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Â Table of Contents Â Â UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Â FORM 10-K Â â˜’ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 Â For the fiscal year ended December 31, 2023 Â â˜ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT Â Â Commission File Number: 000-55838 Â Â Â Â Wrap Technologies, Inc. (Exact name of registrant as specified in its charter) Â Delaware 98-0551945 (State or other jurisdiction ofÂ incorporation or organization) (I.R.S. Employer Identification Number) Â 1817 W 4th Street Tempe, Arizona 85281 (Address of principal executive offices) (Zip Code) Â (800) 583-2652 (Registrantâ€™s Telephone Number, Including Area Code) Â Securities registered pursuant to Section 12(b) of the Act:Â None Â Title of each class Trading Symbol(s) Name of each exchange on which registered Common Stock, par value $0.0001 per share WRAP Nasdaq Capital Market Â Securities registered pursuant to Section 12(g) of the Act: None Â Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YesÂ â˜ No â˜’ Â Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. YesÂ â˜ No â˜’ Â 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. YesÂ â˜’ No â˜ 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).Â Â Â Â â˜YesÂ Â Â Â â˜’ No Â Â Table of Contents Â Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of â€œaccelerated filer,â€ â€œlarge accelerated 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 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˜ Â Indicate by check mark whether the registrant has filed a report on and attestation to its managementâ€™s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 USC. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.Â â˜ Â If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. â˜ Â Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrantâ€™s executive officers during the relevant recovery period pursuant to Â§240.10D-1(b). â˜ Â Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). YesÂ â˜ No â˜’ Â The aggregate market value of the registrantâ€™s common stock held by non-affiliates of the registrant on June 30, 2023Â (the last business day of the registrantâ€™s most recently completed second fiscal quarter) was $59,512,072 based on the closing price as reported on the Nasdaq Capital Market (â€œNasdaqâ€) on June 30, 2023. Shares of the registrantâ€™s common stock held by each officer and director and each person known to the registrant to own 10% or more of the outstanding voting power of the registrant have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not a determination for other purposes. Â As of August 26, 2024 45,860,545Â shares of common stock, par value $0.0001 per share, were outstanding. Â Documents Incorporated by Reference Â None.Â Â Â Â Table of Contents Â Â TABLE OF CONTENTS Â Â Page Â Â Â PART I Â Â Â ITEM 1. Business 2 ITEM1A. Risk Factors 14 ITEM 1B. Unresolved Staff Comments 28 ITEM 1C. Cybersecurity 29 ITEM 2. Properties 29 ITEM 3. Legal Proceedings 29 ITEM 4. Mine Safety Disclosures 29 Â Â Â PART II Â Â Â ITEM 5. Market for Registrantâ€™s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities 30 ITEM 6. Selected Financial Data 30 ITEM 7. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations 31 ITEM 7A. Quantitative and Qualitative Disclosures about Market Risk 43 ITEM 8. Financial Statements and Supplementary Data 43 ITEM 9. Changes in and Disagreement with Accountants on Accounting and Financial Disclosure 44 ITEM 9A. Controls and Procedures 44 ITEM 9B. Other Information 44 Â Â Â PART III Â Â Â ITEM 10. Directors, Executive Officers and Corporate Governance 45 ITEM 11. Executive Compensation 50 ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters 56 ITEM 13. Certain Relationships and Related Transactions and Director Independence 58 ITEM 14. Principal Accounting Fees and Services 59 Â Â Â PART IV Â Â Â ITEM 15. Exhibits, Financial Statement Schedules 60 Â Signatures Â Â Financial Statements Â Â Â Table of Contents Â Â CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTSÂ Â Â This Annual Report on Form 10-K may contain or incorporate by reference forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the â€œSecurities Actâ€), and Section 21E of the Securities Exchange Act of 1934, as amended (the â€œExchange Actâ€). Such forward-looking statements are based upon managementâ€™s assumptions, expectations, projections, intentions and beliefs about future events. In some cases, predictive, future-tense or forward-looking words such as â€œintend,â€ â€œplan,â€ â€œpredict,â€ â€œmay,â€ â€œwill,â€ â€œproject,â€ â€œtarget,â€ â€œstrategy,â€ â€œestimate,â€ â€œanticipate,â€ â€œbelieve,â€ â€œexpect,â€ â€œcontinue,â€ â€œpotential,â€ â€œopportunity,â€ â€œforecast,â€ â€œshouldâ€ and similar expressions, whether in the negative or affirmative, that reflect our current views with respect to future events and operational, economic and financial performance are intended to identify such forward-looking statements, but are not the exclusive means of identifying such statements. Such forward-looking statements are only predictions, and actual results and the timing of certain events and circumstances may differ materially from those described by the forward-looking statements as a result of risks and uncertainties, including, without limitation, the Company's ability to successfully implement training programs for the use of its products; the Company's ability to manufacture and produce its products; the Company's ability to develop sales for its new products; the acceptance of existing and future products, including the acceptance of the BolaWrap 150, Wrap Reality, our Body-Worn Camera and our Digital Evidence Management system; the risk that distributor and customer orders for future deliveries are modified, rescheduled or cancelled in the normal course of business; the availability of funding to continue to finance operations; the complexity, expense and time associated with sales to law enforcement and government entities; the lengthy evaluation and sales cycle for the Company's product solution; product defects; litigation risks from alleged product-related injuries; risks of government regulations; the impact resulting from geopolitical conflicts and any resulting sanctions; the ability to obtain export licenses for countries outside of the US; the ability to obtain patents and defend IP against competitors; the impact of competitive products and solutions; and the Company's ability to maintain and enhance its brand, the ability to maintain compliance with the Nasdaq Stock Marketâ€™s listing standards; the ability of the Company to timely and effectively implement controls and procedures required by Section 404 of the Sarbanes-Oxley Act of 2002; and risks resulting from the Companyâ€™s status as an emerging growth company, including that reduced disclosure requirements may make shares of the Companyâ€™s common stock, par value $0.0001 per share (â€œCommon Stockâ€) less attractive to investors. Additional factors that could cause actual results to differ materially from the results anticipated in these forward-looking statements are described in this Annual Report, including under the section entitled â€œRisk Factors,â€ and in our other reports filed with the Securities and Exchange Commission (the â€œSECâ€). We advise you to carefully review the reports and documents we file from time to time with the SEC, particularly our annual reports on Form 10-K, our quarterly reports on Form 10-Q and our current reports on Form 8-K. The Company cautions readers that the forward-looking statements included in, or incorporated by reference into, this Annual Report on Form 10-K represent our beliefs, expectations, estimates and assumptions only as of the date hereof and are not intended to give any assurance as to future results. New factors emerge from time to time, and it is not possible for us to predict all of these factors. Further, we cannot assess the effect of each such factor on our business or the extent to which any factor, or combination of factors, may cause actual results to be materially different from those contained in any forward-looking statement. Â Readers are cautioned not to place undue reliance on forward-looking statements because of the risks and uncertainties related to them and to the risk factors. We disclaim any obligation to update the forward-looking

statements contained in, or incorporated by reference into, this Annual Report to reflect any new information or future events or circumstances or otherwise, except as required by the federal securities laws.Â Â Use of Market and Industry Data Â This Annual Report on Form 10-K includes market and industry data that we have obtained from third party sources, including industry publications, as well as industry data prepared by our management based on its knowledge of and experience in the industries in which we operate (including our managementâ€™s estimates and assumptions relating to such industries based on that knowledge). Management has developed its knowledge of such industries through its experience and participation in these industries. While our management believes the third-party sources referred to in this Annual Report on Form 10-K are reliable, neither we nor our management have independently verified any of the data from such sources referred to in this Annual Report or ascertained the underlying economic assumptions relied upon by such sources. Furthermore, references in this Annual Report to any publications, reports, surveys or articles prepared by third parties should not be construed as depicting the complete findings of the entire publication, report, survey or article. The information in any such publication, report, survey or article is not incorporated by reference in this Annual Report on Form 10-K. Â Forecasts and other forward-looking information obtained from these sources involve risks and uncertainties and are subject to change based on various factors, including those discussed in sections entitled â€œCautionary Note Regarding Forward-Looking Statements,â€ â€œItem 1A. Risk Factorsâ€ and â€œItem 7. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€ in this Annual Report. Â TRADEMARKS, TRADE NAMES AND SERVICE MARKS Â Our trademarks include Wrap, the Wrap logo, BolaWrapÂ®, and Wrap Realityâ„¢, Intrensic, and Evidence on A Cloud, some of which are registered trademarks in the US and certain other jurisdictions. They, along with our other common law trademarks, service marks or trade names appearing in this Annual Report are the property of the Company. Other trademarks, service marks or trade names appearing in this Annual Report are the property of their owners. We do not intend our use or display of other companiesâ€™ trade names or trademarks to imply a relationship with, or endorsement of or sponsorship of us by, any other companies. Solely for convenience, we have omitted the Â® and â„¢ designations, as applicable, for the trademarks used in this Annual Report, but such references are not intended to indicate in any way that we will not assert, to the fullest extent under applicable law, our rights to these trademarks and trade names. Â Â - 1 - Table of Contents Â PART I Â Â ITEM 1. BUSINESS Â Overview Â We are a global public safety technology and services company that delivers safe and effective policing solutions to law enforcement and security personnel worldwide. We are leading the movement for safer outcomes by equipping law enforcement with safer, non-painful compliance tools, and immersive training fit for modern society. We began sales of our first public safety product, the BolaWrap 100 remote restraint device, in late 2018. In the first quarter of 2022, we delivered a new generation product, the BolaWrap 150. The BolaWrap 150 is electronically deployed and is more robust, smaller, lighter and simpler to deploy than the BolaWrap 100 that has since been phased out. In late 2020 we added a new solution to our public safety technologies, our virtual reality (â€œVRâ€) training platform, Wrap Reality, and in August 2023 we acquired Intrensic, LLC, a Delaware limited liability company (â€œIntrensicâ€), which added a Body-Worn Camera (â€œBWCâ€) and Digital Evidence Management (â€œDEMâ€) solution to our portfolio of policing solutions. Wrap Reality is now sold to law enforcement agencies for simulation training as well as corrections departments for the societal reentry scenarios. Â Our target market for our solutions includes approximately 900,000 full-time sworn law enforcement officers in over 18,000 federal, state, and local law enforcement agencies in the U.S. and over 12 million police officers in more than 100 countries. Additionally, we are exploring opportunities in other domestic markets, such as military and private security. Our international focus is on countries with the largest police forces. According to 360iResearch, a market research consulting firm, our non-lethal products are part of a global market segment expected to grow to $16.1 billion by 2027. Â We focus our efforts on the following products and services: Â BolaWrap Remote Restraint Device â€“ a hand-held remote restraint device that discharges a seven and half-foot Kevlar tether to entangle an individual at a range of 10-25 feet. BolaWrap assists law enforcement to safely and effectively control encounters early without resorting to painful force options. Â Wrap Reality â€“ a law enforcement 3D training system employing immersive computer graphics VRÂ with proprietary software-enabled content. It allows up to two participants to enter a simulated training environment simultaneously, and customized weapons controllers enable trainees to engage in strategic decision making along the force continuum. Wrap Reality has 45 scenarios for law enforcement and corrections and 15 scenarios for societal reentry. Wrap Reality is one of the most robust 3D Virtual Reality solutions on the market for law enforcement and societal reentry today. Â Wrap Intrensic â€“ a Body-Worn Camera and Digital Evidence Management solutions provider.Â BWC and DEM play crucial roles in capturing, storing, and managing digital evidence, such as video and audio recordings for various purposes, including criminal investigations and maintaining transparency in public interactions. The Wrap Intrensic X2 camera hardware and storage and data management capability, along with awareness of front-line operations, provides customers with a solution to meet their challenges.Â Wrap Intrensic Evidence on our cloud-based video storage platform provides an unlimited video storage platform that includes video and other evidence uploading, search, retrieval, redaction, and evidence sharing while reducing the need for resources required to manage this evidence. Â In addition to the US law enforcement market, we have shipped our restraint products to 62 countries. We have established an active distributor network representing 50 states and one dealer representing the US territory of Puerto Rico. We have distribution agreements with 35 international distributors covering 75 countries. We focus significant sales, training and business development efforts to support our distribution network in addition to our internal sales team. Â We focus significant resources on research and development innovations and continue to enhance our products and plan to introduce new products. We believe we have established a strong brand and market presence globally and have established significant competitive advantages in our markets. Â - 2 - Table of Contents Â Industry Background Â The market for non-lethal and less-lethal products and devices serves law enforcement agencies, correctional facilities, military agencies, private security guard companies, and retail consumers. As thought leaders in new public safety products, we focus on the law enforcement agency segment of the market with our BolaWrap remote restraint solution, Wrap Reality virtual reality system, and our Body-Worn Camera and Digital Evidence Management solutions. Recent trends, such as the rise in mental health cases, police reform, and reorganization of police departments, have started a growing conversation across the country on the need for de-escalation before applying a pain-compliance policing policy. As this de-escalation movement unfolds, there are thousands of law enforcement, police, and sheriffâ€™s offices focusing on training, policies, and the use of more non-lethal restraining solutions. This movement highlights a growing need for new approaches, which we believe will drive demand for our innovative and safe law enforcement solutions. Â When law enforcement seeks to detain an individual, there usually is a use of force continuum that an agency follows, starting with officer presence and verbal commands. If verbal commands break down, agencies may authorize the use of less lethal pain inducing compliance tools, such as pepper spray, pepper ball, wooden batons or metal collapsible batons, launchers and bean bags, and conducted energy weapons, such as TaserÂ®. Our BolaWrap product offers an alternative. It can be used in many cases to restrain an individual after verbal commands break down and prior to the need to use pain-inducing compliance tools. The use of nonlethal solutions like BolaWrap potentially could lead to a reduction in use of force incidents that result in ending careers as well as the number of legal cases filed against agencies for excessive use of force, wrongful death, and injury, thus decreasing expensive litigation, settlements, and insurance costs. Â We anticipate that use of the BolaWrap by public safety agencies can increase goodwill between public safety agencies and their communities, especially in a time when interactions with public safety officers are increasingly subject to public and media scrutiny. We believe the law enforcement communityâ€™s response to BolaWrap demonstrates the need for the product and its utility in safely detaining individuals. Our goal is to equip every public safety officer with a BolaWrap remote restraint solution that they carry with them each day. Â Markets Â We participate in the global non-lethal market that, according to the January 2022 report by 360iResearch, was expected to grow to $16.1 billion by 2027. The following segments are our target markets: Â Domestic and International Law Enforcement Â Our products and services are primarily targeted at federal, state, and local law enforcement agencies in the U.S. As of 2018, there were over 18,000 law enforcement agencies and 800,000 full-time local and state law enforcement officers in the US, while the US Department of Justice reported over 100,000 full-time federal officers based on 2016 data. Our product line, including BolaWrap, can be an effective tool for safe detention of individuals under the jurisdiction of these agencies. Â We have also identified an international market opportunity of over 12.1 million police officers in the 100 largest police forces outside the US. We have delivered products to 62 countries and have entered into agreements with international distributors, with international sales representing a significant portion of our revenues in 2023. We anticipate that sales attributable to international markets will continue to represent a significant portion of our sales in the future due in part to the centralized purchase decision-making process at the national level in these markets. Often, the international markets have large national police forces. Conversely, in the US, the market is more fragmented with many smaller agencies and longer procurement and sales cycles. We expect international sales to continue to be lumpy due the timing of purchase decisions and relatively large size of orders. Â Correctional Facilities Â In 2019, the US Bureau of Justice statistics (â€œCensus of State and Federal Correctional Facilities, 2019,â€ US Department of Justice, Bureau of Justice Statistics, published November 2022) estimated that there were 240,000 correctional officers in over 1,000 federal and state correctional facilities in the U.S., representing a large potential market for our products and services. Most correctional facilities fall under federal, state or local law enforcement jurisdiction and we believe these facilities could leverage Wrap Reality for law enforcement and societal reentry platforms as well as BolaWrap inside and outside of the correctional facility. Â Private Security Firms and Guard Services Â According to the 2019 Bureau of Labor Statistics estimates (â€œOccupational Employment Statistics,â€ US Department of Labor), there were 1.1 million privately employed security guards in the U.S. They represent a broad range of individuals, including those employed by investigation and security services, hospitals, schools, local government, and others. We believe that the use of BolaWrap by security personnel could effectively de-escalate some encounters without eliminating other devices available today. Providing security personnel with the BolaWrap may also reduce the potential liability of private security companies and personnel in such encounters. Â - 3 - Table of Contents Â Today, ATF classifications play a role in restricting Wrap's ability to transfer easily to non-government security firms. We believe the classification is overly onerous and we will continue to work with the ATF and others to change our nonlethal product's classification. It is important to note that countries in which we have international customers do not have any transfer or possession restrictions on the non-lethal BolaWrap devices and we believe this should be the future for BolaWrap in the United States. Â Â Â Virtual Reality Training Market Â The virtual training and simulation market is projected to reach $602 billion by 2027, according to a 2019 report by Allied Market Research. We expect the growth of virtual reality and simulation to continue expanding into many nascent industries, including law enforcement, corrections, military, school, and private security although it currently represents a relatively small segment of the overall market. The law enforcement and military sectors are important segments of the market, and increasing awareness of the benefits of virtual training and simulation is driving market growth. Advancements in technology now enable virtual reality to recreate real-world scenarios in a 360-degree immersive environment.Â Â Â Â Wrap Products and Services Â BolaWrap Remote Restraint Â Our BolaWrap product line includes the BolaWrap 100, which was our first remote restraint product and which has been phased out, and the BolaWrap 150, delivered to the market in the first quarter of 2022. The BolaWrap 150 offers electronic deployment and is more robust, smaller, lighter, and simpler to use than the BolaWrap 100. The BolaWrap is a handheld remote restraint device that discharges a seven and a half-foot Kevlar tether, entangling an individual from a range of 10-25 feet. Developed in collaboration with law enforcement professionals, this device enables safe and effective control of low-force encounters, providing a valuable tool for law enforcement officers.Â Â Â Â - 4 - Table of Contents Â The BolaWrap is a remote restraint device that safely wraps around an individual's arms and/or legs to impede movement and prevent harm to themselves or others. The device provides a valuable tool for law enforcement officers to safely and humanely take subjects into custody without injury, especially when verbal commands are ineffective.

Â With a wide effectiveness zone and a guiding seven dot green laser for accurate placement of the Kevlar tether, the BolaWrap mitigates the risk of injury to the subject, officer and potential bystanders. Its small, light, and rugged design allows officers to maintain other use of force continuum options while providing a non-lethal alternative to potentially injurious less-lethal forces or firearms. Â BolaWrap's effectiveness in restraining individuals and hindering their ability to flee or fight has been proven. Not only does it allow officers to act safely and effectively in difficult situations by minimizing the need for other uses of force, including hand-to-hand combat and other more injurious less lethal or lethal weapons, but also it helps minimize injury and prevent a force frenzy that can occur after chasing a fleeing subject. Â Unlike other less-lethal tools that rely on pain compliance and may lead to escalation of incidents and serious injuries, the BolaWrap does not rely on pain or electricity-enabled neuromuscular incapacitation. BolaWrap does not induce paralyzed falls or recovery time, making the BolaWrap an ideal non-lethal tool for law enforcement officers. Additionally, the fight or flight response that comes from less lethal tools that cause pain and injury is minimized by being wrapped by a BolaWrap device. Â We spend significant resources training law enforcement on the safe and effective use of the BolaWrap in conjunction with de-escalation and apprehension techniques. However, like any restraining action, some injuries may result from the use of BolaWrap. Our training includes primary use cases that fall into the three broad categories routinely encountered by law enforcement and security personnel: Â Â â— To remotely restrain and limit the mobility of an individual who is experiencing a mental health crisis, narcotics-induced psychosis, or other crisis condition rendering them incapable of responding to law enforcementâ€™s verbal commands but that presents a danger to law enforcement, the public or themselves if not restrained; Â Â â— To remotely restrain and limit the mobility of an individual attempting to evade arrest or questioning, as well as individuals ignoring verbal commands from law enforcement. These individuals are commonly referred to as passively resistant or non-compliant; and Â Â â— To assist in subduing individuals actively resisting arrest by limiting mobility, possibly making other engagement options less risky to officers and less injurious to individuals. Â Law enforcement encounters involving individuals experiencing a behavioral health crisis can be challenging, resulting in public controversy and costly consequences. The Treatment Advocacy Center: Office of Research & Public Affairs reported that one in ten police encounters involve individuals with mental illness, with at least one in four fatal police encounters involving individuals with mental illness (Overlooked in the Undercounted: The Role of Mental Illness in Fatal Law Enforcement Encounters (2015)). Â A field deployment should be considered successful by law enforcement agencies if compliance is achieved, and no additional higher-level use of force tool is required after the BolaWrap is displayed or used. Agencies have reported achieving compliance by utilizing the BolaWrap in the following ways: Â Â â— by pointing the BolaWrapâ€™s seven dot green line dot laser at the suspect in conjunction with verbal commands; Â Â â— by the sound emitted by the BolaWrap upon deployment and causing a distraction; Â Â â— through the feeling of being wrapped and/or the restraint of the Kevlar cord around the suspectâ€™s legs, arms, or torso; and Â Â â— when used in conjunction with other less-lethal tools. Â - 5 - Table of Contents Â While we encourage all law enforcement agencies to fill out a Use of Device Report when the BolaWrap is used during an encounter in the field, agencies do not always reportÂ all field deployments. Some agencies consider the deployment of the BolaWrap to be a non-use of force or a de minimis use of force that does not require any reporting. While some deployments have been captured on bodycam and shared with the public, others were reported by the agency or the media but were not captured on bodycam. Some agencies capture deployments on body worn cameras but do not allow the sharing of the video or allow them to be shared for learning purposes but not publicized for other marketing purposes. Some local jurisdictions have department policies, collective bargaining agreements, and city, county or state laws regarding the distribution of body worn camera video. Â As more agencies incorporate the BolaWrap onto their duty belts and carry it every day on shift we expect to see an increase in the rate of field deployments, which we believe will contribute to even further adoption of the device by law enforcement agencies worldwide. In 2022, following the release of our strategic roadmap in mid 2022 Q3, we focused our customer service team on modifying their approach to become a customer success operation. As part of this strategic change, our team focuses on reaching out to drive agency wide adoption. We made this pivot in part because many agencies in the first few years of BolaWrap only deployed a small number of trial units without the immediate follow-up to grow their deployment to agency-wide. We have trained our sales team to focus on agency-wide deployment to drive the highest level of immediate success with the device and to integrate it into department-wide use of force polices. In January 2023, we launched our Use of Force Reduction Guarantee whereby we will buy back an agencyâ€™s devices when they deploy agency wide and do not see a reduction in Use â€“of -Force by at least 10%, after meeting certain criteria. Â BolaWrap 150 Â In late Q1 2022, we delivered the latest generation of our BolaWrap device, the BolaWrap 150. Production of the previous model, the BolaWrap 100, ceased in 2021. We intend to continue to supply cartridges for the BolaWrap 100 to our customers for the foreseeable future. Unlike the BolaWrap 100, the BolaWrap 150 utilizes cassettes that are unique to the device and cannot be interchanged between models. We have positioned the BolaWrap 150 as our primary product and plan to support it for 5 to 10 years from the product launch date. Â To support the increased production volume for the BolaWrap 150, we implemented a more automated supply chain in the production, quality control, and testing lines in 2022. Â We believe the BolaWrap 150 offers important benefits, including: Â Â â— Modern electronic deployment Â Â â— Smaller size and less weight Â Â â— Reduced production costs Â Â â— LED status indicator for ease of operation Â Â â— Long laser battery life Â Â â— LED target illumination to improve accuracy Â Â â— Hardened plastic for increased durability Â Â â— Enhanced water resistance for harsh environments Â The BolaWrap 150 employs two micro-gas generators to individually expel each entangling projectile. Micro-gas generators are micro explosive parts used in a variety of industrial products, including automobile airbags. Â See â€œRisk Factorsâ€ included below in this Annual Report for additional information regarding risks and uncertainties associated with our business. Â - 6 - Table of Contents Â Wrap Reality Â In 2019, we partnered with an independent technology company to create a virtual reality system with training scenarios. We acquired NSENA Inc. in December 2020, a provider of law enforcement training employing immersive computer graphics virtual reality with proprietary software-enabled content. We branded the system as Wrap Reality Virtual Training and kept building and improving that platform and today it offers 38 built out scenarios targeting law enforcement. Countless additional scenarios can be made by using the Wrap Reality adapt functionality to pick and choose key components to build a scenario. It takes advantage of advanced virtual reality hardware and allows up to two participants to enter the simulated training environment simultaneously. Â In August 2021, we announced the development of an expanded Wrap Reality Virtual Training platform through a collaboration with Amazon Web Services (AWS). This new platform combines our law enforcement simulator with secure cloud services to track training progress and provide the ability to replay recorded training sessions. We continue to upgrade scenarios and develop de-escalation techniques into new scenarios and seek to enhance the Wrap Reality experience through continued software and platform innovation. Â We are optimistic about the potential for future growth of WRAP Reality by public safety agencies, given our early adoption and deployment of robust virtual reality training technology. By leveraging our existing platform and our investment in cloud software, we now will have the opportunity to develop and offer critical training scenarios at very competitive price points. Â We have the ability to offer both on-premises and full cloud capabilities with multiple hardware options. This expansion enables us to deliver the platform to a broad range of customers, including law enforcement agencies, public and private security, corrections and the general public for firearms, concealed weapon, and safety training. Â Â - 7 - Table of Contents Â Â Â Wrap Intensic Â In August 2023, Wrap entered into the Intrensic Purchase Agreement (as defined herein) for the acquisition of Intrensic, an innovator of DEMS and body-worn cameras. The integration of Intrensicâ€™s offerings into the Companyâ€™s product suite allows the Company to expand its relationship with existing customers, increase its addressable market, and further innovate its technology offering. The acquisition helps the Company broaden its addressable market by appealing to a wider range of law enforcement and public safety agencies that are looking for integrated solutions combining non-lethal devices and digital evidence management. By offering a more comprehensive set of tools and technologies, the Company strengthened its position in the public safety technology market by differentiating itself from competitors that only offer single solutions. Â Wrap Intrensic offers a robust digital evidence management platform that enables law enforcement agencies to securely store, manage, and share digital evidence, including body-worn camera footage, dashboard camera videos, and other digital files. The platform is equipped with features such as secure cloud storage, easy file retrieval, evidence tagging, chain of custody documentation, and sharing capabilities to streamline workflows and ensure data integrity. Wrap Intrensic also provides body-worn camera solutions designed to capture high-quality video evidence in various law enforcement scenarios. These cameras feature HD recording, night vision, and secure data upload capabilities and seamlessly integrate with the digital evidence management platform for efficient video uploading and management. Â Since completing the acquisition in August 2023, Wrap has launched a host of new features and functionality to the Intrensic platform including WrapAI, a suite of artificial intelligence-powered functionality for Wrap Intrensic BWC and DEMS. This suite includes AI video redaction, AI video transcription, and AI assisted contextual content search, keeping Wrap Intrensic on the cutting edge of innovation in the DEMS and BWC marketplace. Â By offering comprehensive solutions for video evidence management, Wrap Intrensic enhances accountability and transparency within law enforcement agencies. The technology facilitates improved documentation of interactions and incidents, which is critical in investigations and when building public trust. The solutions are used in various settings, including routine patrols, traffic stops, and large-scale public events. Wrap Intrensic's platform simplifies digital evidence management, reducing the administrative burden on law enforcement personnel. Secure cloud storage and rigorous chain-of-custody protocols protect digital evidence against unauthorized access and tampering. The integration of non-lethal tools like BolaWrap with digital evidence solutions contributes to safer interactions between law enforcement officers and the community, strengthening Wrap Technologies' position in the public safety technology market by offering an end-to-end solution that combines innovative de-escalation devices with state-of-the-art evidence management. Â - 8 - Table of Contents Â The Company remains optimistic on the outlook of Wrap Intrensic as a competitive and innovative solution set in the marketplace. Â Selling, Marketing and Training Â Our sales, marketing and training organizations work together closely to drive revenue growth by enhancing market awareness of our solutions, generating leads, building a strong sales pipeline, and cultivating customer and distributor relationships. Our training not only supports our sales, but it also provides revenue due to the extreme value our customers place on our training services. We started charging for our training services in the third quarter of 2022. Â Sales Â Our primary target market is law enforcement agencies in the US and globally. The purchasing decision for our BolaWrap products and accessories is typically made by a group including agency heads, procurement, training staff, and use of force experts, and may involve political decision-makers such as city council members. The decision-making process may take several weeks to over a year due to budget constraints and other considerations. Â We use product demonstrations as a primary sales tool and follow up with sales activities. Our goal is to convert demonstration and training deliveries into sales and long-term expansion. We provide fee-based training services to agencies, as we believe that departments with knowledgeable instructors are more likely to purchase our products. Â In 2019, we adopted a channel distribution approach, in tandem with our internal sales team, where we supply our products to independent regional police equipment distributors, who in turn sell to local law enforcement agencies. Our current focus is on cultivating partnerships with major agencies and providing active assistance to our distributors through our dedicated sales, business development, and support teams. We sell through distributors in most cases andÂ go direct to our end customers where the right distributor skill set, and capability is not available. Â We currently have distribution agreements with a network of distributors representing 50 states and one dealer representing Puerto Rico. These agreements provide certain territorial rights to distributors and allow us to sell direct to certain agencies under certain terms. Â We have distribution agreements with 35 international distributors covering 75 countries. These agreements generally require minimum sales and follow up performance and allow us to sell direct to customers if performance is not being met. We focus significant sales and business development efforts to support our international distributors. Â We have invested in training our sales,

distribution, demonstration, training, and customer success teams, as well as our distributors, to build awareness and drive sales of our BolaWrap and our Wrap Reality virtual reality training product. Additionally, we are actively seeking partnerships with other organizations to further enhance our sales, marketing, and technology efforts. We engage with other industry experts to ensure our virtual reality scenarios align with industry standards of engagement.Â Â Marketing Â Prospective customers become aware of Wrap solutions through a variety of marketing channels such as social media, paid advertising, media coverage, press releases, web searches, sales calls, and public relations. We also distribute body and dash camera videos of successful BolaWrap use in policing encounters to generate leads. Once a lead is generated, it is qualified by our inside sales team, and a sales representative or distributor communicates with the prospective customer to discuss their needs and the solutions we offer. Â We track our marketing and sales activities to provide immediate insight into activities, leads, quotes, and pipeline opportunities. Our marketing staff engages with law enforcement agencies, personnel, and risk management organizations to educate them on the benefits of BolaWrap remote restraint, as well as Wrap Reality and we participate in various domestic and international trade shows and conferences to promote our brands. We intend to increase the use of our trademarks throughout our product distribution chain to enhance brand awareness and believe our strong reputation as a pioneer in remote restraint, with excellent training and product support, gives us a competitive edge. Â - 9 - Table of Contents Â Demonstration, Training and Customer Success Â As part of its sales and marketing activities, the Company has a department dedicated to conducting demonstrations and training. The Company offers in-person, webinar, and online demonstrations, as well as paid use of force and de-escalation training, to law enforcement agencies. The training can take place before or after the initial or subsequent purchase or deployment of the Company's products. The Company believes that providing training and demonstrations to law enforcement officers and trainers increases their support for purchasing and deploying the products within their departments. Â Generally, agencies will adapt their use of force policy to incorporate remote restraint and the BolaWrap into a key new area of their policy for non-invasive tools that often did not previously exist. BolaWrap is typically not a categorical use of force, or if classified as force, and is typically at the lowest level on a department policy, below all other less lethal weapons like pepper spray, pepperball, batons, bean bags, TasersÂ® and conducted energy weapons. Â In order to provide comprehensive training and sales support, we initiated the Wrap â€œTrain the Trainerâ€ program in October 2018. The program is structured such that our Master BolaWrap Instructors educate BolaWrap Instructors at local agencies, who then train front-line officers in compliance with the agency's policies. Â BolaWrap Instructors are typically sworn law enforcement officers, who are commonly department trainers, defensive tactic instructors, or SWAT officers. They undergo a five-hour BolaWrap Instructor certification course, which includes passing a written exam and demonstrating proficiency in deploying and using the BolaWrap. We provide support to the instructors to share lessons learned and best practices for teaching line officers in the use of BolaWrap. Instructor certification is valid for two years and requires renewal afterward. BolaWrap training curriculum is submitted by departments to their Post Officers Standards and Training (POST) for credit for in-service training hours. Most departments who leverage the BolaWrap across all field officers incorporate BolaWrap training into most other training materials and in service training throughout the year. An example would be officers doing an in-service training on Driving under the Influence (DUI) arrests using the BolaWrap during the arrest portion of training on individuals under the influence of alcohol or drugs. If departments are conducting in-service training on responding to those in a mental health crisis, they also need to train and have ongoing practice on deploying BolaWrap on those in crisis and practice taking these individuals safely into protective custody. Another in service training example would be when departments practice warrant service, and during the arrest and apprehension efforts, they leverage BolaWrap after verbal commands breakdown but before they are justified in using pain compliance tools such as pepper spray, pepperball, batons, Tasers or conducted electrical weapons. Â In order to schedule and organize training events, registration, and training records, we utilize a cloud-based software system called the Wrap Learning Management System. This system is also home to a Resource Library which we highly encourage distributors and purchasers to use to educate themselves on the use of BolaWrap.Â Â In the modern world of policing, we understand that it is crucial to provide equipment and services that are well-supported, and that officers receive proper training and procedures to perform their duties effectively and safely. As a result, we have developed a professional team dedicated to training and sales support, as well as the necessary systems to provide this support. This approach not only gives us a competitive edge but also creates a significant barrier to new competition. We are confident that our training and support teams are equipped to assist agencies of all sizes. Â Our Strategy Â In the world of law enforcement, defense, public safety, and security, our product and training solutions are gaining recognition and worldwide awareness. We have a strong global brand and product foundation that we are continuously expanding to reach new markets and customers, thereby contributing to significant business growth. We are confident that we can capitalize on the growing demand for non-lethal policing in the world, particularly as non-compliant individuals continue to pose a threat. Our training programs and virtual reality platform are also well positioned to grow rapidly in global markets. Â Our commercialization strategy concentrates on the immediately addressable domestic market, comprising more than 18,000 federal, state, and local law enforcement agencies, with approximately 900,000 full-time sworn officers in just the US alone. We also aim to target the 100 largest police forces internationally, which have over 12 million police officers. Our objective is to unlock the full potential of our technology solutions suite, which targets law enforcement and security personnel on a global scale. Â We plan to maintain financial prudence and deliver value to our shareholders. Our focus will remain on expanding our revenues through pursuing business opportunities both domestically and internationally. In addition to enhancing our current product portfolio, we aim to develop new and improved products, which can be utilized by security personnel and related professionals. We also seek to pursue strategic business initiatives and collaborations, including potential acquisitions, to complement our existing offerings and sales network. Â - 10 - Table of Contents Â Manufacturing and Suppliers Â Manufacturing Â We believe that maintaining scalable assembly capabilities is crucial to the performance of our products and the growth of our business. Our assembly processes involve unique systems and materials, and we contract with third-party suppliers to produce various parts, components, and subassemblies. We established initial startup production in Las Vegas in 2018, and in October 2019, we completed a move to and began production at our current facility in Arizona. In this facility, we perform manufacturing, final assembly, testing, and shipping of our products. We have refined our internal processes to improve how we design, test, and qualify products, and we continue to implement rigorous manufacturing and quality processes to track production and field issues. We periodically implement design and component changes to reduce our product costs and improve product reliability and manufacturability. We aim to continually improve our operations to meet the growing demand for our products and better serve our customers. Â Suppliers Â We have established strong relationships with our key suppliers, and their timely and reliable delivery is crucial to our ability to meet customer demand. However, we are subject to challenges in our global supply chain, such as component shortages, increased lead times, cost fluctuations, and logistics constraints, which can affect our production schedules and have a negative impact on our financial performance. In late 2022, we started to ensure we have more final product inventory on hand to meet new business needs. While we anticipate supply chain challenges to improve in the remainder of 2024, we recognize that future supplier shortages and logistics issues could have a material adverse effect on our operations and financial results. Â Backlog Â As of December 31, 2023, we had backlog of approximately $209 thousand that was delivered in the first quarter of 2024. The amount of backlog at any point in time is dependent upon order timing, scheduled delivery dates to our customers and product lead times. Most orders are shipped shortly after order and backlog is typically associated with larger police agency orders. Because of our history of shipping shortly after order, we do not currently believe backlog at any period end is predictive of future order volume or revenues beyond the reported amount. Distributor and customer orders for future deliveries are generally subject to modification, rescheduling or in some instances, cancellation in the normal course of business. Â Warranties Â Our products come with a warranty that guarantees their quality and performance for up to one year from the date of purchase. This warranty is generally limited and may include certain shipping costs for the customer. We also offer the option for our customers to purchase additional one-year warranty increments for their products.Â Â Competition Â The Company positions the BolaWrap product as a new non-invasive remote restraint solution for law enforcement rather than a replacement for other devices currently in use. When looking at the use of force continuum, we place our solution in a category completely separate from common less lethal solutions that use pain compliance and can cause serious injuries or even death in some circumstances. We believe every law enforcement officer in the world who carries handcuffs should carry a BolaWrap at the same time as BolaWrap is leveraged just prior to handcuffs. Â However, we do compete with other use of force products for budget allocations. The BolaWrap product may also be perceived as an alternative to other solutions despite our valuable and separate positioning. Because we believe the BolaWrap may be used more often than certain other tools given, we expect to stand in a category of our own. Many agencies with the BolaWrap do not consider it a use-of-force tool, which uniquely distinguishes it from every other tool on an officer's belt. The most common interactions officers have with the public revolve around de-escalating situations. In such scenarios, the BolaWrap stands out as one of the safest de-escalation tool available. Given these factors, we believe the BolaWrap may be used more often than certain other tools, positioning us to be widely recognized as standing in a category of our own. Â - 11 - Table of Contents Â Indirectly, other use of force devices such as tasers (CEWs), pepper spray, pepperball, batons, and impact weapons may try to compete with the BolaWrap product. However, many law enforcement personnel consider these to be distinct tools, each best-suited to a particular set of higher use of force circumstances. Purchasing one tool does not preclude the purchase of others, but budgetary considerations and space limitations on officerâ€™s belts may limit the number of devices purchased and carried. The BolaWrap's unique remote restraint use, effectiveness, and low possibility of injury positions it as an effective competitor against all other alternatives. We believe that in time the non-invasive BolaWrap will be prioritized over these other less lethal devices for its ease of use, safety, and high probability of use throughout a given year to officers in the field. Â In the virtual reality training space, there are numerous competitors offering simulators for law enforcement, including established video-based 2D simulators. Furthermore, other virtual reality providers and developers focused on other applications may choose to compete in the law enforcement training market in the future. Â We recognize that some of our competitors have substantially greater resources to devote to compete in the law enforcement market and may introduce products with features and performance competitive to our product. However, we believe that our unique positioning, strong product and technology foundation, and dedicated professional training and sales support team provide a competitive advantage. Â Overall, we believe that the depth and capability of our 3D Virtual Reality (VR) Wrap Reality Capability will prove to be impressive. We have 38 fully formed law enforcement scenarios and 25 corrections and societal reentry scenarios in 3D in addition to the customizability of Wrap Reality Adapt which we believe provides more robust 3D options than our competitors. The largest capitalized competitor in this space currently offers only three 3D scenarios and is selling subscriptions of more than six million dollars a year. Â Government Regulation Â As a global company, we are subject to a wide range of domestic, federal, state, and local laws and regulations, as well as international laws and regulations regarding shipments, customs, import, export, safe working conditions, manufacturing practices, environmental protection, and hazardous substances disposal. Compliance with these laws and regulations may entail significant costs, and failure to comply may result in penalties or other enforcement actions. Â Our BolaWrap products are classified as firearms and AOWs by the ATF, and we hold the necessary licenses to manufacture and deal in such firearms. We believe these devices have been classified as AOW due to the lack of updates to outdated statutes and firearms regulations. We are actively working to improve the legislation and to allow our products to be directly transferred to private security forces and private individuals due to its safe effective capabilities standing alone in the non-invasive non-lethal category. Â We are also subject to state and international regulations, which may vary. We comply with shipping regulations for dangerous goods, and our products comply with standard safety requirements in the US and international markets. We follow data protection laws and have a privacy policy in place. We

work with distributors and advisors familiar with applicable import regulations in our international markets. Â Intellectual Property Rights and Proprietary Information Â We have a policy of protecting our intellectual property assets, which include issued domestic and international patents, pending patents, trademarks, copyrights, trade secrets, and contractual obligations. We enter into confidentiality and nondisclosure agreements with employees, consultants, and third parties to whom we disclose proprietary information. These agreements prohibit disclosure of confidential information both during and after the duration of the working relationship. However, we recognize that such agreements may not always prevent disclosure or provide adequate remedies for any breach. We rely on copyrights, trade secrets, and other proprietary rights to protect the content of our training services, including the Wrap Reality VR training software and content. Â We believe that strong product offerings that are continually upgraded and enhanced, combined with factors such as innovation, technological expertise, and experienced personnel, will keep us competitive. Therefore, we seek patent and other intellectual property protection on important technological improvements that we make. Before filing for patents, we disclose key features to patent counsel and maintain these features as trade secrets prior to product introduction. However, patent applications may not result in issued patents covering all important claims, and there is a risk that they could be denied in their entirety. Â We currently have twenty-two issued US patents related to the BolaWrap technology and six additional US patents pending. In September 2018, we commenced filing our foreign patent applications selectively targeting the members of the European Patent Office (39 countries) and seventeen other countries, of which forty-five patents have been issued to date. To date we have a total of sixty-seven issued domestic and international patents for our small global company. During 2023 we filed nine patent applications, seven of which were US filings. We feel the investment in patent protection in the US and abroad strengthens our intellectual property and creates value in Wrap Technologies. The failure to obtain patent protection or the loss of patent protection on our existing and future technologies or the circumvention of our patents by competitors could have a material adverse effect on our ability to compete successfully. Â - 12 - Table of Contents Â We have been granted trade name protection for â€œBolaWrapâ€ and â€œWrapâ€ in multiple countries and expect to employ a combination of registered and common law trade names, trademarks and service marks in our business. We rely on a variety of intellectual property protections for our products and technologies, including contractual obligations, and we intend to pursue a policy of vigorously enforcing such rights. Â The law enforcement product and services industries are characterized by frequent litigation regarding patent and other intellectual property rights. Others, including academic institutions and competitors, hold numerous patents in less lethal and related technologies. Although we are not aware of any existing patents that would materially inhibit our ability to commercialize our technology, others may assert claims in the future. Such claims, with or without merit, may have a material adverse effect on our financial condition, results of operations or cash flows. Â Research and Development Â Our research and development initiatives are led by our internal personnel and make use of specialized consultants when necessary. These initiatives include basic research, mechanical and electrical engineering design and testing. Future development projects will focus on new versions of the BolaWrap technology, virtual reality and new public safety technologies that focus on safe and effective policing, especially in our strategic space that does not use pain compliance. Â For the fiscal years ended December 31, 2023, and 2022, we spent approximately $3.3 million and $5.1 million, respectively, on company-sponsored research and development. This equates to 53% of revenue in 2023 and 63% of revenue in 2022. Future levels of research and development expenditure will vary depending on the timing of further new product development and the availability of funds to carry on new and additional research and development on currently owned technologies or in other areas. During 2024, in addition to continued development and enhancement of our remote restraint products, we expect to incur additional costs improving our training systems including enhancing our Wrap Reality on premise and cloud platforms and related content. As mentioned earlier we believe we are ahead of many in the law enforcement 3D virtual reality training space and have built up significant capability to compete globally in the law enforcement and corrections VR space. Â Related Party License and Royalties Â We are obligated to pay royalties pursuant to an exclusive Amended and Restated Intellectual Property License Agreement (the â€œLicense Agreementâ€), dated as of September 30, 2016, with Syzygy Licensing, LLC (â€œSyzygyâ€), a private technology invention, consulting and licensing company owned and controlled by Elwood G. Norris, a founder and former officer and current stockholder of the Company, and James A. Barnes, a former officer and stockholder of the Company. Syzygy has no ongoing operations, and does not engage in any manufacturing, production or other related activities. Â The License Agreement provides for the payment of royalties of 4% of revenue from products employing the licensed device technology up to the earlier to occur of (i) the payment by the Company of an aggregate of $1.0 million in royalties, or (ii) September 30, 2026. All development and patent costs have been paid by us and patent applications and the technology related to the BolaWrap 100 and the BolaWrap 150 have been completely and solely assigned to the Company, subject to this royalty obligation. As of December 31, 2023, $919 thousand has been paid out under this royalty obligation, leaving a maximum of $81 thousand to be paid out in the future. Â Seasonality Â Local and international law enforcement has seasonality with respect to when they purchase and expend funds. Many local law enforcement agencies in the US are on a July 1 to June 30 calendar year resulting in increased spending in the third and fourth quarter of the fiscal year. The US federal government is on an October 1 to September 30 budget year, resulting in use or lose spending that often occurs in in the third quarter of the fiscal year. Some domestic and international budgets are on a calendar fiscal year resulting in the fourth quarter typically being the largest buying quarter of the year. Â Financial Information about Customer Concentration and Geographic Areas Â Financial information regarding customer concentration and geographic areas in which we operate is contained in Note 18. Â - 13 - Table of Contents Â Employees Â We employ 52 full-time employees with 50 in the U.S. and two located in the United Kingdom. In addition to our two executive officers, we had 20 personnel engaged in sales, marketing, sales support and training, 12 in production, seven in research and development and 10 in administration. In addition, we engage consultants from time to time to provide additional sales, marketing, training and research and development services, and anticipate engaging consultants going forward to supplement our full- and part-time personnel. Â In our commitment to operational excellence and maintaining a favorable employer reputation, we strive to create a work environment that attracts, develops, and retains the best talents in the industry. Our employees are offered an engaging work experience that contributes to their professional growth and career advancement. We acknowledge that the success of our business is dependent on the collective talents and dedication of our employees, and we are committed to investing in their professional growth and success. Â Available Information Â As a public company, we are required to file our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements on Schedule 14A and other information (including any amendments) with the Securities and Exchange Commission (the â€œSECâ€). The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. You can find our SEC filings at the SECâ€™s website at www.sec.gov. Â Our Internet address is www.wrap.com. Information contained on our website is not part of this Annual Report. Our SEC filings (including any amendments) are also made available free of charge on www.wrap.com, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Â ITEM 1A. RISK FACTORS Â An investment in our Company involves a high degree of risk. In addition to the other information included in this Annual Report, you should carefully consider the following risk factors in evaluating an investment in our Company. You should consider these matters in conjunction with the other information included or incorporated by reference in this Annual Report. If any of the following risks actually occurs, our business, reputation, financial condition, results of operations, revenue, and future prospects could be negatively impacted. In that event, the market price of our Common Stock could decline, and you could lose part or all of your investment. Â Risk Factors Relating to Our Business and Industry Â We have a history of operating losses, expect additional losses and may not achieve or sustain profitability. Â We have a history of operating losses and expect to incur additional losses until we achieve sufficient revenue and resulting margins to offset our operating costs.Â Our net loss for the years ended December 31, 2023 and 2022 was $30.2 million and $17.6Â million, respectively. OurÂ increase in net losses in 2023 was primarily attributable to a non-cash charge of approximately $12.0 million related to the change in valueÂ of our warrant liability initially recorded as part of the preferred stock issuance in July 2023.Our ability to achieve future profitability is dependent on a variety of factors, many of which are outside of our control. Failure to achieve profitability or sustain profitability, if achieved, may require us to raise additional capital, which could have a material negative impact on the market value of our Common Stock. Â We may need additional capital to execute our business plan, and raising additional capital, if possible, by issuing additional equity securities may cause dilution to existing stockholders. In addition, raising additional capital by issuing additional debt instruments may restrict our operations. Â Although we believe we have adequate financial resources to fund our operations and capital needs for at least the next twelve months, and that we may be able to generate funds from product sales during that time, existing working capital may not be sufficient to achieve profitable operations due to product introduction costs, operating losses and other factors. Principal factors affecting the availability of internally generated funds include: Â Â â— failure of product sales and services to meet planned projections; Â Â â— government spending levels impacting sales of our products; Â Â â— working capital requirements to support business growth; Â - 14 - Table of Contents Â Â â— our ability to integrate acquisitions; Â Â â— our ability to control spending; Â Â â— our ability to collect accounts receivable; and Â Â â— acceptance of our products and services in planned markets. Â In the event we are required to raise additional capital through the issuance of equity or convertible debt securities, the percentage ownership of our stockholders could be diluted significantly, and such newly issued securities may have rights, preferences or privileges senior to those of our existing stockholders. In addition, the issuance of any equity securities could be at a discount to the market price. Â If we incur debt financing, the payment of principal and interest on such indebtedness may limit funds available for our business activities, and we could be subject to covenants that restrict our ability to operate our business and make distributions to our stockholders.Â These restrictive covenants may include limitations on additional borrowing and specific restrictions on the use of our assets, as well as prohibitions on our ability to create liens, pay dividends, redeem stock or make investments. There is no assurance that any equity or debt financing transaction will be available on acceptable terms, if at all. Â As a result of our failure to timely file our Annual Report on Form 10-K for the year ended December 31, 2023, our Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 and our Quarterly Report on Form 10-Q for the quarter ended June 30, 2024, we are currently ineligible to file a registration statement on Form S-3, which may impair our ability to raise capital on terms favorable to us, in a timely manner or at all. Â Form S-3 permits eligible issuers to conduct registered offerings using a short form registration statement that allows the issuer to incorporate by reference its past and future filings and reports made under the Exchange Act. In addition, Form S-3 enables eligible issuers to conduct primary offerings â€œoff the shelfâ€ under Rule 415 of the Securities Act. The shelf registration process, combined with the ability to forward incorporate information, allows issuers to avoid delays and interruptions in the offering process and to access the capital markets in a more expeditious and efficient manner than raising capital in a standard registered offering pursuant to a Registration Statement on Form S-1. The ability to register securities for resale may also be limited as a result of the loss of Form S-3 eligibility. Â As a result of our failure to timely file our Annual Report on Form 10-K for the year ended December 31, 2023, our Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 and our Quarterly Report on Form 10-Q for the quarter ended June 30, 2024, we are currently ineligible to file registration statements on Form S-3. Our inability to use Form S-3 may impair our ability to raise necessary capital to fund our operations and execute our strategy. If we seek to access the capital markets through a registered offering during the period of time that we are unable to use Form S-3, we may be required to publicly disclose the proposed offering and the material terms thereof before the offering commences, we may experience delays in the offering process due to SEC review of a Form S-1 registration statement and we may incur increased offering and transaction costs and other considerations. Disclosing a public offering prior to the formal commencement of an offering may result in downward pressure on the stock price of our Common Stock. If we

