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Â United States Securities and Exchange Commission Washington, D.C. 20549 Â Form 10-Q Â â˜’ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the quarterly period ended September 30, 2024 OR â˜ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the transition period from to Commission File Number 000-27517 Â Â GAIA, INC. (Exact name of registrant as specified in its charter) Â Â COLORADO Â 84-1113527 (State or other jurisdiction ofincorporation or organization) Â (I.R.S. EmployerIdentification No.) Â 833 WEST SOUTH BOULDER ROAD, LOUISVILLE, COLORADO 80027 (Address of principal executive offices) (303) 222-3600 (Registrantâ€™s telephone number, including area code) Â Securities registered pursuant to Section 12(b) of the Act: Â Â Â Title of each class Trading Symbol(s) Name of each exchange on which registered Class A Common Stock GAIA NASDAQ Global Market 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 â˜’ No â˜ Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Â§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes â˜’ No â˜ Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting company,â€ and â€œemerging growth companyâ€ in Rule 12b-2 of the Exchange Act. Â Large accelerated filer â˜ Accelerated filer â˜ Non-accelerated filer â˜’ Smaller reporting company â˜’ Emerging growth company â˜ Â Â Â If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. â˜ Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES â˜ NO â˜’ Indicate the number of shares outstanding of each of the issuerâ€™s classes of common stock, as of the latest practicable date: Â Class Â Outstanding at October 31, 2024 Class A Common Stock ($0.0001 par value) Â 18,066,942 Class B Common Stock ($0.0001 par value) Â 5,400,000 Â Â Â GAIA, INC. FORM 10-Q INDEX Â PART Iâ€”FINANCIAL INFORMATION Â Â Â Item 1. Financial Statements (Unaudited): 3 Â Â Â Â Condensed Consolidated Balance Sheets as of September 30, 2024 (unaudited) and December 31, 2023 4 Â Â Â Â Condensed Consolidated Statements of Operations (unaudited) for the three and nine months ended September 30, 2024 and 2023 5 Â Â Â Â Condensed Consolidated Statements of Changes in Equity (unaudited) for the nine months ended September 30, 2024 and 2023 6 Â Â Â Â Condensed Consolidated Statements of Cash Flows (unaudited) for the nine months ended September 30, 2024 and 2023 7 Â Â Â Â Notes to Interim Condensed Consolidated Financial Statements 8 Â Â Â Item 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations 12 Â Â Â Item 3. Quantitative and Qualitative Disclosures About Market Risk 16 Â Â Â Item 4. Controls and Procedures 17 Â Â Â PART IIâ€”OTHER INFORMATION 18 Â Â Item 1. Legal Proceedings 18 Â Â Â Item 1A. Risk Factors 18 Â Â Â Item 2. Unregistered Sales of Equity Securities and Use of Proceeds 18 Â Â Â Item 3. Defaults Upon Senior Securities 18 Â Â Â Item 5. Other Information 18 Â Â Â Item 6. Exhibits 19 Â Â Â Â SIGNATURES 20 Â Â Â 2 Â PART Iâ€”FINANCIAL INFORMATION Item 1. Financial Statements (Unaudited) Unaudited Interim Condensed Consolidated Financial Statements We have prepared our unaudited interim condensed consolidated financial statements included herein pursuant to the rules and regulations of the United States Securities and Exchange Commission (â€œSECâ€). While certain information and note disclosures normally included in annual audited financial statements prepared in accordance with accounting principles generally accepted in the United States of America (â€œGAAPâ€) have been condensed or omitted pursuant to these rules and regulations, we believe that the disclosures made are adequate to make the information not misleading. In our opinion, the unaudited condensed consolidated financial statements contain all adjustments necessary to present fairly, in all material respects, our condensed consolidated balance sheets as of September 30, 2024, the interim condensed consolidated statements of operations for the three and nine months ended September 30, 2024 and 2023, the interim condensed consolidated statements of changes in equity for the three and nine months ended September 30, 2024 and 2023, and condensed consolidated statements of cash flows for the nine months ended September 30, 2024 and 2023. Operating results for the three and nine months ended September 30, 2024 and 2023 are not necessarily indicative of the results that may be expected for a full year or any future interim period. The Condensed Consolidated Balance Sheets as of December 31, 2023 were derived from our annual audited consolidated financial statements included in our Annual Report on Form 10-K. These interim condensed consolidated financial statements have not been audited. The unaudited interim condensed consolidated financial statements contained herein should be read in conjunction with our annual audited consolidated financial statements, including the notes thereto, for the year ended December 31, 2023. 3 Â GAIA, INC. Condensed Consolidated Balance Sheets Â Â September 30, Â Â December 31, Â (in thousands, except share and per share data) Â 2024 Â Â 2023 Â Â Â (unaudited) Â Â Â Â ASSETS Â Â Â Â Â Â Current assets: Â Â Â Â Â Â Cash and cash equivalents Â $ 4,365 Â Â $ 7,766 Â Accounts receivable Â Â 5,035 Â Â Â 4,111 Â Other receivables Â Â 2,333 Â Â Â 2,191 Â Prepaid expenses and other current assets Â Â 2,647 Â Â Â 2,015 Â Total current assets Â Â 14,380 Â Â Â 16,083 Â Media library, net Â Â 38,956 Â Â Â 40,125 Â Operating right-of-use asset, net Â Â 5,666 Â Â Â 6,288 Â Property and equipment, net Â Â 26,144 Â Â Â 26,303 Â Equity method investment Â Â â€” Â Â Â 6,374 Â Technology license, net Â Â 15,752 Â Â Â â€” Â Investments and other assets, net Â Â 6,805 Â Â Â 3,157 Â Goodwill Â Â 31,943 Â Â Â 31,943 Â Total assets Â $ 139,646 Â Â $ 130,273 Â LIABILITIES AND EQUITY Â Â Â Â Â Â Current liabilities: Â Â Â Â Â Â Accounts payable Â $ 13,573 Â Â $ 12,038 Â Accrued and other liabilities Â Â 1,906 Â Â Â 2,599 Â Long-term debt, current portion Â Â 160 Â Â Â 155 Â Operating lease liability, current portion Â Â 824 Â Â Â 780 Â Deferred revenue Â Â 17,366 Â Â Â 15,861 Â Total current liabilities Â Â 33,829 Â Â Â 31,433 Â Long-term debt, net of current portion (Note 4) Â Â 5,680 Â Â Â 5,801 Â Operating lease liability, net of current portion Â Â 5,087 Â Â Â 5,708 Â Deferred taxes, net Â Â 551 Â Â Â 551 Â Total liabilities Â Â 45,147 Â Â Â 43,493 Â Commitments and Contingencies (Note 8) Â Â Â Â Â Â Shareholdersâ€™ equity: Â Â Â Â Â Â Class A common stock, $0.0001Â par value, 150,000,000Â sharesÂ Â authorized, 18,066,942Â and 17,813,179Â sharesÂ Â issued, 18,001,955Â and 17,748,374Â shares outstanding at September 30, 2024 andÂ Â December 31, 2023, respectively Â Â 2 Â Â Â 2 Â Class B common stock, $0.0001Â par value, 50,000,000Â sharesÂ Â Â authorized, 5,400,000Â shares issued and outstandingÂ Â Â at September 30, 2024 and December 31, 2023, respectively Â Â 1 Â Â Â 1 Â Additional paid-in capital Â Â 170,822 Â Â Â 170,695 Â Accumulated deficit Â Â (89,625) Â Â (85,195) Total Gaia, Inc. shareholdersâ€™ equity Â Â 81,200 Â Â Â 85,503 Â Noncontrolling interests Â Â 13,299 Â Â Â 1,277 Â Total equity Â Â 94,499 Â Â Â 86,780 Â Total liabilities and equity Â $ 139,646 Â Â $ 130,273 Â See accompanying notes to the unaudited interim condensed consolidated financial statements. 4 Â GAIA, INC. Condensed Consolidated Statements of Operations (unaudited) Â Â Â For the Three Months Ended September 30, Â Â For the Nine Months Ended September 30, Â (in thousands, except per share data) Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Â Â Â Â Â Â Â Â Â Revenues, net Â $ 22,156 Â Â $ 20,223 Â Â $ 65,930 Â Â $ 59,709 Â Cost of revenues Â Â 3,101 Â Â Â 2,983 Â Â Â 9,684 Â Â Â 8,595 Â Gross profit Â Â 19,055 Â Â Â 17,240 Â Â Â 56,246 Â Â Â 51,114 Â Operating Expenses: Â Â Â Â Â Â Â Â Â Â Â Â Selling and operating Â Â 18,398 Â Â Â 16,254 Â Â Â 54,854 Â Â Â 49,462 Â Corporate, general and administration Â Â 2,013 Â Â Â 1,433 Â Â Â 5,630 Â Â Â 4,726 Â Total operating expenses Â Â 20,411 Â Â Â 17,687 Â Â Â 60,484 Â Â Â 54,188 Â Loss from operations Â Â (1,356) Â Â (447) Â Â (4,238) Â Â (3,074) Equity method investment loss Â Â â€” Â Â Â (125) Â Â â€” Â Â Â (375) Interest and other expense, net Â Â (144) Â Â (141) Â Â (396) Â Â (375) Loss before income taxes Â Â (1,500) Â Â (713) Â Â (4,634) Â Â (3,824) Provision for income taxes Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Net loss Â Â (1,500) Â Â (713) Â Â (4,634) Â Â (3,824) Net (loss) income attributable to noncontrolling interests Â Â (308) Â Â 59 Â Â Â (204) Â Â 142 Â Net loss attributable to common shareholders Â $ (1,192) Â $ (772) Â $ (4,430) Â $ (3,966) Â Â Â Â Â Â Â Â Â Â Â Â Loss per share: Â Â Â Â Â Â Â Â Â Â Â Â Basic (attributable to common shareholders) Â $ (0.05) Â $ (0.04) Â $ (0.19) Â $ (0.19) Diluted (attributable to common shareholders) Â $ (0.05) Â $ (0.04) Â $ (0.19) Â $ (0.19) Weighted-average shares outstanding: Â Â Â Â Â Â Â Â Â Â Â Â Basic Â Â 23,404 Â Â Â 21,154 Â Â Â 23,312 Â Â Â 20,951 Â Diluted Â Â 23,404 Â Â Â 21,154 Â Â Â 23,312 Â Â Â 20,951 Â See accompanying notes to the interim condensed consolidated financial statements. 5 Â GAIA, INC. Condensed Consolidated Statements of Changes in Equity (unaudited) Â Â Â Â (in thousands, except shares) Â CommonStockShares Â Â AccumulatedDeficit Â Â CommonStockAmount Â Â AdditionalPaid-inCapital Â Â Non-controlling interests Â Â TotalEquity Â Balance at December 31, 2023 Â Â 23,148,374 Â Â $ (85,195) Â $ 3 Â Â $ 170,695 Â Â $ 1,277 Â Â $ 86,780 Â Issuance of Gaia, Inc. common stock for employee stock purchase plan Â Â 7,444 Â Â Â â€” Â Â Â â€” Â Â Â 14 Â Â Â â€” Â Â Â 14 Â Issuance of Gaia, Inc. common stock for RSU releases and share-based compensation Â Â 4,708 Â Â Â â€” Â Â Â â€” Â Â Â 335 Â Â Â â€” Â Â Â 335 Â Net (loss) income Â Â â€” Â Â Â (1,045) Â Â â€” Â Â Â â€” Â Â Â 74 Â Â Â (971) Balance at March 31, 2024 Â Â 23,160,526 Â Â $ (86,240) Â $ 3 Â Â $ 171,044 Â Â $ 1,351 Â Â $ 86,158 Â Issuance of Gaia, Inc. common stock for RSU releases and share-based compensation Â Â 220,505 Â Â Â â€” Â Â Â â€” Â Â Â 327 Â Â Â â€” Â Â Â 327 Â Igniton activity Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (809) Â

Â 12,242 Â Â Â 11,433 Â Net (loss) income Â Â â€” Â Â Â (2,193) Â Â â€” Â Â Â â€” Â Â Â 30 Â Â Â (2,163) Balance at June 30, 2024 Â Â 23,381,031 Â Â $ (88,433) Â $ 3 Â Â $ 170,562 Â Â $ 13,623 Â Â $ 95,755 Â Issuance of Gaia, Inc. common stock for employee stock purchase plan Â Â 7,993 Â Â Â â€” Â Â Â â€” Â Â Â 18 Â Â Â â€” Â Â Â 18 Â Issuance of Gaia, Inc. common stock for RSU releases and share-based compensation Â Â 12,931 Â Â Â â€” Â Â Â â€” Â Â Â 341 Â Â Â â€” Â Â Â 341 Â Igniton activity Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (99) Â Â (16) Â Â (115) Net loss Â Â â€” Â Â Â (1,192) Â Â â€” Â Â Â â€” Â Â Â (308) Â Â (1,500) Balance at September 30, 2024 Â Â 23,401,955 Â Â $ (89,625) Â $ 3 Â Â $ 170,822 Â Â $ 13,299 Â Â $ 94,499 Â (in thousands, except shares) Â CommonStockShares Â Â AccumulatedDeficit Â Â CommonStockAmount Â Â AdditionalPaid-inCapital Â Â Non-controlling interests Â Â TotalEquity Â Balance at December 31, 2022 Â Â 20,806,186 Â Â $ (79,393) Â $ 2 Â Â $ 164,180 Â Â $ 1,070 Â Â $ 85,859 Â Issuance of Gaia, Inc. common stock for employee stock purchase plan Â Â 11,410 Â Â Â â€” Â Â Â â€” Â Â $ 22 Â Â Â â€” Â Â $ 22 Â Issuance of Gaia, Inc. common stock for RSU releases and share-based compensation Â Â 8,196 Â Â â€” Â Â â€” Â Â Â 82 Â Â â€” Â Â Â 82 Â Net (loss) income Â â€” Â Â Â (1,306) Â â€” Â Â â€” Â Â Â 38 Â Â Â (1,268) Balance at March 31, 2023 Â Â 20,825,792 Â Â $ (80,699) Â $ 2 Â Â $ 164,284 Â Â $ 1,108 Â Â $ 84,695 Â Issuance of Gaia, Inc. common stock for media library acquisition Â Â 272,980 Â Â Â â€” Â Â Â â€” Â Â Â 669 Â Â Â â€” Â Â Â 669 Â Issuance of Gaia, Inc. common stock for employee stock purchase plan Â Â 10,385 Â Â Â â€” Â Â Â â€” Â Â Â 20 Â Â Â â€” Â Â Â 20 Â Issuance of Gaia, Inc. common stock for RSU releases and share-based compensation Â Â 45,268 Â Â Â â€” Â Â Â â€” Â Â Â 461 Â Â Â â€” Â Â Â 461 Â Net (loss) income Â Â Â Â Â (1,888) Â Â Â Â Â Â Â Â Â 45 Â Â Â (1,843) Balance at June 30, 2023 Â Â 21,154,425 Â Â $ (82,587) Â $ 2 Â Â $ 165,434 Â Â $ 1,153 Â Â $ 84,002 Â Share-based compensation Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 56 Â Â Â â€” Â Â Â 56 Â Net (loss) income Â Â â€” Â Â Â (772) Â Â â€” Â Â Â â€” Â Â Â 59 Â Â Â (713) Balance at September 30, 2023 Â Â 21,154,425 Â Â $ (83,359) Â $ 2 Â Â $ 165,490 Â Â $ 1,212 Â Â $ 83,345 Â Â Â Â Â See accompanying notes to the interim condensed consolidated financial statements. 6 Â GAIA, INC. Condensed Consolidated Statements of Cash Flows (unaudited) Â Â Â For the Nine Months Ended September 30, Â (in thousands) Â 2024 Â Â 2023 Â Â Â Â Â Â Â Â Cash flows from operating activities: Â Â Â Â Â Â Net loss Â $ (4,634) Â $ (3,824) Adjustments to reconcile net loss to net cash provided by operating activities: Â Â Â Â Â Â Media library amortization Â Â 7,465 Â Â Â 6,804 Â Depreciation and amortization Â Â 6,327 Â Â Â 5,898 Â Noncash operating lease expense Â Â 622 Â Â Â 804 Â Share-based compensation expense Â Â 1,003 Â Â Â 599 Â Additions to media library Â Â (6,352) Â Â (7,396) Equity method investment losses Â Â â€” Â Â Â 375 Â Changes in operating assets and liabilities: Â Â Â Â Â Â Accounts receivable Â Â (1,124) Â Â 1,414 Â Other receivables Â Â (142) Â Â (2,140) Prepaid expenses and other current assets Â Â (525) Â Â (1,969) Accounts payable Â Â 1,371 Â Â Â 4,264 Â Accrued and other liabilities Â Â (1,252) Â Â (3,354) Deferred revenue Â Â 1,505 Â Â Â 1,210 Â Net cash provided by operating activities Â Â 4,264 Â Â Â 2,685 Â Cash flows from investing activities: Â Â Â Â Â Â Additions to property and equipment Â Â (3,881) Â Â (2,975) Purchase of intangible assets Â Â (10,000) Â Â â€” Â Net cash used in investing activities Â Â (13,881) Â Â (2,975) Cash flows from financing activities: Â Â Â Â Â Â Repayment of short-term debt Â Â (10,634) Â Â (19,985) Proceeds from short-term borrowings Â Â 10,500 Â Â Â 19,900 Â Proceeds from sale of subsidiary common stock, net of transaction costs Â Â 6,317 Â Â Â â€” Â Proceeds from the issuance of common stock Â Â 33 Â Â Â 42 Â Net cash provided by (used in) financing activities Â Â 6,216 Â Â Â (43) Net change in cash and cash equivalents Â Â (3,401) Â Â (333) Cash and cash equivalents, beginning of period Â Â 7,766 Â Â Â 11,562 Â Cash and cash equivalents, end of period Â $ 4,365 Â Â $ 11,229 Â Supplemental disclosure of cash flow information Â Â Â Â Â Â Cash paid for interest Â $ 403 Â Â $ 394 Â Supplemental schedule of non-cash investing and financing activities Â Â Â Â Â Â Value of shares issued for acquisition of content added to Media Library Â $ â€” Â Â $ 669 Â Additions to property and equipment in Accounts payable Â $ (164) Â $ â€” Â Non-cash consideration paid for intangible assets Â $ 6,156 Â Â $ â€” Â See accompanying notes to the interim condensed consolidated financial statements. 7 Â Notes to interim condensed consolidated financial statements References in this report to â€œweâ€, â€œusâ€, â€œourâ€, the â€œCompanyâ€ or â€œGaiaâ€ refer to Gaia, Inc. and its consolidated subsidiaries, unless we indicate otherwise. All textual currency references are expressed in thousands of U.S. dollars (unless otherwise indicated). 1. Organization, Nature of Operations, and Principles of ConsolidationGaia, Inc. operates a global digital video subscription service and on-line community that strives to connect a unique and underserved member base. Our digital content library includes over 10,000 titles, with a growing selection of titles available in Spanish, German and French. Our members have unlimited access to this vast library of inspiring films, cutting edge documentaries, interviews, yoga classes, transformation-related content and more â€“ 88% of which is exclusively available to our members for digital streaming on most internet-connected devices anytime, anywhere, commercial free.Our mission is to create a transformational network that empowers a global conscious community. Content on our network is currently organized into four primary channelsâ€”Yoga, Transformation, Alternative Healing, and Seeking Truthâ€”and delivered directly to our members through our streaming platform. We curate programming for these channels by producing content in our in-house production studios with a staff of media professionals. This produced and owned content currently comprises approximately 75% of our membersâ€™ viewing time. We complement our produced and owned content through long term licensing agreements.We have prepared the accompanying unaudited interim condensed consolidated financial statements in accordance with GAAP, and they include our accounts and those of our subsidiaries. Intercompany transactions and balances have been eliminated. The unaudited condensed consolidated financial position, results of operations and cash flows for the interim periods disclosed in this report are not necessarily indicative of future financial results.Use of Estimates and ReclassificationsThe preparation of the interim condensed consolidated financial statements in accordance with GAAP requires us to make estimates and assumptions that affect the amounts reported in the accompanying interim condensed consolidated financial statements and disclosures. Although we base these estimates on our best knowledge of current events and actions that we may undertake in the future, actual results may be different from the estimates. We have made certain reclassifications to prior period amounts to conform to the current period presentations.Â As disclosed in our Annual Report on Form 10-K filed March 29, 2024, the Company determined it had the ability to exercise influence over Telomeron, Inc. (â€œTelomeronâ€) and, therefore, used the equity method of accounting to account for its equity interest. During the first quarter of 2024, the Company determined it no longer has the ability to exercise significant influence over Telomeron and, as such, the investment was reclassified at its carrying value to an equity security investment. The investment has been reclassed into Investments and other assets, net on our condensed consolidated balance sheets.Recently Issued Accounting Pronouncements Not Yet AdoptedThere have been no material changes in our significant accounting policies as described in our Annual Report on Form 10-K for the year ended December 31, 2023. The following recently issued accounting pronouncements are being evaluated but have not yet been adopted.In October 2023, Financial Accounting Standards Board (the â€œFASBâ€) issued Accounting Standards Update (â€œASUâ€) 2023-06, Disclosure Improvements (â€œASU 2023-06â€), to clarify or improve disclosure and presentation requirements of a variety of topics and align the requirements in the FASB ASC with the SECâ€™s regulations. The amendments in ASU 2023-06 will become effective on the date the related disclosures are removed from Regulation S-X or Regulation S-K by the SEC, and will no longer be effective if the SEC has not removed the applicable disclosure requirement by June 30, 2027. Early adoption is prohibited. We are currently evaluating the impact of ASU 2023-06 on its consolidated financial statements and disclosures.In November 2023, the FASB issued ASU 2023-07, Segment Reporting (ASC Topic 280): Improvements to Reportable Segment Disclosures, which requires public entities to disclose information about their reportable segmentsâ€™ significant expenses and other segment items on an interim and annual basis. Public entities with a single reportable segment are required to apply the disclosure requirements in ASU 2023-07, as well as all existing segment disclosures and reconciliation requirements in ASC Topic 280 on an interim and annual basis. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and for interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. We are currently evaluating the impact of adopting ASU 2023-07. In December 2023, the FASB issued ASU 2023-09, Income Taxes (ASC Topic 740): Improvements to Income Tax Disclosures, which requires public entities, on an annual basis, to provide disclosure of specific categories in the rate reconciliation, as well as disclosure of income taxes paid disaggregated by jurisdiction. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024, with early adoption permitted. We are currently evaluating the impact of adopting ASU 2023-09. Â 8 Â 2. Revenue RecognitionRevenues consist primarily of subscription fees paid by our members. We present revenues net of the taxes that are collected from members and remitted to governmental authorities. Members are billed in advance and revenues are recognized ratably over the subscription term. Deferred revenues consist of subscription fees collected from members that have not been earned and are recognized ratably over the remaining term of the subscription. We recognize revenue on a net basis for relationships where our third-party platform partners (â€œPartnersâ€) have the primary relationship, including billing and service delivery, with the member. We recognize revenue on a gross basis for members whose primary relationship is with Gaia. Payments made to Partners to assist in promoting our service on their platforms are expensed to marketing expenses in the period incurred. We do not allow access to our service to be provided as part of a bundle by any of our Partners. 3. Equity and Share-Based CompensationDuring the three months ended September 30, 2024 and 2023, we recognized approximately $341 and $56, respectively, of share-based compensation expense. During the first nine months of 2024 and 2023, we recognized approximately $1,003 and $599, respectively, of share-based compensation expense. Total share-based compensation expense is reported in selling and operating expenses and corporate, general and administration expenses on our interim condensed consolidated statements of operations. There were no options exercised during the three and nine months ended September 30, 2024 or 2023. 4. DebtOn September 9, 2020, our wholly owned subsidiary Boulder Road LLC (â€œBoulder Roadâ€) sold a 50% undivided interest in a portion of our corporate campus to Westside Boulder, LLC (â€œWestsideâ€). Boulder Road retained a 50% undivided interest in the property as well as full ownership of our studio and production facilities. Boulder Road received consideration of $13.2 million in the transaction.On December 28, 2020, Boulder Road and Westside (â€œBorrowerâ€) entered into a loan agreement with First Interstate Bank, as lender, providing for a mortgage loan in the principal amount of $13.0 million. The mortgage bears interest at a fixed rate of 3.75% per annum, matures on December 28, 2025, is secured by a deed of trust on our corporate campus, a portion of which is owned by Boulder Road and Westside as tenants-in-common and the remainder of which is owned by Boulder Road. Westside and Boulder Road each received 50% of the loan proceeds and are each responsible for 50% of the monthly installments. Gaia guaranteed payment of the mortgage. The mortgage contains customary affirmative and negative covenants (each with customary exceptions), including limitations on the Borrowerâ€™s ability to incur liens or debt, make investments, or engage in certain fundamental changes. Additionally, the Credit Agreement requires Boulder Road to maintain a minimum Debt Service Ratio â€“ Pre Distribution of 1.35 to 1.00 annually and a minimum Debt Service Ratio â€“ Post Distribution of 1.15 to 1.00 annually. As of September 30, 2024 and December 31, 2023, the Borrower was in compliance with all related covenants. On August 25, 2022 (the â€œClosing Dateâ€), Gaia, as borrower, and certain subsidiaries, as guarantors, entered into a Credit and Security Agreement (the â€œCredit Agreementâ€) with KeyBank National Association (â€œKeyBankâ€). The Credit Agreement provides for a revolving credit facility in an aggregate amount of up to $10 million with a sublimit of $1 million available for issuances of letters of credit. Borrowings under the Credit Agreement are available for working capital and general corporate purposes, but not to fund any permanent acquisitions or other investments. There were no outstanding borrowings as of September 30, 2024 and December 31, 2023. Loans made, or letters of credit issued, under the Credit Agreement mature on August 25, 2025 and are secured (subject to permitted liens and other exceptions) by a first priority lien on all business assets, including intellectual property, of Gaia and the subsidiary guarantors. Any advance under the Credit Agreement shall bear interest at the Daily Simple Secured Overnight Financing Rate (â€œSOFRâ€) (subject to a floor of 0.00%), plus, the SOFR Index Adjustment of 0.10%, plus a margin of 2.00%; provided, that, during the existence of a Benchmark Unavailability Period or a SOFR Unavailability Period, advances shall bear interest at the Base Rate, which is a fluctuating interest rate per annum equal to the highest of (i) the Federal Funds Rate plus 0.50%, (ii) KeyBankâ€™s â€œprime rate,â€ (iii) SOFR and (iv) 3.00%, plus, in each instance, a margin of 1.00%. The aggregate outstanding amount of advances under the Credit Agreement is required to be $0 for at least 30 consecutive days during the period commencing on the 12-month anniversary of the Closing Date and ending on the 24-month anniversary of the Closing Date. The Company satisfied this requirement during October and November 2023. The Credit Agreement contains customary affirmative and negative covenants (each with customary exceptions), including limitations on the Companyâ€™s ability to incur liens or debt, make investments, pay dividends, enter into transactions with its affiliates and engage in certain fundamental changes. Additionally, the Credit Agreement requires Gaia to maintain a Fixed Charge Coverage Ratio of not less than 1.20 to 1.00 and to not permit the Leverage Ratio to exceed 1.50 to 1.00 for any computation period. As of September 30, 2024 and 2023, the Borrower was in compliance with all related covenants. 9 Â Maturities on long-term debt, net are: (in thousands) Â Â Â 2024 (remaining) Â $ 40 Â 2025 Â Â 5,800 Â Â Â $ 5,840 Â Â 5. LeasesIn connection with the sale of a portion of our corporate campus as further discussed in Note 4, we leased the property pursuant to a master lease for an initial term extending through September 30, 2030, with two five-year extensions. The extension options are not recognized as part of the right-of-use asset and lease liability. We record the right to use the underlying asset for the operating lease term as an asset and our obligation to make lease payments as a liability, based on the present value of the lease payments over the initial lease term. At September 30, 2024, the weighted average remaining lease term was 6 years and the weighted average discount rate was 3.75%. Because the rate implicit in the lease is not readily determinable, we used our incremental borrowing rate to determine the present value of lease payments. Information related to our right-of-use asset and related lease liability were as follows: Â Â September 30, Â Â December 31, Â (in thousands) Â 2024 Â Â 2023 Â Â Â (unaudited) Â Â Â Â Operating right-of-use asset, net Â $ 5,666 Â Â $ 6,288 Â Â Â Â Â Â Â Â Operating lease liability, current portion Â $ 824 Â Â $ 780 Â Operating lease liability, net of current portion Â Â 5,087 Â Â Â 5,708 Â Â $ 5,911 Â Â $ 6,488 Â Â Operating lease expense is recognized on a straight-line basis over the lease term. Our operating lease expense was $266 and $265 for the three months ended September 30, 2024 and 2023, respectively and $796 and $795 for the nine months ended September 30, 2024 and 2023, respectively. At September 30, 2024, and for the subsequent years ending December 31, future maturity is as follows:Â (in thousands) Â Â Â 2024 (remaining) Â $ 257 Â 2025 Â Â 1,035 Â 2026 Â Â 1,064 Â 2027 Â Â 1,093 Â 2028 Â Â 1,123 Â Thereafter Â Â 2,037 Â Future lease payments, gross Â Â 6,609 Â Less: Imputed interest Â Â (698) Operating lease liability Â $ 5,911 Â Â 6. Loss Per ShareBasic loss per share is computed using the weighted-average number of outstanding shares of common stock during the period. Diluted loss per share is computed using the weighted-average number of outstanding shares of common stock and, when dilutive, potential shares of common stock outstanding during the period (â€œcommon stock equivalentsâ€). Common stock equivalents consist of incremental shares issuable upon the assumed exercise of stock options and vesting of restricted stock units utilizing the treasury stock method.The weighted-average diluted shares outstanding computation is: Â Â For the Three Months Ended September 30, Â Â For the Nine Months Ended September 30, Â (in thousands, except per share data) Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Â Â (unaudited) Â Â (unaudited) Â Weighted-average common stock outstanding Â Â 23,404 Â Â Â 21,154 Â Â Â 23,312 Â Â Â 20,951 Â Weighted-average number of shares Â Â 23,404 Â Â Â 21,154 Â Â Â 23,312 Â Â Â 20,951 Â Â 10 Â Â We excluded the effect of the below elements from our calculation of diluted loss per share, as their inclusion would have been anti-dilutive, as there were no earnings attributable to common shareholders: Â Â For the Three Months Ended September 30, Â Â For the Nine Months Ended September 30, Â (in thousands) Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Â Â (unaudited) Â Â (unaudited) Â Â Common stock equivalents excluded due to net loss Â Â â€” Â Â Â 67 Â Â Â â€” Â Â Â 57 Â Â Employee stock options and RSUs Â Â (8) Â Â 598 Â Â Â 1,540 Â Â Â 497 Â Â Â Â (8) Â Â 665 Â Â Â 1,540 Â Â Â 554 Â Â 7. Income TaxesPeriodically, we perform assessments of the realization of our net deferred tax assets considering all available evidence, both positive and negative. Based on our historical operating losses, combined with our plans to continue to invest in our revenue growth and content library, we have a full valuation allowance on our deferred tax assets as of September 30, 2024. As of September 30, 2024, our net operating loss carryforwards on a gross basis were $80.5 million and $26.1 million for federal and state, respectively. The Coronavirus Aid, Relief, and Economic Security Act (CARES Act) is a stimulus bill which was in response to economic consequences of the COVID-19 pandemic. The CARES Act provided an employee retention credit, which is a refundable tax credit against certain employment taxes. During 2023, we recorded $1.75 million related to the employee retention credit in Selling and operating expenses in the condensed consolidated statements of operations with a related receivable balance from the United States government related to the CARES Act, which is recorded in Prepaid expenses and other current assets on our condensed consolidated balance sheets. 8. ContingenciesFrom time to time, we are involved in legal proceedings that we consider to be in the normal course of business. We record accruals for losses related to those matters against us that we consider to be probable and that can be reasonably estimated. Based on available information, in the opinion of management, settlements, arbitration awards and final judgments, if any, that are considered probable of being rendered against us in litigation or arbitration in existence at September 30, 2024, and that can be reasonably estimated, are either reserved against or would not have a material adverse effect on our consolidated financial condition, results of operations or cash flows.The Company is subject to tax examinations for non-income taxes in foreign jurisdictions where it provides services to consumers residing in foreign jurisdictions. A number of these examinations are ongoing and, in certain

cases, have resulted in assessments from foreign tax authorities. An accrual for non-income tax liability is recognized for foreign jurisdictions when it is probable that a liability has been incurred and the non-income tax exposure can be reasonably estimated. For other foreign jurisdictions requiring non-income taxes, the Company has determined that the non-income tax exposure is reasonably possible. However, considering the Company is in early stages of the examination and the Companyâ€™s prior experience with foreign tax authorities, the Company is unable to reasonably estimate the amount of non-income tax exposure that may be incurred. 9. Segment and Geographic InformationÂ Our chief operating decision maker reviews operating results on a consolidated basis and has determined that we have one reportable segment. We have members in the United States and over 185 foreign countries. The major geographic territories are the U.S., Canada and Australia based on the billing location of the member.The following represents geographical data for our operations:Â Â Â For the Three Months Ended September 30, Â Â For the Nine Months Ended September 30, Â (in thousands) Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Revenue: Â Â Â Â Â Â Â Â Â Â Â Â United States Â $ 12,363 Â Â $ 11,291 Â Â $ 36,899 Â Â $ 34,298 Â International Â Â 9,793 Â Â Â 8,932 Â Â Â 29,031 Â Â Â 25,411 Â Â Â $ 22,156 Â Â $ 20,223 Â Â $ 65,930 Â Â $ 59,709 Â Â 11 Â 10. Igniton TransactionÂ In April 2024, the Company entered into a series of transactions with its subsidiary, Igniton, and a third-party entity to purchase a perpetual license for a total of $16.2 million of consideration comprised of $10.2 million of cash and $5.0 million of common stock of Igniton and $1.0 million of the Companyâ€™s equity security investment in Telomeron (the â€œLicense Purchaseâ€). The license allows the Company to utilize the technology developed by the third party. This license is being recorded within the Technology license, net line item on the condensed consolidated balance sheets.Â The License Purchase was funded through an equity financing through Igniton which raised $6.8 million of cash from third-party investors and $4.0 million investment from Gaia.Â Technology license, net consists of the following as of September 30, 2024:Â (in thousands) Â September 30, 2024 Â Â Â Â Â Technology license Â $ 16,156 Â Accumulated amortization Â Â (404) Technology license, net Â $ 15,752 Â Â The following schedule discloses the effects of changes in the Companyâ€™s ownership of Igniton on the Companyâ€™s equity, as a result of the Igniton Transaction, for the periods presented: Â Â Nine Months Ended Â (in thousands) Â September 30, 2024 Â Â Â Â Â Net income attributable to Gaia, Inc. shareholders Â $ (4,430) Change in Gaiaâ€™s paid-in capital for sale of Igniton Shares, net of issuance costs Â Â (908) Net transfers from non-controlling interest Â Â (908) Â Â Â Â Change from net income attributable to Gaia, Inc. shareholders and transfers from Noncontrolling Interest Â $ (5,338) Â On April 18, 2024, Igniton, Inc., a Colorado corporation (â€œIgnitonâ€), and subsidiary of the Company, closed a sale of 2,750,000 shares of Igniton common stock (the â€œIgniton Sharesâ€) to certain funds managed by AWM Investment Company, Inc. (â€œAWMâ€) for total net proceeds of approximately $3.2 million. Ignitonâ€™s total proceeds included an approximately $0.4 million premium (the â€œPremiumâ€) that was passed to the Company in exchange for the issuance to AWM of a non-transferable right granting AWM a one-time ability to sell the Igniton Shares to the Company for the total net proceeds paid (the â€œOptionâ€), payable at the Companyâ€™s option, in cash or shares of the Companyâ€™s Class A common stock having a value per share equal to the trailing 5-day average Volume-Weighted Average Price (â€œVWAPâ€) prior to the exercise of the Option. The amounts have been recorded within Additional paid-in capital and Noncontrolling interests within the Condensed Consolidated Statements of Changes in Equity. Â 11. Subsequent EventsÂ Management has evaluated and determined there were no subsequent events as of the filing of this Form 10-Q. Â Â Item 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations Forward-Looking Statements This report contains forward-looking statements within the meaning of the federal securities laws. All statements other than statements of historical fact are forward looking statements that involve risks and uncertainties. When used in this discussion, we intend the words â€œanticipate,â€ â€œbelieve,â€ â€œcontemplate,â€ â€œcontinue,â€ â€œcould,â€ â€œestimate,â€ â€œexpect,â€ â€œfuture,â€ â€œhope,â€ â€œintend,â€ â€œmay,â€ â€œmight,â€ â€œobjective,â€ â€œongoing,â€ â€œplan,â€ â€œpotential,â€ â€œpredict,â€ â€œproject,â€ â€œshould,â€ â€œstrive,â€ â€œtarget,â€ â€œwill,â€ â€œwouldâ€ and similar expressions as they relate to us to identify such forward-looking statements. Our actual results could differ materially from the results anticipated in these forward-looking statements as a result of certain factors set forth under â€œRisk Factors,â€ â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€ and elsewhere in this Form 10-Q and under â€œRisk Factorsâ€ in our Annual Report on Form 10-K for the year ended December 31, 2023. Risks and uncertainties that could cause actual results to differ include, without limitation: our ability to attract new members and retain existing members; our ability to compete effectively, including for customer engagement with different modes of entertainment; maintenance and expansion of device platforms for 12 Â streaming; fluctuation in customer usage of our service; fluctuations in quarterly operating results; service disruptions; production risks; general economic conditions; future losses; loss of key personnel; price changes; brand reputation; acquisitions; new initiatives we undertake; security and information systems; legal liability for website content; failure of third parties to provide adequate service; future internet-related taxes; our founderâ€™s control of us; litigation; consumer trends; the effect of government regulation and programs; the impact of public health threats; our ability to remediate the material weaknesses in our internal control over financial reporting and technical accounting; and other risks and uncertainties included in our filings with the SEC. We caution you that no forward-looking statement is a guarantee of future performance, and you should not place undue reliance on these forward-looking statements which reflect our views only as of the date of this report. We undertake no obligation to update any forward-looking information. You should read the following discussion and analysis of our financial condition and results of operations in conjunction with the unaudited condensed consolidated financial statements and related notes included elsewhere in this report. This section is designed to provide information that will assist readers in understanding our unaudited consolidated financial statements, changes in certain items in those statements from year to year, the primary factors that caused those changes and how certain accounting principles, policies and estimates affect the consolidated financial statements. Overview and Outlook We operate a global digital video subscription service with a library of over 10,000 titles, with live communications and live events with a growing selection of titles available in Spanish, German and French that caters to a unique, underserved member base. Our digital content is available to our members on most internet-connected devices anytime, anywhere, commercial-free. Through our online Gaia subscription service our members have unlimited access to a library of inspiring films, cutting edge documentaries, interviews, yoga classes, transformation related content, live events, and more â€“ 88% of which is exclusively available to our members for digital streaming on most internet-connected devices. Gaiaâ€™s position in the streaming video landscape is firmly supported by its wide variety of exclusive and unique content, which provides a complementary offering to other entertainment-based streaming video services. Our original content is developed and produced in-house in our lifestyle campus near Boulder, Colorado. By offering exclusive and unique content through our streaming service, we believe we will be able to significantly expand our target member base. Our available content is currently focused on yoga, transformation, alternative healing, seeking truth and conscious films. This content is specifically targeted to a unique member base that is interested in alternative content provided by mainstream media. We have grown these content options both organically through our own productions and through strategic acquisitions or licensing. In addition, through our investments in our streaming video technology and our user interface, we have expanded the many ways our subscription member base can access our unique library of media titles. Our core strategy is to grow our subscription business domestically and internationally by expanding our unique and exclusive content library, enhancing our user interface, extending our streaming service to new internet-connected devices as they are developed and creating a conscious community built around our content. We are a Colorado corporation. Our principal and executive office is located at 833 West South Boulder Road, Louisville, CO 80027-2452. Our telephone number at that address is (303) 222-3600. Â Â Â Â 13 Â Results of Operations The table below summarizes certain detail of our financial results for the periods indicated: Â Â Â For the Three Months Ended September 30, Â Â For the Nine Months Ended September 30, Â (in thousands, except per share data) Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Â Â (unaudited) Â Â (unaudited) Â Revenues, net Â $ 22,156 Â Â $ 20,223 Â Â $ 65,930 Â Â $ 59,709 Â Cost of revenues Â Â 3,101 Â Â Â 2,983 Â Â Â 9,684 Â Â Â 8,595 Â Gross profit margin Â Â 86.0 % Â Â 85.2 % Â Â 85.3 % Â Â 85.6 % Selling and operating Â Â 18,398 Â Â Â 16,254 Â Â Â 54,854 Â Â Â 49,462 Â Corporate, general and administration Â Â 2,013 Â Â Â 1,433 Â Â Â 5,630 Â Â Â 4,726 Â Total operating expenses Â Â 20,411 Â Â Â 17,687 Â Â Â 60,484 Â Â Â 54,188 Â Loss from operations Â Â (1,356) Â Â (447) Â Â (4,238) Â Â (3,074) Equity method investment loss Â Â â€“ Â Â Â (125) Â Â â€“ Â Â Â (375) Interest and other expense, net Â Â (144) Â Â (141) Â Â (396) Â Â (375) Loss before income taxes Â Â (1,500) Â Â (713) Â Â (4,634) Â Â (3,824) Provision for income taxes Â Â â€“ Â Â Â â€“ Â Â Â â€“ Â Â Â â€“ Â Net loss Â Â (1,500) Â Â (713) Â Â (4,634) Â Â (3,824) Net (loss) income attributable to noncontrolling interests Â Â (308) Â Â 59 Â Â Â (204) Â Â 142 Â Net loss attributable to common shareholders Â $ (1,192) Â $ (772) Â $ (4,430) Â $ (3,966) The following table sets forth certain financial data as a percentage of revenues, net for the periods indicated: Â Â For the Three Months Ended September 30, Â Â For the Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Â Â (unaudited) Â Â (unaudited) Â Revenues, net Â Â 100.0 % Â Â 100.0 % Â Â 100.0 % Â Â 100.0 % Cost of revenues Â Â 14.0 % Â Â 14.8 % Â Â 14.7 % Â Â 14.4 % Gross profit margin Â Â 86.0 % Â Â 85.2 % Â Â 85.3 % Â Â 85.6 % Operating Expenses: Â Â Â Â Â Â Â Â Â Â Â Â Â Selling and operating Â Â 83.0 % Â Â 80.4 % Â Â 83.2 % Â Â 82.8 % Corporate, general and administration Â Â 9.1 % Â Â 7.1 % Â Â 8.5 % Â Â 7.9 % Total operating expenses Â Â 92.1 % Â Â 87.5 % Â Â 91.7 % Â Â 90.8 % Loss from operations Â Â (6.1)% Â Â (2.2)% Â Â (6.4)% Â Â (5.1)% Equity method investment loss Â Â 0.0 % Â Â (0.6)% Â Â 0.0 % Â Â (0.6)% Interest and other expense, net Â Â (0.6)% Â Â (0.7)% Â Â (0.6)% Â Â (0.6)% Loss before income taxes Â Â (6.8)% Â Â (3.5)% Â Â (7.0)% Â Â (6.4)% Provision for income taxes Â Â 0.0 % Â Â 0.0 % Â Â 0.0 % Â Â 0.0 % Net loss Â Â (6.8)% Â Â (3.5)% Â Â (7.0)% Â Â (6.4)% Net (loss) income attributable to noncontrolling interests Â Â (1.4)% Â Â 0.3 % Â Â (0.3)% Â Â 0.2 % Net loss attributable to common shareholders Â Â (5.4)% Â Â (3.8)% Â Â (6.7)% Â Â (6.6)% Three months ended September 30, 2024 compared to three months ended September 30, 2023 Revenues, net. Revenues increased $2.0 million, or 10%, to $22.2 million during the three months ended September 30, 2024, compared to $20.2 million during the three months ended September 30, 2023. This was primarily driven by an increase in member count as well as improvements in ARPU (â€œAverage Revenue Per Userâ€). Cost of revenues. Cost of revenues increased $0.1 million or 3.3% to $3.1 million during the three months ended September 30, 2024, compared to $3.0 million during the three months ended September 30, 2023, which is primarily related to the increase in revenues and revenue mix. Gross profit margin increased during the three months ended September 30, 2024 to 86.0% from 85.2% for the three months ended September 30, 2023 primarily due to improvements in ARPU. 14 Â Selling and operating expenses. Selling and operating expenses increased $2.1 million, or 12.9%, to $18.4 million during the three months ended September 30, 2024, compared to $16.3 million for the three months ended September 30, 2023, driven primarily by the absence of the ERTC (â€œEmployee Retention Tax Creditâ€) benefit recognized in the third quarter 2023. Without the credit of $1.75 million in 2023, selling and operating expense during the three months ended September 30, 2023 would have been $18.1 million. As a percentage of net revenues, selling and operating expenses increased to 83.0% for the three months ended September 30, 2024 compared to 80.4% for the three months ended September 30, 2023. Corporate, general and administration expenses. Corporate, general and administration expenses increased $0.6 million, or 42.9% to $2.0 million for three months ended September 30, 2024 from $1.4 million for three months ended September 30, 2023. As a percentage of net revenues, these expenses increased to 9.1% for the three months ended September 30, 2024 from 7.1% for the three months ended September 30, 2023. Nine months ended September 30, 2024 compared to nine months ended September 30, 2023 Revenues, net. Revenues increased $6.2 million, or 10.4%, to $65.9 million during the nine months ended September 30, 2024, compared to $59.7 million during the nine months ended September 30, 2023. This was primarily driven by an increase in member count as well as an increase in ARPU. Cost of revenues. Cost of revenues increased $1.1 million or 12.8% to $9.7 million during the nine months ended September 30, 2024, compared to $8.6 million during the nine months ended September 30, 2023, which is primarily related to the increase in revenues and revenue mix. Gross profit margin decreased during the nine months ended September 30, 2024 to 85.3% from 85.6% for the nine months ended September 30, 2023 primarily due to increased content amortization related to an overall increase in our investment of our original content offerings and revenue mix. Selling and operating expenses. Selling and operating expenses increased $5.4 million, or 10.9%, to $54.9 million during the nine months ended September 30, 2024, compared to $49.5 million for the nine months ended September 30, 2023, driven primarily by an increase in marketing expense and people related expenses in addition to the absence of an ERTC benefit recognized in the third quarter 2023. Without the credit of $1.75 million in 2023, selling and operating expense during the nine months ended September 30, 2023 would have been $51.3 million. As a percentage of net revenues, selling and operating expenses increased to 83.2% for the nine months ended September 30, 2024 compared to 82.8% for the nine months ended September 30, 2023. Corporate, general and administration expenses. Corporate, general and administration expenses increased $0.9 million, or 19.1% to $5.6 million for nine months ended September 30, 2024 from $4.7 million for nine months ended September 30, 2023. As a percentage of net revenues, these expenses increased to 8.5% for the nine months ended September 30, 2024 from 7.9% for the nine months ended September 30, 2023. Seasonality Our member base reflects seasonal variations driven primarily by periods when consumers typically spend more time indoors and, as a result, tend to increase their viewing, similar to those of traditional TV and cable networks. We have generally experienced the greatest member growth in the fourth and first quarters (October through February), and slowest during May through August. This drives quarterly variations in our spending on member acquisition efforts and the number of net new subscribers we add each quarter but does not result in a corresponding seasonality in net revenue. As we continue to expand internationally, we expect regional seasonality trends to demonstrate more predictable seasonal patterns as our service offering in each market becomes more established and we have a longer history to assess such patterns. Liquidity and Capital Resources Our capital needs arise from working capital required to fund operations, capital expenditures related to acquisition and development of media content, development and marketing of our digital platforms, acquisitions of new businesses and other investments, replacements, expansions and improvements to our infrastructure, and future growth. These capital requirements depend on numerous factors, including the rate of market acceptance of our offerings, our ability to expand our customer base, the cost of ongoing upgrades to our offerings, our expenditures for marketing, and other factors. Additionally, we will continue to pursue opportunities to expand our media libraries, evaluate possible investments in businesses and technologies, and increase our marketing programs as needed. Our budgeted content and capital expenditures for the remainder of 2024 are expected to be between $3.0 to $4.0 million which we intend to fund with cash flows generated from operations. These planned expenditures will be predominately utilized to expand our content library and build out the capabilities of our digital platforms. The planned expenditures are discretionary and, with our in-house production capabilities, we have the ability to scale expenditures based on the available cash flows from operations. We began to generate positive cash flows from operations in 2020 and have continued to generate cash flows from operations since. We expect 15 Â to continue generating positive cash flows from operations during the remainder of 2024. We generated approximately $4.3 million in cash flows from operations during the nine months ended September 30, 2024. As of September 30, 2024, our cash balance was $4.4 million. As described in Note 4, during August 2022, we entered into a Credit Agreement with KeyBank, which provides for a revolving credit facility in an aggregate amount of up to $10.0 million. Funds from the Credit Agreement are available for working capital and general corporate purposes, but not to fund any permitted acquisitions or other investments. As of September 30, 2024, there were no outstanding borrowings under the Credit Agreement. As described in Note 10, in April 2024, the Company entered into a series of transactions with its subsidiary, Igniton, and a third-party entity to purchase a perpetual license for a total of $16.2 million of consideration comprised of $10.2 million of cash and $5.0 million of common stock of Igniton and $1.0 million of the Companyâ€™s equity security investment in Telomeron (the â€œLicense Purchaseâ€). The license allows the Company to utilize the technology developed by the third party. This license is being recorded within the Technology license, net line item on the condensed consolidated balance sheets. The License Purchase was primarily funded through an equity financing through Igniton which raised $6.8 million of cash from third-party investors. In the normal course of our business, we investigate, evaluate and discuss acquisition, joint venture, minority investment, strategic relationship and other business combination opportunities in our market. For any future investment, acquisition, or joint venture opportunities, we may consider using then-available liquidity, issuing equity securities or incurring indebtedness. While there can be no assurances, we believe our cash on hand, our cash expected to be generated from operations, our potential additional borrowing capabilities now that we have a history of generating positive operating cash flows, and our potential capital raising capabilities will be sufficient to fund our operations on both a short-term and long-term basis. However, our projected cash needs may change as a result of acquisitions, product development, unforeseen operational difficulties, or other factors. Â Cash Flows The following table summarizes our sources (uses) of cash during the periods presented: Â Â For the Three Months Ended September 30, Â Â For the Nine Months Ended September 30, Â (in thousands) Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Â Â (unaudited) Â Â (unaudited) Â Net cash provided by (used in): Â Â Â Â Â Â Â Â Â Â Â Â Operating activities Â $ 409 Â Â $ 1,415 Â Â $ 4,264 Â Â $ 2,685 Â Investing activities Â Â (1,361) Â Â (1,066) Â Â (13,881) Â Â (2,975) Financing activities Â Â (142) Â Â 1 Â Â Â 6,216 Â Â Â (43) Net change in cash Â $ (1,094) Â $ 350 Â Â $ (3,401) Â $ (333) Operating activities. Cash flows provided by operations increased approximately $1.6 million during the first nine months of 2024 compared to the same period in 2023. The increase was primarily driven by changes in earnings and the timing of working capital, primarily accrued liabilities and deferred

revenues. Investing activities. Cash flows used, including the investing activities within our 71% owned subsidiary, increased $10.9 million during the first nine months of 2024 compared to the same period in 2023 due primarily to a technology license acquired during the second quarter. Excluding this subsidiary license purchase, the cash flow used would be a decrease of $3.0 million. Financing activities. Cash flows provided by financing activities were primarily impacted by raising funds through Gaiaâ€™s subsidiary, Igniton. Item 3. Quantitative and Qualitative Disclosures About Market Risk We are a smaller reporting company as defined in Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item. 16 Â Item 4. Controls and Procedures Evaluation of Disclosure Controls and Procedures Management (i.e., the Companyâ€™s principal executive officer and principal financial officer), conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rule 13a-15(e) and Rule 15d-15(e) promulgated under the Securities Exchange Act of 1934. Based upon its evaluation as of September 30, 2024, our management has concluded that those disclosure controls and procedures were not effective at a reasonable assurance level based on the previously identified material weaknesses in our internal control over financial reporting as described below. Notwithstanding the previously identified material weaknesses, management, including our Chief Executive Officer and Chief Financial Officer, believes the condensed consolidated financial statements included in this Quarterly Report on Form 10-Q fairly present, in all material respects, our financial condition, results of operations and cash flows at and for the periods presented in accordance with U.S. GAAP. Previously Identified Material Weakness In the course of preparing our consolidated financial statements for the fiscal year ended December 31, 2023, we identified two material weaknesses in our internal control over financial reporting. A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim consolidated financial statements will not be prevented or detected on a timely basis. In our assessment of the effectiveness of internal control over financial reporting, we identified the following control deficiencies that represent material weaknesses as of December 31, 2023. Specifically, we determined that we did not have appropriate technical accounting and financial reporting capabilities to properly record in our financial statements certain complex or unusual transactions. Additionally, we determined our financial close and reporting process was inadequate due to insufficient analysis of certain accounts and inadequate financial reporting systems. These material weaknesses resulted in incorrect accounting entries that were identified and corrected through the audit of our fiscal year ended December 31, 2023. In addition, these material weaknesses resulted in errors in the consolidated financial statements and related disclosures in our Annual Report on Form 10-K for the year ended December 31, 2022 and our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2022 through September 30, 2023. Ongoing Remediation of Previously Identified Material Weakness We have begun taking measures, and plan to continue to take measures, to remediate the material weaknesses. In order to address these material weaknesses, we have begun to implement additional procedures and controls in the financial statement close and reporting process, which include enhanced system capabilities in most areas, enhanced reconciliation controls, enhanced review controls and financial close checklists which aim to ensure all necessary reviews and reconciliations are occurring as designed. Additionally, we have begun to enhance access to accounting training, literature, research materials and plan to increase communication channels among our personnel and outsourced third-party professionals with whom we may consult regarding the application of complex accounting transactions. We also hired additional accounting and finance personnel with technical accounting and financial reporting experience. We believe the measures described above along with other elements of our remediation plan will remediate the material weaknesses identified and strengthen our internal controls over financial reporting. We are committed to continuing to improve our internal control processes and have begun to implement the measures described above. We will also continue to review, optimize and enhance our financial reporting controls and procedures. As we continue to evaluate and work to improve our internal control over financial reporting, we may take additional measures to address control deficiencies or we may modify certain of the remediation measures described above. We will not consider our material weaknesses remediated until the applicable remediated controls operate for a sufficient period of time and management has concluded, through testing, that these controls are operating effectively. For more information concerning the material weakness identified and remediation steps, see the section titled â€œRisk Factors â€" Risks Related to our Material Weakness and Restatementsâ€ included in our Annual Report on Form 10-K, filed on March 29, 2024. Changes in Internal Control over Financial Reporting Other than the ongoing material weakness remediation activities described above, there were no changes in our internal control over financial reporting that occurred during the quarter ended September 30, 2024, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. 17 Â PART IIâ€"OTHER INFORMATION Item 1. Legal Proceedings. None. Item 1A. Risk Factors. We incorporate by reference the Risk Factors included as Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2023 that we filed with the SEC on March 29, 2024. Item 2. Unregistered Sales of Equity Securities and Use of Proceeds. None. Item 3. Defaults Upon Senior Securities. None. Item 5. Other Information. During the three months ended September 30, 2024, no director or officer of Gaia adopted or terminated a â€œRule 10b5-1 trading arrangementâ€ or a â€œnon-Rule 10b5-1 trading arrangementâ€ as such terms are defined under Item 408(a) of Regulation S-K. 18 Â Item 6. Exhibits Â ExhibitNo. Â Description Â Â Â 31.1* Â Certification of the Principal Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934. Â Â Â 31.2* Â Certification of the Principal Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934. Â Â Â 32.1** Â Certification of the Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Â Â Â 32.2** Â Certification of the Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Â Â Â 101.INS Â Inline XBRL Instance Document. Â Â Â 101.SCH Â Inline XBRL Taxonomy Extension Schema Document Â Â Â 101.CAL Â Inline XBRL Taxonomy Extension Calculation Linkbase Document Â Â Â 101.DEF Â Inline XBRL Taxonomy Extension Definition Linkbase Document Â Â Â 101.LAB Â Inline XBRL Taxonomy Extension Label Linkbase Document Â Â Â 101.PRE Â Inline XBRL Taxonomy Extension Presentation Linkbase DocumentÂ 104 Â Cover Page Interactive Data File Â * Filed herewith ** Furnished herewith 19 Â SIGNATURES 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. Â Â Â Gaia, Inc. Â Â (Registrant) Â Â Â November 4, 2024 By: /s/ James Colquhoun Date Â James Colquhoun Â Â Chief Executive Officer Â Â (Authorized Officer) Â Â Â November 4, 2024 By: /s/ Ned Preston Date Â Ned Preston Â Â Chief Financial Officer Â Â (Principal Financial and Accounting Officer) Â 20 EX-31.1 2 gaia-ex31_1.htm EX-31.1 EX-31.1 Exhibit 31.1 CERTIFICATION I, James Colquhoun, certify that: 1.I have reviewed this quarterly report on Form 10-Q of Gaia, Inc.; 2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; 3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; 4.The registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: (a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; (b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; (c)Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and (d)Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and 5.The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions): (a)all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and (b)any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting. Date: November 4, 2024 Â /s/ James Colquhoun James Colquhoun Chief Executive Officer (Principal Executive Officer) Â EX-31.2 3 gaia-ex31_2.htm EX-31.2 EX-31.2 Exhibit 31.2 CERTIFICATION I, Ned Preston, certify that: 1.I have reviewed this quarterly report on Form 10-Q of Gaia, Inc.; 2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; 3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; 4.The registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: (a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; (b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; (c)Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and (d)Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and 5.The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions): (a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and (b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting. Date: November 4, 2024 Â /s/ Ned Preston Ned Preston Chief Financial Officer (Principal Financial Officer) Â EX-32.1 4 gaia-ex32_1.htm EX-32.1 EX-32.1 Exhibit 32.1 CERTIFICATIONS PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 In connection with the Quarterly Report of Gaia, Inc. (the â€œCompanyâ€) on Form 10-Q for the period ended September 30, 2024, as filed with the U.S. Securities and Exchange Commission on the date hereof (the â€œReportâ€), I, James Colquhoun, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge: (1)The Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934; and (2)The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. Date: November 4, 2024 Â /s/ James Colquhoun James Colquhoun Chief Executive Officer (Principal Executive Officer) A signed original of the written statement required by Section 906 has been provided to Gaia will be retained by Gaia and furnished to the Securities and Exchange Commission or its staff upon request. EX-32.2 5 gaia-ex32_2.htm EX-32.2 EX-32.2 Exhibit 32.2 CERTIFICATIONS PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 In connection with the Quarterly Report of Gaia, Inc. (the â€œCompanyâ€) on Form 10-Q for the period ended September 30, 2024, as filed with the U.S. Securities and Exchange Commission on the date hereof (the â€œReportâ€), I, Ned Preston, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge: (1)The Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934; and (2)The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. Date: November 4, 2024 Â /s/ Ned Preston Ned Preston Chief Financial Officer (Principal Financial Officer) A signed original of the written statement required by Section 906 has been provided to Gaia and will be retained by Gaia and furnished to the Securities and Exchange Commission or its staff upon request. EX-101.SCH 6 gaia-20240930.xsd XBRL TAXONOMY EXTENSION SCHEMA WITH EMBEDDED LINKBASES DOCUMENT 100000 - Document - Document and Entity Information link:presentationLink link:calculationLink link:definitionLink 100010 - Statement - Condensed Consolidated Balance Sheets link:presentationLink link:calculationLink link:definitionLink 100020 - Statement - Condensed Consolidated Balance Sheets (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 100030 - Statement - Condensed Consolidated Statements of Operations (unaudited) 2 link:presentationLink link:calculationLink link:definitionLink 100040 - Statement - Condensed Consolidated Statements of Operations (unaudited) link:presentationLink link:calculationLink link:definitionLink 100050 - Statement - Condensed Consolidated Statements of Changes in Equity (unaudited) link:presentationLink link:calculationLink link:definitionLink 100060 - Statement - Condensed Consolidated Statements of Cash Flows (unaudited) link:presentationLink link:calculationLink link:definitionLink 995455 - Disclosure - Organization, Nature of Operations, and Principles of Consolidation link:presentationLink link:calculationLink link:definitionLink 995465 - Disclosure - Revenue Recognition link:presentationLink link:calculationLink link:definitionLink 995475 - Disclosure - Equity and Share-Based Compensation link:presentationLink link:calculationLink link:definitionLink 995485 - Disclosure - Debt link:presentationLink link:calculationLink link:definitionLink 995495 - Disclosure - Leases link:presentationLink link:calculationLink link:definitionLink 995505 - Disclosure - Loss Per Share link:presentationLink link:calculationLink link:definitionLink 995515 - Disclosure - Income Taxes link:presentationLink link:calculationLink link:definitionLink 995525 - Disclosure - Non-income Taxes link:presentationLink link:calculationLink link:definitionLink 995535 - Disclosure - Contingencies link:presentationLink link:calculationLink link:definitionLink 995545 - Disclosure - Segment and Geographic Information link:presentationLink link:calculationLink link:definitionLink 995555 - Disclosure - Igniton Transaction link:presentationLink link:calculationLink link:definitionLink 995565 - Disclosure - Subsequent Events link:presentationLink link:calculationLink link:definitionLink 995575 - Disclosure - Organization, Nature of Operations, and Principles of Consolidation (Policies) link:presentationLink link:calculationLink link:definitionLink 995585 - Disclosure - Debt (Tables) link:presentationLink link:calculationLink link:definitionLink 995595 - Disclosure - Leases (Tables) link:presentationLink link:calculationLink link:definitionLink 995605 - Disclosure - Loss Per Share (Tables) link:presentationLink link:calculationLink link:definitionLink 995615 - Disclosure - Segment and Geographic Information (Tables) link:presentationLink link:calculationLink link:definitionLink 995625 - Disclosure - Igniton Transaction (Tables) link:presentationLink link:calculationLink link:definitionLink 995635 - Disclosure - Organization, Nature of Operations, and Principles of Consolidation - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 995645 - Disclosure - Equity and Share-Based Compensation - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 995655 - Disclosure - Debt - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 995665 - Disclosure - Debt - Schedule of Maturities on Long Term Debt, Net (Detail) link:presentationLink link:calculationLink link:definitionLink 995675 - Disclosure - Leases - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 995685 - Disclosure - Leases - Schedule of Right of Use Asset and Related Lease Liability (Detail) link:presentationLink link:calculationLink link:definitionLink 995695 - Disclosure - Leases - Schedule of Supplemental Cash Flow Information (Detail) link:presentationLink link:calculationLink link:definitionLink 995705 - Disclosure - Leases - Schedule of Future Maturity of Lease Liability (Detail) link:presentationLink link:calculationLink link:definitionLink 995715 - Disclosure - Leases - Schedule of Future Maturity of Lease Liability (Detail) 2 link:presentationLink link:calculationLink link:definitionLink 995725 - Disclosure - Loss Per Share - Schedule of Weighted-Average Diluted Shares Outstanding (Detail) link:presentationLink link:calculationLink link:definitionLink 995735 - Disclosure - Loss Per Share - Summary of Potential Common Shares Excluded from Diluted Calculation (Detail) link:presentationLink link:calculationLink link:definitionLink 995745 - Disclosure - Income Taxes - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 995755 - Disclosure - Contingencies - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 995765 - Disclosure - Segment and Geographic Information - Geographical Data for

Operations (Details) link:presentationLink link:calculationLink link:definitionLink 995775 - Disclosure - Igniton Transaction - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995785 - Disclosure - Igniton Transaction - Schedule of Technology License, Net (Details) link:presentationLink link:calculationLink link:definitionLink 995795 - Disclosure - Igniton Transaction - Schedule of Discloses the Effects of Changes Companys Ownership (Details) link:presentationLink link:calculationLink link:definitionLink 995805 - Disclosure - Subsequent Events - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink Statement [Line Items] Statement [Line Items] Minimum required fixed charge coverage ratio Minimum Required Fixed Charge Coverage Ratio Minimum required fixed charge coverage ratio. Debt Instrument [Axis] Accounts receivable Increase (Decrease) in Accounts Receivable License useful life. License Useful Life License useful life Common stock igniton. Common Stock Igniton Common stock igniton Entity Address, Postal Zip Code Entity Address, Postal Zip Code Media library, net Media Library Net Media library net. Prime Rate and SOFR [Member] Prime and Sofr [Member] Prime and SOFR. Disposal Group Name Disposal Group Name [Axis] Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code Cash paid for interest Interest paid Interest Paid, Excluding Capitalized Interest, Operating Activities Investments and other assets, net Investments and Other Noncurrent Assets Mortgage Loan [Member] Mortgage Loan [Member] Mortgage loan. Beginning balance (in shares) Ending balance (in shares) Shares, Outstanding Long-Term Debt, Type Long-Term Debt, Type [Domain] Business Combination, Consideration Transferred, Total Business Combination, Consideration Transferred Total purchase amount Thereafter Lessee Operating Lease Liability Payments Due After Year Four Lessee operating lease liability payments due after year four. Long-term debt, current portion Long-Term Debt, Current Maturities Long-Term Debt, Current Maturities, Total 2024 (remaining) Lessee, Operating Lease, Liability, to be Paid, Remainder of Fiscal Year Keybank [Member] Keybank. Leases Lessee, Operating Leases [Text Block] Margin [Member] Margin. Product and Service [Axis] Deferred taxes, net Deferred Income Tax Liabilities, Net Finite-Lived Intangible Assets by Major Class [Axis] Lender Name Lender Name [Axis] Floor Rate [Member] Base Rate [Member] Collaborative Arrangement and Arrangement Other than Collaborative Collaborative Arrangement and Arrangement Other than Collaborative [Domain] Supplemental schedule of non-cash investing and financing activities Noncash Investing and Financing Items [Abstract] Document Information [Table] Document Information [Table] Revenue Recognition Revenue from Contract with Customer [Text Block] Total maturities on long-term debt Long-Term Debt, Gross Entity Central Index Key Entity Central Index Key Changes in operating assets and liabilities: Increase (Decrease) in Operating Capital [Abstract] Common stock, shares issued Common Stock, Shares, Issued Sale shares of igniton common stock Prepaid expenses and other current assets Increase (Decrease) in Prepaid Expense and Other Assets Income Statement [Abstract] Entity Address, State or Province Entity Address, State or Province Accrued penalty liabilities Accrued Penalty Liabilities Accrued penalty liabilities Issuance of Gaia, Inc. common stock for employee stock purchase plan Stock Issued During Period, Value, Employee Stock Purchase Plan Igniton activity Igniton Activity Igniton activity Non-income Taxes Non Income Tax Disclosure [Text Block] Non-income tax disclosure. Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Loss before income taxes Gaia Parent [Member] Number of channels Number Of Channels Number of channels. Accrued and other liabilities Increase (Decrease) in Other Accrued Liabilities Income (Loss) from Discontinued Operations and Disposal of Discontinued Operations, Net of Tax, Per Diluted Share, Total Discontinued operations Income (Loss) from Discontinued Operations and Disposal of Discontinued Operations, Net of Tax, Per Diluted Share Line of credit facility, expiration Line of Credit Facility, Expiration Date Employee retention credit in Selling and operating expenses related to CARES Act. Employee Retention Credit in Selling and Operating Expenses Related to CARES Act Employee retention credit in Selling and operating expenses related to CARES Act Cover [Abstract] Subsequent Event [Line Items] Basic (attributable to common shareholders) Basic (attributable to common shareholders) Earnings Per Share, Basic Operating lease, extending Description Lessee, Operating Lease, Option to Extend Operating Expenses: Operating Expenses [Abstract] Issuance of Gaia, Inc. common stock for media library acquisition (in shares) Stock Issued During Period, Shares, Acquisitions Deferred revenue Contract with Customer, Liability, Current Share-based compensation Share-based compensation expense Share-Based Payment Arrangement, Expense Retained Earnings (Accumulated Deficit), Total Accumulated deficit Retained Earnings (Accumulated Deficit) Segment Reporting [Abstract] Minimum current membership percentage outside United States Minimum Current Membership Percentage In Online Platform For Yoga Practice And Education Minimum current membership percentage in online platform for yoga practice and education. Current assets: Assets, Current [Abstract] United States [Member] UNITED STATES Investment Type [Axis] Maximum Prefunded Warrants Percentage Maximum Prefunded Warrants Percentage Maximum prefunded warrants percentage Adjustments to Additional Paid in Capital, Other Change in Gaia's paid-in capital for sale of Igniton Shares, net of issuance costs Net cash provided by operating activities Net Cash Provided by (Used in) Operating Activities Value of shares issued for acquisition of content added to Media Library Stock Issued Product and Service [Domain] Debt Instrument [Line Items] Debt Instrument [Line Items] Line of credit facility, expiration Line of Credit Facility, Expiration Line of credit facility, expiration Non Income Tax Disclosure [Abstract] Non-income taxes. Net operating loss carryforwards Operating Loss Carryforwards Sublimit for letter of credit facility Sublimit for Letter of Credit Facility Sublimit for letter of credit facility. Property and equipment, net Property, Plant and Equipment, Net Property, Plant and Equipment, Net, Total 2028 Lessee, Operating Lease, Liability, to be Paid, Year Four Cash flows from operating activities: Net Cash Provided by (Used in) Operating Activities [Abstract] Common stock, par value Common Stock, Par or Stated Value Per Share Operating Lease Right Of Use Asset Statement Of Financial Position Extensible List Operating Lease, Right-of-Use Asset, Statement of Financial Position [Extensible Enumeration] Amount raised as equity financing by majority owned subsidiary Amount Raised As Equity Financing By Majority Owned Subsidiary Amount raised as equity financing by majority owned subsidiary. Perpetual license. Perpetual License [Member] Statement of Cash Flows [Abstract] Antidilutive Securities, Name Antidilutive Securities, Name [Domain] Equity method investment Equity Method Investments Entity Entity [Domain] Schedule of Right of Use Asset and Related Lease Liability and Supplemental Cash Flow Information Schedule Of Right Of Use Asset And Related Lease Liability And Supplemental Cash Flow Information Table [Text Block] Schedule of right of use asset and related lease liability and supplemental cash flow information. Equity Components Equity Components [Axis] Income Taxes [Line Items] Income Taxes [Line Items] Income taxes. Entity Address, Address Line One Entity Address, Address Line One Schedule of Weighted-Average Diluted Shares Outstanding Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Federal [Member] Federal [Member] Federal. Subsequent Event Type [Axis] Summary of Potential Common Shares Excluded from Diluted Calculation Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block] Maximum borrowing capacity under credit facility Line of Credit Facility, Maximum Borrowing Capacity International [Member] Outside United States [Member] Non-US [Member] Amendment Flag Amendment Flag Net (loss) income attributable to noncontrolling interests Net Income (Loss) Attributable to Noncontrolling Interest Change from net income attributable to Gaia, Inc. shareholders and transfers from Noncontrolling Interest Net transfers from non-controlling interest Operating lease liability, net of current portion Operating lease liability (non-current) Operating Lease, Liability, Noncurrent Equity financing raised by subsidiary Undivided interest sold consideration received Equity financing raised Debt Instrument, Name [Domain] Additional paid-in capital Additional Paid in Capital, Common Stock Operating Lease Liability Current Statement Of Financial Position Extensible List Operating Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration] SOFR [Member] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] Net loss Lessee Lease Description [Table] Lessee, Lease, Description [Table] Options exercised during period Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period Variable Rate [Domain] Equity Component Equity Component [Domain] Statistical Measurement Statistical Measurement [Domain] Schedule of technology license, net. Schedule Of Technology License, Net [Table Text Block] Schedule of Technology License, Net General and Administrative Expense, Total Corporate, general and administration General and Administrative Expense Stock issued during period, value of common stock for media library acquisition. Stock Issued During Period, Value Of Common Stock For Media Library Acquisition Issuance of Gaia, Inc. common stock for media library acquisition Other Nonoperating Income (Expense), Total Interest and other expense, net Other Nonoperating Income (Expense) Weighted-average common stock outstanding Weighted Average Number of Shares Issued, Basic Net loss Net Income (Loss), Including Portion Attributable to Noncontrolling Interest Change from net income attributable to Gaia, Inc. shareholders and transfers from Noncontrolling Interest Change from net income attributable to Gaia, Inc. shareholders and transfers from Noncontrolling Interest Cash paid for operating lease liabilities Operating Lease, Payments Restricted cash Restricted cash Restricted Cash, Current Issuance of Gaia, Inc. common stock for employee stock purchase plan, Shares Stock Issued During Period, Shares, Employee Stock Purchase Plans Operating lease expense Operating Lease, Expense Prepaid expenses and other current assets Prepaid Expense and Other Assets, Current Westside Boulder, LLC. [Member] Westside Boulder L L C [Member] Westside Boulder, LLC. Collaborative Arrangement and Arrangement Other than Collaborative Collaborative Arrangement and Arrangement Other than Collaborative [Axis] Class of Stock Class of Stock [Domain] Collaborative Arrangement Disclosure [Text Block] Igniton Transaction Schedule of Finite-Lived Intangible Assets [Table Text Block] Schedule of Technology License, Net Common Stock, Shares, Outstanding, Ending Balance Common Stock, Shares, Outstanding, Beginning Balance Common stock, shares outstanding Common Stock, Shares, Outstanding Finite-Lived Intangible Assets, Major Class Name [Domain] Antidilutive Securities Antidilutive Securities [Axis] Non-cash consideration paid for intangible assets. Non-Cash Consideration Paid For Intangible Assets Non-cash consideration paid for intangible assets Maximum Ownership Limitation Percentage Maximum Ownership Limitation Percentage Maximum ownership limitation percentage Cash Cash consideration Minimum debt service ratio - post distribution Minimum Debt Service Ratio Post Distribution Minimum debt service ratio post distribution. Entity Interactive Data Current Entity Interactive Data Current Document Quarterly Report Document Quarterly Report Statistical Measurement Statistical Measurement [Axis] Selling and operating Selling Expense Media library, software and equipment, net Media Library Software And Equipment Net Media library software and equipment net. Cost of Goods and Services Sold, Total Cost of revenues Cost of Goods and Services Sold Related and Nonrelated Parties [Domain] Two Five Year Extensions [Member] Two Five Year Extensions [Member] Two five year extensions. Schedule of Future Maturity of Lease Liability Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block] Finite-Lived Intangible Assets, Gross, Total Finite-Lived Intangible Assets, Gross Technology license Stockholder expense Stockholder Expense Stockholder expense. Ownership Ownership [Domain] Total assets Assets Debt Instrument [Table] Schedule of Long-Term Debt Instruments [Table] Recently Issued Accounting Pronouncements Not Yet Adopted New Accounting Pronouncements, Policy [Policy Text Block] Entity Address, City or Town Entity Address, City or Town Equity method investment loss Equity method investment losses Income (Loss) from Equity Method Investments Schedule of Maturities on Long Term Debt, Net Schedule of Maturities of Long-Term Debt [Table Text Block] Subsidiary interest percentage Sale of Stock, Percentage of Ownership after Transaction Equity and Share-Based Compensation Shareholders' Equity and Share-Based Payments [Text Block] Proceeds from sale of subsidiary common stock. Proceeds From Sale Of Subsidiary Common Stock Proceeds from sale of subsidiary common stock, net of transaction costs Operating lease, weighted average discount rate Operating Lease, Weighted Average Discount Rate, Percent Boulder Road LLC [Member] Boulder Road [Member] Boulder Road LLC. Lessee Lease Description [Line Items] Lessee, Lease, Description [Line Items] Current liabilities: Liabilities, Current [Abstract] Lease Contractual Term Lease Contractual Term [Axis] Document Type Document Type Title of 12(b) Security Title of 12(b) Security Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value, Total Cash Cash and Cash Equivalents, at Carrying Value Statement of Stockholders' Equity [Abstract] Document Fiscal Period Focus Document Fiscal Period Focus Long-term debt, net of current portion (Note 4) Long-Term Debt, Excluding Current Maturities Long-Term Debt, Excluding Current Maturities, Total Acquisition date Business Acquisition, Effective Date of Acquisition Maturities of Long-Term Debt [Abstract] Subsequent Event Type [Domain] Noncash operating lease expense NonCash Operating Lease Expense Noncash operating lease expense. Igniton Transaction [Text Block] Igniton Transaction [Text Block] Igniton Transaction Schedule of Other Ownership Interests [Table Text Block] Schedule of Discloses the Effects of Changes Companys Ownership Number of days considered for calculation of aggregate outstanding amount Number of Days Considered for Calculation of Aggregate Outstanding Amount Number of days considered for calculation of aggregate outstanding amount. Business Combination, Consideration Transferred, Equity Interests Issued and Issuable Issuance of common stock Cash flows from investing activities: Net Cash Provided by (Used in) Investing Activities [Abstract] Investments [Domain] Yoga International [Member] Yoga International [Member] Yoga International. Business combination net operating revenue Revenues, net Revenue from Contract with Customer, Excluding Assessed Tax Civil monetary penalty to be paid by CFO Civil Monetary Penalty To Be Paid by Chief Financial Officer Civil monetary penalty to be paid by chief financial officer. Income Taxes Income Tax Disclosure [Text Block] Revenue: Geographic Areas, Revenues from External Customers [Abstract] Use of Estimates and Reclassifications Use Of Estimates And Reclassifications Policy [Text Block] Use of estimates and reclassifications. Ownership Ownership [Axis] Disposal Group, Including Discontinued Operation, Assets, Total Assets Disposal Group, Including Discontinued Operation, Assets Credit Facility [Domain] Finite-Lived Intangible Assets, Net, Beginning Balance Finite-Lived Intangible Assets, Net, Ending Balance Finite-Lived Intangible Assets, Net Technology license, net Technology license, net Depreciation, Depletion and Amortization, Nonproduction, Total Depreciation and amortization Depreciation, Depletion and Amortization, Nonproduction Accounts payable Increase (Decrease) in Accounts Payable Increase (Decrease) in Accounts Payable, Total LIABILITIES AND EQUITY Liabilities and Equity [Abstract] Credit Agreement [Member] Credit And Security Agreement [Member] Credit and security agreement. Document Period End Date Document Period End Date Net Cash Provided by (Used in) Financing Activities Net cash provided by (used in) financing activities Class A Common Stock [Member] Common Class A [Member] Share-based compensation APIC, Share-Based Payment Arrangement, Increase for Cost Recognition APIC, Share-Based Payment Arrangement, Increase for Cost Recognition, Total Class B Common Stock [Member] Common Class B [Member] Provision for (benefit from) income taxes Income Tax Expense (Benefit) Income Tax Expense (Benefit), Total Igniton Transaction [Line Items] Igniton Transaction [Line Items] Trading Symbol Trading Symbol Variable Rate [Axis] Total Gaia, Inc. shareholders' equity Equity, Attributable to Parent Equity, Attributable to Parent, Ending Balance Equity, Attributable to Parent, Beginning Balance Media library amortization Media library amortization Media Library Amortization Media library amortization. Disposal Group, Including Discontinued Operation, Liabilities, Total Liabilities Disposal Group, Including Discontinued Operation, Liabilities Payments to Acquire Businesses, Gross Payment through cash Income (Loss) from Discontinued Operations and Disposal of Discontinued Operations, Net of Tax, Per Basic Share, Total Discontinued operations Income (Loss) from Discontinued Operations and Disposal of Discontinued Operations, Net of Tax, Per Basic Share Goodwill, Ending Balance Goodwill, Beginning Balance Goodwill, Total Goodwill Goodwill Additions to media library Additions to media library Additions To Media Library Additions to media library. Geographical Geographical [Axis] Leases [Abstract] Telomeron. Telomeron [Member] Benchmark or SOFR Unavailability Period [Member] Benchmark or SOFR Unavailability Period [Member] Benchmark or SOFR unavailability period. Operating Lease Liability Noncurrent Statement Of Financial Position Extensible List Operating Lease, Liability, Noncurrent, Statement of Financial Position [Extensible Enumeration] Security Exchange Name Security Exchange Name Proceeds from Sale, Maturity and Collection of Investments, Total Proceeds from Sale, Maturity and Collection of Investments Proceeds from investment Continuing operations (attributable to common shareholders) Income (Loss) from Continuing Operations, Per Basic Share Business Acquisition, Acquiree Business Acquisition, Acquiree [Domain] Total operating expenses Operating Expenses Geographical Data for Operations Revenue from External Customers by Geographic Areas [Table Text Block] Class of Stock Class of Stock [Axis] Legal Entity Legal Entity [Axis] 2027 Lessee, Operating Lease, Liability, to be Paid, Year Three Undivided interest sold percentage Subsidiary, Ownership Percentage, Noncontrolling Owner Stock issued during period shares RSU released employee stock purchase plan stock options exercised and shares based compensation. Stock Issued During Period Shares R S U Released Employee Stock Purchase Plan Stock Options Exercised And Shares Based Compensation Issuance of Gaia, Inc. common stock for RSU releases, employee stock purchase plan, stock option exercises and share-based compensation (in shares) Subsequent Event [Member] Maximum [Member] Maximum [Member] Total liabilities and equity Liabilities and Equity Operating right-of-use asset, net Operating right-of-use asset, net Operating Lease, Right-of-Use Asset Supplemental disclosure of cash flow information Supplemental Cash Flow Information [Abstract] Prime Rate [Member] Diluted (attributable to common shareholders) Diluted (attributable to common shareholders) Earnings Per Share, Diluted Total liabilities Liabilities State [Member] State [Member] State. Total current assets Assets, Current Net cash used in investing activities Net Cash Provided by (Used in) Investing Activities Antidilutive securities included cancelations and excluded from computation of earnings per share, amount Antidilutive Securities Included Cancelations and Excluded from Computation of Earnings Per Share, Amount Antidilutive securities included cancelations and excluded from computation of earnings per share, amount. Operating lease, existence of option to extend [true false] Lessee, Operating Lease, Existence of Option to Extend [true false] Entity Filer Category Entity Filer Category Issuance of Gaia, Inc. common stock for RSU releases Stock Issued During Period Shares Restricted Stock Unit Released Stock issued during period shares restricted stock unit released. Total equity Beginning balance Ending balance Equity, Including Portion Attributable to Noncontrolling Interest Organization, Nature of Operations, and Principles of Consolidation Organization, Consolidation and Presentation of Financial Statements Disclosure [Text Block] Current Fiscal Year End Date Current Fiscal Year End Date Noncontrolling Interest Noncontrolling Interest [Member] Less: Imputed interest Lessee, Operating Lease, Liability, Undiscounted Excess Amount Revenue Recognition [Abstract] Related and Nonrelated Parties [Axis] Income Taxes [Table] Income Taxes [Table] Income Taxes [Table] Entity Registrant

