

## Risk Factors Comparison 2024-02-29 to 2023-02-23 Form: 10-K

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The risks and uncertainties set forth below, as well as other risks and uncertainties described elsewhere in this Annual Report on Form 10-K including in our consolidated financial statements and accompanying notes and “ Management’ s Discussion and Analysis of Financial Condition and Results of Operations ” or in other filings with the SEC, could materially and adversely affect our business, financial condition, operating results, and the trading price of our common stock. Additional risks and uncertainties that are not currently known to us or that are not currently believed by us to be material may also harm our business operations and financial results. Because of the following risks and uncertainties, as well as other factors affecting our financial condition and operating results, past financial performance should not be considered to be a reliable indicator of future performance, and investors should not use historical trends to anticipate results or trends in future periods. Risks Related to Our Business A significant portion of our revenue across all of our product and services is generated from customers in the AEC / O industry. Any decline in that industry could adversely affect our future revenue and profitability. We estimate that customers in the AEC / O industry accounted for approximately more than 50 % of our net sales in 2022-2023; therefore, our results largely depend on the strength of that industry. Our historical operating results reflect the cyclical and variable nature of the AEC / O industry. We believe that the AEC / O industry generally experiences downturns several months after a downturn in the general economy, and that there may be a similar delay in the recovery of the AEC / O industry following a recovery of the general economy. A downturn in the AEC / O industry would diminish demand for all of our products and services, and would therefore negatively affect our revenues and have a material adverse effect on our business, operating results and financial condition. We derive a significant percentage of net sales from within the State of California and our business could be disproportionately harmed by an economic downturn or natural disaster affecting California. We derived approximately ~~31~~ 30 % of our net sales in 2022-2023 from our operations in California. Accordingly, we are sensitive to economic factors affecting business activity in California, including general and local economic conditions, declines in specific industries, macroeconomic trends, political factors affecting commerce and economic development, and natural disasters (including drought, earthquakes and wildfires) the intensity and frequency of which are being exacerbated by climate change. Any adverse developments affecting California could have a disproportionately negative effect on our results of operations and financial condition. Our growth strategy depends, in part, on our ability to successfully market and execute several different, but related, service offerings. Failure to do so could impede our future growth and adversely affect our competitive position. As part of our growth strategy, we intend to continue to offer and grow a variety of service offerings that are relatively new to the company. Our efforts will be affected by our ability to acquire new customers for our new service offerings as well as sell the new service offerings to existing customers. If we fail to procure new customers or sell these services to our existing customers, our growth may be adversely affected and we may incur operating losses as a result of a failure to realize revenue from the investments made in new service offerings. Because a significant portion of our overall costs are fixed, our earnings are highly sensitive to changes in revenue. Our network of service centers, equipment and related support activities involves substantial fixed costs which cannot be adjusted quickly to respond to declines in demand for our services. We estimate that approximately 24-23 % of our overall costs were fixed in 2022-2023. As a consequence, our results of operations are subject to relatively high levels of volatility and our earnings could deteriorate rapidly in the face of declining revenues because our ability to reduce fixed costs in the short- term is limited. If we fail to manage our fixed costs appropriately, or to maintain adequate cash reserves to cover such costs, we may suffer material adverse effects on our results of operations and financial condition. We are dependent upon our vendors to continue to supply us with equipment, parts, supplies, and services at comparable terms and price levels as the business grows. Our access to equipment, parts, supplies, and services depends upon our relationships with, and our ability to purchase these items on competitive terms from our principal vendors. These vendors are not required to use us to distribute their equipment and are generally free to change the prices and other terms at which they sell to us. In addition, we compete with the selling efforts of some of these vendors. Our reliance on a limited number of principal vendors presents various risks. These include the risk that an interruption in our relationships with our principal vendors for any reason, such as a natural catastrophe, epidemics, pandemics, such as the COVID- 19 pandemic, or actions taken in regard to increased tariffs on goods produced in certain countries such as China, we may not be able to develop an alternate source without incurring material additional costs and substantial delays. Significant deterioration in relationships with, or in the financial condition of, these significant vendors could have an adverse effect on our ability to sell