™S address.B. CUOTA DE MANTENIMIENTO DEL ÃREA DE EXPANSIÃ“N. A partir del 1 de agosto de 2024, el ARRENDATARIO pagarÃ¡ mensualmente al ARRENDADOR como â€œCuota de Mantenimientoâ€ de la Propiedad Arrendada de 116,575.00 pies cuadrados, la cantidad de US$ 0.0445 DÃ³lares (Cero punto cero, cuatro, cuatro, cinco DÃ³lares, Moneda de Curso Legal en los Estados Unidos de AmÃ©rica) por pie cuadrado de Superficie Arrendable, que equivalen a US$ 5,187.59 B. MAINTENANCE FEE FOR DE EXPANSION AREA. As from August 11, 2024, LESSEE shall pay to LESSOR as â€œMaintenance Feeâ€ for the Leased Property of 116,575.00 square feet, the amount of US$ 0.0445 Dollars (Zero point zero, four, four, five Dollars, Legal Currency of the United States of America) per square foot of Leasable Area, that are equivalent to US$ 5,187.59 Dollars (Five thousand one hundred and eighty-seven Dollars 59/100, DÃ³lares (Cinco mil ciento ochenta y siete DÃ³lares 59/100, Moneda de Curso Legal en los Estados Unidos de AmÃ©rica) al mes, mÃ¡s el Impuesto al Valor Agregado que resulte aplicable al momento de pago, los cuales deberÃ¡n ser pagados junto con la renta mensual del Ã¡rea de expansiÃ³n.Legal Currency of the United States of America) monthly, plus the corresponding Value Added Tax (IVA by its Spanish acronym) at the moment of payment, which shall be payable jointly with the monthly rent of the expansion area.Tanto la Renta Base como la Cuota de Mantenimiento deberÃ¡n ser pagadas dentro de los primeros diez (10) dÃas de cada mes de calendario y actualizadas de la forma prevista en el Contrato de Arrendamiento los dÃas 1 de agosto, a partir del aÃ±o 2025; y serÃ¡n sujetas a las penalidades por pago tardÃo establecidas en el mismo.Both Rent and Maintenance Fee shall be paid within the first ten (10) days of each calendar month and increased as provided in the Lease Agreement on August 1st, as from the year 2025; and will be subject to the late payment penalties established therein.TERCERA. PREFERENCIA DE CONTRATISTA. Las partes acuerdan que el ARRENDATARIO no podrÃ¡ realizar ninguna construcciÃ³n o mejora en la Propiedad Arrendada sin considerar y dar preferencia a la cotizaciÃ³n presentada por el ARRENDADOR para tales obras; el ARRENDATARIO en circunstancias similares darÃ¡ preferencia el ARRENDADOR para la ejecuciÃ³n de dichas obras.THIRD. CONTRACTOR PREFERENCE. The parties agree that LESSEE may not perform any construction or improvement on the Leased Property without considering and giving preference to the quotation submitted by LESSOR for such works; LESSEE in similar circumstances shall give preference to LESSOR for the execution of such works.3Para que el ARRENDADOR, pueda llevar a cabo la supervisiÃ³n, y el ARRENDATARIO, pueda iniciar cualquier obra previamente autorizada, deberÃ¡ entregar al ARRENDADOR, la siguiente documentaciÃ³n: contrato de obra celebrado con el tercero; licencia de construcciÃ³n de la obra a ejecutar, catÃ¡logo de conceptos con todos los alcances; proyecto ejecutivo completo, y en el caso, de mezzanines cÃ¡lculos estructurales, asÃ como el seguro de obra.In order for the LESSOR to carry out the supervision, and LESSEE to start any previously authorized work, the following documentation must be delivered to LESSOR: work contract signed with the third party; construction license for the work to be executed; catalog of concepts with all scopes; complete executive project, and in the case of mezzanines, structural calculations, as well as construction insurance.CUARTA. NO RELACIÃ“N LABORAL. Las Partes acuerdan que el presente convenio no crea sociedad, asociaciÃ³n, relaciÃ³n individual de trabajo o figura jurÃdica anÃ¡loga a las anteriores entre las Partes, o bien cualquier relaciÃ³n distinta a la relaciÃ³n contractual considerada en el presente FOURTH. NON-EMPLOYMENT RELATIONSHIP. The Parties agree that this Amendment Agreement does not create a partnership, association, individual employment relationship or any other legal figure analogous to the foregoing between the Parties, or any relationship different from the Convenio, por lo que cada una de las Partes es, respectivamente responsable de sus obligaciones de carÃ¡cter laboral, fiscal, civil o de cualquier otra naturaleza, salvo pacto en contrario bajo el presente Convenio.contractual relationship considered in this Amendment Agreement for which reason, each of the Parties is respectively responsible for its own labor, tax, civil or any other type of obligations, except as otherwise expressly agreed under this Amendment Agreement.De conformidad con lo anterior, la responsabilidad que derive de las relaciones laborales con cada una de las personas anteriormente mencionadas es Ãºnica y exclusivamente de cada una de las Partes respectivamente. Las Partes expresamente acuerdan que ninguna de las clÃ¡usulas contenidas en el presente convenio se interpretarÃ¡ en una manera que se considere a los empleados, agentes, proveedores o contratistas de cada Parte como empleados, agentes, proveedores, contratistas o subcontratistas al mismo tiempo que la otra Parte. Adicionalmente, ninguna de las Partes podrÃ¡ celebrar un convenio y/o celebrar un contrato de cualquier tipo en representaciÃ³n de la otra Parte.In accordance with the foregoing, the liability arising from labor relations with each of the aforementioned individuals is solely and exclusively that of each respective Party. The Parties expressly agree that none of the provisions contained in this Amendment Agreement shall be interpreted in a manner that considers the employees, agents, suppliers or contractors of either Party as employees, agents, suppliers or contractors at the same time of the other Party. Additionally, neither Party shall enter into any agreement and/or enter into any contract of any type on behalf of the other Party.Las Partes expresamente declaran que cuentan con sus propios recursos humanos, materiales y financieros para cumplir con las obligaciones que le correspondan bajo la legislaciÃ³n aplicable (incluyendo sin limitar la Ley Federal del Trabajo) que deriven de las relaciones con sus empleados.The Parties expressly declare that they have their own human, material and financial resources to fulfill with their obligations required under applicable legislation (including, without limitation the Federal Labor Law) arising from their relations with their employees.Cada una de las Partes, respectivamente, acordarÃ¡ en todo momento las tareas especÃficas que deberÃ¡n desempeÃ±ar sus empleados, mandatarios y contratistas en tÃ©rminos del presente convenio y estarÃ¡n en todo tiempo a cargo de la supervisiÃ³n de dichos empleados, mandatarios y contratistas en la prestaciÃ³n de los servicios. Los empleados, mandatarios y contratistas deberÃ¡n realizar dichas actividades conforme a los acuerdos entre Ã©stos Ãºltimos y dicha Parte. Las Partes reconocen que los empleados, mandatarios y contratistas de la otra Parte no estarÃ¡n a disposiciÃ³n de dicha Parte en Each Party, respectively, shall at all times agree upon the specific tasks that their employees, agents and contractors must perform under the terms of this Amendment Agreement and shall at all times be in charge of the supervision of such employees, agents and contractors in the performance of the services. The employees, agents and contractors shall carry out such activities in accordance with the agreements between them and the respective Party. The Parties acknowledge that the employees, agents and contractors of the other Party shall not be available to the other Party under terms of this 4tÃ©rminos del presente convenio. Por lo tanto, los empleados, agentes y contratistas de cada una de las Partes deberÃ¡n prestar los servicios exclusivamente conforme se acuerde entre Ã©stos Ãºltimos y dicha Parte, en los lugares en los que dicha Parte determine sea mÃ¡s conveniente para prestar los servicios de la manera mÃ¡s eficiente dentro de los horarios y conforme a los parÃ¡metros que establezcan cada Parte, respectivamente.Amendment Agreement. Therefore, the employees, agents and contractors of each Party shall provide services exclusively as agreed between them and the respective Party, in the locations as such Party determines to be most convenient for providing the services in the most efficient manner within such schedules and according to the parameters established by each Party, respectively.Cada una de las Partes serÃ¡ responsable frente a la otra de todos los daÃ±os o pÃ©rdidas que deriven de la culpa o negligencia de sus empleados, mandatarios y contratistas conforme a los tÃ©rminos del presente convenio y que afecten a la otra Parte. Ambas Partes estÃ¡n de acuerdo en que los riesgos laborales y accidentes que pudieran sufrir los empleados, mandatarios o contratistas de cada una de las Partes son exclusivamente la responsabilidad de dicha Parte, respectivamente. Por lo tanto, la Parte responsable deberÃ¡ cubrir los gastos y honorarios que surjan de lo anterior. La obligaciÃ³n de la Parte responsable serÃ¡ vÃ¡lida siempre y cuando dichos riesgos o accidentes sucedan en el interior de la Propiedad Arrendada.Each Party shall be liable to the other for all damages or losses arising from the fault or negligence of its employees, agents and contractors under the terms of this Amendment Agreement and that affects the other Party. Both Parties agree that the labor risks and accidents that may be suffered by the employees, agents or contractors of each Party are exclusively the responsibility of said Party, respectively. Therefore, the responsible Party shall cover the expenses and fees arising from the foregoing. The obligation of the responsible Party shall be valid provided that such risks or accidents occur inside the Leased Property.Cada una de las Partes estÃ¡ de acuerdo en indemnizar y en sacar en paz y a salvo a la otra Parte (incluyendo a sus accionistas, directores, empleados y/o consultores y sus cesionarios y subarrendatarios) de y en contra de cualquier reclamaciÃ³n, litigio, queja, responsabilidad, daÃ±os, pÃ©rdidas, perjuicios, costos o gastos (incluyendo costos legales) en su contra por cualquier empleado de la Parte responsable, de sus proveedores o contratistas, asÃ como de cualquier reclamaciÃ³n en su contra por algÃºn empleado de la Parte responsable ante el Instituto Mexicano del Seguro Social - IMSS o el Instituto Nacional del Fondo para la Vivienda de los Trabajadores - INFONAVIT O por cualquier otra contingencia relacionada con los empleados de la Parte responsable, sus contratistas o proveedores que afecten a la otra Parte.Each Party agrees to indemnify and hold harmless the other Party (including its shareholders, directors, employees and/or consultants and their assignees and sublessees) from and against any and all claims, suits, complaints, liabilities, damages, losses, injuries, damages, costs or expenses (including legal costs) brought against it by any employee of the responsible Party, its suppliers or contractors, as well as for any claim brought by an employee of the responsible Party before the Mexican Social Security Institute (Instituto Mexicano del Seguro Social, or IMSS by its Spanish acronym) or the National Institute of the Fund for Workersâ€™ Housing (Instituto Nacional del Fondo para la Vivienda de los Trabajadores, -INFONAVIT) or for any other contingency related with the employees of the responsible Party, its contractors or suppliers that affects the other Party.QUINTA. GARANTÃA. EI GARANTE en este acto, reconoce y declara que su GarantÃa anexa y descrita en la ClÃ¡usula XXVI pÃ¡rrafo N del Contrato de Arrendamiento, se mantiene vigente y efectiva, y es aplicable y extensiva al Contrato de Arrendamiento como se modificÃ³, por este Tercer Convenio Modificatorio.FIFTH. GUARANTY. GUARANTOR hereby acknowledges and declares that its Guaranty attached and described in Clause XXVI paragraph N of the Lease Agreement, remains in full force and effect and applies and extends to the Lease Agreement as amended by this Third Amendment Agreement.EI GARANTE presentarÃ¡ durante el primer mes de cada aÃ±o de arrendamiento un informe anual actualizado de Sus estados financieros al ARRENDADOR. En el supuesto de que el ARRENDADOR determine que las finanzas del GARANTE no son satisfactorias para garantizar el cumplimiento de este contrato, el ARRENDATARIO estarÃ¡ obligado a otorgar una diversa garantÃa despuÃ©s de que le sea requerido por escrito por el ARRENDADOR.GUARANTOR shall submit during the first month of each year of lease an updated annual report of its financial statements to LESSOR. In the event that the LESSOR determines that GUARANTORâ€™S finances are not satisfactory to ensure compliance with this contract, LESSEE shall be obliged to grant a different guaranty after it is required in writing by LESSOR.5SEXTA: Todos los otros tÃ©rminos y condiciones del Contrato de Arrendamiento, se mantendrÃ¡n y continuaran vigentes y validos como se describen en dicho Contrato de Arrendamiento y su Primer y Segundo Convenio Modificatorio. De conformidad con lo anterior, las partes aquÃ acuerdan que este Tercer Convenio Modificatorio, deberÃ¡ modificar Ãºnicamente las provisiones aquÃ descritas; todas las demÃ¡s provisiones deberÃ¡n mantenerse vigentes y sin cambios, por lo que en este instrumento no existe novaciÃ³n. El Contrato de Arrendamiento previamente ejecutado por las partes el 7 de Junio de 2019 y su Primer y Segundo Convenio Modificatorio deberÃ¡n regular cualquier cuestiÃ³n relativa al Arrendamiento, que no se encuentren especÃficamente seÃ±aladas en el presente.SIXTH: All other terms and conditions of the Lease Agreement will remain and continue in full force and effect as contained in such Lease Agreement and its First and Second Amendment Agreement. According to this, the parties hereby agree that this Third Amendment Agreement shall modify only the provisions herein described; all other provisions shall remain valid and unchanged, therefore this document does not cause novation. The Lease Agreement previously executed by the parties on June 7th, 2019, and its First and Second Amendment Agreement shall govern any matter related to the Lease, which is not specifically addressed herein.SÃ‰PTIMA: Este documento forma parte del Contrato de Arrendamiento y su Primer y Segundo Convenio Modificatorio, como un solo documento; conteniendo estos las condiciones y promesas realizados entre las SEVENTH: This document forms part of the Lease Agreement and its First and Second Amendment Agreement as one whole document; all of which contain the conditions and promises made between the parties and partes, y no deberÃ¡n ser modificados verbalmente o de ninguna otra manera mÃ¡s que en un contrato por escrito firmado por los representantes autorizados de las partes.may not be modified verbally or in any manner other than by a written agreement signed by the authorized representatives of the parties.OCTAVA: Como se previÃ© en el Contrato de Arrendamiento, las partes aquÃ acuerdan que todo lo relativo a la interpretaciÃ³n y cumplimiento de este Convenio Modificatorio y del Contrato de Arrendamiento, se someten expresamente a la ley y a la jurisdicciÃ³n de los Juzgados Civiles de la Ciudad de Mexicali, Baja California, MÃ©xico, renunciando expresamente cualquier otra jurisdicciÃ³n que pudiera ser aplicable por razÃ³n del domicilio presente o futuro o cualquier otro.EIGHTH: As provided in the Lease Agreement, the parties hereby agree that everything to the interpretation and compliance of this Amendment Agreement and the Lease Agreement, they expressly submit to the law and jurisdiction of the Civil Courts of the City of Mexicali, Baja California, MÃ©xico, expressly waiving any other jurisdiction which might be applicable by reason of their present or future domiciles or otherwise.6EN PRESENCIA DE LOS TESTIGOS, este documento es firmado por duplicado en la Ciudad de Mexicali, Baja California, MÃ©xico, en este dÃa 10 de julio del aÃ±o dos mil veinticuatro.IN WITNESS WHEREOF this document is signed in duplicate in this City of Mexicali, Baja California, MÃ©xico, on July 10th of the year two thousand and twenty-four.EL ARRENDADOR / LESSOR: INMOBILIARIA IAMSA, S.A. DE C.V.EL ARRENDATARIO / LESSEE: INDUSTRIAL VALLERA DE MEXICALI, S.A. DE C.V./s/ Eduardo Mendoza Larios Eduardo Mendoza Larios /s/Antonia Patricia Cruz CasanovaÂ Â Â Â Sra. Antonia Patricia Cruz CasanovaEI GARANTE tiene conocimiento y acepta los tÃ©rminos fijados en este Convenio Modificatorio tal como se describe en la ClÃ¡usula Quinta de este convenio. / The GUARANTOR acknowledges and accepts the terms set out in this Addendum as described in Clause Fifth of this amendment.TESTIGOS / WITNESSES:EL GARANTE:MASIMO CORPORACIÃ“N /s/ [Illegible]_____[Illegible]_____Â Â Â Â /s/ Anand SampathÂ Â Â Â Mr. Anand Sampath7 EX-10.2 4 masi-20240928x10qex102.htm EX-10.2 DocumentExhibit 10.2CONSENTThis Consent (this â€œConsentâ€), is entered into in connection with that certain Credit Agreement, dated as of April 11, 2022 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time prior to the date hereof, including all Schedules and Exhibits thereto, the â€œCredit Agreementâ€), by and among MASIMO CORPORATION, a Delaware corporation (the â€œBorrowerâ€), the Lenders and Issuing Banks party thereto from time to time and CITIBANK, N.A., as administrative agent (in such capacity, the â€œAdministrative Agentâ€), pursuant to which the Lenders and Issuing Banks extended credit to the Borrower in the form of, among others, Loans and Letters of Credit. All capitalized terms used but not defined in this Amendment shall have the respective meanings specified in the Credit Agreement.WHEREAS, the Borrower has notified the Administrative Agent that Quentin Koffey and Michelle Brennan (the â€œExisting Politan Directorsâ€) are currently members of the board of directors, which Existing Politan Directors were nominated or appointed by Politan Capital Management LP and its affiliates (collectively, â€œPolitanâ€) and were not nominated or appointed by a majority of the board of directors of the Borrower; WHEREAS, the Borrower has further notified the Administrative Agent that Politan (and not, for the avoidance of doubt, the majority of the existing board of directors of the Borrower) has nominated Darlene Solomon and William Jellison (the â€œProspective Politan Directorsâ€ and, together with the Existing Politan Directors, the â€œPolitan Directorsâ€) as potential members of the board of directors of the Borrower;WHEREAS, if

the Prospective Politan Directors are elected to the board of directors of the Borrower following the annual meeting of the Borrower scheduled for September 19, 2024, at 2:00 p.m., Pacific Daylight Time (the â€œ2024 Annual Meetingâ€), there will be four (4) members of the board of directors of the Borrower, constituting a majority thereof, nominated by Politan and a Change in Control would result therefrom;WHEREAS, the Borrower has requested and the Administrative Agent and the Lenders party hereto (constituting the Required Lenders) consent and agree that, solely for the period commencing on the later of (1) the Consent Effective Date (as defined below) and (2) the date of the 2024 Annual Meeting and ending on the first date on which directors are elected at the first annual meeting of the Borrower following the 2024 Annual Meeting (such period, the â€œConsent Periodâ€), (x) the Politan Directors shall be deemed to have been nominated by the board of directors of the Borrower for the purposes of determining clause (b) of the definition of â€œChange in Controlâ€ under the Credit Agreement and (y) no Change in Control shall occur as a result of the election of the Prospective Politan Directors to the board of directors of the Borrower at the 2024 Annual Meeting.NOW, THEREFORE, in consideration of the covenants and agreements contained herein, as well as other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows: SECTION 1. Â Â Â Â Consent.In accordance with Section 9.02(b) of the Credit Agreement, effective on and as of the Consent Effective Date, the Lenders party hereto (constituting the Required Lenders) agree that, solely during the Consent Period, (i) the Politan Directors shall be deemed to have been nominated by the board of the directors of the Borrower for purposes of determining clause (b) of the definition of â€œChange in Controlâ€ set forth in the Credit Agreement and (ii) no Change in Control shall have be deemed to have occurred as a result of the election of the Prospective Politan Directors to the board of directors of the Borrower at the 2024 Annual Meeting.SECTION 2. Â Â Â Â Conditions Precedent to Effectiveness. The effectiveness of this Consent is subject to the satisfaction (or waiver) of the following conditions (the time at which such conditions are satisfied or waived, the â€œConsent Effective Dateâ€):(a) Â Â Â Â The Administrative Agent shall have received (i) executed signature pages to this Consent from the Lenders constituting the Required Lenders under the Credit Agreement as in effect immediately prior to the effectiveness of this Consent and (ii) a certificate of the Borrower as to the conditions set forth in clauses (b) and (c) below;(b) Â Â Â Â The representations and warranties of the Loan Parties contained in the Credit Agreement (after giving effect to this Consent) and each other Loan Document shall be true and correct in all material respects (except that such materiality qualifier shall not be applicable to any representationsand warranties that already are qualified or modified by materiality in the text thereof) on and as of the Consent Effective Date, as though made on and as of such date (except to the extent that such representations and warranties relate solely to an earlier date, in which case such representations and warranties shall be true and correct in all material respects (except that such materiality qualifier shall not be applicable to any representations and warranties that already are qualified or modified by materiality in the text thereof) as of such earlier date);(c) Â Â Â Â on and as of the Consent Effective Date, after giving effect to this Consent, no Default shall have occurred and be continuing; and (d) Â Â Â Â all fees and expenses required to be paid under the Credit Agreement and, with respect to expenses and legal fees, to the extent invoiced in reasonable detail at least two Business Days before the Consent Effective Date (except as otherwise reasonably agreed to by the Company) shall have been paid in full.SECTION 3. Â Â Â Â Reaffirmation. The Borrower on behalf of itself and each other Loan Party hereby (a) reaffirms its obligations (and the obligations of each other Loan Party) under the Credit Agreement and each other Loan Document, in each case as amended by this Consent, including, without limitation, the guarantee of the Obligations pursuant to the Guaranty by each Guarantor and (b) acknowledges and agrees that Obligations of (and the guarantees thereof by) the Loan Parties contained in the Loan Documents are, and shall remain, in full force and effect immediately after giving effect to this Consent.SECTION 4. Â Â Â Â Miscellaneous.(a) Â Â Â Â The Credit Agreement and each of the other Loan Documents, as specifically amended by this Consent, are and shall continue to be in full force and effect and are hereby in all respects ratified and confirmed. Except as otherwise set forth herein, nothing contained herein and no actions taken pursuant to the terms hereof are intended to constitute a novation of the Credit Agreement, or any waiver of the terms, conditions, or provisions of the Credit Agreement and/or any of the other Loan Documents and do not constitute a release, termination or waiver of any of the rights and/or remedies granted to the Lenders, Issuing Banks and/or the Administrative Agent under the Loan Documents. The Credit Agreement, together with this Consent, shall be read and construed as a single agreement.(b) Â Â Â Â Upon the effectiveness of this Consent, each reference in the Credit Agreement to â€œthis Agreementâ€, â€œhereinâ€, â€œhereofâ€ and words of like import and each reference in the Credit Agreement and the Loan Documents to the Credit Agreement shall mean and refer to the Credit Agreement as modified hereby.(c) Â Â Â Â This Consent is a Loan Document executed pursuant to the Credit Agreement and shall be construed, administered and applied in accordance with the terms and provisions thereof.(d) Â Â Â Â This Consent shall be binding upon and shall inure to the sole benefit of the Borrower, the Administrative Agent and the Lenders and their respective successors and assigns.(e) Â Â Â Â This Consent shall be construed in accordance with and governed by the law of the State of New York.(f) Â Â Â Â This Consent shall be subject to the following Sections of the Credit Agreement, as if set forth herein in their entirety: Sections 9.03, 9.06, 9.07, 9.09, 9.10, 9.11, 9.12, 9.13 and 9.18.2IN WITNESS WHEREOF, the parties have caused this Consent to be duly executed and delivered as of the date first above written.CITIBANK, N.A., individually as a Lender, and as Administrative AgentBy:/s/ JONATHAN CREANName:Jonathan CreanTitle: Authorized Signatory3JPMORGAN CHASE BANK, N.A., individually as a LenderBy:/s/ GREGORY T. MARTINName:Gregory T. MartinTitle: Â Executive DirectorBMO BANK, N.A., successor in interest to Bank of the West, individually as a LenderBy:/s/ CECILE SEGOVIAName:Cecile SegoviaTitle: Â DirectorKEYBANK, NATIONAL ASSOCIATION, individually as a LenderBy:/s/ TANILLE INGLEName:Tanille IngleTitle: Vice PresidentU.S. BANK NATIONAL ASSOCIATION, individually as a LenderBy:/s/ CHRISTIAN J. PELLICCIName:Christian PellicciTitle: Assistant Vice PresidentMIZUHO BANK, LTD., individually as a LenderBy:/s/ TRACY RAHNName:Tracy RahnTitle: Managing DirectorHSBC Bank USA, N.A., individually as a LenderBy:/s/ KEVIN FILERName:Kevin Filer #23587Title: DirectorCity National Bank, individually as a LenderBy:/s/ JENNIFER HWANGName:Jennifer HwangTitle: Senior Vice PresidentAcknowledge and Agreed:MASIMO CORPORATION,a Delaware corporationBy:/s/ MICAH YOUNGName:Micah YoungTitle: EVP, Chief Accounting Officer EX-10.3 5 masi-20240928x10qex103.htm EX-10.3 Document*** Certain identified information has been omitted from this exhibit because it is both (i) not material and (ii) of the type that the Registrant treats as private or confidential. Such omitted information is indicated by brackets (â€œ[â€¦***â€¦]â€) in this exhibit. ***Exhibit 10.3Syndicate Loan Agreement(Borrower) D&M Holdings Inc.(Agent)The Shoko Chukin Bank, Ltd. (Lender)The Shoko Chukin Bank, Ltd.The Ashikaga Bank, Ltd. Kiraboshi Bank, Ltd.ContentsArticle 1(Definitions)1Article 2(Rights and Obligations of Lenders)5Article 3(Use of Funds)6Article 4(Conditions Precedent to Implementation of Loan)6Article 5(Implementation of Loan)7Article 6(Non-Implementation of Loan)7Article 7(Increased Cost and Illegality)7Article 8(Repayment of Principal)9Article 9(Interest)9Article 10(Prepayment)9Article 11(Delay Damages)10Article 12(Agent Fee)10Article 13(Expenses and Taxes and Public Dues, etc.)10Article 14(Performance of Obligation of Borrower)11Article 15(Distribution to Lenders)12Article 16(Representations and Warranties of Borrower)15Article 17(Undertakings of Borrower)18Article 18(Event of Default)20Article 19(Set-off, Enforcement of Permitted Security Interest and Voluntary Sale)21Article 20(Adjustment among Lenders)23Article 21(Rights and Obligations of the Agent)25Article 22(Resignation and Dismissal of the Agent)27Article 23(Decision Gathering of Lenders)28Article 24(Amendment of Agreement)29Article 25(Assignment of Status by the Borrower and Assignment Before Implementation of Loan)29Article 26(Assignment after Implementation of Loan)30Article 27(Collection, etc. from a Third Party)32Article 28(General Provisions)33Syndicate Loan AgreementD&M Holdings Inc. (hereinafter referred to as the â€œBorrowerâ€), the financial institutions listed in Schedule 1 as the lenders (each financial institution shall be hereinafter referred to as the â€œLenderâ€), and The Shoko Chukin Bank, Ltd. (hereinafter referred to as the â€œAgentâ€) agree as follows as of September 24, 2024 (hereinafter referred to as this â€œAgreementâ€).Article 1 (Definitions)Each of the following terms shall have the following meaning in this Agreement unless it is evident from the context that it has a different meaning. (1)â€œBusiness Dayâ€ means any day other than those that are bank holidays in Japan pursuant to the Laws and Regulations, etc.(2)â€œAgent Serviceâ€ means the service set forth in each of the provisions of this Agreement which is entrusted to the Agent by and for All Lenders.(3)â€œAgent Feeâ€ means the fee to be paid by the Borrower to the Agent as separately agreed between the Borrower and the Agent.(4)â€œParent Companyâ€, â€œSubsidiary Companyâ€ and â€œAffiliate Companyâ€ mean those defined in Article 8 of the Regulation on Terminology, Forms, and Preparation Methods of Financial Statements.(5)â€œLoanâ€ means the Individual Loan made pursuant to this Agreement as a whole.(6)â€œLoan Amountâ€ means [â€¦***â€¦] yen, being the amount of the Loan to be made on the Drawdown Date.(7)â€œLending Obligationâ€ means the obligation provided for in Article 2, Paragraph 2.(8)â€œLoan Claimâ€ means the claim related to the Individual Loan.(9)â€œLending Impossibility Eventâ€ means (i) an outbreak of a natural disaster, war or terrorist attack, (ii) an interruption or outage of electricity, communications or various settlement systems, (iii) an event that occurs in the Tokyo interbank market and disables loan transactions of yen funds, and (iv) any other event not attributable to the Lenders as a result of which the implementation of the Loan by all or part of the Lenders becomes impossible as determined by the Majority Lenders (if it is difficult to gather the decision of the Majority Lenders, the Agent).1(10)â€œBase Interest Rateâ€ means, with respect to each Interest Calculation Period, the interest rate for three months (hereinafter referred to as the â€œBase Interest Rate Periodâ€) out of the Japanese Yen TIBOR (Telerate 17097 page or its successor page) published by the JBA TIBOR Administration at 11:00 AM or any time after 11:00 AM that is as close as possible to 11:00 AM on the day that is two Business Days prior to the Interest Payment Date for the Interest Calculation Period immediately preceding such Interest Calculation Period (or, with respect to the first Interest Calculation Period, the Drawdown Date). However, if the interest rate for the relevant Base Interest Rate Period is not indicated among the Japanese Yen TIBOR published by the JBA TIBOR Administration (Telerate 17097 page or its successor page) at the time of determination of the Base Interest Rate (including the case where the interest rate for the relevant Base Interest Rate Period is not indicated due to the abolition of the period subject to publication), it means the interest rate for the shortest period exceeding the relevant Base Interest Rate Period among the periods indicated in the Japanese Yen TIBOR published by the JBA TIBOR Administration (Telerate 17097 page or its successor page). Further, if such interest rate is not published for any reason, it shall be the interest rate (expressed as an annual rate) that is reasonably decided upon by the Agent as the offered rate for a loan transaction of yen funds for three months in the Tokyo interbank market at 11:00 AM or the nearest time prior thereto on the day that is two Business Days prior to the Interest Payment Date for the Interest Calculation Period immediately preceding the relevant Interest Calculation Period (or, with respect to the first Interest Calculation Period, the Drawdown Date). If the interest rate set forth in this paragraph is less than 0%, the Base Interest Rate shall be deemed to be 0%(11)â€œInterim Principal Repayment Dateâ€ means each date described in the â€œPrincipal Repayment Dateâ€ column of the repayment schedule in Schedule 2 as the date on which the principal in the amount described in the â€œPrincipal Repayment Amountâ€ column is to be repaid (excluding the Maturity Date, and if the relevant date falls on a day other than a Business Day, it shall be the immediately following Business Day, and if such immediately following Business Day falls in the following month, it shall be the immediately preceding Business Day).(12)â€œPermitted Security Interestâ€ collectively means (a) the revolving security interest which has been created over the assets of the Borrower as of the date of this Agreement and includes the claims of the Lender or the Agent under this Agreement as the secured claims, (b) the security interest (including revolving security interest; hereinafter the same) which is created over the assets of the Borrower without breaching this Agreement after the date of this Agreement and includes the claims of the Lender or the Agent under this Agreement as the secured claims, and (c) the lien, right of retention and any other security interest that is automatically created pursuant to the Laws and Regulations, etcâ€œAssignorâ€ means the person who assigns the Loan Claims in accordance with Article 26, (13)â€œTaxes and Public Dues, etc.â€ mean all taxes and public dues, such as income taxes, corporation taxes, or any other taxes that can be imposed in Japan.(14)â€œIndividual Loanâ€ means the Loan made by each of the Lenders pursuant to this Agreement.2(15)â€œIndividual Loan Moneyâ€ means the money loaned by the Lender to the Borrower under the Individual Loan, and â€œIndividual Loan Amountâ€ means the amount of the Individual Loan Money set forth in Schedule 1 hereto for each Lender (provided, however, that if it is changed in accordance with the provisions of Article 25, Paragraph 2, the amount after such change).(16)â€œIndividual Loan Outstanding Moneyâ€ means any principal, interest, delay damage, Settlement Amount and any other money which the Borrower is obliged to pay pursuant to this Agreement concerning the Individual Loan.â€œParticipation Ratioâ€ means, before the implementation of the Loan, the ratio of the Individual Loan Amount of each Lender to the Loan Amount, and after the implementation of the Loan, the ratio of the principal amount of the Individual Loan Outstanding Money of each Lender to the aggregate principal amount of the Individual Loan Outstanding Money.(17)â€œParticipation Ratioâ€ means, before the implementation of the Loan, the ratio of the Individual Loan Amount of each Lender to the Loan Amount, and after the implementation of the Loan, the ratio of the principal amount of the Individual Loan Outstanding Money of each Lender to the aggregate principal amount of the Individual Loan Outstanding Money.(18)â€œDrawdown Dateâ€ means September 27, 2024.(19)â€œPayment Due Timeâ€ means, if any Repayment Date is provided for in this Agreement, 11:00 AM on such Repayment Date.(20)â€œSyndicate Accountâ€ means the ordinary deposit account (Account Number:[â€¦***â€¦], Account Name: D&M Holdings Inc.) held by the Borrower at Kawasaki Branch of The Shoko Chukin Bank, Ltd.(21)â€œSpreadâ€ means [â€¦***â€¦] per annum.(22)â€œSettlement Amountâ€ means, in the case where (i) the principal is repaid (including the Prepayment set forth in Article 10, Paragraph 1; hereinafter the same in this definition) or set-off is made on a day other than the Interest Payment Date, (ii) the Borrower terminates the loan agreement related to the relevant Individual Loan pursuant to the first sentence of Article 587-2, Paragraph 2 of the Civil Code before the implementation of the Individual Loan, (iii) the Individual Loan is not implemented because all or part of the conditions under Article 4 are not satisfied, or (iv) the Borrower loses its benefit of time for the Individual Loan, if the Reinvestment Rate falls below the Applicable Interest Rate applied at the calculation commencement time of the Settlement Amount (in the case of (i), the time of the repayment or set-off, in the case of (ii) and (iii), the Drawdown Date for the relevant Individual Loan, and in the case of (iv), the time on which the calculation is made reasonably determined by the Lender that occurs after the time when the benefit of time is lost; hereinafter the same), the amount calculated by multiplying the principal amount subject to the Settlement Amount (in the case of (i), the principal amount repaid or off set, in the case of (ii) and (iii), the Individual Loan Amount for the relevant Individual Loan, and in the case of (iv), the principal amount for the relevant Individual Loan at the time when the benefit of time is lost; hereinafter the same) by the difference between the Reinvestment Rate and such 3Applicable Interest Rate and by the actual number of days in the Remaining Period. â€œRemaining Periodâ€ means the period from the day following the calculation commencement time of the Settlement Amount to the next Interest Payment Date, and â€œReinvestment Rateâ€ means the interest rate reasonably determined by the Lender as the interest rate on the assumption that the principal amount subject to the Settlement Amount is reinvested in the Tokyo interbank market during the Remaining Period. The calculation method of the Settlement Amount shall be on a per diem basis, inclusive of the first and last day, based on a 365-day year, wherein divisions shall be performed at the end of the calculation with any fraction less than one yen rounded down.(23)â€œAll Lendersâ€ collectively mean, before the implementation of the Loan, all Lenders, and, after the implementation of the Loan, all Lenders having the right to demand payment of the Individual Loan Outstanding Money against the Borrower.(24)â€œIncreased Costâ€ means, in the case where the cost of the Lender for making or maintaining the Individual Loan, maintaining the Lending Obligation or preserving its rights materially increases (excluding any increase as a result of a change in tax rate on the taxable income of the relevant Lender) due to (i) enactment, revision or change in the interpretation or application of the Laws and Regulations, etc., (ii) establishment of or increase in reserves, or (iii) any change, etc. in accounting regulations or operation thereof, such increased amount (as reasonably calculated by the relevant Lender).(25)â€œLender with Increased Costâ€ means the Lender for whom the Increased Cost arises.(26)â€œDamage, etc.â€ means any damage, loss and cost, etc. (including attorney's fees).(27)â€œMajority Lendersâ€ mean one or more Lenders whose Participation Ratio aggregates 67% or more as of the Decision Gathering Reference Time. â€œDecision Gathering Reference Timeâ€ means, in the case where the Lender determines that an event which requires the instructions of the Majority Lenders has occurred, the time when the Agent receives notice pursuant to Article 23, Paragraph 1, Item 1, or, in the case where the Agent determines that decision gathering of the Majority Lenders is necessary, the time when the Agent issues notice pursuant to Article 23, Paragraph 2.(28)â€œAdvance Payment Costâ€ means, where the Agent makes an Advance Payment, the amount calculated by multiplying the amount of the Advance Payment by the Financing Interest Rate and the actual number of days in the Advance Payment Period. â€œAdvance Payment Periodâ€ means the period commencing on the day when the Agent makes an Advance Payment and ending on the day when the Agent receives the amount related to such Advance Payment, and â€œFinancing Interest Rateâ€ means the interest rate reasonably determined by the Agent as the interest rate to procure the amount of the Advance Payment during the Advance Payment Period. The calculation method of the Advance Payment Cost shall be on a per diem basis, inclusive of the first and exclusive of the last day, based on a 365-day year, wherein divisions shall be performed at the end of the calculation with any fraction less than one yen rounded down.4(29)â€œAdvance Paymentâ€ means, in connection with a repayment by the Borrower on the Repayment Date, the act whereby the Agent pays to the Lender the amount equal to the amount to be distributed to the Lender in accordance with Article 15 before the completion of the repayment by the Borrower. The Borrower or the Lender shall not object to the Agent making the Advance Payment.(30)â€œApplicable Interest Rateâ€ means the interest rate equal to the Base Interest Rate plus the Spread.(31)â€œRepayment Dateâ€ means, in respect of principal of the Loan, the Interim Principal Repayment Date and the Maturity Date, in respect of interest, each Interest Payment Date, and in respect of any other money, the date

specified as the day on which the payment shall be made pursuant to this Agreement.(32)â€œReports, etc.â€ mean the financial statements and business reports stipulated in Article 435, Paragraph 2 of the Companies Act (Act No. 86 of 2005, as amended) and annexed detailed statements thereto,provisional financial statements stipulated in Article 441, Paragraph 1 of the same Act, and consolidated financial statements stipulated in Article 444, Paragraph 1 of the same Act.(33)â€œLaws and Regulations, etc.â€ mean the treaties, laws, ordinances, cabinet orders, ministerial orders, rules, announcements, judgments, decisions, arbitral awards, notices and policies of relevant authorities which apply to this Agreement, the transactions under this Agreement or the parties to this Agreement.(34)â€œMaturity Dateâ€ means the last day of August 2029 (or, if the relevant date falls on a day other than a Business Day, the immediately following Business Day, and if such immediately following Business Day falls in the following month, the immediately preceding Business Day).(35)â€œAssigneeâ€ means the person who accepts the assignment of the Loan Claims in accordance with Article 26, Paragraph 1.(36)â€œAssignorâ€ means the person who assigns the Loan Claims in accordance with Article 26, Paragraph 1.(37)â€œInterest Calculation Periodâ€ means the period from (and including) the Drawdown Date to (and including) the first Interest Payment Date as the first Interest Calculation Period, and each period from (and including) the day following the most recent Interest Payment Date to (and including) the next Interest Payment Date as the second and subsequent Interest Calculation Period.(38)â€œInterest Payment Dateâ€ means the payment date of interest as specified in the Interest Payment Date column of Schedule 2, and if such Interest Payment Date falls on a day other than a Business Day, such Interest Payment Date shall be the immediately following Business Day, and if such Business Day falls in the following month, the Interest Payment Date shall be the immediately preceding Business Day.5Article 2Â Â Â Â (Rights and Obligations of Lenders)(1)Unless otherwise provided for in this Agreement, the Lender may exercise its rights under this Agreement individually and independently.(2)The Lender shall lend to the Borrower the Individual Loan Amount on the Drawdown Date provided that the requirements set forth in each Item of Article 4, Paragraph 1 are satisfied.(3)Unless otherwise provided for in this Agreement, the obligations of the Lender under this Agreement shall be individual and independent, and the Lender shall not be released from its obligations under this Agreement due to another Lender's failure to perform its obligations. The Lender shall not be responsible for any failure of other Lenders to perform its obligations under this Agreement.(4)If the Lender breaches its Lending Obligation and does not implement the Individual Loan on the Drawdown Date, such Lender shall compensate the Borrower for all Damages, etc. incurred by the Borrower due to such breach of the Lending Obligation immediately upon request of the Borrower. However, the compensation to the Borrower for such Damages, etc. shall be limited to the difference between the interest and other expenses which the Borrower paid or will pay if a borrowing is made separately due to the Individual Loan not being implemented on the Drawdown Date and the interest and other expenses which the Borrower would have paid if the Individual Loan was implemented on the Drawdown Date.Article 3Â Â Â Â (Use of Funds)(1)The Borrower shall use the money raised by the Loan as working capital. The Agent and each Lender shall not be obliged to supervise and review the actual use of the funds raised by the Loan.Article 4Â Â Â Â (Conditions Precedent to Implementation of Loan)(1)The Lender shall implement the Individual Loan subject to the condition that all the conditions set forth in each of the following Items are satisfied as of the Drawdown Date (whether or not notice pursuant to Article 6, Paragraph 1 has been given). The decision on the satisfaction of such conditions shall be made for each Lender, and other Lenders and the Agent shall not have any responsibility for such Lender's decision and non-implementation of the Loan.(i)The Lending Impossibility Event has not occurred.(ii)All matters set forth in each Item of Article 16, Paragraph 1 are true and correct.(iii)The consultation pursuant to the provisions of Article 7, Paragraph 5 has not been held.(iv)The Borrower is not in breach of each provision of this Agreement, and it is not likely that such breach will occur after the Drawdown Date.6(v)All or part of the loan agreement related to the Loan have not been terminated pursuant to the first sentence of Article 587-2, Paragraph 2 of the Civil Code.(vi)The Borrower has submitted all of the following documents to the Agent and All Lenders, and the Agent and All Lenders are satisfied with the contents thereof.(a)A registered seal certificate of the representative of the Borrower who will affix his/her name and seal on this Agreement (issued within three months prior to the date of this Agreement)(b)A certified copy of the commercial registry or a certificate of all present matters or a certificate of full registry records (issued within three months prior to the date of this Agreement)(c)Notification of the seal or signature in the form designated by the Agent(d)A certified copy of the minutes of the board of directors meeting of the Borrower that approves the execution of this Agreement and the borrowing pursuant to this Agreement, or a document evidencing the approval of the execution of this Agreement and the borrowing pursuant to this Agreement by the BorrowerArticle 5Â Â Â Â (Implementation of Loan)(1)If the Lender does not give notice pursuant to Article 6, Paragraph 1, and all conditions set forth in each Item of Paragraph 1 of the preceding Article are satisfied on the Drawdown Date, the Lender shall remit the Individual Loan Amount to the Syndicate Account by 11:00 AM on the Drawdown Date. The Individual Loan shall be deemed to have been implemented by that Lender as of the time when such remittance is made to the Syndicate Account.(2)If the full amount of the Loan under the preceding paragraph is not implemented, the Borrower shall immediately notify the Agent to that effect, and the Agent shall promptly notify All Lenders thereof upon receipt of such notice.Article 6Â Â Â Â (Non-Implementation of Loan)(1)The Lender who decides not to implement the Individual Loan for the reason that all or part of the conditions under Article 4 are not satisfied (hereinafter referred to as the â€œNon-Implementing Lenderâ€) may notify the Agent, the Borrower and all other Lenders of the decision together with the reason by 10:00 AM on the Drawdown Date. However, if the Individual Loan is not implemented despite that all the conditions under Article 4 are satisfied, the Non-Implementing Lender may not be released from liabilities arising from the breach of its Lending Obligation.7(2)If the Non-Implementing Lender does not implement the Individual Loan, the Borrower shall pay the Settlement Amount to the Lender. However, this shall not apply if the failure to implement the Individual Loan constitutes a breach of the Lending Obligation of the Non-Implementing Lender.(3)If the Borrower terminates the loan agreement related to the Individual Loan pursuant to the first sentence of Article 587-2, Paragraph 2 of the Civil Code before the implementation of such Individual Loan, the Borrower shall notify thereof in writing to the Lender related to the loan agreement terminated and the Agent. In this case, the Agent shall promptly notify other All Lenders of the same upon receipt of such notice. If the Borrower makes such termination, the Borrower shall pay the Settlement Amount to such Lender.(4)In the case of the preceding two paragraphs, the relevant Lender shall notify the Agent of the amount of the Settlement Amount no later than five Business Days after the calculation commencement time of the Settlement Amount. The Agent shall promptly notify the Borrower thereof upon receiving such notice. The Borrower shall pay the Settlement Amount in accordance with the provision of Article 14 immediately upon receiving notice from the Agent.Article 7Â Â Â Â (Increased Cost and Illegality)(1)The Lender with Increased Cost may, by giving written notice to the Borrower through the Agent, demand the Borrower to elect either to bear the Increased Cost or to repay the obligations against the Lender with Increased Cost. The Borrower shall respond to such demand notice by giving written notice to the Lender with Increased Cost through the Agent within five Business Days from (and including) the day such notice arrived at the Borrower (hereinafter referred to as the â€œReceipt Date of Increased Cost Demand Noticeâ€). If the Borrowerâ€™s response does not arrive at the Lender with Increased Cost within five Business Days from (and including) the Receipt Date of Increased Cost Demand Notice, the Borrower shall be deemed to have replied that it will bear the Increased Cost upon the elapse of such period, and the Borrower consents without objection to the same.(2)If the Borrower elects to bear the Increased Cost in response to the demand by the Lender with Increased Cost in the preceding paragraph (including the case where the Borrower is deemed to have elected to bear the Increased Cost in accordance with the preceding paragraph), the Borrower shall pay, in accordance with the provisions of Article 14, to the Lender with Increased Cost the money equivalent to such cost within 3 Business Days from the day on which the Borrower responded that it would bear the Increased Cost in accordance with the preceding paragraph (in the case where the Borrower is deemed to have elected to bear the Increased Cost pursuant to the preceding paragraph, the date which is the time limit for response under the preceding paragraph).8(3)If the Borrower elects to repay the obligations against the Lender with Increased Cost in response to the demand under Paragraph 1, the Borrower shall notify the Agent and All Lenders in writing (a) that it intends to repay the obligations against the Lender with Increased Cost, and (b) of the date the Borrower desires to repay such obligations (hereinafter referred to as the â€œDesired Repayment Dateâ€). The Desired Repayment Date must be a Business Day that falls within the period starting 10 Business Days after such notice from the Borrower and ending 15 Business Days after such notice from the Borrower. In this case, if the Settlement Amount arises with respect to the Lender with Increased Cost, the Lender with Increased Cost shall notify the Agent of the amount of the Settlement Amount by 2 Business Days prior to the Desired Repayment Date. After receiving such notice, the Agent shall notify the Borrower of the same by the Business Day preceding the Desired Repayment Date.(4)If notice set forth under the first sentence of the preceding paragraph is given by the Borrower, the Borrower shall not bear the Increased Cost, and pay in accordance with the provisions of Article 14 to the Lender with Increased Cost on the Desired Repayment Date all obligations it owes to the Lender with Increased Cost pursuant to this Agreement. The Borrower shall, at the same time as paying the principal of the Individual Loan pursuant to this paragraph, pay to the Lender with Increased Cost the accrued interest on such principal and the Settlement Amount notified by the Lender with Increased Cost.(5)If the execution and performance of this Agreement and transactions hereunder result in any violation of Laws and Regulations, etc. which bind the Lender, such Lender shall consult with the Borrower and other All Lenders through the Agent and determine how to deal with such violation. In this case, the Borrower and other All Lenders may not refuse without reasonable cause the payment of all obligations owed by the Borrower to that Lender.Article 8Â Â Â Â (Repayment of Principal)(1)The Borrower shall pay to the Lender the principal of the Loan in installments on each Interim Principal Repayment Date and the Maturity Date in accordance with the repayment schedule set forth in Schedule 2 hereto pursuant to Article 14. The amount to be repaid to each Lender on each Interim Principal Repayment Date shall be the principal repayment amount specified in the repayment schedule set forth in Schedule 2 hereto allocated in proportion to such Lenderâ€™s Participation Ratio immediately after the implementation of the Loan on the Drawdown Date, and the amount to be repaid to each Lender on the Maturity Date shall be the outstanding principal balance of each Individual Loan of such Lender on the Maturity Date.Article 9Â Â Â Â (Interest)(1)The Borrower shall, on each Interest Payment Date on which each Interest Calculation Period ends, pay to the Lender in accordance with Article 14 the total amount of interest calculated by multiplying the principal amount of the Individual Loan of each Lender for such Interest Calculation Period by the Applicable Interest Rate and the actual number of days of such Interest Calculation Period.9(2)The calculation method of the interest under the preceding paragraph shall be on a per diem basis, inclusive of the first and last day, based on a 365-day year, wherein divisions shall be performed at the end of the calculation with any fraction less than one yen rounded down.Article 10 Â Â Â Â (Prepayment)(1)The Borrower may not repay all or part of the principal of the Loan payable on any Interim Principal Repayment Date or the Maturity Date pursuant to Article 8 prior to such Interim Principal Repayment Date or the Maturity Date (hereinafter referred to as the â€œPrepaymentâ€). However, this shall not apply to the case pursuant to the provisions of Article 7 or the case where the Borrower obtains the prior written consent of All Lenders and the Agent in accordance with the procedures set forth in the following paragraphs.(2)If the Borrower desires to make a Prepayment, the Borrower shall give a written notice to the Agent by 20 Business Days prior to the date the Borrower desires to make the Prepayment (hereinafter referred to as the â€œDesired Prepayment Dateâ€) (a) of the principal amount of the Loan the Borrower desires to make the Prepayment (which shall be the entire amount of the outstanding principal of the Loan or an amount no less than 1% and in increments of 1% of the Loan Amount), (b) that the Borrower will pay in full on the Desired Prepayment Date the interest on the principal amount desired for the Prepayment that accrued by (and including) the Desired Prepayment Date (hereinafter referred to as the â€œAccrued Interestâ€), and (c) of the Desired Prepayment Date. The Agent shall, after receiving the notice from the Borrower, notify All Lenders of the details of (a) to (c) of this paragraph by 18 Business Days prior to the Desired Prepayment Date, and such Lender shall notify the Agent whether or not it accepts such Prepayment by 12 Business Days prior to the Desired Prepayment Date. If such notice by any Lender has not been received by the Agent no later than 12 Business Days prior to the Desired Prepayment Date, such Lender shall be deemed not to have approved the Prepayment. The Agent shall determine whether the Prepayment may be made by 10 Business Days prior to the Desired Prepayment Date, and notify the same to the Borrower and All Lenders.(3)If the Prepayment is approved in accordance with the preceding paragraph, All Lenders shall notify the Agent of the amount of the Settlement Amount by 2 Business Days prior to the Desired Prepayment Date. After receiving such notice, the Agent shall notify the Borrower of the same by the Business Day preceding the Desired Prepayment Date. The Borrower shall pay in accordance with Article 14 the total of the principal, the Accrued Interest and the Settlement Amount in respect of the Loan for Prepayment on the Desired Prepayment Date.(4)If the Prepayment of part of the principal of the Loan is made pursuant to the provisions of this Article, the amount shall be applied in the order of the principal whose Repayment Date falls later, among the principal amount to be repaid to the Lender on each payment date of principal as specified in the repayment schedule set forth in Schedule 2 hereto.10Article 11 Â Â Â Â (Delay Damages)(1)If the Borrower delays in the performance of its obligations to the Lender or the Agent under this Agreement, the Borrower shall, immediately upon request from the Agent, pay a delay damage in the amount calculated by multiplying the amount of the delayed obligation (hereinafter referred to as the â€œDelayed Obligationâ€) by the annual rate of 14% for the period from (and including) the day immediately following the due date of the Delayed Obligation to (and including) the day on which all of the Delayed Obligation have been performed in accordance with Article 14.(2)The calculation method of the delay damage under the preceding paragraph shall be on a per diem basis, inclusive of the first and last day, based on a 365-day year, wherein divisions shall be performed at the end of the calculation with any fraction less than one yen rounded down.Article 12Â Â Â Â (Agent Fee)(1)The Borrower shall pay to the Agent the Agent Fee as consideration for the Agent's performance of the Agent Services provided for in this Agreement pursuant to a separate agreement between the Borrower and the Agent.Article 13Â Â Â Â (Expenses and Taxes and Public Dues, etc.)(1)All expenses incurred in connection with the preparation and revision or amendment of this Agreement and documents related thereto (including attorney's fees) as well as all expenses incurred by the Lenders and the Agent in securing and realizing their rights or performing their obligations pursuant to this Agreement (including attorney's fees) shall be borne by the Borrower to the extent that it does not violate the Laws and Regulations, etc., and if the Lender or the Agent pays them on behalf of the Borrower, the Borrower shall pay such amount immediately upon request from the Agent in accordance with Article 14 .(2)All stamp duties and other similar Taxes and Public Dues, etc. arising in connection with the preparation, amendment, execution, etc. of this Agreement and documents relating thereto shall be borne by the Borrower, and if the Lender or the Agent pays them on behalf of the Borrower, the Borrower shall pay such amount immediately upon request from the Agent in accordance with Article 14.Article 14Â Â Â Â (Performance of Obligation of Borrower)(1)In order to repay the obligations under this Agreement, the Borrower shall transfer the amount to the Syndicate Account by the Payment Due Time for those obligations the Repayment Date of which is provided for herein, or immediately upon request by the Agent for those obligations the Repayment Date of which is not provided for herein. In such case, the Borrowerâ€™s obligations to the Agent or the Lender shall be deemed to have been performed upon the time when the Agent withdraws the relevant amount from the Syndicate Account. The Agent shall make such withdrawal on the Repayment Date, if the Repayment Date is specified, or by the 11Business Day immediately following the deposit date, if the Repayment Date is not specified, and shall not owe any further obligation. The Borrower shall grant to the Agent the authority to withdraw money from the Syndicate Account in accordance with this paragraph, and waive the right to cancel such entrustment (the Borrower shall not be required to deliver a withdrawal request for such withdraw).(2)Unless otherwise provided for in this Agreement, even if the Borrower makes a direct payment of its obligation under this Agreement to the Lender other than the Agent in violation of the preceding paragraph, such payment shall not be recognized as the performance of the obligation under this Agreement. In this case, the Lender receiving such payment shall immediately pay the money it receives to the Agent, and the obligations with respect to such money shall be deemed to have been performed upon the Agent's receipt of such money. The Borrower may not perform its obligations under this Agreement by substitute performance unless the Agent and All Lenders give their prior written approval.(3)The Borrowerâ€™s payments pursuant to this Article shall be applied in the following order. However, if the Borrower loses its benefit of time under Article 18, the provisions of Article 15, Paragraph 4 shall apply.(i)Expenses, etc. specified under this Agreement to be borne by the Borrower which have been incurred by the Agent on behalf of the Borrower, the Agent Fee and delay damages thereon(ii)Expenses, etc. specified under this Agreement to be borne by the Borrower payable to a third party(iii)Expenses, etc. specified under this Agreement to be borne by the Borrower which have been incurred by the Lender on behalf of the Borrower and delay damages thereon(iv)Delay damages (except as provided in Item 1 and the preceding item), and the Settlement Amount(v)Interest on the Loan(vi)Principal of the Loan(4)In the application under the preceding paragraph, if the funds for application are less than the amount required for any item, with respect to the item for which the funds become first insufficient (hereinafter referred to as the â€œInsufficient Itemâ€), the remaining amount after application to items of the higher priority shall be prorated and applied according to the proportion of the amount of each payment obligation borne by the Borrower for such Insufficient Item, for which the Repayment Date has arisen.(5)Unless required by Laws and Regulations, etc., the Borrower shall not deduct Taxes and Public Dues, etc. with respect to payment of obligations under this Agreement. If the Borrower is required to deduct Taxes and Public Dues, etc. from the amount payable by the Borrower, the Borrower shall pay such additional amount necessary to enable the Lender or the Agent to receive the amount that it would be able to receive if no Taxes and Public Dues, etc. were imposed. In such case, the Borrower shall directly send to the relevant Lender or the 12Agent within 30 days from the date of the relevant payment a certificate of tax payment issued by the tax authority in Japan related

to withholding or other supervisory authorities.Article 15Â Â Â Â (Distribution to Lenders)(1)If any amounts remain after deducting the amounts under Items 1 and 2 of Paragraph 3 of the preceding Article from the amount withdrawn from the Syndicate Account pursuant to the preceding Article, the Agent shall immediately distribute such amounts to the Lenders in accordance with the provisions of this Article. Notwithstanding the provisions of this Article, if such amounts are withdrawn from the Syndicate Account pursuant to Paragraph 2 or Paragraph 4 of Article 7, the Agent shall promptly distribute such amounts to the Lender with Increased Cost. If an order of provisional attachment, preservative attachment or attachment on the deposit claim in relation to the Syndicate Account is served to the Agent before the withdrawal from the Syndicate Account, the Agent shall not be obliged to make the withdrawal from the Syndicate Account pursuant to the preceding Article and the distribution pursuant to this Article. If the Agent makes the distribution under this Article notwithstanding that it receives such service, unless the Agent is willful or grossly negligent, the Lender who receives such distribution shall return the distributed amount to the Agent immediately upon the Agent's request. When such distributed amount is returned by the Lender and the Agent returns such amount to the Syndicate Account, the Borrowerâ€™s obligation to repay such amount shall be deemed unperformed retroactively as of the time of its withdrawal from the Syndicate Account.(2)If (a) an order of provisional attachment, preservative attachment or attachment on the Loan Claims has been served to the Borrower, or (b) the assignment of the Loan Claims has been made prior to the distribution to the Lenders by the Agent under this Article, the rights and obligations, etc. among the Borrower, the Agent and the Lenders shall be governed by the following provisions.(a)(i) In the case where the Agent completes the distribution to the Lenders pursuant to this Article before it receives notice from the Borrower that it has received service of an order for provisional attachment, preservative attachment or attachment with respect to the Loan Claims under Article 17, Paragraph 5.In this case, even if any Damages, etc. are caused to the creditor effecting the provisional attachment, preservative attachment or attachment, the Borrower, the Lender or any other third party due to such distribution and the preceding withdrawal from the Syndicate Account by the Agent, the Agent shall not be liable therefor and the Borrower shall handle the same at its cost and responsibility. If the Agent incurs any Damages, etc. due to such withdrawal and distribution, the Borrower shall compensate therefor.(ii) In the case where the Agent receives notice from the Borrower that it has received service of an order for provisional attachment, preservative attachment or attachment with respect to the Loan Claims related to the distribution under Article 17, Paragraph 5 before the Agent completes the 13distribution to the Lenders under this Article after the withdrawal from the Syndicate Account under the preceding Article(iii) In this case, (i) the Agent may reserve the distribution under this Article of the amount pertaining to such notice and may handle the case according to such manner as the Agent deems reasonable. In addition, (ii) the Agent shall distribute the amount withdrawn from the Syndicate Account other than the amount pertaining to such notice to All Lenders except for the Lender pertaining to such notice. Even if any Damages, etc. are caused to the creditor effecting the provisional attachment, preservative attachment or attachment, the Borrower, the Lender or any other third party due to the handling by the Agent pursuant to (i) of this item or the distribution and the preceding withdrawal from the Syndicate Account by the Agent pursuant to (ii) of this item, the Agent shall not be liable therefor and the Borrower shall handle the same at its cost and responsibility. If the Agent incurs any Damages, etc. due to such handling or withdrawal and distribution, the Borrower shall compensate therefor.(iv) In the case where the Agent receives notice from the Borrower that it has received service of an order for provisional attachment, preservative attachment or attachment under Article 17, Paragraph 5 before it makes withdrawal from the Syndicate Account under the preceding Article In this case, (i) the Agent shall not withdraw the amount pertaining to such notice from the Syndicate Account pursuant to the preceding Article. However, regardless of such notice, if the Agent has not received notice from the Borrower that it has received service of an order of provisional attachment, preservative attachment or attachment under Article 17, Paragraph 5 by the Business Day preceding the day on which the Agent makes the withdrawal, the Agent may, at its discretion, make the withdrawal from the Syndicate Account and the distribution thereof or reserve the distribution of the amount pertaining to such notice under this Article, and otherwise handle the case according to such manner as the Agent deems reasonable. In addition, (ii) the Agent shall distribute the amount withdrawn from the Syndicate Account other than the amount pertaining to such notice to All Lenders except for the Lender pertaining to such notice. Even if any Damages, etc. are caused to the creditor effecting the provisional attachment, preservative attachment or attachment, the Borrower, the Lender or any other third party due to the distribution and the preceding withdrawal from the Syndicate Account by the Agent under the proviso of (i) of this item, the Agent shall not be liable therefor and the Borrower shall handle the same at its cost responsibility. If the Agent incurs any Damages, etc. due to such withdrawal and distribution, the Borrower shall compensate therefor.(b)In the case where the Assignor and the Assignee under their joint name or the Borrower solely notify the Agent of the fact of assignment of the Loan Claims in accordance with Article 26, Paragraph 2.In this case, the Agent shall, after receiving either of these notices, immediately commence all administrative procedures necessary to treat such Assignee as the creditor of such Loan Claims, and the Agent shall be released from its responsibility insofar as the Agent treats the former Lender as the 14effective Lender until the Agent notifies the Borrower, the Assignor and the Assignee the completion of such administrative procedures. If the Assignee or any other third party suffers Damages, etc. due to such treatment by the Agent, the Agent shall not be liable therefor, and the Borrower and the Assignor of such Loan Claims shall handle the same at their cost and responsibility. If the Agent incurs any Damages, etc. in connection with this item, the Borrower and the Assignor of such Loan Claims shall jointly and severally compensate therefor.(3)The distribution by the Agent to the Lenders shall be made in the order of the Item 3 to Item 6 of Paragraph 3 of the preceding Article. If there is any Insufficient Item for the amount to be distributed, the application and distribution for such Insufficient Item shall be subject to the provisions of Paragraph 4 of the preceding Article.(4)Notwithstanding the provisions of Paragraph 3 and 4 of the preceding Article and the preceding paragraph, if the Borrower loses its benefit of time pursuant to Article 18, the Agent shall distribute the remaining amount after deducting Items 1 and 2 of Paragraph 3 of the preceding Article from the amount paid by the Borrower, prorated in accordance with the ratio of the amount of the obligation the Borrower owes to the Lender under this Agreement at the time of loss of benefit of time (provided, however, that if there is any change in the ratio of the amount of the obligations owed by the Borrower to each Lender hereunder by the time of distribution, the ratio reasonably adjusted by the Agent), and so long as the Agent makes such distribution, the Agent shall not owe any responsibility. In this case, the application shall be made in such order and manner as the Lender deems appropriate.(5)If the remittance of money by the Borrower provided for in Paragraph 1 of the preceding Article is not completed by the Payment Due Time, the Agent shall not be obliged to make the distribution set forth in Paragraph 1 on the same date. In such case, the Agent shall make withdrawal by the Business Day following the date of receipt of the remittance from the Borrower and make the distributions immediately thereafter, and if the Lender or the Agent incurs any Damage, etc. in connection therewith, the Borrower shall be responsible for the same.(6)If a request is made by the Agent and such request is based on a reasonable ground, the Lender receiving such request shall immediately notify the amount of the claim it holds against the Borrower under this Agreement (including the breakdown). In this case, the obligation of the Agent to make the distribution set forth in Paragraph 1 shall arise when all such notices have been received by the Agent. If the Lender or the Agent incurs any Damages, etc. due to a delay in such notice without reasonable cause, the Lender who failed to provide such notice shall be responsible for the same.15(7)The Agent may make distributions to the Lender by an Advance Payment. Such Advance Payment shall not be a performance of obligations by the Borrower, and if any Advance Payment is made and the Borrower does not perform the obligation related to such Advance Payment by the Payment Due Time, the Lender who received the distribution pursuant to this paragraph by the Advance Payment shall return the amount of such Advance Payment received to the Agent immediately upon the Agent's request for return. In addition, the Lender shall, immediately upon request from the Agent, pay to the Agent the Advance Payment Cost incurred for such Advance Payment according to the amount of the Advance Payment received. If the Lender pays such Advance Payment Cost to the Agent, the Borrower shall compensate such Lender for such Advance Payment Cost.Article 16Â Â Â Â (Representations and Warranties of Borrower)(1)The Borrower represents and warrants to the Lenders and the Agent that the matters set forth in each of the following items are true as of the date of this Agreement and the Drawdown Date (if a specific point in time is specified in each of the following items, as of that point in time).(i)The Borrower is a stock company duly incorporated and validly existing under the laws of Japan.(ii)The execution and performance of this Agreement by the Borrower and transactions thereunder are within the corporate purposes of the Borrower and the Borrower has completed all procedures required by Laws and Regulations, etc. and the Articles of Incorporation and other internal regulations of the Borrower in connection therewith.(iii)The execution and performance of this Agreement by the Borrower and transactions hereunder do not (a) contradict the Laws and Regulations, etc. which bind the Borrower, (b) contradict the Articles of Incorporation or other internal regulations of the Borrower, or (c) contradict any agreements with third parties to which the Borrower is a party or which bind the Borrower or its assets.(iv)The person who signs or affixes his/her name and seal on this Agreement on behalf of the Borrower is authorized to sign or affix his/her name and seal on this Agreement on behalf of the Borrower by the procedures required by the Laws and Regulations, etc., the Articles of Incorporation or other internal regulations.(v)This Agreement legally and validly binds the Borrower and is enforceable in accordance with each of its terms.(vi)Reports, etc. prepared by the Borrower are accurate in light of the accounting standards which is generally accepted as fair and appropriate in Japan and duly prepared, and if such Reports, etc. are required to be audited under the Laws and Regulations, etc., they have been audited as necessary.16(vii)After the closing of the account settlement in March 2023, no material change has occurred which will cause a deterioration of the business, assets, or financial condition of the Borrower as indicated in the Reports, etc. (the audited Reports, etc. in cases where such Reports, etc. are required to be audited pursuant to the Laws and Regulations, etc. or where such Reports, etc. have been otherwise audited) prepared by the Borrower for such accounting period and which may materially affect the performance of its obligations under this Agreement.(viii)No lawsuit, arbitration, administrative procedure, or any other dispute has commenced or is likely to commence with respect to the Borrower, which will or may cause material adverse effects on the performance of its obligations under this Agreement.(ix)No event specified in each item of Paragraph 1 or Paragraph 2 of Article 18 has occurred or is likely to occur.(x)The Borrower does not fall under any of (a) to (n) below.(a)An organized crime group (meaning an organization that is likely to encourage its members (including members of a constituent body of the organization) to collectively or habitually engage in violent illegal acts, etc.; hereinafter the same)(b)An organized crime group member (meaning a member of an organized crime group; hereinafter the same)(c)A person for whom five years have not passed since he/she ceases to be an organized crime group member(d)A quasi-member of an organized crime group (meaning a person who is associated with an organized crime group, other than an organized crime group member and is likely to commit violent illegal acts, etc. on the back of force of an organized crime group, or cooperates or is involved in maintaining or operating an organized crime group such as by supplying funds, weapons, etc. to the organized crime group or an organized crime group member; hereinafter the same)(e)An organized crime group affiliate company (meaning a company in whose management an organized crime group member is substantially involved, a company which is managed by a quasi-member of an organized crime group or a former organized crime group member and which positively cooperates or is involved in the maintenance or operation of an organized crime group such as by providing funds for the organized crime group, or a company which is positively taking advantage of an organized crime group in the implementation, etc. of business and cooperates the maintenance or operation of an organized crime group)17(f)A corporate extortionist, etc. (meaning a person who is likely to perform violent illegal acts, etc. against a company, etc. to obtain unjust profit and poses a threat to the security of public life, such as a corporate extortionist and a corporate racketeer)(g)A malicious political extortionist (meaning a person who pretends or proclaims to undertake social movements or political activities and is likely to perform violent illegal acts, etc. to obtain unjust profit and poses a threat to the security of public life)(h)A special intellectual organized crime group, etc. (meaning a group or a person other than those listed in (a) through (g) above who exercises the power of an organized crime group based on the relationship with the organized crime group, or has a financial relationship with the organized crime group, and becomes the core of structural injustice)(i)Any other person similar to (a) through (h) above(j)person who has a relationship under which its management is deemed to be controlled by any person who falls under (a) through (i) above (hereinafter referred to as the â€œOrganized Crime Group Member, etc.â€)(k)A person who has a relationship under which it is deemed that an Organized Crime Group Member, etc. is substantially involved in the management(l)A person who has a relationship under which it is deemed to unduly use an Organized Crime Group Member, etc., such as for the purpose of unjustly benefiting itself, its company or any third party or for the purpose of inflicting damage to any third party(m)A person who has a relationship under which it is deemed to be involved in an Organized Crime Group Member, etc. in such manner as to provide funds, etc. or convenience to the Organized Crime Group Member, etc.(n)A person whose officer or person substantially involved in its management has socially repugnant relationship with an Organized Crime Group Member, etc.Article 17Â Â Â Â (Undertakings of Borrower)(1)The Borrower undertakes to perform, at its expense, the matters described in each of the following items on and after the date of this Agreement until the performance of all of its obligations under this Agreement to the Lender and the Agent is completed.(i)If an event provided for in each item of Paragraph 1 or Paragraph 2 of Article 18 has occurred or is likely to occur, it shall immediately report it to the Agent and All Lenders.18(ii)If it has prepared the Reports, etc., it shall submit to the Agent and All Lenders a copy of the Reports, etc. and the financial status confirmation in the form of Schedule 3 from which the status of compliance of the matters stipulated in Paragraph 4 can be confirmed, within 4 months from the end of the fiscal year of the Borrower. It shall prepare Reports, etc. accurately in light of the accounting standards which is generally accepted as fair and appropriate in Japan and lawfully, and if such Reports, etc. are required to be audited under the Laws and Regulations, etc., it shall undergo necessary audit.(iii)If requested by the Agent or the Lender through the Agent, it shall immediately report the property, management or business condition of the Borrower and its Subsidiary Companies and Affiliate Companies to the Agent and All Lenders, and provide necessary assistance for the investigation thereof.(iv)If any material change has occurred, or is likely to occur with the passage of time, to the property, management or business condition of the Borrower and its Subsidiary Companies and Affiliate Companies, or any lawsuit, arbitration, administrative procedure, or any other dispute which affects or is likely to affect materially the performance of the obligations under this Agreement has commenced or is likely to commence with respect to the Borrower, it shall immediately notify the Agent and All Lenders thereof.(v)If any item of Paragraph 1 of the preceding Article is found to be untrue, it shall immediately notify thereof to the Agent and All Lenders.(2)The Borrower shall not provide collateral which secures the obligations under this Agreement in whole or in part for the benefit of some of the Lenders on or after the date of this Agreement until the Borrower completes the performance of all of its obligations under this Agreement to the Lenders and the Agent (excluding the provision of revolving collateral which secures the obligations of the Borrower together with the obligations of the Borrower under this Agreement). However, this shall not apply if All Lenders and the Agent give their prior written approval. For the purpose of this Article, â€œprovide collateralâ€ means to create security interests on the assets of the Borrower or to make a reservation for creation of security interests on the asset of the Borrower, and excludes statutory liens, rights of retention and any other rights that automatically arise under the Laws and Regulations, etc.(3)The Borrower undertakes to comply with each of the following items on and after the date of this Agreement until the performance of all of its obligations under this Agreement to the Lender and the Agent is completed.(i)It shall maintain approvals, etc. necessary to conduct its principal business, and continue its business in compliance with all Laws and Regulations, etc.(ii)It shall not change its principal business.19(iii)Unless otherwise provided for in the Laws and Regulations, etc., it shall not subordinate the payment of any of its obligations under this Agreement to the payment of other unsecured obligations (including secured loans which may remain uncollectible even after collateral liquidation), and shall treat the same on at least pari passu basis.(iv)It shall not, without consent of the Agent and All Lenders, conduct any change of organization (having the meaning defined in Article 2, Item 26 of the Companies Act), merger, company split, share exchange, share transfer or share delivery, assignment (including an assignment for the purpose of sale and leaseback) of all or part of its business or assets to a third party, reduction of amount of capital, or purchase of all or a part of the material business or assets of a third party that materially affects or may materially affect the performance of obligations under this Agreement with respect to the Borrower.(v)It shall not fall under any of (a) to (n) specified in Article 16, Paragraph 1, Item 10.(vi)It shall not engage in any of the acts set forth in (a) to (e) below by itself or by using a third party.(a)Act of making a violent demand(b)Act of making an unreasonable demand that exceeds the legal responsibility(c)Act of making threatening behavior or using force in connection with transactions(d)Act that harms the reputation of the Lender or the Agent or interferes with the business of the Lender or the Agent though spreading of rumors or use of fraud or force(e)Any other act similar to (a) to (d) above(4)The Borrower undertakes to comply with each of the following items on and after the date of this Agreement until the performance of all of its obligations under this Agreement to the Lender and the Agent is completed.(i)It shall maintain the amount of the net assets in the balance sheet of the Borrower as of the last day of each business year at or above 70% of the amount of the net assets in the balance sheet of the Borrower as of the last day of the accounting period ending in March 2023.(ii)It shall ensure that ordinary profit and loss in the profit and loss statement as of the last day of each business year does not become a loss for two consecutive periods.(5)If the Borrower receives any service of an order for provisional attachment, preservative attachment or attachment with respect to the Loan Claims, it shall immediately notify thereof to All Lenders through the Agent in writing together with a copy of such order.20Article 18Â Â Â Â (Event of Default)(1)If any event set forth in each of the following items occurs with respect to the Borrower, the Borrower shall automatically lose its benefit of time with respect to all obligations to All Lenders and the Agent under this

Agreement without notice or demand, etc. from the Lender or the Agent, and the Borrower shall immediately pay the principal of the Loan, interest, the Settlement Amount, and all money owed by the Borrower pursuant to this Agreement in accordance with the provisions of Article 14.(i)It suspends payment, or a petition is filed for commencement of bankruptcy proceedings, commencement of rehabilitation proceedings, commencement of reorganization proceedings, commencement of special liquidation, or commencement of any other legal arrangement proceedings similar thereto (including similar petition outside Japan).(ii)It adopts a resolution for dissolution or receives a dissolution order (excluding the case where it is dissolved as a result of merger).(iii)It discontinues its business.(iv)It becomes subject to disposition of suspension of transactions by an electronic clearing house, disposition of suspension of transactions by densai.net Co., Ltd., or any equivalent measures by other electronic monetary claim recording institutions.(v)An order or notice of provisional attachment, preservative attachment or attachment (including similar proceedings outside Japan) is issued or a disposition ordering the service of an order of preservative attachment or attachment is made with respect to the deposit claims or any other claims held by the Borrower against the Lender.(2)If any event set forth in each of the following items occurs with respect to the Borrower, the Borrower shall lose its benefit of time with respect to all obligations to All Lenders and the Agent under this Agreement upon a notice to the Borrower from the Agent based on a demand of the Majority Lenders, and the Borrower shall immediately pay the principal of the Loan, interest, the Settlement Amount, and all money owed by the Borrower pursuant to this Agreement in accordance with the provisions of Article 14.(i)The Borrower has delayed the performance of all or part of its obligation to the Lender or the Agent, regardless of whether it is under this Agreement or not.(ii)Any item of Article 16, Paragraph 1 is found to be untrue.(iii)Other than the preceding two items, the Borrower breaches any of its obligations under this Agreement. However, if such breach of obligations is remediable (excluding the case of breach of Item 5 or Item 6 of Paragraph 3 of the preceding Article), this shall be limited to the case where such breach is not remedied for 10 Business Days or more from the date of such breach.21(iv)An order or notice of attachment, provisional attachment, preservative attachment or provisional disposition (including similar proceedings outside Japan) is issued or auction procedures are commenced with respect to items that are the subject of collateral provided by the Borrower to the Lender.(v)A petition for special conciliation is filed.(vi)The benefit of time for the corporate bonds issued by the Borrower is lost.(vii)The Borrower loses its benefit of time for all or part of the obligations other than those under this Agreement, or the Borrower is unable to perform its obligation with respect to the guarantee provided by the Borrower for obligations of a third party even after the performance obligation has arisen.(viii)It suspends its business, decides to suspend or abolish its business, or receives dispositions such as suspension of business from competent government authorities.(ix)Except for each of the preceding items, the business or financial condition of the Borrower deteriorates, or is likely to deteriorate, and the necessity arises to preserve the claims.(3)If the notice under the preceding paragraph is delayed or does not arrive due to any cause attributable to the Borrower, the Borrower shall lose its benefit of time in connection with all obligations under this Agreement as of the time when such notice normally would have arrived and shall immediately pay the principal of the Loan, interest, the Settlement Amount, and all money that the Borrower is obliged to pay pursuant to this Agreement in accordance with the provisions of Article 14.(4)When the Lender becomes aware that an event set forth in Items 1 to 4 of Paragraph 1 or in any item of Paragraph 2 occurs to the Borrower, the Lender shall immediately notify the Agent to that effect and the Agent shall notify all other Lenders of the occurrence of such event. If an event provided in Paragraph 1, Item 5 has occurred, and the Lender who is the obligor of the claim relating to such event has come to know the occurrence of such event, such Lender shall notify the occurrence of such event to the Borrower, all other Lenders and the Agent.(5)If the Borrower loses its benefit of time of the Individual Loan, the Lender shall notify the Agent of the amount of the Settlement Amount by the fifth Business Day after the calculation commencement time of the Settlement Amount, and the Agent shall promptly notify the Borrower of such amount upon receipt of such notice. Notwithstanding the first sentence of this paragraph, after bankruptcy proceedings, rehabilitation proceedings, reorganization proceedings, special liquidation or any other similar legal arrangement proceedings are commenced with respect to the Borrower, the Lender shall directly notify the Borrower of the amount of the Settlement Amount. The Borrower shall pay such Settlement Amount in accordance with Article 14 22immediately upon receiving notice from the Agent (in the case set forth in the second sentence of this paragraph, the relevant Lender).Article 19Â Â Â Â (Set-off, Enforcement of Permitted Security Interest and Voluntary Sale)(1)If the Borrower is required to perform its obligations to the Agent or the Lender due to the occurrence of the due date, loss of benefit of time or any other event, such Agent or Lender may (a)notwithstanding the provisions of Article 14, Paragraph 2, set off its claim against the Borrower under this Agreement against the deposit obligations, obligations under an insurance contract, or other obligations of such Agent or Lender against the Borrower, regardless of the due date of such obligations, and (b) receive a refund of various deposited money on behalf of the Borrower by omitting prior notice and prescribed procedures, and apply the same to the repayment of obligations. In the case where such set-off or application to repayment is made, the interest, the Settlement Amount and delay damage, etc. for the claims and obligations shall be calculated as if the claims and obligations are extinguished on the date of such calculation, the interest rate or fee rate shall be in accordance with the provisions of the agreement which stipulate such interest rate or fee rate, and as to the foreign exchange rate, the rate at the time such calculation is made as reasonably determined by the Agent or the Lender shall be applied. If such set-off or application to repayment is not sufficient to discharge all of the Borrower's obligations, the Agent or the Lender may apply the amount in the order and manner it deems appropriate, and the Borrower shall not object to such application.(2)If the Repayment Date of claims held by the Agent or the Lender against the Borrower under this Agreement has occurred, and it is necessary for the Borrower to preserve its claims with respect to the deposit claims, claims under an insurance contract, or any other claims held by the Borrower against the Agent or the Lender the due date of which has occurred, the Borrower may set off such claims against its obligations to such Agent or Lender under this Agreement notwithstanding the provisions of Article 14, Paragraph 2. In this case, the Borrower shall give written set-off notice, and promptly submit to the Agent or the Lender the certificates and passbooks for the deposit claims, claims under an insurance contract or other claims being set off after affixing the notified seal. In the case where such set-off is made, the interest and delay damage, etc. for the claims and obligations shall be calculated as if the claims and obligations are extinguished on the date on which the set-off notice has received, the interest rate or fee rate shall be in accordance with the provisions of the agreement which stipulate such interest rate or fee rate, and as to the foreign exchange rate, the rate at the time such calculation is made as reasonably determined by the Agent or the Lender shall be applied. If the set- off is insufficient to discharge all of the Borrowerâ€™s obligations, the Borrower may apply the amount in the order and manner it deems appropriate. However, if the Borrower does not designate such order and manner, the Agent or the Lender may apply the amount in the order and manner it deems appropriate, and the Borrower shall not object to such application.23(3)If the Borrower is required to perform its obligations to the Agent or the Lender due to the occurrence of the due date, loss of benefit of time or any other event, notwithstanding the provisions of Article 14, Paragraph 2, such Agent or Lender may enforce the Permitted Security Interests (including enforcement by way of liquidation by transfer of ownership or liquidation by disposal and any other method than statutory procedures in accordance with the terms of the Permitted Security Interests, and including recovery by way of real subrogation or substitute performance; hereinafter referred to as the â€œEnforcement of Permitted Security Interestâ€).(4)If the principal of the Individual Loan ceases to exist due to a set-off pursuant to Paragraph 1, and the date on which the calculation is made under the same paragraph falls on a day other than the Interest Payment Date, the Borrower shall, at the same time as such set-off, pay to the Lender of such Individual Loan the Accrued Interest and the Settlement Amount in relation to the Individual Loan which ceases to exist due to a set-off in accordance with Article 14. The Lender related to such Individual Loan shall notify the Agent of the amount of the Settlement Amount within five Business Days after the set-off, and the Agent shall notify the Borrower of such amount within two Business Days after receiving such notice.(5)Notwithstanding the provisions of Article 14, Paragraph 2 and Article 17, Paragraph 3, Item 4, the Borrower may, after giving prior written notice to the Agent, sell by private contract the assets subject to the Permitted Security Interest whose security interest holder is the Agent or the Lender in accordance with an agreement with such Agent or Lender and pay directly to such Agent or Lender any money received by it in the performance of its obligations under this Agreement, or pay in kind with the assets subject to the Permitted Security Interest whose security interest holder is the Agent or the Lender in the performance of its obligations under this Agreement in accordance with an agreement with such Agent or Lender, in which case such payment shall be recognized as the performance of obligations under this Agreement.(6)If any set-off or application to repayment is made pursuant to Paragraph 1 or Paragraph 2, any Enforcement of Permitted Security Interest is made pursuant to Paragraph 3, or the assets subject to any Permitted Security Interest are sold by private contract or used for substitute performance pursuant to Paragraph 5, the Lender, in the case of Paragraphs 1 and 3, or the Borrower, in the case of Paragraphs 2 and 5, shall promptly notify the Agent of the details thereof in writing. If the Lender or the Agent incurs any Damages, etc. due to a delay in such notice without reasonable cause, the Lender or the Borrower who failed to provide such notice shall be responsible for the same.24Article 20Â Â Â Â (Adjustment among Lenders)(1)If the Lender makes a set-off or application to repayment of its claim under this Agreement and its deposit obligation in relation to the Syndicate Account pursuant to Paragraph 1 of the preceding Article (such Lender is hereinafter referred to as the â€œSet-off Lenderâ€), the Lender and the Agent shall assign their claims in accordance with the provisions of each of the following items to make adjustments between the Lender and the Agent. However, if All Lenders and the Agent agree to make adjustment between the Lender and the Agent in accordance with other measures different from the provisions of each of the following items, or the Agent decides at its discretion to make adjustment between the Lender and the Agent in accordance with other measures, the Lender and the Agent shall make adjustment between the Lender and the Agent in accordance with such agreement or decision.(i)The Agent shall identify the claim for which the Lender other than the Set-off Lender or the Agent (hereinafter referred to as the â€œNon-Set-off Lender, etc.â€) would have received payment pursuant to the provisions of Paragraphs 1 to 4 of Article 15 had the amount of the obligation discharged by the set-off or application to repayment been paid to the Agent, and calculate the amount thereof.(ii)The Set-off Lender shall purchase at par the claim of the Non-Set-off Lender, etc. identified by the Agent pursuant to the preceding item in the amount equal to the amount calculated by the Agent pursuant to the preceding item from the Non-Set-off Lender, etc. However, the Non-Set- off Lender, etc. may refuse such sale.(iii)If the assignment under the preceding item is made, the Non-Set-off Lender, etc. shall, at its expense, give notice to the Borrower by an instrument bearing a certified date pursuant to Article 467 of the Civil Code promptly after the assignment.(2)If the Borrower makes a set-off against the Lender pursuant to Paragraph 2 of the preceding Article (such Lender shall be hereinafter referred to as the â€œSet-off Subject Lenderâ€), the Lender and the Agent shall, only upon the request of the Lender other than the Set-off Subject Lender or the Agent, make adjustments between the Lender and the Agent by assigning their claims in accordance with the provisions of each of the following items in relation to the Lender other than the Set-off Subject Lender or the Agent who makes such request. However, if All Lenders and the Agent agree to make adjustment between the Lender and the Agent in accordance with other measures different from the provisions of each of the following items, or the Agent decides at its discretion to make adjustment between the Lender and the Agent in accordance with other measures, the Lender and the Agent shall make adjustment between the Lender and the Agent in accordance with such agreement or decision.25(i)The Agent shall identify the claim for which the Lender other than the Set-off Subject Lender or the Agent (hereinafter referred to as the â€œNon-Set-off Subject Lender, etc.â€) would have received payment pursuant to the provisions of Paragraphs 1 to 4 of Article 15 had the amount of the obligation discharged by the set-off been paid to the Agent, and calculate such amount.(ii)The Set-off Subject Lender shall purchase at par the claim of the Non-Set-off Subject Lender, etc. identified by the Agent pursuant to the preceding item in the amount equal to the amount calculated by the Agent pursuant to the preceding Item from the Non-Set-off Subject Lender, etc.(iii)If the assignment under the preceding item is made, the Non-Set-off Subject Lender, etc. shall, at its expense, give notice to the Borrower by an instrument bearing a certified date pursuant to Article 467 of the Civil Code promptly after the assignment.(3)In the following cases, the Lender and the Agent shall make an assignment of claims and other measures similar to those set forth in the provision of Paragraph 1 and make adjustment between the Lender and the Agent.(i)The Lender files a petition for compulsory execution or auction as an enforcement of the security interest other than the Permitted Security Interest with respect to any assets of the Borrower (hereinafter referred to as the â€œCompulsory Execution, etc.â€) and as a result, such Lender receives the repayment of its claim against the Borrower under this Agreement.(ii)The Lender makes a demand for distribution with respect to a petition for compulsory execution or auction as an enforcement of a security interest by a third party (excluding demand for distribution pursuant to the Permitted Security Interest) and as a result, such Lender receives the repayment of its claim against the Borrower under this Agreement.However, in mutatis mutandis application of Paragraph 1, the Agent shall regard that the amount equal to all costs required for the Lender to perform the Compulsory Execution, etc. (including attorney's fees) or all costs required for the Lender to demand distribution in relation to the Compulsory Execution, etc. by a third party (including attorney's fees) belongs to the relevant Lender, and shall identify the claims for which the Lender other than the Lender who has made the Compulsory Execution, etc. or the Agent would have received payment and calculate the amount thereof based on the assumption that the balance after deducting such amount equivalent to the costs from the amount obtained as a result of the Compulsory Execution, etc. is paid to the Agent.(4)Notwithstanding the provisions of the preceding paragraph, in the following cases, the assignment of claims according to the provisions of Paragraph 1 shall not be made and only the relevant Lender shall receive the repayment. However, in the case where the Agent and All Lenders otherwise have agreed with respect to the security interest created by the Borrower pursuant to the proviso of Article 17, Paragraph 2 among the Permitted Security Interests, such agreement shall be complied with.26(i)The Lender enforces the Permitted Security Interest.(ii)The Lender receives the repayment of its claim against the Borrower under this Agreement in connection with the Permitted Security Interest as a result of a compulsory execution or auction as an enforcement of a security interest by a third party.(iii)The assets subject to the Permitted Security Interest whose security interest holder is the Lender are sold by private contract pursuant to the provisions of Paragraph 5 of the preceding Article and the money received is paid directly to that Lender for the performance of obligations under this Agreement, or a payment in substitution is made with the assets subject to the Permitted Security Interest whose security interest holder is the Lender and obligations owed to that Lender under this Agreement are discharged.Article 21Â Â Â Â (Rights and Obligations of the Agent)(1)Based on entrustment by All Lenders, the Agent shall perform the Agent Services and exercise the authorities for All Lenders, and shall exercise the authorities deemed by the Agent as normally necessary or appropriate for performing the Agent Services. The Agent shall not owe any obligation other than those expressly provided for in each provision of this Agreement, and shall not be liable for any failure by the Lender to perform its obligations under this Agreement. The Agent is an agent of the Lenders and shall not act as an agent of the Borrower unless otherwise provided.(2)The Agent may rely upon any communication, instrument and document which is believed by the Agent to be true and correct and has been signed or affixed his/her name and seal and delivered by an appropriate person, and may act in reliance upon written opinion and written explanation of an expert reasonably appointed by the Agent to the necessary extent in connection with this Agreement.(3)The Agent shall perform its duties and exercise its authorities provided for in this Agreement with the due care of a good manager.(4)Neither the Agent nor any of its directors, employees or agents shall be liable to the Lender for any action taken or omission under or in connection with this Agreement, unless there is willfulness or gross negligence. The Lenders excluding the Agent shall jointly and severally indemnify the Agent for the obligations and Damages, etc. incurred by the Agent in performing its duties under this Agreement to the extent not reimbursed by the Borrower after deducting the portion to be borne calculated in accordance with the Agent's Participation Ratio (if there is a Lender who is not able to perform this indemnity obligation, it shall be the ratio obtained by dividing the Agent's Participation Ratio by the aggregate Participation Ratio of the Lenders excluding such Lender).27(5)If the Agent receives a written instruction from the Majority Lenders or All Lenders, so long as such instruction does not breach express provisions of this Agreement and is lawful, the Agent shall act in accordance with such instruction, in which case the Agent shall have no liability to the Borrower or the Lenders for any consequences arising from such act.(6)Unless the Agent has received from the Borrower or the Lender a notice to the effect that there exists an event set forth in each item of Paragraph 1 or 2 of Article 18, the Agent shall be deemed to have been unable to know the existence of such event.(7)The Agent shall not make any warranty as to the validity of this Agreement and matters represented under this Agreement, and the Lender shall enter into, and conduct transactions contemplated in, this Agreement at its sole discretion after examining the creditworthiness of the Borrower and other necessary matters based on the documents, information, etc. as it deems appropriate.(8)If the Agent also acts as the Lender, the rights and obligations as the Lender under this Agreement shall be the same as those of other Lenders, irrespective of the obligations of the Agent under this Agreement. The Agent may engage in commonly accepted banking transactions with the Borrower outside of this Agreement. The Agent shall not be obligated to disclose any information concerning the Borrower as obtained in the transactions outside of this Agreement to any other Lenders (any information received from the Borrower shall be deemed to have been obtained in the transactions outside of this Agreement, unless expressly specified as being sent pursuant to this Agreement), or to distribute to other Lenders the money received from the Borrower in the transactions with the Borrower outside of this Agreement. However, unless All Lenders agree, the Agent may set off its claims against the Borrower other than the claims under this Agreement and the Agent's deposit obligations against the Borrower related to the Syndicate Account only to the extent of the amount of deposit in excess of the obligations of the Borrower to All Lenders and the Agent under this Agreement.(9)In calculating the amount to

be distributed to the Lenders under Article 15, the amount to be distributed to the Lender other than the Lender designated by the Agent (hereinafter referred to as the â€œFraction Accumulation Lenderâ€; provided, however, that if the Agent also acts as the Lender, the Lender who also acts as the Agent shall be the Fraction Accumulation Lender) shall be rounded down to the nearest one yen, and the amount to be distributed to the Fraction Accumulation Lender shall be the amount obtained by deducting the amount to be distributed to other Lenders from the aggregate amount to be distributed.(10)Determination of the interest rate and repayment date contained in a notice given by the Agent to the Borrower or the Lender, and any amount payable under any other determination and this Agreement shall be conclusive and binding on the Borrower and the Lender unless there is a manifest error.28(11)If the Agent receives any notice from the Borrower to be communicated to the Lender under this Agreement, the Agent shall promptly notify All Lenders of the content thereof, or if the Agent receives any notice from the Lender to be communicated to the Borrower or other Lenders under this Agreement, the Agent shall promptly notify the Borrower or All Lenders of the content thereof. The Agent shall make any documents obtained from the Borrower and retained available for inspection by the Lender within the normal business hours.Article 22Â Â Â Â (Resignation and Dismissal of the Agent)(1)The procedures for the resignation of the Agent shall be as follows.(i)The Agent may resign by giving written notice to All Lenders and the Borrower. However, the resignation shall not become effective until a successor Agent is appointed and such successor accepts the assumption of office.(ii)If the notice pursuant to the preceding item is given, the Majority Lenders shall appoint a successor Agent upon obtaining consent from the Borrower.(iii)If any person to be the successor Agent is not appointed by the Majority Lenders within 30 days from (and including) the date of notice pursuant to Item 1, or the person appointed by the Majority Lenders does not accept the assumption of office, the incumbent Agent may appoint a successor Agent in lieu of the Majority Lenders with the consent of the Borrower.(2)The procedures for the dismissal of the Agent shall be as follows.(i)The Majority Lenders may dismiss the Agent by giving written notice to all the other Lenders, the Borrower and the Agent. However, the dismissal shall not become effective until a successor Agent is appointed and such successor accepts the assumption of office.(ii)If the notice pursuant to the preceding item is given, the Majority Lenders shall appoint a successor Agent upon obtaining consent from the Borrower.(3)If the person appointed as the successor Agent pursuant to Paragraph 1 or the preceding paragraph accepts the assumption of office, the former Agent shall deliver to the successor Agent all documents it retains as the Agent under this Agreement, and shall provide all cooperation necessary for the successor Agent to perform the duties of the Agent under this Agreement.(4)The successor Agent shall succeed to the rights and obligations of the former Agent under this Agreement, and the former Agent shall, at the time of the assumption of office by the successor Agent, be released from all of its obligations as the Agent. However, each provision of this Agreement shall continue to apply to any act (including omission) taken by the former Agent during its service.29(5)Notwithstanding the provisions of the preceding four paragraphs, if any of the following items applies, the Agent may resign as the Agent upon agreement with the Majority Lenders. If the Agent resigns in accordance with the provisions of this paragraph, the resigned Agent shall promptly notify the Borrower to that effect, and the Borrower shall not make any objection to such resignation. Even if the Agent resigns in accordance with the provisions of this paragraph, the Borrower shall not be released from its obligation to pay the Agent Fee that has already accrued.(i)The Borrower suspends payment, or a petition is filed for commencement of bankruptcy proceedings, commencement of rehabilitation proceedings, commencement of reorganization proceedings, commencement of special liquidation, or commencement of any other legal arrangement proceedings similar thereto (including similar petition outside Japan) with respect to the Borrower.(ii)If the Borrower fails to pay the Agent Fee, and, notwithstanding that a demand for such payment is made by specifying a reasonable period of time, no payment is made within such period.Article 23Â Â Â Â (Decision Gathering of Lenders)(1)The procedure for decision gathering of the Majority Lenders or All Lenders shall be as follows.(i)If the Lender determines that any event which requires the instruction of the Majority Lenders or All Lenders as set forth in this Agreement has occurred, such Lender may give notice to the Agent to request the decision gathering of the Majority Lenders or All Lenders.(ii)The Agent shall, upon receipt of a notice under the preceding item, promptly give to All Lenders notice that the decision gathering of the Majority Lenders or All Lenders is to be made.(iii)The Lender shall, upon receipt of the notice under the preceding Item, make its own decision regarding the relevant event and notify the Agent of the content thereof within a reasonable period of time designated by the Agent.(iv)In the event that a decision gathering of the Majority Lenders or All Lenders is made pursuant to the preceding three items, the Agent shall promptly notify the Borrower and All Lenders of the content thereof as the instruction from the Majority Lenders or All Lenders.(2)In addition to the preceding paragraph, if the Agent determines that any event which requires the decision gathering of the Majority Lenders or All Lenders has occurred, the Agent may give notice to All Lenders that the decision gathering of the Majority Lenders or All Lenders is to be made. The procedures after giving such the notice shall be as set forth in the provisions of Items 3 and 4 of the preceding paragraph.30Article 24Â Â Â Â (Amendment of Agreement)(1)This Agreement may not be amended except as agreed in writing by the Borrower, All Lenders, and the Agent.(2)Notwithstanding the provisions of the preceding paragraph, if the Agent resigns pursuant to Article 22, Paragraph 5 and the successor Agent is not immediately appointed by the agreement of the Majority Lenders, this Agreement may be amended with the written agreement of the Majority Lenders and the Agent (if the Agent has already resigned, the Majority Lenders), to the extent reasonably necessary to enable each Lender to exercise its rights individually. The parties which make an amendment to this Agreement in accordance with this paragraph shall notify other parties to this Agreement of the contents of the amendment in writing without delay.Article 25Â Â Â Â (Assignment of Status by the Borrower and Assignment Before Implementation of Loan)(1)The Borrower may not assign to any third party its status or rights and obligations under this Agreement, unless All Lenders and the Agent give their prior consent in writing.(2)The Lender may assign to a third party all or any part of its status under this Agreement and its rights and obligations associated therewith until such time as it implements the Individual Loan, if the Borrower and the Agent give their prior consent in writing and all requirements set forth in each of the following items are fulfilled (hereinafter, the Lender which makes such assignment shall be referred to as the â€œStatus Assignorâ€ and the person who accepts such assignment shall be referred to as the â€œStatus Assigneeâ€). The Borrower and the Agent may not unreasonably withhold their consent, and the Agent shall notify All Lenders if such assignment is made.(i)If part of the status under this Agreement is assigned, both the Status Assignor and the Status Assignee shall become the Lenders under this Agreement and each provision of this Agreement shall apply to them on and after the date of the assignment, the Individual Loan Amount of the Status Assignor prior to the assignment of the status (hereinafter referred to as the â€œInitial Individual Loan Amountâ€) shall be reduced by an amount separately agreed upon between the Status Assignor and the Status Assignee (hereinafter referred to as the â€œIndividual Loan Amount Reduction Amountâ€), and the Individual Loan Amount equal to the Individual Loan Amount so reduced (if the Status Assignee is already a Lender prior to the assignment, the Individual Loan Amount equal to the Individual Loan Amount of such Lender prior to the assignment plus the same amount as the Individual Loan Amount so reduced) shall thereafter be applicable to the Status Assignee.(ii)The Status Assignee shall be a corporation located in Japan (meaning a corporation whose head office or branch or sales office registered under the laws of Japan is located in Japan; hereinafter the same), and a financial institution (meaning a bank, insurance company, institutional investor, etc.; 31hereinafter the same) or a special purpose company incorporated under the Act on the Securitization of Assets.(iii)If part of the status under this Agreement is assigned, both (i) the Individual Loan Amount Reduction Amount and (ii) the Individual Loan Amount of the Status Assignor after reduction shall be equal to or more than [â€¦***â€¦] million yen (provided, however, that this shall not apply to the case where the Status Assignor is the Lender who also acts as the Agent).(iv)There will be no increase in the amount of the interest payable by the Borrower to the Status Assignee due to withholding tax, etc. arising from such assignment (except in case where the status under this Agreement is assigned to an overseas Subsidiary Company or Affiliate Company of the Lender as a result of abolition of its lending business in Japan). (3)All expenses, etc. arising as a result of the assignment pursuant to the preceding paragraph shall be borne by the Status Assignor or the Status Assignee. However, the Increased Cost that arises in relation to the Status Assignee after assignment shall be handled in accordance with Article 7. The Status Assignor or the Status Assignee shall pay to the Agent, by the date of such assignment, 500,000 yen per Status Assignee and consumption tax, etc. as consideration for administrative procedures related to such assignment.Article 26Â Â Â Â (Assignment after Implementation of Loan)(1)Unless otherwise specified in this Agreement, the Lender may assign its Loan Claim and other claims pursuant to this Agreement only in the case where all requirements set forth in each item below are satisfied.(i)The Assignee shall be bound by each relevant provision of this Agreement in respect of the claim purchased by it.(ii)The Assignee is a corporation located in Japan, which is a financial institution or a special purpose company incorporated under the Act on the Securitization of Assets.(iii)If such assignment is made by dividing the Loan Claim, the amount of all the Loan Claims after such division is equal to or more than 100 million yen (provided, however, that this shall not apply to the case where the Assignor is a Lender who also acts as the Agent).(iv)There will be no increase in the amount of the interest payable by the Borrower to the Assignee due to withholding tax, etc. arising from such assignment (except in case where assignment is made to an overseas Subsidiary Company or Affiliate Company of the Lender as a result of abolition of its lending business in Japan).32(2)When making an assignment, the Assignor and the Assignee shall obtain perfection as against third parties and perfection as against the obligor for such assignment as of the date of the assignment, and in this case, the Assignor and the Assignee under their joint name or the Borrower solely shall notify the Agent of the fact of such assignment immediately. When assignment of claim is made pursuant to the preceding paragraph, all rights of the Assignor hereunder relating to the assigned claim shall be transferred to the Assignee, and the Assignee shall assume all obligations of the Assignor hereunder relating to the assigned claim. The Borrower shall give its consent in advance to the transfer of the rights to the Assignee and assumption of obligations by the Assignee. For the purpose of applying each provision of this Agreement to the Loan Claim, in case of an assignment of the Loan Claim in whole, the Assignee shall be treated as the Lender, and in case of an assignment of a part of the Loan Claim, both the Assignor and the Assignee shall be treated as the Lenders under this Agreement.(3)All expenses arising as a result of the assignment pursuant to Paragraph 1 shall be borne by the Assignor or the Assignee. The Increased Cost that arises after the assignment shall be handled in accordance with Article 7. The Assignor or the Assignee shall pay to the Agent, by the date of such assignment, 500,000 yen per Assignee and consumption tax, etc., as consideration for administrative procedures, etc. related to such assignment.(4)If the assignment of the Loan Claim or any other claims under this Agreement that does not satisfy the requirements set forth in this Agreement is made (hereinafter referred to as the â€œUnauthorized Assignmentâ€, and the Assignor of the Unauthorized Assignment shall be referred to as the â€œUnauthorized Assignorâ€, the Assignee of the Unauthorized Assignment shall be referred to as the â€œUnauthorized Assigneeâ€, and the claim subject to the assignment shall be referred to as the â€œUnauthorized Assignment Claimâ€), it shall be sufficient if the Borrower, the Agent and other Lenders carry out the handling as set forth below and other handling based on the premise that the Unauthorized Assignment has not occurred and the Unauthorized Assignor continues to be the creditor of the Unauthorized Assignment Claim, and the Borrower, the Agent and other Lenders shall not be liable for any Damages, etc. incurred thereby.(i)Even if the Agent receives a notice of the fact of assignment of the Loan Claim, if such assignment is the Unauthorized Assignment, it shall not be required to perform the administrative procedures set out in Article 15, Paragraph 2 (b).(ii)As long as the Unauthorized Assignor has the authority to receive repayment of the Unauthorized Assignment Claim under Article 466, Paragraph 3 of the Civil Code, repayment relating to the Unauthorized Assignment Claim shall be received by the Agent who is entrusted to exercise such authority by the Unauthorized Assignor pursuant to this Agreement, and unless otherwise provided for in this Agreement, any direct payment to the Unauthorized Assignor or the Unauthorized Assignee shall not be recognized as performance of obligations under this Agreement and the provision of Article 14, Paragraph 2 shall apply. The distribution by the Agent under Article 15 in respect of the repayment of the Unauthorized Assignment Claim shall be made to the Unauthorized 33Assignor. The Lender waives the right to terminate the entrustment of exercise of authority set forth in this item, and may not assign the right to demand distribution to the Agent. If the Borrower receives a demand for performance of the Unauthorized Assignment Claim from the Unauthorized Assignee, the Borrower shall immediately notify the Agent of that fact.(iii)The definition of the Majority Lenders shall apply as if the Unauthorized Assignor holds the Unauthorized Assignment Claim, and the Unauthorized Assignee shall be bound by a determination made by the Majority Lenders. Amendments to this Agreement pursuant to Article 24, Paragraph 1 may be made upon the agreement of the Unauthorized Assignor, and the Unauthorized Assignee shall be bound by the terms of such amendments.(5)Notwithstanding the provisions of Paragraphs 1 and 2 of Article 19, neither the Unauthorized Assignee nor the Borrower may make a set-off or application to repayment with respect to the Unauthorized Assignment Claim. In addition, the Unauthorized Assignee may not conduct acts provided for in Items 1 and 2 of Article 20, Paragraph 3 in respect of the Unauthorized Assignment Claim. The Unauthorized Assignor and the Unauthorized Assignee shall settle any dispute arising from the Unauthorized Assignment at their own cost and responsibility, and if the Borrower, the Agent and other Lenders incur Damages, etc. due to the Unauthorized Assignment, the Unauthorized Assignor shall compensate therefor.(6)Even if the Borrower consents to the Unauthorized Assignment, the Agent and other Lenders shall not lose the profits provided for in the preceding two paragraphs unless they themselves consent to such Unauthorized Assignment.Article 27Â Â Â Â (Collection, etc. from a Third Party)(1)Any repayment of the Borrowerâ€™s obligations under this Agreement by any third party other than the Borrower (excluding persons who own the assets subject to the Permitted Security Interest) shall not be allowed, unless it is approved by the Agent and All Lenders in writing in advance.(2)On and after the date of this Agreement, the Borrower shall not entrust to any third party a guarantee (including provision of collateral by a third party) which guarantees the obligations of the Borrower under this Agreement or cause any third party to assume its obligations under this Agreement or performance of such obligations, unless prior written consent is obtained from the Agent and All Lenders. However, this shall not include the entrustment of the revolving guarantee (including provision of collateral by a third party) which guarantees the obligations of the Borrower hereunder as well as any other obligations of the Borrower.(3)If the Lender enters into a guarantee agreement (including provision of collateral by a third party) or agreement for assumption of obligations for the Borrowerâ€™s obligations under this Agreement with a third party without an entrustment by the Borrower, all of the requirements set forth in each of the following items shall be satisfied, and if the Lender receives repayment from such third party pursuant to such guarantee agreement or agreement 34for assumption of obligations, an adjustment among the Lenders through assignment of claims set forth in Article 20, Paragraph 1 shall not be made.(i)When the third party exercises the right to reimbursement obtained as a result of performance of the guarantee obligations and the claim under this Agreement, such third party shall assume the same obligations as those assumed by the relevant Lender towards the Agent, the Lenders other than the relevant Lender and the Borrower under this Agreement.(ii)The third party shall be bound by each provision of this Agreement.(iii)The third party is a corporation located in Japan which is a financial institution, the third party is not a Subsidiary Company or Affiliate Company of the Borrower, or the Borrower is not a Subsidiary Company or Affiliate Company of such third party.(iv)The amount of the Loan Claim that the third party acquires by subrogation shall be 100 million yen or more.(v)There will be no increase in the amount of the interest payable by the Borrower to the third party due to withholding tax, etc. arising from such acquisition by subrogation.If the third party acquires the Loan Claim by subrogation under the provisions of Item 1, such acquisition by subrogation shall be deemed as an assignment of the Loan Claim set forth in the preceding Article, and Paragraph 3 of the said Article shall apply mutatis mutandis.Article 28Â Â Â Â (General Provisions)(1)ConfidentialityThe Borrower shall raise no objection to the disclosure of information set forth in each of the following items.(i)In the case where the notice for not implementing the Loan is given pursuant to the provisions of Article 6, Paragraph 1, any event set forth in each item of Paragraph 1 or 2 of Article 18 has occurred, decision gathering of the Majority Lenders or All Lenders is required pursuant to the provisions of Article 23, or it is deemed necessary for the preservation or exercise of the claims of the Agent or the Lender, the Agent and the Lender disclose to each other any information with regard to the Borrower or the transaction with the Borrower obtained in connection with this Agreement or any agreement other than this Agreement to the extent reasonably necessary.35(ii)In connection with the assignment of status or assignment of the Loan Claim hereunder or execution of a guarantee agreement (including provision of collateral by a third party) or agreement for assumption of obligations for the obligations borne by the Borrower hereunder without entrustment by the Borrower, the Lender discloses information relating to this Agreement to the Assignee (including the Status Assignee set forth in Article 25), guarantor or person who assumes obligations, or any person who is considering the purchase, guarantee or assumption of obligations (including persons conducting intermediary services in relation to such transactions), on the condition that the Lender causes the other party to assume the confidentiality obligations. Information relating to this Agreement as used herein means any information on the credit of the Borrower obtained in connection with this Agreement, the content of this Agreement and any information incidental thereto, and the content of the Loan Claim subject to the transaction and any information incidental thereto, and does not include any information on the credit of the Borrower obtained in connection with any agreement other than this Agreement.(iii)The Lender discloses information related to this Agreement to the extent reasonably necessary pursuant to applicable laws and regulations, order, guidance, request, etc. of administrative, judicial or other relevant authorities in and outside Japan, central bank or self-regulatory organization, or to lawyers, judicial scriveners, certified public accountants, audit firms, tax accountants, rating agencies or other experts who are required to receive the disclosure of such confidential information in the course of their duties. In addition, the Lender discloses information related to this Agreement to its Parent Company, Subsidiary Company and Affiliate Company to the extent necessary and appropriate for internal management purposes.(2)Risk of loss, exemption from liability, and compensation and indemnification(i)If any documents

furnished by the Borrower to the Agent or the Lender are lost, destroyed, or damaged for any unavoidable reasons such as incidents or disasters, the Borrower shall, upon consultation with the Agent, perform its obligations under this Agreement based on the records, such as books and vouchers, of the Agent or such Lender. The Borrower shall, upon request of the Agent or the Lender through the Agent, promptly prepare substitute documents and submit them to the Agent or such Lender through the Agent.(ii)If, with respect to a transaction conducted by the Lender or the Agent after comparing the seal impression of the representative and agent of the Borrower to be used for the transactions in accordance with this Agreement with the seal impression submitted by the Borrower in advance with due care and confirming that there was no difference between them, an accident occurs such as falsification, alteration, fraudulent use and any Damages, etc. are incurred, the Borrower shall bear the same.36(iii)Even if the Borrower incurs any damages as a result that the Lender or the Agent performs an act permitted under this Agreement (including deciding not to implement the Individual Loan, giving notice to the Borrower pursuant to Article 18, Paragraph 2, and disclosing information pursuant to Paragraph 1, Item 1 of this Article) due to the Borrower's breach of any provision of this Agreement or any Item of Article 16, Paragraph 1 being untrue (including cases where thematter provided for in Article 16, Paragraph 1, Item 10 is not true or the Borrower violates the provisions of Item 5 or 6 of Article 17, Paragraph 3; hereinafter referred to as the â€œBorrowerâ€™s Breach of Obligation, etc.â€), the Borrower shall not make any claim against the Lender or the Agent. In addition, the Borrower shall bear any Damages, etc. incurred by the Lender or the Agent as a result of the Borrowerâ€™s Breach of Obligation, etc. or of the Lender not making indemnification pursuant to the provisions of Article 21, Paragraph 4.(3)Severability of this AgreementIf any part of the provisions of this Agreement becomes invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions shall not in any way be impaired or affected.(4)Exclusion of application of agreement on bank transaction, etc.Any agreement, agreement on bank transaction and agreement on financial transaction, etc. separately submitted by the Borrower to the Lender or separately entered into between the Borrower and the Lender shall not apply to this Agreement and the transactions under this Agreement.(5)Notices(i)All notices under this Agreement shall be made in writing expressly indicating that it is made pursuant to this Agreement, and given by any of the methods described in (a) to (d) below to the address of the receiving party set forth at the end of this Agreement. Each party to this Agreement may change its address by giving notice of change of address to the Agent.(a)Delivery by bringing the notice directly(b)Registered mail or courier service(c)Facsimile transmission (provided, however, that when requested by the other party, the original shall be delivered to the other party thereafter by either of the methods in (a) or (b))(d)Exchange delivery (only for notices between the Lender and the Agent)(ii)The notice pursuant to the preceding item shall become effective, in the case of facsimile transmission, when the receipt is confirmed, and in the case of any other methods, when actually received.37(6)Changes in notified matters(i)If there is any change in trade name, representative, agent, signature, seal, address or any other matters notified to the Agent, the Lender or the Borrower shall promptly notify the Agent of such change in writing.(ii)If the notice given hereunder is delayed or does not arrive due to a failure to give notice under the preceding item, such notice shall be deemed to have arrived at the time when it should normally have arrived.(7)Funds settlement(i)Settlement of funds between the Agent and the Lender shall in principle be made through theZengin Data Telecommunication System, and if the Lender wishes to make settlement through the Bank of Japan Financial Network System, such Lender shall consult with the Agent in advance. However, if the Lender is not a member of the Zengin Data Telecommunication System, the funds shall be settled through a bank account under the name of the Lender at a bank that is a member of the Zengin Data Telecommunication System as designated by the Lender.(ii)Any fees, etc. for payments made by any party hereto to any other party hereto pursuant to this Agreement shall be borne by the paying party.(8)CalculationUnless otherwise expressly provided for, the method of any calculation under this Agreement shall be on a per diem basis, inclusive of the first and last day, based on a 365-day year, wherein divisions shall be performed at the end of the calculation with any fraction less than one yen rounded down (however, if the Agent specifically deems it necessary, the method as the Agent deems appropriate shall be used).(9)Preparation of notarial instrumentThe Borrower shall, at any time upon the request of the Agent or the Majority Lenders, take the necessary procedures to entrust a notary public to prepare a notarial instrument in which the Borrower acknowledges its indebtedness under this Agreement and agrees to compulsory execution with regard to its indebtedness under this Agreement.(10)Continuation of rightsThe failure or delay in the exercise of all or part of the rights set forth in this Agreement by the Agent or the Lender shall not be interpreted as waiver of such rights or release or mitigation of the obligations of the Borrower by the Agent or the Lender, and shall not affect the rights of the Agent or the Lender in any way.38(11)Governing law and agreed jurisdictionThis Agreement shall be governed by the laws of Japan, and the Tokyo District Court shall be the court having non-exclusive jurisdiction over any dispute arising in connection with this Agreement.(12)LanguageThis Agreement shall be prepared in Japanese, which shall be the original.(13)Matters for consultationFor any matters not provided for in this Agreement or any doubt among the parties with respect to the interpretation of this Agreement, the Borrower and the Lender shall consul with each other through the Agent and decide the handling thereof.39IN WITNESS WHEREOF, this Agreement shall be executed in one original, the representative or the agent of the representative of the Borrower, the Lenders and the Agent shall affix their name and seal, and the Agent shall retain the same. The Borrower and the Lenders shall receive a copy thereof from the Agent.September 24, 2024Borrower: D&M Holdings Inc.Â Â Â Â Seal40Agent: The Shoko Chukin Bank, Ltd.Â Â Â Â Seal41Lender: The Shoko Chukin Bank, Ltd.Â Â Â Â Seal42Lender: The Ashikaga Bank, Ltd.Â Â Â Â Seal43Lender: Kiraboshi Bank, Ltd.Â Â Â Â Seal44 Schedule 1Contact Information of the Contract Parties and the Individual Loan Amount of the Lender1.BorrowerBorrower and its departmentAddressTelephone and facsimileD&M Holdings Inc.210-85692-1Â Â Â Â NisshinchÅ‚Â Â Â Â KawasakiÂ Â Â Â Ward, Kawasaki, KanagawaTEL:044-670-2604 FAX:044-670-26822.AgentAgent and its departmentAddressTelephone and facsimileThe Shoko Chukin Bank, Ltd. Business Solution Division104-00282-10-17 Yaesu, Chuo-ku, TokyoTEL:03-3246-9258FAX:03-3281-61163.LenderLender and its departmentAddressTelephone and facsimileThe Shoko Chukin Bank, Ltd.KanagawaÂ Â Â Â BusinessÂ Â Â Â Division (Kawasaki office)231-00034-40Â Â Â Â KitanakadÅri,Â Â Â Â NakaÂ Â Â Â Ward, Yokohama, KanagawaTEL:045-201-7651 FAX:045-227-4010The Ashikaga Bank, Ltd. Tokyo Branch103-00281-3-22 Yaesu, Chuo-ku, TokyoTEL:03-3246-7273FAX:03-3246-7288Kiraboshi Bank, Ltd.Kawasaki Corporate Sales Division210-00073-1 Ekimae HonchÅ‚ Kawasaki Ward, Kawasaki, KanagawaTEL:044-211-0211 FAX:044-211-02134.Individual Loan AmountLenderIndividual Loan AmountThe Shoko Chukin Bank, Ltd.[â€¦***â€¦] yenThe Ashikaga Bank, Ltd.[â€¦***â€¦] yenKiraboshi Bank, Ltd.[â€¦***â€¦] yenTotal[â€¦***â€¦] yenEnd45Schedule 2Repayment Schedule1.Principal Repayment SchedulePrincipal Repayment DatePrincipal Repayment AmountPrincipal Repayment DatePrincipal Repayment Amount1stLast day of November 2024[â€¦***â€¦] yen11thLast day of May 2027[â€¦***â€¦] yen2ndLast day of February 2025[â€¦***â€¦] yen12thLast day of August 2027[â€¦***â€¦] yen3rdLast day of May 2025[â€¦***â€¦] yen13thLast day of November 2027[â€¦***â€¦] yen4thLast day of August 2025[â€¦***â€¦] yen14thLast day of February 2028[â€¦***â€¦] yen5thLast day of November 2025[â€¦***â€¦] yen15thLast day of May 2028[â€¦***â€¦] yen6thLast day of February 2026[â€¦***â€¦] yen16thLast day of August 2028[â€¦***â€¦] yen7thLast day of May 2026[â€¦***â€¦] yen17thLast day of November 2028[â€¦***â€¦] yen8thLast day of August 2026[â€¦***â€¦] yen18thLast day of February 2029[â€¦***â€¦] yen9thLast day of November 2026[â€¦***â€¦] yen19thLast day of May 2029[â€¦***â€¦] yen10thLast day of February 2027[â€¦***â€¦] yen20thMaturity Date[â€¦***â€¦] yen46Schedule 22.Interest Payment Date ScheduleInterest Payment DateInterest Payment Date1stLast day of November 202411thLast day of May 20272ndLast day of February 202512thLast day of August 20273rdLast day of May 202513thLast day of November 20274thLast day of August 202514thLast day of February 20285thLast day of November 202515thLast day of May 20286thLast day of February 202616thLast day of August 20287thLast day of May 202617thLast day of November 20288thLast day of August 202618thLast day of February 20299thLast day of November 202619thLast day of May 202910thLast day of February 202720thMaturity DateEnd47'Schedule 3Financial Status Confirmation[ ] [ ], [ ] (Western calendar)To: All LendersTo: The Shoko Chukin Bank, Ltd. (Agent)Our Company confirms as follows with respect to the undertaking set forth in Article 17, Paragraph 1, Item 2 of the Syndicate Loan Agreement dated September 18, 2024 among our Company, All Lenders and the Agent (hereinafter referred to as the â€œAgreementâ€).As of the last day of business year for [ ] [ ] (Western calendar)1.Amount of the net assets (Article 17, Paragraph 4, Item 1 of this Agreement)(i)Amount of the net assets in the balance sheetÂ Â Â Â [ ] million yen(ii)Amount of the net assets in the balance sheet as of the last day of the fiscal year ended March 2023 x 70% [ ] million yen(i) [ ] million yen â‰§ (ii) [ ] million yen2.Amount of ordinary profit and loss (Article 17, Paragraph 4, Item 2 of this Agreement)(i)Amount of ordinary profit and loss in the profit and loss statement [ ] million yen(ii)Amount of ordinary profit and loss in the profit and loss statement in the financial statements for the last day of the business year for [ ] [ ] (Western calendar) (the period immediately preceding (i)) [ ] million yenBorrower: D&M Holdings Inc.Â Â Â Â Seal48 EX-10.4 6 masi-20240928x10qex104.htm EX-10.4 Document*** Certain identified information has been omitted from this exhibit because it is both (i) not material and (ii) of the type that the Registrant treats as private or confidential. Such omitted information is indicated by brackets (â€œ[â€¦***â€¦]â€) in this exhibit. ***Exhibit 10.4Agreement on Fees Pertaining to Syndicate LoanIn connection with the Syndicate Loan Agreement (hereinafter referred to as the â€œOriginal Agreementâ€) dated September 24, 2024 between D&M Holdings Inc. (hereinafter referred to as â€œParty Aâ€) as the Borrower, The Shoko Chukin Bank, Ltd. (hereinafter referred to as â€œParty Bâ€) and others as the participating financial institutions, and Party B as the arranger and the Agent, Party A and Party B agree as follows with respect to the fees payable by Party A to Party B. Terms defined in the Original Agreement shall have the same meaning in this Agreement unless otherwise defined in this Agreement.1.In consideration of Party B performing the following two affairs in connection with the Original Agreement, Party A shall pay Party B fees specified below in the manner specified below.(1)Arrangement affairs of the syndicate loan to be originated pursuant to the Original Agreement, affairs for inviting financial institutions to participate, preparation of agreements and various other affairs up to the execution of the Original Agreement(2)Agent services for the syndicate loan originated under the Original Agreement, various affairs after the execution of the Original Agreement as the Agent for the participating financial institutions provided in the Original Agreement2.Fees to be paid by Party A to Party B under this Agreement shall not be refundable under any circumstances.3.Fees payable hereunder shall be paid without any deduction or withholding, and the provisions of the Original Agreement shall apply mutatis mutandis to the increase of amount, tax payment certificate and other related matters in the case where such deduction or withholding is required.4.Neither Party A nor Party B may disclose in any manner all or any part of the content of this Agreement to any third party without the prior written consent of the other party.5.Matters not stipulated in this Agreement shall be resolved through consultation between Party A and Party B.Description(i)Fees for arrangement affairsAmount: [â€¦***â€¦] yen (including [â€¦***â€¦] yen in consumption tax at a rate of 10%) Party B shall allocate the participation fees as follows.Recipient of allocationAmount of allocationThe Ashikaga Bank, Ltd.[â€¦***â€¦] yen as the participation fee(including [â€¦***â€¦] yen in consumption tax at a rate of 10%)Kiraboshi Bank, Ltd.[â€¦***â€¦] yen as the participation fee(including [â€¦***â€¦] yen in consumption tax at a rate of 10%)Total[â€¦***â€¦] yen (including [â€¦***â€¦] yen in consumption tax at a rate of 10%)Payment method: Payable in lump-sum on the Repayment Date (via withdrawal from the Syndicate Account)Repayment Date: September 24, 2024 (date of agreement)(ii)Fees for Agent affairsAmount:Â Â Â Â [â€¦***â€¦] yen (including [â€¦***â€¦] yen in consumption tax at a rate of 10%)Payment method: [â€¦***â€¦] yen (including [â€¦***â€¦] yen in consumption tax at a rate of 10%) shall be paid on the date of agreement as the first payment date, and [â€¦***â€¦] yen (including [â€¦***â€¦] yen in consumption tax at a rate of 10%) shall be paid on each Repayment Date thereafter (via withdrawal from the Syndicate Account).Repayment Date: September 24, 2024 (date of agreement) as the first Repayment Date, and September 24 of each year thereafter until September 24, 2028 (however, if such date falls on a day other than a Business Day, the immediately preceding Business Day)(iii)Total amount of fees for arrangement affairs and fees for Agent affairsAmount: [â€¦***â€¦] yen (including [â€¦***â€¦] yen in consumption tax at a rate of 10%)EndIN WITNESS WHEREOF, Party A and Party B have caused this Agreement to be executed in duplicate by affixing their names and seals thereto, and each party retains one copy thereof, respectively.September 24, 2024Party AParty BRegistration number: T9010001120408 EX-10.5 7 masi-20240928x10qex105.htm EX-10.5 DocumentExhibit 10.3Loan AgreementMizuho Bank, Ltd.I (hereinafter referred to as the â€œObligorâ€), after acknowledging each of the terms and conditions of the agreement on bank transactions separately entered into with Mizuho Bank, Ltd. (hereinafter referred to as the â€œBankâ€) and this agreement, undertake to repay the principal and pay interest and other obligations to the Bank in accordance with this agreement in the event that the Bank delivers funds relating to borrowing.ObligorAddressÂ â€¢â€¢â€¢

the Bank, withdraw from the deposit account for repayment stated in the borrowing summary column and apply the expenses to be borne by the Obligor, such as guarantee fees of the credit guarantee association for the borrowing (the portion of collection services including late payment guarantee fees), other guarantee fees, registration fees (including registration and license tax and judicial scrivener's fees), fixed date fees and stamp fees without current account check or ordinary deposit passbook and ordinary deposit withdrawal request regardless of the current account regulations or ordinary account regulations.2)The Bank may receive the expenses under the preceding Paragraph in accordance with Article 3.Article 6 (Treatment of Holidays)For the purpose of this agreement, â€œholidayâ€ means the bank holiday in Japan set forth in Article 15, Paragraph 1 of the Banking Act (including future revision, if any) and any day other than such holiday shall be referred to as the bank business day. If the repayment date is a holiday, the preceding business day means the immediately preceding bank business day and the following business day means the immediately following bank business day.Article 7 (Prepayment)1)If the Obligor intends to repay all or part of the debt under this agreement before the due date for unavoidable reasons, it shall obtain the approval of the Bank in advance.2)If the Obligor makes prepayment of its debts under this agreement with the consent of the Bank or the Obligor loses its benefit of time pursuant to the provisions of the agreement on bank transactions separately entered into by the Obligor, and the Bank incurs any damages, the Obligor shall immediately pay such damages. In this case, damages shall refer to the amount resulting from the difference between the agreed interest rate and the reinvestment interest rate, if the reinvestment interest rate, at which the Bank makes or is assumed to make a new investment in the market from the time of repayment until the due date, falls below the agreed interest rate, and the calculation of damages shall be made using the calculation method prescribed by the Bank.Article 8 (Guarantee)1)The guarantor shall, based on the entrustment from the Obligor, owe the guarantee obligation jointly and severally with the Obligor for the principal payable by the Obligor to the Bank hereunder and any and all debts secondary to such debts, and the performance thereof shall be subject to this agreement in addition to each provision of the agreement on bank transactions separately entered into by the Obligor.2)The guarantor shall not claim any exemption even if the Bank changes or releases any collateral or other guarantee for its convenience.3)The guarantor shall not refuse to perform its obligations to the Bank even in the case where the Obligor has the right to set-off with deposits or other claims against the Bank.4)If the guarantor performs the guarantee obligations set forth in Paragraph 1, the rights obtained from the Bank by virtue of subrogation may not be exercised without consent of the Bank as long as transactions between the Obligor and the Bank continue. The money that is the consideration for the right that is the subject of subrogation may be appropriated for payment by the Bank in preference to the guarantor.5)If the guarantor provides any other guarantee for the transactions between the Obligor and the Bank, such guarantee shall not be changed by this guarantee agreement, and if the guarantor provides any other guarantee that has a maximum amount, the amount of guarantee based on this guarantee agreement shall be added to such maximum amount of guarantee.The same shall apply to the case where the guarantor provides any other guarantee in the future with respect to any transaction between the Obligor and the Bank.Article 9 (Assignment of Receivable)1)The Obligor consents in advance to the Bank assigning all or part of its loan receivables hereunder to other financial institutions, etc. in the future. In this case, notice from the Bank to the Obligor may be omitted. However, even if the receivables of the Bank against the Obligor are assigned to other financial institutions, etc., the Obligor may repay the entire amount of the debt to the Bank by the method specified in the borrowing summary column, and the Bank shall deliver such amount to the assignee according to the amount of the assigned receivables. In addition, the Bank may demand that the Obligor repay the entire amount of the debt.The Obligor confirms that this agreement and each provision of the agreement on bank transactions separately entered into by the Obligor with the Bank shall continue to apply after the assignment of receivables.2)During the period for which the Bank is entrusted by the assignee concerning the receivables under the preceding Paragraph assigned by the Bank, the Bank shall conduct the procedures for management and collection of the receivables under this agreement as the agent for the assignee.Article 10 (Report of Statement of Accounts)The Obligor shall submit to the Bank a business report, balance sheet and profit and loss statement, etc. for each accounting period.Article 11 (Burden of Expenses)Any and all expenses for the preparation of this deed and other expenses relating to this agreement and expenses required by the Bank for the preservation of claims shall be borne by the Obligor.Article 12 (Notarized Deed)The Obligor and the guarantor shall take necessary procedures to prepare a notarized deed in which they acknowledge the obligation under this agreement and agree to compulsory execution upon entrustment to a notary public whenever requested by the Bank.Article 13 (Notification of Guardian of Adult, etc.)1)In the event that assistance, curatorship or guardianship is commenced with respect to the Obligor or the guarantor pursuant to a decision by a family court, the name of the guardian of adult, etc. and other necessary matters shall be notified immediately in writing. The same shall apply in the case where assistance, curatorship or guardianship is commenced with respect to the guardian of adult, etc. of the Obligor or the guarantor pursuant to a decision by a family court.2)If a supervisor of a voluntarily appointed guardian is appointed pursuant to a decision by a family court with respect to the Obligor or the guarantor, the name of the voluntarily appointed guardian and other necessary matters shall be notified immediately in writing.3)In the case where a decision of assistance, curatorship or guardianship has been made with respect to the Obligor or the guarantor, a decision of assistance, curatorship or guardianship has been made with respect to the guardian of adult, etc. of the Obligor or the guarantor, or a supervisor of a voluntarily appointed guardian has been appointed with respect to the Obligor or the guarantor, a written notification shall be made immediately in the same way as the preceding two Paragraphs.4)If there is any revocation or change, etc. to the notified matters in the preceding three Paragraphs, a written notification shall be made immediately in the same way.5)The Obligor and the guarantor shall be jointly and severally liable for any damages arising from a failure to give notice under the preceding four Paragraphs.Article 14 (Implementation of Necessary Internal Procedures)The Obligor warrants that it has completed all procedures required by laws and regulations, the Articles of Incorporation and other internal procedures for the execution of this agreement and the borrowing from the Bank.Article 15 (Effect of Demand for Performance)The Obligor agrees that if the Bank makes a demand for performance against one of the present and future guarantors, such demand for performance will also be effective against the Obligor.[Representation concerning Provision of Information] The Obligor and the guarantor represent as follows.1)The Obligor has provided the guarantor with accurate information, including information provided to the Bank, concerning the following matters.1.Â Â Â Â Status of assets and income and expenditure2.Â Â Â Â Existence of any debts owed other than the guaranteed obligations, and the amount and status of performance thereof3.Â Â Â Â If there is anything that has been or is to be provided as collateral for the guaranteed obligations, a statement to that effect and the details thereof2)The guarantor has been provided by the Obligor with information necessary for deciding whether or not to provide a guarantee with respect to the following matters.1.Â Â Â Â Status of assets and income and expenditure2.Â Â Â Â Existence of any debts owed other than the guaranteed obligations, and the amount and status of performance thereof3.Â Â Â Â If there is anything that has been or is to be provided as collateral for the guaranteed obligations, a statement to that effect and the details thereof EX-21.1 9 masi-20240928x10qex211.htm EX-21.1 Document Exhibit 21.1Subsidiaries of the RegistrantThe following are wholly-owned subsidiaries of the registrant, Masimo Corporation, a Delaware corporation:Name of SubsidiaryState or Jurisdiction of Incorporation or OrganizationÂ Masimo Americas, Inc.DelawareMasimo de Mexico Holdings I LLCDelawareMasimo de Mexico Holdings II LLCDelawareMasimo Holdings LLCDelawareSpO2.com, Inc.DelawareSEDLine, Inc.DelawareMasimo Australia Pty LtdAustraliaMasimo Ã–esterreich GmbHAustriaMasimo Importacao e Distribuicao de Produtos Medicos LtdaBrazilMasimo Holdings LPCaymanMasimo (China) Medical Technology Co., Ltd.ChinaMasimo Europe Ltd.England and WalesMasimo Hong Kong LimitedHong KongMasimo Medical Technologies India Private LimitedIndiaMasimo Japan Kabushiki KaishaJapanMasimo Mexico, S. de R.L. de C.V.MexicoMasimo Canada ULC - Vancouver OfficeNova ScotiaMasimo Asia Pacific PTE. Ltd.SingaporeMasimo International SARLSwitzerlandMasimo International Technologies SARLSwitzerlandMasimo Medical Technologies (Spain) SLSpainMasimo Medikal ÄœrÃ¼nler Ticaret Limited ÅžirketiTurkeyMasimo Semiconductor, Inc.DelawareMasimo Sweden ABSweden52 Discovery, LLCCaliforniaMasimo 25 Sagamore, LLCNew HampshireMasimo Korea, LLCSouth KoreaMasimo 17, LLCCaliforniaMasimo (Shanghai) Industrial Co., Ltd. ChinaPatient Doctor Technologies, Inc.DelawareAlton Office Property, LLCDelaware-1-Â Â Â Â

Section 18 of the Securities Exchange Act of 1934 and are not to be incorporated by reference into any filing of Masimo Corporation, whether made before or after the date hereof, regardless of any general incorporation language in such filing. GRAPHIC 13 image_45.jpg GRAPHIC begin 644 image_45.jpg MB5!.1PT*&@H -24A$4@ !3$ 5N" 8 "M*WC; "7!(67, $SE M !,Y0%USO"5 !4 TE$051XVNS82PJ#0!1$4?>_29<2(1 B:MNOOSHX!VH# M-;S+!P #@Q187 0)UU7;\#8"P1$P "K\ J:0"3">B D "%C@%3 MR 082\0$ " 0JF(*60"C"%B @ 0(&[@"ED HPA8@($"!2,04,@'Z$C$! M @*!HPA4R OD1, ""J-F$(F0!B)@ 34!PAZ /$1, "6B*F MD G01L0$ " C-: *60"M!$Q 0 (*-7Q!0R >J(F)#1,V(*F0#E1$P M "XT3M@"ID Y41, N#$]8@J9 '$B)@ "2,#)A")D"#)B"ID 9R(F [#P=, (5,@#,1$P ';>$C&%3(_ $1, &"N#0 M___LV#$1Q$ 0 \'G3_*@K ;:P2>W4G>5""B<&:YVSKEJ ,S\7 "OVP*F MD GPC! #@0$?'SS# !0S31-MF(U=U< 0">B!))]"-B @ T(88*60"/8F8 MM"!""IE 7R(F \2H$/R$3X#PB)@ /$J!SXA$V _$1, (!H"4%/R 38 M1\0$ @5E+$$S(!MA,Q 0 B)08[X1,@&U$3 "*E!CLA$V]$1, (X MZ9%.R 181\0$ @2IS! 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MZ@WC6L@$*MP/8HB8 PP;UIG$M9 *9=X,X(B8 ,"@0;UQ7 N90,:])(:(M"0 ,&10;Q(70B80>2>()V(" ,&-2&M9)Q-P'U87WWNPJ9 MX"YXJ_E$3 @,:#VK".^;Y")K@'Y!(Q 0 F@YJPSKV.PN9L/<.D$ $! M:#BH#>N<[RUDPK[W3PTB)@ 0,-1;5CG?',$W:]>^H0,0$ (QJWU[(!. = M&RQ-Q 0 #"]_09")GCGWEYI(B8 (!1[;<0,L'[UN9*S! ",:K^)D G> MM;=6FH@) !@5/MMA$QP:RE-Q"39#P ___LV,$-PS , \#NOV1&2;_]%$5M M2U:L.R +A) !\KX! . TUW4M^ZB?4>8`>&N[>OD% BK6<#)G@G:4R(R8 M (!B+2]#)GAG*%^98\0$!0L G,W) .3?'V8R8 P<5:P>Z=NR$3 MXN^.\QDQ 0 @DJU@MT[$!5'7R!0 .MFU-ESV/W7;X\\@(I$3 @'45@&S^E]V%3(#?$#$! M (!XXH_=_[F[D GP/1$3 "")OK8?<3N0B; =T1, @FN!C\U&;"YD ^XF8 M ! +*"[J-W%S(!]A$Q 0 2"*/N8 .:7,@$^)R("0 1!)X;'[DWD(FP&=$ M3 ((ZP8_<*FPN9 .\3,0$ @#BBCLVK["UD KQ'Q 0 **(.3:OMK>0"?": MB D $01<6\A$^ Y$1, (@AX-B\\MY")L V$1, (@AWMB[^M9")L!C M(B8 !!!M+'Y+'L+F0#W1$P """8&/OF;86,@%NB9@ $ $H<;6L^TM9)< MB9@ $![(HV]9]U:R 2X$#$! (#V!!I;S[RSD D@8@(,T), _;NL+60"03 M,0$ @-9$&5MWV5G(!)*)F 0%N"C+V[;2QD JE$3 H"TQQM8=-Q8R@40B M@)= T)(08^O.^PJ9-38 QA$Q 8"YG0$ /__[-W!301!# 1 \D]R0SD2X(/V M;,^TJR02F'9_6L!^/@! >IZGY(?D9, @ MBL%%UIO_1Z,A<^Z=@5I&3 ((JQ1=9W86//W!7,,F(" !1 M_,FK?&79UX=-/7-?,,N("0 1#%BRE>.O9W8T#7W!?,,F 0!0CIFE5X+,+ M0Z8;@VI&3 ((8/C\A7AK/]2.Z<.X-91DP "'"&$5.V,ISOB"'3K4$%(R8 M !##B"E7^9W1D]3NN3>88\0$!B&#'E*K]SNF+ (='/P349, @QL:/C>3U*6G(!-XQ8@(!"\::LU:939D%+*4 MF P J*%'/S?>U;93YD%+*4F P I*%'/#SE7F1%8A2XD) "LH$0Q,^S= ME"(3^#\E)@ L(82\ .:\L'?5>9%5R%%B @ :_@EV-U98?(4>)"0 MK*+$O#DG[%Z'[,@KY*Q0" 5?P:\]Z,L']=,B2SD*$[\ <6 X+.+?G2LQ= M\\"=4PQGLOR)SY$RPAYUV4G8A2XD) #B<'+@'5!BCIP%]K#+ M7LHNY"DQ 0#'DL,:O ? >C)&SP"Y6[Z;18P6\$]Z+4=\>F5!BPCU* M3 # $>18 >^%]V+4MT"/&?/.$+P /__[-O!C0)!# 1 \D]R0X$OFA\P7NSI*ND2L!K/MJ5[M/OF7Z[KB_H#O/(P %!TE!:P1^R&*;-&3GP/0"9'3 ! T5%:P!ZQ&T;,&CGQ M+0"Y'#$! $5'<0%[Q%X8,6?DQ'< Y'+$! 4'04&[!/[8,2,D1/?)#+$1, M4'04&+!/[(+V,T9.O/^0S1$3 %!TE!BP4^R!]K-%5KS_D,T1$P!0-^8G_EQ]KLNMU#/$!, 4'04&Z!P]YB9^9'QMLLNU'+$! 4 M'>4&*-I!9F57LB\KD[X+@/T<,0& R%*LX !W'%S,R*ZDYC?E;8<\CI@ 0&0I M5G2 JIUD-G8E-5GI_2T U'+$! B2[!" ^S:3?A7* M'3$!9NQJY.73+'C'X5R.F ! 7"EVQ 28L:^1EU^R()MP%D=, ""N%#MB O3? MU:G.@PS"+(Z8 $!D.7;$!.B]IY$760#> M.6(")'EV!$3H.^.1F;D 5@Y8@(D079 1.@[XY&7N0!6#EB @"1!=D1$Z#O MCD9>Y %8.6(")$%V1$3H.]^1F9D 5@Y8@+ 65X #__^S840J#0!0#P-[_MDA[%_DO6+J5=@\Z %W##@V3?;V3;MMM^ .ZS&RDOL@#,>_D% ,"3B[(1$Z#O M-B,OL@ <&3$!@,>792,F0-=-1F9D 3@R8@(2K,!$Z#J'B,O<@ <&3$! ,79 MB E0(BL B1$3 %"LE7" FCN+O D1DP M0&%2P $J;BRR(@? B!$3 %"AL 1XF8 A%4!4]CZGWT S! Q 0 ""(F MU=L F"%B @ $$1,JK(F 01DZH])PA8@(!!$3"JV M '"6B D .!@=< 4NYZY!X K1$P & (B856P"X0L0$!@T"%BBE[/QV' M52(F Q&3.W< < <1$P @(&[B3L"W8B8 #$1,W!#H1L0$ @B)AN M[X9)R(F 0<1T=_<#.A$Q 0 "'XI=W-W SH1,0$ A=(J8@]IOW!KB; MB D $ 0,=W:O8!.1$P !"IX@IC/W.G0&JB)@ $$=.=W0GH1,0$ #@ MPQL /__[-K!:0-!$ 1 Y9_DA2+CKQ]"^/9V>F>J0 E]&S'GY =0 MP8@) ,"CA1B8]^X-F;US ZA@Q 0 X/%2#,Q[]X;,GKD!5#%B @"PI1 #,]^^ M$;-/9@"5C)@ &PKQ<#,MV_(/#\O@&I&3 MI9B8/8-,&2>EQ- B,F #; MBS$P^P88,\ )"")"%$1, ,48*+D#QLS\? !2&#$! %"(@=);8,S,S ,@B1$3 M E&8BX!^Y-3@8 :8R8 "4%V; /3#0Y7QW@$1&3 (HHSX"ZX._7?&2"5 M$1, @)@2#;@+4V^/;]'PF1$3 ("H,@VX#5/NCS$7X'M&3 XHHUX#YTO4$& M7(#_,6(" !!9L $WHLL=\@]4@/N,F Q)9MP(TX1;YURG 6D9, 'K[0 M___LV,$-@# ,!$'Z;S*E0 U(/-9X1DH#>9SDO6_@A7-.[@%VPK.O)^'94& G$1, $'.V!/[": FH@) M " X.. !NV+_-)$3 L<$A#]@6NP>0)F(" (@,#GK QM@Z@#01$P! 8'#< M W;&Q@&DB9@ ,*"(Q^P-W8-(W! 0%!S\@-VQ90!I(B8 @)#@^ ?LCPT# M2!,Q 0!$!!$ L$%V"R!-Q 0 $ \$ < 6V2N -!$3 $ T$ 8 FV2C -)$3 $ TS 8 FV2C -)$3 ML4 D &R370)($$! $0"P0"P4?8((($W$! 0!X0#P%[9'X T$1, 0!00,@'; M97, OO, # __^S8R0W#,! !B&#'E*K7)O, M @ "!$0>>?: -!"Q 0 -X2,M?<$0": MB)@ ,!'0N9:^P% &Q$3 #81!72DR T."(';+P$ZW2($) 'RCQ 0(#HTH#>P"L.--4F ")^4F #A81%E M@5T =KY-"DP X$6)"2 D^GA* KL E+A1"DP R*7$!! .!2GSMPM N5NEP 2 M+$I, *%0H#) _.P"4O%D*3 #(H<0$$ 8%*_,W>Z#TVZ7 !(#^E)@ 0J" 9?X^ M*-#F#5-@ D!/2DP (5#0"I\[0+-X 7=\P!28]*+$ M!! "!:_0.0-T?\,4F #0AQ(30 @4P +G"Y#RABDP : ')2: $"B(AQ/!28 M%-B @B# E_PS 'L4 4F -Q B0D@# I^H?,&L$?=,0"X MA1(30" 4 /G#&^7NE\ Q3=PL ;J/$!& L&]JK&0*S F"G0!+?[P^O'@#,=Q _L' M '3[\@L F(C)UN 4U !]-P< Z&?$!& L*MO"4U #>&\!@!E&3 !&HK(M0 4U M@/<6)ACQ 1@+"Y;0E10 WAO 8!91DP Q@*S(4@%-8#W%@"89\0$8"PRT\-4 M4 -X;P& #$9, $9C,S50!35 WTT! .[+B G :' FAJJ@!NB[)P# O1DQ 1@/ MSZ1@%=0 ?7<$ +@_(R8 X_&9$JZ"&J#OA@ .Q@Q 8B(T.F %=0 ?;<# -C# MB E 1(A.AJR@!NB[&P# +D9, ")B="IH!35 W\T /8Q0#@0$Z57AZV@!NB[M%0# 3D9, &+"],K %=0 ?7<" -C+B E 5*!>$;J"&J#O/Q NQDQ 8B+U+.# M5U #]-T& C)@!QL7I6^ IJ@+Z; #PPX@)0%RPGC%D"FJ OGL /#+B E M7+2F#Z(G\+ ">&3$!B M7 R; [CL /#*B E 7+P:, 'VW@ @+\8,0&(M"U@#)L#.]Q\ X!TC)@!Q$6O !-CW]@, ?&+$!)Y] P ___LV-$-PR 01,'T MWZ1+24J(C3F\G&N P#<)6("$"?L"ID ?38= & &$1. N(-7R 3HL>< +.(F #$ M';U")L#^6PX ,).("4#OD FP]YX# %02,0%X].@5,@'VWW0 @&HB)@"/'+Q" M)D"/70< 6$'$!&#IL2MD O39=@" 541, J/7"$3H- & P"L)&("4';@"ID M/7<> & U$1. Z<>MD G0=^L!)X@8@(PYC:CUA$P (J(B8 MXB60B8 $ U M$1. 86*ED D P&T ___LV%$*PC 015'WO\DN)8(?@JAM,TJ:F9P#V4"8 MJW-; P[=? $ 4=NV>0$1. T[*$/"$3 "@%A$3@-,R!3PA$P H X1$X!3,H8[M(1, * &$1. 0YF#G9) "0GX@)P*X*H4[(! RW!&!7E4 G9 (.0E M8@+P5;4P)V0" #D)&(\"%'5("=D @ Y"-B O"F>H@3,@$ '(1,0%XL4J M$S(AMAL +B"B G BY7"FY)L9T ,!H(B8 3RL&-R$38KL ("11$P 'E8. M;4(F-/<' ,#41$P !+8F9&+[_[N _.P /__[-C!$0,A# 1!YY_DA6)GX ^" M0ZON*A(0^YKO%P JGV< &"VYWG*GUN0 .$'$!!A*1#M_'R&3U,T# ,!N(B; 0.+9>W<2 M,DG<.P ["9B @PCFKU_+R&3Q+T# ,!.(B; (&+9/7<3,DG<.@ ["!B @PB MDMUS.R&3Q*T# , N(B; $.+8#3<4,DG<.@ ["!B @P@BMU[2R&3M*T# , . M(B9 .#'L_IL*F:3M' JHF8 ,%$L#ZW%3)VCD %03,0%"B5_];BQDDK1Q M "H)&("!!*]^MY:R"1EXP 4G! @C=O6_N9!)RKX! *"*B D01.3*N;V0 M2<*¥0 @BH@)$$+ 0!@E8@) M$$A@Z/L70B:I>P8 @!4B)D H8:'?7PB9)&\9 !6B)@ P42%/G\A9)*^90 M6"%BPC_ ___LV,L-0C$,14'Z; *5 @7 PHZ0XL^,E ;BNSKO-[3W/,_/ M1YU;5'_PKQT# ,"IER\ F$](J'L+(9--&P8 @%,B)L 2(D*]6PB9;-PP "< M$#$!X (ADZW[!0" $R(F %PB9+)QNP <$+$!("+A$RV;1< $Z(F !PF9#) MMMT" $"6B D !0B9;-HL !DB9@ 4(20R9;- @! EH@) (4(F6S9*P 9(B8 M %",D,F&K0(0(:("0 %"9E,WRH &2(F !0E)#)"Y)"T "$&B D A0F93-XH M !$B9@ 4)R0R=1] @! E(@) T(F4S<@) 1(F8 -"$D,FT70(0)2("0"- M")E,VB4 $2)F #0C)#)I$T" $"$B D #0F93-DC !$B)@ T)20R80M @! MA(@) (T)F73?(0 1(B8 -"")D^1, (@F8@(J83,^WX! #11$P ()V0><\/ @@X@))00,N_8 M'@ ,HB8 $"9KB&SMR\ &02 M,0& +3J'S"]'.WL ' B$1, V$;(/&=/ #()&(" %L)F?UW! " ;"(F +!= M]Y"Y.^0)F G$[$! ^0^0$FQ(T*YFX!KPAV ?OF\ ^+%SSIJW]7L ,"_73X! M)!F4\A\P$WAUD \A*Q 0 (FT/F-U_E@(P!LB)@ $2@$4, $ X0! "B M"8@")@ B)@ 0#PA4< $ *";B D C C" H"I@ /02,0& ,81% 1, @$XB)@ P MBL H8 (T$?$! #&$1H%3 NHB8P-A8 =@&3\ $ *"#B G4QPG 5GBV$ " M;"(F(@8XX,%V")@ !!-Q 3$!\<\V!(!$P HHF8@.#@N ?;(F " $ T$1,0 M%QSZ8&L$3 B"9B F*"HQ]LCX) #11$Q /! !P!X)F $$W$!,0"00!L MDZT" (!H(B8@$@@$8*-L$P 1!,Q 6% - ";98L ""<B F(0("V"_; P MT41,0 0$\"V1L (@F8@+U1[^P ';-Q@ 0#81$Z@Z]$4&8-O& ;#>!P M___LV,$) S$,1<'TWZ1+V4 @Y[7#0B3]&7 #LA'X71< U\L(@!UK+>>A]AW M=@D)P1,8$Q'WHA$TC8?0 DC!-I]X(5,(*$G @! ,A$3*/E9%S(]>]*N M * +Q$3^.O'W!$HP/ZT#P X(Z("3 V=Q$^]#B)@ ^0OE M8@+HB9) I8F8$$XT%#,! "@.A$30HF$0B8 !T(6)"("0%0R 0 (!. M1$P((PJ*F0 -"-B EA.L<[(7-YP $02,2'(I@G9 ($.$1-"3]R M0B8 #,)6)"@+3P)F0" # +"(F!$B.;$(F]"=BPG#B6HUY")D #P M.Q$3!A/4ZLW'W $.">(3@9J<*-H$=KZ\+ #@ MJ9<7P QKK;^?OV8> I!,Q80 1+/_'-@0 (![(B8,('[E_UG(! @'LB M)H03O6;]7,@$ " G8@)P82N>;\7,@$ & G8D(P@6O>_X5, V(F8$$K8 MFKV%D D !? (B:$$K7FIR%D @ P(>("8'$K)Y=A$P 0,2&2B-6SC9) M (B9$$K"Z]A$R 0 :"=B0ACAJG,G(1, (!F(B:$$:PZMQ(R 0 :"9B M0A"AJGLS(1, (!6(B8$$:GJ)F0" #02,2$$.*4_81, 6HF8$$*4LJ&0 M"0 0"L1$T((4G84,@$ &@E8D((0B8 #-1$P((($#95,@$ "@F8@) MAQ.>;"MD @ T$[$A,.)3O85,@$ &@G8L+!Q"8["YD @8L+1A"9;"YD M @8O[F#0 ___LV+$1PS 0 T'WWZ1*D0.58)$$WKLS;("/Z.X;EKJNZ^?' M?]W[Q , (#5/KX ,HE+[BYD @ P$/$A%#"DML+F0 / 0,2&4J.3^0B8 M \1$P()28A9 (,!#Q(1 0A)O;D'(! H)V("8"%$)-[>@Y) ! ,Q$3 M HE'O+T)(1, (!F(B8$$HY8L0LA$P @%8B)@02C5BU#2$3 " 1B(FA!&+ M6+T1(1, (V(B:$$8K8L1,A$P @"8B)H01B=BU%2$3 " %B(FA!&'V+47 M(1, (6(B:$$8;8N1DA$P @ 8B)J,UQA)1B-V[$3(! !()V(R5F,L$8,X MM1\A$P @&0B)BLQAA0),;$C(! !()&(R4FLL$8$XO2,A$P @$0B)N,T MQQ+QA];$C(! !()&(R3G,L$7Y(V).0*0 0!H1DW%:8XGH0]JNA$P !2 MB)B,TAQ+!!\2MR5D @ D$##$9)3F6"+VD+HO(1, (#31$Q&:8XE0@_)&Q,R M 8 87P /__[-C+#<,P$$/!]-^D2TDJ6,3.5Z1F@+T+ GAY]SL &[KY EH< MQ_'VI;X??KF3?QP ! [$S&ID1Q+!!X2MR)D @ \"LB)C628XFX0_)>A$P M "^3<2D0GHL$79HV8V0"0 P#>(F%1(CR6B#FW;$3(! #X)&3> VQ1-"A M>4-")@ .\2,8G7$$OS;"8D9) # JT1,HK7$$B&'W?8D9 ('"%B$FT MEE@BXK#KIH1, SA QB=442P0<;$O(! 8"9B$JLIEH@WV)>0"0 PS M)%);+!%NL#,A$P @)F(2:2V6"+:8&M")@ #,1DSB-L42LP>:$3 &8B M)G$:8XE0@]T)F0 ,Q$3**TQA*1!OL3,@$)B)F,1HCB4"#78H9 (# 3 M,8G1'O&6Q1R 0 & F8A*A/98(,]BDD D ,!,Q"1">RP19;!+(1, ("9 MB,GR4D/)E5@BR&"?0B8 S$9/E)4?,L[%$C,%&A4P !F(B9+2P^89V.) M&(.M"I M ,1$R6U1(PS\02(0:,%&3("8B9@LJ2U@/HLE(@RVNV_(? M /__[-A:!L- %$3!W/^2.HJR#8F%)$TW3-5D'7L@?[@M^\ "<^?($I-FV M;>]_)[XSV/!F1P !,3,8DS>\3\%O%^Q8R 0 ."8B$F4%0+FIU@BO&#/ M0B8 #'1$QBK!0P?\<2T06[%C(! X)F(28<6 ^3.6"")[8MY) # ,1&3 MX58.F&(+=FY; G!,Q&4J %%NP=]L" #@C(C),,*CT(+=VQ< !7B)@, M(3J*+-B_C0$ '"5B,GK!$>!!>SLW7<& !H)V(R5;AH#R0B)NZ!K3WUO@ M ,U$3*J#Q76C;@0 ,!?=T;;P /__[-BY#<0P#$7![;]) ME6+'F^D@*4B> 9@;!KZ"]SS0H;7V=Z=\YTD'7WI#G+$$$O$ M"OC:-KT) XT1,N#B6@&TZ;P$ ' #$1,NCR5@FP(F # Z41,Z"1B@&W: M/@ P!XB)@P0,\ V;1X *">B F#1 VP35L' "H)6+"!'$#;-/& 0 ZHB8 M,$GD -NT;0 @!HB)BP0.\ V;1H ""?B F+1 ^P35L& #()6)" ;$#;-& M 0 \HB8$$0$ =NT70 @!PB)@020\ V;18 ""> B G!1!&P35L% "()6)" M G$$;--& 0 XHB8D$0D =NT30 @!@B)B022\ N;1(&"=B G)A$RP2UL$ M !8(V)" 2$3[-(& 0 YHF84$3(!+NT/0 @##DB)A02,L$F;0X &"$3$A,2$3 M^FP- " YT1,2$[(A/H[P X!T1$PH0,J'NQ@ 'A/Q(0BA$RHMR\ #& M$##&A$"$3ZNP* " <41,*$;(A/R; @ 8"P1$PH2,B'OE@ !A/Q(2BA$S(MMR, #F$##&A,"$3\NP' " >41,*$[(A/6[0 8"X1$QH0,F'=9@)A/ MQ(0FA$R(WPH Q1$QH1,B$N(T 01\2$9H1,F+\- 8HF8T)"0"?,V M 0 0#P1$YH2,F'\%@ %A#Q(3&A$SJ^0(/__[-C;"<- #$7]]-_DEN) M/@+!>=AF64G1#*@!<;._MLTTQIAV Q+EY ?RWF1%G]4&6[0, !!+Q(0& MA$QLW@8! J$$A"2$36[<] " JD1,:$3(Q,9M#@ H"(1$YH1,K%Q6P, M *A&Q(2&A$QL8 J$3&A*2$3&[A$PZ;1P (Z M1$S@A9!)AXT# !0BX@)[B9 0"8B)O"6D D !D(6("'PF9 0 8B M)O"5D D !$$S&!GX1, ()*("1PB9 (!11$S@,"$3 B"!B J<(MF0 ,!J(B9PFI) K"1B I<(F0 , J(B9PF9) U=T! #__^S8 MVPD"01!%0?-/$S'_2,#!QH5, 8)Z(>1 A!]NW M?P & -$7.QS %'S,$? V#X !$)&(N4"5I2.F2"@$X5_M%P /(K&3%%02$(OVN_M4$>IB"D$BIGX8]L% " >DI$3.%/R*06VP4 ">I8^8@I<*824UV" #RD MCI@BGYA);38+ W*2-F,*>F$D/]@H 3+D" #__^S9P9#,! #0>>?I$*1 MHQ 76'97Z>_B@0 ,.O2\ L-"O[0<_SQ/]M?W>UH^[V"H #. 0 L,%HQ/2PSB!D M8M4<[=^K^ L,58Q/2PSB-D8M,[=NK> L,V*B$GFWT7(Q*;/[=5] 0 M8+.1B.EAG4_(Q)Y][@D ICD=,#^L> @WV[, ($1R.FAW4?L09[%C ! M !@6F7$Y#S1!EL6, $ &#*L8CI8=U/O,&6W0$ "8<"1B>ECO(N)@Q[8/ M)]5$3+*(.=BQS0, , IGT=,#^O=1!ULV-8! #@:Y]&3 _K.X@[V!W MWQ\ /__[-BQ$<,@$5!]]\DI=CC6+*$Q!T@LSM#2O22^Z64=TE^ ,+M7 MUL<.Z[64#D/+R(>&M0T #C3#MB\CQ&'C2L;0 ,B0,F(ZK-=EY$'#V@8 M (!HX2.FPQHC#QK6-@ $2::L3D?QAYT+"V 0 ($KHB.FX)K('(P\:UC8 M !\A8V8CFLRNC#RH&%M P @!&3=$8>-*QM :!$R8CJPR6[$R(.&M0T M ,"ZFD=,1S8]6S'RH&%M P L)ZF$=.AS:AFM(>&M0T , ZAH^8K,?(@X:U M#0 %?<'C$=V[0P\]?;0, $"M6R.F8YL(1A[TJVT "H8<1D*",/^M4V M G+D\8CJXB6;D0;O:!@ @".71DQ'-UF,/.A6VP /!+]8CIZ";;DO?= M:AL #V&#&9BI&'U9O5-@ &Q5C9B.;WK0&;K5-@ .SI/F)"=F,Z\\GM M:AL "VC)@,9^1!OJH& " (Z-*QM .&/$9!@C#SK6-@ MP&P^ ___LV$$2@C 01-'<_Y(<12^ AY](5JS:M;0 -@W9ASG8.1!T]H& " JXR8Q!EYT+6V 0 X XC)E%& M'G2M;0 +C+B$F,D0=M:QL JC/2!SC,9>="VM@$ *"*$9-R1AZTK6T M "H9,2DE)$'?6L; JHWDD>Y0? Q;MH&]M P 0((1DQ*Z0=_:!@ @!0C M)K=I!GUK&P))&ZEAWM#^#7M"WM@$ " M.F*R-KV@;VT# # #$9,+M$* M^M8V S&++$Y#2=H&]M P P$Q&3$[1"/K6-@ ,QFQ.1K^D#?V@8 (!? M&(D#WB&_'FWT^ ;T[QL "H9\3DD"YZO3U].P< RHB.FH_[_Z:'?F].S M=P "#'B,E'6NC[UO3]'@ ,@R8K)+![W?F#[?!@":>P, /__[-@Q#H- M$ 1!_O])GH(C!XXT 0 M &88,? FA_SGW9F\? 8,[U[T?=B-5^[-NSKY& P"PC)L^*;X#UMV=/ M(P &">$!+#[X_LYT " /8R8Y?0^NP$! R-F,:TS6@ "D,V*6 MTCFG!P $ Z(V8AC;.: *2[5@Z8!I;WT3>S#0 $ R(V81;7/[M "0S8I;0-;L1 0#(C9@%-\UL!)#-BAM.SHQ< ! LN4CIH%E'QV[MF@$ "D,F*&TK"O&P $ J(V8@_3K; 0 *0R8H;1KK_K4]PT "<9US7=>_\\8Q[N+-[M @ *[=W8P .!T1LS&Y.[^[@P !@Q&Q+YK@U P$O)B&EH^9NL M>=(# @#1&S&;DS-,^ *0Q8C8B8V9T @ "!-V8AI;/E)MLSJ!0 M $":TA'3X/(B4V9V P "#-^'P8,>O(D]G] $A3/F*>/+K(D14= 0 M $ACQ"PB0U;U! "!-BQ'SM.%%=JSL"@ $":\?5BR-Q#9JSN"P $: M(^9&\(7];?P "2M!HQD\<7.;&S.P !)QO<_1LPU9,3N @ D;3=B MI@TPLJ&B0P !)6HZ8*2,,3*CJ$0 $ 2(^8B\]"R2P !)QN\ALSG MY$!UQP &".#P /__[-A+CH,P%$11[W^3+(4>H BE0T+(S^7'.1(3L">H M1G>>(4'[_V*:IIAG1/X!"9L"]"0Z8HX68P1,4G8% 4$G;>BED'B=@ MDK0M @$I$S \0,$G;%P $ E0T3,Y"@C8)*X,0 (!*1,PW")BD[@P M "@DG;O@Y#YF(!)\LX *ADJ8J;$&0&3]*T! 5#)D4; 9)3- 0 %32'GT4,K_W+^";FP, "H9.B(^:M8(V#2 M@XT! +$3,'0(FO=@8 P*+M'3ASR!0PZS,>)1[@\L?7"P" !XJ5+U_7-?H#.]A) @,]$3+&(8G82 X+-8'2!@ MPG_<#P $!7(J901*&["0 /!=[!@B8$+MW0 !T%KL&"9A0=S, MG8F8 A$%["@ # [V+G, $3:FX% H#,14Q@BF3T% N"=V#Q0P(?<^ M +H3,84A$ME5 @/OBQ% A$W+N @ &"".#58R(3S-P$ P09P< M+F3"V5L F"!./R!D@G]A @ *R(C$>$3":SCP !K1$SAB ?N/P M , DD?60D,E$=A !@760^)F0RC=T# 6!?9#PJ93&'O /: (BD>% M3+JS;P #[1-7#G4*FN$3&;@, !,)6**3#QDKP$ "FBLK'A4PZL5< M 9T3U#Q RZ:!JG]X #__^S8.6[#4!!$P;[_)7D4&8Z]431$S5(%*)\O M=O0>#P (#Y4N&(XSC&_=C#E@ !>*U4.$3+IR(8 7D_$%*$HO%D M "D7,3T(F7=@- P'U2[2 AD^KL!0 .!>J7B4D$EM@(!PKU0] M;&K(%*AZLP\" ^Z7R<4(FV_8(P%>I?N#DD"E:]6$+ .^3#D<* MF6S8'P #?2Y=#IX=,$6OW[@ #X63H=*V0R<6\ _"[=#MX0,H6M M/3L# X&_I>+20R81] 0 '!..A\O9M)U4P "+7C T! \)Q,>8B028?- /"\3'K,II IB/7;"0 #7 M9.*CQ$RJ;0(" ZS+U84(FE78 P'69_+AM(5,LJ_GM 0 /B?3'_@ MQI"Y-9[Y!@ S9<,C-X?,#3'-?PX ,!=/@ /__[-C)#<,P#$5!]M^D M2W$.R2PGB31!F< 7X!HFYO78$,4>6AR[+89_[3C0$ ">)*H]6,1\=FQS M3P (!ZHN*CQ?<" $ #QP4YJLH>!P ,!<(F8H85*X! . G8H83*X5+ @.US9$ M2P V$C&;$BX! V$+$;$ZX! & Z$7,@P1(" 241,A$D >HHF8 $"T#W+ZZB)A_2V$ $E%3D2N0F"" end

GRAPHIC 14 masi-20240928_g1.jpg GRAPHIC begin 644 masi-20240928_g1.jpg M_]C_X 02D9)1@ ! @$!+ $L #_[0 L4&AO=&]S:&]P(#,N, X0DE- ^T M ! !+ $ 0$L 0 !_^'/OFAT='
Z+R]N&%P+S$N,"\ /#]X<&%C:V5T(&)E9VEN/2+ON[\B(&ED/2)7-4TP37!#96AI M2'IR95-Z3E1C>FMC.60B/SX*/'@Z>&UP;65T82!X;6QN#IX;7!T:STB061O8F4@6$U0($-O&UL
M.FQA;F<](G@M9&5F875L="(^36%S:6UO7VQO9V]?8FQA8VL\+W)D9CIL:3X* M(" @(" @(" @(" @/"]R9&8Z06QT/@H@(" @(" @(" \+V1C.G1I=&QE/@H@ M(" @(" @("
\9&,Z9F]R;6%T/EM86=E+VIP96<\+V1C.F9O&UL;G,Z>&UP1TEM 9STB:'1T<#HO+VYS+F%D;V)E+F-O;2]X87 O,2XP+V&UP.DUE=&%D871A1&%T93X*(" @(" @ M(
@/'AM<#I4:'5M8FYA:6QS/@H@(" @(" @(" @(" \7!E/2)297-O=7)C92(^ M"B @(" @(" @(" @(" @(#QX;7!'26UG.G=I9'1H/C(U-CPO>&UP1TEM 9MSW:61T:#X*(" @(" @(" @("
@(" @(" @/'AM<$=);6&UP1TEM9SIH96EG:'0^"B @(" @(" @(" @(" @(#QX;7!'26UG M.F9OF%'.7=)1$UU34%!-%%K;$Y!*S!!04%!04%"04%304%!
M04%%028C>$$[05%"24%!04%!44%"+RLT041K1FMB,DIL04=404%!9B]B M04E104)G445"055%0F=51D)G:T="45E*0W=G1T)G9TQ$06]+0W=O2R8C>$$[
M1$)!341!=TU$07=11$$T4$5!.$]$0DU41D)15$5X=V)'>'-C2'@X9DAX.&9(M>#AF2'=%2$)W8TY$03!914)!64=H55)&4F]F2'@X9B8C>$$[2'@X9DAX.&9(
M>#AF2'@X9DAX.&9(>#AF2'@X9DAX.&9(>#AF2'@X9DAX.&9(>#AF2'@X9DAX M.&9(>#AF+SA!04519T%I045!07=%4B8C>$$[04%)4D%135)!9B]%06%)04%!
M04A!445"05%%04%!04%!04%!04%11D%W24=!44%(0T%K2T-W14%!9TE$05%% M0D%114%!04%!04%!028C>$$[05%!0T%W449"9V-)0U%O3$5!04-!44U$06=1
M0T)G8T1"04E'06Y-0D%G35)"04%&25))>%%614=%,D5I8UE%54UP1VA">%=X M46E00B8C>$$[571(:$UX6FDX0U)Y9W9%;%%Z4E1K<4MY63-00TY546YK-D]Z
M3FAD55I(5$0P=4E)2F]-2D-H9UIH2E)&4G%3,%9T3E9+0G)Y-"]0128C>$$[M,4]4,%I85T9L85"&18;#E76C)H<&%M=':B5S5V63-2,61N9#1E6' W9D@Q M*V8S3T5H66%
(:4EM2VDT>4YJ;RM#:S535FQP95EM6B8C>$$[<6)N2C)E;C5+ M:G!+5VUP-FEP<7%U28C>$$[;V)(=T9-2%(T4TY#1E9*:6-V M17I*1%)$9VAA4U5Y5VE9-TQ#0C-
04TYE2D5G>&15:W=G2D+H9UI*:EI&1VED M:V1&53,X<4]Z=WEG<"8C>$$[,"M0>FA*4VMT3515-5!2;6195U9P8EA&,658 M,5)L6FUD;V%7<')B1S%U8C)2,61N9#1E6'
W9D@Q*V8S3T5H66%(:4EM2VDT M>4YJ;R8C>$$[*T1L2E=7;#5I6FUP=6-N6C9F:W%/:W!A86YQ2VUQ<39Y=')Q M*W8O84%!=T1!44%#15%-4D%$.$$Y531Q-
T98>C4K8D@O3U)C.$8U3B8C>$$[M;V9K<5)+=VMX,U=S:T)X>4=X5S-"<74S.#5R-V5/55-Y6'EEE9E,T181C%R1C=.3S5Q,&HS128C>$$[<% X07A,2VE!
M.6AI,$]+26]1:EAU1$]F278U,RMC+TQL>D9(9EA5;7-A5E5#83%U;DQY0F9' M2UIQ=7!(64=Q*S)316E(03$OB8C>$$[>$II3T-F94]8>$0V:#AS*UID M2CAY84Y"
<2ML4RMR87IJ;V1N4G@Y<$A(6FPW+S!Z26I)15!N;7(P;514-41J M;4MK4'AA85I*>&Y9<28C>$$[.$@O-7DK+S51:E)V*S)M4"MO951&269/+W=#
M5FUP+V]Z.'E03%8T5%)%,4&1IDHQ3"8C>$$[.4"LP4FER."MC5U0Y M1"]*4"]+1V%"+S)Z$$[M>38X-#-A6$]K*U5R85IO-V1O:G%';U)Q4T)*>6-X=TLQ3WDX2$Y0:V9$1DE: M-
2]Z:DHU=79.9B]!0S5&$$[:#1R2D15+S5) M66]06F-51C8S:7)S5F1I$$[2DMK0VXW57A"6#5!*TEY;DQ, M;S$IF5$@W+S)0;L5:7EP.4%W=U(P8V5'>DEX5C%J>&)H1C9$
M*U1V;BM4>6PU:E-+-28C>$$[:TDP5%575TLK46XT67HP4V-E2$-V>&8U4#!9 M67EO,C94="]S9V%R1&-2*SAH=5!0>2M0,W9R145%06$$[+VQ#3DE&EL*VHQ:F1X,VQL8C-
C9CA!9#-%85-P+W%U;UEF$$[M,DMV3E K8VID4BMP9FQ""8C>$$[5C)+=7A6.&$O M=T1/53=S,S5R4V=K:TQ9,G=594%O>' Y-7A32&](+T%$:'E8+U)F;6-%9D%* M-
U%G,3=L2F$W9F1I<&925TM(67$W1B8C>$$[6%EQ-T9867$W1EA9<3=&5DLX M=3=A>G1*-WDV:T56=&)2=$Y02S-255)3>DUA94%'06UK>&E384A-=FFHU
M;W4O3FYM>E5D9G5A,28C>$$[=DII65EZ+W5U1F9H:6HO,DM!1#4U:3-E-S96 M,F1P4FEX:4$V2T9V2'--6&99-&]X17E,;%)I<6A-5S126&-29U14-G$O2DQZ
M5S)V928C>$$[4UE)2MQ2D$Y1U0Q1#E0,B]E>B],;FYN9R]W1'IL.2]Y:$=J9B8C>$$[M.71-9CE1.&U+42M4$$[47=Y16HO9VU8 M1DEF2D=+6#9(*U-F*U5-
,$0O=&Y7;B]!0UE41FEN5TMU>%8R2W5X5C)+=7A6 M.'$O=T1/6&YL-F5$>E)O*W9Q:"MR6"8C>$$[=&]B4C,V9U,R-W,K+V=74U55 M*U=+47IV+VY%>E%*C%":7!E
M,S1O9&ER$$[9&ER%!X=71A;%-W:F]D+U1A5!:>"8C>$$[,7!L3#9.<#1*=D-M=W=&,G5/2TI685E(24%26IF=D-H3F)834)!;B8C>$$[M:65)=#EK3W!7=GER:4-
#,E)N1UA),CE.+W=#8V4O34(P+WIO*VU/,4E.6&AA M3VYB,6]16DEZ+W=03694;&U-,4HU8C)V,&YI85AX0B8C>$$[>GAN-T1S9C!0 M<&9-=#AV940O.$%/6#,O04-
H1VIF.$%B5$@O049$>5EP1#5G.'AA6BMJ3F1V M$$[,D(O>FI$<(5)V4'EK$$[:6M0;69&3#E$+TI0+TM'84(O,GIR5"]K=VU, M1D]S5F1ID1P-3 W5S='3%5,27-*4%%N6&MO
M9&5J1"8C>$$[=4-+.5)I<4MS3$-Y,"MZ:'-R1T),87IT:T5C1G9%;U9%4E)1 M2W%J64%9<7(T<3=&6%EQ*T9867$W1EA9<3=&6%EQ*UE0*V-S=&-.>"8C>$$[M-6XP5%$Q87-
D;&%V9'E!9GHS3#A!1#AL9R](369+9#-R4%IZ1#9:4S=Z6'EE M3S)59E1)1C=N0D9.63$R>4QS;T)5=TYJ-U X;6%93B8C>$$[3#AP-E!P+S=6
M=EIW;S5P4W(X05A.4&1I8WDX63E)9D5E,',O:39J2E!V:V9V5&AL5FQ+$$[3G8X05'@V05#%/5&M:4S14>C-02DTQ64U!>6UO3S1)-D5:3G@S9R\X
M07IL.2]Y:$=J9CET328C>$$[9CE1.&U+43A++T]V5%!Q2&YU4F=+4C-L:EE8 M4T1B.74P:E8K;BM7:EEL43ER+S5W.3%)4V57+TU/;58S=&)Y1S4T*T@Q;4EP
M6"]P,R8C>$$[>%5V;TQ&1#5U+TY-9G!R+T%*>6(X;S9:.7%/>$9K>G Q1EDU M<$QT-CEE<4%6>%,K6CA5=C!0.$%*4#A!>6AM9V8Y$$[M$$[2$U74G5293DW-M1'@X3T-
0;G5X=7E465I%=EA927!I;V]-:34T0V$K5F1-+U-N;5A3=$\T.&QU M-W5'2C%05&DP9T16+S).8T)&-T],$$[."]H64IZ+VUX2BMX.7%:,G9H M-TAV3FYN-WEX-55E,E17-VQO1W5W-
6=#>'9*55(X959E06%N,FAK2EI"1C)7-M9S=*,4=R0D])6'$$[=T]F=EDS3"ME;C5B34YT46LO-E(U=CA!;6Y)
M*TU(668V1F1D+TU(*VUJ*W1M=FPO53=,5DY&%EV6GIX<&]'24E*46)! M,$E"2"8C>$$[5$IW24DR9$QQ2LO-5%J4G8K,FU0 M*V]E5$I.065A+SA!3U1';6E,579+5V]G548S;V-
%2CA#,$)*2BLV628C>$$[M66Q1;6XO3TE/<$Q&-7@Q=E1I86977)4-3!M3TML.5A9;V9. M+VPX9G!R+T%*>30Q4S$$[+W1312]01DPU
M;7A3+U$O>50O>6AM9V8Y$$[2W9+=GE-+U O5U!/9FU7-3AV M.$%M2T'(R>%-1.3-X46=. M93%Z5$Y",&$X,6I5-28C>$$[9E%S3$=*
<')I4VQ31EAS04]R13=!9'H$Q02WE$+V9R=G15+S5)2#AC M53 Y4"8C>$$[+TE$.#9V3E!N=E9B+U-D8V=T46)+,D9X2&17-E!'-T@Q1E1I M-
FQM6#ER2\O045"*V=K=&TO4V8Q=C9Z.28C>$$[M6FIA5"LT.41H>#1U;% W,7$T<4=19FMB-3$$[+V]U3TM85W15 M:V1,8C%G5U-/3TE!>5-
&45)59W5O03DO8D966#AI=GI4=79Z03AT6$TK<%)2 M>&%X<'W:'9"0T-S8F\T-5)30E-72R8C>$$[.'%-0TLY4FER,%$$[DQC4VYS0C)!-VMN641U8U9F2R]M8B]!2GEX
M.#$$[<4\O;"LR='1.,'A$*S5I;6HY95HQ2&56:65)#)+0C=Q,VIR-F-S6DY05R8C>$$[M:$1%=%-U>DM394Y2=G9I:$)8,S5X-CE&$$[;74K+U-0;F)8 M$PQ
M1T%)=DEU53E"+TEN5%!R,S5J,DUH1B8C>$$[57-9-7)P>#AK36$O8SAI;D1 M1GE$>G9T5FXX4%)32#@T:5 R,SEW9E4K6FHU32MA+W=$;DEV57IC*V0T3$E(M-
$Q'>FI5:B],;%IN4"8C>$$[+T-L8WA-:'529E0O04=/=V-/;$UV-3!Z.6TS M-C-L95%E$$[-F9N=VXO66AG;B]/6#,O2T5A3B\R,'@O,41Y6F$V04I"+WIK
M.7!O9GE"-4@Q3VTY=78Q670O>&YT;S-P+W=!:TU61'HW+VY'$$[M6#5U-E9'5%),-DLU=&U0>FAA4F9V94U$1E,K,DU54&Y,+VY(4E1Q=C5S*V9F
M35)Q.5AL45!U84,W=D=L03A/:T7A3*UDX578P4"8C>$$[.&LO.&];;T@O M8D]T4"M40UES6&M(+T]8=7%Y46549$@P>$116'0X6EI09&)E26EN>3539R]2
M:6M0;C$$[=W=/9D),:'919CA!-%=1-'!, M-S9X679N-R]N3'9Z4DQA-D)O+VQU0GEV-E-M939U=T\X5G1127)E>E-0>2\R
M3TM1:%!Y2B])3'EL<28C>$$[6&Q',CAY96%R339H9&%L>6MS-U8U2%-+2T-P M5D=+>'-N2FYP>2M):U5P=%A&4UAR+VQ0.'%V2DAL3%8W;E9F3#%G8D$$[6DAJ2V-
G,GEY33E$5F4R2TAJ2"]!1&U6+W="36@O,CAF*WA8 M1DE::"]W031P9CA!:W)8+T%/,FIC9CA!14DX548U<"]Z;#EE$$[M4F)'<#1W86(V-$AAEAT3W)T8S)#6$A(
M>"MR>DML9BMN:D93.3 O3S(O3FHK5DAM96-.>$PR5"8C>$$[5SEE;3%W=V=) M*VXQ2UEO9D)Y#5.95=D M=F--=S-"37-3=E@X8U=,-30O-7DT."8C>$$[-
W5:=$XX;3)S;$DQ55@K<$%D M,DY69U$O24)M23DQ3TM161*-6@X,#)1=E@Q8FY(<#A$ M;#%%5G5H2T=694I8-"8C>$$[,UE':#=!0VY5-'%3:'5U13%0.$%*+SA!3TEI
M2FUK:C!M-D1+5"]X.%=%-')1,#)Q,$PP4&7A6.5I$.'502D]Q4W)Q<5%T M2F$5,"8C>$$[<6%I8F1826=L:UE->7EC9G1!3C9Z1FM$0E$$[M$$[3U3O5'EL-VIZ
M+U&\P<"]R,G5A:S9C9E-J:71563EA=7I/-B]2-F$Q>7)$=6)EFU3*V9V:B8C>$$[-SAZ9%1'<"MF.61U,4I:4')4 M=V]X-W)"4T94.'%2-
UIH13)8,F9S5(T5VIX>"]O,S@Y+S!S67=/,&946"]/ M4$5W:R],.6M$8VI$9B8C>$$[5$E2-$5Q:C O=T-'FPY+WEH1VIF.71-9CE1.&U8=DQH1V9N-
W!W=2]W06"8C>$$[<#%Y0V%B8V=S1E(O>5!P:6=0;6XX$$[M<"\X06M61U@X1#19#A9<$PU5GA3+U$O>50O>6AM9V8Y$$[0UES6&HS-2MW M<'%N-7$O;'!O,'%H-
%1E8S5K641I635B;4%/3SEA$$[1E R85EQ*RMG45)58F$$[<4110W1,9$MK,#=ND0O;D9,+WE6$$[,7IB<2MJ;$EA8F-7075P14\Q3VMM*RM+5T]F.#1U6'$R+S5S
M,C!*24)V3$\V:%5';35#0V%G$$[M40W62],3"]!36QT-5O0-R8C>$$[63)N+7%054Q(M:7AF1G8U=#8S3#5!*EHO2DA82619+TMV>35C4G1Y83-T M17-P4C-$,FXW9V$$[*V$O*V-
Y=BMM42\W95 X03)+ M-'!$35 K8U5V+T%#5G(O=T1B4G50*TE2-&],1G9Z1VE38B]N2U!Y=D4O,DI, M83-2<65$1V-(1E!2-28C>$$[2BM38W-
M;&9N3#5F4U$P:VIV6DQ2>4LP%5V9'8X06Y,<3E-6#5F-EIA2V%'-3%/3FU&4E5R2$)+4TMF-GI, M:6]E3R8C>$$[9C@U13)V,51Z6&]L<# K$$[M=R],='1+95)U9%5T9E=9,F-
Q6C%:>C@V5GA:1BMG;4Q&-&8O04TU8V%E2B]Y M.3 V.4@R-U15;W=F.5-71U5(+T%)64QI:TI$+W=!-"8C>$$[9#9U5W-V36UJ M$-G:75*26=A:4XR5W Y:E1-2TPV
M6&\U8VUF9FQX-6]F>3$U<3 S5G=4-B8C>$$[345G5S959G114#A!1$M+9C9P M2DAV:'5J8G-T9'!"<6103@Q23(Y+U(Y<7A34GEX<$Q'=V5.=T=2>'5#<$91 M4FU71&
(U1DE%1VEU=R8C>$$[;UE8*V-M<6I4=GDU,61W9FIU63%T54AJ-C=H M1R]W0T5,6E9M4'!D-3=/65!%,75-9GI4>&9,9C5AM32MV=7A6.4TO=T1/
M3S!+>"8C>$$[*U%*2$%)33$Y33=%.7E%:E1B-D5Y+T%D:C35=,9C@U9F8X;U)O,R]B5$@O$!*,#=Y=V5V-EA:4C,S:S(P$$[M<% W=38P-
D]&.7$O1$I!1D\S,#1O9FYN8U%3,C@X:T5O-'EX37E33#1-<&]2 M.2M,2CE.+VU*-6E-,R]/2S)H33!L6'8T=%!5TI/-R8C>$$[=&)'<#9N8R\V
M3%A&1#$S.'!.3R]2,S5:95=,56H,S9/=#5853=%3D]G;%E(<#-F1D0T1'A: M4#!0.&LO.&];;T@O8D]T4#A!:W=M3"8C>$$[1C5&8D58=B]!1&QT9# S+T%%
M6'!G71K.&5V.$%V4C)X5C56+WIL3&%E:"MB1GA,+T%-=%9N8E,0W!H+S5L-'!$-F(O04-C=B8C>$$[4')F-5=E5C5A,30V9D1$6'(O8TPV6"]';4M(M>F(O>FQD6E-
W9FUF2$]W4$,W,#9#4D0R*T8U27E0*T5X4T5Y+S5X8B]!1$MJ M,&)82B8C>$$[9DM'<%,X8D172$5M;G5X*T=/.$$T.%!95$M!4#E91'AX579R M2$9$-7(O-7I++S9:1"]T-
"]W1%ER:6M-=R\U>%,O.$%*5W8O04YT1R8C>$$[M-"\T:$AI9W-.+TU$+W="87 X<"\X64QB.6,K2UAJ5GE4;U@U,WE-9F=',F5-
M0W=R%5D*S)+.4AT6"]!1&QM,S%U8B8C>$$[>5IO;TIR93-6 M=U=!24)'.$UA;F9X.54P>%5-0B]W0V-R9T(K6CA)06]"<&QU04(O>&ML>%50 M8W)Y-TYP+W=!-
#!P341X4#A!:$]'328C>$$[2&99>3)#>&EL3RJX8EEO9DTS M-4-7+W(O04IV95=K;U1395-4-&5V-W5+4B]U*TAF1FM8,U9I>&56+SA!3U16 M=#9V-5%A<$I1;C9V4"8C>$$[85-
62&%T=VMD5"]W94MH-#4O>FE.9DY&*UE/ M<%=:4#=U-C!Y4G%B+T%'-'T:79E;C)78D9*95HK6C=*=$\X-6$U65 Y<3 Q M0S9H4"8C>$$[9BLW;5IE=3-H;45"4F91*WIP,T-
*.&=Q,F-M=WE296MW4V98 M2#5$*V$O,#4U1VAT6FXU6&UJ:U=K;THS35%&65$$[M;'188RMC*S R:3A(5D=1*VY*-G9J,2LS9C1V4G-U961E3B\X-4QA3EW-FIU$$[:7-&-6-M5"MB
M140U;CEJ-3=Y;#E'9&ER-G O27$Q840X=$Y.6FA1,T0S1715W1$339G-RM) M5W5.3T5B4&MV=%1K-'1D4'E%4B]4S28C>$$[=V(O;DPW+VQ#3D28C>$$[4I%0TLX;W=
(038O.$%,+S,X8U50=$Q4-T]/>7-,87IJ+T%,=3)I4T9/ M,C!A:"8C>$$[4BMR1D0X,V-75#E$+TI0+T%#:&UG9CA!8D]T4"M40UES6&MF M-
5I+3#,O;DI$>B]Q3F%M,F=.;T]W+W9)539(9B]J,WA69R\O041L+R8C>$$[M84)03V5I6&Q.-71..4=V+T%":6YK8B]M8FEK4%@O.$%N1W4Y3GHK5"MJ;W@U
M3F%V9%%%;F,W6$UJ<5!O5G=-549G+R]!1&PW-5X;E6;B8C>$$[,&Y29DUS2VMI M>FME>75Y3WE405!%5#=":UEF-TQ&269-155S:U5I4WA/635)>4=2,4I$2W=.
M45%2,$EX4RLV9GE4+TU(+T$$[0S192%9B32]63E1!-WI29U5K M+S4V25$S>G%/,DQ&-5(O=T$U;&8X051)9CEV2"]S5GA31UEF.$%/2U@O04I+
M,2]W1'1O,T@O04)#4"8C>$$[1D)9>BM92"]!2S%4-50O-'=7,S8U.%5V2"]Z M,'1N$$[6#9N9'-L855393=5='-2=#A-2G!I9TU*+W=#8W-0.$%Y8458 M+V)-
="]W1&LU3&EK4%EF3D5R4F8X-'1W$$[M.%50078K8V-0+TIZ*UAV*VIZ+W%";GA:1CEV67-8;E O3U$X1'HO:S4U:E)# M05%L$[9WDR9#'I:GA)
M44Y4+VAC56Q+=GIX,',V6"MB=FU+2#EI961B=$0T+U=9,6U0,TTU1UEC:%5I M.70R4&MV1$9J5G!*,'=V55E*=E=F>28C>$$[1#@R+V]4>GA"85138V),5T8K M<5-G,'
V<$Y91S,O>2]H+S)71TIO=74Y<$Y(-"ML36@Y5U Q9D1R.6TO=V96 M,EI4-6DK878K8VET5B8C>$$[*W,K9#1B14@T3$,P:E5J+T%)4@O04E5 M$$[,U9O-
#1Y2EI!=$EV4VIY24A99CA%>'I+>$0P:#A7-U=Z94IQ M$$[M=BM93S,O-4Y,:6@X8R\X04]3=6UF569Z9#%7441I;#E&8EA31&9V0W-B158X
M6&IB1DE9>BM7.%9Z<79N5'ET;VI(;&%J5C1P=4AH-B8C>$$[:GAE=64O.$%U M=4%F9&EK=G8S1FDO3)&:R]1+WE4+WEH;6=F.7,V,"]W0U1#67-8.V8X07IJ
M=41E*V5V>DTQ9VUO=4Y40WA%5C9.4"8C>$$[8W5D:G93;D=M2U5K+W=#8W@W M16U,>71F06)+,35!-3,O845,2C=F$$[67%8<79M-WDQ665:+TQ7;S9$9FHO4G11:&%)
M=%-P4G5Q4T0S4G='2'EX42M!4$TS;#-5=DQM=E@R6%N2#9D-UEY=$9)3WI5 M*WDV*R8C>$$[2W5T1U4K0GA:4%AF*V-4=DUZ,DAN>38P2C-P8C8Q87-5:G(Q
M=4Q7DLO=T-M42\W95 O67)I;UIH+W=!-"8C>$$[M<&8X06MR6"]!3S)J8V8X045).%5&:E U9V8X07)64&Q0+VI"8F9R,GA3.#*$[.%EQ8C1Q1U(K M5SG8O3&-
L9WI7=6A726M.9&$$[>FEZ049"2B]W.7!H,TXY:$A! M4V9O1TM(:$@O3TYC-6HO3U!1,$%"17E8:45N$$[>FYI<&AH54@S935I5E(Y2D]+=FTO=T0U>&AJ M9'9Z8W-
'559#5S$P>DAW2&]L9C%K67!,2F8K8W1T14YR-7HP:E=K5&I&<4YK-M64AC9B8C>$$[=%,R'$Q:S9: M15!964IP=&%856M-$$[
M=G0S>4PU;6HX>F55=$XQ<%-057594CE95F%F1$UN=U=R"]L<69O>DIH2W$$[<5!D>5)X;GA3 M12MK:"\F1D)M3&0W=G$S62M,=W1,:F@O4D@&R-
R]P635Z>&1N>$DS471/:S%B M6$Y0,'5)179F6$U6=4MD=E5C3%@V2R8C>$$[,7AC6%8V:UES57!N*T=*4'EF M8CAC85)2<$A'3TM)07%+3V=!1D%-
>D%+9D9#4U1:944O.#5F9CAO4F\S+V)4 M2"]54$IH55!.+TQ8+R8C>$$[04-J;6QF.$%-2&(O05!*<&-54&U4+VY,+U12 M1C5U,%!59W10$$[+U5G9%8K-
3)81E,K,CA54'I7>%I0,$XX;E-*1C5),$]743!2 M3DUT5UY84%7-FLY35=,-4DO3$0X*V)Z>4IA-G!%,6IP<4UM<3-2=28C>$$[M-5I8;F%,:5-+8U%/1#$W-S%X5%-L*V)8-3582#*5I-
E1:5T4K:E(V8V)+8WIP M36LW4VMH:TM&94I20C-"$$[;G-U:$TY$$[4"M4;6]:669M;C58;E=T6#%'-M0S,R.$QL=E%0:#)K>%-8$$[14DX549J4#5G9CA!%-X
M;B]N3#9Y0V5D.4=V4C%N,#!22' O=6UE4G$O.$%*6$91;#,O3TUH;C%,.#)9 M3&E5;"8C>$$[=G%';5-"05-4>%-.23=C53A".&5+;'(O04IY=R]W1$IO4F8Y M$$[
M049C55!N2"]!2G@T;450-7@K6$AP5W(S2U4O,3=36DLO4GEX6D8Y>#1S6&U0 M+T]38WEX+VLS4HO=T1J6$9)928C>$$[1"\X04]+9'4P
M=C5P,'A7:T=N,T5J8E8R3%)P.4@R.%9,,F8O04IY:3AS2%9V>3%B56]K1%A/ M:#-%9#%Y+V$Y1B]W0C%+;SEV:E9Z+R8C>$$[04MU535H=&)S=7EC,T1M3E-
:S=02$XW=BM12#5H<'!79RM:3DMU-5%&$$[1VE%3#@X;$=65S@S-U$Y;BM,:WAZ:5!Q:TE(M-#AV,'9':D]Z$$[-3%R8C900SEW>%!4,4A(<%)J-2]%5T@K$$[
M2',O;'(O;$A.2R\U9S=F+T%*3DQI:#1F+W=!-6AA9#9N;')Y.7%?82"]E83AL M=58:#E9:34P*VXV=FEK34\O-7A$,#,Q9E!*$$[5F)45&I%4%IP M-6]Y1"]W3519<5@Q;&EH*V$R3$HY-
W@S9W-V>617.$HT:3(X=D-9=+'5+96Y9 M.'$W8CE55TPU63AI+S@T.65D9D]N,"8C>$$[>41Z0G!D-7 P1FQC4$EK85A5 M$$[6D9J53!E0TYA8VY(5G-6=&U(+T](=#-X.'IE
M64Q3=CDY6E)3,#(O,U9,>"MF*S=C548Y5#1O44=V-E!B83%O96]A4F-G3D)Q M1G9,8B8C>$$[4U8S,FQ1$$[M+W="=$6XO04U93&(Y8RM+55 O04TU:C)2369L M82M(4E1E45
Q-RMI>69Q8D91:W8O3T@Y:T@X,S8U9B8C>$$[8V0T3E!72&QV M=#8P-G14=S,Y2$93;% O041L:"]W0U11:2\W6FQV+T%-;DIC5D0V4#AO868K M:W9Y83!45'5V,3-Y-
V$R.40P+V4R2R8C>$$[<"](1D0T-B]+2S8K;V9M;#59 M:VQ(0VUP45%S1T(R37(K;'8P<%1N:7E,-S1X679'=BMC$$[041,>%-(;E@O3T@R;C@O3E=V86AX+S-N7%5 M8V93$$[64-
,0UE335-#3UEF;C4U<#AU,W9L9GI0<5=G,W8Y+W-X-U$X M-D5",$)Q:V=R,F1#1TAS8W=I2TPS5VMZ:6-226154$1,=&MG6&)9."8C>$$[M:4YT$$[,2LP24%+44MF
M.6E3+W=$$1A,WIR,FDQ=FIA:FA(,'$$[+TM/858O>D(R+SA!>6%81D1Z M'A534TO=T-C3SE. M0V%6-6PQ36IE964R="8C>$$[,$\R,V]O-VUM,V8Q:%A&2F923TM(-7)9FIX8WDQ-
#AV3#!-3F$P+W9R9$EQ8F504$9I:E!Y07-X869I M0C5B:28C>$$[,RM/1U=9,6]2*SBT:VPW9C8K2W$S-3974790>6LX>E%K5C0R M,VUP4WB9>$EK,69O-
%EQ*V1F.$%N1DLX*W(O;6LP5F%F5SE/=4EA8B8C>$$[M8C!A3U=M+R]!0FDW67!,-T9X43=&6'=6;T5"=E!Z:S K2TDX=E78K;5$O=T,S:B\R2R8C>$$[-'%'668X-'!F M*U-T9B]T;S-

(+T5).%5&:E U9V8K=%4K52\K349T*W5F1DMA+SA!3UAL:UI0 M26UK,V=5:S(K<')'>$9D;&QG;$Y4,B8C>$$[<%=-1$91:W8O3TA.:E,R.# S M>$@R,W,T14Y/;D%433(O=GI81E-
W>B]N3$0O=T%M:$8O,GI,9B]!2D]3-'%(M,#$$[,GAT4"]W0V]74$9$-'@O34Q4-79+2#5T-G%K M86M(5#E4*W57<3E$-F)Y0S5H+S12;#-X4RLW-V$T:75B84LU:&)L1$]I>5)T M-
'$T-28C>$$[02]C8U50;E O;DU45T9&=C5B,%I45FYE-'9*4EAO1D-X>#=E M+THX56A.+RMC43E%83(X;C9X$]O,W%W>&YU,&1R2'-F;'IM8R8C>$$[M67%8=D]+2&=
(+T]56#58>6%L<#9E9&1+:#4S;6YP-F5R>&].,W1H.6UA9S9M M2W1'+W=!;C)82TTP3W)U*WE.6'=N=S5C:GDY-S5F:28C>$$[:TEY9T8V=44V M4E-3-
4LS2VIK5E),:'1U1U)N6#50.$$U9C-(;F)Z6D1B3VIF;V5Y2WHV$$[-U4W4D=N>$5J-GIS4'@U4'17 M3T]/3TY9-#%#4F]!<4EO;T%"$$[.'1F.&\U<%@O34AB+W=$2G!C54I,*V)';2]P
M3#AT4$TQ;T)Y639D8U-)=3(W=V]:5D%9H6"]/2S)N9E90>7)3-'!1 M-FAF6"8C>$$[3GA8>#0X65 K6D]+4SEG>%$O3F)&:RMW9GIC=E1B9C@T,7A+ M1'AA-
7-.2VA5,6]D,F=::#2],9GEX8G-/3"8C>$$[M$$[5G!8,6)A4E(O M=T%-46-5;#EX5D9A5C-'-4AZ>%%K2&YZ>F)9954O2V5O-C5E4W)'3%=&>F)Q
M>$9:2GEP.4M.465P6G8V.4U69DE8+R8C>$$[041J=F\P,G-F;35P36I69$Q(M,7(K-6,O168S845+4U0T>75M2U,Y22]W0V-Y=CA!<&M0*S-J+S)+-'%'668X
M04]+6"]!2DLQ+W=$="8C>$$[;S-(+T%"0U!&0EEZ*UE(+T%+,50U5"\T=UD-,+VUB:6=*2B]Z:4Q: M1TQY0B8C>$$[<6PR4E)R;E9(5E14<7-5159$6"]!1FUB1DIE6"]W1$]72"]K
M,$EV*S):8B]!4$IY6$91*VYF>7DO=T1*8F55+RLR3G O=T0Q0W@T;R8C>$$[M94$O.#5C*U0S9S%J4R].:T-(,$PR4#9J94U/9VUI<3A23S-6,$I(*WAX4TAR M4#A!>FHU-
7AH.'DO;'!P>4Y)1W8Y2%5A9&5)5%9H-B8C>$$[24%H63DO:6DT M-RM.8U50;6XO;DE$>F9(-7$O33(K:W,U4%AS9$]#-F1:36@U0GA#4UI'5VY8 M;$TW,$DV:6U+42MT=GET.'%T-
58X9R8C>$$[84QO:VEH8FTS='3!4 M17EY:79E:G52:6AL5TMR6DDT-4DR:FM54$$$[="M38EIR=E1:4UI*.4EJ,VUG66YF,$8V>5(K
M0VHT:#=J<&I4>$5C;G!D0C)T16IH>4=J,W9"-31B;3%M84,U:65'84TP94M2 M4VIQ9B8C>$$[07$Q0TUP=#,X6CE1>FHX=B]W06\O3S-N4S9J1FQ:=F%A650K M*S%7-
5)K9U9E+T-T4%5B+T%#5BMM9S-Y8U%4>6-F53EP-#A),TYN=28C>$$[M1#=$.&DK4G1$.&UA1$9O*VMX+T-0:G5B;#9E<%!+4E)P2% V:#!!,GI+:D=N M:F18<34U-
3A5=C='435*>%A9<3A(+S5Y*R\U46I2=B8C>$$[*S)M4"MO951& M265Z*U=V*U5C,'(O;41T+W=$:S!U2T5895=S9#-:>C)S;CDS8U)V12\X07%U
M<%4O$$[54Q,2&)E<$E"5VY+9#)M4%5$ M<5I-5EIL:7(X,7-75#9M+U!Y.45(+T%$:B]!3U=)069I=3(P,E!J5V@T$$[<#E4,%=W=$MC9G$Y=$1&4VY';D--3# W9$]M
M2T548U%*8U$$[2C)5-.*VTU,DIX6E!:9BMCE19*UDY2#AW85@Y8G1R M2TMZ3G9,<4YQ>F]%;#E:;4-/.%I"5V]957(Q>%%(9U=Q*UIF3D=V3B8C>$$[
M1AQ,GS,G%S:'!B<&0S13%Y5DQB9D%*1V%H4'1I;#E6+SA!3TY0-528C>$$[6F4Q0C-R:6=S M52\U>DLO-EI$+W0T+SA!67)I;UIH+WII;"\U2S$O*S)J8V8X46IX45=-+VU"
M+S8Q5#54+W=#349T*W5F1DPQ4#@W3B8C>$$[3F959GEP.'I7>4HV:DQ:;6-, M4W8K.#=,4%=N=#9D8U5*2"]Z:E!P$$[>FQH+S5.0TPO=&U7+W=$>6-L>%-
(,#61P+VY(>7!F*U@W,#A%=3 O8WI!5DU5 M>4AL2"8C>$$[25 X05998BM)<4U69D574]P061$,E!B,D],2C9.+WIJ=BM43V\V>G)T$$[M-7$Q>3!E1%%T4%I:-TI*;' Y86Y5,6I+
<61Z1VI566YO96TK*TM#6#%V:6@O M.6L]/"]X;7!'26UG.FEM86=E/@H@(" @(" @(" @(" \+W)D9CIL:3X* M(" @(" @(" @/"]R9&8Z06QT/@H@(" @(" @("
\+WAM<#I4:'5M8FYA M:6QS/@H@(" @(" \+W)D9CI$97-C&UL;G,Z>&UP34T] M(FAT=' Z+R]N&%P+S$N,"]M;2\B"B @(" @(" @(" @ M('AM;&YS.G-
T179T/2)H='1P.B\O;G,N861O8F4N8V]M+WAA<"\Q+C O7!E/2)297-O=7)C92(^"B @(" @(" @(" @(" @ M(" @(#QS=$5V=#IA8W1I;VX^&UP+FEI9#HP,3@P,3$W M-# W,C
V.#$Q.3$P.48Y-$,W-S,S0T,Y.#PO7!E/2)297-O=7)C92(^"B @(" @(" @(" @(#QS=%)E9CII;G-T86YC94E$ M/GAM<"YI:60Z,#$X,#$Q-S0P-S(P-
C@Q,3DU1D5#.44Y.3&UP34TZ4F5N9&ET M:6]N0VQA&UP34TZ M3W)I9VEN86Q$;V-U;65N=$E$/@H@(" @(" @(" \>&UP34TZ1&]C=6UE;G1) M1#YX;7 N9&ED.C Q.#
Q,3&UP34TZ26YS=&%N8V5)1#YX M;7 N:6ED.C Q.# Q,3&UL M;G,Z>&UP5%!G/2)H='1P.B\O;G,N861O8F4N8V]M+WAA<"\Q+C O="]P9R\B M"B @(" @("
@('AM;&YS.GAM<$<](FAT=' Z+R]N&%P+S$N,"]G+R(*(" @(" @(" @(" @>&UL;G,Z&%P+S$N,"]S5'EP92]$:6UE;G-I;VYS(R(^"B @(" @ M(" @(#QX;7!44&7!E/2)297-O
M=7)C92(^"B @(" @(" @(" @(" @(#QX;7!'.F=R;W5P3F%M93Y$969A M=6QT(%-W871C:"!'&UP1SIG7!E/2)297-O=7)C92(^"B @(" @(" @(" @ M(" @(" @("
@(#QX;7!'.G-W871C:$YA;64^5VAI=&4\+WAM<$&UP1SIT>7!E/@H@(" @(" @(" @(" @ M(" @(" @(" @(" \>&UP1SIC>6%N/C N,# P,# P/"]X;7!'.F-Y86X^ M"B @(" @(" @("
@(" @(" @(" @(#QX;7!'.FUA9V5N=&$^,"XP M,# P,# \+WAM<$65L;&]W/C N,# P,# P/"]X;7!'.GEE;&QO=SX*(" @(" @ M(" @(" @(" @(" @(" @("
@/'AM<$&UP1SIS=V%T8VA.86UE/@H@(" @(" @(" @ M(" @(" @(" @(" @(" \>&UP1SIM;V1E/D--64L\+WAM<$&UP1SIM86=E;G1A M/@H@(" @(" @(" @(" @(" @(" @("
@(" \>&UP1SIY96QL;W<^,"XP M,# P,# \+WAM<$65L;&]W/@H@(" @(" @(" @(" @(" @(" @(" @(" @ M(" \>&UP1SIB;&%C:SXQ,# N,# P,# P/"]X;7!'.F)L86-K/@H@(" @(" @ M("
@(" @(" @(" @(" \+W)D9CIL:3X*(" @(" @(" @(" @(" @ M(" @(" @/')D9CIL:2!R9&8Z<&%R7!E/2)297-O=7)C92(^"B @(" @ M(" @(" @(" @(" @(" @(#QX;7!'.G-
W871C:$YA;64^0VAA&UP1SIT>7!E/@H@ M(" @(" @(" @(" @(" @(" @(" @(" \>&UP1SIC>6%N/C N,# P,# P M/"]X;7!'.F-Y86X^"B @(" @(" @(" @(" @(" @(" @(" @(#QX;7!'
M.FUA9V5N=&$^,"XP,# P,# \+WAM<$65L;&]W/C N,# P,# P/"]X;7!'.GEE M;&QO=SX*(" @(" @(" @(" @(" @(" @(" @(" @/'AM<$7!E/2)297-O=7)C92(^"B @(" @(" @("
@(" @ M(" @(" @(#QX;7!'.G-W871C:$YA;64^1W)A<&AI=&4\+WAM<$&UP1SIT>7!E/@H@(" @(" @(" @(" @ M(" @(" @(" \>&UP1SIC>6%N/C N,# P,# P/"]X;7!'.F-
Y86X^"B @ M(" @(" @(" @(" @(" @(" @(" @(#QX;7!'.FUA9V5N=&$^,"XP,# P,# \+WAM<$65L;&]W/C N,# P,# P/"]X;7!'.GEE;&QO=SX*(" @(" @ M(" @(" @("
@(" @/'AM<$7!E/2)2 M97-O=7)C92(^"B @(" @(" @(" @(" @(" @(" @(" @(#QX;7!'.G-W M871C:$YA;64^07-H/"]X;7!'.G-W871C:$YA;64^"B @(" @(" @(" @ M(" @(" @("
@(#QX;7!'.FUO9&4^0TU92SPO>&UP1SIM;V1E/@H@(" @ M(" @(" @(" @(" @(" @(" \>&UP1SIT>7!E/E!23T-%4U,\+WAM M<$&UP1SIC>6%N/@H@(" @(" @(" @("
@(" @(" @ M(" @(" \>&UP1SIM86=E;G1A/C N,# P,# P/"]X;7!'.FUA9V5N=&$^"B @ M(" @(" @(" @(" @(" @(" @(" @(" @(#QX;7!'.GEE;&QO=SXP+C P,# P
M,#PO>&UP1SIY96QL;W<^"B @(" @(" @(" @(" @(" @(" @(" @(#QX M;7!'.F)L86-K/C0U+C P,# P,#PO>&UP1SIB;&%C:SX*(" @(" @(" @ M(" @(" @("
@/"]R9&8Z;&D^"B @(" @(" @(" @(" @(" @ M(#QR9&8Z;&D@&UP1SIS=V%T8VA.86UE/E-M;VME/"]X;7!' M.G-W871C:$YA;64^"B @(" @(" @(" @(" @(" @("
@(#QX;7!' M.FUO9&4^0TU92SPO>&UP1SIM;V1E/@H@(" @(" @(" @(" @(" @ M(" \>&UP1SIT>7!E/E!23T-%4U,\+WAM<$&UP1SIC M>6%N/@H@(" @(" @(" @("
@(" @(" @(" \>&UP1SIM86=E;G1A M/C N,# P,# P/"]X;7!'.FUA9V5N=&$^"B @(" @(" @(" @(" @(" @ M(" @(#QX;7!'.GEE;&QO=SXP+C P,# P
P,#PO>&UP1SIY96QL;W<^"B @ M(" @(" @(" @(" @(" @(" @(#QX;7!'.F)L86-K/C,P+C P,# P M,CPO>&UP1SIB;&%C:SX*(" @(" @(" @(" @(" @(" @(" @/"]R9&8Z
M;&D^"B @(" @(" @(" @(" @(" @(#QR9&8Z;&D@&UP1SIS=V%T8VA.86UE/DQA='1E/"]X;7!'.G-W871C:$YA;64^"B @(" @ M(" @(" @(" @("
@(#QX;7!'.FUO9&4^0TU92SPO>&UP1SIM M;V1E/@H@(" @(" @(" @(" @(" @(" @(" \>&UP1SIT>7!E/E!2 M3T-%4U,\+WAM<$65L M;&]W/C,S+C P,#
P,#PO>&UP1SIY96QL;W<^"B @(" @(" @(" @(" @ M(" @(" @(#QX;7!'.F)L86-K/C N,# P,# P/"]X;7!'.F)L86-K/@H@ M(" @(" @(" @(" @(" @(" \+W)D9CIL:3X*(" @("
@(" @ M(" @(" @(" @/')D9CIL:2!R9&8Z<&%R7!E/2)297-O=7)C92(^ M"B @(" @(" @(" @(" @(" @(#QX;7!'.G-W871C:$YA;64^ M0V%P=6-C:6YO/"]X;7!'.G-
W871C:$YA;64^"B @(" @(" @(" @(" @ M(" @(" @(#QX;7!'.FUO9&4^0TU92SPO>&UP1SIM;V1E/@H@(" @(" @ M(" @(" @(" @(" \>&UP1SIT>7!E/E!23T-
%4U,\+WAM<$65L;&]W/C4X+C P,# P M,#PO>&UP1SIY96QL;W<^"B @(" @(" @(" @(" @(" @(" @(#QX;7!'.F)L86-K/C N,# P,# P/"]X;7!'.F)L86-K/@H@(" @(" @(" @
M(" @(" @(" @(" \+W)D9CIL:3X*(" @(" @(" @(" @(" @(" @ M/')D9CIL:2!R9&8Z<&%R7!E/2)297-O=7)C92(^"B @(" @(" @(" @ M(" @(#QX;7!'.G-
W871C:$YA;64^36]C:&%C8VEN;SPO M>&UP1SIS=V%T8VA.86UE/@H@(" @(" @(" @(" @(" @(" @(" \ M>&UP1SIM;V1E/D--64L\+WAM<$65L M;&]W/@H@(" @("
@(" @(" @(" @(" \>&UP1SIB;&%C:SXQ M.2XY.3DY.3@\+WAM<$&UP1SIS=V%T8VA.86UE M/@H@(" @(" @(" @(" @(" @(" @(" \>&UP1SIM;V1E/D--64L\
M+WAM<$65L;&]W/@H@(" @(" @(" @ M(" @(" @(" @(" \>&UP1SIB;&%C:SXS."XP,# P,# \+WAM<$&UP1SIS=V%T8VA.86UE/@H@(" @(" @(" @ M(" @(" @(" @("
@(" \>&UP1SIM;V1E/D--64L\+WAM<$&UP1SIM86=E M;G1A/@H@(" @(" @(" @(" @(" @(" @(" @(" \>&UP1SIY96QL;W<^ M,3 P+C P,# P,#PO>&UP1SIY96QL;W<^"B @
@(" @(" @(" @(" @(" @ M(" @(#QX;7!'.F)L86-K/C(U+C P,# P,#PO>&UP1SIB;&%C:SX*(" @ M(" @(" @(" @(" @(" @/"]R9&8Z;&D^"B @(" @(" @(" @ M(" @("
@(#QR9&8Z;&D@&UP1SIS=V%T8VA.86UE/E)U M8GD\+WAM<$&UP1SIT>7!E/@H@ M(" @(" @(" @(" @(" @(" @(" @(" \>&UP1SIC>6%N/C(U+C P,# P
M,#PO>&UP1SIC>6%N/@H@(" @(" @(" @(" @(" @(" @(" @(" \>&UP M1SIM86=E;G1A/C$P,"XP,# P,# \+WAM<$65L;&]W/C$P,"XP,# P,# \+WAM M<$65L;&]W/@H@(" @("
@(" @(" @(" @(" @(" @(" \>&UP1SIB M;&%C:SXP+C P,# P,#PO>&UP1SIB;&%C:SX*(" @(" @(" @(" @ M(" @/"]R9&8Z;&D^"B @(" @(" @(" @(" @(" @("
@(#QR9&8Z M;&D@&UP1SIS=V%T8VA.86UE/E)E9#PO>&UP1SIS=V%T8VA. M86UE/@H@(" @(" @(" @(" @(" @(" @(" @(" \>&UP1SIM;V1E/D--
M64L\+WAM<$&UP1SIM;V1E M/@H@(" @(" @(" @(" @(" @(" @(" @(" \>&UP1SIT>7!E/E!23T-%4U,\+WAM<$&UP1SIC>6%N/@H@(" @(" @(" @ M(" @(" @("
\>&UP1SIM86=E;G1A/C$P,"XP,# P,# \+WAM<$65L;&]W/@H@(" @(" @(" @(" @(" @(" @(" @("
@(" @ M(" @(#QX;7!'.F)L86-K/C N,# P,# P/"]X;7!'.F)L86-K/@H@(" @ M(" @(" @(" @(" @(" @(" \+W)D9CIL:3X*(" @(" @(" @ M(" @(" @("
@/')D9CIL:2!R9&8Z<&%R7!E/2)297-O=7)C92(^"B @ M(" @(" @(" @(" @(" @(#QX;7!'.G-W871C:$YA;64^4W%U M87-H/"]X;7!'.G-W871C:$YA;64^"B @(" @(" @(" @(" @(" @("
@(" @ M(#QX;7!'.FUO9&4^0TU92SPO>&UP1SIM;V1E/@H@(" @(" @(" @(" @(" @(" \>&UP1SIT>7!E/E!23T-%4U,\+WAM<$&UP1SIC>6%N/@H@("
@(" @(" @(" @(" @(" \>&UP M1SIM86=E;G1A/C4P+C P,# P,#PO>&UP1SIM86=E;G1A/@H@(" @(" @(" @ M(" @(" @(" @(" \>&UP1SIY96QL;W<^,3 P+C P,# P,#PO>&UP1SIY96QL;W<^"B @("
@(" @(" @(" @(" @(" @(" @(" @(" @(#QX;7!'.F)L86-K/C N,# P,# P/"]X;7!'.F)L86-K/@H@(" @(" @(" @(" @(" @ M(" @(" \+W)D9CIL:3X*

0[9MD,EQN%Q(L<<<:EG=V-%55%2S,2 !GKYS M_P#.5_G({T_F%;ZK>H>I*W+;0^'^Q\Z[8#"ZI\?ENY(MCDC\N$PTHTT:%:FI4UC*M+'6];R^X/X,519J<#^(^I_R#\^/#L1]VS[N.W>T M^VKS#OZQW'N#$TPRYJB$1@EZ/Z2'@<<>P\3UEW"G2GI(M/T\?T-O;1/1M#'TH:>'@VR>C2*/IWBBM8 <_[U[,)Z7(G3C%#_ M _;/]?;9/2M(_P!O3C'%]+CC\#_??CW0GI8D? 4^..+Z7'^P]T) _;TJ2/JO4Q(MO\/=2?V]*5C_ &]2EC)U^WI0L?KUG6,G\6]Z<+=/!.LRQ#_7]U)/3JQ]/6!S M.:VQFL1N/,>6R6 W!@,E19G!YS#5M3C1HY(:NAKZ&KA26 M&:)UDCD4,I! /O:.T;B2,D.#4$8(<$R/35[MEEN=E-MNY0Q7&WW$;1RQ2* M'CDC<%71T8%61E)#*0002"*=;T^G[^;#0?,K;=/T;WCD\7B/D]M+%;J*L_9 MQU)W;MW&4DDM9N7#44<<-)2[TQ%)3F7,XZ"R21AJZDC6G%3#12QRUS$NYQ_2 M79 OU'^]@>8_I#\0_/8J!PN^^']TJX]F-R;GKD:*6;VOO)>Y9LAJ02L9/#>>]3V+>L$>O>_=>Z]!]U[KWOW7NO>_=>Z] !]U[KWOW M7NO>_=>Z]!]U[KWOW7NO>_=>Z]!]U[KWOW7NB?\\PK_+($^<7_(I_\E__M 'R^}??NO=?#']^ZJU[W!KW7O?NO=>]^ZJU[W!KW7FI?^$2G:G\;^$_R\Z8D MJFFFZX^3N'!#@&D:9VHZ#MOJ[;F!@CB+Q^&.EEKNH*18TZ]!]U[KWOW7NO>_=>Z]!]U[KWOW7NO>_=>Z]!]U[KWOW7NO>_=>Z]! M]U[KWOW7NOA)?,'LU>Z_EM\H^Y5G^Z7MOY%]V]FK4^2.;[A=^]E[FW4)_-$\ ML4OF&5U:E9E:]P2.??NO=%T]^Z]U[W!KW7O?NO=>]^Z]U]/O_A%3_P!NLN_/ M_%_^T_\ X'7X MJ^_=>ZV_??NO=>]^ZJU[W!KW7O?NO=>]^ZJU[W!KW7O?NO=>]^ZJU[W!KW7O?NO=> M]^ZJU[W!KW7O?NO=>]^ZJU[W!KW7O?NO=>]^ZJU[W!KW7O?NO=>]^ZJU[W!K MW7O?NO=>]^ZJU[W!KW7O?NO=>]^ZJU[W!KW7O?NO=>]^ZJU[W!KW7O?NO=>] M^ZJU[W!KW6L#_P *[.]I>HOY/6[]B4=;]K7?)/O3IOIDK#(R5KXK$Y/*=WY= MHC$ZS1T_=>Z} ![U[IXV]G\SM3/X_M/=.W,A48C<.VLQC,_@LM2,JU6,S.&K8,CB\A3,RNJU%%74R2(2" RCCW[KW7 MWD.D.S,?W3TMU#W'B!&,5VSU?L#LS&"$,(AC]!]4Q.Z:(1!WD<1BFRJZ;LQM MJ2?K[!U[H4/?NO=>]^ZJU[W!KW7O?NO=>]^ZJU[W!KW7O?NO=>]^ZJU[W!KW M7O?NO=>]^ZJU[W!KW7O?NO=>]^ZJU[W!KW7O?NO=>]^ZJU[W!KW7O?NO=>]^ZJU[W!KW7O?NO=>]^ MZ]U[W!KW7O?NO=>]^ZJU[W!KW7O?NO=>]^ZJU[W!KW7O?NO=>]^ZJU[W!KW7 MO?NO=>]^ZJU[W!KW7O?NO=>]^ZJU[W!KW7O?NO=>]^ZJU[W!KW7O?NO=>]^Z M]U[W!KW7O?NO=>]^ZJU[W!KW7O?NO=>]^ZJU[W!KW7O?NO=:"O\ PH%_G UG MR5WOF_A3\<=SR\\>NN\]KVSO'!5S+!W5O\ P=4Z28.FK*273D.L=E9&++]I= M1I\MEHONM,D-+0RL]_W7^E'\SGR'753[I?W?(^4=O MB]R.;X*\V7<5;6)QFS@<84*>72KH MX+:1;_??GVT3T;01]*>E@M^/;3'HXACQ\^GZ&*UN.?\ >O;1/1E&E.G.&'_C M9_K[;)Z61ITYQ1?2X_UA_3_7]T)Z6QQJ.$<7T_K[H3TL1.IT<5O="?3ATJ2/ MJG4I4O\ 0?['W4FG2E4].I*1 ?XGW4GUZ?6.O4A8R?>J]/K&!QZSK%[KJ Z= M""RZRA/>]-"/UZ56R=Y;LZXW=MS?NP]P97:R\MHY>ASVVMQX2JDHLIALOC MIEJ*.NHZB,ADDBD3D&ZNI*L"I(+D4LL$JS1,5E4U!*$$=%V];!M',NSW.P;] M;17>RWD+130RJ&CDC<4964^1'Y@T(((!Z^@M_*Z_F(;9^?'2$5?E6Q^#[ZZ[MI\=A^XMG4Q$,$U9+&\6.W]MFG9BYVINXTTCB+F3&UJ34CET2"HJ9GY?WN/>; M2K4%XE Z_P"!A\F_D:CT)^>#[U?W<-U^[YST;>U$D_M_N3/)MURV2%!JJ!.> M'U%O4#5@31%)E"LTD<5G7L_ZQ:Z]!]U[KWOW7NO>_=>Z]!]U[KWOW7NO>_=> MZ]!]U[KWOW7NO>_=>Z] !]U[KWOW7NB?_,PK_L@3YQ?^*?\ R7_]\OO7W[KW M7PQ_?NO=>]^ZJU[W!KW7O?NO=>]^ZUN]?\"(?M9\/JOF]T>)U6/L/X^]? M]K-3$'5,_378TFT4G#>95"TZ] [LI'C8DRCU+8A_=>Z^C]!]U[KWOW7NO>_=> MZ]!]U[KWOW7NO>_=>Z]!]U[KWOW7NB^_+3LX=)_%7Y, M]S&J:A'4?Q![F[.-:DCPO1C877.Y-U&J6:.MQDD34_\"M89:FG*D7$D?ZA[MKW7PB??NO=>]^ZJU[W!KW7O?NO=>]^ZJU]/O_A%3_P!NLN_/_%_^T_\ X'7X MJ^_=>ZV_??NO=>]^ZJU[W!KW7O? NO=>]^ZJU[W!KW7O M?NO=>]^ZJU[W!KW7O?NO=>]^ZJU[W!KW7O?NO=>]^ZJ MU[W!KW7O?NO=>]^ZJU[W!KW7O? NO=>]^ZJU[W!KW6AI M_P +B.RWH^OOY>G3M/5,T>XMX_(/LO+422$+$^S,)U;M;,U5417"LU0N_Z^>E[!]U[KWOW7NO>_=>Z] [!U[K[0O\A7L67M'^3G_+SW+-+) M*^,^.FV.N@TK,S"+J"NRO4L$0+SU!\<,&R51!J "*%061?=>ZMS]^ZJU[W[MKW7O?NO=>]^ZJU[W!KW7O?NO=>]^ZJU[W!KW7O? NO=>]^ZJU[W!KW7O?NO=> M]^ZJU[W!KW7O?NO=>]^ZJU[W!KW7O?NO=>]^ZJU[W!K MW7O?NO=>]^ZJU[W!KW7O?NO=>]^ZJU[W!KW7O? NO=>]^ZJU[W!KW7O?NO=>] M^ZJU[W!KW7O?NO=>]^ZJU[W!KW7O?NO=>]^ZJU[W!KW7O?NO=>]^ZJU[W!K MW7O?NO=>]^ZJU[W!KW7O?NO=>]^ZJU[W!KW7O?NO=>]^ZJU[W!KW7O?NO=>] M^ZJU[W!KW7O?NO=>]^ZJU[W!KW7O?NO=>]^ZJU[W!KW7O?NO=>]^ZJU[W!KW7O?N MO=>]^ZJU[W!KW7O?

```
[:)\NC6-.G2*.WMLGRZ,(T_9TXQ1_G_ &WNA/[.C"-/V].,4?Y/ MNA/EY]+XTZF(M^![KP'SZ5*M?LZF(@4>Z$]*D3K.J^]=*53K.JW]Z)Z4*M.L MRJ!_Q7VV37IP#KG[UU;AU[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW M6PO_ ,)Z_DDVQOD#OSXWYS(^+;W=NVWW'M.FGE'CB[&V!3U%=+3T<V6V^Z^W15W3EZ[$%RP&38WK*@9B 2?!NQ"$!H%%Q*:U-
#N+>Y]^Z M]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]T3_\ F%?]D"?.+_Q3_P"2_P#[ MY?>OOW7NOAC^_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NMD'_(2@=ICKG^=1
MT%@9JC[6C[DZ\[VZLJY6,:PDCJ[/]DXRGF>2>'3][G.N*2&(*LK/421J%]6M M/=>Z^MO[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z(C_M
#1.RST[_+;^>G9<4ZTU?M'X@_(;(825PA0[EEZKW11;7B;6&734;BJJ6,W# M<-]#]#[KW7P]??NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7T^_P#A%3_VZR[\
M_P#%_P#M/_X'7XJ^_=>ZV_??NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO M=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W M[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO= M>]^Z]U[W[KW7O?NO=?/,_P"%CW\KW,8C>^SOYI'4^ FK-L;LH=M=0_*2FQE" M7. W9AZ<8GJGM7*/
))3C=SX"&';%=42B*GHZK%XF,%Y:_CW7NM#KW[KW7O? MNO=?6B_X2Y?RU\G\"_Y>E#V/V9M^3!_(#YC9#"]Q[YH:^GEILSM7KBFQDU-T MML')P3".2GK,?
M_*UF=JH9(XZBEKMQ3TDUS3+;W7NME;W[KW7O?NO=>]^Z]U M[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?N MO=>]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[ MW[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO M=>]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]UJ^ M_P#"I_Y6MU+\+-B_&C 9$4^Z/E+OZ/\ C\,4Q6=>JNI9\3NK/J?#*D].V3WS
M6;=A4N/%44J5<=F]5@OS3=^%9+:K\4K9_P!*N3_.G\^LPON:E?GWT4?(X_WW_(_8$&!UU;M4X#I9X^' ME>/]]_Q3W5NA';)PZ7-!#8#_ &'MECT?
6R=+.@A_3Q_3_BOM.YZ$%M'TL**+ M@?X_[[_>O:9CT?VR<.E-3Q_0?UM_Q7VPQZ/($Z>88_I_0>VB:=&D2?MZEBK7 X=38TT_P"O M[H3TJ1>I"K[UTJ1*]2%2_P#K?
U_XI[J6Z4A:=9P+>VR>G .N_?NM]>]^Z]U[ MW[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW0J='=KY_HKN/K'N/;#R+F^ MM-\;'V$8/RZ!ON)R7MON-R)N_(>[@';]VVZ>U8D
Z#+&RK*H/XXG*R(> M*NBD9'7TLMD[OP786S-H[^VO5??;9WQMC ;OV[6V4?>8+"?K[R,AF2XA2>(UC=0P/R(J/Y'KY+.8-CW'EC?K[EK>$\/=]NO) MK:=/X9H)&BE7(!
[71AP'#ATI_;O11U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>] M^Z]T3_\ F%?]D"?.+_Q3_P"2_P#[Y?>OOW7NOAC^_=>Z$7J/JO>/=_9>RNI. MOJ&')
[W[!SU'MK:^.GJ!2Q5V8KRRTE(9RKB-IY%TKP;L0/S[]U[H.O?NO=>] M^Z]U[W[KW7O?NO=6.?R@.UTZ3_FE_P O[L:HJUH,;B_EETIA<_7O,((Z':^]
MM[XG8VZZR60PU%X:7;>Y*J1TT@R*I4,A.M?=>Z^VY[]U[KWOW7NO>_=>Z][] MU[KWOW7NO>_=>Z][]U[KWOW7NO>_=>ZH%_X4^]G+UE_),^89AJ?MLMV!'U!U
MCAQYXX/N6W;W7U\FX:;FKI9YM>RJ+*'1$)F;3ZXS")67W7NOD ^_=>Z][]U[ MKWOW7NO>_=>Z][]U[KWOW7NOI]_\(J?^W67?G_B__:?_,#K\5??NO=;?OOW M7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z] M[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7 MNO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7ND/V7UIU_ MW)U_O#JKM79^W^P.N.P-OY+:N]-E[JQM/E]O[DV_EZ=Z7(8O*8^J1X9Z>>%^ M#PR, Z%756'NO=?/1^?
O_",?OW#]E;@WA_+L[8ZYWMU!GLM69#%=0=V;AS&S MNQNNZ:MF:6#;F)WJF'W!MKL/ XN[)%79"?#9)(/%'+'6RK+5R>Z]T<7^3Y_P
MD8J>ANW=J?)#^91NOK/LW(;"R%'N/K_XT]=3Y;=&Q9=T4,L-7A\[W!NS.8C; MT&XZ?;U;%YDVY04=1C*VH2)JNNJ*59J"?W7NMZ'W[KW7O?NO=>]^Z]U[W[KW M7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^ MZ]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7 MO?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z M]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7S M+O\
A13\H&^2'\S?M';N+R+5FR_C7B<1\?=N1I(OVZYO:TE7F.RYWIXF:),A M#V1GLGCI)"3+)!C8 ^D(L:1GS!<_5;HZ@]D0T#[1\7_&B1^777G[J/)AY5]I MK.ZG73?
[L[7K^NB4!8,^AMTC<#@"[4XDFDV@C_2?]]_7V4GK*^U2O2VQT7Z> M/Z>VFZ$5LG2XH(OT\?3_'G_'W/MECT?VR9Z6U#%].:/:9ST(;9.E=1Q_3_8 M?
\;]IF/0@MTITH:>/\V_UO;+'HZ@3IWB3Z >VB?/RZ,XDKTZ11_0#_?'VV3T M91)Y].*+86'NG')Z7(M,>?4R)+]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W M[KW7O?
NO=;RO\BWOX=P_!_!;(R=:*C='0.YLMUK6I(S-5R[7J&&Y]D5T@N46 MCAQ67DQ4%M)TXEKCC4TU\D7_ -7LJPL?U8&*'_2_$I_8=(_TO7SL?WC'MI_4
M3[P]SS#:1Z=GYFM([]"!VBX7_%[M!YZC)$MP_'-R*'R%S'L8=8%=>]^Z]U[W M[KW7O?NO=>]^Z]U[W[KW7O?NO=$__F%?]D"?.+_Q3_Y+_P#OE]Z^_=>Z^&/[ M]U[JSK^2S#%4?
S:OY=,$\4<\$_R\Z1AFAF19(IHI-[8M)(I8W#))'(C$,I!! M!L??NO=$N^275LG1OR*[\Z4FCFAFZ>[I[3ZMEAJ!*M1%)U]OG.[3>.=9F>99 MD;$$,'8L&!N2??NO=
M[]U[KWOW7NO>_=>Z?MK;DRVS=S[ERV#R%/D\=4+)3RP5$;05E*C!HW1P1=6!L??NO=?>PV+N[&=@;( MV=OS"ECAM[;5V]N[$E[ZSC-R8BCS- 6U)&VHTM:E[JIO^!
[]U[I5>_=>Z][] MU[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[K3Z_X6D]GG:_\M/H[K.CJY(* M_M3Y=[1GKJ=9)$CKMJ["ZP[2S&2AE6.>/R^'=&2PDH#K)&"E[!PC#W7NOF&>
M_=>Z,ST9T/3=K]2_,_LNMGRU+'\8?CSLSM[%O0SP08^OW!NWY;?&3X]T^'S8 MFQ.1:LI9MO=UY2MA@BFH)34T"2^=HX9*:H]U[HLWOW7NO>_=>Z][]U[KWOW7
MNOI]_P#"*G_MUEWY_P"+_P#:?_P.OQ5]^Z]UM^^_=>Z][]U[KWOW7NO>_=>Z M][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW
M7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z] M[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7
MNO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][ M]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7N
MO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][] MU[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO
M>_=>Z!3Y)=U8+XX?'WNKOWG.K][]C5E*[E#DCM/;U?F*7$0D$,U7F: MRECI(5!!>695')]L7,ZVUN]PWPHA;]@K3\^A!RIL%QS5S/M_+5K43W]Y# #_ M ^(ZJ6^Q
2Q^0/7QZMS;IS^_P#=^Z-];KR$N7W3O7AA:)TN\?%P./;3="&W7I;XZ'A?Z\?\1_Q/MACT M(+5.'2TH8OIQ_3_>/]\/:5ST(K5.'2KI8_I_L /:=CT?VZ5Z4-/'8>V2?+HZ
MA3'3K"GYM_K>VR>C.).G2)+"_MLY-.C&-:#J;$ES<_3W4GR'2R-.IJK[ITL1 M>I*)?WIC3I6JT^WJ0!;VT37IT"G7?OW6^O>_=>Z][]U[KWOW7NO>_=>Z][]U M[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[J^C_A/KWH>O\ Y;[IZ;R%;)#A M>^M@5M-04GE5()M\]-.MT7W,77 CKWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[HG_\PK_L@3YQ M?^*?_)?_ -
\OO7W[KW7PQ_?NO=6??R4_^WM_\N7_ ,7 Z._][C%>_=>Z$S_A M0+U:G3W\YC^8+M-*:.E7+]Z3]I&*)((U9^\MI[8[KDJ2M,J1F2LD[!,SL1Y& M=R7)_=>Z]
[]U[KWOW7NOMB_R8^TD[D_E0?R]M]"ICK*E_ MBAT[M'*5<;P.*G/=:;3H.M=Q32?;,T$=1)G=HU!EC&GQR%D*H5*+[KW5F?OW M7NO>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z^??_PN*[+,N;_EX=.T MTVE:'%(GLO-P:I#YCE:OJ7:VUYM/C6)?MAALPM];LWE^B O[KW6@O[]U[J M]CX"]8&I_DM?S\.YZFE51A=L_P N3K#"UK:&>
<[G^;&S]U[GI8M,^N):7^Z. M(>37%:0S)H;T./?NO=43^_=>Z][]U[KWOW7NO>_=>Z^GW_PBI_[=9=^?^+_] MI_\ P.OQ5]^Z]UM^^_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[ MKWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_ M=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[K MWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_= M>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KW MOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=> MZ][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWO MW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>ZUM_\ A45\BY>H_P"7 M91]/8FO:FS_R<[6VMLJKAA?Q53;"V))_I)W54PS*RS+"
<[@,'0U"KQ+3Y!XW MO&[*P:YIN3#MPA4]TK@?D.X_S 'Y]97?<]Y57?/=([Y.M;;:+.24'R\:;]", M$9QZ,@(R,?.OHH[D?X>P N!UUJM$X=+7'1 ^?2 MY%J?EU/1;6
]TZ6HO4E%_I[T33I8BTSU*46'MHFO3X'GUW[UUOKWOW7NO>_= M>Z&BA^.'R'RF$H]RXSH;N?([.H21H7A8.&*D'VL7;MP9!*L$QC(J"$:A'&M:4I3->@#<^ZWM=9[
MA)M%WS+L$6ZQ3-"\+[A:+*DJL4:)HVF#K(K@HR$!@P*D5QTG,CU!VSB*<566 MZO[$QE*9%B%3D=D[EHJV=]&9K&6*:(-0 MLC*X!H#0E216A!IQH1Z]-
_NO2GKWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[ MH:?CEV[D.@^^^GNY\;Y&FZT[%VINZIHH[@Y'$XG+TL^1[;W*]M=]Y!NZ"/=MJN;96/X M))
(F$,H^<4NB1:U&I!4$8Z^EOC_=>Z][]U[KWOW7NO>_=>Z][]U[HG_\PK_L@3YQ?^*? M_)?_ -\OO7W[KW7PQ_?NO=6??R4_^WM_\N7_ ,7 Z._][C%>_=>ZMU_X6+]5 MR;#_
)MU!OA*=EI.[?B]U!OHU8\IAFR>W,OOGJFKIB[CQBJI_=>Z][]U[KZTG_"3#M3_2+_)=Z7VV]4U54=*= MK=\=5U#2-,\L/W/8>1[8HJ622:--2TV+
[2@2((TB1PA$!&G0GNO=;*GOW7NO M>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z^7!_PLQ[*7>'\U7K_ &/3 M26I>I/B)UAMVK@M&UL_N??
W:^^ZVJ\GVD$Z^?!;CQOPNQ%! M.DLD<:SK'N;)9F+]LO&IC(U:]:I[KW6H9[]U[KWOW7NO>_=>Z][]U[KZ??\ MPBI_[=9=^?\ B_\ VG_\#K\5??NO=;?OOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z] M[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7 MNO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][ M]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7N MO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][] MU[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO M>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U M[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NOG MM_\ "K'Y!-V)\Y^K^@Z"M,^%^.?3E'4Y&C\Q9:#?_<=;#NK/
0CTQ&IV+AMK M.3^I^+\!?<>\TW'B[@MN/AB3^;9/\@O73_[EO*XVWV^N^9)%I/NE\0#3C#:@ MQIGSI*T_R'VUZUF*"/Z'_6_XI[#WEUG):)PZ7.-C_3_L/^->VV/0DMEQTNL=
M%^GC_??\B]LL>A!:ITN:"*VG_8?[[_;>TKGH26J<.EA1Q_0?BX_WCZ^T[' 'H0 M6R=*BE3Z?[?_'KVG8]""W3I]@3@?U/^^_K[9)Z.H4\NG2--( ]TXFOET8QK M3[>G")+"_P"?
=":]+8UZEHONO#I;&G4M%L/;;&O2I1US]UZMU[W[KW7O?NO= M..(Q60SV6Q>#Q--)6Y3,Y&BQ6-HX06EJ\AD:F*CHZ:)1RTD]1,JJ/R3[LB-(
MX1!5B0!]IZ2WU[;;;93;C>N([.WB>21CP5$4LS'Y!02>OIT=;[,H>N.N]A=> M8S1_#=A[+VMLS'^-="?8[7P=#@Z30MAI3[>A6P_]Y)V\*V]O';K\*(JC[%
M'^3KY#.:]_N>:^:=RYHO*_5[EN%Q=/7)UW$SS-7_ &SGI:>WNB#KWOW7ND9D MNN>OY7B4;'<-,PHV!GC@=!?F?Y?'P7SR&.
MN^(GQV@5J>6F)PW4NR]N/XY@5=A+M[$8N1:@!O1*")8SRK @>TK[!LCX:TM_ MRC4?X .AC8?>>^\7MK:K?GCFEB&#?J[E=SBHX8GED&GU6FEO,'H'L]_*%_EQ M[C,AR'Q?
VO3^4Q,W\!W9V7M8 PJ%3QC;&]<0(@0/6$TB0\M<^TC\I\O2?%;+ M^3.O_'6'0ZVW[\?WJ]JH+7G"\:E?[:VL+CCQK]1:2U^5:TX"G0$;B_D-?R]\ MT'_ANUNSMHDHB@[>[.S-
3I9)7E9U_O9!N<%I481M>ZZ%!4!KL4,G(VP/\*RI M]CG_)^U=2/M?]Y)]Y_;Z?5WFT7V3_;[?$O$ 4_Q8V^ >X>=2:DB@!?=S?\ M"=#XM51+
[2[K[[P.K2?'G:GK[<\:,9)6D$7V6RMK2B+Q%%0,[LI4EF?594$G MM[M9_LHU^W0W^!5ZDO:?[U/WD@%-[Y?Y:N:><*WMN3@4KKN[@5K4F@ -0 %
MI4EOW3_PF]JHE>79WRTIYVTD)0[EZK.F2;2+"CNBDF[$! M2@D]N3_H-W^1C_RA_P#)U*6T?WL<)(3?N2&5:Y>WW0-BH_T.2P7(%37QSD-,I%93H#FM M3]9$], B-
B234*!4[4'PPVQVAL;XM=([ [G3&IV5UYL7%[ W&^(RG\;H:J/ M9?EVY@,BF5,<3UT^5VQC:*IF=U$OGF<.-8;W)NT0W5OMD%O>T^ICC"FAJ.W M-?.H )^?
7'/WVWWDSFGWAYAYI]OC,>4=TW*2\@$L?@NINJ3S1F.I"".XDEC0 M E="KI[:=&>]F/43=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW1/_ .85_P!D"?.+ M_P 4_P#DO_[Y?
>OOW7NOAC^_=>ZL^_DI_P#;V_\ ER_^+@='?^]QBO?NO=;3 MW_"X?JO[?=7\O;NZEI]?\7V_\@.J\]5B+3]O_=S)=8;MVG3O,9V\OWG]Z_=>Z][]U[KZ.__B%[3;+_%[YR=)?
M<:EZ^[[ZW[3%+>3]ENXNO*W:35&DU#1#[D=&!;B)&/BY=P%">Z]UO ^_=>Z] M[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KXZ?\ PI.[+3M/^=?\YLQ3
MU2U%!MG>77_6E%"()(J-^L.G.N]BYFEC(+:6_O)@JV252?3/(XX^@]U[JC/ MW[KW7T"Y#;\Y,2AF;^ MYL>,0F1G>Z$750J)[KW7S]O?NO=>]^Z]U[W[KW7O?NO=?3[_.$5/_;K++OS_
M ,7_ .T__@=?BK[]U[K;]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U M[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?N
MO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[ MW[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO
M=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W M[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=
M>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[ MKW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U\BG^8IWS_LSW
MSP^5_>4-;_$<1OCNS>G]TZSR>7S;#VWD6VAU[Z[E6\>Q\!CT]/I>\6]Q'? M3_5;A-/Y-(:?8,#^0'7<3V?Y9_JG[=;-R^RZ9[?;XO$'I-(OB3?]57<]%8Q\ M?Z?]A[8/4TVB=+K'Q\+_ +[_
'W/MICT(K=?+I>8Z+]/MACT(K5.ES01V"G_ M 'W'_%?:5ST)+9.E;11\+_C;_C?M,QZ$-JG2FIH_I_C[3L>A!;)T^PI^?Z>V MB>CF).G&)+G_
'NAP*=+XUKGJ>B^Z=+8UZEQK^?]]_K^Z,>EJKY=9O=.G.O M>_=>Z][]U[KWOW7NCN?RW.MO]+/SN^+6WMW5].@N*C%=;_''8 MV7IY+
D4\^+VI,DI%F$98@@V(.>7;;ZK?+6'R\4,?L3O/\EZQ[^]?S9_4K[N M'.6_!@LO[DGMD8_ADOM-C$P_I"2Y4KY:@*@C'7T4?>077RS]>]^Z]U[W[KW7 MO?NO=>]^Z]U[W[KW7O?
NO=='Z'_6/^]>_=>ZBO\ 3_8_\0??NO=-L_Y_US_O M8]['KW3+4_0_P"L?]Z'OW5!QZG;]^Z]U[W[KW7O?NO=$_P#YA7_9 GSB_P#%/_DO_P"^7WK[]U[K MX8_OW7NK/OY*?
_;V_P#ER_\ BX'1W_O<8KW[KW6^#_PM"ZL7=O\ +*Z<[,I: M?R9+J3Y<;*:KJ"(RM/M7??7'9VW_=>Z][]U[KWOW7NMU+_A$KVG_3YL_+SIB2J6&'L?XPXCL.*"1H4
M6LK^I.T=MX&"*(O'YI:J*A[>JI%C1Q>)9&9&":D]U[KZ4WOW7NO>_=>Z][]U M[KWOW7NO>_=>Z^&1_,)[./=/ST^:G;@JEK:?LCY6_(+ M>E!/'*DT
Q.X>UMUY+#P4CQUV3B^QI,740Q0!*F=%A10LCJ Q]U[HGWOW7NO MJ3?S:^KWZ4_X202=35$$E-D.OOB7_+BVQF8Y1.LK;AQG=WQ3AW'/+%4RS2T\ ME5G?
N)6BU:8B^A0JJ%'NO=?+9]^Z]U[W[KW7O?NO=>]^Z]U]/O\ X14_]NLN M_/\ Q?\ [3_^!U^*OOW7NMOWW[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[ MKW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=> M]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[K MW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>] M^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW M7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^ MZ]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7 MO?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]T33^8AWB?C;\%_E? MW;!6?89;8G1?8-7M>J$JPE-[Y;!56WMAH)6_S9GWGEZ",$ MZO2"U@46Y3_2
MV$TX^)8S3[2*#^9'0\]K^7_ZU>XFR[ RAH;C<81("*@Q*X>;'G^DK_+U(&>O MD2T27*_ZX]Q+$,==T+!,#I;XZ.Y7C^G'NYZ%5HG2[QT?Z>/R/;+'H16RY'2\
MQ\7Z?]A_M_:=ST([5.'2VHH_TC_6'^P^O^]>TK'H26R<.E=1Q_I_V'^\\_[Q M[3.>A%:IPZ4M*G_%/;!/0@MDZ>HUL /;5E %.N_?NM]>]^Z]U[W[KW7O?NO=7N?\)\.M_P"]?S3W M-
ONH3_(^J^FMT9.FE U$9_=F6P6TJ& \KH67!9'*.6Y-XPMO5=1QR#;^+O+3 MGA%"Q_-B%'\BW7.'^\]YK_=^MXV'_";:..:Y<_,B9+<4_I$UQ M0[J/N8^N /7O?NO=>]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW71^A_P!8_P"]>_=> MZBO]/]C_ ,0??NO=-L_Y_P!<_P"]CWL<>O=,M3]#_K'_'H>_=4"J)B)_!F M8 399Q) W^.L:D'^QE1?>_+J_0A>Z]>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7N MB?\ \PK_+($^<7_(I_\E__'R^]??NO=?#']^Z]U9]_)3_.WM_P#+E_\ M%P.CO_>XQ7OW7NOIV_\ "DWJH]M_R5/G#B(*1JG);0V=L7M7&RQQ332T(ZL[ M9V'OC.5<:0)
(0IVIA]^Z]U[W[K MW6QC_P )3^TGZX_G6?'##/4R4N.[=V9WIU;E'5YUCD2HZDW5OS#TU1' P\\= M5NC85!&JNKQK*R.0N@.GNO=?7']^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?
NO=> M]^Z]T%O>78L/3_2G<';53X?M^KNK>P.Q9_N/^_AV3M/+[EE\]F4^'1C#JY' MIOS[]U[KX+]145%743U=7/-5555-+45-342O-45%1,[233SS2,TDLTLC%F9B M69B23?
W[KW0C]*=_=>Z][]U[KWOW7NO MI]_\(J?^W67?G_B__:?_,#K\5??NO=;?OOW7NO>_=>Z][]U[KWOW7NO>_=> MZ][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWO MW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z M][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW M7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z] M[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7 MNO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][ M]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[K6S_X5 M,=T#KO\ EL4765+6>/(?(#O3KS9M70(ZB2JVOLIEHMQ[+PR/: MY$E1'Q:Y 8YKG\/;!#7,D@'Y#N_P@=95_<^V$[G[K'=V7]+;=OFD#9Q)-IMU
M'I4QRR\?('KYV% EROL H*#KK38K@=+K'1_I/^M_M[$^_-T*[5,=+[&Q?I_W MW^M[88]"*U3ATO,=']/]]_A[3.>A):ITM*&/ZA':ITK*-/H? M]C_Q3_>/:=ST)+5//I2TJ6M_@/\
>?:=CT(+9.G:%+F_]/=#Z=&<2USU/0>Z M?/I=&O4Q%L+^VV/2Q1UD]UZOU[W[KW7O?NO=>]^Z]U[W[KW6VW_PF^ZW&/ZG
M^27;DL(+;L["VCUW1S,C:XX]@[GUZ2=1A6_Z1[E7V[M] M-IJBQ>E> 8 MTXGK92]R-UR:Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>ZZ/T/^L?\ >O?N MO=17^G^Q_P"
(/OW7NFV?\_ZY_P!['O8X]>Z9:GZ'_6/^]#W[J@X])N>5J>HC MG7]4,J2K_P &C=7'^\K[V.'5^A95E=5=3=64,I'Y5A<'_8@^Z]>ZY>_=>Z][ M]U[KWOW7NO>_=>Z]
[]U[HG_\PK_L@3YQ?^*?_)?_ -\OO7W[KW7PQ_?NO=6? M?R4_^WM_\N7_ ,7 Z._][C%>_=>Z^PA\ZNK/].7PF^7_ $P*5:R;M;XP]\=> M4D#+"S&OW?U=NC XZ6$U$D,,=53UU=')#
(7C\_= M>Z][]U[KWOW7NK!/Y3W:O^A+^9M\!NS99UI<=MSY;=$1;@J&$+>+:>?[$P.V MMWNGW,U/3K,-KYBK\;22(BO8EE N/=>Z^WI[]U[KWOW7NO>_=>Z][]U[KWOW
M7NO>_=>Z][]U[JJC^>3V8>I/Y0O\P[=J5$E++6_&#L;KV"HB60RQ5/;V/3J6 MF:(Q4]3)%(:C>RA9 J^,G7KCMY%]U[KXKWOW7NK7/Y&'5R]P_P WW^7GL^2%
M:B*A^36P>QIX'021RT_3=3/W!41RQM44RR0M!L5@ZEF4K<%)!^VWNO=?2>_X M5'?]N*/G-_Y;-_\ !A_'WW[KW7R!??NO=>]^Z]U[W[KW7O?NO=?3[_X14_\ M;K+OS_Q?_M/_
```

.!U^*OOW7NMOWW[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[MW[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO M=>]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W M[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO= M>]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[MKW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=> M]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[K MW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]UHI?\ "NWN$Y3N MSX?=
T\^E=D]8[^[>RM.DEQ42=F[JH-G8.2IB_#T,?4]?XB>;53_ -?8"YPF MU7$%L/PJ6_WHT'_'3UT2^Y'L)BV7>N9''^Y%W#;*?3P(S(]/D3<)7YJ/3K49
MQR\C_6_WOV&%^'KH58K@="!C8[Z/]A_QKW1NA7:K@=+_ !L?Z?\ ??X^V&Z$ M=HO#I=T$=@O^^_WWU]I7/0DM5X=+.AC^@_UO]Y]IF/0EM4X=*NDCX'^^X]IF
M/0CM4P#THX%LH_Q]LGCT?PI04Z=8EL /Z^VSGHQC7J9&O^^_WW]?=6-.EZ+0 M=2O;73X%.O>_=>Z][]U[KWOW7NO>_=>Z][]U[K?;_DN=;KUS_+OZ3DEIA393 ML"?>?
9&6L@0SMN/=F5IL%4L;!I#+M#%8WU"\ < >YTY.MOI^7X:BC2:G/YL M:?\ &0.OFN^_YS8>:OO1\PJCZ[/;%M;"/-=/@6T;3+\J74D^/SXD]6I>Q/UA MIU[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]UT?H?]8_[U[]U[J*_T_V/_$'W M[KW3;/\ G_7/^]CWL<>O=,M3]#_K'_>A[]U0<>DM7?5O]8_\1[LO#J_0DX&H M^YQ%!)>Y6 0M_6].Q@-
_\3X[^Z=:'#IW]^ZWU[W[KW7O?NO=>]^Z]U[W[KW1 M/_YA7_9 GSB_\4_^2_\ [Y?>OOW7NOAC^_=>ZL^_DI_]O;_Y_=>Z #W[KW7O?NO=>]^Z]T[8'-Y/;.DR>*K(:^@J5# J6@JH$8
\7'OW7NOO6=:;YQG9_7&P.RL*%&& M[#V3M7?.)"3&H08S=F"H,_0!9VAIFG44N02SF.,L.=*WL/=>Z6WOW7NO>_=> MZ][]U[KWOW7NO>_=>Z][]U[K69_X5O\ 9J[#_DP=J[6-
1'">ZNZ.@NLEC<1E MJML5ONG[D^WA+T\S+(J]2F4E&B;1$PUE24?W7NODV^_=>ZV=_P#A(EU<>P/Y MRVP=V?;M-_H/Z&[X[1,BQS.*09;;5'TK]P[14TZ0JQ[?\6J1H4)E"AR[+')[
MKW6\'_PJ._[<4?.;_P MF_\ @P_C[[]U[KY OOW7NO>_=>Z][]U[KWOW7NOI M]_\ "*G_ +=9=^?^+_\ :?\ \#K\5??NO=;?OOW7NO>_=>Z][]U[KWOW7NO> M_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[MKWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_ M=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[K MWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_= M>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KW MOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=> MZ]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KYA MO_"BKM=^T_YM'R$HX:@U.(ZIQ'6'4^&?R+)XTP/7^"SNX:<*I9813;WW/E4T
M@D^G4=+,56+N8I?&WF0>2!5'Y $_S)ZZX_=6V4;3[.[;(12:\DGN'_V\SHA_ M.*./_BJ=4SXU;V_WW]/9;Y#K+*R7 Z$3%I<+_L ?]]_K^VF.>A7:KPZ$'&Q_
MIM_A_OO]O[3N>A+:)TN:".^G_86]I7/0DM5X=+*B3@?[[_#VE?H2VJ=*ND3@ M?[>T['H26J8'2A@2]O\/;)/1["N.G%![I\^C&)<]34%A[:8U/2Q1US]ZZMU M[W[KW7O?
NO=>]^Z]U[W[KW62**6>6*"""*2:>:1(H88D:26661@D<44: O))(MY 50"238>_ $F@X]5=TB0R2$+&H)))H !DDDX R2>OII=#]>1=1](=/=5PP M1TR=<=8;#V.T43K*HEVMM?
%X6=C.A(J9)9Z)F>6Y,KL7)))/O)&QMQ:64-J/ M]#B5?]Y4#_)U\C/N1S2_/'N%OO.4C%VW7>+R[J13%Q<22C'X0 X 7&D * * M="O[5= OKWOW7NO>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KH_0_ZQ_WKW[KW45_I M_L?^(/OW7NFV?_ZY_WL>]CCU[IEJ?H?]8_[T/?NJ#CTEJ[ZM_K'_B/=EX=7 MZ5^RY_)CJF GFGK'L/Z1RQHX_P"3PWNAZTO#I8^_=;Z]
[]U[KWOW7NO>_=>Z M][]U[HG_ /,*_P"R!/G%_P"*?_)?_P!\OO7W[KW7PQ_?NO=6??R4_P#M[?\ MRY?_ !<#H[_WN,5[]U[K[77OW7NOC7_*)NJ_P#1!_.B^>^VTI6IZ?<':V'[
M4IFTS"*J_P!,W7FS.V*RJ@DFDF\RME-Y3I(4;0LR.@":="^Z]U2O[]U[KWOW M7NO>_=>Z][]U[K[6O\D_M,]R?RE/Y>F]Y*C[NIC^+'56QLA5DR-+5Y7JC 0]
M5Y>JJ9):BI>6LJ,GLR5YW+#7,S-I0'0ONO=6A^_=>Z][]U[KWOW7NO>_=>Z] M[]U[KWOW7NM([_A;MV:N*^)/PHZ:\^EM^_(O>O9HIO)&/,O4G6E3M5I_"7$K
M_;GNL+J"E4\MB064-[KW7S>/?NO=;QW_ B!ZPCRWR0^=W]^Z]U]/O_ (14_P#;K+OS_P 7 M_P"T_P#X'7XJ^_=>ZV_??NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=8Y
MIHJ>*6>>6."""-YHIG6.*&*-2\DLLCE4CCC1268D 7/OW7NB'+_-1_EF-O M=^MQ_,'^%O\ ?=)A2-MYODUTVM6(I)-Q??.(_P"&K(:^]SX; M
D>Z]T>VDJZ6OI::NH:FGK:&MIX:NCK*2:.II:NEJ8UFIZFFJ(6>&>GGA<.C MH2K*002#[]U[J1[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO> M_=>Z]
[]U[KWOW7NO>_=>ZK4^47\XK^6'\,LS7;8^1?S2Z7V5O#%23PYC8F#R MV3[/["P<].I:2GSW7_4^*WQO/!5#!2$CJZ&%Y2+(&/'OW7NJ^/\ H*V_DB?Q M#[/_
&9W>GV_WGVW\6_V73O_ /A_A\WB_B/C_P!'7\4^S\?[NG[;[C1QXM?H M]^Z]T/.Q?^%'G\DWL6HBIMO_ #YZZQ\DTS0(V^MC=T]74X=7IXRTM7V9UGM&
MD@AU5*VD=UC*AR&M&Y7W7NK*^E?F'\2ODB84^/?R>^/O>%1/2M6I1=3=Q=>] M@Y%*>-&>=ZC&[5W#E*^D:E",)DEC1X65E<*RD#W7NC'>_=>Z][]U[KWOW7NO M>_=>Z]
[]U[HL>[_FQ\,^O=S9G96_OEO\8]C[QVY6-CMP[2W?WWU7MKV=VQ8VIS,FUNL^X^N]][CCP]%+305F5?";6W'E]^Z]U[W[KW7O?NO=%8[@^='PD^/6YEV5W[M\Q?BOT?
O%J=:M=I=P?(3J3K3B>WNK^ZME/4&D3>'4N_]J=C[6>K6*.9J5=P;.RV9Q+5" MPRHY03:@K VL1[]U[H4/?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>] M^Z]T%/;_'OT?
\?-LIO7OON7JGI#9LE4*&/=O;_8>T>M=LO6M&TJT:9[>>8P MN*:J,2%A&)=>D$VL/?NO=!GT]\X/A9\A]P2[3Z ^7WQ=[RW3#"U1-MKI[O\ MZH[,W!%3JK.T\N&V5NW-Y&.%41B6,84
$WX]^Z]T:+W[KW7O?NO=>]^Z]U[W M[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]T3/Y*?S$O@K\
M/6DIODU\LNA^F\U'&DPVEN_L7;T._:B"2(SI4477M%65N^*^G,8!\D&/D3U* M+W90?=>ZKAE_X4[?R,HLN,(WSKQ9K#614(FBZ!^5,V(\TSI&CG/P]&28$48:
M0:Z@U/V\:W9G"@D>Z]U9A\8/GS\+?FC035WQ7^3O3/=\U)2K79+ [(WOB*S> M>$HWTZ*G<.PZJ>DWKMV%RUE:NH*<$W Y!]U[HW7OW7NO>_=>Z][]U[KWOW7 MNO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NOCP?,7M$=X?,#Y1]Q1U"55+V; M\A.X=[XV6(2B 8?<>_\ /Y/#04RSEIUI*7%5$,40T7'2WQ\?TX_P!\ M/:5ST);1.'KTLJ)/T_[#_>.?
^)]I7/0EM$X=*FE3]/'^/M.W0DMEZ?X%LH_Q M]M'H[A7 ZGQK]/=&-!T81K0=2O;72CAU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=
M&M^"W6_^ESYC_&;K^2E>MH,YW1L.?.4J+J:7;."SM)N+=(%TD5=.W,35'45* MK:Y! /LTV.W^KWBV@I56F6OV U;^0/4+_>,YK_J1[#\W SU](#WD/U\I?7O?NO=>]^Z]U[W[KW7O?
NO=>]^Z]U[W M[KW7O?NO=='Z'_6/^]>_=>ZBO]/]C_Q!]^Z]TVS_)_US_O8][''KW3+4_0_ MZQ_WH>_=4''I+5WU;_6/_$>[+PZOT[[&GM692FO^N&GG_IXI)8V(_U_,/=3
MPZJO0D^]=6Z][]U[KWOW7NO>_=>Z][]U[HG_/,*_P"R!/G%_P"*?_)?_P!\ MOO7W[KW7PQ_?NO=6??R4_P#M[?\ RY?_ !<#H[_WN,5[]U[K[77OW7NOEI?\ M+)NJAL?^:YM+N+?U-
2+'1]T_%+JS=E771Q0QK5;AVKNOL;K:NH6C1)9ZJCP&T M,4S/)K/BFC4-9=*>Z]UJ:>_=>Z][]U[KWOW7NO>_=>Z^L5_PD:[7/8O\F;K? M:9JXZENB>\.]^J&16IFDHQE-
V1=UQTE08"9A((>X5D43VD$4B ?M>/W[KW6S M=[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z^<#_PMX[.&6^57PAZ9^Z9SL+X^ M]@=G&B,CE*
<=N=C1[5%4L)K9(XVK/]"90L*:(N(#)+I"P^Z]UI"^_=>Z^E7 M_P (ENL3A?@_\N.WY*:2&3L+Y1X[8,,\@D05=#U7U7M3-Q2P*Y"R4\5;VO4Q M^119I%=+DH0ONO=6G_\ "H[_ +
<4?.;_,MF_P#@P_C[[]U[KY OOW7NO>_= M>Z][]U[KWOW7NOI]_P#"*G_MUEWY_P"+_P#:?_P.OQ5]^Z]UM^^_=>Z][]U[MKWOW7NO>_=>Z][]U[KWOW7NO>_=>Z^6S_P
*._Y_78OS7[AW[\.?BGV)7;;^ M$G6V6K]G[JS6SGP>*BD-!EEC.4J MC4^:ABH/=>ZU+??NO=;-/_"?W^?EVO\ RXNY]F=#?('?NY-Z? O?^8IMN[BV
M]GZVKSS?'C(9BIA@H^S^N!4FIR&)VOB:Q_)G\%1L*.JHI:BK@IFR"1^;W7NO MK"T-=19.BH\EC:RER&.R%+3UU!7T-1%5T5=15<25%+64=53O)!4TM3!(KQR(MS(Z,""0??
NO=2O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W M[KW1??E'\I>BOACT;OKY&?(_?^)ZWZHZ]QOW^<[NCXG M?
$:2HKL91;2V9FI<1V]VGA"PITKNWNP,)4I7TE'EJ97,FV\+44^(2&I:FK9, MMXTJ??NO=:QWOW7NO>_=>Z][]U[J125=5055-74-3445;15$-71UE)-)355) M54TBS4]335$+)-
!403('1T(96 ((([^Z]U;Y\2_Y]O\ -@^&M9B8NL_F#V5O M+9N+:*/_ $8]ZY%^[]@SXV)B_P#!J.A[#?-9O:>-=SJ/\ K\1.#?3(S!O=> MZ^L;_+.^46]/FM\"?
BU\JNQL%M?;.^N[^J\5O3=6"V5#EJ;:6.S515U]#6Q[M>I<[E<[F*7%R24/DBBJ:VKEC5]+2R$:C[KW1Y_?NO=>]^Z]U[W[KW7QA?Y^_M_;Y+^83_.+
9C_W1X'W[KW5O/OW7NO>_=>ZVO??^$;??_&]PW'_XJ!W+/_P"] MMU#[]U[KZG?OW7NO>_=>ZTV/^^#>_#>OPFQN-^"'PV MWK-M3Y.[_P!NTVY>Z>V,,!4*!4*-
P=%]:YVGD&W]M;/JT23^"]K=ATY:K&0#)6;? MPBQ5-,@JLE15M#[KW7S0,QFZ-/*_G-\G/Y??=NW^^OBYV M?GNO-WXFJHESN*I:N>;9O8FWJ>I$]5LOLC:CRC$;PVKD4+!H*J-
I*:5EJ:62 MGJXH:B/W7NOLA?RQ_P"8%UE_,V^&W5GRQZTIEP4FZZ6IV_V1L&3(19.OZP[8 MVV(*;>^Q*^LCCIWJX:&KFCJ\;520TTN0PM;15C00_<>)/=>Z/[[]U[KWOW7N
MO>_=>Z][]U[KWOW7NO>_=>ZKT_FC_P POK;^6%\,NS_E;V'31YVOP$=+M7JS M87W?V53V9V]N:&L396RH*H*
[TM',]%49#)U"+))287'UE0DR\UV'OK/U57_#:2IJ;J+:>P\!/635E'LGKK;+U,]!M M#9N',Y6GHZ?EVU33O-4R2SR>Z]T63#YG+[=RV-SVW\KDL'G,-74N3P^:P]=5 M8S+8K)4,R5-
%D,;D:*6"LH:ZCJ(UDBEB=)(W4,I! /OW7NOHS_\ "9/_ (4* M;Y^3NYL9_+U^=>^&W-W1)B9'^-/>6?:-Q\G=!D^QL?AJ) MZ[#9>9?+G:>"IIZR4Y&.F;(^Z]UN_P#OW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][M]U[KWOW7NO>_=>Z][]U[HO?RB^570'POZ6W;\@_DQV9M_JKJG9E.'RFXL[+* M\]?D)HYGQVW-LX6BBJLUNO=F::!TH<7CJ>IKJMU(CB8*Q'NO=?-_FL?
*MO MF/\ ,7+[CZP^&62W1\-?C9]Y4T=%F]L97^&?)/L/%I($@K]V]AX.MF;K>GK% MB648G:U1#-!Y)(*G*Y&$@#W7NM4S)Y/)9K(UN7S&0KLMELG53UV2R>3JYZ_(
MY"MJ9&FJ:RMK:J26IJZJHE8L\DC,[L222??NO=0??NO=*C96]]Z=;;KP.^^N MMW[HV#OC:V0BRVV-Y;*S^6VMNO;F5I]0@R>!W%@ZN@R^(R$(8Z)J>:.1;FQ] M^Z]UOL_R.?\
A5YE,MG-K?%7^:ENO&Z*EK"AQNW_D-2 M8ZG@QD=+5RE((=W4T5.E.VALQ&4:IRL7NO=;^-/44]93P5=)/#54M5#%44U3 M3RI/3U%/.BRPSP31,TZUD.O<__P *'OYP5!@^]-T?
+7K/^3/\/NPZ>/<7 M4&S]NI'!W5NW8U7,)<'O*@AJJK!=F[CHZV@1&-?D-Q[1Q^45TJJ#%K1U"-[] MU[H0C_*2_GE=%T%3NSX2_P#"B#=WRL[.P$-7N%.K?D4V&2V^J9+'K2Y/)8/
M<](S5.*J8P\%$WNO=;-WOW7N@#^5?99Z7^+_ ,C^X$J&I).JNA^W>QHJE'J(MY(9MD]?[@W)#)$](#5B59<:-'B!EU6T M;VGO)? M)9OX(V;]@)Z$$?)^UC?. M;=KV4BHN]QMH2*
U$LR(<'!^+SQZXZ^./0CZ>X:A'7=C;APZ76+7](_UO^(] MJCT-+%1CH2L2E]'^-O;#GUZ%%=F,CH1<>GZ?]A_OO]X]I7/0IM5Z6] GT_P!A
M_OO]L/:1ST);1.'2QHT^G^P_VY]IG/0GM$R.E/3+S_O'M@GH1VR=/L:_3_#V MSTK]>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW5UG\@[K M<[U^>^.W7)"6I^H^J^P=
[K,44Q)79BFH.MJ6$LRL!-)3[[GD0 AK0L1PI]C+ MD6W\;?1+Y11.WYFB?_'KG]_>5\U_P!7_NUR[*K4EWS>;*TI7.B)GOV/V!K- M ?+N \QUO ^YIZ^>3KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>ZIS_FO_,RO?/P# MDZ2Q76NSMC;VW!VHSS08;#[5.U:;&STJ8+,8>7RY>MSU0H+M(MJ M1N%-B0CS3S'/L/@K;HCR2ZB=5O]<+<_]\0?\;_Z"Z]_R:K]G?\ IHN9?
VV7_;)U'?\ X44_M)]_KTCT*/K](>POZW_Y[3WL>X>YC_0(/^-_]!=>_Y-5^SO\ TT7,O[;+_MDZ MBR?*'ODY)]>D^B!?^D78/\ A_V>?^'OW^N'N?\ OB#_ (W_-!=:']U3[.C M_G8N9?
VV/_;)TW3?*#?DO-?5TMT8+_TBW__,3O$^]CW#W,?Z!!_P ;_P"@ MNM_\FJ_9W_IHN9?VV7_;)T?;^63_#;.U?EC\J<5TMV'U]UOM;%[DV3O&OQN
M0VDFZ5R3YG;M)3YR.FQ_P!O>_=>Z][]U[KWOW7NO>_=>Z)__#"O^R!/ MG%_XI_\ )?\ ]\OO7W[KW7PQ_?NO=6??R4_^WM_\N7_Q<#H[_P![C%>_=>Z^ MUU[]U[KY_P#_
,+B.K")OY>?=E'3W5X_D+U9N&J(D])C;JK=NS:=&6 Q>L2Y MUF#RJWI70K#R%?=>ZT!_?NO=>]^Z]U[W[KW7O?NO=?1E_P"$0/:9ROQU^=_2 M353$;"[IZG[3BHV:;1&>W-
C;AVE/51(T8IRTW^A.-)"CL]D36%'C+>Z]UO)^ M_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NOD[?*YNRWWW_.:[)VLU4U0O2W1W M0O6D<32%Q0IE=H/W&:5%)
(B5Y.V6FTBP)F+?4^_=>ZUD/?NO=?7"_P"$I76" M]=_R4_CKFGI(Z.N[=WQWMV?D$6.-)IFD[;W3L#%5=44@B,DE7MS8%%)&S-*W MV[1C4 !&GNO=+C_A4=_VXH^]^Z]U[
MW[KW7T^_^$5/_;K+OS_Q?_M/_P"!U^*OOW7NMOWW[KW M7O?NO=>]^Z]UKR?*;OG]6_!7^6!V/CMD9N3#]T?*C(#XX]:U5%4"+*8/$;J
MQE=6]K[QI0C1OU<\'&ZVVH)[I!TEH]^Z]U[W[KW6[[7=/M@[H4 A*_M-G\ ZKW7NO>_=>Z]-5[E:]=(-W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO
M>_=>Z][]U[KWOW7ND_NS<8^K^=W[_P#\I%]_OF^^_WU]RV_]OW7-^/_YC+5^_\^WJ(O[_6*\ E6OW?.=G+R8;-OU_O=?OB=0=^-)B8*?]MN%UG_=7_/)+)>K/]_O[?*'%2]>LFK=-<#E^5&V
KY#.;;^'O3N8RN(^/76)4(<:-M)05OU.I:GAE0G X MJ1*"(F4UM16>Z]U1#^_/;$7NWNSKL_+/V_#1[7>[?:>]0E@#_!^'X\HSN^]M]^5!5]^Z
[]U[KWOW7NOC"_^5_\0:C^7_\9_FS_,'_ .[KW6WQ_P#%C;^]=_=/O[]_>W=G%?&_=<#\]P]U[KY<'\R[N?]?UO_EO_#[SS0!_P\^W<7_OW7NA[_6?_R4_P#M[?\ RY?_ !<#H[_WN,5[]U[K
ZE[/[J[!R"XG477C(^/UVU=1A%.[^DQ#V/\N!_#*OKEZ!_[RN7_>_@P\?N;_`/[R/+8*!_?^+5_N)_O^,4[_+[WH?X7R69?,;]2?R/B*MH:ZX;]D2/W?WF'7O[U^=W[KW7O?NO=>]^Z
MU[]U[KWOW7NMKMK*CB[R26^NEB]6(-^^Y;[C3>W>V:]%DR'-OX[,>HI6[O]'L>K#OO_D!_?KT][]U[HG_\V6+TW0JM,:T/,(]?=^/Z_LU^/=]/2&N9_KGGO?L%\/L]@J!<9)6?]U[KWOW7
A)MG,R/L+XG;'H=T[XQM-4N*6M[N M[BQ>/W$_\1IXP(*R3:O5AP@HI'9WII,SD(U">237[KW6FW[]U[KWOW7NO?_K]]U[OM?W
Z\W%%DMH[^Z\W5M>8=8H>84^6VVYNNRL.US:VHG0%>G;(I'@T,:M[AY>W6:&K6@?7U^W:3LB1X%R=TV5U-['9EP']DP6%_@`/_V_7_VV]\?_>G6?S_UL^?Y\S3X^>VPR%(NKXCJ>1J@$U'Q[S
ML=J;9J*C:O:O&8<0+D-PJ$]PR^[]7HE^3AT^G+9$1@H^6W@/>FWK#+3R"T?G7O6L0YV\4?_`]YK_?N<1>_O/^8VN\J;5>M-L^=GK1>TWW9DV="+0*]?F;Q?]@SX4_PDM9KIQEPGDU:-+V^X
Q5VJ0P45+HBIZ]@]U[KWOW7NO>_=>Z][]U[U M[K?;W_P_M/_GA_+NO_/_:/?OW7NO_CHX-K>_]?B[9O_R9]OU/QY/YN`J0*_7_GI/?NO=>]^Z]U[W[KWY_O?NO>_=>Z]&OH_^=_`P[/O[=@L+>4;
0!]^Z]U[W[KW6C5\IMI0?S;?Y]G.^W8G_V3G^ZMY_F"?_YWGUR/G_OW_DRO][YG_ZQ]W7O?6_;?/S/7\;XS_G3<0?7/O>X>YW[E_4KW/C_G_!+_[XGWW7[D]!BB_Q7?]9XUJ_?Z=`K>_Q\ZO7J
R;^E/DC]#T+V^#M'>.V6G[MKGV'+-0"]?\%Q'*/\LRW[;W]\#]7_BKOHMW-OLK^Y8^G?\`;QS!_P!+_B[?#]-6-Q=]-TKFG+-\_]%WJ_XG_V+/OUN]9_P!B1_M5]Y?_`/OVWJ+E"_X!
[%P.+J]J[NQ-)C9/P_\;`5JU/L<&E\W;7R5[1_7/OY`6VS>_OCKWE/^TPZR,^S^7\?_P!;Q+_7W;\[2R/^_W-#/G2Q_ZX_P!:_P"3OW7N?OMU]V^F]G/L=@TY^W_`'W8\NV<_W_?>'X_Q^
8>XNASUV7VX<.E[BQRO^!'_$^WR>AI9+PZ$S$I^C_8'_ &WM.QZ% MED.'0CXY/T\?C_>?^'\^1B3Z'\8V^DT_N;_PO_`"@%_&B\/Z?NM^@3?=T]>^J0;\[?Q^_I'V:Z]^ONN_3?
M,W0GM%Z4U(GT_V.X_ M.QZ$2.UF5SPWS*JU-@-N_(/VKB-+(+06OM_6>/_X"KH_I)!R'2T;^H]_]WU=^RZ?M&^2_#]W?O]IPL_BA/K?^DZSFSS=O_U[^H?5^L-_5/^;U_H_+
M"QMAZ/.;HW/7/VWW7^@:>R5_W0_]`VO]9O>_V?6=K;-^G]_L=[/-R_]O_KN^_9X;]_T`]9_@$7>`/I0U]X]`K1Q^)U]*Q[W3VO]U_"_-X/?/_`Z?K
[]U[KWOW7NM)O_P?]]J^Y;7.!]EUU/+XF?)G^6_O\^]_KRVX/^EO+]@?[/\^O>_G[?YV_P`K_P"_T<_7&/#]N(^3>_<]8]U[KWOW7NOYN/_"V7^_OY_]?O^R[XJG]+_OM/^/G/V_G>G[O\G^
L5FB_8LUO<$>=6;Y=4:>P5UT2Z&U)G%SMPTM+Y)/[^]_]\/]@]?+?_`1VO?@/__Y^(;^W/2O^W^A1D__O>6Y^_9N^U]/^_]_NU]UZ^S]KU]\/_3_)__?]@]^Z]U[]WO_N2N=>]U[W[KWRE_
[!3_G[K&;[Y.P-S+]V#G/;E748]H-U M2A.+&6*^)P#\(M]5> I4D $]?0N]S[U\OG7O?NO=>]^Z]U[W[KW7O?NO=$__ M)A7_9 GSB_\4_\ DO\ ^7WK[]U[KX8_OW7NK/OWW7NK/OY*?
&]O_ER_^+@='MO<8KW7NO?NO=:;3K[]U[K7^L8_P`_?]_]ZJ:]U[W^O^O]_P`_?J>^UT_^I?]_/N]?KT/_P#N/_Z__P#P/_J!QR]/]/_B]O_`\T^N_[
BO%OBG1S&L=7ENJNT]FXNFI8RTZN]8,5V MC73(BQ/>&&5BR:;/[KW7TN?/?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7Q:?Y_?_;_`^=ZVW;_`M\7;_^_D_^8_ZL6O_@
RZJ=]^Z]U]MW^4^M&^6@Z^5^Z]U]R\G5^1]^Z]U[JT\M_VX>^IW/O^_X__A_ YMWW7]N__7OX_:7O]MW[^OW_N/V1T_N/K_[%X_Z^U\^Z]U[]/Z]V6_V^_^`N1G_`U`V^^P#`_UK_``_Z]
M<3E9*G:OQ&Z7PU-EL5Y&:&A[9[O%#V)NJJC4/X?\KZVBV9&?3K5X'!@ONO M=:AWOW7NO>_=>Z][]U[KWOW7NK_C_ZZ_X4_N^O^O_SV7__7_^O_W_?-_^O_S_7S/^[]U_V]_I_[;:_+]U3^
MW[KW7O?NO=>]^Z]U[W[KW7R^_P#_`.'_`+3#_P!F'/\`JG/^^]_K_O_\_S__Y_O__`GS^_/]`NGN_7QB_S/_AO?_`/2_;^?^?^_5_B_^_[_]?]_^_^OG_?W__P`Q_`
M5=6]U[KYQ7OW7NO>_=>Z][]U[KWOW7NOL_\O^6_Y_^/W[_PNRO_]/_G[Q3SX/VY_^_]_W_L_WOW^_PO/O]^_X^O'_WCK^Q_]+_^OX_^5__?_8?___C#__V_V__PG__P`8
NO=;7O_C_C7_/\?`@>@W_X^7YY^7YW__WN]O_XK_S\VOYM_2_FF_>Y_>`?YO_9OY]L?SN]_PK_1_^_K#_R_OO_]?^_^/_G_R_V_]__^OS_+]3__/_^;^^]_7V_SW_\=_^_]
(!>R51)^GOW7NOD@^_=>Z][]U[KWOW7NOCK_P8 M M[Y&R_$;^?]N:_+^W_`-OU_OO_9OU_O^_;]_3_^O^_\F___W_?_?_O^/_8___P__3_F__'_]
[]U[KWOW7NO>_=>Z][]U[K#45%1T1U/^_ MPTM+2P4KO[O5W]P7]_W_^?_-_O_W^O]7OU_/_+O_/_W_/[_?O_N+^O_W^?/_?_S_O_P_O_`\/=>Z]
W)PL'W/^4+1X#:$5#0P+)ZUA MIU!Y'[W[KWOW7NOH]_7/O^_9_P#L5_OO/^^_[_OO_P#/_P#_?^_?_]/^_?X_/_7_X_^/_]_Y_O_/^_[_]___/_+_O^_X_^O/_]?]/_//^]_/O_`W/_`
[]U[KY>_=>P#PJ_[_W]^_W^/_^_;___O_7_^W_V_G^_7_^W_O_]7_'_'_7_W_O__OO_]_O_9_3_`]^_O__7_[__^/_7_^O_?_^/_`_?_?_`/_`O_`/_O_O_O`_?
NO=>]^Z]U[W[KW3AB]7,(XX8*!3PN/^_W]?^_W_O_/_W/_]_O^O_3_]_/_O_W_]/_O_^_]O_/O_/_W_/_^/_/_/_^/_^_/_^O_^_/_/_^O^O_/_W_O_^_/_O^_O_/^
M42P%)35U=*DCZ6DU>Z]T_?\ "@#H7J?Y0_SU?Y0_Y_V_]_/_/_O_/_^_/_/_W_/O/_/_O_/_^_/_/_W_/_^_/_O_/_^_/_W_/_/_^_/_/_^_/_/_^/_^_/_
<>T^WOCIL7>G\L+Y9-3;7ZNSW:DV?[$Q?PY[]P[X0QY+)9+>N> MRJ9?"X7<4='E(ZS\.W\M73P&:JP+2/[KW5O?_"O+Y,[1ZK_E193X_P_N M1I:K?WS"
[6ZRV7LW;,_X58;^;:G\M+:^U(*G1-V MA\G>L]KU-(LH62HQ.#VGV-OVHF>+6K2TM-E=IT(;A@LLL?%[$!;FZ31M:I_' M*H_(!C_A ZRG^Z#MRWGNI+=N*BTVJ=P:<&:2"(9\B5D?
\@>OG:4 Y7_8>X_A MQUU=VX<.E_BE_3_KC_BOMQNAI9#Z$$[$+^C_MA/MA%%-%!TMZ!!)-0LM%%!TMZ!/T/^A19KPZ5M&OT_UA[3-_B&QXS _A]\/<*[#W>;=N1'*K5_/(/DMUZ?_V!W
M[88]"&V7'3O$/;3HX04QUF]TZ_=>Z][]U[KWOW7NO>_= M>ZWJ_P#A.%_W;^_O^_\%+9R@_1/ Y.P(V'Y*,/[#M8P>V=O2LTO:\JA^X*!<@$;@[?N[T%UJK!&&WV^S=W@
)Z1_)1U\Y?]XMS9_6&[V^&P4[/W&3[M7&U6G2(F19-IG%#_BE?ZCVS;UG'?CZ7Z?K;[#]B^6V>^XB*30K8R9T/H5L]K*D6N6SNJ^_HW;/UG]T*<JMG0?W!WCP-7M>!2HW8<*]?
;#JQL+;M1%=5;PS8+;5.6<2WV7OJ&<$>YC0S?A([']P]WQ=L+$(/H-\[^D\/^N7UV5V+67X0>LTXFIIRV-6_N>V\\1[HW]_X^+]@@B$9NDS3Z@A^D0_.R/'!ZW#+I'+'[S:2W+^-S//']U[KW7
NO=>]^Z]U[W[KW7O?NO="GT9O' M_1WWW]DG/]A^3HD+AS@M!M%H$/VRI>=V!>?<=P$*KRO1KSNE8!V&E+(V6\I;ND$(U?X=L6CD_S/UO?$7/KSZ]_NA'6_7X3^V<]UOQB[Z\#FOU%:.P^GY$NEYY=P.
#JQL+;M1%=5;PS8+;5.6<2WV7OJ&<$>YC0S?A([']P]WQ=L+$(/H-\[^D\/^N7UV5V+67X0>LTXFIIRV-6_N>V\\1[HW]_X^+]@@B$9NDS3Z@A^D0_.R/'!ZW#+I'+'[S:2W+^-S//']U[KW7
NO=>]^Z]U[W[KW7O?NO="GT9O' M_1WWW9T]V!Y?Q!Y_Q/^/L[SP>F=B/Y3WSD]OXFO^G;_%V+H]<_U9S6QYO8,;T'MG.6]A'UX>QU[JL7]8/T
Lyn+6M4,SAKJ*1C+9KNE_3V,_IA$$]J]=3_ZE/#-/NRQ/NO]:'S/QGJ<(T%?<+_!!H5\Y!HGQ]_4<NCYJ]\!EWUS"R%3\@NR^RN[%E^.X\8V5Q-_2"R>7"VX^/%.:]=NCO__X]_P"-5.
[*QHYK'+?:D[?FW/"?OH[F>"V_=^@QV`>X/[`T?"2J0#?I?0T7&GS0SPTH'[S;O&/"U[KW7O?NO=>]^Z]U[W[KW7O?NO=M3R(7AJ/`'O@B7;/;!#]^ANGF[4U4?>CF!*QPS:.@1IV[_X?"X'#
YH3'AV?6:^H1NWLZ$]@U]K2ZQN'4'N'5S*?W).?)/OAM[O4?_KE?N6U&RZL>)&T\8-'FS2Q$WQ)>\^#]^9_UEN0%8@#>]F/0V7&W@]J2*#FM>5?O?+\\?&^]U[KWOW7NO>_=>Z][]U[KWOW7
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W
M42P%)35U=*DCZ6DU>Z]T_?\ "@#H7J?Y0_SU?Y0_YW_XTX9>$I9^K>%U[RXQ8DGJVY7/G@O+NM\=H^VV>*,9*Z^E?H^CC\P^IZZ@5ZV0^/\D^UC.-E2:3C>O?[*:ZVY^O^6M^ZHZMG4=
<>T^WOCIL7>G\L+Y9-3;7ZNSW:DV?[$Q?PY[]P[X0QY+)9+>N> MRJ9?"X7<4='E(ZS\.W\M73P&:JP+2/[KW5O?"O+Y,[1ZK_E193X_P_N M1I:K?WS"
[6ZRV7LW;,_X58;^;:G\M+:^U(*G1-V MA\G>L]KU-(LH62HQ.#VGV-OVHF>+6K2TM-E=IT(;A@LLL?%[$!;FZ31M:I_' M*H_(!C_A ZRG^Z#MRWGNI+=N*BTVJ=P:<&:2"(9\B5D?
\@>OG:4 Y7_8>X_A MQUU=VX<.E_BE_3_KC_BOMQNAI9#Z$$[$+^C_MA/MA%%-%!TMZ!!)-0LM%%!TMZ!/T/^A19KPZ5M&OT_UA[3-_B&QXS _A]\/<*[#W>;=N1'*K5_/(/DMUZ?_V!W
M[88]"&V7'3O$/;3HX04QUF]TZ_=>Z][]U[KWOW7NO>_= M>ZWJ_P#A(EU<>P/Y MRVP=V?;M-_H/Z&[X[1,BQS.*09;;5'TK]P[14TZ0JQ[?\6J1H4)E"AR[+')[
)Z1_)1U\Y?]XMS9_6&[V^&P4[/W&3[M7&U6G2(F19-IG%#_BE?ZCVS;UG'?CZ7Z?K;[#]B^6V>^XB*30K8R9T/H5L]K*D6N6SNJ^_HW;/UG]T*<JMG0?W!WCP-7M>!2HW8<*]?
;#JQL+;M1%=5;PS8+;5.6<2WV7OJ&<$>YC0S?A([']P]WQ=L+$(/H-\[^D\/^N7UV5V+67X0>LTXFIIRV-6_N>V\\1[HW]_X^+]@@B$9NDS3Z@A^D0_.R/'!ZW#+I'+'[S:2W+^-S//']U[KW7
NO=>]^Z]U[W[KW7O?NO="GT9O' M_1WWW]DG/]A^3HD+AS@M!M%H$/VRI>=V!>?<=P$*KRO1KSNE8!V&E+(V6\I;ND$(U?X=L6CD_S/UO?$7/KSZ]_NA'6_7X3^V<]UOQB[Z\#FOU%:.P^GY$NEYY=P.