Name Entity Registrant Name First interstate bank. First Interstate Bank [Member] First Interstate Bank [Member] Purchase perpetual license. Purchase Perpetual License Purchase perpetual license Gross profit Gross Profit Loss Per Share Earnings Per Share [Text Block] Debt instrument, maturity date Debt Instrument, Maturity Date Entity Emerging Growth Company Entity Emerging Growth Company Payments to Acquire Intangible Assets Purchase of intangible assets A W M Investment Company [Member] A W M Investment Company [Member] AWM Investment Company [Member] Weighted Average Number of Shares Outstanding, Basic, Total Basic Weighted Average Number of Shares Outstanding, Basic Technology license net. Technology License Net Technology license, net Common stock, shares authorized Common Stock, Shares Authorized Proceeds from the issuance of common stock Proceeds from Issuance of Common Stock Total net proceeds of common stock Increase (Decrease) in Accounts Payable and Accrued Liabilities, Total Accounts payable and accrued liabilities Increase (Decrease) in Accounts Payable and Accrued Liabilities Debt Disclosure [Abstract] Stock issued during period value RSU released employee stock purchase plan, stock options exercised and shares based compensation. Stock Issued During Period Value R S U Released Employee Stock Purchase Plan Stock Options Exercised And Shares Based Compensation Issuance of Gaia, Inc. common stock for RSU releases, employee stock purchase plan, stock option exercises and share-based compensation Igniton Transaction [Abstract] Igniton Transaction [Abstract] Premium on sale of common stock. Premium On Sale Of Common Stock Premium on sale of common stock Share-Based Payment Arrangement [Abstract] Issuance of Gaia, Inc. common stock for RSU releases, employee stock purchase plan, and share-based compensation, (in shares) Stock Issued During Period, Shares, RSU Releases, Employee Stock Purchase Plan, and Share-based Compensation Stock issued during period, shares, RSU releases, employee stock purchase plan, and share-based compensation. Contingencies Contingencies Disclosure [Text Block] Igniton Transaction 1[Table] Igniton Transaction [Table] Igniton Transaction [Table] Issuance of Gaia, Inc. common stock for media library acquisition Stock Issued During Period, Value, Acquisitions Accounting Policies [Abstract] Outstanding borrowings Long-Term Line of Credit, Total Loan principal amount Long-Term Line of Credit Income Tax Disclosure [Abstract] Equity, Attributable to Parent [Abstract] Shareholders equity: Restricted Cash Cash and Cash Equivalents, Restricted Cash and Cash Equivalents, Policy [Policy Text Block] Disposal Group Name Disposal Group Name [Domain] Statement [Table] Statement [Table] Subsequent Event [Table] Boulder Road and Westside Boulder, LLC [Member] Boulder Road And Westside Boulder Limited Liability Company [Member] Boulder Road and Westside Boulder, Limited Liability Company. Diluted Earnings Per Share, Diluted [Abstract] Entity File Number Securities Act File Number Segment and Geographic Information Segment Reporting Disclosure [Text Block] Net change in cash and cash equivalents Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Loss per share: Earnings (loss) per share: Earnings Per Share [Abstract] 2024 (remaining) Long-Term Debt, Maturity, Remainder of Fiscal Year Lease Contractual Term Lease Contractual Term [Domain] Other receivables Other Receivables Statement of Financial Position [Abstract] Loss from operations Loss from operations Operating Income (Loss) 2025 Long-Term Debt, Maturity, Year One Letters of Credit [Member] Letter of Credit [Member] Entity Shell Company Entity Shell Company Discontinued Operations Discontinued Operations, Policy [Policy Text Block] Entity Tax Identification Number Entity Tax Identification Number ASSETS Assets [Abstract] Loan Agreement [Member] Loan Agreement [Member] Loan agreement. Entity Current Reporting Status Entity Current Reporting Status Technology license. Technology License [Member] Net loss attributable to common shareholders Net Income (Loss) Available to Common Stockholders, Basic Net income attributable to Gaia, Inc. shareholders Igniton. Igniton [Member] Long-Term Debt, Type Long-Term Debt, Type [Axis] Subsequent Events [Abstract] Deferred revenue Increase (Decrease) in Contract with Customer, Liability Employee Stock Options and RSUs [Member] Employee Stock Options And Restricted Stock Units [Member] Employee stock options and restricted stock units. Geographical Geographical [Domain] Document Fiscal Year Focus Document Fiscal Year Focus Repayment of long-term debt Repayment of long-term debt Repayments of Long-Term Debt Repayments of Long-Term Debt, Total Additions to property and equipment in Accounts payable Capital Expenditures Incurred but Not yet Paid Finite-Lived Intangible Assets, Accumulated Amortization Accumulated amortization Cash and cash equivalents, end of period Cash and cash equivalents, beginning of period Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations, Total Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations Business Acquisition Business Acquisition [Axis] City Area Code City Area Code Total current liabilities Liabilities, Current Accrued and other liabilities Accrued Liabilities and Other Liabilities Line of Credit Facility, Lender Line of Credit Facility, Lender [Domain] Number of titles available in digital content library Number Of Titles Available In Digital Content Library Number of titles available in digital content library. Required aggregate outstanding amount for period of 30 consecutive days Required Aggregate Outstanding Amount for Period of Thirty Consecutive Days Required aggregate outstanding amount for period of thirty consecutive days. Organization, Consolidation and Presentation of Financial Statements [Abstract] Local Phone Number Local Phone Number Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Income Tax Authority Income Tax Jurisdiction [Axis] Commitments and Contingencies Disclosure [Abstract] Federal Funds Rate [Member] Fed Funds Effective Rate Overnight Index Swap Rate [Member] Operating lease liability, current portion Operating lease liability (current) Operating Lease, Liability, Current Document Information [Line Items] Document Information [Line Items] Maximum required leverage ratio Maximum Required Leverage Ratio Maximum required leverage ratio Schedule of Discloses the Effects of Changes Companys Ownership [Table Text Block] Schedule of Discloses the Effects of Changes Companys Ownership [Table Text Block] Schedule of Discloses the Effects of Changes Companys Ownership Income Tax Authority Income Tax Jurisdiction [Domain] Debt instrument, interest rate Interest rate Debt Instrument, Interest Rate, Stated Percentage Accumulated Deficit Retained Earnings [Member] Basic Earnings Per Share, Basic [Abstract] Additions to property and equipment Payments to Acquire Property, Plant, and Equipment, Total Payments to Acquire Property, Plant, and Equipment Minimum debt service ratio - pre distribution Minimum Debt Service Ratio Pre Distribution Minimum debt service ratio pre distribution. Document Transition Report Document Transition Report 2026 Lessee, Operating Lease, Liability, to be Paid, Year Two Schedule Of Antidilutive Securities Excluded From Computation Of Earnings Per Share [Table] Antidilutive Security, Excluded EPS Calculation [Table] Stock issued during period common stock for media library acquisition. Stock Issued During Period Common Stock For Media Library Acquisition Issuance of Gaia, Inc. common stock for media library acquisition , Shares Great Western Bank [Member] Great Western Bank [Member] Great Western Bank. Minimum [Member] Minimum [Member] Common Stock Common Stock [Member] Real estate, investment and other assets, net Real Estate Investment And Other Noncurrent Assets Net Real estate investment and other noncurrent assets net. Long-Term Debt, Maturity, Year Two 2025 Additional Paid-in Capital Additional Paid-in Capital [Member] Proceeds from short term borrowings Proceeds from Short-Term Debt Proceeds from Short-Term Debt, Total A La Carte Course Purchase [Member] A La Carte Course Purchase [Member] A La Carte Course Purchase. Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Adjustments to reconcile net loss to net cash provided by operating activities: Issuance of Gaia, Inc. common stock for RSU releases, employee stock purchase plan, and share-based compensation Stock Issued During Period Value RSU Releases Employee Stock Purchase Plan And Share Based Compensation Stock issued during period value RSU releases employee stock purchase plan and share based compensation. 2025 Lessee, Operating Lease, Liability, to be Paid, Year One Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Continuing operations (attributable to common shareholders) Income (Loss) from Continuing Operations, Per Diluted Share Issuance of Gaia, Inc. common stock for RSU releases and share-based compensation Stock Issued During Period Value Restricted Stock Unit Released And Share Based Compensation Stock issued during period, value, restricted stock unit released and share-based compensation. Schedule of Revenues from External Customers and Long-Lived Assets [Table] Noncontrolling interests Equity, Attributable to Noncontrolling Interest Equity, Attributable to Noncontrolling Interest, Ending Balance Equity, Attributable to Noncontrolling Interest, Beginning Balance Equity, Attributable to Noncontrolling Interest, Total Covenant compliance Debt Instrument, Covenant Compliance Other receivables Other receivables Increase (Decrease) in Accounts and Other Receivables Common stock Common Stock, Value, Issued Outstanding amount under credit facility Line of Credit, Current Organization Nature Of Operations And Principles Of Consolidation [Line Items] Organization Nature Of Operations And Principles Of Consolidation [Line Items] Organization nature of operations and principles of consolidation. Short-term mortgage and lease liability Short-term Mortgage and Lease Liability Short-term mortgage and lease liability. Issuance of Gaia, Inc. common stock for RSU releases and share-based compensation (in shares) Stock Issued During Period Shares Restricted Stock Unit Released And Share Based Compensation Stock issued during period, shares, restricted stock unit released and share-based compensation. Common Stock Equivalents Excluded due to Net Loss [Member] Common Stock Equivalents [Member] Common stock equivalents. 2025 Long-Term Debt, Maturity, Year Three Operating Lease, Liability Operating lease liability Operating Lease, Liability Commitments and Contingencies (Note 8) Commitments and Contingencies Equity security investment. Equity Security Investment Equity security investment Weighted-average number of shares Diluted Weighted Average Number of Shares Outstanding, Diluted Total net proceeds. Total Net Proceeds Total net proceeds Accounts Receivable, after Allowance for Credit Loss, Current, Total Accounts receivable Accounts Receivable, after Allowance for Credit Loss, Current Operating lease, Renewal Term Lessee, Operating Lease, Renewal Term Future lease payments, gross Lessee, Operating Lease, Liability, to be Paid Organization Nature Of Operations And Principles Of Consolidation [Table] Organization Nature Of Operations And Principles Of Consolidation [Table] Organization nature of operations and principles of consolidation. Weighted-average shares outstanding: Weighted Average Number of Shares Outstanding, Diluted [Abstract] Percentage of line of credit monthly installments Percentage Of Line Of Credit Monthly Installments Percentage of line of credit monthly installments. Entity Small Business Entity Small Business Percentage of adjustment to floor interest rate Debt Instrument, Basis Spread on Variable Rate Debt Debt Disclosure [Text Block] Percentage of produced and owned content views Percentage Of Produced And Owned Content Percentage of produced and owned content. Percentage of line of credit proceeds Percentage Of Line Of Credit Proceeds Percentage of line of credit proceeds. Revenues from External Customers and Long-Lived Assets [Line Items] Credit Facility [Axis] Revolving Credit Facility [Member] Revolving Note [Member] License purchase. License Purchase [Member] Cash flows from financing activities: Net Cash Provided by (Used in) Financing Activities [Abstract] Common stock equivalents Incremental Common Shares Attributable to Dilutive Effect of Share-Based Payment Arrangements Percentage of digital streaming exclusively available for subscribers Percentage Of Digital Streaming Exclusively Available For Subscribers Percentage of digital streaming exclusively available for subscribers. Operating lease, weighted average remaining lease term Operating Lease, Weighted Average Remaining Lease Term Subsequent Events [Text Block] Subsequent Events Accounts payable Accounts Payable and Accrued Liabilities, Current, Total Accounts Payable and Accrued Liabilities, Current Civil monetary penalty to be paid Civil Monetary Penalty to be Paid Civil monetary penalty to be paid. XML 8 R1.htm IDEA: XBRL DOCUMENT v3.24.3 Document and Entity Information - shares 9 Months Ended Sep. 30, 2024 Oct. 31, 2024 Document Information [Line Items] Â Â Document Type 10-Q Â Amendment Flag false Â Document Period End Date Sep. 30, 2024 Â Document Fiscal Year Focus 2024 Â Document Fiscal Period Focus Q3 Â Trading Symbol GAIA Â Entity Registrant Name GAIA, INC Â Entity Central Index Key 0001089872 Â Current Fiscal Year End Date --12-31 Â Entity Filer Category Non-accelerated Filer Â Entity Small Business true Â Entity Emerging Growth Company false Â Entity Current Reporting Status Yes Â Entity Shell Company false Â Entity File Number 000-27517 Â Entity Tax Identification Number 84-1113527 Â Entity Address, Address Line One 833 WEST SOUTH BOULDER ROAD Â Entity Address, City or Town LOUISVILLE Â Entity Address, State or Province CO Â Entity Address, Postal Zip Code 80027 Â City Area Code 303 Â Local Phone Number 222-3600 Â Entity Interactive Data Current Yes Â Title of 12(b) Security Class A Common Stock Â Security Exchange Name NASDAQ Â Entity Incorporation, State or Country Code CO Â Document Quarterly Report true Â Document Transition Report false Â Class A Common Stock [Member] Â Â Document Information [Line Items] Â Â Entity Common Stock, Shares Outstanding Â 18,066,942 Class B Common Stock [Member] Â Â Document Information [Line Items] Â Â Entity Common Stock, Shares Outstanding Â 5,400,000 X - DefinitionBoolean flag that is true when the XBRL content amends previously-filed or accepted submission. + ReferencesNo definition available. + Details Name: dei_AmendmentFlag Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionArea code of city + ReferencesNo definition available. + Details Name: dei_CityAreaCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionEnd date of current fiscal year in the format --MM-DD. + ReferencesNo definition available. + Details Name: dei_CurrentFiscalYearEndDate Namespace Prefix: dei_ Data Type: xbrli:gMonthDayItemType Balance Type: na Period Type: duration X - DefinitionFiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10-Q or 10-QT statements have value Q1, Q2, and Q3 respectively, with 10-K, 10-KT or other fiscal year statements having FY. + ReferencesNo definition available. + Details Name: dei_DocumentFiscalPeriodFocus Namespace Prefix: dei_ Data Type: dei:fiscalPeriodItemType Balance Type: na Period Type: duration X - DefinitionThis is focus fiscal year of the document report in YYYY format. For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006. + ReferencesNo definition available. + Details Name: dei_DocumentFiscalYearFocus Namespace Prefix: dei_ Data Type: xbrli:gYearItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: dei_DocumentInformationLineItems Namespace Prefix: dei_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionFor the EDGAR submission types of Form 8-K: the date of the report, the date of the earliest event reported; for the EDGAR submission types of Form N-1A: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY-MM-DD. + ReferencesNo definition available. + Details Name: dei_DocumentPeriodEndDate Namespace Prefix: dei_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as an quarterly report. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 10-Q -Number 240 -Section 308 -Subsection a + Details Name: dei_DocumentQuarterlyReport Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as a transition report. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Forms 10-K, 10-Q, 20-F -Number 240 -Section 13 -Subsection a-1 + Details Name: dei_DocumentTransitionReport Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionThe type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'. + ReferencesNo definition available. + Details Name: dei_DocumentType Namespace Prefix: dei_ Data Type: dei:submissionTypeItemType Balance Type: na Period Type: duration X - DefinitionAddress Line 1 such as Attn, Building Name, Street Name + ReferencesNo definition available. + Details Name: dei_EntityAddressAddressLine1 Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionName of the City or Town + ReferencesNo definition available. + Details Name: dei_EntityAddressCityOrTown Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionCode for the postal or zip code + ReferencesNo definition available. + Details Name: dei_EntityAddressPostalZipCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionName of the state or province. + ReferencesNo definition available. + Details Name: dei_EntityAddressStateOrProvince Namespace Prefix: dei_ Data Type: dei:stateOrProvinceItemType Balance Type: na Period Type: duration X - DefinitionA unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityCentralIndexKey Namespace Prefix: dei_ Data Type: dei:centralIndexKeyItemType Balance Type: na Period Type: duration X - DefinitionIndicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument. + ReferencesNo definition available. + Details Name: dei_EntityCommonStockSharesOutstanding Namespace Prefix: dei_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionIndicate 'Yes' or 'No' whether registrants (1) have 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 registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesNo definition available. + Details Name: dei_EntityCurrentReportingStatus Namespace Prefix: dei_ Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionIndicate if registrant meets the emerging growth company criteria. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityEmergingGrowthCompany Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionCommission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen. + ReferencesNo definition available. + Details

Name: dei_EntityFileNumber Namespace Prefix: dei_ Data Type: dei:fileNumberItemType Balance Type: na Period Type: duration X - DefinitionIndicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityFilerCategory Namespace Prefix: dei_ Data Type: dei:filerCategoryItemType Balance Type: na Period Type: duration X - DefinitionTwo-character EDGAR code representing the state or country of incorporation. + ReferencesNo definition available. + Details Name: dei_EntityIncorporationStateCountryCode Namespace Prefix: dei_ Data Type: dei:edgarStateCountryItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-T -Number 232 -Section 405 + Details Name: dei_EntityInteractiveDataCurrent Namespace Prefix: dei_ Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionThe exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityRegistrantName Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityShellCompany Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionIndicates that the company is a Smaller Reporting Company (SRC). + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntitySmallBusiness Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionThe Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityTaxIdentificationNumber Namespace Prefix: dei_ Data Type: dei:employerIdItemType Balance Type: na Period Type: duration X - DefinitionLocal phone number for entity. + ReferencesNo definition available. + Details Name: dei_LocalPhoneNumber Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionTitle of a 12(b) registered security. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b + Details Name: dei_Security12bTitle Namespace Prefix: dei_ Data Type: dei:securityTitleItemType Balance Type: na Period Type: duration X - DefinitionName of the Exchange on which a security is registered. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection d1-1 + Details Name: dei_SecurityExchangeName Namespace Prefix: dei_ Data Type: dei:edgarExchangeCodeItemType Balance Type: na Period Type: duration X - DefinitionTrading symbol of an instrument as listed on an exchange. + ReferencesNo definition available. + Details Name: dei_TradingSymbol Namespace Prefix: dei_ Data Type: dei:tradingSymbolItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 9 R2.htm IDEA: XBRL DOCUMENT v3.24.3 Condensed Consolidated Balance Sheets - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Current assets: Â Â Cash and cash equivalents $ 4,365 $ 7,766 Accounts receivable 5,035 4,111 Other receivables 2,333 2,191 Prepaid expenses and other current assets 2,647 2,015 Total current assets 14,380 16,083 Media library, net 38,956 40,125 Operating right-of-use asset, net 5,666 6,288 Property and equipment, net 26,144 26,303 Equity method investment Â 6,374 Technology license, net 15,752 Â Investments and other assets, net 6,805 3,157 Goodwill 31,943 31,943 Total assets 139,646 130,273 Current liabilities: Â Â Accounts payable 13,573 12,038 Accrued and other liabilities 1,906 2,599 Long-term debt, current portion 160 155 Operating lease liability, current portion 824 780 Deferred revenue 17,366 15,861 Total current liabilities 33,829 31,433 Long-term debt, net of current portion (Note 4) 5,680 5,801 Operating lease liability, net of current portion 5,087 5,708 Deferred taxes, net 551 551 Total liabilities 45,147 43,493 Commitments and Contingencies (Note 8) Shareholders equity: Â Â Additional paid-in capital 170,822 170,695 Accumulated deficit (89,625) (85,195) Total Gaia, Inc. shareholders' equity 81,200 85,503 Noncontrolling interests 13,299 1,277 Total equity 94,499 86,780 Total liabilities and equity 139,646 130,273 Class A Common Stock [Member] Â Â Shareholders equity: Â Â Common stock 2 2 Class B Common Stock [Member] Â Â Shareholders equity: Â Â Common stock $ 1 $ 1 X - DefinitionMedia library net. + ReferencesNo definition available. + Details Name: gaia_MediaLibraryNet Namespace Prefix: gaia_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionSum of the carrying values as of the balance sheet date of obligations incurred through that date and due within one year (or the operating cycle, if longer), including liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received, taxes, interest, rent and utilities, accrued salaries and bonuses, payroll taxes and fringe benefits. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AccountsPayableAndAccruedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481990/310-10-45-2 + Details Name: us-gaap_AccountsReceivableNetCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of expenses incurred but not yet paid nor invoiced, and liabilities classified as other. + ReferencesNo definition available. + Details Name: us-gaap_AccruedLiabilitiesAndOtherLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionValue received from shareholders in common stock-related transactions that are in excess of par value or stated value and amounts received from other stock-related transactions. Includes only common stock transactions (excludes preferred stock transactions). May be called contributed capital, capital in excess of par, capital surplus, or paid-in capital. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AdditionalPaidInCapitalCommonStock Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 12: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 13: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 19: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 30: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Assets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher

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Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionRepresents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_CommitmentsAndContingencies Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_CommonStockValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of obligation to transfer good or service to customer for which consideration has been received or is receivable, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-2 + Details Name: us-gaap_ContractWithCustomerLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after deferred tax asset, of deferred tax liability attributable to taxable differences with jurisdictional netting. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(15)(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482525/740-10-45-4Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482525/740-10-45-6 + Details Name: us-gaap_DeferredIncomeTaxLiabilitiesNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThis item represents the carrying amount on the entity's balance sheet of its investment in common stock of an equity method investee. This is not an indicator of the fair value of the investment, rather it is the initial cost adjusted for the entity's share of earnings and losses of the investee, adjusted for any distributions (dividends) and other than temporary impairment (OTTI) losses recognized. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481664/323-10-45-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-25 + Details Name: us-gaap_EquityMethodInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483154/926-20-50-5 + Details Name: us-gaap_FiniteLivedIntangibleAssetsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Goodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of investments, and noncurrent assets classified as other. + ReferencesNo definition available. + Details Name: us-gaap_InvestmentsAndOtherNoncurrentAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liability recognized for present obligation requiring transfer or otherwise providing economic benefit to others. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(26)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 15: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 28: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30 + Details Name: us-gaap_Liabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI

https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(32)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LiabilitiesAndStockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionTotal obligations incurred as part of normal operations that are expected to be paid during the following twelve months or within one business cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-5Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 21: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7 + Details Name: us-gaap_LiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_LiabilitiesCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as current. Excludes lease obligation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LongTermDebtCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as noncurrent. Excludes lease obligation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LongTermDebtNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of equity (deficit) attributable to noncontrolling interest. Excludes temporary equity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 13: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_MinorityInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's right to use underlying asset under operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseRightOfUseAsset Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount due from parties in nontrade transactions, classified as other. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(5)(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(3)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_OtherReceivables Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of asset related to consideration paid in advance for costs that provide economic benefits in future periods, and amount of other assets that are expected to be realized or consumed within one year or the normal operating cycle, if longer. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_PrepaidExpenseAndOtherAssetsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7AReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 360 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478451/942-360-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of accumulated undistributed earnings (deficit). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_RetainedEarningsAccumulatedDeficit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -

Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 12: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 13: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 14: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 4.E) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480418/310-10-S99-2 + Details Name: us-gaap_StockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_StockholdersEquityAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of equity (deficit) attributable to parent and noncontrolling interest. Excludes temporary equity. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 848 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (a)(3)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483550/848-10-65-2Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (c)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479832/842-10-65-8Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483421/250-10-45-24Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 23 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483421/250-10-45-23Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483421/250-10-45-5Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 5 -Subparagraph (c)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-5Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (i)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 105 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479343/105-10-65-6Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 105 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479343/105-10-65-6Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (f)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (f)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482615/740-10-65-8Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (d)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482615/740-10-65-8Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 4 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-4Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-5Reference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481674/830-30-50-1Reference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-17Reference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 20 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-20Reference 34: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-3Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-3Reference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 38: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 39: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 40: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 41: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 42: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 43: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 44: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 45: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 46: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 45 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-15Reference 47: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-16Reference 48: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 55 -Paragraph 4I -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4IReference 49: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476166/350-60-65-1 + Details Name: us-gaap_StockholdersEquityIncludingPortionAttributableToNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 10 R3.htm IDEA: XBRL DOCUMENT v3.24.3 Condensed Consolidated Balance Sheets (Parenthetical) - $ / shares Sep. 30, 2024 Dec. 31, 2023 Class A Common Stock [Member] Â Â Common stock, par value $ 0.0001 $ 0.0001 Common stock, shares authorized 150,000,000 150,000,000 Common stock, shares issued 18,066,942 17,813,179 Common stock, shares outstanding 18,001,955 17,748,374 Class B Common Stock [Member] Â Â Common stock, par value $ 0.0001 $ 0.0001 Common stock, shares authorized 50,000,000 50,000,000 Common stock, shares issued 5,400,000 5,400,000 Common stock, shares outstanding 5,400,000 5,400,000 X - DefinitionFace amount or stated value per share of common stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe maximum number of common shares permitted to be issued by an entity's charter and bylaws. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_CommonStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionTotal number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares of common stock outstanding. Common stock represent the ownership interest in a corporation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3 + Details Name: us-gaap_CommonStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 11 R4.htm IDEA: XBRL DOCUMENT v3.24.3 Condensed Consolidated Statements of Operations (unaudited) - USD ($) shares in Thousands, $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Income Statement [Abstract] Â Â Â Â Revenues, net $ 22,156 $ 20,223 $ 65,930 $ 59,709 Cost of revenues 3,101 2,983 9,684 8,595 Gross profit 19,055 17,240 56,246 51,114 Operating Expenses: Â Â Â Â Selling and operating 18,398 16,254 54,854 49,462 Corporate, general and administration 2,013 1,433 5,630 4,726 Total operating expenses 20,411 17,687 60,484 54,188 Loss from operations (1,356) (447) (4,238) (3,074) Equity method investment loss Â (125) Â (375) Interest and other expense, net (144) (141) (396) (375) Loss before income taxes (1,500) (713) (4,634) (3,824) Net loss (1,500) (713) (4,634) (3,824) Net (loss) income attributable to noncontrolling interests (308) 59 (204) 142 Net loss attributable to common shareholders $ (1,192) $ (772) $ (4,430) $ (3,966) Loss per share: Â Â Â Â Basic (attributable to common shareholders) $ (0.05) $ (0.04) $ (0.19) $ (0.19) Diluted (attributable to common shareholders) $ (0.05) $ (0.04) $ (0.19) $ (0.19) Weighted-average shares outstanding: Â Â Â Â Basic 23,404 21,154 23,312 20,951 Diluted 23,404 21,154 23,312 20,951 X - DefinitionThe aggregate costs related to goods produced and sold and services rendered by an entity during the reporting period. This excludes costs incurred during the reporting period related to financial services rendered and other revenue generating activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1 + Details Name: us-gaap_CostOfGoodsAndServicesSold Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period per each share of common

stock or unit outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareDiluted Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe aggregate total of expenses of managing and administering the affairs of an entity, including affiliates of the reporting entity, which are not directly or indirectly associated with the manufacture, sale or creation of a product or product line. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1 + Details Name: us-gaap_GeneralAndAdministrativeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAggregate revenue less cost of goods and services sold or operating expenses directly attributable to the revenue generation activity. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 9: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 23: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31 + Details Name: us-gaap_GrossProfit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of income (loss) from continuing operations, including income (loss) from equity method investments, before deduction of income tax expense (benefit), and income (loss) attributable to noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 9: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 11: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 12: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of income (loss) for proportionate share of equity method investee's income (loss). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(10)) -Publisher FASB -

URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481664/323-10-45-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(13)(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_IncomeLossFromEquityMethodInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IncomeStatementAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph 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https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards 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http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of Net Income (Loss) attributable to noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI 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Name: us-gaap_NetIncomeLossAttributableToNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount, after deduction of tax, noncontrolling interests, dividends on preferred stock and participating securities; of income (loss) available to common shareholders. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI 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https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B + Details Name: us-gaap_NetIncomeLossAvailableToCommonStockholdersBasic Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionGenerally recurring costs associated with normal operations except for the portion of these expenses which can be clearly related to production and included in cost of sales or services. Includes selling, general and administrative expense. + ReferencesNo definition available. + Details Name: us-gaap_OperatingExpenses Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_OperatingExpensesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe net result for the period of deducting operating expenses from operating revenues. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31 + Details Name: us-gaap_OperatingIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of income (expense) related to nonoperating activities, classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_OtherNonoperatingIncomeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI

https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-4 + Details Name: us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionExpenses recognized in the period that are directly related to the selling and distribution of products or services. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_SellingExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-16 + Details Name: us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionNumber of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10 + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration XML 12 R5.htm IDEA: XBRL DOCUMENT v3.24.3 Condensed Consolidated Statements of Changes in Equity (unaudited) - USD ($) $ in Thousands Total Common Stock Accumulated Deficit Additional Paid-in Capital Noncontrolling Interest Beginning balance at Dec. 31, 2022 $ 85,859 $ 2 $ (79,393) $ 164,180 $ 1,070 Beginning balance (in shares) at Dec. 31, 2022 Â 20,806,186 Â Â Â Issuance of Gaia, Inc. common stock for employee stock purchase plan 22 Â Â 22 Â Issuance of Gaia, Inc. common stock for employee stock purchase plan, Shares Â 11,410 Â Â Â Issuance of Gaia, Inc. common stock for RSU releases and share-based compensation 82 Â Â 82 Â Issuance of Gaia, Inc. common stock for RSU releases Â 8,196 Â Â Â Net Income (Loss) (1,268) Â (1,306) Â 38 Ending balance at Mar. 31, 2023 84,695 $ 2 (80,699) 164,284 1,108 Ending balance (in shares) at Mar. 31, 2023 Â 20,825,792 Â Â Â Beginning balance at Dec. 31, 2022 85,859 $ 2 (79,393) 164,180 1,070 Beginning balance (in shares) at Dec. 31, 2022 Â 20,806,186 Â Â Â Net Income (Loss) (3,824) Â Â Â Â Ending balance at Sep. 30, 2023 83,345 $ 2 (83,359) 165,490 1,212 Ending balance (in shares) at Sep. 30, 2023 Â 21,154,425 Â Â Â Beginning balance at Mar. 31, 2023 84,695 $ 2 (80,699) 164,284 1,108 Beginning balance (in shares) at Mar. 31, 2023 Â 20,825,792 Â Â Â Issuance of Gaia, Inc. common stock for employee stock purchase plan 20 Â Â 20 Â Issuance of Gaia, Inc. common stock for employee stock purchase plan, Shares Â 10,385 Â Â Â Issuance of Gaia, Inc. common stock for media library acquisition 669 Â Â 669 Â Issuance of Gaia, Inc. common stock for media library acquisition , Shares Â 272,980 Â Â Â Issuance of Gaia, Inc. common stock for RSU releases and share-based compensation 461 Â Â 461 Â Issuance of Gaia, Inc. common stock for RSU releases and share-based compensation (in shares) Â 45,268 Â Â Â Net Income (Loss) (1,843) Â (1,888) Â 45 Ending balance at Jun. 30, 2023 84,002 $ 2 (82,587) 165,434 1,153 Ending balance (in shares) at Jun. 30, 2023 Â 21,154,425 Â Â Â Share-based compensation 56 Â Â 56 Â Net Income (Loss) (713) Â (772) Â 59 Ending balance at Sep. 30, 2023 83,345 $ 2 (83,359) 165,490 1,212 Ending balance (in shares) at Sep. 30, 2023 Â 21,154,425 Â Â Â Beginning balance at Dec. 31, 2023 86,780 $ 3 (85,195) 170,695 1,277 Beginning balance (in shares) at Dec. 31, 2023 Â 23,148,374 Â Â Â Issuance of Gaia, Inc. common stock for employee stock purchase plan 14 Â Â 14 Â Issuance of Gaia, Inc. common stock for employee stock purchase plan, Shares Â 7,444 Â Â Â Issuance of Gaia, Inc. common stock for RSU releases and share-based compensation 335 Â Â 335 Â Issuance of Gaia, Inc. common stock for RSU releases Â 4,708 Â Â Â Net Income (Loss) (971) Â (1,045) Â 74 Ending balance at Mar. 31, 2024 86,158 $ 3 (86,240) 171,044 1,351 Ending balance (in shares) at Mar. 31, 2024 Â 23,160,526 Â Â Â Beginning balance at Dec. 31, 2023 86,780 $ 3 (85,195) 170,695 1,277 Beginning balance (in shares) at Dec. 31, 2023 Â 23,148,374 Â Â Â Net Income (Loss) (4,634) Â Â Â Â Ending balance at Sep. 30, 2024 94,499 $ 3 (89,625) 170,822 13,299 Ending balance (in shares) at Sep. 30, 2024 Â 23,401,955 Â Â Â Beginning balance at Mar. 31, 2024 86,158 $ 3 (86,240) 171,044 1,351 Beginning balance (in shares) at Mar. 31, 2024 Â 23,160,526 Â Â Â Issuance of Gaia, Inc. common stock for RSU releases and share-based compensation 327 Â Â 327 Â Issuance of Gaia, Inc. common stock for RSU releases Â 220,505 Â Â Â Igniton activity 11,433 Â Â (809) 12,242 Net Income (Loss) (2,163) Â (2,193) Â 30 Ending balance at Jun. 30, 2024 95,755 $ 3 (88,433) 170,562 13,623 Ending balance (in shares) at Jun. 30, 2024 Â 23,381,031 Â Â Â Issuance of Gaia, Inc. common stock for employee stock purchase plan 18 Â Â 18 Â Issuance of Gaia, Inc. common stock for employee stock purchase plan, Shares Â 7,993 Â Â Â Issuance of Gaia, Inc. common stock for RSU releases and share-based compensation 341 Â Â 341 Â Issuance of Gaia, Inc. common stock for RSU releases Â 12,931 Â Â Â Igniton activity (115) Â Â (99) (16) Net Income (Loss) (1,500) Â (1,192) Â (308) Ending balance at Sep. 30, 2024 $ 94,499 $ 3 $ (89,625) $ 170,822 $ 13,299 Ending balance (in shares) at Sep. 30, 2024 Â 23,401,955 Â Â Â X - DefinitionIgniton activity + ReferencesNo definition available. + Details Name: gaia_IgnitonActivity Namespace Prefix: gaia_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionStock issued during period common stock for media library acquisition. + ReferencesNo definition available. + Details Name: gaia_StockIssuedDuringPeriodCommonStockForMediaLibraryAcquisition Namespace Prefix: gaia_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionStock issued during period shares restricted stock unit released. + ReferencesNo definition available. + Details Name: gaia_StockIssuedDuringPeriodSharesRestrictedStockUnitReleased Namespace Prefix: gaia_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionStock issued during period, shares, restricted stock unit released and share-based compensation. + ReferencesNo definition available. + Details Name: gaia_StockIssuedDuringPeriodSharesRestrictedStockUnitReleasedAndShareBasedCompensation Namespace Prefix: gaia_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionStock issued during period, value of common stock for media library acquisition. + ReferencesNo definition available. + Details Name: gaia_StockIssuedDuringPeriodValueOfCommonStockForMediaLibraryAcquisition Namespace Prefix: gaia_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionStock issued during period, value, restricted stock unit released and share-based compensation. + ReferencesNo definition available. + Details Name: gaia_StockIssuedDuringPeriodValueRestrictedStockUnitReleasedAndShareBasedCompensation Namespace Prefix: gaia_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase to additional paid-in capital (APIC) for recognition of cost for award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 20 -Section 55 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481089/718-20-55-13Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 20 -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481089/718-20-55-12 + Details Name: us-gaap_AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of shares issued which are neither cancelled nor held in the treasury. + ReferencesNo definition available. + Details Name: us-gaap_SharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares issued during the period as a result of an employee stock purchase plan. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-

S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesEmployeeStockPurchasePlans Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionAggregate change in value for stock issued during the period as a result of employee stock purchase plan. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueEmployeeStockPurchasePlan Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of equity (deficit) attributable to parent and noncontrolling interest. Excludes temporary equity. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 848 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (a)(3)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483550/848-10-65-2Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (c)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479832/842-10-65-8Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483421/250-10-45-24Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 23 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483421/250-10-45-23Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483421/250-10-45-5Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 5 -Subparagraph (c)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-5Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards 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-Paragraph 6 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479343/105-10-65-6Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (f)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (f)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482615/740-10-65-8Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (d)(3) 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https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-5Reference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481674/830-30-50-1Reference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-17Reference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 20 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-20Reference 34: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-3Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-3Reference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 38: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 39: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 40: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 41: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 42: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 43: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 44: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 45: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 46: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 45 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-15Reference 47: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-16Reference 48: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 55 -Paragraph 4I -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4IReference 49: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476166/350-60-65-1 + Details Name: us-gaap_StockholdersEquityIncludingPortionAttributableToNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 13 R6.htm IDEA: XBRL DOCUMENT v3.24.3 Condensed Consolidated Statements of Cash Flows (unaudited) - USD ($) $ in Thousands 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Cash flows from operating activities: Â Â Net loss $ (4,634) $ (3,824) Adjustments to reconcile net loss to net cash provided by operating activities: Â Â Media library amortization 7,465 6,804 Depreciation and amortization 6,327 5,898 Noncash operating lease expense 622 804 Share-based compensation expense 1,003 599 Additions to media library (6,352) (7,396) Equity method investment losses Â 375 Changes in operating assets and liabilities: Â Â Accounts receivable (1,124) 1,414 Other receivables (142) (2,140) Prepaid expenses and other current assets (525) (1,969) Accounts payable 1,371 4,264 Accrued and other liabilities (1,252) (3,354) Deferred revenue 1,505 1,210 Net cash provided by operating activities 4,264 2,685 Cash flows from investing activities: Â Â Additions to property and equipment (3,881) (2,975) Purchase of intangible assets (10,000) Â Net cash used in investing activities (13,881) (2,975) Cash flows from financing activities: Â Â Repayment of long-term debt (10,634) (19,985) Proceeds from short term borrowings 10,500 19,900 Proceeds from sale of subsidiary common stock, net of transaction costs 6,317 Â Proceeds from the issuance of common stock 33 42 Net cash provided by (used in) financing activities 6,216 (43) Net change in cash and cash equivalents (3,401) (333) Cash and cash equivalents, beginning of period 7,766 11,562 Cash and cash equivalents, end of period 4,365 11,229 Supplemental disclosure of cash flow information Â Â Cash paid for interest 403 394 Supplemental schedule of non-cash investing and financing activities Â Â Value of shares issued for acquisition of content added to Media Library Â $ 669 Additions to property and equipment in Accounts payable (164) Â Non-cash consideration paid for intangible assets $ 6,156 Â X - DefinitionAdditions to media library. + ReferencesNo definition available. + Details Name: gaia_AdditionsToMediaLibrary Namespace Prefix: gaia_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionMedia library amortization. + ReferencesNo definition available. + Details Name: gaia_MediaLibraryAmortization Namespace Prefix: gaia_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionNon-cash consideration paid for intangible assets. + ReferencesNo definition available. + Details Name: gaia_NonCashConsiderationPaidForIntangibleAssets Namespace Prefix: gaia_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionNoncash operating lease expense. + ReferencesNo definition available. + Details Name: gaia_NoncashOperatingLeaseExpense Namespace Prefix: gaia_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionProceeds from sale of subsidiary common stock. + ReferencesNo definition available. + Details Name: gaia_ProceedsFromSaleOfSubsidiaryCommonStock Namespace Prefix: gaia_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of expense for award under share-based payment arrangement. Excludes amount capitalized. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.F) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_AllocatedShareBasedCompensationExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionFuture cash outflow to pay for purchases of fixed assets that have occurred. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_CapitalExpendituresIncurredButNotYetPaid Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including, but not limited to, disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 1 -SubTopic 230 -Topic 830 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477401/830-230-

45-1 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe current period expense charged against earnings on long-lived, physical assets not used in production, and which are not intended for resale, to allocate or recognize the cost of such assets over their useful lives; or to record the reduction in book value of an intangible asset over the benefit period of such asset; or to reflect consumption during the period of an asset that is not used in production. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_DepreciationAndAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of income (loss) for proportionate share of equity method investee's income (loss). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481664/323-10-45-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(13)(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_IncomeLossFromEquityMethodInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the amount due from customers for the credit sale of goods and services; includes accounts receivable and other types of receivables. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsAndOtherReceivables Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate amount of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in amount due within one year (or one business cycle) from customers for the credit sale of goods and services. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsReceivable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase (decrease) in obligation to transfer good or service to customer for which consideration has been received or is receivable. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 912 -SubTopic 310 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478345/912-310-45-11Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInContractWithCustomerLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IncreaseDecreaseInOperatingCapitalAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in other expenses incurred but not yet paid. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInOtherAccruedLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in prepaid expenses, and assets classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInPrepaidDeferredExpenseAndOtherAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash paid for interest, excluding capitalized interest, classified as operating activity. Includes, but is not limited to, payment to settle zero-coupon bond for accreted interest of debt discount and debt instrument with insignificant coupon interest rate in relation to effective interest rate of borrowing attributable to accreted interest of debt discount. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-17Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2 + Details Name: us-gaap_InterestPaidNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25 + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NoncashInvestingAndFinancingItemsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe cash outflow to acquire asset without physical form usually arising from contractual or other legal rights, excluding goodwill. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireIntangibleAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the acquisition of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale; includes cash outflows to pay for construction of self-constructed assets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquirePropertyPlantAndEquipment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash inflow from the additional capital contribution to the entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromIssuanceOfCommonStock Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash inflow from a borrowing having initial term of repayment within one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromShortTermDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI 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http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 18: 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210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards

Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 31: http://www.xbrl.org/2003/role/exampleRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 4J -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4JReference 32: http://www.xbrl.org/2003/role/exampleRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 4K -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4KReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 34: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-2Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A + Details Name: us-gaap_ProfitLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow for debt initially having maturity due after one year or beyond the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3 + Details Name: us-gaap_RepaymentsOfLongTermDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe fair value of stock issued in noncash financing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_StockIssued1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_SupplementalCashFlowInformationAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 14 R7.htm IDEA: XBRL DOCUMENT v3.24.3 Pay vs Performance Disclosure - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Jun. 30, 2024 Mar. 31, 2024 Sep. 30, 2023 Jun. 30, 2023 Mar. 31, 2023 Sep. 30, 2024 Sep. 30, 2023 Pay vs Performance Disclosure Â Â Â Â Â Â Â Â Net Income (Loss) $ (1,500) $ (2,163) $ (971) $ (713) $ (1,843) $ (1,268) $ (4,634) $ (3,824) X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 402 -Subsection v -Paragraph 1 + Details Name: ecd_PvpTable Namespace Prefix: ecd_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration XML 15 R8.htm IDEA: XBRL DOCUMENT v3.24.3 Insider Trading Arrangements 3 Months Ended Sep. 30, 2024 Trading Arrangements, by Individual Â Rule 10b5-1 Arrangement Adopted false Non-Rule 10b5-1 Arrangement Adopted false Rule 10b5-1 Arrangement Terminated false Non-Rule 10b5-1 Arrangement Terminated false X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_NonRule10b51ArrAdoptedFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_NonRule10b51ArrTrmntdFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_Rule10b51ArrAdoptedFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_Rule10b51ArrTrmntdFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 2 -Subparagraph A + Details Name: ecd_TradingArrByIndTable Namespace Prefix: ecd_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 16 R9.htm IDEA: XBRL DOCUMENT v3.24.3 Organization, Nature of Operations, and Principles of Consolidation 9 Months Ended Sep. 30, 2024 Accounting Policies [Abstract] Â Organization, Nature of Operations, and Principles of Consolidation 1. Organization, Nature of Operations, and Principles of ConsolidationGaia, Inc. operates a global digital video subscription service and on-line community that strives to connect a unique and underserved member base. Our digital content library includes over 10,000 titles, with a growing selection of titles available in Spanish, German and French. Our members have unlimited access to this vast library of inspiring films, cutting edge documentaries, interviews, yoga classes, transformation-related content and more â€“ 88% of which is exclusively available to our members for digital streaming on most internet-connected devices anytime, anywhere, commercial free.Our mission is to create a transformational network that empowers a global conscious community. Content on our network is currently organized into four primary channelsâ€”Yoga, Transformation, Alternative Healing, and Seeking Truthâ€”and delivered directly to our members through our streaming platform. We curate programming for these channels by producing content in our in-house production studios with a staff of media professionals. This produced and owned content currently comprises approximately 75% of our membersâ€™ viewing time. We complement our produced and owned content through long term licensing agreements.We have prepared the accompanying unaudited interim condensed consolidated financial statements in accordance with GAAP, and they include our accounts and those of our subsidiaries. Intercompany transactions and balances have been eliminated. The unaudited condensed consolidated financial position, results of operations and cash flows for the interim periods disclosed in this report are not necessarily indicative of future financial results.Use of Estimates and ReclassificationsThe preparation of the interim condensed consolidated financial statements in accordance with GAAP requires us to make estimates and assumptions that affect the amounts reported in the accompanying interim condensed consolidated financial statements and disclosures. Although we base these estimates on our best knowledge of current events and actions that we may undertake in the future, actual results may be different from the estimates. We have made certain reclassifications to prior period amounts to conform to the current period presentations.Â As disclosed in our Annual Report on Form 10-K filed March 29, 2024, the Company determined it had the ability to exercise influence over Telomeron, Inc. (â€œTelomeronâ€) and, therefore, used the equity method of accounting to account for its equity interest. During the first quarter of 2024, the Company determined it no longer has the ability to exercise significant influence over Telomeron and, as such, the investment was reclassified at its carrying value to an equity security investment. The investment has been reclassed into Investments and other assets, net on our condensed consolidated balance sheets.Recently Issued Accounting Pronouncements Not Yet AdoptedThere have been no material changes in our significant accounting policies as described in our Annual Report on Form 10-K for the year ended December 31, 2023. The following recently issued accounting pronouncements are being evaluated but have not yet been adopted.In October 2023, Financial Accounting Standards Board (the â€œFASBâ€) issued Accounting Standards Update (â€œASUâ€) 2023-06, Disclosure Improvements (â€œASU 2023-06â€), to clarify or improve disclosure and presentation requirements of a variety of topics and align the requirements in the FASB ASC with the SECâ€™s regulations. The amendments in ASU 2023-06 will become effective on the date the related disclosures are removed from Regulation S-X or Regulation S-K by the SEC, and will no longer be effective if the SEC has not removed the applicable disclosure requirement by June 30, 2027. Early adoption is prohibited. We are currently evaluating the impact of ASU 2023-06 on its consolidated financial statements and disclosures.In November 2023, the FASB issued ASU 2023-07, Segment Reporting (ASC Topic 280): Improvements to Reportable Segment Disclosures, which requires public entities to disclose information about their reportable segmentsâ€™ significant expenses and other segment items on an interim and annual basis. Public entities with a single reportable segment are required to apply the disclosure requirements in ASU 2023-07, as well as all existing segment disclosures and reconciliation requirements in ASC Topic 280 on an interim and annual basis. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and for interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. We are currently evaluating the impact of adopting ASU 2023-07. In December 2023, the FASB issued ASU 2023-09, Income Taxes (ASC Topic 740): Improvements to Income Tax Disclosures, which requires public entities, on an annual basis, to provide disclosure of specific categories in the rate reconciliation, as well as disclosure of income taxes paid disaggregated by jurisdiction. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024, with early adoption permitted. We are currently evaluating the impact of adopting

ASU 2023-09. X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for organization, consolidation and basis of presentation of financial statements disclosure. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480424/946-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480424/946-10-50-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/810/tableOfContentReference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/205/tableOfContent + Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 17 R10.htm IDEA: XBRL DOCUMENT v3.24.3 Revenue Recognition 9 Months Ended Sep. 30, 2024 Revenue Recognition [Abstract] Â Revenue Recognition 2. Revenue RecognitionRevenues consist primarily of subscription fees paid by our members. We present revenues net of the taxes that are collected from members and remitted to governmental authorities. Members are billed in advance and revenues are recognized ratably over the subscription term. Deferred revenues consist of subscription fees collected from members that have not been earned and are recognized ratably over the remaining term of the subscription. We recognize revenue on a net basis for relationships where our third-party platform partners (â€œPartnersâ€) have the primary relationship, including billing and service delivery, with the member. We recognize revenue on a gross basis for members whose primary relationship is with Gaia. Payments made to Partners to assist in promoting our service on their platforms are expensed to marketing expenses in the period incurred. We do not allow access to our service to be provided as part of a bundle by any of our Partners. X - DefinitionThe entire disclosure of revenue from contract with customer to transfer good or service and to transfer nonfinancial asset. Includes, but is not limited to, disaggregation of revenue, credit loss recognized from contract with customer, judgment and change in judgment related to contract with customer, and asset recognized from cost incurred to obtain or fulfill contract with customer. Excludes insurance and lease contracts. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-9Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-15Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-13Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Topic 606 -Publisher FASB -URI https://asc.fasb.org/606/tableOfContent + Details Name: us-gaap_RevenueFromContractWithCustomerTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_RevenueRecognitionAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 18 R11.htm IDEA: XBRL DOCUMENT v3.24.3 Equity and Share-Based Compensation 9 Months Ended Sep. 30, 2024 Share-Based Payment Arrangement [Abstract] Â Equity and Share-Based Compensation 3. Equity and Share-Based CompensationDuring the three months ended September 30, 2024 and 2023, we recognized approximately $341 and $56, respectively, of share-based compensation expense. During the first nine months of 2024 and 2023, we recognized approximately $1,003 and $599, respectively, of share-based compensation expense. Total share-based compensation expense is reported in selling and operating expenses and corporate, general and administration expenses on our interim condensed consolidated statements of operations. There were no options exercised during the three and nine months ended September 30, 2024 or 2023. X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for shareholders' equity and share-based payment arrangement. Includes, but is not limited to, disclosure of policy and terms of share-based payment arrangement, deferred compensation arrangement, and employee stock purchase plan (ESPP). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/505/tableOfContentReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/718/tableOfContent + Details Name: us-gaap_ShareholdersEquityAndShareBasedPaymentsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 19 R12.htm IDEA: XBRL DOCUMENT v3.24.3 Debt 9 Months Ended Sep. 30, 2024 Debt Disclosure [Abstract] Â Debt 4. DebtOn September 9, 2020, our wholly owned subsidiary Boulder Road LLC (â€œBoulder Roadâ€) sold a 50% undivided interest in a portion of our corporate campus to Westside Boulder, LLC (â€œWestsideâ€). Boulder Road retained a 50% undivided interest in the property as well as full ownership of our studio and production facilities. Boulder Road received consideration of $13.2 million in the transaction.On December 28, 2020, Boulder Road and Westside (â€œBorrowerâ€) entered into a loan agreement with First Interstate Bank, as lender, providing for a mortgage loan in the principal amount of $13.0 million. The mortgage bears interest at a fixed rate of 3.75% per annum, matures on December 28, 2025, is secured by a deed of trust on our corporate campus, a portion of which is owned by Boulder Road and Westside as tenants-in-common and the remainder of which is owned by Boulder Road. Westside and Boulder Road each received 50% of the loan proceeds and are each responsible for 50% of the monthly installments. Gaia guaranteed payment of the mortgage. The mortgage contains customary affirmative and negative covenants (each with customary exceptions), including limitations on the Borrowerâ€™s ability to incur liens or debt, make investments, or engage in certain fundamental changes. Additionally, the Credit Agreement requires Boulder Road to maintain a minimum Debt Service Ratio â€“ Pre Distribution of 1.35 to 1.00 annually and a minimum Debt Service Ratio â€“ Post Distribution of 1.15 to 1.00 annually. As of September 30, 2024 and December 31, 2023, the Borrower was in compliance with all related covenants. On August 25, 2022 (the â€œClosing Dateâ€), Gaia, as borrower, and certain subsidiaries, as guarantors, entered into a Credit and Security Agreement (the â€œCredit Agreementâ€) with KeyBank National Association (â€œKeyBankâ€). The Credit Agreement provides for a revolving credit facility in an aggregate amount of up to $10 million with a sublimit of $1 million available for issuances of letters of credit. Borrowings under the Credit Agreement are available for working capital and general corporate purposes, but not to fund any permanent acquisitions or other investments. There were no outstanding borrowings as of September 30, 2024 and December 31, 2023. Loans made, or letters of credit issued, under the Credit Agreement mature on August 25, 2025 and are secured (subject to permitted liens and other exceptions) by a first priority lien on all business assets, including intellectual property, of Gaia and the subsidiary guarantors. Any advance under the Credit Agreement shall bear interest at the Daily Simple Secured Overnight Financing Rate (â€œSOFRâ€) (subject to a floor of 0.00%), plus, the SOFR Index Adjustment of 0.10%, plus a margin of 2.00%; provided, that, during the existence of a Benchmark Unavailability Period or a SOFR Unavailability Period, advances shall bear interest at the Base Rate, which is a fluctuating interest rate per annum equal to the highest of (i) the Federal Funds Rate plus 0.50%, (ii) KeyBankâ€™s â€œprime rate,â€ (iii) SOFR and (iv) 3.00%, plus, in each instance, a margin of 1.00%. The aggregate outstanding amount of advances under the Credit Agreement is required to be $0 for at least 30 consecutive days during the period commencing on the 12-month anniversary of the Closing Date and ending on the 24-month anniversary of the Closing Date. The Company satisfied this requirement during October and November 2023. The Credit Agreement contains customary affirmative and negative covenants (each with customary exceptions), including limitations on the Companyâ€™s ability to incur liens or debt, make investments, pay dividends, enter into transactions with its affiliates and engage in certain fundamental changes. Additionally, the Credit Agreement requires Gaia to maintain a Fixed Charge Coverage Ratio of not less than 1.20 to 1.00 and to not permit the Leverage Ratio to exceed 1.50 to 1.00 for any computation period. As of September 30, 2024 and 2023, the Borrower was in compliance with all related covenants.Maturities on long-term debt, net are: (in thousands) Â Â Â 2024 (remaining) Â $ 40 Â 2025 Â Â 5,800 Â Â Â $ 5,840 Â X - ReferencesNo definition available. + Details Name: us-gaap_DebtDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for information about short-term and long-term debt arrangements, which includes amounts of borrowings under each line of credit, note payable, commercial paper issue, bonds indenture, debenture issue, own-share lending arrangements and any other contractual agreement to repay funds, and about the underlying arrangements, rationale for a classification as long-term, including repayment terms, interest rates, collateral provided, restrictions on use of assets and activities, whether or not in compliance with debt covenants, and other matters important to users of the financial statements, such as the effects of refinancing and noncompliance with debt covenants. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 470 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/470/tableOfContentReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1I + Details Name: us-gaap_DebtDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 20 R13.htm IDEA: XBRL DOCUMENT v3.24.3 Leases 9 Months Ended Sep. 30, 2024 Leases [Abstract] Â Leases 5. LeasesIn connection with the sale of a portion of our corporate campus as further discussed in Note 4, we leased the property pursuant to a master lease for an initial term extending through September 30, 2030, with two five-year extensions. The extension options are not recognized as part of the right-of-use asset and lease liability. We record the right to use the underlying asset for the operating lease term as an asset and our obligation to make lease payments as a liability, based on the present value of the lease payments over the initial lease term. At September 30, 2024, the weighted average remaining lease term was 6 years and the weighted average discount rate was 3.75%. Because the rate implicit in the lease is not readily determinable, we used our incremental borrowing rate to determine the present value of lease payments. Information related to our right-of-use asset and related lease liability were as follows: Â Â September 30, Â Â December 31, Â (in thousands) Â 2024 Â Â 2023 Â Â Â (unaudited) Â Â Â Â Operating right-of-use asset, net Â $ 5,666 Â Â $ 6,288 Â Â Â Â Â Â Â Â Operating lease liability, current portion Â $ 824 Â Â $ 780 Â Operating lease liability, net of current portion Â Â 5,087 Â Â Â 5,708 Â Â $ 5,911 Â Â $ 6,488 Â Â Operating lease expense is recognized on a straight-line basis over the lease term. Our operating lease expense was $266 and $265 for the three months ended September 30, 2024 and 2023, respectively and $796 and $795 for the nine months ended September 30, 2024 and 2023, respectively. At September 30, 2024, and for the subsequent years ending December 31, future maturity is as follows:Â (in thousands) Â Â Â 2024 (remaining) Â $ 257 Â 2025 Â Â 1,035 Â 2026 Â Â 1,064 Â 2027 Â Â 1,093 Â 2028 Â Â 1,123 Â Thereafter Â Â 2,037 Â Future lease payments, gross Â Â 6,609 Â Less: Imputed interest Â Â (698) Operating lease liability Â $ 5,911 Â X - ReferencesNo definition available. + Details Name: us-gaap_LeasesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for operating leases of lessee. Includes, but is not limited to, description of operating lease and maturity analysis of operating lease liability. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/842-20/tableOfContent + Details Name: us-gaap_LesseeOperatingLeasesTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 21 R14.htm IDEA: XBRL DOCUMENT v3.24.3 Loss Per Share 9 Months Ended Sep. 30, 2024 Earnings Per Share [Abstract] Â Loss Per Share 6. Loss Per ShareBasic loss per share is computed using the weighted-average number of outstanding shares of common stock during the period. Diluted loss per share is computed using the weighted-average number of outstanding shares of common stock and, when dilutive, potential shares of common stock outstanding during the period (â€œcommon stock equivalentsâ€). Common stock equivalents consist of incremental shares issuable upon the assumed exercise of stock options and vesting of restricted stock units utilizing the treasury stock method.The weighted-average diluted shares outstanding computation is: Â Â For the Three Months Ended September 30, Â Â For the Nine Months Ended September 30, Â (in thousands, except per share data) Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Â Â (unaudited) Â Â (unaudited) Â Weighted-average common stock outstanding Â Â 23,404 Â Â Â 21,154 Â Â Â 23,312 Â Â Â 20,951 Â Weighted-average number of shares Â Â 23,404 Â Â Â 21,154 Â Â Â 23,312 Â Â Â 20,951 Â Â Â We excluded the effect of the below elements from our calculation of diluted loss per share, as their inclusion would have been anti-dilutive, as there were no earnings attributable to common shareholders: Â Â For the Three Months Ended

September 30, Â Â For the Nine Months Ended September 30, Â (in thousands) Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Â Â (unaudited) Â Â (unaudited) Â Â Common stock equivalents excluded due to net loss Â Â â€” Â Â Â 67 Â Â Â â€” Â Â Â 57 Â Â Employee stock options and RSUs Â Â (8) Â Â 598 Â Â Â 1,540 Â Â Â 497 Â Â Â Â (8) Â Â 665 Â Â Â 1,540 Â Â Â 554 Â X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for earnings per share. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/260/tableOfContentReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-3 + Details Name: us-gaap_EarningsPerShareTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 22 R15.htm IDEA: XBRL DOCUMENT v3.24.3 Income Taxes 9 Months Ended Sep. 30, 2024 Income Tax Disclosure [Abstract] Â Income Taxes 7. Income TaxesPeriodically, we perform assessments of the realization of our net deferred tax assets considering all available evidence, both positive and negative. Based on our historical operating losses, combined with our plans to continue to invest in our revenue growth and content library, we have a full valuation allowance on our deferred tax assets as of September 30, 2024. As of September 30, 2024, our net operating loss carryforwards on a gross basis were $80.5 million and $26.1 million for federal and state, respectively. The Coronavirus Aid, Relief, and Economic Security Act (CARES Act) is a stimulus bill which was in response to economic consequences of the COVID-19 pandemic. The CARES Act provided an employee retention credit, which is a refundable tax credit against certain employment taxes. During 2023, we recorded $1.75 million related to the employee retention credit in Selling and operating expenses in the condensed consolidated statements of operations with a related receivable balance from the United States government related to the CARES Act, which is recorded in Prepaid expenses and other current assets on our condensed consolidated balance sheets. X - ReferencesNo definition available. + Details Name: us-gaap_IncomeTaxDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for income tax. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12C -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12CReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12B -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12BReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 270 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477891/740-270-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.I.5.Q1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-13Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/740/tableOfContentReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-14Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 21 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-21Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 17 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-17Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 11.C) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482603/740-30-50-2 + Details Name: us-gaap_IncomeTaxDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 23 R16.htm IDEA: XBRL DOCUMENT v3.24.3 Contingencies 9 Months Ended Sep. 30, 2024 Commitments and Contingencies Disclosure [Abstract] Â Contingencies 8. ContingenciesFrom time to time, we are involved in legal proceedings that we consider to be in the normal course of business. We record accruals for losses related to those matters against us that we consider to be probable and that can be reasonably estimated. Based on available information, in the opinion of management, settlements, arbitration awards and final judgments, if any, that are considered probable of being rendered against us in litigation or arbitration in existence at September 30, 2024, and that can be reasonably estimated, are either reserved against or would not have a material adverse effect on our consolidated financial condition, results of operations or cash flows.The Company is subject to tax examinations for non-income taxes in foreign jurisdictions where it provides services to consumers residing in foreign jurisdictions. A number of these examinations are ongoing and, in certain cases, have resulted in assessments from foreign tax authorities. An accrual for non-income tax liability is recognized for foreign jurisdictions when it is probable that a liability has been incurred and the non-income tax exposure can be reasonably estimated. For other foreign jurisdictions requiring non-income taxes, the Company has determined that the non-income tax exposure is reasonably possible. However, considering the Company is in early stages of the examination and the Companyâ€™s prior experience with foreign tax authorities, the Company is unable to reasonably estimate the amount of non-income tax exposure that may be incurred. X - ReferencesNo definition available. + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for loss and gain contingencies. Describes any existing condition, situation, or set of circumstances involving uncertainty as of the balance sheet date (or prior to issuance of the financial statements) as to a probable or reasonably possible loss incurred by an entity that will ultimately be resolved when one or more future events occur or fail to occur, and typically discloses the amount of loss recorded or a range of possible loss, or an assertion that no reasonable estimate can be made. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 720 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483359/720-20-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 5.Y.Q4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480102/450-20-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 5.Y.Q2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480102/450-20-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/450-20/tableOfContentReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-4Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-9Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 450 -SubTopic 30 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/450-30/tableOfContentReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 450 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483049/450-30-50-1 + Details Name: us-gaap_LossContingencyDisclosures Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 24 R17.htm IDEA: XBRL DOCUMENT v3.24.3 Segment and Geographic Information 9 Months Ended Sep. 30, 2024 Segment Reporting [Abstract] Â Segment and Geographic Information 9. Segment and Geographic InformationÂ Our chief operating decision maker reviews operating results on a consolidated basis and has determined that we have one reportable segment. We have members in the United States and over 185 foreign countries. The major geographic territories are the U.S., Canada and Australia based on the billing location of the member.The following represents geographical data for our operations:Â Â Â For the Three Months Ended September 30, Â Â For the Nine Months Ended September 30, Â (in thousands) Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Revenue: Â Â Â Â Â Â Â Â Â Â Â Â United States Â $ 12,363 Â Â $ 11,291 Â Â $ 36,899 Â Â $ 34,298 Â International Â Â 9,793 Â Â Â 8,932 Â Â Â 29,031 Â Â Â 25,411 Â Â Â $ 22,156 Â Â $ 20,223 Â Â $ 65,930 Â Â $ 59,709 Â X - ReferencesNo definition available. + Details Name: us-gaap_SegmentReportingAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for reporting segments including data and tables. Reportable segments include those that meet any of the following quantitative thresholds a) it's reported revenue, including sales to external customers and intersegment sales or transfers is 10 percent or more of the combined revenue, internal and external, of all operating segments b) the absolute amount of its reported profit or loss is 10 percent or more of the greater, in absolute amount of 1) the combined reported profit of all operating segments that did not report a loss or 2) the combined reported loss of all operating segments that did report a loss c) its assets are 10 percent or more of the combined assets of all operating segments. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 54 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-54Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 47 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-47Reference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 54 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-54Reference 9: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 47 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-47Reference 10: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 54 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-54Reference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 47 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-47Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 34 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-34Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 26C -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-26CReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 26B -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-26BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-15Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/280/tableOfContentReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 26 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-26Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 21 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-21Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 21 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-21Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32 + Details Name: us-gaap_SegmentReportingDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 25 R18.htm IDEA: XBRL DOCUMENT v3.24.3 Igniton Transaction 9 Months Ended Sep. 30, 2024 Igniton Transaction [Abstract] Â Igniton Transaction 10. Igniton TransactionÂ In April 2024, the Company entered into a series of transactions with its subsidiary, Igniton, and a third-party entity to purchase a perpetual license for a total of $16.2 million of consideration comprised of $10.2 million of cash and $5.0 million of common stock of Igniton and $1.0 million of the Companyâ€™s equity security investment in Telomeron (the â€œLicense Purchaseâ€). The license allows the Company to utilize the technology developed by the third party. This license is being recorded within the Technology license, net line item on the condensed consolidated balance sheets.Â The License Purchase was funded through an equity financing through Igniton which raised $6.8 million of cash from third-party investors and $4.0 million investment from Gaia.Â Technology license, net consists of the following as of September 30, 2024:Â (in thousands) Â September 30, 2024 Â Â Â Â Â Technology license Â $ 16,156 Â Accumulated amortization Â Â (404) Technology license, net Â $ 15,752 Â Â The following schedule discloses the effects of changes in the Companyâ€™s ownership of Igniton on the Companyâ€™s equity, as a result of the Igniton Transaction, for the periods presented: Â Â Nine Months Ended Â (in thousands) Â September 30, 2024 Â Â Â Â Â Net income attributable to Gaia, Inc. shareholders Â $ (4,430) Change in Gaiaâ€™s paid-in capital for sale of Igniton Shares, net of issuance costs Â Â (908) Net transfers from non-controlling interest Â Â (908) Â Â Â Â Change from net income attributable to Gaia, Inc. shareholders and transfers from Noncontrolling Interest Â $ (5,338) Â On April 18, 2024, Igniton, Inc., a Colorado corporation (â€œIgnitonâ€), and subsidiary of the Company, closed a sale of 2,750,000 shares of Igniton common stock (the â€œIgniton Sharesâ€) to certain funds managed by AWM Investment Company, Inc. (â€œAWMâ€) for total net proceeds of approximately $3.2 million. Ignitonâ€™s total proceeds included an approximately $0.4 million premium (the â€œPremiumâ€) that was passed to the Company in exchange for the issuance to AWM of a non-transferable right granting AWM a one-time ability to sell the Igniton Shares to the Company for the total net proceeds paid (the â€œOptionâ€), payable at the Companyâ€™s option, in cash or shares of the Companyâ€™s Class A common stock

having a value per share equal to the trailing 5-day average Volume-Weighted Average Price (â€œVWAPâ€) prior to the exercise of the Option. The amounts have been recorded within Additional paid-in capital and Noncontrolling interests within the Condensed Consolidated Statements of Changes in Equity. X - DefinitionIgniton Transaction [Abstract] + ReferencesNo definition available. + Details Name: gaia_IgnitonTransactionAbstract Namespace Prefix: gaia_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for collaborative arrangements in which the entity is a participant, including a) information about the nature and purpose of such arrangements; b) its rights and obligations thereunder; c) the accounting policy for collaborative arrangements; and d) the income statement classification and amounts attributable to transactions arising from the collaborative arrangement between participants. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -SubTopic 10 -Topic 808 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479402/808-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -SubTopic 10 -Topic 808 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479402/808-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Topic 808 -Publisher FASB -URI https://asc.fasb.org/808/tableOfContent + Details Name: us-gaap_CollaborativeArrangementDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 26 R19.htm IDEA: XBRL DOCUMENT v3.24.3 Subsequent Events 9 Months Ended Sep. 30, 2024 Subsequent Events [Abstract] Â Subsequent Events 11. Subsequent EventsÂ Management has evaluated and determined there were no subsequent events as of the filing of this Form 10-Q. X - ReferencesNo definition available. + Details Name: us-gaap_SubsequentEventsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for significant events or transactions that occurred after the balance sheet date through the date the financial statements were issued or the date the financial statements were available to be issued. Examples include: the sale of a capital stock issue, purchase of a business, settlement of litigation, catastrophic loss, significant foreign exchange rate changes, loans to insiders or affiliates, and transactions not in the ordinary course of business. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 855 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/855/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 855 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483399/855-10-50-2 + Details Name: us-gaap_SubsequentEventsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 27 R20.htm IDEA: XBRL DOCUMENT v3.24.3 Organization, Nature of Operations, and Principles of Consolidation (Policies) 9 Months Ended Sep. 30, 2024 Accounting Policies [Abstract] Â Use of Estimates and Reclassifications Use of Estimates and ReclassificationsThe preparation of the interim condensed consolidated financial statements in accordance with GAAP requires us to make estimates and assumptions that affect the amounts reported in the accompanying interim condensed consolidated financial statements and disclosures. Although we base these estimates on our best knowledge of current events and actions that we may undertake in the future, actual results may be different from the estimates. We have made certain reclassifications to prior period amounts to conform to the current period presentations.Â As disclosed in our Annual Report on Form 10-K filed March 29, 2024, the Company determined it had the ability to exercise influence over Telomeron, Inc. (â€œTelomeronâ€) and, therefore, used the equity method of accounting to account for its equity interest. During the first quarter of 2024, the Company determined it no longer has the ability to exercise significant influence over Telomeron and, as such, the investment was reclassified at its carrying value to an equity security investment. The investment has been reclassed into Investments and other assets, net on our condensed consolidated balance sheets. Recently Issued Accounting Pronouncements Not Yet Adopted Recently Issued Accounting Pronouncements Not Yet AdoptedThere have been no material changes in our significant accounting policies as described in our Annual Report on Form 10-K for the year ended December 31, 2023. The following recently issued accounting pronouncements are being evaluated but have not yet been adopted.In October 2023, Financial Accounting Standards Board (the â€œFASBâ€) issued Accounting Standards Update (â€œASUâ€) 2023-06, Disclosure Improvements (â€œASU 2023-06â€), to clarify or improve disclosure and presentation requirements of a variety of topics and align the requirements in the FASB ASC with the SECâ€™s regulations. The amendments in ASU 2023-06 will become effective on the date the related disclosures are removed from Regulation S-X or Regulation S-K by the SEC, and will no longer be effective if the SEC has not removed the applicable disclosure requirement by June 30, 2027. Early adoption is prohibited. We are currently evaluating the impact of ASU 2023-06 on its consolidated financial statements and disclosures.In November 2023, the FASB issued ASU 2023-07, Segment Reporting (ASC Topic 280): Improvements to Reportable Segment Disclosures, which requires public entities to disclose information about their reportable segmentsâ€™ significant expenses and other segment items on an interim and annual basis. Public entities with a single reportable segment are required to apply the disclosure requirements in ASU 2023-07, as well as all existing segment disclosures and reconciliation requirements in ASC Topic 280 on an interim and annual basis. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and for interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. We are currently evaluating the impact of adopting ASU 2023-07. In December 2023, the FASB issued ASU 2023-09, Income Taxes (ASC Topic 740): Improvements to Income Tax Disclosures, which requires public entities, on an annual basis, to provide disclosure of specific categories in the rate reconciliation, as well as disclosure of income taxes paid disaggregated by jurisdiction. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024, with early adoption permitted. We are currently evaluating the impact of adopting ASU 2023-09. X - DefinitionUse of estimates and reclassifications. + ReferencesNo definition available. + Details Name: gaia_UseOfEstimatesAndReclassificationsPolicyTextBlock Namespace Prefix: gaia_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. Includes, but is not limited to, quantification of the expected or actual impact. + ReferencesNo definition available. + Details Name: us-gaap_NewAccountingPronouncementsPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 28 R21.htm IDEA: XBRL DOCUMENT v3.24.3 Debt (Tables) 9 Months Ended Sep. 30, 2024 Debt Disclosure [Abstract] Â Schedule of Maturities on Long Term Debt, Net Maturities on long-term debt, net are: (in thousands) Â Â Â 2024 (remaining) Â $ 40 Â 2025 Â Â 5,800 Â Â Â $ 5,840 Â X - ReferencesNo definition available. + Details Name: us-gaap_DebtDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of maturity and sinking fund requirement for long-term debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 470 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-1 + Details Name: us-gaap_ScheduleOfMaturitiesOfLongTermDebtTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 29 R22.htm IDEA: XBRL DOCUMENT v3.24.3 Leases (Tables) 9 Months Ended Sep. 30, 2024 Leases [Abstract] Â Schedule of Right of Use Asset and Related Lease Liability and Supplemental Cash Flow Information Because the rate implicit in the lease is not readily determinable, we used our incremental borrowing rate to determine the present value of lease payments. Information related to our right-of-use asset and related lease liability were as follows: Â Â September 30, Â Â December 31, Â (in thousands) Â 2024 Â Â 2023 Â Â Â (unaudited) Â Â Â Â Operating right-of-use asset, net Â $ 5,666 Â Â $ 6,288 Â Â Â Â Â Â Â Â Operating lease liability, current portion Â $ 824 Â Â $ 780 Â Operating lease liability, net of current portion Â Â 5,087 Â Â Â 5,708 Â Â $ 5,911 Â Â $ 6,488 Â Â Schedule of Future Maturity of Lease Liability Operating lease expense is recognized on a straight-line basis over the lease term. Our operating lease expense was $266 and $265 for the three months ended September 30, 2024 and 2023, respectively and $796 and $795 for the nine months ended September 30, 2024 and 2023, respectively. At September 30, 2024, and for the subsequent years ending December 31, future maturity is as follows:Â (in thousands) Â Â Â 2024 (remaining) Â $ 257 Â 2025 Â Â 1,035 Â 2026 Â Â 1,064 Â 2027 Â Â 1,093 Â 2028 Â Â 1,123 Â Thereafter Â Â 2,037 Â Future lease payments, gross Â Â 6,609 Â Less: Imputed interest Â Â (698) Operating lease liability Â $ 5,911 Â X - DefinitionSchedule of right of use asset and related lease liability and supplemental cash flow information. + ReferencesNo definition available. + Details Name: gaia_ScheduleOfRightOfUseAssetAndRelatedLeaseLiabilityAndSupplementalCashFlowInformationTableTextBlock Namespace Prefix: gaia_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_LeasesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of undiscounted cash flows of lessee's operating lease liability. Includes, but is not limited to, reconciliation of undiscounted cash flows to operating lease liability recognized in statement of financial position. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityMaturityTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 30 R23.htm IDEA: XBRL DOCUMENT v3.24.3 Loss Per Share (Tables) 9 Months Ended Sep. 30, 2024 Earnings Per Share [Abstract] Â Schedule of Weighted-Average Diluted Shares Outstanding The weighted-average diluted shares outstanding computation is: Â Â For the Three Months Ended September 30, Â Â For the Nine Months Ended September 30, Â (in thousands, except per share data) Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Â Â (unaudited) Â Â (unaudited) Â Weighted-average common stock outstanding Â Â 23,404 Â Â Â 21,154 Â Â Â 23,312 Â Â Â 20,951 Â Weighted-average number of shares Â Â 23,404 Â Â Â 21,154 Â Â Â 23,312 Â Â Â 20,951 Â Â Summary of Potential Common Shares Excluded from Diluted Calculation We excluded the effect of the below elements from our calculation of diluted loss per share, as their inclusion would have been anti-dilutive, as there were no earnings attributable to common shareholders: Â Â For the Three Months Ended September 30, Â Â For the Nine Months Ended September 30, Â (in thousands) Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Â Â (unaudited) Â Â (unaudited) Â Â Common stock equivalents excluded due to net loss Â Â â€” Â Â Â 67 Â Â Â â€” Â Â Â 57 Â Â Employee stock options and RSUs Â Â (8) Â Â 598 Â Â Â 1,540 Â Â Â 497 Â Â Â Â (8) Â Â 665 Â Â Â 1,540 Â Â Â 554 Â X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of securities (including those issuable pursuant to contingent share agreements) that could potentially dilute basic earnings per share (EPS) in the future that were not included in the computation of diluted EPS because to do so would increase EPS amounts or decrease loss per share amounts for the period presented, by antidilutive securities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 260 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of an entity's basic and diluted earnings per share calculations, including a reconciliation of numerators and denominators of the basic and diluted per-share computations for income from continuing operations. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 31 R24.htm IDEA: XBRL DOCUMENT v3.24.3 Segment and Geographic Information (Tables) 9 Months Ended Sep. 30, 2024 Segment Reporting [Abstract] Â Geographical Data for Operations The following represents geographical data for our operations:Â Â Â For the Three Months Ended September 30, Â Â For the Nine Months Ended September 30, Â (in thousands) Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Revenue: Â Â Â Â Â Â Â Â Â Â Â Â United States Â $ 12,363 Â Â $ 11,291 Â Â $ 36,899 Â Â $ 34,298 Â International Â Â 9,793 Â Â Â 8,932 Â Â Â 29,031 Â Â Â 25,411 Â Â Â $ 22,156 Â Â $ 20,223 Â Â $ 65,930 Â Â $ 59,709 Â X - DefinitionTabular disclosure of revenue from external customers by geographic areas attributed to the entity's country of domicile and to foreign countries from which the entity derives revenue. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41 + Details Name: us-gaap_RevenueFromExternalCustomersByGeographicAreasTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_SegmentReportingAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 32 R25.htm IDEA: XBRL DOCUMENT v3.24.3 Igniton Transaction (Tables) 9 Months Ended Sep. 30, 2024 Igniton Transaction [Abstract] Â Schedule of Technology License, Net Technology license, net consists of the following as of September 30, 2024:Â (in thousands) Â September 30, 2024 Â Â Â Â Â Technology license Â $ 16,156 Â Accumulated amortization Â Â (404) Technology license, net Â $ 15,752 Â Schedule of Discloses the Effects of Changes Companys Ownership The following schedule discloses the effects of changes in the Companyâ€™s ownership of Igniton on the Companyâ€™s equity, as a result of the Igniton Transaction, for the periods presented: Â Â Nine Months Ended Â (in thousands) Â September 30, 2024 Â Â Â Â Â Net income attributable to Gaia, Inc. shareholders Â $ (4,430) Change in Gaiaâ€™s paid-in capital for sale of Igniton Shares, net of issuance costs Â Â (908) Net transfers from non-controlling interest Â Â (908) Â Â Â Â Change from net income attributable to Gaia, Inc. shareholders and transfers from Noncontrolling Interest Â $ (5,338) X - DefinitionIgniton Transaction [Abstract] + ReferencesNo definition available. + Details Name: gaia_IgnitonTransactionAbstract Namespace Prefix: gaia_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of assets, excluding financial assets and goodwill, lacking physical substance with a finite life, by either major class or business segment. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2 + Details Name: us-gaap_ScheduleOfFiniteLivedIntangibleAssetsTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of other units or shares or classes of ownership in a partnership. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SAB Topic 4.F) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-5 + Details Name: us-gaap_ScheduleOfOtherOwnershipInterestsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 33 R26.htm IDEA: XBRL DOCUMENT v3.24.3 Organization, Nature of Operations, and Principles of Consolidation - Additional Information (Detail) 9 Months Ended Sep. 30, 2024 Channel Title Organization Nature Of Operations And Principles Of Consolidation [Line Items] Â Number of channels | Channel 4 Percentage of produced and owned content views 75.00% Minimum [Member] Â Organization Nature Of Operations And Principles Of Consolidation [Line Items] Â Number of titles available in digital content library | Title 10,000 Percentage of digital streaming exclusively available for subscribers 88.00% X - DefinitionNumber of channels. + ReferencesNo definition available. + Details Name: gaia_NumberOfChannels Namespace Prefix: gaia_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - DefinitionNumber of titles available in digital content library. + ReferencesNo definition available. + Details Name: gaia_NumberOfTitlesAvailableInDigitalContentLibrary Namespace Prefix: gaia_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - DefinitionOrganization nature of operations and principles of consolidation. + ReferencesNo definition available. + Details Name: gaia_OrganizationNatureOfOperationsAndPrinciplesOfConsolidationLineItems Namespace Prefix: gaia_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionPercentage of digital streaming exclusively available for subscribers. + ReferencesNo definition available. + Details Name: gaia_PercentageOfDigitalStreamingExclusivelyAvailableForSubscribers Namespace Prefix: gaia_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionPercentage of produced and owned content. + ReferencesNo definition available. + Details Name: gaia_PercentageOfProducedAndOwnedContent Namespace Prefix: gaia_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 34 R27.htm IDEA: XBRL DOCUMENT v3.24.3 Equity and Share-Based Compensation - Additional Information (Detail) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Share-Based Payment Arrangement [Abstract] Â Â Â Â Share-based compensation expense $ 341 $ 56 $ 1,003 $ 599 Options exercised during period 0 0 0 0 X - DefinitionAmount of expense for award under share-based payment arrangement. Excludes amount capitalized. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.F) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -

Paragraph 2 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_AllocatedShareBasedCompensationExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionNumber of share options (or share units) exercised during the current period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesStockOptionsExercised Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration XML 35 R28.htm IDEA: XBRL DOCUMENT v3.24.3 Debt - Additional Information (Detail) - USD ($) 9 Months Ended Dec. 28, 2020 Sep. 09, 2020 Sep. 30, 2024 Dec. 31, 2023 Aug. 25, 2022 Debt Instrument [Line Items] Â Â Â Â Â Covenant compliance Â Â As of September 30, 2024 and 2023, the Borrower was in compliance with all related covenants. Â Â Credit Agreement [Member] | Keybank [Member] Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Required aggregate outstanding amount for period of 30 consecutive days Â Â $ 0 Â Â Number of days considered for calculation of aggregate outstanding amount Â Â 30 days Â Â Minimum required fixed charge coverage ratio Â Â 1.2 Â Â Maximum required leverage ratio Â Â 1.5 Â Â Line of credit facility, expiration Â Â Aug. 25, 2025 Â Â Credit Agreement [Member] | Keybank [Member] | Revolving Credit Facility [Member] Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Maximum borrowing capacity under credit facility Â Â Â Â $ 10,000,000 Credit Agreement [Member] | Keybank [Member] | Letters of Credit [Member] Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Sublimit for letter of credit facility Â Â Â Â $ 1,000,000 Loan principal amount Â Â $ 0 $ 0 Â Outstanding borrowings Â Â $ 0 $ 0 Â Credit Agreement [Member] | Keybank [Member] | Floor Rate [Member] Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Interest rate Â Â 0.00% Â Â Credit Agreement [Member] | Keybank [Member] | SOFR [Member] Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Percentage of adjustment to floor interest rate Â Â 0.10% Â Â Credit Agreement [Member] | Keybank [Member] | Margin [Member] Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Percentage of adjustment to floor interest rate Â Â 2.00% Â Â Credit Agreement [Member] | Keybank [Member] | Benchmark or SOFR Unavailability Period [Member] | Minimum [Member] Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Interest rate Â Â 3.00% Â Â Credit Agreement [Member] | Keybank [Member] | Benchmark or SOFR Unavailability Period [Member] | Margin [Member] | Minimum [Member] Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Percentage of adjustment to floor interest rate Â Â 1.00% Â Â Credit Agreement [Member] | Keybank [Member] | Benchmark or SOFR Unavailability Period [Member] | Federal Funds Rate [Member] | Minimum [Member] Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Percentage of adjustment to floor interest rate Â Â 0.50% Â Â Boulder Road LLC [Member] Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Subsidiary interest percentage Â 50.00% Â Â Â Undivided interest sold consideration received Â $ 13,200,000 Â Â Â Boulder Road LLC [Member] | Maximum [Member] Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Minimum debt service ratio - pre distribution 1 Â Â Â Â Minimum debt service ratio - post distribution 1 Â Â Â Â Boulder Road LLC [Member] | Minimum [Member] Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Minimum debt service ratio - pre distribution 1.35 Â Â Â Â Minimum debt service ratio - post distribution 1.15 Â Â Â Â Boulder Road and Westside Boulder, LLC [Member] | Loan Agreement [Member] | First Interstate Bank [Member] | Mortgage Loan [Member] Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Loan principal amount $ 13,000,000 Â Â Â Â Interest rate 3.75% Â Â Â Â Debt instrument, maturity date Dec. 28, 2025 Â Â Â Â Percentage of line of credit proceeds 50.00% Â Â Â Â Percentage of line of credit monthly installments 50.00% Â Â Â Â Outstanding borrowings $ 13,000,000 Â Â Â Â Westside Boulder, LLC. [Member] | Boulder Road LLC [Member] Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Undivided interest sold percentage Â 50.00% Â Â Â X - DefinitionMaximum required leverage ratio + ReferencesNo definition available. + Details Name: gaia_MaximumRequiredLeverageRatio Namespace Prefix: gaia_ Data Type: xbrli:pureItemType Balance Type: na Period Type: duration X - DefinitionMinimum debt service ratio post distribution. + ReferencesNo definition available. + Details Name: gaia_MinimumDebtServiceRatioPostDistribution Namespace Prefix: gaia_ Data Type: xbrli:pureItemType Balance Type: na Period Type: duration X - DefinitionMinimum debt service ratio pre distribution. + ReferencesNo definition available. + Details Name: gaia_MinimumDebtServiceRatioPreDistribution Namespace Prefix: gaia_ Data Type: xbrli:pureItemType Balance Type: na Period Type: duration X - DefinitionMinimum required fixed charge coverage ratio. + ReferencesNo definition available. + Details Name: gaia_MinimumRequiredFixedChargeCoverageRatio Namespace Prefix: gaia_ Data Type: xbrli:pureItemType Balance Type: na Period Type: duration X - DefinitionNumber of days considered for calculation of aggregate outstanding amount. + ReferencesNo definition available. + Details Name: gaia_NumberOfDaysConsideredForCalculationOfAggregateOutstandingAmount Namespace Prefix: gaia_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionPercentage of line of credit monthly installments. + ReferencesNo definition available. + Details Name: gaia_PercentageOfLineOfCreditMonthlyInstallments Namespace Prefix: gaia_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionPercentage of line of credit proceeds. + ReferencesNo definition available. + Details Name: gaia_PercentageOfLineOfCreditProceeds Namespace Prefix: gaia_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionRequired aggregate outstanding amount for period of thirty consecutive days. + ReferencesNo definition available. + Details Name: gaia_RequiredAggregateOutstandingAmountForPeriodOfThirtyConsecutiveDays Namespace Prefix: gaia_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionSublimit for letter of credit facility. + ReferencesNo definition available. + Details Name: gaia_SublimitForLetterOfCreditFacility Namespace Prefix: gaia_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPercentage points added to the reference rate to compute the variable rate on the debt instrument. + ReferencesNo definition available. + Details Name: us-gaap_DebtInstrumentBasisSpreadOnVariableRate1 Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionStates whether the entity was in compliance with the debt covenants throughout the reporting period, and describes facts and circumstances of any compliance failure. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 942 -SubTopic 470 -Section 50 -Paragraph 3 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477734/942-470-50-3 + Details Name: us-gaap_DebtInstrumentCovenantCompliance Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionContractual interest rate for funds borrowed, under the debt agreement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B + Details Name: us-gaap_DebtInstrumentInterestRateStatedPercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 26: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-gaap_DebtInstrumentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDate when the debt instrument is scheduled to be fully repaid, in YYYY-MM-DD format. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B + Details Name: us-gaap_DebtInstrumentMaturityDate Namespace Prefix: us-gaap_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionThe carrying value as of the balance sheet date of the current and noncurrent portions of long-term obligations drawn from a line of credit, which is a bank's commitment to make loans up to a specific amount. Examples of items that might be included in the application of this element may consist of letters of credit, standby letters of credit, and revolving credit arrangements, under which borrowings can be made up to a maximum amount as of any point in time conditional on satisfaction of specified terms before, as of and after the date of drawdowns on the line. Includes short-term obligations that would normally be classified as current liabilities but for which (a) postbalance sheet date issuance of a long term obligation to refinance the short term obligation on a long term basis, or (b) the enterprise has entered into a financing agreement that clearly permits the enterprise to refinance the short-term obligation on a long term basis and the following conditions are met (1) the agreement does not expire within 1 year and is not cancelable by the lender except for violation of an objectively determinable provision, (2) no violation exists at the BS date, and (3) the lender has entered into the financing agreement is expected to be financially capable of honoring the agreement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_LineOfCredit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionDate the credit facility terminates, in YYYY-MM-DD format. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LineOfCreditFacilityExpirationDate1 Namespace Prefix: us-gaap_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionMaximum borrowing capacity under the credit facility without consideration of any current restrictions on the amount that could be borrowed or the amounts currently outstanding under the facility. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2:

http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LineOfCreditFacilityMaximumBorrowingCapacity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe equity interest of noncontrolling shareholders, partners or other equity holders in consolidated entity. + ReferencesNo definition available. + Details Name: us-gaap_MinorityInterestOwnershipPercentageByNoncontrollingOwners Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionAmount of consideration received by subsidiary or equity investee in exchange for shares of stock issued or sold. Includes amount of cash received, fair value of noncash assets received, and fair value of liabilities assumed by the investor. + ReferencesNo definition available. + Details Name: us-gaap_SaleOfStockConsiderationReceivedPerTransaction Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionPercentage of subsidiary's or equity investee's stock owned by parent company after stock transaction. + ReferencesNo definition available. + Details Name: us-gaap_SaleOfStockPercentageOfOwnershipAfterTransaction Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_TypeOfArrangementAxis=gaia_CreditAndSecurityAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LineOfCreditFacilityAxis=gaia_KeybankMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_CreditFacilityAxis=us-gaap_RevolvingCreditFacilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_CreditFacilityAxis=us-gaap_LetterOfCreditMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VariableRateAxis=us-gaap_BaseRateMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VariableRateAxis=us-gaap_SecuredOvernightFinancingRateSofrOvernightIndexSwapRateMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VariableRateAxis=gaia_MarginMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=gaia_BenchmarkOrSofrUnavailabilityPeriodMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VariableRateAxis=us-gaap_FederalFundsEffectiveSwapRateMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: dei_LegalEntityAxis=gaia_BoulderRoadMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: dei_LegalEntityAxis=gaia_BoulderRoadAndWestsideBoulderLimitedLiabilityCompanyMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=gaia_LoanAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LineOfCreditFacilityAxis=gaia_FirstInterstateBankMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LongtermDebtTypeAxis=gaia_MortgageLoanMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_OwnershipAxis=gaia_WestsideBoulderLLCMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 36 R29.htm IDEA: XBRL DOCUMENT v3.24.3 Debt - Schedule of Maturities on Long Term Debt, Net (Detail) $ in Thousands Sep. 30, 2024 USD ($) Maturities of Long-Term Debt [Abstract] Â 2024 (remaining) $ 40 2025 5,800 Total maturities on long-term debt $ 5,840 X - DefinitionAmount, before unamortized (discount) premium and debt issuance costs, of long-term debt. Includes, but is not limited to, notes payable, bonds payable, commercial loans, mortgage loans, convertible debt, subordinated debt and other types of debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4 + Details Name: us-gaap_DebtInstrumentCarryingAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 470 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-1 + Details Name: us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInNextTwelveMonths Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in remainder of current fiscal year. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3 + Details Name: us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalRemainderOfFiscalYear Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_MaturitiesOfLongTermDebtAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 37 R30.htm IDEA: XBRL DOCUMENT v3.24.3 Leases - Additional Information (Detail) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Lessee Lease Description [Line Items] Â Â Â Â Â Operating lease, extending Description Â Â we leased the property pursuant to a master lease for an initial term extending through September 30, 2030, with two five-year extensions Â Â Operating lease, existence of option to extend [true false] Â Â true Â Â Operating right-of-use asset, net $ 5,666 Â $ 5,666 Â $ 6,288 Operating lease liability $ 5,911 Â $ 5,911 Â $ 6,488 Operating lease, weighted average remaining lease term 6 years Â 6 years Â Â Operating lease, weighted average discount rate 3.75% Â 3.75% Â Â Operating lease expense $ 266 $ 265 $ 796 $ 795 Â Two Five Year Extensions [Member] Â Â Â Â Â Lessee Lease Description [Line Items] Â Â Â Â Â Operating lease, Renewal Term 5 years Â 5 years Â Â X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7AReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3 + Details Name: us-gaap_LesseeLeaseDescriptionLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionIndicates (true false) whether lessee has option to extend operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3 + Details Name: us-gaap_LesseeOperatingLeaseExistenceOfOptionToExtend Namespace Prefix: us-gaap_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionDescription of terms and conditions of option to extend lessee's operating lease. Includes, but is not limited to, information about option recognized as part of right-of-use asset and lease liability. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3 + Details Name: us-gaap_LesseeOperatingLeaseOptionToExtend Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTerm of lessee's operating lease renewal, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3 + Details Name: us-gaap_LesseeOperatingLeaseRenewalTerm Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - DefinitionAmount of operating lease expense. Excludes sublease income. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-4 + Details Name: us-gaap_OperatingLeaseExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's right to use underlying asset under operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseRightOfUseAsset Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionWeighted average discount rate for operating lease calculated at point in time. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479589/842-20-55-53Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_OperatingLeaseWeightedAverageDiscountRatePercent Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionWeighted average remaining lease term for operating lease, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479589/842-20-55-53Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_OperatingLeaseWeightedAverageRemainingLeaseTerm1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - Details Name: us-gaap_LeaseContractualTermAxis=gaia_TwoFiveYearExtensionsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 38 R31.htm IDEA: XBRL DOCUMENT v3.24.3 Leases - Schedule of Right of Use Asset and Related Lease Liability (Detail) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Leases [Abstract] Â Â Operating right-of-use asset, net $ 5,666 $ 6,288 Operating lease liability, current portion 824 780 Operating lease liability, net of current portion 5,087 5,708 Operating Lease, Liability $ 5,911 $ 6,488 X - ReferencesNo definition available. + Details Name: us-gaap_LeasesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's right to use underlying asset under operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseRightOfUseAsset Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant XML 39 R32.htm IDEA: XBRL DOCUMENT v3.24.3 Leases - Schedule of Future Maturity of Lease Liability (Detail) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Leases [Abstract] Â Â 2024 (remaining) $ 257 Â 2025 1,035 Â 2026 1,064 Â 2027 1,093 Â 2028 1,123 Â Thereafter 2,037 Â Future lease payments, gross 6,609 Â Less: Imputed interest (698) Â Operating lease liability $ 5,911 $ 6,488 X - DefinitionLessee operating lease liability payments due after year four. + ReferencesNo definition available. + Details Name: gaia_LesseeOperatingLeaseLiabilityPaymentsDueAfterYearFour Namespace Prefix: gaia_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_LeasesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearFour Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearThree Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearTwo Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease having initial or remaining

lease term in excess of one year to be paid in remainder of current fiscal year. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsRemainderOfFiscalYear Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payments in excess of discounted obligation for lease payments for operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityUndiscountedExcessAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 40 R33.htm IDEA: XBRL DOCUMENT v3.24.3 Loss Per Share - Schedule of Weighted-Average Diluted Shares Outstanding (Detail) - shares shares in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Earnings Per Share [Abstract] Â Â Â Â Weighted-average common stock outstanding 23,404 21,154 23,312 20,951 Weighted-average number of shares 23,404 21,154 23,312 20,951 X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-16 + Details Name: us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThis element represents the weighted average total number of shares issued throughout the period including the first (beginning balance outstanding) and last (ending balance outstanding) day of the period before considering any reductions (for instance, shares held in treasury) to arrive at the weighted average number of shares outstanding. Weighted average relates to the portion of time within a reporting period that common shares have been issued and outstanding to the total time in that period. Such concept is used in determining the weighted average number of shares outstanding for purposes of calculating earnings per share (basic). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 260 -SubTopic 10 -Section 45 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-13Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 260 -SubTopic 10 -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10 + Details Name: us-gaap_WeightedAverageNumberOfSharesIssuedBasic Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration XML 41 R34.htm IDEA: XBRL DOCUMENT v3.24.3 Loss Per Share - Summary of Potential Common Shares Excluded from Diluted Calculation (Detail) - shares shares in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items] Â Â Â Â Antidilutive securities included cancelations and excluded from computation of earnings per share, amount (8) 665 1,540 554 Common Stock Equivalents Excluded due to Net Loss [Member] Â Â Â Â Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items] Â Â Â Â Antidilutive securities included cancelations and excluded from computation of earnings per share, amount 0 67 0 57 Employee Stock Options and RSUs [Member] Â Â Â Â Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items] Â Â Â Â Antidilutive securities included cancelations and excluded from computation of earnings per share, amount (8) 598 1,540 497 X - DefinitionAntidilutive securities included cancelations and excluded from computation of earnings per share, amount. + ReferencesNo definition available. + Details Name: gaia_AntidilutiveSecuritiesIncludedCancelationsAndExcludedFromComputationOfEarningsPerShareAmount Namespace Prefix: gaia_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=gaia_CommonStockEquivalentsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=gaia_EmployeeStockOptionsAndRestrictedStockUnitsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 42 R35.htm IDEA: XBRL DOCUMENT v3.24.3 Income Taxes - Additional Information (Detail) - USD ($) $ in Thousands 12 Months Ended Dec. 31, 2023 Sep. 30, 2024 Income Taxes [Line Items] Â Â Employee retention credit in Selling and operating expenses related to CARES Act $ 1,750 Â Federal [Member] Â Â Income Taxes [Line Items] Â Â Net operating loss carryforwards Â $ 80,500 State [Member] Â Â Income Taxes [Line Items] Â Â Net operating loss carryforwards Â $ 26,100 X - DefinitionEmployee retention credit in Selling and operating expenses related to CARES Act. + ReferencesNo definition available. + Details Name: gaia_EmployeeRetentionCreditInSellingAndOperatingExpensesRelatedToCaresAct Namespace Prefix: gaia_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionIncome taxes. + ReferencesNo definition available. + Details Name: gaia_IncomeTaxesLineItems Namespace Prefix: gaia_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of operating loss carryforward, before tax effects, available to reduce future taxable income under enacted tax laws. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-3 + Details Name: us-gaap_OperatingLossCarryforwards Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_IncomeTaxAuthorityAxis=gaia_FederalMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeTaxAuthorityAxis=gaia_StateMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 43 R36.htm IDEA: XBRL DOCUMENT v3.24.3 Segment and Geographic Information - Geographical Data for Operations (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Revenue: Â Â Â Â Business combination net operating revenue $ 22,156 $ 20,223 $ 65,930 $ 59,709 United States [Member] Â Â Â Â Revenue: Â Â Â Â Business combination net operating revenue 12,363 11,291 36,899 34,298 International [Member] Â Â Â Â Revenue: Â Â Â Â Business combination net operating revenue $ 9,793 $ 8,932 $ 29,031 $ 25,411 X - ReferencesNo definition available. + Details Name: us-gaap_GeographicAreasRevenuesFromExternalCustomersAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-4 + Details Name: us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: srt_StatementGeographicalAxis=country_US Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_StatementGeographicalAxis=us-gaap_NonUsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 44 R37.htm IDEA: XBRL DOCUMENT v3.24.3 Igniton Transaction - Additional Information (Details) - USD ($) $ in Thousands 1 Months Ended 9 Months Ended Apr. 18, 2024 Apr. 30, 2024 Sep. 30, 2024 Sep. 30, 2023 Igniton Transaction [Line Items] Â Â Â Â Total net proceeds of common stock Â Â $ 33 $ 42 Igniton [Member] Â Â Â Â Igniton Transaction [Line Items] Â Â Â Â Sale shares of igniton common stock 2,750,000 Â Â Total net proceeds of common stock $ 3,200 Â Â Â Premium on sale of common stock $ 400 Â Â Â Perpetual License [Member] Â Â Â Â Igniton Transaction [Line Items] Â Â Â Â Total purchase amount Â $ 16,200 Â Â Payment through cash Â 10,200 Â Â Perpetual License [Member] | Igniton [Member] Â Â Â Â Igniton Transaction [Line Items] Â Â Â Â Issuance of common stock Â 5,000 Â Â Perpetual License [Member] | Telomeron [Member] Â Â Â Â Igniton Transaction [Line Items] Â Â Â Â Issuance of common stock Â $ 1,000 Â Â License Purchase [Member] Â Â Â Â Igniton Transaction [Line Items] Â Â Â Â Proceeds from investment Â Â 4,000 Â License Purchase [Member] | Igniton [Member] Â Â Â Â Igniton Transaction [Line Items] Â Â Â Â Equity financing raised Â Â $ 6,800 Â X - DefinitionIgniton Transaction [Line Items] + ReferencesNo definition available. + Details Name: gaia_IgnitonTransactionLineItems Namespace Prefix: gaia_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionPremium on sale of common stock. + ReferencesNo definition available. + Details Name: gaia_PremiumOnSaleOfCommonStock Namespace Prefix: gaia_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of consideration transferred, consisting of acquisition-date fair value of assets transferred by the acquirer, liabilities incurred by the acquirer, and equity interest issued by the acquirer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 30 -Paragraph 8 -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479637/805-30-30-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 30 -Paragraph 7 -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479637/805-30-30-7 + Details Name: us-gaap_BusinessCombinationConsiderationTransferred1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of equity interests of the acquirer, including instruments or interests issued or issuable in consideration for the business combination. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 30 -Paragraph 8 -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479637/805-30-30-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 30 -Paragraph 7 -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479637/805-30-30-7 + Details Name: us-gaap_BusinessCombinationConsiderationTransferredEquityInterestsIssuedAndIssuable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionTotal number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionThe cash outflow associated with the acquisition of business during the period. The cash portion only of the acquisition price. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireBusinessesGross Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash inflow from the additional capital contribution to the entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromIssuanceOfCommonStock Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash inflow associated with the sale, maturity and collection of all investments such as debt, security and so forth during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-12 + Details Name: us-gaap_ProceedsFromSaleMaturityAndCollectionsOfInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of consideration received by subsidiary or equity investee in exchange for shares of stock issued or sold. Includes amount of cash received, fair value of noncash assets received, and fair value of liabilities assumed by the investor. + ReferencesNo definition available. + Details Name: us-gaap_SaleOfStockConsiderationReceivedPerTransaction Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=gaia_IgnitonMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_BusinessAcquisitionAxis=gaia_PerpetualLicenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=gaia_TelomeronMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=gaia_LicensePurchaseMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 45 R38.htm IDEA: XBRL DOCUMENT v3.24.3 Igniton Transaction - Schedule of Technology License, Net (Details) $ in Thousands Sep. 30, 2024 USD ($) Igniton Transaction [Line Items] Â Technology license, net $ 15,752 Technology License [Member] Â Igniton Transaction [Line Items] Â Technology license 16,156 Accumulated amortization (404) Technology license, net $ 15,752 X - DefinitionIgniton Transaction [Line Items] + ReferencesNo definition available. + Details Name: gaia_IgnitonTransactionLineItems Namespace Prefix: gaia_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAccumulated amount of amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI

https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 10 -Name Accounting Standards Codification -Section S45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480265/350-10-S45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAccumulatedAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount before amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 10 -Name Accounting Standards Codification -Section S45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480265/350-10-S45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 928 -SubTopic 340 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478859/928-340-50-1 + Details Name: us-gaap_FiniteLivedIntangibleAssetsGross Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483154/926-20-50-5 + Details Name: us-gaap_FiniteLivedIntangibleAssetsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=gaia_TechnologyLicenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 46 R39.htm IDEA: XBRL DOCUMENT v3.24.3 Igniton Transaction - Schedule of Discloses the Effects of Changes Companys Ownership (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Igniton Transaction [Line Items] Â Â Â Â Net loss attributable to common shareholders $ (1,192) $ (772) $ (4,430) $ (3,966) Net transfers from non-controlling interest $ (308) $ 59 (204) 142 Change from net income attributable to Gaia, Inc. shareholders and transfers from Noncontrolling Interest Â Â (4,634) $ (3,824) Igniton [Member] Â Â Â Â Igniton Transaction [Line Items] Â Â Â Â Net loss attributable to common shareholders Â Â (4,430) Â Change in Gaia's paid-in capital for sale of Igniton Shares, net of issuance costs Â Â (908) Â Net transfers from non-controlling interest Â Â (908) Â Change from net income attributable to Gaia, Inc. shareholders and transfers from Noncontrolling Interest Â Â $ (5,338) Â X - DefinitionIgniton Transaction [Line Items] + ReferencesNo definition available. + Details Name: gaia_IgnitonTransactionLineItems Namespace Prefix: gaia_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of other increase (decrease) in additional paid in capital (APIC). + ReferencesNo definition available. + Details Name: us-gaap_AdjustmentsToAdditionalPaidInCapitalOther Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of Net Income (Loss) attributable to noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 55 -Paragraph 4J -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4JReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1B + Details Name: us-gaap_NetIncomeLossAttributableToNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount, after deduction of tax, noncontrolling interests, dividends on preferred stock and participating securities; of income (loss) available to common shareholders. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SAB Topic 6.B) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-5Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B + Details Name: us-gaap_NetIncomeLossAvailableToCommonStockholdersBasic Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-3Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 31: http://www.xbrl.org/2003/role/exampleRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 4J -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4JReference 32: http://www.xbrl.org/2003/role/exampleRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 4K -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4KReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 34: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-2Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A + Details Name: us-gaap_ProfitLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=gaia_IgnitonMember Namespace Prefix: Data Type: na Balance Type: Period Type: EXCEL 47 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial_Report.xlsx M4$L#!!0 ("6%9%D'04UB@0 +$ 0 9&]C4')O<',O87!P+GAM M;$V./0L",1!$_\IQO;=!P4)B0-!2L+ (/>QLOD&1#LD)^OCG!CVX>;QA&WPIG M*N*I#BV&5(_C(I(/ !47BK9.7:=N')=HI6-Y #OGDK7A.YNJQ<&4GPZ4A!0W_J=0U[R;UEA_6\#MI7E!+ P04 M " EA619QEM>;^X K @ $0 &1O8U!R;W!S+V-O&ULS9+/ M2L0P$(=?17)OI^D6#Z';B^))07!!\1:2V=U@\X=DI-VW-XV[740?P&-F?OGF M&YA>!:%\Q.?H T8RF&YF.[HD5-BR(U$0 $D=T\5JM^/ 9QP+3"G!$BXX2\)H#&Y:) MX32//5P!"XPPVO1=0+T22_5/;.D .R?G9-;4-$WUM"FYO .'MZ?'E[)N95PB MZ13F7\D(.@7Z!#6W3=A7G5=/M6BXZ+IKV?7']X7<5MEZ;O?G' MQA?!H8=?=S%\ 5!+ P04 " EA619F5R<(Q & "<)P $P 'AL+W1H M96UE+W1H96UE,2YX;6SM6EMSVC@4?N^OT'AG]FT+QC:!MK03621A'^_1S80RY8-[9)-NIL\!"SI^\Y%1^?H.'GS[BYBZ(:(E/)X M8-DOV]:[MR_>X%#BVR]*+ M41B1%G\@M MNN01.+5)#3(3/PB=AIAJ4!P"I DQEJ&&^+3&K!'@$WVWO@C(WXV(]ZMOFCU7 MH5A)VH3X$$8:XIQSYG/1;/L'I4;1]E6\W*.76!4!EQC?-*HU+,76>)7 \:V< M/!T3$LV4"P9!AI@S M&L%&KQMUAVC2/'K^!?F<-0HACA*FNVB<5@$_9Y>PTG!Z(++9OVX?H;5,VPLCO='U!=*Y \FIS_I,C0' MHYI9";V$5FJ?JH,@H%\;D>/N5Z> HWEL:\4*Z">P'_T=HWPJOX@L Y M?RY]SZ7ON? 0]H=*W-R-]9\'3BUO>1FY;Q/NN,=K7-"XH8U=RSTS0LS0[=R2^JVE+ZU)CA* M]+',<$X>RPP[9SR2';9WH!TU^_9==N0CI3!3ET.X&D*^ VVZG=PZ.)Z8D;D* MTU*0;\/YZ<5X&N(YV02Y?9A7;>? 8T='[Y\%1L*/O/)8=QXCRHB'NH8:8S\-# MAWE[7YAGE<90-!1M;*PD+$:W8+C7\2P4X&1@+: '@Z]1 O)256 Q6\8#*Y"B M?$R,1>APYY= <7^/1DN/;IF6U;]\I=QEM(E(YPFF8$V>KRMYEL<%5'<]56_*P MOFH]M!5.S_Y9KF4Q9Z;RWRT,"2Q;B%D2XDU=[=7GFYRN>B)V^I=W MP6#R_7#)1P_E.^=?]%U#KG[VW>/Z;I,[2$R<><41 71% B.5' 86%S+D4.Z2 MD 83 >LX=SFWJXPD6L_UC6'ODRWSEPVSK> U[F M$RQ#I'[!?8]*@!&K8KZZKT_Y)9P[M'OQ@2";_-;;I/;=X Q\U*M:I60K$3]+ M!WP?D@9CC%OT-%^/%&*MIK&MQMHQ#'F 6/,,H68XWX=%FAHSU8NL.8T*;'T'5 M0.4_V]0-:/8--!R1!5XQF;8VH^1."CS<_N\-L,+$CN'MB[\!4$L#!!0 (M "6%9%ECFYM%,P8 +XC 8 >&PO=V]R:W-H965T&UL

MM9KO;YLX',;_%2LGG>ZD90&37]VED1+:;M%U3=>DFW;3O7#!2= 9\9IFO_^ M;" XZYEO,A3V8@7"\^#'-O;'P&#+^/=D1:E +U$8)Y>-E1#K=ZU6XJUH1)*W M;$UC^U_=<[K4*%S^(:)P$+$:
<+BX; M(_N=Z_24(#WC&/NN=B;^9<-2):(A]82R(/+/,W5I&"HG68X? MN6FCN*82'F[OW6_2\#+,$TFHR\(O@2]6EXU^ _ET03:A>&#;#S0/U%%^'@N3 M]'^TS63STAY;9)_E-QG*+FG-
3/.59SA]7U[5:> MA2:"1LF_IBK++-MF2W7+ODO6Q*.7#7E/)I0_T\;P]]_LKO67*>^9S'Y*WR[2 MMR%WG7Z^6U-34EAN6\U/IDB@JF*D3A&I Y9I)//X:::;D"Q-F6#]@H2)J2I< M4%8Q5+
<(U3VMG>XI#YBZQ7TD!PICD\%.Q>U7>O^!^HHY>T7.WFDY;X+$(R'Z M2@E'-_*@<>2"O4#-17S713Y+L 2S3GQ
M@WB)9KOHB86F1+#^_6@R,F4"514SV9:>7"VP5/F$^D"702(XD,BW12$428I\DCCE^-"Q\75E7-J5''AOEDWU]7V[+>;MFT['6S.6P<%84U!^"0*&OF^=$_>[#=0NE:>QL;)
M\XAEWW'0E^O9',VFC_/:#Q]O+VZ?D /T]&5\JL/>Q9V[M(^0U M-0:M@Y*PIB1\$B450>]9(B06_A.LY9CLFV/"CGW+,M^_L*YJ4LU'&.::M+N. M."7EP6 #QS*N-V%5U5B:BS",,;=V/@.@):T#",-
OL$Z+K%V]%XB4M?:IPQ.AN M-+L:&9_#PL*J"34AX9,(:1)[C$N(3^'H8"IQV286?%<^','N)=-)'9#D:$AR M8*(I'O!]VA N[]APER]@C*\18*^RA2@LJQI18Y #7)ZN J1W.5TZVACY^)D?
(:J(.X'$U=?'6P1<2ZCEH^N%(@CP%$MG'$L71XN.44?I) M1DN?GGW9\I&HQZ@)"NE"2JVW/7EUGGTLDNT(MDZ_MWAB0K HW5Q1XE.N3I"_ M+Q@3^QUU@>*3G>%_4$L#!!0 ("6%9%D-
Y(T=K@8 /4? 8 >&PO M=V]R:W-H965T&ULM9E;;]LV%,>_"N$56PLTL4A*LI0E!A)G MZPJL7="TV\.P!UJB8Z*2J$IT+M]^I.3JQHL3S'M)+/OPZ'_(0_[.D/6U MWE(JP&.>%?7%;"M$$>3:?
U\F6YJ0^Y24MY"\;7N5$R,OJ;EZ7%25I,RC/YLCS MPGE.6#%;GC??W53+<[X3&2OH307J79Z3ZNF*9OSA8@9GW[_XQ.ZV0GTQ7YZ7 MY([>4O&EO*GDU;SSDK*<%C7C!:CHYF)V"<]6OJ<&-
!9_,OI0#SX#%S: 92NB&[3'SB#[_1?4"!\I?PK&[^@H?6-L0SD.QJP?/]8*D@9T7[MGSSN)V(P /J6 6@_ #UW -X/P$V@K;(FK&LBR/*\X@^@4M;2F_K0S$TS6D;# M"K6,MZ*2OS(Y3BQ7O$CEHM
4R$\USUA*A+RX(ADI$@INE>,:G(OM]?@]:LW MX!5@!?B\Y;N:%&E]/A=2@_(T3_;WNVKOARSWNZ7E*<#>6X \Y!N&K]S#KVDB MA\-F.!X/G\O(N_!1%SYJ_&%;^+NJHH4
I*YEG&>F>%H'OMF!VF5G=4D2>C&3 MVZBFU3V=+7_\ 8;>SZ;HCN1L%"ON8L4N[\L5J;= KAI(U ?Z;]4>9DD?"=%R3,BH5+A.J,F M?:V38'#KP,-3?;J1#R$TZPLZ?8%3WQ]B2ZN!../L!=J-
$<9XHLY@!&.+NK!3 M%SK5W52T)"P%]+%4N[INUILWDI-1JIM4A[J@T%],5!N,/!B852\ZU0NGZL]< MD.P9 A?:O:&/(V^BT& 5>A$V2XPZB9%3X@>:,@(RMJXD[-Z"@@J3P$B[-8[B
M()P(U*U\#R++',:=P-B=ER6MB&#%':@4N4[XYF17TW8RK7IC?1>%X52N;A2B M*#*KA5[/'>] ILI2I!)/38:JPZB4Q8%=Z=[;.#FA[T^T&LVP9UE\.* D=*K]
M10J46G,JMCR5"+RGM5!ZC5*=KEY*C+VWT?3CA6\)J.<>=*)F^9DFVX)G_.Y) M)G6BS@K[U"-]0P6+ $VG_O]@&^SA!MUT>]^MR?#0:\\2>VA8G]S(FV+$8(7E M#%B6H <==)/N'>?I \LRHS
=71C&_A0A!\W&TGK&03?DV@/9?A!#G5T0QZ$_ M/3J,=AY:V 3VF(/AL^JVC)$URYA@U%R\02C&9%<:E>3) M5A=! _UPL- 2QV"&/&P[U7M*0C6[/E>@92\4CVF4:].0[F^4[D&H\#"=]03$[F)
MV1,^H[)Q[6;VZ5G"D4[&"$WQ:3!:#.JKL? >GL@-SVNZH5)?*JOF>UKLC'F+ M=,S!!=9J$9-9$(66JAD-VL #.!Q5H =R%NE Q#A"\52KP4S6JY:S#_6D0V[2
M3;-6L@WPS30'P.N/7%#@OS%&H!,M"+5"VF05>;:Y[KF'W-QSY+$Y%&,$I@8P MFC8K)JN%9SGE4(]'Y,9CE]""/%)[=8%T^@4!G$IT&XT5]GQ$[CZPS>=#>:SW
M*&R@A:)U+M/W\BJF_1%/YJ=/3MZ^^/'3D;R-@^YYB]R\O4Q3 MIC:T3$WUE.*$%2 A)9.I:@S=0%&Y>=&T\3#;A;$%N+@'+G8#5Q8SNWR7-0]$ M4[IA"3-N7 M4;E.TTB6@5,.F,R"P-94XQZZV
W=C[Q(Y)ZO>)8I&K!"0DWV<.;GD88F%*-X MRER3&5I86C4\>'+J1FX[PXZ)U$D9^[ZN3C>+0FN!A7NB8C=1M=.^>ZABD:MC MT=B^&>WL[1ON 8K= %UELK<$ET
A0)8JMX(G7\'?'VB^IM4_1L5.?R\]!H_E M;1Q]#V?L;EZ?>_;CHS:OQ_(V#KJG/3Y,>[G4M5IJ8[!Z1SH]Z)TF8UD]A[&[M86TS\>H%F7A4(!_+VSCZ'L@X/DXF.KG^XJ"/Y&W\?JG'NN_&^J%,W \?OM::
M%NU.DU;6?/!.5KT0_T"J.U;4LN?9R#'>Z4*F<=6^8VXO!"^;U[1K+@3/FX]; M2N3** /Y^X;+@GA_H=[\=F_ZE_\"4$L#!!0 ("6%9%E:/>+>ZP(.P* M 8 >&PO=V]R:W-
H965T&ULK99?;]HP%,6_BI5-TRQ MQ/D/'2 5JFE[J(2*MCU,>S#)A5AUXLPLLPLPVT.W3ST[2C+2!!@D>B)W<<_([3BYX MO.?B0:8 "CUF+)<3*U6JN+9M&%&%@)
(4HHR9KL8 MAW9&:&Y-Q^6YA9B.^58QFL-"(+G-,B+^S(#Q_<1RK*<3]W23*G/"GHX+LH$E MJ&_%0NB9W;@D-(-<4IXC >N)=>-E8\#T2IEJ[F4&Y-J5:IZ&Y>8Q+)?15JG5J.N=YHA* M)$B/)&
<5?=TC]QS"<4 >?@*N=CU.^3ST_);B+7<*>5>6V[K],T2N,T2N*6??VP) M&)$2W>@%R#+]8BT5CQ_0SSO(5B!^=:4[:6?Z[EH6)(:)I1M+@MB!-7WWQ@GQ MIZZL%S)K)?>:Y-[IY%5B:1)?H8((M"-
L"UV9*Z.H-#(_#;LI'F",G;&].TSS M:EF+TV\X_3,XJ]<.D:U*N:!_(>GBK0R# Q GP-7G&7*?RA9UT% 'YU-3*;?= MQ,%+CB$.PY'O/@/N*(R&CN=$HV[>L.$-S^?5O_Q2D3RA^:8+.NR"QLXH")Y!
M=Q1&D3_T(K\;.FJ@HQ[-.^O?O"?MSFW>"YFUD@^;Y,-+->^P7_.^6M;B'#6< MHTLW[^C%RW*D=WL4MI@=_/]O$5^R>6NW%HG?1=RCL$U\\$?N7+Q]:\L>V*\7 M5MCVP5;$[/OB-C07"
(&:ZW$@TA;B&IK54T4+\K=R8HKO=CH(P!?KZ MFG/U-#$;GF:#._T'4$L#!!0 ("6%9%E \RQR 08 'D< 8 >&PO M=V]R:W-H965T&ULK5EM;]LV$/XKA%<<,,"=#$(D6]98Z!QO:V M
NM6-.WZ8=@'Q:)MH9+HDK23_OM1+Y9L\J2DG;_8DOS3O:*+6]&8_ERZU@<5(9Y=F8.(X_ MSN.T&$TGU;/W8CKA.Y6E!7LOD-SE>2R^W;&,/]Z.\.CPX$.ZWJCRP7@ZV<9K M=L_4I^U[H>_&K9
M)KQS MFJC-[2@*5%62CW2NA?4VVGIC->)#KM+$'Z2O(L36*E;^Z5_M+UH"3B M*_37EHFXS*M$%[LBWB6IQERB*_3I?HXN7ETBN8D%DR@MT,<-W\FX2.1K].KD M?C)6>KKEH.-E,
[6[>FJD9VHN>L<+M9%HH:>8 /;S8?MHP'ZLP]3&BAQB=4<& M'=ZS[35RG=>(.(0"\YF]W-R%Z/R_T1<_//I),-RV<-S*G]OC[VVQY#GK"@7]
M\^9!*J$7_K]0JFMG%'96=L,;N8V7[':DVYUD8L]&TY]_PK[S"Q3G_3#VS/BAW3*Z]@"LI!;>Y7YN4&LI\2@CU_,MX?!Q= .:0L MF6/4W$;Y7N0ZIZB%C?*BP(E:U E/K^7I#?*<<:G*KB0:OA#5VH-W-
+"+'6PP MM4$D"DVB-BCR0VKPM$&A%WDP3;^EZ0_2_$UP*=%6\%4*9M.WQL21XWD&1P 5 M$&KD:6ZC/)]0HS(6 IC3&&:04LS&.PCS=Y2K-'B:5ON1/(&8AN="[->*'K$"Y".V:"MTH-
"H/0/G$,U;.W$9Y M-#11"QM%(^H3N/*BEF_T3!\16ZY9LM=HS0K--ZNHQXF666FYE96*!^(?V7W# MP4;?F-D@3%VSN=@@S[>:J VB ?%A[MCI=)\SR/XC5YIPFV?$FM4'ZC0'8$RQ MV4\!& [\,#!(
S#?H59/!6 >Q6'80_Q(\.)!XG^4;74E>'X@KV4M2!I;XU]A MU]HN(1BE%F<(1=S0Y S 7"?H:;&8=)S)(.?%UUVJOJ&LJ?4K",0A%A@5BOG@:VX8+J&*OFOXJ>> MED$!.I[CF*P!6&#VTCF$HKYK=0P
YH:D;_5T>A,/"\X_V;>"H6.3\Z+^LW'AF<) M$W 4 NLOT!7&$3'# ,""@)B! %"46H(!@NDFT2<9.GV(PT&I7JU_O6?6I$&9 MC@%B\WL4R7:*+%U3E)9BGVGMX7"+.M6/^
M>^R!F2(>AN'(K,OG8*=OY3HI2X:E[#S-=N5+RQ^.1N/_N6CTP,QHP# K&L_" M3J/1Z5N"!U?IY^K=.$NNXKV6MVMV>#G+=THJK5ITXP:7+AF4S=^[=,_J;7Y6 M;XMS>3M-4"?&R; 8KY8NF
%;LA*7FO4U@V 86_^L06\N)F89 C G\G!/&79" MF0P+Y691@CQM>0KR!& 03\@;P!. 3S'1T76Y8;'N:B5 _[[B7!UNR@':T\;I?U!+ P04 " EA619N8GZ M6A(+)8P &
'AL+W=OM\'OVTW97$\>VG;W9C9K5@_Y-FM>5[N\ M5/^YJ^IMUJJW]?VLV=5YMCXTVFYF- RCV38KRLG-U>%O[^N;JVK?;HHR?U\' MS7Z[S>JGM_FF>KR>D,FW/WPH[A_:[@^SFZM==I_?
YNW'W?M:O9L=4=;%-B^; MHBJ#.K^[GOQ,WL@H[!H<)/Y=Y(_-R>N@>Y1/5?6Y>_-N?3T)NQ[EFWS5=A"9 M^O4U7^2;38>D^O&E!YT<=78-3U]_0Y>'AU_Y'W#R0ZO%6U:0X_@\=>-
IP$JWW35MN^L>K!MBB??V>_]X8X:4#8 M0 /:-Z"7-F!] V8UH$-=XGT#;C>(!QJ(OH&P&_"!!E'?(#K8_ME8!TLOLS:[MN:JKQZ#NI!5:]^+@KD-K9>"B[$;6;5NK_Q:J77NSJ,JU&B?Y.E"OFFI3K+-6
MO;EMU2\U@-HFJ.Z"Q4-6WN=-4)1!^F5?M$_!BWV9[=>%$GT93(./M\O@Q4\O M@Y\ZB=\>JGV3E>OF:M:J#G9J9JN^,V^?.T,'.O-;U68;H-G"WVQ1;;=JD-ZV MU>HST'KI;_WS:K7?[C>'QU[F=\6J:
&0] S(6AE#S91L$[S/BO54V6&1[0KX M<:0?Z]>J7%5E6U<;]9_[X%W9YG7>6)V:*3\?G4V/SJ8'9#Z _#:_+\JR _V4 M;;)RE0=9JYYY]3I@Y%5 0THAGSUC1@?,;J'Z>I.(1,RO9E]/7>1*45-BZ4I,
MXSF;,U,L=<5(Q$D2FF(2$ MC+638AQWMPT;:YX5R9/.0*?N_O,A67OQNEWC3 M[+)5?CU1VT"3UU_SRYUYOOFF9_<*):P?Z>%=DK-964^U;/JT73K1:!VIJ#?+O;5$]YWO]IMZ]7 M#VJO"G9J"$
^YJY;K*&^\'9LI V7F&#I^%Z- MIUTPN>ZD583=9-W."WD[8FDSW!@?'1@C.Y R$=> M+6-G9.S:C,SMW1)38XH))I' #'\F1W\F7G_^JEBL\F"U54'/OZJF>0DY*W'L
M.R4T2JPYY54T=DY!*EEH^33%5"E=E2R! \OYT;ASKW'3GXVZ79RIBB'G5OB>NF(JZJ8)MU8<0(R$ \8AH>:@X1CS6$'W M65/YT<>N(3V:%793$<]MTZ+J35'1)!::Z=&3K +Y 4RS!S4&/4 U>S'?J
>0 M0+()R(%L$Y(;I)M$\W$REI"/)9Q^!:/'/KV4$I M)#<0")I=+TG,X#4'\>X+L]%_CFJ5_YV'E*78Y/8SJW6UM@+JTE]I$!?]?&;L*H:.D%_9=8 M&DW7:=[+?ORM 5_.TJ]^]&QU:6G,N3-
34:\0H*))+#33W9J",YP+!]^5L60N M-581F#UO,0\6+%'1TDL>0&*I-#VI$P4,_T8!Z"S4C %S,P8\#NT\)*K.%!5- M8J&9;M79 N;/%EQ$3YE+LZ?SV*X)^#6-GF& 3A+:%"U%52H!I2=QF6EBG0%@
M_@R_W0Z!PWN\N0D(L*^"="+><-T@.4G$>6A;4=7CL3*WD[X ,@Q009LI#D\ M&\7A/>=_8'NAGBA@+@=7,7H4"NK<#$4]5("*)K'0S,NA.N/ _1F'_XV?0&^2G7-)Z/I?%C^:E?P=BQSX$J/"1
MP6V'NWQ[SKE]O';1BWE7*^"^0C*/[(1H"LBIU2IQ+YD#48<="=3)@0"5 MNW5R9^1#=7(@0 7DP 5DAL,4+FFOWSL4?ZQ,:I?P>BQ#Y3*X1@556^*BB:Q MT$RG:O++\2_9C\Y.
<9=3,AK;$P65.Z.BI9<\@,12:7I28ZC4'WB$:1+:I\VA!Z64#YP.$)JK"S]7OXBO"(!04Q+95O:K&FME6*ES MSQQ5J024LH&[Z$(3?>$G^O[#B&#$(%PN/A>Q'=PNQ/EB/8 T31)GBJ2 G*(7
M(K+I!23'(CIP&E%HXBS\Q/GRTXBPP5!+]0(JU;.$A(S8YD5EU:AH$@O-]*AF MU>+/*=4+@.#:[,/?M=%+$6JI_H+^2RR-INLTUQ=_;JG>KW[T; 5*]7-[HUBB
MZDQ1T206FNGNDX\&_#\HU0N@TLWM0J*_HZ/G+6JI_I('D%@J34_J7(7X8TKU M?C6C)RCPX0%T[NZEJ.D*5#2)A6;Z5:,!L)/G440"&?U!?21>2*T2Y1^5:--
#"DE]N=1I*A*):24#7W7TXL'G9U*4#W)1&_9/5]43;!)K]3\.'K6%FK?O[>A>K?.Z$U#_OZNJ]MN;[JL'CM]^&PO=V]R:W-H965T&UL MM5IM;]LV$/XKA%<,+5#7$BG+=I882-(6&[!V0;-
VGVF)MKE*HDM23K-?OR.E M6+)$,4MWE^Q3-Q-C+1PX-/?+/5YL%D>;ZC&W;+].?=C82[R4%+RG-6*"X*)-GZ8G09
MGEV3N5E@);YP=J=:U\B8LA+BJ[GY([T8!081RUBBC0H*'WMVS;+,: (_L]J@J=&7B$S9 M_]%=+1N,4%(J+?)Z,2#(>5%]TN^U(UH+0(][:X7X.Z":& !J1<0:VB%S)KU MEFJZ/)?B#DDC#=K,A?6-
70W6\,*$\59+^);#.KV\%D4*06$I@BLE,IY2#3>W M&CX@6EHAL4;75&W1>XBX0B_+@I8I!YE7:(P^W[Y%+U^\0B\0+]#?6U$J6J3J M?*
(!F=$_26H45Q4*/(!B@3Z(0F\5>@=HTN/U$[#H8!9^,.L*>Q7>LMT;1(+7 M" LO81S\YK+Y1,J,/! =/!#YM"_0D7*A'+F M1K4RMBM-V=DOQU%,(&S[-GJ'%)GC1NH(UO0 :^H-
S&7Z+^RQ*M&U@+J4B"+A M&4-%C=<\-=>)B>!.BCV'!$6K^Z>'<'K*$)Y(V9&OXH.O8F\(/["44Y3QE81Z MCV@NI.;_45.,7697NJ:M<,VB>-J):5\HG@<#(9T=8,Z\,-\RL#WAM&*)(GT4
MZ:P/@N!9!VE?:#I?S-U(YP>D<_^>@%PS:=6D4L: D1#[OC,EV85UWL>*<0=J M7V;0IXL#TH47Z>V62C8V=)FB1.0&7N5?#]1%#T88!*2#M2\T72S<6,.@H;3
MB_8R!8("=';SYNVL=3)3T,,PCLFTZU67V(PLX@&P+?X-O6#??2NYO@>8>BM2 MH-$]J^J1K3[,S:5>C<\M*;6VMF%D-ATP"S=F83_C;6FQ8%X*/P-:X9^V@2 LH3RWKBTM46=:/N4. YQOVXZQ
B9#N%M MN#/TD^=;MF80\A0R=L^*TNW0/A6&TZ 72M:',T,^9'Y_:-3J1]XGQ M*,@U\KX4CN<#M1LW_(F#9TTK%2D]H=7%7EY^;M$^E;9C+S3$C/W$?-1%0 PA MMA-
I>E!H:MP):73/A>IN@+BD/,$ MI*%5'#UK,ZUY06'$?,)F\M+ULS?3B;0=>Z%A;NQG[D] W/>VK86\S$2Q&6LF MX-A^:&(05ZJ$[6;]T#;> M:6*_#R#=>=4AT^I^CV$WG0+^@4[A95WH7CDKAA-
_OQN(<1AW+>A+C2/B-H$T M+0/QC]S6!#ORF=ILC3%,:2\,7>XA%PMW9A''8$VBH%N?G6)D"'C#\L3/\M=# M4%^C%=OPHC!^A^0!]N+O,_EL%G?=[I *PVD\D#NDX7OBYWL/?F8Z>2_R
M/O5'I'=&YY""H10/3$2D=23N/Q._+7>[S+YCH!E*N4HRH4I9[=0'SH1DJMY4 M#1S=D=.>C_^, W+2= K$/X#;4-KY%FPVS1N#7W'2(^G/UU'O:,TA1!8#8Q=I
MB)SX#\R/HF9>*J9EQ3*%*,8V;JW&#!+PJ<6+G/28_%3:CIW4= _$WSU\H5E9 M4:\Y-U66A5@55IK %E5VL*@X"<)LCBU24_9AT*@.V?\RX\/8O5O'(4"&*)KJ1?)MAZ>'=_:7]DUU
MY_E5>'9=O7EOU%1_"/"!2J!1A3*V!I7!FQF$4E;OUJL;+7;V]?1*:"UR>[EE M%)QH!.#[M1#ZX<;\P.$O');_ U!+ P04 " EA619YQO.%N," !)"P M& 'AL+W=O)/^8**
MF5F[1$F&,$L(!A2M!L:=W9M[4J\$OQ.T97MC('?R3,B+G,RC@6@')A%"*0BX= MH/C;H'N4IM)(I/&W\C3JD!+<'^_<)VKO8B_D/*%[DOY)(AX(C(X(K2"14_?*WNPQY@GP*<"G". >\$ MX%:
VQ3P*L!K"K0JH-44\"O ;PJT*Z#=]"YU*J#3-$*W KJJ',KGIQ[^"'(8 M]"G9 BK5PDT.5 4I6CSS!,M:7W(JKB:"X\$"OH$- PM$U7N#0P1&"0M3P@J* MP UX6H[ ]=47< 42#'[%I&
01ZQOZXT[NXT/G;.&2Y3? M?Z"AS+\33YW)_'OQ?X+#XZCS] *G#[M)#YNGKRKP2?-D]?AT^;)Z_#OT&N,K/_<@;H"OTTL[3V\FS MJ<=R&**!(0X?AN@&&<'G3[9O?=?-5V27-
1I[[[E2[<[0^M'M36[,^$WUBV=:]VY=-IOC& MKA/,0(I6(I1UVQ;] RT;MW+"2:Y.]6?"18^@AK'H=1&5 G%]10C?362 NGL. M_@%02P,$% @)85D60!ZCZM# @ B@8 !@
!X;"]W;W)K=@,A7VT*2,FV57/8*DJV[=G! UAK M;&J;L/OO:QM"TRIAI5S -C//;XP8HD8-H;(6U4 :/12,JYBK]"Z6OJ^2L@JL1J) M"KAYD@E98FVF,O=5)6=;;6;
M6@Y8P8-@ORC11>Q]\!"!#-=,[T3S#;IZ9I:7"J;<%35M[.2CA])::5%VR<:@ MI+R]XY?N',X2#.=R0M@EA,Z[W!>ZA&:!+

TX80> M*:DQNU1U"YU>AMKO9JDJG$+LF0]#@3R"E[Q_-YX'GP:4I[WR=(B>[&H&:!P< M9O?CK?%S0KGG_6'$F3NNJ!"J:BY;EM%O]HWVE7;7_Z&
MMUWZ$M^_3V[("G*9R?-7?M%$DE@7Y]]=D&=K:W[Y'.BH.[* MHO+GHSR$^L7^OD]R*K6?V)HJ/,FL*W7 I5OM^]J13F536>S/IM-G^Z4VU>CB
M3.Y=NXLSVX3"5'3ME&_*4KO-)15V?3XZ&'4W/IA5'OC&_L59K5>TH/"QOG:X MVN^EI*:DRAM;*4?9^6A^\.+RB-?+@E\-K?W@MV)/EM9^XHNWZ?
EHR@9104E@ M"1I?MW1%1<&"8,;G5N:H5\D;A[\[Z:_%=_BRU)ZN;/&;24-^/CH9J90RW13A
M@UW_2*T_3UE>8@LOGVH=US[#XJ3QP9;M9EA0FBI^Z[LV#H,-)]-'-LS:#3.Q M.RH2*U_JH"_.G%TKQZLAC7^(J[(;QIF*D[((#D\-]H6+]VZE*_-
OS2$:JW%267%V7Z (2QN/VF57D:ELT>4 M/E>_V"KD7KVJ4DIW]^_#@=Z+6>?%Y>R+ A=43]3A=*QFT]G1%^0=]E$Y%'F'
MC\B;)XEMJF"JE;J&GXF!V_^8+WUP0-$_'W(XRCMZ6!Y7U@M?ZX3.1R@=3^Z6 M1A???W?P;'KZ!6N/>FN/OB3]K\KAEY4>3-2?H%>]T4:/U=LJF2@KV[!
(JU5A ME[I0J5F9@.];DY(%;RQ]XDPM^SB&)B&1;ZL]MDXEMBR;RH2-"KD."ME"P7L5 M+)Y4%6@ DO'\M78&:@*JC!+!])2*1H4O;D
M%NL/IN/I=*J""7!NC-(-.5N/_#%TMMP#M^,:I6^U*?2R($A2BQKQ_E8O2$0
M3"56O794)7DT(EKE5:YO">86IC0!QNHD(2]^A=QX=:O]UCYH,I6OC6,#,E.4 M,"MI@D"9TA6IU"8-2#5H9]AD _<027#=6&WL2JNDT-
[S$V"]\I'UX<*>HT*S M\BX@;&MID?#OOSN9'1R80>TZ *LDUW"J\A'!V^COB/U8W.Y:-U;S@&&AN M7NI'TD#Z*I;5@N@3!^O&-2%O1?#]E JL=1PKXQ
T&'$OZ"%WMEGE@P9!142CHE18_J[:)76-Z/RD7Q)3RF MX%*O #P6XD6H%"X8O]:<#@2/:Q>*@%E>W50:\0@1&P10L(X4HJ*VEB9QD9E*
M5P)LA"Q$!1QGEN92/*(8TC?S^74$!W3U9"4.Z=C2?/O4>NHBP[QJ$'\FA FH M&):T-L8JT9*[N!&EP-I:2EH258J8EBHVDU-&
Z>^ZDQMO8D@1U/$&"7]P?;= M0S0FVN *V/:8TBZ&-T#XO]BKE!-C#Q" MB(B!J'(IC#5)(VW)8FMJ2Y-+W%&?*KLNI"$A8FTE*[KM)7>@$W<@L-2;V+
 # MN]_Z$+,WYL7--G>R=HE.9Q %D9LY6\J&WI9M=98:!9*P7,.GC/OY1 M!%L?SCA4,%W&/DR]$^U"F?/09D4,@G,/IAR(>56QV1\B6!$=/F=@IMC[F3LW
MUOVB'5KI['F<:\>BYJHMS928>@P3DPEPI:67I2ED +)HO]P+/01F:VRNI5X-8M>@) M((BN=G(B)P[DLM7"FZWP;C!XVR^)!6
Y\%S9%#",8;3HRN>1&FV961W8,C?(7^>VIHEW7#&!P1?,>

!CF 0;J[LP$7S$K8VA?_C'4MP2_(>T4\=E0O80;,IH?'D@5',: 9K8HXI#M M.C]-]'-HQJZ?W V6)(,PYRY&K0G14VX3&P1!/-8Q$MP,U?LD6-;/NL?J=<^$
M@W@N A*F'3K1I<67>L(^M%7U>KZX[O*_%:6S2O*,6"5HT(9Y/!BU),@ZK+)_PI =\Z+6JQ=[?.1X[M=W[F@;:U-(Y1HGM+.ER"TZ(2=I&#Z6P[SU[0T=
MZ'_'&-O"O\]KA^1>S_$8YY&5N!4KFXUZPNF_8<"HV[J 4PXU*)4;=[MBW$^4,M9LA^ ZF:)D((9<)@V\63?-55F^>[,A(Y@&YE^C&OG'E'AHXK^##!D
M+[JKF52'W-LN1_2HE.$%1-\-2@+_2&08=0R"=7W/MNZ(@S@4](5+3C%LU3: M"/ 2T?).NK M_@XLD<-^7Q9,XADT8RGS.'>
[E:DJ.1UEW.1[2C]X.FYQQ>)E6K@WV7,08=DW MB3MJW\/0;BW5/$.$;ZRCN!NW!]Y*7?1*OU87SV7*8NJZT7?(PZ DCH\>*HGM
MZF\IA7&;KV&.QG%XM?SV;(@I^.5K2ACYF&8"K2R?_#K:EF/_+E)VD+8KR$1K M@_A6:R,,HE&>SCH54$9MDXGQT]'RL7_$.(%.JV\ MMU_:$&PI/W/":
<7Q CS/K W=!2OH_\BY^]02P,$% @)85D6?.PBE6F M P > @ !D !X;"]W;W)K&ULC59M;]LV$/XK M!Q4H6LB0VHQ+G8F8B&#SN7ZT+#@?%K+SMP9OS8('LN.Q]D
1;/PS]0$EGBPA%JD?*CO?K=T>]S $*Z-]W\W%/AK\I7I7'OC\8@2G+GGF3R M1[E$%BD((#19!]$I3K!A69<4?5Q,O=/*Q&DQT5&KJ!Q75.ULA
SDS%==AFJ9 M7"5OXD)CRX_>_D)KQ5ZO.&K7$8:DD<+RP:!+!CF5^%)8J"+F@H2^77PX7
3@GN\.:G\:12KGVC"EPF7 H> M:8?)ZNV;RX_3FS-LYR/;^3GT'[V3\R#9!$ZI[M<\%(X+RP=H2',U:G, M^'2 MS'U!NHFF&V2S1ND2#!X/EFL%*
MT%S/Y4[9 GN-A7R&?+[85*4_E3HR@=!!IE;XOWO[YBK+IC?K?B%. M+V_>=YJ$39, 7I=4$UNH@:>3YG2Q14FL0)6/EX]UR C5\?RX(
M90G/0%GRHD)-8XRZI,)G;H.^RU0^_PFC8[_J!2[&"$D[RV-"@EJ&RL47$H MD;:QYTGBMC9TC6%<'=OJ;==-_C/O>O*]HJVV'@QNV'4Z^?E#
M3UN6X27!-[M2^X"=ZHXK/BO 9(8V\/[&N3!,Y(#QSNJ7U!+ P04 " EA619RM7?;O@" M]!P &0AL+W=O4.3;3TDI3'
MQT=1HL9K0_>V1'3P5"EM7*MW1ZQZZE'VVB+A&$%%T_ WQ*.X9SD@ M.&J'&5^,CT@7RG@9VBaY5VY6Q.ZVGD0:\ '4Z&LJ&NQ2VU3
.\%!
S1&B6JTT^B1P!&GIYUOJNOXJ>/>!'^B1;PQO4I&EDF.1!.3H*F=48&#!9HI"A QSL14+C05!IWB,L#;:]6UY"QA\C!^W&*'S1!!6%&%.6JUI$YU9Y,5T\>
)*4 M.3%IUMOT%;!@,X;I\;

08:6L,MU5M>F"68(.B15"4=17AD[>QWY6VE&0= M:$YQIX\9_DO.H)OP:R(N1V2K-B;BZ4;.=H:)7/A M0UO''W_TPVYM(S. \RB1D#>,_[3AE3#-
]$B9]#3YGX?"B^GN_M[382A4 _K/ M78NXT](JI"(T;LNB5]HUW:V=;=^&BZ8E_H(W#\N-H$*R9H5+=DWZ;X\CH*99 M-P-GZM @%\9QNPUFR>\;D@?
P^M(8MQOX .V+.?T)4$L#!!0 ("6%9%D- MV1:;=@@ %85 9 >&PO=V]R:W-H965T" (*;(F=F9>6:>&?)B9=VS+Y0*XJ4JC;\<%"'4[\9CGQ6JDGYD
M:V7P9&Y=)0-^NL78UT[)G)6JP_NZL(VH=1&/3CAFZJ2 M;GVC2KNZ'$P&W8U'O2@"W1A?7=1RH9Y4^+5^J+,D0W/BCM3GH MCR3%
[>O.^CW'CEAFTJM;6_ZF\U!<#LX&(E=SV93AT:[^KMIX3LE>9DO/_XM5 ME$W?#D36^&"K5AD>5-
K$O_*ES<.6PEGR!86T54C9[W@0>WDG@[RZ<'8E'$G# M&EUPJ*P-Y[0A4)Z"PU,-O7!UIV;A8AQ@B7Z/LU;K)FJE7]#Z07RP)A1>_&AR ME>_JC^%!
[T;:N7&3'C3XI.J1F"9#D2;IR0%[TSZL*=N;'@A+W&F?E=8W3HE_ M7<]\<"B!?^\+-MHZV6^+VN*=KV6F+@>H>Z_<4@VNOOMF\GUR?L#3D][3DT/6
MOPC 0:W]/IV,!,?]T0CD,ZAJIISX@7.*S-K&B55ARW(M[,JH''TX\SK7:$5Q
M8YLRA_"CE;EX__Y6''WWS5F:)N?;#_C6Y/Q8>%OF0HK31+P6C.NLW,^.+,.=V10(I-5W7@1K/@-PG! =:1-Z8RTR7
M.FCE/W,A4V"4',$9\A3AM1%_*R;348IV+4NZTSJ"^C->LM$1870'?88H/>LP MVK%/?O0YV@#B4&#*]6 H#I?#ANNBM!+I7SBEP)P!9!(*<:\=TO$3"?I &-
Q(M\SRD/)3*<.(1+I*GS4* YF&E GH+<'(TUR=2FTS7$AFL; /C7:1)%^E(_ *Y M7GFFI/,;/"3^B;E^@;-<"5"?CMZ> CS@@VA-
4PU!;0']ZH7]/#^G8BBT%UYE M#04\ Z+@7US!4'"@2E+:5VS#W7I<%3HKR%)L@]GZ0-J1HZ",-,&_T>9-9JN*
M)@DD*"%.T=0CQ:]:'6V9A/;.@4I"L2\FKF:*J&BS#VPR1.E948++6GE?4]G- M2L68;:M5Q,UH>LG 2@#!'P-(DY4-5URI*QVX
M=1AU\F6[R"=OSQ'ZC%IP3:P!14!<:D7B#@4P"U0USPI/EL@Q1SND1\IP!*C> M#/V/(-#V)I:[I=&1J/>3C;U%>.HCKOHN<^J/15)4[N,$9 MPI\M2YK-
NFJJR,!/(&2=*?%(<0D.8W(N'@ >9E)P>M9TQ3@934_)TF24)-P# MY$:$^D^9M#[LL3GYW"8"]?
1P,QFZ<6D9T2O99OX&=VNVX6U)+I*9M+Q1&9:TGL%E.9H,?&TO/[D N466G6'CID MSSKP^G$%)F:QMI:MP\]/6+!%D-2?
B"ZH=C9P[KCR"=8]KW)X_U!KXDKQLXP5 M@AQZF^E(]!TEMT*;0?7+OAJ*%(L:B@SKU-*62TI"%B7;,;/F\4D4#LT%<=B& M;)N:4
7E]H3;@D"YX39J*;E_+)=2E[+C".U]0]!Q'90JT#R@R^C!J 4;/GD: MIP!];S,0!>W:I;V;(Y&UIM:BM"\4ABNU6<_%=8,K3]BA4H6Q@8*ACH3\FD9
M)0W;S]!L7K>$ &Z%%VZ[N3G!<&)%_QD+R@_@.<-D,MN$(/^K"@W<7H1C>V6_VE/WMWT.@)DO^/-A)) L>M +11IC61CU%N4 M&>?=G$1&I:=7+V
VG]O M8M%$633.ZRA*["K=0C-?IFSDO&O1G.Q(3)4' TX?D\Y)24:GG*$C#<$M6N,9W**" MVJL4'SALP2%QR'.X5$I'>GF,S2[IDTVE&+<6WD@0]W
G_SRG7D?>W/#>=EMO M.+!/W(%*1)[:BJ; B4GDW8"^EDC&-.&M':7(FTLNUWX;[CK"2/N>BI79 M;B:3] UO5Y1H*#I/S=)N4-
M3C1.AHO.M:GKRYU3;^8%!2[SH@;2?:XJDV,3% M8;;^?LR"G3'TN?@9(SBNS$QI>P?1_V6C:\/Y"PL=UE417_%0L^W C^-^Z[W*
M1P\U'*:8L*D$Y5LL_N?+('/G[A)XSV\WMP5*FV(&RG1H7-D -0V]DB@:_&)0 M]FFRM:9QK9)$' =\^'NU8P("E'(<,:%.[72YLE$KM)PU,?%M!7]EZ?O+>]X'
MFG?\;DQ E]8LW@"6J@71*-X6WKTZXC=(VW@T)]7*,]CQ)7O&8 M/!V>)_!%LS5_.9C:@XOFR4%@0' G@^=S:T/V@ _I/J5?_ M 5!+ P04 " EA619B.A9:-D$
!W"P &0 'AL+W=OH:&:I32H<=S9J=9#7R5J[7C@?9\FHD5/J/[,WLRU&O7++%,45FI%1A< MSIKWG;N'/J_W"_Z2N+%[;6!+%EJ_<.\1TF"1.1C.\E
M9[/>DH'[[8K]H[>=;%D(B^]T\DW&;CUKCIL0XU+DB?NJ-[]A:<^ ^2*=6/^% M3;&V0XNCW#J=EF!2D$I5_,5;Z8<]P#@\ ^B6@*[776SD5;X73LRG1F_
\&IB MXX8WU:-)G%1*,_.T*PDG)M_0C+)3MN.N'BD'96XAP+7/8.;P&>MW-K"!Q5C M?(AODX9:2+<2\M"]2/B,60MZ80#=L-N_P-
>K#>MYOMY%P^#O^X5UAL[^GU,V M%A3]TQ2<#W__-09AK]>$-BO!?8OL5_P_$7<:56#%I0& M/RJ(M%)ET&^D6X-;(UB1(.@E",BT\5/4T;FAQ89&A$.
(1)KE%H2%96X(8R"6 MED+08@Q2P>^:UO0#V" DO%7L>3-#]<&X+62YL;E0#IRF3:AP."+P"X%*!PA% M'-))D0!-I(!O#E4LU8I8C,Y7:Z <)@N"%5$
7\+^1L-2TK=VRT*4P"Y)%AH MP1^DH!X G3D_+@R"THYJ1J172OY+4LFH3!C'1K-JP[EZJY>W.E-)@WDA=UN M['V]2.1*^/,@WE2\E,XEM5LJ?26G#O?
O![E\Z8EV]\06/?$0'59_($%_DCHS:D;PA\,M8;=1+)<:1S MTNGCC"&]UF@ /[?@ 2-1>=-/RC1+9"0=1]S.&&G+ Q6Q3+94=7EOJ<0B01^0 MN?
<)^5.JB&22W63G0AM*2=;KF+2*^Z?1+!)Q,+[G F@ M:M51()%$@SZQ=$*WH+UK'#K]/49EIQ,TKKWE.K=$:&_\@?"GU[C.EQ]X/2*#-T+\A M*
(+NM%D6+=VQ(H%_S_>LPG)RRM^FR\L?L_9YT7>E85T/XJHA+N<8HZB-S<< M@=(>Q-]AD#6\I.LZP6_858,1#P^@$X2]
3>'W!SVN3GBYJ3'S3$U.Q2=5(HI M/9=<];N$^%@H.DRJ E=&62D8P#">-3VCM'3S2M>/\'4-@M ZN83@9P\WY MV(,JKDY=P^V]QU"*9N6??!9\ 2K>1?
5H_:J\+QY3N^7%D_2S,"M)%TJ"2X*& M5+.:1;Y5':G@NEW2S*O2_/X]BE.1;"]4R) MFDZ6QA;"T]:N8E=:%%D0*E2<]/N3N!!21_-IH-W:^=147DF-
MQ9<513"OERA M,NM9-(@VA#NYRCT3XOFT%"N\1_^]O+6TBUN43!:HG30:+"YGT>7@_&K$_('A M-XEKM[4&]F1AS"-O?
LYF49\-0H6I9P1!OR>\1J48B,SXT6!&K4H6W%YOT+\$ MW\F7A7!X;=2#S'P^BTXCR' I*N7OS/HG;/P9,UYJE M?6->\PWX$:>6*1IA
MLJ"0NOZ+YR8.6P*G^P221B)=M>*@I6?A1?SJ35KL,Q-:+P(K@9I,DYJ3LJ] MMW0J2<[/?S'.P2U:N,^%Q6GL"9-/XK21OZKEDSWR9_#5:)\[N-
$99F_E8[*E M-2C9&'25' 2\Q[('PWX7DGXR.H W;!TM:D;!.QK0C5.1-A MP$IWWJ%)&>"_Y1;QS6@ :FR/(7O?A[^[M37\R[([ZA#;H#L8CW@T'"6%W
MS\:#]RBOE=F$Z8 T/"![HBKVEZ. RR7=4BS,NP5?E4 75Q$*9FE-07992(5* M*U4'FUBSG9W4I8)A%&FYO%05;L^UJ50&.=E*X-
0/@EK@TVM3U!*64T\?;0 W M0U-X*J4%99A+TILV5JPI-RI#^Y\G_=]E=V_;M?'.JN")I@=/B!RW[""Y@,E) MNQR?=&Z*4ID7E
M$&]=UP7:57B4\&"HM*]O[I;:OGLNZ^O^E;U^-'T5=B7)+H5+$NWW3L81V/HA M4F^*GA)AF=/;#2TST/G2T$!L-JR@?0W._P)02P,$% @)85D
M697LTELZ! ,0D !D !X;"]W;W)K&ULA5;; M;MM&$/V5 6L4+:"*NCB.XTH"9#M!_1#4L)+TH>C#BAR)BRRYS.Y2LOKU/;.D M:*6PG1=I+S-GSMQV.-
M;]]47S($>2U/Y>5*$4%^EJ<*+I4?VIHKW&RL*U7 MUFU37SM6>50J33H9C2[24NDJ6C(00&\Z"("C\[?B&C1$@T/C682:]25$\71_1/T3?X;ZQ
MYB^=AV*>7":4\T8U)CS8_1_<^?-&\#)K?/RE?2L[G2:4-3[8LE,&@U)7[;]Z M[.)PHG Y>D%ATBE,(N_64&1YJX):S)S=DQ-IH,DBNAJU04Y7DI15<+C5T
N+ MNRJS)=,G]UW]-%6H?#TOLHY_UX_!9.>SN1(YWKR M*N"*ZR%-1P.:C";GK^!->_>F$6_Z0_?H5OO,6-\XIK^7:Q\<"N*?YUQN$<^? M1Y0FN?
*URGB>H L\NQTGBY]_&E^,?G^%[WG/]_PU]!^FXW7MMT,Z!:![=MKF M.E/&' :T9ZK921^3\IZ]1V\%3W9#H6 TF#+Z7Q5;!4>V<53A34"!LW.<4T (
M10T:F45/YL"NM@1H4CNEC5H;)M[AO,IX0&L;"JJMU])TI*H<:%LEFR%=HXMR M$CLP4FC4N!..A)?&002HR!,(#F"I7,/''$T!.!&OC:H\!2LD(-
JPK'6U8Q_P M%T4<[U@NMH@]M,2V",-9,GKM\/3$6!1*B-&F@0<[99K6=?AC]PHN'/D]%P 5 MHX9:#5RNV?4%.Z3E"S>#/J#?.TF9T>5H M^ ;M;TSD"
(_.:'(Q'/='0* -(R<(HUS[H *R@ *M.;Y[YC"D3TCSC76V4COM M&D]+G0_H@8WFS2!JO4><;*DS.) U3H<#+;- O]PL']ZO9/DK@9$"N"X; X U
MK-.^T%E!>\1$4Q4MHCQB6O@()P7#WQJIC+[>;O[\X.S:(:BZNB0WUW=NH0:-M]41 E/4N.KQ6)E;M MQMDR0G^NM(BL!,K3UN[85='I_WG1!_PDE'T
0//><:UT_D0]>@1-A_&$Q@!B MUQ5=P[S@TY%@'%5^^-Q;F9Z,L9+=-@YK>6Z:*K03K3_MOP>6[1A\$F_)CXJ MMT76R? &JB-
D,2'7#NAV$VP=AR+>*8S8N"SP3<-.!'"_L38<-V*@_TI:_ =0 M2P,$% @)85D69?\?KR9! P@H !D !X;"]W;W)K&ULC59-
<]LV$/TK&&8F)U6293MQ'4DSEM-,>LB,)VZ;0Z<'D%R2 M2$B 4!1SJ_O6X!B9(^D]B*1 /;CO7V[Q+(W]INKB+S8-;5VJZ3ROKV=S5Q6
M42/=U+2DL5,8VTB/5UO.7&M)YL&HJ6>+^?S-K)%%%)^ME6'NPZZ7I?*TT/5CA
MNJ:1]FE#M>E7R46R7_BLRLKSPFR];&5)C^^3_;!\LWF:CEUMW!LV DJ3'?
^.7W?)7,,2&J*?/L0>)O2_=4U^P(:7P??"9C M2#8\?-Y[Q_Y[Q_[Q"P"P TLJ'=V;^HO*?;5*;A*14R&[VG\V_4<:\%RSO\S4+OR*/IZ] M7B0BZYPWS6",7[?<XYMW'I/=C
S,3Q@L!H-%R#L&"EF^EUZNE];TPO)I>..' M #58(SFEN2B/WF)7PD,T5N.?-PR1NS;##?1//%"?-?Q2>4/[>?(94QG\4^G\WBK,-':J?B1)?TR@/%7DG MI,[%,
[SBO7)9;5QG2?Q]ESIO(9)_CK$0@UP=#*-<^M:F=$J06A(2'"B]-?66Q2F=84 M*AO.9%+S!L:3,QI;3X(<('* J=B@>W/!HV K51T,E8YS#0-BLD=B6J5Y8 !#
M(S4F$ZMG(AQY7X=G-P%;J8):XF#IIL .I=">57&6*#M,#0V::><1V5!@A?H'D]-"H+V+33Y7]Q, M0FZD -
^*0<$_LT#0WG1UCAI[4(!SSKYK6(/(4K'Z3WJ:BCNANT YD(_IN(P+R;6Z-*P$Y0BJ"PCZR7_ M0Y 02: T\A%[3W)CN#BT"N[6?6A&+3NTB06+Q,'UOJ>.$
#AR%1!/8$\;L%2 MJQ]<$!P]R8MF6G!^E&?4[H&S2CH(B0_JK+-!KT%C]#(^[=HX7,^V);ZNP@3E M'<_)TO=.6>;O97TG(>A>()Q63I
ER*=!\^>2"IR,"6'1*<"=BH^F)VAZ,O8J MA_;/E <$/M#RL_, M<76\H-W%>\G/X_%V]TG:$L,$GY4"IO/IV^M$V'ACBB_>M.&6DAJ/.T]XK'#)
M),L'L%\8X_D646MM?TB24S58L?,6/4H:6>G=,]#KI1JLX!(?-)BAZYC^[Q:%.JRB+#HI'GG36J=(ULN>-;A!^[%_ MT+1*SB@U[U
:KB1HW*VBFVQQ.W'VWN!/C@=S(8/+9*O4DUO?CW6X<)BG7W'(CPZYYQT" M>98_,\O62ZT.H)TUH3G!I^J]B1R7[E V5M,N)S^[WF!#);; 9
V_H6HTZUM> MP;T,YTV%6R:6XCCKI#IBW@;,_"N8);Q3TK8&?I$UUB_]$^)W)IF?2-[F5P$W MV(^A2&/(TWQR!:\X)UUXO.(;23]BK[3ELH&_;K;&:KHB?
[^6;D";O([FVF9A M>E;A*J*^,*CW&*V__RZ;I3]=X3HYOQHK[)NW8$VIJU;WKG0L#BD%-0AKJ0JB4-$KPFEFL74-QX^.US!"0 M14V7G#9LRRP'?
M':6B>4R8>FEOE+(!I#++#CS3B&.R99 MS3SJS>#NC.#,SX7:I>?LMEP(E[505:B9VGE]8!D"[I2@<1AJXX] 4GF>XS,!
M5!_FZ(*BBA]+295;C&@8>;@/K49\T6ET?KWU07RSG S?4T&OV(U^\&53@Z&< MS(^^Q]RG>)9&C[A'.>!B]+*T;R#+XV)6."&+\S(CH9C%\
[)TPH0T\]&]I%I* M3YZR*N.W90'SN"QRR,LX+3+(I_$DRT9O(,_C;#HCSSR-\]R!SJ9DF)(P);^T MA-?:*;F8?1WJQD]X$PXXC,&S]OR(W(39^6P>7J!W3#=
<&A"X(]=T_)9FM@Y3 M/2RLZOTDW2I+<]F++3V$J)T![>^4LJ>%"W!^6M=? %!+ P04 " EA619 MNKXW]ZG(A/'LLE'87O=S[\G0X=&DN"NX&IA0:7Y;&
M%MSCU:Z&KK2"9T&I4,-QDAP/"RYU[_(\K-W8RW-3>26UN+',547![=,[HK+ \?<@KH129 AN?*MM]MHM2;'[W%C_
M/<2.6!;28]E8LDKY3^;]9^BCF=&]E*C7/AEZR@[P8YIY;PI M:F6\%U+'?_Y8X]!1.$E^HC"N%<;![[A1\/(W[OGEN35K9DD:UN@AA!JTX9S4
ME)1;;_%50L]?7J^T]$#GSG+M>$#J?.AAF#X/T]K(NVAD_!,C;]D'HWWNV'N= MB6Q;?PB'6J_&C5?OQL\:O!7E@$V2/ALGX^DS]B9ME)-
@;_+K4;)_Y@OG+5[^ MW1=PM#?=;X\ZY=25/!47/;2"$_9!]"Y?O1@=)V?/>#MMO9T^9_U7<_*\D5$R M8/O"OM9L7EJI
K1]YG/!KDQ18V5%)O+3%@>PDCALY4.WD;A9$>8NSSX\I+- M!LFVF:+ $QHK_4KO#491>+0MW$7GU8N3\>C-F6/B6T4!.9%6EAZD?A#.@Z@\
M'MD=>*X0%OJ'I$U:X^3LKSK*FQJ"L#PZ>SU@=Q!J,. *'.FV=@5LE9=*?A=A MV8LTUT:9U1.HYP%;E4!@\12_$>@L@$YFI6OMXG$AI%Z!15-CT:
(AB7"6U.XV M)FOY/M.8!E10R+,HF(F"2$!&G[.0"J-DQCWMSA77J6"!@UP,:#=QKD[I MM)/23JJ"WA]<\L%/$0@5Y[QK*F%I*#_D)P]K8"G LQ"VI:K3@\.
JJD<-G>O M]X@<_+A;*/;^:'9\,$_3JJA4P)47QGKY/9;[(9LF4_9ZCW)T%19F_3>S<4!_ MXR?-*Q2@F72IOL%P70UUV;:V;M1;6Y;+LMHK9+QNS
MV2=P."K-82XVR.TAHG[H>/H(+I F6_EHO)\@=#1091F<)1.!ZA2;D5N%(C$ 37@VI].$B![%8 @'$BZ#:KD,CO" M8LI+2=1$3CL.LQT\;LFFBXG
LG2N"AV1&BJ>0_8V.<$&Y%\@TB5M'*!@1Q.3QK'S4";_L/B*CEA-:A &43*
M#81:8Z%FPXRB=)36I$)DP3U>XNU1XIPHU!/@G&P&4CN(VZJ)EIUI%55Q(W@ MQ%T[R6#:TA0(4Q&-:EU7=@&W!0I80*
*MH6A";3:U$^K,TOF6K;#DJ7)(D(,*Q)&75)(+#*DXYG'D5EM='Q.RZTFS^QXX MJ>FV@OQ44GUMZJGD3\$GA+J7MS M!ZZJ0%/1"A$=/*[# 48RM-+L*.-*
*/C#\ +F#[Q:BJ$$?WX5: -,SK]1L+VFY+ MZ\O]_*;-'%HN5%>DZ$=A4XR]QN.(0)RNF R5!K/ 08'!+O0/99+DJ_D?4$L#!!0 ("6%9%F:9*0:-0(T% M 9*
>&PO=V]R:W-H965T))'B>WJ42"6= M-@^V!$#V5%?*SGF)V-P$@!G4 M0BJ>)MZW-FFB6ZRD@K5AMJUK89Z74.ENSB-^<-S+78G.$:1)(W:P ?S>K U9
MPKP_LGWWNE,M66+C5U4^98SGG5YSE4(BVPGO=?8$A MGPO'E^G*^I%U?6Q\S5G66M3U "8%M53]+)Z&>S@"7(4O .(!$'O=_4%>Y2>! M(DV,
[IAQT<3F%CY5CR9Q4KE'V:"A74DX3#?MUL)C"PK9W9Y&FP1(M&XSR : M94\1OT!QS59:86G9G[;9:3;7)3>V$1G,.;6!!;,'GKY]$UV&'\]HG8U: M9^?*
*87_<>YRFB:,+^3WDE%#59[3REL SVHFH%0LZ$RJF,$0Q5%YE8@@'6N4%I MZM61!WH>PNK"1;%"TLF[WI*6N29A4?C^V^34-01')5J#V?*
E&M"S3K<^6D?O MV.N+OL3_AO#'? ^ .F?P!02P,$% @)85D641?1-)M!P CQ, !D !X;"]W M;W)K&ULM5AM;]O($?XK"QUP22 !%DF4GCA/;@.PD*
MK7NXQ+"<7HNB'U;D4-R&Y#[2/M]9 M\3E14'=E4?FS41Y"_68Z]4E.I?836U.%)YEUI0ZX=>NIKQWI5(3*8CJ?*
S5Y- M2VVJT?FIK%V[\U/;A,)4=.V4;\I2N]T%%79[-CH8=0LW9IT'7IB>G]9Z34L
MG^MKA[MIKR4U)57>V$HYRLY&BX,W%R]YOVSXLZ&M'UPKCF1E[1>^N4K/1C-V MB I FO0^-*
*O0)14%*X(;7UN=H]XD"PZO.^T?)';$LM*>+FWQFTE#?C9Z/5(I M9;HIPHW=_I':>,3!Q!9>?M4V[CT^&:FD\<&6K3 *$T5__5=FX>!P.O9(P+S M5F N?*
*D=#XN4['?3YJ;-;Y7@WM/&%A"K2<,Y47)1E<'AJ(!?./[FUKLP_-:=H MK#[JT#A2-E.?:G*RZ,=*5ZFZ=J9*3%V0YZ>76+>%266'>G:-Z\20?WXZ#?") M-*
4^3UOY%M#]_Q/Z)^M56(??J?952NB_12Q]0/,NH(OYDPJ75$_4X6RLYK/Y MT1/Z#OL$'8J^PT?T+9+$-E4PU5IU8:J_+58^. #J[P\%'/4=/:R/F^R-KW5"
M9R-TD2>WH='YSS\=O)J]?<+;;H][[;HZ>TGW_V4KWW/A@@%JYR[6XH;3W)C-) M+.E#7O_]*K;G!2BJG7$#HL$+)DJD#.E2BR*7'E*^:H%$$&XR4VF*
2Q?!RR@ MY8.'##HVL2[%(T)3A%S]8;&X!A%\;0P2IQJO@D4K?"%%>V[!I::LHT,AUT'I M+ ,'B">ZY&)Z:*FM8]LP(^LP5=:ZVG&=_QMWV7!J?*
*%)8CP[R$[4H0FZ;=:ZV M)+3!9OS054Y/ TK!BOI2V6U!Z5J2G#3.0:>B3:]9)X-PH+#4.]7 .1L-*TY)):S7,.=^6U\D MO';&.@5V,#;MTXEUI(A'!%^R[BZ(=J-*
*O0I1#9+CNV3%$G B%E7%;M](93@[MS+KJ8/;B%V0^J2B;JV<_O9[/9V_[=;D_>/N*4C!-]]M%Y"A A/UKG&RE4MH'-#PM=' MIF-5WXNTLJJPU1J;<^T?*