equipment as well as our ability to provide effective service and technical support to our customers. If one of these vendors terminates or significantly curtails its relationship with us, or if one of these vendors ceases operations, we would be forced to expand our relationships with our other existing vendors or seek out new relationships with previously unused vendors. Our failure to adequately protect the proprietary aspects of our technology solutions may cause us to lose market share. Our success depends on our ability to protect and preserve the proprietary aspects of our technology products. We rely on a combination of patent, copyright, trademark and trade secret protection, confidentiality agreements, license and subscription agreements, and technical measures to establish and protect our rights in our proprietary technologies. These protections, however, may be inadequate. It is also possible that our intellectual property rights could be challenged, invalidated or circumvented, allowing others to use our intellectual property to our competitive detriment. Furthermore, we may, from time to time, be subject to intellectual property litigation which can be expensive, a burden on management’ s time and our Company’ s resources, and the outcome of any such litigation may be uncertain. Competition in our industry and innovation by our competitors may hinder our ability to execute our business strategy and adversely affect our profitability. The markets for

our products and services are highly competitive, with competition primarily at local and regional levels. We compete primarily based on the level and quality of customer service, technological leadership, and price. Our future success depends, in part, on our ability to continue to improve our service and product offerings, and develop and integrate new technology solutions. In addition, current and prospective customers may decide to perform certain services themselves instead of outsourcing these services to us. These competitive pressures could adversely affect our sales and consolidated results of operations. **Our Changes in laws or regulations relating to privacy or the collection, processing, disclosure, storage, localization, or transmission of personal data, or any actual or perceived failure by us to comply with such laws related to and regulations, contractual obligations, or applicable privacy policies, could materially adversely affect our business.** Aspects of our business involve collecting, processing, disclosing, storing, and transmitting personal data, which are subject to certain privacy policies, contractual obligations, and laws, regulations, and directives relating to privacy and data protection. We store a substantial amount of customer and employee data, including personal data, on our networks and other systems and the cloud offerings we operate. In addition, the types of data subject to protection as personal data in the United States, and elsewhere have been expanding. In recent years, the collection and use of personal data by companies have come under increased regulatory and public scrutiny, especially in relation to the collection and processing of sensitive data, such as healthcare, biometric, genetic, financial services, and children's data, precise location data, and data regarding a person's race or ethnic origins, political opinions, or religious beliefs. For example, in the United States, protected health information is subject to HIPAA, which can provide for civil and criminal penalties for noncompliance. Entities (such as us) that engage in receiving, maintaining, or transmitting protected health information provided by covered entities and other business associates are subject to enforcement under HIPAA. Our access to protected health information triggers obligations to comply with certain privacy rules and data security requirements under HIPAA could adversely affect our financial condition. In addition we are or may become subject to potential enforcement by a variety of laws and regulations in the United States Department of Health and abroad regarding Human Services for potential HIPAA violations, we are also potentially subject to privacy enforcement from the FTC. The FTC has been particularly focused on certain activities related to the processing of sensitive data protection, including the unpermitted processing of health and genetic data through its recent enforcement actions and is expanding the types of privacy violations that it interprets to be "unfair" under Section 5 of the FTC Act, as well as the types of activities it views to trigger the Health Breach Notification Rule (which the FTC also has the authority to enforce). We will need to account for the FTC's evolving rules and guidance for proper privacy and data security practices in order to mitigate. These laws and regulations are continuously evolving and developing. The scope and interpretation of the laws that are or **our risk for a potential enforcement action, which** may be **costly** applicable to us are often uncertain and may be conflicting, particularly with respect to foreign laws. In particular, health information-related laws and regulations, such as the HIPAA, may also have an impact on our business in light of the scanning and storage capabilities that we offer and provide to certain customers, which may involve user data that is considered to be personal health information under HIPAA. If we are unable to comply with the applicable privacy and security requirements, we could be subject to a claims, legal liabilities, penalties, fines, and negative publicity, which could harm our operating results. Our information technology and telecommunications systems are susceptible to damage, breach or interruption. The management of our business is aided by the uninterrupted operation of our information