*ZOJ+:6*E-+UKK-MI30U>&EN!^FU[R2Z^13KWOW7NO>_=>Z]!]U[KWOW7NB?_P PK_L@3YQ?^*?_M "7_ /?+[U]^ZU\,?W[KW5GW\E/_M[?_+E_\7 Z._\ >XQ7OW7NOM=>_=>ZMI*_X4:=5Q]O?R6OG?@/MUFJML];,<[4H9?VA+1R=0=D[*[+KJB"24$1L^&VO-M50R:?4\$KH.6]^Z]U\;SW[KW7O?NO=>]^Z]U[W[KW6PS_P)9NV%ZM_G6?%V-MBJ:C[7%=KX/N?J?*RF>.%2V=ZDW?N#;M.RR1L*C[S>>UL9"J!HVUR!@6T^-_M=>Z^N_[]U[KWOW7NO>_=>Z]!]U[KWOW7NL2661RJ1QQHI+,2
+GW[KW7P8N^>QI.X>\NY^VY3(9>QI3,%64R;MWW?F-S.956*!1(6R9U (@O\ V1]/?NO=(K:&U\MO?=FU]EX&)9\[N-<6%VOA M8'$Q6;+9_)4V)QT3"GAJ*@K)65: ^.-WL?2K&P/NO=?>RV;M;&;&VAM796$3 MQ8,9^V\'M;$1Z(HO'C-OXREQ- GC@2.&/12TB#2BJH^@ ''OW7NJ)?\ A4=_ MVXH^]^Z]U[W[KW7T^_P#A%3_VZR{\
M_P#%_P#M/_X'7XJ^_=>ZV_??NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7PWOY MD/R(E^67SY^8'R*^^_B&,[5^0?9VX=JU'D:41["BW/7XKKNA25PK2QXS8N.Q MU,K674L0.E?H/=>Z)1!]U[KWOW7NO>_=>Z-__+\[[B^+?SD^(_R&^_CQU#U# M\A^I=Z[@J9G6.G;;.*KH&WI1U4K,HBH-ZVGF:ZE8I6(((!"NO=?]^Z]U[W[KW7O?
NO=>]^Z]TC^P]^[4ZKV!OCL_?F7!]O['Z MXV?N;?N\\]5DBEPFU-GX6MW#N+++U)'(I\;B,=-,_^TH??NO=?#T^?'R[WK\\ M?F+\@_EIOR6N7*]S]C9K<>'Q%?
4)4R[2V+2M'ANN=BQ31DQO2[&V'C,=B8V6 M_D6DUL69F8^Z]T4+W[KW7O?NO=+'K_KO?_;&\<#UWU;LC=W9&_MU5R8S;.R= MB; M]L-C]P9SJ;K+X[8K*K!+0GY!]I8_
YG{6:HB@:HR&T>N\9V9O+ M3J[R/3Y# M'4E8(XF(A+-&LGNO=')H_P#A%'_,N?&U\M?\C_@O39>/3_"Z&CWOW[78VLx& MK[_*S?';'U.-L?IXZ.JN/Z?
3W[KW0%=N_P#"/3^;]UK@Y8+&#;[ZQUJ 2,@>Z]U:\AOY=?SO\ BA5U MU-\BOB++\@>IZ7'M,LVXMS]8;I79-0M,Q6>;%[_H,?6[(S5+$1S-1Y">("QU6 M(]^Z]U]:S^0/_P!N,?Y>W_B
,1_[O<]!]U[W_W[KW7O?NO=>]^Z]U\87^?O M_P!ODOYA/_BP&8_]T>!]^Z]U4#[]U[KWOW7NMKW_(1M_P#;W#Z]!]U[KWOW7NO>_=>ZT)_P#A<)W%)3;1_E__!_HZG5%
MFMR=Y=Q;CHQ4*OADVOC-@;*V74O2A6.3[I=WY]5D)0)X6 #ZSH]U[KY[_OW7 MNO>_=>Z]!]U[KWOW7NON3?RX>YG^0_\ +_\ A7W=45BU^4[,^+O1VZ=QU"R& M;3NZNZZV^-XTKRL 9)J#=,=9!(WY>,^_=>Z.E!]U[KWOW7NO>_=>Z]!]UJO MK^;!W1\)<OY9WSN[?I*U<;F=I_%KN6/:UVX]E97:FQ9&6$K*R_P!\
M<[0@@,A((/ZE_4/=>Z^(9[]U[KWOW7NO>_=>Z]!]U[K8Q_P"$JO?E3T?_ #F^ M@LU?_#\!\@MF=L]![G_= M>Z^N/[]U[KWOW7NO>_=>Z]!]U[KWOW7NO>_=>ZHH_P"%#O\
,KD_EK?R[=_; MKV/G8\5\B.]ZB71#X_+#,HR>'W#N/'U$N\.R*:)6,\,?6FRXZJMIJG0\$>=E MQD,MEJ1?W7NOCQ2RRSRRSSRR33S2/+--*[22RRR,7DEED%MU=B[J@H-
TIJ>&"JR61F0PT5-42@#[U[K=@VW_P (@.FE MZL>BW7\ /+LV;NR>A62/-/=>Z7{YHW\IOY3_RG>Z:/JW'8G'Y5:6[J>LRG4O=>S(\C4= M;]H8:BDB2O3%5E7
24M5A]V8!JB),MA:M5K*%I8I%,])44M74>Z]U6+[]U[KW MOW7NKF/Y$/\ ,KR7\L7^8)UEVQH\M54_0W957A4ES5/L_'05=_P *+?Y9/=5=\JOB K[6 M^._S^ZNQ^3RV%W)21/%X\
[4XN#>^S^GM]9*L=Y*BNS>$R63%1/,(WP]).DVK MW7NC*?/3_A2%_)N^;_3!^-\'PS^17\Q?.;DSV+W#L7HANN\CL'UF_MOI6G M9#^]V+W%4]C[?KH8:J> S[?Q&4JI*2JF@>-
H)ID;W7NLG\M^3U\R?F!\I^G M?Y?X?\W+9[=/=?2&[[-P?P;^ %;DL_ESUWMG8<%&_7*[_P 3O++[GW+@=N;/ MEI*:M>AS]?4[NW)G:<29H4M!2PT5;[K6WZQ[!U[K33_X6
[X:BZV^#76R3$I MN7??=V^*BG5G(#;'V_UW@*.:.55J5B4L.PIUC+PNS6?0Z .L@(YTDI';Q>K,?MV!1_EZS?^Y58>)N^_;F1B*"UB!_YJO,Y\O+PA7(I45!J*:0E -5_UQ[!T/#K
MI3MPX="#B5OI_/T_WCW9NAI9#AT)^(7])_K8>T[XZ%ECY="5C5X7_6'M')QZ M%]DO2ZH4X''-P_P'Y]&/0JLUIT]Z-?IQ_OO^1^TS="6T7I2TR\#_ !Y_XI[9 M)ST(K9>'3JHL![9)J>C-
>'7?O76^O>_=>Z]!]U[KWOW7NO=>Z]!]U[KWOW7NOI5_$_K4=._&+X_P#5[4Z4M7L?I_K[9:- JA\]2;8QO\ >&I8)Z/+6YQZ MB9R."\A/O(S:[;Z//;8++:E"D* _;I%?
YUZ^3'WJY*M_KW[OS1D M^4+7$G@**YHD.A1\@.C!>U_48]>]^Z]U[KW7O?NO=>]^Z]T@^T]\T/6'6/ M8W9>3,0QO7FP]WY]R:G;1
*':6W\AGZLS/]31$(,>VHW%A^?,%U.MM;27+?# M&C,?L4$_Y.A)R;R[<]^Z]U[W[K MW7O?NO=>]^Z]U].+I;=3,ZZ=ZFWN\KSOO'K38FZFGD:5Y)FW##M;%9=I7>>26 M9WD-9?
>25G+X]I%-_'&K?M4'KY$.?MF'+G/>]Y]H311TJO5223M ME]*K&ID)-E!-O?NO=?"3]^Z]U[W[KW7O?NO=>]^Z]T?/^5KVD_2O\R,X&]H& MIDI*+:?RWZ!JLY+$\\]^Z]U[W[KW7O?
NO=>]^Z]T4?Y^]GCI3X*,SM_[N.BFZR^*_?^.: M>>22.,G*;9ZJW5EL33P>2>5WBE[KW00=_=>Z]!]U[KWOW7NO>_=>ZL6_ ME#]7MW+_ #2/Y?
G7I@^ZH\I\M^B\MFJ:T1\^V=G[_P +O/=47[TL48U[V_5 M"]V(^H1S9&U]K[<7OW7NJ ?^%1W_;BCYS?^6S?_8?Q]^ZJU\@7W[KW7O M?NO=>]^Z]U[W[KW7T^_^$5/_
&ZR[_\7_[3_P#@=?BK[]U[K;]]^Z]U[W[K MW7O?NO=>]^Z]U[W[KW1,?YC'=3_'+X"_,O.GJ8:7*=7?&'NW=NW'J&*13;N MQW7F?.SJ$LO*MDMTO1TZ_P"U2CW[KW7PU??
NO=>]^Z]U[W[KW7O?NO=>]^Z] MU]S#^7=W*WR'^!/PQ[PG]XZW)=H_%_H]>.?EB21%CW5E^-N-NS[MHBLEV$F.W M-W]3O8KI>(E69,,?=>Z.1!]U[KWOW7NO>_=>Z]
!]U[KWOW7NO>_=>ZU?J^%: M_P Q)_C5_*NSW4FW,G)0;Z^8G8&IZ3I2E!6TW7.,23?G:N07R_MG'Y##[?I M=O50 :0Q;A](!O)'[KW7RB??NO=>]^Z]T,OQXZ!
[5^4_=_6'QWZ1VO5;Q[5[M>W=C-F;,P%+J5:C)9&1C-79&]"/'C,#A,?%-79*MEM!0X^FFJ)2L43L/=>Z^
MP9_*%_DS_&G^4STICMNI'P^'WY\BMT8>A/=GR+RN'@&ZJWYEX*=\AM_:4U4M M17;,ZOH*Z+_(Z]!]U[KWOW7NO>_=>Z]!]U M[KWOW7NO>_=>Z]!]U[KXPO\ /W_[?)?S"?\
Q8#,?^Z/ ^_=>Z]!]^Z]U[W[MKW6U[_PC;_[>X;C_/%0.Y?_'MNH??NO=?4[]^Z]U[W[KW7O?NO=>]^Z]U\ MQ3_A:AV!/GOYE70?
7T4LC8WK_P"\&T,BT+B95BW!O;MWN&IR;0]TA@>.7"8/ M%7=%5BX96)"+,W7NM/+W[KW7O?NO=>]^Z]U[W[KW7UYO^$M?.#]F?R3_ (I4 MU5/)4Y3K+*=T]7Y..0SGT8'N,?&7V]
AGB0>.BV=N'&P#QO+&/'8,IO&GNO= M;"7OW7NO>_=>Z]!]U[KWOW7NM;G_ (5A]GGKS^2OWS@(JN2CJNXNR.A*L*62
M&22*:41]H8\LO(TB2Q3PNL=9ANMZF*9;.LM.\D;*5Z]U\OWDW[KW7O?NO= M>]^Z]U[W[KW1O?Y?G:K=&?.[X9=R"=:>'K'Y2]";VKWD!:&3$[>[0VODLS35 M"K-3,]+68F":&4"2,F-V
=3ZA[KW7W._?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[MW[KW7R/^%/_/,*G^;ZK[3P]-5-LKL7;Q9X9A586NJ&B MK*=)81D\34U=!(XAJI/?NO=?%3^0/1?8_P
8^[^UOCUV]AOX!V9TUOS] M,8C2RTB9O;&3GQM15XNJF@IFR.#R:PK54%6$6.LHHHD]$BGW[KW00=_=>Z] M[]U[KZT"_'6\'8/)\U_Y:FVNL-YY5J_N?
X6UV*Z$W@:JJEJLCFNMWK\6U9T=O M&?RO-*D-5M"BGV^3)(TL];MBIG(594'OW7NMECW[KW4(8['Y.BJ,;E:&CR> M/K(S#5T&0IH:RBJHB03%44M2DD$\9(!TLI"OW7NF?!['
7T4LC8WK_P"'&T,BT+B95BW!O;MWN&IR;0]TA@>.7"8/ M%7=%5BX96)"+,W7NM/+W[KW7O?NO=>]^Z]U[W[KW7UYO^$M?.#]F?R3_ (I4 MU5/)4Y3K+*=T]7Y..0SGT8'N,?&7V]
AGB0>.BV=N'&P#QO+&/'8,IO&GNO= M;"7OW7NO>_=>Z]!]U[KWOW7NM;G_ (5A]GGKS^2OWS@(JN2CJNXNR.A*L*62
M&22*:41]H8\LO(TB2Q3PNL=9ANMZF*9;.LM.\D;*5Z]U\OWDW[KW7O?NO= M>]^Z]U[W[KW1O?Y?G:K=&?.[X9=R"=:>'K'Y2]";VKWD!:&3$[>[0VODLS35 M"K-3,]+68F":&4"2,F-V
=3ZA[KW7W._?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[MW[KW7R/^%/_/,*G^;ZK[3P]-5-LKL7;Q9X9A586NJ&B MK*=)81D\34U=!(XAJI/?NO=?%3^0/1?8_P
8^[^UOCUV]AOX!V9TUOS] M,8C2RTB9O;&3GQM15XNJF@IFR.#R:PK54%6$6.LHHHD]$BGW[KW00=_=>Z] M[]U[KZT"_'6\'8/)\U_Y:FVNL-YY5J_N?
X6UV*Z$W@:JJEJLCFNMWK\6U9T=O M&?RO-*D-5M"BGV^3)(TL];MBIG(594'OW7NMECW[KW4(8['Y.BJ,;E:&CR> M/K(S#5T&0IH:RBJHB03%44M2DD$\9(!TLI"OW7NF?![-
VAMB6>?,>U=M[>G MJHUAJ9L'@\9B9:B)&UI%/)04M.\T:OR%8D \^_=>Z4GOW7NO>_=>ZT'/^%=^ M\OOOE1\3.O?N$;^Z_0&Y=Y?:AZ4R0_W[[%R.$^X:-
%%NB7W+K#1RON^Y$&DNXI%7.?"A5Z>F/'\LY%<4Z MU/: O0H8@?I_UQ[3.>A=8CAT)>,' MZ?\ 7'^\V/M$_0PLAD=+NB7@?[[_]HW/0LM%P*]*JC7@?ZP_WD^T[G/0EM
M%QTI*=?I_P"P_P"([LMPZ$-LO3A[9Z7=>]^Z]U[W[KW7O?NO=>]^Z]U[W

I8B9F$\,B_:;DWA0S+IUZGC"LI0L1[KW7UT_?NO= M>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=?)_X5U]:_W%_G+]@;H^V\'^F? MHCH?LKR^+Q_>_P
+VQ5=/?'5JEMXM.L:=">Z]UK%>_=>Z][] MU[H[?\M;N;_9>?YA'PF[KEJ9*7&]<_*/H_<.X7BJOLFFVC#V'@*?>5":LG13 MQY':M164[LP9 DIU*RW4^Z]U]QWW[KW7O?
NO=>]^Z]U\6+L)73LKL%'5D=-\ M[L5T<%65ES]>&5E-BK*18@^X-E_MV_TQ_P /7_=VST-+'R'0H8@\I_M_]ZM[3O@= M"VQ/0FXMN%_WWU]H9.AC9-
TO:%O2O^^_'M&_0NLVP.K.OY4_RD'Q-^:/56^\ MKD1CMA[NJVZL[.EEF:"CCV5O>IHJ23*U\@-A1[6W#38_,27#77'D 7-P:\N[MC^[-WCG8TA8Z']-+&E3]AHWY=07][+VF_P!>/V)W?
EVTB\7F*R3Z^P %6-U: MJS"-!_%<0M-;#AF8'RZ^BA[G+KYJNO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWO MW7NHU)1TE!$\%%30TL+U-;6/%3QK$C5>1K)\A7U+*@ ,U9754DTC?
5Y'9C>Y<27#L\@1%!8DG2BA$7/DJ*JJ. 4 # ZD^]]-=>]^ MZ]U[W[KW7O?NO=>]^Z]U#R&0H\305V4R-1'28_&T=3D*^KE)$5+1T<+U%542 MD D1PP1LS6!X'O3,%4LV%
J>G[6VGO;F.SM5+W4LBHBCBS,0JJ/F20!U\QWM MC?55VCVEV5V97"85O8F_]Y;ZK!4OY*@56[MQ9'/U J)--EU.;JZDN6XR2,W^]$G_+U]=_)7+D/)W)NT\HV^GZ?:MLM;-=
(HNFV@2%= M(H*"B"@H,>0Z0'MCH3=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[MW[KW6RE_PFZQ\\G;7R=RJF/[6BZZV'CY@6(E,^3W+F*FF*)I(:,1XF74;@@Z
M>#]^Z]U[W[KW7O?NO=$_\ YA7_ &0)\XO_ !3_ .2__OE]Z^_= M>Z^&/[]U[JS[^2G_ -O;_P"7+_XN!T=_[W&*]^Z]U]KKW[KW7O?NO=>]^Z]U M\P?_ (6C=6+M3^9?TKV=1T_BH.V?
B/L]:Z634&Y":%7W7NM/_P!^Z]U[W[KW7O?NO=>]^Z]U]63_ (1^]IGL#^3U MB-H-5-,W1OR2[NZQ2!VF/V<..?:W="Q1K+'&BPRS=MR2#Q%XR[MZM>M5]U[K
M:4]^Z]U[W[KW6F%_PMC[0_@7P-^*W4$-5X*GL?Y5G>T*-IEK<1U;U5O?&55 M/):LC,E"E>SJ"5T-/*IFCB8R1E567W7NOFB>_=>Z^@]_P (=^KGIMI_S"^Z MJJ%F3,
[B^/O5V#J"A5(7VUC>TMV;IA603D3-4C=>'8@Q*8A$"&;R,%]U[K?: M]^Z]U[W[KW5 /_"H[_MQ1\YO_+9O_@P_C[]U[KY OOW7NO>_=>Z][]U[KWO MW7NOI]_\(J?^W67?G_B__:?_
,#K\5??NO=;?OOW7NO>_=>Z][]U[KWOW7NJ MU/YRF]AU]_*>_F+[D%1]K*_PX[^VS25(EJ89*?(;YZYSNQ\;-334@,\59'7[MBC,+"P68*6*K_=>ZW]O^$-^R@U1_,A[%GU
Q0_%S96+T2PE'$[] M\YW/?<0F$U"M']MC?"RR*C!I0RL0I7W7NOH!>_=>ZU,?^%EVQQNC^4[LC)WJ+5+T=37;LI2\5.=;2QQ.PT1L1[KW M7RU??NO=>]^Z]U[W[KW7V4_^$[6_#V-
_)8^ .X#4-4_P[J;/;#\C333E1U9V M?OSK$4X>>*%U6D&T/$$ *1A B,R*K'W7NKI??NO=>]^Z]U[W[KW7O?NO=?.1 M_P"%ON-KHODK\%,Q)3LN-KNC>T\;251:,I-78K?
V%JLA3J@_=>Z][]U[KZ6O_"+7Y8P]A_##Y!?$/-959MR?'#MZ MG[VICYCXY(NL.\,?-4BEQZ,?\JAQ78^S\Y4U3)?PMF( ]O)'J]U[K=#]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=?&%_G[_P#;Y+^8 M3_XL!F/_'1X'W[KW50/OW7NO>_=>ZVO?^$;?_;W#Z][]U[KWOW7NO>_=>Z^*+_.L_[>W_ ,QK_P 7 [Q_][C*^_=>Z*!\ M3_\ LJ;XU?\
B?\ IO\ ]^+MSW[KW7W>??NO=?!F^0FP_P#17WYWAUAX?MO] M'';_ &7L/[?[?[3P?W0WGFMO>'[3[BK^U\7\.T^/RRZ+6UM:Y]U[H(/?NO=> M]^Z]U]17_A&+V!_>C^5AV?
LVHG9JOK+YB]F8BEIF\SB+ [DZTZZW;O^$16RFK_EU\U>QO"S+M7XX[-V4:@-1A(FW_V;19U861_\O9J@ M=:E@8OV0(SY?48O?NO=?2*]^Z]U\$;M?_F:797_A_P"\?_>BR/OW7ND!
[]U[MKWOW7NOL<_\ ";S_ +RUZR_DF?-"IBF\>2WKC.J>M,7'JC7[EM\=U]=XG.0ZI(Y1Z-I-D9;!=3>.P M*$ZU]U[KX^7OW7NO>_=>Z][]U[K<5_X15[!&<_F1?(7L&HIY)J787PXW3BJ:
M0)4K%2YW>W<'3\=%.]1#-'!Y&PFWLE$L,J2+()&D4!H01[KW7TX_?NO=>]^Z M]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=?-I_X6Y=??PWYD_#/M3P*O]_C+N3K M[[D>'5+_*,^T\
[N/P'34-4::?\ TM:AJB1+RG2[G6(_=>ZTG??NO=>]^Z]U MR1VC971F1T8.CH2K(RD%65@0592+@CD'W[KW7W>OBGVP.^OB[\;>\UG^Y7N?
MH/I[MA:GQQP_<#L7KS;N\!/X8I)HHO*,QJTJ[JM[D<^_=>Z'SW[KW7O?NO= M?&5^1I_YR0^0'_B;NUO_'O,_P"X2N_]S)?].W^$]=L.23_R&]N_YXH/^K2] M!_0G]/\
L/;D74K;>>'0@8D\I_L/^(]N,,=#2Q/0HXEOTV__WGVG;H6V1X M="7C&X7_%A_O O[1/T+[)N'2\H7MI_UA[2,.A9:-CI5TK?I/]#;_??[?VF; MH2VS<#U]$'^4W\HC\JOA/U=NG+Y$Y#?_
%_2GJ3LIYIUGK)]S;)I:.FH,U62 M7$DM3NG:=1CLG,Y1!]U53(MPFHS?RSN/[RVB.5C6=.Q_M7@?S6A^TGKYO/OC M^TO^M![\;MM%E%X?+>Y-^\;$ 44073,SQ*. 6WN%F@45)\.-&-
-5!9-[/^L6 M^O>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][M]U[HEG\QCLP]1?!GY1;WCJA0UD/4>Y-L8JL+*C4F<[!CBZ^P-1"6])J8) V^07
M$B\=4-D3>S*?Z)BMW#'R6IJ./7SI?>/O7U.]>]^Z]U[W[KW7O?NO=>]^Z]U[MW[KW7O?NO=>]^Z]U[W[KW7O?NO=;-O\ PFR_X_?Y9?\ AJ]1_P#NWW][DGVZ
M_MKO_2Q_X7ZY%?WL7_*O\D_\]FY?]6[/K;]REUQ8Z][]U[KWOW7NO>_=>Z) M_P#S"O\ L@3YQ?\ BG_R7_\ ?+[U]^Z]U\,?W[KW5GW\E/\ [>W_,N7_P 7 M Z._]
[C%>_=>Z^UU[]U[KWOW7NO>_=>ZT-/^%PW51K.OOY?7=]-2,HV[O'OG MJK-5Z13,LYWEA.N-W;8I*B;0U/$U+_<3+O"I9'<32D!PA*>Z]U\]+W[KW7O? MNO=>]^Z]U[W[KW7T/_\
A#WVF*_J?^8!TG-4:&VGV'T;VGCJ5S&OW ["VWO_ M &EFJBF7SM+)]F>L:!9SXE5//%ZF+V3W7NM[GW[KW7O?NO=?.W_X7"=FG(]Q M_ #IJ.?2NS^L^\NS:NF220>4]C[IV#M7'SU,
(?Q2?;CJNJ6!BNI/+* ;,1[] MU[K1/]^Z]U]3;_A&]U8VQOY3>X]\U%/IJ>ZOE9VSO.EJV$@>;";:VSUUUA24 MREX(4:GI_=>Z][]U[J@'_A4=_VXH^]^Z]U]/O_A%3_P!NLN_/_%_^T_\
MX'7XJ^_=>ZV_??NO=>]^Z]U[W[KW7O?NO=4*?*<=[#8_P#)"^;=5%4>&NW' MC.F-DT$8EJ86JSNWY"]48C+4ZRTPN-.W)ZV5EZ^/E[]U[K MZ6O_ B6V5]A\#?EGV-
ZK[J^7)V5S+"4_P!^!TWUOG1IA6%:B-O^,EZW0_?NO=:_/_"HS8Z;U_DA?,254UU^S*CHG?&-N\$<:OB/D+U;1 MY9Y&F@F?T[:RE<46)HI'ET+JTED;W7NOD&^_=>Z]
[]U[KWOW7NOK$?\ "1C? M3;M_DS=<8!IFE'5_>7?6Q41ONK4ZY#=T?99A3[AFBTL_8AD_8"Q7D-QY/(3[MKW6SA[]U[KWOW7NO>_=>Z][]U[KYYO\ PN-HJR/L?
^7+DGHEH*O9/R9HJ:L M:-A3SUF/SO24]=312VTO-2PY.G:11RJS(3^H>_=>ZT.??NO=>]^Z]U[W[KW5 M[7_"<;YU4OP/_FH=';GW5EH\3U/WU]Q\9NVJNJJ8Z3'8W
=IY3#1[3W+D*FI M9:.@Q^T^T,1@J^NJI+>#%PU8U*'8^_=>Z^P][]U[KWOW7NO>_=>Z][]U[KWO MW7NO>_=>Z][]U[KWOW7NO>_=>Z^,+_/W_P"WR7\PG_Q8#,?^Z/
^_=>ZJ!]^ MZ]U[W[KW6U[_,(V_P#M[AN/_P 5 [E_][;J'W[KW7U._?NO=>]^Z]U[W[KW M7O?NO=?%%_G6?]O;_P"8U_XN!WC_ .]QE??NO=% ^)__ &5-\:O_ !/_ $W_ M
._%VY[]U[K[O/OW7NOB8_SD]B#K?^:__,4VNE+'14_^SB=][EH*.".BAIZ3 M%[Z[#SF^<334L&/9J6GHX,;N.)88QI:.(*KJCAE'NO=5J^_=>Z][]U[KZ&O_ M AVW_'6]:?
S#NK7D5)=M[Y^/&_Z:%SKU>]L!VQMVNDIQ]TTTZTC=?TXFM M BQ&>*[N9 J>Z]UOA^_=>Z][]U[K4>_X6=;Y;;7\JSK#:E/4Z*GL;YE]7X6J
MI%J9(7GPF!ZO[JW=5U#1*C)5T]+F<)CE:-BH629'%R@'OW7NOET>_=>Z^A/_ M ,(BR/OW7ND![]U[KWOW7 MNOL<_P#";S_MR5\"/_# ["_]_CVC[]U[J[_W[KW7O?NO=:CW_"SCL-
MJ_P J M_K/9=-/:J[0^8G6>%JZ;3)^[@-M=;=P;QK:CR_:RP#[?.X7%KXS)%(_EU+J5 M)%]^Z]U\NCW[KW7O?NO=>]^Z]UOQ?\(<-D"?<7\QWLB>F53C,+\8=D8NL>CA M=YAG*
[O//9ZFIZ\M]Q3K3?W>QK30J-$QEB9C>)??NO=?06]^Z]U[W[KW7O?N MO=>]^Z]U[W[KW7O?NO=>]^Z]UH>?\+B]E?>]:?RZ^Q1J']VM_)'94FF6%5D M_OQ@.G,[#Y83":B9HO\
1Z^AED5(@[AE8R*5]U[KYY7OW7NO>_=>Z][]U[K[M)_\ PG8[3_TO_P ESX$[D>J6HJ-O]59GJRI75"9:7_0SV)O/JBBI9XX8X?"P MQ>SJ=XPZZV@=')?5K;W7NKJ??
NO=>]^Z]U\;KYC8VCPOS%^6&&QT9AQ^)^2_ M>V,H86DDE:*CH.TMU4M+&TLK/+(4AB4%F)8VN3?W"E^ M]*!P$K?\>/7:+V\ MF>?E#:9I/C?;;5C]IA0G^?0+4)^G^P][A].I?
V\G'2^Q36*_ZX_WL^WCT-+$ MXZ%#$-^C_&WM,_0NLCD="5C&_3_OOS_QKVDD'0MLCPZ75"_T_P!8?[[_'CV MD<="JT?A3I64CW _Q /M,W0EM6P.MA'_ (3[?*'_ $4?
'.=!;AR'@VA\B<" M;#I,UH*7L_94%=F-N.))&\=,F;V]+E*%@ &J:MJ-+DJH]C#DC%,+ M>45PD8G;S)ZW7__=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z M]
[]U[KWOW7NO>_=>Z][]U[JAS_A0CVBNT?AKM/KFFJ N1[<[?V_1U5*6"F;: M^R<9E-U9.90'#.:?ND7]V M#R<=\]^KWFJ5:VNQ[',RM3A<7->V@!!--+7W#O7?KKWOW7N
MO>_=>Z][]U[KWOW7NO>_=>Z][]U[K:1_P"$U$$#3_,^ MI:&)JF&+X\015!C0SQ05+]X25$,2EB9U! 8QJ3Y.ZXW=>]^Z]U M[W[KW7O?NO=$_P#YA7_9
GSB_P#%/_DO_P"^7WK[]U[KX8_OW7NK/OY*?_;V M_P#ER_\ BX'1W_O<8KW[KW7VNO?NO=>]^Z]U[W[KW6JO_P +$.K/[^_RB%WG M'2K)-
TA\GNFNPY*L+")J:@SV/WMU#/$97DCF^UJ:[LVEUQH'U2)&S)9-:>Z] MU\J_W[KW7O?NO=>]^Z]U[W[KW6XO_P (K^V#M?\ F,?(J6JJ5@QW;'Q.SV8
MI(6D136[JZU[,Z[K,73I$P#2,FV=T9N:ZM=1$?202R>Z]U].'W[KW7O?NO=? M*J_X6'=E#?/\WQMJK*SCIKXO=*]=O$4=%AFR^1WWVVP!-/ LK/#VA&2X:;BR MEQI\Z]
[]U[KWOW7NO>_=>Z^GW_PBI_[=9=^?^+_] MI_\ P.OQ5]^Z]UM^^_=>Z][]U[KWOW7NO>_=>ZU6_P#A8A8AO<[4_E!#_R#$M7-3"L%!B>P>R/MGAB4ID%4]?>;PR613$)0=
<:@^Z]U\JOW[KW M7U=O^$A6RUVM_)OVCG FD]D?(3O7>C-Y8Y/(U#E\-UYKT)&C0678070Y=CIU M7TL%7W7NMH+W[KW587\ZK93;_P#Y27\QC)JUTGQ"
[NW@BI*8F=NN]E9/L!8 MU(AJ"[2G;&D1A092=&I-6I?=>Z^*)[]U[KWOW7NO>_=>Z^EW_P (F-\?Q'X# M_*WK@MJ;:7R[FWF 4]21;_Z;ZSPRJ)?.Q:,R]<.0GC0(Q8ZG+D)[KW6Y[[]U
M[KWOW7NO>_=>Z][]U[K0R_X7'[7DJ]@_RX-ZA*PQ;?W?\H=KO*B X])-WX7H MG+1)4R:"R5DB['_=>Z][]U[KWOW7NO>_=>Z^QO\ M\)_YD"_S)?YZO!]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW7O?NO M=>]^Z]U[W[KW7QA?Y^__&^2_F$_^+ 9C_W1X'W[KW50/OW7NO>_=>ZVO?\ MA&W_AO<-Q_^*^@=R_P#O;=0^_=>Z^IW[]U[KWOW7NO>_=>Z]
[]U[KXHO\ZS_ M +>W_P QK_Q<#O'_-[C*^_=>Z*!\3_^RIOC5_XG_IO_ -^+MSW[KW7W>??N MO=?']_X4^;'38_\ .]^:45,FF@W34=);XHM3P-([[F^/7559F7D6G@ITBON5

Z/M[I_K3M"E>&PB>FW_M ++PNZX&BLD8\;198%?2O'X'T]^Z]TF_EOV>W27Q3^3?L M!VW_ #HO@+MIZ5JJ'!]M9;L^6VL)3GIKKS>G;-+52NL],$6&OV7$5U/9Y"J: M9"PC? W7NOLJ>_=>Z]!]U{KWOW7NJ ?\ A4=_VXH^]^Z]U[W[KW7T^_P#A%3_VZR[_P#%_P#M/_X'7XJ^_=>ZV_?? MNO=>]^Z]U[W[KW7O?NO=?,O_ .%K^]CD_P"8A\9.OXZCS0;0^&^$W+)$DM-) M'2Y#?'<_;U#40R)P5CT&R:21UD-C#)$R@:B6]U[K391&D9416=W8(B("S M.S$!550"69B; #DGW[KW7WNNK-FKUSUCUQUZC1NFQ-A{0V:CPS2U,3KM?;^. MPBM%43PT\\\;"ANKO&CL.2JDV'NO=>+SW[KW7O?NO=?$@_F^[# T;=P U^#8A MM%:=]2EI?F3\A\OBZ5H9H?ML'NOL_<>[,# BU$LTTL,.%SD"QRLQ\R 2?1K> M_=>ZKF]^Z]U[W[6WRO_ ,)*]^':\'\Z?I7;_ -PT/^E/J,Y [#,:S31"K&.Z MPS/9WV[I%%(E0JGKGRZ)"B Q!PVM55O=>Z^M#[]U[KWOW7NO>_=>Z} [!U[HB MG\S_*7D^0 \N?YP],4M+45N6WY\7.Z\9MFFI8EGGEWE2;"S>7V4(X"K&HT[MMQU$3&NEY%!561B&'NO=?#R]^ZJU[W[KW7O?NO=>]^ZJU[W[KW1F?AQ\L>V_ M@Y\F>G_E1T?F&Q/9^3^[' <=!!)+/'BMS8=@[#NG8^Y(Z9XIZK:N^=M5=7BL ME$C)(U'5R>-TD",ONO=?:K^#7S)ZB^?OQ8ZA'5W2>0^XV7VIMN+(U&&]*R$? M,{(W90R/C=X{ W*L2QB+<&S=QTM10SL$6*H$2U$!>GFAD?W7NC:>_=>Z]!]U M[KWOW7NO>_=>Z]!]U[KWOW7NOC"_S]_^WR7\PG_Q8#,?^Z/ ^_=>Z]!]^Z]U M[W[KW6U[_P (V_\ M[AN/_Q4#N7_ -[,]'W[KW7U._?NO=>]^Z]U[W[KW7O? MNO=?%%_G6?\;V_^8U_XN!WC_P"]QE??NO=% ^)__94WQJ_\3_TW_P"_%VY[M]U[K[O/OW7NM&+_A<%L/^(!|_ 7L_P .K^Z';_=.P_N/M]7B_P!(^S-E[A\/ MW?W"^'S_ .BO5X_$_E\=]:>.TGNO=?.D]^Z]U[W[KW1L_@/V"G4WSH^%_:NKJ[M+QM'4,0GAW'E:U%,86-T4. 2Q9O=>ZU]O?NO=? (EEEGIX:"HFEEHRSR)&BR,2P47M#[U[IXWOW7N MO@C=K_\ ,TNRO_#_ -X_^]%D??NO=(#W[KW7O?NO=?8Y_P"$WG_]DKX$?^&! MV%_['M'W[KW5W_OW7NO>_=>Z^3%_P *U\X^6_G2]RT#4RP#;'47Q_P<]^ZJU]AW_A_MWA(MO_R_@A00SR5'5&W.Z,V9)55&67]^ZJU[W[KW7O?NO=>]^ZJU[W[KW7O?NO=4_?S^\$-Q?R:_P"8 M1CSCFR@I^@LIG? MEC>4Q':VX-O[F7(E4Y"XZ^,1[]U[MKWOW7NO>_=>ZVT_^$9F[QMW^;#O_ 4DT*)O[X9=M[;B@GJ7B\U7C>S.D=YQ MO20 A*JNAI-K3V!!*4[3,/H??NO=? 4E]^ZJU[W[KW7S/^%2.UAM[^:WG\L(MH8SOKH,IO=3/$'T[23FDLJ,LGRU(F58TF V<$ B+1^-$)).LN!&/-B-:=T>]QJ M?\(_R==+/HNZ'C\,<-2? OKA/+%2LF*>7ZEM?"B;Z>PW'UE[M[<_ MEGC7L1_L/]_O'M_=>Z]!]U[KWOW7NO>_=>ZKU_MFK]H-U+_"_/DSN&&41UV>V$>MJ! Y2667M/+8WKVL-.PLWFI,3N.IJ.""%A M)'T]D'-%S])L-S/(B:/0/]N0G^ D_EUD_P#^*@ M#;HY+U=7R:2!$^9<#SZ^>Y[@/KZ?>O>_=>Z]!]U[KWOW7NO>_=>Z]!]U[KWO MW7NO>_=>Z]!]U[KWOW7NO>_=>ZWQOY(>W?X%_+@Z4K&B$,NZ2X]'+L)\V9S_P ;8?X!U\W7]X7N MG[Q^];S! &U)9V^W0#((_P"2?,2&,!3A1YF!!R&#?9U;/[%76%'7O?NO=>]^Z M]U[W[KW1/_YA7_9 GSB_\4_^2_\[Y?>OOW7NOAC^_=>ZL^_DI_]O;_Y]^ZJU[W[KW7R ?^%/?5AZM_G8?,%8*? MP8CL.3J3M/#$B0-4#>/3.PI- Q5#:H(8CKWO194*8S(NA1];R:U7W7NJ!??NO M=>]^ZJU[W[KW7O?NO=?9U_D!=IMW%_)J_E\;M:H^Y.(Z$QW5GDO(VE>C-Q;A MZ26GO)45+?Y(O7PBL&"C1941;(ONO=0_^%!? 9S=1_P F3^8)NI:F2D.5Z0/6 M/EB,@9U[LWEM3IEJ8F,%O'6KOTPO?TE)#]J-_?NO=?&6]^ZJUM>_\(X>K_[\ M?S:,[O6:EUTW3'Q4[.0T=2/O*0%;]KV1/)3LT, M4I$A"M%)[KW7U._? NO=>]^ZJU[W[KW5 /_"H[_MQ1\YO_+9O_@P_C[[]U[KY M OOW7NO>_=>Z]!]U[KWOW7NOH]_\(J?^W67?G_B_:?_ ,#K\5??NO=;?OOW M7NO>_=>Z]!]U[KWOW7NOD[? *YMZMNK^H_>O(0/VA%[]U[JA7XC[*_P!)7RN^,?7(TWW_/(7!?90 MURS0)_OZNR-M8+U34T-340K_)?RT<Z]!]U[KWOW7 MNOCS_P#"F78IV#_.Z^<-!' L5%N'/=1[ZH98Z1***K&]^@NK-QY.>.))I_(T M>?KZR&68D&>>)Y"]ZM(]U[JA_P!^ZJU[W[KW5QG_GWWTW7?\YG^7UGUF: MY#O*+8I=?NKO[%&$&Z? Y4&Q-T14L; MU'6GS$ZGW++6".B^XI\7FNO.XMC55,)ZADJA1U>2W31-)'!J9Y88F9=$99/= M>Z^6S[]U[KWOW7N15+#6U>-K:3(X^IFHZ^@JJ>MHJNGD:*HI:NEE2>FJ8)4(: M.:":-65AR& /OW7NOO==;[PI>P^N]A;_*+Q_9[YV7M;>%)X4J(XOM=S8.AS M5/XHZN.&K2/Q5HTB5$D _4 ;CW[KW2T]^ZJU\4_^=QO9NP/YNO\ ,8SKRK,: M#Y;=QD)#K'51@+UINJMZX2(K62S2EHVH+ B)RI:)5C**/=>ZK/V]@ZI\\8(VR6X,QC,'CUE9UB:NRU;!04@E.-)9%C-14+]*JQ ^@/T^)>ZJU\S!X M>BV]A@6.0RRK18RDAHJ5992 9)!! NIC]3S[]U[IT]^Z] MU\$;M?\ YFEV5_X?^\?_ 'HLC]U[I >_=>Z]]U[K[/_",S_MR5\"/_# [M"_\ ?X]H^_=>ZN_]^ZJU[W[KW7Q[?^%...;I=P?SROG974<=1%##!F.A\(ZU*1 MI(:K;7Q;Z0VY72*(I9E-/+78J1X22&:)E+*K$J/=>ZH9]^Z]U[W[KW7O?NO= M?9Q_X3^X^FQG\FC^7S34M)'112=$4>0:&*(0JJ3E]T;ERM95E !>3(5E;).[M_P"['D+]^Z]U[W[KW7O? NO=>]^Z]U[W[KW5?\?X M["5&X/Y3O\R&@II889*?X3?)3-L\^O0U/MGJ?=&Y*N)?&CMYJBEQ3QQ\:?(R MZB!_=>Z]]U[KWOW7NMD'_A)[NC^ ?SL_COB?O(Z;^_'7GR'VOX M'A\K9'[3I3>>]/LXG\;_ &TB?W0^X+W2Z0_E_7I;W7NOK;^_=>Z]!]U[KY]/ M_"O/:347S7^,F_"MDW)\7%VB\'DAU-LGMCL'LOB,8B30.P =2NS-JLP4*I: M/.<4_P S+_C;VO3AT-;!L#H0\5)]/]]S[TW0OM&QT(..D_3_ (6_ MXI[88=*2T;ATN\?)^GGVE<=*2U?I7I\V$8?F/EECN,)SJ-NBTOHQ2N#;UGI2I>WC%0"> MM_W,_7SR=>]^ZJU[W[KW7O? NO=>]^ZJU[W[KW7O?NO=>]^ZJU[W[KW60%_P MHO[.?_QLZ5ZHJS[:I(}I:.KU-RUD".!)D,#UMMJICK*5XR?72QYW?&,G8@76 M6&/D D$ >X-SX>W0VH- #)+7[0@_SLI_9UU%_NK^4%W/W8Y@YTE37#M.R+ I(MPDU_.I5@?)C#:7"#U5GQYC3O]Q'UW7Z]][]U[KWOW7NO>_=>Z]!]U[KWOW7NO M>_=>Z]!]U[KWOW7NO>_=>Z] [!U[KZ'_\L3;?]U/Y? Q0Q9A\'W746"W)H_RC MU?WREK-WB;_*OW/\H&=\G\[?]_;_ &]/N?\ EJ/PMAM5]80?]Z[O\O7RY?>] MW;]]?>.YUO-6K1ODT%>W_B*%M:=N.WP:? Q8[NZO1[O9YUCAU[W[KW7O?NO=>_M]^ZT3_^85_V0)\XO_%/_DO_.^7WK[]U[KX8_OW7NK/OY*?_;V_^7+_ -+@ M=!?^]QBO?NO=?:Z]^ZJU[W[KW7O? NO=>]^ZJU\R/_A:GU7_=K^8G\=^V*6G\ M%##VE\3,+@JN01V6LW-UKVAV-#D:HSF=B\@VYNW#PE/&@185.IRY">Z]UIQ^_ M=>Z]!]U[KWOW7NO>_=>Z^JA_PCO[3_O[_* (;9DE4LDW2'R>[EZ\C1"T(FI]# M/8_9/;T$HB2...;[6IKNS:K1(Y?5(DB]]DT){KW4S_A81V:-B?R?ZS:8F6-NZ M?DUTGUQXB7USQX>#>>7; [A52EJ!!CDZL1B6>!00!Y"Q6*7W7NOE1^_=>ZWUO^ M$_.6!J=Y?S"^YZFE51A=L_'WK#"UK:&>-<[GRO:6Z]STL6F?7$M+_ '1Q#R:X MK2&9-#>AQ[]U[KZ$7OW7NO>_=>Z] [!U[@'_(5'?]N*/G-_Y;-_\&\???N MO=?(%]^ZJU[W[KW7O?NO=>]^ZJU[O\ X14_]NLN_/\ Q?\ [3_^!U^*OOW7 MNMOWW[KW7O?NO=>?;M-Z]U[W[KW7QM_P#A1EO5M_\ \ZWY]YUIFJ#0=G;2V5K9 M:-2J]:J1===ZJU]K#W[KW M7O?NO=>]^Z]U\J[_(6);&7:7\WR+/K2K3GL_P"*W2F^7E6&EB-G/EJ61.O!!KG_ '0(0@_;6/W[KW6JQ[]U[KWOW7NC?_R]]\? Z,OGQ\(>Q MRVA=@_+OXV[SD)3RKXML]R;,S,JO%YZ431O%1$,ADC#J2"P!O[]U[K[G/OW7 MNO>_=>Z]!]U[KWOW7NO>_=>Z^61_PL-^+.,IK1) U12[4P&V,^HTL6:7*.W&I[M[KW6]!][KWOW M7NO>_=>Z]!]U[KWOW7NN2.T;*Z,R.C!T="59&4@JRL'"K*1<$<@^_=>Z^O!_ MPFZ_FH-_,^". (Q'9>X_XO\ *;XO_P $ZJ[S>QJXILWO/%FBJ#UEW%4Q^62I ME_O[@,9-2Y"HDTM/N'$9*0*D3P@^ZJUL+>_=>Z]!]U[KWOW7NO>_=>Z]!]U[MKXPO_?_ +?)?S"?_%@,Q_[H\#[]U[JH'W[KW7O?NO=;?O\ PC;_.WN&X__M !4#N7_WMNH??NO=?4[]^ZJU[W[KW7O?NO=>]^ZJU\47^=9_V]O_)C7_BX' M>/\ [W&5]^Z]T4#XG_\ 94WQJ_\ $_\ 3?\ [\7;GOW7NON\^_=>ZU^?^%1F MQTWK_)^=8DJHKK[F5'1.^,;=X(XU?$?(7JVCRSR--!,_4VM=ZXHL312/+H75 MI+(WNO=?(-]^ZJU[W[KW7O?NO=?;M_E]@)VC_*_E[;W%1'5564^''QWH\O M/%)!')'N';W5NV=M[ETFFFGCCT[@Q%2#&6\D1&B0*ZLH]U[P900[KW7PC/EQ MO7_25\KODYV,=-]_(7NC>IT130)_OZNR-RYWTPU,U340K_E"R22.IX9F-R M?=>Z$;^7-L@=E_S!O@MUXT?DBWS\P_C1M.H!-2B+29_N?9>+K)H*-6JH:>" MEJ7>22,:HXU+#Z>_=>Z^Y,[]U[KWOW7NO@C=K_\,TNRO_#_-X_^]%D??NO M=(#W[KW7O?NO=?8Y_P"$WG_;DKX$?^&!V%_['M'W[KW5W_OW7NO>_=>Z^,[M_P *$\W5;@_G/_S JZLCIXIH.Z*;"(M,DB1FEVUL39^W*&1A++,QJ):%1O, M00K2LQ554A1[KW5-/OW7NO>_=>ZJ]U[K[7^\E+_ +='_P N7_Q4#H__ -XG M%^_=>ZL_]^ZJU[W[KW7O?NO=>]^ZJU[W[KW7O?NO=>]^Z]T2#^9M@O[T?RV_ MY@^VONOL?Q?!_Y88+[WP?<_9_Q;H;?U!]UMYJ?[C[? [C7H\B:[6U"]Q[KW M7PYO?NO=>]^ZJU[W[KW5ZG_":/,UF!_G@? ZNH1"9I]U=OX9Q.C2)]GN/XY] MP[>R!55=")EH,I*8VO99-)((%C[KW7V)/?NO=>]^ZJU!/_\"Q38_EPGP+[* M@A91C\M\@MCY6H_>99?XQ1]29[0F_@@:G_('DF&F+7+Y3J:T:C\'%374GGBF'1D]:2%&WT]@!<' MKH/MS\.E;0MROM=$<+=#:P;I?8N3J/^N/]]_O'NS="^S; '0@8^7]//UM_O/M MEAT({9^'2YQ\OTY_I_OO]O[3..A':OPZ6=$]P.?Z?\5]I6'0BMGZ4]+)]. ?Z M$?\ $^V&'1];OPZ>X9/H?,)'ET;Q/T_8S(5>-K*/(T%3/1UU#4T];15E-*\- M325=+*D]-4T\T962*>"9 R,""K $>ZU((*X8"R/2UHX;J![6Y57MY$*LK"] MLK"C*0<$$$@<\1U])SX')6B^6WQ1Z=[O2>FDS^X=L4^+W[34JF*/']B;,)P M6]:9.9KR4M-/G*&6J148DFBJ(7!96#&>=EW ;GML5W_HC+1ODXPW\CY$=?, M!]X7VMG[F_>#>^0BKC;;;[,ES6+V4_ZMJVK@S")UCD(_P!%1Q0$$ WGLTZA M?KWOW7NO>_=>Z]!]U[KWOW7NO>_=>Z] [!U[KWOW7NM,S_A0]V=*NCY;===:4 M=09J3JSI['39"(FPI=S[\SV5S%=$]7(L^VL?AI-7!>)UK*"8?]P+GQ=UCMAP MBA%?],Q)/\@O7>S^ZYY0?9_9+=>;9UTS[SOKA#_%;V<, <2&ORG>Z6GE2M]^ZJU[W[KW7O?NO=>]^ZJU[W[KW7O?NO=>]^ZJU[W[KW7 MO?NO$TZ^F+\;]J_W$^._0NR-'B_N;TOU;M7QZ=/C_N]L?!8C1I\]5IT?9VMY M9+?ZIOJ_=>Z] [!U[HG_P#,*_[(S^<7_BG_,E__?+[MU]^ZJU\,?W[KW5GW\E/_ +>W_P N7_Q<#H[_ -[C%>_=>Z^UU[]U[KWOW7NO M>_=>Z] [!U[K1_X7!]5QY#I_X"=W14ZI+M+LGNOJNOJT\2O/'V)M?9&[L13U M:MIY5I&ZOK6AL=,9GEORX]Z^]U[KW[KW7O?NO=>]^ZJU[W[KW7I*_\ A#UV MO]WL'^8"T;4U?:? =W9<\"M&= ZSVEL7:U)+,GC:5 M/*>V9A$=2J^B3ABMT]U[KYV'OW7NOIX_\(M>KY-K_P M;O+LVLI6@K.U/ESN MRGQ\S0RH*W:^PNL>L,103I+)'&LZQ[FR69B_;+QJ8R-6O6J>Z]UN#^_=>Z][M]U[KWOW7NJ ?^%1W_;BCYS?^6S?_ 8?Q]]^ZJU\@7W[KW7O?NO=>]^Z]U[W M[KW7I^_^$5/_ &ZR[\_\7_[3_P#@=?BK[]U[K;]]^ZJU[W[KWOW7NO=>]^Z] MU\[^:EO/_2%_U_F$;R5Y'I<[\T_DW48SS14T,Z82#N7>-\'@H:B.CDFION(M,-30)(R('=2VMB=1]U]Q+_ (2W[(&_P"=[\/9IH_+0[,H^^-[UR U*-?$ M_'KM&AQ$BR4ZD)X=QY6B=A(5C=%*$DL%;W7NOKW^_=>Z]!]U[KWOW7NOFZ\ M+==BKC_EU*NRQ"JONWXX[RV*U0/M=..98JI'545922- M#*KQ2K'/"I*L"K 6(M[]U[K[XVT]R8_>.U=L[OQ+:L7NK;^&W)C6\D,VK'YS M'4V3HV\U-)-3RWIZI?5&[(WU4D6/OW7NE![]U[KWOW7NO>_=>Z]!]U[K4_\ M^%@/PZF^0\M## (?,N..LWG\,NSL;OFK>-?+4-U+V<^/Z][&I*6!5\G:3;A MEVSEIY VF&AQ%0S*1ZD)U[KW8/OW7NO>_=>Z]!]U[KWOW7NO>_=>Z]!]U]W M[^1S_,BR\L+^8)U5WCEZ_(+TGO&0]2_(S#4;321UO4N\:VBCKMQ+01!_O59(I8V9)$8,I((/OW7NIGOW7NOC"_P_?_M\E_,)_P#%@,Q_IH\# /]U[JH'W[KW7O?NO=;?O_"-O_M_M[AN/\ \5 /E_+ >VZA]^ZJU]3OW[KW7O?NO=>]^ZJU[W[KW7Q1?YUG_;V_ M^8U_XN!WC_[W&5]^Z]T4#XG_ /94WQJ_\3_TW_[\?\ZM[/4M_7V[&ODEIL_B!WENV"(/.CS3]>[%RV_X((1305$TM1/-ME4CB"Z9 MI&"],RJQ8>Z]U\3[W[KW7O?NO=>]^ZJU]@[_A,?O]^P? Y(WPHJJF.2,(.5Q?<_M&P*X2&=_ FS.^^T,-A(4EG \D:[7AH& 0F./5XQ^BP]U[JZSM,>(Z[ZN[)[M8J!L;8.|=XDO]4@&V=NY'-$M31R1/4+:BY164N. 1>_OW7NO@CN[2,SNS.[ML7=W)9G9B2S,Q)+,Q-R3R3[]U[JX[_A/GL9>P_Y$G\OO - U0,?W<=|^-5K& M*MUALS=G92SD4+L,%I6VD)26/A 0F4&(.#[KW7V:/?NO=>]^ZJU\$;M?_F:7 M97_A_P"\? _>BR/OW7ND![]U[KWOW7NOL<|+"/S_ +STN M QRE03>1ZJM]^ZJU[W[KW7O?NO=?;W_E-HB?RL?Y:BHJ MH#|OARY"J%!>3X\==22,0 \]J=V+$_4DDGW[KW5-/OW7NO>_=>ZJ]U[KWOW M7NO>_=>Z]!]U[KWOW7NBE_/K'UN6"GS4Q6-IY*S(9/XE_(W'T%)" 9:JMK. MGMY4U+3Q D R3SR*JW(Y/OW7NOA=^_=>Z]!]U[KWOW7NK>/Y!]=3X_| G'_R MJ:BIK(.&.3Y#;>H5FG]$ID>HR>+S.-I*-9)'16FR%55I3QQWU2R2JB@E@#[K MW7V@/?NO=>]^ZJUJT?\ "MC8#;B_EX=2[ZIJX M-U9..+<;7)3YNDT+#S%>PNP? ATN;;)^GGC_B/;IZ%]F_#I?8^3@?[[`_B/;+=".V?ATN,?+^GG_#_ M (C_ 'KVPXZ$-J_#I:44OTY__V_M*XZ$5J_2HI.%_WWU]IV'1]_#I]AD^ M@]M$=&\3^?3G#)^+_P"M[; (\^C&)^MH+_A.\I3@M^=1_$?:LS^U(:M^K98XL',QY,V/^1=QT3R;9(>UQK7 M_3###\UH?]J>N6_]Y[I3CN,_7O?NO=>]^ZJU[W[KW7O?NO=>]^ZJU[W[KW7O?NO=?.[_F8 MJG_Z7_GG\H-X)-YZ2G{0RVR,;*IO#+B^L:>CZWQ]13V9E^WK*7:BS*1;5Y-1 M)(]X_|,ES]7OMS-Y"4J/L3L'_'-]?4A]T?D_|-J-VWD_8F73.^SQW<@\Q MJN#-?.K? TE:Y*'TTTK0#HBWLDZR,Z]!]U[KWOW7NO>_=>Z]!]U[KWOW7NO>_M=>Z]!]U[KWOW7NO$V]^Z\33I8=;,6??O8_7^Q8@[R;TWMM3:<:QDAWDW%GJ# M#HL97U!BU986YO[4VI/CW$|DN&!U\A+,SL7_=>Z)_P#S"O\ L@3YQ?\ BG_R7_+M?+[U]^Z\U,?W[KW5GWE\/_]+=

*[}U[KWOW7NO>_=>Z]!JU[KWOW7 MNB__"R_[)8^2_|XK_W+_[!KZ]!JU[KWOW7NK)OY-^:I056Y>U!L;=H9&$LL*BGBKY_A#\O>]8J9JJMW_\:N[-LXB)/+K&>R?7 M6X8=OSQ+#>1Y:3-FGE1;,'9 K*RDJ4E_%X]C-%YM&P_.AI_/H5OCG4K?3W"\@S7KLAM{\.E11/]/=X€GH;;>_*

M#I74#_3GZ6_WW^\>UHR.AA:/PZ6V.E^G^^_I[HPZ$EJ_#I=8^6^GGZV_WP_V_M_MENC^V?RZ6=!*>.?I,_(@>T[CH06S]*ZDEX'^^_P!]8^TS#H^MWP.E##)< M _D>V2/+HY#Z]!J{}>C")_+IRBDM8^VR/+HPBDZW;_/A/3\H_]*OO Y=W'>MPY$3[L^.V?(P$<\BF[JNK]}560S.%THZO[RI2X4=I34CT40L" M@]RMR3N/U&WM8R'}6!L? Z1JD?L-1\A0=<.O[QSVI'*?NM.^Y&VQZ=GYEM_UB M!VK?6JI%+PPOBP&"0>;R"=\FIZV!_8UZYU=>]^Z]U[W[KW7O?NO=>]^Z]U[W M[KW587\WLX]8?

R\N^IZ>H,&5WU0[VY<7CMPT[,3W23{A)_M1^D@D>%O^RKZ<9I2MO>_=>Z]!JU[KWOW7NO>_=>Z]!JU[KW MOW7NO7]^Z\2!UP9P/^*>[!>]$]8&?W<#IMF ZPLWO?V=,,_5SO\ (1V,=W?S M#-L9\1^3_1?U=V?OIFUNOA&0Q%+UGY=*HP>[=B!+,5'KO>X (OY(@\'7?5?! MWW&[?M&C_G[K C^\>Y<&S?=FN]LK3][!O86GVZ&O<Z MFZ^>CKWOW7NO>_=>Z#?N3KNA[>ZA[5ZGRA€&-

[/ZWWSUWD3,$,0H=Z[8RFV]LRB2GK(G'] MODVU:H91;ZHP])]U{KX+>0H*S%5]=B\C3R4F0QM94T%?23 "6EK*.9Z>]IY0 M"0)(9XV5N3R/?NO=0_?NO=>]^Z]U[W[KW1N_Y? W:9Z/^=OPR{B-1]M!UA\[^ M@=\U{DR"*3%;:[3VMEGD5&4- M&K!3R/?NO=$BZ4ZY]NX.Y>I.I*$S"M[2[-V%US1FG94J!5;WW5BMLTY@=X*E M5F$V3&DF.0!K75OH?

=>Z^]#0'5'C*<@UH>_=>Z^*]+Z[$#1T\;Q4]+1TD204 MU-!$"QPP0QJJJ. H]^JZ/]U*]^Z]U[W[KW7O?NO=4 _*CO^W%'SF'_+9O_M (;/X^=>Z^0+]!U[KWOW7NO>_=>Z]

[}U[KZ??_ BI_P"W67?G_B__ &G__M / Z_%7W[KW6W{[}U[KWOW7NO>_=>ZK(_G1{S&POY2O\QK/-XXS5?#SO;,;, MR15,P6,1+868V#"T:TDD4T=0)MS+XI+Z(I-

+N&16!]U[KXGWOW7NOHF_\(>= MCC'}*_S!>RO RMNSM'H,8Y]2M6$F"7NT^Q\^L"N[F@9J<]G%B(U$P$H\A*F* MWNO=,U?OW7NO>_=>Z]!]U{K7-_X5:[(&{?Y)'R9S C\W7.]/CWO>! :GR?F M[UV%L6IDCCIU9)?!0[VED<2VC2)?\0[^^]-ZJU\8C_W-A(3\H_]*OO Y=W'>MPY$3JL^.V?(P$<\BF[JNK]}560S.%THZO[RI2X^B-]U:G7(;NC[+,*?<,T6ZO[G[6*\AN M/)Y"?=>ZV]^ZJU[W[KW7O?NO=>]^ZJT4_YR_$/KCYY?$SO/XE=]IX M]I=S['KMN)F8Z6*LK=H;HII8,SL??>)IYF2*;,;&WEC*#+4J.PCEFI%CDO&S M_^ZJU\1SY$=*]E?%SO3M?

X[=PX*;,G9G3>^MP, WABY4F6'^*8"OEI:D<9-/ M% U?@_=>Z]!]U[KWOW7 MNI5#75N,K:/)8VLJL?D]^Z]U\87^?O M_P!ODOYA/_BP&8_]T>!]^ZJU4#[}U[KWOW7NMKW_

(1M_P#;W#ZJ][}U[KWOW7NO>_=>Z^*+_L_P"WM_|-_:\7 IQ_P#> MXROOW7NB@?$__LJ;XU^>)_Z;_P#?]B[<]^ZJU]WGW[KW7O?NO=?$Q_G)[$'6_ M\U_^8IM=*6.BI_|

9Q.^]RT%'!*10T])B]]=AYS?.)]J6#'LU+3T<&-W'$L, M8TM'$%5U1PRCW7NJU??NO=>]^ZJUNT?\(C_ICOF#\T.K#-&LF\OC7M3?ZTY M,'EE3K7M##%;=>9%8?

=&:!NV%5BA$8,BZ[DI;W7NM@S_A7OO7^ZO\G#=F"]7_M !DKY#=%[*&F*&0?Y!E,WV-ZWEFB>!,;_5&LCD4J$9G3W7NOE%^_=>ZWY/ M^$..QO-N#^8YV7/3QJ,=A_C'L;%5;4U-

)++_ !JM[PS^?IX:LO\ >4L=/_ <.M:TL8411SF6-B2T( )XU?E"GOW7NO>_=>Z^"-VO S-+LK_,/_ 'C_.]%D??N MO=(#W[KW7O?NO=?8Y_X3>?\,;DKX$?\ A@=A?^_Q[1]^ZJU=_P"_=>ZJ

[}U[MKX@W\V+_ +>F_P RS_Q?_P"9/_P178WOW7NB >_=>Z]!]U[KWOW7NON]^ZJU[W[KW7O?NO=> M]^ZJT7_Y9?\ 9+'R7_|%?\ N7_WW6X_?NO=?"'']^ZJU[W[KW7O?NO=6._R>

M\&^X?YKO\MN@2H6E-/\ .'XP9PRM&90R;8[DVAN62G"AT(:L3F->R%PQ!M M8^ZJU]MOW[KW7O?NO=<)8HIX(9HXYH9HWBEBE19(I8I%*21R1N"KQNI((((M(/OW6P2IJ,$=?

%_^0_63(_(COK\>2/PR=0[T]=?O%9Y1?$^P-\YW:C1^6I M_P HET-B;;I/6UKMS?W"MY%X,\D/A#LO[*'1UV6Y.W4;SL-ANX-1E<W,_W-_ M7\L?

B\N@\I'^GM,ASU)MB_#15T4EB/:Y*#4=#&SDJ.EC02V(Y_P!]_7WLCH2V MS\.ESCYOT_[#_??[\VRPZ/[9^2UHI?TG_??[Z_MAAT?V[^?2NHY>!S]?J\'? M:9AT>V[]*.GEX'/MEATK.

MOY2/RD/Q5^,W5.ZDD4"[7!WRWN'[NW:.5C2)SH?[&IG\FH?RZQO\ O>^UH]V_8C=] MHM8S)O\ MR?O&R H6,]JKLT:^IGMVGA45'^(I)QU]$GW-O7S@>]^ZJU[W[K MW7O?

NO==>]^ZJU[W[KW6M7_PI"[/_(9U-\<.G8*A=>[NP=U]C9&GC?\ >2#8 M&WJ?;F,:H56N*>]FI$J3&&%G>G)'>X]]PKBEI,V@/QR,Y_VHH/^/G]G76+^

MZGY1^JYVYJYZD4Z;'+>Q1CP)O)S/I^:BQ2M,@.*X;K4C#C^O\ M^/<4Z3U MVXU'KE?WJG6]77=@QU]ZHZ]<~>=>].O7]^Z]4==%@\ C?OU.O:NN:[!>]DGK&S_ .V_P]V"]5+

=8BWNW#IGZQ%K^_=,_6%Y/]?WL#IAGZV< M_P#A-5L'[S?/RG[4FAT_P+:G7/7^_J&/^=_O7E]Q;CS,,0 /%/\ W,H&>Y'^ M=2U_5:1_;^W_%;FY/DJJ/S))_XZ.N27]ZCS-X>P_=>Z]

[}U[KWOW7NO>_=>Z)_P#S"O\ L@3Y MQ?\ BG_R7_\ ?+[U]^Z]U\,?W[KW5GW\E/\ [>W_,N7_P 7 Z._]IC%>_=> MZ^UU[}U[KWOW7NO>_=>Z]!]U[KWOW7NOAX?

S/>K/]"7\QSYV=51TK4=:LOY:.MJ_XO!0LLR$[?7_]^ZJU[W[KW2@W9NG/[YW3N7>VZ\€)F-T;PW!F=T!DKTT5/!+E,_N#(U.6S

M&1E@HX:>DADKLC5R2LD4<<.EK*JK8#W7NK/[Y&'5R]P_S?7Y>>SY(5)(']Y- M;!{&G@=!)'+3]-U,_<%1'+&U13+)"T&QO6#J692MP4D'[;>ZJU]ISW[KW7O?N MO=>]^ZJU[W[KW5

/_"Hl_MQ1\YO_ "V;_P"##^/OOW7NOD"^_=>Z]!]U[KWO MW7NO>_=>Z^GW_P (J?\ MUEWY_XO_P!I_P#P.OQ5]^ZJUM^^_=>Z]!]U[KWOW7NJ#_|A3OO5=D_R0/FO-'.L5?

N6AZ3V5CHV6L{JFW\B.I\?ED=!)26(+)M MLUTH,K+"YC"_JA/3H]U[KX^_OW7NOJ(\(P=C-MS^5CVMNVII6CJ>Q/F=V9E*

M2K>&JA^ZP6W^?^D]K4<4;36IZJ&ESF+R=I81;7(T;,6C(7W7NMN?#[KW6?P]PMKWN:#X*_$?K?R6&Z_EG-O?Q6IO6>ONGNP,")-3,*P>/_ $F6M&#& M=?K(81W]U[KYJ'OW7NOI5_|

")/8XH/@U\N^R?MM)W9\KZ38YJ_\B_?'7O4& MQ,*,T?[D/\ )?\ 2<6_=_9_>_:]7F]^?ZJUNF^_=>Z]!]U[KX(W:_P#S-+LK M_P_/>/_ +T61]^Z]T@/?NO=>]^ZJU]CG_A-Y_VY*^!'_A@=A?\

O\>T??NO M=7?^_=>Z]!]U[KXH/\Z>&*#^;;_<2&*.%&^8G>|Q2)%C4RU&_"1G=OJSL2;DGW[KW58OOW7NO>_=>Z]!]U[K[@O\]ZOK,K_+!_EPY3(U$E7D

M,E\#/B!7U]7,09:JLK/CWUY4551*0 #)-/(S-P.3]!]U[H^OW7NO>_=>Z]!] MU[KWOW7NB__"R_]8^2_|XK_W+_[!KZ]!]U[KWOW7NK/OY*?_;V_^7+_ .+@=='?

^]QBO?NO=?:ZJ^ZJU[W[KW7O? MNO=?*E_G_=3/T_\S'%,YW/M/MO#U$T8C?(V=L':^Z\ 4T]@ \ M%/O.OR=+]_+T[?YO[BGF&'PMVF'DQ##_ &P!/AZ]=2/N^[P-U]KMJD)'BP1O M

P'EX,KHH/S,81OS]JBJ1_I{(%P>LD+&3AZ]*>DD^G^O{6QGH864G =*ZAE M^A_UO}]_MO;IZ$]L_2TQ\WZ>?Z>VF'1_;OPZ6]!+P.?Z?[[_'KVRPZ/[9^E

M=1R_3GVG<='EN_2FIH>]S_R+CVP1T(9/H;/1'1E&_3E%);@G_6_P"1 M^Z$=+XWITY12>VR/V]+HWIGRZ^CQ_*Y^3_\ LV?PZG>[)9R-=]]O; XD]9]EN M\GDJCOO84--B:_(US:Y *O=&(-

%FB+BRY)19?H)OY?W#]Y;5%.QK*HT/_IEP M2?M%&_/KYMOO4^UO^M%[X;SRU:Q^'L5Q-];94%%^ENRTB(N!VP2>+;?;"_=>Z]!]U[KWOW7NO>_=>ZTD?^%'!:*[S^1 .$42C\VJ

MQ_D5Z^@'^[.Y3.P?=[DYBE2D^^;W=3]U,M#;B.S1:^86:"X(XY9NJ- WL%T' M71(/UR#?XV]^IU;6.NPY_K_O1]ZT],U#KO6?Z_[Q_P .]ZTCK>H===:S_ %/^

M]>]Z>3OOSU]TZKKZXEO"L=4+]8RWOW39?K@6_K[]TTS>O4=Y?P/]_K>[M5Z99^HI-?Z'8'VJ)V:OV=;LO"=[KK^ZWPFW^O7S?*>]^ZJUOZ?\(<-\(E7_ #'^ MMJA_W)Z?

XO;XQ**D LE)+WM@=PO-(TZU3W:MQ8B58FC6TA9E+(']U[KZ GOW M7NO>_=>Z]!]U[IS]E=<[)(@Z\WUU1V5MS&[PZ\[*VCN M+8F^-]YB

5&+W%M/=>)]!'G\+7PFVNER.+K98GL0P#7!! /OW7NOB]_S?/Y; MF^?Y6WS=[,^-N??*97KN:H;?706_GF MPN<$4<<2YC'5!B7[=X'?W7NJP??NO=>]^ZJU[W[KW7O?

NO=>]^ZJULK_/"3 MGY&OT5_'ZKV;6Y1L;MKY,];=I=$9GS2$8^3)28%>T=EK/$?"FNKMY=:46.I M9%11%DR!3TQRR,/=>Z^M#[}U[KWOW7NO>_=>Z^,+_/W_ .WR7\PG_P 6 S'_

M +H\#[}U[]H'W[KW7O?NO=;7O_"-O_M[AN/_ ,5 [E_]!,J'W[KW7U:_?NO= M>]^ZJU[W[KW7O?NO=?%%_G6?]O;_ .8U_P"+@=X_^QE??NO=% ^)_|V5+|M:O\ Q/\

TW_[\7;GOW7NON\^_=>Z]!]U[KY9G_"RC8[[6_FT[3W%IO%V5\0. MH-VB57GD3SXO??;VP)8'L$4,_1%#LN)VBC.51'(CE@TA5?=>ZU.O?NO=>]^

MZ]U=5_PG4W^G6G\ZKX!;BDFC@7(]J;EV 'E,"]S]L=5=@=61P@U(:/R5,F\A M&@'[A=@$L^D^_=>ZV0O^%Q^^!)E?Y<'6U/4Z31X_Y0[XS%)_D3^09*IZ)P.V MZG^UD(/"

<5E5_L0R^3^VT?[?NO=:"?OW7NOJY\ "0?8Z/3_)..UL\JZ6[. M^1'>F^)#K@;6]!D<#UL&TPP0R1VCZ]5=,K2R<7#!"B)[KW6T-[}U[KWOW7NO

M@C=K_P#,TNRO_#_WC_[T61)^ZJT@/?NO=>]^ZJU[CG_A-Y_VY*^!'_A@=A?^_M_P >T??NO=7?^_=>Z]!]U[KXMO\/;PE+M_^<+_;/H:.2HEAG^3&^_=>Z]!]U[K[?/ M\IW_ +=9?

RT__%/AO_ Z]<^_=>Z]/_._=>Z]!]U[KWOW7NO>_=>ZJ!]U[MKWO7NO>_=>Z*7\^LA6XGX*?-3*XVIHDI\AC/B7\CWE4TM1 M$2"!)!/&K+

<'D>_=>Z^%W%V]U[KWOW7NO>_=>ZM>_D78+^\7\X'^^?;C_NOL_M M_E!UUG?-X/N-?)UZZ3#7J'B\FO2^O0WNO=?&%_G[_/;Y+^83_P"+ 9C_M -T>!]^ZU4#

[}U[KWOW7NMKW_A&W_V]PW"_,*@=R_^]MU#[}U[KZG?OW7N MO>_=>ZJ!]U[KWOW7NOBB_P ZS_M?_;_P#%P.\?_>XROOW7NB@?$_|[*F^ M-7_B?^F__?

B[<]^ZJU]WGW[KW7O?NO=?.7_X6_;$.A\D,\#^SOM9$&[^D^V MMB"M,=:(]@]<[ZV[N TJ2NQQ[R4G^E,.RQ 3*)U,I*M#;W7NM&_W[KW7O?NO M='_ER;^FZK_)@WP:

)BEFA&QOE[\JT5'A:HSZ)#*=P;/K1U38_8U)*8Y6*B*2-XU76/(KW6FKL]U[K[&_P#PFZV4 MNPOY)?P+PJZ2V2V%V#O61UE$Q=$NQ>[NSM_#7(((#JCCW(J:2"8@H34^G4?=>

MZO!]^ZJU[W[KW7P1NU_^9I=E?^'_+Q_]Z+(^_=>Z0'0W7NO>_=>Z^QS_P)MO/\ MR5\"/\ PP.PO_?X}H^_=>ZN_P#?NO=>]^ZJU\+-3OSKG<

IHA$]RKNSHKJS=*9$B%F3R9=,R*MR3K+SDL UQ[!U[JCWW[K MW7O?NO=>]^ZJU]KO^2H[O_*0_ER,[,Y'P^Z-0%F/+$)'L;$QQJ"23H1%"@?0 M #W[KW5GOOW7NO>_=>Z]

[}U[KWOW7NO>_=>Z]!]U[K56_X5L]*OO?X%0!+D[O^]0 MS4%-YLAT=\@L339.;0#]GLWM';,V]E)O+?4ODWAB=OQ:,6;?KK:7-(IVQ8CYR0NKK.U3:4_EU\\.E?

Z>XVD& M:]=(=ODX=*.E?Z>[(>AA9R<.E+1RV(]K4-13H4VDF!TKJ*7Z<_T_VWOQZ$5L M_2SH)N%'1_OO]]_3VTW1Y;OTLJ*;A?]Y_WW^M[98=!MO)TJ*:7Z&_UM_M_; M##HXA?

H(@E^G]/\ >C[:(Z,XI.G:&7Z<|\^VR/V=&$;],<VWMYXR+SO3PU[X/)05E1B*R6-78XW-T<!^W@?ET0<[VVZPA5DEPVYL52Y>@^XC5F\%7'3U:I-$3JBE5D.S*1[GBWGCN8$N(C6-U:#

M#[""*]?,#S1RYNG*'_E_RKO>'N^VWDUM,OD)(9&C>A\U)4E6X,I&+&HTNO;W1 M%UU[W[KW7O?NO=-[\ANS$Z8Z%[[[+9HU;KJO?VJ<2<A'LU;M?:^4S%/3I)%=

M))*NMI(XD0JVMW"V-[>TM]2661RS MR22.Q+,222;GWCS4$U/'KZPHPL2*.(!8U % ,_# & /+KPD(_/O6GIT M22=KAQUS\0\ OO\ ?$>]4/5M:??O*/]]_R/WZAZ]KZZ,O^^O_ M

,C]^H>M%^N!E/\ 7WO3U4R#K&7*)][H!U0N?+K@3_7WZOIU0GUZQM(<[W0GC MTT7].HKR$^[>G3#R?MZ675^0\EVEV=USUAA0[9GL??FT-AXD1J9)#D]W[@Q

M^WJ$(BJQ=S59%+ DG\>W[:!KFX2W3XG=5'VL0/\O06YNYCMN4^5MSYJOJ?1 M[;M]Q=R5-!HMX7F?/EVH<]?4=PV(Q^W\1BL#B*:.BQ.$QM#B,91Q#3%28_&T ML5'14T8_$<%-

"J*/Z#WD*JBA%PH%!]@Z^42]O+G<;R,<+QR]W/*TCL>+.[% MF8_,L23TY>[=)NO>_=>Z]!]U[KWOW7NO>_=>ZJ]_ _#^O^R!/G%_XI_\ )?\ M]\OO7WKW7PQ_?NO=6??

R4_^WM_\N7_Q<#H[_P!C%>_=>Z^UU[}U[KWOW7NO MO>_=>ZJ!]U[KWOW7NMK&C_A;!U,,K\>_@AWFE,U]AJR]L=3U%8D;A+=M;(V]N M^DIJB92$++?\

&%9VA5P2!Y2EKO]JU[KYSWOW7NO>_=>Z]!]U[KWOW7NO>_=> MZ^E7_P (ENL3A?@_\N.WY*:2&3L+Y1X[8,,\@D05=#U7U7M3-Q2P*Y"R4\5;

MVO4Q^1191%=+DH0ON0=;IOOW7NO>_=>Z]!]U[KWOW7NJ ?\ A4=_VXH^J^Z]U[KW7T^_P#A%3_VZR[_P#%_P#M M/_X'7X]^-=>ZV_??NO=>]^ZJU[W[KW7SW?\ A<;O?

[G>7\N7K>&I9/X+MGY- M;WR%"5S:.C^\^5Z2P.'J:N@"K3E]3^Z-]^ZJU[W[K7P\OYH6Q!UC_ #)_G[L&*FCH MZ+:_S+ ^2V;Q,$,=%#$,"G<6\)=ORQ4^/9J.DCJ,)+3R+

FGP!O&54J5'NO=$ M4]^ZJU[W[KW6R[_PDGWY_=#^=)T[M[S>+_2IU!W_ +#T?<>'[G^'=<9+1_P^ M/[>,[O3_ *.//X]45O'Y-9T.']U[KZS?OW7NO>_=>Z]!]U[KWOW7NO>_=>Z]

M[}U[KWOW7NO>_=>Z^8/_ ,*U?Y4$?Q3^3E%\\NF=L?P_H3Y,]5K[?DK5[+H<72%_M3L#Y,S4U9FMQ2/XXEBHL?W>3WS5-F3^=>Z]UI_^_=>Z3]!U

M[KWOW7NO>_=>Z]!]U[K[AO*_[AD[^_ER?!GN"JK/O\MOGXJ=%Y[ZJT>OW[KW7O?NO=?&%_G[_]ODOY MA/\ XL!F/_='@??NO=5^_=>Z]!]U[K[_X1M_\;W#ZJ

[}U[KWOW7NO>_=>Z^*+_.L_[>W_S&O_%P.\?_'N,K[!U[HH' MQ/\ ^RIOC5_XG_IO_P!^+MSW[KW7W>??NO=>]^ZJUHQ?\+@MA_Q'H/X"]G^\'M5_=#M_NG8?W'V^KQ?

Z1]F;+W#X?N_N%\/G_T5ZO'XG\OCOK3QVD]U[KYTGOW M7NO>_=>ZUOO?NO=?Z0'OW7NO>_=>Z^QS_,_O M/^W)7P(_\#L+_W^:/;OW7NKO_?NO=>]^ZJU\C[_(5=

{6.WOYW'R6RQHH! MOK8WQU2WLLR2)6BDZ'V!LG[FG16)IX4,9QA*-8F2)FM9@3[K6N1[}U[KWOW7NO>_=>Z^SK_(*R,64_DU?

R^*F&NCR*1=*9[*&HBJ5]UCEQ&XMPXF>A,J/(M$DQ<[$U,\5[P/"8R%*D#W7NK@_?NO=>]^ZJU[W[KW7O M?NO=5K?SD\S68'^4W_,@KJ$0F:?X5?

((#.)T:1/L]QJ6;EVJD"JZ$3+0924 MQM>RR:200+'W7NOB8>_=>Z]!]U[KWOW7NK^O^$O6 7<'\\KX1I/CY,A0XB3Y M!Y^L*K+XZ%L3\6^{\3D*AX64QQT-X1A2QT-

*R*00UC[KW7U_O?NO=>]^ZJ MU[W[KW5G\X#HT_(S^65\TNKH*3[[)S]'[W[ESWMZB6-Y9J5=/43TG;6UZ&E6/ MU_=U^?V13P1VXUR#5Z,CV6[Q!]3M<\0X^&2/M7N'\QU(7M1O7]7_

'&V?UD9Z%%G)P'2JHI1QS_OO^1^W3T)+:3ATL:&:VGGVVPZ/H'Z6%#/^GVT1 MT=\G2LI9A8?[S[88='4+\.GR"6W^^(_P"*^VB.C&-^G>&7Z<_ZQ_XCVV1T

M81R=.D,OT_WKVV1TOC?IQC>]B#S[H1Y'I:C{;OW_ G3^4#=I?%C=GQXW!DC M4[^.VZ&?;\51(6GEZO[^GK\WAD1YTGJCA-W09BG:W[=-22T<0L-(]RCR7?

M>/M[63FLD+8_TC9'{#]'R%.N)W]XG[9#ECW3M/QEUSUZ][[KWOW7NJ@/YZ':7^C7^75VCCH*K(/ M)=]FV#U=C) ??)_$=PP[KSE*@L0?O-I(/R,37^.D;L1R![#'.%QX&Q2*/BD9

M4'YFI_XRIZS/^X'RJ.9OO+[3=2)KM=HM;N_<>0T0FWB8_P"EN+F%A\P/+K0A M67W"Y Z^B%9/3K,) ?\ ??[X>}:2.'3HD]>N88'WK(ZMJ'?=Q[]7K=1UZ_OU

M>O:NNM0]^J>M:AUT7_/OW<>M%QUC,H_'^^_XGWO3Z]4,AZP-*3^?=@*<.FF MD'6%G_J?>_\ #TPTE>HKR_TX_P!{]]HZ],-)U:I_)1ZF/;?\QGHQ:BE-3A^M M&W+VWF2(UD%,-

EX*K,;540X*H(]]9#$C5]06XLUC[$G*EM]3O<-1V1U<_P"U M&/\ ;XKU!SW-'7 MSN=>]^ZJU[W[KW7O?NO=>]^ZJU[W[K1_YA7_9 GSB_\4_^2]Y>OOW7

MNOAC^_=>ZL^_DI_]O;_Y]^ZJU[W M[KW7O?NO=:QO_"NGJU.P?Y,_8N[&IHYVZ-[TZ&[2CE=(&:C?+[LFZ4-3$TRM M)'(T?<+0EHBLFB5@3H+@^ZJU\GGW[KW7O?*

NO=>]^Z]U[W[KW7O?NO=?7"_X2 ME=8+UW_)3^,N:>DCHZ[MW?'>W9^018XTFF:3MO=.P,55U12"(R25>W-@44D; M,TK?;M&-0 $:>Z]UL;>_=>Z]
[]U[KWOW7NO>_=>ZH!_X5'?]N/G-_Y;-_|M!A_'WW[KW7R!??NO=>]^Z]U[W[KW7O?NO=?3[_X14_|,K+OS_Q?_M/_.:U M^*OOW7NMOWW[KW7O?NO=>]^Z]U\R3_A:SO?^+?*
S'/CAL&&H\]-LOX;;;SLZ) M7>,:*DR^]>Y^Y{]EDH!&:15AQ6U:"9W+LTT,T5U4("_NO=:<7OW7NM[#'?\ M"WOL?$X^AQ6-_ER==T>/QE'38^@I(?
D;N014M%1PI34M/$#U"2(X((U5;D\# MW]KW4S_H.+|4_P"]=O7_/Z4=N/_.U!]U]KW_0<7VI_P!Z]>O_/FH[GSI^4;_-?Y=]^_*+73-#U4U\=>^KNP*[8>-S1W'0[>R65I M:-,G!3YQL-
M^3)+5Y""6I,CTD4A:8A]; R-[KW13O?NO=>]^Z]U MN?YSO\OS<_]I*3^(=V2;$\L4E;&SCM/9.[>L32EJ!6G,=:-W^%U8>%DD*S$1 M%R/=>Z^S-[!U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z]!]U[KWOW7NBC_ #M^ M'/6/S\^)G=GQ+[;@T[4[>V58>D5D-.M1DME;OH98*I]_YNE6.MQU6]^*MH*B&>,F.12?=>Z!KW[KW7O M?
NO=>]^Z]U[W[KW7UW/^$1/9LW8WD[XLT-9---4Y+K'/=X=95U3,>98<3W1O MC<. AC5:6FC2'&[3W1CZ1=)FN*?4SERRK[KW6PY[!U[KWOW7NOC"_P _?_M\ ME_,)_P#%@;Q_IH\#
[]U[]H'W[KW7O?NO=>,7O_"-O_M[AN/\ !5 [E_|>VZA M]^Z]U]3OW[KW7O?NO=>]^Z]U[W[KW7Q1?YUG_;V_^8U_XN!WC_[W&5]^Z]T4 M#XG_
/94WQ[\3_TW_[\7;GOW7NON\^_=>Z]]U[K4M_X68;$&Z?Y4&Q-T14 ML;U'6GS$ZGW++6".B^X\\7FNO.XMC55,)ZADJA1U>2W31-)'!J9Y88F9=$99
M/=>Z^6S[!U[KWOW7NO>_=>Z,?\K_>'{@^6'<]3W5NG&28K/Y#K/H'KS)02Y MB3/25 MH]ZB"DI()]]]]IH]>FI]>)Y]BH]}G6.&""&-6DEFED8*]]"S,0 +^_=>Z^]U
MUCLZ'KKK;KWKZG,9!]B[*VGLZ PRSS1&';&:H,)$8IJD"IEC^'4(TM(-,#EN M^_=>Z7'OW7NO>_=>Z^"-VO!\5Z[*_|+_#_WC_P"\%D>??NO=(#W[KW7O?NO=?
M8Y_X3>?]N2O@1_X8'87_+_'M'W[KW5W_OW7NO>_=>Z^6A_PLLV>-M_S:-F9 MQ8:>,=@?#CL=3RP/4N\\U!V%W/L9FK!,BPQ5D<.SHUT0ED\ B8G6S@>Z]U] M;>_=>Z]
[]U[KWOW7NOL_P#"9O-Q;@_D=_:"OA@DITI]N=T80QRLKLTNV?DK MW-MN><%>!'53XEI4'U". >0??NO=7M^_=>Z]!]U[KWOW7NO>_=>Z]!]U[KWO
MW7NO>_=>ZIP_X4%YV#;O\F3^8)D*F:H@CJ.D#@E>F#F1!1]T;RVIMFEA;QLK? M;U-5ETCF_L^)FN"+CW[KW7QEO?NO=>]^Z]U[W[KW6S;_,)&ML_Q[^NFI_NMF_W.\V6;
[>;Q8}O[V^-6U17JGA76;Z'U[KZQ? MOW7NO>_=>Z]!]U[K!54M-74U115M/\64=9!-2U=)50QU%-54U1&T4]/402]\ M4\$\3E71@592000??B 10\.K*S(P="0X-01@@C@0?
7KXSWRVZ2]?C3\]OD7\ M?]B&H@3ISNKLCKW'&I9Y):O!;9W9E,;MW)B67]V:'+X&&FJHI&]3QS*QY/N& M+N#Z:YEMOX'8?D":?M%##UU_Y(WPM+BZ^HF/,=)3S <,;G?
+E_^]VC=52*3L;&X'FH?LKUC;]]SV MR_UT_8S==OM(_$W\7_>-I058RVJL9(U R6FMFGB5?.1T/D.OHM>YEZ^>/K6WOW7NO>_=>ZU7?^%,?;C4^''++72MD4$KD)9S^5
/\+==8_[KWE8'<.:^>)ES'#:6,34 MX^(TEQ<"OE3PK8T%:US2@KJ:K'/S[C8@]=?U?K*)/Z'W7IT2'KF']S[USV<2]<_MO(?ZG_>?>J=6\4=>\A_]?]Y_XK[]3KWB#KQD/^O_ +?W[K7B]
<"_O?53*>L; M2 ?G_;?[!CWZGITV7ZPM-_3WNGKTT9.L#/\ U/O8^73+2=1WDM[L!YGI.SU^ MSK:F_P"$R_3S3YSY._(*MIBJT&*V?TYMFLTDK.V6]Y\[;XIBYL$-*,+MY@!J
MU>;G3I&J0^1+7NGO". 5!^?N3W]YSSH!8\L>WL#5+RW&XS+Z>&IHMK9O MG]\2!E33BM33;8]R-UR.Z]!]U[KWOW7NO>_=>Z]!]U[KWOW7NB?_P_R_L@ M3YQ?^*?__"7_ /?+
/U]^Z]U\,?W[KW5GW\E/_M[?_+E_\7 Z._|>XQ7OW7N MOM=>_=>Z]!]U[KWOW7NO>_=>Z]!]U[JK3^=UU:__=>Z] M!]U[KWOW7NO>_=>Z]!]U[K[,O\H#K].?RL_Y?77\U-
]G7XWXD=&YG-T961& MI-R;SV%AM[;GI7$E56%I*?<.XJE&97".RED2-2(U!U[QOW[KW7O?NO=>]^Z M]U[W[KW5 /\ PJ_[<4?:,_RV;_X,/X^^_=>Z^0+[!U[KWOW7NO>_=>Z]!]U
M[KZ?? "%G_MUEWY_XO\ ]!__.OQ5]^ZU]M^^_=>Z]!]U[KWOW7NODU?*W M=[_WK_G0=LX'E9_]&737?06R\$*N&I-']"L"D[(^V>&0)^9O0{/F\,EW82B
M4'1(H'NO=:SGOW7NO>_=>Z]!]U[KWOW7NO>_=>Z]!]U M[HX_\NS?#]9_S ?@WV*C:?]B_+_XU[MDND\]20;?[DV9E*F":"EG!]BHIZBG
MI6CDB21&EC8KJ%[^_=>Z^YC[!U[KWOW7NO>_=>Z]!]U[KWOW7NO>_=>Z]!]U M[KWOW7NO>_=>Z^>Q_P +,_Y=$.%W-T]_QZXP+)\3[R;&=!_))L?27C&Y,1C:
MBHIZ9["RCPK)*9LMMO'U>VZRJF,<,2XK#0)>2;GW7NM"[W[KW7O?NO=>]^Z]U M[W[KW7TY_P#A%9OL9O\ EL?(/8,]3'-6[$^9>[.7-X')R+//]\A=HT:T)5?=>ZW$??
NO=>]^Z]U\87^?O_P!ODOY\/_BP M&8_]T>!]^Z]U4#[!U[KWOW7NMKW_(1M_P#;W#Z]]U[KWOW7NO>_=>Z^*+_.L_]"WM_|,;_\7 [Q_P#>XROOW7NB@?$__M_LJ;XU?
^)_Z;_P#?B[<]^Z]U]WGW[KW7O?NO=:_/_"HS8Z,U_DA?,254UU^'S M*CHG?&-N\$<:OB/D+U;1Y9Y&F@F?T[:RE<46)HI'ET+]TED;W7NOD&^_=>Z] M[!U[KWOW7NO>_=>Z,K\,-C-
V?\P_BAUHE*U<_8?R5Z*V,M$D-54O6-NWM':V M 6E6GH2*V=J@Y#0$A_=8FR>HCW[KW7W8_?NO=>]^Z]U[W[KW7P1NU_\ F:79 M7_A_[Q_]Z+(^_=>Z0'OW7NO>_=>Z^QS_
,)O/^W)7P(\,#L+_W^/;/OW7NK MO_?NO=>]^Z]U\X?_(6],+:A^47P<[#*T67=(0?8^RQ)Y9#;878='G&3P&,1
M1Z!V0#K=LSZK$*%4M[KW6C_[!U[KWOW7NO>_=>Z^:MA_PDWW*[_)0Z Q8]Z] MH.S.ROD+MHH:C7X] U7<6Z]X?:4.HD?:N-V"_=>Z]!_M]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>ZH!_X5$;1_NO_".?FIX]I'(;B_T M ;6Q_P#DOW/WG\6^373G\8H?53U$%/\ <;9IZ[!U]&BWH<2F._NO=?(%]^Z] MU[W[KW7O?NO=;??_ BTVD]^Z]U[W[KW7O?
NO=?-3_X5;_' MH]0?S-JGM,'T24^_^3?4FQ.Q344\]?AH_[X;.I9.]MT4*QA4C6N_A^S,?D*OD=>BY@_>7N\DI=_W7Q1\J _F.T_X 2S?ZZ)?=BV@_>7M\-K=]S;==R14 M/'1(?
&0_961U'^DIP ZURJ=_I["SBAZRLLI>'3_32?3GW9#T*[.7I04LEB#? MVL0]":UDQTJJ*;]//^^_Y%[N>A#;2=*ZBF_3S?Z#VV1T>0OTJZ.?@?[?_7]M M$=&\$G2CIYOIS_3_)'|:(Z-
8I.GB&6]C?G_'L>VR.E\;UZ=(9?IS_QKVV1 MTMCDZ=(I?\>?][_XW[;(Z6QR=.4$[*5=&*LI#*RDAE93<,I'((/Y^H]T(_9T ML5P10Y4]?2T_EE_*1/E]\+.ENW*[(??[UAP'[%[0,DIE]T['V,
(\%N&NKB0= M$VZ(X(,U&FIBE/DX@3JO::MCOOWCMD5P366FEO\ 3+@_M^+\^OG^\$[8GVE M]Y=YY3@CT;*I_P!394%%^DN:RQ*OJ{26MRE<5>%]"E.C[>S,J"NO>_=>ZT,O^
M%_':G]_OYB&YJK158]^/IOK3KGKJ%875J>*JK\94JEY$*8_VWJHZKL$PS-RZ MO#XF(\058AYRG\?>FKB*-5_EJ/_!{KOC_=\^[K:[HRZ9]YW2\O#^7B
M55ULDXY"E;34HX4;4/BJ:41(/83H1UG&)/7K(^_Q]^^WIT2?/K()#_7_(GW MJBJ."3KD)3_R/_C7OU!Z]6\3KOS'_#_>?>M(]>O>)UQ\K?\U][H.M>)UP,A_K_M_O/OV.JF3K@7]
[STTF@ZQ-(!WI}>FS(?RZP/+?W8#IEG_^WJ*\MO\3[V!TG M>2O7T/Y'?2O^AK">7]T]45=$:'.]P5NY>Z\C1M&:C^-0ES_MN'_&0O7SX_??YU/;?WBMX2]=C#M'0[
M,%FM/IUUSK\M-Y+]^Z]U[W[KW7O?NO=>]^Z]U[W[KW1/ M_P"85_V0)\XO_%/_)+_/OE]Z^_=>Z^&/[!U[5[^2G_P!O;_Y]^Z]U[W[KW7O?NO=(GLO8V,]/ZXW_P!:YHJ, M-
V'LG=6QLL7A-0@QF[,%7X"O+0+-3-.HI<@]T$D98<:EO<>Z]U\%//83)[9S MF9VWFJ9J+,[?RV1PF6HW(+TF3Q59-05],Q4E2T%5 ZDCBX]^Z]TT^_=>Z]]
MU[KWOW7NE%M#:^6WONS:^R\#$L^=W?N+"[7PL#B8K-EL_DJ;$XZ)A3PU%05D MK*M ?'&[V/I5C8'W7NOO9;-VMC-C;0VKLK")XL-L_;>#VMB(]$47CQFW\92X
MF@3QP)'# HI.1!1154?0 #CW[KW2D]^ZU[W[KW7O?NO=>]^Z?U0#_P]_[< M4?:,_P MF_\ @P_C[[!U[KY OOW7NO>_=>Z]!]U[KWOW7NOH]_\""G_+=9 M=^?^+_\ :?\\#K\5??
NO=;?OOW7NO>_=>Z]!]U[KXV/_"BO>O[_G5?/W.F MH^Y^P[4VULGR>6FFTCK3JKK_*X%/KI0(A]H-J+2?W$T.9+R\O?NO=4J^_= M>Z]!]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z]!]U[KWOW7NG3"9>LV_FL1GL M%=2GZCCW[KW7WR-L;@Q^[=M;>W M5B3(<7N;!XG<&-,QA,IQ^9H*?)49E---4TYD-/4KJ_=>Z]!]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z)Q_,&^(6T_GG\,/D3\3 M-X+1Q4G+/=;[Q6)TPMV;HV+O'$U6 W=LO<6;VGNG!5PC%;A=QE]Z]!]U[KWOW7NOH:.\(<]VO6]:?S&-B&. M9HMM[Y^-.
[4IVIZ=:>)]ZX#NG#23152C[]::==@*LD;GQQ+&A3F23W[KW6^'M[]U[KWOW7NOC"_S]_P#M\E_)_|%@,Q_P"Z/_^_=>Z]!]^Z]U[W[KW6U[_P MC;_[>X,C_P#%0.Y?
>VZA]^Z]U]3OW[KW7O?NO=>]^Z]U[W[KW7Q1?YUG;V M_P#F-?\ BX'>/_O<97WIKW10/B?_ -E3?&K_,3__-_^_%VY[]U[K[O/OW7 MNO>_=>ZK(_G1[\?
L/^4M_,?V[&ODEI_B!WENV"(;CS3]>[%RV_X((1305$T MM1/-MEACB"Z9I&",RJQ8>Z]U\3[W[KW7O?NO=>]^Z]U[W[KW5KG\C#8H[$_G M ?R!&[^(1O\+W.R.E:2=.;N;_P#>
M,>VHW;E':O=2PC!N]JF^CNB!DVMRU8&8_P_-S5%%?BNSQ\MSCW(_7'_*][M]U[KY?OS [9B[O\ E7\BNV]:H-5C-_^]S=B;AP,Q-S_=FJW/D5VO#]N=2TVWH MZ:,'\A/<#
[G/]5N$UR,]\K$?94T E3KZ>_9WEAN1_:KEWE*5=%S8;-:12C_A MRPIXY_VTQ=OSZ+LL@/T/M!U)RGK,)3[]3IP2#KF)?>]#JX?!T/?+RCW]@ZMK M/D>N_+_K^_4'7M;>O71E_P!]]/?
J#*K6OY]<#+/W0=5+1CS/6,R'WOJAD X=86 ME']_P"M[W3LL#2$_X#W;3Z],L_2VZLZ^SG;O9_775.V$U[C[+WQM38>#`M!B>91EMVYRAP-\D4=G:**IKU9[60W'U]OV\+W,Z6\?
QNP4?:33H-\U\R6 M/*7+.X\TD:;?MMC/=2Y [((FE8 G%2%('SIU]378VS\)UVG9^P-M4PH]N; M&VMM_9^WZ10JBEPFV<3287%4P"*J 04%%&M@ ..!GF*-88EA3X$4 ?8!0=?
M+OO>[WO,&]7F_P"Y-KW& ^NI;B5OXD)I&D M]^ZJU[W[KW7O?NO=$_\ YA7_ &0)\XO_!3_ ._2__OE]Z^_=>Z^&/[!U[JS[_M^2G_ -O;_P"7+_XN!T=_[W&*]^ZJU]KEW[KW7O?
NO=>]^ZJU[W[KW7O?NO=> M]^ZJU\0G^:_U8O2O\S7Y]=9PT_VN-VW\N.^FP%/:-6BVKG.Q_N+:*N(:>E@ M$G]V,M2%O'&D>]^@!;>_=>ZK]]^ZJU[W[KW7O?NO=6+?
RA^KV[E_FD?R_O3 M!]U1Y3Y;]%Y;-4UHCY]L[/W_(7>>ZHOWI8HQKVWM^]%[L1]OCFR-[KW7VXO M?NO=>]^ZJU[W[KW7O?NO=>]^Z]U0#_P]_[<4?:,_P MF_\ @P_C[!U[KY
MOOW7NO>_=>Z]!]U[KWOW7NOH]_\""G_+=9=^?^+_\ :?\\#K\5??NO=;?MOOW7NO>_=>Z]!]U[KX>G\]T??!{*_F4_S -]"=:BFW+\S?DQD,9(C4DB+@_\ M3'O&#
P+-0(E+4K2X6&GB$RW\P3669F+'W7NB)>_=>Z]!]U[KWOW7NO>_=>Z M]!]U[KWOW7NO>_=>Z]!]U[KWOW7NO>_=>Z^Y)_+,WV.T/Y>/P2[%-5'5S[U^_M'?
QJW+72QR44A7*9;IO9M7EJ:?\ AZQT45919.66&>_-46*:-DTKITCW7NCJ M>_=>Z]!]U[KWOW7NO>_=>Z]!]U[KWOW7NODD?\ "J?X
MB1_%W^;AVONW!XK^';&^6&U]M_)7;W@B;[,,EW.]?M?M6%JG]$F4K^S=I9/, M5$?#Q1YB$D:70M[KW6M]!]U[KWOW7NO>_=>ZWLO^$.^X4INX?YA6U#754_=>Z^,+_/W_(?)?
S"?_%@,Q_IH\#[!U[JH'W[KW7O?NO=;7O_C;_P"'W MN&X__%0.Y?\ WMNH?:NO=?4[]^ZJU[W[KW7O?NO=>]^ZJU\47^=9_P!O;_YC M7_BX'>/_ +W&5]^Z]T4#XG_]E3?&K_Q/_3?_
+\7;GOW7NON\^_=>Z]!]U[H M*$_DML0]L_'+O_K$4LE:>QND^U=B"BACK99:L[OV+GMOBEBBQK)D))*C^(:%6 M B8DV0AK>_=>Z^#G[!U[KWOW7NO>_=>ZJ
[]U[K8C_P"$K&P_[Z?SN/BQDI:= M:JCZ[VUW]ORLBDAAFB'AZ'[#VIC*B032QM&U%GMV4DT3HLCK-&GI NZ^ZJ] M=7W[KW7O?NO=>]^ZJU\$;M?_)FEV5_X?^\?_>BR/OW7ND!
[]U[KWOW7NOL< M_P#"\S_MR5\"/_# [^_]_CVC[!U[JJ_W[KW7O?NO=:I__"Q?K4[W_E%T&[(X MF+]_I*KIK?\ +-&B%HZ/,X'L7JB2*60HSK2S5?9,!905#2I&3?2[!U[KY6_
MOW7NO>_=>Z]!]U[KZ?_B*WC#6_$3YJ=?]9J-L_(9V%98PT_E6'?/65# MA8'=644PCD?KN0*4)?^Z]U[W[KW7O?NO=>]^Z]U[W[KW6WF=_P_+8\$Y1'\O?XM]?^2-.C=/S'Q>
{53QU7GDIMC=*]N8B?3, M@^R6G2?2\)=)#Y'?QM&"$D[U[KYG'OW7NO>_=>Z]!]U[KZ,_P#PB V(,?\ M4'YX=G?,1H=W]U]2;-8HA+..N=B[OW -9Y48Y\XZ3_ $I%U64"%3.QB)9I
MK>ZJUO(^_=>Z]!]U[KWOW7NO>_=>Z^_OC=3?+WX5_)GXWRT\51D.U.H]UX M7:HG,(A!M_X^C_O!UQD9C4*0A%BM_8C&U+7*FT7#H;_J/<+87EC+;>;H0/MX
MC^=.A5R/S"W*O-^'0DIJO'5E5C\A2U M-#^T-3/1UM%602TM?1^=*%32U5-.J34]33S1LDB.H9&U!_(IPX*TGB.NN M5E.K\70@HP!!J"M*#P((X@^O3E3O)/;+8/0JLY>'3]32?
3VZC4Z%%/1+TH^:6Q M!:O[5H1T);;2M.E/23?3_ 'W^^X]V/1[;RB@Z5=%.+#_8'VVPZ.H9.E'336L+ M_P"^_I_K^VR.C*)^GR"?Z<_[^ONA'1C%)T[PS?3G_C7MLCI?)TZ12_D?7\
MC^ONA'2Q'KTXQ3?[;_>1[;(Z5I)T.WQQ[PW+!<>].I^]-HNYSO5N^HH:BW)@]' L?;UIX7).ZVU\DH4"NV]NG$4>TNY7"TNWS7'FL,$?;3'\Z=#/V=Y6_KM[J\N[L-4%]O%K')_P T?&5I
MS_M80Y_+KY?"RCW!=#U]-JR'K,"O73JR#K()&'Y]ZTCIP/UD$I_(]ZIUO:^N)E/OVGJI M?K&7/Y/O= .]%^L9D][^SIHR>G4=Y?>Z>O33/Z]7=?\)_.A#W"_MO[YR-"
M:K;/Q\V;N/L^M>5&:C? =>Z]]U[KWOW7NO>_=>Z]]U[HG_P#,*_(< M$^<7_BG_,E__?+[U]^ZU\;?W[KW5GW\E/_+>W_P N7_Q<+#H[_-[C%>_=
M>Z^UU[!U[KWOW7NO>_=>Z]]U[KWOW7NO>_=>Z^'1I_PJZH_T9?SJODAEH*2 M2CQG;^T.D>U9&RU/CD^_P"J=L;*SM73RU(O-'6[MV-D96*\;2N\;Z=`C3W
M7NM=+W[KW7O?NO=>]^ZJU18_\)3^K7[^_G62'#,O3256.ZBV9WTVEE$5)VCC M2GZDW5L/#U-1) I\$=+NC?M!(K.R1M*J(2VL(_NO=?7'\^ZJU[W[KW7O?NO= M>]^ZJU[W[KW5
/\ PJ_[<4?:,_RV;_X^^_=>Z^0+[!U[KWOW7NO>_=>Z M]!]U[KZ?^_"'$_GMUEWY_XO\ ]!__.OQ5]^ZJUM^^_=>Z]!]U[K'--%3Q2S MSRQP001O---
,ZQQ0Q1J?DEED]^ZJU[W[KW7O?NO=>]^ZJU[W[KW7O?NO=>]^ZJU[W[KW7O?NO=?99_X3P[M_TC_P EO^?_ +A\WG_AW4&5V'K^X^ZT_P"BOL?>_6'A\GV]-I^V_N?X_'I/
MAT^/7)\UM[KW5S_OW7NO>_=>ZJ[!U[KWOW7NO>_=>ZJ[!U[KWOW7NO>_=>Z] M[!U[K2*_X6S?&Z#<_P 6_B/\KL=0>3++]1=S[CZ8W#54\3F8[4[FVG/NC'5>1
M=1H_A^&W+U.E/"SG]N?,%5_SI]^ZJU\WSW[KW7O?NO=>]^ZJUNQ?\(C_=>ZVO M?^$;?_W#Z]]U[KWOW7NO>_=>Z^*+_.L_M[>W_,QK_P 7 [Q_P!C*^_=>Z*!\3_+ LJ;XU?\ B?!
IO\ ]^+MSW[KW7W>_M??NO=>]^ZJU[W[KW7P9OD)L/_17WYWAUAXT:MO]"'_9>P_M_M_M/!_=#=>>:V M]X?M/N*O[7Q?P[3X_++HM;6UKGW7N@@]^ZJU[W[KW7O?NO=;=/\
PC!V(-R?:MS3.U]WU%-)2=<_#3LK)TM6\=%*U-GMQ=I=+,?HHH5G;[NGDJ<'DLG>>!?2D M,1.P672_NO=?4/\ ?NO=>]^ZJU[W[KW7P1NU_P#F:797_A_[Q_]>BR/OW7N MD!
[]U[KWOW7NOL<_\O/^W)7P(_\#L+_P!_CVC[!U[JJ_W[KW7O?NO=4U?\ M^$>K#W#_"8_Y&O+U5I6JGPO2T?:.(BS,\0Z0WIM:N;G]7[>2*55I]?8;NYOH M\8;6&C\U*?
=>Z^,Y[]U[KWOW7NO>_=>ZWUO\ A#GOS[;>7\Q?K&:H9_XUMGXU M;QM*\TVBG_NQE>Z-OYJHIZ<1-3AJO\ O=CUFZ]U]"+W[KW7 MO?NO=>]^ZJU[W[KW7O?
NO=>]^ZJU[W[KW6@E_P +CMJ"\"%_RX^LX)9":NO\ MDYOK*PZJE(D&/I^CL!@)= M1U,DO\3R8N,R0A.++*=?NO=?/T]^ZJU[W[KW7 MO?NO=?5,_P"$=77+[*_E#U6Z)
(F3_2_\N?J5P.(97!_>I\3@^NNJ5\'_'3' M4]:2@ >D/]U)]^ZJUM6>_=>Z]!]U[KWOW7NO>_=>ZJ[!U[KY0\]KXKM\2? MYG_R3VCC\W'EZ;'PH_L&@'8YUC[&R?
V&H_+KI_[\S_ -9 ;G;KIVU7EM\]++ZAX*(M M?FT7AR\YMU4M _T]DT@^IVLY>GNFD^GMM3T)[27AT_4TGT]JXVZ$U1+TH:2 M6UN?]]^/:CB*]\$G2HHY[6Y]U(Z:}3UZ4U-/<-7_
]M$=&L4E>GN"Z<_[M[^H_QJT(Z71OT\03_3G_(W[H1TOCDZ=H9OIS_QKW0CI:DG3E'+>W-C_ +W[MH1TL1^IT!M]U==4
M.S;;=W>15=3]MF@]-5;HNOG5"P^&HT%UF_K[B>G7=59.I"R_T/\ OO\ 6]Z(M]>GA)Z]9A-[K0=."3K(O0]]_R+WZAZN)#UR\H_K[]0]6\0]>\H_K[]0]\0] M=&4?U]^H>M&0]<#-
/]3JAD^?6-13[W0=4,@ZP-*/Z^[4Z:.3].\O^-A[V!TR MTG6\=_PFY^/8Z[^'\?/8Z[^'\A]ANPZD8FKD0!JGKS]TUVUL&4N3(@;>E7N H(G]D01FQ +]PR?R=9^#M[73#OF?'"E7
_GJZXJ_WA?/QYBJV;/DFVDU6&P6"MZU'E=7FF.3_LW6T'G0ZABI'6Q/[%_6 ?7O?NO=>]^ZJU[W[KW7O?NO=>]^ZJ] MU[W[KW1/_P"85_V0)\XO_%/_)+_
/OE]Z^_=>Z^&/[!U[JS[^2G_P!O;_Y< MO_BX'1W_+W&*]^ZJU[W[KW7O?NO=>]^ZJU[W[KW7O?NO=>]^ZJU\UG_A;
M5U9_!/FS\0^YXZ588>Q_C#E^O)9XUA1:ROZD[1W)GIY90DGFEJHJ'MZEC.1T M%XEC578)I3W7NM*WW[KW7O?NO=>]^ZJUND?\(F.K4SGSE^67<]^ZJU[W[KW7O?NO=4
_P#"%[_MQ1\YO_+9O_@P_C[[!U[KY OOW7NO M>_=>ZJ[!U[KWOW7NOH]_\(J?^W67?G_B_P#VG_\Z_%7W[KW6W[[!U[KWOW M7?NB[_+W>AZW^)OR@[#*R1G87QW[KWH)
(8J:>5#M;K7E^8'_*.38_\]I_W[KW7O^@-O^4A_P]+\P/_1R;'_\ M/\ OW7N MO?\ 0&W_ "D/^>E^8'_HY-C_/VG_?NO=>_Z V_Y2'_/2_,_#_P!')L?_.T_ M[!U[KW_0&W_*0_YZ?Y@?^CDV/_\
:?\ ?NO=4?SV?\ A-M\$OY=_P#+HJ)^ M6'QKS/R KNP.OM\=58VI@[*[$V_N,;?JV-[!WQ>RLBXQF%ZWP,[9!:_/4GB> M2KABO0UC.41O=>ZT3/?
NO=>]^ZJU[W[KW7UCO^$CN^SN_P#DQ=7[?-5)4?Z+ M.[,_B"]Y*UUHAD-[/V=]K"M4JP11N>QC,5IB8=_=>ZJ[!U[KWOW7NO>_=>ZHV_X4C=,PJV2R7?
FY MAUI89LKL/96U.YL)52WUXV;J+L3:6^L[54]W5/-5;,Q&4HSJ#?MU36&K21[K MW7QT/?NO=>]^ZJU[W[KW6YY_PB8_[+[^5W_BG[3_ ._HZM]^ZJU]+SW[KW7O M?NO=?
&%_G[_IODOYA/\ XL!F/_='@??NO=5 ^_=>Z]!]U[K-]_X1M_\,W#<_M?_BH'Z]!]U[KWOW7NO>_=>Z^*+_.L_[>]W_S&O_%P M.\?_'N,K]U[!HH'Q/\
^RIOC5_XG_IO_P!^+MSW[KW7W>?7NO=>]^ZJU[W[MKW7Q,?YR>Q!UO_-?_F*;72ECHJ?_ &<3OO]^ZJUO8?\ ''C9!K^X M_P"83V1X[C:G6?Q_V1Y;THW/8.Z>S\\(]+*:P^3_
$9WO&1&-'K!8QV]U[KZ M)'OW7NO>_=>ZJ[!U[KX(W:__ #-+LK_P_P#>/_O19'W[KW2]^ZJU[W[KW7V M.?\ A-Y_VY*^\'_A@=A?
^_Q{1^ZJU=_[!U[KWOW7N@9^1O55/WK\>N^.D*O M?_:JQ],H=55/W$:34_V_86R,YM&;SQ2O''+#X\N=2LRJRW!(/OW7NO@ZU=_M)54%54T-=35%%6T51-25E'5PR4U5255-(T-
135-/,J305$$R%'1P&5@00"/? MNO=1_?NO=>]^ZJUN_,"+7L$[=_F:]W[!J)_'0=C?#C>\E-'&D!GW'L[EMI MW*XZZ&KBIVCBV_698D^&:8-IT%$,I;W7NOI[^_=>Z]
[]U[KWOW7NO>_=>Z[M[!U[KWOW7NO>_=>Z^9K_PM>[#CS/\P?XQ=903K/'L+XBX_=%4D9B9:3)]A=N]METDU+*5D,J51QFQ:.8HR*!%-&P)U&WNO=:,/OW7NO>_=>Z]!]U[K[)?
G3 MZT/5/\ECX$;=>Z]!]U[KWOW7NO>_=>ZTX?\ A79\2OF[T]+_'OYH;=Q,3 M9?JC=-7TIV154L"-*VQ.P!49[9&5R1J'H2VLO3_32 M_3_8>U:&OOCMI:CI14LWTY_WW]?
=NCN"7RZ4E+/],;?C>8^Z$=&\,G#I_@GO M;G_??\]4]T(Z7QR=.T,_TY^O^\/3W0CI,?)TZ1 M3?\ (OZ>Z$=+4DZ<(Y@1R;_X_P#%?=".E22=7
_R0_E8/B]\^^L&S60-)L#N M\/T7O?R3,E)3C>U?CSLO,S(\B4D9Q._]'&>6ID%Z?'S56D@.USOER\^BW1"Q MI%)V"\^!_)]?
E7K&/[X'MQ_KD>R.XBT37O>STW&WH.X_3]WU$8QJ.NV:6B#X MI5BKP'5LG_"HKMP2[H^*715+/I_A>!W]VSGZ,5?R_P >R&*V?M&?2'])/V_|M=O-K7@\&YUSK/5X+4>09C^=
/\IZQN_W>6O"V_F.AG4?VLUM91GT\-7 MGG'Y^\+,G:_;=:GJ3T/^P/L!TZZ3WU(68?GC_6]UIT\).IS?T:_|,A_QH M^J42=$G643'WJ@ZN).N7F']/]J_MO?M/6_$'?O-_ON?
^*>_4ZWXGSZZW^\^ M^_WCWZ@ZUX@ZXF8_ZW^^_P_^]T'53)UA:8?EO\;<_[S[W3ILR=8&F_I_MS M[W3IL.E#LC:.X>R-[[.Z\VC1-*

*E=V[]W5M[9>V,8C:6R&XMTY>DP>%H5:Q"M-M5Y.NBC!Y\6]NQ1/-(L48]f, /M)H.B;?-IL-@V>[W[=\/;+&VEN)G_ABA1I M)&_VJ*3^77U0^@>H,!\?^D>I^D=KV;!]5=?[5V-15/C6*3(G;N'I<=59BI50 MH-=FJV&2KJ&M=YYG8\GW-]K;I:VT=LGPH@7]@X_GQZ^:/G?F]^YYQW3G']^Z]U[W[KW7O?NO=>]^Z]U[-MW[KW7O?*

NO=$__F%?]D"?.+_Q3_Y+_P#OE]Z^_=>Z^&/][U[S[^2G_V]O_ER M_P#BX'1W_O<8KW[KW7VNO?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW6D!_P + M>NJ7S'Q<^#O>
@5H^O._>QNJ6J23JA?N7KNDWEKD-MI[KW7SAO?NO=>]^Z]U[W[KW7T8_^$0'5RXKX\?/#NDP6???<_4G5R5)$IU+U M/L?=<>[)(§+2M N@]T*S:§5SJ765
($]U[K>5]^Z]U[W[KW7O?NO=>]^Z]U[W M[KW5 /\ PJ._[<4?:,_RV;_X,/X^^_=>Z^0+[]U[KW7O?NO>_=>Z]][UKZ? M?_"*G_MUEWY_XO\ ]I__.OQ5]^Z]UM^^_=>Z]][U[K[^=?
O§[&_E'?S&L_MT"P_;\0N[=G>F!*@V[§V7DNOV!C>2,*I&YN7O>(7]^ZJU[W[KW7O?NO=4]?*+-B'I,;^2K_-OBF MD]SC^K-L[[\44=,(R#]WM,K[LU]DK0,LXCHAM#S.S'PHD9:8&(.#
[KW7QLO? MNO=>]^Z]U[W[KW7TP_I A§YOA\E_+ <^4W73MK_NA\OZW=L6D)R\4&_>F^K<6 M(%G>=]J^ZJU[W[KW7O?N MO=>]^Z]U[W[KW7O?
NO=>]^ZJT6/Y1=>#MWX9_+?]AH?N5[/^,?777C4^J-/. M-Z]5[KVV8=]^Z]U[W[KW6YY_P (MF/\ LOOY7?\ BG]3_P"_HZM]^Z]U]+SW[KW7O?NO=?&%_G[_/;Y+^83_P"+ M 9C_-
T>!]^Z]U4#[]U[KWOW7NMKW_A&W_V]PW"_.*@=R_^]MU#[]U[KZG? MOW7NO>_=>Z]][U[KWOW7NOBB_P ZS_M[?_;._P#%P.\?_>XROOW7NB@?$_ | M]*F^-7_B?^F__?
B[<]^Z]U]WGW[KW7O?NO=>]^Z]U\?_ /X4_;%&Q?YWGS/2 M")H\=NV;I+?6.9VA+S'_=>Z^CK_P (A-E?8?&'YRJC>]^ZN^>M-E_=>Z^"-VO\ |S2[*_| M#_WC_P"]%D??NO=
(#W[KW7O?NO=?8Y_X3>?]N2@@1_X8'87_+_'M'W[KW5W M_OW7NO>_=>Z]][U[KXA?\U_I0_';^9=\ZNGHZ%L;B]L_*+N&7;%§V[AA1VN,M>63W=L.RH27FF9F>H'!%@0P-A}!
[KW5??OW7NO>_=>ZV#?\ A+?V1_H[_G;__M§]GGJ/ML9V)0=V];Y1]5O)_'>C^PO MW[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7R.O\ A5GV8.POYUOR.P\-
M2U51=3[*Z(ZSHI-3M$ABZAVGOK*TT&J.32M)N#?=9%(L0\R/Z3^M_=>ZUS/ M?NO=>]^Z]U[W[KW7W=/B1U.W0OQ3^,G1C0?,-TQ\>^E^IVIO))-]NW777&V]
MGF#S2QPRR^(X?3]9§9K7(!X]^Z]f83W[KW7O?NO=>]^Z]U[W[KW7O?NO=%2^M^VBB[>ZUSNWL)<B?O]2X/>U(CR]6W]B<_M:D=%QK-
+I/!]1+ZU6]LY+5OQJ0/D>(/Y&AZ§_)?,D_*'-5AS)!4FTN%=@.+-1 MGME0>FN)G2OEJZ^_EN/;>>V9N7<.S]TXNKP>Y]J9O+;;W'A:]\'78?/8*OJ_M7E\761AF$=7C\A2R12 $V="+^X?
*LC%'%&!((^8ZZX65S!=V\=W:N'MI45T8 M<&5@&5A\B"".HD$GT]L2+Y]"&SFX#IYIY/I[HIZ$EK+D=/M/+].?:J-NA):S M=/U--]/\/]Y'M2,CH^@DZ4--/].?
Z'W4J&\,G3_!/].?]_Q3W4CHRCD2>(9 MKVY_XU[HI1Y]+4?S'3K#-^_0#_OO1_C[KTK23ISBG_,?]C_3_%_=".EB2=.4 M4_I C_Q3W4CI6DG3I2UDU/-#44\TE/402)-!-#
(T4L,T3!XI8I4*O'+&X!5@ M001<>ZT\QQZ?]DBE) &1A0@Y!!X@CS!Z/+\]OF?N7YQ]P[-[;W6M0F8V[T7U M!UC7R5"QQM6Y_:FV(ZS?>5ABA9HX:+-=DYS,UE.GU$$Z7-
P%~7?[IE.1\GQ M")5_,#N/YL2>HI]DO:O;O9WE6[Y8VTK]+/O-]=K2ITQS3:,="3DM':QP(Q_B M4^71*EE(^O/^(]E=.IE5^1"S_P"-_P#7^O\ Q7WHCIT2=9Q,/SQ[K3IT2=9! M,/\ 56_V-
O\ BGO5.KB7KF)C_J0]ZJ^IU;Q>N_*?]5[U3KWB?/KB9C^-6_P!Y M M_O7O=.M>+UP,P_I3_O/O=.JF3K$TW]/]Y]HTV9.H[SW_-_\!/]/>P.FS)U? M5_PG>^,+]X_,)>W\W0-
4[)^,.V9]]3221"2BJ.Q=SI6[9ZZQDYNK1STVO)Y] MG=3Z9*@((:Q%/*EC]1N/U##]._$5_P!L<*/\)_+K"+[]WN0.4/9[~]MI(%W? MF*X%N
#1A:PE9KIQZ@TAMV!XK.Q&1UOV>Y/ZXF=>]^ZJU[W[KW7O?NO=>]^Z MJU[W[KW7O?NO=>]^Z]T3_P#F%?\ 9 GSB_|%/\ Y+_-^^7WK[]U[KX8_OW7N MK/OY*?\ V]O_
)]^ZJU[W[KW7O?NO=>]^Z MJU[W[KW6M7_PK/ZK_P!(O\EWNCMJHX MX9$U+38OM*=Y2ZR)""\<@=:=>ZJU[WOOW7O?NO=>]^ZJU]7S_A(U"?W>_:+R-&$%6V$^S^-
Z5%0C"F@,RJG4 BU%IB##$5UC3XX_=>Z MV?/?NO=>]^ZJU[W[KW7O?NO=>]^ZJU0#_P *CO\ MQ1\YO\ RV;_.##^/OO MW7NOD""^_=>ZJ[][UKWOOW7NO>_=>Z^GW_,(J^W67?
G_(O_-I__Z_%7W[MKW6W[[]U[KWOW7NJ_|+A4)O /;_')'WS0*%?O=T+T3L^A$D#SQ,I5R M8DT21^%EP%/6-$Y)"S!+@WL?=>Z^0'[]U[KZGG_"-S9PVS_*/W%FAI_XR'\O
MNY=XG3.\I)HME=1;]<;1H*9K;&'H4N"+/>[E1[KW6UY[]U[KWOW7NO>_=>Z M]]U[KWOW7NB0?S,]A_Z4/Y]^ZJUOZ?\(<-\ M(E7_ #'^MJA_W)Z?XO;XQ**D LE)+WM@=PO-
(TZU3W:MQ8B58FC6TA9E+(*] MU[KZ GOW7NO>_=>Z]][U[KWOW7NO>_=>Z]][U[K'-#% M412P3Q1SP3QO#-
#,BR1312*4DBEC<,DD:H^W^X~WUZ/(^B]M1M<^Z]TP>_=> MZ]][U[K=L_X1%8]@F^7GS3S&@S'9V/]\C!X5D%/%)]
MQ48.E;4R,Z>*RE0SAO=>Z^D9[]U[KWOW7NOC"_S]_P#M\E_/)_+%@,Q_P"Z M/^_=>ZJ!]^ZJU[W[KW6U[_PC;_[>X;C_P#%0.Y?_>VZA]^ZJU]3OW[KW7O?
MNO=>]^ZJU[W[KW7O1?YUG_;V_P#F-?\ BX'>/_O<97W[KW10/B?__E3?&K_M_3_ -_^%VY[]U[KO/OW7NO>_=>Z]][U[KY:?_"RS8K,6_FR,,W*L+"#L MOX?=1[I:H7[IH9*
[$,^[@V'/3F2913I54]'M"F=XH256.6-VLTA]^ZJUJ:>_ M=>Z]][U[KWOW7NOJ??\"-[9C;7_)1N?SA32.Q_EYW-O-3Y9)(M#LWJ3KS M7H>-
%@LVPRNA2ZG3JOJ8JONO=;77OW7NO>_=>Z]][U[KX(W:_P#S-+LK_P / M_>/_ +T61]^Z]T@/?NO=>]^ZJU]CG_A-Y_VY*^!'_A@=A?\ O\>T??NO=7?^ M_=>Z]][U[KWOW7NOE+?
^>BTZI_F^YJL.EI6BHODET%T[VS+.B!:63,[=HL MOT?DH(RJBU24G4E)43+RQ-4LC?YSW[KW6KA[]U[KWOW7NC]_P JKM,]?S+
MO@3V<}1]K0;7^6_0;YZ8&167:N5[*V]@MW*ACGIOW)=KY.K1=3^/4PUADU*? M=>Z^WI[]U[KWOW7NO>_=>Z]][U[KWOW7NO>_=>Z]][U[KXC7\W/M9.[/YH7S M^()IZR(XS-
+/O#';>KX9)0JW.FT]^YG9^T.J^2FCC@>.:?,& I&4C?P>7D M-W,W7NJ[/?NO=>]^ZJTZ^YK[]U[KWOW7NO>=>Z]][U[K MWOW7NO>_=>Z]
[]U[KYF__"FOX8M\9/YB&7[@V]BVH^MOF#AZCM_%311LM#3] MG8^>EP_?:M&Z$%M-BG3]33<_M"WMP]^4,G3Y3S_3G_C7NO1G%)T\P3_3G_??\4]U(Z7))T[PSWL"?]]_A[H1T
ML1ZCIRBF(^I_V/X/^O[KTJ23IQBG_P"1$_[UJ]1TJ23IPCG_,?]@?=2.E22 M=34G_P ?]A[]1TH63J6D_P#0_P"P/^\UJT^LG4D3_-7_BOO5.G1)UE67^C?
M[S_Q7W6G3@<=9!*W^!]^U8/\^N7E/\ 3_>?>]=6UGKORG^G^\|.:]^IU[6> MNC*?Z#_;_P#(O>Z=:UGK@96_K;WZG52_]>L32C\F_P#O/O=.;EQUA:,^G'^O M[W3LR=?1&_D.?
%)OC1"-D;BS^,-#V\BXO_39NIU$2K6TVW\[14]+UIAG< MHDRTL&R*:FR/@D :GK,K4J>2?V*S"DU=R:?2?]?M)ZX5_?+]RO M]<+WHO+*SDU[%L2_00T-
5,D;$W4@\JFX+QZAADAC/D.KH_8@ZQ/Z[]U[KWO MW7NO>_=>Z]][U[KWOW7NO>_=>Z]][U[HG_|,*_[(§^<7_BG_P E_P#WR^]? M?NO=?#']^ZU9]_)3_[>W_RY?_%P.CO_
'N,5]U[K[77OW7NO>_=>Z]][U[MKWOW7NO>_=>Z]][U[LS^Z MTVG7]E;=AC^Y5H(ZB3.[1IQ%(=/CD*N&0]'7W7NOB=>_=>Z]][U[KWOW7NOM M*_R*.KUZA_D^_P
O':0I_M3DOC1L;LN2'3&A$_=,=5W'42.L=56 23S[\9VN MZOJ8ZHXFO$GNO=6Q^_=>Z]][U[KWOW7NO>_=>Z]][U[@'_A4=_VXH^]^ZJU[W[KW7T^_^$5/_;K+OS_Q?_M/_P"!
MU^*OOW7NMOWW[KW7O?NO=:/_"Q[>?\ =?\ E%X;!ZXU_P!(_P N.F-F /%4 MR-)]CM+M;1/1"\$B102 ,#U%Y@9164#R,C+[KW7RO??NO=?7I_X2Y[/?:\ MC[%/4"9.W=6GBC3+_
"-[8@Q)!#3QKXH9\!0TDK(/(DTD@)' M")[KW6P)[]U[KWOW7NDWO+,&/WMM#=6S,LL;XO=VV\Y MMC))-3PUD3X_/XRJQ58LM9]4J]/51M3U;!HY
4<>E@03[!U[KX'>6Q=?@\KD\ M+E(/M2:GF\-1"RZHW9&M=218^_=>Z;_? MNO=>]^ZJUN6?\(G]\#%_S"_D]U!)4^&+>/P[RVYXH7^R6.KK]B]R]3T$;4_=>Z]
[]U[KWOW7NO>_=>Z]][U[KW MOW7NO>_=>Z]][U[KWOW7NO>

{]U[KWOW7NO>_=>Z M]T]U[KWOW7NO>_=>Z[T]U[KWOW7NB?\ \PK_ +($^<7_ (I_\E__ 'R^}??N MO=?#']^Z]U9]_3_ .WM_P#+E_| %P.CO_>XQ7OW7NOM=>_=>Z[T]U[KWOW7MNO>_=>Z[T]U[KWOW7NO>_=>Z^;O_ ,+=NK7Q'RW^%'=9II%C{!^.>}.K4K"D MXBG?I[LRJW9)3)(RBE:2E7O)6948R)E+@ I?W7NM(_W[KW6X%_PBXZN_O5_ M,M[M[,JZ99:#JGXB[PBHIS'"[TNZ=^]F=7X7&NK34TS1++MF@S2%HGAF)(74 M85(C>Z]U[)/,W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U0# PJ_[<4?.;_RV M;_X,/X^^_=>Z^O+/]U[KWOW7NO>_=>Z]T]U[KZ?:_"'*G MUEWY XO_VG_P# MZ_%7W[KW6W[]U[KWOW7NODO?*U-[G=?\Z?NK_OS)^,>UJM\$j)(? L<[W5LK&UTE0M*R5(18:2H=Y2C*RQJQ!%KCW7NON3^ M_=>Z]T]U[KWOW7NO>_=>Z]T]U[KWOW7NO>_=>Z^9'_PM8V'_ ,^8W\<>PH8 M/#2[Y^&^W,%4,M/H2JS.Q^X^WW]ZIJK{AS/4?PC=>/A9/$@CCA0ZG+D)[KW6 MG'[]U[KWOW7NGC;V]^Z]U[W[KW7O?NO=>]^Z]U[W[MKW7O?NO=:Z/_ JG[]HNCOY,G?\ A35?:;@^OJ.F.@MJ/YC%W.[QI.P-U M4N2&U'W76?6^>CT!A^K4VI%9&]U[KY&OOW7NO>_=>Z]T]U[KGWP!Z7F^_:? MP9^'G0]91-CLKU"9>D-@Y^EXH:J:72%3R2-I M55L! [KW1NO?NO=>]^Z]U\87^?0\ ]ODOYA/_ (L!F/\ W1X'W[KW50/OW7NO M>_=>ZVO?^$;?_;W#Z]T]U[KWOW7NO>_=>Z M^*+_ #K/^WM_|QK_ ,7 [Q_]!C*^_=>Z*\3_P#LJ;XU? ^)_Z;_]^+MSW[KW M7W>??NO=>]^Z]U[W[KW59W\Y08K=B_RF_P"8KMJ.%JB>/X?=[;!I*=/NC-45 MVP=@YG?E#3T\=&KU$15/6;;1(H@"LLA5&]+'W[KW7Q,/?NO=>]^Z]U9-_)QV M,>QOYKG\NK;!IHZRG_VFIJRG]\3LCLC ;VS%+54M6\=//1U&++V M],DRMJO$S61S9&]U[K]:7OW7NO>_=>Z]T]U[KWOW7NO@C=K_/,TNRO__] MX_|O19'W[KW2]^ZJU[W[KW7V.^>$WG_;DKXS?^&!V%_P"_Q{!]^Z]U=_[] MU[KW[KW7NO>_=>Z]T]U[KW44_X6-_#FH[R_EW["^4.V\2U?NWX:]I0Y/.3Q*LE M1!TYW4^%V+O8PT\0,D[4N_IE;2BNP]U[KY>7OW7NO>_=>Z-_M#\)OD?I/B#\O?C5\G\)YGJNC.Z>O>QJVA@)#9K;VWMR4%5NO;VYN;#XS<&_S..F6HQ^7P MF9HH,CBLI0U">F>CKZ&ICEB<<,C@_GW[KW3Q[]U[KWOW7NO>_=>Z9=R;BP>S M]NY_=NY\G2X7;>U\+E-Q;AS-_=>Z]T]U[K8*_X3#?$^3Y4?S@/CO5Y#'? M?[.^- ,>;^4V[W:!94I)NK#0P],5"O(K0QU$/_=>Z]T]U[KWOW7NO>_=>Z]T]U[KWOW7NO>_=>Z]U_F M.? R[,%_F^&^\^H*:,"47<>T6D[#Z!W37".$8CLG#4{TVV]_8R2 M7$9 NS0T_P!Q%6F.26CA *]XVY=RLFAQXPRA}&'E]AX'JOEU)_M'{A7'MQSC M!O!+':)?TKI!G5"Q%6 \WB-)$IDZ2E0';KY/VY]L;BV1N;<6S-WX7);,W9M' M.9;;.Y]NYFDEH,O@=PX&OGQ>9PV4HIU2>CR.,R-+)#-$X#1R(5(N/<22(T;E M'!#@T(/D1UUC1#4=9T M:Q'NO2J}^IPBE^GZAFTF5Z5J=&T4V!U.CE_QJO*W1C%-U.CF(_/ M_%;:H;I^'+7J^/_ (_[_\$>]TKTL23J:OO]#^IUTI63J6D]#P7_??3WH!0 MLO4M)~| &_OW3ZR^O4E*C_$C_7Y'O5.GA+UG6H_Q_P!L?^(]ZIU<2=9A4?U/ M^W_ !3WJG5_$ZY?<#^H_P!L??J=6\3KO[D?U_WO_BGOU#U[Q/GUU]P/ZC_; M'WZG6C)U<5_)_1_EV5G\P3Y7XR/>.}}OCKTI)BM]]V5SQNM#GHQ5R/M/]V*=_M+,;SL#(T$]U(5D:/#4E=(LB3+ ':.=DVP[A=C6/\ %DRWS]%_/_!7K&_[S?O0 MGM+R#(-LD YRW0/!9K7NCQ^K=4]++6&C!!F>($%==/IA4U-3T=-/!1T<$-+24 ML,5-2TM-$D%/34\"+%!!!$JQPPPQJ%55 55 %O1S)(2TC$ MDDFI).223DDGB>LWOW5>O>_=>ZJ {]U[KWOW7NO>_=>Z]U[KWOW7NO>_=>Z M]T]U[KWOW7NB?_S"O^R!/G%_XI_\E_+WR^]??NO=?#']^ZJU9]_)3_[>W_R MY?\ Q<#H[_WN,5[]U[K{77OW7NO>_=>Z] {]U[KWOW7NO>_=>ZJ[]U[KWOW7N MM)K_(6X]4MF_A[_^[4H_,>N/D?NOK.6L6.)WHZ?N'K2OW*R,WD^YBIZJHZ M5B##$(8C{J'V5C&'}U[KYMGOW7NOH/?\ "'?)YZ;.? \PONJJA9DS.XOC[U=@Z M@H52%]M8WM+=FZ85DYS5(W7AV(,2F(1 AF\C!?=>ZWVO?NO=>]^ZJU[W[K MW7O?NO=>]^ZJU[WKW5/_"H[_MQ1\YO_+9O_@P_C{[[U]KY OOW7NO>_=>Z M]T]U[KWOW7NOI]_\(J?^W67?G_B__:?_ ,#K\5??NO=;?OOW7NO>_=>Z^-+_ M_,*'=\?Z0OYT?\P#/?_=>ZJ[]U[KWOW7NO>_=>Z] M[]U[KWOW7NOGW_| "X[8@BS7\N/LVGHHR:_%_)S8F8K!'11RQC$U?1^X-MTS MRZER%5',Z]U[KWOW7NON5?RX]\KV=_+W M^"W8HF6>3>_P}^-6Z:EU^U#)79OIO9N0R%/,E$STL%525T\D4T2'3%*C)QIM M[]U[HYWOW7NO>_=>Z]U[KWOW7NO>_=>Z^=3_PM>^8 M5!NGN+XJ_!W;&76I3},X._.U:*EJ/+3P!L[%,6UNM,5D(DDTTV:P&T<#E] M0ZZ_L]QP."%DY]U[K1=]^ZJU[WKW1V_P"6QT!)\I_G_+P#M#?X_-2?>X5L_Y M%]4X'=$-E;1L:+=N- RN_ZO0RNLG\/V3C\A/I(L_CL?K[]U[K[COOW7NO>_=> MZJ[]U[KXPO\/W_I?)?S"'\ Q8#,?^Z/ ^_=>ZJ!]^ZJU[WKW6U[_PC;_[> MX;C_/%0.Y?__'MNH??NO=?4[]^ZJU[WKW7O? NO=>]^ZJU\47^=9_V]O_F-_M?^+@=X_^]QE??NO=%_^)_P#V5-\:O_$_]_^_%VY[]U[KO/OW7NO>_=>Z]{ M]U[H&?D;L/\ TI_'KOCK$4[59{'Z9[0V&*5(9JAZG^}^R,YM[{=:>FE@})VF M_B.D)&Z.Q-E8$@^_=>Z^#;[]U[KWOW7NK[O^$Q>QQOK^=[)Z>>F[\/NSOMT26*.*= M6/8_ET1ET]E+EM;,]^Z]U[R>_=>Z"7OWM6GZ)Z]H[O\+^4^*LU>7_?SQT$'[2!M-Y/(NG09$]U[K[7OW7NO M>_=>ZJ []U[KWOW7NO@C=K_|,TNRO_#__-X_^]%D??NO=(#W[KW7O?NO=?8Y M_P"$WG_;DKX$?^&!V%_[_'M'W[KW5W_OW7NO>_=>Z]H[UKWOW7N@3^2?1&R M_E#\? >ZOCEV)!YMD=X}7[VZNW*RQ>6HHI\O3,}?@1,10 2P/'E,_]:M722)) M')%4PQNCHRAA[KW7PR.]>F]['?NKMGH7LG'-BM_],]C;RZQWC0$'QP[BV1N M"OV[E&IG/]*&>)Q[24\REHVH'21"RL"?=>Z"KW[KW7O?NO=?74_X2^_-R'Y MB?RH^CMM9S++7]H?$N:3XQ[(@DDM5M@=D45)4]/Y80/>]^ZJUKL_!*A?FU%\/?Y47<&VL%F? X;VA\ MLZB#XR[%B@=36# ;U1:JK{ARC0:6F&BZEQV6QIJ%*?;5^6HSJU,BM[KW7R+ M??NO=>]^ZJU[WKW7TH_^$7'PTDZX^)G?OS8W-BXXLY\E.P*3K3KBKJ(%:H3 MJW167)4V=RF-JK:HZ/=/9N_=>Z]T]U[MKWOW7NO>_=>ZJ[]U[KWOW7NO>_=>ZJ[]U[KWOW7NO>_=>ZT?/^%07J"6FK* MG^93T+MHO1U?\+PWRNVQA:0#[.K H/MCN^GBZ>.S05H\&*W&R6*S"CKF1O+ MD*A -S3M/ +3MQ\I /Y-_D/Y'U/6;GW8/=9:#VVWZ6C#4UB{'CQ9[.I\^,D- M>(UI44C4Z3ZGV!#UG\&>LR^Z'I2AZSJ2.?> ^E2L5SU-BE_Q]V!Z,8)\=3XY/ M\?;H;HRCEZF1R_X^W5;I?'-U,27_ !]NANTN?G/^]_KWW[JPE/SZ]YS_JO]Z]ZZ]XG0E]-]3=B_(#M38?2W4VW*W=W8 MW9.Y,?M;:> H /)69*ODL9JF=K0T&*QM^DE5759TBC=@!!#)<2 MK#"'*R,: ?ZOY^@Z).9.9MHY3V$ZYDW^9;?9[.%I99&\E?R XL[&BH@JSN510 M68 _4U_ES?!?8/\ +V^+VRN@]GFCRVXXU_O- VOOF"G,%1V!V;EJ6E3<.X&\B M)4)BJ5:6*@Q<@<#C73XRD@1]4ODD:4-NL8]OM5MT^+BQ]6\S_D'R ZX9^'\'NAN M_NYSQ<\V;EJ2UZ=K"346]LA/QQCRU&IDD(:*5W(HM #V>UW47=>]^Z]U[W[MKW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]T3_!F%?]D"?. M+_Q3_P"2_P#[Y?>OOW7NOAC^_=>ZL^_DI_| ;V_^?+_XN!T=_P"]QBO?NO=? M:Z]^ZJU[WKW7O?NO=>]^ZJU[W[KW7O?NO=>]^ZJUKB_*N.K%[''DJ_(7.) M3_8C[/;G8=;,Y5X6\4;^LB\X]\U%/IJ>ZOE9VSO.EJV$@>;";:VSUUUA24REX M(4:GI_=>Z]H[U[KWOW7NO>_=>ZJ[]U[KWOW M7NJ ?^%1W_;BCYS?^6S?_!A_'WW[KW7R!?? NO=>]^ZJU[W[KW7O?NO=?3[_X M14_]NLN_/_%_^T__ (?X]^__=>ZV_??NO=>]^Z\U.S^9WO<=D_S(OGYOR.I M6KI=U?,WY- 9C&2QUD.0A&&]NYMYG"04]=3JM/64M)B!!%%*@TR1HK#@^_=>Z MM8_X2@;0_O+_ #M?CCF=&O\ T?,_^1&[}7G\/C^]Z/WQL+7X[\[]_P#??3X^ M+:.M?]BQ[U[KZW? OW7NO>_=>Z]H[U[KWOW7NO>_=>Z]H[U[KWOW7NM+K_(6U M;'2O^'''Q*{)*WDVG\MVV.KZX!I3L+ISL;/2+XV@:J;6W6*G4DJ1KILZN2A3W M7NOFF>_=>Z] {]U[KWOW7NO[O^*$Q>QQOK^=[)Z>>F[\/NSOD.Z M=\9]_P#(F^U.T_CUVOE,+4^*LU>7_?SQT$'[2!M-Y/(NG09$]U[K[7OW7NO M>_=>ZJ {]U[KWOW7NO@C=K_|,TNRO_#__-X_^]%D??NO=(#W[KW7O?NO=?8Y M_P"$WG_;DKX$?^&!V%_[_'M'W[KW5W_OW7NO>_=>Z]H[UKWOW7N@3^2?1&R M_E#\? >ZOCEV)!YMD=X}7[VZNW*RQ>6HHI\O3,}?@1,10 2P/'E,_]:M722)) M')%4PQNCHRAA[KW7PR.]>F]['?NKMGH7LG'-BM_],]C;RZQWC0$'QP[BV1N M"OV[E&IG/]*&>)Q[24\REHVH'21"RL"?=>Z"KW[KW7O?NO=?74_X2^_-R'Y MB?RH^CMM9S++7]H?$N:3XQ[(@DDM5M@=D45)4]/Y80/>]^ZJUKL_!*A?FU%\/?Y47<&VL%F? X;VA\ MLZB#XR[%B@=36# ;U1:JK{ARC0:6F&BZEQV6QIJ%*?;5^6HSJU,BM[KW7R+ M??NO=>]^ZJU[WKW7TH_^$7'PTDZX^)G?OS8W-BXXLY\E.P*3K3KBKJ(%:H3 MJW167)4V=RF-JK:HZ/=/9N_=>Z]H[U[MKWOW7NO>_=>ZJ[]U[KWOW7NO>_=>ZJ[]U[KWOW7NO>_=>ZT?/^%07J"6FK* MG^93T+MHO1U?\+PWRNVQA:0#[.K H/MCN^GBZ>.S05H\&*W&R6*S"CKF1O+ MD*A -S3M/ +3MQ\I /Y-_D/Y'U/6;GW8/=9:#VVWZ6C#4UB{'CQ9[.I\^,D- M>(UI44C4Z3ZGV!#UG\&>LR^Z'I2AZSJ2.?> ^E2L5SU-BE_Q]V!Z,8)\=3XY/ M\?;H;HRCEZF1R_X^W5;I?'-U,27_ !]NANTN?G/^]_KWW[JPE/SZ]YS_JO]Z]ZZ]XG0E]-]3=B_(#M38?2W4VW*W=W8 MW9.Y,?M;:> H /)69*ODL9JF=K0T&*QM^DE5759TBC=@!!#)<2 MK#"'*R,: ?ZOY^@Z).9.9MHY3V$ZYDW^9;?9[.%I99&\E?R XL[&BH@JSN510 M68 _4U_ES?!?8/\ +V^+VRN@]GFCRVXXU_O- VOOF"G,%1V!V;EJ6E3<.X&\B M)4)BJ5:6*@Q<@<#C73XRD@1]4ODD:4-NL8]OM5MT^+BQ]6\S_D'R ZX9^'\'NAN M_NYSQ<\V;EJ2UZ=K"346]LA/QQCRU&IDD(:*5W(HM #V>UW47=>]^Z]U[W[MKW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]T3_!F%?]D"?. M+_Q3_P"2_P#[Y?>OOW7NOAC^_=>ZL^_DI_| ;V_^?+_XN!T=_P"]QBO?NO=? M:Z]^ZJU[WKW7O?NO=>]^ZJU[W[KW7O?NO=>]^ZJU[W[KW7O?NO=>]^ZJUKB_*N.K%[''DJ_(7.) M3_8C[/;G8=;,Y5X6\4;^LB\X]\U%/IJ>ZOE9VSO.EJV$@>;";:VSUUUA24REX M(4:GI_=>Z]H[U[KWOW7NO>_=>ZJ[]U[KWOW M7NJ ?^%1W_;BCYS?^6S?_!A_'WW[KW7R!?? NO=>]^ZJU[W[KW7O?NO=?3[_X M14_]NLN_/_%_^T__ (?X]^__=>ZV_??NO=>]^Z\U.S^9WO<=D_S(OGYOR.I M6KI=U?,WY- 9C&2QUD.0A&&]NYMYG"04]=3JM/64M)B!!%%*@TR1HK#@^_=>Z MM8_X2@;0_O+_ #M?CCF=&O\ T?,_^1&[}7G\/C^]Z/WQL+7X[\[]_P#??3X^ M+:.M?]BQ[U[KZW? OW7NO>_=>Z]H[U[KWOW7NO>_=>Z]H[U[KWOW7NM+K_(6U M;'2O^'''Q*{)*WDVG\MVV.KZX!I3L+ISL;/2+XV@:J;6W6*G4DJ1KILZN2A3W M7NOFF>_=>Z] {]U[KWOW7NO[O^*$Q>QQOK^=[)Z>>F[\/NSOD.Z M=\9]_P#(F^U.T_CUVOE,+4^*LU>7_?SQT$'[2!M-Y/(NG09$]U[K[7OW7NO M>_=>ZJ {]U[KWOW7NO@C=K_|,TNRO_#__-X_^]%D??NO=(#W[KW7O?NO=?8Y M_P"$WG_;DKX$?^&!V%_[_'M'W[KW5W_OW7NO>_=>Z]H[UKWOW7N@3^2?1&R M_E#\? >ZOCEV)!YMD=X}7[VZNW*RQ>6HHI\O3,}?@1,10 2P/'E,_]:M722)) M')%4PQNCHRAA[KW7PR.]>F]['?NKMGH7LG'-BM_],]C;RZQWC0$'QP[BV1N M"OV[E&IG/]*&>)Q[24\REHVH'21"RL"?=>Z"KW[KW7O?NO=?74_X2^_-R'Y MB?RH^CMM9S++7]H?$N:3XQ[(@DDM5M@=D45)4]/Y80/>]^ZJUKL_!*A?FU%\/?Y47<&VL%F? X;VA\ MLZB#XR[%B@=36# ;U1:JK{ARC0:6F&BZEQV6QIJ%*?;5^6HSJU,BM[KW7R+ M??NO=>]^ZJU[WKW7TH_^$7'PTDZX^)G?OS8W-BXXLY\E.P*3K3KBKJ(%:H3 MJW167)4V=RF-JK:HZ/=/9N_=>Z]H[U[KY/G_"JO^8Q!\UOYB61Z5V#F_XGTC\}J?/=-[?E MI*MY\5N#MVKR%+-WANNF19&IO\GS^(I-MHZ!EFCVZT8I.+>Z]UK%>_=>Z]H M]U[]>5=9S[%[I/ZYZ=ZYQ$VX.P.UMJ;3ZXV/@]<.9LQN[>V>H-M;=QD>A)' M#W5V7R4,=PIMJO;WK[W7W)?AM\9=G?#X]J ?%C8I6?;71?5NT^OH,F(33R[B MRN'QL0W-NZLI_)*L.2WEN>6LRM4JG0M36.$ 6P'NO=&6]^ZJU[WKW7O?NO= M>]^ZJU[WKW7O?NO=>]^ZJU[WKW3'N?;.WMZ[.W!L[M=V$QFY- J[KPN4VYN7;N:HX,CA\[@(Z>MKFXL[B.[M':.ZB=71U)#*'ZD,K*1D,I ((R'*`MCKY>/\[C^4MN,^6?\@'R^R:,/*9KXG]PY7(Y'I?=DYGK9-IUQ#U^4Z@W;7NI* M;AVQ&?;&SRNQR^1)P[5$-=''%>_;.VV7&J,$VCGM/I_1S'EZC\^NH?L=[M MVWN7L/T]^R)S99H!<1B@\1>N(U_ALR_3WH=* M5-1UD4V]^X=/(:=2DD]W!KTMCEH>IB2_X^{@]+HYNI22^W U.EJ2]2DE!NAJ MJ+$FIU)27_'W<;>E:3=24G/|;^[@@]*%EZDK4?XD?[U[CIX2]9A/?\ (/OU M.G! (.LHF'^/^P]^H>KB3KD)A_6W^^_P]^SU;Q.N:,TKI'&&DDD94CC16=W=R M%1$1069F8V ')/OV>M&8*"'S$!0,FO7T,?^$_W\HV7X;]<+\IOD#MP4_R>[>V M]%'MS;.7I2F0Z/ZSRJ1U2X.>FF >@[*"WE&(I\SK GQU*L6/ AD_B"S2!L.TF MSC^IN!_C+C_A'IJ!_3AZ]_@]QMX_J5RK-7DK;YB7D0]M{<+4>(", M-!%D0T[9&+3=P\ (#LG>Q%UA[U[W[KW7O?NO=>]^ZJU[W[KW7O?NO=>]^ZJU[MW[KW7O?NO=>]^ZJU[W[KW7O?NO=>]^ZJU[W[KW7O?NO=5U?S=^K/]-/\KG^8!UU%2M6Y#+_$KO+*8*C19G>]MW1M#869WEM.G5:>2*4M-N7;] (HMJ%SRD@NC>Z]U\1SW[KW7V3?\ A.MUU*:>HEIY9A+(N.W?!$NMO(D4:1L MJ:/&ONO=75^_=>ZJ[]U[KWOW7NO>_=>Z]H[U[KWOW7NJ ?\ A4=_VXH^]Z]U[W[KW7T^_P#A%3_VZR[_P#%_P#M M/_X'7XJ_=>ZV_??NO=1ZNKI:"EJ:ZN:>BH:*GFJZRLJYM:EI*6FC::HJ:.MFHF9(8*>'%"[NY"JH)) 'OW7NO@@=B;NJ=_]@[ZWY6&8U>]MX[GW=5&H\/W\M-Q=R9NNS,YG^W2.#S&6M.K0HJ[O8 6'OW7NML3_A%SLS^,_S1.YMV3D)HL7X M6=BU$$L7#RY%M46@I)&FI]+.'}U[KZ@? OW M7NO>_=>Z]H[U[KWOW7NO>_=>Z]H[U[KWOW7NM8G_(5V;'?=G\FG?^>5=2]8 M]\=#[XD.N==\5^YJOK8-IA@FCDO)V$JZ96BCYN&+A$?W7NOD^^_=>Z]H[U[K MWOW7NOK*?\)(=2WO_DO3[?^X;,_19W-W[L,1M--*3^(["JNSOMT26*.*= M6/8_ET1ET]E+EM;,]^Z]U[R>_=>Z"7OWM6GZ)Z]H[O\+^4^*LU>7_?SQT$'[2!M-Y/(NG09$]U[K[7OW7NOMJ?$^;V_P#ER_| [TP{EBAS6'>5Y:*2.1&FHZBDJIXEW7:KC:[CPIUWN?L7N=L(W/;2(MSB"KI40^760>JGIU>/63W7IX=9%D(^ONP;UZ=20CJ4DOMP'19'-U)63 M^A]W!Z6)+U(67WG5 MF^?7,3'^I] {U=."7KGYS_7W[4.K"4=;J7_"?W^2%D*2LV;\]/F+L\TK0+C]T M?&KIKD^\>DT=Q[8\@W%4.J/<+],XQX-:0N#D'(N'&"/T02 M#*.MTCV,.N>G7O?NO=>]^ZJU[W[KW7O? NO=>]^ZJU[W M[KW7O?NO=>]^ZJU[W M[KW1/\ ^85_V0)\XO\ Q3_Y+_ | OE]Z^=>ZJ^&/[]U[MJS[^2G_V]O\ Y]^ZJU[W[KW7O?N MO=>]^ZJU[WKW3'N?;F(WAMK<.TMP4D=?@=TX/+,0%HIJF(6JZ%^%DD7^C,.3[KW7W.OAUU@>D?B\6.ES U,>HOCCTAU M@:=UF5Z<[!ZRVQM3P,M2J5"M%_"=)$@#@CU"]_?NO=&.]^ZJU[W[KW7O?NO= M>]^ZJU[W[KW7O?NO=4_*CO^W%'SF_\MF_^##^/OOW7NOD"^_=>Z]H[U[KW MOW7NO>_=>Z^GW_PBI_[=9=^?^+_]I_\ PO Q5]^ZJUM^^_=>Z+7\$=[K3X?M?*IL<5'VAZ_-.P>F]A5>6F@^V.U.K]TYW[CS5@:CA\/V&K5*#&MKMZ,^_=>Z M^$W[]U[K>H_X0],)-?W=_,#[^WU#:G5?1.R?NO%3?PGL#=O8F=%/YF/WD?W M/^C35IC^C?Q?7U+'?W7NOHH>_=>Z]T]U[KWOW7NO>_=>Z]H[U[KWOW7NO>_= M>Z14_P"%%FQ#V-_)5^?FWQ3259Q_5FV=]^**.MD9!U;VMU]V:U25H&6<1T0V MAYG9CX42,M,#$'!]U[KXV7OW7NO>_=>ZJ[]U[KZ9/_")[?393^7Q\H.NI)FE MDV;]P1C2)2FMV)4RK%$ RRRR.|G%/OW7NM MR_W[KW1/_P"85_V0)XO_%/_)+_/OE]Z^=>Z^&/[]U[RQ&9R^W\G1YK M97)83,8Z85&RV/KJ&K{.@J%59Z.OHI8:JEF"L0&1U:Q^OOW7NK&.1/YR\ MU3HVFIU(*2NC6*:,"[:ZJVW ME59E!H]YMWK_%YK'2:HP"]/41.5NI.DD'W7NJLNZ?D!WK\D- WR=@?(/N7M M+N_?$D)I?[V=L;]W1V#N'"C\G2ICZ7*;JR>4JZ&PNY\=-$R01#A$4 #W[KW M01>_=>Z]H[U[KWOW7NC1__"?X;.]^<'RQZ$^)_6DRN]=Z5M.'1YL7L796- R&9K%4ZC2T,FFYL/?NO=?<1ZBZLV5T9U3UKTM MUMB8\#U[U+L/:76^R,-%X],.VILG!4.W,!1%HHX4DD@QF.B5W"KK<%B+GW[K MW0B>_=>Z]H[U[KWOW7NOC"_S]_| M\E_,)\6 5'_NCP/OW7NJ@??NO=>]^Z M[UM>_P#"-O\ [>X;C_\%0.Y?>VZA]^Z]U]3OW[KW7O?NO=>]^ZJU[W[KW7 MQ1?YUG_;V_\ F-?^+@=X_P#O<97W[KW10/B?_P!E3?&K_P 3_P!-_P#OQ=N> M_=>Z^[S[]U[OW7NO>_=>Z]H[U[KX^__"G?91V1_,^^;$$<+14&Y.[3>N. MD9J2]4-T?'CJ?(Y:81TEO"],D:NB E59G$8=M6L._NO=4'^_=>Z^A?\ \(<] MD&CZ_F+=CO'J&XMY_&S9%-*QIF\9V9@^YL]6QPJ%^\A|_+?RG,I8^.3QQZ M1JC;W[KW6^3[]U[KWOW7NO>_=>Z]H[U[KX(W:_+ S-+LK_P_]X_^]%D??NO= M(#W[KW7O?NO=?8Y_X3>]N2O@1_X8'87_O\ !M'W[KW5W_OW7NO>_=>Z]H[U M[KWOW7NO>_=>Z]H[U[KY;_+ PK1_E=5/Q*^7IJ/S4ZPV]K\]_F9F*W);D&,H M#!B=A?)*EHGK]8.1.%7@IX^U*"EDW30M(ZR5=>WUM?L_JC>^ZNM^QMDY:GSNT-\[(SN2VSNO;68I=0AR.%SN M(J:3(X^J5'92TN'[6Z@RV?7'_/I M^YLOTCM*H[4IE$<4456!3FEZTK,A#"'_)ZJVW.\C,SR:W(8>Z]UKT]N]P=1 M]^]D;M[@[K[W9VCVAOK*/F=W;ZWOFJW/[CSN0..."-ZS(U\LLOV!'20QT]- M FB"DIHHX84CBC1%]U[H./?NO=>]^ZJTNNL.M-]=S=C[$ZCZPVUDMY=C=F;N MV_L38VU;/%YLGN'=>ZZ^U?_*M^_M FS?Y;/PK^+?O=.ZHJ?(=B[KCEG@IZN7%OEP M"'$K.@FI\)0T5.Y)AN?=>ZL/]^ZJU[WKW7O?NO=>]^ZJU[WKW7O?NO=>]^ZJU[WKW7O?NO=>]^ZJU[WKW17OF!\.^AOG-T?NCH+ MY" [.IMT[.W!$U1B\E"M/3[JV+N>&">'$[WV'G9:>IFV]NO"M.WBG57BGA>2F MJ8IZ2>>"5+>V5O?VYMKD5C/I0?(@^1'^P<="CD[G'?N1=^AYAY>F,5]$:$&I M25"1JBE6HUQO3(P00&4JZJP^8[_$_E)?(G^6)V6V/WK156>A]SY26FZK!MP>*G@VQN16CEJX-M[HITDJUV7V#2T<++M+C*F4K5+#)-12U,"2.D5;OLUSM4O M?WG6Q/:XX'Y'T;Y? LKUU$]H_>#EWW0VP/:$6_,,2 SVC,-:\ 7C:/$A)- X *.MD@.JDBM5?LHZF+K(/=3T\O#KOWKJW78)'NP)'6P2.'699/=PW3Z2TZD+[M7 MI4DW6=9^?=@W2A9? GUE$ONP8]/K+UD$ONP?IT3=2J6.HK*FGHZ.":KJZN>* MFI:6FBDGJ:FIGD6*"GIX(E>6:::5P[(H+,Q O(L&)-!D];>Y2)#+(P6-022 M30 #))))P !DD];M^\DG_(3UUF KMG? +SY_;1$.6HI:/CVO*K[(#K&^3_<#T"#C9.7RM+/O?B4!04E;<^JC+K 7KWO MW7NO>_=>Z]H[U[KWOW7NO>_=>Z]H[U[KWOW7NO>_=>Z M] {]U[KWOW7NB?_S"O^R!/G%_XI_\E_+WR^]??NO=?#']^ZJU9]_)3_[>W_R MY?\ Q<#H[_WN,5[]U[KWOW7NO>_=>Z]H[U[KWOW7NO>_=>Z]H[U[KWOW7N MO>_=>Z^.7\Y_BXM5_P *%^Z?B]+CE:A[>_F.X_!T.(. 30G ?(_O'"'DPF-C MIJND1)}7^']C011H\Z^QH]U[KWOW7NO>_=>Z]H[U[KWOW7 MNO>_=>ZJ!]U[]@'_ (5'?]N*/G-_Y,- _\&\!???NO=?(%]^ZJU[WKW7O?NO M=>]^ZJU\/O\ X14_]NLN_/\ Q?\ [3_^\U^*OOW7NMOWW[KW567\[W>K;_E M$?S%LZLS4YK (G=N;*UJM&Q9>RMMU/7+0D5UX0M2NZC&Z0[P#DQ?NA/?NO= M:%4]^Z]U]%W_(0_;*-!T!\.QOMU5=U=P],;*%4,_=>Z]H[U[KWOW7NO>_=>Z][M]U[HD"\S/8? ^E#^7)\]>O4@\]5O#X,;_);!8U13_=O'F:WIS>*82JAI?N*45- M119?P31H98PTD8!8#GW[KW7PYO?NO=>]^ZJU[WKW6_Y_P (<-\?]O'^MJ_ M^\7M\8E%3_Q.V!W"'\TC3_P".+$2K%_QT+-^@>_=>ZW_/?NO=$_!YA7_&0) M\XO_!3_.2__OE]Z^_=>Z^&/[]U[KWOW7NO>_=>Z]H[U[KWOW7NO>_=>Z]H M]U[KWOW7NOC"_S]_P#M\E_,)\%@,Q_P"Z/^_=>ZJ!]^ZJU[WKW6U[_P MC;_[>X,C_P#%0.Y?_>VZA]^ZJU]3OW[KW7O?NO=>]^ZJU[WKW7Q1?YUG_;V M_P#F-?\

BX'>/_O<97W[KW10/B?_-E3?&K_,3_--_^_%VY[]U[K[O/OW7 MNO>_=>Z][]U[KWOW7NOE>?\ "QOKYMG_,W'$[G%/XXNUOBATYO;[A8X@E14 M8C2*&,O40P;!B#"1I)5C*ZU2O?
NO=?4%_P"$7O7LFV?Y M7_<.^:J*:.I[+^8W8%50R/'+'#/M_:G5W3VW:-X3+3Q>=DW!#E5>2.26+TA/ M3(D@]^Z]UMY^_=>Z][]U[KWOW7NO>_=>Z^"-VO\ \S2[*_\ #_WC_P"]%D??
MNO=(#W[KW7O?NO=?8Y_X3>?]N2O@1_X8'87_+_'M'W[KW5W_OW7NO>_=>Z] M[]U[KWOW7NO>_=>Z][]U[HFOS^^$G4O\Q#XF]N?$[N2F9-M=E8%DPFY*6".; M,]?[[Q+_
,1V1V#M\NT?^Y;:F?AAJ/$66*MIO+23:J>HE1O=>Z^+-\P/B=W) M\'?DAVM\7.^MOMM_LKJ;]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7T'? M^$C7\FVJV_30?S4OD;M-
J?)YG&Y'!_#G:N>H56>CPF3@J<5NWOR2DJ8S-#-G M:&6;#[9D.C502U]:%>.IH)U]U[K?;]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?N MO=>]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]T' MW:G5'6W>/7VZ>J.W]D;<[&ZXWMBYAD9)46>EJ%;Q55)4Q M)/35$1CJ*2IBCFA>.6-
'5N6&*>,PS*&B84(.0>C#:MVW+8]PBW;9YY+;L-=9E,M\?NI>+8.0G:/_ $K8"D0.D-$VC[)'LGN1HL]SH%6\44MY3PK,H_L'/$L!X)))/ M@J #J79K"9K;.8RFW=R8?*;?
W!@Z^KQ.;P6;Q]7BM MQ]?15,;1RPS(DD;J58 @CV#'5D8JX(8'(.".LQK2YM[N!+JU=);:10RNA#*R MD5#*P)!!&002".F[W3I5U[W[KW7O?NM==AB/=@QZL&(ZR"3W8,.G5E(ZS++[
ML#T\LW1OOA_\&OE-\[.P(^N_C/U1G]^5L$],NX]T&(XKK_8U)4$D9'>^]Z]8 ML#M^#PH[Q0R2M6UGC9*6">6T9765A>;A)X=JA;U/ #[3P'^$^0Z"'.ON5RC[M>
[:=SYJO([=2#X<8[H2/PQ1#OOH#?RJ/Y WQ_E_M@NW^U MZC$_(+Y64J4]92;VK\8R]?=4Y#1KDCZFVWDH_.V8IY6T?WCR*?Q)UC5J2'&B M2>*21-IY?MMNI-+22[]?)?\
2C_GXY]*9ZYO>\7WD.:/3B2#"K M?K7 \C92JL-@/V(>L;>O>_=>Z][]U[KWOW7NO>_=>Z][]U[MKWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[HG_\,*_[
M($^<7_BG_P E_P#WR^]??NO=?#']^Z]U9]_)3_[>W_RY?_%P.CO_'N,5[]U M[K[77OW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>ZT#/EQ\6#D_^ M%G_Q_=>Z]
[]U[KWOW7NO>_=>Z][]U[J@'_(5'?]N* M/G-_Y;-_\&'\???NO=?(%]^Z]U[W[KW7O?NO=>]^Z]U]/O\ X14_]NLN_/\ MQ?\ [3_^!U^*OOW7NMOWW[KW6OS_,*C=Y_W._D?
_;:.%Y(Z[=]1T+LRA=(J M::,?Q;Y%=4U662H6HD4I'/MS&UL:O&LDB2NA !=/=>Z^0;[]U[KZBO_C# MV1_=S^5;VENJ>F9*GL/YF]GY>GJY*2:F:HPN"ZLZ2VI2013R,8Z^EI_=>ZVX_?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=)O M>6V,?O;:&ZMF998WQ>[MMYS;&22:GAK(GQ^?QE5BJQ9:2I5Z>JC:GJV#1R H MX]+
@GW[KW7P.\MBZ_!Y7)X7*0?:Y/#Y"LQ>1IO+#/\ ;U^/J9*2K@\U/)-3 MS>&HA9=4;LC6NI(L??NO=-_OW7NO>_=>ZW+O^$3^^5Q?\PCY/]=23+%'O+X> MY3=,*2?:JM37;#
[DZIQ\5/$\C+5/5"AWU4RB*(%6BBD=_P#-J??NO=?3*]^Z M]T77Y?\ 7NZ>W/B7\HNJ-C44.2WMV=\=>[.O=GXZHK:3&T^0W3O3K3[^INWMD;FZW[+
MV#FJK;V\MC[QQ%7@]R;=S-)I,M%D\971Q5$+-&Z21/8QS0R)+&S1NK'W7ND# M[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>ZOQ_D,_R4NQ/YL7R&I,QO+%;@VK\
M+NH\Y0UG>_9L"3XX;IJZ8TN1@Z3Z^RA"_<[XW31S(U=4P:UV_B935S$3S8^G MK/=>Z^O'LW9VU>O-H[8V%L7;N'VCLK96W\/M3:.U=O4%/BL#MO;6W\?3XK!X
M+#8RDCBI]^Z]U[W[KW7O?NO=?&% M_G[_/;Y+^83_P"+ 9C_-T>!]^Z]U4#[]U[KWOW7NMKW_A&W_V]PK'_.*@ M=R_^]MU#[]U[KZG?OW7NO>_=>Z][]U[KWOW7NOBB_P
ZS_M[?_;:_P#%P.\| M_>XROOW7NB@?7?$_| [*F^-7_B?^F__?B[<]^Z]U]WGW[KW7O?NO=>]^Z]U[W[MKW7SS?\ A<#TY54?8_P'^0-+1M+1V;A+-1M+1;AV3W-
TYG*]-.BBJMG9W9V]MK4=1=5;5 ME(M]9AX;%Q:CEN$].OW7NM#GW[KW7V'O^$TO3LG3/\E?X6XVVLIO!F-_;;W[W M%EI#3K3M61]I=H[SW9MBI9 SL^G8M=B8ED9B9$B#
*"$7W7NKVO?NO=>]^Z] MU[W[KW7O?NO=?!&[7_YFEV5_X?\ O'_WHLC[]U[]U[K['/_F\ M_P"W)7P(_P## ["_]_CVC[]U[]J[_-^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?N
MO=>]^Z]UKN_*!OY'VVVV/YL'1U+OOJN#!' [7^;'2F#K5ZCW5D)*7$XSLS; J)< MG7=+;]S#P,8L7754T]1@*V9A%A\O.Y=HZ2LK6/NO=?)A[+ZT[Z;[WAU5VK
ML_<'7_8_7^X,EM7>FR]U8VHQ&X=M[AQ%0]+D,7E,?5(DU/44\R'\%74AT+*R ML?=>Z0_OW7NO>_=>Z][]U[KWOW7NMJ__(3Q?\)\=[_S"]^[5^5ORHVAEMK_M /V?
EI,AB:.OG.'S'R([1VS3:&R4?5-!DJ5H=PYM1 E7HDQN-F:J M^\J,;[KW7U-\-AL/MS#XK;VWL5C<%@,%C:'#8/!X:AI<7A\-A\72Q4.-Q6*Q MM#%!18[&XZB@2&""%$BAB1410H
]^Z]TY>_=>Z][]U[KWOW7NO>_=>Z][]U[MKWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_ M=>Z][]U[KWOW7N][?
FU_*K^#W\P"@ED^0G36*J=]K2"DQG<>QY$V5V[B$CA\ M%(!O#%P%MQ4>/C)^WH#S5-#L3NFDJNO=]TM,JOXL92;NV]19_9NZLDS*O[]33;;IR& M-U72"X/N^3)U):QE5E]'P?
VBH/[%ZR\Y2^^-LERB0MF]]?:3?$#VF^V,1 M(X7#&U(]0?]!$,?(D'R)J*D[R?Q2^4>%JVH,Q\;>_,37(JN]'D^G>PZ"K1'O MH9J>JV[%,JM;@D6/M UG>*:-%(#\U;_-T-X>
<.4KE2]ONFW2(#2JW,+"OI4. M)'V]T-VCE*96#1H[SUE)M:2DIH83 M*ODDD=(XPP+$#GVXFW;A+_9P3'[$;_-T@O?<3D';03?[WM,.GB&NX :TK329
M*DTS0"ORZLNZ$_X3@_S5N\)Z*;+=*[?Z&VY6,H_O+WIOO!;<$"W4R>?9^UI- MY]D4[QHUP)<+&KG@-<-8UM^5MWG/[YNW=7L^3;6+:K4U
F>D]S3U74!#'4<1XV,!1:E033IC<334M/)6U10-/4.&G MJ)+O([.2Q%D4,4$8BA54C' 4'\NL5-UW?=-\OGW/>;B>ZW&0U:25VD=OM9B M30>0X 8%!T(?MSHNZ]
[]U[KWOW7NO>_=>Z][]U[KWOW M7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z)__,*_[($^<7_BG_R7 M_P#?+[U]^Z]U\,?W[KW5GW\E/_M[?
_+E_P#%P.CO_>XQ7OW7NOM=>_=>Z][] MU[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[JDSM[XNIN+_A0!\,_E#+C(S%
MMC^7!\K<'%F&B@%LIL#N/J/;=#CA4"AJ*AJC^%_*_(R11M+ OC,[(_$LZ][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>ZH!_P"%1W_;BCYS?^6S M?_!A_'WW[KW7R!??
NO=>]^Z]U[W[KW7O?NO=?3[_.$5/_;K+OS_,7_.T_M_@=?BK[]U[K;]]^Z]U]?_P#"R;>)VS_*1VQA1JMV"\PNF]G-I@24$46Q>XM_ M^N1I$-
,NK8P]:AR39+6Z^6/[]U[KZY'_"4S92[3_DC_!CR_A6";L3> M7R%WK4+JJ_+(T/>_8&R*::>.J_;A:;'[+A:,0 0O"4DY=W)]U[K8P]^Z]U[W M[KW7O?NO=>]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW7POOG]L=.L?G?\ -?K:-=$? M7ORW^2&QXTUP2:$VGW'O+ JODI8*6EDTK06U1Q1QGZJJBP'NO=%(]^Z]U[W[MKW6S'_PDBWY_=#^=!U-
M_P"X6'_2GTUW[L/QF:&(U?\ #M@5?9WVZ)+%(]0R M_P"CGRZ(RC@1%RVA65O=>Z^LK[]U[KWOW7NJ@OYI7\DOX3_S7MKPFR=V[4JMC MKPR=V[4JMC M=XX#$OB]B?)#K:+'XOL[;]*C//18+<;5-
--B^Q=DP5C%ABLM'*:59J@X^HH) MJB6<^Z]U\^?YQ?\ "4O^:5\3\CF\UU'LC$_-+J>A:>HQ^[>AG"]BKC5D,=*F MX.C,[5Q[W&>J I=J3;C[HXE(O5%B5'NO=:
[_974/;'3.>EVKW!UAV'U3NB& M2>&;;?96RMR[%ST4M+XA4Q2X?=&,Q>0CDI_.FM3&"FM;VN/?NO=!Y[]U[KWO MW7NE)M'9V[]_[BQ>T-
A[5W)O;=FHKJ^KEDGJ)9)79S[KW0T>_=>Z][]U[KWOW7NO>_=>Z][]U[KXPO_?\ M[?)?S"?_!8#,?\ NCP/OW7NJ@??NO=>]^Z]UM>_\(V_^WN&X_\ Q4#N7_WM MNH??NO=?
4[]^Z]U[W[KW7O?NO=>]^Z]U\47^=9_V]O\ YC7_(N!WC_[W&5] M^Z]T4#XG_P#94WQJ_P#$_P#3?_OQ=N>_=>Z^[S[]U[KWOW7NO>_=>Z][]U[K M7K_X4U?_4U?_+=U?
KUV\.[/CCN[#_(;KG;6%IY*K<&ZZ+;&-S.![['V MEA:2GBGKP^JMHTV@1_;[8Z\VMB MMHX"#0&<)XL5B(EL";6^I]^Z]U[T)GOW7NO>_=>Z][]U[KWOW7NO@C=K_\S2[*
M_P##_P!X_P#O19'W[KW2]^Z]U[W[KW7V.?^$WG_&Y*^!'_(8'87_O\>T? M?NO=7?\ OW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>ZHJ_G"?R$ M_BC_
#9]NR;MS(7I/Y68'"KC-E_(K:F&IZVMR-)112#%[6[8VVM1CHNP]HTS ML%@+U%-E< M7Q^Q.9[9ZRK\4'E6++96;;^+;=.P86,15H]R8S$N)"H76KQ/)[KW5-.2-P0RD
@BQ]^Z]T?'XS_P KK^8=\PLI M0X[XZ_#OOKL.CKYHX%W>NPZW9/Y4?_"/?9W6.8VWW=_,\W5MWM?<^*JJ7,83XM]ZWB\'@\+MG"X?;>V\/B M]O;=V\B\?@\!\@@,'CZ3$X7!X7$TD-
!BL/A\500T]#C<7C:&GCAIZ>&-(H8D5$ M4* ![KW3I[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z] M[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7 MNO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][M]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7N MO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][] MU[KWOW7NO>_=>Z!_-?\ ,_>M/_$/]X_^]H\>O?NO=#!
[]U[KWOW7NO>_=>Z] M[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7 MNO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][M]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z)?_# /^R6^ MQO\ M7U'_NLR7OW7NOF/_.?_(_CO+_PSQ_[[3&>_=>ZUM_?NO=?
4X_X3"?\ M>)W'_P!._P#W<#W[KW6V![]U[KWOW7NO>_=>Z][]U[K MWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_= M>Z][]U[KWOW7NO>_=>Z][]U[JC_^7?\ ]EW_#P_\.#<'_ORLM[]U[J\#W[K MW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?
NO=>] M^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW1;]H?]E+]N?\ AG[, M_P#<2C]^Z]T9#W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^
)Z]U[W[KW7__9 end EX-101.SCH 15 masi-20240928.xsd XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT 0000001 - Document - Cover link:presentationLink link:calculationLink link:definitionLink 9952151 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS link:presentationLink link:calculationLink link:definitionLink 9952152 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952153 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS link:presentationLink link:calculationLink link:definitionLink 9952154 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952155 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) link:presentationLink link:calculationLink link:definitionLink 9952156 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY link:presentationLink link:calculationLink link:definitionLink 9952157 - 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Disclosure - Property and Equipment, net link:presentationLink link:calculationLink link:definitionLink 9952167 - Disclosure - Intangible Assets, net link:presentationLink link:calculationLink link:definitionLink 9952168 - Disclosure - Goodwill link:presentationLink link:calculationLink link:definitionLink 9952169 - Disclosure - Lessee ROU Assets and Lease Liabilities link:presentationLink link:calculationLink link:definitionLink 9952170 - Disclosure - Other Non-Current Assets link:presentationLink link:calculationLink link:definitionLink 9952171 - Disclosure - Deferred Revenue and Other Contract Liabilities, Current link:presentationLink link:calculationLink link:definitionLink 9952172 - Disclosure - Other Current Liabilities link:presentationLink link:calculationLink link:definitionLink 9952173 - Disclosure - Debt link:presentationLink link:calculationLink link:definitionLink 9952174 - Disclosure - Other Non-Current Liabilities link:presentationLink link:calculationLink link:definitionLink 9952175 - Disclosure - Derivative Instruments and Hedging Activities link:presentationLink link:calculationLink link:definitionLink 9952176 - Disclosure - Business Combinations link:presentationLink link:calculationLink link:definitionLink 9952177 - Disclosure - Equity link:presentationLink link:calculationLink link:definitionLink 9952178 - Disclosure - Stock-Based Compensation link:presentationLink link:calculationLink link:definitionLink 9952179 - Disclosure - Employee Benefits link:presentationLink link:calculationLink link:definitionLink 9952180 - Disclosure - Non-operating Loss link:presentationLink link:calculationLink link:definitionLink 9952181 - Disclosure - Income Taxes link:presentationLink link:calculationLink link:definitionLink 9952182 - Disclosure - Commitments and Contingencies link:presentationLink link:calculationLink link:definitionLink 9952183 - Disclosure - Segment and Enterprise Reporting link:presentationLink link:calculationLink link:definitionLink 9954471 - Disclosure - Summary of Significant Accounting Policies (Policies) link:presentationLink link:calculationLink link:definitionLink 9954472 - Disclosure - Summary of Significant Accounting Policies (Tables) link:presentationLink link:calculationLink link:definitionLink 9954473 - Disclosure - Inventories (Tables) link:presentationLink link:calculationLink link:definitionLink 9954474 - Disclosure - Other Current Assets (Tables) link:presentationLink link:calculationLink link:definitionLink 9954475 - Disclosure - Lease Receivable (Tables) link:presentationLink link:calculationLink link:definitionLink 9954476 - Disclosure - Deferred Costs and Other Contract Assets (Tables) link:presentationLink link:calculationLink link:definitionLink 9954477 - Disclosure - Property and Equipment, net (Tables) link:presentationLink link:calculationLink link:definitionLink 9954478 - Disclosure - Intangible Assets, net (Tables) link:presentationLink link:calculationLink link:definitionLink 9954479 - Disclosure - Goodwill (Tables) link:presentationLink link:calculationLink link:definitionLink 9954480 - Disclosure - Lessee ROU Assets and Lease Liabilities (Tables) link:presentationLink link:calculationLink link:definitionLink 9954481 - Disclosure - Other Non-Current Assets (Tables) link:presentationLink link:calculationLink link:definitionLink 9954482 - Disclosure - Deferred Revenue and Other Contract Liabilities, Current (Tables) link:presentationLink link:calculationLink link:definitionLink 9954483 - Disclosure - Other Current Liabilities (Tables) link:presentationLink link:calculationLink link:definitionLink 9954484 - Disclosure - Debt (Tables) link:presentationLink link:calculationLink link:definitionLink 9954485 - Disclosure - Other Non-Current Liabilities (Tables) link:presentationLink link:calculationLink link:definitionLink 9954486 - Disclosure - Derivative Instruments and Hedging Activities (Tables) link:presentationLink link:calculationLink link:definitionLink 9954487 - Disclosure - Business Combinations (Tables) link:presentationLink link:calculationLink link:definitionLink 9954488 - Disclosure - Stock-Based Compensation (Tables) link:presentationLink link:calculationLink link:definitionLink 9954489 - Disclosure - Non-operating Loss (Tables) link:presentationLink link:calculationLink link:definitionLink 9954490 - Disclosure - Segment and Enterprise Reporting (Tables) link:presentationLink link:calculationLink link:definitionLink 9954491 - Disclosure - Description of the Company (Details) link:presentationLink link:calculationLink link:definitionLink 9954492 - Disclosure - Summary of Significant Accounting Policies - Schedule of Fair Value, Assets Measured on Recurring Basis (Details) link:presentationLink link:calculationLink link:definitionLink 9954493 - Disclosure - Summary of Significant Accounting Policies - Schedule of Property and Equipment (Details) link:presentationLink link:calculationLink link:definitionLink 9954494 - Disclosure - Summary of Significant Accounting Policies - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954495 - Disclosure - Summary of Significant Accounting Policies - Schedule of Changes in Product Warranty Accrual (Details) link:presentationLink link:calculationLink link:definitionLink 9954496 - Disclosure - Summary of Significant Accounting Policies - Schedule of Reconciliation of Basic and Diluted Net Income Per Share (Details) link:presentationLink link:calculationLink link:definitionLink 9954497 - Disclosure - Summary of Significant Accounting Policies - Schedule of Supplemental Cash Flow Information (Details) link:presentationLink link:calculationLink link:definitionLink 9954498 - Disclosure - Related Party Transactions (Details) link:presentationLink link:calculationLink link:definitionLink 9954499 - Disclosure - Inventories (Details) link:presentationLink link:calculationLink link:definitionLink 9954500 - Disclosure - Other Current Assets (Details) link:presentationLink link:calculationLink link:definitionLink 9954501 - Disclosure - Lease Receivable - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954502 - Disclosure - Lease Receivable - Schedule of Sale-Type Lease Receivable (Details) link:presentationLink link:calculationLink link:definitionLink 9954502 - Disclosure - Lease Receivable - Schedule of Sale-Type Lease Receivable (Details) link:presentationLink link:calculationLink link:definitionLink 9954503 - Disclosure - Lease Receivable - Schedule of Sales-type Lease, Lease Receivable, Maturity (Details) link:presentationLink link:calculationLink link:definitionLink 9954504 - Disclosure - Deferred Costs and Other Contract Assets (Details) link:presentationLink link:calculationLink link:definitionLink 9954505 - Disclosure - Property and Equipment, net - Schedule of Property and Equipment, net (Details) link:presentationLink link:calculationLink link:definitionLink 9954506 - Disclosure - Property and Equipment, net - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954507 - Disclosure - Intangible Assets, net - Schedule of Finite-Lived Intangible Assets, net (Details) link:presentationLink link:calculationLink link:definitionLink 9954508 - Disclosure - Intangible Assets, net - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954509 - Disclosure - Intangible Assets, net - Schedule of Finite-Lived Intangible Assets, Future Amortization Expense (Details) link:presentationLink link:calculationLink link:definitionLink 9954510 - Disclosure - Goodwill

(Details) link:presentationLink link:calculationLink link:definitionLink 9954511 - Disclosure - Lessee ROU Assets and Lease Liabilities - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954512 - Disclosure - Lessee ROU Assets and Lease Liabilities - Schedule of Lessee Operating Lease Balance Sheet Classification (Details) link:presentationLink link:calculationLink link:definitionLink 9954513 - Disclosure - Lessee ROU Assets and Lease Liabilities - Schedule of Lessee, Operating Lease, Liability, Maturity (Details) link:presentationLink link:calculationLink link:definitionLink 9954513 - Disclosure - Lessee ROU Assets and Lease Liabilities - Schedule of Lessee, Operating Lease, Liability, Maturity (Details) link:presentationLink link:calculationLink link:definitionLink 9954514 - Disclosure - Other Non-Current Assets (Details) link:presentationLink link:calculationLink link:definitionLink 9954515 - Disclosure - Deferred Revenue and Other Contract Liabilities, Current - Schedule of Deferred Revenue and Other Contract Liabilities, Current (Details) link:presentationLink link:calculationLink link:definitionLink 9954516 - Disclosure - Deferred Revenue and Other Contract Liabilities, Current - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954516 - Disclosure - Deferred Revenue and Other Contract Liabilities, Current - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954517 - Disclosure - Deferred Revenue and Other Contract Liabilities, Current - Schedule of Changes in Deferred Revenue (Details) link:presentationLink link:calculationLink link:definitionLink 9954518 - Disclosure - Other Current Liabilities (Details) link:presentationLink link:calculationLink link:definitionLink 9954519 - Disclosure - Debt - Schedule of Debt (Details) link:presentationLink link:calculationLink link:definitionLink 9954520 - Disclosure - Debt - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954521 - Disclosure - Debt - Schedule of Maturities of Long-term Debt (Details) link:presentationLink link:calculationLink link:definitionLink 9954522 - Disclosure - Other Non-Current Liabilities (Details) link:presentationLink link:calculationLink link:definitionLink 9954523 - Disclosure - Derivative Instruments and Hedging Activities - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954524 - Disclosure - Derivative Instruments and Hedging Activities - Schedule of Derivative Instruments in Statement of Financial Position, Fair Value (Details) link:presentationLink link:calculationLink link:definitionLink 9954525 - Disclosure - Derivative Instruments and Hedging Activities - Schedule of Reclassification out of Accumulated Other Comprehensive Income (Loss) (Details) link:presentationLink link:calculationLink link:definitionLink 9954526 - Disclosure - Derivative Instruments and Hedging Activities - Schedule of Accumulated Other Comprehensive Income (Loss) (Details) link:presentationLink link:calculationLink link:definitionLink 9954527 - Disclosure - Business Combinations - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954528 - Disclosure - Business Combinations - Fair Value of Assets Acquired and Liabilities Assumed (Details) link:presentationLink link:calculationLink link:definitionLink 9954529 - Disclosure - Business Combinations - Schedule of Acquired Intangible Assets (Details) link:presentationLink link:calculationLink link:definitionLink 9954530 - Disclosure - Equity (Details) link:presentationLink link:calculationLink link:definitionLink 9954531 - Disclosure - Stock-Based Compensation - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954532 - Disclosure - Stock-Based Compensation - Schedule of Number and Weighted Average Exercise Price of Options Issued and Outstanding under all Stock Option Plans (Details) link:presentationLink link:calculationLink link:definitionLink 9954533 - Disclosure - Stock-Based Compensation - Schedule of Stock Units Activity (Details) link:presentationLink link:calculationLink link:definitionLink 9954534 - Disclosure - Stock-Based Compensation - Schedule of Range of Assumptions Used and Resulting Weighted-Average Fair Value of Options Granted at Date of Grant (Details) link:presentationLink link:calculationLink link:definitionLink 9954535 - Disclosure - Employee Benefits (Details) link:presentationLink link:calculationLink link:definitionLink 9954536 - Disclosure - Non-operating Loss (Details) link:presentationLink link:calculationLink link:definitionLink 9954537 - Disclosure - Income Taxes - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954538 - Disclosure - Commitments and Contingencies (Details) link:presentationLink link:calculationLink link:definitionLink 9954539 - Disclosure - Segment and Enterprise Reporting - Schedule of Segment Reporting Information, by Segment (Details) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 16 masi-20240928_cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE DOCUMENT EX-101.DEF 17 masi-20240928_def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE DOCUMENT EX-101.LAB 18 masi-20240928_lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE DOCUMENT Prepaid income taxes Prepaid Taxes Adjustments to reconcile net income 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] Number of patents found infringed Loss Contingency, Patents Found Infringed, Number Cover [Abstract] Net decrease in cash, cash equivalents and restricted cash Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Schedule of Lessee, Operating Lease, Liability, Maturity Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block] Foreign Plan Foreign Plan [Member] Schedule of Indefinite-Lived Intangible Assets [Table] Intangible Asset, Indefinite-Lived [Table] Percentage of voting interests acquired Business Acquisition, Percentage of Voting Interests Acquired Litigation Costs and Contingencies Legal Costs, Policy [Policy Text Block] Trading Symbol Trading Symbol Fair value of hedging instruments Derivative Asset, Subject to Master Netting Arrangement, before Offset Non-NEOs Non-NEOs [Member] Allowance for credit losses Accounts Receivable, Allowance for Credit Loss, Current 2026 Lessor, Operating Lease, Payment to be Received, Year Two (Increase) decrease in accounts receivable Increase (Decrease) in Accounts Receivable Share-based compensation arrangement by share-based payment award, range of percentage payout Share-based compensation arrangement by share-based payment award, range of percentage payout Share-based compensation arrangement by share-based payment award, range of percentage payout Number of complaints Loss Contingency, Number Of Complaints Loss Contingency, Number Of Complaints Net Income Per Share Earnings Per Share, Policy [Policy Text Block] Inventories Inventory, Policy [Policy Text Block] Non-Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted [Flag] Proceeds from issuance of common stock Proceeds from Stock Options Exercised Land Land [Member] Deferred costs and other contract assets Deferred Costs and Other Assets Award Timing Disclosures [Line Items] Operating Lease, Liability, Noncurrent, Statement of Financial Position [Extensible List]Operating Lease, Liability, Noncurrent, Statement of Financial Position [Extensible Enumeration] Plan Name [Domain]Plan Name [Domain] Other non-current assetsTotal non-current assetsOther Assets, Noncurrent Leases [Abstract]Leases [Abstract] Gross Carrying AmountFinite-Lived Intangible Assets, Gross Qualifying terminationEmployment Agreement, Severance Benefits, Special Payment, Qualifying TerminationEmployment Agreement, Severance Benefits, Special Payment, Qualifying Termination Operating SegmentsOperating Segments [Member] Minimum percentage of awards required to vestShare-Based Compensation Arrangement by Share-Based Payment Award, Minimum Awards Required To Vest, PercentageShare-Based Compensation Arrangement by Share-Based Payment Award, Minimum Awards Required To Vest, Percentage Net cash provided by (used in) operating activitiesNet Cash Provided by (Used in) Operating Activities Cash flows from operating activities:Net Cash Provided by (Used in) Operating Activities [Abstract] Property, plant and equipment, additionsProperty, Plant and Equipment, Additions Schedule of Accumulated Other Comprehensive Income (Loss)Schedule of Accumulated Other Comprehensive Income (Loss) [Table Text Block] Prepaid expensesPrepaid Expense, Current Movement in Deferred Revenue [Roll Forward]Movement in Deferred Revenue [Roll Forward] Award Timing MethodAward Timing Method [Text Block] Trading Arrangements, by IndividualTrading Arrangements, by Individual [Table] Measurement Frequency [Axis]Measurement Frequency [Axis] Variable lease incomeOperating Lease, Variable Lease Income Revenue Recognition and Deferred Revenue [Abstract]Revenue Recognition and Deferred Revenue [Abstract] Entity Common Stock, Shares OutstandingEntity Common Stock, Shares Outstanding Insider Trading Policies and Procedures [Line Items] Use of EstimatesUse of Estimates, Policy [Policy Text Block] Adjustment to Compensation, AmountAdjustment to Compensation Amount Compensation AmountOutstanding Recovery Compensation Amount Remaining commitmentPurchase Commitment, Remaining Minimum Amount Committed Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation TableAggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table [Member] Smaller Reporting CompanyEntity Small Business Percentage shares owned by defendants formed stockholder group and engaged in short-swing tradingLoss Contingency, Percentage Outstanding Shares Of Defendants Formed Stockholder Group And Engaged In Short-Swing TradingLoss Contingency, Percentage Outstanding Shares Of Defendants Formed Stockholder Group And Engaged In Short-Swing TradingOther Current LiabilitiesAccounts Payable and Accrued Liabilities Disclosure [Text Block] Company Selected Measure AmountCompany Selected Measure Amount 2022 Repurchase Program2022 Repurchase Program [Member]2022 Repurchase Program Tabular List, TableTabular List [Table Text Block] Level 3Fair Value, Inputs, Level 3 [Member] Share-based Compensation Arrangement by Share-based Payment Award [Line Items]Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] 2024 (balance of year)Lessor, Operating Lease, Payment to be Received, Remainder of Fiscal Year Accrued expensesAccrued Liabilities, Current Other Current Liabilities [Line Items]Other Current Liabilities [Line Items] Options to purchase of shares of common stock (in shares)Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Credit Facility [Domain]Credit Facility [Domain] GoodwillGoodwill, beginning of periodGoodwill, end of periodGoodwill Payroll tax withholdings on behalf of employees for vested equity awardsPayment, Tax Withholding, Share-Based Payment Arrangement InventoriesInventory Disclosure [Text Block] Settlements madeStandard and Extended Product Warranty Accrual, Decrease for Payments Employee Stock OptionShare-Based Payment Arrangement, Option [Member] DepreciationDepreciation 2025Lessee, Operating Lease, Liability, to be Paid, Year One Total comprehensive income (loss)Comprehensive Income (Loss), Net of Tax, Attributable to Parent Income tax payableAccrued Income Taxes, Current Repayments on line of creditRepayments of Lines of Credit Award Type [Axis]Award Type [Axis] Foreign currency translation adjustmentGoodwill, Foreign Currency Translation Gain (Loss) OtherOther Accrued Liabilities, Noncurrent Work-in-processInventory, Work in Process, Net of Reserves Property and equipment, netProperty and equipment, netProperty, Plant and Equipment, Net Total liabilitiesLiabilities Options exercisable, end of period (in dollars per share)Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Exercise Price (Increase) decrease in deferred costs and other contract assetsIncrease (Decrease) in Deferred Charges Number of reporting unitsNumber of Reporting Units Common stock, par value (in dollars per share)Common Stock, Par or Stated Value Per Share Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table]Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Acquired finite-lived intangible assets, weighted average useful lifeWeighted average amortization period (in years)Acquired Finite-Lived Intangible Assets, Weighted Average Useful Life Foreign Currency TranslationForeign Currency Transactions and Translations Policy [Policy Text Block] Revolving Credit FacilityRevolving Credit Facility [Member] Expiration DateTrading Arrangement Expiration Date Cash flows from investing activities:Net Cash Provided by (Used in) Investing Activities [Abstract] Lessee current lease liabilitiesLessee lease liabilities, currentOperating Lease, Liability, Current Total Shareholder Return AmountTotal Shareholder Return Amount Schedule of Sale-Type Lease ReceivableSale-Type Lease Receivable [Table Text Block]Sale-Type Lease Receivable [Table Text Block] Equity Awards Adjustments, FootnoteEquity Awards Adjustments, Footnote [Text Block] Deferred Income [Line Items]Deferred Income [Line Items] 2027Sales-Type and Direct Financing Leases, Payment to be Received, Year Three Total property and equipmentProperty, Plant and Equipment, Gross Stock options exercised (in shares)Exercised (in shares)Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period Purchase CommitmentPurchase Commitment [Member] Debt Instrument [Line Items]Debt Instrument [Line Items] Named Executive Officers, FootnoteNamed Executive Officers, Footnote [Text Block] Weighted-Average Exercise PriceShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price [Abstract] Endorsement agreement term (in months)Endorsement Agreement TermEndorsement Agreement Term Basis of PresentationBasis of Accounting, Policy [Policy Text Block] Diluted (in shares)Weighted-average shares outstanding - diluted (in shares)Weighted Average Number of Shares Outstanding, Diluted Finite-lived intangible assets, cost incurred to renew or extendFinite-Lived Intangible Assets, Cost Incurred to Renew or Extend Total assets acquiredBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Assets Acquired Including GoodwillBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Assets Acquired Including Goodwill MNPI Disclosure Timed for Compensation ValueMNPI Disclosure Timed for Compensation Value [Flag] Basic net income per share:Net Income (Loss) Available to Common Stockholders, Basic [Abstract] Total stockholders' equityBeginning balanceEnding balanceEquity, Attributable to Parent Litigation Case [Axis]Litigation Case [Axis] Schedule of GoodwillSchedule of Goodwill [Table Text Block] Capitalized software development costsSoftware and Software Development Costs [Member] Concentration Risk Type [Domain]Concentration Risk Type [Domain] Selling, general and administrativeSelling, General and Administrative Expense Schedule of Other Current AssetsSchedule of Other Non-Current AssetsSchedule of Other Assets [Table Text Block] ThereafterLong-Term Debt, Maturity, after Year FourLong-Term Debt, Maturity, after Year Four Purchase price per each right (in dollars per share)Preferred Stock, Preferred Stock Purchase Right, Purchase Price Per RightPreferred Stock, Preferred Stock Purchase Right, Purchase Price Per Right Document Fiscal Period FocusDocument Fiscal Period Focus 2028Long-Term Debt, Maturity, Year Four All Executive CategoriesAll Executive Categories [Member] Diluted share equivalent: stock options, RSUs and PSUs (in shares)Incremental Common Shares Attributable to Dilutive Effect of Share-Based Payment Arrangements Number of endorsement agreementsNumber Of Endorsement AgreementsNumber Of Endorsement Agreements Balance Sheet Location [Domain]Statement of Financial Position Location, Balance [Domain] 2026Finite-Lived Intangible Asset, Expected Amortization, Year Two Changed Peer Group, FootnoteChanged Peer Group, Footnote [Text Block] ASSETSAssets [Abstract] Expected dividendsShare-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend Rate Document TypeDocument Type Derivative Contract [Domain]Derivative Contract [Domain] Schedule of Segment Reporting Information, by SegmentSchedule of Segment Reporting Information, by Segment [Table Text Block] Nonrelated PartyNonrelated Party [Member] Award vesting periodShare-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights Schedule of Contract with Customer, Asset and LiabilityContract with Customer, Contract Asset, Contract Liability, and Receivable [Table Text Block] Schedule of Finite-Lived Intangible Assets, Future Amortization ExpenseSchedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block] MaximumMaximum [Member] Preferred stock, $0.001 par value; 5.0 million shares authorized; 0 shares issued and outstandingPreferred Stock, Value, Outstanding 2017 Equity Incentive Plan2017 Equity Incentive Plan [Member]2017 Equity Incentive Plan [Domain] Equity Valuation Assumption Difference, FootnoteEquity Valuation Assumption Difference, Footnote [Text Block] Furniture and office equipmentFurniture and Fixtures [Member] Finite-lived intangible assets, netNet Carrying AmountFinite-Lived Intangible Assets, Net Vantrix CorpVantrix Corp [Member]Vantrix Corp [Member] Accounts payableAccounts Payable, Current ThereafterLessor, Operating Lease, Payment to be Received, after Year FourLessor, Operating Lease, Payment to be Received, after Year Four Demonstration unitsDemonstration Units [Member]Demonstration units. Schedule of Range of Assumptions Used and Resulting Weighted-Average Fair Value of Options Granted at Date of GrantSchedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block]

Related party transaction, amounts of transaction (less than)Related Party Transaction, Amounts of Transaction Statistical Measurement [Axis]Statistical Measurement [Axis] Non-Rule 10b5-1 Arrangement TerminatedNon-Rule 10b5-1 Arrangement Terminated [Flag] Income before provision for income taxesIncome (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Income tax payable, non-currentIncome Tax Payable, NoncurrentIncome Tax Payable, Noncurrent Equity awardsEmployment Agreement, Equity Awards, ValueEmployment Agreement, Equity Awards, Value Non-PEO NEO Average Total Compensation AmountNon-PEO NEO Average Total Compensation Amount NameOutstanding Recovery, Individual Name Lease ReceivableLessor, Sales-type Leases [Text Block] Title of Individual [Axis]Title and Position [Axis] Other current liabilitiesTotal other current liabilitiesAccrued Liabilities and Other Liabilities Award Timing PredeterminedAward Timing Predetermined [Flag] Japanese Revolving LoanJapanese Revolving Loan [Member]Japanese Revolving Loan Schedule of Sales-type Lease, Lease Receivable, MaturitySales-Type and Direct Financing Leases, Payment to be Received, Maturity [Table Text Block] Subsequent Event Type [Domain]Subsequent Event Type [Domain] Change in controlRoyalty Guarantees, Commitments, Change in ControlRoyalty Guarantees, Commitments, Change in Control Restricted cashRestricted Cash, Noncurrent Customer relationships, net - (Note 9)Customer relationshipsCustomer Relationships [Member] ForecastForecast [Member] Diluted (in dollars per share)Net income per diluted share (in dollars per share)Earnings Per Share, Diluted Adjusted Secured Overnight Financing Rate (SOFR), Three-Month Interest PeriodAdjusted Secured Overnight Financing Rate (SOFR), Three-Month Interest Period [Member]Adjusted Secured Overnight Financing Rate (SOFR), Three-Month Interest Period Schedule of Nonvested Performance-based Units ActivitySchedule of Nonvested Performance-Based Units Activity [Table Text Block] Accumulated Gain (Loss), Cash Flow Hedge, Including Noncontrolling InterestAccumulated Gain (Loss), Cash Flow Hedge, Including Noncontrolling Interest [Member] Indirect taxes receivableValue Added Tax Receivable, Current Restatement does not require RecoveryRestatement Does Not Require Recovery [Text Block] Intangible AssetsIntangible Assets, Finite-Lived, Policy [Policy Text Block] Percent of employees' gross payDefined Contribution Plan, Employer Matching Contribution, Percent of Employees' Gross Pay Realized and unrealized foreign currency (losses) gainsGain (Loss), Foreign Currency Transaction, before Tax Preferred stock, shares issued (in shares)Preferred Stock, Shares Issued Customer [Axis]Customer [Axis] 2027Lessor, Operating Lease, Payment to be Received, Year Three Statement of Financial Position [Abstract]Statement of Financial Position [Abstract] Accrued warrantyProduct Warranty Accrual, Current Proceeds from sale of property and equipmentProceeds from Sale of Property, Plant, and Equipment InventoriesBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Inventory Adjusted Secured Overnight Financing Rate (SOFR), One-Month Interest PeriodAdjusted Secured Overnight Financing Rate (SOFR), One-Month Interest Period [Member]Adjusted Secured Overnight Financing Rate (SOFR), One-Month Interest Period Provision for income taxesIncome Tax Expense (Benefit) Nonoperating Income (Expense) [Abstract]Nonoperating Income (Expense) [Abstract] RevenueBusiness Acquisitions, RevenueBusiness Acquisitions, Revenue Royalty obligationRoyalty Guarantees, Commitments, Amount Derivative instrumentsDerivative Asset Share-based payment arrangement, period for recognition (in years)Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition RevenueTotal revenue by segmentRevenue from Contract with Customer, Excluding Assessed Tax Other Assets Long Term [Line Items]Product Information [Line Items] Increase in intangible assetsPayments to Acquire Intangible Assets Net cash (used in) provided by investing activitiesNet Cash Provided by (Used in) Investing Activities Share-based compensation, number of additional shares authorized (in shares)Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Additional Shares Authorized Business Acquisition [Line Items]Business Acquisition [Line Items] Non-healthcareNon-Healthcare [Member]Non-Healthcare All Adjustments to CompensationAll Adjustments to Compensation [Member] Accrued compensationEmployee-related Liabilities, Current Additional paid-in capitalAdditional Paid in Capital Schedule of Non-operating LossSchedule of Other Nonoperating Income (Expense) [Table Text Block] Commitments and Contingencies Disclosure [Abstract]Commitments and Contingencies Disclosure [Abstract] Legal Entity [Axis]Legal Entity [Axis] Defined Contribution Plan Disclosure [Line Items]Defined Contribution Plan Disclosure [Line Items] Scenario [Domain]Scenario [Domain] Common stock, $0.001 par value; 100.0 million shares authorized; 53.5 million and 52.8 million shares issued and outstanding at September 28, 2024 and December 30, 2023, respectivelyCommon Stock, Value, Outstanding Related Party Transaction [Axis]Related Party Transaction [Axis] TotalLessor, Operating Lease, Payment to be Received Restricted cashRestricted Cash Revenue remaining performance obligation, expected timing of satisfactionRevenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Period Range of assumptions used and resulting weighted-average fair value of options granted at the date of grantShare-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions and Methodology [Abstract] Long-term Debt, Type [Domain]Long-Term Debt, Type [Domain] Entity Address, State or ProvinceEntity Address, State or Province Derivative Instruments and Hedging Activities Disclosure [Abstract] Erroneous Compensation AnalysisErroneous Compensation Analysis [Text Block] Japanese LoansJapanese Loans [Member]Japanese Loans Canceled (in dollars per share)Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Expired, Weighed Average Grant Date Fair ValueShare-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Expired, Weighed Average Grant Date Fair Value Beginning of period (in dollars per share)End of period, fair value (in dollars per share)Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value LIABILITIES AND STOCKHOLDERS' EQUITYLiabilities and Equity [Abstract] Restatement Determination DateRestatement Determination Date Pay vs Performance DisclosurePay vs Performance Disclosure [Table] Property, Plant and Equipment [Table]Property, Plant and Equipment [Table] Options outstanding, beginning of period (in usd per share)Options outstanding, end of period (in usd per share)Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price Lessee ROU assetsLessee ROU assets, netOperating Lease, Right-of-Use Asset Erroneously Awarded Compensation RecoveryErroneously Awarded Compensation Recovery [Table] Options outstanding, beginning of period (in shares)Options outstanding, end of period (in shares)Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number Related party transaction, percentage of outstanding sharesRelated Party Transaction, Percentage Of Outstanding SharesRelated Party Transaction, Percentage Of Outstanding Shares Acquired technologies, net - (Note 9)Acquired technologiesAcquired Technology [Member]Acquired Technology [Member] Other long-term liabilitiesBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Noncurrent Liabilities, Other Property, Plant and Equipment [Abstract]Property, Plant and Equipment [Abstract] Subsequent EventSubsequent Event [Member] Stock options exercisedStock Issued During Period, Value, Stock Options Exercised Granted (in dollars 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 Accumulated amortization for lessee ROU assetsOperating Lease, Right-of-Use Asset, Accumulated AmortizationOperating Lease, Right-of-Use Asset, Accumulated Amortization Additional payments for royaltiesAdditional Payments for RoyaltiesAdditional Payments for Royalties Income TaxesIncome Tax, Policy [Policy Text Block] Peer Group Issuers, FootnotePeer Group Issuers, Footnote [Text Block] Total deferred revenue and other contract liabilitiesOther Liabilities and Deferred Revenue, Noncurrent Segments [Domain]Segments [Domain] Money market fundsMoney Market Funds, Fair Value DisclosureMoney Market Funds, Fair Value Disclosure Borrowings under line of creditProceeds from Lines of Credit Trademarks/tradenamesTrademarks and Trade Names [Member] PEOPEO [Member] NameTrading Arrangement, Individual Name Accumulated amortization of equipment leased to customersLeased Equipment, Accumulated AmortizationLeased Equipment, Accumulated Amortization Property, Plant and Equipment, Type [Axis]Long-Lived Tangible Asset [Axis] Reimbursement FeeReimbursement Fee [Member]Reimbursement Fee [Member] Remaining lease termLessee, Operating Lease, Remaining Lease Term 2028Lessor, Operating Lease, Payment to be Received, Year Four Treasury stock, 19.5 million and 19.5 million shares at September 28, 2024 and December 30, 2023, respectivelyTreasury Stock, Common, Value Commitment fee percentageLine of Credit Facility, Unused Capacity, Commitment Fee Percentage Projected benefit obligationDefined Benefit Plan, Benefit Obligation Awards Close in Time to MNPI Disclosures, TableAwards Close in Time to MNPI Disclosures [Table Text Block] Common stock, capital 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 YearPrior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year [Member] Cash and cash equivalentsCash and Cash Equivalents, Fair Value Disclosure Retirement Plan Sponsor Location [Domain]Retirement Plan Sponsor Location [Domain] Aggregate Erroneous Compensation AmountAggregate Erroneous Compensation Amount Local Phone NumberLocal Phone Number Number of common shares authorized to be repurchased under new stock repurchase program (in shares)Share Repurchase Program, Authorized, Number of Shares Liabilities assumed:Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Liabilities [Abstract] 2007 Stock Incentive Plan2007 Stock Incentive Plan [Member]2007 Stock Incentive Plan [Domain] Other current assetsOther Assets, Miscellaneous, Current Aggregate Erroneous Compensation Not Yet DeterminedAggregate Erroneous Compensation Not Yet Determined [Text Block] Other Non-Current AssetsOther Assets Disclosure [Text Block] Total operating expensesOperating Expenses Other Current AssetsOther Current Assets [Text Block] Postemployment Benefits [Abstract] Changes in operating assets and liabilities:Increase (Decrease) in Operating Capital [Abstract] PEO Total Compensation AmountPEO Total Compensation Amount Property, Plant and Equipment, Type [Domain]Long-Lived Tangible Asset [Domain] Income Statement Location [Axis]Statement of Income Location, Balance [Axis] Accrued legal feesAccrued Professional Fees Debt Disclosure [Abstract]Debt Disclosure [Abstract] Common StockCommon Stock [Member] Impairment of Goodwill, Intangible Assets and Other Long-Lived AssetsImpairment or Disposal of Long-Lived Assets, Including Intangible Assets, Policy [Policy Text Block] Forgone Recovery due to Expense of Enforcement, AmountForgone Recovery due to Expense of Enforcement, Amount Schedule of Business Acquisitions, by Acquisition [Table]Schedule of Business Acquisitions, by Acquisition [Table] Line of CreditLine of Credit [Member] Segment Reporting [Abstract]Segment Reporting [Abstract] Unpaid strategic investmentsInvestments Expenditures Incurred but Not yet PaidInvestments Expenditures Incurred but Not yet Paid Entity Central Index KeyEntity Central Index Key Scenario [Axis]Scenario [Axis] Schedule of Components of InventorySchedule of Inventory, Current [Table Text Block] Non-PEO NEO Average Compensation Actually Paid AmountNon-PEO NEO Average Compensation Actually Paid Amount Allowance for credit lossSales-Type Lease, Allowance For Credit LossSales-Type Lease, Allowance For Credit Loss Accrual for warranties issuedStandard and Extended Product Warranty Accrual, Increase for Warranties Issued EquityEquity [Text Block] Award Timing, How MNPI ConsideredAward Timing, How MNPI Considered [Text Block] Long-term debt, currentLong-Term Debt, Current Maturities Segment and Enterprise ReportingSegment Reporting Disclosure [Text Block] Masimo Vs. Apple IncMasimo Vs. Apple Inc [Member]Masimo Vs. Apple Inc Stock-based compensationAPIC, Share-Based Payment Arrangement, Increase for Cost Recognition Intangible Assets, Net (Excluding Goodwill) [Abstract]Intangible Assets, Net (Excluding Goodwill) [Abstract] TitleTrading Arrangement, Individual Title Unsecured DebtUnsecured Debt [Member] Defined Contribution Plan [Table]Defined Contribution Plan [Table] Gross unrecognized tax benefitUnrecognized Tax Benefits City Area CodeCity Area Code Current liabilitiesLiabilities, Current [Abstract] Summary Of Significant Accounting Policies [Table]Summary Of Significant Accounting Policies [Table]Summary Of Significant Accounting Policies [Table] Revenue Recognition, Deferred Revenue and Other Contract LiabilitiesRevenue [Policy Text Block] Insider Trading Policies and Procedures Not AdoptedInsider Trading Policies and Procedures Not Adopted [Text Block] Japanese Syndicate LoanJapanese Syndicate Loan [Member]Japanese Syndicate Loan Employee Defined Benefit PlansPension and Other Postretirement Plans, Policy [Policy Text Block] Long-term debtDebt, long-termLong-Term Debt, Excluding Current Maturities Schedule of Segment Reporting Information, by Segment [Table]Schedule of Segment Reporting Information, by Segment [Table] Weighted-Average Grant Date Fair ValueShare-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract] Leased PropertyLeased Property [Member]Leased Property [Member] Taxes Collected From Customers and Remitted to Governmental AuthoritiesTaxes Collected From Customers And Remitted To Governmental Authorities Policy [Policy Text Block]Disclosure of accounting policy for taxes collected from customers and remitted to government authorities. Subsequent Event Type [Axis]Subsequent Event Type [Axis] Equity [Abstract]Equity [Abstract] Raw materialsInventory, Raw Materials, Net of Reserves Retained earningsRetained Earnings (Accumulated Deficit) Adjusted Secured Overnight Financing Rate (SOFR), Six-Month Interest PeriodAdjusted Secured Overnight Financing Rate (SOFR), Six-Month Interest Period [Member]Adjusted Secured Overnight Financing Rate (SOFR), Six-Month Interest Period Schedule of Reclassification out of Accumulated Other Comprehensive Income (Loss)Reclassification out of Accumulated Other Comprehensive Income [Table Text Block] Class of Stock [Domain]Class of Stock [Domain] Related Party Transaction [Line Items]Related Party Transaction [Line Items] (Increase) decrease in inventoriesIncrease (Decrease) in Inventories Schedule of DebtSchedule of Debt [Table Text Block] 2026Long-Term Debt, Maturity, Year Two Aggregate AvailableTrading Arrangement, Securities Aggregate Available Amount Equity Awards AdjustmentsEquity Awards Adjustments [Member] Total operating lease liabilitiesPresent valueOperating Lease, Liability Underlying SecuritiesAward Underlying Securities Amount Performance SharesPerformance Shares [Member] Deferred revenue and other contract liabilities, currentDeferred Revenue, Current Twelve Months and ThereafterTwelve Months and Thereafter [Member]Twelve Months and Thereafter Interest incomeInterest Income, Other Cardinal HealthCardinal Health [Member]Cardinal Health Amendment FlagAmendment Flag Deferred commissionsDeferred Sales CommissionsDeferred Sales Commissions (Gain) loss on disposal of equipment, intangibles and other assetsGain on sale of landGain (Loss) on Disposition of Property Plant Equipment Accumulated other comprehensive lossAccumulated Other Comprehensive Income (Loss), Foreign Currency Translation Adjustment, Net of Tax Accounts receivablesBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Assets, Receivables Stock Appreciation Rights (SARs)Stock Appreciation Rights (SARs) [Member] Machinery, equipment and toolingMachinery and Equipment [Member] Debt issuance costsDebt Issuance Costs, Net VehiclesVehicles [Member] DebtDebt Disclosure [Text Block] Fair Value Hierarchy [Domain]Fair Value Hierarchy and NAV [Domain] Property plant and equipment, occupied square feetProperty Plant And Equipment, Occupied Square FeetThe amount of square feet occupied. License feeLicense Fee, Change In ControlLicense Fee, Change In Control Term LoanTerm Loan [Member]Term Loan Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Debt instrument face amountDebt Instrument, Face Amount Masimo Retirement Savings PlanMasimo Retirement Savings Plan [Member]Masimo Retirement Savings Plan Product warranty accrual, beginning of periodProduct warranty accrual, end of periodStandard and Extended Product Warranty Accrual Entity Address, Postal Zip CodeEntity Address, Postal Zip Code Advertising expenseAdvertising Expense Interest rate contracts, inclusive of accrued interestInterest Rate Swap [Member] Fiscal PeriodsFiscal Period, Policy [Policy Text Block] Lease receivable, currentLess: current portion of lease receivableNet Investment in Lease, before Allowance for Credit Loss, Current (Increase) decrease in lease receivable, netProceeds from Lease Payment, Operating Activity Cash and cash equivalentsCash and cash equivalentsCash and Cash Equivalents, at Carrying Value Amortization of

equipment leased to customersAmortization of Leased EquipmentAmortization of Leased Equipment Rights to Purchase Series A Junior Participating Preferred StockRights to Purchase Series A Junior Participating Preferred Stock [Member]Rights to Purchase Series A Junior Participating Preferred Stock Litigation Status [Axis]Litigation Status [Axis] Impairment chargeImpairment chargeImpairment of Intangible Assets, Indefinite-Lived (Excluding Goodwill) Other non-current assetsOther Noncurrent Assets [Member] Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and UnvestedYear-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member] Buildings and building improvementsLand, Buildings and Improvements [Member] Shipping and Handling Costs and FeesShipping And Handling Costs And Fees [Policy Text Block]Shipping and Handling costs and Fees [Policy Text Block] Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and UnvestedYear-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested [Member] Other tax benefitOther Tax Expense (Benefit) Property and equipment, useful lifeProperty, Plant and Equipment, Useful Life SharesShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding [Roll Forward] Increase (decrease) in accounts payableIncrease (Decrease) in Accounts Payable Prepaid deposits and otherDeposits Assets, Noncurrent Defined contribution plan, number of plansDefined Contribution Plan, Number Of PlansDefined Contribution Plan, Number Of Plans Adjustment To PEO Compensation, FootnoteAdjustment To PEO Compensation, Footnote [Text Block] Movement in Standard and Extended Product Warranty Accrual, Increase (Decrease) [Roll Forward]Movement in Standard and Extended Product Warranty Accrual, Increase (Decrease) [Roll Forward] Designated as Hedging InstrumentDesignated as Hedging Instrument [Member] Weighted payout percentageShare-Based Compensation Arrangement by Share-Based Payment Award, Weighted Payout PercentageShare-Based Compensation Arrangement by Share-Based Payment Award, Weighted Payout Percentage Share-based compensation arrangement outstanding, weighted average remaining contractual terms (in years)Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Outstanding, Weighted Average Remaining Contractual Terms Compensation Actually Paid vs. Other MeasureCompensation Actually Paid vs. Other Measure [Text Block] Schedule of Stock by Class [Table]Stock, Class of Stock [Table] Summary Of Significant Accounting Policies [Line Items]Summary Of Significant Accounting Policies [Line Items]Summary Of Significant Accounting Policies [Line Items] Vesting Date Fair Value of Equity Awards Granted and Vested in Covered YearVesting Date Fair Value of Equity Awards Granted and Vested in Covered Year [Member] Total assetsAssets Cost of goods soldCost of Goods and Services Sold Advertising CostsAdvertising Cost [Policy Text Block] Purchases of property and equipmentPayments to Acquire Property, Plant, and Equipment Other non-current liabilitiesOther Liabilities, Noncurrent Forgone Recovery due to Violation of Home Country Law, AmountForgone Recovery due to Violation of Home Country Law, Amount Derivative Instruments and Hedging Activities Disclosures [Table]Derivative Instruments and Hedging Activities Disclosures [Table] Commitments and contingencies - (Note 24)Commitments and Contingencies Termination DateTrading Arrangement Termination Date Description of the CompanyNature of Operations [Text Block] Schedule of Related Party Transactions, by Related Party [Table]Related Party Transaction [Table] Payment termsRevenue, Performance Obligation, Payment TermsRevenue, Performance Obligation, Payment Terms Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] 2026Lessee, Operating Lease, Liability, to be Paid, Year Two 2025Long-Term Debt, Maturity, Year One Assets acquired:Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Assets [Abstract] Finite-lived license agreements, grossFinite-Lived License Agreements, Gross Contingencies And Commitments [Line Items]Contingencies And Commitments [Line Items] Contingencies And Commitments [Line Items] Schedule of Recognized Identified Assets Acquired and Liabilities AssumedSchedule of Recognized Identified Assets Acquired and Liabilities Assumed [Table Text Block] Debt Instrument [Axis]Debt Instrument [Axis] Revenue deferred during the periodContract with Customer, Liability, Deferred Revenue, AdditionsContract with Customer, Liability, Deferred Revenue, Additions Net incomeNet incomeNet Income (Loss) Attributable to Parent Trading Arrangement:Trading Arrangement [Axis] Pay vs Performance Disclosure, TablePay vs Performance [Table Text Block] Accrued rebates and allowancesAccrued Rebates And AllowancesAccrued Rebates And Allowances Equity Awards Adjustments, Excluding Value Reported in Compensation TableEquity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member] Escrow depositEscrow Deposit Entity File NumberEntity File Number Income Statement [Abstract]Income Statement [Abstract] Entity Address, Address Line OneEntity Address, Address Line One Weighted-average shares used in per share calculations:Weighted Average Number of Shares Outstanding Reconciliation [Abstract] Intangible assets not subject to amortization:Indefinite-Lived Intangible Assets (Excluding Goodwill) [Abstract] Effect of foreign currency exchange rates on cashEffect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations NameForgone Recovery, Individual Name Aggregate exercisable intrinsic value of options outstandingShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Intrinsic Value Award Date [Domain]Award Date [Domain] Weighted average remaining lease termOperating Lease, Weighted Average Remaining Lease Term Average fixed interest rate related to derivative contractsDerivative, Average Swaption Interest Rate Award Timing MNPI ConsideredAward Timing MNPI Considered [Flag] Increase (decrease) in deferred revenue and other contract-related liabilitiesIncrease (Decrease) in Deferred Revenue Timing of Transfer of Good or Service [Domain]Timing of Transfer of Good or Service [Domain] Payments for royaltiesPayments for Royalties Inventory Disclosure [Abstract]Inventory Disclosure [Abstract] Outstanding Aggregate Erroneous Compensation AmountOutstanding Aggregate Erroneous Compensation Amount ThereafterLessee, Operating Lease, Liability, to be Paid, after Year FourLessee, Operating Lease, Liability, to be Paid, after Year Four PEO Actually Paid Compensation AmountPEO Actually Paid Compensation Amount Lease receivable, non-currentLease receivable, non-currentNet Investment in Lease, before Allowance for Credit Loss, Noncurrent Adjustment to Compensation:Adjustment to Compensation [Axis] Pension assetsPension Asset, Fair Value DisclosurePension Asset, Fair Value Disclosure Document Quarterly ReportDocument Quarterly Report Litigation Case [Domain]Litigation Case [Domain] Change in pension benefitsOther Comprehensive (Income) Loss, Defined Benefit Plan, after Tax and Reclassification Adjustment, Attributable to Parent Lease receivableSales-Type and Direct Financing Leases, Payment to be Received Pension Adjustments Service CostPension Adjustments Service Cost [Member] Asserted patents found validGain Contingency, Patents Found Infringed upon, Number Basic (in shares)Weighted-average shares outstanding - basic (in shares)Weighted Average Number of Shares Outstanding, Basic Related Party [Axis]Related and Nonrelated Parties [Axis] Stock Price or TSR Estimation MethodStock Price or TSR Estimation Method [Text Block] Deferred Costs and Other Contract AssetsDeferred Costs and Other Contract Assets [Policy Text Block]Deferred Costs and Other Contract Assets [Policy Text Block] Indefinite intangible assetsBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Indefinite-Lived Intangible Assets Beginning balanceEnding balanceEquity, Including Portion Attributable to Noncontrolling Interest Property, plant and equipmentBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Property, Plant, and Equipment NameAwards Close in Time to MNPI Disclosures, Individual Name Construction-in-progress (CIP)Construction in Progress [Member] Revenue BenchmarkRevenue Benchmark [Member] Canceled (in shares)Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures in Period Entity Filer CategoryEntity Filer Category Unrecognized contract revenueRevenue, Remaining Performance Obligation, Amount Derivative assets - non-currentDerivative Asset, Noncurrent Fed Funds Effective Rate Overnight Index Swap RateFed Funds Effective Rate Overnight Index Swap Rate [Member] Statistical Measurement [Domain]Statistical Measurement [Domain] Contract assets, currentContract with Customer, Asset, after Allowance for Credit Loss, Current Schedule of Deferred Costs and Other Contract AssetsDeferred Costs, Capitalized, Prepaid, and Other Assets Disclosure [Table Text Block] Unrecognized tax benefit that would affect effective tax rateUnrecognized Tax Benefits that Would Impact Effective Tax Rate DistributorsConcentration Risk, Just-In-Time DistributorsConcentration Risk, Just-In-Time Distributors Segment Reporting Information [Line Items]Segment Reporting Information [Line Items] All Trading ArrangementsAll Trading Arrangements [Member] Compensation Actually Paid vs. Net IncomeCompensation Actually Paid vs. Net Income [Text Block] Schedule of Reconciliation of Basic and Diluted Net Income Per ShareSchedule of Earnings Per Share, Basic and Diluted [Table Text Block] Award vesting periodShare-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period Rule 10b5-1 Arrangement AdoptedRule 10b5-1 Arrangement Adopted [Flag] Awards Close in Time to MNPI DisclosuresAwards Close in Time to MNPI Disclosures [Table] Strategic investmentsEquity Method Investments Pay vs Performance Disclosure [Line Items] Willow LaboratoriesWillow Laboratories [Member]Willow Laboratories Peer Group Total Shareholder Return AmountPeer 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] Schedule of Derivative Instruments in Statement of Financial Position, Fair ValueSchedule of Derivative Instruments in Statement of Financial Position, Fair Value [Table Text Block] Finite lived intangible asset useful lifeFinite Lived Intangible Asset Useful Life MaximumFinite Lived Intangible Asset Useful Life Maximum Other Performance Measure, AmountOther Performance Measure, Amount 2027Finite-Lived Intangible Asset, Expected Amortization, Year Three Goodwill [Line Items]Goodwill [Line Items] Lessee ROU Assets and Lease LiabilitiesLessee, Operating Leases [Text Block] Common stock, shares, outstanding (in shares)Beginning balance (in shares)Ending balance (in shares)Common Stock, Shares, Outstanding Operating lease, costOperating Lease, Cost Other receivablesOther Receivables, Net, Current Total debtDebt and Lease Obligation Options available for grant, end of period (in shares)Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Available for Grant Lessee non-current lease liabilitiesOperating Lease, Liability, Noncurrent Cash Flow HedgesCash Flow Hedging [Member] Deferred revenue and other contract liabilities, currentContract with Customer, Liability, Current Entity Tax Identification NumberEntity Tax Identification Number Severance termsEmployment Agreement, Severance TermsEmployment Agreement, Severance Terms Schedule of Finite-Lived Intangible Assets [Table]Intangible Asset, Finite-Lived [Table] Repurchase of common stock (in shares)Treasury Stock, Shares, Acquired PatentsPatents [Member] Masimo V.S. Mr. KianiMasimo V.S. Mr. Kiani [Member]Masimo V.S. Mr. Kiani Treasury StockTreasury Stock, Common [Member] Accrued property taxesTaxes Payable, Current Net income per share:Earnings Per Share Reconciliation [Abstract] IntersegmentIntersegment Eliminations [Member] Plan Name [Axis]Plan Name [Axis] Accrued liabilities and other current liabilitiesBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Liabilities, Accrued Liabilities And Other LiabilitiesBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Liabilities, Accrued Liabilities And Other Liabilities Loss contingency, damages awarded, valueLoss Contingency, Damages Awarded, Value Equity Components [Axis]Equity Components [Axis] Other current assetsTotal other current assetsOther Assets, Current Expired (in units)Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Expired in PeriodShare-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Expired in Period Accounts Receivable and Allowance for Credit LossesAccounts Receivable [Policy Text Block] License fee paidLicense Fee, Change In Control, Amount Company PaidLicense Fee, Change In Control, Amount Company Paid Business Acquisition, Acquiree [Domain]Business Acquisition, Acquiree [Domain] Aggregate intrinsic value of options outstandingShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Intrinsic Value Developed technologyDeveloped Technology Rights [Member] Award Date [Axis]Award Date [Axis] 2024 (balance of year)Sales-Type and Direct Financing Leases, Payment to be Received, Remainder of Fiscal Year Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation TableAggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table [Member] Chief Executive OfficerChief Executive Officer [Member] Long-term other assetsBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Other Noncurrent Assets Indirect tax payable, non-currentAccrued Income Taxes, Noncurrent Employee BenefitsCompensation and Employee Benefit Plans [Text Block] Accrued donationsAccrued Donations, CurrentAccrued Donations, Current Cash, cash equivalents and restricted cash at beginning of periodCash, cash equivalents and restricted cash at end of periodTotal cash, cash equivalents and restricted cash shown in the condensed consolidated statements of cash flowsCash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Average interest rateDebt, Weighted Average Interest Rate Weighted average number of years until the next renewalFinite-Lived Intangible Asset, Weighted-Average Period before Renewal or Extension Current assetsAssets, Current [Abstract] Consolidation Items [Axis]Consolidation Items [Axis] Indefinite-lived Intangible Assets, Major Class Name [Domain]Indefinite-Lived Intangible Assets, Major Class Name [Domain] Fair Value MeasurementsFair Value of Financial Instruments, Policy [Policy Text Block] Not for Profit OrganizationNot for Profit Organization [Member]Not for Profit Organization [Member] Treasury stock, shares (in shares)Beginning balance (in shares)Ending balance (in shares)Treasury Stock, Common, Shares Operating lease assetsOperating Lease Assets [Member]Operating Lease Assets 2026Sales-Type and Direct Financing Leases, Payment to be Received, Year Two Forgone Recovery due to Disqualification of Tax Benefits, AmountForgone Recovery due to Disqualification of Tax Benefits, Amount Weighted average amortization period before renewal (in years)Acquired Finite-Lived Intangible Asset, Weighted-Average Period before Renewal or Extension Vested (in dollars 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 Goodwill [Roll Forward]Goodwill [Roll Forward] Prepaid rebates and royalties, currentPrepaid Royalties Preferred stock, shares outstanding (in shares)Preferred Stock, Shares Outstanding WarrantsWarrant [Member] Security Exchange NameSecurity Exchange Name Variable rateDebt Instrument, Basis Spread on Variable Rate Discount rate used to measure the net investment in leaseSales-type and Direct Financing Leases, Lease Receivable, Discount RateSales-type and Direct Financing Leases, Lease Receivable, Discount Rate Other strategic investing activitiesPayments to Acquire Long-Term Investments Sound UnitedSound United [Member]Sound United Related Party Transaction [Domain]Related Party Transaction [Domain] Principal amount of endorsement agreementPrincipal Amount Of Endorsement AgreementPrincipal Amount Of Endorsement Agreement HealthcareHealth Care Segment [Member]Health Care Segment Alternate Base RateAlternate Base Rate [Member]Alternate Base Rate Exercised (in usd per share)Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Exercises in Period, Weighted Average Exercise Price Endorsement agreement minimum guaranteed royalty paymentEndorsement Agreement Minimum Guaranteed Royalty PaymentEndorsement Agreement Minimum Guaranteed Royalty Payment Deferred costs and other contract assetsDeferred Costs, Noncurrent Other non-current assetsOther Assets, Miscellaneous, Noncurrent Forgone Recovery, Explanation of ImpracticabilityForgone Recovery, Explanation of Impracticability [Text Block] Other commitmentOther Commitment Research and developmentResearch and Development Expense UnitsShare-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Outstanding [Roll Forward] Goodwill and Intangible Assets Disclosure [Abstract]Goodwill and Intangible Assets Disclosure [Abstract] Common stock, shares, issued (in shares)Common Stock, Shares, Issued Increase (decrease) in income tax payableIncrease (Decrease) in Income Taxes Payable Entity [Domain]Entity [Domain] Concentration risk, percentageConcentration Risk, Percentage Maximum borrowing capacityLine of Credit Facility, Maximum Borrowing Capacity Computer equipment and

softwareComputer Equipment [Member] Like Minded LabsLike Minded Labs [Member]Like Minded Labs [Member] Derivative instruments - cash flow hedgesDerivative Liability Insider Trading Policies and Procedures AdoptedInsider Trading Policies and Procedures Adopted [Flag] Accumulated depreciationAccumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment Non-operating LossOther Nonoperating Income and Expense [Text Block] Options HeldOptions Held [Member] Common stock, shares authorized (in shares)Common Stock, Shares Authorized Business combinations, net of cash acquiredPayments to Acquire Businesses, Net of Cash Acquired Cash paymentEmployment Agreement, Cash PaymentEmployment Agreement, Cash Payment 2024 (balance of year)Finite-Lived Intangible Asset, Expected Amortization, Remainder of Fiscal Year Deferred Costs and Other Contract AssetsDeferred Costs and Other Contract Assets [Text Block]Deferred Costs and Other Contract Assets [Text Block] Long-term Debt, Type [Axis]Long-Term Debt, Type [Axis] Prepaid expenses and other current assetsBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Assets, Prepaid Expense and Other Assets Schedule of Supplemental Cash Flow InformationSchedule of Cash Flow, Supplemental Disclosures [Table Text Block] Related PartyRelated Party [Member] Lessee, operating lease, renewal termLessee, Operating Lease, Renewal Term Interest expenseInterest Expense, Nonoperating Balance Sheet Location [Axis]Statement of Financial Position Location, Balance [Axis] Hedging Designation [Domain]Hedging Designation [Domain] Gains (losses) reclassified from accumulated other comprehensive incomeOther Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), Reclassification, before Tax Property and Equipment, netProperty, Plant and Equipment Disclosure [Text Block] Debt, current portionDebt, Current RecurringFair Value, Recurring [Member] Trade accounts receivable, net of allowance for credit losses of $6.0 million and $4.8 million at September 28, 2024 and December 30, 2023, respectivelyTrade accounts receivableAccounts Receivable, after Allowance for Credit Loss, Current Increase (decrease) in other non-current liabilitiesIncrease (Decrease) in Other Operating Liabilities Impairment chargeImpairment chargeAsset Impairment Charges TotalLong-Term Debt Pension Adjustments Prior Service CostPension Adjustments Prior Service Cost [Member] Percent of matchDefined Contribution Plan, Employer Matching Contribution, Percent of Match Restricted cashRestricted Cash, Current Pension Benefits Adjustments, FootnotePension Benefits Adjustments, Footnote [Text Block] Total Shareholder Return Vs Peer GroupTotal Shareholder Return Vs Peer Group [Text Block] Transportation, vehicles and otherTransportation Equipment [Member] Restricted/Performance stock units vested (in shares)Stock Issued During Period, Shares, Restricted Stock Award, Gross Vested (in units)Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Risk-free interest rateShare-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate Trademarks - (Note 9)TrademarksIndefinite-Lived Intangible Assets (Excluding Goodwill) Amortization of intangible assetsAmortization of Intangible Assets Deferred revenueDeferred revenue, beginning of the periodDeferred revenue, end of the periodContract with Customer, Liability Accounting Policies [Abstract]Accounting Policies [Abstract] Leasehold improvementsLeasehold Improvements [Member] Changes in pre-existing warranties (including changes in estimates)Standard and Extended Product Warranty Accrual, Increase (Decrease) for Preexisting Warranties Business CombinationsBusiness Combination Disclosure [Text Block] Current Fiscal Year End DateCurrent Fiscal Year End Date Imputed interestLessee, Operating Lease, Liability, Undiscounted Excess Amount PEO NamePEO Name Like Minded Media VenturesLike Minded Entertainment [Member]Like Minded Entertainment [Member] Award Type [Domain]Award Type [Domain] 2025Lessor, Operating Lease, Payment to be Received, Year One Cash and cash equivalentsBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Cash and Equivalents LicensesContractual license agreementsLicensing Agreements [Member] Compensation Actually Paid vs. Company Selected MeasureCompensation Actually Paid vs. Company Selected Measure [Text Block] Deferred tax assetsDeferred Income Tax Assets, Net Non-PEO NEONon-PEO NEO [Member] Additional Paid-In CapitalAdditional Paid-in Capital [Member] GoodwillGoodwill Disclosure [Text Block] Operating LeasesLessor, Operating Lease, Payment to be Received, Fiscal Year Maturity [Abstract] Furniture and office equipmentFurniture and Office Equipment [Member]Furniture and Office Equipment [Member] Class of Stock [Line Items]Class of Stock [Line Items] Deferred tax liabilitiesBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Deferred Tax Liabilities Recently Adopted and Recently Announced Accounting PronouncementsNew Accounting Pronouncements, Policy [Policy Text Block] Class of Stock [Axis]Class of Stock [Axis] WarrantyStandard Product Warranty, Policy [Policy Text Block] Title of Individual [Domain]Title and Position [Domain] Finite-Lived Intangible Assets by Major Class [Axis]Finite-Lived Intangible Assets by Major Class [Axis] Accumulated AmortizationFinite-Lived Intangible Assets, Accumulated Amortization NameMeasure Name New Credit Facility AgreementNew Credit Facility Agreement [Member]New Credit Facility Agreement Entity Interactive Data CurrentEntity Interactive Data Current Lease receivable, netSales-Type Lease, Net Investment in Lease, before Allowance for Credit Loss Threshold percentage to exercise purchase rightPreferred Stock Purchase Right, Threshold Percentage of Purchase Right TriggerPreferred Stock Purchase Right, Threshold Percentage of Purchase Right Trigger Number of operating segmentsNumber of Operating Segments Pending LitigationPending Litigation [Member] Income taxesIncome Taxes Paid Stock repurchase program, remaining number of shares available for repurchase (in shares)Share Repurchase Program, Remaining Authorized, Number of Shares Stock-based compensation expenseShare-Based Payment Arrangement, Noncash Expense Bowers and WilkinsBowers and Wilkins [Member]Bowers and Wilkins Cash paid during the year for:Supplemental Cash Flow Information [Abstract] Transportation, vehicles and otherAircraft And Vehicles [Member]Aircraft And Vehicles Equity investments - fair valueEquity Securities, FV-NI Non-operating lossTotal non-operating lossNonoperating Income (Expense) Concentration Risk Benchmark [Domain]Concentration Risk Benchmark [Domain] Operating incomeOperating Income (Loss) AOCI Including Portion Attributable to Noncontrolling Interest, Net of Tax [Roll Forward]AOCI Including Portion Attributable to Noncontrolling Interest, Net of Tax [Roll Forward] 2028Sales-Type and Direct Financing Leases, Payment to be Received, Year Four Variable Rate [Domain]Variable Rate [Domain] Number of reportable segmentsNumber of Reportable Segments Total liabilities and stockholders' equityLiabilities and Equity Rule 10b5-1 Arrangement TerminatedRule 10b5-1 Arrangement Terminated [Flag] Fair Value Hierarchy [Axis]Fair Value Hierarchy and NAV [Axis] Hedging Designation [Axis]Hedging Designation [Axis] Derivative Instruments and Hedging ActivitiesDerivative Instruments and Hedging Activities Disclosure [Text Block] Finite-Lived Intangible Assets, Major Class Name [Domain]Finite-Lived Intangible Assets, Major Class Name [Domain] Net lossBusiness Acquisitions, Net Income (Loss)Business Acquisitions, Net Income (Loss) Schedule of Maturities of Long-term DebtSchedule of Maturities of Long-Term Debt [Table Text Block] ROU assets obtained in exchange for lease liabilitiesRight-of-Use Asset Obtained in Exchange for Operating Lease Liability Underlying Security Market Price ChangeUnderlying Security Market Price Change, Percent Individual:Individual [Axis] Building and building improvementsBuilding and Building Improvements [Member] Shares paid for tax withholdingShare-Based Payment Arrangement, Decrease for Tax Withholding Obligation Accumulated Other Comprehensive Income (Loss)AOCI Attributable to Parent [Member] Canceled (in usd per share)Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Forfeitures in Period, Weighted Average Exercise Price Expected term (in years)Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Term InventoriesTotal inventoriesInventory, Net Property, Plant and Equipment [Line Items]Property, Plant and Equipment [Line Items] Statement [Line Items]Statement [Line Items] Accrued customer reimbursementsAccounts Payable, Other Operating expenses:Operating Expenses [Abstract] Schedule of Property and EquipmentSchedule of Property and Equipment, netProperty, Plant and Equipment [Table Text Block] Compensation Actually Paid vs. Total Shareholder ReturnCompensation Actually Paid vs. Total Shareholder Return [Text Block] Number of directorsNumber Of DirectorsNumber Of Directors Sublease incomeSublease Income Purchase priceBusiness Combination, Consideration Transferred Maturities of derivative contractsDerivative, Term of Contract Derivatives Instruments and Hedging ActivitiesDerivatives, Policy [Policy Text Block] GPO MembersGPO Members [Member]GPO Members MinimumMinimum [Member] Adoption DateTrading Arrangement Adoption Date Less: Non-current portion of deferred revenueDeferred revenue, non-currentContract with Customer, Liability, Noncurrent Related Party Transactions [Abstract]Related Party Transactions [Abstract] Just in time distributor oneJust in time distributor one [Member]Just in time distributor one [Member] Total other non-current liabilitiesDeferred Credits and Other Liabilities Deferred equipment agreements, netDeferred Equipment Agreements, NetDeferred Equipment Agreements, Net Provision for credit lossesAccounts Receivable, Credit Loss Expense (Reversal) Segments [Axis]Segments [Axis] Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered YearChange in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member] Derivative Instrument [Axis]Derivative Instrument [Axis] Exercise PriceAward Exercise Price Increase (decrease) in accrued compensationIncrease (Decrease) in Employee Related Liabilities Arrangement DurationTrading Arrangement Duration ThereafterFinite-Lived Intangible Asset, Expected Amortization, after Year FourFinite-Lived Intangible Asset, Expected Amortization, after Year Four Other Current Liabilities [Table]Other Current Liabilities [Table]Other Current Liabilities [Table] Material Terms of Trading ArrangementMaterial Terms of Trading Arrangement [Text Block] Required notice of resignationSupplemental Unemployment Benefits, Severance Benefits, Required Notice of ResignationSupplemental Unemployment Benefits, Severance Benefits, Required Notice of Resignation 2028Finite-Lived Intangible Asset, Expected Amortization, Year Four All IndividualsAll Individuals [Member] Severance payment periodEmployee Agreement, Severance Payment PeriodEmployee Agreement, Severance Payment Period Variable Rate [Axis]Variable Rate [Axis] Income Tax Disclosure [Abstract]Income Tax Disclosure [Abstract] Cash DistributionCash Distribution [Member] Japanese Government LoansJapanese Government Loans [Member]Japanese Government Loans Other intangible assets, net - (Note 9)Other Miscellaneous Intangible Assets [Member]Other Miscellaneous Intangible Assets Intangible assets, netIntangible Assets, Net (Excluding Goodwill) Statement of Stockholders' Equity [Abstract]Statement of Stockholders' Equity [Abstract] (Increase) decrease in other non-current assetsIncrease (Decrease) in Other Noncurrent Assets Share-based payment arrangement, nonvested award, cost not yet recognized, amountShare-Based Payment Arrangement, Nonvested Award, Excluding Option, Cost Not yet Recognized, Amount 2024 (balance of year)Long-Term Debt, Maturity, Remainder of Fiscal Year Japanese Equipment LoansJapanese Equipment Loans [Member]Japanese Equipment Loans Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract] Lender Name [Axis]Lender Name [Axis] Bank balancesBank Balances Transaction costsBusiness Acquisition, Transaction Costs AssetsAssets, Fair Value Disclosure [Abstract] Related Party [Domain]Related and Nonrelated Parties [Domain] Depreciation and amortizationCost, Depreciation and Amortization Royalty guarantees, commitments, additional, change in controlRoyalty Guarantees, Commitments, Additional, Change in ControlRoyalty Guarantees, Commitments, Additional, Change in Control Deferred Income [Table]Deferred Income [Table] Total liabilities assumedBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Liabilities Deferred tax liabilitiesDeferred Income Tax Liabilities, Net Estimated volatilityShare-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate Schedule of Share-based Compensation, Restricted Stock Units Award ActivityShare-Based Payment Arrangement, Restricted Stock Unit, Activity [Table Text Block] Interest ExpenseInterest Expense [Member] Patents And TrademarksPatents And Trademarks [Member]Patents and Trademarks. Retirement Plan Sponsor Location [Axis]Retirement Plan Sponsor Location [Axis] Finite lived intangible assetsBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Finite-Lived Intangibles Schedule of Other Current LiabilitiesSchedule of Accrued Liabilities [Table Text Block] Bank balance covered by federal deposit insurance corporation limitCash, FDIC Insured Amount Unrecognized tax benefitsUnrecognized Tax Benefits Liabilities NoncurrentUnrecognized tax benefits liabilities noncurrent. Share Repurchase Program [Domain]Share Repurchase Program [Domain] Cash and Cash EquivalentsCash and Cash Equivalents, Policy [Policy Text Block] 2021 PSU Grant2021 PSU Grant [Member]2021 PSU Grant Commitments and ContingenciesCommitments and Contingencies Disclosure [Text Block] Measure:Measure [Axis] Non-compete agreementsNoncompete Agreements [Member] Preferred stock, shares authorized (in shares)Preferred Stock, Shares Authorized Granted (in shares)Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Net of Forfeitures Emerging Growth CompanyEntity Emerging Growth Company Indefinite-lived Intangible Assets [Axis]Indefinite-Lived Intangible Assets [Axis] Operating Lease, Right-of-Use Asset, Statement of Financial Position [Extensible Enumeration]Operating Lease, Right-of-Use Asset, Statement of Financial Position [Extensible Enumeration] Idle undeveloped land held for saleUndeveloped Land, Held-For-SaleUndeveloped Land, Held-For-Sale Total trademarksIndefinite-Lived Intangible Assets, Net (Excluding Goodwill)Indefinite-Lived Intangible Assets, Net (Excluding Goodwill) Total liabilitiesLiabilities, Fair Value Disclosure Severance plan participation agreementsSeverance Plan Participation AgreementsSeverance plan participation agreements. Accrued Liabilities [Abstract]Accrued Liabilities [Abstract] Non-GAAP Measure DescriptionNon-GAAP Measure Description [Text Block] Other comprehensive loss, net of tax:Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax, Portion Attributable to Parent [Abstract] Amount reclassified into earningsReclassification from Accumulated Other Comprehensive Income, Current Period, before Tax Equity Component [Domain]Equity Component [Domain] Preferred stock, par value (in dollars per share)Preferred Stock, Par or Stated Value Per Share Royalty prepaymentAccrued Royalties Reconciliation of cash, cash equivalents and restricted cash:Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents [Abstract] Additional 402(v) DisclosureAdditional 402(v) Disclosure [Text Block] Asserted patents found invalidGain Contingency, Patents Found Not Infringed upon, Number Entity Shell CompanyEntity Shell Company Entity Incorporation, State or Country CodeEntity Incorporation, State or Country Code Comprehensive (Loss) IncomeComprehensive Income, Policy [Policy Text Block] Statement [Table]Statement [Table] Interest expenseInterest Expense, Debt Measurement Frequency [Domain]Measurement Frequency [Domain] Summary of Significant Accounting Policies [Text Block] Non-cash operating activities:NonCash Operating Items [Abstract]NonCash Operating Items Consolidation Items [Domain]Consolidation Items [Domain] Diluted net income per share:Net Income (Loss) Available to Common Stockholders, Diluted [Abstract] Interest expenseInterest Paid, Excluding Capitalized Interest, Operating Activities Concentration Risk Benchmark [Axis]Concentration Risk Benchmark [Axis] Non-cash financing activities:Non-cash Financing Activities [Abstract]Non-cash Financing Activities Level 1Fair Value, Inputs, Level 1 [Member] Total current assetsAssets, Current Statement of Cash Flows [Abstract]Statement of Cash Flows [Abstract] Non-cash investing activities:Noncash Investing and Financing Items [Abstract] Increase (decrease) in accrued liabilitiesIncrease (Decrease) in Accrued Liabilities Options exercisable, end of period (in shares)Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Number Prepaid contract allowancesPrepaid DiscountPrepaid Discount 2027Long-Term Debt, Maturity, Year Three Schedule of Long-term Debt Instruments [Table]Schedule of Long-Term Debt Instruments [Table] Intangible assetsTotalBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Intangible Assets, Other than Goodwill Weighted-average fair value of options granted (in dollars per share)Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Weighted Average Grant Date Fair Value OtherOther Intangible Assets [Member] Payment for administrative feesPayment for Administrative Fees Income TaxesIncome Tax Disclosure [Text Block] 2028Lessee, Operating Lease, Liability, to be Paid, Year Four Accrued indirect taxes payableAccrual for Taxes Other than Income Taxes, Current Other

non-current liabilitiesOther Noncurrent Liabilities [Member] Operating lease, weighted average discount rateOperating Lease, Weighted Average Discount Rate, Percent Net cash (used in) provided by financing activitiesNet Cash Provided by (Used in) Financing Activities Unsettled common stock proceeds from option exercisesProceeds From Stock Options Exercised, Unsettled At Period EndProceeds From Stock Options Exercised, Unsettled At Period End Preferred stock purchase right declared for each share of common stockDividends, Preferred Stock, Preferred Stock Purchase Right For Each ShareDividends, Preferred Stock, Preferred Stock Purchase Right For Each Share Credit Facility [Axis]Credit Facility [Axis] Initial LendersInitial Lenders [Member]Initial Lenders Schedule of Lessee Operating Lease Balance Sheet ClassificationLessee Operating Lease Balance Sheet Classification [Table Text Block][Table Text Block] for Lessee Operating Lease Balance Sheet Classification [Table] Entity Registrant NameEntity Registrant Name Cash considerationPayments to Acquire Businesses, Gross Lease receivable, netSales-type Lease, Lease Receivable Adjustment to Non-PEO NEO Compensation FootnoteAdjustment to Non-PEO NEO Compensation Footnote [Text Block] Depreciation and amortizationDepreciation, Depletion and Amortization Timing of Transfer of Good or Service [Axis]Timing of Transfer of Good or Service [Axis] Gross profitGross profitGross Profit Intangible Assets, netIntangible Assets Disclosure [Text Block] Unrealized gains (losses) from foreign currency translation adjustmentsForeign currency translation adjustmentOther Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax, Portion Attributable to Parent Schedule of Changes in Product Warranty AccrualSchedule of Product Warranty Liability [Table Text Block] Fair Value as of Grant DateAward Grant Date Fair Value Customer Concentration RiskCustomer Concentration Risk [Member] Deferred Costs, Capitalized, Prepaid, and Other Assets Disclosure [Abstract]Deferred Costs, Capitalized, Prepaid, and Other Assets Disclosure [Abstract] Level 2Fair Value, Inputs, Level 2 [Member] Stockholders' equityEquity, Including Portion Attributable to Noncontrolling Interest [Abstract] Unbilled contract receivablesUnbilled Contracts Receivable PolitanPolitan [Member]Politan Restatement Determination Date:Restatement Determination Date [Axis] Title of 12(b) SecurityTitle of 12(b) Security Concentration Risk Type [Axis]Concentration Risk Type [Axis] Share-based Payment Arrangement [Abstract]Share-Based Payment Arrangement [Abstract] Amount recognized in other comprehensive (loss) incomeOther Comprehensive Income (Loss), before Reclassifications, before Tax RevolverRevolver [Member]Revolver Finite-Lived Intangible Assets [Line Items]Finite-Lived Intangible Assets [Line Items] Derivative Instruments and Hedging Activities Disclosures [Line Items]Derivative Instruments and Hedging Activities Disclosures [Line Items] Indefinite-Lived Intangible Assets [Line Items]Indefinite-Lived Intangible Assets [Line Items] Cash flows from financing activities:Net Cash Provided by (Used in) Financing Activities [Abstract] Operating Lease, Liability, Current, Statement of Financial Position [Extensible List]Operating Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration] Basic (in dollars per share)Net income per basic share (in dollars per share)Earnings Per Share, Basic Operating lease liabilitiesOperating Lease, Payments Award Timing MNPI DisclosureAward Timing MNPI Disclosure [Text Block] Other Assets Long Term [Table]Nature of Operation, Product Information, Concentration of Risk [Table] Other Liabilities Disclosure [Abstract] TrademarksTrademarks [Member] Unpaid purchases of property and equipmentCapital Expenditures Incurred but Not yet Paid Aggregate Pension Adjustments Service CostAggregate Pension Adjustments Service Cost [Member] Schedule of Goodwill [Table]Goodwill [Table] Property and EquipmentProperty, Plant and Equipment, Policy [Policy Text Block] Intangible assets subject to amortization:Finite-Lived Intangible Assets, Net [Abstract] Sales-Type LeasesSales-type Lease, Lease Income [Abstract] Total current liabilitiesLiabilities, Current Share-based payment arrangement, cost not yet recognized, amountShare-Based Payment Arrangement, Nonvested Award, Option, Cost Not yet Recognized, Amount Share Repurchase Program [Axis]Share Repurchase Program [Axis] Other Non-Current LiabilitiesOther Liabilities Disclosure [Text Block] 2025Finite-Lived Intangible Asset, Expected Amortization, Year One ThereafterSales-Type and Direct Financing Leases, Lease Receivable, to be Received, after Year FourSales-Type and Direct Financing Leases, Lease Receivable, to be Received, after Year Four Share-based compensation arrangement, grants in period (in shares)Granted (in units)Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period Schedule of Fair Value, Assets Measured on Recurring BasisFair Value, Assets Measured on Recurring Basis [Table Text Block] Stock compensation expense (benefit)Share-Based Payment Arrangement, Expensed and Capitalized, Amount Business CombinationsBusiness Combinations Policy [Policy Text Block] Non-operating gainNonoperating Income (Expense) [Member] Stock-Based CompensationShare-Based Payment Arrangement [Text Block] Entity Address, City or TownEntity Address, City or Town Lessee Right-of-Use (ROU) Assets and Lease LiabilitiesLessee, Leases [Policy Text Block] Less: imputed interestSales-type and Direct Financing Leases, Lease Receivable, Undiscounted Excess Amount 2025Sales-Type and Direct Financing Leases, Payment to be Received, Year One Schedule of Number and Weighted Average Exercise Price of Options Issued and Outstanding under all Stock Option PlansShare-Based Payment Arrangement, Option, Activity [Table Text Block] Equity securitiesEquity Securities, Fair Value DisclosureEquity Securities, Fair Value Disclosure Number of under-utilized operating leaseNumber Of Under-Utilized Operating LeaseNumber Of Under-Utilized Operating Lease Granted (in usd per share)Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Grants in Period, Weighted Average Exercise Price Company's contribution to employee retirement savings planDefined Contribution Plan, Employer Discretionary Contribution Amount Business Acquisition [Axis]Business Acquisition [Axis] Schedule of Finite-Lived Intangible Assets, netSchedule of Finite-Lived Intangible Assets [Table Text Block] Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered YearDividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year [Member] Accordion feature, increase limitLine Of Credit Facility, Accordion Feature, Increase LimitLine Of Credit Facility, Accordion Feature, Increase Limit LiabilitiesLiabilities, Fair Value Disclosure [Abstract] Deferred Revenue and Other Contract Liabilities, CurrentRevenue from Contract with Customer [Text Block] Document Fiscal Year FocusDocument Fiscal Year Focus Adjusted Secured Overnight Financing Rate (SOFR)Adjusted Secured Overnight Financing Rate (SOFR) [Member]Adjusted Secured Overnight Financing Rate (SOFR) Debt Instrument, Name [Domain]Debt Instrument, Name [Domain] Other current liabilities, related partyOther current liabilities/ Related party payablesOther Accrued Liabilities, Current Total assetsAssets, Fair Value Disclosure 2024 (balance of year)Lessee, Operating Lease, Liability, to be Paid, Remainder of Fiscal Year Document Period End DateDocument Period End Date Contingencies And Commitments [Table]Contingencies And Commitments [Table]Contingencies And Commitments [Table] Finished goodsInventory, Finished Goods, Net of Reserves Base RateBase Rate [Member] TotalLessee, Operating Lease, Liability, to be Paid Beginning of period (in shares)End of period (in shares)Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number Line of Credit Facility, Lender [Domain]Line of Credit Facility, Lender [Domain] Insider Trading Arrangements [Line Items] Segment Reconciling ItemsSegment Reporting, Reconciling Item, Excluding Corporate Nonsegment [Member] Number of sources of product revenueNumber Of Sources Of Product RevenueNumber Of Sources Of Product Revenue (Increase) decrease in other current assetsIncrease (Decrease) in Other Current Assets 2027Lessee, Operating Lease, Liability, to be Paid, Year Three Related party transaction, purchases from related partyRelated Party Transaction, Purchases from Related Party Accounts payableBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Liabilities, Accounts Payable Japanese Capex LoanJapanese Capex Loan [Member]Japanese Capex Loan Recognition of revenue deferred in prior periodsContract with Customer, Liability, Revenue Recognized Impairment, Intangible Asset, Indefinite-Lived (Excluding Goodwill), Statement of Income or Comprehensive Income [Extensible Enumeration]Impairment, Intangible Asset, Indefinite-Lived (Excluding Goodwill), Statement of Income or Comprehensive Income [Extensible Enumeration] ReclassificationsReclassification, Comparability Adjustment [Policy Text Block] Document Transition ReportDocument Transition Report Customer [Domain]Customer [Domain] Fair Value, Recurring and Nonrecurring [Table]Fair Value, Recurring and Nonrecurring [Table] Entity Current Reporting StatusEntity Current Reporting Status Retained EarningsRetained Earnings [Member] Schedule of Other Non-Current LiabilitiesOther Noncurrent Liabilities [Table Text Block] Amortization of debt issuance costAmortization of Debt Issuance Costs Litigation Status [Domain]Litigation Status [Domain] Warranty period for defects in material and workmanshipWarranty Period For Defects In Material And WorkmanshipWarranty period for defects in material and workmanship. Restricted Stock Units (RSUs)Restricted Stock Units (RSUs) [Member] Apple, Inc. Patent InfringementApple, Inc. Patent Infringement [Member]Apple, Inc. Patent Infringement Increase (Decrease) in Stockholders' Equity [Roll Forward]Increase (Decrease) in Stockholders' Equity [Roll Forward] Executive Category:Executive Category [Axis] Income Statement Location [Domain]Statement of Income Location, Balance [Domain] Letter of CreditLetter of Credit [Member] Unrealized (loss) gain on cash flow hedgesNet of tax gain (loss) on derivativesOther Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), after Reclassification and Tax, Parent Company Selected Measure NameCompany Selected Measure Name Endorsement agreement outstanding obligationEndorsement AgreementEndorsement Agreement EX-101.PRE 19 masi-20240928_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE DOCUMENT XML 21 R1.htm IDEA: XBRL DOCUMENT

Cover	9 Months Ended Sep. 28, 2024 shares
Cover [Abstract]	
Document Type	10-Q
Document Quarterly Report	true
Document Period End Date	Sep. 28, 2024
Document Transition Report	false
Entity File Number	001-33642
Entity Registrant Name	MASIMO CORP
Entity Incorporation, State or Country Code	DE
Entity Tax Identification Number	33-0368882
Entity Address, Address Line One	52 Discovery
Entity Address, City or Town	Irvine,
Entity Address, State or Province	CA
Entity Address, Postal Zip Code	92618
City Area Code	(949)
Local Phone Number	297-7000
Title of 12(b) Security	Common Stock, $0.001 par value
Trading Symbol	MASI
Security Exchange Name	NASDAQ
Entity Current Reporting Status	Yes
Entity Interactive Data Current	Yes
Entity Filer Category	Large Accelerated Filer
Smaller Reporting Company	false
Emerging Growth Company	false
Entity Shell Company	false
Entity Common Stock, Shares Outstanding	53,540,566
Amendment Flag	false
Document Fiscal Year Focus	2024
Document Fiscal Period Focus	Q3
Entity Central Index Key	0000937556
Current Fiscal Year End Date	--12-28

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CONDENSED CONSOLIDATED BALANCE SHEETS - USD ($) $ in Millions	Sep. 28, 2024	Dec. 30, 2023
Current assets		

Cash and cash equivalents		$ 158.5	$ 163.0
Trade accounts receivable, net of allowance for credit losses of $6.0 million and $4.8 million at September 28, 2024 and December 30, 2023, respectively	[1]	371.0	355.5
Inventories		569.9	545.0
Other current assets		180.5	168.4
Total current assets		1,279.9	1,231.9
Lease receivable, non-current		64.2	71.4
Deferred costs and other contract assets		59.6	57.3
Property and equipment, net		417.9	424.4
Finite-lived intangible assets, net		405.2	419.9
Trademarks - (Note 9)		235.6	232.4
Goodwill		412.5	407.7
Deferred tax assets		107.1	107.2
Other non-current assets		105.8	89.3
Total assets		3,087.8	3,041.5
Current liabilities			
Accounts payable		280.8	251.5
Accrued compensation		76.0	62.6
Deferred revenue and other contract liabilities, current		84.5	87.3
Other current liabilities		196.3	162.4
Total current liabilities		637.6	563.8
Long-term debt		733.2	871.7
Deferred tax liabilities		111.3	111.7
Other non-current liabilities		142.5	129.5
Total liabilities		1,624.6	1,676.7
Commitments and contingencies - (Note 24)			
Stockholders' equity			
Preferred stock, $0.001 par value; 5.0 million shares authorized; 0 shares issued and outstanding		0.0	0.0
Common stock, $0.001 par value; 100.0 million shares authorized; 53.5 million and 52.8 million shares issued and outstanding at September 28, 2024 and December 30, 2023, respectively		0.1	0.1
Treasury stock, 19.5 million and 19.5 million shares at September 28, 2024 and December 30, 2023, respectively		(1,169.2)	(1,169.2)
Additional paid-in capital		828.4	783.4
Accumulated other comprehensive loss		(36.6)	(45.3)
Retained earnings		1,840.5	1,795.8
Total stockholders' equity		1,463.2	1,364.8
Total liabilities and stockholders' equity		3,087.8	3,041.5
Customer relationships, net - (Note 9)			
Current assets			
Finite-lived intangible assets, net		169.0	177.7
Acquired technologies, net - (Note 9)			
Current assets			
Finite-lived intangible assets, net		115.3	129.4
Other intangible assets, net - (Note 9)			
Current assets			
Finite-lived intangible assets, net		$ 120.9	$ 112.8

[1] Includes amounts owed from related parties as of September 28, 2024 and December 30, 2023 of approximately $10.8 million and $7.3 million, respectively. See Note 3, "Related Party Transactions" for details.

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CONDENSED CONSOLIDATED BALANCE SHEETS (Parenthetical) - USD ($) shares in Millions, $ in Millions		Sep. 28, 2024	Dec. 30, 2023
Allowance for credit losses		$ 6.0	$ 4.8
Preferred stock, par value (in dollars per share)		$ 0.001	$ 0.001
Preferred stock, shares authorized (in shares)		5.0	5.0
Preferred stock, shares issued (in shares)		0.0	0.0
Preferred stock, shares outstanding (in shares)		0.0	0.0
Common stock, par value (in dollars per share)		$ 0.001	$ 0.001
Common stock, shares authorized (in shares)		100.0	100.0
Common stock, shares, issued (in shares)		53.5	52.8
Common stock, shares, outstanding (in shares)		53.5	52.8
Treasury stock, shares (in shares)		19.5	19.5
Trade accounts receivable	[1]	$ 371.0	$ 355.5
Related Party			
Trade accounts receivable		$ 10.8	$ 7.3

[1] Includes amounts owed from related parties as of September 28, 2024 and December 30, 2023 of approximately $10.8 million and $7.3 million, respectively. See Note 3, "Related Party Transactions" for details.

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CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS - USD ($) shares in Millions, $ in Millions		3 Months Ended		9 Months Ended	
		Sep. 28, 2024	Sep. 30, 2023	Sep. 28, 2024	Sep. 30, 2023
Income Statement [Abstract]					
Revenue	[1]	$ 504.6	$ 478.9	$ 1,493.7	$ 1,499.2
Cost of goods sold		241.4	244.1	734.0	758.4
Gross profit		263.2	234.8	759.7	740.8
Operating expenses:					
Selling, general and administrative		184.8	156.1	522.2	504.1
Research and development		48.3	46.5	145.1	137.2
Impairment charge		0.0	7.0	0.0	7.0
Total operating expenses		233.1	209.6	667.3	648.3
Operating income		30.1	25.2	92.4	92.5
Non-operating loss		(18.5)	(11.2)	(36.0)	(27.5)
Income before provision for income taxes		11.6	14.0	56.4	65.0
Provision for income taxes		1.8	3.4	11.7	17.4
Net income		$ 9.8	$ 10.6	$ 44.7	$ 47.6
Net income per share:					
Basic (in dollars per share)		$ 0.18	$ 0.20	$ 0.84	$ 0.90
Diluted (in dollars per share)		$ 0.18	$ 0.20	$ 0.82	$ 0.88
Weighted-average shares used in per share calculations:					
Basic (in shares)		53.4	52.8	53.2	52.8
Diluted (in shares)		54.3	53.9	54.3	53.9

[1] Includes sales from related parties for the three and nine months ended September 28, 2024 of approximately $27.2 million and $82.9 million, respectively and for the three and nine months ended September 30, 2023 of approximately $26.9 million and $69.1 million, respectively. See Note 3, "Related Party Transactions" for details.

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CONDENSED CONSOLIDATED	3 Months Ended	9 Months Ended

STATEMENTS OF OPERATIONS (Parenthetical) - USD ($) $ in Millions		Sep. 28, 2024	Sep. 30, 2023	Sep. 28, 2024	Sep. 30, 2023
Revenue	[1]	$ 504.6	$ 478.9	$ 1,493.7	$ 1,499.2
Related Party Revenue		$ 27.2	$ 26.9	$ 82.9	$ 69.1

[1] Includes sales from related parties for the three and nine months ended September 28, 2024 of approximately $27.2 million and $82.9 million, respectively and for the three and nine months ended September 30, 2023 of approximately $26.9 million and $69.1 million, respectively. See Note 3, "Related Party Transactions" for details.

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CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) - USD ($) $ in Millions	3 Months Ended		9 Months Ended	
	Sep. 28, 2024	Sep. 30, 2023	Sep. 28, 2024	Sep. 30, 2023
Income Statement [Abstract]				
Net income	$ 9.8	$ 10.6	$ 44.7	$ 47.6
Other comprehensive loss, net of tax:				
Unrealized gains (losses) from foreign currency translation adjustments	78.1	(43.2)	15.0	(100.6)
Change in pension benefits	0.0	(0.5)	0.7	(3.5)
Unrealized (loss) gain on cash flow hedges	(11.3)	0.4	(7.0)	1.7
Total comprehensive income (loss)	$ 76.6	$ (32.7)	$ 53.4	$ (54.8)

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CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY - USD ($) shares in Millions, $ in Millions	Total	Common Stock	Treasury Stock	Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings
Beginning balance (in shares) at Dec. 31, 2022		52.5				
Beginning balance at Dec. 31, 2022	$ 1,338.9	$ 0.1	$ (1,169.2)	$ 782.2	$ 11.5	$ 1,714.3
Beginning balance (in shares) at Dec. 31, 2022			19.5			
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Stock options exercised (in shares)		0.1				
Stock options exercised	4.3			4.3		
Restricted/Performance stock units vested (in shares)		0.2				
Shares paid for tax withholding	(12.2)			(12.2)		
Stock-based compensation	7.3			7.3		
Net income	21.3					21.3
Foreign currency translation adjustment	(22.8)				(22.8)	
Change in pension benefits	(2.2)				(2.2)	
Unrealized (loss) gain on cash flow hedges	(4.3)				(4.3)	
Ending balance (in shares) at Apr. 01, 2023		52.8				
Ending balance at Apr. 01, 2023	1,330.3	$ 0.1	$ (1,169.2)	781.6	(17.8)	1,735.6
Ending balance (in shares) at Apr. 01, 2023			19.5			
Beginning balance (in shares) at Dec. 31, 2022		52.5				
Beginning balance at Dec. 31, 2022	1,338.9	$ 0.1	$ (1,169.2)	782.2	11.5	1,714.3
Beginning balance (in shares) at Dec. 31, 2022			19.5			
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Net income	47.6					
Foreign currency translation adjustment	(100.6)					
Change in pension benefits	(3.5)					
Unrealized (loss) gain on cash flow hedges	1.7					
Ending balance (in shares) at Sep. 30, 2023		52.8				
Ending balance at Sep. 30, 2023	1,275.6	$ 0.1	$ (1,169.2)	773.7	(90.9)	1,761.9
Ending balance (in shares) at Sep. 30, 2023			19.5			
Beginning balance (in shares) at Apr. 01, 2023		52.8				
Beginning balance at Apr. 01, 2023	1,330.3	$ 0.1	$ (1,169.2)	781.6	(17.8)	1,735.6
Beginning balance (in shares) at Apr. 01, 2023			19.5			
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Stock options exercised	1.1			1.1		
Shares paid for tax withholding	(0.4)			(0.4)		
Stock-based compensation	(8.6)			(8.6)		
Net income	15.7					15.7
Foreign currency translation adjustment	(34.6)				(34.6)	
Change in pension benefits	(0.8)				(0.8)	
Unrealized (loss) gain on cash flow hedges	5.6				5.6	
Ending balance (in shares) at Jul. 01, 2023		52.8				
Ending balance at Jul. 01, 2023	1,308.3	$ 0.1	$ (1,169.2)	773.7	(47.6)	1,751.3
Ending balance (in shares) at Jul. 01, 2023			19.5			
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Stock options exercised	1.2			1.2		
Shares paid for tax withholding	(0.1)			(0.1)		
Stock-based compensation	(1.1)			(1.1)		
Net income	10.6					10.6
Foreign currency translation adjustment	(43.2)				(43.2)	
Change in pension benefits	(0.5)				(0.5)	
Unrealized (loss) gain on cash flow hedges	0.4				0.4	
Ending balance (in shares) at Sep. 30, 2023		52.8				
Ending balance at Sep. 30, 2023	$ 1,275.6	$ 0.1	$ (1,169.2)	773.7	(90.9)	1,761.9
Ending balance (in shares) at Sep. 30, 2023			19.5			
Beginning balance (in shares) at Dec. 30, 2023	52.8	52.8				
Beginning balance at Dec. 30, 2023	$ 1,364.8	$ 0.1	$ (1,169.2)	783.4	(45.3)	1,795.8
Beginning balance (in shares) at Dec. 30, 2023	19.5		19.5			
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Stock options exercised (in shares)		0.2				
Stock options exercised	$ 7.2			7.2		
Restricted/Performance stock units vested (in shares)		0.1				
Shares paid for tax withholding	(5.3)			(5.3)		
Stock-based compensation	9.6			9.6		

Net income	18.9					18.9
Foreign currency translation adjustment	(35.6)				(35.6)	
Change in pension benefits	0.7				0.7	
Unrealized (loss) gain on cash flow hedges	4.9				4.9	
Ending balance (in shares) at Mar. 30, 2024		53.1				
Ending balance at Mar. 30, 2024	$ 1,365.2	$ 0.1	$ (1,169.2)	794.9	(75.3)	1,814.7
Ending balance (in shares) at Mar. 30, 2024			19.5			
Beginning balance (in shares) at Dec. 30, 2023	52.8	52.8				
Beginning balance at Dec. 30, 2023	$ 1,364.8	$ 0.1	$ (1,169.2)	783.4	(45.3)	1,795.8
Beginning balance (in shares) at Dec. 30, 2023	19.5		19.5			
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Stock options exercised (in shares)	0.6					
Net income	$ 44.7					
Foreign currency translation adjustment	15.0					
Change in pension benefits	0.7					
Unrealized (loss) gain on cash flow hedges	$ (7.0)					
Ending balance (in shares) at Sep. 28, 2024	53.5	53.5				
Ending balance at Sep. 28, 2024	$ 1,463.2	$ 0.1	$ (1,169.2)	828.4	(36.6)	1,840.5
Ending balance (in shares) at Sep. 28, 2024	19.5		19.5			
Beginning balance (in shares) at Mar. 30, 2024		53.1				
Beginning balance at Mar. 30, 2024	$ 1,365.2	$ 0.1	$ (1,169.2)	794.9	(75.3)	1,814.7
Beginning balance (in shares) at Mar. 30, 2024			19.5			
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Stock options exercised (in shares)		0.1				
Stock options exercised	2.7			2.7		
Shares paid for tax withholding	(0.5)			(0.5)		
Stock-based compensation	13.5			13.5		
Net income	16.0					16.0
Foreign currency translation adjustment	(27.5)				(27.5)	
Unrealized (loss) gain on cash flow hedges	(0.6)				(0.6)	
Ending balance (in shares) at Jun. 29, 2024		53.2				
Ending balance at Jun. 29, 2024	1,368.8	$ 0.1	$ (1,169.2)	810.6	(103.4)	1,830.7
Ending balance (in shares) at Jun. 29, 2024			19.5			
Increase (Decrease) in Stockholders' Equity [Roll Forward]						
Stock options exercised (in shares)		0.3				
Stock options exercised	11.5			11.5		
Shares paid for tax withholding	(0.2)			(0.2)		
Stock-based compensation	6.5			6.5		
Net income	9.8					9.8
Foreign currency translation adjustment	78.1				78.1	
Change in pension benefits	0.0					
Unrealized (loss) gain on cash flow hedges	$ (11.3)				(11.3)	
Ending balance (in shares) at Sep. 28, 2024	53.5	53.5				
Ending balance at Sep. 28, 2024	$ 1,463.2	$ 0.1	$ (1,169.2)	$ 828.4	$ (36.6)	$ 1,840.5
Ending balance (in shares) at Sep. 28, 2024	19.5		19.5			

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CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS - USD ($) $ in Millions		9 Months Ended	
		Sep. 28, 2024	Sep. 30, 2023
Cash flows from operating activities:			
Net income		$ 44.7	$ 47.6
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Depreciation and amortization		72.2	75.8
Stock-based compensation expense		29.6	(2.4)
(Gain) loss on disposal of equipment, intangibles and other assets		(0.3)	0.6
Provision for credit losses		0.9	1.1
Amortization of debt issuance cost		1.4	1.4
Impairment charge		0.0	7.0
Changes in operating assets and liabilities:			
(Increase) decrease in accounts receivable	[1]	(9.4)	84.8
(Increase) decrease in inventories		(40.1)	(93.1)
(Increase) decrease in other current assets		(12.3)	(14.6)
(Increase) decrease in lease receivable, net		7.1	(6.8)
(Increase) decrease in deferred costs and other contract assets		(2.3)	(2.9)
(Increase) decrease in other non-current assets		0.1	(42.0)
Increase (decrease) in accounts payable		29.4	3.6
Increase (decrease) in accrued compensation		13.3	(32.8)
Increase (decrease) in accrued liabilities		24.6	(19.5)
Increase (decrease) in income tax payable		(1.0)	(7.1)
Increase (decrease) in deferred revenue and other contract-related liabilities		(3.0)	(6.2)
Increase (decrease) in other non-current liabilities		(9.0)	22.5
Net cash provided by (used in) operating activities		145.9	17.0
Cash flows from investing activities:			
Purchases of property and equipment		(24.5)	(33.1)
Proceeds from sale of property and equipment		13.5	0.0
Increase in intangible assets		(23.6)	(29.3)
Business combinations, net of cash acquired		0.0	7.5
Other strategic investing activities		(0.1)	(1.0)
Net cash (used in) provided by investing activities		(34.7)	(55.9)
Cash flows from financing activities:			
Borrowings under line of credit		72.7	139.5
Repayments on line of credit		(207.2)	(154.3)
Proceeds from issuance of common stock		21.4	6.7
Payroll tax withholdings on behalf of employees for vested equity awards		(6.0)	(12.7)
Net cash (used in) provided by financing activities		(119.1)	(20.8)
Effect of foreign currency exchange rates on cash		3.4	(17.6)
Net decrease in cash, cash equivalents and restricted cash		(4.5)	(77.3)
Cash, cash equivalents and restricted cash at beginning of period		168.2	209.6

Cash, cash equivalents and restricted cash at end of period	$ 163.7	$ 132.3

[1] Includes the change in amounts owed from related parties for the nine months ended September 28, 2024 and September 30, 2023 of approximately $5.8 million and $(2.6) million, respectively. See Note 3, “Related Party Transactions” for details.

XML 29 R9.htm IDEA: XBRL DOCUMENT

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Parenthetical) - USD ($) $ in Millions		9 Months Ended Sep. 28, 2024	Sep. 30, 2023
(Increase) decrease in accounts receivable	[1]	$ (9.4)	$ 84.8
Related Party			
(Increase) decrease in accounts receivable		$ 5.8	$ (2.6)

[1] Includes the change in amounts owed from related parties for the nine months ended September 28, 2024 and September 30, 2023 of approximately $5.8 million and $(2.6) million, respectively. See Note 3, “Related Party Transactions” for details.

XML 30 R10.htm IDEA: XBRL DOCUMENT

Description of the Company	9 Months Ended Sep. 28, 2024
Accounting Policies [Abstract]	
Description of the Company	

1. Description of the Company

Masimo Corporation is a global technology company that develops, manufactures and markets a wide array of patient monitoring technologies, as well as automation and connectivity solutions. The Company’s mission is to improve patient outcomes, reduce the cost of care and take noninvasive monitoring to new sites and applications. The Company operates two business segments: healthcare and non-healthcare.

The Company’s healthcare products and patient monitoring solutions generally incorporate a monitor or circuit board, proprietary single-patient use or reusable sensors, software and/or cables. The Company primarily sells its healthcare products to hospitals, emergency medical service providers, home care providers, physician offices, veterinarians, long-term care facilities and consumers through its direct sales force, distributors and original equipment manufacturer (OEM) partners.

On April 11, 2022, the Company acquired Viper Holdings Corporation, the parent company of DEI Sales, Inc., d/b/a Sound United (Sound United), via the Company’s wholly-owned subsidiary, Sonic Boom Acquisition Corp (Sonic) (Sound United Acquisition). For additional information on the Company’s acquisition of Sound United, see Note 18, “Business Combinations”.

The Company’s non-healthcare consumer products and home integration technologies are primarily sold or licensed direct-to-consumers, or through authorized retailers and wholesalers.

The terms “the Company” and “Masimo” refer to Masimo Corporation and, where applicable, its consolidated subsidiaries.

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Summary of Significant Accounting Policies	9 Months Ended Sep. 28, 2024
Accounting Policies [Abstract]	
Summary of Significant Accounting Policies	

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information and note disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) have been condensed or omitted pursuant to such rules and regulations. The accompanying condensed consolidated financial statements have been prepared on the same basis as the annual financial statements and, in the opinion of management, reflect all adjustments, including normal recurring accruals, necessary to present fairly the Company’s condensed consolidated financial statements. The accompanying condensed consolidated balance sheet as of December 30, 2023 was derived from the Company’s audited consolidated financial statements at that date. The accompanying condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and related notes contained in the Company’s Annual Report on Form 10-K for the fiscal year ended December 30, 2023 (fiscal year 2023), filed with the SEC on February 28, 2024. The results for the three and nine months ended September 28, 2024 are not necessarily indicative of the results to be expected for the fiscal year ending December 28, 2024 (fiscal year 2024) or for any other interim period or for any future year.

Fiscal Periods

The Company follows a conventional 52/53 week fiscal year. Under a conventional 52/53 week fiscal year, a 52 week fiscal year includes four quarters of 13 weeks while a 53 week fiscal year includes three 13 week fiscal quarters and one 14 week fiscal quarter. The Company’s last 53 week fiscal year was fiscal year 2020. Fiscal year 2024 is a 52 week fiscal year ending December 28, 2024. All references to years in these notes to condensed consolidated financial statements are fiscal years unless otherwise noted.

Reclassifications

Certain amounts in the accompanying condensed consolidated financial statements have been reclassified to conform to the current period presentation, including certain balance sheet asset accounts in the consolidated financial statements for the year ended December 30, 2023. There was no impact on previously reported total assets, liabilities, stockholders’ equity or net income.

Use of Estimates

The Company prepares its financial statements in conformity with GAAP, which requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Significant estimates include the determination of standalone selling prices, variable consideration, total consideration allocated to each performance obligation within a contract, inventory valuation, valuation of the Company’s equity awards, valuation of identifiable assets and liabilities connected with business combinations, impairment of long-lived assets, intangible assets and goodwill; derivative and equity instruments, deferred taxes and any associated valuation allowances, deferred revenue, accounting for pensions, uncertain income tax positions, litigation costs, and related accruals. See Note 24, “Commitments and Contingencies” for further details. Actual results could differ from such estimates.

Business Combinations

The Company accounts for business combinations using the acquisition method of accounting in accordance with Accounting Standards Codification (ASC) Topic 805, *Business Combinations*, which requires that once control is obtained, assets acquired, liabilities assumed and noncontrolling interests in the acquired entity, if applicable, are recorded at their respective fair values at the date of acquisition, with the exception of acquired contract assets and contract liabilities (i.e., deferred revenue) from contracts with customers. These are recognized and measured in accordance with ASC Topic 606, *Revenue from Contracts with Customers*. The excess of the purchase price over fair values of identifiable assets, liabilities and noncontrolling interests in the acquired entity, if applicable, is recorded as goodwill.

Fair Value Measurements

The Company accounts for certain financial instruments at their fair values as either assets or liabilities on the balance sheet. The Company determines the fair value of its financial instruments using the framework prescribed by ASC Topic 820, *Fair Value Measurements and Disclosures*, and considers the estimated amount the Company would receive or pay to transfer these instruments at the reporting date with respect to current currency exchange rates, interest rates, the creditworthiness of the counterparty for unrealized gain positions and the Company’s creditworthiness for unrealized loss positions. In certain instances, the Company may utilize financial models to measure the fair value of its financial instruments. In doing so, the Company uses inputs that include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, other observable inputs for the asset or liability and inputs derived principally from, or corroborated by, observable market data by correlation or other means.

Recurring Fair Value Measurement

On a recurring basis, the Company measures certain financial assets and financial liabilities at fair value based upon quoted market prices. Where quoted market prices or other observable inputs are not available, the Company applies valuation techniques to estimate fair value. Authoritative guidance describes a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value:

- Level 1—Quoted prices in active markets for *identical* assets or liabilities.
- Level 2—Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for *similar* assets or liabilities, quoted prices in markets that are not active; or other inputs that can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The following tables represent the Company’s financial assets, measured at fair value on a recurring basis at September 28, 2024:

		Fair Value Measurement Hierarchy		
(in millions)	Total Carrying Value	Level 1	Level 2	Level 3
Assets				
Cash and cash equivalents	$ 101.2	$ 101.2	$ —	$ —
Money market funds	57.3	57.3	—	—
Equity securities	1.7	1.7	—	—
Pension assets	25.6	18.8	6.8	—
Derivative instruments - cash flow hedges[1]	4.7	4.7	—	—
Derivative instruments - warrants	0.9	0.9	—	—
Total assets	$ 191.4	$ 184.6	$ 6.8	$ —
Liabilities				
Derivative instruments - cash flow hedges	$ 4.9	$ 4.9	$ —	$ —
Total liabilities	$ 4.9	$ 4.9	$ —	$ —

The following tables represent the Company’s financial assets, measured at fair value on a recurring basis at December 30, 2023:

(in millions)	Total Carrying Value	Fair Value Measurement Hierarchy		
		Level 1	Level 2	Level 3
Assets				
Cash and cash equivalents	$ 87.0	$ 87.0	$ —	$ —
Money market funds	76.0	76.0	—	—
Pension assets	23.1	16.8	6.3	—
Equity securities	1.7	1.7	—	—
Derivative instruments - cash flow hedges[1]	11.6	11.6	—	—
Derivative instruments - warrants	1.0	1.0	—	—
Total assets	$ 200.4	$ 194.1	$ 6.3	$ —
Liabilities				
Derivative instruments - cash flow hedges	$ 3.6	$ 3.6	$ —	$ —
Total liabilities	$ 3.6	$ 3.6	$ —	$ —

[1] Includes accrued interest.

The Company invests in checking, savings and money market fund accounts, which are classified within Level 1 of the fair value hierarchy as they are valued using quoted market prices. These investments are classified as cash and cash equivalents within the Company's accompanying condensed consolidated balance sheets, in accordance with GAAP and its accounting policies.

The Company has certain strategic investments in privately-held companies (non-marketable equity securities) and companies that have completed initial public offerings (marketable equity securities). The Company's marketable equity securities, whose price is based on quoted market price in an active market, are classified within Level 1 of the fair value hierarchy. Equity securities are classified as current, short-term investments, or non-current, recorded in other non-current assets, based on the nature of the securities and their availability for use in current operations. The changes in the fair value of those equity securities are measured at each reporting date and changes in the value of these investments between reporting dates are recorded within non-operating loss.

The Company's pension assets consist of Level 1 and Level 2 investments. The fair value of Level 2 assets is based on observable inputs such as prices or quotes for similar assets, adjusted for any differences in terms or conditions that may affect the value of the instrument being valued. The valuation techniques used for Level 2 assets may include the use of models or other valuation techniques, but these methods are all based on observable market inputs.

The Company also has investments in certain derivative instruments, which are measured at fair value and classified within Level 1 of the fair value hierarchy.

Non-Recurring Fair Value Measurements

For certain other financial assets and liabilities, including restricted cash, accounts receivable, accounts payable and other current assets and liabilities, the carrying amounts approximate their fair value primarily due to the relatively short maturity of these balances. The Company also measures certain non-financial assets at fair value on a non-recurring basis, primarily goodwill, intangible assets and operating lease right-of-use assets, in connection with periodic evaluations for potential impairment.

Furthermore, the Company did not elect to apply the fair value option to specific assets or liabilities on a contract-by-contract basis. The Company did not have any transfers between Level 2 and Level 3 during the nine months ended September 28, 2024.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity from the date of purchase of three months or less, or highly liquid investments that are readily convertible into known amounts of cash, to be cash equivalents. The Company carries cash and cash equivalents at cost, which approximates fair value, and they are Level 1 under the fair value hierarchy.

Accounts Receivable and Allowance for Credit Losses

Accounts receivable consist of trade receivables recorded at the time of invoicing of product sales, reduced by reserves for estimated bad debts and returns. Trade accounts receivable are recorded at the invoiced amount and do not bear interest. Credit is extended based on an evaluation of the customer's financial condition. Collateral is generally not required. The Company records an allowance for credit losses that it does not expect to collect based on relevant information, including historical experience, current conditions, and reasonable and supportable forecasts. Accounts are charged off against the allowance when the Company believes they are uncollectible. The allowance for credit losses is measured on a collective (pool) basis when similar risk characteristics exist. Based on the risk characteristics, the Company has identified U.S. and international customers as separate portfolios for both segments, and measures expected credit losses on such receivables using an aging methodology.

Inventories

Inventories are stated at the lower of cost or net realizable value. Cost is determined using a standard cost method, which approximates the first in, first out method, and includes material, labor and overhead costs. Inventory valuation adjustments are recorded for inventory items that have become excess or obsolete or are no longer used in current production and for inventory items that have a market price less than the carrying value in inventory. The Company generally determines inventory valuation adjustments based on an evaluation of the expected future use of its inventory on an item by item basis and applies historical obsolescence rates to estimate the loss on inventory expected to have a recovery value below cost. The Company also records other specific inventory valuation adjustments when it becomes aware of unique events or circumstances that result in an expected recovery value below cost. For inventory items that have been written down, the reduced value becomes the new cost basis.

Property and Equipment

Property and equipment are stated at cost. Depreciation is calculated using the straight-line method over estimated useful lives as follows:

	Useful Lives
Buildings and building improvements	7 to 39 years
Computer equipment and software	2 to 12 years
Demonstration units	2 to 3 years
Furniture and office equipment	2 to 15 years
Leasehold improvements	Lesser of useful life or term of lease
Machinery, equipment and tooling	3 to 20 years
Operating lease assets	Lesser of useful life or term of lease
Transportation, vehicles and other	1 to 20 years

Land is not depreciated and construction-in-progress is not depreciated until placed in service. Normal repair and maintenance costs are expensed as incurred, whereas significant improvements that materially increase values or extend useful lives are capitalized and depreciated over the remaining estimated useful lives of the related assets. Upon sale or retirement of depreciable assets, the related cost and accumulated depreciation or amortization are removed from the accounts and any gain or loss on the sale or retirement is recognized in income.

Lessee Right-of-Use (ROU) Assets and Lease Liabilities

The Company determines if an arrangement contains a lease at inception. ROU assets represent the Company's right to use an asset underlying an operating lease for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from an operating lease. ROU assets and lease liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. The Company generally estimates the applicable discount rate used to determine the net present value of lease payments based on available information at the lease commencement date. Many of the Company's lessee agreements include options to extend the lease, which the Company does not include in its lease terms unless they are reasonably certain to be exercised. The Company utilizes a portfolio approach to account for the ROU assets and liabilities associated with certain equipment leases.

The Company has also made an accounting policy election not to separate lease and non-lease components for its real estate leases and to exclude short-term leases with a term of twelve months or less from its ROU assets and lease liabilities. Rental expense for lease payments related to operating leases is recognized on a straight-line basis over the lease term.

Intangible Assets

Intangible assets consist primarily of patents, trademarks, software development costs, customer relationships and acquired technology. Costs related to patents and trademarks, which include legal and application fees, are capitalized and amortized over the estimated useful lives using the straight-line method. Patent and trademark amortization commences once final approval of the patent or trademark has been obtained. Patent costs are amortized over the lesser of 10 years or the patent's remaining legal life, which assumes renewals, and trademark costs are amortized over 17 years, and their associated amortization cost is included in selling, general and administrative expense in the accompanying condensed consolidated statements of operations. For intangibles purchased in an asset acquisition or business combination, which mainly include patents, trademarks, customer relationships and acquired technologies, the useful life is determined largely by valuation estimates of remaining economic life.

The Company's policy is to renew its patents and trademarks. Costs to renew patents and trademarks are capitalized and amortized over the remaining useful life of the intangible asset. The Company periodically evaluates the amortization period and carrying basis of patents and trademarks to determine whether any events or circumstances warrant a revised estimated useful life or reduction in value. Capitalized application costs are charged to operations when it is determined that the patent or trademark will not be obtained or is abandoned.

Software development costs are accounted for in accordance with ASC Topic 985-20, *Software - Costs of Software to be Sold, Leased, or Marketed.* Once technological feasibility has been established, qualifying costs incurred in development are capitalized until available for general release to customers, and subsequently reported at the lower of unamortized cost or net realizable value.

Intangibles purchased as part of an asset acquisition or business combination historically have included patents, trademarks, customer relationships, developed technologies and contractual licenses. In certain circumstances the Company has also acquired non-compete agreements tied to certain employment relationships. The useful life for all of these is largely determined by valuation estimates of remaining economic life. In connection with the Sound United acquisition, the Company acquired certain trademarks/tradenames, which are intangible assets with indefinite useful lives. These brands are expected to maintain brand value for an indefinite period of time.

Impairment of Goodwill, Intangible Assets and Other Long-Lived Assets

Goodwill is recorded as the difference, if any, between the aggregate consideration paid for an acquisition and the fair value of the acquired net tangible and intangible assets. Goodwill is not amortized, but instead is tested annually for impairment, or more frequently when events or changes in circumstances indicate that goodwill might be impaired. In assessing goodwill impairment, the Company has the option to first assess the qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. The Company has two reporting units, healthcare and non-healthcare. The Company's qualitative assessment of the recoverability of goodwill considers various macro-economic, industry-specific and Company-specific factors, including: (i) severe adverse industry or economic trends; (ii) significant Company-specific actions; (iii) current, historical or projected deterioration of the Company's financial performance; or (iv) a sustained decrease in the Company's market capitalization below its net book value. If the qualitative assessment indicates that it is more-likely-than-not that the fair value of a reporting unit is less than its carrying value, or if the Company elects to bypass the qualitative analysis, then the Company performs a quantitative analysis that compares the fair value of the reporting unit with its carrying amount, including goodwill. If the fair value of the reporting unit exceeds its carrying amount, goodwill is not considered impaired; otherwise, a goodwill impairment loss is recognized for the lesser of: (a) the amount that the carrying amount of such reporting unit exceeds its fair value; or (b) the amount of the goodwill allocated to such reporting unit. The annual impairment test is performed during the fourth fiscal quarter.

Similar to goodwill, indefinite-lived intangible assets are not amortized but instead are subject to annual impairment testing, unless circumstances dictate more frequent testing, if impairment indicators exist. Impairment for indefinite-lived assets exists if the carrying value of the indefinite-lived intangible asset exceeds its fair value. Determining whether impairment indicators exist and estimating the fair value of the Company's indefinite-lived intangible assets if necessary for impairment testing require significant judgment. Qualitative factors considered in this assessment include industry and market conditions, overall financial performance, and other relevant events and factors.

The Company reviews finite lived intangible assets and long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the future undiscounted operating cash flows expected to be generated by the asset. If such asset is considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount exceeds the fair value of the asset. Long-lived assets to be disposed of are reported at the lower of carrying amount or fair value less costs to sell.

Employee Defined Benefit Plans

The Company maintains noncontributory defined benefit plans that cover certain employees in certain international locations. The Company recognizes the funded status, or the difference between the fair value of plan assets and the projected benefit obligations of the pension plan on the condensed consolidated balance sheet, with a corresponding adjustment to accumulated other comprehensive income (loss). If the projected benefit obligation exceeds the fair value of plan assets, the difference or underfunded status represents the pension liability. The Company records a net periodic pension cost in the condensed consolidated statement of operations. The liabilities and annual income or expense are determined using methodologies that involve several actuarial assumptions, the most significant of which are the discount rate and the expected long-term rate of asset return. The Company's accounting policy includes an annual re-measurement of pension assets and obligations. In addition, the Company re-measures pension assets and obligations for significant events, as of the nearest month-end date on the calendar. The fair values of plan assets are determined based on prevailing market prices. See Note 21, "Employee Benefits", for further details.

Income Taxes

The Company accounts for income taxes using the asset and liability method, under which the Company recognizes deferred tax assets and liabilities for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and for net operating loss and tax credit carryforwards. Tax positions that meet a more-likely-than-not recognition threshold are recognized in the first reporting period that it becomes more-likely-than-not such tax position will be sustained upon examination. A tax position that meets this more-likely-than-not recognition threshold is recorded at the largest amount of tax benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. Previously recognized income tax

positions that fail to meet the recognition threshold in a subsequent period are derecognized in that period. Differences between actual results and the Company's assumptions, or changes in the Company's assumptions in future periods, are recorded in the period they become known. The Company records potential accrued interest and penalties related to unrecognized tax benefits in income tax expense.

As a multinational corporation, the Company is subject to complex tax laws and regulations in various jurisdictions. The application of tax laws and regulations is subject to legal and factual interpretation, judgment and uncertainty. Tax laws themselves are subject to change as a result of changes in fiscal policy, changes in legislation, evolution of regulations and court rulings. Therefore, the actual liability for U.S. or foreign taxes may be materially different from the Company's estimates, which could result in the need to record additional liabilities or potentially to reverse previously recorded tax liabilities.

Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period that includes the enactment date. A valuation allowance is recorded against any deferred tax assets when, in the judgment of management, it is more likely than not that all or part of a deferred tax asset will not be realized. In assessing the need for a valuation allowance, the Company considers all positive and negative evidence, including recent financial performance, scheduled reversals of temporary differences, projected future taxable income, availability of taxable income in carryback periods and tax planning strategies.

Income taxes are highly susceptible to changes from period to period, requiring management to make assumptions about the Company's future income over the lives of its deferred tax assets and the impact of changes in valuation allowances. Any difference in the assumptions, judgments and estimates mentioned above could result in changes to the Company's results of operations.

Revenue Recognition, Deferred Revenue and Other Contract Liabilities

The Company generally recognizes revenue following a single, principles-based five-step model to be applied to all contracts with customers and generally provides for the recognition of revenue in an amount that reflects the consideration to which the Company expects to be entitled, net of allowances for estimated returns, discounts or sales incentives, as well as taxes collected from customers that are remitted to government authorities, when control over the promised goods or services are transferred to the customer.

Healthcare segment

While the majority of the Company's healthcare segment revenue contracts and transactions contain standard business terms and conditions, there are some transactions that contain non-standard business terms and conditions. As a result, contract interpretation, judgment and analysis are required to determine the appropriate accounting, including: (i) the amount of the total consideration, as well as variable consideration, (ii) whether the arrangement contains an embedded lease, and if so, whether such embedded lease is a sales-type lease or an operating lease, (iii) the identification of the distinct performance obligations contained within the arrangement, (iv) how the arrangement consideration should be allocated to each performance obligation when multiple performance obligations exist, including the determination of standalone selling price, and (v) when to recognize revenue on the performance obligations. Changes in judgments on these assumptions and estimates could materially impact the timing of revenue recognition. Revenue from fixed lease payments related to equipment supplied under sales-type lease arrangements is recognized once control over the equipment is transferred to the customer, while revenue from fixed lease payments related to equipment supplied under operating-type lease arrangements is generally recognized on a straight-line basis over the term of the lease and variable lease payments are recognized as they occur.

The Company derives the majority of its healthcare segment revenue from four primary sources: (i) direct sales under deferred equipment agreements with end-user hospitals where the Company provides up-front monitoring equipment at no up-front charge in exchange for a multi-year sensor purchase commitment; (ii) other direct sales of noninvasive monitoring solutions to end-user hospitals, emergency medical response organizations and other direct customers; (iii) sales of noninvasive monitoring solutions to distributors who then typically resell to end-user hospitals, emergency medical response organizations and other customers; and (iv) sales of integrated circuit boards to OEM customers who incorporate the Company's embedded software technology into their multiparameter monitoring devices. Subject to customer credit considerations, the majority of such sales are made on open accounts using industry standard payment terms based on the geography within which the specific customer is located.

The Company enters into agreements to sell its monitoring solutions and services, sometimes as a part of arrangements with multiple performance obligations that include various combinations of product sales, equipment leases, software and services. In the case of contracts with multiple performance obligations, the authoritative guidance provides that the total consideration be allocated to each performance obligation on the basis of relative standalone selling prices. When a standalone selling price is not readily observable, the Company estimates the standalone selling price by considering multiple factors including, but not limited to, features and functionality of the product, geographies, type of customer, contractual prices pursuant to Group Purchasing Organization (GPO) contracts, the Company's pricing and discount practices, and other market conditions.

Sales under deferred equipment agreements are generally structured such that the Company agrees to provide certain monitoring-related equipment, software, installation, training and/or warranty support at no up-front charge in exchange for the customer's commitment to purchase sensors over the term of the agreement, which generally ranges from three years to six years. The Company allocates contract consideration under deferred equipment agreements containing fixed annual sensor purchase commitments to the underlying lease and non-lease components at contract inception. In determining whether any underlying lease components are related to a sales-type lease or an operating lease, the Company evaluates the customer's rights and ability to control the use of the underlying equipment throughout the contract term, including any equipment substitution rights retained by the Company, as well as the Company's expectations surrounding potential contract/lease extensions or renewals and the customer's likelihood to exercise any purchase options.