C=F;=255A!N/Q1_C@Q+?)/FX;=L-'&1\JZWV SC M-G#(P23:.>F9C896";?J(O0$$,10.ST388B!7O9Z1=1C3> +5?]EM@ EA// MG4T!
ZFBT+7/(SVZTH7PA@Q&/WF"65_VS/KR208$V<&;8J>N0"^P,)P+2!^N MDY8*/MJ@_@H/%ZFMP[(8QRA;(='DC+'L;J9[; 29!MN2Y. M$^,Y%/]
<,NIXZ%LO/O1B;?C%[-5;O M^MF@KDI$MVDC&PAUFSOAL=!JH9W)=HK)(\H-QHRTQI!:N^D8=3,5H3&=(30A MCV);FZ0=*
7*+P7;DV@G"4>N%LO+.'9Y9?G^DMTZ.'[+/+!NBH[);V6HHN"] M@D$DD"*U 6S%30I4QA'< 8.ZY2D11<*J>A@?DK%X17B3>/ NNFMJN6+OW ^
M]E9^4:M=YVD\L8KM>WY<#3TP6;=7&(@1U!D3#JUK=(%>%7O)'F2*C?VIJ:@[M:!Y/U'OM@&2!'WMD/&,X-RLC:,1\Y8C:J8B-
+8X[XD=M,;:Y2,/TL1XFV1_ M?0#]'QEC]_#OZ]HAN;=S/%9+6DM8L;/9J6=<_EL&C)J_GCU_LX]: #-NE1QU MTO<8!T=O M*(%IT26RLP#7B+Z'H;+-
WUQ+'-VBS=1_M?XHSOC)>V=A;U6@,.@2HNJ%^:! M-A?=@V)]-]Z!)XS3^[9@$L]@&5N9QWDTKTU5L6,ZXQ-)3^D'+\WUQ(D="IJY;?
8YA"7+ZFA)&/HU>@M76&>MIV3*C[M2-E#VKXB$[T-$ENMC3"(7J]![W&^[M0_<'[SJ9&7CR%L3OY'V/S.=3YY\+PW
M'7PDP8EW+9^"F%PQS^/WDGZU_]JTB!]9[K?'3U5X$T& 7A64070V.<9YSL7/ M/_$&DU8^N:QL"+:4RYSP:N5X YYGUH;NA@WTW^#._P502P,$% @
)85D M60 PH\%3 @ %@4 !D !X;"]W;W)K&UL?511 M3]LP$'[G5YP\-('4D9"FK.O:2!28-FE,B++M8=J#FUP3"\?.[ME_WZVTV9% M*GV)?>?[OOO.N?-
TK8L;.V=9Q+\J* MO"/*I@TO<8'TO;DSSHIZED+4J*S0"@RN9NSR?#)/?7P(^"%P;7?VX"M9:OWH MC2_%C,5>$$K,R3-PMSSA%4KIB9R,/QM.UJ?TP-
W]EOU3J-W5LN06K[3*0JJ M9FS,H, 5;R7=Z_5GW-0S\GRYEC9\8=W%IA<,\M:2KC=@IZ 6JEOY\^8>=@#C M^!5 L@$D07>7**B\YL2SJ=%K,#[:L?E-
*#6@G3BA_$]9D'&GPN$HN\8EP5[N?R\S&Q#<]Q MQMP 6#1/R+*W;\XOXH\'E*:]TO00>[9P\U:T$D&OX)93:P0)M. Z]ZM6)3R@ MJ<%7,X!O2/O$'Z3?
+_YE'NGRO".?IPAYE'L3N,')T8E00)5N+5>%/3WROP9. M#/J9%ZH\A6-(8^\=P6@PCN.C8[^F,>R[E6BG5VLT99A("[EN%75MVWO[H;_L
M>OU_>/=BW')3"F5!XLI!X[/W(P:FF\+.(-V$SE]J^TIJV MAD_0/X79/U!+ P04 " EA619ED#-7B$$ #;"0 &0
'AL+W=O'R;*7'M]FS@3.;&?.>/FVP:)4P(%::>$02]GO * ME6(@HO%CBQG5(=EQW]ZA7X?<*9>Y<'AEU%\R\ZMI-(H@PX4HE7\PZS]PFT\@
MF!KEPA/6V[E)!&GIO,FWSL0@E[IZB^=M'7[%H;-UZ 3>5:# \I/P8C:Q9@V6 M9Q,:&R'5X$WDI.9%>?26_DKR\[-;I)0=8?;:OT5D:D:=':/+SE'
1RR:T$UBZ"2=WA&\;IUA-^!UCV?X M]\7<>4LB^.=0CA5$[S $-\:Y*T2*TXB4[] ^833[[4-[D/Q^A&"O)M@[ACY[MI$;+2H5@%A":@HUO#N'".>I*H3-
X0"4\9A!R@5LIYE))OPG_'LNB4$A]XH6" M*^%6<$V=!C>ZZEB2_J&$CU(ZG/ EIJ*D\'Z%8(D.R+Q0,I4>I Z#*K"3#K3Q MP#N$5!OJ$(^6A,OZBF&-0!
9F-*25VIWO.?&4M6D7E;(WM1^5;S 0GMX$JH, MA:IB%6+# *ZYGRZ%KJI%*!S' M($%ZS.=H@RH_8;K]:,>-TY"Y*1T!NK.@6'YT&Z>E%F4F"?^L\:5
2BKD]A\F M,6BB# 8T'L0=T:C/8\WY&+:$JSE0A3&AEQ/8$0Q3V X2HZY<12JVEOO M?IR,AO0<)J,&DQBWVX%$;S2"(\KNU\KN_[*RKTM?
4F'O!+VXS#3T1LV'9'H4 M_[!,WU8!G^D JW1I,35++?]E =*! +PAA"5A8-[<:8YYHK5]43.+L E?2$;F M'=PU:>4$.K1\K"JV^J2="L.O+"+DU0:)O$'":S4%Q;
?JR8F@J[<$ZIS19N M.![4U@NP9L+_#[<)%_[[#A,W^&[OFZ,1*)U2Q]--@:#.N%3](0_WH1TGW3Z; S8'/3:';(Z[;([(;%-7?5U1
M;XH%K0ETR&/8V(KJ]680P](:YTC&@V30+]7QCC=Q\&PO=V]R:W-H965T="2#,/J1$E?MDH7S-)4[T)3:F29=RI$&$?1."P8E\%BYM=6>C%3E15K13?
[(YD'D"*' U#H$1J\G7*(0#HAH_&@P@S:D M']!_\[E3+AMF<*G$ \]L/@\F 62X996P=VK_.S;Y>(*I$L8_85_;CJ,0>]YU(,_R$[-L,=-J#]I9$YH;^%2]-Y'C
MTFW*VFKZRLG/+OY4QL *-:QSIA'.[ME&H#F?A9; G4F8-D W-5#\!M 4/BMI M+=.2R]UQ MMM^N-\9J$L;W4_G6<*/3<.ZP7)F2I3@/Z#08U$\8+-
Z_&XRCCQUD1RW941?Z M8DV'+ZL$@MK"@U<69A^NGU#308%/7%0TKY,P\'=EC64RH^1.I=$9Z'0:]SG" M_A"5-
5&S)JJIHZJ7J)"JHJPL\|>,FZL>G1>PA'&?:\17N@#:58O%AK; ;>W! M\"]BU6'7.^.2[%1E**#I SZG]!E*^NK90$;2/_="<8_ARZAW5DE699R(G\/1 MN/?
P[_0HAX+HTX%+'U\E%P_[HXC0!OU!,G*SX2 F[/XT&?P715:>,^U:4Z8. M;^C02=+J).G627V7NH K95%:S@0LZU0:>=P^IZ)R)=UJ5;3:63*15L)OV2G1
M=$8]+9H'=/M2AW)[BMLMW;R.F9MMW/4/=!G3A6Y-S455&M(7'L[T(#+AKJ5V M?_O C$/A&KBD$+XC[%4E,LBI\@2.=+]3\A^\/UWS!P_MA$P/J0
/YY]9J_F& M]$HW'5C5[KR+E"N1H?[E$OY_6ET>2Q-_5/R)"5_%MMY9Y3.1U,1]Y=Z_F\2#
M^".,+]MA=7$%XQM(!1V[*3QED2H.V^>NA6).UV&'908L8V:DN> MI#3=OQ\E)VX*I-G!-B7Q/3Z*)L<;J1YU@6C@N:Z$GGB%,)?1Z"JQ_L[A
M1XD;O6>#S60AY:-=W&03+[2"L,*EL0R]@##,,W &P+8$YW&\BI_,@-GXZ5W("RWL1F#9>J0Y.X4MBB MS(VBTY)P9CK'G*[8 !<9?
$&9*]X4Y1)N1%MO>W&G]WQ1H3X;!X8"6EBPW))? MM>3L#?(4;J4PA89/(L/L-3X@H9U:ME-[Q8X2SK$YASCT@84L.<(7=]G'CB_^
M3_8S;*0RIH\R'M9[7R 15]2L]CH4NA-A-.3[M\;-=?+FFI],PZE&K@"&*^T(AOBH_4/$,U@M4KH([QV\DZHA?[[04Y"?7FOY0 M?
>8*;U_QB]6;X1.*-8YZ#Z(TEL!P@QI.(&)^/(BM$?DLCP7]W8^WG*5ET)#A2N"AN<7 M?0]4.W/:A9&-Z_.%-#0UG%G0F$9E'>A\):79+6R ;O!/_P%02P,$%
@ M)85D6>:T,2N% P @P@ !D !X;"]W;W)K&UL ME59=<],Z$'WOK] 8AFEG3.TX'RTAR4Q;OCH#I4,*/# */;:UB!+1EH3>G_]
M7\U&7A)+'GW[#F[*ZT76VV^V1(V<]**KL,2L1Z'D4V+:'B]E37H.A- MKDW%D9:FB&QM@&?>J9)1$L>SJ.)"!:N%W[LUJX5N4 H%MX;9IJJXN;\$J;?+
M8!1T&Q]$4:+;B%:+FA>P!OQ8WQI:13U*)BI05FC%#.3+X&(TOYPZ>V_P2<#6 M[CTSIV2C]3>WN,Z60>P(@804'0*GOQ]P!5(Z(*+Q?
8<9]"&=X_YSA_[*:RP[G\6\4-1IZ M*\@/5]>%$DC9N3-<6=YFZOB.;R38DT6$%,'91>D.[;)%2WZ#]HR]TPI+RUZJ M#+*'_A$QZ^DE';W+Y"#@&NI3-
HY#EL3)Y #>N)<[]GCCOY#[Y6)CT=#BZY#@ M%F\RC.>.S-S6/(5E0&?"@OD!P>K)H]$L?GZ [:1G.SF$OEK3$0Y<=NJ(K(=5T_"Q:QP!+8+F6=(R%*ACW
M>U0?A&H#IB_2_.A8*++5C>4JLR<#)D?_C\8>L]L'UG1Q=IVE2-Y @9XY4V M*/[A;5>R23QA)P/.+55"F(9GTX0=2/RT3_STCQ/_0MA4:@O6)^!EGM-
]XK5? ME5P5M'VEJYJK>\O>;Q486XIZJ"B']X]R*WMPF/#I/ M1F?/R:)CXFR[GM?#MO"]$7@?NH)RNF8M76==M0=.2T@TC7]9@Q$ZL\PWD:)R
MS8]N2-6#&^ />H%ZF%2DN@+&$8W8-.AN'X::O>:"A^Q:I:?,EMQ J65&LJC2 MU OA9!Q3-[1%<'EPUKVHFHOL*6VFO!;(I2=M>5O03M7:8=JV>6A;6-
MPE0+U MO&OX8_8L/J< CA\Z_;D+G1M=,:754SH8:*A@KER"U!,2]CX[4JWQW^NC7/TW MY(U6^Q&ONX@N%=-P/*:H0VT?
[0V&"DSAQY\EA8W"=D;TN_V$O6@'RR_S=CR_ MXZ80RC().;G&IV?4T*8=>>T"=>W'S$8C#2W_6-)7 AAG0.]SK;%;N #]=\?J M7U!+ P04 "
EA619X8VY8PX# """ &0 'AL+W=O^ MK^,-9%2?RAP$SJRERJC!KDI]G2N@B7/*N!\&0<_/*!->-')C2Q6-9&X[!4 M1!=91M7=%+CC+W $@(.L;$(%#];F
'G%@AI?-MC>O62 MUO&P7:&_<]I1RXIJF$G^A25F,_8&'DE@30MN+N7N/>SU="U>++EV;[+;VP8> MB0MM9+9W1@89$^67WN[C<. 0#AYQ"/<.H>-
=+N18OJ&&1B,E=T19:T2S#2?5 M>2,Y)NRF7!F%LPS]3+10*17L.[4A.B$7U!0*B%R310[*#>H30D5"EHJ)F.4< MM)V=X;CD+'$6Y!69) FS3
.&,OYRY!ND:A?TXSVM:4DK?(36 MD,RE,!M-WHH$DOO^/DJL=8:5SFEX%/ *\E/2#DY(&(0=,MM0(8"3C\QP.(+> MKJ/8=NCM)T2Q"N+B,
(AD'U$7:=6USF&'ET4V0J4W?>XC)LF/ZH0-G$MT;H.S5X* MVZ@S\K<-!+HU@>Y1 DM0,0B#EX0ED2N9%#$D+B_E3F KQF1! [*UA[:)4HD_ M/* 4G/:
[S:QZ-:O>459S)EA69.1Z#C8^C=MV%.$OMZU?\^O_YZ3L_P-U@UK= MX(E):>PAUH1N\:JA*PZ$"9*PE!F\C:K$X&REL.9@WC8<^5+,X+>L;07X-.?(
ML&8Y_(/,K5AI@_43+_.4P&W,"XUUB=\=", ;%*OD2L>*H<;&A!XV)/1@\("L M?U 7,E"IJWX:@U((4Y:(>K0NL).RKOPR+ZOSG*J48467%*SM&
MYJ[*K*3!FN6:&_Q) &4-<'XMI:DZ=H'ZMR/Z"5!+ P04 " EA619!'[E M--X" #E" &0
'AL+W=OVZS@#.\>$6F%@UN8\#%@I,T)ASI$H\QSSQPED;#NR>M9NX8:L4ZD7 M[# H\!H6(&^+.5&L[ZV-P8_"&Q%:XRTDB5C=WIR ME8PL1P<$&
<12,V#UVL 4LDP3J3#N:TZK<:F![?&._8O1KK0LL8 IRWZ21*8C MZY.%$ECA,I,W;/L5:CTFP)AEPCS1MK9U+!270K*\!JL(:SWX-
+")V>G*$31"CZGK)2*$H1V%+%J#W9<1W/I(K'/1"/ MAZX9E:E ,YI TH&/CN,OC^!ME9LF0>XN01/W*.$"B@OD.1^0Z[A^1SS3U\.] M+CG_YWWVS]
[WDN$UI\4S?-XAOM81F>-'=5](-.8_?]0;.YZZTOR59])9DLS M%VAI"A2WOV%XT&/H*DO%.#",NJUL0L_O!?:FG>WG-OW!ODGTW*3G.-Z^T:R#
MY_*RL=F3W&\D]X]*_E9H@4(I!!X3+3PI.:%K5 GK.L*F52$_584SA.]+UI$ M+UK,CEE42NW6O9T#7YN&*53A2BJKC[)9;7KRV+2B)^N3WG#:ZUB/5
^O6NY? M^NH'X!KS-5%9RV"E7#D7'U65/5U\Z70W\9;2IRL558F><8*]7@YNO8^BMG$!#1K_#M1S^7. M9V8V99[GW\R7N_AR-#$U4JE:5
8A]9\G=:O2U)!T/7[KH*-MF29P]_,;730; MKS=F+DMUFZ>_)'&UNAQ]&+%8/[SYW^H;H-"PUOD:=G\SYZ[=2751Y,^L,&MKFOG0R-
5$ZQV<9*9E/52%_C71<=45 M5_.*_<2NXS@Q2LN4W65M>S6Z_\!5)9/T1[W&UP?.?OCKCQ?C2I=J8L>+K@3> MEN ?*.&]
(0+.ORZ7NIM#YMPG]B7P5;^H.$% ME/QW65D5M4X7%?O/)[T"NZO4NORUIW8W+6W:3S-9\&.YD0MU.=)IKE3%DQI= M_>TOWFSR]SZ=D#".A$5(F
#!''VG6WVG%/WJ-G]2F=3"+O+U)DUDME!]LI*0 MH;(B89S>O.N2Y8],'Y*ZP;_OU9EBS)=G:&
MSK;5BLDTU6?)5%8JUK^U>ZP\ZVL8R&T3()C3,,)MPPCIAE$HG?'9];)0JCWR M/S>[\%?V/_9/]3J7V;?MHKX60]*'MA@DC"-
A$1(F0#!'[]E6[QDTT<^0^B)A M' F+D# !@CGZOM_J^YX\GN_5;W6BCVDFE_J07NI4QO1U1%GI1)AD2R;7>:U5
MUST[ME%%DLVR4BUJT[MGL7PM^YH"6?#0IH"$\18V:V#F$NKI2G?H MGG;U118G0#!'WP];?3^0^OZK;DYP6C4C4Z-;$BLCN-%T(=-%G;9]=KT*U0;Z
M%":+'JHP$L;IG:(;\(%&&R%K(4 P1_CSK?#GY#9^3K)D7:]U_Z0[P!^3%]-- M62B'UA*(WZS]+SQC,RQO9"Z.'-0UYGN<>\G_U[IH7X:E,:AM A*
M$QUM]X+.F[3_MMT*5U9K=WDXOTLO^J2J2A6-N]A%DAD=ZH9!:1Q*BZ T@:*Y M;<):8A[6$_.@IAB4QJ&T"$H3*)HKLW7&/-
H:>ZCG:;).6O7P5@:J3JX2UI3S:E_IYQUG<]I5Z_6,:-%@*J ?5T4@ICJXB4'5RAT-88\FG MC:6!?1N1YCH1WAM[F.K4T(4.E0U*XU!:!*4)%,UM#-
:C\CUHI\:'FE-0&H?2 M(BA-H&BNS-:I\FFGZB[3W1A55L8[[AW20<R='D#364H#3>T3QO-WN? M32;>?
@:'6D4HFJNIM8I\TJ,8FL$_RV*99'0.AYI)4!J'TB(H3:!H;D.P9I+_ M'IO#H182E,:AM A*$RB:*[/UF7S:9T+D<*@#!:7QCG;NIO#]L3?0,@6*YBIJ
M_2J?]JL&9O ;E2U6:UE\8UKKID/^-9-/,DGEO+W#_Z4=1KF;]+N16F36AWIA M4!J'TB(H3:!H[D,RUF$+)M"L'T"],RB-0VD1E"90-
%=FZYT%]&BGHZ8*'3]8 M5ZA9UM'V@90H4S574.FX!='#7[S@/"!6K0J9,U%EE,:AM A*$RB:*[.U]0)ZC!CBG !U^J TWM&^\^SW MG]:!EBI0-
%=3Z^$%M(=WD]>I&;!]G\N8??IT2Z=GJ%L'I7$H+8+2!(KF:FQ= MO> '>EXF<2*+5YN'-]N4W2^.T*Y$Q4Z! U*$RB:*ZIUWZ:T^W;P_-KX9B]'KXAH
M_&!)H2X9E!9!:0)%PGIDMD<:*;0#*O#SWUWO'#W1SK)M=;N@J#Q80.28/2!(KFBFD- MLBEMD-%BYOIT?%3-\+B:4$*2HN@-
(&BN6I:3VI*#T8C3[PG6)$T?G!&AGI4 M4%H$I0D4S97=>E13[-"S*=20@M(XE!9!:0)%5$MS8V)AD'.R0KUO* T#J5%4)I T=S69,VQ$/O$9@BUPJ
T#J5%4)I T5R9 MK5T6TG;9R5,7=!S7G)STF).W=(F#M8-Z7E":0-%<[:SG%=(/F0KRE 8.UA=I94)I T5QM=^:N'_*$I?EU9T*?39$OE(I[IR+IN.1]O%NZ
M\,$R8N>CQTY(_V?X6*'UL4+:QR)E7)N7QJ2OS2$LT]0T\]5[%GCDC M9X<,J:)+&WR= K6KH+0(2A,HFML*K%T58H=4A= A55 :A](B*$V@:.[K8*R' M-
:,]K$-#X[=6Q;)YX:)YUT>=5>T; M_;9+MR]UO&Y>93BVJ[=OA&R?6RM9JAYUZ.3LO>[I%>U+%MLO5;YI7@HXSZLJ M7S^/ M[7.ZT^;9E@#
(7BJI[#0H$>M)&-IU"16W%[H&12N%-A5'"LTFM+4!GONB2H9Q M%%V&%1^_D9<4MW&KY0^183H/K@.50\$;B MH]Y]@;T?+W"MI?5?
MFMSKZX"MFXLZFI?3 HJH=H_?]GO0Z\@CH\4Q/N"V.MN MB;S*.4>>I4;OF''9A.8&WJJO)G%"N4-9H*%50768S6&%[)PMZ+#S1@+3!;OG MV!B! BRC;?
NJU88MP53,I9ZQ;W11!G- +N0I.V%"L66I&\M5;M,029'##==[M]EG+'A]A7T!]P4;1&8NC>,R>%G,V.#G]%R8D0YVKN',5>]S1$=R^A<);..\L
ML)\W*XN&KL.O0X);X/%A8-G([GD)+DC>?D^HWKL-<$[CVYYV8CE&42"BJ+ M+JX(Q;0]V@:H:]\7*XW497Y8TK,&QB70>J$UO@:NU;J',OL+4$L#!!0 (
M "6%9%EJ4%BFJ@0 L9 9 >&PO=V]R:W-H965T4HF/?&6*G ,-2U":F(YEN69*X\R83\NV:SZ?LD(F<0;7G(@B32E_ M/H>$K6>&;;PTW,2K2*H&0B9AEA,-
R9GRUSP)[MH !ECS]B6(N-WT1-Y8&QG^KA,IP9EAH1)+"0BH+BUR-<0)(H)AS'/S6IT=A4 MP,W?+^Q!.7F/6(Y_?2&?2)R1NX@5@F:A
MF)H2AZ'(S$5M\KPRZ>PQ.2!7+).1('X60MB"][KQIQUX$Z??^,!Y\<&YTTEX M"_D)&5A'Q+&<8L!]UP#Q8(M]O@6[X<-.MI4/(-]JXG M(0!
(N:R(!V+!X[Q<2/??L2>YE)"*O]O63$4[;*=5\?5,Y'0!,P,#J #^",;\ MUU]LU_JM33"=9)Y.,E\G6:");$OH82/TL(M]_GL.'$-$MB*)TOJ(P).$+%0- M&
[*W*=W)VU=IG61>]XS74$TU)#("DG/,[EP^D[S@HJ"9))(1BJ%92.!51X)A ME- ,PR5&5HRK^"+=<).,."M6$<$=C+OB 5'5-E:?
ZUA&1*X966+>/7X&RBN@ M2NAM(=?7Z8= $]G6NAHUZVK4=UW%Z-)L 80M":N"";JZ\B.YE[Q 1]-$0&M8 MZ336=
['I)/.ZW:"FU::SSB$$FLBV='8;G=T#=>:J^#MFR^,"MPS%]"&/2 :R M3\XN=->7R5]X["USF*0!/9EJ*G MC:*G'U0TC,6"%9C\L5];O#ZO#-
CVQDJS3JS!>+2SGSH'TE>Y XWZ.HT&FLBV MA+*MUV.LU2O"P5..U5*K)#73YN9WWB21UDX[_O-:.HU/=Y-#:Z<=IJ![=N_U MWL8E@-WIO3NL- .L-,E?
JM+TFTJ3W%^5E6EK:=7-V;>VTLKF:67SM;(%NMBV MM79>M7;^GQ-ZS:M+;YULGE8V7RM;H(MM6^_7"QF[\QK@;1*[@0S6>!R]VU-] M_
??:'_YT8WLK>E[Q^%K'4>@BZW2S]RXJTV!K\I;=4'**J*Z9FM:FYO[K^5] M]4[[N7UV8;>T>_:97]W+O])7?Q-<4;Z*,:@GL$13ULD8SW^\NGFO'B3+RYOB
M!R8E2\N?$= 0N.J [Y>,R9<'9:#Y_V/^+U!+ P04 " EA619VC%DWZX" M !(!P &0 'AL+W=OI1+P$,>2JXT&-O:4QYZ?LZ74)!]84L0>!.+E5!#4[5PM>E
IHY M4,'], @BOZ!,>$GLUNY4$LN5X4S G2)Z5114/5\#EYNQU_6V"_=LL31VP4_B MDBY@!N:AO%,X\QN6C!4@-)."*,C'WE7W!?PG<%&
[XR)=3*7\M%./F=C M+[""@$-J+ /%UQHFP+DE0AF_:TZO^:0%[HZW[)^<=_0RIQHFDO]@F5F.O9%' M,LCIBIM[N;F!VL_\J62:_LYHID%W1(&(3]%OCD
M;?@44H1W';RW#_/KO9VEGU=S;116WJ\V1Q5%OYW"GL9+7=(4 MQAX>-PUJ#5[R_ETW"CZV^?M/9'MN>XW;WEOLR=<2%#5,+(BRA7 N_,5_G!J
M"Z%#!)@V]Q5EY"AMZU@G@RB*8G^]Z^HP* I'HR9H3VV_4=L_4BUW=VI/HP9CH)VT8-&].!?216-^[=$[0OO@0-<@ M& U?

B&\)&@:OI#QJU$='JG<'H_.W%[3)C XKXT.W^T+F85#4/Z@,?Z?/V3OF M"U4+)C3F,$=8<#%$FZKJV]7$R-*UOKDTV$C=
<(E7'2@;@/NYE&8[L=VTN3R3 M/U!+ P04 " EA619CIT#:Q4# F"P &0 'AL+W=OR9%9N80D@903FB(&JXEQ M98^FMA;H%3|
(;/G>/5)1%I0^J\%-.#$L100Q+(6RP/*R@2G$L7*2"]*4Z/: M4PGW[W?N7W5X&6:!.4QI_).$(IH8 P.%L,)Y+![H]AN4@3SEMZ0QUW_1MEQK M&6B9P.Y]
('!*@?.O K<4N#IH0:9CS;# P9C1+6)J MM713-_ILM%JF(:EZC7/!Y%,B=2*X!7D&'%V@N?R!A'D,B*[0UUSD#- =EA2C5R3C5R3C:SVT_F5]7
M"RZ8_+7];DI46/2:+=0G..(97L+$D-\8![8!(_C\R?:M+TWY_I/9N[1NE=9M M!K!_7O81,X7G]L;O8SM.[2,4.ORM [EL%KXBY4 MWAZW;;E>#;S5NB.X5X%
[Q\#])G"O =SOUM^&5EB74UR?"K; @$/T=K1GECQ1@>!/)]:U@+U+IEQT"V]59 MK=9(M\#Y"-TD62X@E"50OAK@HK'\60=I+OSAH):F?;NN
M&RN:LF(@:*;[F@45LDO2MY%L9(&I!?+YBE*Q&ZA6J6J-@[]02P,$% @ M)85D6;:Y3AC6 @ "PD !D !X;"]W;W)K&UL MK59;;],P%/XK5I
02&RY#U;:2.U:!!(3UTE\.=]W+CX^Q\,M%[[+D_%9//F0CQ],&00FIT@P4?QNX@K+41&C&SX[3Z55JX/YXQ_[.^(Z^+*F$
M*UY^*S*5CYPW#LE@19M2W?#M>^C\,0:FO)3F2[:=K.>0M)&*5QT8+:@*UO[I M71>'/0#RV %!!P@> J)' &$'"$_5$'6 Z%0-<0+)3
W0)Q*OG(I21S$&214P'DC"PP$[.F!,)7Y)L),V1G MXPT(S!HR+>-1#DY=!7: MK#6[:6??I+4O>,2^D%QSIG))9BR#S(*?'L=?'L&[&*L^8,$N8)/@*.$"ZG,2
M>J](X 61Q9ZKT^&AS9W_TS[[9^T'P0C[[D-7_@(WXP*AH>_GT'?QTNI!-[_ M'[;#;NDB.YVNB0-9TQ1&#A8]"6(#3O+\F7_AO;5%^BG)ID])-GLBLH,SB?
HS MB8ZQ)_VEI=VE37E584G&4I+>$GY_96WGTU+'AEJWF$T2A)&'F;;9#[Q%RO?C M!U)3&U?H!X=2,XN4=QG[O=1!#.(^!O'?Q8
UU1)3%&M:6Y5LOL=J)X;7K+DBOL5&:8XVL%A!; _17G:C?1 M"OKW3_(;4$L#!!0 ("6%9%ETQ?O]Q0, .H1 9 >&PO=V]R:W-H M965T'??Z2QR=N#B0>X
%'I, M*9-S9Z=4=N6Z,MY!BN4%SX#I)QLN4JST4&Q=F0G B06EU!UZWMA-,6'.8F;G M5F(QX[FBA,%*()FG*18_;H#RP]P9.,>).[+=*3/A+F89WL(:U-=L)?
3(K5@2 MD@*3A#,D8#-WK@=7T< S &OQ)X&#K-TC$\H]YP]F\#&9.Y[Q""C$RE!@?=G# M$B@U3-J/[R6I4ZUI@/7[(_M[&
[P.YAY+6'+Z%TG4;NY<.BB!#IEI5:R-1]!C3/($$;01/44AH MKO1@B6F<4VSE_S4$A0G]3?/) E->"$-?=CR7F"5RYBH=@''#C4MG;PIGA||X
M.T*WG*F=]H#IY5OP83=^VH%W=>*J[V/V;L9=A*N(;M (^\M&GI#O\6?YO9&,455*(\LW>H;O6M=*8HI!O_EH#7$NB"+U!
[3:/HW"@(_,JFD;N@REW0F;MCKU0\?D#1]YSL,=5MM/8>)#D@Q=$?^C/ MMM]OMY#>@V@M]LZU?
K;8^R0+^R2+>B)K"#:N!!N_BKXU[E/*/LG"/LFBGL@: M4DXJ*2>OMV]-SGK)2;=9GEN,)R==ZU])HG.+8-+>L2ZKK%UV9BU*,\I_)0] MZW/VE)Z[]=?
N_M3)_+-%W2=9V"=9U!-90YYI)<_T5?2G:9]2]DD6]DD6]436 MD'+@/6VWO-?;H4K?.C^M6FR"Z8E1V&+4\G'58N5/3WN56]N[IB"V]M! ZCAU
M#,7>HYJM#B:N[7;\9/YF<+46?P#4$L#!!0 (M "6%9%G_-J)X%0, '$+ 9 >&PO=V]R:W-H965T$K5(4RI?KX")5=_Q MG:!XDQMFGUZ!IPL[PQ-/X
MFIR>G)$3DG#R.!<+17FL>JY&8PRE&Q477^47!^]<[?D3G]5^2&QQ#O$[BH MHI02;*1T#A@T+ :/H8,X9Z%-RO,:92>;5B^QK]X]OD;
M[I*1AE3].N2KG*IYF,JD\J7*: 1]!W-5@5R"$W[\X+>]+X=TUD2VI[I9JFY6 ML82@$%EPF6,V9KP&<&((5B() 87SF"--4FADR0PJB$F M6I#AX.%F3
:1/N2LW(*VM<"4J67H=UI>SUWN.J'2S/]T0JMT0JO2";<0HSA& MGN\@G8 |^.*5#,>^>$UD>V+;I=AV?7'>KE-U361[JCNEZD[E$W_'+^PVA)E0
MBD14RE>LF2LJ#Q?$2L9CQ7?>)$'7:WG;+-A3U2U5=2M5C34F8&785N*/U5 3 MV9[4BU+J17UA>U&GZIK(]E3[WO9[[]4>N-64Q^HOV'9#-
VC[;T+7W6EJ4I S MV^NAL6+!==[?E*ME/SFP792[/9XWHW=4SA*N"(,I0KWS#M9+F?=W^42+S+9(M$Z&QX;+#.?;$(,T!W)*H3<3JKNI';Y34*:(%T";?
=AU=6FVSY4?7#")* #F]I.0$[AGBI[+$[-\U%/2R,FSC:>(A/V9" M39C1LL)'V()XK.Z9')DM2YJ70'A."6)P6!D?[45B6PJ@+?[(X<([]TB%LJ/T MDQKO ;@
[=K&/7PL58X&C)Z 4Q92W9 MU(U67Z.E7CE1!V4KF%S-)4Y$6SC*M N$28I^ 7IDN,KR/;HE]1E4N?RQLX + MI-P@N8I^JX!I"X[>QR!P7O
/TOAQ&Z/W[SZ@=R@GZ/>,GKCDYDM3R-TJG^:^ MV=FZWIGSPLY<=$>)R#A*2 KI #X>QX%.JU$KE/$FU=D8)MU#=(-?Z 3F6 MXPWL9_-
ZN#L4SO_SGKS9^Y48;GMN7,WGOL#W &<@)U@,Y;5&>L-(5?D6O,)[M6!FRM'%@9S"B[[^S ^NG(5&G)(NG)$LF(KN2WVOE]\;8H_6)RQG.T9Z6NYS4
M#RJ1[Q5:/Y3D**NXSM!0@FKN0'.K-\DYRC@49ZO/9%3 MDL53DB43D5TE(VB3$;RY(13RC\E63PE63(1V97\LU;^V3H_Z9L#*=D*[5Q">6[G!/ Q[!6'
RG/"^7!!F+4?TJR>$JR9"*R*_EMZ\N7O?4-2T)# MWGUEA[.P7Q(&K.:AZ_1*PH"5$UINKW(D0V:^9]N]HF!VNIT2V%&WF2K*$Q'U
M!VP[V[:R'W4#UYM?VXN-/3 ?J]97=U=?Z.N^^0ZS8R[[G0(.TI5U,Y,%C-6M M:#T0M-*]UHX*V;GIVTRV[\"4@5P_4"J>!LI!^X=]!]02P,$% @)85D
M60Z'NJLF!0 4R@ !D !X;"]W;W)K&ULM9IK M;]LV%(;_"J$$50PMLT<67.)EM(+%%8+$ #&$VZ?2CV@9%HBX@DJB05-|!^_*B+ M):M26
LXRX=$DGD>4N^A#O7&7!ZX>)81I0I]3^)4KJQ(J>S:MF40T83("Y[1 M5'^RXR(A2I^*O2TS04E8!B6Q[3G.W$X(2ZWULKRV%>LESU7,4KH52.9)0L3K
M+8WY866YUO'"9[:/5''!7B\SLJ,I$G2WLF[<:^S- MBH"RQ5^,'N3),2INY8GSY^+D+EQ93C$B&M- %0BB_[S0#8WC@J3'\:V&6DV? M1>#I\9'^L;QY?3-
/1-(-C_]FH8I6UL)"(=V1/%:?^>%/6M]0.<" Q[+\C0YU M6\="02X53^I@/8*$I=5?\KT6XB3 G;X1X-4!WH\!LS<")G7 Y-R :1TP/7=(
MLSJ@O'6[NO=2.)\HLEX*?D"B:*UIQ4&I?AFM]6)I,5$>E-"?,AVGUG?[E"F= ML$=!4DFJY/V.;L*0%8&\,P$7W/%611#@-:3@0[YOCKPSQMA:C4<0[*G+K
M&8$WF;A [N(WY#G>=.A^S@B?.&^&^^;P!YH9P_'YX1.#&)-F>DQ*WF3$]/CZ M23="=XHF\I^!$=Y6Q.DPL2A\US(C 5U9NK))*EZHM?[U%W?N_#$D-
B3,AX1A M(%@G+=,F+5,3??W(E7XT4[V.9(('E(82\1T*>)+H_.B:$3P/)<;(')L82)A? MP>8EK%C:7M83/7M?3N7N-YEZ39..B+-
&Q)E1Q./<_GI/DRRD3!6,DB8 M#PG#0+!.&N9-&N;@)68.F19(F \)PT"P3EHNF[1<&I^.!Q)3)".BR45M8766 M?E9C*NCLY#'U+F>._ND^SAMCYV-
%AX1A(%A']$4C^N)_J.N+?O7T>H(;.QXK M."0, \$Z@E\U@E\9!=*FK \086\Q80_0^VK_D+4$]O8Z5BQ(6$8"-81VW5: ML^&8Y:8BHRK7<_P3"
[3;L,;%UPP;6^9!:3XH#4/1NFDY\8 N^!)<(Z&2 TGS M06D8BM9-CMK<^Z\MZSXH)UB*%I7 MZM;LND;3MMZ2UX2F"JE(\'P?H8#(:%!I4(M;TT[?
F5QG0&E0]PI%ZRK=^E?7 M;&#?7@C0O^@<8V;FCTX!J)L%I6$H6C=3K4EV9_!K ZAM!J7YH#0,1>LFI[7. MKM$"KN^DS$D:G/7>:D:-3LJ\5[1F/9?
G@_:)H6A=L5M#[)H=L;%F/=*8)U3\ MK&I!.M4-*,T'I6$H6C=7K8]V%_!5"]+5;D!I/B@-0]&ZR6D]MVLVW:.J%J3[
MW;A]\^X.5"U0QPU%ZWZ9U5INSVRYC[5J>S00IOID9HU5&Y3F@](P%*V;E=9Q M>_".VP-UW* T'Y2&H6C=Y+2.VS,[[NWQ?Z\[P1/TA+!Y,":KI!:7Y-
M.WU'F_:J'8;JLRMVZ[D]L^=^LSZ=:03-^-$) /V^&92&H6C=1+66W9O"ERQ0 MEPY*\T%I&(K634[KTCWS=]GX6\[4*]JQ5+]8L72/!&%R<#O-
K9DT.B>@YKRF MG;Z?S1?]B@5JNNV3S5/:P>W+76M2OYCFJ:IV#357FYUQ-^5^L!^N^^XUKO:W MM9AJN]T]$7N62A33G48Z%Y?
Z!D2U@ZTZ43PKMV@]<:5X4AY&E(14% WTYSO. MU?&DZ*#91[C^#U!+ P04 " EA619.=@S",,7#,+&('3XSM096IC:YQ4%)%;H#K*"
M"RK6S^B*9*8<<(J^FMUR/ >-"54GZ @1(U"(2F&>J\37ALNJ^UG#,*L9PA<8 M%E#VT" X16$0#M']8HZ.CT[^E/%-6&UL81M;Z'0';XCMX>,WEK:+L-:
(]JL:]Z.XNZJCUO7HH.OS+*M81;&&'&$FI":_L,U7%\#H+X"S M83#L]C]N_8_?:U>/7[6K_;W;SCX(PLK8!;V1X9?U95QWM"C=!;@4
MVERGKEF8]PND76#F5T+H7J>V+F/X&4$L#!!0 ("6%9%D"#8AN+ 0 M # 4 9 >&PO=V]R:W-H965T,3FU4J6*6]N6<4IR+&]X01B\V7"18P5-L;5E
M(0A.2J<\LSW'">T<4V;-)F7?@YA-^$YEE)$'@>0NS['X?$$>W MJ=(=]FQ2X"U9$?6^>!#0LAN4A.:$2*<.P5<<_-K!?
VZ$H'8(GAMA4#N4I=M5[25Q$59X-A%\ MCX2V!C3]4+)?>@-?E.F!LE("WE+P4[/EEE$%@OTA,).X$N\:K6 \)KN,(+Y!
M$95QQB612*4$+38;D%CJ%_,4LRUTSWE>8/99HM_WC B9T@*]C(C"-).O .O] M*D(O7[Q"+Q"%,"G?2HL,OQE' M?HGG7S"./KP!([14))=_=^E=
(0;=B'J%O)4%CLG4@B50$O%(K-F//[BA\W,7 MV2;!(I-@"T-@+5F"1I:@#WWV%K8:F+P28:4$7>\47L.L5AS%/,]!(IEB05*> M)3!QNR2JT,,27>\YC[-
KUQU[$_OQF/L.J^'PQ"CJ, H"WVE;+3JL_'$8-E8M M%@8-"X-OLJ#TP-Q F6@C>(X89]"9V"]A;5)$:!?=9$PZ,C)&9UP<&XT M&)\P4)D,CG$\)S@AX-
S(#;SN\L.F_+"W_&JAKNL&*B@#]"Y'$/JG>H0=XH^\H%N18:/(L%>1 MPVKYX9[D:R(Z5\=>A$N),PD6F01;&)KR3!J9!@9W[1&)F4Q"1:9!%L8 FO)
M,FYD&7_73:L7_5*)3()%XXXEYWP/-!2RQ;WK/'T0.,_9+>"PKC>$GR0J,$VN MH1GC@BJ<(?@Z11)7'P>'&;32DLBKY.X5"2C:%&- MUI)I?
+KA+TS%;,MT]-WF?L\S33_ZQ?R;1(MJM&_Q;RAFFW_OB7_O_WNHZL_M M8O5,HD4U6NO$-/#],_D,!:WDLX]N0'(BMN75DX3E9\=4]1';]#;76Z_+2YV3
M_COW=NYV]$?Z.JR\<7F"K^[2[K'84B911C80RKD9PK@5U?54U5"*.]?UEPI MGI>/*<$P"K0!O-]PK@X-':"Y))Q] 5!+ P04 " EA619)MF\&3D# #. M$P
#0 'AL+W-T>6QEUY-B9X[)VOWZ^=II^X(L8#UN[5#3V/3[G'MLWQ#"HS4JPNSEC M)EJ60M9#,C>F^A#')73.2EI?
J(I)BQ1*E]38KI[%=:49S6L@E2+N=3II7%(N MR6@@%^5-:>IHJA;2#$G:AB)_^YP/23=]3R(O-U8Y&Y*'L[<_%LI3= MR4GGX?
QZ/W[F@',2!T4O7R!ZT;$7JNQ03#Y]F?QSXICTU:ZT&WYJA3SQ%*/U M [2+3LN[0/-E0>)62N@XJ1B2,15\HCFP"EIR ML?+A'@2F2B@=&5M/-
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M=V]R:W-H965T&UL4$L! A0#% @)85D673%^_W% P ZA$!D ("! M#ZL 'AL+W=O!4# !Q"P &0 @($+KP >&PO=V]R:W-H965TR !X;"]W;W)K&UL4$L!
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T>6QE&PO=V]R:V)O;VLN>&UL4$L! A0#% @)85D64"[PRV' 0 MO!< !H (!H XML 48 Show.js IDEA: XBRL DOCUMENT // Edgar(tm) Renderer was
created by staff of the U.S. Securities and Exchange Commission. Data and content created by government employees within the scope of their
employment are not subject to domestic copyright protection. 17 U.S.C. 105. var Show={};Show.LastAR=null,Show.showAR=function(a,r,w)
{if(Show.LastAR)Show.hideAR();var e=a;while(e&&e.nodeName!='TABLE')e=e.nextSibling;if(!e||e.nodeName!='TABLE'){var ref=((window)?
w.document:document).getElementById(r);if(ref){e=ref.cloneNode(!0); e.removeAttribute('id');a.parentNode.appendChild(e)}}

if(e)e.style.display='block';Show.LastAR=e};Show.hideAR=function(){Show.LastAR.style.display='none'};Show.toggleNext=function(a){var e=a;while(e.nodeName!='DIV')e=e.nextSibling;if(!e.style){}else if(!e.style.display){}else{var d,p_;if(e.style.display=='none'){d='block';p='-'}else{d='none';p='+'} e.style.display=d;if(a.textContent)
{a.textContent=p+a.textContent.substring(1)}else{a.innerText=p+a.innerText.substring(1)}}} XML 49 report.css IDEA: XBRL DOCUMENT /* Updated 2009-11-04 */ /* v2.2.0.24 */ /* DefRef Styles */ .report table.authRefData{ background-color: #def; border: 2px solid #2F4497; font-size: 1em; position: absolute; } .report table.authRefData a { display: block; font-weight: bold; } .report table.authRefData p { margin-top: 0px; } .report table.authRefData .hide { background-color: #2F4497; padding: 1px 3px 0px 0px; text-align: right; } .report table.authRefData .hide a:hover { background-color: #2F4497; } .report table.authRefData .body { height: 150px; overflow: auto; width: 400px; } .report table.authRefData table{ font-size: 1em; } /* Report Styles */ .pl a, .pl a:visited { color: black; text-decoration: none; } /* table */ .report { background-color: white; border: 2px solid #acf; clear: both; color: black; font: normal 8pt Helvetica, Arial, san-serif; margin-bottom: 2em; } .report hr { border: 1px solid #acf; } /* Top labels */ .report th { background-color: #acf; color: black; font-weight: bold; text-align: center; } .report th.void { background-color: transparent; color: #000000; font: bold 10pt Helvetica, Arial, san-serif; text-align: left; } .report .pl { text-align: left; vertical-align: top; white-space: normal; width: 200px; white-space: normal; /* word-wrap: break-word; */ } .report td.pl a.a { cursor: pointer; display: block; width: 200px; overflow: hidden; } .report td.pl div.a { width: 200px; } .report td.pl a:hover { background-color: #ffc; } /* Header rows... */ .report tr.rh { background-color: #acf; color: black; font-weight: bold; } /* Calendars... */ .report .rc { background-color: #f0f0f0; } /* Even rows... */ .report .re, .report .reu { background-color: #def; } .report .reu td { border-bottom: 1px solid black; } /* Odd rows... */ .report .ro, .report .rou { background-color: white; } .report .rou td { border-bottom: 1px solid black; } .report .rou table td, .report .reu table td { border-bottom: 0px solid black; } /* styles for footnote marker */ .report .fn { white-space: nowrap; } /* styles for numeric types */ .report .num, .report .nump { text-align: right; white-space: nowrap; } .report .nump { padding-left: 2em; } .report .nump { padding: 0px 0.4em 0px 2em; } /* styles for text types */ .report .text { text-align: left; white-space: normal; } .report .text .big { margin-bottom: 1em; width: 17em; } .report .text .more { display: none; } .report .text .note { font-style: italic; font-weight: bold; } .report .text .small { width: 10em; } .report sup { font-style: italic; } .report .outerFootnotes { font-size: 1em; } XML 51 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.3 html 125 197 1 false 35 0 false 6 false false R1.htm 100000 - Document - Document and Entity Information Sheet http://www.gaia.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation Document and Entity Information Cover 1 false false R2.htm 100010 - Statement - Condensed Consolidated Balance Sheets Sheet http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedBalanceSheets1 Condensed Consolidated Balance Sheets Statements 2 false false R3.htm 100020 - Statement - Condensed Consolidated Balance Sheets (Parenthetical) Sheet http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedBalanceSheetsParenthetical Condensed Consolidated Balance Sheets (Parenthetical) Statements 3 false false R4.htm 100040 - Statement - Condensed Consolidated Statements of Operations (unaudited) Sheet http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfOperationsUnaudited Condensed Consolidated Statements of Operations (unaudited) Statements 4 false false R5.htm 100050 - Statement - Condensed Consolidated Statements of Changes in Equity (unaudited) Sheet http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfChangesInEquityUnaudited Condensed Consolidated Statements of Changes in Equity (unaudited) Statements 5 false false R6.htm 100060 - 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Disclosure - Equity and Share-Based Compensation Sheet http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureEquityAndShareBasedCompensation Equity and Share-Based Compensation Notes 11 false false R12.htm 995485 - Disclosure - Debt Sheet http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureDebt Debt Notes 12 false false R13.htm 995495 - Disclosure - Leases Sheet http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureLeases Leases Notes 13 false false R14.htm 995505 - Disclosure - Loss Per Share Sheet http://www.gaia.com/20240930/taxonomy/role/DisclosureLossPerShare1 Loss Per Share Notes 14 false false R15.htm 995515 - Disclosure - Income Taxes Sheet http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureIncomeTaxes Income Taxes Notes 15 false false R16.htm 995535 - Disclosure - Contingencies Sheet http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureContingencies Contingencies Notes 16 false false R17.htm 995545 - Disclosure - Segment and Geographic Information Sheet http://www.gaia.com/20240930/taxonomy/role/DisclosureSegmentAndGeographicInformation Segment and Geographic Information Notes 17 false false R18.htm 995555 - 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Additional Information (Details) Sheet http://www.gaia.com/20240930/taxonomy/role/DisclosureIgnitonTransactionAdditionalInformationDetails Igniton Transaction - Additional Information (Details) Details 37 false false R38.htm 995785 - Disclosure - Igniton Transaction - Schedule of Technology License, Net (Details) Sheet http://www.gaia.com/20240930/taxonomy/role/DisclosureIgnitonTransactionScheduleOfTechnologyLicenseNetDetails Igniton Transaction - Schedule of Technology License, Net (Details) Details 38 false false R39.htm 995795 - Disclosure - Igniton Transaction - Schedule of Discloses the

Effects of Changes Companys Ownership (Details) Sheet http://www.gaia.com/20240930/taxonomy/role/DisclosureIgnitonTransactionScheduleOfDisclosesTheEffectsOfChangesCompanysOwnershipDetails Igniton Transaction - Schedule of Discloses the Effects of Changes Companys Ownership (Details) Details 39 false false All Reports Book All Reports gaia-20240930.htm gaia-20240930.xsd http://fasb.org/us-gaap/2024 http://xbrl.sec.gov/dei/2024 http://xbrl.sec.gov/ecd/2024 false false JSON 53 MetaLinks.json IDEA: XBRL DOCUMENT { "version": "2.2", "instance": { "gaia-20240930.htm": { "nsprefix": "gaia", "nsuri": "http://www.gaia.com/20240930", "dts": { "inline": { "local": ["gaia-20240930.htm"] }, "schema": { "local": ["gaia-20240930.xsd"], "remote": ["http://www.xbrl.org/2003/xbrl-instance-2003-12-31.xsd", "http://www.xbrl.org/2003/xbrl-linkbase-2003-12-31.xsd", "http://www.xbrl.org/2003/xl-2003-12-31.xsd", "http://www.xbrl.org/2003/xlink-2003-12-31.xsd", "http://www.xbrl.org/2005/xbrldt-2005.xsd", "http://www.xbrl.org/2006/ref-2006-02-27.xsd", "http://www.xbrl.org/lrr/arcrole/esma-arcrole-2018-11-21.xsd", "http://www.xbrl.org/lrr/role/negated-2009-12-16.xsd", "http://www.xbrl.org/lrr/role/reference-2009-12-16.xsd", "https://www.xbrl.org/2020/extensible-enumerations-2.0.xsd", "https://www.xbrl.org/2023/calculation-1.1.xsd", "https://www.xbrl.org/dtr/type/2020-01-21/types.xsd", "https://www.xbrl.org/dtr/type/2022-03-31/types.xsd", "https://xbrl.fasb.org/srt/2024/elts/srt-2024.xsd", "https://xbrl.fasb.org/srt/2024/elts/srt-roles-2024.xsd", "https://xbrl.fasb.org/srt/2024/elts/srt-types-2024.xsd", "https://xbrl.fasb.org/us-gaap/2024/elts/us-gaap-2024.xsd", "https://xbrl.fasb.org/us-gaap/2024/elts/us-roles-2024.xsd", "https://xbrl.fasb.org/us-gaap/2024/elts/us-types-2024.xsd", "https://xbrl.sec.gov/country/2024/country-2024.xsd", "https://xbrl.sec.gov/dei/2024/dei-2024.xsd", "https://xbrl.sec.gov/ecd/2024/ecd-2024.xsd", "https://xbrl.sec.gov/ecd/2024/ecd-sub-2024.xsd", "https://xbrl.sec.gov/stpr/2024/stpr-2024.xsd"] } }, "keyStandard": 166, "keyCustom": 31, "axisStandard": 19, "axisCustom": 0, "memberStandard": 15, "memberCustom": 20, "hidden": { "total": 6, "http://xbrl.sec.gov/dei/2024": 4, "http://fasb.org/us-gaap/2024": 2 }, "contextCount": 125, "entityCount": 1, "segmentCount": 35, "elementCount": 493, "unitCount": 6, "baseTaxonomies": { "http://fasb.org/us-gaap/2024": 375, "http://xbrl.sec.gov/dei/2024": 30, "http://xbrl.sec.gov/ecd/2024": 4 }, "report": { "R1": { "role": "http://www.gaia.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation", "longName": "100000 - 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Includes only common stock transactions (excludes preferred stock transactions). May be called contributed capital, capital in excess of par, capital surplus, or paid-in capital." } } }, "auth_ref": ["r58"] }, "us-gaap_AdditionalPaidInCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalMember", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfChangesInEquityUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Additional Paid-in Capital", "label": "Additional Paid-in Capital [Member]", "documentation": "Excess of issue price over par or stated value of the entity's capital stock and amounts received from other transactions involving the entity's stock or stockholders." } } }, "auth_ref": ["r502", "r774", "r775", "r776", "r777", "r806", "r858"] }, "gaia_AdditionsToMediaLibrary": { "xbrltype": "monetaryItemType", "nsuri": "http://www.gaia.com/20240930", "localname": "AdditionsToMediaLibrary", "crdr": "credit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfCashFlowsUnaudited"], "lang": { "en-us": { "role": { "negatedLabel": "Additions to media library", "terseLabel": "Additions to media library", "label": "Additions To Media Library", "documentation": "Additions to media library." } } }, "auth_ref": [] }, "ecd_AdjToCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Adjustment to Compensation Amount", "terseLabel": "Adjustment to Compensation, Amount" } } }, "auth_ref": ["r725"] }, "ecd_AdjToCompAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Adjustment to Compensation [Axis]", "terseLabel": "Adjustment to Compensation:" } } }, "auth_ref": ["r725"] }, "ecd_AdjToNonPeoNeoCompFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToNonPeoNeoCompFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Adjustment to Non-PEO NEO Compensation Footnote [Text Block]", "terseLabel": "Adjustment to Non-PEO

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Excludes cash and cash equivalents within disposal group and discontinued operation." } } }, "auth_ref": ["r108", "r461", "r513", "r541", "r650", "r675", "r764"] }, "us-gaap_CashAndCashEquivalentsAtCarryingValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsAtCarryingValue", "crdr": "debit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedBalanceSheets1"], "lang": { "en-us": { "role": { "verboseLabel": "Cash and cash equivalents", "totalLabel": "Cash and Cash Equivalents, at Carrying Value, Total", "terseLabel": "Cash", "label": "Cash and Cash Equivalents, at Carrying Value", "documentation": "Amount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation." } } }, "auth_ref": ["r20", "r121", "r614"] }, "us-gaap_CashAndCashEquivalentsRestrictedCashAndCashEquivalentsPolicy": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsRestrictedCashAndCashEquivalentsPolicy", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureOrganizationNatureOfOperationsAndPrinciplesOfConsolidationPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Restricted Cash", "label": "Cash and Cash Equivalents, Restricted Cash and Cash Equivalents, Policy [Policy Text Block]", "documentation": "Entity's cash and cash equivalents accounting policy with respect to restricted balances. Restrictions may include legally restricted deposits held as compensating balances against short-term borrowing arrangements, contracts entered into with others, or company statements of intention with regard to particular deposits; however, time deposits and short-term certificates of deposit are not generally included in legally restricted deposits." } } }, "auth_ref": ["r21", "r92"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations", "crdr": "debit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfCashFlowsUnaudited"], "lang": { "en-us": { "role": { "periodEndLabel": "Cash and cash equivalents, end of period", "periodStartLabel": "Cash and cash equivalents, beginning of period", "totalLabel": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations, Total", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations", "documentation": "Amount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including, but not limited to, disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r20", "r76", "r146"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "crdr": "debit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfCashFlowsUnaudited"], "lang": { "en-us": { "role": { "totalLabel": "Net change in cash and cash equivalents", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect", "documentation": "Amount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r4", "r76"] }, "ecd_ChangedPeerGroupFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChangedPeerGroupFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Changed Peer Group, Footnote [Text Block]", "terseLabel": "Changed Peer Group, Footnote" } } }, "auth_ref": ["r723"] }, "ecd_ChngInFrValAsOfVstngDtOfPrrYrEqtyAwrdsVstdInCvrdYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChngInFrValAsOfVstngDtOfPrrYrEqtyAwrdsVstdInCvrdYrMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member]", "terseLabel": "Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year" } } }, "auth_ref": ["r720"] }, "ecd_ChngInFrValOfOutsdngAndUnvstdEqtyAwrdsGrntdInPrrYrsMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChngInFrValOfOutsdngAndUnvstdEqtyAwrdsGrntdInPrrYrsMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member]", "terseLabel": "Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested" } } }, "auth_ref": ["r718"] }, "dei_CityAreaCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CityAreaCode", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "City Area Code", "label": "City Area Code", "documentation": "Area code of city" } } }, "auth_ref": [] }, "gaia_CivilMonetaryPenaltyToBePaid": { "xbrltype": "monetaryItemType", "nsuri": "http://www.gaia.com/20240930", "localname": "CivilMonetaryPenaltyToBePaid", "crdr": "credit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/DisclosureContingenciesAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Civil monetary penalty to be paid", "label": "Civil Monetary Penalty to be Paid", "documentation": "Civil monetary penalty to be paid." } } }, "auth_ref": [] }, "gaia_CivilMonetaryPenaltyToBePaidByChiefFinancialOfficer": { "xbrltype": "monetaryItemType", "nsuri": "http://www.gaia.com/20240930", "localname": "CivilMonetaryPenaltyToBePaidByChiefFinancialOfficer", "crdr": "credit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/DisclosureContingenciesAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Civil monetary penalty to be paid by CFO", "label": "Civil Monetary Penalty To Be Paid by Chief Financial Officer", "documentation": "Civil monetary penalty to be paid by chief financial officer." } } }, "auth_ref": [] }, "us-gaap_ClassOfStockDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfStockDomain", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation", "http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedBalanceSheets1", "http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedBalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "terseLabel": "Class of Stock", "label": "Class of Stock [Domain]", "documentation": "Share of stock differentiated by the voting rights the holder receives. Examples include, but are not limited to, common stock, redeemable preferred stock, nonredeemable preferred stock, and convertible stock." } } }, "auth_ref": ["r114", "r128", "r129", "r130", "r148", "r169", "r173", "r176", "r178", "r185", "r186", "r214", "r246", "r248", "r249", "r250", "r253", "r254", "r283", "r284", "r285", "r286", "r287", "r385", "r494", "r495", "r496", "r497", "r502", "r503", "r504", "r505", "r506", "r507", "r508", "r509", "r510", "r511", "r512", "r514", "r533", "r556", "r573", "r593", "r594", "r595", "r596", "r597", "r762", "r770", "r778"] }, "ecd_CoSelectedMeasureAmt": { "xbrltype": "decimalItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CoSelectedMeasureAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Company Selected Measure Amount", "terseLabel": "Company Selected Measure Amount" } } }, "auth_ref": ["r724"] }, "ecd_CoSelectedMeasureName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CoSelectedMeasureName", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Company Selected Measure Name", "terseLabel": "Company Selected Measure Name" } } }, "auth_ref": ["r724"] }, "us-gaap_CollaborativeArrangementDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CollaborativeArrangementDisclosureTextBlock", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/DisclosureIgnitonTransaction"], "lang": { "en-us": { "role": { "label": "Collaborative Arrangement Disclosure [Text Block]", "terseLabel": "Ignition Transaction", "documentation": "The entire disclosure for collaborative arrangements in which the entity is a participant, including a) information about the nature and purpose of such arrangements; b) its rights and obligations thereunder; c) the accounting policy for collaborative arrangements; and d) the income statement classification and amounts attributable to transactions arising from the collaborative arrangement between participants." } } }, "auth_ref": ["r109", "r110", "r113"] }, "us-gaap_CommitmentsAndContingencies": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingencies", "crdr": "credit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedBalanceSheets1"], "lang": { "en-us": { "role": { "terseLabel": "Commitments and Contingencies (Note 8)", "label": "Commitments and Contingencies", "documentation": "Represents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur." } } }, "auth_ref": ["r54", "r96", "r460", "r532"] }, "us-gaap_CommitmentsAndContingenciesDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024",

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"http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedBalanceSheets1",
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Includes, but is not limited to, notes payable, bonds payable, commercial loans, mortgage loans, convertible debt, subordinated debt and other types of debt." } } }, "auth_ref": ["r15", "r95", "r282"] }, "us-gaap_DebtInstrumentCovenantCompliance": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentCovenantCompliance", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail"], "lang": { "en-us": { "role": { "verboseLabel": "Covenant compliance", "label": "Debt Instrument, Covenant Compliance", "documentation": "States whether the entity was in compliance with the debt covenants throughout the reporting period, and describes facts and circumstances of any compliance failure." } } }, "auth_ref": ["r15", "r42"] }, "us-gaap_DebtInstrumentInterestRateStatedPercentage": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentInterestRateStatedPercentage", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail"], "lang": { "en-us": { "role": { "verboseLabel": "Debt instrument, interest rate", "terseLabel": "Interest rate", "label": "Debt Instrument, Interest Rate, Stated Percentage", "documentation": "Contractual interest rate for funds borrowed, under the debt agreement." } } }, "auth_ref": ["r50", "r257"] }, "us-gaap_DebtInstrumentLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentLineItems", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Debt Instrument [Line Items]", "label": "Debt Instrument [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Includes, but is not limited to, method of interest allocation to a discontinued operation." } } }, "auth_ref": ["r11", "r16"] }, "us-gaap_DisposalGroupsIncludingDiscontinuedOperationsNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisposalGroupsIncludingDiscontinuedOperationsNameDomain", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureOrganizationNatureOfOperationsAndPrinciplesOfConsolidationAdditionalInformation"], "lang": { "en-us": { "role": { "terseLabel": "Disposal Group Name", "label": "Disposal Group Name [Domain]", "documentation": "Name of disposal group." } } }, "auth_ref": ["r637", "r638"] }, "dei_DocumentFiscalPeriodFocus": { "xbrltype": "fiscalPeriodItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentFiscalPeriodFocus", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Document Fiscal Period Focus", "label": "Document Fiscal Period Focus", "documentation": "Fiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10-Q or 10-QT statements have value Q1, Q2, and Q3 respectively, with 10-K, 10-KT or other fiscal year statements having FY." } } }, "auth_ref": [] }, "dei_DocumentFiscalYearFocus": { "xbrltype": "gYearItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentFiscalYearFocus", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Document Fiscal Year Focus", "label": "Document Fiscal Year Focus", "documentation": "This is focus fiscal year of the document report in YYYY format. 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other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related
periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member],
Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } } }, "auth_ref":
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"Indicate 'Yes' or 'No' whether registrants (1) have 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 registrants were required to file such reports), and (2) have been subject to
such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the
related disclosure." } } }, "auth_ref": [] }, "dei_EntityDomain": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname":
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document. Any legal structure used to conduct activities or to hold assets. Some examples of such structures are corporations, partnerships,
limited liability companies, grantor trusts, and other trusts. This item does not include business and geographical segments which are included in
the geographical or business segments domains." } } }, "auth_ref": [] }, "dei_EntityEmergingGrowthCompany": { "xbrltype": "booleanItemType",

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"http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfChangesInEquityUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Equity Component", "label": "Equity Component [Domain]", "documentation": "Components of equity are the parts of the total Equity balance including that which is allocated to common, preferred, treasury stock, retained earnings, etc." } } }, "auth_ref": ["r13", "r115", "r135", "r136", "r137", "r151", "r152", "r153", "r155", "r160", "r162", "r164", "r184", "r215", "r216", "r228", "r288", "r351", "r352", "r358", "r359", "r360", "r362", "r365", "r366", "r375", "r376", "r377", "r378", "r379", "r380", "r381", "r386", "r387", "r388", "r389", "r390", "r391", "r394", "r397", "r410", "r473", "r485", "r486", "r487", "r502", "r573"] }, "us-gaap_EquityMethodInvestments": { "xbrltype": "monetaryItemType", "nsuri":
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} } }, "auth_ref": ["r681", "r691", "r701", "r733"] }, "ecd_ExecutiveCategoryAxis": { "xbrltype": "stringItemType", "nsuri":
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"http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel":
"Federal Funds Rate [Member]", "label": "Fed Funds Effective Rate Overnight Index Swap Rate [Member]", "documentation": "Fixed rate on U.S. dollar, constant-notional interest rate swap having its variable-rate leg referenced to Federal Funds effective rate with no additional spread over Federal Funds effective rate on that variable-rate leg." } } }, "auth_ref": ["r805"] }, "gaia_FederalMember": { "xbrltype": "domainItemType",
"nsuri": "http://www.gaia.com/20240930", "localname": "FederalMember", "presentation": [
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"terseLabel": "Federal [Member]", "label": "Federal [Member]", "documentation": "Federal." } } }, "auth_ref": [] }, "us-gaap_FiniteLivedIntangibleAssetsAccumulatedAmortization": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024",
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{ "label": "Finite-Lived Intangible Assets, Accumulated Amortization", "negatedLabel": "Accumulated amortization", "documentation":
"Accumulated amount of amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life." } } },
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"http://www.gaia.com/20240930/taxonomy/role/DisclosureIgnitonTransactionScheduleOfTechnologyLicenseNetDetails"], "lang": { "en-us": { "role": { "label": "Finite-Lived Intangible Assets by Major Class [Axis]", "documentation": "Information by major type or class of finite-lived intangible assets." } } }, "auth_ref": ["r219", "r220", "r221", "r222", "r224", "r225", "r226", "r227", "r421", "r422", "r611"] }, "us-gaap_FiniteLivedIntangibleAssetsGross": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsGross", "crdr": "debit", "presentation": [
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"http://www.gaia.com/20240930/taxonomy/role/DisclosureIgnitonTransactionScheduleOfTechnologyLicenseNetDetails"], "lang": { "en-us": { "role": { "label": "Finite-Lived Intangible Assets, Major Class Name [Domain]", "documentation": "The major class of finite-lived intangible asset (for example, patents, trademarks, copyrights, etc.) A major class is composed of intangible assets that can be grouped together because they are similar, either by their nature or by their use in the operations of a company." } } }, "auth_ref": ["r219", "r220", "r221", "r222", "r224", "r225", "r226", "r227", "r611"] }, "us-gaap_FiniteLivedIntangibleAssetsNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsNet", "crdr": "debit", "presentation": [
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"http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedBalanceSheets1"], "lang": { "en-us": { "role": { "periodStartLabel": "Finite-Lived Intangible Assets, Net, Beginning Balance", "periodEndLabel": "Finite-Lived Intangible Assets, Net, Ending Balance", "label": "Finite-Lived Intangible Assets, Net", "totalLabel": "Technology license, net", "terseLabel": "Technology license, net", "documentation": "Amount after amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life." } } }, "auth_ref": ["r421", "r791"] }, "gaia_FirstInterstateBankMember": { "xbrltype": "domainItemType", "nsuri": "http://www.gaia.com/20240930", "localname": "FirstInterstateBankMember", "presentation": [
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"http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfOperationsUnaudited"], "lang": { "en-us": { "role": { "totalLabel": "General and Administrative Expense, Total", "terseLabel": "Corporate, general and administration", "label": "General and Administrative Expense", "documentation": "The aggregate total of expenses of managing and administering the affairs of an entity, including affiliates of the reporting entity, which are not directly or indirectly associated with the manufacture, sale or creation of a product or product line." } } }, "auth_ref": ["r72", "r558"] }, "us-gaap_GeographicAreasRevenuesFromExternalCustomersAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GeographicAreasRevenuesFromExternalCustomersAbstract", "presentation": [
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Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r407"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearFour": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueYearFour", "crdr": "credit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/DisclosureLeasesScheduleOfFutureMaturityOfLeaseLiabilityDetail"], "lang": { "en-us": { "role": { "terseLabel": "2028", "label": "Lessee, Operating Lease, Liability, to be Paid, Year Four", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r407"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearThree": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueYearThree", "crdr": "credit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/DisclosureLeasesScheduleOfFutureMaturityOfLeaseLiabilityDetail"], "lang": { "en-us": { "role": { "terseLabel": "2027", "label": "Lessee, Operating Lease, Liability, to be Paid, Year Three", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r407"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearTwo": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueYearTwo", "crdr": "credit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/DisclosureLeasesScheduleOfFutureMaturityOfLeaseLiabilityDetail"], "lang": { "en-us": { "role": { "terseLabel": "2026", "label": "Lessee, Operating Lease, Liability, to be Paid, Year Two", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r407"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsRemainderOfFiscalYear": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsRemainderOfFiscalYear", "crdr": "credit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/DisclosureLeasesScheduleOfFutureMaturityOfLeaseLiabilityDetail"], "lang": { "en-us": { "role": { "terseLabel": "2024 (remaining)", "label": "Lessee, Operating Lease, Liability, to be Paid, Remainder of Fiscal Year", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease having initial or remaining lease term in excess of one year to be paid in remainder of current fiscal year." } } }, "auth_ref": ["r814"] }, "us-gaap_LesseeOperatingLeaseLiabilityUndiscountedExcessAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityUndiscountedExcessAmount", "crdr": "credit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/DisclosureLeasesScheduleOfFutureMaturityOfLeaseLiabilityDetail"], "lang": { "en-us": { "role": { "negatedLabel": "Less: Imputed interest", "label": "Lessee, Operating Lease, Liability, Undiscounted Excess Amount", "documentation": "Amount of lessee's undiscounted obligation for lease payments in excess of discounted obligation for lease payments for operating lease." } } }, "auth_ref": ["r407"] }, "us-gaap_LesseeOperatingLeaseOptionToExtend": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseOptionToExtend", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureLeasesAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Operating lease, extending Description", "label": "Lessee, Operating Lease, Option to Extend", "documentation": "Description of terms and conditions of option to extend lessee's operating lease. Includes, but is not limited to, information about option recognized as part of right-of-use asset and lease liability." } } }, "auth_ref": ["r403"] }, "us-gaap_LesseeOperatingLeaseRenewalTerm": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseRenewalTerm", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureLeasesAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Operating lease, Renewal Term", "label": "Lessee, Operating Lease, Renewal Term", "documentation": "Term of lessee's operating lease renewal, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r813"] }, "us-gaap_LesseeOperatingLeasesTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeasesTextBlock", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureLeases"], "lang": { "en-us": { "role": { "terseLabel": "Leases", "label": "Lessee, Operating Leases [Text Block]", "documentation": "The entire disclosure for operating leases of lessee. Includes, but is not limited to, description of operating lease and maturity analysis of operating lease liability." } } }, "auth_ref": ["r396"] }, "us-gaap_LetterOfCreditMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LetterOfCreditMember", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Letters of Credit [Member]", "label": "Letter of Credit [Member]", "documentation": "A document typically issued by a financial institution which acts as a guarantee of payment to a beneficiary, or as the source of payment for a specific transaction (for example, wiring funds to a foreign exporter if and when specified merchandise is accepted pursuant to the terms of the letter of credit)." } } }, "auth_ref": [] }, "us-gaap_Liabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Liabilities", "crdr": 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noncurrent portions of long-term obligations drawn from a line of credit, which is a bank's commitment to make loans up to a specific amount. Examples of items that might be included in the application of this element may consist of letters of credit, standby letters of credit, and revolving credit arrangements, under which borrowings can be made up to a maximum amount as of any point in time conditional on satisfaction of specified terms before, as of and after the date of drawdowns on the line. Includes short-term obligations that would normally be classified as current liabilities but for which (a) postbalance sheet date issuance of a long term obligation to refinance the short term obligation on a long term basis, or (b) the enterprise has entered into a financing agreement that clearly permits the enterprise to refinance the short-term obligation on a long term basis and the following conditions are met (1) the agreement does not expire within 1 year and is not cancelable by the lender except for violation of an

objectively determinable provision, (2) no violation exists at the BS date, and (3) the lender has entered into the financing agreement is expected to be financially capable of honoring the agreement." } } }, "auth_ref": ["r15", "r95", "r825"] }, "us-gaap_LineOfCreditFacilityAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityAxis", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Lender Name", "label": "Lender Name [Axis]", "documentation": "Information by name of lender, which may be a single entity (for example, but not limited to, a bank, pension fund, venture capital firm) or a group of entities that participate in the line of credit." } } }, "auth_ref": ["r46", "r51", "r771", "r798", "r799"] }, "gaia_LineOfCreditFacilityExpiration": { "xbrltype": "gYearMonthItemType", "nsuri": "http://www.gaia.com/20240930", "localname": "LineOfCreditFacilityExpiration", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Line of credit facility, expiration", "label": "Line of Credit Facility, Expiration", "documentation": "Line of credit facility, expiration" } } }, "auth_ref": [] }, "us-gaap_LineOfCreditFacilityExpirationDate1": { "xbrltype": "dateItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityExpirationDate1", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Line of credit facility, expiration", "label": "Line of Credit Facility, Expiration Date", "documentation": "Date the credit facility terminates, in YYYY-MM-DD format." } } }, "auth_ref": ["r46", "r51"] }, "us-gaap_LineOfCreditFacilityLenderDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityLenderDomain", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Line of Credit Facility, Lender", "label": "Line of Credit Facility, Lender [Domain]", "documentation": "Identification of the lender, which may be a single entity (for example, a bank, pension fund, venture capital firm) or a group of entities that participate in the line of credit, including a letter of credit facility." } } }, "auth_ref": ["r46", "r51", "r771", "r798"] }, "us-gaap_LineOfCreditFacilityMaximumBorrowingCapacity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityMaximumBorrowingCapacity", "crdr": "credit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Maximum borrowing capacity under credit facility", "label": "Line of Credit Facility, Maximum Borrowing Capacity", "documentation": "Maximum borrowing capacity under the credit facility without consideration of any current restrictions on the amount that could be borrowed or the amounts currently outstanding under the facility." } } }, "auth_ref": ["r46", "r51"] }, "us-gaap_LinesOfCreditCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LinesOfCreditCurrent", "crdr": "credit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Outstanding amount under credit facility", "label": "Line of Credit, Current", "documentation": "The carrying value as of the balance sheet date of the current portion of long-term obligations drawn from a line of credit, which is a bank's commitment to make loans up to a specific amount. Examples of items that might be included in the application of this element may consist of letters of credit, standby letters of credit, and revolving credit arrangements, under which borrowings can be made up to a maximum amount as of any point in time conditional on satisfaction of specified terms before, as of and after the date of drawdowns on the line. Includes short-term obligations that would normally be classified as current liabilities but for which (a) postbalance sheet date issuance of a long term obligation to refinance the short term obligation on a long term basis, or (b) the enterprise has entered into a financing agreement that clearly permits the enterprise to refinance the short-term obligation on a long term basis and the following conditions are met (1) the agreement does not expire within 1 year and is not cancelable by the lender except for violation of an objectively determinable provision, (2) no violation exists at the BS date, and (3) the lender has entered into the financing agreement is expected to be financially capable of honoring the agreement." } } }, "auth_ref": ["r47", "r94"] }, "gaia_LoanAgreementMember": { "xbrltype": "domainItemType", "nsuri": "http://www.gaia.com/20240930", "localname": "LoanAgreementMember", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Loan Agreement [Member]", "label": "Loan Agreement [Member]", "documentation": "Loan agreement." } } }, "auth_ref": [] }, "dei_LocalPhoneNumber": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "LocalPhoneNumber", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Local Phone Number", "label": "Local Phone Number", "documentation": "Local phone number for entity." } } }, "auth_ref": [] }, "us-gaap_LongTermDebtCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtCurrent", "crdr": "credit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedBalanceSheets1"], "lang": { "en-us": { "role": { "terseLabel": "Long-term debt, current portion", "label": "Long-Term Debt, Current Maturities", "totalLabel": "Long-Term Debt, Current Maturities, Total", "documentation": "Amount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as current. Excludes lease obligation." } } }, "auth_ref": ["r125"] }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInNextTwelveMonths": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalInNextTwelveMonths", "crdr": "credit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureDebtScheduleOfMaturitiesOnLongTermDebtNetDetail"], "lang": { "en-us": { "role": { "terseLabel": "2025", "label": "Long-Term Debt, Maturity, Year One", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r10", "r150", "r273"] }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearThree": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalInYearThree", "crdr": "credit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureDebtScheduleOfMaturitiesOnLongTermDebtNetDetail"], "lang": { "en-us": { "role": { "terseLabel": "2025", "label": "Long-Term Debt, Maturity, Year Three", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r10", "r150", "r273"] }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearTwo": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalInYearTwo", "crdr": "credit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureDebtScheduleOfMaturitiesOnLongTermDebtNetDetail"], "lang": { "en-us": { "role": { "label": "Long-Term Debt, Maturity, Year Two", "terseLabel": "2025", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r10", "r150", "r273"] }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalRemainderOfFiscalYear": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalRemainderOfFiscalYear", "crdr": "credit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureDebtScheduleOfMaturitiesOnLongTermDebtNetDetail"], "lang": { "en-us": { "role": { "terseLabel": "2024 (remaining)", "label": "Long-Term Debt, Maturity, Remainder of Fiscal Year", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in remainder of current fiscal year." } } }, "auth_ref": ["r773"] }, "us-gaap_LongTermDebtNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtNoncurrent", "crdr": "credit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedBalanceSheets1"], "lang": { "en-us": { "role": { "terseLabel": "Long-term debt, net of current portion (Note 4)", "label": "Long-Term Debt, Excluding Current Maturities", "totalLabel": "Long-Term Debt, Excluding Current Maturities, Total", "documentation": "Amount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as noncurrent. Excludes lease obligation." } } }, "auth_ref": ["r127"] }, "us-gaap_LongtermDebtTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongtermDebtTypeAxis", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Long-Term Debt, Type", "label": "Long-Term Debt, Type [Axis]", "documentation": "Information by type of long-term debt." } } }, "auth_ref": ["r15", "r792", "r793", "r794"] }, "us-gaap_LongtermDebtTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongtermDebtTypeDomain", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Long-Term Debt, Type", "label": "Long-Term Debt, Type [Domain]", "documentation": "Type of long-term debt arrangement, such as notes, line of credit, commercial paper, asset-based financing, project financing, letter of credit financing. These are debt arrangements that originally required repayment more than twelve months after issuance or greater than the normal operating cycle of the company, if longer." } } }, "auth_ref": ["r15", "r30", "r792", "r793", "r794"] }, "us-gaap_LossContingencyDisclosures": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LossContingencyDisclosures", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureContingencies"], "lang": { "en-us": { "role": { "terseLabel": "Contingencies", "label": "Contingencies Disclosure [Text Block]", "documentation": "The entire disclosure for loss and gain contingencies. Describes any existing condition, situation, or set of circumstances involving uncertainty as of the balance sheet date (or prior to issuance of the financial statements) as to a probable or reasonably possible loss incurred by an entity that will ultimately be resolved when one or more future events occur or fail to occur, and typically discloses the amount of loss recorded or a range of possible loss, or an assertion that no reasonable estimate can be made." } } }, "auth_ref": ["r234", "r235", "r236", "r238", "r240", "r241", "r242", "r243", "r336"] }, "gaia_MarginMember": { "xbrltype": "domainItemType", "nsuri": "http://www.gaia.com/20240930", "localname": "MarginMember", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail"], "lang": { "en-us": { "role": { "label": "Margin [Member]", "documentation": "Margin." } } }, "auth_ref": [] }, "us-gaap_MaturitiesOfLongTermDebtAbstract": {