are unable to raise capital through a registered offering, we would be required to conduct our equity financing transactions on a private placement basis, which may be subject to pricing, size and other limitations imposed under the Nasdaq rules, or seek other sources of capital. The foregoing limitations on our financing approaches could have a material adverse effect on our results of operations, liquidity, and financial position. Â We expect to be dependent on sales of our BolaWrap product line for the foreseeable future, and if this product is not widely accepted, our growth prospects will be diminished. Â We expect to depend on sales of the BolaWrap product line and related cassettes for the foreseeable future. A lack of demand for this product, or its failure to achieve broader market acceptance, would significantly harm our growth prospects, operating results and financial condition. To execute our business plan successfully, we will need to execute on the following objectives, either on our own or with strategic collaborators: Â Â â— Grow our commercialization of the BolaWrap product, and develop additional future products and accessories for commercialization; Â - 15 - Table of Contents Â Â â— Maintain required regulatory approvals for our products in global market locations; Â Â â— Expand, and as required, enforce our intellectual property portfolio for the BolaWrap product and other future products; Â Â â— Maintain sales, distribution and marketing capabilities, and/or enter into strategic partnering arrangements to access such capabilities;Â and Â Â â— Grow market acceptance for the BolaWrap product line and/or other future products. Â We face risks commercializing our virtual reality training platform and may be unsuccessful in growing revenues. Â We continue to invest substantial funds in further developing and commercializing our Wrap Reality product line which is highly competitive. The commercial launch of the Wrap Reality Virtual Training product is in the early stages in a new marketplace for 3D Virtual Reality training that competes with a legacy 2D virtual training environment. We expect 2D virtual training companies to either try to buy out companies like ours or choose to have to build 3D Virtual reality to compete with us. As one of the only companies with both on premise 3D Virtual Reality and full cloud 3D Virtual Reality we plan to compete on both fronts; however, our ability to commercialize this 3D Virtual Reality product line may be influenced by many factors, including: Â Â â— our ability to continue to develop new products and new content; Â Â â— our ability to obtain, set up and service new VR customers; Â Â â— our ability to achieve and maintain market acceptance; Â Â â— the impact of competition; and Â Â â— our ability to attract and retain talent. Â We face competition from companies with greater financial, technical, sales, marketing and other resources, and, if we are unable to compete effectively with these competitors, our business could be harmed. Â We face competition from other established companies. A number of our competitors have longer operating histories, larger customer bases, significantly greater financial, technological, sales, marketing and other resources than we do.Â As a result, our competitors may be able to respond more quickly than we can to new or changing opportunities, technologies, standards or client requirements, more quickly develop new products or devote greater resources to the promotion and sale of their products and services than we can.Â Likewise, their greater capabilities in these areas may enable them to better withstand periodic downturns in the global public safety industry and compete more effectively on the basis of price and production.Â In addition, new companies may enter the markets in which we compete, further increasing competition in the global public safety solutions industry. Â We believe that our ability to compete successfully depends on a number of factors, including the type and quality of our products and the strength of our brand names, as well as many factors beyond our control. We may not be able to compete successfully against current or future competitors, and increased competition may result in price reductions, reduced profit margins, loss of market share and an inability to generate cash flows that are sufficient to maintain or expand the development and marketing of new products, any of which would adversely impact our results of operations and financial condition. Â We are materially dependent on the acceptance of our product by the law enforcement market. If law enforcement agencies do not purchase our product or we do not meet their expectations, our revenue will be adversely affected and we may not be able to expand into other markets, or otherwise continue as a going concern. Â A substantial number of law enforcement agencies may not purchase our remote restraint product. In addition, if our product is not widely accepted by the law enforcement market or we do not meet their expectations, we may not be able to expand sales of our product into other markets. Law enforcement agencies may be influenced by claims or perceptions that our product is not effective or may be used in an abusive manner. Our reputation could be damaged if we do not meet customer expectations for performance, value and quality. Sales of our product to agencies may be delayed or limited by such claims or perceptions or to any negative publicity or damage to our reputation. We now receive earned media that is often positive and helps our sales and growth and having negative earned media will create the opposite effect. Â - 16 - Table of Contents Â We may incur significant and unpredictable warranty costs as our products are produced, sold, and used. Â We warrant our products to be free from defects in materials and workmanship for a period of up to one year from the date of purchase. Additional one-year warranties can be purchased by the customer. We may incur substantial and unpredictable warranty costs from post-production product or component failures. Future warranty costs could further adversely affect our financial position, results of operations and business prospects. Â We could incur charges for excess or obsolete inventory and incur production costs for improvements or model changes. Â While we strive to effectively manage our inventory, rapidly changing technology, and uneven customer demand may result in short product cycles and the value of our inventory may be adversely affected by changes in technology that affect our ability to sell the products in our inventory. If we do not effectively forecast and manage our inventory, we may need to write off inventory as excess or obsolete, which in turn can adversely affect cost of sales and gross profit. Â We have experienced, and may in the future experience, improvement and model changes and unusual production costs associated with implementing production for our products. We currently have no reserve for slow moving or obsolete inventory but may incur future charges for obsolete or excess inventory. Â Our international operations could be harmed by factors includingÂ natural disasters, fluctuations in currency exchange rates, and changes in regulations that govern international transactions. Â We sell our products worldwide and have exported to multiple countries. We expect exports to continue to be a significant part of our future business. The risks inherent in international trade may reduce our international sales or impede growth and harm our business and the businesses of our customers and our suppliers. These risks include, among other things: Â Â â— Changes in tariff regulations; Â Â â— Foreign currency exchange rate fluctuations; Â Â â— Establishing and maintaining relationships with local distributors, agents and dealers; Â Â â— Lengthy shipping times and accounts receivable payment cycles; Â Â â— Import and export control and licensing requirements; Â Â â— Compliance with a variety of US laws, ATF regulations, US Department of Commerce regulations and the Foreign Corrupt Practices Act, by us or key subcontractors or agents; Â Â â— Compliance with a variety of foreign laws and regulations, including unexpected changes in taxation and regulatory requirements; Â Â â— Greater difficulty in safeguarding intellectual property abroad than in the US; and Â Â â— Difficulty in staffing and managing geographically diverse operations. Â These and other risks may preclude or curtail international sales or increase the relative price of our products compared to those manufactured in other countries, reducing the demand for our products. Failure to comply with US and international governmental laws and regulations applicable to international business, such as the Foreign Corrupt Practices Act or US export control regulations, could have an adverse impact on our business with the US and international governments. Â - 17 - Table of Contents Â Global economic weakness and uncertainty, geopolitical conflict, war, and civil unrest, could adversely affect our revenues, gross margins and expenses. Â Our business may be impacted by global economic conditions, which have been volatile in recent years. Geopolitical conflict, such as the current conflict in Ukraine, and related international economic sanctions and their impact may exacerbate this volatility. Specifically, our revenues and gross margins depend significantly on global economic conditions and the demand by foreign governments and agencies for the BolaWrap and Wrap Reality in many of our target markets. Economic weakness and uncertainty in these markets have resulted, and may result in the future, in decreased revenue attributable to these markets, gross margin, earnings or growth rates, and difficulty managing inventory levels. Sustained uncertainty about global economic conditions and geopolitical events may adversely affect demand for the BolaWrap and could cause demand to differ materially from our expectations as foreign governments and agencies curtail or delay spending. Economic weakness and uncertainty also make it more difficult for us to make accurate forecasts of revenues, gross margins and expenses. Â Public health crises could adversely affect our business, financial condition and results of operations.Â Â Our business could be adversely impacted by the effects of future pandemics, epidemics or infectious disease outbreaks. The extent to which the COVID-19 or other pandemics will in the future impact our financial conditions and results of operations, or those of our third-party suppliers, will depend on future developments, which are highly uncertain and cannot be predicted with confidence at this time, including the continued duration of the outbreak in the markets we target. Â Substantially all our employees are located in the US. In addition to our employees, we rely on (i) distributors, agents, and third-party logistics providers in connection with product sales and distribution and (ii) raw material and component suppliers in the US, Canada, Europe and Asia. If we, or any of these third-party partners encounter any disruptions to our or their respective operations or facilities, or if we or any of these third-party partners were to shut down for any reason, including by pandemic, fire, natural disaster, such as a hurricane, tornado or severe storm, power outage, systems failure, labor dispute, or other unforeseen disruption, then we or they may be prevented or delayed from effectively operating our or their business, respectively. Any losses or damages we incur could have a material adverse effect on our financial results and our ability to conduct business as expected.Â Â We anticipate that a significant portion of our revenue in the short-term will be generated from international sales, which may adversely affect our ability to timely collect accounts receivable. Â During the year ended December 31, 2023, we generated approximately38% of our revenue from international sales. Due principally to the longer sales cycle, procurement delays and regulatory issues associated with domestic sales versus international sales, we currently anticipate that a significant portion of our sales in the year ending December 31, 2023 will be generated from international orders. In the event we are unable to timely collect account receivables associated with international sales, or timing of such international sales is delayed, our financial condition could be adversely and materially affected. Â If we are unable to manage our projected growth, our growth prospects may be limited, and our future profitability may be adversely affected. Â We intend to continue to expand our sales and marketing and our manufacturing capability. Rapid expansion may strain our staffing, financial and other resources. If we are unable to manage our growth, our business, operating results, and financial condition could be adversely affected. Our systems, procedures, controls, and management resources may not be adequate to support our future growing operations, and we have started to upgrade them and will continue to do so in 2024. We are working to continually improve our operational, financial, and other internal systems to manage our growth effectively, and any failure to do so may lead to inefficiencies and redundancies, and result in reduced growth prospects and profitability. Â We may face personal injury and other liability claims that harm our reputation and adversely affect our sales and financial condition. Â Our product is intended to be used in confrontations to de-escalate the situation and reduce the chance for injury to officers and the subjects that they interact with. There is always a chance that use could result in injury to those involved. Our product may cause or be associated with such injuries. A person injured in a confrontation or otherwise in connection with the use of our product may bring legal action against us to recover damages based on theories including personal injury, wrongful death, negligent design, dangerous product, or inadequate warning. We may also be subject to lawsuits involving allegations of misuse of our product. If successful, personal injury, misuse, and other claims could have a material adverse effect on our operating results and financial condition. Although we carry product liability insurance, significant litigation could also result in a diversion of managementâ€™s attention and resources, negative publicity, and an award of monetary damages in excess of our insurance coverage. Â - 18 - Table of Contents Â The nature of our business may result in undesirable press coverage or other negative publicity. Â Our solutions are used to assist law enforcement and first responders in volatile encounters. Even when our device works as intended, incidents can lead to injury, loss of life and other negative outcomes, and such events are likely to receive negative publicity even if not directly caused by BolaWrap. If our product fails to help de-escalate an encounter, related adverse outcomes may receive negative media attention. At times, body or dash camera images or other images of use of our product may

become a matter of public record due to legal or other obligations (for example, because of public-records requests or subpoenas to provide information or to testify in court), and we may receive negative media attention as a result. Â We may be subject to criticism and unflattering media coverage regarding the effectiveness of our remote restraint solutions and the cost of our solutions to our customers, or the appropriateness of use on persons in crisis or the mentally ill. Such negative publicity could have an adverse impact on new sales, which would adversely impact our financial results and prospects. Â Our future success is dependent on our ability to expand sales, and our inability to grow our sales force or maintain and grow distributors would negatively affect our sales. Â Our distribution strategy is to pursue sales through multiple channels with an emphasis on direct sales, as well as independent distributors, domestically and internationally. Our inability to recruit and retain sales personnel and maintain and add police equipment distributors who can successfully sell our products could adversely affect our sales. If we do not competitively price our products, provide high quality big free products and solutions, meet the requirements of any end-users, provide adequate marketing support, or comply with the terms of any distribution arrangements, such distributors may fail to aggressively market our product or may terminate their relationships with us. These developments would likely have a material adverse effect on our sales. Our reliance on the sales of our products by distributors for a large portion of our sales also makes it more difficult to predict our revenue, cash flow and operating results. Â We expect to expend significant resources to generate sales due to our lengthy sales cycle, and such efforts may not result in the level of sales or revenue we expect. Â Generally, law enforcement agencies consider a wide range of issues before committing to purchase a product, including product benefits, training time and costs, the cost to use our product in addition to, or in place of, other less lethal products, time in market, product reliability and budget constraints. The length of our sales cycle may range from 30Â days to a year or more. We may incur substantial selling costs and expend significant effort in connection with the evaluation of our product by potential customers before they place an order if they place an order at all. If these potential customers do not purchase our product, we will have expended significant resources without corresponding revenue. Â Most of our intended end-users are subject to budgetary and political constraints that may delay or prevent sales. Â Most of our intended end-user customers are government agencies at all levels. These agencies often do not set their own budgets and therefore have little control over the amount of money they can spend. In addition, these agencies experience political pressure that may dictate the way they spend money. As a result, even if an agency wants to acquire our product, it may be unable to purchase our product due to budgetary or political constraints. Some government agency orders may also be canceled or substantially delayed due to budgetary, political, or other scheduling delays, which frequently occur in connection with the acquisition of products by such agencies. Â Our dependence on third-party suppliers for key components of our products makes us vulnerable to price increases, inflation, recession, and supply shortages that could delay shipment of our products and reduce our sales or margins. Â We depend on certain domestic and foreign suppliers for the delivery of components used in the assembly of our product. Approximately 70% of our supply chain is from domestic US suppliers. Our reliance on third-party suppliers creates risks related to our potential inability to obtain an adequate supply of components or sub-assemblies and reduced control over pricing and timing of delivery of components and subassemblies. Specifically, we depend on suppliers of sub-assemblies, electronic components, injection molded plastic parts, and other miscellaneous custom parts for our product, some from sole source suppliers. In late 2022 we started to drive more diversity into our supply chain, and we plan to continue to build multiple suppliers for critical parts to reduce our dependence on a small number of suppliers. We are still subject to the risk of shortages and long lead times in the supply of these components and the risk that our suppliers discontinue or modify components used in our products. In addition, the lead times associated with certain components are lengthy and preclude rapid changes in quantities or changes for bugs or enhancements. Delays in our suppliersâ€™ abilities, especially any sole suppliers, to provide us with necessary materials and components may delay production or may require us to seek alternative supply sources. Any delay in receiving supplies could impair our ability to deliver products to our customers and, accordingly, could have a material adverse effect on our business, results of operations and financial condition. Â - 19 - Table of Contents Â We have recently experienced, and in the future are likely to experience, disruption of the supply of some of our parts, components, and assemblies that we obtain from suppliers. For example, the rapid increase in global demand as the COVID-19 pandemic waned caused, and may continue to cause, significant stress on global supply chains. As economies around the world have reopened, sharp increases in demand created significant disruptions to the global supply chain, which affected our ability to source and receive certain goods on a timely basis and at anticipated costs. Increases in input costs and freight due to price inflation and global supply chain disruptions may adversely affect our financial performance. Â We do not have any long-term supply agreements with any suppliers. We actively monitor and attempt to mitigateÂ supply chain risk, but there can be no assurance that our mitigation plans will be effective to prevent disruptions that may arise from shortages of materials that we use in the production of our products. Any interruption of supply for any material components of our products could significantly delay production and shipment of our products and have a material adverse effect on our revenue, profitability, and financial condition. Â We may not be able to successfully integrate acquisitions in the future, and we may not be able to realize revenue enhancements or other synergies from such acquisitions. Â In November 2022, we acquired the rights to certain software assets and services to drive the rapid enhancement of our Wrap Reality Cloud platform, and in August 2023 we acquired Intrensic, LLC, which included a Body-Worn Camera and Digital Evidence Management solution. However, our ability to successfully implement our business plan and achieve targeted financial results and other benefits including, among other things, greater market presence and development, and enhancements to our product portfolio and customer base, is dependent on our ability to successfully identify, consummate and integrate acquisitions we may acquire in the future. We may not realize the intended benefits of the acquisition of other businesses in the future as rapidly as, or to the extent, anticipated by our management. There can be no assurance that we will be able to successfully integrate any other acquired businesses, products or technologies without substantial expense, delay or other operational or financial problems. Acquisitions involve several risks, some or all of which could have a material adverse effect on our acquired businesses, products or technologies. Furthermore, there can be no assurance that any acquired business, product, or technology will be profitable or achieve anticipated revenues and income. Our failure to manage our acquisition and integration strategy successfully could have a material adverse effect on our business, results of operations and financial condition. The process of integrating an acquired business involves risks, including but not limited to: Â Â â— Demands on management related to changes in the size and possible locations of our businesses and employees; Â Â â— Diversion of management's attention from the management of daily operations; Â Â â— Difficulties in the assimilation of different corporate cultures, employees and business practices; Â Â â— Retaining the loyalty and business of the employees or customers of acquired businesses; Â Â â— Retaining employees that may be vital to the integration of acquired businesses or to the future prospects of the combined businesses; Â Â â— Difficulties and unanticipated expense related to the integration of departments, information technology systems, including accounting systems, technologies, books and records, and procedures, and maintaining uniform standards, such as internal accounting controls, procedures, and policies; Â Â â— Costs and expense associated with any undisclosed or potential liabilities; and Â Â â— The use of more cash or other financial resources on integration and implementation activities than we expect. Â Failure to successfully integrate any acquired business in the future may result in reduced levels of revenue, earnings, or operating efficiency than might have been achieved if we had not acquired such businesses. Â - 20 - Table of Contents Â In addition, the acquisition of any future businesses could result in additional debt and related interest expense, contingent liabilities, and amortization expense related to intangible assets, as well as the issuance of our Common Stock, which could have a material adverse effect on our financial condition, operating results, and cash flow. Â Government regulation of our products may adversely affect sales. Â Our BolaWrap device is classified as a firearm and the BolaWrap 150 is also classified as an â€œAny other Weaponâ€ (â€œAOWâ€). Both firearms and explosive devices are regulated by the US Bureau of Alcohol, Tobacco, Firearms and Explosives (â€œATFâ€) involving substantial regulatory compliance. ATF regulations are enforced by surveillance and inspection of federal firearms licensees (â€œFFLsâ€). If ATF finds a violation, it can institute a wide range of enforcement actions, ranging from warnings to more severe sanctions such as fines, penalties, suspension or withdrawal of regulatory approvals, product recalls, seizure of products, operating restrictions or total shutdown of production, and criminal prosecution. Any such actions could have a material adverse impact on our operations. Â The federal firearms laws impose strict controls over the possession and transfers of firearms, which may impact our ability to transfer devices to customers. Because ATF has classified our devices as AOWs, we must register our devices with the ATF at the time of manufacture. Before we may transfer our registered devices to any customer, including a government agency, we must obtain approval from the ATF. The ATF processing time for transfer applications varies significantly, depending on the prospective transferee. Applications to transfer AOWs to U.S., state or local government entities are usually processed in 1-3 weeks, while transfers to private, non-licensed individuals require a longer processing time because of the required background investigation of the transferee. These types of transfers may take 6-8 months or longer. Â The federal firearms laws prohibit interstate transfers of firearms to non-licensed persons or entities. Consequently, we are prohibited from transferring our devices directly to a non-government, non-licensed individual or entity in a different state. To accomplish such a transfer, we must first obtain ATF approval to transfer the device to another FFL dealer in the end-userâ€™s state. After that transfer is completed, the FFL dealer must obtain ATF approval to transfer the device to the non-government, non-licensed individual. The ATF may deny any transfer application if such transfer would violate state law or when the transferee is prohibited from possessing a firearm. Â Our device may face state restrictions, especially regarding sales to private security agencies. Our product sales may be significantly affected by international, federal, state and local regulations. Failure to comply with regulations could also result in the imposition of fines, penalties and other actions that could adversely impact our financial position, cash flows and operating results. Â Our product is also controlled by the US Department of Commerce (â€œDOCâ€) for exports directly from the US. Consequently, we need to obtain export licenses from the DOC for the export of our products from the US. Compliance with or future changes in US export regulations could significantly and adversely affect any future international sales. Â The shipment of some of our components and our products involve conformity to regulations governing the transport of â€œdangerous goodsâ€. Failure to comply with shipping regulations could result in the imposition of fines, penalties and other actions that could adversely impact our financial position, cash flows and operating results. Â Certain foreign jurisdictions may restrict the importation or sale of our products, limiting our international sales opportunities. Â Our products, including the BolaWrap 100 and BolaWrap 150, are protected by limited patent and other intellectual property protection. If we are unable to protect our intellectual property, we may lose a competitive advantage or incur substantial litigation costs to protect our rights. Â Our future success depends in part upon our proprietary technology. We currently own twenty-two issued US patents related to the BolaWrap technology and have eight US patents pending. We have filed foreign patent applications in the European Union (up to 39 countries) and seventeen other countries and reserved our rights to file additional foreign patents. Our protective measures taken thus far, including our issued patents, pending patents, issued and pending trademarks and trade secret laws, may prove inadequate to protect our proprietary rights. To date we have a total of 67 issued domestic and international patents for our small global company. During 2023 we filed nine patent applications, seven of which were US filings. We feel the significant investment in patent protection in the US and abroad creates a significant amount of IP and value in Wrap Technologies. However, there can be no assurance we will be granted any patent rights from pending patents. The scope of any possible patent rights may not prevent others from developing and selling competing products. The validity and breadth of claims covered in any possible patents involve complex legal and factual questions, and the resolution of such claims may be highly uncertain, lengthy, and expensive. In addition, any patents, if granted, may be held invalid upon challenge, or others may claim rights in or ownership of our patents. Â - 21 - Table of Contents Â Our competitive position may be seriously damaged if our products are found to infringe on the

intellectual property rights of others. Â Other companies and our competitors may currently own or obtain patents or other proprietary rights that might prevent, limit or interfere with our ability to make, use or sell our products. Any intellectual property infringement claims made against us, with or without merit, could be costly and time-consuming to defend and divert our managementâ€™s attention from our business. In the event of a successful claim of infringement against us and if we are unable to license the allegedly infringed technology, our business and operating results could be adversely affected. Any litigation or claims, whether or not valid, could result in substantial costs and diversion of our resources. An adverse result from intellectual property litigation could force us to do one or more of the following: Â Â â— Cease selling, incorporating, or using products or services that incorporate the challenged intellectual property; Â Â â— Obtain a license from the holder of the infringed intellectual property right, which license may not be available on reasonable terms, if at all; and Â Â â— Redesign products or services that incorporate the disputed technology. Â If we are forced to take any of the foregoing actions, we could face substantial costs and shipment delays and our business could be materially harmed. Although we carry general liability insurance, our insurance may not cover potential claims of this type or be adequate to indemnify us for all liability that may be imposed. Â In addition, it is possible that others may seek indemnity from us if our products are found or alleged to infringe the intellectual property rights of others. Any such claim for indemnity could result in substantial expense to us that could harm our operating results. Â Competition in the law enforcement market could reduce our sales, make our products obsolete or inferior and prevent us from achieving profitability. Â The law enforcement market is highly competitive, and adoption of new policing tools and innovative training solutions may take time, Law enforcement adherence to currently used products may also slow adaptation to new policing tools. We face competition from numerous larger, better capitalized, more experienced and more widely known companies that make less-lethal weapons and other law enforcement products. One or more of our competitors may have developed or may succeed in developing technologies and products that are more effective than any of ours, rendering our technology and products obsolete or noncompetitive. Increased competition could result in reduced sales, greater pricing pressure, lower gross margins, and prevent us from achieving profitability. Â Foreign currency fluctuations may reduce our competitiveness and sales in international markets. Â The relative change in currency values creates fluctuations in product pricing for future potential international customers. These changes in international end-user costs may result in lost orders and reduce the competitiveness of our products in certain international markets. These changes may also negatively affect the financial condition of some international customers and reduce or eliminate their future orders of our products. Â Our business is dependent on the ability to attract and retain key personnel. Â We are dependent on our ability to retain and motivate our high-quality personnel, especially managers, sales and skilled engineering and manufacturing personnel. Competition for such personnel is intense, and we may not be able to attract, assimilate or retain other highly qualified managerial, sales and technical personnel in the future. The inability to attract and retain the necessary managerial, sales and technical personnel could cause our business, operating results or financial condition to suffer. Â In 2022, the business went through significant transformation including the creation of our mission, vision and core values. New management built the company's first strategic roadmap to outline the market space where BolaWrap and Wrap Reality fit and have changed significant elements of the business to improve training, which has now become a revenue source over a cost center. There has been a shift to build repeatable domestic sales and build additional resources into international sales. We changed our customer service department into a customer success team. We improved our pricing on devices and cassettes. We built additional distributor relationships. The new management team significantly reduced operating expenses in almost all areas. These changes reduced overall headcount, contractor costs and spending. While greatly improving our financial foundation, it also required turnover of personnel and changes to how we operate. Â - 22 - Table of Contents Â Risk Factors Relating to Our Financial Statements and Operating Results Â We cannot predict our future operating results. Our quarterly and annual results will likely be subject to fluctuations caused by many factors, any of which could result in our failure to achieve our expectations. Â We currently expect that the BolaWrap product will be the primary source of our revenue in 2024. We expect our revenue to vary significantly due to several factors. Many of these factors are beyond our control. Any one or more of these factors, including those listed below, could cause us to fail to achieve our revenue expectations. These factors include, among others: Â Â â— Our ability to develop, manufacture, ship and supply product to customers; Â Â â— Market acceptance of, and changes in demand for, our products; Â Â â— Gains or losses of significant customers, distributors, or strategic relationships; Â Â â— Unpredictable volume and timing of customer orders; Â Â â— The availability, pricing, and timeliness of delivery of components in our supply chain for our products; Â Â â— Fluctuations in the availability of manufacturing capacity or manufacturing yields and related manufacturing costs; Â Â â— Timing of new technological advances, product announcements or introductions by us and by our competitors; Â Â â— Unpredictable warranty costs associated with our products; Â Â â— Budgetary cycles and order delays by customers or production delays by us or our suppliers; Â Â â— Regulatory changes affecting the marketability of our products; Â Â â— Logistics challenges of obtaining supplies and components and shipping products resulting from the pandemic; Â Â â— General economic conditions that could affect the timing of customer orders and capital spending and result in order cancellations or rescheduling; Â Â â— General political conditions in this country and in various other parts of the world that could affect spending for the products that we intend to offer; and Â Â Â Â â— Seasonality of purchasing timeframes and procurement delays impact sales. Â Some or all of these factors could adversely affect demand for our products and, therefore, adversely affect our future operating results. As a result of these and other factors, we believe that period-to-period comparisons of our operating results may not be meaningful in the near term, and accordingly you should not rely upon our performance in a particular period as indicative of our performance in any future period. Â Our expenses may vary from period to period, which could affect quarterly results and our stock price. Â If we incur additional expenses in a quarter in which we do not experience increased revenue, our results of operations will be adversely affected, and we may incur larger losses than anticipated for that quarter. Factors that could cause our expense to fluctuate from period to period include: Â Â â— The timing and extent of our research and development efforts; Â - 23 - Table of Contents Â Â â— Investments and costs of maintaining or protecting our intellectual property; Â Â â— Marketing and sales efforts to promote our products and technologies; Â Â â— The timing of personnel and consultant hiring; and Â Â Â Â â— Supply chain and inventory cost variations. Â Most of our operating expenses are relatively fixed in the short term. We may be unable to rapidly adjust spending to compensate for any unexpected sales shortfalls, which could harm our quarterly operating results and our stock price. We do not have the ability to predict future operating results with any certainty. Â Risk Factors Related to Our Series A Preferred Stock Â The Certificate of Designations for the Series A Convertible Preferred Stock provides for dividends to be issued in the form of shares of Common Stock at a conversion price that varies with the trading price of our Common Stock, and it contains â€œfull ratchetâ€ anti-dilution provisions applicable to the dividend conversion price and the conversion price for voluntary conversions of Series A Convertible Preferred Stock into Common Stock. These features may result in a greater number of shares of Common Stock being issued upon conversions than if the conversions were effected at the conversion price in effect at the time of this offering. Sales of these shares will dilute the interests of other security holders and may depress the price of our Common Stock and make it difficult for us to raise additional capital. Â The Certificate of Designations (the â€œCertificate of Designationsâ€) for our Series A Convertible Preferred Stock (â€œSeries A Preferred Stockâ€) provides for the payment of dividends to the holder of our Series A Preferred Stock in cash or shares of Common Stock, or a combination thereof, at the Companyâ€™s option. If the Company elects to pay any dividends in shares of Common Stock, the Conversion Price (as defined herein) used to calculate the number of shares issuable will equal to the lower of (i) the then applicable Conversion Price and (ii) 85% of the arithmetic average of the three (3) lowest closing prices of the Common Stock during the twenty (20) consecutive trading day period ending on the trading day immediately preceding the dividend payment date, subject to a floor price. The Certificate of Designations also contains â€œfull ratchetâ€ anti-dilution provisions applicable to the conversion prices used in voluntary conversions of Series A Preferred Stock by the holders thereof and by the Company in paying any dividends in shares of Common Stock, which provisions require the lowering of the applicable conversion price, as then in effect, to the purchase price of equity or equity-linked securities issued in subsequent offerings. If in the future, while any of our Series A Preferred Stock is outstanding, we issue securities at an effective Common Stock purchase price that is less than the applicable conversion price of our Series A Preferred Stock, as then in effect, we will be required, subject to certain limitations and adjustments as provided in the Certificate of Designations for the Preferred Stock, to further reduce the relevant conversion price, which will result in a greater number of shares of Common Stock being issuable upon conversion of the Preferred Stock or upon the payment of dividends to the holders of the Preferred Stock in shares of Common Stock, which in turn will have a greater dilutive effect on our shareholders. The potential for such additional issuances may depress the price of our Common Stock regardless of our business performance. We may find it more difficult to raise additional equity capital while any of our Preferred Stock is outstanding. Â Further, it is possible that we will not have a sufficient number of available shares to satisfy the conversion of the Preferred Stock or the payment of dividends to the holders of the Preferred Stock in shares of Common Stock if we enter into a future transaction that reduces the applicable conversion price. If we do not have a sufficient number of available shares for any Preferred Stock conversions, we will be required to increase our authorized shares, which may not be possible and will be time consuming and expensive. Â Â The Series A Preferred Stock provides for the payment of dividends in cash or in shares of our Common Stock, or a combination thereof, and we may not be permitted to pay such dividends in cash, which will require us to have shares of Common Stock available to pay the dividends. Â Each share of the Series A Preferred Stock is entitled to receive cumulative dividends at the rate per share of 8% per annum of the stated value per share. The dividends are payable in cash, out of any funds legally available for such purpose, or shares of Common Stock, or a combination thereof, at the Companyâ€™s option. The conversion price used to calculate the number of shares of Common Stock issuable in connection with a given dividend payment is subject to reduction if in the future we issue securities for less than the conversion price of our Series A Preferred Stock, as then in effect. This may have the effect of increasing the number of shares we would be obligated to issue in order to make a dividend payment in shares of Series A Common Stock. We will not be permitted to pay the dividend in cash unless we are legally permitted to do so under Delaware law. As such, we may rely on having available shares of Common Stock to pay such dividends, which will result in dilution to our stockholders. If we do not have such available shares, we may not be able to satisfy our dividend obligations. Â - 24 - Table of Contents Â Risk Factors Relating to Our Common Stock Â Our stock price is volatile and may continue to be volatile or may decline regardless of our operating performance, resulting in substantial losses for investors. Â The market price of our Common Stock has fluctuated significantly to date and in the future may fluctuate significantly in response to numerous factors, many of which are beyond our control, including the factors listed below and other factors described in this â€œRisk Factorsâ€ section: Â Â â— Actual or anticipated fluctuations in our operating results; Â Â â— Failure of securities analysts to initiate or maintain coverage of our Company, changes in financial estimates by any securities analysts who follow our Company, or our failure to meet these estimates or the expectations of investors; Â Â â— Rating changes by any securities analysts who follow our Company; Â Â â— Changes in the availability of federal funding to support local law enforcement efforts, or local budgets; Â Â â— International budget changes or changeover in government leadership; Â Â â— Announcements by us of significant technical innovations, acquisitions, strategic partnerships, joint ventures or capital commitments; Â Â â— Changes in operating performance and stock market valuations of other security product companies generally; Â Â â— Price and volume fluctuations in the overall stock market, including as a result of trends in the economy as a whole; Â Â â— Announcements of merger or acquisition transactions; Â Â â— Changes in our board of directors or management and key personnel; Â Â â— Sales of large blocks of our Common Stock, including sales by our founders, executive officers, directors and significant stockholders; Â Â â— Lawsuits threatened or filed against us; Â Â â— Short sales, hedging and other derivative transactions involving our capital stock; Â Â â— General economic

conditions in the US and abroad; and Â Â â— Other events or factors, including those resulting from war, incidents of terrorism or responses to these events. Â In addition, stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many security and technology companies. Stock prices of many security and technology companies have fluctuated in a manner unrelated or disproportionate to the operating performance of those companies. Stock prices of nanocap securities and small cap securities have fluctuated even more than medium and large cap companies in recent years. Â - 25 - Table of Contents Â We have been, and in the future may be, subject to securities litigation, which has and may be expensive and has and could divert management attention. Â Our share price is volatile, and in the past companies that have experienced volatility in the market price of their stock have been subject to securities class action litigation. For instance, in September 2020 a putative class action lawsuit and in November 2020 a shareholder derivative lawsuit were filed against us and certain of our directors and officers. The lawsuit was dismissed in May 2022. Â Lawsuits of this nature divert financial and management resources that would otherwise be used to benefit our operations. Although we denied the material allegations in the lawsuits and defended ourselves vigorously, defending the lawsuits may result in substantial costs. Any lawsuit to which we or our directors or officers are a party, with or without merit, may result in an unfavorable judgment. We also may decide to settle lawsuits on unfavorable terms. Any such negative outcome could result in payments of substantial damages or fines, damage to our reputation or adverse changes to our offerings or business practices. Any of these results could adversely affect our business. Â In addition, we may be the target of securities-related litigation in the future. Such litigation may divert our managementâ€™s attention and resources, result in substantial costs, and have an adverse effect on our business, results of operations and financial condition. We maintain director and officer insurance that we regard as reasonably adequate to protect us from potential claims; however, we cannot assure you that it will. Further, if we are subject to future litigation, the costs of insurance may increase, and the availability of coverage may decrease. As a result, we may not be able to maintain our current levels of insurance at a reasonable cost, or at all, which might make it more difficult to attract qualified candidates to serve as executive officers or directors of the Company. Â Our officers and directors are among our largest stockholders and may have certain personal interests that may affect the Company. Â Management and certain directors owned more than 10% of our Common Stock atÂ December 31, 2023. As a result, our management and certain directors, acting individually or as a group, has the potential ability to exert influence on the outcome of issues requiring approval by our stockholders. Â Sales of a substantial number of shares of our Common Stock may adversely affect the market price of our Common Stock. Â Sales or distributions of a substantial number of shares of our Common Stock in the public market, or the perception that such sales could occur, could adversely affect the market price of our Common Stock. Many of the outstanding shares of our Common Stock, other than the shares held by executive officers and directors, are eligible for immediate resale in the public market. Substantial selling of our Common Stock could adversely affect the market price of our Common Stock. Â Our Common Stock could be delisted from the Nasdaq Stock Market. Â Nasdaqâ€™s continued listing standards for our Common Stock require, among other things, that we maintain a closing bid price for our Common Stock of at least $1.00, we maintain (A) stockholdersâ€™ equity of $2.5 million; (B) market value of listed securities of $35 million; or (C) net income from continuing operations of $500,000 in the most recently completed fiscal year or in two of the last three most recently completed fiscal years, and timely file all required reports with the SEC. Â On April 18, 2024, the Company received a notice (the â€œInitial Noticeâ€) from the Listing Qualifications Staff of the Nasdaq Stock Market LLC (â€œNasdaqâ€) notifying the Company that as it has not yet filed its Annual Report on Form 10-K (the â€œForm 10â€‘Kâ€) for the year ended December 31, 2023, the Company is not in compliance with Listing Rule 5250(c)(1) (the â€œListing Ruleâ€) for continued listing on Nasdaq. Additionally, on May 17, 2024, the Company received a notice (the â€œMay Notice") from Nasdaq notifying the Company that as it has not yet filed its Quarterly Report on Form 10-Q (the â€œQ1 Form 10â€‘Qâ€) for the three months ended March 31, 2024, that the Company is not in compliance with the Listing Rule. Â On August 16, 2024, the Company received a notice (the â€œAugust Notice," and collectively with the Initial Notice and the May Notice, the â€œNoticesâ€) from Nasdaq notifying the Company that as it has not yet filed its Quarterly Report on Form 10-Q (the â€œQ2 Form 10â€‘Q,â€ and collectively with the Form 10-K and Q1 Form 10-Q, the â€œDelinquent Filingsâ€) for the six months ended June 30, 2024, that the Company is not in compliance with the Listing Rule for continued listing on Nasdaq Â The Company previously submitted a plan to Nasdaq to regain compliance with respect to the delinquent Form 10-K and Q1 Form 10-Q (the â€œPlanâ€), and Nasdaq granted an exception until August 30, 2024, to file the delinquent Form 10-K and Q1 Form 10-Q. Pursuant to the August Notice, the Company is required to submit an update to the Plan to Nasdaq no later than September 3, 2024, to regain compliance with respect to the filing requirements. Nasdaq may grant the Company an additional exception of up to a maximum of 180 calendar days from the filing due date of the Form 10-K to file all Delinquent Filings, or until October 14, 2024, to regain compliance. Â - 26 - Table of Contents Â A delisting of our common stock from The Nasdaq Capital Market could materially reduce the liquidity of our common stock and result in a corresponding material reduction in the price of our common stock. In addition, delisting could harm our ability to raise capital through alternative financing sources on terms acceptable to us, or at all, and may result in the potential loss of confidence by investors, suppliers, customers and employees and fewer business development opportunities. Â We may issue additional shares of Common Stock in the future. The issuance of additional shares of Common Stock may reduce the value of your Common Stock. Â We may issue additional shares of Common Stock without further action by our stockholders. Moreover, the economic and voting interests of each stockholder will be diluted as a result of any such issuances. Although the number of shares of Common Stock that stockholders presently own will not decrease, such shares will represent a smaller percentage of the total shares that will be outstanding after the issuance of additional shares.Â The issuance of additional shares of Common Stock may cause the market price of our Common Stock to decline. Â Sales of shares of Common Stock issuable upon the exercise of any future options or warrants and vesting of restricted stock units may lower the price of our Common Stock. Â At December 31, 2023, we had we had outstanding options and unvested stock units of 5.2 million shares of our Common Stock. The issuance of shares of Common Stock issuable upon the exercise of options or issuance from restricted stock units or the exercise of warrants that may be outstanding in the future could cause substantial dilution to existing holders of our Common Stock, and the sale of those shares in the market could cause the market price of our Common Stock to decline. The potential dilution from the issuance of these shares could negatively affect the terms on which we are able to obtain equity financing. Â We may issue preferred stock in the future, and the terms of the preferred stock may reduce the value of your Common Stock. Â We are authorized to issue up to 5.0 million shares of preferred stock in one or more series. Our Board of Directors may determine the terms of future preferred stock offerings without further action by our stockholders. If we issue preferred stock, it could affect your rights or reduce the value of your Common Stock. In particular, specific rights granted to future holders of preferred stock could be used to restrict our ability to merge with or sell our assets to a third party. Preferred stock terms may include voting rights, preferences as to dividends and liquidation, conversion and redemption rights and sinking fund provisions. Â We incur substantial costs as a result of being a public company. Â As a public company, we incur significant levels of legal, accounting, insurance, exchange listing fees and other expenses that we did not incur as a private company. We are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended (the â€œExchange Actâ€), the Sarbanes-Oxley Act, the Dodd-Frank Act, the listing requirements of the Nasdaq Capital Market and other applicable securities rules and regulations. Compliance with these rules and regulations increases our legal and financial compliance costs, makes some activities more difficult, time-consuming or costly and increases demand on our systems and resources as compared to when we operated as a private company. The Exchange Act requires, among other things, that we file annual, quarterly and current reports with respect to our business and operating results. The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. In order to maintain and, if required, improve our disclosure controls and procedures and internal control over financial reporting to meet this standard, significant resources and management oversight may be required. As a result, managementâ€™s attention may be diverted from other business concerns, which could adversely affect our business and operating results. We may need to hire more corporate employees in the future or engage outside consultants to comply with these requirements, which would increase our costs and expenses. Â In addition, changing laws, regulations and standards relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs and making some activities more time-consuming. These laws, regulations and standards are subject to varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. We intend to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expense and a diversion of managementâ€™s time and attention from revenue-generating activities to compliance activities. If our efforts to comply with new laws, regulations and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to their application and practice, regulatory authorities may initiate legal proceedings against us and our business may be adversely affected.Â Â - 27 - Table of Contents Â As a result of disclosure of information in this report and in the filings that we are required to make as a public company, our business, operating results, and financial condition have become more visible, which has resulted in, and may in the future result in threatened or actual litigation, increased competition due to this insight, including by key competitors and other third parties. If any such claims are successful, our business, operating results and financial condition could be adversely affected, and even if the claims do not result in litigation or are resolved in our favor, these claims, and the time and resources necessary to resolve them, could divert the resources of our management and adversely affect our business, operating results and financial condition. Â The payment of dividends will be at the discretion of our Board of Directors. Â We have never declared dividends on our Common Stock, and currently do not anticipate that we will do so in the foreseeable future. The declaration and amount of future dividends, if any, will be determined by our Board of Directors and will depend on our financial condition, earnings, capital requirements, financial covenants, regulatory constraints, industry practice and other factors our Board of Directors deems relevant. Â General Risk Factors Â Our disclosure controls and procedures may not prevent or detect all acts of fraud. Â Our disclosure controls and procedures are designed to reasonably assure that information required to be disclosed in reports filed or submitted under the Securities Exchange Act is accumulated and communicated to management and is recorded, processed, summarized and reported within the time periods specified in the SECâ€™s rules and forms. Our management expects that our disclosure controls and procedures and internal controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within our company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by an unauthorized override of the controls. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and we cannot assure that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected. Â Â Failure to maintain an effective system of internal control over financial reporting could harm stockholder and business confidence in our financial reporting, our ability to obtain financing and other aspects of our business. Â Maintaining an effective system of internal control over financial reporting is necessary for us to provide reliable financial reports. Section 404 of the Sarbanes-Oxley Act of 2002 ("Sarbanes-Oxley Act") and the