technology systems, including computer hardware and software, and telecommunication systems. These systems are vulnerable to security breaches, natural disasters or other catastrophic events, computer viruses, or other interruptions or damage stemming from power outages, equipment failure or unintended usage by employees. In particular, our employees and unauthorized third parties may gain access to personally identifiable or other regulated information, the misuse of which could result in legal liability. In addition, we rely on information technology systems to process, transmit and store electronic information and to communicate among our locations around the world and with our clients, partners and consultants, including through cloud-based platforms often provided by third parties. The breadth and complexity of this infrastructure increases the potential **FTC enforcement action** risk of security breaches. Security breaches caused by computer hackers and foreign governments, may disable or damage the proper functioning of our systems. It is possible that our security controls, and / or those of the third parties with whom we partner, over personal and other confidential information may not prevent unauthorized access to, or destruction, loss, theft, misappropriation or release of personally identifiable or other proprietary, confidential, sensitive or valuable information of ours or third parties, including our customers. Any such unauthorized access could lead to potential disclosure of regulated information. Any such disclosure or damage to our systems, or those of third parties with which we partner, could subject us to third party claims and reputational harm. In those instances, our ability to attract new clients may be impaired and / or we may be subject to damages **a settlement order that requires us to adhere to very specific privacy and data security practices, which may impact our business. We may also be required to pay fines as part of a settlement (depending on the nature of the alleged violations).** If we violate any consent order that we reach with the FTC, we may be subject to additional fines and compliance requirements. We face risks of similar enforcement from State Attorneys General and, potentially, other regulatory agencies. Any systems failure or security breach that results in the release of, or unauthorized access to, personal data, or any failure or perceived failure by us or our third-party service providers to comply with applicable privacy policies, contractual obligations, or any applicable laws or regulations relating to privacy or data protection, could result in proceedings against us by domestic or foreign government entities or others, including private plaintiffs in litigation. Such proceedings could result in the imposition of sanctions, fines, penalties and fines. In addition, system-wide liabilities, government orders, and / or orders requiring that we change or **our local failures data practices, any of which** these information technology systems could have a material adverse effect on our business, operating results, reputation, and financial condition. State privacy laws in the United States also may impact our business operations. The state of California has adopted a comprehensive privacy law, the CCPA, which took effect in January

2020 and became enforceable in July 2020. We have been required to devote substantial resources to implement and maintain compliance with the CCPA, and noncompliance could result in regulatory investigations and fines or private litigation. Moreover, in November 2020, California voters approved a privacy law, the CPRA, which amends the CCPA to create additional privacy rights and obligations in California, and went into effect on January 1, 2023. Numerous other states have passed laws similar to the CCPA, which will go into effect in 2023 and beyond. More states may follow. These laws may impose additional costs and obligations on us. The Securities and Exchange Commission also has issued new regulations related to cybersecurity that may require additional reporting and other compliance obligations, as well as creating additional risks related to public notifications concerning cyber incidents. Furthermore, the U. S. Congress is considering comprehensive privacy legislation. At this time, it is unclear whether Congress will pass such a law and if so, when and what it will require and prohibit. Moreover, it is not clear whether any such legislation would give the FTC any new authority to impose civil penalties for violations of the Federal Trade Commission Act in the first instance, whether Congress will grant the FTC rulemaking authority over privacy and information security, or whether Congress will vest some or all privacy and data security regulatory authority and enforcement power in a new agency, akin to EU data protection authorities. Complying with these and other changing requirements could cause us to incur substantial costs or pay substantial fines or penalties, require us to change our business practices, require us to take on more onerous obligations in our contracts, or limit our ability to provide certain services in certain jurisdictions, any of which could materially adversely affect our business and operating results. New laws or regulations restricting or limiting the collection or use of mobile data could also reduce demand for certain of our offerings or require changes to our business practices, which could materially adversely affect our business and operating results. If we or our third- party service providers experience a disruption due to a cybersecurity attack or security breach and unauthorized parties obtain access to our customers' or vendors' data, our data, our networks or other systems, or the cloud offerings we operate, our offerings may be perceived as