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resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed,
or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit." } } }, "auth_ref": ["r142"] },
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and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets." } } }, "auth_ref": ["r142"] }, "us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivitiesAbstract", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfCashFlowsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Cash flows from investing activities:", "label": "Net Cash Provided by (Used in) Investing Activities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInOperatingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInOperatingActivities", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfCashFlowsUnaudited"], "lang": { "en-us": { "role": { "totalLabel": "Net cash provided by operating activities", "label": "Net Cash Provided by (Used in) Operating Activities", "documentation": "Amount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities." } } }, "auth_ref": ["r76", "r77", "r78"] }, "us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInOperatingActivitiesAbstract", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfCashFlowsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Cash flows from operating activities:", "label": "Net Cash Provided by (Used in) Operating Activities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_NetIncomeLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetIncomeLoss", "crdr": "credit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfChangesInEquityUnaudited", "http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfOperationsUnaudited", "http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Net Income (Loss)", "terseLabel": "Net Income (Loss)", "totalLabel": "Net loss", "documentation": "The portion of profit or loss for the period, net of income taxes, which is attributable to the parent." } } }, "auth_ref": ["r71", "r78", "r102", "r118", "r133", "r134", "r137", "r148", "r154", "r156", "r157", "r158", "r159", "r160", "r163", "r164", "r174", "r214", "r246", "r247", "r248", "r249", "r250", "r251", "r252", "r253", "r254", "r361", "r366", "r383", "r385", "r472", "r555", "r571", "r572", "r673", "r800"] }, "us-gaap_NetIncomeLossAttributableToNoncontrollingInterest": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetIncomeLossAttributableToNoncontrollingInterest", "crdr": "debit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/DisclosureIgnitonTransactionScheduleOfDisclosesTheEffectsOfChangesCompanysOwnershipDetails", "http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfOperationsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Net (loss) income attributable to noncontrolling interests", "label": "Net Income (Loss) Attributable to Noncontrolling Interest", "verboseLabel": "Change from net income attributable to Gaia, Inc. shareholders and transfers from Noncontrolling Interest", "totalLabel": "Net transfers from non-controlling interest", "documentation": "Amount of Net Income (Loss) attributable to noncontrolling interest." } } }, "auth_ref": ["r40", "r90", "r133", "r134", "r160", "r163", "r164", "r471", "r767"] }, "us-gaap_NetIncomeLossAvailableToCommonStockholdersBasic": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetIncomeLossAvailableToCommonStockholdersBasic", "crdr": "credit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/DisclosureIgnitonTransactionScheduleOfDisclosesTheEffectsOfChangesCompanysOwnershipDetails", "http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfOperationsUnaudited"], "lang": { "en-us": { "role": { "totalLabel": "Net loss attributable to common shareholders", "label": "Net Income (Loss) Available to Common Stockholders, Basic", "terseLabel": "Net income attributable to Gaia, Inc. shareholders", "documentation": "Amount, after deduction of tax, noncontrolling interests, dividends on preferred stock and participating securities; of income (loss) available to common shareholders." } } }, "auth_ref": ["r139", "r156", "r157", "r158", "r159", "r166", "r167", "r175", "r178", "r366"] }, "us-gaap_NewAccountingPronouncementsPolicyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NewAccountingPronouncementsPolicyPolicyTextBlock", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureOrganizationNatureOfOperationsAndPrinciplesOfConsolidationPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Recently Issued Accounting Pronouncements Not Yet Adopted", "label": "New Accounting Pronouncements, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. 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A noncontrolling interest is sometimes called a minority interest." } } }, "auth_ref": ["r37", "r288", "r774", "r775", "r776", "r777", "r858"] }, "gaia_NumberOfChannels": { "xbrltype": "integerItemType", "nsuri": "http://www.gaia.com/20240930", "localname": "NumberOfChannels", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureOrganizationNatureOfOperationsAndPrinciplesOfConsolidationAdditionalInformation"], "lang": { "en-us": { "role": { "terseLabel": "Number of channels", "label": "Number Of Channels", "documentation": "Number of channels." } } }, "auth_ref": [] }, "gaia_NumberOfDaysConsideredForCalculationOfAggregateOutstandingAmount": { "xbrltype": "durationItemType", "nsuri": "http://www.gaia.com/20240930", "localname": "NumberOfDaysConsideredForCalculationOfAggregateOutstandingAmount", "presentation": [

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Includes selling, general and administrative expense." } } }, "auth_ref": [] }, "us-gaap_OperatingExpensesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingExpensesAbstract", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfOperationsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Operating Expenses:", "label": "Operating Expenses [Abstract]" } } }, "auth_ref": [] }, "us-gaap_OperatingIncomeLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingIncomeLoss", "crdr": "credit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfOperationsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Loss from operations", "totalLabel": "Loss from operations", "label": "Operating Income (Loss)", "documentation": "The net result for the period of deducting operating expenses from operating revenues." } } }, "auth_ref": ["r105", "r617", "r780", "r781", "r782", "r783", "r784"] }, "us-gaap_OperatingLeaseExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseExpense", "crdr": "debit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureLeasesAdditionalInformationDetail"], "lang": { "en-us": { "role": { "verboseLabel": "Operating lease expense", "label": "Operating Lease, Expense", "documentation": "Amount of operating lease expense. Excludes sublease income." } } }, "auth_ref": ["r812"] }, "us-gaap_OperatingLeaseLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseLiability", "crdr": "credit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/DisclosureLeasesScheduleOfFutureMaturityOfLeaseLiabilityDetail", "http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureLeasesAdditionalInformationDetail", "http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureLeasesScheduleOfRightOfUseAssetAndRelatedLeaseLiabilityDetail"], "lang": { "en-us": { "role": { "totalLabel": "Operating Lease, Liability", "terseLabel": "Operating lease liability", "label": "Operating Lease, Liability", "documentation": "Present value of lessee's discounted obligation for lease payments from operating lease." } } }, "auth_ref": ["r399"] }, "us-gaap_OperatingLeaseLiabilityCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": 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"r372", "r383", "r385", "r455", "r470", "r501", "r555", "r571", "r572", "r641", "r642", "r674", "r767", "r800"] }, "us-gaap_PropertyPlantAndEquipmentNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentNet", "crdr": "debit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedBalanceSheets1"], "lang": { "en-us": { "role": { "terseLabel": "Property and equipment, net", "label": "Property, Plant and Equipment, Net", "totalLabel": "Property, Plant and Equipment, Net, Total", "documentation": "Amount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures." } } }, "auth_ref": ["r9", "r408", "r456", "r467", "r650"] }, "gaia_PurchasePerpetualLicense": { "xbrltype": "monetaryItemType", "nsuri": "http://www.gaia.com/20240930", "localname": "PurchasePerpetualLicense", "crdr": "debit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/DisclosureIgnitonTransactionAdditionalInformationDetails"], "lang": { "en-us": { "role": { "documentation": "Purchase perpetual license.", "label": "Purchase Perpetual License", "terseLabel": "Purchase perpetual license" } } }, "auth_ref": [] }, "ecd_PvpTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PvpTable", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Pay vs Performance Disclosure [Table]", "terseLabel": "Pay vs Performance Disclosure" } } }, "auth_ref": ["r713"] }, "ecd_PvpTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PvpTableTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Pay vs Performance [Table Text Block]", "terseLabel": "Pay vs Performance Disclosure, Table" } } }, "auth_ref": ["r713"] }, "srt_RangeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeAxis", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail", "http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureOrganizationNatureOfOperationsAndPrinciplesOfConsolidationAdditionalInformation"], "lang": { "en-us": { "role": { "terseLabel": "Statistical Measurement", "label": "Statistical Measurement [Axis]" } } }, "auth_ref": ["r237", "r239", "r240", "r241", "r303", "r305", "r330", "r331", "r332", "r336", "r384", "r416", "r417", "r418", "r483", "r484", "r490", "r523", "r524", "r578", "r580", "r582", "r583", "r587", "r609", "r610", "r626", "r634", "r639", "r644", "r645", "r646", "r647", "r660", "r667", "r795", "r802", "r807", "r819", "r820", "r821", "r822", "r823"] }, "srt_RangeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeMember", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail", "http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureOrganizationNatureOfOperationsAndPrinciplesOfConsolidationAdditionalInformation"], "lang": { "en-us": { "role": { "terseLabel": "Statistical Measurement", "label": "Statistical Measurement [Domain]" } } }, "auth_ref": ["r237", "r239", "r240", "r241", "r303", "r305", "r330", "r331", "r332", "r336", "r384", "r416", "r417", "r418", "r483", "r484", "r490", "r523", "r524", "r578", "r580", "r582", "r583", "r587", "r609", "r610", "r626", "r634", "r639", "r644", "r645", "r646", "r647", "r660", "r667", "r795", "r802", "r807", "r819", "r820", "r821", "r822", "r823"] }, "gaia_RealEstateInvestmentAndOtherNoncurrentAssetsNet": { "xbrltype": "monetaryItemType", "nsuri": "http://www.gaia.com/20240930", "localname": "RealEstateInvestmentAndOtherNoncurrentAssetsNet", "crdr": "debit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedBalanceSheets1"], "lang": { "en-us": { "role": { "terseLabel": "Real estate, investment and other assets, net", "label": "Real Estate Investment And Other Noncurrent Assets Net", "documentation": "Real estate investment and other noncurrent assets net." } } }, "auth_ref": [] }, "ecd_RecoveryOfErrCompDisclosureLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RecoveryOfErrCompDisclosureLineItems", "lang": { "en-us": { "role": { "label": "Recovery of Erroneously Awarded Compensation Disclosure [Line Items]", "terseLabel": "Recovery of Erroneously Awarded Compensation Disclosure" } } }, "auth_ref": ["r681", "r691", "r701", "r733"] }, "us-gaap_RelatedPartyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyDomain", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/DisclosureIgnitonTransactionAdditionalInformationDetails",

"http://www.gaia.com/20240930/taxonomy/role/DisclosureIgnitonTransactionScheduleOfDisclosesTheEffectsOfChangesCompanysOwnershipDetails"], "lang": { "en-us": { "role": { "label": "Related and Nonrelated Parties [Domain]", "documentation": "Related and nonrelated parties. Related party includes, but is not limited to, affiliate, other entity for which investment is accounted for under equity method, trust for benefit of employee, principal owner, management, and member of immediate family, and other party that may be prevented from pursuing separate interests because of control, significant influence, or ownership interest." } } }, "auth_ref": ["r212", "r304", "r411", "r412", "r459", "r466", "r526", "r527", "r528", "r529", "r530", "r552", "r554", "r576"] }, "us-gaap_RelatedPartyTransactionsByRelatedPartyAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionsByRelatedPartyAxis", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/DisclosureIgnitonTransactionAdditionalInformationDetails", "http://www.gaia.com/20240930/taxonomy/role/DisclosureIgnitonTransactionScheduleOfDisclosesTheEffectsOfChangesCompanysOwnershipDetails"], "lang": { "en-us": { "role": { "label": "Related and Nonrelated Parties [Axis]", "documentation": "Information by related and nonrelated parties. Related party includes, but is not limited to, affiliate, other entity for which investment is accounted for under equity method, trust for benefit of employee, principal owner, management, and member of immediate family, and other party that may be prevented from pursuing separate interests because of control, significant influence, or ownership interest." } } }, "auth_ref": ["r212", "r304", "r411", "r412", "r459", "r466", "r526", "r527", "r528", "r529", "r530", "r552", "r554", "r576", "r815"] }, "us-gaap_RepaymentsOfLongTermDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RepaymentsOfLongTermDebt", "crdr": "credit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfCashFlowsUnaudited"], "lang": { "en-us": { "role": { "negatedLabel": "Repayment of long-term debt", "terseLabel": "Repayment of long-term debt", "label": "Repayments of Long-Term Debt", "totalLabel": "Repayments of Long-Term Debt, Total", "documentation": "The cash outflow for debt initially having maturity due after one year or beyond the normal operating cycle, if longer." } } }, "auth_ref": ["r75", "r497"] }, "gaia_RequiredAggregateOutstandingAmountForPeriodOfThirtyConsecutiveDays": { "xbrltype": "monetaryItemType", "nsuri": "http://www.gaia.com/20240930", "localname": "RequiredAggregateOutstandingAmountForPeriodOfThirtyConsecutiveDays", "crdr": "credit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Required aggregate outstanding amount for period of 30 consecutive days", "label": "Required Aggregate Outstanding Amount for Period of Thirty Consecutive Days", "documentation": "Required aggregate outstanding amount for period of thirty consecutive days." } } }, "auth_ref": [] }, "ecd_RestatementDateAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDateAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Restatement Determination Date [Axis]", "terseLabel": "Restatement Determination Date:" } } }, "auth_ref": ["r682", "r692", "r702", "r734"] }, "ecd_RestatementDeterminationDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDeterminationDate", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Restatement Determination Date", "terseLabel": "Restatement Determination Date" } } }, "auth_ref": ["r683", "r693", "r703", "r735"] }, "ecd_RestatementDoesNotRequireRecoveryTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDoesNotRequireRecoveryTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Restatement Does Not Require Recovery [Text Block]", "terseLabel": "Restatement does not require Recovery" } } }, "auth_ref": ["r690", "r700", "r710", "r742"] }, "us-gaap_RestrictedCashCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCashCurrent", "crdr": "debit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedBalanceSheets1"], "lang": { "en-us": { "role": { "negatedLabel": "Restricted cash", "terseLabel": "Restricted cash", "label": "Restricted Cash, Current", "documentation": "Amount of cash restricted as to withdrawal or usage, classified as current. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits." } } }, "auth_ref": ["r764", "r769"] }, "us-gaap_RetainedEarningsAccumulatedDeficit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsAccumulatedDeficit", "crdr": "credit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedBalanceSheets1"], "lang": { "en-us": { "role": { "totalLabel": "Retained Earnings (Accumulated Deficit), Total", "terseLabel": "Accumulated deficit", "label": "Retained Earnings (Accumulated Deficit)", "documentation": "Amount of accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r59", "r86", "r463", "r488", "r489", "r498", "r534", "r650"] }, "us-gaap_RetainedEarningsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsMember", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfChangesInEquityUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated Deficit", "label": "Retained Earnings [Member]", "documentation": "Accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r115", "r151", "r152", "r153", "r155", "r160", "r162", "r164", "r215", "r216", "r228", "r351", "r352", "r358", "r359", "r360", "r362", "r365", "r366", "r375", "r377", "r378", "r380", "r381", "r394", "r397", "r485", "r487", "r502", "r858"] }, "us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerExcludingAssessedTax", "crdr": "credit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/DisclosureSegmentAndGeographicInformationGeographicalDataForOperationsDetails", "http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfOperationsUnaudited"], "lang": { "en-us": { "role": { "verboseLabel": "Business combination net operating revenue", "terseLabel": "Revenues, net", "label": "Revenue from Contract with Customer, Excluding Assessed Tax", "documentation": "Amount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise." } } }, "auth_ref": ["r103", "r104", "r183", "r192", "r193", "r200", "r204", "r207", "r209", "r211", "r299", "r300", "r420"] }, "us-gaap_RevenueFromContractWithCustomerTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerTextBlock", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureRevenueRecognition"], "lang": { "en-us": { "role": { "terseLabel": "Revenue Recognition", "label": "Revenue from Contract with Customer [Text Block]", "documentation": "The entire disclosure of revenue from contract with customer to transfer good or service and to transfer nonfinancial asset. Includes, but is not limited to, disaggregation of revenue, credit loss recognized from contract with customer, judgment and change in judgment related to contract with customer, and asset recognized from cost incurred to obtain or fulfill contract with customer. Excludes insurance and lease contracts." } } }, "auth_ref": ["r112", "r291", "r292", "r293", "r294", "r295", "r296", "r297", "r298", "r302"] }, "us-gaap_RevenueFromExternalCustomersByGeographicAreasTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromExternalCustomersByGeographicAreasTableTextBlock", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/DisclosureSegmentAndGeographicInformationTables"], "lang": { "en-us": { "role": { "terseLabel": "Geographical Data for Operations", "label": "Revenue from External Customers by Geographic Areas [Table Text Block]", "documentation": "Tabular disclosure of revenue from external customers by geographic areas attributed to the entity's country of domicile and to foreign countries from which the entity derives revenue." } } }, "auth_ref": ["r79"] }, "us-gaap_RevenueRecognitionAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRecognitionAbstract", "lang": { "en-us": { "role": { "label": "Revenue Recognition [Abstract]" } } }, "auth_ref": [] }, "us-gaap_RevenuesFromExternalCustomersAndLongLivedAssetsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenuesFromExternalCustomersAndLongLivedAssetsLineItems", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/DisclosureSegmentAndGeographicInformationGeographicalDataForOperationsDetails"], "lang": { "en-us": { "role": { "label": "Revenues from External Customers and Long-Lived Assets [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "us-gaap_RevolvingCreditFacilityMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevolvingCreditFacilityMember", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail"], "lang": { "en-us": { "role": { "terseLabel": "Revolving Credit Facility [Member]", "label": "Revolving Note [Member]", "documentation": "Arrangement in which loan proceeds can continuously be obtained following repayments, but the total amount borrowed cannot exceed a specified maximum amount." } } }, "auth_ref": [] }, "ecd_Rule10b51ArrAdoptedFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrAdoptedFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Rule 10b5-1 Arrangement Adopted [Flag]", "terseLabel": "Rule 10b5-1 Arrangement Adopted" } } }, "auth_ref": ["r751"] }, "ecd_Rule10b51ArrTrmntdFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrTrmntdFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Rule 10b5-1 Arrangement Terminated [Flag]", "terseLabel": "Rule 10b5-1 Arrangement Terminated" } } }, "auth_ref": ["r751"] }, "us-gaap_SaleOfStockConsiderationReceivedPerTransaction": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SaleOfStockConsiderationReceivedPerTransaction", "crdr": "debit", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/DisclosureIgnitonTransactionAdditionalInformationDetails", "http://www.gaia.com/20240930/taxonomy/role/DisclosureSubsequentEventsAdditionalInformationDetail", "http://www.gaia.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail"], "lang": { "en-us": { "role": { "verboseLabel": "Equity financing raised by subsidiary", "terseLabel": "Undivided interest sold consideration received", "label": "Equity financing raised", "documentation": "Amount of consideration received by subsidiary or equity investee in exchange for shares of stock issued or sold. Includes amount of cash received, fair value of noncash assets received, and fair value of liabilities assumed by the investor." } } }, "auth_ref": [] }, "us-gaap_SaleOfStockPercentageOfOwnershipAfterTransaction": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":

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contingent stock agreements) that could potentially dilute basic earnings per share (EPS) in the future that were not included in the computation
of diluted EPS because to do so would increase EPS amounts or decrease loss per share amounts for the period presented, by antidilutive
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and diluted per-share computations for income from continuing operations." } } }, "auth_ref": ["r779"] }, "us-
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Lived Intangible Assets [Table Text Block]", "terseLabel": "Schedule of Technology License, Net", "documentation": "Tabular disclosure of assets,
excluding financial assets and goodwill, lacking physical substance with a finite life, by either major class or business segment." } } }, "auth_ref": [
"r628", "r790"] }, "us-gaap_ScheduleOfMaturitiesOfLongTermDebtTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-
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and sinking fund requirement for long-term debt." } } }, "auth_ref": ["r10"] }, "us-gaap_ScheduleOfOtherOwnershipInterestsTextBlock": {
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internal and external, of all operating segments b) the absolute amount of its reported profit or loss is 10 percent or more of the greater, in
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Includes, but is not limited to, disclosure of policy and terms of share-based payment arrangement, deferred compensation arrangement, and employee stock purchase plan (ESPP)." } } }, "auth_ref": ["r83", "r88"] }, "us-gaap_SharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SharesOutstanding", "presentation": ["http://www.gaia.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfChangesInEquityUnaudited"], "lang": { "en-us": { "role": { "periodStartLabel": "Beginning balance (in shares)", "periodEndLabel": "Ending balance (in shares)", "label": "Shares, Outstanding", "documentation": "Number of shares issued which are neither cancelled nor held in the treasury." } } }, "auth_ref": [] }, "gaia_ShortTermMortgageAndLeaseLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://www.gaia.com/20240930", "localname": "ShortTermMortgageAndLeaseLiability", "crdr": "credit", "presentation": 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&D[)1&%(\GGK-"'N:!M/R M@3R7Z53:LMR$S8!;9G%A6V989OX=O&A7V6R=_$QE_W]O?ZQ7[[U\] MFK&_]%!WGIS9G@B0G[\YM7Y,%.QL,YQ?)0 ?H-
KO!YR2WDRKN5O'$@AL5+U*X?O:S_'X8P&C^]J]E54Y/[-R= MWS^["*X*YXM3ORZ'F!:RMF:3G*9MO;CA'GK_6VY_S<\OQJ/+$SF:RGO-(]?2
M\ANL$G*C:/^^6_]$^8-KN.+RH+[&T3C7$\ZN L9;=9+:1>&[8;N1^T 4)TA@ M3!$'@Q@YF5.8#7P>+#;)A&8TYOX
G/*3F5]>IRR]FM94OAJ&)A3HC9[&AQ6K MPYM>_.[#Q[W7'Q9$%M@MM(XM?HA;=T:C5D[M>HYG-EDLK43*$9I;GAO@>/ - M%0V)!(F#T0TY@Y_LZ?
XLE][77-^89W@3731'A! FZ!W\O7.2_0 %]9.!H&Z= M\7>C15=C63$<%4J46Q]2/]_?^;ASL%/,FE&.-H:'+\)Q\7ZX?BH,/GS_]6_';A_O7K_Y6'S\L/>Z_!
(DL%02[R(*-Q-G'=* ^^@E_C#X-O[4DY^K=A_[!_^Q_^[=FS5@N!5M M+K$0F1+8(N\U<(*A&#F5VUOK$(AA+MBF/.@9$]3VYH?
1GZ/A5[#)&DYO7WH_ M;]5>=B/RQ/;+^)I]'4/>/@8K-%8 MW1CAW_Q,@.>KD4=I"&&!6H2)I8A;S)"F@2%BJ"+:JVB=?Z@\9G6\-XJV/1+(
M,&L_#O^T(@A.*F"N:41 >(!@I0("[4L1#BD(%IQ66#R4Y.^&X.K_>30&F-ITMR6<]=?L)4$[+:-Z_FR-:VU,'9,2C9Y]6M&X/=
M6MZXEN]G28(U8\9Y7QNP)N I\,EWDZ-#ET?;*LAK=U/$ 6N-93[O5.)<@$@Q M,I8+%&5()OC(&7,/=3_GW48)=?.F?"O+F\I(6.P5T^[I1=T^_=%B"
[5,WJ%J MIJ60T@9V%,!U,9^9(G$.2.<0@6,\(>(C<3A*E=B#V^S,T'X*]BODQ9S9?H^, MIHX9+C.#8 M7#:JL3\(.4$F%NZL\$?1_[V 4?X=C(Y8Y[?
E",;WLH7=XCGYJ3BR59'*?@R% M[??AVUP3GV,B_YB4.2(R'A8NSBZ AYX'15A.(YO53\]B(PLAE?-.?GM^G+_. M]=-%@&_!O,R7PI1]K(U-0HNZ,4E5/(<'
L<5U00,I.IHF*LGYG7&XR,[OC3Z MXIN].,P\QNG-LTG\5#<5?$ZG5CMZ4.K8%<3!TF3=(\S6Q[MOIJ,1C"7:<.%K'3&=GRE+4HM/W6)><:=W_:\'\7
8B_[,S_O7WL5+#G@^ZA,=^WA]10K_ M4W._QVY(TSZE6^LB4$/'Y3CW_XU]4$>CX2!;K_VS(H(E>U;4IQWD_O=?8_': MCNVTS/Z22O[^C,5-
BX\3N))CD97NQW@XZ4^S90_0I^)Y#F>JEY31G=D%XZ.R MKE,\R76*JU;/T_&>J]U8_;3SP(X.*^AS\7"E:H-FBN"0#^S)AZU+L-M!S2)0
MC]X+&Q1J:FBK',NR4PRT[&=4ETOW.R4:J=4.Z7Z4*4*>LP6?9A&+*SWH%3S M%GJH]N8EZRP^)P M-/PV/II_O0,^<*S'%F+*9P?
G$VRRILTY+!2_O&F$]=?DY?RR6R^X>7SS"[/G M.[OXAK'.KRP'4Z.!4(?HW)5?]-\?L]_#4U?3K&E5/J4[4BZ1O:%V&%^BGE_N M\"5N8SOBUC'^8.<+
[ZC[[7T]H(*UJ6W%)='SQB3XZ^&CL2K')Y[VXMONUQAS MS2=^TS3W.DK_@-(MP8I'.HG@!QM$- 3I]5(62$1SPG41L,/'+V(R3"A%6NN M1=[H%?
#CX7!T=LW^4'U1S:E^=M$R6T4W^P77F&M+;BUNJ*3(C%;C?]/V=U'Q5^6[[YUG4UN5><\TF,LX=%.=,/ MHHHFYONW:(&B9KMM4K+
<2P2P>#.N=P$DUC43"+*RJLWL@1UXX-L<>A*DYR+X-P4^T4>VY_ MNC:H^.!^[M?'VN_K379!]5N"ZM51[/?G'%D\!SZK0]O3/K<_#AS_],194__U
MYN#)6>QI-O7>7]\I8Y7SON]V^@]-.>F#M%HSA"48<)P8CPQ+8,]Y&D4BFI*F M&D0=9/:^SH*;AO-
AM/UJV4S]I=GG+H[0E@)7QIAI]7=&G.K(CN#^X611UB5BLM^3\M#:BRK41O=S!>W9'/Q_(/0:UEE,K?+T?
ME(_/NUSUN\G6UYKN@G&]H\02VUD[2]QTIW<]87?660G$NG2SO/GHIQ^6.-W3
M*7S"15F]Q[OQ%/^P@/)V7'SPXV%]8BCI%1>.MEQ)>^0[A0BO@?"UH,5]R@B+ MY_\'0!UC4@"(%U]M?
Q+;UT#X:6).,PF\&Q<\6F597M,FF6)FL+^M[2/@BEG: M*Z,:G@UVNLB=%'7=3I-99',[316$T=%$TM2U.;? BX*R:#0QF_"_/]M^_O6CC
M@R6)PK#&H7S)LU^)[F$I>X;3N>D]G^>*VZ]O,;[\UN%+AR^WX0O1+KB0!$I) MY[-.\LD/^:Q@EU@043+#TY7-'4\9]=H0))U1B
<.]P3CD..1"4XAW.WMWO R[51_TO5S>?'Y39 _8O=R^@.S>W+PG "8WB@F[IT5.M:/S64 M7Z<>?5Z-PX@&PQ#G]\"X\M>S8?
U/'1TYW47L9>K'4Q3*T31"G;W*R?'@92BK M$_!@=_.W5PO'13D=V?D&<_[@OR?5N$QG\Q?6MZ(X""]/AM,P^^XHYO*;KW'1 M33Q?V].GV%I]-/+_)6?
_8SD^KH7#_.1EP.LK&/0+)&,]__XA>PD-./:\I. M-:5-@$2[MO_-GE4S'WN1R!?;!602+9#]"ODZ*ITLT&?=^DHNO0;G!RTND=8N M-
Z1M[]L/'_\H"$9_W=XEV'__^LU_MCNDVZRN7-.8KMH12QP?J,T.6:I"X?9R MB ;/'5R8,ZQ#IM8OS^BS9<)[C;.I+8Y&V!^_5$ *:IM[2Q],M_>+YN6J;]O)['?
WL MBNFF/]MB-73GA(=.#75JJ%-#G1IJP=QN4T,+3LWP)%=YKUP3+;@WH((^U"^M MF_8LJIYY1]@QC#[6BFA0#N*\,=ZTNN8:
[94OW'(E)3HEU2FI3DEU2FHSE=2T MUNV1E=2K^J55KK]{\X]).3Z[5E=U&NIN2RX[#=5IJ$Y#=1IJ0S64K8Z^I,?6 M4/#2XFU_^.UZ-
ZI337=;:]6IIDXU=:JI4TWKJ)H&PW&LOHR'7\K,A^7QEQMT M57-P^3Z_,3>?V9^^L;A!5UV7V[#%6D9W6J;3,IV6V6@MTWC:'%VGM#GZ!6ZS

MAS./*)25GU15.1Q\@4_[9U59->D@_7'^JO.F,Z_/WUA[-7NSMV9/Z;LNRLIJ MVIPM7_,Q5I/^Y3VI+592A'9:JM-2G9;JM-
1]M!1;)RW%OOPC=\LQW4Q:OZC M/_\]JZS^L)HTAZ=_77A5K7#^^OUUM,[*K\NMU?;<<#*>G<)VO[4WHVY@5B#!N^[_.BII3M]=
(?!G:G;F;J=2KF@4N2. MZ'3*C3IE;TV42M8FQ'X9E=7?OR3KAZ,&]4B.O!=OK1_#4SL5TJF03H5T*J3S
M2C8L66G1*Z%?)H/I47QQE"LZ;#]67X;I2_S'I&P.3S\OO*,XR._(&4>SJL*# MZ">C5-$WAZ:O9V\H/I_D,V#J-RSHGD[/='JFTS.=GNGTS!WUC%A#/2.^
M#/,!Y*O9%?]0GVV^__W1G4KI5$]G4CJ5TJF4.ZH4N28JI=8E\DL\/2I=V60; MXS>S)VZSYC"=YN@T1Z-FBQD.]G]_O_?
I\\V[R:WSY+;B#&%";UNRFRGTL&,['T:QBUT?NA.%VR]2 M]SI1^ &'R4XG61\.W^P1E5<\XP96Z<+QEO/%:L&X?GS2YF.<";Q QG(U)]RM
M8MUFM0[_ZT(GN1;1]9H#^UHTNN()..SA$Z\?&:(?3ILQ[4Y #8RR7FEB2<[I M]*#>A6U?SH>MT=]B<62_Q@*>"8@/:S&(<5HKO ML +W^/XD]Q\^BJ-
8#HJ3R:C*C5%R$\G>?CZG*RW)O3Z=$ 0+WCXW+:^^MY5@ 4OSQX\ZK^C;S\::?XVU'9CX4'Y]#" M !8TU_28F>$X%F&A'IFO'$Q@8O.5N':JYZN6K_?
Q:$^@.U; M.3ZJ_YX,QF"EP&7PX/(D3_LP#N*H?A=\G_LSU_=>G3DLQ]XQ++VWYS/\?6_O MS_D4IT1S,0X62#,<%&IZ4 _BZ5U__G;'N
MPU"96S,=8=E@&-FXGWX^B#Y6E1V=Y3$!*2KXM$BV'/7/>L7L>A@W?N6I[JKN5+=2K?F;?J SD:S?KW/7#T-3]G=ITS4%F+?@!AJSLU
MS:!H_K9:+H[M&0A*$4\S$V5&A2'8(DV Q#L-. M\>DHW]1[KCVT\/EH>%RS\26,N@V MR%6_JO9;-+C+<81ZJ^D2 F:FF$+<#&WRN#+X
.ODRQ%HI^$$M$QY&L/+Z5L(MQCOX+_;8')]>U+%W2H[4,!'6?X:UF5KNR#_;H[O_^;;=_I MZZ3<,8;]91$99W.<0N.+&^XC.Y(N<=<2M]
=K1G^_M\RS]CV^?T@?T #_SOK M_WXX B\\H)DTI?J_5>057*,UKD%FW9!BNMY8>N)$@Z8FM^H=D?UJ.-7^PB%/*8;8MN'4[/[5!
MCIODL!S&7AW;M&&U.MW>REL%Z"^,&3VUK?8B%$[:WWH7HF'PC MIKF94[NMA.RJ&O.@R)-O5(W!XMQ1X!O;FEP]!.X='+SY=-D.ZU-E=U:J;VG
MJ#S=_,EN(0<_8:UDZZJGUV*Z]]=]*W#ALNYK9SN.&[-#)J-13A6V517'U6Z' M#ULC,%N&#QT7;RE9-
VJZRWMX=U1H]3QRNNU@O'OCD2&W:+W%S+C\C,5GXLMY M>6W4B;E,HR[JR+_D*I&OMG^I#NY:!KS+8FT&V%SSR,&P7=.]R WS?/_-$C3 M=B#-
QC_Y_(4R#AX.[+3FI&D^+G%Q?G^^LZLWMS M@MPA5X=(Y4"19PS MCZR4&$EJ7>)8:"_I4R*7ZBDIMQRYEH_U=%;PG45J;UJS7Q6CZ"/PM.O'3HML
MM%AURF-1>;"$B;=&H(=F+">:U $'. C<4Z"L#(ZTH39.Y>SC^=B]CZ.9V'9 MAG2&Z&'66;L=3FTW*3<4IZ+UV&/&D$Y@IG(A *=BC$AK>
(&+,0G>B)'["#C% M>X20+<>I+L+["+;M],"6[X9M%]G=;*'J-,:BQB#6F*B\1=IIL%*QI,@ [B-' M/.B,9&SBC01T:RG[KBZJAK0$[3'&MEQ+=-
BT[:3<4&P"2\9%8PEB,3K$ \U> MMXG()!H,0).E7C5AS:X,FXCI+-@N.KMR"_;/W&VU#'43QD$UZV9:'W%8^ LI M?
9WV6%;8EBW1;YDX+DGL>Q7+;I(&BI%RZH)%3/.(N*<6.24(PEXG1QEG-OHF MK..9!+^9"O#>(-0]::\6VF;#*K0GN5J=4EJ^"\-
F2$H'BQTL;CXL"LH]MRPB M17,NA<<$61HIBCI93P6.*EW9#EO&.'],6,1DA;MB&P.+CQJ1OOFHPWL8]/5# MULVB_S0,$6,^VA2"T5$WDG"Q M EU">
(]IO.6!GPZ9MIV4&XI,09JH,&"+C-XA3HA$VL./@(GWBK-@;2-!Z94@ MD^QAO>W;92L/22]CL;;?)/TCAM(6_=*-[.BL5PSBN(/]C9:3#O8OE(]H1W0T
M=3X=-0@G#CF5,$J,6*R=#2*EAQBDA[:TN[6,O9N*V/O8%.HSW3-BV\M$.F#: M=E)N*#
13SAU0B%FLVU)L4$::YQS)@A6)DBP^!YBCZX0F#CN$;KMM0@KCZBV M&^T>DKC[_?S+O%QHF-"DBM-
H:6>@;K[D='I@40]814@,SB"1FS+P@!/27"LD MO'2<&&&9HXTD\LZE[EVT5?R8Y_8A?:YB':]HK$9-;GU=NN5!PLE=7["$ E>U3K+0>J5L13U]*_7,T
M!!X=G]7YNKFUV$D^9+LS73=?9CJ-<*&IF(J8>BM &8B,[H$@0P+8HDHFP:CG MSEX)82R793N5MS_[=C#>&X0WVW=/L8H]+5QA%?S2 VP_/BG[I
M<2(TTE@R)*CS)BDEDFQDR_QM"7@?WY5? M(ZB!L1TC!=+9<'W10M>VD7'NHVDI7LQ6!N/6KR5EP*A$Z
M/DW+Q3MS;O/%9ELQ\GIS3H(]IY,VR#DO$=<6 MI&[>DN3]<#!KUC UZQIS\37>]OSX#JZVG90;"E>Y9W36I;G$A *X/=%_'7'>U
MV*^QQ:^9V2I7[[N0WE-^ZO=]FZZ0&_;#C0+U;G_OM_UW^Y_VWQP4>^]?%V_^ M^GG_TW_=QH,;J7E@6?,WOSP#N?_A/-
N!HBM0NMUT.R[>5+)NU'27#U8UK ^? MW+*^UX+..MP7_=*ZLE^.RUCM=B"Q-5*S92#1UC! M<56S>=\/!(0(H. ;N=.->,2O:+DZ&H\QRG2+9
M:!'K%,F%\^U 7203(N(^%[HZCI$5UB =&,'>>4M\(X'@+'.?0.1>@\0U'"^1 M>,N51@=.VT[*#06GH)5F8/(@+B7\<-
HB!W"%M.%"BQB4;^9@D!6"D]CV1E-= M)/<1+-KO9S;W\ZF,YW'AP:MM)N:$XY:DA%%.#N!88,"<&9)*R MB$86I(C%&2)V:/[MY13BE]+;
[XUT0]Q%,WMOKLO7 M?90.5HIQ+!5*8!/GOMX264U!_1 2-#%>,=W(,2VOX GYS7\KQT>O)A7,]OOF M8<.JAZ@>DX_6<66-.X!UP-@!8P>,-
P&C8#BZ9%#DS()E[1C2$6/D]$U$.!5D M\DU8XX\)C**G)>F L5W1ZOJ)#VZ-B-?0>)^V1O17:]0[9;71GG$7]KG09S<1 M)PB6R 0PI'D*$3DC%
(K8.LH#\10WDWNQJE(5QG]:;GO*7@=/VT[*#84GK7SP M ;"%:A$0%YXA(SA%7B9F'&"6-+R1[(N5P1/I<;;MIM6#K+M?X:7.-KS=
[.UVRT4+7Z9(+G20B2R;1A)+ "7'+ M.:@1R1$F^? T)[Q0]TPY7H%:P7K;#Q_NP&K;2;FA8$4YII9JBPPS #S:P&]> M&X @BZ,W\+5O),+[>&"E<-QJHV?
#O%T:79=6EV]U ^,7%G MN%,HI]6!RF$8.6(2EUG27> V 'B\J?<.IJ<<0P10@/BR0:DG8I(Z!B%\X3BT,C1CAT@MD=&NGSC M1\PW[O*,M\4)[L(\%\
(\)EKBC$+$Q82XU XYKC",UV*E733AJF)Y8)YQ0TJ$ MBQ[A7?BYPZ7M)N6&XE)@$4<9+4K:<,0M6+ N"H,"QCHP:PE.C1B*\ EUN.F
MRRQ^BI/*KQBTK;9=+ZXQJJ)'Y2DZ*@.\?O?METB,\%HP9&3,+E_P\)N12$A. MJ+*
<".8N$^K*0UC47"J2D$@$Q(C;A(S.W6,8$RX&X[$4#'<>!!OF8ISOI[BO.U_W1'=[86Y5>@P[OI=ER\J63=J.EV9ZTO MI1$/CNPH'@W[(8ZJ?
_EG38EZ6<1_3,KQ67?D^O8(SY9A1!F7XXRI1"8M,2A:!/XY28ZI)DQN3>>[RW [RU/ZT MHP^C@[$=Q_ ?MC^)?\91;2-GH@DN+.4%8Y@[8TE+DA.=
(6&\#9QCK>*7%"+%>7)-+ZLGG3S> 6:Y;K_YA@!=0PPWQ943.R]^YIGVBD=A:(RC MD5H29%@^K%*$@*P%ZF(7' G&:^]$SO]_(GZ03'E>9?
IBO"]CGYV%:FO8KT"'G82 M8;Q?8_^LRZ/8Z*WG+H_B0B6%EA3C1#/P:,1=W@"F22,B7%*2.H-#TPY![=DU M=>[SEN=1=+BT[:3<4%S"X/T93SR*!
O$E0>;U4>#8DPD^>QHJ"OEQ0^TBCI< M6M/:A&V/C?_V)+%QK\$WR>%A OX+Z'X0.8MS3 K[;$"(T)>\2JIB])H0A$Q
M)N1#%1VR@@=DHB"&@Q$1C&A9>/CZR2L2O#(6#!]-P&R2'GZS.B%/'5$,'#?# MKZ2?BJ2UYXXBY30L$]A0R#KP]B(APLBH%">N99/?
JM@XB\PD2CC8OL0"&W-P MQ#&.**K@!$],.7'%$7\@0S]2;)QKKJ($/6H$Q\"M B/+=$1Y%R=R23R ;\/< MVOC,VAH:?Z(
N79:1:H<\E;2'"#W2$=I$6"/T,XK[\(5DC;"K W%86^8%1.) MY:T;+6Q$/%J#7&0):1>,]U8HZ:YTP&ID5DW&PFYH%$DV05
ME_"G$T8(00W6*Y'!U1*,:PVZ'C 3YP! =&"\I90;,6BK#/.)\2M&0".S:I)@ MHL?OCBQ/B#W%=->@SIQ?B'S>!$DWQ4.++O[9Q1FZ.,,L_FF(DP;,=Z=RST4G
M 8RLU,B2B!5WT5EVY<"V!VJ<)N,,V]ZUM\.E;2?EIN*2=(9:R5&DT@$N&8*T M4237W3-,)%T%8+Y%/NP&MC0CHIC[*92H/PE)(K1NPR35]^B]N?
(&W[@U=3 M65O0(8T=QHY[FF[]EJ'5]M.R@W%JQBQCZ 9>PPV2%@)DH^#M+R1 MWN&/BE?2W)R9NAU,WFWZ/X[1Z_WD>-+/&\' HZGT9==
O.N7V_7+O7[-GC]2 MO1(V6@J)@N(1\:3HM"&YB-9$F13S!#=A@7^,8UL.8GAC1X-R<%@M8,'K*13< M7:-5L-
SPVRVJ39N>I"O4;"UMQWN10VYBANXTW@YX.^!]2N!E40IF"4$)VX2X M41I0A,*4EA"+08\;N3\S2< 7M$CJW0I-@]X'S7HSIKP/]@Z^A_3ANB_V]+V
MBOV!WRFJ&WM8=>IQHQW^+JIUH'KRZ7;P]$!X2L11D:U>;##B*5%4 M'Z$&]F](1B8IY)6,\64LY=7!D^@)W#5.[V+LCV#CYN-EX8_1L-_/O27*# .Q
M&G=G_W3QGB[>(F3 M]OYJ)]5E3.]5@6"/JA4>I+8Q&-C%GQ\Q_MP%F#M5U*FB^]OCA$E7MU226N6F MWAA,<1J0E,2XI(.C5[NV-
!.DWA_X_B37*_\Y'.4![8W'H])-QM;UXZ?A18>[M805F>(JW5GQGQ7?0V4'G QKUAN2<$2]?D"ASFZLF5QESAP%840']" MZ-2R!Y/KH+-=@7G2A/'_^">:-
F;\][^?REMW-.F<@2:ED.[0+(9A. %\>4J= M=K=K5=_C(^P*.!).Y1M<*?)938 ;#,=PX'A;CHPC,9\$?S06H=69,>9Q9 M'GR(*N:S3P>U U?7IZ9R8
>^!).]RCV)C^'AU<["ZN9%#.77PN=&UK\\.[&' M$0V&(]>9O M7Y[8D'WF!=^RG,YWYI9-/_CO234NT]G\A?6M* ["RY-A51>/[XYBW^;.B,#,
MIWE5X9F[YWQ]>D?F)70]^8!?$ 6@Q>QG)MS1Z]);60[ZY0!&,;:C\:Z=C(:V:_O?[%GU\MF+@UV_[-B69 X76Q K\OK>_UROVW[^Z#"RK1>?I"M1VP3GX
M?5D$OR_?(>_+\"2.[+@=Z_7]'*I?+4+UP9+U>JL8XOG"%<-4?*C7#J2Z*IZ? M*YZ?[D_K]13G/+G:X+@NA%>#Z0S7\E@RS,'0\^4(].!P OJL/(WAY?15!.,=
M_)?Y#3X?"W!2Q=TJGEA8X3A?@]J4GC[[V>60YM>R*FO+]&QW?O\ULUPRA[G58\U);*C-.VFM*53^L$FA/YA M M)U:';7C8G[(?T>L6&-
G%]0/G\S2_/Y+,?3_->&[WS4:]P81[F!BU:*#>M MW-OAJ'9O/QV-P/W] SX_JHHW8"V%BZWTEV.;NVQUMF%%'TV.-FVRG63=*EGO MRT$G6
DM18I^64SH5:I*YMDV^?E -AV.*GL(%2](IYZX-8"-%ISXL"/&=[M:P^HIA-?UL[0H!T<7EJY?!1/AW6=,=[)R]EA'4RTAG:G=1TFJ73+)V,=)JE
M%9YF%T/NP.7NX++>T^RFMHY3ZYASHSV>V0?KU?KL&FS;Q;9GLRBL#ERD$;$]* MX$T+^C%^C8-)K'K%
('8'W*Q35\O'KTC9T&H3Q7C2S##$=.XH[:)'1OB(I/+2 M$FPUMU>:=1@EC B!(DLE0]PXAZST'.$0I8G48Q>O'$X^$[6WH^'Q*WA8'L3?
MRO'1JTD%$X^C-Z>S\O.]JHKPO_#)GC94@$)ICX@5%NFM165)!V0M)64'9 T! M6>(,!\\=TLGKW #/(ATC()-F/!)KL9+L,I#9Z%FDQB!'%8"?C@1I$2-
B*25! M523>7G,\UI,!&>Y1NNW-J=>:Z3MLZ[!MJ;9 0H6(\^;1&/$;7#($4L0UCHD M$ZC%5X_^,Y&0A%E U"
<'V,8XW",LHIP3S#T%NTZV!]NDZ!G6G0O2&6FM)&4' M9$T!F:/46/ <-=$)\2 YT@XPBG,N<%)$,4*O&&F!)H"O@ SW(GN;";E\^"G# MB6/+@K6Q14
F3$_A%?:!7 L@6WF7XLT,1[X:5N-R M?2;GAGJ:*$I,@E)QC"(KKJB798*965_I-^'PU"WSHFCKZ6/
MU<&P'QK2(JQ',.DZ8G86&'1HN;6R3Y)7R$E'J+.*4"*2MMTA3K9R25CAW MI9GP,A'1E:,A[1G]: W$M@\-V\'^'4!V /G(.F<\89XAH0P&G'N(C**1!2D
MS_]J1;UM(JRZ&RZ(A-9C'F#0* 7O$P7%&6D>&%,!A M,L'[**YD BT3FUTY&NH>>/0=&G9)HP^+TMZYUNOWT;"JBI/1$#[NM,Y&;VRL MM8?
5N,:045C,L$,Q$@SVLP(]8,&(9HX'[@C!V%RUGY<(M]8"]FI1W:5!KS,P=5&TR=9L/08+!$SB3B-HD :^81E9S@23&V@:%;;173L1:)@39
M/%0)"5#5E=5T)M1VDW)#<4F*1$PB%D46P4WS7(*;1B7RB5%NL!3.-I*HN0)< M(CU"5K@9LA;,O'P"9H,==MH;VKMI06?'@
P.BS>G)_G\DFJWR=X8:P/P=VYO MT@[T>XJ.$=LPW8Z+-Y*LW737?+H=8W?3[>!Y4\FZ4=-=*8Y!/8]\6N=@]L1E MD@YFBU.?=U<_9/&I^/*9>RUT7
YBOY_=%CL(Q7#NQ'0!JXWV\;N U86 E:)2 M&4V0ISF7-R:&'+8>!::(\]9[RZ^1])%*!TUE$^D(JX$FV:-BV\/I:\W/'5IM
M,G6;KZ&W)!@K#+))4\2Y3,ABG[,+/".!AI#LE:K193(25H)6@O=TAU:=(;7E MI-Q0:-*214W;J8,P5AW$01[9?1P9M@!O*:IS#@\-!ISJZ MFN0/8^':95 M%-
%I@6BT*O=3X4BK*)$G25FP<(/1C808?Y^*[-X@["T(|-?8K#ZB/4RZIBJ= M-=U!8@>)RT.B(,1RI5'*E0M+$$7HT?*&ALXT8*(9HJ'\@4E14^NLE/_ MMJ-
D9SAVD+CYD!@U33@Y#S8C WC#'/QB;B4*6ECKI!?&-%-?]BB0R'N*KK 4 M=F,@L>LXM90(?1J.;?][7F<19\5IG=;IM$ZG>>ZA=9C#S@O0.D[P"#I':>28
MXHA8I2VFCMEXI3',A'<\SK2>1EI"@S*(4N8 M0IZE(,'VMB[$1H.R^P_/(Y9CN^NY%:M]$V)\Z %PC MFG8 V"X 9/!?
HA03A8W%H#F#EGD7;).L.8"_CJP5L/B<>N#@ Y7V%<=BO@ MKQTRTR%BAXA/B(@^!NIPD,@)!NA& !&U]B$#9 XF8.Y,(ST('@,1>Y1M5F>G
MSB3L + #P!7755&,G64$!6TB *!B8 VZ@ CXMDISPZT2_X^]-V]NZTCR1;* MPN_V"W<$4EW[(MWI"%JV^VINMZVP[)DW?SEJ%
<\T"+"Q2.)\^E=U#D"!!$F3 M(!BR8D>F01QEEKRE[]<*G.C3MCM 2#O$WU<%5F> 8"8 +N6D/SPKUDSO>I= MI.GY*/::X:P>>:4Y.4UFDE:+*.S_
K+_QQ/+KH]/ _6C7\[EH+;SZ, MPHZK-3-Z1C$2.1VR"W.>VE/'BYW0VW\<1P;8,'*W,$89D&+PK!,3]*E"47 M*JV>3UG#^?
4BW(9KY#%8W@&@010N>FM-8&*ER]U:.9L[!6%N M3Z^N'])>1%Q$W/U'7$4CS2$*L$+5XON.@5-,@ E26N*CC&*5]JZ3)+I;Q-VF
M@_SX$!]3V8FIU[3;N3=U7["DZD"%GC!PNU*R7G)>=$@D',*(!AS M8*EWX)T/-"M!$]U(>=6;@=NWY7[-<%;TTL_7!3F>:R6[^]ZO5:Y_^#(=NP)P MS="-
K]Y-T\6D*+3Z)N-1V^MQ$53;?$6 8@UAP!>!=*_7%(%TOX!4!D%SXAR< M%19$Y@2<\Q:,4I1SD3,E&W%H'Q"0ZFTV*SP)&-T/V4-D161]22]UB"1*)2"&
M6ON:>0[61@[)LY1BDMZOMA!?QTM]0,@J^HKC 5VDJ/N]I@BD^P6D5*IH0E*% M9!H)(E6*&FT&DI0*GEN=U1:2M/<:2'G?,
123.Y^CK"]'X\^-9,J9F6KH6<: MPZT8;MW]<<(]C1+BD4/$!\0'Q(<7WS+[L2$0,A R$#(.9,L@I4!\0'PX 7S M?,0'JU/[M,_=?/C1(-Z[P7Y*6-
T2,1@Q^,4#'3PX&Q3+D))U(+**8 P/H#W3 M1!,JN N;2&HL K_-QD1;34/<4^V%<6"$6(38_8=88H7@A&LP*80"L2&!5[6L MJ:$Q6V6H5BN-
EJ=)=]PJQ&XU01$!%@$6 18!=MUJT3:P('0$15DJ?%19L(9R MB$*HQ^A)S*_T=%XGZW&K +OE/$6$6(18A%B$V#4AUM#,F/"A8"HK)G^V$KSC M"I2)-
@9N5%"K33S7R(?<*L1N.8/Q^" 6LQS7$]'JW/ZV>K?_O$AQ=-/IN/&S MJ?.#U)N.>L,;&;OE6UW*+KK#4<^AGGO99M6&^"PU"%_- IL#F.13K=5.LJ3<
M,K%J2CS7'7ZVA Z_CG:4S4^VV+;U^#0A@C"",(+P/:!IC8U6*@LQ> >":0F. M: K>!LM38MJ(U7:NSW5P;Q8T'\1*:4\.*C%S#A$2$7)O::K2CDNE(N1,=>V*
MJ,#EK,"$Z"Q)46]Z$E)\ML?]6@J(^BP09]*((P@_'S0S$)F%Z0%XH4"4:QU ML#E*D%P'$[+*!1(W[L/>(4VE@IT<5F(&]PY]VM6EO>+*+AO]HHC8Y-R-
T_EH M4#8)>K$W)&7L%:MB%D>S.MQTC^U]:4U-T3V0G8]\6!%#=T6 M6X'9VKFBJ# ??<[),2\(W;Q+^Y-K!IW.>]L"Q(?I*/QSC@_?N4D3-I\#3NW. MJ-
^M#8G6 F+R?JX[8O)>8G*2B6K!$M^L/0C/+#CJ$VC#B:*&:6 VA#"?.29K MC8B,M6\1I!&D&D.:'-*<9!655 VH4"N-:$\HG\GB<3H?
%S)>7R^DWWG("WZ M@N_L\.1)PS029\1DQ.3G.3,H(Y99 J'295$H+WBI,C@=O0R)6\E6G!G/]^'O M')-YWZJ==>8\#DR^RZ]_?W[Z73OQL0[^_?
#E;P'9CU)KE86O?_FW;]@W#X]S M/Q!X9\MZ8L/%77R4RXK#/?#AXL;&X2('^NR'M5PU\\<.GQK8Y.U']OFU)=I MW.4,O4; ..)QXM@.&^[/@Q[;U@O?M,-
HAK&\R&M9 M;KC.H8'YU-1I:.^Q?,_YI.Z%87#?]+>1L]ZWCSA0@$'XXVNKN.YE%I+; %2;!$)D40L1*XC!NAH[YV*U3L,Z)P%^<.-A,_PX>9_&'ZH4WQ$B
M+S^F^&'JIFGR$8FM:A$GCV!- M$2=WCY/,99\(45J\V\3"Z63R4 0G"FG"_[QU6*7:V3G[P5.8DOO8Y IAZ MSGV

3A*MB<1P,%E5&"P\TS'K00E1/G72"!K4-U_8<;/;?N7W?GKT^[77HE>#0?$' 1\_&< /UD=C# 4B M:#&;DBL&%"T&%#-"<&JSY-OQT;\0X#_=2X^ CZY^U &H XY9!S"5J: "9$%V M$+*2?ATI*(7="CV@'\;Z?NZ'SI@#3<:Z@ D_0CX"/C' OA&.VF9*Y"=7*P> M&P+>\P"<.R&-THG$%<#?1-0$?\(
'_]G/Z3.+Y[WUS^9SM%J5"K,A3W,77Q MDTEO-)M.IFX8BYS@$=X'Q[D?X(YG_O&0$^YBW,6G,ES;]0W\PCK>)}]3R>$J**WU$,628'0 M08'U2=;
(B71.*VIIW$1VU<+7<-:Y&GZ:7?@T_CFW[K3)SU\=#]M9S)U38LW& MF8SWQ>[Z#.]1N6WL\HY0B5"YV0AJ=$P-E20;!+0,?A 6B3(B*2J;(:HAB
MC;RDEX)*VJ<2H7*+LK,?CY NA)DA?&ZIJ3XR.(G!-8GC089YRD.7LJ
M]"8R>EZ.:')ZBBT1D6@B5"]4;A0JJ7)4$L]!BNZ"QT(1^.]"!8(EB>!E@ZKG.4!>Y2# E$X>7@%5&0 M2>'VWI!HK-^B"WD'8(E.9'0B(WXB?
FXI6R%0:2BU$*AV(%@VA4(Z#HH7\"QH M2HPQ6W0B[X1LHAL9R2:")8+EL\$R!D&ES!)H98_"TP#6< F6I>@5+|\;YW
MN7QP46XY>;4TIW7J8O.I%P9N4G;I9=GR,!S%M'A^&7']|WS_]/ZP;^\!OXF M#]{7B,TXM=OT=9F*V<7P36PFEP-W];K^]8OWPP'S;"\Q=2-
IZ_=;#IZ<_,/95J[C]MU[F(1+I>QO7:# MS^YJ\N:;OUSOB/F=%XLX/ZI=%FQI$ZPLYF;7;/N\90,+= =,+=9G#T]/MT];
M;GZ\@1GXV]F[LW[OW4]O;P/+=C&YFX&6'ER#W^_+X/?[5\C[/9R[X<>T'_/U M]A]JWRY#=2W1L&9UBFV\93=QO5'NO6WG;E)43>^'?
|\V;Z57OV]G0S6*M*_G M6TO>%3&^(Y3:PLX < >K;5T HRUF_#D5CC&8%^9LO*;[IWH42]HK\;7%!J.4J M+B?
I]21=NG&9K<6^:+EG=^]O;H>6/S63QC>#\KZO%]??$3/N'L?E*\WTGY;1 M:CX3'5S]Y9[KZ$XN,:^(8KMYN?*DG3Q(OY(&AX1#PB'M[Y#NRM=YX>
(SYK < M6T]QVAW*T+Z>]/ZCH]Y/*B>V>.TMSLS=9MS.EOTQE:J.:$(>R/8SNZIB]>B- MN'N17(?5WUO4KC#SZ?EH-G'#..GWTI>0Z@A;;^0?
UI3<=%FUP\.QHX"Q3>ZG MMVT#FO_MQW_YZX?I*/RS^ZG=3@A]2 %0=.X7G;,09A>S077HM%+S?HNB@Z*#H/*1Q8FQ#;F[0"LU[UT1H.E%ZZRZ;:?
D<)6C# MI=R.8K H4_?.W$^C8?O;>#08U(R+-LDB3:9H_J HH2@]291^'4WGFJF+':,$ M/<]W:C=19W.=<]%?]]#NY{GG[]S #4/JN6GO^Q12S=OL<=KO,
<+X)G)P7V9" M7C+=>O>C/;S?O)..!(TCV+U@$E2.40+ M3L4 (GD-5DD.Y9),G.9&D'0[9_1Q6=%?HQ.Q!*VI"#
M%9S+VV@8>$K"Z@#.REH/(AOPP@J06E+!59 B^Q4TK [,||*)TWC2<=YWPS"8 M55Q\/QK7%SJ;3L>-G{7)C[^.BK&Y9&N^FYN:-WMX??
C^_E,ECVO3962?VJ>W M8S]X(=Q^3T6$5835O::!GL3DO28@+"N4SFD'CB@%AGN92/2QOZ&(U?6$5\?V/!
MSY"A=Y/)K(V.CW+O;ZYQ_5[9Q:^*>-2\VW+_LL?KSNNEB\O!Z"JE^4>7LW$X M=Y/4NQRX(0;1CU6D4,||X%L@66:1/?
8%8A,%5AM&1#OK%'<1KGA:4U)E+57R M @@-'D0D%BPE!%@.15D5E1/UW;Z%*J8I?C\;5>V2QLUH7G'LA[E8ME]Z/Q?* M]T4F)||.M>N^$!AE1V?
I"2_D7AA%SP"N__?,,8PR7&J4V1{MLA'3F:I48R1HCRC>WG* MW@F@J8;!>))@#2T_41.)\MK(M-+ED$4NO? $0E 2A'(,K-
4(3T\5&R7S[|\UANG02I;=M)SP]C5V@/ONOX+%Y=I.'%USV'([%CE M"_7+_?HE4.6B"A0H,46K.*?!AV+8\L"\)=J*Z%8:0SXE9/:QB.;#\;)?TF0Z
M;D+MV%._JENK45IYC<\.F(E^,"P8>1%M#CGY*T]ZW@]%D\N=>,PRC MBX0ALG7D8]V69OLE06NJEB=5T48.^:QV;D>Q81 ,$!N>C U82O5>VJL3449J
M"HG0 ")R!R81#LZ'(*VR5JA\F_;R$!D)S$ FE()@0A;::RA$+:4.EK)LW>T$ MLD(6WK4DX>^%,&RZ(BKM$[%%!KN?D(M%4Q%[#P!
{D97C#S7YAB0}',@D@M@ MG2"J8]"Z>"B-9LX({E5%Y?5]-0P^!D.+CPRN8;T+'T?=_(<;A_%RTV!<=WG M"Q5[Q:I4Q=',#]+IJ;:[A[\?RFW;1_2]8B%'
M$Z"L(K IZ]VL33>6F#%#RN M'-$OK%]&92/P(!0(0@18&3PXD[TTAG#!5R(LVVG=J4A?,K4KU7-KFYR" 8"@ M^/*@N/NZ_H>#C@=-
_;.1-.0@(9!0]'\TKN!H8D!)H#YK'HQ;P=[:0I0(HD%Y M43M0<0W."0K*11H\4R;0N\NC[%^C4-5G8HLM!O85NS$RCB".(+Y#F(W26D$S M@61]%RI.-?
C],AVVI]C(RN=*Y:B^+N4P.7+,8EW5=@15*,>(IXN@,\#5(' MK1E4^@HB6 *62P:1>DN(B56 MN%=X2G5-
X]Q9I/$$415CC0BT"+3+0&LD888$#BGE7$BHK94?LP$2I(A"IT)B MW4KVNR,LBY2!)UJO,11L\AZ8MMIRK:G2^TU<:9_+G043$6819A%F3QQFLQ$L
MD4)@F0F%D>98N*F,'"QQCB>O-,TKC?<<8]+)Z,!%:4 PDPL;#JG<0A!5;I9# M$'L-
LT;UJ=QB=='CP5D\?;^&I&&!Z[W0=8<@7UCVY7[5Q(555F4)TM8"US%*
ML+H6KS,Q%>U$$S$K/9Z(=I%R;H%1IFM1(*+)HBPZC9.LE50Q!K(?!:X9(WU) M3KRX"_J@3WLA]\
(>VZ/3:$>\U"BS1[*0*+,GL]0HLT>RD"=A+T0>2,Y,0,J1 M@I U;86F!$X:3P(C7*65ACB<,^J95)!YY"'2(> X):!<;:^CB2:9'T292*;1 MDCA498:@=
{QKBT3E9)8:Q1BYR]K11:QGH%, (9P [ZD'1X,B(:C@PDI[MCB"C$];U>1$1A"$4+.,&I$PR)$$I,\A=#D$P\$CT.D&VCV7O%?FI&^93,[W" M&-FQBL7V
O=AQAY MQ!BY{>,?M9A#S@&2Y+0@4J9@"'"B>-35PGDFZCF(]!^.2:!]UK9KFP$3/ MP67ELZV5TXS;#(H]?%:.]9E@QX1?>
[>U$;:.=VT/&K8TSRXY9Z%VKP=!203O M-?+4A!124]$>':X;$NP1?N";[% S2%L;3Q5MH8D8$]7+&J_/T7M3\6;MY_U MU]'CA]BPO]B 7L-[B6M(Q#-
J&63/8C,/7C] @@=*J3')"$@+4 M* 5"2@9&JV)Y6Q&L)"+RL-N&%ZQ/[\|>Y&7(RQ ;CFFI M$1L0&]"[CW!Q9&;?L; RR@@*R-XR%8FNM)9\"F!S6WV
M=.4[:PR"V(C8B-BX=]AXT"XNYFW.*2N(V280M9^>D4F =E0)S6D023TG-KLK M%Y="%Q=V==UJ1'>IJ^N_SX:IQ\GFFKJBGV!OJEMC7]==DW^1O
C61F#>BT+D M>55?6GE&K(.C$CDLE>K#2]"I86?<4<9-'V%@P1G'.UE4"TF1.=1-[Z>O*#>T3 MCET T'EZS*"()?^/E/YG&8S-@M2*)9?O&_+
(T_4F.UF=^XK=F-T'$$<07R7%)>8J+2@ MX%04M15VH:M)94@BQN@X55&O'-Q9B^+N4]^6$P16),6(IXBGV\=3PK@26D>P M+!0*FG,"GY4$7CYFG
<9,UTYSIUX@=ID07'+"M4E'FR2$@K)#4YI)H5?\5KO M%9Y23?I2;?$,Y.<("%))]%&||-AB_)ORNQ K M?
5VU3=Q:QD"G0E>%+%\W4=2X(K4\1T)$VN^&@Y3W%4/VBCB+.(LXNQN]<46$E3P5G%"L06X(PQU(-#2E.S@K.*LP*H)D%F-((KM!A6Z#:9:,*(PXL
MQ[37.&ME7\LM]M0['IS%(_AK2-IC&[NFB\O!Z"JE^4>7LW$X=Y/4NQPX[.5Z MM%4ML&#+_^Y]PZ@*D8+CCH*PSH,QQ$)61=_P[()C*
[V9$F4Q9ZE!2^6["GO&MB_"$&BN3?E(9'ZG;>A^W:;1H-Y(X-@+ 1;/&E98M%B231TDEA MO=@(Q=TQS#[L)S\]8$52C'B*>+I]/#7$$ZZ#!,E,H:V4*;",>Y
A1!5B(;5B MY313B)Y(DA2X;#6(F UXYA(PITP(,FK._%[C*=6D;]C.$DA/$%4QZ(A BT![MX]@H4Y(Y7VQ]X0MQ#3& $;'\1(-2E <9V$JI>T$L-
X780JP'\86L?;64,I"" M]YHI+Y)\+NQI'>WRCQ5U]]*_]X(R.>?",S@8=/\||A6A>]B!/^[3/ MW93YT2#>GW/;#'O3\|%LXH9QTN^E+R'5$;9G ?
XP_W'31\:V.6DO D%/.L:Y M>.LM3LQ79-C6?GH[NK@8#?^W'__EKZVKO?NIW4[;VTW[,(DO;&FAZ!R\Z)R% M,+N8#=PTQ59JOD^Y"I(H
M_3J:SC53EZF$OO\HVQVEQE$?:/O4YB7-Z@>M>2.&W7(.HYO4WB7O'W0^MJ*< M>>8M!)@%B,P=.*LE>"<5=\$;*]7M?
&P5+9=4A'KDQ99K,@5;_TDI)^T=BXJ$ M'=0D(GU#5)^:H^HGB0>KCP2F=G_&9#_PZJ"K!/GD3>)> Y6BEF"FM?IR^2FK
MQ),V0@3!5BJ%AF1,B*PS0!U-+4U(#/CD#,:;$!4N&LI72E&O1P'TZ MEK?%"A-('!'A$.'V">%$,,G7XKM.L()6+A%P*AH(@<3D:!+:K!X\MH%IJA1$ MQ1,
(4NB@X]E"#H'25*[T8<\+/"A1#.0MEHT_8IP[ID3;_UE;A+[M-"_RSIE M/5#-)8A$?"%WBD'A;TYZ3J/,X3;T:2$YJT*#
([EIH+H@2<%)H8L1;$0JYK"2T:@<'$\K7=CV"OB,[!NYQ6(SAX!\V/QG#1EZ M-YG,VNCX*/?^YAK7[Y5=_*J(1\V[+?[SNO%ZZN!R,KE*:?W0Y&X=S-TF]
MRX$;8A#I6$4*]B9XJJ4P$7C0"8KR$&\9M)"BI=X'I:E8Z?;IHPC>$@4J MN')-8@R\]GXZI-T:<@9Q2ZV_L-<+-LOO9\+Y?LB MDY-
GA]HI[0N*9!]]I2>\D'MA%>U1#_4C7FJ4V2-92)39DUEJE%GT4!V@Y6"C M)RZP"#HP D);#BXK BIY&63DCK&5]-NL),\V%]-!1P'""@-&:@->Q$1]3J98
M(X^T'/[##6;I7L-A4VD6F&=QL,KKM$#NM-86BSX=?7*;AQ-4]AU&T8Y4OU"_W MZY<<30%R MN\X*D*'6N*'5#:*XU."1XHA-HD8U)
MPD=F_'/B*|@+]E*)*(+5*N\EC)S8:),(,'C0((S(X',BX T) MH?SJW&I=CY!MD)((D#[(6KDM@G.!0.2\I8N.9G$[(:?HV7>M?OU[T;6;+CI) M^YQL,2ZZ?
I/"E\]0P[J42&F0TB"E0;%"L3HML3J%*4#CX="-AVW'B;F37"5> MN'FL]%Y!\,EKL()';VNN)%VI7F4-"TQH#X3Y7*YQ CQ-'KRG*A*>I:|^Y(W0
M^P=9/3>G1ND1&Q$;$1N/P[`B5#*A>D4L51Q$H@2<=@Y(DH0+(,6V;A,GG;;L M6&'JY%#X&8X5//JTAOPL-=3[AQN'\T4W/8ZAN.<+%7O%JE3%T

\T&(2DEXZT)>*5R;E(IYN 4]93C%%+L%RQ4#41@26"5'>WGA?:Z>HO'IZA ;I
M'#&0C(D@G$K@E"_91&EE4JGEV]=_8?]#9D1B*H8;42@1:#="="2X$BTFH&Q MK-
KZG$/MH0@Z,%NUX,+%PT95NBJH@%9>%\9RH6#2@<\V02&\]B(4B=OS1K)]
M2G863$2819A%F#UUF,W1LYPI>.$*S$HFP%DI07EG658N!*M7W+#>T$0+|V7< MV)JW$<%&&T%FQYQF-,7PXF[8A[VOHJ^L1)S%]-
;R=9X;*':BQ0;UQLT?NS& M5ST7BEA,&BQ,>\P%"+ PQ_VJR%)EI%,6$M,2!#4"2*TTRPB-/D:MF5AITL*,
MCK28!&""\$5]!0\FUCJUBD42!-6,Y<<4YGC;RF,[QQ]'XW]4P?Q()Y=G?\7R M^5D;FO6MP0Z/Z'<^X87<"QL,F[*@S*+,HLSB4K_|T%!FT698.XN0)"-2TD -
MK^XK+^JY30F:LZ Y]]0I<]MFB$S:0)T$PJ4"D:4 P[0'+@ESSDBE7'QT,;^? M\]--A_4=5TIM,6<09>%X_?ZXMLA-<*E1C]_;0^:KM
4M:=$00@BU\4)?T8 M I>(%"+$;/5*FY4VBB5&/!<(W2"T4)Q0@0>M,I<4THY0[JRG[*AYVW&#Y+
M\R:E|X\NYVU*>Y<#AQ&THQ4I5"\/%=0P2GAE(/M8K>&@P4K"@3%*C(HZ&KV2 M,_>4"-H?M [NCCG?VSMX\NSX&25];K:8MW'$^Q^!
{$@6"%M^95X%WQ(,?/GA,_^P&!H75+W MV@N;.@R.^78'JI,0VXYW;9&/G,Q2HQ@C15F7H@1BM*14 (L\@PAM>49;?9K" MB.2--F[%I_F4D!E2E)??
WC*;(MALE\^-8;=_UE)STW+)-2/>_@:XO9^NWK M'K,8,SM6^4+]V$;H1F,,HLRBS*+2_WR0T.913MB73LB2N:C
M8@HTE1*$B0H\]1FXRXD*&I7+,*LGT9YM1JSOOQ**HB5QJ,H,0>]XUQ:)RLDL M-8HQU8VR2"I=T!!JT!J%,!N<$ T&"S$(Y8N-*+YZ-'DM#[G) P3<\H_;-
M7W]*T]ZW@]%D\N=>T[:6Q>!9'6R9T?J7?_NFB/[3L79S39.HA:L%0*(8DF9]VHW!?NW87 *Y&[VX].92T%105)H&E@D#(-MTA.1>99!;N($V[9=)X*?
&@H_PW6"1]K6D)_OW*_]T>:FO7^?#5./DWZ/$<8Q MN'8\O3Y?2+>=SY_'YIM$^EZ N&O3K1RWC, MH(@-
D(^4^SM/DM:*0V)9@S">@&&%T>=ZL#@KDHDG*^V519_^Y@!<^P@B4@$N M205,,ZZ)Y9PS\M+ME1]G-
!C6ET:?'G9CR!5!'$%\AS#K4XB6)0\L\4)Q.8E@ M1/80K;7":J(;$6\E.68OB[E,7>W9ZP(]D&/$4\73[>&J(B<&X!*[031!!._#! M6?"*$$TRUXG8E:(XDB;&?
0TK5CSE/(*-@H&TM&R+RL.LL#BW477)&5/]9)]P06B M*8;$6@1:'2C'^!":E6 5DF30!#*P5O-"M!2D@3OFB[H@5XLJL,M2E -;5+C_M M:;U:N9L8RZ1T-
D@A]AMH^U3N+):(,(LPBS![XC ;M+$ND !.*%W[;A9;/P0! MGE%-K#.%TZX49Q%*Z91E37XS!H2L,,L8!Z,-4YS(S,.+NV$?]KZ*/B'H)'@$ MR.
1Z#4D[0.6$<82&@=#1[2#KI-46919G&I7WYH*+,HLRBS*+.XD*?A?>%" M6>EH ALD Y$T!\=']):-SD)SS8*Z[7U1EHADA036>FQ,)L743!*,$"X(1X4/
MZ;;WY2S^]VPRO2BO,OEU=!9C4]_!#=Z[)KX;OG67S=0-6JO5WZXE]TOZUZR9 ME(%^2.-/34A=:;I?4AA]'+9W::O4;
<@O(]5I%YP[9/6&,'B\:XO4Y626&L48 MV)"$!!Y#S=!?.<[K4N!MX33/M"W7) I&I@0\ MYRR93C0XBVSF($4%#_JN(5E8/A=K5^Q/[8I3897[660!G6:(#?
N+#7BV[5X MR+(LY)<("'(54AO+3]8'!U%%SH3,GH:5KA%!DL0]+U\/PM:Z-A%,T@R4SY$0 ME0S7<:=U;;3>68;4O@ NGDY%Y#T Y$56AJP,L>&8EAJQ
;$!8P4(%T=FQ&V[MMH7Q@11)!Z5K$>8D*3@98OF)**8RS4:M'!$D6I)BA670)LEB9GD+-M!B:TEE ME.&9"$-W4;A9VE,SKA
;$1L1&X_#P24)9\X4V"1:*1"J'ABL_ZCLHA'.!D-6 M\M;6B?1NU\%%L6SS%LLVXTG &V6;/Z3+:;KP:8RUFX_P!#O6;MYYZC1G5L::
M,&U(+D1>1'#>$F!4ZZ12#%FOD/_H/(^>!8A"%X/!,@FV:"J@3@NJ@B[:_7@ M.M9N/D0Y05!\>5#$LAY'2O^3)0_M4@(IXNDV\-0J9H5* M0)
(R((@JM%7Y!)IE3PV3-I"56G?6T9!J!5*J,,%37Z#49,9!>J8YR98Z[O<: M3]O:S98@JF*\$8$6@78WX4&1%+J:+#@A/#!-"IA&SG5<(:Z*9:I3 M3$6819A-
G=P"PU649C*2:% @N M"?C:33M(K6R(.MO5+ Q%(B6:UWP-J4%0)< I(0HEEB09R7),9JJAMGI?!4;. M'@*$V=V5LW'_H_J[M^-C M/J34L/1M%PX?
6FYZG7U!=K+]HJC6G8E74?MFOOIN67W S= M,#1N4-ZY?-6IGFU-*=UZF+SJ1<&;E)4W*7[F& XBFGQ_#+B^N?Y@A\'FO*4 M+Z^!O\F#]
5B,TZMCGM=IF)V,7P3F\GEP%V]KG]]<^EBU<-+V[+I1CG/S>L^ MJ/5RFGRU>&![*:1A?',YFK1U;UZ/T\!-FT^1;/,O=2[+/5]?[_@OCV1/E!WF MZJL,
E#68OYO7;CS:]TY?_EF6%A->8NI&T]?N]ET].;F'\JT=A^WZ]SI39?+ MV%Z[P6=W-7GSS5^N=\3\SHM%;-&@7;"E3;"RF)M=L^TKJ@TLT!TPM5B?70_Q