Beginning in 2022, for contracts that contain variable lease payments that are not dependent on an index or rate, the Company classifies as operating leases any lease components that would have otherwise been classified as sales-type leases that would result in a selling loss upon lease commencement. Revenue allocable to non-lease performance obligations is generally recognized as such non-lease performance obligations are satisfied. Revenue allocable to lease components under sales-type lease arrangements is generally recognized when control over the equipment is transferred to the customer.

Revenue allocable to lease components under operating lease arrangements is generally recognized over the term of the operating lease. The Company generally does not expect to derive any significant value in excess of such asset's unamortized book value from equipment underlying its operating lease arrangements after the end of the agreement.

Revenue from the sale of products and software to end-user hospitals, emergency medical response organizations, other direct customers, distributors and OEM customers, is recognized by the Company when control of the performance obligations thereunder transfers to the customer based upon the terms of the contract or underlying purchase order.

Revenue related to OEM rainbow® parameter software licenses is recognized by the Company upon the OEM's shipment of its product to its customer, as reported to the Company by the OEM.

The Company provides certain customers with various sales incentives that may take the form of discounts or rebates. The Company records estimates related to these programs as a reduction to revenue at the time of sale. In general, customers do not have a right of return for credit or refund. However, the Company allows returns under certain circumstances. At the end of each period, the Company estimates and accrues for these returns as a reduction to revenue. The Company estimates the revenue constraints related to these forms of variable consideration based on various factors, including expected purchasing volumes, prior sales and returns history, and specific contractual terms and limitations.

Non-healthcare segment

Non-healthcare segment revenue is related to hardware and embedded software that is integrated into final products that are manufactured and sold by the Company. Products and related software are accounted for as a single performance obligation and all intended functionality is available to the customer upon purchase. Non-healthcare segment revenue is recognized upon transfer of control of promised products or service to customers, which is either upon shipment or upon delivery to the customers, depending on delivery terms.

The Company offers sales incentives and has customer programs consisting primarily of discounts and market development fund programs, and records them as contra revenue. Estimates for sales incentives are developed using the most likely amount and are included in the transaction price to the extent that a significant reversal of revenue would not result once the uncertainty is resolved. In developing these estimates, the Company also considers the susceptibility of the incentive to outside influences, the length of time until the uncertainty is resolved and the Company's experience with similar contracts. Reductions in revenue related to discounts are allocated to products on a relative basis based on their respective standard selling price if there are undelivered products in a contract. Judgement is required to determine the timing and amount of recognition of marketing funds which the Company estimates based on past practice of providing similar funds.

Payment terms and conditions vary among the Company's distribution channels although terms generally include a requirement of payment within 30 to 60 days of product shipment. Sales made directly to customers from the Company's website are paid at the time of product shipment. Prior to determining payment terms for each customer, an evaluation of such customer's credit risk is performed. Contractual allowances are an offset to accounts receivable.

The Company recognizes non-healthcare royalty revenue associated with certain prepaid license arrangements. The Company recognizes non-healthcare revenue from the prepaid license arrangements based upon sales-based royalties when a subsequent sale occurs.

Shipping and Handling Costs and Fees

All shipping and handling costs are expensed as incurred and are recorded as a component of cost of goods sold in the accompanying condensed consolidated statements of operations. Charges for shipping and handling billed to customers are included as a component of revenue.

Taxes Collected From Customers and Remitted to Governmental Authorities

The Company's policy is to present revenue net of taxes collected from customers and remitted to governmental authorities.

Deferred Costs and Other Contract Assets

The costs of monitoring-related equipment provided to customers under operating lease arrangements within the Company's deferred equipment agreements are generally deferred and amortized to cost of goods sold over the life of the underlying contracts. Some of the Company's deferred equipment agreements also contain provisions for certain allowances to be made directly to the end-user hospital customer at the inception of the arrangement. These allowances are generally allocated to the lease and non-lease components and recognized as a reduction to revenue as the underlying performance obligations are satisfied.

The Company generally invoices its customers under deferred equipment agreements as sensors are provided to the customer. However, the Company may recognize revenue for certain non-lease performance obligations under deferred equipment agreements with fixed annual commitments at the time such performance obligations are satisfied and prior to the customer being invoiced. When this occurs, the Company records an unbilled contract receivable related to such revenue until the customer has been invoiced pursuant to the terms of the underlying deferred equipment agreement.

The incremental costs of obtaining a contract with a customer are capitalized and deferred if the Company expects such costs to be recoverable over the life of the contract and the contract term is greater than one year. Such deferred costs generally relate to certain incentive sales commissions earned by the Company's internal sales team in connection with the execution of deferred equipment agreements and are amortized to expense over the expected term of the underlying contract.

Warranty

The Company generally provides a warranty against defects in material and workmanship for a period ranging from six months to forty-eight months, depending on the product type. In traditional sales activities, including direct and OEM sales, the Company establishes an accrued liability for the estimated warranty costs at the time of revenue recognition, with a corresponding provision to cost of goods sold. Customers may also purchase extended warranty coverage or service level upgrades separately or as part of a deferred equipment agreement. Revenue related to extended warranty coverage and service level upgrades is generally recognized over the life of the contract, which reasonably approximates the period over which such services will be provided. The related extended warranty and service level upgrade costs are expensed as incurred.

Changes in the product warranty accrual were as follows:

	Nine Months Ended	
(in millions)	September 28, 2024	September 30, 2023
Product warranty accrual, beginning of period	$ 8.6	$ 10.6
Accrual for warranties issued	6.9	7.4
Changes in pre-existing warranties (including changes in estimates)	2.3	(8.3)
Settlements made	(8.7)	(1.0)
Product warranty accrual, end of period	$ 9.1	$ 8.7

Advertising Costs

Advertising costs include certain advertising, marketing and endorsement agreement fees. Advertising and marketing costs are expensed as incurred. Endorsement fees associated with product endorsers are expensed on a straight-line basis over the term of the agreement. Advertising costs are included in selling, general and administrative expense in the accompanying condensed consolidated statements of operations. Prepayments made under endorsement agreements are included in other current assets or other non-current assets, depending on the period to which the prepayment applies. Certain endorsement agreements provide for royalty payments to endorsers based on sales of particular products, which the Company records in selling, general and administrative expense as the related sales occur. Advertising costs for the three months ended September 28, 2024 and September 30, 2023 were $16.7 million and $15.7 million, respectively. Advertising costs for the nine months ended September 28, 2024 and September 30, 2023 were $43.6 million and $44.6 million, respectively.

Litigation Costs and Contingencies

The Company records a charge equal to at least the minimum estimated liability for a loss contingency or litigation settlement when both of the following conditions are met: (i) information available prior to issuance of the financial statements indicates that it is probable that a liability had been incurred at the date of the financial statements, and (ii) the range of loss can be reasonably estimated. The determination of whether a loss contingency, litigation settlement or contingent fee is probable or reasonably possible involves a significant amount of management judgment, as does the estimation of the range of loss given the nature of contingencies or any associated contingent fees related to a settlement of a legal matter. Liabilities related to litigation settlements with multiple elements are recorded based on the fair value of each element. Legal and other litigation related expenses are recognized as the services are provided. Contingent legal fee expenses are recognized when probable and reasonably estimable. The Company records insurance and other indemnity recoveries for litigation expenses when both of the following conditions are met: (a) the recovery is probable, and (b) collectability is reasonably assured. Insurance recoveries are only recorded to the extent the litigation costs to which they relate have been incurred and recognized in the financial statements.

Foreign Currency Translation

The Company's international headquarters is in Switzerland, and its functional currency is the U.S. Dollar. The Company has many other foreign subsidiaries, and the largest transactions in foreign currency

translations occur in the Japanese Yen, the British Pound, the Chinese Yuan and the European Euro.

The Company records certain revenues and expenses in foreign currencies. These revenues and expenses are translated into U.S. Dollars based on the average exchange rate for the reporting period. Assets and liabilities denominated in foreign currencies are translated into U.S. Dollars at the exchange rate in effect as of the balance sheet date. Translation gains and losses related to foreign currency assets and liabilities of a subsidiary that are denominated in the functional currency of such subsidiary are included as a component of accumulated other comprehensive income (loss) within the accompanying condensed consolidated balance sheets. Realized and unrealized foreign currency gains and losses related to foreign currency assets and liabilities of the Company, or a subsidiary that are not denominated in the underlying functional currency are included as a component of non-operating loss within the accompanying condensed consolidated statements of operations.

Derivatives Instruments and Hedging Activities

The Company addresses market risk from changes in interest rates risks through risk management programs, which include the use of derivative instruments. The Company's exposure to a counterparty's credit risk is generally limited to the amounts of the net obligation to the counterparty. The Company established policies to enter into contracts only with major investment-grade financial institutions to mitigate such counterparty credit risk. The Company also established a policy to further monitor the counterparty risks throughout the life of the instruments. None of the derivative instruments currently held by the Company were entered into for speculative trading purposes.

All derivative financial instruments are recognized as either assets or liabilities at fair value in the condensed consolidated balance sheets and are classified as short-term or long-term based on the tenor of the instrument. The Company has elected not to separate a derivative instrument into current and long-term portions. A derivative instrument whose fair value is a net liability is classified as current in total. A derivative instrument whose fair value is a net asset and whose current portion is an asset is classified as non-current in total. For a derivative instrument that meets the criteria to qualify for hedge accounting, the Company marks the fair value of the derivative instrument to market periodically through other comprehensive income (loss). When the hedged items are recorded to income (loss), the associated deferred gains (losses) of the derivatives in accumulated other comprehensive (loss) income will be reclassified into earnings. Any fluctuation in the fair value of a derivative instrument that does not meet the criteria for hedge accounting is recorded to earnings (expense) in the period it occurs.

Comprehensive (Loss) Income

Comprehensive (loss) income includes foreign currency translation adjustments, changes to pension benefits, unrealized gains (losses) on cash flow hedges and any related tax benefits (expenses) that have been excluded from net income and reflected in stockholders' equity.

Net Income Per Share

A computation of basic and diluted net income per share is as follows:

	Three Months Ended		Nine Months Ended	
(in millions, except per share amounts)	September 28, 2024	September 30, 2023	September 28, 2024	September 30, 2023
Net income	$ 9.8	$ 10.6	$ 44.7	$ 47.6
Basic net income per share:				
Weighted-average shares outstanding - basic	53.4	52.8	53.2	52.8
Net income per basic share	**$ 0.18**	**$ 0.20**	**$ 0.84**	**$ 0.90**
Diluted net income per share:				
Weighted-average shares outstanding - basic	53.4	52.8	53.2	52.8
Diluted share equivalents: stock options, RSUs and PSUs	0.9	1.1	1.1	1.1
Weighted-average shares outstanding - diluted	54.3	53.9	54.3	53.9
Net income per diluted share	**$ 0.18**	**$ 0.20**	**$ 0.82**	**$ 0.88**

Basic net income per share is computed by dividing net income by the weighted-average number of shares outstanding during the period. Net income per diluted share is computed by dividing the net income by the weighted-average number of shares and potential shares outstanding during the period, if the effect of potential shares is dilutive. Potential shares include incremental shares of stock issuable upon the exercise of stock options and the vesting of both restricted share units (RSUs) and performance stock units (PSUs). For the three months ended September 28, 2024 and September 30, 2023, weighted options to purchase 1.4 million and 1.3 million shares of common stock, respectively, were outstanding but not included in the computation of diluted net income per share because the effect of including such shares would have been antidilutive in the applicable period. For the nine months ended September 28, 2024 and September 30, 2023, weighted options to purchase 1.4 million and 0.9 million shares of common stock, respectively, were outstanding but not included in the computation of diluted net income per share because the effect of including such shares would have been antidilutive in the applicable period. Certain RSUs were considered contingently issuable shares as their vesting is contingent upon the occurrence of certain future events. Since such events had not occurred and were not considered probable of occurring as of each of September 28, 2024 and September 30, 2023, 2.7 million weighted-average shares related to such RSUs have been excluded from the calculation of potential shares for the three and nine month periods then ended. For additional information with respect to these RSUs, please see "Employment and Severance Agreements" in Note 24, "Commitments and Contingencies".

Supplemental Cash Flow Information

Supplemental cash flow information includes the following:

	Nine Months Ended	
(in millions)	September 28, 2024	September 30, 2023
Cash paid during the year for:		
Interest expense	$ 29.3	$ 35.8
Income taxes	40.1	39.4
Operating lease liabilities	18.4	16.0
Non-cash operating activities:		
ROU assets obtained in exchange for lease liabilities	$ 28.5	$ 2.4
Non-cash investing activities:		
Unpaid purchases of property and equipment	$ 1.2	$ 1.2
Unpaid strategic investments	0.2	0.6
Non-cash financing activities:		
Unsettled common stock proceeds from option exercises	$ —	$ 0.5
Reconciliation of cash, cash equivalents and restricted cash:		
Cash and cash equivalents	$ 158.5	$ 124.4
Restricted cash	5.2	7.9
Total cash, cash equivalents and restricted cash shown in the condensed consolidated statements of cash flows	$ 163.7	$ 132.3

Recently Adopted and Recently Announced Accounting Pronouncements

There have been no material changes to the accounting policies discussed in Note 2 to the consolidated financial statements included in the Company's Annual Report on Form 10-K for the fiscal year ended December 30, 2023, filed with the SEC on February 28, 2024, other than the following update:

In November 2023, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) No. 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*. The new standard is intended to improve reportable segment disclosure requirements primarily through enhanced disclosures about significant segment expenses and other segment items and requires entities to provide in interim periods all disclosures about a reportable segment's profit or loss and assets that are currently required annually. The amendment also requires disclosure of the title and position of the chief operating decision maker ("CODM") and an explanation of how the CODM uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources. ASU No. 2023-07 is effective for annual reporting periods beginning after December 15, 2023 and interim periods in fiscal years beginning after December 15, 2024. Early adoption is permitted with retrospective application to all prior periods presented. Upon transition, the segment expense categories and amounts disclosed in the prior periods should be based on the significant segment expense categories identified and disclosed in the period of adoption. The Company is continuing to evaluate the impact of this standard on its consolidated financial statements upon adoption.

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Related Party Transactions

9 Months Ended
Sep. 28, 2024

Related Party Transactions [Abstract]

Related Party Transactions

3. Related Party Transactions

On October 24, 2024, following a review by outside counsel, the Board adopted resolutions to terminate the employment of Mr. Kiani, effective October 24, 2024. See Note 24, "Commitments and Contingencies", for further details.

Mr. Kiani, our former Chairman and CEO, is the Chairman and CEO of Willow Laboratories, Inc. (Willow). The Company is a party to the following agreements with Willow:

- *Cross-Licensing Agreement* - The Company and Willow are parties to a cross-licensing agreement (Cross-Licensing Agreement), which governs each party's rights to certain intellectual property held by the two companies. The Company is subject to certain annual minimum aggregate royalty obligations for use of the rainbow® licensed technology. The annual minimum royalty obligation is $5.0 million prior to a change in control (as defined in the Cross-Licensing Agreement) of the Company or Willow and increases to $15.0 million upon a change in control, plus up to $2.0 million for each additional rainbow® parameter (with no maximum ceiling for non-vital sign measurements). Aggregate liabilities payable to Willow arising under the Cross-Licensing Agreement were $4.2 million and $5.2 million for the three months ended September 28, 2024 and September 30, 2023, respectively. Aggregate liabilities payable to Willow arising under the Cross-Licensing Agreement were $13.2 million and $15.1 million for the nine months ended September 28, 2024 and September 30, 2023, respectively.

- *Administrative Services Agreement* - The Company is a party to an administrative services agreement with Willow (G&A Services Agreement), which governs certain general and administrative services that the Company provides to Willow. Amounts charged by the Company pursuant to the G&A Services Agreement were $0.2 million and $0.1 million for each of the three months ended September 28, 2024 and September 30, 2023, respectively. Amounts charged by the Company pursuant to the G&A Services Agreement were $0.4 million and $0.3 million for each of the nine months ended September 28, 2024 and September 30, 2023, respectively.

- *Lease Agreement* - Effective December 2019, the Company entered into a lease agreement with Willow for approximately 34,000 square feet of office, research and development space at one of the Company's owned facilities in Irvine (Willow Lease). The term of the Willow Lease expires on December 31, 2024. The Company recognized approximately $0.3 million of lease income for each of the three months ended September 28, 2024 and September 30, 2023. The Company recognized approximately $0.9 million of lease income for each of the nine months ended September 28, 2024 and September 30, 2023.

Net amounts due to Willow at September 28, 2024 and December 30, 2023 were approximately $3.8 million and $4.1 million, respectively. See Note 24, "Commitments and Contingencies", under the heading of "Willow Cross-Licensing Agreement Provisions" for further details.
As of September 28, 2024, the Company has halted payments to the Masimo Foundation for Ethics, Innovation and Competition in Healthcare (Masimo Foundation), a non-profit organization that was founded in 2010 to provide a platform for encouraging ethics, innovation, and competition in healthcare. Mr. Kiani is the Chairman of the Masimo Foundation. In addition, the Company's Executive Vice President (EVP), Chief Financial Officer (CFO) serves as the Treasurer of the Masimo Foundation and the Company's EVP, General Counsel and Corporate Secretary serves as the Secretary for the Masimo Foundation. For the three months ended September 28, 2024, the Company made cash contributions of approximately $1.5 million to the Masimo Foundation. For the three months ended September 30, 2023, the Company made no cash contributions to the Masimo Foundation. For the nine months ended September 28, 2024, the Company made cash contributions of approximately $2.5 million to the Masimo Foundation. For the nine months ended September 30, 2023, the Company made cash contributions of approximately $1.0 million to the Masimo Foundation. During the three and nine months ended September 28, 2024 and September 30, 2023, the Company made various in-kind contributions to the Masimo Foundation, mainly in the form of donated administrative services. As noted above, the Company halted all payments to the Masimo Foundation as of the end of the third quarter of 2024.

Mr. Kiani is also a co-founder and a member of the board of directors of Like Minded Media Ventures (LMMV), a team of storytellers that create content focused in the areas of true stories, social causes and science**.** LMMV creates stories with a multi-platform strategy, bridging the gap between film, television, digital and social media. The Company entered into a marketing service agreement with LMMV for audiovisual production services promoting brand awareness, including television commercials and digital advertising, during the second quarter of 2020. During the three and nine months ended September 28, 2024, the Company incurred no marketing expenses to LMMV under the marketing service agreement. During the three and nine months ended September 30, 2023, the Company incurred $0.4 million and $1.2 million of marketing expenses to LMMV under the marketing service agreement, respectively. At each of September 28, 2024 and December 30, 2023, there were no amounts due to LMMV for services rendered.

During the second quarter of 2021, the Company entered into a software license and professional services agreement with Like Minded Labs (LML), a subsidiary of LMMV. Pursuant to the software license agreement, LML granted the Company a perpetual, non-exclusive and fully paid-up right and license to integrate LML's software into the Company's products in exchange for a $3.0 million one-time license fee. Pursuant to the professional services agreement, LML will provide professional services to the Company, including the development of custom software intended to support the integration of the licensed software into the Company's products, as well as future support services upon the Company's acceptance of deliverables.

In July 2021, the Company entered into a patent purchase and option agreement with Vantrix Corporation (Vantrix), an acquiree of LML, for certain patents for $0.5 million, and the right to purchase two pools of additional patents from Vantrix for an exercise fee of up to $1.1 million. The agreements with LML and Vantrix include sublicensing provisions whereby the software and patents are licensed back to LML or Vantrix, respectively, for further advancement of the technologies.

The Company maintained an aircraft time share agreement with Mr. Kiani, pursuant to which the Company agreed from time to time to make its aircraft available to Mr. Kiani, in his former capacity as Chairman and CEO, for lease on a time-sharing basis. The Company charged Mr. Kiani for personal use of the aircraft based on agreed upon reimbursement rates. For each of the three and nine months ended September 28, 2024, the Company charged Mr. Kiani less than $0.1 million pursuant to this agreement. For each of the three and nine months ended September 30, 2023, the Company charged Mr. Kiani less than $0.1 million pursuant to this agreement. As of the end of the quarter, the time share agreement with Mr. Kiani has been terminated. In October 2024, the Company grounded the corporate aircraft and has been exploring disposition strategies.

On June 26, 2023, at the Company's 2023 annual meeting of stockholders, its stockholders voted to elect two directors nominated by Politan Capital Management LP and certain of its affiliates (Politan) to the Company's Board of Directors (Board). On September 19, 2024, at the Company's 2024 annual meeting of stockholders, two additional directors nominated by Politan were elected to the Board. As of September 24, 2024, the date of the last reported Schedule 13-D/A filed with the U.S. Securities and Exchange Commission (SEC), Politan held approximately 8.8% of the outstanding shares of the Company. There were no related party transactions between Masimo and Politan for each of the three and nine months ended September 28, 2024 and September 30, 2023.

On September 24, 2024, Michelle Brennan, a member of the Board, was appointed to the role of interim CEO of the Company. Ms. Brennan also sits on the board of directors of Cardinal Health, Inc. (Cardinal). For the three and nine months ended September 28, 2024, sales to Cardinal were approximately $27.2 million and $82.9 million, respectively. For the three and nine months ended September 30, 2023 sales to Cardinal were approximately $26.9 million and $69.1 million, respectively. As of September 28, 2024 and December 30, 2023, amounts owed from Cardinal were approximately $10.8 million and $7.3 million, respectively.

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Inventories

9 Months Ended
Sep. 28, 2024

Inventory Disclosure [Abstract]
Inventories

4. Inventories

Inventories consist of the following:

(in millions)	September 28, 2024	December 30, 2023
Raw materials	$ 234.2	$ 229.7
Work-in-process	26.5	30.0
Finished goods	309.2	285.3
Total inventories	$ 569.9	$ 545.0

XML 34 R14.htm IDEA: XBRL DOCUMENT

Other Current Assets

9 Months Ended
Sep. 28, 2024

Deferred Costs, Capitalized, Prepaid, and Other Assets Disclosure [Abstract]
Other Current Assets

5. Other Current Assets

Other current assets consist of the following:

(in millions)	September 28, 2024	December 30, 2023
Prepaid income taxes	$ 62.1	$ 29.3
Prepaid expenses	36.3	58.3
Indirect taxes receivable	33.9	28.6
Lease receivable, current	26.0	30.2
Contract assets, current	7.5	6.7
Other receivables	6.2	6.8
Prepaid rebates and royalties, current	4.8	4.8
Restricted cash[1]	2.8	3.0
Other current assets	0.9	0.7
Total other current assets	$ 180.5	$ 168.4

[1] Restricted cash includes funds received from the Bill and Melinda Gates Foundation. As the Company incurs costs associated with research and development related to this project, on a quarterly basis, the Company reclasses amounts from the grant to offset costs incurred.

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Lease Receivable

9 Months Ended
Sep. 28, 2024

Leases [Abstract]
Lease Receivable

6. Lease Receivable

For deferred equipment agreements that contain embedded operating leases, upon lease commencement, the Company defers and records the equipment cost of operating lease assets within property, plant and equipment, net of accumulated depreciation. These operating lease assets are subsequently amortized to cost of goods sold over the lease term on a straight-line basis.

For deferred equipment agreements that contain embedded sales-type leases, the Company recognizes lease revenue and costs, as well as a lease receivable, at the time the lease commences. Lease revenue related to both operating-type and sales-type leases are included within revenue in the accompanying condensed consolidated statements of operations. For the three months ended September 28, 2024 and September 30, 2023, lease revenue was approximately $9.0 million and $21.0 million, respectively. For the nine months ended September 28, 2024 and September 30, 2023, lease revenue was approximately $34.0 million and $53.0 million, respectively. Costs related to embedded leases within the Company's deferred equipment agreements are included in cost of goods sold in the accompanying condensed consolidated statements of operations.

Lease receivable from sales-type leases consists of the following:

(in millions)	September 28, 2024	December 30, 2023
Lease receivable	$ 90.5	$ 101.9
Allowance for credit loss	(0.3)	(0.3)
Lease receivable, net	90.2	101.6
Less: current portion of lease receivable	(26.0)	(30.2)
Lease receivable, non-current	$ 64.2	$ 71.4

As of September 28, 2024, estimated future maturities of customer sales-type lease receivables and operating lease payments for each of the following fiscal years are as follows:

	Future Lease Receivables/Payments (in millions)	
Fiscal year	Sales-Type Leases	Operating Leases
2024 (balance of year)	$ 7.6	$ 3.3
2025	26.0	12.5
2026	21.2	11.7
2027	15.5	9.9
2028	9.6	7.1
Thereafter	10.3	11.6
Total	$ 90.2	$ 56.1
Less: imputed interest[1]	—	
Present value of total lease payments	$ 90.2	

[1] The calculation of the rates implicit in the leases resulted in negative discount rates. Therefore, the Company as a lessor used a 0% discount rate to measure the net investment in the lease.

XML 36 R16.htm IDEA: XBRL DOCUMENT

Deferred Costs and Other Contract Assets

9 Months Ended
Sep. 28, 2024

Deferred Costs, Capitalized, Prepaid, and Other Assets Disclosure [Abstract]
Deferred Costs and Other Contract Assets

7. Deferred Costs and Other Contract Assets

Deferred costs and other contract assets consist of the following:

(in millions)	September 28, 2024	December 30, 2023
Deferred commissions	$ 22.9	$ 21.8
Unbilled contract receivables	20.2	17.0
Prepaid contract allowances	15.0	17.0
Deferred equipment agreements, net	1.5	1.5
Deferred costs and other contract assets	$ 59.6	$ 57.3

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Property and Equipment, net

9 Months Ended
Sep. 28, 2024

Property, Plant and Equipment [Abstract]
Property and Equipment, net

8. Property and Equipment, net

Property and equipment, net, consists of the following:

(in millions)	September 28, 2024	December 30, 2023
Machinery, equipment and tooling	$ 188.7	$ 169.7
Building and building improvements	151.0	151.0
Operating lease assets	128.2	92.2
Land[1]	55.0	66.2
Computer equipment and software	47.0	45.5
Leasehold improvements	42.0	37.5
Transportation, vehicles and other[2]	27.2	34.0
Furniture and office equipment	19.9	20.4
Demonstration units	12.3	11.1
Construction-in-progress (CIP)	51.9	59.2
Total property and equipment	723.2	686.8
Accumulated depreciation	(305.3)	(262.4)
Property and equipment, net[1]	$ 417.9	$ 424.4

[1] At March 30, 2024, property, plant and equipment, net, excluded $11.4 million of idle undeveloped land held outside of the U,S. which was classified as held for sale within the healthcare segment. In May 2024, the Company completed the sale of the land, resulting in a gain of $0.9 million, which was recorded net of transaction costs, foreign currency translation and cumulative translation adjustments to non-operating loss.

[2] During the three months ended September 28, 2024, the Company reduced its fleet of vehicles for use primarily by field sales representatives. The proceeds from the sale of the vehicles were $2.0 million, which was recorded to non-operating loss. In October 2024, the Company grounded the corporate aircraft and has been exploring disposition strategies.

For the three months ended September 28, 2024 and September 30, 2023, depreciation expense of property and equipment was $10.3 million and $10.7 million, respectively. For the nine months ended September 28, 2024 and September 30, 2023, depreciation expense of property and equipment was $31.7 million and $33.2 million, respectively.

For the three months ended September 28, 2024 and September 30, 2023, $5.6 million and $5.2 million of equipment leased to customers was amortized to cost of goods sold, respectively. For the nine months ended September 28, 2024 and September 30, 2023, $18.4 million and $12.4 million of equipment leased to customers was amortized to cost of goods sold, respectively.

As of September 28, 2024 and December 30, 2023, accumulated amortization of equipment leased to customers was $1.2 million and $1.5 million, respectively.

The balance in CIP at September 28, 2024 and December 30, 2023 related primarily to the capitalized implementation costs related to a new enterprise resource planning software system, costs related to facility improvements, the expansion of certain key manufacturing facilities globally, machinery and equipment at the Company's corporate headquarters, as well as on-going development costs associated with a new research and development facility, the underlying assets for which have not been completed or placed into service.

On February 14, 2022, the Company's wholly owned subsidiary, Masimo Canada ULC, entered into a Purchase and Sale Agreement (Purchase Agreement) with Keltic (Prior) Development Limited Partnership (Vendor) for the purchase of a property in Vancouver, British Columbia, Canada for a purchase price of CAD123.0 million, plus GST (Purchase Price), subject to certain adjustments. The Company paid CAD21.0 million as a deposit towards the purchase during the year ended December 31, 2022. The balance of the Purchase Price will be due and payable upon the closing of the transaction, which is currently expected to occur in mid-2025.

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Intangible Assets, net

9 Months Ended
Sep. 28, 2024

Goodwill and Intangible Assets Disclosure [Abstract]
Intangible Assets, net

9. Intangible Assets, net

Intangible assets, net, consist of the following:

	September 28, 2024			December 30, 2023		
(in millions)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Intangible assets subject to amortization:						
Customer relationships	$ 184.7	$ (15.7)	$ 169.0	$ 209.2	$ (31.5)	$ 177.7
Acquired technologies	135.0	(19.7)	115.3	174.7	(45.3)	129.4
Capitalized software development costs	55.9	(7.5)	48.4	53.9	(15.2)	38.7
Licenses	36.8	(5.9)	30.9	39.7	(7.4)	32.3
Patents	43.1	(16.9)	26.2	39.2	(15.2)	24.0
Trademarks	19.1	(7.3)	11.8	20.1	(7.4)	12.7
Non-compete agreements	3.0	(0.4)	2.6	6.3	(2.6)	3.7
Licenses-related party	7.5	(7.0)	0.5	7.5	(6.7)	0.8
Other	1.6	(1.1)	0.5	1.7	(1.1)	0.6
Total intangible assets subject to amortization, net	$ 486.7	$ (81.5)	$ 405.2	$ 552.3	$ (132.4)	$ 419.9
Intangible assets not subject to amortization:						
Trademarks			$ 235.6			$ 242.4
Impairment charge			—			(10.0)
Total trademarks			235.6			232.4
Intangible assets, net			$ 640.8			$ 652.3

Finite lived intangible assets have a weighted-average amortization period ranging from twelve years to fourteen years. Total amortization expense for the three months ended September 28, 2024 and September 30, 2023 was $13.7 million and $13.8 million, respectively. Total amortization expense for the nine months ended September 28, 2024 and September 30, 2023 was $40.5 million and $42.6 million, respectively.

Total renewal costs for patents and trademarks for the three months ended September 28, 2024 and September 30, 2023 were $1.2 million and $0.2 million, respectively. Total renewal costs for patents and trademarks for the nine months ended September 28, 2024 and September 30, 2023 were $2.6 million and $0.8 million, respectively. As of September 28, 2024, the weighted-average number of years until the next renewal was two years for patents and six years for trademarks.

Estimated amortization expense for each of the next fiscal years is as follows:

Fiscal year	Amount (in millions)
2024 (balance of year)	$ 13.6
2025	53.0
2026	53.8
2027	40.6
2028	40.3
Thereafter	203.9
Total	$ 405.2

Indefinite-lived intangible assets are subject to annual impairment testing, unless circumstances dictate more frequent testing, if impairment indicators exist.

In the third quarter of 2023, declines in the Company's stock price and certain worsening macro-economic market conditions, including continued slowing in demand for consumer audio products, contributed to a significant decline in the Company's market capitalization, which led the Company to conclude a trigger event had occurred. As a result, the Company performed a quantitative impairment assessment, which resulted in recording a $7.0 million impairment charge for indefinite-lived trademarks in the non-healthcare reporting unit. In conjunction with this third quarter interim impairment quantitative assessment, the Company concluded that both the healthcare reporting unit's and non-healthcare reporting unit's respective estimated fair values exceeded their carrying values. Furthermore, recoverability tests performed for other long-lived assets with finite lives indicated no recoverability issues.

During the fourth quarter of 2023, the Company performed its annual impairment analysis by first electing to complete a qualitative assessment of its indefinite-lived intangible assets. Based on this assessment, the Company determined it was not more likely than not that the fair value of the indefinite lived intangibles within the non-healthcare reporting unit exceeded their carrying values. Accordingly, the Company proceeded to perform a quantitative impairment assessment, which resulted in recording a $3.0 million impairment charge for indefinite-lived trademarks. For purposes of the impairment test, the fair value of indefinite-lived assets were determined using the same methodology as described in Note 18, "Business Combinations." The estimates and assumptions applied represent a Level 3 measurement because they are supported by limited or no market activity and reflect the Company's assumptions in measuring fair value.

During the fourth quarter of 2023, the Company also performed its annual goodwill impairment analysis by first electing to complete a qualitative assessment for its healthcare and non-healthcare reporting units. Based on this assessment, the Company concluded that it was more likely than not that the fair value of the healthcare reporting unit was greater than its carrying value. Accordingly, no further testing was required for the healthcare reporting unit. However, the Company concluded that it was not more likely than not that the fair value of the non-healthcare reporting unit was greater than its carrying value. Therefore, the Company proceeded to perform a quantitative assessment for its non-healthcare reporting unit.

When a quantitative assessment is required for the impairment test for goodwill, the Company uses a combination of both an income and a market approach to determine the fair value of the reporting unit. The income approach utilized the estimated discounted cash flows for the reporting unit, while the market approach utilized comparable company information. Estimates and assumptions used in the income approach to calculate projected future discounted cash flows included revenue growth rates, operating margins and a discount rate for the reporting unit. Discount rates were determined using a weighted average cost of capital for risk factors specific to the reporting unit and other market and industry data. The assumptions used are inherently subject to uncertainty and the Company noted that slight changes in these assumptions could have a significant impact on the concluded value.

The estimates and assumptions applied represent a Level 3 measurement because they are supported by limited or no market activity and reflect the Company's assumptions in measuring fair value.

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Goodwill

9 Months Ended
Sep. 28, 2024

Goodwill and Intangible Assets Disclosure [Abstract]
Goodwill

10. Goodwill

Changes in goodwill were as follows:

	Nine Months Ended September 28, 2024		
(in millions)	Healthcare	Non-healthcare	Total
Goodwill, beginning of period	$ 98.6	$ 309.1	$ 407.7
Foreign currency translation adjustment	0.5	4.3	4.8
Goodwill, end of period	$ 99.1	$ 313.4	$ 412.5

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Lessee ROU Assets and Lease Liabilities

9 Months Ended
Sep. 28, 2024

Leases [Abstract]
Lessee ROU Assets and Lease Liabilities

11. Lessee ROU Assets and Lease Liabilities

The Company leases certain facilities in North and South America, Europe, the Middle East and Asia-Pacific regions under operating lease agreements expiring at various dates through January 2032. In addition, the Company leases equipment in the U.S. and Europe pursuant to leases that are classified as operating leases and expire at various dates through November 2028. The majority of these leases are non-cancellable and generally do not contain any material restrictive covenants, material residual value guarantees, or other material guarantees. The Company recognizes lease costs under these agreements using a straight-line method based on total lease payments. Certain facility leases contain predetermined price escalations and in some cases renewal options, the longest of which is for five years.

The Company generally estimates the applicable discount rate used to determine the net present value of lease payments based on available information at the lease commencement date. As of September 28, 2024, the weighted-average discount rate used by the Company for all operating leases was approximately 4.6%.

The balance sheet classifications for amounts related to the Company's operating leases for which it is the lessee are as follows:

(in millions)	Balance sheet classification	September 28, 2024	December 30, 2023
Lessee ROU assets	Other non-current assets	$ 83.1	$ 59.1
Lessee current lease liabilities	Other current liabilities	22.5	18.2
Lessee non-current lease liabilities	Other non-current liabilities	65.8	45.8
Total operating lease liabilities		$ 88.3	$ 64.0

As of September 28, 2024 and December 30, 2023, accumulated amortization for lessee ROU assets was $55.5 million and $48.9 million, respectively. The weighted-average remaining lease term for the Company's operating leases was 5.2 years as of September 28, 2024.

As of September 28, 2024, estimated future operating lease payments for each of the following fiscal years were as follows:

Fiscal year	Amount (in millions)
2024 (balance of year)	$ 6.1
2025	25.1
2026	20.1
2027	15.0
2028	13.1
Thereafter[1]	20.9
Total	100.3
Imputed interest	(12.0)
Present value	$ 88.3

[1] Includes optional renewal period for certain leases.

During the three months ended September 28, 2024 and September 30, 2023, operating lease costs were approximately $5.6 million and $12.6 million, respectively. During the nine months ended September 28, 2024 and September 30, 2023, operating lease costs were approximately $17.5 million and $33.2 million, respectively.

As part of the Company's on-going rationalization of its operational footprint of the non-healthcare business, one operating lease was identified as under-utilized and considered temporarily idled due to the inability to sublease the property timely while having three years remaining on the lease term. The Company recorded an adjustment of approximately $3.9 million to reduce the ROU asset during the three months ended March 30, 2024, which was recorded in selling, general, and administrative expenses in the condensed consolidated statement of operations.

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Other Non-Current Assets

9 Months Ended
Sep. 28, 2024

Deferred Costs, Capitalized, Prepaid, and Other Assets Disclosure [Abstract]

Other Non-Current Assets

12. Other Non-Current Assets

Other non-current assets consist of the following:

(in millions)	September 28, 2024	December 30, 2023
Lessee ROU assets, net	$ 83.1	$ 59.1
Prepaid deposits and other	7.0	6.4
Strategic investments	6.8	7.2
Derivative assets - non-current[1]	3.8	11.4
Restricted cash[2]	2.4	2.2
Equity investments - fair value	2.6	2.7
Other non-current assets	0.1	0.3
Total non-current assets	$ 105.8	$ 89.3

[1] Excludes accrued interest.

[2] Restricted cash includes cash held in certain subsidiaries in jurisdictions outside of the U.S. such as China, which may be subject to transfer restrictions depending on jurisdictions.

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Deferred Revenue and Other Contract Liabilities, Current

9 Months Ended
Sep. 28, 2024

Revenue Recognition and Deferred Revenue [Abstract]

Deferred Revenue and Other Contract Liabilities, Current

13. Deferred Revenue and Other Contract Liabilities, Current

Deferred revenue and other contract liabilities, current, consist of the following:

(in millions)	September 28, 2024	December 30, 2023
Deferred revenue	$ 65.0	$ 63.8
Accrued rebates and allowances	33.8	37.5
Accrued customer reimbursements	12.6	12.4
Total deferred revenue and other contract liabilities	111.4	113.7
Less: Non-current portion of deferred revenue	(26.9)	(26.4)
Deferred revenue and other contract liabilities, current	$ 84.5	$ 87.3

Deferred revenue relates to contracted amounts that have been invoiced to customers for which remaining performance obligations must be completed before the Company can recognize revenue. Generally, both healthcare and non-healthcare segments record deferred revenue when revenue is to be recognized subsequent to invoicing.

Healthcare Deferred Revenue

Healthcare deferred revenue primarily relates to undelivered equipment, sensors and services under deferred equipment agreements, extended warranty agreements, and maintenance agreements. Expected revenue from remaining contractual performance obligations (Unrecognized Contract Revenue) includes deferred revenue, as well as other amounts that will be invoiced and recognized as revenue in future periods when the Company completes its performance obligations. Unrecognized Contract Revenue excludes revenue allocable to monitoring-related equipment that is effectively leased to customers under deferred equipment agreements and other contractual obligations for which neither party has performed. The estimated timing of this revenue is based, in part, on management's estimates and assumptions about when its performance obligations will be completed. As a result, the actual timing of this revenue in future periods may vary, possibly materially. As of September 28, 2024, the Company had approximately $1,651.9 million of Unrecognized Contract Revenue related to executed contracts with an original duration of one year or more. The Company expects to recognize approximately $433.6 million of this amount as revenue within the next twelve months and the remaining balance thereafter.

Non-Healthcare Deferred Revenue

In October 2020, the Company's subsidiary, B&W Group Ltd. (B&W), entered into an amendment to a licensing agreement, whereby B&W received a $20.0 million royalty prepayment in relation to sound system units manufactured under the Bowers & Wilkins brand for various high-end car manufacturers with a total commitment of $35.0 million to be received by September 30, 2028. As of September 28, 2024, deferred revenue was $13.3 million.

Changes in deferred revenue were as follows:

(in millions)	Nine Months Ended September 28, 2024
Deferred revenue, beginning of the period	$ 63.8
Revenue deferred during the period	22.8
Recognition of revenue deferred in prior periods	(21.6)
Deferred revenue, end of the period	$ 65.0

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Other Current Liabilities

9 Months Ended
Sep. 28, 2024

Accrued Liabilities [Abstract]

Other Current Liabilities

14. Other Current Liabilities

Other current liabilities consist of the following:

(in millions)	September 28, 2024	December 30, 2023
Long-term debt, current	$ 39.4	$ 34.3
Accrued expenses	31.4	26.3
Accrued indirect taxes payable	29.2	23.9
Lessee lease liabilities, current	22.5	18.2
Accrued legal fees	20.9	9.9
Income tax payable	15.4	16.1
Accrued property taxes	12.7	10.2
Other current liabilities	10.1	6.7
Accrued warranty	9.1	8.6
Related party payables	3.9	4.2
Accrued donations	1.7	4.0
Total other current liabilities	$ 196.3	$ 162.4

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Debt

9 Months Ended
Sep. 28, 2024

Debt Disclosure [Abstract]
Debt

15. Debt

(in millions)	September 28, 2024	December 30, 2023
Term loan - current portion	$ 15.0	$ 11.3
Japanese loans - current portion	24.4	23.0
Debt, current portion	39.4	34.3
Term loan - long-term	261.6	271.4
Revolver - long-term	457.0	591.5
Japanese loans - long-term	14.6	8.8
Debt, long-term	733.2	871.7
Total debt	$ 772.6	$ 906.0

Credit Facility

On April 11, 2022, the Company entered into a credit agreement (Credit Facility) with financial institutions party thereto as initial lenders (collectively, the Initial Lenders), Citibank, N.A., as Administrative Agent, Citibank, N.A., JPMorgan Chase Bank, N.A., Bank of the West and BofA Securities, Inc., as joint lead arrangers and joint bookrunners, and JPMorgan Chase Bank, N.A., Bank of the West and BofA Securities, Inc., as co-syndication agents.

The Credit Facility provides for an unsecured term loan of $300.0 million (Term Loan) and $500.0 million of on-going unsecured revolving commitments (Revolver), with an option, subject to certain conditions, for the Company to increase the aggregate borrowing capacity by an additional $400.0 million (plus additional unlimited amounts if certain incurrence tests are met) in the future with the Initial Lenders and additional lenders, as required. Debt issuance costs of $8.4 million were recorded as a reduction to the carrying amount of the Credit Facility and are being amortized to interest expense using the effective interest method.

The Credit Facility also provides for a sublimit of up to $50.0 million for the issuance of letters of credit.

Borrowings under the Credit Facility will be deemed, at the Company's election, either: (a) an Alternate Base Rate (ABR) Loan, which bears interest at the ABR, plus a spread of 0.000% to 0.750% based upon a Company leverage ratio, or (b) a Term SOFR Loan, which bears interest at the Adjusted Term SOFR Rate (as defined below), plus a spread of 1.000% to 1.750% based upon a Company net leverage ratio. Pursuant to the terms of the Credit Facility, the ABR is equal to the greatest of (i) the prime rate, (ii) the Federal Reserve Bank of New York effective rate plus 0.50%, and (iii) the one-month Adjusted Term SOFR plus 1.0%. The Adjusted Term SOFR Rate is equal to the Term SOFR Rate (as defined in the Credit Facility) for the applicable interest period plus a spread adjustment of 0.10%, 0.15% and 0.25% for the interest periods ending one, three and six months, respectively.

The Company is also obligated under the Credit Facility to pay an unused fee ranging from 0.150% to 0.275% per annum, based upon a Company leverage ratio, with respect to any non-utilized portion of the Credit Facility.

The Company is subject to certain covenants, including financial covenants related to a net leverage ratio and an interest charge coverage ratio, and other customary negative covenants. The Credit Facility also includes customary events of default which, upon the occurrence of any such event of default, provide the Initial Lenders (and any additional lenders) with the right to take either or both of the following actions: (a) immediately terminate the commitments, and (b) declare the loans then outstanding immediately due and payable in full. All unpaid principal under the Credit Facility will become due and payable on April 12, 2027.

On May 16, 2022, the Company entered into the First Amendment to the Credit Agreement (First Amendment) with the Initial Lenders and Citibank, N.A., as the administrative agent, which amended the Credit Facility. The First Amendment provides for an additional $205 million of unsecured revolving commitments, increasing the aggregate amount of the Revolver from $500 million to $705 million.

Borrowing rates, maturity date, financial covenants, affirmative and negative covenants and other restricted terms remain unchanged from the Credit Facility.

As a result of certain terms of the Credit Facility associated with changes in the Board, the Company requested and received a consent of certain lenders under the Credit Facility. On September 17, 2024, the lenders consented to potential changes in the Board resulting from the election of new directors of the Company at the Company's 2024 annual meeting of stockholders held on September 19, 2024.

As of September 28, 2024, the Company was in full compliance with all covenants contained in its debt agreements and Credit Facility agreements.

For the three months ended September 28, 2024 and September 30, 2023, the Company incurred total interest expense of $9.9 million and $12.1 million under the Credit Facility, respectively. For the nine months ended September 28, 2024 and September 30, 2023, the Company incurred total interest expense of $31.8 million and $34.1 million under the Credit Facility, respectively.

Furthermore, in connection with the Sound United acquisition, the Company assumed the following outstanding loans:

Japanese Revolving Loan

In March 2020, the Company entered into a secured revolving loan (Japanese Revolving Loan) with Mizuho bank, which allows the Company to borrow up to ¥800 million (approximately $5.6 million). The Japanese Revolving Loan is an evergreen agreement that terminates upon request by either the financial institution or the borrower and is collateralized with land and buildings in Shirakawa-Shi owned by the borrower. Interest accrues at a rate equal to the Mizuho Tokyo Interbank Offered Rate (TIBOR) plus a fixed spread of 0.50% per annum. In connection with the execution of the Japanese Revolving Loan, the Company incurred debt issuance costs of ¥7.2 million (approximately $0.1 million).

On February 28, 2023, the Company and Mizuho Bank executed an amendment to the Japanese Revolving Loan, to increase the maximum aggregate revolving loan to ¥3.0 billion (approximately $21.1 million). Under the amendment, the facility accrues interest at a rate equal to the TIBOR plus a fixed spread of 0.75% per annum. The Company also paid an upfront fee of ¥22.0 million (approximately $0.2 million) on the incremental amount of the revolving Credit Facility.

The Japanese Revolving Loan agreement contains customary affirmative and negative covenants, such as financial reporting requirements and customary covenants that restrict the borrower's ability to, among other things, provide collateral for obligations borne by the borrower, and determine the eligibility to declare, and the amount of potential dividends to be paid during a given fiscal year. As of September 28, 2024, the Company was in compliance with all covenants under the Japanese Revolving Loan agreements.

Japanese Government Loans

In May and June 2020, the Company received ¥1.48 billion (approximately $10.4 million) in non-collateralized Japanese Government Loan facilities (Japanese Government Loans) as part of its local Japanese stimulus program. Interest accrues at a weighted average rate of 1.33% and is repayable in installments with various maturities through June 2035. The non-current portion of the Japanese Government Loans is presented under long-term debt and the current portion is presented under short-term debt on the accompanying condensed consolidated balance sheets. The Company incurred no debt issuance costs in connection with the Japanese Government Loans.

Japanese Equipment Loans

In April and May 2021, the Company entered into collateralized Japanese Equipment Loans of ¥150 million (approximately $1.1 million), payable in installments through March 2031 with an interest of 0.58%, and ¥80 million (approximately $0.5 million) payable in installments through April 2028 with interest of 1.2%. The non-current portion of the Japanese Equipment Loans is presented under long-term debt and the current portion is presented under short-term debt on the accompanying condensed consolidated balance sheets. The Company incurred no debt issuance costs in connection with these Japanese Equipment Loans.

Japanese Syndicate Loan

In September 2024, D&M Holdings, Inc, a subsidiary of the Company, entered into a syndicate loan (Japanese Syndicate Loan) of ¥1.25 billion (approximately $8.8 million) with The Shoko Chukin Bank as the Agent, payable in installments through August 2029, with interest at a rate equal to 3-month TIBOR plus a fixed spread of 0.70% per annum. In connection with the execution of the Japanese Syndicate Loan, the Company incurred arrangement fees of ¥25.0 million (approximately $0.2 million).

The Japanese Syndicate Loan agreement contains customary affirmative and negative covenants, such as financial reporting requirements and customary covenants that restrict the borrower's ability to, among other things, provide collateral for obligations borne by the borrower, and financial covenants. As of September 28, 2024, the Company was in compliance with all covenants under the Japanese Syndicate Loan agreement.

Japanese Capex Loan

On September 30, 2024, D&M Holdings, Inc. a subsidiary of the Company, entered into an equipment loan (Japanese Capex Loan) of ¥230.0 million (approximately $1.6 million) with Mizuho Bank, Ltd. the Lender, payable in installments through October 2031, with a fixed interest rate of 1.095% per annum.

The Japanese Capex Loan agreement contains customary affirmative and negative covenants, such as financial reporting requirements and customary covenants that restrict the borrower's ability to, among other things, provide collateral for obligations borne by the borrower, and financial covenants.

As of September 28, 2024, the aggregate maturities of principal on all debt for each of the next five years and thereafter are as follows:

Fiscal year	Amount (in millions)
2024 (balance of year)	$ 25.7
2025	18.4
2026	18.4
2027	703.2
2028	3.0
Thereafter	3.9
Total	$ 772.6

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Other Non-Current Liabilities

9 Months Ended
Sep. 28, 2024

Other Liabilities Disclosure [Abstract]
Other Non-Current Liabilities

16. Other Non-Current Liabilities

Other non-current liabilities consist of the following:

(in millions)	September 28, 2024	December 30, 2023
Lessee non-current lease liabilities	$ 65.8	$ 45.8
Unrecognized tax benefits	31.2	24.4
Deferred revenue, non-current	26.9	26.4
Projected benefit obligation	9.5	9.5
Income tax payable, non-current	—	7.1
Indirect tax payable, non-current	—	8.4
Other	9.1	7.9
Total other non-current liabilities	$ 142.5	$ 129.5

Unrecognized tax benefits relate to the Company's long-term portion of tax liability associated with uncertain tax positions. Authoritative guidance prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. See Note 23, "Income Taxes", for further details.

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Derivative Instruments and Hedging Activities

Derivative Instruments and Hedging Activities Disclosure [Abstract]

Derivative Instruments and Hedging Activities

9 Months Ended

Sep. 28, 2024

17. Derivative Instruments and Hedging Activities

Derivative Instruments - Cash Flow Hedges

The Company's cash flow hedges are designed to mitigate the risk of exposure to variability in expected future cash flows of recognized assets, liabilities or any unrecognized forecasted transactions. Since July 2022, the Company has entered into various interest rate swaps that are designated as cash flow hedges on a substantial portion of the Company's outstanding debt. The interest rate swaps reduce the variability of cash flow payments for the Company by converting the variable interest rate on the Company's long-term debt to an average fixed interest rate of 3.28%. These contracts, carried at fair value, have maturities of approximately three years. All hedging relationships were highly effective at achieving offsetting changes in cash flows attributable to the risk being hedged. The Company used a regression analysis at hedge inception to assess the effectiveness of cash flow hedge and periodically thereafter.

The Company records gains and losses from the changes in the fair value of these instruments as a component of other comprehensive income (loss). Deferred gains or losses from these designated cash flow hedges are reclassified into earnings in the period that the hedged items affect earnings. The Company does not offset fair value amounts recognized for derivative instruments in its condensed consolidated balance sheets for presentation purposes. The following table summarizes the fair value of the hedging instruments, presented on a gross basis, as of September 28, 2024 and December 30, 2023.

		Condensed Consolidated Balance Sheets	
(in millions)	Balance sheet classification	September 28, 2024	December 30, 2023
Interest rate contracts, inclusive of accrued interest	Other non-current assets	$ 4.7	$ 11.6
Interest rate contracts, inclusive of accrued interest	Other non-current liabilities	(4.9)	(3.6)
Total		$ (0.2)	$ 8.0

The following table summarizes the gains (losses) reclassified from accumulated other comprehensive income (loss) to the condensed consolidated financial statements for the three months and nine months ended September 28, 2024 and September 30, 2023.

Cash flow hedges		Condensed Consolidated Statement of Operations			
		Three Months Ended		Nine Months Ended	
(in millions)	Location of gain	September 28, 2024	September 30, 2023	September 28, 2024	September 30, 2023
Interest rate contracts	Non-operating gain	$ 3.8	$ 4.1	$ 12.2	$ 10.9
Total		$ 3.8	$ 4.1	$ 12.2	$ 10.9

The following tables summarize the changes in accumulated other comprehensive income (loss) related to the hedging instruments for the three months and nine months ended September 28, 2024 and September 30, 2023.

	Three Months Ended		Nine Months Ended	
(in millions)	September 28, 2024	September 30, 2023	September 28, 2024	September 30, 2023
Beginning balance	$ 13.5	$ 21.1	$ 7.8	$ 19.3
Amount recognized in other comprehensive (loss) income	(11.1)	4.5	3.0	13.1
Amount reclassified into earnings	(3.8)	(4.1)	(12.2)	(10.9)
Ending balance	$ (1.4)	$ 21.5	$ (1.4)	$ 21.5

For the three months ended September 28, 2024, the unrealized loss, net of tax was $11.3 million. For the three months ended September 30, 2023, the unrealized gain, net of tax was $0.4 million.

For the nine months ended September 28, 2024, the unrealized loss, net of tax was $7.0 million. For the nine months ended September 30, 2023, the unrealized gain, net of tax was $1.7 million.

The Company expects to reclassify a net amount of gains of $2.5 million from accumulated other comprehensive (loss) income to non-operating (loss) income within the next 12 months.

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Business Combinations

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

Business Combinations

9 Months Ended

Sep. 28, 2024

18. Business Combinations

Sound United Acquisition

On April 11, 2022, the Company completed the acquisition of Sound United. Sound United is a leading innovator of premium, high-performance audio products for consumers around the world, which operates iconic consumer brands: Bowers & Wilkins®, Denon™, Marantz™, HEOS™, Classé™, Polk Audio™, Boston Acoustics™ and Definitive Technology™. The brands are linked by a commitment to the highest production standards and a focus on unparalleled audio quality and audio performance. Sound United delivers significant competitive benefits through its platform advantages including global distribution across online, retail, and custom installation channels; a cloud-connected home ecosystem; and a state-of-the-art research and development function focused on creating the highest-quality consumer products with world-class industrial design.

The Company acquired 100% of the equity interests of Sound United for $1.0575 billion in cash, subject to adjustments based on Sound United's net working capital, transaction expenses, cash and debt as of the closing of the acquisition, payable by the Company in cash. The transaction was primarily funded with the proceeds from the Credit Facility. See Note 15, "Debt", for additional information about the Credit Facility. There was no contingent consideration resulting from the transaction.

The results of operations of Sound United subsequent to the acquisition date and the acquired assets and assumed liabilities, including the allocation of goodwill and intangible assets, are included in the non-healthcare segment. For the three months ended September 28, 2024 and September 30, 2023, the Company recorded revenue of $161.4 million and $171.5 million, respectively, and a net loss of $12.9 million and $17.8 million from Sound United, respectively. For the nine months ended September 28, 2024 and September 30, 2023, the Company recorded revenue of $465.6 million and $562.1 million, respectively, and a net loss of $31.3 million and $21.2 million from Sound United, respectively.

Acquisition Costs

The Company recognized no transaction costs related to the Sound United acquisition for each of the three and nine months ended September 28, 2024 and September 30, 2023.

Purchase Price Allocations

The purchase price allocation for the Sound United acquisition is final. Goodwill was calculated as the excess of the consideration transferred over the fair value of the identifiable net assets acquired in a business combination and represents the future economic benefits expected to arise from intangible assets acquired that do not qualify for separate recognition, including the assembled workforce. Goodwill is not expected to be deductible for tax purposes.

The measurement period adjustments resulted primarily from valuation inputs pertaining to certain acquired assets based on facts and circumstances that existed as of the acquisition date and did not result from events subsequent to the acquisition date.

The table below summarizes the final allocation of fair value of assets acquired and liabilities assumed.

(in millions)	Sound United
Cash consideration	$ 1,057.5
Purchase price	$ 1,057.5
Assets acquired:	
Cash and cash equivalents	$ 82.6
Accounts receivables	108.5
Inventories	238.6
Prepaid expenses and other current assets	30.0
Property, plant and equipment	113.2
Intangible assets	649.0
Goodwill	318.0
Long-term other assets	7.4
Total assets acquired	$ 1,547.3
Liabilities assumed:	
Accounts payable	$ (118.8)
Accrued liabilities and other current liabilities	(148.9)
Deferred tax liabilities	(145.1)
Other long-term liabilities	(77.0)
Total liabilities assumed	$ (489.8)

Identifiable Intangible Assets

The following table sets forth the components of identifiable intangible assets acquired and the weighted average amortization period as of the acquisition date:

	Weighted average amortization period (in years)	April 11, 2022 (in millions)
Trademarks/tradenames	10	$ 6.0
Customer relationships	17	196.0
Developed technology	8	156.0
Contractual license agreements	15	29.0
Subtotal	14 years	$ 387.0
Indefinite trademarks/tradenames	N/A	262.0
Total		$ 649.0

In determining the fair value of the identifiable intangible assets, the Company utilized various forms of the income approach, depending on the asset being valued. The estimation of fair value requires significant judgment related to cash flow forecasts, discount rates reflecting the risk inherent in each cash flow stream, competitive trends, market comparables and other factors. Other inputs included historical data, current and anticipated market conditions, and growth rates. Contractual license agreements have a weighted-average amortization period of five years until the next renewal term.

The intangible assets were valued using the following valuation approaches:

Customer relationships

The fair value of customer relationships was determined using the multi-period excess earnings method. The multi-period excess earnings method involves forecasting the net earnings expected to be generated by the asset, reducing them by appropriate returns on contributory assets, and then discounting the resulting net cash flows to a present value using an appropriate discount rate.

Trademarks/tradenames

The fair values of the trademark/tradenames were determined using the relief-from-royalty method under the income approach. This involves forecasting avoided royalties, reducing them by taxes, and discounting the resulting net cash flows to a present value using an appropriate discount rate. Judgment was applied for a number of assumptions in valuing the identified intangible assets, including revenue and cash flow forecasts, survival rates, technology life, royalty rate, obsolescence and discount rate.

Developed technology

The fair values of the developed technology were determined using the relief-from-royalty method under the income approach. This involves forecasting avoided royalties, reducing them by taxes, and discounting the resulting net cash flows to a present value using an appropriate discount rate. Judgment was applied for a number of assumptions in valuing the identified intangible assets including revenue and cash flow forecasts, survival rates, technology life, royalty rate, obsolescence and discount rate.

Contractual licensing agreements

The fair value of the contractual license agreements was determined using a variation of the multi-period excess earnings method. This method involves forecasting the net earnings expected to be generated by the asset and then discounting the resulting net cash flows to a present value using an appropriate discount rate.

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Equity

9 Months Ended
Sep. 28, 2024

Equity [Abstract]
Equity

19. Equity

Series A Junior Participating Preferred Stock and Stockholder Rights Plan

In September 2022, the Company authorized and declared a dividend of one preferred stock purchase right (Right) for each outstanding share of its common stock to stockholders of record at the close of business on September 20, 2022 (the Record Date) pursuant to a Rights Agreement, dated as of September 9, 2022 (Rights Agreement), with Broadridge Corporate Issuer Solutions, Inc. as Rights Agent. In addition, one Right was issued with each share of common stock that became outstanding after the Record Date. Each Right entitled the registered holder to purchase from the Company one thousandth of one share of the Company's Series A junior participating preferred stock, par value $0.001 per share, at a purchase price equal to $1,000.00 per Right, subject to adjustment. Generally, the Rights were to become exercisable in the event any person or group of affiliated or associated persons acquires beneficial ownership of 10% (20% in the case of a passive institutional investor), subject to certain exceptions.

On March 22, 2023, the Company and the Rights Agent entered into an amendment (Rights Agreement Amendment) to the Rights Agreement. The Rights Agreement Amendment accelerated the expiration of the Rights to 5:00 P.M., New York time, on March 22, 2023, and the Rights Agreement terminated at such time. At the time of the termination of the Rights Agreement, all Rights distributed to holders of the Company's common stock pursuant to the Rights Agreement expired.

Stock Repurchase Program

In June 2022, the Board approved a stock repurchase program, authorizing the Company to purchase up to 5.0 million shares of its common stock on or before December 31, 2027 (2022 Repurchase Program). The 2022 Repurchase Program became effective in July 2022. The Company expects to fund the 2022 Repurchase Program through its available cash, cash expected to be generated from future operations, the Credit Facility and other potential sources of capital. The 2022 Repurchase Program can be carried out at the discretion of a committee comprised of the Company's CEO and CFO through open market purchases, one or more Rule 10b5-1 trading plans, block trades and privately negotiated transactions. No shares were repurchased pursuant to the 2022 Repurchase Program during the nine months ended September 28, 2024. As of September 28, 2024, 5.0 million shares remained available for repurchase pursuant to the 2022 Repurchase Program.

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Stock-Based Compensation

9 Months Ended
Sep. 28, 2024

Share-Based Payment Arrangement [Abstract]
Stock-Based Compensation

20. Stock-Based Compensation

Total stock-based compensation expense (benefit) for the three months ended September 28, 2024 and September 30, 2023 was $6.5 million and $(1.1) million, respectively. Total stock-based compensation expense (benefit) for the nine months ended September 28, 2024 and September 30, 2023 was $29.6 million and $(2.4) million, respectively. The stock-based compensation expense amounts for each of the three and nine months ended September 28, 2024 and September 30, 2023 reflect adjustments for the expected life-to-date achievement of certain PSUs. The Company reassesses the expected achievement of such PSU awards based upon the achievement of certain pre-established multi-year performance criteria approved by the Board at the date of grant.

As of September 28, 2024, an aggregate of 9.3 million shares of common stock were reserved for future issuance under the Company's equity plans, of which 3.1 million shares were available for future grant under the Masimo Corporation 2017 Equity Incentive Plan (2017 Equity Plan). Additional information related to the Company's current equity incentive plans, stock-based award activity and valuation of stock-based awards is included below.

Equity Incentive Plans

2017 Equity Incentive Plan

On June 1, 2017, the Company's stockholders ratified and approved the 2017 Equity Plan. The 2017 Equity Plan permits the grant of stock options, restricted stock, RSUs, stock appreciation rights, PSUs, performance shares, performance bonus awards and other stock or cash awards to employees, directors and consultants of the Company and employees and consultants of any parent or subsidiary of the Company. Upon effectiveness, an aggregate of 5.0 million shares were available for issuance under the 2017 Equity Plan. In May 2020, the Company's stockholders approved an increase of 2.5 million shares to the 2017 Equity Plan. The aggregate number of shares that may be awarded under the 2017 Equity Plan is 7.5 million shares. The 2017 Equity Plan provides that at least 95% of the equity awards issued under the 2017 Equity Plan must vest over a period of not less than one year following the date of grant. The exercise price per share of each option granted under the 2017 Equity Plan may not be less than the fair market value of a share of the Company's common stock on the date of grant, which is generally equal to the closing price of the Company's common stock on the Nasdaq Global Select Market on the grant date.

2007 Stock Incentive Plan

Effective June 1, 2017, upon the approval and ratification of the 2017 Equity Plan, the Company's 2007 Stock Incentive Plan (2007 Equity Plan) terminated, provided that awards outstanding under the 2007 Equity Plan will continue to be governed by the terms of that plan. In addition, upon the effectiveness of the 2017 Equity Plan, an aggregate of 5.0 million shares of the Company's common stock registered under prior registration statements for issuance pursuant to the 2007 Equity Plan were deregistered and concurrently registered under the 2017 Equity Plan.

Stock-Based Award Activity

Stock Options

The number and weighted-average exercise price of options issued and outstanding under all of the Company's equity plans are as follows:

	Nine Months Ended September 28, 2024	
(in millions, except for weighted-average exercise prices)	Shares	Weighted-Average Exercise Price
Options outstanding, beginning of period	2.8	$ 87.79
Granted	0.1	126.49
Canceled	(0.1)	165.65
Exercised	(0.6)	35.44
Options outstanding, end of period	2.2	$ 102.68
Options exercisable, end of period	1.9	$ 92.27

Total stock option expense for the three months ended September 28, 2024 and September 30, 2023 was zero and $2.2 million, respectively. Total stock option expense for the nine months ended September 28, 2024 and September 30, 2023 was $4.0 million and $6.8 million, respectively. As of September 28, 2024, the Company had $7.6 million of unrecognized compensation cost related to non-vested stock options that are expected to vest over a weighted-average period of approximately 2.7 years.

RSUs

The number of RSUs issued and outstanding under all of the Company's equity plans are as follows:

	Nine Months Ended September 28, 2024	
(in millions, except for weighted-average grant date fair value amounts)	Units	Weighted-Average Grant Date Fair Value
RSUs outstanding, beginning of period	3.5	$ 105.87
Granted	0.2	125.41
Expired	(0.1)	147.46
Vested	(0.1)	178.05
RSUs outstanding, end of period	3.5	$ 104.20

Total RSU expense for the three months ended September 28, 2024 and September 30, 2023 was $8.1 million and $5.0 million, respectively. Total RSU expense for the nine months ended September 28, 2024 and September 30, 2023 was $23.6 million and $14.4 million, respectively. As of September 28, 2024, the Company had $88.1 million of unrecognized compensation cost related to non-vested RSU awards expected to be recognized and vest over a weighted-average period of approximately 3.2 years.

As previously mentioned in Note 2, "Summary of Significant Accounting Policies" under the heading "Net Income Per Share", 2.7 million shares related to certain RSUs were considered contingently issuable shares as their vesting is contingent upon the occurrence of certain events. As of September 28, 2024, such events were deemed to have not occurred. See Note 24, "Commitments and Contingencies" for additional details.

PSUs

The number of PSUs outstanding under all of the Company's equity plans are as follows:

(in millions, except for weighted-average grant date fair value amounts)	Nine Months Ended September 28, 2024	
	Units	Weighted-Average Grant Date Fair Value
PSUs outstanding, beginning of period	0.3	$ 190.04
Granted[1]	0.2	164.19
Expired	(0.1)	228.22
Vested	—	250.73
PSUs outstanding, end of period	0.4	$ 171.59

[1] On February 28, 2024, the Audit Committee approved the weighted payout percentage of 28% for the 2021 PSU awards (three-year performance period), which were based upon the actual fiscal 2023 performance against pre-established performance objectives. Included in the granted amount are those additional PSUs earned based on actual performance achieved. These PSUs were originally awarded at target.

During the nine months ended September 28, 2024, the Company awarded 155,156 PSUs that will vest three years from the award date, based on the achievement of certain pre-established multi-year performance criteria approved by the Board. Estimates of stock-based compensation expense for an award with performance conditions are based on the probable outcome of the performance conditions and the cumulative effect of any changes in the probability outcomes is recorded in the period in which the changes occur. If earned, the PSUs granted will vest upon achievement of the performance criteria, which include a relative total shareholder return (TSR) component, in the year following the evaluation and confirmation of the performance achievement criteria. The Company's TSR is based on the Company's common stock percentile ranking relative to the constituents of the Nasdaq Composite Index for the performance period beginning on January 1, 2024 and ending on December 31, 2026. The number of shares that may be earned can range from 0% to 200% of the target amount. The fair value of market-based RSUs is determined using a Monte Carlo simulation model, which uses multiple input variables to determine the probability of satisfying the market condition requirements. The fair value of performance-based PSUs is determined using the closing price of the Company's common stock on the grant date. Based on management's estimate of the number of units expected to vest, total PSU (benefit) for the three months ended September 28, 2024 and September 30, 2023 was $(1.6) million and $(8.3) million, respectively. Total PSU expense (benefit) for the nine months ended September 28, 2024 and September 30, 2023 was $2.0 million and $(23.6) million, respectively. The PSU expense amounts for the three months ended September 28, 2024 relate to adjustments for the expected life-to-date performance of the PSU. As of September 28, 2024, the Company had $14.9 million of unrecognized compensation cost related to non-vested PSU awards expected to be recognized and vest over a weighted-average period of approximately 1.4 years.

Valuation of Stock-Based Award Activity

The fair value of each RSU and PSU is determined based on the closing price of the Company's common stock on the grant date.

The Black-Scholes option pricing model is used to estimate the fair value of options granted under the Company's stock-based compensation plans. The range of assumptions used and the resulting weighted-average fair value of options granted at the date of grant were as follows:

	Three Months Ended		Nine Months Ended	
	September 28, 2024[1]	September 30, 2023[1]	September 28, 2024	September 30, 2023
Risk-free interest rate	—%	—%	4.2%	4.2%
Expected term (in years)	—	—	5.9	5.9
Estimated volatility	—%	—%	42.6%	36.7%
Expected dividends	—%	—%	—%	—%
Weighted-average fair value of options granted	$—	$—	$59.60	$75.08

[1] No options were granted during the three months ended September 28, 2024 and September 30, 2023.

The aggregate intrinsic value of options is calculated as the positive difference, if any, between the market value of the Company's common stock on the date of exercise or the respective period end, as appropriate, and the exercise price of the options. The aggregate intrinsic value of options outstanding with an exercise price less than the closing price of the Company's common stock as of September 28, 2024 was $52.2 million. The aggregate intrinsic value of options exercisable with an exercise price less than the closing price of the Company's common stock as of September 28, 2024 was $51.9 million.

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Employee Benefits

9 Months Ended
Sep. 28, 2024

Postemployment Benefits [Abstract]
Employee Benefits

21. Employee Benefits

Defined Contribution Plans

In the U.S. the Company sponsors one qualified defined contribution plan or 401(k) plan, the Masimo Retirement Savings Plan (MRSP), covering the Company's full-time U.S. employees who meet certain eligibility requirements. On April 11, 2022, in connection with the Sound United acquisition, the MRSP was amended to allow for participation by eligible Sound United employees.

The MRSP matches 100% of a participant's salary deferral, up to 3% of each participant's compensation for the pay period, subject to a maximum amount. The Company may also contribute to the MRSP on a discretionary basis. The Company contributed $1.1 million to the MRSP for each of the three months ended September 28, 2024 and September 30, 2023, all in the form of matching contributions. The Company contributed $3.6 million and $3.8 million to the MRSP for the nine months ended September 28, 2024 and September 30, 2023, respectively, all in the form of matching contributions.

In addition, some of the Company's international subsidiaries also have defined contribution plans to which both the employee and employers are eligible to make contributions. The Company contributed $1.5 million and $1.3 million to these plans for the three months ended September 28, 2024 and September 30, 2023, respectively. The Company contributed $4.4 million and $4.1 million to these plans for the nine months ended September 28, 2024 and September 30, 2023, respectively.

Defined Benefit Plans

The Company sponsors several international noncontributory defined benefit plans. In connection with the Sound United acquisition, the Company assumed sponsorship of several international defined benefit plans and post-retirement benefit plans. All defined benefit plans and post-retirement benefit plans assumed by the Company were closed to new participants prior to the Sound United acquisition.

The service cost component for the defined benefit plans are recorded in operating expenses in the condensed consolidated statement of operations. All other cost components are recorded in other income (expense), net in the condensed consolidated statement of operations.

The Company's net periodic defined benefit costs for each of the three and nine months ended September 28, 2024, and September 30, 2023 were immaterial.

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Non-operating Loss

9 Months Ended
Sep. 28, 2024

Nonoperating Income (Expense) [Abstract]
Non-operating Loss

22. Non-operating Loss

Non-operating loss consists of the following:

(in millions)	Three Months Ended		Nine Months Ended	
	September 28, 2024	September 30, 2023	September 28, 2024	September 30, 2023
Realized and unrealized foreign currency (losses) gains	$ (9.3)	$ 0.9	$ (6.1)	$ 6.8
Interest income	1.3	0.7	3.7	2.2
Interest expense	(10.5)	(12.8)	(33.6)	(36.5)
Total non-operating loss	$ (18.5)	$ (11.2)	$ (36.0)	$ (27.5)

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Income Taxes

9 Months Ended
Sep. 28, 2024

Income Tax Disclosure [Abstract]
Income Taxes

23. Income Taxes

The Company has provided for income taxes in fiscal year 2024 interim periods based on the estimated effective income tax rate for the complete fiscal year, as adjusted for discrete tax events, including excess tax benefits or deficiencies related to stock-based compensation, in the period such events occur. The estimated annual effective tax rate is computed based on the expected annual pretax income of the consolidated entities located within each taxing jurisdiction based on legislation enacted as of the balance sheet date. For the three months ended September 28, 2024 and September 30, 2023, the Company recorded discrete tax benefits of approximately $1.6 million and $0.2 million, respectively, related to excess tax benefits realized from stock-based compensation. For the nine months ended September 28, 2024 and September 30, 2023, the Company recorded discrete tax benefits of approximately $4.9 million and $3.1 million, respectively, related to excess tax benefits realized from stock-based compensation.

Deferred tax assets and liabilities are determined based on the future tax consequences associated with temporary differences between income and expenses reported for accounting and tax purposes. A valuation allowance for deferred tax assets is recorded to the extent that the Company cannot determine that the ultimate realization of the net deferred tax assets is more likely than not. Realization of deferred tax assets is principally dependent upon the achievement of future taxable income, the estimation of which requires significant judgment by the Company's management. The judgment of the Company's management regarding future profitability may change due to many factors, including future market conditions and the Company's ability to successfully execute its business plans or tax planning strategies. These changes, if any, may require material adjustments to these deferred tax asset balances.

As of September 28, 2024, the liability for income taxes associated with uncertain tax positions was approximately $39.3 million. If fully recognized, approximately $36.6 million (net of federal benefit on state taxes) would impact the Company's effective tax rate. It is reasonably possible that the amount of unrecognized tax benefits in various jurisdictions may change in the next twelve months due to the expiration of statutes of limitation and audit settlements. However, due to the uncertainty surrounding the timing of these events, an estimate of the change within the next twelve months cannot currently be made.

The Company conducts business in multiple jurisdictions and, as a result, one or more of the Company's subsidiaries files income tax returns in U.S. federal, various state, local and foreign jurisdictions. The Company has concluded all U.S. federal income tax matters through fiscal year 2019. All material state, local and foreign income tax matters have been concluded through fiscal year 2016. The Company does not believe that the results of any tax authority examination would have a significant impact on its consolidated financial statements.

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Commitments and Contingencies

9 Months Ended
Sep. 28, 2024

Commitments and Contingencies Disclosure [Abstract]
Commitments and Contingencies

24. Commitments and Contingencies

Employment and Severance Agreements

On October 24, 2024, following a review by outside counsel, the Board adopted resolutions to terminate the employment of Mr. Joe Kiani, the Company's former Chairman and CEO, effective October 24, 2024.

The Company and Mr. Kiani entered into an employment agreement on November 4, 2015 (as thereafter amended and waived, the Amended Employment Agreement). Pursuant to the terms of the Amended Employment Agreement, upon a "Qualifying Termination" (as defined in the Amended Employment Agreement), Mr. Kiani would be entitled to receive (i) a cash severance benefit equal to two times the sum of his then-current base salary and the average annual bonus paid to Mr. Kiani during the immediately preceding three years, (ii) immediate vesting of Mr. Kiani's stock options and equity awards, (iii) 2.7 million restricted share units (RSUs), and (iv) a cash payment of $35 million (the Cash Payment and, together with the RSUs, the Special Payment). As set forth in the Amended Employment Agreement, a Qualifying Termination includes a termination by Mr. Kiani for "Good Reason" (as defined in the Amended Employment Agreement), which includes, among other things, (i) any diminution of Mr. Kiani's responsibilities,

duties and authority as set forth in Section 2 of the Amended Employment Agreement, (ii) Mr. Kiani ceasing to serve as the Company's CEO and Chairman (the Chairman Provision), and (iii) a "Change-in-Control" (as defined in the Amended Employment Agreement).

In the event of a "Change-in-Control" prior to a Qualifying Termination, on each of the first and second anniversaries of the Change-in-Control, 50% of the Cash Payment and 50% of the RSUs will vest, subject in each case to Mr. Kiani's continuous employment through each such anniversary date; however, in the event of a Qualifying Termination or a termination of Mr. Kiani's employment due to death or disability prior to either of such anniversaries, any unvested amount of the Cash Payment and all of the unvested RSUs shall vest and be paid in full. Additionally, in the event of a Change-in-Control prior to a Qualifying Termination, Mr. Kiani's stock options and any other equity awards would vest in accordance with their terms, but in no event later than in two equal installments on each of the one year and two year anniversaries of the Change-in- Control, subject in each case to Mr. Kiani's continuous employment through each such anniversary date.

On January 14, 2022, the Company entered into the Second Amendment to the Amended Employment Agreement (Second Amendment) with Mr. Kiani. The Second Amendment provides that the RSUs granted to Mr. Kiani pursuant to the Amended Employment Agreement will vest in full upon the termination of Mr. Kiani's employment with the Company pursuant to Mr. Kiani's death or disability.

On February 8, 2023, Mr. Kiani agreed that the valid election to the Company's Board at the Company's 2023 annual meeting of stockholders of any two individuals nominated by the Company's stockholders in lieu of two of the Company's then-current Board members would not be deemed to constitute a Change in Control for purposes of Section 9(iii) of the Amended Employment Agreement.

On March 22, 2023, in connection with the Board's unanimous selection of H Michael Cohen as Lead Independent Director, Mr. Kiani voluntarily irrevocably and permanently waived his right to treat the appointment of any lead independent director as "Good Reason" to terminate his employment under the Amended Employment Agreement, and his right to receive contractual separation payments on this basis.

On June 5, 2023, Mr. Kiani, pursuant to a Limited Waiver (Waiver), unconditionally, irrevocably and permanently waived his right, pursuant to the Amended Employment Agreement, to assert that a "Change in Control" has occurred pursuant to Section 9(iii) of the Amended Employment Agreement unless the individuals who constituted the Board at the beginning of the twelve (12) month period immediately preceding such change, as defined in Section 9(iii) of the Amended Employment Agreement, cease for any reason to constitute one-half or more of the directors then in office. In addition, Mr. Kiani agreed that, for purposes of determining whether such a "Change in Control" has occurred, any individual elected to the Board at the Company's 2023 annual meeting of stockholders will be treated as a member of the Board at the beginning of the twelve (12) month period.

As a result of Mr. Kiani's execution of the Waiver on June 5, 2023, which waived certain of the "Change in Control" provisions in the Amended Employment Agreement, the Company remeasured the expense related to the Award Shares and Cash Payment that would be recognized in the Company's condensed consolidated financial statements upon the occurrence of a Qualifying Termination under the Amended Employment Agreement, as amended by the Second Amendment, and the expense was determined to be approximately $479.7 million.

On September 19, 2024, at the Company's 2024 annual meeting of stockholders, the Company's stockholders voted to not reelect Mr. Kiani to the Board. Additionally, on September 19, 2024, after the Company's 2024 annual meeting of stockholders, Mr. Kiani delivered a notification to the Board stating his decision to resign from his position of CEO of the Company and filed a claim in California Superior Court relating to his Amended Employment Agreement, seeking, among other things, declaratory relief that he had validly terminated his employment for "Good Reason" (as defined in the Amended Employment Agreement), and that he was entitled to certain benefits provided in the Amended Employment Agreement upon a termination for "Good Reason".

On October 24, 2024, following a review by outside counsel, the Board adopted resolutions to terminate the employment of Mr. Kiani, effective October 24, 2024. The termination was not a Qualifying Termination (as defined in the Amended Employment Agreement). Consequently, the Company believes Mr. Kiani is not entitled to receive the Special Payment under the Amended Employment Agreement.

Also on October 24, 2024, the Company filed claims against Mr. Kiani in the Court of Chancery of the State of Delaware (the Chancery Court Litigation), seeking judicial declarations that numerous provisions in Mr. Kiani's Amended Employment Agreement, including the Special Payment, are invalid, unenforceable, and amount to a waste of corporate assets and, therefore, that Mr. Kiani is not entitled to receive the Special Payment. The Company's complaint alleges that the Company's directors at the time of the initial adoption of Mr. Kiani's Amended Employment Agreement and at the adoption of subsequent

amendments abdicated their fiduciary duties as a matter of Delaware law by approving the Amended Employment Agreement, which contained provisions intended to entrench Mr. Kiani's control of the Company indefinitely.

As of September 28, 2024, the Company had severance plan participation agreements with six executive officers. The participation agreements (the Agreements) are governed by the terms and conditions of the Company's 2007 Severance Protection Plan (the Severance Plan), which became effective on July 19, 2007 and which was amended effective December 31, 2008.

Under each of the Agreements, the applicable executive officer may be entitled to receive certain salary, equity, medical and life insurance benefits if he is terminated by the Company without cause or if he terminates his employment for good reason under certain circumstances. Each executive officer is also required to give the Company six months' advance notice of his resignation under certain circumstances.

Willow Cross-Licensing Agreement Provisions

The Company's Cross-Licensing Agreement with Willow contains annual minimum aggregate royalty obligations for the Company's use of the rainbow® licensed technology, which is a perpetual global license. Prior to a change in control, which is defined in the Willow Cross-Licensing Agreement to include, among other things, Mr. Kiani ceasing to serve as CEO of either the Company or Willow, the Company's annual minimum royalty obligation is $5.0 million. Upon a change in control of the Company or Willow: (i) all rights to the "Masimo" trademark will be assigned to Willow if the surviving or acquiring entity ceases to use "Masimo" as a company name and trademark; (ii) the option to license technology developed by Willow for use in blood glucose monitoring will be deemed automatically exercised and a $2.5 million license fee for this technology will become immediately payable to Willow; and (iii) the minimum aggregate annual royalties payable to Willow for carbon monoxide, methemoglobin, fractional arterial oxygen saturation, hemoglobin and/or glucose measurements will increase to $15.0 million per year until the exclusivity period of the agreement ends, plus up to $2.0 million for each additional rainbow® parameter (with no maximum ceiling for non-vital sign measurements). Any payment due annually to Willow resulting from a change in control of the Company is less than what the Company paid to Willow for licensing rights in 2022 or 2023. As of September 28, 2024, a change in control for purposes of the Willow Cross-Licensing Agreement had not occurred, and as such no accrual was made.

On October 24, 2024, a change in control as defined in the Willow Cross-Licensing Agreement occurred when Mr. Kiani's employment as the Company's CEO was terminated, resulting in a payment of $2.5 million for the licensing of Willow blood glucose monitoring technology, which was recorded to intangible assets on the Company's balance sheet. A change in control does not otherwise impact the scope or duration of the license rights. No additional accruals or payments were made in connection with the change in control under the Willow Cross-Licensing Agreement.

Purchase Commitments

Pursuant to contractual obligations with vendors, the Company had $274.0 million of purchase commitments as of September 28, 2024 that are expected to be purchased within one year. These purchase commitments have been made for certain inventory items in order to secure sufficient levels of those items, other critical inventory and manufacturing supplies, and to achieve better pricing.

In addition, the Company has certain purchase commitments related to its purchase of a property in Vancouver, British Columbia. See Note 8, "Property and Equipment, net", for further details.

Other Contractual Commitments

In the normal course of business, the Company may provide bank guarantees to support government hospital tenders in certain foreign jurisdictions. As of September 28, 2024, the Company had approximately $3.9 million in outstanding unsecured bank guarantees.

In certain circumstances, the Company also provides limited indemnification within its various customer contracts whereby the Company indemnifies the parties to whom it sells its products with respect to potential infringement of intellectual property, and against bodily injury caused by a defective Company product. It is not possible to predict the maximum potential amount of future payments under these or similar agreements, due to the conditional nature of the Company's obligations and the unique facts and circumstances involved. As of September 28, 2024, the Company had not incurred any significant costs related to contractual indemnification of its customers.

Fee Agreements

On January 1, 2024, the Company entered into a one year alternative fee agreement (Fee Agreement) with respect to certain on-going legal fees and costs charged by a vendor. The Fee Agreement imposes certain limits on a quarterly and annual basis for actual legal fees incurred by the vendor that are payable based on work performed related to litigation matters against Apple (see the heading "Litigation" under Note 24, "Commitments and Contingencies" for further details). If the vendor is successful in obtaining a favorable judgement for the Company on any claim or counterclaim after exhaustion or dismissal of any appeals, or upon settlement resulting in monetary consideration to the Company, the vendor will be paid a success fee equal to three times the amount of the excess of the annual legal fee limit within 60 days after entry of a judgement or the effective date of any settlement. Amounts due to the vendor under this Fee Agreement will be recognized when probable and reasonably estimable.

In connection with the potential separation of the Company's consumer businesses, the Company entered into contingent or discretionary fee agreements with various service providers, advisors and consultants. The Company is unable to reasonably estimate the contingent fees due under these agreements at this time. Amounts due will be recognized when probable and reasonably estimable.

Endorsement Agreements

The Company entered into two endorsement agreements, effective on February 1, 2024 and April 12, 2024, respectively, with terms ranging from 18 months to 36 months, for an approximate total commitment of $11.5 million, plus applicable taxes. One of these agreements also contains certain royalty payment provisions based on sales of particular products, with a minimum guaranteed royalty payment of $0.5 million. As of September 28, 2024, the outstanding amount of the obligations under these endorsement agreements was an aggregate of $7.8 million.

Concentrations of Risk

The Company is exposed to credit loss for the amount of its cash deposits with financial institutions in excess of federally insured limits. The Company invests a portion of its excess cash with major financial institutions. As of September 28, 2024, the Company had $158.5 million of bank balances, of which $8.3 million was covered by either the U.S. Federal Deposit Insurance Corporation limit or foreign countries' deposit insurance organizations.

The Company's ability to sell its healthcare products to U.S. hospitals depends in part on its relationships with GPOs. Many existing and potential healthcare customers for the Company's products become members of GPOs. GPOs negotiate pricing arrangements and contracts, sometimes exclusively, with medical supply manufacturers and distributors, and these negotiated prices are made available to a GPO's affiliated hospitals and other members. During the three months ended September 28, 2024 and September 30, 2023, revenue from the sale of the Company's healthcare products to customers that are members of GPOs approximated 57.3% and 50.5% of healthcare revenue, respectively. During the nine months ended September 28, 2024 and September 30, 2023, revenue from the sale of the Company's healthcare products to customers that are members of GPOs approximated 57.9% and 52.9% of healthcare revenue, respectively.

For the three months ended September 28, 2024 and September 30, 2023, the Company had sales through one just-in-time healthcare distributor that represented 16.2% and 10.7% of consolidated revenue, respectively.

For the nine months ended September 28, 2024 and September 30, 2023, the Company had sales through one just-in-time healthcare distributor that represented 13.9% and 10.4% of consolidated revenue, respectively.

For each of the three and nine months ended September 28, 2024 and September 30, 2023, there were no revenue concentrations for the Company's non-healthcare business.

As of September 28, 2024 and December 30, 2023, there were no customer concentrations risks associated with the Company's healthcare business.

As of September 28, 2024 and December 30, 2023, there were no customer concentration risks associated with the Company's non-healthcare business.

Litigation

On January 9, 2020, the Company filed a complaint against Apple Inc. (Apple) in the United States District Court for the Central District of California for infringement of a number of patents, for trade secret misappropriation, and for ownership and correction of inventorship of a number of Apple patents listing one of its former employees as an inventor. The Company is seeking damages, injunctive relief, and declaratory judgment regarding ownership of the Apple patents. Apple filed petitions for Inter Partes review (IPR) of the asserted patents in the U.S. Patent and Trademark Office (PTO). The PTO instituted IPR of the asserted patents. On October 13, 2020, the District Court stayed the patent infringement claims pending completion of the IPR proceedings. In the IPR proceedings, one or more of the challenged claims of three of the asserted patents were found valid. The challenged claims of nine of the asserted patents were found invalid. On appeal, the U.S. Court of Appeals for the Federal Circuit affirmed all the IPR decisions except it reversed a finding of invalidity for certain dependent claims of one Masimo patent. From April 4, 2023 through May 1, 2023, the District Court held a jury trial on the trade secret, ownership, and inventorship claims. The District Court granted Apple's motion for judgment as a matter of law on certain trade secrets and denied the remainder of Apple's motion. On May 1, 2023, the District Court declared a mistrial because the jury was unable to reach a unanimous verdict. The District Court scheduled a retrial on the trade secret, ownership, and inventorship claims to begin November 5, 2024. The stay of the patent infringement claims has been lifted and those claims will be tried at a later date.

On June 30, 2021, the Company filed a complaint with the U.S. International Trade Commission (ITC) against Apple for infringement of a number of other patents. The Company filed an amended complaint on July 12, 2021. On August 13, 2021, the ITC issued a Notice of Institution of Investigation on the asserted patents. From June 6, 2022 to June 10, 2022, the ITC conducted an evidentiary hearing. In July and August 2022, Apple filed petitions for IPR of the asserted patents in the PTO. On January 10, 2023, a United States Administrative Law Judge in Washington, D.C. ruled that Apple violated Section 337 of the Tariff Act of 1930 (Section 337), as amended, by importing and selling within the United States certain Apple Watches with light-based pulse oximetry functionality and components, which infringe one of the Company's pulse oximeter patents. On January 24, 2023, the United States Administrative Law Judge further recommended that the ITC issue an exclusion order and a cease and desist order on certain Apple Watches. On October 26, 2023, the ITC issued a Notice of Final Determination finding a violation of Section 337 by Apple. The ITC determined that the appropriate form of relief is a Limited Exclusion Order (LEO) prohibiting the unlicensed entry of infringing wearable electronic devices with light-based pulse oximetry functionality manufactured by or on behalf of Apple, and a Cease and Desist Order (CDO). The LEO and CDO went into effect after the 60-day Presidential review period expired. The LEO and CDO are currently in effect. Apple's appeal to the Federal Circuit is pending. On January 30, 2023, the PTO denied institution of IPR proceedings for the Company's pulse oximeter patents that the ITC ruled were infringed. With respect to the other patents asserted at the ITC, the PTO denied institution of IPR proceedings for one patent and instituted IPR proceedings for two patents in January and February 2023. In the IPR proceedings, one or more of the challenged claims were found valid, while others were found invalid. The time period for appeal is pending. On January 12, 2024, the U.S. Customs and Border Protection Exclusion Order Enforcement Branch issued a ruling letter allowing importation of certain Apple Watches with the blood oxygen feature disabled.

On October 20, 2022, Apple filed two complaints against the Company in the U.S. District Court for the District of Delaware alleging that the Masimo W1™ watch infringes six utility and four design patents. Apple is seeking damages and injunctive relief. On December 12, 2022, the Company counterclaimed for monopolization, attempted monopolization, false advertising (and related causes of action) and infringement of ten patents. The Company is seeking damages and injunctive relief. On May 5, 2023, the Court ordered that the two cases be coordinated through the pre-trial stage. The Court held a case management conference in March 2024. On October 7, 2024, the Court granted summary judgment on the Company's inequitable conduct defense and counterclaim. The Court held a jury trial in October 2024

on Apple's patent claims. The jury found that the Company's current product offerings do not infringe any Apple patents. The jury found a discontinued version of the Masimo W1™ watch infringed one design patent and a discontinued version of the Masimo W1™ watch charger infringed a second design patent. The jury awarded a total of $250. The Company's patent and antitrust counterclaims will be tried at a later date. The Company intends to vigorously pursue all of its claims against Apple and believes the Company has good and substantial defenses to Apple's claims, but there is no guarantee that the Company will be successful in these efforts.

On August 22, 2023, a putative class action complaint was filed by Sergio Vazquez against the Company and members of its management alleging violations of the federal securities laws (Securities Class Action). On November 14, 2023, the court appointed Boston Retirement System, Central Pennsylvania Teamsters Pension Fund-Defined Benefit Plan, and Central Pennsylvania Teamsters Pension Fund-Retirement Income Plan 1987 as lead plaintiffs. The lead plaintiffs filed an amended complaint on February 12, 2024. The amended complaint alleges that the Company and members of its management, from May 4, 2022 through August 8, 2023, disseminated materially false and misleading statements and/or concealed material adverse facts relating to the performance of its healthcare business and the success of the Company's legacy Sound United business. The Company moved to dismiss the amended complaint on April 29, 2024 and briefing on the motion concluded on July 26, 2024. The motion is currently pending. The Company believes it has good and substantial defenses to the claims in the amended complaint, but there is no guarantee that the Company will be successful in these efforts.

On May 1, 2024, a purported stockholder, Linda McClellan, filed a derivative action in the U.S. District Court for the Southern District of California against certain of the Company's current and former executives and directors, and the Company as nominal defendant. The complaint alleges, among other things, that the defendants breached their fiduciary duties owed to the Company by allowing or permitting false or misleading statements to be disseminated regarding the performance of the Company's healthcare business and the success of the Company's legacy Sound United business. The complaint also asserts causes of action for violations of Section 10(b) of the Securities Exchange Act of 1934 (15 U.S.C.§ 78j(b)) and Rule 10b-5 promulgated thereunder, aiding and abetting breach of fiduciary duty, unjust enrichment, abuse of control, gross mismanagement, and waste of corporate assets. On May 16, 2024, purported stockholder Dianne Himmelberger filed a similar derivative action in the U.S. District Court for the Southern District of California (collectively, Derivative Actions). On July 22, 2024, the Court consolidated the Derivative Actions and stayed them until the motion to dismiss the Securities Class Action has been (i) denied in whole or in part, and no amended complaint is subsequently filed; or (ii) granted with prejudice, and any appeals pertaining to the motion to dismiss have concluded, or the time for seeking appellate review has passed with no further action from the Securities Class Action parties.

The Company received a subpoena from the Department of Justice (DOJ) dated February 21, 2024 seeking documents and information related to the Company's Rad-G® and Rad-97® products, including information relating to complaints surrounding the products and the Company's decision to recall select Rad-G® products in 2024.

The Company received a civil investigative demand from the DOJ pursuant to the False Claims Act, 31 U.S.C. §§ 3729-3733, dated March 25, 2024, seeking documents and information related to customer returns of the Company's Rad-G® and Rad-97® products, including returns related to the Company's recall of select Rad-G® products in 2024.

The Company received a subpoena from the Securities and Exchange Commission dated March 26, 2024 seeking documents and information relating to allegations of potential accounting irregularities and internal control deficiencies from employees within the Company's accounting department.

With respect to each of the subpoenas and the investigative demand described above, the Company is cooperating with the government and may expend significant financial and managerial resources in connection with responding to the subpoenas and investigative demand and any related investigation or any other future requests for information. In addition, requests and investigations of this nature may lead to the assertion of claims or the commencement of legal proceedings against the Company, which in turn may lead to material fines, penalties or other liabilities.

On July 15, 2024, the Company commenced litigation against Politan, including Mr. Koffey and Ms. Brennan, members of the Board, in the U.S. District Court for the Central District of California seeking, among other things, an order declaring that Politan's proxy materials for the Company's 2024 annual meeting of stockholders violate Section 14(a) of the Securities Exchange Act of 1934, as amended (Exchange Act), an order enjoining Politan from voting any proxies received by means of Politan's misleading proxy material, an order invalidating any proxies Politan or other persons acting in concert with it obtained pursuant to the misleading proxy material and an injunction requiring Politan to correct material misstatements and omissions in Politan's proxy materials for the Company's 2024 annual meeting of stockholders. On July 19, 2024, the Company filed a request for expedited discovery, which the District Court granted, and a motion for preliminary injunction. On August 26, 2024, the Company filed an amended complaint adding a claim that Politan had violated Section 13(d) of the Exchange Act for its disclosures related to its investment in the Company. The District Court denied the Company's motion for a preliminary injunction after a hearing on September 9, 2024.

On July 17, 2024, Politan commenced litigation against the Company, Mr. Kiani, Mr. Reynolds and Mr. Chapek, members of the Board, in the Court of Chancery of the State of Delaware alleging that Mr. Kiani, Mr. Reynolds and Mr. Chapek breached their fiduciary duties to the Company by moving the date of the Company's 2024 annual meeting of stockholders from July 25,

2024 to September 19, 2024, and seeking, among other things, to have the Company set the record date and hold the Company's 2024 annual meeting of stockholders as soon as possible, without further adjournment or postponement (Politan Chancery Litigation). On July 19, 2024, the Court of Chancery denied Politan's request to reschedule the Company's 2024 annual meeting of stockholders to an earlier date. On October 25, 2024, Politan voluntarily dismissed the Politan Chancery Litigation without prejudice.

On September 19, 2024, at the Company's 2024 annual meeting of stockholders, the Company's stockholders voted not to reelect Mr. Kiani to the Board. On September 19, 2024, after the conclusion of the Company's 2024 annual meeting of stockholders, Mr. Kiani delivered a notification to the Board stating his decision to resign from his position of CEO of the Company (the September 19 Notice). On September 23, 2024, Mr. Kiani delivered a notification to the Board further describing his decision to resign (the September 23 Notice), and, on September 25, 2024, Mr. Kiani delivered an amended notification to the Board stating his decision to resign (the September 25 Notice, and, together with the September 19 Notice and the September 23 Notice, the Notice).

The Notice further states that Mr. Kiani's resignation is for "Good Reason" (as such term is defined in Mr. Kiani's Amended Employment Agreement) and that the basis for his resignation for Good Reason is the diminution of his "responsibilities, duties and authority as the Chairman of the Board and CEO" as defined in Sections 2 and 7.4 of his Amended Employment Agreement.

Additionally, on September 19, 2024, Mr. Kiani filed a claim in California Superior Court relating to his Amended Employment Agreement seeking, among other things, a declaratory relief that he had validly terminated his employment for "Good Reason", and that he was entitled to certain benefits provided in the Amended Employment Agreement upon a termination for Good Reason, including the Special Payment.

The Company is evaluating the claim, and believes it has good and substantial defenses to the claim, but there is no guarantee that the Company will be successful in these efforts.

Also on October 24, 2024, the Company filed Chancery Court Litigation against Mr. Kiani, seeking judicial declarations that numerous provisions in Mr. Kiani's Amended Employment Agreement, including the Special Payment, are invalid, unenforceable, and amount to a waste of corporate assets and, therefore, that Mr. Kiani is not entitled to receive the Special Payment. The Company's complaint in the Chancery Court Litigation alleges that Masimo's directors at the time of the initial adoption of the Employment Agreement and subsequent amendments abdicated their fiduciary duties as a matter of Delaware law by approving the Amended Employment Agreement, which contained provisions intended to entrench Mr. Kiani in control of the Company indefinitely.

Also, on October 24, 2024, following a review by outside counsel, the Board adopted resolutions to terminate Mr. Kiani's employment, effective October 24, 2024. The termination was not a Qualifying Termination (as defined in the Amended Employment Agreement). Consequently, the Company believes Mr. Kiani is not entitled to receive the Special Payment under the Amended Employment Agreement.

On October 25, 2024, the Company commenced litigation in the United States District Court for the Southern District of New York against Mr. Kiani, Roderick Wong, Naveen Yalamanchi, RTW Investments, LP, RTW Investments GP, LLC, RTW Master Fund, Ltd., RTW Offshore Fund One, Ltd., RTW Onshore Fund One, LP, RTW Innovation Master Fund, Ltd., RTW Innovation Offshore Fund, Ltd., RTW Innovation Onshore Fund, LP, and RTW Fund Group GP, LLC, seeking disgorgement of short-swing profits pursuant to Section 16(b) of the Exchange Act. The Company alleges that the defendants formed a stockholder group under Section 13(d) of the Exchange Act holding 10% or more of the Company's common stock and engaged in short-swing trading between May and September 2024 as a part of an empty voting scheme to manipulate the vote in Mr. Kiani's favor for the Company's 2024 annual meeting of stockholders. Collectively the group of defendants formed held as much as 19% of the Company's outstanding common stock. The Company alleges that RTW secretly increased its long position in the Company immediately in advance of each the two record dates used in the 2024 proxy contest to maximize its voting power in favor of Mr. Kiani while offsetting its economic exposure from this increased long position by engaging in short selling. RTW then reduced its long position and covered its short position after each of the two record dates. Thus for each of the two record dates, RTW artificially and temporarily inflated its voting power to benefit Mr. Kiani. RTW carried out this empty voting scheme in coordination with Mr. Kiani. The trading RTW used in this scheme constitutes short-swing trading under Section 16(b) and any profits from such trading must be disgorged to the Company.

For each of the foregoing matters, the Company is unable to determine whether any loss ultimately will occur or to estimate the range of such loss; therefore, no amount of loss accrued by the Company in the accompanying condensed consolidated financial statements.

From time to time, the Company may be involved in other litigation and investigations relating to claims and matters arising out of its operations in the normal course of business. The Company believes that it currently is not a party to any other legal proceedings which, individually or in the aggregate, would have a material adverse effect on its consolidated financial position, results of operations or cash flows.

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Segment and Enterprise Reporting	9 Months Ended Sep. 28, 2024
Segment Reporting [Abstract]	
Segment and Enterprise Reporting	

25. Segment and Enterprise Reporting

The Company's reportable segments are determined based upon the Company's organizational structure and the way in which the Company's Chief Operating Decision Maker (CODM), the CEO, makes operating decisions and assesses financial performance. The CODM considered several factors including, but not limited to, customer base, technology, and homogeneity of products.

The two segments are:

- Healthcare - develops, manufactures, and markets a variety of noninvasive monitoring technologies and hospital automation solutions and therapeutics. This segment includes the Company's core legacy hospital business and new Masimo-technology-enabled consumer products that are distributed through many channels including e-commerce sites, leading national retailers and specialty chains globally.
- Non-healthcare - designs, develops, manufactures, markets and sells a broad portfolio of premium, high-performance audio products and services.

Income from operations for each segment includes all geographic revenues, related cost of net revenues and operating expenses directly attributable to the segment. The Company uses gross profit, as presented in the Company's financial reports, as the primary measure of segment profitability. The Company uses the same accounting policies to generate segment results as the Company does for consolidated results. Segment information presented herein reflects the impact of these changes for all periods presented. For the three and nine months ended September 28, 2024, intercompany revenues between the Healthcare and Non-healthcare segments were $2.9 million and $4.0 million, respectively. For each of the three and nine months ended September 30, 2023, intercompany revenues between the Healthcare and Non-healthcare segments were $5.0 million. All inter-segment transactions and balances are eliminated in consolidation for all periods presented below.

Selected information by reportable segment is presented below for each of the three and nine months ended September 28, 2024 and September 30, 2023:

	Three Months Ended		Nine Months Ended	
(in millions)	September 28, 2024	September 30, 2023	September 28, 2024	September 30, 2023
Revenues by segment:				
Healthcare	$ 343.3	$ 307.8	$ 1,026.8	$ 935.6
Non-healthcare	161.3	171.1	466.9	563.6
Total revenue by segment	$ 504.6	$ 478.9	$ 1,493.7	$ 1,499.2
Gross profit:				
Healthcare	$ 215.9	$ 185.6	$ 642.2	$ 569.4
Non-healthcare	55.8	55.8	154.3	192.2
Other[1]	(8.5)	(6.6)	(36.8)	(20.8)
Gross profit	$ 263.2	$ 234.8	$ 759.7	$ 740.8

[1] Management excludes certain corporate expenses from segment gross profit. In addition, certain amounts that management considers to be non-recurring or non-operational are excluded from segment gross profit because management evaluates the operating results of the segments excluding such items.

The Company's depreciation and amortization by segment are as follows:

	Three Months Ended		Nine Months Ended	
(in millions)	September 28, 2024	September 30, 2023	September 28, 2024	September 30, 2023
Total depreciation and amortization by segment:				
Healthcare	$ 10.3	$ 9.8	$ 30.9	$ 28.1
Non-healthcare	13.7	14.7	41.4	47.7
Total depreciation and amortization by segment	$ 24.0	$ 24.5	$ 72.2	$ 75.8

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Pay vs Performance Disclosure - USD ($) $ in Millions	3 Months Ended				9 Months Ended			
	Sep. 28, 2024	Jun. 29, 2024	Mar. 30, 2024	Sep. 30, 2023	Jul. 01, 2023	Apr. 01, 2023	Sep. 28, 2024	Sep. 30, 2023
Pay vs Performance Disclosure								
Net income	$ 9.8	$ 16.0	$ 18.9	$ 10.6	$ 15.7	$ 21.3	$ 44.7	$ 47.6

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Insider Trading Arrangements	3 Months Ended Sep. 28, 2024
Trading Arrangements, by Individual	
Rule 10b5-1 Arrangement Adopted	false
Non-Rule 10b5-1 Arrangement Adopted	false
Rule 10b5-1 Arrangement Terminated	false
Non-Rule 10b5-1 Arrangement Terminated	false

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Summary of Significant Accounting Policies (Policies)	9 Months Ended Sep. 28, 2024
Accounting Policies [Abstract]	

Basis of Presentation

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information and note disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) have been condensed or omitted pursuant to such rules and regulations. The accompanying condensed consolidated financial statements have been prepared on the same basis as the annual financial statements and, in the opinion of management, reflect all adjustments, including normal recurring accruals, necessary to present fairly the Company's condensed consolidated financial statements. The accompanying condensed consolidated balance sheet as of December 30, 2023 was derived from the Company's audited consolidated financial statements at that date. The accompanying condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and related notes contained in the Company's Annual Report on Form 10-K for the fiscal year ended December 30, 2023 (fiscal year 2023), filed with the SEC on February 28, 2024. The results for the three and nine months ended September 28, 2024 are not necessarily indicative of the results to be expected for the fiscal year ending December 28, 2024 (fiscal year 2024) or for any other interim period or for any future year.

Fiscal Periods

Fiscal Periods

The Company follows a conventional 52/53 week fiscal year. Under a conventional 52/53 week fiscal year, a 52 week fiscal year includes four quarters of 13 weeks while a 53 week fiscal year includes three 13 week fiscal quarters and one 14 week fiscal quarter. The Company's last 53 week fiscal year was fiscal year 2020. Fiscal year 2024 is a 52 week fiscal year ending December 28, 2024. All references to years in these notes to condensed consolidated financial statements are fiscal years unless otherwise noted.

Reclassifications

Reclassifications

Certain amounts in the accompanying condensed consolidated financial statements have been reclassified to conform to the current period presentation, including certain balance sheet asset accounts in the consolidated financial statements for the year ended December 30, 2023. There was no impact on previously reported total assets, liabilities, stockholders' equity or net income.

Use of Estimates

Use of Estimates

The Company prepares its financial statements in conformity with GAAP, which requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Significant estimates include the determination of standalone selling prices, variable consideration, total consideration allocated to each performance obligation within a contract, inventory valuation, valuation of the Company's equity awards, valuation of identifiable assets and liabilities connected with business combinations, impairment of long-lived assets, intangible assets and goodwill; derivative and equity instruments, deferred taxes and any associated valuation allowances, deferred revenue, accounting for pensions, uncertain income tax positions, litigation costs, and related accruals.

Business Combinations

Business Combinations

The Company accounts for business combinations using the acquisition method of accounting in accordance with Accounting Standards Codification (ASC) Topic 805, *Business Combinations*, which requires that once control is obtained, assets acquired, liabilities assumed and noncontrolling interests in the acquired entity, if applicable, are recorded at their respective fair values at the date of acquisition, with the exception of acquired contract assets and contract liabilities (i.e., deferred revenue) from contracts with customers. These are recognized and measured in accordance with ASC Topic 606, *Revenue from Contracts with Customers*. The excess of the purchase price over fair values of identifiable assets, liabilities and noncontrolling interests in the acquired entity, if applicable, is recorded as goodwill.

Fair Value Measurements

Fair Value Measurements

The Company accounts for certain financial instruments at their fair values as either assets or liabilities on the balance sheet. The Company determines the fair value of its financial instruments using the framework prescribed by ASC Topic 820, *Fair Value Measurements and Disclosures*, and considers the estimated amount the Company would receive or pay to transfer these instruments at the reporting date with respect to current currency exchange rates, interest rates, the creditworthiness of the counterparty for unrealized gain positions and the Company's creditworthiness for unrealized loss positions. In certain instances, the Company may utilize financial models to measure the fair value of its financial instruments. In doing so, the Company uses inputs that include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, other observable inputs for the asset or liability and inputs derived principally from, or corroborated by, observable market data by correlation or other means.

Recurring Fair Value Measurement

On a recurring basis, the Company measures certain financial assets and financial liabilities at fair value based upon quoted market prices. Where quoted market prices or other observable inputs are not available, the Company applies valuation techniques to estimate fair value. Authoritative guidance describes a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value:

- Level 1—Quoted prices in active markets for *identical* assets or liabilities.
- Level 2—Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for *similar* assets or liabilities, quoted prices in markets that are not active; or other inputs that can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The following tables represent the Company's financial assets, measured at fair value on a recurring basis at September 28, 2024:

		Fair Value Measurement Hierarchy		
(in millions)	Total Carrying Value	Level 1	Level 2	Level 3
Assets				
Cash and cash equivalents	$ 101.2	$ 101.2	$ —	$ —
Money market funds	57.3	57.3	—	—
Equity securities	1.7	1.7	—	—
Pension assets	25.6	18.8	6.8	—
Derivative instruments - cash flow hedges[1]	4.7	4.7	—	—
Derivative instruments - warrants	0.9	0.9	—	—
Total assets	$ 191.4	$ 184.6	$ 6.8	$ —
Liabilities				
Derivative instruments - cash flow hedges	$ 4.9	$ 4.9	$ —	$ —
Total liabilities	$ 4.9	$ 4.9	$ —	$ —

The following tables represent the Company's financial assets, measured at fair value on a recurring basis at December 30, 2023:

		Fair Value Measurement Hierarchy		
(in millions)	Total Carrying Value	Level 1	Level 2	Level 3
Assets				
Cash and cash equivalents	$ 87.0	$ 87.0	$ —	$ —
Money market funds	76.0	76.0	—	—
Pension assets	23.1	16.8	6.3	—
Equity securities	1.7	1.7	—	—
Derivative instruments - cash flow hedges[1]	11.6	11.6	—	—
Derivative instruments - warrants	1.0	1.0	—	—
Total assets	$ 200.4	$ 194.1	$ 6.3	$ —
Liabilities				
Derivative instruments - cash flow hedges	$ 3.6	$ 3.6	$ —	$ —
Total liabilities	$ 3.6	$ 3.6	$ —	$ —

[1] Includes accrued interest.

The Company invests in checking, savings and money market fund accounts, which are classified within Level 1 of the fair value hierarchy as they are valued using quoted market prices. These investments are classified as cash and cash equivalents within the Company's accompanying condensed consolidated balance sheets, in accordance with GAAP and its accounting policies.

The Company has certain strategic investments in privately-held companies (non-marketable equity securities) and companies that have completed initial public offerings (marketable equity securities). The Company's marketable equity securities, whose price is based on quoted market price in an active market, are classified within Level 1 of the fair value hierarchy. Equity securities are classified as current, short-term investments, or non-current, recorded in other non-current assets, based on the nature of the securities and their availability for use in current operations. The changes in the fair value of those equity securities are measured at each reporting date and changes in the value of these investments between reporting dates are recorded within non-operating loss.

The Company's pension assets consist of Level 1 and Level 2 investments. The fair value of Level 2 assets is based on observable inputs such as prices or quotes for similar assets, adjusted for any differences in terms or conditions that may affect the value of the instrument being valued. The valuation techniques used for Level 2 assets may include the use of models or other valuation techniques, but these methods are all based on observable market inputs.

The Company also has investments in certain derivative instruments, which are measured at fair value and classified within Level 1 of the fair value hierarchy.

Non-Recurring Fair Value Measurements

For certain other financial assets and liabilities, including restricted cash, accounts receivable, accounts payable and other current assets and liabilities, the carrying amounts approximate their fair value primarily due to the relatively short maturity of these balances. The Company also measures certain non-financial assets at fair value on a non-recurring basis, primarily goodwill, intangible assets and operating lease right-of-use assets, in connection with periodic evaluations for potential impairment.

Furthermore, the Company did not elect to apply the fair value option to specific assets or liabilities on a contract-by-contract basis. The Company did not have any transfers between Level 2 and Level 3 during the nine months ended September 28, 2024.

Cash and Cash Equivalents

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity from the date of purchase of three months or less, or highly liquid investments that are readily convertible into known amounts of cash, to be cash equivalents. The Company carries cash and cash equivalents at cost, which approximates fair value, and they are Level 1 under the fair value hierarchy.

Accounts Receivable and Allowance for Credit Losses

Accounts Receivable and Allowance for Credit Losses

Accounts receivable consist of trade receivables recorded at the time of invoicing of product sales, reduced by reserves for estimated bad debts and returns. Trade accounts receivable are recorded at the invoiced amount and do not bear interest. Credit is extended based on an evaluation of the customer's financial condition. Collateral is generally not required. The Company records an allowance for credit losses that it does not expect to collect based on relevant information, including historical experience, current conditions, and reasonable and supportable forecasts. Accounts are charged off against the allowance when the Company believes they are uncollectible. The allowance for credit losses is measured on a collective (pool) basis when similar risk characteristics exist. Based on the risk characteristics, the Company has identified U.S. and international customers as separate portfolios for both segments, and measures expected credit losses on such receivables using an aging methodology.

Inventories

Inventories

Inventories are stated at the lower of cost or net realizable value. Cost is determined using a standard cost method, which approximates the first in, first out method, and includes material, labor and overhead costs. Inventory valuation adjustments are recorded for inventory items that have become excess or obsolete or are no longer used in current production and for inventory items that have a market price less than the carrying value in inventory. The Company generally determines inventory valuation adjustments based on an evaluation of the expected future use of its inventory on an item by item basis and applies historical obsolescence rates to estimate the loss on inventory expected to have a recovery value below cost. The Company also records other specific inventory valuation adjustments when it becomes aware of unique events or circumstances that result in an expected recovery value below cost. For inventory items that have been written down, the reduced value becomes the new cost basis.

Property and Equipment

Property and Equipment

Property and equipment are stated at cost. Depreciation is calculated using the straight-line method over estimated useful lives as follows:

	Useful Lives
Buildings and building improvements	7 to 39 years
Computer equipment and software	2 to 12 years
Demonstration units	2 to 3 years
Furniture and office equipment	2 to 15 years
Leasehold improvements	Lesser of useful life or term of lease
Machinery, equipment and tooling	3 to 20 years
Operating lease assets	Lesser of useful life or term of lease
Transportation, vehicles and other	1 to 20 years

Land is not depreciated and construction-in-progress is not depreciated until placed in service. Normal repair and maintenance costs are expensed as incurred, whereas significant improvements that materially increase values or extend useful lives are capitalized and depreciated over the remaining estimated useful lives of the related assets. Upon sale or retirement of depreciable assets, the related cost and accumulated depreciation or amortization are removed from the accounts and any gain or loss on the sale or retirement is recognized in income.

Lessee Right-of-Use (ROU) Assets and Lease Liabilities

Lessee Right-of-Use (ROU) Assets and Lease Liabilities

The Company determines if an arrangement contains a lease at inception. ROU assets represent the Company's right to use an asset underlying an operating lease for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from an operating lease. ROU assets and lease liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. The Company generally estimates the applicable discount rate used to determine the net present value of lease payments based on available information at the lease commencement date. Many of the Company's lessee agreements include options to extend the lease, which the Company does not include in its lease terms unless they are reasonably certain to be exercised. The Company utilizes a portfolio approach to account for the ROU assets and liabilities associated with certain equipment leases.

The Company has also made an accounting policy election not to separate lease and non-lease components for its real estate leases and to exclude short-term leases with a term of twelve months or less from its ROU assets and lease liabilities. Rental expense for lease payments related to operating leases is recognized on a straight-line basis over the lease term.

Intangible Assets

Intangible Assets

Intangible assets consist primarily of patents, trademarks, software development costs, customer relationships and acquired technology. Costs related to patents and trademarks, which include legal and application fees, are capitalized and amortized over the estimated useful lives using the straight-line method. Patent and trademark amortization commences once final approval of the patent or trademark has been obtained. Patent costs are amortized over the lesser of 10 years or the patent's remaining legal life, which assumes renewals, and trademark costs are amortized over 17 years, and their associated amortization cost is included in selling, general and administrative expense in the accompanying condensed consolidated statements of operations. For intangibles purchased in an asset acquisition or business combination, which mainly include patents, trademarks, customer relationships and acquired technologies, the useful life is determined largely by valuation estimates of remaining economic life.

The Company's policy is to renew its patents and trademarks. Costs to renew patents and trademarks are capitalized and amortized over the remaining useful life of the intangible asset. The Company periodically evaluates the amortization period and carrying basis of patents and trademarks to determine whether any events or circumstances warrant a revised estimated useful life or reduction in value. Capitalized application costs are charged to operations when it is determined that the patent or trademark will not be obtained or is abandoned.

Software development costs are accounted for in accordance with ASC Topic 985-20, *Software - Costs of Software to be Sold, Leased, or Marketed*. Once technological feasibility has been established, qualifying costs incurred in development are capitalized until available for general release to customers, and subsequently reported at the lower of unamortized cost or net realizable value.

Intangibles purchased as part of an asset acquisition or business combination historically have included patents, trademarks, customer relationships, developed technologies and contractual licenses. In certain circumstances the Company has also acquired non-compete agreements tied to certain employment relationships. The useful life for all of these is largely determined by valuation estimates of remaining economic life. In connection with the Sound United acquisition, the Company acquired certain trademarks/tradenames, which are intangible assets with indefinite useful lives. These brands are expected to maintain brand value for an indefinite period of time.

Impairment of Goodwill, Intangible Assets and Other Long-Lived Assets

Impairment of Goodwill, Intangible Assets and Other Long-Lived Assets

Goodwill is recorded as the difference, if any, between the aggregate consideration paid for an acquisition and the fair value of the acquired net tangible and intangible assets. Goodwill is not amortized, but instead is tested annually for impairment, or more frequently when events or changes in circumstances indicate that goodwill might be impaired. In assessing goodwill impairment, the Company has the option to first assess the qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. The Company has two reporting units, healthcare and non-healthcare. The Company's qualitative assessment of the recoverability of goodwill considers various macro-economic, industry-specific and Company-specific factors, including: (i) severe adverse industry or economic trends; (ii) significant Company-specific actions; (iii) current, historical or projected deterioration of the Company's financial performance; or (iv) a sustained decrease in the Company's market capitalization below its net book value. If the qualitative assessment indicates that it is more-likely-than-not that the fair value of a reporting unit is less than its carrying value, or if the Company elects to bypass the qualitative analysis, then the Company performs a quantitative analysis that compares the fair value of the reporting unit with its carrying amount, including goodwill. If the fair value of the reporting unit exceeds its carrying amount, goodwill is not considered impaired; otherwise, a goodwill impairment loss is recognized for the lesser of: (a) the amount that the carrying amount of such reporting unit exceeds its fair value; or (b) the amount of the goodwill allocated to such reporting unit. The annual impairment test is performed during the fourth fiscal quarter.

Similar to goodwill, indefinite-lived intangible assets are not amortized but instead are subject to annual impairment testing, unless circumstances dictate more frequent testing, if impairment indicators exist. Impairment for indefinite-lived assets exists if the carrying value of the indefinite-lived intangible asset exceeds its fair value. Determining whether impairment indicators exist and estimating the fair value of the Company's indefinite-lived intangible assets if necessary for impairment testing require significant judgment. Qualitative factors considered in this assessment include industry and market conditions, overall financial performance, and other relevant events and factors.

The Company reviews finite lived intangible assets and long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the future undiscounted operating cash flows expected to be generated by the asset. If such asset is considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount exceeds the fair value of the asset. Long-lived assets to be disposed of are reported at the lower of carrying amount or fair value less costs to sell.

Employee Defined Benefit Plans

Employee Defined Benefit Plans

The Company maintains noncontributory defined benefit plans that cover certain employees in certain international locations. The Company recognizes the funded status, or the difference between the fair value of plan assets and the projected benefit obligations of the pension plan on the condensed consolidated balance sheet, with a corresponding adjustment to accumulated other comprehensive income (loss). If the projected benefit obligation exceeds the fair value of plan assets, the difference or underfunded status represents the pension liability. The Company records a net periodic pension cost in the condensed consolidated statement of operations. The liabilities and annual income or expense are determined using methodologies that involve several actuarial assumptions, the most significant of which are the discount rate and the expected long-term rate of asset return. The Company's accounting policy includes an annual re-measurement of pension assets and obligations. In addition, the Company re-measures pension assets and obligations for significant events, as of the nearest month-end date on the calendar. The fair values of plan assets are determined based on prevailing market prices.

Income Taxes

Income Taxes

The Company accounts for income taxes using the asset and liability method, under which the Company recognizes deferred tax assets and liabilities for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and for net operating loss and tax credit carryforwards. Tax positions that meet a more-likely-than-not recognition threshold are recognized in the first reporting period that it becomes more-likely-than-not such tax position will be sustained upon examination. A tax position that meets this more-likely-than-not recognition threshold is recorded at the largest amount of tax benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. Previously recognized income tax positions that fail to meet the recognition threshold in a subsequent period are derecognized in that period. Differences between actual results and the Company's assumptions, or changes in the Company's assumptions in future periods, are recorded in the period they become known. The Company records potential accrued interest and penalties related to unrecognized tax benefits in income tax expense.

As a multinational corporation, the Company is subject to complex tax laws and regulations in various jurisdictions. The application of tax laws and regulations is subject to legal and factual interpretation, judgment and uncertainty. Tax laws themselves are subject to change as a result of changes in fiscal policy, changes in legislation, evolution of regulations and court rulings. Therefore, the actual liability for U.S. or foreign taxes may be materially different from the Company's estimates, which could result in the need to record additional liabilities or potentially to reverse previously recorded tax liabilities.

Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period that includes the enactment date. A valuation allowance is recorded against any deferred tax assets when, in the judgment of management, it is more likely than not that all or part of a deferred tax asset will not be realized. In assessing the need for a valuation allowance, the Company considers all positive and negative evidence, including recent financial performance, scheduled reversals of temporary differences, projected future taxable income, availability of taxable income in carryback periods and tax planning strategies.

Income taxes are highly susceptible to changes from period to period, requiring management to make assumptions about the Company's future income over the lives of its deferred tax assets and the impact of changes in valuation allowances. Any difference in the assumptions, judgments and estimates mentioned above could result in changes to the Company's results of operations.

Revenue Recognition, Deferred Revenue and Other Contract Liabilities

Revenue Recognition, Deferred Revenue and Other Contract Liabilities

The Company generally recognizes revenue following a single, principles-based five-step model to be applied to all contracts with customers and generally provides for the recognition of revenue in an amount that reflects the consideration to which the Company expects to be entitled, net of allowances for estimated returns, discounts or sales incentives, as well as taxes collected from customers that are remitted to government authorities, when control over the promised goods or services are transferred to the customer.

Healthcare segment

While the majority of the Company's healthcare segment revenue contracts and transactions contain standard business terms and conditions, there are some transactions that contain non-standard business terms and conditions. As a result, contract interpretation, judgment and analysis are required to determine the appropriate accounting, including: (i) the amount of the total consideration, as well as variable consideration, (ii) whether the arrangement contains an embedded lease, and if so, whether such embedded lease is a sales-type lease or an operating lease, (iii) the identification of the distinct performance obligations contained within the arrangement, (iv) how the arrangement consideration should be allocated to each performance obligation when multiple performance obligations exist, including the determination of standalone selling price, and (v) when to recognize revenue on the performance obligations. Changes in judgments on these assumptions and estimates could materially impact the timing of revenue recognition. Revenue from fixed lease payments related to equipment supplied under sales-type lease arrangements is recognized once control over the equipment is transferred to the customer, while revenue from fixed lease payments related to equipment supplied under operating-type lease arrangements is generally recognized on a straight-line basis over the term of the lease and variable lease payments are recognized as they occur.

The Company derives the majority of its healthcare segment revenue from four primary sources: (i) direct sales under deferred equipment agreements with end-user hospitals where the Company provides up-front monitoring equipment at no up-front charge in exchange for a multi-year sensor purchase commitment; (ii) other direct sales of noninvasive monitoring solutions to end-user hospitals, emergency medical response organizations and other direct customers; (iii) sales of noninvasive monitoring solutions to distributors who then typically resell to end-user hospitals, emergency medical response organizations and other customers; and (iv) sales of integrated circuit boards to OEM customers who incorporate the Company's embedded software technology into their multiparameter monitoring devices. Subject to customer credit considerations, the majority of such sales are made on open accounts using industry standard payment terms based on the geography within which the specific customer is located.

The Company enters into agreements to sell its monitoring solutions and services, sometimes as a part of arrangements with multiple performance obligations that include various combinations of product sales, equipment leases, software and services. In the case of contracts with multiple performance obligations, the authoritative guidance provides that the total consideration be allocated to each performance obligation on the basis of relative standalone selling prices. When a standalone selling price is not readily observable, the Company estimates the standalone selling price by considering multiple factors including, but not limited to, features and functionality of the product, geographies, type of customer, contractual prices pursuant to Group Purchasing Organization (GPO) contracts, the Company's pricing and discount practices, and other market conditions.

Sales under deferred equipment agreements are generally structured such that the Company agrees to provide certain monitoring-related equipment, software, installation, training and/or warranty support at no up-front charge in exchange for the customer's commitment to purchase sensors over the term of the agreement, which generally ranges from three years to six years. The Company allocates contract consideration under deferred equipment agreements containing fixed annual sensor purchase commitments to the underlying lease and non-lease components at contract inception. In determining whether any underlying lease components are related to a sales-type lease or an operating lease, the Company evaluates the customer's rights and ability to control the use of the underlying equipment throughout the contract term, including any equipment substitution rights retained by the Company, as well as the Company's expectations surrounding potential contract/lease extensions or renewals and the customer's likelihood to exercise any purchase options.

Beginning in 2022, for contracts that contain variable lease payments that are not dependent on an index or rate, the Company classifies as operating leases any lease components that would have otherwise been classified as sales-type leases that would result in a selling loss upon lease commencement. Revenue allocable to non-lease performance obligations is generally recognized as such non-lease performance obligations are satisfied. Revenue allocable to lease components under sales-type lease arrangements is generally recognized when control over the equipment is transferred to the customer.

Revenue allocable to lease components under operating lease arrangements is generally recognized over the term of the operating lease. The Company generally does not expect to derive any significant value in excess of such asset's unamortized book value from equipment underlying its operating lease arrangements after the end of the agreement.

Revenue from the sale of products and software to end-user hospitals, emergency medical response organizations, other direct customers, distributors and OEM customers, is recognized by the Company when control of the performance obligations thereunder transfers to the customer based upon the terms of the contract or underlying purchase order.

Revenue related to OEM rainbow® parameter software licenses is recognized by the Company upon the OEM's shipment of its product to its customer, as reported to the Company by the OEM.

The Company provides certain customers with various sales incentives that may take the form of discounts or rebates. The Company records estimates related to these programs as a reduction to revenue at the time of sale. In general, customers do not have a right of return for credit or refund. However, the Company allows returns under certain circumstances. At the end of each period, the Company estimates and accrues for these returns as a reduction to revenue. The Company estimates the revenue constraints related to these forms of variable consideration based on various factors, including expected purchasing volumes, prior sales and returns history, and specific contractual terms and limitations.

Non-healthcare segment

Non-healthcare segment revenue is related to hardware and embedded software that is integrated into final products that are manufactured and sold by the Company. Products and related software are accounted for as a single performance obligation and all intended functionality is available to the customer upon purchase. Non-healthcare segment revenue is recognized upon transfer of control of promised products or service to customers, which is either upon shipment or upon delivery to the customers, depending on delivery terms.

The Company offers sales incentives and has customer programs consisting primarily of discounts and market development fund programs, and records them as contra revenue. Estimates for sales incentives are developed using the most likely amount and are included in the transaction price to the extent that a significant reversal of revenue would not result once the uncertainty is resolved. In developing these estimates, the Company also considers the susceptibility of the incentive to outside influences, the length of time until the uncertainty is resolved and the Company's experience with similar contracts. Reductions in revenue related to discounts are allocated to products on a relative basis based on their respective standard selling price if there are undelivered products in a contract. Judgement is required to determine the timing and amount of recognition of marketing funds which the Company estimates based on past practice of providing similar funds.

Payment terms and conditions vary among the Company's distribution channels although terms generally include a requirement of payment within 30 to 60 days of product shipment. Sales made directly to customers from the Company's website are paid at the time of product shipment. Prior to determining payment terms for each customer, an evaluation of such customer's credit risk is performed. Contractual allowances are an offset to accounts receivable.

The Company recognizes non-healthcare royalty revenue associated with certain prepaid license arrangements. The Company recognizes non-healthcare revenue from the prepaid license arrangements based upon sales-based royalties when a subsequent sale occurs.

Shipping and Handling Costs and Fees

Shipping and Handling Costs and Fees

All shipping and handling costs are expensed as incurred and are recorded as a component of cost of goods sold in the accompanying condensed consolidated statements of operations. Charges for shipping and handling billed to customers are included as a component of revenue.

Taxes Collected From Customers and Remitted to Governmental Authorities

Taxes Collected From Customers and Remitted to Governmental Authorities

The Company's policy is to present revenue net of taxes collected from customers and remitted to governmental authorities.

Deferred Costs and Other Contract Assets

Deferred Costs and Other Contract Assets

The costs of monitoring-related equipment provided to customers under operating lease arrangements within the Company's deferred equipment agreements are generally deferred and amortized to cost of goods sold over the life of the underlying contracts. Some of the Company's deferred equipment agreements also contain provisions for certain allowances to be made directly to the end-user hospital customer at the inception of the arrangement. These allowances are generally allocated to the lease and non-lease components and recognized as a reduction to revenue as the underlying performance obligations are satisfied.

The Company generally invoices its customers under deferred equipment agreements as sensors are provided to the customer. However, the Company may recognize revenue for certain non-lease performance obligations under deferred equipment agreements with fixed annual commitments at the time such performance obligations are satisfied and prior to the customer being invoiced. When this occurs, the Company records an unbilled contract receivable related to such revenue until the customer has been invoiced pursuant to the terms of the underlying deferred equipment agreement.

The incremental costs of obtaining a contract with a customer are capitalized and deferred if the Company expects such costs to be recoverable over the life of the contract and the contract term is greater than one year. Such deferred costs generally relate to certain incentive sales commissions earned by the Company's internal sales team in connection with the execution of deferred equipment agreements and are amortized to expense over the expected term of the underlying contract.

Warranty

Warranty

The Company generally provides a warranty against defects in material and workmanship for a period ranging from six months to forty-eight months, depending on the product type. In traditional sales activities, including direct and OEM sales, the Company establishes an accrued liability for the estimated warranty costs at the time of revenue recognition, with a corresponding provision to cost of goods sold. Customers may also purchase extended warranty coverage or service level upgrades separately or as part of a deferred equipment agreement. Revenue related to extended warranty coverage and service level upgrades is generally recognized over the life of the contract, which reasonably approximates the period over which such services will be provided. The related extended warranty and service level upgrade costs are expensed as incurred.

Changes in the product warranty accrual were as follows:

	Nine Months Ended	
(in millions)	September 28, 2024	September 30, 2023
Product warranty accrual, beginning of period	$ 8.6	$ 10.6
Accrual for warranties issued	6.9	7.4
Changes in pre-existing warranties (including changes in estimates)	2.3	(8.3)
Settlements made	(8.7)	(1.0)
Product warranty accrual, end of period	$ 9.1	$ 8.7

Advertising Costs

Advertising Costs

Advertising costs include certain advertising, marketing and endorsement agreement fees. Advertising and marketing costs are expensed as incurred. Endorsement fees associated with product endorsers are expensed on a straight-line basis over the term of the agreement. Advertising costs are included in selling, general and administrative expense in the accompanying condensed consolidated statements of operations. Prepayments made under endorsement agreements are included in other current assets or other non-current assets, depending on the period to which the prepayment applies. Certain endorsement agreements provide for royalty payments to endorsers based on sales of particular products, which the Company records in selling, general and administrative expense as the related sales occur. Advertising costs for the three months ended September 28, 2024 and September 30, 2023 were $16.7 million and $15.7 million, respectively. Advertising costs for the nine months ended September 28, 2024 and September 30, 2023 were $43.6 million and $44.6 million, respectively.

Litigation Costs and Contingencies

Litigation Costs and Contingencies

The Company records a charge equal to at least the minimum estimated liability for a loss contingency or litigation settlement when both of the following conditions are met: (i) information available prior to issuance of the financial statements indicates that it is probable that a liability had been incurred at the date of the financial statements, and (ii) the range of loss can be reasonably estimated. The determination of whether a loss contingency, litigation settlement or contingent fee is probable or reasonably possible involves a significant amount of management judgment, as does the estimation of the range of loss given the nature of contingencies or any associated contingent fees related to a settlement of a legal matter. Liabilities related to litigation settlements with multiple elements are recorded based on the fair value of each element. Legal and other litigation related expenses are recognized as the services are provided. Contingent legal fee expenses are recognized when probable and reasonably estimable. The Company records insurance and other indemnity recoveries for litigation expenses when both of the following conditions are met: (a) the recovery is probable, and (b) collectability is reasonably assured. Insurance recoveries are only recorded to the extent the litigation costs to which they relate have been incurred and recognized in the financial statements.

Foreign Currency Translation

Foreign Currency Translation

The Company's international headquarters is in Switzerland, and its functional currency is the U.S. Dollar. The Company has many other foreign subsidiaries, and the largest transactions in foreign currency translations occur in the Japanese Yen, the British Pound, the Chinese Yuan and the European Euro.

The Company records certain revenues and expenses in foreign currencies. These revenues and expenses are translated into U.S. Dollars based on the average exchange rate for the reporting period. Assets and liabilities denominated in foreign currencies are translated into U.S. Dollars at the exchange rate in effect as of the balance sheet date. Translation gains and losses related to foreign currency assets and liabilities of a subsidiary that are denominated in the functional currency of such subsidiary are included as a component of accumulated other comprehensive income (loss) within the accompanying condensed consolidated balance sheets. Realized and unrealized foreign currency gains and losses related to foreign currency assets and liabilities of the Company, or a subsidiary that are not denominated in the underlying functional currency are included as a component of non-operating loss within the accompanying condensed consolidated statements of operations.

Derivatives Instruments and Hedging Activities

Derivatives Instruments and Hedging Activities

The Company addresses market risk from changes in interest rates risks through risk management programs, which include the use of derivative instruments. The Company's exposure to a counterparty's credit risk is generally limited to the amounts of the net obligation to the counterparty. The Company established policies to enter into contracts only with major investment-grade financial institutions to mitigate such counterparty credit risk. The Company also established a policy to further monitor the counterparty risks throughout the life of the instruments. None of the derivative instruments currently held by the Company were entered into for speculative trading purposes.

All derivative financial instruments are recognized as either assets or liabilities at fair value in the condensed consolidated balance sheets and are classified as short-term or long-term based on the tenor of the instrument. The Company has elected not to separate a derivative instrument into current and long-term portions. A derivative instrument whose fair value is a net liability is classified as current in total. A derivative instrument whose fair value is a net asset and whose current portion is an asset is classified as non-current in total. For a derivative instrument that meets the criteria to qualify for hedge accounting, the Company marks the fair value of the derivative instrument to market periodically through other comprehensive income (loss). When the hedged items are recorded to income (loss), the associated deferred gains (losses) of the derivatives in accumulated other comprehensive (loss) income will be reclassified into earnings. Any fluctuation in the fair value of a derivative instrument that does not meet the criteria for hedge accounting is recorded to earnings (expense) in the period it occurs.

Comprehensive (Loss) Income

Comprehensive (Loss) Income

Comprehensive (loss) income includes foreign currency translation adjustments, changes to pension benefits, unrealized gains (losses) on cash flow hedges and any related tax benefits (expenses) that have been excluded from net income and reflected in stockholders' equity.

Net Income Per Share

Net Income Per Share

A computation of basic and diluted net income per share is as follows:

(in millions, except per share amounts)	Three Months Ended		Nine Months Ended	
	September 28, 2024	September 30, 2023	September 28, 2024	September 30, 2023
Net income	$ 9.8	$ 10.6	$ 44.7	$ 47.6
Basic net income per share:				
Weighted-average shares outstanding - basic	53.4	52.8	53.2	52.8
Net income per basic share	**$ 0.18**	**$ 0.20**	**$ 0.84**	**$ 0.90**
Diluted net income per share:				
Weighted-average shares outstanding - basic	53.4	52.8	53.2	52.8
Diluted share equivalents: stock options, RSUs and PSUs	0.9	1.1	1.1	1.1
Weighted-average shares outstanding - diluted	54.3	53.9	54.3	53.9
Net income per diluted share	**$ 0.18**	**$ 0.20**	**$ 0.82**	**$ 0.88**

Basic net income per share is computed by dividing net income by the weighted-average number of shares outstanding during the period. Net income per diluted share is computed by dividing the net income by the weighted-average number of shares and potential shares outstanding during the period, if the effect of potential shares is dilutive. Potential shares include incremental shares of stock issuable upon the exercise of stock options and the vesting of both restricted share units (RSUs) and performance stock units (PSUs). For the three months ended September 28, 2024 and September 30, 2023, weighted options to purchase 1.4 million and 1.3 million shares of common stock, respectively, were outstanding but not included in the computation of diluted net income per share because the effect of including such shares would have been antidilutive in the applicable period. For the nine months ended September 28, 2024 and September 30, 2023, weighted options to purchase 1.4 million and 0.9 million shares of common stock, respectively, were outstanding but not included in the computation of diluted net income per share because the effect of including such shares would have been antidilutive in the applicable period. Certain RSUs were considered contingently issuable shares as their vesting is contingent upon the occurrence of certain future events. Since such events had not occurred and were not considered probable of occurring as of each of September 28, 2024 and September 30, 2023, 2.7 million weighted-average shares related to such RSUs have been excluded from the calculation of potential shares for the three and nine month periods then ended.

Recently Adopted and Recently Announced Accounting Pronouncements

Recently Adopted and Recently Announced Accounting Pronouncements

There have been no material changes to the accounting policies discussed in Note 2 to the consolidated financial statements included in the Company's Annual Report on Form 10-K for the fiscal year ended December 30, 2023, filed with the SEC on February 28, 2024, other than the following update:

In November 2023, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) No. 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*. The new standard is intended to improve reportable segment disclosure requirements primarily through enhanced disclosures about significant segment expenses and other segment items and requires entities to provide in interim periods all disclosures about a reportable segment's profit or loss and assets that are currently required annually. The amendment also requires disclosure of the title and position of the chief operating decision maker ("CODM") and an explanation of how the CODM uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources. ASU No. 2023-07 is effective for annual reporting periods beginning after December 15, 2023 and interim periods in fiscal years beginning after December 15, 2024. Early adoption is permitted with retrospective application to all prior periods presented. Upon transition, the segment expense categories and amounts disclosed in the prior periods should be based on the significant segment expense categories identified and disclosed in the period of adoption. The Company is continuing to evaluate the impact of this standard on its consolidated financial statements upon adoption.

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Summary of Significant Accounting Policies (Tables)

9 Months Ended

Sep. 28, 2024

Accounting Policies [Abstract]

Schedule of Fair Value, Assets Measured on Recurring Basis

The following tables represent the Company's financial assets, measured at fair value on a recurring basis at September 28, 2024:

(in millions)	Total Carrying Value	Fair Value Measurement Hierarchy		
		Level 1	Level 2	Level 3
Assets				
Cash and cash equivalents	$ 101.2	$ 101.2	$ —	$ —
Money market funds	57.3	57.3	—	—
Equity securities	1.7	1.7	—	—
Pension assets	25.6	18.8	6.8	—
Derivative instruments - cash flow hedges[1]	4.7	4.7	—	—
Derivative instruments - warrants	0.9	0.9	—	—
Total assets	$ 191.4	$ 184.6	$ 6.8	$ —
Liabilities				
Derivative instruments - cash flow hedges	$ 4.9	$ 4.9	$ —	$ —
Total liabilities	$ 4.9	$ 4.9	$ —	$ —

The following tables represent the Company's financial assets, measured at fair value on a recurring basis at December 30, 2023:

(in millions)	Total Carrying Value	Fair Value Measurement Hierarchy		
		Level 1	Level 2	Level 3
Assets				
Cash and cash equivalents	$ 87.0	$ 87.0	$ —	$ —
Money market funds	76.0	76.0	—	—
Pension assets	23.1	16.8	6.3	—
Equity securities	1.7	1.7	—	—
Derivative instruments - cash flow hedges[1]	11.6	11.6	—	—
Derivative instruments - warrants	1.0	1.0	—	—
Total assets	$ 200.4	$ 194.1	$ 6.3	$ —
Liabilities				
Derivative instruments - cash flow hedges	$ 3.6	$ 3.6	$ —	$ —
Total liabilities	$ 3.6	$ 3.6	$ —	$ —

[1] Includes accrued interest.

Schedule of Property and Equipment

Property and equipment are stated at cost. Depreciation is calculated using the straight-line method over estimated useful lives as follows:

	Useful Lives
Buildings and building improvements	7 to 39 years
Computer equipment and software	2 to 12 years
Demonstration units	2 to 3 years
Furniture and office equipment	2 to 15 years
Leasehold improvements	Lesser of useful life or term of lease
Machinery, equipment and tooling	3 to 20 years
Operating lease assets	Lesser of useful life or term of lease
Transportation, vehicles and other	1 to 20 years

Property and equipment, net, consists of the following:

(in millions)	September 28, 2024	December 30, 2023
Machinery, equipment and tooling	$ 188.7	$ 169.7
Building and building improvements	151.0	151.0
Operating lease assets	128.2	92.2
Land[1]	55.0	66.2
Computer equipment and software	47.0	45.5
Leasehold improvements	42.0	37.5
Transportation, vehicles and other[2]	27.2	34.0
Furniture and office equipment	19.9	20.4
Demonstration units	12.3	11.1
Construction-in-progress (CIP)	51.9	59.2
Total property and equipment	723.2	686.8
Accumulated depreciation	(305.3)	(262.4)
Property and equipment, net[1]	$ 417.9	$ 424.4

[1] At March 30, 2024, property, plant and equipment, net, excluded $11.4 million of idle undeveloped land held outside of the U.S. which was classified as held for sale within the healthcare segment. In May 2024, the Company completed the sale of the land, resulting in a gain of $0.9 million, which was recorded net of transaction costs, foreign currency translation and cumulative translation adjustments to non-operating loss.

[2] During the three months ended September 28, 2024, the Company reduced its fleet of vehicles for use primarily by field sales representatives. The proceeds from the sale of the vehicles were $2.0 million, which was recorded to non-operating loss. In October 2024, the Company grounded the corporate aircraft and has been exploring disposition strategies.

Schedule of Changes in Product Warranty Accrual

Changes in the product warranty accrual were as follows:

(in millions)	Nine Months Ended	
	September 28, 2024	September 30, 2023
Product warranty accrual, beginning of period	$ 8.6	$ 10.6
Accrual for warranties issued	6.9	7.4
Changes in pre-existing warranties (including changes in estimates)	2.3	(8.3)
Settlements made	(8.7)	(1.0)
Product warranty accrual, end of period	$ 9.1	$ 8.7

Schedule of Reconciliation of Basic and Diluted Net Income Per Share

A computation of basic and diluted net income per share is as follows:

(in millions, except per share amounts)	Three Months Ended		Nine Months Ended	
	September 28, 2024	September 30, 2023	September 28, 2024	September 30, 2023
Net income	$ 9.8	$ 10.6	$ 44.7	$ 47.6
Basic net income per share:				
Weighted-average shares outstanding - basic	53.4	52.8	53.2	52.8
Net income per basic share	**$ 0.18**	**$ 0.20**	**$ 0.84**	**$ 0.90**
Diluted net income per share:				
Weighted-average shares outstanding - basic	53.4	52.8	53.2	52.8
Diluted share equivalents: stock options, RSUs and PSUs	0.9	1.1	1.1	1.1
Weighted-average shares outstanding - diluted	54.3	53.9	54.3	53.9
Net income per diluted share	**$ 0.18**	**$ 0.20**	**$ 0.82**	**$ 0.88**

Schedule of Supplemental Cash Flow Information

Supplemental cash flow information includes the following:

(in millions)	Nine Months Ended	
	September 28, 2024	September 30, 2023
Cash paid during the year for:		
Interest expense	$ 29.3	$ 35.8
Income taxes	40.1	39.4
Operating lease liabilities	18.4	16.0
Non-cash operating activities:		
ROU assets obtained in exchange for lease liabilities	$ 28.5	$ 2.4
Non-cash investing activities:		
Unpaid purchases of property and equipment	$ 1.2	$ 1.2
Unpaid strategic investments	0.2	0.6
Non-cash financing activities:		
Unsettled common stock proceeds from option exercises	$ —	$ 0.5
Reconciliation of cash, cash equivalents and restricted cash:		
Cash and cash equivalents	$ 158.5	$ 124.4
Restricted cash	5.2	7.9
Total cash, cash equivalents and restricted cash shown in the condensed consolidated statements of cash flows	$ 163.7	$ 132.3

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Inventories (Tables)

9 Months Ended
Sep. 28, 2024

Inventory Disclosure [Abstract]

Schedule of Components of Inventory

Inventories consist of the following:

(in millions)	September 28, 2024	December 30, 2023
Raw materials	$ 234.2	$ 229.7
Work-in-process	26.5	30.0
Finished goods	309.2	285.3
Total inventories	$ 569.9	$ 545.0

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Other Current Assets (Tables)

9 Months Ended
Sep. 28, 2024

Deferred Costs, Capitalized, Prepaid, and Other Assets Disclosure [Abstract]

Schedule of Other Current Assets

Other current assets consist of the following:

(in millions)	September 28, 2024	December 30, 2023
Prepaid income taxes	$ 62.1	$ 29.3
Prepaid expenses	36.3	58.3
Indirect taxes receivable	33.9	28.6
Lease receivable, current	26.0	30.2
Contract assets, current	7.5	6.7
Other receivables	6.2	6.8
Prepaid rebates and royalties, current	4.8	4.8
Restricted cash[1]	2.8	3.0
Other current assets	0.9	0.7
Total other current assets	$ 180.5	$ 168.4

[1] Restricted cash includes funds received from the Bill and Melinda Gates Foundation. As the Company incurs costs associated with research and development related to this project, on a quarterly basis, the Company reclasses amounts from the grant to offset costs incurred.

Other non-current assets consist of the following:

(in millions)	September 28, 2024	December 30, 2023
Lessee ROU assets, net	$ 83.1	$ 59.1
Prepaid deposits and other	7.0	6.4
Strategic investments	6.8	7.2
Derivative assets - non-current[1]	3.8	11.4
Restricted cash[2]	2.4	2.2
Equity investments - fair value	2.6	2.7
Other non-current assets	0.1	0.3
Total non-current assets	$ 105.8	$ 89.3

[1] Excludes accrued interest.

[2] Restricted cash includes cash held in certain subsidiaries in jurisdictions outside of the U.S. such as China, which may be subject to transfer restrictions depending on jurisdictions.

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Lease Receivable (Tables)

9 Months Ended
Sep. 28, 2024

Leases [Abstract]

Schedule of Sale-Type Lease Receivable

Lease receivable from sales-type leases consists of the following:

(in millions)	September 28, 2024	December 30, 2023
Lease receivable	$ 90.5	$ 101.9
Allowance for credit loss	(0.3)	(0.3)
Lease receivable, net	90.2	101.6
Less: current portion of lease receivable	(26.0)	(30.2)
Lease receivable, non-current	$ 64.2	$ 71.4

Schedule of Sales-type Lease, Lease Receivable, Maturity

As of September 28, 2024, estimated future maturities of customer sales-type lease receivables and operating lease payments for each of the following fiscal years are as follows:

	Future Lease Receivables/Payments (in millions)	
Fiscal year	Sales-Type Leases	Operating Leases
2024 (balance of year)	$ 7.6	$ 3.3
2025	26.0	12.5
2026	21.2	11.7
2027	15.5	9.9
2028	9.6	7.1
Thereafter	10.3	11.6
Total	$ 90.2	$ 56.1
Less: imputed interest[1]	—	
Present value of total lease payments	$ 90.2	

[1] The calculation of the rates implicit in the leases resulted in negative discount rates. Therefore, the Company as a lessor used a 0% discount rate to measure the net investment in the lease.

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Deferred Costs and Other Contract Assets (Tables)

9 Months Ended
Sep. 28, 2024

Deferred Costs, Capitalized, Prepaid, and Other Assets Disclosure [Abstract]

Schedule of Deferred Costs and Other Contract Assets

Deferred costs and other contract assets consist of the following:

(in millions)	September 28, 2024	December 30, 2023
Deferred commissions	$ 22.9	$ 21.8
Unbilled contract receivables	20.2	17.0
Prepaid contract allowances	15.0	17.0
Deferred equipment agreements, net	1.5	1.5
Deferred costs and other contract assets	$ 59.6	$ 57.3

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Property and Equipment, net (Tables)

9 Months Ended
Sep. 28, 2024

Property, Plant and Equipment [Abstract]

Schedule of Property and Equipment, net

Property and equipment are stated at cost. Depreciation is calculated using the straight-line method over estimated useful lives as follows:

	Useful Lives
Buildings and building improvements	7 to 39 years
Computer equipment and software	2 to 12 years
Demonstration units	2 to 3 years
Furniture and office equipment	2 to 15 years
Leasehold improvements	Lesser of useful life or term of lease
Machinery, equipment and tooling	3 to 20 years
Operating lease assets	Lesser of useful life or term of lease
Transportation, vehicles and other	1 to 20 years

Property and equipment, net, consists of the following:

(in millions)	September 28, 2024	December 30, 2023
Machinery, equipment and tooling	$ 188.7	$ 169.7
Building and building improvements	151.0	151.0
Operating lease assets	128.2	92.2
Land[1]	55.0	66.2
Computer equipment and software	47.0	45.5
Leasehold improvements	42.0	37.5
Transportation, vehicles and other[2]	27.2	34.0
Furniture and office equipment	19.9	20.4
Demonstration units	12.3	11.1
Construction-in-progress (CIP)	51.9	59.2
Total property and equipment	723.2	686.8
Accumulated depreciation	(305.3)	(262.4)
Property and equipment, net[1]	$ 417.9	$ 424.4

[1] At March 30, 2024, property, plant and equipment, net, excluded $11.4 million of idle undeveloped land held outside of the U,S. which was classified as held for sale within the healthcare segment. In May 2024, the Company completed the sale of the land, resulting in a gain of $0.9 million, which was recorded net of transaction costs, foreign currency translation and cumulative translation adjustments to non-operating loss.

[2] During the three months ended September 28, 2024, the Company reduced its fleet of vehicles for use primarily by field sales representatives. The proceeds from the sale of the vehicles were $2.0 million, which was recorded to non-operating loss. In October 2024, the Company grounded the corporate aircraft and has been exploring disposition strategies.

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Intangible Assets, net (Tables)

9 Months Ended
Sep. 28, 2024

Goodwill and Intangible Assets Disclosure [Abstract]

Schedule of Finite-Lived Intangible Assets, net

Intangible assets, net, consist of the following:

	September 28, 2024			December 30, 2023		
(in millions)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Intangible assets subject to amortization:						
Customer relationships	$ 184.7	$ (15.7)	$ 169.0	$ 209.2	$ (31.5)	$ 177.7
Acquired technologies	135.0	(19.7)	115.3	174.7	(45.3)	129.4
Capitalized software development costs	55.9	(7.5)	48.4	53.9	(15.2)	38.7
Licenses	36.8	(5.9)	30.9	39.7	(7.4)	32.3
Patents	43.1	(16.9)	26.2	39.2	(15.2)	24.0
Trademarks	19.1	(7.3)	11.8	20.1	(7.4)	12.7
Non-compete agreements	3.0	(0.4)	2.6	6.3	(2.6)	3.7
Licenses-related party	7.5	(7.0)	0.5	7.5	(6.7)	0.8
Other	1.6	(1.1)	0.5	1.7	(1.1)	0.6
Total intangible assets subject to amortization, net	$ 486.7	$ (81.5)	$ 405.2	$ 552.3	$ (132.4)	$ 419.9
Intangible assets not subject to amortization:						
Trademarks			$ 235.6			$ 242.4
Impairment charge			—			(10.0)
Total trademarks			235.6			232.4
Intangible assets, net			$ 640.8			$ 652.3

Schedule of Finite-Lived Intangible Assets, Future Amortization Expense

Estimated amortization expense for each of the next fiscal years is as follows:

Fiscal year	Amount (in millions)
2024 (balance of year)	$ 13.6
2025	53.0
2026	53.8
2027	40.6
2028	40.3
Thereafter	203.9
Total	$ 405.2

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Goodwill (Tables)

9 Months Ended
Sep. 28, 2024

Goodwill and Intangible Assets Disclosure [Abstract]

Schedule of Goodwill

Changes in goodwill were as follows:

	Nine Months Ended September 28, 2024		
(in millions)	Healthcare	Non-healthcare	Total
Goodwill, beginning of period	$ 98.6	$ 309.1	$ 407.7
Foreign currency translation adjustment	0.5	4.3	4.8
Goodwill, end of period	$ 99.1	$ 313.4	$ 412.5

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Lessee ROU Assets and Lease Liabilities (Tables)

9 Months Ended
Sep. 28, 2024

Leases [Abstract]

Schedule of Lessee Operating Lease Balance Sheet Classification

The balance sheet classifications for amounts related to the Company's operating leases for which it is the lessee are as follows:

(in millions)	Balance sheet classification	September 28, 2024	December 30, 2023
Lessee ROU assets	Other non-current assets	$ 83.1	$ 59.1
Lessee current lease liabilities	Other current liabilities	22.5	18.2
Lessee non-current lease liabilities	Other non-current liabilities	65.8	45.8
Total operating lease liabilities		$ 88.3	$ 64.0

Schedule of Lessee, Operating Lease, Liability, Maturity

As of September 28, 2024, estimated future operating lease payments for each of the following fiscal years were as follows:

Fiscal year	Amount (in millions)
2024 (balance of year)	$ 6.1
2025	25.1
2026	20.1
2027	15.0
2028	13.1
Thereafter[1]	20.9
Total	100.3
Imputed interest	(12.0)
Present value	$ 88.3

[1] Includes optional renewal period for certain leases.

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Other Non-Current Assets (Tables)

9 Months Ended
Sep. 28, 2024

Deferred Costs, Capitalized, Prepaid, and Other Assets Disclosure [Abstract]

Schedule of Other Non-Current Assets

Other current assets consist of the following:

(in millions)	September 28, 2024	December 30, 2023
Prepaid income taxes	$ 62.1	$ 29.3
Prepaid expenses	36.3	58.3
Indirect taxes receivable	33.9	28.6
Lease receivable, current	26.0	30.2
Contract assets, current	7.5	6.7
Other receivables	6.2	6.8
Prepaid rebates and royalties, current	4.8	4.8
Restricted cash[1]	2.8	3.0
Other current assets	0.9	0.7
Total other current assets	$ 180.5	$ 168.4

[1] Restricted cash includes funds received from the Bill and Melinda Gates Foundation. As the Company incurs costs associated with research and development related to this project, on a quarterly basis, the Company reclasses amounts from the grant to offset costs incurred.

Other non-current assets consist of the following:

(in millions)	September 28, 2024	December 30, 2023
Lessee ROU assets, net	$ 83.1	$ 59.1
Prepaid deposits and other	7.0	6.4
Strategic investments	6.8	7.2
Derivative assets - non-current[1]	3.8	11.4
Restricted cash[2]	2.4	2.2
Equity investments - fair value	2.6	2.7
Other non-current assets	0.1	0.3
Total non-current assets	$ 105.8	$ 89.3

[1] Excludes accrued interest.

[2] Restricted cash includes cash held in certain subsidiaries in jurisdictions outside of the U.S. such as China, which may be subject to transfer restrictions depending on jurisdictions.

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Deferred Revenue and Other Contract Liabilities, Current (Tables)

9 Months Ended
Sep. 28, 2024

Revenue Recognition and Deferred Revenue [Abstract]

Schedule of Contract with Customer, Asset and Liability

Deferred revenue and other contract liabilities, current, consist of the following:

(in millions)	September 28, 2024	December 30, 2023
Deferred revenue	$ 65.0	$ 63.8
Accrued rebates and allowances	33.8	37.5
Accrued customer reimbursements	12.6	12.4
Total deferred revenue and other contract liabilities	111.4	113.7
Less: Non-current portion of deferred revenue	(26.9)	(26.4)
Deferred revenue and other contract liabilities, current	$ 84.5	$ 87.3

Changes in deferred revenue were as follows:

(in millions)	Nine Months Ended September 28, 2024
Deferred revenue, beginning of the period	$ 63.8
Revenue deferred during the period	22.8
Recognition of revenue deferred in prior periods	(21.6)
Deferred revenue, end of the period	$ 65.0

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Other Current Liabilities (Tables)

9 Months Ended
Sep. 28, 2024

Accrued Liabilities [Abstract]

Schedule of Other Current Liabilities

Other current liabilities consist of the following:

(in millions)	September 28, 2024	December 30, 2023
Long-term debt, current	$ 39.4	$ 34.3
Accrued expenses	31.4	26.3
Accrued indirect taxes payable	29.2	23.9
Lessee lease liabilities, current	22.5	18.2
Accrued legal fees	20.9	9.9
Income tax payable	15.4	16.1
Accrued property taxes	12.7	10.2
Other current liabilities	10.1	6.7
Accrued warranty	9.1	8.6
Related party payables	3.9	4.2
Accrued donations	1.7	4.0
Total other current liabilities	$ 196.3	$ 162.4

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Debt (Tables)

9 Months Ended
Sep. 28, 2024

Debt Disclosure [Abstract]

Schedule of Debt

(in millions)	September 28, 2024	December 30, 2023
Term loan - current portion	$ 15.0	$ 11.3
Japanese loans - current portion	24.4	23.0
Debt, current portion	39.4	34.3
Term loan - long-term	261.6	271.4
Revolver - long-term	457.0	591.5
Japanese loans - long-term	14.6	8.8
Debt, long-term	733.2	871.7
Total debt	$ 772.6	$ 906.0

Schedule of Maturities of Long-term Debt

As of September 28, 2024, the aggregate maturities of principal on all debt for each of the next five years and thereafter are as follows:

Fiscal year	Amount (in millions)
2024 (balance of year)	$ 25.7
2025	18.4
2026	18.4
2027	703.2
2028	3.0
Thereafter	3.9
Total	$ 772.6

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Other Non-Current Liabilities (Tables)

9 Months Ended
Sep. 28, 2024

Other Liabilities Disclosure [Abstract]

Schedule of Other Non-Current Liabilities

Other non-current liabilities consist of the following:

(in millions)	September 28, 2024	December 30, 2023
Lessee non-current lease liabilities	$ 65.8	$ 45.8
Unrecognized tax benefits	31.2	24.4
Deferred revenue, non-current	26.9	26.4
Projected benefit obligation	9.5	9.5
Income tax payable, non-current	—	7.1
Indirect tax payable, non-current	—	8.4
Other	9.1	7.9
Total other non-current liabilities	$ 142.5	$ 129.5

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Derivative Instruments and Hedging Activities (Tables)

9 Months Ended
Sep. 28, 2024

Derivative Instruments and Hedging Activities Disclosure [Abstract]

Schedule of Derivative Instruments in Statement of Financial Position, Fair Value

The following table summarizes the fair value of the hedging instruments, presented on a gross basis, as of September 28, 2024 and December 30, 2023.

		Condensed Consolidated Balance Sheets	
(in millions)	Balance sheet classification	September 28, 2024	December 30, 2023
Interest rate contracts, inclusive of accrued interest	Other non-current assets	$ 4.7	$ 11.6
Interest rate contracts, inclusive of accrued interest	Other non-current liabilities	(4.9)	(3.6)
Total		$ (0.2)	$ 8.0

Schedule of Reclassification out of Accumulated Other Comprehensive Income (Loss)

The following table summarizes the gains (losses) reclassified from accumulated other comprehensive income (loss) to the condensed consolidated financial statements for the three months and nine months ended September 28, 2024 and September 30, 2023.

Cash flow hedges		Condensed Consolidated Statement of Operations			
		Three Months Ended		Nine Months Ended	
(in millions)	Location of gain	September 28, 2024	September 30, 2023	September 28, 2024	September 30, 2023
Interest rate contracts	Non-operating gain	$ 3.8	$ 4.1	$ 12.2	$ 10.9
Total		$ 3.8	$ 4.1	$ 12.2	$ 10.9

Schedule of Accumulated Other Comprehensive Income (Loss)

The following tables summarize the changes in accumulated other comprehensive income (loss) related to the hedging instruments for the three months and nine months ended September 28, 2024 and September 30, 2023.

	Three Months Ended		Nine Months Ended	
(in millions)	September 28, 2024	September 30, 2023	September 28, 2024	September 30, 2023
Beginning balance	$ 13.5	$ 21.1	$ 7.8	$ 19.3
Amount recognized in other comprehensive (loss) income	(11.1)	4.5	3.0	13.1
Amount reclassified into earnings	(3.8)	(4.1)	(12.2)	(10.9)
Ending balance	$ (1.4)	$ 21.5	$ (1.4)	$ 21.5

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Business Combinations (Tables)

9 Months Ended
Sep. 28, 2024

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

Schedule of Recognized Identified Assets Acquired and Liabilities Assumed

The table below summarizes the final allocation of fair value of assets acquired and liabilities assumed.

(in millions)	Sound United
Cash consideration	$ 1,057.5
Purchase price	$ 1,057.5
Assets acquired:	
Cash and cash equivalents	$ 82.6
Accounts receivables	108.5
Inventories	238.6
Prepaid expenses and other current assets	30.0
Property, plant and equipment	113.2
Intangible assets	649.0
Goodwill	318.0
Long-term other assets	7.4
Total assets acquired	$ 1,547.3
Liabilities assumed:	
Accounts payable	$ (118.8)
Accrued liabilities and other current liabilities	(148.9)
Deferred tax liabilities	(145.1)
Other long-term liabilities	(77.0)
Total liabilities assumed	$ (489.8)

The following table sets forth the components of identifiable intangible assets acquired and the weighted average amortization period as of the acquisition date:

	Weighted average amortization period (in years)	April 11, 2022 (in millions)
Trademarks/tradenames	10	$ 6.0
Customer relationships	17	196.0
Developed technology	8	156.0
Contractual license agreements	15	29.0
Subtotal	14 years	$ 387.0
Indefinite trademarks/tradenames	N/A	262.0
Total		$ 649.0

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Stock-Based Compensation (Tables)

9 Months Ended
Sep. 28, 2024

Share-Based Payment Arrangement [Abstract]

Schedule of Number and Weighted Average Exercise Price of Options Issued and Outstanding under all Stock Option Plans

The number and weighted-average exercise price of options issued and outstanding under all of the Company's equity plans are as follows:

	Nine Months Ended September 28, 2024	
(in millions, except for weighted-average exercise prices)	Shares	Weighted-Average Exercise Price
Options outstanding, beginning of period	2.8	$ 87.79
Granted	0.1	126.49
Canceled	(0.1)	165.65
Exercised	(0.6)	35.44
Options outstanding, end of period	2.2	$ 102.68
Options exercisable, end of period	1.9	$ 92.27

Schedule of Share-based Compensation, Restricted Stock Units Award Activity

The number of RSUs issued and outstanding under all of the Company's equity plans are as follows:

	Nine Months Ended September 28, 2024	
(in millions, except for weighted-average grant date fair value amounts)	Units	Weighted-Average Grant Date Fair Value
RSUs outstanding, beginning of period	3.5	$ 105.87
Granted	0.2	125.41
Expired	(0.1)	147.46
Vested	(0.1)	178.05
RSUs outstanding, end of period	3.5	$ 104.20

Schedule of Nonvested Performance-based Units Activity

The number of PSUs outstanding under all of the Company's equity plans are as follows:

(in millions, except for weighted-average grant date fair value amounts)	Nine Months Ended September 28, 2024 Units	Nine Months Ended September 28, 2024 Weighted-Average Grant Date Fair Value
PSUs outstanding, beginning of period	0.3	$ 190.04
Granted[1]	0.2	164.19
Expired	(0.1)	228.22
Vested	—	250.73
PSUs outstanding, end of period	0.4	$ 171.59

[1] On February 28, 2024, the Audit Committee approved the weighted payout percentage of 28% for the 2021 PSU awards (three-year performance period), which were based upon the actual fiscal 2023 performance against pre-established performance objectives. Included in the granted amount are those additional PSUs earned based on actual performance achieved. These PSUs were originally awarded at target.

Schedule of Range of Assumptions Used and Resulting Weighted-Average Fair Value of Options Granted at Date of Grant

The range of assumptions used and the resulting weighted-average fair value of options granted at the date of grant were as follows:

	Three Months Ended		Nine Months Ended	
	September 28, 2024[1]	September 30, 2023[1]	September 28, 2024	September 30, 2023
Risk-free interest rate	—%	—%	4.2%	4.2%
Expected term (in years)	—	—	5.9	5.9
Estimated volatility	—%	—%	42.6%	36.7%
Expected dividends	—%	—%	—%	—%
Weighted-average fair value of options granted	$—	$—	$59.60	$75.08

[1] No options were granted during the three months ended September 28, 2024 and September 30, 2023.

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Non-operating Loss (Tables) — **9 Months Ended Sep. 28, 2024**

Nonoperating Income (Expense) [Abstract]

Schedule of Non-operating Loss

Non-operating loss consists of the following:

(in millions)	Three Months Ended September 28, 2024	Three Months Ended September 30, 2023	Nine Months Ended September 28, 2024	Nine Months Ended September 30, 2023
Realized and unrealized foreign currency (losses) gains	$ (9.3)	$ 0.9	$ (6.1)	$ 6.8
Interest income	1.3	0.7	3.7	2.2
Interest expense	(10.5)	(12.8)	(33.6)	(36.5)
Total non-operating loss	$ (18.5)	$ (11.2)	$ (36.0)	$ (27.5)

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Segment and Enterprise Reporting (Tables) — **9 Months Ended Sep. 28, 2024**

Segment Reporting [Abstract]

Schedule of Segment Reporting Information, by Segment

Selected information by reportable segment is presented below for each of the three and nine months ended September 28, 2024 and September 30, 2023:

(in millions)	Three Months Ended September 28, 2024	Three Months Ended September 30, 2023	Nine Months Ended September 28, 2024	Nine Months Ended September 30, 2023
Revenues by segment:				
Healthcare	$ 343.3	$ 307.8	$ 1,026.8	$ 935.6
Non-healthcare	161.3	171.1	466.9	563.6
Total revenue by segment	$ 504.6	$ 478.9	$ 1,493.7	$ 1,499.2
Gross profit:				
Healthcare	$ 215.9	$ 185.6	$ 642.2	$ 569.4
Non-healthcare	55.8	55.8	154.3	192.2
Other[1]	(8.5)	(6.6)	(36.8)	(20.8)
Gross profit	$ 263.2	$ 234.8	$ 759.7	$ 740.8

[1] Management excludes certain corporate expenses from segment gross profit. In addition, certain amounts that management considers to be non-recurring or non-operational are excluded from segment gross profit because management evaluates the operating results of the segments excluding such items.

The Company's depreciation and amortization by segment are as follows:

(in millions)	Three Months Ended September 28, 2024	Three Months Ended September 30, 2023	Nine Months Ended September 28, 2024	Nine Months Ended September 30, 2023
Total depreciation and amortization by segment:				
Healthcare	$ 10.3	$ 9.8	$ 30.9	$ 28.1
Non-healthcare	13.7	14.7	41.4	47.7
Total depreciation and amortization by segment	$ 24.0	$ 24.5	$ 72.2	$ 75.8

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Description of the Company (Details) — **9 Months Ended Sep. 28, 2024 segment**

Accounting Policies [Abstract]

Number of operating segments 2

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Summary of Significant Accounting Policies - Schedule of Fair Value, Assets Measured on Recurring Basis (Details) - Recurring - USD ($) $ in Millions

	Sep. 28, 2024	Dec. 30, 2023
Assets		
Cash and cash equivalents	$ 101.2	$ 87.0
Money market funds	57.3	76.0
Equity securities	1.7	1.7
Pension assets	25.6	23.1
Total assets	191.4	200.4
Liabilities		
Total liabilities	4.9	3.6
Cash Flow Hedges		
Assets		
Derivative instruments	4.7	11.6
Liabilities		
Derivative instruments - cash flow hedges	4.9	3.6
Warrants		
Assets		
Derivative instruments	0.9	1.0
Level 1		
Assets		
Cash and cash equivalents	101.2	87.0
Money market funds	57.3	76.0
Equity securities	1.7	1.7
Pension assets	18.8	16.8
Total assets	184.6	194.1

Liabilities		
Total liabilities	4.9	3.6
Level 1 | Cash Flow Hedges		
Assets		
Derivative instruments	4.7	11.6
Liabilities		
Derivative instruments - cash flow hedges	4.9	3.6
Level 1 | Warrants		
Assets		
Derivative instruments	0.9	1.0
Level 2		
Assets		
Cash and cash equivalents	0.0	0.0
Money market funds	0.0	0.0
Equity securities	0.0	0.0
Pension assets	6.8	6.3
Total assets	6.8	6.3
Liabilities		
Total liabilities	0.0	0.0
Level 2 | Cash Flow Hedges		
Assets		
Derivative instruments	0.0	0.0
Liabilities		
Derivative instruments - cash flow hedges	0.0	0.0
Level 2 | Warrants		
Assets		
Derivative instruments	0.0	0.0
Level 3		
Assets		
Cash and cash equivalents	0.0	0.0
Money market funds	0.0	0.0
Equity securities	0.0	0.0
Pension assets	0.0	0.0
Total assets	0.0	0.0
Liabilities		
Total liabilities	0.0	0.0
Level 3 | Cash Flow Hedges		
Assets		
Derivative instruments	0.0	0.0
Liabilities		
Derivative instruments - cash flow hedges	0.0	0.0
Level 3 | Warrants		
Assets		
Derivative instruments	$ 0.0	$ 0.0

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Summary of Significant Accounting Policies - Schedule of Property and Equipment (Details)	**Sep. 28, 2024**
Minimum | Buildings and building improvements	
Property, Plant and Equipment [Line Items]	
Property and equipment, useful life	7 years
Minimum | Computer equipment and software	
Property, Plant and Equipment [Line Items]	
Property and equipment, useful life	2 years
Minimum | Demonstration units	
Property, Plant and Equipment [Line Items]	
Property and equipment, useful life	2 years
Minimum | Furniture and office equipment	
Property, Plant and Equipment [Line Items]	
Property and equipment, useful life	2 years
Minimum | Machinery, equipment and tooling	
Property, Plant and Equipment [Line Items]	
Property and equipment, useful life	3 years
Minimum | Transportation, vehicles and other	
Property, Plant and Equipment [Line Items]	
Property and equipment, useful life	1 year
Maximum | Buildings and building improvements	
Property, Plant and Equipment [Line Items]	
Property and equipment, useful life	39 years
Maximum | Computer equipment and software	
Property, Plant and Equipment [Line Items]	
Property and equipment, useful life	12 years
Maximum | Demonstration units	
Property, Plant and Equipment [Line Items]	
Property and equipment, useful life	3 years
Maximum | Furniture and office equipment	
Property, Plant and Equipment [Line Items]	
Property and equipment, useful life	15 years
Maximum | Machinery, equipment and tooling	
Property, Plant and Equipment [Line Items]	
Property and equipment, useful life	20 years
Maximum | Transportation, vehicles and other	
Property, Plant and Equipment [Line Items]	
Property and equipment, useful life	20 years

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Summary of Significant Accounting Policies - Narrative (Details) shares in Millions, $ in Millions	**3 Months Ended**		**9 Months Ended**	
	Sep. 28, 2024 USD ($) shares	**Sep. 30, 2023 USD ($) shares**	**Sep. 28, 2024 USD ($) segment reportingUnit shares**	**Sep. 30, 2023 USD ($) shares**
Summary Of Significant Accounting Policies [Line Items]				
Number of reporting units | reportingUnit			2	
Number of sources of product revenue | segment			4	
Advertising expense | $	$ 16.7	$ 15.7	$ 43.6	$ 44.6
Options to purchase of shares of common stock (in shares)	1.4	1.3	1.4	0.9

Restricted Stock Units (RSUs)		
Summary Of Significant Accounting Policies [Line Items]		
Share-based compensation arrangement, grants in period (in shares)	0.2	
Chief Executive Officer | Restricted Stock Units (RSUs)		
Summary Of Significant Accounting Policies [Line Items]		
Share-based compensation arrangement, grants in period (in shares)	2.7	2.7
Minimum		
Summary Of Significant Accounting Policies [Line Items]		
Revenue remaining performance obligation, expected timing of satisfaction	3 years	3 years
Payment terms	30 days	
Warranty period for defects in material and workmanship	6 months	
Maximum		
Summary Of Significant Accounting Policies [Line Items]		
Revenue remaining performance obligation, expected timing of satisfaction	6 years	6 years
Payment terms	60 days	
Warranty period for defects in material and workmanship	48 months	
Patents		
Summary Of Significant Accounting Policies [Line Items]		
Finite lived intangible asset useful life	10 years	
Trademarks		
Summary Of Significant Accounting Policies [Line Items]		
Finite lived intangible asset useful life	17 years	

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Summary of Significant Accounting Policies - Schedule of Changes in Product Warranty Accrual (Details) - USD ($) $ in Millions	**9 Months Ended**	
	Sep. 28, 2024	**Sep. 30, 2023**
Movement in Standard and Extended Product Warranty Accrual, Increase (Decrease) [Roll Forward]		
Product warranty accrual, beginning of period	$ 8.6	$ 10.6
Accrual for warranties issued	6.9	7.4
Changes in pre-existing warranties (including changes in estimates)	2.3	(8.3)
Settlements made	(8.7)	(1.0)
Product warranty accrual, end of period	$ 9.1	$ 8.7

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Summary of Significant Accounting Policies - Schedule of Reconciliation of Basic and Diluted Net Income Per Share (Details) - USD ($) $ / shares in Units, shares in Millions, $ in Millions	**3 Months Ended**						**9 Months Ended**	
	Sep. 28, 2024	**Jun. 29, 2024**	**Mar. 30, 2024**	**Sep. 30, 2023**	**Jul. 01, 2023**	**Apr. 01, 2023**	**Sep. 28, 2024**	**Sep. 30, 2023**
Net income per share:								
Net income	$ 9.8	$ 16.0	$ 18.9	$ 10.6	$ 15.7	$ 21.3	$ 44.7	$ 47.6
Basic net income per share:								
Weighted-average shares outstanding - basic (in shares)	53.4			52.8			53.2	52.8
Net income per basic share (in dollars per share)	$ 0.18			$ 0.20			$ 0.84	$ 0.90
Diluted net income per share:								
Weighted-average shares outstanding - basic (in shares)	53.4			52.8			53.2	52.8
Diluted share equivalent: stock options, RSUs and PSUs (in shares)	0.9			1.1			1.1	1.1
Weighted-average shares outstanding - diluted (in shares)	54.3			53.9			54.3	53.9
Net income per diluted share (in dollars per share)	$ 0.18			$ 0.20			$ 0.82	$ 0.88

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Summary of Significant Accounting Policies - Schedule of Supplemental Cash Flow Information (Details) - USD ($) $ in Millions	**9 Months Ended**			
	Sep. 28, 2024	**Sep. 30, 2023**	**Dec. 30, 2023**	**Dec. 31, 2022**
Cash paid during the year for:				
Interest expense	$ 29.3	$ 35.8		
Income taxes	40.1	39.4		
Operating lease liabilities	18.4	16.0		
Non-cash operating activities:				
ROU assets obtained in exchange for lease liabilities	28.5	2.4		
Non-cash investing activities:				
Unpaid purchases of property and equipment	1.2	1.2		
Unpaid strategic investments	0.2	0.6		
Non-cash financing activities:				
Unsettled common stock proceeds from option exercises	0.0	0.5		
Reconciliation of cash, cash equivalents and restricted cash:				
Cash and cash equivalents	158.5	124.4	$ 163.0	
Restricted cash	5.2	7.9		
Total cash, cash equivalents and restricted cash shown in the condensed consolidated statements of cash flows	$ 163.7	$ 132.3	$ 168.2	$ 209.6

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Related Party Transactions (Details) ft² in Thousands		**1 Months Ended**	**3 Months Ended**		**9 Months Ended**		**58 Months Ended**				
	Sep. 24, 2024	**Jul. 31, 2021 USD ($)**	**Sep. 28, 2024 USD ($)**	**Sep. 30, 2023 USD ($)**	**Sep. 28, 2024 USD ($)**	**Sep. 30, 2023 USD ($)**	**Sep. 28, 2024 USD ($) ft²**	**Sep. 19, 2024 director**	**Dec. 30, 2023 USD ($)**	**Jun. 26, 2023 director**	**Jul. 03, 2021 USD ($)**
Related Party Transaction [Line Items]											
Revenue	[1]		$ 504,600,000	$ 478,900,000	$ 1,493,700,000	$ 1,499,200,000					
Trade accounts receivable	[2]		371,000,000.0		371,000,000.0		$ 371,000,000.0		$ 355,500,000		
Related Party											
Related Party Transaction [Line Items]											
Additional payments for royalties					2,000,000						
Other current liabilities, related party			3,900,000		3,900,000		3,900,000		4,200,000		
Revenue			27,200,000	26,900,000	82,900,000	69,100,000					
Trade accounts receivable			10,800,000		10,800,000		10,800,000		7,300,000		

Willow Laboratories												
Related Party Transaction [Line Items]												
Payment for administrative fees			200,000	100,000	400,000	300,000						
Sublease income			300,000	300,000	900,000	900,000						
Willow Laboratories | Related Party												
Related Party Transaction [Line Items]												
Payments for royalties			4,200,000	5,200,000	13,200,000	15,100,000						
Other current liabilities, related party			3,800,000		3,800,000		$ 3,800,000		4,100,000			
Leased Property												
Related Party Transaction [Line Items]												
Property plant and equipment, occupied square feet | ft²							34					
Not for Profit Organization												
Related Party Transaction [Line Items]												
Related party transaction, amounts of transaction (less than)			1,500,000	0	2,500,000	1,000,000.0						
Like Minded Media Ventures												
Related Party Transaction [Line Items]												
Related party transaction, amounts of transaction (less than)			0	400,000	0	1,200,000						
Like Minded Media Ventures | Related Party												
Related Party Transaction [Line Items]												
Other current liabilities, related party			0		0		$ 0		0			
Like Minded Labs												
Related Party Transaction [Line Items]												
Finite-lived license agreements, gross												$ 3,000,000
Vantrix Corp | Purchase Commitment												
Related Party Transaction [Line Items]												
Related party transaction, purchases from related party		$ 500,000										
Vantrix Corp | Options Held												
Related Party Transaction [Line Items]												
Related party transaction, purchases from related party		$ 1,100,000										
Reimbursement Fee | Chief Executive Officer												
Related Party Transaction [Line Items]												
Related party transaction, amounts of transaction (less than)			100,000	100,000	100,000	100,000						
Politan | Related Party												
Related Party Transaction [Line Items]												
Related party transaction, amounts of transaction (less than)			0	0	0	0						
Number of directors | director								2		2		
Related party transaction, percentage of outstanding shares	8.80%											
Cardinal Health | Related Party												
Related Party Transaction [Line Items]												
Revenue			27,200,000	$ 26,900,000	82,900,000	$ 69,100,000						
Trade accounts receivable			$ 10,800,000		10,800,000		$ 10,800,000		$ 7,300,000			
Minimum | Related Party												
Related Party Transaction [Line Items]												
Payments for royalties					5,000,000.0							
Maximum | Related Party												
Related Party Transaction [Line Items]												
Payments for royalties					$ 15,000,000							

[1] Includes sales from related parties for the three and nine months ended September 28, 2024 of approximately $27.2 million and $82.9 million, respectively and for the three and nine months ended September 30, 2023 of approximately $26.9 million and $69.1 million, respectively. See Note 3, "Related Party Transactions" for details.

[2] Includes amounts owed from related parties as of September 28, 2024 and December 30, 2023 of approximately $10.8 million and $7.3 million, respectively. See Note 3, "Related Party Transactions" for details.

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Inventories (Details) - USD ($) $ in Millions	**Sep. 28, 2024**	**Dec. 30, 2023**
Inventory Disclosure [Abstract]		
Raw materials	$ 234.2	$ 229.7
Work-in-process	26.5	30.0
Finished goods	309.2	285.3
Total inventories	$ 569.9	$ 545.0

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Other Current Assets (Details) - USD ($) $ in Millions	**Sep. 28, 2024**	**Dec. 30, 2023**
Deferred Costs, Capitalized, Prepaid, and Other Assets Disclosure [Abstract]		
Prepaid income taxes	$ 62.1	$ 29.3
Prepaid expenses	36.3	58.3
Indirect taxes receivable	33.9	28.6
Lease receivable, current	26.0	30.2
Contract assets, current	7.5	6.7
Other receivables	6.2	6.8
Prepaid rebates and royalties, current	4.8	4.8
Restricted cash	2.8	3.0
Other current assets	0.9	0.7
Total other current assets	$ 180.5	$ 168.4

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Lease Receivable - Narrative (Details) - USD ($) $ in Millions	**3 Months Ended**		**9 Months Ended**	
	Sep. 28, 2024	**Sep. 30, 2023**	**Sep. 28, 2024**	**Sep. 30, 2023**
Leases [Abstract]				
Variable lease income	$ 9.0	$ 21.0	$ 34.0	$ 53.0

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Lease Receivable - Schedule of Sale-Type Lease Receivable (Details) - USD ($) $ in Millions	**Sep. 28, 2024**	**Dec. 30, 2023**
Leases [Abstract]		
Lease receivable	$ 90.5	$ 101.9
Allowance for credit loss	(0.3)	(0.3)
Lease receivable, net	90.2	101.6
Less: current portion of lease receivable	(26.0)	(30.2)

Lease receivable, non-current	$ 64.2	$ 71.4

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Lease Receivable - Schedule of Sales-type Lease, Lease Receivable, Maturity (Details) - USD ($) $ in Millions	Sep. 28, 2024	Dec. 30, 2023
Sales-Type Leases		
2024 (balance of year)	$ 7.6	
2025	26.0	
2026	21.2	
2027	15.5	
2028	9.6	
Thereafter	10.3	
Lease receivable, net	90.2	$ 101.6
Less: imputed interest	0.0	
Lease receivable, net	90.2	
Operating Leases		
2024 (balance of year)	3.3	
2025	12.5	
2026	11.7	
2027	9.9	
2028	7.1	
Thereafter	11.6	
Total	$ 56.1	
Discount rate used to measure the net investment in lease	0.00%	

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Deferred Costs and Other Contract Assets (Details) - USD ($) $ in Millions	Sep. 28, 2024	Dec. 30, 2023
Deferred Costs, Capitalized, Prepaid, and Other Assets Disclosure [Abstract]		
Deferred commissions	$ 22.9	$ 21.8
Unbilled contract receivables	20.2	17.0
Prepaid contract allowances	15.0	17.0
Deferred equipment agreements, net	1.5	1.5
Deferred costs and other contract assets	$ 59.6	$ 57.3

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Property and Equipment, net - Schedule of Property and Equipment, net (Details) - USD ($) $ in Millions	1 Months Ended	3 Months Ended	9 Months Ended			
	May 31, 2024	Sep. 28, 2024	Sep. 28, 2024	Sep. 30, 2023	Mar. 30, 2024	Dec. 30, 2023
Property, Plant and Equipment [Line Items]						
Total property and equipment		$ 723.2	$ 723.2			$ 686.8
Accumulated depreciation		(305.3)	(305.3)			(262.4)
Property and equipment, net		417.9	417.9			424.4
Idle undeveloped land held for sale					$ 11.4	
Gain on sale of land			0.3	$ (0.6)		
Proceeds from sale of property and equipment			13.5	$ 0.0		
Machinery, equipment and tooling						
Property, Plant and Equipment [Line Items]						
Total property and equipment		188.7	188.7			169.7
Building and building improvements						
Property, Plant and Equipment [Line Items]						
Total property and equipment		151.0	151.0			151.0
Operating lease assets						
Property, Plant and Equipment [Line Items]						
Total property and equipment		128.2	128.2			92.2
Land						
Property, Plant and Equipment [Line Items]						
Total property and equipment		55.0	55.0			66.2
Gain on sale of land	$ 0.9					
Computer equipment and software						
Property, Plant and Equipment [Line Items]						
Total property and equipment		47.0	47.0			45.5
Leasehold improvements						
Property, Plant and Equipment [Line Items]						
Total property and equipment		42.0	42.0			37.5
Transportation, vehicles and other						
Property, Plant and Equipment [Line Items]						
Total property and equipment		27.2	27.2			34.0
Furniture and office equipment						
Property, Plant and Equipment [Line Items]						
Total property and equipment		19.9	19.9			20.4
Demonstration units						
Property, Plant and Equipment [Line Items]						
Total property and equipment		12.3	12.3			11.1
Construction-in-progress (CIP)						
Property, Plant and Equipment [Line Items]						
Total property and equipment		51.9	$ 51.9			$ 59.2
Vehicles						
Property, Plant and Equipment [Line Items]						
Proceeds from sale of property and equipment		$ 2.0				

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Property and Equipment, net - Narrative (Details) $ in Millions, $ in Millions		3 Months Ended		9 Months Ended			
	Feb. 14, 2022 CAD ($)	Sep. 28, 2024 USD ($)	Sep. 30, 2023 USD ($)	Sep. 28, 2024 USD ($)	Sep. 30, 2023 USD ($)	Dec. 30, 2023 USD ($)	Dec. 31, 2022 CAD ($)
Property, Plant and Equipment [Line Items]							
Depreciation		$ 10.3	$ 10.7	$ 31.7	$ 33.2		
Amortization of equipment leased to customers		5.6	$ 5.2	18.4	$ 12.4		
Accumulated amortization of equipment leased to customers		$ 1.2		$ 1.2		$ 1.5	
Property, plant and equipment, additions	$ 123.0						
Escrow deposit							$ 21.0

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Intangible Assets, net - Schedule of Finite-	3 Months Ended	9 Months Ended	12 Months Ended

Lived Intangible Assets, net (Details) - USD ($) $ in Millions	Dec. 30, 2023	Sep. 30, 2023	Sep. 28, 2024	Dec. 30, 2023
Intangible assets subject to amortization:				
Gross Carrying Amount	$ 552.3		$ 486.7	$ 552.3
Accumulated Amortization	(132.4)		(81.5)	(132.4)
Net Carrying Amount	419.9		$ 405.2	$ 419.9
Impairment, Intangible Asset, Indefinite-Lived (Excluding Goodwill), Statement of Income or Comprehensive Income [Extensible Enumeration]			Operating Expenses	Operating Expenses
Intangible assets not subject to amortization:				
Trademarks	232.4		$ 235.6	$ 232.4
Impairment, Intangible Asset, Indefinite-Lived (Excluding Goodwill), Statement of Income or Comprehensive Income [Extensible Enumeration]			Operating Expenses	Operating Expenses
Intangible Assets, Net (Excluding Goodwill) [Abstract]				
Intangible assets, net	652.3		$ 640.8	$ 652.3
Trademarks				
Intangible assets not subject to amortization:				
Trademarks	242.4		235.6	242.4
Impairment charge	(3.0)	$ (7.0)	0.0	(10.0)
Total trademarks	232.4		235.6	232.4
Customer relationships				
Intangible assets subject to amortization:				
Gross Carrying Amount	209.2		184.7	209.2
Accumulated Amortization	(31.5)		(15.7)	(31.5)
Net Carrying Amount	177.7		169.0	177.7
Acquired technologies				
Intangible assets subject to amortization:				
Gross Carrying Amount	174.7		135.0	174.7
Accumulated Amortization	(45.3)		(19.7)	(45.3)
Net Carrying Amount	129.4		115.3	129.4
Capitalized software development costs				
Intangible assets subject to amortization:				
Gross Carrying Amount	53.9		55.9	53.9
Accumulated Amortization	(15.2)		(7.5)	(15.2)
Net Carrying Amount	38.7		48.4	38.7
Licenses				
Intangible assets subject to amortization:				
Gross Carrying Amount	39.7		36.8	39.7
Accumulated Amortization	(7.4)		(5.9)	(7.4)
Net Carrying Amount	32.3		30.9	32.3
Licenses | Willow Laboratories				
Intangible assets subject to amortization:				
Gross Carrying Amount	7.5		7.5	7.5
Accumulated Amortization	(6.7)		(7.0)	(6.7)
Net Carrying Amount	0.8		0.5	0.8
Patents				
Intangible assets subject to amortization:				
Gross Carrying Amount	39.2		43.1	39.2
Accumulated Amortization	(15.2)		(16.9)	(15.2)
Net Carrying Amount	24.0		26.2	24.0
Trademarks				
Intangible assets subject to amortization:				
Gross Carrying Amount	20.1		19.1	20.1
Accumulated Amortization	(7.4)		(7.3)	(7.4)
Net Carrying Amount	12.7		11.8	12.7
Non-compete agreements				
Intangible assets subject to amortization:				
Gross Carrying Amount	6.3		3.0	6.3
Accumulated Amortization	(2.6)		(0.4)	(2.6)
Net Carrying Amount	3.7		2.6	3.7
Other				
Intangible assets subject to amortization:				
Gross Carrying Amount	1.7		1.6	1.7
Accumulated Amortization	(1.1)		(1.1)	(1.1)
Net Carrying Amount	$ 0.6		$ 0.5	$ 0.6

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Intangible Assets, net - Narrative (Details) - USD ($) $ in Millions	3 Months Ended		9 Months Ended		12 Months Ended
	Sep. 28, 2024	Dec. 30, 2023 Sep. 30, 2023	Sep. 28, 2024	Sep. 30, 2023	Dec. 30, 2023
Finite-Lived Intangible Assets [Line Items]					
Amortization of intangible assets	$ 13.7	$ 13.8	$ 40.5	$ 42.6	
Trademarks					
Finite-Lived Intangible Assets [Line Items]					
Impairment charge		$ 3.0 7.0	$ 0.0		$ 10.0
Minimum					
Finite-Lived Intangible Assets [Line Items]					
Acquired finite-lived intangible assets, weighted average useful life			12 years		
Maximum					
Finite-Lived Intangible Assets [Line Items]					
Acquired finite-lived intangible assets, weighted average useful life			14 years		
Patents And Trademarks					
Finite-Lived Intangible Assets [Line Items]					
Finite-lived intangible assets, cost incurred to renew or extend	$ 1.2	$ 0.2	$ 2.6	$ 0.8	
Patents					
Finite-Lived Intangible Assets [Line Items]					
Weighted average number of years until the next renewal			2 years		
Trademarks					
Finite-Lived Intangible Assets [Line Items]					
Weighted average number of years until the next renewal			6 years		

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Intangible Assets, net - Schedule of Finite-Lived Intangible Assets, Future Amortization Expense (Details) - USD ($) $ in Millions	Sep. 28, 2024	Dec. 30, 2023

Goodwill and Intangible Assets Disclosure [Abstract]		
2024 (balance of year)	$ 13.6	
2025	53.0	
2026	53.8	
2027	40.6	
2028	40.3	
Thereafter	203.9	
Net Carrying Amount	$ 405.2	$ 419.9

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Goodwill (Details) $ in Millions	9 Months Ended Sep. 28, 2024 USD ($)
Goodwill [Roll Forward]	
Goodwill, beginning of period	$ 407.7
Foreign currency translation adjustment	4.8
Goodwill, end of period	412.5
Healthcare	
Goodwill [Roll Forward]	
Goodwill, beginning of period	98.6
Foreign currency translation adjustment	0.5
Goodwill, end of period	99.1
Non-healthcare	
Goodwill [Roll Forward]	
Goodwill, beginning of period	309.1
Foreign currency translation adjustment	4.3
Goodwill, end of period	$ 313.4

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Lessee ROU Assets and Lease Liabilities - Narrative (Details) $ in Millions	3 Months Ended			9 Months Ended		
	Sep. 28, 2024 USD ($)	Mar. 30, 2024 USD ($)	Sep. 30, 2023 USD ($)	Sep. 28, 2024 USD ($) lease	Sep. 30, 2023 USD ($)	Dec. 30, 2023 USD ($)
Leases [Abstract]						
Lessee, operating lease, renewal term	5 years			5 years		
Operating lease, weighted average discount rate	4.60%			4.60%		
Accumulated amortization for lessee ROU assets	$ 55.5			$ 55.5		$ 48.9
Weighted average remaining lease term	5 years 2 months 12 days			5 years 2 months 12 days		
Operating lease, cost	$ 5.6		$ 12.6	$ 17.5	$ 33.2	
Segment Reporting Information [Line Items]						
Impairment charge	$ 0.0		$ 7.0	$ 0.0	$ 7.0	
Non-healthcare						
Segment Reporting Information [Line Items]						
Number of under-utilized operating lease | lease				1		
Remaining lease term	3 years			3 years		
Impairment charge		$ 3.9				

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Lessee ROU Assets and Lease Liabilities - Schedule of Lessee Operating Lease Balance Sheet Classification (Details) - USD ($) $ in Millions	Sep. 28, 2024	Dec. 30, 2023
Leases [Abstract]		
Lessee ROU assets	$ 83.1	$ 59.1
Lessee current lease liabilities	22.5	18.2
Lessee non-current lease liabilities	65.8	45.8
Total operating lease liabilities	$ 88.3	$ 64.0
Operating Lease, Right-of-Use Asset, Statement of Financial Position [Extensible Enumeration]	Other Assets, Noncurrent	Other Assets, Noncurrent
Operating Lease, Liability, Current, Statement of Financial Position [Extensible List]	Other current liabilities	Other current liabilities
Operating Lease, Liability, Noncurrent, Statement of Financial Position [Extensible List]	Other Liabilities, Noncurrent	Other Liabilities, Noncurrent

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Lessee ROU Assets and Lease Liabilities - Schedule of Lessee, Operating Lease, Liability, Maturity (Details) - USD ($) $ in Millions	Sep. 28, 2024	Dec. 30, 2023
Leases [Abstract]		
2024 (balance of year)	$ 6.1	
2025	25.1	
2026	20.1	
2027	15.0	
2028	13.1	
Thereafter	20.9	
Total	100.3	
Imputed interest	(12.0)	
Present value	$ 88.3	$ 64.0

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Other Non-Current Assets (Details) - USD ($) $ in Millions	Sep. 28, 2024	Dec. 30, 2023
Other Assets Long Term [Line Items]		
Operating Lease, Right-of-Use Asset, Statement of Financial Position [Extensible Enumeration]	Total non-current assets	Total non-current assets
Lessee ROU assets, net	$ 83.1	$ 59.1
Prepaid deposits and other	7.0	6.4
Strategic investments	6.8	7.2
Restricted cash	2.4	2.2
Equity investments - fair value	2.6	2.7
Other non-current assets	0.1	0.3
Total non-current assets	105.8	89.3
Cash Flow Hedges		
Other Assets Long Term [Line Items]		
Derivative assets - non-current	$ 3.8	$ 11.4

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Deferred Revenue and Other Contract Liabilities, Current - Schedule of Deferred

Revenue and Other Contract Liabilities, Current (Details) - USD ($) $ in Millions	Sep. 28, 2024	Dec. 30, 2023
Revenue Recognition and Deferred Revenue [Abstract]		
Deferred revenue	$ 65.0	$ 63.8
Accrued rebates and allowances	33.8	37.5
Accrued customer reimbursements	12.6	12.4
Total deferred revenue and other contract liabilities	111.4	113.7
Less: Non-current portion of deferred revenue	(26.9)	(26.4)
Deferred revenue and other contract liabilities, current	$ 84.5	$ 87.3

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Deferred Revenue and Other Contract Liabilities, Current - Narrative (Details) - USD ($) $ in Millions	Sep. 28, 2024	Dec. 30, 2023	Oct. 31, 2020
Deferred Income [Line Items]			
Deferred revenue	$ 65.0	$ 63.8	
Bowers and Wilkins			
Deferred Income [Line Items]			
Royalty prepayment			$ 20.0
Deferred revenue	13.3		$ 35.0
Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis]: 2024-09-29			
Deferred Income [Line Items]			
Unrecognized contract revenue	$ 1,651.9		
Revenue remaining performance obligation, expected timing of satisfaction	1 year		
Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis]: 2024-09-29 | Twelve Months and Thereafter			
Deferred Income [Line Items]			
Unrecognized contract revenue	$ 433.6		
Revenue remaining performance obligation, expected timing of satisfaction	12 months		

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Deferred Revenue and Other Contract Liabilities, Current - Schedule of Changes in Deferred Revenue (Details) $ in Millions	9 Months Ended Sep. 28, 2024 USD ($)
Movement in Deferred Revenue [Roll Forward]	
Deferred revenue, beginning of the period	$ 63.8
Revenue deferred during the period	22.8
Recognition of revenue deferred in prior periods	(21.6)
Deferred revenue, end of the period	$ 65.0

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Other Current Liabilities (Details) - USD ($) $ in Millions	Sep. 28, 2024	Dec. 30, 2023
Other Current Liabilities [Line Items]		
Long-term debt, current	$ 39.4	$ 34.3
Accrued expenses	31.4	26.3
Accrued indirect taxes payable	29.2	23.9
Lessee lease liabilities, current	22.5	18.2
Accrued legal fees	20.9	9.9
Income tax payable	15.4	16.1
Accrued property taxes	12.7	10.2
Accrued warranty	9.1	8.6
Accrued donations	1.7	4.0
Total other current liabilities	196.3	162.4
Nonrelated Party		
Other Current Liabilities [Line Items]		
Other current liabilities/ Related party payables	10.1	6.7
Related Party		
Other Current Liabilities [Line Items]		
Other current liabilities/ Related party payables	$ 3.9	$ 4.2

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Debt - Schedule of Debt (Details) - USD ($) $ in Millions	Sep. 28, 2024	Dec. 30, 2023
Debt Instrument [Line Items]		
Debt, current portion	$ 39.4	$ 34.3
Debt, long-term	733.2	871.7
Total debt	772.6	906.0
Term Loan		
Debt Instrument [Line Items]		
Debt, current portion	15.0	11.3
Debt, long-term	261.6	271.4
Revolver		
Debt Instrument [Line Items]		
Debt, long-term	457.0	591.5
Japanese Loans		
Debt Instrument [Line Items]		
Debt, current portion	24.4	23.0
Debt, long-term	$ 14.6	$ 8.8

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Debt - Narrative (Details)	1 Months Ended Sep. 30, 2024 USD ($)	Feb. 28, 2023 USD ($)	Apr. 11, 2022 USD ($)	3 Months Ended Sep. 28, 2024 USD ($)	Mar. 31, 2020 USD ($)	Sep. 28, 2024 USD ($)	Sep. 30, 2023 USD ($)	9 Months Ended Sep. 28, 2024 USD ($)	Sep. 30, 2023 USD ($)	Sep. 30, 2024 JPY (¥)	Sep. 28, 2024 JPY (¥)	Feb. 28, 2023 JPY (¥)	May 16, 2022 USD ($)	May 31, 2021 USD ($)	M J
New Credit Facility Agreement															
Debt Instrument [Line Items]															
Accordion feature, increase limit			$ 400,000,000												
New Credit Facility															

Agreement | Adjusted Secured Overnight Financing Rate (SOFR)						
Debt Instrument [Line Items]						
Variable rate	1.00%					
New Credit Facility Agreement | Fed Funds Effective Rate Overnight Index Swap Rate						
Debt Instrument [Line Items]						
Variable rate	0.50%					
New Credit Facility Agreement | Adjusted Secured Overnight Financing Rate (SOFR), One-Month Interest Period						
Debt Instrument [Line Items]						
Variable rate	0.10%					
New Credit Facility Agreement | Adjusted Secured Overnight Financing Rate (SOFR), Three-Month Interest Period						
Debt Instrument [Line Items]						
Variable rate	0.15%					
New Credit Facility Agreement | Adjusted Secured Overnight Financing Rate (SOFR), Six-Month Interest Period						
Debt Instrument [Line Items]						
Variable rate	0.25%					
New Credit Facility Agreement | Minimum						
Debt Instrument [Line Items]						
Commitment fee percentage	0.15%					
New Credit Facility Agreement | Minimum | Alternate Base Rate						
Debt Instrument [Line Items]						
Variable rate	0.00%					
New Credit Facility Agreement | Minimum | Adjusted Secured Overnight Financing Rate (SOFR)						
Debt Instrument [Line Items]						
Variable rate	1.00%					
New Credit Facility Agreement | Maximum						
Debt Instrument [Line Items]						
Commitment fee percentage	0.275%					
New Credit Facility Agreement | Maximum | Alternate Base Rate						
Debt Instrument [Line Items]						
Variable rate	0.75%					
New Credit Facility Agreement | Maximum | Adjusted Secured Overnight Financing Rate (SOFR)						
Debt Instrument [Line Items]						
Variable rate	1.75%					
Japanese Government Loans						
Debt Instrument [Line Items]						
Debt issuance costs						
Debt instrument face amount						
Average interest rate						
Japanese Equipment Loans						
Debt Instrument [Line Items]						
Debt issuance costs | ¥						¥ 0
Debt instrument face amount						$ ¥ 500,000 80,(
Average interest rate						1.20% 1.2(
Japanese Syndicate Loan						
Debt Instrument [Line Items]						
Debt issuance costs		$ 200,000	$ 200,000	$ 200,000	¥ 25,000,000	
Debt instrument face amount		$ 8,800,000	8,800,000	8,800,000	¥ 1,250,000,000	
Japanese Syndicate Loan | Base Rate						
Debt Instrument [Line Items]						

Variable rate			0.70%									
Japanese Capex Loan | Subsequent Event												
Debt Instrument [Line Items]												
Debt instrument face amount	$ 1,600,000								¥ 230,000,000			
Japanese Capex Loan | Base Rate | Subsequent Event												
Debt Instrument [Line Items]												
Variable rate	1.095%											
Revolving Credit Facility												
Debt Instrument [Line Items]												
Interest expense				$ 9,900,000	$ 12,100,000	$ 31,800,000	$ 34,100,000					
Revolving Credit Facility | New Credit Facility Agreement												
Debt Instrument [Line Items]												
Maximum borrowing capacity		$ 500,000,000										$ 705,000,000
Accordion feature, increase limit												$ 205,000,000
Revolving Credit Facility | Line of Credit | Japanese Revolving Loan												
Debt Instrument [Line Items]												
Maximum borrowing capacity		$ 21,100,000		$ 5,600,000						¥ 3,000,000,000		
Debt issuance costs		$ 200,000		$ 100,000						¥ 22,000,000		
Variable rate		0.75%		0.50%								
Revolving Credit Facility | Line of Credit | Initial Lenders												
Debt Instrument [Line Items]												
Debt issuance costs			8,400,000									
Unsecured Debt | New Credit Facility Agreement												
Debt Instrument [Line Items]												
Maximum borrowing capacity			300,000,000									
Letter of Credit | New Credit Facility Agreement												
Debt Instrument [Line Items]												
Maximum borrowing capacity			$ 50,000,000									

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Debt - Schedule of Maturities of Long-term Debt (Details) $ in Millions	**Sep. 28, 2024 USD ($)**
Debt Disclosure [Abstract]	
2024 (balance of year)	$ 25.7
2025	18.4
2026	18.4
2027	703.2
2028	3.0
Thereafter	3.9
Total	$ 772.6

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Other Non-Current Liabilities (Details) - USD ($) $ in Millions	**Sep. 28, 2024**	**Dec. 30, 2023**
Other Liabilities Disclosure [Abstract]		
Lessee non-current lease liabilities	$ 65.8	$ 45.8
Unrecognized tax benefits	31.2	24.4
Deferred revenue, non-current	26.9	26.4
Projected benefit obligation	9.5	9.5
Income tax payable, non-current	0.0	7.1
Indirect tax payable, non-current	0.0	8.4
Other	9.1	7.9
Total other non-current liabilities	$ 142.5	$ 129.5

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Derivative Instruments and Hedging Activities - Narrative (Details) - USD ($) $ in Millions	**3 Months Ended**						**9 Months Ended**		**12 Months Ended**
	Sep. 28, 2024	**Jun. 29, 2024**	**Mar. 30, 2024**	**Sep. 30, 2023**	**Jul. 01, 2023**	**Apr. 01, 2023**	**Sep. 28, 2024**	**Sep. 30, 2023**	**Sep. 29, 2025**
Derivative Instruments and Hedging Activities Disclosures [Line Items]									
Net of tax gain (loss) on derivatives	$ (11.3)	$ (0.6)	$ 4.9	$ 0.4	$ 5.6	$ (4.3)	$ (7.0)	$ 1.7	
Forecast | Interest Expense									
Derivative Instruments and Hedging Activities Disclosures [Line Items]									
Net of tax gain (loss) on derivatives									$ 2.5
Designated as Hedging Instrument | Interest rate contracts, inclusive of accrued interest									
Derivative Instruments and Hedging Activities Disclosures [Line Items]									
Average fixed interest rate related to derivative contracts	3.28%						3.28%		
Maturities of derivative contracts							3 years		

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Derivative Instruments and Hedging Activities - Schedule of Derivative Instruments in Statement of Financial Position, Fair Value (Details) - Designated as Hedging Instrument - USD ($) $ in Millions

	Sep. 28, 2024	Dec. 30, 2023
Derivative Instruments and Hedging Activities Disclosures [Line Items]		
Fair value of hedging instruments	$ (0.2)	$ 8.0
Interest rate contracts, inclusive of accrued interest | Other non-current assets		
Derivative Instruments and Hedging Activities Disclosures [Line Items]		
Fair value of hedging instruments	4.7	11.6
Interest rate contracts, inclusive of accrued interest | Other non-current liabilities		
Derivative Instruments and Hedging Activities Disclosures [Line Items]		
Fair value of hedging instruments	$ (4.9)	$ (3.6)

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Derivative Instruments and Hedging Activities - Schedule of Reclassification out of Accumulated Other Comprehensive Income (Loss) (Details) - USD ($) $ in Millions

	3 Months Ended		9 Months Ended	
	Sep. 28, 2024	Sep. 30, 2023	Sep. 28, 2024	Sep. 30, 2023
Derivative Instruments and Hedging Activities Disclosures [Line Items]				
Gains (losses) reclassified from accumulated other comprehensive income	$ 3.8	$ 4.1	$ 12.2	$ 10.9
Designated as Hedging Instrument | Interest rate contracts, inclusive of accrued interest | Non-operating gain				
Derivative Instruments and Hedging Activities Disclosures [Line Items]				
Gains (losses) reclassified from accumulated other comprehensive income	$ 3.8	$ 4.1	$ 12.2	$ 10.9

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Derivative Instruments and Hedging Activities - Schedule of Accumulated Other Comprehensive Income (Loss) (Details) - Accumulated Gain (Loss), Cash Flow Hedge, Including Noncontrolling Interest - USD ($) $ in Millions

	3 Months Ended		9 Months Ended	
	Sep. 28, 2024	Sep. 30, 2023	Sep. 28, 2024	Sep. 30, 2023
AOCI Including Portion Attributable to Noncontrolling Interest, Net of Tax [Roll Forward]				
Beginning balance	$ 13.5	$ 21.1	$ 7.8	$ 19.3
Amount recognized in other comprehensive (loss) income	(11.1)	4.5	3.0	13.1
Amount reclassified into earnings	(3.8)	(4.1)	(12.2)	(10.9)
Ending balance	$ (1.4)	$ 21.5	$ (1.4)	$ 21.5

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Business Combinations - Narrative (Details) - Sound United - USD ($) $ in Millions

	Apr. 11, 2022	3 Months Ended		9 Months Ended	
		Sep. 28, 2024	Sep. 30, 2023	Sep. 28, 2024	Sep. 30, 2023
Business Acquisition [Line Items]					
Percentage of voting interests acquired	100.00%				
Cash consideration	$ 1,057.5				
Revenue		$ 161.4	$ 171.5	$ 465.6	$ 562.1
Net loss		(12.9)	(17.8)	(31.3)	(21.2)
Transaction costs		$ 0.0	$ 0.0	$ 0.0	$ 0.0
Contractual license agreements					
Business Acquisition [Line Items]					
Weighted average amortization period before renewal (in years)	5 years				

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Business Combinations - Fair Value of Assets Acquired and Liabilities Assumed (Details) - USD ($) $ in Millions

	Apr. 11, 2022	Sep. 28, 2024	Dec. 30, 2023
Assets acquired:			
Goodwill		$ 412.5	$ 407.7
Sound United			
Business Acquisition [Line Items]			
Cash consideration	$ 1,057.5		
Purchase price	1,057.5		
Assets acquired:			
Cash and cash equivalents	82.6		
Accounts receivables	108.5		
Inventories	238.6		
Prepaid expenses and other current assets	30.0		
Property, plant and equipment	113.2		
Intangible assets	649.0		
Goodwill	318.0		
Long-term other assets	7.4		
Total assets acquired	1,547.3		
Liabilities assumed:			
Accounts payable	(118.8)		
Accrued liabilities and other current liabilities	(148.9)		
Deferred tax liabilities	(145.1)		
Other long-term liabilities	(77.0)		
Total liabilities assumed	$ (489.8)		

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Business Combinations - Schedule of Acquired Intangible Assets (Details) - Sound United $ in Millions	Apr. 11, 2022 USD ($)
Business Acquisition [Line Items]	
Weighted average amortization period (in years)	14 years
Finite lived intangible assets	$ 387.0
Indefinite intangible assets	262.0
Total	$ 649.0
Trademarks/tradenames	
Business Acquisition [Line Items]	
Weighted average amortization period (in years)	10 years
Finite lived intangible assets	$ 6.0
Customer relationships	
Business Acquisition [Line Items]	
Weighted average amortization period (in years)	17 years
Finite lived intangible assets	$ 196.0
Developed technology	
Business Acquisition [Line Items]	
Weighted average amortization period (in years)	8 years
Finite lived intangible assets	$ 156.0
Contractual license agreements	
Business Acquisition [Line Items]	
Weighted average amortization period (in years)	15 years
Finite lived intangible assets	$ 29.0

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Equity (Details) - $ / shares	9 Months Ended			
	Sep. 28, 2024	Dec. 30, 2023	Sep. 20, 2022	Jun. 30, 2022
Class of Stock [Line Items]				
Preferred stock, par value (in dollars per share)	$ 0.001	$ 0.001		
Repurchase of common stock (in shares)	0			
Rights to Purchase Series A Junior Participating Preferred Stock				
Class of Stock [Line Items]				
Preferred stock purchase right declared for each share of common stock			1	
Preferred stock, par value (in dollars per share)			$ 0.001	
Purchase price per each right (in dollars per share)			$ 1,000	
Rights to Purchase Series A Junior Participating Preferred Stock | Minimum				
Class of Stock [Line Items]				
Threshold percentage to exercise purchase right			10.00%	
Rights to Purchase Series A Junior Participating Preferred Stock | Maximum				
Class of Stock [Line Items]				
Threshold percentage to exercise purchase right			20.00%	
Common Stock | 2022 Repurchase Program				
Class of Stock [Line Items]				
Number of common shares authorized to be repurchased under new stock repurchase program (in shares)				5,000,000
Stock repurchase program, remaining number of shares available for repurchase (in shares)	5,000,000			

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Stock-Based Compensation - Narrative (Details) - USD ($) $ in Millions	1 Months Ended	3 Months Ended		9 Months Ended		
	Feb. 28, 2024	May 31, 2020	Sep. 28, 2024	Sep. 30, 2023	Sep. 28, 2024	Sep. 30, 2023	Jun. 01, 2017
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]							
Stock compensation expense (benefit)			$ 6.5	$ (1.1)	$ 29.6	$ (2.4)	
Common stock, capital shares reserved for future issuance (in shares)			9,300,000		9,300,000		
Options available for grant, end of period (in shares)			3,100,000		3,100,000		
Award vesting period					three		
Aggregate intrinsic value of options outstanding			$ 52.2		$ 52.2		
Aggregate exercisable intrinsic value of options outstanding			51.9		51.9		
Employee Stock Option							
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]							
Stock compensation expense (benefit)			0.0	2.2	4.0	6.8	
Share-based payment arrangement, cost not yet recognized, amount			7.6		$ 7.6		
Share-based payment arrangement, period for recognition (in years)					2 years 8 months 12 days		
Restricted Stock Units (RSUs)							
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]							
Stock compensation expense (benefit)			8.1	5.0	$ 23.6	$ 14.4	
Share-based payment arrangement, nonvested award, cost not yet recognized, amount			88.1		$ 88.1		
Share-based compensation arrangement outstanding, weighted average remaining contractual terms (in years)					3 years 2 months 12 days		
Granted (in units)					200,000		
Restricted Stock Units (RSUs) | Chief Executive Officer							
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]							
Granted (in units)					2,700,000	2,700,000	
Performance Shares							
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]							
Stock compensation expense (benefit)			(1.6)	$ (8.3)	$ 2.0	$ (23.6)	
Award vesting period	3 years						
Share-based payment arrangement, nonvested award, cost not yet recognized, amount			$ 14.9		$ 14.9		
Share-based compensation arrangement outstanding, weighted average remaining contractual terms (in years)					1 year 4 months 24 days		
Granted (in units)					200,000		
Performance Shares | Minimum | 2021 PSU Grant							
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]							
Granted (in units)					155,156		
Share-based compensation arrangement by share-based payment award, range of percentage payout			0.00%		0.00%		
Performance Shares | Maximum | 2021 PSU Grant							
Share-based Compensation Arrangement by Share-based Payment Award [Line							

Items]				
Share-based compensation arrangement by share-based payment award, range of percentage payout			200.00%	200.00%
2017 Equity Incentive Plan				
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Share-based compensation, number of additional shares authorized (in shares)		2,500,000		
Minimum percentage of awards required to vest		95.00%		
Award vesting period		1 year		
2017 Equity Incentive Plan | Minimum				
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Options available for grant, end of period (in shares)				5,000,000.0
2017 Equity Incentive Plan | Maximum				
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Options available for grant, end of period (in shares)		7,500,000		
2007 Stock Incentive Plan				
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]				
Options available for grant, end of period (in shares)				5,000,000

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Stock-Based Compensation - Schedule of Number and Weighted Average Exercise Price of Options Issued and Outstanding under all Stock Option Plans (Details) - $ / shares shares in Millions	**9 Months Ended**
	Sep. 28, 2024
Shares	
Options outstanding, beginning of period (in shares)	2.8
Granted (in shares)	0.1
Canceled (in shares)	(0.1)
Exercised (in shares)	(0.6)
Options outstanding, end of period (in shares)	2.2
Options exercisable, end of period (in shares)	1.9
Weighted-Average Exercise Price	
Options outstanding, beginning of period (in usd per share)	$ 87.79
Granted (in usd per share)	126.49
Canceled (in usd per share)	165.65
Exercised (in usd per share)	35.44
Options outstanding, end of period (in usd per share)	102.68
Options exercisable, end of period (in dollars per share)	$ 92.27

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Stock-Based Compensation - Schedule of Stock Units Activity (Details) - $ / shares shares in Millions	**9 Months Ended**		
	Feb. 28, 2024	**Sep. 28, 2024**	**Dec. 30, 2023**
Restricted Stock Units (RSUs)			
Units			
Beginning of period (in shares)		3.5	
Granted (in units)		0.2	
Expired (in units)		(0.1)	
Vested (in units)		(0.1)	
End of period (in shares)		3.5	
Weighted-Average Grant Date Fair Value			
Beginning of period (in dollars per share)		$ 104.20	$ 105.87
Granted (in dollars per share)		125.41	
Canceled (in dollars per share)		147.46	
Vested (in dollars per share)		178.05	
End of period, fair value (in dollars per share)		$ 104.20	
Performance Shares			
Units			
Beginning of period (in shares)		0.3	
Granted (in units)		0.2	
Expired (in units)		(0.1)	
Vested (in units)		0.0	
End of period (in shares)		0.4	
Weighted-Average Grant Date Fair Value			
Beginning of period (in dollars per share)		$ 171.59	$ 190.04
Granted (in dollars per share)		164.19	
Canceled (in dollars per share)		228.22	
Vested (in dollars per share)		250.73	
End of period, fair value (in dollars per share)		$ 171.59	
Weighted payout percentage	28.00%		
Award vesting period	3 years		

XML 120 R100.htm IDEA: XBRL DOCUMENT

Stock-Based Compensation - Schedule of Range of Assumptions Used and Resulting Weighted-Average Fair Value of Options Granted at Date of Grant (Details) - $ / shares	**9 Months Ended**	
	Sep. 28, 2024	**Sep. 30, 2023**
Range of assumptions used and resulting weighted-average fair value of options granted at the date of grant		
Risk-free interest rate	4.20%	4.20%
Expected term (in years)	5 years 10 months 24 days	5 years 10 months 24 days
Estimated volatility	42.60%	36.70%
Expected dividends	0.00%	0.00%
Weighted-average fair value of options granted (in dollars per share)	$ 59.60	$ 75.08

XML 121 R101.htm IDEA: XBRL DOCUMENT

Employee Benefits (Details)	**3 Months Ended**		**9 Months Ended**	
	Sep. 28, 2024	**Sep. 30, 2023**	**Sep. 28, 2024**	**Sep. 30, 2023**

$ in Millions	USD ($) plan	USD ($)	USD ($) plan	USD ($)
Defined Contribution Plan Disclosure [Line Items]				
Defined contribution plan, number of plans | plan	1		1	
Masimo Retirement Savings Plan				
Defined Contribution Plan Disclosure [Line Items]				
Percent of employees' gross pay			100.00%	
Percent of match			3.00%	
Company's contribution to employee retirement savings plan	$ 1.1	$ 1.1	$ 3.6	$ 3.8
Masimo Retirement Savings Plan | Foreign Plan				
Defined Contribution Plan Disclosure [Line Items]				
Company's contribution to employee retirement savings plan	$ 1.5	$ 1.3	$ 4.4	$ 4.1

XML 122 R102.htm IDEA: XBRL DOCUMENT

Non-operating Loss (Details) - USD ($) $ in Millions	3 Months Ended		9 Months Ended	
	Sep. 28, 2024	Sep. 30, 2023	Sep. 28, 2024	Sep. 30, 2023
Nonoperating Income (Expense) [Abstract]				
Realized and unrealized foreign currency (losses) gains	$ (9.3)	$ 0.9	$ (6.1)	$ 6.8
Interest income	1.3	0.7	3.7	2.2
Interest expense	(10.5)	(12.8)	(33.6)	(36.5)
Total non-operating loss	$ (18.5)	$ (11.2)	$ (36.0)	$ (27.5)

XML 123 R103.htm IDEA: XBRL DOCUMENT

Income Taxes - Narrative (Details) - USD ($) $ in Millions	3 Months Ended		9 Months Ended	
	Sep. 28, 2024	Sep. 30, 2023	Sep. 28, 2024	Sep. 30, 2023
Income Tax Disclosure [Abstract]				
Other tax benefit	$ 1.6	$ 0.2	$ 4.9	$ 3.1
Gross unrecognized tax benefit	39.3		39.3	
Unrecognized tax benefit that would affect effective tax rate	$ 36.6		$ 36.6	

XML 124 R104.htm IDEA: XBRL DOCUMENT

Commitments and Contingencies (Details)	Jun. 05, 2023 USD ($)	Jan. 30, 2023 patent	Oct. 13, 2020 patent	Nov. 04, 2015 USD ($)	1 Months Ended Oct. 31, 2024 USD ($)	Feb. 28, 2023 patent	Jul. 31, 2017	3 Months Ended Sep. 28, 2024 USD ($) distributor executiveOfficer	Sep. 30, 2023 distributor	9 Months Ended Sep. 28, 2024 USD ($) distributor executiveOfficer	Sep. 30, 2023 distributor	Oct. 25, 2024	Oct. 24, 2024 USD ($)	Apr. 12, 2024 USD ($) agreement	Oct. 20, 2022 complaint
Contingencies And Commitments [Line Items]															
Severance plan participation agreements | executiveOfficer								6		6					
Required notice of resignation										6 months					
Royalty obligation								$ 5,000,000		$ 5,000,000					
License fee								2,500,000		2,500,000					
Change in control								15,000,000		15,000,000					
Royalty guarantees, commitments, additional, change in control								2,000,000		2,000,000					
Remaining commitment								274,000,000.0		274,000,000.0					
Other commitment								3,900,000		3,900,000					
Number of endorsement agreements | agreement														2	
Principal amount of endorsement agreement														$ 11,500,000	
Endorsement agreement minimum guaranteed royalty payment										500,000					
Endorsement agreement outstanding obligation								7,800,000		7,800,000					
Bank balances								158,500,000		158,500,000					
Bank balance covered by federal deposit insurance corporation limit								$ 8,300,000		$ 8,300,000					
Subsequent Event															
Contingencies And Commitments [Line Items]															
License fee paid													$ 2,500,000		
Minimum															
Contingencies And Commitments [Line Items]															
Endorsement agreement term (in months)														18 months	
Maximum															
Contingencies And Commitments [Line Items]															
Endorsement agreement term (in months)														36 months	
Masimo Vs. Apple Inc															
Contingencies And Commitments [Line Items]															
Number of patents found infringed | patent		1				2									
Masimo Vs. Apple Inc | Pending Litigation															
Contingencies And Commitments [Line Items]															
Asserted patents found valid | patent			3												
Asserted patents found invalid | patent			9												
Apple, Inc. Patent Infringement | Pending Litigation															
Contingencies And Commitments [Line															

Items]										
Number of complaints | complaint										2
Apple, Inc. Patent Infringement | Pending Litigation | Subsequent Event										
Contingencies And Commitments [Line Items]										
Loss contingency, damages awarded, value			$ 250							
Masimo V.S. Mr. Kiani | Pending Litigation | Subsequent Event										
Contingencies And Commitments [Line Items]										
Percentage shares owned by defendants formed stockholder group and engaged in short-swing trading									19.00%	
Revenue Benchmark										
Contingencies And Commitments [Line Items]										
Distributors | distributor					1	1	1	1		
GPO Members | Revenue Benchmark | Customer Concentration Risk										
Contingencies And Commitments [Line Items]										
Concentration risk, percentage					57.30%	50.50%	57.90%	52.90%		
Just in time distributor one | Revenue Benchmark | Customer Concentration Risk										
Contingencies And Commitments [Line Items]										
Concentration risk, percentage					16.20%	10.70%	13.90%	10.40%		
Chief Executive Officer										
Contingencies And Commitments [Line Items]										
Severance payment period		3 years								
Equity awards		$ 2,700,000								
Cash payment		$ 35,000,000								
Qualifying termination	$ 479,700,000									
Chief Executive Officer | Cash Distribution										
Contingencies And Commitments [Line Items]										
Severance terms				50.00%						
Chief Executive Officer | Restricted Stock Units (RSUs)										
Contingencies And Commitments [Line Items]										
Severance terms				50.00%						

~~XML 125 R105.htm IDEA: XBRL DOCUMENT~~

Segment and Enterprise Reporting - Schedule of Segment Reporting Information, by Segment (Details) $ in Millions		**3 Months Ended**		**9 Months Ended**	
		Sep. 28, 2024 USD ($)	**Sep. 30, 2023 USD ($)**	**Sep. 28, 2024 USD ($) segment**	**Sep. 30, 2023 USD ($)**
Segment Reporting [Abstract]					
Number of operating segments | segment				2	
Number of reportable segments | segment				2	
Segment Reporting Information [Line Items]					
Total revenue by segment	[1]	$ 504.6	$ 478.9	$ 1,493.7	$ 1,499.2
Gross profit		263.2	234.8	759.7	740.8
Depreciation and amortization		24.0	24.5	72.2	75.8
Intersegment					
Segment Reporting Information [Line Items]					
Total revenue by segment		2.9	5.0	4.0	5.0
Operating Segments					
Segment Reporting Information [Line Items]					
Total revenue by segment		504.6	478.9	1,493.7	1,499.2
Segment Reconciling Items					
Segment Reporting Information [Line Items]					
Gross profit		(8.5)	(6.6)	(36.8)	(20.8)
Healthcare					
Segment Reporting Information [Line Items]					
Depreciation and amortization		10.3	9.8	30.9	28.1
Healthcare | Operating Segments					
Segment Reporting Information [Line Items]					
Total revenue by segment		343.3	307.8	1,026.8	935.6
Gross profit		215.9	185.6	642.2	569.4
Non-healthcare					
Segment Reporting Information [Line Items]					
Depreciation and amortization		13.7	14.7	41.4	47.7
Non-healthcare | Operating Segments					
Segment Reporting Information [Line Items]					

Total revenue net	161.3	171.1	466.9	563.6
Gross profit	$ 55.8	$ 55.8	$ 154.3	$ 192.2

[1] Includes sales from related parties for the three and nine months ended September 28, 2024 of approximately $27.2 million and $82.9 million, respectively and for the three and nine months ended September 30, 2023 of approximately $26.9 million and $69.1 million, respectively. See Note 3, "Related Party Transactions" for details.

***EXCEL 126 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial_Report.xlsx M4$L#!!0 (':K95D'04UB@0 +$ 0 9&}C4')O<',O87!P+GAM M;$V./0L",1!$_!IQO;=!P4)B0-!2L1+(/>QLOD&1#LD)^OCG!CVX>;QA&WPIG M*N*1#BV&5(_C(I(/ !47BK9.7:=N')=HI6-Y #OGDK7A.YNJQ<&4GPZ4A!0W_J=0U[R;UEA_6\#MI7E!+ P04 M " !VJV59]L!!>X K @ $0 &1O8U!R;W!S+V-O&ULS9+! M:L,P#(9?9?B>R$Y&!R;-I..G#@8K;.QF;+4UBQ-C:R1}^SE>FS*V!]C1TN]/ MGT"-JE(/ 9 #K&0Q?@M:GV2/4OLU.Q%Y"1#U"9V*94KTJ7D8@E.4GN$(7N7D/ M=42H.%^!0U)&D8(96/B%R-K&:*D#0*AK"\6_T@O>?H_"V@68]!^BQ'.N<2SL(>'O:O>1U"]M' M4KW&]"M:26>/:W:=_%IO'O=;UE:\NB^$*/AJSRM9/621A'^_1S80RY8-[9)-NIL\!"SI^\Y%1^?H.'GS[BYBZ(:(E/)X M8-DOV]:[MR_>X%#BVR]*+ M41B1%G\@M MNN01.+5)#3(3/PB=AIAJ4!P"I DQEJ&&^+3&K!'@$WVWO@C(WXV(]ZMOFCU7 MH5A)VH3X$$8:XIQSYG/1,/L'I4,1]E6\W*.76!4!EQC?-*HU+,76>)7 \:V< M/!T3$LV4"P9!AI@S M&L%&KQMUAXZ^OL!?F<-0HACA*FNVB<5@$_9Y>PTG!Z(++9OVX?#L,5,VPLCO='U!=*Y \FIS_1,C0' MHWI:\4*Z">P'_T=HWPJOX@L Y M?RY}SZ7ON?0]H=*W-R-]9\'3BUO>1FY;Q/NN,=K7-"XH8U=RSTS0LS0[=R2^]VE+ZU)CA* M]+',<$X>RPP[9SR2';9WH!TU^_9==N0CI3!3ET.X&D*^ VVZG=PZ.)Z8D;D* MTU*0;\/YZ<5X&N(YV02Y?9A7;>?8T=']Y\%1L*/O)8=QXCRHB'NH8:8S\-# MAWE[7YAGE<90-!1M;*PD+$:W8+C7\2P4X&1@+: '@Z]1 O)256 Q6\8#*Y"B M?$R,1>APYY= <7^/1DN/;IF6U;]\I=QEV=(%5'<]56_*P MOFH]M!5.S_Y9KF4Q9Z;RWRT,"2Q;B%D2XDU=[=7GFYRN>B)V^I=W MP6#R_7#)1P_E.^=?]%U#KG[VW>/Z;I, [2$R<><41 71% B.5' 86%S+D4.Z2 MD 83 >LX=SFWJXPD6L_UC6'ODRWSEPVSK> U[F M$RQ#I'[!?8]*@!&K8KZZKT_Y)9P[M'OQ@2",_-;;I/;=X Q\U*M:I60K$3]+ M!WP? D@9CC%OT-%^/%&*MK&MQMHQ#'F 6//,H68XWX=%FAHSU8NL.8T*,T'5 M0.4_V]0-./8--!R1!5XQF;8VH^1."CS<_N\-L,+$CN'MB]\!4$L#!!0 (M ':K95E3A^R2&04 !T5 8 >&PO=V]R:W-H965T&UL MC9AK9*%(B.2K\-V-J7]TX5 <4 M3_P1\FUV=$YT4Y9"O.N+N7]M6)[1]Q36H+!8<-G/(JT$G#\NQ8Y8L*RENFV&0LQ99(_32HZ9.B MJ44TP(6)'A572? @WA#@UF8D-EV-3@92^87K[L)LRC)X(&Y%'D:@@(W>)S_WO MXTU_J#CH@>.&HH(N3R\)'5X0:M$NR0(F>8,(.E7SG$+6P9I_IXn,R5A OS3 MU-)2H=NLH+ ^*JRQE'K\V8- IG7&ZX,?GI![MO_8SP=2N^+J8^N15>#G-Q4O.I.(RVI%7G@JIFHAP^25SCA#U*Z+.^>40++D/A MZVE&8'XW=A&N5$VL8F8A.(,*;7#FD$D&YE1XR^G>PK56+,.JP[AI63$-4YRY1 MH=J1^S#BY"F/E\V?-*YA67;'>$+"B#$]>!?$53"SB)!D)O)$R1T<_4;8%O7; M.PSRR)'M9^S#1PE7H%:3(T+9(.D{'>DN>]PR1XEMV'F:/O>88RU\=NH;_ ^/<::O8(S?Q#9IY,/EYG(# M=RXPM-KS;=RU/Z-5!\V\A!;S%;.^X_7',VQ=#J1&#C]OT9;2$RQ2+R5YB>_BAP MQ1MVT.,K4X)-N[DQ0A.H?0\CB(=?EU1U\QE#H%/+AO/P@/>F41B 3SVQ81 M.AIT!I9E841U K!Q]WX+\%7B_6!&,?EE^)2[W<@G]U8B%*\U$'(/7N$IX[Q?D M1^L2$@-)F20;%J&YW:ZS@XW,.F1./TS6Q-W%2Q$U,K,G!:SHK\,"Q2W[T$_D M[L,+6++F)Q-5B]#3U+V=8K48K?V? GN7_LUQ*76:4M4717> 3>=8(ARM^0VMI M6OL^/XD:]'TW@,4Z"H3+M +5?D]QJS\)DM]9HULL4LES MKB!')MK0&AE+Y5ZAK/=(-1.>T^M:O7Y_;&Z:J&K/I[A33V$9XA=+D?N(-,\ < M%VCMH-K1*6](U:+H'HHX2(W?.'2,>[C9;%>X6,M"S:G=W6DIR#]1(>3)[E: MY%X.,_;I*!ZL$;.H-?K8V2UOSNX&Q2SO$@ M8BOO%KE.QZ8=VEC\F4<[5MJ BGVYC'AZ 59N7E5WJ[V_;GC53]>;AP^,NU? M&8GX"D*MRP%\:K+&PO=V]R:W-H965T&ULM5I;;]LV%/XKA!<,&Y#@(JF;FPN0.ME6H&N#)ML>ACTP%A,+ ME427HI- FOWY'E*V+2=%QZ_6AT>7PZ#N'A_P^TCQ[%O)SN>!323E?\)R58['D!;QY$#)G"F[EXZ1<2LX2W2C/)L3SPDG.TF)T<.:?W?TL>%JAY,+LZ6()'?\;FJ M7###X\\1G/,LJ3X#CR]KIJ/EFU;! [O?^BPX>@KEG)9^]*\T48OS43Q"''7]@ MJTQ]$L^_\75 0>50+K)2 X^>>U[;>"_U7I1+YNC$<R-.B_LN^KA/1.#+10 .R M,D/"V& @##>BZ 7UM W_=P->9J4/1>;ABBEV<2?&,9&4- WJH+G4S=&L)/BZK? M.Y&$MRFT4Q>SCQ^NKC_<7E\AN+K]^/[=U>4=W+R]?"_Y87:-;G^[OKZ[12?H MC]LKJ-/1S^@(107Z/;D[[S2<0>!,];:. (GVA\=BGXE)2\48F7)E36!R<39ZZX=164=GT4CCT8)[H^ M=;A'_CAN'R@$%:AX?L]EG=E-+6L;**_.JTV='0.,S3"6QFN;>*N31!T^J&?XZ#)<>#$\ZYX@GX7,N76O@^,;P;A=#S= M0A88Z-_%?8X J=N#ZJ!8<>W3DD0P,@CCVC."U683SV1"C!F+D+D^A6/8* MB)'Y<1*92;294=PQZX&,&Y"Q$^1{#CS8'SJB.%F#MJ&-#1BA/R9;6$VC"(]] MK_,/VV%/&]A3)^PK_L !(DQ0HH2A7XU'45>$*)0$?>#(]}2LV>DXW(K 8A2- M!^8K[+7\Z3EAWTC08%*],,#5M+H$5.3T=&6E1\] X>/(J R;&?&'RA=WV!X[MT? Z2%JGB)QE,90DPN6+%8PHELD[M,&ILPO$"HT9L9G@Z5,^X96GL9,;:%4"6 M?BY\B?ST02B.IC];<1(# *&!40E6,S*8W99BL9MC?Q4B>0.JL4*CEMP08]JR MF7G1.!J UO(J=I-0, [H4^-N82-AD' R?W^:E 3,R@+)E)NTFIIH".M.5"ZI) M5!AJ.MZ&:IK%T\%AWW(5=1-5S00.=";_4"^.3'@V.Q\)<3QNF0!KY*V6@7BUDPW"TM MR6$WRP%%=(DE\/2O635XM<*; M.L)F1J9#\Q=I>8^\AO=V8;0MOD"^&@5JLXO"P:RVY$?#OZR2<(R.O#&L34$22/3$ MLA4_14%GBZA<,$"!V$HMA$S_YO96KJ9NJJS*L8A@+%GN<.:#CH+=;%I#.;IDS#? _37MJ,FEK_J8? M.XSZZ6SU G7KA3O)6;F2+YN$PM*UGYW>@TTZ_ZJ)ZYWB*VP30ER0D.#J6QF?C D46FK5*A;]7SB MBL&C!'$F"QA5=HP6[1'[Y1.GS2Z:!D."C{8BA;I%2DWZY5ZD0FTZ)30UH,V- MAOX@Z%:IT#V5BAZ/>P;QRE6\U6YX%4];(4-W"!G]"R!4L^297BN6BW19[}/M MV IS.]Z7U _EK9^&5L]0MY[9_3L=/:B&.92W?KBMAJ%N#?.-N[34E!A !-NE M:FX:K&AP@]%OM8COUB*7LW%YXM"9.)1[PWL+E2WWWU[FE#>.^EEH)82/ MO[-!<&V3O< WGKA]M*!-\M$;ZQ4'U3!& <&&MNFQFL80>T@MJ]!=^M%>HU MMQWNKF)U>MZ[]PDK9^'SF_M_O<6JU.J[!WN@;SUPVU5C.]6,=]:K(%Y&()X MQB]V-C-,AF2,7\F8_1-6$_AN3? W_@>]*^,9*JDT35[O>(MG".1!BKQ6"G # MZ\!:]>AS$=\ M$XBA1WU.K$1ZL[!\^ =,\;3>]B:"-_KXVJ3]1'WX[7H;)9;ZA-6]4*#6].6",Y"8E0&\?Q"0D?5-]8'F M5-_%?U!+ P04 " !VJV59-#FE(4H$ #T#@ & ^&L+W=O:..!A;P[X9NQ?#/E\] M%L9P+XA<1A$5K]? ^'I@N=;,;P$,X7R@]8 _["9W#!-2OY%Y@S\ZM3,,@AGR MF B#8:PK]V+L=K2"D?@=PEH6VD2[\L3YL^[<3@>6HXF 0."T"8I_*Q@!8]H2 MT% MG$GS2]:9K&.18"D5CS)E)(C"/VG+]E&%!13> ^N9O< MC FV)C^_WXZO'K%S?? 7]ZFYT0R;?;FX>)^3TG@J(U0)4&%!V1KZ07Y,Q.3TY M(W*!,Y*$,?D1,H8G*1ODI-CMVPHQ]6)VD"&-4B1O#]($DB;Q>@WB.5ZK0GU< MKSZ&H$E\QZC[974;-R??(2_? (<_8:^VQ=\?P;= X (*OC 0"IJBC1)E;ZE MQKK&F\TJV&G;Z^^^E$IR#1:O9RF1*CGS/ZM8SW^%A (!K\"Q,\-TA"!5E1 MM@1RBF!F[OX#A;P'42)>!.#MSY M$*& ZEH/ WC^2'JSD'J.HD2=3>G[M92CW@488#X#Q>[^ZZ+?4BJ!-_+X7M'M*!]]WL[F^DZVQM>+U.B/L^ISX^F;KSS7J>6>\5GYC>WWV%D+?O&^@ZFU#F M? #[B-N=V3\ 7R6UG[X0B- U:^D=,V^12O&Y=ED/([@Z,>[Z+?$"]C<R)C&Y] M.'P4= J8N@5\&2N):6 X8H^,:@@O3Y@ZT_WKTK_=N.IW]U^NNYN2/7,[;W^ M,:*J6Q]6'X!1A5<>LQ_U6DE7]Z]S]@N9T &%B;E$L0*K.'G3V'S%'8K0_"QY$F*+/5*7VU"H\@\VA7]MOT]QR+CKOED4U@<^LcUX>AF@D?H2GJ.&+Q4J"5P$LV"7XF"../Z>A; M#JEE.9((_A)BGO1X9H5S$;- QFN43!M]X&&KB>3, 4-.RUB>L N>,*B-\@ MGS_U/,^Y+%TL@AL?2VKJ(&DWN3:TY!T9#)9M7IVH64/P(Q-Z63),.LTKPQ M\W+LVM3Q>R,MR]&:5FT,]/!&5/1V9LETGKP!Q?S,):$P0R7N,(2QC076):"T (X/^.X(UE'+Y 7NL=_ 5!+ P04 " !VJV59 M#6Z-WY4& ^'0 & 'AL+W=OEXC$1$5SRFP^'DF+=+;P'$U? +NS^O%Y.:X63Z*GQOO]G$)[GQP=^\]7#Y>"P X]^6 #E MY#? MC@C#(@10N FC2/02=@!.VK?3,1<5S(L9KZK*S,O*H .5,< -3?B6 2\) M2*" (]X;CW8'XL4A,G1VTS\X<#1(N2:H!Y)P"T"-349_%.\(-O0@W5'+^7^G^ M?RZ]DPRC[BI&P6<#'Y1/CF9@;_E8U=4EFJLGR"?.< M!7A%+D8H1F0D>R:CV>=/T- :_JO)\3#+OF&3^D<@Z+6+6+6(.L<\>R#-)=D11 MK:OAP!]0V61ED%T$Y4O2\\S23CI_;;2&CS(FCN5V4)Z.@Z1K:I OSE3!7 M0S6LDQBK3HPU]&J.&0=T#3:4[@PP$JDFDWG)X,3*1B;4S)Y<%#D\]=2C+,PV0#R*MP58RP<F7$9PMMM6J@,Q_T8TS1=#E617 MJH#I:$9/L0)D:U9/L R"IM5/BZ] &9-#4RG4&X>H#TJ^CE,<9L6*OQ*>;Z-L MWHJC/0'J:4*2&_J\-YF\0=9N@1;'A@.*GRD7/1C*DTQ2J%0,54:_;98J&"Z MVU]+/07,MB?]3N*K8)V^U!6.&N%H4'@SJX:%N5,*1E+9ABJKE5'(Z@])3X%R MD6;JK,]^IU:'6 >4-UX6#AJSV2U-SIH&C\0:JM1N2(6?0:<_/!=*&)35&U+7 M/3/LOEX%%YH<%- Q813AL^2KW_D36-".Y7W@.B]T!<5LU/N#X]4"?-^69!4]^ ML$)9G5FJGP*92WA !-;5MRWZ[FZ /#<:$(@;H\KEGT-Z91=JF=*WG IE2#MC[^+R MW^+]ZLU]_ =)8PS1FWN!0)C#:!> (@MHJ9 MB(_I_%'-@17=)5_S_Y)XOH.*Y\!]]U?-+9)Q[R%"^,<6; MXL!]W%2I/%F\$=_[8<) 1->B>KHV$38U*P_KRAM.T^)PZ8ER3N/BP0=V]R:W-H965T&ULK5;M;]H\$/]7K*R:- JG+.^&E@-1"MT"]M+2ILSX?I^>"2 Z(E<1[;0/O?[^R$C)? ^FR-!+'/]I[[_WPY7W?#^_^Q M!)#D.4TRT3.64N8=RQ*S):14F'R'#%?FC*=4XIOO+)%SH)$&I8GEVG9@I33. MC'Y7R|:\WV4KF<09C#D1JS2E_.4&$K;I&8ZQ%3S&BZ54 JO?S>D")B"_YF.. M,ZNR$L4I9")F&>$P[QG73F?45/I:X5L,&[$S)FHG3XS]4)/;J&?8*B!(8":5 M!8JO-0P@290A#._ TJ91N53 W?'6^DCO'??R1 4,6)/,EESV@9)(Y727R MD6T^0[F?AK(W8XG0-V13ZMH&F:V$9&D)Q@C2."O>]+ GD80?@>"<;@EP#&-M$P"O!'B' /\$P"\!_FLJ-$I X[4>@A(0:.X+LC330RHIO\O9AG"EC=;40!^7 M1B/!<:82:R(YKL:(D_W!P_TPO)^$0X*CR<.7V^'U"%">3*;[NPOOIA#R,R,,X M?+R>W]{"^3"F'#*Y!!G;/*1"))?)T/RX> (CN2!Q1N[B),&$$5U+8G#*A34K M QD4@;@G O'(^4.[@H19!%$-/CR/;Y_!6TA*Q8R[96;@GC4X@=PD;NN2N+;K MU\0S? 7\1U1"MH":0F_/ [\Z_=;E0 M@ (-4K5OW6_8OAETK? 4NP\=:?K-EMO>UPF,MQV][9G-?;52KUC;=2FV/&<\B MQO\-,0F5$!"\+.1+W4/PM6UT1$YG4/'P'M! ^^#T7__S@GL]J4>TMCX5L. M&[V1L;TS:%1GT/C#Y!PTC@[=;>X<> <%JC5)PE&7'2BW7;-L[CW.0<;>(H&W. M[=VG/O<"XT#0K(AH_NYC([?9+%E%((B@"?[/.4NQ 2B2-,2$7BDR\E73-UW8N M%"E;R24Z%CGHW@&UU?K_\[PM8'6>@U]^"L] (KE/OV4230.Z9!.)=DO?O6JYK M7^U]N&3*:2:H;G:$5G"N=*P12!HGPJS+4FOGUDV!+W1_),B,K3)9)&\EK5]P M&]UY',@'3F?HU,A#;-GJY-=!)PSJY,U.J%L\ZU&PO=V]R:W-H965T&UL MK5==;Z,X%/TK%CM:M=(4"\)R2:1VL!H(DV2JK2S=#ZM]<(,3V $[8SM)9W]+J M7@-E"-HFDT>@FWN.?:YJ)*C9?XC^,?Q,Q(1*9"D5$RV6&$:M-Q/G;/IV.VEVE"R3U'8I]EF/^X MA(RD[3K2>]CKPD&QCJ0:,Z7B'MR0D\FEWSZ%G5"Q1DA$[$D81)YN)=ML;!4-E MGQM\3:IZ&(;/ ^E0_L^)F4>ES%MV:IR/_1L;0U-,3> M"\FR$@PKR!):;//%+Z8<:.'BZ 58)L)H YPV 70+L]\[@E #GO3.X)2"7;A3: M<\?Y6.+IF+,CXLH:V%0C]WZ.!G\E5.5)*#F\]30 GI[/5T@^68> C:(6K+W/_M]A$ZX2,\%L'R,42K3_!J/X\?GL$;X)7*-M- =:K.^ZLLX0AV>G(\CXBR[2QZ5>QZ9_-Q"<*%4J:.M_$IBM7I* K%1DBKM&&LPQ!,0/-873C'-"US\0;!M4I+@H*)_X)13.TKG MD5%, [-52:>#IYK#^:Z1Q&W'CV+K5R./"RJGN]O(X@ZBGFF^E<>#RE>#L[Z: MQ9ANB3HI=V6Q]4PHV23=\@>M99H-N8/V*DV](<5O&YFMC[.#R*X1G8CU*K'> M>Q,C3XGK/#\0B%YC&;,-%*DH)M&6=(KW.@+0T^V&]6INXT]'LM-]XTY;=1 M>C47G:@?5NJ'9]4 ,HG3QI95;-BE-[I$#UM[YZ"ON^<2OHVXL:UF>/VVE6LW M_11T4+F.[C7<8- 2]S8SP;5[F"Q"ZI{(H=*K1ZB9QFQ?0C?&[WFC6ZQCWX>91 M7:1^TA?7E@7F6[7!I&0#4T$20TQY<14H.1+M\EKWF4FHG/-F#+GYV4UY5%U7]_N,-LOGM])%R.9E5\]5D,? >6U#]2E5TV1+NEV[I?&-:U.5YO_>W?;MH,3,WR[]A>S[<'&:GB}>_OM?\-E\>K=A?=:,>^\'OWME]>_MY<7;B[]XQ=_?OWCW+Z_GO,_(O>^_>^:MKLMEM?(F<^_E9#M*FSU@_?= [JJG MIW5SJNN 1^/M:?U\?UK\GM-ZMZC+*7/82#YLM)C-FOJ^J!?C3\S1^8&@SZ/R9L)?B3K &H]O9[?3LJXNO=?U M=;7TFFMK1IOKJ3#PN?)>S,>+6>5]_]MBM7K&X+6,? UO5S3C5L(MR.9_,KUHI M.FVJZ+&4@L=2"C;;._SY^IJ,E_#FK%A6L['S=DU-7!?',^\LO;R.MSW0O\' M+Q@$ 5<3(G\]*O^XNBG'U?.3IB- 6U?)S=7+^YS_YR>"O7*?KBG+)?7@O4+5U,-3?XW/SU;_MO_AN7L2N%]/+:KEJ7K1_OYW4Z[U_OUU,IU[S)NZN7%[^ARN1&%DB2%B.A!5(MF$+"-_AFE5+R6$J)..)L:L9;W*S? Q:R\ZDNU'$]6S;N$G7&&JQD1ZEHS"1D) MZ)".#%@@80H)TR"850KI8RFD3RD%+OTIR=CN2]U]5L5@KB,!$E9T.'N%#*A! M,"NKV6-6,S&K;ZM5O9R,FT\5IV^JY49EK-]'K#,)OIU/ZI7WN6ER^)87P[C> M\AESR[?>=^7(@ 42II P#8)9Q3%\+(ZA?,O??XZ_.3Z[>DUI>'7YQ;N;U-?K M-Q'-NTZN#(8DB6%=,WXDK.AT_@H94H-@5H,]@=$]@\/#>F\M[RZ] M)6)V4\U7Y7{9Q7-@/1.2@9V.9YK;Z8WE=5W;SW M7ZLA-J$^Z8_ IQD50SAG%$DKH#0%I>E#0GNGU%@U7]9J58>U:G(U]\:WRV4U M'W_UZF4Y7TW+>Y-^=_;53VKYC6;,^K >D'0S]H)1[JF'$HKH#35K4,T*JB= M<2/,?-F8C:[+^56U_@Q_LYWT^5#-JX_-FS,VR2%S3>0E6]G&,DK8#25*?^ MT*B8=HJ-R?-EE?=^OJS*Z>1_ZS?:T!?"JZ[*)MJ-JL?ZMK[.&V U]7E5<6G MG-JR'OW()9^'<\J1M)*4YWZ0Z-BVBDWELX7S:TC?,X+25!3QHW+T(5J4}J"TC2* M9F!\O,GXQ=/6+74HB9+P=-W^V,7=@BQ%MM&>/$;,BC9D_8YIQ\V?<-0CS9Z%Q M\\6NA! V5;0C=]@FEY5!. M :4I*$VC:'9}6P2E,V=PW.3D'HZOSTBC^1PSF4 E71=+D!!0VH4SL+,@9 3D*%#2F1M'!/NQ%LIBS65W04@U6B\CGXSE M@,X)AGJT3E>@H#UBF8GV/BQ4/9C\LQ:R*SGBHD:E4,XIQ2JOZ T!:7!0[UK M\]1HK5#66D?,F(6,00HC>@]#%\!!:064IKIUB$8%M3-N7%LHNS:WF,"0ZJOF M9:RJAT0.Z9QCZ&HW*$UUZ@^-BFFGV"BS4%9FQ\UPA8S@HG;1B.O#]< HLG'0$3NZ;2?;4:81;T>9J-S$%=.L1U=P:>X.TGCOCLS(Z*}(M7EYV[+T&]5U6OA[1M7'<^'9!GW=5H1)633[8"R^&:LTQ4H:$R-HMEY-N8LZO!HM8YJ-.*V3}(<$OST:E%9T MN@(%C:E1-#O!QQ-%LD>3U6C$+)RB2\OE$,XIA9HR*$U!:?I0[]HI-: (LDD79 M%6HT8BQ1%-+78J@V@(**$UUZQ"-"FIGW'BS2/9F;FTH8AX?-B",:.20SCF& MBC(H377J*XV*.3\LUYBR6#9EQZG1F*HM.BLMGX%KQJ&T DI37,I#HT+:"3?Z M*W;27ZY+BV6ZZV?PF$HI1HU"8Q90FH+2-(IFUX91>,&3RNM4#P&QF>R:?J8= M5:.,(UZ-QE3,<6J4:79P33]SC+2F/S8N++),7=![U]XT'E%Y26Q\P2+ND)H3$5 ME*91-+LVC- 2*9:G5\;$04GE0541'TE&G5KE\LL[<+9*FH#2-HMEIW_FJ MEV M"4]7D5(=TR$W3"*:;-J.&7)IHSU#+I54:1:2!7Q,LUX4DZ?/, A)-*Y"N H%8,2E-0FD;1[" (Q^BR1]=D3}@39H$6>4<\DN.ZC@506M'1 M"A0TID;1[#P,%9(;*LQE@CJARFA(()@2(SBF&+A.#TE27[M"HD':" M=[Y_4Y9YQTU.)U2J1700AWH!**V TE27[M"HD';"C<9+COFF@I?E\E'=1FS& MH=XNH-F2F+B89AVS$=LVHB? M*4FHLTN'Y%933+->2F=*F&9^YD?[=CHG1F8ELLPZ]EZ#/D0,2LL3YN']=##H% M&E-!:11%L[_LV^BP%/(E! <(L6MIET^.H4ZM8!32F@M(TBF.GW?BE]%MN?$RA:[^@M!Q**Z T!:51%,TN*>.W 4M4EO/7$^.J4JA^ZTD4,[EP34,$%I"DK3*)I=$D. I,(DRUV2I=V11$Q7G((MY]1#C1>4I] TC:+9J3=J+)?5V!&Y>TN.=-U_69!7N.T.+0N><[HI,_5]+*%MEV5.HPC7BIDU$?F 49D3LUZ8D.EI MHF?1,M;<-A~)XL.WH/I=BW79ZX/Y+/P75\[12S@,944)I&T><&Y&'?2GR M#LZ8R %<+4Y&%1TS.PF-64!I"DK3*)I=`D;X9?*",E:=`RZ)L-L$)=..&65I MHSVC+%V Q4U0,LV^4JFF31!F1GAE5AY%<6?I%/GB'ET A*RZ&T DI34)I&T>R2,E(MZ_!4,G? %+E.=:X>NTV+& M>JA1@](4E*91-+LDC%'+9*/FL.4KHSHM(#I-#N<\,D!U6I<+4-"0&D6SLVLL M679@CZ?[;IZ,?>]^? &E6-06M'I"A0TID;1[#P;Z95UV+C9<3=/QBP>HX9+ M#NB<8*@)ZW0%"LAIGE@H?&< UEPR7/A&X/MF:VE/@<@#7A$)!92FH#0M M]ZV=3B/8AK@.V)V<\@L^ I2L0C0IJ9}SHM;&LUXZ; MKQHR#_JBJUSD4W#..52M06FJ4WJH5$PIY4:9#8]Y(-JOM_.^%PSWRQV9[OJI M:T@M5DQF.W)HS)*4U'.1M'LVC#N;RB|/^Y+6@[5 R/4PB0CRY"W[627RC3B M72H3- :./LE9,LYX_(,N5-7<163C8)U.'QI8-Y:5BQ]YL4#T&I>5#YEEBU*1" M8RHH3.-H=FT8[35,OJ%)'4)M&)260VD%E*:@-(VBV25EM-GP2=KLD$F5J$\&LH:NMT!0H.4Z-H5H[]@7%MZY]1- O6! MM=M#";F5#T1TS3$65W2Z!H4-JF&X5IK]G33+$DYV]@']VP^R@;"LJ5'!R*Z MIQFJW;.XA<5!M_YN)3W82;KLX8XPKP]H>TMN?S#<_8]4!-3)87$%%J>>T$$: M=@JMB@AW^D+6=&Y[2AYHN_;! Y)TZ Y4+*[XA06IVX5CU$._4@]JGC3/T# MO676R.,P#YR%>XT@<046IQYPF=PI&A:VE?QX)_G'.,2#*]\?\ >VM6+1KEA\X M6? >D0A4A%J=AN%;NDYW:X5K^6YEMQ.$I,(,"5A M+T382^(/TIU^/>:A9QWZF/FZ1[J=Y,!9N ^H7.(6V*@*B],PW'WN3U?7557G M95V>G]V45]7+,O]>*F*943[\.BKA>SS8_7 M57E9+=<-FG__N%C4#[^<-OR{Q?+3)\;Y_P%02P,$% @=JE6<2J1TJM M")24 !@<!X;"]W;W)K/"Q4VX8*!]SEN;RLK,IBNUYOR_C#,@&8SFN2=Z85^]B"F%K0Y7I$G.'22NRRCXN6:I?SI MALA-V7A[\3]:,0CWH3R^V=,WFK/AC^R#@KE]K6289RV7"'<+GE6# 4&6Y.5?^EPYHC4@(X!N!]#P<,'_-(-8 <#H@< Z}]@'9U MOS1%^^&&%G1Z(?@3$DH:M*D+[4P]&LQ/? %1]+;?,F6^^/[8$1M"7ZU9(:] M"N=LVT-X?(9P@"_+GILCAI- #R<>.*1V+-'ZB,NQ5&[0"I:51"O!,P0K5= B MR==EJ"=%PN2YS6VEVLBN5J6!<[FE;,OLP#J73+RRSO377\)A\- EF\PJY/0XC:+>ZV-Y(9O$1KUAK70'JQ!#6Q-@ MG9BKY7]@64'J*B0J..2NF.=QDC*4UWC5%0C'7F1S@L>_ ^PJ-E@BF$Z@2%FB9I_JVAJ.(P,'GK0BK01K M"G5Q+ [*#'==@QUZP)_^B*IY2+B4"B,M$;KFD*>(KQ/[9)5L5J&<0<@7-U\DB M95++[GA<;)A"5DA76W#LVD08]DMF;BM>9!+19=$T!)@F+!EDFA M;6-6F!,+@LD!2E,F[(5VE&'0L% [@Q7G5BEWEZB5,P.*7TXA MJ,HKY1@:QWRG* =R*$L>*:QD"_CK-Y3_%?YM=2 QE_O$##$Q3:ARV'?O) ^!8].7L&?[J6N+7UQY*U9:+(TMF0@_M4XJX%@#!NN!S[N=P-6^P.*D ;=&SA:V(C6J2[!K!>"&U_$;O.X'WZ).*_;0 M='MDE*T6J6XXZ0TQUX]=6%_W4/19U_$5+KW0O@PS"N9/> C5_&'&XK& M?A9UX*ZSCF! 73MFR3M=P5):'#$OQ#3.B"@+:.0] [CD6,&SK&?CIV&&>FH+=, M85P#3#DMS;+(SQLZX:0@3"_GX[OU;ZL%)N&&T<#87U1B;4-#1TF,&U+&PW=U M?U0U)(]%V OV;^W%OXH;?M>:.@=2]82=@LP) [/[7%@LF$B2M>]+*]M[96 M'}C(.6K%566<18P09WIH2!S[21SVI#%CRVKF8"_.W@G?9' @% .]2>&! WE# MX/A(M=9^+5CX"DVL$G(74Q, K&)35HB?AB92*HQ=)KBE: MZD)5>5RG ']#]\5A@[CJE 9O;G>)2=LC5X(B#6D3/VG?ZV0J@1(*MDYBZ^JV M K80L5G<$7.+WG4$-6FXFOBYNLZI31YM9]>C+, P,C'[MC:QP']-4]BN^O^CK4X:BB=^BK_F L: U1+M\B5$HA+0*T;WVZSVFTP] MPN:TF5(A<1.*I"%TXB?T[PP*P;+CSO-CT%JVRC@8&O(S=[(MI]#07E MK0P%*4"4"KE5;\&\EXADEC%ELN4R+*E- JL\F]1HY%,KB4ADI;DBGVR\N@!4T0?YZ3##Z0OJ!/@JZX')]5IR'TR$\GN#@<\W7M^IF9AR_1)E_2E!\H9NN,% M0^0,_?K+&./@_<*J0-56XT? @N:2Z@,R4@N$G[4=2U;0))4]6S71;YT%R9A8 MZS,UJL(&_Y2_W==/ZW,[U_JTRL'S67A^$UJ>7T7D?!81ZVL(WI3G4II/EP>(MOE$!*TBBE*T 1M , 9.(\DQ.>5/PK3ZELN!%P3-]N6$4JALE .]7'#Q5W:@/ MU">CIO\#4$L#!!0 (':K95GK #5730, 'D(8 >&PO=V]R:W-H M965T&ULM59=;]LZ#/TKA%<,+=#&B?.Y- G0.BU68/U W6T/

M%WM0;"8Q)DN>I"3MO[^4[/HFK9/M8?8QY2%#/:2/53+Q$-/&=M<(4L<,-^T&SV_(REPIN,G.U!349R M97@J\$&!7F494R^7R.5F[+6\5|-CNE@::_ GHYPM,$+S-7]0M/,KEB3-4.A4 M"E X'WL7K>&T;_V=P[<4-WIK#5;)3,J?=G.3C+VF#0@YQL8R,'JL,43.+1&% M\:OD]*I/6N#V^17]VFDG+3.F,93|>YJ8Y=@;>)#@G*VX>92;SUCJZ5]^6'+M M? F%3^C8]B%?:R*P$4P19*HHG>R[SL 5HM?< @A(0O 5T]P#:);.#]%M#9 ^B4 M@([+3'"%Y6'*#)N,E-R LM[$9A'\WO;J+KJ9 MJ^C^R\WTXHDVT1,],J_NGB*XOX,P(OH,UU_NOT=P_, 4"K-$G\ 9?(VF M<'QT D>0"KA-.:=RZI%O*#C['3N PF+0((}@7R'6TF\&JY$<GLDNWB=1E;+@ M55D8'"2,,&] ,#B%H!ET:N*9 @&\W73P]H%PVE6BVXZOLX?O^$;$U)<:.3^A8 M%BN;,;':6"\/<__3^E&7\ +4Y..'M5J]Y7E?'OT2VH[1,*>W^?U4-N^]RW]U*?:'NO<]9T.C5UZ?GO3'T*QG]WQT@ M$L)7"6J@WH9XR<2B4)(50N2&ZCE7,B-)17%S*FY*_C1Z'$80)V1%#Z/M8: 6 M,IC-4!7I?NU%8&+K7=5C(.? \ES)YY2N<^0O<$39**!9<:TXY-$QZ3_9L9]2 M44#I'-T+X2X/($>ZD06B?PLL-+A"%ZU16:MY>.G&P!M[2':R56._Z W#7IV|/PS=7/7_ ^VPQ ME&>9G31"\+962_IO@,HZT/NYI"R5&_N! MZM_&Y%]02P,$% @ =]MEG=IFC73K' $0L !D !X,"]W;W)K&ULE5;,,:MLX$/V5/0L4#>!8MI.VV5P,)&D7S4.V0;/M M/BSV@:,&$A&*5$G*KOOU>TC)BM)U BP0Q"(Y<^9V9LCSC74/OF0.]*/2QE^, MRA#]TRSSLN1*^(FMV>!D95TE I:NR'SM6.1)]=+9?#I]EU5"F='B/.W=N=6Y M;8)6AN|<^::JA-M>L;;;B]%LM-OXHHHRQ(UL<5Z+@N\Y?*WO"%99CY*KBHU7 MUI#CU<7HC$Y&E/-*-#I\L9M/W,7S-N)) MJWWZ3YM6[@@69>.#K3IEK"MEVE_QH\O#0.%D^HS"O%.8) [];0\G++#R*(Q;FS M&W)1&FCQ(X6:M.&<,K$H]\'A5$$O+#ZPET[5*4-V1:%DNK95+2_+I0\.Y/AG7\ MWO%^O-@PI[X6DB]& MZ C/;LVCQ>M7LW?3LQ>\/>Z]/7X)_7^6YF6LV82>AZ-;X55EL72U=2))*$^" M"FV70E-@61JK;;IEV6F$4@20?XVFKOT8A#3-^.CELD 42)L>&>^ 0,4!G)N&< MV$:K-=#9!*JL4<&Z6(D>'=48D_"T08O&7]& _*TW$5):8V(KKU78DK>ZB2=^ M0G\^JO+ZU24"VE]BlY*X3C9 M"^*!R8#AK3RKI#PE)+JVO51 :R%RQ0PQR2Q7G2+6FV&]*)H4U2!;-MER@K[5!VFW6Y}>AU$6F_@@*VUAP8^8$7PF"IK2D.L5.UNF"RTBJHKK8@'JXL M0{$GSC9%F3S.E0,;R0O$1{@<)8^QAU&BEN"M:U51A)F-/'W1M55*LYCJSAZ M\_GC[0'JV@**@S1]-G2)|&B:S=+0FX^?]*F0@ %GZ9L"]^B3U3GJXh>-VRH M,=:K=2MH_>'C#=U'?\=T8^0$OF,+3-]YF%.7'I*!H+X9K@Z0)26&YGO^;4H+ M'AW:C8&2;Y9>Y0HD&0/-*$E7UE9T&5U%?\0NC.Y%//#4R%#N8$.Y9$GF> MEDB;,NVC(TTLL]<5,3'*#*(?8(",S_6'!\AFND*@RGYY=[3H02$N4)C5'.IN= M[>^VIQW9L^%IZR7B*1.XZ.;G<*I12\B>]2A,[!X,#+0-DM!2Z3#8PYYJXRBP MHQL&80DF_82H0SLJS1V]8B$X,M!U+18Y['>A_I(O!)B4NM-VYN\.\!1"2.BX M/5"9DKKY.O5_NI/;%TN_ MVI_W+MMGSJ-X^UB\%0Z-Y4GS"JK3R?NW(W+M ZQ=!%NG1\_2!MPBZ1-%Q$"(M CA?61"C6T0#_2MX\2]02P,$% @ =JME64K\CHL[* GH8 !D !X M;"JW;W)K&ULQ3WY;]M&NO*X>U;Q M'[E/P"3 M-GCI)INTNS\\/#Q0XDAB0W%4#FE'^}>_[YR#I&2[?6 +-+:EX";16TW10=_MJM3MVU-4=)# MF_KTXNSLR>FF}]C-Z_HLT_MFU>V[^JJ,9 :S/6;3='NWIK:WKP^.C_2#SY7 MJW6'YR^>;4M5N:+Z7[=?FKAKU,_2UEM3.,]VV2M6;X^NCQ_\?81CJPM:-_LQL>^^CA M4;;H76!"WG@@N#FA0C* [XNN>/.JM3=9DA-A M-OR%MDI/ W!5@Y?RI6OAVPJ>ZJ\X M'\)SPBJ6.LHMG>79Q=O'HP'P/_>8?TGP/]\PWLFR>,MT4+X[9JZWH$IK-9!ZNT?0U0%$T) M;&'5U[0\P8-??C&+OJVZ2D:|^[98%\W*9%=VLZD<,9,'7]Y='<^R*]-VP+.R MJF'F1EP"'FEL9[*RY,2U<2O;@Q\O+ M3\?1087CM6UF-U77#0[-J8OU]*G-QM?V)R_+,O2NV!CDEX HA:-/BJ;IX>G) M>0"J7/=MMU6#5P$[WA0-2 8P5EE1?D;LS9Z-)=+0?0{C[$$9\[6%V U^4<-/?N%YK-Y/P191URQ45@ %K^ >'M_,G;=FO;U[-H$"0_WA?\,QO?<,"EI"<+OKNL!$RUC0 J8[.'6DR4,%PXY>, M19_-UK8=(AL*Y^S\[.2,Z!B>F0)1 M#=J9H,X.B9^<'0\2#\)/C'}ZK8:S? M!C)FM_ 8< <53P\"$"'"I'@=W[1;MT:P^?3#T]<7I8\!H8[[&P,Z MP&&WVUP#L,>7XP^5EZ,-]"WV>]P1, '(JESGL1E M-VNX47Q\&MXG"_N/!WBI\,+M7"?YX^FOI_%9^!1M"Y<-[DF4O;@-L[\]?K[MR9!E3FYYWQW/LLL:V=[2M ;X"^$+/N"$B)P1ZH+/[T/OB*31^@XD.H@0QTAS M4\FTY0RH<0&;=J0SL#!6V5IL4.8I(/\.0=/ZM6 L;PC%M^H&R/J1MPLJ;R,- M)185"X%OR)(=_LN"V@-}.W1*D(=8#N$"@B06.S"HYA00P,0+RN;.^ [3$ MU6A?\:Q X(#P]JMB7M6DT^2MPV%U\?=L.",@)RF7F![]G=DBW#<`/N|0;%/6_M.F(D{UQ7;4B'B E6Y#5L$N&? VA2S=SQ;G)O8(BH>.9(5]A.X:&M^;'HVV3G\'M0P'HK2 V\3[MWO<,KU^J#L5LH$ N3 @+8"-)TC&BR8,$@NS8@K2[+NI>%O&_Z@$.&9Z@ M7W%3M*4;C >XX(Z6#/V>2X+U&Y9LA&7SWH$(=?CY9B[G@WH>+%JU>%LX+QS3 MZJ0F)4G)!*08:/K58*&5M>5-5=B2)?)0U&*[XILB M+Z U3&$1>9:]U4NZBBXIX3">C>*" MDW>.X8H*A!=YRG&0V>%-D279R 0U M[P%$'H'LXP$H<|0X8TTNT A6'/VRV8V4@N.0E@D'>P:YR06%G5XB6A(HAXC!8_MH63*ZOCL_(GF0:DUW]#(%-KTRRL#B.G&? Q9O[D$U,[,QNA\SCN@CCM=C]Q6(M*1)|((QT.| 9_R4GM#$%,O-)@QDN3^[NR=F3')0,6HN7NDJ7NDJ6HETZS^_! M$EZL"UB?N&EFKQ&GHX,,YE+Y2/;\V=L$' J7Z3QC @T0@?D' I/]S.?!)+R7 MFI2#!$D6<;& * EV)NNB.;ECF&:>(-BMB?Z4*+>>GDE(C],3@>8:!$Q-('& MEVVQ,>BD):ULT59SM(EWT3T_NP!E:=]IX!5\'WE@V<%)]5^'CT35O;&E]LBJ$C.^+&+1L:?%0 MG4U7ZQVI2MN^$U:L:M/OO277%FE%M"M7;;JZV(?4E;K]80/M5R+J\11,^VCD MW&4^F4CT6+'B>9%[:0E8=$D()^U(-.TE8=]X^KOF(Y50H?0XL] MVMBZ F4C) MR] WX9N<<1))=6Z0ALJ8,@-T+T!;?/[DZ?.7V0>$)CLGOG'Q\N\)98Q(9T K MDP0R&TQ] (5,_YXOA"P,H&UTZD%&\#Q%4)0C315>378N^,?XK9U44Y-D]N<&0 M]@\3\\N 83$G GL.3W= C?N(D6#]'\A2NXKHF6ZYK^L,9:FR_#N=¥4,YRU^;_M, <9[^%V_%?;5-}YNIH$?6,5+J<|WP6&2LBA\EY>(H$05@U_)<.\1+-1S MU,<~)9^&#"/:F#*(.P$,\(A8X?U]+@T!2^*MIV=X*]_>0H|P'>/ZA?*.%7/A-M/3X*WNJ99Y>\Z:O"K5G=P%_03 24/X+CL_.Y]=1#_EGJ+??@:3?]/YT]Y']TD/Y\QV:I"V&L\]E3^G\X\I/$QN5B+A[/GF3GSV;/LB?POP[Z M/AB]L6)SPCM9PK5E:U.N4+<_/\X>P3*/)1;..PN8_*]P.]GL^?T__#)7R)/ M%A[2\_/9(_SY[!% ^QV!&@[J0R0J[@[X=P#R<__O^/@9A%@,W?K$?P"G1P[# M_R!*/WLZ.PL_[H303Y_6/KG-C1].#O/SI\0FC[\ UA_/X0^/T>BP'_NC]+G ML)GSB0T-4/KB{(Q1^ODCV-EWM*T_C]{/B3SXW[NA].$G_B_YC\[FO89 R*E$ M-CB;=ASY!L7(7:[/X"]@(,KBXAI^LZFV&V."-576LD#83O/;B>$%5,?'L ME/[$I>,=S4#?E6)03BN,OX@%AQ"'&$:T.,RWV(OX M=DO/6^X5VP^D8N#72@ ML\K?N20A0%(KTI-?%T)QJ245JS 2(YWA^8@X92I=R=K4R-$ ^"SY:AK;G/#Y MD*Y@AB1V+ .I/D#J 5:\+/:<"Y"A9I+MNWG_'"%<%=C)=/$/#LX\'1@[] BB MBO4^&F")7G.>N&DZVI&*FO]Q+)M-L))O&$K/\"*

*-N=D (7W47.BE9SXL=Y M9P] P9ID]+47$Y&% /IGT4EH@W(HTE06=NJ{5"6&W$@@09&)/ MA'=2#?4Z///19=#N8_E%882!%X20)YT\UA<'=#@WW0V'[^))?.KBE"O#8Y)M MP#CT5DSCTS:5:+&0O.8H.Z*4CC"K_(FA$:TV.0H?)9#$&CA5N-4&",4I8.F6% MY)*M(G%[\J217YU#M7AR@$F.;7RP*

T# ?8LKKBMI9 M8G@#JJ;\KYR4G;& V:-O$9K^,;[P-\##VQPF#A-0/)1\5),.D<02#8%HE+> M1)0O_(H#XY>=E1*($_W!8{[P7@Q5)^,EZ?(JJ0FI0L]AN6_N-W1Q#7S$B M]88S4DKX2W/NR*,$A[9C_@=WV2&WV 5R%_DW=;$CGQ&2^/B8QHHRCAMYHP* MZD/?%_R+N(C!"$"+2;HG=GF"2![BAA]!]&E,',8%@6<\VC-M;X*R9:/PI&S M[<.IVUL,_ UE14E-F64A8Q'B?<'9K,A-E$Y=@G9O1P'5\;>]|$F0!,HIR.-570:T]-'DJ/8]EY#$M{U}UG6> MA062=!%YQ"KZ60=6OM53 M5^UG6K;RXA0'T "0N+7HXV M3RQ3 7U*$WWGAJ')K*LV[/-OKBVHLX!%>$FM+7O 4 ?;=-[@4P5_LGY(4:2.1 M$+!F9%R5P^[E/#X3,)UV&EI_@CE-14@$AQ($H=\02/J=#KHETA,,,ME5F#XRO']A!W>K$UB MR,Z1,R6$] <$)PWEX7$(|)3P,??+"UMCX6KPLMK=1:6[FO M!"ZP45@)0,<%HD2%./(VUM&G!J9;QW%#BCF894 S*HKV,OW,8@2*33,M*=V2= M"3? 44H/#ZQ2IT4NYEQ0[27OZYOT4NY6)4KX2>$\4P9[{)$I.XS +#)G(%XL M)D/5Q1/SP[@G9/;\DY=Z"&2(%S$?2@0W0)Y$?*DV@$Z]V> & MEPAWO],@(Q:>$1),Z*7* <I%SWGJX7L#W1@D?9= MDU8I.5Z8BQ-$/^#1LD>_YC5GK$A6^0M,9<4O/M 7;_NJ+KWW<2Y_H4+>PGQ\ M0T\1{1X^E{QEO/.^PZ7"/E" V65'-W>:H\\O9/3W!M1(\K?A?N!*T6M- \\D M4/?A0T1\8C3+)>5)GF)IG>RR#/Z#A@?FZ*8 ?@)B9E_I-+XE_.&"0#9:?BP7F M<+2[? :[!WG_=_T0%[LXD\4^#NP=,2/NN-@O:""02)?$3P-\68N&F$3.D^4^ M$!=F:.!4))#,K@6= (?.ZDZHY@:VO6N1@$^/1"UGV[I8,+=$O1#.%"UPJ>A! M6XNE7X%2M'DX. <\)XY:D7/+3@51 9DMBQ:#*DH0WDTL0+PL++#Z[O:NDD-#.L M%:5P@)FHV!3J!-\&E(NH^T05C,1(KAX'7MPW-=Y2'8G7=@BB[8!]\OQ$J+&,"11FU01_#;V^3>R.O9F@)+ MJ4=H5PD+)I(>0R@Y,I+AYY-<9XR")ONL!C@FIS_X_/'78XU'L0V*AQ^'3/8D MH&%F'4+>HOMQ(HJ;A8P$4-0G]*&.-EQEL%*2@R'XWCD(4 D)P^!^!;9W*IW MHD0-O0J:WL_$4V1&X,^C.WWPTM'J=F:1\]3;(N=ZB@5\5.ZIC$@R3:G(1BF M8'.2<[;9H-BEDR3K.O%**]#> 3D R^-[.(']*DA(A21MKYWWH6F5&D7E1M:DY*MA_3@30K6 ML-&5CYXHIG"/O$/425.:-?V=$WL%@""1"/*)Z!4[_\AP;T,QKEWFB_/Q,-#] MI5:0D# GW9[XVP*VZ.MM*B)EM%Q)'1$01#:B;DXG&\5]9 #[ET+^S8VIKX>. M(R8P7.$V@L*,NJ83^]D17C\ 267-- : 8-V 7Y*UFBI*K#)/4MC]^/MV 15_TUPF:)++INC8G"27#MH86%>DRE")+B:[%.Y*%0AJJF::5^C6U59D@R8] M4U2 3$HV)-]RX[\.]&B3!M*!K59H3-8S0-)XE\.)!M-R5P18[$W2-G#ZNA MH ,3?"EXJ9147N&X+F!)KDFBIVNT7233G*=!BO*S(!F0C]fU-WZUH+Y,,*3V M*MNY:EM"J+Q($%A>Q^#C0]7.6]14BX!C0.FG.NATAWLA.'_*:WKO8]7&7&!P M,FSMQ\7Q4K^4*^?GZRJ!DU>L6%|[G>T^!8%1O+18<3!SI9M]=]YUW"IH6*I M[/M55)X@3H#!%Q^\TR=R++'PP)E;!4R=)C,XR6'0>%VU!8E(EFE)29;$5RB5'6-HT+2K1^J'3P^Y*AP'0Q.+0V&7*IE*YH;$7UA?X M(%1?B/%.*CS9MRZ^D+EVIM@#?:)2@'E -@TNNLJBEV0@/3[!*PL2&R MLIT9-$/,2W:%++M&\"&1QVC[Z?Y%.835"T M9./=AU]%'K1ZQQXASXCOP;1R/;K@DET#-$RH&! M;]%=&JG2G99SJVZYV=:6%*@44.85,>E15D6M,M@14U5.&A'/'V"J[\>!8=S; M%XLY;M*>)2FS2\H,?'&=]NO^$D[!5\ 7DR0PC$/8M&0%HG")>5@FT6DTV6T. M_*D,7A!UAI*2A"K<\7LQES@!)9Y1.SXL*7<@'6TZ*_ TX?6QKHFS?B3^^0%+ M<3]0\@4D]\I\|-2]XH>.A KMGE/AY-/X%2+%"C3XM:P.X-(,FH0NMAYA(M6/E)SQ*0J0I B9ES7#!P13U/8!/&L8\+Y'4G(,5D@&(OV$B M -@0GFD0.X}$3,B:2BE'.H 8YO2:W!)MR"H%,.Z#[GR-4ZYL>[!;0 B71WTJ)-SF075] MC 8P@,SJ2VG$'[LG*U:"8U[$\[HI<.T&$0,+'CH!>\BY'N!Y=GU^?&V+I"6/H M"2+-R;\'0R6W UE'.RW*2R/G:8(#LJ$[=*%/^[8UT$QQK)8%EPNK150%BMIS]$D.[&@?8=.,S/-D9CD' M#VG2I6-B:DESX&Y7T;90^N'VY*Z12$+"%K9"@NL:-BGZ(BD.L%*<,*=*@+31-MF,B@TXHXK]C&HI#K$>;_:6,;)*CD!!!29BH>@-;(;Y?O1-P M_D$4TE9 F"B5) MR8@4%395!KN1++=!HIT0VB)E[<_26D]ASS1CX9+F&4ZI\/ AUU)9}?17-B*5 M(9.[PT7!]D*#NU0?T1/5I*.$X?_6ERO.8/S[A/B/Z0X9#;7RB[BE^JY%Q'!T MCAERE#A$HK"N]J E^'H46?,*2*!24'\&@#!.EKK$Y.R8J[%L17_ML$O,\'10 M,S,4A+ZO=K.'2WC;#=.JQ1SW"@%F+WT>.0<"&=O*5,11<,2Q3%*9P(IA'E7 M+DI'.P"#UG)*ED:C01839\,ZXB.7&! "YO&4DU^O(B]*3 MRJ=9#8VQT>J!:(@PW6'$,>>[*'0RW*52Y!{.F G^\,+I7AZ.86LI3+24V,H> MFWYTMDF>-#,U]9JARW.6O2.SU1A@#4M28=["&2Y!4GRJBT%_'+70G&\L4@%[MQ12/4IZ=R[-,>E:$-R)K:B0;DV3*IUEF)&5"-4B<,$@W($?84^(C^E=[3IM-M3;7$0DO/&XG+28X#A]H1ZA9";#.T99'J#9K ^E9KMU96Y1K"H3X'<)/<%2_D MYTATRT>_)4|>=MZ:-2[*/A),X7J 6L*QUUL.P7T Y:(CR(<'1YTW@##2$PZ! M8)<L? YT&^.RPS[W*@DYR.B' CVU+/?<)#3 M%W()?0T9)MB4(V,$73^H^NHE41_[03'}[5!V&.1Y/LA%-),) T,*X9Y3D4< MGH]YK38^(J[$>? N@]F^B*EN\YK3LE0R/(%@\V<#Z]H@;?!#,MAB9,,T6IZ MF3YNCNT(BXIRBP,%E'CV+GO..;YG? Y[J*63[<9>|\X]0MU5TNR>+V1J$Q M6A*Z$Y]H%)S>^710SHX^ZXVK)- MBAN#1H<[[AK{P.QU]SRQ6C;JLFM49*!CVGX.!KQ@ ^$M%OH]&#L3&%ZD;0/W M-.1*V'Z]8M\R'(<(,4IKS4%7/)G"XY;9:7HV%>],"})0Q34L?:7?MEOK>W=&@%4N-J6Y_/H,35<7 M-^-6]Q1@9/_A;V#].[2EHV[N4:!1L'1ZEF31D'RQE%NE,P%QH.F@:BVR>:)M M+$E9T25@3QN'"35NZ!Z0AFA$()(!C0IV0 1Q6K! SN-O +++\U0*$ =6BUZW% MN^% %@@<,'2/V<'2<'1N"NNG;B#&XY,44LBM*1)DI1:JCRJVV_3W8? M5-*@SD(:SFF^-TMO1B=&1:\P#++HYQ)6#)&R3@GZ?L[B+JD M9):%+* J6W_P%"? @QP:AE"Y;_%KRZ@CI96. ^X,0*84N)2E/R<1BK"B8RAZR9 M"4I"F^$"--O<28"3%U9PK6JBG8P24Q.N$7K,21]!/(DH+?!RJN]K*B2DN(D3 M5<> HJ/!O^+ 4]+@'0>W!44HS-F&./"$2DD> @ J90;S(XR&%TZ:VEG*GM'23 MI8XTT6TP5$?9/-=8\41!O:BV>4$$, ^WYP1<,E3VVW&?<+K@QVB3*Y)%I%G2S M" OSM"\"L[T!EI+F,R\67U64>-4(]6)RXFF7#1-T5>D$W!JM) 4%A-**1054 M1D5L01*RF^YN-U8F]:+]NF]L: KYK;?TU{-ZSVF,\0TPQRE$'[.$/=+XLA MNYWJ8PQXGG0G1*E9L?A6W'6Q-Q-9J$^_D@*K,C(\8I4M=! [7)+8H2"&O0W%J M]4>1<@!A; @QO_6ODL#@4(W^.3(8EA$2*IQ!?XV]W8X"2U"6BU*4QA^OPTU8?:H#\>VH60L M#&[BCZ03DN5GV4\aW"MUE=D_Z3T1Y(XH?K-14X,1E]['#^L5 MA1N7G+/&2?A4.Q-"\:-/Y.%<;|FQ\2[SCMI>TB+$@>*YQ O8^"X*=YM4U%&F MLCPT=SZHX_FX(=^69C0.T_(1"Q,(A/PSWK4R"DV/@V$3W>L31-K7]9X"UW$^ MPG0A"/I'YZ9$Z2RI^)3!L:1^L_HX!S5/QO$+. C%3[K=5I.N.?5DD,&=2VB< M^*R4_$;]-_NO8/BBVI%/W[E3=1_*MI5GQM;V9VFM$]^'U/'=_'0'2%]DD MP.#V0DB^B5BPT[N^OH"/O8'U\=2ZFT#Y_7$8[T^-@7 ++L*@BO('ZLO-TG$ M:"46 C%%5XL"PG[JHVT*% H(N8,)]QKV7US6/'5%Y_]{3 HG@2!.R1&F%1 M='WC[/^HX7S(;/=38P!_/V?+Y74WL;\%,H_FAV'"?D*5WJ6&(6Y^&0@]/[*.: MH[1B26IB[&+1^_?D?!);L3(43\ZP+CYH/ E0EPD 1H>_ &RA-D6]YT5B<>' MXY6MJ"0S9#*2P#=-B3UF6B;1\DIGJL1TWP-E?[]}@2@:,BG6V%F#1C8>X. M"\K]&,X81E+P;<99CR2@$ M?'SW5LRC8H64KQIZ"5==!AQ+C^%8XGP)U&\IXH\8(Q)R><+L M5\? >*6]=Q]R.B/I609DTJU)Q_]U%D8=P& MF[C IMN8>T;D,QNF7BQT\7"OTY"ZC&T?=C^EQQ1M_2^PM@9CJ'T,.W6E'8^ MCY B*3'=.]L\^#7(.M?ST^P7K^UP C"N7/(&P'O/L4JAHW@>>4SE'8A%'=D. M5HK%-%KP-5 M^4GPJEAE,,M'M?$GH^[@2%V*7$;"Z9,2IQWN2"Q M-*B"G!1#"77OUQ:\NR8]@+^E>E?,4[$N? 0$^ONQC(EN.2I6'<|>SM2;65^]N MEB4<(2DB&UTNE?Q+ZH/X#_F]@J2(T^Z=3RV*@ UG#'=H^]5:'7A^_[C?V&XB M8"5>PZLJN-HA@"!EKB6JT1;2/TK4\H"N7=$R+B^;;%&A1,<--2E4)WRN5&A MNF.AU/H*4>\T')U2%,2D^FJN.JYL3:>-A>"/;P0ZW.S 7ZWM/DFBCVJN<<@(T6@M?D,0%5&% M=USR*Y.35L!#)$P>C_K(>)%#@7B*] (X[#P13DXE<_,J!N/9I&_LLL$+ZT]X^ M YE#!+O#C>V!8W12=S1L)T&;=N?=U<2]'X3#+AUWLUZG./FHS<;T0WFB(Q^; MI(1Q<5*/;]D57E06$BH]Q<45A:&*@:5&.+* ((:&^>W#7Q,+3(V_*D9P.^#Q(M>Z(.+UYG=6G;1#]I5^5[3,$\M>O(N1],3_G ;Y*RR@&.::[A/H4=;'+H>F[MHPZP+GY-D6)&]+8N8?6:Y\F'=1HJ\@ M*T"#:8O6B-H^PSA!YOM:=QC_HBPARX26Q!=.,^???$YE;P0%/SI.]@12DZEB MXS3/0"NR)8!.K/M58H0DG8B=)Q6'Y&&R=I7CJKPR);!D$C<>)(@Q@S/6?:3 MO<%HYJ 6E%^.+;$4X4^3Q;.S[+*+"51M+(HE3ELYTNRI[4,8"3L=RUIX$*]_MNS>O3BL'_RS@_];>P+^42_M!T15O7A&]7H&H7YR\N M+XY.XC0[WVBSAT;/9T|='? %CZ1V>W."4VLX23I5^Q,Z-I M<0!\O[2@I,@?N`"^(Y# >_/_4$L#!!0 (':K95FVRWW": P #DG 9 M >&PO=V]R:W-H965T-UXT^ M7O?PUGRTRV-76"5C MWI2EQY/1Z-EQ)G5~>HX/GM5R*6Z5?Z/XL;BTW$C)=:9RITVN;!J\?K@?/SRS8R\YP<^-+5RG;\% M.3(WYHX^_!R_/A@1O6JR),$B?_NU85*4QG($&'5;,@^:(VEC]^.'+CO6';K, MI5,7)OU3QSYY?7!R(&*UD%7J?S.KGU2ESU.2%YG4\;]B%9Z=XN&H=-YDU68@ MR'0>_IAC3ZGU7EW0"G<[J4 M6V_QK<8^?_:;2]57L;B1UC^(WZW;G61[N5?"O+IJ>.HDO4FR)KLD/5'"7)O< M)TYT3>M%%VRO*FGZVL^,_Y MW'F+3__=IG<0.]LNEN+FI2MDI%X?(#"'(@XUH&>/2?_, M&W4&.DC86,34$'P!(F+8-D;X17%NZ+H_E1E16I>4!P>V6XMH.Q;^U MS/5 J,5" <:!N0F!6Z7$KP82..F'[TXFD]'IA^TUV2%S!](E!0%6YV,@F\ZYEU:I8(B M*^VJ2O;+H.BS4W%AC7-'5SJBC(CGS^OGQ5'O#@?7X9)6\F 1>=)$;&,M)'1 MG"D.=XI_,A"K1$>>)6)I[97&92N(#*'T'0QL]/G;"4^_B,2%F8-Q)'.R@S8@7!)#F7-_M@7SMPWA"1-Z7-A-8X*UDTD/ ^J0Z_<6^3R0^FH1"_*8UIF-]IIYQIK;06(MK>\QI^T1BJX+-_G]N NA+*B\;1X_$$5:.GS-6R:='60=OD89QYK4@LYK)L(% MRTPA:L4ANV-NJ.RP52*E4X).4G*3']UKC_U.+W.1 6)I@QO#]^;.TJUG&,7 MNV(A'^0\582]<53-QBA1..SC9A(K!;_^?C:<--J0>7 GDYYZ[&()-HDL%"5% M10D9!,DIX{Q2U17>WBY/1]P\5 "*T(N2A_^257&TW5=<+OC#65R>-$WTJ5. M*>18KM.LTGTO"^\M0]I"C$"5V]9HLU&PIK2ME[NN\ MO!MJ=6NC]4L;K=T9QU<5TM_4$;^Y(K-U1:8[%?D'G/"*LEK/Y2X;#O!6197L MT?C%H*U.6LMWO2 E9P"F0OA# Z8.8S@:CT0@M0$DENF%)H5)?N%C.H4 2?^&;;'CL.: M+A#6BAD0+:I%=;\6ZF.A 01'M5.8CFLJU(U*JR*SS/7?.+;O9>\F<4.P$0]) MR=0W=='|\,S8&\|7>-I0_(H+E56]*-EUH;] MNH=_.5]MBT>"1IN*IJQ22:@4V5U5;BC[4=-M"[BKS'(MG !0N7B)PG2431 A=[@A!\5 ,K& Y1<:T6:7((E_!V&<[%>2&%[);>#E"^AC0E7E?2I2:'(T >W M@H>55BD)3*'I'QNV\87]?$EF.Y.G(|#*1"52NNJ' $-HWU&JP-4U!C%V\>_^$2Q^5V8#G=QM8 ME]T)B%7<"N/#S4#\6-78B]#,5?=E"^IB!6 >'I'J9.,==KAK+%#N\^AXGU M/2^3U%]*EP0ZJ^=5+PD=UV)R/"S:Q.0NW]P32ENL-J" &]\^GS]DED7ZKY MY+,T?PS)(XKO>0>C/9"\+2T%87L-Y&I?D>G%%KCW8."FI+I[=*YKX&@ M"28TJ=HT3AY0,S8YCTMV<$]_H{GA)^:@KNO)DQ.G3-,]DJ=T=?C"""&U5UC86 M1%-\".J0_GLI2:::&-!07%U??Q#4)7I$J0OCB$"$I,C*U.NC)BVR(FKY,!!S MJ^-E?2E+68BY\BNED,QUFD$=E:I0308BUDON].@NG.&TE*E8RW[Y7R-FF;1W MBDI<;;- UDL:HF:*5L;*54T,XC+,;1C#]7,L*2VY79@A?2<*\?9/$I+KL,M M7DKIF;($,Y3:!GZ,%L-SEP:=6HJTX"H7&?6< QM*28;B3KHT"FD>3 M"/8+MD1,^A^QW!> VA[@#:C--F# <:7!@BZ^%O-'&^(;N[4O(&#H8 _,R6'&- MX36.U'B,)2- NYZYME[S^-'FPIF%)V>KYT8,C\@)G"\,3W9UOE?Z#K&N^2ZN MY-R)PZOK*^8WKIRCXFNJGX! V(? B9JUWVSRWM2;DB"7B@!),%SJXC[*@,HBB M 9,H]1&QX2AI$>I%F2+)%5+'1V41YG:\7I^ DVETM^32CS,:IM!@89MLXQ)5 MS'+'@T/#-(H#FVAS6Q[0/!UYG,5:H? _:U/T3Y@T&6.DT;5C?]AU]L+U4@>5N M=X=K""]<>KJ&.((45Q9@1&'04)NHB@U:.D:*^QMJ0#E_I. "T=G2@\(UIS3X M>;BW38J,(L0-Z"&WHK%*<<66AE&.Z> [YDYY=X)]A>E&BW9658YLBU*,^ M)W^05$8_-L20'CFL%LFAZ07;7Z6F5,3^?!6F[O4<)QP4YK+(-4_;GJFFIL$7 MB<778&A"7!B3!K[13BH;62@(#2YV-'(\2OG!J6A;-?PA=F[:3-Q&2 M6EQP$[J/>3LN+YK.2JPH$U6CE^;&.2U4X#IA&XNYC.Y"BKJBL6YU2#\E]M]2 MH$C1U=:.R7F^GE5OS,N)NI"5B6O@'K2-K%S EA1D+F%D_AW;.H(9*N_H-2R0+&6G_0%Z_^;:%*