related rules and regulations promulgated by the SEC require us to include in our Form 10-K a report by management regarding the effectiveness of our internal control over financial reporting. The report includes, among other things, an assessment of the effectiveness of our internal control over financial reporting as of the end of the respective fiscal year, including a statement as to whether or not our internal control over financial reporting is effective. This assessment must include disclosure of any material weaknesses in our internal control over financial reporting identified by management. While our management has concluded that our internal control over financial reporting was effective as of December 31, 2023, it is possible that material weaknesses will be identified in the future. In addition, components of our internal control over financial reporting may require improvement from time to time. If management is unable to assert that our internal control over financial reporting is effective in any future period, investors may lose confidence in the accuracy and completeness of our financial reports, which could have an adverse effect on the Companyâ€™s stock price. Â Â ITEM 1B. UNRESOLVED STAFF COMMENTS Â None. Â - 28 - Table of Contents Â ITEM 1C.Â CYBERSECURITY Â We maintain a comprehensive process for identifying, assessing, and managing material risks from cybersecurity threats (as such term is defined in Item 106(a) of Regulation S-K) as part of our broader risk management system and processes. The cybersecurity risk management system involves risk assessments, implementation of security measures, and ongoing monitoring of systems and networks, including networks on which we rely. We actively monitor the current threat landscape in an effort to identify material risks arising from new and evolving cybersecurity threats. We obtain input, as appropriate, for our cybersecurity risk management program on the security industry and threat trends from consultants, cybersecurity assessors, auditors and other third parties to gather certain insights designed to identify and assess material cybersecurity threat risks, their severity and potential mitigations. We depend on and engage various third parties, including suppliers, vendors, and service providers. Our risk management, legal, information technology, and compliance personnel identify and oversee risks from cybersecurity threats associated with our use of such entities. Any incident assessed as potentially being or potentially becoming material is immediately escalated for further assessment, and then reported to Mr. Srinivasan, our designated member of our Board of Directors. Â Mr. Srinivasan has oversight responsibility for risks and incidents relating to cybersecurity threats, including compliance with disclosure requirements, cooperation with law enforcement, and related effects on financial and other risks, and report any findings and recommendations, as appropriate, to the full Board of Directors for consideration. Senior management regularly discusses cyber risks and trends and, should they arise, any material incidents with the designated member of the Board of Directors. Â Our business strategy, results of operations and financial condition have not been materially affected by risks from cybersecurity threats, but we cannot provide assurance that they will not be materially affected in the future by such risks or any future material incidents. Further, a cyber incident impacting our systems or a third-partyâ€™s systems could subject us to business, regulatory, litigation and reputational risk, which could have a negative effect on our business, results of operations and financial condition. For more information on our cybersecurity related risks, see Item 1A Risk Factors of this Annual Report. Â ITEM 2. PROPERTIES Â In November 2023, we commenced a lease in an office building located at 3480 Main Highway, Coconut Grove, Florida. The lease of 4,487 square feet for an initial term of 94 months, including 5 months of rent abatement in the first two years of the lease. The aggregate monthly payments will restart in 2024 for $39,635 per month, increasing 3% each year through the lease term, plus other certain costs and charges as specified in the lease agreement. Â Our executive offices, sales, training, assembly, and warehouse facilities are located at 1817 West 4th Street, Tempe, Arizona. The lease of 11,256 square feet commenced in June 2019 and was for an initial lease term through July 2022. In January 2022 we renewed this lease for three years with aggregate monthly payments of $9,905 commencing August 2022, increasing 4% annually through the term ending July 31, 2025. Â Beginning in October 2017, we commenced reimbursing former officer, stockholder and consultant, Mr. Elwood Norris, $1,500 per month on a month-to-month basis for laboratory facility costs. The Company leased the laboratory facilities for all twelve months in 2023. Â ITEM 3. LEGAL PROCEEDINGS Â We may become subject to other legal proceedings, as well as demands and claims that arise in the normal course of our business, including claims of alleged infringement of third-party patents and other intellectual property rights, breach of contract, employment law violations, and other matters and matters involving requests for information from us or our customers under federal or state law. Such claims, even if not meritorious, could result in the expenditure of significant financial and management resources. We make a provision for liability relating to legal matters when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. These provisions are reviewed and adjusted to include the impacts of negotiations, estimated settlements, legal rulings, advice of legal counsel, and other information and events pertaining to a particular matter. On December 31, 2023, we had no provision for liability under existing litigation. Â An unfavorable outcome on any litigation matters could require payment of substantial damages, or, in connection with any intellectual property infringement claims, could require us to pay ongoing royalty payments or could prevent us from selling certain of our products. As a result, a settlement of, or an unfavorable outcome on, any of the matters referenced above or other litigation matters, or legal proceedings could have a material adverse effect on our business, operating results, financial condition and cash flows.Â Â ITEM 4. MINE SAFETY DISCLOSURES Â Not applicable. Â - 29 - Table of Contents Â PART II Â ITEM 5. MARKET FOR THE REGISTRANTâ€™S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES Â Market Information Â Our Common Stock is listed on the Nasdaq Capital Market under the symbol â€œWRAPâ€. Â Holders Â As of August 26, 2024Â there were 45,860,545 shares of Common Stock outstanding and approximately 32 stockholdersÂ of record. Â Dividends Â We have never declared or paid any cash dividends on our Common Stock. The decision to pay dividends is at the discretion of our board of directors and will depend on our financial condition, results of operations, capital requirements, and other factors that our board of directors deems relevant. Â Recent Sales of Unregistered Securities Â No unregistered securities were issued during the fiscal year that were not previously reported in a Quarterly Report onÂ Form 10-Q or Current Report on Form 8-K. Â Repurchases Â Not applicable. Â ITEM 6. [RESERVED] Â - 30 - Table of Contents Â ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS Â The discussion and analysis set forth below should be read in conjunction with the information presented in other sections of this Annual Report, including â€œItem 1. Business,â€ â€œItem 1A. Risk Factors,â€ and â€œItem 8. Financial Statements and Supplementary Data.â€ The following discussion may contain forward-looking statements that reflect our plans, estimates and beliefs. Words such as â€œexpects,â€ â€œanticipates,â€ â€œintends,â€ â€œplans,â€ â€œbelieves,â€ â€œseeks,â€ â€œestimatesâ€ and similar expressions or variations of such words are intended to identify forward-looking statements but are not the only means of identifying forward-looking statements. Our actual results could differ materially from those discussed in these forward-looking statements. Â Overview Â We are a global public safety technology and services company that delivers safe and effective policing solutions to law enforcement and security personnel worldwide. We are leading the movement for safer outcomes by equipping law enforcement with safer, non-painful compliance tools and immersive training fir for modern society. We began sales of our first public safety product, the BolaWrap 100 remote restraint device, in late 2018. In late 2020 we added a new solution to our public safety technologies, which is our virtual reality (â€œVRâ€) training platform, Wrap Reality. Wrap Reality is now sold to law enforcement agencies for simulation training as well as corrections departments for the societal reentry scenarios. In the first quarter of 2022 we delivered a new generation product, the BolaWrap 150. The BolaWrap 150 is electronically deployed and is more robust, smaller, lighter and simpler to deploy than the BolaWrap 100 that has been phased out. Â Our target market for our solutions includes approximately 900,000 full-time sworn law enforcement officers in over 18,000 federal, state, and local law enforcement agencies in the U.S. and over 12 million police officers in more than 100 countries. Additionally, we are exploring opportunities in other domestic markets, such as military and private security. Our international focus is on countries with the largest police forces. According to 360iResearch, a market research consulting firm, our non-lethal products are part of a global market segment expected to grow to $16.1 billion by 2027. Â We focus our efforts on the following products and services: Â BolaWrap Remote Restraint Device â€“ a hand-held remote restraint device that discharges a seven and half-foot Kevlar tether to entangle an individual at a range of 10-25 feet. BolaWrap assists law enforcement to safely and effectively control encounters early without resorting to painful force options. Â Wrap Reality â€“ a law enforcement 3D training system employing immersive computer graphics VRÂ with proprietary software-enabled content. It allows up to two participants to enter a simulated training environment simultaneously, and customized weapons controllers enable trainees to engage in strategic decision making along the force continuum. Wrap Reality has 43 scenarios for law enforcement and corrections and 15 scenarios for societal reentry. Wrap Reality is one of the most robust 3D Virtual Reality solutions on the market for law enforcement and societal reentry today. Â Wrap Intrensic â€“ a Body-Worn Camera (â€œBWCâ€) and Digital Evidence Management (â€œDEMâ€) solutions provider.Â BWC and DEM play crucial role in capturing, storing, and managing digital evidence, such as video and audio recordings for various purposes, including criminal investigations and maintaining transparency in public interactions. The Wrap Intrensic X2 camera hardware and storage and data management capability, along with awareness of front-line operations, provides customers with a solution to meet their challenges.Â Wrap Intrensic Evidence on Cloud provides an unlimited video storage platform that includes video and other evidence uploading, search, retrieval, redaction, and evidence sharing while reducing the need for resources required to manage this evidence. Â In addition to the US law enforcement market, we have shipped our restraint products to 62 countries. We have established an active distributor network representing 50 states and one dealer representing the US territory of Puerto Rico. We have distribution agreements with international distributors covering 75 countries. We focus significant sales, training and business development efforts to support our distribution network in addition to our internal sales team. Â We focus significant resources on research and development innovations and continue to enhance our products and plan to introduce new products. We believe we have established a strong brand and market presence globally and have established significant competitive advantages in our markets. Â - 31 - Table of Contents Â Recent Developments Â Nasdaq Deficiency Notice Â On April 18, 2024, the Company received a notice (the â€œInitial Noticeâ€) from the Listing Qualifications Staff of the Nasdaq Stock Market LLC (â€œNasdaqâ€) notifying the Company that as it has not yet filed its Annual Report on Form 10-K (the â€œ2023 Form 10 Kâ€) for the year ended December 31, 2023, the Company is not in compliance with Listing Rule 5250(c)(1) (the â€œListing Ruleâ€) for continued listing on Nasdaq. Additionally, on May 17, 2024, the Company received a notice (the â€œMay Notice") from Nasdaq notifying the Company that as it has not yet filed its Quarterly Report on Form 10-Q (the â€œQ1 Form 10 Qâ€) for the three months ended March 31, 2024, that the Company is not in compliance with the Listing Rule. Â On August 16, 2024, the Company received a notice (the â€œAugust Notice," and collectively with the Initial Notice and the May Notice, the â€œNoticesâ€) from Nasdaq notifying the Company that as it has not yet filed its Quarterly Report on Form 10-Q (the â€œQ2 Form 10 Q,â€ and collectively with the 2023 Form 10-K and Q1 Form 10-Q, the â€œDelinquent Filingsâ€) for the six months ended June 30, 2024, that the Company is not in compliance with the Listing Rule for continued listing on Nasdaq Â The Company previously submitted a plan to Nasdaq to regain compliance with respect to the delinquent 2023 Form 10-K and Q1 Form 10-Q (the â€œPlanâ€), and Nasdaq granted an exception until August 30, 2024, to file the delinquent 2023 Form 10-K and Q1 Form 10-Q. Pursuant to the August Notice, the Company is required to submit an update to the Plan to Nasdaq no later than September 3, 2024, to regain compliance with respect to the filing requirements. Nasdaq may grant the Company an additional exception of up to a maximum of 180 calendar days from the filing due date of the 2023 Form 10-K to file all Delinquent Filings, or until October 14, 2024, to regain compliance. Â The Notices do not have an immediate effect on the listing of the Companyâ€™s common stock. The Company is currently evaluating its options for regaining compliance. There can be no assurance that the Company will regain compliance with the Nasdaqâ€™s rules or maintain compliance with any of the other Nasdaq continued listing requirements. Â Â Â During the year ended December 31, 2023, we accomplished the following: Â â€¢Â Â Â Â Â Â Â Â Â Â The Company initiated a cost containment plan, recruitment, operations efforts, and significant

customer acquisitions over the past year. Â â€¢Â Â Â Â Â Â Â Â Â Â New Board Members: Welcomed Bruce Bernstein, an experienced securities industry leader; Marc Savas, a skilled executive known for accelerating company revenue; Vice Admiral (ret.) Timothy Szymanski, a former Navy SEAL with over 36 years of service leveraging his expertise in special operations and national security; Rajiv Srinivasan, a technology sales leader with senior roles at Microsoft, VMware, and a cybersecurity startup, and accredited U.S. Army veteran awarded with a Bronze Star. Â â€¢Â Â Â Â Â Â Â Â Â Â Launched "Use of Force Reduction Guarantee": A new program affirming Wrapâ€™s dedication to safer outcomes, guaranteeing a 10% reduction in an agencyâ€™s use of force with BolaWrap or a device buyback after 12 months. Â â€¢Â Â Â Â Â Â Â Â Â Â Strategic Redirection Announced: Transitioning Wrap Technologies from a product-focused entity to a mission-based solutions provider, paving the way for purpose-driven innovation and growth. Â â€¢Â Â Â Â Â Â Â Â Â Â Capital Funding and Acquisition: Closed a significant funding round with $10 million gross proceeds. Â Acquired Intrensic, LLC, expanding into body cam and Cloud evidence services. Â â€¢Â Â Â Â Â Â Â Â Â Â Major Orders: Received a full deployment order for BolaWrap 150 from a large Mid-Atlantic domestic agency. Â â€¢Â Â Â Â Â Â Â Â Â Â Successful Integration: Integrated Wrap Intrensic, enhancing our offerings in Body-Worn Cameras and Digital Evidence Management. Â â€¢Â Â Â Â Â Â Â Â Â Â AI Advancements in Wrap Intrensic BWC: Launched new AI functionalities for Body-Worn Camera and Digital Evidence Management System, including AI Video Redaction and Automated Transcription, enhancing law enforcement efficiency and accountability. Â â€¢Â Â Â Â Â Â Â Â Â Â BolaWrap 150 Expanded in Italy: Wrap Technologies announced the adoption of the BolaWrap 150 remote restraint devices by eleven police departments across Italy, underscoring the Company's commitment to advancing public safety solutions globally. Â - 32 - Table of Contents Â Business Outlook and Challenges Â We believe our Company's products and solutions are gaining global recognition and awareness through various channels such as social media, trade shows, and media exposure, among others. In part, this recognition and awareness can be attributed to positive feedback from law enforcement agencies and the successful deployment of our products. As a result, we believe our brand is becoming increasingly recognized on a global scale as a leader in remote restraint and non-lethal solutions. Â In addition, we are focused on marketing and public relations efforts. We believe there are market opportunities for our remote restraint and virtual reality solutions in the law enforcement and security sectors worldwide. These opportunities are driven by the increasing demand for less-lethal policing. Â In the law enforcement sector, our BolaWrap product has been successfully deployed in the field, as reported by many agencies. BolaWrap is now in use by over 900 US law enforcement agencies and in 62 countries. Due to its safe remote restraint capabilities, some agencies do not deem its usage a categorical reportable use of force and rather place it underneath early use of force such as handcuffs. In our strategic roadmap, we clarified that law enforcement agencies deploy BolaWrap when verbal commands breakdown but long before there is justifiable escalation to pepper spray, pepper ball, batons, bean bags, tasers or Conducted Electrical Weapons (CEWâ€™s) or firearms. Â Some agencies voluntarily report usage to Wrap but many do not. In the usage reports we have been provided, officers have reported successful outcomes in 84% of the use cases. This percentage is higher than what is often seen with less lethal tools. From the information we have been provided, the most common BolaWrap use case is for individuals with behavioral health issues, and the second most common BolaWrap use case is during domestic violence calls. 26% percent of the reported persons who are wrapped with the BolaWrap are thought to be under the influence of alcohol or drugs. Â There are many reasons why we may not receive reports on all the use of the BolaWrap, including, when uses of BolaWrap are considered evidence in ongoing criminal cases, are controlled by local policy or regulation, or require officer and union permission to be shared with us. However, some agencies have shared bodycam footage of successful field deployments with us, which we may use in our training and education efforts. We believe that as the reports of BolaWrap's effectiveness in de-escalation continue to increase, it will contribute to our future revenue growth. Â We anticipate and believe that our portfolio of safe, remote restraint products and training services has a strong and expanding pipeline of market opportunities in the law enforcement, military, corrections, and homeland security sectors both domestically and internationally. With the increasing demand for more humane and safer policing practices, we expect a continued surge in our global business. Currently, we are exploring major international business prospects while simultaneously seeking to establish relationships with large police agencies in the US. However, we acknowledge that it is challenging to predict the exact timeline for closing these deals, or whether they will ultimately materialize. Â As part of our efforts to expand our sales and distribution operations, we provide a comprehensive training program for law enforcement officers and trainers in using the BolaWrap. This training equips them with knowledge about the appropriate use and limitations of BolaWrap in tandem with modern policing techniques for de-escalation of encounters. We now focus on also teaching when and why BolaWrap should be used, including the specific area of success, such as after verbal commands break down and before the law enforcement officer is ready to escalate to less lethal pain compliance tools. We believe that law enforcement trainers and officers who have been trained to use our products, or have witnessed demonstrations, are more inclined to support the acquisition and deployment of our products by their respective departments to drive successful outcomes. As of December 31, 2023, over 1,520 agencies have received BolaWrap training with over 5,440 training officers at those agencies certified as BolaWrap instructors and qualified to train the rest of their departments, representing a 12% increase in agencies and a 30% increase in trained officers as compared to December 31, 2022. Â - 33 - Table of Contents Â Operating expenses for the year ended December 31, 2023 were relatively flat with 2023 expenses equal to $21.6 million as compared to $21.5 million in 2022. Our new management team has prioritized reducing operating expenses, and in the second quarter, conducted a thorough top to bottom assessment of all aspects of the business. As a result of these actions, the Company recorded $1.0 million of severance related charges during 2023. We expect to realize the results of the cost reduction actions beginning in 2024 as we expect to significantly reduce our cost profile. This assessment culminated in the creation of a strategic roadmap aimed at achieving sustainable growth and delivering long-term value to our stockholders. Our strategic roadmap centers on expanding our sales by building repeatable domestic BolaWrap sales, increasing international sales of the new BolaWrap 150, and expanding the deployment of BolaWrap to full patrol-wide utilization via a customer success function. Additionally, we have established a dedicated inside sales leader to increase our velocity on new leads. To catalyze sales growth, we are expanding our distributor and partner relationships while simultaneously diversifying and innovating our product offerings. As part of our strategic roadmap, we have made the decision to improve the pricing on BolaWrap 150 devices and cassettes, given the product's success as a significant upgrade for law enforcement. We believe these increased margins could drive us to breakeven and profitability more quickly. We also began charging for our respected training services. Â Changes have been implemented in how we sell Wrap Reality, and we have established a Software as a Service (SaaS) model for our virtual reality technology moving forward. We acquired cloud software capability and both on premise and cloud 3D Virtual Reality options for Wrap Reality in 2023. We anticipate these changes will have a significant positive impact on our future success and growth. Â We believe the synergy in BolaWrap to de-escalate and reduce uses of force and the immersive 3D Virtual Reality training for law enforcement and corrections create a unique and well positioned law enforcement technology company that is prepared for modern policing and driving safe outcomes. With our key focus on where BolaWrap and Wrap Reality fit into the Force Factor diagram below in Figure X, agencies are likely to see significant increased usage where BolaWrap has shown to be a tool that could appropriately de-escalate dangerous situations and save the lives and careers of officers and the individuals they interact with in such situations. Â Â Management believes that implementing these strategic changes may lead to substantial sales growth and put us on a path towards sustainable profitability. Although geopolitical tensions and macroeconomic challenges have affected our quarterly results in the past and may in the future, we believe our company is uniquely positioned to provide lifesaving technologies and training that enable law enforcement officers worldwide to conduct safe and effective encounters while reducing the use of force. If departments follow our Use of Force Guarantee requirements, we have offered to buy back their BolaWrap devices if their reportable use of force is not reduced by 10%. With an increasing addressable market, the Company offers what we believe is a unique value proposition. Our improved pricing strategy, coupled with reduced operating expenses and our growing sales outlook, is expected to help reduce losses and improve cash flow in the future.Â Â We plan to increase the number of product demonstrations and training sessions, particularly in international markets. Our new focus on the when and why BolaWrap is used has shown improved results. This is a departure from the hardware product only approach of the past. Our sales of the BolaWrap 150 and Wrap Reality are expected to continue to rise, aided by our ongoing cost savings and cost control measures, which we expect to lead to an overall reduction in cash burn. Â - 34 - Table of Contents Â We have continued to invest in our VR system while working to continue to develop real-world scenarios into our robust Wrap Reality platform. We plan to increase marketing activities for our VR solution to both law enforcement and corrections throughout 2023 and expect to launch the cloud-based version in mid-2023. Â As of December 31, 2023 we had backlog of approximately $209 thousand was delivered in the first quarter of 2024. Additionally, we had deferred revenue of approximately $544 thousand expected to be recognized generally over the next five years. Our deferred revenue is generally from Wrap Reality subscription and other revenue. We expect our deferred revenue to grow in future years due to the SaaS business model on Wrap Reality. Distributor and customer orders for future deliveries are generally subject to modification, rescheduling or in some instances, cancellation, in the normal course of business. Â Since inception, we have generated significant losses from operations and anticipate that we will continue to generate significant losses from operations for the foreseeable future. We believe that we have adequate financial resources to sustain our operations for the twelve months. For the year ended December 31, 2023 our net loss from operations increased by approximately $1.0 million compared to the year ended December 31, 2022. Net cash used in operations during the year ended December 31, 2023 was approximately $2.1 million more than cash used in operations during the year ended December 31, 2022. This increase in cash used in operations reflects an increase in accounts receivable during the period along with an increase in the operating loss compared to the year ended December 31, 2022. Â We expect that we will continue to innovate new applications for our public safety technology, open new geographies, develop new products and technologies to meet diverse customer requirements and identify and develop new markets for our products. Â We believe that our sales during the fiscal year ended December 31, 2022, and to a lesser extent, December 31, 2023, were adversely affected by the shift to our BolaWrap 150 product and the discontinuation of the BolaWrap 100 production line in 2022, along with the limited ability to demonstrate and train customers due to the COVID-19 pandemic, particularly internationally. Although customers were generally satisfied with the BolaWrap 100, many distributors were concerned with the Companyâ€™s ability to continue to expand with the BolaWrap 100. This device was completely discontinued in 2021 and product delays kept the BolaWrap 150 from being fully delivered to customers until late early 2022. This gap in having a product to sell as well as the unhappiness in phasing out the first-generation product while it was still having success in the field, created significant work throughout 2022 to get the BolaWrap 150 approved by departments as well as by import and federal authorities for international countries. We also had a much slower than expected trade in the timeframe of BolaWrap 100 to BolaWrap 150 due to the customer affinity for our first to market device. Â We realized a rebound in sales of the BolaWrap 150 in the second half of 2022, following the full-scale production and sales of the BolaWrap 150. New device supply chain and product issues improved, but did not completely abate until the first half of 2023, at which point, management was able to fully resume international travel and demonstrate the new and enhanced capabilities of the BolaWrap 150. Â Supply chain disruptions also affected our operations and could negatively impact our ability to source materials, manufacture and distribute products in the future. Moreover, financial markets continue to experience significant volatility, which could potentially affect our ability to enter into or modify favorable terms and conditions regarding equity and debt financing activities. Nevertheless, we had $11.5 million in cash and cash equivalents and short-term investments as of December 31, 2023, which we believe provides sufficient capital to fund our operations in the short-term and absorb the potential near-term impacts of economic uncertainty. However, we may require additional working capital and liquidity constraints and access to capital markets could still negatively affect our liquidity and require changes to our

plan of operations. Â Our Company may be positively or negatively impacted by continued social unrest, protests against racial inequality, and movements like "Defund the Police." Such unrest may be further fueled by misleading information or negative publicity about our solutions. We believe our solutions are the answer to reducing use of force and driving safer outcomes for officers and the citizens they interact with each day. Although the intensity of these events may have subsided, some may still indirectly or directly, influence police agency budgets and the funding available to current and potential customers. In addition, participants in these events may attempt to create the impression that our solutions are contributing to the perceived problems, potentially harming our business and operations, including our revenues, earnings, and cash flows from operations. Â Changes in our management and other critical personnel have the potential to positively or negatively affect our business. Such disruptions could have an adverse impact on our operations, programs, growth, financial condition, or results of operations. On the other hand, improvements in our operations, operating expenses, and go-to-market approaches could positively influence the success of our business in the future. Â - 35 - Table of Contents Â Critical Accounting Policies and Estimates Â The preparation of financial statements in accordance with accounting principles generally accepted in the US (â€œUS GAAPâ€) requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expense, and related disclosure of contingent assets and liabilities. We evaluate our estimates, on an on-going basis, including those estimates related to recognition and measurement of contingencies and accrued expense. We base our estimates on historical experience and on various other assumptions we believe to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. Â As part of the process of preparing our financial statements, we are required to estimate our provision for income taxes. Significant management judgment is required in determining our provision for income taxes, deferred tax assets and liabilities, tax contingencies, unrecognized tax benefits, and any required valuation allowance, including taking into consideration the probability of the tax contingencies being incurred. Management assesses this probability based upon information provided by its tax advisers, its legal advisers and similar tax cases. If later our assessment of the probability of these tax contingencies changes, our accrual for such tax uncertainties may increase or decrease. Our effective tax rate for annual and interim reporting periods could be impacted if uncertain tax positions that are not recognized are settled at an amount which differs from our estimates. Â Some of our accounting policies require higher degrees of judgment than others in their application. These include share-based compensation and contingencies and areas such as revenue recognition, allowance for doubtful accounts, valuation of inventory and intangible assets, estimates of product line exit costs, warranty liabilities and impairments. Â Revenue Recognition. We sell our products to customers including law enforcement agencies, domestic distributors and international distributors and revenue from such transactions is recognized in the periods that products are shipped (free on board (â€œFOBâ€) shipping point) or received by customers (FOB destination), when the fee is fixed or determinable and when collection of resulting receivables is reasonably assured. We identify customer performance obligations, determine the transaction price, allocate the transaction price to the performance obligations and recognize revenue as we satisfy the performance obligations. Our primary performance obligations are products/accessories and VR software licensing or sale. Our customers do not have the right to return product unless the product is found to be defective. Â Share-Based Compensation. We follow the fair value recognition provisions issued by the Financial Accounting Standards Board (â€œFASBâ€) in Accounting Standards Codification (â€œASCâ€) Topic 718, Stock Compensation (â€œASC 718â€) and we adopted Accounting Standards Update (â€œASUâ€) 2018-07 for share-based transactions with non-employees. Share-based compensation expense recognized includes stock option and restricted stock unit compensation expense. The grant date fair value of stock options is determined using the Black-Scholes option-pricing model. The grant date is the date at which an employer and employee or non-employee reach a mutual understanding of the key terms and conditions of a share-based payment award. The Black-Scholes option-pricing model requires inputs including the market price of the Companyâ€™s Common Stock on the date of grant, the term that the stock options are expected to be outstanding, the implied stock volatilities of several publicly traded peers over the expected term of stock options, risk-free interest rate and expected dividend. Each of these inputs is subjective and generally requires significant judgment to determine. The grant date fair value of restricted stock units is based upon the market price of the Companyâ€™s Common Stock on the date of the grant. We determineÂ the amount of share-based compensation expense based on awards that we ultimately expect to vest and account for forfeitures as they occur. The fair value of share-based compensation is amortized to compensation expense over the vesting term. Â Allowance for Doubtful Accounts. Our products are sold to customers in many different markets and geographic locations. We estimate our bad debt reserve on a case-by-case basis and the aging of accounts due to a limited number of customers mostly government agencies or well-established distributors. We base these estimates on many factors including customer credit worthiness, past transaction history with the customer, current economic industry trends and changes in customer payment terms. Our judgments and estimates regarding collectability of accounts receivable have an impact on our financial statements. Â Valuation of Inventory. Our inventory is comprised of raw materials, assemblies and finished products. We must periodically make judgments and estimates regarding the future utility and carrying value of our inventory. The carrying value of our inventory is periodically reviewed and impairments, if any, are recognized when the expected future benefit from our inventory is less than carrying value. Â - 36 - Table of Contents Â Valuation of Intangible Assets. Intangible assets consisted of (a) capitalized legal fees and filing expense related to obtaining patents and trademarks, (b) customer agreements, tradenames, software, non-solicitation and non-compete agreements acquired in business combinations and valued at fair value at the acquisition date, and (c) the purchase cost of indefinite-lived website domains. We must make judgments and estimates regarding the future utility and carrying value of intangible assets. The carrying values of such assets are periodically reviewed and impairments, if any, are recognized when the expected future benefit to be derived from an individual intangible asset is less than carrying value. This generally could occur when certain assets are no longer consistent with our business strategy and whose expected future value has decreased. Â Accrued Expense. We establish a warranty reserve based on anticipated warranty claims at the time product revenue is recognized. This reserve requires us to make estimates regarding the amount and costs of warranty repairs we expect to make over a period of time. Factors affecting warranty reserve levels include the number of units sold, anticipated cost of warranty repairs, and anticipated rates of warranty claims. We have very limited history to make such estimates and warranty estimates have an impact on our financial statements. Warranty expense is recorded in cost of revenues. We evaluate the adequacy of this reserve each reporting period. Â We use the recognition criteria of FASB ASC Topic 450-20, Loss Contingencies, to estimate the amount of bonuses when it becomes probable a bonus liability will be incurred and we recognize expense ratably over the service period. We accrue bonus expense each quarter based on estimated year-end results, and then adjust the actual in the fourth quarter based on our final results compared to targets. Â Historically, our assumptions, judgments and estimates relative to our critical accounting policies have not differed materially from actual results. Other than the planned production change requiring a new estimate of exit expense, there were no significant changes or modification of our critical accounting policies and estimates involving management valuation adjustments affecting our results for the period ended December 31, 2023. Â Recent Accounting Pronouncements Â New pronouncements issued for future implementation are discussed in Note 1 to our financial statements. Â Segment and Related Information Â The Company operates as a single segment. The Companyâ€™s chief operating decision maker is Scot Cohen, the Companyâ€™s Executive Chairman and Chief Executive Officer, who manages operations for purposes of allocating resources. Refer to Note 18, Major Customers and Related Information, in our financial statements for further discussion. Â Operating Expense Â Our operating expenses include (i) selling, general and administrative expense, (ii) research and development expense, (iii) and in the most recent fiscal quarter, product line exit expense. Research and development expense is comprised of the costs incurred in performing research and development activities and developing production on our behalf, including compensation and consulting, design and prototype costs, contract services, patent costs and other outside expense. The scope and magnitude of our future research and development expense is difficult to predict at this time and will depend on elections made regarding research projects, staffing levels and outside consulting and contract costs. The future level of selling, general and administrative expense will be dependent on staffing levels, elections regarding expenditures on sales, marketing and customer training, the use of outside resources, public company and regulatory expense, and other factors, some of which are outside of our control. Â We expect our operating costs will remain at comparable current levels in the near term. We may also incur additional non-cash share-based compensation costs depending on future option and restricted stock unit grants that are impacted by stock prices and other valuation factors. Historical expenditures are not indicative of future expenditures. Â - 37 - Table of Contents Â Results of Operations Â Year Ended December 31, 2023 Compared to year ended December 31, 2022 Â The following table and narrative sets forth for the periods indicated certain items of our statement of operations, expressed in thousands of dollars. The financial information and the discussion below should be read in conjunction with the financial statements and notes contained in this Annual Report on Form 10-K. Â Â Â Year Ended December 31, Â Â Change Â Â Â 2023 Â Â 2022 Â Â $ Â Â % Â (in thousands) Â Â Â

BolaWrap extended warranties. Â As of December 31, 2023, we had backlog of approximately $209 thousand which was delivered in the first quarter of 2024. Distributor and customer orders for future deliveries are generally subject to modification, rescheduling or in some instanceâ€™s cancellation in the normal course of business. Â - 38 - Table of Contents Â Gross Profit Â Our gross profit for the year ended December 31, 2023 was approximately $2.9 million, or a gross margin of 47%. Our gross profit for year ended December 31, 2022 was approximatelyÂ $3.7 million, or a gross margin of 46%. For the year ended December 31, 2023, gross profit represented a 22% decrease compared to December 31, 2022, as a result of lower sales slightly offset by continued cost containment efforts on production.Â Â As our revenue history is limited, historical margins may not accurately reflect future margins. However, we expect higher margins with the production of the BolaWrap 150 compared to previous production due to design changes and improved pricing. Our margins are also subject to variations based on the sales channels and product mix through which our products are sold. At present, our cassettes have lower margins than the BolaWrap devices. As we scale cassette production, we will look to reduce our costs and drive higher cassette margins. Cassettes were a total of 19.5% of our overall revenue in the year ended December 31, 2023, and may continue to grow as a recurring revenue base as more BolaWrap devices are used in the field and as the use of BolaWrap increases due to the need of officers to de-escalate to prevent injuries and the use of higher levels of force. Â We regularly introduce updates and revisions to our products, which may include changes to raw materials and components, and can impact our product costs. Given our limited experience with warranty costs, our estimated future warranty expenseÂ may affect our gross margins.Â Â Selling, General and Administrative Expense Â Selling, general and administrative (â€œSG&Aâ€) expense increased by approximately $2.0 million during the year ended December 31, 2023, compared to the year ended December 31, 2022, due to one-time costs associated with severance, the Intrensic acquisition, and the Companyâ€™s financing. Â Advertising and promotion costs were approximately $1.2 million during the year December 31, 2023, or a decrease of approximately $0.1 million as compared to approximately $1.1 million during the year December 31, 2022. The decrease in advertising costs was related to reductions in consultants and other cost containment efforts. Â Share-based compensation costs allocated to SG&A was $1.5 for the year ended December 31, 2023, a decrease of approximatelyÂ $1.2 million, compared to approximately $2.7 million for the year ended December 31, 2022. The decrease resulted primarily due to changes in management, one-time costs in the prior year period, and changes in the Companyâ€™s stock price. Â Salaries and burden costs was $6.0 million for the year ended December 31, 2023, an approximately $0.5 million or 8% decrease compared to approximately $6.5 million for year ended December 31, 2022. During 2023, we recorded approximately $1.0 million of severance cost related to management restructuring efforts. During year ended December 31, 2023, compared to December 31, 2022, we increased professional fees by approximately $0.8 million, and increased consulting and contract services fees by approximately $350 thousand. We expect expenditures for SG&A expense in 2024 to be slightly lower than 2023, as a result of restructuring actions taken in late 2023 and early 2024. Â Research and Development Expense Â Research and development expense was approximately $3.3 million for the year ended December 31, 2023, a decrease of approximately $1.8 million, compared to $5.1 million for year ended December 31, 2022. In 2023, we incurred a $252 thousand period over period decrease in share-based compensation expense allocated to research and development expense as a result of personnel changes made in April 2023. Outside consulting costs decreased by $332 thousand and prototype related costs decreased by $443 thousand for the year ended December 31, 2023, primarily due to reduced costs related to finalizing the BolaWrap 150 product. Â Operating Loss Â Loss from operations during the year December 31, 2023 was approximately $18.8 million, an increase of approximately $1.1 million compared to approximately $17.7 million during the year December 31, 2022, reflecting increased margin and the Companyâ€™s focus on reducing operating costs. Â Liquidity and Capital Resources Â Overview Â Our primary source of liquidity to date has been funding from our stockholders from the sale of equity securities and the exercise of derivative securities, consisting of options and warrants. We expect our primary source of future liquidity will be from the sale of products, exercise of stock options and warrants and from future equity or debt financings. Â - 39 - Table of Contents Â We have experienced net losses and negative cash flows from operations since our inception. As of December 31, 2023, we had cash and cash equivalents of approximately $4.0 million, negative working capital of approximately $2.3 million primarily reflecting the approximate $19.7 value of the Series A Warrants (as defined herein) recorded in connection with the issuance of the Series A Preferred Stock in July 2023, and had sustained cumulative losses attributable to stockholders of approximately $98.0 million. Our working capital net of the Warrants-short term at December 31, 2023 was approximately $17.4, a decrease of approximately $6.3 million compared to December 31, 2022, as a result of the operating losses offset by an increase in inventories of approximately $1.8 million, an increase in customer deposits totaling approximately $1.0 million in 2023 and the receipt of $8.9 million in net proceeds from the Offering. As a result, we had approximately $4.0 million in cash and cash equivalents and short-term investments as of December 31, 2023. We therefore believe we have sufficient capital to fund our operations for the next twelve months. However, liquidity constraints and access to capital markets could still negatively affect our liquidity and require changes to our investment strategy. Â Capital Requirements Â Our future liquidity requirements or future capital needs will depend on, among other things, capital required to introduce new products and the operational staffing and support requirements, as well as the timing and amount of future revenue and product costs. We anticipate that demands for operating and working capital may grow depending on decisions on staffing, development, production, marketing, training and other functions and based on other factors outside of our control, including the timing of receipt of revenue. Â Our future capital requirements, cash flows and results of operations could be affected by, and will depend on, many factors, some of which are currently unknown to us, including, among other things: Â Â â— Any future outbreaks pandemics or contagious diseases or fear of such outbreaks; Â Â Â Â â— Decisions regarding staffing, development, production, marketing and other functions; Â Â Â Â â— The timing and extent of market acceptance of our products; Â Â Â Â â— Costs, timing and outcome of planned production and required customer and regulatory compliance of our products; Â Â Â Â â— Costs of preparing, filing and prosecuting our patent applications and defending any future intellectual property-related claims; Â Â Â Â â— Costs and timing of additional product development; Â Â Â Â â— Costs, timing and outcome of any future warranty claims or litigation against us associated with any of our products; Â Â Â Â â— Ability to collect accounts receivable; and Â Â Â Â â— Timing and costs associated with any new financing. Â Principal factors that could affect our ability to obtain cash from external sources including from exercise of outstanding warrants and options include: Â Â â— Volatility in the capital markets; and Â Â â— Market price and trading volume of our common stock. Â - 40 - Table of Contents Â 2023 Offering Â On June 29, 2023, the Company entered into a Series Purchase Agreement (â€œSeries A Purchase Agreementâ€) with certain accredited investors, including the Companyâ€™s Executive Chairman and Chief Executive Officer (collectively, the â€œSeries A Investorsâ€), pursuant to which it agreed to sell to the Series A Investors in a registered direct offering (the â€œSeries A Offeringâ€) (i) an aggregate of 10,000 shares of Series A Preferred Stock, initially convertible into up to 6,896,553 shares of the Companyâ€™s common stock, at an initial conversion price of $1.45 per share, and (ii) warrants (the â€œSeries A Warrantsâ€) to acquire up to an aggregate of 6,896,553 shares of Common Stock (the â€œSeries A Warrant Sharesâ€). The conversion price of the Series A Preferred Stock is subject to customary adjustments for stock dividends, stock splits, reclassifications and the like, and subject to price-based adjustment in the event of any issuances of Common Stock, or securities convertible, exercisable or exchangeable for Common Stock, at a price below the then-applicable conversion price (subject to certain exceptions). The closing of the Series A Offering occurred on July 3, 2023. The aggregate gross proceeds from the Series A Offering were $10 million. The Company expects to use the net proceeds from the Series A Offering for general corporate purposes. Â The Company engaged Katalyst Securities LLC (the â€œPlacement Agentâ€) to act as exclusive placement agent in connection with the Series A Offering. Pursuant to an Engagement Letter with the Placement Agent, we paid to the Placement Agent or its designees (i) a cash fee equal to 8% of the gross proceeds of the Series A Offering and (ii) warrants Â to purchase an aggregate of 551,725 shares of Common Stock Â (equal to 8% of the shares of Common Stock underlying the Series A Preferred Stock sold in the Series A Offering) at an exercise price of $1.45 per share. Â Series A Preferred Stock Â The terms of the Series A Preferred Stock are as set forth in the form of Certificate of Designations of the Series A Preferred Stock. The Series A Preferred Stock is convertible into shares of common stock (the â€œConversion Sharesâ€) at the election of the holder at any time at an initial conversion price of $1.45 (the â€œConversion Priceâ€). The Conversion Price is subject to customary adjustments for stock dividends, stock splits, reclassifications and the like, and subject to price-based adjustment in the event of any issuances of common stock, or securities convertible, exercisable or exchangeable for common stock, at a price below the then-applicable Conversion Price (subject to certain exceptions). Â The holders of the Series A Preferred Stock are entitled to dividends of 8% per annum, compounded monthly, which are payable in cash or shares of Common Stock, or a combination thereof, at the Companyâ€™s option in accordance with the terms of the Certificate of Designations. Upon the occurrence and during the continuance of a Triggering Event (as defined in the Certificate of Designations), the Series A Preferred Stock will accrue dividends at the rate of 20% per annum. If the Company elects to pay any dividends in shares of Common Stock, the Conversion Price used to calculate the number of shares issuable will equal to the lower of (i) the then applicable Conversion Price and (ii) 85% of the arithmetic average of the three (3) lowest closing prices of the Common Stock during the twenty (20) consecutive trading day period ending on the trading day immediately preceding the dividend payment date, provided that such price shall not be lower than the lower of (x) $0.2828 (subject to adjustment for stock splits, stock dividends, stock combinations, recapitalizations or other similar events) and (y) 20% of the â€œMinimum Priceâ€ (as defined in Nasdaq Stock Market Rule 5635) on the date of the Nasdaq Stockholder Approval (as defined herein) (subject to adjustment for stock splits, stock dividends, stock combinations, recapitalizations or other similar events) or, in any case, such lower amount as permitted, from time to time, by the Nasdaq Stock Market. Â The Company may require holders to convert their Series A Preferred Stock into shares of Common Stock if the closing price of the Common Stock exceeds $8.00 per share (subject to adjustment for stock splits, stock dividends, stock combinations, recapitalizations or other similar events) for 20 consecutive trading days and the daily dollar trading volume of the Common Stock exceeds $2,000,000 per day during the same period and certain equity conditions described in the Certificate of Designations are satisfied. Â At any time beginning 18 months from the date of the issuance, provided that certain equity conditions described in the Certificate of Designations are satisfied, and provided further that the Company has filed all reports required to be filed by it pursuant to the 1934 Act on a timely basis for a continuous period of one year, the Company has the right to redeem in cash all or some of the shares of the Series A Preferred Stock outstanding at such time at a redemption price equal to the product of (x) 125% multiplied by (y) the sum of (A) the stated value of the Series A Preferred Stock plus (B) all declared and unpaid dividends on such Preferred Stock and any other unpaid amounts then due and payable hereunder with respect to such Series A Preferred Stock, plus (C) the make-whole amount, plus (D) any accrued and unpaid late charges with respect to such stated value and amounts payable pursuant to clause (B) as of such date of determination. Â On August 19, 2024, the Company entered into an Amendment Agreement (the â€œSeries A Amendmentâ€) with the Required Holders (as defined in the Certificate of Designations). Pursuant to the Series A Amendment, the Required Holders agreed that (A) the unpaid and accrued dividends on the Series A Preferred Stock due July 1, 2024 (the â€œJuly Delinquent Dividend Amountâ€), shall be payable, at the option of the Company, in (i) cash and/or (ii) shares of Common Stock, at a price per share of Common Stock equal to the lower of (x) $1.00 and (y) the Dividend Conversion Price (as defined in the Certificate of Designations), using July 1, 2024, as the applicable date of determination in accordance with the Certificate of DesignationsÍ¾ (B) the dividends due on October 1, 2024 (the â€œOctober Dividend Amountâ€ and, together with the July Delinquent Dividend Amount, the â€œDelinquent Dividend Amountsâ€), shall be payable in shares of Common Stock based on a per share price of Common Stock equal to 80% of the arithmetic average of the three (3) lowest closing sale prices of the Common Stock during the month of September 2024Í¾ and (C) such Delinquent Dividend Amounts and any Dividend Balance Shares (as defined in the Certificate of Designations), with respect

thereto, if applicable, shall be delivered on October 1, 2024. The Company and the Required Holders further agreed pursuant to the Agreement to amend (i) the Certificate of Designations, as described below, by filing a Certificate of Amendment to the Certificate of Designations (the â€œCertificate of Amendmentâ€) and (ii) the Series A Purchase Agreement to amend the definition of â€œExcluded Securities.â€ Â - 41 - Table of Contents Â The Certificate of Amendment amends the Certificate of Designations to, among other things, (A) allow for the payment of dividends in the form of Common Stock to a holder of the Series A Preferred Stock who serves as a director, officer or employee of the CompanyÍ¾ provided that such issuance is approved by the Companyâ€™s stockholders prior to such issuance, and (B) amend certain conditions required for (i) a mandatory conversion of the Series A Preferred Stock, and (ii) the Companyâ€™s right to redeem, all or a portion, of the Series A Preferred Stock outstanding pursuant to an optional redemption, in each case, pursuant to the terms of the Certificate of Designations. Â There is no established public trading market for the Series A Preferred Stock and we do not intend to list the Series A Preferred Stock on any national securities exchange or nationally recognized trading system. Â Warrants Â The Company issued the Series A Warrants to purchase up to an aggregate of 6,896,553 shares of Common Stock. Each Series A Warrant has an exercise price of $1.45, became exercisable after the date that was six months from the date of issuance and will expire 5 years following the date of issuance. The exercise price is subject to customary adjustments for stock dividends, stock splits, reclassifications and the like, and subject to price-based adjustment, on a â€œfull ratchetâ€ basis, in the event of any issuances of Common Stock, or securities convertible, exercisable or exchangeable for Common Stock, at a price below the then-applicable exercise price (subject to certain exceptions). Â Nasdaq Stockholder Approval Â The Companyâ€™s ability to issue Conversion Shares and Series A Warrant Shares using shares of Common Stock is subject to certain limitations set forth in the Certificate of Designations. Prior to receiving the Nasdaq Stockholder Approval, such limitations included a limit on the number of shares that may be issued until the time, if any, that the Companyâ€™s stockholders have approved the issuance of more than 19.99% of the Companyâ€™s outstanding shares of Common Stock in accordance with the rules of the Nasdaq Stock Market (the â€œNasdaq Stockholder Approvalâ€). Such Nasdaq Stockholder Approval was received at a special meeting of stockholders held on September 19, 2023. Â Off-Balance Sheet Arrangements Â We have no off-balance sheet arrangements. Â Cash Flow Â Operating Activities Â During year ended December 31, 2023, net cash used in operating activities was approximately $16.7 million. The net loss of approximately $30.3 million was decreased by non-cash expense of approximately $16.8 million consisting primarily of change in fair value of warrant liabilities of approximately $12.0 million and share-based compensation expense of approximately $2.0 million. Other major component changes using operating cash included an increase of approximately $2.2 million in inventories and an increase in customer deposits of $1.0 million. Â During year ended December 31, 2022, net cash used in operating activities was approximately $14.6 million.Â The net loss of approximately $17.6Â million wasÂ decreased by non-cash expense of approximately $4.4Â million consisting primarily of share-based compensation expense of approximately $3.2Â million. Other major component changes using operating cash included an increase of approximately $2.4 million in inventories and a net increase in accounts payable and accrued liabilities of approximately $250 thousand. A decrease in accounts receivable of approximately $957 thousand increased the cash used in operating activities. Â Investing Activities Â During the year ended December 31, 2023, we used approximately $10.0 million of cash to purchase short-term investments, $554 thousand of cash for the purchase of Intrensic, $230 thousand of cash for the purchase of property and equipment and invested approximately $396 thousand in patents and trademarks. During the year ended December 31, 2023, we had proceeds from maturities of short-term investments of approximately $16.4 million. Â During the year ended December 31, 2022, we used approximately $30.5 million of cash to purchase short-term investments, $256 thousand of cash for the purchase of property and equipment and invested $173 thousand in patents and trademarks. During the year ended December 31, 2022, we had proceeds from maturities of short-term investments of approximately $46.6 million. Â - 42 - Table of Contents Â Financing Activities Â During the year ended December 31, 2023 we received approximately $10.0 million in gross proceeds from the issuance of securities, which is reflected in cash and cash equivalents, with an offset to accrued expense, reflected in the Companyâ€™s Condensed Consolidated Balance Sheet at December 31, 2023. During year ended December 31, 2023, we received approximately $208 thousand in proceeds from the exercise of previously issued stock options and paid out approximately $58 thousand in preferred stock dividends. Â During year ended December 31, 2022, we received approximately $83 thousand in proceeds from the exercise of previously issued stock options. Â Contractual Obligations and Commitments Â Pursuant to that certain exclusive Amended and Restated Intellectual Property License Agreement dated September 30, 2016, by and between the Company and Syzygy Licensing, LLC (â€œSyzygyâ€), we are obligated to pay to Syzygy a 4% royalty fee on future product sales up to an aggregate amount of $1.0 million in royalty payments or until September 30, 2026, whichever occurs earlier. Â Pursuant to the Professional Services and Technology Acquisition Agreement, dated as of November 22, 2022, and as amended on April 2, 2023, by and among the Company, Lumeto, Inc. and Spatial Industries Group, Inc. (collectively, â€œService Providerâ€), the Service Provider provides to the Company certain technology, services, and perpetual licenses for use within the Companyâ€™s Wrap Reality virtual simulation training platform (the â€œTechnology, Services, and Licenseâ€), in consideration for a cash payment of $700 thousand made to the Service Provider upon the execution of the Agreement. Â In January 2022 we extended our facility lease for three years through July 2025 and we are committed to aggregate lease payments on the facility lease of $126 thousand in 2024 and $75 thousand in 2025. Â In September 2023, we committed to a lease of office space in Coconut Grove, Florida in a multi-year term concluding in 2031 which includes aggregate lease payments totaling $3.6 million. Â At December 31, 2023, we were committed for approximately $0.7 million for future component deliveries and contract services that are generally subject to modification or rescheduling in the normal course of business. Â On August 9, 2023, the Company entered into a Membership Interest Purchase Agreement (the â€œIntrensic Purchase Agreementâ€) with certain members of Intrensic, including Kevin Mullins, the Companyâ€™s former Chief Executive Officer (collectively, â€œSellersâ€) and Buford Ortale, as the Sellerâ€™s representative. Under the terms of the Intrensic Purchase Agreement, the Company agreed to purchase, and Sellers agreed to sell, 100% of the membership interests (the â€œMembership Interestsâ€) of Intrensic for the following consideration upon the consummation of the sale of the Membership Interests (the â€œIntrensic Closingâ€): (i) $553,588 in cash, subject to adjustment based upon the outstanding indebtedness of Intrensic and Intrensicâ€™s working capital as of the Intrensic Closing; and (ii) 1,250,000 shares of Common Stock of the Company the â€œIntrensic Acquisitionâ€). The Intrensic Acquisition closed on August 16, 2023, in accordance with the terms of the Purchase Agreement. Â Effects of Inflation Â In 2023 we experienced increased costs in labor and materials due to inflation. We believe in 2024 that low unemployment and higher salaries will create higher payroll costs and increased operating expense in the business. We have seen increases in costs from multiple suppliers for materials as well as labor. Â Recent Accounting Pronouncements Â There have been no recent accounting pronouncements or changes in accounting pronouncements during the year ended December 31, 2023, or subsequently thereto, that we believe are of potential significance to our financial statements. Â ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK Â Not applicable. Â ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA Â The Financial Statements of the Company required to be included in this Item 8 are set forth in a separate section of this report following Item 15 commencing on Page F-1. Â - 43 - Table of Contents Â ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE Â There have been no disagreements or any reportable events requiring disclosure under ItemÂ 304(b) of Regulation S-K. Â ITEM 9A. CONTROLS AND PROCEDURES. Â Evaluation of Disclosure Controls and Procedures Â We maintain disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SECâ€™s rules and forms. Our disclosure controls and procedures are also designed to ensure that information required to be disclosed in our Exchange Act reports is accumulated and communicated to management, including our Executive Chairman and Chief Executive Officer, to allow timely decisions regarding required disclosures. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Â Our management, with the participation of our Executive Chairman and Chief Executive Officer, evaluated the effectiveness of our disclosure controls and procedures as of December 31, 2023 and, based on this evaluation, our Executive Chairman and Chief Executive Officer concluded that our disclosure controls and procedures were effective as of December 31, 2023. Â Managementâ€™s Report on Internal Control Over Financial Reporting Â We are responsible for establishing and maintaining adequate internal control over financial reporting (as defined in RuleÂ 13a-15(f) under the Exchange Act). Internal control over financial reporting refers to the process designed by, or under the supervision of, our Executive Chairman and Chief Executive Officer, and effected by our board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP, including those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect our transactions and the disposition of our assets, (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with GAAP and that receipts and expenditures are being made only in accordance with authorizations of our management and board of directors, and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the consolidated financial statements. Â Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance of achieving their control objectives.Â Â Management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. With our participation, an evaluation of the effectiveness of our internal control over financial reporting was conducted as of December 31, 2023, based on the framework and criteria established in Internal Control Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and SEC guidance on conducting such assessments. Based on this evaluation, our Executive Chairman and Chief Executive Officer concluded that our internal control over financial reporting was effective as of December 31, 2023. Â This Annual Report on Form 10-K does not include an attestation report of the Companyâ€™s independent registered public accounting firm regarding internal control over financial reporting due to our status as an emerging growth company under the JOBS Act, which permits the Company to provide only managementâ€™s report in this Annual Report on Form 10-K. Â Changes in Internal Controls Â There have been no changes in our internal control over financial reporting during the fiscal quarter ended December 31, 2023, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Our process for evaluating controls and procedures is continuous and encompasses constant improvement of the design and effectiveness of established controls and procedures and the remediation of any deficiencies, which may be identified during this process. Â Â ITEM 9B. OTHER INFORMATION Â None. Â Â ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS Â Not applicable. Â - 44 - Table of Contents Â PART III Â ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE. Â Board of Directors Â The Companyâ€™s Board of Directors (the â€œBoardâ€) is currently composed of five members of the Board. Under the amended and restated Bylaws of the Company, the number of Directors will be fixed by the Board or the stockholders at an annual meeting of the stockholders, and directors serve until the next annual election and their successors are duly elected and qualified, or until their earlier resignation, removal or death. Â Below is a list of the names, ages as of August 26, 2024, and positions of the individuals who currently serve as our directors. Â Name Â Age Â Position Scot Cohen Â 54 Â Chief Executive Officer and Executive Chairman of the Board Bruce