not being secure, our reputation may be harmed, demand for our offerings may be reduced, our operations may be disrupted, we may incur significant legal and financial liabilities, and our cash flows business could be materially adversely affected. As part of our business, we process, store, and transmit our customers' and vendors' data as well as our own, including in our networks and other systems and the cloud offerings we operate. Security breaches may occur due to technological error, computer viruses, or third- party action, including intentional misconduct by computer hackers or state actors, physical break- ins, industrial espionage, fraudulent inducement of employees, customers, or channel partners to disclose sensitive information such as usernames or passwords, and employee, customer, or channel partner error or malfeasance. A security breach could result in unauthorized access to or disclosure, modification, misuse, loss, or destruction of our customers', prospects', vendors', or channel partners' data, our data (including our proprietary information, intellectual property, or trade secrets), our networks or other systems, or the cloud offerings we operate. Third parties may also conduct attacks designed to prevent access to critical data or systems through ransomware or temporarily deny customers access to our cloud environments. We, and our service providers, may in the future experience attempts by third parties to identify and exploit software and service vulnerabilities, penetrate or bypass our security measures, and gain unauthorized access to our or our customers' or service providers' cloud environments, networks, and other systems. Security measures that we or our third- party service providers have implemented may not be effective against all current or future security threats. Because there are many different security breach techniques and such techniques continue to evolve, we may be unable to anticipate, detect, or mitigate attempted security breaches and implement adequate preventative measures. Any security breach, ransomware attack, or successful denial of service attack could result in a loss of customer confidence in the security of our offerings and damage to our brand, reduce the demand for our offerings, disrupt our normal business operations, require us to spend material resources to investigate or correct the breach, require us to notify affected customers or individuals and / or applicable regulators and others, provide identity theft protection services to individuals, expose us to legal liabilities, including litigation, regulatory enforcement actions, and indemnity obligations, and materially adversely affect our revenues and operating results. Our software services operate in conjunction with and are dependent on third- party products and components across a broad ecosystem. If there is a security vulnerability in one of these products or components, and if there is a security exploit targeting it, we could face increased costs, liability claims, customer dissatisfaction, reduced revenue, or harm to our reputation or competitive position. Our insurance policies may not be adequate to compensate us for the potential losses arising from any cybersecurity breach or incident. In addition, such insurance may not be available to us in the future on economically reasonable terms, or at all. Further, our insurance may not cover all claims made against us and could have high deductibles in any event, and defending a suit, regardless of its merit, could be costly and divert management attention. These risks will increase as we continue to grow the scale of our Digital Printing and Scanning and Digital Imaging services and process, store, and transmit increasingly large amounts of our customers', vendors', and our own data. In particular, as remote working conditions have led businesses to increasingly rely on virtual environments and communication systems, there has been an increase in cyberattacks and other malicious activities. Damage or disruption to our facilities, including our technology center, could impair our ability to effectively provide our services and may have a significant effect on our revenues, expenses and financial condition. Our IT systems are an important part of our operations. We currently store customer data on a variety of servers, including servers hosted by Amazon Web Services and at our technology center located in San Ramon, California near known earthquake fault zones. Although we have redundant systems and offsite backup procedures in place, interruption in service, damage to or destruction of our technology center or a disruption of our data storage processes resulting from sustained process abnormalities, human error, acts of terrorism, violence, war or a natural disaster, such as fire, earthquake or flood, could result in delays, in reduced levels of customer service and have a material adverse effect on the markets in which we operate and on our

business operations. Although we currently maintain general property damage insurance, if we incur losses from uninsured events, we could incur significant expenses which would adversely affect our results of operations, cash flows and financial condition. Catastrophic events, including global pandemics such as the COVID- 19 pandemic, could materially adversely affect our business, results of operations and / or financial condition. The occurrence of a major earthquake, fire, flood or other weather events, power loss, telecommunications failure, software or hardware malfunctions, pandemics (including the COVID- 19 pandemic), cyber- attack, war, terrorist attack or other catastrophic event that our disaster recovery plans do not adequately address, could adversely affect our employees, our systems, our ability to produce and distribute our products, and our reputation.