ML3OR<[=DOM#F3G?5[[WYZ>QM8MHO)W0RT]L8U^/V^#'Z_?X6\WX.; MG/^>]V.^WEY#]=MEJ/YP5[;,"[WB]<3U1KGWMLQ=
[\?!Z/.D]^ULZ(IQ55[W MST]?Z\,4YSJXEF;M0].!H5O19\R7%-]VC*"&O MR)\6%Y2U';C+27H]29=N7&9\,0>MP=[=^YO;5M*G9M+X9E ,W=>+Z^_*6&\?
MI]0KI?F?EC%X/M .A/]RSW7TE1)K7+7&)?P58>N\X"F.Z8%3#N;!FG5H/I^8 M^:R.PGI>1_7=-W,_CL:MM?138<&]?Y2/SR>]'XH6CC?/OJ#UO:;O;M/D#
[-7-WW:[^!P[SB\AIO<0(PP@:"&W !EY$$9 M^V@.V9NOAO;^TQTZ<7GL7 MS;DWY%!=^+EUX>?QZ*(WNDQC-ZW!Y)JC]*F9-FGR>I-
[:_>^_VW#PWZD[>T, M,DYLN+B+CW)9CVJX3U>&.^U:]-+**&V1;5KT=8/JQX,6MQQRS4Z>NUPO7>1 MNK\?4/&,?7YGM97-
'U0ET62:$GA"'0CK!;@<*5"B"O6.EEJ^4E_%)DHSX1%8 MR!Z$J2G^5#I@0E B A/.JMN)_>_'H_(ZVZBM*/J*BUVWO]L#8=E^]1,$0 3 MHP=
S371M1F2US+6^K(4'"L_.4(SI3;ID%:*^[G(CVGD08I_*GT Q2;SAGV_73^G--O.U=CD>?
MFIHMXZ_0]81&^RD9[;B+3W19CVJX6W<]M>.HYXJ&\SNNXXM:SLQO;[)\5W+[M=, >:M5_I-BXWJ#Q8S>^ZKF+>H+]?]KN\&B['1
=W;NZ(WMKLMW3H]9H(HGP MX&SR(!PG8"EGP!P-P;!(=%[I4?L4']-'U[C7K:S]O1.ULR5)VU M"-T7:HNE M((YY5R- 'WIB!@JCAO14T.RY,H#B;73!-
,)C!46 MJ$V.2,>YRRO!@W6BI\L2=S:,6U$?G.D35Q\(4Z>^E$<*4X'9& H[!2T-!2$- M;ZDM<&.U\H$(F5>JD:\3X]P^3,F^L>;$80J=M[O),QP-
VV#GUP#G(+E)ZJ4O ME[7:#RJ0HQ8R5"#+"H1$(5A(LC9ASB"T5&!S^94&HWV6(1'KGNW!G0OIHEO)((4KPH)65A>-Z$6H',U+@AE*PQCI/ MBB$NY
I$/=F'NP.(0B\N>G%WPF_;;M/@75=C^*+NX--L,F M:D*\A_*?H@EH%.!2EN"TM8Y2%X4TFW#DG@T&HU#+P[;2]UT5OK=+LK=954+[MA/ 35R:
(6*>^E$>*6-1F[VW!',%YKHW1,[BL#41FHRIXY8);ZI*I$=':.LC=V,YA!)*@J& M$0HV)0$JN(+Q64KFY+/]Q->R^^MH.:=N=6(?"A#WJ'-+QK\5H(^/1\%'O-
M\%/J#J&W1\X3EG@Z)&E#E?3XM3:,,EQLE-M]&"[*[?.HG_.>%K,V@C*"@$A6 M@]%> &-!B$@MBWPCCMAWPS"Z2+6 T(_CT46G.?_1*LYWUWIS\
[6%]*D?>EW? M(?N<@D(K]/#8F>#;>UI,>1" IM5^2<9ZVDH_WB^B1S 8LB-:][X]ZG[[[OA0I)_N1;DC64 M4BP-
BT"XYVN*0/@\X%+!I>BM@>1K#7]'%;AH&=@HDW$N")97:OBOZ8':('] MS@%%^X(>%X+M>4[@Z?+IGZ?G:;Q$IC'\>-QB=:I*9#=L.CD30]($).<)A&<4
M;*)%+$Y,,LI52MAD:'I@2Y=EOEZ1O#P]9GPJ"B(C>[QVR]??C=.F:N#BM MWD6)1RV%#[/QN"81=N%CU%H')'>HM?9+:P6E!%-4 64UN8D+#EX8
DDQEF,4 M.O&X'18_E^_O4TY%FN/\G.E"AYVUHKVI4Z?LN)*ACEJ3M5);(;OTRMBJA<"L!(=5@S0<%D82%'Q56(V1E) MML.@._=+)]A__RK-
FT^(9%B?"F%QS]<487&_8#$;[H--##1Q 83D 0R7'DCV MC%ON"=$K]:TWP]5W!(N\S^5QD7=T5>\[BU^$8'KC]"D-9^BJ7EN\?-EF:7S]
MJJ_DY;0W&0V:V%LLS#'KL#\>_<%KN;NU4E$N7A'/P:M8<\1U B>Y@1BH-,X4 M91-7#BYMAJR_+?>L[_*?S?3\[6Q2QI_&"^VTJ8**M"_)%A-
+'M@U'9H3?M12 M@Q")$'G\$*D+;Z?2"F#&NT+SD>?6IB8?;^:KD<6=F>G]!%CVH,U=B38\5$ M258T#P1A- A=\\@+/M733U0Y+;6@*QWHUV'Z18+?
%@%^/Y??[ZY^FZ3X;GC= ML//L6H0/(VA\-!H,T1'1$='Q'G3DI&"5)A1"4@E$P4JP3F20)'*AE6;4;\0[MOW-T9'UET 6RKT6&_X#.
[P]?;Y_VN9L//QK$^ZL(5_*>!Z//DUX>CR[F'25N MF4.U7"I7QKAACGH.C48!(WH$CQ5SC-&3%N'3!/JNWZ<)(M>^^NVE8NOX[.0A'<<7H_E^7W
S>3U!OE7C.=:FL" T\%%;N"I-G5(+-V@$/5K.@ MK0P\;87)O[N&@LV6Z2'],C,G%V9!EH]PBW"[3XVH]Q0H]M %C?F6-_(M9Y,4 M:^O7N^*UB-
]/%L>Z44X4O!\W](-'[MT099*S#9)8L"PQ$,I2L,1PT)0IH;PN M+'@C1/F>O*1W"S18)R_ID=44MN7_H-]>"*\N<["?L@:XC#B\,'B<#2*"&T8
MD.03"!X].&8Y2*,M9U81JMT6\T-W@,/;E3#Q731M9CF+^FR"T_5&/7D?#2>0MD(%X6]>&;5:483>)D8.&U%%+I\2%<:/:[C-+L6X,G/^>^CX<=?
B_1^7X1W M7#0C_, EVS1>THI!3GSJ4ECNU'X_'HG M$+4R 2@+A1G;:, '4W ^4DT3Y]RZC3#CA=S]6,3N0Y6ZS5-CNVHA2
M1[.41XI2R6K!#:7%8"^FNXBJ,!C"#"AJB9;$:9$VPF"WCE*%PIX\2J%S>!/, MM>R^UDL\\Y,F-FY\5;;_Q<6H/FD4_MGO#5/K19Z.W7 REZ4PFN!)IR,7+M0;
MRWI#)YRJ?TIK4"9F)3\!H*@11*0;&Y0"!"JN=DUK3E2SNY[H_W\V%]^>\ M>7;(^4,[4K)O-S7:W/
M0\2_BBWV7CX:T,/C\R_7KNC;^5GZ/]]YF@55%*HH5%%/:Z=HX M.X.-A -ED:LD-/-1;_$(_(\+&=YX:P[59U2A+D,"C^B(Z+@OV<->RN"LU1"(
M+&C+&0$7O2WV =/9$ZN(VN9!]V>A[>,.NHO3L:11\!.-=RY&U45?/3)"0I!D0!"!P4^I0C4E'^=$E5C M;
<(PJ'JJ_O\/7^7VES29CILP3;'^X6P8;WZP],WW:=R,XFIO[S"8Q:+F?OC2 MH<0O;II^R#F%)^0>/D[=\;X@V%L"L76_UQ2Q=;^PM:!D9EQ88-
E8$+Y0>J<+ MI2=*46T=*3#*-V$&'#BV;C, >UC(BFG>:TG?V_LL@W[/I_(.PQH\&.7>9;O5 M4:6A=PR]8T]08YI);D-DX(B((
+GX%GBQ5C@O&BK1+A:Z1@7J).,!0,ZEPN% MX &<4@04<[XH,FF"8AM58]<*Z_MFEBO*[_75FN$LQ7F'\-%P M4]$'W=<*HP\8?4!\17Q=&U^=
(]HQ:PK'MZ)B90(?E83$223!*IJ4N(VO*3I. M!=4%BH@O2.P,&)$,>"6C43DXGO(1X"NE?:DP50F/">S>:@A=2G!>4Z"9:65]HCG9(U!PHE^,IUWIMUN;[K
T',(M MPBW"[:/\-2*0($@$V_IK2"&!)+-(E2*WX5:12(FN@5Q5,Y:H$N"4 M$$"2),E(EF,R1P"WQ9Y@S"+>;O7P S;G6)[A#[/+RT&J)3[=H!?+YAZ,)K-Q
M=PQYT;>CUPR[;5LV(W8X>&B<^P'9V.$ ^W3@+C[-78R>MO4];9>NB96@%7U7 M=D&AAFCH'5UBRR:-N/T CLT?#^&41>4X6.ES/2^>BJD6.4B6C
K04Y+CRM= 5A0B%"'4;H4RVFDHPNL"4B,X6M#$67- D M&J)B6NV8O4[FZG80BMOC:OB#SIN]<-Y,PGF*LZZ&<-E:T+IOFD53X3:,O$ZM
MBKW99F@*HRF,#AWVB]&ALQ9Q_ \WF'7E],]=H7!M?=74>7=<^->LF30M MGVRKK;;7]%RLM9VFH]X_4FQ<[^^-'[OQ%1I8!\1$T3@Z(YO,S!JY;*9N
M\,.7RS0LXCXKMMV[89B-QRE^-YO^-)K^5VK=]9O*R%3'Y:O'NCJ(B8B)IVGU MHB=QO3*/BUA:^6C2Q'G*_XUD,3?\V-0<>C>9)"SX>%!BA."Y(0(HE?.
<,0V, MFK;MO"YDSA7<")32()U(D3V[,6>1Q?98S[(D5K;WXVC\[EH,SUHIW%@!=RJW
M6$+E(!0'@M>>+B6"%S*_IS"_\M_J\6I_?,1;J_+KFN_]=7.LD_OT]6T>?/Q] M65&I,+$01A?ER5EZF870S?Q&9R.7!7K^M?WURZ6(^<+M5[:;I1SEEZ]\%_
MSR;3)E\M'MA>"FD8WUR.NJ#VZW$:%,WX*;WQHR]U+LL]7U\?_?SRR"U+V6&N MOKXA
&4MYO_6A3N_MGOF+]\,!\VPO,74C:>OW6PZ>G/S#V5:NX_;=>Z,'Y?+ MV%Z[P6=W-7GSS5^N=\3\SHM%;,6^7;"E3;"RF)M=L^WKT@TLT!TPM5B?
[0^Q M):LM'OP^'?T^QX+?K['@]V4L^'T#F9L;F*^?%NAU-W*MZ=W=QIL^"**W,'2[MZN/FX/NJ_7.KZL_N@GWSDHQ0=(X#4--0AH6%=1,>N-
T.1I/ZYI6.L+* MVZ3V!_JFO_AD-KG]R6@VOOZH*K+YQV\[/3?_4V\T7OSA;\5@6GPZKN]0GU<_ M[/?>#<.K-C#63"=F MDE[U>F>#0:].^JPL=.N"'X:K[E'=
<-TX]=*7,KN3KEE>>>W1;%*>.ZEY5[^] M^O"J%T>#@1M/>M_.'W5]^^LGQC_?I7[OWCP/+=BUW?K3[**(4;@V6X.UNI:F M$Z&8H#
(3,$E0$%EREH@5C&TD;O'S^*,;-O_36JQOKV>_'(VC._+#-4<[OKK MS_G'A?!\N):=[Z_/Y?]:WN*[0=M+,Q5[]K(\83J>I67UT(K!O+\BB%=:V#]=
M,XNV"Z-X)3G_TP.=%Y^C^C>5\KX!.**O>LNSWN_]Y*;ST@9?*W?T6SEX/V[* ME%^6+5C_>F-]EA75H8/6?3.UA
JC=F:J\/8^#D:^+0KQL2)OYF:3QIR:D=@I'0ZB4J6U>7STO5T7:W;17ZZM\ZO17>=ZPL-]RY_+W?\VZ MRV9EHX[K?
0I"7*0+7V#*NXHN/_&UX]>I&@.NIS,@@VU.DM=K&*4]>[2@$^8 ME(U[PF(,,7HF($470"@MP:CRJV'<1.I-S-'0\B_6&,ZR]9-D)
M1OXH"$KZ96KN=8+M?K_VINVH^[W/S?2\[M3QZ',U]"9IT)E758J[[_3<8FJJ M OI07K69G/=[?TMEO,-
V!_Y8M=5YM^&Z'3CIG;M/J6J_YJ*I6K%8DU4YM19D M4=^?W.3K7BQ/:H:3RV9<7R W@XOR6F$V;<_;[1Q GAF+?/WO?
OT[A:E\4<^SG/M_J':;'++KIF$(/9I,#- MX.I:('X]^^O&;OQJS1UO^3W6CE9N"\U[9 M@>GK2)-F?HZ5-7(-3"P2=+.:HX'3919-
IMP^'J7U&A>6RTV*J:%Y$9G@U M+:]55>/5Y\+'RD\5U?ZPINZMZ>N[)3 M!S>%>/[A;>%=5F@P2:$JM1JU+CS[F[_F,MU[)-J]RV+55U42Y@.<^ZC_JVB'
M?N_7&UNM7XRN*K>MKZCW?U*1D>''CL-^2.F?5Q&4T6:GPR=3E7G+MH M3^"4+^;4BE]9UE>]7ZOJ[2ZN*KE2SL_#)?WX56BJZW=<;,@B@)?
E@B]E=J<5 M*?=->DBP@LA987Y?CY[Q>;\N<[= M'(&>I!7U_?5@7T@K+FWE=MOK-[W*K^H>K&JLV[]E2W0GI=NO/["-%L(P&-7K M"TTL3*],X*0]-?
VQZ+Z5D,#1*L R;RT1+O>\=!5 JMOI1F1E-G1%@J>=>GIJ M6*4B0[W;.)8_I0X$_G9V]KZ#L_*L:T.O73.WR-ON_CJ:I,7B+SNM7O7:H@WS M=^P4=;=-
NPN+-G:ML^ M&%T[%[[6;J]E%"<+R+R>K*YZ^V11=W'A)/OJ(:P>M.%H6KA!-4#* =7"\=8 MQ?_RL#QK?1I?7VG^(C0&@[7#*#2_<5>>XF];AS\?0(5&_
M?GGV%8?:[_I47BZW<8%IL1]'%^T%U^_2:N@6CR]< ?M0[UMN.KZ]A;MS/4T! MT0XXKZ>S0UE0(VT[(+ MYRS'-X/6ASWJI2_5\=%&I/)@5B-
;G=OYUS08%;U8E7_K.?]V'G>[_GP>?/MS M%:'VF>-4MFB1D-EDSJ4JEI2'7*0BJVT[ESG'::GK:/%;EV5ZH]&.ARU%+=\^=Q-[AUS[9':"F!KR-T]_FY\
MY2:363COSQ&WEAUJZ?9G-UF2Y$JYIUW8T8W'+=Q]:BLUU.$.%R,L!GL963O4 MQ7TZ:K9TW_K6+7V;W_PA%\E+:>9WUZ_;X6@;W9QGB?
>KP^<%G0YS_+]'R2Z&,9$012&:03%BXHHG>9V@ M;'F1LVN)*\;QL/P8.HW:T4A>M M>)1ZFQN45\F-:TNP^)H?TWEV4!?PT7[REBQ9?
7ES<;QGSP(V;7$,,O::[;KG_0U57RZQY M8?AT]ZY4I2CN<9.F;02TK&43YK9"79UV4]ZX8FXDU)'WSCZ\[2RJ^LF"][. MO7:5)WR<#>8DO=VT!:V'\?
H&2R,IUP\&9>L5LZG0J-; :ATBW5/:2>M>H8NA M+IE&[:8N;S6J&0>M+?++]5-['^#_J_-QXY/_6]W:\S?M7%/ML[_R)[_\!DU> M?+=E*%5(%@]K.=;E99'T-
EJW--E+,U4?]N^S8>IQTHJO?M7[P8UKF*]*V#P4 M55;KO/%-Z[$JIE,=T5?O]UQ4%\2PK&VQR.HB+4]?O<_MW*]'&98G(N_53'Z M*N'76W+J MKV)
<\QK:0.^UK^%RYLNN*0_;4MVUCLLC*#EWBR%P8]FK:.A&<]=#.TC)MTC MKKWCRTHHU8/TD[3,3^=?+QLD7;1^@C+_"Y]$*^&=/O)NTA0Q?
7_KW1:QG#(/ M@W3'6\SEKQU96VZMBD0G8'=+Q"W1UZVI\3D5$2S_=>4_Z4O3E3A=/.&&M)<7
M+@IO5#;VH+D#R=I[+RW6'XYWZ4W:2/RUY%==G)L:.&G5<;5.RM8>MG&#FC+^ M53-3V9_OJ[8HZZ+AP))#N$YB>;,GW4[,TV'23;BXK#;?]
(E0T5U=/EX:[:L7 M-%9ZQ^_8.($A%ER]WK1_A*NV]:I4[?ZK^U+NO@2I6MP%J5^__10H[<_E?5G& M^_/Z037A\59+K,EE"A4Y>S4S^>.H!IP6S*:-
C]]$FAM(=?-&3?>VTW9L[5'R M\G?W\6-A0!W+ONK]]VS<3&+3NEZ78<<^$W:VC!/V$?I1K.'A6CY50.9,R' MW1GHQ;J9IPC6]
(_*0I;/8.2T8!"%,RRE0K5J?.[!*;QD?K]AFBZBXAWWZ"+4 M5=N/!H,N#;AUBBQR SO[J6,&E1=]K+&?X;SE1,&X\T*"IFW>S3\65U2G83,8 M=
Y,%S^U@83N/O.WZ$S =D5K:FNA3L5"O.K"2O75;@RP!JU>%1:34RWR]O4F MBZFY2+8'[U6F0?7M,RJS0N;S^/RP]M)O[[%XEU; MCME.?5V;1#F1Q?
&>>(7K5___9>]/FQG$L7?BO M,.IVS51%"!H0 +?,F8EP967US;A5E?5F9D_'?.H L=CLEDDU*7GI7_^> Y): M+*^R;%,2_"'3EKA@.> M9KG0C/H?
IDW#Z'T!0447=U -TM=.9*0Z"1?R?=8?2?\F9O>,, X#[!A1*04,4ED9)*0&1IEFQ'H291% M6C,B6F-XH9E&)>?\M=,/JT=0].0*GKF^"07+9Q/LM5Z%6C
M6T+)2DSF[@"W"R<[>'S=?:-*EMHX-9K$$A0I$8NNQZA'UKHHM,K+$:.Q$1:/PB43')LS D.E9AG%EEF(UWT?OC=1$V MN[LKR)Y [+?*96(_<%U0K*<'-
&9IL'>91:LFKW"P5H'4 @NI=Z+,K;6]:P?F'C^"MB?=DW*6 M[Y OH8E ;[+$8+T1P92K8V1!M[)I9B6W(I:[4*:&,E^1I90EH2&)%9A[%DL8
M.^QTG.8)*"B1ROE.JC4-9;Y1RF"+$T[0FT.$!"B7,4](PJ(XIHE(\FAS?Y_7 MQNF5YEM6M\#Y%A^\7?Q\E^+5ITKH0"]5Z+<;5^LH0?A?
5>#O])A4;23&VXWW MT;[1V_V[@*FWM140(7 MG

.[J_A;OU@AY&OH' $Y]\]J)>3KQZ$'[.S^4*:[9):L"?J*-=GE43/(%R M%0H6:>[7P4_5'%WN\%RI@U]__; X&%K]8G$X!$H=:(.#4]82&>=4*T9,"A).
MY#0A*4L3HE0>)L";$4LWA+E25+!044*3!#@JC1G)5)X2:IF.HXB:+-W@W=^* M$@\IKS]U>7-8^J+& ZEE:8R?
KG^O2GQ373EMN[WDL74Q&)@G0RJ/]CTFYQ;M M*56?+.C.8@,7H-PF1K?)7YWA$"AY/FTSFO*%V-SA9[&1FOTU7_;T]9XG11K
M@YF[9HC49A.K+:,273%Y:QIDEN>$&0IZOXGCV&ZH4EI1EN7<$F'1-% B0],@ M1J79AFD"RA3G&ZH4$,AGZW2FU=(K"Z([P3B@;\NR%(=&9.TA=-]\
<1G_:.?P M?]6OPJ)TAZL U&6;+.H"68DQE&U8P0WZ4J:XZ$S592\>>-CPO# BR0"K,A+& M%,O)IA04+=9Z@G0$2HXV1Z(N$22Q; M.3L%&&P?MP
)5W,7G56NC,,@N9BFRO ,^- ("US,.7"QU3G1G'%NJ35\TY?* MP&"G4B9$@&(#DD8+(A,3D9"&(H[RW%J3W.3B7T%J?K8?8.6+V>YX=$CRHN?1 M-
K%O01&YBUE?"! ,1@ML<=6&7[E0^:&1!*,B93'@LPIC Y8=Z!!IJ#GL,;6I MB%.:Y!LFYS8D@?;/I[(!PQ)9KU=>O\"JN,+@>JE=/*5^VP-'Y^.!E7>;8KV$
M$L8YPI1JE]$%&_%,DK@K9LIRGL3:DI1&$?"Z*]G,L(^M%93'VC"[475 AR() M#=,8N444\IRUA 8$]9V;
M>Z&1+G^I4WR'AH9:"A:%*"#C"%16D(LD2T)*%)<2S',1&;H1SO$4IMFH8;DJ M*?^H*P4[_ 1#_8%#QB$)S._[&.G-$V[J2X"E3NR:*:H]&-^+:I:0Z,.*7*;
MT"0F"3,9$3)D)!4J 1TJSEF2AG&4O1QU_(;0.;E&J)63B3O*/&Q".6\GC/7H M%S,>NVCKX'0NP2::(1Q.VYCW8=4:<04A5DI2
MN6AMN,G@Y37L53X;M>7WED6A,)T3ZZ"X&8"9T5>2L_-2RRYGH2O(,@Y.M"[: MZMUX@N*93FR"4X6YLXB:W0-D%UL>>&6!VV;HBS.Y^?.71U\
[4+%O^"\%H7Z M_P!V_1D/XHM\WDN9H7$JRY),472/L12XSBI#,LXHR6TN*%B*L4XWFE8P(W0$ M%A(!I9>")LPDR4T2$L.C+$U2:K1:+]
[_6[M6N%3=2KF%@O5979Z[F90^A4?# M,1^2+AL,L'P[3;-$P0])K4!3AF:PWX"*@JIU(EB@FZ$I\5@#X>Y"HF-L+M)
M(F*21R&&M$4\%R)24NNWW/1A-2II\\HG;2S_X\ "FS,,'2U4(F,M@7!XG$9H MU(9$Z@AL%,4C:JE)-=MP;NX,+6"!7H1R0@\7#QS8@1
07$3$:@4[&.4IR3*= M$25LRCCED10;V0([@XN7VO5AX@6H)\U=C/]:771O3:_9*"\W6M/<7+E/U+RP MWGZQK)V,=7J6#8TZ=?$M*\H':
M;G!87K7;U+9.4:],K[>(A,LZVZ*JX<\;QP>=1MVV)^EJNB[5Z[6AW-"]%P<2 MCGS^G[G&0P;LX-?VVSEIFDIU]9SZLXSNHN71]+?;=/HN?[/ICB9JAU/
;D5<1TQ.X[J_BE6ZW?Y!6B=@L# ML)H?),P$/G_<6<;#CNEP4"C='S?VM<,'$W&H39I0HS< NB.$>:30C# 2]A=]LEB5K0OMKMP*_5/6O
M9C9SW9K6Z..19UKQ0V0P1"I8-F!SI=R:9MYV& %JF+C%<+^V\#(.%BS2M"7T M;_<\H(=O_;G8&\S!E)RZCFZ(J7VT_]*C#9K0M'+=!+%.*V:T
U*A^\/EI4]= MUT/W?/7/>='6D"NE+;RWXHG9=!A_BQ+,+F=$A8A:@$] WUR1D(*AH16PF3I M!DTG8%YEL04BSN(4^" Q)

```
MY1F(5:DTSS4.6;W4JRW<0YVW#4/+84A*&P*E" M,_#Q),O!GHKS4,LL9#'?8%)K4Z[C!"POF@"39C A$0FBHSA4F34JDQO!(B\P
MH<<%&IUD1H"O)82PQ%B83,0TD3;F_"0QY)N!KOB7.*&,E( M&G*0^RI--!KE/-E(\[E-L_MX-2W:B#*T$L)!'U&OVSK#.Z!>'-[UA]0_@.KX M=]<5<.4-
IC[39#V[7"04L%KW=%>;_D]APL.BQ>TW>96!ZX M8)"-JXJ$E2[[$$V7N^B.B/ICZY4P\Z5EYW'HQ6FWO%X4R[H':IHSM\M8[W\U M:
JO_5EB?;"O!78Z;,UMH*7/6*X+4S/Z*O5 "%]6:\I__?S+EX6QO4J/$IO6 M5?40W<]&RLB(V!*38'6C!/N#R)P3L%8 *J,T55IM9 YP&=LPS4B>Q2$1)N1$
MBB0A2E";449#:^@00K#HL#R2W_\X"J83#))Q9>V!6()/6)8R.-%84;0_21X: MA2@5BXCJE.0VLQAX$(&%$ J2:Q4JE9LTSC=/ME+#
(ZTLT;$0F"&0DTSA;]9& ME*D06,3>3R$_836TKS!DJ3^7_R/K JVW+ZW8?!Q]B >I8U">D.];XL"3+8>J M@R2%' PA/*'B
@,P$["3\C#,2!)Q#,/7,8TVE*$(3YP@P;TL*;&! \7Y1&F_DZBR.5A-B78W^MG<8ELO["7X]PP)]P5_* MSLW1.EW;O./ N68=V-SZ_:B7E,U]\A K4CA9-
UI&WZ%0FZ,&-%MT6L0[6MJ) M'VN*;I:"9Z!]#1MGLM<9$N"IQ M_H (?:TX]V%A9Z]C%64;U^DB^ #?1H.6K)%-)0V%!'A1(%E#&Y',YA$!C1KV
M.DYTSL.-Z,XX!#01G/ L PJ1%K,G,DD,M7&HTE0K^D FQ,O#R\"" K[WQO=K M-(Y>GO2N^HR7I[X+E>,>Z]S5;EJV-LK-\,X#!<9:@?E#*'?
5+R2>$DM.,IU( M:S@8.VQ#)]"AB"5/!;"(H6 ["T9R*2W)8TIY8J7*)%L[#_S2+<))OZ:?ETMZ
MXE;TEZIN=;G/]MM94<^N,7G5J#D&%/\LKYL=E0T;$A^W$0>S8&(DJ),OXRF. M8R:RU*0D8I'S_?>;QXH@:6@Y?6;L#ZGPW,3JR4O!+
NS:HEU14OQUPCT[KSNN#Y MD+6>>+1AL)Q[@Q[<+LA_-=#':9RF1;?N5B8>=VL74M/UD\:Z=8UKZ3P[6P)? MVX&M'6_?)A/?N-
91STNTUY!H&^+I39(Z.G)Y1D['5%X';:D),+>[&+,VPFPE MT;_K+8!=+7%.V(*K*X_X OD@[L!D/0_D%Y>T_.$,R 'G#%R$+VUCNX&5,!1C
MXIH*P/L&I\E323-CTIB S9^!\:85R92D\/Z,I52EL8DW'.I/%AM=9&^O&[@% M:]>K7RZW6CN+[&6#$OY +6A7M,=L;;.)]L3/D=JO9HU@X
)DL"'F>S*C:9Y] MDH<9%FWBH#GFJ<6RA& $9H+;9$-]?#JEM-&$/:7TB[-;\AB4"VE!'DY'!.&* M =3SKO5R*_+'+Z0RJICKW,:**&DP;%18]-
FDA)J89\;:7$31KDKH+:WX#YUX M^; (%'^;4]?!Q0&]<73"KD+Z[U"F'^R XQLD#K1!8N8;).YS@T2'_5UY4KD:
M'O[8$J4[;4_%:1A9&H*0R7,+,@>4@3P'9L^P.'5LF#!L-W6T$]G06N)4&P MTLGJ%IY,7Q"OMZF ?!?
3_>!JWU7S!E2MYLRN7O^34G5:X0]J_P]=)0Y&F*B66@T4D.(N)9#PBJ8ZXC4,36KT1.4J%
M48JSG"B.,3$\BHC,DY"$EB5QEL,]9C/M9L4>6:KE7TQ7J0LLEC_Z6KE?^IJ" MG^TO!?H]_]?(>D=GY>)NA^B^LL-K"I)>,_:"9#7UR@N/+;EE6U-
H@/RTY:8_ M2:L_)+G#:9PRD^8D-C%F=NN$R P+8F9IF*01Z*OA1N3M"\N=3^7O\*YOEV9R M85Q=S5T%:$6C])Y@RY?FI
>,Y0'RDC=R7@6:O3RZGXO8F"$;Z6J.SN WE$AO M8_ \9C$.5#@IE?%,])@P'5(B**;&)2!M4A/13%J;Q&RC". VPNE&N("LZ^N5 M -
)=R9Z7MGGN)93]EC[P.Q[MW'&>[SY=/6]<.8X$0_^I7&8V#=M&.([KX$X8#E64;<].& [G2(0#";8+O0XT&74.XVE4W
MT46CYDW3=CO_O8)KQ.B%0MTDC:66+"56N2+G.L7F+A$!@<8D9YE)V4:'EUVQ M4]M
^5OU\0K64+_)KET:EWMB]'J3ONF\QI)U7=&/<]E@>+6[L(M&A(T!RQ S MHC% X(6:[S"=@S* 3V.7UO0' M%[Q .@A\_=TS;D@PYN'EJ\S.P-H\/=MH,
(W_MN!P^>QJUG?03:93( *)!6 2 M3'-2EN2Y 74T2BP&(Z>6;31HBY-8&>PK(JD&@HL-P(#5(L687 M1NS71E6G);Q"HP2;RGK11L497Z2R9-
Z8MO:6"Z=M8712=$DOV.?)/:36R[L0 M=_$N_,#EEDZN7>:I>P@B,'Y1]937/=)!L6Q+%VU#45CGH!FV$GTM0^4<' M^GW?%R=[Y7)(HR!W(J'JNS*:!E-
=+N1D;A8=B-8?@-D:[O->+BR'- Y.;D]M M?*MPZC:6N=7V<->Z-(O%,??J6 M9?DM:9G;&,WK^/37;M8G7?I$/V?W):)6.#C8BM\0EQ MAP=);\A-?47 #>Y!
ME=VEQ3N5?@=LL_N$-@,L9R16L YE6\M+&M /!651F$H8[FAZ>^%_|^:F39 .[5A;TS/BS_4MC3E"LGY3Z M2YMCXPCLUUY]P^=?
Y]/IQ+19K!]D<_;+I+K\5+94@S;,LP/;G^*#&XQGXB>C M9*],.73"IND9?U MH]LG@WK5WV=NUYW6]:9QL+(]B]0I>
J^YP[]L;_JAA[9EF5')THU@6UO#B]. M/P['&8^VBWYGXS#+7CM4/^'B55_Y)I/,N*#+GVV?LZ?)"7>@9O@F)Q?W2;*7 MBBD_A@5X=,
[!$(+G=YF:LF8Z;T\C0UB65TVT.*(TFR'L[2Y)?K7;A]?XX0I> MGQ7X['7R68%#S0K<)2&MU@_Q*8->O'M^>9!?N.>7_58.]I]!#WQZ'G_N5OSF MI9QK>
()^8:UO" OGV>:MV&;_%^.XS9['Y'P]19#>G1\VZ RH9P0)+([I;SEG M<\6N'D-]3]-L!K-L+\2+CR*B(\|HVP6C'7&J69Q$<9:G.9%APHC@"24YYXQ$ M/,=N;
(FV;"?U-VY$]:Y'8.PLURR.XZURS5Z8T8O"9)OM-X-9<282DEB->"XX(K(.*8D9C*WF-2H M8O86F!R/6)IZ3'[)LA2OY@T\K%(4!RNHMHDU>$/X?
-7M/<(I>XH^Z.T]N"E[ M3]SN/'$W0MI'@9K7-8;/=[4#O/GW^N;?F]/2FYMVPX"LG9MMTL2,2;"YN*64 M"$DSDO,P)CK26G**K?E>( %UD:
[TH67M1]MM_YUB(-.;&&9[8W)Y'#PH(O X M^"K5ZS).\XPG1.O8$!%AN1!#4R*3-*),15&2;^#@\]U7V^-@DFY7H&XO6H.]?#?]U(]400]=*Q-
T\27[_;UICU(>I#<%4BF*NR/Y>O N\T\K%3PW0L'7'L%-?& ML!R+3H(_16&1& M1DEJ2!:E$:"Q F35FA+.XS0'.R-17+^@E;&S&%;A8UAW;W8LFML,
D]OO/O> MUSU^ZK>V[=E] =64I<*$QA C#2>"R8ADB.W';5V6'!;5U[ MP^O7K8JZLRI"S]O[FT<\YFIJRK8(ZDI!>P!&">.JIL0R1B.
\F:*#;DNS.3:D^DZF5]3)Z&,_=0D-O[2U)*4RY!$.;6@[<=9E\DN M=)"7)-,D\T X7 HSS% IJ"&Q%@"$6J1 8=R0,!<1IQE->+Q!85(S"W2E22; M^
11:TEN$T8X!5M264*&R00EJB*;H>#KAW1;4V!\/+^^-_2$6L_*E?@>?6[D?I0,'5Q7MP!9ENTCPWNM]])'@3H_Z
M8=$9\5'H=)2'DT/.H=CA^;+/%HIR847.(T+SD!&!YX0YC011<9J:.#4JW0Q$ MW"9@X]ZCBS^Z]F%M^T[
],_VEP+MN_\%8^7QF40L>N$X[;T\YWOSA*&A(,53 M)47T.M+AH'I+'2Q'>:FQ%KXNA4J$LH0E6A&A,T/2*(7?0IZ!/! )9>;5L,;/ M<_,[O.;;I9EV^<
M[$"2)%Z2>$GB))!+R640AW+ M',.O*5MJ=O$%LT3D3.PI7@4HMBRF L46<)B@%M)L>7EJ_KE=E:>(J:9MZ&\ M#;43UD'B?
1=\.I_.9T8'!7*_:1[5N]D+%6]/>7OJ?N?NJZ8,"S2*^*&5?_F*!SN@@W@<_M_%HU30 K'K@E?V)9E:>M0MQK;&]=GO$GV0!Q3W#F -)!@S/'^C*JZAP=\P9U
M-"Q5TRZXT40"2,I3$P 28X6:R@;5?-;,9%NYQCVB<;V[JO/S"N<#=!OH>=T_M"%Y45'H<_%Q,W"M>X>WP[2BX/#-
EH/&EQ849!=,*UZ"0D[MN6GWNQO"#'_[M M_Z2,T?=KMYA_SHL+D&'EK'%?A^]_' XTH+79C&Z=7P)7JH +QP)=OK M4. V 2S
Q!5G:6N]@<72S.OK[I)S,SN#W5DE_JOKLCY$59!5YENM,@-&= M8^ .@%6>I(*DAK%82LY3%>\"0K^J,Z/G$_/9W@131_,GI>[H[_EE6?>4][_=
MQE:Z8\J>)U9XH.5*V2J0:W6G=EV=*7N3ZDP\&\=;5CP:TRW+.FU9G2ED8_J2 MU9G\%/T4]V**
RPCMO^EKPY\>HO*7O%!5/;:98FX7[JRE"XK)FA3]H./FW4O M?6FPG?+4(4[8<]F#7/8[%I?U3+83FAN@(G!4]41'@;E20+TKCAPM9]*7&3VN M,J.
[I"^L">DQT"OOGE\>S2_<\[XM7S#T'>8DS& [R$N>P^<5+G#VW4O>?00]\ M>H]VI V!5W;J7YB7!9XVTXK6Z0R^DP-MQM_O1DB
M=%>0G._9XE,=?:KCMH7[;9;F2@LBLDQCE]B0Y"KD1&HFA&2,*K.3=MD]-Y^T MS/R[BZ+],%U@9/.I:>9&N_C(M>2,-
AAPVYHQ?"3H"Y=8'FA.XJNRCL=+CY?' M@Y=:9BIFL2:6Y=B_F*4DXU(#]@%>LBS.&=MHC[5-\_+SU>>KST
M>+DSO,P5DS;)8Q)A\JZP5)-4IRD!S+-6ZS@4=">9BV^B7_*0>;ST>.GQTN/E MKO R$V&4Z#PDD8EC(BB/2:[AG\Q$]0;(S$S.-
O1+S2R#@I":94*B3YEA'+V&$ M4RNHY%I*,P2\I*,L>M6"""7N.E[XTT!L[G)>IWBWA>\%VH!6 WE"T'57A'YO0 MG$LIB$RM)B+*,I+Q/
5!952B62*$V2C\LT-G]]42 / MGAX\/7@^ CRYDEF(K1TB*7, SU"0')TD0AF9T2C/HD2]H.?Y%<#SU1W0QPJ> MP^ 0CZ=O3PE'C*-Y:WG<0N'CCW?
>^[O%3?UKA8BQFJ2:R >*; B63LM*F? YW:[4N_^6< MYE?O"']O)^:*Z*(VCOJPG.#\O'ROBV8ZD=?O\-M%T=SEF4?1SJ(]F@_^/N\
MF17VNG^ANY684K^?5DWAGEV;B<0"I:O%SQ8$>O5(*@S9]D5YGY?5\+S=#>G:
MSK8[V>_+DI1M]44Z*$H8QDW57!W+]"UC7]F.WT>WQB^N"^DY.+N5UTQ62 M6]WS?
A<=/[@=6Z&"C=W<[.;M*_^M\NZT^&Z6&YEH'1(9"@5KJA61(K0DMFE$#=6ADCNQM9;%=T]@7_N:RU^- MFM? ,*;Y>*4F8$/-V4@8T>-
M8+AG[(*3+='@9S-ZB*?MU5_9]4B,0C?=%9- M (T-L$]PB,=QG&Q;?C5*7KG@*QTS]LHE7\=AN.VM?I+'/S)>JQWLBP3[$G3;$I(O MV>BU=,\OOF2CU\
]!WF),UR"\A+GB/G%2YP]-T?WGT$/?'J^0]JOD'KD$_8L MX%G@]8L$#SL[X1GQYNWZWMF[?A&AI.%462)TQ$@JX,;4 M)%(+RSD581]:>2H+^>[V:,I/9
M^9>I*Z28E(7L_=#S6WKX MH)=$1B99DI HHQI CX8D5522-.-64F.2F&VT:M":1I*IC##0 XE(54PDS4-B
M9!KJG&A[T_)8>)>@Q'C'*;49H$H.FET>@M654$)WDDF9)3KG< MJ!^N%;=Y8A6A)D;0DX+D)K4DIS**TI39'&OH#AWT-C2]R&MZSW&R;E$8=]B(
M^FPGZ\?SZ:2Z-J9SLU931^*!+'7PY>M?O$O5UW'W==P?IIL?^B5[43D8LE3)
M%'1XSCF2<2!6[,O&9387EC&^4SC4BXED<6E#^:=HV>)-91$F8*2M"&89A M.E W;P,;!;\](!#3HRPFOTY:=U'1HXYD/7I[]#YR]+X=;>.4,8!510!Q&:!M
MR$FNDHA$21)F,G1]&5W62L,IY42E&+(@>$+2F -P\CQ+C)&@GV[TT,PSG838 M=Y-ES&)P R<9_$U";=)(QRKG:;:'Z!J.(D$]OGI\]?CJ\75G!X66:YLP3E*E
M-2MC:DF:"$;R2.?YQO5]N+8YJ&PEN0Y'BZF-(++)2=26!5+F\:#]17< MBZ\B>V&G^4&AZZ"BEV%-
#A2WO;#RU>2/M)K\ZSC+,Y[8*$LRDDE!BR]N]QCN,?PESXSU&/MB&)M'@(LY5411 ME^&749(+R8G2H-0FN8J,W>R?_(0V"GN$L:_N./'OC MW?
>^[K%K]=QN71M]I;1)$RZL($"H$:;$N0C7E*@TY4:(&#@RW45?*>#+ZMQ\ MDU<_%XV:5,W\41VBW+)C%[=R]HZ(<2*R[Q?M^ESC(3&../_^YE*O;/-
S^NGM MJI3V#@@A&O?M"@:PA&8ML6#G[;1VM@;/FS(@>5N@SO@!4T!B DD%,"C WDA MBXGK:V4NX'.0&J,
%N(L:%L$7AB7S5&:4]E'#Q90&/P\NG$UDV;;\M!UNN_DY17IAF!O^Y2VIS M8?"+T[JZA+OPW=V2!),BKV7=KH7K^24#.X<97,A)UWX/YE-=HN#KQW?;
DBW M:FL]!P*LC#H.3N[X9K18T/5)!DK6]37LR>669Q(H!)9ZP9G*W"%8$BY;(JF M,7CVI]M&]817[CYJBZ<6L-&24%N)&0B*2)6G)*$LI%F2Q"';B-K*4L-
3N)$D M'!U\/-88B9-0;@ &E98VR:.;6/NYWZ5?844^]'N$*[6FU_SEZ\|+I29>4VJB MATY"Z/AN_]SKTT 5T]@"&\X
N33P=$;4$YBHS0A6@B7Q:E)+B)!LI1E,$ .$P]@4NHL MN 0Y4KS="I1NKB#+G0PU_3Q0NIM_SE&,+Y2##Y__Y]/(),P"&*0V<-6X79A^
MDL&TKE#T:UB2P/09G;7!-R$S*1"@Q6S4S=LM2&WLO-1M]TR0K.T5@02[M 11
MKL!0@]^Z9Z&B@E>99AS\/'=Z!Q96=F*\AH'7^.;!84IW+64O8L^48'LELVQ]E)5,]W*!:YSC\%-T_B!TRQ=I)U[@8.0A5;= MW8[9S$Y]E8N! ,V:XL+1?
BXG3MMTK6SQT7\IL9AI\!4?U02GU86I2T?_-V:Q MX+T5KEKP @SSY=>]O12?_*Z8@?&@[K9#:C.5A5XNHUM=;*P; &;6.+M6LWY#
M8NG4_3MVMM^FYLS ,,=KKI?;/"L[=S(8G>I,FI184"( 3(PB66@PFLA(RC*K M:+:3YM5._W"FU2E(@.NEJZ'9I@EUF!Z$ZR =!\LU*8[#=_"+ R2XV $._.^D
M+0@,M+:KR46+,A,PZB@('?@&#_:R_+ ZE4/0>1XU2TUA6PCGX5W MB:&;J9]$QS.]\-8PN=UB+ MJ..N4;"8N7-Y-*#8Y9-K(&V8(KY@Q3NQ=&L492OW
,M'_4RJ:5%VOA)81GG] M<'\4 (K-NO;DH!_6>3&K.\>"T^;=&&Q1PAK\?:Y/N^L*"Y]?C]K!X1+W,X"! M+$;/BV50&>ME^M3!VWHI@5IYW_IEY[-
>I15T4S0Y4N@#?VS=3+:M8[5_"VND %6X,<:Y;MW!=@NX187!7@+D<=)4AC MM]CPEOED0YQ6V/&].0OLI+IM(X. E
(T2J:HT&W.W5<2'M5.5IU6E7CI%Z-1]V$]U]CFK: M+6_A9=5/Z32D_M7.&3<')&B/K.#E90\;MRP \(9LV]SW6M)I"=NA6QOPKG4I M<5G@^@4'MNRY\K
S,.!R@Q>63H_1'1N9F^\'Q<<)T?N1!]N;MEK1[6.JL0:Y MLWYN[N^H50D[ L%A:=!MZW/G.W7#OF]0;DT6 X(/FP*F.P[^;W5I@&U':P[? MV3HE(K;
(&FX#W?=T:3"N[/QB3;][7.V\Y#VN:P$31IVP+APT.2WYCAT>W7SQ MO&SWI+IM,=W%TIU#XHCNFKA;F7-YW0JH=@O?0+?+#&>&B8BP) )#,5(I2?,\
MEIHEI]0JCC,;!2WT>V^&B=POIAI5;R\Z1SI(-7\K)QT"V0H]@_F^H47@6F M5?!I*?Z?
*&OV\X3T8*7H9]0YS@IC5TQ[]%XT"%/G\A].K;DHS&6S\,9<#@($RC M!30JQ+7:B3W4"\[EWP%'3Y?T"N, T*SP"B=UW6/"7\>CX -HJEJZIY[,&] / M09;A-
%J%%Z]#]V1[.*469X'X>3O*-7"\'0/#&WOS[Q\DGKH5_SYJ9-D0T"X* M>Q<0JC!*::P!RO+0$!%K2[+$6&)$%%FI;1)%&][V;8#P2WM"B";.QRM8+5#'
M/\!R5*CI_'2]Y/P3%"W?<-N>!9![R2M(6;;"T]"6"::H\*.>MB0TT+6 $:33 MHE"=7VKH[XX")_L8FXZQNYB==K NM +TEZJ/+L+QP$KB\/%R,I'7U;RK*OR^
M?5U(Z9A^W]\ VSR1T\:\:Q4PKJ:?AU< %K[[.]N2Y2] #QK%=1W_3/NRH!U MKQ7IF(89OO<*5P@'V4T:EOSJ_7?
_<<^]X>O>%HXC%KWN*\>"O>XDTW$B6+;R M\\KS>Q57YB-XUC0Y<\K4]3K3S=,7VNZ>]-+TRD-KR\.[M-07K?;YF$MP*.; M$1Y?/V!T\: Z_>VL-
B;X#3X.:X*/)9[9K7EE?<]@SW6>ZW;-=;^#=>Z9[F ; M=6];;>PE>UWOM->MWVY:+VLBLX\WAX8_7PR->#W2MH&)Y? M#H5?N.<7SR^>7[Q]\?
SB^<7+EV$;GP_4B-VQ]?E&-6*?D:_2G7^_VX+F#J0@ M[L-@=" 3]9/;U\EY$CWLOI4>D\)IZ$8'FO!S8\APP-:MKFBJ.OE#O@+?7 MD-@BU1BI%6<*"5"
(A2 E+0F)%$L>9YH MQJW=J.D6A<9&%M!/*NQ$GRA&,AHI$H5"\%"I5,5R0, 6CEAV=_FM?>4"#VP> MV#RPW0-L:6:-EB%A6F$',.
(3%A*.*6@@$56I.&&QJ:XC$!#RPD6#B9"YQG) M36Z(9"S***-@>H;# 38>C](L\|#F@6WH6^J!;8? QA@7D;8A297 Y@0A)ZD$ MR]2FPE@FN50VV3!%P>
(,+0_(V_<,GOM4NI($2'!RXIVDOF&];UC_&D(MSE*3B,P2F84A$4;% M)-^#&/+4Q=I',M EEKNV W!#9*,E>
MV+UZ4)WHO4+O8=/#Y@.PF0'RJ=!RHJ0[8@(1F%.AP.;ZCCS,.FATT/FQXV=P6;:<1S+CDE*3.*
M"""DIR3.1$6J9B)5A420W:GY&,@9XU3GAF<7R>"PDJ;$)84+I/-USDV%YO*' M)LM&E+_PH9?'38^;'C>/"3=I:)B1*B'&1F!Q)S(G,@XY2;A-;6AI3!-Y$S>U
MB65B64ZB*%)HF^]C?_:W.><\XD;MJ;)2Y4E(PB0&@12F(%>R+";YPG7,D]5NEF\XFR2&M& M)(LY-
FI'(:8$H2"I,L,4S,W#Z,>1CV,'A6,JBA3N6*&A"9C1.0V(5D>QT1%S(@HBWG.-T[CGME! MY95A-(Y&&:
<>1CV,>ACU,/I2VFC&69PQ2^*8@8$>"DIR21,B(T,CL/8MSS>Z M+4O-+("G)AEHKVC46P+PRPBG5E#)M91F0# :9:.$OG#FQH'!Z*J?&7['+D[_M?
```

~~7N'R+O[1@X"4&^\^][7/7:E^J:8:B(;H+^I/#6DK+3I[_ENK5_?A;S_X.S!- M8:_[%[I;B2GU^VG5N&["[UP/Z>+"K+;.6=#HU2,),63;=W-[7B7)Y^T8'BFM~~
~~MT'5+ICU9GBT.3;K1%^6D*&$8,UEWK<;6OX!U;3]V&]V>G$@+DWLG)Y?RNNG: M$*WN>;^+CL;=CJU0P<9N[G;3]I.G7JC=K-~~
~~96AKD,222BE(!V#X(JMXRD44A= MW$EFU2YLA_8? ZVRFW?25W+LFV2OJ.VLV_>IF73G'P:=3D.>@>7R#!6I:~~
~~M,7P4W1,'N\?/F^>G,CB9UL4DP"+8ZUVK'?J[QN:S*I#8:+WH.F8OM[YINV 7 M,]?D'7NNR_IZU!/)R+5NE?~~
~~#4HM9D"N#LGHJ]R.&1TWFMSF1CX(*IJ:=FAMW0 M)P5(G<:X)IUP8S6#S^"5"V-A=86>,/W=IU^P#%"(4Y*E.B%"R(2D5*1$I2E+~~
~~MK+8JCC9R"G46&UF K\/!.73M>T[6CA\H_Q..[XX=?GT*#<^SQV[;V5:M3A[_. M@71=-^ !4HA-XHBFB2"2"MARJL >R[@B5$HN,Q'*R&Z&_FQ!~~
~~(7_(:Q13S;?J M1/US#III3S*F^7-=-*($CJ%K901)S). MDS '!29--VK%)#;D3.6,6$7QGBP$597EA"*L9%$JDSA]!DI\!!J97;ND3=/, MFD]-,S?ZI-~~
~~3X"]J(.R*7:'RWT_.M,>3\O,+W@R*'?_<*S2)*$TEIU$4$\-8 M#,IOGA')4DTBFD=IDD>)#,.-+#^:*!W!Y;'BG(A8Q22+K2!1FNM(,9J*S=3U~~
~~MX1%0.%@"6M&1WFY__9_4I .[YO N.T [4S-:_RE*"]@6U BP*_!-S-!SQP, M_ <<-M[%Z/M?.R7KCTX#TO12?_*X~~
~~[;)0=_>47TZO&_LH*,WL#:D0G1F@;)OSH&J7"[[3.##M5",, MB958L327UDJS1GQLR:L3?0]M= 0XZ\R:_!I6P".W,*\N!O#),7\OB$ PRK4B:FYP~~
~~Y1B;:JE8IC:,J[I2QN@& MC[R0;GZ3,R=F0=]!?V%["M!\MI\64G=7]I88IOZSHEXXFOFS+.21R)>=>K4I MRS*:&$YR0RD1:4R)U*$F###,1-~~
~~R(G&X4V]O&J_U5G1D]1\#[IHY M83?A]J#P/^ZY+QRGZ99W;GE;- X97?G9]CF/NBB]J;1C4VGM ,R+OMUP MFT_4/M9$;9FD*:-~~
~~Q2K(P,T1(%I$TS1*B0F'"2!C#,OK"Q5OZ2K21G5[=>VD:XCC(*1 2S_?#+K0V1NR4\=N6Q"_'(*E%/I M)H!E:%"LZ'>'%U229&.Q770&'PL?~~
~~5G+L826O>E;GXT6./%[D=TQH^0W^/&N" MCYC/X,-%=N?J]Y#F(^4\\@T4^7RDW"M%RKT0WOE(N;V8W\L@T&$$ENT<6 YC M67P~~
~~Q;,\W[\;K#R@JG,3R-FL+O)YZU"952Y9=+ M_GS)GR\-,LXBI+ER_>6Q\HQ0*26IY#F&79C<9'G&[$;](B6EB!4WA#$JB. < M/?~~
~~+2$"HM#96Q)DSM3>\Z8,8G!QF_5DUSFLM $/E1RBCG+[ORB M 0I?/1KYBA*T<0$:^'&!Y9>PYHNJFID7J3Y:T40/)-/Y8<62MSI]:[E9T;O~~
~~M+F[CHQ5W+#N]H;EB:,ZZNH1-6XT&"-!=4%>3"08E%%UTAA>'1Y/^I58&??/SB*GS>4*37A6SPR>O1~~
~~M_J3&G]0,6#$W*DXEI@5%24R)$%R2E*>61'$DK10RH>%&/YIM%/,_Z@J&\^N3 M:C<\3N..1IR_JAOI,]A7C>MZ!')*'M; 'XPB3:?~~
~~^QY=83KJ^G1]ZAMLH30? M!3+X@".1N@(6KZ=5UR#IAZ[?0W=UW^:A;/01#;*V$;Y[RC/4A[2G/"4)T2DH2$RC 6A M-@VE-I;%1FSV!%R)A+F?~~
~~+]7]#E7;:%6+'X 9L0F+I2O)84JOOJTW_J3O] M_6Q72'9'E>CY(!M_+3I1+@[-6V)9$ H809,Y=LB $0Z<8DP<"R%91K2.8/=I MJ+%I7$1"~~
~~(W*96$"T?,.K^A2*.07##\C%G!?S\\]EV_]B]W1"QW?7+'D[.L%< M3YSW&GYU:[$$KC,YDO:6=W.F~~
~~A.X:,9VM%XH0RJTI!9@09ZF]>)CVC,9+*6O]I"Z\V1]&^_!1@Q M9F1MDI^GN 5+H3^5UVY,,-5;\V^G;:ZL"SMIS@(,.5E(A-MN^("]LX.3=2EQ M)B]<>?~~
~~K@0D[F+N&V?0JF[,*(N^G &A7.L1 1+:\#">HZR(G@?[";MB%_=5X? MV(:3[O,_0($U"R'Q/W\]^6.QE'W*Y V]5*GE?S/']S^KM3V,] M.AH$];8R(@"B-H"~~
~~<*=K0@98&%SB/V7E+,N.!(PC@:Y;B>M@TN*^^ZMH@E] MH0A"2OX_CX%^B3SI@'!_C?X='+=%,W?[##P M\A-V6ZE(""7~~
~~MVDRK>N;4+EF4#9HR;E4FW:HT2R5Y1:,^-[)<" P0'P:[-4[Z=K<%O'XB+YMQ M$)R _;3RB I%$MIUY=JG-H"AS*H:SP8""T9J@+9)-Y3@EJ$XR[~~
~~H+ZK)!5IS MS3_:X])YV3FZ< CCX*]G8$_,4>]WPX;9+E%G!'+160NEDY,!GDXWO8V&=J$J MIO"Z46?2]-_D9E*]+SYL5O4\^GDECOPJZ*BZO-~~
~~SY"%KOY897_'5LJ;DZ[*D\KV)F;'\,Z ME!N?54AU@$D;7]1&%YMS P/Z[[=,N3F[;=F:67W+Z&; =&;C"9?%9&,,E_C0 M_C/GA2^ DV0-IBO6I$)Z<=H2$,HU<~~
~~QNLVNZ[!P!A<:)V6M0L-39/?PS#C[/ MZP"(&RWNNH-B1P5 EM8"7^#.U[!$D^N^\Z=97+@DR8Z:36/N8]8;-;@6#F!X M/[8/;\W-1=H4ASN30:M+;R:-~~
~~N72*:\^T"VVT MX_$[QML_!&ZK8*%/RA(7^DN+;_#V_C'_;^&NN3:XQ:Y?[\]@F+9E'T)WF,/' MP9?;8:7%GG;?E)QC1^[U+062Z/:S\W6.'')6\UDP~~
~~;*:N2F_Z&TKZ[-F[?S!4)&YQ]]W[F_>KZGP*FG]7V0VX87(]Z@: M^&48:MF MV'8^!,AV".,^:VZ0KD%9-UZI6FPMT M!"'ZH2?2R9 W]##>XL-~~
~~0Z!/[K^^F,&M2PA3[R[];*WOX+U(+5R](_R]G9@K MHHNZ[22+%=[FY^5[D!XPR>MW^.W[J=2XLBLA844[J"XZJOT 4S\ &_H7NEL)~~
~~MD!S@8>.8XIV#$]BOU5IIBQ/QJT<>>S]')7M>495GNB;8FH'ISL(79N79(N"L M&WU18J=U BA7=Z7YUK^ =6T_=AO=1IU)"Y-[)R>7\KKIZLZM[GF_B\~~
~~[2<3NV M0@4;N[G;3=M/L_%)9O]>ZL6@31BXHSQ]'[C)',&]/10JEP@Z;] !#MB'*-R8 M&@%P[6KG1_[G' C5U"#.JU;4 1!W4N)]?Q>JI/7<>~~
~~<3A0]!Z]+P]@W):[?L@ M.#6ETZT-#+ Z+Q2JZJT\A6];#1 TY*8Q\"?^CZ/Z!Z@I\,:F*DLSP:?BB[I" MG^^#O&X%RW3>RB*0N^J?~~
~~\Z+I'XHB""L5%X[$&U24G="=R7^8][V.?^WD0%&V M9T\XX.:Z >4#1V%.8;R3HI=.*'LN30[/-T&_RJ"(%!,<>NMR BT?&YP7[=$* MK,(%:%6!U'@\~~
~~7:OAR61H5+S^M+N M3DS6YA2;"O1*# SPM);GW1W%^52V M=TSG^01VZ,S("8C5V1G0T6Q35-<@>G7A=$@TI3JE#Y9(_J,TN)&]"M-.$[Y: MS $&%-~~
~~B%9M7:;NY@!ZT8+!/O+"BI%)ZJ. K&;UJKZPXS:7DBV[VU]06VYIX; MX=>/'\"6,JCMN!6XKN:M$E16=VN@08$*Z"EP &BNQNUSMWE F(YH8!!MR L^~~
~~MK]7KX8DSU".4H[@Y:K] 1JAT5(]0>0$/0 &OC9VX#82I7!3F$ABB! Y<^CKQ M\&?AZ6R7T$UO0>,XKPHVLB43I^A/W4W=4=_:^U3_+C<,*%S?~~
~~MZ(&MUXT"N6(4M.35DZ]:,PSJI6%0+0P#![I5^7>@6'?A@B;GI03%%EE?+0[W MU.KAWO(UJT:1>T\+&4!JJ\2_:7;TI.'<)(WI(@,:4'8H&%M$P85VGW>'8-~~
~~WC3NNN8+J9=*R.(L(]+)!]Z1ODLZ^P M3D5S-@K^;%"(N>?] OJ#.NM9:8;,CB8]!O#\>-"M[8S75E/XJR MF1:U0K9[#RSF>GW9-:S_@:%!T+ 3L?~~
~~_(+]5[88K%IT@:+O'0 *R<29.J?R M)A !UDR<78;6L;/U\ @$]L0X@V!6SU&@E*U"IPJ@CQ8&.TURY97-U"BW/^CQ M;_>D52M[R;&Z0]V95[,~~
~~(<6LMMM6Q](_NV,.Q&'IN6\()G-7I3!T'XRCQ>JNJ MO[.--FP"V#,,-3R593^Z58EQ6:XX*KI$Q>Y[>!6]"D8P:L^!8Q:;%N7P0J- M@T\P["ZJ;[3VY&~~
~~(1B;ZP@6_RZFS9#*VG9MBLSE8&G;9E"C?!EN#;.!B,>;\. MT G8/G55T*TNLI)E+]5:[=QMPXILU1:6D-NO=LCAAX6>^+L=F$$F'Z&)D1_~~
~~MSXWMAP4SRR=N@":.N_5PW:U"=2=]> B]COP*/3IM).V2NSL%$\17/B\F>':- M+BCW]F[H1T,H@"VX:+;_N%SD%+*$L)$Q-H7S4"3GYY5H-N6 M<\?~~
~~@+L(:_@'LP4-=?-4/G/(? \88X3&EX^&<6KT!A0PM\,S/S_O32/?_:GQ M4$^-N3\UWC.>>M*I\8'X=O<\W/;Y;2C;$C/MRV~~
~~M\7+$\XCG$2]'CL>NW&]F/."I/=K%-02^V*DG8)&KMZ6]/X0%\43NB=P3^;.E MX3-Z7QU\WZLOF),W[YJ@/T1$Q]&7ZJ!:4=[>;^I(&[PR-@JC>)\W?7?~~
~~D[/G7 M\^_>\2\=L8>= T/>=,^_GG^/EW_C:)1QNL^;[OG7\^_Q\F^4C1*:[?.FOX9? MH7>S'[5?X0/6X*EL4'?^!0^-!\TEQXJ(?!32T&^UY]H!3-~~
~~=S[:/]"*,L]6X$ MS[5#F*[GVL?N=3:*TP>CY_Q6>ZX]I*W<>ZY-1U$6'==6^U"$K2CESS5VQ)C6~~
~~M%7PNX]:N[=Z_C=9W"O#T38BF*^FLFD[[JXZ.SIT7&/>,:CXV/W.DQ' M/$O]7GNV'^W]Q$)KY;$T/;#,Z/@U)2F[OK@20TW%*Z]8E'Y&~~
~~(6M66?;:L0#8ZXM M-_M)E=WV$VK9B(:[.VS9O@+S81",1P>/#H>$#N%(<(\.'AT\.GATN,6[,HIW M6"K"HX-'!X\.AX,.8I2PW06"'~~
~~PZ^!B1K:CI6S63DV5T2&"NIJ9L?-$*#\ > M@.]R[="1"'=7^>)@$-C#@X<'#P__'2:C.$T\/'AX\/#@X6&S$"AH#SNLY>'A MP<.#AX?#@8=~~
~~(C,)T=W'L!P,//HQG*W+Z%>N*V+HZ[UT\5>E=.X<=\':LP8T_ MA".^WQU.'I.[UW.NY]U6Y=\3X7N??>O[U M_'O$_,M'--~~
~~GKC+YG*^/'=F*9C[^B>>OY]0MI*RHZ5?WV(R58T\T==711-496!K6KO M8O"^7N_K??~~
~~T(W(&Z>WV4KL<'CP\>']Z<9#P^>'SP^.#QP>.#QP>/#T>,#SZ* M9"MZ^MWX,B1[YPOU?F\?->+/K?9W3SW_^J@1S[W[NJ>>>WW4B.??_=U3S[\^~~
~~M:L1'C;RD0^$']"C\V(>,R-FL+O+Y3.83$\RJH*Q*O+RN)A/LI%MTE4R\"\)[M?;W7]RX@I@??Z\JK6AXE/$H\JR=>=N@8X8^-/31X:-~~
~~A&@6#4%SWS"H1'"8\2 M]]!+*-BA@X0/+'GEP)(-]X^JSL\K>,.9K,U9-0$B\9Z?'7$9&S-D,UW-<:W? M$)0?)XK_]&+H?/M"[#T^_Q".PNRE(/K&FGE-~~
~~SL/&,/?=P\:3@V@2#QH>-#QH M>-!X4NR.X+N+G/6PX6'#P\81P 8?9?%+U<0^#-CH'4KP/_I$W*^/&'X,?SY^ M GCU\YT[-~~
~~T9S[^OO6()O9R:PU61276*P3^L%:LRLP:(RL[- P;;+H@QL4'ZX]BZ)84-OGK_W7_<<5\X#M,M[MKB%AA@)E[G5:\X)QX=WIP.<9]>~~
~~M9D[WN/K3>SW]MV'G8]W_#\8.]]A]BXQ(=R3AEKK&"VN-3]&(=S6YEU:(@1;P MF__Z+O[N_FD^Z03QS7;]L6K!9371=Z[<+YV4_G96&Q/\!I^?-<''4AL=~~
~~M?#73F3G/31UP.MJ.;!YSQ#B$%?5\Y/EH-WST>U%Z-GHFK7DA[\'I&>#$/#C= M6#E&'\X1\\CC>>3(>>3!.@:>1SR/'#F/>#GB><3SB)#?(\Y((:~~
~~MPI[N$E=^F)=RKN$)^L%(E^$NB"=R3^2>R%\JJ\E7MX'G?%D-0O$Q@=N&=>U% MXM^Q5OT**1T?0>O;U[.O9=V_WU+.O9U_/OGN[IYY]/?L^S+Z^~~
~~M4LI6)/.A:F:K"2X>&;=E%U^@ZN +5.T07 =:H\^<:*^-.ZPH^#MK7>@S>(R>I M]X<_=J_3^&C=X9Y[![JGGGL?~~
~~S;W1>'>58SWW>N[UW/NZW'L$S=,]]^[3GGKN M?0+W[JZ.ZGYQ[_:!)#O,WMP_K\+GJ:GE#,NL?KR:FK(QS;N'"&@PU/(F^>/#~~
~~MP(A72UL\LNEZ*C[(;3VRZ7HJ/LAM/;+I>BH^R&T]J.F^^%FFFT=1:AC(NP@> MN,W99K_.'MGUWH/S: \. M]V>?^[CEGJ$]0]_.T'2'P6!'P=!>''ON'0SWU~~
~~M7PS]XJGVWE>!B?GUM,+NCJ/@U)2FEA/GMI :;BB:&?HN*A^W[7-G?.[,[6N6 MC4.?.N,M*@\2'B3NII?$@X0'"0\2'B3NM?~~
~~3&D0<)#Q(>)#Q(W*=)9!XDWBY3 MWWN,OOOO;]5,3I9Q+8'IXO]:N^16]8[X!_MX&$[--[V"T[W>LL]0WN&OMW. M2G9H:!T%0WMQ[+EW*-~~
~~R;A3NL:'@4W#N,+?<,[1GZ=H:F/L#%![B\G+OB5ZQ" M:.OJO'=95*5W5>P3@WDH?>Q>_Q ?@ZOB1Z\<>8[>I]U]#D>S8PCGWRE'>X'L~~
~~MV7H_=J=Y_#T='QJM@^NN(5W!4?_SDO9M?!N9F=53HHR@O3 MS,[AJV!2-=YOL4^LYD'UL7M]O-V$]WK'/3][?KY=2:+'4-79>RWV:E,]^WIQ~~
~~M[,6QY^<]W5TOCE_)9^%#+)Y,8)^0*TPS:PN>SLY,W2>%C(+2S+R:M$?,YF'5 MPZH_W/$[^SR./H+8SK!;(7R)ZC]W9W/4?[:(NA>BY<J]V]SDS5~~
~~MIGKV?33[)L<0:^$%LN?HO=I=G_+E@RV&ZK+XHZXNBJ:HRL!6M7=:^++)S][L M(RB;O,N0UL,KF[S7LMKCAL<-CQO[A!M>N? @X4'"@X17+CQN>-~~
~~SPN.%[N;R9 M,^EWXPN+[)V+UCOC?;R+/U[S'+VWN^OC77R\BV??HV1?'^^RGWON.=ISM(]W M\?$N;^.B^ %]%#_VP2YR-JN+?~~
~~#Z3^<0$LRHHJQ(OKZO)!/O1%ETU$N_4*YG M[WJ^ [7#':+V7ON>O:[FD<,CQU,.K;@'#A\1XT'"@\2]=1L\2GCUPB.'1XXG MJQ>~~
~~[ZW>WU\#A8V+>.B9FP\^DJO/S"MYP)FMS5DV MKR+:4?,R<8,N5-7_]VC^0_1B;J8;*S9\0/=G^AXL/%C<']JSNV]#Q8>+#Q8'#!8Q#LL~~
~~MU>W!PH.%!XN#!HO=E1$^2+#H'4OP/WH[W*^/&'_(X._7]=JXMUVV/J^\FNB; M#J7[1M->BJ]Z5\Q@%.K.5?IV5AL3G,/?9TU@2FUT\-5,9^8\-W7~~
~~Z2A@E ET M"$UE#=_-JF#VB#M6ST0>N<+QVRSPKM?SB[DPY=PT:_V@7FY@=PUC'/0#P5BR MVL@&MNE/;$P#>,RDJ,I14-5!2+\?~~
~~X9;^B0%W]]\$>EYC=-GLS#QJK\5HC3S^ MQ.CVS^+CX-M9T027L@FF=0%[#I,.=%W 7(+\.H!E[*<#OP3G[S &ZY M-),)_E^<3^OJPF~~
~~W<9Q_D7*/@#GO"7QM3N MZ_#]C^.GT^Y;H<.NB?=#U.]/C* MY\^D8KYDE2<3\2B 95%G0;%*Q+69R%F/H&:-C!=3Q*YRW1_P\JMQ\.<:W?- MS+~~
~~Z04M$*^OPU"GBN]-X3+\/;%V=!VDT9M^[VFJ/GMDJ4\[=4<%MK':3@W1Q M$:B);)K_^FX*G$?*2IM^KX'R\>N.N/[ECD^NWA'^WD[,%=%%;=0,]N =D-~~
~~W\ MO'ROBV8ZD=?O\-OW4ZDU+,#*N5?14E1W4M1^\/=Y,ROL=?]"=RN!";Z?5DWA MGNVV!B &-)XKI%MXYKN%\G/U2 WG.1BP5#9?~~
~~G]/"=;\U;$;W+^[+PK1M] M44Z*$H8QD_7LG9S/JO?K7\"ZMA^[C6Y/X*2%R;V3DTMYW;S_[C\6)-$]N=]% MIR:Z'5NA@HW=W.VFO;QUMX,=NL44ZO?~~
~~GB&335],&O;O.FU,0X3/\J^N^^::2 MZOZ1K>M?X;K^Q<99IX&%Z5CL2G:%\9@OGO4D?!_UNM82YT'KPMMEWIA2&93(M^.?'+]\^+#2JC^?~~
~~3275M4*7"1<&W?I-7P0<83S'KU:H@-Z5!,0:(7IV6L.8: MY44[M*+6P3_G@"DPEE8-_&LQ.ZOF,_>]<@_"5_\I'"?18FIP>SOHYKX=>++X~~
~~M#BZK^40'9_+"P*!A,7!S%ALW#DY 4 ?P%D1M5"1A7*#K+Z3X \-9)0B4Q]S) MXR=LTKHUEM*Q>*~~
~~(0/VH%MYY6L!]F%)P".=9RXC9):KBA:&:X4T!70P"5IXUT M73F.UT!&(,BTEMF*3MM2S/_?WK4^MXTC^<]W?P4K-[E*MB1%;TOVSE9YG'C7 MMWF-~~
~~D[FY;RZ(A"1,*%(#D+8U?_UU-\"'9-J2+-FF)&QM[<8B"* ;W;]^H FL M(FWD*X+BM==^M[6"KH#4@HH6ZT:_UEA7-~~
~~6BR1^N^MTLJ\>09H<_@QZT%0<'R M%VP^J)3YH&Z6J3'Y(# FVA_I=FK](G]DA<5>=$50@DG["#";$DQ]/- M;.$J=!6D>-(E,2OGL$DH(_&7]D%R-~~
~~(/\A)A=!:W+DQ[&>'S_-5<1IHEPN?&7 M4 J@%/R:I-=P..1(ZUT6':ZN[D/4V\E'4YZD&Y(AW,*E%ZF&@(!<_0]<4/I[$PYU& MEF#8?CS<7~~
~~NP%L)A,A+K+/\!@\MA1,/]>?"AH)*P)V?[46!6DC4=#+=S#LB* MKVX:"_=JG375PH3"_;*I0S?Y4N;%8N'[C2U3(7@D(IKM6;QZ'\5?P \S0=,~~
~~M+9WD0Y^[D0+(UJQPKL$BDG:I0C,)XBQ"#R*M,3R!?E4\X5(YT6R*]4301H$P M>R!T$JP:3 J$V@M#22Y>A4(S&%/%?@32CPUS[B:*K)#.M> W8"[~~
~~B@@@C4EM M4$.E4]&2:3,+,_W^OX0)+GW$!(IU$\H?"NPFUY;+X 9,"15,"K3&'JG%"(:+ MP#E-.#&2X4TT3FSQ$'Q5^~~
~~N['@H)K8Q95LZ;+VX4X@O16(;Q:.R<\X&$A[.W M%6JN_/ &NS7F]A.;I2U/XU&L(A/<$E]5TB],,,=SXST3%[&3, URF?MG+/1> MF,.'H.*1]IM)T6-J8@ F~~
~~#%0\4"Y4@QPWC<$A]C$&-I%\PB"'.S M(N3%P)I*^',:ZN%5IB'X. =?!&_0,\J6"'3@ (S&&=$Q10'3R^3/*M@,U\#% MET=Z\?(=1Q*(5=B!QP&M"-~~
~~ZY%J$I.CZN_DXM%=$IBW A>)$S.+R6I"KI>,) MG"D1JYTX\&'P<"6E>X0%@MZ$&H,PX&1OC+@PQP^#$7 &5B@*Y8S"&P6P#+H1~~
~~M0U_)H#OD/FP9+3*$$ /%PSY=L:FZ&TXEUS!&KAS=[3M.X*ZAO: 21N1_0>^QJ!W<\%U3N&1XQXHGA].DY!Z M IK!DEBZ,O<46V TH^-I]!WC)~~
~~M!_/PEN30A@*HGQ#ZH@)P;X<@ M<7/='\3>B$?YW!CY(6JG'CA(,@,ZUO(/I.GSF1B$+6F#S#.CFXHU,8Z-$IO MY/;N=.+QAI-E#3(TN1'@J+A,C9TAN!~~
~~[*N#S8*:%1!C:)@H'B!D&2N$CF2>(V MT+8V!-*A_!)X@B4XR\]O[QV&*JUI&E3,(B%CT]-KH)-M6*AD-Z'/32AXND@ M-=F:.O&,)ICHN#?7U0,]~~
~~M@,:ZG%Q<+3XO%Z([MN1OATK^.K;DSY;\ER.XS1C_",]X>YKNO0OZ:04+\-7K](LBE /AM! M;R.T^FQ"10P@0/%4%W76,P^PYIS'F"~~
~~(A&46)O#,7])HR!P8'7XQ%T>M(3<$Q*7$3<3J6HGT!"&_4*5;%,I? SCCIGN T&B[0@I@ISGS88,[=Y@M\73;^D);1$B<~~
~~MR4^=7/!#G>CCJ:+0_8%_FVGKMHWYMCG.8"5RX^@$,!MD%VA1W 5%)]U+:Q. MK]^YC_$^O/X&7S8USA\-@5\-~~

]>G78A2Y).1#S(ZV([\U%CK;5_BMTD-)_W"/P<<%03WBB5:'%P_DZ%^>ENQQN>D&7EF[B]<^.:@ MCPJ"SB=)7 ?//)P8A>QT2AXY!HDI5F/.
(Q.0+B[Z0AT:XB+M(>BD/1!F)&L(M47/@:G=!/TM$5%L%R82IO^O=$7B#Z9GF:>G$U-_^.P4E<4(OM(P$H9R078RE M2M.%28:LHE,ON"IB1'O2:7*-
\K)"N3$>]I>9R(KS1PAP[%S#()3RA.'#!>BI M.'JC8R1 M-)N;X7RO1/"$S5+T=G BY L'U<%^ ><@B!5CI,26TE\6,H;W M)OOT*].0/LU!QR_-+V?
NUGR6+@AO8'XLRFV&);M@H I%L5E6U9-%4":Y/3=V MFM$' +PS;))X5/%P*%R!YCC=)\&L>A:+ 3-@3C& L5(!)Q4< M'JXP4YM.#\CS!%(
W9#RI.YQDN)_>4E_MKQ%R37YR3^F.$-!.T=U>.K]4&)A M*0#N.U5-H"=,1D)OUL<3=)K^XF:+7N\1.V]BB#7?IKY/+L>2%)9,4;V@9^]X
M@8&FW[E4)9W$2[E(DQ9$XC!+" *#S:L^FT&X"?.]Y=Z)GGL(H0727M@D,^F MBA\K#LX7H&G"9#JH1W?]-O%*5=:QX=U;/_/*:/,M/7]!TU>L]$4Z?]/
,U:_6^I6FU MH1XX6;Q7>+!XMKXTEL.$K0N, N]++>U?%.\X/<&1=(=!+$@'/OGY M5?75PX2O=9?!B[`F,1[3?9P[-Y4.^FRQ3WJCY,/=C9+'"=
(JEQV4@://IEE/ M2]Q3GV-I]6BI'M$7V5:--I*U$IG]QU[M\Y0:O4VQ?4/[$F&L6."IMT\GG7N" M>TV+>PNHCE/L/VX]G'E M5$8Y{C)\B?
B0R#?2O%>+NM>D;M^C)"DS%8,!X@._(8H,#VNZXOU\"6,;ZDW][@M[W7]"W-,NG;(\Z5YT[EU2MY2G [[D]/=K7RDEV3 MW;Q8N5WO/X?
4O.2MRIOIC$44BR@64=80G$:EO7 .E\64QPO,CL=#%B8L3-SC M>%2:W:5%3(<-$];UL)AB,64-P6E6NCWK>FQQ3]OF]]:0O@M]I%E16 A6;L[(X<;
XT:KT M>M;[4L$M:A@<{"Q4- T:STC_8^ ;4!3MC^]6?1)VGQ[3;3)3%>(OQVW4&VTV+
M\#8/92'%0LJV*J;V'4]LM91%!HL,CT"&;]79V/L$M44'BPX6'1X3BK27GG"U MZ]CPK+FF-:N>'A/-E#]W1"=YZ&NCS+W!VU#*_?GX_I$:U:PU4:6\,,;?0ZX
M\+28$;N/Q8U*O?]4]>P+/-M10+:883'#8D:.8:U.??\!PT9W%BHL5&SL7K0J M[?I3Y8E+A!:V!LG"AH6-+<)&ZZE21/L!&DF2"/X?[]&E?V[]!N.M75*UVO7%
MNBGVO.P2YX=.6'JZ^=TWFYISEMZQ/G>.,.Z"=!&XDC,\5I9-H6RIV"2YG!D3 M7WA]0,W!&Y^3(9T;AM."$250Y7A27/,
IZ>S93@WAS,)8XT4W=F.O49B@E.! M06]"^1DN6'\I47WHX\H7 M%E4\Y;B"8N+'7B)WHF"ZSHV(QB D>$_X4>.U$]X$L+8]'BCA"29GE9QT_]2H
MU_I;%VCHB.]2H&#HR)^+N. "FC68@?V#E0-"9^VH':51+]-8@F8H7J'WW81?Q"0AM@'W8:Q0,J-?@$A/[5]]83J Q,V
MA^HW2X3+PX)I.C=A@'G@*ID&$\&CO_9(+]]W_UFIIVC M$S6G#1>C0$2/DX/>IG+@"._G5\#.R57K"F0^B&#%@$2.?_C)OSVA7#]4\2.E
M)G\T_Q:6Z0)FZX#-^C4W73(COR93WD2$MCQ9F-I[PST)+YP.PCAR/C'Y@T?. MI5_UE_S4KMD]['A=U@AB2"H)LSWN01+/PTEV0V"\]P"< X5^@
CH)'WG,@9G MN]$<5)L(EPBLW[@+*$VJ!YBL-^Y.W0@?-_JM-DD CA&$$?1N@!V0WRBRL5;# M4$[(Q7) -
{G4H(ROZA]GKAV7)\]]?.K*1OQ:A!Z/"$(6(B/#0?_HB+ T.&I_]DQ&!=5 M3LC#+@ MN?/NL]$K1\LCB.EM!-RXY1Y,WE?\]GJFZO5!:[.4'U4.?>3#?
GE<=M(]:5=;O M-;O><-CH=#J;3A6P\!&S?7YI87IBJ1;/\:O@[Q?;@@-!?AK!96VOVVXUF]5^ MK].LMCN=HVJ_[O:KK0'S8)G9P*T?;5-
PO\M)$#U*;H_Z1^U6KU>O,M<]JK;Y ML%GM'37=:IUU.KW!D7G MLSU69(Y]]XK?CL5 1&7*T'9K_U&B&.F#8= _+?TGS; *+Q-$9C0MH0I))<&$T
M%^>"B@Q3Q^95@/HP-@["B1ZJ4:_7ZJ^3%V !?395_%CAQYE@PA,>T&F)7(OD \3CY/V3@BM":+C^ZSS &!HUPKR[YY7&^]_TZ\O>>>!&%,QX%"YE
M\64H=X5B<4YKWC)S#];VMB2YFQ'O.8N4<<\PNXT/9_#VIRU*#@X=M\"3TM ME:=GO8\PCV M2W\$?>_-
)8U:XV];$X==.VS_Y0ACSEAB&FW$!*ORVU;CJE$;1Y/[%W8X+%Y8 MZMO#$P@HXW),&1F,ON^O\T:BA[D/_G#GX6MZ4M7=TX*FL51X%"G6_F8G1K4Q
MV[/ZD5#I4K"MR:YC;9?%^+VFR]JN);;K:6U7&6Q7LR2VZ\YI=MNU76N2M]QN M,6N[#A[C]Y4N:[L>M%U-
B+NL\7IYX]7*OOUPQWS"4KBW:&]1<:_ILFB_#.W/3C_N!BA:M%\;[<^8[R9? M_7T4P0^\3\]BO\7(PZ#+8O\R[`_X7PW(-)B_]K8_QZ_!A<6^BU$'B!=%OJ7
M0?_'TU]V R$M]*\-_1_9@/L6]2TZ'AA=#Z%^N]:VN ^X_ 7RPV[H\7]M7'_ MJ[Z1>H5\S_[IM_7J&O7V;BB U>R"DC^ZE^I8!D*-[Z?<'DI8YD,)^_90
MPAV#T+6NH-KXH"0Z;A"O*8[MTMRTN"WBW]^/BW1,8/??[O\\&U]P-\$-%X. M\[_F/CO0-QS_&0N9W8^]PE??
%?,B7LDBF;EGV(O]F>.R6.E[UY6YU!'"&7!' MWR*/=\P(&&; Q\P?XBTXV!%]BF$:T.V/<0 O47^ 1N-0 KW>$U_G4!Y\V.$S M(-O]6K>[_]&.[4>\T]VUEKYV
('JW@9Q>TO8!M$IWB-1@<#47?GS "OMNR$4 M>TO8!M+ ^YC+U+]Z6:\^,_+Z]% 5+F$VKEQ,-/H?7^]JG]OQ-3WL+?[_CA]! MX[KG,I>5^G?
]G?,_#$<_"_T_XW$8KWP:L]69]"AK"/%V0T^L_W.73"O^>RT9 M>TO8)MNO8\&'=P_[L]*_7Q*RMX1M$NV>IIGN1.QMU&N#P[TG[!PW$:]-NI= M/>K]#
8 *TBCU>\?LOIB(]{2$+8)VAV\Z.^M5.PM81M'NW>.$;6BOU\2LK>$ M;1+M%AVCRP+/.77=, XBO&Q]E2CX8&KN;1%VB8NPF_7G+\+^^[M!Z,W^\9]_
M?S>.)OX_ A3O2P_%$ @)85D639K#+]NXP //P, !$!G86EA+3?P M,C0P.3,P+GAS9.R]>W/C.)8G^O]^"MR:/S8KKEWYJ.Z>KHKIV9!E.L,$I3&
M=G9M;\6-#EJ$)'9!I)]D;*L__<7!B^ #)"6"(.7R[D179@H\P,'S/'_G/_[7 MRX:@)QPG013^Y;N//WSX#N%P$?E!N/K+=]_NSR?WTYN;[_[7?_Z/__A_SL_1 MY?
7-5_05/Z/)(@V>\&60+$B4[&*,WMU_^1]]GXN[6W2_6,..ARZCQ6Z#PQ2= MHW6:,G]^__[Y^?D'?QF$241V*>TN^6$1;=ZC\W-!?!IC#_X=77HI1C]_^O#I
M#^SU#-V$BQ_0A!!T!Y\EZ XG.'[`_@^,NQ==1O+G$ M2V]'TK]\MPO_N?-(L RP3R>78)B57 /M9[H:8?+S(MJ%:;Q7W;T\QN2'!"]^
M6$5/[\6/K%OY@9_&Y^E^BY/<"-EG4;QZ3W]^#S_#-Y_./_QX_N-'^25PT<06 M;XD7_GFR>ZP>E/@Q-RCZ;\;&N89TPG-#>/Z1C?K3AP\?W_^?+[=\0\G&)
A_MJ^:ZMO_Q/?S\Z'58S0P.J@=!?\|@/@O[HI_FV@NH?W_,?]:9!S1CH%D_IKE-C MP.%N\ZF*]"3X')KAF!V!Y/S3#VKBDS@;UM)+'MG']!]SP]\E
MYRO/VY8;BA_RO)8F44SYQY]^^ND]^_6[__P?"+&C$&RV49PB?B)NHP4;8 WW M\+=S.07G\$_G'S_1'?<#)?8="BO/DF'^WG<;A-P+1PU";:1C!R%W#?
3^1U._ME=NL58])W;T@_W(.?ZGMN_)6.6X \EC+RZ!]Y[G;HW7GA0FO/TPM%]#A-!XV M*:6#^AZ3-(&_U4Y+^?P?
MQ;R=H,_M%\'=2<>R:M^UW!^Q;^TXSEW51VW#2I> M.O;WI-7!KWHG+9R%0\Y!QS/PX_N%1Q8[PI]=?_RA^L)+"AN_])4V "\,HY3] M /\D_W&[#
<)EQ/^%_AMQE2P#/GDW=)_$!^+)<A?:JMQ MT'?9L(R?B7^4:V5Q!>\HTRVG4:A3V]1\[-,_4%D_\,F_^Q<>@2?]?HUQFGSD
MBWC0%PWK^!'641%$H!8(FD@GB@15Q,F^+:>-YQ[,6VWQFE .3UX:?-?-RSS MIZ.6&;W+=?+]V[(?N>5]UV2VG&VE>/0M]'9^0'_^U&;Q&VDT;($?
6VZ!K!\4 M+5'6$WJWDWU]CSZ];85^MH*%G="T$?Y@<2.\;0,+VV"Z]L(53F["JW_NJ-QT M]%XPTFG8$"\\:D.(WE 0(M[?V[ZPO2^\9'U-HN?
C;X<*"@U[X4_'[07:#V(= MO6V"]0VY0:8Q2LO#/[%F/CJ]? OVLU.],-Y'(2+8$LP+*I:AX):9X-\N_%V=,)\RZ9!M&[_1MG[3=)W?X"8<[^I]% MM.)CJES_BF8-
Z_JGTKH*&D@C\K9.;=>)/XCTH-VOJ0)UX;$K>K.E]ZCYT#9] MT["_UY:0?$JP^%C),\93:03?5O1MBMZB1_3RF5C/S2LS9]+:P-?O4U^V\F_
MQ7G)I73+WY3(*22@O OWM; N,2:%,<)GTG+0[\^#MR4YX10+2,-PA6FBH?AG:1,;-"S-CZ6ER7W^MBXMCLH]7@F7 MXV<2VLH-&M:F;!_(2"!.XVUE
M^K?VS>F?C&^9!,(-NZ!L8[!@_4/O9/=O!N.#S!$/WB,Q; 7MYX8EK39-H'?\ MZ[<5.=!&4;,FN08-JV*R5[RMR[&&"WUA:EO4K\R?
FDP8;RMD41NH7K1V'S6L M8]GJT:P9O*UM-Q6A>CF-[116L&PHJ5 7WI;,H70Z\7W&@T>T0W.)4R\@E@76 MNIX:MDW9B&-#ACU'V9#R5P8?
U=O^L^4[/723=2#7L)/*QJ46'M>WG6)7"3IT M.S1]T[#F91L54Y?>%M7JHD+FJK\C]#GX K.76'39![P'62^(KCOT@Z
CUI2^*CA]VPM'ZM2"O'FKQK6NVSF M$MKWVS&WO+39(660 K/EMP1/D@2#'"42:LH:W@?<8$/JV-B[[L10;MD39 M3*:VA'X)L#[A#
{17Q+IEPH#HF'^#5-=OVZ;SMKG?;,<<&<(C,MYQ@OB4$H- MV\1HM|MO$[VO+';Z[48YVM!76,OK'>APXD7>SY;F.Z0CC?KM\.\5QL*J[<"[
MDA+$'O[I[:9PO!T^V=@/M3EXL"'*5L>N&^(M$^]@5T"VIK]@>*^Q[SWAV%OA MRX#L(($&&B6S70IH*@#H9+@P+)!LV"YE$V?!V9#?-
K+O\PGO'(G>>>,$:?V_ M72A'[Y[=9N/%] *81RF=BX!*"]%F$X5\C]]>%F3G8_\ZCC9B]]<9[RTV4G?] M#7NJ;A\[RD^"-A2:AB(CT-N)3D2M*1#4?
M,&\S;!NL2TWNHRMORTX:M439H MZI' ;]JOE;LD%S+:N,Y'?->PR&4+9H[RVR]]<&QG_^B12R_UKJ,X\S;Q>3[4
M[=V*9,/>]{CR:W:*GR.]:P"A]!#]-0<8(/I_VSO'.L4#7JS#B$2K_6VP@'Q\Y;UHL0/:D6G8"F43:/56T#62 MK#LD^LNY0M[V1>=]{(5KAY&&-KY9+O-"
0,#O{(7[9/8/$"OKS#2R3^J.*!6 9A.E[/]B\%VW>>1WN+ ,Q_GD= MXV5[@-Y_T[X$&-"_?)<&$FRT1$, 61D;_#/"R47CN<^SO(\=II-/W]*.-%X3=
M!YTCT\^861?G&[QYQ/&Q ZZBT.N892EY%#QSC9>#_@ M71QMX3^LY_?TQEDJ+IX#'\?GH1?'T7.;22=QK+X%XN?B+Y2;CW\&Y/]/#+WV
MWZKI'LU.&?Q6#B(!>R'<9^=!BC=E!EH#[OY,-:7Z(S,%9,\E M23;P@PGUQ]-A>++U;!U#:Q2<%:!5K7%927_ROD/';_-1XVZZE/7[W2[@;?
Y=@3W\:','$1N MF+OY4);;*)S ?5?KVG)T!;88PUAT,'O3U;TCIR^%/<9;4G/*W4%9M@=S>P1U MQR^JO=5M3<\QAT>G5Q[!?
<>^!N9EAF$G6;DH#Z_*841=[(!YR0MMU_U0BB/0=1%[UO2 M$_I;!C]L3XX_7BML@W=83AN&95]/.L'=3#T'!P7@6QC031 M,40G5%>]{3%
Y=/8Y>E&]BV1/YY_/63R)\YRB%=,D_><8M@88A4U#^#>,N? MSC]^.O_X)\9A%;7ZX1)H>DO_)%H#=>.8?^2=0T-%/4CA T4FWRM^H?*FGRN2
MJ3J.%KFF].]>&E5$:ZHPR:67/+*1[)+SE>=MV2YZCTF:R']AR\TF0OS#*W]6> MIF/#_2/ZKYB(_[+=S4-WQ\YZ/+&@W_Y^Y<@##:[S1V]:X*82MO!"SU^5
!? M49&-*RUW<.(*XSOHTV-'W'F:P?IT$R9IS,,T7P+3-%O_=X04.GL (,V"CU:>6]X^05[XE>+FC1VU9')NAD>51",4QC1:_ M"4FB:A@5K:PL'TS?<*K8)O.
(ZOWD_P;; M:>07IZNAL>W#C_W NPT>8ZJ&4XFS\I-7FE@>P3P.-A@MAPW2$F9B6/>O)Q9[^91LE'OD<1[MM0DF0';/[T#9,,=YA7W,G MF2\J1YT[/17
4[R-/^,M2G<6?&^]GC4?S7@[D@QG?1T{@5^^4296@TXW"_,K&_>BDUB7]ZS=8$,&SUT]/>0DWB92T8KC-O0>+#!?^P2*BH_]'
TD$D;,M2M%^,Q5T_$ M_|+[1R_\S7S+YAN,@F2!ZK?7]#^?CM@FK6/;+]:5'"$.ZMXK_7>[$YG$J3:) M]&_9!-*_4*DZ\G>+=!;?X_B):F@5QV8 Z/;]\E=-,'I
)V:!J^FKP=BY M:!H@ >LB?8&ST\5\%5$?GXM/%_HOWCRB>$B^I4PD.H3#<.:5OZFPYI2L0I-?> M@EUH-3P9FP\G6= [XHX]&97GV-
!HL,%.XAB<(U(XIW*YE_V+YF)):KDYE,I@ M[(+>X25KKI'0"YT.EAX*JAC3/S.;Z>0Q26,Z6 .C[,]WI!?+Q/)B!'&%,FQL M.MAJB%Q#"-L
IS_,VR]!NI[NDI1>O7'3X]SZ\Y%8E:?T4.QATVS _-#*OESX MQ*FQ98IA3LD-%2!?J QG-*\4VXW(*X$MZFW#5*/-)SN P@,QJ1FF.:F@)LD
MV67)UP6.3*U'M$;S&&>^]P)=BU]4+Q'YC:2AJ,"P=16PL]N#FW5&&>@@_!O%
M+*;R_5,0+AH]$<7FEO6DR6(1TUT\QZ%'TKTFGU;&P]GZF%N)G<3+74QO MESF.@\|C_]T=V^&]S)=$>8]9FOHL7:
{]QY\0SV=6.HV5Y082+;$*%O">Z"ZJ6 MH=C$\@BH8*84MLRC89(@6GTR\#4!X.]2M G"'5W9S/-R@:D(IP>#7KW0NR&* M?2]+QGLFB(*D"D)11
C(IL*+4'O5]-/C8-/(@7E]]99<$]L[<@=4>?19B$GE MW51J,Z)WF;^8_/(T7[&'?S^28U7MTOR*T]F2[F]ZB>H!^*V.S6$41V5?H7)2 MP,=
[21]ND[^CS9>6#Y%|P>XP"_N/0M[[37B/V2T#DIT4T86PEXC4HH=H"@+O MI'1?623L2!1C,5(&:;'\^W!B33X.];8I8,W4?# &KKPXI.NMLDXNO"18&$9?
MW794WHW9EMEXHBL6PWB AZ/PX6!,E4Y@@\9D;C\V49\KXY/%/W=!PN)PS%&= M,;\?
T")1MKTI5V2]C[;5I\/9Q@FCBPVIZ6*3F4SB[3X>T/::>O3&]>4]1B6U MW6;"KA+O P6@6G-6GPXW&GCF5-W>!O%S#Q??U\8F_<3."TV-%'T8 ?-?2O_-
TB!]M4$5YMJ8/A#ARSSPDN M&M:NNJU5@6S!HP3YR,5?LD&+?_C[M_O""+4?1A"L![%6M5&BI8;6@QI>8&_.
M:9L=9%+\PER#:9+MS>I0A\:OAMNF_C]V(I[Q(F.0S4PJ;Z[)$!$WX$X7P31) M97QE?=N1>#Z;5$%3:^L)*'4&C,KHR/HOG!BQ#0]AFR^&U]S _,;/9B
MW[0#:CZP/,GWNT<2;.AR1O$M3E-F?LVM;]4|-W\TG]D[CNCXU7XR*A-&522R(9KY:#(G\,@V124=3F@,\W972E-8 < MRV#|\<@07'NRW
MZ5\N%#'#:+%J/27L0--\S&ED @YFU@],_9HF[;#|\^BDNZ\ M@&ZW2<*1_%0XG(@HA6STYQ#[8.T-_,'+*^_7(RG9SC#$\1:G.X^()-2:+,/J ME@.*LFH/J,
(,3<:/ND^&TZW"E*XMV=$+"]_CA4)_.IMZK.+&C\;SJ?]O(7 MG*XC7TN$,WD5#*V=QOQ4SG3I9]MBV:%@@:#LU(/HL>C6VA"0_CL=_D;@6PIL
MSU'(XK/-QJ#Z;VS'#&6Q)";UT-QNB!@X\1\81-%<4-]VN#V@MG>EMY)N9A&2 M4'M2NE*SO&^N,>17$O/;G&\P%F]X@QW6U'H$>Z?