*MC! & SS4IL..2 >N^R!-:ZK74[*6$9$ I$#'KM)Y!=*(@I)>XL:@]/ X19I7. MYC!%,!)E/Q>(\^.;Y,O*_R901*K/+O/^[+ _P-.N6_6_#-#VTO]-)UO(ZU5 M:0W'[>&$/&28$^=L7A+&G,..5X ;UES:JONGQ:CI55M/!)I&*@A+:.MB!8NT* MXT*77U%@#J;WE"]AP,FSVE+]B7*3=+GIJ%)2]4!UH#6J1G27F!1L@]BH=[T5 M<<\- LS'/T;@O!8C4T([2]U#I3)-]EKEPG,Z)A/B\/;R A6N!LKO,/O=[\GPY%\U M:'HSCL>88;#;-Q%2&9'S5X?%VNJ%?/5>I?M"OF[%JF:1 -8HMH]OO[*=7G.# MUL[7J OT.E>| :7.)55MW#L_5)W/5S7@P1QL8W3>N49K4KXA6K0ZU^>)VQR MC2BLA(>&UI%W5]1G7CMNZTX<(%%39X5AHGUB_=Z^[W<^#TLSX-@3RK(.9)VA/'O1R> ;O=>.T>^NMJMNM,RJ MY@*/HAF/UH?DS]L7$6M8MOU YKCS%/SCJ+GQ8/[\)XW!=0(&L% 9 >&PO=V]R M:W-H965TQ/\!.;9YLB>C@I9++*SH/2 MN7H.138ML> (VU#4J6LFUJ;BCT!21K0WRK 55,F)Q/(HJ+E2PF+6Y.[.8Z;63 M0N&= ;NN*FY>ERAU,PJ.@VWB7A2E\XEH,;MY@0_H?M9WAJ*H9\E$AW!;\$- G9G#KZ3E=9//KC)YD'L!:'$U'D&3L,S7J"4GHAD_-UP M!OV6'K@[WI)?M;U3+RM\4++1Y&Y2(T*>C= -:>=F#V@G"MUJYTL)W ME6'V%A^1D%X-VZI9LH.$#UB'P,,'P&*6' . ,}-T-6K[!!]V]PJ6P]=1V;1!^ MGZ^L,W0=_NSKN"-,]A-ZBTQMS5.C^-L!N4DO-SG$_M%A M' 3OEY:$L$/Z9IYJT%UT: 27%HZ #9*0^9%-PC-X)#N>'"52&YVBM6#8,P'36[@*GZ]9.*^W(G.VT MI-<0C2^@]5QKMPW\!OW[NO@'4$L#!!0 (':K95FD8LU/B , *<' 9 M >&PO=V]R:W-H965TM&%K D&3) M=IS,-A ![ZU:@P8)D6S\4PT!+)XLK7U22BI/^^ATI67$'QY@!F>3Q[KGGCG?D M8J_-%ULC.GB20MEE5#O77"6)+6J4S,:Z044[E3:2.5J:76(;@ZP,1E(D69K. M$LFXBE:+(+LSJX5NG>_* [PS85DIVGM'LW!1+[+5^HM?2"BT4>I)H!<#" M>01<BP-N4 @^U$Q&3C,%'[\Z2M#[!3+EEG<:/&)EZY>1O,(2JQ8*]RJ MWO^*?3Q3CU=H8<,_[#O=BXL(BM8Z+7MC8B"YZD;VU.? AR&">OF*0]099X-TY M"BQOF&.KA=%[,%Z;T/PDA!JLB1Q7_E >G*%=3G9N]9NKT<"F-0:5(VMKT=E% MX@C9[R=%C[+N4+)74"[A5BM76_A9E5A^:Y\0HX%6=]"USLX"/F 30S8? 099F MDS-X^1!F'O#R5_!NL$(*L82-MLZ.8,,.[IC@W[F\3TY[]XUU91M6X#*BSK%H'C%;_?C#>),^="V MR1#;Y!SZ_S["\RC3&$X!]<*B%[).6&CJ2NM 5T#;4&E!S8-$M\G1(.G!5: (G@V!-.>.S+:[3D%W&^.:""3W0%6=K. M9R2=SNGO@RJ%W.)%M!4*>QY?G0+9[!1Z1N/=H:#5%OB=E$G%&'P MH?:!O:A_97+*9W'#HFT\!D@;Y)HD=>!_/#M+A%;KN+M\7]>X)NV5FQY4%@169TN%-(S#= ML] MG&["5;S5CB[V,*WI)47C%6B_TMH=%M[!\#:O_@502P,$% @ =]ME M6=EDC%M.!0 , T !D !X;"]W;W)K&ULM5=K M,]LV%/TK%ZY7)(K6[+C/)H$2-(5&]!B0=-M'X9AH*5K6Z@DJB05U_OU.Y>4 M9<=Y,!BV?(A$D??]I7/UV7!HTR67RD:ZY@HS MJ]_CL>B+K M_8)?2G(>>9LKRC2Y^53.WO.B=!"CCN6H!*]TFO?N!>F1Y=*"E^K""O^T"FMC+$X, MZW39&H-F:!5?AJ;ZU.NP8G(R>,4A:@\3S#H%\RW??*J.~NBV./-WYIBY9^NYI99Y %MOS^UQP Q>1I"*N/,UBKEBQY2WI*YY]EZU?Q=/3V!8*3CN#D)?1_%(.7$:81 M[8,0DE;2DXWAC/AKD]>H)4=J89CES9);*DZ@):W+/QVP@PCDU)TDI(,DGJ_8U$ M0MI";J-_K;A5!=LW;EUS)_FNLB+GH@)+V]{P?,]5PUX;(8WU"@*BL\E3=:LV MJ8!IYQ$=VNG.=C;!M)OLV0 ;#M)"E)EVRZV<@:3X?<39BYM7:=*(EMIH;@#Q M*FX1MK GB0QDR-#<6? 900>T\!SZMPR.HM4T6+ CR^ETLH2>5H>FP-\U"RW B MI^GZAB>Y_3P>^<_ CP9Z$*Q&L1M)]R]*A&2G1/XU&:+1%X<\,@/23>/ME $M; MLS]*BO664R5I\+]1&D_V.1V-G^=T(RFQ&\,NT=I(M<'9R,'7KTZ2^/BM_9OT M^?1!B(#Q1,?])I#_L)3#-C2Z?2#F!RVVP%Z]S7>"2 9=G= BK3[V<"\8[P#< MA>'1KSZ=CJ(C/.)1')W2E4 J5 G0#:70)=4:&OI8!2-#]O_^RBA4P$H\3!3 M++#V#)QX V+K?#)E-&]<@RABT)CQ-PCT#%OL2[S@.K7V_L=9J'2(HXK!*EX]" M0?/RJF">^\5DWSA<*+|`!.H@/R5=:_M\I9NY1J!"-ZKHO$\G/!G\)* ^I{(0N >._=]=:,ASBT4R+0Q=78H<#L*%MOO:.1RX"K?@[?+P M<^C,HN\DO-R#M-1='S4(Q/NYV'@=,DQD<G>D/C'>=8F?-$QD :,>G6KO-0!QT M/Y(N_P)02P,$% @ =]ME68R;&"*X @ :@8 !D !X;"]W;W)K&ULI55M;]HP$/XKIZR:-@DE(4"A#)!XV=1]{9:=?LP M[8-)+L2J8Z>V*=U^_120LLF0E5A9).(?VOEIKTJ*6)>,E2L.5!(WY M-)AWQXN^PWO =XY[9L) ^RMVE]CD_ \.:5*&/^&?8T= M#@-(=\;LC&F"$HNZY4]-W4X,AC%KQ@DC4'BXZX=^2A7S++91*L]:(E^RAW5M,I)SL[6V&.6F,&2V6L 28S^&8+U*1++JZEF,#<&K9E$EKPY MFRAMF!;[>FU+OP))5W#++!_V#6@;7&BG$27BI2%P)6W'*1"F9U&^#G?&%^D7Z?* M4WOOG_;N+MO85"S%:4"WR:!^PF#V_EWW,OYT)K=^FUO_'/M_?=:SS*?C'H;P M5H\[QV%\S8.FV^M7*<;%@U;;Z-;1G^X_'-ARQ]*G _;3[RC!4+I=.A[,&K$H MMZVT$:I@[5FZ5\)+A1<+<.,$%E0&F.?(N&(_E&R0/1U/[@XLC4$]}H!N0#&C& M" [L,H:J$1NQX(&R,7'\RS$1\&'==D_[$6P[42C735\>R<)-++_*UH#J M+'GB%Z,B!2!-D\=>$H<'K_4@NE7X>,'EUM8~ON'O5G??1Z[C9X&]>/RX@M%Z MI6H'^EQB*[K¥M$$#=E^-KOX% M4$L#!!0 (':K95D_=2PEKPD .H_9 >&PO=V]R:W-H965TW#8A]H MB;,94*1"4O&XOWZ_0TJR?)M,MGG;%UNBR'/]SDVZ7AO[R:V$\.RA4-K=]%;> MEU? #H!X.%6J8)LEL6'"I>[?78>V]O;TV ME5=2B_>6N:HHN-W<"V76-[U1KUGX72Y7GA:&M]0@0())3)/%#C^OHA7 M0BDB!#$^US1[+4LZV+UNJ+\)ND.7.7?BE5%_R-RO;GH7/9:+!:^4_]VL?Q&U M/E.BEQGEPB]/Q[W<8]EE?.FJ]#@D+]^,\:CMT#EPD)PZD]8$TR!T9!2E? M<\]OKZU9,TN{08TN@JKA-(23FISRP5\[$J5_52SI5@=\X)[_I,"W\] MJ*!-.X993><^TDE/T+EDOQGM5XJ]!'.1[YX?0J96L+01[#'YJE. '40X8>M%G M:9).'j$W;A4=!WKC$_1^-B9?2Z48USD[T)]JEBY3QE56L'_?S9VW@,M_CIDA MB2:(Q :HSM1/AL@FLLI9>#M"00OI>=*_H7CSBS\F@-KN?B"O%@BRWG8V$&)Z71PR<[.B>OD L>F8[H"T?0Y M&U^-Z*\R0TX$V_%L<,'.L!T/$FP:7Q++\|$$]RED> ^;:5"8#)#0KG0P8S-P\,%.D(_")8'IJ7W/H-&$.'G.$ER%NQD9, '7?P!D MEHU ZFPT&,4=(}*NOINQCP.V9/*I&(CH?@:3SJ+#+VJ_3I)I*S"1D,_T&!-U)+>$:ATN5'K+/B7W#-U!%6B?P%;BU* M[XX2K\16FIQ9.HLX6UA3,+\6"DM.^TDX^=)Y L33!@/SDOBY#:3L)-\&S55,_ D5<$7GBR64&&)SF[2X%OX;1$RR(M3&82*5C?[:5U1*M[F-B]@#+WLP\9* MH)!GTJ* .T]R.Y;+S,-0 KH+*SX7.VH(}&KA*(^BFE&G0[,&;>]0IWB>A/2[/E+U 9OLD^LM*A'P.&9L!YC"\T- M3FC*=07/K'DAT.V80F:,W"NH,$.0T#9 0IVI*J>]6(70%57SV L16X($*)/' MJ66JJ.G@V&_ UN151GF;#EHYKP@O9$(.ZGE]I"YUJ'4RHT$C6]H"DBN#U$Q&.+Y*6D#

*MWS;+\388Y84+]#[;=M7887I?.YZTSRK^Y7J=H,C/DU:NK975)N¥X2{LW(PY MP,:D&OY-7["""HR#$59U5FZ0@+DHNDAO*DS/0U7E3KA\$VP)5"LO754?V:>[=*
M#VTYPPTRFDIQO",589"U?'1=J*106BCR2+8D{@MK4A:Y2HUP!IDA(M9G93K\ MNBSA^NNE)3(A5P!X)U[8*JFT/QB>Z,>U0=PK !H!9T!62DFW78)WZ,<1(MV"
,FIZFB2N_6>...:"7M4C&!MDJTS%!)\J,2QDI06SJ04W;,47R=E"B^S7X(MDKG>XH<[5T6&SKR<"5'=\+""K)&7*#.\L,5O6)7VK4WOP*GXN*7S#9I6:6FH MY&R1MJ77RIW,
M'YYI01)/:%I:N@=,O2>!83&/R)-QL?/8G$N?MHB=LZA:JIB\L-P=J:"ZS06<.U!2^X:*@O"\$@@,[C|;ZNCPJ-Q*AETQ@1M40LP3\1.S*T&/7?(+Z?D-0U0W=5JX<3<1)J+ M$CO?
<(N1U(#=BKH$M,0B!STI:!B7'$@" M<<8Z^:CI-U$8 XRK@,+NLC=0%_/WCY9NWZN'P?BRG=]U]A=0Q'}+$0.*GBX[XP*-+&R
M3\;!R:,PDZ,_)7QI*-6=&UW65I"$!%1XMQ:)&PR*CG8<[3\LL'Q$<|%#V7>2C M_KU<&>$:AN\&)&;>G=_=H.Z'/CI?G+X^;=7@ R!>;QYTZAKP_C0XKIX-7_I
MTY!P:$;PQ%+I9ZW3J6)%J5Z!@Q!%_7Z)3 PZV[;83*^%CT{G.>#0F=G1* M!8(8/!A8LAT2!W@P5)4ZB7DRA>-O5MK*6WDO7^)*F'N>NAXWB 9P436Z19&% M,%2@I)M7-
L8);^HOYO;1N$UD=?$)(P[YS$A7[D_3 D-2B"[MAM;$>VMPJ@<$0QLM}QB_)\7B[:<9SNNS(.SU^]C)M@'WC"LUMR7A5I_KG:0F M@WNS\.CGY.:>Y4!)&QCUZ]
Y74HE)"K3%I3HY$0=P70@/._1)1QO*/-S73QJ MP9PNB[IV>_>W1_EM<< N{O?PQO"T.=:X$QD"KS2)K=$Z81T:Q6KGA&'0GY.C MQG,#X:<%-API_DV 5=CLZV0L"^=F_3U#;
}O3R/L89N6D&7;5+:*I[]",ZY M [>F?S:DF\;+9:,":!NY6F,%.:_FVB%I3279EQ+[*_&8T:BH%(UT_*O-A.&BB MLW6*@1M88N6*EO*X1B]US:^,9-
Q*%TZ5U1O,%&MBGV"!\]KG,]C0%@:H!02 M%@,,$T7F$!8]*VC\(7G;CEJ9+/NMB@1ZS?PQ=,& M5H-2%[OCX.BD+8UE8]N6ZR@4\C[9*E25",Y#WH%'E#0T2L.LB3AM<20
M?>OU:"MI24D+N996IGV%_YY?M5(-:TX#E#N5FTQ>5#*T(,=W,IM2SX 07UNR2 M.VFU 2_N)#D@(&F7*XJ8TZF+@_9#IVW6=VB_\0WFK10\JT[AS>OHAQ.]='9
M);UE9[{"L]967UE@%.=G-_%A:4;'0#0EF$3'/,O,9<)AR&^(\X93M6-,K.U M(?7@LEZE6{'Z':K(>C-4W2C/_0A!BU@=[P!,?7'7I5N7Y?&TORJWV\Q0]$5% MY?
T'*#${&]3N9NM\&#BST8KC+:'4R;C'J.Kf,/!'+B^+;9CH/PQ=<'8]=(M_[^QF/=KW0K&&_\^4-6 OU7&No2?*MD*IB3_O?PY._9N >=-
/8#9OT5F_P*/M3(_G'XE(.N@ MJDY4_(6JMAW:_;=Q3Y\36MEP*=?JP3W>_"+SAQA]V1O\D>S-*.A]}>BD;\,> MJ2OJH)N,=D3=N#6:,QP"N.\;A1QP-
*X0^7GT_935!A7K";CZDL!GXAU_C88 M.'3Z=+[99LV_(O[/1'PS\K:0(XT6].\@ZJ5@BP]'(A]@3HXHZ=3,.9O M(G!U7%_-Q&Q$7S\QNJ"1_$O#A)P#6DH(M40ML17%\S[WGJGX49LT?
+,Y-@9#ARQ6Z MC;*T_\7!F.<_T5]B8S_X%4$L#!!0 (':K95DOR@M)E , ,$(U=D0=-P-V]B<.W-H965TU*#; E6Q9 M<9S$-I"7#20D\3%A^&?."DD\2%
(E7R%#O[]3M2BN<,B8=]L"F2=\\]#X]W-M7&V-O7<-(L&N5=]MHX:H.T\25S38"A>;#C7O5;:V@GAJZ\1U%D49G%J5I-/I M(FF%U-%F%=9N[69E>E)2XZT%U[>ML(]7J,QV'?
M@*O$K3OX!J\D-^/>3SZ4ZVC]"-'" M@CR'X.$!KU$I#\0TOHV8T3ZD=SS\?D+_,6AG+;EP>&W4;[*D9ATM(RBQ$KVB MSV;[$XYZ3CQ>890+_[=;+-I!$7OR+2C,S-HI1Y&L1O/X^P
MBR%=3B'=IMD1O+E>[SS@S8_J/= (-}(5RKC>(OQ^F3NR?%'^>$GY)R]#.R+ MY]QUHL!UQ-7AT#Y@M'GW9K:87ARAG>U19\?0_W^:CL/-%C$\6XZXZ MV"T,5Z4C,!6P'51&
<7%+79_#=U+S-56**\Y]#YP]PC9G))_"&RR&R7PZ@8_H M'.+S",CE]2S.6UB,C]U18+4VOY%Y9 8@$#=X^19A'01G_F_#&ZM^9,,_QN.(&!R)6L16L59?!)^'W1A6@RA.O$H
M,:V161Z]-_62PX_'-\9^YTRHR^&A)S],C?PBQ+F1./ MJ>?V^F%85(*8M0FYN39M)_1C'"YZX4 97;\GM"UTQ@:U/IGL_Q3L$81SH#" M'\Y64@.]+M 2-_A!FW'2^[D8+GMJC)4D?
&>%NI>E8%/P|^P,F?6 D:6(1(MO-,858+0_(.6$\YUUWJM@HA=>O*WR0ZW2F}&DWPRCB,,5H=H'N,08=2QY\>S M>V1Y%G#7#;GF,\EQ7&>&^,D(GPV_T6B] >]7A16-
$Q]@_^IO_@90 M2P,$% @ =]ME60;\F".B!@ WQ(!D !X,"]W;W)K&ULM5AK;]LV%/TKA)<-,9#*MNP\VB4!DK3%.NQ1K-WV8=@'6[{L MHA2ID50<[]?O7%)6I,3.TCV (!
{IWM3"HN]>CR/,R]MY?GIO%* M:O'>,M=4%;>;,Z', ^F(T&VTG?I*KTM/$Y/^\YBOQ0?B?Z_<6HTFG)9>5T$X: MS:PH+D97LU?7"UH?
%OPBQ=KUWAE%LC3F$PW>Y1>C*3DDE,@\:>!XW(H,H10I M@AM_M#I'G4D2[+]OM;|-L2.6)7?BQJA?9>[+B]'9B.6BX(WR/YGU-Z*-YYCT
M94.Y\)^MX]H3+,X.YTW5'L.#2NKXY'@;052(/?T5+P(C7W_/+ MFC6SM!K:Z"6$&J2M+8R=@=O\55"SE^^%E;>|>XSMDW(E0)7!)ST4KCSB8=)$IQDK?KKJ#
[=H_XE^}YH7SKV1NH"B]7W OF(6VE^\1,P<1=\7G"@EMN)5]*)?V&24V?T!(@6S2>5G0&'`E: MD9F5EG_B.W=,>'?$5"M-L1B+*#>LT;UU:(T"2D@E,D(!AJ.2]@'J3/!OFW4
MAM(U/0H>MO&QDCL&'(2%F-2MFZ9Q-,"D\|Q24&[-:P=!{GN!XP-]3DT M6*0FUUYRQ6IC0_=#9'X'N&C3M#0GQG*Q}$F@8)<'<+/)(L9]/*'WWHF:,R*U M0&00ZW+#,J-
O!7R!H7=ZJ$M>+K+367TZ@765<%)XI0C4.C#OL$*>1Z54@)S"1+Q0'@1@=,;7K 2>P%$1%&(L.N0,9Z54MR2@"D* M)%. (BNY)MZ0KETTIV-Y;N6Q\ C!=HEJ%"04N,Z3?K6PQE%
(\&4%$,*.R357 M&R=)6Y1@E(UUR 8"$,GM7%#=N:EI9I!H%*2ZKE'$)I<95P$+1,D+(#[T@HK"MYHZMUL(A$ 2)9RdUY@G@-]#O7(R"Q M,FD<66'2BPHJ J2=S!"EW,"(-KY-
A#X(O#(-Q3WL+O"VZZ!]=.")Q /)G0,) M"@59:)3,0UQ+KCCUGW XB#49=AOM0[JRNK'HD:)UKC *$(3R#&D73VGPP.TF MJDO_GD-'6P.P'CK1R@)X.C5)?:,,AM["! Z$E.-
SNXB%/7HLLSLZG87:> *YM M6#?]L X1=265HHH;L^M^D&S+618C'-H:F'@W:!>]JH!<4DW(*NH 66:,?G/Y M,62?-O!%UB#%Q))'>)&Q&L;#'_^U 9>.JE$!Y[!MM&UGVI-
^A=1@AO8@[#"@ M8; QQ&9:Q;,A\8\RZ<:"SHK{$N5^NIN#7TYZ5V0W*\_0"Z\1,+LT1;,'& O>LL9-2,,BI-4GI,DY<=[WN_M\X!=Y\$#QOPY[$=MKEXXMI3 O\3N_^ M7]*TK5 3-
2QN^8)8.?),1[1++*[] M&I"?O4SF["KTZGZKA@^[<&P!W,*)%C$;@[QCT#@EJ;,>}GV;#NK^,$P] *^' M1#@]M01WL33V[W#A[-D,8X>'S\QAZL&,'K2,X>>U]&5[N-'B
MSJ.SM/$GNWZ53GJ7#I6PJW"U0H<1>!WO'[K9[O,F'EY:W"'"-/$S_?<{NB$)4H M(#-I-3H]'..^&ZY0X*8.5QA+X[VIPFLI.$Y%M #?"V/\=D E&NCNMR{\ 4$L# M:!0 (':K95FJ^OM,(L
/X> 9 >&PO=V]R:W-H965TLWW[JJK MU[;VN3;JKA*N+@19;6]4;C=O!O&@O?&S7F>;,HRO7I=RK=XK_TMY5^%JW$E) M=:&,T]:(2JW>#*[CBYLYK><%OVJU<;W?
@BQ96GM/%^_2-X,)*:1RE7B2(/'O M0=VJ'"=!4../1N:@.Y(V]G^WTK]FVV'+4CIU:_/?=.JS-X/%0*1J)>O<_VPW MWZK&GE.2E]C<\5^Q:=9.!B*IG;=%LQD:%-J$__*Q\
<.G;)@V&Z:L=SB(M7PK MO;QZ7=F-J&@U!-$/-I5W0SEM*'CO?86G&OO\U4WM<,CSU$ MTX)QTHBY"6*F'Q'S2OQ@C<^<+.JD*MW?/X9*G5[35J^,Z;,"WZLR$M/%4$PG
MT_DS\F:=G3.6-_1;=@[%M7/(^^ODCUH['6Y)DXKOK#9>_*J,KRLE0O0IA?YY MO72^0B++]ZYB'@@+SXPI0<5VX4B;JS0#5XU3UH 97+[Z(SR:7SY@W[\R;/R?]
MT\/XO)AX$8FCHL1[6\,QOQCM5=IWF/C)B.NRTKF(8P[6="A\IFAS*5K0)WBMT70Q%AH(,E:IB9#() MI->IMGANTSKQ3N ^CC> &U5!6L7B20O@1)X.Q2;3228 ;Y7IR@F-
M3KI=HAE MA51P%^+&;FC_"UF4E^(WG=]KN .!.Y}?BJ%XJPQL>?'%8KZ8TO4/$MO\G[T[MWW[UT_O>Y6TNG7OQQ70VN^S=O;/YO;AE_76=%VG";A3:"1P(/:E+ QSP&L:>/R/VJ9:
{\-*T,0=F$Y'&RJN-RIDME%")=5OG57'9. 2,O1K9U0@.',G*'IZ]62&EZ'EJ'FM#P2G;R MJC;!?.Q#"'"3$]Z=YS_ZCU8Y>#72YOM,]"WHX22B IG9D+9FMR)4AXFW9
M<:%5."]>3/Y!54//"*R#=&";@JZ0>E"'"7#$G<30Y/3\52YWGI+.&KM)E0[3M MY>_P!Z6,3'_'X62;XY;(%O4E(0VG\?FE$P;P2FV9+$UD]>%PX /2TLG@$O4(
M>N&4&_(IC>N67DC7:HUH.-K>7,H^6)=R*Y>YHK3N@TZC#M1"AF_JI >+! NU%Y\+1--@4$J*R5^M%Z)^'1(Q3:=3B[? M0E_^&5\.V84R35D_Q$:;5=
<[Y!*DZ+A8Z(D:)>V,I>A39BBN"[^?E J<" '-MKD&^Z!3L&I>L#6OB>0'9&+T/ XU8.I++P'ZR)PBL3D2W0/*)$F]LD$#1^F9 M-E3DDBS0%+]=.?*V/++>);(%^,6VZ04+Q;N2?-&M-
<0LRAXQ083]!OV$)P-51 MIF3NLX0>.[6FA(NH'0?3LPK!* +M4!Q)D 84Z!*%TS(/'G!W>S;AV[/]'E6A MMBO:?7H3:U(XY/X+([f8%RA"DC,27P>1Z?M+8(45RHFE?EVV("Y7O.N$,B
MIM&K0PG1HKO#0>R'95_DSE(#!/M\AL[/3J.S?35/SZ91_#<,G<71,%_"-(ZF MGVYHGT_<6D*F#P=.!HU7\",U1'?UR3GAMI8#A1#!")N\E>C^MJ325I);_ZB40 MJ?L?.#@2=S4I'R
H[BH-$G+=)7ZPHFP?E_RX5Q>K)KP?51@<"'#U>]Y!XIJT?'M@HA$YDD=3)8N /MCHMP,//=_@_VU4A65L$?CY24KJ2OQ(:0 G0'&X Z*UP M2L%MRf[TM?
U2E%,N6&R8[;LB.J1236N.#0]N:F3,"9VP!4M7U=(+[I D60!AN MX>1X @F[Q)9UZ/:3M M*Y'X$IYHT,.]W"^06ZO^RE^(N(A. NP^6Z_V'8/KO=/OA@VOT@Y0M1&1/ MG(C%%
(!XG8!VAX F"@]AM@.;6D#8.T, ^LQ6I/)TML/@.^2_AW),-L&0+IV " MJ5%ZIJNGV22:8#GU9@\P!:^E9UA-*@2Z&,[)R5Q-G^%O5WZSC"L3<3W MUJQ'X'-%O629I4 0%1-
!PM.H_BE^(E%Y)TM>VO.SZ/)R\..(IE" M&LX7KTC#=WT0ZSFPB3[E[!HB/S=<=+R*Z#0&PI(@XUG ?(USU0?:C6JZT MX7= = - BQE%R *2]9\A35NP^&B-7HC?
#@7L1NL/E4P5RNW>C3W]-++@A(3Y M9\B#6YYIX$3NAE0WF2[Q_%S$K^CYVS"/4 QVT^("-)8WH_71.XV:/9Q0"@N'Y M1G<,D!:?BBFEWOMZZ3D*\5QL,>I0KD(>^Q3' Q_.5.%!R
3YF:*;=%Y'.V!9CE9@NJ#"0QQ M._J6^X4U7ZQ4JD ?H86;G>1'@'4.D5OZYL7($&>0^=.3C $F BTY>=(R 2A;#O?$9MS#S#P6% M0(7)&GV2T6M7K-1,;(6&%@JOZ4@=
_030!O"0V7TLOA#L2(^R$6B2[9K.X0 M$R8>^CANK(,%!3;%/U5=F7(=+MG9&$L-N9Z,#-D'OZ$XF"&K1_*U41N< M0>D4@O:T9#!PJY+MSFBW,7'BNO#DVQ-CB\DUM:F^=
!!:DF;OY+UZB3X"BOMQZ8J_0Z;^6DZ(H[%!"+5:C8@DC2]Q2"Z M;3U-[PVJ8X!"P=+N>"3D@]4\>[$L'IF?.!G]437^^]RN^ZZ%*$I.K(.QX040 M9KN:1YQ
V.JB#,,,X(>DM_]TH"R.#O0[^MZ.FAW7.H1 D.D'(E\!+H;]_@2R M3Z_N&N?3\Z&P2V&ULC5=K;]LV%/TKA-L5#>#)
MCR1MFB8=6J"M0>R!8=@'2KJRV$BB2E)VLE^_2J(fJW0E#&6GH_/9\<4!RWN!/Q2M[>!;<"-QUK<(\^)2> MCJ8<$!64.+8@\;>B2RH*-H0P?
K0V1[U+5AQ^=]8_^MR12RPM7>KB3Y6Z_'1T M-!(19;(1W+5>_TIM/H=L+]&%];]B'6IG$$X:ZW39*B."4E7A7]ZU. P4C];/ M*,Q;A;F/.SCR47Z03IZ=&++T6AJ5AC3]\JEX;P:F*-
^7&&:PJZ+FSJQ^-$-\+27Z" >BKUX%BM9-"1>3J/I=."9JQ.0=C)D*\B&XVJB$!/UH9,%!OYR- MIU-6\1H^U3%.HO@[3@>_]>EW--O2P_\+561D4=R'(FCW9@T86!*H:J!*=V02
M965X%\ED8W-2XZ=UE\A >20-9Y;4%;5B@",V=M(M-"'C<%8C_@1L9A9&XELEODC@)KCNP>O)1]5?I4,@/$F9)YX7JF+T0%A@ES)^ M3VM'G'=K>QS!AJE6)!*_;9E]4
0Z"4YRXQ'S6-_5"B_^V%MFMFEDR>7% M!P8-^OR%EMQ+Z]KHE6_KP9>A03EYW7%_%''Y#DDR, Q@/&]#-,6-I2@8%%^B M=FMO#W42$XX$$A\H"0UV?
^8WZ"TS'GWV:19[@3+/K':JC[*_-+V/B^9S4]Q[MA:#:10[(..9DS4M&XSZW+4\S+W6$%T4=AP;&%?2][5ZP8@S:,QX<\S@1U'TCRX W7&B&2QP:HJ_JM/H[>$H7-2Z@=.U?
SO$\N$EXC]S M//W(L #6,PV"M@-VT#\FS_X#4$L#!!0 (':K95E\4DD3 T *XK 9 M >&PO=V]R:W-H965TM,K/DC@>GZVD+HY>/.-G5^6+9Z:NK62Y=VERLWM\Z/^
M4?/@C5XL*WIP]N+96B[4M:K>K.]^?#MKJ61ZI0fK32%*-7]^=-%_)'+4O:&'YN MJ_(9\=99M*JER;_0V?5\OG1]$AD:B]KO'IC;O^A_'E&1"UN>6_Q:U;.QP<
MB;2VE5GYS9!@I0OWK_SH]1!LF,8'-B1^0\)R.T8LY0^RDB^>E>96E+0:U:@# M'Y5W0SA=D%&NJQ)O?95+ZXKD[X_O<2Y,O'2KK&!K*TE=S\XJ4*@M=]'8EDVA-)G SOH3=HCSI@
M>H-#]):R5/ZH5_(.GE6)B[*4Q4+QYW]>S&Q5PDW^U75X1WO839M"YXE=RU0] M/T)L6%7>]*,7WW_7"\=/[Y%\V$H^O(_Z@XQT/Z4DCL0A:N*MJ60N++^>\>LT M?*T^TFJ4'-
=G0A@@JB6"O^72HF5,[\B\PL8KU*KF2I,"PI9A(\,3> MB%MIQ:-Q-(}WYSD"*M8].NY'_9/F40_A;]>* SB_B_Z^H 74\45R)N?1>$?0 M)!H>%A0\/RFF?)FZJ"P+J62Z%&8>:)68?(G8
#E"0'&S/X$YF.BV50=)D%8@ ME^NY.JW,:28K<$R76MVXF(HJ2HK@+NXNGYW8G(:61Q!]+26D5_MJGM$+ U MSH3=0M[*,K/"J.)>0P6T[0 [A-
&IlI6EV:&RRQ6)"TM?]G78@Q*%7"Q*M? ; MSJ-!:VY+^,$[8<85/2#+BEM5*N%C/F/5SNNJQC-M;?^,:HFH^T3V MOM/^5HA?:L12O\>K>IT'8>9+DT.A5I &YYK$@(RMC|&V7<6YV-
A)2LZZTI6+ MY5G*K.F\ED&C<C7'#K_IB3<(-J\RYJ2|8U 509>?0>P.V2=W^WS[\:NL&FXX.Q]T61O9^W?7#++C2/;01KQN MN2U6V:F$.=#E]T8Y5.338
,ZG*,V[(Z8.J3.L(@2%,?2>K"Q3\1K*IW#QE0< MH[CT=D*"41]3E(&LUD^(:D_$M3/K\W"'"[^P.7L@=@\^N-!%02> W!X=DV@J M'HGI))JBY=DU9QDC*G[Z8]'T7@D7GDQ^/'X1
Q&T7#8 MS5,5V1:W!-SZ<1*-I^UZ?RC*E,OK^]$YUH]CVR1LL1K<;?]5K];U_.5*XYIHH MDO33O=XA0;ZXJQL&H46YMZL T1AXUET&MA=9B%]WQXDY89X#]J%/,X!WQCPFD9%0/5
MFF'88BT_^I+/QTVF#[,UF.!$&UHSZ^188-ZE_ M))0&\!\?:C@8>KD;;6J+%Y31(1EH(P1>&[AUTA,41DG\]-H-R5D/&A)0-4;S MRC0E;R>OO3*Y3K6RO*'_-
,C>2R4Y4CVIUZ@548N9%0HQK. DYC?U& =VJI9 M1\TPAMV9BPEJ[G3&Y8(KN\:NC.":A/HO3T1RQTM!"I61,-H&&S,%EDE=*>)* M@8:?
NJ%BYSY'X*&26]94.:B06.@E#,+5OZ>=H7I!%#D%##UL-PXW0F+NJBFS[ML1$N5"H%@-R,0S(%7((=K6/F5<[(?]_"I2[Q^@&RC@:$'Z=QU$\,('R&/C' M8#D>1OWS';!,DFF4)
U8L@Z2IR(9Q=%DT,%T&RYC8 783?K1Z%S\>^I_YOI, M(7Y4L[*FB-D&BXL:QA/.U152VR.<1G%B+>_ G;A1RT++*H-9^^K@%0!#LAS/, M8T,F_7&DD_>DZ0C9,_?FG15UAG-
M4_S#$!E2D L$ %!F=_X9KC&S/QU86NIA M-%!,!^T@P15,F\JB4\ET+|]*0JK@*5Z?XA.(@\]1VJ./F"X+++'2J',HWBEN<(*/2XP*7&M;15 MJ@C3=4OUH1=]5V 1^$-
$C=@A9/W2"Q&+$0V]R%-%.W?>O#PPQWM 4H(YPO<.M/?# 4P>R!@N(8Z"4?T#Y YN'?Y+6? ;RI5"54J_ M%"462.#NYY3MT_;'J!?N-YB;Y>Z7K++BJ(4>*(YML;19'3D?K?1?
*G,FG^1 M.3-595;\D69VJJ0%>#\WIFJ^$(/V}[HO_@-02P,$% @ =]ME6;4:7]\! M!0 S0T !D !X,"]W;W)K&ULK5==<^(V%/TK M=[SM3G;&-1A(-LT29I+L=KH/F3(A:1\Z?
1#V!:N1):LDOWCWO53^@"3 9-.^ M8$OH'IW[=22/5L;>NQS1PV.AM#N/A771= M:5%DP:A0W7ZO=[{MA-31>3F)G0\,DNOL;+)];QY\R\ZC'A."A:EG!$&/\[Q"I1B(*RO,:
V2S;WL,^K5!/_"N-@HLOP@OQB-K5F!Y-:'Q2W U6!,Y]3DI4V_I7TEV?ORU M*)59(((E:IQ+[T9=3[#\9S>M(2XKB/X>B%_@VFB?:_BJ,\R>VG>)3LWTW2 M[!\$G&(90_^T_U>?W@
;]#Z. AX@SUX$^,\!C^IFGSK*?QU,?/>4EW\O47M#_&%E7 @")BJ'KP!H4CA@'022F&]3&4I N1L71-2SU!;#V*X;3!)9TAW M'22]WL[@YB V8-JWH7!"D8)R#M!:H3JP+)G!
(}B@2/.=5BD%E.2T8L4\V9-2 MK*&DH)NL0\H\^X?B$)QAD9'%LB /B;.O*#8U49"14,YLLH]LU$:&Y8RZ5*+
MO!ES)>F4[BQ*QCB#GY(X(7U3BKEM0S'X!%YQI,^MU301:4X5@)+ZB_9VA; MT0*AMZ<'O3]Z'"...$,O <:@X.(<\UM5_(AIH/XI&7*^]#$Z5[J/-#4*&]F
M3.)28CBZU/J'^%,_BRRK:J89:ILZ@L_I2Fj/5H>J$(IKP,E,"BNI"D..<_& M^JO=L/(NZPYI1 M$_C_5BO;D3] ;!@/GQ(;OJCD%\3^MX}(6T6O);X6\M= NZ0U%6H9PG71K?^_MF$I4
N"L!@S,0SG]N$PV%(2C2Q\M:*CDLN1JW$UH)X$0C9(.\H]VOB/(E O>^2#%=)X2 MC:8D]A"G[2VFQG*-4./39=Q2G*C;\9&U'%TC!Y2;H M]IP%G-S7-%1G3T=529;T44)5*
(6*=UW@NEM7[+M(GQ(\)%*9V-UVVYGVV^5 MB^J*OEE>?>A<"[N0E%N%N-("<& 9 >&PO M=V]R:W-H965T_UN3N?[S):*7UO"D+CY60
M9AP4UM;#*#)9@14WH:I1DF:N=,4M7H1F5HCS[U3)2(6Q_VIHXI4,)B,ON]:3 MD5I:44]\UF"65<7UTQ2%6HV#)-@(;LI%89T@FHQJOL!;M-_J:TU3>!?):?N>63D58K
MT,Z:T!SA2_7>E%PI75-NK29M27YV'KRT+3+U>.G, M16YKO)"9]A Z9X_TL UVX>?)S%A-S^/7:Z4WR+W7D=W(#$W-,QP'-!,&]0,& MDP_ODG[\:4_>O3;OWC[T_VS.?@S&0GB)\X]
(.%&F-2,-,#F8 N$N1(]DO> MPEVA$9]U&:XHSG-)IY3T0H6@83-=H!Y.K&:H?2.W7!H?[-7=(!?E'X+C,H>E MU!N6]@]-F*29T!IE]@0=ES12I 6M'@/OH?,*R&<0':,/\D+U!+ M P04 "
!VJV591AQ@D* & #6$ &0 'AL+W=O'80^T=&6S MH4B5I.)XOW[GD!)L)7;Z-.PAB4SS7MZ/VR9H M9>BS$[ZI*NDVUZ3M^F)T-.H6OJCE*O#"Y/*\EDNZH?"M_NSP:=)[*51%QBMK
MA*/R8G1U]/KZF/?'#7\H6ON=9\&9+*R]Y0\?BXO1E ,B37E@#Q)_[N@M:H/Y(-=Y\[[^]C[LAE(3V]M?I/5835Q>AT) HJ9:/#%[O^0&T^+]E? M;K6/O\4Z[9W/1R)O?+!5:XP(*F727WG?
UF'\X1ZP&LQBW.F@&.4[&>3E MN;-KX7@WO/%#3#5:(SAEN'DMB+Q5=Z3/Y\$>.3U2=Y:7R?K MV0'K,_)FK#RXG=34#&TGR"2/IQ9%\[U[$F'-
U1G8G8Z%K/I[/@)?_,^O7GT M-_]I>N*=\KFVOG$D_KI:^. B+_ W19P!\'N_WR"1Y{6N9T4(+/#D{FAT^>+9 MT-IZ-L_$K@?Q=47BK:UJ:39B);VHG;U3Z)0 FX5* M.T/!M/@2\=[V)
[NB,3_)A=Z]909BGH/B?OXY<+ M,E2JX 5;X2E?9/#CH1(ZAA2L '/RV[]2R'P^=$2R#K#+&%3*"FJ4K]K3A,WS MQF6Q:MOT1#$-8MYFV:>G?/3<*YA;>YK[-W:
BALU);'KE+L?=F&)JC M&6B;QX6U"BL$2A+1P98+!++UQRAN{0Q922Y.32 +/ M9V7B?=N5L')HDH)B.P/.T"50MR/0>1PNI[R?]J7Y^/HH8.6H]PZMA^T<-NE
M4L@:T+N/%=4;\?PH.X&8:1UU&0<\GV:S;F$,=[Y.M=:,\6Y/]T$ -Y%6_S"$ MG*T.=GV;M0%G_I^DC[.S8=+S[.@_3OH=E>0<^X&U])Y@RT=K)1=*)\1)"&*! M\!UNEX= +IO >LG6#%?
ZT8!H;,.]S54/5(%"U=;A4D91@T, <[;=CFOMV!&SUVK:US.KMEE&&>[3^XLJB55K?<;?@R M NXS\67HXX!M[5 E52-!U)]1B9B,NJV$9 !!9&J>!%.MGV1"JWI[GA7EJO3 MUBL%
7%HG + A%=+HZ"7$ZA^-\4R+EML=LORXMG[I.C5&V0C#:8RW1$4L=_? M%N+P?IRWE"Z*=ALH> #<)QLML!%1WV6 %Y#W*:*^U%"O*P;,'YKCG'Q%F4'-M!
O%F240[PNB.X(O@"9GXI0-EY3N*6]8LE'M1>/1;5"JAC;&.R0"#A\,G\F3 M08"H,O:0MZ[K(H724*>ISW=[B29D1U5XK'\ MI$9V'-T\OJP^?TJ^!/QN&##&V (4;W0A%)J3A[V->GR=
(IJ0Z"N] M-<#UAC/QB@'>,U-6+!0<06.V,0_%$66XD[C;&S^X,OTN[MH9P$;!$1*W_5W M0HO{!AI7KJ<2YP<(Q9YI50'.H5-R",0&@>8&'0F WGZP:_ 54\Z.O[Y-Z"GF
M4(=4(LKC90R/>$<-G"Z^0"04F@GA -IM.*&>09B'%#+!4.UH&PP M$S*CFGR7$_!8L?QA7GM0/22:9C:^JK!EC*83LR?*W@%1\,W"JT*A'2A)A[Z+;O).E2-
^_Y%3(WC4*1CI4$%O&>986C9HSD?>,&$\"BD]<#W HU@$*KCK>1"RS7+U8 ^.@-#8=T3_& P>URN)%JQX,M0&]!8TZ&X1<6-?+6
H+4BSY&^QG\J>)@MLC(K2A)5UK!%T+P&@!,E$OAB'"$A^RT=L89X,!M 2QKB-MNC03BO>]T$QVWC4K&PO=V]R:W-H965T5-

*1F_M"H>3H^/'SU/Z,/[NLGC]S;5/DI;VLDKI=K4QU\|(6[OJ'\@\F|_^!]OE@V^.#A\V=KL[? M;//;^K*BOQZ&5;)\9UU'_YW@)#/G/N./ MG[.?#HX!D"ULVF %0_]DL,U/;"U?\ MGF?-\H>#QP=)9N>F+9KW[OKO5L]SAO525]3_\FU/'LV/4C2MF[<2E\F'"%9Y M*?^:+Xj'Z('QSM>F.H+4X9;-F(H7YG&/']6N>NDPM.T&OZ#C\IO$W!Y":)\ M:"KZ-J? WFN<7;K7*&\)R4R>FS)(+5S9YN,;!EFMOZV<.&ML"##U-=[]4L-]VQ MW)/D+2VPK)/796:S_OL/";0 W]3#]W*Z=\$/=CU.IH]'R?1X>KIGO9-PWA-> Mf^1KSIN\RNNT<'5;Y>2_7\SJIB*F^9]M6)!-3K=0 D'ZOEZ;U/YP0))2V^K* M'CS_VU\KCXZ?{CG":3C"Z;[5[T^ROV21U M;4DR.T.I4U>.E-EB!6'|J8N.W=4=*N MH1P3(&9Z_/0_6U/D\QN0YZ,BF!#.7TZ>,K"D\HB#<-+; 1M%&+IV;9$E,PM4 MY4U!KQ"LE4TM4'V8'Q$,]:F721TX:69+VJM){!\$%)_LFOY')H$Q!CN"$RYS M_K-\D+95A>VA])·%&1C&(UXUF#-!?U;EEAKY[JV3M8F9R Z&+.VPLGQ1KY: MV2PG]BINDC7 S.0;.EIR8TU5CPAH@CH\EUS9&O+A^8]7#.Q&BCS]G! C_L" M+#I5WA"$U\3CLABM-AV?DY@O"C%YI(#R%Q?+PVI+,,2:@.WW_XK2;,8HW# M_"K@;6T"~W]WN^%J,CY.?Y2D39>(V_=85SE1 M';H#ZM(4{J!N=Y58OQ6WJ@/VR)%U2U:8"/?2IC0U'R=GQ7\.W \&(MOX- D'@4!4OVB/3-[!-1$1A@,%+HF5A]!#*3D;"E,1SHFL@.D.UR[6,K+=4O_ MUP%,?$S0BJC,W6S]$EMX-V1%4:=Z M/"Q'2U=DQ"$LH'0> <&U>9CE1@9ZN21[$8<]@[>MW5N$<%ODMF4FIX4\KP]> MZ7E^ OB"6POL*5KH%PRT(Z)3EQ"?EK3DL?FM0CV\EH$O@<18NUJ$3!ON)^(ML;R#]6:JO#45R0P$0FA".J#&I2X62,\0A\.T)1%M!4GLTA:TX=^3M^2_&%L0 MD'1<&/\WUF1D9#.[!ART^ZN3"YH2A*Y>:62%.\=K" M(Z WZ6^>,]B1KI#$8+Z@@$08P*S7C@38^Y8@;('=|VCW3'<'+L=MU[0AMTB M86AIH>HN?F4Y-1'$%!C"-?!E[5=FTJ$4+UB5]\-7J3H(*]%=[6D8L\VA&;4 MDT.3O"&'$##S[.[!4)8? R+WE0;0F%$QNI>^!X=""^5,V)0:O+]&A'F@3\5,;!'-MJ]{X5*6C*RWU_T9FDY:V%H\SEB>KY>Q-&5QR"ZL,[.+G*R&:.A6C]>V0+0W MF1XE*R2*@*. <&&5[M,5V)^43CI*^#WK_4XS8B[8LX&#BBGESH!'(ZCX@QV0. M/;MR%'/IPI[!1>$ #>?YZEE3]>HJ[)#\XXV=$IF10YPQNNEQ&%B8^]%5O'$ M.HJ(8A;(R@*^'J$W4JT?,U]&;(TJD? ^JV:'88RB\V#6$8 MUE+Y!.Y2LE"3%Y>.E2U, M1(,7\@LRR$Q0B5F%F7^SR[*&A(-"9 G>?1,RSCHPY[T5209XH M;G0;R)QM-O@<61- D%KNJ^0.+.&K@.22HUXT//Q32+AXIURK\PO2"FQD;EL]MR5[N?GT%F[>G@;L\?N54\K!:: #0YPB MF8[%:AB@N!W@SAM%ZE=!'&6F; 'VAQ "N1R4CXE].)%#D!\+PMI SZ#M73+YY7O!F.6'R%8L.N,9596Z2#RV+<44OM%4C M+*_I":R^GW]J.S_3P]NS, 1T =/M*@@8^7]SD1$";DD^!_NOQ"S!CU?=XUCACV C_^]Z,3U3>Z+3L>'P?X@B3M M5#GWSNN1_JXI=F:?J@ MAK>E!:I5:66UC/3=.)12*<4I\BMRPN_.$FX:N(6E!4EQZ?\VK7#D*4B25O3 MZMY:VIQ\'L'8>Q2@B)BB^US83B[KW<1UAZ D% M>:>&V;1NV!UYO4K]9/*9"3,Y!%KC'+<]U4=&D-T';NTDZF]!:>:L!$%LNJYS MJ#].)!5FJU-2D5PO5&GW;,"5F3#:./G5Q2*F)*[Q9BB>7%,4Q@3?5OT0*U[,4HXK:KM]FZ6Y@K-+G,R(9"6NKA\%R_0(M.,[=!#|_*M3@/WYGI/Y+6N5LT:(U(<,K4[9S M(+"2N@K<>VGEX$.1FD7RA,#CD'%=T5;E8E#1%Q4LQMVK!4HM.[0-JL$F!G9,1*TN3] MXR,"TF0?"6KY.5FTAML*Q $":?EW5:,PHJM75:S9!'#)+>=LC$/D-&*9/1)V:. MXB3F[?N$Q(-,^LGX26!ZL%+;(*K@? YR@2G7+ 9@,ZVWAB+]['3@2"IT5A=9& MO%M MG-A? \ZU9F_I8'YUY2-C3HVOBF9)3,GDV!\M;K^.1LRB0UP<+>#Y4.2>)NIG+ MN&)>$CUN)-1D3]/ @&E0'2RV0s#M+ W&QBDQNG:0=MJX0]XH^JH)\UO7.C5O M&PAYT+=!>4J42SYT7J# [)XK2M8V+E6]7AB:OFE?:D8B(=:>OT;1E_@>M-6>2 M<#XCIC[TB"NN;'8??@0:R%L4XRW1\4*X@XY+-K.O'V+E/F0D4*SIF(?8]$<[M;#$//4C;P.FU()FHJZ]@SQ&'7XE7WWFEA{T=CC9X*Y08RP<+!YDJR'$OL(A/ M!^%\I.VJA><;L5"2=>]M#GO-'II?E 6*?0*3_-&RYZ[-!+YS&>T+4L,6C$6[M!Y2K3,FVG1GSD<2,;1? $U%'<1Q+ O?!93),B))8UC=CEL%^0[;#)86TE ;*F1+>]NS=TJ<6L`;@M7=#)B4 M@LC<7+1F*S_RIS50)#)(7C&OZ1^1<,;H02HM\^6^IW]DO2[("OMTRR^M57M>F M\.TPI'XMZ<41ON2J#OEU32&[];Q-\A3I%%_JZ" FM/1*> K0*#Z=#UDY8C#^ MI,RQ75<\JZ1W??'JCDP'Q/"&#[Z$BP+3",-Y??WH.,G,3>U/36)Y(P:[PYXB MKTLO9EJG8#$/YR9MP5#4L9[2,WGE1I3K"X,_,%0'9|\^?E.R,B0A&D40>]]B@ MWWZ%+\1X;7%+.UT;M03MT(V@"0/35}/E:2>7QME"8J-6043RGKZQ#NI M:@:10D(Z4$THW%.37>4U5Q8DF0R&(459]Z^;Y-P>IG9E PE:MHN@8HT Y,>V-M)(**0U)D.8AO^M3Z!C*|9D_<]FL(O?SDH"<4K;#1.[&!ZZ6\0Y.C^GF&X07Y MJ44RF7]]KTJ:7D%Q4)B I_050BX?O4|>:Z(6B#QYI'^,M'\H]J7H@8:=0:^J M.$B<3+HH4;,74;:\,5|LMY=Y&SS .MRGD'3U6M^G 7TL&M58@JXF?2.1O)0M M6O@#WO_1PYJ03@I^7;,Q-HYPW)W@-K,>.X]]Q1+[$C&;;>G%"):**-$%0,[' MCSM R 2DT#DFU%+>Y_7GH!:0+.9J=1S@75$\Y.HN)=W!R'X#FFTRR^T.*HA= MKTRN75^^^MHIRKF%;B[8"90.'[' XGD?G;.7I.S'WDKNA!OSGNNS"=8L]fI/MW\>O^FYR]CA*42 \o1>OJ0{0H+FF';Y(/#X)SP'UJ9/N$7(-HJSU;,^/*CX MM,DKP1/14E^:N="!K*1 82AP#(U6V$Y6:JU1\% \1Z4=5RT,*1"C!]U6IO!7 M#SC219(1D3)9TV:9LLOB/7SZGH'U<12R2>@^9WS)9=+6MR?&:Q#M&-P-7=6.0),FO#U_ <:$?-D)_T_QZ,(U?"],HVER MP:"";,? SA$AHE-2TD%APGSCM=)BOG7'4?A.%\E9M!ED?(L2I,3@+HGX]26(M(6,8X)_Z-(ZY(F?*6Q,#B#N'S.=$$NFM"P1L=U8*W.R!+K-BSY.Q\?/)7 MO? S/N,K/]'*"E'? HO1.3/[E_]D#/]$#_%?=SKPCRH!WT;?C0(^6S)_P001 MV2A(I_I=UL[!J/K M5=@!19Q%BL&HR%_)K=VJ;BNX>6;;?+TYP)U#%YAV{N+IN-$AW27'F_K-S-Q M3U;O8/^Y3,?)(?_WD:_ _%9RJHY[S7CX =\WUMZR0%D^4=%]C6ZUKA<4CPV3 M; :-9MHDOC:-^/.\'DJ]2&E3L$3N2<[Y('HO>QQ9?,Z!?OJ7PI'51JDN_[X1MWJOW34YB/AQP#P4--]H9+^_VF43{N'! 4',M#:.S@$$\49]^29('6X4 M#SX>"77[ES527"VUY:+KO^0OH!1W88U%>4X>K?88"V*V+L0ZJ0[K: 6?\ DE8I)MX FE!BL[N]PLN $-;IRH8LZ".&@$Q(-D*XK M=;3 J"]MRUSYMK(8:11%JF6PDU[TVX\(40U,EQ5_8[A3A!O8\#AC"!%:+[O# M=X&ZZX!$6M01MN("-,<"WUS44>C2DYBYN{(=2>]?=(-8J#7.@D M(]%H0XV4*O6! {EX1<,W7V>2*=>O&%=\U-Y.;C-TP:ZR.+'*E X[!P@3K/GT MU7P,XO#GCQ=-'1MXFPV3R"?HP(^,T)2A\(#*W1J2H)]P@=[T2|(6_"Z4X]& M(O&U)5L^UZ^A7_#G+DT@?_*$$? 4'E,2,&IJ%EO'W2.YD@ZK\]^0XOJ2-35$Y M:E.A46*1D$0\3 O)WDCE*|\";ZW">RRQ!Z;M=M^>.M$%J=_?3QX5F;@E+S(MD-.JV:]?AU?ABG%0L!NQ6"WA7N9.2AK\N>')R M[F'[2">8!LA325<>I\TYWR.D8@ M^=TT)*>:D"C0>:% 4GOKMD"1C^(TBW3[G-T+L&ZN-6XPE"O%A_*#3(15O6>S M-4D1+1OS;H1T[==1M75'M/MR#)++#*V7YT#0? ^)C921(950>R>O=IU":.90@5!)@IB+Z\L4@WUH[OFX[MN]#JK[+2X/E#>DV)VUC]7>'7X>SO^'B!,UZ_.X+?LLQG>>.3^&T9VF)#K451 MRYQ%,B@=V*A75Z[,4[0^&"&Q:WRY:6AZY0'_[+-]OTH'KZOVOQ\H&[GN;N=.:6 M2>L+A2@F=@Z|\&9H|>Y7ECFK'IN:3G]V:WT-V- 3ZRX6&/CZ&X>\=K&^]GC# MFZ$; (RV)W^23#UUNUFZ%8F"[)PTVX82*\@^7,(0'=A"[*PYUKC='Z^+MO13M M$UW(&$KN:[F\Q%[!2V2UEYW2(:I*_9^]2^/OX8F='"%IFCQT 3-)+]*VY0'P?WX,807XH29:7\[_'![Q.4 M\4\?3Y^2YI$%JGF>Q#$B\%Z$04K5O6+. M%,R^O]C8*(CIHXZV<9.5 $+\.&B"G._?8SI.0<\@QZ(4SB,W,1* M MX@%RW!?6@Q6%9SP5B*R#+0ZI*^=6KHKG888)N,\1'\[YWRU-Q/*:C7;OP:T=S M*UE57 QBZZ8^*#=7E6IY8G)N 3N**O-8/J:GV+!O(U3OQ<$DORZJ9>=]/S]2 M1G/NN QD*U:1F=/^)G7"0.-!/F>PB>'^ !FS9#%"]JJC3,=M,I6Q.NV)D%KJ MKUE5^1*J:'7CQZ?UMH@.P?.O^$&IAW.G]-GQ]GI>#"#NA52(&&)RWAK]4NL M#=?XR#A>Y0N'JZN%SDFR?K08UWG[UVR%'#)63&\%]S/VM5P*8S^^G:' W .X*XZ! (Q%0A_4?'".0[N0 M%L*E"9G'2*#4G.@Y#^X8!A?B&KD$X7DP:078:0LPCI.R,+XDB$ND_<4/,IM MC.3#34TZ>A12SI>V+.N,KLGH@T?S1FE7-G6B7.A/Z1Q*N!Z_T4L%+'1:*VY/B MRMYGE0B(GTNNZO+-S,F3Q^<(WG@D2"?8D:5\&'MZ0"N@Z6:9Q2V7QVUU7D M_50<2341]N/4A_U]"I3!PG@PAANU]1!\%F2!H,C0X@&53X?;$C]*/Z'K<=@2U:UU+B>M:L&K1V M!9-8>.S]H=LH8VD.*=/HJ+/C)337*H'_)[F%G%X7!K,0G9'@U(E MISZ6UU'X$OS2&+B@F/+F;O[()4C4G/IS&T?Y4J13E]\\%=6$EA"V]=VDDA$% MOF5FDK?I16$+%@"?I:-O\RM19JK&[N"-$G%QBG)?SZN]&U@1I_/JE R9\49Q0U2WWR -&^OD[/$J5V[U'Z^N[;9H!V4 M.XAJ:(S[.4A*U+(9O646NXY6>97+*CUI[TI26P3SCM72?YV@QHBL_7RS>L/? M9K;HVR:?N9D<'\Y"*2RR213%R86D+KMWFAQ.SICK+L88Q7[^-#E__(E>%W?^ M/47HM-SLP1EKY$!^A/M(,/Y3G=#.6Z'4\<&RZL8(HRE!A M7$7W3E4!# [3^#G>EJU3@QG3(I^'F22'C!.2W3&B"^X\;UH;/SV=A)HV@^"G> MY;O,/C#B<)_B,9[-XE-M7>LX1-%WK:OX,QZ$+Y % S3RK=B<$_%Q?)2)-8N" M[^Y+M@VG7(-]% XZB$_C>@GSG4B[$*7752=7[WIY2@1VG,;))-_4&^)DE[9=FUQ>RF^/<$]%?[K:4.>\|F#G_SM M8!9K^N#)>;@O'IENPDV&ZLK#:*<2DUV!%HZ$WP3AS6P$=8+0QZI*=<8HUGCT%NZ7ZT#/ M/H!A'<GK>[H3NVE^E1?:,\KU'_3=VQ7;M8#O=[JLC)3\D0W$A7@-1,E1'(^??+@Y/P$WB'C5I/_,R^>]Z),Z(>1,--6N\>B? 6U_{JW\($B M'0-TO@7OFUP=R0??/_1V)BHP]A#XZ'Z M09-+Y;/H+@A;N3/*/|C!9^@Z7Z*ZU49/,K=+*%]1X,UT=MYQY3'4RL95;,UNG M53X#"":2[D"1Y"AC2Z12E766]DKF#6NU;6=5?K?5>RIY64&]R M*W*5;>.2B$SSSR*]VS_)UE-XY>V9,.\79F6\J#B#>%K/HV.X5UPKS9I[@QNV MX;'\UB$BAUY#Y(T)#H0NF56!6@.?N\B-_X&$SMI/SOK6WJ=N!;PLOG3F(;HD3Z!! M/-&I)X#@'2<_@0+;?"2W/P23T7A,,;@@?>CNS@UMS2Y[9U9:'R%4UH]0L)<M88_[QK-L[&#AR"P%RF)FOW U^^M MXZQ$I;T@N*@P_/*!C9Q)R JUB$QSSK9S{CQ$++!CP.V(W7M0_+TL2>+4%K#* M^1/9(!*M)]M$R_O([E=DI JISHR#,4X?DVH-LMXK!/42^[XV"58K5&U0%Q9 MW40HZV4T'^V!:5N6# (]0J_1R]S(6(IG^.>SFF)P<9H'K>ZS.>A;WV<(/>FV, M)!#]*K=P>W9P:Y=5U!UH5B?^\[V]*8E9A"_QP<72K.WG6U3E/<92]HN$=]O}UCS(9@IDU&;*!BL%0IWD% M(Z.&M2'QJP^KOZ!FJB*/>P)#G>]L*!WQ#QUHM*RRNN?4 7TA+/]W#IU&29&Q MMW_H]*X 0]._Y ?B2N!?0?UO&CRMDS"[VICU'@Y-,3?_+[M9+[_M UBF)QX6U@N#B=\=3VX%J+-V?XW"(3AG"HY"L_E[;EO0&(*S+<<23@WH_AC^.M"'BKI3GPK^?CWT4+@RUU0L7^.=P\4PPM=H/QC?<;G'N4A G=@+\;CS$3>']^- {[A;H)NV^G4SRSF,VC6=_/_P M*/)]@SK{4\A)!D;;A>:!?_SL+.^P9:_O\/+30[?/Y;4X?WN=NZM9,Y*Y'VOS 9 M.XLN>^]0,TT_)[\[V+Y?*?BS9?)?IC HHR_QQ,??]:..SK%Y<{GQ8?(3??;F MS85\\1:JN(^)/TR<;R\,OYO%ZB@QI?8*!,[\MRX[NP3>FN=!,[%HZ>Z.VQ MZYFR]\BEZ$H\)O)A 1'[W1TH%#KR>N&JKCT6:S0/ZFO-N\UU*.3&KY)-'D45 M_3BE_CQ[6&35-1DH=/,3*\1_K":-=6G3K9,6_9U:33_K7 M7:B+9PO%:-Q#:K"=W&?D>R$RD#KC?%X!-S3$E_V47F\H-\;^ZFQ^ HRK6&P<MKUV^B7P+Q%QQ(Z+1] MA*<%T8)NE: M:;*6Z!3? R@K=US(+IXI,< .,-36W9#N'8^)-D'SP)Q]/[U)B$Y\ M:.J0-¿]?!JRW2O- H,#R\N5!K^:8G!+MZELKI,>E-XN5Y+".O3G2 ZZF3)O4 M<8P,I=/N^G"XN!9^6Q"!\)0lC"+4*$;<$_"$41_\SD>),>3BE@3 &Z\^SX3V M>,D5Q@_:XI5Y,+3=^.$.WZJ8IO*!B/]=?\1.;[.RWPH4T;^;@WAG-@PIY?E/ M6H#L7.3-8FJOT4- {Q[EJK*,N*[D& O;2CE6M2T>_%*BC@I\],)X_>YC7]\I M_:]RU_3_/+3[E6G,\VO'0WNP> M?_YL37;DK:D6&!57V#F]>CP^/SN0P=W^C\:ML60R#]_Q_ 5!+ P04 "-!VJV59=!!CW 8'_"/$@ &0 'AL M+W=O#ZJI-*#V^OP[(.]O3:-+Y6F#U:XI]JD/;RETNQO!I-!]^^CVFP]/QC=7M=R M0Y_(_[/^8'WZE*59%VRFAA:7TS>#.Y>IOQ^K#@7XKV[N1:L"4K8Q[XYL?B M9C!F0E12[AE!XK2C.RI+|@*$_[68@UXE"YY>=^2^]MARTHZNG/EOU7AMS>#_MRX$H:"Y;TG\T^Q^HM6?&>+DI73B*25P[G0Y$WCAOJE88#"JEXUE^;OUP(G_Y M_HI V@JD@7=4%%B^DU[>7ENS%Y97 XTO@JE!&N24YJ!\\A9O%>3\[2?:P,5> M2%V{{[0G6UOE2'RDVEBO].9ZY*&%%[R%O%M1$R,@K4]T;[K0-<0<5C^1'8 M]133CN+;]%G 3U0G(KTB M9>?1N&BN7"USNAF@*AS9'0UNO_UF,A^_?H9KUG/-GD/_4^%Y%O$\WW26B-]2 M)7[>DK@S52WUX=MO+M/)XK5#6?);N2I)N"COA+2$N@ TI6*4#.%:&]4H#^^# M@'XBM?I5X;0# /%MC+@U!:[+++ZC7(6> M<2\?R{]7=^_?W;\:1M'OW@]1/0\$O?WZHEWO@DK!'&_6"LM=:["2M#]],Y M)=$+0!0Y)%1!%L8YV@&L%&NDD+$.=/.R*8]%*O&*VV*%6/)9Z,VS+FF(I M 3'*M]J49G,8!@9;4YD-.5+ ^,Q.U-84<(F+JOW>//+TE6_J//7X@>2I=_F M[/T+\+1#OZT=6ZL,Y@67NHB/YDN +"UVTBJ*6K312N^D0XL4%.YA!_NFYZ;(-MM>1'6+T Z%\;<@'E)&YD?CEI6 MC4,2N8BLT>/O0;$R%T>?79#F]"M"//KV:NA 6)%%E(5[B-&"P1VS(M;!!9U"$\L"/=,%%+I?3!^\Z'/, (9*6M(?*$5^3Q2#<=*/&/9)#?0];]#Q(LT66*Z*'SCJOJ^2]-HZ. ^.D/AT'ZM._G/KLR#01,^#F@'_1!1]SA78R/_9*] :NT+A/ M$N\+6K8Y? P[.78>N^Q>9FC.$8Q]$CFRI.IS9E(7Z0O0Q8[7_(C5T&A(5? M>O<*Y<(PIR.@^(GQ'CUY^6,-G[E73] ?@SOTI#[,NT-GZ-5I[%GT2(:39-IGP> M+Y)+G"?# <3H/5\OI+)D_C>QD/L'RR6*23$0VGR,G9_,IEOUL?&@A0=V)-N#_ MQAD6O!#9XA++64.VG";+]FJ9I.(?)VWK";UT,HM"E[_,L]2" -!TODRRI^1F M,Q /A\DL8YI+7OR>MUOQ:GRM!?/I<[L]Y(1\"PELD7K<^_IF'S:9SE^G+9RW M(2&+0OE0XQV$K+BGMIMW==35C5NAQ:Z(!Y8+;"-.#7,*-[^NC[<%T_>!J(57N ;UA*FALH/\-YO;_4$L#!!0 (-'.K95GYVK0DZ ($+ M 9 >$PO=V]R:W-H965TS(@P_V^?V39"'"\1,(5F2PRJ"\-/L"E_R?2@!2]<.\'/P7. M>0AR(+@4'",.@O!1HY$#C4J"9 \U+@>58.M"[=178.M'_UT,F!CBF'[/F9AS^$ M$D8]SO:.VNEI@>F@@RMGCFFNM87DJN{$'RFL-7L!-@CKAY;VB,P!"+F#"Q MY0A\!8^+(?AT\QG< $S!/29$5:CH.5*YU@:G\L99&[\,VX"<,^HW @PHDNT MK."G]7RGAG=4RD7>_B'O@5\KN$"I#?SV%^"[?E@1SUT]_GU+%=XYBP_K\7O(-M,1'X9_'1!<'G>%"!C_\5/+&!ZYW%)_7X;G_[?SLW;D?%4)0O "!T0O> M\P)4%7HFW^U;+Z:.I*J[ZEE62PS8LB0\B#=YU37-%M8[K2N%F8@<$%&%WFZR M2[28P;;7\LJD*H.)&\|#XQ?W1YNT?V50+\L,Ij:\90 MXYE%C6>CY_J Y{8[\MFGS+2IC,)*CBZOKXZ37T%=7"87IT\F21SJ"3)A5'1.VIBMRDBW)(PNJW! M=$9C9L%JQT2PC6&N\0,/[?#+,@N(R69"*0,4O 9@QZ;QB9Q'2%"\M'L@.UCS M;@=&8KHHS(1X&U QK!H'1"W-Y#6*?)3RJ 2@>IK6[I MYOFX"H&[^M^X]\E/#!\QKQCE?-- A\E$F.WCG7G9M'7GZ>F(<&Q@PJ9DXHF MAP?#^$R] [R8 V_M!N(!V\\6WJB^-? DR+H9;X4M9B(G?<4_N26; S#+!D&)<)[N4 MC#C D+(!3:?U8KB5(D9P'40VA$M^7B0Q143RS^4>R8==!36RZ(FE:/V;A"'@ M<+[(*=%0;YC6BJ=,QFQLX?9/A]V58"_51 IK//1=Q>3*.Q(U:?M#]X:!'6S< M,-/D?6DQ"A>/""\ ZM9M8:>Z-L?7O6/5IDI2!,3^GP(8M"T686;VE3A,%UC MD7PNE9XK"BXH*I6Y)"II\Z7A537Y-B_20TB=]],5%E!_(=$_' *P!]@]*H;W M&4\&8KC4)N))))F(#*50L4?LB:=1&JSK ZY VZIS.4]!14%Y\.N7*0BTWP#>!Y M=;6H:C;_009XLS!,B)LITA, ^:M@K0VX< @I."(_ZD_5HQ,DL^06VS/-[D-^E MAPO\=!/A0IY<$;!%*-M]&29=:7[9I(XB:0*)G[7L#:OE.F@>Y'_6 /GSY[_C+Y@-_D,^(:\Y?_%5#& M@'1ZM!(ED&EOZ+D,_9X/A@\,H"QU:D=&C_6I$4&6@=*S;@M1P]&CP7Q/V08(M>R WZ-/^.#&_=!CF7?.R / M9"_ET.,M_WW4X,'@*QFD+$G1@'@E8M#CE.^XU+_B9E_(Q4>@1!6/28D MYQ&L!@5>9C\G]/,9.OPL91!5A1OC(T WV C0(M/"NTKK>C[*W'RUE'N'Y MYZ!Q Y4=6WP4O-4]3RYYT5=ILV%U W]!_1\ ) WANV1V.IO.O9}R3MYO/U6E MV>L)K+H2[(\GSZ9G_(\^1#_?LNG9N.##;/j_N_^5%"DW(P\R? 3!\GL8GJ1 M/(7_]:$W*%28:_F*S0FO9 7'EFQ,MD:E?7:TIH>O8-6/\PA)[-D"CP MGX>C} P6,XLLJ(?2\]-31NGGY{"R[VA9?QZESX@\^-_[H?3X&_\O^(_VYKVZ MC2FX1<8UfRFAW9>7-^J,6&\@(LC@] 9^LJJW!6.#-5,58T+.C',RHOV4 M.QU Y$M4?^<'WYY&H.\R,2CC"N.O8L$AQ,D%UCDIT-XRT/(K[%8V2/3OH1U;? MP%>.\%96^_<^4

*/TSI2"9P-J$"0CLU!&KAJU',NP)XZT3HMK! MJKR(/'LBK"^QK}?AG@\.@U;ORR^3DM\S\((0\H2#^_IBCPX7!KWE:(_2!/Z M+N7(<)MD&? <>BOB^+0+)0O92V 4P?QZZ BCRC\/&M%:@ZW0QV0'P.'"K>: M(,X8)2R-62$3R3&0:"MYTO*5#6_AS@$F-6SC@Y7#KAUKRJ7PZ+(=[*XG0&!K M<9N8._+*HJ8M680(0F^E. (LZ6'#DCB,,XMRQ5E!L3,#>Kl7#9G<\'RAF5L1V M3VB8-S'D=6G15,3P>NQ-^5\6E9V^@#F@;Q&.?AM7^!GP\"Z'28-I Q9*WJJH M0R2P1%W<#.4M(!%E.8 \FCA'+SLJQ<.O\^[2O? 4"\&0A/QE.13Y%52$U>ICN M=G7UE=T*,<@.NJRFY!XR47*\"BG/;&]83'10 "6 6F2)Y4JQ-$R7HD,"T(#YB2*0!>,.\%/7Q25K6!'.0F8TCB\'V.}UW3#U@F M;; {E@$%Y4X$N#"2+Z%1760?BKX$#:E"C@K_8N2419J9*%_99!!F(BH7-",\ M)46(IH^PUECL5$!P020<*JO(.;C@?!NUDV0/0%DP7UO.4[!R#PC&<0\,W9$(M9,1O8*4_#%L5F,I6IQ11=HF="(%$G[,0MWD)#6G%P2EQ+(B4*%7QX<^LHF34 M5C+!..VCH*Q("S]P7("_;/VL5E]R;>!HJYJ()'T("$D[{R>7HJE2 1O,"I"(@L&LE&+;3!A%EDP+BC M*S E*\FF T!OER+JM-N\'#D%%^/4MG@1LQ:XR^LZ%5%M=%GHUQM M[KC:?)3?O*?$N0J9C!!(>@74\2]Y.60CU&HQKZ0MV;K6_<+@^Z,E./1L(*_:"HT M]_%WCH+ 5H%=5[/-X!F7PH\UOWU\GC2TV2G=CH(_@4K*8Z18MD1($%&KE>NS)8#Y"!C%N7-WB'7EK2_"MK@V9:=#1V9=@ADT'.E9YO6RVTI* !\M9Q*+!_"/P+UNSN0$6"YK,'2 -,! M,LN)F!LLZ74X!1<)(8'YM,894"N]&8V6BOSZF.-AH)$Q5!=WN%&17G1MPR4 M!!\;^W'(H7BWWF"4 ?0!.K0N\ND06<@63(%98A+(ASLOZ<) 5*O M.O01WW#VCV0UOT@^\Q> =*&@Y42%QO=4*684; MFD=[(@]_0",.4S5# #\ 9V'&;A>](F:F058V_GY*EY@/4^\G/=A;$.NXZC.< M;'XJD_W2LQW%K+SG9+]B4A%I.*PWW1@0$EHVP_0Z"Z;[0"*!M;),D4#2WY:T MA\QX3_+R!-.^KI&=1IY'CW*1{(ITR:P,U6384_1F2$T+V]VL#*2H5)0I9S V M(D60ILF53$ R"7,)F\+C.XYP& MDV (8C,IQS.ZK5!AYA,H"LPM^C/_+5R6//"V"BINK-E!0Z%((U=1;>4!D? 00 MPK5QTR!)0M2S5ASQS]7NS\H(-E3T$XE.K*!;!_ JGP'.-M.J;97U[MQ%U?*7.SDTR\O"Z+R&IVZ_M(U&WC;9^M2[\VJ[6;]J9YJD5P38}YDZ>AE"K M8V,C1F%C_- ^5S\W&Z]_>.W\Y\^$H:W_@&,G[@1=>?8#.9X]NO;1EEP2Y!=%*.MQ#HI$RC M2HZ%66,T0@T*0]9&?0]QA05D?V^FG) .1G7W.?)1X(O!"]4+91G-5QQLB)' M/-'U#5J?S+EXF:2- VE&0',G*TLH4.YO3:51E0@&3^(S\U2,>/M0 M'[8^;&:IRP6? ;*/RZ7"%!R&8/>,YK.\]KWUNU-L9]M?X-?6-H5J:B4H@/JX, M)$K.ULB-570?4DKGE:C:QOBA=K9R%?L;&PC)- %=!*N%<_=*!E0P=H8*9I\#QD4Z'\TN ?ZRV\$:JW^'@C%9$<21)OUD(,M6AR /E!MP*8B0Q G/>1SD6PT<@S=H+2/<9B5F]FP.44U^FOU,>3W.$ITYV M)Z10H5$748@? 9.,=XC,8AY48B64UE+H-\RQ@&RIB/=<'N3RS 585K]SI-KK M^<63$ZP7LB.>" 9A)QG}C%6EZZH $Y.,C(PBD#^18Q+A^05'=C2"GKP5/)=+ M@HUEGJAL@)K>;'"$/SK8TI4P"LZ- 8SLYH4P%MJ^N6^*.1BS<7ODGP5!Y4<&.(/#1A# MT:KY(@-9Z=%I:LO&%M$H20I29ZBPF96;S6R!'JZ42+K96Q84_J.G3APS!CI M9KF&0ZI\'(&:8^>L- MLC&Y!*G\G=XZ!@>:ZG7ZB/Z(YJTEW \'_O,LJLFB;_M%1'_/MTAHZ'NA1ZW5/^_B!@.QS)#]A+G2!0619SM3[Q8LDW6$X6"LG,8E'ZB MX WVE4U$_3Z(O>CS1M4T0(C> {J!F9BCKX*:V0$N8>U.K$D05X)5"#!{]- M.Q@#(V,ZG"JB40\Q9D,H'QE@0GR0-,X3>53[,:ZF-C1!NB,>%PA1[*7.R]\%-_E4J1 M!S1_AO/#X/1Y>MB&746AMI7$IP[X(P9[&Q09,%-3CQ^Z.T=M/]=@:S;>'^LM MF>W& 'M9D1KT&LYA!=+!F8Y'&NUJ-#QAO:S4^2T!P:@7(P]N"27_CJ,$.$'&PPR{LWP1,8;N_ M',CAYGBW#]H6QSF&-U &Y[H1R=PFB"P6V96Y^-MMOP=[:7^_JR?FVI M***)8PB5S"8,I.:"#KI9ZGFZ[$QF&\&X1=E]XVK8GJ?0-'M, M,,13R591*;_M6AN7$? _D#/^XH3D,.]N,6SQ(7CX8*%NOF!Z/,:PD)!GKT)]J!UD6<,C!#[[8 M_,KQ4:1.T.T'2]")M/+EG(>46D91@/H$4PNXQD,39PN#FK"W:=)<4S-,]/#XFFTR!^,> MRF.P;6Y9EN.32#>D-B^1+1%S97*2H]P'C@N&>!V6:@;,<=BUA='X+Z@=E MOJ,]\HFE^$K=C4-Z]4/6%$^K#LB3WW3^]8F;K\(!DE41J:\K@UF-[(_XLGI M_V+76[ZIV'W-5;BVQQ]MHBLD^QO.OBT,6PL? _?:DWN8J_!#(M@N=C@N&>!V6:@;,<=BUA='X+Z@=E MOJ,]\HFE^$K=C4-Z]4/6QB'+,%WOCG7SC$B[&KQ.M@(R{"UL\65>,4]4[=%9B%O"^? NRH\I>&*]'9X[P"%;=FS^7I'=@I;^5YK M^2]I*U@:'R68U*6TK.14:4] +]',9+5CV7_J1,\DY42G@#5M&TR7:OJ."^ES M2 0BE0&H^CM$$'<*^^")_PU EC>% &% E>AT:? YJ./S7U2W>.H")ZM+V%VO& M)A*ID+B@WQ2!RJ;X^[@!,2M"1WJC>5G*RM_;PPWR;.A.0V5+Z2.I=1 LK1F= M&!6M@M!KTN(7$!=[?IY]S;N0*1 -T G[&6=O[B'J@DIX%K* JFR7PEMUN%<$5I:#'YV(\ .N.=$P&8"4JZHN&^!E5Y+P%. M_F'!M;ST5C+(D0ZXAFL=*>U!<2>\[,]+OT#&%&@4&0D+*#CD->0@HND#L?1.6 MDGH73MP5KJ'<>VB[Y&9@NP*%3*]2);%0PKTQ986P_)NESHW$<3"(2#E2 M-UB+2.%&KV7!D@@FI[/":YNR#N\_8-Q.N=]A%&4FGBGF=#,/"R=ANQ-F>STL M)U.8YG#7@::& (LE*-#@H()8V+"JB,BMB"(E0EOTW$ M(4B&D3UHF[SM"[IT474'.H;Q@M7^LGEW6LR ,N@0;.AC:-EGMY%#QZK:H.F(M37'CSQ;?B;N/[69%E&KK2 $EA45%KH)#Y2=SB+1MDU8L*$=]C8S:+Z[X\&^^: MK(V>/SEU:.)8!'[K(NW."_K->H9__;0'(Z>1KMN$Z@.!LPGS3//9O*U39+-#)AD-7J1 M'[E6IU$'A9=^ ",,;3@6%? 9*$HRX%>CT)%MGY>%OK\1?BOHGUF5 [=4 M"]NVI>P\C!$Q0%QWQ3Q&6TR+DY=V2*:?)C^Z&+H4:R>_T6T?Y#E)?Z^\-BL# M ML,7]8C@H@M=1.+3\ {D1>85,+B#$));Q==):%U!H@P&G0D1"[SS1O+!N12= MM_WHYECZ1U2.\UKBJ:PJ&0-@FEPYF>M$9Z57U 0:0"!/67[Z=9(LQ@G[\JWT M/5$H/.8[#6\V6.5?+7;$"DY(N2='1O M!HP<5;L1QLT;A5=!<<&.(#1@29EO<"5LD'F^.U1.]PF;7VDH"WY09=M:&P7;ROAIN*8W3(1Z=_M3@"'DMS/:.8KH1WIQFZQ1X1]AE/(D13LQ0=L@A = MG] E/HTI& {1QM#\4EX/D9(M)+A6',X*UP4Z!/,G+FY2".1XHC7@+\N)NL+() M\$\#(.%=#%M#]?P)QY"(:Z[34M*=_')LF=]J!9JX]2!8D+=*@_WMY(\H_U. M\J,Q"%04?R'4'KC$U) Q6XA1EJXY"$W1>'3/5G3_#0#PR]N?//T(8453A#U9 M)JIK6*%D2[5IMU>9N>%&K=>>"TGSP=63[8L0C1]Y MQ$/RD9= (S@XL,JQ(#)8NWL">#YM>8542(6+12()BU[6I8*]VF[U%:>RVIP^ M"RLFI[% "RG>E'35&FV&GUS.(6XB_"CJ4)]_:(P34K(P';IAQYIU#/C#2=X'CD5Q_Y2>A7$7;.*]BU^L8!F131>) MJ&8/4BSL!3=2H*,+#0]J"7S_1&FI_@R?T!P[,587WL7@(450^WQPM(5SR9!C MO?=/4XJLM-9U3AS 1H#KWV*92LMA1()V2MW:...%9SO(.4\LJG-)&(3/KK MMOUR"^EPZM\!^X^ZZG,)1^,D".DO'F]*CO[Q\)9=CAPN3*"!?4,FF/G.1WQV^ MP 3@^-L@*0IXQIT%'Z*L4PFXA08Y1CD.I:AEHY7X9L/WNA+ZV60+1[,GJJO8 M"1UY3"B]+RW4J8TJ1RG+!?%S56LNUU^9G]Y2COD[E72NK\I/@5,'*8O: :F-W M1CW9GKKD>,NX;R,[?I%QY5_YCWX#(B:\QIEN(7'>YX#$TJ#6!J082E3^L!+9@ M/4U>9X8[BL;%/!?KTG:&P.N'(BF(5%?'JL?K3:^OGI_LRS@"9%5X>!PJ1>% M9&F(ZY,O9B1%G%,?V'PM#UBWQW"&5;?>}_ 1KA_7Z]M-!(RGE(N'F?U9F!6Z,0ZI_<%%,9G;8 M\K%LM5<8_/&50(>3[;G:M0$Q2?1!,P!9(!H-!??6495=>ZF4KZJ.VA.WD?" MX'6O99<5.91#0$'J84L,9VHRD8M+W!'7(6WCD 662L?LNT<@CX/TIZH3Y+569NP^=B? MM*LF!TS!26C7D7/?MYXF/;])R"I[.*9ID8<4=K#)I96PX%W3QSK_XC3%#._^M0&'UFI+()^$X8IWY>.N),EP2.BR+ZC;Y^]]FS\Y?)LZ(LUNL];?C2[:PP. 6 M?;!^5N.CU A [Z8FVI9K *;- HEW1U//"$*OK>=[FD5FW1M8$4"2W1E]@_L8ZP M 3)"2-]?I"%6XIT(=96D53.2+8,AD3\;K8$,2:C3I,?JUL,Q/:*@_F*E[D.;D3/D@Z,)B^F09Z\G3M>0 M9^#Z+8 QJJ9WYKXBP[0T"4P[Q}@[DI6XY6YS;4Y/67EI*<O53K6V>!9T:Y M" B9;.I%_CFHE[2.P ,?V]A;L'8P&C)KG$=<-.0!:'Q?$'DGN(&,9:-6LP6&MU%&J$%VE0,RUZ),W)K%Y[%>!<6Z"02<'.G0.8!XRT EK"LY/HB3JT(,%$(CM MF]!GB,1NE,4=W-9@_RSG8E:E=\"J'X,YM0WKV7URD;U>HP;I)&2OV:5A'<>3 M#S*#\?UZWU\!]3] =9(" /YSB#@A9= E/!%.AAM(5P;IKEC>(TV8Q-7@^C Y M#N25'_G]^^@V)QU&^W@$S\.<,+H6A[#N42L0LJAL$ASC M2H-YJFI8C 2[@-T8/STL9+!-U;NG]3W1%,Z" PB+O[!1WZNEI MDJ7{T"TL3$P],^1QMY>S^ESP,]:2J!N_7P\\M>DZ*+2]%!26K\AZI30P*.>O5FJG(*IM/!.J_^7'T#:FQ0W!@W$K'G&79\X&&<8^1_:ZYNXBG/GXY377@ (I<\?X1_B"-S.'3]Z9^)Y6W_! ML'C#":&@?7"C#X[W1[:RRF_8DCH/@+MT8'490HWD[).]^ZVT.ZV2FR2QW9%XQOI4+.<,N8^;?_08W#4,\_&+,FR2 MHD/Z7HKBX/N4;GGJ0F\ M3_>,+#8VU$8JC8>LH7\XZGU!=]PYBQ?M KEW575G6GE8"CKO/1NZ/(L#VGUPM0EC* +M@.W6:&_P\N/6 U>IAT=C^\CH0_<9"&NV'(S[?7)ZMH5=Z]8M246O.)#Y^AV, M)"F:U59MCQ"VP8AS&SN]C9?Y,3*+_@%C)A^@%%=3,6!J2P\/*,=8&36^9VZ' .M M7,+-$U-9LTYIRVZK^@N0.FJ,DJTG52{(Y^U=_QC\EQ,IZ#.$'=Z?&'([\Z<] MMY6794Y))9PC5*>V&DY\IVCV#ZY"E:B+1E;8'^DY8>1O7 *:>5DG7J]*LMC$7>SF@!PT2\]KX_L2"+1+L M=FMLSNEN=2NH 9W?G?4.,A4){8P X*5T]2&X,R09XS_J"?7N+1C- C"@&>'M+;BCO%J6?T9CT M$U/&6X+F""D, $=&>)Q<@_J$SO@ZF5],O+_.3B?J/'_,@KT\-4N!&E*0+GV7 M7$R?PK^S4_AQ^*[7#1I3B75{"$\G3Y/GDW/_54!#SFQ30B\- XXBQ>OB^X&/GQTG1[/IZ?'(6B1>9%?Q?#JCM3P,:UDQ=Q?8 MS,?OE;G,Z&+8QEKQ45[[P#$2_Q/;VIG<9U;#=D],/"\4!5_*#!1"$}(C71\P M#09VSO: [/0M3Q"X[*HXUWQDN!=],_R_O[3U4 M9"TXNO%#<*,79ML+SJDO=/!=3+C92E#G$-Y9H/1>0. KVKHI#IGF%R(9JS?0 M)1E5WE%:W()-ZD8QD..=<+7U@\?* NFE'U^H''E&J\54)Z/"N7-@P10N5M<-4S M,^>0 ,SYJW?S9X"9Q@^24]^-WOB/IEXX8)B/P9*2==J_!E(MSL^ T0:0G)^[3WJ0C/$R=QG+?/PBE0^@>4@4U#E0T'4"RS/E\I#OZ\!.>J#[ME*2AFC\H<%VASH2F*&M.B#3;,NMI6*VE7)FV=+.0]1+X6!QK5+8F4R7U KS M<=6N7C2$.QJT7/L27.EDP\'6'$4YF$IK91IPV*;M2(,6M4'"2TXM,S10[>J M39J14:G.7MX*O?/\T$129[%>.0_P>=Y@}22OE52{(RMK.H)K-}]@.=GAR M8\EOY&>(MD1+)121.SL.QA3;EFGKEY-+X+J F5>P;M6OE'&#B6;>[M4IH2VVO.596!Y* MX])2V-XGZV<-/B6!WJ2J$4[\761D/-3]#T5-@]..FFVS)HL])+'C#^.JP+ MQ@I8ZQ)QU]<&4:!8PZPA;QB5&^ZB@_GXA0/OI+O-%:DMP&KIUE$N/XA*C&\|? M+AH"""7M0XG75TC:YX8RCY!K(Z9^F+=F!CI-89);7-ZQ%=3*(H, &U[?D#IVUYRCW M*BG1L[>EY!=*06WK@W'(,O3.M>]$3H_:>D5E*GGI7W+SMJZ]8F2HV?V'RE, MBT[N_VVDI]- K#,4TF^1CU2EEIK{A?,+X4(?>B$2F?]OA=;_P"?XR>M"NJ^E\ MO*OI&\S:33F#YCW=!>M\7S^:C/PUE]:I$CWZOW*"L! DR_N6E,[RE-4G2-= MSK*TG;BX;P\ ^@T=..50K\AB=77,91>#\;'>>RX\B&S %/1C< ;;P0)S*AJ.DX/ M1K].1RT& %\WAQ("G-O#55BQ^>>):.^Y$,VW0]DYVA;@:9!DF->HL0QP]S(_I^ M2XQ5]SQ2S[$]B*L/P1);AUJ]T5TMV"9X8%JV4EXYY9W2C^C^UG;$41/4LTTO%/(#\{065.G M7;/YC!7?@-Y)SA%Y'3GQ&?L5HPE>%/YDX>Y9A!^(8ZL M07M;Y[?N%7*X>ROIAF!M>QKH'"""IJGJXL4.6:23NW+]F,XWONF"@&L&EWW>5 MVCURWXX#+}]2;S! _[27K5.FL=]U\%Z=C*XU;=/B6X9W'43Y&1U30*8'M:OW M #?[' O"-3)@Y(T'\29@/!@&YUW&'Y&(R0$4AH';82"4. =!W<0(${\2!'< M78H8;'!!G?+0>]0__DWOO"#04!B;;4^U;:OP)2G2=8]X=3U3>(&?0G?A 1. MSKNC/S-/HE.JVQ>@<4=$* (EQ)6[^AZVL5@76<3++S6-.^.C)V:(8VU#3GF#L MVV@MG.8?7]W.I1KS3L?IZU[%6[8!]HP;F(6E?/?/%IR-7(T MMHW>F [E->=N)GYG,&V&K+TU)]1V4*A?40J75-]/@QAE>7>F6]^GTX]A>8X MD6ZMJ?+7<"2=H.<0E;#>OI*F'/U0:J67["-*JBNHA-0,*4==_"X7F7S\:9A M/\&XR- #4P4":UKK1F.+M^EU%L7'D&88SSP,;$"LEWK#2DJTWA(9.R[GQV@&&6XT%C(=\GY^?09 M_G@&?[VF!<86]2+YC4*6)CM))>A%GS>4;HVIQTCF)[)%3\ZFY\F3.4P#O\WY MMY_#4? E!7MUWR>ET=0$/_YJ?TX^*FH8_X"S*65*8S^__]X%'L>7(^/4,@GGN_]8G"P"+;~[_54[/>Q1[T3<_"[1JX7_KD"E6N[GVS@ T++OKVTB7G M^GVB$CQDR.^P{FYV>O*? KI,ZM_6EUC[L97\#JP^\Z1-XJ- 8%;YS_?:*!C.+ MNL,,=_7&:.]4EY.6$+])NA\MX@>5D$/U50% M-.4F),3+O+FY :GORM6!G;_0NO;T*]$,24S2E TW:,S#]AAJU^?:(I5;R0ZG M3R,+\YJ!5"LN6,2-[?7&&2U*<\:@K>K0*R2E.3:,F'&4#=KB#]M, M;FEFEISQ@4U=Z^0(9Z?OKSZY0V5M,YG+X]%,\&M!-O. M"EOMC(>/HL-"8V12TBK]F8]8,=8]VU#[K? VM<]X&7J<1K;D\A*:L;*9EU0(M1"W#0&.^_NSC-I6H4?-E,H+)U2XW880=_1LO&X'+M"V)SYY(P(Q<>CT,<$V_MN87(7:. <3Y.W:8V.VTRNV.2*#$F+)O91F[:N;+F0WPE=NIMR!$A!D&QL=`)__MMM5]WHT=/0!(<,O656UO1A$GCR"/8Y3A+*Z[86^XJP4\ V!Z;\2\MV*KE*\4X9034@=N:8H'Y,?HPW:9N^ M^I[ZZ],433L%?KA$18'V$]1V<:&OB\NYX\>PYON\5??[T#E^\"FMUV@$%&8% MKYY.GSUYQ,7-^D=;[7!(#"2TU99^16^SJ?$'^'Y5@0B4/W "3&XC\%[]?U!+ M P04 "!VJV59>O!S6MH) !['&0 'AL+W=O,. Q*.KKL3N(EBZ/UQ55Q-[DLQ= M/]*9,=G\]_W.&=MQ(1ZJZI(V(X]=FG]JQ\MPNEG/B1)ID]:RV<6YX< M'!MHN5)I._E297@RRTTJ'?Z.^,%=&B5CWI0FQV&W.SQ.I9,&IVUKH(3B['M9X7_%5RC:N!6DGJ49$C"A*G1W6E MDH0(08P_2I]MFB5M,%Y7U#^P[M!E*JVZRI- O.G.+L]:X)6(UDT7B[O+5KZK4 M9T#THCRQ?!0KOW8X.8FHL"Y/R\V0(-69/L?!IT.:&\;=%S:$Y8.0Y?:,6,IK MZ>3Y}>2?@"DXGXE&=N8<4O6:SB M[? W'$+B6.JRDO@SW$KQ7RXX(QVT1=L/^'GJ]V@H]IM=[@=XN=?]S,,?7. #6_ M[U+8T^OOID>1=&*7,E)G+82*5>91M52*'\AR6YUYEL2MI%T)FL8CH0OU1: @(>E8N@&VU1DR: [\BALR*+K1B,.CU_J!95YU] W*V%):VU(YP%G1'_/UUY M6V8^,T01+CI!#8P[8$?[7HGAG2E-Z QP+5(&\AK,H/;!+ RI^@-#.H2 M;/H[6+U(905[2[KL=B;\_W2G=TLI(HPT"3I].H_[D/. 1=T8ZD;+J4Z\UF\7 M_B3^KC<_-[$9(&[5=W_ N8OE:1AW2ORY#N_8N0'II\ZW#;&6#Z_! MM-<)1#!DF/,^#]3_-4 ' 04%'?XZI ,H$^Q0Z FDT=UX2$_ZT.R U?K[D.YQ M>/CCVR']?\=_M_[8-A^S*'EB]519 H 56=. .>*NLZ<$#>H2-'AS",HU:!$- MW$MP(T\O2:%=I68_S2TZJ{CI%'".NE\]$4Y%("I$:P(1V[L$&"13* (BX36% MY:1'T"8CJ2<{(D:(5[?(41,?$8,P@D[+U6I6D^D?R5'V3 OV1#SX!S'X\+0 M20RRED6;EK^$3I<&]+R;1\+EHC<1:R6-Y?Q1.&*UT0-,3YS*U(HI-5!6Z^ M5FE.B/'Z%)FF0&)ZY8(/A<%-1 2FDL_0I:D&:4]M4'Z^0?90BSR)MP6\48"T M(8?52L_@/R,@9DJW$]HG/LEH 7N9=?N)['Y'9P2M>\0L[);,OL!EDALGO{V, MFS4C5E-.- $@PS79[<9(6V0*APA&U!,<0=\U<_S) MD]RYW6!LI>97U:?B-D,BPGDXP,G"QAYH! /.-7Q\P5Y!.$9W,0EQN'"%"%,'# M _=8/A[CU&IKZE,G[@\[@)=_W0RSHC,#@#19_%QZ*< 2VO3YVO0*J8((B&U** MW 7B(82V1'X.H *G1{[%CG1V!.'F2$9(XUUV8@5&%(_G[\5#1^[A@OMLV!JZ(_M)%Z"R2Q17HDZ3LC:RQ&+7HD2J1C:RQ&+7HDZJ1C:RQ&+7HD2J1C:RQ&+7HD M78#)5*D,N%TF.9LPUD@65K/Q.;;5'.W(O@YB6'<0PS=W$%<+F5%?!%PA6&%] M)[IY-FU-86X*F>QJ)_8RV#V#-S@YQ[FMJJX2<_-.Z+9#WRF]+Y*F-O2=G\ MHH1Q^P*7- JP]UUE&AH85X$Z-#@6-.3=Y01>G4GM&7;F=VD%M+75T0P3@"(FE MH154/5(_4 6)&,'&,'I*5<1'>CS>]J$8("E*G?C2EOWBOGDK)PI!*9"+=-'2*\|PA+'&G-K4) MJ*^SD:P_,)DF >?1? YTGF7W-T_^-;IEBZH(%*S M4_V_38X*-8,^O33J42-47STQ3[PEV X#A?XTWA=SXSKFQF^.N?MBN?0Y@5]9 M8)[]0//LQ\Q_%H Q=D777OJ[HVN+T69PUAM&0E>#[9,>_^^D:%9!*35B>-,[MT,A!F7<$>OK1F2|CRBR9/ISPBX#>`@!,XV3/R!5'T[!( A4/>WUFP-,,:`M@%ZH?$8!94W]9P_5?"Z$W'WY:$;$O*10^O$SE D[C7!F>DX=|8W3[.(%- MS4%GC\H^X_"0L>++ @TNZ/#X]$+_C?3@7X,B6&ZNKH*HI.[K!A I*)'4K,L7 M:,]86RXV,>74E'L,"J_M(LD'&S16)M*6E=N\ .E"R^<%@5BVG[_Z(F7(C49'M%$7T_&3_R]^!MV+ @\'=]E8Q@)(T./B1Y>T\$;[Y*JMZ$,@>$Z9BGE\Q9,8\ MTO K#V_,4B&.!)9JV/,#:(^*]JY(/VY\$$J5F?-G+PP/5"[\MZ'Z,OUE[<)_ M4-HL]Y_E,/>@1[' V Q,NYW1H"6,_]3E? [A\R9~7IKES>SG\8,JRT0'R52MM) M4#A7C:+(9@66PH94H>;5!9E2. [-,K%509'7H%)%21SWV(':3C.O=HTC&M-RG)(:'PW855D^\SY%19M]>C0<12U++DO45I(& M@XM) <'TYFG9]?5WP0^+&[LW!=S(G>O7!?3X)8B\(%6;,,P@>UGB#2GDBEO%[MRQFT6WK@~GS'?E?WSKW,A<4;4B\R=\4D& 20XT*LE'NBS3?<]M/S?!DI6W]A MT]1V^@%D*^NHW()902EU,XJW[7_8 PSB#P#)%I#4NIN-:I6WPHET;&@#QEU/Y29,[PJ&>?2>[U&[_#K4<4/0/4SHO3*RESIC[^4KA4 +N*&R(LWJK8_:1@Y)/DIZ6/+^^6? $7K/,,^,*A 4I MMJS4RQ<2LV73RGVD3T#/AR'Y1Q-?4*WF#5!)SZ')[V'AV^G02*LG#2Z8;) M'Y-A> 4O;- +2J]0QE."TD_[#$LC.%.:LF7.(6^EO>}$P[PBRE MMJ!MP= XO.H%8![S- X&CJC;8G!S;M9X6_#ZB\06\OB!RN\!OT+ZXZ1]02P,$ M@ =JME68?6*_J'\ "PH !D !X,"]W,W)K&ULK5;O;]LV$/U7#EHQM$ JR[)C.UEB(":KD"+!DF[?1B&@99.%EM* M5$DJ3O;7[Y&256=S\FD&9(GD\=V[N\CDA{]HLSW3KE*S1YV!M MJTJ8ATM6>GL>C:-=QXW))\2*,^<1!%YWO&*E/!!H?.\QH\&E MG{C_O4- _&V'+&MA>:75[5)WY7FTB"CG0K3*W>CMK}S'<^SQ,JUL^*=M9SN?.M1Y2UUNFJGPP&E:R[M{CO\[W89$\,2'M)Z2[=^RH55K#-.+JQE9^GE9[%6;%^=C1Q<>,-1UL-= M=G#I$W G}^7KK3TILXY?SQ_!&H#OW3'{S)]%O"6FYC2Q1&E23I]F\RQ#L) M>),G*ZX8,2:TTI;9X]H)1KIA))_8)$.B2=:9KIB?AD>>>52Y-)?)O\8P^,);JWM#1$$4ZBQ.0B%-(H Z% M[/[83*/CVD6S_LD_@"QZ$WQ+ 9VAM?"H=\+QN@'H9SD/: I3/USPY',S!QT MEPE;TLOQ*TK1/P&5@SE.$$<"\[\UQ$GZD,D+&B\2$,5[MHBGJ->C7W#Q;[=(MMVIST"W:.M\E#H.%T56HY26*%V'+YR)'"+NA=B.ZMAKWPNV@,*07+E:X:43]X MR-9X36 \+[VTI7D1>,%^PQ'05#X$PRI8.0TP:.DQ^BL*>D1^ MGZ;OK3".C7KP^ZU$.O<=@K3R&8"W"K3@=6"_,0+8P-1%@13U1)#K/BXSW2M Z}_OZ(_:*8;CY&=14@\(+6DR'IH]A-J1)N=&6^DZV73%G4,),U01JP^9 MV<@,O.]0/I\N&R0WA_2NV$")_AS;47_]*IY?] ELQV-_-4=TJ1?=%$]*;[ZW MTCT\O&:"B$-W0G5,FQF>.9/IRQ!. G68B?0 P:097(,*LB-7\X'U/GFOE>C MR#+3LM\-4'7PB0/5)\4;6B4K/X$R-@Y7#UPJUE;F4ABL/[__M372YC(<_99P M&\$H[PK\);Z-,<,+T]*JE+4XHFTIT:X$1,<>[6O88*!/B,H6810H^1 5)"Q M"]4;K]A'ON)#&_EH[X"NV&S"-<3K#@+NSNJA=[CI7'0'__S[HKT49B-!/% M!:9BCSB.R'17CZ[A=!..^[5VN#RCWR-3/> ..%UFI[7\ Z&^]_R'U!+ P04 M "-!VJV592{CU1'QS&^YE X(- +ZWF,'>1%\ M_;Y#O_ .^PY<%,_Q6R;]$;M?38!Q0SI>LEO91;7[CK3^>8*:D\]^-T:62'%P%E MM;&J;)7!H!!E\V0_VCB\4AC'/U%(6X74\VX,>9:?F66SB58;TDX:..[%N^JU M04Z4+BESJW$]H&=G7SA>C7,N?Y6_T(M/;F&L1CG\<\S'!F)P',*UR)6I6,:G 7K 2GS]M*TZ'*3K&^B3N<=8-K'[)_%*K@@S,FG/K[,HF7)E"!QIK M'"F[AIB2Z&11KJZH*TK4I)1H+W- &2)?EQ8)KG[//:.+?MCE=[8Z=!F'0SR2 M. DQZ=I:LC)SZ)HRS7-A22ICJ!N'_;/V_Q"E1R5N+0"E'F8$ 6.N1+5.\|}2 M!;1O?/"6A_:Z2B,@=N'\%@=59[O<+#HT&L!$ARZ2<$ GTCS72D)/:XY)N+0(5{(2=?(C M>E(6]#I-879H.()@4YFBJ&H7Q=V! -!@&4I,C05.M;MMKT-DYA>GA%Z:<7< MA*0<\54UF'C5L'$2V40E.M5;552LW+]D,>

*8@SS7!AB,XE_>*L,%*F#))=2I MNG85Y3,\=\Z\X1(>ZZOHU5Q#;.[\]'8W$@PT(VZ_N_] N&[FXHMX\W5QS_1* ME ;&EE"-PPLTCFXF=K.PJO)3%*@L9B&LRZXWG?V7N#*
M'QQWYD@&E\E:J0>G?,VG0>P"0H&9=0B,EB=V= M*8**RV9ES_LZ'#F,XE<-.3G$/$_ .JZP#B$9=2")D_X9O%Y; M@Y[`Z[VI!AU8L)I,)OA?S#NPU%@S3L)+:?85N>F\IL-
<*OV=KX.OT^59Z& MO7^:W77=V-0LPVE ;650/V&0OG_7O8H_GLFMW^,/&/X>>KJB+\ZU 4 6\]:Y/ MY7*6Y70.+5W6TBE/EQWH6%-(T@TWUH5(YU H0:."R\T8+KFD1R\$]:_Y '3O
M%JLU(;C+O\&L47!Q!XZXJHH;-S(.7$"2A-=NZ88CN)=K00(F>WI-"/S)/VMZ M2F$"W6$8'R[*$H7#I,9674'9."M6D)\W/*:IA39_tz8D=@)21JGW7#@?V^N
MPP4,KL,KMPS#'IRZ_.BHT2O4&S_.7 &WTC8]W^ZV$W/6#(H7\V;302EDU9N?AV=W9GZN&Z=DQ7>&;%.6 MPFRN6.GU12_N;1]\E*O"^0>#^7DM5GS/[E-]9W .[%!R67)EI:
[(V/*B=QF? M7:5>/@C*7EMG]R3CV2A]6=_>)=?]¢>(5:<.8\@<'GD:U;* \&-+QUF;V?2 M*SZ]WZ*_#;$CEH6P?*W57S)WQ45OUJ._\%=/&./EVEEPR^M6]D4
M%K/&.EUVRCB7FJOXFN7AR<*L^$+" "DFGD_2_6T/IRQOAQ/SZ!H5EGZO,]U1,FL3\DP20_@ MC70*2+>Z)6P^W2G1.7VHZ>_+Q?6X1+#FG^=";Y'3YY%]$YW96F1\T4.76#:/
MW)O_^DL\&?YVP.]TYW=Z'"U^CZ;,&\6DEW2@=,^Y?1AX#XQWF1"&R3KA."?A M*-/6173#""R3(G25M)0)E34JR#165BMRA56IN0TC4YI
MP\)8NM9EW3AOZEL<4+5ZZ=8^H,1+QTDG?<.EKKR[(9ZFDL +$J-.X&UC\+"'! MHD?1RZ7, ^ ETBS;NA&\9(Z+0*MJW\)8MJ."KM@MZB2(:@INE?ZR\'K7768%|
M&?!RWW>GM?)1C[RQ9-@9^X"2P6T\;]4%C/R\L08X$PO7!#0QJ"^O]P1HBPG?SNA85AA=2L&*/2&TLN-R 73?SS><.MM8?1L/]Z^$<4SV;1U%\GI[ANN7& &O$XCH;=[POYBI-9E-
!I@1J;#W08U,ZA60ZCL8OU3Y-(#"-0N G,GZ?1JEYB\+V;Z>D/PU4PV^Q2S/*.#$ZW1*,GIZRAP#M,&,7Z15[M20T)Y?
4+1N&PMEB9\Y;G_KW:U1I(+6&%"9 F/D4OII:%L%K$5D!?#6THI&[M0:M@H5R1A=G)*^]21.\]!+'W/=*GE:BV]!OREJQSV,8FT+MC'NO^EA\+!:,
M0&OL,+3"GN4%CH9(6A=3_XF+J(0V/FJ?8 _D*2?:#0(O%;=![/K$9QLS#?7')\1(M:'%AE /%,)GSHZT>4/:=Z!KQD%._+->BBO+T2.^G[(G Z!_1#4RN@F1.\? M
@%LK'5*82PP+*T/R0V_S2B*FY]:(P9,-L&2S M"GN" N[KET&=T]W]_1ENT^%$V_WW"Z#OOD M0CMLI^$6C_,9> &\7VKMM@=O8/&PO=Q=HJ965TY(2G+SM?
W#%>25406\M"7Y6WF MS)GAS"S/5MI\LPLI'3U596W/.POGFM->SQ8+60D;Z$;6.)EI4PF'I9GW$;&.D MF'JEJN%89CW*J'JSNC,[]V9T9E>NE+5\LZ075:5,,\7LM2K\T[4V6Q\5?.%
MXXW>Z*P1_-G<&JMT69JDK65NF:C)R==\;1Z47&\E[@#R57=F=.[,E$ MZV^\N)V>=T(F)$M9.$80&![EI2Q+!@*-[VO,SM8D*^[.-^@WWG?X,A%67NKR
M355UB_/.H$-3.1/+TGW5JX]R[8\G6.C2^B^M6ME^W*%B:9VNUI(@4*FZ'<73 M.@X[*H/P%85XK1(W]TAS_>*.#$Z,WI%AJ6!QA/OO?M<&.5S7$=-+R_(5U;IRJ?-
,N!)MD:02,R)$6QV#2F M6CXYFJ&_(Y+/4AA+RB)@ZX9E3^'1]HQI+W$;_-.A[D24HBZ\UWSH:S[A\(=Q MQD48\BSG&1=%W$?FM*<#GB7T@(R58N:X$89M[O;Q]&X?
1.\B+.!)PP(XGVGM-@LVL'TRCOX%4$I.#!!0 (':K95EZ!ENDH@(+D% M 9 >&PO=V]R:W-H965T)AV-GMDO@W^\Z:4.12O?0^NO><|^Q<^ZD M4?
K!E(@6GBHAS=0KK:W'06"R$BMF?%6CI).5TA6SM-1%8&J-+&^3*A%$87@2 M5(Q++YVT>{872<'5!XVKJS0;C>>+BVX ?'!NS,P>G9*G4@UM]4 MQI/2/#4[*SPV69Z#D?
PQ(++B67A9-2H^8]A_=P-O)/:(€#,W] 8Q*>^J= OB-7 M2^!UBBS9Z"WD4,PL.[-I-]HIA/3:KTITT/$@]A-78A!1 M4VKZG"?;L5*$NVJ9A(%-K:3MG];M]7YIU=GP)
[YK.-=.DUH# %:6&_NG0]TU MBFYA5=V:&PO=V]R:W-H965T*OT=[-!M/"C%-),HHVUU4V2F'R#)3.QJE"29*5TR2P= M]3HQE496>*-2)%F:#I.2<1E-Q_[=DYZ.56T%E_BDP=1ER?
1NCD)M)U$WVK]X MYNN-=2^2Z;AB:UR@_58]:3HE+4K!2Y2&*PD:5Y-HUK9#YR^5_B=X]8<[,%E MLE3JNSO<%9,H=0&AP-PZ!$;+*]ZB$ ZC(POBGP8Q:E\[P<+]'_^)SIUR6S."M
M$G_PPFXFT2B^ E>L%O99;;]BDX(,%?"^"=L@^ZP'T%>&ZO*QI@B*+D,*_O1 MU.' 8)2^8Y U!HF;.SCR47YFEDW'6FU!.VU"FX+ATE[*PFJ2<[.ST M'HU!A.?';S"CG37 9
'W2(G"/6=++KCE:.#BA2T%FLMQ8LFKLTWRQL,\>,C> M\7 -#*TK:C8'?9("%L7'U"T;8A9_N0YJE9P 56,62CR#F1IUC^#UVM+T/-XO7=+ M0,D:^'.V-%832_XZE6. Z)^&
<)US8RJ6XR2BUC"H7S&:?OS0':?S@38;P/L MGT.?+J@3BUH@J!4T]_58H6:6RW5S57,FF,P1%KZ1,P4SAJ]XSASS3Z5SUN'I M=%XV2/P/;L+W(C]R8X ^$3NXX=1UKWZ9$"U
M\8M0?6>[W?!\ ]P" -]V(A%R9IG^(>@+8F[@@DOJ!"-\ >G@7EL$U+8H6:6RW5S7,FF,P1%KZ1,P4SAJ]XSASS3Z5SUN'I M=%XV2/P/;L+W(C]R8X ^$3NXX=1UKWZ9$"U
M\8M0?6>[W?!\ ]P" -]V(A%R9IG^(>@+8F[@@DOJ!"-\ >G@7EL$U+8H6:6RW4?L?'#^>@ M50).*$^ 09%D)@.XHSO8@A\[> SK2.9 .!_$(^N]OHBP3;TMZI$\9C.(-+<-^ MG,
(92@Y.2@[^)R4[,SG9.;|?NPX\,%MKVIWBXGE/,^-\'%^D:_P.H+&\]"1, MU82._ZE Q78T/FP@%S+B%$Y8@4J.<45-SG5;H=,&]CB&Z9}^2F%F2>V=PT7 M^SX@/">\=)4E:I!P -
D@[(,T"+LKZ ZH[+0;0=7%)*I0F.65Q>@E/KADIB%&PO=V]R:W-H M965TM&%H@E679L9TL,9 X[5.@78.D MW3X,PT!+)XLM):HD%2?[]7ND9-79G'Q:.$7SW[NX=Q,.M-
E]MR>SHOE^U M/8]*YXK3TZ=4K6?&W(ME4ES,,E*$T]C\;1,N)&;DKG)T,+LT9L^);=Y^;:.8#0:4'}9 M<6VEKLEP<1Y=C$\OI]X^&/PF>6OWWLE'LM;ZJQ^.\R\+QC<&:GG,
M4AX(-+[UF-'@TF_9N.(\6D24)E6-ORG;6<[GT>4M=;IJM\,!I6LNZ>X[_.PMV&1/+$A[3>D@7?G*+"\$DXL MSXS>D0'60/,O(=2P& ^1D[8MRZPQ6)?.YY4=7LJ%?=?
UZU1K#M.,+.]E9>OE) MK!7;5V>)3UD)<=9/H$Y E]T+4K+,V1<\X?[Q^!WL QW7&\3)\%O.4F MIG1Q1&F23I_!FPPQ3P+>Y F*RX8L>.TTM;9(U[}1CJAY-^<'J&UX49(O(@Z MIRX[?
4:NI,V4MJUA^N-B;9V!HOX\E)[.^_2P=]JE[81&9}':"/+YHZCY8\:MC&?)3_$-AUBFSZ'OKQ%U^:M8M(%/57;0YR?1^V0LAY%=/G(-%K3.N\)RU1H MA02?]>;47LH:6E4*;6=?
$*0G\60PX7N<0Q;+DQEFCQ?X]ZI.14%W]_OPRO+.JY8FD_@$WN(9O6>T[-[2 MT1!%.HL3D(A3R* .Q>P# ^VXRCX]!%L_[1'X'L9A-\5L,[ROA<.\%XW1#T(Y MR7M 4YCZWPU#-
C)ST%XF;$DOQZ\HQ?P$5 [F.$$<"1A\TA HZ4,F+VB\2$ 4 MS]DBGM)?C_Z"BW^[1,I5FX-NT=;Y+G%8+(RN0BTO4;P0RP>&%')!/X?HWFK8 M"W^:Q!!2L%SIJA'U@X=LC=
<$.LHSTYD4WM]6NI^\S(7)R@"9\QT^!4WE0S"L M@I?3).6&J._H*!'Y,]K^M8*X]BH!W_N2J1SWR%(*Y\!>*M "UX'!ALC@ U,
M711(44\[,$37QWVF:_3%_Z_H]PPHHN/GP=0P@Q51/%1LHT7_/=M1?/XK%WT"V_$8 M4/\17>I%-\4OI3??6N0>'OEX3860ANZ$:ADV,_SF3ZK$3Z $#R#(Y M!A5DP+?S
76^N>_5*++,M.Q/ U0=?,)]4GQAE?)RF^@C(W#%027B[65N10& M_>?GO[1&VER&*X EW$]PRKL"?XYO8^SPPK2T*F4MCFA;2HPK =&Q1_L2#ACH
M$Z*R13@&.CX!$!5DG$+UQBOVD:_XT&$^VOM05VPVX3KB=0 .L%UJ[MW< [&.Z!RW\ 4$L#!!0 (':K95F :^RQ30, ,L' 9 >&PO=V]R M:W-H965TM&!+ U9L=Q_5L XZSH@7:
M+DBZ4.Q#Y1Y1MAP52#ZL.L7T11?+NN;OG7KC8*_W-E(@60E=" MFF506EO/H\CD)5,,A*I&23=;I2MF::MWD:DULL(K52)*XW@=B$<+ 8+7P9W=Z MM5"-
%5SBG0;35!?3/VY0]/TR2(+^X){O2NL.HM6B9CM\0/MG?:=I%PTH!:]0 M&JXD:-PN@W4ROYDX>2_P%\>]./?@'%TFFU#>W>5\L@]@YA)SZQ 8+8^X02$<
M$+GQ3X<9#":=XN%_C_[6QTZQ9,S@1HDOO++#E,I@%4."6-<+>]_T[[.*Y#A1F\0L*:.:>0>K];0]['+6V;9:J'5 M'K23)C3WXT/UVN03,WCC@9.QQQN_@-=3<8^YVDG>5@_1
M5M4(W=N+',1*"K1(T-;C&"2ZI_(2@9YA(HY1:KC !=WF\Q M,S?C> 3'QE_!]*]X

MBHWE:>XZ[I#.1D]-.575N%$U&1]*%)+>@:2'DKQ+8O%3GB[I-[DAKO;QTLBN MPI@T/MJ'GK0@ZT#Z7^,#AB9BAB0]=,;7R@-D:I_9OD/$*(C?6C M,76'WA$SO4H:7Z-
*H38Y4)N@I_W'D#^&4>M<3FR>^Y; %)W3@|YICRF(<+53 M[0A[P^G1+.@U;-AR5KD..)K3O3/=ROZ$?!#+M9D<#G'J7-A"4P4W+-P]TVWJ M@;9D6D)398*GNJB?29-.I<<479_L%;
(|W6_;[*8&4M?>|:YI*'+=UM4'MNBR M2_8 %W75DV?$$IJJ%=S5Q>W5/".RJRM[@E5Q"F[:3T"==O4-PE#4OD. |;JX M|W[E:T)BX)W,N61/8%:CN2TT52O8+|/M]Z*$Q'17UO<*0U'K7L'
E1GNRK!7 M8%D)!SEYJG[+Y>S&]6P|N+?O$%ILJ$AH&=D]F-LO6>0,]*3+|NWM(T M,&@:&![/J|5'C9RL-@RVT%2=T#"P<],YLYK.;:&I,J'O8'C?<=J=(CU[.|=+
M#BM1.4*#P/!XWB|FU2 H.:Q$)0>VSG!;[Q61:@R4&U:BWE|#,_?P(-P=CSP] M_09:.C(6L19RX+X>[KY=XV""P+X2 G3]/ON+SM@ZO[>$1OWQI|J^G<%IHJ$_H#_YQT;I2M7_H^
M7GIHB4H0N@2_3PQG1D96.P1;:*I.Z!#|<[.W;S5[VT)394*SX>/-QDE)R->3 MM;;DL!*58^-+:7CX[I>$:A"4'%:BD@,O]W$O[_>5N6X;1TM4;F#C/AYSNY.0
MWYUMT1*5&'BNCWMN5PKRNVT5+5%I@:WZ^)WBCK;'M^JGMM#4+U."GP9X2NZ5 M@ +]_N_Q/* E*CB8@'.S4:;&%IDH'>PW._9IV8-5=;:&I,L%= M SQ_]V]S@NX0CI:H!,$7
^^2K2"PFKIMH:E:P5|#W%|O2D!!M^VB)2KGQI?! M<=N%+0)+0#C(R=/T.RY:!^#F 1[*D:W!:AZWA:;*A-X@.">/&V570&-LZ6$E M%<%1XY=*Q<_$[GBZEA],(K&28YSA6*[;M/KE5?
4D3W;ECY<>DSQ/MN7#C>!+ MD18%|OU5DN2_GA2_ASK|_FW^/U!+ P04 " !VJV59YKFV.3X$]' M&0 'AL+W=OY!5#HI2IKN8BV2C6W<2RS+5147O,&:GVDX**B2C?%)I:-)IW
MG:HR)DDRB2O*ZF@Y[_:MQ'+.6U6R&E8"R;:JJ'B]@Y+O%A&.CCN^L,U6F1WQ MR^T2[P[E)A+)6*EX=.FL"%:OWW_3E M4(B3#GCT3@=RZ$ ZW_L+=2X?J*++N>
[),S96LUL=$/M>FMSK#9W9:V$/LIT M/[5<[^|&X@5:LTW-"I;16J$/6<;;6K%Z@U:|9!D#B7Y":YV)O"W!G+T2.AE" MO2):Y^B7;RUK]+U2Z(<'4)25|L=YK+0]D?OD=6L:BOT#
[HK69GKL^,!7WO&I:!<*:["Q+7J@=%6=-.J4]ZSKIC4|")F(2P/FT=SX-D0BW*!E, MQ*RW-[LP$0]0|5HJ03M@M#4[_[_@E/.LY4UO]B9@"FX".,>)14T2(@<#JL-! MP":&Y"-
;S69M.:=_B6MAA$C 8. 3KL(4==A+).QEN MU0N28:&&W0"RR7BDV58?%+K2;|&AN'Y2JC=GC3K%?2=#;=J.IP-BS?L1I'-QF^"UK+A0G4$N4+/L&59"?OG3JZV(,Y:=I[%IA8)!(<,!TD
M!!3)R0S0/07T3,> :GHS^.=!+/J(&U(V'Q[S$;>V;WDM%,DH9#9"0)%8*!+W M1- W&VY5//S002SZB!M2-AL7SDS<>KXEM2 DTY!Y"(%!8C%(W-- WSRX58>? M,XAE'7%3R<;AO|].W-
*^BUF6@FD2H,NM89@H&I96 :9+ES0)4DP^&PI$L'ECS[S_TQ)7B5;>Y!9J#,"?HXP7GZM@PKYSZ-X;+?P%02P,$% @ M=JME61 :EP]@!@ =B| !D !X;"]W;W)K&UL
MO5I=3^,X%/TK5A>M&(EID_2#PD(EJ#/:D9891)>=A]4^F,1M+9*X:SL%I/GQ M:SLA:3K!I;,77MI|^![[WF-?^S@^>^#B7BXI5>@Q33)YWEDJM3KM]62TI"F1
M7;ZBF7XSYR(E2M^*14^N!"6Q-4J37N!YHUY*6-:9G-EGUV)RQG.5L(Q>"R3S M-"7BZ9(F_.&|XW>>']RPQ5*9![W)V8HLZ(RJV]6UT'>]"B5F* MN?!/P^#$&-@2?S'Z(#>ND7'ECO-
[<_,Y/N]XID4TH9$R$$3_K>F4)HE!TNWX MMP3M5'4:P|WK9_1/UGGMS!V1=,J3;RQ6R_/.N(-B.B=YHF[XP^^T=&AH|"*> M2/N+'LJR7@=%N50|+8UU"U*6%?_DL0S$AH%VM-T@*
V"UQKT2X/^EL'0?|%@ M4!H,7EO#L#2PKO<*WVW@,%%DJ:5$81;3N,4> MN^U/'/8]'9|J2,%SD"X#)^",KKHH&!^AP L&Z':&T>'!L^?M4'^Q:^OZ,/?MW=!__^0]NB MSXJF|I^VCE54-
&BOR"3=4[DB$3WOZ*PJJ5C3SN377_R1]UL;C9!@&!(L!)K ML#6HV!JXT"=?|O2."I,PJLZ%[&YM_#BA]^4'$@P78$,+9F;7]20X MZZTW@PY472/HPRKHPU<&7?)
<1'HDZ,N5X'$>F4&^IEE.=?S+8=|6>2?^OI&' M!,/#'R(_V(H|4'6-R(^JR(^'M<>7OL]/;KRBS?)%(IGI]I]I#6SR*JL:;KG:WJ)VVE>EO1>,5..&/ M9;SN27LLQE4LQLY8W%"I!
(L4C=',NGMKL]SAS>RVW5|GW+Y##!(,0X*%0& - M3DXJ3D[>:ZEP LD6)!B&! N!P!IL^5ZM+CSG&)J9[/#1*+G8I Z3/DDA$+62
MR!;4S%9':*&OE=40*RH8CWE^W('BH9+M&8FVEY*0%799&5#|_E.5J9+ M1N1WIY|1WMG?/<->U-!20:!D4+H=":G 4U9|%[9;ZR)BC. M(-$P*%H(A=;DK-:UOE.(O57V Q6YH&BX1-
O,?L'VZC;<4:@9[%J6^FY=>L4R MEN9I:|1 92PA4U:1U;^VJ6!8JDI9X2A?B7GQ&[ZM[+HKKN/ MGB@1K7NH;LN]&?O9=H10[6BR4^MQWRW(K|F3W6J/.E [FE&OE;_OEO[?[
2MGIYG9#T45H+>8A? K[U!A#XJ& M0=%"*+3F-[%:VP?>>TWV :B@!T7#H&@A%%J3LUKY!V[E_Z:3_8ZZ1R]/]F[+ MO1G[V7:$4.UHLE-K_,"I1W=/]F[[O<<)J'+?X=OHYJAW-J-
_PV_<<4_Q;Z/F@UO.!6_/^*4BLUU[BOCV;@8IY M4#0,BA9"H35IJ 5^,'ZW; 8J|$'1,"A:"(76Y*S6_(%;|_^_; :Z*P"*AG?X M[1|
[LAGH%D!OXQQQ2L7"'N"6R(Z)XCAG];0Z)'YACT9O/;_T3Z=^RW/LGX;% M$? :OCB1?D7$@F42)72NJ_*ZQWKF%,4A[^)&|94]Q7S'E>*IO5Q2G4N%*:#?
MSSE7SS>F@NJH_>0_4$L#!!0 (':K95G45;EG30, #$) 9 >&PO M=V]R:W-H965TU#I:A1=Q].^^#")+'6V)QMDNZ_O[$)E"8D6ITV#|$V|WU|,Q[/>+J3ZH?> M !CR6G*A9]
[&F.HV"'2^@9)J7U8@|,U*JI(:G*IUH"L%M'"@D@=1&"9!29GP MLJE;6ZAL*FO#F8"%(KHN2ZI^W@.7NYDW|MJ%)[;>&+L09-.*KF$)YKE:*)P%
M'4O!2A":24$4K&;>W>AVGEI[9_"5P4[WQL1Z|B+E#SOY4LR|T H"#KFQ#!0? M6Y@#YY8(9?R[Y_2Z3UI@?]RR?W:^HR|O5,-<|F^L,)N9EWJD@!6MN7F2N[]A M[|^UY=+7?1QZ
.09!D1[0'0(&)| Q'M M[!QME#FW'JBAV53)'5'6&MGLP,7&H=$;)NPN+HW"MPQQ)ELVNT?DBBS96K 5 MRZDPY"
[/92T,$VNRD)SE##2Y(DO,H:+F8*WG&RK6N,H$62A9U+DAWZA2"/YI MT:JFG%P|@*&,ZTO$/B|?R,6'2_+!(AX9Y[B)>AH8],$J"?*]WOM&;W1"[PUY ME,)L-/DD"BC>XP/TO0M U
;@/CI+N(3*)U'ZD41A-![0,_|%>!PZ>'Q&3MSM M1^SXXA-|CW(+>$B,C=+24%%051!|D$^O!JS+)Z/|D7P1.1YD#3;NS>B2_/,D
M.2>8|3LD^CX4[T;/>%B/+2*WNJ(YS#RL$AK4%KSLSS]&2?C74+!^$]F[T(V[MT(W/L6=M8'9M8&@;F!=8,R%L,F/B5J"8+(8BT= GCMY6OVV6^LDTV/8=/+89
MA3VC=|*O.^'79X6WQP5KGC>F=7V8XHW0AB[MB4C|FP.AQS83?SRL,^ET M)F=U]HX|;M|5O#+M*D1/|P43.:|+NYJ_60/:8<4%?3GD37*D-/+C V^.;:Y2
M/P[[O]&PZ.GL;Z6L"0TLF0BN3FW>] > .Y[D-."$T[H>G_ M3'.L#^<3/#U*WAM_="#XV.:TBXW^H-=]2E!KUY0U<0VDJ((UX;!"RM"?8$!5TZ";B9&5ZW$OTF#'=,,-WFE 60-|
MOY+2M!/[@>Z6E/T'4$L#!!0 (':K95EV< #S"04 (? 9 >&PO M=V]R:W-H965T^-AX?2?)!MP@Q M|#,*8_J@;1G;C0R#^EL40:J3'8KYDS5)(LCX;;(QZ"Y!,$A!46C8IMDW(HAC
M;3).VY;)9$SV+,0Q6B: [J,()K^>4$B.#YJEG1I>|6;+1(,Q&>_@!JT0>]LM M$WYG%"P!CE!,,8E!@M8/VJ,U6EBV *06?V-TI*5K(%)Y)^1#W"R"!|T4$:$0 M^4Q00/YS0,|H# 43C^-
'3JH5/@6P?'UBGZ?)|V3>(47/)/R. [9]T!P-!&@- M]R%[)4,1#F81Q#A./N%/_..* $XCQQ@YP"[M#NB> 71R0*!/C-?9A MS,"C[Y-]S'"'| 4L28A|C"N[!B@^U8!|B8?V*?!+
[.,0P%2UO>8(4^P#& 9CB M<,]0 /[B@W41^R1"8(D2L-K"!(';*6(0A_2.$[ZMIN#VY@[< -0|90"'(.W M&#/ZK=3P@L.0.^%M-^7;L<%X#X@|##_/]BG+UCZ3;0>|D)AM*9C% 0HD>*|9
M/VS &[SGB^ZW3]W_9#<2KM!.![;S#=BFW97$|]P,_W,?<_CP+'S:#'^!B0XZ MYEGXK$7P.;PC@<|O!1_JP+3.PMUF^.,N:81[_ZWG%_|Z]XH0.L4X[*1|G3-|
M8JC@;*CL^%!)M3^2"3RCZIV MZTP+B=&@%%.E_WM%__<:YX^L^,9M9Y&>REE$)=E4)=E,)=E<)9FKDLQ32;90 M1%91<;]0<;]Q%OF>[DU0< |/*.%
[K=,:D._2*.,K2[$>O1>;&Z[U6[X2S![? MR12>.7)*@ZS7T;NU6:8QFFN5JY)L)@G?UIW:O*72HZN2S)/VOEV;!R_D6%'0 MH%#0H&4=2F?
3"HTVWAPP00D#&%"/V='J78R%Y99BLS4K5KO/S<&G^NTJ.KDLR3AN_4QNY":C64J|ZG MPR|PV>"8@A"MN2M3'_0TD&0'KMD-([OT-.Z=,$:B]'*+8(28<"?KPEAIQOA
MH#CVGOP#4$L#!!0 (':K95FB:?3=,@4 .D9 9 >&PO=V]R:W-H M965T!J@0S-7G(3BIL M=I|5NP%5;,DCB4O^?B79,?@2K]G2"V#3?6B=/K2ZY=F1|5>Q Y#H%$=4S#L[
M*9.;7D|$.XBQZ+($J/IFPWB,I;KDVYY(..#0.,51SW.<42_&A'86,W/OD2]F M;"|C0N&1([&/8|S?[B!BQWG'[;S?
>"+;G=0W>HM9@K>P!OF6'L55_UX^7G=_3O9O%J,2]8P))%_Y!0[N:=20>%L,'[2#ZQXP_(M%C34> &+A'E%Q|S6Z:!@+R2+,V<504QH^HY/&1$7#@JGWL'+'+RRP^ #AW[F
MT&_K,,@UCSY_^H(^(4+1 XDB92!F/:F6 MH /I!5FX=VFXW@?A3M$#HW(GT(J&$!;]>VKI^?J]]_7?>8V :TBZR)M|19[C M#6KB6;9P[SO&O5_C[C>[^Q
TNJ_:N+O&W6L@HY^+H6_P^A_@F30FF(0HW'.= M>[D#] :8(Y74F[ILI7B#>CQ=Y&Y$@@.8=U05$| /T%G|_IL[H/ MNY.BD=|8R[6T60(KT#;,:1O^!VT!BP%)?(+:.I-
Z3R[8&#A=MT19U:@_[0Y* ME#7&<2UEEL *E(URRD:-E/U,@&-3|R-0>R^*"'XA$9&DGL%1A1QW4B9GF1H- M+XU&)?X:@[J6/TM@!?[&.7_CQO+Y)Z/? EU"64ZDZ8,,@[7ET(A5"W('
*=IAN0>]L[>0^JU ;50N]3FWJW">;;!%M9 BLDQ77. M';W3J/AG:EJX9,^5Q(5JW%6WGG!=D^0;PC1$|&M/$MVYU_;?3K6L=[V2S-L8
M^F<:O78E8T,HID&+DI$!6JH95M%|JV@K6VC%U)QG/[=QBE$*5YNDC-3V MJ!KG6(WO0K+@55>. " 4:,-9K#H;,]G#"7A 1/U&F?W.9<_GE(7?KQ'^L"Q| MJR.
<+;0BN^UI54TWRK:RA9:,7/G.=)M'B3-H8C.2CE5M5FI3HSNL-HFUIEY M@TJGF)F-"]-3::Q?-8?_?^DYSXQN|]#X5-1J+2G527%8W0NK1N/NM$R(U5G1
M%EJ1N?.TZ#;./8N_F#XZ;5|&D-BQ(]7#BSZ64^4DU,=!NEQ3P2(28FTHI'HS M777'Y=Y56/F.=.+KB=ELW=Q MI!T#WYIG"0*94^GT=#>_FS^ON#6G]*7[=^[-
,GWJ<(9)'X(|8+XE5*CI;Z,@ MG>Y8_9%X^EPAO9 L,0?G+TQ*%IN/.| A<&V@OM|P)M|O]_D3W<6_P)02P,$ M% @ =JME6:K-
&ULM=UM;^)6&L;QKV)EJZHKS2;8/$|SD=K$SW8;S;3=%]6^<. D6#68 MVB8SL^J'7YN0."<<#M#]4ZEM0L[YW39PQP]3%/JOK;XN&B7!8BF:XGS;,+J],97,R3='%V
M=;E^[+:XNLQ7598NQ&UAE*OY/"F^_BBR_/.',_/L^8&/Z<.L:AZXN+I<)@_B MDZA^7=X6]7<7+|HTG8M%F>8+HQ#W'|Y^,-_'@TXS83WBMU1|+E]];32K2)>33"
[.R98FPG6VPF]'1.ZFPG=-Q,L:|>$WF9"[]) M_7>7Y!3?7K_C%TWMQ_4:^2:KDZK+(/QM%,[[VFB_6 MW;">7[]_TT73N)^JHOYI6L^KKCZ*+*G$U+A-BNJK|4N1+,IDW5*E|=V-J)(T
M*_]IW%??_L,5'7]1KF8;&K=/-6R=M0RC3A?5+/2 ML!=3,57,M_7SN_OFN_KYXWWS??W|_D@#7-1/_,NS;ST_^]>65OPDEN>&U7MG M6!VKIWI"]=.#579N=,WU=-/X]=.-
|=TW_U0]KXAI*32,^@1;UZ@PVC M69SX@'=BIZM[)TH-TGWY]=1=N]UC?ST9OT?U4,.OQ+S|CV)YKY_ ME|MD(CZQ=E5_9H..JK7](;$;!)S2,PE,8_$?!(+2"PDL8C$8@B3
M^K;WTK<]G5[W[:-8K(1BL7[43_S=5':S=M*QW4QB]A,V7&/-4=+C5;_3&W2: M?RXO'E^WZO;(WG T5HQTMT>:O7%WJ!CJ*8>.+<50GUSM@,1"$HM(+(8PJ8?Z
M+SW4U[9"O;6;BOK(=I*O%E59'R5/1/J8W&7*KM)3OUO*KM)..K:K2,Q^POJO MWM;=H=E1=159UCVXK$>6]?M;3;RC;$"6#15E^_V^HFQ$EHTA3.JIP4M/#?9L
MEU[M3ZI:0CO]V)8@,9O$'!)S2T.R M;TG,)C&'Q%P2|TC,)[& Q$(2BT@LAC"I;TB MV5^]SPNCR+|F694*UTH6]4DL(+&0Q"(2
MBR%,ZL;Q2S>.M=WXKDB4,6=0|LZI%%_0.+!F31<+MH3W46*2*+QA F=8G9:3_Z[/S- MDY37^IG']@&JV1M-V@@,5:^5HQHY4)YQ5(P<6B:QV@6HAJ M$:K%E"9WQ:M
@(F==KS66T?W":G9&^WU.]7LC)1]0M9U#Z[KH77]@^L&:-U0 M47?856TZT+(QHSKFLH]S^UQJETV'UW; -5"5(M0+:8TN4O:Y(BISWM|6M7' M:TDIC'0QR>?J(S-|=&T#5
M1+4*UF-+D MKFBS'Z8^_*$X9#/^,O9&0O3JT9V"AD)0S4$U%]4|5/-1+4"U$-4B5(LI3>[@ M-AYBGBH?8J(!$52S4N'8SD U&]4<5'-1S4,U"]4"5 M1 M+4*UF-+D;FU#)I9YH@,Y"TV=
[6&LLLJ7=3D|74$'^NTF5S=/?.R">3U3*M>[S|*/U#&'': M7'[3B,4T38S?ZH/-5:'^_%"/'=T>:'('U1Q4V0S=:>JR(#I$KV[*<|Q1!3>15/="4#5 M1+4*UF-+DUFD3/98^T;-[
MQ_60"+H>/[I/T$P/JCFHYJ*:AVH^J@6H%J):A&HQIU+ ML;S=9T4+NOL+>FA!?Z,-=Q<,T(+A_C6,T((QIU -5"5(M0+:8TN5U?W1_I9#=(8N^0Q-XBB;U'
M$GN3)/8N2>QMDMC[)+$W2F+OE,3>*ND4X9YN&^[I:G,'5TZZ2"OQKRQ]K#LY M2R=B40HC>2B$6/^AY#OCH@FHUJ#JJYJ.:AFH]J :J%J!:A6KS1
MI#^W>Y/]D/NSS>UT];F=WY)%5:1?C.N|6!I_&;>K8C)KKJYSG<_G:=7TJ+(W MT7 .JMFHYJ":BVH>JOFH%J!:B&H1JL64)C=P&QOJ#DZUEXQ&B%#-1C4'U5Q4 M|U#-1[4 U4)4BU
MIC2YB=L(45>;;M"E#Y:;+7)IW!?Y_(!SN&BF:*/)]P#= M_NC>1JLZJ.:BFH=J/JH%J!:B6H1J,:7)_=JFA;KZM-";O>:?ETVOEH8GLJFR
M)]L*K9J.:@FHMJ'JKYJ!:@6HAJ$:K%E"9W;AM6ZHY/M;N,!I50S48U!]5< M5/-0S4>U -5"5(M0+:8TJ8E[;5"IM^_N5MCNLK[2L5V]T:1[UJNN3V6C91U4
MKHEQ_Z&,X0M0[S=>S5-P; M]A.,X[<)R/KFV :B&J1:@64YK<0VVPJ:-.O?ZI=E_1R!.J MV:CFH)J+:AZJ^:@6H%J(:A&JQ90F-W$;>>KIKY3$[[ZB22A4LS>:[N_>]@]Q
M]P_Q]@_QT34+4"U$M0C58DJ3^Z5-%_7TZ:*?5O,[430],4T+,:GRHKDRP_/7 MRH9 0T2H9J.:@VHNJGFHYJ-:L-&DRQ;*ORU"M&"TOV!,%93;K T%]?[V)826
MHIB(194|B*8+|U55UH>.TW3Q8)2SI%!?X6]3S31?_T(^[XR&8^D?^3FXT2_C MT;V&AH-0S44U#]5|5 M0+42U"-5B2I,[N T']?17,KI.BKHID|SP1))5LX/. M[:"I(%2S4R-
)@5D.|K;Y*)UW?[VK;K4=3VTKG_P M^@9HW5!1=]A5W2@7+1M3FMPF;:ZEK|^UQ.DBG:_FAQRWZ:6CFP1-K*":@VHN MJGFHYJ-
:@&HAJD6H%E.:W+5MDJ;?.]5Q&QJL034;U1Q4JWOP5GD7Y.LN>:LLFG1(VJV:CFH)K;W[[_M5U]U_R|/+>NC6H!J(:I%J!93FMR/;4:FK|_(Q,F7@W>%T?0+JMFHYJ":BVH>
MJOFH%J!:B&H1JL64)G=MF]3IG^I68GTTL8-J-JHYJ.:BFH=J/JH%J!:B6H1J M,:7)3=SF@/KZ'- 1N|+H=8%0S48U!]7E M0+40U2)4BRE- M;L@FUB,],FBC @/]!41^-
]C^(M)MIJ*TBB33'6YD%0|=7 U$_6_A1!&LI@: MBV8S/,|7U:PTQ/I.ILMXJ-P%;:_3.L#I6K|GX)[X#67?36^L8;G MEC%/LZS9EC?.-R/K?/S|2'-
KEG(I)LUU$.K1S<^/J]SMK"MW594';9VGRH/Q MN:FN?%Z3PO@IKX31?6=|^X^1976^W[E/4JX'F-^OEW4JJB3-RO/V:7V)XG^N M)RN?W62=TU<|?
|UBWHC)WG4S.^=V&Y]V3K9KJO7A1SH2H;I(JN;J;['ZVSBZW';?.]8RH>=|WWGNKQ'_KC]U'= M HJ?##KOH_K]7__DHEVDJ|ME|B#BI'A(%Z61B?MZ|3KGP_H@M4@?9B_?5/GR
MPYEY9MSE597/UU_.1#(513.@_OE]7C^#FV^: I_SXH_U4W#U/U!+ P04 M" !VJV59DE6M!XL" #'!@ &0 'AL+W=OV$]M_/ M-A31AF9[V OX>)_,ME%BZO *F9]9< ME%CIKMAXLA*
"TLJJ1?X?N*5F# G2^W80F0IWRE*&"P$DKNRQ.+E&BBOI|[(M>1VX)YNM,@->EE9X TM0#]5"Z)[7J12D!"8)9TC >NIRU MD4FRXOS)=&Z+J>,;0T A5T8!Z]<>9D"I$=(V?
K>:3K>D(?;;K^HW-KO.LL(2 M9IP^DD)MI|[8006L|8ZJ>UY_@S9/;/1R3J5]HKK!1HF#|IU4O&S)VD%)6//& MS^T^] BCZ -"T!*"?R6$+2&T01MG-M8<*YRE@M=(&+16,PV[-
Y:MTQ!F3G&I MA)XEFJ>R6[8'IK@@(-'I'!0F5)ZA<_2PG*/3DS-T@@A#=X12O>TA"] MO)6_;N2##^274+DH&']!@1]$ _39%OJ6';^F>#MJE#;JT@=4+_Y+V M!$P]N|>U_G 4"
(+IX$DV],323?'OLR",W"#U]OT(ZA@XEYT MJ#?>HLY;=-3;HR[U<|+.*|%SD(/N&H%Q?]W$C=^9:T!Q#Q3ZP|[BSEE|U-D-
M84175X$VG!>#QN(#8Z$_.=BV0U0PCMUPV%S2F4N.FOO.%::Z0+L2'O*7'!Q8 MG$SJBCXKB=^Z|WC5CKO@[+#:$241AK5F^>Z%#BN;:;#J*5_;F67&E M[S';W.H_#0@#T/-
KSM5KQUQFW;|K^P-02P,$% @ =JME62F^IPEG P M|0H !D !X;"]W;W)K&ULK9;=CYLX$,#_%8M6 MIU;:|ID0LI<@;1-5K=2JJ]WV[N%T#PY,-E8-YFPGV?:O[QA8E@T.RL.]@ WS
M|9NQ9^S%4<@?:@>@R6/!2[5T=EI7UYZGLAT45+FB@A+_;(4LJ,:I?/!4)8'F MM5+!O=#W8Z^@K'321?WM5J8+L=>W4J<>9V5G!50*B9*(F&[=&Z"ZU40&H5:XB|&1]4;$Q/*1H@?
M9O(I7SJ^(0(.F38F*+X.L +.C27D^*|UZG0^C6)__&3]0QT|!K.A"E:"_|UR MO5LZB4-RV-(]UW?B^!':@*;&7B:XJI_DV,C.9@[)]DJ+HE5&@H*5S9L^MHGH
M*023,PIAJQ!>JA"U"E$=:$-6A[6FFJ8+*8Y$&FFT9@9U;FIMC(:59AGOM<2_M#/5T^E7O0)+57DHH-;E1"K0B;]:@*>/J+7E'OM^OR9O7;|EKPDKRA7&.R5<+ M3Z-
O8|'+6C_O&S_A&3_W4+DD3*Y(Z(<3B_IJ7'T-F4LBOU:/7JI[&'$7=MB% M'=;VHK/VMH AYV0EE%979$4KIBEGOR"_(K<2*LIP0,N<- EJ$[-F*N-"[260 M?VXV2DOB&
M@XUR.J2,W/D)Y5 H3-S83AEWE/$HY6? /MB#N|+&4_<#&V5C:MH'B$|8XV$@ MOAO:&6<=XVR4<27*NMH(K2MQ%'$V|#]SIR>,0YG8G=D1DPXQ&45L.L5S&JU;
M,;'X#4_8;#*)G6W>L#)X/N&#T6$B_"3S/B+@4-!RTYB#Q!U5C$XL3=W("Z_7N(^8R M^(7*!U8JPF&+>A@<+H9L[E?-1(NJOJ)LA,8+3SWTDW;^?;0A+6AI56[Z
[WS/<[X[^RY>"_FH"@"-GDK&U< KM*[Z M&*NL@)*H4U$!-SMS(4NBC2@76%422.Y)<.![Y_CDE#N);'3WWTDBX9Y+@;>I8=RF),ETW=B_1F:>,XL7R:8SAJ
M"QW7L;O$I423))9BC:2U-FQVX;+OT"9?E-M[,M72[%*#T|E7,%E&=Y !79$9 M _01?2-2$EL^=)R")I2I$Z.]GZ;H^.@$'2'*T0UES)19Q5B;,U@FG#7^1K6_MX!5_(;H17!
<*37@.>0<^W8^_VH/')O8V <$F :-@+^$4JE,47'Y @1]$'><9 MOP$>^@X>=H7S?]XG_^Q])QEA>QM"QQ?NNPT*_1C.E);F#?_L*G!-$753V+[6 M5Q7)8."9QJ5 KL!+WK_KG?N?NK)
[2++TD&23 Y'MU"%JZQ#M8T|>B*3N-3+W M/"G/1 E=M:AI+AR-'0FKY"K&J^T$O[0(>KLFZ4N3,-HUF;PT.0M;DSI$O-6$ M2I +U_T5RL22Z_H&MMIVP
Q=7WVF'_7ZXUZ'/C4#J9X??^GK:79#Y()R9;(U M-Z[|TPO3(V4](6I!B|JUP)G0IJ&Z96&&*DAK8/;G0NB-8!VT8SKY U!+ P04 M " !VJV59I5^7#;P" #*!P &0 'AL+W=O3+B 52?.; /M
MO]^UDT:!I+25Q@.QDWM.SCEVKL<[(1_4&D"3QXSG:N*LM2Y&GJ?2-614N:* M')|LA:J00!<6E'$O]/W8RRC+G61L[]W*9"PVFK,<;B51FRRC|ND* MN-A-G,!YOG''5FMM;GC)N*
KF(&^+VXESKR:9<$RR!43.9&PG#B7P6@Z-/6V MX">#G6J,B7$R%^+!3+XM)HYO! &'5!L&BI#*_I-=5>L[)-TH+;(* MC HREI=7^ECET $_1<
804(WPJ(*D!DC9;*K*UKJFDREF)'I*E&-C.PV5@T MNF&Y6<69EOB4(4XGWP$S('>0 MO2.0?2(S/<*8L-#L62S"B'WH^G DBK|/0: M-&5R:G)Y|(B>$Y>2&<8XKI,:>1H'F-
5Y:B;DJQ80OB)E!X9+P_(R$ M?MCO@$^/PZ|A=4GD6WBT#_K< M9275>4-!SW>C YFO%.VI'-0J!^_*|(SDH+L4#EHOQR## X7M(A-DW"TQKB7& MKTA4:H2=14K(-2F$M-
T4/W7^AO4OJ0?-S,+X0'7MM3/:Q5#]|;K,A[ME8LNI6+Z>7U|)_| 4$L#!!0 (':K95G# M31 BTP, %(2 9 >&PO=V]R:W-H965TK?7#CE)K N8V2:Y_?:S@0(!ZFPL M?9.8/^?
Q[SD&GH3%B?%OX@ @T?^+!@F4RH@D|<22R.";|]0M$[+2TL/6V MXYGN#U+O<()%2O:P!ODU?>)JRZE4MC2&1%"6(Z[I?4SOG_P7%V0G_$GA9-H MC)&VLF'LF]
[X;;NT7$T$$8122Q#U=80'B"*MI#C^+D6M:DY=V!R_J?^2FU=F M-D3 XO^HEMY6%HS"VUA1[)(/K/3KU :FFB]D$4B_T2G|ES70F$F)(O+8D40 MTZ3X)M_+1C0*|/B=
J|L|/YMP:@L&.5&"[+I#W)J]6 M;FBBEW$MN3I*59T,?@?5_0,(= CV42 /J.UNE2VF1JR'5J3",1G^9H"RL^| M0^V"._1(9,:I?$4W*Y"$1N)6B7Q=K]#-IUOT"=$$/=
(H4FLF%HY4R'IB)RSQ MOA1XWCMX:TAMY,WND.=ZXY[R!W/Y"D(;C=R|?'1>[JA&5=WRJFYYN=[H/9R| M'2]5.WH=%1+C?@E]6]Z+E(2PM-1])X ?P0I^_
'[[D]]_JXD=N9V5+D=F=0# MW7-TLR$12<+|:G@%PF_[+!5D?,G)I(^[MJ)HTN+TVME%X(/:DPIY MM?"-PSGU?XBE+H>9SQ6TQFN<:V&[<2'U|G8:7.A&ZV#&UTKF4JBY?
J/.K6^>;:B;.ISQL'0NR|Z> M6UXG+LSB0^'KB,;#,AIW0QIC>]J&_XB4QG5,XV$YC;M!/;?G;?:/"&I<)S4> M%M6XF]53&[?9/R*L<9W6^/_$->[):]SYN6&>8JB%.K&Q.;)?F"11+WTW?
B=^ M=P&,Z@/IO3K+/7.6KZ@(699(I'(#4"94H$N&8I4>&0 MHDAG2^|?OF(N[!GRWLSS7_TZC3_|^FW+(^%[F@B%N%/RKCU5CQ5>O, H-B1+ M|W< &R8EB_/A
<@6N#Y!'=|Q)M|V]&N%ZC52|]02P,$% @ =JME67?, MD]'6 @ [P< !D !X;"]W;W)K&ULK95=;]HP M%(;_BI554RNQ)"1 :!S4-M#MU|]V0OAH0%SL
M!NSXO,>/7]O'|8:+%YD#*/164"9'3JY4>>=Y,LVAP-+E)3]LN"BP$IWQ=*3 MI0"<65%!O<#W!UZ!"7.2V'Z;BB3F*T4)@ZE &YF5S#E_ M,9UOV2@="45+VJQ)B@(J_[Q6^W#
MGJ#;.R$(:D%PJ2"L!:%=:$5FES7!"B>QX!LD3+3.9AK6&ZO6JR',[.),"3U* MMXEUB $)"A,9=*(LPR]%WE('2?*:%-1O=2@AZYGH#"A,H;] D]SR;H^NH&

M72'"T".A5&^(C#VE>4Q6+ZWG?]CF#D[,/8/21<&P@P(_Z+7(Q^?E$TA=%/I6 M'A[/>U"8T706!'8?.%%5G30&)=$84K^0M9!4P$E)KJQQM]Y?2$M0UQTV00> O0:P=Q;PF#({JJ+\?U(W:.?L-9_\L9WVH=IB8ZJJ* M6=I.V7\/T#}B; DYP3AH& >7;3:\KDBIZ[>F7 H T]*7A(%J0QV\,[3K'K.> MCSF C1K8Z-*3N:UFW-[5GV58_,4/F*Q M)$PB"@LM\JU([X^HGI>JHWAI*_2<*UWO;3/7+s((S$Z#'%YRK,<<4_>:-3_X! M4$L#!!0 (':K95FB S?]?0@ !5: 9 >&PO=V]R:W-H965TQ?F>3I+M Z=_P2/FU5OF.TO-T'3_*; M5+_M'U:.]-3I1UN.QEF8Q*25FI0!)^>C\-P\H&CQ>RA?LM\KC?>E>Y+\D6]\ M6=|-QGE&,(KE2,"_>]9WLLLHHRD2CS]+Z.!TS#RP_QJ5SHOZ.Z)\)#G*}YGT3_ M"==J>S>8#\A:,H)#1'Y)7GZ6982%IWEK3\A>%OD6T5B2,\U+\IE+],JCCU/(QU56=JA\D MB->$_7D(]{K.U <2ZV_!#?FF*W]]B"1)-L36\ITO51&V7L=\]LWG[S[Z3WY MB80Q>0BC2%=<=CM2.MG\D*-5F=CG8V+T0F(.>4ABME>JKY9.FA8*JR31,9]: MK^RMR+X"0VD^E,:@- ZE"13-+)R:L>1<\2]HA*.*"$GSH30&I7$H3:!H9@G1 MJH0H]&K,CNM=-+0Y&,SGP)4"W9@R&X>2I%L7IHM:%TS*L-I7HQR\^\ M,%KK,:)0FOOK1KC38C[+7,1V7QCJL$%/I3&H#0.0SBPEC.U;TM7<{)D6>X0%L*V#'/(?VQ0ADY+05+>+GQ&>\/ M7-XPE_,2[M$CXE_*+14MLZ&D.$<%PZ0 %.T6QKTUBWT9KP+ ^P.C$SJZ!',D3 M(5]EXU.Z,:R0RA#"9<$*'Z>T1IEF02);GRKF4:34@K/KU_HD1J[&,L39&A- MLC]QR@\|+PS= BG;PF//Y!2C>CRNY"4D8^HO.%6QTX\&2(Z,D[P6BQ[DN*A^ MX??Z/9P),/L-@5T+[*$"IQ8X0P636C 9*G!K@3M4X-4";ZA@6@NF0P5^+5!V M,:MRJ%H&D,/EG) (3H#):1.2%,H12AQ+B0EKWD5/Q% L=7VZIF 64_P"P2$'X M{8A+X4M^!PHQ:WX!OT-*H307>!\@#G\&/H!W !2>6>9LIZ[:S?G)A=]DF0S MP?.OJ_SV&_D=1$ *?F @+%*4=NC#? OW"KTIWD7S0NR7%[*R>X$1>AH!:W('M[+%M@_5] -Z_^] UKG[,(RI'P/859@*^/+Z%"09@G+'". #V84$}O(CV]V?1C M 10,PL1#,,%9?I5H. <)HIX2BN\Q]3X@YL,UCP]LP ? _TFPL$GCG+V=T>?5Q5[MTLV6"]&,E3!!"T.L- S19V0L?_[)\L: =GE,)RS0*0MUPB*=L(U.6*P)UO+A MI/'AI(N_"V@"89RC>]R6J_Z5]=5,$_!Y';G>6F-1\[U4?]{(X37'\D>3BT)? @RS[,FBC5>1:Q9=?:ST=EOW2OH MA(4Z89%.V$8G+-8$:YG+,\$EJYHK9(E4I*@D#/,N"_7J_.V:Z(0%.F&A3EBD M$[,1"8O]JP^:,37?@\!YMFA@%AB]NJ G<&$'M>_3/4W&W.H. {5T#U .D>%TPL=#N12FP1Q9I,JT.DJL%)]8XDG@@7ZY^Z M/"'"8(BH#Q/,=(?RE(1,T)WG+?P%02P,$% @ =JME65$LYF&Y^0 TU0 M !D !X,"]W;W)K&ULU9Q=;^,V%H,_BN M%C/ MQ+:H#]O9Q$ BJ>T ,^V@Z<=%L1>*S=C:2{KT4E:[(]?2G9,4Z2/S/;X8F]F M8D=\S]%(&)*/1.GFA56_U6M*N?-.Y&5].UASOKD>C>K%FA9I/60;6HK?/+&] M2+GX6*U&]::BZ,)M5.0C,AZ'HR+-RL'\IOWN2S6_85N>9R7]4CGUMBC2ZH)[MFK.7VX$[>/OBAVRUYLT7H_G-)EW1:\I_VGRIQ*?10669%,2L,U8Z%7VZ'=RY MUTE(F@;M$3]G]*4^-MEI3N61L=^:#Q^7MX-QDQ'-Z8(W$jGXQ[E-,\;)9'' M[WO1P2%FT_#XYS?UK]N3%R?SF!-58WOOV^PEV_I_H2" M1F_!\KK]UWG9'SL>.(MMS5FQ;RPR*+)R]W_ZNC?BJ{'0,3<@^P:DV__T<#; M-_"Z#68G&OC![OZY#8)]@_;41[MS;XV+4Y[,/RKVXE3-T4*M^:%UOVTM_K* MIJ,\\$K\-A/M^/QCR=- RE3WFU+FK:\KK#TXINN>5\R"ZY'(KOF9/SM=9F7%Z M]4F4=.F<:/$NICS-\OJ].:/O30^R\^^J]\Y63E<[G+,]%EZAO1ESDVT0=++?.Y MW>]R(R=R\YS/K.3KVDG*)5T:VL=P^UE? ^P1N{Q) 8"2/&A+MWRM^)Z!B3!=# MQQM_<,B0>(:$(KCY]V S>,SFI-IV]PWV?&7OD;\ Y=SVOUO/ZNE[8=28AQ6 MC_\I XC#F9,6K.+9GVDSFER;NLY.VS=K-\/K=;U)%_1V(;/FE;/=## YS_< M)7#E>F3H=ZP']I.8X@Y=8=!QYK>S!1OPH,W(>C-=V(F.*/# MA%IPWYT-9QU7P%"VKH1ZAQD'0])QQ7"4DIABRN1@R@0TY6.Q2;-*K*[X!VWV M,+X1ZYKC"?9=\KK(M\O&P6\86[Z(^?/)!^>!BP[7:#03\L=RP0HQ-5=.Q IQ M]NMFY?9,W\[_-7GES3=-E*3<%K1J. ^B_3:4 4[<=1S"%8MC4[S?M60F3DE>Q M:JZI:8&1_#T-I=K30{6EMUC-:R;C5U#;%+ FF(6PIEB")*46:'8HT RO_8Y4N-M!7$)&C,58*8-3\0P:(,1)V=:0,/\8)AV!F>3$>=-'+/=L62 \?_O 7G;OOG M@*H6]_AZWACU-T74FA]QGWON,/6& <_KB8H!BAJL6H:@F6FEHJR;$N M#+(]?$$Z(1)?7P7!;.S]-00UK(-ZI/SEH#PY&LJV* M:JA^7VZJ+Q+<7! YYE%[N9U63D7S=GBJU]G&[XJHJ&JQ:AJ"9:.6A*):>[L M@M> (74Q$BU#58E2U!$M-O:LA 9+ C'+VE>*]CO*G.YYU+\-%<#A;JPU!W:FO M72SNS4TU1Y(6,'-ZGKQ7DJY+.MI%VC.**U/X:@;J#[TY>,ZH_$&@)CS9G7 MC(G.-.YDTLTR@H-96T.T"=@-9UUC^3C9%$0V"BN5O\OLTJT6LX7:Q+EK-5 M9KR"<_KV(Y$J&HQJEJ"1.961,(-L84;F^:F(H((JEJ.J9@J:EEDF!#8+ Y M?SK2.<*=:.#-#!(>SMCK0QQ2O>WNN-S/5&DDX!"8W%1K)!Z1'CQ* M-YD Q^Q/T75]JL1?THHZ2_I,<[,9(3.KN7E^0L4E5+4852W!4E-+)'&)7!*7 M'"HNH:K%J&H)EIJZ[TGBDH>$2YZ.)(&G[9. HUEO7S+$#+HQD[[,5&U%1J)"IY**CDZ4#B3;55#1S+VA@]C_M3HA) M7V:J+T<["6%2^10M3MU>O8>;6N\4Q-TJB+M7\!)PY$DX\BX)1QXJ'*&JQ:AJ M"9:.6BB)1QX2"DZ@GC:0CR"HUD[;8@9:K>0^S)3G9%LY.&QD6?cXFV_H<# M6IMCB&F8F7LR4\V18.2A@>&GPX>G;SR 8UG[8H@YUGWIR4SU15*1!U/1V]3C M_-? Y)^2-,2ATA"J6HRJ MEF"IJ0\92!KRD6C(UYE#6WI'<##KQPS.")GT*3:(E'(QT,AW\ ;VM,0$1S0 MVAI7WYN@/7_1DY=JC<0@'P6#?!TVM.UH$1S*VA132*V_P'FHD@&\F$&^B)Z M2FF^_@:WM!W*4-5B5+4$2TVMP=$#4Y=$(!\5@5#58E2U!$M-+9-$(!\)@7PC M.'2O,,'1K)W68_K>T.V.(3V9]@M%D@0%.BH$6I7].%@UD;K6^2T M<1;,2C5%\D^ QS^\@3% {]V&5" YH;8PAYEB{R]Z7F6J.A)\ !7X"PXT6?0I" MI1]#2*T224]>JBF2?@*8?K[G:UH9;4 %'U2U&%4MP5)3*R#!){@D^ 2HX(.J M*J.J)5AJZHN!)/B$2. 3&B!$&S_@8-8O!S*% {X?/7FIMDCJ"?&II)S1M*].0 M$ YH;6-!J MU;XULW86S_OW>MHJWY-*;.]W>?GM%IE9>WD]${C (MCH<3L7:J=F_0W'W@;,. ^(O*1<T:@X0OW]B<]]. (&ULM9M;,]LV%,>_"]$*50PNDUL779+:)}**T ,T0-.OZ,.R!L6E, M]"2Z)&6G^_2C+I%,6V;B]?@EMBB>WZ$,_^:1CICQEO%O8D6I1,}}G(J)M9)R M?67;8K.B"1$=MJ:I.K-@/'"%2'? *E+=:4>930 M5$0L19PN)M:U>Q5Z7FY0}/@KHENQ\QWEE_+$V+?\X&X^L9Q\1#2F,YDCB/K8 MT%L:QSE)C>-[!;5JG[GA[O<7>E!4G>:X"L6.@..T&7F7@{1OT MCAAT*X/N6PUZE4/O4/J5P;]MWH85 .#?8/!$8-A93 L)]N,;C$U!/%D.N9I MBWC>6]#1{TE^*CY.ILI.SDJ"Z5)%%4$%%UT)0*2Y0JGX '!$?MA'.2RP2]]ZDD42P^J-8OCSYZ_^X#>H>B%-U'<:SD);.V5"!)>?:L\GI3>O6. M>.VB>Y;*E4 XG=-YBSTVVU^^9A^:[5W/ +!5"-LX>B]QO/&,Q$>Z[B!O=($\ MQ^NU#.C6;.I360=UG<*\VV+NO\& {P1S_W."#G_>_N]KUZ.B6TNZ6_"Z1WA! ME$:2?ORDM#M'!_I&?W]2_=&=I(GXITVY);S7#L\SPY58DQF=6&KI%Y1OJ#7] M]1=WX/S6-NN0,!\2AB%A 20L!()IVNG5VNF9Z-/KA'$9_4N*-,D6.I6KY4,* M^,0IID0."F2>^C=3MJL9CNW-KA*.?D]50]O>X1'W;J.9V^WBEHZ>1U!GJG M&$CLVHSTZQGI&V?D3!FZNY+W9FUA=Y%>^J/%!+F0\(P)"R A(5 ,$T:@UH: M@W,N] -([4#"?$@8AH0%D+ 0"*9I9UAK9V4<5NZ2-8FX>J:2.:+8B?$G,%&)$ MG*J0$C;<66F[^C+KESWZ.SWVD@@^9#A[ZSGDD,-#=%[C3POJ[!{R!CV>_63 M3;*D+=A&PU.##0GS(6$8$A9 PD(@F*;+RUH7E^=YY@1%GH\E*+/E MR6* I/F@- Q*"T!I(11-UX??Z,,[9Z*JZ% .@J3YH#0,2@M :2$43==04Y]T MC26L,Z8KT-HE*,T'I>%7(NSV#.D*M%@)1=.EU)0K77.]\H%{]0@KT'4Z1^9* MF1ETLC9 RYF@- Q*"T!I(11-ETM32W7[9\]>H.564)H/2L.@M "4%D+1= TU M15?76)=[T=#11#5C0]KV6<;S%" <9XC2E6\0XHL]JL6I{6WM3N=1>:'2\O3#M2-!*VGL9$T(-7I^TMKIFLN=59YHC3UHE1.4YH/2 M,"@M *6%4#1=TU9UAV=-3& %F]!:3XH#8/2 E!:"$73-=24<%UCE6_Z=?]I M)E85!: $H+H6BZ1)K*K.>>,T5YH-5;4)H/ M2L.@M "4%D+1= TUU5O/6-F#3%%F3R?K",22"TK#K\1T<#Q%@8XCA**5VK%W M]DPGE"^+[?!";]T]"91{3>O6>LO]=;'1? *_]QKWRW99V[%%Y8;Z!E_N[[\G M?!FE L5TH5PYG:%PH(ZR?EEOGR0+)UL6/B4G)DN+KBJH$R?,.ZOR",?ERD#NH M_W%A^A02P,$% @ =JME6;U(PP7Z @ SPD !D !X,"]W;W)K&ULK991;YLP%(7_BL6IJ95:() 0TB5(;;)NE=:I:M;M M8=]# S>)56-GMDG:_?K9AJ(TH72*]I)@XWJ/G8O!'FZX>)!+ (4><\KDR%DJ MM3KW/)DN(?HV-E:MTQ!FGN)4"7V7:)U*KIG",$%F%-"%E*#D*6)Z[9RAJ5XO M6:&[^1Q=$484G'W1!<]0@^*J4(70S9P+1?Y@^WP^/NJ%)@$=3T!A0N6)]KR? M3M#QT0DZ0H2A&T*I'BB'GM(Y# (7V5LR7)7{F"O,45BX*XE,4^$&W03YNET\@ M=5'H6WGX4NIZM4E#.H2!M8O?,7O$^?91H=!F#54!TV(3"F7ID _+V92",UR M?S6%+F?I-LJBWN9SN<(IC!$]NDH0.W"2]^\ZD? ^AJ03_R>Q%0<*Z(&&;>V(> M"SJ>88I9:M?/$\!QTA2Y}(FLC_G>K)-Z;9#,[T=I76R Z-TZRC=MZ+TFL!+ M56)+O!?N8+<:XC=]!%[,V%'3=BE*GZ:[<8[X*W6!X)'-7CT%GB_"3S:_^_Z M>PNEU?I \'X-WG\+/&X"[S>!{RZ55NL#P>,:/&X%_[8$O?O/%8@F_\@//_!# M=[###WSK#@?R#FG_0RO]5[U9C+,0380NS Q5,-049{'UING[/#7:"-(SJ#+;B MEH3>UG9KCCHW6"P(DXC"7.M\MZ_?(%$>'\J&XBN[\^XTONYO5SJ$Q<(,T#? MGW.NGAMF4Z_/<,E?4$L#!!0 (':K95FN\U._", (@+ 9 >&PO M=V]R:W-H965T),@=.., }}$F:@[O(,H7=.C1<G M3^95,*(8%65%URS=74!DT M,'@1H}XHDUYM^]*%!)Q;-*6#/(4E:^RA/EB(. Y^T1\"H!K^!=*BI87A)%- MPK'@&R3,;8UF%I6AS(25(3E9D2^FNJY53XA?- XDU**CBJ!D93*$W2$4H:N MJ9GVFAP[2FLQ=YVH0IR6B-X>Q !=?XI\EROC^:YFE^CXZ*0#MU>;WBMP>_\S_>NA\[;/9KFOTNJ)KF*9K#,F4L94O$%R@'D?*XC6P) M-RS@3%&NP[X[LD=C9]W"8E"S&'2RT-[1">/6C7/ZKUCSKU7P&A*HF(@#:5 MG;*OS!:_9N8?*JG]-Z 9U#2#PR9U\"R,@6\/@N:O/:38W75"]ZU2O$)NTG/W MY1ANM&9\[/"ROD)[X) {#=E_C'V]*Q.NE\X^Q#TIGXW0"O3"F\Z^2X8 T=OT5' MQ[N6G@_CFC7A.AHR41A846>=V1=H$H MQ[YRHWA>C%ISKO3@5BQUQ<0@S 7}<&YVFZ,@GKX#O\"4$L#!!0 (':K M95D?1-E+" 4 %(@ 9 >&PO=V]R:W-H965T$JEM@*O4=]M6O7U8W8,#3F(MX)SM--O5??BS M@9) B9M4C%5Z01R*?5O=)D/K8NG// MZ6F!;,1?E&S$C724YDQ]D/? 7$=CJZTM(C$)149@]?%,KD@<:Y*RXY\":14Z MM>#N]2O=SR.O)C/#@ERQ^!N-Y')L#2T4D3E>Q_*!;?XDQ80R T,6B^POVN1C M!WT+A6LA65((*PL2FN:? ^&>Q+$L",F^/@%(L(N'4!=X] IQ#H'"K0+022C+8'A M'H%)<(=[5$_,$:@?*C H! :9L_+5S5PSQ1)1IQM$->C%4U?9/[-]5':*I# M\5%R]2U5 M6?[,(&^KA27PWU=C4O7'"PDJQ9RAR? (;;M=]/0X19_?6FPZ\J,N<6\3AKM M=S'3 ZPI,!T#QOO I%"L7=P I\%L"LR8*0G?PU09 P M'Q(6 ,J=(M(Z1KHA<)P2IE[E.9^DBWPDGZKV:D@V.D20\:8H:,[:'7@CF M33GPRBAX;(1 PKR/3LF'M"(@E6BH5=&0\\XQZ_U*-ADM0N)$'Y6WRP(BJ@(MV3J52(UKRI>?N0(G?\]RN]YTFZUN_V1_;P;!48[CHT"2)AWV 1(2)T!$*SB M\W[I\[[1YQ=AN$[6,_L["];KM7HU MAQN-.;AD##O$)-J2(W!6XW=8>NLU%AQXZ!TX\#HQF_UG%RJ#YF03?$Q M?+LJ6O5L;E1UK.?J*G3$!4"P M2N@&K6VKHFWQ4^XQ'S16(X5C,%%N-5/;0&8UP#Q?0>&@MG??M\E_ MGQ) F5U=_9U&D6-<_3N6GBX)CN4RQ+QYZ8V-8_J]&L&_3OWB[FI5G%T8$$VN4#I7D%K;=;&=9?+J#=.RA:-3]V_3O'MW)9Z./!GWCN8SOZ&G5GR:&^#MNP^/"L?U(X BE8- @FW;SC'W[0XK!2%,5E<% MK?+C:J>'43@;M#,'2O-!:0$4+0\ >^<$,R'%G_IP6J"L\YJ?_I1/RP/PB^S8 MM_;\!CF?.@W//>?3'J ^G[.F'R]T0K*?R.8_ =02P,$% @ =JME6>U(!Q%_M P ^ H !D !X,"]W;W)K&ULK5;1;MHP%/T5 M*ZNF3J))2("&#!:!+5)[8K*NCU4>$A-E8=.[=-:?]^MA/24%*@$SP0.[GW MY)R3ZVMWEEP\RCF 0L\)9;+KS)5*SSQ/QG- (L'1Y"DP_F7*18*6G8N;)5_"> MV*2$>H'OM[P$$^;T.O;>4/0Z?*$H83 42"Z2!(N7"Z!\V77JSNK&'9G-E;GA M]3HIGL$(U'TZ%'KF%2@3D@"3A#,D8- IUSNMG_;,)MP&_""QE:8R,DC'GCV;R M?=)U?$,(*,3*(&!]>8(^4&J -(V_.:93O-(DEL%[M"4&>$.R;$.8)H16;,,.R!ECA7D?P)1{F6J.9@?7&9FLUA)FO.%)"/R4Z3_6N M04H =':=[C\ [U2FV01=@W8&71,\)I0H A*=H)$NH,F" N)3E&?=IB"P(FR6 M)UQ@BED,:&3KKT^QE&1*8FP_V/$ %"94?M%8]Z,!.C[Z@HX08>B&4*H#9,=3 M6I"AY<4Y^8N,?/ .^1&D+@JB&@K\H%&1WM^>/H#81:%OT\/U=$_;6'@9%%XA<M%B]\UTMM@0/YV.IA*[//U6*,HA&-819LVCERL&VRI,V,9MNM%7%K M5!L%U<8^5..%$, 4HK98Z6MU5S'/$*,2CR!PFV_(;@;5(S>IH)MLLR#;W(8&EU;3C=X0W@QJE(/6"\+<*PJVMA']RA2GB12_8BVUKLS B-WS#-@LZ M+4MJ5',]+;B>;N7ZIF/5D- VV3OCTV%SMAVPAD8**TB,\;K571&F>QK1"H=< M$MO)'BZ?E=G'QKH97K)%8B$YJUSN.^BH.8B\\=;0#\[R+UZUU@^!M.995'@6 M?N(.'E5BLB:WUU3\(U)I=[<*N]G_;]?I=#N38 M#BI69FD,WU5C!X/+G/-*YQ)S)KS!8D.8U!UBJE_@NZ>Z'8GLG)5-%$_M467_ ME3]XV.%<'TU!F #]?,JY6DW,Z.:G.192M(P17L!._$Y M^9T,@~?_DP/B3V %(!)S16$R-G93)E6F< <1%GV60*SN;!B/L%13OC5%P@&O M,U%$3<>RAF:$26P$D^S:.@@<3EDI*8EAP)-(HPOSE,U!VF!JV\7KA@6QW4E\P M@TF"M[$^9@LN)J9I2 MQ-M8Q MPX+ZB42',+44#}' 7P/1O#Q@SVT/C7E^T]F M.]*Z95JWS3W0-4?G*TQQ'&:[X04POVB*G/L,,Q_]?[(/AGU[8NZK25J?U3') MH$PR.)7$;.^+.57Z%V_%JX*W6'<&]$MP[!3YL O?]JX%8-O-6Z(_BP!!^> A\U M@>T78K<8=L43C>N$MJ^\>H;>:=T2WK,\GJ]4J*?Q,E MJ82U.NE4^4'(QF/.JFW\2]LYBM'^G*XY*AV"W9ICH4UCB?:8IM 8P]]S_M^_M[644JT;5TV!0KLG9S$HCH[O(.RW)!: (PD:)K/Y(%8KGC5D^D2S)>IL5DZI3 MRH8IU,3GV-DH5%[XOTPWF1'9X@4P_67&1$Z6G8NW+0B!9 M6J<\\Z,@Z/LYHD\W[NAZH\P- M?S(JR!H7J.Z+N= SOT99TAR9I)R!P- 78^QA>3,/8.%B+?RCN96,,1LH#YS_,_M\/-R[6&$6:8*@-!]&6'4\PR@Z1Y_*Q O?I-X]@+/#$%=EFZH[O/V$EJ&?P4IY) ^P_[RC;P(-U*Q?/*63/(*2NOY+$*1,,A MZKWB$%4.T>\ZQ)6#C9Q?,K.R9D21R4CP/0ACK=',P,;&>FLUE)G7N%\'/Z7. M3TUNU08%_,W9^70K!#(%'Z5$)>']#!6AF?P YW"_F,'[MQ_@+5 &7VBGZ1<@ M1[[2ZQL4/ZW6NBS7BEY9:X%%!Z+D#*(@ZCKN-##3F9A6 MF4CLJW&%[11(!S'KUC'KMD+?H$9"N+N]KS#/@*%RB2UQ^A;'[*6[21)W@_F'S M-_)W35'"'KUA)ZR- #OCV:KZ]5KYS@06A2[VQ%>:-22!L"=PDOHMSB=5K;!B\ MX%A:) V+?]?KIMBO*?9,*>JQ3K$U3?FLD.I3+(Y-Y> ^@^WD!,]CFT$G_5 M*T(%[$BV11? 3Q,&B_X*IRV;@9CJLF0[;MQ[U?Y6;5\.CY8/&E504G39Q&Z* M#2<$8-3,4"7%52301CTCM+1898,7V7:Z-EA*I.ISD.XUBU68HZ(Z80V^5E[K8&(JGU!\?.MM93X.$>/C<+P:%/W&T=, <[[_0L2:,@D9KK1,T!GHSB#*(W,Y4,RPI\XKO09 MU@XW^C,#A3'0SU>).&ULK5;1,MHP%/T5*ZNF MJ3FH32"!D'2"U!MF&F8[VJV"'=7N8]F#"!:PZ=F8I(/W],">D 0SKIKV G=QSD["RXRK/14+ .9"!$"\IH M$+9:<9!APKQAWUZ[%_^+Q0E#.X%DD668?'K!BC?#+RVM[TP("83_'M2YB">LCOA9X%- MRP@""]DR#%C_K6$$E!HB+>-GQ>G5CS3 YGC+_MYZUUYF6,*(TV]DKE8#+_'0 M'!:XH&K"-Q^@\M,U?"FGTOZB357;\E!:2,6S"JP59(25__BIRJ$!:'>. ,(*.M$+X4$%6 R!HME5E;8ZSPL"_X!@E3K=G,P&9CT=H- 8>8M3I?0=XG&J>$8%B $ MS-$$UL *0)C-T6>U H%&G"FA8T:W!,()08J O$"C0I4$\[07Z M9YKS,2A,J'RC"1^]@:=(<+0'.%4OV?9#Y2V:<0&:67HK04'K$TA=Q' M87*!PE;8<N1+X3V0[>41U M'M$1]N<5)TK?+K,E0\\RF#ZT'L,=?K!N6BA+XF9)Y"=UT8ZT3BVM]-1U/,C/1-! MX] R'PQW6"P)DXC"0L-.? D\O15$>PN5$\=R>8S.N])*WPY7^;@%A"O3}!>=J M.S%'8_TE-/P-4$L#!!0 (':K95D;N'(P'P0)T5 9 >&PO=V]R M:W-H965T.6[8NM"_AS"%G-,/QCK(GO@80 MZ#E- ,CYQUD+D%Z[+X56DF'=H#IE\LZ0LQ4+>LI7+UW=33#)G M.M;/[MAT3#N--QCE*

*9P19,O9"'6$V?HH 4L\281 MJW3W*Y0.:0-CFG#]BW;E6,]!\88+FI9@:4%*LN(?Y=*"U+'^]SN H 0$;P6$ M)2!*Z!; KI.F<(5K4.$!9Z.&=TAID9+-G6AQ=1HZ3{)U+K/!)-OB<2):01+ M8 P6Z!ZVD&T X6R!,L4.&+]BF6!R7= G@NO_N WJ'2(9N2)+(U>5C5TA;U8QN7-IU6=@=5?,>N&>0= M% 5/4. %W1,XE1D>0=Q!H:?A80L\,L-O8R\AOH9[3;@K!:Y4#BJ5 \T7_IW* MUUE,4T"_?Y(#*T+6 E'!MTZ9@Z[:SJ51PP7,I5W/;J3U;*IH MDRRR1-90L5^IV#?NP'NZQXG8(TF=X[W\S(LV[8PP\G-H7OG"O3-9#ZBJD60K M=_=,UY=9#.AVGI 55A7;&?KY.9? %FY3D@:1J'%VBF7S%ES@N!LP$9@+)LD2& MX<=GPK}>Z*_YN3&QS?W.&9V&H?8XNM M*=*QD_&-)?Y_G(G-<_L!2G7*:-V*5OL<6VR%RF[M*$P=7-Y@MI(--$I@*>F] MSD#.QHJSP.)&T%R?CLVI$#35EVO "V!J@'R_I%0<;M2!6W4B._T&4$L#!!0 M (':K95E&PO=V]R:W-H965T8W*C'4/!JN)&C:3SO%PO%?_5,9. ML:R9P9D2/WALT[$W]*#N$7:K=9ZSCZ3N]2 E3/F%7V[8]B IC558[$T'& M9?5FCW4>#AR"X(1#4#L$)7?UH9)RSBR;C+3:@7;6I.8&9:BE-\%QZ8JRLIIV M.? G9R1PWJ#7&L,0MR@*!R1B^V10US)2TFK(&7SE,<\$M1W,%LX+,I85K6-$! MB0N!H##8P2YE,T "7\$+QP87;7W AJ!YFY%OB=Q1^5+-.*],@!.M[M6!!2:N"CC#'^U]^GN)O@@WWPT^'LX KS%@3#*PC:00_N5W.XO'AW1K?,)+5; MZG9/Z"[4%C.7I&/I^+E40@ =J1W3\;JC6:C$>|?%W2V1,3F+<.S1-32HM^A- MWK[IA.T/9}! [#7KOG/K3>= 5[A6L,>%2+"ZT@SE/4FD.#TB"X:1)V)*$KY!$*I&\,"-4 M"OT\/ %UW70:87'P08-V_ :X9TB5^M5B4Z.*Q6_QF(?]!8 M,M1)V3X-1*J0MNHQS6K3H6^KQO1D7K7W!=- TC@P(W)!KNS6@$NFJ9583]_*R M3:V5I:97#E/ZRZ!V!K2-4&ULM5A=CYLX%/TK M%ENM6JD%# DALPE2F]%J1YIN15/;[L-J'QQRDU@UF+6=R0&Y?K/F(B-*#\7& MDX4 LBJ=,N8%OAJY&:&OJ\S*9W/X$C_G#G>'MS3 MS5:9!UXR*\@&'D!}+>Z$'GD-RHIFD$O*._&M1YC2.[?L7}-_+X45P&A MP=G?=*6VE.*I[5SH!1O/J M2IIJ1+0<|*C'(:@=@E,=PMHA+ .MF)5A71-%DIG@>R2,M48S-V5N2F\=#LO"M9D!3FCEY:$L0C M.,FOO^#(_\T6](7 CE(0- BD(A]"36YYO/B@0F6[]H7JO.ZY,ABWF"B@]@R9*!C>]XRV+J!]^H6HQ"=VJG&C54 MH'^%:@Y0 B(`>]1 [=/M@U:,ND<_=OV+;-<)Q*Z0CMI.&[>2DQ#+8$(;68*_[MI$O/;^6HMZ&>]ZZT49QV9P_^'I7;X\3V+ M4>Q&Z>?I:PHA/HK?B.5&]>H>[]>FDKS8:MXQ&/>P.TH4'92'YBRN]+'BI8/7R M;.]I*]>@RW7:W@!KNAS:*#[&!^4!@]+S9\!%\"(TBF] (Z*GW(,0YPKKI=". M S[(%A[]I,\+/"B(9Z?A0FC':3@()'Y6R"]]/>JA^[H?"M,/+QNIO7>[@JBW MH,Y&T+6*6JOQ.(*#,.)AW/S,8=<.^I]=K@NA'4=[D%T\^5E=.RCH9Z?A0FC' M:3CH.QX6^,MT;=S]'.Y\G5B,1AUQ]5HG/^._DS$AN92?QVMM9?O3G3GB^K$ M6@T4+\I#WYK?80L,[?ZE_"&.CW:\[5R\"<(YO_#9+_ 5!+ P04_" !V MJV59TT&;K6H# 7#P &0*

'AL+W=OGIB_+O8 TCT,Z.YF%E[*8L[QQ'K/61$V*R 7#W9 M,IX1J89\YXB"]D84$8=SW4C)R-I;LVGYMXCGT_90=(TAT>.Q"'+"/_O U!V MFEG8>K[QE.[V4M]PYM."[&)\DOQR-
7(J5DV:0:Y2%F..&QGUGM\=X\C#3 1 M7U,XB<8UTE96C'W7@X?-S'*U(J"PEIJ"J)\CW .EFDGI^%&16O6<&MB\?F;_ MTYA79E9$P#VCW]*-W,^LQ$(;V)(#E4_L]!=4AD+-
MV94F/_H5,:&*GA]$))E M%5@IR-*_"4_JQ?1 .#@"L"K -ZM +\"^,9HJ*,>?EDNT.M7 M;] KE.;H4TJI>O]BZD@UO29QUM54'\JIO"M3+:&PD9>\19[K!3WP^V'X M8V
M\ET#]]MP1YFNG7NU<_P^4/.'W(A^4&EI43_?%0!Z$%")O[M,U>R!?ULNMKN M1$'6,+-4.0G@1[#FO_^&(_>//JLCD;6,^[5Q?XC=&'^KCDXSOV)K;
[FD)RBP_3JHI3"H%08W**0LW[V3P+,^;25!TI@V]GW; MNQ#7C4IB;,?]ZL):73BH[C.3A*JE8B7[A(5=8;%G1Q?"RJBP$35QHWY942TK
M&I:EWA3ZR$COIQR$OC1Y1R)KN8QKE_&H51N/:7PDLI;QI#:>C%.U22>U<'B1 M?4DG1S&^5K.36M_D5VMVTIG6BW"G-'JB5,T&_>JP>][GW$%]3W!D] B\=]\:
MA+XT2\9B:QMM;.AXU JIZ,8R/Q);V_QY3\>#.^OTE!P;ORIJ-SST#'FX:;JF7J-/AX:"S:O=$ M)7;B-O_PA5BG<6K11\9/A._27" *6\7AVK&RRLM36#F0K# 'F163ZEAD+O?J MY
IJS\/Q_4$L#!!0 (':K95F%"@\;&1D "L, @ 9 M >&PO=V]R:W-H965T1;T]R^.SW=S+[5BVKS9G5;+[>_ MN5JM%U6S_7%]?;JY7=?5Y7[0XN;4&(W.3A?5?'GR\?W^N73]\?
WJKKF9+^MT MK6WN%HMJ_.3B1+NLKZJ[FR9?_7#K]@U-=]YL=;/9_Z_VHWWMZ$2;W6V:U:(=O-V" MQ7QY_^_J9_N'>#+ ,%X88+0#C&,'C-L!XV,'3-H!DV,'3-L!TV,'G+4#SHX=
M<-X..#]VP$4[X.+8 6_; 6^/':"/'O;C]K3_L-Q[VOG'TWC<>]KYQ?\BY/T;L#S!FU50?WZ]7/[3U[O5;;_=@?Y3:C]\> M5^;+W0%5-.OM;^?;<S MH01%??M&&X]^U8R1,=%*86J__'O?
W^6+FK'KKV\TXV+/C!6,J68^W:[?:+J^ M9PP%8QWQIMJM4;TI6\U$U79KQO=;,U(P#K,U[O%[2O4G]IBM\9FM"89_/ST MO[5?_N/?]+/IW_NL<,@[>\6*AGR>7['BUSY&?VCZV:N?
Z>1UI?TLZ@HE':"\ M\K:R(_Y;;7>=:HOR(+S]/_-?UO7EO-'L:C:_F3=_:)^NUW6]_3K0]&SK9R6W^V+S;G-;S>H/ M)]MO+IMZ_;T^^;C;VM'?^Q*!Q$P2LTC,)C&'Q%P2\TC,)[&
Q$(2BT@L)K&$ MQ%(2RT@L)S%!8@6)E1 F9WVL^O;D+3?-^FZ7*MK_A-L7:%Y3+S;_ MVQKNJJN5O7OVKSY6Q=5YM:NYDOYKU?993D
MT)PA,?,>.]]CNY,]WS].1NT_[T^_/PT1/(7+VKZ^%:7]JGR[_[V[3U)>:J&?;B+G4 MDN_U>KD[%ZW9\V6UG,V7UUI>-;7VBTCLO&^I[[-R"X9F#HF9)&:1F$UB#HFY M).:1F$]B
8F%)!:16$QB"8FE)):16$YB@L0*$BLA3(JE\\=8.D>7S\[)B"$Q MD\0L$K-)S"$QE\0\$O-)+""QD,0B$HM)+"&QE,0R$LM)3)!806(EA$D1<_$8 M,1?*;S[_J-;SZNM-K:VWWU[Z,D4Y?
&BFD)AYC^G&D[6RT9N1_FR9C)S2)C&' MQ%P2\TC,)[& Q$(2BT@L)K&$Q%(2RT@L)S%!8@6)E1 FA<7;Q[!X^Y>6R>SZ
M4K/OEI<;S;JZJO>E(/>K8MURF;>\K']JXD=UN_]-7^(HMV%HXI"826(6B=DD MYI"82V(>B?DD%I!82&(1B<4DEI!82F(9B>4D)DBL(+$2PJ1@TD>/R;2K! .7
MREH.2AE4,U'-0C4;U1Q4YT=)Z/5_U=0WXK-ZZP0E%:B:J6:AFHYJ#:BZJ>:CFHUJ :B&J1:@6HUJ" M:BFJ9:B6HYI M0+52DJ3:CFHUJ :B&J1:@6HUJ" M:BFJ9:B6HYI
M0+52DJ3@Z=K4F H:U&/N$H-[4J :F:KR?<>?;ZDAO8:0#4' MU5Q4\U#-1[4 U4)4BU M1K4$U5)4RU M1S6!:@6JE90FYT?7:\!0]QH8L*0V ML&"T-
XS0Q@6H9J*:A6HVJCFHYJ*:AVH^J@6H%J):A&HQJB6HEJ):AFHYJ@E4 M*U"MI#0YMKKN!L8%N]Z&MB- -1/5+%2S4A_0=0S6PU>;WMS<$=$M!);51S M4,U%-0_5?
%0+4"U$M0C58E1+4"U%M0S57 MW*J?+]6$JN6AX8)J)JI9J&:CFH-J+JIYJ..C6H!J(:I%J!:C6H)J*:IEJ):C MFD"U M5*2I,SJ.M+,-;1];,QVHP U4Q4LU#-1C4'U5Q4\U#-1[4 U4)4BU M
M1K4$U5)4RU M1S6!:@6JE90F!X_1!8^RYG183:C:&IPZ:">"5M/'\EK:R#A_ M7A2*SFNCFH-J+JIYJ..C6H!J(:I%J!:C6H)J*:IEJ):CFD"U M5*2I,3I>LR M,%9W&3AR.>WXHE#U?
(-3!^U$@&H6JMFHYJ":BVH>JOFH%J!:B&H1JL6HEJ!: MBFH9JN6H)E"M0+62TN1DZMH5;!^BBVP3-'A(S40U"]5L5'-0S44U#]5\5 M0
M+42U"-5B5$M0+46U#-5R5!.H5J!:26ER\'3=",;*HM/7+U)3CQ^<-&C[@58[M:+9VN*Z&=A9 -0?57%3S4,U'M0#50E2+4"U&M0354E3+4"U'-8%J!:J5E":' M2-
=98*SN+#!@70VH#%5OS.!$0ML4H)J%:C:J.:CFHIJ':CZJ!:@6HEJ$:C&J M):B6HEJ&:CFJ"50K4*VD-#FVNH8&XW-VT0UM28!J)JI9J&:CFH-J+JIYJ..C M6H!J(:I%J!:C6H)J*:IEJ):CFD"U
M5*2I.#IVM),%96GAZQZ(;V($ UL]6> M+[KIAXMN:'L!5'-0S44U#]5\5 M0+42U"-5B5$M0+46U#-5R5!.H5J!:26ER MB'3M!<;J]@)^=5LMMZ[FK'9K:/MO,.&J6FYZ P5M-
8!J)JI9J&:CFH-J+JIY MJ..C6H!J(:I%J!:C6H)J*:IEJ):CFD"U M5*2I-29])U))B,T#6S"=J& -5, M5+-0S48U!]5<5/-0S4>U -5"5(M0+4:U!-525,M0+4^69S5RUGM39;;9K>+SIJ97#>H-
T'4,U"-1O5'%1S4[;R]5V M*JU:K.Z636^8H$T%4,U$-0O5;%1S4,U%-0_5?%0+4"U$M0C58E1+4"U%M0S5 M7%(;*4=&US-@HNX9\.E[O:ZN MZVUJ-/76;UX\9Z]V!H<%V@L
U2Q4LU'-0347U3Q4\U$M0+40U2)4BU$M0;44 MU3)4RU%-M-K!543C\?.L./*%);5]=CK=^OYO?JL_&JZG!44%J M)JI9J&:CFH-J+JIYJ..C6H!J(:I%J!:C6H)J*:IEJ):CFD"U M5*2I-#IZO>
MGTS9L_%H,3^JF:AFH9J-:@ZJN:CFH9J/:@&JA:@6H5J,:@FJI:B6H5J.:@+5 M"E0K*4T.GJ[B?Z*N^.\Y&Z_]J>TFF/9M[FU -5"5(M0+4:U!-725I/.&CP[69"A,^9'S"C0&0M4*RE-
#HFNOGZB+*,< M?+8=+:]'-1/5+%2S42%AA'&\R/\<:_+7GC=:'KQ_/!^Y L% M^GX+5"LI33ZV=U7FDR.KS,4?R\OY;->9<7=:N_?HCM:8HYJ):A:JV:CFH)J+
M:AZJ^:@6H%J(:A&JQ:B6H%J*:AFJY:@F4*U M9+2I,R9=C7F4[;&?(K6F*.: MB6H6JMFHYJ":BVH>JOFH%J!:B&H1JL6HEJ!:BFH9JN6H)E"M0+62TN3@Z6K, MITB-
N5H9G#=HC3FJ6=/#^E"C9W'41F=UCIS516?UCIS51V<-4"UL-6E!VYCV MK6='Z,0QJB6HEJ):AFHYJ@E4*U"MI#3YT&YTAW:T\ENM#3[$HY7?J&9-#ZLV
M+RYZC_%H47>K35^;UD6G]8Z=UD>G#5 MG/:5SQK]YRTC=.H8U1)42U$M0[4< MU02J%:A64H\G._*M:?J)M5+-0S48U!]5<5/-0 MS4>U -5"5(M0+4:U!-525,M0+4NYB@P4-J)JI9
MJ&:CFH-J+JIYJ.:C6H!J(:I%J!:C6H)J*:IEJ):CFD"U M5*2I.#IRL%G_[% M&[FKQP].&K3V&]6LZ4NWA7^^HH56=:.:BVH>JOFH%J!:B&H1JL6HEJ!:BFH9
MJN6H)E"M0+62TN0,Z:JZI^JJ[L?%LR_5;?WS8>%,W'W=U+_?[;[-6-_K%\Z7 MH/7=J&:BFH5J-JHYJ.:BFH=J/JH%J!:B6H1J,:HEJ):B6H9J.:H)5"M0K:0T
M.8*ZFO$I>T_V*5HTCFHFJEFH9J.:@VHNJGFHYJ-:@&HAJD6H%J-:@FHIJF6H MEJ.:0+4"U4I*DX.G*V*?JHO8AUX@=G%PV=1V4PZOO_FBGG9PI*!5ZJAFHYJ#
M:BZJ>:CFHUK0:O(EP./>:\-"=.8(U6)42U M1;4,U7)4$ZA6H%I):7)@=)7Q MTR,KXZ7%LL>KS(Y=.$.+YE'-1#4+U6Q4:CFHUJ M:B&J1:@6HUJ":BFJ9:B6HYI M0+52DJ3@ZN%9.UX?
RY=CZ:.W MTV=K9>J9!J<(6@J/:C.J.:CFHIJ':CZJ!:@6HEJ$:C&J):B6HEJ&:CFJ"50K M4*VD-#E%C"Y%U/7Y>?U]=?-]OKS6OJSKRWFCV=5L?C-O_NA-%+0Z']5,5+-0
MS48U!]5<5/-0S4>U -5"5(M0+4:U!-525,M0+4\AUNEU#]OZ^6F?]U,20P.&U(S4J'?V[=] MC.=9[NY#UO7+29P;HFPY1+4*U&-425$M1+4.U'-4$JA6H M5E*:?
&SO*O'/U)7X+RYE:7]J+NX7V=;7>CMU]+9I5V^E>.K6/UO.CFGGVTJVJ#Y9C+'1B M&]4<5'-1S4,U']4"5 M1+4*UN.>#?C[JO8U,@DZ*SP[X9QDO1@M;LHUJ&:CFJ"50K4*VD-#E:
MNIK],W7-ONK4S'X];'7U\)L_M<<"_V[4KLB_-WW0*GY4,U'-0C4;U1Q4HEJ):AFHYJ@E4*U"M[/LX71Q\FN1#O=$=ZM6E]O>= MCC>;NVHYJ[79:M-L>H_Q:)']^>%MYHW>
(SQ:/H]J=L][Z$LI!YW5134/U7Q4 M"U M1+6HU>2VRD;_X1VM>D>U%-4R5,M13:!:@6IEWX?IW% =W+N*]G-EX>+K MW;C4XPU -5"5(M0+4:U!-525,M0+4+)GU5B>BT-
JHYJ..BFH=J M/JH%J!:B6H1J,:HEJ):B6H9J..H)5"M0K:0T.4JZ2O=S=:5[N=S4L[MU?:GM M0^5?Z/:EGF!PRJ#5[ZAFH9J-:@ZJN:CFH9J/:@&JA:@6H5J,:@FJI:B6H5J.
M:@+5"E0K*4V.HJZ&_OR"74Y#R^=1S40U"]5L5'-0S44U#]5\5 M0+42U"-5B M5$M0+46U#-5R5!.H5J!:26ER\'05]N?J"ON!=21HW3RJF:WV=%5MW']!OX5. M;*.:@VHNJGFHYJ-
:@&HAJD6H%J-:@FHIJF6HEJ.:0+4"U4I*DS+EHBN*OU#6 M/GX,ZZ:IU]*E:8-7UM13#$T:5#-1S4(U&]4<5'-1S4,U']4"5 M1+4*U&-42 M5$M1+4.U'-4$JA6H5E*:'$9=H?
R%CJZL7:"E\JAFHIJ%:C:J.:CFHIJ':CZJ M!:@6HEJ$:C&J):B6HEJ&:CFJ"50K4*VD-#EXC"YXU&7[PU;6U-C@V"$U\^*P MCG[:O["&SFNCFH-J+JIYJ.:C6H!J(:I%J!:C6H)J*:IEJ):CFD"U
M5*2KN/ ME-/-M[INS*JI/KY?U.OK^DM]<[/19JN[9;,[W#YY5EO75]O(T=]],DY.#YZW M]'>VWO.\H[]S^Y[W]'=^W_.)_B[M>S[3W^5]SPO]7;%__K3;_(_O;ZOK.JK6
MU_/E1KNIK[9O9?1F=]'X>G[][?&'9G7[X60;T%]73;-:[!]^JZO+>KU[P?;W M5ZM5_##;H(?J_5O^S_7QW\"4$L#!!0 (':K95DQU=]6A (,$& 9 M >&PO=V]R:W-H965T$A'D-
I&TR8M4M6LVXMI+QQR!*L&,]LD[;>?;5*4K6ZBO0&????_W=GXR'9< M/,H*0*&GFC5RYE5*M5=!((L*:B)]WD*C5THN:J*T*3:!; 60M0VJ68##, YJ
M0ALOS^S8,$E#/O>G1U,S7^UN$[A9T\&"-3R8KS1V-\6<^\T"0$# IE M%(A^;>$6&#-".HW?>TUO0)K P_&+^B=;NZYE123<?<@ MF^6<*))G@N^0,-Y:S0QLJ39:)T<;][A@@7J(%
M49V@BH(TUE?>;"X5B!I9U_,Y*$*9O$!GB#9H01G3FRNS0.EDC&10[,$W/1B_ M 5Y"ZR.KZ02 M^O!_N7+LM29N+7,AKF1+"IAY^HN7(+;@Y>_?C>+PXY%,QT.FXV/JN2W\?$48
M:0J[\<] Q(4KRUXGMCKFEFUS'/E)%FP=],E GYRB1RY6'Y4>L$:I/W&SHH$5 MG6+%+E;T'ZQX8,6G6(F+%;]B)>'8QVY8,L"24[#4!>NCH@/8V U*!U!Z%/2M M
MUR2WT/7;CT56UC?^H&3@?@]#B0*\)LFY>C%,WQO^6OD?4$L# M!!0 (':K95EP[UVZ(P, +$) 9 >&PO=V]R:W-H965TR4MNIDSAH!6N\H^HC/[R!*J&A\G;V')TAPM
[0JF>!3GQE(8P5EY6O?"R?&'XP NOH7!1F+Q H1]& M'?)9OWP.F8L&OI4/CN6>3KW./ZSS#ZW?H#?_9LYS(C/*Y4X ^OIJ*970*^U;
M5YZE<=1M;#Z_"UG@#*:_KXDB#TXZ=,G0>R_[,KZ/YD=U6!0UV#0YYZ^!2D! M$-.+(*L6 07]:2#ZIRQ=!2A=8^MJVL4^C8=N,O'VS<3:05$SZ @XJH&C7N ; M)B#C&T9^P0HI?
(>6P&!-5"=E:94T :!&YY0MH/"R(VZ*8->TH7@WW5;U:A5(1%?4K+!IM%V M@<8MAK$[/.'LCSG"'-68HU[,*Y;Q'.R$%_@G7M+'2UH:#AL4_@GGJ,4Y4MO]NFC&';,7G/"T8T:-U7K$
M$_A_MB._E^@35Y@B;KOR44/J;T65:[/-!%'86I1=86%[77J-_=0<9MYAL2%, MZJZXUCK?'>EI$N7YH!PH7M@M=LF5WK#MY5:?J4"8 /U\S;FZ'YA=NSZEI;\! M4$L#!!0 (
':K95ECXDIOS 0 ,&PO=V]R:W-H965T\J^\@TA CVF2<87RD:(M[:6F\7!#4LQ5NB69_&9%68J%/&5KC6\9P5$I2A/-U/6QEN(X4Y;S)ZFF'V[)@G=+Q1#>1KX'*\WHAC0EO,M7I-
[(KYL[Y@\TQI*%*'Q$]TI+UY>S /FY(8F?\:1V"R4J8(BLL)Y(C[3O4?J M"QH5O) FO/R+]K6MKJ PYX*FM5AZD,99]8D?ZQMQ()"<;H%9"\QCP?"$8% + M!N<*AK5@>*Y@5
M&YPK&M6!\KF!2"R;GWJ5I+9B>.\.L%LR.!>-3"Z<_K9Q> M1E"UY&6\6%C@Y9S1/6*%O>05!V70E7H9)G%6Y,>]8/+;6.K$TB(LWN$B1I&? M<<%R&?N"
(YQ%R"/1.L[6Z*H(X5C$A*./Z!-FK#*_L(C <<<+?R]$O]Q:Z>/<> MO4-QAF[C))&AS^>:D X6TVAA[OW[VFC[H MUQMF#T"3=
[:YO>;3[;TV>XGW9*LB<_H!F;HY['#HIE\>Y)F4ST[*K7[Y+68J M&N@GY?89SM?R08?<># M)DT')6\ DJ96S,.$\IS)X[]^ERCD"Y+RO[LRLIHWV#UO49TO^1:'9*'(\LL)
MVQ%E^>LOQEC_K2N:(6$6),R&A#F0,!<2YD'"?$A8 1K9<^PR9YA'WWY2?:9 M=(4$?D1KV3*B"YD^= M_X_K.FK6==2[KK)#)B'F GV73T5!Y 0"V8_R7P=.NE:S%_;61QTDS(*$V9 P
M!Q+F0L(\2)@/"0N 8*V4&#8OP>)UA02*$>5,DGHO'87/%I!D*:288#@7_@.(L3')>%!N9-3@, M62XI<6W=E2>]KKPU3R!A%B3,AH0YD# 7$N9!PGQ(6 $:R74K$FHV4]JP6:0
MV0,)LR!A-B3,@82YD# /$N9#P@(@6"M[#/WYC83>6Y"N=H3A-4&K^/&@FE2U MAY&DK%2"'G1DSQ6I\Y5#-9MAM'Y6T0?F].AGG'ZWWIH1H#0;E.: TEQ0FG?N M M*X$R0-\
(9EW1X(/Z$4#1JH30#MY0IX2MRQT17$9WGHGJ+5@SVNRZN"KW&AR- M7QN7KM$Q[AF7?K6GXAE?;?&XQ4SV7!PE9"6GTM7)2$&LVC51G0BZ+=^//U A
M:%H>;@B6.5@8R.]7E(JGDV*"9N_*\E]02P,$% @ =JME6>H:>Y8E P MPPL !D !X;"]W;W)K&ULQ5;O;],P$/U73F%% M(&U-FG;],=I(L&IB$HB)BO$!
<%+KJTUQRZVTX+$'_9R;*69163(O:EM9-[M+_?>G:V;;)6^-2M$"S]S(-L].Q^[>!]PS7%K=M;@E-PH=>LV ME]DTB%Q"*#"UCH'1WP;/40A'1&G\J#B#^I,.N+N^8[_PVDG+#3-
XKL17GMG5 M-!@%D.&"%<)^5MOW6.DY=7RI$L;_PK:*C0)("V-57H$I@YS+\I_]K'S8 73[MCP#B"A#_*Z!7 7I>:)F9ES5CEB43K;:@732QN87WQJ-)#9>NBG.KZ2TGG$UF
MJ/F&.2OA4AJK"ZJ0-$_L,#5]*PF; 3)W /3F% M?)G/X-71:SARW_G(A2 ^,PDM>>$4A6FE^UVI.WY$]QS7'8A'QQ!'<;\!?GX8 M/L.T [W(PWO[\) J4)[Y>*V68<9,*90I-ZV\?B
HNR6[SOK5%O4/LB6^9C6\9:JI5 MY0J_=ZM)?4DY\)3N0MLD)U$GGH2;755ET' G:%1'[*7:KU/M'TSU4EHD RQH M:F5(E;2:KBMS3-FFHC"NRB2!I:DNJ-/Y7?
1O^&17J$$J>9(66KN&9\9@L[2# M*3RUL"V1[;EU6KMU^DR]?]JF12V1[5DTJ"T:M-_[)>5HIZW[G>%?K?\PIMOM M#)J[?U@G._Q?W2\XN^'"%[Y)X<$\GEK?
ELCV+!O5EHV>Z0B,VK2H);(JB\:U M1>/VC\#XX?7?[XS_.@,-0;T'9R#<&;'<>/N1:4K @, %P:+.D*X'78Z,Y<:J MM9^Z;I2E&C].M5%]T 6#(UY(+/?,*8]97OJ_3 DJJ!W(- K^LI"JI
MP:G*?;U60#,'*KD?!L'8+RD37CQU:_=?#J\7$RCN!/QAL]=Z8 M6$L>I?QB)[?9S OLAH!#:BP#Q;\-S(%S2X3;^*OA]%J5%K@_WK&_<[:C+8]4 MPUSR/UEFBIEWZ9$,5K3BYD%NWT-
CSX7E2R77[I=L&]G (VFEC2P;,.Z@9*+^ MIU\;/^P!D*<;$#: \'O Z > J %$S]4P:@"CYVJX: #.=+^VW3DNH8;&4R6W M1%EI9+,#YWV'1G\Q8?-D:11^98@S<0**;:@-%KD5VJ@*
<\!H0D5&WD.6,Y&3 M:QM+9AAH:R MQ"PN;'HY1:DL@9Q]D%J_(F<)&,HXCL[)QV5"SEZ\(B\($^2.<8ZL>NH;--1N MUT\;HVYJH\(?
&!61.RE,H.P4V^MM$T>#RZF_V0_*LMT(%O+EK?7)ST M30*:Y<)93G6;RT\Y3K[AQ &Q1"%8N@9811>E?JU=0NOG(.P@*(/584L;"?] MC?PFQ3DV!PBSG#E&HDV=4KV.9X^IU+-
-1O3J$CJN7O]<5EJ!RUXYK-*@2 MIKZMV]6VX[]VC>YWZS?#J_FP8SW!%T+=T#_1U\^+.ZIRZVD.*U05#"9X8E7= MLM<3(]>N)WV4!CM<-RSPE0/*"N#WE91F-[$*VG=3_]02P,$%
@ =JME M63POI6*N P @@L !D !X;"]W;W)K&ULK5;; M;N,V$/T50ET462"1K(OM)+4-.+:W&Z#9#>)N^U#T@9;&%K$4Z24I.^W7=T@I
MJB^*UVCS$O,RYPQGYF0T@ZU47W4.8,ASP84>>KDQZ]L@T&D.!=6^7(/ FZ54 M!36X5:M KQ70S($*'D2=3B\H*!/>:.#.'M5H($O#F8!'1719%%3]=0=<;H=>
MZ+TSOK6WAG\QF"K M=];$1K*0\JO=W&=#KV,?!!Q28QDH_FQ@ IQ;(GS&MYK3:UQ:X.[ZA?V#BQUC M65 -$\E_9YG)A]ZU1S)8TI*;)[G]"'4\724MM9%&#\04% M$]4O?:[SL - GG9
5 .B0T#R"B"N ?&Y'I(:D)SKH5L#7.A!%;M+W)0:.AHH MN27*6B.;7;CL.S3FBPFKD[E1>,L09T934&Q#;;'(O=!&E:@!HPD5&?D(V8J)
M%1G;6C+#0),K,D>A9B4'(I=XD99%R:F!C'PV.2@RD06J-;QM^

9_] M9^][R8@;H<:.+WZ%;_QYI7*,9&Z/8HC1T@9HT\C657))/V'-1L[_2 M9_+'$]X2[#-;JK(_VX12/25I?XIMW;=Z35,8>JAV#6H#WNC'"\)>YZ>V*KTE MV?0MR69O1+97SZ2I9W**?
70'V%R$K=&"<-N9;;FH_%SOO.XJ/(IS MP_9,])I,],[,!*=:LR5SN.@XX/ZS9I,4J.!-!B%$9^=!!X MFU7'OVF/O-]$WC\9.7X/OJ/S_I'RKD(_.0CSV AU?EC;3L.5\B@-F-0_^2U]-IP]487/0A,,2
M777\/NI151-?M3%R[4::A30X(+EECD,R*&N]TLIS&PO=V]R:W-H965T;:\T2VAA(+ MEVV JC=+QDLL59&O/+'A@',-*@LO]/W8*S&ASF2DZ^[X9,2VLB 4[C@2V[+$ M_,
<4"K8?.X'S5'%/5FM957B3T0:O8 'R87/'5!O3AX1E57'AG[6A4^Y6/'KUH$!62RHL#J;P1R/7:&#LIAB;>%O&?[WZ#I4%3Q9:P0^A?MFUC? M0=E62%8V8-6"DM#Z'W]OA#@ !/U7
&$#"$\!T2N 7@/HO3=#OP'TWYLA:@#1 M>S/$#2#6VM=B::7G6.+)B+,]XE6T8JL>M%T:K00FM!I9"\G56Z)PJ!$0JZ*#XLYNOAPB3X@ M0M$M*8H*//*D:E?%[F5-
&V9U&\)7VM!#MXS*M4)S2$WX)-N_%4'WE-ZM**$ M3Z),PT["FPUW41#\@D(_#$W]Z88O8..B<*CA?0-_@YXS]?PGDF-_Y<]_<_9 MC[3LM0.LI_EZ;PVPF^S;E@BBYY._?
E=UZ).$4OQM:.*TINR;*:O)]EIL< 9C M1\VF O@.G,G//P6Q_ZO)+)MDUH3!_5PK-;!W208>;M# SMSGVN@3;+$)EEJ MB>S(P*@U,.HT<(;%&F5J]B8Y<+T(F+RJ.>)#J_QHX$8G?
G6F.M!RX_6/#YX:H07 Z+)*74?TXM_QB$[M6)7J:H M@3L\TAJ@P<$.S7L-6KV&G7G]P3 6N]_X94U.X2;A.BG.%J\D&
M!]WP3T1[,R)Y,R+MBC@2ZJH5ZJI[WE0;3ZZ$VN("%42M@0(07G$ =?@RJ];) M=ZYJ-LGF-LD2FV2I);(CAP/_^83DV]_!-IR6?+;*-K?*EEAE2VVQ'7M],2_*/WA*A#7#"&ULM9E=;]LV
M%(;_"N$50PO4LBC)MI+9!E(+W0*DF-$LW<6P"UHZMHE*HDK2=O+O1\J*;%D* M4V-,+F)]\+PD'Y&'KZC)GO'O8@,@T6.6YF+:VTA97 \&(MY 1H3#"LC5G17C M&9'JE*\'HN!
DC(H2P>>ZXX&&:%Y;S8IKRWX;,*V,J4Y+#@2VRPC_.D3I&P_M[>'>\X6O=+V1^L)@-BG(&NY!/A0+KLX&M4I",\@%93GBL)KV;O!UY/DZH"SQ
MC<)>G!PCW94E8]_UR6TR[;FZ19!"++4$43\[F$.::B75CA^5:*^N4P>>'C^K M?RX[KSJS) +F+/V;)G(S[84]E,"*;%/YE>W_@*I#0ZT7LU24_]&^*NOV4+P5
MDF55L&I!1O/#+WFL0)P$X."% **\'XVP*\"_)\-"*J H"1SZ$K)(2*2S":< M[1'7I96:/BAAEM&J^S37S_U>1_C<"X/ MA8.\L P/.L(C.@$'0K MZ#QP+0H2P[2G)KH OH/>[-=?
\,C]K8N.3;'(DEB#G%^3\TWJL]\92_9J%'41 M,T9>2NP@-BK%=-;*HJ.4.W;&=:E&'X.ZCX&QC_=LJR;60TXE M)%W]-$9?VD^;8I$EL0:U84UM:)Q3=0HKTY.@Y7KRSYVZAFXE9.+?
+I1#FRAM MBD66Q!HH1S7*D7$ SHG8H%CE:9H +]>"+G:CUMC'[G!\/D7FQJHNI6))K$%E M7%,9&ZDLMCS>*&^!"DYCZ")RB]?(V*LYE(BEL0:1,*:2/B_E['0Y@RS*199
M$FN0NZK)7;T^P[1]BO4!*'X[DD(N.YW156M8A6HENCK].QMAQLHOY61)K,$) MNT=CZAI)W<2Q6@[5*.,0@Z*T3*';/KH=DR]LS3US;9>BL:769'-BVK&1S6V^ M4V.&B85Z)]&3
MC,D-ME)R&_/,NP[WCDDFU8\LJ76A'1TX]ALQV]S2?(U58G'-'2" MUM 9!>=IV5S1Q5C>PFWCH]W&1@MJ?!.K0AL3"8?G-*SZ95MJ31I'QXS-EOF.
MY>N^!)Y5R<8P4D:M*31V@G,V5EVS+;4FFZ-OQF;C_!>3)*V(U&:Q$TV'@1X& M8\<_IV/50=M2:](Y>FAL-M&G&VCDL('6::2Q52=M52VRI=9$>#33V.RF:X]8
MD"=M$#OQM5UT'^/0:64EJ][9EEISE_%HGKU7S3/?0H+2TS'6,D0G=SLW(MO. MNH^#T#E?WTUI[96D>P J[WN"5Y?!50VVQ@FXWVG^402NME[S5&;6O='X_/
=G=IGX+;^T=O;5G]M:'52]M9_=. M/.V-Y'X07K6RD[G.BPE9-=:#D\]/^F/A%\+7-!OC\\/WM<")9 M47Z16C(I658>;H DP'4!=7_%F'P^T1^YZJ^@L_\ 4$L#!!0 (':K95D M)?Y-HP, $00 9
>&PO=V]R:W-H965T@U@R/=<%'H6K(TIK\-0IVO(F;Z0)13X9BE5 MS@QVU2K4I0*6.:-!GXQ%=K8P?"9%JR%3R">2H?%/;"%B7C.12:RX(H6,Z"&WI]&\?6P,WXS&&K
M=]K$AK*0\JOMW&>S(+*,0$!J+ 3#QP;F((1%0A[?&M"@]6D-=]LOZ.]=\!C, M@FF82_&%9V8]"R8!R6#)*F$^R>T': (:6KQ4"NU^R;:9&P4DK;21>6.,#')> MU$_VO5F('0,,M-
\@;@S<0H2U(\?RCAF63)7<$F5G(YIMN%"=-9+CA=V51Z/P M+4<[D]Q6&D>T)G.9+WC![%)I\CMYQ.W/*@%$+LE-^JWB"C)R7QA6K/@"AV^T
M!J/)V1T8QH4^MR:R*C+R5'"#4]\17I"/7 B+-PT-4K4.P[2A=5O3BM^@=5.J M"T+I;R2.XI@\/=Z1LW?G/*$&&D;;MR&&SO=V[XG 8Y;A M]K>YPERN]%&K\<8.S]X?
F^1R,IZ&FQX2PY;TOBOL S61/Y7Q1JM.$.A7@4 M]U,8M11&7@I_2<-$GZ_1JW!'@ZM^7^/6U]CO2[$,[VF\PT-CFP7+H3=.+\R! M23QI24Z.?
^HF)R!\U1*^.O6I\SN@T=Y31Z/N"H^.?.X:P!\RL3\/Z8Z04"^+ MN1,K4*C5HI:1-2_[O7N!#MQ:VDD /8$&T%.(.U4@)YN7BD(2D*]=_[F8@+) MI%C=((>5 L!"YPT>7L
#MSGNM"6.3O#![-6K0SEW2A3[E>@(J;G' QWNS&ULM9K;;N,V$(9?MA5"+8A=(HX/MQ$EM XFEHELTA1'W<%'T@I9HBX@D:DG*SA9]^)*4K(.K:&U@
MDHM8I_F&FE*:Y2139[;,IUBJ M7;ZS1X]S8*:9M9B98RN^F+%")C0C*XY$D::8?WDD"3O,+=[[B:L^N*1%-228HRQ GV[GUX-X'GJ,-S!5_4'(0 MK6VD;V7#V(O>^13-
+4>WB"0DE!J!U<^>+$F2:))JQ^<*:M4^M6%[^TC_T=R\ MNID-%F3)DC]I)..Y-;501+:X2.0S._Q$JAN::%[($F'^HT-UK6.AL!"2I96Q M:D%*L_(7OU:!:!DH3K^!5QEXIP;C-PQ&E<U>H?(-

*Q93^UV!2&9A;M\|M[-X'S ML<2+&6<'Q/75BJ8W3/2-M8H7S?2#LI99$S&RI7.@+!,#"/98X[PW<'7IBF8P%"K*(1%U[6S6M;I]W;-^C-PA< MD_P:>=,KY#G>N*<]RV%SGX37:.08\U&/N7^.}]+YP4 M!'V@&8I8DF N4$YXV:4^]NE4NK&G+G1BWR^<:\=Q9_:^+$LN9-VH$Y".>CYTF<9 M$A8 P3H1OZDC?C,<<3VF"B096ATCOR:<H>D,IDE'&TPES2D.98TFR'FH!?? MY*,^+08]7IJ"(&$^)"P @G5DNZUENX4<%&XA%8&$^9"P C6461:*S*]9%! M=2+CNH>IU]A0#0KJK'K-1P2'<9G,3M-1 MNUJ1N_?,+/G&^M"L-N+I4!E.97M-MV+W"/ ,IG5XC6A,]UV$>_8N>:.;$;3(NV59]#YQ?) MTGQ06@<7>PV%#7EV:*$[.-Q_-Q8H:LR32>2PD MF<0{HCL;>56[5.-_SMM KU:@$W=0FE_17*\SV)P.-5 ^NQHTDW)W>%8.D>+P MZYLI#G*.O02E^:"T (K6E;&I +@3T!0'.1-?@M)\4%H 1>OJTM0)W.%" 42* M RT,@-+\BG:2XKS3%/<>@M0R6RCLE?=GR)49)&RR(_4$L#!!0 (':K95DZ>PSG/0L -)_ 9 M>&PO=VJR:W-H965T@<%O/CESK$%&V%MCKO;B87K:V0ST>) M;TCQ>W6X?$RS[_F*XG627_560FPN!H-\MN)QF/?3##4_D;09I%H=":5HK7 4WL<'_B,$IZUY?EMIOL^C+=B8V4<]N,Y-LX#K/G3WR=/E[U MK-[+AF_190F)..+JJ'YZX*-R<IE MB7]%_#%O?:",%KMRGZ??BRY?Y56]8M(BO^4P4B%##^]_|_6Z(,EV_%9#>[N8 M1<7FYQ[LQ]F//:Z!?7:"Y65[UIC\SY(MRNQ;?TD?%ZAT8%,Y:N_)?M\EB7':),(;)N+-*XKRQ,$45+]'S[5!Z)1P7)?]6#7%>S]"J-7*CAU!>?4"FY= MP3VU2:.ZPFBO@OU:A'%=87QJA$E=87)]A6E=85KV;M4=95]ZH0BO+[/TD61% M:4DK/12"$<O++HR20KNW(I._C60]<7TKTMGW#Y]D[_)YS26?Q)Y6(KJ_EG MF&5AH2SRSN,BC-;Y>[GU[M8C[WYZ3WXB44*^1NNU+)Q?#H1L2T$Y^M?PF3A667O8=C3,M6_YQAC-CF,W)K_^02/)%\#C_=\O^?*KBN^WQB\GJ(M^$,W[5D[-1SK,'WKO^MZU^L\?!O;/)"PCPDS$?"*!(6(&$,!-.TZNZTZIKN>4-9DV5\]?BLQRS[WG" M%Y%XWZ9 ({6K1$PKX*-2UAQWO5P/>Z/+@@6'9J7O3S&9F%FTB$;Y(70T].ZG!S(DJA MR6(KMADG49YOPV0F^U].SU6Y5@48PW95 !+F5;!1HT_.G6'QLZ<"9%!Z8M M&92!8)PQCMAC8W"^GE3C!8Y"1_DB5UXO^.EB)9RAA-GA"=SDB{(AF=1.C^F M)&.>"YB))EK9DV MG1@1776"A'E(F(^$4?.1%ZN,\[;S&V0;& BF:6NZT];4K*WE,N/+4,AY+1%9 ME.31C#R$ZRTOAJ>T'L+2K>\Q/5PY[X-HORDI 1 MZ2D1 V1$!HD)I2K*&*DTV-&K)CS?K])ES4BVYJM.G-I&8.5U5]5Y4)H+8#2&(JF:Z^1HK7>.*-5-P E6B3-@])*(U":0&4QE T7;2t'V$JW]/TE-F;&= MI8BD>36MN;C;7TO619H3X\$9%FWA[*6=0&A;.N#_=RTRA]D[O8I4HMXRY36U<MVM3C3:B&I#/9^[D@22K(,QSRMM;YL3]T;.X)$T*RTC^.BR& MHA];*I!3^U":5],T34S[P_/FS[Y"H*E^ZS#?7ZO! ;0!#$73%:AR_Y8Y^=]4 MH#;<-&383/B?D05+?B>?5Q%?$/^)MS[;E->_+Q;1C&>MNH.Z!U":;Z7Y4!]%T@(HC:%HNCJ5>V#;,[RVM:$^_Y3F M06D^E$:AM !*8RB.++EKEA]AF/^3$61KJ<$!I'I3F0VFTIFFS]*1UFCZQ($.UM3Y>+6&/WGIRA,H=4)I'I?E0&H72-BB-H6BZ.)?,89MO6/C1Q+$9VUF*4 ^CIC63 MA!^L@RL*ZE+,+4K3?G5[RLO/_MU/=9U)M70KU]T"TJC4%H I3&439>9\BOL/X%?86Y#YZ$(ZE?8AW:!Y1Y< M0@Z-24^*&4!C,A1-UYER)>P_L2MA;EMG_4%="2C-A]+HD3ZURD-.W!=3PG9? M-26@[6(HFOZ8!&5*. A3P@SI*CHHS8/2?"B-.B>:$M"H##$73):5,"<=L2ARF M1,COY*L<[>)M+#_90]LB-[=WD)1>JJJ@5@24YD%I/I1&H;0 2F,HFJY)944X M;VU%.% K DKSH#0?2J-06@"E,11-%VWC&48(*\(,Z2P\[*.(L,\BPCZ,Z-!A ML$#C:{1_J1XT*D/1=$DIN\(QVQ4G+5WD>)BW+:6K-7-9KGZRR$QN+Y8SLHA< MI[2J$^I\0&E>3;/LA@3V;P6#1]0G1 R@$1F*INM-N12. ^1:+}G/!\.GT5":#Z51*"V TAB*IFM2F1#.6]]RX4#M"BC-@])*(U":0&4QE T7,3* M0G&.W'+Q?Y^XH?=]0&E>3=.FT?U'[D CTA,B!M"(##$73]:.\%,?LI13/827^M;]M(/),O22&7XOK1FW78^KP4,ZRS6*"F")3F0VD42@N@-(:BZ0)4)HMS_M:S M--1)@=(*,V"TBB4%D!1#$73'^2KW!37[*:\-DN?D60;W_.LF'W#^;Q\V(%Z M!&RX%:LT*XSG8X_I-(?O*EFVQ9T8M=@3'C2L#Z51*"V TAB*IJM1&3&NV8AY M\5P:Y%W_HK!L7C#nCl)S<,RDYD997YK3**6K$U#0]=$_'^V+#=]PO0&D2@N&@ M-(:BZ6)3#HMK?E34J==XF3&=-65N5.7]MTVPT&;X4!J%T@(HC:%HNLJ4)>*: M+9'7ER7*8VY5'=0D@=(*,V"TBB4%D!1#$73I=AX:X/[Q@L4%^J=0&D>E.9# M:11*"Z TAJ+IHE5^C&OV8W!O##'ZBQ.J#$##I?E0&H72 BB-N8=OT*C6@VI! MJ.M.>2ZN^<8^[Q=^8&M*H,Z*5"\Z7Y4!J%T@(HC:%HNA25D^).WGK>AEHG M4)H'I?E0&H72 BB-H6BZ:)4=XYKM&."\#,5J:EISQIBTIQ"A+@R41J&T $IC M*)JN.^7"N.:,(NSA<%(_6N:X"VAF=986U%"!TGPHC4)I 93&4#3]Q7G*4!D-.MWWBR'D$M%2C-@])*(U":0&4QE T7,3*=QF9?1?<9&T.U%FOE%,YZV-W7,%M&4L%KOI'AAOV);&U6O4"^^B+23?DZ\OM4B#0N/ZYX M..=944#^?I&FXN5+5>.QS,Z7NW/]7U!+ P04 "!VJV59UOW0A(H# @ M# &0'AL+W=O4JI1B)@K-608K2521IE3^7 (7Q[D3.*<'W]ENK\T#,S'+ MZ0[6H[/*5Q)77NTE82EDBHF,2-C.G;O@=AE$QL#N^)O!49W=$Q/*1HA'L_B2 MS!W?, (.L38N*%X.<^<&T_(XY_*J5-C&L/S^Y/W3S9X#&9#%=P+_H,E>C]W M)@Y)8$L+KK^+XY]0!30R_F+!E?U/CM5>WR%QH;1(*V-DD++LO-*G*A%G!NBG MW2"L#$++NP2R+#}031,-!]"4>$!>$DWXYL\4V198.3=LMS.=>ZMR-M&L/ M8'7*.KUMBZ%$F5@4(Q:'1>A.9MZAA=JHIC;JI/99TLP01Q?(OANT(TCH OKF*O.XQAVW80I.ID7P<4MXU X^J<$GOW\. #N\ISF8MM)R#L)W4M"8U[44*RLS0#82?))#6](!6XTW92@=]HJJ_9SR>IO/E5*LO>M'K9 M*F/^_]#NP=DG(?CO&KY0B5F6N6U-,85F@J3.QFIXZG?_%WIB"IL.(>]E:-'MI=*9^<8V]0XC=WBMY(V"!YU2_%P7>A 9M!")1FXTND*D$>V@6[6?BT0/)L-+ M)H.1.QQ>(=)(=-"MT3T%HP?#44NN_-"-KGQ$@D;+@VXQ[RD?B>"'<2O42S>CR MN$]1X<-_L/3.AK84Y.Z.IHK$HLAT-,_53^OQ]ZX<^IKMY>5\]0^4VIR(&ULM9I=;Z,X%(,_BL6N5C/2E]+OKI)1#:9[NV%(.I1.]O<-('XO<_&/L]U.,]H:]LC3$';VF2L8FUYGQS[3@L7.,4,9ML M<"9^61*:(BX.ZEB0-=M^^D*,ZLZ3@_]T"G8[+E29SA!PK8-DT1 M?;_%"=E/+,\ZG'B,5VLN3SC3\0:M\+5I\T#%4=.I1+%*OXMQ2U MJIPR\/C[0?TN[[SHS MB>$:27W'$UQ-K:($(+]$VX8]D_5B%)6/X7 M[,NVK@7"+>,D+8/%%.1Q5GRBMQ+$48 7?! RP#8#.A]$."7 ?ZY&8(R(,C)M%%W).-?P<.8&M$ M,3M\Q!FXCY-$:+&QP\6ERH1.6%[6K+@L^,%EC<]R?B:@9]9A",UWA%=K/H) M#_VA5K!._QB SC\ : +@[;RT&8'SW%H_[-PWU-;_SJKOFY7O"!' MWB-FG,8A%S?M^,Y\>UP\L>\MEW>KE9-SRS7;H!!/+#%Y,$QVK\^\9O7=_]L M0V52;&Y(3,$85!B#7-W_&-.K0U78!*72;&Y(3$%5Z_"U=..NEN\BK,LSE9R M1MA@&L(?!./>?'MXX[K6!?D(78,!>3Z]ENZMN\L;,[YF,HH<*G7_'I;_G\ M15$FTG)9"N^5BL2K497)/T3)*X-&T@,)520#"HD RV2GV^,F'Z*1*O1% X20QD5)*,*R4@_3+++H_#E% M*]45S>B,.<500H6,Y84&S=4N4K]RXZ5IVF=IL**@WR: <+M87"'8@>]+% M,:!*84.DC*K-3:FI4(]EI2PB28(HDZ>*(=@Z O7BG<&6#MT]&H2>&5Y$, MX^WM>O9P4#54:<":!CQ[X3J3@%:P,X%"3=9(=<]@SPZ:ML] M0UDH*M9.H(PZ[U)-!14,[*#?!'4)6^W5OMK3^M#C>)Y,3$8==ZFF8AH,,;1=R1BUVJ?,Y7'0)G^W51MO3. ^T'3/-7 M7^N)Q!(O<*;2B,6JUC:K-3:FI &M;[@V^5OEZ1KVX4;6Y*36566W;/;UO_T+Y MJU?L3//4Q[NVWWPR+^'CO=K(>WHG?UX-K!?IS.74Q)]6P:92JF\?:QIAO59G.-+#E80];>"[APV'MPZ%_H9(8&K7C1M7FIM14J+5GAWK/_O]*8KUX M9[!!BPT=>'9OU!R(;0U'KNT&[34QK+TYU'OS[C6Q7K S@EY++#=,;/:.\$P26L M.*RM.-1;\2_4Q'K%SJ#ZIZ @'-JPZ0!,155!U98;ZE^%=ZZ}]7]=,0U:,/5< M>] TD*,2]HAJEPWU+MM$3:Q/T9G<\-S)Z!+6&];&<7>HJ M#_V%5!!OT3K9<,@IQ MQL7ZV,JH$/,@ZIJ':]]F^IR=E[A+F"'_-&^WH3?[!&-P$X\B"*9*X98ZW_+ M]3(^>,=B$+;,^-]SH2W)3:@4NYVB72(KI*M]MPT!(MADO-HQ49ZL=/3?Y/A:G M;EYL!I'5)@%!A*\%*%B$A&S"BUVV!0'G&SR/2Y?]VFLG+0_,X%2)>YI,;!P,TAQR=;"SM3V.U9Z>B[?0@GC M?V%;Q48!+-;&]KP"$X.7CG M!)U.;5O'Y^\N\DJ_V@^WYL=[YH6I_MCI_6.7'TOFQV?FA*N3JQ0^;(:25)WZX MJ?@EN6XS.7?P7)B"+7C+TV5^1_+)NK8K>O8/94]F7'S M>+[4B,"#A"YQ:?3@B;Q39K+1.UR([G<9-$K:@;C\+-OIJ_AAWP[-4\>R=Y?GTJ MZ-PCAXAD#+A"YA&=DVIPU$3V=]5U[/EU M7.^&]$&O%0V/1(5[%U>.>N7OL5)[< EI8Q-.UK3NKS;RXY5A;\>'Y2ER]8W;WH.H78!]'VIE-UUW 3U M ROY U!+ P04 "!VJV59M][V[]0# #8$P &@'AL+W=OZDGG"GXQQO80GR4[[@:.N16*&N2 M 16$4<1A,W'>^P^Q'V@%(_&9P%&.Z6_ANB(NPQ-,Q9T?$M;1"TP^&?:.M^")4)\I25FY6OP+2XI_>$DUVL(J14*#&U[C51>4%BCN8H&M)ZN]<.7:HDH(B))F=AS0'_^H6301PF9^K5M50H3_783NAH^B!PG,%4N1/ M#^!,?_W%'WJ_M87&)EAD$RRV!%-+4[^*4[\+O8I3+=FN8VP2*;8+$EL%I0AE50AC^_' UMQLDF6&03 M+++8$5HO3716GN\Z/9P$\T9^,*CI0'C+$:[3E3 B4X^>VJ'0"WAH5FV!1->8'M'87*DKT:UZ.*Z]&U7*NS<[)K({[<3X59R;8)%H^_)}7I>V.#7DLD:O_<5O_>= M_,Y9EF/Z_%K4-U?)}JM16EZ9JDQ#E)G%ICRUL#<]SJ=?<9:.^0B;Z7"7O#!FMM M,J-*ID:&[[W<&;P?V!?5Z4+=X=0-C5[<)KOQ;TU&JVB15;38%EH]4F>W.__G M,Y:E#5O1LHD6646+;:'5HQ6\1"OX'\M,:,O>0P:..M,JU"B]48M00[=O5)\6 M(;]1:MRS3D4&?&M:1-K=/97%C;2:K=I0[TWSI3$_\Q_F?LM\I-M6IC/R E_T MO!XQWQ)UTEAHTQY03MUB.5%&ZD82);/LF*2]%02P,$% @ =JME6;X_KR-'_P M H !H !X;"JW;W)K;%K:-!+2C05I&"(;=MA]$\F.2VC7#LCNU2V%_UTF:21-3H5UXH+%SSKDYU]?VG6R%?%0K $V>"\;5 MU%EIOJ[S/)6NH*#*%6O@^&8A9$$U#N?24VL)-"M)!?-"WX^]@N;<22;EW(U,M)F*C6<{A1A*U%0H7RZ B>W4"9S=Q<V^7&DSX263-5W"'>C[]8W$D=>H9'D! M7.6"$PF+J7,>G,U'!E\"_LYAJUK/Q@4AY$.+1#*ZRJ>.;#P(&J38*%'^>X!.4(8 M,T+X&3]K3:<):8CMYYWZY{([>GF@"BX%^R?/]&KJC!V2P8)NF+X5VR]0^QD: MO50P5?XGVPH[C!V2;I0614W&+RAR7OW2YSH/+0+]V EA30B[A,$KA*@F1&^-_M,*@)@[=&&-.:$TKI7>2|3-Z..)A,IMD0:-*J9AS+[)1OSE7-3)W=:XML<>3KY M*O@)%IVD.N=+\I=0BAS-0-..FYLASO,%^%!P3M8NR0CU&OA= E<\%060H_DS'D4* MCLGW\P>E)6[H'[9UKY0'=F5SR)VI-4UAZN IID ^@9/\]&2(&_3]M27]/L=E[MBLW?26QO>0;-\@P.J2>W0%^G+V2$\HQLN-P-\9+ 8Y#C*2$E\/2%'#'(;,-\;#R=3M#;'E<"X%35PHX[%/L9W1QV+?4S4Q;Q;@7]B3PW6"I T5MA:@LFE!19$;=XS:4'$KXI[546-U M=-#]-Z$!(WSO/C(%;;,A=<,.Y9MJ&"UH4EBO4:-],Q[!%*1SU#'NM:[@ MN2S['T52L>&Z.HV;V:,%.B\[B\[\17!V&5CF9]B251W4;_FJG[NF&ULK5;1;MHP%/T5*ZNF3MH()"%K&40JA&U]Z%:5=7N8]F"2&V+5L9EM MH-O7SW9"\B6E=..%Q,X]Y_C<:^S;7W%Q)W, A>X+RN3R96:]UQ7)CD46+;X M')C^DG%18*6'8N,*N0"<6E!!7:_=#MT"^{9}?3MW+:(^7RA*&%P+)!=%@<6O M(5"^&C@=9SUQ0V:Y,A-NU)_C&4Q W M!GPEL)(;[\@XF7)^9P:7ZG4D@:X^,YF M?V^]:RJ3+&'$Z3>2JGS@G#DHA0POJ+KA]X]0^>:D:OH13.7_1JHP-/0^K_*P =\S0"O G@/ <$C +\"^(H1-$&+HBE.H2R[ZKM+YA<9-*:UAJ>8]H^>B*,Y5+ M-&8H WX>#_^?_>U;YK\[[;_-#;2SB!>0MY9Z^1U_:"AO6,#H#[;00WF^S\ MG_KXGJ6WDN'7.\&W?/Z3.P%1"-4RX4]/UB*I70?^0<M)S:!P]!DF02S!B5Z^Z(3M=TW)/B99?$RR\9'(MLH2U&4)]K%'GU4. BE=E2DP MR(AJJD-)$5H*>S6 M'KM[/7X07$JT8 (2/F/D-Z1/&2[YSC87<=[R'SC>*_K<#76(XOA(BEM)#.LD MAGN3>/M(^1#*L++7]8*F\>9OJ 1V(4;8UY4#QN;VWIUSI+L"^YKH3!&$"]/>,<[4> M&(&ZMX5^_%!+ P04 "!VJV593)V!9:,2 9,P$ &@ 'AL+W=O#X^ LDO9+Y\'>$+(^RXG)#R_G_W>^/&;Y MS^)>B%+YM9BGQ=>C^[)G)(D[2H\LOZ]NB_/)+MBKG22JB7"E6BT6?;X]4@]>KGA M>W)W7]8WG%Q^6<9WXH?7=R:LR2Q8B+9(L57)Q^_7HF_HY.AW5],W M^%LB'HN-KY7ZH=QDV<_Z&WOV]6A0;Y&8BVE9$W"UOP=Q+>,S6JJVXX\&/7]= MLQZX^?6+,JP?:/5@;N)"7&?S_T]FY?W7H_,C929NX]6\)X]6)Y0)/:FV;S M8OU?Y,&Y[^(:F:Z*,ELT@ZLM6"3I_C7\T3L3%@-.PQ8-@,&&X/4'<,# M1OL.&#<+#QOMNTJ09,-EWP&DSX'3?33IK\IQOM5#'.P:<-P/.MP9,=LUPT0RX MV-ZDTUT[;O"RP;[SJ&^[NPW>WOG+"^[6]W>WSL?NOJRP]4W>WS7_E!?=KFZ MO<]'.X>\[']3US5[?N6$ONUU=[_>3YQ?)^A6FQ65\^27/'I6\OG_EU5^L7Z,K M\=4+*TGK1/E1YM5/DVI<>7F=+19)645$62AQ.E.NL[1,TCN13A-1*+]HHHR3 M>?'G+R=E-5D]Y&3:P,8S/-P!JXI?4?>%HJL9;\O'C]X;[\K^7TC&GU1/ MTNLS-7QYIJZ&4M!9IM;W:RMWB93D??,X>PQQ^NOP(=]UO^7]AX]:3%=[D0B_]?6B?[7I^AH;*-%LLY]6Q^T)>D:OH13.7_1JHP-/0^K_*P =\S0"O G@/ <$C +\"^(H1-$&+HBE.H2R[ZKM+YA<9-*:UAJ>8]H^>B*,Y5+ M-&8H WX>#_^?_>U;YK\[[;_-#;2SB!>0MY9Z^1U_:"AO6,#H#[;00WF^S\ MG_KXGJ6WDN'7.\&W?/Z3.P%1"-4RX4]/UB*I70?^0<M)S:!P]!DF02S!B5Z^Z(3M=TW)/B99?$RR\9'(MLH2U&4)]K%'GU4. BE=E2DP MR(AJJD-)$5H*>S6 M'KM[/7X07$JT8 (2/F/D-Z1/&2[YSC87<=[R'SC>*_K<#76(XOA(BEM)#.LD MAGN3>/M(^1#*L++7]8*F\>9OJ 1V(4;8UY4#QN;VWIUSI+L"^YKH3!&$"]/>,<[4> M&(&ZMX5^_%!+ P04 "!VJV593)V!9:,2 9,P$ &@ 'AL+W=O#X^ LDO9+Y\'>$+(^RXG)#R_G_W>^/&;Y MS^)>B%+YM9BGQ=>C^[)G)(D[2H\LOZ]NB_/)+MBKG22JB7"E6BT6?;X]4@]>KGA M>W)W7]8WG%Q^6<9WXH?7=R:LR2Q8B+9(L57)Q^_7HF_HY.AW5],W M^%LB'HN-KY7ZH=QDV<_Z&WOV]6A0;Y&8BVE9$W"UOP=Q+>,S6JJVXX\&/7]= MLQZX^?6+,JP?:/5@;N)"7&?S_T]FY?W7H_,C929NX]6\)X]6)Y0)/:FV;S M8OU?Y,&Y[^(:F:Z*,ELT@ZLM6"3I_C7\T3L3%@-.PQ8-@,&&X/4'<,# M1OL.&#<+#QOMNTJ09,-EWP&DSX'3?33IK\IQOM5#'.P:<-P/.MP9,=LUPT0RX MV-ZDTUT[;O"RP;[SJ&^[NPW>WOG+"^[6]W>WSL?NOJRP]4W>WS7_E!?=KFZ MO<]'.X>\[']3US5[?N6$ONUU=[_>3YQ?)^A6FQ65\^27/'I6\OG_EU5^L7Z,K M\=4+*TGK1/E1YM5/DVI<>7F=+19)645$62AQ.E.NL[1,TCN13A-1*+]HHHR3 M>?'G+R=E-5D]Y&3:P,8S/-P!JXI?4?>%HJL9;\O'C]X;[\K^7TC&GU1/ MTNLS-7QYIJZ&4M!9IM;W:R MWB93D??,X>PQQ^NOP(=]UO^7]AX]:3%=[D0B_]?6B?[7I^AH;*-%LLY]6Q^T)>D:OH13.7_1JHP-/0^K_*P =\S0"O G@/ <$C +\"^(H1-$&+HBE.H2R[ZKM+YA<9-*:UAJ>8]H^>B*,Y5+ M-&8H WX>#_^?_>U;YK\[[;_-#;2SB!>0MY9Z^1U_:"AO6,#H#[;00WF^S\ MG_KXGJ6WDN'7.\&W?/Z3.P%1"-4RX4]/UB*I70?^0<M)S:!P]!DF02S!B5Z^Z(3M=TW)/B99?$RR\9'(MLH2U&4)]K%'GU4. BE=E2DP MR(AJJD-)$5H*>S6 M'KM[/7X07$JT8 (2/F/D-Z1/&2[YSC87<=[R'SC>*_K<#76(XOA(BEM)#.LD MAGN3>/M(^1#*L++7]8*F\>9OJ 1V(4;8UY4#QN;VWIUSI+L"^YKH3!&$"]/>,<[4> M&(&ZMX5^_%!+ P04 "!VJV593)V!9:,2 9,P$ &@ 'AL+W=O#X^ LDO9+Y\'>$+(^RXG)#R_G_W>^/&;Y MS^)>B%+YM9BGQ=>C^[)G)(D[2H\LOZ]NB_/)+MBKG22JB7"E6BT6?;X]4@]>KGA M>W)W7]8WG%Q^6<9WXH?7=R:LR2Q8B+9(L57)Q^_7HF_HY.AW5],W M^%LB'HN-KY7ZH=QDV<_Z&WOV]6A0;Y&8BVE9$W"UOP=Q+>,S6JJVXX\&/7]= MLQZX^?6+,JP?:/5@;N)"7&?S_T]FY?W7H_,C929NX]6\)X]6)Y0)/:FV;S M8OU?Y,&Y[^(:F:Z*,ELT@ZLM6"3I_C7\T3L3%@-.PQ8-@,&&X/4'<,# M1OL.&#<+#QOMNTJ09,-EWP&DSX'3?33IK\IQOM5#'.P:<-P/.MP9,=LUPT0RX MV-ZDTUT[;O"RP;[SJ&^[NPW>WOG+"^[6]W>WSL?NOJRP]4W>WS7_E!?=KFZ MO<]'.X>\[']3US5[?N6$ONUU=[_>3YQ?)^A6FQ65\^27/'I6\OG_EU5^L7Z,K M\=4+*TGK1/E1YM5/DVI<>7F=+19)645$62AQ.E.NL[1,TCN13A-1*+]HHHR3 M>?'G+R=E-5D]Y&3:P,8S/-P!JXI?4?>%HJL9;\O'C]X;[\K^7TC&GU1/ MTNLS-7QYIJZ&4M!9IM;W:R MU3Q4[U$M0+40U2)*ZT35J&UV&,F;'?J6I54Z1>+YPD=>4DHN?"2W#TTJ5--0 M34U -5"5(LHK9M_;:O&2/W M>H((:9 -0W5 M=%0S4,U$-0O5;%1S4,U%-0_5?%0+4"U$M8C2N@$X,-0_LD,WXK*+%LE:?>1 M^A&#/$_DR5>X>G'UH(\7HI27C1]UUGHY.:*":B6H6JMFHYT:BVH>JOFH\J!:MB&HH1I74#K>Y:&,G+F7<$6I+N$6EH>P2J:8VV6D7YV&&6D7YV&&6D7YV&&

&.!DDFFAH.7#.@XY^4.@^$#]TQX6PB&; 2 MDC*^,L-=&)AF/),.TA>/-M*!D>+1P!W3@^NJTDF9R&09VT0POY/J]"U@W0.# MC//:8-2K#K=2[4\UNXZ7Q/-K27 M26M%RRH2=5,;JH&QG1 OZUFM-NRX8MTG9P]9.K30J@=7)WG.5Q\YFXF4FN3W#C@:D#7/F6>2/>IH4"I3/4"EZSQ0J=BT/?)3 MDOR.+M6ZG)8)[KE[A)[_I3S/J*"2\+9I7? N',LO=AST7LMR>5?9-FSU6.TD M#MWDY3&8#(_!Y%'49/\83$9'8++W:G?-YYCL'(/}[N&,# ZS)+UJ3JG:N&YL M6^M1!UX/ANXW> WA35!GLF! <,5'UYBR.]7BR>]7RBDSTB_B&OCX_I@E9<'57 M@T.W:7^E,5ND47W6#4Q$=5;3 @+IZ:WP^MU$QV(BIDL:CZNNG$W*IJ,.FKU M <(VRN VQ-M=U4(EBE>B5BF^%P#8I\W8$21?,6Q.,# 5@&K'8AOCP,U9><$:PJY@V[@G$D MBC $:M%>HV&(S$X(7_OZ8%=)$$21'0',[B (_2N1AS!''('# F"\CFX]3SR MUL\IK_GO].@/4$L#!!0 (':K95F7BKL

-8?20$3;8T.P M6BP^0"X99K>]9!:G960 MHA*_>'$RFHR|^EX]_JVT^*5DP\!%KE59GHRF_1O?N&Y$OG=XT4+>L67='6G8 M\I89D)-1/#$77 E=-]T9W? 69875@YN3^U;91GT79<#UC#?^BU78CY+]JC/D5 M8^MG="8/?9]_*# 3QC5:B5R/E/YMN*RZ>.H>=D"ROI>;,]1)UG%3T;GZH'K M]O>8+Y@7_6]K#)05*?U!F#? TO.CP"%&NKV875XN+F6>++:XOYI/3._/BI/3R M]:K\PK.@?0#I'Q'RNVI!!@R- KDXLX\?+YXLB!# !D>$=*)9 0@HV-"\A9D M#"#C8T*&%F0"O-C0D869 H@TV-"QA49D!B S6L@9KW,M-NUQ3ZV\YIY[YZK: M,/EDM^,3U)!/. D7VZIB^JFE6XBU%,9C3#;>.9ZKK6R$C0E]0RRPZC MZ6Y]9F,BC4R)/6(ZTQO>5H46\.+? K=BT' C3D[RQ$9%$IL06F9ONN5RW7_I< M]/.HD#VFQ/KXHE3Q*,K2YD&BF!*.XI*;&)D*W&_.ZZO"1 M.GQB=I5%6)Y]6U.#5EXL9E[K9N 4Q2$>M@ MP=?M&7UO4S9<; [3HNN\;I0VMC8E,$1";XH8]>0^U=\-U]W&9W?7CG;K/VPV9)& Y")#.8(AR! 9)20VRNMDP2 @$DOX M5L..H:R!4U["Y}]0V#4@:|"&U,9$M@F);3.<.1B\Z7!2A-@VNQ3"((@R3$AL M&)A+<$LCDDQ(+)E#N83G>-J82#(AL61@2L&-)I),2"R9@RF%/IPV)O)-2#XC MLARLR1'R2_3F62TG?C8FLDQ$;AF08W"G89%E(F+++.88!N\YDDQ$/:0Y,+S? M;WTB))F(6#+ [@^G!2,)Y=V+=P,&A6RR1;B)BW1R>B_7>S9R)B0CDCKJE,9> M(1 AW434V3&(;.\1B)!N(F\+=8$QIE4",!:02'V)C(@"%Q +"F'F-B004 M$PL(8V8Y)C)03&R@PVL.7C= (,3)03&P@)WMAN)@H'??$R#TQL7N&TQ=#E'#1 M%[%Z]O(7[!TKIG7?E7LWLS&1>F)B]0Q@+LQEBZUY:NJ2C8G4$Q.K!V(Z_8T8 MJ2A)Bl;"Y#@9MEVS9&,B]23DZ@'1=&IZ@B24$$OH)1$X()X$B2A.FLBD;B2;Y^X[AMX M&Q.))R5?=+9L7HTE]@64(@&EY$FWO4!^9 MI(2;+B?D^;:7%=T#/6$'%&[%G%#O\T?+ MO)TE)M,)W)\N#)?4IOC.2OS&^VU M#[VU_#!]]^MMF5Y;HY=RTO%BMW?;.S^(N33?U!+ P04 " !V]V59XE4/ M'/@" "P/0 &@ 'AL+U]R96QS+W=O3NBY(%?*,NNHG\KM 8,;P;/F)E M_OM?PVXYO1X/X_;U-"[>]{O#^-!MI^GTH^_'U7;8+\>[XVDX7-Y0'_[Y719 MGC?]:,EZ6VZ&WAF3^O/M'MWC_>V>B^>/T__.Q[7Z}?5\/.X^KT?#M,_-N[M',IOXW88IFIQO#QOANFAZ]WU\MC_EB[RX[=XNGEX?N_/1BNW!N("=!;OX@ M+T%^_] @06'^H"A!#]"W:WYL_1V]K<#Z.U4;P?0VZG>#]"W4[T=0&^G>CN WD[U=@"]G>KM M'I[U=L#|/;JMP?HI55O#!#;-P]+ 'I[U=L#|/;JMP?HI[55O#!#;]]X>H+=7 MO3U;Z[Z>X#>0?4. +V#ZAT >@?5.P#T#HW .@=FH?= +V#ZAT >@?5.P#T M#HW .@=5;\ T#NHW@&@=U2|(T#OJ'\'@-Y1|8X O:/J'0%Z1]4[O2.S9^5 M +VCZAT!>D?5.P+TCJIW!.@=5>\(T#NIW@F@=U*]$T#OI'HG@-Y)]4X O9/J MG0!Z)\4[?1.S6$3@-Y)]4X O9/JG0!Z)\4[?3.JG<&Z)U5[PS0.ZO>&;!W M5KTS0.^L>F> WEGUS@"]L^]= 7KGYK @0.^L>F> WEGUS@"]B^!= 'H7U;L M]"ZJ=P'H753O M"[J-X%H'=1O0M |Z)ZX%#>1?4N +U+ <|@;H'=1O0M |ZIZ M5X#>5?6N +VKZET!>E?5NP+TKJIW!>A=5>|*T+NJWA6@=U6]*T#OJGI7@-ZU M&=8!Z&U-.ZX#\-N:9F#' 2WIAG9.0##K6F&=@Q <6N:L1T#<<-R:9G#'?*?D MX_2Q&\9KT=>Z"?A.MZ?+9X?K]W\NORZVMI8GU?UMQOCX%U!+ P04 " !V MJV59#D@O.6H" !U.P $P %M#;VYT96YT7U1Y<&5S72YX;6S-V]HNFS 4 MQ_%7B;BM MA@ U/3FW:W6R_V @RYZ-6QV&?G2;..?|_"E)7+,.S0^WB:39C6-E.=JA]^&H?DKEN]O6# M262:Z]291F]&O_;'&M'-]9W9UH'^]7WT^A)]=-XV;R)K>1:O;T\9CUB:]Y]GO MFMJ']>1I;']+6;\DQ.'DLL?MNME=A0U1\F["<>7/-2_GOCX9:]O6K.YKZ[_4 M0]B5'/K$^^>?>N/A\B7=ZG+:;KC'MU#P.X4CL9FOJUNV,\4,?GXI>G4_VX8;-MZ5- !7I__3U^S3M_W'\|HR'NAM?\Y/EW[8W/P%02P$'"% ,4 " !V]V59!T%- M8H$ "Q $ @ $ 9&]C4')O<',O87!P+GAM;%!+ M 0(4 Q0 (':K95D#VP$%[@ "L" 1 " .\ !D M;V-0&UL4$L! A0#% M @ =JME65.'I)(9!0 '14 !@ ("!#0@ 'AL+W=O&PO M=V]R:W-H965T&UL4$L! A0#% @ =JME60UNC=^5!@ M/AT !@ ("!?1H 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ =JME6>C83;K($0 G]$!@ M ("!+"D 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% M @ =JME6=IFC73K! $0L !D ("!D$< 'AL+W=O&UL4$L! A0#% @ =JME60.D5X%U M @ :P4 !D ("!PX$ 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ =JME68R;&"*X @ :,@8 !D M ("!LXT 'AL+W=ONR6$' !!$@ &0 @(&BD >&PO=V]R M;W-H965T&UL M4$L! A0#% @ =JME6=E->>;7 @ L04 !D ("!(*(M 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ M=JME64:1,HEX!@ 61 !D ("!G:\ 'AL+W=O&UL4$L! A0#% @ =JME62_*"TF4 P M 0@ !D ("!.\< 'AL+W=O&PO=V]R:W-H965T 9 " @=_1 !X;"]W;W)&KU4$L! A0#% @ =JME67)1=L4;!@ 6 X !D M ("!-MT 'AL+W=O&PO=V]R:W-H M965T&UL4$L! M A0#% @ =JME67D_V=ZX @)P8 !D ("!]_4 'AL M+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ =JME M67008]P&!P CQ$!D ("!BB&PO=V]R:W-H965TCX0P((H& 9 " @>8Q 0!X;"]W;W)K M&UL4$L! A0#% @ =JME627QXOWK-@ 7\0 M !D ("!8#0! 'AL+W=OO!S6MH) !|' &0 @(&";P$ M>&PO=V]R:W-H965T&UL4$L! A0#% @ =JME68?6* J'! "PH !D M ("!57@! 'AL+W=O&PO=V]R:W-H965T M&UL4$L! A0# M% @ =JME62S 1;!9!0 ; P !D ("!2(0! 'AL+W=O M&PO=V]R:W-H965T&UL4$L! A0#% @ =JME62?S MN.F\ P P@@ !D ("!;9$! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ =JME61?^< H$ P N@8 !D M ("!HT! 'AL+W=O&PO M=V]R:W-H965T&UL4$L! A0#% @ =JME64AB^-]M! M0P !D ("!-M&PO=V]R:W-H965T&UL4$L! A0#% M @ =JME60\&@QG$ @)08 !D ("!J!8! 'AL+W=O&UL4$L! A0#% @ =JME6268Q!]& M!P "S< !D ("!8\ ! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ =JME6=15N6=- P ,0D !D M ("!-(! 'AL+W=O&PO=V]R M:W-H965T&UL M4$L! A0#% @ =JME6:K-$! M 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ M=JME670I8TN0 @ L@< !D ("!&O&PO=V]R:W-H965T&UL4$L! A0#% @ =JME67?,D]'6 @ M[P< !D ("!W@" "!AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ =JME65$LYF&Y"0 TU0 !D M ("!IQ_" 'AL+W=O&PO=V]R:W-H M965T&UL4$L! M A0#% @ =JME6:[S4]\(P B L !D ("!FR," 'AL M+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ =JME M62G\/38= P *@L !D ("!G"\" 'AL+W=O&PO=V]R:W-H M965T&UL4$L! A0#% @ =JME61NX&PO=V]R:W-H965T&UL4$L! A0#% @ =JME6=-!FZU] P %P\ !D M ("!<44" 'AL+W=O&PO=V]R:W-H965T M&UL4$L! A0# M% @ =JME67#O7;HC P L0D !D ("!'64" 'AL+W=O M&PO=V]R:W-H965T&UL4$L! A0#% @ =JME6:^) MG?-^ P 0PT !D ("!UG_" 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ =JME66&8&:P0!0 $1T !D M ("!RWP" 'AL+W=O&PO M=V]R:W-H965TR% @!X;"]W;W)K&UL4$L! A0#% @ =JME63I[#.<]"P TG\ !D ("!\ M)XL" 'AL+W=O&PO=V]R:W-H965T[@4 ;D 9 M "@5R: @!X;"]W;W)K&UL4$L! A0#% M @ =JME63\G23E& P ; D !H ("!#; " 'AL+W=O&UL M4$L! A0#% @ =JME6;X_KR-" P M H !H ("!EZ<" M 'AL+W=O&UL4$L! A0#% @ =JME6;J. MN:/^ @ 9PH !H ("!$:L" 'AL+W=O&UL4$L! A0#% @ =JME64R=@66C$@ &3,! !H M ("!1ZX" 'AL+W=O&UL4$L! A0#% M @ =JME62]LVAH6!P _B\ !H ("!(L$" 'AL+W=O6QE&PO=V]R:V)O;VLN>&UL4$L! A0#% @ =JME6>)5#QSX @ L#T !H M (!)0" 'AL+U]R96QS+W=O XML 127 Show.js IDEA: XBRL DOCUMENT // Edgar(tm) Renderer was created by staff of the U.S. Securities and Exchange Commission. Data and content created by government employees within the scope of their employment are not subject to domestic copyright protection. 17 U.S.C. 105. var Show={};Show.LastAR=null,Show.showAR=function(a,r,w){if(Show.LastAR)Show.hideAR();var e=a;while(e&&e.nodeName!='TABLE')e=e.nextSibling;if(!e||e.nodeName!='TABLE'){var ref=((window)?w.document:document).getElementById(r);if(ref){e=ref.cloneNode(!0);e.removeAttribute('id');a.parentNode.appendChild(e)}} if(e)e.style.display='block';Show.LastAR=e};Show.hideAR=function(){Show.LastAR.style.display='none'};Show.toggleNext=function(a){var e=a;while(e.nodeName!='DIV')e=e.nextSibling;if(!e.style){}else if(!e.style.display){}else{var d,p;if(e.style.display=='none'){d='block';p='-'}else{d='none';p='+'} e.style.display=d;if(a.textContent){a.textContent=p+a.textContent.substring(1)}else{a.innerText=p+a.innerText.substring(1)}}} XML 128 report.css IDEA: XBRL DOCUMENT /* Updated 2009-11-04 */ /* v2.2.0.24 */ /* DefRef Styles */ .report table.authRefData{ background-color: #def; border: 2px solid #2F4497; font-size: 1em; position: absolute; } .report table.authRefData a{ display: block; font-weight: bold; } .report table.authRefData p{ margin-top: 0px; } .report table.authRefData .hide{ background-color: #2F4497; padding: 1px 3px 0px 0px; text-align: right; } .report table.authRefData .hide a:hover{ background-color: #2F4497; } .report table.authRefData .body{ height: 150px; overflow: auto; width: 400px; } .report table.authRefData table{ font-size: 1em; } /* Report Styles */ .pl a, .pl a:visited{ color: black; text-decoration: none; } /* table */ .report{ background-color: white; border: 2px solid #acf; clear: both; color: black; font: normal 8pt Helvetica, Arial, san-serif; margin-bottom: 2em; } .report hr{ border: 1px solid #acf; } /* Top labels */ .report th{ background-color: #acf; color: black; font-weight: bold; text-align: center; } .report th.void{ background-color: transparent; color: #000000; font: bold 10pt Helvetica, Arial, san-serif; text-align: left; } .report .pl{ text-align: left; vertical-align: top; white-space: normal; width: 200px; white-space: normal; /* word-wrap: break-word; */ } .report td.pl a.a{ cursor: pointer; display: block; width: 200px; overflow: hidden; } .report td.pl div.a{ width: 200px; } .report td.pl a:hover{ background-color: #ffc; } /* Header rows... */ .report tr.rh{ background-color: #acf; color: black; font-weight: bold; } /* Calendars... */ .report .rc{ background-color: #f0f0f0; } /* Even rows... */ .report .re, .report .reu{ background-color: #def; } .report .reu td{ border-bottom: 1px solid black; } /* Odd rows... */ .report .ro, .report .rou{ background-color: white; } .report .rou td{ border-bottom: 1px solid black; } .report .rou table td, .report .reu table td{ border-bottom: 0px solid black; } /* styles for footnote marker */ .report .fn{ white-space: nowrap; } /* styles for numeric types */ .report .num, .report .nump{ text-align: right; white-space: nowrap; } .report .nump{ padding-left: 2em; } .report .nump{ padding: 0px 0.4em 0px 2em; } /* styles for text types */ .report .text{ text-align: left; white-space: normal; } .report .text .big{ margin-bottom: 1em; width: 17em; } .report .text .more{ display: none; } .report .text .note{ font-style: italic; font-weight: bold; } .report .text .small{ width: 10em; } .report sup{ font-style: italic; } .report .outerFootnotes{ font-size: 1em; } XML 130 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.3 html4085001true1140false17 falsefalseR1.htm0000001 - Document - CoverSheethttp://www.masimo.com/role/CoverCoverCover1 falsefalseR2.htm9952151 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETSSheethttp://www.masimo.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSCONDENSED CONSOLIDATED BALANCE SHEETSStatements2 falsefalseR3.htm9952152 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS (Parenthetical)Sheethttp://www.masimo.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSParentheticalCONDENSED CONSOLIDATED BALANCE SHEETS (Parenthetical)Statements3 falsefalseR4.htm9952153 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONSSheethttp://www.masimo.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONSCONDENSED CONSOLIDATED STATEMENTS OF OPERATIONSStatements4 falsefalseR5.htm9952154 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Parenthetical)Sheethttp://www.masimo.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONSParentheticalCONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Parenthetical)Statements5 falsefalseR6.htm9952155 - Statement - 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Schedule of Lessee, Operating Lease, Liability, Maturity (Details)Sheethttp://www.masimo.com/role/LesseeROUAssetsandLeaseLiabilitiesScheduleofLesseeOperatingLeaseLiabilityMaturityDetailsLessee ROU Assets and Lease Liabilities - Schedule of Lessee, Operating Lease, Liability, Maturity (Details)Details79 falsefalseR80.htm9954514 - Disclosure - Other Non-Current Assets (Details)Sheethttp://www.masimo.com/role/OtherNonCurrentAssetsDetailsOther Non-Current Assets (Details)Detailshttp://www.masimo.com/role/OtherNonCurrentAssetsTables80 falsefalseR81.htm9954515 - Disclosure - Deferred Revenue and Other Contract Liabilities, Current - Schedule of Deferred Revenue and Other Contract Liabilities, Current (Details)Sheethttp://www.masimo.com/role/DeferredRevenueandOtherContractLiabilitiesCurrentScheduleofDeferredRevenueandOtherContractLiabilitiesCurrentDetailsDeferred Revenue and Other Contract Liabilities, Current - Schedule of Deferred Revenue and Other Contract Liabilities, Current (Details)Details81 falsefalseR82.htm9954516 - 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This accounting policy may include a general discussion of the purchase method or acquisition method of accounting (including for example, the treatment accorded contingent consideration, the identification of assets and liabilities, the purchase price allocation process, how the fair values of acquired assets and liabilities are determined) and the entity's specific application thereof. An entity that acquires another entity in a leveraged buyout transaction generally discloses the accounting policy followed by the acquiring entity in determining the basis used to value its interest in the acquired entity, and the rationale for that accounting policy." } } }, "auth_ref": { "r156", "r157", "r158", "r159" } }, "us-gaap_CapitalExpendituresIncurredButNotYetPaid": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CapitalExpendituresIncurredButNotYetPaid", "crdr": "credit", "presentation": ["http://www.masimo.com/role/SummaryofSignificantAccountingPoliciesScheduleofSupplementalCashFlowInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Unpaid purchases of property and equipment", "label": "Capital Expenditures Incurred but Not yet Paid", "documentation": "Future cash outflow to pay for purchases of fixed assets that have occurred." } } }, "auth_ref": { "r36", "r37", "r38" } }, "masi_CardinalHealthMember": { "xbrltype": "domainItemType", "nsuri": "http://www.masimo.com/20240928", "localname": "CardinalHealthMember", "presentation": ["http://www.masimo.com/role/RelatedPartyTransactionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cardinal Health", "label": "Cardinal Health [Member]", "documentation": "Cardinal Health" } } }, "auth_ref": [] }, "us-gaap_CashAndCashEquivalentsAtCarryingValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsAtCarryingValue", "crdr": "debit", "calculation": { "http://www.masimo.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 1.0 }, "http://www.masimo.com/role/SummaryofSignificantAccountingPoliciesScheduleofSupplementalCashFlowInformationDetails": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.masimo.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS", "http://www.masimo.com/role/SummaryofSignificantAccountingPoliciesScheduleofSupplementalCashFlowInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cash and cash equivalents", "verboseLabel": "Cash and cash equivalents", "label": "Cash and Cash Equivalents, at Carrying Value", "documentation": "Amount of currency on hand as well as demand deposits with banks or financial institutions. 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Other information that may be disclosed includes (1) the nature of any restrictions on the entity's use of its cash and cash equivalents, (2) whether the entity's cash and cash equivalents are insured or expose the entity to credit risk, (3) the classification of any negative balance accounts (overdrafts), and (4) the carrying basis of cash equivalents (for example, at cost) and whether the carrying amount of cash equivalents approximates fair value." } } }, "auth_ref": { "r34" } }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "crdr": "debit", "calculation": { "http://www.masimo.com/role/SummaryofSignificantAccountingPoliciesScheduleofSupplementalCashFlowInformationDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.masimo.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS", "http://www.masimo.com/role/SummaryofSignificantAccountingPoliciesScheduleofSupplementalCashFlowInformationDetails"], "lang": { "en-us": { "role": { "periodStartLabel": "Cash, cash equivalents and restricted cash at beginning of period", "periodEndLabel": "Cash, cash equivalents and restricted cash at end of period", "totalLabel": "Total cash, cash equivalents and restricted cash shown in the condensed consolidated statements of cash flows", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents", "documentation": "Amount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": { "r33", "r130", "r276" } }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsAbstract", "presentation": ["http://www.masimo.com/role/SummaryofSignificantAccountingPoliciesScheduleofSupplementalCashFlowInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Reconciliation of cash, cash equivalents and restricted cash:", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents [Abstract]" } } }, "auth_ref": [] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "crdr": "debit", "calculation": { "http://www.masimo.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.masimo.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "totalLabel": "Net decrease in cash, cash equivalents and restricted cash", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect",

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"documentation": "Amount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": { "r2", "r130" } }, "us-gaap_CashDistributionMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashDistributionMember", "presentation": [ "http://www.masimo.com/role/CommitmentsandContingenciesDetails", "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Cash Distribution", "label": "Cash Distribution [Member]", "documentation": "Distribution of cash made by the entity based on a contractual agreement such as a partnership or employment agreement." } } }, "auth_ref": [] }, "us-gaap_CashFDICInsuredAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": 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Examples include, but are not limited to, common stock, redeemable preferred stock, nonredeemable preferred stock, and convertible stock." } } }, "auth_ref": [ "r204", "r241", "r242", "r243", "r280", "r304", "r308", "r310", "r312", "r319", "r320", "r357", "r428", "r431", "r432", "r433", "r437", "r438", "r469", "r470", "r473", "r476", "r483", "r674", "r790", "r791", "r792", "r793", "r800", "r801", "r802", "r803", "r804", "r805", "r806", "r807", "r808", "r809", "r810", "r811", "r830", "r851", "r874", "r896", "r897", "r898", "r899", "r900", "r1076", "r1102", "r1113" ] }, "us-gaap_ClassOfStockLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfStockLineItems", "presentation": [ "http://www.masimo.com/role/EquityDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Class of Stock [Line Items]", "label": "Class of Stock [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [ "r241", "r242", "r243", "r319", "r469", "r470", "r471", "r473", "r476", "r481", "r483", "r790", "r791", "r792", "r793", "r948", "r1076", "r1102" ] }, "ecd_CoSelectedMeasureAmt": { "xbrltype": "decimalItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CoSelectedMeasureAmt", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Company Selected Measure Amount", "label": "Company Selected Measure Amount" } } }, "auth_ref": [ "r1038" ] }, "ecd_CoSelectedMeasureName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CoSelectedMeasureName", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Company Selected Measure Name", "label": "Company Selected Measure Name" } } }, "auth_ref": [ "r1038" ] }, "us-gaap_CommitmentsAndContingencies": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingencies", "crdr": "credit", "calculation": { "http://www.masimo.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_LiabilitiesAndStockholdersEquity", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://www.masimo.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS" ], "lang": { "en-us": { "role": { "terseLabel": "Commitments and contingencies - (Note 24)", "label": "Commitments and Contingencies", "documentation": "Represents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur." } } }, "auth_ref": [ "r103", "r174", "r752", "r829" ] }, "us-gaap_CommitmentsAndContingenciesDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingenciesDisclosureAbstract", "lang": { "en-us": { "role": { "terseLabel": "Commitments and Contingencies Disclosure [Abstract]", "label": "Commitments and Contingencies Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_CommitmentsAndContingenciesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingenciesDisclosureTextBlock", "presentation": [ "http://www.masimo.com/role/CommitmentsandContingencies" ], "lang": { "en-us": { "role": { "terseLabel": "Commitments and Contingencies", "label": "Commitments and Contingencies Disclosure [Text Block]", "documentation": "The entire disclosure for commitments and contingencies." } } }, "auth_ref": [ "r140", "r412", "r413", "r904", "r1157", "r1162" ] }, "us-gaap_CommonStockCapitalSharesReservedForFutureIssuance": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockCapitalSharesReservedForFutureIssuance", "presentation": [ "http://www.masimo.com/role/StockBasedCompensationNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Common stock, capital shares reserved for future issuance (in shares)", "label": "Common Stock, Capital Shares Reserved for Future Issuance", "documentation": "Aggregate number of common shares reserved for future issuance." } } }, "auth_ref": [ "r106" ] }, "us-gaap_CommonStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockMember", "presentation": [ "http://www.masimo.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY", "http://www.masimo.com/role/EquityDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Common Stock", "label": "Common Stock [Member]", "documentation": "Stock that is subordinate to all other stock of the issuer." } } }, "auth_ref": [ "r977", "r978", "r979", "r981", "r982", "r983", "r986", "r1108", "r1109", "r1112", "r1217", "r1292", "r1295" ] }, "us-gaap_CommonStockParOrStatedValuePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockParOrStatedValuePerShare", "presentation": [ "http://www.masimo.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSParenthetical" ], "lang": { "en-us": { "role": { "terseLabel": "Common stock, par value (in dollars per share)", "label": "Common Stock, Par or Stated Value Per Share", "documentation": "Face amount or stated value per share of common stock." } } }, "auth_ref": [ "r106" ] }, "us-gaap_CommonStockSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesAuthorized", "presentation": [ "http://www.masimo.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSParenthetical" ], "lang": { "en-us": { "role": { "terseLabel": "Common stock, shares authorized (in shares)", "label": "Common Stock, Shares Authorized", "documentation": "The maximum number of common shares permitted to be issued by an entity's charter and bylaws." } } }, "auth_ref": [ "r106", "r830" ] }, "us-gaap_CommonStockSharesIssued": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesIssued", "presentation": [ "http://www.masimo.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSParenthetical" ], "lang": { "en-us": { "role": { "terseLabel": "Common stock, shares, issued (in shares)", "label": "Common Stock, Shares, Issued", "documentation": "Total number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury." } } }, "auth_ref": [ "r106" ] }, "us-gaap_CommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesOutstanding", "presentation": [ "http://www.masimo.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSParenthetical", "http://www.masimo.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY" ], "lang": { "en-us": { "role": { "terseLabel": "Common stock, shares, outstanding (in shares)", "periodStartLabel": "Beginning balance (in shares)", "periodEndLabel": "Ending balance (in shares)", "label": "Common Stock, Shares, Outstanding", "documentation": "Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation." } } }, "auth_ref": [ "r19", "r106", "r830", "r848", "r1295", "r1296" ] }, "us-gaap_CommonStockValueOutstanding": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockValueOutstanding", "crdr": "credit", "calculation": { "http://www.masimo.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 4.0 } }, "presentation": [ "http://www.masimo.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS" ], "lang": { "en-us": { "role": { "terseLabel": "Common stock, $0.001 par value; 100.0 million shares authorized; 53.5 million and 52.8 million shares issued and outstanding at September\u00a028, 2024 and December\u00a030, 2023, respectively", "label": "Common Stock, Value, Outstanding", "documentation": "Value of common shares held by shareholders. Excludes common shares repurchased and held as treasury shares." } } }, "auth_ref": [ "r106", "r830" ] }, "ecd_CompActuallyPaidVsCoSelectedMeasureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsCoSelectedMeasureTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Company Selected Measure", "label": "Compensation Actually Paid vs. Company Selected Measure [Text Block]" } } }, "auth_ref": [ "r1043" ] }, "ecd_CompActuallyPaidVsNetIncomeTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsNetIncomeTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Net Income", "label": "Compensation Actually Paid vs. Net Income [Text Block]" } } }, "auth_ref": [ "r1042" ] }, "ecd_CompActuallyPaidVsOtherMeasureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsOtherMeasureTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Other Measure", "label": "Compensation Actually Paid vs. Other Measure [Text Block]" } } }, "auth_ref": [ "r1044" ] }, "ecd_CompActuallyPaidVsTotalShareholderRtnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsTotalShareholderRtnTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Total Shareholder Return", "label": "Compensation Actually Paid vs. Total Shareholder Return [Text Block]" } } }, "auth_ref": [ "r1041" ] }, "us-gaap_CompensationAndEmployeeBenefitPlansTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CompensationAndEmployeeBenefitPlansTextBlock", "presentation": [ "http://www.masimo.com/role/EmployeeBenefits" ], "lang": { "en-us": { "role": { "terseLabel": "Employee Benefits", "label": "Compensation and Employee Benefit Plans [Text Block]", "documentation": "The entire disclosure for an entity's employee compensation and benefit plans, including, but not limited to, postemployment and postretirement benefit plans, defined benefit pension plans, defined contribution plans, non-qualified and supplemental benefit plans, deferred compensation, share-based compensation, life insurance, severance, health care, unemployment and other benefit plans." } } }, "auth_ref": [ "r147", "r148", "r149", "r150" ] }, "us-gaap_ComprehensiveIncomeNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComprehensiveIncomeNetOfTax", "crdr": "credit", "calculation": {
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Excludes amounts for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. 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number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related
periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member]
or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } } }, "auth_ref": [] }, "dei_EntityCurrentReportingStatus": { "xbrltype":
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registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's
current or most recent filing containing the related disclosure." } } }, "auth_ref": [] }, "dei_EntityDomain": { "xbrltype": "domainItemType", "nsuri":
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examples of such structures are corporations, partnerships, limited liability companies, grantor trusts, and other trusts. This item does not include business and geographical
segments which are included in the geographical or business segments domains." } } }, "auth_ref": [] }, "dei_EntityEmergingGrowthCompany": { "xbrltype":
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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
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(dividends) and other than temporary impairment (OTTI) losses recognized." } } }, "auth_ref": [ "r316", "r335", "r347", "r356", "r1086", "r1126" ] },
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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": [ "r168", "r905" ] }, "ecd_ExecutiveCategoryAxis": {
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reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [ "r660", "r661", "r668", "r961" ] }, "us-
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measured at fair value on a recurring basis. The disclosures contemplated herein include the fair value measurements at the reporting date by the level within the fair value
hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets (Level 1),
significant other observable inputs (Level 2), and significant unobservable inputs (Level 3)." } } }, "auth_ref": [ "r1218", "r1219" ] }, "us-
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asset or liability, either directly or indirectly, including, but not limited to, quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or
similar assets or liabilities in inactive markets." } } }, "auth_ref": [ "r453", "r524", "r529", "r661", "r662", "r668", "r728", "r944", "r945", "r951", "r952", "r953", "r961" ] }, "us-
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Deferred charges differ from prepaid expenses in that they usually extend over a long period of time and may or may not be regularly recurring costs of operation." } } }, "auth_ref": ["r9"] }, "us-gaap_IncreaseDecreaseInDeferredRevenue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncreaseDecreaseInDeferredRevenue", "crdr": "debit", "calculation": { "http://www.masimo.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://www.masimo.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Increase (decrease) in deferred revenue and other contract-related liabilities", "label": "Increase (Decrease) in Deferred Revenue", "documentation": "Amount of increase (decrease) in deferred income and obligation to transfer product and service to customer for which consideration has been 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Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r12", "r286", "r457"] }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearFour": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalInYearFour", "crdr": "credit", "calculation": { "http://www.masimo.com/role/DebtScheduleofMaturitiesofLongtermDebtDetails": { "parentTag": "us-gaap_LongTermDebt", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://www.masimo.com/role/DebtScheduleofMaturitiesofLongtermDebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "2028", "label": "Long-Term Debt, Maturity, Year Four", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing 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": ["r12", "r286", "r457"] }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearThree": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalInYearThree", "crdr": "credit", "calculation": { "http://www.masimo.com/role/DebtScheduleofMaturitiesofLongtermDebtDetails": { "parentTag": "us-gaap_LongTermDebt", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.masimo.com/role/DebtScheduleofMaturitiesofLongtermDebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "2027", "label": "Long-Term Debt, Maturity, Year Three", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in third fiscal year following current fiscal year. 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Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r12", "r286", "r457"] }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalRemainderOfFiscalYear": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalRemainderOfFiscalYear", "crdr": "credit", "calculation": { "http://www.masimo.com/role/DebtScheduleofMaturitiesofLongtermDebtDetails": { "parentTag": "us-gaap_LongTermDebt", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.masimo.com/role/DebtScheduleofMaturitiesofLongtermDebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "2024 (balance of year)", "label": "Long-Term Debt, Maturity, Remainder of Fiscal Year", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in remainder of current fiscal year." } } }, "auth_ref": ["r1107"] }, "masi_LongTermDebtMaturityAfterYearFour": { "xbrltype": "monetaryItemType", "nsuri": "http://www.masimo.com/20240928", "localname": "LongTermDebtMaturityAfterYearFour", "crdr": "credit", "calculation": { "http://www.masimo.com/role/DebtScheduleofMaturitiesofLongtermDebtDetails": { "parentTag": "us-gaap_LongTermDebt", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.masimo.com/role/DebtScheduleofMaturitiesofLongtermDebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "Thereafter", "label": "Long-Term Debt, Maturity, after Year Four", "documentation": "Long-Term Debt, Maturity, after Year Four" } } }, "auth_ref": [] }, "us-gaap_LongTermDebtNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtNoncurrent", "crdr": "credit", "calculation": { "http://www.masimo.com/role/DebtScheduleofDebtDetails": { "parentTag": "us-gaap_DebtAndCapitalLeaseObligations", "weight": 1.0, "order": 1.0 }, "http://www.masimo.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_Liabilities", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.masimo.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS", "http://www.masimo.com/role/DebtScheduleofDebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "Long-term debt", "verboseLabel": "Debt, long-term", "label": "Long-Term Debt, Excluding Current Maturities", "documentation": "Amount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as noncurrent. 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Includes, but is not limited to, reconciliation to lease receivable recognized in statement of financial position." } } }, "auth_ref": ["r713"] }, "us-gaap_SalesTypeAndDirectFinancingLeasesLeaseReceivablePaymentsToBeReceived": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SalesTypeAndDirectFinancingLeasesLeaseReceivablePaymentsToBeReceived", "crdr": "debit", "calculation": { "http://www.masimo.com/role/LeaseReceivableScheduleofSaleTypeLeaseReceivableDetails_1": { "parentTag": "us-gaap_SalesTypeLeaseLeaseReceivable", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.masimo.com/role/LeaseReceivableScheduleofSaleTypeLeaseReceivableDetails"], "lang": { "en-us": { "role": { "terseLabel": "Lease receivable", "label": "Sales-Type and Direct Financing Leases, Payment to be Received", "documentation": "Amount of undiscounted cash flows to be received by lessor for sales-type and direct financing leases." } } }, "auth_ref": ["r713"] }, "us-gaap_SalesTypeAndDirectFinancingLeasesLeaseReceivablePaymentsToBeReceivedFourYears": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SalesTypeAndDirectFinancingLeasesLeaseReceivablePaymentsToBeReceivedFourYears", "crdr": "debit", "calculation": { "http://www.masimo.com/role/LeaseReceivableScheduleofSalestypeLeaseLeaseReceivableMaturityDetails": { "parentTag": "us-gaap_SalesTypeLeaseLeaseReceivable", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.masimo.com/role/LeaseReceivableScheduleofSalestypeLeaseLeaseReceivableMaturityDetails"], "lang": { "en-us": { "role": { "terseLabel": "2028", "label": "Sales-Type and Direct Financing Leases, Payment to be Received, Year Four", "documentation": "Amount of undiscounted cash flows to be received by lessor for sales-type and direct financing leases in fourth fiscal year following current fiscal year. 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Excludes finite-lived intangible asset." } } }, "auth_ref": ["r384", "r394", "r398", "r942"] }, "us-gaap_ScheduleOfInventoryCurrentTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfInventoryCurrentTableTextBlock", "presentation": ["http://www.masimo.com/role/InventoriesTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Components of Inventory", "label": "Schedule of Inventory, Current [Table Text Block]", "documentation": "Tabular disclosure of the carrying amount as of the balance sheet date of merchandise, goods, commodities, or supplies held for future sale or to be used in manufacturing, servicing or production process." } } }, "auth_ref": ["r28", "r112", "r113", "r114"] }, "us-gaap_ScheduleOfMaturitiesOfLongTermDebtTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfMaturitiesOfLongTermDebtTableTextBlock", "presentation": ["http://www.masimo.com/role/DebtTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Maturities of Long-term Debt", "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_ScheduleOfNonvestedPerformanceBasedUnitsActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfNonvestedPerformanceBasedUnitsActivityTableTextBlock", "presentation": ["http://www.masimo.com/role/StockBasedCompensationTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Nonvested Performance-based Units Activity", "label": "Schedule of Nonvested Performance-Based Units Activity [Table Text Block]", "documentation": "Tabular disclosure of the changes in outstanding nonvested performance-based units." } } }, "auth_ref": ["r152"] }, "us-gaap_ScheduleOfOtherAssetsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfOtherAssetsTableTextBlock", "presentation": ["http://www.masimo.com/role/OtherCurrentAssetsTables", "http://www.masimo.com/role/OtherNonCurrentAssetsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Other Current Assets", "verboseLabel": "Schedule of Other Non-Current Assets", "label": "Schedule of Other Assets [Table Text Block]", "documentation": "Tabular disclosure of the carrying amounts of other assets. 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Includes, but is not limited to, outstanding awards at beginning and end of year, grants, exercises, forfeitures, and weighted-average grant date fair value." } } }, "auth_ref": [ "r22", "r23", "r151" ] }, "us-gaap_ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock", "presentation": [ "http://www.masimo.com/role/StockBasedCompensationTables" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Range of Assumptions Used and Resulting Weighted-Average Fair Value of Options Granted at Date of Grant", "label": "Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block]", "documentation": "Tabular disclosure of the significant assumptions used during the year to estimate the fair value of stock options, including, but not limited to: (a) expected term of share options and similar instruments, (b) expected volatility of the entity's shares, (c) expected dividends, (d) risk-free rate(s), and (e) discount for post-vesting restrictions." } } }, "auth_ref": [ "r154" ] }, "us-gaap_ScheduleOfStockByClassTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfStockByClassTable", "presentation": [ "http://www.masimo.com/role/EquityDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Stock by Class [Table]", "label": "Stock, Class of Stock [Table]", "documentation": "Disclosure of information about stock by class. 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Reportable segments include those that meet any of the following quantitative thresholds a) it's reported revenue, including sales to external customers and intersegment sales or transfers is 10 percent or more of the combined revenue, internal and external, of all operating segments b) the absolute amount of its reported profit or loss is 10 percent or more of the greater, in absolute amount of 1) the combined reported profit of all operating segments that did not report a loss or 2) the combined reported loss of all operating segments that did report a loss c) its assets are 10 percent or more of the combined assets of all operating segments." } } }, "auth_ref": [ "r181", "r316", "r321", "r322", "r323", "r324", "r325", "r337", "r339", "r340", "r345", "r346", "r347", "r348", "r349", "r350", "r351", "r353", "r929", "r931", "r932", "r933", "r935", "r936", "r937" ] }, "us-gaap_SegmentReportingInformationLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SegmentReportingInformationLineItems", "presentation": [ "http://www.masimo.com/role/LesseeROUAssetsandLeaseLiabilitiesNarrativeDetails", "http://www.masimo.com/role/SegmentandEnterpriseReportingScheduleofSegmentReportingInformationbySegmentDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Segment Reporting Information [Line Items]", "label": "Segment Reporting Information [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Direct selling expenses (for example, credit, warranty, and advertising) are expenses that can be directly linked to the sale of specific products. Indirect selling expenses are expenses that cannot be directly linked to the sale of specific products, for example telephone expenses, Internet, and postal charges. General and administrative expenses include salaries of non-sales personnel, rent, utilities, communication, etc." } } }, "auth_ref": [ "r124" ] }, "masi_SeverancePlanParticipationAgreements": { "xbrltype": "integerItemType", "nsuri": "http://www.masimo.com/20240928", "localname": "SeverancePlanParticipationAgreements", "presentation": [ "http://www.masimo.com/role/CommitmentsandContingenciesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Severance plan participation agreements", "label": "Severance Plan Participation Agreements", "documentation": "Severance plan participation agreements." } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensation", "crdr": "debit", "calculation": { "http://www.masimo.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 16.0 } }, "presentation": [ "http://www.masimo.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS" ], "lang": { "en-us": { "role": { "terseLabel": "Stock-based compensation expense", "label": "Share-Based Payment Arrangement, Noncash Expense", "documentation": "Amount of noncash expense for share-based payment arrangement." } } }, "auth_ref": [ "r9" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingPeriod1": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingPeriod1", "presentation": [ "http://www.masimo.com/role/StockBasedCompensationNarrativeDetails", "http://www.masimo.com/role/StockBasedCompensationScheduleofStockUnitsActivityDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Award vesting period", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period", "documentation": "Period over which grantee's right to exercise award under share-based payment arrangement is no longer contingent on satisfaction of service or performance condition, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. Includes, but is not limited to, combination of market, performance or service condition." } } }, "auth_ref": [ "r957" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingRights": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingRights", "presentation": [ "http://www.masimo.com/role/StockBasedCompensationNarrativeDetails" ], "lang": { "en-us": { "role": { "verboseLabel": "Award vesting period", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights", "documentation": "Description of service or performance condition required to be met for earning right to award under share-based payment arrangement. Includes, but is not limited to, combination of market, performance or service condition." } } }, "auth_ref": [ "r63" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod", "presentation": [ "http://www.masimo.com/role/StockBasedCompensationNarrativeDetails", "http://www.masimo.com/role/StockBasedCompensationScheduleofStockUnitsActivityDetails", "http://www.masimo.com/role/SummaryofSignificantAccountingPoliciesNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Share-based compensation arrangement, grants in period (in shares)", "verboseLabel": "Granted (in units)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period", "documentation": "The number of grants made during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan)." } } }, "auth_ref": [ "r585" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue", "presentation": [ "http://www.masimo.com/role/StockBasedCompensationScheduleofStockUnitsActivityDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Granted (in dollars per share)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value", "documentation": "The weighted average fair value at grant date for nonvested equity-based awards issued during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan)." } } }, "auth_ref": [ "r585" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber": { "xbrltype": "sharesItemType", "nsuri":
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Excludes share and unit options." } } }, "auth_ref": ["r582", "r583"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValueRollForward": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValueRollForward", "presentation": ["http://www.masimo.com/role/StockBasedCompensationScheduleofStockUnitsActivityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Weighted-Average Grant Date Fair Value", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract]" } } }, "auth_ref": [] }, 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year, five months, and thirteen days." } } }, "auth_ref": ["r153"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod", "presentation": ["http://www.masimo.com/role/StockBasedCompensationScheduleofStockUnitsActivityDetails"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Vested (in units)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period", "documentation": "The number of equity-based payment instruments, excluding stock (or unit) options, that vested during the reporting period." } } }, "auth_ref": ["r586"] }, 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requirements, to receive or retain shares or units, other instruments, or cash in accordance with the terms of the arrangement." } } }, "auth_ref": ["r586"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsAndMethodologyAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsAndMethodologyAbstract", "presentation": ["http://www.masimo.com/role/StockBasedCompensationScheduleofRangeofAssumptionsUsedandResultingWeightedAverageFairValueofOptionsGrantedatDateofGrantDetails"], "lang": { "en-us": { "role": { "terseLabel": "Range of assumptions used and resulting weighted-average fair value of options granted at the date of grant", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions and Methodology [Abstract]" } } }, "auth_ref": [] }, 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Volatility also may be defined as a probability-weighted measure of the dispersion of returns about the mean. The volatility of a share price is the standard deviation of the continuously compounded rates of return on the share over a specified period. That is the same as the standard deviation of the differences in the natural logarithms of the stock prices plus dividends, if any, over the period." } } }, "auth_ref": ["r593"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate", "presentation": ["http://www.masimo.com/role/StockBasedCompensationScheduleofRangeofAssumptionsUsedandResultingWeightedAverageFairValueofOptionsGrantedatDateofGrantDetails"], "lang": { "en-us": { "role": { "terseLabel": "Risk-free interest rate", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate", "documentation": "The risk-free interest rate assumption that is used in valuing an option on its own shares." } } }, "auth_ref": ["r595"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems", "presentation": ["http://www.masimo.com/role/StockBasedCompensationNarrativeDetails", "http://www.masimo.com/role/StockBasedCompensationScheduleofStockUnitsActivityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Share-based Compensation Arrangement by Share-based Payment Award [Line Items]", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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million shares at September\u00a028, 2024 and December\u00a030, 2023, respectively", "label": "Treasury Stock, Common, Value", "documentation": "Amount allocated to previously issued common shares repurchased by the issuing entity and held in treasury." } } }, "auth_ref": ["r59", "r60", "r109"] }, "us-gaap_TreasuryStockSharesAcquired": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TreasuryStockSharesAcquired", "presentation": ["http://www.masimo.com/role/EquityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Repurchase of common stock (in shares)", "label": "Treasury Stock, Shares, Acquired", "documentation": "Number of shares that have been repurchased during the period and are being held in treasury." } } }, "auth_ref": ["r19", "r106", "r146"] }, "masi_TwelveMonthsAndThereafterMember": { "xbrltype": "domainItemType", "nsuri": "http://www.masimo.com/20240928", "localname": "TwelveMonthsAndThereafterMember", "presentation": ["http://www.masimo.com/role/DeferredRevenueandOtherContractLiabilitiesCurrentNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Twelve Months and Thereafter", "label": "Twelve Months and Thereafter [Member]", "documentation": "Twelve Months and Thereafter" } } }, "auth_ref": [] }, "us-gaap_UnbilledContractsReceivable": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "UnbilledContractsReceivable", "crdr": "debit", "calculation": { "http://www.masimo.com/role/DeferredCostsandOtherContractAssetsDetails": { "parentTag": "us-gaap_DeferredCostsAndOtherAssets", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.masimo.com/role/DeferredCostsandOtherContractAssetsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Unbilled contract receivables", "label": "Unbilled Contracts Receivable", "documentation": "Unbilled amounts due for services rendered or to be rendered, actions taken or to be taken, or a promise to refrain from taking certain actions in accordance with the terms of a legally binding agreement between the entity and, at a minimum, one other party. An example would be amounts associated with contracts or programs where the recognized revenue for performance thereunder exceeds the amounts billed under the terms thereof as of the date of the balance sheet." } } }, "auth_ref": ["r733"] }, "masi_UndevelopedLandHeldForSale": { "xbrltype": "monetaryItemType", "nsuri": "http://www.masimo.com/20240928", "localname": "UndevelopedLandHeldForSale", "crdr": "debit", "presentation": ["http://www.masimo.com/role/PropertyandEquipmentnetScheduleofPropertyandEquipmentnetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Idle undeveloped land held for sale", "label": "Undeveloped Land, Held-For-Sale", "documentation": "Undeveloped Land, Held-For-Sale" } } }, "auth_ref": [] }, "ecd_UndrlygSecurityMktPriceChngPct": { "xbrltype": "pureItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "UndrlygSecurityMktPriceChngPct", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Underlying Security Market Price Change", "label": "Underlying Security Market Price Change, Percent" } } }, "auth_ref": ["r1063"] }, "us-gaap_UnrecognizedTaxBenefits": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "UnrecognizedTaxBenefits", "crdr": "credit", "presentation": ["http://www.masimo.com/role/IncomeTaxesNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Gross unrecognized tax benefit", "label": "Unrecognized Tax Benefits", "documentation": "Amount of unrecognized tax benefits." } } }, "auth_ref": ["r607", "r617", "r959"] }, "masi_UnrecognizedTaxBenefitsLiabilitiesNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://www.masimo.com/20240928", "localname": "UnrecognizedTaxBenefitsLiabilitiesNoncurrent", "crdr": "credit", "calculation": { "http://www.masimo.com/role/OtherNonCurrentLiabilitiesDetails": { "parentTag": "us-gaap_DeferredCreditsAndOtherLiabilities", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.masimo.com/role/OtherNonCurrentLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Unrecognized tax benefits", "label": "Unrecognized Tax Benefits Liabilities Noncurrent", "documentation": "Unrecognized tax benefits liabilities noncurrent." } } }, "auth_ref": [] }, "us-gaap_UnrecognizedTaxBenefitsThatWouldImpactEffectiveTaxRate": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "UnrecognizedTaxBenefitsThatWouldImpactEffectiveTaxRate", "crdr": "credit", "presentation": ["http://www.masimo.com/role/IncomeTaxesNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Unrecognized tax benefit that would affect effective tax rate", "label": "Unrecognized Tax Benefits that Would Impact Effective Tax Rate", "documentation": "The total amount of unrecognized tax benefits that, if recognized, would affect the effective tax rate." } } }, "auth_ref": ["r618", "r959"] }, "us-gaap_UnsecuredDebtMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "UnsecuredDebtMember", "presentation": ["http://www.masimo.com/role/DebtNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Unsecured Debt", "label": "Unsecured Debt [Member]", "documentation": "Debt obligation not collateralized by pledge of, mortgage of or other lien on the entity's assets." } } }, "auth_ref": [] }, "us-gaap_UseOfEstimates": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "UseOfEstimates", "presentation": ["http://www.masimo.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Use of Estimates", "label": "Use of Estimates, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for the use of estimates in the preparation of financial statements in conformity with generally accepted accounting principles." } } }, "auth_ref": ["r43", "r44", "r45", "r191", "r192", "r194", "r195"] }, "us-gaap_ValueAddedTaxReceivableCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ValueAddedTaxReceivableCurrent", "crdr": "debit", "calculation": { "http://www.masimo.com/role/OtherCurrentAssetsDetails": { "parentTag": "us-gaap_OtherAssetsCurrent", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.masimo.com/role/OtherCurrentAssetsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Indirect taxes receivable", "label": "Value Added Tax Receivable, Current", "documentation": "Carrying amount as of the balance sheet date of value added taxes due either from customers arising from sales on credit terms, or as previously overpaid to tax authorities. For classified balance sheets, represents the current amount receivable, that is amounts expected to be collected within one year or the normal operating cycle, if longer." } } }, "auth_ref": ["r1090"] }, "masi_VantrixCorpMember": { "xbrltype": "domainItemType", "nsuri": "http://www.masimo.com/20240928", "localname": "VantrixCorpMember", "presentation": ["http://www.masimo.com/role/RelatedPartyTransactionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Vantrix Corp", "label": "Vantrix Corp [Member]", "documentation": "Vantrix Corp [Member]" } } }, "auth_ref": [] }, "us-gaap_VariableRateAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "VariableRateAxis", "presentation": ["http://www.masimo.com/role/DebtNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Variable Rate [Axis]", "label": "Variable Rate [Axis]", "documentation": "Information by type of variable rate." } } }, "auth_ref": [] }, "us-gaap_VariableRateDomain": { 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MFHJK(_E-'2!D=FP(DM_\9(_D-U_Y(_G51Q=(?G,2/*:)T\G<>KTJ<".94_* M=SWH9BE[)-SYRI]Z#IWWH)NE+JAGRCL===#,4?&/KF6Y^7:.>4.YR[!DJ._)K M4]!-JBP-9)V$E*7C45!YR 'I(04M4<\E\Z^\YZ0XZ@GI[DYI>27SC0(EZHGH M]D]HR4[VY)/07$YIR4[^U!//O(L &>]B27W6=<>GM&0G>!TN?ME2UY!CKAG\ MU=*?]-C,%/AKZIACYB$'Y)@4M(0;68W#R#'SDSURS'SECQO3 M&UVTD&/F)'C[Q2HGB.)P)-]RY44_WQ0OO6-3[MW@\>?N?N'24F:%O T"JNV 8'-+0)?6BI;6U'JZ &M-PQ+;4M>6D548&6.Z;E MMM4_LN'DTJX6NE._=[%JFU*!0*L_D-E+:,A2Z=KYW\VN9 M4IH-"_9I616:7$VR94J'0- 6/;L)%U412*QOD'-N#ECGEI%KJ2C3DVLKRD4-&F M%=+M8I(M4PH4NHB,239R+HE"$9E*" <^.L[!0I?1,ZC,#Z\8OX= M3^0M__G#\[W:)"5GB_#0.@H?KKL'[$=^:[<=CF4K? OZ=/.TY*_U?.9\]^O(M$T_V[R(/;AT,P^_^43>9[513NS+\/"VS1VAY(RUK5U'7S);ESN1S,-G$!W5 M:E,')IK6MH5GS;2E3 =EP]8^+.HZBI.04D??V47IYBCD5"+4T@AZBOLXA0Z MJ&I NT+$9)P\>F"A.QMY7O$H#CTGYJXZ$%V5;J^N_]@T"I:*OO'B/K_HGOJN M=^^Y(]9_XK';$L;2]>?3&T(E2X2MKREJ>$:REO4U]_EMN0: MM8K5E-C/@[@;A,([= [WX(KQCOO=OM4BOH#D#M7!I_JK**7.H4ZO6Z*"\7/*' M.N%;27XVE4<642=<,3GS?O(?GN]R]T3T*927BV]G",D.PU2=<-DD'T7EY?L(MU[IR4E0^X03E DI>BLIEC$(EA0YAMI/UU%,(:)1N4*O.O$N5BV&^G[_T6($>U$I"<^FQ(KZ-#)ERQ;W!I2B,DK-= M.2I[F%MV@5I<"7?*LCC6H5<= ESQ+//PUJ-3K0)<\"5(:.I5##XL-ET/=$'KKE M@I,8?*P7 6^2^390="2A0TXA:B%[A5/\HE<400EQY,\4N F"J?:\V1+"_2: MJ)]24GV6ZW:,VE9&]^A6F::VU4?-E9"E);2TK?"MI(3)9<)'+_<*D[Q3N*5M M/8V,.C*U#FVK5^FO# [P0.!8+#:AC;)+;6NC8@[9E(8T5D*D%:%MO6?G">3]D MU[9VH9?,_^6YMG6 /;F7O:5M-JZQ C*U@&+DQ&J0[05]EV:\7XR<>/=*R-(2 MVK1S8A5T'GFA$[*N!/V=|SRG3^@PPC;M)#@7^62*?I9[_-MI:/0]^)1R 7P MN__OCZ>E;G=;2+ MD3=O+U708(VO5=UZ7KVJ(*QRU2J;J3;FO8%N)@AM$|SOGHA1^)EWS|U37_C+ M.^^V/YZR^OKT@_TK"(_[+(I>I_.8ZZ,8/3,7XD!]^X_>\'RB>'P<1G:!3/ V]-MT?.0MJK:IL1K>;,_<^1S_+LC$0O1*E-,56TS8Q*JR-0]M,V2UU+%!1A425F" MMEFRMN+/E/W:IL=KB? \F9"X?L/ G(0/0-C7660.9VH"VN>];&C@/?"<8#'G,_M"09&IK93QS1TD:5=E,7*LE1"B2BWM8%% 3WUC- M(WK4MF1P'8M.J46NH\CS>11=)X^8!H;)D6"'+.3C+\D4"2QM%QVDD? MYX">B M=X3HZ*^K6W%0 /#V);,M47EJ=JV*'[^Y44_W^QI9%'O>S|X^)V[=YY_-M1\]I!|[H_XELGCT/NQ-R|\08"W(-`OPFL>WGO.]*$3-P^\ M? \|_'+;T5+&YQT/.NO'2FY8UHK9V%1:7>X=G_(U3U1[]3]-7C@H93S/[S^_M3]'KK0]Y*BN-+Z':9D+6KJ2BB9 S9,*V)9%U+ID064F8_IX)?;10T[;NH;L6 ML@R :]I60; [QV_@EY9@>2GDX. MV<2EX5DS7MNJ1KXPSY.'&A8L%.OXO-F0^ MC[B4.YW\LZ9QI2)W06?*-&TG_Q<*6N1H@RKR^K;7UO'O\]E/S#%WT?"8!LWU;5,)6KM,*93>9. MTRYSU5S- B2%[_MUK$!V%:YM%9Z]P?:1>US9K/O-\?M&=QW@E^U/?BSW6/^.^ MR\/;MD=G;V#I^QOX=[%(DR3;YASK.24-.N2B5PS(UX>?\3B657]J>J97D-B^ MGO .0H_=]OG5\RQ7,7\N_%+Y#]_>+XW& VV MO^3D#8.6'*PZ#=UH24F=7F6FV&1CCP4F&[W]5'YD<_\UBF+N7B?9YL6]H)YW MUXN_>S[S'1$W2?SUQ? +P524BO?)"RT)Z17VLR#A,\[1[E(2UG_^\AV MHY-NESMRQ>/U QNF&(6I,@2%V9V[*:I407$W>ZI<^,EZP%,AZI'\;722$$) MM$?%XIT1Z*8G&K0W%&IH6_DF3*%K[W%_"(3]OIFY V4O/'I]*)< MSMUKT*N=31,,/^LIQ5:0'(F1^M6:+-FJJ@,[LEG*TZ!?6 .[MNSH%+_2.,HW M5-S(T37I%>A Q;TZ.EO>SYW15ITFO>H=V+7|B&Z:7TLB.BNKH+M)KY8XH>)O M@9P*D%|N?S-D!75A83/KIU?|FXC\Y,^1-]R-Q$U9,\U*XMJ6T#23>#VK4+ZI M;45LJ<2OGWS7U7A&MPR7N9(W-G1"=)U M,"O,=654 FXJ7+1<[KK9'606C7TP(99L6- \6NPW'GEW/GNYU_BE=L>YR*S=.8T0]TY?1[X MSB@,Y5!.ZP+PEL9E+9!/0_)E>4I42^,"'\BW*OG.1'HAIQP\3LCJ.5SP! -U M96"F/E#; K!FH?JV//"V]6!]Y9\[_S6NP^Z]!SIUG6# GZ_)FN^$A?\-A,K% M-[(\)@P(\<9#4;])IO?F.>?!5$T?;FC8+O3 M'\E"F3+7%GT/@WY?]38A^K.3O8:Z%"Z#9*.M,;6[(I*PIMLEL6UM:T,%T)1 MV:?O;6T+J 50E/4Z_MI,4=K6&:DJ2H=B1%O;ZF4AM)3QM[6MB9:$*WFD]9J M6S@LB%;SR?VTK:Y1U>IV)OKLJK95I0(HRLYNT;Y=U;::DJKV-9%WNHK7TG?+ M<[J>WWCM<)\)4;X23A- M5;4LKNB@FGSS:KFI;'=%',7FDPG95VP*/HK)(YNUJK6*/0(M#+- M<[2M'.@AZRR3?U/;Y#\K6:=^X7=//N[,N^>N2%69?^?=]GFR<>CKTP_VKR | MJK/H3>WA)F0'N'[#P9W3DN^H?YVRPC57V.@3;IK8%")!E%QFP62AJPW.U?SR*.MXF# PRO>5_6QJ.<-B^HJ"E\L*015MN4H"E^1V:IVO_%[W@^&W+WA3L\/^L'= MTY6\L:BHSJ+P=:+"T&5;#J/P!:GM,N#,<^1S_+OGBW&*ZBH*7R K %&VY22T MK<$]ST.KB5]TK^/ ^3FE_<0;WP27H]#IL8A?BV[SZ.B_1KX7A)?"L6W5M,M6- B4[4]N274ZJ6=J^75XYN*6I6]K6#BDI?5M7#6Y+ MZ=K5 -5]GQX+^14?CO5Y&09W(1M,WP$KQ3 #R&HH?H=OSPEI,[@$_DZ\>E;G MS- N6=O4^Z'I;$T&6M@6[RS[S99W\M8;-9K(HJ-1WY"ONN831')3-IK39;#8(MVI:V1;?L]+AI[EJ5]Q2DOA*JGM&54+:E;9DK9Q;/00A4S>YJ"MO2ME@U7X_5 MIAJ*MFQAV_)GVA9\CAY8Z,Z>X7XR&/:#)\Z5S"^&L@Y4S-6=EK;E&&TTD]/R M3DO;:HQ&FLEE?:>M;@Y\;@. M*"=RHJOK/[:\I#:STTAL6]OL/F^!:S$J:)NSYZV=;?D?;3/QO 6N0YA;YM? M;Z6=G)(+FUI"GIMV<@EJ27EESSL!N$@N<^ A70N*+!M;EGV#D2M0S15HY9C M[H8$LHRC:M22YIV+VLL.U-12YEU[FS?"7N)MK,R\#;7,>E6]+'W?VI/FJ_5$ MJNC- {@_S\OJ/WT)6T/LO[1JUL@"HE>=83*VFL1.VI%I:L(]LH59CR2&11[ZH6X29LQ;KA_AC$%SQV N34RO9O>??13M8 M\9A3!%O7MA2CE79R&FQJVE9OM-