~~For example, the COVID-19 pandemic has had, and continues to have, a significant impact around the world, prompting governments and businesses to take unprecedented measures in response. Such measures have included travel bans and restrictions, quarantines, shelter in place orders and shutdowns. These measures have impacted and may continue to impact all or portions of our workforce and operations and the operations of our customers and suppliers. Although certain restrictions related to the COVID- 19 pandemic have eased, uncertainty continues to exist regarding such measures and potential future measures. Current material shortages, logistics constraints and labor inefficiencies have limited and could continue to limit our ability to meet customer demand, which could have a material adverse effect on our business, results of operations and / or financial condition. The COVID- 19 pandemic has significantly increased economic and customer demand uncertainty, has caused inflationary pressure in the U. S. and elsewhere and has led to volatility in customer demand for the Company's products and services and caused supply chain disruptions. Economic uncertainties could continue to affect customer demand for the Company's products and services and the financial condition and credit risk of our customers. A catastrophic event resulting in the destruction or disruption of our workforce, our systems, our ability to produce and distribute our products, any of our data centers or our critical business or information technology systems could adversely affect our ability to conduct normal business operations and our operating results or cash flows. The adverse effects of any such catastrophic event would be exacerbated if experienced at the same time as another unexpected and adverse event, such as the COVID- 19 pandemic. Added risks are associated with our international operations. We have international operations in China, India, the United Kingdom, Canada, and United Arab Emirates. Approximately 12 % of our revenues for 2022-2023 were derived from our international operations, with approximately 3 % derived from China. Our~~

**We anticipate that future sales to international customers will continue to account for a significant percentage of our revenues , costs of. Risks associated with international sales and operations include, but are not limited to: a. Political and net income economic instability, including the war between Ukraine and Russia, the conflict in Israel and neighboring regions and potential hostilities between China and Taiwan; b. International terrorism; c. Global economic sanctions and export controls, including U. S. export controls related to China, sanctions related to Russia, and increased scrutiny of exports of digital imaging and other products; d. Failure to comply with anti- bribery legislation, including the U. S. Foreign Corrupt Practices Act; e. Changes in legal and regulatory requirements, including complex trade compliance regulations; f. U. S. and foreign government policy changes affecting the markets for our products; g. Changes in tax laws and tariffs; h. Additional deterioration in U. S.- China and U. S.- Russia relations; i. Difficulties in protection and enforcement of intellectual property rights; j. Failure to comply with the foreign data protection laws; k. New and emerging non- U. S. regulations relating to environmental, social and governance and corporate social responsibility matters, which could be costly to comply with; l. Transportation, including piracy in international waters; m. Currency exchange rate fluctuations; and n. Challenges relating to managing a global workforce with adversely --- diverse affected by a number cultures, backgrounds and labor laws. The impact of these factors related is difficult to predict, but one our- or more of them could have a material adverse effect on our financial position, results of operations, or cash flows. Certain international contracts may also include industrial operations cooperation , including changes agreements requiring specific in - economic conditions from country purchases, investments, manufacturing agreements or other financial obligations, known as offset obligations, and may provide for penalties if we fail to meet country (resulting from pandemics such as the COVID- 19 outbreak or otherwise); currency fluctuations, changes in a country's political condition, trade protection measures, licensing and other legal requirements and local tax issues.**

Our business could suffer if we fail to attract, retain, and successfully integrate skilled personnel. We believe that our ability to attract, retain, and successfully integrate qualified personnel is critical to our success. As we continue to place more emphasis on document management and storage technology, our need to hire and retain software and other technology- focused personnel has increased, and can be expected to continue to increase. Competition for such personnel, particularly in the San Francisco Bay Area, is intense. If we lose key personnel and / or are unable to recruit qualified personnel, our ability to manage and grow our business will be adversely affected. In addition, the loss of the services of one or more members of our senior management team would disrupt our business and impede our ability to successfully execute our business strategy. We may be exposed to employment- related claims and