

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

March 22, 2024

Scott L. D'Angelo CTS Corporation

Re: CTS Corporation (the "Company")

Incoming letter dated January 4, 2024

Dear Scott L. D'Angelo:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by Kenneth Steiner for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

There appears to be some basis for your view that the Company may exclude the Proposal under Rule 14a-8(e)(2) because the Company received it after the deadline for submitting proposals. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on Rule 14a-8(e)(2).

Copies of all of the correspondence on which this response is based will be made available on our website at https://www.sec.gov/corpfin/2023-2024-shareholder-proposals-no-action.

Sincerely,

Rule 14a-8 Review Team

cc: John Chevedden



CTS Corporation 4925 Indiana Avenue Lisle, IL 60532 USA

T: +1 (630) 577-8831 Scott.dangelo@ctscorp.com

January 4, 2024

VIA ELECTRONIC SUBMISSION

Office of Chief Counsel Division of Corporation Finance U.S. Securities and Exchange Commission 100 F Street, NE Washington, DC 20549

Re: CTS Corporation

Shareholder Proposal on Behalf of Kenneth Steiner Securities Exchange Act of 1934 - Rule 14a-8

Ladies and Gentlemen:

This letter is submitted pursuant to Rule 14a-8(g) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). CTS Corporation, an Indiana corporation (the "Company"), has received a shareholder proposal and supporting statement (the "Proposal") from Mr. John Chevedden on behalf of Mr. Kenneth Steiner (the "Proponent") for inclusion in the proxy materials for the Company's 2024 annual meeting of shareholders (the "2024 Proxy Materials"), which is to be held on May 9, 2024.

The Company hereby advises the staff of the Division of Corporation Finance (the "Staff") that it intends to exclude the Proposal from its 2024 Proxy Materials. The Company respectfully requests confirmation that the Staff will not recommend enforcement action to the Securities and Exchange Commission (the "Commission") if the Company excludes the Proposal pursuant to Rule 14a-8(e) because it was received at the Company's principal executive offices on December 8, 2023, which is six days after the Company's December 2, 2023 deadline for submitting shareholder proposals.

Pursuant to Rule 14a-8(j) under the Exchange Act, we have:

- filed this letter with the Commission no later than 80 calendar days before the Company intends to file its definitive 2024 Proxy Materials with the Commission;
- concurrently sent a copy of this correspondence to the Proponent.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) ("SLB 14D") provide that shareholder proponents are required to send companies a copy of any correspondence that the

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proponents elect to submit to the Commission or the Staff. Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to this Proposal, a copy of that correspondence should be furnished concurrently to the Company pursuant to Rule 14a-8(k) and SLB 14D.

Copies of the Proposal and the Proponent's cover letter submitting the Proposal are attached hereto as <u>Exhibit A</u>. Additionally, the Company's request to the Proponent to withdraw the Proposal (the "*Request to Withdraw*") is attached to this letter as <u>Exhibit B</u>.

I. SUMMARY OF THE PROPOSAL

On December 8, 2023, the Company received from the Proponent the Proposal for inclusion in the Company's 2024 Proxy Materials. The Proposal requests that the Company's board of directors adopt a policy to seek shareholder approval of new or renewed pay packages for the Company's named executive officers that provide golden parachute payments with an estimated value exceeding 2.99 times the sum of the named executive officers' base salary plus target short-term bonus.

II. EXCLUSION OF PROPOSAL

A. Basis for Excluding the Proposal

As discussed in more detail below, we respectfully request that the Staff concur with the Company's view that it may properly omit the Proposal from its 2024 Proxy Materials for failure to comply with Rule 14a-8(e)(2) because the Company did not receive the Proposal from the Proponent before the deadline by which shareholder proposals were required to be submitted to the Company for inclusion in the 2024 Proxy Materials.

B. Background

Rule 14a-8(e)(2) provides that shareholder proposals submitted with respect to a company's regularly scheduled annual meeting must be received at a company's principal executive offices no less than 120 calendar days before the anniversary date of the company's proxy statement that was released to shareholders in connection with the previous year's annual meeting. On March 31, 2023, the Company filed with the Commission, and commenced distribution to its shareholders of, a proxy statement and form of proxy for its 2023 Annual Meeting of Shareholders (the "2023 Proxy Statement"). As required by Item 1(c) of Schedule 14A and Rule 14a-5(e) under the Exchange Act, the Company included in the 2023 Proxy Statement the deadline for receiving shareholder proposals submitted for inclusion in the Company's proxy statement and form of proxy for the Company's next annual meeting, calculated in the manner prescribed in Rule 14a-8(e). Specifically, the following disclosure appeared on page 64 of the 2023 Proxy Statement:

Q: When are shareholder proposals for the 2024 Annual Meeting of Shareholders due?