Bernstein(1)(2) Â 60 Â Director Marc Savas(1)(3) Â 56 Â Director Rajiv Srinivasan(1)(2)(3) Â 38 Â Director Vice Admiral Tim Szymanski(2)(3) Â 61 Â Director Â (1) Member of our Audit Committee. (2) Member of our Compensation Committee. (3) Member of our Nominating Committee. Â Â Director Biographies Â Information concerning our directors is set forth below. The biographical description of each director includes the specific experience, qualifications, attributes and skills that led the Board to conclude that such person should serve as a director. Â Scot Cohen â€“ Mr. Cohen cofounded the Company in March 2016, and has previously served as a non-independent Director of the Company from June 2021 until October 2023 and Executive Chairman of the Company from July 2017 until June 2021 and then again beginning in October 2023, and currently serves as Chief Executive Officer, Principal Executive Officer and interim Principal Financial Officer and Principal Accounting Officer. Mr. Cohen has over 20 years of experience in institutional asset management, wealth management, and capital markets. He currently manages several operating partnerships that actively invest in the energy sector in addition to maintaining an active investment portfolio in various public companies, early-stage private companies, hedge funds and alternative assets including real estate. Mr. Cohen is the Founder and Managing Partner of V3 Capital Partners, a private investment firm focused on early-stage companies primarily in the consumer products industry, and Co-Manager of Red Fortune Fund, a private equity fund based in Hong Kong. Mr. Cohen also is the Founder of Petro River Oil, LLC and Chairman of Petro River Oil Corp. (OTCBB: PTRC), a publicly traded oil and gas producer with assets in Kansas and Oklahoma, and Petro Spring LLC, a global oil and gas technology solutions provider. Prior to creating V3 Capital Partners, Mr. Cohen was the Founder and Managing Partner at Iroquois Capital Opportunity Fund, a special situations private equity investment fund, and a Co-Founder of Iroquois Capital, a hedge fund with investments in small and micro-cap private and public companies. Mr. Cohen currently serves on the board of directors of Charlieâ€™s Holding, Inc. (OTCQB: CHUC), and has served as Executive Chair of the board of directors of Petro River Oil Corp. since 2012. Mr. Cohen earned his Bachelor of Science degree from Ohio University in 1991. Â The Board believes Mr. Cohenâ€™s success with multiple private investment firms, his extensive contacts within the investment community and financial expertise strengthens the Companyâ€™s efforts to raise capital to fund the continued implementation of its business plan.Â Â Â Bruce Bernstein - Mr. Bernstein was appointed as a director of the Company in April 2023. Mr. Bernstein has over thirty-five years of experience in the securities industry, primarily as senior portfolio manager for two alternative finance funds as well as in trading and structuring of arbitrage strategies. Mr. Bernstein has served as President of Rockmore Capital, LLC since 2006, the manager of a direct investment and lending fund with peak assets under management of $140 million. Previously, he served as Co-President of Omicron Capital, LP, an investment firm based in New York, which he joined in 2001. Omicron Capital focused on direct investing and lending to public small cap companies and had peak assets under management of $260 million. Prior to joining Omicron Capital, Mr. Bernstein was with Fortis Investments Inc., where he was Senior Vice President in the bankâ€™s Global Securities Arbitrage business unit, specializing in equity structured products and equity arbitrage and then President in charge of the bankâ€™s proprietary investment business in the United States. Prior to Fortis, Mr. Bernstein was Director in the Equity Derivatives Group at Nomura Securities International specializing in cross-border tax arbitrage, domestic equity arbitrage and structured equity swaps. Mr. Bernstein started his career at Kidder Peabody, where he rose to the level of Assistant Treasurer. Mr. Bernstein serves as a member of the Board of Directors of Xwell, Inc. (Formerly XpresSpa Holdings, Inc.) the leading airport spa company in the world, based in New York, serves as a Director for Neurotrope since November 14, 2016 and, Petros Pharmaceuticals, Inc. Mr. Bernstein holds a Bachelor of Business Administration from City University of New York (Baruch). Â - 45 - Table of Contents Â The Board believes that Mr. Bernsteinâ€™s experience in finance, audit, capital markets and in advising public companies provides significant benefit to the Company and as a member of the Board. Â Marc Savas â€“ Mr. Savas was appointed as a director of the Company in April 2023. Mr. Savas has over 35 years of experience in accelerating revenue for companies, and is skilled in developing and guiding leadership teams, executing tactical, strategic and technical plans, and brings a comprehensive understanding of organizational efficiency. Mr. Savas currently serves as President of Vector97, a privately held waste hauling and recycling consulting firm, since February 2012. He has overseen Vector97 from a startup company through engineering its sale to SIB in June of 2022. Mr. Savas remains President of Vector97 and has joined the SIB leadership team. He currently serves as a Director of SRAX since October 2015. Previously, he founded Unfair Advantage, Inc. and Living Full Blast, Inc., a management and efficiency consulting firm serving the Venture Capital and Legal vertical markets serving as Chief Executive officer until January 2012. Mr. Savas has also served as a member of the Board of Directors of Motivational, Inc., a charitable organization, from July 2020 to present, and as a member of the Board of Directors of RMP, a charitable organization, from December 2022 to present. Mr. Savas holds a Bachelor of Science in Marketing from Northern Arizona University of Flagstaff Arizona, and completed the Executive Development Program of the Marshall School of Business of the University of Southern California. Â The Board believes that Mr. Savasâ€™ experience in organizational efficiency and effectiveness, together with his extensive knowledge in finance, scalability and implementing successful business strategies, makes him a valuable member of the Board. Â Rajiv Srinivasan â€“ Mr. Srinivasan was appointed director in October 2023. Mr. Srinivasan served at LinkedIn by Microsoft (NYSE:MSFT) from 2019 to 2023, as the Director of the NAMER Globals Program from 2021 to 2023, and the Director of Global Clients from 2019 to 2021. Prior to that, he served as a Global Account manager at VMware (NYSE: VMW) from 2016 to 2019, and as a sales manager at MobileIron (NYSE: MOBL) from 2013 to 2015. Mr. Srinivasanâ€™s startup experience includes Investor and Sales Advisor at Nirmata since 2017, Interim VP of Sales at Intuition Machines during 2022, Interim VP of Sales at Myally from 2018 to 2020 and Co-Founder and Head of Sales at Morta Security from 2011 to 2013. Mr. Srinivasan served as a Captain of the U.S. Army from 2004 to 2011 and is a contributor and commentator on miliary and veterans affairs, is on the board of directors and finance committee of Families Against Mandatory Minimums, a lobby to end mass incarceration, and is a Resource & Development Board Member on the California Council on Science and Technology. Mr. Srinivasan earned a Bachelor of Science in Arabic and Comparative Politics from the U.S. Military Academy, a Master of Science in Applied Mathematics with a focus on Data Science and Numerical Methods from Columbia University, and a Masters of Business Administration from the Wharton School of Business. Â The Board believes that Mr. Srinivasanâ€™s experience in technology based companies and early stage growth firms, together with his extensive knowledge and experience in implementing successful business strategies, makes him a valuable member of the Board. Â Vice Admiral Tim Szymanski â€“ Mr. Szymanski was appointed a director in October 2023. Mr. Szymanski is a distinguished retired United States Navy vice admiral, with thirty-seven years of military service. Mr. Szymanski currently provides consulting services to Pallas Advisors as a principal, a strategic advisory firm specializing in navigating complex national and international security dynamics, which he joined in August 2023, Odyssey Group International, Inc., Senseye, Inc., and Q30 Sports Science, LLC. Mr. Szymanski further serves as an advisor for Cohen Veterans Bioscience on the Veteran Advisory Committee, at NanoDx Inc. on the Military Advisory Board, and at Verkada Inc., on the Federal Advisory Board. Prior to his retirement from the United States Navy, Mr. Szymanski last served as deputy commander of United States Special Operations Command and as the Commander of Naval Special Warfare (NSW). Mr. Szymanski also served on the Joint Staff as the J3 deputy directorate for Special Operations, as the Global War on Terror branch chief and as chief staff officer of Pakistan-Afghanistan Coordination Cell. Mr. Szymanski currently serves on the Military Advisory Board of Odyssey Health, Inc. Mr. Szymanski graduated from the United States Naval Academy in 1985. He completed a Master of Joint Campaign Planning and Strategy at the Joint Advanced Warfighting School. Â - 46 - Table of Contents Â The Board believes that Vice Admiral Szymanskiâ€™s experience in organizational efficiency and effectiveness, together with his military leadership experience, makes him a valuable member of the Board. Â Executive Officers Â Below is a list of the names, ages as of August 26, 2024, positions, and a brief account of the business experience of the individuals who serve as our executive officers. Â Name Â Age Â Position Scot Cohen Â 54 Â Chief Executive Officer and Executive Chairman of the Board Jared Novick Â 40 Â Chief Operating Officer Â Executive Officer Biographies Â Jared Novick - Mr. Novick joined the Company as Chief Operating Officer in December 2023. From June 2023 to December 2023, Mr. Novick served as Chief Operating Officer and Senior Vice President of Strategy and Special Projects at Sidus Space, Inc. (NASDAQ:SIDU), where he oversaw diverse areas such as manufacturing, sales, product development, supply chain management, marketing, and human resources. Since 2018, he has also served on the Board of Advisors at BlueVoyant LLC (â€œBlue Voyantâ€), where he also served as Head of Strategy from 2017 until 2018. Before his tenure in public companies, Mr. Novick experienced success with two early-stage technology ventures, each culminating in notable exits. He co-founded and served as Chief Executive Officer of BitVoyant, a cybersecurity threat monitoring product and service provider for commercial enterprises, later acquired by cybersecurity unicorn BlueVoyant. Additionally, he founded and led CurvedSkies LLC, serving as Chie Executive Officer of a professional services firm catering to classified U.S. Federal Government customers in the aerospace and defense sectors. Mr. Novick's professional career includes significant roles as a U.S. Intelligence Community Civil Servant and a contractor for Special Projects to the Office of the Secretary of Defense. He collaborated extensively with the U.S. Intelligence Community, the Department of Defense, and international partners to then deploy and operationally support critical National Security challenges across South America, Central-Asia and Africa. In the early stages of his career, Mr. Novick trained as a NASA Aircrew Member, operating High-Altitude Technologies above 60,000 feet and necessitating NASA pressure suit operations. He has logged over 2,000 hours of flight time in various fixed-wing aircrafts. During Operation Enduring Freedom, he accumulated over 400 combat flight hours while supporting special military units of the Special Operations community. Mr. Novick actively contributes to board activities, including a gubernatorial appointment by Florida Governor Ron DeSantis to the Department of Business & Professional Regulation. Mr. Novick holds a Bachelor of Arts in Physics from the University of Florida in Gainesville. Â Mr. Cohenâ€™s biography is incorporated by reference from Item 10 of this Annual Report above. Â There is no arrangement or understanding between any of the directors or officers identified above and any other person pursuant to which he was selected as a director or officer. None of the directors or officers identified above is, or has been, a participant in any transaction involving the Company, and is not a participant in any proposed transaction with the Company, in each case, required to be disclosed pursuant to Item 404(a) of Regulation S-K, other than as described in the â€œCertain Relationships and Related Transactions, and Director Independenceâ€ section contained herein. Â Family Relationships Â There are no family relationships among our directors or executive officers. Â Involvement in Certain Legal Proceedings Â None of our directors or executive officers has been involved in any of the following events during the past ten years: Â Â â— any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time; Â Â â— any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offences); Â - 47 - Table of Contents Â Â â— being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his or her involvement in any type of business, securities or banking activities; or Â Â â— being found by a court of competent jurisdiction (in a civil action), the SEC or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated. Â Â Director Independence Â Our Board has reviewed the independence of our directors based on the listing standards of the Nasdaq Stock Market (â€œNasdaqâ€). Based on this review, the Board of Directors determined that Messrs. Bernstein, Savas, Srinivasan and Vice Admiral Szymanski are independent, as defined in Rule 5605(a)(2) of the Nasdaq rules. In making this determination, our Board considered the relationships that each of these non-employee directors has with us and all other facts and circumstances our Board deemed relevant in determining their independence.Â Â Â Committees of the Board of Directors Â Our Board currently has three standing committees which consist of the Audit Committee, Compensation Committee and Nominating and Governance Committee. Our Board has adopted written charters for each of the Audit Committee, Compensation Committee, and Nominating and Governance Committee, copies of which are publicly available on our website at

https://ir.wrap.com/ under the â€œGovernanceâ€ tab. Our Board may establish other committees from time to time as it deems necessary or appropriate. Â Audit Committee Â The Audit Committee assists our Board in fulfilling its legal and fiduciary obligations in matters involving our accounting, auditing, financial reporting, internal control and legal compliance functions by approving the services performed by our independent accountants and reviewing their reports regarding our accounting practices and systems of internal accounting controls. The Audit Committee also oversees the audit efforts of our independent accountants and takes those actions as it deems necessary to satisfy that the accountants are independent of management. The Audit Committee currently consists of Messrs. Bruce Bernstein, Savas and Srinivasan, with Mr. Bernstein serving as the Chair of the Audit Committee, each of whom is a non-management member of our Board that we believe meets the criteria for independence under the applicable Nasdaq rules and SEC rules and regulations. Our Board has determined that Mr. Bernstein is an audit committee financial expert as defined under the applicable rules of the SEC and has the requisite financial sophistication under the applicable rules and regulations of NasdaqÂ Â Â Compensation Committee Â The Compensation Committee determines our general compensation policies and the compensation provided to our directors and officers. The Compensation Committee also reviews and determines bonuses for our officers and other employees. In addition, the Compensation Committee reviews and determines equity-based compensation for our directors, officers, employees and consultants and administers the 2017 Plan.Â The Compensation Committee currently consists of Messrs. Szymanski, Bernstein and Srinivasan with Mr. Bernstein serving as Chair of the Compensation Committee, each of whom is a non-management member of our Board that we believe meets the criteria for independence under the applicable Nasdaq rules and SEC rules and regulations. Â Nominating and Governance CommitteeÂ Â The Nominating and Governance Committee is responsible for making recommendations to our Board regarding candidates for directorships and the size and composition of our Board. In addition, the Nominating and Governance Committee is responsible for overseeing our corporate governance guidelines and reporting and making recommendations to the full Board concerning corporate governance matters. The Nominating and Governance Committee currently consists of Messrs. Savas, Srinivasan and Szymanski, with Mr. Savas serving as Chair of the Nominating and Governance Committee. Â - 48 - Table of Contents Â Code of Business Conduct and Ethics Â We have adopted a Code of Business Conduct and Ethics (the â€œCodeâ€) applicable to all of our employees, including our principal executive officer, principal financial officer and principal accounting officer. Our Code is available to security holders in the â€œInvestorsâ€™â€™ section on our website, https://ir.wrap.com/. We intend to disclose any amendments to, or waivers from, our Code at the same website address provided above. Â Section 16(a) Beneficial Ownership Reporting Compliance Â Section 16(a) of the Exchange Act requires that each of our directors and executive officers, and any other person who owns more than ten percent (10%) of our common stock, file with the SEC initial reports of ownership and reports of changes in ownership of our common stock. To our knowledge, based solely on information furnished to us and written representations by such persons that no such other reports were required to be filed, we believe that all such SEC filing requirements were met in a timely manner during 2023 other than with respect to the following: Â On February 3, 2023, a Form 4 for Glenn M Hickman was filed late to report forfeiture of shares of Common Stock to satisfy certain tax withholding obligations on January 3, 2023. Â On March 9, 2023, a Form 4 for TJ Kennedy was filed late to report forfeiture of shares of Common Stock to satisfy certain tax withholding obligations on March 9, 2023 and on March 1, 2023. Â On April 26, 2023, a Form 4 for Bruce Bernstein was filed late to report a grant of stock options granted on April 21, 2023. Â On April 27, 2023, a Form 4 for Marc Savas was filed late to report a grant of stock options granted on April 21, 2023. Â On October 19, 2023, a Form 4 for each of Bruce Bernstein, Scot Cohen, Marc Savas, Kevin Sherman, Wayne Walker, and Michael Parris was filed late to report a grant of Common Stock that was granted on September 30, 2023. Â On October 19, 2023, a Form 4 for each of Michael Parris and Wayne Walker was filed late to report grants of Common Stock that were granted on September 30, 2023 and October 12, 2023. Â On October 19, 2023, a Form 4 for Rajiv Srinivasan to report a grant of stock options granted on October 12, 2023. Â On October 24, 2023, a Form 4 for Timothy Szymanski was filed late to report a grant of stock options granted on October 12, 2023. Â On December 29, 2023, a Form 4 for Jared Novick was filed late to report a grant of stock options on December 26, 2023.Â Â - 49 - Table of Contents Â ITEM 11. EXECUTIVE COMPENSATION. Â Summary Compensation Table Â The following table sets forth information regarding the compensation awarded to or earned by the current and former executive officers listed below during the years ended December 31, 2023, and 2022. We have opted to comply with the reduced executive compensation disclosure rules applicable to â€œsmaller reporting companies,â€ as such term is defined in the rules promulgated under the Securities Act, which require compensation disclosure for only our principal executive officers, the two most highly compensated executive officers other than our principal executive officer and up to two additional executive officers during the year. Throughout this document, the officers below are referred to as our â€œNamed Executive Officersâ€ or â€œNEOsâ€. Â Name and Principal Position Â Year Â Â Salary Â Â Bonus Â Â Stock Awards(1) Â Â Option Awards(2) Â Â All Other Compensation(3) Â Â Total Â Â Â

the execution and non-revocation of a general release of claims), Mr. Cohen will be entitled to: (i) severance payments in a total amount equal to 12 monthsâ€™ worth of the Base Salary; (ii) any earned but unpaid annual bonus in respect of any completed year that has ended prior to the date of termination; and (iii) receive reimbursement, for a period of up to 12 months, for a portion of the premiums that Mr. Cohen elects to pay for continuation coverage under the Companyâ€™s group health plans pursuant to the Consolidated Omnibus Budget Reconciliation Act of 1985, subject to Mr. Cohenâ€™s timely submission of applicable documentation. Â On December 12, 2023, the Board of Directors appointed Mr. Cohen to the position of Principal Executive Officer. On January 14, 2024, the Board of Directors appointed Mr. Cohen, who previously served as the Companyâ€™s Executive Chairman and Principal Executive Officer, to the position of Executive Chairman and Chief Executive Officer. In connection therewith, the Company and Mr. Cohen entered into an amendment, dated January 14, 2024, to the Cohen Employment Agreement, dated October 12, 2023, to, among other things, reflect Mr. Cohenâ€™s new title. On April 5, 2024, the Board of Directors appointed Scot Mr. Cohen, who serves as the Companyâ€™s Executive Chairman and Chief Executive Officer, and as its Principal Executive Officer, to the position of Interim Principal Financial Officer and Principal Accounting Officer. Â Jared Novick. On December 26, 2023, the Board of appointed Jared Novick to the position of Chief Operating Officer. In connection with Mr. Novickâ€™s appointment, on December 26, 2023 (the â€œNovick Effective Dateâ€), the Company entered into an employment agreement (the â€œNovick Employment Agreementâ€) with Mr. Novick setting forth the terms and conditions of Mr. Novickâ€™s employment as the Companyâ€™s Chief Operating Officer. Pursuant to the Novick Employment Agreement, Mr. Novick will serve as the Chief Operating Officer of the Company for a two-year initial term commencing on the Effective Date, which term automatically renews each year for successive one-year terms, unless earlier terminated by either party in accordance with the terms of the Novick Employment Agreement. Â The Novick Employment Agreement provides that Mr. Novick will be entitled to receive an annual base salary of two hundred thousand dollars ($200,000) (â€œBase Salaryâ€), payable in equal installments pursuant to the Companyâ€™s customary payroll practices. Mr. Novick is entitled to a one-time sign-on bonus of $75,000, payable in two equal installments as follows, subject to Mr. Novickâ€™s continued service on such dates: (i) 50% on the first payroll date following the Novick Effective Date, and (ii) 50% on the first payroll date following the six-month anniversary of the Novick Effective Date. Mr. Novick is also eligible to receive for each fiscal year during the term of his employment, an annual discretionary bonus, with the actual amount determined by the Board in its sole discretion (â€œAnnual Bonusâ€), payable prior to March 15 of the fiscal year following the fiscal year to which the bonus relates. The Novick Employment Agreement also entitles Mr. Novick to receive customary benefits and reimbursement for reasonable out-of-pocket business expenses. Â The Company may terminate Mr. Novickâ€™s employment due to death or disability, for cause (as defined in the Novick Employment Agreement) at any time, and without cause at any time upon written notice. Mr. Novick may terminate his employment without good reason (as defined in the Novick Employment Agreement) at any time upon thirty daysâ€™ written notice or with good reason, which requires delivery of a written notice to the Board of Directors of the existence of condition(s) giving rise to the good reason within forty-five days after the initial occurrence of such condition(s), and failure of the Company to cure such condition(s) within thirty days following the Board of Directorâ€™s receipt of such notice. Â If Mr. Novickâ€™s employment is terminated by either the Company or Mr. Novick for any reason, Mr. Novick shall receive any earned but unpaid Base Salary and expenses required to be reimbursed pursuant to the Novick Employment Agreement and any employee benefits Mr. Novick is entitled to under the Companyâ€™s employee benefit plans or programs in which Mr. Novick participates. In addition, if Mr. Novickâ€™s employment is terminated by the Company without cause (as defined in the Novick Employment Agreement) or upon non-renewal or by Mr. Novick for good reason (as defined in the Novick Employment Agreement), then, subject to compliance with the restrictive covenants set forth in the Novick Employment Agreement and the execution of a release of claims in favor of the Company, the Company will pay the following severance payments and benefits: (i) an amount equal to twelve monthsâ€™ Base Salary, payable in equal monthly installments over a twelve-month severance period; (ii) an amount equal to any earned, but unpaid, Annual Bonus for services rendered during the year preceding the date of termination; and (iii) an amount intended to assist Mr. Novick with his post-termination health coverage, provided however, he is under no obligation to use such amounts to pay for continuation of coverage under the Companyâ€™s group health plan pursuant to COBRA. Â - 52 - Table of Contents Â Kevin Mullins. On April 13, 2022, the Company entered into an employment agreement with Mr. Mullins (as amended, the â€œMullins Employment Agreementâ€) for Mr. Mullins to serve as the Companyâ€™s President, effective April 18, 2022. Mr. Mullins was appointed as Chief Executive Officer on April 14, 2023 and was appointed as a member of the Companyâ€™s Board of Directors on April 21, 2023. On January 14, 2024, the Board appointed Kevin Mullins, who previously served as the Companyâ€™s Chief Executive Officer, to the position of President. In connection therewith, the Company and Mr. Mullins entered into an amendment, dated January 14, 2024, to the Mullins Employment Agreement, dated April 13, 2022 (the â€œMullins Amendmentâ€) to, among other things, reflect Mr. Mullinâ€™s new title. On May 7, 2024, Mr. Mullins resigned from his position as President of the Company, effective May 23, 2024. On May 28, 202, Mr. Mullins resigned from his role as director of the Company, effective May 28, 2024. Â Pursuant to the Mullins Employment Agreement, unless earlier terminated pursuant to the terms therein, Mr. Mullins will serve as the Companyâ€™s President for a term of two years from the effective date of his appointment. On the second anniversary of such effective date of appointment (if Mr. Mullinsâ€™s employment has not been earlier terminated or a written notice of non-renewal has not been provided in the time provided to do so), and on each subsequent anniversary thereafter, the Mullins Employment Agreement will automatically renew and extend for a period of 12 months, unless otherwise terminated in accordance with its terms. As compensation for Mr. Mullinsâ€™s services to the Company, the Mullins Employment Agreement entitled Mr. Mullins to the following cash payments: (i) an annualized base salary of $300,000 (the â€œMullins Base Salaryâ€) and (ii) eligibility for a discretionary cash bonus, with a target amount initial set at 75% of the Mullins Base Salary, but with the final amount to be determined at the sole discretion of the Board. Â Pursuant to the Mullins Employment Agreement, in the event Mr. Mullinsâ€™ employment is terminated by either party for any reason, Mr. Mullins is entitled to: (i) any earned but unpaid Base Salary earned during his employment with the Company and applicable to all pay periods prior to the termination date; (ii) any unreimbursed business expenses properly incurred, so long as Mr. Mullins makes any reimbursement request within 30 days following termination; and (iii) any employee benefits to which Mr. Mullins may be entitled under the Companyâ€™s employee benefit plans or programs which Mr. Mullins participates as of the date of termination of Mr. Mullinsâ€™ employment. Â Chris DeAlmeida. On July 25, 2022, the Board of Directors appointed Chris DeAlmeida as Chief Financial Officer of the Company. On January 5, 2024, Mr. DeAlmeidaâ€™s employment as Chief Financial Officer of the Company was terminated without cause pursuant to a Separation Agreement and Mutual Release of Claims (the â€œDeAlmeida Separation Agreementâ€). Pursuant to the DeAlmeida Separation Agreement, Mr. DeAlmeida is entitled to receive severance payments in a total amount equal to $137,500, representing six months of Mr. DeAlmeidaâ€™s base salary as in effect immediately prior to the Termination Date, payable in substantially equal installments over a six-month period in accordance with the Companyâ€™s payroll schedule, beginning after any applicable revocation period has expired without exercise. Â TJ Kennedy. On April 13, 2022, the Company entered into an employment agreement with Mr. Kennedy (the â€œKennedy Employment Agreementâ€) for Mr. Kennedy to serve as the Companyâ€™s Chief Executive Officer, effective April 18, 2022.Â Â Effective April 13, 2023 (the â€œResignation Dateâ€), TJ Kennedy resigned as Chief Executive Officer and as a member of the Board of Directors of the Company pursuant to a separation agreement entered into by and between the Company and Mr. Kennedy (the â€œKennedy Separation Agreementâ€). Under the terms of the Kennedy Separation Agreement, Mr. Kennedy is entitled to (i) a one-time payment of $115,625 for the achievement of certain business objectives in 2022; (ii) severance in an amount equal to six months of his base salary paid in installments over a period of six months following the Resignation Date; (iii) the issuance of 122,670 shares of the Companyâ€™s Common Stock in connection with the continued vesting of certain equity-based awards previously granted to Mr. Kennedy; (iv) the immediate vesting of nonqualified options to purchase 158,554 shares of Common Stock, (v) an extension of the time period during which Mr. Kennedy may exercise outstanding vested stock options through the first anniversary of the Resignation Date (or, if earlier, through the original expiration date of the applicable stock option); and (vi) reimbursement for the Company portion of any healthcare premiums provided to Mr. Kennedy and any covered dependents under the Consolidated Omnibus Reconciliation Act of 1986, as amended (â€œCOBRAâ€), for a period of 12 months following the Resignation Date, subject to Mr. Kennedyâ€™s election of coverage under COBRA.Â As part ofÂ the Kennedy Separation Agreement, Mr. Kennedy Â entered into a general release of claims in favor of the Company and affirmed his obligations to abide by restrictive covenants. Â - 53 - Table of Contents Â Glenn Hickman. On July 1, 2021, the Board appointed Glenn Hickman as Chief Operating Officer of the Company. Effective April 17, 2023 (the â€œHickman Resignation Dateâ€), Glenn Hickmanâ€™s employment with the Company as Chief Operating Officer was terminated effective April 17, 2023 (the â€œHickman Separation Dateâ€) pursuant to a Severance Agreement and Release of Claims, dated as of May 8, 2023 (the â€œHickman Severance Agreementâ€). Pursuant to the Hickman Severance Agreement, Mr. Hickman was entitled to (i) a one-time payment of $22,500, less applicable taxes, deductions and withholdings required by law less applicable taxes and withholdings; and (ii) 16,605 shares of Common Stock pursuant to the Plan on the Hickman Separation Date. Additionally, pursuant to the Hickman Severance Agreement, Mr. Hickman was entitled to a total severance payment of $112,500, (the â€œSeverance Paymentâ€), over the six-month period following the Separation Date, and reimbursement for any portion of any healthcare premiums and any covered dependents under the Consolidated Omnibus Reconciliation Act of 1986, as amended (â€œCOBRAâ€), for a period of 3 months following the Hickman Separation Date. Â Outstanding Equity Awards at 2023 Fiscal Year-End Â The following table sets forth information concerning outstanding equity awards held by each of our named executive officers as of December 31, 2023. Â Â Option Awards Â Â Â Â Â Â Stock Awards Â Name Grant Date Â Number of Securities Underlying Unexercised Options (#) Exercisable Â Â Number of Securities Underlying Unexercised Options (#) Unexercisable Â Â Option Exercise Price Â Â Option Expiration Date Â Â Number of Shares of Stock That Have Not Vested (#) Â Â Market Value of Shares of Stock That Have Not Vested ($) (1) Â Â Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) Â Â Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($) Â Â Â

Â Â Glenn Hickman 4/17/2023 Â Â - Â Â Â - Â Â Â - Â Â Â - Â Â Â Â Â Â Â Â 16,605 (14) Â $ 51,476 Â Â Â - Â Â Â 1. The market value is computed based on the closing market price of our Common Stock on December 29, 2023 of $3.10 per share. Â Â 2. Mr. Cohen was awarded stock options which vest in four substantially equal installments at the end of each of the Companyâ€™s fiscal years beginning on December 31, 2024 and ending on December 31, 2027, provided Mr. Cohen is employed by or providing services to the Company or an affiliate on the applicable vesting date. Â Â 3. Mr. Cohen nonqualified stock options issued in connection with Mr. Cohenâ€™s appointment as Executive Chairman. The stock options will vest, subject to Mr. Cohenâ€™s continued employment with the Company through each vesting date, as follows: (i) 1/3rd on the date on which the Companyâ€™s market capitalization meets or exceeds $100 million for each trading day during 2 consecutive months; (ii) 1/3rd on the date on which the Companyâ€™s market capitalization meets or exceeds $150 million for each trading day during 2 consecutive months; and (ii) 1/3rd on the date on which the Companyâ€™s market capitalization meets or exceeds $200 million for each trading day during 2 consecutive months, subject to accelerated vesting upon the occurrence of certain events. Â Â 4. Mr. Cohen was granted restricted shares of common stock of the Company issued in connection with Mr. Cohenâ€™s appointment as Executive Chairman. The restricted shares will be issued upon vesting and shall vest, subject to Mr. Cohenâ€™s continued employment, (i) 1/3rd on the date on which the Companyâ€™s market capitalization meets or exceeds $100 million for each trading day during 2 consecutive months; (ii) 1/3rd on the date on which the Companyâ€™s market capitalization meets or exceeds $150 million for each trading day during 2 consecutive months; and (iii) 1/3rd on the date on which the Companyâ€™s market capitalization meets or exceeds $200 million for each trading day during 2 consecutive months. Â Â 5. Mr. Cohen was awarded restricted shares of common stock of the Company in connection with Mr. Cohenâ€™s service on the Board. 30% of such shares were vested as of the date of the grant, with the remainder vesting ratably in eight monthly tranches beginning November 1, 2023.Â Â - 54 - Table of Contents Â Â 6. Mr. Cohen was awarded restricted shares of common stock of the Company in connection with Mr. Cohenâ€™s service on the Board. 30% of the Shares were vested as of the date of the grant, with the remainder vesting ratably in eight monthly tranches beginning August 1, 2023. Â Â 7. Mr. Cohen was awarded stock options in connection with his previous position with the Company. Â Â 8. Mr. Novick was granted stock options in connection with the Novick Employment Agreement. The stock options vest in three substantially equal installments at the end of each of the Companyâ€™s first through third fiscal years beginning on December 31, 2024 and ending on December 31, 2026, provided that Mr. Novick is employed by or providing services to the Company through the applicable vesting date. Â Â 9. Mr. Mullins received nonqualified options to purchase shares of common stock. The options will vest, subject to Mr. Mullinâ€™s continued employment with the Company through each vesting date, (x) with respect to 1/3rd of the award on the date on which the Companyâ€™s market capitalization meets or exceeds $250 million for each trading day during three consecutive months, (y) with respect to 1/3rd of the award on the date on which the Companyâ€™s market capitalization meets or exceeds $500 million for each trading day during three consecutive months, and (z) with respect to the remaining 1/3rd of the award on the date on which the Companyâ€™s market capitalization meets or exceeds $1 billion for each trading day during three consecutive months.. Â Â 10. Mr. Mullins was awarded nonqualified option to purchase shares of the Companyâ€™s common stock, which will (x) vest in substantially equal installments on each of the first through third anniversaries of the Commencement Date, subject to Mr. Mullinsâ€™Â continued employment with the Company through each vesting date, (y) upon the later of (I) Mr. Mullinsâ€™Â satisfaction of the Release Condition following a Qualifying Termination and (II) the consummation of a Corporate Transaction (as defined in the Equity Plan), in each case, during the Change in Control Protection Period. Â Â 11. Mr. DeAlmeida was granted restricted stock units which shall vest in three equal annual installments beginning July 25, 2023, subject to Mr. DeAlmeidaâ€™s continued employment through each vesting date Â Â 12. Pursuant to the terms of the Kennedy Separation Agreement, following his resignation, shares of the Companyâ€™s Common Stock were issued to Mr. Kennedy in connection with the continued vesting of certain previously issued equity-based awards, and nonqualified options to purchase shares of Common Stock were immediately vested and must be exercised, if at all, prior to the first anniversary of the Resignation Date (or, if earlier, through the original expiration date of the applicable stock option). Â Â 13. In Connection with the Kennedy Employment Agreement, Mr. Kennedy was granted nonqualified options to purchase shares of the Companyâ€™s common stock, which will (x) vest in substantially equal installments on each of the first through third anniversaries of the Commencement Date, subject to Mr. Kennedyâ€™s continued employment with the Company through each vesting date, (y) upon the later of (I) Mr. Kennedyâ€™s satisfaction of the Release Condition following a Qualifying Termination and (II) the consummation of a Corporate Transaction (as defined in the Equity Plan), in each case, during the Change in Control Protection Period. Â Â 14. A total of 30,000 RSUs were held by Mr. Hickman on the date of his appointment as Chief Operating Officer, with one-third, or 10,000 shares, vesting on July 1, 2022, and the balance vesting ratably every six months over the two-year period thereafter, subject to continued service. Mr. Hickmanâ€™s employment with the Company terminated on April 17, 2023. As a result of his termination, all unvested RSUs held by Mr. Hickman terminated. Â - 55 - Table of Contents Â Director Compensation Program Â The following table sets forth the compensation awarded to, earned by, or paid to each person who served as a director during the fiscal year ended December 31, 2023 Â Â Â Fees Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Earned Â Â Stock Â Â Option Â Â Â Â Â Â Â or Paid in Â Â Awards Â Â Awards Â Â Â Â Â Name (1) Â Cash ($) (2) Â Â ($) (3) Â Â ($) (4) Â Â Total ($) Â Scot Cohen Â $ 47,875 Â Â $ 63,508 Â Â $ - Â Â $ 111,383 Â Wayne R. Walker Â $ 88,000 Â Â $ 93,757 Â Â $ - Â Â $ 181,757 Â Michael Parris Â $ 60,600 Â Â $ 93,757 Â Â $ - Â Â $ 154,357 Â Kimberly Sentovich Â $ 40,250 Â Â $ 48,585 Â Â $ - Â Â $ 88,835 Â Kevin Sherman Â $ 52,875 Â Â $ 138,739 Â Â $ - Â Â $ 191,614 Â Bruce Bernstein Â $ 26,926 Â Â $ 26,643 Â Â $ 181,867 Â Â $ 235,436 Â Marc Savas Â $ 29,426 Â Â $ 26,643 Â Â $ 181,867 Â Â $ 237,936 Â Rajiv Srinivasan Â $ - Â Â $ - Â Â $ 29,138 Â Â $ 29,138 Â Timothy Szymanski Â $ - Â Â $ - Â Â $ 29,138 Â Â $ 29,138 Â Â (1) On June 28, 2023, Ms. Sentovich resigned from the Board. On October 12, 2023, Mr. Walker and Mr. Parris resigned from the Board. On December 31, 2023, Mr. Sherman resigned from the Board. Messrs. Srinivasan and Szymanski were appointed to the Board on October 12, 2023. Â Â (2) Mr. Cohen, Mr. Parries, Mr. Walker, Ms. Sentovich, Mr. Sherman, Mr. Bernstein and Mr. Savas received 38,187, 59,794, 59,794, 29,237, 70,37, 18,166 and 18,166 shares of Common Stock, respectively, for their respective services to the Board. The number of shares was calculated based on the amount due to such Board members at the end of each quarter, divided by the closing price of the stock on the applicable grant date. Â Â (3) As of December 31, 2023, the aggregate number of shares of Common Stock underlying outstanding options held by our directors were as follows: Mr. Bernstein 130,000 shares; Mr.Savas, 130,000 shares; Mr. Srinivasan 30,000 shares; and Mr. Szymanski, 30,000 shares. Â Additional Director Compensation Information Â On April 1, 2021, the Board approved a new director compensation plan payable to all non-employee independent directors (â€œAmended Board Planâ€). As revised, under the terms of the Amended Board Plan, non-employee independent directors received $121,000 annually effective January 1, 2021, payable one-half in cash and one half in restricted stock units to be settled in shares of the Companyâ€™s Common Stock, with 30% vesting immediately, and the remaining 70% vesting in monthly installments throughout the remainder of the year following the date of grant. In addition, each independent director that chairs a standing committee of the Board will received an additional annual cash payment of $10,000, and any independent director serving as lead independent director of the Board received additional annual cash compensation of $25,000. In lieu of director compensation, the Executive Chairman, if any, was to be paid $121,000 annually, effective January 1, 2021, in addition to the grant of an option to purchase 100,000 shares of Common Stock with 30% vesting immediately and the remaining 70% vesting in equal monthly installments over the twelve months from the date of grant. Â In addition to annual compensation paid to each member of the Board, each new director appointed to the Board received an initial grant of options to purchase 30,000 shares of Common Stock at an exercise price based on the closing price of the Companyâ€™s Common Stock as reported on the Nasdaq Capital Market on the date of grant, which options shall expire, if not previously exercised, ten years from the date of grant, and shall vest as follows: (i) 50% on the one-year anniversary of the date of grant, and (ii) the remaining 50% in four equal quarterly installments over the following year. Â In October 2023, the Board approved a revised director compensation plan payable to all non-employee independent directors, effective October 1, 2023 (â€œRevised Board Planâ€). As revised, under the terms of the Revised Board Plan, non-employee independent directors receive $121,000 annually, payable in restricted stock units to be settled in shares of the Companyâ€™s Common Stock, with 30% vesting immediately, and the remaining 70% vesting in monthly installments throughout the remainder of the year following the date of grant. In addition, each independent director that chairs a standing committee of the Board will receive an additional annual payment of $10,000, payable in restricted stock units to be settled in shares of the Companyâ€™s Common Stock, with 30% vesting immediately, and the remaining 70% vesting in monthly installments throughout the remainder of the year following the date of grant. Â ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS. Â Equity Compensation Plan Information Â On March 31, 2017, the Company adopted, and the stockholders approved, the 2017 Stock Incentive Plan (as amended from time to time, the â€œPlanâ€). The Plan reserved 2.0 million shares of our Common Stock for issuance as one of four types of equity incentive awards: (i) stock options, (ii) shares of Common Stock, (iii) restricted stock awards, and (iv) restricted stock units. Â Stockholders authorized an increase to the shares authorized under the plan of an additional 2,100,000 shares in May 2019, an additional 1,900,000 shares in June 2020, an additional 1,500,000 shares in June 2021, and an additional 1,500,000 shares in May 2022, for a total of 9,000,000 shares authorized for issuance under the Plan as of the date of this Report. At December 31, 2023, there were 1,391,183 shares of Common Stock available for grant under the Plan. Â - 56 - Table of Contents Â The following table sets forth information as of December 31, 2023, with respect to compensation plans (including individual compensation arrangements) under which our equity securities are authorized for issuance, aggregated as follows:Â Â â€‹ Â â€‹ Â Â Â â€‹ Â Â (c) Number of securities Â â€‹ Â â€‹ Â â€‹ Â â€‹ Â Â remaining available for â€‹ â€‹ Â (a) Number of securities Â â€‹ Â (b) Weighted-average Â â€‹ future issuance under Â â€‹ Â to be issued upon exercise Â â€‹ Â exercise price of Â â€‹ equity compensation plans Â â€‹ Â of outstanding options, Â â€‹ Â outstanding options, Â â€‹ (excluding securities Â Plan Category Â warrants and rights Â â€‹ Â warrants and rights Â â€‹ reflected in column (a)) Â Equity compensation plans approved by security holders Â Â 4,657,635 Â â€‹ Â $ 2.61 Â Â 1,391,183 Â Equity compensation plans not approved by security holders Â Â - Â â€‹ Â Â - Â Â - Â Total Â Â 4,657,635 Â â€‹ Â $ 2.61 Â Â 1,391,183 Â Â â€‹ Security Ownership of Certain Beneficial Owners and Management Â The following table sets forth information regarding beneficial ownership of our common stock as of August 26, 2024 (i) by each person who is known by us to beneficially own more than 5% of our common stock; (ii) by each of our named executive officers and directors; and (iii) by all of our executive officers and directors as a group. Unless otherwise indicated in the following table, the address for each person named in the table is 1817 W 4th Street, Tempe, Arizona 8528. Â â€‹ Â Amount and Nature of Â Â â€‹ Â Name and Address of Beneficial Owner Â Beneficial Ownership (1) Â Â Percent of Class (2) Â 5% Stockholders Â Â Â Â Â Â Â Â Elwood G. Norris (3) Â Â 6,451,957 Â Â Â 14.02 % Named Executive Officers and Directors Â â€‹ Â Â Â Â Â Â Scot Cohen (4) Â Â 4,780,055 Â Â Â 10.40 % Timothy Szymanski (5) Â Â 47,616 Â Â Â * % Bruce Bernstein (6) Â Â 174,554 Â Â Â * % Marc Savas (7) Â Â 174,454 Â Â Â * % Rajiv Srinivasan (8) Â Â 47,616 Â Â Â * % Jared Novick Â Â - Â Â Â - Â All directors and executive officers as a group (6 persons) Â Â 5,224,295 Â Â Â 11.30 % * Less than one percent. Â Â (1) Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Each of the beneficial owners listed above has direct ownership of and sole voting power and investment power with respect to the shares set forth in the above table. Â Â (2) A total of 45,860,545 shares of our Common Stock are considered to be outstanding pursuant to SEC Rule 13d-3(d)(1) as of August 26, 2024. Â Â (3) Based on the Schedule 13D/A filed jointly with the SEC on March 9, 2021, by the Norris Family 1997 Trust (the â€œNorris Trustâ€), Elwood G. Norris and Stephanie A. Norris and certain information made available to the Company. The shares of Common Stock are directly held by the Trust and Mr. Norris.