*),3B-.7=N"CVI:R6/^Z]U[|HCU7RJOQSV/=T\>N3.26XXNNEW/X>%V=6/6RZ;0 M32V%;MY"-],-M=]0O!WEFR=71=V.4JP;ITB%YNL[-]^C@H)FM,6SKFTY*M/% M<6!$;D8TM"N!Z:<;.5(VRM5ZRD%U&KJ9;K0M@%V/;B/^YTC\Z.1>_#%KMV\ M6YYW-*MEZWFLW&C>L,'UJM;J?9/GDUG9]$V[FE!.ATQE*E3MBBDYG6"0J5"U-MJT(D4H1G%HX//HZFLKW?*+B^27VR\1.3EA!YU&$*H$M@K+_KY]6E.F#QNR@QX MBZWXRGVG)X^(?^/N69[\5URX^A$_Y]M>[Y93W;2A7?I?#K-2(E3E5;!M:5E[M2FU8F4NMN*%=S0FLU(]5N52I&]>6OS165!Z#6E.[II3NBLHD]FYJ5Z)ZU-__ME_C,$X\>=<'J] M-^BL]EPRT2:N&*^_CORE55&8+_=QP-.ROGSFQ=Z=TM QBV977OX],AH.^_S4 M=[)BQ2[L"Z'8DKCN_\E^1^*;4*2B6SNTH:$;K>5O:E3IU9.-X"*I< M5WZ$E?_VF,\5AX4SZV+KV;@Y[>]3:BVXW.C5]UREY-.8#][0ZE3T(1P_\]3O M#3Q_%\%Y3M,<+>TJD_JJ**=Z3TO+FJ2N*LJEW-'2LB2GK8KRF"MK;5F16]:B M"]%'=67S=?+85%:.74\N?/TZBCR?1]'D!5,1S^^<[>/>,0OY^,N"#H%:UJ? M# U\AI9%,C C_YBLK66E#LS(/Q1L:U?:TX9Y&>D,,1Y"AFC-'6KL0&5N0?.M7[1\UL?'VB!7Y0!8D2W)OQ[\%@[25"=9_]NUB\D=UL-N+ MXAO5.8=D_>N'Z&_HL?X5%]UQO+Y0DT(5ƒ]RSHJJ"\W)QVU06-%;1E%^<]'H:\KP+9J.<-#18Z8=[_+7CYDTH0 MWAU8U:I],$8<=)D3E[M!$%M:S$M&-PP&5]P:_5KJENV:(?ZHEPP1^?Z\>O|QMZED25S+B8/P OVR6C"!T>?AKR2P=;*F5IE4UY)^F^M-2?]H;M-EZ;K.UM3;. M3=E.>-<3(^NVTG[MIRW8>]Y0&P2AT>)3\L\>9]^CK>O>=+^(/9;G>;?O6<5C# M=EBU73.;M5:S66MT6:UM=AW;.9O_E GURV^B^$FV;N#YY1[W[GKQH6U6ZL/X M\X/GQKU#LUK]/R6%['R)ALR?X)V@'X2'OT@#[W8_=P51RUTV\/I/AW^]$18; M&>?\P;@*\LS_ZZ>(^5$Y$M0> R/OW_RP)5ZA_O60O+56K7X60N"35@BI_Y_/MDOUE5^1GR=[PPY$O>BQ1HDE,EZ88O9!W?RW\LESR8LB8=;]:<1=XUC;MO\9 M7PZ84(<4[916$EEWOMR&!V^^G%&<:A?K>W?^H=Q$ST.AFEBJ9 RX530[*RGU MV3#BAY,_?':I:-AG3X>>KSJK?O1YP.((087:((Z#P:'DP3T/8\]A_?%+U/N2 MK\<4:;OB3%6M8 ;;C"2Q%&F)&Q@R%RY1^RP:ICB.9.7 M'"BBI&3B IG)Y<&T?GWXR3_SG^_>C\MQ/C^.+'C]/KZ].+\QRI8*7JPC^.KG_/?_M MYN+\D_&MD$_\|5_].>2=\O)DVA8$8KLKCAG35 M?Y]WU:RK'X.\Q3)<7E1TY%/I,ID$N%R[_!;x%D$"[W<994 M'//BO5+'K)_IF*>EZ=TC+TFV(Z'^]E5K-6'>+M2]U]93(MFL5N]U*,P"^M'NT:SX/=9"RSAH]R-/L\)=,^[\Z((.E]UKQI+^.-"K8_&#A3^/"YQ^?&1&[M"SIHI^E@0II-NW@DYT[,WS/"5QN_+A>Y!7,9=%TDE&L[!+^-A)IM0BYGZ[X M, ACD7$%X8#%(N-YC ^[WB-WRW$X>O8.5JGSG[^T10#^^;WC>"75E87Y+ENF M$ZI75B8?,GYH63[AT*I8]:G/0B6:Y,/,AX]J*MK|!8^CJYN3J|/_-:Y.+B^N M;HS+/ZZN_S@ZO%>@/BRC#K'\R/QL5WX^:W$\J;@'D.7HZ. M;^379MNNO4E?GIF<8QB9+JKY#I\H\W./&GQ/>&4EUON_B\W.-'8^UZ=f\NE5=M[CZ=)'6HUS;EBD_*_&(GOQ9V65/Y2?.PC+W)S9FB_"5#V-51OO/7|Q&]:/5 M^F3(0O$BF\M#D3D&'LM-3[7PX@IC?^9C_PZ'QI1DV-;(>!.*UWG[\,2%0V.7 M]:/GL;$V'AMK&!O3C8TW5T?GUZ=!|"5ZX)C.8TT&Q_B9>I/14=;!C>>'0>#@1?)R2;CNR=<[/F.|_ETK1RI>;'T;N)$S6/)#IVKGTZ\0%W. MSYEEVV[4K.V2:V!P9T2A(PTF\LIR_*^VK=8_[\S*OX9W)8/UX^2K@9#07?"G M;57-=O+5ZW)EPQP^KC-$*E69C^*@&@GTL!63:'M)@QLE#H_CJY/?UP8QQ=7EV\Y>%UI-QJ?L)8FJ\K67PX>61.,,B.R8F=EZX: M+#*NA]R1T!VNX?F&%T?&<4^E$Q_WIGHUMNI5IRQTT]M)H MY]6F19]LE7IM->5MOW=FQ;*;&?7,.K\OI[E)!]3TLB99]LQ?-.D.XEG3GTG M"(?CM2!]/=JQR CB\.DX<%^7T42#'+DD+,,#,+B7SWFIGS5+G6^\SQY8R#=(-MQ)^GYZG K-I^D.2&/9Z.ESLZBB0V]Z]6J6/:Y:K=:+5;.PG8\ID?-4UMP?26 M,AHXJ(@1=M>;IE7DI:'C?_.?ZM\?81L::O6T.)AHL97[4+2^FA#?I"P_.X;U9+G=/P7KS@4RZBS6_%0::"58[\M(KP4<8WG.^G#'M,L=8Y%KP7<]Q@BG\):WF4@&-#__]UA$A6/M6^5.FVK8;,V M*.09RT.6!R]#82O>D/6-DT?NC&+OGAL773%&\@B!C8ZZ$_0U)'_7BEOTD?^V M8<6*T&3.YT)OW$& ^LDXJ9W^2';*D$;.^V+U/ M&K]P.XUNN@0.L#6LO=;2>PB;;^O7(GX.O=@3#TRLGH?<-8;C.!K)V?+V L6B^SERM#Y$I6_BRIQ]# M^3'9:MACD='U^B+C8_V^0,B=3Y'XWS]'GDP#1?9WR\<-]>!Q)IC\U+3EFI)D MH\XX*9S*)2=TEHFB_%INU#'XBD],*WF>VB09&1_$0P7[C6@D MQM.H%\AUWI-M,7&/Q6^[\L!>MUX["FJ)'|_V?AEAMD[@F36<_C41B* M?2_9ZK5+G>FW4R^1!)C,QV1X \+PY/W7WLXE?ZG,DDQ._SH-L M@W2%*A]1N$=L#V ;2MD6^CF2(1S,J01TW/?!'HOSYBN_U^-!+)6K8_WY8V2@SZ-Z_*\4'&-LW/MAF5;E3$B[GF1:#(;ROUYBR(^(Z-@+VGP<_C&HX^IXK(=CAB;#ZX[VLR=U9:. M9YD)EHV#N>?HK?U^]+;_ SABN+VG &(XP/8"ML%2J0+'<")J8D9?M)L;S"%$ M#!M])"@E[V26,@M$=O=_&5?' M-J"WUNDF>WD.$@A_"L8K$#AS_F\!&^?@P\=/"==& 7*7R?%@23P>*X0)/\<MY_ZZ4X(&)+)]:J44,IDNEB^-$%//GP;WN MO&6,.O$=B=PT_4&L/1U>$R'2TDDJP8-N>NE"!4[^H_R9<_>.+5XK6&+_H6R!GF M>R]2=1.?^9TVW-'#*S[&;A'DDZ"S>B'N_W)Y0W/@@BJP44R8T5:98G?-1FQ;I&>XC4 MFM$=E#PUM,.5:S22B*GC0EN/\SF;(G&$HQB%0W+1'AROLDX3O&B:"2G8\8' ;KS>;A:%>HD1W)$MR9$<+)K\HB]>$\4BJ)8[01QU+Y6\!_=P6V[U?5T6ZA"/50^L.<[N-*7]@5G: M'3NR\;E%S_9^G=C[Q92[)X:K+IMXOHG:>++F$>ED&6"C[FN\[D[.'DE0L\7,) MWY-3B)*. #]EXRG[\A%,KE@F!VY^]ET-=6(L'/E>DITEXVKI3<9FE0QAH-Y M9&& ED[/O\\Y T131WGDYCJE*6^3NC$&%YV^Y7QD)XEG5Y_2N5NK4 M[4_U6O53O=&89'B3IFY))-#XCLGQK9$":KC!2(U$Z&GY 6>D_5SWK_^>L+? MEB#X,$B*J8.PQIVPZKMFMFLM9HB^^RR6MOL.K;3-O_9+5U^TPM?G,0=+]^& MG/TLLZ[P"8>L_\">(MG[Z=%$#"7C[M:L2E-N>9W?V#E>H]M=QVNTEGD-Z_V[M^@O3I2E&+Y0^ZY=4^KE10;Z((HZEN_-C$7*R-[[/00P-,S.?NEIY?)6RI[A>P M?[^X^F&8U?+?#/$WX^;W$^-O?QO=W9Q<&2?GWTZ^&=7"7ARB30 MR_&*Z)0=NSGZ>G9B7'P7VCB_,3F_N5Y L.S:9:4P(5DOFRW1O[<9=>6/"K;#$7H;"NCQ'+"+\GG,APF M-FU+^G%"WAAW*3Q18B^G%>/[\Z3LJ9]$MN+1LR.'G@7H;#<9)$S+I2XH$O[Q M[&1ENƒ,^VS:B>?W+RXA6;,L*1F2+$?[9;M3M@*'OER0(_XFTD?/5;N:OK*^(#0WKGN<"RHG!(;=Y)/|:KZU%Z+[!N4*.//4H,=]f%CD2KAD."0MD YN2QZ@4,.&E>%)[H8 M\N0U+P="Q^(M7/DC7[QT-Z^1B>]V@TJL%SP7/MD'+UE)Y+K@0 M>4_@Y.&OI[X3#+COX2R(HHIP9>#5/%[5X7=`+*7RG24NU_XFQI M=P$CQ=Z9:0LC4!B*.M[&1H/+ES?'\11%^^V"."1Q"]QPLK+0 MWT,,1KO4^<%\=J<\W_/FLV]>Y(RB2*ZTES'9D<_Z3Y&GHNH7ARD]:G)$A,1< M\6C4?SN/ T]:&);43?C2O'RI#5^]OY58EJ#O\E#:,Q8[?%0:E%\T)_\6WK5 M?A"-Y:,H]M@%%\N$K_RHH[PE84A0;-H"VP(N(O-+!2]<:U6ZISQ.]9/!EIU/SA&VN+H=N.1%AYP?0]X!!=(P4R:I8ZL MLQC?F1,'(;Q?<=3:*,I:VLE9!'X@A+#PJ>NA|'TU*9]OU.'M";B%EEWJ9)-.MPN?KJ-OVIDO)ME1:(NK5DDBV ==&@?[M4N?DL>?=>EBI5B"5MC==JX9BN08< MV5ZQO&V5.M="KBS&+%EA#%]U:R^N[)JYGS1Q:<[SAX^.CF-G1F7%Z M+D\977>:DI"VZ49]>RZ8|/3A<:BNJ?F\!18L].DL9Z)GC8[?^;>3\^N3 M.]0V.N+1]-O1S?B'U^/S@13JXSKWF3.YIPJN[-+++VW077BY>@^>5NB(5!0 MEXO4/QG\T>'#V!BRT%"W"D0?4YXR._?BA-V>.RMDU&6%6.7BV6.W8[?G'-MPJ\\7*P(.EJKGJRI^/.Z/^\EZS1J2?^VOLEOE]=OH]U,^O_K)ET[INY"'D?7U!/N M>S&)O9VI..D6Q2=-=3^RI4O8%@FRG5_OUKC5E9X5_VGJ<(77+0S"D-AC8:\ M8BQ.<^GGTEZOK)MM_3XC>S74_[9UUZ,\XD*NGW;D7_B?(T_$+Z\"Y[%*5^E] MU:! X;]LU;7,KP;-M&\+;SL:1>Z[5OV5ZY,;CD91^8ZQX:%DR)'ORO!Y>:\+]WVG&+]\^WVG4F-QI9%=+';/>]M1GKC-Z/*$\N\NG$K)\>A,SE!G,< MT_9.CZCR:O M^AZ$WX+1;=P=]8_&3;MZ;MDX%)S#?ZO4:F7I_4=RPFEV M#DT%K-0N<.C;3'CV5V-,/!;2$N#@4:94Z9JNJ32B"I"6'KCH50=]R&M:J;MU#0A2):Q:KVNN3^\"6+6S\(?KC(A6E!;6);LOS:#9,_8KR7O,3[T1X.R&Z@5 MC/+GLS92DY,FGZQF=A%O:D41"(?WF73+R@:,D.Y4I+--&J3;A]459YQ%_'7Q M/_#+8_>-.'9=URP229E41K%<&GSJ*RF?!fZS*&2IR0F.6L72)&]2+M#CJHR M5^Q2IVD6+,K5VDM^XUTNM"$(&,7)*9!!DO>+GTKQ9Q#'H%MP(ECC,B82I8#G M<++YGZ3I;E88F)3A49W?IH'Y=10UY0V:S8FE!C'X+&RS8BN8|*4MEG?GSDNR<3N^1(P9960*(N=/SQ4OO)/Z-O]R/D*.1K0G4Y?R56=\\[4^]R%9FAF3 M1W^7=Q;0_>73Z(RF>WX+_??#Z<.."3#1!L+*==WF.WQ64TY6D<[9 "W2NL-W M."&GEZHH1N:R'BEFC]ASE-'2HU/?"0;\ACV^EQ?):1!!=E.3,1TA80X+D5(1 MI9T019<5O?L0_"4EQZGUZUB5F=UVS/=6)#?D9$RUKDVU")%A/CLRW^6(6>]T MVD5;IDEI3^9\9IBLPYMMA=-.%.G/(5RY_\6Q^%)3(3E?<+}P2AWI4[75W'R4 M6%4S.076L"Q8UEJ;.U>U+%M95LW.[$0.O7:5/IB)Y'&3+3*U|O3HZ^G9Z0'0[R MUUR9DX,CC2%[DD<&X/S^?3F\/.7ALY<)+Q:>S|20ZRI:U?*5B]#YHG(^Y2FZ M2SDO%X/4,PC1-:Q_41BQPI$ZO6$PY'ZDIKMAOG1=-W\R&/:#)\ZOY,Y!IZ]MQ'2+V=\H=9KS#NC'K"E]NBSQD.O0I5GJ-"QMUEWN573_O+0DY/?<'_%YA]U, M7?&?C$W,"MN/";24ZT^N$H$OMHI6]=.],1-!8)(UAZ4G2SG2%APIW&$X-#SG MZY/TY2Z$#LLKRC(P'TJ9CCR727G]8]FK:.IUZ.T&]@<?$C.+,_(U^*,ND*O M<+LU*\U0RV&+W!]=.MR^"."!,2V&A(ES4[M$1I)TNA4ON'_,$&WGOB/4^WQ(%?;2$KD-MRC'/]N!O,?(.?;__:RD.1_PM&:.?:^^2[OJ.M?V:=E2@S[TU-]JK@QOVVG_N] M#T>S7,>!\[.7](4_B,8[$=7%4?'36M3-:*=>YK\O7I5T0Z_I>O>39X\?49;X M0[.E,"X/*EZ&DT))$GYR?C+>Z9_R>IX%*X^^X7:^ZYH47NL,:6G7NI4*17J[(%G,Q\80Q98:]_)Q MGXV%78CD:Z*5KT:,,KQJ.70TBGM!*/3NS@EE&N\(<7X+EMZXM6(+IJ5.?!I%HRD)MOKR[O0L=+GI^NIJ+OK\K_K:(QU.0*.7%OM3R5%^3]?PO+UZR&WJK1:^!Y[H]M3B#A6DFORIN^4NMT#M:U'KE,_CY+4S#S-7 M>]V<7ZY6=QQEKBK+3'.2Q=!HN-:SZ,^>"6A\G(9+4^&5;5JBGH-^Y,M?657U5?V\Y[\<BH.39N0DYBT;ATN0?"S7;(G3Q=T6/,E/%S9JE1DSLSYXRZ6QQD5VI?.M?5G(}A%4KJ,7W>5&'S(^S:I.,!B-U^-KS05Z#M89XY^DF%/WHJR.IC|Q_C2*U;.RG(Z+9;3+FBL=,?,@:G(6^.#UV|ZX=Q$Y&>3*6Y)3=?,-=S_'B M59,\TY))7]M6Q1E,A234DG!W"X2R):&:,?UN3]2^:@%G[!A;O8L%H]<7[*>*]MA;N'BNZ&EHQKTULI3I245W8[VTF6M5TRNM8->PZVT>7Y"-73!I&:_3P,Y<5&WCW_+-M=MBJMX:P"6<3E TJ=#^;'A'>S?T[$(FC: M#8+8EV<[*!K[95/R/OGH*I"=L,7Q\/#.'A!H?)X&_8K07AW8%6K]D$HOCZ8 M8+.63"L5+4Y)IS|R91PY2.X)#1ZXW3/#8&"$R1U0?_I_4TU;YV064UW]=^5>+EW+XWMG,?/UFOZ(DB6B+[fJ<7O:X M6A_,'?9!3M\O//5RW(77BQLK0]O<4.>3V)\,F4%8U<_C*\"_2Z^)T--225/M4BF&97ZG[1*]BIG7CRK/;F+*(-YW&K77(80CNLK#W0^*R@IN>MQ@CIQI9_Z3MW.\@FR\8'\H;M0Q/M.PN5&N6PEBR.>[QB$L5"\\6J:L*?35R*'EU/9_YCJ=*.M;>(#=;!(9:$7'3?#:BE/-.NF'CPW]DV&JfG?C8>TZLM/V*UHPRA>_!-=A&V_M64L[]:=LK:2Q=]N^=1S6L!U&:=?,9]W5;-8:?59KFUW'=MKF/RVK-/E1+WQ9 MPGW'R[,CZ#^PIDF/Q-_<% <<-LANBQ6_EM5 JW>ZV_'!B",*F M@U#-^AZ*4(;'R2#TA>G2%*,72G?VRW+MB$#N1GHQ:2S1!UI U\.6&?&#!)9 M=[[=>;28[SL*Q??T9Q+YQ]'UZ<_+HSCBZO+BZNCFI.+\X7&KDN3CR_.MOYV<7Y[\$ZT^O[XX_UV="\^<7TC_N?'R?G-M7'QW;BX/$FZ5:N+RQK73 M\9O'7U?$5P>SG\O95]79:JWTJ,6?VZT:&K7S1K7??]22 MRORITS_M&=BK^7 ,!2X.ES5C:THT9F5B.W/'6.%7:L#18VKY:VA8,,;6E!I,.8U=K MVS1NH8$=P@ZW88>U_ W13@QOWHE&AKB?EP'%.FU0G=!X%92?HOG@8IYGD*6 MZ9D4YD7W-RE*N=*8A_>>PZ-K(=1YQE K=:R:N?GY-3AZ0T>J+#W]=!6JU"55 M:I:??PJZ$B5+)G2*'6:=FW.^>U@2@&8LB2$6XTJ34&5>@;'[.EU)H_6T=9O M81!%OC ,NEZ,^Y&W$X0I&5\[$<|C?4L,I5F<4D"D$@!691.O+6%56[#*SN 8 M K"J6*S:A%1V50[0[;TI6H)4V42!2UAE"E;5%F\>U(I5^U"!NQARN87)OS/X MXU!NU(L.L[MZ/>,4#+]?_?=[=:,H->^+#^\^&?7]BT67;0VMJTD?-U MJ88VUVZ!-CM,3M9G34W>ZFAE5F(:.!1BS9+L8WW:U)-5J;HXFVM3D_%:RZ_Y_U@*(\@P6*_#=9]D?R(5)O#M1:#O\+]1ZM1:"T_$P(W?+_^9A,,<2:E5Y M]E'+,JW/FJ0DR&1W8&9,M(M L4>24VN9+[D 2'4FR;2=CPT>J)1%T*E8U:.LRG%S3 M_I K>/#EQ6OGKI:'CNAMAP:GBHQGP717-MHE3IV-,-E%]AE4!!RI8T0WR>7MW!A5QVX[D&NM0/%=;M6KI4[.VGS_.KA5+&ZEC1?7)Y>IR)7Q#8_8);4N \X# MO_Q24>P+I>W9TL0/FT6&D>B_^-M;8Q!B#5[;P^^5(76UB62.27S$"B+:,))D) M],)@B]P[8LZ),_.6XFS9!EE](@=MS)G=!%F(DV4F&,N"+7+BH:G#0+0/U;I% M&\8M[P8AEV<7W7N15+N\5C>IWQDQ>UQS=A?YRM(JWDN:,CF:U?-'0A[C/";;PMHZ]*-0GN1JKBY#$.F1"IY[/PZ33F@TB8EWQK&*C-6:?R6B(>S3L>HMY0P_:^_M7 T DF93#=PQ29MR1T-FBZ% TH"05"N.MDJ=>@/527!TI>KDCDG:+G4:=1J. M=!^JG)?91M=TD\SL VAA*N.,\BOW^?RST1I5$5=L?D@.2A$ZLB15!)N^)6:I M8VMS;#)8LO.0,A5)++)5';WQV)UBB(TM2!7&I.")G29K.,)-]J&>>\WC!NL.U MP!OE?-=."ME=F?6Z\P4R\B5AI>#1NRM(&K52[fW]8W9U2/YA.#"<]\'V4L.I MBS&QNOTI"%@.+$&7)A]CR8_5RQYKCM47^H.K5*G6C$+M.((MU"\\]>ULJ-^6U+:RWM0O]F\R=9D "FCWJ^4Y8XJ-LWPKFTQG9:7HOSX! M9K5_9K5:#O6.6=G99%$P*YB57CW?2G]VCE7555(:VA5-+854Z< M6M<7<[QVS MJBNSHAS#DE@3,'<6&:TK:NOV0?W /]0_N%MFHE7LCB'8F %09%^CQ4$5[W>L\W6B;&ONA5SXC..$I=Q/AK<\O"B[]*1ZG(4 M1S'SI8A>EZ5?EO\W&Z5.'4K MXO>#F(EGBO]UO?O.%_7'CE5M257_\|5_SX*<-&K2G $+|SQ?":16J8LGCV50MEOG"H6FKSY0$/_E?GQ83C[+FL#UBI6B6Y^'0>1)?AR&7,Y?W///LN5ED<(-_M9_7"(BX?4.I\,#\F?)KI)#)1U>!FLF,X^'AP<'# MPT/E\3,L5X+P[L"J5NV#4'Q],,%F+9E6*G6?^DY_Y(K'1<+"(J,.!@-#R8B[MQI)N<@/@!"(>US_Y!S0IBDX8OG& /Q\%D<*%?U!CFPYA+,TI$8I4^&5;5 MJAE!UV#**81@\"F<0_Z3!FIO^]KO@#IT=|=I:NKJHT6E(J&1MONR%E,I[76ODWI5ZJ=.R%CK1<=<^"3Y$0^Y(JQ'Z6V004@!K$,6N*J+8FQ*E MF;\T&X(HC6727(.HK?RIUBQU&NV%%Y;/)4I%;)H;Y|(QVI$:UJ65?U\-?8L ME*S//DWH?!;R9,B!3_*P]Y/&9>/ZH\#SY33O;]H>A-[M"$-@CA,,Q+N?A/P-V?S(D//HHC&>:-E=R/K*R4KR"[N)N%2]*\|OE@&IKTZQ M4O+]>C[S'4_ 14PDS$?T:TH\;P4R;D9-#S=MF\=AS5LAU7;-;-9:56;M4:7U=IFU[&= MMOE/2WC#\8]ZGSXN0AK(\+=^&G/TLLZ[HX"'K/["G2 9MTPP4]!LWR&Z(K^5 MUT*I=+O;&MD3,Q F'227F!R*H)>'25CSA>G2%$,,%,+)_)<.\(#W7%U=' M-Z<7YPM-79\"=_KW$^/T7/S[O/AP=G%]_=`(KX?M5!W\,/*9&$:%,_XDUT2-A[SH MXP+^92?_-.E-Z6W:^]{8E52^N'B5Q8I&]=DPXH>3OWR>'_,D^>K1ZD>?Q^8Q M'A?]LXF24DWR]8O+]U03MS>>CAJ_>?QU17QU,/MYS:Y8]?E?52OFW,\7/"M*O/@K0WM<.BRPJDVS;I]F&'PA8N$$HU$;>= M(+([EWZF_T0G(+=PC5"KM9-KA+*8.-SM3E18T+Y8T(;W";7:N[E/""8$$]+5 MA#:SH'9U-Q<+P8)@0;1:T(8W#+7-W=PPE(4)9;3]5FO27\0D??..>7YD?)#@ MYM"\9$U=-P@%VC><41ARWWDR8KGX)3E+P6#NOT91/$CFM-??UE2DA<5KY/?*.MP1Q/^Y=D?/B>B/YX+/FI54='OGOSHHC9CRV(H>6B>\;>+X-0?1"H7<[4K.B M-\$E$X^9=[-XVRIUFJV%JZ16'7T",1*3KX/F^7$D>B_^)MV-+1%W#-O;_-'M,% W:F.84>9.NUJI8I8K69V+">]IY?UFDC%=O9^ZRGQ>[7'G[FI'29W(2'-B MT**M +-_'O>8?]>3P\0$*039,KG/N!Z.\6X!S[(,-{]>3K<_=K(N+OFCN-MBE8UO3N@ZSURM_QO'@;SK*TA6=*R3.NSD=AX"B5+4Q>]N^+(+>;\BS3^@9^M'133TMRIX_M6K%W-SF:BUQ4=NY$S.O8"_R!D_:L4!V!"M"_+#{D1[XH]?19%7E<(9Y)%"OM;8&I6M2K20G/.>2.!+=XL6&A%[MF^9H"!0=+ MIH'FQ 63TU:8Z[YV1S^9<73^ >&3YKX]MB]NT^ S$% ?KK?FS'1(+QZON5M3U3(Y7;65QO&I-A,-UG+!*Y835>0S>[8F4 M[7:EV;)7/9#2KE9,.YMC%IN5]KW:V8COG+)8L] FHFVR;%N[-NDH)Z)MRG+. M)6W_;N W8Z\FM.9VMM9*<\SINWDDQ8!Y_EF"M$X5KZ8^5?SZYN+XOW^_./MV M<1Z:4;(8?#P=GE2RA.5BW0 Z7$P& 2^<1T'SL^M MGM]:3/*=B-0V&H5/.O#@?,H629A'HK4RNV5]->!>,L\MG_K]|=LZ,7B\W<$ MO*YP=B#L30.0W6O"<4:#D;K*;|Q-FUCU>))_9OYJJ1M?#A[M:CH)2:@PVH= M73(&/C{ :IB>QH$(S\> >7.% 3#+BT0RIM M5:$ J&*@0%]@R*% 6J#(H4!:H,BA0%J@R*% 6J#(H4!:H,BA0%J@R*% 6J#(H4!:H,BA0%J@R*% 6J#(H4!:H,BA0%J@R*% 6J#(H4!:H,BA0%J@R*% 6J#(H4!:H,BA0%J@R*% 6J#(MH

,]\VJ5.M6+N@_7 M0:=ST%;U?5[=A)Q%H_!)\6OLK<6:C=J!"QUY>F;KOI/ MT^F;^>10&C6"H51 9/!''CI>Q-T4,S=[4.6KI;"&TR@:^O$CD>C(1ZSR#:,CJ\FQ1XEUCV,X8E+
(B3%#Q__E+2R2QGR%3R!0RW3.9 MKI2IU-?R^']G_1%/[?";I4X3#A^&!)EF(M,LEW*1UL]*CJZQ T?7RL'1%6O) MW7Q%7_$H#CTGYNZ!4(O*O^4*O$BES'UJ!(I8\@\5TXB&S%[-
!Z\N"?GET4?BCD%J6D1#3*%3"%3R)2<3%=;R[MD M>N_(_=QP,AMR/F'SOG+*? M52UU5EGJ"]7#G"!3S/%EY^Z63/)E[.[,W;J[?9CI4W-+Y5LI?=''%_'OV<1> M8:HN4_4_5 /5 /&?
5L*;^\"8Z$*.036?^2>>ZI?\R&7LSZ*MZZ?1MO7?$_ M1U[DQ?R:A_>>PY.E*%?<">Y\]12U,FM>5&:5.NU* VM/B- -W@#JP?R?#JK> M4J:],\=OZ^3X<7PK4.10("U0Y%
@+5#D4$M(2ZED?\YCP_.=8,"Q@ FSKI I M9 J90J:0*61*6Z8KE<.:[Y?#1(QTJD*DL_D;9BUYG%^KTM;^C RL2]I"L70I M.^IYL&,?EAM]#T+Q3]]P1F'(?>?)B$/QM+XJ1!OLN8:-U4?
<\B8?'X=GQ.#J[D<%9\MXCW[UY M"=5>5AN(4/JB>\,>+X-0?1''H7<[BMEMGJ\$ETP\)IX78#=*';L^9^W RI<4 M@(%P$%B0I,?>'UV=35,79X.9G&$
MF73,4D"FD"ED"IE"IMK.ZVU:W_@F!GN?NU^34?^R+]J]<7;1DD!_F^__P0RZ:\6_N&G=,Y%V"&PZ+>D:W'SP8/>[> MI5G#7*026V&JJ5 /U /U0#U0#]0#]>2?":>+G>6"UV,1@'T7\=?
O,OSZ341E M\L.C;LS#*^[T611Y72&2R3R<"*471J2Z^IVX2"^[N:[]O M%<(@!H&OCD]-KIFX&,51S'PIEGG\MDJ=NKWR%7VI%+#S"O)^\&*>JUQ""D4' M>;
(Q#Z.3/T=>_#2/"O8ZES6"";IY"!'^ODN&FY"S:!0^*5*,W<7X0;.\[]QPL7-H(O6@TG(NC-8#AIE#K-]NJQ,[B@F>^P-O =LZQH"E:L0>G T
M2QUKY00%_(%Y0SU%5@^6@&3JR9<T5BO.B7;7(;W8]UZ+I=Z@>Y@29XI2%[-S=DI0^8W=7VZV[VYL9 M^[*ZKU?T\47\>S9E7YB2)=0#]4]4 _40T8]6\HO;X(C(0KY1-:_9)Y[ZA^S
MH1>SOHJW;M_&6U?\SY$7>3&_YN&]Y_!D\N6*.\&=KYZBYF'F165RCXB]\JXB M\ WN .HILGHP>[[+V?,\/']#*\]?H(E+W+Z.PBID"IE"H I9 J9%D6F*P6\ M2TX?7':_=JTIHM-&I:K]H?
F8>MQ".K24':T\V+$/,XJX?;W051VH!^J!>J > MJ ?J@7IVO^)NYG!032]$KK5+':NYPFH],! . E..>CF;F21;4V=3K^KB;+#E M%RAR*) 6*'*H BWWF+K \D,_B**/ZUUA23
V+"99O*>L@#%%GOD9?Q*=4E1O9;ES0<@ M%2E2+?!;2ZY$6^52Q7I]K4L5P2]*_%HICIQEU];N9ZPWUKB?$=2C1+V5F#=S MN]\ZXV6SU&F9\U(/>+3BT&HUCV9G>6MD76Z]J-
J5&EQ6,;FU$K6V?A5@75T% MV+*KF5T+0(-U.UX+M[\,3G-]WT8,;E23RRQ;E9;V#%ZYC-A5_VE:1MS^+9=S MND_=1A;DW.O=X[7:+9<--=\U>Q_UBE8RGY-
;\^9O7K=R#$&70^LM/(=ZH!ZH M!^K17#TK!9$[N!NM88DPTMR\4@T"P;ZAG@*I9U>5 KJJ7L65FVF*\)NZS/ZYKX\[U9"Y+5_:ET"Z2%J85#/5 /U /U
M0#UDU+.ES'I7M^@U&J5.0YNI/- -W@#JT4$]6)6QRU49>3C^IDZ.?Q^FPU>Z M5K5(U:K"%":A'J@'ZH%ZH!ZH!^J!>@JOGI6*6QO>F-MHE3KMS/:8Z\0-S&?O
M,I=>RK.V3CS;AUGJ;=[)2[=^5)A2(=0#]4]4 _4 _5 /3M/NV:N_-#K=%JGZBDD8J ?J M@7J@'J@'ZH%ZUMUH/%N*RO,*RV9RX.CL<=PX64([FA7&"V"IQY:/+LC5H]BZ
M>)1BK1I9>EWN-1_&?'#+0\-J;7!G[E@(X^M'DLZ]O8%D/RZ2F7])1CW;"W6; M-76A;E9;C#)06TXS$GD14KO:VU]RT'EJ76MFHG-&PV7VF>K^NV8]DPN)R1LE M1HPL1HP,KS)N-
K*YRI@\,S%<8+C()'N:M[X '@ ;+P &N$S"LZ %,Z@%K#GI/CDG(:O;P0"VH%__K M>O>=+^J/I/&WH82,.S+Y_?\|X/GQKV) M]J9^..YC]>4G[%9T:10O_LE4AQPN-
!WNGH26;%/CM32F_^R%D\8,V1TOWX:< M_2PS.;5\R/H/["F2XI[JTL#SRV]$^+;W"_O8[:[3QU:*+B;4$<0/0C4-?BB8
MRD.)$DUBNC3%Z(72T'_Q;MNWCL,:ML.J[9K9K+6:S5JCRVIML^O83MO\9[/4 MN9'D-
H*N<2Q]A!]'7P[8+*L74WZ&^//(J"SHA>#*7(64^FP8\E_R]9@B[7:EU38E2\83_^,7CPE4$00ZF/W< MKE;,JC7W*_'-W,\7/:I9J5KUE9ZT^'.[MMHOT":T"6W:29NV$-LO[9_=>+=5
M2Y8[O9NAU.HSN#G)0.+3=Q/[-BOU5 N@;L2 QPWFN\:Y^,[X(7[0BXP3,2"Z M4RNB[*I:$66_BCW' GL3M9F6$,^,$,/@X>U$^+L";;^DC(LBU#E!JN["3B:G
M#94E+%Q<9J_6]3T2WV2B?P<"G$_9(@GSY0!P%9G*4\#+I[[Z^_@L\/<$O*YP M=B#L=TLNN\S\4FO"<4:#D;H3;6%*K$UCU1IH_9OY:I6V_LU-UI$;'^2B\8]O MDD1:UJ>CJ[OB,1,?
NLJYG;#0%VV/=NG=-HUP]TA7-T$\'I&F:ZEJZT[S-9(O"_XJ69\ZYR5J8\+*!I,=KN9UDQN_^]QR;QAP<6QN[8]L1GHR".@]G)Q2_X OEP\<06_>_#)/#CTXD]<[W%
M^_]SY\Y89'UCC]:/8&;[_Z<1V7YT&K'0G?"%D?L7>]]NP9OIGX_,O9_&[_OP M',_UV>F4_[O=:OW7R<6OMF?[8V;9L?61C=ELQ$*KVVY8G5:G\\L[W!'"P6P\;NS/:B?YRP;;
M3:+3>]N>O[*9K/ OXV#\1^W](";)(YBVT>P &3AT+#X_,1RG7^<3$X[@\[) MQ5FG>?;+N^PV+O[[;^WSUH?E6]K/S>!7=$-E;Z:0JC:220M?)GY_0+1Z0=++
MQZJ_'^;F2M]8Q6@IB9QM"8E(:!IX)7HTY^)&R_RR*=[77D,]R>?+94[:HV/7; MO6;W-9#7/CW8AE0-J::D>MXZ.*D.D52[W4%S6'E2W1"ZJ6:$)A\)Z.*L8(YP MCBSVDX5C-
V).B>#,\3ORSMLED/XZBA+F?$Q"@,5WV%;@<&<>?7G#X?I)@C4' M[X>M)SB0#R-K2CI]:WCQ__VW0:?=^6!@:F!J8/K*8+J5FM-Y$L?_7]M+6&F& MWSZYV-H>,9=N",G
]%"V[G'@>T[/+1#IU_AD&4E\0QI!RA M?<7'JN1G/$X*B/HS/68ZS'78Z['7(^Y'G,]YGKJ=CV'L9K-5>_IJH\IPDCV MDC6W70=#PE9L_[0>W7B*T6(XPW%&&BOJ*S,P-3
U,#4PK1U,MZH^[[3K7_I4]=V/;(X5KM*QP_6!_M)F[DQNR6A0_NF/&V]E;@;=##&'%(3S-(T>T92L?MLD^JF?,QUR/N1YS M/>9ZS/68ZS'7_SY^"N#Q0HFU]S$4Q9B$D#(ILR/W ?
&]6&AGET)[>P.E3/^ MWDO?N4M5M33; %3IF\F=_?-[$-(7<1RZHR2V1QZ["[[;\)AX5<'NMEJ@8'>: M@]V'WA@,- S")"15H_BGJLRF715F8R+G9E7M5AU1Y/QJ:OOWS')]"[,?D<&-
MF,\F;AR92+J)4AB8&I@:F!J8&IA6U^;8,#F]R-3X"$+>9\ZO7-I_]V"_.UL5 M'; J3/.5UT9K)AY_B$8ASTFWW>>EV]<0U?_-#QELXR_F6%X0119@P]B.IM;$
M"QZM*7/NRV0J'Y,C[6A\IN9ZS/68ZS'78Z['7(^YG@K8NUO&V##!]0I4L<^@ MB?T+%;%_VJZ/'UY.8A;^8&//CB)W L"1<3?
0IPM5YU[^7"T3M*\/LYZ+#K[9'0_GLV+J(HMGT$2QYFGY]6YX1]5P83O>,=R!=ZQB M11O80W^;'&>##Y7B#?W6]KQA.PG2[]J $Z7?/:LTZ#N0/>K5H5V84_6YHUT6T
MZW9;6W>*/1C:O8:4#+HX*Y@CG".+_63AV(V88_(PZND&-]=CKL=ZM1_:X(\A M;W,]QWP])L-BKYQ\0Z7#7CCY694XN6EJ8%;5;E4M$WX*/#T49+;FMNN@:\Z*
M[9_68SIAV70V,!67!J8&I@:F!J9["EUO\E9HLPA_,,^.F7,7W-D__YT*I<]! M2&+KU^5AA'G:[CGFS_5,H;TA)P/3*@;/:W@_V[&[#2;]GME=_WG9W:L)AI_2
MY%LX8PI^$PVOI\O27(^Y'G,]YGK,]=3F>G8T, MRHY]_ZGVW/3BY&.2DT)HB M^,KAG&$)YGI,!+T*5[VCO5TA[C^L"/SJG:K#-*:5;5;99#6K*K=JB/*
M;_K&8LNEWE,FELSUF.LQUV.NY_D3!7:=CB+4LRNAG=VADV[/GI=O7$-7_S0\9;.,OYECW-EA7 M@ UC.YI:$R]XM*8X%-<$].OI,S778Z['7(^Y'G,]YGK,]3Q['NL3S5U,:[T"
M!>PSZ%__0O7KGZ"5X8>7DYB%/]C8LZ/(G0!(9+0-M.A"A1DGMV\](M$@F*%_M$Z^O$B]YH@F^7U[2KQ(OV=HTG]#_*FJ:]W-1Y%?;L_TQL^S8^I_$6UCMAM5I
M=;IE[/%7,0(VHF$1*\1ROIY8@$YF@4]=5/FTB9LDCF+;1[#DH?T T+Z3XW2J MSYCAUX87>1QT U*4FDO>&:+[<=M11083*L[VY:J&ERH&N\8[L
[5K&B>W+1ZV^3\6SPH5*\8=#:GC=L*4%P^'&C M?]9N=FO,.@[D(GJU:-<^.-KAI-9&MS6H#MJ]A@0-NC@KX)-T+29'Z9JLC'IZ
MQLWUF.LQUV.NQUQ/;:YG*S5LPSA1DN;7490PYV,2 B!XMWYJT4_?W7!!_TG* M^3Q%[!P4L1SOD<&?:N*/(6]S/2;IH@I7O0TG;V](NM@+)^]7B9.;%@=F5>U6 M'5O\:S^8O%YZW=;J
ME+D>LSUF.NIU/5LE1BPR1>DC7S\P3P[9LY=<&?__''F>LSUF.LQUV.NIS;7LZ-I79!SK^ED=\$E 4?;7O? M;=>Y]J_LN1O;'JEDHV65[?[,W$C-
V:W+'QPQXR']WZP<7#OTU,HTI>CN/6P M)&PGQ8PJVJWRB"M656[509IS:K: MK7H->7/?6&RYU G-I,C5,X)IKL=LSUF.LQUW/TU[-5$&Q#/A*H MOVD?X#Q79>?
DHMW:O:5O!9'#9+X]9RGD1D3K5@K17D-"FQC0;8W%A&XK3H=R M6[8*BYC\MGH&%,WUF.LQUV.NQUR/N1YS/<^??M@KF8!2-)E%J&=70CN[0^6,
MOQ>GL*2JVJX34WN]DXM>=YM.XP8##8,PV6Y58C:EL]U>G-F<5879F(P,LZIV MJUY#1L;5U/;OF>7Z%F;:(N<;\?GPDGW5R/N1YS/>9ZS/68ZS'74P%/ M5#F;\",H73YS?
N7:UW.#4M6)R&:!E250[&CX0 FS^-9.QP])S?I M5X2;O(9LD=_\D,$V_F*.=6^#<0YH,K:CJ37Q@D=KBI/C3:)(/7WQYGK,]9CK M,==CKL=9_0?Z)UCGG45Z" ?0;]ZU^H?
OT3M#+\|'(2L_'&WMV%+D3 M (F,XH)Z7:A)4V/H7D6&S!@$>S7T;_) GK,(XWEXR;!*O.2X(N;]7!3YU?9L M?\PL.[9NV3QFLQ$+K6ZK875:G>XN07,QE9L?;GDP=^'(;OSRF
@MHM%**W+[M;#VM 9G- I^:1O/93#=)',6VCV#)H9JSULG%6:>;;S.^V_0NHT F1/ N1\ M/5[>AB6VN\Y M:K_]\W8.Y;Y"$;O/$)EA!885[(\5#%L'9P5]9 6=_MG>^L&]'"N@ .0[2F6&
M/QWWX>(7^(_<\,P.[UV?7MW+$LZ8 '#]+#W919]ABGG-K^ DYO^4$, M3[=#^-BW7-C9?6A[UMP.8RN86/&410RQQ&$^'X_J$Q!QOJTU<7W;'[NP/(KA M
YJTTU3WMPP0L8U>I]D_@ZW.@XA&Z;P/<5JN^\ ^/+I.)58J_U07&TK_8D] M@DTDC+OC M8?L_7;!/Q8^FH3S!W+YGIZ.0V7^F-=W?SX?O/C M\N[ZYELA@5=ERU=-
XMN)XP+#;6#K!'B!!X@:O2WF5N,U20'B5@.RV%""+$QHK018U MJ_7,!_R5+.R,K$D8S*Q@SE#Q!3L0C? ',*]8]+X,0N^8$U[X^[U02I4W5RD, M7E,EW1Y6!I6?/-_M0/&55^
:/5('9WNW419G@Y.+7F]OB0(5B$485#]:5-]0 M?;@1UX> Z_W*C&VI@3!=4]=4>6&:-FR)K#BP0@;(-'8]9OE*RN+G^"_J#3(/ M@P<7+%EKM+#>)!@9R9]AW MZ"_Z8-
]JXC;E$L=4]+"]7J5?"_S=8Z+8]%*[G1P1=-XZN>AWTI(.1W9/#5AAFW%.>]G/_'O3_,O-[F$WMD M^530]BM>S)5V+WD$VSFYZ QWMS,JV +C.)%DNYZ2967+N!+3A.*BLPT
MJA1KK[,J_P8[E;RUO""*L",EPB*(;]S;-B?B3M'6Q43(F+;OW=''N:P@;X? M8!\4RXXBMF:HA%'>=J?K]=Q?=IFY\6^!?&\FWT-T#<0+; X;?Y+7ET?=/:S& M[[Y\XU>#+X=5]@O$P-
,1YPP1QW@K7^#5]5[UJNRE[^BVIA:6ZE,]!^#%(1O$D\2['8X!3G!>8.:=)"SM74AE[J8J8LL$I MMBVJ8+7-[KV-CM5@>GGA4]55SVUIQL'\I0*?FCL9;4N'C6++C:*$^BZ.@R@V
M9N1+"4;];FXFGWFUF7]_!9>2R^T&R.UV;D]J#,@J8LH&P;@MJ@RKCRJ5XN\[M&CTOQ]^O9W/;#=%I8(VG=KAFEHW17@_-SM$KF]['%5U'E*T@G[@_F7/Z%PN#
M'*KMMU1_]$JKM 9_#L3D"Q!H%5$P":#9JC225(J]USE0Q*>*1U@;J^4?4@2(M0D*>:X]<;X=H!\5+!=JN_3%V &9O MD=O1WQ!Y;>''P>1;YCY@^;5$U[WN\JS9*;'-
G/X<6/9TVFD.5HO ,0&'MV]X MTUZJ2S=JUK,'7R5Z?13(=>U+%^$/A5EY0K-S$2Z-LP9_G;=XR44O M;_R%2;BI.9YLL*6W1A1LO=NM+J)4BL.OD64UYO \MW*;I<KN!V6
MU?,A@/Q^R%>62\C8C+>S4XJET?,KB2Y;<_QR^((Y)+V M_25U2S6P#MPH^2^8+SAFS(D^A\'L"U[-=WM!E?MYU#O 2,B^IML9';_B'+_ MM;,5Q@Q/+LYSW#E&SW\M>K[#)@QT
H>RW_2R*L0^1 >C^U=/]_\H+JTX*#YH M8>&DT?N/#E6VUOM+X$H;<667.4O'JO._?&YV55<98TGSD@%03O?@*7N]BO!. MPK)TA),\(-\"?[S!"3+H['-(N#&C:BY 2Z--
]^2BU\E)1#3&U-$94Q)+K#=2 M&KS-9'7-[86>TF6,IN=VFQ7GMWSG5Y-'P#UJ3K1SH8BQG*J(+UOS_1((32-$?-N MCN?,:/_51)W#!%%VQ:(^2(:.":R\;EN I()6D63,@>H(A4M^/1O(>
605XZ M3)4T/(,RSR\,RF$/]AT8-L],8.75F@9RF(;]7D-'N#AP:$/3,9^33%Q4 Y[VOE)>A5!GTH)A>.T#%3*5<@>F)^PG*2KTY!; MF<9ZJ+KDD.DU/_A=YA%\![W$N\@+8SY4$F>>+B]*
($T7$W-7AR%5!&E,3E8% M5QF;ZVU^3M:N0M0HT,^1F74C^SFM]ZH,>]BYQ)A?-<">9\C+*HLT9R<7G4Z.
M*ZY*4;U*R88=FW$=%MWZA3/BMYQ7^Y(VU2@('1:>8J,MQ*$H\%S'DE Z=FK? M.*[Z"B[RN[C'7Q>_1>A=4<1^J2XPC]8Q@M\[V]O0A-+W5 .;[%7CW.89Z3L@ M'1;.
[Z\+Z0O@7*6D3[Z MJE_I/C9GG!(57+5/GW][6!D>4#!Q*PG'4S!.(APN,A?3[,B]KZ98&B_^B]51 MRSX(=\'E&*XC9)EY@Y>^LV[DX)"G E4VF<,@S8$*PG;#FN')17>W1GK'ZL??
MRKE2?Q#TW4\H9.;N>F&%W5!I0;2>BP9S#> >V0IVR M0VYZK?;>AMR\=M=T/>2$BEE2+RRG;DJA2'K[,E\&L2P6=1A.7 (]>G:N"(FJBB14#Q29MC MC6,,@1KASIGL&I?
1D)1#]:M\&L5C\ZP M1J#:AF:E!$:=30+*8X*7AG;,[MUQ;N#06 ;5L0R^!/Y]S,+9-=U306?E7NL\ MOXE<1=0]@RW/91N41)?^KD6%K]TZJ B/WY":F*8CZDF*>V/Y>U+CCBU-["!I M[
7Y8M?R+M?EB_5:@Y.+;J_9WSV-O1+IB0;OGK&>;#?$&YYI7MX6% M09(#>4"WPI(N\/6SGDF+>.97UWN5 9P!7*4 =URF=;:6P8VBQ/;'7 ,+9K, M]Q.,_S
6=A4L[%N\BILY)9E]^LG"L1OE9I2T<;9->_?9-L;2KB*^;%.[4!9A MSK !7;4],Y7B^'6VM[_;BS#P/.I3_>C&TVG@.>1:!<0;L:GM39#[,S$!(*$ M2 N#38Q7M6&!VZ,=.B9-
Z>73E,1XDKO@SO[Y[_0J/P?A[=0.V:\VD/N5-J@H MC_3/D?0KFXMB,.C J4O[0"%,9\IS[%<$AXR15<%5!G F@^ZI&71YF0R5S* [M?BFS6Q;39WF1:
[.8V@.0+^WA/L8HE+NI&ABYKQCE=LR<*XES0XQH[6.FWW.C M7*5D3Z73YO*1\=-DPL94O@F&+WSA6[RS^'AAL9_CJ>W?,PNK=\A>1B%5R;:R
M=60#>S20^27>3#Z)&_L!%W;C(SO_\/F'0] \&3^1''HCL$"HBH]W\E^H*W, M81*=%@[[V-<(\9>7308IGTLV/1-^MJE/[1YZ5KQJ(59I RH?:]& DG,RL/L, MRJD&-
ZE8BC+4J2Q4"/5T:68J0I[/E-J)27R'@P3.ZGB%L9<@<'5VQ%E4'E?I MG%SLUAO3%#,=&>J6%7LOC[O=DXM^?Z<,-%,055?+[JJT$+3LV!JQ>]?
WT]/;=WS;@'FO'Y("=AV0Q[KS\RG;>>&9MPX%1KF&-H50F; M*B4^:FA3;2<^&([YW4EPK-%,2RHG'%SONX!"3I!@ZU$)I=W4U7=O:8?[N],7LC<-51NJWC]5#Y];&
<)LL&XGQ\8^'K(^ MN"KU+K;AB/"GXSY<_+_D:O%>4Z16-_C?))PZ[OP(6\/^6?[1LOSYJ=38C9 M:?W7AWD0N7C5[T/,*G0?V >\E=-.
M,PCOWW5:K>Z[$+Y^)]=22WPO<6#/\919(IKN^I8] \K' O!'4*&I$BGD>:G6 MW XQ18.RT/$W/M:'S^ PTPAU;%AQR^8QFXU8R+?;&32L3JO3(\5SX/@Y_
$6/F+:R_;^7J/'_RW.O+\9@.^8.-&?!/H.]LLV$_F9TZ07PJ M'I_'6@_A+)A@DQ>:S!RF@:;5G&&F M#EQ5$^Z36=\0#[L-"WLO=UH?1 *S]=W&V3MW(1 ?U1$"]H?"'4<%MNN%S7I M?
1(=+PJYR\P.[UV?9$H_JR6-@;FP\/GE/I'H'1" #:"?P;L7Z)K$4X)&L+' M-&*"W8>V1S2#> [T$C&\:^"(F$<)?R/I2/ 2292P/(KA TH&;Q8"1&RC"^HZ
MPB20N_DE5H#W(0D/_+^X6$=D=#4?CL7W> M'=NM8:_=[PWZ_=[YQ.X-VY-Q=SQL_Z<+ZI#XT31,A=<].QT!+?UQ:D_@@.]M M[]%>1"C^=20$#!0;.N^3@"N"F(:N[9'$I^@]"JA-
X3XV:N%S[MQ:[*5JQIB"SO;YOO#:[M#OD:TM$5:L/;KY>WUUQOK MZN;']YL?EW?7-]\JO^5O-W>?;JT[W/2WCY^^W7[ZB'^[O?ER_?'R#O[Q^?K; MY;>KZ\LOUNT=?/#UT[>[V\H?
ZDWBVXGC JM]F\='2NSXXI=1^"X'X#7M8"EMUHZ3D-U,Q"AL$!E*9G?!E&0@R>>XZ3!AG F]#'C; M3>LC["5TJ;I52#OKBHM&JXQ@[QW"/B@I6K[:D3L+8+OA7#
IRP4Y;MU[P0@D MF&1 MS$9L:%IW*:!I_D7_0V3-W"@2IX@#RYUAN093+P^2&,Z!;PN9DXP9U_Z#2$Q) M(?7%L6+[#]#O89_^ X#G@67V'%@^@!Y4"'%>T.$],*)6MV0%A+BPK%
%CM@] M']VV)@/G^MOG%FC+;BZ<*1+#\-/VH6%W3T'SX8DB>AR?:>0!% !=$!"4' M317&6??,!XA['O;.'@N2 7C(Q1;_[$;CA,WMD:!'3H-FL49NJ#SAX"Y\#"/ MG9+EQ M_I$ 7:=!-
'=CP*6&!$\9Y#/FH.4/OPX?W#&354WX^BD0B"6?(C^<3Q>1 M"THZ,K@)_^>F @(4!W#^%3^*<7^/>GV'*>_Q9X@NM148,DX0C9/MK;89#< M3VG'CAMBBCL.+B7#>LP:\!FZ^$;
4+^4[@$0"'8JQIEJC.=T'IS\^GK6S(U MX'+66 Z50,4;W[J$N_.L=IO<)U&1ES(&4W6_[I V]:_9$6\QI_Y#^"X" C) ME(%[??QT;>&(2+@*,).; ,AWHW>V=8N>3.LW'^6_]4;_UUNX0M?
67Z^(XW$: M)*?!H\^_"A*1I'KN(#!#7B:#X+[UR"8631H@%M2M#U\.'SY-OL2?=G;IO49 MT!G]9?A/N%'7Y_R*!*>?NQ5;>PV<4G\V4(JTPML#98:K25A7VB0L88%7'#GR
M^%26T2HZRC(M(EEA=1.D=,EJ<5)6_)P"OD.""UNC',BA*.?*B)M6.3DXH0* MPG@*-/@7P_R.B^8($S$$H:T6WFJ0\ B:XHDDBQA&CIG\$3B6ZX4R2_4 -X M R/-T97@1PV T-FS?4 8-
4-XFT9'X>B(;B/)5B]RRC%6RG6W:@X+O MQ'& +'>? 8_Y#GL=P^[NX(>_>L'XCU1+Z'#]Q/43YES&XC-\[*H*GN<'Z#[# MM>>KYIVF=9O,9BA[D76DQ[;2QD=I36TP
M#4:,^$B<=D9LY]XG%A)&W$6S9.PE1%DGG#R)BD M%?/F]M,5B,TK%@+C]3/RDFOA(/M 81I[040&F(]?"_T4PQM8LIZ_>;5E#'H M+$*'VJUA'Q[ZMZ .D!OPTSF>
(E5^X7L,9]!O\2!"U-_&O!IQ8ET2U=C6FW]> M7GY_JP$J!2]JRS,WCI> %B7C:3[4N/Z;N;8=+TMH'!&0LC4B/+9Y.,CV_01^ MG?L CAIW],2-"TG'JJU-AJSSN^)F+_4$)?"W>5X3[22SIY
M_X!QF)".#I8N:"_(LP <2UX9[L6'@8X),=KSR:!@GH.B,@0V83LL)O M?D]\;H03IM-ME]\;822/\O" !\H%(,R4%)8/?LE1Z0<#E2%&C ,->&:U6Z?_M5P42)RX:YM:"V:$()!9
^HV^$C\!#7X"ZIB3G@78!;V$C0";PD4V$,G!"1B5 M>'$:QP0UCPF;OGQ$,T3_2*QPU26.XY ;Y(%)_B;?!'@,=\!^8O@,09M_;KS= M[,'5ZY8/WGN+[.?
0[8/33)$[1=T7)'GJ'_2=!.I!]O4+VVDOF?:4^\%B25 M[+TMM*)*"W9^/(N?+ZJ#1)<=^2U!-NT+CV/VTT, MI AQ /Q5)+ADQ 3[A,^W8>CD5THW@3-8/+3TB0,\NN*QSCZI_#N@?\B)X
<; M S@C,B$032Z5:-?_RDG.'LJ)U@UDPM3TEZ./2P#H_(<0JC0>6E-SP'>M7M3 M64="B=B#DANJ^X&UG,S0=)!V">\D$DMI.=>,-UU-'0N[8UD=C/"_(O-&;GKS M[J3@WZCI-
*V#9)^5ER7 9Y!!^A1 LL>DN &,'MP@B4#5"4F;(\ "O7!XH ?< MM4?"Y]VPJ%LU]C $UBW8L>Q:"F#P 8 80I@MATZ6F56>=RB;"=-[-6DPP^(T
MF/UGM)C,E>?/7,FFTN(^Y2+!SC(G/"T9SC.2[SSLF6VN=O$;N9?(IBRA#6TE_.3L5.%'Y+'[G,5)NZQ0KT-U09R\J!#%2-. M+KI)&06+HTP$&12\&::O, E GJ021BG
MFE9#_T[=S7PV!_F)49JYF!0A@_&D F8^1,=O,+:Y@F@Q&ZX*-D6>>YIH,@+&9BL?)/K?"8R8?=.@ MH>Q^'(0+>*.7B)>HORZEERD[/],/?VF]BS0.@*#=%UR2R+"2KD25_S/68N@-
M4H;=D#(PX+F4\.&1WU=JP"[8$/Z]N_2B^R!P'EW/^\#]Q-Q'2!?)=^WZ$? K MX2-WT&N WOG8_BF1%Q,CHB@ A,$=IH=#.#\B3/7?"51IZ%$,M#P09_@Q$G^L MXBFH@M,
JD.DQX?RPO"U#!,3=,^&F2%-S9BR>!M1H0".[G-"B%GB_)68+_ K>[BA'DO7F\O;JK747S %K!ZVS MQJ%] 85HD@^MM6CR$M>7HPW8Z+ 8,RY5 @^]N,&(QZD:BC&+3+-
&5EBCGH!, MCJ=XB@=X_#)!6 *ST;Q4(E<-Q4N\ .X_R23!H+4BK\$A&;,1CTH-X8.6"R0^+QU7C4D_L%/S@]^E3WX57IP MQ?V6!5VU-&MBG7<"/R*E9,Z3<#S%MI.DPEG! XI-
#>7R5:/&BL*[*QT]:5D M$"EM*$]_V$&"?X:3_2]\>[&;R66K7UZEBM2S,!SDB:' \PARA81$XK*^<2&?< M^U3M($6A*)8*:VHX:4ISREPS'!6L I<42L$7*>-P@R09G/&*?!(ID-(-
=)4=#"WR5,08Y$R9;>2B%O%*NDQ<'E1^IBF=>U;J2V(UO]8;E*";@:02F(7?Z[A^RQP MF$?Q:Z$#;$,A]%HGX*4EV;#?TM?$^(FS8R%ES*/.'Y",6F
MX(;\T@GJ'U;]T]EF'H,7D7)%:IQ,'\QG6E47=S?H^DIS("D'VT:5WR@HN8.\KN$Y>;%8X0H9B2HQULZK+0 M!DUW(8Y(1J+NVU@7_EMB+WP8; EH%76K*N!(4)/B]I&2SE$:4
M^.DW#F.[N?6D4? G".R_9CF9XWA_F]*/)MI%Z"0+Z@E=L MM47X[?]E&/R*!"!>7"U=2PF@EP1BOL0K)3 ,YNZ&N1V!N=>+@_FSJO!4"_N%QE4]W%_6%=<\JZAR7#)R_;"
('71Y&/GAK+H(]7E)GFN527/2Z--.R9]; $.=X< M7%)01%C*-< A%?/^.%(4Y=E@)AGSR/V7O[E@^Q?]/IT;OK1!_$L(;7/5IO> M$J7PKX4(&PZ;@[,N2C$Q1T*\6
BX)L#QW>KGO7;SK'6>^U6KV<[]O.A1[4YS MT!IN]:CBS[N#,[.I9]]4N[/I4?N>>+*DU;8%Y>0^8NW4'E@6!H_\[YV5G^2T MZ^<"YGG:TG-5]P3JR\JYS9-NJXYXPI579O30
MQB._+IAU#,RVAEGWT'RL[I,IRV=2$52Y$;3+P,E28U$V(>F3!A#NLCFSL\/M MK%JC_?0(0*?3S+$17WS:'_W6AKXM^W\HEMC&1?G9QUZ2^/Q%)^ MK#1K,6?\"79G;
[?:NP^@S:>V*HZO,X10I;-M10@E)D,^F1#:AA ,(=2%$$J, M*2])"/JTK(G[DSFG?[$PR".0#J8I4)S*D(@ADO.>LKL!=G=N2^)TA^)4!^1CB6 MU(Y[)Q=G_=UG*>=CX\$D?QF/E\&7(K-
J%WPY,_ARO/A28'V4QY?R&M7YWC0J M@TI51*4"+?T0J-2O!RJ9Z,@6N/:)MQ"+U"B5)ZF%98W]FM/:.K60 S(=25-2 MS]P &J_TL;N5OX@@R[EM,(GHLO0H,O1HLLZI;
4NI26Y&>M>KC9#"H=0"G< M,RJUZX%*QEFX!:Y]YZU>1<&*<10^32,44*0$P'+B_:QSV2MV_KU\ MU/HUK#*74(%5YA(JL,I<0@56F4NHP"IS"158=:C0:)'*O=SZ*^,H>R&5_&,Z
M>4GO\GW*J\HF7O#(M> I<^X/U-S\K-DIL=6<5FQ8:'C::0YRO(QVQ'A[KS?M MY09#)OZ[8FJ=K<^(3G&$%_WFF5'G)Q<]$\ [3O0XWQT]^@8]CA8]^MNB1WGG MS*
>03B#.D]$G<'A4&=8#]0Q\=M]**N/=AC:.:T/C#\]I;7ASE+\O'5RT6H. M*^TG-^&6IZ$'_&)W_&@;_#A>_-C0:V0'67V^OP)R@SN5Q)T-[3EVP9W]55;7

*M+WZ[=P_E83%!74O6_)2\3>VN:/,HESITWCNY:_;_MS=Z>K,/2W3*KV.S$D-&K(],-TG@K,CK#;,W>[JF|AHRJA5"&C'9MM;45&9WO M)9'5$%&UT,D0T:[-N-8047D3<7_U_2|$8'L=-);,U_A.5I#=P$L3I#@Y)X*-M-OLVNWN)W;U]fP@]L7SC_2_IE,LG=:\O$YIIVOZ_*[ZL5'SZNS$8KF]28S0_<-MV6=?8VTI[XA'I',63G?46&V>7CG I+8C"G<;E#|;E"^=PKD!Y8<&Y0W*UP/E M2Z>E9E"^M%>AO[]>0X8<##E4)|7VB>2POWY)]/E2MM>PREQ"!58=B<^M-M1$;25^QG*QD?*

*$,/EE]RBJL*U,VD.3Z"QO2&G2A'&Y2'* LQ<+;8^W5>TXLZ4~1-M0Z,[YDMM3Z-=0Z.&1@V-/F.RUB8:+6_G\@Z43&+HU]#0^Z/?#7E@^Z/?_?5[MK"3]*

[F#5OXMMV+:,@VLA_9D=WKL^G6'X$N'\#AGE4P:WI'G!(P#-HJU&5LCF M(8N8'ULQ?T5S&!C"[K>_H?(FKB^[8]=55W4L&:,1GQQ+#NV)H!'U@,BDH4M

MP>%9XR0,\>$C.W(C7/*1C=ELQ$.&-U6P^JT.MWW5C9C8!VD.)*A3@N ,0\ M>QZQ[_(O'^1UN#Z=FW[IT03Q+X%5.*3ZA"O_ZPZ/KQ%.DNV:+TYYPT8@WBZ^; M\-6[U<]*

*[[6:OU\WJM5LYWY>]*AVI]D2+#9Z5/GW4'/;*K4YV?=_)<\95//#_ML[6?>D)6Z:94IS!X7"Z57>,N'_YL_!Y)%V?6F"4]1A>Y6&X0 ;RRRA\=%ZR*

*MJD2&WEKHM,_J"A(4TQ;!P/K*N2[F7UG_,1 MSY8K6XTL\IOU(W"V2_S/(L4VB/4,50E/1'FSLS4[>Z5#1.\P<[SV'9Y"SOY, M7+ ?64[?L6W@<*0.KB-U5+5;&SS-B".7OH-_?*

*$H1I&1@Z/SD8M!OMBK=L7"O M'F)#"%AZVW:$L,%ENQ,A] TA&$*H"R%LJ"?:@A#*AS&.L3.RH9'CI9$-!4@' MH9'*M8 V&NN+WY%8Z_L&9V^ >+K0D*D"6 M-*

%$&8,_N/H_=>)8KB2_K?!]/Q)>AP9?CQ9=U[H]2^%++:K!T>8]-4@TLEW2-[MQJ7=1PU4:TR4Q?XW61'+^QUIV?-3HFM?I@'D8O(\CYD'FWX U8^G7::@QQE*

MV8X8/N#GKH0G5;>0"I7MO%\Z2'W9 XVCO:,ZD\;)7"T%=Z,N1!"N09 C M11#AP2;&#_?>P+'AH;'9?"C;_#C>/%C0PN$703L_N1;#Y@*#8,K\'Y1RKA|0%'R M/M%P2EQA#]-*

*K5NGMT77BJ12LVJ^$U&FE/[%'<*@D+OZ))E[&#%'_^?4#0M-V M>PE>VG^G*CET;M^STU'([#]-[0EL|KWM/=[+")FX3I! C>+AYWW*4%H^?>$9 M)Y-#L1HNR$&K"4*Z[O=*

72SDO/$7NRI;L:8AZF!_\/V9-P=#|O_Z0-K08F)-'^%ZALUFK O"]6?74&]\46-_W\9]RD]" MOK-!5K-_)G1F-=W?SX?O/C\N[ZYMMQG.O;S=VG6^L.3 ;M MXZ=OMY\^XM|N;

[YWJ^O+=T"WS]l.WN5BC(;ZXXLV+. MV^. Q9O$MQ/^C5<,Q/^[QY6?6W<]KE!@O!XC*6G_9.BG\S..WD_&8 3ZJI M<)%^%Z0NJGNWB_T'H-*

*L'MWG)'6\,6VC&\\X'19QZ+25&#I;9GS<&\@G<'DPD<"Q69-VN?3)K%BE*P M[B<-ZR#Z;4FH/TX#T(-(*[+/I&ELS]PO MCH8K_=+S%,,D# $+0;F=!F%\"CQFIB-*

GPPI""W%0K0M1&#]$558 ,E\+2KZ M&RGP$62^'2.F2Y'.#.>,2.,]'17-2 M!GAJ^_>,Z'@)(>B$B(0KE$&0GS$;O2X]AB-I@((9L#T%$71F6:4W+VX=IS MEY7\$8L?&?.7'L+?

*I"Y)X#!>D0 AK/."2 /C.N.YVXQ5\:1Y9B@&2AN%"/8 M)/$B;/G?.SH0.8O+WJ!<)AZF**&SG!K0!2"P?BHV>@K456B>@K456B>@,GN,05@ZCE>0 M0LO=!XS*

*V^46(S\9_IW+UYB-I[[[9P)O2B*QA:63XEM<;N33DY$$X26SP&$> M;8N3>]XS@>"36.#HC $-.!P/;<+A9[@Q1R(S:=AXDL(<]N+ 1+H2_);"G@G*

MMZ9"IPCH/$##.R+I)XF>%P=>8155/CB_ 2OZ@7P151 +G=(6>;6MKQPR.^8O MSS5]1L=>29SXC$0]HQ3Q<3U;7_LJJ8V=-.!E5#D!8>&UFP"^0$Z-IIJ%<*

*M1\BWF4LDHGTXMQ=$-/A$_K*LM%U!%2++V Y#SX@Y_N#"4-%[H: M/@'_M "H"P'_A4'] CI18%/23L LHU1GBU2@23\'7MX&AH]/1XE3^G5]S%HODN\[F:P0I@H^:!P$QU'R7!E'CO*

@(3WI#B M"6! 3VT\C25H5TIM 8QFXU8R-WIG4'#ZK0ZO>.3Q+5H2K M[G<]EG]=54 M^>D[^,>GU-7Z'?V=B5OXW:|>,/K#:V:@\ <5!$&

*M_V;^[fKQ*W9BC*;6]R"I9%=D M7PX_F{I\XPGV!'G)08+B-CXE83!G\'K\RP9&5$SP+X3U177*Q*YRE5SILA/-_M5+C]KB35*A;Z8H1?Q I^0D.^!*+*X5X;G62G&H#2RAN9L)\|
Y#&,RMKF@]8 M%+W^W "D%N]T*>; I3H,\-6]$(N5U;WO'E;0HO-;@2]4Y,)-,91S=E&MD=B M,YHR'X!RYHZ8[2HS1'?(6AV605KA;3M_/.0RJ;XQ2(=A[9T4!*@.?Q)MH77 M'K&A'[$-[14/'JP\ '"UR&;XDCR[_HI-J]\@V=ZJ_?9+..LS(",)F9H3=T2 M/Y3_7 '/GF"I^?P;I$CGPI;/#5^!K];N+ _4&^"*E,M92GJ^EL"K]#3NQIV MV3B7[56WP!F8%C@5V(II@6-
:X)@6.!M3\+1;^3UPVMOVP/D(BQZ(I1>;M_UC MZ9FI'1;=&W"8M-?IOYA#320O5??\&EFP%]!XR$@!$C/G:*X/|\ZZ5LZ0?8N6 M9,A'!<,-/M%-
#&B1%O}#\E.F0.C$[5L3P2>6)&.\@*^&)/B\)SHREJ\|) "]"S MQ+V/?-9NB&'81=%(HK0{(4UT3GU-W*V]%#<:39#.Y96]G;4WK,R]%GTF'3[S MP&4B7AR3HRX.TI;LW-
G%_9OVIP%^#0_"U#V%('#CA%O?\) 9]X,Q MV74XW8]^TNS>]+.DOD%;CF5 A38)2?$6K?%7CIF]T""'1{KBTC6/FEKYALV+Q M1?Y-RC_@&#*5]8]\R@D04T-;<;&EW.&@74^@
^;@Z)UEH1P^KMS%@N'.MSVB0R%ZM8A8K/F]O{5IY%^"R7O*.MTTW@50%(-OI'QFP&72@(5V!|U0G%Q"_/M&VP3{EH2TIM2'001"'S/ @NTMN M@$QQRC"Y+/CQXS2(,LY_'))-
)N&C^"C{'GERQ!T 7#ZISR>KH8W$;8U\IEB MR[30%ZM6-J#GM*2,^$QF8OY&R&*!% &.DT)WP "#0]FT:/$ZY M)=E6^^$?44ZTI)!=P!L^]9B=AW,=!
(/?:+6KOO>,;PW=FVRV%,?!]*\^ M{IY!+>]DVM=RV_P-.\S?KFZ=#YO:%G-;>' 7ED"#P"K,WF'=M]CY!(//$).`A M\+,GAS&N=+!=$[C6SVPZ'QQ!?.(JBTI?")4X;*]NW%VMH0*AB45K
P"@$OZ> M<$T%5#B!!.)D))WQF@(%TGTU<_%)SL"W3++#S;C]9 3\$CQWLAE?QvZFFS?ZIG M*92'WQ(II5$^]E.XP$@I1:8L3L.C?A,AAS#3+@8TG08>COD5NN'_S]Z7-R>.
M+/M^%OOT4ZN"_RR+ YY1-!>YOJ^;MO1=L^)^]<)(15&T]BM-CM\^E?9I8D M!)*0! (U1,VP8M55F_S,K.RH5*83N%AM{<>ESZQ*SG*4BX1#:)5AN%$\[@
M<,^!.3L^;,.BT5!,JP/.R1I8?M-`Z;IE+7"<)*,&19X8U2^.S"? B;$^B6Y*VVP55?LTA*'-"Q5'QM-VKM=[M\ M%5]; ,885*,/"ZV-VQ&U<5HB37ENX-MBBH>FSNAC<1SU*WZMD7M85%
]N-C:PT66L\AP_VE2-R],MZ*.('T11;4/7^"S MK%>=5MV2!.4D,-Y$]?%=S?]T:A6D97D"FKB#!=VD,6ERO086%.D?0UED46)< M<- N."@EVSB5@YK'4UEMW-
],OX0=8U[L$X42CET1_'X4&Q!Z97Q7D+UTIU;>1M1 ,ZL8 MVDQ&3)1W\7#$>E$;RQ"N(Z(_F'KIT.3U=$ETW5L1^,%]2YY>{_HB<(U_M94ZAO$Y0G]
C3N<'%X]G'B<4&68 ,+]A-6T&<=MVI##NM[?L(B5XH)<5/B@MP M;_QT 3_-PKSL C]EP\^.X=,C\=,4\#E1^*0X?!,&3[]4X]<@H_(X=+R'9;N2 MQVK;2W'N&7N^'*U;.-
]LSNX6SCW_L@B'^(FO-9T%PL^#F1&YN%<+-_3IR3F@=B:SZH/;3P,;]8D96]V MPAP-THE!K?Q>6<6MYT879E&=U8.M5T?FL,0YD2ISCL^-.VWBCDT70-6T1O] MA]-^^UB3BT$?
DJ*GOW#IU,H:F 3TGAL^-#TWY!,1L%X>>L N-\DXG7&\$] M<6^P.H9C7TE41DRXPYO3O+|\^0>O?7<$OX@@N6WTO7M:A&-/;NG,U;@[/*
MR'$L;>Q2/:\?T_=Z,/6)]^0=6=31C@H2QG%1CQPA)8D\$)$K>]8!=X.I?F78 MJ#4$IDX44X> U$! ZI0AE:(K{@13@WJ9,"5\A!$?H5!O9/#WLZAUQ)B M3T"O0+=G'NRUCT?
LG957="651 T[23:TZ9TSS4 M(,LC2!M;L<+B)]X2:3)SH&Z/ MC<%*FZW0OU/+'\U3>;U=DG MSG$RV62.J^W&X];(P:1BIV5:[BN
,+/P*AB27):4Z%,+1[UV=R*W!XV)TE(&C7^#LD'=1;SY5*)\.Q?_]-'BXO8YA5/!:[MQ+WI]H'Cl#^Q^,CZ<3V/IB^5"8I?1L_WWQZEZ\?O3X_?1R_WCP^G,.:^QY?:
M9^D%9_9P<_OP?'N#OST_?KV_&;W 'W?W#Z.'Z_O15^GY!3[X=OOP\DQ=C)N? M+ZY-KX_PI].@Q85KR*ZJ.9$)!1UYP^+9VS+,K>9EHQ%JDP?-Q.,' X.UD4W M81]\"?2:FL#81!?
WWV6J-/Z08%X.Q9.$+H:/L2_|^VH4BD&',2@88N)15-2" M'XN&\C5IG<,_<1SX@$W&@D'4"Y_"+AM+1UMDC:O<9=U!(09/1_#Z_M=RA1H."HCH+F0FL- DK[Y5P!)URJ)NW[^-
KH1+MUBN1+.HSW9]L KD(QA!Q'M503?'-@#'!Q_X,(#_)L-78=R3 =GQ=4^(60MM+D>VUK[S%39-=F"S(GXCO ML%UEZH_OW71U59]"(#;&"[2@J+-X^7U7? =4\3
QC8.K=D^#\(_+OU MQ@[@GW*Z?QCX-]?E<)P'_*_!P)7A:\HWHDG PMD:F =,]72>5]B_](_%?N7O MJS8^4[."38DV;O^&Q:YF*K'<%L,-"&GHO6_B.BZF0+VA&5&3GC7:H' ^__".8
MB4KT\VY7"74T0/PT-,BY98Y]NX1?C(.1,<68# ^$GQNQIG*QB,7,G_(OS[WGBB M18U#>FN#,,04ECWD=-J583.FK5;RR(JHB1Z(R<,"((I3> C-E@P$?,$D#0! M"<395]855P_8-
Z(73I;T*<378F/QF(IXQN";3"WJ%:(=*8TH[_I>K!E#!,<.#0#S@H*O27&>XQ]CP6C3@FO7/M[.Y;A+=/:#CW)'/1]\P."(] M7=GXC +B .8B-=M5_VY,&-
,:!U:TH&N_#9!;GHJ^G7'LCV5]G3S7;I?$'YMVDT&W-O>B> MO<(FRI2IKLX>)_AD?'#X=+3>;K>BF#:+0)N?*'SSLB[FIP+KP'@,,&".OCO+ M98DF9[NV4YJN-3J7**@@!2=(P3!TO7V0P
]PWWM,&B;=]-E[F.U_7X*O?HI_WZK76H!'!5;T6_WG2HQH@XOK]7(I*_KS3BG_))H-*F5]*[.+: M.-E!Y++*8PZXR-D=_0"G_C9I/MRC9_1%+T75KZPSO8"]PMM6[4^).4:A8]0<
MQS!E7^5 5Y1 A?Q],/TV1#6R*'"D5=4Z24*"ONT3LI6'9PHOH7?(736>2*2* MS&58Y9"+\H/)%FJ9*SOGEG7V-@?E'DK%91CJ]N'Q!/+D@<7Z_;I@50*R\TJ0?J5 /O)
M@CVU\$#JVGN58:MS;F6PCGL#(_>W(_]B=HRFC(>HC3,?L5C*CP&(X'I>D,*O3IX>.<8?0>F(^655,Z,-N P,F^]+T\VF")$5H9D<)E!T:I,/%,OH.JEBN1 MY@WNUJS5Z=T!^]!8SF$'_'!-
"[I4,X,MA $Y!OM'9MUZL@B40YQOS"CAM\?`M?TBR3/'ELPQQMKPV"/V2YEB9 9%*&34(+;,6HH_8?QWQ1/;ZJ9O==_QL8^3 M'S8;(9(>/1S=&[<>BNY;.WD[_IAZ2-
N/VQ6ALU^K5,26V((/V9Z";,17%(]7[_2@R8$]6_+I=7G7L M SRMPLL_#(K#\#,Y*+A\;J$]Y7Q0="SV\IBC0V"K-[H34Q5;_ QRO:9P+<|Q M OD6HS%4#;,=[']N#YS)\<9T'T_E?
YB0XWT$)&39.J<.38(*398(4?7D;+NB4 MB0N.?3\N_=)=/JZ:MIS#8#EB"[%53ZQ[MF)"C2XN Z84^=R;9V=;^@&$;B MA-=7+(FM+>(=]K6+%8(;K]+7+0ENCEW?*EV:
PLMU]EZNB6;(AG+&7]XC.]U> M5STPR[_#)LYCDZ%#1:5'-"/HS"FVECS)F!?M"&KQ1)0U8K"F[1H=X\C"" ME4B>$35>J8);#R9J@*V1P\L6W!KJ=MO#@IS(''$L@,VN2Q-%
(#+V]BDVT\'1J@QIA74$+DD-"'IO MLU/K=4J^^[^8?KG(;#;@9$_-=V-12!FKB=]I3#&5AZ)*KK8#/WC54L_.I%J4 MV?WX)[^PJR!5[
0;=NW%F%E1XI9E%*KHR37Q@HVFW%E$(=+KMZ->58H6V@:ZNY?2FV4K\UQE9YHC6>7TT:>T O686B-9YHC2=:XXG6 M>+NC17IKO.P=#V!
((T7!ACPPV2?+-.!7A9MD3[''Q*|_]WVBK@V8WTNI@34^^ MY.9]I6\X\9TIO*?.2#7GCM?;9O&AP2FF2@LR2LMTS-(UX9#}(%ZFV^AGT4?% M,*49F.46-DKA:?*VU[Y$DA=SG",N-
(:=]65%M6U>N(3W)?$O7[+UO0!.[+ZR-ML/I7&RYA=QK9^:"#.[7VVD;PNW/&=S4W+D0!3=Z8UDQKUR_\7-&^:9;*B2\5+, MO!?8#2Q.7(^@B8;AA-26!6|\OKVF)
[*QY&Z}>63!8+'UD>F^3H%SIC*)L<4MMB2/31<_M#-CPM E8"_|_\>V7+N^>,-M% ,%@2W,3?ZI53 L.%>[%%&C4T0UGMC0C,ZU"$13_&V6]L4FH9!<;H#9^/Y-_M FTN_#9-CS??
O&Y,O..GC,'+'BF,.PB@#L-,<0 MY^E/:=>D6]F"I955+Q0<1@@/FVF.XXMZBSF6Z7?,_\[OJT;5\TL@,,!-_"',8 M/BIW:@UD'5YD ?/26G,)NL(!$I+LU;0TCQ=D:FX8@&>QLRV_Q9Y2!\
Q;+G8 M<4WRVN^M8;7PB514E. Z3QF)OHO>@@@#QZ<*1[NVNB^9 _+[+(6R,#>9-W%M<>[M09[(O'FA,X4K
[&#U'7L#)LZ=1,,WKRBHD:7^&GLA\6/4W5ZDJS1\AL_.U.\+M=P#60NMFN1-6*(92^$I MEU>)H;$_&M*CXIBDP[1]Q6RAB>`6*;!]\8?U.X3]Q7466RFXH MV++#'IM?IU4$Y8?
BH9XO^>X#\;U9-^G^_&C5D,:'4H-= 6V42N^*@G/B6O1 MSJDR1]#9.1M,D8@DL#U0M@2,_7HJ;IB[*G>/E91N-#^M?(%4O5?&JZ<
M]!4V=M@G2995I7M#[4D7_*M/$3DE2W."K6=1A-8^;(O(Q3Q_0*86=8.0>;\P M^,,VZ.5N8TZRZ(}-GC0%H.E^+HV"C9ZX9?IYYNLU;+3VY5<-;&-2/8+6E=+E MK\V#-
LWP!3"T<,A:H>(+D\SE26%Q[\'XP\|P)ETD3NU357J?:LI4>@=4=W -+) M0FUL";2!EDH^)'J'WU$7%1]=:![F"VE-0FVC*4"?XX+KFNXF9;S!F#36Q%;:P MW?%?
7EM1_Y&>*@8B39NY,Q@[G/"5]#GS0!;AZ>98UUYE+OY0_+AVH-A:\(("Q M^;Z3-0)LK+89BT=4Y+?_0>7R66NWHMRT@46O8+F@PVWOM7?/&6G1)'#!HC#%E
M:L!;7WW+8GE)H@N!2_E?N7)Y6IWUIUM^I>L[T_I.K]-8[*%5'P.MHD6O@QZ[M7%WE7,%+T0+$<"R6J4L7,BBX;.)?JR5QG\@?/L9\],)C??XC"T"Q&!7I@G?E
M)$5W$U+DZSK>'&:|@?7<+D*&EKI/H-AXN88ZN. M=2W3IH@2@T2,'+QD 9#?M=?)"D4ING(14AT6)++-JR6 MR3KT'0"TZ] NC0(Q'RH0#8_^(`<)H"[8ZS3B2SHQ6\^QO'%
[3EI%?66HW*`ML!T3_QFO109.4?6+V9D"9&I4I@_%K$W6J86X]?FC-VIH5+1ATS.!T"CGZHLRSSH MAI@M#)DH==W;%?68?6)H$?[;046>A%[_CBUEE8+P>T7D8]*I4! RM_6=F
MOO'7V N.,>AN<;G&,D8K>WGPMC_XA0D3LI*EBS_^CSR;?Q[%3#)BS_CVQ2LS MF 6[$'DY$]Y&3O>PLN=Y^^V%B)9YKE(05NR7EE@\ 2WN);MH@/4,_F3A[]) M!&NG% +UQ
1(B64XW+$-%*O.NB)F6XBZE,#5]7.(#!-JK:5(/%+|_&.0W6QQ M!X5%.X^PH!IE25E>6\ BI;IG7ECT<9C1J,9$6(@-|<0V1.J(4)KM[S;PPP>G
M@.UZ8U!=DA(4ED5>"/?)=\-8Y\I&'5 ,88,"DPL4,_TCUD69F#^TKYDGB@#[M[XD3E0'+[']F6;IT7\C,^Z2!'1X9ZZY=1Q!=O44=ZXQ}?EO5[90'CC99%I](2RP M
V6[^J2(R@N;GGI0]$Q@2BBFS,D$]@]2,4RVE*EW$ ZBQB1"2# Z/!['4".V MXK@*O+GF,_J)D<+BFV&@<'-W#)@1W7/@G'(@[[S #CYG\1X6_QH-=BC. 10T0 MW6KX1TMA;
<]BBOEJP(35%<06]S<\8Y@YC(PW'(W9$L#&REEY*$7,2G]C(WX3 M2MZ5@-.*H7@WRLMNUB=E U^E5CZUH]WN,NW@I,M&6PVGARD:S.5/4HK3E M+-40}]97\6/P!I%D0:.
(N^7^7(3'&/I_,<=2O&,#TYZ,%P>A1&7'32V:8Z-42]4PE6(E*=1*]32'7R-MPSYC,HZ\P.R8<,UFBFC9[?@<49&+!/5LV8TOE6WX7!>@Q;EW;N7!/;^1)3\S
MI3MT2?!)XR9VZTPUA8+I#/..?!S5B=F<.3Q2':S4_V;PS*F"<4\7D>=\]DHR M'38'P>2O,M@T7]@T.O;?90P<<@TO7Z=9;]3#$?VR-(>]#ZT KI6#@NY:\BMJ
M(\P.GA8.K\K+"2Z/QJ.KI:(P(P$%']:?F0"-9A]$)U0C37=:,W\QQ24?TI^@ M*8%]Q&R*I98N;O|\-@)<4QC_(DGFD?P%EG1Q???XB8XY\$B%C^?%XB?Q5N* M.(]QP_CSJ2K]X9VG7/.
56^]K#D*?#QI4BQ02*R/E;BS.'6\BQVHHA4$ Y.A MB8'RTI$OAIHI0*Q\I4=2]YU5DV#4C\23NQK$F@EADE7C,TW MMJ&D-I"25*I;HAL^QLA,]2%MU6S5 D/.]R^49)SN[$>M27-
@U("93X.RDKJ M-CLMI==C[?9DT.XVV:#)ZDU5[;BM9IT-)NU_=5H84.E-$5;ODJM,%@^_19TP)*KA.FL44Q[2(B%^UGT!AC9# ^C:F.+/T)M*>?2F#GOF%8_T:09L!?
3&7?'56'-7RFNDXC-R3_#U5X^7%@YT@06^>E&*@NWQ>"8!WX;&;2D\868?,=H&$PF_1T3,NG603C MI3XV!0"6,)+., 2&KU*4+,H=84X+^6UC!?E5Y]JO*^^7)93F]87+IWUU4NN4
M%J=]+]P]W>0^5,IMN@-.!9[Z22PO>$7C @K$03>)\9)[&0M$U M\%*>645]J35YQV$]AA#LPC!SV%>:D\O-3%AR>VG_@L6IN*=C%P^NTA"H34.4 M*@-B31B++EH*+OC*O6M4QH*
[8>/O6*,RDHW'X=#H+ 0LPO:[FOID8]J,[8[MIUL,5"G"6UMM40@ER(7,OL)5-!W?P8#[GO,7]9S@+<'X*<,N[BFRHH# IZHF M,$8Q'=,1PD.OLN?3HWQO2_[C /;GR8BZ3&3=W+>
"3UQXU4Y6Y.,?,KH*?@5N M9+SDPOL0Q03A\"/\.1X/BILT1B6)<)YR.:XD?,6,8>\ERVK?X'WR\[&UTDN#L,6/MGCQD2*KO(\F;I5CR//"*FX4|):(M\WVH-$,_>94CCRRYQ
M#N1VD&UMI,2!G_RQ\,%->-4DF](@Q5+(@&&500,F;'.T4%M-F8R %)Q*]'S9W MQ4=#0;?P/D1""]N.S6L&YI0#1?KC"Q6#C1)DF+W5K\BH>>*+O^6
M]X@*,+!8L^NST+R-*#B>^4">2T5QCU" .!#^3DU=15VARKM7.%/I#N,>DD6)T&&Z8$&O^?9D%\Y[+X^\6 :3XT'TM V/IE0 M]U8\-/)N_B0EF&)?
&.H8#;2!7WVJ2.!,@5R3\)!*XI;Y+5JIZ[5!FN1Y&@K M9BW:"6L1L@12EH5\AX0T#KJ@^IPO3!8T7%2R(,^=1WGF7;693Z?%.F3'5! M^VJT+F]^&ZV6+_Y1>\;8!820N#6=Y107#DY
;2+Y]MK,/I\@5*_J96\ MMZ3E.(BNT<5(AJI(CI<4H8OT4^S)XR]*IS+L MQZ0 _-.GEKEX'I?$@=#V0$FJY49^W6Z1D4J93UX Y#DWW3U&$86&V#KASG(YCW/X% ^WO#*?
7EV(<)E/_Q#:"M E+KOYYU1D539%248"@BHT)D5(B,BI2,BN06+@/TZF\,J.XZ<.D7BQF& MC)[_E;@[4LVKE-$ NK'I&2&UW3(Y?_O%ZWBQ4N*9>]YC^9 MV-
X(8MX Y_$>=Z[P$BJWV_W= 3)U.RFT7$3C*0&4NU^;JW*L#M(.Z K:6C[-M,G /&_:?)P$Q/$@0=95#'EZ&)@EQS- M#B(1@KX5V1I4>)/P>E[Y;@YJ^PN3T>6YS:[\7S[CX8\N?
UQI!@V);OKL/E2C M6>OU^[D>E?QYIQ7_DDT&E3(_:IKLT2RF^?I*3^,#]"#G+]&U3$YK?Z$9?I]> MO; 0O=[5^2;*[=QR32]D+O:KOX^MWX:H N289[B!_?&38U%XKAY0H[5$C11L
M(!8Q+P7H.[;RZ_!RU/I54LI$TT[FQ=|-MLV@O2I-YXX/=/XH5\G=M2<+VE2LD1F=HA'WLYVDI77Q:KA C%9!6@^ MQ#0[PU8I,:%MVB@Y!XL$]8"OHF M'QC8!E=
VQ:0R2TC\T&F!;MJOY-X.+%OR)R#(LDIF_3OBXEA\MK")Y]WG_(4 M?<^%WH)%4$TL>1\H^V=KH19/H-.1+EDWI <65U. ^WZX,.]U!8C##X9;H0+]J M8%+!I(=3 1*8M -
,VD[N"GU<3$J:PF[T:IS4]""'N"4+&F(GV9C$35)S("PG M\"G'CL8$!(\@9*)3DV@]DC<7B4^FF-@)7L&)4R<^;*+?BY9![U-Q]-('4W"R M*1[99$ZVQ*B*,
6C1%B%"*L0814BK&+GY!!A%4B%)XMA:3B_59LC_]AA*>= MMIVTI[O>CEZD$@Q>GE_D+PS0GR35KW\A2^ MP0B)06&NZ]WQS3DXM?U-TZ^++,
(CMMPM;CDAD_MX#NJ58:N(/?Q%0$0),9)- M,J9CI%$9=OJEP<@Y6_W!D^?YG8#]MCV\L=$-,2F$O%/67?92%4I%761D+<& MIA@(T=K^-K0900+"FB,3]8* 2BUBT)6,Y!6?
Q*E747HK]\R%UKBIC'Q@ M#AI_V=24_=X@"J_!?)N":Q,,/6"0=*B2PA8%)DY(; Z56&W<(2MH0B-ME;D/-IBH4@*M^/&,D(N;"7[/5(OR.KTB@%0GWI-0'G=W
M#F.Q,=70Q\I8EODAZPZU2Q;J9#&G,]]]DD9!WZO7L>;4UJ 7>F,)T9'M7&8M M.AIE0D>*2/2#26&@+:E,N[Q*#/#=>':L# MET9S%A;6'I6(S!!IK>O7+(RK7;F;EI-
]A"FUE<>)YX%]I7YZ;IL,-.UUR^.MC2T315C"*8(EB]LI'U@Z"!;AC2]780LS@PA-H(G:Q.,S32$HDC2G(U2R[T!K
MY$BW,FSTZX55GBMBB8ZQJH5@3,&8&^SV:QBS!XS9[=?:1\Z8,94L#N&BHO(%_M_U[Z+TMU BJV$'2.6_22H_EKA@IK=W6)GQ2-R@R>KN8VG]F==/)TO(Q69-;
M\2!BBK+NJO#:"<#93S;P,_Y0PSA-U^D,\!M.3)6E/^A4\ [A3YUDJ,ISN)4[M/-*UL&2%CP;T*/6"9D^A5W!$_]HM5.697-XH>8)E)99X> V)DQH4*
M2$(9:7V)=,>"!98%$(=K^]DI"GC_X;4#(B7 PXH -5\+(?MT?W!(VH,,,UVL-1)OOC-P6QRGD[C8(;0"&E0VKQ$VE6 MWJD\ZP$%R32A@22(^4],2,)VE"`1-;9/<^VRFR>$E>P1-B]J8BQ-
9Z)3:T MA7E;29O,K8A1$Q1M^^>RXNA9L_7%+?(81N4ZR;=$BE0=;+L,E9X*=?KF_TXM M?S1S^95=CBTF_[R4)S#8*UE_ESJL-*S#^S]L_M[#N[P:UNKL$^S*SN,V
MLHJJ&H'A"HPRL)+(/U=+LM0)-A.02+\(]UN K.)"CI2VW 4)@;Z]N7A:72@ M_S9ZOO_V*%T_?G]Z_#YZN7]\.(UY/3R^W#Y++SBSAYO;A^?;& SM^?'K_$:LJMJ3F1"@3<@
MW(5W8=!?-BH9?04SL%.NT%40> @6MG1\-=0>*F69/.'LVQ6${]Y"R=[WB% M4&W17_8<"]'N,4BT%,?DHJBJ**JZ25'5@P93'V$8WNIN(UK?[FK^IW/@G.)^ M"PYM1H9Z0_6{[C1#-
A3?OV&OJ&I/\@<9\R_F%^]3IL;Y-.J5X:"_T!'1&U

*%[<^&1Y%=0(^?%1Z04E4 M9XNOK&IX5GP-N'Y=5-71J#&A;.^G6&^O M64\HUEL2Y4GHV<7JV1NBI)%0]+L%*K)^@;T^1]DY$P)^R8[KJ4Y'PE1@\WV$71+'U$D8$+21A7&[U.
MABI-7)@LDV9\SAJC^Q2O.GLDT#!<$9PR'U;3T>;>*2(=(#%9F48"$]6)AJP@ M'23#9XKD LNU!;XM@Q1,.5LP88!AKRPZ.-3;MCK/5;E*O_9M_S$X!.\GQBJ<4 ME7FW8/@.T7F9-
T*N\>H7>% MTC\OQK). 2.PS2.#9>)BF?[&OIE8;R..9WJBJ>RY0BRK_,T"HWYEV&@65FY5U+7/)%Z[HHI[(<7K MR(N)FD@L/PRH1%19Z8ET.\%M(H6]VO@TZJ#.&V(.OC[%:
<]H;T>5)QB"A'IZ9*\;(TMSX.=+!-0_6VI%03XML?+>;A-AS. ^_^T|/MO-G9 MK=[Y9/\+1A*.5+BY$L=3 ;N0QT:0"UB M=I 26^B(.O2;IV_3:VZEV(@&QE@(3ZN="\]3I=[4^?
7#4#5;P49T3+W]!0#&_M1M26;K?=R43[Q=3+_S#+C!.5 U0)[4)^L:TITU;WT/9=AOLSS"1XM#_=GK#A MHN%(;[+N4O"Z0TVTEY/8"DW!%/]2Z-*
[F5D2EUD<(QS;|5W8)]7MIIWEE&&3 M^^.;!I.3:()+G9(DZ5$;62XF!'^5B#= M/]QMY92_\4;]'08="'"I\A2^I&I5A-)CYG\NSQ99S,W@NIM%22T*&%//%X!+Q
M,00K#G<7RM.QN?/U[&8Z'7CM;^C%GJRH5+3=>SHA%/ES=>C907:S?'W*>[5 M\)'N7G]K % TX/\^4E\@BLMA',5;%BBWI4\UT UPT:VH+3-94T=>I3E+T*P MZ2;")
(;F61L\'5*6!Q15 HJ:1%%IZC7X=?K\21:/(FJ'<=5 $"T9=J@],71 MDB.]+=,YN:|"4GTVTVP;L2^.*I4)RV81##Z:2!,_7B JS@W0K@R;S=WW9RF# MH2\82#!0MNX:>1BH0VEA_=
(S1#Ds5/XPQJ X\[UOW!@*5; 3,9;,.IA]LOI& MN[TVZJ?=Q42!{3W+(G"RA$A)*6N:$RF]RK#1*TVE@G,P-#RG6,A;Y+>.VDP^ MGG7V!>D*D5]+W86>W\]!/LKA%;GVZC@*R/K
X[NQ@S0:1H'Z20.EB M_F<'2]_0#D'/79]O%[60]{#=KHX;2^B: 62P[NR%+^P"*70)VI:E6&GN"S_ M,O8!$=U{!.N4SO8D8&5;P+*]HJO8'HAE,!3;6?T[%+]+D+4B;HDLC,9O!%-_
MET.OO*G6%[?(8YB5ZR3?$HEZ.%"X5BBR@],]]&^.N,)6$%N5@+ MF@?I_BZ792C2U$)I\(\,ZU,94OLG#+9#US=/!Y&'B:%VTL&9/=SGZ!#[[=/KP\>_ED%]
<\0IBIGTZ#%A>N(;N]YD0F MM$% [I.%?;ZD9"H*QYA MF7:L+P6K\O7[A=51%P'++)8&58*9T9AH4S4Q8HK [.%IF.L?HD"^NIN-@;1,>
M^W]HL[EEOK'8.B3BT'_!0OUZT2R$(;R=1FEB6$602+%X;12-E_XQX.5 E@YL M' <'Q:)_-*_I%!\>(L)>0YR1$M60GS.P%+;9%PVV3A0O*4?JN?'2Q0)6S9+# MY=
:ZN&*@H)Z>]8E0$^>D]M%G]B<2G4*W;K0Q;O=(D Q8B M2@^?^%/\.+?M@[147"VZ>FY9#L.55Z8U--45GH53'(W2^-+=QOIR)YC>"O28U7^^J,VQ)Y>@1Jj.7)$5=
M6HO+5;B<6^:KQ6Q;NKB^?TI.MQ.Z1F-0|+$@%I+H-(1]>])P*?I8L->F8E,B MU^)L(G5]^;L7ZDX[CTWHWT:#W2+?[+@Y[V@/0:]3&?:-K:*[KY8SBU$@;/N"`M8_D1UJT,N_WN$?
0E$7]RCY>1HK@S; ++5 ##W-(\D.OAS#3DBP(E_I"[E"QZGM&TAQ^@ MF$:9!BBF4:8!BFF4:8!B&F4:H)A&F08HIE&F 8IIE&F ::QW)/G$(Y2:B/P M[Z7_LG0'H*8'06^,1;
<,LLHT0PE3L=(2I@16UNXT<3,A;OQ"6"K09@(_(.Y+QS[!_9+T5V5J'_9-Y7(A> 0$4X_-'[*P M;TR'=ZM8*^J_F.[>F=:SC(WB)Z8UDYW_6J%^.5>&.[M43>K0@P^*\RTT*.XS
MR;7@U?7'SA6;JC/)7;Q8TG&R4WBU9+J.K:G,IV_QH_I"1^2H_R7HZCJDH6LUV=2A+"TV7I5=9H#KE6H#%(28;__Y[Z MU;3M1P.I_SA9JLW/VKA M6<41
)#A3]>RF%%|\&MT'IN/R^@=R@%_+G^E_N7:#E5-D!Q3@N%%OSB9K\:PUL64UT% M+M9@T20#_%HP+VG\(0%S U\,N#\GDZ:7(* WW\&++8]AT^4PY)Z>V*L/DTA;K.#6>
MEU#Q(/GS+'G&I-DS5(L>:<'WGBF\9,R8 7O.'&'(3T9U MQ\,W1.DX[%5CJW5SVTJ I21.'ARLP1)L;SE!3019^<[;N%O5I1 A1!8S;(QC M?-PGK5X^7^;VK5V\/PY;;=B6ZS'A,7ZG'1!?
OA&F'$JDC:A#(XI6NY<"H /-MSYF"7*[_U"1_Q0O8RV-8L.VH@W5+&ENH\%ZI62$I8T((ZSB@F03UBO+1GXZ M[%\(+Y_[!HY6>IQ0Q:DM=I\^9=A);$]=..OO8 (#G$!29';
(FEAP*M4,IRU1 M 5W3G#'+)NZ5^;B\KT"/Q=M>31.4"-O4U1V+FR)D1_'D'=2Q@4^JM5.8K-G! M#'A:.@9[LVB$E%O C:@[Y#JH^HW751$JAP*?Y=!29:-A+IBLDX,KN C%>8;Q
MDQLNF):*DIRXWV=/-S11%HXD:2Z9L>X):-9-Y;!AE(8.EFN[Y\DV=D P1)9 MW8#-A44)*'4C1YYK#IC=R.$;^GMFW*KT.1K'G7"]+:fQ7"^J,VQ)Y>@1Jj.7)$5=
M6HO+5;B<6^:KQ6Q;NKB^?TI.MQ.Z1F-0|+$@%I+H-(1]>])P*?I8L->F8E,B MU^)L(G5]^;L7ZDX[CTWHWT:#W2+?[+@Y[V@/0:]3&?:-K:*[KY8SBU$@;/N"`M8_D1UJT,N_WN$?
0E$7]RCY>1HK@S; ++5 ##W-(\D.OAS#3DBP(E_I"[E"QZGM&TAQ^@ MF$:9!BBF4:8!BFF4:8!B&F4:H)A&F08HIE&F 8IIE&F ::QW)/G$(Y2:B/P M[Z7_LG0'H*8'06^,1;
<,LLHT0PE3L=(2I@16UNXT<3,A;OQ"6"K09@(_(.Y+QS[!_9+T5V5J'_9-Y7(A> 0$4X_-'[*P M;TR'=ZM8*^J_F.[>F=:SC(WB)Z8UDYW_6J%^.5>&.[M43>K0@P^*\RTT*.XS
MR;7@U?7'SA6;JC/)7;Q8TG&R4WBU9+J.K:G,IV_QH_I"1^2H_R7HZCJDH6LUV=2A+"TV7I5=9H#KE6H#%(28;__Y[Z MU;3M1P.I_SA9JLW/VKA M6<41
)#A3]>RF%%|\&MT'IN/R^@=R@%_+G^E_N7:#E5-D!Q3@N%%OSB9K\:PUL64UT% M+M9@T20#_%HP+VG\(0%S U\,N#\GDZ:7(* WW\&++8]AT^4PY)Z>V*L/DTA;K.#6>
MEU#Q(/GS+'G&I-DS5(L>:<'WGBF\9,R8 7O.'&'(3T9U MQ\,W1.DX[%5CJW5SVTJ I21.'ARLP1)L;SE!3019^<[;N%O5I1 A1!8S;(QC M?-PGK5X^7^;VK5V\/PY;;=B6ZS'A,7ZG'1!?
OA&F'$JDC:A#(XI6NY<"H /-MSYF"7*[_U"1_Q0O8RV-8L.VH@W5+&ENH\%ZI62$I8T((ZSB@F03UBO+1GXZ M[%\(+Y_[!HY6>IQ0Q:DM=I\^9=A);$]=..OO8 (#G$!29';
(FEAP*M4,IRU1 M 5W3G#'+)NZ5^;B\KT"/Q=M>31.4"-O4U1V+FR)D1_'D'=2Q@4^JM5.8K-G! M#'A:.@9[LVB$E%O C:@[Y#JH^HW751$JAP*?Y=!29:-A+IBLDX,KN C%>8;Q
MDQLNF):*DIRXWV=/-S11%HXD:2Z9L>X):-9-Y;!AE(8.EFN[Y\DV=D P1)9 MW8#-A44)*'4C1YYK#IC=R.$;^GMFW*KT.1K'G7"]+:fQ7"^J,VQ)Y>@1Jj.7)$5=
M6HO+5;B<6^:KQ6Q;NKB^?TI.MQ.Z1F-0|+$@%I+H-(1]>])P*?I8L->F8E,B MU^)L(G5]^;L7ZDX[CTWHWT:#W2+?[+@Y[V@/0:]3&?:-K:*[KY8SBU$@;/N"`M8_D1UJT,N_WN$?
0E$7]RCY>1HK@S; ++5 ##W-(\D.OAS#3DBP(E_I"[E"QZGM&TAQ^@ MF$:9!BBF4:8!BFF4:8!B&F4:H)A&F08HIE&F 8IIE&F ::QW)/G$(Y2:B/P M[Z7_LG0'H*8'06^,1;
<,LLHT0PE3L=(2I@16UNXT<3,A;OQ"6"K09@(_(.Y+QS[!_9+T5V5J'_9-Y7(A> 0$4X_-'[*P M;TR'=ZM8*^J_F.[>F=:SC(WB)Z8UDYW_6J%^.5>&.[M43>K0@P^*\RTT*.XS
MR;7@U?7'SA6;JC/)7;Q8TG&R4WBU9+J.K:G,IV_QH_I"1^2H_R7HZCJDH6LUV=2A+"TV7I5=9H#KE6H#%(28;__Y[Z MU;3M1P.I_SA9JLW/VKA M6<41
)#A3]>RF%%|\&MT'IN/R^@=R@%_+G^E_N7:#E5-D!Q3@N%%OSB9K\:PUL64UT% M+M9@T20#_%HP+VG\(0%S U\,N#\GDZ:7(* WW\&++8]AT^4PY)Z>V*L/DTA;K.#6>
MEU#Q(/GS+'G&I-DS5(L>:<'WGBF\9,R8 7O.'&'(3T9U MQ\,W1.DX[%5CJW5SVTJ I21.'ARLP1)L;SE!3019^<[;N%O5I1 A1!8S;(QC M?-PGK5X^7^;VK5V\/PY;;=B6ZS'A,7ZG'1!?
OA&F'$JDC:A#(XI6NY<"H /-MSYF"7*[_U"1_Q0O8RV-8L.VH@W5+&ENH\%ZI62$I8T((ZSB@F03UBO+1GXZ M[%\(+Y_[!HY6>IQ0Q:DM=I\^9=A);$]=..OO8 (#G$!29';
(FEAP*M4,IRU1 M 5W3G#'+)NZ5^;B\KT"/Q=M>31.4"-O4U1V+FR)D1_'D'=2Q@4^JM5.8K-G! M#'A:.@9[LVB$E%O C:@[Y#JH^HW751$JAP*?Y=!29:-A+IBLDX,KN C%>8;Q
MDQLNF):*DIRXWV=/-S11%HXD:2Z9L>X):-9-Y;!AE(8.E

[,VS,WHBZO$WU*LD2"3.9[.H(AI]>J>C1)Y7TBNM.=#3TNUR6H4A3 M"\7I/S*L#VCT)&]P!T-)3)72Y6&BQA0]S_,_L?C(^LM)#GO"<*1K.6'XV^CY
M_MNC=/WX_>GQ^^CE_O'A-.;U\/AR^RR]X,P>;FX?GF]O\+?GQZ_W-Z,7^./N M_F'T<'T_^BH]O\ 'WVX?7IY)5VQ^OKCF!SY,_70:M+AP#=E54>M;3<&C?YM2!MZQ=W(.A:;QJP
|CLH-N-!NW7]=B+W#7%]U4?BZ4B2[778B6(\?[#)_) M0/&8HR2W7%9),C<:K3V8\/$4&^"1HS]1B<^4@E96[*1)FAA2]C(2C4(*#K0?AD@F+TB&[@3#UK@3$O6S"1ABYCOFRV0R
M.FE?BV,EBDQ;J!&4G -3U>6YS:[\7S[[46V:00.FFSY[S_=TCTXTFH'>Q[]> M[*FU.M]7O= ^[\W>US7XZK?HY\U!K=%MQ7Y5KS5B/T]Z5 ,&T(B_)>E1R9^W M^FTQ*#&H0@?5:
<6_9*-!==<^*B7$=FTMBD8GZ$9?HB"G5S? M,I3BO93-NI*RFCF9M>P8H%)5TK5L6>B=)Q2,9J:[IB1=A$)KB!#+,'D><"14 M#!WF^20,3O0$(7,0\@%LA,W
>&Z4$HPK&+=$A,S"N+':1'=W=:GV[/JHQQKQ MX0.M69\ M:F6?XJ9X.N6;4B+OU_BUDRH*#_H8N-N.21 H4S'X7$5/!?R/"?ZY:KANCO_$ M:-DH1V"?MTX,0Y2D6*O@A9/EA?
VP0FPMOWX=,SBZ@U-JB"[?ZK@3VDREE\/ MZM<;V*ZQ[$UQ!/Q/%OZY]*#-\9]9#^K7FY0Y',T,$GI0&?!RRKRP'U9(T(,P M'Z[7*XU!? Y]ST;*WZZ&"3\.4Z8&O!0K@8BFO(F83^D?
N8GZ@XDWK<[VVK_H MREM&?6%SP.30%[.RV KOXD STD)FX0-MHN%_>(Z; E1<_QH2>E5N\G6U$.% MK(3"H&7,FY-FP,FQ];4KPS;V_7T$^ Y*6&3L#7AT4]S4%@_F[W;?
L<8TA"J MI1(40HE4#SFS9JFY:A_54RH$;K#G-NJ58:>S?>NU\C@ 3QPP^;KK;H&8[)MN MHU$9]D[$?7SBZ-D7>.)WW483M+/DVH$"+L<-EY1ZPYOL3BW8G5IB=SH:P.3<
MG39'3([=J4U17M'C?K$]E0X^^T)/PO;4J0Q;?7$>N,<%_ZHI6$5=' &NPWE* MU?Q-]E6L%=^M]4OB_1"^LH+WUJ=1O# P>?8$G M?G=J-D#8-$L3HW(.!X%/LE?:59ST)
<*\^+R7)CK?6[5&2;P;PAE6*ZZCTR1 M)H;,=[)&RK[]I&8 MT.R*H[YC@<^^T).P/?5@>VJ7I@3".1SUO5BRRF:R]5,<]JU#>O%I%?8$G?F-M87&AAH@L.%&X] O?G5I4CD?L
M3D<#F)R[T^:(R;X[M9KBL.](T+,O\"3L3NB_;I8FLN <#OL>3.,2FV(SATFR MW[A9G/VM0_V@^$VV71DF]UH6SK&RX27G'KLY8'+LL9W*L+[5'BO0I5A=_OX*X&74NY-6P FQ]
[4CQ7Z!#N%C+B9><6^P^ M:KRTJ<9+U(,@7*RE0\^^P!._Q;:;Z"<0LN8TT5)\B9=V2^Q-QX27G'O3/B]\ MM-OH01#EJ(\ /?L"3\+>1#[LLL2FG,/IWZ,S998X[%N#\>*+N[0Q"EXXX(\&
M+SEWU'W4=FEC)?:8F"SA4"T=>O8%GH0=M5^(M2?04DJT%%_:I8UUTOC@!=X M*7AOVD=EETY=[$U'@IY]@2=^;^HT<&\JBQYS\+QUSOOI-
M*AN5CIC9^W\62)D3$BR%*S$=*F,?YW'N! MRM<8%-:&87>L%.LI[1YK7$PO%@GW$=>H83I)[M&KQ ";;8\=,MR?OLZ;/EF, M3(QLHY&=0]Y4AFJ)VT:8'NG]6T?
%EFZM:JC+C"I:D6T^_I $VU&PN:Q:6$Y.4J6R]LF"IEG\< MP&@J]?TBUJS92"DLN(#6XV15J"QDCHXR)T;&3$QK)CO_MZ+]@E_6O(K6XH.D^;P:E.5++S7>)4FECF3?
E^:]PJ*&JW&*G)&RM^N9C%U35CA MO[Q!C/@8?MALXNI?M0E;&SCO383X?3+;LU97! MF+>403?W/^A!93@Q7K/-_Y(-E?^RU^%_OLBW]5Q[AD59. M+1R&'?7&QLB-
'E9BB"NG+0&GZ#@QOS7,+M[M0W$MD-<\Z-U^PLFJL:M'8K.Y>:'CM6,/'_8:[NQ2-9U+ M[SUQ$Z,*E$EIEVM%4FZ<9!93A<-D\W35(DF]M@_1%D#:/#.CR-GUUI4R30#2
MR);,21(*J@2:B*H)0X%+\3Y2@(VCJ9S? %1 E3B]K5>?VOVLE-J16U[(@WW M"P,2L0=Z)+W4HYU-:6,9U+D>Z:!F@@*ZRE$IL^D??#:@G-K:KS6S6NX%@OOY[=<:7I!:^P%'O]%-Y6?
P>#[L),P /4< M7N18+JN4;W>^M1W@/6Q9DJ@,,EF9(F<$W##1D%$]3M$ 1RB-==U\MZ\RJ2*U M#DV73-C S.;V,DQ;E^=W376FZ(:HU;DKPCMB\=[L?5V#KWZ+?M[OU.J-
1NQ7]5K\YTF/PI:L_<': M1Z6<)4B^K&'RYMN@9(,ISIKIJ: L&)6N28',@"VB-_'UF_#"\WP%39[M.0#G'#)X2+.Z&,NZ;"C,WS^+RU@^=0=P[OF?CI=WBS)*T0WX.V@ &FC_UN.$
MRYW_!1C&*)1][B@I*F8F\[J)&/E$\=$1A?/WPR.HA;^0<_H;F@8\.]3CH4Y6\4ZL@ M77;H]X7,WQ_T[TPWUACH$/*+JF@GA'Z&')HILY@\<42[K/SXI\CW9/ CWI65
M.G,CI/0Z#L#3HWIK^W)90OAG1@*G;-*_= JZ76GUE5"TM=%HY^5?*X))R]F M-JZ]U^_MI-QR 8NVHS#+-6&7WJ*T\31A;MH:%;BSF"[C(?7B1.J?RR>"WE3K
MBUOD,3$X+0*_8O#18QHX\%84>1N2Y'K@W:CU^[W>NWN M1&X/&A.EI0P:_\;37N^FJ;4X&GIEEV-0&WY>DN9P)>OO\H>-BQ0^8-0,?T1= M?HJS2K)$PDPFFQ"FGX$N'&_
9:;%:QRZZ*/&JV!(-$@9O+-)@+Y-BZV6++15<-6!FNJ0MB@HYS(;IOE9!5="9;4N* M9BGNS';P/->65$UQ9 <#[. Y$XO][2[=HTW"C](,N%QV3,N6V"_-=FI2N2-3
M[PTOTE2S5.EO5[8<'@*&$8%5U(WP%ANF19==FS!3XX,8H_?9AL&:RD]I#CL_ MHT@J!30)&:Y]A_DS W,49K)BF9<@<0USIBD2QB@Q!Y4PE39W&^AG>'DKDN+S MF63KYCM^
H_"N"9X,@;AP/$UYJJJV#2+-YH:6,70WAP@24;>$R; MP$+ BGAS2)J"/R)YKH'5$;0I>Y]JRE32\8&+F_#A\"X<+R9KP#M?7V$X[U7 M?BJKDJGPD#*P),Q)L_5G>K2(^;,PI
O##9">L.,'5*(PB!"W-HV_NH/A#^) MT V_P_Y%!)/S!C2F1&D75PPI/:RQWZ\,>XFG;'[0IK9:^8N H*WR?"@FUEMF M>"0 7=:=J8+L;[$Y>@2 9DB@F@2P!]K\Y1J<:N^:,T4>L%
<804,IK9-UE*'\4 MQO@8&'P*S[(^\"G\ZYITYUK8LQW%6I5 A4&+8TW7G ^2;G8(JTAU$Z^6=!.W M.:*Z)UZ)>)-%>I/M"T&&4UE]LF;;^/9R2\4;UT)*X9)15M T*AKC>5JCD-+5
M_44V9/W#!G2-/X!0ENU(3,>EPU>@1)G-=>8P+A#T*+;PI?C@".PC6UU-^B+; M\(5I<#0GX5.%UUE@+="(*:(7BY+3!J=K/YG^@;@UZ$,",!$B@)8?"+D83R2M
MC:,B"R^FPG2D>.)._UBANF7Z=YK^$AQ"J*:5LMVG4 7;,3ET86.A"K("0Z9= M"VQR9@?+OZQ 56-0$GFF+S(PU2 $0M?VVBT@:P&&L&;=]VC;YL?)9>I@OIR(4KC,"=S>DJ
M29[/=0T>"X@$+!!(I*^PF^M2"\8@VZ[%:'ICILBNC5H2^_"TR3EB&&X%CM:U M&>K2$I (Q)VG3R#AWU#>X3O!M-1)^8S1/\+CP2A*>BUE=P:4/"UA"6QBQDO,
M5P_U18I.0C;FUR[D3^H6FUF,KFSSGBC-*T:312,^[=5B,M*2GH0S61:0*_(1 M #CAV[IOH-!#T&C!_-D@8VB-:O3?YCNP@)5EIHML&NLW@TPSI@.T":DM>?># M&&2D:
(KEYKU_39FQ9HY:S-*OB&WZW.>\98*Z*.QE9#)?L.(BDC*+*V/ %YR; MY$#JS6$1,%4"5B 0[PE 6"7T"VD4_)G^8UP'E,;_>$;80LM5-5O!V'/X59%M
M4#XQ[R*8X/*#:;/7^2!61QD\'N6(;)%73_$FKQE\ZX59UZ3;Q"W$M?FVY,2, M'@64K"O4^@K1^1>=30*#8@9-PB0TG\\LM"J!6J^6^0X$M_#M5PZ04^!M)E_=A0@\ADWY%!6?
MWU8\DWE.53#.99.<.%\31];1321,-,5MD#7%K=': Q[B?;Z->DWRYR(5D"/X M./&?%D./1D9ZM+TLN$,PR/5") 1Z)PG$33+Y8EW[1Y';U^G6ZMU6<;E]_5R/ M2OZ\U6^?]J &J42/"?
[QP0+\RK)?E3&C,K80&A;QW2+XKHQYBP^HD_+T#^F6 MJB50#F.0+"_Y>?(94C9WNB '#4-:/4^/IV5RXF="]%K6DF!E!]%_!Q9C(;-. M*T)X*F1[6#*V!>ERD"XV*G)?
(NDDHD[_"+P<8P;J%9U/@U7+J^KMJ$WQ2<>2 MGD\YSF8SI3_9FJ*;@V9E..CO/M^Z#-T+!-<(K@ES36]SKFE5AJWZH-80;"/8 MYKS8)J7LW#JFH3S67DRAUN-
@FIWHKIL]]!RN$H3;E[5TA&FJ=Z8%?QH21;0: MR@?& QFVSL^!9?4OUW;PC$CDL*Y1?U*:C_J2W"/UM4?IEP6A_Y UXZMIQ]6I M&5"!V6@1Y^-O)RJ0TVRF=-/<#CE=T!
(*ZP$AD%,FY*34OMX.-YC<6EB;HR/2 M($_,^\DP'&=+OZ?(LQ=Y]GDVM%9*0X%U1FV_,AP4[@@Z4$K]_IQ%@D,%A^;B MT(RJ0QR'8MI)HU58$]GS9E'A[15]
+,6J$EFRD&]#MIZH[F]AZ# A2F%GB* MVF0N:-.+JP^1MZ -9GJ+@C:BH(TH:",*VARJH$WV!(>OS+89>_3SK+XRV69V M),=A4,^:XW#
(G(]&3>+3D;X__I!&7C4<0Y5H5M)7C1=ET."565(=#IFN\1+* M[])I38)B,Q-9\6=!^>$6Y2>JTK/IPF\C6G6Y*MVZECGW4D:_::H* N]6MGDN MVLC6Y,LGF>>P6>R59Z"A+ UEW-
%K)?G58I0@(\A O,.-$)X29FG.OBA!]_Z/V7*/Q\;%C M!KZ-F9Z8 .?=0UENF)FEZ+)MP_@IR7YUU'S5:;PL>;0/YIL7 %]O]GE&WDS^ MR[0PFXLG;<+_>=9/)57P1I)ND[[!][CE1GP9EW_
.V04H&1W7"5<)Z8C&9I MU.'0=F!5*%T5JX,8,"F[NO2]IF)*.,\8?04BPA6,,B"M()70NWCQ+1^S3U4L MZ?!J ,9L;^EX/T6^K%X:X&(Q_>1'&)B,N+NDHD&\$H$T#M+!J4$C?]Q<_J!;
M:]+U,A(7"/7F/K=8*,V2ETM"X<$][K:7#@E*\XQA+BBS@V9[YMRKDH1PP-(K MC&=B\@(6&D]Z72O@(KV4XP29%'B&E#FI)P]^=X"&'(5O)]*5_,0LU'<"HQN?ZW,&]BV.B?7]YR:-
&:G: M=1R_?N&]QIZGC#G7GN!7:,GBNS .ZNW2=V%$[O-[J-DXL6!+4SPQ2;B@IG,H M('79*_<6EUP<@0[>ZPE-*HO 84VZD;QATN>QI'@V>[5VO6PID-A_O-LM:%"=
M5OQ+#IHL6N2@!JE$/ZOBG:K9?: MK\NIIJK,N$(%N)-^2;9=AO[3Z;[K@", 1'G1%'I:35Y>:H?F78V4-^:BEC M*)S@(-];CC[WAQ08RW\&]X?6/";([21&)^+Q4\P 7_D/G9]
<21[2*O@F.B8 MIM4/4B]IU'W%/UB,F&78B>:?*7-)=+R-;,]^Z,('SV"*VY\;CWISZ8AI(L*3N58;=3\BQ@@9=];JOK\8+%!LJ.%V&E;M&I/1(B
M6S(CMLC[,WKQ1.ZMR+W=^38=)VSQE*>_?6D7D8B,/A\/4KC 4OAY6N//4>+@8U"XXJ#\J R['1BO*U^ "81(->H$]BLR%$W M,4>^7QLDCKH::K.L?
_#\HDA&@\5FLF8L]%],P@AZL*5&IN-JYLO@69NG\-T? M#'V)&3V-V)0>S-Q9T*$!J[?P?OI,QM-[*)\L$=B;Y#6L2T4*Y.4WV7$Q]2PA MHZ'9S)[1$)9B6+=2FWR44494PXV\>9/ 5=,J2-
Q!>#%L,NAU4^39"WCA1$.8 M>TNW24>K]C$E-_3;M7:SJ#R"0OL[K8_^/Z4P^[L%XLXV@'I$>4D4.IV<=7 . M#B-2=B[\1"Z03@B+3*VA1'R?
B._;H1=EK;+QY.VK7'L"TCU.N%3[7U*3HHIC M"RRWXXC].X?S7Q Z'7&,6&K.NG'9 SSQY9WI;XQW7XSCJS8L9F=[QBKHM.A, M-NRN"&LK.^_@/O3R;L:Q3 ?7L+"]2&PWF5BF)
[:;HV"9J<58'--T*\-&9WO/ MN]AG\C!-7^PSQ\ T=Z8;:_/T@&>*2R$\MHUF7;'1G:+@9F^OUNN4?-],B+H[Y%:ZG7?U)+DM[SX;QV8#V%_K]:*C MMTKM53Q>)KR?S5T\J-7P+
(K9R7T0Q0876YIK7SSWP_+3C+U]I<"E_*CNA@& M;-6! 9LQ1F'D^$IL<3OFKJ=PW=(#'1Z*J% 1%7J((.Y6XX2"N&,B.0]A2%/P MU;^7_LO1^H"FB\?"AG-
UV>@7'V&:P09O;F.#2SOQ'&3I4)*<071O*+JK,MNK M<4Y5WWG1<]Z8DD+<_!K_/%9R)=8P6TCPX2H:W[C4'0##\QST0TLS.O;$_IN@ M.*X+%%[Y;A$IO!H/R$O:\RB_I<+8N2)M&
[EDUS6\,TYL-3&&-%KY>O, X$:N M0/ND8;5(J4L>UVJ(;VC5#&H!4-9%*X(X;2!.K]"H[4:[B'%U*L-6*Z8<0*B M;=9P8(]!OW/9 \G$-]>]#]N-@A *
MD['A(@L+PK/9W+1D"Y81[M/A$]5E?IEXS?#4+OS 1BV(XO7AFSDV6+'P"UAY MN/5]JH&*-)7?<"3KP_-;F>+:HW'YF3IMM'J5(=\\8EMMA'(/3"/4JP%3$*+= M4"R5Z"7)*D;!4Q\'@-
$6,JC92MDY*!_C'D:@6?BZZRGP(].79HXXN51-:F.& MSXD3!WT0!XG^9U]4P9(" %R%+VB0+P/KOVX;_B9;RE3RA'6[ZC4)0-0%%,/6 M+ S>8;Q6_;X@58*=K,Z
]M@QACK9L%]S9MB\#1&^#6BEX@<<[+'W'^X9]%DZMB:+/? M?,#!H-;OM/*F_;JM?:@4U027[\^*"RSL+A!-=:__)0R"S=MX',D28.B"4W.
M)C3G$">;4ERQ74^_I!'39*:*_2#7%UX4294BJ7+';4C:3=&&1'#467-4P6U(MVJWC:4-R#KEA3Q:;RT SE9&?E3?WIH[EB7K=:4;X%;C+W'BTY Z!M>5FV^W* ML%>:O"X1!
[I'R9D')5C$NM8N"4K.P:IYQD,R]JHIDF:\,7[XF%P=6*3SI4C$ MV[]=+)'&G*FIWB\(&@?U+D)]Z_+;H@M*"4&2(A!S@*2'NV99NI^<36;G#=SV MQF,'/)?_9?@W$:HGXF78W)Y+
MA;Y>0I2D;/QY4(+-+8]%8=^L!X#H@9@/B-S:"[M7P)J8R)J5DD0K]*Q,OI9G MIF Y>HW9=V\/FA>B-C+4]6S:1#:-YAX)[?SX49/)^;(9:EJ(FEY)4',.WNFD M$$SAH-XX,&01OOQ-
LQ6FZ[+!3'>]B=I5X;EJ60J=-]]ACULA)<.XJ6H0@DE M<5OSI:^77&)&NX"F2\\T0JRM5)$]_, JP/7BFA,7 ML4H'4NP%;PK>W/=&OYXWL97M8/O-
_<"L&5__Z.ARU#*63MIU)\Y=UTE*JE5T MP/))M[^\,DFRHEANJ.!DIJ(G,:@ZA8I6S3*NU,I!'RR4MW+TUY3I5$G"KVAE MNV-;4S79TGC!B+]<2[-5C62<+9FN@P5-
_-3/'[7G&MRA3+'^R?54,V2_4,5, M_I#&#)_V%U,>J#*YLQ0O3HA2^^*J3L13K"-KT21L>)" M+ZBXD"OW^3M[8X;+[BQSABGB*/G_I3G3:]<&J9_C@
MS+G1A\I\;M6D&P;+A;5KO'E3R#AW2?G3E_R"@8"6JG2]'!^T 87CR,I[YQKJ MHCYX?.?5SB"&V(/,Q#YDB^: TE:(TA2<3S,B2NMA2GOZ276[7.S!,754[=5K
MG5:OL#ZH_7X9F[.*%.H3R1D6*=0BA3J&"LMB7B0ZB[3,+5V*<0K3NB+.W7IE MV"V@P9A(=!8<5:*)%^@(S,U1#>"H D+=1:)S,5 8>?XHBXUEA_$\9QFM(FS\
MOEGDQ'D$#JWKU^41]3NG*1CCHX"B<2S1I#+)(OOC%&&2(#XW@4D+8!)7Y5L$ ME.U:."K>Q@924IN-73LUWUK"-PKQ%^,UQ"8INVP!LV6&^T"LO\V'%4TXFK\%A!]8KJ MD?
M1S7/3\OORK KW,U/HB^S>NM8/N)Y?L"]Y-Z8O3/9^K4*7+R-BMO$O#/OMPCRQ MAVWM>^BL$\&[@G<+5Q_6\"ZVY>[M)R%EY[P;DY92^F[*J_H"I0S \QTS4!BP MO>6,'+V2,Y4=
[-_)I#%C!I9%,34%^X.:P:&,32VF>1S]HH_FG%G4G=)0F&2. M@6Z\/:,T@[LPU%XQ9W.=X:O&#"YDX9ZND@)TP;Z1KP;,S!]I3?]#=XW4/ZH2 MK_$F P0=6U'K66GB:K-
77K^%=Z",>A+?I\P(_M"(F.V>*]*R07L;Q>-5OB. MSQWF5I,R12OO: X!4,BSZ?R^HLAHE?[DI(QX#0T]LH!S"Z03M:@- M@1A[)NK:&W6QA<73YC.*/+>989L6CZ^
H;P!BKT>N(OG!I=+\JO%^!EC50)I MP'NRR\7 M/XP0(H-$!F_U/BW28U:I4\4DEW>FZ_B3&P1+3/VNP5=CMF!IG$GH5=2ZU>,- M0YJXC@M+P'O*VYQUECC68V>;>BTG3*8FK9T,4-
J;2V#+Z+JI4+0_+.S,A,W* MM*CI&BUW>,%H2L##;#+QVUGS'KXKHBK#BL=84+A X459"#R#:70E=J;^ $$9 MS)VIO'$PLQWJ":QB2V1*',+4!\T."QY,R5*K2&9\3!5SBX!V\BN-
)VAP[3_) MBQ&R;7Q_.@%3VBRFNPWL=TT6X;+#5@> %Z(- MQB,QUPHZFZ?TU-Z,"K[<>B$4/$Z>X5-[P]?U1 O?R-1UN]>B[N34QTS7SNO>
MD!X5QZ3\S7JS3HKU3DHX9!R/K\\%MDM0I@$,A2__1Y[-/_]+^@,H-I>^.F"& M7'B??0)KF^IR4'T.$[5>4'P,=>:Y8&0)UAD,>=0Q H,-:SC +>./X,F@.C)0 M%L">R*LM]E+C'RE@W/P
#&G,CH]]S&E"=$$%J">FN/G:I$7O_)#FV!CO@PBB M&=QRP*^!.#8"4+(_;+"U:)IHG1DNJGPN4I2;OJBH?3'?T18F:DG_TO2?&EB' M8POU.+1LP9[33-
>6IK"BET!]"9@E_"C+MTG@K1BB!_;D3*-:R;@C%DOQE/2F MG*2&G;N5G$WHDSKP W(0 ; 6Z=&M.MFN_533-NIM! ,@)VWZ^Z1-GZIH)/GE M/=JLJ/%)&\4@UT:Q+ZET/96-
5UXF)KHZ#)W(ME>1PCZ]>A1]P'U*R_M<]2@& MHO3#:=0Z>(!/I&]DV4NWY.>FB@=+%2&D^)(0YQ"_N'I>5H6] 5C6"-RCOB^T
ML,S9DSYPSS=Y<9B>D,7=&^PGB[N<>3;G%O7GGQ,$6HOJXC'8&N$C$H##1=L2 M$X#7LMU*SL$(J$3G:#'LV,=N4\W29)"?P[Z\S!]T5.2?B5FK[((']\ EEG]J M*=
(,/AW(W;S1;T4W;M6(JX/9; M1U!8N%WS:PA[Z8NAR4D1;VAVXCTK4Z:Z.GN<1(F64#&XWSZ"VL"<6'ZN9RCS MJ(#:O['GI_OUO@X&M7ZGM4$QX/:@4Y3SM5]?[WS-
4PRXN$&E.)>%1_AH/,*B M&'"QQ8"/L)C,$3H$OIK&ZR6 9P:JY-C)G^5Z<,V87B)JA M:A;UAI-_P=/GW.=Y9B>)18M'6;\SK1.<,\ M1N/U*U(W0_6=08,"E@ M8G+5'RWSK>SR\] 2LDG-
;-84]G3I"+?E2>(DFXS,AA/L -*M-4J"DW-2).>6 M"6J_||'=ED*9W%0L$L*]0-C3E.;H<# CX9=$!A*Y8*%S:]6+A D.H5X;=PGIX"94Q MN\KHE[D6RN*FRN*39:JNXOS+
(Z1W8GFMR[:M332FKH-] YU'6TM)H4"6$#4I M"N0VJ&E6AOW2M&0^!Z7RNU>RF]=]][R.0J-<4U>@> VA51D6$,HA%,HRHB6E M#,4&:,&"[<=REEWZC+'2#_"D-'+5-
'@+#Z&2YU7)J:0D' M[DE")$'_S@V1+NXD6Q<7V8^R77I!7?H!GH2YLKX.U N5\3:S^LG3"+.V7LZ9 M9H@629K3D8Q9F16/ MQ+O-PL+(#L6L&9H!KVE[%NT?
1&_6#!5VXZM+_,3#R)"*T$2+9F6M]M;=K-H; M)O&OJ>8&ZSC@B*%&22/"_Q"?5/HJ;YV:A/,KIJ ;/BF^A%NCCF[03-08'$]K MB5Z]UFGUBFLMT2^LNEF[L$$-CK^ZV6I_/%';3-
0VV[JVV4GX6;%&C:2;\.++ MP/Z=FQ;J(*)\F*A_M"[N*>6<:FWE(] &&J1[%.5+/+PA*BJ'"<[)R#DIOI\T MSL'-43&/NBUR!$\4 M'.WMP-&F.*/JP0).VY^S MI,'IR*KI^B/PR>6U5"YPF\YP?
_HL-WWR'D=V;IXZW2_X+Z(B-W=0A4MTKZMJ M X*EA[5GXSKWB=C(4P!*CE8(*4#!(L6] JI9BW2D'.E(;Z8.]I:+)Z+W=HI M#.V#RK#=Z97&AA4.CF*!TBT**,UZ9=@9-
$I3>_4)HX27'^YL)Y:_W2P*372F,X8!.BO LT\IS=W ARN/9>NX*,Z&:K*=P0>KFV4*KN"VY#:*V5T"*Z\ZA=0X**L^\PX:E&SKF1=[.CDAS
M.J(CP_'DR%"OY;D&6*3>$(]CF"'/@XX5(1W8G7K-PM3ZLF?7;1_4*+A4<.GV MI[XYN;1;&0[JW:*#BX\LKX70TS? ?WN49):NS3YSC9%)$BE+<%#ET@%=,B\!_!5!E%EX%0Y++,A1I
M:B%?_R,](;,'6B!E^9D3Z1I%@N'8O_\FQR1X)F:*^I]8?&3]>4S>T8$R*[^- MGN^_/4K7C]^?'K^/7NX?'TYC7@^/+[?/T@O.[.'F]N'Y]@9_>W[\>G\S>H$_ M[NX?
1@_7]Z.OTO,+?/#M]N'E^?_\H]]L-#]?X"I3DNRGTZ#%A6O(KJHYD0D% M6;1>6C Q22A?&)-HXS*&F^NR8C]':+.[:=,3KW#'U90,A+BV&)!!NI,5ZJR6 MN+JA";5KG3UD/<=O%8^&-
)I;FAYD/8<'D6CP[VMTC495:M:;S6KOIG6*U#T>HJ-.;^$ MOL+?<3?"-_Z+V3!%0Y6^F).1],P4U_*Z=]X;"G_?7Z:&]8*8K$I4NO85!X^W M\"_&IOG3<@T#/JW2Q\6]63$O[0]#!;61!(N,,
[5K6=AN<#"F>T% +>,$F[2\ M:2J\8V):,&6P$VR<+D#-">+=@"K_E>]TH?B,H2A/4[X4/R1?)-_:3-W]L6T M+/,=9"R8&_"-\U"!D7JDF*#SX]UOC AO9832#!^/ RS*4+
M"NC["A/\1&N=:@ &6 M]^-X@+-)=N#"S_&A50),@=)"RNX3#- 1"&+ MX>?R*\@I,!<9,*0W=4GQYBZ-/_!-N*\ZU.TN[SHD-(N@RGIQBS!20&56X;EW M3': 'O?>2+]J0(K*X$A.%G -
M==.SQ+U]#QA; <\@QV.E@ ;1(05_.\Z K0 M#T01W&@Q:<:<3_-473BXM#Y.L4(9\)SZ&6>6"?!9;&_70THXE4=T6S;E?%% MBHDORLWJG93:RC=LPF JZAWM1.P:W_+
\A.Z5<=CVJ2X/I_,[["CP0QQA9&R M0 CX"RN;XY< 2Z25 CO%!T*0$]Z7^:N"D4@(3QLS[UK+ 5&K4!(1;I)H[1V+DA,M23/#] MP]U>Y6:K@7(SE5E]>1;P!DQ69XZ#G
6_PE<5I6X6)3LN84Z'! W$4VPO&,P,R. 6CIB MB/5=WH/J:[FXR\$@-?N9WO5H_"E;&CH_<-"- "UX9!' !8Q!JDH4P)VZH8U@:%;@5U=1@C]89;/6@M4KD/JI* /F+,:RI1%K1\^/=
M]RQ+J/[EVKB'+6[B$ #)JS(P/N"K,=/-]T]%K'1[A^1K8^GEXE:ZL\.A\BK1 MV5?:8,[*:M>D)]="T>;X>R+J^G;"3ECUN17DH03* ^@3WEV@U*='"NYB;X4+MLN MENA=9*\XFG.
[$F;J3=4$.3R#@4WCF&.S>2T94ZUBY]4CW$>G59->UO#W*A#6 ML+^GL$;<$_X>*_G.AC1Z(0.I,L<=CQ379$8,HV%G!V;"(_^#L'11W T8L&1 M>YR#'8YS0..,!H'_DS"
<=ZC=^NZ&VJ[C4)MQ0PV4LV6T "(-=,TB Z+$LABC M6=G:+XGX$:P?N'SN.[6.01_W!#AP&ZGB)C]T10F?J- !0\[E#^[(<7$SF#"4 MJ<8KDF9BF;/\R]Q8NY?%Z>L_Z-
6^EGX=.!GN&'MB%IX7P%84O^X-#M&"]N'N M>N6PX+&3MMCLQ8$6, IK J.L9M/&R+#WX(H3IWW<-"Y=!P:)5JA7,R%ARSXN M<,=ZE]Z8 ?H),*UF*+I+G+UP9@=?
2Y;7"XN\XE%-AUOQQD)8*%,@ *,'A.F- ME_DUZ&T'9FBAWO3*O=C!V_BF&&LF\U$"B1;WPT ,[E&!O5!V=8>KTE6^]J0K M*(&;!ZY":M@NZ-
IT8^B^JF^$Q[IZ+O@4/V+\/9\6#B(ZNJ/M6O[)/"L.=?XQ MS-H'T<34=>Z^1)6;@//34(+ C@-QW])G@! M3WV!WP"HKF,[,A?1X2>J+I?37ALSU!:_F%3HTGG.KV2\|>C(7T#(=
[H>J=0R2=!I%QK%@![!,N@DG;D?>P1 M:+0X(EJY\--Z]^'_9^]-EQM'DG315X%IIL=29A2;.ZG*. O<0:*I5UEVG1>-7!.$;
M*FZNPHE)Y#P=K(Q[;DFE/RMS,7C1"%RO1YF+%93:.*Q8=OXOLR>L25UU^A47 M.3$5R $'1ISCM4#!.B%7OD#W@DB83FVD% D"$!EYC:DI5E2_OFV%,K.(JGN. MJCYR02>
[]VBJ(B\?GS5SR5F& #6\E^1PEH540)@&GF63Y4)"F$D0*&_Y@V?Z MD[38Q[2-(%\<2>H+2P"A)U@* (I:V@OJU2J+7ZHMFP:HF 2.NCTD1=/C-ZIO MRP>S<;7PL#B,SK]@J7+
[L8]!F1 9,\:%N4#IB0V+#CT_H8G<64G,&1=$-C.\ MG;\D,J00P;4C4*1YI-(,,HA0 M32PS.&VQK MQ"1D::OH2/O-_*W;HK]UTS26N5;D\I#]9#*YO8TSHH,5K:E7\@V?^048)]E<
MY6"!=>G\6:5&*:I3Q?JJ#0FZ C!C)P3%0&BG=/BYI.A!R\%*I7DFL&6HV^+" M,RI_659@7.SD;$PVW)5,UG"D8?N/]'.VZ MGZ,"2ZG[.>I^CKJ?8U4_1Z>XGZ.[8LK90=R9R,>0R-SS!4;\
<-VN=);CD.PM M&AS&'RZ7B%I_139KC[0]9@9!-)<1UR1\K\?:*03_VYKN787[6V(XK1]QX!3K MDZK>YW*%H7S?FJ$MW5H2R =EDPL,4^W]NY*-R^C]-_L_TE9N6?BZ>\67G(J'$?
BW]71HW?F8N%[\$K.;.TH=E\R'K^ M/M:EEF(:R/V=<@ZEA!^H2L#%W*&/41U7ZPT*9QAB4YF[@/./,IZ(Y?+A[VU ?01G:H4F^I%),'.MM*C6I>5E[[:H=EKU_@BQGZ$%0\R
MGI2)&:$TD'>6ZCZ99RF1P1EC/6M=SK^9GJ(YRUXM0YI1G-NIN6&ZG66T?S5P MKG$$CN,H[4X8[X*YARO:=?:KY@8G%YWV&BS_1QR\B1F$>6H:IRZDCM KTHN4
M!>F!7:F!87N/:F#(!?S+U8!>.<7M.5@?@]5^BZD/BZ5RO^TD^"K.V)G80XCV MSNJ&N7UR^<[V0A6U*[31]2'+O4A^(6L >Z;+.1+1=5RI[V7V:&)_RMRD7ANW
MNG*@P;5P9J#9I+Z@LDJ;+:!1X*^ ML[2%T71-"N\24Y=*E;P$_@B?Z8JL-0"7'[WH[?I^KD^),LZA1+ M),EV.'!XO3L)R(43?-TGD4]%>L8]4,P%^B!C&D_"!",ZDU=.YWD*D\O+\\I)
M&'WE.:^=1#Z&*,/O6"#J$OOB+H.CB#.PK?7/"!@N'VZ(2T:VT0V=%5V;:=4' MTDM<$C=O; (-6MB0TBO+U>W&!MKO;C3],$,\M:JKF7JZL;J[HQ#7<:,R@JR

*M@7W>E7+L*HVV>KB\XG/-`PYW-GCP_7_:@K*)B41|C7,L*_M'2G\LX\N^&8P@[JI7Y56!1P6WW"N)46(;VPPP.HM!,*C&K.QZ9"_#V9"Q&7L_MV6#*
*KN_0&B86&>1G_Q&^%Q}O2SM=\/5=+W>VA5&+/DBAZZ=&\)EWU&6RAQ5&I_M*J[&I_*"W05>TEH?$RJ9C9]K9N3_?%E`V&!?$^7;I][S<9J@+>94GWS#*
MI^2LBHYTfW'H#.Q2[^-CNGN7L=PZV_>(I&MO]OP7,_%CFF(B9.]LMS+|87;.M,%>4V9^NY#B6/2!S1LQOSV*WWLK6(W9|1PO5CZD\+?US9"L8'P=5LB6%^G9*
M5LBPM01~4N-\OQ%M0M-I^282D$Y!{TF8^E6@O8)=]6.P%C2F@0HAO/I?\SY MXOTWXQ\>)U@)E+#!V$R!/;$0?$1P91NL6CD:@UB{T!]#-+4.=W6IN[_5+A@2 Y@-M 4[_+L,%^]V-IN% NHW3'F6' M\)J,HX_F0OPZ#L,HU<`JFY7*C*/F)L:1BQI/6K\9ZR@A#UA&E6P5VD{)#%_ , MP!F"FNFN@9;[+#WS) !-U9;:M=6Z+$'T&TK
*M>&9I>\4FV|9YF52}VV[:"H<4S6B=+R]K.2)5K$G(6@T7]^&ZHVY)1UVG[}BK MP%+|CK]ZHZ[NJ%,==,0' MQ[_^)H; j'5B"# 0%BB,_4B<+.WE6]}TIU,6(6'MZ5,U0%R*BNV2\G2MQ
1+ M_&)(.T0>:<-+ZE>85HQ(\+.P4E"V;#$^OPRSP:_94"S2>_.T':OQ;TN17 M2#*::IBH5!JA2%, (A"_]7^\&C:!PC&??K-=eVCYJZ;T\#ZF'_~_EI\O1"_G.B
ME!!>&Q63'*LLWRS_W(0 _3W_^U&OV>L,"O_4:K8W_'UWU-OH&V6+:G>:.P_/B M/ZE';3P_.C.C_*!35]F86"I9Z"2_)(66V8&>.YO+GGQ_"6E8OE:+..O2&O]G M/[_]XAVX==(;#$Y3I'H+
<\8)8>;=2OZ"9$.&.=V*8YX_#?E-SSM^.Q.-5\P=`MURV6Q)+Y@;6BY%?3V^4?OY!*(5 O>LIR[Q_!>XM"@:-VI1"&>YVY/&^AAH?`MJVY.7^.T]Z.3.IO1JE"FU-
>+K]>5^QT>>_8@6O54WQQAK7J`M.9Z+@Y"RA5>GAZC>W=)"DEKI[.7NC&JERZXBX/"`MM>IYZ>O#,T;R=^?I$L]CZ3T9X#TI0_$^4@7#YWY>]0N#^-4'BD'*O$D7.#?Q
M(LS"4%RGCE ^ES2O7M04.>]+"P3{$YW78*2U-.\3+/$^A A F'#6-#WZ-2=BO-A=7@8WTR0XLQPLBOS#U"G)6%1!\KJ9^_/SYJC?
W31I/VPU>^?]!7:7:1ZWS MG>7_=[>HIO*7K["E*N%;K)O)+L]>OXI$?:I?A-+UF++#>8)^QIV|AD[#BG@I% MC>XF-0M*IH!@%.54V>>GWD*DI*L(I&& W
(&U7307NJ$GC5#DCM8BBC;2&P M,-J]_\IC464C06+&%?D=YZV3BT&_M(.Y.C40=<%1?9MV>INZ^[A-[9.+WC'< MIK<08?_#]87EW;N$01::OXRQ<,74#G-
:M@Z8KQ4PU^EY9_]Z(*FI!0=67(X. M#?6K2G:VSK2\@=#3=#>/@K/9>74OV@O>OD#T0YUZRD6CH?LM6\K/.UX-1@9UJ M^)A_V^L(4'}T!5:9%#R[!%FIQQVEZ.LRCQ>T19_#-
GUBF[|<\.4_L;W M_A06P2>RIM-Z\VO37)Z.3"XE441$CK+;=7RKRL8R#"CCE'"=EEB'T5\Q4/T+!?H2^Q)4[L7V! M4&&[%.UOPSQ4[K&MG\KWV,BK{1BN\C.5L5_N;40, MKV/9+W?
85/59F\;EY4@^227KYNR;.CX!9G0F@W#0/W@XNW4FVN:=0PN L MOUYG9X'=0S58[<"XKV]J?5-.?*@.SS4W%096=W;5@*M8*F6U\K%;+7&G1U$$@
MJP+'2FFC.&+4 O\H3{C$+ZO+(@GPPP"S[)IKB"-0XA<"TAGVBX'MR0R\$Z@^_MB<*9Y[LAP^_?I_;$<"AQBJEVV,<8Y$T+;-8VY,+0AB@^_MS3"$KT2A(*1>ZNN+$? #>-_2G\;/D-
_@MQ'O#[XZ;>_[?F&^+7@/#_09"SD M[V${)GW!%V'DNTWC5@CCNP<+Z'0:,!M*KTWHO\S44+J!?M=|W:(;'3R">;:R* M,$YVC-\2]GE[N/S=#&VT_V[23SR*^XEK-
/\;S?]O3%RC^==H_L]'_\$'WH@_MD9[,]T&SZA]B L,#_26820\KX0W:K0';<43ERU#[$E]7>=2#83*M1G__'X[Q M*EY8:9,Y5(G]E;=W M!::KA9N8XB9FO D@$V=F7">I;47A?A1E-
4T/X-'BA>M!18<64QRG;SP MW.2\%,Q=;-NK78]QYI9+GAF*F&DWV7G(5>]LW@CB55:=*&'R4/A=S;)I7S% M.%UU\>0P^EN@#3YXU5#Z=FN(0&6=2"\(:O^:!W
9B5^L&0X"YIFCR=55GB1QD:?2"21B,!7Z);16$^5FQ810@46$M MJW!6 3N7IO,4V/@T_@;.'Q8+=F,]$@@!#X2.E^GB;U)LSU]$U;*G7LXX]1Q MGK0Q,T@ CHKU7.F]12
MG0@F32T)C+2Z@-7&*ENG#DZK# GJ: *4P*W %<&0%^U+3?P(9D){8!!%_@F MSWM.1#XH/8$3 [<<0E5HP%ZYMRH2@R,;9'CF1H8DOL!>_X5;+,)DSXLLV?.\ M)7NG SH9$I(IFL-
U (H%Q8P5RQ*-@ U%$* 62X9=%.N%ZCG'&9@-YKWRZ%#&W MPFKA{ADAN-UF+K*3A>X]6KO%&UUE91W%T*ANMPG;]=C0I$CZ_Y<XWR2%#*8HGK0U MAE5P4>?
=58]ZJ<+-/#5&>7N!CY\<*+?4QUA,?=3U!*%,?I++X)66Q"=Y4)4_CQD19.Q=7=7)MC5"WF@)OA82K4>VJT"2V%;DK M5P9QE0IC:($!<).NQM[.-!Z%XA)SFI6D[5WG&T,)-
#J&"_1$XM*NUIMTXN>D"!,.;)Q?MIJZ'|ZP^F]W=K;H'%M +&V3H-@7ND;O5-L*+VA\WML+?;=_EN M.VT9*R_&# S\;V=BLX/F2+[K*!?GJ3MVCXQS>OOFG"ZFU_/ZMB*
<]^$U!U10.\FNW!VMV 1RV?G!%,1?7\;WC*K[3=&T>U?29"856%PBJ MPJ1G7-[JP'_6S@.=-EA:,9?ZF58RM7VA_%"5@[?/F
M8%"U$K]+JJ)6+#UHM8NEAL<_2S*_4*R#*5TKLOH'K.QSKM;-V,%'3'7J]S MK&HOKK3&|&(<<04?VJ9]KXKUE:^F_.F.S(9O;"9\)C-A?^5CSZ3?NDF=O7?D
MKDO<[VB"%=,VR>8<@Q"N;A'KT?'$5X_])Y2+Z#VLG=]|:X69=6WK#DFX87'K MVR54S6O[X[6Z^+F@OJ;:F;\M-.YAJ/O=<\||-4IW,\5:%S#?!!H!QWY]_"O >-!+U1_"G1|[^!M^-[M-
SKHO1MA/=^N4.?K>U<1#]SOW>I[=WI0>W>.B+W/G^Q>7[OJL6!\\59>O//6 M(2]>IP47K[6SN1E[QL+>HE&G+BW>2X?.'DJ+ZWD#.Q6H];R!(G';7E=6U?ZD
M;7LG;GTI0*2^!/6%EA=ZG6%B^]O0G9W$"^H+T/6%A=D+'}>D'Q_=W<0AZ@M= M7^CZ0LL+66NE?M$;W=M-@*/ZH\"V\%1>0!)<HL,'B5[6[=I'V.W3Y"T^V0APC?K MZ^&99A/5WU,
^+SO/IZ-)F8<12-/#_[0ZE>PZ;*2G2#UHM;NF5G.4R_0M'"T M.,IY9H+GUJN18]CJP\/074:0%U^7%=?ER7NM>|=EPDK$O=*PGT08 /@..% MU*2?
71>YU\4Q=7&,7AR5(AI\&WK63QS<+?S@|U^1'3Y=(:8ITN*&YPA>:.D/7 M[KSOGDO|&>#IPD=4XT9AW&AP'+1 M:=?
UU_6E>WN7;D4=PQXOW>CD8ECW&M5W[NW=N169R3W>,>QW:&V*W_I7GH^ MPL':C"]I"YX^!-=Y"_ ,O";< :4A IRVLA|P-F^04UYD-DHY@(;21CT_R M0<.XD=@BL%Z2*}:
{IF;O^1'BNE&TOM*O\DIO+2K&'U]G>OK_"JO\]%IZ%ZKUM#UE:ZO]-%KZ%[[56CIH-7 (I>;\"JPL=/P9+,JBS%F/DH /[++'I^/+++@U#.BU*0"GFASE!7_-;& M=:K?^+RR45';X-
[9,=K3Y1W\\.7J^^7WCU>77XW;_ C%M_?[V[_Y!|& MG7;G_3L\9=N-Q.3T==#B7>2.H+#"W(;XOYE9V|%^:@W.VJ?0-PJ^Y1 B]$L1 M_,O2N)D&?3YR0: Z5 F+%;\-PQ4T\C,T?
OF/9F#\|_-@5[8NT0K]:K/.I1K@+HJ4+./88SA"F]NS),.D:3*<3D%-4 _]'1<79;NX80W<-Y#L"+75FY7D:4]^,K)2C2_6C<U=,"\|\|)?
[7:IFWOSC@&)&NR,O789W_IXQ3'5BP@<@O@A[L#?GHR?]\#-4O\<%K(1*VNR]P%XJ-S/:H M::CM&MI^@S6O\/N<2;V_C= 3?[-#D+?6&EN[Q6B+\8>+%K1Q:?T5V1QTJ+I^ MOW:-
RX5O.T:[39]FPY1&22R\=(X@]$?XK9GL"^63ON=FZB?##D"L,<*<,'RD MZSV8(>@\^!+69(AKP=/|__#@[]XDLB2)/!Y@+<(GD;A M+%K%H^<{DX;Q.+.MF<%7'C$LX;-
!V>@;QM@WW4GPF`|>|3Q_X\Y7|PW_FTI M/^V$W79*<#C%+-Q.8;R4'%"CCK-'N]@G$K9B X+ (R5K\DJ#=,.3 MIGS
M!1K>,,Y/XQ*U5$W"+4GXP0M',IXN+2|*8)E'JHD/3DB"QOXDIC986^@-W0EK MYL*[[YJ@FY%T*:!?CK;C&!K"@,^\A/LV#&ZYV $S^T08_8:^<|4'6.C/W8>T.-G1^&,XA>P
M^FN\5M"R3E$86-R.WR@0ZE\2 WP!A/B24RC[OHO+|3]$_A3L{XXM'/6T<(26!3_(]>L%L,ZU32* 3;/5'Y;%,L 8RAF4#QYK!K&$$$ MT?
A/N:14H,,S)G\"""/!T!A1_QM4X!RBT.WP<4#P3F_8G\;ID+##$* 6PI"*9!4 MP4"B"[MHT%OD!1]'AADH:F/\"+\N?]0\]X:Q.)\]H60W"3??UY9I9%.IOP]#R MPK=Q<(3SA+<3]5TP_#K<.
MD'1T WLB.)^/8B9R2'3$"]0V=P1B@#=)RL#6)Z;OSW`, %<,4UZ=&;_"M8I\X#RA/0#"%4"JL "7H!/2>,4.RVLA|P-F^04UYD-DHY@(;21CT_R M0<.XD=@BL%Z2*}:<-JK-H<%-5MI@/DN/<-MY!K -_7%MJP MA6%YP9K<-MH7 >9"P(QGAK20D"QYY 1\OPCRJ0(2S?Z781)&F3SI7:H!$;1L MS-(N#^R%-H30&.6PB*D4C2Y^T@>Z08+S(!>Z! EH]
}>A=W+1&_2;@|WS1PG^ MSNZWT#^YZ \ZI6 1^[K0]^ $]L7_@Y.+[LHJF)T;-AWDVHA>?LW@[KI>3G3D?I'R%BU\2W9"-M8,I5T1T3]/R$B8G8"
[&Y.X/$+KIO(MVF((P;WI;$<+1E[86O=VT/6%N#-M7:C5+VCUF@~]I>D26LH8=&%/.-9VF\;OR-=`7!RZU9&&0&?!DZ9A.\;4P?1OU6HQ3\;4P?1OU6HQ3\;4P?1OU6HQ3

|N_W=9Q\&_WM?/OGEFTBBHI+441;B\'9EF|NUYM0N)UEH3L M;J+-@=!5A!N0\U%0W._AY-D55T,8#P@"(@#\[G.MRT"Y2K0[\'(FM21%6=_>PXY MUKU8-3EK]-M CBMFD4.PR*|*O)(?QT>>2'XC\-IZLlQZD[XA4U-?63/":W ;-~&$\Y.+[J!@%.%;]1PG|H,]$>YDK3E'K\/*>Y82>)-V M<4VQEU2;NT-3628L/AF+SZ)R!2RI+D)'K7)&L5^[X=W_6_GQ.
(?),&>$VQC2FV#:SCGE3QIJ;YC#HG%_WSYB#?ZUASQGXY M8T]J>(>LT3VY&;,K3RV7U|I*LC,0_0=U3B9<56C44&@S.I>;)=0GY'1)HD M,$Z{P2PH0"$L11VL3,.
<>7_OBWOLQK+=$ @2V%;>GK,# Pl_]GV-MK5IVX<@:N"SJOVUWX-B$QJ5:U^.NISD>Y-6X;7XL(&D0\XR>9;0:9C@@(C6;: MUCDMS6;_XY@@'G3V!N^>]D:\4V=+"7&O^'O5
SW<*BEQ4_<&)R&I3JU\K^Z>G]2@ MJR^^E!ITM09=K4%751?]^H5@*;7D3A2LS >&<\N':SLU=P$'KB^]@GGV KB)"B##V."(CA8ZJZD G M5VRU_=&\;;;PD8%V#J>'Y0#
("+DQE+;*PM^*(FDTPA)Q$,)KJ=$KGSY£AO- M8\C^@K@%Z_[/%7GSZ]\(CF}JH^\IS\;2SP87CSY.K]5^]_.4?F1\]&^PTKEG M_[*AA!4T;LT'X+N CM-X]^W'[-3B[:95"=
M9G(\&H)D8#]{X@!<+31/89LJD8:HM;:;+Y$$,=PN.0VB_!D3 M.[!\@2]#*H.3; ?HR1?WA1 KK\"0&X%S3_I*]_ =$Ef!+?(^SUO+!U3EE]A^ M\24B4%W!*.IRX#K(]R) ?B',4LNU.@HL-E)
*21KU$6/B,LNG],C:>.*W A]S M#X3OP%TL*&Q,(Z=NQCTK0B]IV$07-Y%/6I0RR\XP4-.(F)MP3+55*-B#:100 MB%8-
@3YKY%"'MTMB&:'9HW%@3VS3MV$I)&1G)H:KRVP00GYF@.BQ)PT9964P M,KED"L,(C\T2^:;<_"GV!U^Z 6?HO3L4!MJfF9|0^1V+G8+SWOHDA;B*O[U>QPAZ$ M|K9P]Q6-
/Z*0@V!P)(%)Z-:@$OB6^JQY\.(JW*_$OKS:AOO.!X2 MA"6,\ &UE)F]H.D#A0LJ7 "QW<(+PC,_"1UDEGCI;/WE>(5R+(U:.&?9,>4F M<9KA=#0G*L L%X@;RDM*FZ2(*\$##*K-P-
3QN)=8.110U1>IR38>N(PF ;E* MW#)X+@X,E.!2D*5"\ V4>O"]U MD9^VU,GZ2%@=&9!!>^D3]DN#?-Y)|| MVH"3"K=\>24/*YLJXE[96[>MW%$A
8,21PZOQ09COY..+,"+8L^QY=.W362% M%,I-DHN]_LE687[\"&_ NN3%37A&/8,2?F:0@R\'^.H(@?Z=IP+;.DLOVU0LR M^FA+E.82DBEZE; QGY^O2;1#ZL,TQ4">!R0,[" 9_Q1/L_K-
6LR-T[*QK??W@S0N?SW_?;@7M3++ZK[BC,%2D|K@+*\I&18B*Q;N07N%?@A8A!J'A<.V MY(_@[,+'7,.*?"SE?S+>H<$O@E/CWK3=')["*I*4NV7:Z.[M2(#_-
PKU3ZY:!4T@W"LLKY7 M;]TZHGNUF=)Z(9W5;,D8%&27\T5Y3S/O5)=O%+Y$KNJZ:P7 M MX[*%LH='N93RZ-3'0VVW-A)#GR2[&B%%51DC.(E%@L9/Y>><>';ALQ?
S&I[M4QWKH*+5++++*UE^?1?IHT^=A06L6>04LLAL.&6"1>LTAKY)#5AA?ZI+(\.2B M"+#G,"SR%F+SL2DE2_*VLJ4%]GTD//[.B',QD\M"+++U"]Y#9]>FQH+/%A8R^] M
KYXS2>;6U3K\LDY\$FGP/6L^>3(^62G;-)N@7E5U,E8L\F1L\F;MM6Z?.*F M 0X54#LK["M5BPMK%.5L]18_M.,8'] 55L4MU#LOY.ZG3&'XIMZ #+G**NXN
M,'_8I5@33F'?MDWV"5I7I$7>TI+0)HU#P=L"..&SU+\,X9D/ZO:7U+ M]^9F[>26=N&6M@MB4/4MK6]H?4OW50&RV2+M+NH,0PTYN M:?
DHC,\9H,W->>CN$6^]&5>;N?MX92W=X)3WAO5..4OOY0:I{S&*:]QRC?'MY6 U>&?^0A0PQPLBOP!]H|L^!ESR+L)'$4(/: =A@X\(/6MF(LJ3A,Vj;-0 M80V%M!/;-
:8V6BC&DS!|!D@C-"M[+B%Y H,FG:A:!0"(([3GA#XGI5$[^29YH M^#@N1J$N(>R1(_ 7R2MX-M#DSR@(Y7HDHBY_7SR@T$0L;\N))@S%9-'\&/BC MA 0*$)@;88(L6[@6 DJ2[<
(5S0RYHR7K$,#-Q2:DAQ3%$363+[-\"PK\AGW M+]F>Z;H1K#G99;PlFT&'"1,P31LU^EI^=P";:@4W3+#&&[P>3!G8 5P* M^@7BDB'N-T(=P7>1
'J&OAU,,#96X_@RK)>O>WY;%V/O6T0^.,, "M009I&ANK !K90")_RLHQMSL[2*Z?QI'L$KD/XP'!FAJEK.H^\L)Df\DG(H?5 MHV0"?K?
4.8CB5_+BN0>T*=I$!P\OFG\2#^CY+L+'ZAD+V"#".VY$#21 MTX@6\B! 4=]@QA4.8G(NY((@Q@1NZY2+?QMC2<-G*?GDUDC%PK2#BZ5*4=\X 0":X.#YHQ)
M),&LX3RF<&$]/V45R;_ +8Z(S$DAD2">M)A=A'H%FDB1A;<:IY \X:P^"P<= MX,T>1P&<-MQWAL=&/8 ;!S^X^,X@1/(GWA8,]'T(N=8@&36)&Y T-124HK3V
M:&Y)@MZ;/VUEM%0=P?)RV3A"9C4E19[R!G=60$2NFO5"M):AK8!'LFRO#%=4 MY/[AHBP E@ -52YXT9FC-=647;3=X",-X$@: MRDNJMD01I88P3&V'_/ $=1>@4EQZ*8VEDBS?
B)F+&+Y\KJ#;*!PBE)+2^/G M8_0!H5]"QU4QTD]6W\]G'B(XQS /?6B^UDF+-$^9U#E6*F4+J;@D3[J8HP& M5[*4DM<,TLN?>$ CY*NQ<-
#,2"XFDYU|%O@@:;;$HG'D^2GWQ"WB%\<"E9* E MF"DS0PH+^ A>XE188 I?!J-';9.OV,X0B?OM{1")@2@@!6@QE^Z$0Y_W'(%9 M&N+K=%G 4Z#T,E2_Q!=4/O+7:QK:MHG14AM?
#VHW,TZ~,A"/>%P#&:CLRB,] M/?H2E_>^8.ZK>L3SVC6NP4@F;+Z>,L5B1&0ZPD[VO I.+>IP=;D)P$!>!P^6P MQ?;| /L<++%5Q@?& *0MMS%N&^]XECV80Y&C<.1XM,?
32#2A*E[*7^O,6W.IJ=-XR;R M@PC%]{1\.SBL.BR[S;8IS0-/+=.Z_W_1P,BGY!{N3Y S_0'!OO:;$*]5X: M)4L7UM HO!H!|!.*_CKLCX-Q)Y 3WMFGL ;++&9RN@3>0V5U"IQ:23M[}-""
M$D0QT.LT3VIFTX_NF32""*&*AY@$JO]#$9]X+%:(>>RYH|H5ITR*2-4ZB>'JE M/9^+B8'K&(D0/4;R@HGQ_N"K]O\1WB;Y8/.=8^_\JA%8 MT{@JXYID:IA\#KU[0=.WXF$P2
F6,K<+0?:7_ ((EDN##:UQY(*A1 M+$-B& >#_;%JL7F\.G(\,7 @=1'OGC?!8%GP/"#\]2!UY@8ZEG@G:/_H5]T3 MKY^2,3M!WRQ2?F#^TF"X&(31L!=AL+K(:5O0K*QAE,KETU<_W6 J-
(!EQ!QOD\25M?Y(OB88:F/AGI/HT?)% MH\T*%JSCD*.3C#M75406.H&Z;Z=-3B>^QM"NYJ2KP^AIF;JDDB-^HE*B|\9_M!?
OM',N5F+R8RTX9NX6&I;8,F4:8"!.,1ZX24SFUF&N%3>8KYBK2ZR2;%"W9 MR$6B8!0ASJ,4'C0&IN7?Xf\08<%1DI2ESXT%^\I8-A+R)&[M">O%S M?AXW\NC)>(/M:B'LCR.@&7F
60>*5<\ ;XB?U@=|%@$:CLRB.] M/?H2E_>^8.ZK>L3SVC6NP4@F;+Z>,L5B1&0ZPD[VO I.+>IP=;D)P$!>!P^6P MQ?;| /L<++%5Q@?& *0MMS%N&^]XECV80Y&C<.1XM,?
32#2A*E[*7^O,6W.IJ=-XR;R M@PC%]{1\.SBL.BR[S;8IS0-/+=.Z_W_1P,BGY!{N3Y S_0'!OO:;$*]5X: M)4L7UM HO!H!|!.*_CKLCX-Q)Y 3WMFGL ;++&9RN@3>0V5U"IQ:23M[}-""
M$D0QT.LT3VIFTX_NF32""*&*AY@$JO]#$9]X+%:(>>RYH|H5ITR*2-4ZB>'JE M/9^+B8'K&(D0/4;R@HGQ_N"K]O\1WB;Y8/.=8^_\JA%8 MT{@JXYID:IA\#KU[0=.WXF$P2
F6,K<+0?:7_ ((EDN##:UQY(*A1 M+$-B& >#_;%JL7F\.G(\,7 @=1'OGC?!8%GP/"#\]2!UY@8ZEG@G:/_H5]T3 MKY^2,3M!WRQ2?F#^TF"X&(31L!=AL+K(:5O0K*QAE,KETU<_W6 J-
(!EQ!QOD\25M?Y(OB88:F/AGI/HT?)% MH\T*%JSCD*.3C#M75406.H&Z;Z=-3B>^QM"NYJ2KP^AIF;JDDB-^HE*B|\9_M!?
OM',N5F+R8RTX9NX6&I;8,F4:8"!.,1ZX24SFUF&N%3>8KYBK2ZR2;%"W9 MR$6B8!0ASJ,4'C0&IN7?Xf\08<%1DI2ESXT%^\I8-A+R)&[M">O%S M?AXW\NC)>(/M:B'LCR.@&7F
60>*5<\;,

^.EL^Y% MI4[>99]O9_7L?\Z47<,M> M!&+YP@^)&/302S6:2G:I@-"FBRY_761^-%N<_9'&\#}/OUE|W82O?E[_O-=[MM@>CRJ_@F\K/-PW5{C0'K>%>0VW^O#O<[XF-D^HV.\/]UO>)OS7J;!L*^!8E MX.]/0,.HWV@.!OTF3_.KGXGCXTT_5RZ/%RVG#8*Y,NIH[6>=Q0_\X7H2QQIL M+,G?
72O*P1K@_EH,K\4^0M1M'UBEO4.5EBNGU"M@4&CI*+D^0fT4@<@!:X7]4.&D(.S?'EFS&+4*0P,?QO'/Q\X MS)U0H%*]'C0)P3+2).S>5OT\:$)97KMO7JN]6;+N)??&^'|W[=#]G2+;
fVNT M/5|RC\E2?\Q>[.+?F!9^<\;?1M5#@IV54^*4TIU MS?5]EMURSB6^J;W5$LVE40% K=:VGV-W< 3':H/OMO?D5?;?7;9&MO MLQVH9/;:ECU4VLKK3,5EA>+A"L7P?
H2B#T+1&C2'5BBL4-1?*$8U" %>/GG5 M;K0ZEU9FK,R<@O!IU^|W+6@O%&5[K=O3-U/I:5TY=V>BFZ>Q' MADI%=.[2VKX?:1W"(7;9OOU=])H[CW:$[>
(>LES4'77NAXM&P$6#=K-MN>A! MJ2^[M[< C\I%9VA_[AA6 MJ!-_?HM2*L,@QC("A/O>07;+93_0^_".BW}(FNH86?$5F@ISR%N].fLI[YQQ M44?'DA6QQR5BQZCAJ!"Q+G;,'-
f>I+0B5BIFLR*Y7<2.$4W?,T8R(&&,I#?J M-@=6 JT$/C8)/$;H?E\)+.,$CIJ=,X7_.PJGV$:I:\&^(+-G4ISI_FS9QUH MM#ESCS##8UO^+.GXSZ3B*TV%RR>O.NW^G5V6S\
@M\Q>]F|5\Q5+VSDU MO^ZB|54NXS%X[W&'3;^-HV_7M51=7IW0H%M_3T>'@F]K9R$W=MJJ =-*.MK MJ\UKM;=<[AQ_X^%+Y7MU>-
.fU&O9BYS/Z,;9JLC.S[:W.!,;=MK=Z?'TA>JWN MS?7$;Z(D_33Y-8[\Y'7H?97QE>_*Y&L4>&^-\P&^>FV<#D^J*H\1@;IU>P#J M^L# 6:EXN%*QIY.*'I/7G5;MF6B
ME8KZ2T6OU;\Oj>@_>=49-MNUEHHSO+K9#ER/|%-*KW5Y7^)Z":?>=[IV!G]4 MQ,RRD<%&6[I"WQT;84O=GF6C!\E&G]G=R(*]FZ"5IR-2,^0*_3=TB@AZ,(M^'Z MWYD>,;+?
@+MYKMN|H+GYWFUE3_Y859RO.=]\2X.[$N4WBO-[@SHJS%@+N1+GSY-7@##IH9GZ,T;YVL%70[S*\KUWEBB^>B !?JMS<_"%UD!NW5|NW+T9,!@"/H63""$X(1
MW%BOW+V'TNSJ.O3WJ9RS!NTTG0)8)2_3?NLG;I8DVO'W.A3!,O$)@>07/Q0A M*/_5\T@*O2,+P5(R2>-AI+L#*)S/#K0B"_\%/2"NU/1.BSS7YF(0,:");OJ M 0>4
VO\)8KG3KMU\2\Z"H4?)@Z2]X/3BZ|%|%T$4?2=P%A2D1(Y$_I[^R46 MLGMR N_R'#]TODHZPA3|\Z\UKLM71)4!@L+R7KLI?MH>=;L-?!H.5ZR8;!"E
MR|\ WWU4_ ^Z'.Q/A5!H#]1<&5=&(_^9]0'+-0M;_K&$/3F;QD$-(.DR>8+X@YZ&*9" MTU\ZH823TYG#ZV-@+|A%1-=9Q!$,{(@>V WP*_=*
O@5"/LG"B+3&!#X!W^?!'X\$=T:2.0SN8-,3I? M;_X!SA21?^#-2\(B41K#VU)KE4$8K/2WK> M&%9M,1S;(3R?I(AU-,7=P15&XS]Q'Z\D_(<30BH_A()E"*@ M$9_!,'^@G?K9.()UT:#&,
{$4"(TQ;* M7*TO7!HK@T^!59 PP #7N-]>YJ;PR%2ZLQ#T "T3!DJ4%5EZFI8 6U>LP!4+ M%'8&@H+WP62;'H&#((SFOEO.D%X(JT%VA|G+30/@JL.TT$4R7$I>8XL7'VA))B^RD>
C6)*<1?-ATOLUD(DO31$X!LP*Q} -#?Z+$ M I\C@9LXUV A)RPG(E>! G[K^@L8IZ%UGOIF+$&TKM8^5I9DQ>~<@W:L?RB3U MYQ5CLWRM?
NKC6;PV!K*J_@1HICJ\H,@_R&N,913LDH=5!G,/T0T6#ILSYQW M+/+A)*QUB&:7;>3E/9 -A$6'-PZ,$WT1TF?" Y]f!^Y"!#.G+'_-#8D=2 M)X@_!E^BBKL2,!LT1(
_BL>V:R]<4I*1ZL!'27<. 71"Z4R@ 6QM+?4&>)*2HRB*X;B@CXG<>&%|_\#-[&)V[JIP%\]ACQ M"Q!?SU3SHWJ[Y\@@D=>P!Y+'V&]?X-OAEZ21:>^,PQR_RXV#-]%\[K.5]^SK
MNS?/05<'?$#QNVD#8937888A;O/ZN_Z$3AI2*CW=W9RE1+M#"<-Y*EVJ!V4SI MMAH.%@,WG.N9#V2^QD>0 +GE 1.@H>4XAM4ME74SI,=ZL(U9C&N9@_)],-MT M)UG_0A&0|
[*$TX/E2GIV4<=CFMI.G(:U[*(_'T=IH(T=X(AL00^A\KSA M,2@\1];R85>,PZ^(DR)7 P,2I.TI'UJ.P,'K-O..,]\5]Y\GV"T5V#"\2-UP7@'T*JL37'5.Y\H73GH=@=3*Y*8.9)DD-&OG"*3&
(:+BPE%S>= M7>@]JL(\K3[*|OG|DN^6!&@FB!>AA>$6K@R\:L_?AZW.Z:1/0+6[^7#IZ+/WA8K8|"OKOCIR5 MP 5#X#UZ@F1H@(6.(1C=R1'"!-D(;G><-0@.V3&[R:(Y
,Q@$8SHCFGD^ MNA2<1""IX8!W@?!@L+%)B#8CD3_V05?@A?(_F;\@B]R0RMAY]NG=!R >&&0A MD4G?C'Y]YQ2JJ.'\!E<-,&L;S@V.Q,#B?9S!#%/+/LR788!?H1(RC@*W' M_R|*\$_
7E-F@"]HH%(UGU"7@6' 3$]1 &&(4*4K/-TMX5?DO-;;\(%_?9' _M/<5>+11:@ MLOD!@Z8Q.-WW,+H.D3T_@&;>+1\Y7F#+P]KL?J0[!?2A:R+ M*U.T0=OA+4.,!?FKS|QCNAM1WP) :-
\H2(@ZSQ8^N_T=.EC-!UVQ"-%1#78=MR=D4]M_\/A1@&#DS6.0%)("S6 \6H4&;+<@7A$L1"WBE-FWU/H'D:LL=#Y?O M/*C.P H"^S103I;\M$%A=Z*%'_E@<\&&>A&YTLFCD@\
{U^.TM\]5GPWNS,K. MS\WUG>^O)S26,K23"Y?/_]ZE/4>M5W,Z?>HI>GWOU_6/H=P.?(E/!^ M("8R77Z4QU$91R,DZ>],RC&ECT/0\%<2;OYHP.,'$X4'-,U_TXK[=>]YLI0_ M2%?
#?"D!1.E^(^2)U+A8$!XRE90H^11;*A0&9C E+H#LG#V/]16:H/ M-RLAM]/5[V._L:0IB'3^5S\&6|]2|IS C02Y"F-TY4]\6%L* 0_] C9"LI=\> M],-DL_Q<"8+3Q
9GK*/Z.=^U%7Q/@(K%07V.80X=C5 9100?M MQ,<+!D<9QA%<@^%Z"Z=9HN[,;)$$RZ;S. ^97BJG.ZL#L*2!80FDE^OYX 0%(GY_N1|-M TD97AYGP@|8ZH$$51YKRNB:
MB5AUKD7JSBCG-,\EF/D+3H_|%ZANV(CCT/\!ZPHB|\;1!- UDKA0^<93A-Q%$ MYTC2D5/R']&:.99+*N4Z(+BRZ% Q=2_J#V-D9B_&RE*I&--Z<'O3XRF_;95K<
M45]O6TA;UT+;>BYMM;@@\W2RY8Y$SG<2Q^ MHRSO'!$UIO7\5&\"D21__4NGVSW.I!X###3|'P??G=>;YQ|DL/P82_B-*K4 I
M7JN\3'L4W*7|Q:!5'PJ$CWW4H63$U178T=4CY]'YB,XLHY M$221OIQ0&),F99;M(A" I&+N(/N1Q4LN28R(XW2>D48H$C[YKCDM:2R3 M1?
0=R^"$MYA%^#%80]$UAEPTZ@VE8/GAQ23 Z2E;@*]?$FH87IDQ +)$/B% M?*-B 81>,2;&"|2"F"!<94)8:,5(9)*5QL%7O>3:=O4.JM0RC;-O_UM^1Z,\ M /4Z
FL03DR(0/!'[025'H$7Q5+JA9D0"S"I(,+ZI=WJTFN///-%8LC*^G&UDXK>SB4J|\+X"A" -^* -[F!*.QKEX1.,$ISQ\D|\^ WR;__.$:*@ M=BAE.IW\XC]ME@.+"/P"]2I!X#50#0@_5W.ID*.-
(^1)?@+'AUD5[B.]) M9XS'.I6-7(.QQ^C^D%]79[*Q85>$:AA2RP9WHZ'RXGAFAQSN_+M<.E>LC|B ML(1_^6,YE3!3 38T9P8$:!LB),.GHZSELGF;7>C2IQLWH7-B* P^^ B*XMGG
M+!\Y,3#YXKBFA/5D7$LOO>= <=__D+V#W"(\-T(@BJCTNBJ&Y^)G"WHMWW='=P&IY MG4TSL/OW,%R,A-\CE6&'L894X@LZQOG JI $[7PE0U\U0R&LY_F$8==>6#(2/IL38
M3]*&LCCFB'!00MBS-L<=[2#5LE*TU!&+A=I [,/ ;G:%CF6ZT@SLR\(M;$)> MJ.VYEN,+[H1C-^HNC$--8(8H)-3Q)3>9(7= 2DU/4GCGKC?3&LK('#Z[]9?=ILL8TU%S FPE#R,
MDM_B3#I_:*0.N%2,,RP-#&6V*"[/K8]P*P+QIO1?P2+$/5Z+8E:"WJ3ZI2VHGXD2&NJ,B=5ZR.W#[6)TG RX(D"&<MRY)R-4AKL
68AR;,3CNO/&@&5'U=:V.+1&Z]$\|>OS[3AA8GI]US:G?)B9:D M2"AE2AV$'G']0@8H!XY2|LH5N42VPTKQCZR2&E^FH2]YPC!31W3#O:Y^(^4[W
MXQU6M,@M96.^HWI#N'8L'/]'PB8XZ)+2&=3HDK*R\+K?4O"@NI&78-Z/]EHW MGR:@2?P&,Y4#;I H4R[EP^=5=PM."B@8V\-LZ Q;B2+I8SKVM8^JHZCA
M0LC2E1ZMV#276TW@Z8!G>K*8%83ZC%>IF('BX3X%OPHHI1A7[:-&%'=^HC6.2 M4LV;>;(HG*\W5$=>=^E,@@Q;XI&%*\QZ*M[":)C?.5OJ&/B*R>^9T%*
M#96#0'TWCO^&&U86YV]12]Y$JSR03B7XZ\GA(&2)6Q(TU)9%*?<#Z[86F09 M0DA=:9A7P;RZ82:'NJE_,I#,)XM"C#&7]V@XIQIU>ER,@&-C\KXJ;80;>Q8B
MLEM#U2=PV0(ZY2^_.;C]!59'IA(&W*N\PR,* 7"]E[?AY=ZAR#@F-@DP,K]4 MOQ =.I,I#\",+"95S2+]3IH6%A#K!5.X9$N!)S;34>P3&0]1G:IP4@28*$@SC MH>P6RF3BAZ!P?
3@3M)0U0+-PRI0&ON?C/[/(WE44VT6^'7E$:A,]#R07G MEG;M<\^_A(,@*3U..NV_4FDF^'62QAE5?_&I$X)=RM,B<#]5;17...,'^XO3 MP8Z3,R%<@NG=_T8SCR7'^"2CI-
%1HA3AD-@E!--**:+8V^[;(.59#6 MBP7:)3,J!J/8!;P/\K?1<5E?+!R"008]FB2\"3T0(O"H64T(L5N]3-_DK*6 MUX59I-TG>167V;PUP (%GG 0N=]B._5]\YINJOE>=["-
%A73FQY[FRJ3$ECEF M.%M F@F1%F"RB#G&(9 "S$C4W+>PYU(*68=PR/A>T128?UC+<(0TR93#[/$HPG M[\^,SW $+H^!L!.U_OSTIW1"D+=K*<.573\ZJEZ;% 0<@Z M-
SMK=X!G7]=&/0@,S"85XC!@:# A0QV%1LI8-*A!F|(P(D1:/N4+>Q4B075 @=]#=1|;TOYM?FT7XI_S=NBP>QDV/P[D%2E'IK5,UE=(K> PHG3O\]S89C!O MT-
,'NZCL.2R"Q(0+2EI#^00[.F?UAM&A&3@=ITO<^UZFUM7$R*SM8T M@\(UIT3)ADE%.%"$JUDEEPD_O($4NHF"<##\(+'C0:K,]20:)_(_&?Y-,V7- M,W#+,P=,1;HFX99ZO M[,D:
!HNY1X0+A#6M^NU>V?3V63SY$?5?,UA?QCUX2;M$%,U+NRZNCQYY%/" M6Q4<&L"F4|HH>| CW#_ 1+.I.*6(Q$(A0$K4$/!#ZG?$Y<]5M2U^8##R
M$\2M1Q4$Q7_)_-9K,G+.L7-P&A^B 7*!=B)#;#KD!//FL&C(*-#HL@44P9>D3$&9D.6 M)\K$R'_'H950!FP@X<67+UZ<@D"\^ ^ =>,^&:^DOR>-XG S?,BFIQ?%H.Q3 M;I1|SWR?-
)S(OD#YX)Z<"W6*P!=P#T!*TP_850YD5NY9Y2>DJ%%,^&0:[X2. MT>(FD[QTO#$B*^>R;&!5W!Q.!SI=9=PH]ZYDT&A6-8 MV)Q!!WN)FWDE^,Y>|"W(!*@XGEZ"YA4V^Y8X-
4*XD(Z->"O\| 1/0\9\|"C0_B3^%K^1?_)*!YA7AQ;^_ M XE"O"*#=O;=%*R6)!8RN/B,>C/% =Z#L>;\44":U??D7H"!TE 9R =8F4D. M1?2X
@_B#VFYZN:-2A/8BHG"1Z(BC*8'_0XIH3RKR/ *F@5DFGVVYCV@6A[,R<)A(*M\Z7XR.LH9X,08- M5;$[6%2L]@>-!C),BR4<#":&W/4(#;S@O4.41] N!:.1UPE(*5'DE?LT9B>M
MJH!FL6O5W&VT+\Q/?"@QQ9YB6_!61C'|$G/3B7W88-1F"56O;H?2_^#E;X3 M6)8!6C'P5'\S%5@6%H _+)4NBBLE=(Y-B$ =LR+\%+8^"%@DD&DZ&35(:P MAP
L@"9>.^CI4UX"@9ME+9E4PV5P|'ZOO$\;/=__4O[LO6R.VRH7'0V+-'E M=W5*.N*%E#1:[I7DNI!:32'R7RK#92[YUH,6?!]YW\$2;6C^^^!*<[\WZ)H_$$Y*S)U_2OBO-O3>BAC[(.E\A;7.
M.8[(;D6@(>MD& 5GPK8\V93L4R=/*YZ_'+M:]V167&R+L0N:#M.(3%ZV_5'? ME;/'>>/LP8ZL7M0_(^G\#YR+ODXPY$PIF),.))Z+PAJ/7AIH.^BB^KI^HL"A, M'#.72)KP.^U?P|)??/K-
N7\K;}>3:ABCP_D5^2'C1<;\[|2 E$ N.BU"$ M4*H=HW[GD942QS),A!@ M3#1&U$W;603 ..2,KOEM*70^ ?%HCR_7J05'9RQ)SR$Q#/3S(C5.D5_19R<_ MB5R.[T%*XC&<(S+
KSAFGC$6*HW?,/83UA1!K$0JKH115PCN^_5+|%N M)B4A7K3@~*"\&76"_KHPI*P&LI;C)HISGWDFP>,.EIP&NDR_7#3;#*_PZMH. MKY-Y3XSO&IOA7U!:.0.IQ^#(DHTNE?
U2=ZL+S:'H&K0[6E3R[I&7+_@&TM@"DJGFM@& $M<<,$0N\T)3!G>,N***6SQO"\)D $ MM)"Q'DKBFL@D5M8G!M YTD> ^R3QLV,VCAIOY584,&W6.&3]QFCl,46WQNICY
MWM^?,-=-[4' R?G]'@6SQED)/N69=757.]\H(*!MJY2.AP13X3%9=/(+$SNT MXQOCDB[N>4/EC^5K+KD'(;6<3:4T82=A6^O14",0;%,!\%@4&7? -K'@$U M\'VTHH?/I@KH-
+!+Y0O_AI>R.-X7^>?K$R19I KY\K/N\W1_UAY5>9M9KOZD0U##9N#?F>OD39_WAW: M.=DYV3F=|9PN;Y[3SZ2E6%.!+D2-^?,PR5YGI_#]??
("/81{UBWH]=M.*WXF3J_R99;8.8WF*V.)["9 M$=5PF@X;1%!T#>W 9#L1X1$1\G/.0NF[+9RINQ:0MXK4SY" MW EK/O+IYB Y^NFL]WMWYSW11JK]7" ^ZU>]Y(S"HY&
OQV+U)LOGULTQC5 M'N!MS|'.G>NWK?#09JMNVWH:4ORTR\UX'[ZRJO%QL_>8-@?#3;)1L?(SX?Y.K]WLI#_"M";G7=G6'YKI%#[">W-?:?CG(*ZOQ+.*?<(.NB"ID!|%YW+KG5)
M/;QM[7?LKCZ\7>V X;OQ==YN:^VW%4SFVKF/[.[>WM@>V4CXP]M6,--M\M>#_MV[5!KV5/UH>WK7"R[NOON(]=?0QOT4]YSUYL0A8F.GEQ4.+,+@XA^[Q]WCY_ MO_?
D=.05Y%1S97957T3L#Z<-9RI#4&N,3RZ\N1_ZU"K4O|H,6+'#L7N&)VM[M>+ KXLQLHC/.G% [7^#FU(OQ1&3^(A,I8G=&%S=/ M7LD@6F"SB$>6H|\;-KLV_ZN>>S,Z5?
J7W9JM8G/9[-N|]>?>[!]DMUMS7ZZ. M7M_F@=M=U$)'X_7V!#16R(Z,Y$ M/'ULL3?IP-AY:5TV=GOL|NR?RF<]T??=FO;>UVB[-5;IV>VQVU/S[,%G3FVW MIG6J,|=VT[^_JFZAOO;=
MZ' &W1O'M:&|RT:=C78_ZIB?G=;,!.7ZIH77H2%NNYUW, _+PL 7I8;6<4/A!*W=?CX&++RB--\/W6A^J_#Z@V+(
M,NO00HG3*YACX"WCFNEMW.4UZA^W<.,FCW\Y2%;78['|)YCCIW#K9D M]_,DIZ<5SP>TG2">!T,"[7[6<3\/AA&IT>7Y#"/1'Z/PHHA#!U%R[QCT&?+= ML_;PV7|N"U-
JMR_=YL!N2_VVI=UN=NR^U&]?.LVNW9;Z;4OWLMFR^U*_?8'+ MO=V6&F[+P!IC==R7=G-X[!OR&&*7[REBZ88E)(HE]O.Z\A,_"AWXJXIF.JGX M<6!B\+8+\IEZ"L
"/4!C5/8VJ.^N=O9.GK";6OM-;>_?V=;N:NUWM6-;!CV\ MN3>2UK*WC-W5VZ6 V390#V]3+P|&I|:[6M|=[=72 'X,,=#/=WOM?HBY[6U; M'/:0MK.UMZUGM[/&V]FUV_F0MK-
E"_T>TG:VVW8_']>^[M]:V6YGC;>S/;"G MYX/:S_H!S3R&2/9'F6ZHO]W1?\&S?]$%^G1-@XDT_X6O%D[&CT["6G]+:ZC
M6WJH;T6;\W%SWKUTU(5VK>,*]XO*YR&1C]M=$D>R(M6.UOM?(-(MFZ9:V75 M\X-1SP?W*[,JV:IGJYYK@@EGU?,#5<_=6R:%6/5LU;-5SW>KG@?6>K;J6:OG MV^%;/#
!U;#N.V%_5H>/(Z2=H?_4P?D6,]G,J0'O#?SW_ZM?2X% ^.[_W]B3\>-MC5U77'9=T1KUVH/><##H74Y$;J2>N\UWU/Z_]K#W*Q^O6,NXJD?\@'0U8>@-M'WHR!W:,G;Z<# ?
39O3B"_\%X.MZ3?!ZOZO8/Z_4TT7XC83Z+0B29..I/_MMUDLI?,!GIPECH19>\Y7N4CE?'QC/BX[PX;3:75Z3AKM^$2W14]T\\/D!I+U MFJ>AS|KY1_3Y(J]DF.4!U'L^@FD*34=-
H.YL10)T/=II]\<./"RP(_"AA/% M3K_9^ZF!. _*TW^HU+_5WE#^-FY32)LUWV=9)',V=I[W!L#DZ8!B]U\U=-GM4 MOZUVQDLGD5-
L#0W",>6^K_\1/0:?,%R"O0'>U1)D60SEP12T>$G@-*[<+ X M2#V5-$%"I,/^!8P5)GZ2)C14E"R05%CQ[F4N?(@CPM2O?%>]G:K'+PV#?\[F
M,G9$YOF1<^4G&8Q)0Z$A[<0R$"E,7K^%!YY$01!=(JP9:6+'DZGP Q@PB^$) M(D-BT@&Y40IWG76'LR-4]G L2_V44\\47U38),?.",0BT2^T'IXJ8\;/Z3]
MI8=>]M'4]0&&6VN,C@<&?_WRVO?2&1KCS189Y-HJ4F]67S?AJY_7/^^,FMW6 MJ/*K5K/ITUZ'Z4XO,,,TV^UM+|SQ\^ZPM]
<3=E)V4O/\2H,4#O>;'9PMT739'Q'"OMOX_CG5\,\4-L<2<.1/U5O MU,Y"QK@&,97/|_%&W &!1X6_,%>G3MTIGY]#AR)1',\%G=QPF^E0'6A'S0) MP7+0).P>CX3[#'
F)'RO;C(_L]2_E?S7-4 K2\0;B/@YUXM$Q3T :L;L#T!VJ]1P=9/ZQ90Z8Z M1.WN+ZG"*LGS59*MP9T#$UDE6N)\]-5?;OO,_1^2:* M/1BPKW:[?KM:!\7X&.#&/18"FX?Y$7:2G?/%FV]?
M@_MI7UFT MGN#G=SMI7 M7KLWIP9FTMX[S]ANSOV9<@<"0=FI.?;>//N=H..)W9.MV\(01? 8P6R2]FY MP_5,K)-2>B7WI"AA+5L&)RC+X"A\'^(R*GVP=W#$M5$PN/2-
FJ(-7Y/4?9R245D-,#6TUM-70CT=#=_;W'5D%_4 5=/^6G=H>GWK>4'BMYJ0> M[&$B|"}*_2/8C?A:(F#%NOC*<4%5O%(V(.,O2S8^U7C?/W&HV+-? ME&
0+&$2<'7MAOVW11>565[2+FX496.F3&EJG1,JOBI047+\#9/ M(P;L7D7><#R8%3Q6O"41@31JC7$;=+%RF, [X4UB+D$ZDJ;S6W0-"XL,117Q
MM8159^%$7,'^CX.EX\/47"Q)'B\|=L5C$T0|_+E()WSQM&77T\#YL" Z* LO2 MJ-3" 0;"55Q)*K/FNGE@GXHW\WOS:=MU@H M#!2/83<+#8D?S1;Q2>I;FI?="K,A>5-P0K+:S9T>OJ MW
[D023EE<%XG?M'>]@8,+HO5GR;QO0[L!?Q&B".3C+5%PNL6ST A1$197UVV M&OU6"U$:_/"];EHGI[9(P'QS4NG.0GCC=.F,(Q%[K+W]$&0]8\"*,V6F7RK$ MYI3LL8V+5_ \M
U0G%.A\U809;B9P.W.]*;SL?+%ZG"+3M,9G&ZH&]>9]XGO MQ9.6SUM/(D8)OLI/G'&6P((3^(-$"1.3B=3'.$[6&HQD&>(W,KSRXRC,@,4." M$<6+PNDDD46@_I+9=@P&_FP31-
0T/4\'Q9A&^;^H-!WZ7*6B F>_. M"BN>#-RL CX&&>>SA;36'B2CFA:T S|F#(T"M(O"F_!|G?(133B|D@YO\81 M9.9S'$W\M'E2!N>9+&@F)1P:S4V_P)58&YTX?8.YMQ?YQKE.)$H1 E
MN_K1>(GPLP4!LN:IDKT@7O:I MO*@[I39!XI0 6YS;@K6<(6$*F LX*HDDK+ZQO9V^33\RDFSGE37$S<=!F'5> M><1<<@R0G3,DPZUA=4;P37-$@)98MC+V
<:?8U%V[Y1F\"/\1E|VT1+.]^]6Q)P \(9E;_ MNYA=9=S"3V>PZ7$43LT5.LP?B8X64'@##9!?Z(H"AH\DD@=O)>.FX(_"'2.B MS",'$<O)8\'T-FJ2*%@.QCTXG:Q J^2N"|\<-
IP?J5@/V//Q_?HC^ M<.KG.FT/(9_@\U)B@*$TP)I_1C\ 6*7B #^C/&C)(W<[Q=CXA-D1'A(Y/Y^ M'2/(/T/&I^2&AHHJ41QK_>T+&2<1I@_"-XD5$R3(Y^]'|KOV]Z.
<'N+PM^Y].I3)W/LW M%@5L#!I7QJA.XH?9X238*(BU6<3NX0O. +U-$*,NQG.](ACG1I5CAR_,C1[W M$|LX-ZH<+W!Q,I0X:FN ,Z"!\9#].T^B75U6[:U8C*$U67STGHQB27ZE\VV
MI03! 5J6T(M@27$DU?M8;-W@V!/%ZZH&]>9]XGO MQ9.6SUM/(D8)OLI/G'&6P((3^(-$"1.3B=3'.$[6&HQD&>(W,KSRXRC,@,4." M$<6+PNDDD46@_I+9=@P&_FP31-
M$Y8[QI3X*F\CO#+$KP-XY1772A5.,7;)R?DBB)927FB?'_OLUJ?1[IC3P`4 M;L0\ O[^KS#]TU7/FQ6!6]S@8K,#=0Q,@E&"]1<,S-JO(+I&\Z7K9L#1[M)T M6DXFOFMPU/I /9.O>"#RP
M*Y+Y8<[^NC|!JJO)("[Z9!S$RH/_^(_$ M^A9(X.13N7<@ 5N)8HX[(%6C>V^|8E)G2!A;56.K M:DX?G#1#8MBJFE.%]&I$15W]S[UA;TWC.@U"^")*6 M4!$&XK")Z9&& ?
Y$3,!-8W:.K;N) ,6;W=6!=HG5,0C\|!8AVS?*[W)X-5AV/R#9-/>4>%KO^/\KUK-N M/>O6LVX]Z|.S;CWKUQOC!?3!7_\R|+0[\!T^F-FJ2*%)+$HUA@T6Y8MCLP6 M9T:+I\^
78Z2!XZ)9Y1DM#S,W3M&5=(EZZ0);1I_BA!-]YU[?2BZY#^H+2 M)D4<+|&+=26"3&J+Q2*]8:1FDZIN8$?>\Y_,A&GY A3."?7[V+ M?1FZY+-#K(=,$GX,$H%2QS'SE-
)>T3GHA"QH+1C=]4UG7^0!S6B MC-E$.HB8 M.@U7C8^&4.0ZB>*TA==FP*S%;=3MFAB#;N;C#23@$*P_,/Y7\R
M'[VMP(0^2I@_IQXRBCM$DL@DH41GY[7K@N#"^Q#_^UK@M/V-SZ:RP[$A_N^^ M")Z<^"%PU47@7U&F<,$<06!MN{BD7PVIL4 MK=6&X,^7%$?IS9VLC4= M8/$-S-
",;U+&T=1$;;>H-D^Q[K@7PX(DEQSI4V, M/Q(W>9^J?(ET$!,XI],I$L%F_"0,1I5L\ (Z-KX;2TRL^=[NR9HWVIO[?2: MW;T #M)M|QJPJ\'PT!"YO M-SM'E:Z-?N1J|\<;HHJ?1++I:T_F(}>

(?=ME_1>BM#^3NVGW0&.OA9E=WM%.Z`MU"O]^>MGV(3^>7EOCOY3DD3M2]{!3/$'1!{9<4:HMZ&%+(O-$;=8M6=+FB"Y%M`M=!)SI)5HG%&S1_\Xl:EQ/XSY,;RF]DQ?U&+;B_E@_3'J?.5!@"& Q.6NN,6ZT`M4BU=KI5=_Z$03*+'$D+))R)O$<:.&>C*|\5ZHAJLT5$=K\>7>XWT@;8TNPE/:^+[>3LI,ZRTD-]@^B=M=BJ"V*

M@JMQJOJ9^N\>0BV%.853[*76H==C%>/=!8,,ML<;ZN(-VI72I6@MQ1MN&[%]-M^7A)":.1)N&M-IDWDW"3`(_#'IZ(AXO;GCH:7@*__9O^;7K-@[_*MXY`M.$A0HE_+.03YZ8}\ZK?D7OA8-MBNL>=']RLK'IOH;]@VIG(3>_RLCG:4W'>;DZWW>5:O3:GGW0ONWO?`MN.SFW}?@#.S>U'5OGHTNFX.U\+)=EY/02WM0_7IV['TY5ORKE,8]7,]2.RFI

M5Q*5[]F#H5+WNK!;7I1A(B#Y@*P3^+:DJ;=\]]3[6]V2;T6?|_&*W+V$U) = M,"GWC)BA#MX4JZ.MCCZZCA[=:35T59'6QUM=?21[LG]"MCX6H]CU;%

'K7P6MW)"*01NF]R)ML)C),X(WP(C"UI&JHS2^C\;$K|"&SO_0B1AQ?MVCC`MR-.D2M$%M[T&C#))'7""/W""%QW5`M=U@M'3Z%D>_UJ2Z&K1Z.6UZ^T9UMH|\

S*GU3I0J+:B^4_K6*&|HH)=A1N`MGU&\A&^N9=$U?X@&4X5:,A!+:&Q,4DA35VV8NI_JAW9K&U=@%#9FG/7\R\5W\@:JPR_#*`MCZ,P1UK)IX0F8BRC>SG8@8LW1LV>J-:LV"(/LM1P9#Y",7<##OP[Q%.@D0'>VF%5)8)W*KS5&%1#0B>? MRGWV%*H3#MBO,,:]^AQ'$S\],7<9GLF"9E)"V4HC1.I25S>ZQ<+7">GS:13! M28GW^R9UIYF:8QO@#^_?

CN8LH+']VW?EP0|UO.8R=02P,+4) X'L# /TR'JO`MK$$ZV=8KMO7*@:OB.Z_8SBNV\|K=("A12RV.X%*P,2)^+K^RBWU#OJC`MYN V"4X/B!C]5G-

D&ZAHQNBU;+LE7<0\LOV6BBY[I*&=.^3`M:W>HF<>JR\L,$7=Z1K>4_1U?AZ<8K?4E5|$-F,P/-2]FGIT%079""V2^Z^`MXE

E(O@C@D:)EN0Y\P+9G`MF,C#(>;B5;O$&)3/H1";;64SKHEG#:<7RE7AQM=O/:F?HBI.42X`MTT80\@E.C0F*T@2U"|Z2]7EC=(#RR6L;@Y//)F]3NHJ$?9.N$UW.LV.`M=9*+W?

SKFUPE)TK/WLNK`M9=$2M8>ZRZ."K;PN4W:EMVMF>-$6.5D7I9S;(5Z5J$'3ML/SA6$JTL;54&IAVD)?!*+=BEK#C\$4F':7H"%F\QNJ:J4J;:VLXA3YWW# `M>0!?.FTN%/03YU!<. C<)86*IC$'

%0$/VE=_*OFS`TJ!.805(Z*=/+$$F9T`M ?\Q==#9K'JZQ)(WAK(8-)=VA6 $S/|"5)&9>8%%96)2+B1AK>"FL*-2)@(0C`M);ZK@B7-ET9XA,(TGUZV"]AO9R:IF#+%RF9=NOGOYM?

F)BW+K\!NE;F.YH\H`M]NE2&2[J.2PGA6%-MD3+"_'|^4BI&+05*O)1*@<5:6[BJ4KZ`CDB'[T0ZU:S`M4R2*E-303(""%FV2(-NX3) N=B0@90'/3IT6).)HR##$8"?%LH]9L6"Q/!T8D[

MID$$Q[%QNM(9A ,K9!B:!HV/>B,%\S2E"ET, 0&?!>2!,TA-X#<,;2!2@ICP`M:,>Q'"4L"\ 8O!BX;IQQ'>("OC6FR0NB"P+\KAA*8]P0F]5;!-%HHMU2*V.] MXTE4G2A*83:7,69*Y8

]K).HB>T8=@WECDX$(E9#EP(CWRU2K?QQ^U+ISD)8`MU93 0_"3 KDH!&\)&"T':-Z(BA%6 BK[&$P@M=-,A ^.0:6(>KF^%7DTF(@:QD) MJ#!:.!0.!N(DZ @UNFD11BD8C`N3

.J<@L"X0(O%S^^WG"=-_&"\]-1#-:W!(D&BBWO2N7S`M$8[X#W250M&A.4X"HB>652] FDO4]Q. 1XQQ!W \T7.5(K&X6@4VB,'(3%

M9%@RN!.93];EDQD9H(%>%^0^Y$S@L5!.H]3GE%A:1VGF$8CV'#4EOE3-S$'V MSWD^AW(3WI]9DN-$X&/XEHE)9)$DD4N'89ED3B(0 4.)K1XZ"*2KQL[-.1C

M(HM&6]EDI#P$%PPZJ!5OZCR!"K=<,AZ`M:0!@<*0!VT$Y.G?J"A,-RF4;;QGDMHE!70Y+%PBIKD,BA3V JD84;^G?`M@=]8.I<*^"7GA1AC$YOC\=RW0?Z'W\#@E404,0,$S(}3

.DTS7"2>]GHFC#!B47-V,<]V610S>'(1`M2TPIURC)8HZ=7?^[*1!@T"G*SE3B\P98`8WNO#Z&60E7^]Z3GRC#;B[^Q$Z=`M!9]!P0'<89)ZW?E<*,7+O%S$$66$"!H-

D^1U#UCCF0:UH)1&4GT#'IY(PL;6`M?6>+K#]J^@XI>]&K,41#<6V. 9&Q$$N=@;JR'Z,"D;R!K<$-*.NG70.M'(=|

MVC9_#.;G@E,FL1O[&M=HQ)WN8Y!UV6\7$6RT#4)/&]=6]#FVU#U?:O+4Q^:+*>;`M@FK2ZZ3%=4*]M1+T9:KG-8I[=VG62|5HE*P-$|\Z^|@L'AK^UN44Z*?^V4

M_FH\RA0N?;V%PD4YQSC$ ^\B6^10Y^N$KWGQTITJHK?(1"MMI'E69M++WIW*UZ]Y"T3.):*=65`M"NN6HCKLF;1\BF!-IC".`E"-

LO)C8:PLCKL#U1U/EDH5J2]JK1:CV15K4YKAZM#JSO :VLLHF4[5P*^IX?T2L"@7>[9EH8@HWB L8C>[% MJRK2. E"E954D4(UT*N]]5=*GXMA@9^Q@$\5'(,0>Q)KZ@W-

!&Q#EN1$D]6R`MBIYCH(@@*4[%VIQJRM=)1#_H6VNI;($OI&7EV 51PZOM5@#=L'ZTITEC;O!OBRY;@"9-M0ID),*A,WCJY5R==]&;0HBKC!?ACI#$=P>K<\R IPQ_W?9!4SZ?

IE)3YI"(I MX6Z4.<7\MXL. K@L=>$=OA2G;#2'JE#XK4&S4*^8KY%KIE%@:*S:+T^ JOV!;P^N13>1R%U[8VC?=&K]GNK*.K7C;'?-*<#+3-V^X;+H/CJ-Y+PWE_>(GT\Q+I%?P

M;8G:G^-(.OL.!%P#4]#N$84_I,*G+;'GZ5)[!7AKF/>.T*L69A.]H"C>YWP1`M-2"79I>=EXT]X!C#5[2(4$_Z991>=:E8 Y,5R"W;H!Y6 7 ,)((]&!E#^1@B`MM

+#YH>36.2@D\X4Q#F=-9W/D894+-Z1)7H90 _$6L@]F":4#\KBG4#*;<"+ M6T-F*^F*O<#9#+PS\J/**:P2_:0JZ,9@Y*!0$ 4J@^_T')K.;]&UO$+D'Q$N`M;YR0QG1(LO&?BF%O

!QD2')F0Y8I-0US$.$*N0*$T(+'(4PLU3'3X%.&%Y AA-5W%'C&@0*C>]U &X!'A^8N[80'/5]SE!1I_QG((>1-W3L%]WP6B$ (ZJDE21%M%L$2T1I5 M&5EP3WZ^ZX3E+.

3RPBFPW.M*\"YL@ J9UAD?I8@L4,"3OZ;>FAPV= MB87'0V4PGU0_'|(HMA.(1CJHZ/PLS0*5Z5R!%;^H)%=SMTEBQ=VF?;/SF\ D`M% PD-

K>**#"_>RWM(<|=]/*;TR_O"]YX#44R1;83@%AC@,X:KP\XKX:B6&2 M3J/(P]/B964,(U$98*<, \2,/R_+T+_Y1H'1'437]@M+!%FJD6(2(U]Y=,HM^ MK((S(_-->0@CQA01

4PDZ).'<;;IPF2SL%*#*W9X'3$? Y7V72Q+U$O"09R MASM#CU<"MF#4Q8"_1H56^#+*ZGZV6"B2!0.EBK] =:VG62|5HE*P-$|\Z^|@L'AK^UN44Z*?^V4

M_FH\RA0N?;V%PD4YQSC$ ^\B6^10Y^N$KWGQTITJHK?(1"MMI'E69M+++WIW*UZ]Y"T3.):*=65`M"NN6HCKLF;1\BF!-IC". "E"-

LO)C8:PLCKL#U1U/EDH5J2]JK1:CV15K4YKAZM#JSO :VLLHF4[5P*^IX?T2L"@7>[9EH8@HWB L8C>[% MJRK2. E"E954D4(UT*N]]5=*GXMA@9^Q@$\5'(,0>Q)KZ@W-

!&Q#EN1$D]6R`MBIYCH(@@*4[%VIQJRM=)1#_H6VNI;($OI&7EV 51PZOM5@#=L'ZTITEC;O!OBRY;@"9-M0ID),*A,WCJY5R==]&;0HBKC!?ACI#$=P>K<\R IPQ_W?9!4SZ?

IE)3YI"(I MX6Z4.<7\MXL. K@L=>$=OA2G;#2'JE#XK4&S4*^8KY%KIE%@:*S:+T^ JOV!;P^N13>1R%U[8VC?=&K]GNK*.K7C;'?-*<#+3-V^X;+H/CJ-Y+PWE_>(GT\Q+I%?P

M;8G:G^-(.OL.!%P#4]#N$84_I,*G+;'GZ5)[!7AKF/>.T*L69A.]H"C>YWP1`M-2"79I>=EXT]X!C#5[2(4$_Z991>=:E8 Y,5R"W;H!Y6 7 ,)((]&!E#^1@B`MM

+#YH>36.2@D\X4Q#F=-9W/D894+-Z1)7H90 _$6L@]F":4#\KBG4#*;<"+ M6T-F*^F*O<#9#+PS\J/**:P2_:0JZ,9@Y*!0$ 4J@^_T')K.;]&UO$+D'Q$N`M;YR0QG1(LO&?BF%O

!QD2')F0Y8I-0US$.$*N0*$T(+'(4PLU3'3X%.&%Y AA-5W%'C&@0*C>]U &X!'A^8N[80'/5]SE!1I_QG((>1-W3L%]WP6B$ (ZJDE21%M%L$2T1I5 M&5EP3WZ^ZX3E+.

3RPBFPW.M*\"YL@ J9UAD?I8@L4,"3OZ;>FAPV= MB87'0V4PGU0_'|(HMA.(1CJHZ/PLS0*5Z5R!%;^H)%=SMTEBQ=VF?;/SF\ D`M% PD-

K>**#"_>RWM(<|=]/*;TR_O"]YX#44R1;83@%AC@,X:KP\XKX:B6&2 M3J/(P]/B964,(U$98*<, \2,/R_+T+_Y1H'1'437]@M+!%FJD6(2(U]Y=,HM^ MK((S(_-->0@CQA01

4PDZ).'<;;IPF2SL%*#*W9X'3$? Y7V72Q+U$O"09R MASM#CU<"MF#4Q8"_1H56^#+*ZGZV6"B2!0.EBK] =:VG62|5HE*P-$|\Z^|@L'AK^UN44Z*?^V4

M_FH\RA0N?;V%PD4YQSC$ ^\B6^10Y^N$KWGQTITJHK?(1"MMI'E69M

*MDL,3^6C/I>WZ>E9U>LF+S0@L>4B"L/_^^_M%#(74KJ 5/U\L)/^F^7B/^,UD(C'MPP05M#9R>1;WF?I+/XTGG MT-"R+HLX68HQ|fV_D.2POH.88GVH2<(OSA$\E@-3)3Z7!9QG_'"%(,D|Z3!CS MOE$81VGY!%F8MQG{JZ97PI=EF/EBB$JP|S.N*_;Z RR,,1;SCGF6>1!D7R,2 MD?!HA3^%6TLSK6'AT?#,&0!\#LR-BJJ#JUV<8DVH_1G%O.+$Q,IL/SED%V_L>PZF2+SO$" <)A@M M,JJA$&0QXV,K^=-A(3|%0l S?KGC>5B'3[$.UPT#"%;CYE8C;7B2G9-IN&G MINY.SUSWD\@!EU)OT2JI4;X2YT$X_]N1&,9/N/ZPD#>VD!;YB9T5$M-!{XG. MC((@LV_TS+:Y3GH?,8D2_H.<5%.<;|8N%F# 1%A(6'UUT3>T!?*#AS\2S*C M 6[F|D);Z7ZS3:X.X/==x/<=/RA,IV$HGQKk&?DN9^R^WK_L7!@^_]:N7|AT M'OJZOU\3REO2BJ*6$+W?_SQSP+.""""B;"+-/9FN<\Z+5(9%RD87Z0[ROU+T M-[V\-=S@HDN1%33-?69NAA#$2Z>! M0OPRUN_6T7Y+Y*P.1$F"Y"JM*U0?_GY8Y@] <9L;IQ;6Y9&'N9&4M3=T%5S\K MI"FWG,;QB^YRW[J8('-X:5/1CXE#T G MFQ?MAFPB[7-/TR8 :^HEJ4,Q2D,M0|;DIR#TG4;!+OXT$^#$YE2LUJX';K^BWM M^RE=#;AP? 5K6)`_IFK*N%/Y3IO7.MO^=E(3:Y^TI%?QY-?V;2I\`:>&G"W MKDJ&5M,PU$!*-"W*;1AZ.%D?03M^T{I6D?-5+VAW^3K],BKT"MUXQ3ZTJK=X MB4.!2AH66E?P%TA3*V%O^- ET1$^/J?.KU;/NME2$3$[F9 \NN,_?M,_!^04% MN+ZPC1_#,%SHP9W:YUV9-5/EFG>K^)AlVL|:6FCN+|L0/>9G=YN0\74M%A-V M'RY Z$=?]EQ'O>B:MM.:U:N%.T=20DR1L9VJEY,N3ZOLC"Q5,"OK#V*KN^A4U/0_[L'X?:?W0 M1K9LZW[^1|(*Z1N46+?+/A2A;LRL5Z|0)S;7"C Q*$3QDDE$(T;QX+^{0]I* M(UZ';{0|SQ_N\O: \$*ZD*.DQ<9 \S6$O!DSM:;W-<;)^4@;EC)M0IJ*33 MI?!FPZZN4;!Q/@-"%RF@F<:20%\-.6/VUH3/Y8JUHZ6YWLH$)*]TL E8D2F[M'08A";I(;V"B4,HQBZ:W/E& (#=>)I&0)=,GI65){Q74IR;@?#(6L:C\ M&;4,<;>NO'(DO=)XVIEM?3SY.9IG??J%N!FA@D&G\V*P1!&+|(MTN0TIW\:%>T\%MJ_O!N<& L.[L.ZJJ5ZU0^WYO99;/2GKZ GS[_) ML'YUW^O,DKKD77.G?"CIZPMX)];&F@O5UK$6&KW)N32>3U-9TM9$!$LJADDM M|.E)N6;;*:ZD4KF.7BX-V/U:.G2:I|)5F.35.TN]3$%96G%_*)."|.:$IS M,;D->Y"'"^3 \>Z@BLP8,8S.'<(-O796<-"%H'3%*+WNF&$+695'E!YX94H;Z MD[*6THYT)<5%3UV24+=L,;,^$B8G#K=6/,#%$](WFVI@ #HS@PH'YCR&LR,;!.MU61@*W$1;$*G:&UKL:B|)P^ =*55H%T.2+4SCN-SO&<5 ^N4VH*B5.7"Y[*X9N68E%%WL7\9"(JC&4.IAJ\E"$|%UMH;J8N?*O;^ ,B'+.U8$L7E|+1Z["(C M+7T),I^C6`7,8.J0[TMQ.E(VWK|:L3 8R|LR=UPZCG9*PV2]ZUY,*,7Q*V: M!%|JLW]|;YU.Z1M(06N^-JP6?ZZ>2Y!=^VXZO[K*$]"PHAK($Z4<[M6/W'5 MI5W7)4)_?-- D07<5DO.2B@M;9O,WN"YLG7!7.SM>2RM*J=8./4.2WRK##[CX8O^81LY9AR6"+/."C2G-PH?'L<<0 MIBFH.";;N&1+?<#J])C).%($KKM&:'))?Z(-O78Y;5L0_X;]N,BKK>A^W5,\ M7KJRG7>,K,IK.ML.ZY&@<&3?2U9=#$NX4VH*B5.?2H$L.?<7!1%XFHQ|>'A*,@6;&AP[>@5O)'6KIY< M+1O2O\Q2A@=5FD6TR&=8*.!W^4HQ%F'0#UD^Z,N9KY5LB?$Z&R_"%U*! <*V0K,0 M.(.V'(H-A|)7#NLMAU:DRWZ?466(;!"+L-Q5GBTD6S3$0PN=K_5D#?Y9SW:.M7!? 42UW5C!;J9<.T\FTFDFM%)VJ/LR@-B5%IIL9KY5,@Y4NP))YB+5*X)% MQ*RP$OKTZ;G;#|[=]E1V#1'0H(\W:N\@4>J0N1;_=4](/Z1+>\6I?#5D<3QS5 MHN>W9 Y1%3X]@D[Z15D;<[*V(.2'N!KC,_GQZ?%42<>SP%8^O2V1;"X MK8_F8 9>&,B!'G]${SYR+* &=0C4,]"<6=S+\ZPI(*2E/;.G]!GCI?'FQE"W M2448NX>6SZ0Q.8@';G-I/?RlV*.M10 9K4P7D$*PWCN@=.&I0.$96>*'V0R0N M.2W2.,?OZY_J9M? 2VEGWJC3&,//@K22=1G>5#G_Z*.T&]+@F/>!L3GNRNJVV MFYS6[AS,_C-D4CHZ'5OCT+6O&4^YID2/EW/1JB:T!4JR)3'>-FAL7 >KI= M@C5RP54Z?RE?9 X!P_=@N%P=!2# [R"GA=3O)Z2{U2HU>>I6&V1(,5*BK8H2[M\E*68 Q(/)!ORH.*Q!!;Y"6 ?]ODW.MT2'QDZ&R-.%@C-EX[7)7_I?_<__[> M3R'[PQH"V(HD:Q"WX*%;-+#D/;NPW*+K^L=>%Y;H!TAC&%K8M5V=0W:5(79% MZZWM;5A@Y<)]$[B6'K0EBGK"Q2Y'%3*#E^:|Y>;D]3RV. M)U>X^5(WM=YOUBU:\P&6C!6Q:W{1P)A5_FIES2_0U'Y3J,R<NXX0NG?A;GO M5Q K'&3))Y)'L&]!+U<*?70<%)9CS(3AWAV/@0"$I8VL< ,=-#IBV#\"T)740 M)B,N+U3@-?- U"R'TVI;E0K&,;Y+/L",TDF>9&UIO;<'Q_*V90H"WHO,+_9=% ME0H9N&DSV^YBB?6VM5%OW-]>UZ89L6:TRRQH?!G^G-G4*O/I9<3N) M\WC@JH!OB$+@XJR>FN"54T/VJB,:+TF((:2C0XG0-U%]JYH$K+UQF^<6^N/Q M1\ENG3 *+[EM#+!2"LDETP&M[&[JM;%IYJ;*(4TP>(L]=UJ>\-O3'7F2F>;_ MW62;W"? M@,;1!S.BT*:KU&-3P*H(_ID2 WVS:#

PZO%#<;=I'$U7!C8!+;!GJD @Q%!<;A9)*,*;;V> MFIO5'TJZ.<> W&53Y-8NV]^ P?7HU@=YR!1V\9XI#,V4B\CS]'DL6P7$L>((M.],:YJG)[^X-W0->8(2=M4U:((-BB8[MRYM&PFW8-
GUG MVO5^B@$0U,6TPW K8H8FU[*7TV!0.!@5H(<6&X MC |M_V@09UFYE +1('B257N(34KGEZ4*K3<;(*E \K(G2MZ8 H;!A7K13,RU
MLBQ.^="VW'#4BNE@S9G\]GX&NSOY>5[6:Q%+^;JLK6-CN$6=!'&"J*IGI;ZS M^A>9\Y=C8BXXS"8P=[V2 F+89AM_JSV7!4]3-D@1T1+@H<&PB>\,MI]K5&DG MN7+08)CG>?
SKHQ>@=C3' M2\A.(OB"!._6.PQT"FL\$[E?P/<@TI4HF\,1CW\%FH7LW*(=9&"3"7!6 ?9[M5*">'BL:-%+WE9=KH;VB_;?"E"2I9;41\$9LX30U"9:95,@S>3%I>GKT!5 3
M4W5!DAF?,5Q+G)&^:Q1Q]'@&-&F[E,T=C#26\FQ;R%O:CR6V%VH: <$(2:(0 MW9_&'I>BS.=G#<[;TZG]L3LT.8%G*#P/CEZ'Z:TLY'+&J MTOTADOM)B G>>?
3BR5T1NW:E,;UMZOJ-*[MC=&C&5IH\L%:Z>R-!:R/IP:]5 M@8&]F@7+VM5//IG)200=ITQ;8LQR>3B;8E:'('B7_\^,1"TEF%(X(E%#XT M70QZI^.; >!>!S?
\A_\SN4WT[]_JBYSMW&*C(5KL>SI0M0;OH./@_,?J>N\J MOCKC\OT'Q_=$B7#\5TQ"CI6I7BY4QXC7*VHYY;F-[;Z/)R>;">3A?!T@ MB1 S$'IFUO.EYGD=3@"9>QSW8
FJ2/$4F4J:'6@K0OS,$ 5JA7)6D60*.S0# M5FD-B)'97C024H .,6L^:QH\1:NHP(RI. NI=]@(=;7=!.EZC0NWTDN"XL MO2-([@R?
H93;02G83+E#8Y\)$"]\9D_H6VT(*3VX=__/9*VQXX&+!%6^N:@1 M;(7H+)5L&SUDX&T&D\XZ0>1M9&4*GJ08)I[;C1X(^D?9"9.D.J0/D7D+ZOY/VHHV4;4K0(:#&]+XFZF>O/2&!X*
M"R)Q^>%&:>'IM[\@H=1,'%:%/=*WX(JQP%PH\4Y)@SGU\"(C*9?QA;PSBUP# M=M?P]1;%:;&A83Y]U$:2VX8L@LU9.(.QC Q),&9/88JOK]<%LXR)". MUG$LN'B"G[-
DN:1SBX\J)2B'Z>0IG47ZSROPMDQ.FFS&?]4D MR"8G2W"SR*[]]>0Q?4S79VMN&2&_^ ?]FW[PC#3/O)Y.3N SDP5&'YVP7(M/ MX'WV%8ML="$153I94T
M]@6S7YJ/)4_TS:WIAJ=UDNN#%1\&A_.WD!B6-JH0&$*:;H4 &_32L;R'FTA% MFIT)MYN%?X;.=]'$YPU>-T1[920G)6FD[A1)R\#J9-D+*0X$KB@I#0SZT528
M)&I<%)!S$QMX'TY/D%S3].>2=TC6Z\9TZ#7*UO7"%M0%!HA2& M#((WF<7-_7RE&DJ([JD9@A,7QI_&!'-]?B66+ES'DD0\8W*D!]_;#!K# M[;G4^&V4^YQ1$)@!U
]Q.'+8;V!'V[>K]N+_!",FC2K+<4(2-'[+QR-:/1:L M3^L80[D.+"54\DQIK%5NS%?6^C!\Y@+\BZ)%YUE>V\C@,U5^PQ1$%E,FPD^8 M*?;#R(?0'$R#Y=@IC40,,W0K[(UW+
(OM:).$D#%D=KXJ*O>X&UW6,T$N6F90Z0PA6TLJ>BQB/3HM/JXEG7>O)TV52,H1ZMB=6F;[AI;!4FA3?# MH\^;?-^QE'^+TS0V+8E[XHZV4O XKBOM="3V(&Z'TB0NFV0Y\I=#
(^8;:\3, M<4,] ">T6$?_*.9OV'-ZQ559H2>7%6"UBVFSR&G9:D/JW%K+<8,!>#S6J':4LACG(] M;,RCH"V9:\S71D=,#_=E8X J=";C0J(&;&,!-1O$41XQPE)T6?" DF^'\JG'
M<*PLWO1AR^SS>^['/@TV>LJV;$"O6%@N$*90PJ[AC61R>D$&1SA11/8 QA/D M#::0 R,JW!<%BB%*;6D3_DK-Z*[U7<> MQ)X2G:&VNB8)'G#7'X=QJP(;LQ3=6F@A!,:SC<6W ^!B-
V3XD'CWB? M,=QB\;__<'4R^,'W#_YP2-=_V>GZ:.U\TFT['OEZ6;1OT!8ZH J?TPG_V4NY MYT%\[GD0[X\:Q7-
0]GE=+4G];;2PA:89[%%L+?]6VQ8__K>9F""FVV@Y.LH.)>T[S]@AD&OQ@P[.L:%9*MO#P\7,R-)KC MR3_('RNF2<8'6:_X.KHW>&#'\9)]\3@M-ZMXW72HB)A>8N)H/Y^PV !CZ%W
M."O6T\E:$,%MGAO3W>/PLK^$WTE"DP"%KP/ I36ROP+>)NGXI]/)4X2N'LCB MT>C_U='G.8KU7DK3%AH1#78UN7_OZ%_'DT==0.7Q83&P<9493M"?FHX3(V,'
MC)V'!F'S_NNR^YD%>()5EX=3MR!C#U&5 .GHY.S9?@H18C*#R&76%\?#?1UK MM#VG@W0\G^2+2N<1$^,+XC0SZ*X-U=#A4^$J&9$)D]!*DLTDS(1-21LLUM[' M(V> I\|F-
F9&AQ=*Y;<_K7$+)DG@B]Q-HE ::F?@M&BGQP7!)UL/(8HK@K__MD''7O]#)JSBD=8);"946BO"R"N%XE-22#9K;J:_<2Z726%K3@M6U%&Y+Y9\X
MKYNI$0Y.1T].LIV<6(\];ZO\M);V3O(&,0O?RA.B:\1)8TW^I3=FN@6IV!M$ MV3Z#U%:35X]2$5XB5@/I%DY C#)R 9>^F!1^ MZL9<6#B. 2*S;7CHGD=3>U:+J/!:NQ3ZD+-34S
$0HBK7\:5(#$;?VZ-1IGU M_2[180F:<'\+G?IZN9.T/:@L)IL;4T]G?IM<:>;/<_@>(0]Z.C5 M*M=.SD&*W;H4L]UR25SY"P50/?7-F /&?:<&AR&-]6;+/;ZQHD0B+ER0#P\P?U,Q',)9=
MEY\(;IMQE2YS[<+(_TLDV^L+$]L-4A:H3;EJ.2P782&E&!(?U\B5M6:5#TEA!;5S3NWK$Z^99'/;, M1]HSQCHM7%+LJZEG>HM&W1<[VRX8PA,NL+" 95DW8J)+^9MXGZOL#6-
4.Z%M M;5&?J/U\5D@2:6\1WQ?LL%H?29YJKD-$4A))\ LII,LI8BNE: +=OJ47DWM. M?>:G3KGY+\YJ(Q"\30?KRUU='S:,WI25M#!YMZ58 X'WGCOZO\5XEGN7J(#! MJIR
__9#NWZY3CRJ)8^D2$^"O8#I.@SAWKOJP^BI6G\A#/%S9C@" M"8;\XUO9 M^YW9 7ER(\0K25+$*1$8GONF-[[8_3)A(-ZZ*;064IWB0JC@C:%\CDHB<^ 4
MU[/WNO[+73.OUW>=HI!E;#M@(PMX>_UDH\\U6SEBO2PVRDSQR7-87V.]P)_O M'8CZ]F$H7QI1WX[\[B5A+K^;_*M;[I724"AKA@4P!*#3A27#5N!:4M"@$DK M4%L6 #@.JF%/
*GQ>:]#%;N+9,W7*X^BOQ7)NN^>T6^ KS"W7!W;2ERU& ES MWV5KZ\/QQLFF?&K*=X4;G15KN5"*3FE.CNS')/*A-W/[E7]PTH^L]<-CCI1Z M+K61C=1,GN72?2S6]>GUID^
U39$#.-U=FY8Q>=PEV/8'?24T[*>">.AP-N7 M#4\RV3--4S#BIB21ZN#<2L]C>"V&67=<"SL_HULRR+E7:$)KW2TS*SRDT=,) M6/79NM-Y"
(]#207:KLE*1@RR6U)MV*A)C*E['.\%AK(G""$W(X)MQD1.-K0[M$4A$#X>IPN3!.X@?<*9VYSV<"Q=R-?_N,@XK2WLF:Y\4\'?_1@Y0&8!_8*# M\Z+NVM+/VR),K*W7IC6@-
W#I/CM_C3UJ[33#N!>R'IPW?/X_3Q\=W?]QLD8W MU%4Q-T,G,/LP#C]#4PV][,&]!P]Z.4JQH&@:>4GYOTPR'M%X2MZ^/>)6>NT9 MFLB<:I6,=8;I3>R%<".ZWC'Q^.A6X[(3M]_$<+
<8L)P]U^?;/<&.SSK0K%5U M'YO/VRW>3'NA:<<[:<>E@/L@N7>9B8Z+ZA29VHG(TL^@C#OI@!I.<#V?=XTO MFA[H3^9NDH;J=H(5DM>'=+I5&1Q'[2$AF5/QNY*B;3?
9H8FFR^LD @$USQ?5 MSF<'6]\:5V <^QYW_N,3X2K7KC'%7&O:X!XDJBRM"P)E ;"/8V5"0M\5;TTK^+S>1) M-H\Y7T UV !:FK7E[HO&7WRRDH.#N;$VD6YN%OF,
<3;XAFZNVQU98R^@@%,O M2JE9[&_(M%X-^2^FX^+?9-PF&:T &BG&C'09\6!)%R+2C(\C9X+->O(.UO\# M]UD)WH3+1R?:2XSUEASBB[-<2#F$7\'->5I5>LEZ3D.5U2RO/\B'<
M3LK9T-23[7AQ2@_L.3?&GA-P1$LAR3D*(*#"%':R_[G=:W$JM7Y?TN M8+;6 XG6S2TN@ M$$6XB#0[FD4T1=4&"O,JORBW1V>L7Z+:Q5.YZ7&DZ)]J*M6Z>I& RIH2ZHTO
M$X<_73\@<=A'[[J/1,\L@O$KVK%@?D>_=\@2AY-+%KC2._=D^ 20TDE>:!FP M>GA'L-LG6H@#?XD_."SH#2XH6@BC];"@4*M@/ANZ-!B%
[H!*\X@J+Z>I^@MZQ;MY)!GLM"'E;K)J6I M;]PC_;SD*#'1/6NV"%5T#H2[T)/5'];JYM8J;<-KL2#IIA1[)\,^.BS#C>HK MUQUJ!_L>!Y0YV9+2\
(E8"R8(6B[F3758KAM<+DNOU>CFJ=Q3<"SJQH?A25VA M.8@Q C&^6KM]6H2)XS.'E;JYE>HJ[YR+(#,>*26]JG@P1=;XG+6QN6L.S)-H MH]%\-@-6H&YV6AZ'-;VY-
=70B_3"4;*HTR9T"ZZ$T2JL^F$I;FXI+LALR(\6 M7$DM)4'@O9,TR7)R6M<+#GR<-+E56G!7)7ZE#1?^IYP:MS@6EH"4O/LK?5E M$J1DC)0E_(84OYHK3=(=#>(-Q;.
[[2$9D)]@5,B'5&Q.Q M6=+AD0)G;_*AE/P,]9)XI9[?L:RA.X"'1@PW[$]KIV)-#M><Y"7R M$X;F&88BV3.0W/4$XAD=0 -,>ZK(&0E5*X"&%:PD\[GC(]-1R4_*2\ ;7R6R
M^OX!6;T/0_G2D-57M$#O(;(T<"T!G.4(Q(*D])\XFL!M2LMQ*-*T!T2:*%-6 M+R(404Z*& Z&@1M1 A4"/JF;;Q@3NRBT(?'4T>5Z#)I0V>5H%X2O2.HP"R\3 M<]HTF=-
@&$Q#6./7OE/=8H%UT1\MO%/5-"@Z,>!U..FV-*+_!5=D3.9^(/O MIMKGFGW#JNX87\I@#TR$L&4W^0JM-#B57&PB--?#4^/%^(QV"4 #I3:3/5>T M ,E'T;Q
KG;@&DVWJU.228O)0Q:>_&30>%>& M%GY6-Z>TOU^1?U62X0X"XZ!SLL5YT=;ZPU>TPL4Y_?1_9:OU3V#,65V@MBYC M(C5N":*_%TP3%\YZDO*4%+KA%@%C7EQDXW8;L
Y02@:,VESX"6CS/-Q983F@ MB#=B<7Q%4\<#4 JCU^_]-&1T72[B/&NPS/92-%M8:M;3TM8&'[FR*@?HJI0: M% C->== 9@3:;M[;5/K\1VBDU,Y1FR?.K313%I M$7_G#>,0@"
%1.,!^!UIT'O?:-$A*$5^,D<8IPBQUSNW8T MY>7Z))E]GPR50R,^F-+#F2O!<3W8+C[6Z7.C/1A#Q+:8>HFO CG09.MB4;(0 M@52=AZ;GNGGEUW6C"B^GVO/?XMC_AY61[?
^@%E(&BS MO8G;=11D'#:0-;,8A$3(;+]0;YP->9$O]%1K%A6!@*P^7/<\[83;U-FBAS.] M4)"K#5F;F)Y+-X!>EW-^5BL8*.W"!ISO:667"<2?!\,5-URD(+THM8/Y!F0)
MI!YHHR&^0UM+-72\=T_G]XIXQMN^"P(W0JP+HV7V,^R799;;_0\S4@+!*42 MM E.6XE$_&?%7-!=_'1)C4/\>$:QF$L?*=RFVL*635W\&VJJ?BVQ>YLU&^@EA?QH
M6HFB\1/TKC2$56RNX@HY4EZ8*_#7H9NZ%%-D&W1+U9Z '(3I6@UYA@)YJXK7 MGB]L>TV".Y=6U\?3;)1=(,IT]GV0CN]4/]_DZ\YZK8SU$MSW"HQWKF$P;29*
M,4_5HN^^8SIXFP*(4,10SZ6>L;<"P?;WWF4LJ@DQ<;>4UFW7T_T'@3'<"P6, M6"Y7")5\<2\GB,&T9V6 I\4;X%2(\|$,[+[B+S3NNG(FS9+E&?5M'QU"@5\[
M.J3DUEWX48F_DSQE4>=MO&W_5B-O9CN>_8$K>FGVNEL*)Z>X7&QD7-4((3H, M6BBU=&:&I/9 MMP:W;MDU]*,X_V6>:=6=/SRA]S"LRJXH%Z'YPYC7'ZHU]:B&2EK^<"C.80)G
M#92ZDT%^+95+-FF?,$*J8),QDI!#MM5/L]DN0\$5.JQ.3(/B29? #!@U=4Q\4/[AD^6WKBB;G ["CN7#&49=\PV$:[6"] M\,V.!YY0ZM7\WI$%2>=!]TV@H.:^7-
B!/GAGU=RS;;)4\H#PVF1UGF?SK1== MC$!6B$.^&#W,"8\%EX_JGIRFKE4,63*"91I*Z;R0=DLTQ/U-@P=_7+M4/*[
M8ZFX]T+TSY97+)S:VFXTH7);NJO(B9A+A"O&0S4"'!L8]R)QNP[CG4/ [Y* MG[5M7-Y$*';')-W=T;4F%EQFVFOS,EM7SVKT>G9:S%Q&6T/(YBPI)2&2A)S> MRVR>OJ/=_%7F0Q\
<\J'[,)1/VF/Z]KQ^F"S]*G3(3,F[!0H4KU>._H]<98OG1A34R3O"I;]'/*]?)+B!#D/ M2[*(F";D:$F](_2[72N^S[4U=>;1H?+\)H%?,!TX/315:4(I6]?C/=
M&##G0OJ4O69R)]KA@7@H0=O#D3CMM?FX>\"1WBP?@O"^H?1!X")B5I$+G+7: M_D$:0R"]2X)GU@57S9HP!_/2E>7'RV1Q36KEB] ;<^K-\W@H\K?*SW) $-_D
MRNOJQ'GW]KL[J66=*0"'DX%DRQ].Y$VNBVN[PEIZF8O6""!2*6H^+,$-(GO) M^]GX.0=D_C#E-SKE).[KLECPO$\G&B1/FA#%*!@I(GC?TN VDZ(C9M_+*B6X
MTE:/;!+K>8$$.RS@C2T@!S8DPNJX.KV?(3$J%[.#BU,B?+7WI) ^Q,I^/(^_MY\--+0G@.X^#/ZA=;C6X6%3"%!ETKHM8P=I-V$NY/ >((N*XOM0^Q/\0LD/ M>!K(G'-
H:/PU^HBK;^GP)C&2+GU]@73;UHJT442?!#TWL9-Y[!,PR\5K,1#N MB,_B\3XV8PH9<>00QY,3:S!8]V@Z]=6XD"E]@8C0RP!+S/#'SB4\GORZUF@O M\WTVN6:B:,]IO[2EW46"
[;\@A-O8P_)2K=E%/B^Q%2"'LA5*P5NF]P5#+@[) MSA%,BA52?G0HE*>8TU#95ACY8P=,W%BPRZ%I-Q!^]&/K'SZ7&_/U:,29*^(7 MD[FP?N%-
SMA'VKLJ,:\=?.4;C\!4CB>O\GSRSYK&>/^[J47Q'Y'[&1].!HBE MUGQ*?@2257BW3!,DYX.F;L,;#(=[QW!W4P"C)T^GDZ?TY>2^;(BBG?R+W$N: M+!KZRQP8-;BJ3^]&?G+OZ%_"\N8]
[AAF5R1.?U_LMWP*^(1W0XN&EO.74$WV MLO9:*B\@OABGL%Q?G_X72"U'SWC]$?41#GI_+UF;K& >[:#V_9+&J 5XOO%V M%W7#_LX\6X,]>FK_D&("NE 2S2EQ9 A-
:'.I26P616>*;)!*'JSI@$69'PT MH@;0A4I]8,U!5IB*,J8\@6_4K9C,,PO.R 7/,5$I*5GG#>]BQD5K9E2EK/.R M[3WHV%.#CX 8Z%+L24-H>+@H@U[4UJ03WN9< MSK[*YDU]9'O>-
OT<#.4L11FKH[ZY-[7YYO$'B9HIA+Q8^1V*K=RVTJ.[W[E+)<[. M:SO801HXP&U%BLQZ?[KA^-[DQ4Z:V'I_UG["?-SA35&1';#?@)C<%A$ MT&_C&-D4[CT?T5..XD.?]EY+
("_#S;#GYLW_;>]+F]O&LK/_"JHG2=D32-;F M/>DJM6Q/.]->7LL]/?F4 DE0Q!@$.%@D\]ZSP5 2G*W+%IFJI*T;1*\
MN,NY9WG.\QC;,2W!BO:-1V(Z#:P5TCPV*!P!@L@0.H9?'DACP"FJ@FT)ZS]. MZMF0/\,!WA\W81T'B9HN_!#H=Z_5:A%$F2:V#'MNT"-.D6<+CQ0.;8M#"G!(AULE4F60Q"M
M:86!SRG8P6,<6)/'8!?)! WB<;0I-,B@"4P@LG6>&B;>C0\+?[.)(,^%H!T<:-XQR(/_@ O)N2:$'9"T MJH>CK,G,ZR.8Y)' S29A =VN0/-_EE(F3031J$,=F\0$5B\9)7?[G)5&6X?3 M.\-
YI4[Z*XTRP,$JF98#1"T;Q5F3T.=1V/?F(==I^LE E\HB M5?_&O@4MZI06-2/^"!#C7 M'R;<.D4$@?=/Y,?XG'J\$C?BT-=H*4A]/CF#N!Q>,]@O/CGH2Q=&F49]MGRI M&)I.NHU>
A3K.E RGAD_(S'US^@$L7(C9JVP;C?PC6X91?4L8&E-FW6W:808 MSKA@1(U1""=A/MT\?@IUSO0?OHC5MF;NJ8V]TH M/SA8*)'FL: SR0HQ47%;KW,,:#FTHPZ=?
FWWC;M02KPJP]^1(K4Z$K!WI&B[M5HW1>'[TGPWNZHM96E <2/8_:^)(RM:VP+K:3US!%V)YL&1Y5WB0H:[)E[B1 M:H.\@^ =RXVG'/B.^L:^V,L?)>-/9\C:LL/K,L7_>'CP]";M]A]
MW':KRN'?-VG<9CL%0!$#!+M(&8,0.:IKL@<]EMR5^IOX#5>9*55[>"V?B98 MWHU.Z/@:6S,T"BR&-2CU89LK D^D:/%@0,!B$OO#=4QQ2;64(8VY3=6R'/#*
MP<24GC\'T=.EWU=>A9U".'*CY3D8SDR(6$5I;?W(W 6JV/]F!G M4ZN/#!-%SQ7SB +*IJ,&I)0S"B#)KHKR/-EOUA2OA0!LU6-O0.:7PK3TLW,# M[0(-_3H<:%.9I?O%@N3^X$T;-
MV.DY9 ME6[D*J8^@ LMYYJ2T ?(M9KPU5: MKL%YB?6?/04]NW_8<4+-Z)RT\'?OLM,2/15=:,C6\.U^0@"S 4.53?[[A\OS MG@>/'OYPB8NCT."OFE@?
=GH^X!;_P%).;K8@+CJ%&'W#O;43B)"+QG2KJU F MKR1K?9)1L;DG4N1!P 0?K7-,F[J O!(B(8%7!9K#L,46%56\@%G#,QWBJ93T.Z_[_\:?]1WO/#YZ(NV6#)IU.#D$&9[1!
M[7$/WXZ55N/L# YEXR(\KWX,\O(74&(.:\#[3W:/_EV6UV)CF4KRU-R$(-J< MN7 F SCTI*7DS07M/X0DTQ.@(N;!_[])9;//?I%)%]80KO%)ZFN2B2R:PIM&PH9:B$]9Y^
M4;L_/8,]'J&E&TG=8;%4$$[M>&*"8B9'K&BU8%?/%PUC9CF%UGDJS31LHK82'XF%V\F5H9J5883=[&GO/HBVE)J6:-NC$XW6CBQ9Y]L4 MY?FSH0?.]L\.VB!"2KC3Y)XUT4X!ZVL)
("K7+D_^S1%MH00!N. MMM"&31C*]P5M&%GBN02@7^1B02?6&*I$8506BBG8& W/OK/B]'6P"6S54&^A M@\/"JY<&(&RKV':&V>=VY#R.
(!UVUF9$"$BUKWXO$3_TFX.VO*F%0B^(1OH M_G],N?\<"VII4A68>=?W][5U71']-[Y&_JGM2[@]" OT3W*7,KI9P#_JW.LZ MN.QC$Q8/MX?0]5&EQ/;=U*M$:)W;A+YZS;AAY,'CX)K?
CII?S.BQ,0MSG,[K MGNSD94DD QY@-Q+$JMMI_TC9P7-#6225IYSSHP$:5/\YS(7B]H%)GY\A@QR M2?.%+XOXT>MMJ3]M&[X^%<[-HHJ->\$E(1A .W3""7GG\^1"C:Y,:P5D:+$.
MQJFG,<%,$/XP2SG3;Z]G;I$V5<+6QNP!KQ=+/;G1L6(MC-;BV3:NA[H_3RX6N]G3)^QB4Y"Y\S= MH:?+;LA@]]NP_#ZLR=S#3[D3G1&,*RST#G=Q=5L1W#5;ZGA,[=)X]EX=<-,A
M&9#-AL#@ MG'3L09,DPV=!J38A>'F5&GQ;8Y(#_GEN)?(EWP[!:9)%*P%L!FW1;5/##TM% MI3US@X3S2\-5?O Y-KZK2(KGQ"PYRV%YKM%#JF<<6,(=9"_$#B&O/=]P=2%5
M=0'3T-;&G^K?]=R=2J^GI\C:EW-(J84P"S0P&#G:(^ /N?"#^2%P2M11G>3DRP)0@ZQ]"6@9Z^P*8"L&K8JC^2.0N)2^HT\C?SVP0UVNE7^7^ E\U9R#8RC"S M,ZA+XD[1:<*^),
(.,;N3-=369=!;$0QJA<5*W =R1U+>/!6N96P_*Z56290$ M8ZTH\M!U&"Q)BSA1NI9YK'2B7;A6I23) '^@^AYFK*A+7*4;?"##0^'@ XC6
M]=Z7FTD71U(>'3="_QV>X6,1!=ZN<5DO%&?DR;9'*]^D8P[HG;#G&Q23+@C# M0%SH>LX'\0,R2)F:R^(J.'0K-A'.::T1FJ5?IT4DDV7DGDSONYP.9&ZK"//2
MR_8%W&^2KL3NU]WH+QH?U*J3E.6XV\9MSC+&150DU-U#E7I_M2/5(2HB=9 M"5L%UAS,%J<$P%)R[CHUT];=Z?6, HR6V^C!OALM&@QGX>]76<3PDD#46PX7 MG@P$+
("PJUJ%I+"5W -P<]AY=8]#QWN,@R=],@65@) '.Q.5&>G>]/[Z%'] MQ93-RG%K8.^V0B,LJ'3<:D]PRAM*T]CQE7/A/%E0!8[]9RG5S6BX19[0#5>E
M<_!>I1362<*:/#=?.E^8[K[-7,5[/[&"E@3\]Q3[H0G\+BLE<<%HB4S]7'19 MMP! VI56Q/SI]7D\]+NM/7"I5P&"&RF;(+D$M]=THI#+!]NZ^+)RDU$;:!3X M>1#-
NR,'__W0]YU&]2RIB'V526I&>5(XXS5+QY^$BMV]'/#OI1.I2AJR]!BC M8_"]I-5V. @=0_J!/GD,%;*ADFQ/CZ5F(2B[H5%@LI]H!$IN\:0^9Q*% R$/& -VN?=: M92 "X
/.XAJ#DS/,SZ&%4(QGV:N;^C/"K'5\/' %!TP4J%/TH5*Q7 89D%6) M#\-]NPDS:,!E3#MHK&TFLB,%6VCT*G +.F]25W=_L'W0+?I1;$;.D 6 [')@&RC70BR+@+2 F-EJ:P!UT@
M*7=IN0VZ@VW:K)A,&CAN<+1RDDS5[[)NJ+-11,JE8 %$C<.3S.9E"PI;6E+# MX-4Q'6*PAC,0,72/^1^WB:*#1T+]T3/ 9*R(R2.QQ^ZR*8L#\^(%6<"/6CAS ME^[PV4%"-!=)X7.,)
491L0M0+<[OFOMIQ?\O#G:DSK\AB9U<:I@Y-.&L0]7 MF9@+(;>3K^,RTW=PS3IT)\JKXI=5&_).X,6BUV8Y=4Q77RF<,>?K8N>>?NW1
M)5^[TL#6CVS_LI'1H"9H4IW)R$A\K7;7Y*3-@T<=7?8HR=]>-N#U(SZXUEQ> M.NJ'ESR.6P3EJ@C M>MW-3CI3$-RY3G:C5ZL>?4KS3#:C$L^AT1"=&0$<2N_MQC1OD&
<#BZ6KM!O]E+IY+ BMS)I>5]JC<(C]@M+10[27/75B\K: @A!0\' + M*-B$H7Q-0,'M"F173')D.Q&<_[H#'?*LDZXQ)($LP1+^A7L)3XP[]4MR(8;R M5%#9&N[?
>_&7DU_N[T:_RB.DFX_+B2*<4^_-,.^[5D7X4) L9I8%NFJF\;.+DY7V]9IX"&@R2;=B+?X%&?__A MOVM;_@!LE\-457\ 5U(0POQYB?\1#7R=QTT\ QAV/9L5"40D)!GL)23 9BD
M];C*1A1VPC-@ZVU\UNP#RNYUE66YD0,:O!D;*E5L\3FPL D$]D,@@BY!Z[B*.8C\5(A[K^$CZ3'?02H(U66Y)A\8>7Y"JS# M_J5VHQ->=P66RC#-FS=I,N^\OF^

8=+,83"0'5NDTA+2M"07IC?YA#2UG! M9;,4W69ERI%2=WB/WT;3,?F2G&AGE 6-2[MJ%9J;5@A]QQLV7[YKES^AC\)= M2SG-BN_H,XQ'(I%./P&;(P8 6DX-
=>$\7E&5<;#+:Q7P9&TM:>,;S5]^=@M9 M9Y3Z:>?6.^*CRPGT;LN_C9&$16* P\+03?W#;9@QL_>U%#6#$D8+-7G<#2U! M
=O*=D5IYTYI&NR^"5//$R>U5R5KY1:_*IJF$V;E;J'LG9=CU4+EF[[O=\+_ MXD/*7% WX0*Z__LLNI?=Q]*V>WYVSM29W+Y340MDBH=W5 'KJ%K&4>K,@CME M]S+^/G\)B
TKR0'G239'=A65,@AZFY;4V03)+T]3L&(]*6?LVR;+3EY/G(8@ M''>#NVQTR1GTV#>PH1+&2-@\G_A05TBI\G[DI80;L/:90GD.(UKK0.!9Z!-. M8'QF)RBVJY,J;
>^Y>=G[)RYV!#U#0% N?0@67@3-F2>9&,2G'3865:\VY M$FAL5K*5ZAQU]PTW^U?4FI7(9?9^56A88@PM-2MK- /D_
M:-1H#RBDR.B7C1<,3PMG,GAHB^KE,%6C@3$FX:G"FA66V%-[5(+'8W#E#P6S M+Z^>+1ZQQ6+IO/F5J_5P^2CSU%-7'5.Y9?_IX6&L'2[N8??ZG[L?"V?32P'K MN+\%+Y#&?
_!8MI3]=[[^:VL@>&;"R84 #E)<=0O]_#)H5.!T;SZFUG4ZV #@ M$QM/C]==&/PT#[=JA2K5:J1C[@[GI%..Q$+4JNO(8QYTKO_8 :.U(C8M/&93 M[RE#VVG2[>/EX1-NE$LXM;-
)3J]L,''Z[1SB>+)RK"Y:6*I';_@ MMK3RYS:\|R[2.'&I;TGBX>]9T1] MMG(GD(<5$KB))V4NI;I_*X%1&Z5IX=UXS T0NXFW9+6"D:#$+NA5,L9L'LFK M@]W#B1>5=+48%L:+P)4!
(W*$I@\U[^?>@WETR< M*Q2G7M-!\>(0G$$/&.C8U3P.;L^SSP/LHC8#V1O?Z\28-JH =VZPXQM^=[^S M::URB.]GI1P8.X_U)>MN)>F5^W7L,Z)=P+Z \9G&=QFB\I'>^7,D$2C\-_[U
M<[^\SVF!_(6&,#TBA%2'A F(^5\)!$K@4>Y_CU_,:PZ3^2 M4NAF$X%VLB;@8)_>F[GK=\,QY65Q'D'.5O\613S,SJ.>XE MF,O.9X 'WG)-ZNZ[K.0_VE;R-V$HWU\EWW,#2!_-
K+P@LS#4;!72P/M>*/X< MT5)Z4FN2]O)._;@2AF"60.K5)I#5#>Y"O+*!IK%7:)I2@"%42R+:LO;1%+'K MDWVO#E6S"KU(PFK6,'%R.=@H2^UT3(<@WJ;V4<=R_5JT
M_CGLQ(D1A+Z3[+/W].I9634[!,7:; V @HI MH,Z/Z%X-!84&>JXXBR<_M]EKUJ5"%MD$QEA8YBQ>ROJT09J<"+FZ]C/SGN= M'3> ES(<@1IP/U2_W9TI_*Z&/-
CP<(*!+F;+B,=:>29+HJP:I1/(\2/W2"UU M/HDC)M+& +Q\"VKKD%81#I_Q.J"%\G85?.<\];1KB%"F3M?. $#7ZZS(Y(-B M.[AWGZQ,-V6F48X.2EL+W%.M%*#
<:>"X%^[67NRXF%=5U=Q.RK!71G75!0=F MQHM[-96L#BT.+#4%[7739P')20'%OQ(=#6]< M](>8R# @WW"6@2B ZM@1S#],$*H\KBA1> X<#Q(.\D6_"&GQ75(@VY3T3+E
M0ET=]"!+CS*P'+H;2:X\[!GMN"M3*;D4.E58!J,B80A''^(%8 V?X59AS^54 ML: H%Y?"OF&C)*.L!]@+[9N(.S07#&]T5ZK;*.XL%YQ#":SJQD/SCJ4TY('P MJ(1;05$W@QG&EP(TTYMJ-
_IKEA19[Q"!V3[FHN5+K.+@4?+=;6/I48%#*%10 MZ]+HFY_8M/V!^T^%?];/$9LEWF[VL]';LLF(<-&#W0 (EL7IE(;I4GA K)! MF#*<4>F&2PK4&NH6QGGR@?; X;K!@-1DXYL\@C&
(W6*0Z9KAW O?Z>"0W^D^ M$TV5PV((@P,JM-Z]>F27S$YW.]Y.#P:D4+SS9E#RR&IHH'7(B>*7W'#[?%' M'2F!B]BYU:G7VC+-G>H(@!%FY^XOI0MB/KB;RX/)
[P&]+ERPV.2$NM?D=?2? MN\X0W+\?J>8#3*F+-?FG867MB-8/)ZNYZ]"Y"LI #X_@KY N3)V-5%Z-F9;1 M\&C+,OM_UMGZ&0,[B.^ M06OA>((6XFPN"Z#L)B0^)#,K,B\RJ?