Z;=4Q%^&BV/%RJ>7-T7Y; M6>MH5+$UPI)]$4'111Y)3G\IF1F.(C%D'LVW^I0@O86CVWI"GRX?GJ]KXA73 MY\N_#ZGV9X%CDS2-@T>ZI^'*C
X*VCRJN^&NQ\]!N,, MUHAXY='DR2(.MJ:LUC9?C,&[7(]<8S_R,$LJX.)X 8;/8T(JPD-QO1? MO3B :89L@#,
B#AII?;AGTU>VEZ(FZP^J2BGIY#J*=5A&+6*X5DU'C#"FUY"P8(50TG6]8'XU6W'*3L9LYJ/RJ&HH3:2;==P M@56V'?!8,P"&2N"%^BW8YDO+K^@O=-
>#T>4BVA$?Q[>W4[-7P=AVL*D&'\%L MJ4$OU;@7JML.%P0$,&/"\%4K;E[0?4,[D M.=VW '9LJKX55]407=[Z\WZRAE2MIEN(ON8#:),W5/_=<)
<,G4W390(_]9-W MR&KO\KP05F4%ZD1<@H4"'(;U&86-GSJ&_T\Q2UA\PE#XKEJ>;&SN&)GQOW=> M3,=!]CS-M&*TII;NK8H&6-
LMP%=.L^6J;/]#*OS[=H M=F 4D^2SI:?H\C7D\?N(V(&%#1^,*"A@T5JSNGIJ8Y=K6EH>8\\/$?7]+J! MW!+A!#5!YS8V'V<>CJPPUTH!.(;2&.7FS['93-
GX61^6_W4$-HCJR]#4RNEK MDM78-.6L%EL,##I@DO4'1@S-1]+4^<"K6@X8;? LRLF!M36.0OK'!8<'GTV^'8'A2CPM5*F>+?4R M, =:K5J2&4,
(8J;PX*0FQ'9CB&P7["7S61(P@RJ,)7DBZWQA4^ ME(SM-,,X6F#LLU,D)E^E-)HC$@_Z="2NJX(;FB%DLCS/%(NMULJKU8*,Y242 M7IZ[R//-
TGNYT:OAHPCT+AQ;9#@ZKY8, UH?,J$>YV'H'GHZZ0 MC:FY8WL5N IKC%3L9T=#$L;Q_<=/CP]0I;MB6*4F@]IVZ3L"_X%'Y8G>SI Y MJ4IXL""J&N-O\
[?#YY(*,2'_=K9.,Z_YUO$>Y]7P>!C(-?VWXIFL;SO5LO48@6OEDLLS?,0GI#]TE1RLR61P9@UJ0X-AZ7QLS%EL]::
M6LWM[;LXH2)7FY"IYO;]E,70=*?:^.BZYB/0JED\EM(*95)AL[;5GD!/%1@N MO7TB?=@8G-=3CRP
L9;YYR>K58Q7<'=DT1N5%;KLT!S_FU1K9@_SFJ!>.@D ME4_@#S4F2)L]C V4*ZOXUQ&4JX[02.!BIW3CKJ(X^!=;M=ILN!8?6C[4@%K, M]@W?8'5 $*:F
SHJ:PL6\A BV!I4+:?_YS]X+T9/YN&4+"_$E.Y>\B4*<>K% M>U%=ZR&ZP! @=+&?K@.<)8;.ELM@4;U(QY 9V'K>JL14JT\&3'**5K&W70>+
M"93K$=N)V_5?V(DAT6MU0V^@A($W+2! ,:#[A9?A MJ7J(4@G__O [E0J(7)-DH\\CF.=E36$_=198VD6M_K892&L_[D M %OJ8]JKFHXQ[,$,(-
OPT8#N\FV,Z4L!>P%2,3=0U^%?=9NL[HLAGYE",37A M!D_FWKY& &_^;@P6?7"V'6I%;/VY;2&'G546Z<;MS!.JV#%SIEGL;/S&L;&3
MFRZO0A\,9#6&SGR[L2E@"F?CV-(#500&SC9A21236@6KHN&HZUXP-_ICL=K1 M'>9&62P"1OE6H_)5!"8OVJ#..=)[MV/8!1=M=\'%T+M
*33":'J!0[PT5HLR MM>[=TGI;BRE:T]S1[4S[!C'V?K]YC$C%K9S_?12 +C7.ZU*S85/'<[*!T3%9 M:MACPD"-*%K?
=@P2FPUM[FARPZ6RRSBPB/D48RSMV[@V(+SQLY'$?C:6*V8 M(1;+'VOTAK-[19'_')#BA5OZV7:A!"&UT$VA'_2JB\#4U*FM205M9,8]CQCL
M3N:VPT9>-=DM"XUL)P)A A9/@_NDLHGM$$8<+M8;+_YM%@,LX;?0>_("(NO@ M,$FX)K2Q]<6"FF5F M&$3$181@)J!3J:$Y0^$82B-YCJ?\
[:2[+7L\#W^$FZD,'G^@!6@) :D^DJCY MN^&O(%EOO.DB4>W&X((N>>9A5+<:9/UPHP/= ^ZQ']3V$SG#AGD'(ZI/)@";EB\T2JB[V>5!^WL04
M!WHT/3PT%O/M/V7TK3,I=^'C@VJQZ&U0[@JL,P M[,[AU]:-O97P?MS+ ?C*X0+S/ %X5UK#!II3$GKM;U1:Q!75:U),^9DMN3CW
M$#$SF^F&.HR&4_"0ZX#@6,3+%R404RNGLKT"!&?-OH5!*N7LPV7T&EHC\A,K M/^0_-I3=6UE(DO:Q M\=:[<72$Q>O(,X,9>)LQN,[8=+B7M7*O-
=5R-'\RJA="V8>^A;Y "<'PYH'] MN.H![49K:"NN%LG6H"G5?# *V$8M$BNYV.N_U!AE#R!@.]PLJTE=AD:1#'6PQ(M*Z(&5=6@C&V'BV"!&")>&\
<4Q**U&(TIH4D4&&$QYSRBHG0E5[SS+3YP>O:O M-CA>TKVRW,HU-O P+V 1H2@R_'X6*?+:_106G^H/>; MX:/9E&%J.ZSUWG
M:X&B!U8$+7\^G*LVP[T'T)%FN*F:#P9TR(=PD;%\>*-' M7FLR?$YK:P&H[HL1^;0:P5G[162UAZ.;+U!<_IU#\YCTIRXDAY0PLB3)I#Y+
MLKF@X['4A@_1KJMZ4F@TELC-VB%7->T/OI[NZV+I8BB)F"F=^T;;50=JH[$_
MB^"TAONPZ2OG(2++H>#&,UI/?"8#B^TZ&#=&8@WW=E"19\MYU3- M6 1;C]QA>%=]L))G42%&=; CV5$5OZB53VH^&"X,"@"K[_"TR-
%7VEC>E^Q MV? R4T5"9/AT]YR-)=FQ(=M):G<"WR(BCM MIZZT6U73L=BJFNXJ8_,1A6E4U4!0%JG6\1GU5"QO\YP;4P0(Y+1YE2M34S_^
M<")N8<2X@4<'!C/6 S>W=0R7G&G/[2K#92T'C*3/A']=/3#&S1N:#VAL8RB^ M#!Z'BOS@[[[A(%O^Q2[]&J5_PRG@_1K-
9"T_'R/*_F1!=]..Q7>TP*L_@M!I MFE!U#U7FN*)?5"LM?1A0#QW"J*"US-*(J;6KY#GP,M,7=QKYE0ES^L]C@!*H M3Y>O:#ADS$@AFI3N56:<;(Y6;??
M*"))9.646PSF[GJC!FLX(4""9-ND1KXUP,I6!X_ \RGLV6N7W@=Q=RO1(>X#F+P]U+%=['C M!5CWE6CK%JB>9B9T@V9EA[8K
+H(JB"OH]#LDRXU&>XFK(3$:(U]<6NH'6"= M_/ !;R*3I#;/UM!XT 2:@*.W,F!7&2Y+UZ!U_-YA-(;3&S 43R77N]!/5*'K
M^V=OVP@JU>;+X=UY^43[>E&KX2/'9@(-9\QT730VMUUO@N/MR>?V%O.I=KFUO.Y= 58$6QPLG#VL1=Y)0$8V%HB3"FY8HO,M:!%J+A$=T$=
<*M,;F M(\F2EM@@<,DP6<7/$$M-3LCV! 8TL*5TDK$O7_+:F]?0>#3!56&^V&_,;<@ !VY=S$,)E"[M=5"-C]^P<@DP3C@5E
M*@W4[DO'[Q]+!@IXOE+3<4(&%2&EGXN/YK%4AO/TJ;>QH\92&\]N MMQ,W.8R:+_LZBG/%MS*K:*6XT86>9=X^Q]A+(1P?QV$]MHZAI5NT:'Z-F=&B
M<[^/ 9VA14E&O9UU6YQ'KA@44@8<(FVR60D:4Z7FHTB<1IQDP^5\#*GA#%75 MY4QK=U[]-Z/ [FGNDG:X(4VM[<-U'/K3;TXQ=-
H%R=89HS70/74M1]PIVA5 M< ''C^YA@G.Q6@]1%>*QDE,RQ..FZ,0^NG()#>((FL!"9Z.7A-L&I1]+SFW M:1%'27-$F<-.ZSX:V&
[44/9+I"]V+A^6H^/R()N!H^V=WV/Z&(%&)Q!=D\JZ M6W3D(>Q,"$NWK73X(XB.MAD%*LD&=@K-1N)K70:TB&[-YK50MYLT)"91 :_-
4Q532U?,_KP0Y?02]C M!1CD(\,B'IA:1MA(]&B(6X-[S1I9VR^:5&:^T/^NO!4 _>4%HLHWJOFKD=1_ ML(CJY?+M-IH* M0X62]:(S,V)E-
HJI[=@0CG5]ID8'/):*[8S$*/7(5YQ*@UG5U)?:# U#_'5#!(]P_1!:Y KVAN7S4V^!:]; C]4[CZ MRWA#TPB9K<22OY-'(AO'$<%\#>D2/C__\"6$5;PTXP4
MCI2@AW:,("*48F\GQPX#8CWDP#DA!)3&/6[]>:J8]5X'K[GL!79DQVW#":($ M***
D^QWWW1G06P<,71&"0E2(Q^YOG6J9KZOX6($T:4,@+2I\$0&907+G=I>79?<=I)9 92]"IBM,X0U:B-*M/.,QWOQ?H/ XV8 BXCY8Q-
[]VV2V,&B@6&'FAC^YGUW?H M5TZV7^6Q.QM$YX -GI(ZE<$7]I#&!%V!WG4>GBNA3 87'H'HZ_LUQI!5F:7E
M:54[+_8'U5T[1H_2]Z7L#+'>$)1Q^WU."C'.1*9O;&PL3$VX@SP>9G"KI2 MO+3HGR'6 XIB)'IQ)$E8Y9*,AL%L=_.
<$3#''O'F/>'X,QN22&'H7A"AA'7U_(OQASSZHA^D=72&1:PO3=%@O2'5'9+](=HA8CTB MZ!)!GZ<_"T4'+)^-2,T&R_Y%1,V&S#E%/IT-MA/0'F9C2?
ON73[3$V%%O%CG M9Q3>-.2S5TAJ*:R>87]^+(O<&)Y300UER<(GP(O^=#8SY.BU;'4&*TM]=]F8 M$,:
(WL4RCK5WX=H=E[E+]ZQXZYYEU^X92B/TB(692/6-HB7BO;-+N-?[][_P M_E%A[9 MD./%JZ"C^8F1<&1WZC#IMWP.R+D\93&>Q@_OX% 3I+C/E5-
S%+%Y MB;G*I"H@:+'\'=T:DC1*O1?LQB9NF1M28(23190NT@B?]1DB(CFK*5!YL?_B M_2.*I\1+NCAU>0_GK N4]2&,_>AQCU@WB/7C:'?
>5A2:Z^K,YX7JG#CQ;0V? ME$;N:/XALRXK;-1EUJ])1/<."^WI^RFQ,WAI! .]V>FP]0S&2>A_C4(O^Q=F MY/(6+("C^Z),(T([9Z$ 3_2@9]VPATC_.WXL2
6,*.EL8A>?0/0ID_VR&EG($ MR'/FWN]M(L2>$/3138Y3U05/::/7L.BEU\BGBFIG#\=DG>2D,T$3:42I8@)D M3X(7,AP;!;P*B? ,V^"7(%U+R HKZJ_H S*!
(HC+=V#0[(LMDN=H2>DCV0%Z MICT@V843!=D TS?E[TJH-O%^,G]2!MEZD1T8Y*$8P[9RR\Y$G!$*&-D3 MX8;D&+GGC,@(I)M3XB0?.'WO4:E>+
@5[D7>'UIH"^;^C,UC#&'0TN9V]0(0 MU5A&N!X8UUJ90BYZ0)B3UL-WI>O8ZS7 U1'SK2X;.1FB*RW>M]\@7T.>2_<;
M%0RT&OR($_TLE_W).I_%#+PK7%A-:%6Y&I+XJ3!%!N:'%R#C8$4"#4@SX'=9 M(D$4;3E574 Y#69(G@]!4/=OG 8?!?_? .N2H2B9RR(9:YEU2D6A?;%
;OJ(M?Z:3>@:.JA]R[SA+C<*B<_%/*L1Q2_M_%9,B]K) 86"=(=X;XMV=(=;A&9)= M"L0&V2F:]S@5;+\+L :1!G6P$EC8Y8*:-
+OVI@3:&+I\HL60)R_KF[A!:9/"5;,0R%R*F!'L1^$7KQG7A%PG8!=-R($G#$B"[2;2/\.QO1] M9C3FPT+9N- C&YBV,5AD1FXH*B/U=S2-
^7C<1,U3MK_ZEXCF'FC5W?W5(-R, M>:QBRW(2;D+F9)D),)R&F'3293@MD"(7@MJHATYRHYXMT?041EV\ZDMS[N*. M+]JUF76IA.5K0R_.;&L.-
;#>.&PPW'.[F>#<@09=_=Q4P[U\Q>EL25^:0MWA M+L])Q=.L]ZT_SK -%&H,W>R&=BR4$GZG ST#G0V)L7)SNZ-L$9?3F4<9RN8D M4CV](F[-
(EV_^V:(.,^KEVW 1W<)%7NZ 7N&S+:S8!V@I>CA##P8HH\3Y)#D MF>.TT;5B+B./@'ZOC[HT!]UA*/H#F<5L-#?A/6;"-WA@I%=6>$J2.TS J?00
M35E9BL-]%@5)0)FD8CD(N>#T:1'CX,^I\@\K#U;,QP+)5M/)W=4]6%?Z!?X;
M9,:D&T'.E.I<[I["3&6>=#D$=%W:L'=YT8)!7QIN\704M)D8)L9O1&R('<[9E <(1E(,+.X4A96\!X3G* MF)&$?[C$4%%IZT2.LLZC%*-
,J=B<.FQ,3K]O#DN/F8VPP/)#WGOTGS4^B(D% MEV]4M?=55%1;_',7)"RTO!LB8DLW]"8'4>UEO3L%(NMK1N0S7N.#EJ&#>C?]
M!Q"6(_D52H,%$!:5(QOS\/Y3Y$<)D%4Y"3E0"]%![]EOA-5($]865N9P&FW@ M]F ZH[A(.F5Z >'S1Z ,!U61/DW."N&M!MZD>G.:/!*=.4940EOIB8IG\I7I
M/UDH]:A^XDNI<;)8[#8[IC72*R%8!)T\QX3 MQ9C/R9T>0^2@=>O]D<"Y$@0'0J"L2 Y M&$1'@]1P7N_$&0HQUF\NR SC$[B5$PA*Q1XF<"LG$,R96
ZK=XM6_/W;?9A"(!F 46'7LA9_3!")SUP# YX3D5G9SQ^*63Y;><1@[,@2'R?R:L MLLXY_>M"9%2#R)!X'-1&1O9+LUS(0TD":9!?<0IUC%@B'-V)%_MO
M"2"]*:MQ5C>GBSX-43(,U68K^@%8-RW1WAUZ3V_LDHQ35AAJKG'Z#GJAN^+[M00H2:2;G3N% +
(4)=F@NEYYM:=V8#@%#49@R.=+WN1,_5]ERS/Q66-$=0'D" MQ)B WTPZ%<:HQ/-TA!"61WVY/38<(6_<+Q23OW47DF")'3(<)Z+2=UT W8E& M!_;
&$),%:LS#+QBUZ1!!MZ.43Q M+4Y3EA&4NRVZX6]RXDRF(XQ\Q7UQ6OR1"M9N%6N%>_ZT6"O<%>U6K_<;A,J@ M]'"D>X T@)K15U0UV,
(P.*Z2[KS6SPVTW5GQA8,19DN@Y MX9EB5=:JWCUD_;-\O-EJ&'3(N1?/8N8MXQ@^,O+<'E+DEF[G)R!]@ER1'$," M,9(2!ZPS3IX#$64Q]NXD;
[A$[H+5.ITMZ;YB_EJ%EPZ:25=1M^ M\;,!G$?+E>(>>+ MP@13*J-FE0GH/;H1_:((.D:)ZOD5 M3
;)S0/OC>X1Q/O3ZA9Z9(HH(IWH*/$A=3(U=4'-6[RT'ZN@9QLVNPJ'XQ,Y&.474HK4W" ME&YCLH/Z-/=X(_XQ?@%I^O(S^*E M.EE]Q1NP831%Z9Z-
@_052ZR0'!><'-+H]0^"W/V\<#IC'2G1!]G[3N=&6%%5 M:K8LB-63T!?P!WG#"KCFM;)4\IHNEA&R@I%YKY6\XEI*I&LI8$F3.!+%,O/,
MXZ^7SU)7OUZAZ/XWJ9G52:M916R8[D! 1S?114>$MHUCN8UW M /*OMK$$^& Y\0JBC6_C1)_PA33#T?=#C;9W'X82HOCE#^ES4
MDXS@27%"#$RX"*C6($MO;<06Z7BM[L)Q;'!!3IV!(IBXB_B&4F4)\1]@HE-4 M9+&VA/@#8@LR"]V5RNC"$!F6%W59J8>M$EB&/F,"7J\?D>L7#
(\5]L\G3SB& MG*\$G8MQM]D 3@Z]$N81_ #]40P_ M8Q47J,&<5Y@M;3C5MZ[#*[8.;%7DJEU$<1P]\PJ4])=N888R_^U1$H7T*$85 M03I<["K@T 7?
8H/#:L0$7HBN\^5ZZ3# M\'/! 568$:? A-A8$"#^[;[W 8.V,:&ONP\O_#7Q5MVVC"*%@-9H!TU.@BS: (*QKF*]D$HE,7F9K]3@/)9B /##\I MS,!
M7QZGX#\D12IRTPX@4QDPW;0 !9UI%FF'*:Q%R9+^!NC\EKGK9C87&"; M'ICSJA/C-FA,V?Z!Y^XPBP44V\QBK]+6)7H.@ZCJ7_2WSFW^-!CY1>_8^O(^
M>@<2L\XE*;)7CNW.B/>NOGF@NK$HU6D4@AC&@P3O\ )3YU)"9GW6+8M'O:?--:E?8 M;9YXYV"@0J*XXR @ RZ*%JG>*7@KPX IX**<'E^DQ%
()UD:/PA_HH1!H:,/$ MV6=A%!*4;=1A]NXFK<4C+,8POCC[#.*4"@G8G]%7-@2OF8JHOJ/CO8^6L?KE M)O3QR_VSMX5?NAML[F?7=^[B
MP)GU2M>TNFI18(1PDT%YRTLTJMH;S,[>"0F%D16WGD98F/#[M]O;8XOH')W) MBVD GFKK)+ ?>8&1Y.H%QPL0]+H]7;SL'Y;$D,]+)VQ9KZ?/K+Q;-
/1V'1-> MAW 'E:@2Y1W +61=EP00',#N@UNNDY0M"8G[TFF(O0J;
MLQ#=70C$.PD&2/78>U\%P%N[@TUN008!QVV2!@LJB7VA5R1]K_O,:^@XQ=7$T25B09NZ4/"%9 M6,41>(IM'G-P"_$VHM0H*RN-74_KIW__@67^2-
OEZ_<,5LN1#/)AMM2L7==1 MS"!9!2*K5A"LZ^7+@%,%,FQ.AC[CH!H<'K9M9;:>+VKWTZ7>8G.5-@[002]V
MW7[(BG7D4'3U*FZO;98*\45=Z_OU;D<$V/"O4:@@@KA5Q,)SP"@CG;2*51#4 M7=6@LLQC+A%'.*A8+6C&,)9/G0-L-
[N,D=;KUC=?,IE!Y#)\W8'J,%MRFP(_ MSIVK+*N$"4\D3.3.9.0N7:(O9DF>3R030W@'<"&)4&C>AZ."Q?,X6@;I,4;7 M_,7JRNQZ_'A)-M!\X"3L81M'<^L?
O&_FFBL#M-1KJMQ^M.1 M=SE*T,;..(7@3F6M#W)\Y$ MB%SCYJ!BAYWB^EIZ#,60'E6H?.U69+HCW&'/F14EG#>:%=
M.:F"CD7OXI^VHG^H:AC*$N&O9'I:*-NR]I+L5&C;LEL&8>SXYK12@[H8O^JH M]+053DQ/@*/*TO,8PW,J>IN$/E/F()\DSZ(@ MS3CD&G&A2F>O=JM?
($LE\/%%M ,I\/9VVMWQ)VDB0?0,4;(_N$G.ML4/J68% MW=+_/STM5@K&Y^K5Z?L<08;X;*D%4'3%")I2G<1[C(3?0(_,8&X%[>_\4*54
M.4*YCTZ"96*+6T?I^5-"[V41Q=X]=(-18P8D%^'!W<=.JH;M+'(FM][:GLCJ M+77UJ)NWH5Y1RF$R?H\LY]0&4814R[]PA]IP'4#6]2VD@-
S06SQ<01@SEQ&L MX]KPOLY99RCK38@D Z M.)B&D<5-:+Y"KG=I@$J'LL:=RE>A-++D2QY(M4[K M@.H/[+_HPB.@)Y\>L_>I%Z?MV;W JR ,3Y1C,%
1"7*=SFN76#"[K85Q/H*OD;H(-^1[-!:B?"!<[H MURAD=F<]3Q52^ZZCN'A2+-3V9/"V^:1CDY-L4F?JWL50&T18I'DO&X[9U')7C18W.L@.7 47G,\$J>
M^]RMT.^FH<(8750 &+C'\1/5^^Z@TWF4@$V!!U)TCM44G2 ?8 P2W@UBS*%S MM*5=(5_KZQ3Y)7E&&5Z#H(]8!Y";S:Q&)\UF\5(WKVMI51U@>+-
P'5:'$U]Z MJ6?!+2>@KS7"""CW[:FRS1(9G)M+L7'^>^?%M'>RO\, "=5E;21)I&@B3O0$ M^" #L:!R!KOJI$/E.G8!<39E.KJ!<<8LI-
!"9+R@Q",$9#3$N(=/\B-WD?2D MYYS<1\OTV8NQQ;+S7_2LDC.4B!X<5J'OBTNB,RBSBB1M5OI(4>_3.] 7>T4)
M)I<=5+V,O>8&9^;D))TM/T>1GT!=)BY+)?<1.1S!0@\8!RD,0O^ +J\&)B@C M(.TH2\@B;SD' .70KU"?+I $'7Z-0 M%O$"PLPZZP))X.$YNJ;R[-
^P%POH*ZI!=X_LHF01T$5 &&64W01$662*O#)^ M"M[^V.222 3+NBY>"BV+?C[O^>I="](GL!/ZI@+#W"I@7 M^U8B3]6!XZ41>L3,;7"638K[
(X:'^KGN&/^5Y/GE'7@Z%&WS2!5$!KYF>_M<0-KB_(B=0]J M5:1&/%Y2&*J[F)/C7,G:H\!N>T?9(9T<_?UZ[ZN1MSNC>!:0MUT!75K@0MY\
MFLAX&X6K\P<<"P=5UD'BBJ^O^'FR6$2[$(2X>1R%](\+9H=-YA%]#_?\?ZT(MRX C'Z9D+Y/\LHY1OF>JM:94(TK1Q(^V:?
_@\'U/@EAYVHV9YS/$.T&_BO\Z M$)%+Q6FG](^S^"%Z[H9W6:A/.V7:4(R [@FP0H;C0F[(#*\9POHX!N<7G*XC M*OX^X23M#$<@8#TWC"8*%%$G0"-
VN:M,YJ_EKW_39"_K)_9EO@H60\D0W/(> MD-:%N^0(H> '.)DMX56#1PW>M'Y,+5EO* K9*XK4*^HD1Z)OQBMD!9WGDN0P M0%Y,5BPFBV:;+97

/EFFULKDW*O2/UF="?Q;7US*M?:X^LLL@VRKN ?,SW(M@]ZG;T.97@*MA/9"W^]$K'QLP)?.3B4?L/I>V)8K+)B M%,@C=L)G](1GC+HH/M0GGWG(C
-6514D3+.;C#9P4+$T[QXI0!)"VB[H9U!P M0-S 5A%>SM"S!"F48(R^Z!+B-!TCO]AGGA2Y%FEZ$C2C[(N5=E"O7-]'0,!-
MW$6>W]T1+>$X@!K@5[AQV'9F@52,_C1&7GA"BO/OR+%,_D#5B8[FC^BL55*3]K;S"*BT76.A^4'2B#+CP*EP0NJ8Z#DX6H^H M!_0@*^D 0&BL
R:.QR]2I/]!1G9 M9.1Z)B!5YN$_H'_40V%*M>3=.K%\9X*JZQ60C=QGR4+@AK/#=URC%Z_^]EQ&QPR#1>-/\:1QB M!FX*J1]DOJC38$Q_R
[ASM%#=K%+]"Z<)%HMIJOE$LLL8P#QS'[YV FZ**.# M? ?VQGXYD]8LT8E>:XNNJ^P'A28KIHKWU9MW0JT6'OM$(NEA@-";>F2Q(P(QU0R1XN1
QVB:GYQI?G)4[SH$+9J\ MOLDIOM*V=E#O3F*IB=#C_1B$;$PYX,H'4=V.CIT;IM05Q%,B)]'/"D0=GUVB M="%M"&<%)$]M%&?20);=SR(Y \R&-
I,M;GT6*7^TT]2$*FK@IT@L$CEUF_9 M%7KZ0Z1%F/#A7I+%0?--XIO;5641S\BVWZ3@$^6@Z &SWZ;]'* M8Z>2'U^/=_^Q I(H1]--J)(E5LBKX*+P%)>YZ?U-
O>-P0AS?G$=#_!*DZ^F. MWLT;R.86YEO(9J7-YS]X+]U\N.H)763/$;?O*RN!@#AZ!:SG\S,Y<).3@NX.
M>",YMOAK)_M"S(0S)'O3O0"R0T1[[/6$3NE[0[Y$=*Z]>#_']"RE^X?H @-B MRL5^N@XPE)RA DG@D=ER&2RZ7:>L.[01_:$M[U"@M#"
<<_HR3J]GI\XST=F5 M72'1%W](T 4'I6'L0H=(]8A$EZ<^!85+N]7*+]A4+-541+SKWJ]WGLY(SYKM MBED\39(2=I7N:8<'4AS^4)7-/N-H%7O;=;"8Q-
A+Y./ $EI?F ! Y/5I12\1 M'?2N>KC@2RQBUA5B?9TAV9O(VQ7]J7?(A>[!+B&J ,V65U3SV5"= ^ 3[_" MZOL$]-"S6R.QB/M .P.56G7'; NE#D^;7Y*Q.M-
9G52QJJ >7#DQ>F>_|.*(M%<>Y%8^+?;K!2^H:3>X6+:E#Q+B&E>0$09O#!\V6]'W:1HE'/L?1;D0?+2Y' MLP0O #K985^X;H](M?
B=F0WB/5SAE1/2.*J;[.%$2=DQ@>%[.A!_(XA)?J ME2G2;75[#\^-L1^DU]Z"@5IV*\K+2"%)RQFB60UXXA%XW>4BETT(D;23 T%
<]N*YG:99BTYO.T^,H!]960/YU8OBPS5 MEZH2A2[RELEW [F4J M6TXV$/S\K^X/OD864D>W!#-3+"LXK_5Q!B#GVSCR=PO^5R?OO4VF<_"&&5G&
MJ:<1/B&>2*271TIVBYV Z9"U-*I>X;BYND>3KY?HZK^_ MW3S\[50Y$UM5(\^N%F=97]RBSP1[5H.$)[).5C%F^6C=G>!":5 4W3B/;7.4 MUX FK+
(*)WSJG!5=+9Q#V(.)Y-"3/?1:<5&FU\VEI@)9+U;R#D6B'B7),FE& MSP099OP-H4W"IZ>'-O43TJ0ZTD*:3I=G_;$&QEFZQE9G?"<97RK&/6>,<^BT
M*=BU)Q8N>Z^#)CE4N-ZO17NLR%N>CUXRXVK\$_\?.Q'R]A!-?#_@\4G@5K\) MI]XVH!N)@2L^ K:B#BEYAWE>(!;EOOB%<8<7$21IT
:=@00XJ"/K&***G(%9 MCFU.Q Z9S&^F9U5(EV@2QY @P8LU*N&$.*71#IFX*T\W'_UX@#LB0!Z MVR'20Y)AX+FNZJ67;';=:V1]IL>(B2D_H"2'AXY9!^-
G2:P'__@,3=(T#AYW M*5N;-(**NSV"&MMCH^C=KN?'M6/;%G]ZS$(3A\["%4IEU8]RNE76P,F74G?A
M1[3#3,6;P1"RO>]URH.C010S6+L$FP8,8]"T]_7B:N>MMRC[G:[*]IJ(= MB_:#W^DP6<4.Q$;*[9".;CAW4ZE[0O7YB%0_KX97,LB.Z3W/*XK\YX-<;!@H
M*D.2CFNUIJOX=64GX\!Y%/:Q3.@W639\)U?,T4/6;@Q)8ZQC)6Z&R=0/Z3NC MS[FNB733;151$%0VNB8R:EZJHD5/FA-29.(A0CDU]Q28*"BVYA7I-
6%1@=AG M6<,>Z9J\J-,ZB<&3\K@=&;@9K&S7C&].Q%7@Z0,FD#5^+%948=\K:OW"WG8< MM/3;2"J.RM?A<+'>>/%OL_@^6L;?0N_)"PC7]O<\P,-
"34'9"929OY]=WZ%\ M/S*2\;0Y)K\G9HM5"TM,[_),<^&]=P-J'DM;FJWV68$%K5]+ J.91P+_R7% M80)):[=!TBE\I(@FK@:"LI&@K+C+3(?]D:-!V7 0C.
<53QVIG+7,[+@_T^;M M#.6JXE1,W*_:S%V%=)MRK;W7*_,9=7_ULF!(R%^]3;? 2AED+PDBH#AV#L@0 M@U?6U4(E:%%3 L]<3R-",
L[269+#4*RB_:>KPH-'9[) BN\X'G6*>Q3K5=' M^KZ#^2!=I^(5S(&Y4GB@B+]UJ$ZYQ9)>I)G%TIK-."N68S1.Z\0;R!AAK7H M%T<1AKW-@MF:K,V);B-
V;!>N*DDWQ'%K')B?"5I8@D_9-CC;3ARAF0B1)\ M1!1KIW>)1Z!ED*ZBY$OO5VUG)DI2X)6CD6N(K26@O(M] 5:/%?FP@AZ7,P5=
M>JG'8LUGSMQP#MD62YL#K*W "'S M# ND:O0.:G7?XI5'KNBK2D6USD73*2G$:8UXR*0\6F?VZ3!V*#^RY"5RQW^ M&_;BAS5]%[NLQJ9D"DMS=
M?[O#K!"@?[79DFB/,6L_I]36]%_GM$OV#[,MDT"N7B@K0<+JT' *%\6!+PRC\|&+$S%7'5,$!TSBL6@$1:CYN5KT%:,&VWIP,6_17SH5.P58^>8
M%9Q8.5&Y7Y?0V%=#[F,VWD?2M5W.W;S09! E^\EV"SVW1WE I"XQ\T<3O>MFA; MW>TFI "XY29ASS9?4D"M1]SZTB\"U;K=+;\EG
DT&X5C#)).P:RY]'R?$=O M.0\H.T$$M2=X 1Y]1[O]MV6X),X5X!)":=7 MC%$1*>>.'K(K+X9H=7!(,1GR,B"[%/O=DCD8B7&XXFSQE\M3?'W\B0THJ3&/
MH<@Z$A0=2AY6A:<1C[LL'/6L?!Y]/^5>F=3%_=1UQ.24!ENR15%*O4Y6;V&E^8JODKLGO:V*+*6*N=F[_4"H53N"K MER!),65@MN3&_(>
(A8IWTKLR(P?A1@XL>X$9$$9WJJ9@UA/Z-8TA L8C"1[$ MLV]M#J08;7*'7^G3,%/3<.5N&B J@T=27 <$QU,JWJVB;DFM(C"#T4.2X,C'
M3P88>@NW&Q45XF!55S6[%L8I-(-YJI]]BHF06>C:Y0),,P,X$ST68+'+,1IR7Y[=[K%*R\4
MX()3*E%')/!ED;HY_5;>85K&I0KM32Z5]\E*.+H^EC/T%1*EA.B69;2 P#^G M]^U[M$O,^>#72%Y"BMKDS' MN F9^Z11=!@H<02N"#'O_Z'&-
Q5^!;,!P@_K, M9.%5*V1]$'*BXRZ6/7$X_LRZ=D<503B'8=H5M4/8 MV#*"O:-VV." ##%XMGVN@SA)V7.>@&1\X86_67'E,[K\U62$J;8;_M9OJHL>K!?
CV>1QU+&C&R$ 56IGQ,F^FCG M3D9;]'9;,7G=LO%+W__)L"#?ZU+T@A-+DF3G$C_21X)*"NQ.E,!*G8MS4ZKT
MX99DS]!&XDCY#DPQ]G@B&CLW&CL*%]MO QF7YJXV.%[134*/ZG.ZAO@1+[3A M)=T$2>,!.4388@,R8NQ& B5C2@I0"WD(9(6*YUDI'G6C?
M*)T<%Y%F/"-_-DEZZC M./A7MR#"J18M">9CQ@%Q^H2X(CF&[CE#XMQ/G#&DH_#*_W94F/3'N9NNL8L MTD_&Q.J!GR?*)JGB4(]PU=?
UY+C+0SOP"$1Z9X#YB[/K>/ENP@4@3N)+S/][M$TX6S/><4&T&7%&3T*?_$N^ND-H_#F-G:U;VB-[)/K^'W#'9+1+],J>JZ'F XJN.
MYD47M.4$;+4)\,0$.$PR=L,YL;(97)C&LIBUCL$0S"RF1\"Y*2MDB#__]T=V M>_0P8.W#UI]@Q.VA\4G<0SUG-B?AQ7:1-)@LA-O5&)\H^1S-/K7 MJ.
[9.7,!R#]R^6X4P:0IZXQ-\YV:YCHAC$_SO3;-0PM; \QL:TU#6C_/K&WD M_H$?HB3A!9E6.%SLLZNS6_T.1=$%N)DU%DC%Z%VGGAFDP(^=
MTK9,"/3@+> M+?&1>TN]!-H3XJ6-KM$O.[EL8X,ZJY7XZG03M'WYDX_91ED]. KC?.HJ]&4$D*3I,U+H-0I#Q8[IYNF)E9VY]]!C%CZ
M<.$E:Z@(3/\#C#QY!,PG&2!1]>_L=>@43*U!,0'MU\2F5#P_+915@(8_:%3/ M4(%Y0RO>._I5_-=E?D.0;*/$/$(Y_C.+=-%(0,7"*\W"_V.V@4R)3L7F17=HE8
MGTZ*ICOBDA@9=%9D5V&O=-;7%"5W:DV7H9.A1ITOZ]1[*6]3@[4XXMH!Z_0 M7>2!1_,7>ETE@8_%O]X&FR#-PC[VUH+,!7T$W;
([47;,Q"]GZ/9VZB;,WMT, MD KF)Q7,(]%K!A+B-K' W8P4C"]MMH5I:GHWN1]J8=@0!QV5P;#,@135S74] M',CI>?A8'O9O"?
M6)!&,>>3RY<@PK">+U,7@U?.'5W!^[_ 6, >Y2&41KD^0 M9W>!5C3]QF&=*?L,DCQOBK1KEX6N,36I2_E_T!4G9A0MQY *$?QJ9;$&7SK4
MG;I:+O$1]V2Q 6C!T&C"ZE0L3_@;$R_[PG3E-*S9HV4^S&+:FI>.^61@!6A MNSKHJ!PX+S'&A^[Z03OV)?2Z'V'0;WW(;$Q0^OLLH*?/GSZ WH7 M,[)T
GJO]>::UY()'CK.D"/@GA*]<'!9A5C:/SHDO=D@E "VV,XC;%(Z&[T8 M5:2114#W='@A=6PXLV[-TC552_$"T\?ID72+=6&T4)P1&_O@B3]N.W?C5B8U
M#7!Z'B4VX$(S:UT.0%I2=WC5*WQ6[DD#$: SYA)+9(R47?D46,CYID*2!7E* M%-ZN<(V^ V)C>D5OP]]4Q7MXQN0)?Z$7ZKK3AJ/BPA]?%7.-
\@%#+Y^%O?N. M;G&:@]C#0P.ZF[XYO22+-G (\-V=$Z(SX9'"S%AVO\:$V,/X8N3<(7MU&3UQ M/W]-:/L*>7N:BN&/KT#K1C'2?)%:ED:PMN?
[;\'[^7&IY=UL P6;#S6+.80 M>Y0G[(7!89]YH@:4=D=$ZO8 MPVXU):8BD8^BGG-M!-G3=X"U?ANLBOT' #VO.A,JX+7Z_66@QH0.ZY!U5
MBSOIK@P68!DD#A:+LKG_EKC1KWKGF-0R.\F"%@45V%\+^X5'^BH/%!%I:QY7 M%5U/>GO.DSB5(8M9O*1'N@XQ1 E;X46R,+C;FF_]))-)$D M'5+@
MA+E8\V+QJ:"B6S3J'&$$S#UM@'MYNIEBT,_2 &BA\IY8-CS+W:IURC]&T[G M7M >M[WR1$U\GX-I@-J^C2']>VS-Q1"N[=L<^I0P0(V^>28+X9I,_)
(IX]D M!^AQER+.!=KC%$$G?3-['5#I!-\&3]@OUC*B\[[;[!@2WV0#IMQ_=8$[XQV= MLY[*A9L 7$7UAO3N3G@"]C>]Q]?GD,].*0QZ
G665TV_J':G'[H%."C;52CG M:&K*\SA#],C K)NS^]2+T^99>\2K((2H\K>Y*[ZV]K)FLLR8 AX ?&F, M#7'TGH]W,<@8UJ'O!;C8)4&
(DT2#$.MJOI8D=5BR$V&#F#GHV8(-;NX4('UB M[$TCOQ->!M!!0 @!I;&.F+@<; :5I0IXB'" +E^5L6+46N%8CEJ/B<&EZX8[D&=,H,29Y(H[#XC2W
M&N+=M;=@?I-;#"ER%O+3<@!X2)(_0[R#4V.-M.*]=WLPC!<#XP*X?M3U:KF)D[-)C6"4,'O8YB M#BM)VD=Q
C%"9XL4N#)WSI[3N]1+)WY,GN4:3!Q')X4H9>+ I-T:G[\0/, MD!PC\ND07MD,D<+DJ)[UTKAHDDW.7$T.[Q]I T"7KV^""L?]F%V4\HD][[]3>
MH:EF\409B=?W6@=<_^0]6@.?U6*T4*,F(.\EZXC)ZX'K03S, U\ .C9R%#[.]Z 9L, M]]'**F2P[>3V+**'@ !W0S=>-\U$&P/2H++D*! , VGC %&B"GB$B9-L.+T'
MH@TU;Z3EE"V+4Q8-/F4*55N4?$[W76U]&J]VHGD:7)-2_^;+F'B!PL'5C6] MPG>0\CUL QNH> M7RC((T:?@VVY"KGN@3.BF!
(.*;JS8^(1O1,\]H[*89K1>1H4IA5A2<7I:82=/..VF2(#\|.TV"->2[#9;:0N>8OI^?<8 MN&,0=5DE01?%4DDE@C)B'LR3X8GDV5$ZMR2*[DZ*G8()853'F^K
M>G,4K]P?^^18SOM528,0]$9XD^YQ_!0LN#8ZAXH]"829Y-]KH+\MRD &YI='G:3!:M#>8U+:YHK_!HTN+& M*J.SFY-C?UFQ2F9$!:+8*7!2-
$4Z8R)#_DT2C UF<'GY7>XP)&4_/'>R3'[Z M\.E/)\Z.6"]>RQFJ,_33]^(1L\Q, 4A-N^L=;D?97CH&"7OO$2]-,+,ELA9D
MX:ALYZ"3*98U9S13:6F[&I^CZ8>68#2QLPD#N]!.F24FR398?^2CB8=<\1@[M#;3M.H]_8#_P1/2]EJW3U5S,\%$"UC?R6>Q(RS#CF?>)>*88]<)6!P
MOPF?Z(&"4R;3^;Y&H8@:X] <7W%'V"./(,SZ B>-[$U+8O0$($F(^[7Y],PT MT?CEW:"L'X;7Q],9LZX$% OZ>MJ,E[(ZU()7KW>830!?
>ECYWA,X#B]MU%&M MK:^HY$"!=<&LZ]I8TDG@$3 &W(0"ULF"UTX19F:& M1PN,_00T^_MU%*TV9K[]BJ#KD[MUZB%%&G#22M-T(;#;Y
M(J^/I8((8F:M=S%CXO]CQR6>Y"&ZPPLJZP0$YPHU/$0 H42/RE/@8_]B_RT! M)#QE Y] ;@8'V.A8\"D;"EC1U6!0N9X%5+$
6"BL77V]N3MN[3Y[4W,H=6[MAL_V*RONU?UVXI7?WY,HG.^*KB_NZQWK*6IFY MS#+)G2\:M$9+*6#1T,,/)/VJU7/Q?$E M.+4QO^:ZV:T(/7K7HK9;
[SFEO<^#6/;*"Q@%]2LY,H*XQB)#OF^&.X5 M+-=9$;^B/Q]1;:0RF8.9:RV*517PD<*9/U+YR\'\M1:[SKC<=59=-TCN1*W
M)_8N;66!4'>\#AF[SZY>P(WM$5FI"P \P&S/@/&Y+Z9+X).>O2>[Y7>;[%C5 M".,'E3DM>+$ 62G:39S8ER!D:6\R':@3/"/5Q*$.6D0(;!*9$]:[9;@K#U(
M^>>."8V3PNM;8$OV,G:NBE4&#F3O#%UQ(+@+C\#: M=>/_P=PZR6S)YS5.(WH5>O!?]IP',,/=U"%)C[THG."I,23NGE)ZIF)MZHRU
M<@%-68I(ABO"Q&G)$[3=ZJT(!>%6>9CE95]%15]LK0 MPN_<,:Z9()AH;"%N+7$2+1S&T@:)5A9W<, MOGS!83+["4/*95%'A#&IX]C> MV@#6TKM'O']
(@+;99-$?%_I->LZ5D7$[7^A_5]X*@PTAY_3HE'O&PG=8C-5&T&?L%D &3XQ# M4F+NB\X<(^ZH:+I]YHJ&LW8K.$A"%_>KG+P=&[T+A%ND/X?
(.*QV:@M7&4G M9M5V-X,'F+7YCAJG79M-I]9#:+4]>;OZ%4&X+%S$ZQHDJT* MJ2G'Z"$NZBVG:'*%S M*LRT@*
L^$5[(T&M24S6AZ]-E+I3P[FN48O3GWJ-F+#)'6O#5ZR/%/4H2MB-+ M7NSX0'&R*!%TM2S%?F4F6^SDO,4*U43+-CT)+O2C8UZ1OH_++QA*7U AG\.&
MR[*">EA9E\A"_1&279U[J(\5&4%DUX1,ESQ]J.)<9HGSA')+QP2W:"L'F0Y M.O0,]Q-V';Y8&#YLT 0EH5&/6C\@ MY1GO/8U*^$HS!REEQ4*Q<.6#S0B?
(6]F4430]G9FX#FYHH$0Q*NW)'.0H" MLL=<\9Q#5B:0L[0*J9[\U3Y:UK#RK2BD7I@.R-?6O!3,\!R=#Q!
MY&UN3M]UWZ"\E+06&SGK)=V3:YQZO>W>$M%=\=M)6W. 9\ .15;>9+:\#4(L M@[U8(BK90P"N1PA]03]AY:AN@&\B8L%$--
N&]\7*Y!C.3I5I4N*7WG70!OS M.+^B&W3S"O@MW'(KW.ON/0\@?9^0SN]V"40R]AI$XM\7$8/28(C'S\98.C5 MF0%0+":YW\;8\V?
A7]TX@$<52BU]M'>Q> H*!232)8FHDCA@(2Y[+(ME+"5% ML!X0]P)1P4)VPFI8N6 VJ[=MI4S+6ES<%3&I"!_:NS5
MOLKFM>S7R&Z20FR8KVOECKXMVKUPUT:0=.)EL,W8(1)CJJZ?K&SA09GPMQV3 M'H[-@+_M/]-!Q6VP%;@6B4:3E^#H< V^E)(256PIK=Z'3VO
M(VT*F@KA%RZL@U4R6$^]F#V+NV\INW$!0>F.9;&H$ I0 V2J.AP&R)0E M,;/#0T3X-;-'ZG@)#U&6:B \29,XIOWASB9!4UCVZ^-; :M8X7IQ@W 182*
M2UDAC%>V5Z;B0(" MZRB^WSTF"\H477![2NZ5WGR#OL"]ZH.[SQ@E#^"%$2!]L,\|@PI>"29^F7 MDBZX6'8IHAA2!Z$9?
<\!*3(O0A=*3CG5E\BX=1&7 AN>/GQTIUX].33QC]:(MC'|B!)T8(ZUSD\OY+K+D*IR-OK%P*5#5G_Y+O,.^#':A(IK-0+TM[^>4V:]* MO13],#N&Z
EI70T5;]D#^^1(SOO-I]3*!/D2A3CUXOT8ZAWL/9;#)43'IM6]DVXLTD7N1X M\>*%'!+]8\.H1(OW4(T";]-S/N/B<]#]M:<#BK/!X)5=5*S='[@0;/
M5E#4IKP#_37&_G7P@OTI5=56&.#JF! #"Z*S<\AW@S)8[=,&ZVW5ZI1;C6+P
M9C"X++B\BITVWPV__831\%N"ESMR&RQQ::.56@P_:"W5_V85!BF]KHJC+C<9 M=-A9+,[$]^F%GLPCB&#ZO\%V&OFY..]O.?
SK1$@"Z]VN,H=AI5A8QBQU)+O;T+]LH\QFYY'X?' MK($@6#BFAB8C&;9,DU90]\5ZOM6L-'XV_$4D,=%N(R\T7$3E)]-8E5) >Z5P
M79E;//30(B%5@S#[2GRPBL=%7CKVXY"B9DN"T5:AZ#D%TZD%T2^.(V?8B] M,%EBNMO]CU6L'?+]\.>D;3+:!/(V
<3GF]K'9;'U&"]C6&T='DF8>DS[M=!L M',-O,_'<6.Y#MLPUE0\\ BM0R>71U(;?R/^%]X]>^)OAKL_].MJ5RXSP;5>G M8+8?]LGUXE5@?&RU'P<=:A*G?
^=AN^DLOL?Q$]6XBY*Y] MO!?-7&T0/AL^&05;UT$8I)C%3U)9V0M7 5C^F31YL?_B_2.*I\1+C$K4 9^/ M@MU;+317C]]L//B&MJ-@!&)
<('NE?.ZK6XQBT'HH#M5AJ/KB9?_"!#0(;Z-2 MFYFK TF,@FU0T[QDS14X")P+?173QBST,I:MBN'6'P]N:;@4OI6;,+4;Q5]JF'-9NQ(F]I<@7VWHV"T4)"
(GJ(]["Y61]/9U6:O0:!1K47:C*'%SZFTA+*ONAFC_]2B8+94 MYN#>59P9FHZ"C?*LSV,,+F,I]5V]
*@WEK:Z.L/>,93&,@FZ#;UAEU8U'Q]>KJV%YMMB3:8\S: MR"20.?$]K9U'$1I^'84O5R0[[$NK5_A]^ %3$56IN!4IXR4&&MJ/8A,VES&_
MP%1\Q8H1G%R!T!LMBGTJG<=I)IKG:VA*7Y3Y=NRENU%,Y]P#VZU9K=-_'\&& M%B!T[47AIB4+!]B@U',<84!2LU)8_FRS^N0L2%]=FB-5O^?
$H6*VRF2HW>$V00)OO1L$@P'(O M/"DYE K3B?U7Z?5H]>4HF*0QJD?52"W&UV[.6\Q,M@$52N8?-7HV#N M']_>'6'MU&
<:J"GE8?/T'9XD4JD58BCP96N9!ULLX1@*OV']"LPB*3@1+F. MXKJ%*V\.XP>G?.A?^:L%3Z(IBE96]8]BU:G!53!4M^25#0=E8<%#=O^NY5M%
M^K^.8GZSR%:(233':Q=;C> D>2^PU^?\7YHQ,DVRO5T3D-'TRBC69 M*(S0Y"'*@N$ACOHF%&XE9B&H/ =M/QX%]P:<&R479]@SE?[YUE^/@EE-)*RT
M">B_CR5@#_(]1#A84HYMKFTXBCG/N\YKU5Y#T^%ONGI;4>F6]V\^/#O5+HBJ MM[U%\U%LLDPICY*$A6=0T>K9B_W*?69N/?

S:W.|>2;"A^R:*;W&:,CM[;B.5 MEJ?QBU&L$+VDZ*RG>_ R0HH9E$_]7?G!0E_?(RL"HH5<1]TW]B MV-Q@R_\P(O+U_9Q9(9GG^[7+4YW'A&P
::,Z\IFH]CDVF:#*^@:D$9K;5DU M[4?!T"1,Z>[@>)"BR#$D67B;FF$3(IF]&P1@_%5]PNHY\+0.XTME4W4P1+R6/ MFBNO0_&WX0_V_6*-
_1VAFDOA&4L>FTL-.#XF(T3$?OXZDAM^$UQA2VXE!^,C].HXURT=TU)GZ#4W'P8;: M+]7R X/MI>H2O/ M,=^/@N&O4?BM)IM1^WGPIV%"WUL?
WMQKXJV*ST'NQW'.+$ZSL,T\+'W[L.N# MB8R"=8.U+$,#:C8^5'PT"M,N/;CSF)4HA][''X00A9276DGPK;\Z#*(R"Z;S3 MIUYI-
;4=!2,&5Z]F^JOV%C=]-0KF# =(1'O8M P>3WL4$\6D%.S/GC 51:A2 MJTQZ@$8 \(/]%Y:$>__L;>N1##H1',64Y-Z9QH=H%$/FCIE;GA,"U1ZVE0G]
M+9J/@IW:4%CV(X]CH(UCA=@D6Z(CFA)913,ZT5US4]+N=4H!E\P 9G'7]EP M\!B6.P G*=]MA9^&-R=D&N<#7]S#B$2KO7!-1;*K/. 3S"-Z MW01A
*X,T+!K8K ;/AG!"M:D.U.E.1.GKJ-81S#6$@'*"]N=YBC66*E1E+0 MXJ]MS7+7S$*I@]%@&!2]@Z5$F5F=0HIB&_R>HNO*]&
MHV!!P.%4PN#4;.T6GPW_:/]"SP\8]2ZB'?%Q?'L[-3AT3 U'L4+@H9DM-6P^ MDV>GLN$H6& XE<)P:-8QR]W&,?B(T%\C+I!]L]N QG+$YZ-@-
U,W:O!'#W'] MMB8S"O9+L&@-J/5U[4?!4,WT9QBR]7:Q TF.@NV.KMV+?34!T]W;8W?#OZ-4 M4V,"J.IR 7<"U4N+^Z'TM!
[P[?",'G>IS>"#$VEFK/X<5*^Z!'L0>(]K4J*;OAL\!$ 6_DDQ2\5^PI=> MZE5(V$UM!V=$0@S_]\Z+Z0#)GF?A%WDP-!N'S;@*'5_],(K#*K"2:G3*?(L1
M'&#-1'D?+=-G^]]59&*U_684JS&EM\EL^3F*?#T-]CXB!FA=4^M1,"-BG^?T M7%9$CIM;#;_%'IZC:WH;0KZ:\,U7XMDWM1W%*M0FYWWQ4I
]\UZUA%D1L%^ MC4IQ.388HYN^&?Z#,CUP'8$1]>+F-C09_$E4HFLU $#AYU%L'S/B]PATB>IX M,F-X1T6S40S_*WX6%8?!*A]'(?WC@E<'F43X?
2&%RZS>5F3"%# M,GZ(G@VY5:5FHUBW/.+] 4ENK3X!:! MFUD79DMU1;-JA.VC>%O1& ?C8";CSZ;(9@;16B'V20=Q_8H?2&-X>8+>F N, M?
78>Q;*I7&U#Y.\AWXUB9?.R:R%V@N%%LT3V%(O-VNQ?;:8Q_,H*5^-=Y/D& M!:;48A2K51V+>EN'N]3PR3C8RD#86V 1FEN/@QF8:HG_'2"'^RF[
XN95&JW M3(-NT&%;?SW\JLG]TMOG\@ $ R1'U./+ " GL7"3%:K&*_@CLLBI\JE4]T0 M',7ZRZN>ZN&/0T'DQE^_;;TN) O48A3+]Z+8]#Q/<@:W/;X=\Q?
OI9Q"GW.$RH'LP,V0;9NNF#T=BXN='Z*O3! M%&JR;^<:C6+;&91.!;%T5/&CB]]'P2P/*V"I8!.S:EIN-8K!MRFJQ0)%'HOE M(>\P-\MC$>;-=R&5_R(P0]
(&1D]:WWV.8F*U];YHM2LN1K0KE-XF[. 7.,3+ MZAJ;AJ;#/PIE;_BM&57:W';PIX ."F3T^_WF,2+%)R#WXRBVCH[W90]]^/ ; M^]FQW%CP;_BF/WL&?
<!^SV/8[T1=4Y4N+I56U7M#N^7"18)2;0I4N917?*O M7P"\29P4221(1=C3W1((1-Y(9%'=PR(C?<-'/83>7>4>4IOE4CBV.+"@2#P MWS
WS[]N#ET+!'"*J;,R(OGS'J'S80/P$$=D<$("UHZR9!T"NN)LMUB98L]-* M4=S.3X,7 X$*DB+WW0\"%F3E=^8%2VF;8;)]BHZ>7.&,,^[K]^*9;O>L$[#\ M?
MR!((B%1B0(W<_M$>8)YQ4%Q-7->]IC?6]^P]A]=?<')_[7)B:E?[^&SKOC M!V7#0'K+X 4KJ\X$04K2>NV35)P>LKQQN[MT#=UJN'N2($_*O'3-;]88$.?<
M38,H\V%) &L4!(C><:!M),F+&K ,"/#;QL%-;AE@LJQ- TW[0KH$"+ 9L92% M.2B(XY-. @%:)5D*-X.X]&4Y",36&U$.O;?@ZU/GY5B>O7?&;FI]+@
#]LQ_2KJJER%_U MT%_G@5Z?VLUY\B$L% Q>S+R=*ZPY^_SR]1D%Y$];OE99CN",IDTN>XZ['OF M\MP;
$%]G5!Y04\2UD#CU^BBSAN[W4#K2Q#8EKU;#WGK!@&8L-.W_#K6F0 " M)$G766&RFMI4$&_^Q?X!B=L1=8: V';W6&?1LY2U?8)B5U6-
W_^(FT5\.P\;8@H/.5RO9STI"E_M# 3=L&X]=_A>ER(\=;/-[='7B+HPF?)1:P'CE]O\XGKO!R@NDFA:5A-GB'FB M%]\NJJ8B=-C7T$_+VX;F-86_$
AB[9NOU;OW$WGTQ\;1P,ZVXZP, DF;>.>$ M1?P#21., M\K(Y2?\"Z)79F+I>JAHG)&)8KI+V/_AG&Y4*CRO*_"+3#*CDSE MC0-Q\FRB%+;3YHX'
9#0)?:]LMFF M47N,>5S?^W&24NF5$!US[83_XMPSN2/- U%Y@E%\1*1]5]$/M <#;R (!]7F#018'-[X&L=WNO4QH\W '@P"E77&X#&?HFC#RT4#DT-
T!Q3N,;4PQW],] MN4P[(>>FQAP*XDQZL:NBUCK*D\S+JJMOG^NXF +A'(G+'PKBA(1M71NU9H;U MA>TN8/[D6.VF>V?&&@3BM'J-V;ZR=$_*H+
]]X+A(,]IQ]#1^CS48<:I :P\ M"01HTAQBDBWMNG&&/,D;QK"50""!*-G;UR&ZMK%'FA<7HG;F!E,]IOI]\PCO MI^NQR$8RU#P83S$Z^-
EA$^;%RL5ES7E#8?!PQ95T;XU\7>IQ(&VADCJCM[3= MA+Q^UHKFSU;\@)!D!5/R^WRW"O2?$5)USD^!H"T2@IV'7^]0Z)YJPF_YG-'
MFZ>)OBSZQ/%Z<0:". ^1MFG$D.NTO,_-!0%HHWT/J6$EJ;/('PT"F$<_))*4 MUCUA!\'4WX/8,*-TG C]@N$@P-$MQ ZRV$YU9626PJ^?Q=G?YY7@F%?
0,]8# M@9!6BGDBSC&7M!P?N!0(-%2/U]R.;^T1,#;=J6/.W3ICG'F;HM$K!W/(-U+- MV/=0\2EMR%W?^$]B)^3PI4"<(R<"521F)5.
./E)C%7N,65[]NOO09S#"]H1 M!L^;7A>22R%61F$:"/"($I(]JO8'395%S=V^LZX0\F4:,0D#SYM@\+3E?#L M@?1>9*@&4X/@YOIZ6K?^J%N"8*(O'!B;
[1.^%KG^T0F>$='K'GDG]>.HV%?> M\]:$@1&A-RZ^D<0?#0(8V]#B&;D(SSR<_C 0V]=@]8?P"]:;K]]1\(X^8T[9<]QE9RP(R4H38D\RUT7_"A.
MUC@@!M[+'@6!,'BC.0($UMG7486VV$H3@9S+]_/QX&$NJ(K9BZQPSF 0IY5' MQ B]EZT1Y]^UCY$3RHHX,\8
(9PB_+VZRQ#UV&]/*!IK_@1ZX2W<4E[.<2#H M_@M*:P5^E=?E(FDIC>?3PLG*C5S27,+\N15O1YS3:GT+XHR(!9*6;>?Q+W';
M]3+&@0"@XQ<4BEG>6!"])T"-XRF3)4'4"T,2:B$>6YIO8D7(3 M]TF5X9=P M.$I[!>/E/ I/6[/49?^F+1QH7,VV._L2)X9" ^!]&
AN:]ZQFKM=9^B5*_X%24MJ?[P;X.C.[TU?Q\$PEEE&3FF$6>H<2E]0^(6L!UP M$WG]#.'&=R#PW0B+%E0TZ8\"L?E^:#)C(T"I[/VB,A;
MAN"90#+'O/U99L*\^FF ZOOE0WCK]XAF).8S)C)>X76]Z>;!I?U[\"P&U7? M1W'^1(F!VOLQ"30($^32RC*D^74/!>.XE*'"M-@,8-
B:+]:*G\'U&>6/Q,]MDS$42#S8/RXNZ1EY&LKH++ M4?*Z+X*O$FR]TGBLI'C\3:I:T_Q"\>.M"H(+^R*?;_#SQH(I%U-HJPC160> M-;B\NGHX\^%
<>38(8)]1BO&.O-+PX&L#]D@00'2M)OK$IQ-[V)H_J1>W8RG M,,)**SV11$#2$9FXS8X'CGY3GVU>KG[V0R+U"=\4W6*IP'\B8=Y)7J20V2-1
M:1H854YS!/T\,Y9$$/#4>'<<"&+4ZB7Q/6)1I.82(,"N=?.9MSA^KL]HOV"> MESEYHXT@C/LH;G4WK5WA?=/HC,7,H^+7&#DI29OSMN9"NG%82
MS2]!<&]#)F0]O!N#S!/),W*".UJ\KRXK53KVZV9\^:LCJ[:1YGP09Z45RBS2 M* /6 8& L@NK$Y G\X>P>%SG$ZYP @B06OT'\84N%45)<->;Y\>K1^?&B5-
T M$V5Q@LK:&[QB<(+!($[EROMG5G1[?(U($5W,#0%J14]^1JQ&"9695C=*$ 8E M3_[YFE!6*UICL(PY_\2"'R5TF
&KF7\&EC$D'=+^#7>0+L70OD,$*>K MU'ZUR-<^KX=K372C/KY0BZQM,=4]?5H MZ^]PP9T[\VPH$?6@_!8:YI'3'4Q_(S_W#D[4ABW;>[U-
:9T"@"P!O:K&JO* MI&V& P6I(7<:P>*<6[EH, R!I>VWXK;X'K02""1PKG :L3H@P!"$@FE&CIGG MLKQ^8?'V=*K]R3T.XPT$<2*<#@;-
RR/OUCUP"?,G]QJE3O %I:5CM7=BW0$@ M3J]TB&M+F+1M%32I%8P' 1#+.?6,0QO]KWNDZL]]3 $+%LOG=HZ_SCP/#3>:
MV:6ASUP/Q,FK=H,1O0WHKF&>$NH O)E++YLDE-DK\MZ$?,29 PNP)K-SS3#9!! DI^E&9[JASET+ M!"+:Z:B\1*?
^*!";QYB/@G>L5]O[$T5W"R:8Y[6B9I4D(H,Y"L1YD*L*(P"B M2.54#;307P4$\/0UA&A;DNA,O7-Y_[I6"_K:^5C<"Z[BF.2^] RM\58U3]9-
MC5"D@K^DV!@YY"6> VQTO:/@5"6,WT8!"@J+0T5'#T*$PWS\$W6. &^]'4B<^ M/2%LX*2GU^@<=2LI20=W0?G?/]608,/H7XUOZ!?'1DT \GWQ6SVPR
__Z$8' M#-;/?_S#+__UAY]2YR,*H\/I)PK@,_Y/E7U2_DDRA.C=KY%56D%#:EC\]8?N M[__0PC6F1U*_P_N!<391^UCPOYTT]I3Y/D;;'($0T
/)4'NC[OH_2=\):50 MD+_\GOSEQX_$^U^<)-B66X9BD9LOFP]ED9'V5K=.\D:)]"#F?+\H2)/RDWKC MO:+<-X&3))LM?;MJVIO%[N7CC8'0W$D[Z[.S=\9
A4M,V_7PF;=,:G*MDB_AG#TUZI'?SWOT5]A+'FT*&+@[!B(;'_M\^'F,05WH7>+19'@E-OC9MXDI^@D8YO=D48VFN-*;:O-L3-M]C5VB)_^Y71X
MBP+&!MO?S[2IW$AY1CN2\NN$*>FSQM@;<]BL6[Q!I+QN\(!MHH^_H1-WC]UQ M,VVR,*<=K/N"S-G?HK/@DO:3B&_RSNRCF8[,]:M8-
,M]5>AMLCYIU@W<'%.\P MP_X:1]_3?:>K16^C[-'SLI!"\D2?GT23YMV^L-= ?^/LX?/2,*/?29^$FX-F MEP'M*G-. 5
,F75KDHXDO7WRQL^ZZ2O/BTEUVOP/O7"*1IK8*+VT;V+]NF^D1O!VVQUN8LM/$8E6^'_^L5D7F+?A]N"YS!9& MX>*FJ=+\>J8M\0I@-K;5&S+KX=(,
(L?-BZ]F3LSO"9MEP&F7[Z^8V6 MSF5LLS=DYJV5G3@Y5P_FL)D/W(UB;$50O4+ER@UQK\6(X.
M$2F_=_=^4#V9"&MARKN6]SWI4>RA^*__.&'WQUCGZ92_O6'GW_X79;@'4;' MO+H&^0YM$>E]\9@CA+MWNG%,: FB(PWC2>Z&[Z?QM?
W>BT:/]B>]5XN-NK#7 MB)H>A\E16*#ITR+1-)C!KCL,MDSTZ#)8YVUC"MQ@)?86P<".\CMOBX88E%;@ MZ>#^\I<7,QR-EQ1B5^
M+HYO>,!3B;N+\)8XNYK=RK%F)LHL1+HQN*]%L7T4E MGI9K@S.#1O3Q.$7<3OEH^.203?<+Z$B80##! M'\]%K5Q?
JLK;&"A#.BK1F(#2_CP*LUY._KKZR8FG&RQ[HPD21"!X;7.80] Q MS'RQ(59J),X@\YNUMS)2M:7-MBC3Z 1/47Z/D=*[PE1C@-6M9(A=(1:X[+$0
M=+>9ZC\#U5Y'196MQ!H?\16>PEQSJ]1QZ;N6LU3;.S!YLZ%W9RY(?%YAR*? M.!0H[$Q/@ANO1(Y$RCPWBQ5^5I MQJU!41<1COG'G#
(RRM7;F#4QKC#+&,(YS3RD?"N?9U"5I?@NB;P[)R:%81-, M(-DA"X@_Z19M?=?GZS7IQ E96(%=C;(FKU%FES"ZPT#H(;$(88TTMNW;PH>;
M=U%^=3X:2KU/(ZJS -T+E>^#4*3B,ZDXO=E^31#U(BI)Q.X<8Z \Q>B(#9*[M#]"(!$I6&8LL=R@%(92:0$ZKTCQ@BR20(SB&Y_\GI*7#RFM)\2U-I
M"HR' Y4' Y.7VY!Z!K[YZ;[LM;)(]4I3C=[.);TV&==WW@QC8.2;ZC-*]Y%7 M]\[D@<_;#4'R2$RD\7SI"%OX%;G[_JBW;GH^\(QB)GCC"'PLQ]&<1F:AL^3
M@[[>,&,;OO=#/T6T31/>C!/N?/)F0H4=7XQ+)@$R+K']&V0D@>F)Y.=$8;M_ M#+F>$JD8!7@7.\F9C;2X.>0T!$QIO-77_SP.)"KS(0@LIA/80-?T,869_(
M">X2XO,OL ML;@B1&DX'-@!D8LNCJRG&97C,]>&,VV=J! 2N@H<7@J\3V%&J$3GKH*\-'1E M4R^N-2D*>K$?
C;SH$OC#;HG,".BUX4E;_TD#L%>!03VDU'(9%MV&: Q!)E+:T"3>,*K&&I4I/T MK8.F&>3TJ)1@>?R/?N3FY7),T ;2'W(;EDBVZ\Z5>KBI;;X9)MN1
IBU&]BNC>/9K(\H9AVH.1 H3+S M4N]Z\?6N+\5N+\5NQY9$>>/;JRS=8RWX'^3))5!O!@0FMJ?P;0:^3#TF2J>.] M& UG^ZV>R6HP-*?
L!S5LKZ4%/@JLN0N.?67C-U+QBY8Z=17ZJM(*KED6%[R MMF;EL)-T6T5H^B4=9%)::MG1\P7%@G)/5M]BTBDB.O&W7T,G_RTOB/9X:/. MP^/-N:T0?;
(N-L1S4+4'F:L?7*3!E1?H6S_(,*M+L"Z:9;#F*&'CQRA) M2G+WPPSOM)9F>,O%;D4>?_UUP)R@YM&9/[/NCJZ=Q'<5=Y^/A;5US0-HSX'- M.72O9_-
-8Q5CX'Y#)!$*BZQWO+$=^I*1BR@VF+NVH.0PM9%+_[+DI>HH#OY>=.,%?3&(48R0&I\.D=_- G])/Z[TAL5LAF M
1$OMW]BYK(!>;5H^(+P*6#K+/%@5YC XLO"WFCC6T?*T^I>&F/@;'5,]KFZ*\#!.1WQP_R?38>)XIT!-&M M3'<5&,\T$O=\NV37 %?X*B(3I-
[RUNMRQR^]"@PI^K?;J57:/N15HE*8_\[V MZ:X23TRGL#;!->_2]T#C4]M$[.:3L]5X%5#\8H&LYVG&:^HJ*I5I(*KS;KN**F1#T:-5-W#A
M):@&XU#A\7G&HEUV8)!O(Y%H&O4Z!;#?@0:R]/U)1+7G(5YLW?"4H>PMS^ MM305T\IR<6,5K.4
.LKBYDMSY9O'.N,8A81D52J,.>>8"\EO[T980H\]%D(Q M*(7Z6\UQY@FG*$X@+-7++^HFF&L>-"O* RHF*@!*1>AV[A22/&>P66V2URNY MS6(BYA&V:?
+B97>'8Q"=$,HKFV6QNW<21%H>B92']EK&0.GW@.M%/, MF82+>KY"'+::N7AEIA4B/$CAE*&-$/OZ]Z5M37>8=]\6\ 4VI6LE>!_%S?:V
M5R[6('GMLPX4HRT[#Z1C@P@)-HKN9TP[L>_22Q(>]37TTV<4D):#'@E0*]XU MR77J0/R+SI C'?0;\^ @EPP3(^&,'P&"A3&!G02FW'!EYY7Q1LW)92]?
2_"Y M6HA^L*%.F.3N \6NWZ",Y'PFG& +LU*G411.MP=HEA(\Z-E&+MK8NU9Y3S&RIR)O+C>$9N1&## RC!?_P#D\5*M4.S(?0M'#3\XYE(^=>(4T]NP
MTN-0OUMR[PEF%>EXPN1PZ1,<.*7X%7@ M2DQOXSU(3Y$7!C"4>#@Z]? X:J+8HO!XQ@0[*I+*AF/VG'?[25+(5H3:E>26
MJ6*P$WHP26*9K;B9,QQB'>EH9_/UE*B_W+YUPBHF26E;%M98L1HS)K&!1=O4 M82(ECL=F%-A20W(M@*3&SYMO/?"$S);;7?"$25XGXM.;; MSO@A-
A5:1[TDY8]^=Z%G(6I9(3W5&\,$-2XL+,'-V'>2_7T0?;>U;3)A! Q" M7F.+U&,(O7L_=$*7L 4A"4F2KOI\"*'6G^31U)^;-
I^)B<%VB_(_'*]M&&68FK/R1_RY(IE:::C+;E0B#ISAZ]S%'7Y^^8K'1.('" M@O2E/:X'+&0,Z+Q(K2"^MS' 2*9^0URKUQ[H3X%&8K7P/9/$1 N9(S'G5%XP
MB*LE1GC7F!72$[G!IEC?$'OO2(;P2%!] 7,DFAV/ 24X)R@)[B'<1O$A-P@E MU*HXVZ#0SPUL5[^U1T/BL,FS.Y3/10@;K;1P+1MEL'Z-P]XKBPRUZ
MXX'&'6ZN/$YNXM#'+FR)9S$I.5FY/9QG:5?HO0?B)(6!R#EZ0!-)RS$:"'8 MV@X2].346 -&+A;Q"F%V"5#+ ?(:C6-N3?)3<+0E%]I.N/]Q<9)^>=Q>K?)Y
M)FU,%R&/%NQ]V4=Q*R%,/$C\S?BNR^A"(:P'21EP\F$N(^BB58UYX.2.8\ MQ5CR^]YMX=@I8@M*Z2$DLH&+C7QLK9"Q
_$._H>;:QY;9PF]_@L0JI(\.!7M\ M\]/]39:DT0"%)D: MAJ_M[-=3(%XVA8G-#D3RLIY] ?)=%I2:40?C J(G_)$1FB'5&?D% Y/&2A MB=)F#, 4%
@YZU(04=")W-1&]"J8>7A$0XL"-4($5L+:F@$%;1'9>:Q?"5,/ M?_5OE\?A/:.OA/+.LF?4W_!'K;D#%YM363O,B(&5X'0:$(5UE8HZSWP2
M6@FK0.1$YE,_>F'=DD'3!! $K*R#*H=8 /H1-:LH+WAD5M=:QNZ(A M(DF6@5YCJ3)A0)V%8@<1Y/K!(=-@E9H[;W/4^AZ46NKH-.I[]-5E-PJBDF.
MDP6%M^9.W0?U7[,W3]D**9;(^UE8,B%<4BA5V5?"Y]KD2'-2G^6" J\XWK_M,@' 'FRPZE=S/S+^Y8T&PJ;"@VB'4G&@7N7T4"&O"X^R_
R]C$TNL4&^V*%K,%?44(""*E&_V07F[TY<8A/K=J^A.&X MPXVQ7G=-.][CCX?!<+(#;;*>_/;%4O<._AVWZK=]XLC$IFF&X6E5K M4$(.%$Z!P80*A]-
_#N8A8;&L6$/[)<)RR PC\JN@JG.8RHSQJ1]L([2%+.L MHX'U9L#U2EFGH\5N:*C=#H6N;YL>(TD&N9N>=C,KS=W MJK?&*U4+VA'D8=S]BJ]=
[!SWOMN(K;.+DPM@ MGM&1!J&.UE?,MYP<|]6G1VIFZ0J,V%PK.R06L\.*OA8 9<67=Y?8R=,.*KF M9DR.!=C?E<@Z%8P>V3+M_Y+0*A4--UM5
MSG"#K63;.Y(-MSQ0,P9R8&T$UFXL"_6B!DM\+J,7K6+7Q<1@%WD8,IR-+L% M2>TUSEIR9'OQ:X*)\"Y)?7SG10E--G4#)TG\K>_F=)G_KM"*U%_$8!.+
M[PT]BS&S9]&;1W#G>Q2#.W@93^J)I%67MJ)"H*.[FJU=E/D+WM=5TW@[3T>HXW1=WC[R,E*/\3*Q\ MFE[:[CA!CT1Z^]-=!@;_JD?VZN-I+3?%
(@S30L:=.."7K9W^W3S1:; M)[1Z-C5.:!8(W4!5O86D78%1<.Y)2:(-60F&4.,'4L]% MD%O8=7C!K(^@*Y1X^(.(S/&5%;6MTBN3_4Y79$"8TI:Z)P588@"
MG8"[L_"W6,^$*!#/-)M;%HY7JY=7Y.[#*(AVIT??)261OR"Q&U!_/@#C[][' MF,47LG=29;_=%4[3[E5?:;(C*T@?):_[HFT(B713.H+6!-I.
(#)%VV"#PC2''0\%OU\/)S^SI)8 MBWY-/HLPY0)O+>_)PT,8R\+O3M"X)]ZBU/$#N^Z)>-M_AK,1C;=]:G5H*5MX$1K7#UX?-R$F?Z<9/1:NI;_>
(R;2^3,ZO*&X T;WVUFW]1DKXT-VX&ZL_?W\&&,P2?N[M6;=4<63M)G "SA;Y8^?=T<:C*$3BZ;F2PE'#KRCJX>G1LG3M%-E&$+XRF+W;V3L$60 M?
+RY2.XH_)HP-\T: 8I.^?]=-]K.^O,2%_HX:X_,'.,MW->\2W*??\Y=$@R$ MV!I'M,7+N%#6RXY=IB;8=+/F2M.1#K$>1*B@+GCWI@)-7AR1#)FP9)