CTS' advance notice Bylaw provisions require that in order to be A: presented at the 2024 Annual Meeting of Shareholders, any shareholder proposal, including the nomination of a candidate for director, must be in writing and mailed to the corporate office to the attention of the Corporate Secretary for CTS, and must be received no earlier than December 28, 2023 and no later than February 11, 2024. Certain information is required to be included with shareholder proposals, which is described in CTS' Bylaws. Copies of the Bylaws may be obtained free of charge from CTS' Corporate Secretary, or the governance section of the Company's website at https://investors.ctscorp.com. To be included in our proxy materials relating to the 2024 Annual Meeting of Shareholders, shareholder proposals must be received by us on or before December 2, 2023 (or, if the date of the 2024 Annual Meeting of Shareholders is more than 30 days before or after the date of the 2023 Annual Meeting of Shareholders, a reasonable time before we begin to print and send our proxy materials).

A copy of page 64 of the 2023 Proxy Statement is attached to this letter as <u>Exhibit C</u>. As described below, the Company calculated the December 2, 2023 deadline in the manner prescribed in Rule 14a-8(e) and Staff Legal Bulletin No. 14 (July 13, 2001) ("*SLB 14*").

On December 8, 2023, six days after the Company's deadline for shareholder proposals, the Company received the Proposal by electronic transmission. *See Exhibit A*.

On December 12, 2023, the Company sent the Request to Withdraw via email to the Proponent notifying him that the Proposal was not received by the December 2, 2023 deadline and asking the Proponent to withdraw the Proposal. *See* Exhibit B. The Request to Withdraw was also delivered to the Proponent via FedEx. The FedEx tracking information shows that the Request to Withdraw was delivered to the Proponent on December 14, 2023, a copy of which is attached to this letter as Exhibit D.

The Company has not received any communication or further correspondence from the Proponent concerning the Proposal. For this reason, we are writing to request that the Staff concur that the Company may exclude the Proposal pursuant to Rule 14a-8(e)(2).

C. The Proposal May Be Omitted in Reliance on Rule 14a-8(e)(2) Because the Proponent did not Submit the Proposal Until After the Deadline for Submitting Shareholder Proposals to the Company for Inclusion in the 2024 Proxy Materials

Rule 14a-8(f)(1) permits exclusion of a shareholder proposal should the proponent fail to follow one of the eligibility or procedural requirements contained in Rule 14a-8. Generally, exclusion on this basis is permitted only after timely notification to the proponent of an

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applicable defect and a proponent's failure to timely and adequately correct the defect. However, a company need not provide the proponent such notice of deficiency if the deficiency cannot be remedied, such as if the proponent fails to submit a proposal by the company's properly determined deadline.

Rule 14a-8(e)(2) provides that shareholder proposals must be received at a company's principal executive offices no less than 120 calendar days before the anniversary date of the company's proxy statement that was released to shareholders in connection with the previous year's regularly scheduled annual meeting. Under Rule 14a-8(e)(2), a meeting is "regularly scheduled" if it has not changed by more than 30 days from the date of the annual meeting held in the prior year. The Company's 2023 Annual Meeting of Shareholders was held on May 11, 2023. The Company's 2024 Annual Meeting of Shareholders is anticipated to be held on May 9, 2024, which is within 30 days of the date of the 2023 Annual Meeting of Shareholders.

To calculate the deadline under Rule 14a-8(e)(2), a company should "[i] start with the release date disclosed in the previous year's proxy statement; [ii] increase the year by one; and [iii] count back 120 calendar days." *See* SLB 14, Section C.3.b. Consistent with this guidance, to calculate the deadline for receiving shareholder proposals submitted for the Company's 2024 Annual Meeting of Shareholders, the Company (i) started with the release date of its 2023 Proxy Statement (i.e., March 31, 2023), (ii) increased the year by one (i.e., March 31, 2024), and (iii) counted back 120 calendar days. As per SLB 14, Section C.3.b, "day one" for purposes of this calculation was March 30, 2024, resulting in a deadline for receiving shareholder proposals submitted for inclusion in the Company's 2024 Proxy Statement of December 2, 2023. As mentioned above, this December 2, 2023 submission deadline was also disclosed explicitly on page 64 of the 2023 Proxy Statement as required by Item 1(c) of Schedule 14A and Rule 14a-5(e) under the Exchange Act.