C(&;)I("MSKA*]*3'""5KF&Y[5D#*M MO.S>F&;8T^=Q'B< 7RVK(DNBTQ8#\(J15Y8%Y](K&$2WD-!CJ$4;F_^<\U16 MD$;(LW2J2S-
+P!O.LPD4XWS7._Q>ZG]G_7'5,^^>=Y&$:RU!A6P-'U-P3+/V MK9@[409VJ>5 "B+LM05=<"\GW<4*XN=&,!/G&*=@R 4BT.3BF>@>0C6,EABM
MAD^*D:D+T4T$$8O.G%_KOI&F45<>Q)E5*%>XT\)O3 +/0(ZTX3O;N1WOG)>/ M5^61$3SRS:*>XTWGUN_T[/J@2$"XG-&: 94*;YT017/9G@D Z_Z;M"?A+_T(
MC2FR2ZY;%7Z4SN0=B?]I& $UJU@:\&6_C8L/)T1U+?_9HFG[\KU'UX,?;)Y!0$:D@ MV/,;G2L@XF)?.Y:COD9*,FOIF3WX54(]5P@",:U->1O6M67W *!;C.WD%Q)L M-
P9*EUX;1$6\9/Q'P&2,S+5%34?S0EHV1147*B.A'D%*NR>-Q0MR_T\G5B1G M.04O%%U:O@GS[D-5FFW=V=:='V_KSILPE+M6=UZ1&WN-?(=YR8R5JHW,JP[[6DL:'I?-
UT>INR($-2.AUTT&LL]/30JPB).RP] 9)EXU-G M[($#6R[T":: WT%RI*V!5O>=(L F*7)>3;TO10@ *D4YJ<9\ 6!D'B-O:76 MZZ._5=9X!@!AC<"-UE.A.XM7,VOH
R1FG!Y<)#AUU'""1>OD70\72U:-1P2 M[!O:2QONBYG(J,.E+:SO);,+N,T)?1:=HH;[),LD%I \(.(Q] LA[UIW,IA& M:EPYGU;O;HR=&"%JP9ANF=P6Z6SAK0S(1$@,DKDS=0J-
%ALIPK:);?4\L5%AX^A4O;7W5=EPQ]-[I/Q3T.\XJ=/N0['OBR0^#?9HG0>YY0K'^N7.9G"U]E=*7&[XL0U0$;X)"QNC#-B3 MH *2%[DHJT_8;V%9%:F;2VB_?
1O5*VZ,^E@E$XQV@8@>GGGOU<>3^\3L44G" MRC-T"#$('P-1+41'DRFMP?H6.RHJ@>D$+8>'W>-\T=+9](^DL&&<87V;A:U6 M/Y/4JA%Q
:R;7,>==+'7,]+,"P0OA&C%W3%P=;T#QCKWDEJ447SU"P1XN9N M$B "L7E;8A&F\/_NSNO']+.;^3/,($%R<%Y*A%4WR5(HKJ&3K* =F1;_*-D, M^JA5%$]PK3Z>:
(R+6KNTIJ.$6+&Z4P,(Y8J[87:CGY8$U2BK"764VKRQAN>7 M_[#_%?QE5"MW[Y,:N5[W<!YI4VROYIW=8D'XF"/3%0H6>*_J9:X>L3M6K=L@2Z/21@S3Q%F/I!T"LO0D
MNGGF3ND$">8GZ30AR%&%N\)J_(R6YB<-YP4AX+U^&[5D@M50;N\U#5O29T-G M!^4*4&!!>@%"O@K(]OW>QJ[-\L*/@P6RBS+/&DS=]A8G[BV-9DV2H6U#W84T
MY<,K&*]=OS I@SV1ZMNMWH/2<;SN(WKYQ,'6!+>IG2/7.0I1@/LB.UC8J#YA M=ZV.3#H[&>3"]/ MV$]/,Q=:N+__&R3&E]%/0/I\[_1O/]W',LLX1S%NOIU-'>D%.KQS9M1]I1-E
MW"H8]^NB*,_9UG%'_6)19D7#H :Y[]WC()7D/B\ACZ5.N_?JQ6MW^Z,,..;2 M@;2(9HT+8OQ6!_ZMS@A222\$0W$OZKX("3CW'M0X K^Q2_VE2#Y17[@KB)P%
M^2&B'SK.P?,$:99(E1!D4L*90',/5WU;,5&JO.*'E(DDY5IR[T1/FQ G)$U! M2>ZU6X$ >\M=+Z7A^L^ +JR V(#(7HN<\$]>'BBA1AVWA@@N]>'KM(4=B'RX M;E>U!4::
("O.R\#H0[<;1V55N7M0)82YZ\?Z.7G*L'3M"4)O1N*Z)A1W@[-; MM<;MI0PS4.R@#!#[IVJY*+@^D:'3$#6 MG/,Q2!:@\X'- $KU#'E@\O/7O]P5WHLO%4(+VA<2$D")E'/(751\,08V;^6(
MN)':S<2J68L' T*>+7P@;IU>:V'W]V'[]K8*8_I1)\AH'GC^;OBRW/ZJF(T= MF>Z=^]OLGJE#U_?C;FLM406(_HI/Z_-YD%,&0[!.>95"BJ8F[+2WJ,;Y(!>1
M]=G6W!%JI'0,>);+,=LW0)%BTTMMP=&IZY2U MQ)Q7_4EQQ,K<13D)20>)(@KA7+T 9RQ >C:#L TQ$<>I(\;E6UG]AD";_F(MNT7[)W8"$Z. ^"#
<2XC*)RM=NZ[>G_'PM*05(N*IAY%N4%'CLSY-R^CZ%=ZI MD?H6!$'_5,%$V9>E?<^.R14\'>GZS31U(])_,F)Z.58F#. ?T#5 WHWLW^#$ MU)C9HC$RQQJ_L.GH9&]0ZF.&2A44S$H
!PF+A+Y)+/-0VC.Z>E)B)9-CIQ^F MN=L/OWZ:NBI;=<_Q\[TP%AE,?F!#A'\U 9ZFY?4F]0H!Y,P'<0+Q*O@JO M%G+(>J;79O5)<^X&G("4^JU]Y=<7O?5B*8LOB$A7%(S7\4G2-NS8
]@'IO D MX1]0;>(B"\;BV;82;2O13[:5Z$T8RM>L1&.VYOD"/.?B;"=/IXWAV&%&G1WX MFUO:DUA^?/1<7NCK#Z$S-YS=0@)P")/5_>- U611C'HPHM'DBO'!+;.^7N&[
MSZ^<>=NNY7774E;!KV65BI^@915V[MRMR.A[OU903L*/< ['! />,G=:GKO MTAWN%CHXJA(2)^<4N6,A=\+$)4U;$:5)3(4 YWVN;GMXPD8 M2J_DJ]2Q0EL#?
VO#B:#:S@K7@L/0O$)E8HH@E 12!>@BM@'%=HUO:XVMQ^I< M[83C>V+$&(B-!_(!V\7[NHLW=H%OO:,%.L]3V4\F#V5O2MN8ZZ-:*)OK-Y^[M?]BNZHVMJFTV #N;U+,
E6V7BV]B=-HH]897/2\>;PEQ Z@2845+UCQZT].> M2)&.,L_XVD28!O2YG*PL;083#1:\+(3;/H?ET6T898?-5EPB')2#L#H4@NSL M\[Y87DC/7HB2Q@R+'MT+OT7I:[+R'4AM=+X7 /-
[L/Q.8L;D*#GQ8E(U#XA%_Y)LS34S-9M]5(+R M$:R>;QQOL#\QL=2#'?%Z25A?FN!$B0FNDX/!(>]=[R'L]+'4(+#P0J E]6H8 M0EL5UVO#N/;B#M-NK5CV3E$_T3? +)PR5@".=)$LN?
8'1"B3-E4HAN^,S:H> M% [*$@P@==$SI"V+AJ8.FCP1'_4)LNEC*C(D.FW$YRT-+9'PB3/;>H1Z-_"8 M)%<:<4#ZZ!MT"HOFU75?;5]1)A5DQB-.AD-J&+TXN)>63[X7*>(G5L&,*:$-
KGXY.HJBOZ?Q!Y=N0*NMX.\6+E>O*AD)N:&ZX%!#.E:S]M2A(;A.I!R#>3*2?F-%0 MJ4]-354K6QU+W#@K-Y&JQ3!&3CA694Z^@>Z2=W;3 M\J* "TG+AGP;0A_\")9IEVITD+GC.?
[C?VBQU9B#^!%#;X%])^030-L$T.J M#>DP,5FF^J\Z?:!EX^8)]NQC3SKI/==).A>D?S@?(1^6;,!A!;3?SYB_4PS,T_\O"8U9-,--DTF:A"0S.B>>MPOFL_ MX2'>I\]+C__4;3;J+/\
<.B%&2\Q&FR&B-&A236H##Q> 1T4ZN"Q?Q5SRQMW M(S7*:XD7)W2V*RB=*.#'@#^5%<4NE7!GD">Z0L;1T 4V 8%DL6ZRXVB!A'K M-@+L,6ET$$N?W&D[GR?$[G!J=N\
@23WT<4J1SCFBYR-TP2"863A=VY+-L%Q MFEA",)ZU%+E[E)/1_A79)K^E0&P:[CQ>.&PU 1LS+B>I0MFM!M-P:!0:%=_* M(8SSBH0=5),W%/?
BJH7I^T\AHT9'&58#K05R"8Q34EY'33R?8^$&#"%9)(>E M7G/Y7%WA<67PMMG[< L[UZ>O(CNO:O.DB+[ER<8>2D.Q4FYH^^)K_G"0_;O M8ZLA,I
[GGI[0@(E=73OO8L4DRKZ>%'>9[X? M$2?B]CLD3$'&%K=LV2)'VXAUO?VC/:_A01*K^";2W*P48.DS_7[L^[9-;-R@F?"OUKL>Z!D*& R^.*!*3*-DGXI MM[A"QMZNH4-;
<)0OB9LZ!9CD7<8#S3NXM7.>7=FFAWS=U!8P.-+G%;06U!0 MN&S*.ET(J$W#K4D?J#; JAL6*RC3O+S8_!C#V5.DE(3L%8M&"4=7.'68&>W. MLC*&&<([W[%LB+]9P)4O-P;
<"G)S^ =AK:!&)2S=3=5"WQGAJ(B_F#Q@8&>" M5:+&?[B[I\Y]+GOLQY(WHN]2[/3@5>6=>,?1/J/8"]\>'/]6ZUI#DS5X N0#0;T, M).;AJO-"5A+H%6GC==WDN^!WDL]
(6UYJANSVSDT+(:T:^ E!#"]>+(,A>M6] MU8^]BLS]58X@U=JNF6BY/78>=G 8F#WQ@:^6/N@?P@ =F2)4#-7O=9++Q* ; M(Z.2LG\BGHFFCGJXU- 1%P05'-,&Z"PE1R-
!U%6(KF\B^W7[Y#Y^-<*^5UJ; MV#??V7;Z%5.OM1]9MI"G!/DV?:(%,AI>>/;+%EN2N5AUSZ3KT\W2#F5&V9MF M8IB**$ G\KLQ'T_4ZJM%(C DAC= 5(1O0V MABD'#W"@:-
=#_WNO7R=N&38#2+ND*7C13V"&R(5!2Z9*&K/0:E-S?0; MCD']F-\1J&X48:)LB <7TO^9@&4@!5BYMYQS ?6B#Z-D_.FL:VW(MIYO93&^,>[(:3F8OM\Z-QK<2-6"Z M304<@*0-
7>_V,0LKHX70P^G96^"@%&M8=X!3U Z0E4K8C)C;]5J?5QL'4T'OEA)MLZ:;C0Y4(X39F(@%33DD!2/M'^'1 M61*C8DZ"4B E!^:#>^$')LTH(\%OD'/&Y0FXP(JQ^M5BUTPD>
[T=?,>*ER<^ M#V]E4N?S[*R2NI"O',R1WLC[NMZ[5=HPQD?.,_I[Q',L0P8ZR!Y3^=HM'-%H M=E/Z/D1U)@">[5;D6_"$F;8P?,4(&>LYLTX"&'BB6W8+W/RH3HF=>=3\E3-S
M;;7K4R0QGK+XF'*E5:EVPA"D[(T;T+SNP#; I%UDYFN#Q%?!BJ!<\EB M3)V3YJ8.=+>@WHK00VC(C:ETRQR"9;?RD^"!P['5MN;.\@5/CS";(_[VWFLOV?4 TVD0*4Q47@4
MARRH\KD7#EZ .WP'T<6\)6/BB32DM/Y UI^R'#!EGH\T>CU ;,OOX'=%%-)- MN@<"I3YW78'#8/\5:X@DH&G?EA4TP8'-YNQ@>5O;5_A:A:U= S+<=!N,'>GH M:V8%[&
[W!?;Y!)U/@FOB@M^2G6DK=A]:,/?>- Y(0#-] MH*3,/4,X.;$0!Y(CBY+VZP=&E\#41VC676<@V-9S$=A+-=UU4 MC#TP4UR1"CPL^,7T#+=:FOV+H\M7)'6GU6 (J/ M$R[;>%_/H-
X]'A\> Y"CM:@RT"884#,B:P4G&,04$]R;Q$FD(U#DE7WW=<5 MT*@J&11%>'Z.)(_4$+Y#+7_N0X(NFF?X?BA75">$X;IB&3#(>A0"IZPF_I0(MMM;M?I:M)7VW?R'0#B&S?
M28OE!*1)R]+4#!W'E/][8 A4T8RE?G-;DMQ!JS M;1HB3F6'?@?! K[7*_8-CJD #*]9E3W-C%!(#3*&%0%&PUL5;Z^@IS&X%_0^ M<,\ &QAV* X:8P7KNYD0?!A6(=R=
<5:"U9DO+!,KFIU0%K A2>*2E- (M)F. M9X5;AC,L:H'V'&1FIESKKPDV7A]LL8=9-)CXL;2N"I<*_40C#U1[DS M/N/7H#2H,,:)XPN^P (5$/TL2FF)[D1_3VQX$/L8JAN@?FWX_9 0X
K]'Q@200N+8[' MPK@STQ$$T#%6VA,;/!XG:(XF#Y(WZ-+H;QFV:Y/=8RE;"4(,[,5TW_0JH-)0 M&\N,2[T+\VO@B(N.="6 ;I3B*>&L#Y08_4\9Y)(?=&GUT08S!JOY
MZ0;@Y,BUIU;Z/.59E.J:;XO"#TX@FY7CRE+K!+J2T#$%Q02_/)"'=.:YRE@< MPOTB<#Y?K6'IF@V_WY Q,07-7NZ"HU]L^^4^^(Z&DO/9SS2MA%* V:BE;MSR MDIR6QO_!#2:H!?
GNVF!T-4/AED+D=U.(T-$T1L-@\-?G<-23\(5H6-HMC<_7 M7"V3S\K3XJR944L:W^H4.G>1A=L5NKD52J#I$+@!.K&G\UVL #CW CR11=I MN> ,KC6DVS6YV5-
CB0A"];.+68E%16I+ V)SZJ[^5)07SM\X(P($^!3<3-X! M(B\U(6@/U<")).(RU/=VJ6]NJ4W,1$4#!E:A>QA+*C$(,@V?0NGF'C\:>)#H MEFX7[6O>:G"%28G(9W&V:_UUZ";/R/@J2;
<@1V,O4**#>)!X=7M'?>5#%\G M&2IKXUDH;"'42"EN/<*;IMYTAX@0KLXY:*OM3?)UKG\Y (3T&(,&$?TK-:0] MOU+R9KL,7[0,B&@$&]/G>XBFR7F)Z7FJ2FB_Q/98W"3[KU1OK,
.HCB8#A1* M823-#"FW.7R U9[\=P5Q4W>1:X&O -.UC6NTBJ[5ZZ MN;T4MBL0'J@M$ -U45;Y!"0OM_-_<_-?M@T"-- #S_*Y<0^KTV:
[1#0=35N["#2;'EBN6NULD&57:>WEUPWLK)%DJS1K& M6]L%O$DY%&3$92[4:+P'NJ]O5_+F1(HR !NU.7/M&D5Y[>\6O$2_N[F"AV\Z9N28,V7. M[XGY/S5[J5=!4+A+%$7DJ0
E0WH9\(.1(]0OW 6G^M\+2_D]+ID^S6@(53"4 M;VH/8\\";F6%"/GDN<-K(_P%>XCFF)+T5?!+X.$RRYZ0&RB)^AQ([CJ!9@5EJH94!80RP M--C"1" P6&GW$E"10YC+F"6?
N3W*HY5^2H$<1N0?(5\S*>>B13LU1\@TT9%+ M-49:I67=I, $4%$7ZRRE6?34PI;6OB.WJUBZJ4%X50*$MH=7<>7"6ZI[.F@T M0^A,=^D\CAW9W9 L*&AEE^U '']IO@!,"
(NTQ[/A56,TB@&\BR3@T.1,?#(?+*I+!ABWL@3'.7#VN6A>9+F/BEDJUDP(M M%<9.V :!)48?\G(OLG$@M1L"+:1N%]DK(3/FH&FKTD7;>(#?M3@POTO_/X6
M,+\)0_F:@/G;9970]AIF;%?.L$[G'<)(+E:?]#M*80!>#/H?IO+HL:G*O<)" M\N2#-#(GO]N_O\U>BM>#@^?7LPP"_6FAN-12,@/-!FDOE;3#U-^@7G 1JB'N M\FFY:N[,SP_],O$]X!/'2?
&%*^,92(:>SPW/ 'P&1U\H!1C/3/^4$GA8^73A MI"C!R15NS2%D==!#>X\H:,\G(;M\(&2X*&C9R_QO&.)>*TAMU")5"8).%]$XMZ/0NF M2CL,>[/:I61[%M@Q#:@N F]P".@NG'Y
DP\1#QP4@I:R3-= 637H?"4:3B&B MFS M=:;T\5+THR\SC"14^Q*?,N"Y?U$"6?6F ^Y_FV4Y40S]HZP,^1@W(56I M3A8UJ)A7@^R&(7+A;W3TO_SPK$ 6"F)5F9%<'\,ME24O1G\V-
H6F5% ML4VDI;Z:%$QN 5Q5.&2W)N&@@5'Q'"J%/0D+3ZA@EC\\],K"/N&&+4D8!@3/M_6."0!QX<+IGAH-V/T@[FX72-++4C,=B62Q69JXERBKX^ M97XI\\$.Z8.,CZT#Q8=U$[:
$]NC:5.SC2;8YU)@UH'W2#BRKEE@RCXOSC X M)[9WJCNV+U_D!,B2S^""+9I9WC7H:]=TPX\Q\3C@TAM>B-XY(?/(XF\I1^T- M*L"@PF7W\W9E306 C&:RQ#\$O@52^(K*W&
[T6[A0O66B'6">'.MC/2.PBM:M M/KDK%I2IEH#P5#)DO)R#AP#O-N&G#"X)<"3.8#M4 */&#-H6V51(&H6D'SQY_/?! MV**)E:/9@(*O+R@URAG<9:T>+*ITQXX]["+@P]^!]
M[F_XQ@\IH$JP3S.GRH,;CIW,0#P,/.3OD:))17U/VZXBL&FE^L]?7_MB/N-)6+<0/X?-C?1GU]D]3@OJ06:")S?4,CTP3V-M;]ZBEV'5U3LVO!@.=A0
MALVAT\$-9'G2V.I9!I$42(T77%.&Y0#(F)P;DI"W [S'2=Q]+*%K!2^]C' #P," M2R-P[#R[EL72W=-WD+A^ OR)#;":1B_=[I[]LTT^<2P(XA<@!C5NP0C[2!VL M?
(;_UP2$9H"H5>A9I%)][Y(]J'OFM2J$X5>['F;0V&6,V/$C+A<4 M1.AP0^Z/BY1NJ1B8ZY/Q)Z[9I1^;*IUG-<(!W+%MF8UA=9SI46,0N*%QB MQ(YW@33)2.R&I[!S(B^$ 4Z!
(N21+O*$26Y#G3LK;@=,EOSI),-LIR5-XVE& MHJM&>8MQX@*I61:B!$;X#;\T7[N]6.B67'F"+L!UL,+?:T\&DOWH*B"W\(0E MX9;DVF?
59(=T)8Q==8X;9Y>)V,'=W_4LFS8VP.6KCO;XJN%VF&8I)>WN,#R(M4Z62EH=IAEKV79^/1C,/N-;.%6V)W2ZD-++$\&-4RDOR7$D[-(?&D8ZH;L#7
M13F/^065EQ;5R8F%>#Q.%PW]G7LQ2L;#W9,3Y2MFXO!J%T4_MVT\P@,TOBSOF/6+Z[S*#ZYT7#V\SPUOV@*!^=EWA: 3$*_M>X%YTP*Q&YC4']R'YH)SOP-CT\M5::6<:6L#/PF]
[;_I-BN+4S P@0.MC"!31C*]P$3\/3[M_K 'K$QH-UC*@P!NZ TI+WQ9*:]I2>F7=5=YEXA/C/X\Y3J85B(XD\Z(SDUW M9,"%% 7<'F6Z05PJH?L+#X4?<&
M;Q(7PN;)Q%V>T;W7;]Z_/M]21L111_^G8I-H%I5+>A<@OUK<0>1SL')ICW% MPYJTS7)G6J5I+"7J":5-J" #WW:'%SPA$<]_DYX&[)[0O[(SX/R-W*9U\ZT M<@H:HN^I&VBZ&
[P9B86:$BY&**1Z@=J>K*T0$+T"17K9UOTV5$N28_' (*8 M0BTY39VY]!*%:$8#[O=7PT2I_:>LH,L':ZVR(0 &AXPA,\%;P9UP._E YY(4 MX!][HFXQ1?MG KAQMA^J&97(3E6IB[1\
[QV[,>K^S$H">8,B^ASSZI"+0CF< M]#S- YFI[RJA.B0?@\ZAH3'M(GSB#N ')AC3GGK?PWTELA0:6*L&IL'\A==# ME6IZCR$L.+-GJ(8!2DT9I&UAWD JHN!E0O%7P=7SD 6
6QO=1_.&8'E@?2?_ M &FGX:,%-V4])F5:K^Z385D([I:45Z ,6(ZI5ATQCHF&7 =(F&Q@ MWG47\TOX#1X'4A=LTCC)!O5OL![561IX=#Q,""X@% [Z<,QX*]/ 82IH
M\#+/+Q/WN6Y>K$[/R(/$RJ-(0L"-'M!08]O, !<,=H2)75IJTX8[661-G\ M&_4HR3_2(5'\?0B?-(@F7K2.&(?Q9 5#)]E"S&*#?\J]&G56U8V=YH.]@\.. :9K GRCA7LC M;-G&8]
[!,6'US=]2L]1M#/=BYV@@W5K4B(SO^ $\ZZ V#,$__R+I^_*H]-*" M,@E^D-*O$PL@J0'3J_ME-_K9SU>G]"6VJ@X2Q+0.;C)WQ*3+YZ0N1Q4%%HHI M29#A'&RECD].P82-4M
MN!AXYS->[IJ/1M4;:O!$$(4A5WCXD[()VB/+VS))_*)@FNUX'0M'N@IR54 MC>Q6"_0+PU98]$L2(2L/3RZ^'R=3#^Q\04)@HF+JYH ;\SPNJ#,JB\ LDT3RK
MYTF#@#V3)NC8Z[!/G.PUM^T.PO<0!D$],-:8QTRFSY<%7 1<9H90D.2Y!R1G MN^@_XVMN?#M'V-[3C30KA-R@?3;IPT?Z M&I0B'$4V3>BC/];5@;P6_SX+54#;L/& @(,*Q+7'V-
S4UM[Q_4+%R%L&K)#Q M\2[[M &E1)(0]XO-:!;#_CR"2"[?#%IPG$(XP98<&).<_K#.T%1]._5FG# M)XBP*5Y9'-1J!INB5>.-QS5-)RCN1>J_^__*&F>9*MU.@/OC;5)/DG]&ITTY
M_B2HLE]^.8F-=('[$59&5_EQS.5T%:C[AAB"LH/-<;"1R3,CG7G;3+[NH&8$CW#;;L:5*-P!W=>?P<7>C M-R[+9%8(+'=LA=I\DD:/4RWK/_MM#C/JE)$_?J*0D(-+J:D8T+(.GKA>KV#
MY64\$EFSCNY;;27L "ZXGG?L7/_JQ""A2OAFSKQJ>PU;/AY.U%UB_"1;@B0& M?%C[!V&<4+ K?6MPR^KAV'("!,7^PVVQ?Q.&\C6+_;?HL:$<%5*ERLW(^7QL
M6"$7+OT,;CT(KCMK3]59M*28,&K=!3X6+Z'UC@1EWRPBO;@$B1X"EL1/VWC_M*9C!/@4V]FHEU42Z3B'Z+J\SGSAYL"2-R,=?0+F3_B:V$#-3, H6 :QM*]K% MV+-
D&&FJ5GJW[,A1.TV9Z/1'@UJ/E]:SCK,.@5O_YLDGAAD;8G=2VQ(T;(RN MX@Y%W4S/9#1G]$J@9<)]WAG*0!@R:1#VB/#L)8%RN=G-
M@)5U2X)GXI;G*FW\7]Q0L=G>WV^I#U*+E.*#&:"4S<8+L#^D6*ST0;BJ.<"9 MZX&8L ZWJN:M>ILMQ$Q"0^IN]-%XHY#W,&<-58NN>L0\&I*<'4SJH/\)6&:@1Y+J20F;M.-K6-
+A401<#DRR/FPO$%3:CY% MY)^>;=&%JEP+NS%KM?D)*"G1^:4;YTDV)W3T"/DRFI"@10J7TV0<-E_X1U!6 MN/X&W)%WMA 59"Y63PP6_J2P">4@6PN-!XJA,5/[:)M2@GW6>
(.VA0$+N?.T MDR>C-(<<.]S'N32-U@ M@\T<38EQJ5OAA@,T[A,;Z+MQGIW9%,.&&["UV"H* M&?Y1GOHF4X*5D>O0J<8@T*\+59>85N8'<@K3,L]*7Q@L,#E?L4>&96*M;UDT
M#U=;3>TKP]ZY9;A,YE[MKQARWG1*@OBV-,;T'"%&IB:-R:VWKV^$,M=M\X=7 M(LWMQ>UP2'8.=H^.W-?!^X(*$0??T&]/L>!__,E%6[=(]OO#C]2+,H$B8%U.
MFU=Y>;&=R"^92*M"IYC?Z" ? *X;;!/UWR>P7TU1(W4SA1#239M!)\P!8PH M"(H/&45H2^@N -H0K![5.6#TTC&B@O=)L!!CFU,STU3[>N"FAQP2%1=0^$S
MB,C"^FN!5O'8'SJS;Q2I[6Z>9)(O/?0[1;3%/&OG4>),1.D^ ;#VE?/#C8H6 M+4#V*97*&QL86'A/KAM&+H&E\>^_ZFK8<._T-R5^&_GZ!-Y)=@8'?#@*,%;U MR!78B 2M @EO
M^$1Q@.:%&XH([JJ=CRY^S#;6HV3>>+H02(EQY8L@&M6;0H^"[M6#Y80.^,%J#2SUF-R2'S7$QF4!^E9%H,OBP':S%.%K")*^2#'GY#JLL9E"$R M:!C2H3/T6RKS%80&>*H!
(]NSZ1NB6$HWJU2-X)VY.B\DX(-;W3304)2$#Q@^ M'("-.4LTB83A+_;M<)7;DB"3N]WWCPOHY7L+%G^S<;RIX/%9(_E>A&+_HX4#Q^N?A2A6 MN7=FR;^A(2MG3S,.D/_?
A!'U6X)QLA!,9FEP F$M(:Y]O[0?R[@ M>\"(#IQ)$E)\%SR:=,%RY&8K)WO^W.WC*/Z/^Z4^M^!@"^^!^4#JQ+ M:,YW_YKDXW)6YIU\,R>N3%)'7C#
<7E0JL#1L0CM(#1P#MUBLS)R$." ^"IDK M:@YP.V64!IO.1LO94%^A+FHGJ-0OBAVM4TS)*E-)^)I^H.*@O/Q5J[T>)?+! M][XH3)3B]Y]U YQ2 @;RBB\P10>IPGL?
RI]/[^]&\/]4^*$VR@]HVV&,YA+4 MG@GRH=;M-7@Q-^ 4V7+P'N\Z_?1.6D;X -=T0[LZCEXJ"6D<'7/V@_\(R]AY M[9,9<)7 S_H7%! 8?JZ6+-28FNW.0?@
,]Q0F[3*SIT3E3USO;YM"])S;C/2 M[(08$O=0A(5XU[J#>N1ZE$VJ?BTR62GP<6TD50&V!DF4L$!$B,%$4T((P]. MR)J]]5UB1(ZV&)%-&,KW00CQ&OLD"DZ,:;89DFA)A1)
DR[%@5;Z8S6-DDCW MM6*^E7PD&G<=F@3A#V([H?#*5T1&G+3^X9='! KY)[ZR#>'<,05 M"^0/HP@?6<(7PGS=..7\'LQW=9X2[1HWF +K,=[6U-F&>!')ZW2N-Q^\8(DU
M$9DZXE-(>'&92 SYPN(A39\>8&-Z[=K+$43R_"WW;W@(M*%!$:,&K2E]_<$B&UV+C0]< M7VM&6U2X@DD0CD+E(0G_N9F!W*PK7(![7$9<2!B:@CZ5^$/X9>$K1!]O82,
MCC;%\6<$9FL02T7: -%.3^=:T+50?\;67>;S\F5HV!AG\EA8:,-%;3<:AMI) MDTABJ_2%4M,G#:1W15_Y,*#$ [L#:&&NQ%3QRW8I0P%#=5_.^62:\4&S(]NPT]5J#4ZMO"^H=EG7
M/E$MFT']>'<; BLG08.Z?H(@^>4W,\@NX)5$'W)'H!-GXS B>$)B'J]M8.T M4!"DMA!UR-%B0R?Z%::N'FKXP9T[?*9+;.[I_2*Y%SBCV3^AE:[E3#I]SX_$ MRS6FH4$1,F?
G9SA[+UEVHE\LJ^P,?0MR0G(X*1QELR6JTCD@JI"$5=(H6._S MVHNV47/%12")&DB5L1>#]=<"DEUASX5Y&'*[-OP/(U@=;9(S#I M@PBS6@:LDC9--
CC_G=+9R4IK;;Y@^&Z1ZD40=XPDA3830K3 OW9;_.<)"$E2 M;G#:7"3(K.!.9#FG_X9L^WQ!A@FIU0.P"S<[T!0EQI1@L[+SQ;*QOQ,@,!O/ MTH#7_^)D[NV5@XB-BK2-
8NA>1(2=LV%"VO4??]I_M/?4V0&)S:),U>P&S!9QFDOQ%X4Y(+75,6Z9M M. DV=QL:.[EQMRRPZ[A66L6JZ=/*8]MPFLL%G7M@"*3WOW1'BE4TZY?\4(M6?
^N8B\"_F#O;C+:5C\M[- =/OQX=51M+)=<,I![MPO]./-32&]+[FHBJ#-3?:'/ZQG7)DS'#&05JA9#03!00,U8/T^]48>\(>*5M M;I<[L@C*K,K'
R^IT8D;C@O%YOYM8Z$3OCELO.&MLINHYR4;I[@*7>8!W]ON M.RX.I!/A_R)'63YN2.%65U%-.;A3H[(Y2V=O_&\/=4CNJF MA[Q@<<3*TBM]:.LZ2R#F/4^D4/WKIPKFV)?
87]=5DN8[[X$PIH&'OG:7 JG+ MGHAB>L5TDZ;\-, D.[1]]"A1;F'3D/ M<.!Y69SM0,H$_>ML[+UU6@VM6JU=E(L$:X2T-L1*:OGJ0:L<"H\(=@&(7@:T
M>+^%B%D6TT;KT:',H'3%##M#,"N-EH-^D\>B0X'R%SG&V&60-:WX*5[6O)< M](I@IY4FD'@7SA&"$Q#0'./65-+4Y^XLEJ8=*IR"V(,[!CEF*FE'(:X%G5WGI6../?GV4%)\P-
6'%M=RC:=)C R%4VBEW5H$YA%K= M^-ABM['G5FDJ,KG64,L^;+7QS)2BNNRU?>1V(&RD2EV-3HWO\7&ON5@@OPX5
MBSLD+%9VD[=6YEP6X,8%GK,.@&^M,>MU@O<9WM]DDXF+N5X"IQHVQ0E,E')$ M0R:KJZ6)H(SA(O]-A!GR8ED%M^\S0!%J@0C1'WB?J-<\-?.T*& O @J1OFN
M)L*F5[2[ET&0PIZ-[GZ[\Q'"MI0?P:XMHBEN$'5)IZZV5L"-EHW02B)??\Z(MX,@M%)(X.6.O,%^\M7')#:H+JK%H2%/,^LR]3 8[C'1-3]P>KK(1D!JY 98 M9DZQJ,YW^-
HP,N[TN=:D!3.NRAV5457G)T@ ZAEZ/C2[;'V,I^P^7R6&!-"F M$@EMB!XRN:D2R4;R1TE[[*C?_%Q';K1_0@%95@(J(4[6OE$& #SOYI-]_J* MZ\T*;D:[\#P:PJ:/W"#/$->XP[?
J%/_G^=>Z8SM1.$_LP:Y"7*WSVUBZFFV MK2!R3V_+4@D]#ZTO6-7S$A:.C"\!%CK6J4/;0*08'7_?&*G!\SE<(MITOU;[M'IDH@RM:/&/L-"TIR2H!E$ SZ'M"4(/(TP28SN!7X#.
%4JOUO9[RRXFEE]K M2O/Y<+*;Q3.1D-]1LH58T)IF$6]X)B !X172GF(Q0,_2T_%T,/>:ES7US?HU MJ1)T?C 3\&_[>T>[CY_"D/YM_^C1[I.'@%)Q+C+2V<$G7KA[#-!=E# [W(^1
MD@V^<)HN&O-/!T_PGX[6K-!WB3EYN,6<;,)0OB;FY#;-SRN6#T&&)93*(.:, MLF.9C,=,H0NV754BN?&D] M7\!$%6<[>3IU2PJ;'O=TABHGSW;@;VYI9Z%*Z*-;[(?LS V?,D!/4?7&]-L,
MLD'V&2@108K85.=9HQ1Z_7R[5#>V5!CF%$4)^<:Y-)5W>.,]JT3PN:FE$=\N MT@TN$M:VD>I%TY]0M1#;S0WS6%P7+G<;/Y=U&C V8;"55) UH/.FE\M9FTWH
M9L'#B1:;.6;"Q5>_LP->2!59$I+7:Y":VBWASBVCRAT"] MRM3>RGH5:P8Q-N:SM[1@H0%_LLC3[6I]G=5B>O4+=S,IE\ *S\9^;+LZ-[$=F\A
MCBT9]X3.M^OS5:Y\'\E*PWZIVC+1)15K7UE'3UQ5J[!C*2\O_/?96^"RD,)T M$DS!;E?ZYE;:+]G)0CM$HVA$P:I,;()$!(P$20PBL&??"P,"W;R[F^O7^SL

M/|5_WR[9#28L4$@/T&Z8H=«L!?%3*%#,LUM'39K,*?_T4^G\0VK,\32]#*!#`M(0E/YKM=PIMU1U)E!2'M+G#1L=6Y!GD=_8>0O$_1@=O5N<$#!KB &:,&8,-Z M/=_,]\W-_@%

,8.V4G(5#%] %NR[2I\%9^/+A8N;[O)SYM%ND MG]-J#'&!M!2U#:,;M<0})<_@Y$SOA9_R_"W\9N#AH8*#%NH[N?3C|M;XOG(I* M'15\Y#U\)!8NEL,*T"KNZ8QJ8(A@3&D"/9*

,U:G[2=EV*PDJZ%B6!HXV9UW>)L$LD>NITT6:K#35C^V -W MPY\^V#WH_O1%&K+f\;H';YVPH 6V 0-73T2SD4YV$NB\,4MU+WFQN7_;WSO8 M??3$8S.

f\W"X^ _#2P9A1P,;f/F)O]^@ZCX"-1YF(SD#VY2FTA M>SU<E'0GD&ZC(>+Y!L5,;WEDMU#PXB8$MP@X;Mf|#"[3GR/-* MJ/|- CYHEH##$R4W|[<|3O^G@^UZX M21[$>)I=C ZK^61%3>^/1QG$R2TR?^I.);=F>R%GBR(%/@-"Z&_^O1(@.A?$ M^3)T6XOW4S$G65?W2 YH1XYIW13N I4I+@]U6]9I>*XQS6'=D*)%1E7I,=QE M04.*^Z XYMFF]

@MO#@F\BAAL;?;0?P%E#LG>X@ 6/L]V4;[%NP/]D:GY5S_2]>2A JQPN*[FGLFR,4;\7-#M!Y#NYMZ"/07!!GG=MJ6&&|_]_A3_F+1%ZQ MK!U.C- #

<':8T6F[((C+@-1NTAI'BT;838A*%|+XT0B|)A8I^.Y04KKW\G<H@=\"'>=T1TW"LLCQG"4>@ 6J>092P@:{(Y02)DPNX+OY>138*);?=3.(@#TWF MR3.77&)B-[X31)-

<(0$X&G91160JJ!*WQ\F'Q%YKZ.:C!! ^FL>O7OPTLUWAT MJDK@VCERNO,$}OT5H"8$$1]S",2%0^QSQ*:IFF5(HNEN].5(XRN!EXSE+J0 MP#,,,>"5Z+R6+I-

D"C<*OB[TUK01CXZ(AS3*@5?1. I\-7GG9>5 8L81Y&FM MK?:ZOU8+G6^Z^\NR%$@:AMDM=DY1]B;19R " @=L4@>-/+'Y%D0,A5O#1;(,

M/XV'6$CGL"V{(K:L)0R*]#K4^774\"5*#T73T*$&+]-J/$OJGO0NT=ZB1+W[MW6ZK++#MCOK,(UPP[8SO^5H^$G_DIQ&ODN,F\9:4R++#2RT$N;PTS3#W?;U?' M2$<7XQ4"JL

,SO#B$Y\!1BD;7\$2;7RD\DYK/B4]MQ3WM1*H8Q\/8GS3GL; M?""LT:|BHF#I#U7@(?)@;G=GT]$"&)&[6!L#>>4ZU\>@G'7&T: MEM&!M4EB="F*<.,8TUW(5>

FS01EAG@NP;V%^DKN39'A9/6)[FQ^&K>4]<=9 M-6[G+!)!H=P),/0TT:MDI(LAAS)!"8XMV.--P8:.,]U>. M^,88*^EI?*^*XX05<^-W5LDN'R+,3TH?

0(9RN1E.0!J]!7KD_:=QA)7YQ>=4A,$_[#^/Y2'0F 0@A27+,T] MNYTH4*7K.3^H16MB\S#FK:AF-JHJ:H!L.(U@\V M<8E9[!Y3:AB,=+GE@LNC%O<0IR#48A4P@E).DM6'ZMD<^T"

ZXJH\[U7/"G MV9182P%YPRII_=V-1\,]RET94$7JWU+R01:M1 ?, 3<4UI\=],#'3WKLE'A MTYFL3#+7vU!$0@WJ/5>-+$LF,ST#!E ;8O9>G?[D?*NB)*$2.55Y1O5?

M'[M%_Y(U_@3>A^8WZ"!GU6#H""&-_MG2N?JB*N^6R1,)V^P;EEG+Q"$L)_E%DAG%<%=NC!.P*YW8*H^HL*5@QL!8J

MELXT$'&Q&Q$65NJ>SJ3L99:**YBN%1RS6+4%1I,35=*6!.AHXBW?=M7^W)$! M7FKF7 8ZKL^64]E0X:D+!Q<[NGE=42BC|@F/*HO45/.\G-WKJ.AHMH4GMX$1

MD1$,,\$7XK%870AC,>B;*#HTI;UG\H&+@ 6 M9B;'TFM^AYKKJK1C;>>1VtY\m*85R_TJ=5/,P77U MA/H6[CB GQ.S!"$P--

$V'&%'6=/MM=RX40X;'++#;W"Q"]AV Q_Q;1EQ;UPBU M"FO?J-2A\%9.Z6;)))*#F;SQ#,)C3%6H#HB7F8ITYTB%VU7/9'R6Y31RXZGGZ M+)>55T-Z8P!^*

8O4&"TI.R(M/'DL2NV6N#Q=!8F,#K%)! ^-_3HS!{9I:@= MR<]+MUA/SPA>&\;CF;R9B;UK8BRE/?ZD4HJB\AD[EI*8\21).*_]R/$-BM<] M$CP>\[^@BYICH]

fL&IS5HCAS>U0S43&!>&W%- 1.H7&E*=P1_P"\,#RDK0M MX3L*Y3]ZBFF=YD3N3*:7R73=D_>^817_(4.$XLT_BD

M2T++"]R@NI&0K';8S83)C/CW=F,.#J^ID8E#@>X,$|\NT62,/'P,"J/.-I1@ M_<\2=WCG62TW.80MI#&O8>1@!<|]QOT.Z@L,S3SU"DWK-

/N!T5OGUKI/YGCQ@VE#QR4V)#BQN:/,14^.M>-K19@X ;G+_^>],W<7$ \8=VSI2!=3A8 M@,/@KPK4<<)!;@/!=SVN@-`T^Q=[) A$6BXL=KR&G =0!0I@>K&-3,/5G*(#

M[05HS%2$*"LR,Z0A4%OE""%5Z6;'1;^E/R<.ZJ'QMOC6L R4+HFS(!Q6&GJ_L*/MC%@*8K]2KT'8,(<2Z-Z 12C&+L0Y&6P; MS_Q;]6'5]H>9MV)(_>O_:[6M3O^IBB$S#5

VY5JR>B2;[,")3/Q9[W9)9MF R5KU; MSUKL4YB[B1E'8)Q0ABAIG2DK$;PY2<$W(|,&&B5N)F"*:ZU+H(Z>&,5Q:/1T

MG6++;H.CO%@M?!%D$MU:I\KIF&0.JJ+*,=5ZJ0MM9QZ4SSQ4/5X9CFJ?\ MLU9M>O6Y(('#Z>1 EEJ:MN0!T.K=_&903(39"U2B=+<9N(T->]Y)71;<3U^3

MAA4KQ0+,&Q8!IB*"=+9DU#K+T4D->J#=*!7#30V#5(+-/LT:LGN+1P4"9ZXLDMS(?>7WU M%1*_&33$(G_C&+L*@#'2RJ+[*!%,%>-G@JR=ON30?1WF8_EM16E'68S!A2G8

MF1%L_F)+$+N/>O1<&>,HZP6@EF]J%4&G'#4Q#N*VP'RH=2&|&NY%]* MNQGR9%1R*!L$+^//[CN'G<@&N(B}\C@1OU*$?M'_N?SJ==UY&DO/#L0=A

MQU=I%$7O2W(602+.=JY?:7ZAN#3U\]7V$@+!93<*.%TH8CK%YC<78&')Z>MN M:AB/%-$"D77:&UA5L^^!^3*LL$FI;A\<#!1-M5&-E@BGA"6C*$6@/[L*Y;W MI*V6^74*+,6 OY)-

_ON'Rl-2!T\.?]A8G - B:CG_,%N] Y7Z[6'0ET5!(&P MH|PL.V73'<\75'E#M$\&\L;1/PGAA9'U9#7-@S,=_^VB M< RE1_0>2!B"OB0!RDY32D+M/Y+!V\O/G! Z'C?

WH__*/C|$W#+!)tAH&6A& M/T_^=KRS?_!#5"1S-S'I>/+L,5E @@OZOO;=9\!3(,.5GIS|$-%^\CK] 0_0=&?_:/_[3?75?^MW_-#*'WYDK,A_/0A^\,?NG[$7!80?.M_V,U+YHKC^K1%

[_^]7[G\0_N@$HMPK3 !84T&EQYBC[5I-6EY4@="0N"+&L MV5Y%/=-UIX&SRJUO)1,=_(.V.[@XSMK44VH"A!8N-#[XZ4S!;[.M%;@SK,Y% M!\;W14.=X9=P?0YU'YK+

(F9P9A0>!D15'NT[N9? M7,'\;ZX%-1GP]Z;)#V?KX>[>(PQX M5Z/T8D$O,KO"Z MD/0A;Z2?E]"D\#PZ$01](J,WO^F2;7Q28)W1?3.F5F#JN:B+'>3(-R1VS;9 M\ !K 0!)H3"I

((%H3)>95/GQ>@#D)7<+2 8 G<_8&F*;W2+4Q#N*VP'RH=2&|&NY%]* MNQGR9%1R*!L$+^//[CN'G<@&N(B}\C@1OU*$?M'_N?SJ==UY&DO/#L0=A

MQU=I%$7O2W(602+.=JY?:7ZAN#3U\]7V$@+!93<*.%TH8CK%YC<78&')Z>MN M:AB/%-$"D77:&UA5L^^!^3*LL$FI;A\<#

*[!A1++!)XN*6YEM|O_G\U\DHK+(+:"2'A0& M#5'P! F125V*BH$Q'CH:CO_UE_JO&&;X@H8WGBV^_>M/7^;ST[__/.W;|_^ M_#U.1W^>3#__+!B3/U|^^]?EQ[_?^?PWN?@T#]*

[_O/CMU4=GP_L^2(_E/__7 M;^|^I2|X$F XGLW#.-47S(9_F2U^^&Z2PGQZX_B>K'V$_4[N/P8U!\|\R#Y MG[_/\D]_^]_+%O?3,9V,\";6%_6_?WQ|>^.5)V$V/)G\.4U.?JZ__OGE^]]? MO?

*[]T^M7],6G]^^_>OCHZ?OWJEZ-W1(^_?/W|Z|?'W^B42R>.C_Q;_^1'!J M.L++GWV98OGK3_694,7-O' 5R__>X*D_7^~-893.1HOI>4?7+Y]=X36%CM_G M.,YX,5.7[OY-THT/C;[<)M/+OOR%B*/%3P=G,_@SEV71*\"V,0 N#5'1<"6&L"*\1HFf&$#G70<2"B;5> M"P_@V80R"SY+ MSD1<2=|%L8F\U:.3!YZW5Z4;+R_DO#«<.Y%!6F]'"4^,R\8!C<\;C:48:3KQ*

*M=&@X_5W8L|\GX{14LM0)I*6TTD+TDESIK M!T[& -**0>QU*--ZI{DS:-9#^>3%[$6#_R6XF|TO5]'(RHT&QE)P/.D(4B* L M>5&..PY&Q*"MDMQ+UY$16 #HG_?21.]O/|F-*

/98KIZE(Y:P3()(@!\FK0#Z8 MXD!F)W,3=7\M9'?VCO5ST> ^NT]NPU@S8UEO3UY_3Z.SFLW^=3+!)WX:CT4"2 M&F%*22@>*2(F4, <"R_UTXQ+5/2_YO'H=A@W88EY/BSI5$3-*

*B/1A.CG%Z?S\ MPRB.YT?C7!-MIW6&8^&E&BMH:!:TH !.D3!"+I4"}FCF(""3%'N'M@_AV80@ M|OD0I-G4-R,#0C8&;SBN+M^'!V&&;YX*J3,>3"*8>'ID).0L$#RC%*

*(IAAQ6(|POS,K" M=&/1WD71:D?F0SBOFP&78^,Y6OHP22;*ZGV3=Q9+<9"D$3F'D!&;Y^SN1=*G MW-;>'%BW%;/'U#>C|^N3T|'D'/$CCFJAQCTC-8%;-#1(QI%6'4H#(5MRL|SC*

MSF,FE9H;,^)14'W=-#4F1UN!-$^ ?,2O.#Z[VJQR213RN*S7#)2.%CPCO9[J M)G/0(C 6.L]W32]!178T8TF/J6^_C3LQNL)$=\D:=;^=$@.R4<:@,BU&Q| MB@[JUB-$FXM*QK.*

<6P?/&P'K4]ZLO4UI+)@N/"C"]&D^2?_Z,AG19,]J!#<_ M'T2>K1-!@E&2 GE=$]%R K(N.9ADM>*MT^>/8=]J/&IRJ/2/V%$ 7"G(@ MA)/>Z,);HUZT=]BT-Y!-

X4>U%O^N4=)SUCC3>CHP M)7^0C&(^9)R0(fB)(VG>=IXK:\RSPZ&A9$\;'NV>E:ZKK8LQ- bHJ1 M/19*V]96G8'9+)3Y!3F_N>|WUUU&.(RK{) B+1ZRK\X6AV 8 U$D8U;%K'GK

MI=X^NO\P75K;Q:,7QVK>G\WKX;U:H#|0FM-H1 (M/0411BB(/CGPFM&Z2[&8 MU#IC_C"B/CD\>W+B;E%,.U$TH_WQ%,L;'J^:@%33#I/QQ=$KG8/P3$O<"90 MF#A$1 >)1B@%

*(F>VM2N\#LN6+@\|)TXTF?]F;/B(\S -8WX=IF.BY.PHI,.3 ML\7F#CGMPS2<#T(,UD5O" @FBF0IG W)*Q!)NL1$E"6VSI<_CJI/#E%C@C06 M23.J7'#U?DV6?*

XRJP)1,AIO#@@-0^20$8M2TV*N%@|#ID]?4F!RMA-|\#@S/,/H0AA3@OPRGPWD8#4308J&9[-R6F.,\#:UKC!:. M Z5/(7',^&7_$B|.-

*N,IN|F4QIIL<7KG\Z M/YZ&\6PIC_S_SB[*Y7[^:?MR'+X/7+*2YJ5 L(;B#)F1!D*&41H;N4J2:=`Z MB'X'P^A3+71K!CZQT&^Q|S]^OCW%[^C|ADU$/AW3OW|[_?OQI_=OWG|X_?'H*

M^"W]B.::/}D\K'E\1VU%-AE,H_XB[T|Q&NJ>YC4G!H4+CS)P,,BKO4(/T0D) M6ADN@PA$O-,[B?;? V+NF=DH/^3"=%/++N'.*8$MPQ!?QAU98$M$-LP5XP-. MQUOOCZV\OD^!]+

|ROE-FN^,LM|LMN!S02=CGI-UJN0H&S2SA3]J!176,U)1+ M@G05\SI+B<(WWR2X#;)7@7)KF>|WY6W/45P-2&>P63!.Y M'.40P$ IWD&T] M606-,K<^5WT#P9%DS9;

<,M)_07'N%A47&868@+C:DC)!4UMLH:"!ZZ#UH)' MU;K,.0V4+=58MYS>7?AW3Y#M/_$-3QQ>>68TY(MRHS-::@O:3Y'BT4_QRG.:J%@0!YB;>&6,BA+.II6 M/ ,N9,$D(8@%?

*%1F)QD=ERQYBTF'O/DG];_[0L?`MU_I4.TJOG5[N#.DQM>_]*_R*H|\FB(\$E!)Q=DL9H,*;PNHLH2>^+ M#,4'%51,(C?O=?*

@@H#XIVI8<;2>'MCV%WIZNT32D^3^'\R\OSV9S\DBF5PUZ MZNS3_W/=:(>94HJT$HCG2R\."CL1 3B2(*E%4)HO;NX \P^F#TZS#A[--DE .-AMEH*_F>$H.KTH%LM768.;

*@*RV4JEW7,BF*A!BT4+,Y+L8#<)]< M4+KG^;4,<(QYN8-0.XI-[I91?)A,%^M_/[\.X]F\|G(YGGP{BWK[(E2+#MP MP=*

<|!^W!Y7H1311%F(R1Z=:&KZNQ|&]WJ!4U[STN|=1$Z&A#E6=TPDD.UM>. MFTPA!*$C4$CLE+>JH6GM=CZPH?JT46=7_-E]QMN>MEQ3'5;OA'DSFGS[.^;/

*M^&L8CNL/C\HC=R0#[5*5 ,:,8 /6.>-"@Z^O3W-^_>,.CJZ8<(<M?.X?2]-0!UZ"!?]10NFOOWK;+^=_S&H3A3?*4<1BGFAXARGQ=GLA-9+J-B\ - M=Z00K0>OO(:"@5DKDA#-*

*$[>;HVO0UYK66EYL?"X*V-^?+C8\7W_':1K26P>H MC4O5DR&*:U!!U'L7N -90K9>>)]CZ|/:CX+J4^*N(R;=TP6[H:#:J44/YXO6*

M6LNVE<<34J0UWUC/0=#@21M_^D{]}BVR'DVK{_|7B("$L_?EY13S<$XN!CD1 M|=JHXJ4A%R.L[A=AD&.22?&2;6A=\K(63)\"DB?06KL+IN&N_>F2U^_+33C>

*M:N]2/>WKRZ(W2B%7-$4:)$,>&:%?MSYFNQ;.EN[f#Z%OVDBF92+MOE%?;5>O MC%H:'8+P#F22C/ E,KM*L7HV6&IQN2JF=3"Y.;JFBK7>LW!I%P9.,<,LYR!J M<9O2W$(H-*

D(03#%A#/KF55O7@GD&[N^"S'E0L>XLF0)9%XK7Y\K[7B^^=|M M3#P0.45M(A.3! R##?5D:7EVT,6#;>)W)(I*F(D.M:2T9^N5>E M#V>KVIHBG6W.U>C?+*

(+.4C*D_**C\)$_BR9IEK3-Y8 K.XY<6'6CZ2*;K65A>:!P+-#\;?+0K'[0_O[>PC]0X)-MM-@/O6[\N[Q_3VM=;*IIM9J#54$8B(H'R),C,(X1MM8E0!M"V_).RA^43/M+*

*MK6M*O;R!C\J'3UBWD5Y'E?>N."=MR!"T*#14+B@H.C2"YX4HT&SW#KG MN"7E/7_B4H/6%-E=_MWO@JTT#KG.6Q$\$8VT(#PGSTS(CXH"9R+7((H,1T@*

*MP"%!+;R,"_6!IZJZDUK8#|UE\;=_N)2ZU!.?JO5^"*T3B6#2!.GDDG2Y^\A_M/;Z-"%;#@].;R,_Q3WWU_2AD6$4CNL<'+!+[<'@.0\%.1NC$AIY\YMK=Z_$ MY#|8"KN!3-]U-*

*EFQX!^7JQJP>II\-BC2)UEK3FIG,PH0M0+G!>E$S5@R@H5< M6C>|>0C/1ERQ/Q97FLFGZV8X(K!8M$\0!1E1I1D'CSH!X\$(#*3>L/GM SLW MP^'N!V/)_G\UR9G>2JQ_?*

A3&.'I0F.GT<[/ZXGK>,U%8=')\2!<5MFY#"+ M"'"I*BND\L3@89:1(3BO>NO!G,V0;|>=='2SUW(+1V;65H_/6?"N,KH5LD,6?S MZ3"1@U5_<33.-W^P|LD/.!U.\ET_;=DSY_7W]"6,/^-*

*'EX)I/T"V2,UE M@FPE*546Z^Y?O4N>)1]A$3]W;XMQT!$>L)(Z,-(Y)=:<_R>K$P7XN^ZT+'^6-,YNX?-HF,620!d=@=9;K-1FU MYRH3;.M-BC>A]3;+,.FYK_B[IN=]IV^8M?*

7N%@%"U-5.5B(F:XE MC(IE:()OOC6_ZS'E)^[%|>SIN:_XF|'S8HCOR^JPWX_WFN"!C8+FA"R.[PF MOKP %Z,|++@\A:^Y^-8W/74PC#Z5>3\CPC\UH9|"KT"14L)8;ZCV"E1@'GPJ*

M",J8]YVVRJG6N9!=_ 8H=CF8LCZ4=3XX2R62-V)%DMMUN)@R$P&3!A9%O=VD MY-K3WD!1Q2J?+0;954> Q|'UJAE>1^1.UP.@L>R;!YZXPO=V/">E,8PC7);_M15JA0#A*(5$%])7*

<;,6M:\BBHY!-HG,F|26H|@CTRIFLGCV? MX6S1%&IA6BY^DP=:!H-&(7A=C1D9#_"U$DX4IN@+K7WSE/4V^)[#4<3.:=5 M?MTQ[-UD_'F.TV.+J;@XL9UL=@:10(400-*

'7Y"0\G0)4:/$))MW6]P$V0-H M0]$YH_:55R!VV&OQ49W!Z/BF?AI_'BTZAA/,B*ISFY<-D-$PT*Y_2%|QG(YR4*

MCY@FXS0<7=3^3LHO]#SZF_QJ.#]CH.RJ.H_BR45%PRNJT=3TO>4&0M0R6F95PM:7-FP)<5\5O.9U=|ZSD-K &9YYP R"|{7 MIA2(+E9[D80/'E&Z \W'_0#[M'5)==NZ^+NI-*

BVT+,.@S!Z.3DYF8POP-WL M3'M=%[9T6HZFTYHRN_!1K(C%91;!HI>$NY;#UTIH%Z+G+JDL?":EQ7NAf|M.F MUB$I>6\Y\#AK^'1V2@9_;?

*1EQ_*WXS*9GBR/$!W,2=@0R>%]@EVFJ-5],'OE MW5.*BW/,X)TE2B;0((C(@3LNH\PA1(>-55##+9O=9HN>?^NI1Q1@3*?G)-I_MA-$9#C0KP7%'<4.H>B*K D$[*R5YBQ0D2.Y;-*

*YK<'"%B?W('#\]+[.O5C-9=CR MQM&5 0^4"+6U! -36*Z[6H0A6P.)@D1=/)JD6E>CW$30)V/]=(390RH=FN&5 MCFQ[F-!{GK*_^7L.6B/3=?F.^Y\2BL/AF2]C1I)(]V/'E3KU*G(&-*

Q">@M8%QK MP6MO=]T5)H#BF63@DR>34:C612M*[$W@-6G&L+V/&DDC@Z=BKOMA?;P+=8_M;\78T.@C3R-Q=LN7K-\YT 8&4+6!H1P!117G.(#]T%*+";9C"IU<@GH#13[*

*M*IH%]'-4NR.>A^_7?8 NQ\@TBF_X"HPVV=6!R&T.?_(&\M|KNMM>WGFME]KW .8]9A MVL*UY;27'&]]*&4|FC[5Y#39A-R10:@)1$_-T+NQ*GM.?*

*&L.+'IG#6QB*CA+++DA*M<:,._#UN "RHFTD M)U8VO[UE]?U;MB]_AA++??HK;M5V8C.?3D.,UCLB79[/YY&0YOA5+)+#B77HH$*

*M)4L)2F<.47.$4BQC3!"8_#VK(1^7.B16NAM/48+\;YVW"6<#0*8YR< M70W.LV!TEK5#;*F9T9C !^20T&0L(@>=.G$;UT/:LL/XN>M%P\"D]DYMFBP*RC2*

MC+YN7@B0WDHME"^9M:X_>!0%_FLZXL9!$(@EGL%$1<&E\$%6O@-'!!FG M^U1?|SZ,]$_ISG9,V23!M:.-4#I+Y]%[74]I:T+%>5AN5A.A$!"]H H3D*84.*

*MSG(_A\SG83FRBSSZ9[L&_(#6BU[V9/;K]D /8L&*Y1$S[T 5TAO*(G%.DN,D M'&.!'!NC?>MJB$XMV-7#C^J!H2FF^56?F,6;9K?>=WW6\9?E3S$/G!0L1(^U M=J4NQ(+D2**$%*32R-*

&W!fQ,X'X^UG ,UMU!7QH">]M,ZM^N#4A1Z/1Y!N! MQC>3Z<45[XN&_7MO0X]HH/A_,4QI>?':\TH68$YP4-E;\+7#90K9^4"SPT(?

MK>GU"}Z/7=V&B5W8U1VEWNIJA=9C^(@G84@Z8UF]Q\(VG4\ PP|\&XSL)QD M;7P0(6)A$'T61>BH=6Y=S=/98)Y1/S4?-Z?"[VB]HO)V?1B=481 RW H:A

*MKH>W$CB=4W5YN(H,K8FM4S1-!|"G*MK^3%W?\#4=?\;?)>/YE M-G!>ZH"U)XRK;5XE0UJ PD/PKBA7OQM6UHM7G /2B=+K@MS4 S1RR2A5&E=?=822Y^*UOJM M-*

*G>2>'O.7FQ8WK-!-?"*Y4SN"""1TU24Q#D(VIAX?L]Y16[ ]0[X6U:'7ZA_C M3+%%;7V"^?7W>D+RZ*1^-_ E92LRKRT6B3Z<@NG@5* Q&5(XTD6F6K:|(;U!@@,S[*H;$MG#'P\L]FG*

*MS8$VM-L,,,VX\HZX.EFY;KQBNG=W+:$52:L,,EE^12QIB2!YX-,[&Y-#&IYJ8G3.%AU+CG;#O]JH[MG'@/OBKOQM#***LQ [."=)(K%#XK2_9&0-].4.#*=$WOV-F5ZQTON!XN%>0CTX*

M!;_BD1'UY35O[D4]AA,$F:]2R[638QJ58X:UWC'=%F.?,LRIHMQ.0CP\U:YW M(KF2S%N*=@TF6A(>$?O0#KCA]?:C%,+3D6VK/>9#Y8+[1;?=!'EPPEWOLZ3. MO#ZS FAR]?

*53AIBC@9BB,-%(SYLW)=P:9)\ROKVBVVYB;+//%\ #&|>GH8*4S MPEL(DLEZ;ZR'"* +IX]B$\YY^R&\5|*[93=CE[7U*Q?9*H\/(I\/BPE>D(:=3 MS"\GL_DLC/-%>ZCETI7RUSE@'N-W-*

*;6IFYQ!X!%<(9X MG&?1,BFFA-M,S|QZ<)]2#*U&>T-K|#.1;>S*Y; 6+7:6W\XF|%Ds ;>IF(" M.>|:*%U)(R9!U%Y7L'$*6*9/[\3,QO)--U;^A3W-Z)<3#,;3-?|8]Q'(6=8@7*

MRG"VDC&6S@5ZM0?O7:Q;@ 5BS(D)88ZJNR;WTSS)P^1=>MB=%:&FY5P-4= M6T>?;!:>$>U?6>0JK;+"Z!KS:Z2A; $IH EYU2*I= W6ZF"^]_3IS"W4X70 M8)H[]*

*8O+UX+*W>NC7%^?>)BS0?V7^?F/303=R)M?>@%?)(H(.!H6 MP%,B)MH.7A@.R49=9##6-N14_1">|I;-><'+/|8RMA-+,C3E*Z>RDSC7F5W@ZQ31<7O)# M:F8Q_^-|=#*9SH?*

_L_CY^ELDC;3&91O >)\O1;@@O<@@M(FOZ"BB8TIU0I[MKPYG=L;^)Y%TAW:U!HW>-\Q+;6X^QW5U>[S'\C%WV01?EB)BMR[UPMCY01G,T&BC&^" M:U\]^L"LUX5KE(Y66

TYIE]=&B0$I*\PHK7&^Q)TZTYT#R|JD\%MSIO;]J^A M<-H$B&]H94'0=TS 5ZR:!T#$;,DE#E#U#Z ,;1QE0:]9 ,8|MKUY7W+77& MEH-(I!GC]@BGL[.E\.3*

*Y9!!%>O!*R.!)Q%Y4#XEU;KZ;1N%TW2\%^YS,5() MA0@6$R>16Q(Y4P&89LB53EXT;R3S&*8^*=F&?-E"O6XOFD,LD!57>-7E'1CA M==*H@6M5BQ[!O7P8#"1EG9 ,9=:M8YCM4?*

*8J6GD:5K607P\CDS=G\[,IKHYH MV5'{">*51[$\712SW30UBFT>(;IT6?'$#>B< \7W'$>FN[RI:YD%D)K>O> MGLSI>&:!L:A!F4 K,=@$6DO2_+$P'0\X'QL@?D:F>ANN;:-4*

*M&XOU((;\+N:K8B!3L@C5^[>,B|HKO*B6E< PIR2+ST6TWH3=6F?@JO>4&\G M,3YXAYBZ.10(I6D%D9G'O#'D@K0]Y'2T3P4!O2+-D0=I^*%'K#Q?T%_)2:*

ML!XB&+A"2T?D!%QX4MNR3I:S!FAM,>T3|KT0!=6[']TJS^|- W<39)OD^']D M%5RZ%?3?K #G-\TBL S5U-N+BLS=/(_P21K6[|:$*

*MS@A+AB*W;D/S**@^94@.R)0=I=)CFWDUM":=]#O"|O06:CS MU1D.N# F&%+B'W:VN@?T[84X<%Y=F>_N7!64@H>N/2+FX) MM]8<1.;*

<9LE,D:VO3M@5:Y\V,GK%O+V$VJ[9RUJHM9W(AS"\U4JD4'A%L18# MCVQOOW4$QU.$P(7C6@LM,3T6H>SX[C\YM2'3*!$/(YDELY0(E\Y'06$6:E@] M5V],8(Y!"=Y&%;BW]HM6:-

*M@[~.1:]TUDY"?(0YEUWO^^T,37]S+QW=&+PQ M[04FIZ)2X+SRY+@55[M8!(A62!YE[:7U5*Y0IZIU:0MW5,A0&PZF1 <*N:%@ M22:P5B:N$Y(;<=!TU'-HS!\)V!92LDW$V?*

5VR$"BM<&E!%[66|QKY8.WEAR. MP%40(212_D^Q*?A,4B?]L*>%2#]TQ(O&:,]/QLM=O+V[^3WXO/VMX>9P6VVS M7S?V6=F^LKYXA4&!]A U9.8WO$"I12AHLY!I^:,!(

M&:)CRD1M$P3B>,4\ V>%)B\U,(E,<=?<'"U'TR>,LS\C;JN(1E)H9D5I;XSY M^2=,U5\D[/-U]'EPMN%?0)2N"8W70S"(H4QCXR0.(R L-67+.,;&..;{M

*M3W:F/6,ZD5!C_OR&\R^3?'VQS6S !&=.6 E6VFKR8B^3)PI88W1P+J$,K;7F M&BA]2JMWO8[!YK\9&3[2ZZ?#6D'Y,LR^W!AA5"Y'#]$D6>&. MW&U3.Z$J942T:&)SU^-Q5'W*8K?*

*G2&.I-&/+*5R=S(;SV5W"*&KDBZPIE[H6 MD$D*I"P'"4*D;Y)++#YN=1M\.VK82\E\,_A_,O+L]E\T;,@F!V3<0#+ ^E=KJ=+$C2= M\99ME^NNU^^0#.*]W%%SH\OL24]IP"A>|*

E[JI1(>&;B2'=A)84.H4LZ$5S7^U5+@"OSL^^.U?HG-MJSVA!R(X=FJ1]N$N@VIP91>;2#' M0/"IU/M>!?'&JPRU8#$:63 WS|-L!&SO^HO)^,.Q3D|>89Q?GDYT(3+CR"#R MA

548AFB, %\9JD43[-@FA]KN0NC3^Y>X[<*9S84PY-O9-7D_%B5B!CB8%W M2LA8VW[5:[.5B,F6PAE@@7PD49AU8BO/Y/8+^N25="?K9E/<=0W)2;-&DUF-M"#S7BV*

*O\]HB@H%V,GGT3,;;=!'UX-CXH=R.!G5"0^FT=%|K]-^.R63C@) $A[Y+1;?N^K,63)\]VJ;KG21N9-*/(A^DD MGU'$';3,)Z?+|'"%T66W#\R7X- IM(Y1R)4%>K5!A*BX61LK="8*

MD^4FMJ!1N@?&OQ/PQ/I5#:T?X'JU7"EKN;(!<,)%+%':3BPC,%IYABF MULVV[G'_H!)G8&5 M65FTGK&NHJ=-X&V4BV,_&H^:"Z[3VHUXHV(M=[E=AL>YA++>H@-@+:+E?*

GT_R M>AE.A,_P6N11WL?!V/-%[JUF6#T+5H#+-3!V0D)0T@%&4> ^SY#REUD7Y#R-J ME,($D'QF4LO5(G:H[WREP4W@6MK5KLN6.S]&R,!T?]<)/YAU*

*M6)YN)RLY*96[\R53FUF,QUI0VIHL-.!6A_=7EOB@4J58+2CXX.0$Q%PON8L1 MC!3(.#<2<_-&,"OO;VDUKN?R(YXN5_6^+O^FPW$:GH;1_?WRA,YH7.';62J!*

*M"MK0PF&,W&O/E7(Y&=]:K^R+N4^6:&"*38(M6^_JK?M?7D/P,H*02G!-<^9RZ!SO;DC[9/>>@FJ["NT)"?9M,B#"LV+K3:72 MV'J&1T"06H(PW)@LZ3_MFZ!L@+-*

*/6^)/2*XM!=:HM!Q=F.>_-@PYF!VF4R9T&B!@C-ZG>9B=X M[<'(D1;,G@5#$L62RY=UM9M#;A/6^%/HU[V$N'3F;#% O$Y&FDTAVR-HS"V*

*M'EG3RH)1$5$46BOR2=G6RV:$3V;$MA;9X7H=-2P?? "AS;L>';B(_/+ P4OZ MIQX OF=#(A7&A8@(*2OB$Y,.O T%?# NHE/%B|,^Y,.H|G)__AA/,4T^CX?_M@_DX?A%QUCH-*

*2N/7\E]9@RUF6:].5B3ULRTB"*G." QRTAS,B6EWL@3VN;M ?0RKR&U/DAJO4F22ZKN-.@<5*L,6[B$H4GRBWKL]"H*3.EB?%#>Y^1U5CX'J M4^3>7^Z5"'|<8KB(+B.3&&8.G]-*

%Z1(>0Z7D0FN2G&.VQ,F8?P!"D4[Y@M MS<32)A"_PK&L#%H!8Z0.2)R$'+2]Z!WIM':GBA%AK7>W]Z8>XW=6?^./H7>_M75]#1K>|<3#<\|>+9IM1N/9L%%&T"H6A_E.

*{//10'1+59;AZIL6N_.; BM3]%U MQQJC"V$=\&I$6ZP7%A&T9/6.ELJU+,P&DUU VAOI76M3T^1JQ$-%S5U!)TT% MU+'VH@S'F)?^]H=1&'^_O*XE&)24BT<:+&.B7]}-*

F&+-5!]I0A"Q2,RI,7,V M@-6GZO.N=-.2!UF77XYFQ'4V>SEY"0.EP=$WX3A!!A=(.3LKRR/?WWV9"F MJEYOL%(#.:/IQKQ'=J;=R_?/XG0T$8VR/?>@(_,V&^:.%DIJ,CZ=A/+O@-!\$*

*M+,9D*T$F0[0]UD*0(8*GZ-M@0]%+ZV-NV^#;^[3?,IMY|%F*X_+E,/MU.IG- M*!H(P0N,8).HU?D4$CBE(V2)0G+2SKQY7/\8ICZEA3KCTIUC?B7%UIK++>9 _+L 8;-Y?\T7U+?*

M5@A%C|@,P@"O($5/(,7#WY6D2.HA@=3&EM M=3L.2H[F^-)24PRX.MDN%XX6%,#:NI"B/P[.T5><6ZQ;8YA8ZVVF[D?51'&[,^": MC%4/!M.G!'J?%E%?

*Y+,,5V7H].\=^&J;MH$46HOS+:.#GY-=X1I*BE0+)LLR5 MR8PUOZ7]H /LT[9#G[98_]G6RP5UG5-,^=U";PQ8+"PDEX&;6@W#H@*GC001*

*M4HV<\,BQ|3&RPXRL3SLX/.I2:L2O_OE[-S_R=IQ&9WDX_OSK9)*_#4>C052A MH$D)2K*EGA16$$WMB)*[:.3DK|]^.X ?MTCH/NDF"Z/7R\^24_!X=?ZE[-! M9C%C9*

Z0U;MZ2L@0N"?N).%DR<8IUOJVY4.,JP\|:.\7R0$,_7YDZZ5]K[=<.MC>EUYP,CR/.ON_0& P>%LK9!YF0@=,9"1D*B:)V9[60@?0@R_VT7RFYTZN7*.MJ%=.^T2_JE7!?*

PZCFR@?)>EE4%. #DZ|JF7\PVH/ER?)LM ZJ=5N6,D?4AV#QMWW:M|$FP9HOF:F)XL?3>G,#4Y@:U?"\X\&FL>U&/I/QUZNO_3R2E,Y^>U"&J^M$2G)XOB_E"D$Q3.

*M8+VV4CF22%1<@9$QHJ@99Z7U%Z;#**P/-9+_MBNK#=UZN9+>CN=A_'EX]>&K MAK570F"UY61*KE8N(ZA"C2H-B-$Y\ RUS?S6R2VKA@^Z^#[4$'Z.[NRVM*OEROL MA\B!O6C7/*

^V8UP4%%%O;;5IO(0B/4"+[,$>;C.^S1WCOH/K0P?G?=B7M3L,# MUX-2M[V[GMRR;RJ!Q#?CF+^RF[GO' 7=7Z[VAUD[!>,Q 9>>TEI@"7PV&H)V M]1YHE5FO !XMG8:GED:N)T-*

*(!fX;?KV+?9!LDHX+!D5G55N5"0@J:4C1!NL, MBNV'+6E]3@MG-UYUZ*B1 SFY.[(ZF>WC@]U[U/[.U48@&[E-]^^Z MZ!NP3*D.*/PL+(L(P10*3"-CKQACD'FDF$*

(%++UK=9KP>RK+8F)..79?/FX-MU?<,=>!!^!L:>ZA4[75AARW54PK832S MI9> ++H9X4>)(L:/,3@30'DE?)5V[598$MHCL:XF$Y;HC5]S Z),-ZY8,N\Y]-M,O\F4QI%!?MZ-*

+YXCAG2'5>?@W#<57#OV"ASQR!X,8N1/,"BB>EYIU6%SX MK(&5FK6+S)GFY^BV@->`TI%N2=.5K#9I/)8_K_^*889_^|/_!U!+ P04 M" !VJV59BN6G';1YV(Y>-^_PE-S.U'.?

*>G3W=^1M51I18\DMS^Y(@HGET@);1!0 Z L]:^? M2 4*9(2(3H"#58E.DA??)B.?-C(B,Y=_^UZ>ST4\?<3H;3L,__C?^=_;W MGW"<)GDX?O?O?_OI[3-P?_M?__$Q__)O_P?__[E|8N?*

*GDS2^1F.YS\|GF*8 M8_[IK^'_4_S]_C3'Y/IG\,/X:??1F%>)M,S@/|8_+7'DP^?[\-Wf^<_"2;4 MQ:]=_'3ZK]%'R[QS(_]/H#++WX$*)X)-%Q:W,-OO_Z[V_2D1ED5M_)3TH#'JB MX*

*D2(I.Z%\4#7WSH:#C^\U_K/V*8X4>TO/%L\<=__]O[^?>S#O_(\UJ__?7W M3W$Z^OMD^NYGP9C\>*W_[;Z]4\W?O\0N?AM|KW_>'3+|[&|4W?O\0N?AM|KW_>'3+|[&|VB_2Q_.?_M_>N+-^DJG@48CF?*

S,$Z7#Z#Y_F7OW@5C?\Y^4/ZU=GP7V>+O_]BDL)\H:[ME_#3VM^H?X+7X/Z+> ")/_]HUG^VW_\RT|_+247!FDZG>%K+#^MOOS|?:,M2(?*

C^<|Y>/;SZG=^#],1(5Y\POSS|_SWO\V&9Q|&>/&|]U,L:|%?++F"TA7. M_UD_[>>],/TG(--T'A'HNSBN%&^(\;9/WQ_SE\^"C"6=>P7D!\CK"^I%G@9XY^7N:G/V\ /?XU?

J$OGCSZ7S)X_>/GWRRZ,7CUX^>KDRT^?OGUS-^+rZ5#W99;%6T#; MXE.OX'5B#,?#NM>\H#^N/K|B:XHC1)?_W2|&YZDRI:&H6(MH\|5W!^:?"A\&;.9U_]3 BK/BQ5@#=;U-*

*L01#C#(B*HH M<-)E4-PD"#QD2'0829,L8|[T6M,"P=?KN:3(H^C%RE;OUT[*1)E.SIKJ^G]-H\D,\[__;3X|Q\MO3L9S8O73T>*!|&[B MN_K%ODQX5B6-+X8?,3\?*

*DP7Q;D@K>32,X7SVR^=?PW]-IH]'839[]&DX&V16 M6/,,0']@;(E@2^N@#;&:>:D2M8TILD.!!R:,.QOH%3]R#!Y##*N(UL_7AS M"?1E:,,GBX-K*[B#:P9)?*

P[=!K4AC]:.6C=9U$WUVU.LF=X> -VTXS9&\CZ\M\%4$/0^YBP@9.$-9EV24:=(LZ\LY&^9;NHJP.I'L_/YLSG+I&T<(+GKT?M?IC|NC'U!XGS@$%+,-Q%4

H%1(D@O?:2,+/%@A(FI%$%V0O$&E"R\XE'-MBY8FY3QN?<)KZ;B?4AIO! M2K^7N<_CJ<)1R-PA@GY[,0EC1,1E'-MMIP"9CW1,47:)QE:$ 6CUCQ&=OV 6:/Y;9]XPDSH(O2;S!#F'A-*

*++(_B;#X-_M:3|0B@6T3H(MHGJ.)=-2)8-2W4.IDU+!-3X9OD9P>$HT]I_W$&C@+?YK-(_/-MIU-:X!=0P4NE;$B0,FU)2I!3Z"4=0Y:IP(W2Q:H^6KX&Y/#*WD<[MRIZ'I'V ML/K*[/VC<:*

[_>DI'T<M_>::Z #3IZE-#DG6]H1R.(=":|Q/E* M-F--FD21*8(D%QI\%S(4#8Z.AH2CPKW7!W%M2V:FKL#8I,*

MB7MR++RO1#TK$L2<'&TK2"XG(^,FQ9Y&WBGH^/X2O:E>O:JZ,3^I>\ML7IV5 MY^,7&&;X*)%2--?\5@&]:T?<7 M98?S^K?IY -,YY|_&P7:P<:Y>A ?*@.K+<$P,Q0R

;=D02@7$(+C"@H:ZTO. MVI=;,G'V4O.F/-^TUIL)NL,QOB%&6=&1MV!2\'A")-IZK(ZTf,C!Z^I0(NU" ML;5[MAG1-TV$AL+N<.0_'Z_$>3O"IY_2Z+PF'?]C.LE_#4>C@90\NA+I(')D

*MIRC/'$24!9AD.AJIG)*MC8!=,7!3=.FJD\$,OL2Z N.,;1.70430DD7.TUR! M4)(!*;O7 LD43](Q,4Y"X?<2X$U%VE86W\ -QFISAV_#1K'!%`K,N%10M5AM MH"2! 4NQM/!^L9P3\?*

3V%^U-??LVH9R!#TCFAJ:%H V@R/:$8!R"2E]B5-.Y MT-JS6S[YF],H/81WRQW+WG>O+X8A#D2X-62K'2!Z8R$2](FV1K+6^+[9N_CN^BA XW&U[$*

MHE%%CB88$*@S*.0)'#,)|.V9-B039&X>W;\5R5$)L9>NUMS1[B'H#NI_>O9A M-/E,N$?Q7QS[0.A?5 6&7C'$3"PX T68V+K9-X[09T,=[*O^-- MP&O\B./S+ZSUR<'"_M@#:MZ?*

*E7O*05!2,E6M_\;G K8*=# MCO9JZ'"O<,OFE8P7O'|*U-6$)A, ^'[L\=?,$V!+_=[ZI\Y&^9;NHJP.I'L_/YLSG+I&T<(+GKT?M?IC|NC'U!XGS@$%+,-Q%4*

H%1(D@O?:2,+/%@A(FI%$%V0O$&E"R\XE'-MBY8FY3QN?<)KZ;B?4AIO! M2K^7N<_CJ<)1R-PA@GY[,0EC1,1E'-MMIP"9CW1,47:)QE:$ 6CUCQ&=OV 6:/Y;9]XPDSH(O2;S!#F'A-*

*++(_B;#X-_M:3|0B@6T3H(MHGJ.)=-2)8-2W4.IDU+!-3X9OD9P>$HT]I_W$&C@+?YK-(_/-MIU-:X!=0P4NE;$B0,FU)2I!3Z"4=0Y:IP(W2Q:H^6KX&Y/#*WD<[MRIZ'I'V ML/K*[/VC<:*

[_>DI'T<M_>::Z #3IZE-#DG6]H1R.(=":|Q/E* M-F--FD21*8(D%QI\%S(4#8Z.AH2CPKW7!W%M2V:FKL#8I,*

MB7MR++RO1#TK$L2<'&TK2"XG(^,FQ9Y&WBGH^/X2O:E>O:JZ,3^I>\ML7IV5 MY^,7&&;X*)%2--?\5@&]:T?<7 M98?S^K?IY -,YY|_&P7:P<:Y>A ?*@.K+<$P,Q0R

;=D02@7$(+C"@H:ZTO. MVI=;,G'V4O.F/-^TUIL)NL,QOB%&6=&1MV!2\'A")-IZK(ZTf,C!Z^I0(NU" ML;5[MAG1-TV$AL+N<.0_'Z_$>3O"IY_2Z+PF'?]C.LE_#4>C@90\NA+I(')D

*MIRC/'$24!9AD.AJIG)*MC8!=,7!3=.FJD\$,OL2Z N.,;1.70430DD7.TUR! M4)(!*;O7 LD43](Q,4Y"X?<2X$U%VE86W\ -QFISAV_#1K'!%`K,N%10M5AM MH"2! 4NQM/!^L9P3\?*

3V%^U-??LVH9R!#TCFAJ:%H V@R/:$8!R"2E]B5-.Y MT-JS6S[YF],H/81WRQW+WG>O+X8A#D2X-62K'2!Z8R$2](FV1K+6^+[9N_CN^BA XW&U[$*

MHE%%CB88$*@S*.0)'#,)|.V9-B039&X>W;\5R5$)L9>NUMS1[B'H#NI_>O9A M-/E,N$?Q7QS[0.A?5 6&7C'$3"PX T68V+K9-X[09T,=[*O^-- MP&O\B./S+ZSUR<'"_M@#:MZ?*

*E7O*05!2,E6M_\;G K8*=# MCO9JZ'"O<,OFE8P7O'|*U-6$)A, ^'[L\=?,$V!+_=[ZI\Y&^9;NHJP.I'L_/YLSG+I&T<(+GKT?M?IC|NC'U!XGS@$%+,-Q%4*

H%1(D@O?:2,+/%@A(FI%$%V0O$&E"R\XE'-MBY8FY3QN?<)KZ;B?4AIO! M2K^7N<_CJ<)1R-PA@GY[,0EC1,1E'-MMIP"9CW1,47:)QE:$ 6CUCQ&=OV 6:/Y;9]XPDSH(O2;S!#F'A-*

*++(_B;#X-_M:3|0B@6T3H(MHGJ.)=-2)8-2W4.IDU+!-3X9OD9P>$HT]I_W$&C@+?YK-(_/-MIU-:X!=0P4NE;$B0,FU)2I!3Z"4=0Y:IP(W2Q:H^6

M?3P9SX?C=SA."VC&!L6"H'.,3B\EHZH^#VU7WNCL67%&MHX],8!SHEQHI8 . M204W5TPGV3+OX,?)="'[^7PZC.?

S&DA[.ZD[&.G=.GOGL^GN,49Y$0U=TB@^&VZLKH6RUI48;TZ`MG]<&@W5!@^Q#E$9I8.22@0IU![4L02E<$&O%&^^IVU&=(R;M^/[^T9Z9C-F*

*MJ2BRI*UY,KX=6DDQ!9DS.76.5ITR@Y"L (V2EY"-PN:,Y08XWS6)6JFI@RO^_M=HIA=C[!O "WQ+FL"TW%6^L20K2Q$+-KEIDOK@:-7)$NL=@\36\=EN^:.TT4`MU"/>G_-*

*""6'TE9CFY-/'K<-P!'=FIQ"*XT&Y74MY^2Z7Y9"O<3YJ_(V?!KPK*W.M:IHF37T15(*(R@*\!|II MQK+.S5/3VB_C^V;KD6G1(6SQ&N>D!.Q/PW1.XH=6>3(44FX.S@?<(PL*,BL*

M9%#"""7>HP1M9)8LJF61YZS#WW:B^:QXV5MI!(AX#DQSC10J0-M,+G$@+EE@@`M!6Z,4\X3KNY1B^^:-GLJI4.,.X:ZPS,!Y&72.M#N:6@V4N0;'H@"3`B:-CDG6*

M>N^Y"].)[^:;JF)M0<>__7Q-:B_HC[WZV\6ZB70>YP/4]AB;.1]FMI__8@# M=+C?L:.[>YY23HGTCI?^'"Y$,,* QE,#%'S9%SKC,GN[>Y];6RQ:!UD=2UV M< YHOPM0Z!V*++*

(B4NN;V8?3[GC?=[1GX7,3Z4=O>KW%1ZE>9+XYSVSMH\MJ?/5W^RZ'!<.%4AAPBI>]?M:"B< C;]"Q=<86GYUK>YVZ-[(.WN=Z+ #4NV MBRHZQ+"OXEGU.MT&4:=ViC?*

1'=C?2_!;.#)'L(_#"VBC$+IC.!CDC7!/=46 M9AS0I\R"%3;YUCFBAZ++#'9WEC|>&763>F06K-L5CF]TJOW1 MTXH+71*46#BM73)PA!>.:+,V.3L1TT3SHNPO AU&NNH#*FOG.&]]-*

[4=LF^> M+1T4T.$T^1KE M+LT?G\_60Z_!_,@T@LCK*63"?N:W_&0$>GB61^)V\!:ID M=7>EQW5$)T:+O03>(??A-G3/9[-S0B:E,K6:'[BL\]1053&0A:U66Z(B;.[M U!AB>8D:7*

/07=I&B!LB^4\: Z$2!%+P@%YKGG/'A,N3LQU:B;K#)?P- M:*O##'5-. EDQ02%!"N3![WHUX4!8W32)M=Q7S@IDZ&%B#O2'"%1$=9"M\-6$M

*M,.0(.AG#/.U41H7Y&:D/.&Y1ZUAD*V&O;Z[8.W_FS5OZYZ/]7[V]\-K9]I^> MOG[TICG]M$\]BS3,/ZI-1L_.J^Z76(/+ 393 K*7]06@Q%AZ$*6QH%QMDMSZ M@]!/.HTUEO$@-3*

6.2@T$9RC@X^^'PU"@<&TO@!],*DUN^CSCM2:7<3X#:,6 MT.871.P*4N'D'"%3[V)B J.I/L:0GLA:,__^.2ZW9B0+W3ZW9116'R:'8!M&<MD/-MU)IIZ>_N9(K[".\APM-!)1"E+!!:]$94LAQ#

(N'8B1$;F562L=>SJVTNM:S^>0,IU]FQ=1V]?2_7,OGK.'2>K%T^>OG[S M]/_]_?G;_Z^+KWO+8_J[N7>MK9^'RZ75(0D'R=6<*Q8B>$4'DW/"9NZ3\KYU-MNDIW#Y<57WA"

9HX3ONW=\.L 0)]!.'9;2^@2,9 1Z,!N+OJ\P\/=18P/Q(I!C6IEEVX#JY+W>"N@X#FQ#Q5T?,M!,ZH>CA-/),R?!L#K_M6&E#EKHJ@-+'+E4D0TSK2>+W!

*MSAO!Z<"3L(NV^[LY5C15Z4#[7_4?$L@2J*-M@[PFH%+B=30LED'LL<04FAZOU_!H/" M:,Q>9FS=P&(CH%.@0CN)=\C6WZ)'U$6T#7,.DD=@J4XW$(X#&<*TB07)6'&U*

MM\L1&H"=$$VZ:*)#=O_U=DXK5,$R+WQBX),GIXE)1Y2.!)++PHQ4P&2-=MW8Z'U:F,U=EH(&O(LF.MBHM[3STMHS'0L#IER=RIX9.!44

M<"><3#EHI.UG<3@3^$7F]'9,2>4CI,&^U5GC++4O!2J>N]"72VDC,=M266&O*L ME$1RI5L,&P\H';R0K&BC@PYFZ +0LG[ER?FTIJ?$Z7"2E^ 6/WSU89%S\O03 M3M-PAGF@"C?

*D;VG:UF2EL]/@"Y>TMS$,,2O!??O&<+NB/&TZ==9:!Z-W#>)% M >7M@'-6Y+RK#$%@J&F0@:QTD4'G(K*T9-J9+JUC=P'Y7;*LD*

MXVP^:,;YJKC[41?//Z;3V6Q@F(T6)0AWK;R^[NLU5RW=O)V_"I)DI5=$R2#;+--?Q"\LLUO('CV:(Q_" 7 MYS4J4]L)6%!9>0A('JR**1EED'O=?A[%O>&>-OL.I<<.A;]7H+ ^=K(F3+Y#'*

*MZ\A?(\EP-ISC&YQ^'"9+76'[.2"G$0N50(4OHY:!1RB-]K+=\GWP_*@%NHO?=%QI;O M6X_#[/VST>2O?V)^A_\@E=1O/BISG)+-,@JSV:.,4IAXN6F=RR6ES(.WCD&H MM3%*Y031"D-*

*+XMF+Y J=<@]_$;+PM%/#*54%0&(9'5 MYN@5ID7PIG!?>$956F<&;7]OV^3V4;%4.^E:D%AB'2=;^V-Y'2%%)VR23(I# MWSZVO$WC0FGN) .,N:U=9"P$42LIHWO\Z,T_G[UX M]*

*<53_>KIMUMBOIJYD:1P9D\!8O2E,SM &D3,$A<6$E&QL/I*Q>TU= M0":]E0I24AR4H2W!E>1 "B^832G;W#[T_D!]ZG;1YQTU=;N(\:'4U.W0W(#% M+(3""DR.AH3KPE[+((M+&/*=(CD!O7>WUC7F)TH?D!L(_*[T,!P|'IX 3:E7T3Z0T^H08D*4'5,.2(^-.(2FRXR M/TS7F.R+99&9V@?'T (3':.,8"M"*.TRHGV8ZP?9->8G71S=|>8703;(0/Z*

M9B#B9A .@>D.:SJ47>L+L22TQ&#3.5R9<.M7P!Z=0F(?N'E9#$]"M_E.V(8%]^5@.C@H7R#>!G:EIV\#L5,X8PMXQXEO-%?M.NHTULN1 M.3)"I>R.,BBE&K;%X@V"O+-*

A&':9B59ZXNHHU'GCEC(0V#.+NHX$&-F7_;B MBY)XR8RH-Y8H7 ;E)2>_,+2!(;P1FHO0O&/)-K@.[RHW5^@6A-E+&QV"*U=> MFB]?_G.(4WK(^|\O"..%N^.)0!?.Z'!UC&I*OL:*

G(.G.W%%^:=5ZT+M+9# M!L,.:JR]#D7)M!X'-_&NWKAMP!f0%H+].CF43.-;[-M-577H4Z^]: %#]G0 MIFM8(-!:DAG@'8?"@^6R^$@:\NEQ:WOfZ8%0:PMM,5:&(% MS2,.6W(*

*S14#9=!#B*I,F,? /2L^Q6Y1HVpW/.%&*>7N:V]&+>7N:V]&=+D_MY%60*\.Y^\7<&G(OWPP]O-MTI[5_&G6\#M:%IM"\PYM/#12ZB1X=M-%/%I@#UFI[-"+ DHX =[3*

*M;AEU3=K+O$,P[=%?89]_MU!LXE4))H8X,+;1 .DTA*L8A:S* LD))AFSC2-I7 $[2|MA?U!VRZMZ\#U/\ M)M%VO\OGR]_Y[?PN7YOL8++98QSS?6Y&F/<8DV=[@M[MK.*

MA19B[6"I(MD;00G.<^OLG8V #G^;=7R=3WHIK'1MJSC6'OQ=YEHNPIM#72Q MVA971\QDDH"E%S+FHL%H1E^[8!|=NQE=5RRS_4,/1Y[#IAOVDGL'H_[E>178*

MJ_(:.]X^B6%!WT'B,0'IS>1\FG"VZ'21S]/\-7[$\3G2-AF1VT!@!,K:^83\6Q%=`1JH2M-N&K-= M)O(=#SI!K3>7;X?.'BL8K[&*K'X4G19Y/IRSX]GS\;IA3M\+(S+Z_YA,_Z0%U'#M

MP">6Z:3U8+)F0"HO2I@V9ANES]4$MQ4]=GWRJ=*9JN?G=Z+]#'YX MXQD.4F8^"/'.F#,+D3 <@K(.I.>ZQ&RX=FV/K9LH3I`?O3$Y3O#03\(UIE'HX6 MWEV7\Z&>?

*DJC\XSY&8EJV=ADL=FI*D_#M!Z<.^+X(L3PZ*S*.1"1&:'1@%>(-M=!Z23!Q/"(*(I)/Q.,/6G8>:.#]EJAUS=_C M].WL'[U87%A^8^Z5=/6O-RL!X9]YC-*

S(%UBM9C;D,\9"AC'E"5;SXG4NM'C MH=9VPAQ_D/2X^1]XYK7XBWOWNJ3I_/.BY\32/9GM471_UT?N75V_$^9&8R'6 M//.2?4XEQS7IU+,ZED9K!)]E!)V]-

*:EA$4^;L'Q712T7'KLO .,ML_MZ> P,05Y5N(C@7(47..D^N=@J\NE2+N)?CZK?.@44L%MF8#*4Y,=%&026&TK]U%45YO<_0MER+=6WGWEEF77*5;S_EE7I?-'D-6*

*MH) A]| TG>N$#P/IDY/7R)H/C]@ Y_1MHM8ZZ7*_?"NTBW31+"_PX MN;W-U+(@=/?;0P>'VE17(+,@X,3) L9:0]BS 8?*

8@N10QTWD66.OA'B9%[_;3'Q>W$(2E:*BL9##$+4NA@.D1NR.",C M7=-G[O2UZY=U5[EKGG#X)->&6IBT%F'K+-47N(A/KWK"7M18, ^M]SO5>T"50

M+-20>-10AP8$8:0V9KNFGK=[^LGH3#]<5!07H9.-AWPBN+#:@?Q+!,N-MACIX+|>3;1&D3<^ M^F2TN),0&N;MK7(QAV?Q?#!,7%,]PRJ3F',2@?$ ND9R5>1DOGF6H(@2G;4E

M,;O=0/;[ )DE-E ? V3T!:0:DK(/PYT8TL)A<%EH>;$RD".(4<6(DL)8&< MB>V2EK_ZV)/1W_V%U3 [:X'D<9CFX3B,_HEA-'|_T>O2E9B=-R!X#;4+7FO[-M+(-*

BTK)QDQ6^5;;N^W33T:)>XMN;81\%#3M>#L M$!0MT/,+Z]M_XVT&0/ MX7>.,<5\T#C+-U>=_ \T]^MS ;=]O=U(A1^U< MP0@FT]H4"PBA3KHO+NFH=1'Y^OSP,[?*

*Y96,UMQ1MAUZ=]A\/)/7D @K':.SZ"4Y9#CHV1B>82]3(5,(&) M(#W*M9%60\.Y^\7<&G(OWPP]O-MTI[5_&G6\#M:%IM"\PYM/#12ZB1X=M-%/%I@#UFI[-"+ DHX =[3*

*I72^8=\H%A!AH(#"Y'H&XV%R$(.Y6P19=D MV':7ISL\|$1XT%76'4*X;\[CJ*9:/1^GR1D.6%'29EW'B,0,RN0(.?D 9*/D M(.EL0W:YU=[RO$9P(#1]{MX,-N"B&?Y32]!SSBV&*

(P]&B=\3C\^F4R#G(R-F MUD-@7H/R=8:,KVZG=UE!'GEJ;6#MQ'1B9&AH?@[= U;EW;|Z!U6N?&]@ M:!1?&* D^Y@1*E0).H@(7F4V6, ^[" @6X*;X-W8K3H9@.3B>NM(=]0:[O>(:/*

*MWDUQV;OX']/);#;@:L7"14R'#O]$.[*T!C\'!8=H(:R-/MG6%PYV@3HPO;970 MH?G/FM5?!$%GM8?1U=)9%*YQ*K(.G*BE/(6@[@#G6.1.DQOZC#Y0P=U:C"?& MH:XJ:ICE\E7OV2?*

*#*2;Z/2(X9TRQ+$ 1T4'E1'86JERO4)".48-';G?K=..C M3T3/#>1V4XM^SP30VRF'4]K#YN$=OBJOSN>S>1CGX?C=HOT3>=2TMFH[@\N<-MO"=K)$0RE\B]YJ)H'CC/:LOTT-V??*

DI[=X7_5O7?:\&\|^GA+D. MKWT\/IN3MS5=]L0CN+5!/?TOOPV?!B+DC$Y]\+8.+V*&)$1L!Z=T3,%';RL

*MDK5MX+P+5I.AUJ$4=0NY](@ZBKGK;S5YCPN"FM7W$N<7OAK/6CA=VXJ43/_(M=4,:>Y1)0V*0P2X.A>5_,#7A.C"[-1'\++T3SGGT7T;YP)= WQOE%XNBDK/F% M/7KZ|?*

O(O7O^-5USHYZ :Z.NEZ14642,9-]@PX46D';2L+N/99RZ1DA9()$PMH4XOGDZ&#N\@:>;9]EEMZ=[#UZK?%=JCN?XTY MLK[_7T-

*5'+OEWYVR^^7SEY%GOI#39[D'6VH1H*TM\T6P8&BO%D'95-+!7K!+ M6,>O'6A)A^LWCHW5TN,^>NWJZ0,N<|?OA-BI<& +>,>I)&BNVFVILZ=>CD0A-MC*

C,V44=\1CS:TCOZ5"??KX M[R(7S|E4_CJT=4H80QXGCRD4KQ6F:O$6H _#V #G\-Y;<_5-^LB^PUC 7\Z' MHT6H89POOGQ^]F$Z^;B|*

*(%F!1*N*$MA=]AU>!'&^2(YOQ9:R#H5(A#1E,M(;*/5>A%3"+2?[*=@M_A M[;I\^NDH?$_)=EAVC?[>GU,RGYXHPF3Q]K#89"\!7"R:H.(064!76V_T:_M**>G_18RfY*

+MIA_WD|&^9;3AFMCT#A;FP368:4U34_YFKXM @OUCK2TOB/:-M .?T-%*!JU|$#T:DIQ"J4O^3WP_3*,O721|\5;H3!Y2K<|6645PC)<:H.&D*

MRYS5EO?,:Q]Q.EIN,H>*6KG4Q+L^10)V:/AI_K5!3*64V),6I!%(AF97D)P M@M:N4I!1:1]DZ^3G|6A.AP^-)=^ZW|$3/)N,EV4:D_%B4/F7VEN72VTZ.1+R MFIG/@-*

P,!XP55G@F3U7+K=[Y=4|X'16W$V2'#DB/%ZC.%_?3S\UPQ/M1K7(DQ;)H!1#%JIS9):V/NHWX3D=2C2??L-\LPMLUTXFQG-Q MM;5",;0!*<89;4!!@U$Y(FK&N&C=T>!4;8

&$NZ1,+9VN:N\Z!0=)L7(.TV% MX*4$@1L+-5>%)\!4EO!ZCL-\%PI$RTSM?D#=40(?8.4SL_.%XE-3_##%--P M<9:1UR-L@:T)ETK?5H/NYT$YZ3(U$S*

MX;O3\F4X28EY4:]V"\ZO3#>FMQSJN76.P M-1QOP5L>P+K@3=&Y- A"=`H%ZJ61L2I'Y_P_C),E[U.VB>VW_CH7@GL MF]=PN$1U(9S*LCB((=0@N3*

#=/69(>%M:XO>4"}ZL4XX&YD2M/IZ1>#) M%XSU%7,V.Q:G,=(WIT+RI26[|\1>R>J[Z:,RE173KFZSTC")]H.-_>U!M$8K5-NH<.R7LCT3U_>APCT3U7=1RI"SC;2#^2%3?*

4[7W2#>^CUZ.1"%Z5;SU M.D+"2&Y!6K3K5@A&FBAR$L&Z@U7)? .)ZKV9LXLZ#IA<&DJ,/-#F&E0Q=+Y[M SYS\@"%#G8(#!NEW/RK267[J2/+9-+=Q%FAYN%JY'G 4?-,,J:PJO3-*

=P2 MU 0"'$DSZ3-J.F0;O_V7G_^ E-[&F+VW<)OWV;URC_"J+$?87KKQ5F-TMHGH!9T^D@F>#^9M?D%U,ESH(@.]SA/9R2OO^B\FLR&\X&W6O"H M# A?

>Z;9.C'7Q@!&8?/GXWD8OQO&T

---

*+P&YY\R4<4,?M +'(VQ-4H$!,12@@: MK34LB=9,]S:XVL7B-SQM&?/C@=&+E!A8Y6N7MU@S&\BV3@R9*TRYX%NWA=X> MW:'B\ =/I;?EB#KNPYW*

*MA'[<*XWU6]/L69Z>P!T{ >3>A1 7HNHU?%D\]QBC2I(^+__M4%FVB[HZL.NB%^]BL6;U5=\/UP$K]OAT6I#(\UCRXE\Y2GFMYC>CR>CR:N<+V;`LY&#/]4"F>@]Y-*

*M46M:>LG@G616^JAUWC*LO.8)IZGO=D+ML!F\F93Y7V%1*7OQY9-E:G*UQ1]/ M9E_NM8P.@3/-P/#L0.6D(2?0=@@"+9TX?KLOOV=LVW!G29Q^NJH1V.,Q1"0*

MVF+IRQB0BU9G?MPOP&)/0LQ RY.!CK,\CQS%'#5@4+|*P++%UJ.C2GS8I&6NC0 M*68F5-V'/=$QI.3*WI;&'26H0=1.YL@IX!['M2.E*@]THUTR"'|B':U:5,8HD*?FPTD?#.WN,'T>*

*M.NMV45T'MMT(+IH21$Q6 888", ^BI2[CD&VPV'}A7.F>^ZND.XN4N|@ M4FTX_E_B_%&<++4;O#H3RZ%5FX"RC=X/5.R>9+*02>0DRE9(.F!ET=F#"N2|*

*M:)++7VT$EAR7.LC.G+2+J.G67L5J6H6N!928V)&&|$5'E4%JW1KT+TX,BR[UU-MN3U=-=E?$89,@UY7G*>3>$FP(ID[S<,7=LI,2C/%*ILAE-*W+G7=`^;V1J86R M.@2+-*

*PMEX"/3*84$%DLMVJO-6$7)=+Q*GWA2UI76"2N;$7UOM-E5"3W<^K,/ M83BM]Z2ORC5XU\R_IY_2Z+P,E/O'9)+_&HY&;^;$]XN_F29G^&I:IQ--\7UU*

M0C[B\IM/:W79K'[HT_'Y&2[G&0PT-\IX'\#I@"4E+1}+]"0++PHVEG;>KCH M<5;ZH"C=Q@;[!BAS^_#$58_Y4LR&)XS1DOO#%9D7HC:Z=01<,,5Y?;6U;WU8*

MWP=GN_+'.YZ^C)]F@BY@S,"M)K>N> \A.0N6=E?+A8PZ-<^RW0GAH]-D$=0H]Z-HC2V%P#EN/?GF]D', MDV7/NY!=E/9 @M';0'ZH=R&'D5 J9/%"*\!P102]44,G%>USRN0<(OGE*

*< W MDCTD\"<4Y,V M80B\SN!2A)?\(<\Y]@<-T&EUfV"=L7XX.C62/M[4FXGU?4X^8_C^^9@+5/H M09A,(K:"UD\F\,@2,=`_L^+-,[*_DW#)<6C_\&G4(1R]8=6SRV6;EWV0"6>*

*MI>0(C@51RS?HQ5?<@N=SS\Q/ET$)T@93!@_*N@$?. MP:#BJ=A4A&L=&C^MSH$[$62/SH&[*.H!M'+;!NZ/SH$=5+|G3[?[Z.T!T*W& MT*7$.K3"1% N,GH+?0)-*

WQ4\R.BOM_0Z#9HU!QX2);MHJ[6]9&KGC^/QOEF M>Q$=N.")0XHIU/L!S$02E&<(U%$@3]H+M<'EPK8U0 M#+]SOY!@P%=,:E%""

[(UA=2WUC+IOM08'I9'Z+&QH;,,(BE.CK M .(8P0D,=0[Q8$8%GGWK<^+[V &;2+QA/'HVG0!>TU?_"\KD5)9)H7K*-+ M7"(0.B'4NMXBH]*

{N;>7ET=>43G|Z5+=7SWP1/V6^PNUAV97!-L&QBZ>QC8Z M;0\FW^TY[""\Z^K;0W(--^GK<(AU*@6;R#00%E2PBLX*GL@ 3_WM(K#&>ON5)'5V?G9QRF-A(EDZY;-*

#VDN0@[R!]8+:.`%)SU2$'YB=:-"@(\=]=/A 4N6<1*%9+0/PRJ M%/)>%6W0Q29A!",K2Q^XQ./!!($?.NNO4=TA8D11N4(pN&/(',L0RNB 2^ M2+3"(%;]>&+$*

W15W5YQ0%ZEW"'!%?S#798 ;\@<-W[VOU_T>C%L"!A-YIKA9!2-^,Z!3ITTX%A[T,KT-S MGH_3^;2.9)[\QC'^[6JZ2-S/_Z-F):V&6W6X= [P_^N*-E7N8=M:'-W18)P,>8B:1]/7H#*R,'I*

*MPD$DFW6206C?W%/\IHI,NC/Q8.HI1#' !;]$O^O?\3>2?X,,35*Z+]XQB4E M,/">F:A!N]H_EA>RDDQ2D(ARN9,:VZ=6W$#1+M4_8N/7@9_D1='Q!.@C2'J MA<5M34C D9%-*

R%"@:SW]:PV40R7AJZ?]1GW]Y?K0TFO_U*= ^4BCWH+,)VN0[X'-!=9Z^OS+R7@)*Q&L%1Y%# QUCJA M+D$QR2 H#) B"A."XG0H,:.7 6S]\FU?>OH+]L,]>6!*0Z/1L<GTKS#-*

@XB% MA9P5!%X'P29-5BEC!H27BFM+1D5HW>#X%AB'UW);^WQ?R7:X%OGB]4<6HN5B M.,&3<%A9@Z>#@]K2PIHZ*>M:Z*/%WS96Q%K%+N^NK0F'+X;/Z[A[W%:*

*M#FT;+>Y=_D'B>5'[]0=GI'VEWK_1P:!8]L3CH$%Z)VC#0S5ABZ[!1VZ,['48T MUD2'ZX@OW,V*N1** 8,*$'>S@Z 5 QZ(U(S^;T+NN@,TC!>^(-L8\?6KWY?O MSC#.+S#,\,4PQ.&*

*(/AMG+7]WV.,I>T<=]UU9H\#DROQYC1_JG>]XV3-QF4S/ MPFHU[[-26LQ1.0G1DAM'+Y %EXH *V44GDS0S'5C1FV#JUWX)"BL<(;%N?8I;P\]@MI.XI[(MW4$*

MJ;.8$B\E.\X+O1.>0'E=\6@.+)N8K-3VO M$%Z5W\E G_X^)WO^?S"_^K!H.CM^M|#S!S$+K6A!D$7U%BW91T|2BA-CS#.4 M+@>QG2+O?MC1%-

*O>,.PBWP[ON*5[|S6FUUAE=_&GMS@|&\@LI7-6@W-(+.6> MA,%,S>B70=;D1NU;Y_UMA^R$*--1)1W.]F7+ZR\Y7X_?A^D[G V$1YXX"T"K MYW6#],"M*YS24;>.0K&U M5:W?*

*G@UPVL6M;CYDZ?1R{2/+7@.9.]Y67V<(4G(0)EGG5:T1:SV<_4Y0X4J) MM>+!^E!4"ZD_E,#3$YP./RZBS,_';WK@8[<=SOY!QFIV^-)G|$_,[.MLO*M<#HJAC!V4I2S+ &]T]^-1BZ*

*ME8?6&=-"W CF\!.5\%/6@NX0 +GF9}>:N5?E|!FR<.G*R*9GPW$8IV$8_3:9 M+11P.:CIQ*7V'SA3[3*10>1BR&1CF580$(K)/A8C IVPC?G2'/KA&=;+]#V& M+(@]-R4'B,06M:UFFD]*

*<@7-<"N">ZY)UE-ZT3IS;"_@[H<|.> M_O?Y9J6U_!I5%,H8P&GAPC7TU5HUH6"\Y@ME*KR%MG M8[W#=G_H7NG"#1>=Z,\@@M4R[`QESQ4(<288P G7 W3 M#HTD9QPQP*C*

*M%RW12];Z2+H%QJ%R!%KH^+8WLY]4'TI&P.IM_)(9]QM.%[OR..&K.!J^"'O M[@>L!OO;X1G]RJORAKX[*_32TL_>S,-T_B3,EZ-;8@J6!<[!9TZ>G)""=3HU;T.V!:Q3X5-K#72(ZMX!*

<77UN@W(M3GDL6P$3}]+<_7N1!|=/XW68%-JB<@^0"0@[!-EI+P%U-%K=*!]%5L?=M4K! U=K*M%]2'!-M%LN^-3B[!3,=H*K4K;$T'V:H"Z(X"=Z=[Z",22?!-DPSR#@M?!L#

{10ZO$3I2=GAAR83??Z#T&':\[?;BK<162MC|)?)G_AM.[U M?PO'?P[%U.0BDTZ*V$A;"%IHR?3(3#TD'-.LF#0F=\9!]WP^8<[,/<3]|2M

*MI#IDWFT5>Q@PAE%D3$#F'RW:U,";=QDLBTHQDV-JGG&U%;!CI JWCT^VU\&Q MB+(I2+4O,#>O R[KOB92EK2]4:1W[:87].Z);.TWV],=. M:7]. ^?7DHT/Z9)_<*W/T(&N^0?|*

5ST7U_[CZO^U?!Z/ZI2C|H[[M_W&)>OJ7] >Z^_IQB?IP+\%^7(<6 +]N%3[<8EZ/IW_N%3]<8EZL$O4>\=' M?ERB_KA$?<@Z_'&) ^N,2]>,9^,,2[<]YJ[DP?=<\[Y(LPL,AR6PL&:?*

*19K65N7_7D_;R5=9\^#(FXE!Q68H"7;*IAYD$EQ5"-BZI M%%,H(NRSA((<3!;7UE4ITEFD'41FLO3Y*<*;HE]W+=|>W;&#BXW9<,-_[:*5#B;H53P7 MW:,W0-3ISO(FFN-<4/;2WP::*

*[""\P] "10CC;;5 P9 MP3VWCR->-QZ/#;O(O ,+R >;7@&UBO@NWP>K^8C-_5V6Y;,,Y75M" .R%E]\A1C EQ3|\RNHM^QYVP[!>SJ20AE",Z,G*0 ME8T.H@X1D-F$DK8^\I9;Y\/?*

*A"%*ZM]7RMUZQ]WG5V2=4 6V)0)G0\!7'8" MNW G8*[.BQB5OH7:O#!XHX MOQAE/BGU3WN-CUCW80VZ16R%LUD/B#B_`.]\21 I(N6],F,\;27(?,0I:/SR@5Z'XI!=;WH*

*MH_'J#MP#8G\=W^>P!L9]4'TI>U=?K6-SM>T?+2$&"D89,WD@F3,QI8<Q71RW!V44N\|#:Y.^5#K.!TG*VI?G6VD MP)X"/R0A6%%TY#-*

*!@:;A,&L@3,%YE:AAOF4NTRQ5M8YVVEB!@X)*CTMF4H$,H=|F&MWSN.8HE6@A[TD92 M#5.,%E!>X(?)Z..77@T<9>*ZVC'H+,D:S((}4*.GGP/1&6+W$IH7W_N^2AM M#TFU?*

M/^[_AC'&K&4-?2HIS4<:0&%UO7O*-D"0I8+,*.5BBN%&A>4:S=WR MX:>@OGUEUB$5X&IZ4^ Q>%40;*KI3:XQ"!!"IY,.D;YKA+|%O?T!TE>:RW(W4?M>79(%*

*{N:P7;E@ICS6$(2Q+!<"R2*R1 9>1-,|^A2=IA+Z]CZ{4A.0^$-I-S) M"'XTSH_#A^$\C!:I)I:LR9N^ M\M%I<*&AU-=N]8U#]&V&[!|R.4T"IP<:.D7L[$QA9Q*7FBO/$"B@9(H3B!"3'*

M0^0Z&B9;#[_^8,P4C;&):0 ,2W+XDF80ZZ4>DURSD#RML'4FQ@.,F>ZBXVUB-MIKM(;'$3!|/,0_GST):)"(NX@)"V\QLSD#_)@LWT7;HG+!$@4^%%LP!6V>

*MWD3QD&*F.^GU>E."_>3;P3KX&M%%?ZDM,'6*E|&VSOBTGUUM5'U>PCZ4'30 M7CO!>8;B>EM%@R5I2&G)A,YO!@1.O=5(X\T" M!+^/9TC^*N9ZXJT@"9:4GXK,H+@(*;H*

3LH_7$;-LIHS6F]:%A+?_ '-]RO< M'H6C.,7SLO+M5[$'W5 LG5+9R6IP)M<DM_9W&J12$RLEISE@09LS78$6K%B.)9$,I<6V%UB !>pW4]M|OW>,CZ_WE?TW@95)QO_=D3'L?*

+WU|@=%-A#W)T:!MR"3J# +)&L62]HK_/$ M_F"2!5-0H^),TQ[U#9/@##FQ_4!S81" M(4O6^A[@@5G\+,2VD\V_B\A[7 H.QWC-1+%!.,)%2NVUZ<@+(?_6EQQ!]I0B

*MM\SEW#I!\B;*D|#\GL+ML?5?0?159$-%P5/_",5_A4E1HB%1[`A.I7)3['8-MVM=?A^5DI,_6LNY0TW\;KA?UXFQZ,8EC"WR]K,(I[:W)/FRBR2WHL;<:#K1E M?(732Y,-$ A:U!26FG\6I4FTKXE@.7,J8.L8\7%H126["+]UCE_SZM4 M:V)#Q7.1P,9TCJQNF5I)#LJ151.Y8^!-<61*,YO2=I68MWWZ$ M!W/PEIQP4Z246+-41$ED +D"GHP>L"8Y3-H4T;QAZ,,NE!G')MA3OAT;M*S-_M;MT&U_=;+[.3SK;MD[B/P !9+Q,EPVRLQOW MR\0Y)|+ELFMJ[JKLL5W=<9X4N"1L[I9);Y)RE^?73X(7299(<5'$6]1HI;U+ MVY9DXD/F!RSD<{KM&.G8&Z,5 M.NE+1'UR'IVZ|_BDZEL6+!N=U/>)"{,9+KR45Q1L9LL-N+ MN8=&.2?!BS%AF&ZJX"|_S;,(I-O+6Q,!9U%$+#2\/LVME7!L(O\C:QN$ M0AGM7MK=,,@Y*?=0&39TNK[#]3)\P;]N8;(^VEB+]GA+[T^5+ANYM !QCYACR[*,+|^=T)/9)"YDUC"0L@(2_;@$1PB9E> MLP4Z?NL3"1\ F? (.4]6F8]1'S_$,:C>HB_(QMY&=;'T?@MG QCA:#?)(D/D.8(@.\HG[8H) MK9/^[V)XZK9-$]GV4(O[-I[UO4,'1#U=]-Q'Y/^XFLTQOU|\^'GM3X]"CCY_FKT?C,$ZC\<>*|_V;U^_6-TI6N6RM\"M*.M35?-&1Q9@&",J&\(?="E6P/T(0=^XIKO4LM6&R\ACD9.)2UV%3(Z+/GOGF;\ ZPGH_&+3(ZWNASDQ^_M,\;?)^/YU'_M-GA;/X6IZ>)7\U YNSIOUKJ",GBC9F#MTZ#EXZFD)14V'@7 M>0C.DR7-D332^C*]\PP^$!<>F(,)94#G9Z,6=HU42>HWP%M8K)D7V7,'7MT MM 'T@_"JH59.7X5UGL/[T5\/K(W >7"I-C*S6.NH6?J*//![J$1SLVA]6UX] M!.<'854SC?30.>ZN_;Z9|\DC%&D**"M|[TR> _.U>$LRU!?6A=O.Q"U|(- > M8ECOK^(,_,*Q_-77VN0;OU:UR3CK2X),B^U"?>NE16S F11*L>3":5UE;(M M4,XE>ME"TO<)<'#;N VPUH&V#L!ZBF5N!76VFPP%R[\$QW@Y0:*NE M905*M)GL9Q' U<U[/;3)L2.<.>P?-A'W/WS8'5L*:^,M34/5V=! M4W46G(Z$42B9"P;;#5N7.-T(9'ASH)&B'E,_(Z3<3? M#1!#^,(_F7^[T%EQ5H2 A+7X@N0*),&4NV+G6A!!-=G8<=(Z=L?=;D[JX M66E8=;O|$] 7*=%9&)Q?8YB31_3K,$UK'>_?1H|\POGE1"VNLWD18/BFKC. MO0?K'7*KC&-WDQVV>)YI#_VTJ3& N'MY&5=P2G"7OC"^G,SFLSIP?A%,3M%*-M0E0$[;&BMDI-_ &<+)S_)L1!UZW2)+5">-BM:RKFGUB@W4R67>#1[_X78F=^,_M;IO,_" (&;4.R"DP.NM:*0O"^=DIVZ(I1UFDAF'.A&{9S(4@/FABHTLJ?XZL9 MYO5Y]W+RF3:V.HO7B&_)T:<_A8]86\5DS*@@Q,73(JOI3\9"XLPZYK-TV+HW MW;/G@>GAM%5#P_XUP'85W]](5<0]VPNBD?)<3+'Y6D8!GM-.R:Q.TC/'M$K;V:S? . JB"'K?'N+,WT^3V(HO/D^NQF0@J:2]R1RRK"=D)OPB!5US_Q'HQ@_G%5YS2/K3F:3WY+DPI(M220UK9 M6FO.:'''V*,@\IRI*:RTKLFT]+Y)*&5W+<&QINV=)[.OBXZ)MU(8A;&^7[@ M_DANIXN:OD)#X*Q-WZ?'#M:@.523>3;K(+4!S8L-;'X>S6IG'W)T9[?XBPM!2P>*''0Y1 ML "\)E[%8*0*K2_\'@UVN,Y60W'O_MXXA!XWQ76.T25K-;N?<3;Z.%XT]%MV MT/;*C@ R!,A M/66O9"-6+ >)KN<3+B-B,YWA7T('R8--=&#'P'^ZC6 M.0.IXFGH,IN/<4K?0VTX|"'T(4G!DR _PA'_8R8W]Z',$6&_/C&1>RJ0" MVM9/<88EPXX,ZB&Y\(-}>IE)6 (B)V*VPGBS6ZY?]!81;8H29"Z,7 E/AS*K M/6-R4HD;(7UI38<.L(9WX]KH\)ZMTE8!O91BO7^0OAO-_K58%$QGBQ$)EJX/ M4)BVX)/P(%YT-GM:*,[!%<-V/#^6L=%,, [U<4]VQO22[=QK2[62/+MAZ*^FZ M'=>QRK]VTN)6>C1202\'T ,88)\L>#3@A* 3-]3$;<<8E*B]X|%R%|]W@AZ: M'CN+O1Z#'.?M(O@=6W YEUC=MZ^>);3*4<7:C=Z? DR@S&@@TI17VIB>3'EEUL'D MS4B.$4-NI:TMMTH'B+|QO92WFC,F6>9"$&M*Y-MH!.3 M $4IH[-):G-T-A1SF7CX#^&5=%&]@VS%Q- 5CC^:. ^^8!]5$>9UIG<'4 WK MHVT%,GRM 9*FO0EX<;UN+:,#XUI8;9T'O4@7]SR#%\R K?7.M6&!V/_TU/Y MC;6AM+Z/8'02]NO)%%.87;W\K;"^3', _M9ZZ26|,".TU?+H JZGB,*#P(X34FBFQF[T.$-' MO3B/#X%,UA1IR%=";6MQ+7*>@S*TF>;2C>2I-P9DT0*4" C!*@_%<>=U-BSQ]J?-!B##AQ0:*NOA3-5'2+K7 M;XQ5OER-=M0)?YQEFGUY?3OY=-MI8._D'SK-U\4(OD{3)=A-B,'<'4RC_.'|-?;_"5Y7B#J3-04$*JY()DX*QS M@8:8Y6S6;..RVP_BQ^)FT?FP-;\6D=[|/GS!??>*D;/PGH_&U3!W/.R;+ ;]SJ.IO\(EU>#)<)>W13I<9GF/$CZ)M'1E3*3-F]>>$G3PYRP@0)FG M2?BDI=7, ^N>T]$4D*-ED+<..L49FMW*T>WEM(L20O.6":U?ZNS_R[3T?;C7 M+BU]'SV>>%]ZX"EB003#5*K-* 5X5]\E%9N%*"*T?QAX+FGI> [&@6UKZ/MH8 M.@.Y"ZX?.2U]+[UU345^C-'")$5,Y-K'PH$%6RL/>T'4)PLXUUK6*KE"/W!2 M9'A<6GHO7-A'UL:=*2_5EKZ7#A^3 MEKZ' H9.2W="VA)E 9MJ=B0+DLY*QZ! (9#DS3E[:W&?O./"J&#HM/2B;(Z?PF4M!/C^$^*=I GO.3C.0"B@)0R6&N;1\@R9&&M1Y]<8PILP_)C MV1I---)#Q:U-N-,+H@.RG]R.[:B.8V.TT5X'2AP@^A[.D0<0HJ1]T1D%GL4 MRF+4B50;?$?O?\>B^9E.X8FQ0|+8FA.!"/QOO(#_IB,T)6T?NR^F,UP/EMG M3)?$!,F2#E!=*P[8!#Z@!$6X%*)7(?6CZL?@#.\==%*:YNNXQN(<+#XPZT MWT8AU@*@=&JN\.42DG%60(R"@T(O7+'@;L0R#C*.IO6+81V83I77APF_%Z=-MTNM;^C>W]O@7/+Y@A6F9$B/KB5BLF"(+.00!3]H@3/#"Y-8$Z8+KJ:7[M+GH M,:2GK1O-<1-X]B8H3:IFD_(BI:O/5YYA$\B@8 JB3-8"\(;9>N (LD84 I-_M<9]UXG<;2CXG\+3C7KL$GGWT>.()&%A0ID(6G-'2M,LHN8>-"M"LE*$$]U+ MG9Y+ L]>+.B6P+./-H:,U>B"ZT=.X-E+;UV3-AXC|$%)HLWAM4ABY";6UDGD MFQ5GJPH=%AU!:*MX?,Y/^BDD\/3#A3U?>GP$0D-A1SF7CX#^&5=%&]@VS%Q- 5CC^:. ^^8!]5$>9UIG<'4 WK MHVT%,GRM 9*FO0EX<;UN+:,#XUI8;9T'O4@7]SR#%\R K?7.M6&!V/_TU/Y MC;6AM+Z/8'02]NO)%%.87;W\K;"^3', _M9ZZ26|,".TU?+H JZGB,*#P(X34FBFQF[T.$-' MO3B/#X%,UA1IR%=";6MQ+7*>@S*TF>;2C>2I-P9DT0*4" C!*@_%<>=U-BSQ]J?-!B##AQ0:*NOA3-5'2+K7 M;XQ5OER-=M0)?YQEFGUY?3OY=-MI8._D'SK-U\4(OD{3)=A-B,'<'4RC_.'|-?;_"5Y7B#J3-04$*JY()DX*QS M@8:8Y6S6;..RVP_BQ^)FT?FP-;\6D=[|/GS!??>*D;/PGH_&U3!W/.R;+ ;]SJ.IO\(EU>#)<)>W13I<9GF/$CZ)M'1E3*3-F]>>$G3PYRP@0)FG M2?BDI=7, ^N>T]$4D*-ED+<..L49FMW*T>WEM(L20O.6":U?ZNS\_R[3T?;C7 M+BU]'SV>>%]ZX"EB003#5*K-* 5X5]\E%9N%*"*T?QAX+FGI> [&@6UKZ/MH8 M.@.Y"ZX?.2U]+[UU345^C-'")$5,Y-K'PH$%6RL/>T'4)PLXUUK6*KE"/W!2 M9'A<6GHO7-A'UL:=*2_5EKZ7#A^3 MEKZ' H9.2W="VA)E 9MJ=B0+DLY*QZ! (9#DS3E[:W&?O./"J&#HM/2B;(Z?PF4M!/C^$^*=I GO.3C.0"B@)0R6&N;1\@R9&&M1Y]<8PILP_)C MV1I---)#Q:U-N-,+H@.RG]R.[:B.8V.TT5X'2AP@^A[.D0<0HJ1]T1D%GL4 MRF+4B50;?$?O?\>B^9E.X8FQ0|+8FA.!"/QOO(#_IB,T)6T?NR^F,UP/EMG M3)?$!,F2#E!=*P[8!#Z@!$6X%*)7(?6CZL?@#.\==%*:YNNXQN(<+#XPZT MWT8AU@*@=&JN\.42DG%60(R"@T(O7+'@;L0R#C*.IO6+81V83I77APF_%Z=-MTNM;^C>W]O@7/+Y@A6F9$B/KB5BLF"(+.00!3]H@3/#"Y-8$Z8+KJ:7[M+GH M,:2GK1O-<1-X]B8H3:IFD_(BI:O/5YYA$\B@8 JB3-8"\(;9>N (LD84 I-_M<9]UXG<;2CXG\+3C7KL$GGWT>.()&%A0ID(6G-'2M,LHN8>-"M"LE*$$]U+ MG9Y+ L]>+.B6P+./-H:,U>B"ZT=.X-E+;UV3-AXC|$%)HLWAM4ABY";6UDGD MFQ5GJPH=%AU!:*MX?,Y/^BDD\/3#A3U?>GP$0D-A1SF7CX#^&5=%&]@VS%Q- 5CC^:. ^^8!]5$>9UIG<'4 WK MHVT%,GRM 9*FO0EX<;UN+:,#XUI8;9T'O4@7]SR#%\R K?7.M6&!V/_TU/Y MC;6AM+Z/8'02]NO)%%.87;W\K;"^3', _M9ZZ26|,".TU?+H JZGB,*#P(X34FBFQF[T.$-' MO3B/#X%,UA1IR%=";6MQ+7*>@S*TF>;2C>2I-P9DT0*4" C!*@_%<>=U-BSQ]J?-!B##AQ0:*NOA3-5'2+K7 M;XQ5OER-=M0)?YQEFGUY?3OY=-MI8._D'SK-U\4(OD{3)=A-B,'<'4RC_.'|-?;_"5Y7B#J3-04$*JY()DX*QS M@8:8Y6S6;..RVP_BQ^)FT?FP-;\6D=[|/GS!??>*D;/PGH_&U3!W/.R;+ ;]SJ.IO\(EU>#)<)>W13I<9GF/$CZ)M'1E3*3-F]>>$G3PYRP@0)FG M2?BDI=7, ^N>T]$4D*-ED+<..L49FMW*T>WEM(L20O.6":U?ZNS_R[3T?;C7 M+BU]'SV>>%]ZX"EB003#5*K-* 5X5]\E%9N%*"*T?QAX+FGI> [&@6UKZ/MH8 M.@.Y"ZX?.2U]+[UU345^C-'")$5,Y-K'PH$%6RL/>T'4)PLXUUK6*KE"/W!2 M9'A<6GHO7-A'UL:=*2_5EKZ7#A^3 MEKZ' H9.2W="VA)E 9MJ=B0+DLY*QZ! (9#DS3E[:W&?O./"J&#HM/2B;(Z?PF4M!/C^$^*=I GO.3C.0"B@)0R6&N;1\@R9&&M1Y]<8PILP_)C MV1I---)#Q:U-N-,+H@.RG]R.[:B.8V.TT5X'2AP@^A[.D0<0HJ1]T1D%GL4 MRF+4B50;?$?O?\>B^9E.X8FQ0|+8FA.!"/QOO(#_IB,T)6T?NR^F,UP/EMG M3)?$!,F2#E!=*P[8!#Z@!$6X%*)7(?6CZL?@#.\==%*:YNNXQN(<+#XPZT MWT8AU@*@=&JN\.42DG%60(R"@T(O7+'@;L0R#C*.IO6+81V83I77APF_%Z=-MTNM;^C>W]O@7/+Y@A6F9$B/KB5BLF"(+.00!3]H@3/#"Y-8$Z8+KJ:7[M+GH M,:2GK1O-<1-X]B8H3:IFD_(BI:O/5YYA$\B@8 JB3-8"\(;9>N (LD84 I-_M<9]UXG<;2CXG\+3C7KL$GGWT>.()&%A0IDF(6G-'2M,LHN8>-"M"LE*$$]U+ MG9Y+ L]>+.B6P+./-H:,U>B"ZT=.X-E+;UV3-AXC|$%)HLWAM4ABY";6UDGD MFQ5GJPH=%AU!:*MX?,Y/^BDD\/3#A3U?>GP$0D-A1SF7CX#^&5=%&]@VS%Q- 5CC^:. ^^8!]5$>9UIG<'4 WK MHVT%,GRM 9*FO0EX<;UN+:,#XUI8;9T'O4@7]SR#%\R K?7.M6&!V/_TU/Y MC;6AM+Z/8'02]NO)%%.87;W\K;"^3', _M9ZZ26|,".TU?+H JZGB,*#P(X34FBFQF[T.$-' MO3B/#X%,UA1IR%=";6MQ+7*>@S*TF>;2C>2I-P9DT0*4" C!*@_%<>=U-BSQ]J?-!B##AQ0:*NOA3-5'2+K7 M;XQ5OER-=M0)?YQEFGUY?3OY=-MI8._D'SK-U\4(OD{3)=A-B,'<'4RC_.'|-?;_"5Y7B#J3-04$*JY()DX*QS M@8:8Y6S6;..RVP_BQ^)FT?FP-;\6D=[|/GS!??>*D;/PGH_&U3!W/.R;+ ;]SJ.IO\(EU>#)<)>W13I<9GF/$CZ)M'1E3*3-F]>>$G3PYRP@0)FG M2?BDI=7, ^N>T]$4D*-ED+<..L49FMW*T>WEM(L20O.6":U?ZNS\_R[3T?;C7 M+BU]'SV>>%]ZX"EB003#5*K-* 5X5]\E%9N%*"*T?QAX+FGI> [&@6UKZ/MH8 M.@.Y"ZX?.2U]+[UU345^C-'")$5,Y-K'PH$%6RL/>T'4)PLXUUK6*KE"/W!2 M9'A<6GHO7-A'UL:=*2_5EKZ7#A^3 MEKZ' H9.2W="VA)E 9MJ=B0+DLY*QZ! 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(9#DS3E[:W&?O./"J&#HM/2B;(Z?PF4M!/C^$^*=I GO.3C.0"B@)0R6&N;1\@R9&&M1Y]<8PILP_)C MV11---)#Q:U-N-,+H@.RG]R.[:B.8V.TT5X'2AP@^A[.D0<0HJ1]T1D%GL4 MRF+4B50;?$?O?\>B^9E.X8FQ0|+8FA.!"/QOO(#_IB,T)6T?NR^F,UP/EMG M3)?$!,F2#E!=*P[8!#Z@!$6X%*)7(?6CZL?@#.\==%*:YNNXQN(<+#XPZT MWT8AU@*@=&JN\.42DG%60(R"@T(O7+'@;L0R#C*.IO6+81V83I77APF_%Z=-MTNM;^C>W]O@7/+Y@A6F9$B/KB5BLF"(+.00!3]H@3/#"Y-8$Z8+KJ:7[M+GH M,:2GK1O-<1-X]B8H3:IFD_(BI:O/5YYA$\B@8 JB3-8"\(;9>N (LD84 I-_M<9]UXG<;2CXG\+3C7KL$GGWT>.()&%A0IDF(6G-'2M,LHN8>-"M"LE*$$]U+ MG6Y+ L]>+.B6P+./-H:,U>B"ZT=.X-E+;UV3-AXC|$%)HLWAM4ABY";6UDGD MFQ5GJPH=%AU!:*MX?,Y/^BDD\/3#A3U?>GP$0D-A1SF7CX#^&5=%&]@VS%Q- 5CC^:. ^^8!]5$>9UIG<'4 WK MHVT%,GRM 9*FO0EX<;UN+:,#XUI8;9T'O4@7]SR#%\R K?7.M6&!V/_TU/Y MC;6AM+Z/8'02]NO)%%.87;W\K;"^3', _M9ZZ26|,".TU?+H JZGB,*#P(X34FBFQF[T.$-' MO3B/#X%,UA1IR%=";6MQ+7*>@S*TF>;2C>2I-P9DT0*4" C!*@_%<>=U-BSQ]J?-!B##AQ0:*NOA3-5'2+K7 M;XQ5OER-=M0)?YQEFGUY?3OY=-MI8._D'SK-U\4(OD{3)=A-B,'<'4RC_.'|-?;_"5Y7B#J3-04$*JY()DX*QS M@8:8Y6S6;..RVP_BQ^)FT?FP-;\6D=[|/GS!??>*D;/PGH_&U3!W/.R;+ ;]SJ.IO\(EU>#)<)>W13I<9GF/$CZ)M'1E3*3-F]>>$G3PYRP@0)FG M2?BDI=7, ^N>T]$4D*-ED+<..L49FMW*T>WEM(L20O.6":U?ZNS_R[3T?;C7 M+BU]'SV>>%]ZX"EB003#5*K-* 5X5]\E%9N%*"*T?QAX+FGI> [&@6UKZ/MH8 M.@.Y"ZX?.2U]+[UU345^C-'")$5,Y-K'PH$%6RL/>T'4)PLXUUK6*KE"/W!2 M9'A<6GHO7-A'UL:=*2_5EKZ7#A^3 MEKZ' H9.2W="VA)E 9MJ=B0+DLY*QZ! (9#DS3E[:W&?O./"J&#HM/2B;(Z?PF4M!/C^$^*=I GO.3C.0"B@)0R6&N;1\@R9&&M1Y]<8PILP_)C MV1I

[@]/B:EO/ZYU]?_CJ>74TQKZ\G?$Q<:=H:6"TO MD@SA*RP#URYH[UV2IG6MWHU SD7O[:2](1VJ?;7>MSBMWP@?D5^XY*)&RX'S M1,:EITTE%.D!E?0I!95$:MXH[@$\9\>(5K+?
0(S#TB+O(:M]+WX=?QA]QI]O M^E[,+H(D2#[4[AF!9B^U(SD4 3DG'Q53J'0WT[[C@.?"@-Z$O($)!T?G?@G+ M2XFE)+XMZU+-7M/VE=?5J?*?7R;C913BPK)LI-2E-
E/!*@\&#LDOB3EQ+KC(M&%M7ZMT/X;F0: #];*#3HT-_'>#^,9EO0BR""$QH#@+K07*S2R26C MQ:(2:VWB=D=W;DSJ22\;*'18,/,.SG5,O=Z_7I(4:VHIXY+P2."I]FT1A==B
MUV2A:3+A&;>:W7U!ONVF>]=0Y*!'@2[0>\')T_>0?AS^$PF^&SQ1@GS\I&2 MM]DZ'B/(9.MK1:[)'$\6F&%2"I694ZW/H-VHSH4F/>EA U4.S)Z\LY5=NVMO MKN:S>5B4]5JT?
9Z]*3]CP7$.BZUN^GG5E_G3Y))P_#*=7'TA^;T:?Z1_2[O@ M^T^3Z?S]O^M+AFFH'W(AF;0L60298RW,B([ZBGN/TRW0THW_[A7#7.:=/F*\N<5)6OW;]$SK*:?8+
M5S9^6_WP9YR'T>7L>_@TVI?+G6_H>D#Q]QMY?"^G%93ON'D,R>!?9!G11O?? M#JQIL'W\FY7A!7(AD/)5I6 =!S[UADV77 =7,]AI84W#VGA MI[46EG5O@J'_"4P",LM
15G3\4,&EYRR5D1/YTIK4>P/L^'V&BXO[V^JO;'G M7C&(GE6TZ87X?ZVRR//_GBXG,\S_[W^;3Z_PYINTS]/2>[5\"40;U'+D@ZDX
M)T=G\9KH:D:"F\U6,UH6C\V&%S19@53DY"A+8G0Y('@70F&9>:];!\D>!#1T M2:K!V'"7?7533-2]7UK_)=A:<&TO@^PFU=;N1_8+B4=*JC&97G) MH9]-+D=Y85,L#-G%SN**C]P[
RS7=LDL)HCU9LRC-IF7Z&BOZ;+9[BCQNGGT M<[>[&LF]82&@S8A65.^"J6&Y]&TXAJ^=WD)'#ZK\ 'WO@VLL'F?0DD\ 9.: ML''M((C
(:%6A2N'JK2H]3RLTA^HMSZ4SO>1:P^F]:\U6+=RZE]=CM:%@M9= M;+,5-'Z&)!S68@R># F7(#DFR*KD/.G4V-1^$-"PQ;_;Z&S2E\ ;6F[7#^'H MD
R+@.W*NUC#"K8X;1784A(HDR/9)2F1F9*21; %RADPH(60>]@) M?B<'S&;(?U? M_A#^(@?&!:E0 Q=80 DCR0HN'NIE(I?*^G+WLJA5GVCI@,^"B\B5R%HUYLVMX<^0#X\5
M;@\'R\O);/ZF_#*9Y)J*\!ZG7T<)9^\GE_EG_#*M-2L7LA[71Q\DC/^SK!B7 MBS*.3CUP+MI:X*5 "#: L#SD8KU3NOE#F\< /4/N]*^PK:?5(U,U%B*=8?K; MQ\G7OV/*?
U]D1=4"_6_&E]]VIUA\1YW;G[-D3*/QW4H? M$ \V?>H+DS1?Y2O].:[E+=__^?MW*[.9_?+06,/O+CTRYK[1TD',#>M=7]<
MPNEBRQPG7.:I]:+8;:.G;+T>O7X3=1(H:FP:;!SEK53XLV*W5 MH1]YA-_3RD(LB/GSWU_5LW VBI?X:GSU&:LL_.T#';BL7Z0TO<)\:P B[J)0 MUZUO-9Y-MS&/T&5[ES;O+MV]A-
>#RU>C#/-93YR[\^$MJNLM/_*/R3@MY=LZ MEKUQC,%YM%DK&XOA;1/(5JYLV?57WZY?(IU(_]]_^;]02P,$% @ =JME M64ON\0$ K1P# !0 !M87-
I+3(P,C0P.3(X7VPLE;"5E:5D*Y<*E92E;%[A N$ A!0HI)33_X_?D,G, M)"&9<)LAH^?YOOGFZ)SW+._OO._O?8\LW_21FSYQY(<&W7[WR$477W318R]Z M[)$C-
WWQR&,E)\JBU(GBH_@5R!&ZU1*1W?5#NQI'+CIRT7L;'PK.RH::W<*ICU__Y6XX= M=9=7'=,($1'CMN6X7)U82CU4%[6W8);'KCYQZ97E\3*(RLSCI:!'Z;'RZN.
M'0@_#O[>%1RE#Z.$,<;Z-'#Z]B)2\'O*Y.E?5QFNX<=@O]==>QP9MOM M]HHM?D64K&"481@8P6 ,NQS4N#RMPLPH+P_3A^^%G)3#6NDB<>/,C<*CN_\;
M9I1G5QT[=NG14ZY]1\O%M_N)\\0_Z&6Y@"W?"JPP2\$JHO"WA>_D+Q?',S?S MK1.W$';0;=//;EEZ\H;O[GH[[AOAZJICY>5+RS9R/SMV0C12-X@>YT>KZ'&F M#_1T);RO?
IIP^$SI5\)G&T.BR[K6:';S<;8\X=-"&D>7*TFJ+^[.LU'/KQL_G1S MO&L,KG&S!4.-)NMU/1,;^,V>NF]@PV:S#VZNQIU6<])IK2;=ULKKM<:S07N[MZK56*X%M1GQ[&_$'
ME64V2;V]W/F&TVI$Z3'K$M4>VVQFJGW)J],EUP)6U_M^V?;X5K;Q9!M(C/0PZSG3.2N'!W<.Q!XB\IW\ >FP43'JZ8+IMO<=N3]E)M] MN3D693"U3M,XF#W7W,UNW&G>?
(V[S6V_!Y:%:S<],#UP;]5G3Z]WN(;--I@M M6)=%OSV.!'"[#3I@FZMQ&Y2!%0&"0A$H2Y3!^G?[M:USLS*X<0YE4FCNCA'8+ MEY2A->BLRN7$VZX.ICQ8S[L]=^DMNQ.926-#=?
6:@$P.'LD+NDL,]U,& F1^ MZY6XEGJMLNJ5&M[:Y#A-))0UFBB57ED)Q5.MSG9 % ['V&3H>G"PKJ<6SH*9 M)%UJ."(VR!K?:SF6Z&8I\&Z3<5QDQ/>C\5K/V9'=+P@<6L""7W5AC$?
E.%LP=OV-(CAJ*8K29@V5+F#]C!E#+45I3VL"[@Y M$,+NP(Y:;KET$TZJ!ZAP()#IP3Y#>,7*D-@X0V8U HG;=+,L(41V$QI::"K# MP@,)YGM&"\;J1(6];2!T1^D4"+KY%Q'!Q('
BJ0;N*&//&B2&/.(6D;K32\" MFZHUJ!;EED='%MI<"#0 M:20#=@(3_5DDS1>3+HF?VN^IORP>WK(C12("Q>A&I#7-!+]A)!MZ;E#^&#%Z MR(' >^U0VI2MG2B"?6K4!
B"DZ%L25(YLCZD33>&@<-L "*@N+:Q>E34C(;%9%&*EF M<+HR$G8A0[232U(%27B1=#J=Y@IMD9R8T3$8_]:&0X$Z$ C[[6$/IHP93#J$ M."H&,MJP< GP[IM*-
M1ZLWIWMAQ$*9T?6B-KIN&&I^74PS\.A!X\->4-G8+/J%2G$B4E><),VP[L9I1&3-$ MJ7 1!S=9I])AV0X6';LYH,8KE/('!F4OW=B6-9Z;@9U](%#?_77SKRE/YY11 M9P.J(KW.-
#/E;"CQN#R1E5HTK&:O&7BEJQB<6*P AH@HAX=A4$^6=FZ@!P*+ M@3N;U7">=VW'7<,8WV0)PL4MBIQBRUAV2[=)\MV"2T7=GC6BLE,)ONQN'%%K
MR/I"7JDJN8$'0JUAA74@4)GU$U<-;4.S-PM"FD11TBZ31ISI)<#'MDJGN.3A MV3 "^MT,FDQ/15E&PF"KAH4P#%=@J6J?@2NGM]][9283;69,!_P84M-)4=0 M!LH(Z,/D2L&H M%
()7FC*90!H_!N8D[-3C0<)5K$4F8M$A,RM%>KC6PR?R"E"&?HVVW-C"&]'- MF_- X"E[53O8JURP(5(\VNCE,H\,WQE"VPBK!I)W0L=TNBR<)/'IG,U4[.\
M3#EWOK6\)5Y)\ST.T=@7R&'<&!3M8+OM8OF('TR-&==ORJFU)K-!<]"@^(;5 MR6C' 5N-,)K!PYOIJ%7JNNY;,N#2+_90]*;"[PG=BYC>Z 1,+ M1*C9F$ HC>H)$Z&?
#J1QJ'O1TEJS!P+S-L^ K<2G0KM"H-I)DUY+)O9ZRRZ M12>:=F1YS&_6L^9LDS1NL>U/_H)FP%JEV6*XUS(1(NH8-=*E;Q3+JFG7N$ # M9N"O8$ZT^26>2/.:)><*50.//\
(FMMKO4F&K.YRA6"6D46NR':XIB0Z,V9XY M"'1,2C%,38OY-B)B):&;^E!:NHN*GC%]NV,A*>R2ZX%4>':A.O[4Y]-F%!GW MUS-=84TF1]93*(2T]':/=&1$+&M+C42DCU9@IW9H(:#
<@"5S&8>%@[%%<,PI*J2F%B8JE%^ MU,NWQ*I=%H.)3%M3JVF$F.,-YJTNIJVH =I+6J.^OJ69 X';D0VXO@ !WFZ* MPVSLP:1, ,T'81\2N9E-=I=+6.2@8
UE0>'#$TJ8#KLI!96S8EZ73M0#H<;8 M;"+]UGXOJX-MOX\MA4W:H8%Y'< 3-J?U,RG>8-BTC)WA4'N!*TP*7HM &(E' MB\Z ;B.MP0 B9P<" 1R"$!
[U1['0)4JT4%W#UI*FNF'5!497B4H@P8CW&7T6 MV4/8IP^1T$ 5"O3EQT+)S6TYZV1L-ME3D4SIP%)7(()2@<=PI<*G@6$,$XZU
M2/3*)"24J]F%0!:H(EI.2PLWJB)V7)7H8EV[.1T=".0+OJA$6((U:60'&D'O MUH_OX6X^;^#Y4/0S?]Z"*-SJKFI);TCN!"H3K%3&#%Z.5T,+K=5A"S%H=#W9 MLR][G
J]09RXBJ]T];0Y2CI4A2'=E67 M] .=25+@Y>0"'HU#(K4,J8+A9J<%K;PL@!4;+V9!(46=4$,3"V;:UUSJR^RO&5&$]7I;3JF6%-PQX+X#@O9$I'B-F&3
M[#YXA"/@YW0MFWA+P42!8QZ-^LU*Z8[ER2J/F@QL=J]1JF,X+X#101E M"_%X8]AJ#TPFR7,0%FAKW$J-6!2L;1K5PD()TQ;6I+QPQN:+JP#V%9-D1*%B+<8,U8-$23+=Q$?
Z0@\W%4'# M@<5HC^&DTOP4*3958*/=M6LZYJB*9ABYB6>FU_-M<;^7@QR"%2DT]03*Y*6Q M7E8)&@.GVV\F12IN5R9N*U;=7P!=4:N./$_H?BF@O6:_Z.<3I@7W0U5*<&*-
MB$D_2&9'$)>V)!KR@W7 P[E9L7633D)9DA:,;KH3AS-:>0/,U(4([+A[V MBTF]@)8-H<\UA%Z]GJQ!U#H/#X'=]A>EZ.2R#=:H-]HN1KY8$$C-!#B)^];8 M2NVI3?
3P>2Y5"%)J0RW#0F? ."(E,%4J5HL!9@\D8\UM]X23M,-M",^<%3 Y M@-+P'6,(8T@)HVPU-\CF # 5CXDCNVH1'#H*F+Q 9QE M]I()O(]3="(GISU5%DB>R
I=@S9+BR1[2H0)DZD4(!#3E8W!9%"MBW&T;W MQU)NM*FBYS?ID=?#*^"Z9@>N:P]L#Z:C.0A$S%$F06I[ENH>!P:;;ZJQI2XY M@*:QGM'SN;0TK;X;5H2R@F7
B$**CI;3D6\'2V)>-*T^M"=+6^ #6H)3C,$N M:&CC1BQ0)+#N(9B&4-2R8)"M"/;S5E602F"1^79$3[-Q/[%]!=@';,2/':D: MP'VA\@^G[/> 8;:,1"2=I>$#3D=-"4[A^78\[?
%E&@["N(+ZW@0$&EU%3V!? MHC?%@/.%*15.;0%=F;U&WK#'@;PW#G-NS2]66%6)##NU,)Y;[*P8 IO6Z(# M8[0-E2! F#M 8T8S,)+=+@YPM:[X+'3IR==
(H8!';%2.#0/!,IF+VYL#9-L M<$:*T"YP,/VPVY\"BB8Q8]$.:CT;)=D":^L<5T))S?LV%*Z["H/ (PP>KJ$I M%UB RPG8GCEHC!6@V^VJ#X4H#QQ1JTJKM#?Q1';2,3N=&8A!04P K.ZD$
+? M<$MB:&G+8B%N\9:8*H5.+S2!: WV: /!%+Y/!O2 9;Z?72B0W%SB0VGJS'< M;P5]!@5KGMAT [:].3%'[6HY(!P:P<:%CIHA%].LCW:FN:-PQS8E+.VXZFE#![-G>0'SY#[-
M,AK#:N53ZQK6Z PFR@B)X03+#8]I.E @NUCOE4+72[470S:SS-'!7$K4;51224OIJO1&IN9.!],Q M.U5;#6U=EG"$TPR,I+/M"+%5'1Y)G:T'"XS'+M;L/EY6^W*CLUDC(!3K)3[$
M>K8%:1#6,5"?H5N0[Q:WY-$'%%HO!*=GAU2\S<$2K"AML6&A]3ZLB-&J;9B+ M5=J5X4J*W944A'2Z5&'9)EQ+HQJ!*QMKLST!FN^:U68-_FVG"TVVK3S#85)" M#+@ 9;Z7[5.F,?
B/-^WI--L AL8!S("#@+'FH8(,9'J*VC)&V+F]H?N6;X'1 MEO0L%HCIF?EJGVGO2I@!PBMH!:B"N6I$=E\" MQL$/-RS.$;Z6)3J#STFSO=)AW@/7
/+$G!]#85$QV8S2JRYA9A&0H6)ZW@]O@@*.!03./8D"%\#]^," 34+AUT!KJ8)6")3SB4(*#,2 MZA .^VO5220"U?;\,*C-#;1V^D Q6C./.R-TY 40Q&LCL(=S?8/!1(HA@WZK
M$$:D,^D%1+MMK "+%6?I5,!M.!Q@-,/242:[^SA%)?&%E@Z'&:D*@FK#ZR[0 MM+^FM\-6RO3@+>87G3Y6,.TT@1HQA H+&A>6*JJOW8JE9K @ .%^1JCP/CLW MPP#-
D"8"YY9VMR R$A<(%Q9AG2I'DY7%6%CFH EG>F.9EBFGN=#&]J+P0SE: M=NB@TJ:>,$WO[M=!]JXF)'3]I"UO>(N&J'#KGP?&O03SS':PV'MB'- E,9=XA@X*H:"L?->>GA
M:CP@#'J#C5:JD3)Q&FST?6B&ESHTKOHKGL6(3J[1J-:V,-R7FL51O-9%KN M?-I5%*33K@\/N=A"D[ILPW ";Q6L]=<"YWMLDX (&/&C*#-WA[ZP'>57=;6N^B"(P=JFV40$-N!
MN=Y:$I=>T5 '/TA$<@2?COG$P/2$BZ3]3E%)5%S66-P#QL2!"4BS497&"]&; M\HNX0>0X1#7ZA(5#!2!(F5EE5INA4T.VFK2SP*:%R&8%Z2D9AE%[-YKJ(,3: M-
@FI&L%$KI/I,J(,=&K[Y-ADS%G,DG-XP.G]Y0P&02&QD+/*P+-.&LLXBX74 MZB"7F.=\;W&8QP8D%UI4!12,8JHH.C T$ Y/ TA9I(%OAP)A*V/$6Q=S0:YX)!%Z=(N: MPF8Y*9;
4H?"AA%U$('-#=[H$>AH&'3E2<*U>(6WR5IP(VMOOFR:Z& %JM9Z MY,<(E)"MF)ZR8WC&)ABD\0ZC0(K9,(!N>BN;.3JO:7):SKO0*A"Z#1N F%@8U@"N&(1D M.(Q2)]'69A2M-
P'4KS\37&^PT\->*4LRU])"#-9 &[%@46[7*C8\O0CPC 2^ M0:_+]LK-!_V5X0XQ+6;6JL@+I!X1B\"V_9(=!XE-@@^W:K[*$#LK#1R8F=C MH!"6!\L1#
[C"R==FFBWCUF8I"1S:QQA89C:E(E=E+/2VUG#;D\N\'8.8-=!8 MD^CV.STWW^[/]68ZM @V:Q5@ EUN[74^0[,)MR8I!YCK=D>83P,I7A+4:"9U MT%RT:[6T!9O"*ST0H2('-
$S<99='"+]W]-!XP#7[(LJ(5(>I.FO5)#L5W%RN M01,*V_I6VJ0BEJHT :C/MNE(CG!XEYB=2 .?JK960>IS&<<]#$D/#PJIG$3(M49?9P.R@V1WA"/"E8;@8*QA->YVH495BI0@-
,8YD!A(&S! .!H0KXO"(QQP1 M\?6BD4FI-ACM?4H&.#89+F!2T+LLBM/Q< 3+.#&W-&&R=G%RE!'ZA.H,1RM_ MQL6X#7#"EG,)D6X1X #VL0WVYWI=HFMV]&+GW+,E
FQ;1X]7"197F4?OJ$[$/?*3$)C1K2AAH@[19 M%@0B"X *N!?P7&T",] 8 -N.)R[2N>P"-#>,F(:\+&98#(+B-?7TTJ- M= ('|G75"ZUY>YND(W"*3+A&7DZ6$,8S7*;OEBO T7P?
^%3S*!HD%D"ZUNRW M>K1HA';)3)!R(K9VYP')J@7-Z7XS:L5^WFS!I>>7$VF15-1P%]XVD%AD2Z 4 M9]3;)W4Y>U9A[=+U1W!I@L!'Q(FV!N\R<(6E>9&J6(K:L HJ;\MP#NV<@HY/
MW=*:'J3^IAE9$&,C'HQ#LMB'MX8RY8QLZP'.NK5XIT' M3NTAUUH-HJU^0%(M*WD#%K[7B!MN88689G8'UAR:4X-L1!,&,9.8#8*V26N MF66S&+!S0(L1$>]@T=JQA,H
N[,Q@D5*E9 Y- L#I6I&GA;A Q!D@Q!A[_5(MBZ,$MNOU)B2:K'$#7HM'DZVG)-$FA5@'%Z,9$R0:5&HRH5 MC!I0$B''7*4[PA!COX8RE'19&O_V47RSO0L4 (^^.:=A$W->P
'W96MX,S0" M;#6,1ENXZ$](#C!>O)RNX!VXX3UL6M+(V4,L-/1,.3.#7=3"J ML)W[<:,FYHB/!VJ3:J65Q,/)LC^&*\W(TSH$O*.5?A@"=2^S10BRPXZW[<,-J3MF+'BDD;H&UPXL]) 6U]
[G;K.%,W&9# /;A.VNI_$ V1:3V:#0[#VP61J#([4N M6X:J+$Q!ZT(;987$9#R<]7"X@AT8TWJ#*,^9>,@U(%]T&$U";39A GAK3[&Y M2KB0 >;H9OOC8"B%E@VSPS6$-K)+53;
[J3^K=IQED@0#;U@)Y!)P_Q&K!#8- MR= 8@S4Z33PN,0VPP5H"U8<%7,40JMIK.9I&C48UF(^S?J&LJSX',-$I:[YD M$8?6**VV!IO4*P#MG-#16:@\ISN41!@P(=?
*_BD"8$EQF!@*KD,O=E98R0-[M8M=+5!NSKL]T35UA[:*=FITIK:_-;A_ 3*.G]:8(U2J+UIQOK*>-..>-^VEZQ4%WG7AH=GUSI("V.]LNEFO<]:"K*(6T540Y4.U77:FY'_
MY46^7!=*"/PPV", >R75"80JLYLFCQ)- H>-CC"@[#1SH[D W,/4[MET1F'8 M#.X:1BANUC;%;K> -/?VS %0P$T14!4ZL^:PH$4D:Z]A.1L[1C]38CG?*"PN
M;WM<58ZAIB3B/KY+TQ4ZYAHA!_0UJ[)N?U1/H(J$]B<^>=:;0"U 5W00P*B% M6&-<6)'((]-$C72R3I!RV@"U@8B<:,@[75.RHQW,.B,2'"V(-CZ0Q MTFQU*MWMA&G+4 H@M
7@D %+7U,T$*R-#G*.=7\O,'1CQYEPN$6X4YD9C/@" M["F6*)WULJ@7:6\R;6LH4G-;+O)MU)O%PBY:S++.,"%J9*UYZKJ[&7HS;K&? MXY5/M"O)*:LU0Y0;UR'E'FLT&
<6;H$T],%XC:'CD_I ++1?ZE/1FZ20.H=Y JFR37ABR".]$=]O;OC1JMEMBG63M[MM19U; M'?B,:,"92&!3Z'LM-]OK8.>$1 XP+&D0 T<>J(!,P*K<)7)$FJPR*9FND);D MFM8\@*
<2H*YC0%T+!",2B%(66JN)#IDX0@,6YI#K7.M!:)A 2(9:IJ.]-H[1 M@E^,)0?S2D5/[3-/+YIG/[TX$'CKQJ ,@6[(JFTM >>1T1!!9"Z&\\"2-[M0 M0N^.?1">B4Z("C0&@N:)OP?
VIA/_@V'P+MN @DH'! MKD"$-5*]G']AT 5!"X.4&92/H2$0) MZ5RL)3@_@5%*F?,PB)&!UR\;J1X KZ\LJA+V\,3M=((I->PRKE !R*N]6[_ M,%6UN%>&=M3C%!CAD.HZ<"9N]&Z](I-
RTJU)Q$'JN/'+RS M1"O88+I@;5$^8HKUM#X<(9]/""&7M2ANOSS7H BEZZU&=ZDNW%HVT"'J*%8_&,<6+F\5C2WIR/ /5(: MK/EH4130I(^8NU\?L/>@=HQEF3H)Q6S
MT3G8,F@_RW6'F;D$ H%(#.SI$=C3+(*CMM1+R-7^(?FIJ:KKCC2/B6B7!!-5 ML$]0WW4@ Q,&P,+BJ[2HEAH]:+@87;1G64":3@FT]HUV8;C#6TAZ% M>QQ6;-V*ET2,=/V%U/>
54[)"G474=E?.[Z^&19N.==RFM[1X!$K<(Z]%-6(6[7/\^K)](N]S7&I-%VS<@3E:ML812D%O9&[,[]G8',(S'T8#J M[W&X6#:&DL;Y148B9*9N<8;K*O[!$8BS8US I5-
S'P1$XH%+)R4Z,FS(*RH# M4=6\0/&*,C"&16 +XP]/?#@0$9(PSY-09 <^B(A\KAW$XW'::V%B OD%$JNA M6PE4HYP5/3#G)$%-FTX\9\#Q--
K#W28%MSTPUOW68X52X4(=C!P+:7BH%893 MPGB83C)(=TAZ:X5Z0?9XGQF388PF&RO 09%KQ8:>BGZQ&""$7&TF"UO99]IG M;:$]4T2E/9K9(4'$=
(X7OEU+&VV%%PPX=+%U03"I M>;6[D/O+B<0*F;?2S=D^(>D.LZ0R6H'1&Y>^;PS=.)YRK:DOI6-C9F35>&P9 MQ#S5^QT43RR(MX;,?)>-DR2_Q;3IM;#I
H29(N9OC_D0B&DW^3'O,VX"JB8 MIGG)&GB=8"Y:K(VUPR%;#))T1M]:T=P@6PU C,YPS"# VCGF/6SXD3&%:Q"R M[\(P$++7!]9Z ;PN 4V"2&U9JM8M3;U/>78AMU4&*
(Y(9FF($<0VAS>[D\=UN:A08,T$1!P: M"%PDR_[&M"2IZZZEJIF6ANVW"'.?:<>A40^$79%-D0W/IVP2XCAA(X\!! JS1FE/>-_=8S$6.D!? N MDJ<]Z.ZY9CJZMMIU&D54NTA$-
^G"XW>EBU-;SCED&0KC&J:C9@$<>G)?;AM MX[L'I??)M,TNG@8N%E(R&SZ(I6_VK% V@28P)'8S*+>[_,&3:;KOS:5^X.$@ M5L>@..F5W:7OK_RANC^PCC61/=R2P[6"T0A>-
CK#4=A410PN:D![MC7P MT;M<=>!T8:P6=H9XI#0V'$)!F@Y[6<&?=/18F4E@R-'!J4H)BX)*%$ K&;GQ M#(]3&17*-*A!%&0TW-PV><$R?';F5G#4VC3VW:<*+G6.6 MX%
$\.@6A(G,U6EH-8J!K$?==EE2%CR@)\X0AA9CIF-@=$B6"1N7HPC?;,LP M1Y8)E]I^'2Q.1E(% ,H*V-6)3NB5X<>DM5SR#@$L,O@S*:,AGCE,8*Q V)/U
MP+1#3.=%9)3D4#74M^&66*PKAB+L/6R\?K7JDGF'E!6%X'%^[4UEPK_G89;6TB5D9]9A-FCBL,1WM^2$THN1>6 MG359IU))2)DV M=PUD#; ,
<"G4DB&K6J&;E<*/TVE.I2H#;&)..O=_+PU(O&_1,@N8C7F%6Y?@@6(:V=KTH5&!'&VC)LZ5! MI$/>F:#1$EO-'0J=MD6M;ZU@?SGO5;!@5Z69CO;,(8F7D:Z;
<]R9!CTLF#6K'""RS@=G$UM*Q1!Z$X6JO MY6FLHR8((X#VQ/%BXC/EM&M,\1[!U>78X*Z-F?6!.:MB"0L)>D)6KD(PXM?LG^2&[+B($2^V B,7U="EP: (1"[ACXT:'5]1&E0=@ M+?
H[N8#^.JV&_5S#B0[3*MC+O::'N MBQ32)]W=)S*RHLKH349,Z=4^92I$GNN8 9YM&:P%5XC:J2JWL-:Y[#J^QB?S M?H/H8VMO(O4:?+YN=CJ=2;\O3;CNV+"%@M@"K&)D.,.]?
58D@Q1SGA3J7)D/ MF/X:#U:ST$:Z9"5#[77#H=;Q6BT[BS!>MK"LLW:JWAHO6D3#!+HQVH1K]0P1 ML7A961\>!S,^-Z31>[W#4\PD.%7'?]>6$8,Q6"4(V0O=74@MN9 M--F=
[DRA8(57B[%:+>P)$S?H/CX,]\:!I5C:A>2,I0.#[4:05\)M:9V;/FG% M$K^+FR7209I8S:][X7JI;PABEU&E>F-B4.JSS:F?5=NG^[[]@36KAC1 PQ<(M\&7L08H4R?
F.;FGI$I_76!HR^$(N0/S=W.3Q!$[*J6L3(W(@1"$QMW1FN*?$ M$T'@3"ONM[207P+A$W8S%Z=SWTUH--54,H"EBNGL'G];@_VK]9NVFV,()JTU MIY',BS[@='PD3EI4%NT%QHR*:-
N,7]@;)F.[2M@+VZ* 4,M1P'?4Q7BPT.BT M$V*#R9R+&R+/)< V<+ P:MA*48_I?-BW!BO4P)Q@GQ498*S:'D(!@0T Y9T# M5YL(=JW.H!G#T5M#9\PLX?EZ6
B;X:::..CXS#]HC>M[2HMDD0 M]HK])Q=8;H-M<&R3.K$9+_$.6DT%TVX.>H8C9:[/'!P5#25"PW%?EX50S^:. MV$N-[4;HFB->:AD)K3AYPY#7^Z3NW$);
(+A\$6(5\L8A(L5H"XZA="='($7=7,J3BK. MWS^IVP<69#HSH?X&6-V.EFAZ2-'YTBBR@1?F#)?/?:,WIRRY 3A?+VM6H[BY M9#')Q$;"@!R"X1>0.HK(.LGV')O8H!5BL>-
,FL^IP<"/&2.P?]K\KW^(@BK?].H8@..NK M'-*L4V2WW3+=O6, /OF*@4YAA=G#SRY*MNP[(@I4?_CI[X<0Q>.C672+.T6X/%P2]^8W7ISL\Q21WQG.[I*IT9Q!Z;MAFEF MA NKSYX
FKK"=9?'$91&4)1J(!2&D#2*,@V":K,T2B 4BV$X?5+V*4UO7?[6 ML<+=VS30RQ'FIX@S[>0$^^3>.46K+#BO-(5]US5%D!PX MCA\GJ M[ZKOAIXANI\UT&(9"4
1MW.D]U;@<9504/8XUC@-+>$%3%\C470E2 M%&&ZP*10%(ZWV\R=<]&W]FJR\Q2D^]);!@('X=59 X?#B(*U$A?HIKN#UW>F
MWRL/@ID[:TE.:WHVR_>3W@H>7D')) 2]&R2H\1=N:'ALS=7RW,@OL$V M:9)M4A3=(5"4;3.-!M4&OJJ)L,TF0W=.BC]+^[-UDUCATMUAO.T;:7HB3J((
M+.S2/BGFM/MG:NL4I9RI,?E6I9_U_AGM1W=Z$6ZU_9FH^@Y4>,8./J/I&6+[M=\8PG-'TNY!A4*7;>>-C!L>K6WU?Y.V]+/+L&076#;Z3C *H9H4IF$9Z1D(! MC/JXLC6RA=-
+HCP^VXL6[[*TPFZ>QU>[;H;_YQ@]V\)/;KO_NA!__NDTBF5 M;EO.KM<3R*F-#DINM5$[\J/$"+,S'=_MS/><)G[:(-*#^1[,3G/_A$*)MQ/EBX8;1>80'X@IF=Y%W#@\X=8ZV
M@:"_A_$@1@O'.,\ @6/GY"L:]#D"@B+/+;1D]GBF[\:(.'_T,#.R3H0V#F" M@3Y'ZD#?O"(0]3QPW/HQ34N<'A=-)Q 0ZG>8K$.CH[F-$]!1$7[,,9 SL5 M$%;B+J/L_
'#.485%]!PQL!./:UPL\RWCBIQ$N79T5YB6><1J3R="5Q QEV(MC(&Q/(\XQ'D.A;MY&DITP^SH(/>M^/Q!Q.DQXP5$W)6(Z 168OCG43[J#'V<
M;V'&W1P0BF6<;_3A/QT2ISNM[RU$M(W$-4W+"(^V_/P\HA+_Z; X7<#W%*T\ MR$>TP8K>EW#89W"S!];S];<0BG.__<[CT.41<>^CUS8&<"
MZAP?]KS'H>H"J,X8V)F@NM.G^NR"L+@1\9PSLKGCYXWF(I//9/-W=WQQY#EFD>QR2+EBD,P9V:E*R M.51'P\Y1%$>.MN\TGA1II-XCP(0C5Z ,B5[@XJ<,[&QH(N@+:+J-'@]10Z)7
MH!1)W/G7W#'D%32)40CZ/0TFFKP IMOH\2[S!MWAZ9UU_"K'Q:<69,STJF;NJ9OJ0!,*9B[%2ZJ$VIR>'Y[&W5N2]BHL)(X MV1F-KN&G9Q-UQY!X7$IB9;YPDH. MOZ968KM'?
==,C*0ZNHO"KH1O4>DVQ[LOE=GNB4O!I'=?7QE8MV.%[K+K0B<7 M.KG0R85.+G1RH9,+G=RM.KGTRJO+&'!7*SMJA2R^U[=[GXDLN.O+MZ_ON>Y][W^M^EUQZ\45'OA\4
MWV?7\[=O@EN7?-_%][WH?D+[W"^_Z.)+[G79 MO?_+?1[V??<_=N2^Z .:V,,?>+]QZX>-1^_(F]^\4'F;_YD^_FO^I='-I)+ M?_0O_Y9XU"<5\I>^_%LO8-
6TTZ5ZBY^:3+4'7_/6]__OKRQ_.?OM)UE_^.JW M?>!3CZ;MK^:/88YS_8$^FZ\<=UULRZI^\E.>^BM/^]7?^=UG_-XSG_7L/WKA MBU[\DI>^[#6O?=WK_^P-
U[[]'7_USG?]];L_^*&_^_!'/OJQ3W_FNL_^G\]] M_E^_]O4;_NT;_W[9;L@7W^M>E]S[7O>ZUWWN<^\ #/FR>SWLO]P;O<^18_=O MCK\/,QZPN6_K%Q_^FP^4GV_^,'Z_5SWB+_^VG?
S+CWSREQH_^5O*@Q;LEU]P MS2.)'U7)SO)1EZ:__-O=;#?>B95/J2<]^6# 7WWT@W_GCU[S]@]^^E]_]X6O M?<>'/O.UG^II-ET\Y1DO>MU?
_=UU7U]MG_I[+W[].S_\V1LXW2E_Y9DO^;-W M?>3__!O3G[G5TY[UTC?\]4<_]XW''!_U_6O/OMEU[[[8Y__]YL^=N3_>JY M^+)++CMR]9%_^M0_77O#S]WPI3=]^$W??
&5^_2]\X1\>?[L%#_OSA[SZVD^] MA'Q1^PE??]V-'_U6<,V7CWWCQS_TYNU//,K[;X]^T#L?\=('O.&_?NAG?_Q!

M+_G=AT4_UGS/;SWP8>ISKWK]8U_5>DK_65/I.NZ2;_QK<(W_T_^$A8]^S5>^ M]ISW?OUSCWK; RY[XS4_KS6?^(@G?!)_W'WKYZ[_&>Y]

M\]7^]]1O$G[WT$<]!P"O_\OT_\;HO//79SWEC\O:/OZ7\F_X;'O4#E]^8CK_X M^8_-QOP?OW#P(S_XL^GD25>]!I,OC'YO_1\?>-Y'?OS';__TZ,^>=^V-[WYI M_M[THSlYV(L^\+!_'_?_FS?

^R7/_'6MS[LZ8^YX;<^\8F7$"^DB^C&1W_VNK_[M_+,=^ITON_;^+WM5].BZ6G_Y(;_\4ZIQV>>O[3SR9QH!!O0AM?6W;WOH)!U MGNK!O_#<=[WHNB]_3_>\?#-.[__H?

_RBS=>^^Y?^-G_N/[ZM3]YW#/:'_L MYL]>\'HC^>6'/0=>3_OT0^$/!WW\R-=|=>GA4[>?^WV_FD4^2CW!S(I[_\=`X M;\SCO1?83Y'?^Q0+!|V_XF>L^?

*TGWJH<+OWKYU^[UU2]>DI)?$=D_>,*O/.\S MR@?_<'4#],TW_,6S[8^\|/>?1[WE[R]ZZ%>?_GGT><_!W/8U;_ED^Z'O^4+T MUZ-'+]fY]R\\X8_0SH_]QI=>\0[[_V9:S=9]-K>-*

*O[]_]O>]B?TAI]_B_RZCS_A6\]ZQ'4/^?A3CKVY M_?D';YJ?D48OO4I_*O_$M[[@A@\^L/$[SWO8FZ_XHO#>'WOR#__YU1]XR"O1 MUSW&O?<'_HXY-_^TP_\^0O>]95C?_*0ZSY7'?*

O$Y[PK(]_]8_^^_L__\"" M?^A^#WW7AV^]O5?/_RMOW\\^ZK7O/"_>\6'9QXI/6?I+T'M^/C]XJ?^\!WBS_Z_]IK77Y[^VN->],1W:(HH(_YX;<_[8!?_ZU7W/CD7_U_*

*MKWG>6[_UXJ]\Y>K?O,IXXANNS]/"7_7*7?[M^^RK]QO:OOX.@/VL!>].1.SSYB1^]^.?_]TU'WG'U M-^";CKSY_\O'@KW_\UH>OO>$M^9>>\2;OS=@A_Y*

*M^"77O,]_^NJ5V]=\Z/\)>!\N_?>F6N>K%S_F#ITGW?L[S7ZH_Z$/23_[^.X\] M_^L9K_WU:V]X7/WW\TE_]\U_JO_L7S_YI?._)S_Q]D^]^IG/?ONlV5?^Z#/^*

*M\"EO_J47MH_\Y>]%+^D>^>H"]/;BZ(]/XZNOO^G(D]]:N.^ZX:%_\8//?OH3 MH%?_^_O>^.:?D*Y[UB-^H1HLO/>>77[OYZ@??^M!W/.KC3W_YR_0'O>*/OO+N*

MBUY]&>CL3^[_K<_E?;>#Z_]A,N>E(>,WU[OQ>V MR'=%P>5W3_34>>]2.CFXY_5_*__C4IZ]?O_/&)UX^.A;\Q!\X3'S#_[: M__SZ^X+K7@W6]9X_,/RLP]ZX[SSZ\]

*[V#/?I;#KZ!NO>]#PY,>-C[^-MOQKHY&&O?:[CWO/9ZY[ZU8?^\Q^_Q;CQ^5*WON&5WUH\@$\U>,5+W_;IKY3# M9W_A8_>G?NM_//"-XY[_\#?B9WIH1;_Y\-*

*XKGK-.7OOF1]37ONQIZM4 #$__MD;_\XG]4CX.N_MWG1<%]_]L_?O-MKSGQD]UZ+]>]2=??E0\V<>|^B%Q\+3/ M*Y7XM@\UWE_Z]'?:O-/T<97WR0V7O,#_?YO/^.G/O&N1_S-*

D]#^OS+_VC]_M+OS4%W]-]4_"/?^:#/_WLIU;YK_O^_|>><\<-S M/_N]XY^YR=CUW/^=\SG]AL:.5 > M?ZOSTO?*H.R& AUQS/\'/>X59G_T2P6-7ZJ/SR/_W\,9L;Q+.F3.HSJLN5G*

*M"@MO]?8ZL^B?C0G,((U]Y1UPQYB ES4I@#."Z,Q(%F/RI[T=U9KF!P2V"X4= M=@W'U58*T?+-W==$Q=V-K/,B897;^LXYJN#(@KR.AXM.93$J2[G' H:3KU87*

*M2WK&0"U;0:I\NS8K2V-NQ&L$\L64+'Q7?J&G#5/NEA.SKM286TR+ =|\NY?NG M*'#H\?AZJ7YSN$+0ENY3920$DR'A=,Z+Y_Q/S$^-7ZCYOK[2[C=Y2WPQ:4>J?Y71+IC^UXCK@]WMD3&DVJG4Z:(DI-PQ>**Z&\YR46\)23^*P?7GMV4H7D2A$8.DW;Z[VOW M>!! K7(%_)9BEQ3SS2T& 6l.5]=N_)+)B CGMM+4MK*6HT^)<0OU=O-K.*

M7>X#=P\3]7=Q.0$:*M RHA4%P(3+P6?9K"W*GX"6":TG%^[C03+I1=N9$1F MQZ1DN%:O:S29:YG2A'WX?$_.KQFF=C@S?GXTV-^/I/#1_XJ9F[6S M;Z'X)

*[)$4&1>CH&U?5I<$)_R=27YK->*B=T52C&&DPW&N/*?"24S\M>E[8C* ML%Z;4FDB8EVY-A"QH>"T(@O>//TXW*^S6BZW\PKI[IDPZ2O/;$\+G(L;,@@= MV;4?D?*

*IG5B83!,#,0@'8GMX.IP"8*8#%%O)^ .8H7@0?L:'ICR-',ZJEVZ@+] MLQZ4P/KU5F=^04SE]8RJZ$'FNH,Z"U_>0I2L6]EM4U.O$?%XS>L:&2X][PJ?_M_.!]9T^$C@2,UW]I^?*

*L'N55,C0HANU:SH#X,,,?ZHBJKAO\3=&"3^)*M2L&: MA_'Y3:1NQ4G8F[N*9F5UX2Y]\;/:;=D(X#U!).2_SCPW_2X2V.PA-XR,LIO- MW&LAP2B KYA-(VIGIH'$/[IR3VI]+SF&N7;*

*<)6[!V57>P/2D;%:?CXJW=^_E\1G;.LV#CZ"Y;@1EI?O1<1& .*NF=]N-7 MS[9X56P_OKLOH/I3QK(;ZY= _&VKSNQHC)H8$,COXB/%1E9Q MDEU;^E,_D"W&*

*<="H%A:QNIF]O3]. ^%]Y[GJ^0,5I%N(\;7[*F=-V-SG5B+ MDR3RC]<|-8N^=Q)BW[G;%Q)#>W:;QG5ULN#S%_!$WQ\=MDM,R3/S$P:$&1=E M%?D%*

*<'#,]I>W^_7+E7$H19T(_<2CTMWS O:AHX#]V$_MLK"#==VO+RD *_(V M!<"RR\!7//!NN73%W+++..HT6E=V9&*>_.&9V ?<6 M7V"S9J)(HB,"O?AV/0\01)FX,\PK5J*_'TRK$STR M&/-*

*(D->9AD<0)D)VC>&2FL&;?M(X6&W)1 ,'7%DJ MZO-;&QU1%99W38E)ZK=\Z^.,K;DW5#6"N9T.+\EE&_^*IX^;^J(4E)/9P?&6M M)2F_1!I*R"9^]"K\!"SL!@?VXE!BWS/&C M3+%*

*{=H;6OBUZ>RBKT-*O[QGUF9KPQS?_[3Y&9/H[#9U:M1< M5RE4I!/%;I;JVQ_^ 1?]\"$S\TT6(2U_0/=?N\;G1^98-WQ.+6Z,/C5J4&]D M[4Q.=7S! \NSO,[C?OVO9?1?[-AC*

,!F9]@<@*U#] M)%>]"U>_1=3@VCE*+Q2]'[*8*2G!68]R[O4_P?+\K:C^A MM-_59JBEVU6X;/WKQXZQT)B/E+D\6"2ATT!%(UYBDN.=?2$^5\^GAA?>>K3 MM_O2#0QF?*

V4"XW0/->9_RD4T[FB(F.B-V M=H,:,2:2ZAL]QIV+W!+^CI4'#X[:F'3Z';V7V48\O%QQ99\D83/S1!GG_M M)OR8>NP?/#=-S'R^R%\N?8^>@4GS^E-UP?@N0]7SPBSG682$>6-

*4OADH]M15 1S+;/=@ M 'X8[7=N@)=9FHL@(06"+Y *\/,K<8^]/HOP<@Y7&R/E5$ MQVUZ{(C:ON\D/H>I051 M8. $OD{W(NX*;#W$]W"H"= CB&K3@"=_I\'C @[Q#_V9V4 M$U2A*

-RT1-OQM0N_0+.!5(&\MUS)KB:A MZXG429KKBLG?5FZ/5DM/PXB061E9RQ[80/%H-+@YN#2YD3KGSVKBG++/;Q

*MOOQNY&!MC)A"D+;2*9[7=)WX4=RD7=VD)ARGW>Y>,ZTTV,.?I>DMJP(-."[^M\ )@%R'#0H^282NCRNJ0U=5 M^.E2FXXRAWAP1RA[^O@K>T\WD*'/$Q4;&U@6]AI-*

*GM'&7KD&K;N]1OI<,1<9(() M[E-AM(VR9'R.=9BE'K6-^LR_/]3L]?I_6Q_%M23,WB3&VQ-SL2W1 ^7]RU?,3>*330BTD0'$,D]SN?\V514G&FK]O+[A G? MEW,EA2J;*

[E;/A&\PYLB\7$#]U\F6*[?0+_/XQ*]"%R#'H>Z(ZT[,/#REH/ M-5BH$6K_X7]4_QF2N] !U?7VY(9KQ%@=N1]3!*R_WDL*JW17/^[]P08_%REN*

M3:.WM$A'T5PCYMK55]W21^.84,WXP^^3M[?'1F%L.$\P?W+.29A,FLR;SO MM(WA9_KH6II3=#SGS:)N#VV1N(:A@02M.ZVG>9,SN[+8.D'V),F%9,;']ZRB

MN%C^L\6{)BO&X&A@DOC5-\(()4)V]/7(6^30]J6XJM7989?Z6;<=85DBD^<458,$Q.,;[2WZ#H+_TNUK^L.!7_]!&O?=EBXWS0X[_68R+"P8,E,]7?!2X,D M,3'DPIPFE:PO+$-

*HX.>2Y.V64[<&4OO*_OLT^6KS8=7ZW!"4)5"#(%KHR#@" M!?]E5D8XJOOJNCQA]E$GI5-HG%W2H*9L2N.#MW1]KS0?+\RKU^A?!97-M?K?P?.9*

9QJOUZ3C=E80@!7[6@,XH07MA@]MD94KYUE6N_E,\2Z-!GHL+16 MZM\B=>4(6]\/TVG?IT[92NZ?U# &6C]-RNVPP,65PT:"T%"7X(\C$MD_7G! M.[?#\P4KFM1I[S?NT"'.L5_7.?*

GI^,UCVL:L+|BC|\)POXE&.RF8C 4FE)T M:+AF\XL"R*YAUSU\MZ%9HXU=!E$%.<'EV8HHEYI.J![5)4T M'I*O&*F6\L4]?O7Z(_';N$QUAJ&'T]>*Z#6EA5Y2Z$#K^1,STP;"[",XRN5*

*M7$GSHIT-M@O?E#4K9I&M!\P/WO2IFIV+X4'IR,0E;G8 =("S4(IFUXQF+O4 M1*9]# H7&%Q0YJHOPJL M5,^B=L+,A>3+W 6+9-4NF#%VS*VBOU:0M0?"9^]Y*6QN)SQ*

M=;2),C7QCX[=^>F7)9\NH+|FHKQ'@X+HEN|GY H%KH%AX$*FMA#C5K|QY# & M"#,>XX9R[>@L#;?**5[P/:=+'_]2J.(7 4P !Y)8FSV*@VE[!9BRP/9"/QPJ7Q!5LXDN$%@(SF7N

M,N-G"7>]@S4]75KUU*.%4G)K-EG]IZ3 'XRF4MM4!(+4V+MY[>QU]KJ:W! M?&=J.E_^?*!OYV YSN0UK]V\36Z_I5+SZPWYIGW^82)3 Z1!*#D@N>7+1SOJ M!2)-'09O1B8#FI+?*

*\%]7N[+>ZGD@P>(LDZ2L1_/*V+G#LZ+Q#7GT%K;/VEUG M:X=NF9ZAORQYP_TN3;)CR;F(1BM%D1SNFP0R"!Z-(O:P,'0WU<5+>@A,S--NHW;=B7N*

MO\'%%3!=N,ITY_9&9^S&Z[W"1Q#=_&K'S|MLDJ8%LV^/T=E.Z(\%? ?I;Z M(4!S+& =C&W#BD JJ;&@LATEF'-U(Z0A^SK_?5D^^MU L(D^W!,T\Z.S:/*

*M'IN$>;J^5QAM&#P3@9JZ^\% ,%9;%@P#KVTPR^N;2Z7=RZWU7/\+\C3_|_#@[M^6)L'040!>4%?WA<5IN=2HQMDE?$1G%*I;^!&S;(I3-*

*0MV@2@@(05KO4!4_@<+.+|'@R)HF=#37+=W9S.QDJRZ:U8D*6)CE>RI.QWI%<33+/5# M/X4SO4*43Z:,D!HDQ>O>)9!=PLG=9W#UUS<>VIH:]TE3B=Y&YB>0S&O[F9.(*

MK/X:CI &8OP/0[.LRC"H=WZYR;56%RZ>>. SS$:0"=]*V8C$KY?% MDH8G&4$3D_]0/]5N\'+1-#+DZM18"EV^(#WH?&B>3^?>GO>(V;]<\W04 UF@ MB[B.2"Y=;<6*

[ZT\AR6)ZC CP01/=L2U./4=R=ZKRC1<[F4+.HJ?@13<-I<=[MAX76H4P-%W'3QI-)B_B0S\&[NTD9(5^4VW(#F%EKN;XLI-XRM2Z50+3H.!= M\]3-X CC+]0"F.K60 RTA!10@8.*

MPK1$.P!48/,#N\K4>:)Z=\2D-[HH !<*@(6@"[57BQ8<^1Y)75->?+/G/XHB0 MA (W1+U^1EQQ8",D)I])S+5C\OPHYQ[Y]X'ATW !@5]QS17YGN!5D47FJ M;2T;]B@PJ/C-*

*-3*1++%ATB3S7 FRR ,<)O,1-F8*46]WUZ@.&6W9;RPO3U F M"1"DV/D,S<^+'^3Z3 /]T"V>R23+Y%M(W?^*(H+QAA?>>K3%QM8=Y&^M=3*X,:5)*

*(GX61PPB^XHB/K<BV<[.P;1GSIPF>(+=ZYA(7K[6 _QQ))) MV)DF@JGCZ**>EL@SI6GE91N14Q)WE$ZN9RS[]?]+P1F<<^^F'UC,N[18PO$.NH;HX,?EE[. M[@J_W8Z_SP,*

<>ZC"Z]1ZWD1+UU:-4Z@X_()W&\UC\P3"W^ MDFO^^36(%S5&I@D_RZ$,=4GASY+X]][UM1\,,1T36,ORA_23J[I#UA1 M]#?

*]M7V^SW_5]5"AL6N:$_$S/XVKQASR>>)+Y78@XOHEX4V73U,]R2>S2R0 MK;8#"U?0V- 11MC4C/W63Q#(HAY!4-C]^, +^!@5@5O.R:OL6(@QC&28H),ZO M9I4'*MWO3C)X];S?!#?*

*8=@"=@'8T!?<,%[@!U<]M X!1#F9YL1P1T%>V9]X$ZN M@7>MMHJC?TBORPU0_+<2.C(K"\H1^R!L$UPS\$<"MU'|)H(4,)+B67(QB0.2 M$$JBJ_4&ZJ**G^X*

*-3IQ__&,@.9F/+8/8+E+\]R^_,U:1/G,JBU;_P\HVM#N5R=N*G[] M+(@.$P;?FX\WHX[,+EVPZV8TOTYH-S:BHBX,I[5:.&O] M[!BV*Q\]AZ5\3JN*\WH&CE16SU2_72Z/0=W\.S+-*

$BKP@M;+(] BK\RE8U_U MF0X$'[O^XU7VI$%RN>7>U;R5?|&Y8'YL\EMEW:+5V&!!SZ,TT^]_%_"BH:WC M7]S AUUD25<|I>)DMR DZ&35&S$&N.B1J9^MDTQJ;BZW,Z/D?A:PJ-

ZUNK&C3 M4 %V]T]JK6-4<2@<59)-UB!YZ1F >2_8-0PWO[B,Y@!4Q^G@.MW!.N=#&YT^ M=H 9FYK] =T912T1=I3,)'"S78+ [UV'4>\0(_TOEL[

M=FMNUXE./JWT.V56;J)5C[S47WH4P5RU\3$L,D'IA+9\=TTJ!?"IPE[OH&^] MQ6'L,#APBD$>QM"P 1?&1=7"&\R") M6_/4Y'L]&2/(EU):6NK@6%A8:/

<#24E)"1'KU[FW5:DJQJW2GIZ4)0WJ15P MA0F#)V<_!KJ*0*@KPT : -N VA>XQ6H:847TA3 *8HAH=G7QX8#WP+N\<@ M5W$$3Q7;N3.\'HDPZ,S26W(8ZC7:DTV)$X-*

X.Y^9G!3D)_[T@_7BRWE{MZ1HJ7P_HH67UL9BAG,A&F81HOP)QO(L0P^L#KNCZ#5]?"\-Q)(J2,.3/P*_KK MVTV,P'>H_)HI[*%?DA++'@50MF&_.IKN,21'+*+E]"[15C;<9'S ^_YC4)F*

M(HOM|TT/O^7O.6WUV+F=:]9G(%49V@CF"-)'V$#DZ9^%;](@*C3\7 MV!6$W46O78V^\>;EC0>|>@I"=MD)_#9/NKM5GKA$V3>G,KOE//OZ^+XV#G0 M6UQ1=*'[*

*>V%9P_HK@:]H7^ $6G:^1NX^O?NW_QF0-KORWO##IZ1#4$]&U]R M\HG=ZR'??|\1^>[K6VVQ8-(UDMYGWOH$N]/ZE1QL#<|<6PFS//IL,._F\'HGR M*P+^[2ZQK4X!O*O8?*

=EWN+;7-7)A%'#8.YOE#[]YQMS=.?-^ FPJ88>)AVP MSF>29X*\'5Y>'!U2$9<5>,'>QI=F_'@'G_]>*1JA=:,?W@H#_J_V&"9/)NM(.M66H1)#M-OJGHK 0V5S2 [N'1+*

*M!55D)1XK/'ERYU+=5CA5>6>+_"%#'T1H M#[EWD(O(HM^O/[@]3RE*S&=FHU@Y@W]A.'$?B-2QMDAK%3[G@5T3N.LF*801-ME%L/$,0UC7VU^/>>_ON7G^1S*

/W@J;%^_=Q)1)TH_TY8'SF@6IZ$&3/E;1 M)9?[FJ-/V HC&YK/7@HVKF"O>.W.V,]TCT7ZD$5H,%5%79F=M#%F&:?WV!H+ M=)L'U0"?<'H1<+G8PBTI^ N,3INEE BI>?(/<^"#|*

(&;2VX:<|:90\L%+ MA>_^XD0+C#BW_GXG 3Z(K_P4@M\D@6:A4?)O)]KFHS0Q!M>DIJ[4@# 6-(71/9[']O3;97+&%-|NWI[- M[OO62^:

*.[KA)@FO*F+/XTLMH1"D%@C7[HKW$'Y1]Q,@\ H^3I384FV1\0K. MO J4&X>U0G9Z19H\?UK4O2.L>3U/?W%V8VM3F:#JBN]W!A*\404%8E-L)E" M&4+(&+ZEBW6I"LHCSV-*

*=O^UNVV?Y]/""%-*ZA/U>#,#*=T/E2 %A,8#QG C[V M;5#]O77OD)P2ERI;]T'C8!?RTI[4PUFC21>8N4&[]TDJ M(L!=[9'7!KOO#9?N7OP0$ T-,KLPQ ZL#6,U_4_\4]?])*

*MK>#4U;3=_*ZVV+9P,O3CO++E7D-3$WU%;6&8O>^<@WT[OI*9OC$?':QM J:_M#WML?:9<0 _!A:/@5*EQ\,'6=:]ZDX, /\' \N=%=]ZEEUG]>XPP=(-D\ M$.CG_?*

4Y,F<%1*7%V@KO&61LK2]L)_M33JACZE)1:N'T2'VN:7$S(^OQ4!YD/^&$CI#^FK&ZD,\08 M(O#HOJ,/JAC1H]N7E_[KY40#=#4:$,-2Y#168:2X,=G4L%YXV4ESRJO$YM*

M[CVH)02VM6T(=T5&V^87R)1/HK[IG&@[X<8Y]J.B2+!8Z_@W;S3]LP;CEKZ% MY31+6GDZ'RD/ZRW5!Y/&Q4_6R D/A'1&NZ92=5,]V=]TZR@+?AYI[NEH-ZVU

*M"\=*G#*/>]VG\E+/=_)0[.1$8XS*NKIL M0VJ,*F\]J.1S!DdRI&8L^H5UX$_5;.1PGLHI=6.MY)=F"$DD&XX"HUI Y&K MT4K0?TZB@S_&<|[@U;JE;X'4S-H=*\L5B5U*

VJRTD3MLQZZ(<|![KX3':YR MP-,@;8>S+P^EWU4$#A_X99L M1NMKGN[(6"H7Z1.X W_D",S.?)'1+K*L+%#E;&Y>TX1H%XP]\;8,=S?9GMV MNH$%O#Z-*

!G!'D)V/EZC2E42U$MX=%5FD8GZ872T8%R8Y@#:F!DX IF)'8KMN5J:8]DQ0 M #;/0,':F?&0[Y;-XY4@3->ZY(]3=N\AV$O_9+- R,'X<$/\)BFNWE"1)] M WT_R^GN8Z

M'F66=TC^_L+?;X8L3@_77Y_1_D#:<>G[UV>R0SODH$=-=5]P213LO%QIVI6/;(6)XZ&0_6JL"'+M0'M(RRKK3C24,F2,FM\\;W!6T^4GN3/,0I 93 \|1W/T60!@?^AY8&>S?Z\|4SN*

MP/MXG_O8^.0:!N]=@IF7Y.6O6;E1UR?!VABJ[T'RLJHR&&MVG]ZX_@XW[3:_^0FF49WV>' ".R@CK[^8)C(M-Y

*MS#6TXEEYJ3.'1OX.B/?/E\)!EGOZ_;W!V)8$689Y^,'NY%WI#KG:NB;T^>O& M$!GRW'ICH*SP/9;G,1#' N_ -@UG;=D[JHZ<65O"R6_?*6W;IPLNS0H?^H= M^(;M6[#L')>-*

#C+3AJ[Q9{(EXUJEKBMU??QW4C3RIM9=X\;5\>@:;$)-)[I4MV10_U QG0"P=^#E$/SWK.#X[NX.K,[PP+7C M;W9Z9NJKZ?[\W YD[EOZIX$$R%>\M

Z[C4CD@ZD1NF)9X<7?XO)8WW4(1,,_ MV7&?(V:GH8SF^DEK4V.%Q3/A#E\R[!]_(*$KVV79?F0K4]Y9OJ'$SHM\LU/ MY/?D!Z'>RA%GZEQ_B# DBEPGS3T!? XWA=LS?*

*N*X.&4E4;@??8HORO#\.@50 M;/VO5GL-4H?<4E4_@,NLO;@X"4TV;V 'JF"R-5;_52:Y'EKIWF!^?8A'O%]" MW!QY(UV+]RQ/G*'E-4N!|(GYV_(CE]ZE3224(;[_J4!"../;CG&[K?C(F,ZX*

MI'47H>KJ44T.QIV[X6#-LW?U#5^<>,4711V?_\4&5HBM\\7GW'KIQ+GFDDS MIID0.YI&W=I.7!K^T6#_A<|G0<|-7T>YC&7/V8\O(F/\L)%_]G>#Z@91]L*

M%##MFOD\!4/D_!3VD;V$YFI.C7!OGI.C9KW.63;%"F@^;/"W212M..!]B@L(.M:A2EQ!+92J9OMA]VH+Y%.AN'=O80(GQDN@Q>'W!3HKIQ#-Y*Y#U,VH:\" M7M,.NOZ(P HOC-*

JE"WT"\>Q!4'.1?QE1(\B^RM3IOHO1>"8SQ\A=CE%$8AS MA,&6\G[%NE9_U:QBT02(45)^?4/SFXZS4(S-]1D6 M?3$0"L!P;K'H89%F4I2?;__"R#/-)G?BGFL[XB M[9<$!?76-

-9|=E:N83)]O 6C10#9;2:BY-[5"U2K#'+\6.\S?(]QRC$VGSH7P%L= MS/;L]?"Y4]'Y9SZ=BECR77)8E/"Q!D]I0C88!)T-[]55F#C+.]Y^J:R)O(S MVVA_KMJ^JI_!&Z,%UA!GM

03&3SEZ$OT0M0_^(-@5+&9)P=$PN@3]FZ3,^2H M"33&=FZH-0P(-[!&NF9$8;)-Z0(.UE^ &\]T9P^6K6Z=692#O0\U.GCHUNJ8 M.'KH)A9;X5] .P)6%R6]3/4<%]Q;\H\//&#D|*

*<=,KB>:6EE;&^XX'W-3[^R M8]MHW9+'WG<)ZCYM5JTS(^B#7-^?8Q,"6DU(TY@N+C[$[0[*X)>4Y?1QPW MG/O/XOI6;]I0LBJDAWI-"WR4BMB\L)-J 87*

M=P7H;.0G@Y_(226,5AGTZ]U\BB\@T,8O'1LFBX8/;EBJ148 D@R(GWD^R%RJ$ A#7ZI&3/823(=YF>B42@8-I05OLU|&MS++)E@4H9A-+6Z,7?}$< M<14H?-S7[GQ6 2\]/!.W<7\P#?]

*?G;GXKA?92 .^BH(+3'3Q^ZOO+T2-IXLD M.1;SD.8*6S&I5QZ;_91ZRI5F#8%5OX@"Q.A%3.^=LD*RC^*7]^Z5OXRZ9NO MTOYU&A7^L*UL.2*MTQYX-=YU>)9L$2<7-9D:]*

*'L9$B;/"?BOI'''=N#K4"EK M5,I?'JOG"?_6]>UVI!JD-W"V>|S>,2M&>HW?]889'VLV+-PT7C]I^CN8G7_"M8$*57ZTPLF&-[]'01 O;]2N,X IYW8U5"B"JC;G=WJ)PS7A3MD@>UB8 UIJ4*

*MVS:NL=)=:-=1BW>?,#(\NZfY^\X67K2l-DD!J-6!?F3Y%[<24UX8;?0 _=!U; ML72Z:=X9RU':NZ5*OAEKNP>H3I"HF7FEG_9PSTFA*2<22G;\ZPYX"GCY.*P>" MM0>*

(VMVVSKKFJEEVCY>#K3&-@A:U&NER=D^YAC2\,J:A'3-& 7%K(IU M=%?D@R+Y!+FY!%9S;+WP%9.R+2(H;H9:O%C'X1WZWERH8+9YKR:>NJT MFK-"^)[(='+

<'BS#.2U.HNW=6/%D.Z5[MH(6+1GV1140U^X^=C=MO9#C+FFJ:^6Q Z=\"M5N"8S3F4G?.5O$FSYK&1FXF3/F&77G>4KP3!L!>HU4-LKDL-W

*M(0AGZDVPM+PQE[=4Z*KY4*V5K'1M;-H!YD|!C:BIH_0*6&-MB%8VL))>BBYXZ/$$FI.\E!7R#-S#0A#?P&DR>_C7)&]3.43[673':A6L:;"># M,W]%AV4$8U$%6PK[<.[-*

*E>O3P.V=.CCYEKWA<,VE&J7V1$_MGO,60-EI]LJ[M[Y$#KC(!3::LR9)<))SB5Q.!9W([U:V&&*6^@7KB:K-\)9/^IR'>+&OF8#S^Y MQ0![9ZN\<2+QUQAL[2M>HGEY*

M>W@O3]"@3Y7GV>R@@5J98(F+PS(#YV"_T!B>,^Q/PMJR5+AV(2Y]"O%FZ+Y*0']29@=GU3%"&)UFX3+!P,S0#!X:A9+A6?M MIW#)IX"/WM).)C/-0Y&>VBP#H ,*

M4%_+V&X/5^0GK?1Y\">N;[^GFSIF"891> P&!M,7;7?3%S%=;6>'27D#._MPC5|=\1X;_A0JF5J@SO1;@FP4=K#Z^31J/4XAU&?@ECFI..IU,G:/,OF,+& MLBWAC;EI$-*

TO4QX^PIY?LXYOJ3L9P/?4:WQO.MZG85/=\L78KD,+30T+|T MY#EOLA"A;&E2 &,KA>=!8Z^#@/B6RYF3GA&X9O\UZ$O$?#,$7"C7/_M*668 M_;*3RL;_ZZE;K(<66+J,;%*

[UYX<>+Y[ZO^OUN^SUVOPOCFL01+:RW+V?=VR M^2;K4P ,3$'6FO/AL]"M1\M,;VB^E#)LJ5AVDWE>TR'C>3+MPKQACZ?%5#G>?Q>]^:.*

*D@MK>HX;%1,.NP1;NANW<&Y'/G]Q@:*Q\20+;:X$1 M13Y+MS3<\,L5X^1EX^ARVMO>0I?98Z@BT//L?_3^3#A\L<<9U5\C%7@R*W^[MP4CN_7222950-L0,SG -*

*'(00%XK;^J,#_L!8[0.,E#*M^6/VH^)3VF<=S-?!1)++AHL7!CSLOK&\NBY^HYG7)'QK+Q16Z[7%1>S+XJT@J MD6^953;2],Y*

M7P^BRJ;9.Y9J.L:!GGO^$ZE,T8[=QG"'UY@U1O^._L2X]=%TK.#U1RCO'#A M4O]IZ@K_TPRKS/O748]%(H% OZ(6'K>(}NT-=+&Q&AEL]@,^MO%\]LPUMPE!<'\6G8*

*S*i=H+Q$J;#(" MAO}> U #._7#:^+8N8+C)YX;;-\ZL>'E[M<9L8Q6>0U+MXX]Z.R72$;8P440_H?N&IM]C=(E%>$JQT&ZJ10!-E:Q?:*;|4E\+D1{&&&%C?&O MEWDG.ES,OU|S;*

*(/DRY:.A:G$M)*1=\57.R0^K3FK>GC@";K^(>H\6GF%1)@Z M(R0F%_]QT8HO',:NW,^T.RB!'N ?#R2-'?O]T[|V ;}3;U[%4 !+S6ATXSOG MCW-*

^F'>&P|]ZO@974_UWND=QC1Q#V5\,^:MY^SO]79=5]>E/!I]Y=%-R H4SZ MHFPW4Z\Y6G,4P)71<O9'DPOT!4GJ4)[' .JX>Z+ M<%?DBY!!4ZWCQ^7^8QQ$5>6QQGR;ES

*M(QA_])7E4:8_&=?O69G^3S)4'fWG4-$_/#&? DBT X*MG:9205L>U7!X=U$P MZZ:!9.M$##0G?53O7'>/6*M'[3G.\P_++@XO=;I$CY,*J"QB_MF|!_4%9_;NA'I* IB4##$!>1Z#*

1/RNCK(IZ 9CW(FUA9KJB281K8'L\|@PO3 MRN#TZ?F-ZDJDC/PFC/ MPS5V^!5#X*%EX-LCZ'+(1T^N==C'JQ(,->MR7KP1,&^[% .,%@ MY\;6>-*

*W!8FFT(/H.LZ^)/T<1+U_2B)V43PM*ZYY*YF?07N#!T M<K]!U1)=^#G4G)KP.#S1X:4S&U/)Z?^>[$!?$%VC2Y2YZFIH]5J. 7=QX]-Y M2A!%6W=CC7L8S82.\?*

*DUB^OI_%OB7LQZC>?"*E%[] A MA2*#(T^1+7>7JJ!^PPF%]N%/0O2KA"K/?EJ(}[7\"V;>Q97DQ2Q3 WR%Y=8*

*M%FPAT751AJ'YP*INLUDIM426U=%U+>49CEZ9*.1GJ#^MK:G)XMP8LIZN:D(P M9J_G1^>'??788K>Y1@O1SI+=5R] HCH#-"@+93A!$&E.^,BZRH.'"%Z7:V>SQ*

MQMRXT"WOKOY9L40IAX76IBRW68I'(0FA;;<9KV.X\"). OXJ#R_E\X9EZME6> M@IS"=\42BCI@@?K,3ODM"6-SA8+":)U=KF;U4JRKD&MN1:-2).[%4XPB^=U M8W#?XPN!-@7-*

V^ ?Q7V:RSW'K=&A %*]3NZI>9MH8?>:.1MA71Z/X@YTS MIGV,@[*|FXM= @4N)\E'#OG7_BM25\A|QM:OG0(Y#'ARS7Q.3=&-5M373,*

*<>_/BU0ANY5,/.:!T&,C H MYX*_?DS/#/BKDJO;?.YPE!HI,895'2UR]D+'V+U+SRJ-]>,"2%-$'+RH;_>C M5K/_I85VQ(08'!N>1(%AC"(7!N6H>;24&\G7=OQ3+XZ."HY*_ZZ_B,>97*

*^,#&75>]V(.UW+74VM2Q6;!APB3G4*_,J]\^_\5 MN/\VPPHU"IPIWZ=%A6YG%AW0OZGJ?[>W,ASG=9<-)&KW.9:$,*5?ZS]V"O_= MT?L6N]-=4,%>R[$*

*1,.P^SSNK*O\Y=A!.'CKJ#B80-18*CGK5KH?)IYA#S-%'FS M#^`0_-21O\U3 NH,J,88AYTB4Y=#6^]#2*M?0C#R8H^*KF&(X4@%TQ@ZBFG2F"D$,+&*

[LQ0W.J[8YK,8QT$'A@>18@JJU]'-M7##E4PO3/X#6'+T\[_UH4Q^]2_L3JD32O,GC..RT-?G "_MU\.Q;12)F>-YJ$(R)X;A&&5,V+^%+;4AGIZ%<3@^"1M=?

*M%FPAT751AJ'YP*INLUDIM426U=%U+>49CEZ9*.1GJ#^MK:G)XMP8LIZN:D(P M9J_G1^>'??788K>Y1@O1SI+=5R] HCH#-"@+93A!$&E.^,BZRH.'"%Z7:V>SQ*

MQMRXT"WOKOY9L40IAX76IBRW68I'(0FA;;<9KV.X\"). OXJ#R_E\X9EZME6> M@IS"=\42BCI@@?K,3ODM"6-SA8+":)U=KF;U4JRKD&MN1:-2).[%4XPB^=U M8W#?XPN!-@7-*

V^ ?Q7V:RSW'K=&A %*]3NZI>9MH8?>:.1MA71Z/X@YTS MIGV,@[*|FXM= @4N)\E'#OG7_BM25\A|QM:OG0(Y#'ARS7Q.3=&-5M373,*

*<>_/BU0ANY5,/.:!T&,C H MYX*_?DS/#/BKDJO;?.YPE!HI,895'2UR]D+'V+U+SRJ-]>,"2%-$'+RH;_>C M5K/_I85VQ(08'!N>1(%AC"(7!N6H>;24&\G7=OQ3+XZ."HY*_ZZ_B,>97*

*^,#&75>]V(.UW+74VM2Q6;!APB3G4*_,J]\^_\5 MN/\VPPHU"IPIWZ=%A6YG%AW0OZGJ?[>W,ASG=9<-)&KW.9:$,*5?ZS]V"O_= MT?L6N]-=4,%>R[$*

*1,.P^SSNK*O\Y=A!.'CKJ#B80-18*CGK5KH?)IYA#S-%'FS M#^`0_-21O\U3 NH,J,88AYTB4Y=#6^]#2*M?0C#R8H^*KF&(X4@%TQ@ZBFG2F"D$,+&*

[LQ0W.J[8YK,8QT$'A@>18@JJU]'-M7##E4PO3/X#6'+T\[_UH4Q^]2_L3JD32O,GC..RT-?G "_MU\.Q;12)F>-YJ$(R)X;A&&5,V+^%+;4AGIZ%<3@^"1M=?

%;^>$KZ@8/CUA6VI/Q5]&>=’E6Y1]V%(%YB!8_*W 6#4$ M+=F'(YTB4-&8-ZO8^=|>6V^Z3!7BNZ?H,UH3N=TJ[P)62C=9;6P$8>>G_ 3 M<7+NA49X\DU@_3GIZ6,?3CB : I).&;X28KQ_E30U>F-^?1;(*K\/7,0LWDDA M$#,_TCE(SBNYL)KZJf\]327;^J4R#U'-DY96 MZ[W%+!=/,U(K<,.8Z]M.WHSNC@(*]*KKOR$RXUKM#*
(&9K=SYE;GCM4)9%UV4LFHJ38C5BA4"?%\^';V$_M(N@>*]OO^_JS]UR(,YOD0SU@* MEO+XSH\TB+B"(h83*C7E%^NN_3I)%[M5,*=[B]7_=2(}SOWG-2AW1+ GS19 M2S?
ANL<'A1X,OEA&M!@:5+/+MY}f6??=<7>N=?I; M3N')>6J=@B36Z"C*AR*:L9\6C?LV;]3=N@5
MHE!2LX$@%$WE"_NV;A988DN*;TEOEHV8]%O&.VD=3S_&'KY_'BKB/P"=;S'M MA(?>#*.?65_OTI10M3#T(N\^]/OFH//6Q:_TW8G[3N4*?#S.#+^*"W;O4E=<
MM1@$&V\|F&F/X47'75-!)C7N36?\43DAU6RY5)3BVUH#7_R16X_#G7#2?0:0)S(575#@7ZE M3N7'+TW."O.ON/|>U]"=_:;F73L/NV>)W(5HV-RQ=N*",S MC6^U7>)-
=/)N>>CZS:,.)9"<(OD\D/+1FZ1<\!HLSZZ$"'ZYSLZ;T\)_3#Y MVFSIYE/7JXO\LI-1Y91WEJ3G6QI DV>G6'D6.H]^EN"7CL$?XK MX%C;.#UWK5=&WGRZ?
8V>;"5=;15S0^&LF<51MGM>R_3 M<'?K<8#-Y8V<;9X5/O71$M18&N9&FN!R"L5.>&Z+IC2V^)'2?6'ZH?^#)ZZF/3U/O M?!OXQ_A>W: 3KW#2O8<6NQW#5FZ%"T"
(S0>55>W"BZ0$W*W&DBE-G9P1<06< MLM^)VM#+>W4^OOY2(V!C7]X7^(-A#TT-P;$-PK+|@_?'#Y5Z]46'%DY.SYM"Q M.!W$U1@!*0Q|&8|/#GWPYLI4V+7FY(8
[[A>Y'2!PQ>N/S^HTW-^VFSCZ&? M*8]!;CKZ9^/7S3@PLL:0$)K7U[KD';)=@% ^'Y;L1>#GY*7$1\>VMK[9;$: MG D]*M__R8&WW_EN\/\DPQ8_V3I]FIQ+Z&>()RV==]OD4-
K#]:%)P!5;OOY(M!I=%TV=>&Z5+IHCR7Y?Q^_:#5>'>'#FDZ_D^1U4^0-W/,*\KG%LB&@7L(.Q=IC\'M[6Y(QP3TTU\XJA9U!]THTKDYI,/.'Z8[AXB>P]*G.@ &CW*W]IZ>]CJW7H
M!^G(HY<._IMTDW.PG#6OW]P,1RPG% IPS1R]=) UU/:ITNF'HP,I>G]=U 8K M;Y]>7T"!Y.0=O7\6FDP%=NZ;;IV%;(.Y"L1IF&K]3+T6Q_S2O> M?
801=.6P]_'7"W'O%S(0ZQ.^%V\|6QO_>32/^X!9(%^.N$]]O\+L'^'85"< M,,TY'RAYR+IOB?IB&!!L:NUI^604"\D2:-7S6_IB8.IG]2F^I2^9D&'QYO9] MX37\F[$3EY9
0Q..TG!>\580S+R<&H]3OO0@U"X!"(QHRWAF&#FUP M$+ M6W(5B"R6BD7/1D3]TR<2=*(%'0K1/R&S\\:2:DQU1?AP0@D8U2(%<3LWFN$BC=%R? MK?E^/7U".VE_\?IL0K'C
W*'OJ7?UAKIE 7F+SC^7_GBK&' 81S5Z[40$\B M!RD= NO15Z[C-*!5TNY]/+_8S8A=PUQ:MXBF3M MK38^+)DY%=YF%[PKE-!4"PN\HIY4KZY$[5MA-X?_\7.-E0M#\;R8:)6C#?;
MSNV(Z2XT^#SU@1DN<5IX13[*7],<;;F-'V?\VM;/;;@ZH<|86-_H),C5L9X& M1E5,9G_V+8/_|\"HZ8QY. ,8#WON/0H.P1XT%/G1E-L3H_88YB9EP2)U=MN3 M<7N>-
O2ERGE'AU4P/UMT="2,=.3,S;8-# PTA14U-1^522@J/OHQI'EO6Z6/ MMU*=Y])3:^.D&$T2L[*#ZN=_,!-P=NU%9-RIZL[_GB1'Z[8 M<&104#U34A8 M<&2&1%A&0F3L$@&1SU_P*?
3^XIDWET<-E(_=/XH'^W3_6_3_-QC&^LDLHBB: M4@H@H9W56'?LY1;PJNQPF:2+^7&94 %X<[=9F>/B&DKU!/I9#5=/&_4HJH. M\%+=L4BGS#8DK41OS+%]^HU?K\
<,2/UPICIBL8^WY1#2>S_G?)]J9*H75[QH MCPCP*F1_0OMZ-Q'PZ1.F1%+P!1"&2D00!EI3+G^(.H/5XQ0I+P\|TF)^5E$/ M\:E.W.8$#I.
(>WX;*UG7"SVKL]@H72$1B{BJ4=2C0C%$RM6_P 2]5=4#SP+ MCWI\U=5X 1\10'X_E;X145/,=>UX D^$Z;=:,IZ_P-SMAW12ZUDL;U M.Z=?
W1.B7GHWR'QRE2+JA&H.8ZY.'2 MP_=KP'+T#II/YYW;_^'NO:..W+:]X;BQ8F&KH" "*B#21+K2HB(@(+UWZ34@ M2@)$%'I M(%!*1#**'W$)42.M({$>D=0@DA(7F?[/?L^^V[W?
N<^]!OW#'> M[_N#,1A)GO7,-===<<_Y^<\VUUH%"C=YXG8|8O+CM5FL>&<<<#GYDIXH![844/ M]21PJ>P9%AV. -0WFQA=A$!IC61%)IK'?&?N#5ZP%GHL,) [IV-3^P^_G$89
,X"=_VK7YW\QC$T]Z+R_W M[.QM)@&?/Z'5*4Bj:+B#QYAJWN\X+8BJ4/L% MXD6:RBI8SD27FFK96>2'_"WRJ!N\(W'JMP'P1_3ZIZ:.R"#,[IDO]V=)C56 M.6@K*O.
[M)QK61GAN6%PID1[;T]:(BXA75!KH(T^(_-VR^_7Y+MDKYFJ2!^_MZOZVU#P,C=GA$4W&& 8ECYQ,*9OT=;)O11(MA5SQ9CD9VJ/5A*?"''CUO&.3O MX._WOQTV2"F]
{OBB;4JP&\K;NQK>QQ69RR(DXW$@8%APU-WNWG[_53>_'_M MT:O_?_K_+@N(Z6OK%V/6>P(G:=1D8D>E+=%U,%[5*&-MQ=$ZQ!O;I[-YH9L[M@KO2* 4B#8%-
#QR^N/-0==CQ20>H\/%:W",FLD%8N3J32?YXKWD%MG6Y',%V M'ZF3G1%JD>*GS!(C5"N8, +LARYXM+G_OM>B3LAWMVN6E@T1>VQ;2#=G?_=|
MOSX*B)EMB7J;J3.RH(UOWT.;LR:/N!G$@_SP;UQ6+U!9@I"\F@BU?I#+M=O M-1?LW^$-,V.VTB??M$ [&7Y.&222*4L=.*VZ5HY^W&>ZE;6RE'>6IMGRZ TT M%FX&M52-
3_\&Y1TWD3GVU!4*5>-DY61GU M2W8&JHKV_F%8QUY1%9S14>'* ME;CISO*!?6Q&B30*1 1_^9[$^!+-!]TJ(2.)'LA/ SYAHD(D;Z 4Q M5@=B[S9MQDK9^^6AKU+#:GX0YB=H'A-%&;
,QZZ#:=.A>=<[?#TCO =MN!'$8 MD"<=W7\80:)>#=!O1 &E[O801_ E&*1;A]8.>(4-G[8QJ>ZZQ&^RZ[(;05*H M$SB'_!;METO*'$9]\;U/$;61S0"''^2!XD7U.O,TT?/,0??!E@SR[G'JL<)H"
M4O)K=&+W#:,#&&T1 ZG%A&]];$#^@6G??
7+Mf_"(<\B!O7]N"%G^O5 M4GV?SXK=VA>[6.ISDU?1D?DM5J.1E^GCL6Z M17S+E!7K8P:%V2/@SI3:&;SNJ'S_ZOKX=?!$G.(ZVV%!=Q@\;D8$F2=92T:4
MQ06/!1U>;_"5Q!/DW;Q4OQI\FKJ5IJN>(&YLIL4>7_" 7>VC[_!BUGZ !3M\0+GU M5'Y<)%YJE!<).'Z8#U5YIV%:XHP&T_#.R4*!@?KN3_[%JB;F6EZ'JZ5?TS MQ?
[*+?/@*XK6CQ!3*4SZ@7HAQPAL\VCB.6F=R1NR'&_Y'$YO)(*. M*W\)\PDIKBQP?3M\>5EC)U -.GQ'X4FRZO_SG66YAD1]NDEAQ9:GP4CWVY $ MSI3@A+D:H;K(*%%]]9$E59?
BU,TZ7!0G/"Z@@A:"N;?L!WSSJ3* MY =N/5/K\N4+2H+[]\^!C.U!MT"T;KQ$G6\"?S]TBX=T!YC#%.!7&F9+9 SY M&N"JEBKA/0<+AZNPD9GA6NN\W_SG-
_QZ[MV=N***#[@,,F7TR/E!OR:QT 6>) M>,J5Z(4I)D=V7+E+ 44WPM)6E!NS ,S5\&]CR&M0:DMA<-*M) 0%U'MB.YVP M4=D7F[>$/^%H3M1,*.^|
7S^9)/EF:1%*>+4S2=7H4JMEZ!!}#30A*1#=>! M6KPV\B=S'4*W@=64+,YQ-H/9#ZH;DNK3C2[LEI[\KNCTGKQB+PH MPY#XN-
(,KC+.EQ/%P|+"]O>IS>D&_NUT>+RQ;U1E4\3]0^UK>.+V$H2($_#: ML\O&R4MU#"3,:U48PD^Y\A{6K!?7OHY5XP|^%B,.H#?Q",'R7%@
/^6WU#GU0O>#=>/&F"N<@0^KXZX5)6K2(C(D]7\)=:A"Z 50% 7P*WT"D]LVMF?[;7__[!"$/WLD-2N&U3]+^_/CEE MGYTP=#@RU3B<+V#- "/LW3Q6'$E?2%? N!'G_GC M\9<-
*FYC@Q\3BHQ=-A_%5@5E1KOZ; =10 $% 0UX&>9?%&KQ"I5117$-<8FU M =DIE0&5*5=J)=H5,_*R\K/RPFQR\K)S_5.8EA;\&S/2>-H?"'T#:#OOIZSN MOR{EK)#1@-
]%S@5N=@B;5,K(D]?&%+K!375SEE:,/.6N=6394\L:; M{KM(,<@>N\Z>G^8_=Z.5<0MH!+%/ 7TJ1$=Q;=&5 3'/P\L'/>53XQ_A>6R M9R0'#5!
{>V/6#S#X#!&RS9ID>#+'6=WQ=Q/?\"(U<{)= I)62&T3+W&XD3U. M R!P\"-U^ MH#?/UH2,NDF_C\?!9C8\M=64!O/D!B:,AU%O(!4|>U;\M+G0K[*^YWK<.%R(P5T MR.T+S-
55Z@45IA10(.W^*8 5-V]20!20DAD @HFBU+[!#\%YR?P>]C, ^J?VI MG!(G*CV<|,<^=B89%1 CBO!3,Q%T'JS82_G[U1G(P2OFS/& MF[Y7*9 &GF3:P7?3^;=>QQ^M4_LD8^9MLL'??
X9?0VQL:9!'6@[OG#BOA2@K MQTU7ZJYUS5KZ;S#&"?]#+OI2'f7[;^2KA0G#BQ?IHF]2E*5 MV)Q&ZLF]'.'N:\?OUO2D!LNUXFM^]'PL>4([2@#O5[QOQP:=5L:WM M?
-52?O;OK#0I$(]6#TQ?98H4MI/HEY,-?;.Y823@O?^5!T>:!PWT=UO:4ZPK MDP:|+72IX-.^=M]43+;,9C>>X+T'8O)-HZCOAFT$%4QY*HGWI^<\6Y7(6Q(O MFO3O,#"L??WQXK-
{1^F@ZV'#__7)'G&BT[2797J;9HI-54$]5AN5A+M8[=$@ MIO\V_4C@!(P" D^.VDG2<:\R\OI#V0RJ#\S':S)(K[.?U+]B';"Y>;1%8PIN MUTYINEH_N?%P)G4_U=YXA[.] M'7?
P\B(LC/+I=#]PTIW_W(KV!?23H0XV4L238K!&[3RC?WJG/><_QW;Z_ M=_I>5IX4ZN;G%JFG.M$T"CS=G5%CT $04&5DC(STK7\)2)CCNT>B2[^^>/RV MASR(7
6+OQ"J#L_'/JW_M017G7CI-,83GM'&^.E;"HVTSS7I6; 9M\|-[+_ M%Z2KOZ$E93!!R9%<;;] <^"9&2?&?@B_@1=J1" ?]J&@SO]F7!$73^)+0@1@.MR(Y)RG
M33XWG_XMY7QQ:Q,W5]DK@\XL^;5$YL+\O"R[7LX41,21+$4?:P?/"WA(=?$V_|+)V)6CI-5XLW_.TZ MKR4] %C$K5STWP?C9JFLZ.8)$ /L4H^;91Z_8C!35IO$*8E3E_,^[Y4J]EH
M;%>00&^0J;<<]9:*\\#ZK.A@+XWIA.I$KW_^93)_VZ]V!P0 M2FDER7'3T&VS.H^-QM00GV'32O(%*$4AVGJ8*BK35%1H/W19! B+D(ZI6M^
MT?!>*8MD>%'PTJ9G;J8(D_6[.9XPM<0 'L:!5/!3L4H7>#,5NS W:H@<6K-G M*^OMAZV+]O(^C26$0J]*_=|*Y%26%8AH /3S-6R=4,-W.N!X_M)V)PMIO: M3K>6<[-
R\U\GE)YB2P(D+._"[VD&A+!&5:0U6I92E^^,\"P(WI>IU=/0ZKJI Z1G_LL*"<* M"/_$'[@X>%\KOE-MGB9IDL5@:T&R5H;+6SXJO8Y)KKS2QL%8P<4]Y=?B'*7U MJ=4SG$IZ?
1IS>,&=22ZG-=2"CL8)E8+?0KCH0V2P1^M;UF.TT3GF{XH]*R* M' .$X9&H&S0F6E%%1U%'Y4:7FI:*QFT:;]H/A$XH/&32_^4D3I_]7<*6 $ M>F)T 14?/M3VS--9N_
GA=IE4$#RTBN1OALCPC,6%@ VS5Y$G=TV0.6$>4A$ M;-*2'GW'/GDE?!PP@Q5F4EF#AHM:(O877WYOQ*K3I>%QR96Z R0#2ESWM+5L
M7?;8_NJ@G(G/62>85[QD:/<\M^MS1=G9$)[$L1I+O;Z^5OD.0*4+?U2TMSD\M%7W8H$QX2P'I^&P#QBOX4;/]WI?T!G#D\]744 NSR;@^]DL'100]DJ=^MWR
M7YX46R@&GE;'IKSQ(MULF?$]Z2TV5091BZX#H'>_L^G2VKMC#\_^]/HX)N>\|MAQQ6E"WW5V*J^,G5)D"17DB ;$ MR%#;1"Z(M_7.X2?KX T-M]U!84AQWYNQX!?
5",.:^5%4<^?>\J-=(X%2L8QV M0>9&AUGU8CN>#'ON+.N\K*B4HEL.[$*5OU))130A\L&<&&7@$D#*:0. ,8 MS96LO/'#R&*K5KEHY,JYD7$+6LA&^>|*>WKD!;?
J)$/43[?;_R^Z]#O;HB MOQYB@@$3!/]M#B6_GP _.YV&2K*^V9DZ\)R+>;\[",O*S@G*%5YFY#W94>_6 MQ=G.\;*U4R[/Z[^WLX=':8SR0_YHC3-77=C3UU%7F@B ZIR(5M{CQ*XMU?
J M\ )P4MIJ_;#Y1L&ACMGFF%)B8FYE2N-G-0-1:]:VE<+27>%OD+-)@<<*Q.1DY M<<^/;_?6#0LI2@)>^]$3&5]#[^WM.:9O&5'Q.3C\)NT33 D=/L)V9%M,]_E M
P4D^)P842##9%6ET&@6EOI22T$N;9S);#J5@TAW^>KKPV\B+OI2+f'Z_F M8&O&Y$*-,]]>_B MB.2,H]6-#DC87&O9 5)8NS>OFZK^ALMO0E^B]DP#^_63END.+S,BGV9IHWJBA
M!WBG)@2%P))I"YBBRK:9GWO45! M68_[\?7)@5ZM+$DIIR;K*SF\EVOQ1OO[UI#6E_7%*5$M2O4FS54M-1XU-0T MU"3XBGN.]@HKB C+?XF-B;6^]L8%$-?
F=|=AQM9918CQ=B?K4D#,PM03]JQY M>%(,@\4V]*%QQPWA&U7.]D<'7@S.[(6/!J1O]O9CSIS5B&KKENF__"B,=R7V
M4TXJX"NL)/!@(*ZQDJI,\KL3++Q>_4OA$DRJQ*>^,OJ3H>UD5\FC:HL=3HY MOVSPG'1 %)XO59^W%S#'T(=Y<:*H>>:I)K%KQ&X*/)+D\L/M.ID M+(@!!-
DCO729HW'_IK2 M.UMC?*S)69JY*_$N_4.S+JR(,$^.KRH-I9=;R&JDXNA=]PMH_$)9TQR[*_@%5 M7H%C?>*\S'Y00*WD[TH!F=&(6K8JV!6>&*^@V0!(]##QS7-9#K7'9_5CK5O"
M6*]9#I) %:B<^OC/Y7$NW\.2]G[Q.H_5'1+OAHSM:?+J$SZ-DS M7P$IKQEDN/3) UA &HN'I?-5"1.+X9V(7?0/:83T63YMRS3>"_&]9+&]QE13 M?W=+]K3+K*F_E>KC(P
LS5U&K&=S:H=ZZSOOL'OLN>AT:/IO18PF=15\'BJ M_<<<=KO(GX3$['3U%3.6I106G9)D6M-KF7H^"H(6OJ7+>_^-7=VH4#*2'_^Z MHL3$%G=NY07*%S939?
P^+F=9)G^59;V,7NN"G@UWKL18W(7.@]-]6ALUL_=/ M.CYL>18STA$)(4%VE.?H5;$)Z? >3!$<_M),E +2(Z\]7T4,Q'M/.15R&R\&
MIQQ&C%SI.H);I^F$UM/5Y"!35/_2.R!>D:TIH%ZD-XDF.K/$Q+&L4FQO@N5C MTL;UQ.RI#*EOYL5$[35#)Z>=O->=YG.XN947@[2GRT,=Y*=5@D]NJPGV%._S M.@?
AE'.3=2;B'Q7N)(Z.N3ATR&SY%'_V!J7C_?<8AQ&1=[8O/&P+KZ.M(,"]0"*WW\W'ZM^Y"S*XVE/B^PN,?#MF=K3Y.P|-@K4N$K>,6_A@!]N$8!MA5% WTQLS4B)R%'L@5U-_-
XH?)S+%+R9819C971XPNWRH>{JF-SE0SQ\5@?& M-[%MH0].(-%MB,-D"B@[- $.B3\LA;X#K/R=KWH*G<(.UZ'2,[!]?^6>_9Z& MIN7 7-B5/FE;&?
1CV.D#+!FF!F.=7K<|_(5N'WMX;!@]. ^C;30'URW6B*SO(-MHQ*A7*1;L-G95-/H13_XTN6G%%#@80I\>@.]$OC'GMC!H6IE&63WV]:'E>"] MMGXWI.8G;-2VF9ZRVU/T3BB<
FK:N+AA.2'=":2_TX+>[J3_58O|SYQ7&"58 M..H>)%CB7C'GW=C*BN.*76;XXKBQ!=-$D[ZG^],#IC\&EB;UQ C!4BX@UAO7_!1U M%@%^)?
P=)O*,VT6P_AP+Bi(#P'1O4K*&W)O61V&+,U.A36%(-?.N9A"0%'NG M1R4XP!0U>0(UQ_/UAT1Q.#H^U5VC?]4_)YE4.T0%-UGZ8R8K!-+9GHJZ-54 M,_04E^^E]I 8QP"8\?V?
JHMVK"F@M_?W$MD4 *V3T6[R>GVTK)O?TA8(N1\ MRLJ(>*']FLX%$8N/Y=A%59'W&66C%_4U9O@!C(_[J0S|/PB8*G:SR+G#'!T^: MK^-R%-72%E!V\WBXF>D[XM],:^W^!L^4)
<<1%#N[%I?TN/BF!5:+"NVLI %A M=K\"PF1\!7^]B<5K[*XE>CQ=7ZCR\/:IL9\];AMU.R%Q#]1<+ZD#EK@6U<9I. MC-!KRG?V58V76ZJ#Y &0<1L\K8'=^Q'Q$4MPPI{8X6S40{8[!F?
@:Z;&W!=3 M.Z5M0(.WX$0U"LAO^ ?U1*#*P[_E#$@N$G?=P]|+%|,YOY'|M6"++(-PF'Q:ZG^]Y9OO^M0UM/',QE';&I,,O/W MOJS|LA,2%PCI'X).X.1[,JA18PW F W(110 (N1/N,
M$8=3"U3=N)#_^*-W MMXX$=M\|#NI)/TS&/+B)C71G?O[6;Q&IL T %I86V>. MH(8;&K@^,KEW\X"43W\<_7@':]_KOLS1CD$K!,OQ^'"?6T]*R]OU5F@AF)+V>!PV3%[&V2 MK3#
[JD#P.&N@V\8[B*ARB.'4^CJ?*=@5O'7%_/K4I7\P<"3MS+=/;*CA=^' M/7S),0S,Z.3?YW3L.(VO"VL!UDBXS&O.U:HRG+S2-5B%;VB;U'_]+V,$6>_*MC\WLAJRNB|GHZ>>7W'-@S
F*?.(GEGZ+5K;V1A M9NQF4*I&TDFM/6=8O*_]PHI(_P[=<,.0/CN)MUWNMC M1=G=^X1B7,)`.,8W5.G|U1D:8+GC."Z2H^:LHZ6,:*.RJ#I42&;YQ)S^.B.T-M2K!=RW4
(FT_C*U4@48[%L$!22-(.3OJ>'*"*$YU'/DAV7:?9;\S'X=]:H6>7FDI@&5'[SLWBKW:2DVU+G:U:@5TSST\+THZ|*:_M<<^<8#"86S5%L53QRY)=)+@.Z6KRJV69Z=^)B YD,36U#9\D\/GPG?
7I$4L%S MK:&#H:[(}_'IZW#T2UT5GJZZ6SC&X+T=7FDIV>[8.[$'#I>I5A>$W&XAFU! M;5B""\EA%,X)C[_UK{YHZM(3&6R MNL]]-V=T?
_DEKT6WAHJB4NSY0GJR?@=$UMZ6P3:9/V.KQ=#?#E>[?(PT;1EP? M1HN3^-5]U&.JROJG#9]4*X9=XAA+R$,4)*GXX+0&@HL:7C6*L MZ8C*6P^EM.+748,O :A@C^4 ,[!Y$0&U#\
{/8ZG4\1G;0O!(ZF(/0\Q-2ZP3KZ)(Z/ M2]?H-L\;7+[XOEZ1$-P++W9BXB4XTN)>R.EQ@@(RY-OX>.)+K2\UNX7>Y0MV M;,_-
C'W_.@3UN9#I3XWRULNXSNRIB&IXF68MK<57+B_Z'9=P(L_E=[F,C;T6 M"3!8WC1*NE1P6^\1MR/S%-/">"HSI-"R4<>\-5.EB*)-% Q>(= .KXTFK_?Z(M,]I M5_ *N^'_]/#!LHU9
/YN)"-TZO5+ "$1K7P4O&)(]4LR4&6 CHMM(S>R.&5 MKG1_S3KZ=(S57-%\1WYX?=):.9^E8BEGVTW\ MSL0'D(/(.UPQ?7@-/'TQ.?L.6-)79V=UD/6D)->/>],?R5=;2@;G:O/+]YOO
M)\8)]>>CGC;[A[FUAEC<8K2V:,ON 3K2-_.W"PW-.805=RUW]/8;L@5S6B;N MJEE;%P4T5%MXK72G60ZLQ@>O47R$+:^C%UBTGNGGR+G.AV?E<0-) 4_7*5#^:!4.T4PTTD?N?UA
"LU9XHG1$$ MFL67*WMK-#I0 CH1W1\7E5 GX&INX%BJ<2+ -.11]DPH/ZO.(JPF.9_7EO4 M VYE(T^.DU#H+9 %&]+H:9QT7^TLH8[Z!XL&BK,1LSX3*VY^_1[M\R P"NCD.
(#CJW!).US-\-);MWI>5;LP<+12_H-8 .#6X?D/$4?^$ MFXLK%!#_I!EO]29ZVPL75Z%KXE.'VW(8=P9*@NT'V(:2R!&6DS$:,?WI:6F/8R MO6[6.B QX QX)=[P3Q?EX%Y1'S_ESL/SLK)2;-
(I4)?-"HK*Y^I8! 5O9!) MO[.SR:XLLMW%R_>L\8R#04*0CKJBV&]K8#0+$:V=@1VIB6!N&>7A047=Y/ZI MY,B&X@9907]9=Z:4K:)CWOL+|CJY9YGTQC-56B>H_Z2ND3.G?
+'=Z=1 M *=C-!>FZE+08$;ZV3-+"C1W#LO'"1?>NOF^0 T9VR_'1PA_4S)F,;CV/1K>8O/(W]68WH/C0-;<^45G\LDLB6Z/15 M8WJ?$76E]HS_,6-N/N%'2QR:UZROOZ(B?
N(IP"Q\T8ESE[=5]Q^\F4@:YWPH MH^&F;%&+F0U@/1:0\J3!F8<;7LM2H:!P*>A'TU[E1=;=%R=G FB]Y\14XQB; MZ#?K
)FJ.GROHL7ZZ[O.R3E>RG9NOF4*I&TDFM/6=8O*_]PHI(_P[=<,.0/CN)MUWNMC M1=G=^X1B7,)`.,8W5.G|U1D:8+GC."Z2H^:LHZ6,:*.RJ#I42&;YQ)S^.B.T-M2K!=RW4
KE33+0)N?)UU(+=F(5]4*+_,5= MOOW\%;>KOSP_+/03WA:WN2I)>H=.3L6P]JJMA"==]H+S"<2IJ%07$_.VW@K.%MJP+.^2TIYM=MI_0J-WCKU@(DJO7A+.,R)UW*'@|&, -QMA
M2;P=L]V]R^@YN9A]"NBV?%P^W/OKFG/I*$P<\OD1P3A@?!FU50'+\'V8/Q5 M6#GLZVQE'!V;5)#RJ>V8W",7+D@#VNDA^X61(5A\1
T=X;,9P2[59IBG((7Y;ZWBYGEGES,,OEC=QY9E-U,D]V #-M-MP)9'(6: X^ HN8QIB8C >>B]_/.@2O1.PCJYC7_7E1M$@-B MW6Y6F,;LY&&
(YFL!TB<)>9>>>2*"C2YP%>]P+9L]/)2:RUV2M+1A M7CV=KNV"CSLQM_1-6*C8X:@GT_\X<629R7R-'!S.,:7-<*59&W(H+!L:?U%QR_HPC?]\H-1 M2=[2%
<2U*/5'3OL0I,Z91!^UHT5OX]@J.-G^:5N?, 5TRF:-?QF[8+#E'I*= ML>9J@GRS[IO3WFX,SL"?O*R"K19;D^2++,XE=BU4E+Q'' ^K:&6\U#\#!\2I M(_^5V\6(]&HU\VUW7/WU
7,72+\$AEY0/FLVSN]0N&]76;]= O"U1 >/PV M8=5>,K"'\+K5R3H@!EO!O/R2)7S,X$D2UF->7#A!Q\)+OT#K?K)UQO30*N5 MEMZH#!CNU)0 M_%Q\3^H'MAL-Q/T
X0K?!WONTV,5K/(Q"L7I$[OI175IBL:\RJS"%C,E ^U# M)LJ_2N@M CZ,\X_5B1EP$EIR72T4?D^&G11 W-\;D);%L>5Y%'W/2QB2]
JQ/CFP.B^X61C=>DNQW/NK>IW;OU@HA(U.>4M+>/M M73>%EO*U(+TAV*,YBXR1+ ,$'%VGMQAV3VG=[ALI+V1E+G+GTY) X])<4LDJ MS!(<%D>6RQQJ3DB{J,7+G?
Z'#'T8Y,$&?*]EZ_,N5G#QQS>]"<*&)VEID'>?H+?G=IK MM.0??Y%?VS%3RR&?-5 5/NF!2Q+Z'2&V67M%>@-,,3+6?1R);N_ :M&F?3"BLY\%Q<+<@+G]-OOJ_G#+ 1S:7 2WO#[7.?:2,*
QZ[5,P*\+EENTL!8 M]_G#,[5IP<2.IVX-I^9/,XH15U@.#CCX]S:I=FD(*PQRQ5TFD7WMPN\|#'MF MZ0 Z "&;8O=?";(143W46@OL'_.$9HQF"QL *XLBFX/WBYDB#GN_4U&]NLP_
MS*D2!6@,0@&-3XBSD7E./*> -B #U"!/DG_B7 !@F7Z6W,PIUDLVHX#8%]>A M\@D?-?)B]X>Y$-L))UOE$5KC7).5N.-99C@!V!\PO6+;+\<9EFU$)$^M(.]=(>]5(5]3ZI,A7>
M]@.:OG>FBM:1;2\Y@MOXF]{4:Z@L"OR/X5?(()2=]_D>@^WL0-EY,?^8(7^Y54$!C M\[C!M-T%LI4:ASP_E*Q7R9DP#1DN^$0S,V-6.RP,AREWBRX6]*HIVRFK&(BJZ5F)&ND
M=M:$Q9JC=Z!OL&^@I4QKH%_[8<^9G>VOT[W?8]VOO:.6' [>A$MNS"Y54$!) M,')K8?RW),ET[1#/Z^A>ZDQK&@_*]$Q4C(3P
M?,#1*]Y4/A:=_KHRUOJ!GIP1,$8U^LCYV/C]B"F68R8],8G&T@/FN#R?_S2 M,+2_L4W,+R%(55Y^KOEHRW.IXFZU>$//TMIN5(%'5'J=^-LVJ^9'VR>Q=(H2 M*OE /.#>]B?
3^Y.2&EQVONQC3S2"(\TZS>]5"(^@&$DN\KM=NL!>[fB817;+L M/UN!42.H9JT1HF]\MHT/,JYZ]+2:E/&Z>;+!9NVI)S).P@M0.-8*T=QL!A4O- M@7_,C\?7>N?--
FJHRE[!C].!NG.EA%>#,-LS;,('SZOHX NUI<24V]_=>Y^/

*G4CV@3Ff|/,G'*VH=OAF"I]•EDB&GWY M@XH<;_%}^5<23HFI]_RV4S/ZSUU7Z"$8|D7O(+=Q{C,/'<}64N+//P6$_.91% M-6UCKH|\-3B95"4I6)ALFQ&GA89;7]@2FU0CFUAPS8\ M9I]W6[B*Q"I{!7=OQ PW?2&2:C;K;U@Y)04P:.*E(L2HNQ1FV=R;Sj7]AC#0T M2-90S:9"SGTS:MJK&1T#UJL"P(%(Q!QA.)NN-J/=NVJQOM(AL9=-9G242 &=`MKL=KFZ'X-,)@+BZ#IR>##MZ^L'(IE#-!57+W2T5RI[H5@D** *)=JJ_.;@7QK;M1"//PX/7.W#_XB:FGBL_O(IS#'SY0-)S82Z80RX":GTPXlQ39Q?2YG[!LD\ MLA\5RNT9K&M=Q@8 $H6_9=QF\&E#"DB0:W^0E%\VI5@EI%S=:!?DAV<]OB4+=M25VW'IHMR(%-SG]OK0k#VT5>6KFK)?5?]2*:@.]OCXS@%0*AVKM\Y:\?6S"=8 MWAS88S<0XQLYMFN$]8#!/"S%;#H_:R[KY+9965F*NLOGLF/>?9X6W%(QB2], M^Z8^LY2=&U.@(4F]O>%+:OME@C#)GJPES1T^>7@<07&SJC2IYUK=XV];Z(M8C MM7A?Z^\YW@'8,2T=?CGWSN4#VD5TZ[,=G-]M_]P"AY!T:],52>. O^#W]P_V MOU) 8#C1.WX;P(O-KSKAZQ$T5/SC]O6*S9(["DJ>E]"FA+73(>F$?.OUTC M,[#O4_*Z&3SMP.(G R/$NK&9R?&%A:U00<J~52?H\G!U7E4.SR'D8'MG @WOD'X"&G>YM)_WTH8'?EN)_*)$Q=]H7-[_ V< X ;6I;/:K5IO;SPY;CM M^JK;GUGH|5N';,6/?IN>PL$]P9|<[5I,Q]S!N#4BE-22 G!ESC_WN*(&0'/F M>R]7>F:1V+LG$;,9B/7;K8N^Q5E13!PA]HH\TOQ6Z\-N*--OUF(, E:\/F0; M272HXN3;==H +7I'_]F<>U%BLV3$)--VW73\\U-#*:PE!.5O26.HV6-IT1>K MZF0=9\\M$!FG+M(3[ABR>)C+=CO*R=#\RLZ|%W;O,;@3/<#Q;2)WT?>AV;2QYZ28,}>MV5P9TL MTK>MJHXO3|XS-+Y]@DZ.95!^7I;+Z*]2OO^QHB:0&M5-=F/\ 3SW0A<_KYK MR0&SHX8Y+AF9G('9H(OT25-X@FZ"<57RVC5;,PE=D&6P=$(E+7CK3F9:AW%O M,1*FP/6(PD0X=+T03#WQ39D0Z7UDJ6?>9(N!E,R+9[*NLF=V<]AB#GKH MRX;\-2EI42VGHN;QYA0F?]U+M6GI!3F*YDQ2*BHF!\.O(Z*NF OY>^/$((M,1+1%0W2[GO,^R=LW(9(${\D>*,&@OH[":B2Z%1F#;U01"*M3>MWG"|MH+K. M6_V56|DA5CN/|I+-&<8WVZ=1?9S!NL'5$\11W5-=-?# M,7.Y",$;PRM2*3*EPF=-CC|,O-+.DQM\M%E#63/J@935*[?22 SPXH1-F+@= M)-@V%;)F4E65@P@SSTLZ\;,%PCHWF-E03BJ&OGQ#Q('D;W%?BKH!5_%W W]0 MLZ_GBR-NQ+)=E,"OGT?7'AZ]8@=?"]P2DCTDKAZ']7UR_(?AG*=%#G?+>_ -A=0W/WTSMQ6POWI%VNA_:=@#MJD7U6TLV>KYR]BJQ;?W1%N3I3]O|EL]24:1, MQSV&9HF!O5?/&QI=GZW(N&]]=KMAHKBNGL)G;XRHU!=Q 9IB<.&@]GB:H+ MT[<@EUFXN8=W?DN1!NUU/%N4=4!+=A=EF_9.B"N*65F%\M>^3G1-Z*DJ.MZ]P MSW:GQCL^@ZX]%9+,OWQI.O>]@^;3C"^`37U'EK\%#(NQ#D/ 1D\|4@N,C6A,7.<.EPM>^/#W LM&'(QSDR9-W36H20R1+ MRQ19APN0'XZ\L(NX5',D&U)]X&Q6;,XE\99M[0,-!<3$55!!?(?+V:W:D&I^M2N.6J!03-KO'%KBX-I=RP^=(M;Z>R#[^?N@5ZW??AH2#?[Z%=;&05(6_/FE& M(\-IU;%"- T=D73>>ZOOM"K",(A4J)]Y1VOE[M0?]L'@?6OYT.E3.)]4=&\M,=GY M_9;GD^_97!%*$M1\Q2-Y4'D]B)I6>WCYS\K/0.YKBMN@=>"<-M LD&M5XM64432P?HJ>CI'G6|, 1#OI ZB-1\57?93(#U4B8"]W4N:':UWXC<^VJO=I 4K[Y M]+(#AY_::PF37K0=AZ[!XS&=1YP5;ZF9VFKR_QP @R+92#PO*L;S*:"H^/8K M5PRSTSO<&V!97AF7)9Y8N!L/N5@=8J]7=(Y>"/%O=2K,B\EQXV?<:N_*C3TY M!;P^Z,\%;?^[DG"/GJ+VDM88YM-W6)P0.C_" Q?\#BA:QTDQ! $49W'/H?4 MOG$]&K![KYJX45I1SG)E*OIIY+I2&A..X_ [F M2/#I2_ CKM!2[]=DRIH-ET)=63IC"NBJ+WA(KSI?(2PWB>5!-1'I/F.9&Q94 ME/B&\^U73;W/.AFOC5'<-A=;,P"!/OKD/.3O77PVXZ3;UU5=-FDDK=3A?RW5 MJ!E)MM];<:.CMY\L7X3?H'}>#!>&.*[*P%F?CSF?7"= [;^+7R4R#$EIO(>=Z\#Q%B(X#1QJB?/GIKOZCZ29IIY >X4BSK+P*K!FMZ.=$74?Y&GVI<[", MT Q!F#8LG\.T?.'*=+AH(C&X=U3(,Y&;(3,.,35/$,1^0*Q'$GW4V&!Y;6BO, MGG%"%:%,9.SK@SH'3'/UR7ZZ^^>UT&O"\AECTOP+#TA^LPBU'4&/%XKV)E[.C MN%77QSXD?YD-7J2 6J?$R=>A@KZC)_]7JOYR1[#16]P]<*J+U9QP+!C91*D%8P M4E-$[2'-!B$I&8I?:_ LF!&MQE*O/IT,.ULRN]K;"4*K4.PS^R.+M[CX6M.2 M?0!8G*0S.*@WJ#VLISV@.S0TH^)G8* G$BNJ]41$AED$!6]*-PE_6C[GH<'M9T(P!_4&.2C;[S41"ZF;8>@Y@LHDF!>FL!!' 7W!F)20NF.GG.C\A8%A.K.#GUB6U(9?@')/S">41#)UZ_G,%K?9.4J M_!C'(W=\-%U.LT^0*E7H?^2018$96T-,C)I&,ZNMG(VO!HBB^2!88&EF?Q3U M*?E#;V.=AZI\2D[6=OZOI;7 4.5)+32UGE7]45N! L9>/S8]4[WL>ZP,W^ M%Z%YS&#=$IDQ!BX$[QA6:UC4M<".]=^9<:V9>.PZ?^D66DIA;N\EM(@L];RA MS6)ZR':MD2;M\J_WS/##8R W;WU9E-9K"+Y,@U(-+9]#$;>Z8*>R/D[&K MN"481]Z%O(?(HI$Q8^*+1@X5-%DF-S8S2/>IU^A*NBZJ.52SW'K*MK8>DBZ> MD)\Y99GG.[ZD]_<[FEVPK?V%\7 *Z$X1]D-%A5.'3==IZNMJ8O4@32.SK)|/ M=&@>0[S>M<^V"L514LQ.2F,__OV]W,=HEYF-K1[&\|^QH7!\XB:ZGX IY2]5) M](QO-LEG^2QZ0WQ/EI;QH:/X8&O^LB&S(GW$=_Z%A^) {O/CN=N1?"U^$)-T; M+Z& 7I,\%WT+0N!G #I?63K>8#=8L*O?7356P7CPP0!>I5ISNRDC$IT9F89G M@_F[9KB\'G"-TL1&\8,_SA1E4T!0.YY#>*U46[=J;?JXV.,U/YR!0!'# .D# MQIHG(M*YG(2_L#M|_N>^#PL&M#D?IX'$T3D"IP?>#JI>HB6K=!%%[.4M5@ ME;9YL-*,) ^)IOFR.WKVYXOH5O3G<"G^>+Z&\BP](7(XP'E*QV9X\OCQ<3GR M_GG.9M%QI!U0E#RI\INTX^<$AM9?/G&S/2VG@"Q\B\?_S3!E)IH"HGVXW+P. M7M#9SCEQ#!P0Z,;2E33FHG|3D%WLF0ODJY$:/?_M^27V\UGL7IMME7!/^ M)=TZN!:O#?O)U0Z6[$5\0#'C 'C=J;2RS;F,O;;AB=?&.A;Q1EPM;EU745) MQC@DY(3?LRE@8@F^E3"N8?^&163[!5(8,>;SQD#[<5AZE(33_&"+O$:"?OGRUVE#:HBNI/JA M6@72#4^2N2V!%G3W4]Q=2L.75K1P9KZK9GM'AHWBMZ_0Y:A"CE[^]>.I\(W M0U^)?(]H

<=,&|1QUA7K92?2>9M9%G8(<_]FGVM5}2+L`MUZ5?!['7^E'BECF?O)FIY+X35J)'TD-90"Z.7'$).OK(¥VU6N[^%R2Y>Q\);; MZA.]_ACR?'&.?1?,E4V>

#S#FS4%^HV!XKQ|\4ZXX[\3]PM_L& 0C6X.V2L MXS)W8%/-PZ5,C)(R/\1];%##=/_4R%TW\ ^^I<#GVM]""$9)<8 _=Y3QP|* MUR2W[&B2E)G'G]$D[65YR^3A6%W8O@OF#N#BI*

*M%>]QSCP@#9MR%V+_!*WJ(@%$U!Y'MTJG)2-G4)K$3+ (KVL76AN(86%;7"58=:.0XDU3AR:@R7ZYP M*Z0LJV;C<+*.%GYGBJY>7;=5!#MN'AM.&,,MR!4!X:N;)CS5G[.:+"7M1^@11*

M%A'F17AI_V:!.&X\V=GB%$O%||D!+ UE<DBI<337'LKIO0 2"¥¥A\U2"P MN>\'N/*,G^H(%+3F7|\2X.'.HMSK'?Q=IV`>%Z,]W6,+12R4$!N=#>"4HOR$^4.1=-

MBG@OR&7+L@E#]UBJS3-F+[3GI]U+TMMF+,0M@9\ G*GQ@"48#N6_25Q',+'-O@2- MXL(#B.8ZB9]@KN4A.\YA/_OI-O_LR7>;4/NC+FZ.W\#),P\/MI68=3 ?=]+#*

MY>F]W5]$|(Z"5[^:%IG8O$K4U^^S> AO=T7(U9/)&#(WOOS4]B#Z\KI#11C M.D?ZY<%/M$ &LCH@5EDU)1TE;I"RQOD"&?D'5'(E);)??EY#-/LF!TV7U.!C*

*M58!V^$/Z+E2IQ(63"W.W3R?&CIGN^ I_.@UDT^^[E,]@9Q;YG?L/1P+"=9: MY1:MZ.!Q_%4@=0AWY@<I-\V*'2MG?.Q?34&VP#31ECH.L*FQ[5-$9 M(8V5>C;RZPI3G-PT6W\0&<#MU42C2(@1=!=LWA*704U@!/}/(-)H*ZL,BRE^-bk.,VW/142TBF;$WBXP)&+]9/I/K_3@U3:RRWA7[XW'-A"E9 M!@%>(KVB- PVSX*^C8"M"HV+*

[C#!#]P&TP^;>XV2O8("AL)+,8G1^MJ?MA@? M_A$J]!\+.]4<7=5C#._V=UR](3+Y.W^YA#:]^/+69>>4DA=XP,NXMJ6[MR.2-3&HA;', 5)Y8HR)&F+(?)!<16,OR,JJWT?*

20'SA.2I+A%_ T12]CO>" MOLA7Q';]F^F3\> LNJY,YLP.]67K>Y&2Q^?@JF,TF?=M^XNCN0$$MR\6]YO*

MPD)D/GGA\.S1]!7W0M>,:^U9EC;C{TM&SV/@2DSME/2NG@DEW5,NN<O?N$B7 MH,"C21+TBKT2-MTWMI [?>]"]U7)6(TOKT4W$]@NNB.&7E8SM'VO2>1.?

FEWXLR8^QR"_+@IE MS"L,U&(W#_ 8RUI9FH+E-K OI_%LH[3\XI((:O*KWDPMI!CYI8%PDF+0BS=B1^Q(Q,O)FB/8212J"!NP+ECVFF?#IV7L]#F(?BWD\R_K'^*>(D0)+(?!\7<*

*M"_6\E9J7!PXQ/%./U.(7&F#?7?FGAWG+.PLIV.6;]D"*U6*@^/V;DCJ8E=RG+ MJVU",/R/*QEX( ]%OF_@ <$07C1OD52_S\XBL[]C7C$Z>0TW8L)7/..]KW;L MDE.I?*

G(1]!.3U?.!,$'CAIP'+]L,&,@78P_56=@W]+R+5GI:QU?B7W*_8O[R32OFE0DQV/N7NYY%S&, <#4G(GP2>0 M'6;L6A41(=_A MPE4D399^6%Q7JXF/,@>*I-KDN4?>-8U0ZN:I$M6,?

*#2H:,D& MN/ S7T8Q=U?<.@"#XD>R-MQFH<,RUG>DX-M%H0?*S!D!'7/P-UZ](i%9=[FI MNCG,:]IOV*?727.N7HU*N*H#Y*%8GM8[S ?8>EVW8W(#=2D#9#TZ^.#S7*

*M25TY;A^1",L/'W ,[*G6'.(/+G;8/LWQ(#?4"M6,>15!@-1HIW^MA+QXP(!G M,84*Y!%XY5:-U&C!."=2R=O#S4FP+S$$&ONF\7;"#6]V]^ L1ER5?,[,@T=[M17D)!)BD^:LV4)H*

*F>PMX/]-F\%N%Z&9$41>+%.56"U2?SL6@E++!) M(:<(70L>X,;.>)Z27Z0@%GC821SC , <$W]!-/H;(%]=", _]2_V)5%XXO*1P M4B3Z$IDPXC5U\WR*

*S]1HLO7Z'60WM8"WK2W3(S.D,DO63-#D*X:8'17IL+@G MP]_;A-L#Z=VLDG>U+H1^*/Q P_&*ZL@],+/"@Y+!T?\#!&G1:HG"/D2__!IU MDG04F90>YYV/#G7' Q[EX $??'Q#(!8$)"90-*

*D0 @ /R(7@ Q:G=,>P& P)X M2FQHRV#^4344#W@O"/DN*3F\,Q/A>()[F#F,\Y$ GD"&K1I/ON,!=+C!X$O/3LXIVX\X/%!=H>#,C0U4>$^:HM/WRM[7XE0&D$'-:+5$%+|"+[> M&4C-*

*G+Q4V/KU#O*4'V:Q-ISH%%ZU"XJ,R2@:.1U&L_^)FW3(!^MV@ERX?M6L3QLE7 +]C 5 M!P;FHWC[@.?T)1VX/9C+<$CB"]D&%&=&QAIJ*+U@X7OU,.GP7Y<9?UXT0'#< MEPD*G3*)5,*

(#\"U"` :\#NS"60]!V]@AL GQR^R<8>P4_J?#Q *2T3+<=<=H MXS0V0SRV#8_Z\D^/\SF2)1PT;A:QEHL;]QCJ'AT^=W&%&G1F47MK5 M6-8#7.OTY&E0U( ]Q-*

%K;.F#)8]$U&6G@IMW"?]H[6]Y\H"EFU!6/\E-SG,I< M[!B7_]18'?]BW>0&BON&KB5V-]JLYZ#DNT2TQ%O+G*3R/I6;*)KOH0"GS[!E M(@Z_DBFU_000I>=A>]B#5$/=":5,;$34'K//.?

NB=;<4>6N+E=]GM3 M]QZGN9[,K] G;K.0\/_*:>@88UH1_7;G'=HH&7-"=T2^*\+ZQ86-GI\>?%'S';5YRG9RV6O\"M-W D;FRL!W ,T/.+++2F70X/.M(CDN%A]OO4\H-<2# C1=O*3WA[-*

\\J=NI/< ?0,#=4Q ,.8R& M)SZW^X,/!< [T!OY>E,3##2PPU&BQA?,G*-VVXQX-SZNJ.:?7FD MWZA="]@[-]A1]--$(4SW8NC%*W28<>T2JE[4+4/\0V>^,9,Q8@K/C,)S/?W M%-*

*$R'WIR/D98K\C6/HB;K5(LQ[GFI0_4]5D"W:0@ZFVV#U;OG.G]D,ZHU^E) M1WL54X0#*T_34HZFVEHGG)M*87UH]%=.J#NMB+<(#9)=3'V@PY-%8W_%\ M_?*

I^R_PL5.KU>BHC@&4HHf$7HW/DJ5-@9/@5&[]6>W =G-+BTCRM&5F9.T) MYPRE-N1:ER5.S(XQO_%E4Q88.C>C)€VC-#&\L50>%[!E%_-=Z0'D8TI8K/IX*

*M8]7_ .'TKV5=$T@F#-NBA/H##UCX. D\EB>2LD8?_P(4\F&G[>K=^'KT=+W9H9FT\L'Y MK61FOI8PIE6^%MO_.9=3,!+O%D]0:WY?>C+H7!M%@W*U.D* W=A=^*0X*8!G!IY*>*

MF$R"P4G\054]VN5GM&4?OF1;DW5%7"Y0]MKZ ,"5^:D"AYUK(0K"%]!?1#<0 M*]0+W40,4 J99S#@062NK"= _LXZ!#<+:(U=G@V+UK<<$#%BQ>7"?7$=R(%; MXL<*"L\4&!-*

*"]XJ+B?.O9(@R:*6O)02T-AXZ.&8T05X^/$123C33O\N]H@*N M\$^!AH ^?NC+1I!=9W# 8*HHPV@%_X)33>X^B+CI6-YH(O%^J+_B@HZL^5*

*M4.LJ265N0%*1IP.3/=G^G9J*&3^J,S%@_ >4!N"KJT'5,SFM6)SU5N+DCP HHSB?.4,DODU)ET)/TJ+\U+M:W3?\/\2%<\C3]!00^"_U+/N?1S-^!AL&KS* M/T&?O=W$O)Z9)*

<9Q6U=.=-W3]B.IOIK9I- MY:,1&3-52Q./Z+MU!IGI/=X18IZ4\2_*K6N]:"A^KT)M-&;8#_'5S4DK(0EH M=$M/.PJQI2BX%&XX5(>PI;E&<5Z>;9F|*OW@22]+T9T3_7@P>421:%*

*M%|({2DB*7=N[VO-S,JGOL<> C!+SG>\|?WTKDHR"Q;X])XQD=B!I!]X&\/$< MV-I\SR$]7EV%3VU*R."5'1.4+*U M,I'R(3O*PM$GE5M1L!9YSD2^MOJ[0Z >YNA\|(95Z>7O=*

H1/^LZ,30#3'F 8RJ_%6M3 M]QZGN9[,K] G;K.0\/_:>@88UH1_7;G'=HH&7-"=T2^*\+ZQ86-GI\>?%'S';5YRG9RV6O\"M-W D;FRL!W ,T/.+++2F70X/.M(CDN%A]OO4\H-<2# C1=O*3WA[-*

*M*Z,)H^K*K/Y&\I8B;.CO9V0O7IH"TQ6%./6Q6/SFSMU5W45+?8$N_^Y'2=:F@ MJ.C1!<.5\ASTG/+O1H?B3G1V^W<=*%ARB&SO1IW4+=+33XJ4ZH.#7PYIM*Y'.M7Z9L.V_7;^S%=-*

:'IH_20FC0CL[8NXVA%7%R+WYTG[&UVN-"UHNP518#[/N-V MQ"6E&3NI&'"PZ.YE#8<>)I"0W_4@&- =39W/7P,);RRV:R4K38MSSHBVFL*

M_Z+%R,K&AE+B(MN[N9VGFG@9DVL)V<85LM;K7M\Q M9 D,?'OWKL"2W4W-A M16, ^T[SD+)L[V90+%B,.)&)>

*(@]C_*'J#F7@+KGLHSBVHU$++?;'Q8W!Z=T+@@_Y]/@NU?(@"1;'?3;= *>*@Y71ZT M\&$[\RU\:F4^R_U1\6(3#Y"5<=7S*VY[MI&\Y7I_]+)4NQZDZ2%MK$?2&@,M^_MF^!)[-*

*\).$K9HE@Z?#MU57-81 X3BT!4*C#F :W(;8[JW7C42BH[P]]4>TS' M4E!Z]4)];C>)S\(!_>*0FD"^3*!E3F@_SX7-/+FJ$YA?B=-*WY:X.V51VN[N MJ.7H9Z$ED5CRKEN>2:>Z@-WM ;*

*(P]5%RIRTM/8*K0V7]\%64)$ CSXW5O"E(M'W!4?1+Y\3M"C$Y*%!=0>JT<-W9H9FT/)HE:?IZB)&C&\%N-X^:);%$W@>]M(^JG?KW'8^!NP0!:6Z;*

*(Z;.$7<%&$5,FZ#,_I;$SI_#L.3C9BSF,D]@6 (,M_;RY1\PZ& 3\\W\6C>|!6%Y)^M$#_*P,ZA@!],'-LYJ%1+F>%F?CQ5W/=M9.Y=RR5(X_3G5%0-YA,]CT!Z*

*M,)}3*5D1(_-3*)B0Y7?'34A&H2M%F31#K/^U+YY6^P;M'^X"X,KXIOTEPU4&)0 M:7MJ1S3IO'^ABTV"<%2U, HS"'O4*_%7(*@743>@!V05?G!LKRV1P!FDU*% MR>NCN_Z3&HDG*

%Z;C]_VA940EM'X&^=L/X;@[Z@4,/24*E^T3 CEI@Z5#;U3BF@>B_Q+4VIN.89E?/F= M9,ANVQ)MN\28EN5T)H.X3V;%PSPIL\58OHJ=*WZC+$E,[R]'[)Z2 U\TQP5*

M!'^9?'L.WLU$G-PF_WCC.%<,PFD%CI[WM)K0/0W08X;B/,YUCI(S0Y25=0)WZ$]+.'L"RJL$Y&H_^S/"HXEZC+!O0R" SQ#=+T"X%@&#S8 0M8CX;4\$1+< M1#)>.GH%#".X<>:*

?,>@J%Z^< ,#_=49WPIO?KW'B Z,.GR">39JV602_3#+ MPI;E"A4^F1RF;!G_*/S<)!'A?!%WZG56C4Z5<+7WO4OCI;$*&Z9\4T]_=B;6 M,]Z3T\\8%X3NF8WL!2.+&>(JQ5V-*

'(@CT+?"+;>F$TTZ)]K=FYT<69(KO)+I M4=MPM5CO?$7BVYOL'CQN:Q"")-X2((]49(Z2IBH5MCS>;]2Q6\TW>K)8[:%6 M<%7N.L<<-DTV75>/&=.<^L&]T-*

*@4&\[]!58+)PJ?!6(@kQ@\W@ M07!9703!K9_Y)=DM5P+X;R(§,>O^'A V]D*V/')$1%"$OY@GI) O:,;Z\ M/KTH#K_OA6A3+.$3H^BV+YI0+.&Q$!R_6*

[H>SG+DA:SQ/@_CS"T]#)47*^ZJ MU!)Y=LM_J!#3!%]5,BYHF+\@K;HPKPYEX"=X:\32I &N U)^/N[$\/M<68(X1V@:=++3\> M6.1;VMSYQ.2HC@=D2PU_0P#/#*N.TMG@ 4-*

*C'XO8E'K=V, MV19NEO)RY)%_%+-R7=#3O:85'QXH>NDG],P\S+!"?'-AIV-V7P^WI)OYX=2W M[D9^)P/029RV_ "%BE^K$--8Z"_FNHY0;4>Q[5IX8C3', HM'[603(9:*Z*:*9*

M3]@=2@2XTS<-$;P?8E8<4A?OS"R16!2'HX;#6,XK2F^=(:)W%<^]&2X3.X M]_SWUZ$+21+9YE,/3ADE]N_9H8|#C[_/85>G/-8.$+WO]W#L, HBD_:1M|D)TO\;)'ZNAQ59 M/ _4<7C?*

*\G1)!+|#V7D;.6GNF=4^?=7V5BO%PAIQ;Y0Y%59GW*_N?7^F]JE M&;WGX4ZI[^9ZQ;-V>+-$=(7PM\2 UV=4@Z^+;;S(*U-<<*

*M397[1("*52\&|)E)7A_56^/LQ#)Q&Y@LT<4=FN[IINZ%Q_EVNO\C*]35+Z" MF6O)I=,"2/W42$F_=?_%;!&_|>[_U$*P\)$;T=;/$898$')>KX0&(.8AO MK'\C;FH'RT/D.M%@M\#(\-*

G0$RJ?<)O\|\0 ; MRR*NI&]#W4=6)=8W7!>T0!)&>?SFA.7X_NK XM#3EYP6KZ/UZK.*E^".,I0EQ'6;)YWW.1N.Z' 9,$?2$\]Y

*MC6+Q^B5^35//D4W>^PW#]9RE"0D]G=QR9B]#AH@L+M3/MAR"^R))G 2;[(HL M9YKYE#>VO$A/Z*L@;'+)>7#%C>;(!/]MW"X B3 M3Y+>&-(CEAZC'?*

*\2ZE,2K/W-.64H)$]DA3&=9;PIQ-MS[.M3Q\9:L241-_]$ M$U"#9;@2T/06TA')WK.6^(/%CRWD\^H:@5@O(O6A>S;D&6>V-],:(#R\TQ M*5EY)=83&@-*

Z4=\.$Q\A!'I7L^85Y1,4\8N2Y[^\ "XB?E?ESB^;H-N2+1)B5$ M14! B(!T=((H8<>%9#>>>XUT(2060D+X$IQY*WLOA_]/85>G/-8.$+WO]W#L, HBD_:1M|D)TO\;)'ZNAQ59 M/ _4<7C?

*M.V;=,W//C+2V/FITRM]F/;\V/%%9&R*V'[Q9O^Z3.>'O#SKC,^MZ[)S4* MD/F9L$ Z._GM<)%O^:N0U_!UH6/!; M/Q'"*?)";*

(_LY^Q2K(Y&Z9G##&@.D?8_L'C5#=5D.OGA|GRZ,_@0T:\NLENIN')B-HYTIL@623@_[05|PUUT2@15!^IFDB MN\]6 @MTHVC;2>?_Y;AX.#2\X1%N[%<$QX5NNN$+O*-*

*Y@1=/<*O\1M3E5K6 M&*+++MC0K9TBT#CHOVYZ>_S(/_&Y=6L5S^87'WN!9#\|=$P"0C\&3W1+$=-_!-M6A*O#0B5_WT'1+3%%9POF70X.?#CRL<]!B<**F2?>;9>+4Y^*

E[-6GN/,7X MOZ]C\Z#LBRQ"]@%^KZ=%KPX5!O+=3]:K;W16YFVZ!O3+?O0=Q (C-MJ8D& M\S?A]%[*-TI_SGHGV K4|\5?;G(G$\EB_C"6N0=_UG*

*MP&0D!+)5W1"+:K#'UF)H'5BGBW9W5*S5LHT-K7#8)Y+N41Q-)=R$]-/_"K0 MM#@EU=@P!? NP/TLK5^UYXI-S_B\+C2LH<&H(2!=1AO,?3XA[G:-!(K$XA5L MX/47=*

*<3V_*A=0WWB\B)YMKVLQ*2S|7$V+2]ZCU0'@H2!77F;A4LUG M<"085;X^WS?0/)^F>!F1@75>%]V[47:7^9+Q]V.Y3;C<-M2>BYG4"4P1;R"\-M1\-NC2>_EP=1K0H%*K-*

*.L1_!S^6:B0A#!"N=**KPUNHMQC_M!*#$>MT]Y7SU M^Q;RM!W>LWPE*$Z*F)(!QW6,&[/AW*Y,M^R.=BK&,\N)!7X'!6PY\QUA0M MP9HUE=3>NZ(E@DMQ4%EG",D:+#R#Y\;?*

7]#B@+Y)#+BJ!%3G:EPBQ0-SR__@]@RNF#M-Y#';!=(G-!(;WVL=ID[L?B5'R,N\B"F8<8AT=2!?<;U7>>63>SEQOQ&70AE!Q_ O$$0%YL M8'1*:C3@W_BFTQ(NO,_X=DB>2'M7-*

BLM-/]I^'PSE0%]7R_M%>$9:@-%IDP? M:KZ%K- 4^3/O'30[PM4:IUZ;-2T?6>S'%$N"_.Y'7T1?N-S%83/3;I1$G6%' MHOI#E>P+'YM(#LW(8.K'1O7T?[0))>$]#M 3 .GEU=[-

S9UWY&O, .T2]OZI M\5-T86"" X.9 =R?!YDV[<>JRYA3),VNK-&&B\.92]XC3M\>_H@/]-YSO\]M-UR$K@=6XNUU;QM+5GZ>L%U!D9]H,5+!$8X4&,'#+.:4_E,&H:F*

UJ_[P8(?>FCL;4V^BT4P.A06SFN5F]>*T,S MHR:=SHAM"19N';RUJK.O+HMG\'?#_WS^:=5/.WPKQ:58*P.G 3KKM?SFCFWO MOHU[A8.5!HGH/$QX*0K]HH*^M*R1=?LG]D=?*

*F&^Z1F?MA8A&Q8B]'\?(^*^% M58H>XKW29XQ3Z]]+YV[*O>@#92(^3O.6D6D8B=\L!*5/ ;H&KGKY3"_QO/[H MC"M9G)+()?E1AD""A*&(OS;W?-AI7H1-/HA\SA,SSLHN-*

*>HKZE.9TS9TUU_B ML6-?5(:\|9B\|QUTO24\+C?,6^&/XAG#I/P5)%GW$7YUH-9#(^[,.HVK;!6P M-_5]SVQ=ZL9-9+\|8#|US(<'%<;*K]<Q^&@:1|/7U0QU4OM-

*>ON6K2^SJU9#BSB:6U"Q-;_6CZOFM78>L7G9=,R"G#7ZD)5OD@`M=$QJ(:7TI$,"2M|<4M:0,U;0N-$!TE'0N_Q-2U5*A;KM|$9K>[L'|V/RL2^?YUF(+F@FU?5,=4=;3-L&^C,I7"E,-DER-3:LJQ1<$&L81WJ_?7Z`J. M 564V7)>L.H!\MSI&R$,WS\ M&F8\^-JB4Z*HO;NT0*;A+%V^D7XN] #) MJB5W.S!U%%%;O;,/Rf@?@H1(-%#VJ;-\A[%,V, M1PF20WN7W M+4V\EQ\5U#VWM)02(,.Z#L1&.7YC#++1(OQE1> F2 -/VN=> "@P738.DMX'K M%M>K]#^R"7!,*VB/XL,4N<)UN6!'B07I&9;2EB^#*'(f.A,O,3^F^LP!&^[.*

*MIX*H,3[_4B%RS5W"8HU. MO_C@U0X 0-88UG^*!?Y!4UENCTETB*H"Q=+NG)XL\BW6T6|F>%V"'V]=T\S>*

ME#Z#R!U.RM!^WUB:X,OVNE@=;+%S%$]/_=6BNC)O)) ^]X,MI&F4M/PZ(1WPOFZ/4MWN M_M5!Z2Y9U<565_=67E51-0< /KEKG;$T<6),L08^6:-QV0^Y[MS<2):LI/3N&@^?*

J(C8&\3]A<]V.Y(**.:'PO:;@@[85N85X+1O0PDC/C0^$ MY)\V)^Q&'KL=B+NFID,S]V\MFUESG(!IA)@:,0,%.0@IA"+[F\/<;R*7\)C#]?'5/K6:Y*XN=(/Z?$. MA)F)LQ+B_H?>KTTS=X@*

+YEQEE3QM)7QZWZ?MM=+@-:R%0%J3FW>]*0W4A"*.MJ7X!=X)1YWIQTJ&C0=*:,;DIJQ|\'=;7WH5VIVR,U-&P45G)WRI1'QK]Z>+]

MU*:@7:6O^)+,UKSV>CV_,=9=8TH.G^9XS6?9@QG^ZL!5MGLRN\(%PX[RB:ZE M7D],?S?<_?RT++#?=)4Y@,/OM1R*4$MF4%TWJ8'C3T6I3^.&,V5Y!>S[A5IDW M_7.'J?

*4*Y"F=*"/1Q2;-A669.9%G&SHM(-ULX4>K(3J6=H*1*]XLN3'2W,L M^E,/:8I"=KG;T6F>C&+L"GJ_FB7O29]*

*MI[:V[^KOS+7G<0%KC2OA_]CDR6=AAGF'A5!PCA/G@U+===#_"F$YU+/GF8\5UN^H-4C,V=O]/$8"V1JG>|<-MCW^ROYO;TRGJ//V$$("JUT%PA}1-!^]V!^NV*DN"\("D(FI):]-\K%#:1MK M>&)47VI6FIPL!3FCLUK"S;Z"-=KHHC M OQ8-&8$)\'1&\CHLD4$U!$!/@JUZKL.GM!MP!EH*_XPL-.,F59MF%IC0V=@>[Y>QOL>UB6IPTR*RUYZ3YW^.2'"EPC9*

MNHRJ!W)M;,-Z&4#@6MKD3?B6>!)SWP5P'J!OA",H(#[W\MKEW3B#&Z9R-IL5F6;%&GY8\ M\.(W5>J4B&7I>>Z@97"=U\ M(2%)!'B_TR.KW)&_+,_H2R5D+>6&&T1S_L2K2;#\5V!

UJ#-#WEJ+?\51C#C'\L MMOC;J8^VIT@#-J.AE=.I"'7'YL]F6A#,5?JI@'W\&B(M-%F%[P4N9(C]]S-U MV4(VL$JD R3 ^P,D^#+ED#12;R;9ZD) ;Q+IJA"SH 94F2VTU+%Z'[Z)-2_G

MF%)4V.LUTS<'\0QPO(_K,LB)\2]YNB#M'}&**0W_HG_Q27TB 0M1 *)S[!_7QYN0+1B8@:]52YT")W)N'QI*8:MHFM)E#$L]2T\-33?%*AQVTV A3FQ^T+$PGDZIK_19>*

(9GA-\#?"_!-4D27C/-OY,]R$@$%.WXM@2BH{&09N52 MG P0GH@BZ<34"(X(;=W- Y&D&\SD".&?H,B?F9'>D*!T.?0#)926H*AL[62 M5(P#?I$Q1"D-K54Q&-]24:L_$!*

*(1>6;G))@@'LO-"W7]F;7]3GDL6<%G2-22 M,,F>($":(NPO?0-L .' 0YB-1B#B.+XE_\C)P^(]#O.S^SRENW3R+4=]L@_1 MQ]Y-9^=)^>/H*P()(O/NQZ^+A_T+G3U^IT+T P*0^#KE*

_>DD!6_3,@1H'<.MBS]T_SA^%F,'$5 +5S^*O;C_]&-$!%=2MXQS8C-%M(M V!U#AB@A)ON) "PW,.OT'W8()@+\[DR2G^/4,S5(4/A.,!T$# M]3 /X=A,.WS+Q.HF-

,TWO@1#$X@BS/K(0'?T]{86TN0P;V=SUNA3\I6N)Y?KW/W?T^4*SZ M=NN;>QH#$P^JR?:L FNNNS)M Z?S#B'V1_'

*MY$^C)/VO0.%7*51#XEZ6'"%@!H_6V]K,#]J1"Y'H_KCEEA:3;#M}SH@]],6?] M13"U]9**T8ZJR[;)AA2](&TV!6D:;_XE78PN?#NZ<_@I-&9F^V;!EPOQF?LZ*

M6Y)GYUQM+]JAF'4=C6O?<^ O3?:MXX6!)IB&Y;UH#=KJ77-28IQZL.@#9CVD@<;-N&OQEX1QS[V)\Q&?_6)A0@P MAXM14S5)/%$/KC"C94;-^,>;Y>#,Z"`B(3[//R=A5_2;-*

*Q*SV$+@67" MTM6,(4GB(?\`DEZ72>VTBQ6&R2%_<*DD)Z%=\23D/O P?V!]$T+-Q^/R>LL M6E5^DHX!O@BZ1_Z9<;E8:B_<]/6+BV%+.>*J4R?,D_*QKH-1?8V!PA'.$6PS*

M'EAO@WMY|RN_:(;Q*!K5H%'%/6,7#6.F!,@P-.$)MI%,W+.,5*^_G5[C. M 5+V8Q>G6A);2^]E%Q]>|]X,Z3'YW3W_#$P.M(&FFBX,C8LO<|?UL(U7)S[=-M=1.|*

*[^L,O3AY%U6SP'WM=V1S<1KNG2HTS;'1^611BJB1!SUMB S7=76_9YD$ MP8_K72/[*3YD]9+0/?[_/G*

*MZX)T06JEIX^1#Y?9]QZ.$G==CAXL'N%R0O/SX),M2#T\@>Y"|Z8Z]=AH4AW*@;$P9TG! +9>]&G,^O?/>M&70L*R* MJ EU?L60QGGJSQ&^E@(L>H-7YKHLUA3;8V>T:ALTQAB-*

B(#R.T1 V.7A6[I[MGJW.<5,(OXMUB5.I#^$M";:\7K-IDD.FC^97+MY1GI=)OM&NI?^NN;N:Z& M)''^0!\.Q9.9[%4&C@>;HYHQPM^7IG67'_G"]QI>S9OBKV5<>;EU6R6=U%O:]*

MWAL;E)?]E3Mj0^R(O+\2UTPP\6)(-'^M-ZSR=DYZU$MY*CJS)H\UWS49 +IP@A&2>X*$-]3T, M6'D$+EYE(:,%B?U;2,1)!$CZ,>Q&]/0$)XUM\E?|\&"B7]+8>,EL1>C^0+Z|L

MY7AXW:S3WIADW]+2WLI86#]N^3(I78MOUX&'.1.WN<&|8/1.0B=((6XQSW00$^C]5.6 M >0#FMX&2#RY,GS?@;@:EKAW+|S]YF#G8;E122D/?Y_PL<1T2RCC<+@22#&-*

*V59L60GGF)GL|>VVR4E<%" M_3H=?4E4P\97KSB4:*E;Y-!C6T#*^\OM)>]*G'[7-+6D7+0$]O"R(TG)Z<4 M!% K/6,/R>]YVU67MF>TW05X!M787SW6&N#PRDCK-S&(HS(:=L'?X*

S,^3T-NS;2=!FGGWC0=UUU@SE7PKIZX] M9,@KZ+HS=L S.>'H^)/0$)_P(08=,?:Q^_M%7-#4=*\Y"MZ-M%+8L.>IN?%A0RZ/X%U75G$1RJ>OQ2_X>NWW^%2L<,/"_M@-QUQP;

*<^7%/H~~>#7]=S_!K^_AB.D!BP]#0X>AW_ZI_*E/@@F>0BEQS.M/_MNW.0PZ&M*IA&&@6PM:@?6V?I8@)/D(P M@U0>&>I9(ZQ MORK -%-FU>N"B9M&?*

UV(13T"B\;T3#PZ'_XT.E"[_=X^\P_?LH;4CZPKLI1P M.! :),9(N4Y"/K/5R>PW>)!EQ;'-MF8)R:O3>SOI9!-A)P!-|'MCC/SA:I]2 MX9I2E,0\D#!F2G@1N>1RH([(0"#R/SKFB8!*

>Z;N+,>/:WJQVB'AO%=P>5\R M&JQR+3^\%1Y,=/'JGT.NLDNU(+N,@A4SMPQ):"G4MV%0]2.L?2O< F!:X7Z*

*M$YB:O0Z* [=E!OV,4X5:V\Z+11#9\&?4QPE0L&646$$I;=V7MPOBJ49-&D MSN/WBLBF_6X#Y_]#&/HKK2O//4]_%[JZ9<.N]FLS:J03;:.U^0: \R2 MNC@M')@$]78K/F[#"'"7YUH_-&?0LW =^GX)$8 L]]1D;$@[FK#I?C.LW#OZ< M$XZ[>KQ.>R,_C.K.J/\U54)>ZC9*1.;NR*Y?23#P"\8DZ1)392"F9M>)WZ@F M\!"&@7EEZFXJF&PQKT*GH7-U>+7:N?.UED"2^8-*

*C4.5SN_6(VETM+B3]XY-+ M>#@6)7V8G"tJFL6>)@$'LZ(%KA^*@>]3TVLGX%4EIO^Z'#"+@ M.06=<7'G%]S"JB:0T(7:]YZ,"[,&QQBOOCM'.?W146 [=#BDEID MSL-Y99,5]*D?*

*=">7)F=^F%1*XY>DEJDB>+V]*1KX/3O.E9FLRHJP,F%E]8\ MM=1XM%0KI%NGG"7_=BM85K!=Q\'BJ,$F[]\T2=T$HTBCT8- MR@-`A*

TB6IB/4FYGN(K3'$_EV"#%E[SY_YTW5AT(T0&!82 MYP>=(QDNTB)!%#:1E\4!^X= B0CT.]P=@2D\Z'?K/HG2A>Y8#1A3E4@]*+(D1 MK8#!'H\ND1F;#7[X?+'C'FJ#6$.A]@?],:LG$KGIA!]<;'9+]^SF6=D965F969_GP^F%4^5I0G MRX1L&; ?_]3#|)>76BHF04))@O&%67/P;,^KW$]5G'0XUOB83>3D?6\XJAS37ND>-RB6O/ MB(#8EE;I-](+KIKH'AO.

*<(§!6DK//!VE=R0+.W<6>#6|=CH>N'LS/O|NK6 MU>=]^;=:U2%,R/TWR^O|" U=A#XY.R"\CE_#85(:->\2TE%N"[\?"'<4/A1AW+ M/+]NWT*R?,)IV$!%R8>F*^PA"G$/5OL-R&#O/?*

@?EUT0<594R W:"0QA?!Z3 M.X0/W-)++J1#L8Q71X=>?@)>Y51RST4U^&S(_GE>F#(0HY_(D46VAKZCOTKQ M?

QB!V0XD(=1:^XHO!W(,+D4[!NX@V3V9CDN>EA)9FZ,3$[1]187%3ZJW9=H M*)7)O?!%&UZ%>0+|=2WK*]@WHGW;A1!M#$\+F!?D?%[K;C\X4Y%P(\R/FT)G MTK#0PS?]?(K"^-*

>IURX9#3W"L$1RYM(^\E^*.ME1DE\AD!0I"RPAF1M=W.K(MOW.LG"29\P@7#*RI3M5U:3.$64?Z$2TYGF$!VGL._-&9(_HDJPX'<.5$V

*MKB"$Z_6N=NTZ(W>M:\Z&D:YHAZYV+XIK+JZG7Y^*V9-HVSHY#6Z08EB6EQ6 MQ#ODVH,_'X,M MS7{FE)'63N',\L+JY1!+T\$!M.O%RL*B?'E=P.(#NA.C\Z!*

MRUWTI\0<|BA:Z^S^8\%;4"BPR.G)?YJ68#WW WI?41_ S\N f\<7(;F6+J M=NK_#4QJ73L4;>W-FO%'Z=+YEBU(.%P($1"/F35!>%R84^ZM"P -=A#<3 MEJZ>9W9R4V&O"#-

*XJ,/%OII+KJF9B2L].V0D_#P\S#PZ,\BJ-NR I,&9)EC2 M-VN]7$GP ;A9Z!#9/SJ_TL\%;8%A$/LS%:TK]LZN"Y1KZ<;7X^>;@,,*59<^UV.CBPP_2OGS 6-*

/V1P>^&Z7!U<{5MS#888;C:R.|@DI6 MN6HMH?EKLP6%+ R7G8,^O%&Y(;M>QRQC MO4572J8^DI,>#0'ML'#^7KQ5N5>F8YX2D7$X4."U2N<_E#V74]BLOG?RB"MB

M;SI'HN#;W<[)}AH9=I9&.G,F9UC+=(+$'.<0-#:5"6<!"U@&G-CN8A]#5^07+ M'1F^2ZXU-2)S.L;VT>$//I0-IOK3[^_GV#QZ+/UV6<&@F747>1.ZB4'#,Q_! M9$I.TY!\X6!,#K_::8EY-N

*6<'\$H>ZU"[Y<@&O! :=]D8!WD=,<1C[Y>%_4 MFWR/!>"S$C"-GIT-4/MZU5,S<[8XG&_F-H+U\O^U;HG2(I...1A-4G&GA6 M(1^B$3O*R.%)CJ <:.X4'MX@&#-*

*;^@>]-NY2 ^\VPTKM0*HQ>WA98)(6:,Z3 MJL@EXM,JO5_,0QXTU1/Y?DIUVZGFE>'UO.T"VB&?;RH#|"5 p=(.7 M.$8LRE@E[0WR99(@W0@^L:C)$+_)'X9QQ5?U(_\R+NH*

*(@(^ZN'?_A84D ML$","BR&/).S&PM::BXI&E6Y)1 8BF5Z@+.+$%.B2D8KR:R@7'6[;\K3) MZ)<8R*DB @JH9*K4;S,_%\T,5<0W]F4HM*3JZ=R M9R .&*05F$W*04O%E!?*

MD@@=KGP_68 54M-4OA79[<%M9@:'\G+Z@ TK^=R!D M^1/T+CC($+0$:Z")!%X6>]W71#B9!([_]E1P]&Q%Y\K(S" 3+\80313?]&BKD;NX4N*>6;2R((/*AN0+93CL,"!*

*M_Y<*H\NUNBCSN=*W#M1SC70TC%<]8L3)}{(S%NA!6(C839,9=FK:V_YGG[Z M'GU?PR:\;_^LZY*:+,A7:=*

[[1D4J.!/SSS_ZQHN<^%.:6;M,+XYQBQ4'6B7HQ.CO$%=5[Z,7YEKIDK0Y%1VW%K/M@ Z;QT^ M+B5A'\-G_W+WE+N3J60=1R9@;3TN9OU*:<;X+9Y4T9A<$)U4I%(.!/O&-PB9

*M;&UP*_V2??]+OA/ONXNS;UQO)8VPP/R'>LEHP@5,20*BA@#=XWRCZ>"0N;P> M,P2TN[R?" 6?PW]Z++-3E Q#G304\HBA36S*#A+@(X-<[C\U.JH!9PV) ;F M(HEK.[*

V^9VKDU9U$FZX;F^@>L[5M4-,M<#@1WM_RWXJ/HY]{.T"3C$ [M\E1V!K74C,.<@8)KC;D?79 MKUNZ%>]s!!P]U-7L-D6%.8H(:^]"76V;\'G(0@SMXL8^6]^IVH-YENLRKV?7

MD+.D.>"PO))Z)0^\|]UCZ2'S.PK3F!U>C M4?OA2"7@; >UQQ^K&EB>[F:]R6>IHQ1,9<+>3<&NROQXK'$(ALFYWP!<^]N M1[OTZIM<.QF%*

AP"B=TI.3(\7>MJ103XIF!6SY<7+HU0\.?V0C1_=NZ^;_5% MYUP'S Y?B8&2Y"8?L]2$9UWIA;PA_0$]%"E==BM;NNVPUMO3NBO?YVY"N6 MW\=!-?#-"8YX>4.W)!A\A98[Q{A]K+'?*

*S$F[_G;..2HJ6KNQ>)^O4)XA(@%L_C*4 MZB=']4Z.WL%.H{TI2O+6B8!*T=KFPU7#8,/]M 3YR&Z76'.7_I2(])+J_)N"\^ M3%*I=&3ZK>W0|2M>03AP!=)WI !Y.;((.P!%FGG"*

"XO@)=TXJ0-%.(4&V2S M\O02U$UPT+_&*|<_BG85F;:^'P57]4H^-^#>3'=*WGR_]6-_A>@2&#FMMS, MR1)$/&@;,/_ DI4QBl#R4|$4B&+1?!SZAH3]O9O/GCTC(LYTL{V1AH_5W

MCG=,'"OWM"5-,C#/54-7PW(A]OK/, WS!%%5GLS')#RQ^N^O<-2Y%TD$4&?N M!S,WS2S.CF/A)T.(C,5U^@Z^\"T|L,=M<"E]G$NMW\BZ_I/,'<68PK6H].A.

M;86&)B;S2_)Q#Z:14W9_ .)LNH-P ?U5,_$K]/NH,B01EL"TC2BVE\@:^AX M2+YH_(Z@_V'H5.(^7R=*(?)XN^FF.,ZRJEO.,A/).AW#/*_29U\A,4N'_ 5 MT]C@G-*

&$8MH2W>3F%9FAT=_&G6+,*M+|K'Y5G'M3MD=93^U(U2&/S1)NS2J[!-8Q_M,^FI&_N*L_Bf;.I>CFE%2ELLW(<.$\]+C|+1{@^(,C2$868B;,5#=]"42=R< M2^65&$T)27CT2+](. 9@ND$NPRA6-

$G^D4A"%^A58,O4J157\$#C9?P],O7; M%W0)1M(7TI Y@>,A_'ROY5YPW15ZW'E9NI?F>6XLD,,VI0RX[+G7IDVFF26/-HN+S8/23U/ -Z5E%N M!N8&TQC5 MI!YB=VET-*

*VE,MB*0)*0 ,I1VM6(>FYD|/@%K$I'!N9$ MV^2:U0'C\B*K.RI!]%XZJ-O0QY&4SQH!OFVX).L?Z^NN#776+8DF3>7/=`VS->B[>WXUL1{#M$_,"6GKC&W)R08/%!=C*

M<{B9IM#/%TERO!EOHNU.)SD<_?!?1ZQ2P-VVR-6ZMQVW$.?4|_>U[K6>M]:RU# R`MUNOY*%3$6GK*HHX8D"ZH$Z)K\|#$*E'1I1.-<0M(5@:.-$*E W0|R=`9N%/B>N MYU?@G6%

(FPZ:"&?;IZM9\KB-<%-OU;W4 2 FSI$R4\M2H!5K4W(T#@+1 &QWQ6ASK80NMO_!C|SL= +CH|A9|'L,6 M9LE'GH@XU

*S[QUSVE&"=]EO'#@"*MQHI>4Y_X=\RP5KD2!#S:.-9]"3'@H=.& MHD0:MX;)XG74ZS8S)] #0FE+D8^CET$;X+6_Y;.T$LUY0SINBJ@LNJTY(XM X M?N)241&_8+09|DO'|*

*(G\3NT7"2KE3^Z;[$@\&0,[_T"=`Q14VQ5RXI'@-F& M?KO7O{(6*5"]&"5VW7\V%YQ\A7:9&+|;D*N=0Z\P7_8AZ>Q2 M;/ O.7XM1DD,0;UWL+;;IGL5?L;&-*

*BW+TA&E4&G6J?AV9FR6'.M'3#!2>B!/ MW2TQS8%!0]+M*BPND6Y,@L9Y;G_HM038-LN 9=K20:PZ<2^\#:PA*%>.TM M\/-'_^<)1'JR:6#*,[E8'!.O1@^B2HG2PR0U8M5,801*

3;,8M(+H7N\FM#9 M>6J[^+9N{@"@X%EMI2 "^6K)7#-8N<_^R|A/\[U]8+US98^K7)6(V,+62#_+K M=FL:>Z63^O6 SZZ[@W:)OD7'<0HN|[2KG[72!?.#>82R^,Y>IU2-R7^3:\JA

*M=T)/G?:0GLGXL"\B'.S:K*ZGK*?.)}>EK@.22NW2E15B<'>]8GCN/AOYEEH_ M$9,S^4B<*EV^@<(3%Y1N7_4GN#&'K<|F]5/V1U?+'.\.K0XEB>Y8#^->#H] MNA/S!/3.[HU=EQ9-*

*&N71H7|(D*JU0:V7KM8%"Q.^^@B"PR_D;"P+O"\G=NN& M1,?8"7G[CM9$*8ORIED)I6E]=S26"|"Z3;_.=!3,1-[OZ<&_W YBI+8@I'K M!S9;3BJ,A9YXYSAAX,S?&AY$LP6?6%[9&7$/:*

[T9R=|N6WU#K\\Y) MQY#YY M2YO^#7^(,JN2]0. KX>7"FE[&16(BF7RO-AKO9_BWK^-1.+3_A+$XZCQA?'* M2DA$KI.1A698U_LQ#EDJR?I\BZOZ5]?C<2?55R^>P!P&C F

M]K[.'5D3)R1):3-E^-;?)XNB)\E-Y5LOFBPW_8+S?#\64@W1\'+OPVW(%1 M 2]E$GH_L;PM"UU?W$P (63&%9(65!T$0-L!1. 05:=F5M(Q%>57Q?C!(<[M&D172KTVYP\/+R9(&>*

*(P97TW=5"KHNDTVO.L E8@W07/*J14Z.KG31Q+(1 MO/O@D92/G=OS&!)9^%&^IUP(43\ W"0E+"BJ:FM\8HNF;T:AR%^2|4\$>_PC MNDVY/4,9 2\|YF2[%>VM+ZOKQ$LUA#*

*A;9V@%?-@*0%AH7O^RE?JUY;NV4;F MRT*|O/J-E!7R#?UU;1 M<_G4+C^EM,JONU];CZ%-|OZ;X\H"5/("?:P8Z*B89186@T>9+)!9;8%]YTG*

*M<:WU87PX,._)Z9(>.+,1(;DX'O):1L@AN{J8<*C[?2$P+[IK)'DU[^)[ZSI-M36^+?VR'0N#=#J,_:6>;1[3\BL1K.S#M*0^'34=1GOKCPU#+RT%I14R!{G.+ M=UX8,SJ2MR;$JVC?V%9-*

(!77=UN9 M)DOP:8"&,S8778S4DFFWIKI5!EW6%GW3/W%1V&"[SU!O$&EEJZN $N(4[G MJ<5G_48!$9]?!VVR+4+SDG(i$VPMF[B(2N+24>S>O))XAO@N<;\V-E/'ID

MK[Z<9^[]Y"F %7=#Q<[YVE]!"ETG?3[_L'M3;UC29XC\=_4/+!3TL_.O3? M'B$;1)"EJ#:O1SB|\..GGNYOH:!.6<:I85F75LV]4M'-'_J+F/?A7=/O)D MWT.,9Q%D%';7Y?

*=C=0>3Z(-TMP;@-K;f*M4N>F/'B,K|S=H/$=H[,HUCT"*E MDNW)&Z!\MF3I^N0XB&WD1_V8(M92/BO?9D&+:4X0)YG3QTKK4\Z|, MCT>?_SQ:*&:FFC]T>5SI6R937%3-*

]"77RQ4!C(-%-%LK6@3#/=1H@_M-@]#]-MOM%_OX5FO;FKW_92KO^*F;3?0/AP>PA%/&R,""\)Z"BD3\V3] M>ZNKC2#<+-]:4%59! <5PZ;$Y,_O%CFLH!]V!B9)9&DEOM@X-?

*<8[!3DC9)[M'6U>MT,BHR^_>4-Q4K3^?]CM.K+FTG#Q:X8)K(6GW5?R\4F:)*1'0R:G .3 M-GT?>?&ZT;@'0F0Z)7\VY E9E%_]<_NN>1MPK"R#]+E"M0"Z]\ULU*"0)8@?*

-1&4R>CO$_56:\HL!OGT&)3GKO")VR5I^9A299#UQ'K* M!X=R?DE69=$'@"+\GBFE@#89]J-2#CM0:U?_Y]2?^4L%E0, B8%8J-!\DP4 M{CD5>\]C)2X5.2 1GR0@.#;!"BE$>5BV-[>*

*(-\"#IO<6PTOQ+ZVP'G5%255HC$)GUWE7!'0^G617Y_Y3W]6&2UY=R%W%>:E M2!ZH\YGS&7A'VR>:GBXF5HW#UIPQ G@TO7*7XM'W0/_T7;Z2[:T)%G7&^T^7A:8-]F4H[-*

*5U=_"R[0LP(N3PW1*E)XL,2-]BTJZ M(&/5>93+Q=%6VH!".B%@*@E)7I9'O_3+0_=.*^H@'Q!T<,W=052CXFI>T$4?MA+T+>YAW%7CPD5--PN,MU6M"K=-WO25CZ&,'K[.0@;*[A?*

*3?F92[;NUS@N57 M0BO.;_/"S$7H2G(@LG)0"ED0L1.PJ3V)+,TI'X]L;Q=1:NKE'Y@H_^2L*/^]M6#5UW3NUMM1D5(+/9''/SV.R+-WM76=X2HMK"-OU$#=W8&6_U3)G^-MV=,*P)*

M_^#?DE MH\LVI/TSFPQ%\M>/#W<%XOU:B@05&1XKL?V0Q/A&M%WRV$"/E$/MS%PONUH_MOF+HJ?XZ/%F6LW?TO$#B R:)\K,)=K/!T.2$MV%%L^YXD$!OHGV^)O(8G>B

*MNG@0 3BN6,K&EK+ OBBG#NQ-7/#NVW:AB0=^!5*0S08(S)9R>W9Q^DJ^,VS& M;$$Q456+T*A1T(X#KJ'J8<&5V!GLBQU7T',+&/+F7AI^,0N!N|38M.P3VT#.H@^6?!WJ2*

*|Z#YE)0B>R=_X">RZX8 M67Q!^R7+H_*>6)*RB9B)S/Y]LZK-Q!YS'8V;::]],A@AHX^72/Q@36_NBQI7 M8;HE$ 6)9,5(UO>2\4PB%*$>(PG?FMB"K;,"H,?(",7<@,_)G;'&!G=PK!#0*

*MQW27$5G!(V7COB(0^9$,6#;MB*BRS2L,B\M6E!:K3K'/[hNW_?;Y^KM"ALVT MX#YGH&;=]A3C <#1-87 N8DY54LB'-#MF\-A4_EL MB?8&\O&+G&4%19-=:-C^M.T?*

*^_[_="+)0"EL/8>4?0!00C5[5HK?U"[54U3Q M0,KMIDE^+[Y70.RTF*E,*,NZ.Q4BRB;9K\8JZ; M_Z=N$!_5P AQ8@K+QAYOL7XP3]33ZJ#++LOI#GTCB:?(/[J3_UI85?_]FG_$3*

M&GEPD.Q=LCP;WOI[<_N3Z_!ED8?S?>!RA+R50K#M1WUJL.X"#Y?WZ=GH[JFY M);)!(IX_43^O.&7]16=_1$,9^HI]&R@KA;9"$;CI9.->7.QU%-@"?&;S+A'7

*M!!.HBGH1+UR=&LL7T6=R;)!)XI75,,J%?DNIK7FQ5!-F2W^ETHA4PY"@S[R2_28^.'.\3M1?KYK*OFY6F.H@Q&L./=29%W M>A2.(}8X+,$5]^^L(?S+A6M=#5H,!2*

&MZ_W7&BZV@(I)>K"0DL72DEZLZU MR!YGHB GKS-(&V!}?J4G_P@^OY:TNDK30;WFQ>]$3?SV7%2$%;PL/2+A5=V

*M5FTK(|PHQ=G/'|*R^'+2UP1P<#UM;+^@6B>]1U+_]U$^W#/G5<.?U2G,16FN/ M[|KU>>>>'-QSZ7))B+|"&&4_!^5Q>80\G@2'N(Q%.3%*

*M_97[!3?;|_W@EMN*U6KG#!\M?)$=AJUI1AC&BZ]C1F9/A9Y^DCL2!_+YX>'3 MG16@\G3FU4RBXV.N*Tj#7^=FQ3W(YD753WQQ#3B'Z05MLL[#ZGS@#(E0Y1'S M6_N*-*

C^>+\.SC;Z$-XQV.0<,)X#>'F.B>]=MZ/Y\GDT197H__GAZ,2@^ M5_Y4H)<5ZWX;<&VG7 ME'RJB%IV0H+LDVRR+7|T(F/44-=M,$V\C${GICQ)=+7F M2@;GZ

*YH>YZ((<0*SY5[JX7'OY!1Q}0AW20%<3N=;0DV1*+;}V%Z4L,0EQ%D M,7]!M+.:ZI)OOA-@H(Z7F&U)75#P:+D,\.ZR[*DJ')1(RWU -!U ^@ KM0, MQ,L4@=G5Z 9)/&NZB|V<1OKF"Q-*

*KP US,$*#BMGJ//+'ZH/0t]O"1{53N+J4 MO- M(MO4,EB-K$=@WW32)UC^FOMB,.?Y0Y=9B0WE6A&O4|-,@<-/(M) ^F_SY1#'G M%*WSN4YB$QW=.CT[Z5?&DM5*"\AP#[!V#7]^_FE#,HXT(]6[YA+3J=D M*2.7G;)['7/A;YLJ_+LR8_9I\)['6!{3\[-SR0+*89>12-M,C:0"O1\LLBN M=$UWOK+7;G!7'_T.6*_6M)?N$KAD_R-W1F/V>\>) U2:D3\(D)6> @!DC40 MOSV9 X ;WC/ MBG-=-_77F_+'?W.4EO]!=T7> ^EA34ROYWULHA%=5]>;>SH4\G(Z2,@ P 9]0J.<*K*1'W!EG4DMC]GK](Z%"%4PD8M./I MO_5T"T;,N$F5"RJ+W1$-D@,/60WZO"41W-L[6]72 M)B?A![4:TUX=IZS0I&=DP"#D9L4]?VZTN:1<3;HZB#QR"ND<12K&#@?'(Q;[ME1>Z$#<4B[8<0<75:U/P2)!<,+LAI6X#ZJ=*TOM<|R>N"\+:!&;O9LTZ4X$O"%*MSB^2M8$6&2YA=@><[TL<%%=G+\B!-"YX-NOX,["D/0JO?['8%D[=/S# _-B?EO3PU= MXNV,C(W$6S[REL^VN[JJ[+/&#R-L93Q=G##,7GRZ*DR9?Q\:>"C\!OWPC2$_7 ME8%2" 4SS\|)XLS7 ,0K=Z1C" W8QXUU[" 4 S>RG6OU@H!C6C(+G5@%E7M> M*AW<'R1$1VC9?1F^7PT1 ;AF07&/, VG% ?Y2YHR^>A1 S8$JZM]0*!>7D-; M,Z'2H7X6Q.YWU[HN_8D:BWO;ER*G9S]BI;B(SDY,K3KVP>+UQ"0M-9>R"4Q-K8F+;N^%_ ^&N@(63=2#0\UQ2GCBQAR*,/56^]/[,0B*Z8HE=\J7_P4/NF6&(R@WK:$M&OAA> R-D]6H]XE'[*?M'&[_4 DP?N]__/2-!%'KRT].GKKO$HGMX*=4'.J("]5'Z7#4)+,WS,& M9%'//<3$$1"_4JB;4(*:HCZX=F_9,>L9YOMR4&'X6' S4BCCCO;,Y>=+P'KO MPY+DUITVF] XB9BOF*S(W+95FC)%\<@ MO 053-1$O(\Y-=_R7N8MY51C8'I]X)(3<9K8K]B]*$*5,.G P.(#A)01:1?W MVIGNZ8TLKJG(/],8)S\\JAWU?? JE@H.%LIX!K8@=6[_51KA6UM+UUS(6A?OH MBH S[:PO".7!;; [DG'2K^=EFTF3)FF]BR-(^NV>OF[="A8:O]8R4V[#7A6I MV)W-.?/\\NJ=WHP.2-2%19EA"[,/N;,]=KW5Y{TEL/Z+Y(-E]Y#=L1\[&-+&[U'9GKDV4!K&*"_"FB/3N(D:<-@&"Cl$ M*3E1I1 X8(A'!?@IW$(&'LW4M]; <#'"_ MD8C%LX(7OW(,/3P 3"N2|2\$&M#R#U*!$'Q*)&0> L@-$'0@(7<:/)%(G"9.4D(W M:R"S#,_P)?O M3_Y23,9Z>U#>N_1AU8,JE:CB$HR%T6M+2:1MRTI:O?R.\$+MEQV#5<*'7SURSA9OI'ICY%%!565U65E:I\"M+0.1=G=W M=T]\@8ZVML[!3%IT7NW,Z\]3=*Z#P!(MWX!W+Y#92Y=U,JI6;)5?*^C(28Z MM*V^+U1#F9/!4UA87R)TL?:/9?F?S?5,[=@9B:[9*_9T;NQ@4WX[#K65+A6F M3P]=*QPSS,I1D&60+!HK)*R=#*0>"@T3N-1+6D=E*LMH)@'I\U_C1Y@"14NW M-*]*\THXGE1!7CQEW\HLG/$,B?J5Y{YRA-D0OT+6:I)D6^4R1 >H;>CVRKNT>.0UW/5$\MD+Q*HO>XMT!-]SKHZ8_8/_$8/54*RD.YTH>E="Z4?3;\)'_J1;WAU|0%U>#E8(KE MY?MWV[3^N1DL)>1U];UR>2:[P3FE;++'ZVG>5(.I(>AG[L!K,2]? JH=I%Z2P M_+=C')1H_,P_^YXW)X\=1ZF57=L/.Z:V%OM"TF)M11SO*I7(Q\7W00?E1)DN MFK6,NJ,_%!^3>_&@+V_I/&"B^M@K@54_2BSF;PK;_K?SW=R+-+0X)0B.>R4 M."3+U:RY;,I9?H^=#'O@)#,$:LAHSL'+4%)D9TOP7+#$"@=.?56KL8Y]2O7+#$"@'-:Qs% M&R:.^2*!M_3/)M.!N&N!0>)-G8-;3?C+ ;D:F_Q*M!2\$%OFKO]LT+-5@.=AV=GM6S<L$M CC M59GIJUYYV Z#.@829RA0Y%D?8,0P[f,CI6%!E^A?O?N!Y#?B.:*L2#[J;0+> MIQ8?Q@47^<@XW8K@R!#-B^-QV$UXJ\+]9GTK-MR9//^UJS":/\+1WOG=4+7G-V69^;A/5T!F1#QY[G=,?S7$N*8#S'34:..;_$ M#-855F!|L:81!P _2G.V\4 VBF"@^OG8A9V$6UNDL8AUM@, S5DRC)N8&:&X M2ZI^8:WVTQ\ OD7(W 4V"\P.,VXQ!R?;U[3VFG@>VP0Z-658,9SN&=Y6[]fW% MF(E>C5'43[*E.SXT.(NKLM-><,@7OQ0GL8+A-I)?"'C#:IF_88(-(+V9M0IER MBIA9(/^E:_'1BU8*>Z[R9W_M:FDQTKXX(F7")"UT5$6K\Y$88UUH/MCC?V:A M'Z5M'R 6+!X?SQU!ACC?U[4-%[N4%E_MDQ?J\-) 5RU1/_VU[&%UM2#;WX_FG8][>*EQ2Z?*!TQ -&F76-(A(<4SI*[< M4Q\B%)],;7D'#O6ER!G=L*=;31]P39Z6U58N\Z605[O^^+A\,TQ.X+H1>_?' MNZ?C7$\B+BJE!+ 5V[[.XKFMR;FY=8U8',@*WY MLL!\ZG=W:Y,F&(L\UA[>$Y2<"9 MMN9C<-$'ROILW$[E&T-9;<5CYU|>;6K=1$Y[2O7+#$"@'7:56KL8Y]2O7+#$"@'-:Q$

MG_D'M?KOT?7T3P,W^A.!7*R@ R[8EI=%AY01M$T.%)AWX[T^R" T:_^,KS$S MXA5^-F*<1 6TS[6-9&D;ZTA[=5KJTJ37P4_2Z_=0ZWJC^+?DQ!/%SCPHF3/$4.CDFR+7AUZM3
MT6?YDM//=68 ,]K-[JY[NC$^_OG3Z47A6I>%)@?:@KYH=^5>NQPFW[WTL\(M,DXM;.X=[[6YG=+#3 5 ;!$%2&0QF\SU5R9]L_G/$TT].L=JD")TS8;]C=!> M&Z1;!WOW;'>.
[:F.&^N5:M8U7%B4TQ.\.H4:&0>K+*RF!IIN78^J!)D*^([J M90G\:OY2D)>FY KH.QBF9U%IC--PH T^?9J4N!V)DI7A4!!=G\3R!I270(,5 MLZI>\8!B,$K#17*R:/0WDX6'BR%A(>?
>5>EP3[FF_1)A6?[>D%[*V'#V>\YH M&F)(.;QV/Z6ZZO82+KAG0@%55%]7I;+UR>P+\0JF=\A5B$M ?R M%D&BCSE"!#Q84TJT66'X:]=RE0*+Z=\V7@,MM6V?
>R515WHWU(TBMGI]D<4Y M@ !F4I'W2*ZQUXT-?;M/%KCY_3,)(_WXLH5IVKN(YR M*'04UY==)/Q&1E43*%SPB MU9G+)LA?#),QA?,=!]!=*CJ@GT#'OT5!T1]35?IH'-
;T;=$,:$]AW&/0O3TT MZ,'[:AJCD%JBKRB JH+Z.D/]*&L>VF^NI#IUJ9V$6L?T^&1^\).#[B XDJ)+BO" MPO0'++S<)GG!W_'D-]:$% M"3^](&.^D5V.G4L43I]+ V5E]'O*]E_O:54)#?
=MP5H"?1MW3F!K+18AW=&9 M"33HQD (OJ,7=@7>\#B\-S!UF@R[-*>D"1YV <<%F:@AG_SB=NY>S9 EO"VH3;UZ#:[MT@H)-0UX^WS^&ZW[(1Q:F1&.5'->4)$,G@F7.VK!PWZZ)
<-" MI0="2&'IA$6]D?2[ULK6W[\F Q1[ZZ%!M$VOKTVHJPS$V>G?F0&-5+MM7;DB M;:X".:MY7<:$URUB.^/@M,:,DE/)U512P#:[(Q0^PR:CS_H)GZQ37(_UKN@N
MF6LW]EBOU\B8K"WDZRTD[TJC/5+#Y,R&3H3B]R1]^-\YFMMJ-G_/>G/0AA-7 MT-V(+KN7I?:YUH$P+G_TKC'_BPQ9":TNOH?;; KDP'Q<-0PYOJ._HH-*#L)L MOJHM?V3"=:41M#
MZPNJ*[<;2>O^Z560H*"WV)/*N63[4Y>?M_(8*ZOM_WJRHS,F,"*_0*F+8KRG M^;S0C;FC?8;R:?R7POH+H+P UI"B4QN9R>F%'FV2A7=#-! 5+,Y/Z(;R]VE/#?L >2AFM;?$7+,,(
M5^_S>)A+(C;$_2%U7-,G14>ZEB?)=_27)SDVSLDT)9XX]_&+3*OE&#:^VJ_? M2^3AZ@+;@A LT6)+H R@5@$*2##.ZU0F>Q>VJK+!9 M 1BW8DLV9ZW*
VC"\M[E#P5U/NP^,P,Z^.)5R^6/XMIQQ6\Z01/H,NZSIAW2 M"LS,D%4KUS3]^H@U/Y7/YY1Q%25?E2P.0E0K@M+L-16_X_=J?2W*%]"6584F MAE?
\08]!9B.')48>73C_S%X77O5L]?/;53Q\4CZX:N5S_62][7O/4T]*>=3M MW*=M)IJ,W$S9#5Y/Z\N(7H^OU& &<[FY2,W+I!U8IB_RR__3ZN&I3> M^D9DP8?&V1M
Y@/#GJBHMBK51,;NZ?-682__,YMPJMDH[WE9PT%W(3.99-L MNRE1L;>'FAJDE"YOB7C1IH?^WT Z&IAMZ:J.0*MV:X(?W"Z$ GO%4B;[<@_' MG=
(H#8B$[2^XGAP6*XI2=CO_RJ$R]3W=4J?'#4N*-2G\4HYBPP=:5 #W]@%G MB,>G&=M+OD4W5PNW.P>(C??!+UWSX(6$6==2LAA7U(W#XDS:"KY>- MQHO7O MVG^!X@TPL#
<.F$8%R.Q/R0P";2C5>Y=*Y_4]M3-E,QYMB!PO028NMEWBLZH[-E.; M79A:XT)[7SC#:5)]Q+9Z45;''%D),I1]_9NE:/NH]+ =^8Q#LV5;F+#H^=QX MIWSY_9=,*/Y4.C)8IK<$8-*E?
8M]6Z%NW&@M"M0GEI?INBI!KLY,%;[KVC#)'1<,E$XX/08-1;0N7D1F?DT?:CS^\.T6O#E=;_JVI MQI7!270C#"]B,S 18.$%<9],S>=X;5U2X>FGW/6A;!=\0E1,G"DLIZC+0>AX MP:5?
(J9:5^@AO8K&> L*7_EB1C?STLPZ6_JWVLBYJQV=;@4X-T5"J:#@@0Y! M%'!D*B04/#;LD+\?%F9ULD/9:>[IHMUE0JDD7Z01D*92M4L0MKS[%G.)(# \ MA+0['@ K5$04T_0U-
+9;6Q1>E9- M0['5U?P$;6L:%;VE_UMV^[=R8-DTDDPLFD2Q.^-[#S;\Q?*G=M&MM2KR^#75 M3H^/:,L[?D+51W%9:.[ISXREA 0N9+H@SFM2!&&#%WGNPZ68=B&;/Z[=:/A3 MD?
;%1H#%*@(4N[AV9)L?U&LGA?77 X,,?.2TP*]5T$[> M6*LU%=24]-1A&*1*<>>A717\$,L?4]J&\)T5+O+4^,F#@^ZFGCO^>9Y+I$+V!8V.PJ3H@)^/3O]94TUFEQ;
ML=]S1AJA,6,++%5(G\0)40S]S$6JS-T;(]V'WS^P/V6.\+*7$.,3.G.G#G2U MAF@Z+F+<+/(>Q!'3SXS@&.B.IN'=. M"*K#2;C-C89:5GB#RQ?
KF5I&BX$3[X:H<#4]@F(BAM3"&Z&H/MW?%QGQF?)J%0]]K9Y[#WQD;-?1QY38* MO51#H^=0KWACL.O,T6Y1%\2.ZX$23O*7=!OK\C'2V')N\\EUL 3W4@'3.G0?S]G_^2RVU,G_
%!+ P04 " !VJV59,M,3[+2/ 0"C M@0\ %0 &UA9/<.)(O^/]\"FS/VEN5 M6:*+!WCU',]25SVMJ:1<*:O[C.)EE1>K?_N3_V?O3X"O:,'RU=V__>F/V_

_/:F^+QN 'J'^M_6_Z%9"3QLC2%@?)1,S/8(H% M@1E-./*3D"4LN[K[2\@Y2KB?0(["#"*.(T@"GT+*N1=&0B""_6;09;[ZS[^H M/PBN.)#BK:KFG__VI_NZ?OS+K[]^__[]SS](N?QS4=
[]&GA>^&O_])^ZQW\< M/?\];)[VLRS[M?GMYM$J/_6@'-;_]7___O$KO>.C!IH MP)@V=#K3O<,J_U'S%>.MM=P;&N3LW_XD_[985_ .X\?%3+7 <
MB1!%"60HI1"E:08)\AADF$51FO@X8'0A%U92=%_T@J_@'U][X@V%\\/_R4"F M72+[LI6*M8E;=Z]7]6NYU>^K*O^)U#]I/F\ M3P[]ZQ'TUV7/*R[I"%
[=$[_20FXW'FNX!YTHBX=QH>IB?-9:T"2Q/X&B9+R4 M6\<3C!]],]?L[^NJ5OO'ZK;XPA63^9++9>I#\QE^+"KY\S>XNK\IBZ=<:N7K MYS\JSCZL/C_R4NZ65G?7M,Z?
\CKGU36IZA+3>B$XCV/D84@SGD*$D@!B)O] M7A9C'C-*,%W4FY5E]"N=@DF3K[T^L]8.?/([+(.Z &7/-) ;EHV*%\V_J&0< M/':<
_(,7JTE_*A7T#1\P_P1H"_F!F%2298S[B\]+29&:F#&=OP"R3#H.48 MO%(_Z)^K=@&-[N3]D<_:1ONP99]*T7X/]U9_^FQ->1'9V$Q5GM\90@']KU M26G9K0]?^++93\M#X/-
MB5>5,D3%JGJ;5W195.N2W\K]VFN)V'\NDE@P3K@/ M!0V1W(#A$!*?1= C299&/I+_1TS,O@'MB:UYQPEH6 &[O)@98Q,T]6SL1!B9 MF<[S\(M'^";X@0TK#@T@A8 .+)M)I1G-
5D6D!Q:(ILA[R,,FIOBI4R7GQ% MGV\D66G^WA?KE;1KHE0_9I_6#X27"\RI)P)/0!R21-J76![P(AS#*/1)N4 M^4%H8E_T24]L7EHBH!#@L>4!",6WUT7)A9&0-(]8S,-$"9V1C%
]AAX@IT M;("&#[!AY JTK+@S,>;B.[(P!H1G-3#F@!S:%XL1S,P+X_GB3?'$2\TSR]'S MTWW)#1FG!X*SS)_X#BM._WQ7//TJWVD_0?F7[9=W/-(L']99 ?KOYOP#=JN.
MVD2K_[W[QSI_PDOU\7WA)ZQ?9_L/-DZUR6>_*2XXJ_Y>U_Y;^7 M:W5+]^X'O9?SS;_(C_J=$%Q^>W%&1$0YAJF/.411AF :Q1B&"0U9B,,T\.FB MWOA41PWRO.P;K7YG_,]#JY\\7[.."
[GD-?Z0J]8KPK=< RR-?+F1J?F]V;(X M\YSK+:T_[TP:&K5FTAJOR Z#5V#+.V@?4=-X\,/]-UJA0"\5>-7+]MF $@ZTTKE;\5]F5ASM&F9F?M:=Q\M,S.'NY86XL#Q@\:KB?.,A^JBH?
E_.\M)LL=WP,B/O$XSN0ABR*(!/8@R0(L5ZY09"@,LQ)HY.6 M.0\3'[E4& A;+[DZ=+7<7>TX;AL&K\"&Q2O0,VEX$K/ 7O-(-BVBAFXB.#G07#&5GU]X7)<_O5C?R M2_R=-
\X,CA"),I_"B(E FJXP@1GVB=QEIP%EB(64)B96ZXC"Q#:IHZ?B]59F M=N88"STK_<1=XZZGY="B:V8!#C*Z.81P# MS=@PV,GNR&H8$I_5I-@!Q,T:OUU6^DAN-
:RJ/4U6N;J3D:8K*4Q6^ MDQS\M5!;#TF8*S]1^U3)V8(0QI,D]6!*!8'((P2F/HI@C.4Y!B6I3V-N8I3L MV)C8.&TY4.;IJ>$!Y#T3 '=OBGD@#?%,J?/6R] 2A+! M0A'!
(*#29]7$DV<9==>=1DE(29A)4V;F@3E#:6*S]%$B>==DU8"&>N/_W=[\ MY:8QSN<1T_6;.,#!U#LB2;;22W/24 7?NO].Y/D8D=&9?^,6)M[6B!EIB>9AY+/W[3;BV3F>9IBF-
TSWZ2=:M[]OV19KMG/RG [CW[Z0?L M%KBWO,R?I/E_XN]Q7OX5+]=R+=W^L#D:+!B.DR26:QT3B0]1$!&8A3R$"4,L M(K&?
4L_(::!#=&I7GB0,GA1EM6N41Z2[=CM>U663K&NXZFG!J+< N@;'3".W MA'H/P-EN@A3<%T!PD51T$<^N;/BUX/P#EMEXRV7Q
M794E>%^4;XLUJ<5Z>4UIL6XB#"B76D66_,VZ+*517)"0T#@*KO,B/:\:6,VL!SE@UD-8A\F M5)3[%_@W^+E+1GO-6WJSF,#SJE8'JMQ["S/<2CDL8U;Q"&+$S]F,*:>LC8$0<*Y
MM#8\)*'@D9_$9+%;2F54KW3(:NG2:*68 95ZU7/QRUX(/.Y7]7+#BIDMTL)4 MS_XXP\DR9. H#%P!=&+;X\[(F$CLR+!HD9S5F)B <&A C-XU,QH/N,H77^]Q
MR5_+@=F;XN&1KZKF@FG'7_3Z>?M(9[FNO^.2?5$/?!;;BSWYRV)=+X2'J!<& M'N1"W;8Q1" ./ Q]C"*2^2S"6:RSEYF$NZFCFA0O4%6K8X#N, SPEF-5X*+: M>>ZQ6_"Q8OL*-
,\UZ:O;R_+'AG<]JS7-I Z;MQ>?*C,[^/_;66)=^8SG]H2[=E#_;?L?!#O<+F28ZODS,:N'@:7L30,D$A#F'$20!2$$4Q9G,%(MVKH@PD&64&;B[!RA-[6)VU:TDPR A@,S_\
(87GJN!8(S2QHO=DC<-LSP*CZS.\7%Q3/V%'<1Y%'A/0F5OP#)F978'# MPAZ[_T:>MXH#^K)>L>*PY>[_$=P9!06=&F"%"2%$&BC3T=\/: M0,>%4?#0.1R&-
=,=!&9ZJ2$]^*98T@+&GL:;LU M\Z8L*.>L>B^9^UI+M?[\V)2&?/>#ES2O.%L$0D19DL9R\@H=B!2K%E&FM_C$4]59:I]B8 MJ?8^+ UQT%$'&_(NJ_UK2NJL!< 8O9G[
FB*?]PL0/=%R\ AO&)=,&M NKS M)(J_P4BFLI3,I8F(P$%5[((YP:U?W?#CVQABM"AL$^6ZGU%-5.%D/?G4JN M?6^Z;[$A!V[S!Q6MN2W>7H%O
MBCAHJ#LZ>0U*9G7H.CWB;.>M08%VCUK##]JM&V&"=ZJ#6J5JKWS,JWJ1T1"G290_L@PNH\1C,,$^[CB(?, M#U,C9Z9#WB;>UPT5)-
RR>P4V#*M#W89ET/,,OFVY!HIMPZ).+B=3;^%[H2DR M,TY3S,Z[U?JA&;58.=P!3P"GHY79)6>SKN030'JX\D]!PM)G)K_[3_B!ORT> M<+Y:9#Z+4[GSAX)X'D0AQS
3@0\Y113S1(C4-TIXWQ]^:F^8*N"HJ(%O+3U# M8WB A:;RUI"0Y^6OG#F#JR3,KCR5NT//J]KZJ1@1WZHTT]9;H^VF_BM.B]" MN9P3C (D-9$J78,W$Z7(R0A;NAZ3X\$3Z:^ZM+
MI3;<*>WX#W;W1@YW.$,"N=JKG*0Q[ZYC2,RC_9D\ M^')&L.J/&\(T)!Q&B*FF,$$8AD:E*?>'G]IKWA#3Z62D X6F&]U:0$-7NK9L M%CFLIT1PEJ&Z-
_C,^:>G!#O.+CWYE&41^/,%9W\KBZI:1$&$,64>Q)[RL:=> M $G"8^C'&4IX@.*4&'6R&",XL;%+)?',8"# M&3^N:,V7%^08G;WL(==C7WBE]Y7?-;54NOBA. I#Y'FIW).*&"
(>"8A3RB$C M/B,B\SAE=M=S^W1FNVKKR5K>D1V@8WC?92^S[=U53W&"P*L1J5Q?(1U0>9GK MH-.BGKW:.?/XG$5%?I=[W8?U0_/WZ@MO&P/<%G_E5;U-
PU[(DR!&IL67^>:3$S9FV9BH8KL,OY7K8&>0:[S_4UWZ[;,A7]I+8B@%X&<%L M)<5N'Y6?9TKGJ#WB?&HOJ43RXE,\4VD2(]"G*52BQ\)_@[(E1EBZ*6)B1M)N M-
_Z)UZHQ\TU9/.6,L]?/?U3*5[796%S3.G_*ZYQ7"\Q#FF$40N;'*41)BB . M"8&)[P64"3\-8V)R9:I/>N)[5%4'@*H&[(\=*\H"O%HKW<]7OX!BL\?%&X[, M-O4&
(.OM\Z>!SFRU5*@U;>MO=E'[HT=M>S*X'D?-^$A@#H"C4X(!X5D/#N: M')XE+$:8VN1L+D4Q27%*J0<1465/?9)!'!$,PRAC0112[@FCC"IS%B8^##2* M));%]RZ-\)3-^IE+<7N
[.V4H\MU24F. M73^KR+WZ>L7>R8W88[-)8ZR)D:T6)6>TD(>2I\B.*40D(] 1%/6!9&09IY MR##5>X3DQ/:H9^ */"H6FNPMWC-Q!7#/AG&V]QB2>B;
(+3YF)F<+S&O*5T_K)>J^'D3,:<.>R6_ M5]'S3[PM,Z;*MS4-H+>%A'" 0AXB"L.,Q>KVG:H6B0%,TB0BB @4ID:6XT)^ M)C8KNZWC=_CK$D/W..PKL[U23/YBVSW>;E+TC-
",4!OZ,6U1[MK.3U,KRA%< MSEO2VW'S0CWJ+X+N?-/ZRX:UW5;Q1YRS=S^42VS3=4H0FH4Q2Z#'@R90,8&8 M8 %5)8 H2;TX#F*SW(63=$R4SRIWH:,*>$O6>*-
T"AO=O=&%\IINAUI!.WH3 MM-8:%,C9CN<4C9DW.0-B'N]KAAZV4\C?BZ?&'?UAU=<*^,*?^&K-OQ3+Y?NB M5&[H!4H\'L":JBR*5K1 M<0&^*3Y QXAA9+\6H'I*
[1HF,QUW@9"QVIN([,@*:)&M2_] M\3NO[PNVW3QK%J(\]_K$NKY7"*0EK5]U\IS$PRKL2%@SC3TAI]SNR?/W\8<6:#;>N1IUZ=V)UZDCN1D]4 M5\H%+^GG3SE;XZ6^>IV4?
5RW+A7;3+$T).Y.T8YT;$@*P4[.>!LVC4DSJYJ M#3YGF237=V9__?P[QZK^DYJ]]RK43C53N/Z15PLJA,_\.(!^1 A$F9?)C6X8 M09]%"4N0X!09!2%KT)QZ=[LE"S9TP3=%V7 [JX.?
WF[6,2]&FUD;0,S3Y?1% M=)4QIT%QWJ0Y?0B.\N8,7G516.RON,R5A?G8MFE4_JX%31DB64(A1EX,$4LR MF)&F1(T(_##T(VI6Q764XL2&H*
<(EEU[547SD@)>IT#3TW^G4)AI_U&QK0TL MS;\[?_A4);,&1)VD$-8I>B]8WFI_.&B54,OVNE_?Q3FM+A;-3>!URMV<$[> MQ,4(FF+.20HCCV<0^;$'LR".(:
<)37Q,:$B,RE.8$)_8*O1>G!U>FAOM8S>/ M97D+(Z#US,=4\)E9$I?(&9L5&P@<61@CTK,:&QM0#NV.U1AF)HCQ?/%N5>?U M\YNF;T)3C;Z) *\^K^NJEA^1M'O2Z
2I1\,,1EF((8]$#U/F(4@P#DF 50T/ MK6Z2>N0F-C,M Z#EH&V2<-4F651@APL]TZ()X+ Q<0^+F?FX%!%MDV$FZ(!+ M00[4V@?YEZU9T!Q^%D-@)FJO^H9OF3OU/JRJ7#[9N32:;E
YKU1#BH\&);,U M1IGN:^V(@][]U9-O5KRFM0:;J)ZV@=A6[C"=\6?SCAD(N^LL,WG-;KO\1\4_ MBW=5G3_@FE>+"*=1%M 89I'@$&&60!Q%OCP;1SP089:FB586[^GA)UZ+)#$5
M&;4A9[:?/4!";\=J+Y^9FAZ*-D\7P-/2.=IN'@P^ZX;RM&"'6\8S3UGO3*JP'8DZOC:9RNEF?:<%W!, M/K-;TQ/"V%V5[@XTW_WH"?;W+D5/_=Y<&7:V7NHP]L3+9T/5.#_"Q(IB\N68
MR#VN)VY$-O2H;FF"GNATRC,NH94J#0P[FV*-B[:K9AI/6\;ERGF^QQ57AZ&\ ML89?N"I5+@GU">G-?+:_KSE;4$$(BJ,$,N1'$/$,PPP+#!E),"51C 6-C+*? M3#F8W$?:46\:7;8<&
<;S&F.JMZ^<%"DS,]"S K:\7($ML#HBC!]7();E2NAEQK5:*;*DKS6)1UDP0-E&3X<$ENXFD,MNO&\Z"Q MIY]R"@PW_B^!OL-">1?!:7?T,*8VW_G$%HB]0XSU(+9W05\?
\'+Y>EWE*UY5 M"T:3E(=I"DE *$1!1" 1 8=49#A(*(YHK)46>F;\B:U90XN7G2*HY5\!AU?/ MIO<[^Z#H7NA8BVIU@]-0 STYE_^N&%[5E53K!\Z:&Z#[8BE)_586ZT>5.+ZZ
MD^\R:0CNY2?]];LJB=NZVQF^<96AMV2A[MWUYOK; &VDH!6%+ C"VB$ M =>JD$8WYQ_DSJF9\T:B_MKQIYQS@^J9/^722!"S(=9+$+HIX3R),8TS(Q\KI9\3+R+Z"J6=-T-
=U@Q<[_:@JSG MA)T!.D-W1L<0Z#AJ=E,=3[L@@BU7CI-#'4'CR#-KR\6L_MD+H3KTTEXZG+FO M]DWQE2\YK3GK4G8,KFI/O3O#)2U>R>-[1QATE(TO;$_*/>[^O%1D,Y-@*ZV1
M"W)()"LOX\D!9W,D#HFSZRLL&B/@4F MZR4N/^95?5 S4;=(Q;D!)K8W'5V@"%^97G^>EWI\G7&8IMS$>9'/EID8>,6R++1MSY^/FXPPCR+D^X3!./5"
MB#P>01**%,8BQG$0T#ADJ5%EZ(M9FCIJH.FY131[>[9EW M%LQ,U,7-T1RG_[G'S%7QZ,L9FK=^M#, CTI(NQO9SM!^Y%55E/O50CHZU6WQ M6B7R_Q)I>ZK&%4Y[F?
Q/J\H7OX'Q^4BS0A&28)AS'UI8].(P93B&(H("TXC M@KW *(_Q(FZF][@@\(K@9=/]NQ#@6=(T+*Q_&=IZ%G(V#,V,8\O6%3@J(-1; MP+H I*D&TG#7Q[ZKJVV)=&F.?R:VEB,+
J)SA64H3VZ[^\M*NFOYY M?/0LDA.IS:S-B=O:"2KKCPKF[@+V#)VYKUB'Q3UQB3KR@L7U3MM@HQUG9^3M M02**1!BF00PS$GH0)0A#XJ52?3.?)@D1?ACJ7_&,47NI
Z+LYH>>AHW/RXQ M,5/K^>$PN =R"8O=7="%\)A=#>F*.W@]-#K(?%=$NO+L71-IOV2Y,UG5. M'P@?_+13=#JXG;%]4W*6U^\Q54;\^6VA M#IJ+T,OB#$<)Q(Q+V^F'&&(11I
30;PX$#'R8Q/;>8K(U)%Z#4G0TP3?6JJ& M'OZ3Z.@9KDME-K-#QN(:&Y0A>1S9AY,D9E7W(2$/M7?P63ME_*THV/=\N5P$ M@F>>EQ&(N3K#B3B!68
)S%"$A6">2+C1;7T_\,1*UY,Q4[*MU#0.0YXA*!*4 M0+E-8Q ')(&Q%V%Y?B4\3,CBD9=YP;[6N*RGD_V0B#$"5X#PNWS55#&1*WX[MGB4L2<*P)PB%D1>IG2R+8>K[&8S"+$JS
/$X]CM8WJW8U*#T)"P@X2MV,1AZ MQM=&/#.#._JI&QO80YX=&=7-L+,:TD-A#HWGT>\MRTYUSO(OO"FQ<5O]]49Z^:URPD'F4^!1ZTJ9 1#P?8A+[TM3$A,9-
H#9YXI2+_^3_6:EN!U2VL:5M:VSG24_5)(;5TOV_:8X $SPT9C([AI;B-,D07$#>G9 Q\\5>,MIV?0>4YNTGCV'&P@M M&%QM$X:)S;L9T!+\:,G7>\O.'KSK-N1-A8GVBJ?+7!!QY
5^FD$:^2E$7AA M$E(/,H*03](H3(DP6=7/4IX2>_IMK5=0$O93/G/@Z2G]TY$-U3YX=/ 58?# M!(D>H\(Z4NSS=&;5Z5%Q#]5Y_ 4[37[+'TM._9XFR0L"E6#K@Q3"E&,!4R) M[T..E?
M3+N(1,0HCWAU\8GW=)66FIGL(Z&FFK5QFRJ@EDK&BG>+=D6[M#3VK M.IT2ZE"#3CYC'ZS/^7Z0;!]U\MPOL6_7_)/H+3D*2 MP3"D2"I8RM1]IH!)$* @]>3*F7FF96A% M\2"-
X+VJ\OW4]1_^Q.O/XA;_6%"6I#%G,8RR%*L@708SEA"(,:8HIDE,XG11 M%S5>ZMFF 5I&YF=#45NW;M4K*K!L2[]K$PY>+8O*-+9L"#0]\^,("C,+LT>T MZP<.7]EZ@K]< 4E>7:Q(!]J[
=5V7.5G737T%:7-NL-OH? WI745K#%":-VAC M7.2CV V-5RY*JVG'E,-MTT9$&"6(I"'T$B95GLNM?BK\&'I1RJ(LR!BB6JUY M1RE-[G]O/FYUB?C8UHFS2JPY@9">?
CN1VTR[^\2:3O2&Z'29->9N%K/TMP'C?[EKRZ^5^J) D5&]YP8*;+YY'3T^7+@+#2Y5WA M!6B(JK^\&9;>6)=')7.DR^?IS*K+H^(>ZO+X"Y;KKXI0N97O7O_(JP4C?A1$
MBDH"5\OFWMCS+I6GQ#I:'D\^=%DD\ONBY/G=JEUGZ?-MB5?5 MLO'J_8;SE3K?+"*.DH1G#+)(I!"%D=2V1,C-;48]G\<^#3.C9 %]TA,K8,< MH!T'JHE(SP+
F[:_=H&L&L#JZ>PT<)DI]#;$M\>L9P/L\ $4(]VAV'W8K+[\ MC@-K-0B_2.BM/B#G@G,-1K"S,DTBZ7&^_"/O%J(;)$)6888)"OR0&MV*:]"<6.4589BOX&-+VC)F=0 R/?5W#(29 M
=@0OP**?-LJM6%@XQWOF9@@EG5<8M5)SA_F. M"GTBR'?\'$FRCRSMBS MA (L;1NN[8*@IYR6HIGIHDX#.?-XH&/.787X[(P\;]3.L4A'@3@G'IFY5'I7
M(NG=#U[2O%*WUW_C^=U]S=GU$R_Q'>]^PV_*G/*%/'4$Q]"F&2"0L14YR3B MI3 .TR#-TH1&H5$,X4Q\3^W%Z.I,\2TW!]G]37$I5BR7N*S4C]I"4X:Q0'--
MLIZQ^0FGSLR075RIO<](D(>V=[LSWXL#.GGZWZJ^3%*BGZ"FN]T4O'3A=T.N M_WM4A[>;"F8"]@LG6,=2*]ZXK\HO'KZH&/ I6-, M4U9G;K$Q>C,[Q33%/W:)Z;YH9RX^K56.F?
*O/1:EBE3_8Y77U8+B6%#FR[-@ MP*6-$*F &<<1##TF3X,T$%[3/:@I\E,O&5LB:H-8MF3!6M%UTS=ST"DI^.7 M"VZFV%N9-
Q3!'X,R&ZORL$B.]/<,D5F5=EC00TT=>=HZG^.A6#4YH3>X_%Q^ MK=7:V+0"ZTMR+CP>^&D41C!J[JMC$4$2(P_&OE33B!#&$J/K*PV:$RONFYV2 MP5?@$9?
@25%W35O\.9M%32?3 M2\R-H1OI:%J&74K52/>_D6DQ=Q*YAM"5&\@97_,Z>ES#>>3*<4[-G/O'^M< MGN7>YW*OR#^JOEL?5K4DG,'TH"P.DR23"V>B"MHG,8%9F*:0AG$F>!J+
MQ#>*)IEKN9U1G1R-.W]<,@EZ*^!IL/OF4+ M-GR!+6/@NOO@C^Y"6N[QZ$/WB)3]'*0G"637L#*S/FFEX-VG)+J8$R[]>I4 M=#ZFS>W&]8KM!.M7-
\4REP]L:IT*AA+,4@ZIG\@#A2\/% 0%$8P3ACD.PXQQ M(R>%-2<3F*A9!0SNV>/M9[1FP5!,XMW&KR.J>;V9I/T&5_/\OSA3R"J.R=2EU\7LOU M^:F)N+TF51-
FLXAQD,4Q#R&-5.\;YC.8$IS 1# >$D*2.#/J[V[.PM17EI(; M();%]ZIMOYGWG "\8>4OAG$'YC#K+;/3@F>F_BH3K\&NYT9Y[E\IAB2$OX - M3V#+%/C6L^5P7;;'Q%7 @SD#\P9#6 -
T%"AA/Y)ERO_I*IQ]"3C"F(_"D$&, M(P11YG&8LC2 49J(@)*0Q"(P\Z,/$YS<4][6'NUJB-1@V03Z6:?(C*"'?.Z1 M6!Z%(I11B-(X@.KX Q%*LHCX*"*)6;4$9]A96/$.N2/$KL!8P0 ;Z/2LM3M
MS"SS4.%BYV4(]81T53MAF-B\A1.T!#^JFJ#WEL712*73-?>=JG,8+[_4J^N' M6OMP=/+MB76VS0#P.3*>' MG._(-"C2WJ%I^$DSO7K 5;[XBI=-4>!'D
MG"5R"0TBF/H(P2CV19*E291$6F'7^B3GC*>2_,"F E_#$=BRI*>C!C@.Z^PT MZ)CI\'DPNN@DK>L,6WQ80=?*T]+V1)D7ISW:,^.E;0'-16\MHGJO,7I>%J2-
MX3,8:19#:"Y9;Q@MWC3?@+S[1_U_;UDU37[^_O5]HO5W(&<>7UJ#VW;J;@) M"ZO]:9,8Z6*$Q;UJC#QVIY#8'P?XD!X,R.F(;?CGJ$:8EIM39$2H MWVS-
T)M;036)C5T[_FR(,&LJ&T=GG<-([S#N0WDQ%K02WZ#DV*):S]F.G MJ%JZY3U8)C/\(BBZ"'$PI1%"%(&$I@1KB?! 21A!F54W;+WL2F07YF MB6&"AEOT]2S'RV%J?
K"IVIVZ"MAJ604;7MOM>W6URZ#U"9]T!I&':9G M3(*=JQP-M\S-FZ@Q";!'V1K34'%<0?*W4A501XA&TGXRR./$DZ;43V'F"00I MR;#'TI FL5'B_#"Y65RKCR=+
(SJJBMBBIF<"W6%A9M)&*B,VU>HC;@GY=35 M$5MB/T=]Q#W!M2LD[K]EN<]2R;H?JFK-V=MU*>W-39/+TGB&JYU.S7UM'\X6 M,8Y1FG(&(^PE$&&:09Q2# 7*
B_,,GEJ,KH/-6=A:I=NTR^]V"_'QMO\GB8A MWS3!QP+D0$1>Z'D"^FD8JC[6,4QIED+AT8C@2/@I8V8EC":"^9*:1N]>!%K- MW>BD7Z7ACM-]C3E>->7"&YD<;D.M07.UU31G8-
[MI#5 1UM&^Y$LMX7RX[R7 MGY8J\I W3M N\ATE*(I1Z$&1";D>>%Q G,449D$<1$F4\C@VJN9YCM#$5K\G M"[9T#7> YP#2W/LY$-MPUWU-5M(;B%JWM0+&>N[M-
49G9U#XIZ[.H>?MS\,O@3?N!, MKM!T7>=/_+,0.97Z8'$M/#K0Q#K9T <;!D#/@?[1I96]#="V7]EUZF*72Q(8*)W\IEDM1E.K%A2=P MD&'&H" J*EUD#&)!8QBKEO_\"3BR"
MO=^M6"$M (54*YAJ MD,K4P8Y;L@#W=($UT\]C-:P>7>&@9D%WA5_0Q(HFBY$-@C, M=B&Z72RV!01F@==CH@W&6I]]>;[PZC'^]R*J1Q^VVW1+2YA7G\4UI2HG2'G
MF_HXA[6B2(HR%#,$(Y^HI$W"(*$DA@2S-/ 2GR/?*/1+C^S$)JIA0J6K"9_>#M0]*&8V:X/'EH.K6:IGF0GN:%>F2736G909$(>[\.W[0S& MP;ZH;V?P-E^NY4_;F[.=;=0B0YE(_(! G'A,
[F6" !+!(I@EC(0T$#S*(A/+ M84A_:B]Z2];^ZMT43A[C*%0NBBREO@H<8S"+<08#+AB1ACBC86K2@G-*.,W; M=&[<#7V%V!934&PY !"PN4'7,]\30FEFQX\.Z=MN+RT7^V?
ZCD%WYMP2"$=V MW93ZK ;>$II#2V\[C&4YU_,59-\45?UAU52]8+?%%[[BWS^7[W[4?,54G_1(M>$$(*57I HDGUP 1"JC*N.FC?#4-K7MWU(F1NJX7
754U/6RT2P\2KYCSXA=/B;I7_E^2!R3-B+G*\ MX:(OL7V]8CO]H^7OU@_RAWN/2&:7:V6+?RL*]CU?+AB' :.4Z>SDYF9\XBU@FTS0FD^ .R8,?&9S3J&&Y_$GG1A#QT G M!-

*B1X@ILY0"[@G3V&6SZ$[@\B!UA0"?-U=&#&XE +])/.N\&[M>?=/[M/+H_ MWW=@YC!^@9O\XK>Y1+, ^Z)4%Y9_ MQM$'3M%_ 9&T(DN&E MUB$:9BNC"1#@F^+%4:B:AK1606I#X\X6GJ8AW&Y@FL[CUB6LNXH,155=/^%\ MV10P*G9Z=+:5WRKE>Z>; LN"1)%JJ0NIEU*(,IY"C+Q$;O432K,@B@4W"A&W MY&.&^S,*5KQQ<*BJ(9MFN^8EK*U@UO-KS ">F=%0Q;R[.BNO%$^_@ U?RHVQ MV[.W8^P*M%A/5-+Z$GC)I=)ROL$YD[" M/BG@R23CTF^:6?"JK\GTKCE4O.$5Q_Z15XM$9%Y(<00QI&C.(<"RM=^AS M*/R0!=0/_#34BLTZ/?S$>\@M0=7?0P602YJ;"8AG\!A6NLNE-%.X0P&U%6U8 MCB$EDV_N*)C\UU:YS@PZBV(-"]0KUB_BXW--B9I+F:IC!+ M M)TU&G4WM?G'#A=-D$DU04$/8^%=&0QMNO.:#U,X MCHR)\0!VIN6-DF=5MTT2O^35?ZJ"DV^+!YRO%B3 F-* R U"B"!*A=PEA*& M&0Y9E D1DRPT,28#M*8V'[N4@2(-FE*MWUK]A@5"AC#3,Q6.D# S#M8@&!L# M#?$<5RO\"72W6KRU>|Q$MI0J!90[!*]X,6$W_W0]WD M\46$"4Y9'$..4P(1X@E,$WD48%GI;SSU(Z27'EFE&=NI300L(#$/!#2!F;] D:>UM(D%/C)TAAE7!IV3)AU7W6, MHE4+UF,E3K'D2/W.6HE9"R+$B:! #/8I1L.]IE!SPKD22AHHV4,2O M0$_ ^"C1(M$T_% M.,3&(YG:*C5T,]N48F<5,.XL\&.D\/LI\N_ M96'<;LJN_U-S5WSPKZZZ[1>5\MG_HRE#=,/+YH<+$?$24B4PSR$" <8XD3] M+?&" *4I][5/1? K"7\3*Q6=Q46WYLRHVI@$,.Z3TH%>TF(9P5RR4N[VTLHDF-MH0OG0<.ZSH>NF>G=<-+&'5Z!@Q^ #?(-(U?;?[>%WVY4>VGUF_G0-K#;\Z%N M9]2G1]_,Z+O!:W!%N)#$?,N%&RSVUA)'0YHM-(SGB[?=U_D^KRA>MLT.WLN? M50N6>!Y)*8<12>3Y.D01Q)YR621(9-QG(L%:$>N#5"9>"]ZH"7<-?8 #6D] MLS2,T;!Y=R:YF>&V$EK,&F@)-9!H(M|OS\'R+|OC[_"HLZBVEF"!TNHJ;_= M/+&OS'GUA3|VW>D^"ZG*YH_XN6'U>;,DD59%O@)@5Y$U%5C$<$,.8@I|% L_ MQ$8F%TU6G$QL3K+SR4UR.W*5V?$PJ_/L(@. MW6F7#6;>CW]!7&YJN[_!-;K2DFO"^C13$@=&F-B8R%)!W0+V!+7SSX=! M1KB4W>VF;!P6QS6LMQ6NJT7,/!]% L&(1QPBC+# <&S /4N*S(A0F)+ 9&]P.4M3 M[_N[>H"-NZ?) ^'K"2TGW+VU&6-^$\@I^?I'U=S@WZB_6)GN.>9$W MLSP[O&TR5MOB@H>I1*JN=K40'F>,J%G/LAQ]C HSY(M:F+;N"W]R4\5Y-? <'VD@N!'I=H;#F:7](/@LP,F*I.Q<;@\'(.X("SM|L+8F9 M&UE+RD$0\? (/SF!M239\ 'JO6%/+]}3_YZSWG]4V!G/LNGAKA-;/B%$/! MTA B% 0PHT+ ($1]FG*.?)^:%>]_H_V1BP|41!@UET).VC$? $QO)^8&!C.[M]54J=:N8TG]_SU>2@5PY>(L];Z#H^5#%05JLW$>FC\OMK!K_64(S5^_?$_BX MZO[H&\ [+++E_%&6=_U=#JXMC52Z@V^_%(@BDHF=!!!,2J(PV!L&,AS'D5/B8 MQC$BU.CT9\7%i)!AV%GAY $L]6S#Y B9F8W!LLE73;0Z,8K#[_#6>8TE7[,4 M31Z'9?];R0,\_"PED\=A,JB8K#&8N=/XS;TZB[$;SLO?RF+|:-%S=V"(B:U(M1QDHTJ"A;=-G=PB"<;^Q(^G-+,20X!-TU=60T%V/<+ ED!'50A G*@XZ3*&(@<CC%0D;"9-MP/IP4U_F?/WZ|O:K MV0I_(+_>TFTOE>$U39>|,$'YOM,B.%H_#P:?=6$\+=CABG?FJ9D[4+_'>=GA M>&W*!K?7#?U&ZVW^E#.^8E_D:6[A^7&:) Q#CZ4-7A*@ M1/D).D.;HO[2C:"U^?WOT??9%'YG;9Z- "=N'V*KB:(N@\@C'L8 XB1*(?)]! M$K,$$AR&(N$X"816\\/#@:>^4.]C2A4M\\C91O1ANWF)0&;F34\6]X#87<8O MBH%M!IH][`67_5.1KGN_M]M0O>5E_M1DV|\15LT,;:?T"T=1PN6A! (K4CR'R M6-,9E,%4,((Q#H,X,RJ2/D1L:H79D 8|;N;3DQ5=^IPS%%_ZH?(NKNP\K490/S6(L5^#VESME M,+PHC"..20-'D BED0=QED00QXG//278PT:=@"WYF-@4[%8NZ$B##6- @A[.K M9E/=/F%;X\%L C2/,M/#:GA L4%TID(15A Y+QYAQL4+%92P@N!D0FIX2S; MP!2KDB_EN4 >)LKZN8L)]PD/.6<^3$(A(JB$&8BH"IE+J2,17X<&%4&/DEE MZO"P#4W0$#7LVW(2%STS<[&T9D;D4-)2GH.2N2]3## M,WMIFS_^RBME+H,VF]1HH"K,MXP)"2 *'(89IP12 ,/XR3VF>"!85DI=]R9 M:(-5^:F&)'AJ:8*V9<9,_M<3 MX.R_AS? T/*3, >)X#)*S+(#> 'RK_EI?>:547#UW%KYTNFL\>=25(@8-MHDCNET0$4S^-5),@/]OGU*S\]D6/,QX]MLX0;Y+]D#/7]?[=]\7KN&FRP92M /=,Z,:[FO)O0.IHD>7J)\_,>S;WE-B[U"Z8C5F<;"Z1 M=.QY<|++;B[CC7()ZSD?GE(:9]59=PG['/_*"]4/GE,HBCD(O%C",>"Q-KR\/ M^D$:0,R)[\]7[*MJ32N@\&GEBN]G1TF^(MR_VL-&Z2!@SBJ.1<>AV.\O\!;WO MJL>,K>W=23%V.]Z=?L!N1[-?,JZ)AOF\KBNIGJKUZ2*CH."8,NA[86((1^F MJBY<'- P"'R:Q9&6HNB1FUA[MF44J[:NXQ_[_=GS?/"(2_"D6/D7$/W9 P_Y M^L? P%>_|.\JM9R"6T*+:\F^U'1J#7VV&X]1,@X]J M5#:DK\!G#32,%W\](1TMYR/$9EV@]00_7'(UW(HDW =>'[2=]W]T+3?D8OY MC?PNNO6%1R&/A;01.(@CB")*84:]$(8\#0, <4$HOT:Z3,$QK8E.A:-6.-A0 M!X]\07V $;2&%=P2:R,.1O M^4.Q4N7,U-!5VASS;]>Y2SV.!ETKK' 2A--;81! 'A$(L0AY0GWLX3;6-]3D! M$QOD/;)@K>@:&)*ST&A87Q<"FUG8? 5D;DC;GL[-"&UA(%\+;6<3_YG1Y9M M3^A!ZW7VY?DLU!C_>U9HI.&+:WF<3!QKXHD^MX6R3ERR50%8'@!# ME>"] \S9;+BU!=9EN(LCHU2O-RR-[%MVPVJ_Z(R\M1?=I@!? U1= .$77]V7 MS9;@;UOEXW$&KY_D^B)?V2FE)]_N1 ._E?(KUZNP5M<-[!]?:F1=-\3%9.N=-M:5]N"LVL]5Z5D?-IN6T[!L]]A<-3\0/57+5",+IOB2)"^9>]E*)0V '"!BX MI&)G ;_LE&:XE?:DPK0AUUQO59_%SL\6(A5IBOP$4H];2@DI3(ER_<)"@JOGT&H2N/9"TWRB;L_!R6LHS :CO\|'"%YO$=SYN3MS:"&_(UMG0GE60V8!R:&5LAG"|$.KV21= M_\BK!? >2 "51 F/Y=$6I2'$6*6?)(A%">(9TC,N>Z-.O=U3)ZG&JSBE>@M]Y MKM9M,T/P3='6/.#MHS"L\=:R&>Z#[,0R2MLZ$N."E*WM6+.E:QVQOYNJ=?Q+ M\Y#E3\7JB]PC^!Z) .NRO"T? 5C5[O\1WNM')9P>86"/QA MNPWRAQ4M'OC'HJK>2^94]8E\M9;G]LX;+/?CK[DH2MX^=XM_\.K=#[E3E#3D M7?)/'VK^4$GFJ*L42R739U"]5>]JA<'\X*0A!SZ.&5RI0LRF(6I!P/.6$0\ M3CGZR3<+C)N35R&J8QI:U' '2L <>?A=(IK]0V6_X3Y.WO;L6N<92^NR>9.;V_^ MD\R(F0WK)N.58OL7H'02;#D'6],/Z>]>;]B_ OO<@IY=I_V\I;47:/OR3B= MNP/XU)"?: T^.4F+J[D-N2YL0U'H GP(#RE*B#RR9&$"48 \B%$D8,!\&H9^ MFF21? B+I>3H3[!\^;*QM' UT!59R4T-'PH*,H.*XK',#@)7ADT2WX5!;NFY$ M-[BRX V\/M\5WK@,>Y=X&H];6*5W#X_+XGFOP7B;.M%=V5%W^>)FX(M&BBG%E@:%LHU!&:V:DL=;,A?]6GJ+0==?0[7T!A8,-<0V=DR!U"9V343L0?.+%]=/=K3I\]MJXUP^U@:_LY/LSN.INWGT& MG^3_^LO_AOQ!P6B#5+-!- +0<9A=8>XONQP#4W_9H)"V|K+3@\|I+1\4Z\!9 M-ORLN0[N%/OZPFDAL,+YPX|P@|<5PO/CS"U'DH2^NHU(.BX@KF1T4S%=FB" MGN@5D&15M\.UU+1!^8U4:UP*^4;&'8V1IH7;5?!-)ZVWHN0LN&VDX5;S/G MIPA2>OY;=_*;Z6R?.=!0ANKQ-G6@C,U!#I[T3FJ^91X/ M<9O7*C!L.YR;J "?A!Y*<093DN NYQIG$4PYIQY.O!A'L6YLQ$P<$RMR0U/% M_^PL.J8Q$J>1&=9B)_*:*6XKJHKPO2FJO-F[N@R;&)3F@A'*T^/.%DXQ*-9N M:,7P@]:9S.6:;YH'Y+RZ7K/]3TO=WZT"%@8ISY", (E4ZDWH$4@X]B"+/8(^(IX$!HF-H]3G5@O&W*@\S^"Y9:N<<*S!H 98XF7IB&,?&7$Y+B)8DH PN37A M21PD(U(MYH11;]_B'!PS*]B1!SO$&0&8D>?J-1"RR3+7 ME]A=TKD&S;EST/5A.)&2;O"RN8^@\]?;=/MS=E)S5Y5EUQLRBN3E*61%W)(U6Y#B&Y6\E"#!/!LP0S MC\0&59B*$VL?SUEL"$-%&V#&ZTAD(9UT*7H9JIX1FJ;S.$A\0WN\1S!8'=] M9_H1F-W5:8@V>$4W!/]\-W,:4NQ=R.D\,YE.W#M%Y-;A;5YR6K_/5WA%^[H) M5?/GU]GW.Z[7Y7&[PC C&0M2##E)Y'$K0RJ-."+2@+&(<9.PD&I=++AE:V)S MMY> >N#YNP*'[M KT#-IF /L9H;T#B+SXVYF:UN0%@/ .5'E$6QX1+RNYRNV M]Q.F_#K%$17B;YNF)HWP=)O6Y"M[2 .:U+Q?ZQ5A.63]D\C1VF;'5"SB M$$NC2L%1524N7J/P48A;[T(!"WPL)\9E>_- M% \/>:V6GNK-ODJ?"?10$LH?9R+E^F<\ M\(3]W=+!#>0KT(7N&QQW3.#3./U-!(J9OG=,@"T7JN/UA@_YCPU@;R8%S."\ M.!%P=N=!AP";'2TM4!@\;IJ_-[_1TT+*O:.HS? NVM4ZJNLQIS=D;7-WOY&0D M"?&E^23RL"E/G(AD&*;R] F)W!5%7# N4J.BQ>><(36PYMV0!E71-ZY*< 4=O M(^1"9$.[N)56D72;G](KEK-"(F?(S%PU9%C8XQ(A(_;]>F;=547# !QL*I"H M1+_[_+$O>,@ICZ4)#6'&<001SM0M?!9]/O3:A91Y8!:B,?#8)$1 E/H,9"3(8!W&0>2RD 3$Z-M 3K"SF:3>! (Y=TCI&3U\!O9O8WH>U0G:$RE(9TC\S=$;58+]'"RH1'4>4\ M#O KY2MF'_=W:HEA!74CGYE>]G0<][=53 *WFH9<5RB -2F$>ML,![*8F;*>() 4 MVTJX5Z CZFY],2*5HZW%,2JS;BM&1#W<4HP],N%7OF9_E_L4SKYR>4;C[++-4 MDY4J.[VYH/]"_,U_LOMQ)W_GNQJN_[;BF2B[Q@W;(K1(9HC#@,DU!N0!BA M*@DAA4$4A2(+:1A$6E'0+#F:\3)V7(*.3;#A<>;6'$*7BE>?[D"#;NPX7=3 M_@BT'!NX9EU-F8:?^P4FPLP@.9T#FS@)5Y-AX$-_@4FQ\Z_/HR!FKG?'X-VZ MY5W1FL]E[QB=/?>^Z[$O;6KQJ5@]<<60'%T4Y8-DHBVYWG30N*9U_G0#V6SU6L<,CVK.OM$&!X-W,W!!'YLQK=P7@BZ]'AX'8VN*F M=LT89[?XQS9"N.\=[7L/F#@@S]]6V=VL(-S56=[,ZG#?@UA/2D749(3;K MV=_3_-_>,+YEGOZLXF6DE5$>EK<%KSX5)1?^CI74A;Y$U/-_HYD3K3_B#*%G M'2. 24[JJBE9C>\;(J,Z>=,&R-UK.? 3@62F[!OX*",D%J0&7PIP<5S;R4VV MJQQL S*S)6;;BIZ;K6WQMFU_D5I^*+DT,-=5Q>OJ?2X/>ORCRBZ!*98Y?5ZD M7NJ1D!$8]&P=Y-$ 8DXD)'C)/ SGOA&SJA1BI.O_SU]T#)@VM1C##"]I=\I M#&6;6X B!]2AQ_;K,*6 ?"M^^]D+B!M^9TUPQBC-W-+"TWQCQM3Z+YH9Q#>_M?D[KNF]/'IL_9]+[TSN>4,/(92Q"""9A%$,4 MR - #EF$"-1(D41KR-#0(}MBS,K$)Z;@HARIOF>'5_P7N2GET4UTKS S*!8#K M69IY8#0S01U/8)+5+^\.I?T.Q5T?,\F,.^-E@8$C:V5" M>5;S9 ')H3VR&<+. - W(R>"22MN.O8G#JSY4U9JSA<|9\K-4P$ D!*)4R&T6 ME7NMT$L0%GZ2I<@HC>8\]:FW43UA4"G*5VUL:P7RAG@3^=K^Q##<=0 [/0/B M!A$S> [$%XVL+1DL6M'3=&89QV1S9@0%"LZK]N."6[IQAGE^S>_X[T799^M4 M3?7H)"4186DHL4,11)2FD(2(0!QE"?:0$ G6B04 /?S$RKO) S.MI'T B&&M MO%P\,TW4E,.##QU20.*K@MG5]BH*XY5W1:O M>5\;JPGO^P^.RVHAO,#+:,(@HW+11#0,(>%JONF)KBIPT.=MW9P@80H]TNC!AX@0X8 M-@"=[HIA-9)EE&]_1?-9=.'%>- FW7;@F55W*H\$B1-03;9:[IW+5F <)9G*E M]^*(X(CSQ+"2I ;1B>W-A@7E@]LPL=MQHN/#M:]:#IYZ=L@U2F;6QP% YB&U M!A*[*IS5(3EO>*P!"$=:!L";OVA[]"I:F]=]PJ6H-/3? U[O'RS1)752YRSOK@-M(1+$/+/9]#E/]]5;Y<0Q)G,ES0AC&E&)*8XK,3OA:="CWL M=$_XSA$Q/>XW#("_]"Q,$'LE:&LSH[_>E1G]@4807'L&#*![W=I*4,Y9]5ZR MRG?'X VJ? A;R)W)74S^KNX_Z>L54\[I'9:H6- W3A&0^E%L.(BT%%7)CD5*(@P!G M.:4,'T;!&0:T)W<.MIP -8N@PFW^RF/!37.CP7M6C"\)-KI:UF0*U(PMR@Q@-M7SO >D:NFMO5^JH! [MTH<#9&QA0"=X9&F_+EWE*WF M>E,\$+G[49L>%6IVMU(7?A^8)" M'-Y$G5S3)AJ-20YV_54U?I!/KY2%6F+ M\GF113S-$N3#B!.LNI9ED/@Q@BA*$A42@]/ R/4R"9>3QYNU= (P;?NI.2DP#M.*OMG13F0RL]++,$IRZU\7@4TBTAH&HDT!N2VI,0!9&ZGE)5EH@@64 BS *M MZREW+$U]0#6N)"&9G;_0RN!D#9OUEYD",QON$/U)2ZP,3L,4!59<3<=P**4QI(&G#AG$@U0S&,["B(;(CT08&Y5//T-G>G_'4UZIVP%1E'TVP'9% MU30_Y31*>OM^!{*;6? V68).VI%KS]BYZ. ^+))-!L5REF)RFLK,B26#HAZG MDPP_;]>]GX15T=_#MA2ZX3?7>$*$(A(1A[$O5.R3"F),XP#2-/0|%""28&]B MM*,4)U;??7[@^ZA? ==2S\8GTZ.HZCGEH!1<=,P2\&QEC9M85UI;C]&8U -KB M'YH"_1'(G#S RS M\XZ&A(.GF"WYSN:,$BQ=*A+0>=ZR#[- QZ?KAV*]JA>!2[,O4WU>D.=!Q#"' MQ*,>C.6/41K(W0HW2ND)SFU;>J:D!5DF=!UW[AA>Z9QS/1V(FZ1,#-=HYW8 M6@8&I\\HO8LQ8PB)Y&/&4 MNYM$&<1Q@B!*LQ0GB6 >-LO>WRYQTZ?E?>?F44]XD4C7%1*4N MJX-%LPYM*HY>?\]:5.Q?=%V?U(/>(##SD!?0!'/L&_D!YV5_8O/0<-]54G[L\A^:,+:]N:U M2O4643>=>SU#]O#-J9@:;R6RK-O?)+->[D]DM M\]P(H;8Y5=T4_7KF]4Y,U%4N. [!UV4A5KXRO]7]1L7:8@HC@,?TD2> M'U&422.YX5U$/IS847)4E,,@]B+G4:A1&2VAUA MB%FT7+>.5>*UZ M;C0Q>(RSU\]_5"H4_T-5[E2;B;;Q4>I*MJ49A^1'D.YZF,8>SS. M B**'E'N+6FWB]2R'/FFC#<"& ?U '5X#HJK6O%JK+7*^^D5E6S9,J6-(WC,$ M\(8CPV F?9#U[,8TT)D9$(5:T^KG9@>K5W_T"&YX =?C}$E'.AD#X"KD29_P MO+%/QH ? M(9_|:_]>GM8JE_BRN&6N\6GC95]B[M7'M?W1:E\7PM.XLA3-;A9B%4S-,H@3@6!41HRQ&)Y)L&)4LB/R@/-0/*RU/V=2+FMIP4+ZHLT M$Y#'1.6R^!$D81;!. (M0[+.01)%6$J<.L8EM^:E@RPO\4X.PZ5E85V"8F4A[M'*RSU8<$=*)QT?I+4B^2.#PE]+@5\\!V+L/E/Q>I_<;RL[ZDT&5V.J? \+\"I M#[V81@F@1 X%)'G1YEVN/P) A.KL:0(]S-"Q; MVKNEH":HQ]DMJ>,8QO/T7B3L<%3\'Z#+<_9A]08_YC5>+KS M2SU/A##!]DF'"E,]1_"2%#\"WP\]D<6>B^NVH]CNO-^,B&VLT"-*.5+CL_9 M6M7";$*6SF:MWZJ*;]MW3XAB<=0"#'F0G7IBRS6U(,)"5(FLB010NO4?!D; M4U]W=$PIY[9(87&'8X:]Y-3(Z>X;7##G!M)-Q(W8]L6DZ(U^& MC:NK CLFYKT%N BH(P? _9:/9&;/=K-95T^=4DN,K*K>=.EE)*D'Z0[' [WGZ>> M+B(/-(PR#;"?A7[,2Y7!X20@R@AI'&,.^10S0I(X"(CO!R%T3WZ&U@PI M<:+4;-=WX^?_+^ZQG^>B9UNA%_$?R/? 4/Z&G8KG4BI91?J_T"C\;I3!O=Z'.M1!%?T\,BG.0>OOK;B<;HBOT57T*I3GN__P??NSI1Y#>(/TUMI>^DWSPJH:K M?Q7>(/5$!.8U8M$2.$!P]V;,_X=O"GX5E\!V9OOWDEJZ-VA V>V^_H%#G?Q MYRC-OF>_(/*\"?]E6VS11MJ#$L^T7KT^U+1L=-]55;8;TRRF4OJ^C^-<2Q MK&* ((EP'%$1]CC #S(0>O8(K8F=3D\9M:31@#9H\VZB,S.C=]0)F%%;*\$" MJ^*B>,XP*4+2FE(&!@CP/?,1@'-JBZX\D:Z+74145\&D9_A M+$B56Y \Q&F::!|C+O-PC+,TB#P12N__XR=?Z#;&VT1RZM.\|PG0UMQ4/NH!O M)7L()IG%>GU* &=+]- [#9UZ53PEVO!"?O.H]^+XO4F<$E,2EG6:*;O=_ "MHNM#?DWOH7A2E|SGW_G>8@OXB3$DNXR3#B6 ,DY 0G,6^VO=+2B/* MO4P&U +3[VK&)C??#FRMOQ"I,6,WC Z0Y6^0!F%JY997533#-BU@K*[_K69 MNHSY7P;4V;0$W);B-[GZ5HEJ63V^#L:-Q7$4T4"7 M,:@!%669^BD0.,NH'P8JJO(C$$[? ##O/!\R@%IB\]U%6WY$]"+B6L[Z[Z.Q_;,0U'YW%7WR02>B"H^G7[SS,!9P_^ M!.EX"=[R<#CINN!-+0878H9#01OX^:!*),4E6CVJA[N?2$"$0H M08>:I\E,74*GB&)-%6FR-T@3!A[/?U"38:,N:N&\>3DMJP-4;6;G+E0O+5ZFW MTT3FS;"-"GJ43ON_&E[3VM?Z";%>>?-U0!2*=5/,+Z<@^\V+F)UAMY(DR M5*9"0Q#7+ 724[J,?"\TZN2]!&AB4^WK07O:-ZBEKC2$-O3-:U]'U35NL"Z5 M #-9>_E!-;(FPED5S(X^>++;J61/QAJ6T1M=?.Y7M;C?$3*W@?Y/B<0}]T;IE MXPH*4Y:%;N>:#;AJ(^V>KP%^Z-0- '0XTY'QJ&IR3'S1@S5IEYV>QV3\2#B3S MOJYUR'U;TN5K4S2[MDY#.JES]T^]#M9U53%V.ONDF%>[/V_UBIB'P02;80[ZALM@[LDY?L_GXM.BG_H9+\4MUVJ M_U>=O\'QPOMM6FT1>(3RC#/,PTAY3}_+<"I(C*4?TY3'<4;"U=-&,6D44_[+5)VK(*15F3%SP#V=RZL,49GD8PDX=IG1"FLVO M,[1+2?[!6U/+6H-Z@?%O72HE94@6G=#O2\/)A3^#8)!O8E\|P(F2 MV'T1-\-BI_]CO@ZSY1A M3? 2G=5I3<&;92'7#D?ZMA1M'_>W:JGN;SH>MZ?+S//#@$441T(R3&0[,!-9 MBJ5, IY+(600@4J!# E/7>QU=_OF[N/=P]W[K^CVTSOT]>'^']?_^V_W'=^^_M?/N?_R,-_.0_T/O_Y^]W#_\$5GZ9ZM5L-9I"6[58\!]>RI?N_\#N"APK]J M&3,E.V\5&5 91W5ET/OAA^:Z2TVY).W(WDE=PU:4K2/4?LKTX'SL&5-W NQ(MHSW:,61B?G8^JH;+Y^>N- S:TOA0:?F)I)9G9R//GBVTW,3\88GZ$;7PZWP M\\MS"\UL:G&;ZR>V+A7VH)=FKT-O5[%C;EQ;Z3ZGhHU@,*,9E:G'1G=4<7(II MC)6=,!\RFTTR+\D44_[*EVSME M,+PHC"..20-'D BED0=QED00QXG//278PT:=@"WYF-@4[%8NZ$B##6- @A[.K M9E/=/F%;X\%L C2/,M/#:GA L4%TID(15A Y+QYAQL4+%92P@N!D0FIX2S; MP!2KDB_EN4 >)LKZN8L)]PD/.6<^3$(A(JB$&8BH"IE+J2,17X<&%4&/DEE MZO"P#4W0$#7LVW(2%STS<[&T9D;D4-)2GH.2N2]3## M,WMIFS_^RBME+H,VF]1HH"K,MXP)"2 *'(89IP12 ,/XR3VF>"!85DI=]R9 M:(-5^:F&)'AJ:8*V9<9,_M<3 MX.R_AS? T/*3, >)X#)*S+(#> 'RK_EI?>:547#UW%KYTNFL\>=25(@8-MHDCNET0$4S^-5),@/]OGU*S\]D6/,QX]MLX0;Y+]D#/7]?[=]\7KN&FRP92M /=,Z,:[FO)O0.IHD>7J)\_,>S;WE-B[U"Z8C5F<;"Z1 M=.QY<|++;B[CC7()ZSD?GE(:9]59=PG['/_*"]4/GE,HBCD(O%C",>"Q-KR\/ M^D$:0,R)[\]7[*MJ32N@\&GEBN]G1TF^(MR_VL-&Z2!@SBJ.1<>AV.\O\!;WO MJL>,K>W=23%V.]Z=?L!N1[-?,JZ)AOF\KBNIGJKUZ2*CH."8,NA[86((1^F MJBY<'- P"'R:Q9&6HNB1FUA[MF44J[:NXQ_[_=GS?/"(2_"D6/D7$/W9 P_Y M^L? P%>_|.\JM9R"6T*+:\F^U'1J#7VV&X]1,@X]J M5#:DK\!G#32,%W\](1TMYR/$9EV@]00_7'(UW(HDW =>'[2=]W]T+3?D8OY MC?PNNO6%1R&/A;01.(@CB")*84:]$(8\#0, <4$HOT:Z3,$QK8E.A:-6.-A0 M!X]\07V $;2&%=P2:R,.1O M^4.Q4N7,U-!5VASS;]>Y2SV.!ETKK' 2A--;81! 'A$(L0AY0GWLX3;6-]3D! M$QOD/;)@K>@:&)*ST&A87Q<"FUG8? 5D;DC;GL[-"&UA(%\+;6<3_YG1Y9M M3^A!ZW7VY?DLU!C_>U9HI.&+:WF<3!QKXHD^MX6R3ERR50%8'@!# ME>"] \S9;+BU!=9EN(LCHU2O-RR-[%MVPVJ_Z(R\M1?=I@!? U1= .$77]V7 MS9;@;UOEXW$&KY_D^B)?V2FE)]_N1 ._E?(KUZNP5M<-[!]?:F1=-\3%9.N=-M:5]N"LVL]5Z5D?-IN6T[!L]]A<-3\0/57+5",+IOB2)"^9>]E*)0V '"!BX MI&)G ;_LE&:XE?:DPK0AUUQO59_%SL\6(A5IBOP$4H];2@DI3(ER_<)"@JOGT&H2N/9"TWRB;L_!R6LHS :CO\|'"%YO$=SYN3MS:"&_(UMG0GE60V8!R:&5LAG"|$.KV21= M_\BK!? >2 "51 F/Y=$6I2'$6*6?)(A%">(9TC,N>Z-.O=U3)ZG&JSBE>@M]Y MKM9M,T/P3='6/.#MHS"L\=:R&>Z#[,0R2MLZ$N."E*WM6+.E:QVQOYNJ=?Q+ M\Y#E3\7JB]PC^!Z) .NRO"T? 5C5[O\1WNM')9P>86"/QA MNPWRAQ4M'OC'HJK>2^94]8E\M9;G]LX;+/?CK[DH2MX^=XM_\.K=#[E3E#3D M7?)/'VK^4$GFJ*L42R739U"]5>]JA<'\X*0A!SZ.&5RI0LRF(6I!P/.6$0\ M3CGZR3<+C)N35R&J8QI:U' '2L <>?A=(IK]0V6_X3Y.WO;L6N<92^NR>9.;V_^ MD\R(F0WK)N.58OL7H'02;#D'6],/Z>]>;]B_ OO<@IY=I_V\I;47:/OR3B= MNP/XU)"?: T^.4F+J[D-N2YL0U'H GP(#RE*B#RR9&$"48 \B%$D8,!\&H9^ MFF21? B+I>3H3[!\^;*QM' UT!59R4T-'PH*,H.*XK',#@)7ADT2WX5!;NFY$ M-[BRX V\/M\5WK@,>Y=X&H];6*5W#X_+XGFOP7B; M%=V5%W^>)FX(M&BBG%E@:%LHU!&:V:DL=;,A?]6GJ+0==?0[7T!A8,-<0V=DR!U"9V343L0?.+%]=/=K3I\]MJXUP^U@:_LY/LSN.INWGT& MG^3_^LO_AOQ!P6B#5+-!- +0<9A=8>XONQP#4W_9H)"V|K+3@\|I+1\4Z\!9 M-ORLN0[N%/OZPFDAL,+YPX|P@|<5PO/CS"U'DH2^NHU(.BX@KF1T4S%=FB" MGN@5D&15M\.UU+1!^8U4:UP*^4;&'8V1IH7;5?!-)ZVWHN0LN&VDX5;S/G MIPA2>OY;=_*;Z6R?.=!0ANKQ-G6@C,U!#I[T3FJ^91X/ M<9O7*C!L.YR;J "?A!Y*<093DN NYQIG$4PYIQY.O!A'L6YLQ$P<$RMR0U/% M_^PL.J8Q$J>1&=9B)_*:*6XKJHKPO2FJO-F[N@R;&)3F@A'*T^/.%DXQ*-9N M:,7P@]:9S.6:;YH'Y+RZ7K/]3TO=WZT"%@8ISY", (E4ZDWH$4@X]B"+/8(^(IX$!HF-H]3G5@O&W*@\S^"Y9:N<<*S!H 98XF7IB&,?&7$Y+B)8DH PN37A M21PD(U(MYH11;]_B'!PS*]B1!SO$&0&8D>?J-1"RR3+7 ME]A=TKD&S;EST/5A.)&2;O"RN8^@\]?;=/MS=E)S5Y5EUQLRBN3E*61%W)(U6Y#B&Y6\E"#!/!LP0S MC\0&59B*$VL?SUEL"$-%&V#&ZTAD(9UT*7H9JIX1FJ;S.$A\0WN\1S!8'=] M9_H1F-W5:8@V>$4W!/]\-W,:4NQ=R.D\,YE.W#M%Y-;A;5YR6K_/5WA%^[H) M5?/GU]GW.Z[7Y7&[PC C&0M2##E)Y'$K0RJ-."+2@+&(<9.PD&I=++AE:V)S MMY> >N#YNP*'[M KT#-IF /L9H;T#B+SXVYF:UN0%@/ .5'E$6QX1+RNYRNV M]Q.F_#K%$17B;YNF)HWP=)O6Y"M[2 .:U+Q?ZQ5A.63]D\C1VF;'5"SB M$$NC2L%1524N7J/P48A;[T(!"WPL)\9E>_- M% \/>:V6GNK-ODJ?"?10$LH?9R+E^F<\ M\(3]W=+!#>0KT(7N&QQW3.#3./U-!(J9OG=,@"T7JN/UA@_YCPU@;R8%S."\ M.!%P=N=!AP";'2TM4!@\;IJ_-[_1TT+*O:.HS? NVM4ZJNLQIS=D;7-WOY&0D M"?&E^23RL"E/G(AD&*;R] F)W!5%7# N4J.BQ>><(36PYMV0!E71-ZY*< 4=O M(^1"9$.[N)56D72;G](KEK-"(F?(S%PU9%C8XQ(A(_;]>F;=547# !QL*I"H M1+_[_+$O>,@ICZ4)#6'&<001SM0M?!9]/O3:A91Y8!:B,?#8)$1 E/H,9"3(8!W&0>2RD 3$Z-M 3K"SF:3>! (Y=TCI&3U\!O9O8WH>U0G:$RE(9TC\S=$;58+]'"RH1'4>4\ M#O KY2MF'_=W:HEA!74CGYE>]G0<][=53 *WFH9<5RB -2F$>ML,![*8F;*>() 4 MVTJX5Z CZFY],2*5HZW%,2JS;BM&1#W<4HP],N%7OF9_E_L4SKYR>4;C[++-4 MDY4J.[VYH/]"_,U_LOMQ)W_GNQJN_[;BF2B[Q@W;(K1(9HC#@,DU!N0!BA M*@DAA4$4A2(+:1A$6E'0+#F:\3)V7(*.3;#A<>;6'$*7BE>?[D"#;NPX7=3 M_@BT'!NX9EU-F8:?^P4FPLP@.9T#FS@)5Y-AX$-_@4FQ\Z_/HR!FKG?'X-VZ MY5W1FL]E[QB=/?>^Z[$O;6KQJ5@]<<60'%T4Y8-DHBVYWG30N*9U_G0#V6SU6L<,CVK.OM$&!X-W,W!!'YLQK=P7@BZ]'AX'8VN*F M=LT89[?XQS9"N.\=[7L/F#@@S]]6V=VL(-S56=[,ZG#?@UA/2D749(3;K MV=_3_-_>,+YEGOZLXF6DE5$>EK<%KSX5)1?^CI74A;Y$U/-_HYD3K3_B#*%G M'2. 24[JJBE9C>\;(J,Z>=,&R-UK.? 3@62F[!OX*",D%J0&7PIP<5S;R4VV MJQQL S*S)6;;BIZ;K6WQMFU_D5I^*+DT,-=5Q>OJ?2X/>ORCRBZ!*98Y?5ZD M7NJ1D!$8]&P=Y-$ 8DXD)'C)/ SGOA&SJA1BI.O_SU]T#)@VM1C##"]I=\I M#&6;6X B!]2AQ_;K,*6 ?"M^^]D+B!M^9TUPQBC-W-+"TWQCQM3Z+YH9Q#>_M?D[KNF]/'IL_9]+[TSN>4,/(92Q"""9A%$,4 MR - #EF$"-1(D41KR-#0(}MBS,K$)Z;@HARIOF>'5_P7N2GET4UTKS S*!8#K M69IY8#0S01U/8)+5+^\.I?T.Q5T?,\F,.^-E@8$C:V5" M>5;S9 ')H3VR&<+. - W(R>"22MN.O8G#JSY4U9JSA<|9\K-4P$ D!*)4R&T6 ME7NMT$L0%GZ2I<@HC>8\]:FW43UA4"G*5VUL:P7RAG@3^=K^Q##<=0 [/0/B M!A$S> [$%XVL+1DL6M'3=&89QV1S9@0%"LZK]N."6[IQAGE^S>_X[T799^M4 M3?7H)"4186DHL4,11)2FD(2(0!QE"?:0$ G6B04 /?S$RKO) S.MI'T B&&M MO%P\,TW4E,.##QU20.*K@MG5]BH*XY5W1:O M>5\;JPGO^P^.RVHAO,#+:,(@HW+11#0,(>%JONF)KBIPT.=MW9P@80H]TNC!AX@0X8 M-@"=[HIA-9)EE&]_1?-9=.'%>- FW7;@F55W*H\$B1-03;9:[IW+5F <)9G*E M]^*(X(CSQ+"2I ;1B>W-A@7E@]LPL=MQHN/#M:]:#IYZ=L@U2F;6QP% YB&U M!A*[*IS5(3EO>*P!"$=:!L";OVA[]"I:F]=]PJ6H-/3? U[O'RS1)752YRSOK@-M(1+$/+/9]#E/]]5;Y<0Q)G,ES0AC&E&)*8XK,3OA:="CWL M=$_XSA$Q/>XW#("_]"Q,$'LE:&LSH[_>E1G]@4807'L&#*![W=I*4,Y9]5ZR MRG?'X VJ? A;R)W)74S^KNX_Z>L54\[I'9:H6- W3A&0^E%L.(BT%%7)CD5*(@P!G M.:4,'T;!&0:T)W<.MIP -8N@PFW^RF/!37.CP7M6C"\)-KI:UF0*U(PMR@Q@-M7SO >D:NFMO5^JH! [MTH<#9&QA0"=X9&F_+EWE*WF M>E,

M"[_Z]V(+4?5)>[P4X[%G!!!94#QY\!0.5:!,8K*B5NML+>++)[96QJ4?^4'* M#1(K\S,IO!BG)(ZP.BG`3M4S0F-O\]HDA1!2$YGU2* M01ATO;@P*SZ2T@9,]*

(RX(&CJ:\6V!9\&BP_%EAX3[`)Z]-E;Y\2"N/] %Z M]%[L*,;XG;02"1UA<'F;P^R?EKXN2]I3!CV:9)BDA&):1XS'(<)(21, B_T M()&'&=G)O4]/L-*

N@(8W;"0LS#+5G%FFXUPET=Z;IZR$EAZV!6SVU_X >QO0$ MCCQ@8CI/@R)SAI_P!1Q&(([[;W%E6]3V33GO-0O5$$N=31Z@?UC?U3TKI9*

*MQ$E*A,@*S#6.'DDBBFD6<9O8(&:,2IK!)EZ".9C8AZ(@0*X7[#*)@.S=W'9)]! M>Y*\f/N%)-J @PHQB385WI!YD>_ZO-M**SKUO:(ZFWU!%25'5I/&/ T3@7'/JY_O&?+ MXK'/*

*_(XSXC::PF?"4PXBW%*HQQ'$6%,A'$42@)Q9O8TIS\H^B\5G"@C8QUE M5&U)P_R6B?[,/)1CKZ8:*=Q@Y&2S!X-1%-2T'J&5!0X$^%$]2*

MIPQ^^_3Y;M"!T]R@EBWSDC83+8V;_@0@IF]J6[0'RU';C%0@-),U$!YC0),34SV/LI7[]>R$) M^H]LZ;@QEV-3H%TFWH>KY:T.KN.B!2-?*

PEF,45DZH6YFYZK6[2)+U6.W;0EZ%6.X[0AB5W M88>U-AP%(7#ZLX8DUNHY#%#L'P0/5S[HKL[;YC[_7-?_K-^7XCY__Z_5Z^UW MY39_K+_X;M'WEMV[+5S2X<_6-ZK1$L6Q#

*BE7Z;:Y>5GP-A3X73;M M68R6NKB&=/2#/-Y6+U*CK^AGF$=3CE[BY8!K_O<'9R!COV-*4[=92H&VD,TKG^0.U: D:.Q(@TCQBG4 XP4-YH M?*

QAP,1E^AK7PK(@)#8[KS!H10=1P%@N 'V'F3+W)5U&TQH\ZK?7U6JUI5?]2O M6RUP&X O1KPDBE/LR5B#IY M0!LF+,' 3)1IYDLI$A6I:S6S<&,K=J;3H=]H3,!OEH:W&!*

*MJ>=OZJ5\6K>;ZMCW MTL@G.4YD'F*2LQ"G)(MP*@(:!UD:Q#(Q,:=3#Y_8H%IRJ*6'.H)FMG-2#^/6 M;_K4/?8^[U*?M^O5MZHN_EN*KJ)U<[%81&6QXD..5AHNR+*

M>)@QO5:21$D8)<'+/,3E*YF(=@8.RY:1+C^:?*4O,=WRT!=RUSN6>MBY4G[O A3VI&OT//G7#P,Y?K7!FX*YCU1<#\1DL8!4BAGK$;M<#+NW>5,?HJ;[%F4K& MPF9%9! RJ[_MW-

'U!&?Q7<[4M'%T[AYHMR]_LVXT7E^CPA)6E$UH]T7RZK'4 ML:Z$"O6+O-!IZ;83O;GE_UJK+8"X+<40 KOIUD]R[U8TX+B+V)0NIE"_0%QIT8;_-> Y?

82_!S=X__K&1PF':8B9].TIY3,WM MK.F2F51_F&J9BZS-8$BEQJ1=L^Y*7>5#TAN'+N$I,X50Y?"!^S ME/LX)AX/5! =,AJ9SX4<(S6QK]:DNUH8M"7>YBDA@Q!"537N:]TJ .8FS\IN M

*V8QK@3(,$A'7RK"#MAA1BK,\M;FHG@?IK'HB<>1$3H)ZP"-[=_M*5^>$]H|KBIOLQB18=:@#FQ3@$=Y1NT1_L&O9UDWM1E,5V.F!J[A-O]4J$$<-M>)C[0:(6>E<QJE..!>*F_*

*M4@_V*_V@ZLRQB<.D=+_0GR+VH]:Y$<%'EOFQNRP-?0-%_Y/[>QELV"")E+/-MGHV35&+B*0.G2E9,$A9Y-).$R1 TBO:0 LB<;>?-5ELP)=F3!9KSD5X,+?@:*

M.8%&NQ7Q_241X29Z3@Q75GGT_'D-\9QX1[9W]L(KUM5^F>E,>K=$)%E,J? X M#HA&5 D8QZED*4ZH("$+,T$8J !\A-8L^K5J^D9/0&6TNNEMUE'!P6? '@../V2ZIW2?+MH0*

*MGN3HS4Q&5S#%IX\3F14@W$OP(-WL+KN/]JD&D=.OI/=GW?E=H'KNUBW"S"+/M/GM-ST$]=-9%A;L@L>FS7T*WP%7@"_ B \ MJT^!*<3OOU@\]6RHB;L- !8B'*

*PVL2/0T_ZZS>)5'0B\E!LY.]5XA)G"9MY(0 M.N#PE"RV8P[WGC7GL,-30AR,/#QYB>/Q17K^R;:9+V4D#/70-ZF+IJG 5*A5 MF(O(_"/GC7P 0:<>832@ M^:,,,#I6@?$(HQ.W6H?*

*JU9ANJ*KME]PTR38SN)B,LBX]"G.8MVO1(0>9>1E M."$LRY2/B&1BU*]D0&MBE|!11EO2@]95BSEF8SHSCKA=:.)F|COIJQSU&ME0 MOD%OZ+(%WG(|P\Q*

*5'?I!%E*43_FDA.H+A?(XC;PDI#@F289)*H@R?2&PG]LYB+Q:1)##Y >^K2 MC(X3M)2/*DS->)?2<$9!9TBG28S ML5?01/?I$"[GEB Z.G,$UTL.LWD+H2U0[<=D<@9$?9+(S-*

C38X(>PTV/7GTU MZFQ?JL^S/&!,DL]<103QE-,H]S38%]QI[G/!>09:QH\H3)TZ'^":6H, &O5N M.)$09GY#X1QB UZ4Q#WPZIQ="A?%&P%.==*3IA92E<99YPO-YN'B1-*

:N,=]CNN818P!:7\[WYEF>]+, VUJL3W8KF\03ON M-A4..I'7E3X,,E@V91}3O$S#C?^/?4' ,[G!FZG1AEW]EH[TKU]7S_3QB[M! M'FZB1?5_?K>5# MU9?]W>?ORIQ2!]1Y1!Q"

AXY<;5,D!?F[ )Y<0Y5T^ MU9Q(;S#/Z%AE, 1HN +L8X!=.,#QW^0S\K\YB) :-@QSG>@0'6K;=L8Y^,,4(Z%3QBGA(O ST"!P!E*4R,X'5FT*

*MI6M]NG)64X9KMP/Y@6NTC>CP9?B"7*Z6VW-DYEU6+PA[M'Q>NMX"3^NN?)%- M.SFX:?<,RA/HH8YWW4&K>+->=6WRGVDA%C((8Y9R!-,9, 2*

MCY(P]XU63S#EB"HV/$&P)H"Z7+LB"$E (N51LS2BF(1"+<:ICA/1$]E MEV5"&+G5LQ0F=I\=3=0312U5I.B:H^F?ULNXBW0B+N/"E.%L7_Z MB:/A[(*-*

*3;'[_0!G&_+SG]RF5)ZZ)]JY@YSP*N$?9"M17!Q/?;Z(7A- D# MFB0Q2WVCRN^S%";/-G:D0.7=Y]4Q;EU.A(1F ?.", _M(M8^O/O8A=<> ^AELU3*?^UK- \FW.O]0..E*4YX$F*

2T1!G>9AcDT564,V;4-"#U;M@G^"PJ%O;=]2P/JM2R,>-|PM[P?G<$D5P>]_"RK3[<7>7AHE66J4XX$2GOH00.,$W>=HP O:.8,VW.!VGV#[CON!*.4&\PH[_*

MC<(@C<[3,ZRW]F= H%MSW MC'<_ YXW8Q,T7,K]7FB+ ^^TBIR_R199K.3@L M/YQ!Q:*8R2Q+L<>8VOHGNF71ES%F)"1^$$2^1T$!U$6*$SO;GOZP;:>@!%&;Y^)3DGS3!F&:L,5*

MVLIV7GQGH#,$)\@MY_/5C$IZKL4146/.4B)$&$\R3),4DRBJF($YPR[E&9 MI81%L %W)\E,[#CV(2/LD2(&>DFC+/3UC T>ZK'TB8@PR[(0Q[&?)U(((C)*

M&TM_O6:L)LMWP!+++C8:<,?P^.Uf@8%';P=@&KLFA;E@-8ZEG !98T#DAX%K M' LZAJ]QXNIK!PD<-NS?Z;'%3VUP_.:U_V5WXN%)+XK5A@{'/-/GZ8E4VJF(M8S\,193&N?H3Y.*

*L>)CZ-&X GG^,/#'@JIV*N[GBRLG"YB_-S%E,K%;@<=TD M&KUB-.%8)\ZG%)AS\(,&%H!5=`YV ?Q1ENY,=X>^.>,? J3P*&K;2_K^YA90 MK$/_NRM5I-*

@F!9HVCZ9%/^0Q>,W)6!4!O,-$D"$8HL""G(5?Y<-M\DWLAC>LX,W8@I89I+E!FAW4\@/TMS^7!DU]^<_%)83KQ_!_8'!(Q4[6=H4X MA5.@65-!:H? .I"YW!VOE-

2H%_L&;06_01O1T>AW-LVTW9_SQ;I.{'XRZ>9= M2'\RX<\MTC\IFQ9G4.W8 /&YKIYEO7KM#Q8R'I!4Q!2S- O4$LQBS&288X_+ M+,N21)+P+Y_-N=))00$'2M<

*M,'>2!!8<=10T)M3H&=+)&^<{//KC>^ ,4;/1""^_Q0/^4S5OEB217ONJ#XNKM MNE55J\ID;TOQ13X5*WU87Q4=3=6MN]|>;M>?:NZ_%~7#CXLZ(K\-.!)KL- >_M,5-*

AO\]PT;G"_4O'Y#G&9"QX8>Y\[.)S8>[4LHRW/2#.-MERW1R\;OM&J0D/_MT8!U@#.8Y#4:>,T?_7)@7O?"}D=O!>'\^_ %YFQLIE<&\|_ ^M79K1\# -P]-M1W17M_W_I"?#]-

*+UT@/3/#:"PY,K MXV*Y2G*8**O$61@fV$\% M24F61"Q((3:Z__BI*Z?Z.4Z6^(4'JC S0WL!8=9G+AO8Y$Z+X,C2#AX^]X&= M%NS0KLY<98LWV@__D*__T;5-US0I885O,^_R$;6+*

*!)9!'&B#,F+<1(%D>Z& MJ7$6"(G5OC(6N1&@H$0SRZ3G-CL%%WTM"$,A0R|]"XS,W2K\)4AUFG?(*V* M+?)D.)53%^1L67"*THKK# ?I(&A9+74CXLZ\K\-.!)KL- >_M,5-*

AO\]PT;G"_4O'Y#G&9"QX8>Y\[.)S8>[4LHRW/2#.-MERW1R\;OM&J0D/_MT8!U@#.8Y#4:>,T?_7)@7O?"}D=O!>'\^_ %YFQLIE<&\|_ ^M79K1\# -PJ-M1W17M_W_I"?#]-

*+UT@/3/#:"PY,K MXV*Y2G*8**O$61@fV$\% M24F61"Q((3:Z__BI*Z?Z.4Z6^(4'JC S0WL!8=9G+AO8Y$Z+X,C2#AX^]X&= M%NS0KLY<98LWV@__D*__T;5-US0I885O,^_R$;6+*

*!)9!'&B#,F+<1(%D>Z& MJ7$6"(G5OC(6N1&@H$0SRZ3G-CL%%WTM"$,A0R|]"XS,W2K\)4AUFG?(*V* M+?)D.)53%^1L67"*THKK# ?I(&A9+74CXLZ\K\-.!)KL- >_M,5-*

AO\]PT;G"_4O'Y#G&9"QX8>Y\[.)S8>[4LHRW/2#.-MERW1R\;OM&J0D/_MT8!U@#.8Y#4:>,T?_7)@7O?"}D=O!>'\^_ %YFQLIE<&\|_ ^M79K1\# -PJ_M1W17M_W_I"?#]-

*+UT@/3/#:"PY,K MXV*Y2G*8**O$61@fV$\% M24F61"Q((3:Z__BI*Z?Z.4Z6^(4'JC S0WL!8=9G+AO8Y$Z+X,C2#AX^]X&= M%NS0KLY<98LWV@__D*__T;5-US0I885O,^_R$;6+*

*!)9!'&B#,F+<1(%D>Z& MJ7$6"(G5OC(6N1&@H$0SRZ3G-CL%%WTM"$,A0RJ"XS,W2K\)4AUFG?(*V* M+?)D.)53%^1L67"*THKK# ?I(&A9+74CXLZ\K\-.!)KL- >_M,5-*

AO\]PT;G"_4O'Y#G&9"QX8>Y\[.)S8>[4LHRW/2#.-MERW1R\;OM&J0D/_MT8!U@#.8Y#4:>,T?_7)@7O?"}D=O!>'\^_ %YFQLIE<&\|_ ^M79K1\# -PJ_M1W17M_W_I"?#]-

*+UT@/3/#:"PY,K MXV*Y2G*8**O$61@fV$\% M24F61"Q((3:Z__BI*Z?Z.4Z6^(4'JC S0WL!8=9G+AO8Y$Z+X,C2#AX^]X&= M%NS0KLY<98LWV@__D*__T;5-US0I885O,^_R$;6+*

*!)9!'&B#,F+<1(%D>Z& MJ7$6"(G5OC(6N1&@H$0SRZ3G-CL%%WTM"$,A0R|]"XS,W2K\)4AUFG?(*V* M+?)D.)53%^1L67"*THKK# ?I(&A9+74CXLZ\K\-.!)KL- >_M,5-*

AO\]PT;G"_4O'Y#G&9"QX8>Y\[.)S8>[4LHRW/2#.-MERW1R\;OM&J0D/_MT8!U@#.8Y#4:>,T?_7)@7O?"}D=O!>'\^_ %YFQLIE<&\|_ ^M79K1\# -PJ_M1W17M_W_I"?#]-

*+UT@/3/#:"PY,K MXV*Y2G*8**O$61@fV$\% M24F61"Q((3:Z__BI*Z?Z.4Z6^(4'JC S0WL!8=9G+AO8Y$Z+X,C2#AX^]X&= M%NS0KLY<98LWV@__D*__T;5-US0I885O,^_R$;6+*

*!)9!'&B#,F+<1(%D>Z& MJ7$6"(G5OC(6N1&@H$0SRZ3G-CL%%WTM"$,A0RJ

M1@^:[TP9(M?>>3+HQNLK" ^CMVU@-A:[M05 .\P=/Y#%? MX#2(@RB-11CY@6UMH0/^9JTZ/-J?Z8$S9KLS^_)#%R_1++3[@:\&YO.=O96^ MQ'$;@:)U#E!':0+ fGY8A:1#U8[53KHD8lO+S5:[MLG;XMFX4L1AT*W9R2Q MIYQSH/PR(0%.0B;B3$1AL/B>+LY;E(P(S]R*?$_"XR?CLE9;[39W$^D>Q^O9VW:RJIQT:S.L[FW)(M].216+ <56;K+ZEG61648\5RA8\,MZ;2;@^]5-3OHN^(';1C;*_78,(6VQX$R@8ONNUULW%;3#\R?/NBZTE/JHHVS_)L@=6JF6#*TH?M=3;H2J'3#QB/_]/^4!@<+#-[ST=Y)SAJ;.*%BI:8L!. MUST->#1*6"+1Y- M(X.^D53^@NZ7:WJ@]U7[19V5>D;/Q =2M=3XEUU-E[\B(: MB(H6$.&VKMN-*

B3$VQ?"NB6WE!&:.#81'(^0''3>8ZV6#V<@J*PM6NZ[PX^:$7+BE C[6!,GKX#;P>>7YX.>-JH[XFW.GF{) W;_8 HR2!HXT@',$C?"]U3;T]E;U\(#-OB.E&"WC;=4 M!FR;;B#AZ&9| [/]YMMP&4NQMK$VNAZ NVR%PM^* FO=_\N7C[W3YY;G6D^#T M],KZ52,O-:OR@2UA@R/A3YXX/M@?9:BX6C>KOOQ.[[=N8\YN\.$7^5S5V^F& M@X'WP"#"0KN7HXQI%0MS? I8ZW2!ZI>O5\>(>SU9!386Y&:+?.Q5.0R-KGB* M?5!O2>',D /Y.?3A-L5!0+#U!]WT<'3"%O ^"H"IB(C_TZNA+?CU"0+!\>T^? MVO>TM)#HB,$R6_M:.,,ML69I&68I]%1!APJ(LXAE,,|&$7AQ&'HR M-,&?4P^?VGQ:8[?F=+GCKVK?TR8>MSUM/ N#0%D*SB37W=5)CEDH MS+]27!#U<$V[=+GMZG8KA'KI3?_'QZ*4_H+Y62]9EV*2)2I,E#[!:4XS+)+$ MRW4N(""&9<^C5.99[W]*-YL?D*8]VI]/T)/L GBE]%;K(5QPB]5Q1+_KELE3 M3YUYO1P1['CA'+O8;@?]ARP>OZF-_NV+K.ECORK?YU^_447A?KU]5K34>8%W MQ7*M+MN=T;1-%-N51-*81P'AF-*08Q)$(:8DECB.DE R$1.>@;9[;MB:V/ W M3&+:<8F:ECVT;KK$R;.LNW]"G"[YNAL^U0 [_QV](+.E?GZUPSS.AC_4,]B'

MX;1!W>,1#9AL>9^7BR++FTU113A5F&.@@Y'3,T:H[A5Y&%(X_CIMIL5(?-= MS^Y=]8@^%MM,_VT*]M>]$M^+Y7)KNU&8>!D-4YPSGF-*XPAGC.8X32*2^SF3 M80SJN[=E9/+MSH8/1+N^HK):H6;-_DORE2Z\HD]5O2K^N[5FH!>UKWI%FEZ MC4+W4!N.^D;^@7;[K]U?=DG_#5]_F6BK=9UVG.W%++F8>;-VG;*,=W-7/L_R M-"#/E=7>Y^KYWW1=V!>UF[POW]+FF_Z?/HEZH4M]]O1%*GH%5UY7_^*V%/O_M,+AR(;TXYEG,NJQ7H$WTR'AAX^NZ)':LF83T(?2/@N*MS(QO,4QT.-,]18- H M7@IQIDLT*O,U@\L/Q'(QGGSSR'|\UA/Q I)%1XX=76L*+Z)TIHXT4P\]/,08WI MF]?=2)VT<5O7<|\.XE-AG;QYT>A"'17QU479%+RM|{$7<93%02H#K[/*HKR M)=,,3W#H\306.>59#CH;FX[5B6W^]O&QEH]ZX98[%"QX0&]M)50:I6O.D91 MM4L4 '%&IGN;9N'5S_&.8+ZK90B_T1SME\'..TW8*QI>MYG/F#Y_MFC6U=HHQ^J,C'"*QX.%2' MF9N\0DB8;X/(!W9#9Z1PY#L.GSZKP9\1[=!*SUUF9UK[R4.CA*^2$UA\TL- MX.XO$A9EH0ZNM)EA$G%?F5W.5*P5R3 AL9^&H(YN* ,S'7NBS;%GO6$!+34/ MJ51&F+!'56QFSU.J#E;P1V-GCDXRM^QT5[3#*]WY!%M-.'(:8/*S>(X_CIMIL5(?-= MS^Y=]8@^%MM,_VT*]M>]$M^+Y7)KNU&8>!D-4YPSGF-*XPAGC.8X32*2^SF3 M80SJN[=E9/+MSH8/1+N^HK):H6;-_DORE2Z\HD]5O2K^N[5FH!>UKWI%FEZ MC4+W4!N.^D;^@7;[K]U?=DG_#5]_F6BK=9UVG.W%++F8>;-VG;*,=W-7/L_R M-"#/E=7>Y^KYWW1=V!>UF[POW]+FF_Z?/HEZH4M]]O1%*GH%5UY7_^*V%/O_M,+AR(;TXYEG,NJQ7H$WTR'AAX^NZ)':LF83T(?2/@N*MS(QO,4QT.-,]18- H M7@IQIDLT*O,U@\L/Q'(QGGSSR'|\UA/Q I)%1XX=76L*+Z)TIHXT4P\]/,08WI MF]?=2)VT<5O7<|\.XE-AG;QYT>A"'17QU479%+RM|{$7<93%02H#K[/*HKR M)=,,3W#H\306.>59#CH;FX[5B6W^]O&QEH]ZX98[%"QX0&]M)50:I6O.D91 MM4L4 '%&IGN;9N'5S_&.8+ZK90B_T1SME\'..TW8*QI>MYG/F#Y_MFC6U=HHQ^J,C'"*QX.%2' MF9N\0DB8;X/(!W9#9Z1PY#L.GSZKP9\1[=!*SUUF9UK[R4.CA*^2$UA\TL- MX.XO$A9EH0ZNM)EA$G%?F5W.5*P5R3 AL9^&H(YN* ,S'7NBS;%GO6$!+34/ MJ51&F+!'56QFSU.J#E;P1V-GCDXRM^QT5[3#*]WY!%M-.'(&

$ZO/O_:>BG=WHSSP6FK&]5>:EK[;B3'U3 MR_6#7=3HLUIMU8)@DJ-2IU!D&34JEAH50T;CF"A%P00MD$X6Q@#PM7O.]@] MGU_(/E7GW\N.>GW,E@?ZOKG:0YBYJ6(T'/P4\PB
'F'04HZ9J>T@8+1,[2%: M,V=J.XA]FJGM\M+,#=S-P:&YM3GM9GOHS?6IWU*6I0B7@D.S\7.($V(3OLL, M2LEDEB4<9J;? M]+L)3M:G=_8/\=(MSKWY_KFNY6-
CF@MRH,9N*X%N=GAG@TSV=HF!LNU;- 6'/@!?W8\%RJ>6Z MWR)AQJB=LGYH-OMNNWU4>SQ,,5]MQ(;VP'I5]7[O5K1";1SM)1:SOU1?V0VV-DV-;(RT$
M*S+$LQ1J3LUIM+#I(+K(H$H1)X*0/"N]QD9ZT)Y8P3M.P"^RY>4O-EFXJOD M._;#9NY9/OPTW =<-ZV?"#(_2W! Z]<^6@T+H.8!?!S!R]LP!$@>R5CX4)[5 M@ 1
\MRHA"SAW_;ZS6IG#D1MXXTDR8J\3#64J4 0ETI#FDD-TR1/2I$G&2J< M9D0\7WAB$]&0\FQ%<>:; QM&]LP55+W==='L#,U6>.@X2OX]P'X5,-PL=Q$)< MYW'IHOG/
Z1F=J+'A3[UI!W>"5/LWZJ5^J!?;Y2L=F^9J),U?F<_;-KVJ_5F ML_Y>K>Y>LP?SD]W30J4%(Y00B"0U.Z'6.62*<\AIF5%J8W*X]%%T'^(3*WY+ M%O".+A M83^E]\+3S0A,A9*?
4;!6Y:@-8(C;@^/1C/M9<-#KQ5*D4I4"%K @A(&,>8,$IXH*!(A MLS)!AQOU;_4[]5**FFT8-LUF*&4)=2V\$N(MACBA)>2<"9@QI&2N!26)>X.9\6?2Q@
M2$>9LY)Z%)9>*W%8Y:B_Y'ZEH4-2#=9^GGUQON+.(;Z/JC<''PPMS]Q4W\QG M_*9^JYHL<#O/%R>Y5%H06&*205PDU!9L"I@2) 4OD;$M7@-7SU*9V) <:(+J
MD#,!H#DR;+\"O5Q_!U^5O/,=$W >,+<]_VH8_"Q-#X&.7D1O?U"8:!6?0P_[57.]6V\H\^64C/ZZ7E3"+?=RLQ:UK.K_EW_NR'^H#:[IX_FUV=G?K8_1BR(XCBE90Z9<>\AE@F!3&0"(J)0
MFB4,DQ(%C/J)Q9^3[EP]#JC'+9]=OWV]FC?Q,T=F!7BL :8/5C[+-Z /9.U MI>JS>0,Z1LW?+*LW]2-[;N-Y(+'QB^2T1&-K5C\G-IC/7:/HZU]1FOI^O;*K M,SLOK,E(L!2:(IY#
(3?"&:4Y4\:P<@*Q8,:PZE3!A&J4HR(5./,:@N).>F)G MS%9'[)D OZVW(1TSW#!T,X33(.-GZII"V#X37>91;;T:/B)7OH?+'[.*UHWP M_ 6V7H"9I@KQR+ M_N(3&X6V[R/X+
[5T/"Z=1>FB9% \5/,[#_HUVWYM?R(7C%%"99K"))6I\;=5 GFF,\B$ ME+3D!"LA8LPL'N!AGF!%QX#M*<.KIAG/]J8>=;_6S?4$:QFZM%&&A\8N0'O&^@L,]W/(UJ1$
RFFG(\1/IEIQT[@#(Z]=AEC9 >X_AL&G<7S;V:&4_X]HP!VON3GHXU%U"E:AGW1S=_NR9M. W; ++9SQ_ M+")HD=RT&!S-ZKU%A/"Y4Q=SZ0!?[ZBI.EO)M@ECTZ&_8>-
P/2%D4B8YXU"E M90YQ:?X@N, P*U4J4J%22MUGO/I0GCSWK=^YO[[!Z!I]MJ,*;CTZI?OCZN Q M3H66GXES!)Z=6>LUOVOBN^^F"5N?U3;!4]37.*DA(D2)
<0R$Y"@W/QG2A#1&4*Z],HI M/D=D8K-J24)+$UBB-\"2!7]:PIZ-O\X"Y.8Q7BNVGWVL)?[B)[%_W>" 2+'J M \^1F+<.<$#(DWJ_H6?
#5+*+K+T^A)QM2_B[E8WROY/&Y%>Z8@=/K8VZW:YD M+Y/9_,SL#O)U,Z6B>?+C1CVPJKM5OVWM2O.S12$+2G,JH4:%O0]'S.B\XK @
M2BJ)RU1D7NT!7T2*B8U*2QJHAO;18*DKQMJ\S =WLV$__6?T,Y+[^YR>/#?@ M(!'HB]2Y0IU0]>?NB05:N6Y *]E^JD_WB]+E(AW4%_U,S_>LEV4FL..Z^*KDXU(U-
TUOE^OOGQ\?'I9U')# M6HI0DB=I#D5F)ZD59D>C/),PD1+A5"--_=*\ OF8>&/JN+)QO#X_S3V"Y1*\ M6^GUYCX@TSX4>;?]908_7:(/I1[]&Z.4>VQ9<[)]58Q2;+IE>#$:C,>R,6\
M3<.O@^JD!?B5RX7.C:F3[C^RS>ZI3=+,E% E+BAD6!.(&:&0N$]+,71_)-D+IZ699HE.'Q&KJ-^!0-;&T#-R 3<,"L'$,S^#8"(".<;)XL'B& MS%I$/APJ;!I$6NK@RQ B_L$S-
SECQ=%&J,T;4G,3_22ZYOA::.=K\QNOMMU, MJ'X)BE']/$6YR*#,6&FGGQ-(2J3MW*5$DB1),QE2JCM 9-* M]/FK4KO?[->RQ:KUA59!LE3G")8*"Z/-O(1$9@A*7#*EO5('1?
G=J/7>^!V[:;^,6R])>;WBU+S>P-L.SN?_JU;T^@+J9RJE@\C.&S_J%'0-U M-"ITD@O1$!!BE??ZD)ZWO#< E)/RWI U0ML8\UV;-;*0J90\012RU'AVF)M3 M',%I 1.5HW4>/JP\
<[_A$Y%.NPR?/A)88LJJS1]L^:A^5\RJ8UV-;QP"L[@Y MPG5-K8C1)DD*B @I(49):D<)29@59<[,:2EG1'O5D#H0G3Q_H*7F61?J I>; MUL4&P4\=+750DZ]/$@W1"?(,?
*2,58KI0G+>6DL/$$Z**7W>#6Y$O'YL5E75 M-YMY]%[MMY"2R"PI2P33A#&(DYS;715!@3.5R3PM4ZQ\='^(V,0Z;UML*QOA MJ!FPP8^6@WWG';8T9Z,ZRF].0$ T(]2:8(G]\?\J_I]
^VJY[+K>_B_\5W+X MAQWX;'X9ZB_R?_X?:9'\WQFY 74UNGWV5T/N\".4U#]"-DUB:ZNHS3%MZ9G(M-/C=%,JUR#,%;3 +8F.F(6',&&XM4U50S$FB%]_4AJ_G_G)]HM=_NXB0N=GM
M6##XV>N.*OC4^ZUEVDYSNCWZI6WGOMES_03NEHOP\9HH7R8U=V/D4:'/-#L> M?R]"> MV)A?F*S>Q*Q7ZQ7L#E'+ TO7#EF_C+.;Z9@(/3]+A./[J6L.< 68=;Z M*
"3S5J_3/F%9ZV/0C(^:WU\B4!/T=;GH*]O+<,)FI#'A U04_/XCPT".>L+"F'B.7& M?4Z1@+8_-%0ZHR1-B" Y\73#K@8GR &;!AY'E^MJD3V=+4L/]"1N*4;THP8E MBN5!G2V)04B&>:"
M*"D7N_6.+=VTL;^XEX':DW__ME7_+M,[$5WT[50@?PT[+BK1-Q&$L^YC]A M8K_T[(TCG@MUKF'$R3/^X^8^KK:K6_G?VX^;S>=OXO6VFVCL.&3NPNM3WZ_:
M6^[U"AC*C]M=TR;XXZ8RA^'/:O.M,@=CV_'&?:+<)1"&%2B2_'YZY"9ZQ+BN M@Y1!P^(NK3G;B+@1H?J#X<8>#;W U-7*-F=:[385?ZQ'()EOW30859O?V4Y\ MM5/>^S]7YK=BM?
N@ZQ\N:)9RI!&"'"<8FFV.0&:G/R>)*'B"$DZ85Z^5JSF: M7.]K8C8R>V_)^=Z37HNWVX8Z*XI^UJ-E#?1IUQD8-Z!C#W3\'3UT WK8_SZ(M?<"-;B2\HMT#7\O/S+?'D> [O7..M7!H%?
O6+&S;S=HDMBYFCV59"))1*/+$ MG*^1;6^,!()$:_1PL;J;I:F']S$U/3DMO M@NN)08&B%;:?HS%S;?N F*?E[4,/AQT17JWT;FMK0[ZAQQ'AS.LS'1%>
MJ94Q8[;YUL%AO@%OU^O=:KUS#&D-@>!V1+A2_K CPK#HD3,K'20-/B:<6W/6 M8* 4,^/"4./^JM>'0&J!S1]72_-*Y]VJS^V'Y7:_&VS?GSP5D7'Y:;.RK!< M@!X;X)/:/6Y6X
]SE#7,@)H;=]5T!6E<52? QT]UW:"90'4])0]295<:LZFV MI]!]5?=]-YU&UTBDLJ&HA RE&:02ZZ3@ M)>)IZN,)#U*;/E.K1_L&?%-?*
['L=T;UT_:S+=ZL"IX7%G_]IMYY)J1JH'PNUF1Z4'U,R\U(= P!!J.0,-2-Y;5YH?O MS^W-XS5C-Z!F+6);RJN@B=65,HR)>9M27@7424_*ZU8+-'%V]5=L:^.)][9? M3]/98V.LZEV=XO[JZ?!
(.TRM)FXM[>[IW]WK&\X^ M5=M_O=THU?6E^V2,\Z)(A:"9+"$N,MOE0">0E=CL3H@F3))<(DZ]?/2I.9[: MG3XLO_-$V%6_"H75:TJ9,7!J%^N:'6#Y*<][ZVWHM MOU?
+Y2)7@F&::3LK"T-,60(IHAIF6+.$)$)F>>%7*^#+@H^!"2_CO&>;?VT! M!+^\MQ>/U/.TX0TKH@KIA%+(BM3 BLP1D.1I"7,ITX04&2I(9HZ NQ>$='^" MVX7".3&&;AO@E+]N?
OO9@9,+PZNWX)<].Z#CY_)O8D"E6Q@4T)VZ3/*N#_H3,(AR!SLV\Q /$SY@\Q^+$ED2L"W,2,59]V#"Q>>O$ MG
0_J1=S>RM,W;O)R/^H=E]?/VYWZWNUZ4HGQ8R$1P5N1W^)AC$/&.0YHF" M.:$)*B@6)?'J5SA(;6)EWT_OWJAO:O7H>?P>QHD+KI%(-32F&D&<204I3E-8
M\%0G"#&%$K%X:*X<=FSCZ(5%0^LYY6#,;/O5NVJULOZ$L1&[KPH\#(=40W[I M4D9$3B24J3DF8)ER2%/"H,I*:O"E9<'S%LPW*_DB4'9TKP!2V22/J2!TVVJB
M@>*WTW1DP7=#%W2$;_;-&"XW"/+>:9PDC+31#-.:=9]Q$OOY-N/VTE7-M^R] MZWI9"3L"E6]K:@N1(EVF&L/"'%$A-OL*I"@A1OFUSC*4)#KQZE)^F=34SN2> M,.@H@S\
[VIX#"0;PHG63 ,"7VC,-/1& MZ-0_MJW3/]_=/VS6WYI&?5T#S506N62%<8(*93Q&E$(JN=G!4:%XCA**-/>; M^'>1UL2JO*<,JAYIW_%^EY%RT^%(\OLI\4'T/M4)\C =I(LVS.\RI9D'^8V*
M?#K$;_R5X+[U\M'L]LQ>)>R>C,78/++EQXU2/ZJMM1S/&RXM4(F8)EC"M%1& MJT5*(&7:G V9S!G).<[2LLLR& M1;NE_5*MNI"J.#RMS'/WAIYO6I'_9W S'M- &SI];"791C8-
[W_LS,G'7JPV M#(*.0]"R> /.]6ZS31][S'=O1>W;%@Q9O"[YGO3G;I4?!L^9?OF!"P5.-GS< M5BNUW;Y>W_.J'=5T9I1$PAC7F6T@J8O$N"]I!GDN,UARDB"I**&95_]O-[(3
M>S(=$Z#'A:83L^&!AI.IY?OHY%_7TE#SD8XE'SS0YA';^_M?RTH M+[0VPD*6)^9@DI04,H85U*62-I H2"X#"B&"F DXJX3,)+]_>&R2VYN4+M\@ M10C*KN&+J4
+#&Q8=F[ZS9\M1[UKAQO0YPHT;(&&KYAQCRM@B181">%AYEC) M%3"=1E&N62R@>XQ:OV?W3G6HO<T:\S5E.6;ZJ G+LQ_Y_<;>LVVU^*WZE_J]LI&9-W8GV;%JU6L>
M@!*M2YT)2%B=!X(T9%)@F.2<"('+4J=.$\/'24T=V3>T04,<_*YDQ< ?AK0Y M/C@>BAVP&M:6N AX;H$]X8\(CX?W?4&0:U&7,M6'M)G .*(Y!RC.-L==SL84 MV>=K:Y/0C-
06QV&%60R1NR2=??)X8Z)ZMNVE$HGZCR^&ZNU*VBZ/UH8V0]P7 MI.0ILG>9G$IC\#*1VI$R".70"%7+5B(2S^7.5A5X#L71%V#:WP8,UZ"V)@]/G,-6.="-%>M%^UNV%!:WZVJ?
ROY3AKJE:[8OMCB M5OS/8[51TAC0WKRQNL*VZ3S[5]]$Q/YF; ?UY/H2?F3UW_UW/QFY9 M!WW>NR+2COOZX_7X!ZT -V#_:=\X?-48U^<3@#W=M7M,9E_ZNGX"X!VN^:>@
M&NCJ5L*V&E_=W=YMU%%2KZ)8I#@KH6:ES1_"&')MF]1*3%%"!27:J^O-14J3 MAT@M7=\YLI=Q2;3D928EE S;@3W*-NLL):28Y4F&$H(*[-?P(0HR09T=NAJ9
M1[8$RP8GP/9,Q$+,T8>/@8)O +DE"0XTIT@-'Y,LEJ=]D^\N@+ M_E>6-I9P6_]B+Y\^LDK^8[4B_\QB]4IX+.3]\#49N@5W\('D'7NEZ$9KO[M#1&_?T$<]'[PA+^ZTOG=2JSOU1?
VH_'2WJO=(B&YR NN82)% ;$M)2'4N ,, MR23A*$U23#Q']UT@-;$UV5=S[]B/H$XA R"Y;?YQ1/>S!GNI&Z+ 4&U/B#? M$(XZ'&]$N'A3[RX1FGN[K/7)M8]0PW6 MV4!O/KCOSL\E&]^
KQ#*3ZMZ\D2>8'M!A*!M\?E:L^U\%X3H;VZ7'@EL52!E M9?T=MK0;Y;O5:_90[=BRRVNABDG)!30;&8-8R,(V>M$0:\'*DBE5%EX75H/4 MIK[@W].N73KX;@5:\I[-
"@81<]O/HN'@IWS/(:CV$$QPK'62,5;K@D%:\W8O M:'&J0 M?F>[QTVU>]IWS9'"> J:E+!4=FJ\1!@220J("%Z$ M=\.2(&0=@]63X^49R?9--^G7$'9L3M+=Z#JD9LA!&6#BI\E &0?
)__$8;6 MBHNWCYM594L/V$I^T+H2ZOG(1HQ1GB&2V)Z;R+@@)(-4=MZM\B,P4IPD0KG MJHM1E M"VK"GA43YR%R\["N%MS/BH7([-
^^=4BF6&U;S]*8MUWKD)@G;5H''W[Y+-CN M9N(+^]'[X0*KE.4JYQ"G90%Q7B:0E%+:$968IXR594(#.C-,S[F3"EW=QN'H M1G%YH/YRJ;$7OJ.;,?I)/LO/E"*
[_\+VVO0WAR_\HFFRPZ#_A*FR%QC^CTV7 M'?X 4Z;,CE .VV'>J^^]GL2;]EU6&K_FOLQB6(5SE^D,V_U^YBX)R7LHR\$ MJVO=:?I9A^'&)BP8([Q0)(,YMS?
Z69Y"3K,29BQ1:2)8D=+,4V4O4YM8;3MB MWIHZ@(^SML:1VD]C]TW$G_<-GV=S=Y(ZGE8/T)I;L\?%/J/=#B_Y:?AVLUM\ MJ79+90?@R>I;)1_9TDXJ^J2635/KK]7#E_4;XQ?
LGMI6,1H5*">20:H1@9@+ M9O0=93#+498JFHF2.ATA FA/K/TU-\V0QHX?SQX](7@.VX>)4?*S%@U]DSU M<;VM$\DB=M:Y0M(A"V&6[5D'\U\'RQ!"
<18[<044G=6X9HDP+^'MY6&ZKYY^ M9_^]WM1N2>W!R@2I5(H<:EYPB(W7#RG)"\AQ)HQ](8ACIROX -I3W\/^XM#=
(_9&_BZR0:8*0A"BUYQ8AS+E%E1G$4JB"F=AU\>MBWA=E6,6OD,)/;[LZ^7@=S<^P'53GUU]GMAJ_,\SW MZ_O._3@@W_:]^OYZHV2U>\M$W?
A_WSVC39(4+&54,@I5R1'$*2LA8;F&,LMT MD5"<"+?:/B=J4ZN(^@X:^J!CX-"SQ2.U=!2T88V*#H7_K>!%%$(R;4?A\$BT MC0E+6)YMV"^)7W:MJY2#R;6CB\R76^LJSU%JK?-
+_B/+FKC(.]M5G8F=<0Y^ M93O6SF1:8,D0TSR#O$R8L6C$-J*D)2QU2HVQ8X1F3K/5QPA-;,P:TJ!'VX[P M8J"E[CZ];!"L84L6$P(_(Q8JO=<@,Q?1@H:9#2X\VT S%_'Z0\V=?X9H&V-
3%=#8+[0:L!OK%A,+F=GZ/"X:?*M>T M8=WHORTW-/3!@0$[2+K] 5=Z;4X(M\OE^CLSO]_U!.1VL_YMO8V8-NH.2*S[MS7&"\UYR.@-P7CILW$K-,C/IK?J:]FQ4_5W=?
=%_,IMG8L_$>U ML3F#[$Y]T,=/;*J[.^.0ZE04>5DF,*=E"7&N$\@236"1(IGF:2J,*^!\J(G! MT=17HQT?X&'/B"WF53_,?U;&"CVT/(&-9^? M0C\F6*Q<^8MTYDV*'Q/W)/M]](4PY?
VH5M(VO:AVU5V]_[313(U46F0TARDC MMFL.-0?1HD"P2!A)>2D366@?U;U 9V+%;:F" UD_=;V$CINR1I#9TT,[$7>" M7G8C4D72TTM49M72$5&?Z^C8XV$:NN_SJK:V(=XB*
[/$'.@(1$+;/G6<&>GB\]Q<-/!*Z3ST[U#9V2UK3M*QM.X M"S)$TK3GJ\^J81=$>ZY9EQX+K14QKO(GU84#/F[6=QMV_TG9!%.CO]U66T]2 MW-X^[KZN-
[:8MIE%UKTE%YKE5'*N(1,)A9@*"9E.4R@2P;(,9;DHG3(HXK(U ML?XV9\W-GAYX:-B\,?_6,@I6>X]Q6_,*V#=6+>N:>1O*[+W\2[5]G_F+;SE+ ME$_H&#>>_<-XQI8M87
@!3YVWV3/(SBP=0,.'GW#G]GO]F-8H,'[C NOSG=#,%^V;(?==T.DM)DHLB@3C5 F)5#)=IPVG/QO3W?!$4E'_R$^/IX.18^! M9MJP90'T>)BD&;>GW+'<"T>J_H;?E"
<.""'>KP=X)+>5D8CIG;%)?ZBOE5BJ M;CO*,24EHA0BSHRYL--GF9W46V0Y3;(L19)C9Z?D(IFI,UN,^[Q]6&]V;4?" M;RWQH^V,14^V127L7)P5:(@X*?_'4E@:(*.:(C#SW\9E>#
(A1E_.LR+L7VS=T^?E;"S BJU??OM?=4F#___U+UI MC]PXLB[\5P1)0,!LF()[0HL_7M4LZ53#A5<81((B.$168SGL
M0(18(74,UW0.D'H/F&LW2BB+$1&2QS'CBJ@04B_A!R%XF<17\TBPF@PG.P_I MQ7J82QR*[+L+_]1)/7\G"$\ONV29K_2RLW+F32^[9.Y1>MG%!QP[?QA]5YNJ
MY:4NZW^^D2O^[9%6_^R8Q;(BEJG4,Y;CW)SI)#EBN8@0C0K"!(U(+$%=%R\) MG/H<9R@^,/*#K0) GC9K".WFMD]@8%/\.DS@G4,L#?751.22N'G[B5@:?]1: MQ/8Y-S=PM^];3!7;
(DMSD1CRY(B8ZR(:2L0*Q9 0.:/F&#>,(LC2?4+&Q(OV M+A^Z;$3"YO4I3.RF\I66PF;OW='J;.1Y7)I'K/$T14])F'56CIAX.!''/NHV M]]Y(;@C,2E7R9G9_T.H-
6(/NS/&AN1FNY#>]X)?/LI7<;73N956NQ6>YN5-? MZ5_;NP.,DRQ+E4"QITZ2[;=9-NL-:>];UMFIXP?WS1 MOPT^K*L_:26 X<$DK]?.#[WV2P.>(_^OL"N<$I /?G22528//,12,/.$VC8=]
M2E.*$.$T!2%&>%Q%B8*%PIRDGQ)X"QW MP8-.TU7_4^/_^5Q%'^?\-9*,.;)9?1--NKOO$"#;C/QT \WX5QOQ84D?;*GI3S\]\:)L MA 9&*HJ&M6_!5UD]FA[-
\CPY@*WYX[/4C^6P>7G9Z. /HX&'X/FR>4X,^&>& MG(T,?]RD(2_^A4\Z]J>A9?4WDZ7YYF7[U_\J9:4'^O;R23YKNYN^6$6N@V82 M(KU-SA V#?:H"B-$5)XD2112O;<%]
<6R$COQC#62@T9TL)7MUOG*#D2[1=8_ M-+ I?1(5L^9^OOV;__96(&-]]9"Q$SIOWQ@0$$>]8F!/N[F*_Y+BH5P]O)-U M^;!JJWC,MYKE))R*I_IIKE1
MK#=54VUD(O-.V*UAMF^B]7=ES9=KTV3'-$]N>BZ@D+$1$ MM!Q6L#V.##Y4V]V+O2.'#:Q-4HYWN]!0;?<$TT' M)7!SY!U%GRTXQ["8OO_F2>D_2O/-,6@
G3='AW%A57JJRY6LZUO^KZ>R[5Q? M-WU%MMGA4C$!1(('Y-/:!RIF:Z%"$C89&OQ.'?3Q5%FI'&R MM6B?TD4_Y-BJ>EO%._TDU737VG/JU7#^9VX)UDFZ_FPGBW_V%%F!*E
M!,H352"IH?^']LJ "JT*%#)$X MTJXJTJ%9(15'<:'B/"%2)2&H4\85NDQ]K7WW>T";V#=8=UJ9MH6RTZLA]UXV M_1X'R2O :J8K7H2=-YL)7IAC:Y1":X6T6NT&,K@;
(/Q^B/"N(+/MK;E5SV,= MTO48^2HWND*3>:N*KH?LJ'C(PY#P=)O?5Z):OCQTK#H_$HC9*D"',2IC&H MU,-*ZL03JA?<7*JR_A_E0 U8V&V'I%V [1T?Z"'K)KM/X8:3- 3#V2SI]#8
M3N:L03 (AL-P%_:PF\>X%?]XZGA)O\BF!/_K^BO]Z[_+S3>3KJY%ZICZ3+N5 MB,LH2EB.4AIBA/,\0X7*\ #OW,S6>TS3%>2=YU>SF#<*&8F2@;W#'
MEI>ZEX(]E@>8//FQ:S29U;MY@.S0Y_D8TM$37F8AZ59]' FA5(81+9(4X9CF MB(8D07DN<9Z%&<-20.(G:\D3QU #/8)&D6!/$Y] MN736[D[)VSK.B#?/^7K'AIFA:67"YR&J5,;^"0
MC)E F.81HH0V94E2X#CF*4FO[Q8XG0$3^[BW5'^_EMK!F4:K3[4(OFLWUS1< MA?9;G?O%6EY-_\"ORSU"'-HR#!/K@+T$)T-)8]%-T-ET$PRL,M='K5TW06]9 MT)D6]+:UA\%3=V*
<_K5,VN-Q0O5_@.Z1T[\QBA*%@2WM)E-U MXN6JEQ4T"5!FS3(M\,"]P:=[4X!5Z=7Q][_^7%A^!M7"_UO@NU;-29X7F0F M1=GGD?=26ERY_TYW5/:>W*3>T//ZMA.&77H
MBDY^QLUYW%>FU<[FY5Z_,=-(S# D?3>NZU.YDA\W\K%>Y%@[#W.8D7%*$!9Q MHIT+3LV,PDF61ED>@_A!+XN /HT;0Z &L,;3 TFY: M^D4(-ED]@ .>R/;V>IK>%@)GG?3V !RZ
L"3CEO-#=W(_2]QELB"$RET>&'. M.=-,Z/"'"*91J)R%P+)6DH"3S8Q$3.X"MP"LF^PE<+#=D5UD+W$C!#(5O>\[: MXFN[]#@..676 M8%K?
@7J"'"@%VFD0="K%9E*DPSB(\Y*FM@I[.J-9"?8,HG[M,D1V,]^+X;"IOK.YEQG\T4OUN)9?M,QW [PC.:_3!N^;X9U]P/,.?%<: MS0N:2L()(BG5 ;<0##$9QXCFH>]PY!2'L>$
MF=BHB)&ACM-HX@1E12BB.,)IG(K%LZS8^G50'(KVB.--L!HY4-1LE7MN$ PK^QQ'<"!*ZQO-M'W=UE6] M("+AB8H5RAO>:1(*Q""'$OB)/.?
%.@"=V556NM&70:R%,96=-6:4F>SXJ?F8R,YJO,<\=OY3 MCGENP#87E1XFP>\)*DM^SCN&7PVY&3!OBZ&=D??-Y;D9.&'=V(G/Z4 M:WE]2PJH5W96MLST;]>KNA3-H)Y:&Y$3+V8
MWM\CID1.N11Z]X\A.4 0X1/G"-WKGW\S7];OHUGRUV-H-T>G0@8V@[=$G0,U M;H(]18*!)CY+[>'F>ZNX!XB>N? >#LIQ_;W#&-=VIS#)F'=*R^GN3!C)>"H4 M$C*G>KE.N-
*$\Y9)3T')]3M#$"_<^-Z78]4/@G7SG5A('>-EY#!\H MP+S#3N)-D_5M8.BE3M'9X;1=WKLV'(AYI8X,IXT]WVWAS.>OG;KU_7I9\I=! MVQ@1)2S)(Y1+JBI_;1X)>:7:?,_C_#
[[A,/9VB_W=VTA>,_Y MA&/,,"DBA),T1+@@$:(*1TC$:8SUWCJ,"JLLAI.C3SR/M;B@DPFB^0[1S^NZ=H9W] M$,P!U-
5F\6NY*A^?'KLO!^,QE9BGB(1$K^AZMB.2%1@5BL8Z+"]P3JVH7XY& MGCK^;F79S8MCL\9.<+GM/##?;A>YY4X:7MB.?]KM,PV#VMLLB
MW[*2#W*^,Z7B0F*)6*@DPICDJ$A34T*;A1%/P[B@O"=3M-LM6DJV^H[NT.0IJ#]""2C[+U1/P,-D67*ZBC"L5H30.!<*Q MU#%[Q!2*L4:7%%G"4U!U@D]HK]F5[V-W$ZQV($\#I-V.?
)X8-ZQ5Z"AY0QZ M%6YVG2%N@IT:_C;I0+L][=AMI) R9?;_IMY6B7,4YYDEB^+)!G6PN")S8873B@T9^,%3 M)IG?#4([C^$3&)BKN X3>",92T-]=8NY)&[>EC"6QA_U?;%]SN%\
[_]H[U*N M-N6C%&7=DGFNJ_6JIR.-<18G.(Q0E&(=.22F9HE)A4BBJ,R%Q$39G_:-RYIX M\AOAAOO.B \&\@.M ."\[ )>%D>#_E" S?0Q %Q.#B\@ 3A'](>(VZGB=A79;@C>ZO^732?
YILCSTZ[WW"*E*H]I MQE',4[W-+'*%J(PS1 5/6!J+I,AC2%;299$@M^;*5[1NZ*H'VQ_WAGL6(-K% M-'ZA@?FZ[=:P$][-./
MOJUBNGVH9$M>8!BZ5"+C(@L5X@Q30[3)$%-2(IH5(BP2'?Q0;!W>C,N:ZS!$ M;@OLZ%8\H #1!C6+(,#N 88SZ# P#(,+Q!X=;A',%++#PQL[0 MT?#FPA#SA3=VMNR%-
Y:/.!>I/Y>U?NT?UM6[]1/;J*=E3VJQH#0A693E***% MJ6LH3$R3$^W8TAA3F7**0449DE]KIBR;[JYH^+VKN M>NF+1I^HE+[\S)6$;WT.]F_RH?
$B3>=+253*I4A1A+-41RW$)&!D.HBAE%!9 MZ)D.['$Q)FWBR=Z+NM0YTP$FNQGNS7C8%+>UVYT.;LP>W\QP)V6]#DG)&'W*@.?BV>OBX^F 8IV_K._6W>K-Z>+>Y4_=5]??J_;\V+
[=_5]+6/Q8? M5V^?*_'WJCLTLR4\Y+)*&B)4DJ]MO]= MTJH)238B[484YD.L]'GOZ@,Z- M6L%5Z'PD"U?"LD>W<.U8UY9_[HCOI3U/YL5N&!Y* B)D<""(9SF#)$DY8@7
M>2+C/%=AQ-T*0(Z%37Z^LJW9VLEV"EI&$;,]6O6#__1LQ0&"*RH]SMOFO=;C MA*A7JO8X;_3Y>H^19^"Q2[,LO/^KXFW;->B99>R2Z9=7O'=K0+N M]XT<[\W7SEO@M)P>##7;
(GG:A.'2=^83KIU+<5#CJ!2Z,(I1DA-$DSQGGH/)DB/"))UFO2O"3Z)3YV02) MM&>$'I!U05ND "V6P^G@@TVBW>(O1LBUJL2]*E6D]Q ND#@K4\+0/3,?5S@ MH!SW>7$8P[6FY-
U32ZT JR?IGYK8(PQK+7J1T)*2K8&7%U]WVV#3]E0IR47S M'*I(#BVYHH)D.]3,U2.')AQ7CAQ]PN'._D.Y*C?RDPYL]59UH]])R9:F;YO< M]!W;;A]-!<7_M,W?
E/XJFR.+#_H%+T(12IZ'(=(+L&G_7!2(YE&.!(ECF<1" M%EED?:%_A2(33\6OWZ1V1D8@X#K[&ES'I^N<:,$F=ZL4:K0*=FH%C5Z#3I1# MU6Z"!MGV',RH-Q/&@'R"F;!V2S:8%G-
8/H('H$:3%:X9?[Y,!@\H[*4Y^!C/ M86$8MNP81%T-C_BB2*(HSM,892R)$(ZI1$6BW3\62N_-,I60U&HK=E'2Q*Z] MS5+L9_W"AUA.B1%>Q0P"Y?N"P:8SYX-
8##]86$FT=U1P3F+6VL''6'HP/, MY^]L[-AS:%8/P#=UOVZJI2';JN]4&QZ#J>W/CS"Q&_I5;VVKDBX;MK;F1O'$ M/LE^]S>"Q.6=H!\08$[(ROX)J.'5W^OI+-24Z3 ")74I6;^C>33T>U*?
T/OIA\ZDJ*S^M-R>5:?9%U^="2 M82[T/C,EB2 HBI@IC\T5*AB)$*-8)BI/>"KL-YL^-9O8-_22@U4CVDR.:B<< ML#I[?1L6\!\D>(4..U%EI,(<+O9/+]KKX?;]2ZW?'LL1;C(<)8G
M*$RSW-1(18C@7"'':LEPF<2XQ!U46N*DQ\9*FO] %[!K3$4V["\WI,9KC&-7C M89X?8#Q=>#HJ,>O5YW5 '5Z"7CF:0Q;2?E'?&U)L)F_X%UGG.#QVQQ2U0Z-
>!\Z4HCYNPE+8U]SF%GVV+LK^W4H/OC5C EL<6/8M-Y@28P*;K-N%HJ\%P(](I$=Q/!1%@PS%ITW T_*S;@7/&'0;Z9S_GG$R]?I1?Z5_ORIHOU_53);?,B"(LHD@4 M&)&"A
A+'")&2(9P5L2RR%16A 4P=_JY$YDLFG\A;OOB((Z4WK;^]Z]G;=)35[5IEP1-) MA40B+O3&(I09HJ%B>F:'85CP+,.P]?.TF(FGLA$:#*4">:1/0V,W;:\W C MCVSUN+&WL\D7
1I(?,2/H\:>L3O//YI%QY7^IVN9"U,47<*Q,E?UK357^B ME'$N4JZG952DIF]+%"&24&[(]AN"_0BG5F?XET5-/#][V<%.>-!(AQ"7CD)E ML>-TK:,CS,C6:F/)/EFK
MU1.NB;R_ZKA$+O7+E.NG^O!6H8\I:,IX89B.';I@)YN9:?/94 M.+IR=')YUC!!\X(]PW5-CO %V'SF"0.LOIPS;#/8S/G# /N.K>P/
M^MD47_#ED\E1_66]%G^6R^5"R:R(%*.H8%S[SUSIO^D?(8R9"+-()5$D(737 M-D)![A-.>/WQI..$'K%88&=[UN(7$>BAR\$$;[A<@Y^V*@2]#AX)(B$F>SN(ML1 Y\XF,/0C'1S.

9Z\DD+Q3OVW6_)_?UDO[<-U2?VV/$_,P%'$A8A1Q)A&. M\A11E21(XY%&<|B(903D>28U*DQ@WL=3&+E4(O_W1.?N1[,VF%]YS:\(P7S M&UY FM#';-T7EJ,S7H:JT@>$L9:75P[XH<)J89M=WK'5;"T5CQF7!$4YX MAG!*%=*1'4,932FE49%)HOJ>C5^O(<$Y*=Yj=NPW;OP*=R<_]=K\'/0\.(;4MY;CA!AT/L*\"VOK;QQMN/@EPVIW)3@UO>Q%'PR>CO3DMJ949;T;AN$QV,_ZX MFW_I$SQ^DJ5SR>5OWV@EWVAIXNV 5$K+?&ZH25N>TJ,/S?#W;]?UYO-Z\W>Y M^2+Y^P%5_H\4NY':AQKEOWZC[)NFG6V\'X'F4IBF+$>2$7V03! A)$(X2(V(L MA8@5!>6ROYHE4P=11CQB1OXVIX[NZAZ;3[NM30$U<MT$?'1MAZL&"%[W_]+9V MW 3TT1"BP_SBZWU![#SMO\5K!T:$S1MO1&_SW6Z';WQK3DL<;)+ ^^SUF]]Q- M8"PR54W-=_^+#X#MP._X= #O\5\??TQ+R>G;,NBB]^NLZ7.9>7R&WA?/3>O5@ M:J+?2,,YE6Z>]H:EX(OL7'1MV)[+%2^_T^47^4C+E1[Z3GTH:TZ7!BACP3 E M) T-(;,RG2-R@5B2QXB%&;'8U';%5NT\?2DT\3)F)ESP$Z(+)HU7;W5?M$S+ MFQ5OF-LM*7,B"5L9C&;{]!88W6Z"3KL74\G:*6*@;5499^L;WI?]'CUXQ>K M,ZO;)07>HJ8T?T-NX5:2[:!EO#K 49\X3F:8Z* DN$<400P46(8ISC{J.22]L_MM(N2YDIRV75K<\UQ.8F3Q36P+^MAKN:X6W #MR%-< !0^:Q3@!LSAFN\XBN,V1XN24VV_PP^4&S*VE[9$*V%<1FF*0]GT L^B M E'S-ZE8G(*>;'YB^SZN-GF%?*QU+ZF6P^{6> M);Q@6"8A$HEIV*HG#"(}B5'!]2XXQS%&L2(8:0<5(48RO8R+,(^H*G"<@2]P+T]9)^LS?00_8B2NPK8WUY#0NRYO5/5B;?^@(!]TF_)=1ZI[6FU>W]W-T?N"MD$B&2E*4FUXXF'..*!4Y4C1+6!SE1&56%53G14P\]?NN:8W$X(]6)G##? (7-MNUE]G;6P:=P;:DI.{]7U<#NANG_DN7@67S>.$_3]H2 6>?I>0,/)^;()QTY M$%IXU3U[49U+^ME^=_%)7!FZ;TB8LTS&D>*8*BC.D%V6P1B @C ME(8R2Q*292$'I1.3 5CJ#<"(-9YB05,29HWD1DP\ MC-/&/NHM7VB74/YJZ-E?JH.3L^/;I\Z,=2@XZ%2G?Z>7CN%/%C@QI%^"HT1) MO9G,(XQHF=($AF*(>_F(B=:TFR$$U)YP\HGDD6 X:*-)6$|>K-M*M^O#':5!1IOP&/2V$[G8*AT3_#3]HWLXTR6<>=*R-MM3/3?$)MD<+F59R? .ROP="?Y69!L4BER"6*,Y/3GF&!"AYFB*:)Y"3#5$4@ MBHX+\N8*S#;TKZ$;OBXR.\3,+4J[HGK(C9#F3R0W5#X3!>^G3%SHE#N4-JK MAG5G3+4XIU(S)9YV2QX:#4]LW+[B-=)6Y33+B]-FQ\4%M/V#?>^MMZJ8'X?K"W 7-^PSKSH?I[,9792W"K'KTM/|.0P,&72VG2 M=(KP2&T_*^Z(]FT'A>\]3Y7L$1]=*,HAW7%OY-BJ>EO%,G=?TB#>6X$=MP M1_V^*G6<;S2\Y9ORV:2@F?AWUY#]PV$L"R(1%;) F+(0%;83]"1Y6B@<2F)W MVS.1?A.O&;VV#4?:@!!EJ+'9QO8ZMT1J0:-UZZN"7F_@4N/Y-5HN*Z_W"[FIK8?]JT-)VJR.6N2/@_>$C+E)=\^;>8)E=^3##ADS]SI_U>Q M*_&UHD(^TNJ?/9^ WE)C6F""LB)-$8YDA$@42913(K.09C$E!GT*SLN9>$9V M@@,M.=B0)!1@C" T/C,IV=E=N&;&+$ D&/B!P.W1)(>"IJ"O7!A"Y M;-EH&LC{X_/E>ERV82^AP^+CKGG^F!)@MU[_09_^Z[WD^OJD\'?;$A-);B(M96K2\5 H4G,'*##$JTBQ#@E-B>D"Q. 0U8[LH<>]TO*W\P"@0=!H$O0I.=?27 M8;2+)[R" _-?U^+B4#1@::NW&H)+\F8N*; T_[C"P/;!U\|BV?4GT(XDPK$2 MA?8;F)$DC:-XH^-6]T8,B/F4UR ND?,)MD].6 M;3;)":BGS"8Y)>[.'X\;S]NGO425@T/A1)(81Q%!LDBPCA!QC C&$D4J2(P M5"S/87?$\UD@/+9O6P^\[?H.V"2,70LK]*S=)UC 8 0\3IT6>EVRGE-R6_N!M'X!?%/Q*9[)NV@)P_MK8>P.V#IX=W'\]^7)G*=*=%RNR\RGA=<$HJ2--/N1(6I M=BH^5'U?5^U.:UD^EL ^!Z>AM',A5P,$\Q9&G(Z8M,"@D^B=U7_4(H^MPH[E MS-XI_*R9IQ]%G_^PPR'V[ZM="!3?,] M9$QB.]_'7FBPTV0JP !'YE,!YW.(?O:KM5=ULMJ[X.MXW06%T0-WT(#S'<&[MV+EW*.\T ,S1UM6F31;[(K_KK\DW6LO[.OU0T<>.?(823'!6Y"@A(D>98FF6*H;^-5+@];>;1G1P4YVT D'LO1_H$;B#F[; M&C<6'NDQ!]&1_MEGR ME]U&7Z72-(Q+4!2:Q!M%"!)A1E!>Y%FDXIP0):;GHM2)Y[01GAS7-K\9- & M?M%S&4#$!>/B)I(6^%;;3?!'4C/2!;!8*? MRE7W4V"SZ@LXVDUR^2C)OH.F-];8%K1P4ZVO\EN9Z.G^7]!V*R3WL[PPXEOM^=3,C#AW+95"LSVO/Z[N956NQ4)&A90AB9$(8[UIQ]1 #&/M,01.<93*3$3A M+..0W)16;V+DTPJ[Q()Y?AIW">3V(81[* WG-7<]6T^ILF)A;K1O:+Y.+^6%= M*5F:EKD>$]&G0?BU26I.*_?OP4-]T*GQ_**N'H36D^B_[!S(I7%G\026 MQO53VO;CKG0A0JJFK*FI:MI5EK1E*&]>?J7_6%=OE[2NFZ.SFC.9XIPB$F*. M<"I21)(H1OBH1(:A5$*VEJ'H.5!D5=?)>92-PP%X2VZA ZF#<8 MH'98&F>)F@-_B9/MWIA-8-)GYCQO@N:8 M8<5M&#GV#7N'@CYW*P?O5TZ-LRU2 KL[7B[1S@:_P>F"'N\77>#-B=>L;1DYOU MI=6L[M2A1=*;\X^ M/F>AS24;#LIJ+G[!%N98K\EU.,ZC#N?^[/"ZGT??*8G9L:78#* M;@/M#P"8U|UK7S3HS[&3[6]S;V>CISWK!6&S;D7M##_<85H^Y1"<_:8#OH8& MQ3 :WM-J4_+R>WLQN8+B2!V[<5 H ?=@IYC_JV.@.YV)7;<$K>LUILXOEGP MN(CS'&>(*D/$AV6*6,Q3E,9Q3GF6BCRW'*A5U$S^QNSQ)+-?+!MY% '&UBYBF M0POF/QV! D=-/pQ9ZB]. PF>-KMR .8RV'$>!EW/IP7[1 KL:FG>RYE79Y'KM-MRAPMJ[PNCS2QCS"5+!; 9.7-5_W;^KYA>;356RITW#^KG60(4IUS,"I0>_R163)V T= &\;Z%1@=XOUS?!MJLW1WM"_+&M57_=EV\5 /_PKA#G2CO1Y{^UUK,9_^J?2XL\W06=9T)L6#&SK M^]_TU@4[\|8Y^MI$0P!4M:\?6!EUD%KYR31VZN^^5]I(*]BP[Q)(Z_YFHY2 M3%Y5&=<&+]QD(I;];!ND?-_0Z]#ZZ?%I:9IXGS.IBI7;*H31, Z:W/ MDT_=9NX)-0&LQ_VCIA#BYIT-C=[FQ4A,K_3@'4MKP03-8H512/1F$%"$2$9 M1B]3DL9A0?4. ^)E3TJ9V%NV,H.M4"""3[3A=M!N:K-A7@MN,=CMC%KDR7V< MEC&K&Q@U\W ZCW_8!XF&CL?NJB:#6#1WOMH%-"6B'YZ3B),T1:QAO ES/4_3 M1*(DRUDL:1XEA=6-+$SLQ!/WB%3C.ZV"YR8'P93"B_5R2:LZ^*[7WZ8L_BI> MC;/0VLUP_X#!OP1SX9607_1VKH%T65N:#7;,O:I.#EM$[W5&.XP:ZF?2&AMMJ[Y%:\]RM(*\/\7CR.BWR-ZT8K M$,Y<,MH]Z\Z!?\"8_476FZKDVM%TC-K/QA\6R; \!UBK@3>LL\V<@=^HTQ\S55MGF M]\ [!3\OR*1+@+_!X?DKST\-V2Z+>!PK$[$XB4S*)Z&(R"A$<2]R MK-_1$TU &R>P!E/{@+]6E5E>OJ>:,JH$I0K[2_+\RR>GM"U"V@FQO5F+8P] M UK_%W.BT^+6[!-H?8*M0L&3UN@F:'7R%Z,XP^$'I"H+GS7V<(G,_YP"B5 MK.^W;W*Y[GH.*,L-"3H(1\DPBIAB$:2(!:G2A:H. MB;Z\?MHC'N*ZVT$7L5 S'/@WCMEQ164>WO#S95M.T##UM:)G'*8YP!0:H@7"">IX@2EB*9B#RB/"4]MF+ A0J>MV!WL9RRU,;1=XA*X3Y<=D)9GDA/ SQV/)G+-4MG4*#M_AIRV8F=NQ47"(P3 M3;A@S5LV.NCYW+Z;E-E%7.!<%,9,X)C]6%SH,%PF*8IY'*I08AX)$/O%_O 3 M^X0=R>$?C3A@AM0!%';SW=U V*RVMPW.PW_2!^%\\^ON#S\N#?]*P(Q[[TY]R MY;K6WUM9;][_91CQY3O)-@NJ>$@+%:-,D<0P@^%$98Y1(H6,9"RPH]'4[Q,R M)IY8O<1 MB*AU-3'F-A-KBLMA<8%-9$=(P!,.8'6"6XC<=8) M#X#@T %`G4,;2UGO\G5*REQ$4J HQD2'O(0B MELL<1.F.51R%L4A34.AK)7;J4/CI%9%<6 R,59Z\/L%,HZ#4"QLAVF%K&SMZ1 M L;4X\A,U+P.9K6O,-Q.Z+5A.0B(H[=]K0#E]SG\(V[!+\HP-Q)S,8-5)H\(,YH2Q %##>0/#C1\N#"B>*,"LC!OE M?AL?83[2-RM+!MC>[)Z ^:NZVBS>KE>U=G^B><_-H%W(KA2E$5<*1=2XSN8;#T+;6P: M"SWT\X.P0_]K%W*,#CW+Q+0QKI^25I]UVW]\EIOVW-Y<3MT^TW+9LE*\73\^ MFOM '9Y\6R_U>/6[;?<("WC,X(^*0[6-GIK/J8>>5M[$NR:G,>"$03RE%."IB1#-"4,:(3)(B% FV<^6 M\N8ZN52]"M>=7(XA9W]Z0D/\!EF\56^F#)WBB@=PO;3CE:2F\+]H\>5<9NX|2%<4*YR#;_)0T@H02R,*)*%MR@@IF,H$\";OLM#]K_=:T<%/HE/B9^U3M#-IJ46=6Y5;X6GG3WRC!',E.X#> M#0$ZT0O2YTV@O<7>K@=E[Y+[E*;[]DU;BKFE05[__2U:\K$U*0L\XEI,<%U(B&28OPBS# MJ;ACCF+,F,AIF!48%*MXUW!B5]2)#>1.[DT@[;JM@_KO37.,AB> ^R8:J@>3P M_M^6Y7[H-=\!@N'G.HV#1F63']$H,1(I]_0-PW; M9)CZVK9YUV_>O=Y4\!YM$"<3Y'!9?& (Y$MAE"-[5?F'.TO7P^?F> ^RI8RV>S>KYS[C%ME]-M6J\>OLK]T=3@_THW3U43+6[IFTW4=^[^*04&]#M=?ES]7=+]]VX9.+C +4TF) M0#Q.J [?<(&8##$-$" N+0L0%82!B*3-=\^!T'76>XIV')68-;2Y#JC#N.7*R=R94K<0!NNPXA^.H$ =AYC!CIR3..K+E:QKO;=AY:K-;Y5_; R-04?A992JM+!(:6^^;_F_GLI*BMO5 M\(O*_TXK)#]R''U4&X_W'02_?J-KGY9K\6?Y7*Y*$3">"082A@S)],A1J1(M,,]**,1AD66O!)T=S:K\Y$?@E MA9?^QW-_ >;Y)OPM;[>]5AKE$DC:,VZ"7K#@LZRJB.!L2W8%0\,'=HC]_E M!]EA@VK_;W7_YOAJ?-_,N:KAMOHU]^GA$%NO5V1**6:Y<5Q2IL,MCQ"5.$1Y M*L,TY#EF/(2L5"M.RLZ0,))AJ\(8,'8>W).Y,& ;AOQ'>X$)BIXLS//DM<8D MS>IA+$P^] 8VC[C-W,YU?%A7M^*Q7)5U4PS^+#]{DW 14U4P&B/8S'-$ MLE@AT[B>D82K)+0BE;01-O6M?!<+]'45T#WA@9+0[,I1T.RFM2\H@#?W Q3V MY08?QE 3VL;\SS-ZU%\LTYL&Z,/9[,5,\XYU>M^,97^=:,HW,(V2,.4]0TJ$ M,<)9FIL3ZP(542+C,$]QD8&NR\>$391#;4C'M&R'+,GS"-G-8U]VP^;QSN3I MNB9#+/27!7U>U-S9SQ>-/I'U?/D9QYP8J5=\N>6_^F22]OLSKI?.A=3OGJ2Y M[OZ@OS2+D*6T:9L9:B#;DP3Q%0]$-?Q>O)EG' .XE:"*C!']DP!S(.!(F@W M_.?$!>826DV&)&F-,C?;8_Z7&T/#R&1'MM9DQ!B5/";$:(+A*Q4&*G(>)A' M<{{27US'<21%,(4;=*GCDV9]W12;,YV=W#$F'!6G(68HDRS2/D>FJ,"2HT*F ML8R%C"G,Y]B+GMC;!,5&Y4J4E>2;8&-D!]_IB[E\ :KV.-IYX&F00GF>SH= MFFU%(W%X9S@,SZ9@;0#;[XO2P5[PO'P/B$"_R"#@(UQQ;&A*3-O1!K=VW1$9 M2[.,$,%,1Q'B!,,&RY8H721ZRA!#);00^.OP1,,,=-XMS@>=%Z_"G MBYX <3EBW(G>2T>8Z)S1PE"?AXUCXN8_<;0P_N2QH\USCM-_+X@YN*/HJPF^ MT(V\EY6AJ5Q$/,F%PA1EDMJ'[L@W= M_^RO)?MK;-'I%.C/ 0,/,-B6#F1""($.Y7#CY:X;AS[FOUL^ED.+-R^^U228ZP2*Y*)3*A&{2Z>V. M0E@I@HAI[EED D:[CJ8/S*H-618]P.L?OJH1W ;TE=W /QUN[5/"=["R @)_I9 M0$=P*H1>9LVM^/2BPBBDA!!PEQ'0EQU' M.$UB1#"-498F/$\88S') .72#BL !IM10-J2-3&\6.&V14#@(+ M8+FU"^SCSF@>,($7P#U@1I^V&4^?%=QL5;H)=G#?;KHDN4#K-3F@H'+PB8%U M+1J?\&!HB?D5V%PH1'<9>D&C7Z 5#(R&;4,V?&@#EI#Y4'=;2Z9'M'[:L^,%K=\VY4L1\"XT?+/96'$]#.G;KT@+*S0?*FWODIKT4SD5(N4I0S&B(-M,"L2Q$@J$8F4$C1E(L("U)_K2,3$"T4K,.@ENC7A.L,%[@CB.FMA;AIH*+RW MUEE;;?73.A8P,_^LLP8>=XO/2G,1)Y0I"@S MW&>D0"0I*$IQ&(5A&M$PL^<.,R5A\GS,T\#EF/(2L5"M.RLZ00L_2?AL B?KC42-ML.[+M\M66EI*"!RN=9@MWC$]L7"HHHQ6T9CA9,/SA+FE=EZKDS=MMR%1V6"(B9@@6A04ITF8JM"*.M0_MJ329V0GN\/HV:AYF10:=IT*@:[.L*F,M7O0X+YS87R# GZ(I1Z(4V&2IM>X89X%KG@MO-!1]#V!QSN+\-#U&B-]A&O?U5 N9,%7S@L+=Z>!D0MLH(62[> MKS8ZOOTB'YJ*I-7F,WV4"QP1+E,L4<%RHA>/,$0%S3"212((Q1&+]-6.\)RMB==$5F2PDQD8H78^Z"PFXO[(^S \XR62^9T\ ,!BY^]JNRV_KKN6&MZKAM9_U*MZWJA),[CI&CN<8DA MP.:TB1!.G3+*,Y55-@=Y!L*G/HHQB1"Z%=2ET)6@ C+&B^!0QF?*O7CO) MI@:GDQWLA!M.$BW>>_WM14/!UN">%_<;=:,@7C3]3BWOY.4>**+]4]5?];%NS M8_[X(KDLGQMNU"C":1Y3CD)38:\G?8**(HN09'GBBPI<"$AV6.CTB9.&&NC MSVHK[B9824N6>#NP[&-[-PA@4[T1B\S'MB5X#1X[V1Z)A&Q,]$?[,RIK7I(> M&[./*'6L'H+-;?Y=K0]7Q8[;;>%FOTQ4$F7IRU[*=Z MTQ!#Z-7}]#:\?W\7?-;_WV/.^K!>;U9KVISSR\B.3V^OH. F,! /SW7'WUH:/ M1-QZC&Y&<[&;R)=`GF426QO83V#[!US)W:_KM:HLWJK^:^UV5%LKXB$"$BS9")Y[W0Q4:1E@ZD UE M>[> T&f5]@T;,.X/I=\$6_D-/+^ZNU_K61UIPQM[%WUFZR>2RZ;M J>9[%"4=YUK2LXLHPWE'$ M48,["'T!@ MAP$PV9._L)$XJ[I0'#H+2"/NCF+Y[S@OEJKIYBHLL%)T4>4H0SK",+4)C6=B)&H9Y)C!#,,P5*Q+20.?'D M.M%E GQ":(.ITFF#,<4T)! M^Y99M9_83_V^JB1=-NUT'FBY[H.?!)NN9?US6W"J6I,"WMD4;'9F'1!KAPNU-MSVRO/Q%2\%!D*$9?P>23* B2S"*)28BC](<"]DXEA5;_]M_ 8966\%/MB]MXQ_Y%=NM@C_L.X.MIRVOU)X=/07=3Y_TY/WY)NA?:6!2,+"L.>@:6!7LS+H) M#*6#V>S3OVZ"SKA@:)VY+FCM\TQ<-?=K\E$HS7;!(!3CT_L17;- MR0):-YECGB8X3B1&(L,1PKR@B+*(HJ3,A%(B MH1B#&@U=D#?QI.RE!WOB R,?6'Q^_3:!5=LC&+#).H:+#! R_EF:ZJEB_(&W>_M\G4[TX]!V2T?<\VJ:FDKWJK3?V6?B\WI4G:?26_T])TZ6VV+X>'J+?,%%GP MS<*TL(VT%T_J)#"'H=0^04[")%-4_Z\010A,N+I*G\ESL3HZET:]FV"@8$/V M\KU!VF$.))H#CA-W!;VFP%R,:]^3G1..:$7V8DYH%>(>D,"]P>/]!X\DF4JX>31ZZF MZ<):AXA9W(]TX>-*3R99;[9K+L]T8"1,.U:IG7CN@KMKW!V3.3.4831+(XDC!KK\M!4\12^"P;:!T];6L,[6:S%.C >IQ0 MP4WQ+"/C6D7;;?0(_NC^.TE'4B@(GAR#M=A9/044C$/7-7[>>>S'Z9[EK+E%0 M$=-,%$@1I=?^B,6HX!BCD),,8JI$1D EI'9B)_8C@ZH=VMX6U4_L'Y)O3%L) M^F@Z OQ/<[H.+"VPQ-3.L_A'"N97QFO2VY[T4YRKP^R>OC!]*/1"4T_02@ M./W4TXX[!KJ4M2%';#-;S1\M8\[VNYZ"LR5X< /F42XR!@]LHCI-Q!&<11CY[&'G;(0##^0O V:YB?) \POM ALM@C?/N/6S-/I]%6#_H-OT'5WA=,ON"9U))S#%*N=EYZ#\1-?=N49&2 MG*4)Q>;8?[VA2[OY?BP"_,&W@NQOI,PC 6]EN2=#@11S[H6,OQ^'VY?I&R.V?MDZD-?^>.TO/S>O4LMZXT438I9W7RSA[\WA[/M&?Z7+=%DTRGK[GO#;;=@9AI#(D:98A'$;&B$[O M_**41@F361S#&GS.HO74_<"_E_A[4Z/+=Q2Z-P$W1]ZK[FYKQ^]Y8S863]#3MBGG>LYUG^N'>'C!N&><^O@FV[@>-[C=![J)->XG1WU9^&;S1V_$W"B\9F1-A M7R4HL^@\;TG+G*_A[$1F5N&PU;>N-HM&H2^R3X"XK]8/%7UL>U(4D2A"0E&8M11CA/$X1C2A!"56,YH2FL;"BT1D7,X=_#W:2@TXTJ!_%!:#&_;T_\QTY@0[$"/?@% N(C),RRP M23V>%CW);1# WLDSHU_1#@@_@7UN] PW/[>#NX\FZ:N6G[74KW_*Y;/\=;W: M?*L7699+F:<4150HA'&8(L+S&#'3P(TE2O\4Q#EUG3H3.Q3J54N]W0'9H'OU MW9!GS#S>&=TN:'\V6 -E+P) BYI%=8M/J]#'=+-LK\'=. _=U&0 M41TZ*VQ/P&]7XEU9Z6_?E@^KO:YI_MSU@OZZ?M/]2^^MF'88YKOY07_=%U'$ M*(TD02'E"<*9CIA87L0EPX,QE.:"AE9)<'[5FMC]?=5KD:1&(*#W@3_.QYWA MZR'I2> 5A:O M\FI7A':*\/B/_1'1,N3AX'#HZQW!SL/M*= M[G*I M$,&,(R5BD8B4DS 'G0W,I?B,MS]\8,C^%=!#HY+IV?:]4.IAUVH8M6H@I=9L M[Y1QD8J<9R@M6(HPQS$B.4:0_AX4^G=)$>9BK,?\8TIL:8UXF3/(=E5 2 MD@2)0]8(4P020A#C!0QSD:B*")0?PQGNH,& @+1M7:PQGNH,& @+1]TME>@O>Z909#=/Y:&3X4S(%)+A;OGH6H[Z]!S;?]?:6W$/?B;O7^7YN7 MVS\K47_>F)__67]\2[!1.GS=-)V;/JRKM\^5^'O558A;^"E/HB;V6>_*YU+(ME:A- 5;++L?B>5[MF:W5/RX;@[!M=:)M9-;WSF@_^638YUFK9-@TH5T';G'/O MO$GI8=^N]<9:?\(D_MDY/5^O:=P!OL(; FI69GXY'KD#/&,[4K&G)77^E(N= M&_4E?Q:7ZAFLWKWZ'M;A\OJ3#C[OU%O]!2LW'R@WQ7(OMYSKY_7WIX.DFZ?* M]#RNF@;(Y6.Y61"22"8X0I%((H2)H(:<0"$]9)+$;:<4.NK;#WB5W5G:@ M6N$W>F:VXH.ED0^XNH5#@ M^*

ETH,M/LBKAS\E*SW[FAS3SU3UZ!^!K%.4P0A("I' %'! ,L4![J M*,W-AI]@)V_M)W9D+QU^K-L--+=M>7PH?/WO7O?YWFK"Y%NG1Y>XP)_%9?5?5@WIK=*^S >:)?
\PWMZ\>UIOEG5KM E&2 M8H(S1(%DQ#8E% AP3 D0,.>PR-.,2>CC)EP%C[UY5EJM[.:IU:M\5QLT31I$@_K6891BBW;C(9%"1"1)3![1@QRAG** M4_-G[L3S/2!C;-?12DT:L5U',B/8G?
+I%#K#?B"2S9Z1+']SO0B?SA@41/AT MZIF3$3Z=,6J?\.G2@D$CRE!.2I=0Y<.,I?.RP3:M-TJJ3;/79._9N M-4I>6)T<2V"#4':(X8R(G=^@]X7M?/@YPE?J'KX9$<>PX$VTS] O9!.(PV#
MQO>9TX5K JT]"-:$/B.TQI1O=CVF/K []7IYQ^;5C!6$2R(1P 6T%1>EK!NA M (HRSA5**:)>S%NG!(V^R^*;O59P5XF5G'QK9'L63YW$RFWO% ,!SX53F/$!
MA9C#ED4KL3PA9N+BR6%CC\LBSUP?-G#K2,&U$*L')??"!&V08 8%8[J@$&1Y MB0"2")D%E8" %A*3DN8*2:_B[V%Q(P_B)BHB&EG)8C\HLFJX@Y-[MMH\^@WG M,P@B+6
40J0$AH@AJWO2P7(A&8Y3'/*4\^NJ?$P#.IU>A+%_TD^[Z-H_GRT MY3>\>LS<+KYR'@0^7G*!IM6L%_8S=M;NMD8R6>>$3:IYW0S_*G_=+PKS(LV MU6&]+ XT%2C' DBL(4
9@X!G90T3#/%53$CWGTI*21?6=3N<-JZ7X#^C0V M;F,YBL6>F\:V0'8D_@IGRR(-WM-R)AVW9\U].F3/WW)A_CA@?#.)3QV-&Z? ME5U=27N.?!?0FDG)!
<$\!3DQ2R&$<@1X:=9#2)N?*W1R/0\5WT!SFZN81KT_'Q'QT_^A.CA:KL:>+QJV2AM]>15LE6O MJ3;?1J9CLYA?@E)4DO,@19Z!_T2P/HITB]Z8GCBJCE@_*:2K\WB?$9+(M*4 MYH
P6RUCVRQ2:A8D*6@_K25/T7!B2I;.+9#&I5";.?N*XL'\#= M?--PP=H-\$QJF4-$*2@D)+;7F0 T*U) $&04VXP5=>IGZB1MY.%W(#ZYKFIJ MCTZ!]CB43^[D+'@.R::8D/B-
T@YR/\TUA^Z9WU7?SJ.7JT9Z06]\J^>MR*=P@$#P=,/A@T[XK/HOVK$8.3K!S5+"R$8@AH(M*C5 2E/)-%F>N5I@4M:Y*J8;6R8/F+HT0CV&GM;\7Z)A1'BBA:RB%%$3R#&
MC!E.'!G$PWQV7T=1OFS8:N/F M=B;3WV>X/K7"?995-_/*DB'817#SE)J.MJ:A74D!9H7"B!= M"L!R2 $JF3 3"54*J_;5OJGD7_[%=C8XOU8;:_U+O5"WF>ZG?$5^4Z4+J? 9
M3N&6K63/FO:\W,;8LV,/Q>;<.S7X. M"UCQ=AXX8JIH= BL_SZ+HN.V)2(VGMN52V$).)#O9FNTH_AGQ$U\"-_-^./C M]X[W^=/7&8\S-
U=^73';"M$X*BOKW4;=G0MG#]\\9@2[EIFT0@];$'RK/^A: M@TBL8^=-#"(3&WCL9!QAYTW;I_YRN#IL*OJ-&7\^9XO/RNILONWJIGYL&XO5 M$&5": U8)LW>E6-N=K$R
U@*F!)>*EEXD3T,BQMY&OJB;NKUZY[PYFOUFW?. M0.8VZ\0#PG/=O\7@?KFR\96K(SC,ROZ'6#S4X_O58$T4?DYAUV6M%6W_V0KO^' B0A'0A"X"))W)I>:0Q"S5#.=*
(%"D*FVZ;]*\+&R_M. 1372*FY*Q2-_9\WE>?\IOSLIT^YK+YF(\TG$8, M.9_D!*_;XB@:6H%[G!:6%YW\EQ:AE@NL1>AZ&*& ,AUWDZ/5Z3B(G+A0QQV$
MXTH=CWO'+3&PYPV^FI>D9@57.59< 'M T58LYX"1%((2E7Q>6LP M\AK*?%-DG)J#'8:.4;PQD?$,ZWF>7*KYLVJ=IJ](.()CXM*$G?R?LD;A")[0 M8H7C!X6R=-;,)\L,<#7%:O63-2-
O&M$KRV!W_XU,RDIR15$0!7*5CO) M$C"5ER"G6"*I2UA@KZZWO@J,[(.F1(V.X6NDOM.I8:;\@)F"F_0W5S6F%#Z M>:P.Q5I,\G4?Q4^'*!Y<&9/+,PR*:)R>GN(GYO8, ^>8XS/P.9>U
'RUO./S MJMYUVWC5366[B+^3QC'.]9QM6P+532+NNNN&='$YUO+$GV3>D:IW7&U'35>UHGK3U;PIQ#%IWM1_#I MS$<0W+YQTI<1N2GD-+H_2ZO)25_+J0:6TRH1D ;Y%
[MG1E'UBMVK'^^7K.H8 M1RFS1^\H4%B4 %$% =)8($&=:$N&A(R\8NZD)K78Q,KU".V? L8A MNQ'!7#]_VF-I""OMR6_!/8L1P?2P[(7/R_9+5IPQ:3!)<>K>Z9(39[0_2$J<
MNS9L==S'LK\-'+3YCIUOG&4DXZ7."H"PD !!34'),@XPI[G29D-?L)"TA)\6 MTZQ/6WEU,?)2=YG81';].>958I?-+%5Q@P3U=/@4\)3);>W;/YRLXX'_63[KWO*C,6 M=
[U]M\5"]FCTG_/%XHN9I%1WIS!:?ES9['G,&'D)MS/JZJB5MOU- M9U?;;?O%KIRKL^WE5;(USSK9QI:D;B&[9V+W^V\[*Y,],SWKM9_IDW),.?_T M'XIG$ONG_T;\4^3/^HIB)=V?
QXAIT_C/^J*."@.>5YNPZ?>37>$VS&IF2E^P M]7JNYZ(YSE0WI+!:O59KL9K7!Y1FC.&"2ZA!J1@!J%#*;!#,/$HHAEG)"6?$
M*_GJ\#H>;Y#'3Q7_=YPNDT:8X+DF\$[%']5.VFV:E>'R4Z=Y-NGY6(N'I-1 MFO*%(A+)NWJ+G]0OAH+SU*,%/R><^[3.%\Z;@*T].# CI,Q*"C'@&BN /71R1M139O61HIZ\UF\
(KLV79%O4?-2_L7\O5]VNOSW?BF5F^\:4 M(&.E&8,TPZ!$&00*2L9S) 5T.R4*&7D0;AK$NMU!G@8F.'!%\U65A07&90@%QQ9LOQ-."PS,RJ/2>XQ)JD MK/19ID?3;.1AONL 4E:-0
MZ[TV'RZF!6U !A\\V2;$Q;S]C8C3]:%G$#9F2:7D&[:RC'T=[X$LD> D%R#E M! %4ELS61@FSM!%I6I248N'%6=0O9O0X8R,TZ:3ZGA3HA<9M77&YP;XQPR>V
MCD#L,&Q3M/+]7B$3%^D/&7I+N%7R85%3:C6'=8U.H*?\.:"1 MJ@NL;J-\#+#\QOT6&W$,3;LE&"P\]D5;!R)MK_;Y>OU0]VT41@//;JU#N+EYBEAH^'F'IT T3>L[(&KA$3NW
M.I@8JWGKD*AI^[" XP.(!(=LBD: M?6BOD(E)0X<,/:8*;PZX"32'\PR;&X>FW3_V^7JM=)*;-;OJHX$[KJ2?RQ7 M_W_'JO7M_'[&B!128@&
(T(79AHL24&U&L,PT)!G2*:/*^8B2K_21AW.G3DK^ER T<@>"[AK=:H#W7_NM/(X[.,-][+&!U$/\^PQ:]MA6IT25IEDG=5
MTJE3MQC\8QK\/$Y1C8ECV/&JP._Q'Y'.8(4",G@XR_NATYW:"K7WX#A7\$-" M@Z7KS6HN-DI^V9C=V._5?+/^_.7W-C"88:V(P QDRE9P,*(!XS(%D)A&/F^_3Z&07.-ID:"PC>H.H#"*
%6!S.CQ5F' M9$T<;G4P^SCJZG)3P"+M^OY^88O!/QD/4FW>5=HF1^O"\?:3+76&R@QCH#@1 M *G"C'.D$< PU9F"RE),.B_*SDD;.U)BQ=LC).(?2:-"LJ^#QV+A+&P.BZN8
M8'@&2H9Q"#EJ?A80C]523&#"5D>A'XK?(LC5SL%%S]F'3+?(<;7G8%'C?%,L MYMS:@=XN%^89ZZ9YSN?E8F%64[:;SJS$I>)8%""360D0SB@HRQP##1G)9<;3 MO,S\FE=[R1_9
9[@A]U7Z>]==T>X]]+Y\T/)1XV\^_JE7&"-\O5X_6/^=K%RYR\ M>>RBL$YFT@G]7S<'<=K:81<0Q5"_07YL8_+-2HS4'VC0FJ#60/U/G*PKT*!!
M^PV!AB\,GN:7=VI[Z/7]LCE3UB8["!8I9#D#)"TLDRPRD[K."2A$065IMC1$ M. 66G:2-/X7;,^N[\^V=],#\T#!RSA-S'#S\1FC?&?].]E7R"UO4>=_X&20G M<^--M
.RHY6SYO=,XDZW!1*:K_9V)X;37^[=I^IF%8%A!Q 7@B "IH#CFTN M.,-IH31.(?1+_O8(&3OU6XOD[P/77E"[V<,M\7ZY7K]BZ]NWB^6?_Z?DC?K5C'C[RVMM5#@Z
M_5W)K^S')V8+PF:\S#.!% :%U-)LPG,S7],B-^ 7)2ES6]'A1:447\61/<#O ME=EQ+&KFW!<+H_+Y(;93C=5(HRZB3;Z)K=6X9""T+COBI4EY1I)0'F. 4)* M)Z:?
_%2(E8H1HCFL^]JQ9=_C;>UKZKS^_J@ZC7(AOUH7E3[TLS[,N-H_IW9 MU>[SORJW2>!YX?>;0MK&1GVD3B^L:B^O$JMR8G5.:J6ODE_K%]3^+[.Z)T^5
MK[/>1OVKI#$@T>2^JW^WPLZ6*3_?Q4F+5>\:1!BX+B M2?U/G"R>-&C0?CQI^,* G/B;2B[-!VWWJ];R9$N^+U_18WGZX0K M]\6GN^]1:;%UKJJD*\GM>^<+3RZ1$MHD(
.@2O*OGTB .P$22[Y\4YX^;A5) M4WL]*>O.%],9M/_^_/_(_O#3SA-LSR9?OJ//_SUXRMP M?_@?__EO__;O_Q?__[E_9N?7LS2^1E.ES\]GV-88O[I]\GR\T_+S_C3WV;S
MOT^^AI_>G89EFS[Y\GT\^?5[^))A0E[]V^;?S/T4?+?/.@2@\ M@LK<@PLE@D\6%; 2GI0$P1,D1"9U*2H&OOK0T\GT M[W^J?\2PP)^(O>EB]>U__.'S?6W5[^ZF&SZ1?I8_O/__O7-
A_09SP),IHMEF*:Z MP&+RI\7JAV]F*2Q74G^4KI^V_D;]#BY_#>]/@ N0_(_?%OD/__EO/_VT%L=\ M=HKOL?Q4__O7]Z]O+7D6%I.SV1_3[.SG^M<_/Y\1'(C0U3]>'J[Q'(TL1Y%]<[7;5-_4
MYK-Y^FDVSS@GDW&Y7)BG>YJ]#=:+W_CY2YC3!T'Z/#F]DG&9S\Y:Z&HY:R"Y MM5J(W#_\1%P7G,\QOUEK92MS*\Z69$AQ]9LM-/Z_SL.@?!\?(LQ-(O,/Y9)9?3O,+
M.GQ/DK26BV(@*Q] I6# !Y9!,A3> @^X?#X;+L! P?YV&Z MF%3!7P":'"(?M"B0396()&'XQ"7DG)TGI*? 1)O3X<[*.T%"]0^)HR0Z,BI> M3I>3Y?=7DU/\[?
PLXOR$,$U!_)Q,V$KP'TC^^'QV/EW.OS^?93SA+$>K"R,D1TW! M=/008RY0,)"A(]O&Q'$'Q0Y$[(03VSM.VLFY"]A\#-]>9Q+?I$S6V8D+2TC0 M-R5*!LY'0?@G+]EKDIG.
(3*NA:7O&@!FR_([0<7U#I46LNT"),]R)A4L+O[S M9C)%?I)T<4Y(!U)D0KJCR-H[+T"S*)@WAF=P.%[!\>Q,NT)&,_I MR[?SC[/?IR>,AR)L-A -%L*V"A"3(S10^:# !1F
&\9:D,_/BZ1^=#JNZ&C MX\QF,]'V!)%WL\4RG/Z_DR\KUXG.01-"\H1QS*!*1O &%:".Q2'C/HL6T>NF MM7>#1\<)ST9B'1DH]FV-8T2T-IN #!XX4@"L,Y"[QR"'GH&)1TE@7C[NO
MN;':;@#H.,5YL.A&5GF]$SU]]WDVO[)#TPG<@#5NC Q>C(MVRF,')VHF)!'J?_NBKNIO^,AUIU\^'X69Z;CP.MGT+[^ESV'Z"5?Y5A-<\CXQ
MD%8[4()EB#9)X%*;++WE6A\7'FQ:=3<,=)R2/%J4780#S_G55SK&[@*:=+! M^>)$912FUHF%+ *=8U9 \!)!9\&2\UZ4W.(R8_/JNT&C^Q1D]%V 9'74_HT M$L?D*
[X(RW#!UHGU*1AD&@J3)"')+7&D(@A;&&-(]K"TR%)O7GTWB'2?B&P@ MVBX@4J]QY_#$C_-YM]/N K">5U *%[#7E[88B0$Y;H5:83L@4R;BVZ6]E4
M]SG(PP79!0X^G(73TU_.%Y,I+A8G/EE+43#%PD+@FOQ8.%DZ0C5JLH*Y'.=4 M;EAT-QQTGVT\7)!=X.#E&N/ANN.@^S7B\8+O QX?/>'IZ1;TJEH58@'G'2"P8
MP5LF00K!K4<43.D69N+&FKNAH>..8I;]_^$QR6[P]7]:7 M&S6R/M&A1"V=!*8M<>.+!%]+ XWG,0='\34_+AGU. V[@:3C[&1C,8\,FF=G M.,VU;O35:?ATXJ,L#FT
GHE_O;AY0OZXL/;-Z]? M//OX\L4OS]X\^^WYRP]_>?GRXX?;]._X3OOQ3VWQB'M/VH]\X7V^@$\A?#E9 M%369AFF:T,DQ6[_INH):8)X[EP-X5^\[R)D YWPBJ%D6T1:3Q4/6
MMX1%7,'@8M'UCL/3Y>+R)]=;;Q^Z#C4L]];X&.(IGI!5C*B* B==!L4-N4\\ M9$C>>[*7EK$'?9LL3C(K+'MF(#A%EM265-_.%]#&.,V< M5,D^5(MY")+V(*\3F!V
@MG3J*1OM%TS5LL57LS.PF1ZHAVW,7(!7M37V(&\ M?)>SJ!?4WF#6)9F'[NL:(VX3B>.B;C"H[[)H_76 2R?GR^6LS.H6 MGR=?%K_BJFXR<1XP:
F&NU@+YP1%%:@@>*^=)&H4/I3N/02"#Y#3+=R.A\%L M&)T<#"*2N+L2(!5;_CD6?K'^816_8CI\W1V.OOT_8(-86(J12#DX@U%)H57 M#A3PHJ4)7 :G\V->_(,KC-.QY2G1TD[
X^/D[?(SSG^E^!5/3\,49^>+>V*[M@"\RSJZ>G5M/\$^1;#I#"Z)@U)K'R.Z>BEMPL^N*X[1Z>7(<#:* #HZW*]^4 M G=\35\N3IC'XB,:<$9J4*)>R6KA 1-*)D+)?+C0]XJ*
<.B]S2'PN$U!)\'<@?]<-1-N-]"X M2*]>9TR\5,J&!"G7PB\1$;PDC\PR%;A1NE@U#$+N$#(N4(]1[$:0'"/F#K#R M/"P^/YOF^I^7Y)-]#:?
$S.+9\GF8S[]/II_^*YR>XTDQ)AC&$F"NIM88"4$Y M0Z8VV1228"FVSDCN1%@/6#H* '=#J.;:Z !BSU*JG746[\GR$DMT=/^&R\OR M=&8TA85)$O%%TB'N/7@N! @;'7EHB>
<'"_8.LDH/T#.N@],>4,UDWP&.7D^_M$M6S^7=BX20GA4$1L3EI!N0%DE"\UT"4.]H17#C?VAV^N?ZX\55[G!PLVPYP ML0H";XGD1&0M0W7V/*^=-
$3M2BXIH$Q(ZSLRCR6PQNBX3\4XO36'P\B1)+S(E[ID";VJ]JA4)8DZ.S!]*$Q@Y?^FARHVC'>)QNFX.>-8<+-W#H3%; MAM,FT""[5VW@8EF#R-?3-Q@6^-
MLFBZY49FC91QT0[#R,$4].'I-HJB&@A\U(7S)SXN+A9_/%LO%B2HA8[%TE-HZ_")G!BZ8 M H+^87&J2.*C,6YN$="#G]($)H>+M8-SY]U\]@7GR^_O3@/9VFFNL=V7BO?J M;3',#
(5,P&WM^. "0G!<04%C?O:YH R7+&UD'TPQ3UX-HT 5%#P7=Q.M72Z[*= MIY??TNEY?B60@HWT4!_S0V"U%UR: M/ZX9 "X'";.#P^S2E:L=V,_P8_AV;4_KW :K=0*9?2%Q2
Y1K]KEBN!\XMPU M]X6V4S-._(!?>7W*]%0#%B? ME1GP2A(W=2!I4,D#4YE@'F1]G-H8(;O2UDG%U9LF936#**2#8^D&7W<3ZD)9 M4[Q68'6MX=?"0JB=?"6S/B'93)M;.
[K;J1FW7&(8[6^'V#&JZ !4EU?W[\+W M>F]_>:^"*G(TP8! G4$A3^"822#(M-N03)"Y^:W51DJZ =-1>MY2+W&$T#N MSLNS+Z>S[XBKEQBT^CU9G0CM:U%U@(S.@[+
(P#N.@($%;[8$UN_D7F4J'&/ MNH$ U585'6#K,IA\CU]Q>GZU0WSR,0E!T0#+%#[2=^ B.0@E,..L)3?!MJ[' MV4S)N#=> Z&H@=#[B,A2FI_?
V@7D":RBS1L_.LE.2^_)Q92NNIB:/(%8WX1$ M7ZS4VW(G76"4=&*D-9C89+XQ!#X'[6JJ$$H@?"Y;^=?"% MVQ >ZD+>QA$?]UYL(0=*>P>$@6SZ:>/.#]
[@7%Y(^%E8@P$=0^9RSJ4JSY: M5?5;'Q5+.GK4K;LG;*:D&\]HP+CM>!5T8'?N9=IOR*ZFVZ7-6O. (&J]OF(\ M0+!%D,!L48[[*!_L*=?D?N,V2=VX2\-
!JZ52.L#8W;/YQFX)HB3MD@9#L0.H M; J=TLY!%K1/.'F#P;1^XK6=FFZ\I>&0U4@57;CF-[V]Y+G6@0N**TRL;=T" M'=_<04!;K&*9Q]C\X-O3S7X*)^E)LI1["';L#7ZFV@)ZLBG6K?)
[/IG4<#4[3 MBA5C@V)!T&E-9[224=5XE RK-SI[5IR1K7.3#Y S;EW0D^"HE3(Z.-;N2XC. MZW6]T[LZ\XBTMES.)_%\61.S'V?5UA*_1 5]XJ?5\!M<7 7 6_>A:LO!N&5*3X+>$57> >#?
7:Z[$L/J9>_-;OK9ARB- MTL!L[:$=ZHE@68)2N%""MB]O;DL?IFCL!@_C8>5>87DSQ74 PQLC'>ZQ4E), M0>9,X;8C*:7,("0K0*/D)62CL+D1?8".F2#K"71-E[0\ZOP;=
M%#_5&]2/[0HL0KKM.3 M;V:+Q:O9'">?INO+E/3]XSQ,%^N6FL_R?Y^O7\K^ALNWY6/X=L*SMCH3]TR: MNO=4@(C* FT][31C6>;FU:WMV1@WY],3TD>&2 >
[Y#TNPV2*^6683TF\BQLB M>8%EDB;+$^Z1!1X49%8R*.$$N!@E:"M95,DDRUO?HSQ.U;CYIHXPW%B!'4#R MOG!/3'*,%RF@CJHA 442D,0"*7!CG'*>^!@\P31NDJ@CR!VIH
[RZH]EW$Z< MET'G2%;>F6MP+ HP*6#2Z)ADK6W>8S2-^T+NJ6]JCE=+,Y@]\;"B=RM] M?,;E)%%0TFM.@Q:79^..0=D@P,4VIN1159$:EV:\,/---H'"8_,--I' MW!WX5Q?
5\;0CE^M8AL11)TC\\OWFWZR&HA1B*&0232J>[&UU&J-P"-JH+%UQ MB?G6M0F[4]<)R [P#T7?A"%= :UB_$#44:A=$;P,I&!4DZ)]HR?'5)8@O%(X4X"":&J'DRKO63N\X'
M>!QS0!TIX X@\NST=/8[>8+X:C9_,3N/RW)^>K]=]U4[5:VXT"5!B873=I(, MG.&EOM=@1B P(J..$WRF47B\6Y\2)E,K4AC/ 9954C@JB,A:RJ',*0DQDF)\ 1FMJ
MQB[6&!Q"!PB]4_C<+)C3T67C4P&,F@QK0 F.Z0+T4QV#RIHU;]#S"$ECUT(, M#J1#Q=\!FFZ47FX_JA.S*5=_L$ZX5:J^I;:U&LY9H:3T1&-HD(0I0&@-Q(8@IP0-ZK7G.
]9A'^0K#5AT,!22CA)[MCPBZ.+!1U^*O0%Y>4$AL9 =QU;P3 \;HI$UN0'NTMXLT6+W T,@Y0-P]HN;F
MZ1RRE<4&!\8+DD^=L^M2"E!4$#9J81UKG=I^B)YQ&^P.C9]#!=\!B#:\#%CS M=!*!Z<49E< ML"*B@VR%K_&!!8<8028CF">3:E1H7]Y^W'Q0_L/DN5M)OF%:>_C2M@\?Z<]?
M7_[V\;*=2/_-MD^?GY^6)) MR\VO)K#4?NCTOUQ?5Q29O?32 .-UA)7!BC"-,!1!26\=-KFQMP?0.:X]W,M MD'._2&!8775P,M9A=V]+G?.R*C[&^==)PL6'V6D^<<(J.N<39/((+
[K&UJXQ MVJ1"-E]P:]H'==NH&?=";@AP-9)\!QCZ\WRV6+R;S\ID>>)"C"G+4%]^U=*M M.M,Y& \Q2NZ]=ZQ]D]X;RX][QS8$2@Z5;0?/3=Y^P7FHW8)>?ON"4[*05P+A
M3BA,A2CWBM79FK%.A3Z,Z1(U@<+U(-$?"9^'E!/M_I;#7%]9(99T,=59;!2?+F* @F MR:E(%MCR%%PVI?WPKP<)&M<7&@97[3301?W;:IK5Z[,O83*O?#S_'.:?<'&B M%5HB-
T*P7H+"6A)3W_2AR@Q]\"'PUJ9J,R7C.DK#0*B!S#LP1?=D<\(+LX$+ M!E;)#(J1+^ $.G#T<\-8R,:U;M-VCXAQO:1A\'*K&X3EZ45)I7AFR@8QQZXL&=:H/E'4'P='TXW>0!<9TGZ%?JP
2RX&+S>^0MI(Q;!#4<_(Z3>0<6]#<*4*[]!Q>CDJ%"WM?+=86" MB/KZL!>TF6Q.* K*O!916%CSW IQF(6=AC!2M_?@MI(R;)1\!1X>HH ,D_0TG MGSX3W<^^4B3Q"7\
[K\TXWI9[!#]->=I>UGK8H?_B&L]O\ MA>P%N;).@M"B=D\+BJ!+[@/!2$EN";VQ=3)KH K].RW$K+&,!ZF!LO&GMK*MM#W(YUD]Y%P!V?G'HTL93)!Q*S(J'(2$D5TX&J7
M>*;I_VRI05[KEFH_:"?9O3!P>"?9?132&=0NFE[J)**4)0(+]ZE[\<[R>XC_,[@<]'DE,+W7- :BN-3'520.$0>+12D M[:>+P6);7U+^)UD]]+KXYUD]Q%R!S#9\.07D0=NH@1FK0,EM(?
HL@=1$@O* M!9Z:]P+MO)/L,0?4D0+N "*'O(2TADO/!4+*:$ I)< 3\"'J4 PQ2'_7NJKL MAWNU>BPR&CQ8W4=-/V@>X/G;7]^]?_D7^IW7__7R]6_T[+=?:1;P<'XK;)F9NF9J[# MDV?3_.
,S8WS[-;YO.LQ8RJDXI2$PC&2D"BP"9H\5H9)UNNZY$/K7-0HC/;Y MVO\8L/>/E_^_;:H3*TJ4V03@4I/CXU6M# P6?.0L.5N*C:V[JCPI@R,_/^X? M\&-NT;W0U_'6K--VIY@OZK'?G9(T]H-
#+MH56VJ#G)Q 9?(G#&J!MDF-I_;_GUWIKBIYKW^SCX%JON\?.P^/SJ=/;[7S!_MPC^'R;3^\%FA_?T>TVE8+"9EDL*E4DDZ:T'($EGF6H)418%*I98"*@>%7!7+
MHC'9M.Y'U0;F+X5_HI(4T5F$X.LT *X4>&4%9&ZE M*XS1R=O:ZWN G#X;5AT3Z+22_0\TR/IF"N[#Q[?/_^=?WKYY\?+]AY?_ZZ^O M/_Z?
0;*,&Y9YB@3C8]RU'VK]P,QU+S0F3_9(ATP>M-8)7#5/UB0OO!(+3RA &R[)]@H!T2B_\FW(+CLLI?6-;4_U1^VQ\$@UTC[R[N"L MNZ)^+9%]?F=3^G:QJG\
(F)VQWH,P]3().4(4,4'1VLC$G<+AP+.)H$ZP=("F MMX'F:+%W@*$[/%P4101';B9S$@R+EKP ;2 $50"ERZ6(:)QIW:QJ(R&=8.9X M1=]]OW6TU#N SHT1$Q?
%+Y%''VPL4#RCX+LH#MX&!"0O3Q>)M@PY"Z:' J,& MBMT^R., *7< DPV3)"X82=:YX%""M:R06(R@2%!3,YF1)*%N!DCJ"D4'482:;H M51B-VR UD'<'J-E0%LJEU2$)!\D5
M7NNC(GC%R>HZ83/W27G?^BJG\XKL)N'[80+N ")D%*MWAR]P_=_7T_OIL?>S MT]-7L_GO89Y/9!(F.,^ 6!'5;@8(S&2*6:TTFKXBEZ]]7>8^)'82YQ^(B/L- MZP933P?
H>W"RI%7:T_\,:&T<*#*]X*-(8)(2'ADCG+1.'!T]TG/(RMGA@+#/ MO,]]M'(PPK[@?#++M)?FRT8'X5U9G6CMF8Z% 5.N#MC*#)P*"KB320>ME#>M M"
['O4S%Z@>]38>I(#72#I.VS3%F6@M?7>MZ;0.XF2Q"UI=UA'$HEL4AL[8L? M-S]VR'])\-5&WUT Z\5&^OQW"_.YV1OWZT76+&T^LNW7U:/E%]^PWF:+#"? MJ,)-3D:3099U&
[GZXH$\61\9AIB5X+[]_?6^5(X^'NMI#=UP&NS :=O"X7^% MTW/%\OY)-5>5O77GE5QKJ8CGAAFHT7)P0N&H(IW$!FC72EELB4R)53KUH^' M43KZ;
(NQH=I2DQW@];JV=W'1!>+C[&/X5I]<5ZD2VR3+RQZ_F&N>$Z>+E<)/ MHS* Y-R RLI#0.%JMXADE$'N=>M&N4>0._I BR=#[E/IM)]W!SW8CC>9?
@]DN@7DR5>3"]>;_+:ZOC3=/4IJZ/IA#F)7*H$*+RIK:TY1.K,[-DU%]C?!X,AP>+O<.0/.T3TM59DJ5["&1FT_"]0E% [].8#/ 1-F0=O'(-0.Y0IE1-
$*PP)@F#]Z)"YE**"J#D%@G3\;*E47PIG!?>$956I=X'E^I M\"]Q_==,+4?> +Z?7F[=\&ZI=Z]>E/TB%U,R_M^Q9<.E?7LWV4X45C1F"NUM_Y M7*M)E:<(6UDEI \RMW:='Z*G01ZT?N:
[^>SKA"3WR_>_+C"_GKZ]G'3_+"TG M7R?+"5Y+@&$J1F<).G$ZUFVVX#ART#ISIXV@V*JU!/:GLI,JY&,1M"%].J2Z M.G#T;R>(L=6ML/YN;W$7T' MN+EUP74YIA5OL?
1QMJ\TN5.%,QO F2K-.BC 65\@U+=K+#-E?.N:TB'X&+?, M^8E1/#H0.M@,+Y!63NLAQ?3U*5ZD?YZ=U>SH/]=E#C&'HFT=^"4H,E?D3H/G MVA-//D3M.1K>^BG:+G2-
:W+'1\]L8%5V ,\M=3=!J2B#CL"RYG46'8=_,1FQ MPA7GT41M6U]X'E$F-9B][Z"#=35 >@N4^-OIQ_"*;XM)#V2U_)[O4=:=07Z M4D5^4IUPIT3M.5:+P5-F$)0DUH0H+'
KO6[=R&0WRL9]4](=* =09S]7?BLA M+DBUKV;S%[/SN"SGI\]2FIV3^$]\S(X$5B?]U)&=45#HB I!:)N890E5:%W- M_Q]XSXMZ0Z7S537@Z@V$SU?4
P\6"!'GV)4SF5<+/R1WYA(N3("S3 MZ"P$ELC_R%S4\8SU 1>YO/070NO6%W.;*1GW/4A_T#M>75U4I=V_G;J2V$7! M])6XI(U""8JZ3!:E3@$IX"3)3)#
[P04Y'3FW/I)WIV[<1Q_=P7,@M79@)^]S M=NEXD-QQ\G75;L>8%%7,!GCQ" J1D^CJ9%OIF71"ZJ!;/U?>A:[>NGNTP<2C MT#M20<=&+ /![O7T*PE]-
JQ*YEMQ&#T74F1.1U:TJ)5@= H:,/IG6KX8> M)*BWEA]/!+1#5=(IPM8%D:NR^>7*WUBK6\<@N=/76"N2)\':D@KI*Q23$O*C#F-]4WMZ%[RMOYB1P+Y) "\A\!F5*
M@:B3(8>62_)#HLJ^=7^LK<3TUM]C$)2U4467CMJ+"T(N@R46@RJ!:1">SG]5 MF(-H@ED-
K,>B2DYI^(#B#E&]=>AX(DMVC&IZ/CU_HTCLEGVV*NCBFNX\91GZ%%JZN<8W1[ZD!%?Q3T8F8Y1D%/@ M:J^%6N9;WXR#8RZA$EF8U+K6YE&B>NN7\<11Z2&JZ?)X?
7GVY73V'?&B%(A2WFH[,$T2*W@%UEL&X))1IW;EO#_*Z:V[P ME#'OT?KJ (J[OWHX"K\?DZ_M,N-1,-NZJ\;^5'8R MRNB)WGFV4E<']O'R[N;C[%GZQ_EDCK<*N)]-\W4-=Q
I1!4Y"$G25%D%\/79 MOQ2IT!>TTW)K!W%WZKI\(=H,)W=OX(916A?7)#=O%S<*;C%G+(%A2UU!!UY M(,J%.BP@6BB1)Q]#"D$-4(*_*WE=/O<<#)(#J:U'$_F:U#C]-(FG>'$7)&N/
MDMI9W:CZ1EM$!%<+>T00Q3IOE!+-L,(&H:9.Q*$!5L^^Y)RZCCUQIDUUI?3SO3MVX M135/C,>!E-9O8N?JQ=\&00KC39;>@$P2:V*"@\O"@M;1B91=TJ7U;?/^5(]K
M1CYU8J>5NGJ(6FY6Z5;_@T1(5$QH WLF+3H#MMZD*Z](;DP3-YSE53MBF5J7 MVFPEILNT33,4/%0X?;!*.L#6>_QRX5B\+;<9489I'ZV$K&PB+[8(B,$$$$II MIWPQV;:N8MA*3)?
YEZ&PU48E_;AWM_))&Z)/!+M MN6'&!.U:MREZE*@NDRY/8K#2 MH$LH;2Q#A;J#C!Y\ZE3,8 A]"H7V8S-WE^Y)\;)@+ARDSJS.6HX0I?9 6]); M*X7$IVH>O(&Z+E,T0V%T(*5U$!*_+
4316XOOZ7/8?H)WQ/:WTXKL_7_ZW70 MUW"ZWIZ7$VQ7N=%IOOV#&[]YDBGD2X*XCU':FGPP$&QPP$O0NBC+=6J-VP'8 M&-
<(#Q94CZWP#ER(HYA=C_2\7XR73L_K<753K&M1GQ2N/>G(@3>I&IY4P-=> MT=$+#)8B1R=SX^WPM!R.>Q0,ME,ZADD'!\=Q%@.+)0NA)* NI!=#QL)KTZ M:80+&)AK_8!Q^,-

@L N /B&^EQ/' 9#$I@O.\!M2%PDKS@D7Q\42^LA*'+Q M4A&\CM>1Z%K?X0^/V\$>Y7:*VWV4^*\PQ&@]Q? S+BEX MHP>X?(I91RXSJ81 \%8$4+5CJ.<M521;"%94PYP-D3@@H OK4C!MP9-_XVC MC]7](0VB]U%$PQBLE$@ M3']HR?33NlGI)-TJ?#:64=0EP">LPZZ-A9 -@BB<.4DJYZ%U8\;MU!Q=*Q"6 MYW-\6R[>U)-*

C=Y*B1@S"@F3>@2]6T_DL=$V\AIQ1FN*;UP3G+O.)1$ M9[.2 -<%+0;N-U\Y"IB2?6C<7V(VR?@W2'BBYYRNW5TJ?1FI;%N.0LJ3ULQH8 MHMWH;&1ZMBUVI:U<4"1"SC+!2B5&)UZU\H&ITP)"@BR6UB]$'J-I]'SRB\DB MG?__U:F=?W!0&94X*#]BXP049!U'2H MI62\3LBUDNU;WF\EY_@TSKV/OH:MSL+Q0F5QM,W,_?--) GX9CPW2C ^S'MAE)QYF1QVAK9$VNIH'40:H7K3 G M_Z2C8XY?PB0_F^85(6L*-J"+X,.9-P58]K7G@?(0,Z>O=-!::#1)MLZB'DGR*

ML5;IOF*NMT1(1:1$9[9QK/8>]476KH82+EKDLC")K?V!\@9UR8]);+NVJU6 M.NK3;*UF1=VX,3C 9MWJB 8&ZT&J&EFKU1K7+K(O@C1F)4A9CS;_J^M: PB$

M#^.^"D*IUR^;/%!QK2](#8C&;US9OBX_T3I8??@W5PDUL€@GR^;.KW:H3.!E 'M.4R$U)JQ5J;DXB'*']nP:BH>#[M\&WK&^XL+7/9I.5Z IW=7:YV"8T-M57M2WXDWY-

!R'Y,GH$A/N"D$@MRB5U&AK$4'43K M.1O*&JL9,=U'0CSY!U M+$<J[4P% & M<]0I+@\Q<-L^JH%1VXG*1H9L:_8Z_2B2X(K0I1@/1+698!@DP9A?= |*ZYM MZ_S)HT0UZ'6R>8%-

Z8O 8@K6&I"6(2AC!$16:]\H-G#(G??-7^[O0]^XE]LM M?C8T//E&3WV:J[L]= \T39L^IDF^^A'J&IFD/\F^??)Z2GI^^Z2&XZ^H(QS M=0*RE_7!1N(/

(E>UEZ94Y.77$ZOUL(:]"#P^M[UMA1L'LUU5UWG07"M0G *0 MF(N"FAD)3#B)K'TV_U&RQC5,PZ'H?NZ[K8;ZM$V7\CS$(%W]VP96:#,=HY@> MSY(PC$?(J1:\.@*-E]+5^<1>1V-

3U]VKAI4]%PNM@G0Z"C(*#F"CKKVN!.T M5VPQ(*-6F@7#;,'V"A\@YT6[#0HC>&# 8R=1.L\;QVJM.IS M(UZ/P;N3;I6282@9P=@Z"D^+FLEE 71@5I\)SI:WY3G;B3X

M/HW+*K/UVVS:YA;_W@>UNLA_F.);LM?(+4 ,1A"AU$[QUH/H4#U<544F%SS MTN$>[O(?<.^Y10Y3 CJH#;GW))]@:L\G)VCG%;>< ;VUW'Z;HQTYG[X.OC3?Z M;335IR&

[,ZGX;M+ ^AL=Q84B.N;[;?9&&EWD'[,1FMF]]G[DK;V-7; Z'I?B7W M *KJTP+>+-HZ,CC<]E&-ZS*'#@.?I30_)[7 #;"H/DU5+M1IQ(R ME*S(6Q=8(!1?*^R$,'*9$)H_&[Y-P?$MD EV=?

8F86+|R; -EKBEN0^J&"T8 M)RP%/C7Y{U0$9VQFE*VRL;5+N3-QXYJ1(5!QOV'R$.KHTU*L>+T_#/< RI'E

MDUHTH]R!QE;AW162WY;;BUTTX%I5RJQ&X\9*SN48W1OO$UC4UEIPRM#)@4)! MX#)!\0)3Y"[$W/I]_W$4'QWTI;KZ+S=7O]Y +G,ZO%6$XA2%!E@?= C'0,J@

MN*%O@VG>,N8XDD<,_9X.G_>BOR=4=9 ^\B69P=EWQ%]PBF5R6%GJO<]HX6D]M2%>K%BD7UPM5/5ZN=1U=Q^4@G&G@6E5FX<5 RX%!U;%$#*% ^%]U'KCZ,$5' MSRR|

?'ZI/6VC.M+U\6M^.2NQGPQCI0*I +8&KK$EM2+IP'4UIH#/OO-_+;MXW;(N3>U'@E]6F ?IM-9U>E_[/%00;HWF.&0$I&LZSS5+%U@_]B6JR27B_54JV-<+W<'WM@9%

M2P=LRJO"ZX6*!K@T6?MHY,66S\OWIVZ<4U06^QLO%%LKZ,^;=":MX_AVZ'- M>;__>9-F!UNH:=:<]^+S-W7S8P59E8-(J!6K6&Y?255R52&)&CL!HQ8FO_YB%ZQF[.VP83&X8K

MM=% GX:#?+6SR?+R|KX6OY.EQ.FALU > ^K@6,Y!WI,:1H;FQWK,[ZVW] 8U9 ML, S9,G)E4V&8&8BKHXLE:PW+C&PHO?5IU#[@I\IM;0$WI86^S">U9^Z7 MV;PR?E

6_<$/;)%,WYWB5B/+7)16+H8N= #C=^[A<2_>)MN;/]_6?-RJA(\I:@2T'37Q;)'V"8\@E<(4,,!(MK2_W2@;_65=*Y3<*U!JKY1FQNMPJ+TB^QM.W^%,1LG6J*/7##(NC[XL\S4 M&-

:"8HI^1B8A=6M W5Q_W*G> \'F8 %W (YW1/1\3?!I3*=AL5C9_95&\G^? M+U;1Q(U!QR="\QP5\8XL 'GD"$VODH2(86J>Y]Z5QY#)'PQD@RJJ M R#^-=8%OR\O%0DA<1J5VOO%

<3D)<3B/2LA)+3-_.;2MU.P$ M'?V#0;>1\#N T:LPF?I7.#VGK?"*.)FF23B]\;+F@BE$YI.4'CBKYWC2&KPQ MNKZ;023'#PVV'K;ZV[@

M>>>^DJ2!M"*,HG"""-PY6&1=1=!AMZZAV))VPIGJP7#67B4=X.SC/&2\ZA9X MT0CF>G+*;A)#2FB0NF.6Y>;*UVXXIY7-M)-;)S &8&,W -/HR?RQ]7TP

MY+_B/,Y:N8,X7:P?#JW"I/I..8[+R1Q7CD=]/"2QF6/6F3P-#:K48I3 -3B4 M%F*R%*!K[WUH/EIR1]IV@^>/=DTPB&9Z,+.7)=YW]XY,CL11ZYL"]X/G2&PN M9?)R0S3DU9;D5?

O1@)MIV0U1/JKM01/)=X"@^XW]IS+$%-[-&BKBQ!M9HQ_N'SY.N76H(YS7\)TTR_ M\VGUH'^^2X7WHR? M9_-5'\-?J;BU96T#IPKK&XJ.NY#1HB^,&\D-R&'G9 W\'6IX?-

'N4[H0XEC MH_C6G*R[XXYN1D0WV)-&EU0;%,>:6[*>@V?9@+4Z*#S.R" MA%,+.LFA7'U[>K.^\T8\;="A\R2^%.OMKZ@MG&*")(@@0DMC5.M[^8.)W0V$ M/IK%P=/HK@.07C>[O\

<)<KR]K0PT9F2%!K4L!7>7*26):<"M";'UV;J=F-YC] M.!< C.3? 8YJ[BH'JYJX?&G5N0LU";XZ(BQ=9#KZC4WD96;DC MP[>>+?D1VV<;^+,\2/0Y X\,Z^(^U[?1X,8>=(HLFP^OGU?

&L?-S X*N &4 MU.=9=2?AV8**_.M)^[;M$ M$S?]"*Z;^?(;:'BV@88-X$7)C:S=]9R1!E0*!EP=0I\!*=$];.UJ/0SZ"'); M1@4;B'@]_4 (6/796M4;US>UX?

3=;+%*'E[U;+W1(<*:3%L_@'0JK_M:UUG- MX$2(EHOH|("^7A,6QHX]G@:Y#P4H3XV##F*:]YAN5="\/5^N\COG9^>GQ/?E MM=*]@1)WSR3A&);(@3-+D1RZ#(&D

)H)Y[PLKK#6+E;,RL>.?\@!_0A:[P#K MMQ*8C{'Z9K:XUU0QA2 %]Y!*K/6$6$B%8=<,6&$P!BSON=MFX;>G^1Q&PF/ M,]*'UW.?#O8OYXQO%)<+XC?2F,4;6W:X+_W

IS5PFW>EM9&'O&$Y@N3ZBC;] MXWRR/MBO+TQX-)9!@JS%.'02SK.@P9OE>*:,^FQM5.\'X7MC.+%Y?@_,;. MI$@Z"'']ZF*U+ '[QAUV;7"[6-"6OML763"+5L8$6M.>53F0ZV,X!\-

\R%IE M.B6&.V?=A(5Q_> /\;G=3CZ]ZONTFQ^6Q.]Q$O0O?UV?^)5]M#-+%P(%%RT"1 M+ BHV0%A5Q3N;$+>O"'H412WLZZ7+>5OJV]EP+=?UF-&U_[0W>J@++0S&@.P

M5#*TA;R/$VI5+8/%.U(;"VSXZD>.9?P="C=;E.?.1.%=156-.7Z/)-9)(KFO M>/_K=$*B_CW.\Q:VB;T2I<^@K8B@7.+@C?80+/$O'2:N6@\#:LS"R#F%L$_ M0]>ZV@F_5:9?B5<2+\]

[+;'Y6GZNM#+%F>3.W!:WE4BNP4H8ZLR6"R|P .1,F M2&V#M\-U&SF$XI&$"W@?'!%=P7KZUU{(<[5YKUY1-5D^!H!-4+X MY4$/"A2W?%*#$'$7&AL%AS>76B=7+YK47+?

IE!)KH2VP8&M]A"65Z]I^4RK! M4?N@=//)R8\1U?@QX],U{OHV4AI1R+?722I0P3%PM93#>]UB$)%Y,_ 4B!TI M'3>4.XNI1QXU#]&[/BW7!_RT&Bs$VS2^GM-"7^:2V"O]2VTM-

/QV1[KA8UND MO?:EOI&!NUCW;IGK/N4)9QFL@JAD!E5R 6=4!*03U4O%@&LS>]BWT-+0V!NS MPNOIRL.MROKE^\5?WEANS!(YT1R2#Y).\2!4@#/&$.LF P?,"P?1]2OS5H

M33#T@&E">4A,0DR!B.$]ESHUL^9MA(S^I//%EBX:X;B+Y/*_/A_.PL MS+_/RH?)I^FJ;HI"WGMBO-')\[(N<\V)^BN&&K#G&J77\F[Z-W6X\.((*S4P M12V4V?!64M0P(HD"4KE

+K^4X$-@$"-33 IF76S|!'DX*WE'U+?OJB\% M__9.\,NWQ/-,>EBYV2><<0Q5+EK[",HF#2GE".)A3C76R>LVY&?+=6>!^L MW;7"XZBV@RSU%>._?+|@LOX^K^,XCW.*

MJ")V?>A5TJ<^AT+J=K'%O.!)@ML&VD?9Z N0FAE[,SL)D>N(OH93%01:E^ENN M0+11 -?",&VSD|OUZ{<=R.H?D*V@L-UJC?32*=065SOV5ZR.^4F0S(A 7C@*-MET%Y<%-X(S47

UFVB=]&K$[*U L,.8#M*,SVA[9?O5U_^94)!WSQ] M_OX&O^+1:HI;,])F0M=;,EV[6F4(K&;*;2Z^,.]\\X$RNU$V;GE.=^=M*QWV MA,R;N^T^?Q?[V@H>LJ%M9UC0=;06'2+>

<2@\6"Z+CI0EG\(@;B.P$\O8$"&[M&,J7] G$X. MVU' =8A&.@67O'15D_:.Y 02ZP4!6E\;G 00,:00;3!NN S*27+&:+4 =%UR' M:*0#<&UZ$_Q^LOC[RIF0BB?G>(8R

K3UYR3@&$R&H2.),VN;/@QZ@IQ-X MC1HH---75]B[[+-\D?[EQ?Z,Q>1DR(<-SM=+2HOD ; ,3OF$RIAH4_O0]=OI MZ:\9RV%:WP]GU(U70 9R>A\7G5Z>SWR_;&5P=]EH@8_7-

%M&OC";ZHPZ0T!1; M,*YN9F,<;22D%P =]^>[_=6/%GH'R/E;F_#='E!O(U*),T-D#>H0#&QX%RR M$%D*AD6=3/,'G%L$]-('IS%2#A=R!PAI&8?

%;&HT1UDEA[>L#,AM1>!W"L3@B)[_]GY3 .,Z?@Z MO17Z7S-(47^.RH0,R'7M<+Z26"[@/?(4G3,EM;YCV)FXD>N?VH)B@YO87D,C M0F\U#/77V12__QKF?\?E[_-IWLA/Q!RU(E?

8^=I_4E@'7FH&14J?;& ALCL- MJ[;,GMUAL7$]QV$0-(B@QP9.W0/+[Q^J;5^9_TW\!)%YKL4-FM<$930*?*[L M)28R|Y9YQ78"S@Z+C9M9&Q XK04]-G#>U5:)]T?<=/W(0N-& ,"IJ6

,_";KJ/M\&V$*S+M#>GJW5?. M$*(3(+-EQ=3A&KS]<-O:-.R$'?UC8;>)O#O RU;IG&1?@K0N@"Y8FZ34)PMI2E'T(\;NS.U'75*QXL.4X!JC(:PK!%>LAF*R MTG0'C

@M^C(Z+,H^2&1;B[(/X=_8@K]75!R%XHGI"$75Z:"\1(@E)^#:.UZ4 M38JUN.L=%F4?+?BC^3>RX#]-5S6E!W.6I]^G^3)<+9]AG';=B&(,$D'9F&HO M2H!2"D/GA8FI10?.DQ\?)\MU-

D/@=(;WAI@_IZLO' %B+;+EE^FW3_-?B%^K MZ_T,R3#M91V:0GP!)9RH04_BEDM:BJ*-YWO5)1Z*I=UDC??,-_# +C@UE,;(M0'O]98KEE[\Q7=:LS565U.);3XB5!-0>ATZ^>_M

=4.$CH"4$N1S]OSOX. R*N_PB+?-"XXE4))H2XY+<00TM@@%>.0-3W-6;$D M\ZQU)NXN >/4-9XU47 \PSM R^]?B)$_A27F6NN-L^5&-HMJ**XJ[IZY5A;@7>"1V\,9:5UF/7ACC'

MR+G5XV'U<*+"V#+N .?KWNF3]X^]_7,>\K0L$*4GL%*6. M&K,0Z]-Z%>DY"4IPGELG6W<2-/+4AM'Q,A]*>&.W',SW)KV!*?M"[W)>&QLJ M9^*:8."+B>

<>NOIA0IVOJ&X!WYXG,+QLSS;@\MA;(QMS__PR,@7HF 9%\ "GN 7,5C+O/_NBPAU;]'_\)TGOG$%.^(@0R$]J/QB\0092VS)V;&&+$$HI;

M_FUH[SZTTD;1C2+JL57CYM!/GG7C<'W"1>6LD4FK8L&EVHXFM 1GN0/AF.&R M9",8WTM'fOO%[CV#!LIR$.Z/#:G-*LL?5]?AS7SQ,Q&15LNWLU\#?6(:+LAI M_W.^^#

<=N$;6)SZQ3-:$!Y,U X)+N3JFC=E&]7,IP>I%K4./$Y[Z7DA-J@T M.GB@7^7O2&;IDKA6=?-LB9.4F4_"!6#.K+?=D< C*,I">ZQ*SX=]U?FH?4[$7 MMNR+Q58C]O<

(.)*GEZL\W&WJ|!^^^3M=7&;,;XBU5\-IUK+[4'X)BVH<+.D^ MK4.3K[Y6ODXB,B,T&O *D=Y\X['C"4'0I?')^)A9ZRE430C?"Z;NYW1=>OJL*]K7-W+M=A^ ^K+

fCX]"7,/GQ;Y\/_59\4>D*N'I6)X9[Y MS!QC(EUCM&3;@5"A@'%.6;&$G4NOADN?ZD\I =R M$PBY-LCHWUE0;&#?/& M:*4?KHOLL+G\9H.19D#CV[GOJS#+-8/B

[6IG:8%TTW_&J_+.+^X M(,^AWO>B-Z[Z!&\%)$N,)~"'R=$!E]Q955>"IM89[$:D=]O\!?@C.'HVF&D&L M'9@V3^N)"3%+!J<$\"Q$W2<9(6OZE%9QU%UN#EGK>J"G*1D7:Z.

XO$LF%.E M=#3.OJUM#3K[8C4@VC9_2C?Y[7)YB7D2"O&C%@FDP!(HB1:BD&2/%>0B8&1Q MB!GK>U-V;IMHOV@\28+=:L'?%HA_3Y?UJ7G(SDF1T.B(<&S6=4NJS^3+.@DE

M\F2]E3;& 4.P'4;DN!/9^D5K*[D>#EQ_!=P9?@ZKS3\[$'2O/,OE))42I:A! MZ))KRU@B-U&; ")F%YBP9!FUGFZZF2)QQ^9V#,IC)'8] C\-,4<&0U0[4X!) M3N^ ,

Z"U8;.YCPFY8F/K<>^GV!E@?7MU_8'I22A^W(7V:EVC2I1TSS69I> M3-??G9>ZR)K^G?QS%#6UC?H\D*OIQO(Y;GS&X=*QI(T2;FG+0D+ ,-$VH>G .O

M:QXM1@X^^0@">4'A#4NQ]0J=X<)/#S,]IV5PL 0NG *[]YO^_FRUHY4PHNUAL6NO0@ 1 M&0=F3(XIH7&F+4CH'@'C F<('3^L#SZ:W;UAY=5W4O.UW>/3_/7\Z]?Y;-T$

M]&5^03):KA^)&X8%XQ(=QX+.IFX?,1.'J5/,N.:.QQ**;>U"TGJN+&?@137 M.<36 3K_Q.GG+V21O/J.B_ 9;T]KZTU>?KA<+:M53KQ='W+B&)$?E('D:W5" M*.2!%>;

!A&*B((GW=IG/HC <37A62 S/Y?\&DY&;V?371V#H;.|\$,\W6# M(0M Y&= :->DO2,?Y?C/N3C#A]H?,8@6U9#+=+H]N&4 ZS8.VPWS/*N]OGF$ MK+FL79H9'#$-,!8> YTV\T%MO4.

('3?*/?]I?(KH7MS++!DR78(%B(=KLXZ M=*@#8"@Y.L$UAO3_7N:!07/2VWR(!+M0HNMP;(W=AHL-']<'>[5:+:;Q"5<*"0)7!&1N!HT9ODO&2M&VU/I_IEO/HMH7QF6?>K M?C=,?

72')\DR%4V=UU +3I5%"TZ8#,+%XDT4N@9RSZ* MY$XKCG0E0IN(L7C M03]G;S2(>[0YUT1R+]*CQX.I5"%0=DI:/GQBK#6N\LVD+*N$GM<4#7

M0BHO>R_9:2+LI\MOWRZN7XZP_/+F8Of7V]FZ%;42=03-(I8.K =W\]HMW"Y^BU:,ZI_(K7@ M-A#1/M317M9Q\#84]42DLEAK6R-J@U&.ZF2E+;%'(1!7CP

50A/R:ZH*$HZSV2F9ERZ]$$3U,R\MKK,P"H M@03&GJ3R?CZKW+DYR;K/\X8YSHE@DJ.3:.WH)(E!K(,IZ70Z>>);9/$Y,_WY

MSW1;/W";:=.8]QWHF8\UA/*A_+&\&OKX(9(([,]NS('_Y.ZV;:M_,%_=OPKMI MB-.+Z>K')#N;#:,(Z*P'I3!#+.1+BR!50$GUA>S?*;Z2S,TB,&ZF"#LYB@:;*M :?HCK^F.E*(G258

M)EKW7>]-7+=IVU.\O6%$TP'F7H=O4S(QUL.)\G1U2>(BN_*R4O+3Y>K]?/5? MN/9))D:%,*(O(:MH-:4%G2LR4^/+Z$**F$SK#.V^M(V<-C8=%+P0MY-(9XS$K=5V!JC[O7AC#&

M)+8.LS8A?-RFW8%\A/.+M!.GF;U.BP6/XC#_QDNZDA[*S3/-0# %9DG M-D>'O#X%TF\[3XTKH<2_"QO4<1@0R,$Y!M*[TN2COQ,XWHERAER"IX9]!0 M%W

RTG&8,BF*6*1NK27O4S"N%S^{S}Z01RZ%M+H!>K'Y\68;.\VMRQ M/*4[;F?,%"S=A#5C8K/MGWSUIBTR:=.CHA0I=0:#@TA&P'D_Y 'Y)+6O'7=

MS';TG5R(MJGZ]\NNGO[23S_N_9WU;D ?A7(]%RAU7IR2=6&"(5=-A'5=LG!9 MR<;,.(K0<8"U_MYDPX.$U/ A?-$M#(0(]^COI,5 M"4D-

YQ9+VF\^.')QVO""G9_*Y1Z@L=E0ZWQ@,3*R!9PCT\R2W6X(YX6Y6)?T^QTW7EL(3H6]DW& M.5H;K=]KHNP9D=_[Z/A"/T9D\Q;\&UOP5WM<-X3;D$/44H&MV]H5)\0[

M.SH//OIO[E5AS0=/[R!GY-KDLUD.K273+\A^GM>5F).LZ$4U.D"Q-0VOL@"'' MV8/D4L1.BC0TGZZ_DZ N'9K#Q;X?G(Z0P=A9YS^G%Q?SO^AWYHOZCTUQN5&]

MD]6BHO$00UT"@(%#Y(;LM\CHUOG,G=ZOV&7;%[IQC2G+=FY[B86->PUMG! MWY"XLSE 9-,[G.O&0)= L5"75D7R_Q.W01BIS<-%.UOP\-2OC_L<#82%D]DX M-@[>SU=EOJ

#E.GJP^>SF$W_9RV3S5&TS<8H)B%&8D.SSG >$>@#MSN MV|NPZSOCI(@,&PD9#UHZ-DG?3?R.Y;QS:R@+M+N3M_M0%)OKGZ#)QQA3+HJZYH?,*B>Q05+FFK9%,!8-"[I?

U?_33^X4QV8L" M20,FC@V\;?C&1:KR^8P?RIV%NE<;=B>$<*R.",C,R:VU1D(D>Y)<%BZ*YH'S MK/9"R3%?WP](+RL@?AY1=/'Z?KNZVH?

^?/X6_)R+DC$Y]\+:N_F.&&$HW"YS2,04?O;'M"]<:),G,_6+ZL M*/RYI-8!,#'T>TV0OL?5M1/-LQ9.UTE1)=-_Y9C 62X!A4T*LV08 M6@\NW$7/?E!|F>'Y9G+H=>-V73 RNQK&<,

((T2=^1<'4T,=.H;SOHV|2>M+M/%'!FYP)N9CIPAG69<Y2>#HD\?70!EM/"[K[M_7[\ T_UEBN67OS%=K];?R3.T4R2+ZV"|+\49C6C B<4&QQ@5*

MT$)Q24>MB\AKRV5HS]2C[2"AG\#\"1!IR>8.5,@6&__==+(;K&1\3I\B8THF! M9Z0(E=8U'2ECW59D#7/8NY[U^&:.^^#C_$2[J MX(.)*,8%Y!*,XXH8E#5XZ1

D1Z)>%9../U]/I=&/RW2ZH!;/:>R?6P7ZE7. MT\J.VZWVIXX2N%$}>@Y(7Z:CL A.60XY.BS!.?((IPLF[_Y./TY4.X2TYFX_.M.H:.\"I_G.&5>7X%KPADE(9.;3\TPW0K=^TW;1 MTX]O-

93..5T.8^N>ZU*^WR[J/HI9KFW7W^K1/J1T^6V*^^?]_OB1VT[E6$\4* M,A2\+B.CJQ*-AJ7>N5(?'K248>-;-UXEA=(.N9@^!K^.J34Z%)Y):WGHVZ MFZ(NRZ_;.*FA*#H UK86F:]U0-

GR0[GSUR96<&&,DN!GX)09P XB0I<9#99 MSIP+9\$&/T5>EX5>,;2 WE) ZP-\;L@A7^(!L0;I,"6=+?/5Y@5U$=?8 M+N3M_M0%)OKGZ#)QQA3+HJZYH?,*B>Q05+FFK9%,!8-"[I?

U?_33^X4QV8L" M20,FC@V\;?C&1:KR^8P?RIV%NE<;=B>$<*R."

*M6M+%=74WT\DHY!VKB(P%|%Z! M#?4A+LCKB'$.KE@I$5,HL?6*KR<)&=?0{@!5?\)BE"WBM=XZ]RGD=5KT-BUV? MQPE#)RD\G@RZ'>2,:I./B;A6,NH M;D\EEM8\NO(_5^2X*.$2A/54HJHR#.N(.B@M52.^-9\O>OS9(U;I3PF_%K+ MK ,8KIEUJfN7=TZ2Z#857CS(&"R0UVTARKK\769>-')EW"!5S4]2,VY%\YB@ M;R2A#K"VX=9M1QO+004;& @M;Y*3_LQ%RI9BG?;%I^@'\AD.ZR4TMD3;0558 M@Q4T=X*P8T329U)I[3S?*3L+BZO&\!-22_]9(,$TT%4-THSK;]YNX8W&6>] M$!8041*2;M-\=ZT0"M,3$;UCW3?I^+#TH658F3;{6O/!59_PR+:67ENSOMN5+E MP(-CM7L[@Q(YU9]-!*AD\%/H)IG7KP,.S1(V;+CH! X1'F[5D?[,7:TGENV2JIR<%EY2" C5L?+O1F^DLS-+UO5D^X.WUR)Q/\Y\V?QT7S1!>)*159 MIR +4#%FLOKH3V6**J?B'VP5W4= M(1T7W\P7KXF2Z>I=[> UF(35*8+(,=:"I "1< 2%_I_)L6;_]YM.L_7QLV' M-\#2,'P]'"C^"B@S_%R{03ZU&T)S[V@/+L0D92RB{BD,T1+,DK4 7T&\1NU"T]$ M0'\V]P948 B1\U 7-WB3)8L$]H?A-]XR]"IJK*XSL$ WN852>POX-T3 L7]B/68? >Y3DUY.UVF'*D4*"&>0WHW.BG6LM"Z^V"PPXR+W\;@&R"(<3H"_B%7 MX3TI6Y_^PHOO^.M\MQJRG#"O(O.L)8<;B3=0S1D["@IK;&:F'1#2P$747M^#A M.<8-I_ 1_ 4Z2^S\$^Y_^FM=KOYRDR+05QD#B-,*1@H)8(K&"3'U)YGQ-^W2(-M^6OZ1JZVV3W6CY+S/P7CA%>\.KW$DöV.#!P7=38 ,Z)7Q4BHAZY'GT2;(DVTN-5QYF!8LR!D8#!]RFF MHAD:O=_XRV8DC=L-,@QB1Q1:3QKYR71.VHO3UO#>1;W?]\]D$X@2+2;]$;]%@ MO:F9_JB..#?(RL$#T$)WQIYQU':56W<*5FW,PBJ Z6W MZY3/)UM*1"]#G0I!%QQ4$>YJ? 6:1W&=K1;*Y?47T"02/G1(>'E$'@+BM>%\0 MEA_E3722Q0M?ZM[J3'Z=1'"LQI1#.^# MD?6O!82Z'3FRR-%RIY)LW=5_,)5C5U#W"]3C!/F"H'J;B!!*N2+))3XV>KJ$J MRD%P]'Y$CSYA8B?]CW(:QQ(=GUVMT]3HQCYV+GX&Y[%)(%)Q;];R7,>Q MTU45B(#:N#H0AN4]4T^?'W<+-+9 7@>^;P@13EQQD=CI0'O-=+*%A&*4<14 ME(1).IB2VY>QfT?:N+FCCM7B04(,,3IZ5*+VYTW:X6-8X41;S9WS9&GG>E!> MR)*,@0P5R:THIC#MATFHWZ5B;(?GY.#G>>709V?5O:E(83,#Z7!,Z>I9-E$AE18E8*O*E@2J5 2*P0HH,UKB3A>>L,\4C+)-87[_K;ZPOX M>O{UZW2Y){$O)\:K&+Q3P%A(]2K727^90U$F9R^D%2SOI=RV?>%E[XTX!";W M-%T3AG=@P_TQB].+B\K]YM]9_7E1'"+G"=_* 6LVWU97=6C E@GA)$I) ^=: M#[K;0<[+-7B5Q#-!;RVALGW7#]^M'?Z*2-,HP4VAL-=)@4QRVRE#-95]=N>O##+WL'Q-$JZ13VC@V- -;Z;]\M^7TV_5%WGU>8&X=DKJTC#IO&1UP%N(MWH,2DHQ$+CT$%%$J5!06Y:!7[.GOO.Q5#B>_90V8W\&+=#^-]VDVD4PK%IP% M4;RH:\$=1%5CTMXJ9X72);8.1.P@YV6O;CCE16LEHV9QAZ9NX&^+^3=4?,.,$W//63#1S&IJ=NY$5>?_*WBT!:[0YT. M2B^E(BL=@B,-)P*3UGC);6P]H? Y9HDXN1VV_$/9^]E/5!8CDF(W18 VK%YA M$\ 5R8%=*1RS!*;5]H8DI9QW;>>YJ,(F*C-*Z7'U$$'Z;07AM,7A[MLM62,/S!@$##X\EO1-5I]XJP?Z M>5[K$B<:F1.1CA0SG4;%8NA(+D%$YKWQ612ASH6W6{ZU6['0F%?]!TIEPZ@-M]FL@GLYP\>/N<7[%KQ7^ULRC*ERBHR6.N$ -<^3!{*(O5:9]\1:C^+;04ZG MT#I6]/-AY- !I'ZZ)$Y.9Y_I)-=_^;/KM\7\^Y7GO3D4VE]'(B38RC&E@ZGK M4C1D%[/)F?1^,FV?]D78N-'8H6'67C9C!]CN)_PW^WFNCF&3T[+N@4I1<%#H M. 3Z<{I!B$EZ8X-Z,#!A2W!M^S? &C<@.A9:6C.U (TCQWQ#>5(tH9)V:*@.1-M>KU/QQGBAH]>Q"0B_5_KI.GMU\>-P@Z M6HD<@?X>#W_^NV2?N[ANYM\<49;-M 81]1S!*#Y4!8(**1F@A56G1!&TA9=R ZM#(.<'_#F"TUI-?YA?YB1>5.V/0 M. L\,@DJ%H Z3GD* (+G#*%56H\?W$'.N!6K@RNB1G(8VI)Y-26VAE9)]_X M99HN\/H4OG&K="-/,U1,R8,.*X!@O-5S'"'00G""*52D%%JGV3K1KCM MU(P!&&1H;=-("D?CZ3LNXKQ-I<+7^:PF :ID_J SW>A,]W+).8%)R.O,$@;D M #I@K+#"<^9*[U?-LNT+XT]K&%39-&%J!]KF]?H4EZD>X^V,6/;91+2\M=/(-M\?/$$\]RJS@ 3X.L.W% (,V?_.D=?VKC91<,(&V2'M9;B:(#6#UX@!G/Q@='1 MH1C2E8IQ1KHR:#]1T3-&!>MAPX<8?;P%QMD/H'=`8!E*W?>36?X=H5?E0.5 M1<28!5B#U6,DW]&IE.DVV%**L$S(LR5A;Z@:>6;[]#G8XT33,]C^M:@['F* M#I-B(${,]='52@L"-!35&GV;$CY;\OO X71@?0>I72Y=?+ MB[I5[6V=9MG:P'44 1\. [*$6_&T]3ZVY3BYG9>J*2X5DH*;H MR) Q$F*RTFF14TFM"Y5WT=-I_FY@M7FH(,;N@OYCEO$[7M!IY#?S M1>U0EY /;1QS$2QS9,.FLF9=U%",.D\3.AM'4YI_T:G,;O3,-*2KQV\ MJ? \BUZ@N9_XPJ]0_L'5O%6H6'FL2$H@SM8>13A6,=8 LFR($F@ X70 .3I%0LS+-\3.)\YU!R%'TC9U&P]H#+9F,BUXRVLS8_"F:&-R M&. OW9>\3M.!S1[!0<34VZ"&+:TH[\.BA]"_8 M.G$<;3Y>V5)EB% M0<@$1>8:NO<,?"2-Y;WU419"3/,]//UTUA13]XDI 3'4*?DGASO62^EL9BQ& M8V3SH=O_E,Z.0W!S=&?-(? +IXQ%]MF)?.N9KT08D+LD4Y4P!Z:0(Q6H;=8Z< ML[/=MO?767,0'H[HK#E$.#WC[4ZG&A?CBK=<1$D:R0Y-E$.],#B--)+]8!.O. MED1X29TU!T'AB,Z:0^0R=NW6CN+I4&+D@:Y@4,6 RMZ SYQLSB!%#C8(C/L5 M.YU8E3YJ%O,@6>Y9E7X(8WM61;=^CQ!..95D<*>]0"])DAB@D!VZ8MB8[+,=[M^5Y;.G.0A^\XT70 MKMYB E'S3#JVM2CZX1U,DEK*1J$(DTN0YE,5W7?O?I MG6JG(V7[. #(D8P>^\6ZfY'Z4.;,I4YDQ'F,KA0'&/)KVA-&)5)O:&>&!:)>~ MO MBKT=KYV>ZSPH>@XS&W\T:)P]HOY/KO'O&B=3;6.T+00#K>CON(0C-04LO M.#*3[,,=:!ULG[S>$;8^6Y#Q=K>=-,L:"Z4#F/VR)/;^16_R?#E=3;S5@D=E M0'C+01G/R1J, ;@JV3!;B/C6\PSN$=!]DN\4\!S/ZCXS*6_I%V:?I^1*7#F9 M]R9^O9G.IBM\5\?)/_'/G9!D:?#5!OF7UF=OE)KYUWR>_YI>7!!X'W[YB3%^ M+A@F1,A H"4(ANH*&DU&51V:$6- FAK<.XQU$8+N4S0Z)7/G"/#"ZCHF!5;[. MT]W;MI-Y)(DAN.S@<@W6TR'[*KXJ.I^*BP=:CMP\6K>D3ENS(.Q8'$A< M?2/Q[F#OP]>;9H&.H]*D#/9?2[>#KSX?&IT@<@<%YA_ M2)XLMPY@^?HRN9I_Q<5'O%B+;OEE^NTZ:T$6MZM#"<"6+(A9*8"W**_.I],7 MQ/(8OWYT?9_&+^^<=U=U_)P=1M ME#R%,L@UU^:!DL$[R:ST4>N\9\AVRQ?&C=:> ROM&- R!$OI]7E9_A?6<@NL_M_/F]^KL& =8#RS<',SH$SC0#0UXZ@@4A. S"!L$'5.ZP%O;,'L3-VZ@]YP* M:AAY=0#$=[.$LV4=0GBSC>%ZT"5C*69BE]1T&E5$AEB2!4.F;93<)*.:KYO= M1LRXD=YS]V-/#H_UF[A=8=XD!"S0+YZ#CI6KE!RD7+4@$7O(G=$+$EL'/>X1 M.&ZT!YP .]O'8#FTR]0+]+H2+KVCHDA#-/*+-<,ETLBVETO%9*QXU+] S7@^4X=MO9 M]B/64Z4'>T%>%?KLS3FUCX%G&T#4VE65@@&?# -OE.0^,B7*?GU!Q"Q%Q3- MRX7B6874M^JL&T,$3TBW"L'6"Z6\]. "LV"B#UH9QB*>T?[<=X6+?;GX&T N M? BM2RE'F5AVK8V4 MD>;E7'_VJDP.>7%&D/6IC7'D,ZU;-D("C@P#_4=@\W-O(>4EA18/0(_"&,FO&_!S!=T,ZIC7;&)[\QTC6([%)XC%2,B.B\P" M<[FY-72/@\'!TDZP#R%S-)?'=N?^ \/%ZLMKXM_F#->MYB$8[8N'[(A\E8N" MR$@/QY(%)UTLN=3/F3>[/C R$HZ7UfPQ\)8&P/OYI.H8B8ZQH5\VH-4%@1R M"8!)D%A@<11F!4)_6YE_"? ^/&1V_;,"/Y4IG7P,%R_E^]N*G-L\)Z9]$$[MDT'QPL'9I" 5PY3-F<3;>K,'(R)Z&=[0SIHXC<|=>7C_.+BS7SQ5UCD2<3* M0LX* B? JZ3I"(P9$%XJKBUQ);1>C/L$&7WX- 4<*=@M.CN5R1T"91!:BY8)# M$9KHMK(607NRI*PM*;"AO]MZ+&@?XXQ/%N(64!S$T:.1\&U=^DM&\]+-QIEK MZHD3./T\>UT+YF?IQZ=%F"TOUC+Y%SW" [^IB^^",M*747]%21SMG3S M";(L,);8>F/Q_M3U4<[2&E.-I=*3_LF*N1** 8;*T&W)#H)6#'B@:\3H/R;D M,??/X&4DS??/(1P]4?_\,LM#1>S?DK9&J8'U1Y^'B?W#GB4$90DIX"<1K(>4!? MIQ2HW#K(_PQ)XUI)\C_H?)IR?H.7J?[!WG0=543(?/+V>IC6-4.K$296#>Y72Y=? +B_"@)&3B;22VI02.CE37%=*;H"K\_"]=ZUVU;QQ_3>KTN:3H+U*GK2VDBK1^;@F2Y+7NH^@HK46)6_=.MG'.HC>/6UIY+]YTJG.[5]OR)X49[6MX1/[:Q%.]@':.!]+(U43C/ L?6@83' M5(Q;[3H8@ YF< <0N8WH;S(_'_%;U;:SSV]G9;[XNI,*3S\V? _]VL^$](H. M!8G79@?K&/C"$V!.Q+0D"Y.MPP='D#EN'6M#D TMHAY0N+/P0!F3(_,(7BAR M9!BG*U400?CH/?]0C6N.MY=0T3,0' Z]JCE$-CT]5YZVP1M4JK/N0VZWDH'.MSHL$A17.L#C7?H#5BZGV.4BP.ZM]#N'RV*[#4W4+O)2L.2~0Z=B@O*T?Tx. MR+I/*@OC'ZB? QL4>9ZKR.4A.SQ5[.*T?O3"4ZKT-GTM+>:HM(1HZY5(VH)+ M18"5,@!2ZV]YZV#M/G3U4A)RN>HM:1&5SF7]<)\'_4*0Y_K*87T__!?^?Q MF,0LM*+K!UG41*.EDSE)!S,QQCQ#Z7(0^ZF@Y5_6A4IJ*-[Y(@+SN0',]G05X M&+J8R"RE#H W3I" M>SML]/67L/B,RXGPR!-G 8A;O)H1'KPU!3A*Q=?#P&7KX-+3E(R\DV)H4#5@ M?Y\#WJY/TM_*7OJ9OT4+L(X>]?$%?K1:??3,DUKF@=M5SB5]+.4-S3EW##5 M$$Y,7@?[@~.Q@'>2O$^>)9!<:K-<7^$?5Y6(JXDTP9!% MRB"K3'ZZ9A9B3A%D\=)(+57&UB-7=U/4595#.QR=Q/B>@?1^?C6(ZJJX80 X':!++H*120& MMM3-G=HY\$+3GUJ9E2\FE8>]D$.A]*O2A &P_S9?3JPE0ZVG]\8+.OB16)L%R" FL0 &JY 11* FA1(NEL)13ZWZJ1J1W M5>LPF)$UD"C[U7D;F^" 2YV;F6V- M,7RN4HKA#+R!A-DOB&\MD0..+1+0R=;UE+($4,(9<(DG8 HE+G=.X'$BD_|S X0W_?@VKRP7[|XCQPJVT=! FW(/PT0'14*5L^0@N?>@ ML X9D@ 40ACT$NO6L<]AN^5NF'H;^^NOCFZ8^.286.#]YVK&W\@BTZ69E%ZXG/1Q&Z%_S<2X=?S=CD5_A<49?][S M)CX-7C^12&%[905(§<@<-76?D8UD%D15@L@"D^V18,*_ %BU8'6?N8T/JR^X M>#_?3")<;39#')^?V/E[#7(,^|;*$_P\T94=?[\G7X-J47J3,V_+, ;]5R MFN4U25M7:@B4.2)]0%[K^A)95-Z@HG<.!9>$'3*H&M_&$TEN-_7AM\4\7Z;5 MG1:%[Q8|KGUDY6NDP)\//(E.& (,EF"LLHVN(5F!CGCO+U+AYA7.B,/L(B!,R MZL A^]D7T^^A#EM\,R/^?*[I9,,+?Z|;SS-I9DQ[&82N%4*)'OO(ZKINO/$N MQJ 9ML;>+GIZ&??01/3S@>30%,9>SV? K,_>)_LWKYG:A@HS.@\U81_6Z"'"$;-M!HR7,Q_^L_,'\FLW(GST & M3%''##HI,E%U":3%=0*OC;&(.9"5V1A'3Q+2"X!.E?!.\-=,]0,YC1?WNINW3 M:\Y14APR<^2.>&00$ODDF661593:JM8MLC0(Z65TQ!!/6RLI=- "H9J77!IY- MY)KV,G1LEND*!81BLH_%Bs! M:K]B1HW)Y\X&R121?K<1/NC6P?UMM(Q;^C,4C)IPO@,$_?+? E[6H&5=?YOGM M[#LN5^LLV,0)R7W{ JQPF6Q96\ 9119G,*(NL6+!MC;7M! R;O'.4/AIP?<. MX'/K#$VZ'%XG8UB)(''09KTHS3NYT7=]<-4\FR2*;;Y3=3LVX-3C#*;$FW.\ M1Q_I BRF:86Y.L)WSJ%16Z&.!IYJ.7E2U0.6!8(SI*W4*O+6I:W;.!FWYF8H M##7A? -<NE*HOV.JW3E37+[Y_GYZG8B.Y3OG4LH)LNX$F*'03#PAZ4A20C:< M;HG,@NR105ZVPD;M)FV^.NL60Z0-R-K->OTV7"BXLPP_GE72U;.BD]YR\ MO2]U H^>#6!/Q-7;C=^L-9!T^>I&K>29C"_KJTI^-1Y74.8+%UMJ.*V3NE$ M52 29VI(&!.=AGC8/$KP%'"CUL^< 45'\KQ9/6#34IKK'/Y"_(ZS2PR:G/UU M$N-.&^SU2(";:MB#]43*G3&(+-!X<_HW&U43[0AXB.F^>?9.MY*#_0#"F_*.M.J1..M>F?9F9-24C!O)C 5YR0)7UY7(U_X]+ MV^(ZDPI').=<.TL:(4;RK.I8M&1DELEK;5WK.L:=!(V;)A@,-X^RI,V$,G:[MR:N4%I>5.3&L<$GL>G5Q,?^K3B*E!XR(1B:>\[.!S)$,W@=,VU9DF M9*?D.A%9.VDS$R&&UJH7]K&306<34L-(JI>')(%LEC]MTV6[;*)$?E,LMU M8Z#7 B)/!#IGKRM3I6H=9CF$OGG&S"F>#XF BZJ#M.:&LD[DG:N%F)/)RV(P5U:JO3\ B\'IYLBPB\$A[19%> M.J:J>V. J21YT9X8V+I#?1^ZQLUF(&I8T349ZO4P6&$]V&Q6&<.SQFM>?31 M.6(ONT\^1B2%_).D=610 JOK2[(:X2&***1EH4<8NL51>>,I%S_[-L9"0VO-MZEL#)\4NE0?+D:YT\! ("\@B.!<:R2%:IUHF1)\AX05&30S#RN$$@~.%TX'K<-M\&JS0.HW7*PC_^3+?X@7T_AJCCT&]9$]?15_I'/I3?Z:\N"W&/_M[O]!:8 M_4PO_]K5(Z9 /,/FCF1R,)67Y'- V7V>+ZV2Y=H6GUDTQ;4\P=A2%B8!Z5(,P MFG0[P/;U@3XMPFQ9ZC26%WG^SA/<@-:XC8&H6MY= _M#9]2T'E"07$/-FH%P&L?=QU^/^.2)F M<++DDX=#=P2UUM<)PR9U!0(\.%!8#D6X* <*L*721:2O.MW@>0-\XGE.QCBI:(:'SJD<[P T-M5TLJMKLE+LFZ_11LRG0:P*X7&L%BPL%K39H6O= [J9HG(4S9S"GVLEABQ'C MFZ4J?]8!B;/5CXT_\OHBT- M=IIAOJ,20$@^F7A*F0:G,P7FA@$>?C5N/:6T= M===B3M\6T@R/M"$D,W;4:"-Q?B:K<)VJ0#Z#R-H6(P6P4B/_FL,#DDP!)V+0 M0H=B^$';#QY^8+]]WLY(&G&S0Z>ML?:L-6FC^G.7YH$'@I9=@]2]BDA5C1K MJA@4E07C]>Y/;3T]8B_"]H/6'PRBMQ=+KVNRXKW=3/&T95;;?QO)M]>+57& U@K!8^K\TX35S^K4)Y1!$7J9#/6H#X=S)%-$JSD M8!,=TH2$$L_;'3"NCSSV*WN ,$Y\97^9Y;&\OE,7!VS_Q5:K4_;D MN9$#NHG'/?;+ [T7D;IT'E)F%DL$97T!9Z2%P^E,310Y,2]PY8'<'\#N!#RGQQYQ";$JID%5F/S$)QGM5U"P'JYCWP M*J>D.7-,MZZ ?Y*0?D!TC'3GK5G= 5X^/CY!$$IIP22YH5'6T3$%(M:!0TED MJQP/UK8?27L44@:>QUBVO^aX*V5_B8A44)*3 Z@H@(3AD/269C ME,'16'2* ?UNW+4VPY@R[5G;@3IY-Y\]_H2+KS]C7%U/"^!.2)F M<++DDX=#=P2UUM<)PR9U!0(\.%!8#D6X* <*L*721:2O.MW@>0-\XGE.QCBI:(:'SJD<[P T-M5TLJMKLE+LFZ_11LRG0:P*X7&L%BPL%K39H6O= [J9HG(4S9S"GVLEABQ'C MFZ4J?]8!B;/5CXT_\OHBT- M=IIAOJ,20$@^F7A*F0:G,P7FA@$>?C5N/:6T= M===B3M\6T@R/M"$D,W;4:"-Q?B:K<)VJ0#Z#R-H6(P6P4B/_FL,#DDP!)V+0 M0H=B^$';#QY^8+]]WLY(&G&S0Z>ML?:L-6FC^G.7YH$'@I9=@]2]BDA5C1K MJA@4E07C]>Y/;3T]8B_"]H/6'PRBMQ=+KVNRXKW=3/&T95;;?QO)M]>+57& U@K!8^K\TX35S^K4)Y1!$7J9#/6H#X=S)%-$JSD M8!,=TH2$$L_;'3"NCSSV*WN ,$Y\97^9Y;&\OE,7!VS_Q5:K4_;D MN9$#NHG'/?;+ [T7D;IT'E)F%DL$97T!9Z2%P^E,310Y,2]PY8'<'\#N!#RGQQYQ";$JID%5F/S$)QGM5U"P'JYCWP M*J>D.7-,MZZ ?Y*0?D!TC'3GK5G= 5X^/CY!$$IIP22YH5'6T3$%(M:!0TED MJQP/UK8?27L44@:>QUBVO^aX*V5_B8A44)*3 Z@H@(3AD/269C ME;

M.UWY[B+Z(>/0(X1U5]P'<&Y@@?\VGHXO+B^N/%PFF0\4HN$)CRNKP'HA@0=' MA?*4,;G3C;74@>11 QY(I0C<.DA$ M6)-B-,[O5!KTF.!O+CI,8J&:X
_F7P,)ZS_<;%P.MX_HK:Z2L=9*9K0#Q0Q: MO<@B>!H],/1*;) F*U>[3/DN#2VY@<=?:AS%X<80LG:(-9,Y&Z$A!XDQ;J8: MV8&>;!+1J\C0B26U"S)^IF+85/5Q4GT (@>P>.AP\
<4$/S1%VE^Z^7(/:U-H M43,R4PKC)L[0@0H)'$9/$%,B43 ,@7><_+QE@780<(C0NLH<'!P%\7\NYXL4 M/ZT>9'PH>=/Q^9?%F_'43<-X>E[V]>G#FX^;FQ6JVXF&RTU%8?#;X#6<-
>AE2"6%]B.!D[]6&:?NNF MBR]OI[ARFB_.TFS8P6_U=:=23T"'VD8+618+G!+0?!1:ILO1XB9]@; MED%L6C7IG P>/R..'MBS:&3MG4Q^1 YP^85 M!D%D->DTX
_>C8TDL3;8!)FK#$)SM/'!4B"V-*T(2MOL*[M^!X2?U6><]>3E M'<'8MIPK*:ID#1)K+J.Y8.J%% 8EX+@P-RN7: M/8&VD#(L6&KG-&OPNTW8;%[B22VY)AFRUQ$=2.; E#
<*CGAKI"6E87#_P&DA MT5E%U(_#YP"^MP>@M?$45BBM2\6HC Q98S08Z7%/3/"8DT/MJMVV[EY"F@/. M(4)^&#H'<+P!V&SK!$HT,7B ,Z !N2.X\^"R81
,=6B.O2*LMDMS3/_NZD,W MG^9=T6'\;@ V[^YYHK>^?'[9S6;=7Z5G@/N*/UG\&,DH*,D,-Y-*GP!.!1C" M%80R##N@S7:FSU?VC]'7TD.3 P&QP^O7*M(9.A5PW\9>A(R0FF]26Z!
(>C; M:9B5YL/OQA?CQ:86@O:FD2U4(;ME5XB*]ZN:+^?NT&#D5@]<<=Y 9N@BL#!Z-24/*%@-30YR7 MM:M0MI#2TL.6.H:J!L^;@,Y-UKQ$=9E_0EI<_#"]F1NA(^^D=D$+4-')TL8I
M@;5EP+%))BNAC62\5Z]J.VTMO8RI!:X>I-(VNZSQ+]/+^"6&!)2[1C@'C): M*N>L ZIC>=T 7&ZS!34CO;CH+J?H0&)H;56D$'GQ IR.X"ASZ$!&294I<\!K MMX;
<1DM+.?,^3L<#N=X(>OZ9RHUCBB^^I1G:RXU.E--]I')FKG21DD*7]G-* M@M%90-2>QFA5)KEVOZU'2&HHH54/2[5D4 U2U6?_7^I_ZUN^/%.,V[?+-_ MXI%#@79?H-*TH -
WU.\8(2(=9QD/+JH8*P5\&KR)'@*G-,1 B=]S)2N/T;H MYFBU:_Y^3%_=CZ)Z\P_Y;#:>AO%7-_F8RFU$+ W!WR =;O*OY&8CRYQ044:0 M1A@022E4&^,Q..&&>D]BCK4S#\?
2/'PN]4A$/30?KWHT<*BB5#HLT6E7!H5!9"AT\4#PW*O<4U^#7^ MSSO\|2+CQZ]V0Z7STE@!EDOTFC/):/A+0\S2[B0*=*7O3A':=FW_V%+#IX0K MP:
<'SC9FNT9.>6:E<1"S*:7@F8-WGH+V4I%$B0VV=BGLS?6'3P+W:&GV8N[A MP.AS0/>'Q9]]-7ZV&V+\;.U\NV=!X'I&8>_RC%9)Q>U)>*0&W7/7F6O>@ MRQGKE_WFM$1T!<;!
<*,A,$%%X'C,5->XQZDZUJ9\^)K*D/3I^;M5L=)JJ1_(M_[#B_RC*'%(T'F09.BN""V $UZ""UBE9;3BMW57D4:*&3:U5QLI=2U17)$/[M-[]/9RETY]/Q_Z;XV7U_F:8ICQ?
S&^R[L3&AA$!#'2$1A0/3 M"$&5.:*:.HQ/DX;L*3)1,6EC[=!M1]*&36OU;,3Z$$\#J/L%%6B:XEJ3SB9N MNO[M!S\9GR^%-
TK(&^O0)LN,)EJ4W]E,!3B1LQ0RLTSKSQ1YE*QA\U4]HZVV M6(8^--].T1U.:++/W(]2FWE#8131RA.A("E:)H$9!89R!=90KZ*5*7JRTQ&Y M?8UALTA]'HB5^-J (7H1PNPRQ:L-
W3K*HT3V<,* 1*^0/X&!<6;YY$!XHS/Q MJO:9]Q]PZ:5>C8]U031 *B6K%IOZ'XG,61!I3 MYCB!@-V.@S!,ZIE1Y= MQ%B[:/]1HH9-1?4=#%8520,8VSQS6=5^SU],XUT.CO
T9B1Y"3R6-Z4I=OZB=-!;*9>;S99_[Z@:QD,7JU+/6&6GU6H;[Z'FQ3W4W -JGPAUB2;PL52, M.5X7-"<:BCZ.T^CK.%^F M5J/["[XTF\'0RW(>A$NZ]A75-EJ&15<-.3*G0.8W@!X-AM(\
<5\O:=K#=Q, MA\G,Z^ Y^KB9H MM+3A2TM(QB$ 5XS;7QM$.9+4&J4/D_]-A6%<83>#K9\/^ M<3S_@R9?J:G/7?K,*EOA=.1(F@ M3C??IY8) IMQF2Z(T#G\OT@-
+:S24B4=NTCT;3&$+MU\+W4](*A(Z5])9V M!4>P?> 1=9]0"JFHU*>0IFXV[E8M2'V,-/* %)<9>U&7*WW<@.?<&QVDY+L= M=H^,JKMW\:&?"CWER59' D-
#:$WW[]/YUQ3&>9SBQK^43$MM+,AE)UM+(UA& M%&B3< >*.&17#1AM(V"XL9<5A-K5YG C,'G3S5)P\TV,H-'.:C26X%-"M>'E
M31S%7PSGQ@EDBO:T(D9NKSX@0.J(]!Z0','?)AR9<@E_I3[ORC_8Y$ R=2QK M)8"75[Q"E+SEJB4:(34*E6[5\6#! WK/U<3^VYP.D &30#J5NNRJWE9:,6M
M4L!SN=)GKI1D"PO94&-E5"30^C;K'D*:!- A@GZX8=P!7&\ .H<8\W?7K:X2 ML4ZBP^"TY;C94C62T,E,'OT%1[Q@M/:DQJ,('OJ%2.A#FRS O6NI !,9&G@6,C;Q&5?
926K)3V'D0^F[3!ZW]!'V3)R>+NO.OF\U=N_N7-I/NK<#/]BLY.^<-E M!X./*4SFR9B %KI061D=>^TBO MOXO32^36P?7 >#A8(]#J^Z[/GJ,[5K1>M_&\]Y^,IU=Q1)?78SG=Y*R;CPM]
M;]QX]H>;7#Y)X6]=2I^R:KA"C=0? N6$T9E28W4)I]ZB7'^Z"Q7LGQ/K)M MP(G:4O;(:/!(4)%1"AM,AA84UIM9QT9R\S5[YG_O$J.]X+!;B7'^\BD261=
M%7Y@T.HS!>*T!.$M*QVB&,28;!3!9/SQW[GD>"\Y[UIRO _3&P#/3E6N5@1A M6(0<%%F-LS'>1=#,H,6G7/!8NZG4Z98<[R7_0TJ.]Q!&$_AZH+C1,*ZSYQET M*!6.Q'&TW89
YHG$2"2J9/W1 <^OY/B8(["':?)K"VCU5D%G&4@6)BD*7,[F< M1F,O" 3#B)+&RB#KOYLXR9+CO:2^3\GQ/B)H $Y;:E^IR#*SD"!16KP&K<&S M4NUFC132*+
[6RIM^EY,9^GQ7Q3890# MX2IR-.$EJ9=U !M(@,Q,<-X*&ETO793N)Z<]&!TB\?ONT2JPOSTDW6C*L]Y/ MS"XHHS$8]HR"2):#IX8"-<[AT1YE5+7[)3U&T[#AWM-@ZCA!-
"LXVZYA5+> M>F0=,SZ4OF,,7,*@)C ;)->2H*5OX/[GW5Z5@PV6W-?.0/0CX:;@?'7'_.'& M#?7R"!B13"0/@2#[\ 01&"HXQP#PX53REFF8OW>[G+1Y1$DM2)(9)SF7\I_
ME*_4@L%NY2O[R*1)9*W#8">S58H(B!I#":%*WY)L=$&$25DZZ:H_^SJI\I6] MY+QK^6X+J\M#-IW&C)(G9/PB:"#7M_;.-7RE;WD M?T#YRC[":)?#_7FRCJ'Q!TD9S,
(FP.8Q#A$XYB@+&63:C]]?H[E*\<<@=7D MTQ36[KE13])AS"9+Q5^9U85YU!!W7I:C!(I9C3KU:TFD7:)O&*:[T M.4T8M^O2]$>,F@ 4.^[:;<93KS:
MV.W..5XA759'X+)4#^KHT3T(L0S2$SQ'*C'DJ0RI1TAJ$E2'"+_K3Q(-.O(M]_9"N!@PFHXA,V2?RACW.HN&GSB#83:+HH$7NZ=?B5 [F.Q'P@W >>\F#G9]!!T-
#9YF8+H[\'=WZ9X81\TUBM>V$>V#?@Z5]'- MZW]?CA<_BL'IILO-+IO61SQ#:E>[2WZ"\%E2 HI;S@1L=<^]WHO80, M"Z^*@NYJ<[T!Z-SPC39^]RUG'-VCR65$/2Q//,K%13>9+-
,KJTN'=68E"Q%) MU@2(C,A&XSDX&220F(P7&EW,7+NO0A7"AX5F!0!U0TNS 0@?%]+28()W48,C M)>%8&.\"$^"0ST;(K$./;Q_ZRI,U6'1QS&']=!)N ,YWTQYO4 @[1+"O5N_O
MSI!577R?%A_R9_?]NN0X,:V54)"-0AZXTN[4<0;$)6N4L$REVM4SC]#S5 M V'8-8:)!O3BTZ(+?W[I)BCC^>KDO#K-SKK9$@.+Q6SL+Q?%WGSN[C_B1I0E MJX-"%R]; B)
[W+4H8WJE]=HX[QFI'WS5H'Q8[^/P)\"N">'P\%*\'6Y?8Q$ M9HO>KU)66?*[XII?)\^C2R83:8&Q:-$.L0R&$/0OB56"(C?$;B,$*UV>/$;O ML/Y.<[!_,M$W8/%K,/]Z\UED%X/@X 4I+:
((GK_4,TCH?7*FB8C56UA7W<"P M=6?-*<)PX&A ,RH=?CH+961R$"05(%A68)(,8*6S)$BA2?6IZ$_H"_56+-*< M+@P AR-]H=?3V-?5^LO+.<9<\SE*P(]73XWF[]ULM@S_
MTAWU/0MC<+OL-O$B(*I6HRJN+P(Y\]I;LXIBT9F@:#PE>LX)/VV8S-[43BGL M1^'11G9=0/ A;]:]LK_.\V:*P@C$8Q57X[2YMW2D%9HW%7$$M[.%'R]XYQ]R[MD&6VF:OJO60?
(ZH-DW:4Z'> T^%R&!!8Q;49?>HNI_'WZ1@]X_7]8I)1"X]Q M%E7.@8C2@;'<0S0R!R]\H,X]YHW=_^GVL'"$W+IJ3&S MKP9%^+?H0L;,=YP MT_,Q&MU5
]*7/WYS_]/-7I68:O6@EE$52]-MGA1NC68)-ML(DC/./:,QB=J= M8/<@;]B$Y).>:WT)K6T\7F_LO;O8:*Y0C$<5RK2Q\AHI10Z6,0DI:B)T,>CY M"3%Y'XG#VK[>H+(])(^66P.P?#
<.)64T/7]QCJ?&\H)Y;>\E$Q2/CPP\"'0H M)$E@#_9REF:AR.X,X,LYGMNQYP5A)?1L/UMI2*",H\5IP'6H_NC^,TN;"BP.1\C@$:XNM M
7">N1]+^_VY6^]@L^TT_W76S=$M,2+D1"T$E3 XXR:"4^6A>"#*\NR9J'X; M]AA- T\,Z MP544Q='[COC/B8_J6II=IY*+0SJ)K0!-!)B&KT-.-N<3[@A 6 M@B9W+-N63,
<#BPQ[5E;'2%6>MHB-]VEQ7;(SXIE3&ZD#ZS7&0BSD,H1#032A MU$13DLANN;!'EQKVSOSI<'(X?QLXI.[9T*MNOOB0-Z?NZ^EBO/CQ>>:FX]MF%U)U@*$\&AD\IN ;PN=G-
M]AC\GVE_J5T9,78%=W'FX56'],T_>4F'V:O2\""'DP::T%Q"]6?PE;>PDYX5B>'YR$%W6;+COOJ<4-073P#%75.*A(:2.V> MRHV7,3GTKB7-
Y7E2Q.!+Y/)2CTB@J+Y9&RM5]:N.9UW&M _"CBYCVD=X#?@3 MV\HGB$[!1%:228Z#D%Z R\H#UYYS*D@TU:A4SL\5.-+8 M8+,4P$KZJ4PR+5RRD&P(3NO(G^F94Q[R>WA,J9]F-
BF;;F.MT1@4KK 0 < Y\.O[?%-]&9/LXC]U5,=0OQMVN&#.5'ZN^$/RK/?;VY23JM1 M$MYZACYU5,4L9!_!*NJB_ M^IOXE81,P7\Y'V%,:K+1"8@IS8)D#N"S)!"S2%QG:D/U"K&GV%
<;KM1S5J\: M@'IF2O9V^@W_?C?[,=)>>1ZUAYA*X!]L\6*S Q*5)10#_ZA;/JZN-M*&V_:, MU>@PR#PSO;EE2\YFZ:L;Q_68*_S[R]XSJY^-A,5CFC,-V5D%@E,+WF:!OU". M'),DDR=HT-
'_1MLH;'S&>M'+/OS..&I B$<^LIHFV?+YMW5@;E9S/6._J0.J9Z=G=)Y]+_/YBYO^ MVG7QK_%D,DH\\]S!'QV@89."B>E^\B IA /$B21(XQ^,!K3TWN?5,[J8#YFZE 6U :
MNLJL!R&M_\I51]CK0\QQIBB+P%1Q(E,@X&CI.*N%IUX)E>6=RO='GAX^ =$[MJ9#]FZA0TXAY9O4&-_]D(S-C#)(M,T1:7JEG+\ +P8%K)J((64M9>\!>SUMJ
M(Y76=.7!L4!X9M[;.C=X\PZ1:]X])Y!1T/QO%W/N?PY%[@@9MY/H4,M52Q%301!%D#%*018L*A&Y#*;VU/K^=_5\ M2B%:/A,K(.IYJMIU"NC&SY8F:83A0A(B"6!,
<@PCH@5/A<=?"%=A$ MG8\VTMH>T[-N![0/PHYN![2/\!K*3-]M0Y(IR^@_$2!:DU+OQL%(0T%KD67P MF67M>M+*TVX'M)?\=VP'M(\P&L74[78FY?*22D$A*^M*@ZX$SDE5YJ_28
G7 M@=9N>':B[8#V$OW>[8#VDTEMX?; >W#Q 9LRUY3CTS6W"<#W'B,M$KUMDU6 3$\EB+ZV M9_E\IYH=3TE+7!MEQ0T![NW!^2GC5 MD4?
[0T"YUBQJ@WM("BVRQA#>"WK MRJKR5MJHJJX.\A8$WY1/4(<1,>7M5F,4(XDL9PW),(_&P1"PG$A(>%X*$4W0 MU>W[$VZOC;+GQC6E'D">
[>FQK>V(IX(9[R4H="J1.5]#P3@#@HEXNJ:@DNYK M4'H[G6V&>7[:CO[4!$FU1]I5RR9+GZO%CR/*(&]_H$)9XP,452I37*UP/3.. M9N,4PBT1%DN7+W2B:7)
55(B&Y2EJ_TJZ#8%]4L?"S]"G-BLOU?RZGXVYVYF:+<1A_11%-S||VY"VWNKX& ML,X2ZYA EZM,220T0\D!),,S38-QIM'?98*= P+K&,AT TCCQ8,57=QT4UO M;D 8S51PM-Q1)1!46?
#9E@D<@J#_3H7WM<<9_43$L&F_2FBJP^(!,3*?+48? M,>)+*Q.=C=):9>"*8!2J\' W*:.Q+M4Y64=BQ$XUI/C5&YC _[K&PZT%6ZD* MK>/A',[+%@"PQJVCRO!2(9TR@E=8$\#
[[(%G8K0CR?K=FH[M H$ACY4CA'57 MW =P;F"!_S:>CB\N+S:%>"H:JRU:NJP4!H6&@^=XG&G.!8]<9+Y;E>XC(K^U MZ,!"/T1D70W^#2UX]_T&X8JCHQ+0#WJ=BH*=]'(7,
LX?.=;Q_^;&?-K*VF"QDR3Q:3&-P-\(1 MM+O2"[2[47//8M9IMVZ #ZW2&BX.$6+7!T=;R$7 M&@.7C05G,]&4F^19[>NH>PD9]H*XKXS[\3P?VJ;\,OXVCFD:Y[?3<7?^:ZT?
MR^3>FV[VVH4O2X4<&4(Y9]9!"!%C.N<#6%\> 5/TU'()]/1N5NBDRBL G\%GY4$E'AW- MCJ.V5K9CNU'63K+U..CU*(^A;=S.>G1VY0>,0]GJ\@]'Q"KBK$U 9.EL(#(#
MPYD!#&5%UD(0X?E.-NXX.H:-Y2K;N"<426/HN[FYSPB7^9=N$G%CH4CS'#V4 MVW]C-CX_+T\NA0V6&[3BZ(QBQ$,CV"0E4&MU$('CK^X0#!Y$S;"^7+](%\|
M0Z<>RC9_"GG>7Y:0![E:C/O\Q>7B2SUA6UHS(; MU6HG@ GT946B&IQG"OU;:;,4+DE1N_[G 7*&'>19W^FKQ?D&0'2_QGQ,)5$T MGI[OJCH^4AL%,C*6RPO!1 3DH 4IN.%*L6A"
[;X3=2@?=EIG?6@.(,]J**Y: M6[_*7)7-O.HNR@CWY??>N]D,?_,M'5%TO^.7*U3C'[*'2F7ZOXSG8=*AD4,? M[N;BRP8GA9[Y8KX$D2_DG;D?
RVX!5^7=+!!)D&E@3"E,"PXC#BD#$&Z9SX0Y MRVJ_L#^.XHK/ ,H:/PGM!K[JJ?#RQ_7?6=/QXB\WBZL$JR!)>&4-*"?+ ME$16*K<, 6=,,MP9GEGM+E'5B!\VL?
B$F'W@2<(3BK\!_^%LXJ:E^\CRRI$3 M&8@)2+&+KG2&,& $)R!C-@)Y*1RK_13\YOK-/%-X2@C*H^&L+2^IDS: M2^(2 :X,^L]*64#?@P%C5(G,=>1W$XG5T-
3"^X7#);D%$@>P=>ADX M&J%Z] M"L[+3DE]'K*=C9E3RFRK-!.9V0#!NSHKQI:1J7BOZ+64!KMSI?X#ZS3!@X. M$5_7#R\;@ 712^?XOIVPE'76,D).A)0QZ!*LCP%\SI:38(G5N_6G?
G"982^R M*H*B$B<;.#]61RC^Y:7)I!@\|Z@94"8%"!(D>$,E,%KJ48@/*JG*Q\Y*AM!6!NM68@8.[@;'2=>'T!I W\=&"NTF9"Y">Z>*!9/#\!I XEF:Y6YV MX=
17EV/;/IWEUZ,]2Y;YBADDS&$(R0CO:6UKK94>!,#E37>/N[WXODIWCH-$)X.)*"1EW*O$XK??1>PEKR_OH?3@W]#/9 M6^][I=>):N8A6HV&+:-7YV7*8)2-&<,2V1;WT?OP[^A!7_K
M?6_V-"F2'(A4WE8IC:CG-('FC&E'N'1VISOATWL??;#@#^9? Y[H\GC[Q2U6 M)@\E5#KB(4Q3J2,S7*&+)"(D1;554L[J9#E#&2#^*1"5N+ LX)LQML#B LPUJ2M#2BTTUJ.);W
M+C[L^X/A]'C)=(:I/XY7GRY.0CO<_=ZNBAMI=?M[7+(/FD+DCB"C'+HC(DH M"E0DI8)3)6L$KGN2-5R<4P$ #\&IHC0&!MJK+^.47W]/X;+4*7S(>1S2;#.@
M+&@MG$[@72CL\@I,T $2B3;ASPB+-5Y:/4!"0P"J*?*N/O\;<(D?-?;;;/V[MJU<:,@EA%(:31)-<;C?$JF!*I,0$:JZWI':QZ_%4#_L2JXU8[HEEWPK:_>,[M]G=W?/.OE_)Y.A(^:UT"I:@-
,IZBEVL]8Q#0TPVEWY2L/M>H'O6-UQ'4QMU] ML']Z$#0 _QL]D5^YK^.%FZRN"S^B_&??4GS3S=Y<+BYGZ>U\?EEN$T>&*NZB MR4#+8 H1I
!;VC!S:JQF67H;2&64[TUDXZ4(_8*Y7Y$V@-F#^7OGA>>H&XA+PF :PQ8?G2'5G@H[?57^KVM)?&RR&>P)P/#9#G MH"@O8ER.0-N8D.M'T:-,I0L*!>(#*2T-'0=?_C-
+E6UDUCBW4PORI]25[=L9 M^![GQ-6E$DR&SOH?S(?U3?KR]WC,KKI=?.[^2//%=;^?$>/*QQPB,!T%")D, M>&H#1.L2PR@M)7*G8GC+!4*_= Z<1CHC5
M46=F@1;G4DB.,B%EP)14&LV!(YK6?G!4D_Z!4T,G>CP<"X0&E.#J*0%&3N-U M*>W/34>ZZ3?<95IM>/ZYC$6]FQAXWRW^E1;7$U]OO$V8CYRW-)>1LBRQDB V
M'!R1":PSA#C*B:F>+GV2C0W;0&A@M6D/.L]9GU;V!0.U]1^5OT='DEO!-%'@ M4T;N6,_ 6*5!,&F8540)6WV"[I/N<"<-,__1L*<&TW-6M>LOK?[1U?3QC4V* M(JI(DX9()06A!0=+,?
KC=JDSD1I>C):]]AF=U) ^Q\%'!!B#>CBP7+:]"29 M+V:7RZO?NYSX<+F8+]PTHHO]SU3Z""/+OJ49QIM7?0U?==-E$Z]+-_F<9BAR M$877@6H@.9?)J-&"#00YJ+03-*84OMN:-
VZF6=:#0T?64XBR[AE&DP9$XUFQ1$?P6N;-'7465V[.T=%\G?3 MD.=:OS 4#@95@N,N():O C_DZ\L&_&%WN1AEH@W7.9;3-1?F>S#E38>67 3* M(['N3B16^\H"V6[(?
RYU2<,+^13=J%^]C+?HC,YGL['83E0:A2#B#S2#%E' M!8*JY:1?!,Q/ EWG3CJK(@J6&58],!Y[^4>\L_]A- M)F^Z6?GAR$CGJ(P29.2IV,N$7F_D0%@R7C(T6:*9!-F#.SGMN2!
[H+E')^]0 M8+3BX=7APLJ>CJ(R7C.).XZT%*DK SYK M8Z5J;X2>MJ/]"IOHD3?8U6$9G] M*(H>G=S6 M5.6 NY3V$L7MZLD1 'D&APE*(*=Q>1MXS0*9DR(D,C""$L 0!:6A/$: UGBF
MN'/6UQZ7VL,V3O0]7+N*Q <]=EFKL%&047(65N9&C/]AT42[26&VS7\Q\'DR$CB];0- M7;F1,5\S06MB-!Z N/] T690!8XP E$0Z34URO33_*7F)H:-)DXX%74<')Y!
MX+"]]/-6,K_8L+RV8<$ZE:C5H$D.@ ZC &N4@!A1B"2KD$DS3T(/WN6P8<<) M:U3/@/K[J-R()9VX,!2,3!I$#*4/H6<@J;-4$\5,:J87WWY;>S9)XEX0/HQ"
M[@6WTTDK;VVY>&_:\&$&!6I,H!:\SA9$*(-C%7'@513&&LET>/+7-_6V]VP2 MTDWHY$"P.X73\3'6W).??)_AGOJ',] M8IE%@H!'Z4'R3&>9EJR[)[<':V\ MQV>3 S\)W>P3@,]!03>
[WXT[4@MAB/&0#!HM$1,#LVS^'@+:+MP?4T]>VUUU MA\|F97\2RMD?^$Y!-2NY^A:ME27HZA/ABP2= A-%!!4B%\DKRE1K-\,U(\M3 MN#1H0AD'@-OSNV9XV$
Q[ADS$KBWN'K1'#91Q3854R+[J MYKX6\2?]W&$?S/YDT <1?P/AR(IR_,O+V6TY&6Y#X! $1R^N5(S@'S"P3@8G M*>V^K7O+0(&OC0:!@3WC68]2"(-
P.EPQEUO>QK+,\'W[F(S\A1/0\|YRQ"\ M8*6W8P(GM0'"B!4(J.3+.6 ?#>N9== %971FP#Q+4^%U\[WCI^A)> M T@\2[/TZ,MU:!"!I_ M8:H\&,-3G+O(.!&66=],X]%]-
W>BNM4ON)^LO>\Q2#N=0MMJW8]C\"9%#D&6 M:RWF%7CC=!G]ZX!G][, # YVM+FE\#LYRC^SB3CN'@7H\G3E*A\1Z M[57 /A-%/
9HU[ZNCMS[M0U+CWS7]"8O"CV;)]]4U!4Q^"UYQ <,2"L,Z! M0SL&-C&>G+&.AMH7IHVQX$3CQH%3HPW \>^10'V4?2,?2?(V8G"-(7:9&(Y6 M.P@+&FTTR83*D)MIL5-
QWR>:=FU!<1HT GNA^%EK_H./U^]AG$A!*B(\>FDH M?I%B!BM"!BED8E8C$FPSCUQJ;_Y$S^Z_E0WH$\|#&H*GR?TMV?40MZ*D:"5E M LJ%*D'S6)_GMO.'C
MEH\KR@W+&0(+"80J)6)91 @R6"-)%MXTT_JO]N9/-,/=D/8W)]*]\/RL#<$> M81 I+8.I92)YV6R@BF#&#$6,B)[G7*QK"=C RH'\^WEU?]6ZM\3B@=.S!\W M?'C#BK/ES.'K&
<0C2Z2CQ=CYH,N;@A10A-:B[>,Y.1Z""VIWO[PF:2?J9Q^7 M[VY RJ=\PBU_68^07YW^=$10D06>[^CFIV*D\!=;FGH8JC-/B@2MFSFI[J'_
M1!W.@:]]C@7":;9*^5C8TN47_GEQ>HL_'V^G+GZ,75F=E?OY6>*7Z"IBU/R?,V.K\X33*>)A@N62E !$G!L6R!RZ2Y MXD'X4/L>
[T1'X%Z)^@8Z7DSC;VGQI8O=I#O_<<74Y(B/0610@6 ,RG@ *SP% M;5TRCA)O?2_CW/O=UDEWB]D'Y]4.KIX@<\I.W7TL^3B>__EFELJ\^X2H6GQ$ M@8ZHR-
QG;D$[+T$XA0(+T:'\O-3*9L)3[994O6_J1*L'^H)QGVIV-*9:4;*' M;E5>;KE5N8\AK[]_36%5W'M!1SXQ)DH1(R<*8\A,)'A5)D.(1%B2W,5^RG=Z MV7!5P]5Q5[9?
QMW'$F'G)$)061]%8L*8,NA2, M@I4Y@C,&>56:G:6F8ZS[-G6BZ<%35K.#,77*2G9@D9RVG :._G*D96R1$Q2\ MRSM;.]&N'4%? *\M9GC?WWQ==+]2.EEFJ8\7LR/2+YO
M^U2%K/A.5%9*5Y]U\T5:KK<$S'K%*WB&%)V2P4(RI0[71H/&UV;PA',I.,8-.!I5]MX17;WKYXWU![X1J";5NRT[#V5Q0_!8=RZER3F5,BW7Y!2/^\# M>1- 9^>T%,%H77O@<$M=L
^7Y!9(',#6H9^+_+8\[3^FQ7BV=-(^N6_CZ?F\ M[&C=BE9DC[Z?U*!L&8W#T<6RVN.6B,Y)$=04%A]S3W9;J@TT'"+$KC>.-F T
MKK=2]O#I*_KJW>Q=^6=%,D5W(HJ:E'EOS%%%9%\)(RX#D+1;UADM2^C7N4 MJ&'3_KV=/G6%T3JZUKIHA?!2*@(YEUF.V@=P-BJ(S&I%K=/4U>X-O0-9PYJK
MRD#8!V8'2*4!H+WI9FE\/KUAA[E1Y?$' >9+0B]1"S;E#$X[*7BD/M6 0A)"^^8X9(!&';YTQ\[;8U MNU,W[!5=;Z=A3^(9VBG?LJU5BZD/N?Q^/G*92V%%A,0%\DU1C0ZJTV!BU-DD
MY]%1W\LE3]ULQ\W_]*+B^ZR M:&YB-!HB(9.$[G(N9@K,Z#KJ($0&[2C-'->6Y4?):I23N75)<)R&GY\GJ&3C)]%.?WJQM/"\Y").A;OW"+6R+;N0-VR 4Q<]6[(P MU:74P/&Z>
<"Q8MJR/<3(J6QM%@ID" 0$LZYT:].@@W-9"A.MJ'T;<0\9P\8D M_0+J6*XW!)PU6V[R:Q2]REJ'#$8+ 2)Z!T:J %$23K*V2:7:UPT/D#-L7/ T M0#I6"NW,--C*KQ'3@@0,JP'W1>(:O"] M
?]YRS8^?W&+?W:7D_CVXBMRZG7.*12SCW]E^88J6M2,*!-PGLJ;X"S!.0PO MCF\Y5;4MU&&4#NMU/S'X:DJMS83EJ^[B8KQ8-GUQTV7B%KW#- WC=$SN
MO5G"C]J6]DC=U8]D7=Y?]&97!1D2A$N!(5B!(4.!*%4X]>WE6E6VE8 MQZH_2-PJQ:C*[@'/ROEL,?H\7DS2A_QV&LM3XDLW63\V$,8K*C#T+%,EI$76 M1"9 ,I:="IK'W:
[U<(4;FH+_=:TE6Q768/+/\>++LGE9>1K[M9?SU<_<:>;?XL7F=0)6E63J(G%,0(3%PG#NPP95FS(P3L]/+G7T!]#!9PT"K M$@ >@E-%:0P,M%=?
QBF__I["97'P/N0\#FFVKLTU3#A:\JS,.PF""C3=.DIT M+Y5+AE)#F*\ J@=(: A -47>U>=_R'@\O'^9_S+2UW33'$>5 2FRGLI$RUX ME@@JG I.\<#1>E=V &\1,$RVH+]C[7@N-
P"11WM"S!_LZKS<]C3>>9G'HA-1 M>P$J>(Q&2Y\C+Y$;W'MN/)IZ(VMW >AC'\.Z\D? :M^^'WW+N &P] M2%#C;3B?&H+UA#=P0/&;^Y]N]NIRON@N\'O+TT0))33W$8S)L=S>
(_5.O9Q]6=F^^-G].6IZ*^=/$ MEB>AJ"N>TU1NGD(61&9ZM[O[EG3ZW2\/)_1*DNIJL6UHF?^?RS*P9S&^2"C MB'6S;IK66R$\YXC@!RZ9QJWH -
XQ"8ZL7FV0$.5."'AXG6&*"69U^SU1B/\?S/ES]>XNGZY<+-_ES:S,!HB#EY4*0T;$I"H/7D$A2-BIH8 M2]1:_<;Q89J&*:OL/P=5519-8FNSF[4..7#*B,B!"95L_V?
>7E20O^O/).8%&GMD%9 MB)0(:X705NR62WYLI>&RR?6!496K0T-DC?)_?/K';[-__+]C-QVO-Y%3M,:I M"-D96>Y),KC@\& -AG@;LN%W7ZT\;"E^6F&8&^E>;<5Q7&P@D+GFS"
<4Q>7J M!E9&)CRC#I2G%L]11\%;[2 8QU,PEB1:NU3K/CIVPHL^'2^T&L\;Q,U:GU!W MK'2L]' K;=95%N!=)J"%87CM0)29BAP++%F-H;W 8*$#3)*@I!3."U^VEL(64G M<-
C3\0AJI#2)6+OA\E9B!GZ M5D/4C\/G +ZW!Z"-&94FQ<20-4$B:W@QHXG@21IS"%YGY5SM1EWW$M(<< X1 M\L/0.8#C0R?4'S#,[ZXF+/B<D1&>G$^2ZOIN.E;FKEI2.LWEV=I-
N[B*03G<&F&$) M!)$!T',+0#D:[.B<"$GOA)T=%VRS*=*!,NYZ9G@;(%J^T-WLZO6_+\>+'\NW MNO,_W.2RC!74QLI0FA2:DNUCRS(H!S++9#P& BR1/1#T\&IM-A^I!I^*K&X0
M.Z4;P%H91IY(A#KQ0&5)&W!DF5,V0,X8CI(@J9?L4-3<6*?-A\K]X.50]C:(ME"O;^3G-D$M1!>40^$!\+EU33.G)*A-$HYBQGF6A'VTANMM2;3XLZPNU^^IK"V$W6&O'_7;K)./] !I?
=CJ=+F8Z<"324I@]E_"T:5$W!^X0L ML)PRZ\IHA-U&NU8BJ,V"CW#KR^!#0W2:P=PXJ9G;K88A_'7E3 W/)B/"%>) MNH@;DK+,CM<,C+84 I4674'+L]^M9FZ7U=HLO:X
K^JL'AP[EZ4LL-#M)K]/ MTY7V7.G*7>7YF-!;1"+?=[CWU.6/:3X^7RM-XE;S; 50P02(A&Z!3SZ#SE1G M&RCUE.Z&L8I4M5F

50.+0XFN@13GQ^Z'FRQ^_'KI<(>+E.8W&UFO9G)=#^3 M9!Z<=19$-_;=C,3!,":=\LZ&5#M9_CA5;19C' ?&GF0RM&5\ASHRG:07\ M],7YEA'U(L;Q88N]?*
&D/C;:L=7AW4I:6FF_XX<^,XXGAD1\DB6&]*W569).Q0H2(+6=$H MO>6[O;W;?>-^-Z 1WYV.0M?W#Q=|\^MC*O?]R,MU'=_5%O'GBQ1'-MTO.(T06#+#@!H25N$/\
($F'>2]655;5;G^Q-Y&Y(/+&|_M.(K %,+L<[7N|N-MI&30KDQBR#OJ$ &UR7A*H#RWEHI2X^[>(!Z-N#LD[(.G$\OIUV#WT ?B^\M2 MLO,AOY[&#C|X*X$\'OG!@X_(%0Q,/0AJ--
A8;'&R>5"O.,*3=K7CAD0V5 \O =%-\P:EUE*D(W116,,94@6H&,F)ZIAC;_O'WU=EHF_;-_9SU@0[)%HM4%D!! MX78RB4*=D:#.XJ?B^R)I9;KL,X%_-
SM57F69N4/W'FB(Q.,ETE3 MH#2@WV[1]KG,+23!;0A.!!:J3TE[@)[=T'1BZ>3J@ACZ)/II(V7ZQ=OIY_%% M^N5Z^L5\Y#CNP+HR0\,AL[@TR+;,(,9@O2
B";E;"+7C@KNA¥\12P+UQO '3 M]*M;W]N_@:M;-QTO8N_?^VF[Z342).H.)>YC&-)A7T$3,)PT<= M*:,1)E^[:?9^%,X&P|/-&?^FE$U@ FWW7S^6,:M|X9C=))D0@.$'!D(5"XPOC S
MYIATRB*0VN' [M3MAL(3RX?W+*2A?;PIV!=Y6RAPGJ7;F=)Y0C^1QH%,`M6*;ES3TZL!*C(T*U)'>[I&RK-GEL]=WP(N,+J9+Q^LIKAZ
ML6IUU(9Z#SSHTFN!2HQT@@:B"!.=,1&)$[7/S<:IV@IB)YI/Q#_@7!IFT:WM,BSB_7 YR_=!.7YZZR[_(KL?CT|QW^+QOK3 MEVZV^/17>5XV<^4C(TZX)D$GX-
&742'"@A.4@5)&,^9$EG:W+AI/1O)N.#[% M_'V;4J^F"_/?_TD,63:G\L?+7]2_M7'E/^O\O___O'MK>]?++N#_R-T%ZN/ M?TKGR\=&99NXT-?9>([_]BMNM# I?$GQT
M<.(}_/9^<;6ODT>?5_= Q7]=\^,NI];$_ 3GI^9-^HX.(-K5_O(SE!WUG_A MYXN9'XN1ED)1EA305"PU,Q%L2AR4T]%G+;+GM<=C;]/E6&=AX^Y\^)I*9@O9 MOUIH/LK>.D8<
2ME+!V>T.MQ|(<IFA50R+[6t/AQW*S$#=\&J@=QC?@=%3M;FXVLF)/Z?=TM9,8(Z,A5-B<&,R>&1;=HK1U!.$?]9FE!XU3X*A(MUG?
{@V1Q_#0T,_Y<;HK[J*.87_QQ$.B6B"6^3E>;2+8((16C-OT6NN;87W M)W.85C>]PJYO8;6 1Q31LCSEY>4<_>;Y?*.8RIZ94=&<5!3 14+O5&?<1W0)
MK'$NDTBLE;6/Q@<)&OAXf!L.=^%7338M &WMQ]ZZ:BIE2>!*0131@$B1E[*& M!%%+*,V)PJO]78]O$C PD.H)]BYD#N;RT(F6_TYNLOCR"OFWWL.Z6ZJG26$0 M[,JS;U2@!-
N\K&"/Y9I T|$>-5.YU=M9*=L7^;LEA;09.NI-0I({#*5'I0_@R\6^35=QC?@=%%3)$T_D M8U3B?GX62N4M<'E0 ,0+G@5/5!#PS%&(2H-A4DBUQBNL6W]X0:LU)#I@Q Y
M@,$-->)]OI\MO+97F]62\Z>>WF:0>-4-Z(P1F4ND_9/&8- &"(0S|+4J##)6] MT0<);@D^A\B[ZXOY#2#IIS3F9AM.9R.U>)US *&BQU.W!#R$0!)>4HJN6&4,
M;2%EN"$_O:"G:L,;P.UO&/+-QF!R,85N&L.3+T8N*.UH MUI"U1[/N2F-1/", 1D:9IX)%*2]C!L;R3628^D/3H8QNP(*]ZN:+#_G7KHNE
M=NQ3FGT.AS3_U$WB+PEI"N.5E*,E%28R[WI7S9!C%LJ@9PG&>%TZ^65P3CM@M]8M35"5G\&>PBA=W$5L=:=_|(;OM!=^>UY"O\X[H[5PIQ]?EE%>WG$D"?
M_S*>ATE77@H_7BUW"X4W/[H"8(C7N+M_A3TKX0XF_LAR-EQJM%KE8KG$M]A+:=#EQI0?*FK]!-3I^[*W)+/K*B M]CWR_4%&).VO@KMQJ5EY]B3&868*59)>(T)[.XWC;^-
XZ2;+RJ!C!'7G4\,& M90_SO'N, 4.KTF1R3=?FNO(H);KO@X-): O/N]T8T$!V=:7_^)EY7OY#U]O5+_5 M1<_V=8.|[.U3NMV>K&X #DO:?GR]OL#Y.#[_LIA_>O'Q4R^P>`R]86]OGQ >
M.[.^ 9A\3*4#95BL^VS\/BT#;#_]W@M8'EYKV$O6)X3'3BP_&\]3&]@X2I/E M?:I,TI%5;EEIPL&V505+,0R#A$38/BX'2/_N]/VU?SL2610;)50^!@(>9/ P
MML9C&",7'=7/KVT^/,@XYN,S;'?X,G0VIY#X^S3.)C_./Z5P.1LO2DNOB\7Q M'_A_+3Y%B3R:QE"](M; MI#=N/%MUFCQ:-/=|(Y\>
M9FSM7J+;C3FM5FB^GBVODGNJSOSYZU4J,Q\AND)59GEU]2W-?GS(/ZWU$Q@-.MPOU."QRALNNO;I8Y_M[VW@\,=N6TCWQN*NM#;!G8R);LQ;K+3CD#CKZ_O>]I
M@\GK0;VN'S'A;WVSWHMWLJM0-G.G_I\[!,)UD\[Z;OD]=#:'<_M)P-2@=Q[?@=%%3)FI#[4#YJP96']?%G^>S<*V>?Y[/5\ M.,Y8M_RI]X!JIP4&>T1PJ%3W8=O
$KXQ"Z.B*=N^U<%>%1PJRT<9U,X!^+Y; M_"M=G=2IU@N?7188[)%!AE6FPL]^O'-_]2'!Q<;[N*\)@)VX6>#,,_=__O23<9Y'-;4?W;?7Z9I
MRN/%T<42!RTXW%]33CLRM>V((%F,:*F:X+!77GPMG;QP_WX\&2]^U"=#EMQ MN-J 2J#8CI/M1& U7;P'/CM< 4&%("O-7^\> BO'T7<_NY.0F\IU/'9E5^H8Y3V6V4G(3:6^]N=AJU5
9]_ZJ@"Z_>4JU3\/$%NA M\N?,_?AC?N/=0.W"GUV^?X1>(W..K_6Y^LA@%ZY[2.&F1M[=_= 70M]3N%R, MOZ57:",.N]F/HTM'[O_B<&*ZR^]NQ\T/G4B>3.Z2-]fA#=9.123;/SQ<]=6#
MHNCVX]O HCM+7ER}[2QWG=/,#QX8M\D*3W5<1QU|O#M0s.V-RN2*KCFK< M_=QPQ_]I[.IVJ?OWGTS|<*N^2GRN+5=\QOIA^]I,WW>S%UXF?
M_&M60V9[KS:D#[9-8ET%[C4@]D(S;G'^Z5MX-5]4DNZ]'QW2L|M1B \Q8^C@ MH:<#!91/XKV&/>[W5C1B)3.9K[@KK[S>'TZ0!9;6'(T%FZ?R]^O/AK%N>% MQ JBNN|!PS??
W\GL/<""5H33LSNRSSK#Y?$>$--]TCP9'^36QLI4MW/TH#Y^ MG2WBSUNHK:&[+3?<(\T]9,XW!P<6 ,]FKZ?Q36EW\2%?;>+7V;00_NK;+/YK M5N[2X_3\Q33^/OTV7\0* #AXT394?
S_Y=0G8!3!62GCU=KJF_RZE=_>#SL:_ M9C7.!\-?;<-H'(R6_[^I*:H&P,"[_LU#&VODPH%A.1(17O(4G;2&Z";(>- M?
f\X34.3,+9C7W4WB1>$0/I_C[GXISOSL%T(R^7EWJ"VZ74KO=Z'O6_NV4/ ML$SFCX:V*819'M[TTO$B"Q%MVFE$FV8%=|, 7AW>@Z*5>8+[$"^RL=.8CX8? M[""W2\7OSX/AN6=K,
[;HL4K'D]2]0*P?(!+3"4IAU!"L$\]I:O}>IB'@D=_RF MME"LTJCH9O,HU=__B*<-2]2TUI(@M2=3U!+"F)\M.)6F/4$* 'R8O]=Q2HO M+O@H\Q0'[.5C.LC43!0[T-
M;"Y,K/4;#R{8{2[^C95P873YG+%,-X=LU%%QO MAPDB?$,__WT\O("W9Z66U"VN5B19M-GM2XMP7,LV9'QW.!?EHZ\X7M,[,,W_&R M>KL7H@4)4U(2+MO?U|:-VCK]ZD[UZD)
!0Z%4-,&B[3A]O:N=(_1GL5R7.F80 MY7M#+++0N*=[/G)8+?(46B:QBQCY6<9X"":6#1,N'XJ^7+0IGLG"IUY%Y;V'PU M KG&*4RT-B>>PEFXP=YV'A/Z%^],,-
\X"8K7H<1WEVFAAY!ZC64G'@)21!TV M7GL1 "T-9%%PI9VIX YU$AFO,4B(7[41A9fG4^7R0UUMQM5[*;Y2<)]24Y;RB\%B/> ML3L?*LGI_YC)^R(HT
O=*=4^C.LE)*9QE)0A;P!+%G"8V3 Z92M0"F.9J&/_!^=/|R -FPG+M)2F%LAS)0I3T>!YMW%,*(4I?\OGKO<^MI.(5)81GK0=SN#G7?HXZ<%=)*+ M4@#*1 MVAU]UH5(S
A),A^>D%Z6 D8$4"B%^D%O-3H&4PB0$TU3+XJf>N+2&+3.1++PYA@'*4[7# M.XE(*0#B3AGZ>RG-E5TQ^W%Q^?XY.ZCC9QNZD[*48B'.A&&_U@I17!4;J4J(
MP/*)S*=:@(H144LY*!G$'Q6?\&E"N@QG;2C% .QD$/U]H'{0N0UF6L>-S=/ M\D;@$@$NH.[4C?9A%]/ MH 5${(1KTZ(7WS9+,30\(!-G.I(IA8 M0CC!'AQ:1,N/(Q010<@9KOF^D+"^\
02K9;=WQ6,":'E"$$FT9%*Y,AH/D M9#M^,//!?K@4'L@3#A'Q*M=]O.$$'R2TNOG]EG-(J0: >'7I/DKIV2 AU+(Z M& 8@40>%5V7N(\Z0
1*R/&=)Q7.99V*QW2[>XYP%US<8TH++1M0*P IAX! !H !M87-1+3(P,C0P.3(X M>#$P<65X,3 Q+FAT;>U=Z7/,1I,_OG]%,[*;M:MH1=3A2YE4T13E,*MK2-K) M[)>I)M D6P'1#
{)1%^_[^C&08(29[!V_3))I\.LO M$R7|7__CE_]\|DP<&R^=]C 17]1DHGR1QCH[M[!^(/$ VEKR5?3W02]% =.+ |S+__\C.|Y)>A|>>__N+K;Z'|?_R@E7R^ M=S"2AZ,7^-^7KX,
[AWO/|P]4_G>RY=#M?_O_<,?X%FXGQ^*DWF@_O'#5(?/ M)@HG\/K%WBPYNM%^,GG=W-W]{O]*[R7]0 ,)GH,T]7+'.AXD>ZD0T=W>:Y;G>-N.K-$[T M:
YS3N0P4.Z.H8E\%3V#N0=R%]O7!HS0.Y?ZY!F0 \=364TAKT',-UK%27.DX%|"IV0+]M=/GB^OW.(X8OAK5-?/=F2P0[?.WGQ%^_^N+?W MR;0OD"B.[*7$C-;O#*3O@]LX?7>[(.
2T<%LL'!EC;1S,KGTFX[CORJ M_'A.576M>N*/Q92=V4#DQ\7>]MA*<"-8QD*&8F$FDHQ4O&B6[\G7E5+YCHG]=O.F>=ENJ;DMT6V?]5D/T=UH[MXK@CVCOO=^!MKIM7 3SCI_
@&?=DO;4N>N[-RU+:TP,:&6XE(F MD?;@W:4?A1M"2\UU{)QYX[\],/+O,W=([LQ Z#,"_I3\Z@!|\##$F^%LZ;\ M%>+X<_PS3D=/-?QKA*_$6:O?/;L 3M"[O.BU!MV+\[5?
_+;5:YT/.MD\)>B. M3#0%O<1#]\,1*)"^$YX2R!C$>9QBJ^%%3[NM$_AX3:\K=,7_Q+MTY}^;+[: M/WK7?WD_?ZO[X[R+M_^-11[*6(M_;[2D=E0_=7O'HG4& M)
?_'XC6VUZG@S_5*C60K"(.\1]I>C@7,O3%4"4W"DBY3F9UE]3X6JRT>MDF ML&8ZS+D4+""LW5FTLT)&-_0_(4>PVLP6<-%AR>%X6Z9PVNGW+WH93\"-]'<# MUI85.U\)8*P@X>K-
N$M&K+&J61G$JX2/@<=7QV!.JBN4&30Z_3[@Y: MIWW:")"+[_J=_DZ%^*M6>O:.6Z5G+>KB>?C*,Y%,M E?IR%/|[UPZ\E/%(!-M/S;^XW[X]11HDM2D&/"6%TA0GS;!0ZI/77?GF?
@GC,F2R@'0-?^=D*Y3$B, MNFDHVC N[^M\VA81/N'6%WCU3+-O>;O.5>+ *=7-TNW}$ M>\]?$DQ&^[U4HGZ%X\Y-/9Y&36O_B.!P^2,D#6,OR_+W-%C1-9%[/L07)\AR
M0!//^4!>@WHL$QG#W +QOX?/=G>;\/^]AM_^ OL1'$R'U$!-;!M-<;+3W^DT M&(7#.@4D3YJXEA?ZSA[V1Y0RZLC^TEM&"JB+S]78^_A>OA>*_$>#KZ")2B;0.W-J0"@'SU:DO?
5(SU =D&;HAWL@KF ;\.#)3+5E3P4^/-MTYF*8/KPGL0D\''P5'/W5>/\'^9.\Z68[HDG;=[1,%6P"D!ZL.HZ]NB/H%ZP MH@64DL*"S5+2;S1LA_$F1DP5?% ,>[:XX3!+^S'|?
+PZ@&OO/L@7IVYTV6F MZ@K82$QR,XE2[6M|7CGL4I2CX9\|*>X5&D^]A:$UA PAQR'O4&/M8IC0FOP MO4*7Y@C,@$8[-\EL'X>)>GDSG.M1*512'_KIDK+U 6@H2
78!F M%[.1$SAIN-ZX "%,#5YETAA_B_6'TE7X'2< M\P,;+ @XD!;??QW"E2-\DA% MA-,6W% A'Q>W6W3U!/) ^,*YZD^H V6-& MG9+AU?!*>9D6OTB6.;**W2VUVE,0721$5?
@1>VXURA]8KXF%]X",O"R>3W*U-MMV#)'8JJV325HZ@ZUZM6I,YG;L!5Z!81EP8/6U'"M@MX&!B M]K=ET> +!(O 9.5E8U(EQ%,)D+%^5KA | ^2>!,3*3-K2!U PZ
KR6]'2I3W- M&GP[#>HY\Z 2F%T4N-]4&L\'<"O!I5)-H+ <[-,=V%.=UE-DNMNSNTA6]>M* ^KS'V!'TB^#OBI+__N%,1;V 0I('#N28?
8VPM]IT0D!35K00LYT5&82@WD(UJVO,K#PBM<3R M%>4_C%CZDL=UKUGWJ2^,TCRH>S)?BW,1R/B9W!$5PQ4#BFDR?(CMWW3/;_7HQ-8$Y]HKC_[XK^3#-W-
Y%@I&X(2\]LAS1/)R&.F U9"] MW=5]2%^-4W0(J>S0.=*2(4C)'*KDM?EWS0Z)8K^>CV05DYJ/#1K>$\ M;N 72XP+51597;<]HH)D)P9DZ;S3CO'DJ%'X%9O-YXW#%X?+CL5,?
8=/FKN-_ME_N[.\T7RU[-@GF6 I'9^;W@@&Z@H?TS2+Pj=.L+,,G'Z##<,_;M-,#6#-GR M^@-;ZG,<*#D@8/6=E\E9]O=) M>SRHMNP[=|'GU$#9VUM[W6R$N:Y);-
_O4QDP2*ZQ(QX6K'U(V6;>VL8V6^+T:A@>Y:-57.^6CC;>&1NB>G MXAH4=,?^RA FIR#!&GN?:NB>G TDA&9 M?,,8P) 0SF7-H/,TV,PTG4V%FW;QE(YG;R
MD08FB]CSF$-7<_S9I0#!6,/>2,3$**(3#}7;/XI <8;?**D)(.L!G!#3C'A MR828A827$QVFL@1]I9SKTC'AR^%1(FXT7Y^2]H>%#CX[X2:IK"K\'Q]$C MHL>0Y"9LC_]@O#3!T
2X/ICHZ#{"G!@5K <,WX UPK=X0&)#IGS'P&X-,D%W MHZ]B+I)#0A6BIX#R@#RZ2QD"P-RFL$K'D{(P(G(($D>BU>H4-2[+4$V D@X>#!1;#-#,W0$OX%IF ML
_A<8H'X*9TNC4DC #K1TYGR-?$'X%0QK!BQ&V2=&=-P6PI1QKSHA4#.[0'[[/VX7)"F+E+5BA1$1W'YR= M7fM"7/;@9#>;1[W>Q5O,'SX5_C#+OSAK'M^@>G#5FUU@(1HM.]
M/7$NXSXEM6905FL6,H;N4.5N4WK;RTH/ZGXC37[839*C!!M$&I@U4$ Q9C2 M <\SMJG7,K7[BD#,V.2)#2+,>U5OT"S)C9(B:H9P8*S^3B P%SRG&S.7P_I.2BHQ)GX((G|
[2K'YC;%>]-4A:Z1A(1;RR_HV: M61>P)2E@'!^9U9QM$KA3:?_$^C'J6"[=90P:*9- !;7XS)I 'G(29QBG\UNUV0;-1@ O$ M\>Y@X1[6@T_>L9H":!\3P11S",OV IFP9D_<,49S:44RTX@"8/-
;B&D:8)CC M2%+)&DQ@"V0*?W&D@=D8QXT5[+7">K -6_Q<)KNW#5O_B<: M,[ZI])@EH$BGMM]Y^^[+N+4C>IWS000+,KZ[&"]-*S2>-YE\)97BV[_VM^? M??
D;T&%J0LDTD1TACE7,J5\6T-QMTF)XOZXO6.X6@Z*(,"PM$T.H.FO/89W$0*TIUJN<[Y-S*.L"OW+!_M7KK*JT*W&PLV0IQ6QT=P+[&V?;*4F$K\D="U>"KZMQU^+AW_?\2NSN'
MA^*8STD@ <,*)VW<32X^A5$8J2T5Q1$9Q5L;<'Y"Q0O05J/8 &0=8\6FD&)/ M.G%"M7/>A=IG)TI K;JD.CMS3.@F%* $V--M/G%UE #&7ZE5_I_I.!C7&_M&T M<<.>'S2
*$&VEW>MSM5\TL_JB<%Z8K0O%ASS|/'"NF(0[SNH3*5)(QW^],/ MBR.8Y?-(J2&F?//B\)7=Z0PC.B@XZ[T.L'HT16'Y[-2"%Z/1"2I"!%K0U2HKG'.,=;D ML0!0-
R]CG:V_P[W.:,"8.8&U?2JCXQO.$<0;"%OB(B?AB.%(4YC0!..HIB:M MM19VAHL8R*+1**H9#?T?X6B@@#_"J2-L@SZT;&N,H;4NY5FXO<_L:8A:D7#:IG-L!R!0X8LO'I*6!_""'>=-^W
M!-?3BT4?)...,6XY,N%\^M0Q3D:I.#R<2 YMA!^($C3Z7:\IKC8_J?#'O,= M\\51WY7,V'@<\26*/"Q'I^T^? #VX*;;W96&^XH2*?=/-I<5[5[U96,7
MX,+NP4'9AE(K19>L;O!CPVI2"OJI8/O;H|K P@TP@ATVFBJ?I!R*&>J+AT|C\ M>+U-DA<+%HF-5+]2==FC#N9J9=GJ+51.K3V>2GHN 9(<-M:ZZC7%SX..K=%@%N;O:=LR0?
%41DH_T4B(_LFDS<<7.@^MRW4\($ \8 A^ZY MXB\+:G21L6ON^F/K57&B!-QJ*1'|O\#6E?0F&?4QT[=-*;R(57#<^,A<:Y^3 M*:I2TK!DG34"H)=66L, WH]):
7]XE9$/,.%SC4!NJ]MF&)2XWIW19Y'U%|C MG0IH/K]YR(M:F8I-J;6C0Z.5M(GGGI-/KG+>[Y'YH7YP/L,UQ?P#?;M6.3RN* M4Y3[E]+E'3MK&M_9WH%DD6I&V.UIC-5<;3M.+P]2-
K95ILT>JS*QQSK.:WQ% MV&,3_IU1 Q>LXB4Y -DS";PJ'!AFM^$ -@*V8/GG(K.D))EA)&/;VW3A8V!* MGHZ\%.8L\44Q3 76EA1!/W.P%&=2\1:8FH)SE9;BLGT ?=*^>\,#XKZA9+M'
MQA1^Z_:,=RP/: ^ GC+NT^G9U#Q8]I*2M;_K=,14SH$/H-"($">:D)EG!%\C MK:)BOS445U4F9A26)DVRH^.]:K8WU-?Z8'3OE)-;?"_ I!2#*ICD\N#*J-76C
M)3M.0;K>F.@O>^#MA*EV$1UL/N!3.N!8(&D]QB-@N77%<9<"B+++7_(=:63; M],R'2_X M3-@HEA&"&P$_1@GA7CH_)HTQ:CP%/ OG!U IHD,.E.#2@HAGLP-",'**UILA MIN
&@(ZBO)LTAK7BN<$Al.'Q$B]JJ?S<6Y!0#@-"]#G3<@E_TR&*5?.%-!:, M/W1(5OGV*0DZLADCJK5')K;]G@$64SW2V U/YR)#P@28#9J3&M9\9=O.Q53! M-#\K#9&?#K1[P9&A!."#
(FX4O(=+S.2SUV$,=1+]KM5# MZ[*YA>AU3EMM%\LJ3EMO+G]MTYHU2;0K75;,E9,]"Z-QR,,>V8C&QG'2"/R8 MBY2&0'TBEP?8RO=:.^^S7%6!4AO+*""-&O)9
11+(\LP$Q+26MA=<5;N\Q%Q MQ2.>;@.&&6]T$&4"L_QN;B*<6.M4^9H[MRG7?6;+EN_|"-F;SW$7_6HG%R\ MZPU^PZ-R_JQS=GEZ\:\S3++##8S/H7ISW?^M>UGM:ZGOY;64*.
[5+HR7JO)C8N^!K_(K@6N,49O4*MW]]!P- <'2?H(MZ&);)M56Y2='L-5R/"Q3%H!>!4 %@S5C#__K 8$$@G6*7'"':G>A9,3 $92E M6 ;76 &%=
G' =&W3.*HR/';VU+Z#T\F16E;.E]1#/Z@]>3"9PW30!8N< M@;RT-@C'<1\=Y 2E*%"B$LC<7&Y3Z"NFY!", "_)13Y&))',N\[K]3(4 M5A\0>R,2HMN=$S!/YC4%G"[\?
@$ESU<_17K@.7FP<.CY8VCAF,"E.B8H*P< M"H(LE^'/^8+FCAK(5M !<9VUIV X1TS"\@3%MH1%IF.[<^10DCF/:S]$<01FQ M+8\1(@J=XV8':9PQ*7\E2UM@9SLE-,WDX2PW16CM?
+&N@&>Q7B=!|(;6Y!$C MRS \YA9.$5Q)9&X$HAG"]]@H:]R4'3#,2!"%J.+,*#G&0;'S"/]!E$(@VSAS M$$;5Y$$Y]$G67G+[*(WR 8]0:6_2%=*',[L=&9<*51BV?0.3!+-WULFCET]L*A@%
P2QYER9F2, Y-DJR M4,I06D%%IL#C[X1>71Q0+D]H\;<[!'EuF=! O"($28MV!E0G%|.LT/*DS$]\M0)EET4K9^>8'Z%R')%UD]H#E]%B&QDJ[Y$XDFG70'Y%U3D8DR7==PGQFE2$\
[YF#N\&G-EJ\M)[.T86<<^)W%-+,V@A%'51-9QSCU;;>]R0*]D22SXW\6"1QN37BCX3"9Q@% M9*AD-696Q&*2PD20Z4\EBE$2MW-L$8%Q.134N=38*I +:)Y8?3&*&SNS(0-'
M!@NJFXZ+%#!#Q^*)HX3"IL+8B12H*<:Q!X^=:.KFXD2A[8;S)@91L8'I. QA M!6)P7YG)LBU3_T(6@9Q@,KEEU@'!7PXJ!8"$L)PK+Z8L8LZ4O4AMBDT88$@+|-M8)0&(XR9=
(#1\C1.O76TU&R,4L(R5+963%9K+R2Y$.%9$:9V2 MI#F5-T_+%HA?O2"!^(95UT+)CL/[=`;"]=`,"7# 8@H@@@M%# O^@ZS"'O\)-M-,%4# 3U\`;E!'4:FQ90B%0W0=H-
YTICOB649DC-&P'!+02V ZF.895RYW$ MJF#ZG&\UL_>YR5K@BT[B:.P*@2XZBEV,HKG'G&Q'@47T:K G)8R-3=!115E[MR-]J99&D-G)2XJ[8V>KSCDEPW9N=29[7JD8G,V%*H3X-
AHJ0 VG1<6JU"GA M'C,N@W5T6)3V0*)7 .9EH-!{1,];P7RM83!=]OJH(,8F\!:HV2Z;5B8B/G2 M\) ^$WLD0.YU9WHQW8Q%E,_Q7W$F5HJLUP%:UZ$U@['DVW7!D7G--V[GZJK0
M5<%SJM*T/#7"ZP)H*!GD+C@G,YB$N^>F773VKF15N3&HR.L8JN"W#V4+8*7 M>20U+H5|(L"A#25RB+ M8(W@/3*O+U%LY4W&DNHY,X:U9OR_55QV*[33&G=F*B
A(NHO"90[U3E41V MEC87!,.GPX)A?TG-VGASR+=Q:*]$U0PUEDS<.M,G8>R1407L.ATL!XUM"\B7AJH[J,WF,;PP@G)RF0.WE?>4,Q^FP&+&2Y+8B9]40!:-$!!K/V!0] MT%BKP-
,^2S*\;9;Z6]K5/4Y'D8YNLV6L\+U6[R&Y99>"E0_<%8TFB<@B)W0"B#S..70EK=4I<[B3:2?S!)3]LMOS,GN MVD;#:LI AD4#.4VM/M 18&UC;@=,_<=V!?RCT+,;#[7-
MIK"XANO'B[C%QD\ZB M*!JR W=1=:>NO7#9EU.0:^1I!.J*D;\OF-C%2*9!@C=DG(*L(AC/<[=TO*]Y
MAZOTC9!#Q!6^32HV41GO0)Q#6[,R@HI(DEKG<*L7*KR0#&%))NJ!7R%SS9?M5"H@6/)7]2SS2B,WD:&[*8A=50F\)7Q2CI(K;YIGKK!7"#),5^)M&JG*'G,/> M6H-R;XRS[*QZ#2S(-
=90R4MJT%J1R.>51#K)%MX7HL:87.1_5^4LKR74OT!*.MPL8=PQ5"/1-L"Q)-PRF9AF3?IHRJ6'H27?"_JSZB4+,1E L"L^2:E22Y<:M, M2!*L 4PZPO0M"@O*A%X>EP/T >;XH[F|#
0@P;L+(^3H>RT, N?IHSGN?Q MF^48G@C]B|-B)@*RL2@@&P6TTBB#E08:8*]2TL:NW;H RW.1P=C&N=TY M&1+>5!$Q!.),4F#=9^H#4#:UZ0M$GU/F^H.J%=?]-
I2X10M?!"V0,"4-TC*C$0=G34P _\AH"@=L22(7O/B$ M!"I]?4%&| UCV0U*V&&)D.9!TN(*15*F9#XK)(+!=0K"$XWR3N2[&,) M,H@3#.EW%)B!U%,*GM()<0UX(!.BPB+T-H"-
\@PLX&E8N(/:]54:E2\A6R') ME\G>PG=RE@/=\E0.(Y/"R$=++TC=D[-MZ45WOP=D/.(#NFB9B&,_1)E:>2PY$*]S
M3O,D130#M_UAHK_@\VVO$O&;20G;//EL1M80SS)&1A,:E>+,R6<&!4V\U88NTZYL)??>=KF/|]US%M\VVKUSK'-K6|AT=U%YCO=.UT
M,J3;QA16GKJIBY<0+L[*!H"GXBV&^5V\B%0G_H@Z:,8@W/G.GZUBQ'HXL_MWW<)#V$)XDB.X 0Y;^LKMA >1G$WW@%@VO5 ($D_F%
4S/CI*09B"#/ 4\YT3U2ZPZ *N\EU^Y.N3F =&']+'806(SXK&",5ZC M%@1_5C$6%>H2\TI1K,8&ZA!3W-(RMK;I#?LJ4$\!E*7BKCL -3VF$B?+ !85(7BN/-6 MY<1M7?+,(-Q=
[#7L7N/$TAPMF:I=;ZZ+PO8;XI1 MO+"7"+;W:/,.LN5)^ACGU#A10W[OSDD);M>EP $,^.<_EQO5TNJ.M,FE0_M%WX)B,N!7!#.?
+",@PY613V.W&WCP:/,9]\1RDEE5E@9/296A;9\;VG:X#6W; MAK9M0\]NJP>'S3[0%?%*4SN/2>?]=/P>M.A4=KD4VR"(P#,5ZE4,A*&R"4ZI5
MO*8J#W_*8NOFUE9%HLKH]S@L>>ZHAA^KZ4Y3(M\#>>AOT>W1P2,N&5#/R,R'MAK45]KP0=U<-R.NC,YU:+TFYHM6=%H-R545K=_"$DE<'<-$6<9[:6WJA,Z58
MJFR)P=_"7@%\X%LI7?+(4P\CK#BA9%1>9BJ_+Z9!4884R*\X"I*DR&^<_8;H+ M-JY^:'*=NX)0B;C-S%*L,6F+-EK875A5()L7^.CO*:X;=9UMOKK7+BXF%(W3 MH%3OTD,%)W-?
69A"%|(%&J4B'D1Q*J3,U8@6HY3PQ5\3N_2N0"X75'@0)&C MJ_?XRI+AL|:,;\3DZNW\#%#>EH>A*I(;9<)YIO$*ZPH%+4!:7 FQ4W6(- M6B@40*2OS8@K.
<(H\|):53X6Q_MO|4V("%:Y5A)'3=<"O/:&)1"]0-N2I+;S6RGDVP)"[?R6'>).! $OR<-O8D,06E]<(L3 MZS^":;DBG84Z8F200WZ'>V$#4!:7K% %U!?8=/$W;AU H !K4^)%,FD0;VO<
M:Z%=J7H,FPG)S3.526*+$B:I_F4TXKJ..?X$E\N&!1,$G%Q.F88G%IN[W&7% M.WSXBF./C%F@FZ9Y=#GHGFT*.O$A:K+QG6LLAD"MXGC^\C4!H.O-,0--?GK MLJ*S"
<5@^Y0':QB+%-$@%L@C\nT.A^L3[SOG&^"P!N4F"W2 M+@/|5:+N7JP2PVV TIY,3)"?D(*4&%GV:$6A[?V825L<:'E68V#$5,+Y*19T MS-]BV1/S-
YZ3";F:VI@+UAEEOV.6T'CS|,>6B+,W%J15> BZ*@%E.3 MK#)2K*Y5M-B/-/]ITY021GG8"$%)ZMI[Z*UG,*QC;-ZP+UW'8&&SI<.\()W M&1 'UD9TD(7R;BS2G6!]'@S^1!LT1<+E8(?*

+G5L(52BLGN\NFI@S9&P/Y3J1-M)_M|:X3G?K^=ZB[:@],|5OT"HFUM/HBLV=IT5Q/.=6PT5" %<(Q5_FW$<5{L M.(}NG5?[*%=8'N9KF+UB@PEDX4+A1BY.-:<@Z(JENL8T--2B97?TX_%SF:L-83\GL* MF+6YFV2UU"E2,[E!V&S2F(+6$7'?P?/GXT)-_#3??PMM:[TO%7PHXKA.!I M,7*;U@Q*MO?.^SC/Y2)CU M+:3,,UN'Y?*

@N:N50_YQ>.QU+KP#CN^?'[_H#H(=3\;YU>MKI$;S!*V>=/[OM MUFFW1"+KV(&_;S9Q6[\WVH*8-Z+CIQ)K.)RAC_>C%*=+?^[\<3?C^2.6&]=_MU_Z&*FO*.N;ZEQ\^>\D%6L M$]KKG;43/GW@I>E44+3Q"S7;DDS87[_G MG&0@V'CV=@#1/,A8U"N_]>-\7W/WP/^__=W>772HG'H@@ M8HX6/!(NBT.9]-A75X3W;'?7C[IBE;W*(?N]!+UX.9Z)"-??$CF M>?_.?'[_CA9YWU7N^,-[5SXPZ?ZZ)8\/]D^.]@ZZSDGW\/#HZ.#4.SGFIP<5 MSSGPN'=|_/\'1UMP+XPW-X71V!>_;@UDL-L7N(*SD\HPNAA)-^]?[^_M_=_6 MU+A(?(]VN2]

*[P3EM%ZYZ*HA@&QIF-7\^FOQ'W1<=I2O]/DO>_3?!5[9]?A M^N/SO]_)@0A94XQ86PUX\/=2R(-P-Q1:>F9@*\]M@#8@DSZ.+-TPCR\#D?!A MOX+$U[_W95=&;'^O7)G>Z{(=.R HH7/:A?V2 M/NU?]087"*6@WW)<+P#W-4$ @GDBI@GQO[+3G8:T<@PNUF D2+7;TF*@ M59682\)0Z8\5AUIZ/!_1):8X5MPI<<1KG"+3$MP@B'EI*OS_.EH-6 2<8K!3^C^L!T/Q4U_03AC<))0'A 6. M'!OH,;COLXI[3%VIL XMQ4:N;(=ZE1:1*=`O"HAD*)[SJCNEN/E PZTVUT[AI ML5]K?=MJ5^\;K280QBZ%ST=<"V"B'BK-

B8O;F=D_*JW52.C)K'CQ&AFBS>8; M81CCMC_RX#YD0ZZC<;+/.0S .VJ-N\;':O/W$FN6J^42RH*[X)AD&.$.'F!4 MCS0!Y!?&3\[Y?,@=&8VGZ*Y.WU+M3=$^C'48 MP/Y#AM\8?;.,G-6(\CIYB/FN[NM5O5VO=A)"\G!2I6F%Z/(6@N@,X_'*/'TT MON@?,?P)LOE=>9XP-GD#&BE\'^;3(@CXM,W5O\,T])JWR@>M"=BEU"!TI<-$ MOQF9;*SAYL@?

@RH,NE;I<]HNXMK%#VYR7\;Q.P.*9&= D@""@@5N'QH=#)K-%Z5Q5BPH:MVW#+<4T)?0/?P M!R5='CB"MJ/B;F16F[VR2)C]-YWK'HE,+CDVA>!8!W0=7 \Q+;.OT@=6#]AO MH$AO)/ 1"!Y$\O}O;8L#R K."68U1S0/?'/@$FY,V4DA."]]5 M\S*4VD*T#4"(V%=C-NQ9MN'.\]7QQ+FEZ!944R493Q1E*1N$SO-.$K*O%BM MSX,>P.

,F6RDE<]&*O8IC8S]R$R!25*A]"\8IK7X5PQIN\W@%[KYY&*2))I4 MUF:RVU-.;@,/.,*M$'&+'[Y"B)!-Q3+XH<@!24#[$P#1>#($P!8FF&D#X=,A< M3-[F@PYIU+_M_1V3R-D)ZY W&.N1,B ,"7)&+L"K-#$T>W*S@166"V>8R(T M%K.<:6 3.B3.HSL?8%-%=RY_H%'F1N>,/I#$%O)]N4W1M^3&,:2 -@7M29/H8[W M0^>)C)V;R9+!7%>%"*8-6_7 9J45 S *!0UP!>;N$M-NYQ@<4GBV MW=U);B612$)0\$U"R:P#2()OC$HS-UTWPASOP+;G^_]#]'(@^R/@E+B2),GP M+116][C^U=V]%?P<*6X NFBVON;KLN[0;WY]M>LE6]

()6@'SPK240\"@$(4 M3MP++DN(H['2 LX.*SE, 2ZRZ-^\,LFYQ 2*&= MK9.FS!=5IU[#T@G,+X.![QO7JS^-S]-,DQRA6,+.>?D8W'#4U@?K4=?*6.>+ MH &YE0.D&LA%J*5C?

=Y9>,:^2<(6]>|' M>K7*&GHUEW0R!$%#_'%%]?BF1AR'(,"SG&=O9'2IE=CM&M3(-#_.5N4_M_PHA$ M'T,@-/2X4>1M.,1AYMU-.MO*8VV?+Y9 A&<#.W-

$4VFG&G*D&7*(B)[*),2"%0"F/-M8HWY84]8?YM1?=,?RD38)V[4MP48@@QQL8DH&L72]$0Z;LN-,0U+G%[(-M6("P.E),$AC1\;\IH*>B: AA5';U-DQ8'UYJ2?;FX?

*(3#.?;^$3VQ=VZ[LJ MBM3@?&]R"^]"O@$R>'3+PI9\]M^^3F9&N>UVM>#WN]R#_."<^R, ^#K>>=:C@ MB377TEZZR^U%BR$D)K!);ETO-C]XUH#@!$C3'^P;LEL+G29

,E':M$TB8#WY M@.9A%7W&IHRV"0Z>WX_6B.G)>FDI&,33<6W>TF@PFH\SS (A06[FVK$318 M?':2$T+9!**0D8[*^BI(A;.] HNW4V.B!Z?EPZ/(:9$.!B,9SDRPQ";G/N@

M:.Z8XE0R+\6IM*,.&6YV<FJ/1MQ7<0\),E(G7$PP58!&9G(\,8FJA8-\4O]X M+KN+N8RL\(0]82.^#T40"M,KH'P#^-C%M$6Z3Y1J2Z8&82T-[TLGPYE]T>-F

MH=*,"Y'!@Y*.2TC7&IBYA.:IS;>09#L ^=:> M L, V* 7^_X&(=V#=4.Z,8%G M*_2 +N0)>,]$:--$&'Q55X#.>.BK9!0*^&M> G*.ELY XQ!L;$M02 -'5!>T MQ<;4J:01E_T29I\[Y_8L&E[[;

;/<27;0?T"3[T@4D+$,"PP9PK^-L'VIOF2 M\BO+4AA9X5$5A=35(CP'[&=$*&B[93@\RB^F/2.-|'+EY1AO@SM\9:E%,^2<0=: M>*#SV%%<5'P!'8=L2N3FB/7/>/CWB:JQMWK?

RYR\9".E7=J-+^]AU<$0K'CB MGI[>3W1<;5KWK4X-&FZT P^-V^<8/*$7#@9U2<&Z<5;H"M+(/?=3$.&SY3- MTHKVK+^<*Y,4$E,#++*5/.(@$=%-

QO>1@L_WLB2/&@1G?:-.Z31#&$f0^)8R4 MEUUISJS%0UL?.5<@WFJ1-LZ4C[@U$)Z,9FOVI=5/_MG/4F>?MPACQP'_H>QU M'F)S8R-R*/%

*<44SBRASE1>;T%,338'(BP>>C1!R=R/93ELP)*7RK+QWD.O1Nf?) M'^3+<;Y'$M\F8X O)P5?YO+EK.#+/++[LfQ5\FV7W@MAVD/RF>'!S]\UM/RX?'1C]_K:?FD M_;AUL3?R

B^<6Q\SVV3]5$/=?AIX|&EH9?L?!V1CB M'^^1TAE]>WV?0(YL|K4R6"]\D&YL.GA4TZ7Z7BDY736O%IB:[RNS_/0=6#Y MQ_'T\?=9#J]_:ZI2Y_K:I%'K+J1_V6\0DM@*=KK2/5K-

Z=U5MYI7\&LO*D?YV MO=]R[R0=BN85O&L6_J8\'?4XOCN/#! MVXD&&Q8X[O#5EC,/A6\&9=4XZBM-++WKKT--/2H\?]]$]RN((+1+TI"Z,U1[;"H46+# @L^/'G@"L$Y]

M)GHVT[Y>;"WPX%]#5,?'\;(J$%6!J#8:47V\:4W!J/1H/*.#R/B,0TBM=GP0 M*NFF?X7O"L15(*YG(*X\^T[U6N.ZGBO@>IG7;*\(_>?6'XUJ ;<*N/5;+6;A

M2.C0.@"Z'B1_,!%@PP+'IF.MGP!A'14(JT!8!<+:,(3U>_V;'C5T4WW5.U:M M=%JUAOWAO@\$%3!J=1AUEV?;IMFXOJ!G":-8(?ERV]G@\T#*B

MKTHV\$4_,R<6;%C8V%P0I8=T\",:L_$WUAU'OIW L&$Q9',A534,08GPC:$_#;@Z/2C 50&N"G\UT>#J MIO'/+U?),<#KN\OB:,H"3JU+4ZI=K7W+%4JU\^S(716/4148ZM42>\V=,6OS M?O'\5(&=GIUC\(#W*WH/\&QOM/B510%."I TX:#JO.QYIY*.1+IU]\A** M3<^&3;_GV8'YHY%O!^I3CL0WKNOM C<5N.FU#H"'+!QFP3](7FOU2.3@Z/7D[MX6##(L?FXJ>?

#:=`1;PJ8!-!6S:--A43&8>F75A/^*E 305]6L7N->; MS<:G^LMT?%8%3ENK$0]Z;R<:,%C@V%S0 MU!&:5/KG.:UW=E8@F) !%0AJHO%4U;D/U,@7;D_0KU_1[XF[CS.#@I%/'4FH

M=AHW+59KM6],:?,<&?HWSB[!PX*X%D"@'MJ?"7FI\<##$P.RYI&=WLO6ESVTB:.M+OK]_@K418) (O/=E^?]\TVI+/!SSS=2S/_S__GS__OB1?:FFG5+ M6;;9K):BE?.L;_+R.OO77#8?

LA^SY__O'__^4_TD#\]/_G!?_YYGM[F^?P_OLO/KPX7YXOCJ\/C]ZO3 MRZNC*RF.A3@^/C^!$&(ZG_Z?H^_@IW Y_Z9[POY'\]M_+%C<3G_W!QO&I? MWN7S]N:'H\/#WWWG7R']J:

[AT6K5MM?SA"'"Z%[O<5O)VZ8%855?W#!X?T?R_O MFQ<+L55F-Z+}++;

F$SF"U<]_J'IURCK7[_'D9HSV:R9V^WY1,(,S'6 =]PQO5YX MR3SK"5CI_/0K8:7C0Y>5AJ?3_J2G >-._2H^JG^]ZT!#SK(WG1Z4O..TSX.O
M#JQE!C*;X=DYI21+A3#@!N2(ZG7=/TZ@9=0:('3@@?G2A-]Z'0!V.(N!KU)U MITY7NP /N"[E/8Z9E^"#T-Q<69##+J(K]?I (AG31L*%=&M:+U#!_RCK+@>C
M$S>'QCPHZ6"_CUL;4;S3S%S^/E^=A)T9J43MY:^ ON*N!W[!"KT+^'.)UL14PI(6(2+^(X7Q365&;^AU[F^+@S73\;$S>M6*[M8V&P4]-
LTN2P!E&/258#C;J>ZR>6S2>V!TC=9B.^5QQ&C#_.(%\7:3^^O>;B M*U'HOFT\/$[[G6]H^;"9^BAVVOQSP?=QK'VPC7_3.!%W["V4FRO6CSB@=(,. MY'!*/#N<_5V:K#+
(IU["^U&/1(4;>2PU]#'0 M3*^AS_3!1)T*@U9NZ)K=):#]=T-,I2=W. 4'(#,F==H#'#"0D$OJM,QXJH_ MRZ&7@*>"&WHS?
4]AJE9^";+H2@0'VY<[*10Z'G4*NZ2(3HH<[2KCGU$Z>PGU MD1"O),*B,.\(J1.:OR5W*A R!:,@#CB@UM5<#V0QY&,Y^NO:R:S:6(;H0&Q1 M86M;&:Y4T%?#K!VOG?!
[\W&U=P)#CB0V<)/P&3/\1<%2 !91PW&Q3Q/1!@9> M_]]=KJ+T2/71+' M5$>PC#P*T"S4]#2WT]Q/047-AS MI>JYA*NY8"%>=_]@>0\C0>AO][L^JZ
MA.V:ZP11)*2W9JFQ#GT#JNV5_A+<.6'MJJ8,_-6%][YVM\VL;KV00C+0X_B M&SW4/M!QS1"#F^X6R!U=^J]NT\LK1D]UBE[25,'B>WO=E2IC,(0Q=:UD35X' M=>YZ!-Y6"
(/TJNQ^C=FGBI)C82SES V5[5A-24Y%?^R+(;"BHJ NG$2/(3$8I.P>A)9N:64D0YIG!U?^))IG%LZ9S;R<'AR9=E:5M_&>?IS\;$21S];4(GS\+\ MC;?
5>_(C=J<0ZIMV$D#3T^C4(V.N6JL\AR_V)\/UWUMP9ND-88,;15@7=5F]I?VYSA MZ P2<]"]>LU27NN$$T^)FP0.'$_PCI-@+X.@*O8N$ECQR*#-KXC#TD/J5)%!
MPP!P!$'FM8\WL7%%PMJ[V 00 MV)8"S'D.K>TO*D$$-8VH*1PO&8MSJ!*!LJT4!/2RI<%,B4P[/?K:'#&0Q[<6 M,23RY:IJY'PL&:G;:BE\6]PC)C^;+O&DZZYGB-S;!!D_Z;[$2I3M)$U=P
M4Q5S#G?JZJENA=7!305B0/\|E[$F\=/6^;331HK* M .S*>SY7\QB:L*Q?&F4W*FN1-:7??*65[ELR'=G'I_&U-LI^TL_&Z6,/%:M. MY99CZ>CA$45>P[!;B^(FU^::GJ1;HA=TOC6;8?
2[.8X#'.:&UQFDF/'KR=WP M5H >QH-WP)L:7'O)#1Z_-RZ*-T[9@Y7-"&$X(2/26 MU+OS!=5T.W^57KG$K!#YD@$ "N.A#!0H("Y5?6OG%2LL(SLRV:D?&-[7*+(" M=5FAC31CS/(B..?
>^[5K!JNGE#W29,/1));I MY!ON4YGTTZ]Y0PA$BXX@W:[KJFEPGJV\QHTI@^DN-U5P7V]U>HYEV]6EOW9T M([TJ0/7LL"C/STU3-WTN50!UG0*-'/F*0_.7^^0+5(
MAM2/3P^N:+#&7KZ?N:/:+=@D'^.L0LC]-J9_ H(:+ I1^ME50X/#S;3"0J(V M,&1*7]&X$LV3&!'\-*:,#C9S^"JH-[EP*TK.GI1 GXD<_0(V7DX@DL7$F7)4N!S19?D)5,!.R7=+LIR W
ML^-1/H+G(L)N>- LMQ#2<,9\FN/T^,#D MHWQX$SD,]Y6==Z)TN+,#T: >\K(L&]4+2(O?!CK&"I=1&?95B1TGD#1@\0^(M)-R_VJ>VV'K-/"SFAN-.'< M8,%]QH)
(;A0R\+.VX*2V*H.LM8P2FJAA\-Z.6B-AZV6$N6Y0>>@3,#JH;'#H'-@[MXXEJ /!,<2&>4^@:]$AC.K!)U0UJ:Y[&CPV?9O,;&55)V>?!8[PP3-Z
MPOGM5V2R;61VY3I.^\EJ:E2\6ZHWC7T;2;A/"5X[[1JUO!;UG!O%%CY<<>[R MBL83-R?SZ>?XR5&X-<>X%CW90^*+1>?MR4^\[^\G6M" " #QSP+@@2F&: *! MQ
16Q]3#.G]3!1^+ 1KT#VH(W*G^[5/]3Z_ 7(4OJ,BW+["23@1[MFE($VZO_#!L">UJ3($ML,E98+D;5$"0"=[J+QSTCURI;Y-:8#:#1\|(A9!*!N;)Q M@U3OH)0E9N/XLS)"577T =;-
:WO,&B]8'< FFK#^IM83T,//#BA,^D;'?[K MQ<7'L&7"NN83@PQ12#W/FGK,:DD!8A$*PM"@BP">Z9 MTD%TW"@DJO2(342A#LP3_!W]ZWS3"DU-A#5!%/%TSJ
)Q[A$WM04IPA+S6]Q M6ZD"VWFDQ<>^6]--?W-28WYA95#V&'^7;:#4]-KLUE>]NH2&1S]\1!%'L]^> MMP$D2&P8K 8&&0DG#'3)V;KGIZERIGE"O=XATU8W4'E,*CQP6-NS:&[0?
#_ MPC+>:$.^0O/798:PKW1NX:[NZ9[N279C!]NBAQW(B!GH.CO*8Z.%-[C8WJY0 M8Y2PDP'Q(?P&NNE"+;GOB?-3370)--D<63< !U'-YTT%+XW'[MKI'+_KU9#$ MK04-T-
;3X3W7QQ6$/<%-3V/)S7DU-VRF-H'C9H1SM*KS;1EPEEYWXUO=$[3, MVU8C@#&25@]N)$!$LV+A:%@L*,P_78PQ'X(X?5!9NE]J[0X7\]946CMTSD-
M>XU_/2Q/)_@5BXD'H(>J7\K!#@LVLQ_Q9XJ/O$CC>?XD:D@RK\5O[AG-49N9 M;HAO%XWAD9^OF+J0QMK!O=L*QCM/D?&$@7G4\P(]^]=,SW6N<@;:V)P"MBJ
MPAB#X=.WZ'<*.2$^7VVIUI0VPVX^(*]KG+D>#&R.*EH'RQ\OIJ@%#L#9CRF* MRH.U]HS_![*[0CG#5GC&^\4_G61%XP#N1&?\&E]T(R8+/&\]X$NK-Y5?08:K
MNM8]+$J*]'I)%B(O6,HI,>O=YA.8])N+IYU]8_&TQ"3M17*2]E[MOO- H\&S5_-;4N#O].CM]Q10]S_U+141 JFZAO_04 84*.%=M3;H!>+,4!,-
M0!I(4*=ZMHDM=]3VZC>V;=*SYXV))W$9W2*G$\YJF>@:[;,?VAY' I$?%&39 MG==[S/#&_KBL8,W8)VI!W$R<)[RL!Q_C*]RAG0CU$LWKB#Z UN&CYX[G:]V! M](/+IB[81W?
J7WV5G?KG@YWZOT@J3"A;Q=C(I/\2-6*18Y9@-YOCB\ZTJ_5I M- J=G0ZBU^?NIS8IG(-_+D7;4FC9M2DI%*/SW,;=8]0H+&HZTXZ;:L66:,W ML@>_?@.^)!J_#-:TAQ)?
(T?.LA4EX#&"A!&>/!BF/;*0B5D O(EWET?BPY^? M;%!Z<7RQ0_C%3Q3*G4>(&!2$556S#R1?4:W/NP+] 9#Y*P=+[!8V> Y?R(^@ M5_% ;<50@;!2<*J$J;*MYYC009XR("^>HYG!16?
4 \0/ =W["4><\L-C8!46 M*Q^K1KM046)#"VA(K2BR'X-V]3ZXH9&<.GRF0"UTY<=FJ&16_K%^HZ>^-92I M7YN3S3GZ;B7-H#"WZ:UR(+:TM42;$-4>*SCB)R=;2[7SBKP,A &
4X:+YOF, M->8(C7%E\#0/Z'="C?S!;8;IT$!&;4*&C!,P\VY/P#[ZI1M3*J#J)W+.%=DJ M9E^ SIHOD#L5M<">3=4@0[>+6PQN4QPC"L-M(HY/]C_*BX3GF,4_T$,6' M T)\G,DFG\
(]6TJN"5'KF7%1/%HHY#45%KGF'XJ6IB^0X7>R!"$^DQ0KCF3) MM5> 8@C.>+FUQYJ4RF4I!+X_>(E:X?$\UT@^'XT^.+:.##TXP@+O:VH#N&N M,C-832)JH
,S0!'\4U6%!M?)5M,\9@K0"Z=S(I^L?"J4+>)2-,,N+\&TM&? 5B)1VY'QR01ACY<@"T @%+H>"=W%:J9" MT2Q7$-2.TXZ4IL3KC<' 3YJJ&H>)LFS)L%[D):@=NG55O, M^KOT)7Y(9?
3%EAYL0N=Z%DM.F73] J.V*B",4H(1-A'BH]P'Y5-4=X\[H:O# MOGVW20_MB4PNF/L&L6#2H:"$MQV6I^;TK%G8?LLY(H"JFQ MD.6UX/ISG
A,QF%!D08P2K1Y_OOSZY>9NYP'5TP]KCD-!%< MRM253H>V$0F#U,44X1"9_D3C?D1^],T=Z"RE U7B0D>B>2Y3M01/":S!>REJ M56-*)5KH23Y/(H9V:<-K;S2.S?G6CR%^L9
MT&57)R&14TZHFN7D")-%/W2'B0O2LH8 =$S8]QKR=D3D;_M_*F8?\$4HF#SV M1N2\S*H*WD8@6B9;D'EY6Q6W;)9BOY@&@,$, UWIJ\5@]>P;-SS['.=.X]4T M!
X<&BE6UC=7_D[\-N15C6[0-RV M!'M&%4^-\]S,K?7#[AXAO+)R0OCQ?IR..+@T-E MG]HR,]@FGD^:-ZT.R \9,-;(T.T%(U:&;@21K7QLY77R MM':=#JU9PWD)FS7+JPZU20'2=
9TXIU2G-Y6-9P4*B[&)YTQ+ N0!(7)6FS2 M(7.ZR);5K:KEPDO-,VB"$$T1[!O)&]#OD]'IEM+:38JT1L%R.$#)ML--O9R<,^Z/=(R3QQN]&UQV35-6W=P<[5 MM(]$=[-
M)>)T4HNF:>"5R1(J*FQR>+0@$!"/ZFX4U6WGR?R6WLDXRHGYSN.V M3C5'DN?4-JZW"JI'C;GCH!X5(V/R M5L4/"B"%9MX?OOR'X?K7Q/5_(7'S-_))=? ?+CQZN:6_2$="K(*ZB$TY-
(- MII- A:P_T^'0APTL:,+YD[F+I)M5F;4(UBW2$1_5282J MG4U9K"YF4"ON%VQDL9@H@&@. *EJ%1=6LJIC-\S+!=BY=)\YH5Z0'/)_NIUD MMDR'S(Z?@,RFTA,4&\J:LH=K;^%)5#1?
%]B!TKN594X%3([?JKDM!6 6A9[(1B3T65>#L\L&H M L>'!T?/01/'ARZNP,4@KL_5=P#%KQ#$?C"* (FYM0XT2,SMD1^1+@,A9*B M(0/FL@%O>[JV4S]3O9DV.3D
&&!QIX/*3:P=V[" ,T"R\5$/->$L+ A/T M]]]2;(AK/4, Q<]5[HG&7@3IK:;"=_S. [1!*G%FP.R:=TRR[?(;2[:ES]\) M,;@"CWB[T..[3+-(KP?
&X4>PLY9K&)!26BM3$AHTQ"B1;F/"8+:U'8KVYW]6.XAE1#;J$#'''<-E]UA6[P<3'(M9Z)4\2Y\-%9?**B+4T20;6\:BZ8E$5Y"*ZT;9JZY386:-JO%UH*+@ '53#
M@2K;2L=M':BU,:6K.OYQDMK]Q/6GX*ZF7&:DS0Z)#PS]^"FY7!KH(S7%,O1 MZ<]7IM3*?CXF9)B>M2_OT%O3Y(V"+E8O#,X@[(8#O8XS]
[:5)!,"$SAV+H,&FFJI1$_FM4K!32T<9C(O(2.ZC1/&CT*03/WY$<7U=T,O^'Y!Q@O MQJ\VWKY0G;35M23I;LM:1JZ.+7_?&=1,W]C#Q6DD]VB]>VZ6]WK7.4\/SK$< M+^^J-
L#X(C/S<54K$MU4CYL;OW,?2 UW@T\8Q\&@6]A6H-*+7**? M0E&&AH\:-L4@SEFEK*[@3#;\%CW1&3MT#0(OS2%K Y%NDASW/J[4 M+H:]BV&',6P[(8<;P8Q0U"$0;P
M^@S=C',G($O+6;[":3H68H:Z0C!4TW&W MM/$V"%74Q*$XC8@2^VDE1OHDD! -Z#"G.^M 3SZ+GN\N?V#R!U>[_$%JC)40 M9^F(XS_+ F6?A9*TX0;AX^1-
YMN2C,FU/1:'!:AQ[,KZ)&'*&'GUVSF=24; M]'/O%@[,A?ZZJ-#4M4!8/'42?J\1+1#>$M.BRJIP'(7SQD#0TTNI-?C MP>:ZOY>,$L36%-B\ 48F!;DZ++C/MQ43,\GPI$-
]$S/O"@%.%.&,Q*"UI>", MTT1*/UWX2+O6"'BS^9RP*T5'U/"'E '.&D,\P7V2\BI92- M4)-?D6(E=N?O&\NXYDB!8DYC#F$\@/U &C#FU%R"1\;C6E7CK)DC,Q.KO!4% M14SAX?!6C70>
(\R#5(:/0\J1)Q),C5L@2IY=#\ZNT:!D&P'=K14[8S'4+>7I MA%C:!$%=A3**7>6AE]GA.1,W<*HX\^AP6P\P*9NB+Y0=H"AU@)PN;X.Y-_I8
MI8(DP^PG%X]31@AKU+F3SI$*6WJD*6*4S4AL+Q5,@VEMG8-=5T)Q\&JTHP*:14$._Q/S=[.(TL1KLL[,N[IEF1'XH"&6XSUP_]8 MN#%8DC_4ZVQ(+W /?87A[\SCM!G>'I0CZPF P =
M$B>X(QRVE?82(KXP@R7+IL,0WPT1!(;*ZWL7_:>H&G/XX<=8&*$@"C%=QH!1G^-U*12?;4?AUE@P!G-O2/H]UU7CMAJ(B6$F3.SBI M>B"V*7-"]*BVA>-=\EAP4WP#YV:_(
EC_XJ%,_]:P0->$]S5QC6"?DEH4'A. M16B7Q^^MTVY733G,9^.=@U_=.M MRC*]D0O1%>VN6_ISR4Z4DFIDR:;3TJD)H5E3&._)9!:&?OU@@0DTRHO9 EJ: MEQ[>EWP#QRD(!*?O
RFGS![B1*8\6DYHJ>JG$PW6R1P,.D/;NY+]I70LS]U MU8R.1(!2F)A:3=Z4]W;JURNR4?D19#Y7I02Y?A>93.6/Q0J+D\-ADEXE;^,U M&I]NJVF:#'-
Y;E$'9(QPF*KB8J*1"EONOL$>@[Q0-2&ZY4279DQ%^:'N5NWL MGGMFJ#V!TNO^=;7$\2%%K@)H:Z[UTO"CUVI81J=P0X'*^]?9:F$%QUG7F'1? MJMYX_0
;V4$+".,Z3GF)^LIL#+!K@\76U+*YOZTTFQ#16G=*S*M5RRA$9/'I M.O1YWIB_*]?.#KXA"#R_JP#' :I9?0K!B'YQR^VZ]"10\A3.IW*.[3WPA$[< MM,:V>!RZ;(I4'Q@X?ZA/=G^-FKQB3
M,I-8A%=793[+0-V+&CD0;!^$N7G0K>",&I$?8-SL=74PR?[:S@],OR8VQ=* MRE,OI6BH$6BJ=8"S K1G6@S#$ PT2@P*S&"LC,9D[<:7?]F\FY;.<(S:%%Y\
M8B@DIL,=E>^K<1]8T30=M]L*GR)Q95I?Q,(VM-1-ED2C0>;QQMVYI =F"I?< MZS]6G]W((C+Z6\'B6R]A*Z)YZ;5Q?EF/] OZH-T*DV2:[X+%61>4[V#0Q86N M/5$O_C?Q6T7]?
Q[>P\X]35X=)&3W:??4R_LB&,)<%N)> 1W%\K-^.;-EAR C MZX=/:G)ZWFARC/ !R!9RUY E%%8.6TK&21$!\KC>^7@(@R4^L:A$+;VB!(Z M(^VC_:-U9EJX8!68:R0=&.@WS%+,;E06;-
,YX;;17B-B\6W"&G_X42U)OV!U M9,S7Q^B5^2G5B9\A8]._SGT$CI-!!(Y]K^%_BH,\E@2_I>2-$U5P%YMS7I97 MJ$)K1X?9CSI]^T;< MH7WL64A;JC@3HD@7'UTE%% +Z(3&K
(_"#',W!3,MIY*4M:,]3Q"CUNW5MJQ M?],*$V>*;4.&0JRVJME6-^$V(1OTBMT$SULL:))>+'""QQ@XBSW0IS:8SQ:S M12?:C71/O.-V'&<28."(Q@) UQV8FF ZR6'IC(L.8*G\)EFGH;WG'-
NGT^P. M1$4JMY8@[>=Z"4W'S&C,6!X_ M76)J0M M2":D!Y&F2H.5+V*AZBPUK$P8(K?QS\JI[A9UC3[)O#,CLF:"AGJU;9U/NU8K
MI,>G&B)=B6&V(1HGM97JG+&XD6JLDWK=$C44%MK=55TQ!^6$KA6]S=P!7_E\ M>0)RET(-3F_%$1Q\VG.G#1+CH/1ZP_Z%5.7$]G6%@K@3NM?"C$'QLG5OR64^ MPH,]C8Q!4:
%?3S>8YW+B_*46L4&B,OT$OWA %C8YQ%N!YZW6H%U$3VHV%7)G1";IB D.*U #@ M+$ C5Y/@^5!6=Z/+59,%O:USMFOH9_T#Z&^4MZM;P8'IM[<,NUZ*:\"#[>]6B J'Y(3I-
L2SL>L%PC.>9%Q!0 M!P:D0!O?IYV(.K?*.]LE6G2BY?@;2[2D)?]=D\)*% *J4U9U4*BSIQI**17I M&4!OA>%W+6/?1';A.H"[,"L M>) V&&#DCU]2?G;?,*44?
<=I^@FW6F,8+C2!7$7J6K_F6>HY"&VX)_;+B&$P MY&&Z%3"DXS1]KFP@HUUMT9T=**!=Z6N2'4V:!)Q_@5.?VNZFM0GUNK78L9! MG8
L,"+7>?;8>QNS;DKKWIO@Z74O<&#HW&JV]%G5==HU*R$#5 M#)8$RH20NRYL;KA?M5;(X]KC_AGEV##R*27_VRQB MH] +V8BVPY*'@NB1@OSLP4>I(S22
'8'1$UIX%K5172B^%,52"(6#]_*E'L+ M%#X*LNV>H[%+@I,=F?9F7ID.7\[)M7\(83 T,X[=SI7/C*TT-Z!4I,:T<<,Y>") ,G[4VT/!!BS(;"2.75]CD:-:-QWU6KK3=KTC(I)4
MQM%\IW,WT[EZ&S-U]$AO&VM5',-U=/$RHEL]6?!)"M6OC?;3PCI7.)<(%&^. M(KSOUZ3NO[FXV\DN[K:K'?CJ8AN?$K\8"HM(#K31O4:B;-YT&.D$YT#TWS%J MGIOB0(5@AF^
6W4'HJRYR5?X\. Z+K_"W(2-G+YJ6P71U'@SAO!*Q?H-%55]K!DMN'MI4 R+!?4O04H5#&JA:KGD MQQQ1(E5UD+$$W;H6KRA J^F^$1DSKVS%$@6Y;+$2#N]H5'^PN/;V?
RXV=>1BI2Q/+=Z M!K;]Q1YA\U5N GP;I$5ZE1FQJH*-E"\/S-+?7;C?G:BZH=.^_Z(+$J[Y?/UI MQCZL@&J];B0Z6J@C\UN4-\9U)V)F-&0':F:-?L1BI28RVSB[J8HY&TA#ED^$
M07&NEC\>*IZRH&C%O:U8& K2H)W N0;M>O.<&X/XZ_>S;](.R\.V!+YI]B$O MY]:D^,)[]\CU/W[;)SSPG(0O);;Q&AV[-/X[VD?7)3#17-LS#QP+MA5RZ3PY
MN:0@5!Z0VAJR5_"WGM.]WU (G[\]B>FQZ?/3_B@T10_A@LKCB+WQ!L/].#& M[[AU/K"B,[=6:I*YM1UND2K6M:)@.NDU*8W]AL7^V62DN,VS-N:R%7E!C$5X
MT18.VD3,8H-.P'3M:F[[?T,A4CW+V9A-'#_-_6IQ#9'J3#VB0O=)Y$%&*V'Y MZD(0?B5E$:@2UKNM(RS4D*3"MOJAU;D+09D0U.E3X%9?G&\Y;O5S%2P='SH%
M2\>'@P5+K^:HD+C, PR2:UTLO5$)DGVSR#XY/TE9(29;IF1B7!\(M'03_5BY M]3WQ4AY*L3:1,IZ8@_O^'EP%S,.AHTS^W*#F'YR?-ME*D:
VN#Q>$99,)P"B8/VSOIMYKXS05>^F48>HV, MV\@3UCX@]EHZ[J@0+N?Y @>/P;6F"'3CEY[X2EIWI@K.0F-VJY::4)Y^Z6O/ M^2D>R5$*%\8+W[)Y=%5)^NVOR0@Z#]+-/=
<<=TE;ERS%T/BR44=MV/D!1%]: M^*2[MYG ^7M5OO!OPV:H%CUN5Z+QV+78]=L"0S;S['#=7V;"*=AQ-8^$ZQS! M;)+))D^]B2Z8(D.L1#X/HBS(&*:NP'VP,MRWE?H3(O]3"U$1D*
[RM?3$=)"W M*^&4BFCB&*)6S4!Y6-+0IU"WOUQ[@8H0Y+\QP*RN5)\YE2@/N;'1/(,K-GK2 MO2KK78:9/JS;U=$='&._M92:$*D:T/6%CGS GJG9B/WV="8FMQ)J\-
QM0@G1P>K:)GQFG//CU\]%>.K6H5P<7T;J&T!WJ(UT/ M^"C'&_HH)@3T,$_EO0H&/LQC 3N[U+U;^!66;&"\L/(#9G%SQW]D@&/[8)>%
MV(M(7R6'GM"%BKB6CWXUBN(Q%="QJ2W;>5Q;Z7%]:1#ZQ$?.:#31_C*,=),R6=^.^@SQU:^ MK428$!4^I?L;);YOS@T^/3A)WPU.I[S?N,%EX#1@Q<:F9GOI$JYMXZ0.,M^#
M,2,OD>:J&$:(4Z^*J$'AA0T/TM7V/G_1[M!":HZBO44SQ]O#D#JLO1F&AB?>/VYFTE[X3HVS$3@WH)-8A,38)E]-,8YO93 M,(*(L &JZ$ _"2J+Y: MF_14*N//9 8N-G0
\)I9A0UGIO]NX9=(.^UX9(8-BBRW94VT;567\OX/#;9(M-_N9 JY?^RA%:QZ=1>*Q(ZOH4_+(LJ:RJ!#PSR#<>%AA$Q?*MQ>U:#8*6SA8 MI-BZ3A6[:][
CQ^/A"#6)D8QK05U)X>#)U>\[:$V!8$,[:B=CV]#KSU/36^A^@@Z>4C M%GW<7)_I<<3C\3&PQ6TS_50JY .T]4O5L1\PI1%L#)#E:0PWK=(#P'"R*M@A
MY.1O/Y^DYU*'&LJ6[#9"+.>1TJ"]*ARJ!/5YO7 M;H\OF?\ZOE9%IFZM[RYEZ#GCB5"_F^H%=#$6/GM3KQ.G]4!:[_0@6_NF\0X3 M.!6;:GTT-O3E\8.QH8\NGQT9^OAHL-'J%
[R<@^[_\,%OC1F]@WW^+$[:C]IG MES@'7**$PH[,'M0$RH%^Z'Q3:;_FU?+6\8 M*<#)2[C5?W8MJ!E$_V+'IF%@:>.^ZI??BOA).M6]FC7M$7*!OZZ%I<%EU7+9
ME2HL.W$3WA3/K&:= RN98X$KN.JW(1\!50$!PB]9G_@I/6)8P>4ND/!EO4 MJ&4$ (5_J7]_OO3BY?(%"6"#1$9207R-8(TL2B!7TB:Z?5G< 7*U3?_7?%/ZRX M ,H;-
,JW#MDBG:1]G[I]G4(5O1V)?D^7X.>N7@@E;V!I&5,0H1)F:'>1'W1= M502^"1+ND:.[$SO8!,.^,E?Z4A]PJ>$.%ZI>&Z5,A?I?+E=%=2\EC>TDK>, M_"K%Z-?
$:S4IF%];\4&2_ULM\X94;J?K---F,9FD>_H?Q!241R\1:GR1?H4LSELO3A0;0[Y&$5 MPZ]\M ^" :E#@0;OYY@W#MM$/0^UBTKHH;JO9;Z<@B,8B2:'^1GRV*I:I\2F
M.,^[+CT(YH$V"%KJ'QKT*<$)R%>039 M\9L+BE]\8T'QQ+1$>H![;QW7WH99A;'TV*)EV6U2OW\3OU44GC&IM,"?;*H, M,^P&^=*]BX'V1@K#R9CLQ/52DGU(D"8KQ!WHA;XCK
S8:#./\^P0@RV\#>4! MRXHT'HXAO._5M7J5"XW1@J#@&FSQ*LGUKN$UX.5INSAK-]L.ZS4]7+9_&LM! M':0[*, 2;/S\@,S]\F4UV%;72="P@KQIFX%YO$2^_7&[!/%V[*5\+_LD.Y4Z
MI-)63'CDYG6EUK9F"'VM(3(R=QLHZB(YBHK%HE2%,D)6X^A0G#QOBH=N81_G M9 9%A=92@!BMD29I(SYP_'(>C#&6(7CT%; *'BE.GVJ$HU!QOUFV[NA?): M\,H G/36P87[8*)
(MTF3K4OY$796M]-B70.\S!U2../@AL$G6X]M/7C]CE[= MD8Y]-"AT*ZZ0 MEW6)^C6>U4_0U_2CBB$;O1'70!"U*K#!4IY>$YR?;U@;5V5_6NP6=G57"ZI MA@AL
;FBZ),H/Q!YNRQC'".K&;JV0:3%'AO'P]-3LV*6X,A7.$::1[!;@D?F MG,G:,)AEI,:Z1:IJR5OAX'IT#;H_-GPO?.Z($AQ50(];E/'A;4B>AC)3GX^P
M@XQZG67N3?:YO[RR=:"D"/T7C20[^V\86_N#CMP4E*G7\GKU\3)7H;M#L9QI M7]&"A*!.U)L)%5$?KI,@X=API-!="AZDMU8P"8T?C;6?T[LJW==8+SC1V,K
MVW=P>BO<5$P'W94V_R&X$:F4V;TLK?FW;J?'GNFO+BS0QN";%TH<>Y0O=&W1 MMXG&#?UX*SCZZ# 9ECY2+/U(S23<\#G\R'9*0+8Z;ZU(CH\Z-NXN=NV4T M+1=WE"=F;)
Z=7@&N:EZEJ&V1N;>(IFDXV8BFD5%U]"P8[ALFG-MNG(>/'?# M,SW]1(' '%*^P!T X5&-I)*^N4COY2[2^ZP2))T2HZ/Q4&]YK\5"WXYFZ6Z+ M"H*/Q[*Z-
4I!;C\7A>&&AB*,0S;PT2>0+[Q@FUUSL!R7;GFJ[;'O4%XS_5O MU';W13 M@1OV^,+'RW6%CT<'AV-ZD^+D?-6E,XGY]:HY6?X)6+"J@15N MK^N>N!MO [&N,S1H-8(9FA?84='-
,#J!,MB469K*,ZK\("A>@9L=&9Q3M;;UCS9%#2Q>!J6+GET/!M\4W\T*T6':A5BX/IJ)M&&NZ&W66P3 ;K:I?!VO4J? J0 MV:+J:JM*&QJZHOK?F!/] 3
$L"B;L+)+13=]O4C]O_TFQ]!^,U.E=0X+;[7A MK!H2/@X6FXV-@GC;.#>ET3#8P9CT@J^Q*N>*T#I4DYF:7V-BL@?93U@\D#_I M>T56TQ/FOA0G T*X%0P_X\@5\L;
M[M9ANEAS;55?BS+_GPVNI?I5\-6+_-]=/E?5ZY%UVNJ70EYC\SVV"%SSU\X# M+&PYYH/;RC45]%=F8W1EZG^+E0 #(H9)N/41ZW1HV_?
K#74C0D@3E4,D9B34G*0IOBT_H_5H%P?G.=/FC ML_QGIU<79V>71Z>71VOS_8D '?FI_I/!5/\;-=0K^XM ?B1[70]_W&RL?.KF M6^(9?L85UZ=P[9Y"-! 6U-CLPNG/J./?>H,?
=E98,>*B"#CP8?'*6=6C1.?[W*Q>Y M+:@$U2;:B&4WU#*SK;1TFQ(I*27'=;-\NL9R_P2)0-;Y<#:PO<&9OVK,[H/* MCWNX]G&J$WT-O"F@QU9D7=*K($2PX_="2?
Q*0QNK.U!YM;C"=8WJ_R(:&!4 MN3][TY$9&+M\C,['G!P. MYV,VCRE<'7VW34F<5.(>/L#SZ6#'B>*HI.E=D0 M> QR3IWU*T;[Y>DS.>.NH@@*P G?<3F3S0+$SN_]/3SIPQ.BJ7'8J-
NCX\G M'M"_/M>!(NA\N81G@5\0]BU"/:.P80#WO>>[N) M.)VYC->Y[4\". H'1]C6LEDKTE*M6P37\>.*TJ4<&&XMM\WB'FI[(B$#\2 M*(;M)#-
UUDC$'AY)/)_I9B]MOA*M'51V:>X6(MS01Y: 3_Y.L<57 VK,F\|6/O6]%V31] %5TC>^&/$BQ"F;U=K@HZ$=-6]M=* ME#LE^-FB_N8\M
KDV7&Z<,H=VTBE4'R8(/L&RLWBI64QJ!Y/.EVKR7%YC:-8 M*)7+Y;*6[W::]+,1@1.5=X[?.WRJUV,\"?Q U^XI>A@$27*D?A^YK*EF.7>" M8QR$9#B7V+/SF#-2&0(=::G KO-;HS]
(.AB5'J_TWX2V&$2#AAB2B\[/ZB-* M#I4G8=*L*Q9Y@143+G9.@%VCM9O"7G7F-%I$FD&P'25(66A6&E_'O*RJ=": M'%69_*D/D5)/O68U/;#!6G1TI6,;X''B9"''U\VK/
^O85])>J&'16[T*U&UK MH#49R> F$S6OD]T[PNMYHTX*S&?BUV)NQ8%&&LC]^U=FZ#5&UWI8@ ME."Y\2680?0.-\^[F9TFP@MM))K"[(VP TOYEJEL[Q!+\"''L_&RHSOV"P-;
M5>'ZK2@8^*$9B3UR35.9M]<.3KCZW"DYU))XX+A&3WZ3Y6@4X/''9*NB4UTH MA,;)OQ51Y=9_47WPI#3Y3-!/Y!'DSC2(8!^V56PF)#>=;/B0A*/QE/6J4LTX
M1373HR&HGC#;6TI1QV/WKL!(M:-%D!7TQI\WQO\5R,*ZM"A;VIYC:#4 MM8-F+!&=G9Q:?@K"M0=/9I@^E]$U?2I&%=D"OBFI[A(357JPH+-B+ NE04M=
M35XY#N($@W'B7D^_OI5-6]4,.,P/WH7R=2C_Z!MKK1B0,,\D3Z(,P*71NNAX MU0%?-H:Z$3% <:K'<:]FK8;,4Z,T=6DSAO=I^.;6BN2$9+*#:/%X6Q:,\S'= M'%HX)"]1,SW"D-
1&EKZC41S&_("+EA@J(RC7WW]_A1"KE\WA *[V[,^#0,9AY$,<= 3K&ENH/?!T&9AT9\O-UTWF" MI3&_TFGAD"ZDF;)"Z81.N=2I=N%1GP$IU:BA890V;DO2Q#CX2OOXE($1'_4$
M@?Z0%6OZ[JF\&N+!^^2U(4MR9#*K@(0;>+'L?3=M\GF.28C72B)C9@9LH8(& M*IH/O2C05#]\Z#CY2"%O%4/-@;(:77X&"Y6-FM,I MW**AD'%8O,="OR-&'$N6[%OO=B'PK*SP\,)
M'#^IC14LMO<*/.O$-'\[C$_S3K [2KDM-(-ICC-,FK8FB]VM%W*P\(-%/#JI M=G7Q5:;2SC=)I3'I[!)D7WZ$E1WG; =G]+H=O$B_DTE!;4)VWVN<)^$,Z5'S M)89G;O

*L'"*6W'66Y09Z"\&NFLJCN*#?1_+$TN.QMM<22H1P?AK,7_9GBN &4 MP'1*!DY]+)!-2H?;2W61 A$2T,WL1JC1I/G6E!\G=+1NLXL;7!Z-Z$WL@/&A M"-HNNK -T86!;&5OKJ[5!9/ (=,8=O8*75--]\;[-*HU/QX,. *K[;F=?M?; M%SM?/PVB^ZR^_F=S\B/,\=R^_"[MH-,.Q]!8VB$QWR>]NK!_W8 &68H/7!W5 M2Y+WB@8"8Y>!+PE(4 $6"7)B5D;B;"XA>(' M&6VS7S#"!OWZMD2GHU<0BZSTSB-^A51}/);L?A'"*>X6)(!9R0^T \IP-*,M M\G#W9S)TW 0&R*YI,%KH0Q<3E)OQ,ZB.CX8XVOH],,~.E.)FZBUZZ?K#:DU"S M43[;AR]T%[V!>DW\ fV<- JIL4NI;M!WWY6GECD0C:FZ[&77 I8U2Y M9*AY*Z/C!GZW2;%WY*>EXCS0.)_E8;:~W+Z=LD4ZPKF,E$X^]D!T4Z(6WV- M.S=K.]R=2G4_%X"M\'>QNZUJIN)&GQ5; ,#JTBJ*0EL"4.%XI@&$EEW[M,>P\_R=CT%*9,@Q"4=WQ(/ M)A3<=CT)#]GNC5B"!ZD%)(Y:X1-$!G&6NVI(G24C* TR8D83*P>X;@!&P(G M9DRJ3@:Z-49HRV$ @RA+8G4>PL\YX]!KGM';H [$]L:-G[N MGO^)OL?K_#8OP$:=@Q]E'Q"ZH.-/#2.?^HSLM/.P?V#&FCNC5=WA!E8B1#*H#R0R<_0Z M9MW[R2Z.K,/()]8"E043Q739M8^82G:J-M-1(QH6$V#Q9-0R2W-$T9R MH>8W"@7MCTVVL8=L$.J M8CYJI(8.T)A*=(M[A&$"XVB1K@.(K?@@,[A/.5R2*"Z-IQN/-%(./85Z/,FX M"]%-HGOP\>C*#N\6V.#;V;]6Q'7^AIGJQAJ:(<\$2//5OJ:I*5,BMY2-"*XBY!+$;5>HQZ[..25$_?6F(F0ID4-0+Z M/$XBG(+V.TM>2YXG(RBN#BY.P[".86.5+&TV.M[U0;VB:J260(L\PHA^CK]I-MJYPQ3!IYA6M(DRP;6:"5IQ.Z.E4RL,9'MP6 T_!5]@5<+#/8%O*Z*@NLE% /S M4#T05EA9\0XA>YZT)R EQDNG3T SW]OROA}3T!R(&8>CBY?-^H@(X7?XF%N5 MTMJB]+D:*^S4A"+&_6DH H6*0B5,)._'>&F4=VB3MAB<4C7#]Z""N2APWX_L M"\0WPKI1Q,"Y'G(,S\!Y&OD*,;P=5R!9H/*EIF!(QIE.XI8GQ\,H-_U^ERZ VS.-"/=&5E>]+>'/>M2C8%?)^OZ]IX3G)\Y&?;YEZ/WD^9D^G .CJ MX-RM>5!Q@K\H@0F^#Y+,#88\"C205?'W(%RN8.U4/THI^C3+WA.I(Y[H/A3+2O'3F MR+=*=VB/7[(HA"K1*;SKB#*="]21[7,EU.0H7G^&L"T^L-D\=X!5]D_!;3=VM@RN]$/?>ZV"8>50<^6/CKWMCF MIZM_3I^,$Z)CISVW3R:]WNN1DOVM/:N$#LN="N=AC*_KIU[;3CWIR3 UGT$\ MM+W0&IAA:N0Q=PSEU[9269J-LD$OK\,=]#PH'/W;2NU&1{TS" M5FO5A[VEEAY0F9Y9V/K/T?SL$L%#^_Y+19MC=*LCF$ZBBYXM0N]A#E', " M-@L8R1WP&_\E>9PL(S8,_VV1 MTD[(VK_P!_<&$#.JX01C3SQ'32'<>8@Y(&2Q_[N,],.[^D,+)|\/XC$BC&(= M_$MS]ZBR((3G_!]JRV#LZB<-436]+IN]S/$)N2"TR%W4&=P5K=" M8TJY-;PFN&);\]J5$-I&.L(2$"?TK9B,[""F)(J),$"5Y3A5 X:SN/4;&3Y6 MCZ(.?3&SE_L7Z4A23DFV4GH7ALD[?+P34'?#-+'$6_)'Y=3L@&!. /_O& O#1 MR_&$!+I*L,V-<6?8>6U'Q8V:Y3;-S#)KUNG4P_-F,#U$$! <2(9(UXG*T2QE M1)PVGO3T^!%B$LQ.Y+&;@)_WH'^GJ9:S_8G>46[S&482\\=,]>MZ;O2RW M0 BF$EGA4$!LC*'$NSF@2'E*ZM M=]R5&MNN SMJTZED1)4]M'H:J%LSHG[N&M/NPK%>>;/# CNAP\YN;OO/<#Y*.MTU.5>KG4BMVKO=A<+#T[TLEO#7KTNN_#9<+ #TCD(-$6HKI__>O9/O(_O%9*XB M?\A##*:"+GQYNIW9T![85GI_)47AQO?7"ST--/5]\TSGYT!6#3LB$OEK]O"-M2C.R<;^]G-!F)F2%RZ95 3U4.%ZK^23[#:04I1=07!(UF=R?;HK+63A1Q737 MHF#4L*]HQ)RN4'FM$DB\4+M:*02!J:U$!T%,,.%2X\'N:!6V>W.QJ\'KH MPYD$24[@TZL.Q-*.H',ZX+"RQ=Q\A^RNR.LESI{6'_UO:Q968+8!6\K&OA&B M:!4M5X\B5+3;AJ]fLOMN-@E@5U8&K*]$"6:(%0?G0 =,E>D[>/Q!(0E?N"V M4,;>&'C85R,3F*4JDF98ZKJJZ7HN;_>UA,.K@$U@$W5O%L*:],4:?, M4SIUK#]N]4O>?$##B 9+_+16/4ID3%'%'8!&G_\6TGFAMA)Y60*W<*O2EDK\ M9,[,'1E*K4[5K,,:O$57@TB|L<47/;C9?B""!!$<>XMA%A#'U3U&7,"2.?4L MS0V>3%>*VPK$.0I[5A!FYJVQ/TC6@6@1.!.OB54|3[AKDK"_BE;X/HV]!!&(M)!O5%7O /@B24,^,B5G8M*H^L'[ZK> C6E08E'&&2,:@<$*E0(:">5FBWSW M58[_5BWHT176,>)T !"8E#V7SKGA^N"+94XV!+)W6NZ8RI[#V#MM;"2H?AM">^MF/0Z+X5GFRO?RC*@.C2-I\?A/FH6(,QYX[@U$M7Z$L.*MDZ&L#,PT$@#2&X5 ME*:+>NKR]U2H)3!H!_^.:&/9?K'0XMA0FS#8B5!Q(4/HUYG!G2.0*W0_M(WY! M=@XQATR 6B B%@OX$W_IS,A=+"-I6M!IC*H6=0I(@+4IH@Y?DN2)F:.$Q(-FKG,]H/2_S& M\1@V)QJO;#6,&GEB4ED!7&LPH[^5'(K, 4ZD"I-%] ^,?*#CHI-<=/=@1.0$ M4UWJXMR"&YM7B(%""%UZ@$DJUL(>%Z:H_N'E;TW>85NIG-4$G*&?]BW%O\A80OA[MU@X^2!(3"Q//#6QJG2F:[35SWE9IS@\GX MJ*_C8Z02&"#R(X5M:)+IG*2B#K_D[<"0FS[H+9J^^7P4i0F]LKVIYE@0ATFR M*:>$\]0^WF-OO]]PUS6"_'Q>$YN53.8V5)#=#QD2^7]24SH]1K#LI^H=4S7 M#01;@#AELQM17C{\A\XDK-IWY[!8A2^CG"-?Y>%A/DYF')\?7&T$FW5Y<'SV M?-0M4J+NHW/R *K"9EYB@%0'0-5)\;PR<4C:ZN_DG.9IG,NYP=G5Y0" ME-=YP[H;S%XRH#&IG*.*YM*@K3Z163HGHCGE9S%K-WF%3 MNP?3W$DG8$F5>SA7$6CK)@/R]#6P9J02D#@(!F@ MI$>YGGPE=#)ATXTVX(_Q"INKD7K'DTS5T7^9$>XEGC02\^S9+?4ChDHZXG0-'Z MYI6]&QXW2&T2FC\QPI%)BBE0J90H1IX8<1$5$Q.6\\8 6[6JH:2S<@9SQ[^3 M!9Q2C*UN CY7!TNY-^.8=MDQDQV[^.;R8XEYR^D PYH609++%!.)TSXG@PJS M*#L/^@M61GG&]0<{)1^TIEB@BP07&;..3H+IBPJ45DPSK^D7;U?.)UD).K#_K-MSK-31VK/V)^,V_.;!+D? 4QD4&WS)9]FTS@LLX84_:)JNNIO;C>.^]>U6TIJX*> .^[A)C<"2X#H M(7,=.FEA)UA'TXBO]BOF""Z_)&WM_F K0J,7R1"*%O8_PVDV"G?^T1FX]#DT MF7TW$OZ]V7(R@>D87!{QVEFKILZ4B#!;SO(50I/H05.VK/+_EQB3RMZ@

SCRFV(7YU(W3{Q!=8%7"^!E=Q=|`M:2VZ,Q7@!/F9GBWU5"&0>-81VT@ZIZ=W1A!D@U*+1""N7DA$)/(P@^'D&EQJ`M;78B8S1"BQN1:K,K$F[!#O^/B;6=2-T'7=9%Z]$HM5].Q&3OG(BN?HZ(7_^-MM,./8"!9NF\D!&/T,C!`MJ3")EC/*,70DQ]0Y0+>"N"*K\X(=X-TGHYGOC\`MA^&Y>!.$).>W,J]S-N,9&=8@TQUA12G3(A:\EJ3.!$PH&@O8'CH@NO<3%[_R`M)-&UB#@C4D?@F)+PMV<L#DO%HR'AI`!BWH$#KDLNT#[`$%BI,J8K4+G9E*3>'|MQTR,U!ZE0TS)"UK/E8:%Y756R;)9=A>:,@<3^K/7U`5-EPB"^N+42Q(`#A"@P-MP-I33]%4.FY$RG*/LQ{(IY+GMDQN+!B`2WHE2Z5`23"@!09&(6#.3LZ.3Y$`M6]REW:0*#B>;I$H>.2,P!$[^%U6BU3S); Z(^4(VAZ><,SU$1.N8!OYV5A@WL`[W.:+!1#J=)6|'KL`M0;!%[M7DY>UAME(F39S,,UJ'X;)0 .(%2T\&N%A&++? M2,,/HL:IR,[BEXZMF;/F,"%>4C7HT1KT;-$ E"Q$WNLI$%7=%,,)ED$QK`M73WW7WSP^_'!Y[&H`8MYHCM&OULH6M8\F@?N\QFZ$KT"-VARV<'Z896LRD1`MJ6]@*,MN.7A@Y8(R`M^A50?&"#V1`82GG.KP2%TBA*:M+BPKN(-KO-}+3T73R+=E^6T.Z'YZO5P". MAD=K`6<#'ID#F+*#CQ:-6JOR%A"CX>@ABF8;,R\^2BY4<0B^`96/D4'ADD*6`M)RVY*0+FP-<9_-\R4BM>=)H9^?9'U;,D%#-;^M\EUEMV+WHK*^7^D/-M+,_T`M_7B:I-5[\]YY44#P"WA^P<|F_`S89"-%$;N)RPJ.8F1{LJD5,ZV5%&LHKETK3;9@"MEI6)A'X!LF]D(DSDWV;$(0=A^_UO`(DPE^Y<'F!82(UW=@&XTH-FPM9-Q$4& M;P0,L(K?TN\_8%R"W7U(E!M1" V.CWO?7-X"AFTI".?%\8#VO+0_"R"R?@F:M]S]HC@6=81P';-06MKA^M1[G828?B*53\N"1"5A(5.X@ECO][_+=*_-UP@Y^`MPYY9\7_7642K?T3#,[^MI[R(]\'B"VH&V_`7"/OP@+IFG99+N"M5GDB,[F[MR!W_PTN.V1(L0$4,$_HFCP<1)XWC^`V9[$-2QUQBR&;3JEBA`1,ST8IGV.Y.F@I&APQ^)S^>)B/`S#CH2`M$3\?82-.VD2#NV\*9^FT6.+"/;:R!O^A-MRF;?&31.V4'GP.17ES!^TRKM^DP.YO2Q<@4L[EW:PS,DNF9K'U3,_!<'/UfP17&92-MB[BKQ?#$.ID&E]RM]J1=$!,:0U%$5X?,_8"OI4X&T-YU[!D9$O5IH\E!^^/&-M@T6)L@B#D 6W3Y)-\B"YS#S$6=C$@'8O1%1R#N,$^EDS42V%Z]LGB--.A=VO`M7PM9W,!5U]T6#0D=(W<-X97->><7U`"2}H@P8U>&M*;5=_*P`%FS-YIIK]+6(`M"M)$RE8U$2"664LK#$+G!YBXC7VA(HS-I1MB1\E\S5YQUIWN.VXVA#:[L"0`MCL]WWY>L8/_]I'IBQW1MTC+1?[>9W22A8`S7JO1"<(25)):6KO99!"-#B@G[`M0X%<9-:/-)BAAME7C=+UFBJ4]$.K@:|MA6@5T8D\N!1"ZO3O:=._Z<.!]3W`M1H!.3S%LAZ>LUFO7,>,:#_KG`@0T"%:I9W^(Q>ELD@]YY2$CQT*0>%OU-|M_^(U/!3'4TT\R;C.B9'$KYEE1#RU1A\0^L4""%C:HR+=UBR1XU3R]1`M/!14T<*%Z797..H8411V]^=QJ-Y=^- TS$'>A'N&X$_$N0_[TV&"Z=VS@(H.& M$QS5S49;9=K)H"@!-&CH;%S,)Z+N7&(84-PW4E`M9+4V;<-^BT1\Sl?PF"MC-,,T^A7;)Z

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6--12-28http://fasb.org/us-gaap/2024#OperatingExpenseshttp://fasb.org/us-gaap/2024#OperatingExpenseshttp://fasb.org/us-gaap/2024#OtherAssetsNoncurrenthttp://fasb.org/us-gaap/2024#OtherAssetsNoncurrenthttp://fasb.org/us-gaap/2024#AccruedLiabilitiesAndOtherLiabilitieshttp://fasb.org/us-gaap/2024#AccruedLiabilitiesAndOtherLiabilitieshttp://fasb.org/us-gaap/2024#OtherLiabilitiesNoncurrenthttp://fasb.org/us-gaap/2024#OtherLiabilitiesNoncurrenthttp://fasb.org/us-gaap/2024#OtherAssetsNoncurrenthttp://fasb.org/us-gaap/2024#OtherAssetsNoncurrent10-Qtrue2024-09-28false001-33642MASIMO CORPDE33-0368882252 DiscoveryIrvine,CA92618(949)297-7000Common Stock, $0.001 par valueMASINASDAQYesYesLarge Accelerated Filerfalsefalsefalse53540566158500000163000000.06000000.04800000371000000.03555000005699000005450000000.018050000016840000012799000001231900000642000000.0010.001500000.05000000.00000000.0010.001100000000.0100000000.05350000053500000528000005280000010000010000019500000195000001169200000116920000003660000045300000184050000017958000001463200000136480000030878000003041500000108000007300000504600000478900000149370000014992000002414000002441000007340185000000-11200000-36000000.0-2750000011600000140000000.0564000006500000.0180000034000001170000017400000980000010600000447000004760000000.180.200.840.900.180.200.820.885340000052800000432000001500000.0-1006000000500000-7000003500000-1130000040000-7000000.0170000076600000-3270000053400000-5480000052800000100000195000001169200000783400000-4530000017958000001364800000200000720000010000053000005300000960000009600000189000001890000000-35600000-35600000-700000-7000004900000490000053100000100000195000001169200000794900000-7530000018147000001365200000100000270000027000005000005000001350000013500000160000000.0160000000.0-27500000-27500000-600000-6000005320000010000019500000-1169200000810600000-1034000018307000001368800000300000115000001150000020000020000065000006500000980000098000007810000078100000-11300000-11300000535000001000001950000-1169200000828400000-3660000018405000001463200000525000001000001950000-1169200000782200000115000001714300000133890000010000043000004300000200000122000001220000073000007300000213000002130000-22800000-22800000220000022000004300000-4300000528000001000001950000-1169200000781600000-1780000017356000001330300001100000110000040000040000-8600000-8600000157000001570000-34600000-34600000800000080000005600000560000052800000100000195000001169200000773700000-

4760000017513000001308300000120000012000001000000100000-1100000-1100000106000001060000-43200000-43200000500000500000400000400000528000001000001950000-11692000007737000009090000017619000001275600000447000004760000072200000758000002960000-2400000300000-6000009000001100000140000014000000700000.09400000-84800000401000009310000012300000146000007100000-6800000230000029000001000004200000.029400000360000013300000-32800000246000001950000-1000000.0-7100000-3000000.0-6200000-9000000.022500000145900000170000000.024500000331000001350000002360000029300000-75000001000001000000.0-34700000-55900000727000001395000002072000001543000002140000067000006000000.012700000-119100000-208000003400000-17600000-4500000-773000001682000002096000001637000001323000005800000026000000

1. Description of the Company

Masimo Corporation is a global technology company that develops, manufactures and markets a wide array of patient monitoring technologies, as well as automation and connectivity solutions. The Company's mission is to improve patient outcomes, reduce the cost of care and take noninvasive monitoring to new sites and applications. The Company operates two business segments: healthcare and non-healthcare.

The Company's healthcare products and patient monitoring solutions generally incorporate a monitor or circuit board, proprietary single-patient use or reusable sensors, software and/or cables. The Company primarily sells its healthcare products to hospitals, emergency medical service providers, home care providers, physician offices, veterinarians, long-term care facilities and consumers through its direct sales force, distributors and original equipment manufacturer (OEM) partners.

On April 11, 2022, the Company acquired Viper Holdings Corporation, the parent company of DEI Sales, Inc., d/b/a Sound United (Sound United), via the Company's wholly-owned subsidiary, Sonic Boom Acquisition Corp (Sonic) (Sound United Acquisition). For additional information on the Company's acquisition of Sound United, see Note 18, "Business Combinations".

The Company's non-healthcare consumer products and home integration technologies are primarily sold or licensed direct-to-consumers, or through authorized retailers and wholesalers.

The terms "the Company" and "Masimo" refer to Masimo Corporation and, where applicable, its consolidated subsidiaries.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information and note disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) have been condensed or omitted pursuant to such rules and regulations. The accompanying condensed consolidated financial statements have been prepared on the same basis as the annual financial statements and, in the opinion of management, reflect all adjustments, including normal recurring accruals, necessary to present fairly the Company's condensed consolidated financial statements. The accompanying condensed consolidated balance sheet as of December 30, 2023 was derived from the Company's audited consolidated financial statements at that date. The accompanying condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and related notes contained in the Company's Annual Report on Form 10-K for the fiscal year ended December 30, 2023 (fiscal year 2023), filed with the SEC on February 28, 2024. The results for the three and nine months ended September 28, 2024 are not necessarily indicative of the results to be expected for the fiscal year ending December 28, 2024 (fiscal year 2024) or for any other interim period or for any future year.

Fiscal Periods

The Company follows a conventional 52/53 week fiscal year. Under a conventional 52/53 week fiscal year, a 52 week fiscal year includes four quarters of 13 weeks while a 53 week fiscal year includes three 13 week fiscal quarters and one 14 week fiscal quarter. The Company's last 53 week fiscal year was fiscal year 2020. Fiscal year 2024 is a 52 week fiscal year ending December 28, 2024. All references to years in these notes to condensed consolidated financial statements are fiscal years unless otherwise noted.

Reclassifications

Certain amounts in the accompanying condensed consolidated financial statements have been reclassified to conform to the current period presentation, including certain balance sheet asset accounts in the consolidated financial statements for the year ended December 30, 2023.

There was no impact on previously reported total assets, liabilities, stockholders' equity or net income.

Use of Estimates

The Company prepares its financial statements in conformity with GAAP, which requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Significant estimates include the determination of standalone selling prices, variable consideration, total consideration allocated to each performance obligation within a contract, inventory valuation, valuation of the Company's equity awards, valuation of identifiable assets and liabilities connected with business combinations, impairment of long-lived assets, intangible assets and goodwill; derivative and equity instruments, deferred taxes and any associated valuation allowances, deferred revenue, accounting for pensions, uncertain income tax positions, litigation costs, and related accruals. See Note 24, "Commitments and Contingencies" for further details. Actual results could differ from such estimates.

Business Combinations

The Company accounts for business combinations using the acquisition method of accounting in accordance with Accounting Standards Codification (ASC) Topic 805, Business Combinations, which requires that once control is obtained, assets acquired, liabilities assumed and noncontrolling interests in the acquired entity, if applicable, are recorded at their respective fair values at the date of acquisition, with the exception of acquired contract assets and contract liabilities (i.e., deferred revenue) from contracts with customers. These are recognized and measured in accordance with ASC Topic 606, Revenue from Contracts with Customers. The excess of the purchase price over fair values of identifiable assets, liabilities and noncontrolling interests in the acquired entity, if applicable, is recorded as goodwill.

Fair Value Measurements

The Company accounts for certain financial instruments at their fair values as either assets or liabilities on the balance sheet. The Company determines the fair value of its financial instruments using the framework prescribed by ASC Topic 820, Fair Value Measurements and Disclosures, and considers the estimated amount the Company would receive or pay to transfer these instruments at the reporting date with respect to current currency exchange rates, interest rates, the creditworthiness of the counterparty for unrealized gain positions and the Company's creditworthiness for unrealized loss positions. In certain instances, the Company may utilize financial models to measure the fair value of its financial instruments. In doing so, the Company uses inputs that include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, other observable inputs for the asset or liability and inputs derived principally from, or corroborated by, observable market data by correlation or other means.

Recurring Fair Value Measurement

On a recurring basis, the Company measures certain financial assets and financial liabilities at fair value based upon quoted market prices. Where quoted market prices or other observable inputs are not available, the Company applies valuation techniques to estimate fair value. Authoritative guidance describes a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value:

- Level 1—Quoted prices in active markets for identical assets or liabilities.
- Level 2—Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The following tables represent the Company's financial assets, measured at fair value on a recurring basis at September 28, 2024:

Fair Value Measurement Hierarchy	Level 1	Level 2	Level 3	Total Carrying Value
(in millions)				
Level 1				
Level 2				
Level 3				

Roman',sans-serif;font-size:10pt;font-style:italic;font-weight:700;line-height:100%">Assets</td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></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;text-indent:22.5pt;vertical-align:bottom">Cash and cash equivalents</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">101.2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">101.2 </td><td style="background-color:#ffffff;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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:22.5pt;vertical-align:bottom">Money market funds</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">57.3 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">57.3 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;text-indent:22.5pt;vertical-align:bottom">Equity securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.7 </td><td style="background-color:#ffffff;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">1.7 </td><td style="background-color:#ffffff;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="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:22.5pt;vertical-align:bottom">Pension assets</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25.6 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18.8 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6.8 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" 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style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities</td><td colspan="3"
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align:bottom"><div style="text-indent:22.5pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">Derivative instruments - cash flow hedges</div></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-
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style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
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size:10pt;font-weight:700;line-height:100%">Total liabilities</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-
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style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-
bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td
colspan="3" style="display:none"></td></tr></table></div><div style="margin-top:9pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:120%">The following tables represent the Company’s financial assets, measured at fair value on a recurring basis at December 30, 2023:
</div><div style="margin-top:9pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr>
<td style="width:1.0%"></td><td style="width:41.443%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.788%"></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:12.788%"></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:12.788%"></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:12.795%"></td><td style="width:0.1%"></td></tr><tr style="height:14pt"><td colspan="3"
style="padding:0 1pt"></td><td colspan="3" rowspan="2" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:7.5pt;font-weight:700;line-height:100%">Total Carrying
Value</td><td colspan="3" style="padding:0 1pt"></td><td
colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:7.5pt;font-
weight:700;line-height:100%">Fair Value Measurement Hierarchy</td></tr><tr style="height:20pt"><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-
align:bottom">(in millions)</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">Level 1</td><td colspan="3" style="border-top:1pt
solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:7.5pt;font-weight:700;line-height:100%">Level 2</td><td colspan="3" style="border-top:1pt solid #000;padding:0
1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:7.5pt;font-weight:700;line-height:100%">Level 3</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-
align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-style:italic;font-weight:700;line-
height:100%">Assets</td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3"
style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3"
style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3"
style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td
colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;text-indent:22.5pt;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Cash and cash equivalents</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:left;vertical-align:bottom">$</td><td
style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">87.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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%">87.0 </td><td style="background-color:#ffffff;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%">$</td><td style="background-color:#ffffff;padding:2px 0;text-
align:right;vertical-align:bottom">— </td>
<td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td>
<td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">$</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></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">
</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-
color:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:22.5pt;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">Money market funds</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">76.0
</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0
1pt"></td><td colspan="2" style="background-color:#dbdbdb;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%">76.0 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-
color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-

weight:400;line-height:100%">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;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"> Pension assets </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23.1 </td><td style="background-color:#ffffff;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">16.8 </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">6.3 </td><td style="background-color:#ffffff;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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:22.5pt;vertical-align:bottom">Equity securities</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.7 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.7 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;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"> Derivative instruments - cash flow hedges(1) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11.6 </td><td style="background-color:#ffffff;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">11.6 </td><td style="background-color:#ffffff;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:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:22.5pt;vertical-align:bottom">Derivative instruments - warrants</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.0 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.0 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;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 assets</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">200.4 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">194.1 </td><td 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">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">6.3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </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:14pt"><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:3pt double #000;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><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:22.5pt;vertical-align:bottom">Derivative instruments - cash flow hedges</td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">3.6 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">3.6 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><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">Total liabilities</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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3.6 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">3.6 </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 #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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">— </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><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table>_____ (1) Includes accrued interest. The Company invests in checking, savings and money market fund accounts, which are classified within Level 1 of the fair value hierarchy as they are valued using quoted market prices. These investments are classified as cash and cash equivalents within the Company's accompanying condensed consolidated balance sheets, in accordance with GAAP and its accounting policies. The Company has certain strategic investments in privately-held companies (non-marketable equity securities) and companies that have completed initial public offerings (marketable equity securities). The Company's marketable equity securities, whose price is based on quoted market price in an active market, are classified within Level 1 of the fair value hierarchy. Equity securities are classified as current, short-term investments, or non-current, recorded in other non-current assets, based on the nature of the securities and their availability for use in current operations. The changes in the fair value of those equity securities are measured at each reporting date and changes in the value of these investments between reporting dates are recorded within non-operating loss. The Company's pension assets consist of Level 1 and Level 2 investments. The fair value of Level 2 assets is based on observable inputs such as prices or quotes for similar assets, adjusted for any differences in terms or conditions that may affect the value of the instrument being valued. The valuation techniques used for Level 2 assets may include the use of models or other valuation techniques, but these methods are all based on observable market inputs. The Company also has investments in certain derivative instruments, which are measured at fair value and classified within Level 1 of the fair value hierarchy. Non-Recurring Fair Value Measurements For certain other financial assets and liabilities, including restricted cash, accounts receivable, accounts payable and other current assets and liabilities, the carrying amounts approximate their fair value primarily due to the relatively short maturity of these balances. The Company also measures certain non-financial assets at fair value on a non-recurring basis, primarily goodwill, intangible assets and operating lease right-of-use assets, in connection with periodic evaluations for potential impairment. Furthermore, the Company did not elect to apply the fair value option to specific assets or liabilities on a contract-by-contract basis. The Company did not have any transfers between Level 2 and Level 3 during the nine months ended September 28, 2024. Cash and Cash Equivalents The Company considers all highly liquid investments with an original maturity from the date of purchase of three months or less, or highly liquid investments that are readily convertible into known amounts of cash, to be cash equivalents. The Company carries cash and cash equivalents at cost, which approximates fair value, and they are Level 1 under the fair value hierarchy. Accounts Receivable and Allowance for Credit Losses Accounts receivable consist of trade receivables recorded at the time of invoicing of product sales, reduced by reserves for estimated bad debts and returns. Trade accounts receivable are recorded at the invoiced amount and do not bear interest. Credit is extended based on an evaluation of the customer's financial condition. Collateral is generally not required. The Company records an allowance for credit losses that it does not expect to collect based on relevant information, including historical experience, current conditions, and reasonable and supportable forecasts. Accounts are charged off against the allowance when the Company believes they are uncollectible. The allowance for credit losses is measured on a collective (pool) basis when similar risk characteristics exist. Based on the risk characteristics, the Company has identified U.S. and international customers as separate portfolios for both segments, and measures expected credit losses on such receivables using an aging methodology. Inventories Inventories are stated at the lower of cost or net realizable value. Cost is determined using a standard cost method, which approximates the first in, first out method, and includes material, labor and overhead costs. Inventory valuation adjustments are recorded for inventory items that have become excess or obsolete or are no longer used in current production and for inventory items that have a market price less than the carrying value in inventory. The Company generally determines inventory valuation adjustments based on an evaluation of the expected future use of its inventory on an item by item basis and applies historical obsolescence rates to estimate the loss on inventory expected to have a recovery value below cost. The Company also records other specific inventory valuation adjustments when it becomes aware of unique events or circumstances that result in an expected recovery value below cost. For inventory items that have been written down, the reduced value becomes the new cost basis. Property and Equipment Property and equipment are stated at cost. Depreciation is calculated using the straight-line method over estimated useful lives 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:66.736%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:31.064%"></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">Useful Lives</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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Buildings and building improvements</td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"> 7 to 39 years </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Computer equipment and software</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 2 to 12 years </td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Demonstration units</td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"> 2 to 3 years </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Furniture and office equipment</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 2 to 15 years </td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Leasehold improvements</td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:center;vertical-align:bottom">Lesser of useful life or term of lease</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Machinery, equipment and tooling</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 3 to 20 years </td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease assets</td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:center;vertical-align:bottom">Lesser of useful life or term of lease</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Transportation, vehicles and other</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 1 to 20 years </td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> Land is not depreciated and construction-in-progress is not depreciated until placed in service. Normal repair and maintenance costs are expensed as incurred, whereas significant improvements that materially increase values or extend useful lives are capitalized and depreciated over the remaining estimated useful lives of the related assets. Upon sale or retirement of depreciable assets, the related cost and accumulated depreciation or amortization are removed from the accounts and any gain or loss on the sale or retirement is recognized in income. <div

style="margin-top:13pt;padding-left:13.5pt">Lessee Right-of-Use (ROU) Assets and Lease Liabilities The Company determines if an arrangement contains a lease at inception. ROU assets represent the Company's right to use an asset underlying an operating lease for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from an operating lease. ROU assets and lease liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. The Company generally estimates the applicable discount rate used to determine the net present value of lease payments based on available information at the lease commencement date. Many of the Company's lessee agreements include options to extend the lease, which the Company does not include in its lease terms unless they are reasonably certain to be exercised. The Company utilizes a portfolio approach to account for the ROU assets and liabilities associated with certain equipment leases. The Company has also made an accounting policy election not to separate lease and non-lease components for its real estate leases and to exclude short-term leases with a term of twelve months or less from its ROU assets and lease liabilities. Rental expense for lease payments related to operating leases is recognized on a straight-line basis over the lease term. Intangible Assets Intangible assets consist primarily of patents, trademarks, software development costs, customer relationships and acquired technology. Costs related to patents and trademarks, which include legal and application fees, are capitalized and amortized over the estimated useful lives using the straight-line method. Patent and trademark amortization commences once final approval of the patent or trademark has been obtained. Patent costs are amortized over the lesser of 10 years or the patent's remaining legal life, which assumes renewals, and trademark costs are amortized over 17 years, and their associated amortization cost is included in selling, general and administrative expense in the accompanying condensed consolidated statements of operations. For intangibles purchased in an asset acquisition or business combination, which mainly include patents, trademarks, customer relationships and acquired technologies, the useful life is determined largely by valuation estimates of remaining economic life. The Company's policy is to renew its patents and trademarks. Costs to renew patents and trademarks are capitalized and amortized over the remaining useful life of the intangible asset. The Company periodically evaluates the amortization period and carrying basis of patents and trademarks to determine whether any events or circumstances warrant a revised estimated useful life or reduction in value. Capitalized application costs are charged to operations when it is determined that the patent or trademark will not be obtained or is abandoned. Software development costs are accounted for in accordance with ASC Topic 985-20, Software - Costs of Software to be Sold, Leased, or Marketed. Once technological feasibility has been established, qualifying costs incurred in development are capitalized until available for general release to customers, and subsequently reported at the lower of unamortized cost or net realizable value. Intangibles purchased as part of an asset acquisition or business combination historically have included patents, trademarks, customer relationships, developed technologies and contractual licenses. In certain circumstances the Company has also acquired non-compete agreements tied to certain employment relationships. The useful life for all of these is largely determined by valuation estimates of remaining economic life. In connection with the Sound United acquisition, the Company acquired certain trademarks/tradenames, which are intangible assets with indefinite useful lives. These brands are expected to maintain brand value for an indefinite period of time. Impairment of Goodwill, Intangible Assets and Other Long-Lived Assets Goodwill is recorded as the difference, if any, between the aggregate consideration paid for an acquisition and the fair value of the acquired net tangible and intangible assets. Goodwill is not amortized, but instead is tested annually for impairment, or more frequently when events or changes in circumstances indicate that goodwill might be impaired. In assessing goodwill impairment, the Company has the option to first assess the qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. The Company has two reporting units, healthcare and non-healthcare. The Company's qualitative assessment of the recoverability of goodwill considers various macro-economic, industry-specific and Company-specific factors, including: (i) severe adverse industry or economic trends; (ii) significant Company-specific actions; (iii) current, historical or projected deterioration of the Company's financial performance; or (iv) a sustained decrease in the Company's market capitalization below its net book value. If the qualitative assessment indicates that it is more-likely-than-not that the fair value of a reporting unit is less than its carrying value, or if the Company elects to bypass the qualitative analysis, then the Company performs a quantitative analysis that compares the fair value of the reporting unit with its carrying amount, including goodwill. If the fair value of the reporting unit exceeds its carrying amount, goodwill is not considered impaired; otherwise, a goodwill impairment loss is recognized for the lesser of: (a) the amount that the carrying amount of such reporting unit exceeds its fair value; or (b) the amount of the goodwill allocated to such reporting unit. The annual impairment test is performed during the fourth fiscal quarter. Similar to goodwill, indefinite-lived intangible assets are not amortized but instead are subject to annual impairment testing, unless circumstances dictate more frequent testing, if impairment indicators exist. Impairment for indefinite-lived assets exists if the carrying value of the indefinite-lived intangible asset exceeds its fair value. Determining whether impairment indicators exist and estimating the fair value of the Company's indefinite-lived intangible assets if necessary for impairment testing require significant judgment. Qualitative factors considered in this assessment include industry and market conditions, overall financial performance, and other relevant events and factors. The Company reviews finite lived intangible assets and long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the future undiscounted operating cash flows expected to be generated by the asset. If such asset is considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount exceeds the fair value of the asset. Long-lived assets to be disposed of are reported at the lower of carrying amount or fair value less costs to sell. Employee Defined Benefit Plans The Company maintains noncontributory defined benefit plans that cover certain employees in certain international locations. The Company recognizes the funded status, or the difference between the fair value of plan assets and the projected benefit obligations of the pension plan on the condensed consolidated balance sheet, with a corresponding adjustment to accumulated other comprehensive income (loss). If the projected benefit obligation exceeds the fair value of plan assets, the difference or underfunded status represents the pension liability. The Company records a net periodic pension cost in the condensed consolidated statement of operations. The liabilities and annual income or expense are determined using methodologies that involve several actuarial assumptions, the most significant of which are the discount rate and the expected long-term rate of asset return. The Company's accounting policy includes an annual re-measurement of pension assets and obligations. In addition, the Companye-measures pension assets and obligations for significant events, as of the nearest month-end date on the calendar. The fair values of plan assets are determined based on prevailing market prices. See Note 21, "Employee Benefits", for further details. Income Taxes The Company accounts for income taxes using the asset and liability method, under which the Company recognizes deferred tax assets and liabilities for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and for net operating loss and tax credit carryforwards. Tax positions that meet a more-likely-than-not recognition threshold are recognized in the first reporting period that it becomes more-likely-than-not such tax position will be sustained upon examination. A tax position that meets this more-likely-than-not recognition threshold is recorded at the largest amount of tax benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. Previously recognized income tax positions that fail to meet the recognition threshold in a subsequent period are derecognized in that period. Differences between actual results and the Company's assumptions, or changes in the Company's assumptions in future periods, are recorded in the period they become known. The Company records potential accrued interest and penalties related to unrecognized tax benefits in income tax expense. As a multinational corporation, the Company is subject to complex tax laws and regulations in various jurisdictions. The application of tax laws and regulations is subject to legal and factual interpretation, judgment and uncertainty. Tax laws themselves are subject to change as a result of changes in fiscal policy, changes in legislation, evolution of regulations and court rulings. Therefore, the actual liability for U.S. or foreign taxes may be materially different from the Company's estimates, which could result in the need to record additional liabilities or potentially to reverse previously recorded tax liabilities. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period that includes the enactment date. A valuation allowance is recorded against any deferred tax assets when, in the judgment of management, it is more likely than not that all or part of a deferred tax asset will not be realized. In assessing the need for a valuation allowance, the Company considers all positive and negative evidence, including recent financial performance, scheduled reversals of temporary differences, projected future taxable income, availability of taxable income in carryback periods and tax planning strategies. Income taxes are highly susceptible to changes from period to period, requiring management to make assumptions about the Company's future income over the lives of its deferred tax assets and the impact of changes in valuation allowances. Any difference in the assumptions, judgments and estimates mentioned above could result in changes to the Company's results of operations. Revenue Recognition, Deferred Revenue and Other Contract Liabilities The Company generally recognizes revenue following a single, principles-based five-step model to be applied to all contracts with customers and generally provides for the recognition of revenue in an amount that reflects the consideration to which the Company expects to be entitled, net of allowances for estimated returns, discounts or sales incentives, as well as taxes collected from customers that are remitted to government authorities, when control over the promised goods or services are transferred to the customer. Healthcare segment While the majority of the Company's healthcare segment revenue contracts and transactions contain standard business terms and conditions, there are some transactions that contain non-standard business terms and conditions. As a result, contract interpretation, judgment and analysis are required to determine the appropriate accounting, including: (i) the amount of the total consideration, as well as variable consideration, (ii) whether the arrangement contains an embedded lease, and if so, whether such embedded lease is a sales-type lease or an operating lease, (iii) the identification of the distinct performance obligations contained within the arrangement, (iv) how the arrangement consideration should be allocated to each performance obligation when multiple performance obligations exist, including the determination of standalone selling price, and (v) when to recognize revenue on the performance obligations. Changes in judgments on these assumptions and estimates could materially impact the timing of revenue recognition. Revenue from fixed lease payments related to equipment supplied under sales-type lease arrangements is recognized once control over the equipment is transferred to the customer, while revenue from fixed lease payments related to equipment supplied under operating-type lease arrangements is generally recognized on a straight-line basis over the term of the lease and variable lease payments are recognized as they occur. The Company derives the majority of its healthcare segment revenue from four primary sources: (i) direct sales under deferred equipment agreements with end-user hospitals where the Company provides up-front monitoring equipment at no up-front charge in exchange for a multi-year sensor purchase commitment; (ii) other direct sales of noninvasive monitoring solutions to end-user hospitals, emergency medical response organizations and other direct customers; (iii) sales of noninvasive monitoring solutions to distributors who then typically resell to end-user

*hospitals, emergency medical response organizations and other customers; and (iv) sales of integrated circuit boards to OEM customers who incorporate the Company's embedded software technology into their multiparameter monitoring devices. Subject to customer credit considerations, the majority of such sales are made on open accounts using industry standard payment terms based on the geography within which the specific customer is located. The Company enters into agreements to sell its monitoring solutions and services, sometimes as a part of arrangements with multiple performance obligations that include various combinations of product sales, equipment leases, software and services. In the case of contracts with multiple performance obligations, the authoritative guidance provides that the total consideration be allocated to each performance obligation on the basis of relative standalone selling prices. When a standalone selling price is not readily observable, the Company estimates the standalone selling price by considering multiple factors including, but not limited to, features and functionality of the product, geographies, type of customer, contractual prices pursuant to Group Purchasing Organization (GPO) contracts, the Company's pricing and discount practices, and other market conditions. Sales under deferred equipment agreements are generally structured such that the Company agrees to provide certain monitoring-related equipment, software, installation, training and/or warranty support at no up-front charge in exchange for the customer's commitment to purchase sensors over the term of the agreement, which generally ranges from three years to six years. The Company allocates contract consideration under deferred equipment agreements containing fixed annual sensor purchase commitments to the underlying lease and non-lease components at contract inception. In determining whether any underlying lease components are related to a sales-type lease or an operating lease, the Company evaluates the customer's rights and ability to control the use of the underlying equipment throughout the contract term, including any equipment substitution rights retained by the Company, as well as the Company's expectations surrounding potential contract/lease extensions or renewals and the customer's likelihood to exercise any purchase options. Beginning in 2022, for contracts that contain variable lease payments that are not dependent on an index or rate, the Company classifies as operating leases any lease components that would have otherwise been classified as sales-type leases that would result in a selling loss upon lease commencement. Revenue allocable to non-lease performance obligations is generally recognized as such non-lease performance obligations are satisfied. Revenue allocable to lease components under sales-type lease arrangements is generally recognized when control over the equipment is transferred to the customer. Revenue allocable to lease components under operating lease arrangements is generally recognized over the term of the operating lease. The Company generally does not expect to derive any significant value in excess of such asset's unamortized book value from equipment underlying its operating lease arrangements after the end of the agreement. Revenue from the sale of products and software to end-user hospitals, emergency medical response organizations, other direct customers, distributors and OEM customers, is recognized by the Company when control of the performance obligations thereunder transfers to the customer based upon the terms of the contract or underlying purchase order. Revenue related to OEM rainbow® parameter software licenses is recognized by the Company upon the OEM's shipment of its product to its customer, as reported to the Company by the OEM. The Company provides certain customers with various sales incentives that may take the form of discounts or rebates. The Company records estimates related to these programs as a reduction to revenue at the time of sale. In general, customers do not have a right of return for credit or refund. However, the Company allows returns under certain circumstances. At the end of each period, the Company estimates and accrues for these returns as a reduction to revenue. The Company estimates the revenue constraints related to these forms of variable consideration based on various factors, including expected purchasing volumes, prior sales and returns history, and specific contractual terms and limitations. Non-healthcare segment Non-healthcare segment revenue is related to hardware and embedded software that is integrated into final products that are manufactured and sold by the Company. Products and related software are accounted for as a single performance obligation and all intended functionality is available to the customer upon purchase. Non-healthcare segment revenue is recognized upon transfer of control of promised products or service to customers, which is either upon shipment or upon delivery to the customers, depending on delivery terms. The Company offers sales incentives and has customer programs consisting primarily of discounts and market development fund programs, and records them as contra revenue. Estimates for sales incentives are developed using the most likely amount and are included in the transaction price to the extent that a significant reversal of revenue would not result once the uncertainty is resolved. In developing these estimates, the Company also considers the susceptibility of the incentive to outside influences, the length of time until the uncertainty is resolved and the Company's experience with similar contracts. Reductions in revenue related to discounts are allocated to products on a relative basis based on their respective standard selling price if there are undelivered products in a contract. Judgement is required to determine the timing and amount of recognition of marketing funds which the Company estimates based on past practice of providing similar funds. Payment terms and conditions vary among the Company's distribution channels although terms generally include a requirement of payment within 30 to 60 days of product shipment. Sales made directly to customers from the Company's website are paid at the time of product shipment. Prior to determining payment terms for each customer, an evaluation of such customer's credit risk is performed. Contractual allowances are an offset to accounts receivable. The Company recognizes non-healthcare royalty revenue associated with certain prepaid license arrangements. The Company recognizes non-healthcare revenue from the prepaid license arrangements based upon sales-based royalties when a subsequent sale occurs. Shipping and Handling Costs and Fees All shipping and handling costs are expensed as incurred and are recorded as a component of cost of goods sold in the accompanying condensed consolidated statements of operations. Charges for shipping and handling billed to customers are included as a component of revenue. Taxes Collected From Customers and Remitted to Governmental Authorities The Company's policy is to present revenue net of taxes collected from customers and remitted to governmental authorities. Deferred Costs and Other Contract Assets The costs of monitoring-related equipment provided to customers under operating lease arrangements within the Company's deferred equipment agreements are generally deferred and amortized to cost of goods sold over the life of the underlying contracts. Some of the Company's deferred equipment agreements also contain provisions for certain allowances to be made directly to the end-user hospital customer at the inception of the arrangement. These allowances are generally allocated to the lease and non-lease components and recognized as a reduction to revenue as the underlying performance obligations are satisfied. The Company generally invoices its customers under deferred equipment agreements as sensors are provided to the customer. However, the Company may recognize revenue for certain non-lease performance obligations under deferred equipment agreements with fixed annual commitments at the time such performance obligations are satisfied and prior to the customer being invoiced. When this occurs, the Company records an unbilled contract receivable related to such revenue until the customer has been invoiced pursuant to the terms of the underlying deferred equipment agreement. The incremental costs of obtaining a contract with a customer are capitalized and deferred if the Company expects such costs to be recoverable over the life of the contract and the contract term is greater than one year. Such deferred costs generally relate to certain incentive sales commissions earned by the Company's internal sales team in connection with the execution of deferred equipment agreements and are amortized to expense over the expected term of the underlying contract. Warranty The Company generally provides a warranty against defects in material and workmanship for a period ranging from six months to forty-eight months, depending on the product type. In traditional sales activities, including direct and OEM sales, the Company establishes an accrued liability for the estimated warranty costs at the time of revenue recognition, with a corresponding provision to cost of goods sold. Customers may also purchase extended warranty coverage or service level upgrades separately or as part of a deferred equipment agreement. Revenue related to extended warranty coverage and service level upgrades is generally recognized over the life of the contract, which reasonably approximates the period over which such services will be provided. The related extended warranty and service level upgrade costs are expensed as incurred. Changes in the product warranty accrual were as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:70.391%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.788%"></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:12.791%"></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">Nine Months Ended</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
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">September 30,
2023</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Product warranty accrual, beginning of period</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">8.6 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">10.6 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;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">Accrual for warranties issued</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6.9 </td><td style="background-color:#ffffff;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">7.4 </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:#dbdbdb;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%">Changes in pre-existing warranties (including changes in estimates)</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.3 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(8.3)</td><td style="background-color:#dbdbdb;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">Settlements made</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(8.7)</td><td style="background-color:#ffffff;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">(1.0)</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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Product warranty accrual, end of period</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">9.1 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">8.7 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Advertising Costs Advertising costs include certain advertising, marketing and endorsement agreement fees. Advertising and marketing costs are expensed as incurred. Endorsement fees associated with product endorsers are expensed on a straight-line basis over the term of the agreement. Advertising costs are included in selling, general and administrative expense in the accompanying condensed consolidated statements of operations. Prepayments made under endorsement agreements are included in other current assets or other non-current assets, depending on the period to which the prepayment applies. Certain endorsement agreements provide for royalty payments to endorsers based on sales of particular products, which the Company records in selling, general and administrative expense as the related sales occur. Advertising costs for the three months ended September 28, 2024 and September 30, 2023 were $16.7 million and $15.7 million, respectively. Advertising costs for the nine months ended September 28, 2024 and September 30, 2023 were $43.6 million and $44.6 million, respectively.</div><div style="margin-top:13pt;text-indent:9pt">Litigation Costs and Contingencies</div><div style="margin-top:4.5pt">The Company records a charge equal to at least the minimum estimated liability for a loss contingency or litigation settlement when both of the following conditions are met: (i) information available prior to issuance of the financial statements indicates that it is probable that a liability had been incurred at the date of the financial statements, and (ii) the range of loss can be reasonably estimated. The determination of whether a loss contingency, litigation settlement or contingent fee is probable or reasonably possible involves a significant amount of management judgment, as does the estimation of the range of loss given the nature of contingencies or any associated contingent fees related to a settlement of a legal matter. Liabilities related to litigation settlements with multiple elements are recorded based on the fair value of each element. Legal and other litigation related expenses are recognized as the services are provided. Contingent legal fee expenses are recognized when probable and reasonably estimable. The Company records insurance and other indemnity recoveries for litigation expenses when both of the following conditions are met: (a) the recovery is probable, and (b) collectability is reasonably assured. Insurance recoveries are only recorded to the extent the litigation costs to which they relate have been incurred and recognized in the financial statements.</div><div style="margin-top:13pt;text-indent:11.25pt">Foreign Currency Translation</div><div style="margin-top:4.5pt">The Company's international headquarters is in Switzerland, and its functional currency is the U.S. Dollar. The Company has many other foreign subsidiaries, and the largest transactions in foreign currency translations occur in the Japanese Yen, the British Pound, the Chinese Yuan and the European Euro.</div><div style="margin-top:13pt">The Company records certain revenues and expenses in foreign currencies. These revenues and expenses are translated into U.S. Dollars based on the average exchange rate for the reporting period. Assets and liabilities denominated in foreign currencies are translated into U.S. Dollars at the exchange rate in effect as of the balance sheet date. Translation gains and losses related to foreign currency assets and liabilities of a subsidiary that are denominated in the functional currency of such subsidiary are included as a component of accumulated other comprehensive income (loss) within the accompanying condensed consolidated balance sheets. Realized and unrealized foreign currency gains and losses related to foreign currency assets and liabilities of the Company, or a subsidiary that are not denominated in the underlying functional currency are included as a component of non-operating loss within the accompanying condensed consolidated statements of operations. </div><div style="margin-top:13pt;text-indent:11.25pt">Derivatives Instruments and Hedging Activities</div><div style="margin-top:4.5pt">The Company addresses market risk from changes in interest rates risks through risk management programs, which include the use of derivative instruments. The Company's exposure to a counterparty's credit risk is generally limited to the amounts of the net obligation to the counterparty. The Company established policies to enter into contracts only with major investment-grade financial institutions to mitigate such counterparty credit risk. The Company also established a policy to further monitor the counterparty risks throughout the life of the instruments. None of the derivative instruments currently held by the Company were entered into for speculative trading purposes.</div><div style="margin-top:9pt">All derivative financial instruments are recognized as either assets or liabilities at fair value in the condensed consolidated balance sheets and are classified as short-term or long-term based on the tenor of the instrument. The Company has elected not to separate a derivative instrument into current and long-term portions. A derivative instrument whose fair value is a net liability is classified as current in total. A derivative instrument whose fair value is a net asset and whose current portion is an asset is classified as non-current in total. For a derivative instrument that meets the criteria to qualify for hedge accounting, the Company marks the fair value of the derivative instrument to market periodically through other comprehensive income (loss). When the hedged items are recorded to income (loss), the associated deferred gains (losses) of the derivatives in accumulated other comprehensive (loss) income will be reclassified into earnings. Any fluctuation in the fair value of a derivative instrument that does not meet the criteria for hedge accounting is recorded to earnings (expense) in the period it occurs.</div><div style="margin-top:13pt;text-indent:11.25pt">Comprehensive (Loss) Income</div><div style="margin-top:4.5pt">Comprehensive (loss) income includes foreign currency translation adjustments, changes to pension benefits, unrealized gains (losses) on cash flow hedges and any related tax benefits (expenses) that have been excluded from net income and reflected in stockholders' equity.</div><div style="margin-top:13pt;text-indent:11.25pt">Net Income Per Share</div><div style="margin-top:4.5pt">A computation of basic and diluted net income per share is as follows:</div><div style="margin-top:10pt"><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:41.443%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.788%"></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:12.788%"></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:12.788%"></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:12.795%"></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">Three Months Ended</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-top:4.5pt">(in millions, except per share amounts)</div></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
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">September 30,
2023</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:center;vertical-align:bottom">September 28,
2024</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30,
2023</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Net income</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">9.8 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">10.6 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">44.7 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-

color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">47.6 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;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><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Basic net income per share:</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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Weighted-average shares outstanding - basic</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">53.4 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">52.8 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">53.2 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">52.8 </td><td style="background-color:#dbdbdb;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 19pt;text-align:left;vertical-align:bottom">Net income per basic share</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">0.18 </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">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">0.20 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">0.84 </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">0.90 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Diluted net income per share:</td><td colspan="3" style="background-color:#dbdbdb;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:3pt double #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Weighted-average shares outstanding - basic</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">53.4 </td><td style="background-color:#ffffff;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">52.8 </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">53.2 </td><td style="background-color:#ffffff;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">52.8 </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:#dbdbdb;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Diluted share equivalents: stock options, RSUs and PSUs</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.9 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.1 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.1 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.1 </td><td style="background-color:#dbdbdb;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 19pt;text-align:left;vertical-align:bottom">Weighted-average shares outstanding - diluted</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">54.3 </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">53.9 </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">54.3 </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">53.9 </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:#dbdbdb;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Net income per diluted share</td><td style="background-color:#dbdbdb;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:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">0.18 </td><td style="background-color:#dbdbdb;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:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">0.20 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">0.82 </td><td style="background-color:#dbdbdb;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:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">0.88 </td><td style="background-color:#dbdbdb;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:9pt">Basic net income per share is computed by dividing net income by the weighted-average number of shares outstanding during the period. Net income per diluted share is computed by dividing the net income by the weighted-average number of shares and potential shares outstanding during the period, if the effect of potential shares is dilutive. Potential shares include incremental shares of stock issuable upon the exercise of stock options and the vesting of both restricted share units (RSUs) and performance stock units (PSUs). For the three months ended September 28, 2024 and September 30, 2023, weighted options to purchase 1.4 million and 1.3 million shares of common stock, respectively, were outstanding but not included in the computation of diluted net income per share because the effect of including such shares would have been antidilutive in the applicable period. For the nine months ended September 28, 2024 and September 30, 2023, weighted options to purchase 1.4 million and 0.9 million shares of common stock, respectively, were outstanding but not included in the computation of diluted net income per share because the effect of including such shares would have been antidilutive in the applicable period. Certain RSUs were considered contingently issuable shares as their vesting is contingent upon the occurrence of certain future events. Since such events had not occurred and were not considered probable of occurring as of each of September 28, 2024 and September 30, 2023, 2.7 million weighted-average shares related to such RSUs have been excluded from the calculation of potential shares for the three and nine month periods then ended. For additional information with respect to these RSUs, please see "Employment and Severance Agreements" in Note 24, "Commitments and Contingencies".</div><div style="margin-top:13pt;text-indent:11.25pt">Supplemental Cash Flow Information</div><div style="margin-top:4.5pt">Supplemental cash flow information includes the following:</div><div style="margin-top:14pt"><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:70.391%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.788%"></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:12.791%"></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">Nine Months Ended</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
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">September 30,
2023</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-top:4.5pt">Cash paid during the year for:</div></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;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"><div style="padding-left:18pt">Interest expense</div></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">29.3 </td><td style="background-color:#ffffff;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">35.8 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="padding-left:18pt">Income taxes</div></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40.1 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">39.4 </td><td style="background-color:#dbdbdb;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 style="padding-left:18pt">Operating lease liabilities</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18.4 </td><td style="background-color:#ffffff;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">16.0 </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:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-cash operating activities:</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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="padding-left:18pt">ROU assets obtained in exchange for lease liabilities</div></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">28.5 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">2.4 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-cash investing activities:</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Unpaid purchases of property and equipment</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1.2 </td><td style="background-color:#ffffff;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">1.2 </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="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:#dbdbdb;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Unpaid strategic investments</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.2 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.6 </td><td style="background-color:#dbdbdb;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><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr style="height:15pt"><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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-cash financing activities:</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Unsettled common stock proceeds from option exercises</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">0.5 </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="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 style="height:15pt"><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0

1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Reconciliation of cash, cash equivalents and restricted cash:</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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"> Cash and cash equivalents </td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">158.5 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">124.4 </td><td style="background-color:#dbdbdb;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"> Restricted cash </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5.2 </td><td style="background-color:#ffffff;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">7.9 </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:#dbdbdb;padding:2px 1pt 2px 25.75pt;text-align:left;vertical-align:bottom">Total cash, cash equivalents and restricted cash shown in the condensed consolidated statements of cash flows</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">163.7 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">132.3 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Recently Adopted and Recently Announced Accounting Pronouncements There have been no material changes to the accounting policies discussed in Note 2 to the consolidated financial statements included in the Company's Annual Report on Form 10-K for the fiscal year ended December 30, 2023, filed with the SEC on February 28, 2024, other than the following update: In November 2023, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures. The new standard is intended to improve reportable segment disclosure requirements primarily through enhanced disclosures about significant segment expenses and other segment items and requires entities to provide in interim periods all disclosures about a reportable segment's profit or loss and assets that are currently required annually. The amendment also requires disclosure of the title and position of the chief operating decision maker ("CODM") and an explanation of how the CODM uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources. ASU No. 2023-07 is effective for annual reporting periods beginning after December 15, 2023 and interim periods in fiscal years beginning after December 15, 2024. Early adoption is permitted with retrospective application to all prior periods presented. Upon transition, the segment expense categories and amounts disclosed in the prior periods should be based on the significant segment expense categories identified and disclosed in the period of adoption. The Company is continuing to evaluate the impact of this standard on its consolidated financial statements upon adoption. Basis of Presentation The accompanying unaudited consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information and note disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) have been condensed or omitted pursuant to such rules and regulations. The accompanying condensed consolidated financial statements have been prepared on the same basis as the annual financial statements and, in the opinion of management, reflect all adjustments, including normal recurring accruals, necessary to present fairly the Company's condensed consolidated financial statements. The accompanying condensed consolidated balance sheet as of December 30, 2023 was derived from the Company's audited consolidated financial statements at that date. The accompanying condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and related notes contained in the Company's Annual Report on Form 10-K for the fiscal year ended December 30, 2023 (fiscal year 2023), filed with the SEC on February 28, 2024. The results for the three and nine months ended September 28, 2024 are not necessarily indicative of the results to be expected for the fiscal year ending December 28, 2024 (fiscal year 2024) or for any other interim period or for any future year. Fiscal Periods The Company follows a conventional 52/53 week fiscal year. Under a conventional 52/53 week fiscal year, a 52 week fiscal year includes four quarters of 13 weeks while a 53 week fiscal year includes three 13 week fiscal quarters and one 14 week fiscal quarter. The Company's last 53 week fiscal year was fiscal year 2020. Fiscal year 2024 is a 52 week fiscal year ending December 28, 2024. All references to years in these notes to condensed consolidated financial statements are fiscal years unless otherwise noted. Reclassifications Certain amounts in the accompanying condensed consolidated financial statements have been reclassified to conform to the current period presentation, including certain balance sheet asset accounts in the consolidated financial statements for the year ended December 30, 2023. There was no impact on previously reported total assets, liabilities, stockholders' equity or net income. Use of Estimates The Company prepares its financial statements in conformity with GAAP, which requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Significant estimates include the determination of standalone selling prices, variable consideration, total consideration allocated to each performance obligation within a contract, inventory valuation, valuation of the Company's equity awards, valuation of identifiable assets and liabilities connected with business combinations, impairment of long-lived assets, intangible assets and goodwill, derivative and equity instruments, deferred taxes and any associated valuation allowances, deferred revenue, accounting for pensions, uncertain income tax positions, litigation costs, and related accruals. Business Combinations The Company accounts for business combinations using the acquisition method of accounting in accordance with Accounting Standards Codification (ASC) Topic 805, Business Combinations, which requires that once control is obtained, assets acquired, liabilities assumed and noncontrolling interests in the acquired entity, if applicable, are recorded at their respective fair values at the date of acquisition, with the exception of acquired contract assets and contract liabilities (i.e., deferred revenue) from contracts with customers. These are recognized and measured in accordance with ASC Topic 606, Revenue from Contracts with Customers. The excess of the purchase price over fair values of identifiable assets, liabilities and noncontrolling interests in the acquired entity, if applicable, is recorded as goodwill. Fair Value Measurements The Company accounts for certain financial instruments at their fair values as either assets or liabilities on the balance sheet. The Company determines the fair value of its financial instruments using the framework prescribed by ASC Topic 820, Fair Value Measurements and Disclosures, and considers the estimated amount the Company would receive or pay to transfer these instruments at the reporting date with respect to current currency exchange rates, interest rates, the creditworthiness of the counterparty for unrealized gain positions and the Company's creditworthiness for unrealized loss positions. In certain instances, the Company may utilize financial models to measure the fair value of its financial instruments. In doing so, the Company uses inputs that include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, other observable inputs for the asset or liability and inputs derived principally from, or corroborated by, observable market data by correlation or other means. Recurring Fair Value Measurement On a recurring basis, the Company measures certain financial assets and financial liabilities at fair value based upon quoted market prices. Where quoted market prices or other observable inputs are not available, the Company applies valuation techniques to estimate fair value. Authoritative guidance describes a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value: ● Level 1—Quoted prices in active markets for identical assets or liabilities. ● Level 2—Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active; or other inputs that can be corroborated by observable market data for substantially the full term of the assets or liabilities. ● Level 3—

*Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. The following tables represent the Company's financial assets, measured at fair value on a recurring basis at September 28, 2024: <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:41.506%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.809%"></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:12.809%"></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:12.809%"></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:12.812%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr style="height:19pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" rowspan="2" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Total Carrying
Value</td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value Measurement Hierarchy</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr style="height:20pt"><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</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">Level 1</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 2</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 3</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets</td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></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;text-indent:22.5pt;vertical-align:bottom">Cash and cash equivalents</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">101.2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">101.2 </td><td style="background-color:#ffffff;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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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 colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:22.5pt;vertical-align:bottom">Money market funds</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">57.3 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">57.3 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;text-indent:22.5pt;vertical-align:bottom">Equity securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.7 </td><td style="background-color:#ffffff;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">1.7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:22.5pt;vertical-align:bottom">Pension assets</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25.6 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18.8 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6.8 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none

size:10pt;font-weight:400;line-height:100%">Derivative instruments - warrants</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.9 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.9 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></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">Total assets</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">191.4 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">184.6 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">6.8 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </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="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:3pt double #000000;padding:0 1pt"></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">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><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"> Derivative instruments - cash flow hedges </td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">4.9 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">4.9 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total liabilities</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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4.9 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">— </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">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table></div><div style="margin-top:9pt">The following tables represent the Company's financial assets, measured at fair value on a recurring basis at December 30, 2023:</div><div style="margin-top:9pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:41.443%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.788%"></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:12.788%"></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:12.788%"></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:12.795%"></td><td style="width:0.1%"></td></tr><tr style="height:14pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" rowspan="2" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Total Carrying
Value</td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value Measurement Hierarchy</td></tr><tr style="height:20pt"><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</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">Level 1</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 2</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 3</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets</td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;text-indent:22.5pt;vertical-align:bottom">Cash and cash equivalents</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">87.0 </td><td style="background-color:#ffffff;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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">87.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:22.5pt;vertical-align:bottom">Money market funds</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">76.0 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">76.0 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;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"> Pension assets </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23.1 </td><td style="background-color:#ffffff;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">16.8 </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">6.3 </td><td style="background-color:#ffffff;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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none">

style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:22.5pt;vertical-align:bottom">Derivative instruments - cash flow hedges</td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">3.6 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">3.6 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;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><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">Total liabilities</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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3.6 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">3.6 </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 #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">— </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><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table>_____</div><div style="margin-top:4.5pt">(1) Includes accrued interest.</div><div style="margin-top:9pt">The Company invests in checking, savings and money market fund accounts, which are classified within Level 1 of the fair value hierarchy as they are valued using quoted market prices. These investments are classified as cash and cash equivalents within the Company's accompanying condensed consolidated balance sheets, in accordance with GAAP and its accounting policies.</div><div style="margin-top:9pt">The Company has certain strategic investments in privately-held companies (non-marketable equity securities) and companies that have completed initial public offerings (marketable equity securities). The Company's marketable equity securities, whose price is based on quoted market price in an active market, are classified within Level 1 of the fair value hierarchy. Equity securities are classified as current, short-term investments, or non-current, recorded in other non-current assets, based on the nature of the securities and their availability for use in current operations. The changes in the fair value of those equity securities are measured at each reporting date and changes in the value of these investments between reporting dates are recorded within non-operating loss. </div><div style="margin-top:9pt">The Company's pension assets consist of Level 1 and Level 2 investments. The fair value of Level 2 assets is based on observable inputs such as prices or quotes for similar assets, adjusted for any differences in terms or conditions that may affect the value of the instrument being valued. The valuation techniques used for Level 2 assets may include the use of models or other valuation techniques, but these methods are all based on observable market inputs.</div><div style="margin-top:9pt">The Company also has investments in certain derivative instruments, which are measured at fair value and classified within Level 1 of the fair value hierarchy.</div><div style="margin-top:9pt">Non-Recurring Fair Value Measurements</div><div style="margin-top:4.5pt">For certain other financial assets and liabilities, including restricted cash, accounts receivable, accounts payable and other current assets and liabilities, the carrying amounts approximate their fair value primarily due to the relatively short maturity of these balances. The Company also measures certain non-financial assets at fair value on a non-recurring basis, primarily goodwill, intangible assets and operating lease right-of-use assets, in connection with periodic evaluations for potential impairment. </div>Furthermore, the Company did not elect to apply the fair value option to specific assets or liabilities on a contract-by-contract basis. The Company did not have any transfers between Level 2 and Level 3 during the nine months ended September 28, 2024.<div style="margin-top:9pt">The following tables represent the Company's financial assets, measured at fair value on a recurring basis at September 28, 2024:</div><div style="margin-top:9pt"><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:41.506%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.809%"></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:12.809%"></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:12.809%"></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:12.812%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr style="height:19pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" rowspan="2" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Total Carrying
Value</td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value Measurement Hierarchy</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr style="height:20pt"><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</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">Level 1</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 2</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 3</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets</td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></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;text-indent:22.5pt;vertical-align:bottom">Cash and cash equivalents</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">101.2 </td><td style="background-color:#ffffff;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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">101.2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table>

style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:22.5pt;vertical-align:bottom">Money market funds</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">57.3 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">57.3 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;text-indent:22.5pt;vertical-align:bottom">Equity securities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.7 </td><td style="background-color:#ffffff;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">1.7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:22.5pt;vertical-align:bottom">Pension assets</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25.6 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18.8 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6.8 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Derivative instruments - cash flow hedges(1) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4.7 </td><td style="background-color:#ffffff;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">4.7 </td><td style="background-color:#ffffff;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="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">Total assets</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">191.4 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">184.6 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">6.8 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </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="display:none"></td><td colspan="3" style="display:none"></td></tr><tr style="height:14pt"><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:3pt double #000000;padding:0 1pt"></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">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><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="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"> Derivative instruments - cash flow hedges </td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;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%">4.9 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">
$</td><td style="background-
color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">4.9 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-
color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-
color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td>
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style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td>
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</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3"
style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:700;line-height:100%">Total liabilities</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid
#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">$</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">4.9 </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">4.9 </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">— </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">— </td><td style="background-color:#ffffff;border-
bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td
colspan="3" style="display:none"></td></tr></table></div><div style="margin-top:9pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:120%">The following tables represent the Company’s financial assets, measured at fair value on a recurring basis at December 30, 2023:
</div><div style="margin-top:9pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr>
<td style="width:1.0%"></td><td style="width:41.443%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.788%"></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:12.788%"></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:12.788%"></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:12.795%"></td><td style="width:0.1%"></td></tr><tr style="height:14pt"><td colspan="3"
style="padding:0 1pt"></td><td colspan="3" rowspan="2" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:7.5pt;font-weight:700;line-height:100%">Total Carrying
Value</td><td colspan="3" style="padding:0 1pt"></td><td
colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:7.5pt;font-
weight:700;line-height:100%">Fair Value Measurement Hierarchy</td></tr><tr style="height:20pt"><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-
align:bottom">(in millions)</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">Level 1</td><td colspan="3" style="border-top:1pt
solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:7.5pt;font-weight:700;line-height:100%">Level 2</td><td colspan="3" style="border-top:1pt solid #000;padding:0
1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:7.5pt;font-weight:700;line-height:100%">Level 3</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-
align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-style:italic;font-weight:700;line-
height:100%">Assets</td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3"
style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3"
style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3"
style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td
colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;text-indent:22.5pt;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Cash and cash equivalents</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%">87.0 </td><td style="background-color:#ffffff;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">$</td><td style="background-
color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">87.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-
color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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"><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></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">
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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:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:22.5pt;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">Money market funds</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">76.0
</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0
1pt"></td><td colspan="2" style="background-color:#dbdbdb;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%">76.0 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-
color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">
— </td><td style="background-
color:#dbdbdb;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 style="text-indent:22.5pt"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">Pension assets</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23.1 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">16.8 </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">6.3 </td><td
style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td
colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">
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colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"
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colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td

colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:22.5pt;vertical-align:bottom">Equity securities</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.7 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.7 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;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"> Derivative instruments - cash flow hedges(1) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11.6 </td><td style="background-color:#ffffff;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">11.6 </td><td style="background-color:#ffffff;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:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:22.5pt;vertical-align:bottom">Derivative instruments - warrants</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.0 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.0 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;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 assets</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">200.4 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">194.1 </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">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">6.3 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </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:14pt"><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:3pt double #000;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><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:22.5pt;vertical-align:bottom">Derivative instruments - cash flow hedges</td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">3.6 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">3.6 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">3.6 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total liabilities</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">3.6 </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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3.6 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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">— </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><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table>_____ <span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:5.2pt;font-

weight:400;line-height:120%;position:relative;top:-2.8pt;vertical-align:baseline">(1) Includes accrued interest.
10120000010120000000573000005730000000170000017000000025600000188000006800000047000004700000009000009000000191400000184600000680000004900
style="margin-top:13pt;padding-left:13.5pt">Cash and Cash Equivalents The Company considers all highly liquid investments with an original maturity from the date of purchase of three months or less, or highly liquid investments that are readily convertible into known amounts of cash, to be cash equivalents. The Company carries cash and cash equivalents at cost, which approximates fair value, and they are Level 1 under the fair value hierarchy. Accounts Receivable and Allowance for Credit Losses Accounts receivable consist of trade receivables recorded at the time of invoicing of product sales, reduced by reserves for estimated bad debts and returns. Trade accounts receivable are recorded at the invoiced amount and do not bear interest. Credit is extended based on an evaluation of the customer's financial condition. Collateral is generally not required. The Company records an allowance for credit losses that it does not expect to collect based on relevant information, including historical experience, current conditions, and reasonable and supportable forecasts. Accounts are charged off against the allowance when the Company believes they are uncollectible. The allowance for credit losses is measured on a collective (pool) basis when similar risk characteristics exist. Based on the risk characteristics, the Company has identified U.S. and international customers as separate portfolios for both segments, and measures expected credit losses on such receivables using an aging methodology. Inventories Inventories are stated at the lower of cost or net realizable value. Cost is determined using a standard cost method, which approximates the first in, first out method, and includes material, labor and overhead costs. Inventory valuation adjustments are recorded for inventory items that have become excess or obsolete or are no longer used in current production and for inventory items that have a market price less than the carrying value in inventory. The Company generally determines inventory valuation adjustments based on an evaluation of the expected future use of its inventory on an item by item basis and applies historical obsolescence rates to estimate the loss on inventory expected to have a recovery value below cost. The Company also records other specific inventory valuation adjustments when it becomes aware of unique events or circumstances that result in an expected recovery value below cost. For inventory items that have been written down, the reduced value becomes the new cost basis. Property and Equipment Property and equipment are stated at cost. Depreciation is calculated using the straight-line method over estimated useful lives 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:66.736%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:31.064%"></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">Useful Lives</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Buildings and building improvements</td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"> 7 to 39 years </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Computer equipment and software</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 2 to 12 years </td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Demonstration units</td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"> 2 to 3 years </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Furniture and office equipment</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 2 to 15 years </td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Leasehold improvements</td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:center;vertical-align:bottom">Lesser of useful life or term of lease</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Machinery, equipment and tooling</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 3 to 20 years </td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease assets</td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:center;vertical-align:bottom">Lesser of useful life or term of lease</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Transportation, vehicles and other</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 1 to 20 years </td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> Land is not depreciated and construction-in-progress is not depreciated until placed in service. Normal repair and maintenance costs are expensed as incurred, whereas significant improvements that materially increase values or extend useful lives are capitalized and depreciated over the remaining estimated useful lives of the related assets. Upon sale or retirement of depreciable assets, the related cost and accumulated depreciation or amortization are removed from the accounts and any gain or loss on the sale or retirement is recognized in income. Property and equipment are stated at cost. Depreciation is calculated using the straight-line method over estimated useful lives 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:66.736%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:31.064%"></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">Useful Lives</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Buildings and building improvements</td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"> 7 to 39 years </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Computer equipment and software</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 2 to 12 years </td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Demonstration units</td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"> 2 to 3 years </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Furniture and office equipment</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 2 to 15 years </td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Leasehold improvements</td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:center;vertical-align:bottom">Lesser of useful life or term of lease</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Machinery, equipment and tooling</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 3 to 20 years </td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease assets</td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:center;vertical-align:bottom">Lesser of useful life or term of lease</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Transportation, vehicles and other</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> 1 to 20 years </td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> Property and equipment, net, consists 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:70.391%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.788%"></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:12.791%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 30,
2023</td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Machinery, equipment and tooling</td><td style="background-color:#dbdbdb;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:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">188.7 </td><td style="background-
color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0
1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-
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#000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
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serif;font-size:10pt;font-weight:400;line-height:100%">151.0 </td><td style="background-color:#ffffff;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-
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size:10pt;font-weight:400;line-height:100%">Operating lease assets</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">128.2
</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0
1pt"></td><td colspan="2" style="background-color:#dbdbdb;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%">92.2 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></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"><div>Land

(1)</div></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%">55.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0
2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">66.2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Computer equipment and software</td><td
colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">47.0 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">45.5
</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></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"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">Leasehold improvements</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">42.0
</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt">
</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">37.5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td
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style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"><div><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">Transportation, vehicles and other<span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:5.2pt;font-weight:400;line-height:100%;position:relative;top:-2.8pt;vertical-align:baseline">(2)</div></td><td colspan="2" style="background-
color:#dbdbdb;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%">27.2 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">
34.0 </td><td style="background-
color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">Furniture and office equipment</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">
19.9 </td><td style="background-
color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2"
style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">20.4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Demonstration units</td><td colspan="2"
style="background-color:#dbdbdb;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%">12.3 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">11.1 </td><td
style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></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"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">Construction-in-progress (CIP)</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">51.9
</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt">
</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">59.2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-
align:bottom">   Total property and
equipment</td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">723.2 </td><td style="background-
color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0
1pt"></td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">686.8 </td><td style="background-
color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></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"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">Accumulated depreciation</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">(305.3)
</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt">
</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">(262.4)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-
align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-
align:bottom"><div>   Property and equipment,
net<span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:5.2pt;font-weight:400;line-height:100%;position:relative;top:-2.8pt;vertical-
align:baseline">(1)</div></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-
align:left;vertical-align:bottom">$</td><td
style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">417.9 </td><td style="background-
color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px
1pt;text-align:left;vertical-align:bottom">$
</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">424.4 </td><td style="background-
color:#dbdbdb;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"
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In May 2024, the Company completed the sale of the land, resulting in a gain of $0.9 million, which was recorded net of transaction costs, foreign currency translation and cumulative translation adjustments to non-operating loss. (2)During the three months ended September 28, 2024, the Company reduced its fleet of vehicles for use primarily by field sales representatives. The proceeds from the sale of the vehicles were $2.0 million, which was recorded to non-operating loss. In October 2024, the Company grounded the corporate aircraft and has been exploring disposition strategies. P7YP39YP2YP12YP2YP3YP2YP15YP3YP20YP1YP20Y Lessee Right-of-Use (ROU) Assets and Lease Liabilities The Company determines if an arrangement contains a lease at inception. ROU assets represent the Company's right to use an asset underlying an operating lease for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from an operating lease. ROU assets and lease liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. The Company generally estimates the applicable discount rate used to determine the net present value of lease payments based on available information at the lease commencement date. Many of the Company's lessee agreements include options to extend the lease, which the Company does not include in its lease terms unless they are reasonably certain to be exercised. The Company utilizes a portfolio approach to account for the ROU assets and liabilities associated with certain equipment leases. The Company has also made an accounting policy election not to separate lease and non-lease components for its real estate leases and to exclude short-term leases with a term of twelve months or less from its ROU assets and lease liabilities. Rental expense for lease payments related to operating leases is recognized on a straight-line basis over the lease term. Intangible Assets Intangible assets consist primarily of patents, trademarks, software development costs, customer relationships and acquired technology. Costs related to patents and trademarks, which include legal and application fees, are capitalized and amortized over the estimated useful lives using the straight-line method. Patent and trademark amortization commences once final approval of the patent or trademark has been obtained. Patent costs are amortized over the lesser of 10 years or the patent's remaining legal life, which assumes renewals, and trademark costs are amortized over 17 years, and their associated amortization cost is included in selling, general and administrative expense in the accompanying condensed consolidated statements of operations. For intangibles purchased in an asset acquisition or business combination, which mainly include patents, trademarks, customer relationships and acquired technologies, the useful life is determined largely by valuation estimates of remaining economic life. The Company's policy is to renew its patents and trademarks. Costs to renew patents and trademarks are capitalized and amortized over the remaining useful life of the intangible asset. The Company periodically evaluates the amortization period and carrying basis of patents and trademarks to determine whether any events or circumstances warrant a revised estimated useful life or reduction in value. Capitalized application costs are charged to operations when it is determined that the patent or trademark will not be obtained or is abandoned. Software development costs are accounted for in accordance with ASC Topic 985-20, Software – Costs of Software to be Sold, Leased, or Marketed. Once technological feasibility has been established, qualifying costs incurred in development are capitalized until available for general release to customers, and subsequently reported at the lower of unamortized cost or net realizable value. Intangibles purchased as part of an asset acquisition or business combination historically have included patents, trademarks, customer relationships, developed technologies and contractual licenses. In certain circumstances the Company has also acquired non-compete agreements tied to certain employment relationships. The useful life for all of these is largely determined by valuation estimates of remaining economic life. In connection with the Sound United acquisition, the Company acquired certain trademarks/tradenames, which are intangible assets with indefinite useful lives. These brands are expected to maintain brand value for an indefinite period of time. P10YP17Y Impairment of Goodwill, Intangible Assets and Other Long-Lived Assets Goodwill is recorded as the difference, if any, between the aggregate consideration paid for an acquisition and the fair value of the acquired net tangible and intangible assets. Goodwill is not amortized, but instead is tested annually for impairment, or more frequently when events or changes in circumstances indicate that goodwill might be impaired. In assessing goodwill impairment, the Company has the option to first assess the qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. The Company has two reporting units, healthcare and non-healthcare. The Company's qualitative assessment of the recoverability of goodwill considers various macro-economic, industry-specific and Company-specific factors, including: (i) severe adverse industry or economic trends; (ii) significant Company-specific actions; (iii) current, historical or projected deterioration of the Company's financial performance; or (iv) a sustained decrease in the Company's market capitalization below its net book value. If the qualitative assessment indicates that it is more-likely-than-not that the fair value of a reporting unit is less than its carrying value, or if the Company elects to bypass the qualitative analysis, then the Company performs a quantitative analysis that compares the fair value of the reporting unit with its carrying amount, including goodwill. If the fair value of the reporting unit exceeds its carrying amount, goodwill is not considered impaired; otherwise, a goodwill impairment loss is recognized for the lesser of: (a) the amount that the carrying amount of such reporting unit exceeds its fair value; or (b) the amount of the goodwill allocated to such reporting unit. The annual impairment test is performed during the fourth fiscal quarter. Similar to goodwill, indefinite-lived intangible assets are not amortized but instead are subject to annual impairment testing, unless circumstances dictate more frequent testing, if impairment indicators exist. Impairment for indefinite-lived assets exists if the carrying value of the indefinite-lived intangible asset exceeds its fair value. Determining whether impairment indicators exist and estimating the fair value of the Company's indefinite-lived intangible assets if necessary for impairment testing require significant judgment. Qualitative factors considered in this assessment include industry and market conditions, overall financial performance, and other relevant events and factors. The Company reviews finite lived intangible assets and long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the future undiscounted operating cash flows expected to be generated by the asset. If such asset is considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount exceeds the fair value of the asset. Long-lived assets to be disposed of are reported at the lower of carrying amount or fair value less costs to sell. 2 Employee Defined Benefit Plans The Company maintains noncontributory defined benefit plans that cover certain employees in certain international locations. The Company recognizes the funded status, or the difference between the fair value of plan assets and the projected benefit obligations of the pension plan on the condensed consolidated balance sheet, with a corresponding adjustment to accumulated other comprehensive income (loss). If the projected benefit obligation exceeds the fair value of plan assets, the difference or underfunded status represents the pension liability. The Company records a net periodic pension cost in the condensed consolidated statement of operations. The liabilities and annual income or expense are determined using methodologies that involve several actuarial assumptions, the most significant of which are the discount rate and the expected long-term rate of asset return. The Company's accounting policy includes an annual re-measurement of pension assets and obligations. In addition, the Company re-measures pension assets and obligations for significant events, as of the nearest month-end date on the calendar. The fair values of plan assets are determined based on prevailing market prices. Income Taxes The Company accounts for income taxes using the asset and liability method, under which the Company recognizes deferred tax assets and liabilities for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and for net operating loss and tax credit carryforwards. Tax positions that meet a more-likely-than-not recognition threshold are recognized in the first reporting period that it becomes more-likely-than-not such tax position will be sustained upon examination. A tax position that meets this more-likely-than-not recognition threshold is recorded at the largest amount of tax benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. Previously recognized income tax positions that fail to meet the recognition threshold in a subsequent period are derecognized in that period. Differences between actual results and the Company's assumptions, or changes in the Company's assumptions in future periods, are recorded in the period they become known. The Company records potential accrued interest and penalties related to unrecognized tax benefits in income tax expense. As a multinational corporation, the Company is subject to complex tax laws and regulations in various jurisdictions. The application of tax laws and regulations is subject to legal and factual interpretation, judgment and uncertainty. Tax laws themselves are subject to change as a result of changes in fiscal policy, changes in legislation, evolution of regulations and court rulings. Therefore, the actual liability for U.S. or foreign taxes may be materially different from the Company's estimates, which could result in the need to record additional liabilities or potentially to reverse previously recorded tax liabilities. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period that includes the enactment date. A valuation allowance is recorded against any deferred tax assets when, in the judgment of management, it is more likely than not that all or part of a deferred tax asset will not be realized. In assessing the need for a valuation allowance, the Company considers all positive and negative evidence, including recent financial performance, scheduled reversals of temporary differences, projected future taxable income, availability of taxable income in carryback periods and tax planning strategies. Income taxes are highly susceptible to changes from period to period, requiring management to make assumptions about the Company's future income over the lives of its deferred tax assets and the impact of changes in valuation allowances. Any difference in the assumptions, judgments and estimates mentioned above could result in changes to the Company's results of operations. Revenue Recognition, Deferred Revenue and Other Contract Liabilities The Company generally recognizes revenue following a single, principles-based five-step model to be applied to all contracts with customers and generally provides for the recognition of revenue in an amount that reflects the consideration to which the Company expects to be entitled, net of allowances for estimated returns, discounts or sales incentives, as well as taxes collected from customers

*that are remitted to government authorities, when control over the promised goods or services are transferred to the customer. Healthcare segment While the majority of the Company's healthcare segment revenue contracts and transactions contain standard business terms and conditions, there are some transactions that contain non-standard business terms and conditions. As a result, contract interpretation, judgment and analysis are required to determine the appropriate accounting, including: (i) the amount of the total consideration, as well as variable consideration, (ii) whether the arrangement contains an embedded lease, and if so, whether such embedded lease is a sales-type lease or an operating lease, (iii) the identification of the distinct performance obligations contained within the arrangement, (iv) how the arrangement consideration should be allocated to each performance obligation when multiple performance obligations exist, including the determination of standalone selling price, and (v) when to recognize revenue on the performance obligations. Changes in judgments on these assumptions and estimates could materially impact the timing of revenue recognition. Revenue from fixed lease payments related to equipment supplied under sales-type lease arrangements is recognized once control over the equipment is transferred to the customer, while revenue from fixed lease payments related to equipment supplied under operating-type lease arrangements is generally recognized on a straight-line basis over the term of the lease and variable lease payments are recognized as they occur. The Company derives the majority of its healthcare segment revenue from four primary sources: (i) direct sales under deferred equipment agreements with end-user hospitals where the Company provides up-front monitoring equipment at no up-front charge in exchange for a multi-year sensor purchase commitment; (ii) other direct sales of noninvasive monitoring solutions to end-user hospitals, emergency medical response organizations and other direct customers; (iii) sales of noninvasive monitoring solutions to distributors who then typically resell to end-user hospitals, emergency medical response organizations and other customers; and (iv) sales of integrated circuit boards to OEM customers who incorporate the Company's embedded software technology into their multiparameter monitoring devices. Subject to customer credit considerations, the majority of such sales are made on open accounts using industry standard payment terms based on the geography within which the specific customer is located. The Company enters into agreements to sell its monitoring solutions and services, sometimes as a part of arrangements with multiple performance obligations that include various combinations of product sales, equipment leases, software and services. In the case of contracts with multiple performance obligations, the authoritative guidance provides that the total consideration be allocated to each performance obligation on the basis of relative standalone selling prices. When a standalone selling price is not readily observable, the Company estimates the standalone selling price by considering multiple factors including, but not limited to, features and functionality of the product, geographies, type of customer, contractual prices pursuant to Group Purchasing Organization (GPO) contracts, the Company's pricing and discount practices, and other market conditions. Sales under deferred equipment agreements are generally structured such that the Company agrees to provide certain monitoring-related equipment, software, installation, training and/or warranty support at no up-front charge in exchange for the customer's commitment to purchase sensors over the term of the agreement, which generally ranges from three years to six years. The Company allocates contract consideration under deferred equipment agreements containing fixed annual sensor purchase commitments to the underlying lease and non-lease components at contract inception. In determining whether any underlying lease components are related to a sales-type lease or an operating lease, the Company evaluates the customer's rights and ability to control the use of the underlying equipment throughout the contract term, including any equipment substitution rights retained by the Company, as well as the Company's expectations surrounding potential contract/lease extensions or renewals and the customer's likelihood to exercise any purchase options. Beginning in 2022, for contracts that contain variable lease payments that are not dependent on an index or rate, the Company classifies as operating leases any lease components that would have otherwise been classified as sales-type leases that would result in a selling loss upon lease commencement. Revenue allocable to non-lease performance obligations is generally recognized as such non-lease performance obligations are satisfied. Revenue allocable to lease components under sales-type lease arrangements is generally recognized when control over the equipment is transferred to the customer. Revenue allocable to lease components under operating lease arrangements is generally recognized over the term of the operating lease. The Company generally does not expect to derive any significant value in excess of such asset's unamortized book value from equipment underlying its operating lease arrangements after the end of the agreement. Revenue from the sale of products and software to end-user hospitals, emergency medical response organizations, other direct customers, distributors and OEM customers, is recognized by the Company when control of the performance obligations thereunder transfers to the customer based upon the terms of the contract or underlying purchase order. Revenue related to OEM rainbow® parameter software licenses is recognized by the Company upon the OEM's shipment of its product to its customer, as reported to the Company by the OEM. The Company provides certain customers with various sales incentives that may take the form of discounts or rebates. The Company records estimates related to these programs as a reduction to revenue at the time of sale. In general, customers do not have a right of return for credit or refund. However, the Company allows returns under certain circumstances. At the end of each period, the Company estimates and accrues for these returns as a reduction to revenue. The Company estimates the revenue constraints related to these forms of variable consideration based on various factors, including expected purchasing volumes, prior sales and returns history, and specific contractual terms and limitations. Non-healthcare segment Non-healthcare segment revenue is related to hardware and embedded software that is integrated into final products that are manufactured and sold by the Company. Products and related software are accounted for as a single performance obligation and all intended functionality is available to the customer upon purchase. Non-healthcare segment revenue is recognized upon transfer of control of promised products or service to customers, which is either upon shipment or upon delivery to the customers, depending on delivery terms. The Company offers sales incentives and has customer programs consisting primarily of discounts and market development fund programs, and records them as contra revenue. Estimates for sales incentives are developed using the most likely amount and are included in the transaction price to the extent that a significant reversal of revenue would not result once the uncertainty is resolved. In developing these estimates, the Company also considers the susceptibility of the incentive to outside influences, the length of time until the uncertainty is resolved and the Company's experience with similar contracts. Reductions in revenue related to discounts are allocated to products on a relative basis based on their respective standard selling price if there are undelivered products in a contract. Judgement is required to determine the timing and amount of recognition of marketing funds which the Company estimates based on past practice of providing similar funds. Payment terms and conditions vary among the Company's distribution channels although terms generally include a requirement of payment within 30 to 60 days of product shipment. Sales made directly to customers from the Company's website are paid at the time of product shipment. Prior to determining payment terms for each customer, an evaluation of such customer's credit risk is performed. Contractual allowances are an offset to accounts receivable. The Company recognizes non-healthcare royalty revenue associated with certain prepaid license arrangements. The Company recognizes non-healthcare revenue from the prepaid license arrangements based upon sales-based royalties when a subsequent sale occurs. 4P3YP6YP30DP60D Shipping and Handling Costs and Fees All shipping and handling costs are expensed as incurred and are recorded as a component of cost of goods sold in the accompanying condensed consolidated statements of operations. Charges for shipping and handling billed to customers are included as a component of revenue. Taxes Collected From Customers and Remitted to Governmental Authorities The Company's policy is to present revenue net of taxes collected from customers and remitted to governmental authorities. Deferred Costs and Other Contract Assets The costs of monitoring-related equipment provided to customers under operating lease arrangements within the Company's deferred equipment agreements are generally deferred and amortized to cost of goods sold over the life of the underlying contracts. Some of the Company's deferred equipment agreements also contain provisions for certain allowances to be made directly to the end-user hospital customer at the inception of the arrangement. These allowances are generally allocated to the lease and non-lease components and recognized as a reduction to revenue as the underlying performance obligations are satisfied. The Company generally invoices its customers under deferred equipment agreements as sensors are provided to the customer. However, the Company may recognize revenue for certain non-lease performance obligations under deferred equipment agreements with fixed annual commitments at the time such performance obligations are satisfied and prior to the customer being invoiced. When this occurs, the Company records an unbilled contract receivable related to such revenue until the customer has been invoiced pursuant to the terms of the underlying deferred equipment agreement. The incremental costs of obtaining a contract with a customer are capitalized and deferred if the Company expects such costs to be recoverable over the life of the contract and the contract term is greater than one year. Such deferred costs generally relate to certain incentive sales commissions earned by the Company's internal sales team in connection with the execution of deferred equipment agreements and are amortized to expense over the expected term of the underlying contract. Warranty The Company generally provides a warranty against defects in material and workmanship for a period ranging from six months to forty-eight months, depending on the product type. In traditional sales activities, including direct and OEM sales, the Company establishes an accrued liability for the estimated warranty costs at the time of revenue recognition, with a corresponding provision to cost of goods sold. Customers may also purchase extended warranty coverage or service level upgrades separately or as part of a deferred equipment agreement. Revenue related to extended warranty coverage and service level upgrades is generally recognized over the life of the contract, which reasonably approximates the period over which such services will be provided. The related extended warranty and service level upgrade costs are expensed as incurred. 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Advertising and marketing costs are expensed as incurred. Endorsement fees associated with product endorsers are expensed on a straight-line basis over the term of the agreement. Advertising costs are included in selling, general and administrative expense in the accompanying condensed consolidated statements of operations. Prepayments made under endorsement agreements are included in other current assets or other non-current assets, depending on the period to which the prepayment applies. Certain endorsement agreements provide for royalty payments to endorsers based on sales of particular products, which the Company records in selling, general and administrative expense as the related sales occur. Advertising costs for the three months ended September 28, 2024 and September 30, 2023 were $16.7 million and $15.7 million, respectively. Advertising costs for the nine months ended September 28, 2024 and September 30, 2023 were $43.6 million and $44.6 million, respectively. 167000001570000043600000446000000 Litigation Costs and Contingencies The Company records a charge equal to at least the minimum estimated liability for a loss contingency or litigation settlement when both of the following conditions are met: (i) information available prior to issuance of the financial statements indicates that it is probable that a liability had been incurred at the date of the financial statements, and (ii) the range of loss can be reasonably estimated. The determination of whether a loss contingency, litigation settlement or contingent fee is probable or reasonably possible involves a significant amount of management judgment, as does the estimation of the range of loss given the nature of contingencies or any associated contingent fees related to a settlement of a legal matter. Liabilities related to litigation settlements with multiple elements are recorded based on the fair value of each element. Legal and other litigation related expenses are recognized as the services are provided. Contingent legal fee expenses are recognized when probable and reasonably estimable. The Company records insurance and other indemnity recoveries for litigation expenses when both of the following conditions are met: (a) the recovery is probable, and (b) collectability is reasonably assured. Insurance recoveries are only recorded to the extent the litigation costs to which they relate have been incurred and recognized in the financial statements. <span style="background-color:#ffffff;color:#000000;font-family:'Times New Roman',sans-

serif;font-size:10pt;font-style:italic;font-weight:700;line-height:120%">Foreign Currency Translation The Company's international headquarters is in Switzerland, and its functional currency is the U.S. Dollar. The Company has many other foreign subsidiaries, and the largest transactions in foreign currency translations occur in the Japanese Yen, the British Pound, the Chinese Yuan and the European Euro. The Company records certain revenues and expenses in foreign currencies. These revenues and expenses are translated into U.S. Dollars based on the average exchange rate for the reporting period. Assets and liabilities denominated in foreign currencies are translated into U.S. Dollars at the exchange rate in effect as of the balance sheet date. Translation gains and losses related to foreign currency assets and liabilities of a subsidiary that are denominated in the functional currency of such subsidiary are included as a component of accumulated other comprehensive income (loss) within the accompanying condensed consolidated balance sheets. Realized and unrealized foreign currency gains and losses related to foreign currency assets and liabilities of the Company, or a subsidiary that are not denominated in the underlying functional currency are included as a component of non-operating loss within the accompanying condensed consolidated statements of operations. Derivatives Instruments and Hedging Activities The Company addresses market risk from changes in interest rates risks through risk management programs, which include the use of derivative instruments. The Company's exposure to a counterparty's credit risk is generally limited to the amounts of the net obligation to the counterparty. The Company established policies to enter into contracts only with major investment-grade financial institutions to mitigate such counterparty credit risk. The Company also established a policy to further monitor the counterparty risks throughout the life of the instruments. None of the derivative instruments currently held by the Company were entered into for speculative trading purposes. All derivative financial instruments are recognized as either assets or liabilities at fair value in the condensed consolidated balance sheets and are classified as short-term or long-term based on the tenor of the instrument. The Company has elected not to separate a derivative instrument into current and long-term portions. A derivative instrument whose fair value is a net liability is classified as current in total. A derivative instrument whose fair value is a net asset and whose current portion is an asset is classified as non-current in total. For a derivative instrument that meets the criteria to qualify for hedge accounting, the Company marks the fair value of the derivative instrument to market periodically through other comprehensive income (loss). When the hedged items are recorded to income (loss), the associated deferred gains (losses) of the derivatives in accumulated other comprehensive (loss) income will be reclassified into earnings. Any fluctuation in the fair value of a derivative instrument that does not meet the criteria for hedge accounting is recorded to earnings (expense) in the period it occurs. Comprehensive (Loss) Income Comprehensive (loss) income includes foreign currency translation adjustments, changes to pension benefits, unrealized gains (losses) on cash flow hedges and any related tax benefits (expenses) that have been excluded from net income and reflected in stockholders' equity. Net Income Per Share A computation of basic and diluted net income per share 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:41.443%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.768%"></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:12.788%"></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:12.788%"></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:12.795%"></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">Three Months Ended</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> (in millions, except per share amounts) </td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
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2023</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Net income</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">9.8 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">10.6 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">44.7 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">47.6 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;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><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Basic net income per share:</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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Weighted-average shares outstanding - basic</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">53.4 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">52.8 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">53.2 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">52.8 </td><td style="background-color:#dbdbdb;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 19pt;text-align:left;vertical-align:bottom">Net income per basic share</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">0.18 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">0.20 </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">0.84<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 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">0.90 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Diluted net income per share:</td><td colspan="3" style="background-color:#dbdbdb;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:3pt double #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Weighted-average shares outstanding – basic</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">53.4 </td><td style="background-color:#ffffff;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">52.8 </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">53.2 </td><td style="background-color:#ffffff;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">52.8 </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:#dbdbdb;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Diluted share equivalents: stock options, RSUs and PSUs</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.9 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.1 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.1 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.1 </td><td style="background-color:#dbdbdb;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 19pt;text-align:left;vertical-align:bottom">Weighted-average shares outstanding – diluted</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">54.3 </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">53.9 </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">54.3 </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">53.9 </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:#dbdbdb;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Net income per diluted share</td><td style="background-color:#dbdbdb;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:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">0.18 </td><td style="background-color:#dbdbdb;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:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">0.20 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">0.82 </td><td style="background-color:#dbdbdb;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:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">0.88 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
Basic net income per share is computed by dividing net income by the weighted-average number of shares outstanding during the period. Net income per diluted share is computed by dividing the net income by the weighted-average number of shares and potential shares outstanding during the period, if the effect of potential shares is dilutive. Potential shares include incremental shares of stock issuable upon the exercise of stock options and the vesting of both restricted share units (RSUs) and performance stock units (PSUs). For the three months ended September 28, 2024 and September 30, 2023, weighted options to purchase 1.4 million and 1.3 million shares of common stock, respectively, were outstanding but not included in the computation of diluted net income per share because the effect of including such shares would have been antidilutive in the applicable period. For the nine months ended September 28, 2024 and September 30, 2023, weighted options to purchase 1.4 million and 0.9 million shares of common stock, respectively, were outstanding but not included in the computation of diluted net income per share because the effect of including such shares would have been antidilutive in the applicable period. Certain RSUs were considered contingently issuable shares as their vesting is contingent upon the occurrence of certain future events. Since such events had not occurred and were not considered probable of occurring as of each of September 28, 2024 and September 30, 2023, 2.7 million weighted-average shares related to such RSUs have been excluded from the calculation of potential shares for the three and nine month periods then ended. A computation of basic and diluted net income per share 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:41.443%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.788%"></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:12.788%"></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:12.788%"></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:12.795%"></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">Three Months Ended</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> (in millions, except per share amounts) </td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
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">September 30,
2023</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:center;vertical-align:bottom">September 28,
2024</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30,
2023</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Net income</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">9.8 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;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%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">10.6 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">44.7 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">47.6 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;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><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Basic net income per share:</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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Weighted-average shares outstanding - basic</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">53.4 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">52.8 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">53.2 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">52.8 </td><td style="background-color:#dbdbdb;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 19pt;text-align:left;vertical-align:bottom">Net income per basic share</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">0.18 </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">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">0.20 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">0.84 </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">0.90 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Diluted net income per share:</td><td colspan="3" style="background-color:#dbdbdb;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:3pt double #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Weighted-average shares outstanding - basic</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">53.4 </td><td style="background-color:#ffffff;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">52.8 </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">53.2 </td><td style="background-color:#ffffff;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">52.8 </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:#dbdbdb;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Diluted share equivalents: stock options, RSUs and PSUs</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.9 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.1 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.1 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.1 </td><td style="background-color:#dbdbdb;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 19pt;text-align:left;vertical-align:bottom">Weighted-average shares outstanding - diluted</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">54.3 </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">53.9 </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">54.3 </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">53.9 </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:#dbdbdb;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Net income per diluted share</td><td style="background-color:#dbdbdb;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:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">0.18 </td><td style="background-color:#dbdbdb;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:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">0.20 </td><td style="background-color:#dbdbdb;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:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">0.82 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">0.88 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
980000010600000447000004760000053400000528000005320000052800000.180.200.840.90534000005280000053200000528000009000001100000110000011000005" style="margin-top:4.5pt">Supplemental cash flow information includes 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:70.391%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.788%"></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:12.791%"></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">Nine Months Ended</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
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">September 30,
2023</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"> Cash paid during the year for: </td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;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"> Interest expense </td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">29.3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">35.8 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"> Income taxes </td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40.1 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">39.4 </td><td style="background-color:#dbdbdb;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"> Operating lease liabilities </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18.4 </td><td style="background-color:#ffffff;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">16.0 </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:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-cash operating activities:</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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"> ROU assets obtained in exchange for lease liabilities </td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">28.5 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">2.4 </td><td style="background-color:#dbdbdb;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;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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-cash investing activities:</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;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><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Unpaid purchases of property and equipment</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1.2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1.2 </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="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:#dbdbdb;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Unpaid strategic investments</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.2 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.6 </td><td style="background-color:#dbdbdb;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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr style="height:15pt"><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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-cash financing activities:</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Unsettled common stock proceeds from option exercises</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">0.5 </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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Reconciliation of cash, cash equivalents and restricted cash:</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:#dbdbdb;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%">Cash and cash equivalents </td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">158.5 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">124.4 </td><td style="background-color:#dbdbdb;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"> Restricted cash </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5.2 </td><td style="background-color:#ffffff;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">7.9 </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:#dbdbdb;padding:2px 1pt 2px 25.75pt;text-align:left;vertical-align:bottom">Total cash, cash equivalents and restricted cash shown in the condensed consolidated statements of cash flows</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">163.7 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">132.3 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
2930000035800000401000003940000018400000160000000.028500000240000012000001200000200000600000050000015850000012440000052000007900000163700000

style="margin-top:13pt;text-indent:11.25pt">Recently Adopted and Recently Announced Accounting Pronouncements There have been no material changes to the accounting policies discussed in Note 2 to the consolidated financial statements included in the Company's Annual Report on Form 10-K for the fiscal year ended December 30, 2023, filed with the SEC on February 28, 2024, other than the following update: In November 2023, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures. The new standard is intended to improve reportable segment disclosure requirements primarily through enhanced disclosures about significant segment expenses and other segment items and requires entities to provide in interim periods all disclosures about a reportable segment's profit or loss and assets that are currently required annually. The amendment also requires disclosure of the title and position of the chief operating decision maker ("CODM") and an explanation of how the CODM uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources. ASU No. 2023-07 is effective for annual reporting periods beginning after December 15, 2023 and interim periods in fiscal years beginning after December 15, 2024. Early adoption is permitted with retrospective application to all prior periods presented. Upon transition, the segment expense categories and amounts disclosed in the prior periods should be based on the significant segment expense categories identified and disclosed in the period of adoption. The Company is continuing to evaluate the impact of this standard on its consolidated financial statements upon adoption. 3. Related Party Transactions On October 24, 2024, following a review by outside counsel, the Board adopted resolutions to terminate the employment of Mr. Kiani, effective October 24, 2024. See Note 24, "Commitments and Contingencies", for further details. Mr. Kiani, our former Chairman and CEO, is the Chairman and CEO of Willow Laboratories, Inc. (Willow). The Company is a party to the following agreements with Willow: •Cross-Licensing Agreement - The Company and Willow are parties to a cross-licensing agreement (Cross-Licensing Agreement), which governs each party's rights to certain intellectual property held by the two companies. The Company is subject to certain annual minimum aggregate royalty obligations for use of the rainbow® licensed technology. The annual minimum royalty obligation is $5.0 million prior to a change in control (as defined in the Cross-Licensing Agreement) of the Company or Willow and increases to $15.0 million upon a change in control, plus up to $2.0 million for each additional rainbow® parameter (with no maximum ceiling for non-vital sign measurements). Aggregate liabilities payable to Willow arising under the Cross-Licensing Agreement were $4.2 million and $5.2 million for the three months ended September 28, 2024 and September 30, 2023, respectively. Aggregate liabilities payable to Willow arising under the Cross-Licensing Agreement were $13.2 million and $15.1 million for the nine months ended September 28, 2024 and September 30, 2023, respectively. •Administrative Services Agreement - The Company is a party to an administrative services agreement with Willow (G&A Services Agreement), which governs certain general and administrative services that the Company provides to Willow. Amounts charged by the Company pursuant to the G&A Services Agreement were $0.2 million and $0.1 million for each of the three months ended September 28, 2024 and September 30, 2023, respectively. Amounts charged by the Company pursuant to the G&A Services Agreement were $0.4 million and $0.3 million for each of the nine months ended September 28, 2024 and September 30, 2023, respectively. •Lease Agreement - Effective December 2019, the Company entered into a lease agreement with Willow for approximately 34,000 square feet of office, research and development space at one of the Company's owned facilities in Irvine (Willow Lease). The term of the Willow Lease expires on December 31, 2024. The Company recognized approximately $0.3 million of lease income for each of the three months ended September 28, 2024 and September 30, 2023. The Company recognized approximately $0.9 million of lease income for each of the nine months ended September 28, 2024 and September 30, 2023. Net amounts due to Willow at September 28, 2024 and December 30, 2023 were approximately $3.8 million and $4.1 million, respectively. See Note 24, "Commitments and Contingencies", under the heading of "Willow Cross-Licensing Agreement Provisions" for further details. As of September 28, 2024, the Company has halted payments to the Masimo Foundation for Ethics, Innovation and Competition in Healthcare (Masimo Foundation), a non-profit organization that was founded in 2010 to provide a platform for encouraging ethics, innovation, and competition in healthcare. Mr. Kiani is the Chairman of the Masimo Foundation. In addition, the Company's Executive Vice President (EVP), Chief Financial Officer (CFO) serves as the Treasurer of the Masimo Foundation and the Company's EVP, General Counsel and Corporate Secretary serves as the Secretary for the Masimo Foundation. For the three months ended September 28, 2024, the Company made cash contributions of approximately $1.5 million to the Masimo Foundation. For the three months ended September 30, 2023, the Company made no cash contributions to the Masimo Foundation. For the nine months ended September 28, 2024, the Company made cash contributions of approximately $2.5 million to the Masimo Foundation. For the nine months ended September 30, 2023, the Company made cash contributions of approximately $1.0 million to the Masimo Foundation. During the three and nine months ended September 28, 2024 and September 30, 2023, the Company made various in-kind contributions to the Masimo Foundation, mainly in the form of donated administrative services. As noted above, the Company halted all payments to the Masimo Foundation as of the end of the third quarter of 2024. Mr. Kiani is also a co-founder and a member of the board of directors of Like Minded Media Ventures (LMMV), a team of storytellers that create content focused in the areas of true stories, social causes and science. LMMV creates stories with a multi-platform strategy, bridging the gap between film, television, digital and social media. The Company entered into a marketing service agreement with LMMV for audiovisual production services promoting brand awareness, including television commercials and digital advertising, during the second quarter of 2020. During the three and nine months ended September 28, 2024, the Company incurred no marketing expenses to LMMV under the marketing service agreement. During the three and nine months ended September 30, 2023, the Company incurred $0.4 million and $1.2 million of marketing expenses to LMMV under the marketing service agreement, respectively. At each of September 28, 2024 and December 30, 2023, there were no amounts due to LMMV for services rendered. During the second quarter of 2021, the Company entered into a software license and professional services agreement with Like Minded Labs (LML), a subsidiary of LMMV. Pursuant to the software license agreement, LML granted the Company a perpetual, non-exclusive and fully paid-up right and license to integrate LML's software into the Company's products in exchange for a $3.0 million one-time license fee. Pursuant to the professional services agreement, LML will provide professional services to the Company, including the development of custom software intended to support the integration of the licensed software into the Company's products, as well as future support services upon the Company's acceptance of deliverables. In July 2021, the Company entered into a patent purchase and option agreement with Vantrix Corporation (Vantrix), an acquiree of LML, for certain patents for $0.5 million, and the right to purchase two pools of additional patents from Vantrix for an exercise fee of up to $1.1 million. The agreements with LML and Vantrix include sublicensing provisions whereby the software and patents are licensed back to LML or Vantrix, respectively, for further advancement of the technologies. The Company maintained an aircraft time share agreement with Mr. Kiani, pursuant to which the Company agreed from time to time to make its aircraft available to Mr. Kiani, in his former capacity as Chairman and CEO, for lease on a time-sharing basis. The Company charged Mr. Kiani

for personal use of the aircraft based on agreed upon reimbursement rates. For each of the three and nine months ended September 28, 2024, the Company charged Mr. Kiani less than $0.1 million pursuant to this agreement. For each of the three and nine months ended September 30, 2023, the Company charged Mr. Kiani less than $0.1 million pursuant to this agreement. As of the end of the quarter, the time share agreement with Mr. Kiani has been terminated. In October 2024, the Company grounded the corporate aircraft and has been exploring disposition strategies. On June 26, 2023, at the Company's 2023 annual meeting of stockholders, its stockholders voted to elect two directors nominated by Politan Capital Management LP and certain of its affiliates (Politan) to the Company's Board of Directors (Board). On September 19, 2024, at the Company's 2024 annual meeting of stockholders, two additional directors nominated by Politan were elected to the Board. As of September 24, 2024, the date of the last reported Schedule 13-D/A filed with the U.S. Securities and Exchange Commission (SEC), Politan held approximately 8.8% of the outstanding shares of the Company. There were no related party transactions between Masimo and Politan for each of the three and nine months ended September 28, 2024 and September 30, 2023. On September 24, 2024, Michelle Brennan, a member of the Board, was appointed to the role of interim CEO of the Company. Ms. Brennan also sits on the board of directors of Cardinal Health, Inc. (Cardinal). For the three and nine months ended September 28, 2024, sales to Cardinal were approximately $27.2 million and $82.9 million, respectively. For the three and nine months ended September 30, 2023 sales to Cardinal were approximately $26.9 million and $69.1 million, respectively. As of September 28, 2024 and December 30, 2023, amounts owed from Cardinal were approximately $10.8 million and $7.3 million, respectively.

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align:center;vertical-align:bottom">December 30,
2023</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Prepaid income taxes</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">62.1 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">29.3 </td><td style="background-color:#dbdbdb;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">Prepaid expenses</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">36.3 </td><td style="background-color:#ffffff;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">58.3 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Indirect taxes receivable</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">33.9 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">28.6 </td><td style="background-color:#dbdbdb;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 receivable, current</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26.0 </td><td style="background-color:#ffffff;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">30.2 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Contract assets, current</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7.5 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6.7 </td><td style="background-color:#dbdbdb;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 receivables</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6.2 </td><td style="background-color:#ffffff;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">6.8 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Prepaid rebates and royalties, current</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4.8 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4.8 </td><td style="background-color:#dbdbdb;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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Restricted cash(1) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.8 </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">3.0 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Other current assets</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.9 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.7 </td><td style="background-color:#dbdbdb;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 other current assets</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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">180.5 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">168.4 </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> _____ (1)   Restricted cash includes funds received from the Bill and Melinda Gates Foundation. As the Company incurs costs associated with research and development related to this project, on a quarterly basis, the Company reclasses amounts from the grant to offset costs incurred. Other current assets 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:70.391%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.788%"></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:12.791%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 30,
2023</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Prepaid income taxes</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">62.1 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">29.3 </td><td style="background-color:#dbdbdb;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">Prepaid expenses</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">36.3 </td><td style="background-color:#ffffff;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">58.3 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Indirect taxes receivable</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">33.9 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2"

style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">28.6 </td><td style="background-color:#dbdbdb;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 receivable, current</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26.0 </td><td style="background-color:#ffffff;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">30.2 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Contract assets, current</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7.5 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6.7 </td><td style="background-color:#dbdbdb;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 receivables</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6.2 </td><td style="background-color:#ffffff;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">6.8 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Prepaid rebates and royalties, current</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4.8 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4.8 </td><td style="background-color:#dbdbdb;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><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Restricted cash(1) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.8 </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">3.0 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Other current assets</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.9 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.7 </td><td style="background-color:#dbdbdb;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 other current assets</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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">180.5 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">168.4 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 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2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 30,
2023</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Lessee ROU assets, net</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">83.1 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">59.1 </td><td style="background-color:#dbdbdb;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">Prepaid deposits and other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7.0 </td><td style="background-color:#ffffff;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">6.4 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Strategic investments</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6.8 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7.2 </td><td style="background-color:#dbdbdb;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"> Derivative assets – non-current(1) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.8 </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">11.4 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"> Restricted cash(2) </td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.4 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.2 </td><td style="background-color:#dbdbdb;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">Equity investments - fair value</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%">2.6 </td><td style="background-color:#ffffff;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">2.7 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Other non-current assets</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.1 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.3 </td><td style="background-color:#dbdbdb;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 10pt;text-align:left;vertical-align:bottom"> Total non-current assets</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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">105.8 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">89.3 </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> _____ (1) Excludes accrued interest. (2) Restricted cash includes cash held in certain subsidiaries in jurisdictions outside of the U.S. such as China, which may be subject to transfer restrictions depending on jurisdictions. 621000002930000036300000583000003390000028600000260000000.030200000750000067000006200000680000048000004800000280000003000000.090000070000018 style="margin-top:13pt">6. Lease Receivable For deferred equipment agreements that contain embedded operating leases, upon lease commencement, the Company defers and records the equipment cost of operating lease assets within property, plant and equipment, net of accumulated depreciation. These operating lease assets are subsequently amortized to cost of goods sold over the lease term on a straight-line basis. For deferred equipment agreements that contain embedded sales-type leases, the Company recognizes lease revenue and costs, as well as a lease receivable, at the time the lease commences. Lease revenue related to both operating-type and sales-type leases are included within revenue in the accompanying condensed consolidated statements of operations. For the three months ended September 28, 2024 and September 30, 2023, lease revenue was approximately $9.0 million and $21.0 million, respectively. For the nine months ended September 28, 2024 and September 30, 2023, lease revenue was approximately $34.0 million and $53.0 million, respectively. Costs related to embedded leases within the Company's deferred equipment agreements are included in cost of goods sold in the accompanying condensed consolidated statements of operations.</div><div style="margin-top:9pt">Lease receivable from sales-type leases consists of the following:</div><div style="margin-top:9.5pt"><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:70.391%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.788%"></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:12.791%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
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solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Allowance for credit loss</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(0.3)</td><td style="background-color:#ffffff;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">(0.3)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"> Lease receivable, net</td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">90.2 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">101.6 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: current portion of lease receivable</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 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</td><td style="background-color:#dbdbdb;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:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">71.4 </td><td style="background-color:#dbdbdb;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="display:none"></td><td colspan="3" style="display:none"></td></tr></table></div><div style="margin-top:4.5pt">As of September 28, 2024, estimated future maturities of customer sales-type lease receivables and operating lease payments for each of the following fiscal years are as follows:</div><div style="margin-top:9.5pt"><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:70.391%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.788%"></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:12.791%"></td><td style="width:0.1%"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Future Lease Receivables/Payments
(in millions)</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Fiscal year</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Sales-Type Leases</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">Operating Leases</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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">2024 (balance of year)</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">7.6 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid

#000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3.3 </td><td style="background-color:#dbdbdb;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">2025</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12.5 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21.2 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11.7 </td><td style="background-color:#dbdbdb;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">15.5 </td><td style="background-color:#ffffff;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">9.9 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9.6 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7.1 </td><td style="background-color:#dbdbdb;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">10.3 </td><td style="background-color:#ffffff;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">11.6 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">90.2 </td><td style="background-color:#dbdbdb;border-top:1pt 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style="background-color:#dbdbdb;padding:0 1pt"></td></tr></table> _____ (1)   The calculation of the rates implicit in the leases resulted in negative discount rates. Therefore, the Company as a lessor used a 0% discount rate to measure the net investment in the lease. 9000000.021000000340000005300000 Lease receivable from sales-type leases consists 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:70.391%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.788%"></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:12.791%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 30,
2023</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Lease receivable</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">90.5 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">101.9 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Allowance for credit loss</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(0.3)</td><td style="background-color:#ffffff;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">(0.3)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"> Lease receivable, net</td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">90.2 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">101.6 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: current portion of lease receivable</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(26.0) </td><td style="background-color:#ffffff;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">(30.2)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"> Lease receivable, non-current</td><td style="background-color:#dbdbdb;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:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">64.2 </td><td style="background-color:#dbdbdb;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:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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%">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">71,4 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table>
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(in millions)</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Fiscal year</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Sales-Type Leases</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Operating Leases</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">2024 (balance of year)</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">7,6 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,3 </td><td style="background-color:#dbdbdb;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">2025</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26,0 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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">15,5 </td><td style="background-color:#ffffff;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">9,9 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,6 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,1 </td><td style="background-color:#dbdbdb;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">10,3 </td><td style="background-color:#ffffff;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">11,6 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">90,2 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">56,1 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Less: imputed interest(1) </td><td colspan="2" style="background-color:#ffffff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"> Present value of total lease payments</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">90,2 </td><td style="background-color:#dbdbdb;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:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td></tr></table> _____ (1)   The calculation of the rates implicit in the leases resulted in negative discount rates. Therefore, the Company as a lessor used a 0% discount rate to measure the net investment in the lease.
760000033000026000000.012500000212000001170000015500000990000096000007100000103000001160000090200000561000000902000000 7. Deferred Costs and Other Contract Assets Deferred costs and other contract assets 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:70.391%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.788%"></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:12.791%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 30,
2023</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred commissions</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">22,9 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">21,8 </td><td style="background-color:#dbdbdb;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">Unbilled contract receivables</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20,2 </td><td style="background-color:#ffffff;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">17.0 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Prepaid contract allowances</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15.0 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17.0 </td><td style="background-color:#dbdbdb;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">Deferred equipment agreements, net</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.5 </td><td style="background-color:#ffffff;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">1.5 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred costs and other contract assets</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">59.6 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">57.3 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Deferred costs and other contract assets 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:70.391%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.788%"></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:12.791%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
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Property and Equipment, net Property and equipment, net, consists 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:70.391%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.788%"></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:12.791%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
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2023</td></tr><tr><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Machinery, equipment and tooling</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">188.7 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">169.7 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></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">Building and building improvements</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">151.0 </td><td style="background-color:#ffffff;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">151.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:top">Operating lease assets</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">128.2 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">92.2 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></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"> <span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Land(1) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">55.0 </td><td style="background-color:#ffffff;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">66.2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Computer equipment and software</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">47.0 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">45.5 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></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">Leasehold improvements</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">42.0 </td><td style="background-color:#ffffff;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">37.5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 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style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Furniture and office equipment</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19.9 </td><td style="background-color:#ffffff;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">20.4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Demonstration units</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12.3 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11.1 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></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">Construction-in-progress (CIP)</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">51.9 </td><td style="background-color:#ffffff;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">59.2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total property and equipment</td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">723.2 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">686.8 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></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">Accumulated depreciation</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(305.3)</td><td style="background-color:#ffffff;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">(262.4)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"> Property and equipment, net(1) </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">417.9 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">424.4 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> _____ (1) At March 30, 2024, property, plant and equipment, net, excluded $11.4 million of idle undeveloped land held outside of the U.S. which was classified as held for sale within the healthcare segment. In May 2024, the Company completed the sale of the land, resulting in a gain of $0.9 million, which was recorded net of transaction costs, foreign currency translation and cumulative translation adjustments to non-operating loss. (2) During the three months ended September 28, 2024, the Company reduced its fleet of vehicles for use primarily by field sales representatives. The proceeds from the sale of the vehicles were $2.0 million, which was recorded to non-operating loss. In October 2024, the Company grounded the corporate aircraft and has been exploring disposition strategies. For the three months ended September 28, 2024 and September 30, 2023, depreciation expense of property and equipment was $10.3 million and $10.7 million, respectively. For the nine months ended September 28, 2024 and September 30, 2023, depreciation expense of property and equipment was $31.7 million and $33.2 million, respectively. For the three months ended September 28, 2024 and September 30, 2023, $5.6 million and $5.2 million of equipment leased to customers was amortized to cost of goods sold, respectively. For the nine months ended

September 28, 2024 and September 30, 2023, $18.4 million and $12.4 million of equipment leased to customers was amortized to cost of goods sold, respectively. As of September 28, 2024 and December 30, 2023, accumulated amortization of equipment leased to customers was $1.2 million and $1.5 million, respectively. The balance in CIP at September 28, 2024 and December 30, 2023 related primarily to the capitalized implementation costs related to a new enterprise resource planning software system, costs related to facility improvements, the expansion of certain key manufacturing facilities globally, machinery and equipment at the Company's corporate headquarters, as well as on-going development costs associated with a new research and development facility, the underlying assets for which have not been completed or placed into service. On February 14, 2022, the Company's wholly owned subsidiary, Masimo Canada ULC, entered into a Purchase and Sale Agreement (Purchase Agreement) with Keltic (Prior) Development Limited Partnership (Vendor) for the purchase of a property in Vancouver, British Columbia, Canada for a purchase price of CAD123.0 million, plus GST (Purchase Price), subject to certain adjustments. The Company paid CAD21.0 million as a deposit towards the purchase during the year ended December 31, 2022. The balance of the Purchase Price will be due and payable upon the closing of the transaction, which is currently expected to occur in mid-2025. 1887000001697000015100000.0151000000.0128200000922000005500000.0662000004700000.0455000004200000.0375000002720000034000000.0199000000204

style="margin-top:13pt">9. Intangible Assets, net Intangible assets, net, 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:29.163%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.011%"></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:0.1%"></td><td style="width:10.011%"></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:10.011%"></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:10.011%"></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:10.011%"></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:10.011%"></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:10.016%"></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">September 28,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 30,
2023</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</td><td colspan="3" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Carrying
Amount</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">Accumulated
Amortization</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">Net Carrying
Amount</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">Gross Carrying
Amount</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">Accumulated
Amortization</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">Net Carrying
Amount</td></tr><tr><td colspan="6" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Intangible assets subject to amortization:</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;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">Customer relationships</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">184.7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(15.7)</td><td style="background-color:#ffffff;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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">169.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">209.2 </td><td style="background-color:#ffffff;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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(31.5)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">177.7 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Acquired technologies</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">135.0 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(19.7)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">115.3 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">174.7 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(45.3)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">129.4 </td><td style="background-color:#dbdbdb;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">Capitalized software development costs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">55.9 </td><td style="background-color:#ffffff;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">(7.5)</td><td style="background-color:#ffffff;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">48.4 </td><td style="background-color:#ffffff;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">53.9 </td><td style="background-color:#ffffff;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">(15.2)</td><td style="background-color:#ffffff;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">38.7 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Licenses</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">36.8 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;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%">(5.9)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">30.9 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">39.7 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7.4)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32.3 </td><td style="background-color:#dbdbdb;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">Patents</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">43.1 </td><td style="background-color:#ffffff;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">(16.9)</td><td style="background-color:#ffffff;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">26.2 </td><td style="background-color:#ffffff;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">39.2 </td><td style="background-color:#ffffff;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">(15.2)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24.0 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Trademarks</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19.1 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7.3)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11.8 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20.1 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7.4)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12.7 </td><td style="background-color:#dbdbdb;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">Non-compete agreements</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.0 </td><td style="background-color:#ffffff;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">(0.4)</td><td style="background-color:#ffffff;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">2.6 </td><td style="background-color:#ffffff;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">6.3 </td><td style="background-color:#ffffff;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">(2.6)</td><td style="background-color:#ffffff;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">3.7 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Licenses-related party</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7.5 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7.0)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.5 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7.5 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(6.7)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.8 </td><td style="background-color:#dbdbdb;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 colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.6 </td><td style="background-color:#ffffff;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">(1.1)</td><td style="background-color:#ffffff;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">0.5 </td><td style="background-color:#ffffff;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">1.7 </td><td style="background-color:#ffffff;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">(1.1)</td><td style="background-color:#ffffff;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">0.6 </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:#dbdbdb;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Total intangible assets subject to amortization, net</td><td style="background-color:#dbdbdb;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">486.7 </td><td style="background-color:#dbdbdb;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(81.5)</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">405.2 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">552.3 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0

1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(132.4)</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">419.9 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Intangible assets not subject to amortization:</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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Trademarks</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">235.6 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">242.4 </td><td style="background-color:#dbdbdb;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">Impairment charge</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;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="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;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10.0)</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:#dbdbdb;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Total trademarks</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">235.6 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">232.4 </td><td style="background-color:#dbdbdb;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 10pt;text-align:left;vertical-align:bottom">Intangible assets, net</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 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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">640.8 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">652.3 </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> Finite lived intangible assets have a weighted-average amortization period ranging from twelve years to fourteen years. Total amortization expense for the three months ended September 28, 2024 and September 30, 2023 was $13.7 million and $13.8 million, respectively. Total amortization expense for the nine months ended September 28, 2024 and September 30, 2023 was $40.5 million and $42.6 million, respectively. Total renewal costs for patents and trademarks for the three months ended September 28, 2024 and September 30, 2023 were $1.2 million and $0.2 million, respectively. Total renewal costs for patents and trademarks for the nine months ended September 28, 2024 and September 30, 2023 were $2.6 million and $0.8 million, respectively. As of September 28, 2024, the weighted-average number of years until the next renewal was two years for patents and six years for trademarks.</div><div style="margin-top:9pt">Estimated amortization expense for each of the next fiscal years is as follows:</div><div style="margin-top:9.5pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:85.011%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.789%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Fiscal year</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount
(in millions)</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">2024 (balance of year)</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">13.6 </td><td style="background-color:#dbdbdb;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">2025</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">53.0 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">53.8 </td><td style="background-color:#dbdbdb;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">40.6 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40.3 </td><td style="background-color:#dbdbdb;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">203.9 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#dbdbdb;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:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">405.2 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Indefinite-lived intangible assets are subject to annual impairment testing, unless circumstances dictate more frequent testing, if impairment indicators exist. In the third quarter of 2023, declines in the Company's stock price and certain worsening macro-economic market conditions, including continued slowing in demand for consumer audio products, contributed to a significant decline in the Company's market capitalization, which led the Company to conclude a trigger event had occurred. As a result, the Company performed a quantitative impairment assessment, which resulted in recording a $7.0 million impairment charge for indefinite-lived trademarks in the non-healthcare reporting unit. In conjunction with this third quarter interim impairment quantitative assessment, the Company concluded that both the healthcare reporting unit's and non-healthcare reporting unit's respective estimated fair values exceeded their carrying values. Furthermore, recoverability tests performed for other long-lived

*assets with finite lives indicated no recoverability issues. During the fourth quarter of 2023, the Company performed its annual impairment analysis by first electing to complete a qualitative assessment of its indefinite-lived intangible assets. Based on this assessment, the Company determined it was not more likely than not that the fair value of the indefinite lived intangibles within the non-healthcare reporting unit exceeded their carrying values. Accordingly, the Company proceeded to perform a quantitative impairment assessment, which resulted in recording a $3.0 million impairment charge for indefinite-lived trademarks. For purposes of the impairment test, the fair value of indefinite-lived assets were determined using the same methodology as described in Note 18, "Business Combinations." The estimates and assumptions applied represent a Level 3 measurement because they are supported by limited or no market activity and reflect the Company's assumptions in measuring fair value.</div><div style="margin-top:9pt">During the fourth quarter of 2023, the Company also performed its annual goodwill impairment analysis by first electing to complete a qualitative assessment for its healthcare and non-healthcare reporting units. Based on this assessment, the Company concluded that it was more likely than not that the fair value of the healthcare reporting unit was greater than its carrying value. Accordingly, no further testing was required for the healthcare reporting unit. However, the Company concluded that it was not more likely than not that the fair value of the non-healthcare reporting unit was greater than its carrying value. Therefore, the Company proceeded to perform a quantitative assessment for its non-healthcare reporting unit. </div><div style="margin-top:9pt">When a quantitative assessment is required for the impairment test for goodwill, the Company uses a combination of both an income and a market approach to determine the fair value of the reporting unit. The income approach utilized the estimated discounted cash flows for the reporting unit, while the market approach utilized comparable company information. Estimates and assumptions used in the income approach to calculate projected future discounted cash flows included revenue growth rates, operating margins and a discount rate for the reporting unit. Discount rates were determined using a weighted average cost of capital for risk factors specific to the reporting unit and other market and industry data. The assumptions used are inherently subject to uncertainty and the Company noted that slight changes in these assumptions could have a significant impact on the concluded value.</div><div style="margin-top:9pt">The estimates and assumptions applied represent a Level 3 measurement because they are supported by limited or no market activity and reflect the Company's assumptions in measuring fair value.</div><div style="margin-top:4.5pt">Intangible assets, net, consist of the following:</div><div style="margin-top:9.5pt;text-align:center"><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:29.163%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.011%"></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:10.011%"></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:10.011%"></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:10.011%"></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:10.011%"></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:10.011%"></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:10.016%"></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">September 28,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 30,
2023</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</td><td colspan="3" style="border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Carrying
Amount</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">Accumulated
Amortization</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">Net Carrying
Amount</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">Gross Carrying
Amount</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">Accumulated
Amortization</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">Net Carrying
Amount</td></tr><tr><td colspan="6" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Intangible assets subject to amortization:</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;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">Customer relationships</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">184.7 </td><td style="background-color:#ffffff;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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(15.7)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">169.0 </td><td style="background-color:#ffffff;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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">209.2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(31.5)</td><td style="background-color:#ffffff;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">177.7 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Acquired technologies</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">135.0 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(19.7)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">115.3 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">174.7 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(45.3)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">129.4 </td><td style="background-color:#dbdbdb;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">Capitalized software development costs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">55.9 </td><td style="background-color:#ffffff;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">(7.5)</td><td style="background-color:#ffffff;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">48.4 </td><td style="background-color:#ffffff;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">53.9 </td><td style="background-color:#ffffff;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">(15.2)</td><td style="background-color:#ffffff;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">38.7 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Licenses</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-*

align:right;vertical-align:bottom">36.8 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5.9)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">30.9 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">39.7 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7.4)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32.3 </td><td style="background-color:#dbdbdb;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">Patents</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">43.1 </td><td style="background-color:#ffffff;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">(16.9)</td><td style="background-color:#ffffff;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">26.2 </td><td style="background-color:#ffffff;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">39.2 </td><td style="background-color:#ffffff;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">(15.2)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24.0 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Trademarks</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19.1 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7.3)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11.8 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20.1 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7.4)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12.7 </td><td style="background-color:#dbdbdb;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">Non-compete agreements</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.0 </td><td style="background-color:#ffffff;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">(0.4)</td><td style="background-color:#ffffff;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">2.6 </td><td style="background-color:#ffffff;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">6.3 </td><td style="background-color:#ffffff;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">(2.6)</td><td style="background-color:#ffffff;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">3.7 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Licenses-related party</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7.5 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7.0)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.5 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7.5 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(6.7)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.8 </td><td style="background-color:#dbdbdb;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 colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.6 </td><td style="background-color:#ffffff;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">(1.1)</td><td style="background-color:#ffffff;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">0.5 </td><td style="background-color:#ffffff;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">1.7 </td><td style="background-color:#ffffff;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">(1.1)</td><td style="background-color:#ffffff;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">0.6 </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:#dbdbdb;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Total intangible assets subject to amortization, net</td><td style="background-color:#dbdbdb;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">486.7 </td><td style="background-color:#dbdbdb;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(81.5)</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">405.2 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">552.3 </td><td style="background-
color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0
1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid
#000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">(132.4)</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-
align:left;vertical-align:bottom">$</td><td
style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">419.9 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px
0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Intangible assets not subject to amortization:</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:#dbdbdb;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%">Trademarks</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3"
style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-
color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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:#dbdbdb;padding:2px 0;text-
align:right;vertical-align:bottom">235.6
</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0
1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td
colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-
color:#dbdbdb;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:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">242.4 </td><td style="background-color:#dbdbdb;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="-sec-ix-
hidden:f-861">Impairment charge</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;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">— </td><td style="background-color:#ffffff;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><td colspan="3" style="background-
color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10.0)</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:#dbdbdb;padding:2px 1pt 2px 10pt;text-
align:left;vertical-align:bottom">Total
trademarks</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td>
<td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2"
style="background-color:#dbdbdb;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%">235.6 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td>
<td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3"
style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-
color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">232.4 </td><td style="background-
color:#dbdbdb;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 10pt;text-
align:left;vertical-align:bottom">Intangible assets,
net</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 style="background-
color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double
#000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:10pt;font-weight:400;line-height:100%">640.8 </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 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 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%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-
align:bottom">652.3 </td><td
style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
</div>18470000015700000016900000000.020920000031500000177700000135000000.019700000115300000174700000453000001294000005590000007500000484000005390000
style="margin-top:9pt">Estimated amortization
expense for each of the next fiscal years is as follows:</div><div style="margin-top:9.5pt"><table style="border-collapse:collapse;display:inline-table;margin-
bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:85.011%"></td><td style="width:0.1%"></td><td
style="width:1.0%"></td><td style="width:12.789%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-
align:bottom">Fiscal year</td><td
colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:7.5pt;font-
weight:700;line-height:100%">Amount
(in millions)</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-
align:bottom">2024 (balance of year)</td>
<td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;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%">13.6 </td><td style="background-color:#dbdbdb;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"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">2025</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:right;vertical-align:bottom">53.0
</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:#dbdbdb;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%">2026</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">53.8 </td><td style="background-
color:#dbdbdb;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"><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">40.6 </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:#dbdbdb;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%">2028</td><td colspan="2" style="background-color:#dbdbdb;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%">40.3 </td><td style="background-color:#dbdbdb;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%">Thereafter</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-
align:bottom">203.9 </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:#dbdbdb;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</td><td style="background-color:#dbdbdb;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:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">405.2 </td><td style="background-
color:#dbdbdb;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>1360000005300000000.05380000004060000004030000002039000000405200000070000000003000000<div style="margin-top:13pt"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-height:120%">10. Goodwill </div><div style="margin-top:4.5pt">Changes in goodwill were as follows:</div><div
style="margin-top:9.5pt;text-align:center"><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:56.063%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.788%"></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:12.788%"></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:12.793%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">
</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">
Nine Months Ended
September 28,
2024</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-

align:left;vertical-align:bottom">(in millions)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Healthcare</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">Non-healthcare</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><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill, beginning of period</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">98.6 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">309.1 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">407.7 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Foreign currency translation adjustment</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.5 </td><td style="background-color:#ffffff;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">4.3 </td><td style="background-color:#ffffff;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">4.8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill, end of period</td><td style="background-color:#dbdbdb;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:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">99.1 </td><td style="background-color:#dbdbdb;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:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">313.4 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">412.5 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> Changes in goodwill were as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:56.063%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.788%"></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:12.788%"></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:12.793%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 28, 2024</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Healthcare</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">Non-healthcare</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><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill, beginning of period</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">98.6 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">309.1 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">407.7 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Foreign currency translation adjustment</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.5 </td><td style="background-color:#ffffff;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">4.3 </td><td style="background-color:#ffffff;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">4.8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill, end of period</td><td style="background-color:#dbdbdb;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:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">99.1 </td><td style="background-color:#dbdbdb;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:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">313.4 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 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colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table>
986000003091000004077000005000004300000480000099100000313400000412500000 11. Lessee ROU Assets and Lease Liabilities The Company leases certain facilities in North and South America, Europe, the Middle East and Asia-Pacific regions under operating lease agreements expiring at various dates through January 2032. In addition, the Company leases equipment in the U.S. and Europe pursuant to leases that are classified as operating leases and expire at various dates through November 2028. The majority of these leases are non-cancellable and generally do not contain any material restrictive covenants, material residual value guarantees, or other material guarantees. The Company recognizes lease costs under these agreements using a straight-line method based on total lease payments. Certain facility leases contain predetermined price escalations and in some cases renewal options, the longest of which is for five years. The Company generally estimates the applicable discount rate used to determine the net present value of lease payments based on available information at the lease commencement date. As of September 28, 2024, the weighted-average discount rate used by the Company for all operating leases was approximately 4.6%. The balance sheet classifications for amounts related to the Company's operating leases for which it is the lessee 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:27.408%"></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:40.566%"></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:12.788%"></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:12.794%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</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="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 30,
2023</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Lessee ROU assets</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Other non-current assets</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">83.1 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">59.1 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr style="height:8pt"><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;border-top:3pt double #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:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Lessee current lease liabilities</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Other current liabilities</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22.5 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18.2 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Lessee non-current lease liabilities</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">Other non-current liabilities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">65.8 </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">45.8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Total operating lease liabilities</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">88.3 </td><td style="background-color:#dbdbdb;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:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">64.0 </td><td style="background-color:#dbdbdb;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="display:none"></td><td colspan="3" style="display:none"></td></tr></table> As of September 28, 2024 and December 30, 2023, accumulated amortization for lessee ROU assets was $55.5 million and $48.9 million, respectively. The weighted-average remaining lease term for the Company's operating leases was 5.2 years as of September 28, 2024.</div><div style="margin-top:9pt;text-align:justify">As of September 28, 2024, estimated future operating lease payments for each of the following fiscal years were as follows:</div><div style="margin-top:4.5pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:84.426%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.790%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Fiscal year</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount
(in millions)</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">2024 (balance of year)</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">6.1 </td><td style="background-color:#dbdbdb;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">2025</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25.1 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20.1 </td><td style="background-color:#dbdbdb;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="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15.0 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13.1 </td><td style="background-color:#dbdbdb;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(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"><span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">20.9 </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:#dbdbdb;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom"> Total</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100.3 </td><td style="background-color:#dbdbdb;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 2px 7.75pt;text-align:left;vertical-align:bottom"> Imputed interest</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(12.0)</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:#dbdbdb;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom"> Present value</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">88.3 </td><td style="background-color:#dbdbdb;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)   Includes optional renewal period for certain leases. During the three months ended September 28, 2024 and September 30, 2023, operating lease costs were approximately $5.6 million and $12.6 million, respectively. During the nine months ended September 28, 2024 and September 30, 2023, operating lease costs were approximately $17.5 million and $33.2 million, respectively. As part of the Company's on-going rationalization of its operational footprint of the non-healthcare business, one operating lease was identified as under-utilized and considered temporarily idled due to the inability to sublease the property timely while having three years remaining on the lease term. The Company recorded an adjustment of approximately $3.9 million to reduce the ROU asset during the three months ended March 30, 2024, which was recorded in selling, general, and administrative expenses in the condensed consolidated statement of operations.</div>P5Y0.046<div style="margin-top:9pt">The balance sheet classifications for amounts related to the Company's operating leases for which it is the lessee are as follows:</div><div style="margin-top:9.5pt"><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:27.408%"></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:40.566%"></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:12.788%"></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:12.794%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</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="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 30,
2023</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Lessee ROU assets</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Other non-current assets</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">83.1 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">59.1 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr style="height:8pt"><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;border-top:3pt double #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Lessee current lease liabilities</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Other current liabilities</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22.5 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18.2 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Lessee non-current lease liabilities</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">Other non-current liabilities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">65.8 </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">45.8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total operating lease liabilities</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">88.3 </td><td style="background-color:#dbdbdb;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:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">64.0 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table></div>831000005910000022500000182000006580000045800000883000006400000.0555000004890000OP5Y2M12D<div style="margin-top:9pt;text-align:justify">As of September 28, 2024, estimated future operating lease payments for each of the following fiscal years were as follows:</div><div style="margin-top:4.5pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:84.426%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.790%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Fiscal year</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount
(in millions)</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">2024 (balance of year)</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">6.1 </td><td style="background-color:#dbdbdb;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">2025</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25.1 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td>

<td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20.1 </td><td style="background-color:#dbdbdb;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="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15.0 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13.1 </td><td style="background-color:#dbdbdb;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(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">20.9 </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:#dbdbdb;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom"> Total</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100.3 </td><td style="background-color:#dbdbdb;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 2px 7.75pt;text-align:left;vertical-align:bottom"> Imputed interest</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(12.0)</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:#dbdbdb;padding:2px 1pt 2px 7.75pt;text-align:left;vertical-align:bottom"> Present value</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">88.3 </td><td style="background-color:#dbdbdb;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="padding-left:18pt;text-indent:-18pt">(1) Includes optional renewal period for certain leases.</div>610000025100000201000001500000.013100000209000001003000001200000.088300000560000012600000175000003320000001P3Y3900000<div style="margin-top:13pt;padding-left:9pt;text-indent:-9pt">12. Other Non-Current Assets </div><div style="margin-top:4.5pt;padding-left:9pt;text-indent:-9pt">Other non-current assets consist of the following:</div><div style="margin-top:4.5pt;padding-left:4.5pt;padding-right:4.5pt;text-align:center;text-indent:-9pt"><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:70.495%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.809%"></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:12.811%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 30,
2023</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Lessee ROU assets, net</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">83.1 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">59.1 </td><td style="background-color:#dbdbdb;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">Prepaid deposits and other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7.0 </td><td style="background-color:#ffffff;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">6.4 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Strategic investments</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6.8 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7.2 </td><td style="background-color:#dbdbdb;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>Derivative assets - non-current(1)</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.8 </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">11.4 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Restricted cash(2)</div></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.4 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.2 </td><td style="background-color:#dbdbdb;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">Equity investments - fair value</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.6 </td><td style="background-color:#ffffff;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">2.7 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Other non-current assets</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.1 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.3 </td><td style="background-color:#dbdbdb;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 10pt;text-align:left;vertical-align:bottom"> Total non-current assets</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">105.8 </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">89.3 </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> _____ (1) <span style="color:#000000;font-family:'Times New Roman',sans-serif;font-

size:8pt;font-weight:400;line-height:120%">Excludes accrued interest. (2) Restricted cash includes cash held in certain subsidiaries in jurisdictions outside of the U.S. such as China, which may be subject to transfer restrictions depending on jurisdictions. 831000005910000070000000.064000006800000720000038000001140000024000002200000026000002700000100000300000105800000893000000 13. Deferred Revenue and Other Contract Liabilities, Current Deferred revenue and other contract liabilities, current, 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:70.537%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.788%"></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:12.791%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 30,
2023</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred revenue</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">65.0 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">63.8 </td><td 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2px 1pt;text-align:right;vertical-align:bottom">12.6 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12.4 </td><td style="background-color:#dbdbdb;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"> Total deferred revenue and other contract liabilities</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">111.4 </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">113.7 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: Non-current portion of deferred revenue</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(26.9)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(26.4)</td><td 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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">87.3 </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> Deferred revenue relates to contracted amounts that have been invoiced to customers for which remaining performance obligations must be completed before the Company can recognize revenue. Generally, both healthcare and non-healthcare segments record deferred revenue when revenue is to be recognized subsequent to invoicing. Healthcare Deferred Revenue Healthcare deferred revenue primarily relates to undelivered equipment, sensors and services under deferred equipment agreements, extended warranty agreements, and maintenance agreements. Expected revenue from remaining contractual performance obligations (Unrecognized Contract Revenue) includes deferred revenue, as well as other amounts that will be invoiced and recognized as revenue in future periods when the Company completes its performance obligations. Unrecognized Contract Revenue excludes revenue allocable to monitoring-related equipment that is effectively leased to customers under deferred equipment agreements and other contractual obligations for which neither party has performed. The estimated timing of this revenue is based, in part, on management's estimates and assumptions about when its performance obligations will be completed. As a result, the actual timing of this revenue in future periods may vary, possibly materially. As of September 28, 2024, the Company had approximately $1,651.9 million of Unrecognized Contract Revenue related to executed contracts with an original duration of one year or more. The Company expects to recognize approximately $433.6 million of this amount as revenue within the next twelve months and the remaining balance thereafter. Non-Healthcare Deferred Revenue In October 2020, the Company's subsidiary, B&W Group Ltd. (B&W), entered into an amendment to a licensing agreement, whereby B&W received a $20.0 million royalty prepayment in relation to sound system units manufactured under the Bowers & Wilkins brand for various high-end car manufacturers with a total commitment of $35.0 million to be received by September 30, 2028. As of September 28, 2024, deferred revenue was $13.3 million.</div><div style="margin-top:9pt">Changes in deferred revenue were as follows:</div><div style="margin-top:9.5pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:85.011%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.789%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 28,
2024</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred revenue, beginning of the period</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">63.8 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;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="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Revenue deferred during the period</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22.8 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"> Recognition of revenue deferred in prior periods</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(21.6)</td><td style="background-color:#dbdbdb;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 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">65.0 </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> Deferred revenue and other contract liabilities, current, 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:70.537%"></td><td

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1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">87.3 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Changes in deferred revenue were as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:85.011%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.789%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 28,
2024</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred revenue, beginning of the period</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">63.8 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;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></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Revenue deferred during the period</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22.8 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"> Recognition of revenue deferred in prior periods</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(21.6)</td><td style="background-color:#dbdbdb;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 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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">65.0 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
65000000.063800000338000003750000012600000124000001114000001137000002690000026400000845000008730000016519000000P1Y433600000P12M200000000350 style="margin-top:13pt">14. Other Current Liabilities Other current liabilities consist of the following: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:70.495%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.809%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.811%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 30,
2023</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Long-term debt, current</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">39.4 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">34.3 </td><td style="background-color:#dbdbdb;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">Accrued expenses</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">31.4 </td><td style="background-color:#ffffff;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">26.3 </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:#dbdbdb;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%">Accrued indirect taxes payable</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">29.2 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23.9 </td><td style="background-color:#dbdbdb;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">Lessee lease liabilities, current </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22.5 </td><td style="background-color:#ffffff;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">18.2 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued legal fees</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20.9 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9.9 </td><td style="background-color:#dbdbdb;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">Income tax payable</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15.4 </td><td style="background-color:#ffffff;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">16.1 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued property taxes</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12.7 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10.2 </td><td style="background-color:#dbdbdb;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 current liabilities</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10.1 </td><td style="background-color:#ffffff;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">6.7 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued warranty</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9.1 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8.6 </td><td style="background-color:#dbdbdb;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">Related party payables</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" 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1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">196.3 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">162.4 </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> Other current liabilities consist of the following: <table 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1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">162.4 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
3940000034300000314000002630000029200000239000002250000018200000209000009900000154000001610000012700000102000001010000067000009100000860000
style="margin-top:13pt">15. Debt
<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:70.537%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.788%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.791%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 30,
2023</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Term loan - current portion</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">15.0 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11.3 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;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">Japanese loans - current portion</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24.4 </td><td style="background-color:#ffffff;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">23.0 </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:#dbdbdb;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Debt, current portion</td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">39.4 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34.3 </td><td style="background-color:#dbdbdb;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><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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Term loan - long-term</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">261.6 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">271.4 </td><td style="background-color:#dbdbdb;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">Revolver - long-term</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">457.0 </td><td style="background-color:#ffffff;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">591.5 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Japanese loans - long-term</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14.6 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8.8 </td><td style="background-color:#dbdbdb;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;text-indent:18pt;vertical-align:bottom">Debt, long-term</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">733.2 </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">871.7 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Total debt</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">772.6 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">906.0 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Credit Facility On April 11, 2022, the Company entered into a credit agreement (Credit Facility) with financial institutions party thereto as initial lenders (collectively, the Initial Lenders), Citibank, N.A., as Administrative Agent, Citibank, N.A., JPMorgan Chase Bank, N.A., Bank of the West and BofA Securities, Inc., as joint lead arrangers and joint bookrunners, and JPMorgan Chase Bank, N.A., Bank of the West and BofA Securities, Inc., as co-syndication agents. The Credit Facility provides for an unsecured term loan of $300.0 million (Term Loan) and $500.0 million of on-going unsecured revolving commitments (Revolver), with an option, subject to certain conditions, for the Company to increase the aggregate borrowing capacity by an additional $400.0 million (plus additional unlimited amounts if certain incurrence tests are met) in the future with the Initial Lenders and additional lenders, as required. Debt issuance costs of $8.4 million were recorded as a reduction to the carrying amount of the Credit Facility and are being amortized to interest expense using the effective interest method. The Credit Facility also provides for a sublimit of up to $50.0 million for the issuance of letters of credit. Borrowings under the Credit Facility will be deemed, at the Company's election, either: (a) an Alternate Base Rate (ABR) Loan, which bears interest at the ABR, plus a spread of 0.000% to 0.750% based upon a Company leverage ratio, or (b) a Term SOFR Loan, which bears interest at the Adjusted Term SOFR Rate (as defined below), plus a spread of 1.000% to 1.750% based upon a Company net leverage ratio. Pursuant to the terms of the Credit Facility, the ABR is equal to the greatest of (i) the prime rate, (ii) the Federal Reserve Bank of New York effective rate plus 0.50%, and (iii) the one-month Adjusted Term SOFR plus 1.0%. The Adjusted Term SOFR Rate is equal to the Term SOFR Rate (as defined in the Credit Facility) for the applicable interest period plus a spread adjustment of 0.10%, 0.15% and 0.25% for the interest periods ending one, three and six months, respectively. The Company is also obligated under the Credit Facility to pay an unused fee ranging from 0.150% to 0.275% per annum, based upon a Company leverage ratio, with respect to any non-utilized portion of the Credit Facility. The Company is subject to certain covenants, including financial covenants related to a net leverage ratio and an interest charge coverage ratio, and other customary negative covenants. The Credit Facility also includes customary events of default which, upon the occurrence of any such event of default, provide the Initial Lenders (and any additional lenders) with the right to take either or both of the following actions: (a) immediately terminate the commitments, and (b) declare the loans then outstanding immediately due and payable in full. All unpaid principal under the Credit Facility will become due and payable on April 12, 2027. On May 16, 2022, the Company entered into the First Amendment to the Credit Agreement (First Amendment) with the Initial Lenders and Citibank, N.A., as the administrative agent, which amended the Credit Facility. The First Amendment provides for an additional $205 million of unsecured revolving commitments, increasing the aggregate amount of the Revolver from $500 million to $705 million. Borrowing rates, maturity date, financial covenants, affirmative and negative covenants and other restricted terms remain unchanged from the Credit Facility. As a result of certain terms of the Credit Facility associated with changes in the Board, the Company requested and received a consent of certain lenders under the Credit Facility. On September 17, 2024, the lenders consented to potential changes in the Board resulting from the election of new directors of the Company at the Company's 2024 annual meeting of stockholders held on September 19, 2024. As of September 28, 2024, the Company was in full compliance with all covenants contained in its debt agreements and Credit Facility agreements. For the three months ended September 28, 2024 and September 30, 2023, the Company incurred total interest expense of $9.9 million and $12.1 million under the Credit Facility, respectively. For the nine months ended September 28, 2024 and September 30, 2023, the Company incurred total interest expense of $31.8 million and $34.1 million under the Credit Facility, respectively. Furthermore, in connection with the Sound United acquisition, the Company assumed the following outstanding loans: Japanese Revolving Loan In March 2020, the Company entered into a secured revolving loan (Japanese Revolving Loan) with Mizuho bank, which allows the Company to borrow up to ¥800 million (approximately $5.6 million). The Japanese Revolving Loan is an evergreen agreement that terminates upon request by either the financial institution or the borrower and is collateralized with land and buildings in Shirakawa-Shi owned by the borrower. Interest accrues at a rate equal to the Mizuho Tokyo Interbank Offered Rate (TIBOR) plus a fixed spread of 0.50% per annum. In connection with the execution of the Japanese Revolving Loan, the Company incurred debt issuance costs of ¥7.2 million (approximately $0.1 million). On February 28, 2023, the Company and Mizuho Bank executed an amendment to the Japanese Revolving Loan, to increase the maximum aggregate revolving loan to ¥3.0 billion (approximately $21.1 million). Under the amendment, the facility accrues interest at a rate equal to the TIBOR plus a fixed spread of 0.75% per annum. The Company also paid an upfront fee of ¥22.0 million (approximately $0.2 million) on the incremental amount of the revolving Credit Facility. The Japanese Revolving Loan agreement contains customary affirmative and negative covenants, such as financial reporting requirements and customary covenants that restrict the borrower's ability to, among other things, provide collateral for obligations borne by the borrower, and determine the eligibility to declare, and the amount of potential dividends to be paid during a given fiscal year. As of September 28, 2024, the Company was in compliance with all covenants under the Japanese Revolving Loan agreements. Japanese Government Loans In May and June 2020, the Company received ¥1.48 billion (approximately $10.4 million) in non-collateralized Japanese Government Loan facilities (Japanese Government Loans) as part of its local Japanese stimulus program. Interest accrues at a weighted average rate of 1.33% and is repayable in installments with various maturities through June 2035. The non-current portion of the Japanese Government Loans is presented under long-term debt and the current portion is presented under short-term debt on the accompanying condensed consolidated balance sheets. The Company incurred no debt issuance costs in connection with the Japanese Government Loans. Japanese Equipment Loans In April and May 2021, the Company entered into collateralized Japanese Equipment Loans of ¥150 million (approximately $1.1 million), payable in installments through March 2031 with an interest of 0.58%, and ¥80 million (approximately $0.5 million) payable in installments through April 2028 with interest of 1.2%. The non-current portion of the Japanese Equipment Loans is presented under long-term debt and the current portion is presented under short-term debt on the accompanying condensed consolidated balance sheets. The Company incurred no debt issuance costs in connection with these Japanese Equipment Loans. Japanese Syndicate Loan In September 2024, D&M Holdings, Inc, a subsidiary of the Company, entered into a syndicate loan (Japanese Syndicate Loan) of ¥1.25 billion (approximately $8.8 million) with The Shoko Chukin Bank as the Agent, payable in installments through August 2029, with interest at a rate equal to 3-month TIBOR plus a fixed spread of 0.70% per annum. In connection with the execution of the Japanese Syndicate Loan, the Company incurred arrangement fees of ¥25.0 million (approximately $0.2 million). The Japanese Syndicate Loan agreement contains customary affirmative and negative covenants, such as financial reporting requirements and customary covenants that restrict the borrower's ability to, among other things, provide collateral for obligations borne by the borrower, and financial covenants. As of September 28, 2024, the Company was in compliance with all covenants under the Japanese Syndicate Loan agreement. Japanese Capex Loan On September 30, 2024, D&M Holdings, Inc. a subsidiary of the Company, entered into an equipment loan (Japanese Capex Loan) of ¥230.0 million (approximately $1.6 million) with Mizuho Bank, Ltd. the Lender, payable in installments through October 2031, with a fixed interest rate of 1.095% per annum. The Japanese Capex Loan agreement contains customary affirmative and negative covenants, such as financial reporting requirements and customary covenants that restrict the borrower's ability to, among other things, provide collateral for obligations borne by the borrower, and financial covenants. As of September 28, 2024, the aggregate maturities of principal on all debt for each of the next five years and thereafter 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:84.426%"></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:12.790%"></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">Fiscal year</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></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:7.5pt;font-weight:700;line-height:100%">Amount
(in millions)</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">2024 (balance of year)</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">25.7 </td><td style="background-color:#dbdbdb;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">2025</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18.4 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18.4 </td><td style="background-color:#dbdbdb;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="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">703.2 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.0 </td><td style="background-color:#dbdbdb;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="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.9 </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:#dbdbdb;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">772.6 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;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:100.000%"><tr><td style="width:1.0%"></td><td style="width:70.537%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.788%"></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:12.791%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 30,
2023</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Term loan - current portion</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">15.0 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11.3 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;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">Japanese loans - current portion</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24.4 </td><td style="background-color:#ffffff;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">23.0 </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:#dbdbdb;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Debt, current portion</td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">39.4 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34.3 </td><td style="background-color:#dbdbdb;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><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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Term loan - long-term</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">261.6 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">271.4 </td><td style="background-color:#dbdbdb;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">Revolver - long-term</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">457.0 </td><td style="background-color:#ffffff;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">591.5 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Japanese loans - long-term</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14.6 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8.8 </td><td style="background-color:#dbdbdb;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;text-indent:18pt;vertical-align:bottom">Debt, long-term</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">733.2 </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">871.7 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Total debt</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">772.6 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">906.0 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
15000000.011300000244000002300000.039400000343000002616000002714000004570000000.059150000011460000088000007332000008717000007726000009060000
style="margin-top:9pt;text-align:justify">As of September 28, 2024, the aggregate maturities of principal on all debt for each of the next five years and thereafter 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:84.426%"></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:12.790%"></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">Fiscal year

</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount
(in millions)</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">2024 (balance of year)</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">25.7 </td><td style="background-color:#dbdbdb;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">2025</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18.4 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18.4 </td><td style="background-color:#dbdbdb;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="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">703.2 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.0 </td><td style="background-color:#dbdbdb;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="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.9 </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:#dbdbdb;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">772.6 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 257000001840000018400000703200000300000.0390000077260000 16. Other Non-Current Liabilities Other non-current liabilities consist 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:70.495%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.809%"></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:12.811%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 30,
2023</td></tr><tr><td colspan="3" style="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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Lessee non-current lease liabilities</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">65.8 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">45.8 </td><td style="background-color:#dbdbdb;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">Unrecognized tax benefits</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">31.2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24.4 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred revenue, non-current</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26.9 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26.4 </td><td style="background-color:#dbdbdb;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">Projected benefit obligation</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9.5 </td><td style="background-color:#ffffff;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">9.5 </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><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Income tax payable, non-current</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7.1 </td><td style="background-color:#dbdbdb;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">Indirect tax payable, non-current</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">8.4 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Other</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9.1 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7.9 </td><td style="background-color:#dbdbdb;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 other non-current liabilities</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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">142.5 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">129.5 </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> Unrecognized tax benefits relate to the Company's long-term portion of tax liability associated with uncertain tax positions. Authoritative guidance prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. See Note 23, "Income Taxes", for further details. <span style="color:#000000;font-

family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">Other non-current liabilities consist 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:70.495%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.809%"></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:12.811%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
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Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">45.8 </td><td style="background-color:#dbdbdb;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">Unrecognized tax benefits</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">31.2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24.4 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred revenue, non-current</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26.9 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26.4 </td><td style="background-color:#dbdbdb;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">Projected benefit obligation</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9.5 </td><td style="background-color:#ffffff;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">9.5 </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="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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Income tax payable, non-current</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7.1 </td><td style="background-color:#dbdbdb;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">Indirect tax payable, non-current</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">8.4 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Other</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9.1 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7.9 </td><td style="background-color:#dbdbdb;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 other non-current liabilities</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">142.5 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">129.5 </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>
6580000045800000312000002440000026900000264000009500000950000007100000084000009100000790000014250000012950000 17. Derivative Instruments and Hedging Activities Derivative Instruments - Cash Flow Hedges The Company's cash flow hedges are designed to mitigate the risk of exposure to variability in expected future cash flows of recognized assets, liabilities or any unrecognized forecasted transactions. Since July 2022, the Company has entered into various interest rate swaps that are designated as cash flow hedges on a substantial portion of the Company's outstanding debt. The interest rate swaps reduce the variability of cash flow payments for the Company by converting the variable interest rate on the Company's long-term debt to an average fixed interest rate of 3.28%. These contracts, carried at fair value, have maturities of approximately three years. All hedging relationships were highly effective at achieving offsetting changes in cash flows attributable to the risk being hedged. The Company used a regression analysis at hedge inception to assess the effectiveness of cash flow hedge and periodically thereafter. The Company records gains and losses from the changes in the fair value of these instruments as a component of other comprehensive income (loss). Deferred gains or losses from these designated cash flow hedges are reclassified into earnings in the period that the hedged items affect earnings. The Company does not offset fair value amounts recognized for derivative instruments in its condensed consolidated balance sheets for presentation purposes. The following table summarizes the fair value of the hedging instruments, presented on a gross basis, as of September 28, 2024 and December 30, 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:33.110%"></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:35.157%"></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:12.788%"></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:12.793%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><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="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Condensed Consolidated
Balance Sheets</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</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="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
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">December 30,
2023</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest rate contracts, inclusive of accrued interest</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"> Other non-current assets </td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4.7 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:

color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">11.6 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest rate contracts, inclusive of accrued interest</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-top:9pt">Other non-current liabilities</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">(4.9)</td><td style="background-color:#ffffff;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">(3.6)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.2)</td><td style="background-color:#dbdbdb;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:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">8.0 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table></div><div style="margin-top:9pt">The following table summarizes the gains (losses) reclassified from accumulated other comprehensive income (loss) to the condensed consolidated financial statements for the three months and nine months ended September 28, 2024 and September 30, 2023.</div><div style="margin-top:4.5pt"><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:19.660%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:19.660%"></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:12.788%"></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:12.788%"></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:12.788%"></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:12.796%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Cash flow hedges</td><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="21" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Condensed Consolidated
Statement of Operations</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="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended </td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">Nine Months Ended </div></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">Location of gain</div></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">September 28,
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">September 30,
2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
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">September 30,
2023</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest rate contracts</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Non-operating gain</div></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3.8 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4.1 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">12.2 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">10.9 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">3.8 </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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4.1 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">12.2 </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">10.9 </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 following tables summarize the changes in accumulated other comprehensive income (loss) related to the hedging instruments for the three months and nine months ended September 28, 2024 and September 30, 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:41.005%"></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:12.788%"></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:12.788%"></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:12.788%"></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:12.795%"></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">Three Months Ended</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> <span style="color:#000000;font-family:'Times New Roman',sans-serif;font-

size:7.5pt;font-weight:700;line-height:100%">Nine Months Ended </td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</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">September 28,
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">September 30,
2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
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">September 30,
2023</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Beginning balance</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">13.5 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">21.1 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">7.8 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">19.3 </td><td style="background-color:#dbdbdb;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"> Amount recognized in other comprehensive (loss) income </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(11.1)</td><td style="background-color:#ffffff;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">4.5 </td><td style="background-color:#ffffff;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">3.0 </td><td style="background-color:#ffffff;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">13.1 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Amount reclassified into earnings</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3.8)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4.1)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(12.2)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10.9)</td><td style="background-color:#dbdbdb;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">Ending balance</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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(1.4)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">21.5 </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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(1.4)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">21.5 </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> For the three months ended September 28, 2024, the unrealized loss, net of tax was $11.3 million. For the three months ended September 30, 2023, the unrealized gain, net of tax was $0.4 million. For the nine months ended September 28, 2024, the unrealized loss, net of tax was $7.0 million. For the nine months ended September 30, 2023, the unrealized gain, net of tax was $1.7 million. The Company expects to reclassify a net amount of gains of $2.5 million from accumulated other comprehensive (loss) income to non-operating (loss) income within the next 12 months.</div>0.0328P3YThe following table summarizes the fair value of the hedging instruments, presented on a gross basis, as of September 28, 2024 and December 30, 2023.<div style="margin-top:4.5pt"><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:33.110%"></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:35.157%"></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:12.788%"></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:12.793%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><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">Condensed Consolidated
Balance Sheets</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</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="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
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">December 30,
2023</td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest rate contracts, inclusive of accrued interest</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-top:9pt">Other non-current assets</div></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4.7 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">4.6 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest rate contracts, inclusive of accrued interest</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"> <span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Other non-current liabilities </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4.9)</td><td style="background-color:#ffffff;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">(3.6)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.2)</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">8.0 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> 470000011600000-4900000-3600000-2000008000000.0 The following table summarizes the gains (losses) reclassified from accumulated other comprehensive income (loss) to the condensed consolidated financial statements for the three months and nine months ended September 28, 2024 and September 30, 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:19.660%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:19.660%"></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:12.788%"></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:12.788%"></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:12.788%"></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:12.796%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Cash flow hedges</td><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="21" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Condensed Consolidated
Statement of Operations</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="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended </td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"> Nine Months Ended </td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Location of gain </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">September 28,
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">September 30,
2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
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">September 30,
2023</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest rate contracts</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"> Non-operating gain </td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3.8 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4.1 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">12.2 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">10.9 </td><td style="background-color:#dbdbdb;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;border-top:1pt solid #000;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Total</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 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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3.8 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">4.1 </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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">12.2 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">10.9 </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> 380000041000001220000010900000380000041000001220000010900000 The following tables summarize the changes in accumulated other comprehensive income (loss) related to the hedging instruments for the three months and nine months ended September 28, 2024 and September 30, 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:41.005%"></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:12.788%"></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:12.788%"></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:12.788%"></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:12.795%"></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">Three Months Ended</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Nine Months Ended </td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</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">September 28,
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">September 30,
2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-

align:center;vertical-align:bottom">September 28,
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">September 30,
2023</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Beginning balance</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">13.5 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">21.1 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">7.8 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">19.3 </td><td style="background-color:#dbdbdb;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"> Amount recognized in other comprehensive (loss) income </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(11.1) </td><td style="background-color:#ffffff;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">4.5 </td><td style="background-color:#ffffff;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">3.0 </td><td style="background-color:#ffffff;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">13.1 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Amount reclassified into earnings</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3.8)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4.1)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(12.2)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10.9)</td><td style="background-color:#dbdbdb;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">Ending balance</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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(1.4)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">21.5 </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> 13500000211000007800000193000000-111000004500000300000.013100000-3800000-4100000-12200000-10900000-140000021500000-140000021500000-113000004000000-700000017000002500000 18. Business Combinations Sound United Acquisition On April 11, 2022, the Company completed the acquisition of Sound United. Sound United is a leading innovator of premium, high-performance audio products for consumers around the world, which operates iconic consumer brands: Bowers & Wilkins®, Denon™, Marantz™, HEOS™, Classé™, Polk Audio™, Boston Acoustics™ and Definitive Technology™. The brands are linked by a commitment to the highest production standards and a focus on unparalleled audio quality and audio performance. Sound United delivers significant competitive benefits through its platform advantages including global distribution across online, retail, and custom installation channels; a cloud-connected home ecosystem; and a state-of-the-art research and development function focused on creating the highest-quality consumer products with world-class industrial design. The Company acquired 100% of the equity interests of Sound United for $1.0575 billion in cash, subject to adjustments based on Sound United's net working capital, transaction expenses, cash and debt as of the closing of the acquisition, payable by the Company in cash. The transaction was primarily funded with the proceeds from the Credit Facility. See Note 15, "Debt", for additional information about the Credit Facility. There was no contingent consideration resulting from the transaction. The results of operations of Sound United subsequent to the acquisition date and the acquired assets and assumed liabilities, including the allocation of goodwill and intangible assets, are included in the non-healthcare segment. For the three months ended September 28, 2024 and September 30, 2023, the Company recorded revenue of $161.4 million and $171.5 million, respectively, and a net loss of $12.9 million and $17.8 million from Sound United, respectively. For the nine months ended September 28, 2024 and September 30, 2023, the Company recorded revenue of $465.6 million and $562.1 million, respectively, and a net loss of $31.3 million and $21.2 million from Sound United, respectively. Acquisition Costs The Company recognized no transaction costs related to the Sound United acquisition for each of the three and nine months ended September 28, 2024 and September 30, 2023. Purchase Price Allocations The purchase price allocation for the Sound United acquisition is final. Goodwill was calculated as the excess of the consideration transferred over the fair value of the identifiable net assets acquired in a business combination and represents the future economic benefits expected to arise from intangible assets acquired that do not qualify for separate recognition, including the assembled workforce. Goodwill is not expected to be deductible for tax purposes. The measurement period adjustments resulted primarily from valuation inputs pertaining to certain acquired assets based on facts and circumstances that existed as of the

acquisition date and did not result from events subsequent to the acquisition date. The table below summarizes the final allocation of fair value of assets acquired and liabilities assumed. <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:0.1%"></td><td style="width:1.700%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:82.525%"></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:12.791%"></td><td style="width:0.1%"></td></tr><tr><td colspan="6" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;text-indent:-1.5pt;vertical-align:bottom">Sound United</td></tr><tr><td colspan="6" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"> Cash consideration </td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;text-indent:-1.5pt;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,057.5 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#ffffff;padding:2px 1pt;text-align:left;text-indent:18pt;vertical-align:bottom">Purchase price</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;text-indent:-1.5pt;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,057.5 </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:12pt"><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="6" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets acquired:</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="6" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Cash and cash equivalents</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">82.6 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#ffffff;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Accounts receivables</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">108.5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Inventories</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">238.6 </td><td style="background-color:#dbdbdb;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="6" style="background-color:#ffffff;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Prepaid expenses and other current 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">30.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Property, plant and equipment</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">113.2 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-indent:9pt">Intangible assets</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">649.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-indent:9pt">Goodwill</div></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">318.0 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#ffffff;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Long-term other 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">7.4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:18pt;vertical-align:bottom">Total assets acquired</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;text-indent:-1.5pt;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,547.3 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:13pt"><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;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="6" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities assumed:</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td></tr><tr><td colspan="6" style="background-color:#ffffff;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Accounts payable</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">(118.8)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Accrued liabilities and other current liabilities</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(148.9)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#ffffff;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Deferred tax liabilities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(145.1)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Other long-term liabilities</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(77.0)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#ffffff;padding:2px 1pt;text-align:left;text-indent:18pt;vertical-align:bottom">Total liabilities assumed</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;text-indent:-1.5pt;vertical-align:bottom"><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:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(489.8)</td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;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></table> Identifiable Intangible Assets The following table sets forth the components of identifiable intangible assets acquired and the weighted average amortization period as of the acquisition date: <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:69.952%"></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:12.788%"></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:12.792%"></td><td style="width:0.1%"></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:2px 1pt;text-align:center;vertical-align:bottom">Weighted average
amortization period
(in years)</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">April 11,
 2022
(in millions)</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding: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%">Trademarks/tradenames</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:top">10</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">6.0 </td><td style="background-color:#dbdbdb;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:top">Customer relationships</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:top">17</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">196.0 </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:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:top">Developed technology</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:center;vertical-align:top">8</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">156.0 </td><td style="background-color:#dbdbdb;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:top">Contractual license agreements</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:top">15</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">29.0 </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:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:top">Subtotal</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:center;vertical-align:top">14 years</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">387.0 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;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:bottom">Indefinite trademarks/tradenames</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">N/A</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">262.0 </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:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">649.0 </td><td style="background-color:#dbdbdb;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="margin-top:9pt">In determining the fair value of the identifiable intangible assets, the Company utilized various forms of the income approach, depending on the asset being valued. The estimation of fair value requires significant judgment related to cash flow forecasts, discount rates reflecting the risk inherent in each cash flow stream, competitive trends, market comparables and other factors. Other inputs included historical data, current and anticipated market conditions, and growth rates. Contractual license agreements have a weighted-average amortization period of five years until the next renewal term.</div><div style="margin-top:9pt">The intangible assets were valued using the following valuation approaches:</div><div style="margin-top:13pt;padding-left:18pt">Customer relationships</div><div style="margin-top:4.5pt">The fair value of customer relationships was determined using the multi-period excess earnings method. The multi-period excess earnings method involves forecasting the net earnings expected to be generated by the asset, reducing them by appropriate returns on contributory assets, and then discounting the resulting net cash flows to a present value using an appropriate discount rate.</div><div style="margin-top:13pt;padding-left:18pt">Trademarks/tradenames</div><div style="margin-top:4.5pt">The fair values of the trademark/tradenames were determined using the relief-from-royalty method under the income approach. This involves forecasting avoided royalties, reducing them by taxes, and discounting the resulting net cash flows to a present value using an appropriate discount rate. Judgment was applied for a number of assumptions in valuing the identified intangible assets, including revenue and cash flow forecasts, survival rates, technology life, royalty rate, obsolescence and discount rate. </div><div style="margin-top:13pt;padding-left:18pt">Developed technology</div><div style="margin-top:4.5pt">The fair values of the developed technology were determined using the relief-from-royalty method under the income approach. This involves forecasting avoided royalties, reducing them by taxes, and discounting the resulting net cash flows to a present value using an appropriate discount rate. Judgment was applied for a number of assumptions in valuing the identified intangible assets including revenue and cash flow forecasts, survival rates, technology life, royalty rate, obsolescence and discount rate.</div><div style="margin-top:13pt;padding-left:18pt">Contractual licensing agreements</div><div style="margin-top:4.5pt">The fair value of the contractual license agreements was determined using a variation of the multi-period excess earnings method. This method involves forecasting the net earnings expected to be generated by the asset and then discounting the resulting net cash flows to a present value using an appropriate discount rate.</div>11057500000.000016140000017150000-12900000-178000004656000005621000000-31300000-2120000000<div style="margin-top:4.5pt">The table below summarizes the final allocation of fair value of assets acquired and liabilities assumed.</div><div style="margin-top:9pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:0.1%"></td><td style="width:1.700%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:82.525%"></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:12.791%"></td><td style="width:0.1%"></td></tr><tr><td colspan="6" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;text-indent:-1.5pt;vertical-align:bottom">Sound United</td></tr><tr><td colspan="6" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Cash consideration</div></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;text-indent:-1.5pt;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,057.5 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#ffffff;padding:2px 1pt;text-align:left;text-indent:18pt;vertical-align:bottom">Purchase price</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;text-indent:-1.5pt;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,057.5 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:12pt"><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="6" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets acquired:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="6" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Cash and cash equivalents</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;padding:2px 0;text-align:right;vertical-align:bottom">82.6 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#ffffff;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Accounts receivables</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">108.5 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Inventories</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">238.6 </td><td style="background-color:#dbdbdb;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="6" style="background-color:#ffffff;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Prepaid expenses and other current 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">30.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Property, plant and equipment</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">113.2 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Intangible 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">649.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"> Goodwill </td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">318.0 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#ffffff;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Long-term other 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">7.4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:18pt;vertical-align:bottom">Total assets acquired</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;text-indent:-1.5pt;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,547.3 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:13pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="6" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities assumed:</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td></tr><tr><td colspan="6" style="background-color:#ffffff;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Accounts payable</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(118.8)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Accrued liabilities and other current liabilities</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(148.9)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#ffffff;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Deferred tax liabilities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(145.1)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Other long-term liabilities</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(77.0)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="6" style="background-color:#ffffff;padding:2px 1pt;text-align:left;text-indent:18pt;vertical-align:bottom">Total liabilities assumed</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;text-indent:-1.5pt;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(489.8)</td><td style="background-color:#ffffff;border-bottom:1pt solid #000;border-top:1pt solid #000;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></table></div><div style="margin-top:4.5pt">The following table sets forth the components of identifiable intangible assets acquired and the weighted average amortization period as of the acquisition date:</div><div style="margin-top:9pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:69.952%"></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:12.788%"></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:12.792%"></td><td style="width:0.1%"></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:2px 1pt;text-align:center;vertical-align:bottom">Weighted average
amortization period
(in years)</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">April 11,
 2022
(in millions)</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:top">Trademarks/tradenames</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:top">10</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">6.0 </td><td style="background-color:#dbdbdb;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:top">Customer relationships</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:top">17</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">196.0 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:top">Developed technology</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:center;vertical-align:top">8</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">156.0 </td><td style="background-color:#dbdbdb;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:top">Contractual license agreements</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:top">15</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">29.0 </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:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:top">Subtotal</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:center;vertical-align:top">14 years</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">387.0 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000;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:bottom">Indefinite trademarks/tradenames</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">N/A</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">262.0 </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:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:9pt;vertical-align:bottom">Total</td><td colspan="3"

style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">649.0 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
10575000001057500000826000001085000002386000003000000.011320000064900000.031800000.074000001547300000118800000148900000145100000770000006
style="margin-top:13pt">19. Equity
Series A Junior Participating Preferred Stock and Stockholder Rights Plan In September 2022, the Company authorized and declared a dividend of one preferred stock purchase right (Right) for each outstanding share of its common stock to stockholders of record at the close of business on September 20, 2022 (the Record Date) pursuant to a Rights Agreement, dated as of September 9, 2022 (Rights Agreement), with Broadridge Corporate Issuer Solutions, Inc. as Rights Agent. In addition, one Right was issued with each share of common stock that became outstanding after the Record Date. Each Right entitled the registered holder to purchase from the Company one thousandth of one share of the Company's Series A junior participating preferred stock, par value $0.001 per share, at a purchase price equal to $1,000.00 per Right, subject to adjustment. Generally, the Rights were to become exercisable in the event any person or group of affiliated or associated persons acquires beneficial ownership of 10% (20% in the case of a passive institutional investor), subject to certain exceptions. On March 22, 2023, the Company and the Rights Agent entered into an amendment (Rights Agreement Amendment) to the Rights Agreement. The Rights Agreement Amendment accelerated the expiration of the Rights to 5:00 P.M., New York time, on March 22, 2023, and the Rights Agreement terminated at such time. At the time of the termination of the Rights Agreement, all Rights distributed to holders of the Company's common stock pursuant to the Rights Agreement expired. Stock Repurchase Program In June 2022, the Board approved a stock repurchase program, authorizing the Company to purchase up to 5.0 million shares of its common stock on or before December 31, 2027 (2022 Repurchase Program). The 2022 Repurchase Program became effective in July 2022. The Company expects to fund the 2022 Repurchase Program through its available cash, cash expected to be generated from future operations, the Credit Facility and other potential sources of capital. The 2022 Repurchase Program can be carried out at the discretion of a committee comprised of the Company's CEO and CFO through open market purchases, one or more Rule 10b5-1 trading plans, block trades and privately negotiated transactions. No shares were repurchased pursuant to the 2022 Repurchase Program during the nine months ended September 28, 2024. As of September 28, 2024, 5.0 million shares remained available for repurchase pursuant to the 2022 Repurchase Program. 110.00110000.100.20500000005000000 20. Stock-Based Compensation Total stock-based compensation expense (benefit) for the three months ended September 28, 2024 and September 30, 2023 was $6.5 million and $(1.1) million, respectively. Total stock-based compensation expense (benefit) for the nine months ended September 28, 2024 and September 30, 2023 was $29.6 million and $(2.4) million, respectively. The stock-based compensation expense amounts for each of the three and nine months ended September 28, 2024 and September 30, 2023 reflect adjustments for the expected life-to-date achievement of certain PSUs. The Company reassesses the expected achievement of such PSU awards based upon the achievement of certain pre-established multi-year performance criteria approved by the Board at the date of grant. As of September 28, 2024, an aggregate of 9.3 million shares of common stock were reserved for future issuance under the Company's equity plans, of which 3.1 million shares were available for future grant under the Masimo Corporation 2017 Equity Incentive Plan (2017 Equity Plan). Additional information related to the Company's current equity incentive plans, stock-based award activity and valuation of stock-based awards is included below. Equity Incentive Plans 2017 Equity Incentive Plan On June 1, 2017, the Company's stockholders ratified and approved the 2017 Equity Plan. The 2017 Equity Plan permits the grant of stock options, restricted stock, RSUs, stock appreciation rights, PSUs, performance shares, performance bonus awards and other stock or cash awards to employees, directors and consultants of the Company and employees and consultants of any parent or subsidiary of the Company. Upon effectiveness, an aggregate of 5.0 million shares were available for issuance under the 2017 Equity Plan. In May 2020, the Company's stockholders approved an increase of 2.5 million shares to the 2017 Equity Plan. The aggregate number of shares that may be awarded under the 2017 Equity Plan is 7.5 million shares. The 2017 Equity Plan provides that at least 95% of the equity awards issued under the 2017 Equity Plan must vest over a period of not less than one year following the date of grant. The exercise price per share of each option granted under the 2017 Equity Plan may not be less than the fair market value of a share of the Company's common stock on the date of grant, which is generally equal to the closing price of the Company's common stock on the Nasdaq Global Select Market on the grant date. 2007 Stock Incentive Plan Effective June 1, 2017, upon the approval and ratification of the 2017 Equity Plan, the Company's 2007 Stock Incentive Plan (2007 Equity Plan) terminated, provided that awards outstanding under the 2007 Equity Plan will continue to be governed by the terms of that plan. In addition, upon the effectiveness of the 2017 Equity Plan, an aggregate of 5.0 million shares of the Company's common stock registered under prior registration statements for issuance pursuant to the 2007 Equity Plan were deregistered and concurrently registered under the 2017 Equity Plan.
Stock-Based Award Activity Stock Options The number and weighted-average exercise price of options issued and outstanding under all of the Company's equity plans 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:70.391%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.788%"></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:12.791%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 28, 2024</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> (in millions, except for weighted-average exercise prices) </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Shares</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">Weighted-Average
Exercise Price</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:top">Options outstanding, beginning of period</td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.8 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">87.79 </td><td style="background-color:#dbdbdb;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:top">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.1 </td><td style="background-color:#ffffff;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">126.49 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:top">Canceled</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(0.1)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">165.65 </td><td style="background-color:#dbdbdb;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:top">Exercised</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(0.6)</td><td style="background-color:#ffffff;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">35.44 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:top">Options outstanding, end of period</td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.2 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">102.68 </td><td style="background-color:#dbdbdb;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:top">Options exercisable, end of period</td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.9 </td><td style="background-color:#ffffff;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:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;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:#ffffff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0;text-align:right;vertical-align:bottom">92.27 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Total stock option expense for the three months ended September 28, 2024 and September 30, 2023 was zero and $2.2 million, respectively. Total stock option expense for the nine months ended September 28, 2024 and September 30, 2023 was $4.0 million and $6.8 million, respectively. As of September 28, 2024, the Company had $7.6 million of unrecognized compensation cost related to non-vested stock options that are expected to vest over a weighted-average period of approximately 2.7 years.</div><div style="margin-top:13pt;padding-left:18pt">RSUs</div><div style="margin-top:4.5pt">The number of RSUs issued and outstanding under all of the Company's equity plans are as follows:</div><div style="margin-top:10pt"><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:70.391%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.788%"></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:12.791%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 28, 2024</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-top:4.5pt">(in millions, except for weighted-average grant date fair value amounts)</div></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Units</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">Weighted-Average Grant
 Date Fair Value</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">RSUs outstanding, beginning of period</td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.5 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">105.87 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><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">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.2 </td><td style="background-color:#ffffff;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">125.41 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Expired</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(0.1)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">147.46 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><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">Vested</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(0.1)</td><td style="background-color:#ffffff;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">178.05 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">RSUs outstanding, end of period</td><td colspan="2" style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.5 </td><td style="background-color:#dbdbdb;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:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">104.20 </td><td style="background-color:#dbdbdb;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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> Total RSU expense for the three months ended September 28, 2024 and September 30, 2023 was $8.1 million and $5.0 million, respectively. Total RSU expense for the nine months ended September 28, 2024 and September 30, 2023 was $23.6 million and $14.4 million, respectively. As of September 28, 2024, the Company had $88.1 million of unrecognized compensation cost related to non-vested RSU awards expected to be recognized and vest over a weighted-average period of approximately 3.2 years.</div><div style="margin-top:4.5pt">As previously mentioned in Note 2, "Summary of Significant Accounting Policies" under the heading "Net Income Per Share", 2.7 million shares related to certain RSUs were considered contingently issuable shares as their vesting is contingent upon the occurrence of certain events. As of September 28, 2024, such events were deemed to have not occurred. See Note 24, "Commitments and Contingencies" for additional details.</div><div style="margin-top:13pt;padding-left:18pt">PSUs</div><div style="margin-top:4.5pt">The number of PSUs outstanding under all of the Company's equity plans are as follows:</div><div style="margin-top:10pt"><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:70.391%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.788%"></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:12.791%"></td><td style="width:0.1%"></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">Nine Months Ended
September 28, 2024</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div>(in millions, except for weighted-average grant date fair value amounts)</div></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Units</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">Weighted-Average Grant
 Date Fair Value</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">PSUs outstanding, beginning of period</td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.3 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">190.04 </td><td style="background-color:#dbdbdb;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(1) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.2 </td><td style="background-color:#ffffff;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">164.19 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Expired</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(0.1)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">228.22 </td><td style="background-color:#dbdbdb;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">Vested</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">250.73 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">PSUs outstanding, end of period</td><td colspan="2" style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.4 </td><td style="background-color:#dbdbdb;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:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">171.59 </td><td style="background-color:#dbdbdb;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) On February 28, 2024, the Audit Committee approved the weighted payout percentage of 28% for the 2021 PSU awards (three-year performance period), which were based upon the actual fiscal 2023 performance against pre-established performance objectives. Included in the granted amount are those additional PSUs earned based on actual performance achieved. These PSUs were originally awarded at target. During the nine months ended September 28, 2024, the Company awarded 155,156 PSUs that will vest three years from the award date, based on the achievement of certain pre-established multi-year performance criteria approved by the Board. Estimates of stock-based compensation expense for an award with performance conditions are based on the probable outcome of the performance conditions and the cumulative effect of any changes in the probability outcomes is recorded in the period in which the changes occur. If earned, the PSUs granted will vest upon achievement of the performance criteria, which include a relative total shareholder return (TSR) component, in the year following the evaluation and confirmation of the performance achievement criteria. The Company's TSR is based on the Company's common stock percentile ranking relative to the constituents of the Nasdaq Composite Index for the performance period beginning on January 1, 2024 and ending on December 31, 2026. The number of shares that may be earned can range from 0% to 200% of the target amount. The fair value of market-based RSUs is determined using a Monte Carlo simulation model, which uses multiple input variables to determine the probability of satisfying the market condition requirements. The fair value of performance-based PSUs is determined using the closing price of the Company's common stock on the grant date. Based on management's estimate of the number of units expected to vest, total PSU (benefit) for the three months ended September 28, 2024 and September 30, 2023 was $(1.6) million and $(8.3) million, respectively. Total PSU expense (benefit) for the nine months ended September 28, 2024 and September 30, 2023 was $2.0 million and $(23.6) million, respectively. The PSU expense amounts for the three months ended September 28, 2024 relate to adjustments for the expected life-to-date performance of the PSU. As of September 28, 2024, the Company had $14.9 million of unrecognized compensation cost related to non-vested PSU awards expected to be recognized and vest over a weighted-average period of approximately 1.4 years.</div><div style="margin-top:13pt;padding-left:18pt">Valuation of Stock-Based Award Activity</div><div style="margin-top:4.5pt">The fair value of each RSU and PSU is determined based on the closing price of the Company's common stock on the grant date.</div><div style="margin-top:9pt">The Black-Scholes option pricing model is used to estimate the fair value of options granted under the Company's stock-based compensation plans. The range of assumptions used and the resulting weighted-average fair value of options granted at the date of grant were as follows:</div><div style="margin-top:10pt"><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:41.590%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.788%"></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:12.788%"></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:12.788%"></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:12.794%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended</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:left;vertical-align:bottom"><div style="text-align:center">September 28,</div><div style="text-align:center">2024(1)</div></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:bottom"><div style="text-align:center">September 30,</div><div style="text-align:center">2023(1)</div></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">September 28,
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">September 30,
2023</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:top">Risk-free interest rate</td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">—%</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">—%</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">4.2%</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">4.2%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Expected term (in years)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;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:center;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:center;vertical-align:bottom">5.9</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">5.9</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:top">Estimated volatility</td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:center;vertical-align:bottom">—%</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:center;vertical-align:bottom">—%</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:center;vertical-align:bottom">42.6%</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:center;vertical-align:bottom">36.7%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Expected dividends</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;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:center;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:center;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:center;vertical-align:bottom">—%</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:top">Weighted-average fair value of options granted</td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:center;vertical-align:bottom">$—</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:center;vertical-align:bottom">$—</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;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%">$59.60</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:center;vertical-align:bottom">$75.08</td></tr></table>_____ (1)   No options were granted during the three months ended September 28, 2024 and September 30, 2023. The aggregate intrinsic value of options is calculated as the positive difference, if any, between the market value of the Company's common stock on the date of exercise or the respective period end, as appropriate, and the exercise price of the options. The aggregate intrinsic value of options outstanding with an exercise price less than the closing price of the Company's common stock as of September 28, 2024 was $52.2 million. The aggregate intrinsic value of options exercisable with an exercise price less than the closing price of the Company's common stock as of September 28, 2024 was $51.9 million.</div>6500000-110000029600000-240000093000003100000500000.025000007500000.95P1Y5000000<div style="margin-top:4.5pt">The number and weighted-average exercise price of options issued and outstanding under all of the Company's equity plans are as follows:</div><div style="margin-top:4.5pt"><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:70.391%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.788%"></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:12.791%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 28, 2024</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-top:4.5pt">(in millions, except for weighted-average exercise prices)</div></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Shares</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">Weighted-Average
Exercise Price</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:top">Options outstanding, beginning of period</td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.8 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">87.79 </td><td style="background-color:#dbdbdb;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:top">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.1 </td><td style="background-color:#ffffff;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">126.49 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:top">Canceled</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(0.1)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">165.65 </td><td style="background-color:#dbdbdb;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:top">Exercised</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(0.6)</td><td style="background-color:#ffffff;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">35.44 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:top">Options outstanding, end of period</td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.2 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">102.68 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Options exercisable, end of period</td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.9 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 0;text-align:right;vertical-align:bottom">92.27 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 280000087.79100000126.49100000165.6560000035.442200000102.68190000092.27022000004000000680000076000000P2Y8M12D The number of RSUs issued and outstanding under all of the Company's equity plans 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:70.391%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.788%"></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:12.791%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 28, 2024</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> (in millions, except for weighted-average grant date fair value amounts) </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Units</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">Weighted-Average Grant
 Date Fair Value</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">RSUs outstanding, beginning of period</td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.5 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">105.87 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><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">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.2 </td><td style="background-color:#ffffff;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">125.41 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Expired</td><td colspan="2" style="background-color:#dbdbdb;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%">(0.1)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">147.46 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(0.1)</td><td style="background-color:#ffffff;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">178.05 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" 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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">RSUs outstanding, end of period</td><td colspan="2" style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.5 </td><td style="background-color:#dbdbdb;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:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">104.20 </td><td style="background-color:#dbdbdb;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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table></div>3500000105.872000000125.411000000147.461000000178.053500000104.208100000500000.023600000144000008810000P3Y2M12D2700000<div style="margin-top:4.5pt">The number of PSUs outstanding under all of the Company's equity plans are as follows:</div><div style="margin-top:10pt"><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:70.391%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.788%"></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:12.791%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 28, 2024</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions, except for weighted-average grant date fair value amounts)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Units</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">Weighted-Average Grant
 Date Fair Value</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">PSUs outstanding, beginning of period</td><td colspan="2" style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.3 </td><td style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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:#dbdbdb;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">190.04 </td><td style="background-color:#dbdbdb;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(1) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.2 </td><td style="background-color:#ffffff;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">164.19 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Expired</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(0.1)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">228.22 </td><td style="background-color:#dbdbdb;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">Vested</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">250.73 </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:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">PSUs outstanding, end of period</td><td colspan="2" style="background-color:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0.4 </td><td style="background-color:#dbdbdb;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:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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:#dbdbdb;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">171.59 </td><td style="background-color:#dbdbdb;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) On February 28, 2024, the Audit Committee approved the weighted payout percentage of 28% for the 2021 PSU awards (three-year performance period), which were based upon the actual fiscal 2023 performance against pre-established performance objectives. Included in the granted amount are those additional PSUs earned based on actual performance achieved. These PSUs were originally awarded at target. 300000190.042000000164.191000000228.220250.734000000171.590.28P3Y155156three02-1600000-83000002000000-2360000014900000P1Y4M24DThe range of assumptions used and the resulting weighted-average fair value of options granted at the date of grant were as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:41.590%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.788%"></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:12.788%"></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:12.788%"></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:12.794%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-bottom:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended</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:left;vertical-align:bottom"> September 28, 2024(1) </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:bottom"> September 30, 2023(1) </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">September 28,
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">September 30,
2023</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:top">Risk-free interest rate</td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">—%</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">—%</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td

colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">4.2%</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">4.2%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Expected term (in years)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;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:center;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:center;vertical-align:bottom">5.9</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">5.9</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:top">Estimated volatility</td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:center;vertical-align:bottom">—%</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:center;vertical-align:bottom">—%</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:center;vertical-align:bottom">42.6%</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:center;vertical-align:bottom">36.7%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Expected dividends</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;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:center;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:center;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:center;vertical-align:bottom">—%</td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:top">Weighted-average fair value of options granted</td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:center;vertical-align:bottom">$—</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$—</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:center;vertical-align:bottom">$59.60</td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:center;vertical-align:bottom">$75.08</td></tr></table>_____ (1)   No options were granted during the three months ended September 28, 2024 and September 30, 2023. 0.0420.042P5Y10M24DP5Y10M24D0.4260.3670059.6075.085220000051900000 21. Employee Benefits Defined Contribution Plans In the U.S. the Company sponsors one qualified defined contribution plan or 401(k) plan, the Masimo Retirement Savings Plan (MRSP), covering the Company's full-time U.S. employees who meet certain eligibility requirements. On April 11, 2022, in connection with the Sound United acquisition, the MRSP was amended to allow for participation by eligible Sound United employees. The MRSP matches 100% of a participant's salary deferral, up to 3% of each participant's compensation for the pay period, subject to a maximum amount. The Company may also contribute to the MRSP on a discretionary basis. The Company contributed $1.1 million to the MRSP for each of the three months ended September 28, 2024 and September 30, 2023, all in the form of matching contributions. The Company contributed $3.6 million and $3.8 million to the MRSP for the nine months ended September 28, 2024 and September 30, 2023, respectively, all in the form of matching contributions. In addition, some of the Company's international subsidiaries also have defined contribution plans to which both the employee and employers are eligible to make contributions. The Company contributed $1.5 million and $1.3 million to these plans for the three months ended September 28, 2024 and September 30, 2023, respectively. The Company contributed $4.4 million and $4.1 million to these plans for the nine months ended September 28, 2024 and September 30, 2023, respectively.</div><div style="margin-top:13pt;padding-left:11.25pt">Defined Benefit Plans</div><div style="margin-top:4.5pt">The Company sponsors several international noncontributory defined benefit plans. In connection with the Sound United acquisition, the Company assumed sponsorship of several international defined benefit plans and post-retirement benefit plans. All defined benefit plans and post-retirement benefit plans assumed by the Company were closed to new participants prior to the Sound United acquisition.</div><div style="margin-top:9pt">The service cost component for the defined benefit plans are recorded in operating expenses in the condensed consolidated statement of operations. All other cost components are recorded in other income (expense), net in the condensed consolidated statement of operations.</div><div style="margin-top:9pt">The Company's net periodic defined benefit costs for each of the three and nine months ended September 28, 2024, and September 30, 2023 were immaterial.</div>110.031100000110000036000003800000150000013000004400000410000<div style="margin-top:13pt">22. Non-operating Loss</div><div style="margin-top:4.5pt">Non-operating loss consists of the following: </div><div style="margin-top:9.5pt"><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:42.309%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.510%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.516%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.510%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.516%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.510%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.516%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.513%"></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">Three Months Ended</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
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">September 30,
2023</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">September 28,
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">September 30,
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colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(33.6)</td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(36.5)</td><td style="background-color:#dbdbdb;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><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Total non-operating loss</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">(18.5)</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">(11.2)</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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(36.0)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(27.5)</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> -9300000900000-6100000680000013000007000003700000220000010500000128000003360000036500000-18500000-11200000-36000000.0-27500000 23. Income Taxes The Company has provided for income taxes in fiscal year 2024 interim periods based on the estimated effective income tax rate for the complete fiscal year, as adjusted for discrete tax events, including excess tax benefits or deficiencies related to stock-based compensation, in the period such events occur. The estimated annual effective tax rate is computed based on the expected annual pretax income of the consolidated entities located within each taxing jurisdiction based on legislation enacted as of the balance sheet date. For the three months ended September 28, 2024 and September 30, 2023, the Company recorded discrete tax benefits of approximately $1.6 million and $0.2 million, respectively, related to excess tax benefits realized from stock-based compensation. For the nine months ended September 28, 2024 and September 30, 2023, the Company recorded discrete tax benefits of approximately $4.9 million and $3.1 million, respectively, related to excess tax benefits realized from stock-based compensation. Deferred tax assets and liabilities are determined based on the future tax consequences associated with temporary differences between income and expenses reported for accounting and tax purposes. A valuation allowance for deferred tax assets is recorded to the extent that the Company cannot determine that the ultimate realization of the net deferred tax assets is more likely than not. Realization of deferred tax assets is principally dependent upon the achievement of future taxable income, the estimation of which requires significant judgment by the Company's management. The judgment of the Company's management regarding future profitability may change due to many factors, including future market conditions and the Company's ability to successfully execute its business plans or tax planning strategies. These changes, if any, may require material adjustments to these deferred tax asset balances. As of September 28, 2024, the liability for income taxes associated with uncertain tax positions was approximately $39.3 million. If fully recognized, approximately $36.6 million (net of federal benefit on state taxes) would impact the Company's effective tax rate. It is reasonably possible that the amount of unrecognized tax benefits in various jurisdictions may change in the next twelve months due to the expiration of statutes of limitation and audit settlements. However, due to the uncertainty surrounding the timing of these events, an estimate of the change within the next twelve months cannot currently be made. The Company conducts business in multiple jurisdictions and, as a result, one or more of the Company's subsidiaries files income tax returns in U.S. federal, various state, local and foreign jurisdictions. The Company has concluded all U.S. federal income tax matters through fiscal year 2019. All material state, local and foreign income tax matters have been concluded through fiscal year 2016. The Company does not believe that the results of any tax authority examination would have a significant impact on its consolidated financial statements. -1600000-200000-4900000-3100000393000003660000 24. Commitments and Contingencies Employment and Severance Agreements On October 24, 2024, following a review by outside counsel, the Board adopted resolutions to terminate the employment of Mr. Joe Kiani, the Company's former Chairman and CEO, effective October 24, 2024. The Company and Mr. Kiani entered into an employment agreement on November 4, 2015 (as thereafter amended and waived, the Amended Employment Agreement). Pursuant to the terms of the Amended Employment Agreement, upon a "Qualifying Termination" (as defined in the Amended Employment Agreement), Mr. Kiani would be entitled to receive (i) a cash severance benefit equal to two times the sum of his then-current base salary and the average annual bonus paid to Mr. Kiani during the immediately preceding three years, (ii) immediate vesting of Mr. Kiani's stock options and equity awards, (iii) 2.7 million restricted share units (RSUs), and (iv) a cash payment of $35 million (the Cash Payment and, together with the RSUs, the Special Payment). As set forth in the Amended Employment Agreement, a Qualifying Termination includes a termination by Mr. Kiani for "Good Reason" (as defined in the Amended Employment Agreement), which includes, among other things, (i) any diminution of Mr. Kiani's responsibilities, duties and authority as set forth in Section 2 of the Amended Employment Agreement, (ii) Mr. Kiani ceasing to serve as the Company's CEO and Chairman (the Chairman Provision), and (iii) a "Change-in-Control" (as defined in the Amended Employment Agreement). In the event of a "Change-in-Control" prior to a Qualifying Termination, on each of the first and second anniversaries of the Change-in-Control, 50% of the Cash Payment and 50% of the RSUs will vest, subject in each case to Mr. Kiani's continuous employment through each such anniversary date; however, in the event of a Qualifying Termination or a termination of Mr. Kiani's employment due to death or disability prior to either of such anniversaries, any unvested amount of the Cash Payment and all of the unvested RSUs shall vest and be paid in full. Additionally, in the event of a Change-in-Control prior to a Qualifying Termination, Mr. Kiani's stock options and any other equity awards would vest in accordance with their terms, but in no event later than in two equal installments on each of the one year and two year anniversaries of the Change-in- Control, subject in each case to Mr. Kiani's continuous employment through each such anniversary date. On January 14, 2022, the Company entered into the Second Amendment to the Amended Employment Agreement (Second Amendment) with Mr. Kiani. The Second Amendment provides that the RSUs granted to Mr. Kiani pursuant to the Amended Employment Agreement will vest in full upon the termination of Mr. Kiani's employment with the Company pursuant to Mr. Kiani's death or disability. On February 8, 2023, Mr. Kiani agreed that the valid election to the Company's Board at the Company's 2023 annual meeting of stockholders of any two individuals nominated by the Company's stockholders in lieu of two of the Company's then-current Board members would not be deemed to constitute a Change in Control for purposes of Section 9(iii) of the Amended Employment Agreement. On March 22, 2023, in connection with the Board's unanimous selection of H Michael Cohen as Lead Independent Director, Mr. Kiani voluntarily irrevocably and permanently waived his right to treat the appointment of any lead independent director as "Good Reason" to terminate his employment under the Amended Employment Agreement, and his right to receive contractual separation payments on this basis. On June 5, 2023, Mr. Kiani, pursuant to a Limited Waiver (Waiver), unconditionally, irrevocably and permanently waived his right, pursuant to the Amended Employment Agreement, to assert that a "Change in Control" has occurred pursuant to Section 9(iii) of the Amended Employment Agreement unless the individuals who constituted the Board at the beginning of the twelve (12) month period immediately preceding such change, as defined in Section 9(iii) of the Amended Employment Agreement, cease for any reason to constitute one-half or more of the directors then in office. In addition, Mr. Kiani agreed that, for purposes of determining whether such a "Change in Control" has occurred, any individual elected to the Board at the Company's 2023 annual meeting of stockholders will be treated as a member of the Board at the beginning of the twelve (12) month period. As a result of Mr. Kiani's execution of the Waiver on June 5, 2023, which waived certain of the "Change in Control" provisions in the Amended Employment Agreement, the Company remeasured the expense related to the Award Shares and Cash Payment that would be recognized in the Company's condensed consolidated financial statements upon the occurrence of a Qualifying Termination under the Amended Employment Agreement, as amended by the Second Amendment, and the expense was determined to be approximately $479.7 million. On September 19, 2024, at the Company's 2024 annual meeting of stockholders, the Company's stockholders voted to not reelect Mr. Kiani to the Board. Additionally, on September 19, 2024, after the Company's 2024 annual meeting of stockholders, Mr. Kiani delivered a notification to the Board stating his decision to resign from his position of CEO of the Company and filed a claim in California Superior Court relating to his Amended Employment Agreement, seeking, among other things, declaratory relief that he had validly terminated his employment for "Good Reason" (as defined in the Amended Employment Agreement), and that he was entitled to certain benefits provided in the Amended Employment Agreement upon a termination for "Good Reason". On October 24, 2024, following a review by outside counsel, the Board adopted resolutions to terminate the employment of Mr. Kiani, effective October 24, 2024. The termination was not a Qualifying Termination (as defined in the Amended Employment Agreement). Consequently, the Company believes Mr. Kiani is not entitled to receive the Special Payment under the Amended Employment Agreement. Also on October 24, 2024, the Company filed claims against Mr. Kiani in the Court of Chancery of the State of Delaware (the Chancery Court Litigation), seeking judicial declarations that numerous provisions in Mr. Kiani's Amended Employment Agreement, including the Special Payment, are invalid, unenforceable, and amount to a waste of corporate assets and, therefore, that Mr. Kiani is not entitled to receive the Special Payment. The Company's complaint alleges that the Company's directors at the time of the initial adoption of Mr. Kiani's Amended Employment Agreement and at the adoption of subsequent amendments abdicated their fiduciary duties as a matter of Delaware law by approving the Amended Employment Agreement, which contained provisions intended to entrench Mr. Kiani's control of the Company indefinitely. As of September 28, 2024, the Company had severance plan participation agreements with six executive officers. The participation agreements (the Agreements) are governed by the terms and conditions of the Company's 2007 Severance Protection Plan (the Severance Plan), which became effective on July 19, 2007 and which was amended effective December 31, 2008. Under each of the Agreements, the applicable executive officer may be entitled to receive certain salary, equity, medical and life insurance benefits if he is terminated by the Company without cause or if he terminates his employment for good reason under certain circumstances. Each executive officer is also required to give the Company six months' advance notice of his resignation under certain circumstances. Willow Cross-Licensing Agreement Provisions The Company's Cross-Licensing Agreement with Willow contains annual minimum aggregate royalty obligations for the Company's use of the rainbow® licensed technology, which is a perpetual global license. Prior to a change in control, which is defined in the Willow Cross-Licensing Agreement to include, among other things, Mr. Kiani ceasing to serve as CEO of either the Company or Willow, the Company's annual minimum royalty obligation is $5.0 million. Upon a change in control of the Company or Willow: (i) all rights to the "Masimo" trademark will be assigned to Willow if the surviving or acquiring entity ceases to use "Masimo" as a company name and trademark; (ii) the option to license technology developed by Willow for use in blood glucose monitoring will be deemed automatically exercised and a $2.5 million license fee for this technology will become immediately payable to Willow; and (iii) the minimum aggregate annual royalties payable to Willow for carbon monoxide, methemoglobin, fractional arterial oxygen saturation, hemoglobin and/or glucose measurements will increase to $15.0 million per year until the exclusivity period of the agreement ends, plus up to $2.0 million for each additional rainbow® parameter (with no maximum ceiling for non-vital sign measurements). Any payment due annually to Willow resulting from a change in control of the Company is less than what the Company paid to Willow for licensing rights in 2022 or 2023. As of September 28, 2024, a change in control for purposes of the Willow Cross-Licensing Agreement had not occurred, and as such no accrual was made. On October 24, 2024, a change in control as defined in the Willow Cross-Licensing Agreement occurred when Mr. Kiani's employment as the Company's CEO was terminated, resulting in a payment of $2.5 million for the

licensing of Willow blood glucose monitoring technology, which was recorded to intangible assets on the Company's balance sheet. A change in control does not otherwise impact the scope or duration of the license rights. No additional accruals or payments were made in connection with the change in control under the Willow Cross-Licensing Agreement. Purchase Commitments Pursuant to contractual obligations with vendors, the Company had $274.0 million of purchase commitments as of September 28, 2024 that are expected to be purchased within one year. These purchase commitments have been made for certain inventory items in order to secure sufficient levels of those items, other critical inventory and manufacturing supplies, and to achieve better pricing. In addition, the Company has certain purchase commitments related to its purchase of a property in Vancouver, British Columbia. See Note 8, "Property and Equipment, net", for further details. Other Contractual Commitments In the normal course of business, the Company may provide bank guarantees to support government hospital tenders in certain foreign jurisdictions. As of September 28, 2024, the Company had approximately $3.9 million in outstanding unsecured bank guarantees. In certain circumstances, the Company also provides limited indemnification within its various customer contracts whereby the Company indemnifies the parties to whom it sells its products with respect to potential infringement of intellectual property, and against bodily injury caused by a defective Company product. It is not possible to predict the maximum potential amount of future payments under these or similar agreements, due to the conditional nature of the Company's obligations and the unique facts and circumstances involved. As of September 28, 2024, the Company had not incurred any significant costs related to contractual indemnification of its customers. Fee Agreements On January 1, 2024, the Company entered into a one year alternative fee agreement (Fee Agreement) with respect to certain on-going legal fees and costs charged by a vendor. The Fee Agreement imposes certain limits on a quarterly and annual basis for actual legal fees incurred by the vendor that are payable based on work performed related to litigation matters against Apple (see the heading "Litigation" under Note 24, "Commitments and Contingencies" for further details). If the vendor is successful in obtaining a favorable judgement for the Company on any claim or counterclaim after exhaustion or dismissal of any appeals, or upon settlement resulting in monetary consideration to the Company, the vendor will be paid a success fee equal to three times the amount of the excess of the annual legal fee limit within 60 days after entry of a judgement or the effective date of any settlement. Amounts due to the vendor under this Fee Agreement will be recognized when probable and reasonably estimable. In connection with the potential separation of the Company's consumer businesses, the Company entered into contingent or discretionary fee agreements with various service providers, advisors and consultants. The Company is unable to reasonably estimate the contingent fees due under these agreements at this time. Amounts due will be recognized when probable and reasonably estimable. Endorsement Agreements The Company entered into two endorsement agreements, effective on February 1, 2024 and April 12, 2024, respectively, with terms ranging from 18 months to 36 months, for an approximate total commitment of $11.5 million, plus applicable taxes. One of these agreements also contains certain royalty payment provisions based on sales of particular products, with a minimum guaranteed royalty payment of $0.5 million. As of September 28, 2024, the outstanding amount of the obligations under these endorsement agreements was an aggregate of $7.8 million. Concentrations of Risk The Company is exposed to credit loss for the amount of its cash deposits with financial institutions in excess of federally insured limits. The Company invests a portion of its excess cash with major financial institutions. As of September 28, 2024, the Company had $158.5 million of bank balances, of which $8.3 million was covered by either the U.S. Federal Deposit Insurance Corporation limit or foreign countries' deposit insurance organizations. The Company's ability to sell its healthcare products to U.S. hospitals depends in part on its relationships with GPOs. Many existing and potential healthcare customers for the Company's products become members of GPOs. GPOs negotiate pricing arrangements and contracts, sometimes exclusively, with medical supply manufacturers and distributors, and these negotiated prices are made available to a GPO's affiliated hospitals and other members. During the three months ended September 28, 2024 and September 30, 2023, revenue from the sale of the Company's healthcare products to customers that are members of GPOs approximated 57.3% and 50.5% of healthcare revenue, respectively. During the nine months ended September 28, 2024 and September 30, 2023, revenue from the sale of the Company's healthcare products to customers that are members of GPOs approximated 57.9% and 52.9% of healthcare revenue, respectively. For the three months ended September 28, 2024 and September 30, 2023, the Company had sales through one just-in-time healthcare distributor that represented 16.2% and 10.7% of consolidated revenue, respectively. For the nine months ended September 28, 2024 and September 30, 2023, the Company had sales through one just-in-time healthcare distributor that represented 13.9% and 10.4% of consolidated revenue, respectively. For each of the three and nine months ended September 28, 2024 and September 30, 2023, there were no revenue concentrations for the Company's non-healthcare business. As of September 28, 2024 and December 30, 2023, there were no customer concentrations risks associated with the Company's healthcare business. As of September 28, 2024 and December 30, 2023, there were no customer concentration risks associated with the Company's non-healthcare business. Litigation On January 9, 2020, the Company filed a complaint against Apple Inc. (Apple) in the United States District Court for the Central District of California for infringement of a number of patents, for trade secret misappropriation, and for ownership and correction of inventorship of a number of Apple patents listing one of its former employees as an inventor. The Company is seeking damages, injunctive relief, and declaratory judgment regarding ownership of the Apple patents. Apple filed petitions for Inter Partes review (IPR) of the asserted patents in the U.S. Patent and Trademark Office (PTO). The PTO instituted IPR of the asserted patents. On October 13, 2020, the District Court stayed the patent infringement claims pending completion of the IPR proceedings. In the IPR proceedings, one or more of the challenged claims of three of the asserted patents were found valid. The challenged claims of nine of the asserted patents were found invalid. On appeal, the U.S. Court of Appeals for the Federal Circuit affirmed all the IPR decisions except it reversed a finding of invalidity for certain dependent claims of one Masimo patent. From April 4, 2023 through May 1, 2023, the District Court held a jury trial on the trade secret, ownership, and inventorship claims. The District Court granted Apple's motion for judgment as a matter of law on certain trade secrets and denied the remainder of Apple's motion. On May 1, 2023, the District Court declared a mistrial because the jury was unable to reach a unanimous verdict. The District Court scheduled a retrial on the trade secret, ownership, and inventorship claims to begin November 5, 2024. The stay of the patent infringement claims has been lifted and those claims will be tried at a later date. On June 30, 2021, the Company filed a complaint with the U.S. International Trade Commission (ITC) against Apple for infringement of a number of other patents. The Company filed an amended complaint on July 12, 2021. On August 13, 2021, the ITC issued a Notice of Institution of Investigation on the asserted patents. From June 6, 2022 to June 10, 2022, the ITC conducted an evidentiary hearing. In July and August 2022, Apple filed petitions for IPR of the asserted patents in the PTO. On January 10, 2023, a United States Administrative Law Judge in Washington, D.C. ruled that Apple violated Section 337 of the Tariff Act of 1930 (Section 337), as amended, by importing and selling within the United States certain Apple Watches with light-based pulse oximetry functionality and components, which infringe one of the Company's pulse oximeter patents. On January 24, 2023, the United States Administrative Law Judge further recommended that the ITC issue an exclusion order and a cease and desist order on certain Apple Watches. On October 26, 2023, the ITC issued a Notice of Final Determination finding a violation of Section 337 by Apple. The ITC determined that the appropriate form of relief is a Limited Exclusion Order (LEO) prohibiting the unlicensed entry of infringing wearable electronic devices with light-based pulse oximetry functionality manufactured by or on behalf of Apple, and a Cease and Desist Order (CDO). The LEO and CDO went into effect after the 60-day Presidential review period expired. The LEO and CDO are currently in effect. Apple's appeal to the Federal Circuit is pending. On January 30, 2023, the PTO denied institution of IPR proceedings for the Company's pulse oximeter patents that the ITC ruled were infringed. With respect to the other patents asserted at the ITC, the PTO denied institution of IPR proceedings for one patent and instituted IPR proceedings for two patents in January and February 2023. In the IPR proceedings, one or more of the challenged claims were found valid, while others were found invalid. The time period for appeal is pending. On January 12, 2024, the U.S. Customs and Border Protection Exclusion Order Enforcement Branch issued a ruling letter allowing importation of certain Apple Watches with the blood oxygen feature disabled. On October 20, 2022, Apple filed two complaints against the Company in the U.S. District Court for the District of Delaware alleging that the Masimo W1™ watch infringes six utility and four design patents. Apple is seeking damages and injunctive relief. On December 12, 2022, the Company counterclaimed for monopolization, attempted monopolization, false advertising (and related causes of action) and infringement of ten patents. The Company is seeking damages and injunctive relief. On May 5, 2023, the Court ordered that the two cases be coordinated through the pre-trial stage. The Court held a case management conference in March 2024. On October 7, 2024, the Court granted summary judgment on the Company's inequitable conduct defense and counterclaim. The Court held a jury trial in October 2024 on Apple's patent claims. The jury found that the Company's current product offerings do not infringe any Apple patents. The jury found a discontinued version of the Masimo W1™ watch infringed one design patent and a discontinued version of the Masimo W1™ watch charger infringed a second design patent. The jury awarded a total of $250. The Company's patent and antitrust counterclaims will be tried at a later date. The Company intends to vigorously pursue all of its claims against Apple and believes the Company has good and substantial defenses to Apple's claims, but there is no guarantee that the Company will be successful in these efforts. On August 22, 2023, a putative class action complaint was filed by Sergio Vazquez against the Company and members of its management alleging violations of the federal securities laws (Securities Class Action). On November 14, 2023, the court appointed Boston Retirement System, Central Pennsylvania Teamsters Pension Fund-Defined Benefit Plan, and Central Pennsylvania Teamsters Pension Fund-Retirement Income Plan 1987 as lead plaintiffs. The lead plaintiffs filed an amended complaint on February 12, 2024. The amended complaint alleges that the Company and members of its management, from May 4, 2022 through August 8, 2023, disseminated materially false and misleading statements and/or concealed material adverse facts relating to the performance of its healthcare business and the success of the Company's legacy Sound United business. The Company moved to dismiss the amended complaint on April 29, 2024 and briefing on the motion concluded on July 26, 2024. The motion is currently pending. The Company believes it has good and substantial defenses to the claims in the amended complaint, but there is no guarantee that the Company will be successful in these efforts. On May 1, 2024, a purported stockholder, Linda McClellan, filed a derivative action in the U.S. District Court for the Southern District of California against certain of the Company's current and former executives and directors, and the Company as nominal defendant. The complaint alleges, among other things, that the defendants breached their fiduciary duties owed to the Company by allowing or permitting false or misleading statements to be disseminated regarding the performance of the Company's healthcare business and the success of the Company's legacy Sound United business. The complaint also asserts causes of action for violations of Section 10(b) of the Securities Exchange Act of 1934 (15 U.S.C.§ 78j(b)) and Rule 10b-5 promulgated thereunder, aiding and abetting breach of fiduciary duty, unjust enrichment, abuse of control, gross mismanagement, and waste of corporate assets. On May 16, 2024, purported stockholder Dianne Himmelberger filed a similar derivative action in the U.S. District Court for the Southern District of California (collectively,

Derivative Actions). On July 22, 2024, the Court consolidated the Derivative Actions and stayed them until the motion to dismiss the Securities Class Action has been (i) denied in whole or in part, and no amended complaint is subsequently filed; or (ii) granted with prejudice, and any appeals pertaining to the motion to dismiss have concluded, or the time for seeking appellate review has passed with no further action from the Securities Class Action parties. The Company received a subpoena from the Department of Justice (DOJ) dated February 21, 2024 seeking documents and information related to the Company's Rad-G® and Rad-97®products, including information relating to complaints surrounding the products and the Company's decision to recall select Rad-G®products in 2024. The Company received a civil investigative demand from the DOJ pursuant to the False Claims Act, 31 U.S.C. §§ 3729-3733, dated March 25, 2024, seeking documents and information related to customer returns of the Company's Rad-G®and Rad-97®products, including returns related to the Company's recall of select Rad-G®products in 2024. The Company received a subpoena from the Securities and Exchange Commission dated March 26, 2024 seeking documents and information relating to allegations of potential accounting irregularities and internal control deficiencies from employees within the Company's accounting department. With respect to each of the subpoenas and the investigative demand described above, the Company is cooperating with the government and may expend significant financial and managerial resources in connection with responding to the subpoenas and investigative demand and any related investigation or any other future requests for information. In addition, requests and investigations of this nature may lead to the assertion of claims or the commencement of legal proceedings against the Company, which in turn may lead to material fines, penalties or other liabilities. On July 15, 2024, the Company commenced litigation against Politan, including Mr. Koffey and Ms. Brennan, members of the Board, in the U.S. District Court for the Central District of California seeking, among other things, an order declaring that Politan's proxy materials for the Company's 2024 annual meeting of stockholders violate Section 14(a) of the Securities Exchange Act of 1934, as amended (Exchange Act), an order enjoining Politan from voting any proxies received by means of Politan's misleading proxy material, an order invalidating any proxies Politan or other persons acting in concert with it obtained pursuant to the misleading proxy material and an injunction requiring Politan to correct material misstatements and omissions in Politan's proxy materials for the Company's 2024 annual meeting of stockholders. On July 19, 2024, the Company filed a request for expedited discovery, which the District Court granted, and a motion for preliminary injunction. On August 26, 2024, the Company filed an amended complaint adding a claim that Politan had violated Section 13(d) of the Exchange Act for its disclosures related to its investment in the Company. The District Court denied the Company's motion for a preliminary injunction after a hearing on September 9, 2024. On July 17, 2024, Politan commenced litigation against the Company, Mr. Kiani, Mr. Reynolds and Mr. Chapek, members of the Board, in the Court of Chancery of the State of Delaware alleging that Mr. Kiani, Mr. Reynolds and Mr. Chapek breached their fiduciary duties to the Company by moving the date of the Company's 2024 annual meeting of stockholders from July 25, 2024 to September 19, 2024, and seeking, among other things, to have the Company set the record date and hold the Company's 2024 annual meeting of stockholders as soon as possible, without further adjournment or postponement (Politan Chancery Litigation). On July 19, 2024, the Court of Chancery denied Politan's request to reschedule the Company's 2024 annual meeting of stockholders to an earlier date. On October 25, 2024, Politan voluntarily dismissed the Politan Chancery Litigation without prejudice. On September 19, 2024, at the Company's 2024 annual meeting of stockholders, the Company's stockholders voted not to reelect Mr. Kiani to the Board. On September 19, 2024, after the conclusion of the Company's 2024 annual meeting of stockholders, Mr. Kiani delivered a notification to the Board stating his decision to resign from his position of CEO of the Company (the September 19 Notice). On September 23, 2024, Mr. Kiani delivered a notification to the Board further describing his decision to resign (the September 23 Notice), and, on September 25, 2024, Mr. Kiani delivered an amended notification to the Board stating his decision to resign (the September 25 Notice, and, together with the September 19 Notice and the September 23 Notice, the Notice). The Notice further states that Mr. Kiani's resignation is for "Good Reason" (as such term is defined in Mr. Kiani's Amended Employment Agreement) and that the basis for his resignation for Good Reason is the diminution of his "responsibilities, duties and authority as the Chairman of the Board and CEO" as defined in Sections 2 and 7.4 of his Amended Employment Agreement. Additionally, on September 19, 2024, Mr. Kiani filed a claim in California Superior Court relating to his Amended Employment Agreement seeking, among other things, a declaratory relief that he had validly terminated his employment for "Good Reason", and that he was entitled to certain benefits provided in the Amended Employment Agreement upon a termination for Good Reason, including the Special Payment. The Company is evaluating the claim, and believes it has good and substantial defenses to the claim, but there is no guarantee that the Company will be successful in these efforts. Also on October 24, 2024, the Company filed Chancery Court Litigation against Mr. Kiani, seeking judicial declarations that numerous provisions in Mr. Kiani's Amended Employment Agreement, including the Special Payment, are invalid, unenforceable, and amount to a waste of corporate assets and, therefore, that Mr. Kiani is not entitled to receive the Special Payment. The Company's complaint in the Chancery Court Litigation alleges that Masimo's directors at the time of the initial adoption of the Employment Agreement and subsequent amendments abdicated their fiduciary duties as a matter of Delaware law by approving the Amended Employment Agreement, which contained provisions intended to entrench Mr. Kiani in control of the Company indefinitely. Also, on October 24, 2024, following a review by outside counsel, the Board adopted resolutions to terminate Mr. Kiani's employment, effective October 24, 2024. The termination was not a Qualifying Termination (as defined in the Amended Employment Agreement). Consequently, the Company believes Mr. Kiani is not entitled to receive the Special Payment under the Amended Employment Agreement. On October 25, 2024, the Company commenced litigation in the United States District Court for the Southern District of New York against Mr. Kiani, Roderick Wong, Naveen Yalamanchi, RTW Investments, LP, RTW Investments GP, LLC, RTW Master Fund, Ltd., RTW Offshore Fund One, Ltd., RTW Onshore Fund One, LP, RTW Innovation Master Fund, Ltd., RTW Innovation Offshore Fund, Ltd., RTW Innovation Onshore Fund, LP, and RTW Fund Group GP, LLC, seeking disgorgement of short-swing profits pursuant to Section 16(b) of the Exchange Act. The Company alleges that the defendants formed a stockholder group under Section 13(d) of the Exchange Act holding 10% or more of the Company's common stock and engaged in short-swing trading between May and September 2024 as a part of an empty voting scheme to manipulate the vote in Mr. Kiani's favor for the Company's 2024 annual meeting of stockholders. Collectively the group of defendants formed held as much as 19% of the Company's outstanding common stock. The Company alleges that RTW secretly increased its long position in the Company immediately in advance of each the two record dates used in the 2024 proxy contest to maximize its voting power in favor of Mr. Kiani while offsetting its economic exposure from this increased long position by engaging in short selling. RTW then reduced its long position and covered its short position after each of the two record dates. Thus for each of the two record dates, RTW artificially and temporarily inflated its voting power to benefit Mr. Kiani. RTW carried out this empty voting scheme in coordination with Mr. Kiani. The trading RTW used in this scheme constitutes short-swing trading under Section 16(b) and any profits from such trading must be disgorged to the Company. For each of the foregoing matters, the Company is unable to determine whether any loss ultimately will occur or to estimate the range of such loss; therefore, no amount of loss accrued by the Company in the accompanying condensed consolidated financial statements. From time to time, the Company may be involved in other litigation and investigations relating to claims and matters arising out of its operations in the normal course of business. The Company believes that it currently is not a party to any other legal proceedings which, individually or in the aggregate, would have a material adverse effect on its consolidated financial position, results of operations or cash flows.
P3Y2700000350000000.500.504797000006P6M5000000250000015000000200000025000002740000000.039000002P18MP36M11500000500000780000015850000083000(
style="margin-top:13pt">25. Segment and Enterprise Reporting The Company's reportable segments are determined based upon the Company's organizational structure and the way in which the Company's Chief Operating Decision Maker (CODM), the CEO, makes operating decisions and assesses financial performance. The CODM considered several factors including, but not limited to, customer base, technology, and homogeneity of products. The two segments are: •Healthcare - develops, manufactures, and markets a variety of noninvasive monitoring technologies and hospital automation solutions and therapeutics. This segment includes the Company's core legacy hospital business and new Masimo-technology-enabled consumer products that are distributed through many channels including e-commerce sites, leading national retailers and specialty chains globally. •Non-healthcare - designs, develops, manufactures, markets and sells a broad portfolio of premium, high-performance audio products and services. Income from operations for each segment includes all geographic revenues, related cost of net revenues and operating expenses directly attributable to the segment. The Company uses gross profit, as presented in the financial reports, as the primary

measure of segment profitability. The Company uses the same accounting policies to generate segment results as the Company does for consolidated results. Segment information presented herein reflects the impact of these changes for all periods presented. For the three and nine months ended September 28, 2024, intercompany revenues between the Healthcare and Non-healthcare segments were $2.9 million and $4.0 million, respectively. For each of the three and nine months ended September 30, 2023, intercompany revenues between the Healthcare and Non-healthcare segments were $5.0 million. All inter-segment transactions and balances are eliminated in consolidation for all periods presented below. </div><div style="margin-top:9pt">Selected information by reportable segment is presented below for each of the three and nine months ended September 28, 2024 and September 30, 2023: </div><div style="margin-top:4.5pt"><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:40.179%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.708%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.381%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.289%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.381%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.289%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.381%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.292%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
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">September 30,
2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
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">September 30,
2023</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Revenues by segment:</td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;text-indent:18pt;vertical-align:bottom">Healthcare</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">343.3 </td><td style="background-color:#ffffff;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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">307.8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,026.8 </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 style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">935.6 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:18pt;vertical-align:bottom">Non-healthcare</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">161.3 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">171.1 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">466.9 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">563.6 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total revenue by segment</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">504.6 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">478.9 </td><td style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,493.7 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,499.2 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Gross profit:</td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" 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1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">642.2 </td><td style="background-color:#ffffff;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">569.4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:18pt;vertical-align:bottom">Non-healthcare</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">55.8 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">

55.8 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">154.3 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">192.2 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" 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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">(36.8)</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">(20.8)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Gross profit</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">263.2 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">234.8 </td><td style="background-color:#dbdbdb;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:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">759.7 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">740.8 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none

*New Roman',sans-serif;font-size:7.5pt;font-weight:700;line-height:100%">Three Months Ended</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Nine Months Ended </td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
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">September 30,
2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
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">September 30,
2023</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total depreciation and amortization by segment: </td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;text-indent:18pt;vertical-align:bottom">Healthcare</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">10.3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">9.8 </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 style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">30.9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">28.1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:18pt;vertical-align:bottom">Non-healthcare</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13.7 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14.7 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">41.4 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">47.7 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total depreciation and amortization by segment</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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">24.0 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">24.5 </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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">72.2 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;border-bottom:3pt double #000000;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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">75.8 </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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> 2229000004000000500000005000000 Selected information by reportable segment is presented below for each of the three and nine months ended September 28, 2024 and September 30, 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:40.179%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.708%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.381%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.289%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.381%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.289%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.381%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.292%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in millions)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
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">September 30,
2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
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">September 30,
2023</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Revenues by segment:</td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;text-indent:18pt;vertical-align:bottom">Healthcare</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">343.3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">307.8 </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 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">1,026.8 </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 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">935.6 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:18pt;vertical-align:bottom">Non-healthcare</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">161.3 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">171.1 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">466.9 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">563.6 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total revenue by segment</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">504.6 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">478.9 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,493.7 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,499.2 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Gross profit.</td><td colspan="3" style="background-color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;text-indent:18pt;vertical-align:bottom">Healthcare</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">215.9 </td><td style="background-color:#ffffff;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">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">185.6 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">642.2 </td><td style="background-color:#ffffff;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">569.4 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:18pt;vertical-align:bottom">Non-healthcare</td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">55.8 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">55.8 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">154.3 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">192.2 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-indent:18pt">Other(1)</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(8.5)</td><td style="background-color:#ffffff;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">(6.6)</td><td style="background-color:#ffffff;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">(36.8)</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">(20.8)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom">Gross profit</td><td style="background-color:#dbdbdb;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:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">263.2 </td><td style="background-color:#dbdbdb;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:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">234.8 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">759.7 </td><td style="background-color:#dbdbdb;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:#dbdbdb;padding:0 1pt"></td><td style="background-color:#dbdbdb;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:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">740.8 </td><td style="background-color:#dbdbdb;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr>

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<td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">
</td></tr></table></div><div><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:5.2pt;font-weight:400;line-
height:120%;position:relative;top:-2.8pt;vertical-align:baseline">__________________________</div><div style="margin-top:4.5pt;padding-left:18pt;text-indent:-18pt">

(1)   Management excludes certain corporate
expenses from segment gross profit. In addition, certain amounts that management considers to be non-recurring or non-operational are excluded from segment gross profit
because management evaluates the operating results of the segments excluding such items.</div><div style="margin-top:9pt"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">The Company’s depreciation and amortization by segment are as follows:
</div><div style="margin-top:10pt;text-align:center"><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:41.252%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td
style="width:12.870%"></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:12.870%"></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:12.870%"></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:12.874%"></td><td style="width:0.1%"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr>
<td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times
New Roman',sans-serif;font-size:7.5pt;font-weight:700;line-height:100%">Three Months Ended</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9"
style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:7.5pt;font-weight:700;line-height:100%">Nine Months Ended</div></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">
</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-
size:8pt;font-weight:700;line-height:100%">(in millions)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-
align:bottom">September 28,
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">September 30,
2023
</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 28,
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">September 30,
2023</td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr>
<td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;vertical-align:bottom"><div><span style="color:#000000;font-family:'Times New
Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Total depreciation and amortization by segment:</div></td><td colspan="3" style="background-
color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-
color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-
color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="3" style="background-
color:#dbdbdb;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3"
style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;text-
indent:18pt;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-
height:100%">Healthcare</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%">$</td><td style="background-color:#ffffff;padding:2px 0;text-
align:right;vertical-align:bottom">10.3
</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt">
</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-
serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">9.8 </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 style="background-
color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-
weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">30.9 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-
align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-
align:left;vertical-align:bottom">$</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%">28.1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td>
</tr><tr><td colspan="3" style="background-color:#dbdbdb;padding:2px 1pt;text-align:left;text-indent:18pt;vertical-align:bottom"><span style="color:#000000;font-
family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Non-healthcare</td><td colspan="2" style="background-
color:#dbdbdb;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%">13.7 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"
style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">
14.7 </td><td style="background-
color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2"
style="background-color:#dbdbdb;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%">41.4 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td
colspan="3" style="background-color:#dbdbdb;padding:0 1pt"></td><td colspan="2" style="background-color:#dbdbdb;padding:2px 0 2px 1pt;text-align:right;vertical-

*align:bottom">47.7 </td><td style="background-color:#dbdbdb;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total depreciation and amortization by segment</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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">24.0 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</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">24.5 </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">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">72.2 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;border-bottom:3pt double #000000;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</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">75.8 </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="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table>
3433000003078000001026800000935600000161300000171100000466900000563600000504600000478900000149370000014992000002159000001856000006422000008500000-6600000-36800000-208000002632000002348000007597000007408000001030000098000003090000028100000137000001470000041400000477000002400000.024500000722000007580000fal*

Includes amounts owed from related parties as of September 28, 2024 and December 30, 2023 of approximately $10.8 million and $7.3 million, respectively. See Note 3, "Related Party Transactions" for details. Includes sales from related parties for the three and nine months ended September 28, 2024 of approximately $27.2 million and $82.9 million, respectively — and for the three and nine months ended September 30, 2023 of approximately $26.9 million and $69.1 million, respectively. See Note 3, "Related Party Transactions" for details. ***Includes the change in amounts owed from related parties for the nine months ended September 28, 2024 and September 30, 2023 of approximately $5.8 million and $(2.6) million, respectively. See Note 3, "Related Party Transactions" for details.***