M'>:.*GRXMUBV;[:-;SZI:TG1(B,?2W'SN,'77NN:5.R?H6+KZ$<\Y[R$KF MPF7K1K)CP#YX.1@/\/-ZRSJ90,-<28M^H.%XG CB&%Z?=:"B2T$]'"T>#5+W
M58D6@=-HT4C2]CI5CW-<]\\J\'6F/[]N&RQT62T:E4J^VDZ#UMHQMFC4*/K8 MFLA18.!5H&Q4OU[%IF<[SQ:-
^[&];W4E9DT_UP7+BE[T#Y'K(S^W%H?PI\LA: J9 M0<^Y!;;_^X)M36P/?T4N4/X_2T]%8;1B;_9[7TR^R3@-[1F5?<]8U%Q,24#7 M19Q#O_L@?^T&86I.-
I=AFT;NOQZ2!//S;1:3@]<((G59 MT[(N*_X=898-9_#8D9A1G.[P!> QAQBM)48!-$'NC[OH_215;4>*RHI*5U/=U40[)\@=+0QI
MPAIAL&E4DTV%5,$<.C(__QHC)R6,A^GK6J@[.".!V.\")<(8:-0%FI0G6D1N M"5R=O:%COQ,Y\<3; MA$WKFE>J17FZ,0#O$5;"3G"?A5Y21U0Y;:3L2VINE
MF%1"$@]V=2!]R+$FB7+8X%/S$)&(ZPZ=NFCV#^0P$UB M%/#9A3%JHC)0!$8",C;;,)XP-FZTQBK4'Q+V:([:IKR M2R7-WOL?
R+O98PF.;B)L/CH[\MM^Q)3SBE-'5S\?S9]]1+)MBL8;.WR,/!JJ M4Y8_K[QQ=2#V]>E+%)*8U#@*\$_O\B$<,AF^GKD[D4.JP=.@IF:V4>V7W&)0
M&J_]O&N0[C(@GK(5GJI']UHPGL'O/HX^LV"6R@P0B.SOZU9@0*G,!&(^^FZO@IQC=^OAT_;>,)X849\ZTWRA)
MAVZX.Q6"ZBUMYB)PV46D8="3IN)5602$ME!0"[_]__1$8B\Z$(QJO',[90V6>CP*E V,."XHC5YK.\JT"@) M$I81'C\@=]'8XP7R5M3%"+5=-
$)40W9K!*D'T:X"(N(>,5=TX1 '+30$LB0]>!:YX@<5-/+%,GJ4*8;7XY5;?#99,6@7MB,*D M6_=1CE-I'4A23""O5'PGVGOIC*;F2V.+]*7CYES7&3,*?
M$5@#6\9:K1^8O& MEXY_3#LQ8-&8T_,'G9E=L&A,#FK1-2HJ(,E\R167F1:Q:/+0O=6Q,S%6@2)M M6Y.7)K(*;/$S3?C7.T;?Q)]_7*S]J?GFV,^ 671E?
S4+@)&0,P56X)(-M\P^ MYZ%DT30CR&HLM7O;')]&R(#!QV#-)4@S6S0!#1#-ZAEMBVY(H7=A4\J26P6^ M%*4YBX-
7T.9$U^$T1D+CHOMJ:%A5K*3)5>!&E269[S,KQ!"?'<_/=UUT?Q4] MG=E+EYT"-Q9>=%B.AG6AAL^ RMG-B^ZLHTE0_:"-*;!C)3D)4_G:Q4$!E5<
M&A)8ZJ/BQS(J&B'[O\#BG]=,9>PFXJ.BQ%+"TJ^I4"#OES73DQ31*T22]#VF M3JDMW_.6[416-1)8KJIFF8T26VMZ_E0F)FXUCQ)K%[_[@&
(A)?)6[R15*4)2 M(NOBPE*KB5+B:]D^JG/QQ:S/4J)N36X'J;-&6B"FQ-J:+MKZ6.N5J2G1-NHU M"6)3SD&W):4R."4*+_< 3MV<*CIB\9U?A]H:K)
(^)=)&O1'PD&:^A^N+NT=> M1CBO,+Q(5_:0/">^%L^)7U!J8T_7!CC;)CB2_B32:48[E92[J7?YC(Y%)^/- M]BGV0]<_.L$S(N]V'GGMO,>G[03_0
ZOI.W9R]J D(?P"R;(U^\H>$?4^!/U M>!F^IAVH(*?V^KU;GO>LI2P"'/\PKW#;P,6@U*=SXOC$J\ZM- 6&-E<5W-WP ME_-DXRH2E"=&+4O*KB*]9'*\5B)
[%0'/\Z S5P2KB%@=@E"QD1.0E*KCQ\I:8P/83;*#[D;R$67HH>49*@'*A;E+BQ3X]*U#E5-,-@!RZ\ MG1L2CH&)-
W,"0L^BQHV\X08!8&&UY[E0.HMZEF%P-D?JL0MW=(>;G%"B.TKS M0HB$$T$1F; CKF""62 2B<^C,VCDTNW8;KGWWQ'1N?1(DWX5DV(_TN&@"/P.
M2Q"\/Y=$] RE=?X:H$!]1B'ZGA.T!G#-6<; Z6R)E-W8;+\FZ KOE\5=%U"Z]E9=?$I+A-8W17@8FP,3$)*8TB1$IGJF' M ,Q:!@C =Q]'++UY=B5[+
(SKDH*5W*Y"PK-&5^%44K1EVQB3VXLKP9WX(B,C MLW655V3:LGVZXC#N>G DO+14L2I"NWPER-*4\Q)!MPI?]TCB7G![NJ!1'8VM MF]DJ'@<&
($YR!US%$\#9:&O<-U=15N!LA*G<<*=(#0<8H#(MR^I>/D4*,,Q Q_SF4(@]HX#DZ;0EG9TO?/,Y_"_.6450:!(8>48G M,4>T&K03/$4)?5,N[E[XSO&(+>
(A0&NL#@0]=17QLGJHC@N[G 04F)$/^XSE MH2&(U% 87!!FNK8!_T"-#2=_T8%TM^H=K%<>OK-F7C289R5N(;T\-G7 MIE,X@A9
>.=HZI4XB08BM*G95^(=.AM3 ZAOV5G]@W$Z4<5 L.'(M2/C)3L> M TI$3G#C)/O[(/IN?8BRM0Z,IR+70,G:K0;;R7PUK/,]%<_,>WRVN\]2_&E9
MJ6:SO;@-C8>H5M@O"5,K!WKX@K"1<)LAU<3GH7&3D!0O7W:3E0#BQG+ 3^^,X\-J ?@V]XI4:>7Q^*/(*C=!H
M+,WS;XZP,+13YW&FWN%S5X$AP64LVY3EZMRQBDNY#NK&X+M57-1'H$<^WTYR M98<0QL"Q.;+#P8E/F^U3A
V#U&_3'C98@PQ;"_<8_P7*&IU:;30_KC",'H&$ M]!=';E&2[XMS0,*Z4M)I([]7%(= "O'?_3OSWYV \#>_8I-PO#&ER<9:DZA(
MU?;,\]'5"5QY!^QE6D>)04,1UM^ M9(G'WA>VB>B^;DACB%SK)%>AI[Q=YGO?]+\W,F[N#L<@.B%$Y7M>JB&A"9.D MG8U+[!CRQ=?
0%ZD(_45@6'NJ&KOR_HIUYRJN'3,HWJ:1+3^B56!=YUXRMDI< M!8+'5HV5R)A6^:SB;*:Q\>129B2AMHHSTE:E
PR/57B@P!/[HXF*:&;S@5PS/G&3GFW-?XX .&&49+07A08M=^=V)/GVO0FC'P_:B"*Y2%@
MCS'YOI;OY"I+]Y0A!0XMSF#SFZ\93^*.$LTP#T:%5J'[ESM\9$*^1Z3C:L"_MQ+<'3.1F>$;T*2
*\SZF#^$+"@+2>";T*IXN*E@E1=&FU^B&OE7UJ&#$A4>& MEN;^\C'=_-JLT2'5&>Q8FKZ47K2-*U0$G6=6IOA=-'8TQ'=E_/>1N2X4,=6S
MF))6Y>Z2Z="*D#I:;='(41+68VK;1=^WI4)=@.Y%(T:;!UO6SF)= K56(_7W M,>.@T/7A^
/.OK:0IRT_I;%>6#RT8%2^C^FM,79]R0G$&+#/V6[KKQAGRBA\O ^KQ M 3,?PKF#88BX031?/P8+"6[1ILCT".1RQ2IT[WEX%?#H?%FCQM3S"]K1X.70
M^Q5%N]@Y[GVWH9OK#YW@UDF=^R@N;.$H3'+%G=BEN0N G]$QB@F=2)0T=SB M&+YG]([''#"7D$8H4R8LQ.=YD28H-T9AP
NEN_>B_(X^6%F5ZY$=:U!@R:OJ\ MBI&3B#_OZ8=[CZYJ?[OIEPX!ZRTKA@ M)W': !G_JP87_^.WJC9D4Q@Q7FK$8^?=RP\85I6E<523U/#YO@]92Y*
[W%$=>YJ:;^ 7%[[Z+.#=3YK!9 M+Z7%#@CM%7M(N)=2_EB#D8+O**%>WE?*\)(S=Y
()N^P2I^AQGZ/Y1^A1@=H*,:3$TMB1QD#QW[N^_:Y/C>2%N"$ M)SX>!:/'#LONB5R>CT0Z?.2=E43TA.(C2C,G*(B+M2WN6&.D=YTE&#%)-G@:E?
+9J#S"./*QMWOR0&A,WF!=\KWC2I>>UV?GPS]D!_R#VXRX2[\YI'1I2FH6N,2YNF,*;X59T^QS\SU$ M<;+WCX_^P<]=OTH[%<\S_R8CM>
M'&S_[E*1(W[MH%E3R7'>LIHYEM50*4O2,-QE,09 M'5L*=D"JS]+ M6 X$A:=A:@LF407FZ72E@:W]1YWILB^A("3(?PF?TU:=(=3;1[C
MZL(+44WSWK;L/K':]*=S_YD"<[:29/YZNNC6N_12 MLY7/%6N8 MJ/A/H%IB<&58&\J*7'-@U/BA7W+\A6A'?@@P>Y[Q9KJX2*N1*8W:8)/$%!'/
MJAW^E6(42E[WZ&Z[16Z:;+8W>XPGE!1I(DGEHK+2\0*H=M),)306[$/ +)MW MH2(=)Z_>,342Z?@:-7SS^RC ')U<.XGOS MKP5I0E&F89!
<,N0NWIOS-*62,3B?0\<2'#:MR_DRF,QU>\S>$O3O#"]Z]T[$ MTF+Z,7< XSEOI,/'+@A^($UQGAT_(6T>\N#XHDEKN"M>0?!'Q(GHD3WYGN_$
M)]9U>^!*YHKZE>UL\JT2=VD44I+C.V3$O"/K>LH5 V+NM0RQV^]M*M)OI% M20R.NKC<0!-
@T>$V6E9"TU[GZ.*E>AT4]7@KK9"O,Y>.):&AUJZFTE3*Z^ T MF2DEH*&E/U.HV!$2%ENV\U/57A$A:=D^=1VSX,P$*7FZ&ISH=AV6*JG^$QA MU?
>E3UL*2]'5Z:$MB45L.SH[OL6A[L]G_)_?;B,W.U"C(/_S*O3NPI36J*@< MGZ-X+Q/D_KB+WG_RD)_?H/!?ZHL3_D>UE<8O_R5TN&CW/P&;9EURQ8.->^*
MI/'FA<15<4/VQIOK&M+8B= #QAAHN-5)'N0O="]S,F[SW$]<)_H&<^!Y_(E)BW9%&-IKC2FVKS;$S;18;_9X?[EY.A[T\\F5+TQ)OB5C;\QALV[Q!A]=3-
ZS/?3Q-]1]2^6/FVF3 M-UD%CLSUJU@V^')P@*$O9[>=\\XR.)$,2"TIL MSS,EO7#XO#2\1T$@HXS6H-EEP)>,8;PQA\RZM5?GX\'#Q^=O?9=>-B7[Y(V?
M==-7GA>3XN3Y'^0VW^VV+!YK8K,WY)$R?HV^=R]$HI$F-DJO[YOX*8[>_=#E M&RFY&7,SY_+)#OM#65LM7Y_8#[?U(])9)M>^A=:%\#
[ZP]IG*'ZPPBS\$=Z M%U#O\5]_2-"NV86[^_I3/9_X8?]3YQ^JQQ]\4VF_^:B^&I!W'[&[7O#2,Q@K M?^AA9>L$"=(&>X]7CMWL#?T>?
XKPD=418T(TR%\(^XY_R'CPJ#?Y]X>6M[3] M^,?W4O>K9+<=* !+X_]]UX+)D[,&.\YIX4"]J(L04'QF# %#]J7"MBXX//! M4(&8/Y5, 71?-B]\4T/\9'O3\I\0I
M$/ +/ 0P'R@GL7$ FK3,Q\])@ =HX0D?5B=! D"#3^6Q=A)< #3_Q"^_DV ! MH!'(>DR>!': YE__I7H2R,&:@-R'\$G0 -889#ZM3X("@!8A]\%^$@2 M0AY
M@0"3.(+ FH;LV())< #00FP'+$P"-4"3L!\3,0GD8 U 7LC%)%@ : #VHS@F M@1R@^<<.ID>K FH"3^9!)D #0$N;$LDR H!G(CY%1PT"1L]O.R9TS8[=^
MWH[P.B'&*DF0CP+?(]5FKYV M+#&UUR4)I_,E1PL-]D[!UX^:3W0?"ZLL$A6 M>Y"Y@OYYSR-Q4:S.(,.;+2P.I3UWQYK+T722_57HD3]
(+85W)T"DC$)ZX\3Q MR0]W?W>"C$IX1* MI#O,8%,IC#+?Q58FT6AB5F>/A: US%1:&"AP.\(12Q3:$Z'Q$5_4*LPU)V2C
M*XL,M>DM)/7XA+7$&&^REQ>Q6T6!4WJ'()XY<8_TS\GSGT7^+G?CT$FW3 M[TY,U"X1@4$HL0UDACV[XMR@[F+6Y>G8^&
M4N_3B.HL0.:\LAD/12H^^[M]NME^3?(6T4H2L3O'7!^&&!VQ07+W<23^Y-)0 M;#GB. "IS 1R0I7^$4,DF03!+2'W/)@DI0@C,#T]!4Y>1Y1O:2I-
@>&R5G%5 MF[SK['N>R>V8NJ$.Y]XZZFPXXMQR21 QB6V?X.,I \ MD4CX*#RC5_A(BQM#3D/ E,9;?3W/#X\#NH[#I1B< QM(" M&'I =P-I+
=:&&K3JH&A%MAB.3H66@Q(#K@\Y*3%!#JQ'I22PM"AA7[\!F3PI07D>$: P$Q87.DX=E!MWUJ8A?=GK)JE9BFI"T[+ MT:%L0W$BHBP'?W4UU
;;3"KA6DA0B1:S'"%\M:D>A&9I M(4)ME2&.7K,<"VH"5#E,;CG8T!:="C%WEF-'#Q\J 7N6(T1#BDXF,6CS()80X#-72HM_Z=\WI1<&,8.N) K6@V.6@1%L@
M"(-K+<>+7$!P8W(M+8T_\&XQT^N^&01HL\3<3UHSHD7B7& '5EO:*6$,4NC' M;%N.#+E(E$5]6]HY8AK!,"R&W'(4RFE(*9[T(]YM
M[5BBSC)U8+RM#4ITHZ>66&KSR2&$NT>I[V(@C)?V>KR4W9R\:!<^\DU,]^71 M^,\G%-,F,QP(5&9>2D$NOA3D
JKO];HJ767I'LOS_]2BED_[O1D0R,>>FG] M3#XD2::.]V(TG.VW&G*IP="<9;YXTJXU"^J*BX"5@SC%<^:S:C="SQ!YK[]9_P]+5 MR0+C1>\I.RCX-YKCS-
&^HE- R1-@II2T$-68O"#A2C+3L/I&.#" DVBNZZ# 0= M]17?J9Y10%(0/!+E01CGVJ$WH -)U7"&'.F@WY@'![EDF!@)9_P($"R,">PD
M,.5WIB*=B+O;]J@YN>SE:PD^5PO1#S;4'Y+'4]QG_5CLTJ'F= R MQJ^-C)>''5:N47CEIOX[IT-7=XC!B^L_LR+&^C7BW$@IUMZZ6'M&.;^A%Q2_
M^R[*C^,9N=$N?P80]:&<_&?-W1]1FA<3>(P2GAQKC[F$G8!YA M W1 T0_F;+G*[<$$X6;?D)45$\!L%$BYR3AHPCG"=N&P*4IHG;8%&-YW(JB
M*!T:M0 6;F7"Y[T&K2)L9^!KDN6X4:8-R8O3*F*;!C]568X=92(1/V997KA' M3"/CO9997KYD.)H,XF?
&8A9GDM&PERK+ZS\,Q]DYSWN6%SR8$&G69_JKXJ;S MJFA[0O^YLF>*%SC;"P>6\2?-AU/YD!(?88XV>^%DZ"/2ML
M]%$>6R=!'RP3OO0BW47R@']X2 M[_3@\D2^R=7S/>8HQE1XX2&;XE5E+>*$L:[!Q/>*MBQ68Q+-(]MJ*^ MFI:3ZQ/^QS%*G.#7.,J.2?6^3L;0^L-84S:
YZ>[S?3CQI"KM=4OS@$)T].& MKK9N\"?*WTOBM($"_*\:?/R/WYY)+C0S=:7[[:S;^HP5WB$[<#?6_GY^C#%D M1?L[F(=HAL8JN?
DKBG:Q<]R3FH4<#/+'SKOE/!"NN0DFSXO'VK=E\TG$UUF" MS:FDZ?N@?XV16.K*YXULG/TCVCGTN31TOR?\9VU%:/ M-&>
[1"&G!:BER\SK"6VUPAWJ)[,$Z:+,'.NP;GT2$,>S15##;R^X:;?>\I4!.QD#G/B! QN?L#"65_9:F MKT\NONOG'<@8,B*@!5A[](VYF0=(O>T@E2B\Y/&<#
[>@B3-,Y4 M&G?Q1IO+>&AM2-3"BS42R+8%\9:,@4 V+4\?X0VW'0#SL>6/4;A+47P@.WS% MOR,$@S-X["T*$YWV+YXC)R0'ZG-
&&4P)BHDA;%BA(7RO>,29702<")W."@ M'HG2BL7T()NV-(#,\^M5'!.?+,U-QQ;3%VP"U)^\XK\EQ/K&MI.XB9;F*B-S M>
(Y@4EH!N1DQP*YV,:*_S>=WZ1Q0M%9XQZ^C.(Z^8P/TQCGB;WI5[0FC^LH(P6KGB/'XQ-$?]#8
MNT"ANS\X\;\V\4NTC;^&3NZLIZ>3%W80[$YYLC&Z_;L3^\1V?792L=IG##07 M8.\D=!]"\=89!#/Q=(G9-&A*84>RQZ]+,!C/D8>5[D\<(ZI_D
M)OAV1XRL+;ZA)$U\#Q5JZ?'QAJ\<.\;;P)]2ESJ,'F MR>]1\$X,S+;Y*>ZA+)H#PJ(1*([>,! ;UC3!QJ5X^77@$>V<(#?Z&:AEC8!W M3S$O);H>-
)&7B#44S,8'^ FG2H/_&SJ].>&_^.JV/0"(AA"(V1-[F'<6AO]NG]W[HA"XV88A*)2Z:ZIN'T$,?+]^= MH]3/<-Z:JZD>IJ-F6MP@1#YSZ,AL\VN,G)30-
S[&:Z&.X8PTZI1.2N0403P" MYW-OZ-AO>DZ\\T6O>S].4IHXEI! //$Y\@<#>6N^=A(_>3EBGIBU=D98=>SJ/+%_(#%\1(WQV84Q M:J)*101& C(V-
#">,#9NG,#- AKXM-GR\<;:]=EK&F,5BF\I6W1'35,AJ*39 M>_\#>3=[+,'1380-'F='?MN/F')><>KHZN>C^;./2+9-T7ACAX^11\,5RXYT
ME0^TCLF]/K6;U^5#.&0R?#US5KP3H,TV[]+0R$JH7=5;#$KCF81GN.LN R*X M0"%X8/1[-B,PX>[CZ#-K.JG, ('(_KYN!0:4RDP@QF')R?
3^2>Q7KR9O)?-0 MN 0(#^3T"B8<+;4P*J-6'"(H9-0GF*(QA3%M'P\PLLQ0LODJ>B"$9.@*6@RDV% M+NCJB0B6HX0?#]@L:"D]WE9&4TDL P_2R 7:?
5AH%O" L+#%Z2,$.#[USU+ M0&6=MB:L2SA>E7R6E@^#XS*U! -"_]]9*+"$&!2W:AZ5I9C0<6UK)V=9BA,] MA^^9N5N6XLA\L[?
9&@8H>H&8AC9DP$=T$[SXRP'7MMHY"7D06YO,/YK<#^Q MSW+XQ6J D4$(&=ZQI)WD:0@R"J9@?4$:)^3>$^-ROWHNJ.4X43,,E3)'(6-B
M;%G!XBJK6X3H7B/'2,^U"%4*RI25W L9ZM'9A.FSM;0%C"Z+G)]1;3FBU'1+ M+]4:,M1C,P@KTM_2%CZZ[*& 7S)9=_!FS8Q)\ #7
M62TMNC$)/FQPWXFK=4R"%E@>&Y7Z'I.@ >"M7%Y(9!), +R :94KF00I$.\A MBI50)L$'+)-AW BJ%,1-]C@3U@"$%-UC7C]'MUC1?@/Y,3T MR)-
^+':S))MH."@&N,,LB??G$L?34%[@KP$*U&<4HN\YK6@ UYQE#)S.EDBX M\F;[-4%7>+^\VJ[B.4! J6+3E8"H1P/9_C=$T(J\J^)I!Q$15'Y)2(97&%9[
M&9@ $VN2O.L3-U1Q]QX",&L9(#??1RQ].89:NRQUE9J5#2\V['E N,61@C/3(:,#96HVZ'$(;:X06-%+9%9"$CG'0<5R$INE]YK* M*2F\7]B>JC..Y!!
<56Q/:!@'0:T+#N30]6E0(KDD00Y2G@,AC:L6Y'#4.5"A M_$Z"4[')SXM-D^17C] MU'>"F^APB$+Z97+WX089_M%
[C+I;/\@P232"_0V_%%WA[7ID4R1W*R_W[+>W M3-[ILK1(3+AS8L+F%>2]H^Y<[T=;WESG#7>/O(R\[9X)B^BY:N0?,88L]N[[
MU965J*0Q;>2GB(([R5O]W;\S_]T)2#P+_RU".!X8LI5)Y?K$7D#P(CGE+P)# MX]DT.]4S&OMW'\+\#&Y(/$6N6$@1).6CX;?KG/3W1L;-W>$81">$**?F-
URR MJV=$8I)[4JMTOQ;PE*1-!6 M6P-,,$MTV"%288 Z)"YU66[BG/""[KG,& -B^\7W.'VP[5(Z!HAP7 M_V+;'C#1U?
L940]X%.9I8P_A"Z+Y^%@'5!Q5./V39V+<(.\UNB%N\BN7Z7\8 M9^&1H:4)HWQ,-[^VSCD@5325KN]K ,@6I\#:40)919- AE]J<0NU>A,#/#4$
M&7HUIX18P8IQL"_POEH6,S57Z;TZPJI;?5KZ;U/7?B/I/ MQ9,V>;0L!DMN MO/5E]R4W+O"9_HJB7>P<][[;N.O6'SK!K9,Z]U%<7X<18A,,S>D=A
MAA+BR"'1CC%&\TV6I/C<8N*:(.4H'TF&-HURX]ZKSUX.0 2#YM[5(A8&+6H, M&36I7L7(2<2;?TMHW#$'!8.6,@9XL;W0V/B7\/P_+ M-
#$':*TT+MA)G#9 QO^JP26UT*BL)?*J*9<8GA+QV'FWG O8EB!E.1?$8T?9 M4I+22]^G((A#!0"";OL'Z>H MM!0F+A&HJ5[Y'S$EAPEZRF)W[R2"-
VCV0(/N)^KZ?W)B2=@$8^#8&13?/M?G MU^GHV\>C8/3(^RJ/Z@G%1T2*'11'R-H5=ZRQ [[.$M(<,[ER_YWY26Y"NK1O
MASB/1CYO;#1W4,8_>LY($#S4;&A^?6I^(U H&@N %)34)A7[2QBYA\';_0T M1C2?
SML#C",/"]DW/Z2ZM%5)F5+L%L4Q\GA%X;26&+N^)0K(U5N$Z.X08ZA^ MJ2M? M-N7 -'03!0'*M?9F6QNF7(X=L-

+8D<&4&XKDD5/]0ZPSX(XU%SRA6=:?>0J: MBY@3#S4GYJ5+=:%)*B^(]2Y US//N@7/^EKN,C_7SYW"OS8E@#/"AX_
M&WI+8L85$PEX/OYV]+S<_VP)+L3I!.,@PQ("$3]J2Q^Q&JTLF:Y^2V&7^_?J MJ@@"![VET&OK1_YC@*48T'XG:+8D9#KL02-
"24OH._3;L89]3K($)R)M,392 M[- :BMF9DGB8CHW5L<,@PZ_&,)+WE28A*,@92T/C-#1IY^G'4H!UE.>PQR3(MB!E/,HCL<CU5"%481)T +N?<*
(A)@$=F!DN M#<*8! G +$?EB(])D '1JE0+*UE ?FN=0?Z*W"T8!='N5)B56!9<$EV-)[I]J M!-[=$PI"-(_] 5-HN//Q=O*,]NO39^>?47P3.
(FHLY#."A#!K+,_@FFQ(N0 B_GHA&O<0'Y]GP\]U Q:E&NC&(62USVZVVZ1FR:; M[0XV2(K YJ5P]%Y^'33X/0 5M;"GP@/D[KY=/.J=NNGCX)*(/6 BP\"
MIL5O300YT/N>MK8"C9M+/M(*XD*!WH@U;(05780'F!60HZS'#Y"J+!#K7 (O MV5N"_IUA@K][)U0_08/H\PL;M??(D;!9%6OHV%5E#Z3'P[/C M)Z28?
QX%>^^'3NAB%BX*NJ\#)^R1F$:/"44^![Q MU%\[8FBV-J<]<"YCOR=WMLCG_Z\0]_4*#+V4%J/J+EQ,0"K_'@]GR!\])TW/\
$CFC!3R5X&W,L!54"E864VF$Q!I$ZR9[4?\!_D)-]QPJ$2,3T MQHGC$[YY64>Y?5I]"(OFU4\D=!7O0R,4IHFJSWX8Q8UZ0DRL0$0)BX09TMBE
MW9Z3)^=$,(.) G\29\A; @?TW V?D><[C_Y;[,2GEVB;?L=W!PPRH9@C4:XT MIK>V:*!#J2:A.6_8K?1]>V >HJ,(J'[^I$^KWH0I9GH4NDV=]=F8JK"C<
MO:+X<(O>4B+<.BP+'3JIQGK&HC?V76SK$J75E4C0P9M./;$8P!*D*"NHCCK" M+$SC;UB6)W28%?124P?]#!P<-?'[3&)'0N3=.7&
(R;F96'2+;]2NSP9X00IH M+/ZW$DLLA&R.U$<5[AZ1DZ!R\(FAN>R"E2'(*(._[/Q_W\&?^Y B=,>=?=/UH!GN#L
MJ$U8DVEB#61JI,G1F%TJA0XLQP!F555KUE.V ";!V3W%Z.CXWMW'D8!6WE_8 M#R%_6HHL)6Z6V"3;WZ*[^M)2MH9<,G6 JCY\E56)* NC6T!&;,
;)2&+HFW MMM3+:745;$NAS"]FGU&ZC[Q6,>RZ?K5ED%'1^HR@.- M;;H?+,#<I6BS)@D[S27$#2YIP' M':F$&K2X,>3T0R:88/:&F5-S.D$0;"6HL<+
(J9Q*,0VM32M/,UBG1QZRP#X' M^42CRIX;A<#5^[P9YE01)]* K8[8@PU6N6*&$3#WSAYK4DBI/(3SQ)/"W D% MDX(0,BIP5)ZH.40BG6@,*
(5'5B9,\GDC4XK*ZVB?>!1F 4%][RE4 >W=.<9 MD;YV,H&1S3)NZ[$?-(7&'7,*"#TLN1,R1IHLUB=XC&3N7SC%'(OWWAO97-T= M!D0F]9]B='3!1'<9]C-
@7_0SQQDD:87G/0YERV<:O*^H/.!Q+BX*4Y?>VV0> M8)3>YI@0JF3QI/V4UI=KK?I9L)P\6 M4)IL]6VRV1:*#7_[-70R#_.V]S.$Q-F!9-O.
MRQ!8N<8^:9R-MKK238QDO06?3=6S*8FUQ\##8SZ P2PBENJ$6MRAVB11$ M@2N&6 -;EPEN_2!+:Y&JS0;%?.L8@;8LRXLLLV!_1N\HS%)>/?F>?
=1O)X3 MLQK_S\.,8 T)5.0ME@0M#%D"VLSZL;QC16V,=F4"]!32@8J1U/O.,8R\&L%8 MPVRV&+-L%6E!.0!%%8E!+,[Y&H6HR22?-*\\,/7;KQBJV
E(W(EW\$,_2-:UXC^#5.'.!YQU'!G._G4%@F+9CS4G8MAP-FW';=N5P MUFVM8^[5KV]M=A_^&B,,AFL.$Q-!5*NK*Q7S$+;;5;*UIR;L&
M!^#\'BT'V#F5S6==? N/$3?\F1VV]2/27.HVMF\[00K#%G[@\9(+&5\XHAP M8Q*%?(OR/ZNL6&RE[9UPAYXQ*]QMM\AE>L5TZ-">I]%AW-
7+OKHZD,SB_]!? ML^:U@ -[U4!,S&C/Z%BPVF;;3)&PQZT\LJ#IQC7;@PBPPH5Y%/8\/IVGNF_1 M,4:NG^\7V\TL$6-!>==A4H9*6#S'1AO4D
MIJ+$R1L4GMK.T^H^^T.O77J>G+D*Z)6RN()>._2&=" 8H+_;1<8?K:4'1<.F M)77*).F690.]2N@9_%!6 ,%F3=.^956:A&G+C'?V#TF2D;9PFRU+UUA0?
U"XV5!7=?-59F+6 P>(WW[L0$B3L M/(-%[@1/%4Q@1#-&YFGE5X0^BZM.'7G'8J=T?YO"\>9*!2KZE9GTH3C9I&G' M$8'Q\?HC3?;
M>XPB)_@'9UCLHT+XGS9;J'+QD12(0!R\EV]?MW7'TY:MJS+7^JO1 MY!C"Q N1<,I\-,5UFY B7@5JF'_\R;*$EW?M M.R:S S[&GJD^%86IB3TP,5#
MRX>"==SYN'XHX/ZS=1MSA+Y'-)C";RBAKD M]LCB$=!"(V^('*"(CR5SFJW%ZQ#G@MI=17').VEG7$/57H/Q%*'\W57@08N M@]!UX.Q/-QMR=B;),D$?
86&H>N!A%_H%+[BK2:.2WZMU@:LYNNYZ$\@R'ZU M[MY-F2:80:N=6U-X=%30KUPW.V0T$D%6'!)0K^!%]7:7$Z8N./DTB !QR4T7 M1-Y"-
HK:8A1*7O=%OC"I\DQ3B!.23>:$IV3S/41QLO>/@&3PX!;6K;)NWC^S M(D?H-2I3O9S@R?'QF=\X1Q_K71K?/KA]N8W-W>VLAVVNI3U,-06BQ_O,V;3J
M[,P$57T^D%-5)G3AF/$8,R0..$:;V>\>EOL.[CZ-?+4U!D8UJ M K8CST#TI=8T;(W.BJ]YKF(.3?_SYOY)W14LS61[]]*_[/'WL9N]H8 DT5BER-E
MK%=\$;\.:&&-'$"].3G(7AK_GOPM^4M:?F7Z)/-7SF?'3Y!WE>25,ZHB5M>G MS\X_(QH4@>_^7EW1IT3"T-DC<[@Z)K19O&$+-ZJO?
4:$A4LLB,=TC]Z+2#2? M88KOLV>/P(5#P-+S9^?#/V2'9T3K?GF/*'\M>B8K5PI'.*9)FT?B-C/-H7E1 MA2>$[Z#IJ56;H6!"_@
HFE1N\%R%*18.048Z';X@MTB_S.L9DN*'>)G\"D>J MPN3-4I&7-U,]'+/\;K;9=CO[EO$@!:(F_8V65LL?)0U3SC>4I%CDHNLH([?X MQ\>;MMSB?
P]29E$!FS_TWF;$:LAK8/[=";)V#:O[*&Y5G"0U !._>9$=92DP M2DS.7;_&R$G)<:,XO';"?[7I@/IX\)Z12@8'_V0T+0M,A4WN.8&M1/ M,;HE/:S)>U%#
ZN.AF:--UY%JK*L#9NB\PT8]2.]YVJ7"2&MK+/C,2CCTHJ. MT_A-HKSAUJ9WV2R'P)[.<72*R!B'@NR1Y2F]%6H]9A2(4D^T!ZMB$T66NH> MWZOP92-
'(]'L&+A^/>_*RE&?8@^3W1V.071"B(J*S;&\:M9%_ND77['MVO$P M#9@(TGC'XOW@8Z,GS$N$M^H5%YI0,,*>@Q;=+Y]?OF(Y1T2,4]WLH#(V LWEF?
(X=(@>[K*_'W MU+T33D763<>&/F,%D*;_F\0U/4>"[IYX5.6 B6+ORZM&Y<>(4W419C,5&(3[:["0> Y)ARJ"EJ]TN M1CM\3(W4_CP2Y3Z*7\
MB,FS;_WR]A!NPL /B561DJ<%#/T_HIWS1'X7ZQH2$N1E;DO*C+SH^][R@@5 M8.YOZ/36"QGI? B258H@D/;&.Q^"W'C5]? S_G.'J0B32;<(4*'F%$;:PZ.L
M0&JN>\VN3(%-O'/"(D'\"RDTAQ5MX9O*GW**YA(!(GG7^".L9[TR9:V=YC/* M4N#"A(I39>MISI<@F1=C_T#8D/BXVU"POH$) B<:I;QVRJ)6ZG%
0U5$\6;7 MIYN]C[9%%H,3;+;8^&W$^@^9"D5,*4>P/<5HFY&R$]\<4D2(MIMGQZ\)1P(] M_F9$+V;&]#N)XL:6&+;'CV0D)S>-.Q3*\4JU$+?
C<7$=XGUMT=VW*G^&[R=E M^ @B<2,W=1;X9LN_\W23](:OTT1:";%IRF]*;"RE\=6#^CQH?E:1=L@2[MRA M0!G\)<5'TE:^K8] :MUGY
1W"=EF_4Q3]O^MF^DT*DR5UWC-:=9(J]?OT;W_ M3HMCWY$J2 D139WW:M$0D*=\]>US?4Y,'Z]H!$B0RKOG8^1T+MNL;T""4'@% MKMP4FW?
U];KWL46*T_\=(F%^!!*(;E-/Q>W.^!0D* M>9VE)2Q#NE17K'._!@G,O1\G*=TN=1#T,_\% T "5#RXEZ$+]_X'\K!FB7?H
M)F(5>E$=WK0I(&29EN&.SXCXV?!JN7A^"%\0+;)*'#QE9'L1U)X4R9.OT0WM M#5"7#!AI,3 VY>!G/_S M_P%02P,$% @)85D662QKFD-" [3$ \
!G86EA+65X,S%?,2YH M=&WM6UU3W#@6?9]?H265*:AJ0SS%CS#8ZRQ.,E,LA/,+3;]L5=*>JSH5LO7F;ZIJC/6R]N-&%H6J MSU/QNIF/M:HIF9
ZG_A4C,9;891"3?L^_DA47= \30[&E:I[R^'ND:K'C7'* M*U.GEK3T:DIH?K*'QJ&3IN^B-+5/G/J#TM&P\>/H5>)-DP['X5XI*Z47Z2=5
MD1,?:"8^FDK6O6%FO#<5;#W-?2*U.L> [6/QNW[<7*CC4U?#,//>#91GA+7 MR)S2QE(RL[*)P\WB'#*CB_&:;[>Z U]FJO"3M%0^R6%)-?
MP.I^H3'D15X1[M0!":NX9@M/^E86^.0@X'R#Z2,+P[_?CI[+>S=[]^.OO]P_\V#IK*OPR&;YOT MV4#\4[+I.Z,_MQ/3U@.1D_6J7 @_D3Y="P03*]?
2N5^VX%"5:.5\0IHJX@6! M4PW9K7X*A7*-EHNTU#2_%JK_MHY'Z7T)1HGSTOIQ"$K"_;LTDXZ8XM?"MYS1 MX>[1P?'+AXIG-_K,V"+)+,F+](*H@2-
ZW,]?U6&3"F&X9=I;;T>[?;A7-K X MS&@X?+G6X0,A1DSDE(2EJ:(9%4"))]=[K;/R/J>R-I_ LCZ.Q:D8.14"W%1FYFFXIP&$6 = MK
J#GFKC!;>2JA:R7HBV]K8E^"I]0 OC38H*GZR26I0RQR4K3(4$,9=Z=/A6@%G,*3FK,-CL$&N;-Y6,*O1')X49 7BDT^$;_G7 MLOV,+'6=\
0JY304#V2,F"D_P01=0WEPD/L%V)4I,,TIFA4B6ZR&X9E"#T&A M@Z=,(1*EJ@%2QOL2E /P!^:X;5?NJ[K$UBU9&./_7+<%^@3P5Q X &D4;_=P
MWC'EF(I:+SG5P=FM#0U/BZ"X!VS1:AB 2 :X#,.YX$\NW424VLQC-V/74:(3PKQ' MF[)4^!AP=R:DI8!P(%9EFAB)@C#O# B:L#F;5SK/)[(^)_$KDL+'5L-
B=""3T=$V[82FHZ,B?HH? M%9^DZD@Q[E]PYEAA7F0"^W+G@YSD=8L"!,[X-C'2T8\0S%_==+
ME/S@M#L^VA\=OWYU^&;_X/CP>/_HGCBX+7<>/PG?DT/ @<8@F;Y,E0&KN5RV M[NY-6%9E!-AW(T6A9EJ+#@#_J7(A)\&*ZM
/GWV7V6PU(\92$7C4*;4E%P9= MMN2;"ID-OCBC52%]<#1SJE#2*IZ BGHRY.B:>VH=:[RP[;@@"$,&,X[@D$?& MY$8-UE3EK9:
<>#&MX,12*Z)%5)ZK@AG_9<2&6#"TI^)>3>AIK4-..N"',YS(",X$ YXYU1#Y6I0%W>HX3V! M37!XC?3WJ:9-]G@CY*@N9/@*"G4ZG;D&T8O526.
(&I*7#G-IRDEF+W#NDS M?MQ\N@J1.D/A?/<)EI_6:B,CZHV_88RB& OZ,N?-G M3CU&3A5/@%/O(UJOHYXKC]W)*=S9S*VOR'6L.$V>MY;!O2+O-
G5;&>=Q@Y^? MH3.7HZ>N!"^V;VI3@J?(0VOFG>\Y4!CJIEQ2K=M+SW:B7Q/I+M4P9[# :RI" M:@\AZ=+N0FAU0;HKHJ[9#[X]2O=&YO\3YMY?->?
HQZWFA.=91<_SP3*3<&); M9=HRJ3!5OD(7SLJ+GV3."]Z8]VEZ P7T&=5*>^);DO2: M8JX(X.\$XV7Y9(9HL *,!Z.@ <.1+CR5ZVO_7T6IKM(1Z[;JY
MF7[=21!M0"&LW2#J4 <1ZMH*R$.,PFRZM+_Q,J&FT6A+NSB8E)35XA* AU M/UIU]P:H_[!O2;W',J1"?$! J@PQ.1R(_>'^X4TOB:VR^.C-[NO1P$?
CYQ>C5<+PV81*;1LFS>]KCC/PEVSPA5_6A.MLGH!LI@5+U9R* M<\71^F>U4TQ&QC7%=VJ/ [X0L;/)FR\L2AJULW+'H_V7Y9
M=X\:+"$_+&"GON>+IW^11#?A8L_MK;] N *2!POOTPKB _FU@=S^5WP.@6Q_+9H[MX43?WEWOSD/OAK^F#EP1=XWD&1)
M;0KJVVR]O>&+"$&BQD,[?_L "]96]9K27_^NPD:92W5QRY<8ELIL8M?6I!/0 M02;'='WU!CJ.E\.D(NAE"7V82CV3"Q? ?[+'7]9X^]/)7OB:QY]02P,$% M @
)85D60@W4GX#" Y#$ \ !G86EA+65X,S%?,BYH=&WM6UU3W#@6 M?9]?H265*:AJ0W<#0^)F4I5-R!8OF=E4'O95;5_36F3+(\G],;]^SY5LNFD:
M0B9D@4SS -B^DJZNSM$]DN73B2_UFY_$Z81DCK_BU"NOZ MPN"@M3@=FWPAG%]H^G6GE/9"5:F0C3?_4&5MK)>5']4RSU5UD8I7]7RD547) MA-
3%Q*=B,-H)K>1JVM7Q9Z*JG.9I/536JC5->F2JUI*574T+Q MTP,4#I74716%J7SBU)^4#OJU'T6O$F_JM#*SPI9*KU(/ZN2G/A(,_')E++J M#,?
&>U/"UM/<)U*K"S3(7G!K7+YK)S/:V/1%/_R,9A/E*7&US"BM+24S*^O8
MW"SV86QT/EKS[4YWX,M,Y7Z2%LHG&2RI8A_.YA,U5E[$$>$:$(3ZOB$8#+_4 M[.U1R. V2<2AG=GGSZ??SA_]_;S^6\?
_[]QT%3\93!\6Z?/>S#*Q>^6G#=5 M3V1DO2H6PD^D3]>"P*3*M'3NUQTX4R9:.9^0I])X,.!037:G9?NC*T3Q M'+N<:;?(^I[(&CX#9/T3 Y(S$=E?J
M=+B7PQDTJ3GC@%V97)T>J*C!U2Q;%^#_338XZ ?P5!/9 &L73/9QW3#FFHM9+3K5P=FM- MP],\J.T>6S0:!B"2 2Y#QS-(%H&RA^X7DF]%O>-E;(8OK
MG+GA[98OC\&7HV? E_7P/7SB_FP/W@]/6Z CUVIJ,(ND*G1L!@C@.(]7\5+Q*JJ*%./Z!6>.%>9% M)K O]VZHN-90@8:XG^M\A 4+PO0A.-
;2@A'/4!R^6J+D!Z?=R?%P'@ .-03)]F2H]5G.9;-S]B["L&A-@W[84A9II M+"H *?*A9P$*ZI"/;SV76:SU8P8MXG HU:I+;G0:[,E/U3(;/#%&:URZ8.C
M8Z=R):WB#JBH)T..KKBFQK'&"].."X(P9##C" YY9$PN5&-,5=9HR8D7W0I. M++4B2D3EN2J8\=^8V! #AO*4/T@NW/+TH7DZ?G8\O7?"N4'7^Z>J>
[,63)^J MG,DHG:DDYV1 N;&\+&.&2IMW; %_E1PKK?R"Y>6F9GGN",0*G(FTOV:ZLJP+ MJ7_>=JAN; W.NB"'LPS(" Z$!=X%55"Y&M3%$ZIY3F
3+%XC/3%WJ!K9=TO0 M)TG0[!D0]&PJ=1.R#:.7B@(K,#4%[MR&E=12[-XC?<;+S:NK0$@41.IS<0TW M-HV_W87[)'AY94V\0"V^O"D7>;JBV-\WC
[\Y0F4NU:JX\VXM^3:2[4L.C R_TV8^W"[.<<_[FY.>)^5=SSO+3,))[95IBV3"E/E*P3PC:7B MTC>)]:(WUEV)SG #=9:E\I[HKL0]-M"U;)
K>!AJV04A@7/'>1A_>=G:S2/T M1Z/0@3!E-
%46]EOWMMLV3S(S/H=MF[<:"R&$7(%+O!/(>XJ9(H"_%8Q7VR$@TQVQC7E0DJ_$[XQ@9/IBP\L>9JQPV#WG6V&];]XQI#R.*V*GO M>>;T+W+H-
EPS=15(@/5PGJM[BLVP;R:P.Y M^WM_8 8WHCFWEWAQ%^>U?^>^6]%V==08TEEIT_.L"@ M-66U)O+7/U'8J'"IRN_X=F$IRB9V;5Q:[1P4U9;6_;-
A#^WE_!I Y[I; MAB%N8Q?H/E(B97&E2)6D8KN_?D=*>[UN.QAVJH\@T*DEAK$D:Z3-FM.G!SE6"R9"A$LC M?
V)Y(97!PD0%)H2)18C.BE7$F:!>1MDB,R$*H@-W"F'7C8YW'A.$KD*O%^5, M-))^>\!$5$C-#),B5)1CPZXI;!]V8+-34C0J4BF,I]D[&@9^8:+**L_((O0C
MMY;BG/%U.&B2+M&5S+%H!&-IC,Q!UM"5\3!G"SC06F%/L_N;S2^FES/TXM75 M[-7H(Y@I>O[W7W M.(?LI2E,V&\/>KW#77/^H?3G-
/WL._#+L+D0"#X(FMC;'RV9R9#)*'I98@4! MY&MT16VQ03)%OV*&6^A")&UT9&5^?KSJ^D$2C65>8+&N/I+H&(&BYU+E*/"] MERB5RFDLJ&*2(
IH$C2CA:%Y3!7]^2T(0;??0EBCE'%8W!AA;QH034H%M0F\ MP8*@R2K)L%A0!*?F3&MK-7Q;<8(-11E5%&S=,K!R86,?^-!"OV.+SUCRMV4F
M2]%"XXS1%-3#<;;^H6F:L@0,!&565^UD"\$SPU+XHRB5+J$((R-O7XLUDNY: MM#YA(L%7LB7>"$%.-OIG6,584.U-5YRNT2AQD%MRMF
=NVU6+J;:K>1K]$;(M)>"UH.$.?VW-3SC6^ND!D";W.-/&HYSFU.86$ =B<;#=67B6@9;CW;/#B#!= M<+P.4TY7MQE^
AS[J]36_89!3L;3!M@2.2I[]D0=QEA3VX^\1_H;'MJ$.CU\ MJ"SHMT\'W>#T[*3_I-L[[9]V!X?14BKBQ8KB-^$;2@NPBF^P8,*U5PZ2>S X
M.#*CIMPW.J]JD,#WS_G.;8YOD4_1MR93CC+:$ MJSFK@=E'&')#4UM7WG37?Z@ZT/2M?N= MT)4)J"0Y=O>F7<%@#8&GCGT-
ES&S)0N.UI:V+;L,J"#8!M4'<5Z"=S#%>^W"T%[#YG_Y3GAX1J%9X!AB"[E=56W M^U79_HHMY5VN?
\C9#R*]Q]F?'PI(TO(.;:B)*ISV6]#7M7R$#R."TU#30L,5*/5W ZGJ>:H:Z9A*N7,K,-& MNA8"*7)'RL9R9?VW9M0N : K-]$;4FGO&+5[3/T^P,7K3EQOW3?
NIVV0$LSKN$'0&V>;L+8'!810+\O$'\ M^(4 [AE5?@#YJ4 >O5 ,&H ".H#WT#R^#T[X;6_W_W;%'R$-!D"3)14#ZP"D MN@5:0J,/,F -U"O;I3?#
D'Q>FNXS6 CBF(%DI>,SOYPQAKWR/ G %]66S' MC+J3@YUNP39@::D$TUDEOC-=['T)H!"#G@UL2E-4%O#$&@73]5Q;"^ XNJQU9;5/;.!#^
MWE^Q1X<.S,2)\P;43IG)T7#'S VA))WI?91M.=95EEQ)(4E__:UD.Y"4T+>[MTMZ588!8J]7NL\]J=\T@,SD_?0*#C)($?\/ ,,/IZ>B-U^TT.X-6^1$%6I7$
M()+)"K19"';BTE.>.K8,IRJN&2+N!:YD34@I$T1N8H:^C2 M>(2S&1YHK;"GV?WU.;'D4@5/??<5+C)FJ*<+$M.@4-1;*%*4QRU*'R+)DW#+ MM@?
-05L6+#%9D#+CQ2A)A;5AM,Q8Q R4$;$:$(3B4R%H=SYV[&X48C2 JN\$ MAK/1]?3B_.)L.+T87T[@ZO7UY/7P<@K3,;1/X'5STCQKPF1T9I>AW>W[C1JL
M[\!X^/S ?3%WOZNH#2;D2LCM-S_^C_BLSX'*;_CV RO/YU>#F: M>.,W?XS^A.'9%'"EX_L[<]TY9"]-88)>L]_M[F^;\P^E/Z?I%]^!7X?-A0#\
M(&AL;W]8,).!R2B\FA.% >0KN*:VV(!,X3?"2 ,N1-R$ ROS[.FRX[?C\$SF M!1&K\F,2'@(J.IQH(K)!"BBF<"$%H;F$570]1L8@DZO 41# MRC@NKHVP-
PV*QG.%M0F](2*!T3+.B)A1P%-SIK6U&K^M>$(,A8PJBK9N&%BZ ML+8/?6@@,@E<*:J-% TXRQA-X9P)(F)&.(S3E,5H'"JR>BH'&X#/#$OQCV*N
M]!P+,!AY]TJL4'17HO6')!+]3#;$:R',QUK_A*B("*J]\9+3%0QC![<:/UB#PF3>YQIXU%.YR,IPTR)70T]NR).HB(
MIK87^8#PMQRTR72_U@9T&L>]SOMXY.CWO-.][AWW.GOAPNI$B]2E+P-WE): MH%5\C043KK5RD#R P=[I0?NP#L>=OJL\M.W[^UL:'R?

CI\BD*]G3.<<,CY'> MW.;7.O$4?3=GRG%&6\)5G-7([."^:V@W3](#M?\O4W1=7I6)&X_[_9"F[AK MFM]>\K;S_$G7QZ1KYP>A*Q-817+B[DV[0M":!)\Z]M5<)LR6*SQ:6]HV[#*B M K@-*P]>ZKA0((]UP^U*UY<]*DS<[./]"TK->\W"T%S!YG_Y1GA M\9J$EXAA)?RIJS9O;)D?\-Y\C[7/^;L1Y'>X>RSI^TC/]QRSI"(T_ON(3N0 MAQ%F(U7.%CN-H^E6W,/4D7/,.;D25CELM_$O*KD,7B<%)H&FA8$J4;+F1U/ M4_51-TSC1,J9606U="6$4LD]*1O)I?7?FE&YA(NW31ODE)[RZCM8ZIW 2Y> M]^)ZY[YQ/SW[X!Y+;FR'%!->Q0V#7CM;A[79+S"$DC.[_9N3YA/R91%\!WHX1Y2>0GPODP95B"&&!&'Z YN%#<.)O>ZQ_MRO] M$#0:@(DJ%4/K$)JJ]5E@@X\R: W6*=N=UT-" M%J8ZC-=[ISM>E+M^.4$WG7^V!L]SL35U;+]+OI?GIB)YX"7[M;0^9J;TNH^KF7<]>=AN;"ZBX?.R<*G.7I-CS!H0OR$JI"\ZT[#\33I\.6NI? M$'\#4$L! A0#% @)85D681&P9R2& $ Q-T1 !$ (! M &=A:6$M,C R-# Y,S N;'1M4$L! A0#% @)85D639K#+]NXP M//P, !$ (!P1@! &=A:6$M,C R-# Y,S N>'-D4$L! A0# M% @)85D662QKFD-"]3$ \ (!7OP! &=A:6$M M97@S,5\Q+FAT;5!+ 0(4 Q0 ("6%9%D(-U)^ P@ .0Q / M " 9@$ @!G86EA+65X,S%?,BYH=&U02P$"% ,4 " EA619LIXE M.H4% "5& #P @ '(# (9V%I82UE>#,R7S$N;'1M4$L! M A0#% @)85D67?I]&M^!0 C1@ \ (!>A(" &=A C:6$M97@S,E\R+FAT;5!+!08 !@ &'(! E& (! end XML 55 gaia-20240930_htm.xml IDEA: XBRL DOCUMENT 0001089872 us-gaap:RetainedEarningsMember 2023-06-30 0001089872 us-gaap:AdditionalPaidInCapitalMember 2023-12-31 0001089872 us-gaap:AdditionalPaidInCapitalMember 2024-01-01 2024-03-31 0001089872 2023-03-31 0001089872 us-gaap:RetainedEarningsMember 2023-03-31 0001089872 us-gaap:NoncontrollingInterestMember 2024-01-01 2024-03-31 0001089872 2024-07-01 2024-09-30 0001089872 us-gaap:NoncontrollingInterestMember 2023-01-01 2023-03-31 0001089872 gaia:FederalMember 2024-09-30 0001089872 us-gaap:AdditionalPaidInCapitalMember 2023-09-30 0001089872 us-gaap:RetainedEarningsMember 2022-12-31 0001089872 2024-01-01 2024-09-30 0001089872 us-gaap:CommonStockMember 2023-12-31 0001089872 2024-03-31 0001089872 us-gaap:RetainedEarningsMember 2024-07-01 2024-09-30 0001089872 srt:MinimumMember gaia:BenchmarkOrSofrUnavailabilityPeriodMember gaia:KeybankMember gaia:CreditAndSecurityAgreementMember us-gaap:FederalFundsEffectiveSwapRateMember 2024-01-01 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1070000 85859000 11410 22000 22000 8196 82000 82000 -1306000 38000 -1268000 20825792 -80699000 2000 164284000 1108000 84695000 272980 669000 669000 10385 20000 20000 45268 461000 461000 -1888000 45000 -1843000 21154425 -82587000 2000 165434000 1153000 84002000 56000 56000 -772000 59000 -713000 21154425 -83359000 2000 165490000 1212000 83345000 -4634000 -3824000 7465000 6804000 6327000 5898000 622000 804000 1003000 599000 6352000 7396000 -375000 1124000 -1414000 142000 2140000 525000 1969000 1371000 4264000 -1252000 -3354000 1505000 1210000 4264000 2685000 3881000 2975000 10000000 -13881000 -2975000 10634000 19985000 10500000 19900000 6317000 33000 42000 6216000 -43000 -3401000 -333000 7766000 11562000 4365000 11229000 403000 394000 669000 164000 6156000 <p style="text-indent:-4.749%;padding-left:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">1. Organization, Nature of Operations, and Principles of Consolidation

Gaia, Inc. operates a global digital video subscription service and on-line community that strives to connect a unique and underserved member base. Our digital content library includes over 10,000 titles, with a growing selection of titles available in Spanish, German and French. Our members have unlimited access to this vast library of inspiring films, cutting edge documentaries, interviews, yoga classes, transformation-related content and more – 88% of which is exclusively available to our members for digital streaming on most internet-connected devices anytime, anywhere, commercial free. Our mission is to create a transformational network that empowers a global conscious community. Content on our network is currently organized into four primary channels—Yoga, Transformation, Alternative Healing, and Seeking Truth—and delivered directly to our members through our streaming platform. We curate programming for these channels by producing content in our in-house production studios with a staff of media professionals. This produced and owned content currently comprises approximately 75% of our members' viewing time. We complement our produced and owned content through long term licensing agreements. We have prepared the accompanying unaudited interim condensed consolidated financial statements in accordance with GAAP, and they include our accounts and those of our subsidiaries. Intercompany transactions and balances have been eliminated. The unaudited condensed consolidated financial position, results of operations and cash flows for the interim periods disclosed in this report are not necessarily indicative of future financial results. Use of Estimates and Reclassifications The preparation of the interim condensed consolidated financial statements in accordance with GAAP requires us to make estimates and assumptions that affect the amounts reported in the accompanying interim condensed consolidated financial statements and disclosures. Although we base these estimates on our best knowledge of current events and actions that we may undertake in the future, actual results may be different from the estimates. We have made certain reclassifications to prior period amounts to conform to the current period presentations. As disclosed in our Annual Report on Form 10-K filed March 29, 2024, the Company determined it had the ability to exercise influence over Telomeron, Inc. ("Telomeron") and, therefore, used the equity method of accounting to account for its equity interest. During the first quarter of 2024, the Company determined it no longer has the ability to exercise significant influence over Telomeron and, as such, the investment was reclassified at its carrying value to an equity security investment. The investment has been reclassed into Investments and other assets, net on our condensed consolidated balance sheets. Recently Issued Accounting Pronouncements Not Yet Adopted There have been no material changes in our significant accounting policies as described in our Annual Report on Form 10-K for the year ended December 31, 2023. The following recently issued accounting pronouncements are being evaluated but have not yet been adopted. In October 2023, Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") 2023-06, Disclosure Improvements ("ASU 2023-06"), to clarify or improve disclosure and presentation requirements of a variety of topics and align the requirements in the FASB ASC with the SEC's regulations. The amendments in ASU 2023-06 will become effective on the date the related disclosures are removed from Regulation S-X or Regulation S-K by the SEC, and will no longer be effective if the SEC has not removed the applicable disclosure requirement by June 30, 2027. Early adoption is prohibited. We are currently evaluating the impact of ASU 2023-06 on its consolidated financial statements and disclosures. In November 2023, the FASB issued ASU 2023-07, Segment Reporting (ASC Topic 280): Improvements to Reportable Segment Disclosures, which requires public entities to disclose information about their reportable segments' significant expenses and other segment items on an interim and annual basis. Public entities with a single reportable segment are required to apply the disclosure requirements in ASU 2023-07, as well as all existing segment disclosures and reconciliation requirements in ASC Topic 280 on an interim and annual basis. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and for interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. We are currently evaluating the impact of adopting ASU 2023-07. In December 2023, the FASB issued ASU 2023-09, Income Taxes (ASC Topic 740): Improvements to Income Tax Disclosures, which requires public entities, on an annual basis, to provide disclosure of specific categories in the rate reconciliation, as well as disclosure of income taxes paid disaggregated by jurisdiction. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024, with early adoption permitted. We are currently evaluating the impact of adopting ASU 2023-09. 10000 0.88 4 0.75 Use of Estimates and Reclassifications The preparation of the interim condensed consolidated financial statements in accordance with GAAP requires us to make estimates and assumptions that affect the amounts reported in the accompanying interim condensed consolidated financial statements and disclosures. Although we base these estimates on our best knowledge of current events and actions that we may undertake in the future, actual results may be different from the estimates. We have made certain reclassifications to prior period amounts to conform to the current period presentations. As disclosed in our Annual Report on Form 10-K filed March 29, 2024, the Company determined it had the ability to exercise influence over Telomeron, Inc. ("Telomeron") and, therefore, used the equity method of accounting to account for its equity interest. During the first quarter of 2024, the Company determined it no longer has the ability to exercise significant influence over Telomeron and, as such, the investment was reclassified at its carrying value to an equity security investment. The investment has been reclassed into Investments and other assets, net on our condensed consolidated balance sheets. Recently Issued Accounting Pronouncements Not Yet Adopted There have been no material changes in our significant accounting policies as described in our Annual Report on Form 10-K for the year ended December 31, 2023. The following recently issued accounting pronouncements are being evaluated but have not yet been adopted. In October 2023, Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") 2023-06, Disclosure Improvements ("ASU 2023-06"), to clarify or improve disclosure and presentation requirements of a variety of topics and align the requirements in the FASB ASC with the SEC's regulations. The amendments in ASU 2023-06 will become effective on the date the related disclosures are removed from Regulation S-X or Regulation S-K by the SEC, and will no longer be effective if the SEC has not removed the

applicable disclosure requirement by June 30, 2027. Early adoption is prohibited. We are currently evaluating the impact of ASU 2023-06 on its consolidated financial statements and disclosures.</p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">In November 2023, the FASB issued ASU 2023-07, Segment Reporting (ASC Topic 280): Improvements to Reportable Segment Disclosures, which requires public entities to disclose information about their reportable segments' significant expenses and other segment items on an interim and annual basis. Public entities with a single reportable segment are required to apply the disclosure requirements in ASU 2023-07, as well as all existing segment disclosures and reconciliation requirements in ASC Topic 280 on an interim and annual basis. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and for interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. We are currently evaluating the impact of adopting ASU 2023-07. </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">In December 2023, the FASB issued ASU 2023-09, Income Taxes (ASC Topic 740): Improvements to Income Tax Disclosures, which requires public entities, on an annual basis, to provide disclosure of specific categories in the rate reconciliation, as well as disclosure of income taxes paid disaggregated by jurisdiction. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024, with early adoption permitted. We are currently evaluating the impact of adopting ASU 2023-09.</p> <p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">2. Revenue Recognition</p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Revenues consist primarily of subscription fees paid by our members. We present revenues net of the taxes that are collected from members and remitted to governmental authorities. Members are billed in advance and revenues are recognized ratably over the subscription term. Deferred revenues consist of subscription fees collected from members that have not been earned and are recognized ratably over the remaining term of the subscription. We recognize revenue on a net basis for relationships where our third-party platform partners ("Partners") have the primary relationship, including billing and service delivery, with the member. We recognize revenue on a gross basis for members whose primary relationship is with Gaia. Payments made to Partners to assist in promoting our service on their platforms are expensed to marketing expenses in the period incurred. We do not allow access to our service to be provided as part of a bundle by any of our Partners.</p> <p style="text-indent:-4.749%;padding-left:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">3. Equity and Share-Based Compensation</p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">During the three months ended September 30, 2024 and 2023, we recognized approximately $341 and $56, respectively, of share-based compensation expense. During the first nine months of 2024 and 2023, we recognized approximately $1,003 and $599, respectively, of share-based compensation expense. Total share-based compensation expense is reported in selling and operating expenses and corporate, general and administration expenses on our interim condensed consolidated statements of operations. There were no options exercised during the three and nine months ended September 30, 2024 or 2023.</p> 341000 56000 1003000 599000 0 0 0 0 <p style="text-indent:-4.749%;padding-left:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">4. Debt</p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">On September 9, 2020, our wholly owned subsidiary Boulder Road LLC ("Boulder Road") sold a 50% undivided interest in a portion of our corporate campus to Westside Boulder, LLC ("Westside"). Boulder Road retained a 50% undivided interest in the property as well as full ownership of our studio and production facilities. Boulder Road received consideration of $13.2 million in the transaction.</p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">On December 28, 2020, Boulder Road and Westside ("Borrower") entered into a loan agreement with First Interstate Bank, as lender, providing for a mortgage loan in the principal amount of $13.0 million. The mortgage bears interest at a fixed rate of 3.75% per annum, matures on December 28, 2025, is secured by a deed of trust on our corporate campus, a portion of which is owned by Boulder Road and Westside as tenants-in-common and the remainder of which is owned by Boulder Road. Westside and Boulder Road each received 50% of the loan proceeds and are each responsible for 50% of the monthly installments. Gaia guaranteed payment of the mortgage. The mortgage contains customary affirmative and negative covenants (each with customary exceptions), including limitations on the Borrower's ability to incur liens or debt, make investments, or engage in certain fundamental changes. Additionally, the Credit Agreement requires Boulder Road to maintain a minimum Debt Service Ratio - Pre Distribution of 1.35 to 1.00 annually and a minimum Debt Service Ratio - Post Distribution of 1.15 to 1.00 annually. As of September 30, 2024 and December 31, 2023, the Borrower was in compliance with all related covenants. </p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">On August 25, 2022 (the "Closing Date"), Gaia, as borrower, and certain subsidiaries, as guarantors, entered into a Credit and Security Agreement (the "Credit Agreement") with KeyBank National Association ("KeyBank"). The Credit Agreement provides for a revolving credit facility in an aggregate amount of up to $10 million with a sublimit of $1<span

style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;"> million available for issuances of letters of credit. Borrowings under the Credit Agreement are available for working capital and general corporate purposes, but not to fund any permanent acquisitions or other investments. There were no outstanding borrowings as of September 30, 2024 and December 31, 2023. Loans made, or letters of credit issued, under the Credit Agreement mature on August 25, 2025 and are secured (subject to permitted liens and other exceptions) by a first priority lien on all business assets, including intellectual property, of Gaia and the subsidiary guarantors. Any advance under the Credit Agreement shall bear interest at the Daily Simple Secured Overnight Financing Rate (“SOFR”) (subject to a floor of 0.00%), plus, the SOFR Index Adjustment of 0.10%, plus a margin of 2.00%; provided, that, during the existence of a Benchmark Unavailability Period or a SOFR Unavailability Period, advances shall bear interest at the Base Rate, which is a fluctuating interest rate per annum equal to the highest of (i) the Federal Funds Rate plus 0.50%, (ii) KeyBank’s “prime rate,” (iii) SOFR and (iv) 3.00%, plus, in each instance, a margin of 1.00%. The aggregate outstanding amount of advances under the Credit Agreement is required to be $0 for at least 30 consecutive days during the period commencing on the 12-month anniversary of the Closing Date and ending on the 24-month anniversary of the Closing Date. The Company satisfied this requirement during October and November 2023. </p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">The Credit Agreement contains customary affirmative and negative covenants (each with customary exceptions), including limitations on the Company’s ability to incur liens or debt, make investments, pay dividends, enter into transactions with its affiliates and engage in certain fundamental changes. Additionally, the Credit Agreement requires Gaia to maintain a Fixed Charge Coverage Ratio of not less than 1.20 to 1.00 and to not permit the Leverage Ratio to exceed 1.50 to 1.00 for any computation period. As of September 30, 2024 and 2023, the Borrower was in compliance with all related covenants.</p><div style="font-size:10pt;font-family:Times New Roman;"><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">Maturities on long-term debt, net are:</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:81.6%;box-sizing:content-box;"></td> <td style="width:1.82%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:14.58%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">(in thousands)</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2024 (remaining)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 40 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2025 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 5,800 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 5,840 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 0.50 0.50 13200000 13000000 0.0375 2025-12-28 0.50 0.50 1.35 1 1.15 1 10000000 1000000 0 0 2025-08-25 0 0.001 0.02 0.005 0.03 0.01 0 P30D 1.2 1.5 As of September 30, 2024 and 2023, the Borrower was in compliance with all related covenants. <p style="font-size:10pt;margin-top:6pt;font-

family:Times New Roman;margin-bottom:6pt;text-align:left;">Maturities on long-term debt, net are: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:81.6%;box-sizing:content-box;"></td> <td style="width:1.82%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:14.58%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> (in thousands) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2024 (remaining) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">40</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2025</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5,800</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 5,840 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 40000 5800000 5840000 5. Leases In connection with the sale of a portion of our corporate campus as further discussed in Note 4, we leased the property pursuant to a master lease for an initial term extending through September 30, 2030, with two five-year extensions. The extension options are not recognized as part of the right-of-use asset and lease liability. We record the right to use the underlying asset for the operating lease term as an asset and our obligation to make lease payments as a liability, based on the present value of the lease payments over the initial lease term. At September 30, 2024, the weighted average remaining lease term was 6 years and the weighted average discount rate was 3.75%. Because the rate implicit in the lease is not readily determinable, we used our incremental borrowing rate to determine the present value of lease payments. Information related to our right-of-use asset and related lease liability were as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:61.935%;box-sizing:content-box;"></td> <td style="width:2.199%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:14.734%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:2.199%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:14.934000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> September 30, </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> December 31, </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> (in thousands) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-

align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> (unaudited) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;word-break:break-word;"> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:bottom;"> Operating right-of-use asset, net </td> <td style="background-color:#ffffff;white-space:pre-wrap;vertical-align:bottom;"> $</p></td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 5,666 </td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> $</p></td> <td style="background-color:#ffffff;white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6,288</p></td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> </tr> <tr style="background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> $</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> $</p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">$ </td> <td style="vertical-align:bottom;"> $</p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">$ </td> <td style="vertical-align:bottom;text-align:center;"> $ </td> </tr> <tr style="height:10pt;word-break:break-word;">
<td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:bottom;"> Operating lease liability, current portion </td> <td style="background-color:#ffffff;white-space:pre-wrap;vertical-align:bottom;"> $</p></td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 824 </td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="background-color:#ffffff;white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 780 </td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:bottom;">
$ </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;">
<td style="white-space:pre-wrap;vertical-align:top;"> Operating lease liability, net of current portion </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> $</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 5,087 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5,708</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td>
</tr> <tr style="height:10pt;word-break:break-word;">
<td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:bottom;"> $</p></td> <td style="background-color:#ffffff;white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5,911</p></td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="background-color:#ffffff;white-space:pre-wrap;vertical-align:bottom;"> $ </td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6,488</p></td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></div><div style="font-size:11pt;font-family:'Calibri',sans-serif;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Operating lease expense is recognized on a straight-line basis over the lease term. Our operating lease expense was $266 and $265 for the three months ended September 30, 2024 and 2023, respectively and $796 and $795 for the nine months ended September 30, 2024 and 2023, respectively. At September 30, 2024, and for the subsequent years ending December 31, future maturity is as follows:</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:70.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:70.52%;box-sizing:content-box;"></td> <td style="width:3.5%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:23.98%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">(in thousands)</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2024 (remaining)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">257</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2025</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,035</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2026</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,064</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2027</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,093</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2028</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,123</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Thereafter</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,037</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Future lease payments, gross</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-

size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,609 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Less: Imputed interest </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (698 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"> Operating lease liability </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5,911</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table></div> we leased the property pursuant to a master lease for an initial term extending through September 30, 2030, with two five-year extensions true P5Y P6Y 0.0375 <p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:6pt;text-align:left;">Because the rate implicit in the lease is not readily determinable, we used our incremental borrowing rate to determine the present value of lease payments. Information related to our right-of-use asset and related lease liability were as follows:</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:61.935%;box-sizing:content-box;"></td> <td style="width:2.199%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:14.734%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:2.199%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:14.934000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">September 30,</p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">December 31,</p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">(in thousands)</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">(unaudited)</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;word-break:break-word;"> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Operating right-of-use asset, net</p></td> <td style="background-color:#ffffff;white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 5,666 </td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="background-color:#ffffff;white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 6,288 </td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td>

</tr> <tr style="background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;word-break:break-word;"> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:bottom;"> Operating lease liability, current portion </td> <td style="background-color:#ffffff;white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">824</p></td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="background-color:#ffffff;white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 780 </td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Operating lease liability, net of current portion </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 5,087 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 5,708 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;word-break:break-word;"> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="background-color:#ffffff;white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5,911</p></td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="background-color:#ffffff;white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="background-color:#cff0fc;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 6,488 </td> <td style="background-color:#cff0fc;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 5666000 6288000 824000 780000 5087000 5708000 5911000 6488000 Operating lease expense is recognized on a straight-line basis over the lease term. Our operating lease expense was $266 and $265 for the three months ended September 30, 2024 and 2023, respectively and $796 and $795 for the nine months ended September 30, 2024 and 2023, respectively. At September 30, 2024, and for the subsequent years ending December 31, future maturity is as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:70.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:70.52%;box-sizing:content-box;"></td> <td style="width:3.5%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:23.98%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> (in thousands) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-

align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2024 (remaining) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">257</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2025</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,035</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2026</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,064</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2027</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,093</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2028</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,123</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Thereafter</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,037</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Future lease payments, gross</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6,609</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Less: Imputed interest</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(698</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Operating lease liability</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 5,911 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 266000 265000 796000 795000 257000 1035000 1064000 1093000 1123000 2037000 6609000 698000 5911000 6. Loss Per Share Basic loss per share is computed using the weighted-average number of outstanding shares of common stock during the period. Diluted loss per share is computed using the weighted-average number of outstanding shares of common stock and, when dilutive, potential shares of common stock outstanding during the period (“common stock equivalents”). Common stock equivalents consist of incremental shares issuable upon the assumed exercise of stock options and vesting of restricted stock units utilizing the treasury stock method.

The weighted-average diluted shares outstanding computation is: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:39.6%;box-sizing:content-box;"></td> <td style="width:1.02%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.08%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.02%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.08%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.02%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.08%;box-sizing:content-box;"></td> <td style="width:1.02%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td 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thousands, except per share data) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom,text-align:left;"> (unaudited) </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="6" style="vertical-align:bottom;text-align:left;"> (unaudited) </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"> Weighted-average common stock outstanding </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 23,404 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 21,154 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td 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style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-

top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Weighted-average number of shares </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 23,404 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 21,154 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 23,312 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 20,951 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> We excluded the effect of the below elements from our calculation of diluted loss per share, as their inclusion would have been anti-dilutive, as there were no earnings attributable to common shareholders: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:46.667%;box-sizing:content-box;"></td> <td style="width:1.578%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.222%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.111%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.222%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.111%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.222%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.111%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.754999999999999%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> For the Three Months Ended September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> For the Nine Months Ended September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> (in thousands) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td 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align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Common stock equivalents excluded due to net loss </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 67 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 57 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Employee stock options and RSUs </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (8 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 598 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,540 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 497 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (8 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 665 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 554 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> <span style="color:#000000;white-space:pre-

wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">The weighted-average diluted shares outstanding computation is: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:39.6%;box-sizing:content-box;"></td> <td style="width:1.02%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.08%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.02%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.08%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.02%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.08%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> For the Three Months Ended September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> For the Nine Months Ended September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> (in thousands, except per share data) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;text-align:left;"> (unaudited) </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="6" style="vertical-align:bottom;text-align:left;"> (unaudited) </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"> Weighted-average common stock outstanding </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 23,404 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 21,154 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 23,312 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 20,951 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:bottom;"> Weighted-average number of shares </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 23,404 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 21,154 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 23,312 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 20,951 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 23404000 21154000 23312000 20951000 23404000 21154000 23312000 20951000 We excluded the effect of the below elements from our calculation of diluted loss per share, as their inclusion would have been anti-dilutive, as there were no earnings attributable to common shareholders: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:90.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:46.667%;box-sizing:content-box;"></td> <td style="width:1.578%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.222%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.111%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.222%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.111%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.222%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.111%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.754999999999999%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> For the Three Months Ended September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> For the Nine Months Ended September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> (in thousands) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;text-align:left;"> (unaudited) </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="6" style="vertical-align:bottom;text-align:left;"> (unaudited) </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Common stock equivalents excluded due to

net loss </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 67 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 57 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> Employee stock options and RSUs </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (8 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 598 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,540 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 497 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (8 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 665 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 1,540 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 554 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 0 67000 0 57000 -8000 598000 1540000 497000 -8000 665000 1540000 554000 7. Income Taxes Periodically, we perform assessments of the realization of our net deferred tax assets considering all available

evidence, both positive and negative. Based on our historical operating losses, combined with our plans to continue to invest in our revenue growth and content library, we have a full valuation allowance on our deferred tax assets as of September 30, 2024. As of September 30, 2024, our net operating loss carryforwards on a gross basis were $80.5 million and $26.1 million for federal and state, respectively. The Coronavirus Aid, Relief, and Economic Security Act (CARES Act) is a stimulus bill which was in response to economic consequences of the COVID-19 pandemic. The CARES Act provided an employee retention credit, which is a refundable tax credit against certain employment taxes. During 2023, we recorded $1.75 million related to the employee retention credit in Selling and operating expenses in the condensed consolidated statements of operations with a related receivable balance from the United States government related to the CARES Act, which is recorded in Prepaid expenses and other current assets on our condensed consolidated balance sheets. 80500000 26100000 1750000 8. Contingencies From time to time, we are involved in legal proceedings that we consider to be in the normal course of business. We record accruals for losses related to those matters against us that we consider to be probable and that can be reasonably estimated. Based on available information, in the opinion of management, settlements, arbitration awards and final judgments, if any, that are considered probable of being rendered against us in litigation or arbitration in existence at September 30, 2024, and that can be reasonably estimated, are either reserved against or would not have a material adverse effect on our consolidated financial condition, results of operations or cash flows. The Company is subject to tax examinations for non-income taxes in foreign jurisdictions where it provides services to consumers residing in foreign jurisdictions. A number of these examinations are ongoing and, in certain cases, have resulted in assessments from foreign tax authorities. An accrual for non-income tax liability is recognized for foreign jurisdictions when it is probable that a liability has been incurred and the non-income tax exposure can be reasonably estimated. For other foreign jurisdictions requiring non-income taxes, the Company has determined that the non-income tax exposure is reasonably possible. However, considering the Company is in early stages of the examination and the Company's prior experience with foreign tax authorities, the Company is unable to reasonably estimate the amount of non-income tax exposure that may be incurred. 9. Segment and Geographic Information Our chief operating decision maker reviews operating results on a consolidated basis and has determined that we have one reportable segment. We have members in the United States and over 185 foreign countries. The major geographic territories are the U.S., Canada and Australia based on the billing location of the member. The following represents geographical data for our operations: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:48.019%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:11.525%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.421%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:8.742999999999999%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.22%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.664000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.22%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.184000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> For the Three Months Ended September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> For the Nine Months Ended September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> (in thousands) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> <span

style="color:#000000;white-space:pre-wrap;min-width:fit-content;">Revenue: </td> <td style="vertical-align:top;"> </td> <td colspan="2" style="vertical-align:top;"> </td> <td style="vertical-align:top;"> </td> <td style="vertical-align:top;"> </td> <td colspan="2" style="vertical-align:top;"> </td> <td style="vertical-align:top;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> United States </td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">12,363</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 11,291 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">36,899</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 34,298 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> International </td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 9,793 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 8,932 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 29,031 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 25,411 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">22,156</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New

Roman;margin-bottom:0;text-align:right;">20,223 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">65,930</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 59,709 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> The following represents geographical data for our operations: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:48.019%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:11.525%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.421%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:8.742999999999999%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.22%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.664000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.22%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.184000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> For the Three Months Ended September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> For the Nine Months Ended September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> (in thousands) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Revenue: </td> <td style="vertical-align:top;"> </td> <td colspan="2" style="vertical-align:top;"> </td> <td style="vertical-align:top;"> </td> <td style="vertical-align:top;"> </td> <td colspan="2" style="vertical-align:top;"> </td> <td style="vertical-align:top;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> United States </td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-

align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">12,363</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 11,291 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">36,899</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 34,298 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> International </td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 9,793 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 8,932 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 29,031 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 25,411 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">22,156</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 20,223 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">65,930</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 59,709 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 12363000 11291000 36899000 34298000 9793000 8932000 29031000 25411000 22156000 20223000 65930000 59709000 10. Igniton Transaction In April 2024, the Company entered into a series of transactions with its subsidiary, Igniton, and

a third-party entity to purchase a perpetual license for a total of $16.2 million of consideration comprised of $10.2 million of cash and $5.0 million of common stock of Igniton and $1.0 million of the Company’s equity security investment in Telomeron (the “License Purchase”). The license allows the Company to utilize the technology developed by the third party. This license is being recorded within the Technology license, net line item on the condensed consolidated balance sheets. The License Purchase was funded through an equity financing through Igniton which raised $6.8 million of cash from third-party investors and $4.0 million investment from Gaia. </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><div style="font-size:10pt;font-family:Times New Roman;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Technology license, net consists of the following as of September 30, 2024:</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:81%;box-sizing:content-box;"></td> <td style="width:1.88%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:15.120000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">(in thousands)</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">September 30, 2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Technology license</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 16,156 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Accumulated amortization </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (404 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Technology license, net </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 15,752 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> The following schedule discloses the effects of changes in the Company’s ownership of Igniton on the Company’s equity, as a result of the Igniton Transaction, for the periods presented: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:79.4%;box-sizing:content-box;"></td> <td style="width:3.48%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:15.120000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Nine Months Ended </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> <span style="color:#000000;white-space:pre-wrap;font-weight:bold;min-width:fit-

content;">(in thousands) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> September 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Net income attributable to Gaia, Inc. shareholders </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(4,430</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Change in Gaia's paid-in capital for sale of Igniton Shares, net of issuance costs</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(908</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Net transfers from non-controlling interest</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(908</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Change from net income attributable to Gaia, Inc. shareholders and transfers from Noncontrolling Interest</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (5,338 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> </tr> </table> On April 18, 2024, Igniton, Inc., a Colorado corporation ("Igniton"), and subsidiary of the Company, closed a sale of 2,750,000 shares of Igniton common stock (the "Igniton Shares") to certain funds managed by AWM Investment Company, Inc. ("AWM") for total net proceeds of approximately $3.2 million. Igniton's total proceeds included an approximately $0.4 million premium (the "Premium") that was passed to the Company in exchange for the issuance to AWM of a non-transferable right granting AWM a one-time ability to sell the Igniton Shares to the Company for the total net proceeds paid (the "Option"), payable at the Company's option, in cash or shares of the Company's Class A common stock having a value per share equal to the trailing 5-day average Volume-Weighted Average Price ("VWAP") prior to the exercise of the Option. The amounts have been recorded within Additional paid-in capital and Noncontrolling interests within the Condensed Consolidated Statements of Changes in Equity. 16200000 10200000 5000000 1000000 6800000 4000000 Technology license, net consists of the following as of September 30, 2024: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:81%;box-sizing:content-box;"></td> <td style="width:1.88%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:15.120000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> (in thousands) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> September 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <tr

style="background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Technology license </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">16,156</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Accumulated amortization</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(404</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Technology license, net</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 15,752 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 16156000 404000 15752000 The following schedule discloses the effects of changes in the Company's ownership of Igniton on the Company's equity, as a result of the Igniton Transaction, for the periods presented: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:79.4%;box-sizing:content-box;"></td> <td style="width:3.48%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:15.120000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Nine Months Ended </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> (in thousands) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> September 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:center;"> </td> </tr> <tr 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style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (908 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Net transfers from non-controlling interest </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-

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