periodic litigation that could adversely affect our business and results of operations. We are subject to a number of risks inherent to our status as an employer, including claims of misconduct or negligence on the part of our employees, claims by our employees and former employees of discrimination or harassment; claims relating to violations of wage, hour and other workplace regulations; and claims relating to employee benefits, entitlements to employee benefits, or errors in the calculation or administration of such benefits. If we experience significant incidents in any of the above- described areas, we could face substantial out- of- pocket losses, or fines. In addition, such claims may give rise to litigation, which may be time consuming, distracting and costly, and could have a material adverse effect on our business. Environmental, health, and safety laws and regulations, and the costs of compliance, could materially adversely affect our financial position, results of operations and cash flows. Our operations are subject to numerous laws and regulations governing environmental protection and occupational health and safety matters. Under these laws and regulations, we may be liable for, among other things, the cost of investigating and remediating contamination, regardless of fault or actions on our part. The amount of any such expense or related natural resource damages for which we may be held responsible could



be substantial. We cannot predict **have incurred, and in the potential financial impact on our business if adverse future may continue to incur, liability under environmental statutes and regulations with respect to the contamination detected at sites we own or operate (including contamination caused by prior owners and operators of such sites, health, abutters or other persons) and the sites at which we have disposed of hazardous substances.** For example, safety conditions are discovered, or environmental, health, and safety requirements become more stringent. If we are **currently performing** required to incur environmental remediation at a property we acquired as part of a business acquisition in the 1990's located in California. As of December 31, **health 2023**, or safety compliance or **we have established a reserve totaling \$ 4.5 million with respect to certain presently estimated environmental remediation costs that are.** For additional discussion regarding the property and our estimated expenses see the discussion under the caption "Site Remediation Obligation" within Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations of this Annual Report on Form 10-K. The estimate of our final remediation expenses may change over time because of the varying costs of currently available cleanup techniques, unpredictable contaminant reduction rates associated with available cleanup techniques and the difficulty of determining in advance the nature and full extent of contamination. Based on our experience to date, we do not currently ~~anticipated~~ **anticipate any material adverse effect on our business or consolidated financial position, results of operations or cash flows as a result of future compliance with existing environmental laws and accrued regulations. However, evolving statutory and regulatory standards, their interpretation, more vigorous enforcement policies of regulatory agencies, or stricter or different interpretations of existing statutory and regulatory standards, may require additional expenditures by us, which may** our financial position, results of operations and cash flows could be materially ~~material~~ **adversely affected. Accordingly, depending on the there magnitude of the can be no assurance that we will not incur significant environmental compliance cost costs in the future.** Changes in tax laws and interpretations could adversely affect our business. We are subject to income and other taxes in the U. S. and in numerous foreign jurisdictions. Our domestic and foreign tax provisions are dependent on the jurisdictions in which profits are determined to be earned and taxed. Additionally, the amount of tax provision is subject to our interpretation of applicable tax laws in the jurisdictions in which we operate. A number of factors influence our effective tax rate, including changes in tax laws and treaties as well as the interpretation of existing laws and rules. Federal, state, and local governments and administrative bodies within the U. S., which represents a majority of our operations, and other foreign jurisdictions have implemented, or are considering, a variety of broad tax, trade, and other regulatory reforms that may impact us. Results of tax examinations may adversely affect our future results of operations. We are subject to various tax examinations on an ongoing basis. Adverse results of tax examinations for income, payroll, value added, sales-based and other taxes may require future material tax payments if we are unable to sustain our position with the relevant jurisdiction. Where appropriate, we have made accruals for these matters which are reflected in our Consolidated Balance Sheets and Statements of Operations. Risks Related to Our Indebtedness Our debt instruments impose certain restrictions on our ability to operate which in turn could negatively affect our ability to respond to changing business and market conditions and therefore could have an adverse effect on our business and