Rule 14a-8(f) permits a company to exclude a shareholder proposal that does not comply with the rule's procedural requirements, including if a proponent "fail[s] to submit a proposal by the company's properly determined deadline." As noted above and as shown in Exhibit A, the Company received the Proposal on December 8, 2023 by electronic transmission, and the document itself is dated December 8, 2023. The Proposal was received by the Company six days after December 2, 2023. The Proposal was not timely submitted before the Rule 14a-8(e)(2) deadline and, accordingly, Rule 14a-8(f) permits the Company to exclude the Proposal from its 2024 Proxy Materials.

The Staff has on numerous occasions strictly construed the Rule 14a-8(e)(2) deadline, permitting companies to exclude from proxy materials those shareholder proposals received at companies' principal executive offices after the submission deadline. *See, e.g., Etsy, Inc.* (avail. Apr. 19, 2022) (concurring with the exclusion of a proposal received one day after the submission deadline); *AT&T Inc.* (avail. Jan. 26, 2022) (concurring that Rule 14a-8(e)(2) provides a basis to exclude a proposal received six days after the submission deadline); *Walgreens Boots Alliance, Inc.* (avail. Oct. 12, 2021) (concurring that Rule 14a-8(e)(2) provides a basis to exclude a proposal received two days after the submission deadline); *Hewlett Packard*

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Enterprise Co. (avail. Jan. 15, 2021) (concurring that Rule 14a-8(e)(2) provides a basis to exclude a proposal received two days after the submission deadline); General Dynamics Corp. (avail. Jan. 8, 2021, recon. denied Mar. 17, 2021) (concurring with exclusion of a proposal received four days after the submission deadline); Verizon Communications, Inc. (avail. Jan. 4, 2018) (concurring with the exclusion of a proposal received one day after the submission deadline); Walmart Stores Inc. (avail. Feb. 13, 2017) (concurring with proposal received six days after the submission deadline); Applied Materials, Inc. (avail. Nov. 20, 2014) (concurring with the exclusion of a proposal received one day after the submission deadline); General Electric Co. (GE Stockholder's Alliance) (avail. Jan. 24, 2013) (concurring with the exclusion of a proposal received one day after the submission deadline); Tootsie Roll Industries, Inc. (avail Jan. 14, 2008) (concurring with the exclusion of a proposal received two days after the submission deadline). The Staff has further emphasized this point in SLB 14 by advising, "[t]o avoid exclusion on the basis of untimeliness, a shareholder should submit his or her proposal well in advance of the deadline." The Proponent failed to follow the Staff's guidance and the Company's instructions for timely submission of the Proposal.

III.CONCLUSION

Based on the foregoing analysis, the Company respectfully requests confirmation that the Staff will not recommend enforcement action to the Commission if the Proposal is excluded from the Company's 2024 Proxy Materials. Pursuant to the guidance provided in Section F of Staff Legal Bulletin No. 14F (Oct. 18, 2011), we ask that the Staff provide its response to this request to Scott L. D'Angelo, on behalf of the Company, via email at Scott.dangelo@ctscorp.com, and to the Proponent, via email at PII

If we can be of further assistance, please do not hesitate to contact me at Scott.dangelo@ctscorp.com.

Sincerely,

Scott L. D'Angelo

Vice President, Chief Legal Officer and

Corporate Secretary

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Attachments:

Exhibit A

Exhibit B

Exhibit C

Exhibit D

EXHIBIT A

From: John Chevedden

PII

Sent: Friday, December 8, 2023 11:43 PM

To: Scott D'Angelo <Scott.D'Angelo@ctscorp.com>; Ashish Agrawal <Ashish.Agrawal@ctscorp.com>

Subject: Rule 14a-8 Proposal (CTS)

This message originates from **OUTSIDE** the CTS network. Use caution when clicking links or opening attachments.

Rule 14a-8 Proposal (CTS)

Dear Mr. D'Angelo,

Please see the attached rule 14a-8 proposal.

Please confirm that this is the correct email address for rule 14a-8 proposals.

Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested." I so request.

Hard copies of any request related to this proposal are not needed as long as you request that I confirm receipt in the email cover message.

The proponent is available for a telephone meeting on the first Monday and Tuesday after 10-days of the proposal submittal date at noon PT.

Please arrange in advance in a separate email message regarding a meeting if needed. John Chevedden

Kennoth Stainer

Mr. Scott D'Angelo Corporate Secretary CTS Corporation (CTS) 4925 Indiana Avenue Lisle, IL 60532 PH: 630-577-8800

Dear Mr. D'Angelo,

I purchased stock in our company because I believed our company had potential for improved performance. My attached Rule 14a-8 proposal is submitted in support of the long-term performance of our company. This Rule 14a-8 proposal is submitted as a low-cost method to improve company performance.

The attached rule 14a-8 proposal is for the next annual shareholder meeting. I intend to continue to hold the required amount of Company shares through the date of the Company's next Annual Meeting of Stockholders and beyond as is or will be documented in my ownership proof.

My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

This is my proxy for John Chevedden and/or his designee to forward this Rule 14a-8 proposal to the company and to act on my behalf regarding this Rule 14a-8 proposal, and/or modification of it, for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting. Please direct all future communications regarding my rule 14a-8 proposal to

Chevedden

DIT

to lacilitate prompt and verifiable communications.

Please identify this proposal as my proposal exclusively.

Please use the title of the proposal in bold in all references to the proposal in the proxy and on the ballot. If there is objection to the title please negotiate or seek no action relief as a last resort.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message it may very well save you from requesting a broker letter from me.

Please confirm that this proposal was sent to the correct email address for rule 14a-8 proposals. Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested."

1

Date

12-8-23

cc: Ashish Agrawal <ashish.agrawal@ctscorp.com>
Andrew Warren <Andrew.Warren@ctscorp.com>



Shareholder Rights

[CTS: Rule 14a-8 Proposal, December 8, 2023] [This line and any line above it – Not for publication.] Proposal 4 – Shareholder Opportunity to Vote on Excessive Golden Parachutes

Shareholders request that the Board adopt a policy to seek shareholder approval of senior managers' new or renewed pay package that provides for golden parachute payments with an estimated value exceeding 2.99 times the sum of the executive's base salary plus target short-term bonus. This proposal only applies to Named Executive Officers.

Golden parachute payments include cash, equity or other compensation that is paid out or vests due to a senior executive's termination for any reason. Payments include those provided under employment agreements, severance plans, and change-in-control clauses in long-term equity plans, but not life insurance, pension benefits, or deferred compensation earned and vested prior to termination.

"Estimated total value" includes: lump-sum payments; payments offsetting tax liabilities; perquisites or benefits not vested under a plan generally available to management employees; post-employment consulting fees or office expense; and equity awards if vesting is accelerated, or a performance condition waived, due to termination.

The Board shall retain the option to seek shareholder approval at an annual meeting after material terms are agreed upon.

Generous performance-based pay can sometimes be justified but shareholder ratification of golden parachutes better aligns management pay with shareholder interests.

This proposal is relevant even if there are current golden parachute limits. A limit on golden parachutes is like a speed limit. A speed limit by itself does not guarantee that the speed limit will never be exceeded. Like this proposal the rules associated with a speed limit provide consequences if the limit is exceeded. With this proposal the consequences are a non-binding shareholder vote is required for unreasonably high golden parachutes.

This proposal places no limit on long-term equity pay or any other type pay. This proposal thus has no impact on the ability to attract executive talent or discourage the use of long-term equity pay because it places no limit on golden parachutes. It simply requires that extra large golden parachutes be subject to a non-binding shareholder vote at a shareholder meeting already scheduled for other matters.

This proposal is relevant because the annual say on executive pay vote does not have a separate section for approving or rejecting golden parachutes.

The topic of this proposal received and between 51% and 65% support at:

FedEx Spirit AeroSystems Alaska Air Fiserv

This proposal won 48% support at the 2023 CTS annual meeting. It is important to remember that it takes much more CTS shareholder conviction – based on the merits – to vote for this proposal than to simply vote according to the party line of the CTS Board of Directors.

Please vote yes:

Shareholder Opportunity to Vote on Excessive Golden Parachutes – Proposal 4 [The line above – Is for publication. Please assign the correct proposal number in the 2 places.]

Notes:

Please use the title of the proposal in bold in all references to the proposal in the proxy and on the ballot. If there is objection to the title please negotiate or seek no action relief as a last resort.

"Proposal 4" stands in for the final proposal number that management will assign.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(I)(3) in the following circumstances:

the company objects to factual assertions because they are not supported;

 the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;

• the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or

• the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. I intend to continue holding the same required amount of Company shares through the date of the Company's next Annual Meeting of Stockholders as is or will be documented in my ownership proof.

Please acknowledge this proposal promptly by email

PII

It is not intend that dashes (-) in the proposal be replaced by hyphens (-). Please alert the proxy editor.

The color version of the below graphic is to be published immediately after the bold title line of the proposal at the **beginning** of the proposal and be **center justified**.

Please use the title of the proposal in bold in all references to the proposal in the proxy and on the ballot.

If there is objection to the title please negotiate or seek no action relief as a last resort. Please do not insert any management words between the top line of the proposal and the concluding line of the proposal.



EXHIBIT B



CTS Corporation 4925 Indiana Avenue Lisle, IL 60532 USA

T: +1 (630) 577-8831 Scott.D'Angelo@ctscorp.com

December 12, 2023

VIA ELECTRONIC MAIL AND OVERNIGHT MAIL

Mr. John Chevedden acting on behalf of Mr. Kenneth Steiner PII

Dear Mr. Chevedden:

I am writing on behalf of CTS Corporation (the "Company"). On December 8, 2023, the Company received by email from you a letter from Kenneth Steiner (the "Proponent"), dated December 8, 2023 (the "Steiner Letter"), regarding a shareholder proposal (the "Proposal") submitted by Mr. Steiner pursuant to Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), for inclusion in the proxy statement for the Company's 2024 Annual Meeting of Shareholders (the "2024 Annual Meeting"). The Steiner Letter states that you and/or your designee are the Proponent's proxy to forward the Proposal to the Company and to act on the Proponent's behalf regarding the Proposal.

As set forth in the Company's proxy statement for its 2023 Annual Meeting of Shareholders, the deadline for the Company to receive all shareholder proposals for inclusion in its proxy materials for the 2024 Annual Meeting was December 2, 2023. The Company received the Proposal on December 8, 2023, which was six days after the December 2, 2023 deadline. Because the Proposal was not received before the deadline prescribed by Rule 14a-8 under the Exchange Act, the Company respectfully requests that you withdraw the Proposal to save the time and expense associated with filing a no-action letter to exclude the Proposal based on this procedural deficiency.

If you have any questions with respect to the foregoing, please contact me at Scott.D'Angelo@ctscorp.com.

Sincerely,

Scott L. D'Angelo

Vice President, Chief Legal Officer and Corporate Secretary

cc: Kenneth Steiner

EXHIBIT C

In addition to satisfying the requirements under our Bylaws set forth in the paragraph above and in the question-and-answer immediately below, to comply with the universal proxy rules, shareholders who intend to solicit proxies in support of director nominees other than our nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act.

Q: When are shareholder proposals for the 2024 Annual Meeting of Shareholders due?

A: CTS' advance notice Bylaw provisions require that in order to be presented at the 2024 Annual Meeting of Shareholders, any shareholder proposal, including the nomination of a candidate for director, must be in writing and mailed to the corporate office to the attention of the Corporate Secretary for CTS, and must be received no earlier than December 28, 2023 and no later than February 11, 2024. Certain information is required to be included with shareholder proposals, which is described in CTS' Bylaws. Copies of the Bylaws may be obtained free of charge from CTS' Corporate Secretary, or the governance section of the Company's website at https://investors.ctscorp.com. To be included in our proxy materials relating to the 2024 Annual Meeting of Shareholders, shareholder proposals must be received by us on or before December 2, 2023 (or, if the date of the 2024 Annual Meeting of Shareholders is more than 30 days before or after the date of the 2023 Annual Meeting of Shareholders, a reasonable time before we begin to print and send our proxy materials).

EXHIBIT D

From: <u>TrackingUpdates@fedex.com</u>

To: Ashley Kok-Alblas

Subject: FedEx Shipment 774463158634: Your package has been delivered

Date: Thursday, December 14, 2023 1:09:28 PM

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TRACKING NUMBER <u>774463158634</u>

FROM CTS 721878554

4925 INDIANA AVE LISLE, IL, US, 60532

TO Kenneth Steiner



SHIP DATE Wed 12/13/2023 04:38 PM

DELIVERED TO Residence

PACKAGING TYPE FedEx Envelope

ORIGIN LISLE, IL, US, 60532

DESTINATION GREAT NECK, NY, US, 11021

SPECIAL HANDLING Residential Delivery

NUMBER OF PIECES 1

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Thank you for your business.

From: <u>TrackingUpdates@fedex.com</u>

To: <u>Ashley Kok-Alblas</u>

Subject: FedEx Shipment 774463083882: Your package has been delivered

Date: Thursday, December 14, 2023 3:38:13 PM

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TRACKING NUMBER <u>774463083882</u>

FROM CTS 721878554

4925 INDIANA AVE LISLE, IL, US, 60532

TO c/o Mr. Kenneth Steiner

Mr. John Chevedden

PII

SHIP DATE Wed 12/13/2023 04:38 PM

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PACKAGING TYPE FedEx Envelope

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DESTINATION Redondo Beach, CA, US, 90278

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SERVICE TYPE FedEx Standard Overnight

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Thank you for your business.