UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D. C. 20549

Form 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarter ended June 30, 2000

Commission file number 0-20165

STERIS Corporation (Exact name of registrant as specified in its charter)

Ohio (State or other jurisdiction of incorporation or organization) 34-1482024 (IRS Employer Identification No.)

5960 Heisley Road, Mentor, Ohio 44060-1834 (Address of principal executive offices) 440-354-2600 (Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [X] No [].

The number of Common Shares outstanding as of July 31, 2000: 67,459,548

STERIS Corporation

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STERIS CORPORATION CONSOLIDATED BALANCE SHEETS (Dollars in thousands)

	June 30, 2000	March 31, 2000
	(Unaudited)	
Assets		
Current assets: Cash and cash equivalents Accounts receivable (net of allowances of \$5,646 and \$6,047, respectively) Inventories Current portion of deferred income taxes Prepaid expenses and other assets	\$ 25,853 195,684 93,678 21,950 15,989	\$ 35,476 209,448 104,624 23,923 15,648
Total current assets	353, 154	389,119
Property, plant, and equipment Accumulated depreciation	458,712 (147,687)	443,608 (138,603)
Net property, plant, and equipment Intangibles Accumulated amortization	311,025 282,828 (80,098)	305,005 282,639 (78,300)
Net intangibles Other assets	202,730 5,348	204,339 5,111
Total assets	\$ 872,257 ======	\$ 903,574 =======
Liabilities and shareholders' equity		
Current liabilities: Current portion of long-term indebtedness Accounts payable Accrued expenses and other	\$ 1,816 32,625 102,614	\$ 1,816 51,374 102,712
Total current liabilities Long-term indebtedness Deferred income taxes Other long-term liabilities	137,055 255,700 8,880 49,067	155,902 268,700 8,880 48,998
Total liabilities		482,480
Shareholders' equity: Serial preferred shares, without par value, 3,000,000 shares authorized; no shares outstanding Common Shares, without par value; 300,000,000 shares authorized;	450, 702	·
68,285,740 and 68,567,146 shares issued and outstanding, respectively Retained earnings Cumulative translation adjustment	197,829 231,176 (7,450)	198,253 230,348 (7,507)
Total shareholders' equity	421,555	421,094
Total liabilities and shareholders' equity	\$ 872,257 ======	\$ 903,574

See notes to consolidated financial statements.

	3 Months Ended June 30	
	2000	1999
Net revenues Cost of goods and services sold		\$176,813 94,801
Gross profit		82,012
Costs and expenses: General and administrative expenses Research and development	5,821	57,651 6,208
	72,603	63,859
Income from operations Interest expense, net	5,606 (4,271)	18,153 (3,097)
Income before income taxes Income tax expense		15,056 5,721
Net income		\$ 9,335
Net income per share - basic	\$0.01	\$0.14
Net income per share - diluted	\$0.01 ======	\$0.14

See notes to consolidated financial statements.

STERIS CORPORATION CONSOLIDATED STATEMENTS OF CASH FLOWS (Dollars in thousands) (Unaudited)

______ 3 Months Ended June 30 2000 1999 Operating activities Net income 828 \$ 9,335 Adjustments to reconcile net income to net cash (used in) provided by operating activities: Depreciation and amortization 11,012 9,878 Deferred income taxes 1,973 0 Other items (614)Changes in operating assets and liabilities: Accounts receivable 13,764 18,987 Inventories 10,946 (22, 152)Other assets (340) 2,354 Accounts payable and accruals (18,848) (22,738) Net cash (used in) provided by operating activities 19,503 (4,950) Investing activities Purchases of property, plant, equipment, and patents (15,803) (14,290) Proceeds from sales of assets 44 0 Net cash used in investing activities (15,759) (14,290) Financing activities Payments on long-term obligations
Borrowing (payments) under credit facility (25) (13,000) 35,000 Purchase of treasury shares (28,712) 0 7,359 Stock option and other equity transactions (424) Net cash (used in) provided by financing activities Effect of exchange rate changes on cash and cash (13,424) 13,622 (422) 57 equivalents (Decrease) in cash and cash equivalents (9,623) (6,040) Cash and cash equivalents at beginning of period 23,680 35,476 -----\$ 25,853 \$ 17,640 Cash and cash equivalents at end of period

See notes to consolidated financial statements.

STERIS CORPORATION NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) For the 3 Months Ended June 30, 2000 and 1999

Significant Accounting and Reporting Policies

1. Reporting Entity

STERIS Corporation (the "Company" or "STERIS") develops, manufactures, and markets infection prevention, contamination prevention, microbial reduction, and therapy support systems, products, services, and technologies for health care, scientific, research, food, and industrial Customers throughout the world. The Company has over 4,500 employees worldwide, including more than 2,200 direct sales, service, field, and Customer Support personnel. Customer Support facilities are located in major global market centers with production and manufacturing operations in the United States, Australia, Canada, Germany, Finland, and Sweden. STERIS operates in a single business segment.

2. Basis of Presentation

The Company's unaudited consolidated financial statements for the 3 months ended June 30, 2000 and June 30, 1999 included in this Quarterly Report on Form 10-Q, have been prepared in accordance with the accounting policies described in the Notes to Consolidated Financial Statements for the fiscal year ended March 31, 2000 which were included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on June 22, 2000, and in management's opinion contain all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of the financial position, results of operations, and cash flows for the interim periods presented. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted in accordance with the rules and regulations of the Securities and Exchange Commission. These financial statements should be read in conjunction with the financial statements and the notes thereto included in the Form 10-K referred to above. The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. Intercompany accounts and transactions have been eliminated upon consolidation. Certain reclassifications have been made to prior year amounts to conform to the current presentation.

3. Earnings per Share

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Following is a summary of Common Shares and Common Share equivalents outstanding used in the calculations of earnings per share (in thousands):

Three Months Ended

	• • • • • • • • • • • • • • • • • • • •	
	2000	1999
leighted average Common Shares outstanding - basic	67,517	67,501
rilutive effect of stock options	769	1,555
deighted average Common Shares and equivalents - diluted	68,286 ======	69,056 =====

STERIS CORPORATION NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) For the 3 Months Ended June 30, 2000 and 1999

4. Comprehensive Income

Comprehensive income amounted to \$885,000 and \$8,913,000, net of tax, for the quarters ended June 30, 2000 and 1999, respectively. The difference between net income and comprehensive income for the periods resulted from the change in the cumulative translation adjustment.

5. Inventories

Inventories are stated at cost, which does not exceed market. The Company uses the last-in, first-out (LIFO) and first-in, first-out (FIFO) cost methods. Inventory costs include material, labor, and overhead. Inventories were as follows (in thousands):

	June 30,	March 31,
	2000	2000
Raw material	\$27,603	\$ 29,346
Work in process	26,908	24,743
Finished goods	39,167	50,535
Total Inventories	\$93,678 =======	\$104,624 =======

6. Financing

On June 19, 2000, the Company entered into a \$325,000,000 Revolving Credit Facility (the "Facility") which replaced the prior credit facility. The Facility matures on June 29, 2003 and provides financial covenants and borrowing alternatives which are more appropriate for the Company's strategic objectives. The Facility may be used to refinance existing indebtedness, as well as for general corporate purposes. The Facility bears interest at LIBOR plus 1.25 to 2.25 percent or KeyBank National Association's prime rate. The Facility contains customary covenants which include maintenance of certain financial ratios such as a fixed charge covenant and consolidated leverage ratios. The Facility also places restrictions on the Company's ability to pay dividends.

7. Contingencies

In December 1999, STERIS received a warning letter from the United States Food and Drug Administration ("FDA") in connection with the FDA's inspection of STERIS's manufacturing facility in Mentor, Ohio. Since the inspection and receipt of the warning letter, STERIS has been working diligently to resolve the FDA's concerns. STERIS submitted a timely formal response to the warning letter and has continued to communicate with the FDA both in writing and orally with respect to this matter. The Company will continue to cooperate with the FDA to reach a final resolution of all concerns. Although no assurance can be given regarding further actions by the FDA or the timing of any such final resolution, management believes this matter will not have a material adverse effect on STERIS's financial condition, results of operations, or cash flow.

There are various pending lawsuits and claims arising out of the conduct of STERIS's business. In the opinion of management, the ultimate outcome of these lawsuits and claims will not have a material adverse effect on STERIS's consolidated financial position or results of operations. STERIS presently maintains

STERIS CORPORATION NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) For the 3 Months Ended June 30, 2000 and 1999

product liability insurance coverage in amounts and with deductibles that it believes are prudent.

8. Revenues

In December 1999, the SEC issued Staff Accounting Bulletin ("SAB") No. 101 "Revenue Recognition", which explains how the SEC staff believes existing revenue recognition rules should be applied. It is anticipated that the SEC will issue SAB No. 101 interpretive guidance by the end of the third calendar quarter of 2000. The Company is currently studying the provisions of SAB No. 101 and plans to utilize this interpretive guidance to determine if any change is required to ensure compliance with this SAB.

9. Non-recurring Transactions

During the fourth quarter of fiscal 2000 the Company recorded a special charge of \$39,722,000. This charge related to plans for manufacturing consolidations, productivity improvements in both manufacturing and support functions, restructuring of the remanufactured equipment business, and associated workforce reductions in the manufacturing and support functions (approximately 200 employees). At June 30, 2000, these plans have been or are in the process of being implemented with a remaining accrued balance of approximately \$20,637,000.

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INDEPENDENT ACCOUNTANTS! REVIEW REPORT

Board of Directors and Shareholders STERIS Corporation

We have reviewed the accompanying consolidated balance sheet of STERIS Corporation and subsidiaries as of June 30, 2000, and the related consolidated statements of income and cash flows for the three months ended June 30, 2000 and 1999. These financial statements are the responsibility of the Company's management.

We conducted our review in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures to financial data, and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with auditing standards generally accepted in the United States, which will be performed for the full year with the objective of expressing an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based upon our reviews, we are not aware of any material modifications that should be made to the accompanying consolidated financial statements referred to above for them to be in conformity with accounting principles generally accepted in the United States.

We have previously audited, in accordance with auditing standards generally accepted in the United States, the consolidated balance sheet of STERIS Corporation and subsidiaries as of March 31, 2000 and the related consolidated statements of income, shareholders' equity and cash flows for the year then ended, not presented herein, and in our report dated April 20, 2000, except for Note E, as to which the date is June 19, 2000, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated balance sheet as of March 31, 2000, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ Ernst & Young LLP

Cleveland, Ohio July 17, 2000

OF OPERATIONS

Results of Operations

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Net revenue for the 3 months ended June 30, 2000 increased 4% to \$183,813,000 from \$176,813,000 for the comparable period last year. The increase in net revenues was attributable to an 11.5% growth in overall revenues from consumables and service, offset by a decline in capital revenues of 6.5%. The Scientific and Industrial Group net revenues increased 17.7% to \$53,740,000 for the 3 months ended June 30, 2000 as compared to \$45,658,000 for the 3 months ended June 30, 1999. Health Care Group net revenues decreased 0.8% to \$130,073,000 from \$131,155,000 in the prior year first quarter.

The costs of products and services sold increased to \$105,604,000 in the first quarter fiscal 2001 from \$94,801,000 in the first quarter fiscal 2000. The cost of products and services sold as a percentage of net revenue was 57.5% for the 3 months ended June 30, 2000 compared to 53.6% for the comparable period last year. The increase in the cost of products and services sold as a percentage of net revenue in the first quarter fiscal 2001 was primarily due to the Company's initiative to improve the efficiency and productivity of its manufacturing operations. As part of this efficiency improvement program, first quarter inventories were reduced by \$10,946,000 as compared to year-end March 31, 2000. This inventory decline led to higher plant overhead expense recognition of \$4,070,000 for the 3 months ended June 30, 2000.

General and administrative expenses were \$66,782,000 or 36.3% of net revenue for the 3 months ended June 30, 2000 compared to \$57,651,000 or 32.6% for the 3 months ended June 30, 1999. This increase reflects the Company's efforts to implement programs which are targeted at improving the sales and operating planning process as well as improving the efficiency and productivity of its major manufacturing operations.

Research and development expenses decreased by 6.2% to \$5,821,000 in the first quarter fiscal 2001 from \$6,208,000 in the first quarter fiscal 2000.

Interest expense, net increased by 37.9% to \$4,271,000 in the first quarter fiscal 2001 from \$3,097,000 in the first quarter fiscal 2000. The increase was due to higher average outstanding borrowings under the Facility as well as the effects of higher interest rates.

Net income, as a result of the foregoing factors, was \$828,000 for the 3 months ended June 30, 2000, as compared to \$9,335,000 for the comparable prior year period.

Liquidity and Capital Resources

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The Company's operating activities generated \$19,503,000 of cash during the 3 months ended June 30, 2000, which was an increase of \$24,453,000 over the comparable period last year. Decreases in accounts receivable and inventory were the primary source of the year-over-year increase. Accounts receivable decreased \$13,764,000 or 6.6% and inventory decreased \$10,946,000 or 10.5% since the year ended March 31, 2000. The decrease in inventory was due to the enhancement of the sales and operating planning process, coupled with the Company's manufacturing initiatives described above. Major uses of working capital included accounts payable and accrued expenses, which decreased \$18,848,000 or 12.1%.

Net cash used for investing activities was \$15,759,000 for the 3 months ended June 30, 2000 versus \$14,290,000 in the comparable prior year period. The increase was due primarily to the investment in the Company's new Isomedix facility located in Ontario, California.

Net cash used for financing activities was \$13,424,000 for the 3 months ended June 30, 2000. Current year financing activities primarily represent the repayment of \$13,000,000 to reduce the outstanding

balance of the Facility. Net cash provided by financing in the comparable prior year period primarily represented borrowings under the Company's prior credit facility and the payment of \$28,712,000 for the purchase of treasury shares.

On June 19, 2000, the Company entered into a \$325,000,000 Facility which replaced the prior credit facility. The Facility matures on June 29, 2003 and provides financial covenants and borrowing alternatives which are more appropriate for the Company's strategic objectives. The Facility may be used to refinance existing indebtedness, as well as for general corporate purposes. The Facility bears interest at LIBOR plus 1.25 to 2.25 percent or KeyBank National Association's prime rate. The Facility contains customary covenants which include maintenance of certain financial ratios such as a fixed charge covenant and consolidated leverage ratios. The Facility also places restrictions on the Company's ability to pay dividends. As of June 30, 2000, the Company had outstanding borrowings of \$250,000,000 under its Facility at an average weighted interest rate of 6.7%.

The Company has no material commitments for capital expenditures. The Company believes that its cash requirements will increase due to increased sales requiring more working capital, accelerated research and development, and potential acquisitions or investments in complementary businesses. However, the Company believes that its available cash, cash flow from operations, and sources of credit will be adequate to satisfy its capital needs for the foreseeable future.

Contingencies

For a discussion of contingencies, see Note 7 to the consolidated financial statements

Seasonality

Historical data indicates that financial results were subject to recurring seasonal fluctuations. A number of factors have contributed to the seasonal patterns, including sales promotion and compensation programs, Customer buying patterns of capital equipment, and international business practices. Sales and profitability of certain of the acquired and consolidated product lines have historically been disproportionately weighted toward the latter part of each quarter and generally weighted toward the latter part of each fiscal year. Various changes in business practices resulting from the integration of acquired businesses into STERIS may alter the historical patterns of the previously independent businesses.

Euro

On January 1, 1999, eleven of the fifteen member countries of the European Monetary Union (EMU) began a three-year transition phase during which a common currency called the Euro was adopted. The Euro trades on currency exchanges and is available for non-cash transactions. During the transition period, parties may pay for goods and services using either the Euro or the participating country's legacy currency on a "no compulsion, no prohibition" basis. The conversion rates between the existing legacy currencies and the Euro were fixed on January 1, 1999. The legacy currencies will remain legal tender for cash transactions between January 1, 1999, and January 1, 2002, at which time all legacy currencies will be withdrawn from circulation and the new Euro denominated bills and coins will be used for cash transactions.

The Company has several operations within the eleven participating countries that are utilizing the Euro. Additionally, the Company's operations in other countries will be conducting business transactions with Customers and suppliers that will be denominated in the Euro. Euro denominated bank accounts have been established to accommodate Euro transactions.

The Company has established and implemented certain plans to review strategic and tactical areas arising from the Euro conversion. Initial efforts were focused on aspects of the Euro conversion that required adjustment or compliance by January 1, 1999, and for conducting Euro-denominated business. These aspects included transacting business in the Euro, the competitive impact on product pricing, and adjustments to billing systems to handle parallel currencies. The Company has determined that these

systems have the capability to handle Euro transactions and is currently in a position to transact business in Euros. Continuing analysis and development efforts will help ensure that the implementation of the Euro meets the timetable and regulations established by the EMU. Based on current estimates, the Company does not expect the costs incurred to address the Euro will have a material impact on its financial condition or results of operations.

Cautionary Statements Regarding Forward-Looking Statements

This discussion contains statements concerning certain trends and other forwardlooking information affecting or relating to the Company and its industry that are intended to qualify for the protections afforded "forward-looking statements" under the Private Securities Litigation Reform Act of 1995 Forward-looking statements may be identified by the use of forward-looking terms such as "may," "will," "expects," "believes," "anticipates," "plans," "estimates," "projects," "targets," "forecasts," or "seeks" or the negative of such terms or other variations on such terms or comparable terminology. There are many important factors that could cause actual results to differ materially from those in the forward-looking statements. Many of these important factors are outside STERIS's control. Changes in market conditions, including competitive factors and changes in government regulations, could cause actual results to differ materially from the Company's expectations. No assurance can be provided as to any future financial results. Other potentially negative factors that could cause actual results to differ materially from those in the forward-looking statements include (a) the possibility that the continuing integration of acquired businesses will take longer than anticipated, (b) the potential for increased pressure on pricing that leads to erosion of profit margins, (c) the possibility that market demand will not develop for new technologies, products, and applications, (d) the possibility that compliance with the regulations and certification requirements of domestic and foreign authorities may delay or prevent new product introductions or affect the production and marketing of existing products, (e) the potential effects of fluctuations in foreign currencies where the Company does a sizable amount of business, (f) the possibility that the Company's activities related to changes in its sales force will take longer or incur greater expense than anticipated, and (g) the possibility of reduced demand, or reductions in the rate of growth in demand, for the Company's products.

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A discussion of market risk exposures is included in Part II, Item 7a, "Quantitative and Qualitative Disclosure about Market Risk," of the Company's 2000 Annual Report and Form 10-K. There were no material changes during the three months ended June 30, 2000.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

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Reference is made to Part I, Item 1., Note 7 of this Report on Form 10-Q, which is incorporated herein by reference.

Item 4. Submission of Matters to a Vote of Security Holders

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The Company held its Annual Meeting of Shareholders on July 21, 2000, at the Radisson Hotel & Conference Center, 35000 Curtis Boulevard, Eastlake, Ohio. At the Annual Meeting, shareholders re-elected two Class II directors and elected one new Class II director to serve for terms expiring at the Annual Meeting of Shareholders in 2002. Results of the voting for the re-elected directors were: Jerry E. Robertson 56,465,377 votes for, 3,769,292 withheld, Loyal W. Wilson 56,475,562 votes for, 3,759,107 withheld. Results of the voting for the newly elected director were: Kevin M. McMullen 57,792,953 votes for, 2,441,716 withheld.

Item 6. Exhibits and Reports on Form 8-K

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(a) Exhibits

Exhibit Number Exhibit Description

15.1 Letter RE: Unaudited Interim Financial Information

27.1 Financial Data Schedule

(b) Reports on Form 8-K: None

SIGNATURE

Pursuant 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.

STERIS Corporation

(Registrant)

/s/ Laurie Brlas

Laurie Brlas Senior Vice President and Chief Financial Officer August 11, 2000

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EXHIBIT 15.1 LETTER RE: UNAUDITED INTERIM FINANCIAL INFORMATION

Board of Directors and Shareholders STERIS Corporation

We are aware of the incorporation by reference in the following Registration Statements and related Prospectuses of our report dated July 17, 2000, relating to the unaudited consolidated interim financial statements of STERIS Corporation and Subsidiaries that are included in its Form 10-Q for the quarter ended June 30, 2000:

Registration Number	Description	Filing Date
333-40082	Form S-8 Registration StatementNonqualified Stock Option Agreement between STERIS Corporation and Laurie Brlas and the Nonqualified Stock Option Agreement between STERIS Corporation and David L. Crandall	June 26, 2000
333-40058	Form S-8 Registration StatementNonqualified Stock Option Agreement between STERIS Corporation and Les C. Vinney	June 23, 2000
333-65155	Form S-8 Registration Statement STERIS Corporation Long Term Incentive Stock Plan	October 1, 1998
333-55839	Form S-8 Registration Statement Nonqualified Stock Option Agreement between STERIS Corporation and John Masefield and the Nonqualified Stock Option Agreement between STERIS Corporation and Thomas J. DeAngelo	June 2, 1998
333-32005	Form S-8 Registration Statement STERIS Corporation 1997 Stock Option Plan	July 24, 1997
333-06529	Form S-3 Registration Statement STERIS Corporation	June 21, 1996
333-01610	Post-effective Amendment to Form S-4 on Form S-8 STERIS Corporation	May 16, 1996
33-91444	Form S-8 Registration Statement STERIS Corporation 1994 Equity Compensation Plan	April 24, 1995
33-91442	Form S-8 Registration Statement STERIS Corporation 1994 Nonemployee Directors Equity Compensation Plan	April 24, 1995
33-55976	Form S-8 Registration Statement STERIS Corporation 401(k)Plan	December 21, 1992
33-55258	Form S-8 Registration Statement STERIS Corporation Amended and Restated Non-Qualified Stock Option Plan	December 4, 1992

/s/ Ernst & Young LLP

Cleveland, Ohio August 10, 2000

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MAR-31-2001
APR-01-2000
JUN-30-2000
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93,678
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