results of operations. As of December 31, **2022-2023**, we had \$ **66-62.5-2** million in outstanding short and long-term borrowings under our credit facilities, and finance leases, excluding trade payables and operating leases. The terms of the agreements under which this indebtedness was incurred may limit or restrict, among other things, our ability to incur certain additional debt, make certain restricted payments, consummate certain asset sales, and enter into certain transactions with affiliates. We are also required to maintain a total leverage ratio and fixed charge coverage ratio under our credit agreement with U. S. Bank National Association, dated April 22, 2021, or the 2021 Credit Agreement, **as amended on June 15, 2023**. Our inability to meet these ratios could result in the acceleration of the repayment of the outstanding obligations under the 2021 Credit Agreement, the termination of the lenders' commitment to provide our revolving line of credit thereunder, the increase in our effective cost of funds or the cross-default of other credit arrangements. As a result, our ability to operate may be restricted and our ability to respond to business and market conditions may be limited, which could have an adverse effect on our business and operating results. Risks Related to Our Common Stock The market prices of our common stock is volatile, and may be impacted by factors other than our financial performance, which could cause the value of an investment in our common stock to decline. The market price of our common stock may fluctuate substantially due to a variety of factors, many of which are beyond our control. Between January 1, **2022-2023**, and December 31, **2022-2023**, the closing price of our common stock fluctuated from a low of \$ **2.16-65** to a high of \$ **4.3.17-84** per share. In the past, stockholders have sometimes instituted securities class action litigation against companies following periods of volatility in the market price of their securities. Any similar litigation against us could result in substantial costs, divert management's attention as well as our other resources and could have a material adverse effect on our business, results of operations and financial condition. There can be no assurance that we will continue to declare dividends or repurchase shares of our common stock. Our Board of Directors has declared quarterly dividends in the past. Our ability to continue to pay quarterly dividends and to repurchase shares of our common stock is subject to capital availability and periodic determinations by our Board of Directors that dividends and repurchases of shares of our common stock are in the best interests of our ~~shareholders~~ **stockholders** and in compliance with applicable laws. Our dividend payments and repurchases of shares of our common stock may change from time to time. Management currently intends to continue quarterly dividends, and repurchases of shares of our common stock, subject to approval by our Board of Directors, but we cannot provide any assurance as to the timing, sustainability, or any particular amounts of future dividends and repurchases of shares of our common stock. A suspension in our dividend payments or repurchases of shares of our common stock could have a negative effect on the price of our common stock and would have a negative effect on returns on investment to our ~~shareholders~~ **stockholders**. **Our third amended and restated by-laws provide that the Court of Chancery of the State of Delaware (or, if the Court of Chancery of the State of Delaware does not have jurisdiction, then the federal district court for the District of Delaware) is the exclusive forum for certain litigation that may be initiated by our stockholders, which could limit our stockholders'**

ability to obtain a favorable judicial forum for such disputes with us or our directors, officers or employees Our amended and restated by-laws provide that, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if the Court of Chancery of the State of Delaware does not have jurisdiction, then the federal district court for the District of Delaware) shall, to the fullest extent permitted by law, be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any current or former director, officer, other employee or stockholder of the corporation to the corporation or the corporation's stockholders, (iii) any action asserting a claim arising pursuant to any provision of the General Corporation Law of the State of Delaware or as to which the General Corporation Law of the State of Delaware confers jurisdiction on the Court of Chancery of the State of Delaware, or (iv) any action asserting a claim arising pursuant to any provision of our Certificate of Incorporation or our bylaws or governed by the internal affairs doctrine. This exclusive forum provision would not apply to suits brought to enforce a duty or liability created by the Securities Act, the Exchange Act or any other claim for which the federal courts have exclusive jurisdiction. The choice of forum provision may limit a stockholder'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, which may discourage such lawsuits against us and our directors, officers and other employees. Alternatively, if a court were to find the choice of forum provision contained in our third amended and restated by-laws to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions.