**Risk Factors Comparison 2024-02-13 to 2023-02-21 Form: 10-K**

**Legend:** **New Text** ~~Removed Text~~ Unchanged Text Moved Text Section

~~This Annual Report on Form 10- K contains forward- looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act that are based on information currently available to management as well as management' s assumptions and beliefs as of the date hereof. All statements, other than statements of historical fact, included in this Annual Report on Form 10- K constitute forward- looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward- looking statements can be identified by the words " may, " " will, " " should, " " plan, " " predict, " " anticipate, " " believe, " " intend, " " estimate " and " expect " and similar expressions. Statements that are not historical should also be considered forward- looking statements. Such statements reflect our current views with respect to future events. Readers are cautioned not to place undue reliance on these forward- looking statements. We believe these statements are based on reasonable assumptions; however, such statements are inherently subject to risks and uncertainties, including but not limited to the specific uncertainties discussed elsewhere in this Annual Report on Form 10- K and the risk factors set forth in Item 1A. Risk Factors in this Annual Report on Form 10- K. These risks and uncertainties may affect our performance and results of operations. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may differ materially from those in the forward- looking statements. We disclaim any intention or obligation to update or review any forward- looking statements or information, whether as a result of new information, future events or otherwise unless required by law.~~ The following risk factors and other information included in this Annual Report on Form 10- K should be carefully considered. We believe these are the principal material risks currently facing our business; however, 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 or those disclosed in our other SEC filings occurs, our business, financial condition or results of operations could be materially adversely affected. Business and Operational Risks We May Not be Able to Compete Favorably in the Competitive HVACR Business. Substantially all of the markets in which we operate are competitive. The most significant competitive factors we face are product **availability, product** reliability **, energy efficiency** , product performance, ~~reputation of our company and brands,~~ service **,** and price ~~and global supply chain constraints~~ , with the relative importance of these factors varying among our product lines. Other factors that affect competition in the HVACR market include the development and application of new technologies, **reputation of our company** ~~an~~ **and brands, global supply chain constraints,** ~~increasing emphasis on the development of more efficient HVACR products~~ and new product introductions. We may not be able to adapt to market changes as quickly or effectively as our current and future competitors. Also, the establishment of manufacturing operations in low- cost countries could provide cost advantages to existing and emerging competitors. Some of our competitors may have greater financial resources than we have, allowing them to invest in more extensive research and development and / or marketing activity and making them better able to withstand adverse HVACR market conditions. Current and future competitive pressures may cause us to reduce our prices or lose market share, or could negatively affect our cash flow, all of which could have a material adverse effect on our results of operations. If We Cannot Successfully **Develop and Market New Products or** Execute our Business Strategy, Our Results of Operations Could be Adversely Impacted. Our future success depends on our continued investment in research and new product development as well as our ability to commercialize new HVACR technological advances in domestic and global markets. If we are unable to continue to timely and successfully develop and market new products, achieve technological advances, or extend our business model and technological advances into international markets, our business and results of operations could be adversely impacted. We are engaged in various manufacturing rationalization actions designed to achieve our strategic priorities of manufacturing, sourcing, and distribution excellence and of lowering our cost structure. For example, we are continuing to reorganize our North American distribution network in order to better serve our customers' needs by deploying parts and equipment inventory closer to them ~~and are expanding our sourcing activities outside of the U. S~~ . In such case, our results of operations and profitability may be negatively impacted, making us less competitive and potentially causing us to lose market share. Our Ability to Meet Customer Demand may be Limited by Our Single- Location Production Facilities, Reliance on Certain Key Suppliers and Unanticipated Significant Shifts in Customer Demand. We manufacture many of our products at single- location production facilities. In certain instances, we heavily rely on suppliers who also may concentrate production in single locations or source unique, necessary products from only one supplier. Any significant interruptions in production at one or more of our facilities, or at a facility of one of our key suppliers, could negatively impact our ability to deliver our products to our customers, especially as we continue to experience disruptions in supply. Further, even with all of our facilities running at full production, we could potentially be unable to fully meet demand during an unanticipated period of exceptionally high demand. **This inability to fully meet demand would be exacerbated if a single- location production facility is disrupted due to a climate- related disaster, pandemic, geopolitical political instability, or war, among other things.** Our inability to meet our customers' demand for our products could have a material adverse effect on our business, financial condition, and results of operations. Our Results of Operations May Suffer if We Cannot Continue to License or Enforce the Intellectual Property Rights on Which Our Businesses Depend or if Third Parties Assert That We Violate Their Intellectual Property Rights. We rely upon patent, copyright, trademark and trade secret laws and agreements to establish and maintain intellectual property rights in the products we sell. Our intellectual property rights could be challenged, invalidated, infringed, circumvented, or be insufficient to permit us to take advantage of current market trends or to otherwise provide competitive advantages. Further, the laws of certain countries do not protect proprietary rights to the same extent as the laws of the United States. Third parties may also claim that we are infringing upon their intellectual property rights. If we do not license infringed intellectual property or if we are required to substitute similar technology from another source, our operations could be adversely affected. Even if we believe that intellectual property claims are without merit, they can be time consuming, require significant resources and be costly to defend. Claims of intellectual property infringement also might require us to redesign affected products, pay costly damage awards, or face injunction prohibiting us from manufacturing, importing, marketing, or selling certain of our products. Even if we have agreements to indemnify us, indemnifying parties may be unable or unwilling to do so. Our Operations Can Be Adversely Affected By Our Ability to Attract, Motivate, Develop, and Retain Our Employees, Labor Shortages and Work Stoppages, Turnover, Labor Cost Increases and Other Labor Relations Problems. We are committed to attracting, motivating, developing, and retaining our employees to ~~ensure we~~ remain an employer of choice. Despite our efforts, we have experienced, and could continue to experience, higher employee turnover ~~and absenteeism~~ , particularly in **our** manufacturing and distribution locations ~~, as a result of COVID- 19 related concerns and other factors~~ . A number of factors may adversely affect the labor force available or increase labor costs, including high employment levels ~~,~~ **and** related competition ~~, and federal unemployment subsidies, such as unemployment benefits offered in response to the COVID- 19 pandemic. These concerns have decreased the pool of available qualified talent for certain functions~~ . In addition, as of December 31, ~~2022~~ **2023** , approximately ~~23~~ **29** % of our **core** workforce ~~, including international~~ locations **(excluding employees related to the European businesses)** , ~~was~~ **were** unionized. Our Marshalltown, Iowa- based union ratified a five- year labor agreement on November 1, 2021; however, the results of future negotiations with unions are uncertain. If we are unsuccessful in meeting these challenges, our **operations** results ~~of operations~~ could be materially impacted ~~. Volatility in Capital Markets Could Necessitate Increased Cash Contributions by Us to Our Pension Plans to Maintain Required Levels of Funding. Volatility in the capital markets may have a significant impact on the funding status of our defined benefit pension plans. If the performance of the capital markets depresses the value of our defined benefit pension plan assets or increases the liabilities, we would be required to make additional contributions to the pension plans. The amount of contributions we may be required to make to our pension plans in the future is uncertain and could be significant, which may have a material adverse effect on our results of operations~~ . Industry Risks Our Financial Performance Is Affected by the Conditions and Performance of the U. S. Construction Industry. Our business is affected by the performance of the U. S. construction industry. Our sales in the residential and commercial new construction markets correlate to the number of new homes and buildings that are built, which in turn is influenced by cyclical factors such as interest rates, inflation, availability of financing, consumer spending habits and confidence, employment rates and other macroeconomic factors over which we have no control. Our sales may not improve, or improvement may be limited or lower than expected. Cooler than Normal Summers and Warmer than Normal Winters May Depress Our Sales. Demand for our products and ~~for our~~ services is seasonal and strongly affected by the weather. Cooler than normal summers depress our sales of replacement air conditioning and refrigeration products and services. Similarly, warmer than normal winters have the same effect on our heating products and services. The effects of climate change, such as extreme weather conditions and events and water scarcity, may exacerbate fluctuations in typical weather patterns, creating financial risks to our business. Price Volatility for Commodities and Components We Purchase or Significant Supply Interruptions Could Have an Adverse Effect on Our Cash Flow or Results of Operations. We depend on raw materials, such as steel, copper and aluminum, and components purchased from third parties to manufacture our products. Some of these third- party suppliers are located outside of the United States. We generally concentrate purchases for a given raw material or component with a small number of suppliers. If a supplier is unable or unwilling to meet our supply requirements, including suffering any disruptions at its facilities or in its supply chain, we could experience supply interruptions or cost increases, either of which could have an adverse effect on our results of operations. **For example, disruptions have occurred due to the COVID- 19 pandemic, supplier capacity constraints, labor shortages, port congestion, logistical problems and other issues. Some of these disruptions have resulted in supply chain constraints affecting our business including our ability to timely produce and ship our products.** Similarly, suppliers of components that we purchase for use in our products may be affected by rising material costs and **inflation and** pass these increased costs on to us. Although we regularly pre- purchase a portion of our raw materials at fixed prices each year to hedge against price increases, an increase in raw materials prices not covered by our fixed price arrangements could significantly increase our cost of goods sold and negatively impact our margins if we are unable to effectively pass such price increases on to our customers. Alternatively, if we increase our prices in response to increases in the prices or quantities of raw materials or components or if we encounter significant supply interruptions, our competitive position could be adversely affected, which may result in depressed sales and profitability ~~. The ongoing COVID- 19 pandemic has resulted in increased global supply chain constraints and disruption to the operations of certain of our suppliers and we cannot predict the duration or severity of current supply- chain issues, including increased input material costs and component shortages, delivery disruptions and delays, and inflation~~ . Additionally, the effects of climate change, including extreme weather events, long- term changes in temperature levels, water availability, increased cost for decarbonizing process heating, supply costs impacted by increasing energy costs, or energy costs impacted by carbon prices or offsets may exacerbate supply chain constraints and disruption. Resulting supply chain constraints have required, and may continue to require, in certain instances, alternative delivery arrangements and increased costs and could have a material adverse effect on our business and operations. In addition, we use derivatives to hedge price risk associated with forecasted purchases of certain raw materials. Our hedged prices could result in paying higher or lower prices for commodities as compared to the market prices for those commodities when purchased. Legal, Tax and Regulatory Risks Changes in Environmental and Climate- Related Legislation, Government Regulations, or Policies Could Have an Adverse Effect on Our Results of Operations. The sales, gross margins, and profitability for each of our segments could be directly impacted by changes in legislation, government regulations, or policies (collectively, " LRPs ") relating to global climate change and other environmental initiatives and concerns. These LRPs, implemented under global, national, and sub- national climate objectives or policies, can include changes in environmental and energy efficiency standards and tend to target the global warming potential of refrigerants and hydrofluorocarbons, equipment energy efficiency, and combustion of fossil fuels as a heating source. Many of our products consume energy and use refrigerants and hydroflurocarbons. LRPs that seek to reduce greenhouse gas emissions may require us to make increased capital expenditures to develop or market new products to meet new LRPs. Further, our customers and the markets we serve may impose emissions or other environmental standards through LRPs or consumer preferences that may require additional time, capital investment, or technological advancement. Our inability or delay in developing or marketing products that match customer demand while also meeting applicable LRPs may negatively impact our results. There continues to be a lack of consistent climate legislation and regulations, which creates economic and regulatory uncertainty. Such regulatory uncertainty could adversely impact the demand for energy efficient buildings and could increase costs of compliance. Additionally, the extensive and ever- changing legislation and regulations could impose increased liability for remediation costs and civil or criminal penalties in cases of non- compliance. Because these laws are subject to frequent change, we are unable to predict the future costs resulting from environmental compliance. **Further, due to the increasing focus on climate change, we may face adverse reputational risks due to our products and manufacturing operations consuming energy or using refrigerants and hydroflurocarbons. If we are unable to satisfy the increasing environmental, social, and governance (“ ESG ”)- related expectations of certain stakeholders, we may suffer reputational harm, which may cause our stock price to decrease or cause certain investors and financial institutions not to purchase our securities or provide us with capital or credit on favorable terms, which may cause our cost of capital to increase. In addition, we may not be able to achieve our goals related to our ESG initiatives, which are and will continue to be impacted by many variables, such as a tight labor market, challenging economic environment, changes to our operations, and changes to our portfolio of businesses via acquisitions or divestitures. Moreover, we may determine that it is in our best interest, and in the best interest of our shareholders, to prioritize other business, social, governance, or sustainable investments over the achievement of our current ESG initiatives. A failure or perceived failure by us in this regard may damage our reputation and adversely affect our results of operations and financial position. Changes in Tax Legislation Could Adversely Impact our Future Profitability. We are subject to income taxes in the United States and many foreign jurisdictions. Tax laws and regulations are continuously evolving with corporate tax reform, base- erosion efforts, global minimum tax, and increased transparency continuing to be high priorities in many tax jurisdictions in which we operate. We continue to monitor new tax legislation or other developments since significant changes in tax legislation, or in the interpretation of existing legislation, could materially and adversely affect our financial condition and operating results. Certain countries in which we have operations have implemented, or are in the process of implementing, legislation or practices inspired by the base erosion and profit shifting project undertaken by the Organization for Economic Co-operation and Development (“ OECD ”). In December 2021, the OECD issued its guidance on the Global Anti- Base Erosion (“ GloBE ”) rules with the purpose of ensuring multinational companies pay a minimum level tax on the income generated in each of the jurisdictions where they operate (“ Pillar Two ”). In December 2022, the European Council attained a consensus on Pillar Two to implement a global minimum corporate tax rate of 15 %, and many European Union and G20 countries have specified their plan to adhere to the OECD guidelines starting in 2024. We are continuing to evaluate the potential impact on future periods of the Pillar Two framework, pending legislative adoption by individual countries, as such changes could result in an increase in our effective tax rate. Further, the increased scrutiny on international tax and continuous changes to countries’ tax legislation may also affect the policies and decisions of tax authorities with respect to certain income tax and transfer pricing positions taken by the Company in prior or future periods. Resulting changes in tax reserves due to challenges by tax authorities to our historic or future tax positions and transfer pricing policies could also significantly adversely impact our future effective tax rate. For more information, see Note 12 in the Notes to our Consolidated Financial Statements.** Changes in U. S. Trade Policy, Including the Imposition of Tariffs and the Resulting Consequences, Could Have an Adverse Effect on Our Results of Operations. The U. S. government has made changes in U. S. trade policy over the past several years. These changes include renegotiating and terminating certain existing bilateral or multi- lateral trade agreements, such as the U. S.- Mexico- Canada Agreement, and initiating tariffs on certain foreign goods from a variety of countries and regions, most notably China. These changes in U. S. trade policy have resulted in, and may continue to result in, one or more foreign governments adopting responsive trade policies that make it more difficult or costly for us to do business in or import our products or components from those countries. The sales, gross margins, and profitability for each of our segments could be directly impacted by changes in tariffs and trade agreements. We cannot predict the extent to which the U. S. or other countries will impose new or additional quotas, duties, tariffs, taxes or other similar restrictions upon the import or export of our products in the future, nor can we predict future trade policy or the terms of any renegotiated trade agreements and their impact on our business. The continuing adoption or expansion of trade restrictions, the occurrence of a trade war, or other governmental action related to tariffs or trade agreements or policies has the potential to adversely impact demand for our products, our costs, our customers, our suppliers, and the U. S. economy, which in turn could have a material adverse effect on our business, operating results, and financial condition. We May Incur Substantial Costs as a Result of Claims Which Could Have an Adverse Effect on Our Results of Operations. The development, manufacture, sale and use of our products involve warranty, intellectual property infringement, and product liability claims, and other liabilities and risks for the installation and service of our products. Our product liability insurance policies have limits that, if exceeded, may result in substantial costs that could have an adverse effect on our results of operations. In addition, warranty claims are not covered by our product liability insurance and certain product liability claims may also not be covered by our product liability insurance **. Our product warranty liability was $ 142. 8 million as of December 31, 2023** . For some of our HVACR products, we provide warranty terms ranging from one to 20 years to customers for certain components such as compressors or heat exchangers. For certain limited products, we provided lifetime warranties. Warranties of such extended lengths pose a risk to us as actual future costs may exceed our current estimates of those costs. Warranty expense is recorded on the date that revenue is recognized and requires significant assumptions about what costs will be incurred in the future. We may be required to record material adjustments to accruals and expense in the future if actual costs for these warranties are different from our assumptions. We are Subject to Claims, Lawsuits, and Other Litigation That Could Have an Adverse Effect on Our Results of Operations. We are involved in various claims and lawsuits incidental to our business, including those involving product liability, labor relations, alleged exposure to asbestos- containing materials and environmental matters, some of which claim significant damages. Estimates related to our claims and lawsuits, including estimates for asbestos- related claims and related insurance recoveries, involve numerous uncertainties. Given the inherent uncertainty of litigation and estimates, we cannot be certain that existing claims or litigation or any future adverse legal developments will not have a material adverse impact on our financial condition. General Risk Factors Global General Business, Economic and Market Conditions Could Adversely Affect Our Financial Performance and Limit Our Access to the Capital Markets. **The Company' s business may be materially and adversely impacted by changes in U. S. or global economic conditions, including recessions, economic downturns, inflation, deflation, interest rates, consumer spending rates, energy availability and commodity prices, and the effects of governmental initiatives to manage economic conditions.** Disruptions in U. S. or global financial and credit markets or increases in the costs of capital ~~might~~ **may also** have an adverse impact on our business. The tightening, unavailability or increased cost of credit adversely affects the ability of our customers to obtain financing for significant purchases and operations, resulting in a decrease in sales of our products and services and may impact the ability of our customers to make payments to us. Similarly, tightening of available credit may adversely affect our supplier base and increase the potential for one or more of our suppliers to experience financial distress or bankruptcy. Our business may also be adversely affected by future decreases in the general level of economic activity and increases in borrowing costs, which may cause our customers to cancel, decrease or delay their purchases of our products and services. If financial markets were to deteriorate, or costs of capital were to increase significantly due to a lowering of our credit ratings, prevailing industry conditions, the volatility of the capital markets or other factors, we may be unable to obtain new financing on acceptable terms, or at all. A deterioration in our financial performance could also limit our future ability to access amounts currently available under our Credit Agreement ~~. In addition, availability under our~~ - **or to issue notes pursuant to** ~~asset securitization agreement may be adversely impacted by credit quality and performance of our customer accounts receivable. The availability under our asset securitization agreement is based on the amount of accounts receivable that meet the eligibility criteria of the asset securitization agreement. If receivable losses increase or~~ **our** ~~credit quality deteriorates~~ **Commercial Paper Program** , **as more fully described below** ~~the amount of eligible receivables could decline and, in turn, lower the availability under the asset securitization~~ . We cannot predict the likelihood, duration, or severity of any future disruption in financial markets or any adverse economic conditions in the U. S. and other countries. ~~The~~ **Extraordinary Events Beyond our Control, Including Conflicts, Wars, Natural Disasters, Public Health Crises, or Terrorist Acts, Could Negatively Impact our Business, Which May Affect our Financial Condition, Results of Operations or Cash Flows. Conflicts, wars, natural disasters (the nature and severity of which may be impacted by climate change), public health crises (e. g.,** COVID- 19 **)** ~~Pandemic Has Disrupted Our Business Operations and Results of Operations. Since 2020~~ , ~~the spread of COVID- 19 and the developments surrounding the global pandemic have disrupted our~~ - **or** ~~business~~ **terrorist acts may cause significant damage or disruption to our** operations ~~and affected our results of operations. In 2022~~ , ~~the COVID- 19 pandemic continued to create~~ **employees, facilities, systems, suppliers,** supply chain **,** ~~disruptions and higher employee absenteeism in our factories and distribution~~ - **distributors , resellers,** ~~locations. We cannot predict whether any of our~~ - **or** ~~manufacturing, operational,~~ **customers in the United States and internationally** ~~or~~ **for extended periods of time and** ~~distribution facilities will experience any future disruptions, or how long such disruptions would~~ **could also affect demand for** ~~last. There remains uncertainty regarding how COVID- 19 will impact the economy and~~ our **products** ~~results in the future~~ . The extent to which **any extraordinary event** ~~the COVID- 19 pandemic~~ impacts us ~~will depend~~ **depends** on numerous ~~evolving~~ factors and future developments that we are not able to predict, including the duration and scope of the ~~pandemic~~ **event** ; governmental, business, and individuals' actions in response to the ~~pandemic~~ **event** ; our ability to maintain sufficient qualified personnel ~~due to employee illness, quarantine, willingness to return to work, vaccine and / or testing mandates, face- coverings and other safety requirements, general scarcity of employees, or travel and other restrictions~~ ; ~~current~~ global supply chain disruptions caused by the **event** ~~COVID- 19 pandemic~~ ; and the impact on economic activity, including financial market instability. Our International Operations Subject Us to Risks Including Foreign Currency Fluctuations, Regulations and Other Risks. We earn revenue, pay expenses, own assets, and incur liabilities in countries using currencies other than the U. S. dollar including the Canadian dollar, the Mexican peso, and the Euro. Our Consolidated Financial Statements are presented in U. S. dollars and we translate revenue, income, expenses, assets, and liabilities into U. S. dollars at exchange rates in effect during or at the end of each reporting period. Therefore, increases or decreases in the value of the U. S. dollar relative to other currencies may affect our net operating revenues, operating income and the value of balance sheet items denominated in foreign currencies. Because of the geographic diversity of our operations, weaknesses in some currencies might be offset by strengths in others over time. However, we cannot assure that fluctuations in foreign currency exchange rates, particularly the strengthening of the U. S. dollar against major currencies, would not materially affect our financial results. In addition to the currency exchange risks inherent in operating in foreign countries, our international sales, and operations, including purchases of raw materials from international suppliers, are subject to risks associated with local government laws, regulations, and policies (including those related to tariffs and trade barriers, investments, taxation, exchange controls, employment regulations and changes in laws and regulations). Our international sales and operations are also sensitive to changes in foreign national priorities, including government budgets, as well as to geopolitical and economic instability. International transactions may involve increased financial and legal risks due to differing legal systems and customs in foreign countries, as well as compliance with anti- corruption laws such as the U. S. Foreign Corrupt Practices Act and the U. K. Bribery Act. The ability to manage these risks could be difficult and may limit our operations and make the manufacture and sale of our products internationally more difficult, which could negatively affect our business and results of operations. ~~Conflicts, wars, natural disasters, climate change, infectious disease outbreaks or terrorist acts could also cause significant damage or disruption to our operations, employees, facilities, systems, suppliers, supply chain, distributors, resellers, or customers in the United States and internationally for extended periods of time and could also affect demand for our products.~~ Net sales outside of the United States comprised approximately 11 % of our total net sales in ~~2022~~ **2023** . ~~Security Breaches~~ **In the fourth quarter of 2023, we successfully completed the divestiture of our European operations. Cyber Attacks** and Other Disruptions or Misuse of Information Systems We Rely Upon Could Affect Our Ability to Conduct Our Business Effectively. Our information systems and those of our business partners are important to our business activities. We also outsource various information systems, including data management, to third- party service providers. Despite our security measures as well as those of our business partners and third- party service providers, the information systems we rely upon may be vulnerable to interruption or damage from ~~computer hackings~~ **cyber attacks** , computer viruses, worms or other destructive or disruptive software, process breakdowns, denial of service attacks, malicious social engineering or other malicious activities, or any combination thereof. Attempts have been made to attack our information systems, but we do not believe that material harm has resulted. While we have implemented controls and taken other preventative actions to strengthen these systems against future attacks, we can give no assurance that these controls and preventative actions will be effective. Any breach of data security could result in a disruption of our services or improper disclosure of personal data or confidential information, which could harm our reputation, require us to expend resources to remedy such a security breach or defend against further attacks or subject us to liability under laws that protect personal data, resulting in increased operating costs or loss of revenue. We May Not be Able to Successfully Integrate and Operate Businesses that We May Acquire nor Realize the Anticipated Benefits of Strategic Relationships We May Form. From time to time, we may seek to complement or expand our businesses through strategic acquisitions, joint ventures, and strategic relationships. The success of these transactions will depend, in part, on our ability to timely identify those relationships, negotiate and close the transactions and then integrate, manage, and operate those businesses profitably. If we are unable to successfully do those things, we may not realize the anticipated benefits associated with such transactions, which could adversely affect our business and results of operations. Any Future Determination that a Significant Impairment of the Value of Our Goodwill Intangible Asset Occurred Could Have an Adverse Effect on Our Results of Operations. As of December 31, ~~2022~~ **2023** , we had goodwill of $ ~~186~~ **222** . ~~3~~ **1** million on our Consolidated Balance Sheet. Any future determination that an impairment of the value of goodwill occurred would require a write- down of the impaired portion of goodwill to fair value and would reduce our assets and stockholders’ equity and could have a material adverse effect on our results of operations.