The shares of Common Stock directly held by Mr. Norris and the Norris Trust are also indirectly beneficially owned by Stephanie A. Norris, as a trustee of the Norris Trust. The amount reported herein consists of (i) 6,301,957 shares of Common Stock, and (ii) stock options to purchase 150,000 shares of Common Stock. The address of each of the parties herein is 15891 Blue Crystal Trail, Poway, CA 92064. Â Â (4) The amount reported herein consists of (i) 4,679,906 shares of common stock, (ii) 100,000 shares of common stock underlying stock options that were vested as of August 26, 2024, or will vest within 60 days thereafter, and (iii) 149 shares of common stock underlying RSUs that were vested as of August 26, 2024, or will vest within 60 days thereafter. The address of Mr. Cohen is 3480 Main Highway, 2nd Floor, Miami, Florida 33133. Â Â (5) The amount reported herein consists of (i) 29,370 shares of common stock, (ii) 15,000 shares of common stock underlying stock options that were vested as of August 26, 2024, or will vest within 60 days thereafter and (iii) 3,246 shares of common stock underlying RSUs that were vested as of August 26, 2024, or will vest within 60 days thereafter. Â - 57 - Table of Contents Â Â (6) The amount reported herein consists of (i) 48,706 shares of common stock, (ii)122,500 shares of common stock underlying stock options that were vested as of August 26, 2024, or will vest within 60 days thereafter, and (iii) 3,348 shares of common stock underlying RSUs that were vested as of August 26, 2024, or will vest within 60 days thereafter. Â Â (7) The amount reported herein consists of (i) 48,606 shares of common stock, (ii) 122,500 shares of common stock underlying stock options that were vested as of August 26, 2024, or will vest within 60 days thereafter and (iii) 3,348 shares of common stock underlying RSUs that were vested as of August 26, 2024, or will vest within 60 days thereafter. Â Â (8) The amount reported herein consists of (i) 29,370 shares of common stock, (ii) 15,000 shares of common stock underlying stock options that were vested as of August 26, 2024, or will vest within 60 days thereafter and (iii) 3,246 shares of common stock underlying RSUs that were vested as of August 26, 2024, or will vest within 60 days thereafter. Â ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE. Â Transactions with Related Persons Â SEC rules require us to disclose any transaction or currently proposed transaction in which we are a participant and in which any related person has or will have a direct or indirect material interest involving an amount that exceeds the lesser of $120,000 or one percent (1%) of the average of the Companyâ€™s total assets as of the end of last two completed fiscal years. A related person is any executive officer, director, nominee for director, or holder of 5% or more of the Companyâ€™s common stock, or an immediate family member of any of those persons. Â Series A Preferred Stock Â On June 29, 2023, the Company entered into the Series A Purchase Agreement with certain investors, including Scot Cohen, the Companyâ€™s Chief Executive Officer, and V4 Global LLC (â€œV4â€). Mr. Cohen has voting and dispositive control with respect to the securities as is deemed to be the beneficial owner of the securities held by V4. Pursuant to the Series A Purchase Agreement, the Company issued Mr. Cohen and V4 an aggregate of 3,000 shares of Series A Preferred Stock and Series A Warrants to purchase up to an aggregate of 2,068,966 shares of Common Stock for aggregate gross proceeds of $3,000,000. Â Consulting Services Â Commencing in October 2017, the Company began reimbursing Mr. Elwood Norris, a former officer, current 5% stockholder and consultant of the Company, $1,500 per month on a month-to-month basis for laboratory facility costs and $7,000 per month on a month-to month basis for invention consulting services, for an aggregate of $108,000 during each of the years ended December 31, 2022, and 2021. Â The Company is obligated to pay royalties and development and patent costs pursuant to an exclusive Amended and Restated Intellectual Property License Agreement dated September 30, 2016, with Syzygy Licensing, LLC (â€œSyzygyâ€), a company owned and controlled by a 5% stockholder of the Company, Mr. Elwood Norris, and a former officer of the Company, Mr. James Barnes. The agreement provides for royalty payments of 4% of revenue from products employing the licensed ensnarement device technology up to an aggregate of $1,000,000 in royalties or until September 30, 2026, whichever occurs earlier. During the years ended December 31, 2023, and 2022 the Company incurred royalties to Syzygy of $199,718 and $270,520, respectively. Â Intrensic Acquisition Â On August 9, 2023, the Company entered into the Intrensic Purchase Agreement with the Sellers, including Kevin Mullins, the Companyâ€™s former Chief Executive Officer. Under the terms of the Intrensic Purchase Agreement, the Company agreed to purchase, and Sellers agreed to sell, 100% of the Membership Interests of Intrensic for the following consideration upon the Intrensic Closing: (i) $553,588 in cash, subject to adjustment based upon the outstanding indebtedness of Intrensic and Intrensicâ€™s working capital as of the Intrensic Closing; and (ii) 1,250,000 shares of Common Stock of the Company. The Intrensic Acquisition closed on August 16, 2023, in accordance with the terms of the Intrensic Purchase Agreement. Â Director Independence Â See â€œDirectors, Executive Officers and Corporate Governance - Director Independenceâ€ and â€œDirectors, Executive Officers and Corporate Governance - Board Committeesâ€ above. Â - 58 - Table of Contents Â ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES. Â Â Independent Registered Public Accounting Firm Â On April 24, 2024, the Company received notice from Rosenberg Rich Baker Berman, P.A. (â€œRRBB P.A.â€) that it had resigned as the Companyâ€™s independent registered public accounting firm, effective immediately. The Audit Committee, effective as of May 7, 2024, appointed HTL International, LLC (â€œHTLâ€) as the Company's independent registered public accounting firm for the Company's fiscal year ended December 31, 2023. Â Audit and Non-Audit Fees Â The Company engaged RRBB P.A. as its independent auditors from March 8, 2017, to April 24, 2024. The Company engaged HTL from May 7, 2024, to present. The following table presents fees for professional audit services rendered by RRBB P.A for audit and other services provided for the fiscal years ended December 31, 2023 and December 31, 2022. Â Â Â Â 2023 Â Â 2022 Â Audit Fees Â $ 171,697 Â Â $ 109,200 Â Audit Related Fees(1) Â Â - Â Â Â 3,897 Â Tax Fees(1) Â Â - Â Â Â - Â All Other Fees(1) Â Â - Â Â Â - Â Total Â $ 171,697 Â Â $ 113,097 Â Â Â (1) There were no audit related, other fees or tax related fees. Â Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditors Â Consistent with SEC policies and guidelines regarding audit independence, the Audit Committee is responsible for the pre-approval of all audit and permissible non-audit services provided by our principal accountants. Our Audit Committee has established a policy regarding approval of all audit and permissible non-audit services provided by our principal accountants. No non-audit services were performed by our principal accountants during the fiscal years ended December 31, 2023 and 2022. Our Audit Committee pre-approves these services by category and service. Our Audit Committee has pre-approved 100% of the services provided by our principal accountants. Â - 59 - Table of Contents Â PART IV Â ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES Â (a) List of documents filed as a part of this report: Â Â Â Â Â Â Â (1) Index to Financial Statements Â Â Â Â Report of Independent Registered Public Accounting Firm (PCAOB ID: 7000) Â F-2 Â Â Report of Independent Registered Public Accounting Firm (PCAOB ID: 89) Â F-3 Â Â Balance Sheets as of December 31, 2023 and 2022 Â F-4 Â Â Statements of Operations and Comprehensive Loss for the Years Ended December 31, 2023 and 2022 Â F-5 Â Â Statements of Stockholdersâ€™Â Equity for the Years Ended December 31, 2023 and 2022 Â F-6 Â Â Statements of Cash Flows for the Years Ended December 31, 2023 and 2022 Â F-7 Â Â Notes to Financial Statements Â F-8 Â Â Â Â Â Â (2) Financial Statement Schedules Â Â Â Â All schedules have been omitted because the information is not applicable, is not material or because the information required is included in the financial statements or the notes thereto. Â Â Â Â (3) Index to Exhibits Â Â Â Â The exhibits listed on the accompanying index to exhibits immediately following the financial statements are filed as part of, or hereby incorporated by reference into, this Form 10-K. Â (a)(2) Consolidated Financial Statement Schedules: Â Schedules not filed are omitted because of the absence of the conditions under which they are required or because the required information is included in the consolidated financial statements or the notes thereto. Â - 60 - Table of Contents Â Exhibit Number Description Â Â 2.1 Stock Purchase Agreement, dated March 22, 2017, by and between Wrap Technologies, LLC, Petro River Oil Corp., and Megawest Energy Montana Corp (incorporated by reference to Exhibit 2.1 to the Companyâ€™s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on April 17, 2017). 2.2 Merger Agreement between Wrap Technologies, LLC and Megawest Energy Montana Corp., dated March 30, 2017 (incorporated by reference to Exhibit 2.2 to the Companyâ€™s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on April 17, 2017). 3.1 Amended and Restated Certificate of Incorporation of Wrap Technologies, Inc. (incorporated by reference to Exhibit 3.1 to the Companyâ€™s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on April 17, 2017). 3.2 Amended and Restated Bylaws of Wrap Technologies, Inc. (incorporated by reference to Exhibit 3.1 to the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on February 10, 2023). 3.3 Amendment No.1 to the Amended and Restated Bylaws of Wrap Technologies, Inc. (incorporated by reference to Exhibit 3.1 to the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on December 13, 2023). 3.4 Certificate of Designations of SeriesÂ A Convertible Preferred Stock (incorporated by reference to Exhibit 3.1 to the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on June 30, 2023). 3.5 Certificate of Amendment of Certificate of Designations of Series A Convertible Preferred Stock. (incorporated by reference to Exhibit 3.1 to the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on August 23, 2024). 4.1 Form of Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Companyâ€™s Registration Statement on Form S-1/A filed with the Securities and Exchange Commission on May 30, 2017). 4.2 Form of Investor Warrant, dated October 30, 2018 (incorporated by reference to Exhibit 4.1 to the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on November 5, 2018). 4.3 Form of Placement Agent Warrant, dated October 30, 2018 (incorporated by reference to Exhibit 4.2 to the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on November 5, 2018). 4.4 Form of Investor Warrant, dated June 18, 2019 (incorporated by reference to Exhibit 4.1 to the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on June 18, 2019). 4.5 Form of Offering Agent Warrant, dated June 18, 2019 (incorporated by reference to Exhibit 4.1 to the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on June 18, 2019. 4.6 Form of Warrant Agreement (incorporated by reference to Exhibit 4.1 to the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on June 2, 2020). 4.7 Form of Placement Agent Warrant (incorporated by reference to Exhibit 4.1 to the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on June 30, 2023). 4.8* Description of Securities. 10.1 Amended and Restated Intellectual Property License Agreement, dated September 30, 2016, by and between Wrap Technologies, LLC and Syzygy Licensing LLC (incorporated by reference to Exhibit 10.1 to the Companyâ€™s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on April 17, 2017). 10.2+ Wrap Technologies, Inc. 2017 Equity Compensation Plan (incorporated by reference to Exhibit 10.2 to the Companyâ€™s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on April 17, 2017). 10.2.1+ Amendment No. 1 to the Wrap Technologies, Inc. 2017 Equity Compensation Plan (incorporated by reference to Exhibit 10.1 to the Companyâ€™s Registration Statement on Form S-8 filed with the Securities and Exchange Commission on June 24, 2019). 10.2.2+ Amendment No. 2 to the Wrap Technologies, Inc. 2017 Equity Compensation Plan (incorporated by reference to Exhibit 10.1 to the Companyâ€™s Registration Statement on Form S-8 filed with the Securities and Exchange Commission on June 17, 2020). 10.2.3+ Amendment No. 3 to the Wrap Technologies, Inc. 2017 Equity Compensation Plan (incorporated by reference to Exhibit 10.1 to the Registration Statement on Form S-8 filed with the Securities and Exchange Commission on November 5, 2021). Â - 61 - Table of Contents Â 10.4+ Form of At-Will Employment, Confidential Information, Non-Compete/ Non-Solicitation, Invention Assignment, and Arbitration Agreement between the Key Employees and the Company dated December 14, 2020 (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on September 14, 2020). 10.5 Cooperation Agreement by and between the Company and Elwood G. Norris and certain of his affiliates dated March 4, 2021 (incorporated by reference to Exhibit 10.1 to the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on March 9, 2021). 10.6 Consulting Agreement between the Company and LWV Consulting, LLC, dated January 24, 2022 (incorporated by reference to Exhibit 10.2 to the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission filed on January 26, 2022). 10.7 Consulting Agreement between the Company and LRHIRSH, LLC, dated January 24, 2022 (incorporated by reference to Exhibit 10.3 to the Companyâ€™s

Current Report on Form 8-K filed with the Securities and Exchange Commission on January 26, 2022). 10.8+ Employment Agreement between Wrap Technologies, Inc. and TJ Kennedy, dated April 13, 2022 (incorporated by reference to Exhibit 10.1 to the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on April 19, 2022). 10.9+ Employment Agreement between Wrap Technologies, Inc. and Kevin Mullins, dated April 13, 2022. (incorporated by reference to Exhibit 10.2 to the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on April 19, 2022). 10.9.1+ First Amendment to Employment Agreement, by and between Kevin Mullins and Wrap Technologies, Inc. dated January 14, 2024 (incorporated by reference to Exhibit 10.2 to the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on January 19, 2024). 10.10+ Letter Agreement by and between Wrap Technologies, Inc. and Chris DeAlmeida, executed July 20, 2022 (incorporated by reference to Exhibit 10.1 to the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on July 25, 2022). 10.11 Professional Services and Technology Acquisition Agreement, dated November 22, 2022, by and between Wrap Technologies, Inc., Lumeto, Inc. and Spatial Industries Group, Inc (incorporated by reference to Exhibit 10.1 to the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on November 29, 2022). 10.12 Separation Agreement between the Company and Mr. Kennedy (incorporated by reference to Exhibit 10.1 to the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on April 19, 2023). 10.13 Severance Agreement and Release of Claims, dated May 8, 2023, by and between Wrap Technologies, Inc. and Glenn Hickman (incorporated by reference to Exhibit 10.1 to the Companyâ€™s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 10, 2023). 10.14 Form of Securities Purchase Agreement (incorporated by reference to Exhibit 10.1 to the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on June 30, 2023). 10.15 Engagement Letter, dated June 29, 2023 by and between Wrap Technologies, Inc. and Katalyst Securities LLC (incorporated by reference to Exhibit 10.2 to the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on June 30, 2023). 10.16** Membership Interest Purchase Agreement, dated August 9, 2023, by and among Wrap Technologies, Inc., Buford Ortale, and the sellers signatory thereto (incorporated by reference to Exhibit 10.1 to the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on August 21, 2023). 10.17+ Employment Agreement by and between Scot Cohen and Wrap Technologies, Inc. dated October 12, 2023 (incorporated by reference to Exhibit 10.1 to the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on October 16, 2023). 10.17.1+ First Amendment to Employment Agreement, by and between Scot Cohen and Wrap Technologies, Inc. dated January 14, 2024 (incorporated by reference to Exhibit 10.1 to the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on January 19, 2024). 10.18+ Employment Agreement, by and between the Company and Jared Novick, effective as of December 26, 2023 (incorporated by reference to Exhibit 10.1 to the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on December 26, 2023). 10.19 Separation Agreement and Mutual Release of Claims, dated January 5, 2024, by and between Wrap Technologies, Inc. and Chris DeAlmeida (incorporated by reference to Exhibit 10.1 to the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on January 5, 2024). 10.20 Form of Amendment, dated August 19, 2024, by and between Wrap Technologies, Inc. and the investors party thereto (incorporated by reference to Exhibit 10.1 to the Companyâ€™s Current Report on Form 8-K filed with the Securities and Exchange Commission on August 23, 2024). 14.1 Code of Ethics of the Registrant Applicable to Directors, Officers and Employees (incorporated by reference to Exhibit 14.1 to the Companyâ€™s Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 4, 2021). 21.1 Subsidiaries of Wrap Technologies, Inc (incorporated by reference to Exhibit 21.1 to the Companyâ€™s Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 4, 2021). 23.1* Consent of Independent Registered Public Accounting Firm - HTL International, LLC. 23.2* Consent of Independent Registered Public Accounting Firm - Rosenberg Rich Baker Berman, P.A. 31.1* Certification pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934 32.1*** Section 1350 Certification - Principal Executive Officer and Principal Financial Officer. Â - 62 - Table of Contents Â 97.1* Wrap Technologies, Inc. Compensation Recovery Policy Â Â Â Extensible Business Reporting Language (XBRL) Exhibits* 101.INS Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document 101.SCH Inline XBRL Taxonomy Extension Schema Document 101.CAL Inline XBRL Taxonomy Extension Calculation Linkbase Document 101.DEF Inline XBRL Taxonomy Extension Definition Linkbase Document 101.LAB Inline XBRL Taxonomy Extension Label Linkbase Document 101.PRE Inline XBRL Taxonomy Extension Presentation Linkbase Document 104 Cover Page Interactive Data File (embedded within the Inline XBRL Document and include in Exhibit 101) Â + Management contract or compensatory plan or arrangement. * Filed concurrently herewith. ** Â Certain portions of this exhibit (indicated by â€œ[***]â€) have been omitted as the Company has determined (i) the omitted information is not material and (ii) the omitted information would likely cause harm to the Company if publicly disclosed. *** Furnished herewith. Â Item 16.Â Â Form 10-K Summary. None. Â - 63 - Table of Contents Â Â Â Â WRAP TECHNOLOGIES, INC. Â INDEX TO CONSOLIDATED FINANCIAL STATEMENTS Â Â Â Page Â Â Â Audited Consolidated Financial Statements: Â Â Â Â Â Report of Independent Registered Public Accounting Firm (PCAOB ID: 7000) Â F-2 Â Â Â Report of Independent Registered Public Accounting Firm (PCAOB ID: 89) Â F-3 Â Â Â Consolidated Balance Sheets as of December 31, 2023 and 2022 Â F-4 Â Â Â Consolidated Statements of Operations and Comprehensive Loss for the Years EndedÂ December 31, 2023 and 2022 Â F-5 Â Â Â Consolidated Statements of Stockholdersâ€™Â Equity for Years Ended December 31, 2023 and 2022 Â F-6 Â Â Â Consolidated Statements of Cash Flows for the Years Ended December 31, 2023 and 2022 Â F-7 Â Â Â Notes to Consolidated Financial Statements Â F-8 Â Â Â F-1 Table of Contents Â REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM Â To the Board of Directors and Stockholders of Â Wrap Technologies Inc. Â Opinion on the Consolidated Financial Statements Â We have audited the accompanying consolidated balance sheet of Wrap Technologies Inc. (the â€œCompanyâ€) as of December 31, 2023, and the related consolidated statements of operations and comprehensive loss, changes in shareholdersâ€™ equity, and cash flows for the year then ended, including the related notes (collectively referred to as the â€œconsolidated financial statementsâ€). In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2023, and the consolidated results of its operations and its consolidated cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America. Â Basis for Opinion Â These financial statements are the responsibility of the Companyâ€™s management. Our responsibility is to express an opinion on the Companyâ€™s consolidated financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. Â We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Companyâ€™s internal control over financial reporting. Accordingly, we express no such opinion. Â Our audit included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion. Â Critical Audit Matter Â The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates. Â Evaluation and estimation of warrants and convertible preferred stock Â As discussed in Note 1, 4, 10 and 12 to the consolidated financial statements, on June 29, 2023, the Company sold for $10 million in gross proceeds via private placement: (i) warrants to acquire the Companyâ€™s Common Stock, and (ii) the Companyâ€™s Series A Convertible Preferred Stock. The warrants are classified as liabilities at their fair value using the modified Black-Scholes option pricing model whereas the preferred stock are classified as equity. We identified the evaluation and estimation of the warrants and convertible preferred stock as a critical audit matter. Evaluating the Companyâ€™s estimation of stock price volatility, dividend yield and expected life, involved auditor judgment. Â The following are the primary procedures we performed to address this critical audit matter. We evaluated the appropriateness of the Companyâ€™s evaluation and estimation of the warrants and the preferred stock by; Â Â â— evaluating the design and testing the implementation of certain internal controls related to the process of accounting and estimating the value of the warrants and the preferred stock Â Â â— reviewing the agreements pertaining to the offering transaction Â Â â— evaluating the method and certain assumptions used Â Â â— testing the application of the method and certain assumptions used Â Â /s/ HTL International, LLC Â Â We have served as the Companyâ€™s auditor since 2024. Â Â Houston, TX Â Â August 28, 2024 Â Â F-2 Table of Contents Â REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM To the Board of Directors and Stockholders of Wrap Technologies, Inc. Â Opinion on the Financial Statements Â We have audited the accompanying balance sheet of Wrap Technologies, Inc. (the Company) as of December 31, 2022, and the related statements of operations and comprehensive income, stockholdersâ€™ equity, and cash flows for the one-year in the period ended December 31, 2022 and the related notes (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022, and the results of its operations and its cash flows for the one-year period ended December 31, 2022, in conformity with accounting principles generally accepted in the United States of America. Â Basis for Opinion Â These financial statements are the responsibility of the Companyâ€™s management. Our responsibility is to express an opinion on the Companyâ€™s financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. Â We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Â The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Companyâ€™s internal control over financial reporting. Accordingly, we express no such opinion. Â Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion. Â Critical Audit Matters Â Critical audit matters are matters arising from the audit of the consolidated financial statements for the year ended December 31, 2022 that was

communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. We determined that there were no critical audit matters. Â /s/ Rosenberg Rich Baker Berman, P.A. Â We have served as the Companyâ€™s auditor since 2016. Somerset, New Jersey March 2, 2023 Â Â F-3 Table of Contents Â Â Wrap Technologies, Inc. Consolidated Balance Sheets (in thousands, except par value and share amounts) Â Â Â December 31, 2023 Â Â December 31, 2022 Â ASSETS Â Â Â Â Â Â Â Â Current assets: Â Â Â Â Â Â Â Â Cash and cash equivalents Â $ 3,955 Â Â $ 5,330 Â Short-term investments Â Â 7,500 Â Â Â 13,949 Â Accounts receivable and contract assets, net Â Â 3,025 Â Â Â 2,830 Â Inventories, net Â Â 5,794 Â Â Â 3,975 Â Prepaid expense and other current assets Â Â 953 Â Â Â 775 Â Total current assets Â Â 21,227 Â Â Â 26,859 Â Property and equipment, net Â Â 509 Â Â Â 758 Â Operating lease right-of-use asset, net Â Â 2,256 Â Â Â 285 Â Intangible assets, net Â Â 2,648 Â Â Â 2,569 Â Goodwill Â Â 1,610 Â Â Â - Â Other assets Â Â 251 Â Â Â 100 Â Total assets Â $ 28,501 Â Â $ 30,571 Â Â Â Â Â Â Â Â Â LIABILITIES AND STOCKHOLDERS' EQUITY Â Â Â Â Â Â Â Â Current liabilities: Â Â Â Â Â Â Â Â Accounts payable Â $ 1,110 Â Â $ 1,419 Â Accrued liabilities Â Â 692 Â Â Â 1,463 Â Customer deposits Â Â 1,002 Â Â Â - Â Deferred revenue - short term Â Â 407 Â Â Â 166 Â Operating lease liability - short term Â Â 616 Â Â Â 108 Â Warrants Â Â 19,703 Â Â Â - Â Total current liabilities Â Â 23,530 Â Â Â 3,156 Â Â Â Â Â Â Â Â Â Long-term liabilities: Â Â Â Â Â Â Â Â Deferred revenue - long term Â Â 137 Â Â Â 167 Â Operating lease liability - long term Â Â 1,671 Â Â Â 193 Â Total long-term liabilities Â Â 1,808 Â Â Â 360 Â Total liabilities Â $ 25,338 Â Â $ 3,516 Â Â Â Â Â Â Â Â Â Commitments and contingencies Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Stockholders' equity: Â Â Â Â Â Â Â Â Preferred stock - 5,000,000 authorized; par value $0.0001 per share Â Â - Â Â Â - Â Common stock - 150,000,000 authorized; par value $0.0001 per share; 43,855,503 and 41,175,993 shares issued and outstanding at December 31, 2023 and 2022, respectively Â Â 4 Â Â Â 4 Â Convertible Preferred Stock - 10,000 authorized, par value $0.0001 per share; 9,898 and 0 issued and outstanding at December 31, 2023 and 2022, respectively Â Â 2,016 Â Â Â - Â Additional paid-in capital Â Â 99,131 Â Â Â 94,333 Â Accumulated deficit Â Â (97,988) Â Â (67,376) Accumulated other comprehensive income Â Â - Â Â Â 94 Â Total stockholders' equity Â Â 3,163 Â Â Â 27,055 Â Total liabilities and stockholders' equity Â $ 28,501 Â Â $ 30,571 Â Â See accompanying notes to consolidated financial statements. Â F-4 Table of Contents Â Â Wrap Technologies, Inc. Consolidated Statements of Operations and Comprehensive Loss (in thousands, except share and per share amounts) Â Â Â Year Ended December 31, Â Â Â 2023 Â Â 2022 Â Revenues: Â Â Â Â Â Â Â Â Product sales Â $ 5,337 Â Â $ 7,481 Â Other revenue Â Â 796 Â Â Â 568 Â Total revenues Â Â 6,133 Â Â Â 8,049 Â Cost of revenues Â Â 3,227 Â Â Â 4,315 Â Gross profit Â Â 2,906 Â Â Â 3,734 Â Â Â Â Â Â Â Â Â Operating expenses: Â Â Â Â Â Â Â Â Selling, general and administrative Â Â 18,361 Â Â Â 16,386 Â Research and development Â Â 3,267 Â Â Â 5,078 Â Total operating expenses Â Â 21,628 Â Â Â 21,464 Â Loss from operations Â Â (18,722) Â Â (17,730) Â Â Â Â Â Â Â Â Other income (expense): Â Â Â Â Â Â Â Â Interest income Â Â 375 Â Â Â 52 Â Change in fair value of warranty liabilities Â Â (11,986) Â Â - Â Other Â Â 113 Â Â Â 61 Â Total other income (expense), net Â Â (11,498) Â Â 113 Â Net loss Â $ (30,220) Â $ (17,617) Â Â Â Â Â Â Â Â Â Less: convertible preferred stock dividends Â Â (392) Â Â - Â Net loss attributable to common stockholders Â $ (30,612) Â $ (17,617) Â Â Â Â Â Â Â Â Â Net loss per basic and diluted common share Â $ (0.72) Â $ (0.43) Weighted average common shares used to compute net loss per basic and diluted common share Â Â 42,324,190 Â Â Â 41,174,812 Â Â Â Â Â Â Â Â Â Comprehensive loss: Â Â Â Â Â Â Â Â Net loss Â $ (30,612) Â $ (17,617) Net unrealized gain on short-term investments Â Â - Â Â Â 100 Â Comprehensive loss Â $ (30,612) Â $ (17,517) Â F-5 Table of Contents Â Â Wrap Technologies, Inc. Consolidated Statements of Stockholders' Equity (in thousands, except share and per share amounts) Â Â Â Common Stock Â Â Convertible Preferred Stock Â Â Additional Paid-In Â Â Accumulated Â Â Accumulated Other Comprehensive Â Â Total Stockholders' Â Â Â Shares Â Â Amount Â Â Shares Â Â Amount Â Â Capital Â Â Deficit Â Â Income (Loss) Â Â Equity Â Balance at January 1, 2022 Â Â 40,851,945 Â Â $ 4 Â Â Â - Â Â $ - Â Â $ 91,025 Â Â $ (49,759) Â $ (6) Â $ 41,264 Â Common shares issued upon exercise of stock options Â Â 55,500 Â Â Â - Â Â Â - Â Â Â 83 Â Â Â - Â Â Â - Â Â Â 83 Â Share-based compensation expense Â Â - Â Â Â - Â Â Â - Â Â Â - Â Â Â 3,225 Â Â Â - Â Â Â - Â Â Â 3,225 Â Common shares issued upon vesting of restricted stock units Â Â 268,548 Â Â Â - Â Â Â - Â Â Â - Â Â Â - Â Â Â - Â Â Â - Â Â Â - Â Net unrealized gain on short-term investments Â Â - Â Â Â - Â Â Â - Â Â Â - Â Â Â - Â Â Â 100 Â Â Â 100 Â Net loss for the period Â Â - Â Â Â - Â Â Â - Â Â Â - Â Â Â - Â Â Â (17,617) Â Â - Â Â Â (17,617) Balance at December 31, 2022 Â Â 41,175,993 Â Â $ 4 Â Â Â - Â Â $ - Â Â $ 94,333 Â Â $ (67,376) Â $ 94 Â Â $ 27,055 Â Common shares issued upon exercise of stock options Â Â 123,056 Â Â Â Â Â Â Â Â - Â Â Â - Â Â $ 208 Â Â Â - Â Â Â - Â Â $ 208 Â Share-based compensation expense Â Â - Â Â Â Â Â Â Â Â - Â Â Â - Â Â Â 2,400 Â Â Â - Â Â Â - Â Â Â 2,400 Â Dividends on convertible preferred stock Â Â 173,654 Â Â Â Â Â Â Â Â - Â Â Â - Â Â Â 232 Â Â Â (392) Â Â - Â Â Â (160) Convertible preferred stock issued, net of offering costs Â Â - Â Â Â Â Â Â Â Â 10,000 Â Â Â 2,036 Â Â Â - Â Â Â - Â Â Â - Â Â Â 2,036 Â Common shares issued upon convertible preferred stock exercising conversion rights Â Â 76,440 Â Â Â Â Â Â Â Â (102) Â Â (20) Â Â Â - Â Â Â - Â Â Â - Â Common shares issued upon vesting of restricted stock units Â Â 1,056,360 Â Â Â Â Â Â Â Â - Â Â Â - Â Â Â - Â Â Â - Â Â Â - Â Issuance of common stock for acquisition Â Â 1,250,000 Â Â Â Â Â Â Â Â - Â Â Â - Â Â Â 1,938 Â Â Â - Â Â Â - Â Â Â 1,938 Â Settlement â€“ US Treasury bills Â Â - Â Â Â Â Â Â Â Â - Â Â Â - Â Â Â - Â Â Â - Â Â Â (94) Â Â (94) Net loss for the period Â Â - Â Â Â Â Â Â Â Â - Â Â Â - Â Â Â - Â Â Â (30,220) Â Â - Â Â Â (30,220) Balance at December 31, 2023 Â Â 43,855,503 Â Â $ 4 Â Â Â 9,898 Â Â $ 2,016 Â Â $ 99,131 Â Â $ (97,988) Â $ - Â Â $ 3,163 Â Â See accompanying notes to consolidated financial statements. Â F-6 Table of Contents Â Â Wrap Technologies, Inc. Consolidated Statements of Cash Flows (in thousands) Â Â Â Year Ended December 31, Â Â Â 2023 Â Â 2022 Â Cash Flows From Operating Activities: Â Â Â Â Â Â Â Â Net loss Â $ (30,220) Â $ (17,617) Adjustments to reconcile net loss to net cash used in operating activities: Â Â Â Â Â Â Â Â Depreciation and amortization Â Â 823 Â Â Â 762 Â Write off of intangibles Â Â 700 Â Â Â - Â Share-based compensation Â Â 1,985 Â Â Â 3,225 Â Warranty provision Â Â 116 Â Â Â 210 Â Change in fair value of warrant liabilities Â Â 11,986 Â Â Â - Â Non-cash lease expense Â Â 177 Â Â Â 101 Â Provision for doubtful accounts Â Â 180 Â Â Â 72 Â Write off of accounts receivable Â Â 413 Â Â Â - Â Inventory obsolescence reserve Â Â 465 Â Â Â - Â Changes in assets and liabilities: Â Â Â Â Â Â Â Â Accounts receivable Â Â (696) Â Â 957 Â Inventories Â Â (2,224) Â Â (2,410) Prepaid expenses and other current assets Â Â (179) Â Â 93 Â Accounts payable Â Â (617) Â Â (360) Operating lease liability Â Â (160) Â Â (91) Customer deposits Â Â 1,002 Â Â Â (43) Accrued liabilities and other Â Â (344) Â Â 611 Â Warranty settlement Â Â (169) Â Â (181) Deferred Revenue Â Â 210 Â Â Â 68 Â Changes in other non-current assets Â Â (151) Â Â - Â Net cash used in operating activities Â Â (16,703) Â Â (14,603) Â Â Â Â Â Â Â Â Â Cash Flows From Investing Activities: Â Â Â Â Â Â Â Â Purchases of short-term investments Â Â (10,000) Â Â (30,466) Proceeds from maturities of short-term investments Â Â 16,355 Â Â Â 46,600 Â Capital expenditures for property and equipment Â Â (230) Â Â (256) Investment in patents and trademarks Â Â (393) Â Â (173) Purchase of intangible assets Â Â - Â Â Â (700) Net cash paid for acquisition of Intrensic Â Â (554) Â Â - Â Proceeds from long-term deposits Â Â - Â Â Â (92) Net cash provided by investing activities Â Â 5,178 Â Â Â 14,913 Â Â Â Â Â Â Â Â Â Cash Flows From Financing Activities: Â Â Â Â Â Â Â Â Proceeds from exercise of stock options Â Â 208 Â Â Â 83 Â Proceeds from issuance of warrants and convertible preferred stock Â Â 10,000 Â Â Â - Â Dividends settled in cash Â Â (58) Â Â - Â Net cash provided by financing activities Â Â 10,150 Â Â Â 83 Â Â Â Â Â Â Â Â Â Net (decrease) increase in cash and cash equivalents Â Â (1,375) Â Â 393 Â Cash and cash equivalents, beginning of period Â Â 5,330 Â Â Â 4,937 Â Cash and cash equivalents, end of period Â $ 3,955 Â Â $ 5,330 Â Supplemental Disclosure of Non-Cash Investing and Financing Activities: Â Â Â Â Â Â Â Â Change in unrealized gain on short-term investments Â $ (94) Â $ 100 Â Right-of-use asset and liability recorded during period Â $ 2,109 Â Â $ 234 Â Issuance of common stock for acquisition Â $ 1,938 Â Â $ - Â Net assets acquired from acquisition Â $ 2,491 Â Â $ - Â Dividends on convertible preferred stock Â $ (334) Â $ - Â Dividends settled with common stock Â $ 232 Â Â $ - Â Â See accompanying notes to consolidated financial statements. Â F-7 Table of Contents Â Wrap Technologies, Inc. Notes to Consolidated Financial Statements (in thousands, except per share and share amounts) Â Â Â 1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES Â Organization and Business Description Â Wrap Technologies, Inc., a Delaware corporation (the â€œCompanyâ€, â€œweâ€, â€œusâ€, and â€œourâ€), is a publicly traded company with its common stock, par value $0.0001 per share (â€œCommon Stockâ€), listed on the Nasdaq Capital Market (â€œNasdaqâ€) under the trading symbol â€œWRAPâ€. The Company is a developer and supplier of public safety products and training services for law enforcement and security personnel. The Companyâ€™s primary product is the BolaWrapÂ® remote restraint device. The principal markets for the Companyâ€™s proprietary products and services are in North and South America, Europe, Middle East and Asia. Â Principles of Consolidation Â The Company has two wholly owned subsidiaries, Wrap Reality, Inc., an Arizona corporation, formed in December 2020 that sells a virtual reality (â€œVRâ€) training system primarily targeting law enforcement agencies and Intrensic, LLC, which the Company acquired in August 2023, which specializes in Body Worn Camera and Digital Evidence Management solutions. The consolidated financial statements include the accounts of these subsidiaries after elimination of intercompany transactions and accounts. Â Basis of Presentation and Use of Estimates Â The accompanying financial statements have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America (â€œUS GAAPâ€). The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions (e.g., share-based compensation valuation, allowance for doubtful accounts, valuation of inventory and intangible assets, warranty reserve, accrued costs, valuation allowance related to deferred tax assets and recognition and measurement of contingencies) that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements and affect the reported amounts of revenues and expenses during the reporting period. Actual results could materially differ from those estimates. Â Concentrations of Risk Â Credit Risk â€“ Financial instruments that potentially subject the Company to concentration of credit risk consisted primarily of cash, cash equivalents, US treasury bills and accounts receivable from customers. The Company maintains its cash and cash equivalent deposits at two domestic financial institutions. The Company is exposed to credit risk in the event of default by a financial institution to the extent that cash and cash equivalents are in excess of the amount insured by the Federal Deposit Insurance Corporation. The Company places its cash and cash equivalents with high-credit quality financial institutions and are managed within established guidelines to mitigate risks. To date, the Company has not experienced any losses on its cash and cash equivalents. Â Concentrations of Accounts Receivable and Revenue â€“ The Company has a limited number of domestic and international customers. The Company may experience concentrations in both accounts receivable and revenue due to the timing of sales and collections of related payments (see Note 18). Â Concentration of Suppliers â€“ The Company assembles its BolaWrap products in-house using components and subassemblies from a limited number of suppliers and contract suppliers. In particular, a single supplier is currently the sole manufacturer of the BolaWrap battery assembly, and another single supplier is the sole manufacturer of the propulsion component for BolaWrap cassettes. Other parts are solely sourced from other suppliers. If supplier shortages or logistic delays occur, or quality problems arise, production schedules could be significantly delayed or costs significantly increased, which could in turn have a material adverse effect on the Companyâ€™s financial condition, results of operation and cash flows. Â F-8 Table of Contents Â Cash and Cash Equivalents Â The Company considers all highly liquid investments purchased with original maturities of three months or less from the purchase date to be cash equivalents. Cash equivalents consist primarily of amounts invested in Money Market Funds and US (â€œUSâ€) Treasury bills and are stated at fair

value. Â Short-Term Investments Â The Companyâ€™s short-term investments consist of certificates of deposits and US Treasury bills with original maturities beyond three months at the date of purchase and one year or less from the balance sheet date. As of December 31, 2023, all of the Companyâ€™s short-term investments were classified as available-for-sale and are carried at estimated fair value with any unrealized gains and losses, unrelated to credit loss factors, included in other comprehensive income in our consolidated statements of stockholdersâ€™ equity. Â Share-Based Compensation Â The Company follows the fair value recognition provisions issued by the FASB in ASC Topic 718, Stock Compensation (â€œASC 718â€) and has adopted Accounting Standards Update (â€œASUâ€) 2018-07 for share-based transactions with non-employees. Share-based compensation expense recognized during 2023 and 2022 includes stock option and restricted stock unit compensation expense. The grant date fair value of stock options is determined using the Black-Scholes option-pricing model. The grant date is the date at which an employer and employee or non-employee reach a mutual understanding of the key terms and conditions of a share-based payment award and approved by the Companyâ€™s Board of Directors. The Black-Scholes option-pricing model requires inputs including the market price of the Companyâ€™s Common Stock on the date of grant, the term that the stock options are expected to be outstanding, the implied stock volatilities of several publicly traded peers over the expected term of stock options, risk-free interest rate and expected dividend. Each of these inputs is subjective and generally requires significant judgment to determine. The grant date fair value of restricted stock units is based upon the market price of the Companyâ€™s Common Stock on the date of the grant. We determine the amount of share-based compensation expense based on awards that we ultimately expect to vest and account for forfeitures as they occur. The fair value of share-based compensation is amortized to compensation expense over the vesting term. Â Loss per Share Â Basic loss per share (EPS) is computed by dividing net loss, less any dividends, accretion or decretion, redemption or induced conversion, if any, on our Series A Convertible Preferred Stock, by the weighted average number of shares outstanding during the reported period. Â In computing diluted EPS, we adjust the numerator used in the basic EPS computation, subject to anti-dilution requirements, to add back the dividends (declared or cumulative undeclared) applicable to the Series A Convertible Preferred Stock. Such add-back would also include any adjustments to equity in the period to accrete the Series A Convertible Preferred Stock to its redemption price, or recorded upon a redemption or induced conversion, if any. We adjust the denominator used in the basic EPS computation, subject to anti-dilution requirements, to include the dilution from potential shares resulting from the issuance of the Series A Convertible Preferred Stock, restricted stock units, and stock options. Stock options and restricted stock units exercisable or issuable for a total of 5,468,223 and 6,413,731 shares of Common Stock were outstanding at December 31, 2023 and 2022, respectively. These securities are not included in the computation of diluted net loss per common share for the periods presented as their inclusion would be antidilutive due to losses incurred by the Company. Â Accounts Receivable and Allowance for Credit Losses Â ASU No. 2016-13, Financial Instruments - Credit Losses (Topic 326) requires that financial assets measured at amortized cost be presented at the net amount expected to be collected. The expected credit losses are developed using an estimated loss rate method that considers historical collection experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. The estimated loss rates are applied to accounts receivables with similar risk characteristics such as the length of time the balance has been outstanding and the location of the customer. In certain instances, the Company may identify individual accounts receivable assets that do not share risk characteristics with other accounts receivables, in which case the Company records its expected credit losses on an individual asset basis. If an accounts receivable asset is evaluated on an individual basis, the Company excludes those assets from the portfolios of accounts receivables evaluated on a collective basis. Â At December 31, 2023 and 2022, the Company had an allowance for credit losses related to accounts receivable of $386 and $205, respectively. If a major customerâ€™s creditworthiness deteriorates, or actual defaults exceed our historical experience, such estimates could change and impact our future reported financial results. Â F-9 Table of Contents Â Inventories Â Inventories are valued at the lower of cost or net realizable value. The cost of substantially all the Companyâ€™s inventory is determined by the FIFO cost method. Inventory is comprised of raw materials, assemblies and finished products intended for sale to customers. The Company evaluates the need for reserves for excess and obsolete inventories determined primarily based upon estimates of future demand for the Companyâ€™s products. Â As of December 31, 2023 and 2022 the Company had $465 and $0 reserves, respectively for obsolescence. Â Property, Equipment and Depreciation Â Property and equipment is stated at cost. Depreciation on property and equipment is computed over the estimated useful lives of three years using the straight-line method. On any retirement or disposition of property and equipment, the related cost and accumulated depreciation or amortization is removed, and a gain or loss recorded. Â Business Combinations Â The Company accounts for its business combinations under the provisions of Accounting Standards Codification ("ASC") Topic 805-10, Business Combinations ("ASC 805-10"), which requires that the purchase method of accounting be used for all business combinations. Assets acquired and liabilities assumed, including non-controlling interests, are recorded at the date of acquisition at their respective fair values. The estimated fair value of net assets acquired, including the allocation of the fair value to identifiable assets and liabilities, was determined using established valuation techniques. ASC 805-10 also specifies criteria that intangible assets acquired in a business combination must meet to be recognized and reported apart from goodwill. Goodwill represents the excess purchase price over the fair value of the tangible net assets and intangible assets acquired in a business combination. Acquisition-related expenses are recognized separately from the business combinations and are expensed as incurred. Â The estimated fair value of the acquired intangible assets was determined using a method which reflects the present value of the operating cash flows generated by this asset after taking into account the cost to realize the revenue, and an appropriate discount rate to reflect the time value and risk associated with the invested capital. Â Certain adjustments to the assessed fair values of the assets and liabilities made subsequent to the acquisition date, but within the measurement period, which is up to one year, are recorded as adjustments to goodwill. Any adjustments subsequent to the measurement period are recorded in income. Â Goodwill Â Goodwill represents the difference, if any, between the aggregate consideration paid for an acquisition and the fair values of the underlying net assets and liabilities assumed from an acquired business. Goodwill is not amortized, but instead is tested for impairment. The Company tests goodwill for impairment on an annual basis during the fourth quarter, or more frequently if conditions indicate that such impairment could exist. The Company evaluates qualitative factors to determine if it is more likely than not that the fair value of a reporting unit is less than its carrying value and whether it is necessary to perform goodwill impairment process. Â Definite-lived Intangible AssetsÂ Â Definite-lived intangible assets represent certain trade names, patents, licenses, software, acquired technology and customer relationships. Definite-lived intangible assets are recorded at cost less any accumulated amortization and accumulated impairment losses, if any. Definite-lived intangible assets acquired through the business combination are measured at fair value at the acquisition date. The Company amortizes these acquired definite-lived intangibles assets with a finite life on a straight-line basis, over 6 years for technology; 7 years for customer relationships; and 8 years for trademarks and trade names. Â Intangible Assets Â Intangible assets consist of (a) capitalized legal fees and filing costs related to obtaining patents and trademarks, (b) tradenames and software, (c) purchased software, and (d) the purchase cost of indefinite-lived website domains. The estimated useful lives of identifiable intangible assets with definite useful lives have been estimated to be between one and twenty years. Purchased website domain costs with an indefinite useful life are not subject to amortization, but are subject to an annual impairment test, by comparing their carrying amount with their corresponding fair value. For any given intangible asset with an indefinite useful life, if its fair value exceeds its carrying amount no impairment loss shall be recognized. Â F-10 Table of Contents Â The carrying value of intangibles is periodically reviewed and impairments, if any, are recognized when the future undiscounted cash flows realized from the assets is less than its carrying value. Â Impairment of Long-Lived Assets Â Long-lived assets and identifiable intangibles held for use are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If the sum of undiscounted expected future cash flows is less than the carrying amount of the asset or if changes in facts and circumstances indicate, an impairment loss is recognized and measured using the assetâ€™s fair value. In December 2023, it was determined that the intangible related to development of proprietary software by Lumeto, Inc. would not have future economic value and was written down; the Company recognized an impairment loss of $700. The Company did not recognize any impairment loss during the year ended December 31, 2022. Â Warrants Â The Company accounts for warrants as liability-classified instruments based on an assessment of the warrantâ€™s specific terms and applicable authoritative guidance in Financial Accounting Standards Board (â€œFASBâ€) Accounting Standards Codification (â€œASCâ€) 480, Distinguishing Liabilities from Equity (â€œASC 480â€) and ASC 815,Â Derivatives and HedgingÂ (â€œASC 815â€). The assessment considers whether the warrants are freestanding financial instruments pursuant to ASC 480, meet the definition of a liability pursuant to ASC 480, and whether the warrants meet all of the requirements for equity classification under ASC 815, including whether the warrants are indexed to the Companyâ€™s own common stock and whether the warrant holders could potentially require â€œnet cash settlementâ€ in a circumstance outside of the Companyâ€™s control, among other conditions for equity classification. This assessment, which requires the use of professional judgment, is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding. Â For issued warrants that do not meet all the criteria for equity classification, the warrants are required to be recorded at their initial fair value on the date of issuance, and each balance sheet date thereafter. The Company accounts for the warrants issued in accordance with the guidance contained in ASC 815-40-15-7C, under which the warrants do not meet the criteria for equity treatment and must be recorded as liabilities. Accordingly, the Company classifies the warrants as liabilities at their fair value and adjusts the warrants to fair value at each reporting period. This liability is subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in the Companyâ€™s condensed consolidated statement of operations. Â Convertible Preferred Stocks Â The Company evaluates and accounts for conversion options embedded in its convertible instruments in accordance with ASC 480 and ASC 815 to determine if those instruments or embedded components of those instruments qualify as derivatives and are subject to bifurcation accounting. The Company determines that the economic characteristics and risks of the embedded derivative instrument are clearly and closely related to the economic characteristics and risks of the host contract. The convertible instruments are accounted for as a single hybrid instrument. Additionally, the convertible instruments do not have any redemption features that would preclude permanent equity classification in accordance with the guidance contained in ASC 480-10-S99. Â Advertising and Promotion Costs Â Advertising costs are charged to expense as incurred and were $925 and $426 for the years ended December 31, 2023 and 2022, respectively. The Company also incurred product promotion costs for demonstration products delivered to prospective customers of $225 and $688 for the years ended December 31, 2023 and 2022, respectively. Advertising and promotion costs are included in selling, general and administrative expenses in the accompanying statements of operations. Â Demonstration and Training Costs Â The Company maintains a demonstration and training department as a part of its sales and marketing activities and does not charge for product demonstrations or training. Training is not a condition or requirement of sale as most sales are made through distributors to their end customers. The Company conducts local and regional in-person, webinar and on-line demonstrations and use of force and escalation training to support law enforcement agencies with no purchase requirement. Such training, when provided, may occur before or after initial or subsequent purchase or field deployment of the Companyâ€™s products. The Company believes that law enforcement trainers and officers that have seen demonstrations or have been trained about its products are more supportive of their departments purchase and deployment of product. Â F-11 Table of Contents Â Research and Development Costs Â Research and development costs are expensed as incurred. Â Contract Manufacturers Â The Company employs contract manufacturers for production of certain components and sub-assemblies. The Company may provide parts and components to such parties from time to time but recognizes no revenue or markup on such transactions. Â Leases Â The Company adopted ASC Topic 842, Leases (â€œTopic 842â€) on January 1, 2019. In accordance with the guidance in Topic 842, the Company recognizes

lease liabilities and corresponding right-of-use-assets for all leases with terms of greater than 12 months. Leases with a term of 12 months or less will be accounted for in a manner similar to the guidance for operating leases prior to the adoption of Topic 842. Refer to Note 9, Leases for more information. Â Revenue Recognition Â The Company adopted ASC Topic 606, Revenue from Contracts with Customers on January 1, 2018. The Company enters into contracts that include various combinations of products, accessories, software and services, each of which are generally distinct and are accounted for as separate performance obligations. Product sales include BolaWrap products and accessories. Other revenue includes VR revenues, service, training and shipping revenues. Â The timing of revenue recognition may differ from the timing of invoicing to customers. The Company generally has an unconditional right to consideration when customers are invoiced, and a receivable is recorded. A contract asset is recognized when revenue is recognized prior to invoicing, or a contract liability (deferred revenue) when revenue will be recognized subsequent to invoicing. The Company recognizes an asset if there are incremental costs of obtaining a contract with a customer such as commissions. These costs are ascribed to or allocated to the underlying performance obligations in the contract. The Company may receive consideration, per terms of a contract, from customers prior to transferring goods to the customer. The Company records customer deposits as a contract liability. Additionally, the Company may receive payments, most typically for service and warranty contracts, at the onset of the contract and before the services have been performed. In such instances, a deferred revenue liability is recorded. The Company recognizes these contract liabilities as revenue after all revenue recognition criteria are met. Â Estimated costs for the Companyâ€™s standard warranty, generally one-year, are charged to cost of products sold when revenue is recorded for the related product. Royalties are also charged to cost of products sold. Â Shipping and Handling Costs Â Shipping and handling costs are included in cost of revenues. Shipping and handling costs invoiced to customers are included in revenue. Actual shipping and handling costs were $200 and $296 for the years ended December 31, 2023 and 2022, respectively. Actual revenues from shipping and handling were $37 and $109 for the years ended December 31, 2023 and 2022, respectively. Â Warranty Reserves Â The Company warrants its products and accessories to be free from defects in materials and workmanship for a period of one year from the date of purchase. The warranty is generally limited. The Company currently provides direct warranty service. International market warranties are generally similar to the US market. Â The Company establishes a warranty reserve based on anticipated warranty claims at the time product revenues are recognized. Factors affecting warranty reserve levels include the number of units sold, anticipated cost of warranty repairs and anticipated rates of warranty claims. The Company evaluates the adequacy of the provision for warranty costs each reporting period. The warranty reserve was $72 and $125 at December 31, 2023 and 2022. Actual warranty costs could differ from estimates. Â F-12 Table of Contents Â Segment Information Â ASC Topic 280, â€œSegment Reporting,â€ requires use of the â€œmanagement approachâ€ model for segment reporting. The management approach model is based on the way a companyâ€™s management organizes segments within the company for making operating decisions and assessing performance. The Company operates as a single segment and will evaluate additional segment disclosure requirements as it expands its operations. Â Income Taxes Â No income tax expense was recorded for the periods ended December 31, 2023 and 2022 due to losses incurred. Deferred tax assets and liabilities are determined based on temporary differences between the bases of certain assets and liabilities for income tax and financial reporting purposes. Â The Company maintains a valuation allowance with respect to deferred tax assets. The Company establishes a valuation allowance based upon the potential likelihood of realizing the deferred tax asset and taking into consideration the Companyâ€™s financial position and results of operations for the current period. Future realization of the deferred tax benefit depends on the existence of sufficient taxable income within the carry-forward period under the Federal tax laws. Changes in circumstances, such as the Company generating taxable income, could cause a change in judgment about the realizability of the related deferred tax asset. Any change in the valuation allowance will be included in income in the year of the change in estimates. Â Recently Issued Accounting Guidance Â The Company has reviewed recently issued, but not yet effective, accounting pronouncements and does not believe the future adoptions of any such pronouncements will be expected to cause a material impact on its financial condition or the results of operations. Â In July 2023, the SEC adopted the final rule under SEC Release No. 33-11216, Cybersecurity Risk Management, Strategy, Governance, and Incident Disclosure, requiring disclosure of material cybersecurity incidents on Form 8-K and periodic disclosure of a registrantâ€™s cybersecurity risk management, strategy and governance in annual reports. Regulation S-K Item 6 disclosure requirements under this rule will be effective for us in the fourth quarter of 2023. Incident disclosure requirements in Form 8-K will be effective for us on June 15, 2024. We are still evaluating for any impact on our financial statement disclosures from the adoption of this final rule. Â Â 2. REVENUES AND PRODUCT COSTS Â Revenues consist of product revenue and other revenue. Product sales include BolaWrap products and accessories. Other revenue includes VR revenues, service, training and shipping revenues. Â The table below details the activity in our contract liabilities during the year ended December 31, 2023. Â Â Â Customer Â Â Deferred Â Â Â Deposits Â Â Revenue Â Balance at January 1, 2023 Â $ - Â Â $ 333 Â Additions, net Â Â 1,002 Â Â Â 407 Â Transfer to revenue Â Â - Â Â Â (196) Balance at December 31, 2023 Â $ 1,002 Â Â $ 544 Â Current portion Â $ 1,002 Â Â $ 407 Â Long-term portion Â $ - Â Â $ 137 Â Â As of December 31, 2023, the Companyâ€™s deferred revenue of $544 consisted of $139 related to BolaWrap extended warranties and services, $216 related to Intrensic extended warranties and services, $171 related to VR, and $18 related to training. Â As of December 31, 2022, the Companyâ€™s deferred revenue of $333 consisted of $198 related to VR, $11 related to training, and $124 related to BolaWrap extended warranties and services. Â F-13 Table of Contents Â The Company recognizes an asset if there are incremental costs of obtaining a contract with a customer such as commissions. These costs are ascribed to or allocated to the underlying performance obligations in the contract and amortized consistent with the recognition timing of the revenue for any such underlying performance obligations. The Company had no such assets as of December 31, 2023 and 2022. The Company will apply the practical expedient to expense any sales commissions related to performance obligations with an amortization of one year or less when incurred within selling, general and administrative expense. Â Â 3. ASSET ACQUISITIONS Â Pursuant to the Professional Services and Technology Acquisition Agreement (the â€œServices Agreementâ€), dated as of November 22, 2022, and as amended on April 2, 2023, by and among the Company, Lumeto, Inc. (â€œLumetoâ€) and Spatial Industries Group, Inc. (collectively, â€œService Providerâ€), the Service Provider provides to the Company certain technology, services, and perpetual licenses for use within the Companyâ€™s Wrap Reality virtual simulation training platform (the â€œTechnology, Services, and Licenseâ€), in consideration for a one-time cash payment upon the execution of the Services Agreement of $700, Â The Company determined during 2023 that the intangible related to software developed by Lumeto would not have future economic benefit and the value of the intangible was written off as a loss on impairment of $700. Â On August 9, 2023, the Company entered into a Membership Interest Purchase Agreement (the â€œIntrensic Purchase Agreementâ€) by and among the Company, certain members of Intrensic, including Kevin Mullins, the Companyâ€™s former Chief Executive Officer (collectively, â€œSellersâ€) and Buford Ortale, as the Sellerâ€™s representative. Under the terms of the Intrensic Purchase Agreement, the Company agreed to purchase, and Sellers agreed to sell, 100% of the membership interests (the â€œMembership Interestsâ€) of Intrensic for the following consideration upon the consummation of the sale of the Membership Interests (the â€œIntrensic Closingâ€): (i) $553,588 in cash, subject to adjustment based upon the outstanding indebtedness of Intrensic and Intrensicâ€™s working capital as of the Intrensic Closing; and (ii) 1,250,000 shares of Common Stock of the Company the â€œIntrensic Acquisitionâ€). The Intrensic Acquisition closed on August 16, 2023, in accordance with the terms of the Purchase Agreement. Â Â 4. FINANCIAL INSTRUMENTS Â Assets and liabilities recorded at fair value on a recurring basis in the Consolidated Balance Sheets and assets and liabilities measured at fair value on a non-recurring basis or disclosed at fair value, are categorized based upon the level of judgment associated with inputs used to measure their fair values. The accounting guidance for fair value provides a framework for measuring fair value and requires certain disclosures about how fair value is determined. Fair value is defined as the price that would be received upon the sale of an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date. The accounting guidance also establishes a three-level valuation hierarchy that prioritizes the inputs to valuation techniques used to measure fair value based upon whether such inputs are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect market assumptions made by the reporting entity. The three-level hierarchy for the inputs to valuation techniques is briefly summarized as follows: Â Level 1â€”Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date; Â Level 2â€”Inputs are observable, unadjusted quoted prices in active markets for similar assets or liabilities, unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities; and Â Level 3â€”Unobservable inputs that are significant to the measurement of the fair value of the assets or liabilities that are supported by little or no market data. Â The Companyâ€™s short-term investments consisting of US Treasury bill securities and Certificate of Deposits are classified as Level 1 because they are valued using quoted market prices. Â F-14 Table of Contents Â The following table shows the Companyâ€™s short-term investments by significant investment category as of December 31, 2023 and 2022. Â Â Â As of December 31, 2023 Â Â Â Adjusted Â Â Unrealized Â Â Unrealized Â Â Market Â Â Â Cost Â Â Gains Â Â Losses Â Â Value Â Level 1: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Money Market Funds Â $ 1,793 Â Â $ - Â Â $ - Â Â $ 1,793 Â Certificate of Deposits Â Â 7,500 Â Â Â Â - Â Â Â Â - Â Â Â 7,500 Â Total Financial Assets Â $ 9,293 Â Â $ - Â Â $ - Â Â $ 9,293 Â Â Â Â As of December 31, 2022 Â Â Â Adjusted Â Â Unrealized Â Â Unrealized Â Â Market Â Â Â Cost Â Â Gains Â Â Losses Â Â Value Â Level 1: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Money Market Funds Â $ 3,004 Â Â $ - Â Â $ - Â Â $ 3,004 Â U.S. Treasury securities in short-term investments Â Â 9,849 Â Â Â Â 100 Â Â Â Â - Â Â Â Â 9,949 Â Certificate of Deposits Â Â 4,000 Â Â Â Â - Â Â Â Â - Â Â Â 4,000 Â Total Financial Assets Â $ 16,853 Â Â $ 100 Â Â $ - Â Â $ 16,953 Â Â Unrealized gains or losses resulting from our short-term investments are recorded in accumulated other comprehensive gain or loss as they are classified as available for sale. During the year ended December 31, 2023 and 2022, $0 and $100 was recorded to accumulated other comprehensive loss and gain, respectively. Â Warrant liabilities are measured at fair value on a recurring basis. The subsequent measurement of the warrant liabilities as of December 31, 2023, is classified as Level 3 due to the use of an observable market quote in a non-active market and the managementâ€™s assumption of the expected stock price volatility. Â The following table presents the fair value in the beginning of the period, the changes in the fair value, and the fair value at the end of the period of warrant liabilities: Â Level 3: Â December 31, 2023 Â Fair value at inception or the beginning of the period Â $ (7,717) Change in fair value of warrant liabilities Â Â (11,986) Fair value as of December 31, 2023 Â $ (19,703) Â The Company uses the modified Black-Scholes option pricing model to determine the fair value of warrant liabilities. The following table summarizes the assumptions used to compute the fair value of Warrants: Â Â Â As of December 31, 2023 Â Expected stock price volatility Â Â 143 % Risk-free interest rate Â Â 3.85 % Dividends yield Â Â 0 % Expected life of warrants (years) Â Â 4.50 Â Exercise price Â $ 1.45 Â Â Our other financial instruments also include accounts receivable, accounts payable, accrued liabilities and business acquisition liabilities. Due to the short-term nature of these instruments, their fair values approximate their carrying values on the balance sheet. Â Â 5. INVENTORIES Â Inventory is recorded at the lower of cost or net realizable value. The cost of substantially all the Companyâ€™s inventory is determined by the FIFO cost method. Inventories consisted of the following: Â Â Â December 31, Â Â Â 2023 Â Â 2022 Â Finished goods Â $ 3,521 Â Â $ 2,293 Â Raw materials Â Â 2,738 Â Â Â 1,682 Â Reserve for Obsolescence Â Â (465) Â Â - Â Inventories â€“ net Â $ 5,794 Â Â $ 3,975 Â Â F-15 Table of Contents Â Â 6. PROPERTY AND EQUIPMENT Â Property and equipment consisted of the following: Â Â Â December 31, Â Â Â 2023 Â Â 2022 Â Production and lab equipment Â $ 542 Â Â $ 513 Â Tooling Â Â 562 Â Â Â 448 Â Computer equipment Â Â 615 Â Â Â 531 Â Furniture, fixtures and improvements Â Â 196 Â Â Â 181 Â Â Â Â 1,915 Â Â Â 1,673 Â Accumulated depreciation Â

Â (1,406) Â Â (915) Property and equipment, net Â $ 509 Â Â $ 758 Â Â Depreciation expense was $479 and $475 for the years ended December 31, 2023 and 2022, respectively.Â Â Â 7. INTANGIBLE ASSETS AND GOODWILL Â Intangible Assets Â Intangible assetsÂ consisted of the following: Â Â Â December 31, Â Â Â 2023 Â Â 2022 Â Amortizable intangible assets: Â Â Â Â Â Â Â Â Patents Â $ 873 Â Â $ 575 Â Trademarks Â Â 248 Â Â Â 150 Â Purchased software and technology Â Â 1,752 Â Â Â 1,962 Â Customer Relationship Â Â 160 Â Â Â - Â Â Â Â 3,033 Â Â Â 2,687 Â Accumulated amortization Â Â (806) Â Â (462) Total amortizable Â Â 2,227 Â Â Â 2,225 Â Indefinite life assets (non-amortizable) Â Â 421 Â Â Â 344 Â Total intangible assets, net Â $ 2,648 Â Â $ 2,569 Â Â Amortization expenses were $345 and $287 for the years ended December 31, 2023 and 2022, respectively. Â The purchase of Intrensic in August 2023 resulted in several intangible assets recognized on the balance sheet including $80 in trademarks, $490 in purchased technology and $160 in customer relationships. Â The Company determined in December 2023 that the intangible related to software developed by Lumeto would not have future economic benefit and the value of the intangible was written down, incurring a loss on impairment of $700. Â At December 31, 2023, annual amortization of intangible assets, based upon the Companyâ€™s existing intangible assets and current useful lives, is estimated to be the following: Â 2024 Â $ 427 Â 2025 Â Â 422 Â 2026 Â Â 335 Â 2027 Â Â 185 Â 2028 Â Â 185 Â Thereafter Â Â 673 Â Total estimated amortization expense Â $ 2,227 Â Â F-16 Table of Contents Â Goodwill Â The table below summarizes the changes in the carrying amount of goodwill: Â Balance at January 1, 2023 Â $ - Â Acquired goodwill Â Â 1,610 Â Balance at December 31, 2023 Â $ 1,610 Â Â Goodwill acquired in 2023 relates to the purchase of Intrensic in August 2023. Â Â 8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES Â We are obligated to pay royalties pursuant to an exclusive Amended and Restated Intellectual Property License Agreement (the â€œLicense Agreementâ€), dated as of September 30, 2016, with Syzygy Licensing, LLC (â€œSyzygyâ€), a private technology invention, consulting and licensing company owned and controlled by Elwood G. Norris, a founder and former officer and current 5% stockholder of the Company, and James A. Barnes, a former officer and stockholder of the Company (see Note 16). Â Accounts payable includes $14 and $127 due to Syzygy pursuant to the License Agreement as of December 31, 2023 and 2022, respectively. Â Accrued liabilities consist of the following: Â Â Â December 31, Â Â Â 2023 Â Â 2022 Â Patent and legal costs Â $ 21 Â Â $ 135 Â Accrued compensation Â Â 325 Â Â Â 1,100 Â Warranty costs Â Â 72 Â Â Â 125 Â Taxes and other Â Â 274 Â Â Â 103 Â Â Â $ 692 Â Â $ 1,463 Â Â Accrued compensation includes $0 and $1,022 in employee bonuses and commissions payable at December 31, 2023 and 2022, respectively. Â Changes in our estimated product warranty costs were as follows: Â Â Â Year Ended December 31, Â Â Â 2023 Â Â 2022 Â Balance, beginning of period Â $ 125 Â Â $ 96 Â Warranty settlements Â Â (169) Â Â (181) Warranty provision Â Â 116 Â Â Â 210 Â Balance, end of period Â $ 72 Â Â $ 125 Â Â Â 9. LEASES Â The Company determines if an arrangement is a lease at inception. The guidance in FASB ASC Topic 842, Leases defines a lease as a contract, or part of a contract, that conveys the right to control the use of identified property, plant, or equipment (an identified asset) for a period of time in exchange for consideration. Operating lease right of use (â€œROUâ€) assets and lease liabilities are recognized based on the present value of future minimum lease payments over the lease term at commencement date. The Companyâ€™s leases do not provide an implicit rate. Due to a lack of financing history or ability, the Company uses an estimate of low-grade debt rate published by the Federal Reserve Bank as its incremental borrowing rate based on the information available at the commencement date in determining the present value of future payments. The ROU asset includes any lease payments made and excludes lease incentives and initial direct costs incurred. Â F-17 Table of Contents Â For leases beginning on or after January 1, 2019, lease components are accounted for separately from non-lease components for all asset classes. On January 21, 2023, the Companyâ€™s lease was amended to extend the expiration date to July 31, 2025. Upon execution of the amendment, which was deemed a lease modification, the Company reassessed the lease liability using the discount rate determined at the modification date and recorded an additional ROU asset for the same amount. The Companyâ€™s lease contains renewal provisions and escalating rental clauses and generally requires the Company to pay utilities, insurance, taxes and other operating expenses. The renewal provisions of the existing lease agreement were not included in the determination of the operating lease liabilities and the ROU assets. The Company also reassessed the lease classification and concluded that the lease continues to be an operating lease. Â Amortization of ROU operating lease assets was $138Â and $101 for the years ended December 31, 2023 and 2022, respectively. Â Operating lease expense for capitalized operating leases included in operating activities was $177Â and $118 for the years ended December 31, 2023 and 2022, respectively. Operating lease obligations recorded on the balance sheet at December 31, 2023 are: Â Operating lease liability- short term Â $ 616 Â Operating lease liability - long term Â Â 1,671 Â Total Operating Lease Liability Â $ 2,287 Â Â Future lease payments included in the measurement of lease liabilities on the balance sheet at December 31, 2023 for future periods are as follows Â 2024 Â $ 443 Â 2025 Â Â 567 Â 2026 Â Â 507 Â 2027 Â Â 522 Â 2028 Â Â 538 Â Thereafter Â Â 1,271 Â Total future minimum lease payments Â Â 3,848 Â Less imputed interest Â Â (1,561) Total Â $ 2,287 Â Â The weighted average remaining lease term is 6.77 years, and the weighted average discount rate is 14.2%. Â Certain leases contain provisions for payment of real estate taxes, insurance and maintenance costs by the Company. These expenses are treated as variable lease payments and recognized in the period in which the obligation for those payments was incurred. The Company had $8 and $39 variable lease expenses during the year December 31, 2023 or 2022. Â The Company had $92 and $11 short-term lease expense during the year December 31, 2023, or 2022. The Company does not have any finance leases. Â Â 10. WARRANTS Â On June 29, 2023, the Company entered into a Securities Purchase Agreement (the â€œSeries A Purchase Agreementâ€) with certain directors of the Company and certain accredited and institutional investors (collectively, the â€œSeries A Investorsâ€), pursuant to which it agreed to sell to the Series A Investors in a registered direct offering (the â€œSeries A Offeringâ€) (i) an aggregate of 10,000 shares of the Companyâ€™s newly-designated Series A Convertible Preferred Stock, with par value $0.0001 per share and a stated value of $1,000 per share (the â€œSeries A Preferred Stockâ€), initially convertible into up to 6,896,553 shares of the Companyâ€™s common stock, at an initial conversion price of $1.45 per share (the â€œConversion Priceâ€), and (ii) warrants to acquire up to an aggregate of 6,896,553 shares of Common Stock (the â€œSeries A Warrantsâ€). Â Each Series A Warrant has an exercise price of $1.45, became exercisable after the date that was six months from the date of issuance and will expire 5 years following the date of issuance. The exercise price is subject to customary adjustments for stock dividends, stock splits, reclassifications and the like, and subject to price-based adjustment, on a â€œfull ratchetâ€ basis, in the event of any issuances of Common Stock, or securities convertible, exercisable or exchangeable for Common Stock, at a price below the then-applicable exercise price (subject to certain exceptions). The closing of the Offering occurred on July 3, 2023. The aggregate gross proceeds from the Offering were $10,000, of which $7,717 was allocated to the Warrants. The Company expects to use the net proceeds from the Offering for general corporate purposes. Â F-18 Table of Contents Â Â Â 11. DEBT Â The Companyâ€™s debt at December 31, 2023 and 2022 included operating lease liabilities (see Note 9). Â Â 12. STOCKHOLDERSâ€™ EQUITY Â The Companyâ€™s authorized capital consists of 150,000,000 shares of Common Stock and 5,000,000 shares of preferred stock, par value $0.0001 per share (â€œPreferred Stockâ€), of which 10,000 are designated as Series A Preferred Stock. Â On July 3, 2023, the Company filed the Certificate of Designations with the State of Delaware, designating 10,000 shares of its Preferred Stock as Series A Convertible Preferred Stock. The terms of the Series A Preferred Stock are as set forth in the form of Certificate of Designations of the Series A Preferred Stock (the â€œCertificate of Designationsâ€). The Series A Preferred Stock is convertible into shares of common stock (the â€œConversion Sharesâ€) at the election of the holder at any time at an initial conversion price of $1.45. The Conversion Price is subject to customary adjustments for stock dividends, stock splits, reclassifications and the like, and subject to price-based adjustment in the event of any issuances of common stock, or securities convertible, exercisable or exchangeable for common stock, at a price below the then-applicable Conversion Price (subject to certain exceptions). Â The holders of the Series A Preferred Stock are entitled to dividends of 8% per annum, compounded monthly, which are payable in cash or shares of Common Stock, or a combination thereof, at the Companyâ€™s option in accordance with the terms of the Certificate of Designations. Upon the occurrence and during the continuance of a Triggering Event (as defined in the Certificate of Designations), the Series A Preferred Stock will accrue dividends at the rate of 20% per annum. If the Company elects to pay any dividends in shares of Common Stock, the Conversion Price used to calculate the number of shares issuable will equal to the lower of (i) the then applicable Conversion Price and (ii) 85% of the arithmetic average of the three (3) lowest closing prices of the Common Stock during the twenty (20) consecutive trading day period ending on the trading day immediately preceding the dividend payment date, provided that such price shall not be lower than the lower of (x) $0.2828 (subject to adjustment for stock splits, stock dividends, stock combinations, recapitalizations or other similar events) and (y) 20% of the â€œMinimum Priceâ€ (as defined in Nasdaq Stock Market Rule 5635) on the date of the Stockholder Approval (subject to adjustment for stock splits, stock dividends, stock combinations, recapitalizations or other similar events) or, in any case, such lower amount as permitted, from time to time, by the Nasdaq Stock Market. Â The holders of the Series A Preferred Stock have no voting rights, other than with respect to certain matters affecting the rights of the Series A Preferred Stock. Â The Company may require holders to convert their shares of Series A Preferred Stock into shares of Common Stock if the closing price of the Companyâ€™s Common Stock exceeds $8.00 per share (subject to adjustment for stock splits, stock dividends, stock combinations, recapitalizations or other similar events) for 20 consecutive trading days and the daily dollar trading volume of the Common Stock exceeds $2,000,000 per day during the same period, provided that certain equity conditions described in the Certificate of Designations are satisfied. Â At any time beginning 18 months from the date of the issuance, provided that provided that that the Company has filed all reports required to be filed by it pursuant to the Exchange Act on a timely basis for a continuous period of one year and provided further that certain equity conditions described in the Certificate of Designations are satisfied, the Company has the right to redeem in cash all or some of the shares of the Series A Preferred Stock outstanding at such time at a redemption price equal to the product of (x) 125% multiplied by (y) the sum of (A) the stated value of the Series A Preferred Stock plus (B) all declared and unpaid Dividends on such Preferred Stock and any other unpaid amounts then due and payable hereunder with respect to such Series A Preferred Stock, plus (C) the make-whole amount, plus (D) any accrued and unpaid late charges with respect to such stated value and amounts payable pursuant to clause (B) as of such date of determination. Â F-19 Table of Contents Â On August 19, 2024, the Company entered into an Amendment Agreement (the â€œSeries A Amendmentâ€) with the Required Holders (as defined in the Certificate of Designations). Pursuant to the Series A Amendment, the Required Holders agreed that (A) the unpaid and accrued dividends on the Series A Preferred Stock due July 1, 2024 (the â€œJuly Delinquent Dividend Amountâ€), shall be payable, at the option of the Company, in (i) cash and/or (ii) shares of Common Stock, at a price per share of Common Stock equal to the lower of (x) $1.00 and (y) the Dividend Conversion Price (as defined in the Certificate of Designations), using July 1, 2024, as the applicable date of determination in accordance with the Certificate of DesignationsÍ¾ (B) the dividends due on October 1, 2024 (the â€œOctober Dividend Amountâ€ and, together with the July Delinquent Dividend Amount, the â€œDelinquent Dividend Amountsâ€), shall be payable in shares of Common Stock based on a per share price of Common Stock equal to 80% of the arithmetic average of the three (3) lowest closing sale prices of the Common Stock during the month of September 2024Í¾ and (C) such Delinquent Dividend Amounts and any Dividend Balance Shares (as defined in the Certificate of Designations), with respect thereto, if applicable, shall be delivered on October 1, 2024. The Company and the Required Holders further agreed pursuant to the Agreement to amend (i) the Certificate of Designations, as described below, by filing a Certificate of Amendment to the Certificate of Designations (the â€œCertificate of Amendmentâ€) and (ii) the Series A Purchase Agreement to amend the definition of â€œExcluded Securities.â€ Â The Certificate of Amendment amends the Certificate of Designations to, among other things, (A) allow for the payment of dividends in the form of Common Stock to a holder of the Series A Preferred Stock who serves as a director, officer or employee of the CompanyÍ¾ provided that such issuance is approved by the Companyâ€™s stockholders prior to

such issuance, and (B) amend certain conditions required for (i) a mandatory conversion of the Series A Preferred Stock, and (ii) the Companyâ€™s right to redeem, all or a portion, of the Series A Preferred Stock outstanding pursuant to an optional redemption, in each case, pursuant to the terms of the Certificate of Designations. The Certificate of Amendment was filed with the Secretary of State of the State of Delaware on August 23, 2024. Â $2,036 of the net proceeds less transaction cost of the Series A Purchase Agreement was allocated to the Series A Preferred Stock. For the year ended December 31, 2023, authorized and declared dividends totaling $392 of which $58 was paid in cash $232 was paid in shares of the Companyâ€™s Common Stock and the balance of $102 was accrued inÂ payables as of December 31, 2023. As of December 31, 2023, 102 Shares of Series A Preferred Stock were converted into approximately 77 thousand shares of Common Stock. Â The Companyâ€™s failure to timely file its Annual Report on Form 10-K for the year ended December 31, 2023, its Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 and its Quarterly Report on Form 10-Q for the quarter ended June 30, 2024, each constituted a Triggering Event (the â€œFiling Triggering Eventsâ€) and equity conditions failures pursuant to the terms of the Certificate of Designations. As a result, the dividend rate of the Series A Preferred Stock was automatically increased to 20% per annum beginning on April 16, 2024, or the filing deadline of the Form 10-K for the year ended December 31, 2023, and shall continue until such date as the Filing Triggering Event is cured. As of the date of this Annual Report on Form 10-K for the year ended December 31, 2023, the Filing Triggering Event has not been cured. Â Â 13. SHARE-BASED COMPENSATION Â On March 31, 2017, the Company adopted, and the stockholders approved, the 2017 Stock Incentive Plan (the â€œPlanâ€) authorizing 2,000,000 shares of Common Stock for issuance as awards to employees, directors or consultants. In May 2019, the stockholders authorized an increase in the Plan authorizing an additional 2,100,000 shares of Common Stock, in June 2020 authorized an additional 1,900,000 shares of Common Stock, in June 2021 authorized an additional 1,500,000 shares of Common Stock and in June 2022 authorized an additional 1,500,000 shares of Common Stock, for a total of 9,000,000 shares subject to the Plan. At December 31, 2023, there were 1,391,183 shares of Common Stock remaining available for grant under the Plan. Â The Company generally recognizes share-based compensation expense on the grant date and over the period of vesting or period that services will be provided. In April 2023, the Company recognized severance acceleration of $112 of share-based compensation expense resulting from the resignation of the Companyâ€™s former Chief Executive Officer and Chief Operating Officer due to a reduction in force that resulted in changes in the composition of the executives of the Company. Â The following table summarizes stock option activity for the year ended December 31, 2023: Â Â Â Â Â Â Â Â Weighted Average Â Â Â Â Â Â Â Â Options on Â Â Â Â Â Â Â Remaining Â Â Aggregate Â Â Â Common Â Â Exercise Â Â Contractual Â Â Intrinsic Â Â Â Shares Â Â Price Â Â Term Â Â Value Â Outstanding January 1, 2023 Â Â 5,491,399 Â Â $ 3.72 Â Â Â 5.96 Â Â $ 92 Â Granted Â Â 2,592,309 Â Â $ 1.68 Â Â Â Â Â Â Â Â Â Â Exercised Â Â (123,056) Â $ 1.69 Â Â Â Â Â Â Â Â Â Forfeited, cancelled, expired Â Â (3,303,017) Â $ 3.80 Â Â Â Â Â Â Â Â Â Outstanding December 31, 2023 Â Â 4,657,635 Â Â $ 2.52 Â Â Â 8.75 Â Â $ 3,979 Â Exercisable December 31, 2023 Â Â 1,160,580 Â Â $ 4.02 Â Â Â 7.86 Â Â $ 274 Â Â F-20 Table of Contents Â At December 31, 2023, there were 2,675,071 service-based stock options outstanding, and 1,982,564 performance-based stock options outstanding, of which 692,398 performance-based stock options were granted in April 2022 to the Companyâ€™s previous Chief Executive Officer and 1,290,166 were granted in October 2023 to the Company's current Chief Executive Officer subject to future market capitalization targets. Â The Company uses the Black-Scholes option pricing model to determine the fair value of service-based options granted. The following table summarizes the assumptions used to compute the fair value of options granted to employees and non-employees: Â Â Â For the Year Ended Â Â Â December 31, Â Â Â 2023 Â Â 2022 Â Expected stock price volatility Â Â 76 % Â Â 49 % Risk-free interest rate Â Â 4.21 % Â Â 2.47 % Forfeiture rate Â Â 0 % Â Â 0 % Expected dividend yield Â Â 0 % Â Â 0 % Expected life of options â€“ years Â Â 6.00 Â Â Â 5.96 Â Weighted-average fair value of options granted Â $ 1.33 Â Â $ 0.88 Â Â Estimated volatility is a measure of the amount by which the Companyâ€™s stock price is expected to fluctuate each year during the expected life of awards. The Companyâ€™s estimated volatility was based on an average of the historical volatility of peer entities whose stock prices were publicly available. The Companyâ€™s calculation of estimated volatility is based on historical stock prices of these peer entities over a period equal to the expected life of the awards. The Company uses the historical volatility of peer entities due to the lack of sufficient historical data of its stock price. The Company records forfeitures as they are incurred. Â The risk-free interest rate assumption is based upon observed interest rates on zero coupon U.S. Treasury bonds whose maturity period is appropriate for the term of the options. The dividend yield of zero is based on the fact that the Company has never paid cash dividends and has no present intention to pay cash dividends. The Company calculates the expected life of the options using the Simplified Method for the employee stock options as the Company does not have sufficient historical exercise data. Â The Company used the Monte Carlo Simulation Model to value at the grant date the aggregate of 1,290,166 market condition performance options granted in October 2023 to the Companyâ€™s Chief Executive Officer. The assumptions used in the Monte Carlo Simulation were stock price on date of grant of $1.40, contract term of 10 years, expected volatility of 76% and risk-free interest rate of 4.65 %. Vesting is based on sustained market capitalization of $100 million, $150 million and $200 million and expected to be exercised at the midpoint of the vesting period resulted in implied service periods ranging from approximately 1 to 3 years. Â Stock option expense was $967 and $1,770Â for the years ended December 31, 2023 and 2022, respectively. Â The following table summarizes information about stock options outstanding at December 31, 2023: Â Â Â Â Â Â Â Â Â Â Weighted Â Average Â Â Weighted Â Â Â Â Â Â Weighted Â Â Â Â Â Â Â Â Â Â Remaining Â Â Average Â Â Â Â Â Â Average Â Range of Â Â Number Â Â Contractual Â Â Exercise Â Â Number Â Â Exercise Â Exercise Prices Â Â Outstanding Â Â Life (Years) Â Â Price Â Â Exercisable Â Â Price Â 1.00 â€“ 2.00 Â Â Â 2,084,503 Â Â Â 9.59 Â Â $ 1.44 Â Â Â 75,527 Â Â $ 1.79 Â 2.01 â€“ 3.00 Â Â Â 1,675,699 Â Â Â 8.00 Â Â $ 2.76 Â Â Â 487,967 Â Â $ 2.69 Â 3.01 â€“ 4.00 Â Â Â 250,000 Â Â Â 10.00 Â Â $ 3.10 Â Â Â - Â Â $ - Â 4.01 â€“ 25.00 Â Â Â 647,433 Â Â Â 5.57 Â Â $ 5.39 Â Â Â 597,086 Â Â $ 5.39 Â Â F-21 Table of Contents Â Restricted Stock Units Â The Plan provides for the grant of restricted stock units (â€œRSUsâ€). RSUs are settled in shares of the Companyâ€™s Common Stock as the RSUs become vested. The following table summarizes RSU activity for the years ended December 31, 2023 and 2022: Â Â Â Â Â Â Â Weighted Average Â Â Weighted Average Â Â Â Service-Based Â Â Grant Date Â Â Vesting Â Â Â RSU's Â Â Fair Value Â Â Period (Years) Â Unvested at January 1, 2022 Â Â 269,303 Â Â $ 6.47 Â Â Â 2.0 Â Granted - service based Â Â 988,850 Â Â $ 2.49 Â Â Â Â Â Vested Â Â (268,548) Â $ 4.13 Â Â Â Â Â Forfeited and cancelled Â Â (67,273) Â $ 6.45 Â Â Â Â Â Unvested at December 31, 2022 Â Â 922,332 Â Â $ 2.88 Â Â Â 2.11 Â Granted - service based Â Â 1,289,784 Â Â $ 1.41 Â Â Â Â Â Vested Â Â (1,056,360) Â $ 1.83 Â Â Â Â Â Forfeited and cancelled Â Â (345,168) Â $ 2.70 Â Â Â Â Â Unvested at December 31, 2023 Â Â 810,588 Â Â $ 1.73 Â Â Â 2.52 Â Â 482,143 of the 1,289,784 RSUs granted included in the table above were granted in October 2023 are performance based RSUs, subject to vesting terms based on future market capitalization. Â RSU expense was $1,018 and $1,455 for the years ended December 31, 2023 and 2022, respectively. Â Share-Based Compensation Expense Â The Company recorded share-based compensation in its statements of operations for the relevant periods for options and RSUs as follows: Â Â Â For the Year Ended Â Â Â December 31, Â Â Â 2023 Â Â 2022 Â Selling, general and administrative Â $ 1,696 Â Â $ 2,684 Â Research and development Â Â 289 Â Â Â 541 Â Total share-based expense Â $ 1,985 Â Â $ 3,225 Â Â As of December 31, 2023, total estimated compensation cost of stock options granted and outstanding but not yet vested was $3,103Â which is expected to be recognized over the weighted average period of 2.65 years. Â As of December 31, 2023, total estimated compensation cost of RSUs granted and outstanding but not yet vested was $1,144 which is expected to be recognized over the weighted average period of 1.81 years. Â Â 14. DEFINED CONTRIBUTION PLAN Â The Company has a defined contribution savings plan for all eligible U.S. employees established under the provisions of Section 401(k) of the Internal Revenue Code. This plan was formed on January 1, 2022. Eligible employees may contribute a percentage of their salary subject to certain limitations. The Companyâ€™s contributions for the years ended December 31, 2023 and 2022, was $0 and $0, respectively. Â Â 15. COMMITMENTS AND CONTINGENCIES Â Facility Lease Â In November 2023, the Company commenced a lease in an office building located at 3480 Main Highway, Coconut Grove, Florida. The lease of 4,487 square feet for an initial term of 94 months, including 5 months of rent abatement in the first two years of the lease. The aggregate monthly payments will restart in 2024 for $40 per month, increasing 3% each year through the lease term, plus other certain costs and charges as specified in the lease agreement. Â F-22 Table of Contents Â Our executive offices, sales, training, assembly, and warehouse facilities are located at 1817 West 4th Street, Tempe, Arizona. The lease of 11,256 square feet commenced in June 2019 and was for an initial lease term through July 2022. In January 2022 we renewed this lease for three years with aggregate monthly payments of $10 commencing August 2022, increasing 4% annually through the term ending July 31, 2025. Â Related Party Technology License Agreement Â The Company is obligated to pay royalties and development and patent costs pursuant to an exclusive Amended and Restated Intellectual Property License Agreement dated as of September 30, 2016, with Syzygy, a company owned and controlled by stockholder/consultant Mr. Elwood Norris and stockholder/consultant Mr. James Barnes. The agreement provides for royalty payments of 4% of revenue from products employing the licensed ensnarement device technology up to an aggregate of $1,000 in royalties or until September 30, 2026, whichever occurs earlier. The Company recorded $199 and $274 for royalties incurred during the years ended December 31, 2023 and 2022, respectively. Maximum payout still available under this arrangement is $81. Â Purchase Commitments Â At December 31, 2023 the Company was committed for approximately $662 for future component deliveries that are generally subject to modification or rescheduling in the normal course of business Â Indemnifications and Guarantees Â Our officers and directors are indemnified as to personal liability as provided by the Delaware law and the Companyâ€™s articles and bylaws. The Company may also undertake indemnification obligations in the ordinary course of business related to its operations. The Company is unable to estimate with any reasonable accuracy the liability that may be incurred pursuant to any such indemnification obligations now or in the future. Because of the uncertainty surrounding these circumstances, the Companyâ€™s current or future indemnification obligations could range from immaterial to having a material adverse impact on its financial position and its ability to continue in the ordinary course of business. The Company has no liabilities recorded for such indemnities. Â Regulatory Agencies Â The Company is subject to oversight from regulatory agencies regarding firearms that arises in the ordinary course of its business. Â Litigation Â The Company is subject to litigation and other claims in the ordinary course of business. The Company records a provision for a liability relating to legal matters when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. These provisions are reviewed and adjusted to include the impacts of negotiations, estimated settlements, legal rulings, advice of legal counsel, and other information and events pertaining to a particular matter. At December 31, 2023, we had no provision for liability under existing litigation. Â Â 16. RELATED PARTY TRANSACTIONS Â Series A Preferred Stock Â On June 29, 2023, the Company entered into the Series A Purchase Agreement with certain investors, including Scot Cohen, the Companyâ€™s Chief Executive Officer, and V4 Global LLC (â€œV4â€). Mr. Cohen has voting and dispositive control with respect to the securities as is deemed to be the beneficial owner of the securities held by V4. Pursuant to the Series A Purchase Agreement, the Company issued Mr. Cohen and V4 an aggregate of 3,000 shares of Series A Preferred Stock and Series A Warrants to purchase up to an aggregate of 2,068,966 shares of Common Stock for aggregate gross proceeds of $3,000. Â F-23 Table of Contents Â Consulting Services Â Commencing in October 2017, the Company began reimbursing Mr. Elwood Norris, a former officer, current 5% stockholder and consultant of the Company, $1.5Â per month on a month-to-month basis for laboratory facility costs and $7.5Â per month on a month-to month basis for invention consulting services, for an aggregate of $108Â during each of the years ended December 31, 2023, and 2022. Â The Company is obligated to pay royalties and development and patent costs pursuant to an exclusive Amended and Restated Intellectual Property License Agreement dated September 30, 2016, with Syzygy Licensing, LLC (â€œSyzygyâ€), a company owned and

controlled by a 5% stockholder of the Company, Mr. Elwood Norris, and a former officer of the Company, Mr. James Barnes. The agreement provides for royalty payments of 4% of revenue from products employing the licensed ensnarement device technology up to an aggregate of $1,000Â in royalties or until September 30, 2026, whichever occurs earlier. During the years ended December 31, 2023, and 2022 the Company incurred royalties to Syzygy of $199Â and $274, respectively. Â Intrensic Acquisition Â On August 9, 2023, the Company entered into the Intrensic Purchase Agreement with the Sellers, including Kevin Mullins, the Companyâ€™s former Chief Executive Officer. Under the terms of the Intrensic Purchase Agreement, the Company agreed to purchase, and Sellers agreed to sell, 100% of the Membership Interests of Intrensic for the following consideration upon the Intrensic Closing: (i) $554Â in cash, subject to adjustment based upon the outstanding indebtedness of Intrensic and Intrensicâ€™s working capital as of the Intrensic Closing; and (ii) 1,250,000 shares of Common Stock of the Company. The Intrensic Acquisition closed on August 16, 2023, in accordance with the terms of the Intrensic Purchase Agreement. Â See Notes 8 and 15 for additional information on related party transactions and obligations. Â Â 17. INCOME TAXES Â Until its reverse recapitalization on March 31, 2017, the Company was treated as a partnership for federal and state income tax purposes and did not incur income taxes. The Company accounts for income taxes under ASC 740. Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Accounting standards require the consideration of a valuation allowance for deferred tax assets if it is "more likely than not" that some component or all of the benefits of deferred tax assets will not be realized. Â The provision/(benefit) for Income Taxes for the years ended December 31, 2023 and 2022, consists of the following: Â Â Â Year Ended December 31, Â Â Â 2023 Â Â 2022 Â Â Â Â Â Â Â Â Â Â Current Tax Expense/(Benefit) Â Â Â Â Â Â Â Deferred Tax Expense/(Benefit) Â $ (4,333) Â $ 3,756 Â Change in Valuation Allowance Â Â 4,333 Â Â Â (3,756) Income Tax Provision/(Benefit) Â $ - Â Â $ - Â Â The Companyâ€™s effective income tax rate is different from the federal statutory tax rate in 2023 predominantly due to the valuation allowance, permanent differences, and state taxes. A reconciliation of the statutory U.S. Federal Tax Rate to the Company's Effective Tax Rate is as follows: Â Â Â Year Ended December 31, Â Â Â 2023 Â Â 2022 Â Â Â Â Â Â Â Â Â Â U.S. Statutory Federal Income Tax Rate Â $ (6,355) Â $ 3,700 Â State Income Taxes, net of Federal Income tax Benefit Â Â (421) Â Â 345 Â Permanent differences and other Â Â 2,433 Â Â Â (289) Valuation Allowance Â Â 4,333 Â Â Â (3,756) Income Tax Provision/(Benefit) Â $ - Â Â $ - Â Â F-24 Table of Contents Â Deferred income taxes represent the tax effect of transactions that are reported in different periods for financial and tax reporting purposes. The combined temporary differences and carryforwards of each tax paying component of the Company that give rise to a significant portion of the deferred income tax benefits and liabilities are as follows as of December 31, 2023 and 2022: Â Â Â Year Ended December 31, Â Â Â 2023 Â Â 2022 Â Â Â Â Â Â Â Â Â Deferred income tax assets: Â Â Â Â Â Â Â Net operating loss carryforwards Â $ 17,002 Â Â $ 14,898 Â Sec. 174 capitalization Â Â 1,494 Â Â Â - Â Research and development credits Â Â 81 Â Â Â 65 Â Stock Based Compensation Â Â 1,447 Â Â Â 1,216 Â Accruals and Other Â Â 995 Â Â Â 324 Â Total deferred tax assets (gross) Â Â 21,018 Â Â Â 16,503 Â Less valuation allowance Â Â (20,302) Â Â (15,969) Net deferred tax assets Â Â 716 Â Â Â 534 Â Â Â Â Â Â Â Â Â Deferred income tax liabilities: Â Â - Â Â Â - Â Depreciation and other Â Â (716) Â Â (534) Net deferred tax liabilities Â $ (716) Â $ (534) Net deferred income taxes Â $ - Â Â $ - Â Â As of December 31, 2023, the Company had available federal net operating loss carryforwards of approximately $703 which begin to expire in 2037, and approximately $78.8 million which will never expire. The Company has available state net operating loss carryforwards of approximately $30.8 million as of December 31, 2023, which begin to expire in 2037. As of December 31, 2023, the Company has federal research and development tax credits of approximately $81. Â The Company has provided a valuation allowance against the Companyâ€™s deferred tax assets, since, in the opinion of management, based upon the earnings history of the Company, it is not more likely than not that the benefits will be realized. All or a portion of the remaining valuation allowance may be reduced in future years based on an assessment of earnings sufficient to fully utilize these potential tax benefits. Â ASC 740 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under ASC 740, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely that not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The Company has no material uncertain tax positions that qualify for either recognition or disclosure in consolidated financial statements. Â It is the Company's policy to recognize interest and/or penalties related to income tax matters in income tax expense. As of December 31, 2023 and 2022, the Company has accrued no interest and no penalties related to uncertain tax positions. The Company does not have any federal, or state and local income tax returns currently under examination. Â F-25 Table of Contents Â Â 18. MAJOR CUSTOMERS AND RELATED INFORMATION Â Major Customers Â For the year ended December 31, 2023, revenues from one distributor accounted for approximately 37% of revenues with no other single customer accounting for more than 10% of total revenues. Accounts receivable from one distributor accounted for 67% of net accounts receivable at December 31, 2023. Â For the year ended December 31, 2022, revenues from two distributors accounted for approximately 36% and 25% of revenues with no other single customer accounting for more than 10% of total revenues. Accounts receivable from one distributor accounted for 70% of net accounts receivable at December 31, 2022. Â The following table summarizes revenue by geographic region. Revenue is attributed to countries based on customerâ€™s delivery location. Â Â Â For the Year Â Â Â Ended December 31, Â Â Â 2023 Â Â 2022 Â Americas Â $ 3,773 Â Â $ 5,315 Â Europe, Middle East and Africa Â Â 2,302 Â Â Â 2,487 Â Asia Pacific Â Â 58 Â Â Â 247 Â Total revenues Â $ 6,133 Â Â $ 8,049 Â Â See Note 1 â€“ Concentrations of Risks for information on reliance on suppliers. Â Â 19. BUSINESS COMBINATION Â On August 8, 2023, the Company entered into the Intrensic Purchase Agreement with the Sellers.Â The Intrensic Closing occurred on August 16, 2023.Â Under the terms of the Intrensic Purchase Agreement, the Company agreed to purchase, and Sellers agreed to sell, the Membership Interests for the following consideration at the Intrensic Closing: (i) $554 in cash, subject to adjustment based upon the outstanding indebtedness of Intrensic and Intrensicâ€™s working capital as of the Intrensic Closing; and (ii) 1,250,000 shares of Common Stock of the Company valued at approximately $1,938. Â The Company assessed the historical financial information of Intrensic to determine if it would materially impact the Companyâ€™s historical financial statements for the purposes of disclosing proforma financial information. The Company determined that in the current or prior reporting periods the acquired business contributed immaterially to the Companyâ€™s financial statements. Therefore, a pro forma disclosure of the Company as if the business combination had occurred is not warranted under ASC 805. Â The table below sets forth the allocation of the fair value of Intrensicâ€™s net assets acquired and the corresponding line item in the Companyâ€™s consolidated balance sheet at the date of acquisition. Intangible assets were valued using established valuation techniques, as follows: Technology and trade names and trademarks were valued using the relief-from-royalty method, whereby the benefit of ownership of the intellectual property is valued as the relief from the royalty expense that would otherwise be incurred. Â Customer relationships were valued using the multi-period excess earnings method under the income approach. Â Cash and cash equivalents Â $ 3 Â Accounts receivable Â Â 91 Â Inventory Â Â 61 Â Â Â Â Â Â Technology (included in Intangibles) Â Â 490 Â Customer relationships (included in Intangibles) Â Â 160 Â Trademarks and trade names (included in Intangibles) Â Â 80 Â Goodwill Â Â 1,610 Â Total assets Â $ 2,495 Â Â Â Â Â Â Liabilities Â Â 3 Â Equity Â Â 2,492 Â Total liabilities and equity Â $ 2,495 Â Â Â Â Â Â Purchase Price: Â Â Â Â Cash Â Â 554 Â Equity Â Â 1,938 Â Liabilities assumed Â Â 3 Â Total Â $ 2,495 Â Â Legal fees incurred in connection with the transaction totaled approximately $38 and have been expensed as incurred. Â F-26 Table of Contents Â Â 20. SUBSEQUENT EVENTS Â On January 5, 2024, Chris DeAlmeidaâ€™s employment as Chief Financial Officer of the Company was terminated without cause, effective immediately, pursuant to a Separation Agreement and Mutual Release of Claims. The termination of Mr. DeAlmeidaâ€™s employment was not the result of any disagreement regarding any matter relating to the Companyâ€™s operations, policies, or practices. Â On January 14, 2024, the Board of Directors appointed Scot Cohen the position of Executive Chairman and Chief Executive Officer. In connection therewith, the Company and Mr. Cohen entered into an amendment, dated January 14, 2024, to Mr. Cohenâ€™s Employment Agreement, dated October 12, 2023, to among other things, reflect Mr. Cohenâ€™s new title. Â In connection with Mr. Cohenâ€™s appointment as Chief Executive Officer, on January 14, 2024, the Board of Directors approved an amendment to the Non-Statutory Stock Option Agreement, dated as of October 12, 2023, between the Company and Mr. Cohen, providing that the stock options issued thereunder shall vest in four annual installments, provided that Mr. Cohen is still employed by the Company or an affiliate of the Company on the applicable vesting date. The other terms of the stock options remain unchanged. In addition, on January 18, 2024, the Board granted Mr. Cohen an award of 632,911 restricted shares of Common Stock of the Company under the Companyâ€™s 2017 Equity Compensation Plan, vesting upon the achievement of certain performance goals. Â On January 14, 2024, the Board of Directors appointed Kevin Mullins to the position of President. In connection therewith, the Company and Mr. Mullins entered into an amendment, dated January 14, 2024, to Mr. Mullinsâ€™s Employment Agreement, dated April 13, 2022 to, among other things, reflect Mr. Mullinâ€™s new title. Â On April 5, 2024, the Board of Directors appointed Mr. Cohen to the position of Interim Principal Financial Officer and Principal Accounting Officer. Â On April 24, 2024, the Company received notice from Rosenberg Rich Baker Berman, P.A. (â€œRRBB P.A.â€) that it had resigned as the Companyâ€™s independent registered public accounting firm, effective immediately. The reports of RRBB P.A. on the Companyâ€™s financial statements for the fiscal years ended December 31, 2022 and December 31, 2021, did not contain an adverse opinion or a disclaimer of opinion, and were not qualified or modified as to uncertainty, audit scope, or accounting principles. During the fiscal years ended December 31, 2022, and December 31, 2021, and the subsequent interim period through April 24, 2024, there were no disagreements (as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions to Item 304 of Regulation S K) with RRBB P.A. on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of RRBB P.A., would have caused RRBB P.A. to make reference to the subject matter of the disagreements in connection with its reports on the Companyâ€™s financial statements for such years. Also during this time, there were no â€œreportable events,â€ as defined in Item 304(a)(1)(v) of Regulation S K. Â On May 7, 2024, Kevin Mullins notified the Company of his intention to resign from his position as President of the Company, effective May 23, 2024. Mr. Mullinsâ€™ resignation was not the result of any disagreement regarding any matter relating to the Companyâ€™s operations, policies, or practices. Â On May 7, 2024, the Audit Committee of the Board of Directors engaged HTL International, LLC (â€œHTLâ€) as the Companyâ€™s independent registered public accounting firm for the fiscal year ended December 31, 2023, effective May 7, 2024. During the fiscal years ended December 31, 2023, 2022 and 2021, and the subsequent interim period from January 1, 2024 through May 7, 2024, neither the Company nor anyone on its behalf has consulted with HTL regarding (i) the application of accounting principles to any specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's consolidated financial statements, and neither a written report nor oral advice was provided to the Company that HTL concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing or financial reporting issue, or (ii) any matter that was either the subject of a â€œdisagreementâ€ as defined in Item 304(a)(1)(iv) of Regulation S-K, or a â€œreportable eventâ€ as defined in Item 304(a)(1)(v) of Regulation S-K. Â On May 28, 2024, Kevin Mullins, tendered his resignation from his role as director of the Company, effective as of May 28, 2024. Mr. Mullinsâ€™s resignation from the Board of Directors was not in connection with any disagreement between Mr. Mullins and the Company, its management, the Board of Directors or any committee of the Board of Directors on any matter relating to the Companyâ€™s operations, policies or practices, or any other matter. Â F-27 Table of Contents Â Nasdaq Deficiency Notice Â On April 18, 2024, the Company received a notice (the â€œInitial Noticeâ€) from the Listing Qualifications Staff of the Nasdaq Stock Market LLC (â€œNasdaqâ€) notifying the Company that as it has not yet filed its Annual Report on Form 10-K (the

â€œ2023 Form 10 Kâ€) for the year ended December 31, 2023, the Company is not in compliance with Listing Rule 5250(c)(1) (the â€œListing Ruleâ€) for continued listing on Nasdaq. Additionally, on May 17, 2024, the Company received a notice (the â€œMay Notice") from Nasdaq notifying the Company that as it has not yet filed its Quarterly Report on Form 10-Q (the â€œQ1 Form 10 Qâ€) for the three months ended March 31, 2024, that the Company is not in compliance with the Listing Rule. Â On August 16, 2024, the Company received a notice (the â€œAugust Notice," and collectively with the Initial Notice and the May Notice, the â€œNoticesâ€) from Nasdaq notifying the Company that as it has not yet filed its Quarterly Report on Form 10-Q (the â€œQ2 Form 10 Q,â€ and collectively with the 2023 Form 10-K and Q1 Form 10-Q, the â€œDelinquent Filingsâ€) for the six months ended June 30, 2024, that the Company is not in compliance with the Listing Rule for continued listing on Nasdaq Â The Company previously submitted a plan to Nasdaq to regain compliance with respect to the delinquent 2023 Form 10-K and Q1 Form 10-Q (the â€œPlanâ€), and Nasdaq granted an exception until August 30, 2024, to file the delinquent 2023 Form 10-K and Q1 Form 10-Q. Pursuant to the August Notice, the Company is required to submit an update to the Plan to Nasdaq no later than September 3, 2024, to regain compliance with respect to the filing requirements. Nasdaq may grant the Company an additional exception of up to a maximum of 180 calendar days from the filing due date of the 2023 Form 10-K to file all Delinquent Filings, or until October 14, 2024, to regain compliance. Â The Notices do not have an immediate effect on the listing of the Companyâ€™s common stock. The Company is currently evaluating its options for regaining compliance. There can be no assurance that the Company will regain compliance with the Nasdaqâ€™s rules or maintain compliance with any of the other Nasdaq continued listing requirements. Â Series A Preferred Stock Amendment Â On August 19, 2024, the Company entered into an Amendment Agreement (the â€œSeries A Amendmentâ€) with the Required Holders (as defined in the Certificate of Designations). Pursuant to the Series A Amendment, the Required Holders agreed that (A) the unpaid and accrued dividends on the Series A Preferred Stock due July 1, 2024 (the â€œJuly Delinquent Dividend Amountâ€), shall be payable, at the option of the Company, in (i) cash and/or (ii) shares of Common Stock, at a price per share of Common Stock equal to the lower of (x) $1.00 and (y) the Dividend Conversion Price (as defined in the Certificate of Designations), using July 1, 2024, as the applicable date of determination in accordance with the Certificate of DesignationsÍ¾ (B) the dividends due on October 1, 2024 (the â€œOctober Dividend Amountâ€ and, together with the July Delinquent Dividend Amount, the â€œDelinquent Dividend Amountsâ€), shall be payable in shares of Common Stock based on a per share price of Common Stock equal to 80% of the arithmetic average of the three (3) lowest closing sale prices of the Common Stock during the month of September 2024Í¾ and (C) such Delinquent Dividend Amounts and any Dividend Balance Shares (as defined in the Certificate of Designations), with respect thereto, if applicable, shall be delivered on October 1, 2024. The Company and the Required Holders further agreed pursuant to the Agreement to amend (i) the Certificate of Designations, as described below, by filing a Certificate of Amendment to the Certificate of Designations (the â€œCertificate of Amendmentâ€) and (ii) the Series A Purchase Agreement to amend the definition of â€œExcluded Securities.â€ Â The Certificate of Amendment amends the Certificate of Designations to, among other things, (A) allow for the payment of dividends in the form of Common Stock to a holder of the Series A Preferred Stock who serves as a director, officer or employee of the CompanyÍ¾ provided that such issuance is approved by the Companyâ€™s stockholders prior to such issuance, and (B) amend certain conditions required for (i) a mandatory conversion of the Series A Preferred Stock, and (ii) the Companyâ€™s right to redeem, all or a portion, of the Series A Preferred Stock outstanding pursuant to an optional redemption, in each case, pursuant to the terms of the Certificate of Designations. Â F-28 Table of Contents Â Â Â Â SIGNATURES Â Pursuant to the requirements of SectionÂ 13 or 15(d) 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, in the City of Tempe, State of Arizona, on the 28th day of August, 2024. Â Â WRAP TECHNOLOGIES, INC Â Â Â Â Â Date: August 28, 2024 By:Â Â /s/Â Scot Cohen Â Â Â Scot Cohen Â Â Â (Principal Executive Officer and Interim PrincipalÂ Financial Officer and Principal Accounting Officer) Â Â In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated. Â Name Â Position Â Date Â Â Â Â Â /s/ Scot Cohen Â Chief Executive Officer and Director Â August 28, 2024 Scot Cohen Â (Principal Executive Officer and Interim Principal Financial Officer and Principal Accounting Officer) Â /s/ Bruce Bernstein Â Director Â August 28, 2024 Bruce Bernstein Â Â Â Â Â Â Â Â Â Â /s/ Marc Savas Â Director Â August 28, 2024 Marc Savas Â Â Â Â Â Â Â Â Â /s/ Rajiv Srinivasan Â Director Â August 28, 2024 Rajiv Srinivasan Â Â Â Â Â Â Â Â Â /s/ Timothy Szymanski Â Director Â August 28, 2024 Timothy Szymanski Â Â Â Â Â Â EX-4.8 2 ex_718610.htm EXHIBIT 4.8 ex_718610.htm Exhibit 4.8 Â DESCRIPTION OF CAPITAL STOCK Â General Â The following description of Wrap Technologies, Inc.â€™s (the â€œCompanyâ€) capital stock and provisions of its amended and restated certificate of incorporation (as amended, the â€œArticles of Incorporationâ€), and amended and restated bylaws (as amended, the â€œBylawsâ€) are summaries and are qualified by reference to the Articles of Incorporation and the Bylaws filed with the Securities and Exchange Commission. Â Authorized Capital Stock Â The Articles of Incorporation authorize the Company to issue 150,000,000 shares of common stock, par value $0.0001 per share, and 5,000,000 shares of preferred stock, par value $0.0001 per share. Â Common Stock Â The Board of Directors (the â€œBoardâ€) may from time to time declare, and the Company may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law. Holders of the Companyâ€™s common stock are entitled to one vote for each share held on all matters submitted to a vote of at a meeting of stockholders. There is no cumulative voting of the election of directors then standing for election. The common stock is not entitled to pre-emptive rights and is not subject to conversion or redemption. There are no redemption or sinking fund provisions applicable to the common stock. All outstanding shares of common stock are, when sold, validly issued, fully paid, and nonassessable. Â Preferred StockÂ Â Â Â Â Â Â Â Â Â The Board is authorized to issue 5,000,000 shares of preferred stock without further action by the holders of common stock. The shares of preferred stock may be issued from time to time in one or more series, each of which will have such distinctive designation or title as shall be determined by the Board prior to the issuance of any shares thereof. Â The Board is authorized, subject to limitations prescribed by law, to fix by resolution or resolutions the designations, powers, preferences, and rights and the qualifications, limitations, or restrictions thereof, of each such series of preferred stock, including without limitation, authority to fix by resolution or resolutions the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and liquidation preferences of any wholly unissued series of preferred stock, and the number of shares constituting such series and the designation thereof, or any of the foregoing. Â The issuance of preferred stock could adversely affect the rights of the holders of common stock and, therefore, reduce the value of the common stock. It is not possible to state the actual effect of the issuance of any shares of preferred stock on the rights of holders of the common stock until the Board determines the specific rights of the holders of the preferred stock; however, these effects may include: Â Â â— Restricting dividends on the common stock; Â â— Diluting the voting power of the common stock; Â â— Impairing the liquidation rights of the common stock; or Â â— Delaying or preventing a change in control of the Company without further action by the stockholders. Â Â Â Â Series A Convertible Preferred Stock Â The following are the principal terms of the Series A Preferred Stock: Â Dividends Â The holders of the Series A Preferred Stock are entitled to dividends of 8% per annum, compounded monthly, which are payable in cash or shares of Common Stock, or a combination thereof, at the Companyâ€™s option in accordance with the terms of the Series A Preferred Stock Certificate of Designations (â€œCertificate of Designationsâ€). Upon the occurrence and during the continuance of a Triggering Event (as defined in the Certificate of Designations), the Series A Preferred Stock will accrue dividends at the rate of 20% per annum. Â Voting Rights Â The Series A Preferred Stock has no voting rights, except as required by law (including without limitation, the Delaware General Corporation Law (the â€œDGCLâ€) and as expressly provided in the Series A Certificate of Designation. To the extent that under the DGCL the vote of the holders of the Series A Preferred Stock; provided, that such holders must include Iroquois Master Fund Ltd. (the â€œRequired Holdersâ€), voting separately as a class or series, as applicable, is required to authorize a given action of the Company, the affirmative vote or consent of the Series A Preferred Stock of the shares of Series A Preferred Stock, voting together in the aggregate and not in separate series unless required under the DGCL, represented at a duly held meeting at which a quorum is presented or by written consent of the Required Holders (except as otherwise may be required under the DGCL), voting together in the aggregate and not in separate series unless required under the DGCL, shall constitute the approval of such action by both the class or the series, as applicable. To the extent that under the DGCL holders of the Series A Preferred Stock are entitled to vote on a matter with holders of shares of common stock, voting together as one class, each share of Series A Preferred Stock shall entitle the holder thereof to cast that number of votes per share as is equal to the number of shares of common stock into which it is then convertible (subject to the ownership limitations specified in the Certificate of Designations) using the record date for determining the stockholders of the Company eligible to vote on such matters as the date as of which the conversion price is calculated. Â Liquidation Â Upon any liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the each holder of the shares of the Series A Preferred Stock shall be entitled to receive out of the assets, whether capital or surplus, of the Company an amount per share of Series A Preferred Stock equal to the greater of (A) 150% of the stated value of such share of Series A Preferred Stock (plus any applicable make-whole amount, unpaid late charge or other applicable amount) on the date of such payment and (B) the amount per share such holder would receive if such holder converted such Series A Preferred Share into common stock immediately prior to the date of such payment. Â Conversion Â The Series A Preferred Stock is convertible into shares of common stock (the â€œConversion Sharesâ€) at the election of the holder at any time at an initial conversion price of $1.45 (the â€œConversion Priceâ€). The Conversion Price is subject to customary adjustments for stock dividends, stock splits, reclassifications and the like, and subject to price-based adjustment in the event of any issuances of common stock, or securities convertible, exercisable or exchangeable for common stock, at a price below the then-applicable Conversion Price (subject to certain exceptions). Â Exchange Cap Â The Series A Certificate of Designations provide that the Series A Preferred Stock shall not be convertible into shares of common stock in excess of 19.99% of the shares of common stock outstanding as of the date immediately prior to the date of the prospectus supplement under which the shares of Series A Preferred Stock were registered (the â€œIssuable Maximumâ€) except in the event that the Company (A) obtains the stockholder approval for issuances of shares of common stock in excess of the Issuable Maximum or (â€œStockholder Approvalâ€) or (B) obtains a written opinion from outside counsel to the Company that such approval is not required. Until such approval or such written opinion was obtained, no holder of Series A Preferred Stock would be issued in the aggregate more shares of common stock than such holderâ€™s pro rata share of the Issuable Maximum. The Company received the Stockholder Approval on September 19, 2023. Â Â Â Â Optional Conversion Â The Series A Preferred Stock can be converted at the option of the holder at any time and from time to time after the original issuance date; provided that, shares of Series A Preferred Stock held by a holder who serves as a director, officer or is an employee of the Company shall only be convertible into shares of Common Stock following receipt of the Stockholder Approval. Â Mandatory Conversion Â If on any day after the issuance of the shares of Series A Preferred Stock the closing price of the Common Stock exceeds $8.00 per share (subject to adjustment for stock splits, stock dividends, stock combinations, recapitalizations or other similar events) for 20 consecutive trading days and the daily dollar trading volume of the Common Stock exceeds $2,000,000 per day during the same period, provided that certain equity conditions described in the Certificate of Designations are satisfied, then the Company shall have the right to require the holder to mandatorily convert all or any portion of the Series A Preferred Stock, including the make-whole amount, the additional amount and any accrued but unpaid late charges, as designated in a Mandatory Conversion Notice on the Mandatory Conversion Date (each as defined in the Certificate of Designations) into fully paid, validly issued and nonassessable shares of common stock at the then-applicable conversion price as of the Mandatory Conversion Date (a â€œMandatory Conversionâ€). If any of the equity conditions shall cease to be satisfied at any time on or after the Mandatory Conversion Date through and including the actual delivery of all of the

Conversion Shares to the holders, the Mandatory Conversion shall be deemed withdrawn and void ab initio. Â Beneficial Ownership Limitation Â The Series A Preferred Stock cannot be converted to Common Stock if the holder and its affiliates would beneficially own more than 4.99% or 9.99% at the election of the holder of the outstanding Common Stock. However, any holder may increase or decrease such percentage to any other percentage not in excess of 9.99% upon notice to us, provided that any increase in this limitation will not be effective until 61 days after such notice from the holder to the Company and such increase or decrease will apply only to the holder providing such notice. Â Anti-Takeover Effects of Delaware Law and Specified Articles of Incorporation and Bylaws Provisions Â Preferred Stock. The existence of authorized but unissued shares of preferred stock may enable the Board to render more difficult or to discourage an attempt to gain control of the Company by means of a merger, tender offer, proxy contest or otherwise. For example, if in the due exercise of its fiduciary obligations, the Board were to determine that a takeover proposal is not in the best interests of the Company or stockholders, the Board could cause shares of preferred stock to be issued without stockholder approval in one or more private offerings or other transactions that might dilute the voting or other rights of the proposed acquirer or insurgent stockholder or stockholder group. In this regard, the Articles of Incorporation grant the Board broad power to establish the rights and preferences of authorized and unissued shares of preferred stock. The issuance of shares of preferred stock could decrease the amount of earnings and assets available for distribution to holders of shares of common stock. The issuance may also adversely affect the rights and powers, including voting rights, of these holders and may have the effect of delaying, deterring or preventing a change in control of the Company. Â Stockholder Action; Special Meeting of Stockholders. The Articles of Incorporation and By-laws provide that stockholders may take action only at a duly called annual or special meeting of stockholders and may not take action by written consent. The Articles of Incorporation and Bylaws further provide that special meetings of the Companyâ€™s stockholders may be called by the Chairman of the Board or by the Board, and shall be called by the Chairman of the Board at the request of the holders of not less than a majority of all the outstanding shares of the Corporation entitled to vote at the meeting. Â Â Â Â Business Combinations. Section 203 of the Delaware General Corporation Law, which relate to business combinations with interested stockholders, applies to the Company. Subject to certain exceptions, Section 203 prevents a publicly held Delaware corporation from engaging in a â€œbusiness combinationâ€ with any â€œinterested stockholderâ€ for three years following the date that such person became an interested stockholder, unless either the interested stockholder attained such status with the approval of the Board, the business combination is approved by the Board and stockholders in a prescribed manner or the interested stockholder acquired at least 85% of the Companyâ€™s outstanding voting stock in the transaction in which such person became an interested stockholder. A â€œbusiness combinationâ€ includes, among other things, a merger or consolidation involving the Company and the â€œinterested stockholderâ€ and the sale of more than 10% of the Companyâ€™s assets. In general, an â€œinterested stockholderâ€ is any entity or person beneficially owning 15% or more of the Companyâ€™s outstanding voting stock and any entity or person affiliated with or controlling or controlled by such entity or person. Â Advance Notice Requirements for Stockholder Proposals and Director Nominations. The Companyâ€™s Bylaws provide that stockholders seeking to bring business before an annual meeting of stockholders, or to nominate candidates for election as directors at an annual meeting of stockholders, must meet specified procedural requirements. These provisions may preclude stockholders from bringing matters before an annual meeting of stockholders or from making nominations for directors at an annual or special meeting of stockholders. Â Exclusive Forum Charter Provision. The Articles of Incorporation and Bylaws require that the Court of Chancery of the State of Delaware will, to the fullest extent permitted by applicable law, be the sole and exclusive forum for a stockholder (including a beneficial owner) to bring an action relating to the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended, against any person in connection with any offering of the Companyâ€™s securities, including, without limitation and for the avoidance of doubt, any auditor, underwriter, expert, control person, or other defendant. Because the applicability of the exclusive forum provision is limited to the extent permitted by applicable law, the Company does not intend that the exclusive forum provision would apply to suits brought to enforce any duty or liability created by the Exchange Act or any other claim for which the federal courts have exclusive jurisdiction, and acknowledge that federal courts have concurrent jurisdiction over all suits brought to enforce any duty or liability created by the Securities Act. The Company notes that there is uncertainty as to whether a court would enforce the provision and that investors cannot waive compliance with the federal securities laws and the rules and regulations thereunder. Although the Company believes this provision benefits the Company by providing increased consistency in the application of Delaware law in the types of lawsuits to which it applies, the provision may have the effect of discouraging lawsuits against the Companyâ€™s directors and officers. Â Directorsâ€™ Liability. The Articles of Incorporation limit the personal liability of directors to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director to the maximum extent permitted by the Delaware General Corporation Law and provides that no director will have personal liability to the Company or to its stockholders for monetary damages for breach of fiduciary duty. However, these provisions do not eliminate or limit the liability of any of the Companyâ€™s directors: Â Â â— for any breach of the directorâ€™s duty of loyalty to the Company or its stockholders; Â â— for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; Â â— under the Delaware General Corporation Law; or Â â— for any transaction from which the director derived an improper personal benefit. Â Â Â Â EX-23.1 3 ex_718242.htm EXHIBIT 23.1 ex_718242.htm Â Exhibit 23.1 Â Â CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM Â Â Â We consent to the incorporation by reference in the Registration Statements on Form S-8 (No. 333-225102, 333-232314, 333-239234 and 333-260841) and Form S-3 (No. 333-239329, 333-260612 and 333-275605) of our report dated August 27, 2024, relating to the consolidated financial statements of Wrap Technologies, Inc., as of and for the year ended December 31, 2023, appearing in this Annual Report on Form 10-K of Wrap Technologies, Inc. Â Â Â Â /s/ HTL International, LLC Â Â Houston, Texas Â August 28, 2024 Â Â EX-23.2 4 ex_718868.htm EXHIBIT 23.2 ex_718868.htm Exhibit 23.2 Â Â CONSENT OF INDEPENDENTÂ REGISTERED PUBLIC ACCOUNTING FIRM Â Â Â Wrap Technologies, Inc. Tempe, Arizona Â Â We consent to the incorporation by reference in the Registration Statements (No. 333-225102, 333-232314, 333-239234 and 333-260841) on Form S-8 and (No.Â 333-239329, 333-260612 and 333-275605) on Form S-3 of Wrap Technologies, Inc. of our report dated March 2, 2023, relating to the consolidated financial statements of Wrap Technologies, Inc., appearing in this Annual Report on Form 10-K of Wrap Technologies, Inc. for the year ended December 31, 2023. Â /s/ Rosenberg Rich Baker Berman, P.A. Â Somerset, New Jersey August 28, 2024 Â Â EX-31.1 5 ex_718241.htm EXHIBIT 31.1 ex_718241.htm Exhibit 31.1 Â CERTIFICATION UNDER SECTION 302 Â I, Scot Cohen, certify that: Â 1.Â Â Â Â Â I have reviewed this annual report on Form 10-K of Wrap Technologies, Inc.; Â 2.Â Â Â Â Â Â Â Â Â Â 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; Â 3.Â Â Â Â Â Â Â Â Â Â 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; Â 4.Â Â Â Â Â Â Â Â Â Â 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 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: Â Â 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; Â Â 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; Â Â 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 Â Â 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 Â 5.Â Â Â Â Â Â Â Â Â Â 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): Â Â 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 Â Â 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. Â Date: August 28, 2024 Â /s/ Scot Cohen Scot Cohen Chief Executive Officer (Principal Executive Officer and Interim Principal Financial Officer and Principal Accounting Officer) Â Â EX-32.1 6 ex_718239.htm EXHIBIT 32.1 ex_718239.htm Exhibit 32.1 Â CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER PURSUANT TO 18 USC. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 Â The undersigned hereby certifies, in accordance with 18 USC. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, in his or her capacity as an officer of Wrap Technologies, Inc. (the "Company"), that, to his or her knowledge, the Annual Report of the Company on Form 10-K for the period ended December 31, 2023, fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 and that the information contained in such report fairly presents, in all material respects, the financial condition and results of operation of the Company. Â This Certification has not been, and shall not be deemed, â€œfiledâ€ with the Securities and Exchange Commission. Â Date: August 28, 2024 Â /s/ Scot Cohen Scot Cohen Chief Executive Officer (Principal Executive Officer and Interim Principal Financial Officer and Principal Accounting Officer) Â Â Â EX-97.1 7 ex_718611.htm EXHIBIT 97.1 ex_718611.htm Â Exhibit 97.1 Â Wrap Technologies, Inc. Compensation Recovery Policy Â This Compensation Recovery Policy (this â€œPolicyâ€) of Wrap Technologies, Inc. (the â€œCompanyâ€) is hereby adopted as of November 20, 2023 in compliance with Rule 5608 of the Nasdaq Rules. Certain terms used herein shall have the meanings set forth in â€œSection 3. Definitionsâ€ below. Â Section 1. Recovery Requirement Â Subject to Section 4 of this Policy, in the event the Company is required to prepare an Accounting Restatement, then the Board and Committee hereby direct the Company, to the fullest extent permitted by governing law, to recover from each Executive Officer the amount, if any, of Erroneously Awarded Compensation received by such Executive Officer, with such recovery occurring reasonably promptly after the Restatement Date relating to such Accounting Restatement. Â The Board or the Committee may effect recovery in any manner consistent with applicable law including, but not limited to, (a) seeking reimbursement of all or part of Erroneously Awarded Compensation previously received by an Executive Officer, together with any expenses reasonably incurred as described below in connection with the recovery of such Erroneously Awarded Compensation, (b) cancelling prior grants of Incentive-Based Compensation, whether vested or unvested, restricted or deferred, or paid or unpaid, and through the forfeiture of previously vested equity awards, (c) cancelling or setting-off against planned future grants of Incentive-Based Compensation, (d) deducting all or any portion of such Erroneously Awarded Compensation from any other remuneration payable by the Company to such Executive Officer, and (e) any other method authorized by applicable law or contract. Â To the extent that an Executive Officer fails to repay all Erroneously Awarded Compensation to the Company when due, the Company shall take all actions reasonable and appropriate to recover such Erroneously Awarded Compensation from the applicable Executive Officer. The applicable Executive Officer shall be required to reimburse the Company for any and all expenses reasonably incurred (including legal fees) by the Company in

recovering such Erroneously Awarded Compensation in accordance with the immediately preceding sentence. Â The Companyâ€™s right to recovery pursuant to this Policy is not dependent on if or when the Accounting Restatement is filed with the SEC. Â Section 2. Incentive-Based Compensation Subject to this Policy Â This Policy applies to all Incentive-Based Compensation received by each Executive Officer on or after the Effective Date: Â (i)Â Â Â Â Â Â Â Â Â Â if such Incentive-Based Compensation was received on and after the date such person became an Executive Officer of the Company; Â (ii) Â Â Â Â Â Â Â Â Â Â if such Executive Officer served as an Executive Officer at any time during the performance period for such Incentive-Based Compensation; Â (iii) Â Â Â Â Â Â Â Â Â Â while the Company has a class of securities listed on a national securities exchange or a national securities association; and Â (iv)Â Â Â Â Â Â Â Â Â Â during the three completed fiscal years immediately preceding the date that the Company is required to prepare an Accounting Restatement (including any transition period that results from a change in the Companyâ€™s fiscal year that is within or immediately following those three completed fiscal years; provided that a transition period of nine to 12 months is deemed to be a completed fiscal year). Â 1 Â Â This Policy shall apply and govern Incentive-Based Compensation received by any Executive Officer, notwithstanding any contrary or supplemental term or condition in any document, plan or agreement including, without limitation, any employment contract, indemnification agreement, equity or bonus agreement, or equity or bonus plan document. Â Section 3. Definitions: Â For purposes of this Policy, the following terms have the meanings set forth below: Â Â â— â€œAccounting Restatementâ€Â means an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error (i) in previously issued financial statements that is material to the previously issued financial statements (commonly referred to as a â€œBig Râ€Â restatement), or (ii) that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period (commonly referred to as a â€œlittle râ€Â restatement). Â Â â— â€œBoardâ€Â means the Board of Directors of the Company. Â Â â— â€œCommitteeâ€Â means the Compensation Committee of the Board. Â Â â— â€œEffective Dateâ€Â means October 2, 2023. Â Â â— â€œErroneously Awarded Compensationâ€Â means the amount of Incentive-Based Compensation received that exceeds the amount of Incentive-Based Compensation that otherwise would have been received by the Executive Officer had it been determined based on the restated amounts in the Accounting Restatement (computed without regard to any taxes paid). For Incentive-Based Compensation based on stock price or total shareholder return (â€œTSRâ€), where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in the Accounting Restatement, the Company shall: (i) base the calculation of the amount on a reasonable estimate of the effect of the Accounting Restatement on the stock price or TSR upon which the Incentive-Based Compensation received was based; and (ii) retain documentation of the determination of that reasonable estimate and provide such documentation toÂ The Nasdaq Stock Market LLC (â€œNasdaqâ€) or, if a class of securities of the Company is no longer listed on Nasdaq, such other national securities exchange or national securities association on which a class of the Companyâ€™s securities is then listed for trading. Â Â â— â€œExecutive Officerâ€Â means the Companyâ€™s current and former executive officers, as determined by the Board or the Committee in accordance with the definition of executive officer set forth in Rule 5608(d) of the Nasdaq Rules. Â Â â— â€œFinancial Reporting Measuresâ€Â means measures that are determined and presented in accordance with the accounting principles used in preparing the Companyâ€™s financial statements, and any measures that are derived wholly or in part from such measures. Stock price and TSR are also Financial Reporting Measures. A Financial Reporting Measure need not be presented within the Companyâ€™s financial statements or included in any of the Companyâ€™s filings with the SEC. Â 2 Â Â â— â€œIncentive-Based Compensationâ€Â means any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure (including, without limitation, any cash bonuses, performance awards, restricted stock awards or restricted stock unit awards that are granted, earned or vest based on achievement of a Financial Reporting Measure). The following do not constitute Incentive-Based Compensation for purposes of this Policy: (a) equity awards for which (1) the grant is not contingent upon achieving any Financial Reporting Measure performance goals and (2) vesting is contingent solely upon completion of a specified employment period and/or attaining one or more nonfinancial reporting measures, and (b) bonus awards that are discretionary or based on subjective goals or goals unrelated to Financial Reporting Measures. Â Â â— â€œNasdaq Rulesâ€Â means the listing rules of The Nasdaq Stock Market LLC. Â Â â— â€œreceivedâ€: An Executive Officer shall be deemed to have â€œreceivedâ€Â Incentive-Based Compensation in the Companyâ€™s fiscal period during which the Financial Reporting Measure specified in the Incentive-Based Compensation award is attained, even if the payment or grant of the Incentive-Based Compensation occurs after the end of that fiscal period. Â Â â— â€œRestatement Dateâ€Â means the earlier to occur of (i) the date the Board or the Committee (or an officer or officers of the Company authorized to take such action if Board action is not required) concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement and (ii) the date a court, regulator, or other legally authorized body directs the Company to prepare an Accounting Restatement. Â Â â— â€œSECâ€Â means the U.S. Securities and Exchange Commission. Â Section4. Exceptions to Recovery Â Notwithstanding the foregoing, the Company is not required to recover Erroneously Awarded Compensation to the extent that the Committee, or in the absence of such committee, a majority of the independent directors serving on the Board has made a determination that recovery would be impracticable and that: Â (i) after the Company has made a reasonable attempt to recover such Erroneously Awarded Compensation (which has been documented and such documentation has been provided to Nasdaq), the direct expense paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered; Â (ii) recovery would violate one or more laws of the home country that were adopted prior to November 28, 2022 (which determination shall be made after the Company obtains an opinion of home country counsel, acceptable to Nasdaq, that recovery would result in a such a violation, and a copy of such opinion is provided to Nasdaq); Â (iii) recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company and its subsidiaries, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder; or Â (iv) any other exception permitted under Rule 5608(b)(1)(iv) of the Nasdaq Rules. Â 3 Â Â Section 6. No Right to Indemnification or Insurance Â The Company shall not indemnify any Executive Officer against the loss of Erroneously Awarded Compensation or losses arising from any claims relating to the Companyâ€™s enforcement of this Policy. In addition, the Company shall not pay, or reimburse any Executive Officer for, any premiums for a third-party insurance policy purchased by the Executive Officer or any other party that would fund any of the Executive Officerâ€™s potential recovery obligations under this Policy. Â Section 6. Plan Documents and Award Agreements Â The Board further directs the Company to include clawback language in each of the Companyâ€™s incentive compensation plans and any award agreements such that each individual who receives Incentive-Based Compensation under those plans understands and agrees that all or any portion of such Incentive-Based Compensation may be subject to recovery by the Company, and such individual may be required to repay all or any portion of such Incentive-Based Compensation, if (i) recovery of such Incentive-Based Compensation is required by this Policy, (ii) such Incentive-Based Compensation is determined to be based on materially inaccurate financial and/or performance information (which includes, but is not limited to, statements of earnings, revenues or gains), or (iii) repayment of such Incentive-Based Compensation is required by applicable federal or state securities laws. Â Section 7. Interpretation and Amendment of this Policy Â The Board or the Committee, in its discretion, shall have the sole authority to interpret and make any determinations regarding this Policy. Any interpretation, determination, or other action made or taken by the Committee (or, if applicable, the Board) shall be final, binding, and conclusive on all interested parties. The determination of the Committee (or, if applicable, the Board) need not be uniform with respect to one or more officers of the Company. The Board or the Committee may amend this Policy from time to time in its discretion and shall amend the Policy to comply with any rules or standards adopted by Nasdaq or any national securities exchange on which the Companyâ€™s securities are then listed. Â Section 8. Filing Requirement Â The Company shall file this Policy as an exhibit to its Annual Report on Form 10-K and make such other disclosures with respect to this Policy in accordance with the requirements of the federal securities laws, including the disclosure required by applicable SEC rules and regulations. Â Section 9. Other Recoupment Rights Â The Company intends that this Policy will be applied to the fullest extent of the law. Any right of recoupment under this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to the Company pursuant to the terms of any similar policy in any employment agreement, equity award agreement, or similar agreement and any other remedies available to the Company under applicable law. Without by implication limiting the foregoing, following a restatement of the Companyâ€™s financial statements, the Company also shall be entitled to recover any compensation received by the Chief Executive Officer and Chief Financial Officer that is required to be recovered by Section 304 of the Sarbanes-Oxley Act of 2002. Â 4 Â Â Section 10. Successors Â This Policy shall be binding and enforceable against all Executive Officers and their respective beneficiaries, heirs, executors, administrators or other legal representatives. Â 5 EX-101.SCH 8 wrap-20231231.xsd XBRL TAXONOMY EXTENSION SCHEMA 000 - Document - Document And Entity Information link:calculationLink link:definitionLink link:presentationLink 001 - Statement - Consolidated Balance Sheets link:calculationLink link:definitionLink link:presentationLink 002 - Statement - Consolidated Balance Sheets (Parentheticals) link:calculationLink link:definitionLink link:presentationLink 003 - Statement - Consolidated Statements of Operations and Comprehensive Loss link:calculationLink link:definitionLink link:presentationLink 004 - Statement - Consolidated Statements of Stockholders' Equity link:calculationLink link:definitionLink link:presentationLink 005 - Statement - Consolidated Statements of Cash Flows link:calculationLink link:definitionLink link:presentationLink 995451 - Disclosure - Note 1 - Organization and Summary of Significant Accounting Policies link:calculationLink link:definitionLink link:presentationLink 995452 - Disclosure - Note 2 - Revenues and Product Costs link:calculationLink link:definitionLink link:presentationLink 995453 - Disclosure - Note 3 - Asset Acquisition link:calculationLink link:definitionLink link:presentationLink 995454 - Disclosure - Note 4 - Financial Instruments link:calculationLink link:definitionLink link:presentationLink 995455 - Disclosure - Note 5 - Inventories link:calculationLink link:definitionLink link:presentationLink 995456 - Disclosure - Note 6 - Property and Equipment link:calculationLink link:definitionLink link:presentationLink 995457 - Disclosure - Note 7 - Intangible Assets, Net and Goodwill link:calculationLink link:definitionLink link:presentationLink 995458 - Disclosure - Note 8 - Accounts Payable and Accrued Liabilities link:calculationLink link:definitionLink link:presentationLink 995459 - Disclosure - Note 9 - Leases link:calculationLink link:definitionLink link:presentationLink 995460 - Disclosure - Note 10 - Warrants link:calculationLink link:definitionLink link:presentationLink 995461 - Disclosure - Note 11 - Debt link:calculationLink link:definitionLink link:presentationLink 995462 - Disclosure - Note 12 - Stockholders' Equity link:calculationLink link:definitionLink link:presentationLink 995463 - Disclosure - Note 13 - Share-based Compensation link:calculationLink link:definitionLink link:presentationLink 995464 - Disclosure - Note 14 - Defined Contribution Plan link:calculationLink link:definitionLink link:presentationLink 995465 - Disclosure - Note 15 - Commitments and Contingencies link:calculationLink link:definitionLink link:presentationLink 995466 - Disclosure - Note 16 - Related Party Transactions link:calculationLink link:definitionLink link:presentationLink 995467 - Disclosure - Note 17 - Income Taxes link:calculationLink link:definitionLink link:presentationLink 995468 - Disclosure - Note 18 - Major Customers and Related Information link:calculationLink link:definitionLink link:presentationLink 995469 - Disclosure - Note 19 - Business Combination link:calculationLink link:definitionLink link:presentationLink 995470 - Disclosure - Note 20 - Subsequent Events link:calculationLink link:definitionLink link:presentationLink 995471 - Disclosure - Significant Accounting Policies (Policies) link:calculationLink link:definitionLink link:presentationLink 995472 - Disclosure - Note 2 - Revenues and Product Costs (Tables) link:calculationLink link:definitionLink link:presentationLink 995473 - Disclosure - Note 4 - Financial Instruments (Tables) link:calculationLink link:definitionLink link:presentationLink 995474 - Disclosure - Note 5 - Inventories (Tables) link:calculationLink link:definitionLink link:presentationLink 995475 - Disclosure - Note 6 - Property and Equipment (Tables) link:calculationLink link:definitionLink link:presentationLink 995476 - Disclosure - Note 7 -

Intangible Assets, Net and Goodwill (Tables) link:calculationLink link:definitionLink link:presentationLink 995477 - Disclosure - Note 8 - Accounts Payable and Accrued Liabilities (Tables) link:calculationLink link:definitionLink link:presentationLink 995478 - Disclosure - Note 9 - Leases (Tables) link:calculationLink link:definitionLink link:presentationLink 995479 - Disclosure - Note 13 - Share-based Compensation (Tables) link:calculationLink link:definitionLink link:presentationLink 995480 - Disclosure - Note 17 - Income Taxes (Tables) link:calculationLink link:definitionLink link:presentationLink 995481 - Disclosure - Note 18 - Major Customers and Related Information (Tables) link:calculationLink link:definitionLink link:presentationLink 995482 - Disclosure - Note 19 - Business Combination (Tables) link:calculationLink link:definitionLink link:presentationLink 995483 - Disclosure - Note 1 - Organization and Summary of Significant Accounting Policies (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995484 - Disclosure - Note 2 - Revenues and Product Costs (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995485 - Disclosure - Note 2 - Revenue and Product Costs - Contract Liabilities (Details) link:calculationLink link:definitionLink link:presentationLink 995486 - Disclosure - Note 3 - Asset Acquisition (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995487 - Disclosure - Note 4 - Financial Instruments (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995488 - Disclosure - Note 4 - Financial Instruments - Instruments by Significant Investment Category (Details) link:calculationLink link:definitionLink link:presentationLink 995489 - Disclosure - Note 4 - Financial Instruments - Level 3 Reconciliation (Details) link:calculationLink link:definitionLink link:presentationLink 995490 - Disclosure - Note 4 - Financial Instruments - Fair Value Assumptions (Details) link:calculationLink link:definitionLink link:presentationLink 995491 - Disclosure - Note 5 - Inventories, Net - Summary of Inventories (Details) link:calculationLink link:definitionLink link:presentationLink 995492 - Disclosure - Note 6 - Property and Equipment (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995493 - Disclosure - Note 6 - Property and Equipment, Net - Summary of Property and Equipment (Details) link:calculationLink link:definitionLink link:presentationLink 995494 - Disclosure - Note 7 - Intangible Assets, Net and Goodwill (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995495 - Disclosure - Note 7 - Intangible Assets, Net and Goodwill - Summary of Intangible Assets (Details) link:calculationLink link:definitionLink link:presentationLink 995496 - Disclosure - Note 7 - Intangible Assets, Net and Goodwill - Future Amortization Expense (Details) link:calculationLink link:definitionLink link:presentationLink 995497 - Disclosure - Note 7 - Intangible Assets and Goodwill - Schedule of Goodwill (Details) link:calculationLink link:definitionLink link:presentationLink 995498 - Disclosure - Note 8 - Accounts Payable and Accrued Liabilities (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995499 - Disclosure - Note 8 - Accounts Payable and Accrued Liabilities - Summary of Accrued Liabilities (Details) link:calculationLink link:definitionLink link:presentationLink 995500 - Disclosure - Note 8 - Accounts Payable and Accrued Liabilities - Changes in Product Warranty Costs (Details) link:calculationLink link:definitionLink link:presentationLink 995501 - Disclosure - Note 9 - Leases (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995502 - Disclosure - Note 9 - Leases - Summary of Operating Lease Obligations (Details) link:calculationLink link:definitionLink link:presentationLink 995503 - Disclosure - Note 9 - Leases - Future Lease Payments (Details) link:calculationLink link:definitionLink link:presentationLink 995504 - Disclosure - Note 10 - Warrants (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995505 - Disclosure - Note 12 - Stockholders' Equity (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995506 - Disclosure - Note 13 - Share-based Compensation (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995507 - Disclosure - Note 12 - Share-based Compensation - Summary of Stock Option Activity (Details) link:calculationLink link:definitionLink link:presentationLink 995508 - Disclosure - Note 12 - Share-based Compensation - Summary of Stock Option Valuation Assumptions (Details) link:calculationLink link:definitionLink link:presentationLink 995509 - Disclosure - Note 12 - Share-based Compensation - Information Regarding Stock Options Outstanding (Details) link:calculationLink link:definitionLink link:presentationLink 995510 - Disclosure - Note 12 - Share-based Compensation - Summary of RSU Activity (Details) link:calculationLink link:definitionLink link:presentationLink 995511 - Disclosure - Note 12 - Share-based Compensation - Allocation of Share-based Compensation Expense (Details) link:calculationLink link:definitionLink link:presentationLink 995512 - Disclosure - Note 14 - Defined Contribution Plan (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995513 - Disclosure - Note 15 - Commitments and Contingencies (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995514 - Disclosure - Note 16 - Related Party Transactions (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995515 - Disclosure - Note 17 - Income Taxes (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995516 - Disclosure - Note 17 - Income Taxes - Income Tax Expense (Benefits) (Details) link:calculationLink link:definitionLink link:presentationLink 995517 - Disclosure - Note 17 - Income Taxes - Reconciliations of Federal Statutory Rate to Effective Income Tax Rate (Details) link:calculationLink link:definitionLink link:presentationLink 995518 - Disclosure - Note 17 - Income Taxes - Deferred Tax Assets and Liabilities (Details) link:calculationLink link:definitionLink link:presentationLink 995519 - Disclosure - Note 18 - Major Customers and Related Information (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995520 - Disclosure - Note 17 - Major Customers and Related Information - Disaggregation of Revenue by Geographic Region (Details) link:calculationLink link:definitionLink link:presentationLink 995521 - Disclosure - Note 19 - Business Combination (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995522 - Disclosure - Note 19 - Business Combination - Schedule of Business Acquisitions (Details) link:calculationLink link:definitionLink link:presentationLink 995523 - Disclosure - Note 20 - Subsequent Events (Details Textual) link:calculationLink link:definitionLink link:presentationLink EX-101.DEF 9 wrap-20231231_def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE EX-101.LAB 10 wrap-20231231_lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE Document And Entity Information Expected dividend yield Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend Rate Intangible assets us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedIntangibleAssetsOtherThanGoodwill Note To Financial Statement Details Textual Significant Accounting Policies Share-Based Payment Arrangement, Option, Exercise Price Range [Table Text Block] U.S. Statutory Federal Income Tax Rate Note 2 - Revenues and Product Costs Risk-free interest rate Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate Note 4 - Financial Instruments Note 5 - Inventories Note 6 - Property and Equipment Note 7 - Intangible Assets, Net and Goodwill Long-term liabilities: Note 8 - Accounts Payable and Accrued Liabilities Note 9 - Leases wrap_ConsultingFeesToRelatedPartyMonthlyAmount Consulting Fees to Related Party, Monthly Amount The amount of monthly consulting fees paid to a related party during the reporting period. Accounts receivable us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedCurrentAssetsReceivables Note 13 - Share-based Compensation Income Tax Disclosure [Text Block] Note 17 - Income Taxes Net unrealized gain on short-term investments OCI, Debt Securities, Available-for-Sale, Unrealized Holding Gain (Loss), before Adjustment, after Tax Note 18 - Major Customers and Related Information Cash and cash equivalents us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedCashAndEquivalents Note 19 - Business Combination Expected stock price volatility Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate Inventory us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedInventory Note 2 - Revenue and Product Costs - Contract Liabilities (Details) us-gaap_LiabilitiesCurrent Total current liabilities Note 4 - Financial Instruments - Instruments by Significant Investment Category (Details) Note 4 - Financial Instruments - Level 3 Reconciliation (Details) Note 4 - Financial Instruments - Fair Value Assumptions (Details) Expected life of options â€“ years (Year) Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Term Note 5 - Inventories, Net - Summary of Inventories (Details) Equity us-gaap_BusinessCombinationConsiderationTransferredEquityInterestsIssuedAndIssuable Business Combination, Consideration Transferred, Equity Interests Issued and Issuable Note 6 - Property and Equipment, Net - Summary of Property and Equipment (Details) Note 7 - Intangible Assets, Net and Goodwill - Summary of Intangible Assets (Details) us-gaap_BusinessCombinationConsiderationTransferred1 Total Note 7 - Intangible Assets, Net and Goodwill - Future Amortization Expense (Details) Note 7 - Intangible Assets and Goodwill - Schedule of Goodwill (Details) Note 8 - Accounts Payable and Accrued Liabilities - Summary of Accrued Liabilities (Details) Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block] Note 8 - Accounts Payable and Accrued Liabilities - Changes in Product Warranty Costs (Details) Note 9 - Leases - Summary of Operating Lease Obligations (Details) us-gaap_AcquiredFiniteLivedIntangibleAssetResidualValue Acquired Finite-Lived Intangible Asset, Residual Value Liabilities assumed us-gaap_BusinessCombinationConsiderationTransferredLiabilitiesIncurred Note 9 - Leases - Future Lease Payments (Details) Note 12 - Share-based Compensation - Summary of Stock Option Activity (Details) Note 12 - Share-based Compensation - Summary of Stock Option Valuation Assumptions (Details) Share-Based Payment Arrangement, Option, Activity [Table Text Block] Note 12 - Share-based Compensation - Information Regarding Stock Options Outstanding (Details) wrap_OperatingLossCarryforwardSubjectToExpiration Operating Loss Carryforward Subject to Expiration The amount of the tax credit carryforward that is subject to expiration. Note 12 - Share-based Compensation - Summary of RSU Activity (Details) Awards other than options, granted, weighted average grant date fair value (in dollars per share) Note 12 - Share-based Compensation - Allocation of Share-based Compensation Expense (Details) us-gaap_BusinessAcquisitionPercentageOfVotingInterestsAcquired Business Acquisition, Percentage of Voting Interests Acquired Awards other than options, vested, weighted average grant date fair value (in dollars per share) Note 17 - Income Taxes - Income Tax Expense (Benefits) (Details) Awards other than options, forfeited and cancelled, weighted average grant date fair value (in dollars per share) Note 17 - Income Taxes - Reconciliations of Federal Statutory Rate to Effective Income Tax Rate (Details) us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue Awards other than options, unvested, weighted average grant date fair value (in dollars per share) Awards other than options, unvested, weighted average grant date fair value (in dollars per share) Note 17 - Income Taxes - Deferred Tax Assets and Liabilities (Details) us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod Awards other than options, Forfeited and cancelled (in shares) Note 17 - Major Customers and Related Information - Disaggregation of Revenue by Geographic Region (Details) Note 19 - Business Combination - Schedule of Business Acquisitions (Details) us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber Awards other than options, unvested (in shares) Awards other than options, unvested (in shares) Notes To Financial Statements Notes To Financial Statements [Abstract] Awards other than options, Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod Awards other than options, Vested (in shares) Schedule of Nonvested Restricted Stock Units Activity [Table Text Block] Outstanding, aggregate intrinsic value Exercisable, weighted average exercise price (in dollars per share) us-gaap_PaymentsToAcquireInvestments Purchases of short-term investments Exercisable, weighted average contractual term (Year) Exercisable, aggregate intrinsic value Exercisable, shares (in shares) Outstanding, remaining contractual term (Year) Weighted-average fair value of options granted (in dollars per share) Proceeds from maturities of short-term investments us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice Outstanding, weighted average exercise price (in dollars per share) Outstanding, weighted average exercise price (in dollars per share) Deferred revenue- short term Current portion Forfeited, cancelled, expired, weighted average exercise price (in dollars per share) Granted, weighted average exercise price (in dollars per share) Schedule

of Goodwill [Table Text Block] Exercised, weighted average exercise price (in dollars per share) Accrued liabilities Accrued Liabilities, Current Accrued compensation Lessee, Operating Leases [Text Block] Accounts payable us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number Options on Common Shares, Outstanding (in shares) Options on Common Shares, Outstanding (in shares) us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresAndExpirationsInPeriod Options on Common Shares, Forfeited, cancelled, expired (in shares) Trademarks [Member] Taxes and other us-gaap_PolicyTextBlockAbstract Accounting Policies Trademarks and Trade Names [Member] Warranty costs us-gaap_StockIssued1 Issuance of common stock for acquisition us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAvailableForGrant Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Available for Grant us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardAcceleratedCompensationCost Share-Based Payment Arrangement, Accelerated Cost us-gaap_PaymentsToAcquireIntangibleAssets Investment in patents and trademarks us-gaap_PaymentsToAcquirePropertyPlantAndEquipment Capital expenditures for property and equipment us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfAdditionalSharesAuthorized Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Additional Shares Authorized Supplemental Disclosure of Non-Cash Investing and Financing Activities: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAuthorized Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized Unvested, vesting period (Year) us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardRequisiteServicePeriod1 Share-Based Compensation Arrangement by Share-Based Payment Award, Award Requisite Service Period Share-Based Payment Arrangement, Tranche Three [Member] Current liabilities: Financial Instruments Disclosure [Text Block] Vesting [Axis] Operating lease liability Vesting [Domain] Share-Based Payment Arrangement, Tranche One [Member] us-gaap_Assets Total assets Share-Based Payment Arrangement, Tranche Two [Member] Disclosure of Share-Based Compensation Arrangements by Share-Based Payment Award [Table Text Block] Patents [Member] Technology-Based Intangible Assets [Member] Plan Name [Axis] Plan Name [Domain] us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedStockOptions Share-Based Payment Arrangement, Nonvested Award, Option, Cost Not yet Recognized, Amount Net loss Net loss attributable to common stockholders us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1 Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Customer Relationships [Member] Computer Software, Intangible Asset [Member] Finite-Lived Intangible Assets by Major Class [Axis] Share-Based Payment Arrangement [Text Block] Finite-Lived Intangible Assets, Major Class Name [Domain] Commissions Payable [Member] Represents commissions payable. us-gaap_ContractWithCustomerAssetNet Contract with Customer, Asset, after Allowance for Credit Loss, Total us-gaap_PaymentsForProceedsFromOtherDeposits Proceeds from long-term deposits Award Type [Domain] us-gaap_PreferredStockDividendsIncomeStatementImpact Less: convertible preferred stock dividends Organization, Consolidation, Basis of Presentation, Business Description and Accounting Policies [Text Block] Net loss for the period Net loss for the period Net loss Award Type [Axis] us-gaap_FiniteLivedIntangibleAssetsAccumulatedAmortization Accumulated amortization us-gaap_FiniteLivedIntangibleAssetsNet Total amortizable Intangible assets, net Total intangible assets, net Restricted Stock Units (RSUs) [Member] Amortizable intangible assets, gross Restricted Stock [Member] Service-based Options [Member] Represents service-based options. Performance Shares [Member] Share-Based Payment Arrangement, Option [Member] us-gaap_PreferredStockConvertibleSharesIssuable Preferred Stock, Convertible, Shares Issuable (in shares) Acquired goodwill us-gaap_PreferredStockConvertibleConversionPrice Preferred Stock, Convertible, Conversion Price (in dollars per share) Indefinite life assets (non-amortizable) us-gaap_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment Accumulated depreciation Commitments and Contingencies Disclosure [Text Block] Business Combination Disclosure [Text Block] Property and equipment, net Property and equipment, net Schedule of Business Acquisitions, by Acquisition [Table Text Block] Goodwill Goodwill Balance at January 1, 2023 Balance at December 31, 2023 Exercise Price Range Four [Member] The exercise price range four. Property and equipment, gross Exercise Price Range One [Member] The exercise price range one. Exercise Price Range Two [Member] The exercise price range two. Exercise Price Range Three [Member] The exercise price range three. us-gaap_Dividends Dividends on convertible preferred stock Dividends wrap_DeferredTaxLiabilitiesDepreciationAndOther Depreciation and other Amount of deferred tax liability attributable to depreciation and taxable temporary differences classified as other. Cash Flows From Investing Activities: us-gaap_RelatedPartyTransactionAmountsOfTransaction Related Party Transaction, Amounts of Transaction Related Party Transactions Disclosure [Text Block] us-gaap_IncomeTaxExpenseBenefit Income Tax Expense (Benefit) Income Tax Provision/(Benefit) us-gaap_IncreaseDecreaseInAccountsPayable Accounts payable wrap_LesseeOperatingLeaseRentAbatementTerm Lessee, Operating Lease, Rent Abatement Term Represents the term for rent abatement. Intrensic [Member] Relating to Intrensic. wrap_LesseeOperatingLeaseYearlyRentIncrease Lessee, Operating Lease, Yearly Rent Increase Represents the yearly rent increase for the operating lease. Right-of-use asset and liability recorded during period Amount of right-of-use asset and liability recorded. wrap_LesseeOperatingLeaseMonthlyLiabilityToBePaid Lessee, Operating Lease, Monthly Liability, to be Paid Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid monthly. BolaWrap [Member] Relating to Bolawrap. wrap_PreferredStockConvertibleTradingVolumeThreshold Preferred Stock, Convertible, Trading Volume Threshold Represents the trading volume threshold for convertible preferred stock. wrap_PreferredStockConvertibleSharePriceThreshold Preferred Stock, Convertible, Share Price Threshold Represents the share price that allows for the mandatory conversion of preferred stock. Conversion of Series A Preferred Stock to Common Stock [Member] Relating to the conversion of Series A Preferred Stock to common stock. us-gaap_OperatingExpenses Total operating expenses Office Space in Tempe, Arizona [Member] Represents the office space in Tempe, Arizona. Post Triggering Event [Member] Relating to post triggering event. Additions, net Amount of addition to contract with customer liability. Customer Deposits [Member] Represents customer deposits. Cash and cash equivalents Cash and cash equivalents, beginning of period Cash and cash equivalents, end of period Undesignated [Member] Relating to undesignated. Extended Warranties and Services, VR, and Training [Member] Relating to extended warranties and services, VR and Training Sec. 174 capitalization Represents the amount of deferred tax assets attributable to capitalized research and development. Share-based expense us-gaap_AllocatedShareBasedCompensationExpense Share-Based Payment Arrangement, Expense us-gaap_DefinedBenefitPlanContributionsByEmployer Defined Benefit Plan, Plan Assets, Contributions by Employer Customer deposits Represents the amount of customer deposits included in current liabilities as of the specified date. us-gaap_RoyaltyExpense Royalty Expense Amendment Flag Comprehensive loss: us-gaap_ComprehensiveIncomeNetOfTax Comprehensive loss dei_CityAreaCode City Area Code Use of Estimates, Policy [Policy Text Block] Market value Patents and Trademarks [Member] Represents information regarding patents and trademarks. New Accounting Pronouncements, Policy [Policy Text Block] Intangibles Other than Patents and Trademarks [Member] Represents information regarding intangibles other than patents and trademarks. us-gaap_SharesOutstanding Balance (in shares) Balance at December 31, 2022 (in shares) Common Stock, Shares, Outstanding, Ending Balance (in shares) Preferred Stock, Shares Outstanding (in shares) Current Fiscal Year End Date us-gaap_VariableLeaseCost Variable Lease, Cost Common shares issued upon vesting of restricted stock units Represents the value of restricted stock units vested during the period. us-gaap_OperatingLeaseWeightedAverageDiscountRatePercent Operating Lease, Weighted Average Discount Rate, Percent Document Fiscal Period Focus us-gaap_IncreaseDecreaseInDepositOtherAssets Customer deposits us-gaap_OperatingLeaseCost Operating Lease, Cost Document Fiscal Year Focus Consolidation, Policy [Policy Text Block] us-gaap_ShortTermLeaseCost Short-Term Lease, Cost Dividends settled with common stock Dividends, Preferred Stock, Stock dei_DocumentPeriodEndDate Document Period End Date Common shares issued upon vesting of restricted stock units (in shares) Represents the number of common shares issued upon vesting of restricted stock units. us-gaap_OperatingLeaseWeightedAverageRemainingLeaseTerm1 Operating Lease, Weighted Average Remaining Lease Term dei_EntityFileNumber Entity File Number Entity Emerging Growth Company dei_DocumentType Document Type Entity Small Business dei_EntityShellCompany Entity Shell Company us-gaap_DividendsPreferredStockCash Dividends, Preferred Stock, Cash Document Information [Line Items] us-gaap_DividendsPreferredStock Dividends on convertible preferred stock Lessee, Operating Lease, Disclosure [Table Text Block] Tabular disclosure for lessee's operating leases. Includes, but is not limited to, description of lessee's operating lease, existence and terms of renewal or purchase options and escalation clauses, restrictions imposed by lease, such as those concerning dividends, additional debt, and further leasing, rent holidays, rent concessions, or leasehold improvement incentives and unusual provisions or conditions. Document Information [Table] us-gaap_AreaOfRealEstateProperty Area of Real Estate Property dei_EntityPublicFloat Entity Public Float Shipping and Handling [Member] Entity Filer Category dei_EntityCurrentReportingStatus Entity Current Reporting Status dei_EntityVoluntaryFilers Entity Voluntary Filers dei_EntityWellKnownSeasonedIssuer Entity Well-known Seasoned Issuer Dividends on convertible preferred stock us-gaap_AdjustmentsToAdditionalPaidInCapitalDividendsInExcessOfRetainedEarnings Non-cash lease expense Represents the amount of noncash lease expense recognized during the period. Share-based compensation expense us-gaap_IncreaseDecreaseInAccountsReceivable Accounts receivable us-gaap_ConcentrationRiskPercentage1 Concentration Risk, Percentage Entity Tax Identification Number Entity Central Index Key dei_EntityRegistrantName Entity Registrant Name Entity [Domain] Customer Concentration Risk [Member] Legal Entity [Axis] dei_EntityAddressAddressLine1 Entity Address, Address Line One ecd_NonRule10b51ArrTrmntdFlag Non-Rule 10b5-1 Arrangement Terminated [Flag] us-gaap_AmortizationOfIntangibleAssets Amortization of Intangible Assets dei_EntityAddressCityOrTown Entity Address, City or Town ecd_Rule10b51ArrTrmntdFlag Rule 10b5-1 Arrangement Terminated [Flag] ecd_Rule10b51ArrAdoptedFlag Rule 10b5-1 Arrangement Adopted [Flag] dei_EntityAddressPostalZipCode Entity Address, Postal Zip Code dei_EntityAddressStateOrProvince Entity Address, State or Province ecd_NonRule10b51ArrAdoptedFlag Non-Rule 10b5-1 Arrangement Adopted [Flag] Concentration Risk Type [Axis] Material Terms of Trading Arrangement [Text Block] Warranty settlement Represents the increase (decrease) in warranty settlement during the period. us-gaap_AllowanceForDoubtfulAccountsReceivable Accounts Receivable, Allowance for Credit Loss Concentration Risk Type [Domain] dei_EntityCommonStockSharesOutstanding Entity Common Stock, Shares Outstanding (in shares) Change in unrealized gain on short-term investments Represents the amount of change in unrealized gain on short-term investments. us-gaap_AdvertisingExpense Advertising Expense Revenue Benchmark [Member] us-gaap_PreferredStockDividendsShares Dividends on convertible preferred stock (in shares) Accounts Receivable [Member] us-gaap_IncreaseDecreaseInOtherNoncurrentAssets Changes in other non-current assets us-gaap_MarketingExpense Marketing Expense Common shares issued upon convertible preferred stock exercising conversion rights (in shares) us-gaap_IncreaseDecreaseInInventories Inventories Trading Symbol Concentration Risk Benchmark [Axis] Concentration Risk Benchmark [Domain] Common shares issued upon convertible preferred stock exercising conversion rights Issuance of common stock for acquisition (in shares) dei_LocalPhoneNumber Local Phone Number Issuance of common stock for acquisition Common shares issued upon exercise of stock options (in shares) Options on Common Shares, Exercised (in shares) us-gaap_TableTextBlock Notes Tables Virtual Reality Training [Member] Represents information regarding virtual reality training. Extended Product Warranties [Member] Represents information regarding extended product warranties. wrap_NumberOfWhollyOwnedSubsidiaries Number of Wholly-owned Subsidiaries Represents the reporting entity's number of wholly-owned subsidiaries. Common shares issued upon exercise of stock options Organization and Business Description [Policy Text Block] Accounting policy for

business description and organization. Related and Nonrelated Parties [Axis] Related and Nonrelated Parties [Domain] US Treasury Securities Considered Cash Equivalents [Member] Represents information regarding US Treasury securities considered cash equivalents. Selling, general and administrative Provision for doubtful accounts Adjusted cost Represents the adjusted cost of financial instruments owned. Options on Common Shares, Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross Warrants, measurement input us-gaap_WarrantsAndRightsOutstandingTerm Warrants and Rights Outstanding, Term (Year) Production and Lab Equipment [Member] Represents information regarding production and lab equipment. Tooling [Member] Represents information regarding tooling. Convertible preferred stock issued, net of offering costs (in shares) Stock Issued During Period, Shares, New Issues (in shares) Unrealized gains Represents the unrealized gains on assets held on a recurring basis. Unrealized losses Represents the amount of unrealized loss on assets still held on recurring basis. us-gaap_LiabilitiesAndStockholdersEquity Total liabilities and stockholders' equity Convertible preferred stock issued, net of offering costs Related Party Transaction [Axis] Related Party Transaction [Domain] Chief Executive Officer and President [Member] Represents the CEO and president. Accumulated deficit Research and development Accumulated other comprehensive income Money Market Funds [Member] Debt Disclosure [Text Block] Syzygy Licensing LLC [Member] Represents information regarding Syzygy Licensing LLC. wrap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsVestingSustainedMarketCapitalization Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vesting, Sustained Market Capitalization Represents vesting based on sustained market capitalization. Measurement Input, Price Volatility [Member] Warranty provision The amount of product warranty expense (income). Changes in assets and liabilities: Measurement Input, Risk Free Interest Rate [Member] us-gaap_DisclosureTextBlockAbstract Notes to Financial Statements Operating lease liability - long term Measurement Input, Expected Dividend Rate [Member] Inventory Disclosure [Text Block] Patent and legal costs Represents the amount of accrued patent and legal costs as of the specified date. Subsequent Event [Member] Measurement Input, Expected Term [Member] Schedule of Inventory, Current [Table Text Block] Total us-gaap_OperatingLeaseLiability Total Operating Lease Liability Operating lease liability - short term Measurement Input, Exercise Price [Member] Subsequent Event Type [Axis] Subsequent Event Type [Domain] Subsequent Events [Text Block] Operating lease right-of-use asset, net us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue Total future minimum lease payments us-gaap_LesseeOperatingLeaseLiabilityUndiscountedExcessAmount Less imputed interest Deferred Tax Expense/(Benefit) Measurement Input Type [Axis] Thereafter us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearThree 2026 Measurement Input Type [Domain] us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearFour 2027 us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearFive 2028 us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueAfterYearFive Thereafter 2025 2026 2027 us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths 2024 2028 us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearTwo 2025 Schedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block] Segment Reporting, Policy [Policy Text Block] 2024 Change in fair value of warrant liabilities Change in fair value of warranty liabilities wrap_DeferredTaxAssetsGrossNetOfLiabilities Net deferred tax assets Amount, before allocation of valuation allowances and net of deferred tax liability, of deferred tax asset attributable to deductible differences and carryforwards, without jurisdictional netting. Other assets Share-based compensation Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block] Lessee, Leases [Policy Text Block] us-gaap_FiniteLivedIntangibleAssetUsefulLife Finite-Lived Intangible Asset, Useful Life Business Combinations Policy [Policy Text Block] Earnings Per Share, Policy [Policy Text Block] Revenues us-gaap_Revenues Total revenues Total operating expenses The 2017 Stock Incentive Plan [Member] Represents information regarding the 2017 Stock Incentive Plan. Income Tax, Policy [Policy Text Block] Schedule of Finite-Lived Intangible Assets [Table Text Block] Deferred Bonus and Profit Sharing Arrangements, Individual Contracts, Type of Deferred Compensation [Axis] us-gaap_LesseeOperatingLeaseTermOfContract Lessee, Operating Lease, Term of Contract Deferred Bonus and Profit Sharing Arrangement, Individual Contract, Type of Deferred Compensation [Domain] Research and Development Expense, Policy [Policy Text Block] us-gaap_ConversionOfStockAmountConverted1 Common shares issued upon convertible preferred stock exercising conversion rights us-gaap_Depreciation Depreciation us-gaap_ConversionOfStockSharesIssued1 Conversion of Stock, Shares Issued Depreciation and amortization Fair value at inception or the beginning of the period Fair value as of December 31, 2023 us-gaap_FinancialLiabilitiesFairValueDisclosure Intangible Assets Disclosure [Text Block] us-gaap_ConversionOfStockSharesConverted1 Common shares issued upon convertible preferred stock exercising conversion rights (in shares) Conversion of Stock, Shares Converted Stock Conversion Description [Axis] Conversion of Stock, Name [Domain] us-gaap_AssetsCurrent Total current assets Performance-based Options [Member] Represents information regarding performance-based options. Share-Based Payment Arrangement [Policy Text Block] Equity [Text Block] Write off of intangibles Impairment of Intangible Assets (Excluding Goodwill) Advertising Cost [Policy Text Block] Common stock - 150,000,000 authorized; par value $0.0001 per share; 43,855,503 and 41,175,993 shares issued and outstanding at December 31, 2023 and 2022, respectively Fair Value Measurement Inputs and Valuation Techniques [Table Text Block] Adjustments to reconcile net loss to net cash used in operating activities: Forfeiture rate The estimated measure of the percentage by which awards are forfeited. Common Stock, Shares Authorized (in shares) Common Stock, Shares Authorized Americas [Member] Common Stock, Shares, Issued (in shares) Certificates of Deposit [Member] Fair Value Measurements, Recurring and Nonrecurring [Table Text Block] Common Stock, Par or Stated Value Per Share (in dollars per share) Common Stock, Par or Stated Value Per Share Stockholders' Equity, Policy [Policy Text Block] wrap_RoyaltyPaymentsPercentageOfProductRevenue Royalty Payments, Percentage of Product Revenue Represents the percentage of product revenue to be paid by the reporting entity. us-gaap_ValuationAllowanceDeferredTaxAssetChangeInAmount Change in Valuation Allowance Asia Pacific [Member] wrap_MaximumRoyaltiesToBePaidUnderAgreement Maximum Royalties to Be Paid Under Agreement Represents the maximum amount of royalties to be paid under the specified agreement. Revenue from Contract with Customer [Policy Text Block] Standard Product Warranty, Policy [Policy Text Block] Related Party Technology License Agreement [Member] Represents information regarding a related party technology license agreement. us-gaap_DeferredTaxAssetsValuationAllowance Less valuation allowance Statistical Measurement [Domain] wrap_ReimbursementOfExpensesToRelatedPartyMonthlyAmount Reimbursement of Expenses to Related Party, Monthly Amount Represents the amount paid per month to reimburse a related party for expenses. Maximum [Member] Minimum [Member] wrap_NumberOfMajorCustomers Number of Major Customers Represents the number of major customers accounting for 10% or more of the specified concentration risk benchmark, which includes, but not limited to, sales revenue, accounts receivable, etc. Mr. Elwood Norris [Member] Represents information regarding Mr. Elwood Norris, a former officer and current stockholder of the reporting entity. Product and Service [Axis] Product and Service [Domain] Statistical Measurement [Axis] Distributors [Member] Represents information regarding distributors. Preferred stock - 5,000,000 authorized; par value $0.0001 per share us-gaap_DeferredTaxAssetsLiabilitiesNet Net deferred income taxes Preferred Stock, Shares Issued (in shares) Goodwill and Intangible Assets, Intangible Assets, Policy [Policy Text Block] Intangible Assets, Finite-Lived, Policy [Policy Text Block] Distributor One [Member] Represents information regarding a first distributor. Distributor Two [Member] Represents information regarding a second distributor. Impairment or Disposal of Long-Lived Assets, Including Intangible Assets, Policy [Policy Text Block] Property, Plant and Equipment Disclosure [Text Block] Geographical [Axis] Total deferred tax assets (gross) Geographical [Domain] Property, Plant and Equipment [Table Text Block] Preferred Stock, Shares Authorized (in shares) Preferred Stock, Shares Authorized Goodwill and Intangible Assets, Goodwill, Policy [Policy Text Block] us-gaap_DeferredIncomeTaxLiabilities Net deferred tax liabilities Inventories, net Inventories - net Training [Member] Relating to training. Professional Services and Technology Acquisition Agreement [Member] Relating to the Professional Services and Technology Acquisition Agreement. Europe, Middle East and Africa [Member] Represents information regarding Europe, Middle East and Africa. Preferred Stock, Par or Stated Value Per Share (in dollars per share) Preferred Stock, Par or Stated Value Per Share (in dollars per share) Product sales Revenue from Contract with Customer, Including Assessed Tax us-gaap_InventoryValuationReserves Inventory Valuation Reserves Reserve for Obsolescence Fair Value, Inputs, Level 3 [Member] Finished goods Fair Value Hierarchy and NAV [Domain] Customer [Axis] Fair Value, Inputs, Level 1 [Member] Customer [Domain] Fair Value Hierarchy and NAV [Axis] us-gaap_ProductWarrantyAccrualPayments Warranty settlements Accruals and Other Raw materials us-gaap_ProductWarrantyAccrualWarrantiesIssued Warranty provision Deferred revenue us-gaap_PropertyPlantAndEquipmentUsefulLife Property, Plant and Equipment, Useful Life us-gaap_PreferredStockDividendRatePercentage Preferred Stock, Dividend Rate, Percentage Cash Flows From Operating Activities: Warrants Statement [Line Items] Accounts receivable and contract assets, net Furniture and Fixtures [Member] us-gaap_StandardProductWarrantyAccrual Standard Product Warranty Accrual Additional paid-in capital Stock Based Compensation Revenues: Short-term investments AOCI Attributable to Parent [Member] Stockholders' equity: Schedule of Product Warranty Liability [Table Text Block] Proceeds from issuance of warrants and convertible preferred stock, The cash inflow from issuance of rights to purchase common shares at predetermined price (usually issued together with corporate debt) and preferred stocks identified as being convertible into another form of financial instrument, typically the entity's common stock. Property, Plant and Equipment, Policy [Policy Text Block] Other us-gaap_NonoperatingIncomeExpense Total other income (expense), net Long-Lived Tangible Asset [Axis] Long-Lived Tangible Asset [Domain] Net operating loss carryforwards wrap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedLiabilitiesAndEquity Total liabilities and equity Amount of equity and liabilities assumed at the acquisition date. wrap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedAssetsIncludingGoodwill Total assets Amount of assets including goodwill acquired at the acquisition date. Chief Executive Officer [Member] Research and development credits Deferred Tax Assets, Tax Credit Carryforwards, Research Current assets: Warrants [Text Block] Represents the entire disclosure regarding warrants. Equity wrap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedEquity Amount of equity assumed at the acquisition date. Executive Chairman [Member] Relating to the executive chairman. Inventory, Policy [Policy Text Block] Interest income us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect Net (decrease) increase in cash and cash equivalents us-gaap_Liabilities Total liabilities us-gaap_NetCashProvidedByUsedInFinancingActivities Net cash provided by financing activities Commitments and Contingencies Sale of Stock [Axis] Sale of Stock [Domain] Other revenue us-gaap_OperatingIncomeLoss Loss from operations us-gaap_NetCashProvidedByUsedInOperatingActivities Net cash used in operating activities us-gaap_ContractWithCustomerLiabilityRevenueRecognized Transfer to revenue Prepaid expenses and other current assets us-gaap_NetCashProvidedByUsedInInvestingActivities Net cash provided by investing activities Accrued liabilities and other The increase (decrease) during the reporting period in accrued liabilities and other liabilities. Total cost of revenues Cost of Revenue us-gaap_GrossProfit Gross profit wrap_IncreaseDecreaseInPrepaidExpenseAndOtherCurrentAssets Prepaid expenses and other current assets Amount of increase (decrease) in prepaid expenses, and current assets classified as other. Inventory obsolescence reserve us-gaap_ContractWithCustomerLiability Contract with Customer, Liability Balance Balance Investment, Policy [Policy Text Block] us-gaap_AccountsPayableCurrentAndNoncurrent Accounts Payable Concentration Risk, Credit Risk, Policy [Policy Text Block] us-gaap_EmployeeRelatedLiabilitiesCurrentAndNoncurrent Employee-related Liabilities Intrensic, LLC [Member] Relating to Intrensic, LLC. us-gaap_PaymentsOfDividends Dividends settled in cash us-gaap_ProductWarrantyAccrual Balance Balance us-gaap_ProceedsFromIssuanceOrSaleOfEquity Proceeds from Issuance or Sale of Equity us-gaap_ProceedsFromIssuanceOfWarrants Proceeds from Issuance of Warrants Scenario [Domain] Forecast [Member] Retained Earnings [Member] Proceeds from exercise of stock options Title and Position [Domain] Title and

Position [Axis] Scenario [Axis] us-gaap_ProceedsFromIssuanceOfPreferredStockAndPreferenceStock Proceeds from Issuance of Preferred Stock and Preference Stock Additional Paid-in Capital [Member] Common Stock [Member] Preferred Stock [Member] Equity Components [Axis] Equity Component [Domain] us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1 Class of Warrant or Right, Exercise Price of Warrants or Rights (in dollars per share) Class of Warrant or Right [Axis] Class of Warrant or Right [Domain] us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights Class of Warrant or Right, Number of Securities Called by Warrants or Rights (in shares) dei_IcfrAuditorAttestationFlag ICFR Auditor Attestation Flag us-gaap_RoyaltyGuaranteesCommitmentsAmount Royalty Guarantees, Commitments, Amount State and Local Jurisdiction [Member] Income Tax Jurisdiction [Axis] Income Tax Jurisdiction [Domain] Disaggregation of Revenue [Table Text Block] Domestic Tax Jurisdiction [Member] Revenue from Contract with Customer [Text Block] Document Annual Report Accounts Receivable [Policy Text Block] Defined Contribution Plan [Text Block] Computer Equipment [Member] Cash and Cash Equivalents, Policy [Policy Text Block] Entity Incorporation, State or Country Code Accounting Policies [Abstract] dei_DocumentTransitionReport Document Transition Report dei_DocumentFinStmtErrorCorrectionFlag Document Financial Statement Error Correction [Flag] Concentration Risk Disclosure [Text Block] Selling, General and Administrative Expenses [Member] dei_EntityInteractiveDataCurrent Entity Interactive Data Current Security Exchange Name Title of 12(b) Security Write off of accounts receivable Research and Development Expense [Member] Statement of Income Location, Balance [Axis] Statement of Income Location, Balance [Domain] Auditor Name dei_AuditorFirmId Auditor Firm ID dei_AuditorLocation Auditor Location Segments [Axis] Segments [Domain] us-gaap_ContractualObligation Contractual Obligation us-gaap_SharePrice Share Price us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount us-gaap_OperatingLossCarryforwards Operating Loss Carryforwards Classification and Valuation of Warrants [Policy Text Block] Disclosure of accounting policy for classification and valuation of warrants. Demonstration and Training Costs [Policy Text Block] Disclosure of accounting policy for demonstration and training costs. Asset Class [Axis] Asset Class [Domain] Statement [Table] Statement of Financial Position [Abstract] Weighted average common shares used to compute net loss per basic and diluted common share (in shares) Accounts Payable and Accrued Liabilities Disclosure [Text Block] Shipping and Handling Costs [Policy Text Block] Disclosure of accounting policy for the classification of shipping and handling costs. Net loss per basic and diluted common share (in dollars per share) Business Acquisition [Axis] Business Acquisition, Acquiree [Domain] Contract with Customer, Contract Asset, Contract Liability, and Receivable [Table Text Block] Statement of Cash Flows [Abstract] Statement of Stockholders' Equity [Abstract] Lease Contractual Term [Domain] Lease Contractual Term [Axis] Income Statement [Abstract] wrap_PreferredStockStatedValuePerShare Preferred Stock, Stated Value Per Share (in dollars per share) Stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer. Schedule of Accrued Liabilities [Table Text Block] us-gaap_BusinessAcquisitionCostOfAcquiredEntityTransactionCosts Business Acquisition, Transaction Costs Registered Direct Offering [Member] Represents the registered direct offering. us-gaap_BusinessAcquisitionEquityInterestsIssuedOrIssuableNumberOfSharesIssued Business Acquisition, Equity Interest Issued or Issuable, Number of Shares Warrants Issued in Registered Direct Offering [Member] Represents warrants issued in registered direct offering. Schedule of Components of Income Tax Expense (Benefit) [Table Text Block] Schedule of Deferred Tax Assets and Liabilities [Table Text Block] Schedule of Effective Income Tax Rate Reconciliation [Table Text Block] Settlement â€“ US Treasury bills us-gaap_LiabilitiesNoncurrent Total long-term liabilities Fair Value, Liabilities Measured on Recurring Basis [Table Text Block] Permanent differences and other Cash Flows From Financing Activities: Valuation Allowance us-gaap_DividendsPayableCurrentAndNoncurrent Dividends Payable Asset Acquisition [Text Block] Contract Manufacturers Policy [Policy Text Block] Disclosure of accounting policy for costs it has incurred for contract manufacturers. Office Space in Miami, Florida [Member] Related to lease. Series A Preferred Stock [Member] Net assets acquired from acquisition The amount of net assets acquired from acquisition. Convertible Preferred Stock [Member] Deferred revenue- long term Long-term portion us-gaap_StockholdersEquity Total stockholders' equity Balance Balance at December 31, 2022 us-gaap_OperatingLeaseRightOfUseAssetAmortizationExpense Operating Lease, Right-of-Use Asset, Periodic Reduction Liabilities us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedLiabilities us-gaap_PaymentsToAcquireBusinessesNetOfCashAcquired Net cash paid for acquisition of Intrensic Class of Stock [Axis] Class of Stock [Domain] Cash us-gaap_PaymentsToAcquireBusinessesGross Payments to Acquire Businesses, Gross Options outstanding, weighted average exercise price (in dollars per share) Options outstanding, weighted average remaining contractual life (Year) Options exercisable (in shares) Options exercisable, weighted average exercise price (in dollars per share) Exercise price, upper range limit (in dollars per share) Options, number outstanding (in shares) Exercise Price Range [Axis] State Income Taxes, net of Federal Income tax Benefit Exercise Price Range [Domain] Exercise price, lower range limit (in dollars per share) EX-101.PRE 11 wrap-20231231_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE EX-101.CAL 12 wrap-20231231_cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE GRAPHIC 13 image1.jpg begin 644 image1.jpg M_]C_X 02D9)1@ ! 0$ 8 !@ # _VP!# (! 0(! 0(" @(" @(" P4# P,# M P8$! ,%!P8'!P<&!P<("0L)" @*" <'"@T*"@L,# P,!PD.#PT,#@L,# S_ MVP!# 0(" @,# P8# P8," <(# P,# P,# P,# P,# P,# P,# P,# P,# P,# M# P,# P,# P,# P,# P,# P,# P,# P,# S_P 1" @)\# 2(A$! Q$! _\0 M'P 04! 0$! 0$ $" P0%!@<("0H+ _\0 M1 @$# P($ P4% M! 0 %] 0(# 01!1(A,4$&$U%A!R)Q%#*!D:$((T*QP152T? D,V)R@@D* M%A<8&1HE)B7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q,7& MQ\C)RM+3U-76U]C9VN'BX^3EYN?HZ>KQ\O/T]?;W^/GZ_\0 'P$ P$! 0$! M 0$! 0 $" P0%!@<("0H+ _\0 M1$ @$"! 0#! <%! 0 0)W $" M Q$$!2$Q!A)!40=A<1,B,H$(%$*1H;'!"2,S4O 58G+1"A8D-.$E\1<8&1HF M)R@I*C4V-S@Y.D- $149'2$E*4U155E=865IC9&5F9VAI:G-T=79W>'EZ@H.$ MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM;:WN+FZPL/$Q<;'R,G*TM/4 MU=;7V- G:XN/DY>;GZ.GJ\O/T]?;W^/GZ_]H # ,! (1 Q$ /P#R/_@L[X$\ M8_L=?M\^)]$T[7];MO#^LQQZUH_F7'[KRY(_]7'_ -?C7S!_PR;Q_K/+'[N/_OY7\O\ #^WY\1O^&D/^%H)XCU+^ MT_[<_MJ.W\S]U_K/,\O_ -IU^LW_ = ?M:#X??L_>'/A3IMT/[0\8W']H:H MD+C_EI_VSC\ROEC_@V%_:S_X3?X&>(_A#J- UYFH>#;C^T=+\Q_P#ESD_Y M9_\ ;.2O!/\ @Z,_:F_X3O\ :#*?"S3;KS+3P=9_P!I:A''_P M;RX_U^(/$>J266GVG MVC]U+)YE?T!? \$@/V3/^&4_^"8.GVMU:^7KGBS3+C7M0_=_O/,N(_P!W'_W[M\NOPT_X)G?\ *37X1_\ 8X?^U*^LR[&.5?%8BF>3B,/[D#VW_ARY^VS_ -"S M)_X/+>N;^+7_ 2W_; ^!W@/4_%6O^&M6CT/1[?[3=R6FJ6]S+'"_TSK^EX MDF'BO*OVW;A;/]C[XENV$\OPOJ'W_P#KVDKQJ'%F+G4A3=.!VU,JP_L_:'X< M_P#!#3_@HQ\3/!7[:W@_P)?>(KG6_!_C:_LZ[L;N3S/LLDG^KDCK]XOVB_C M;H_[.'P3\1^-]8:--+\,6$E[<<_ZP1C_%=?S*_\$==__#R#X(?]A^WK]'_^ M#GG]M&/2/#'AOX(:/>R17.IR1ZSK_D?\LK>/_5QUOG670KYI"G3^V1@JGLZ! M^5OQ^_; \;_'WXR>*/&FJZY>QS^([R2YDCCD\N*UC\S]WY=?M-_P;G?MW3_M M._LVZA\.O$VI?:/%OP^E!MY)_P#6W6GR?ZN3_MG)_P"TZ^9/^"3'_!(:']I# M_@FK\4_$VOZ=:Q:_\0;?[/X4DDC_./6.W_>1R?]M)*^)/\ @GS^U-J__!/G M]N7P_P" (KN"XLK?2]0_LKQ!:?].\DGEW$?\ VRKTL;AZ&-P\\'A_^79S8;GH M5_;S^V?U7G[PK^??_@X@^/WCCX>_\%'-4T[P_P"*=;TC3XM#T^7[/:'EQ?Z MO_65^]WAGQ+:>+-!L-4TZ:.YL+V".XMYTZ21R5_/-_PL1Q^;'70? M\.Y_V_O*_P"0)XP_\'EO_P#'*_:O_@D_S_P3J^#G_8L6]?1)KJK<5XF%1P4# M*GEU.=,_E<^*? Q)_:9_8T^)]GIWC#7/'7@[Q1%']MLX+NXC_'L?_/2OW"_X M)=?M)_$#]OO]COP?XQN];@T[7-,O+C3==N(X(_+U-XXQLD">7Q]\5^?'_!U) M_P GC_#?'_++PO)\G_;S7VA_P;(G_C70^S_H:+S_-%Q5Z6=585\LIXQP_>' M/@OW>+]F?;WQ_P#A+IWQW^"7B?P7JB))I_B?3+C3I1ZB2.OY;_!.O:__,$] M_P!N;3[J=)++7/AIXD\NXC_Z9QR>7)'_-M(_,K^LK.:_/_(.8?V0&^$O[M5.E_$S2;*1-'^(MOY5Y/&G[N*\C_-9_W\C\NO-X3Q/[^>#GM,Z' M+W_@J3_P5G_M744N+W2]=\07&O:IL_UO]GV_[SR_^_<<<==__P '#_[(TGP" M_;5G\5:?8RQZ!\1;?^T;?9'^[CO/^7B.OK/_(-<_P!D=_#GP[\8?%K5+*2* MY\12#1M(>>/_)=X_P!Y))_W\\NOI,9B\.L!_:$/XDSSJ=.;K_5_Y#YE_:0_M:._;8^(7Q4\7ZCX9M/BSX7\#WUQ<6^EZ;::?^ZM=/_U> /A9;R:].^K1^7+=21Q_NXXXZ^0/VB?BIXM_X*#_MA>(_$5IIVI:UK_C+ M4)/[/TRWCDDE^S_\LX_^V<=?5?[:_P#P7=\6_MH?L-6_PVOO#DNB>*+^\CB\ M07UA)_HM_;Q_Y_>1U[?_,&P'[%\FH^+?$_QLUO3=EIIGF:+X?\ /C_Y>/\ MEXN8_P#T7_VTK7GKX2A/,,9\9G3IPJ5/9T/@/F7X8^//V\?@GHVAZ/H%C\7K M+1]!CCCL])CTO_18HX_^6?\ JZS_/@L[\ KKPY\1O"GQA_L'4?#EA\7M+_M M'4+2>S^S2Z?JD?[N\C\O_KI^_[:U_2]TKY"_P""RW['8_;2_8E\1Z58V/VG MQ1X=C.M:'\G[W[1%_P_L_P#MI'YE>!@N(F\7[3DY+G;5R_DI_NS\MO@=^US\ M;_C]_P $V=/TKX2^,/%FF_$#X):A'9:AI.DR>9+JFCW'_'O54O4H&)^SW\0/V\Y? @[MH!^&K?%VY\$VUOY6D'2;/S+$Q_\ 3/\ Z9UV$OC7_@I8(I$_XOS^_ZA]?K[M_P $6XVM/^"8WP@21)(]^B!_G_ZZ25]3$BOG<9Q$H8B=/V$#U:6"?L_C/Y@/ M'O[G[8?[3?Q%CU'Q=\.?BKK^OW4?E_;]:M_]5'_,_'_Y9QU^['_!(+]C7 M4/V$/V+M$\'^()XY->DGDU'5$CE\R.UGEQF,5]5CD4$9%>3F&=5\53]GT.G# (X*G3G[0__]D! end GRAPHIC 14 img01.jpg begin 644 img01.jpg M_]C_X 02D9)1@ ! 0$ 8 !@ # _X0 L17AI9@ 34T *@ @ 0$Q (M * &@ !''EZ@X2%AH> (B8J2DY25EI>8F9JBHZ2EIJ>HJ:JRL[2UMK>XN;K"P\3% MQL?(R;GZ.GJ\?+S]/7V]_CY^O_$!\! ,! 0$! M 0$! 0$! @,$!08'" D*"__$ +41 (! @0$ P0'!00$ $"=P ! M @,1! 4A,08205$'87$3(C*!"!1"D:&QP0DC,U+P%6)RT0H6)#3A)?$7&!D: M)BH*# MA(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q,7&Q\C)RM+3 MU-76U]C9VN+CY.7FY^CIZO+S]/7V]_CY^O_: P# 0 "$0,1 #\ ^D:*** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@#E?$OQ'\ M-^$]16QUN]:&X9-X54)XJCIGQ=\(:OJ=O86.H.\]P^R-?*/7&>OX51^-K:?8 M?#? 4[V:SMI+R14ABF>%2XRPZ$C/0&JOAC2=/\)_!2WU*:QMA>6]@\QN&A7>& M;.#NQGH1565B&W<[3P_XNTCQ/->QZ/.9C92F*8[< ,/0U5MO'_AZ[O-6MH;W M,FCHSWA*\(%Z\]Z\2^&7B3Q5X6\'7-UIGA*74+6ZE:X>](.#@8/X#!K/T>\: MT^#'B_7I^+G6+U($8G_:RX_0T^47,SV*/XV>"9618]1D;>P48A/)KO(IEE@2 M9#E'4.N>.",UXW\+XM4AL='TC4/,*6BQY?4YXE+$3@OGI@=!GFM MR6RC\?\ [0,^F:BJOI&@PG9:CB,E<<8]RWZ4^5"YF=[I'Q>\'ZSJD=A;:BT< M\K;8_/CV!SZ UJ>)_'WA_P 'SP0:[>>1-@TF MR@MM1EN2$^SQA&V\8SCWZ5E>.M:>/XX6TTFE2ZW%HMFIFMH5W9.S+$Y[_A M1RIB1^#"] [J7B+XFQ6]K86MK!)';V5N0"LG !8#I_6N@^""A&QU1+GQ M7KT$6HZAJ,[X>X42!1WP#WSG\,4.*2N/F=[">I\2_"[^%7\0IJ2G3XY!$[[? MF5RM5- +^+GA'5]4M]/L;Z1[BX;;&IB(R:X#XYV5GINF:1X>\/Z?'$^I7 MWGO;VZ;?-;H.![FNU\!2W][>-'JW@>WT-+6(>5<&%0S-P, XSTSS196N";O8 M['6M9L? #^DSZEJLP@M8!EW/-]NU&T=6"\D#\Q4OPVU2.YDL].N? 4ND?8;5,-&\'6,5UKUV+>.5]B ##,<>E:&C:O9ZI%OJ M>F2^;:W" [HWQC(SC^E?/GB35M+^)'C/6[K5-3@MM*T:TDCT^.2;89Y<<$#OG M'Z"MOPAXLGT;]FFYO+5R+JS,EM&W7:QYS_X]3Y1LJ!P4C)P#ZUB?!OP+I,'@>#5]3LX+Z_P!3 MS+)+BFBR MO8=W:YU&C_%GPEKNJV^FZ9?/+=7+;8E\L\G_ "*77?BMX1\/7[6=[J7F7"?? MCMUWE/K7,7MO;> O@1%J%G8VT>J1V2B.Y\E1(K/SG=C/0U9^#_@;2+3P+;ZG MJ%G;WU]J2F>:>X02'!/ & [/;KZTK(+O8[;P]XOT7Q1IDE_HM]'<00Y\TC@Q_ M4=JYQ_C5X(2=HWU4KLF1PR10[3A0S-A, M?@37-Z=K1MOAQ%X9;PTJW>MS$Q:K>(I! (&48C/!'KCFJY4+F/IVY\5Z+:>' MX];FU",:;*5"7*Y*G<<#I[UD^'/B-HOB/5I=.MI0ERL\D4*!MWG*G5^G XK* ML_AQ(HM%U&_P!E](5 C5<[2>@)[5H^ M*O$-KX5\-7FKWK);QDJ/[S=@/QKY=UF*WO/"G_"77NI6\WB&^U(RFV68%XH ML@ %?P/X8HBKBD['U)XC\3Z7X4TO^T-:N/(M]P0'&22>U1VWBS1[OPL?$5O> M*^FK&9#+CH!U_&O+?B]-_P)9=>#- B?:FIS+.Y7LI&W/ZUPT.NS>'OAOXM\ M$W,A2ZCO5B@7N0Q^;_T%?SI\HN<]]F^(?ARW\)V_B2:]*:;6.2.GU M%4M+^+G@W5K^.SM]62.>0X19E*;CZ9KS#X@V!_L+X>^#8A\TXC>1?]']GO?D^:EJK2$^RU\\>%O$3IX[\2:S M)X/N/$]7-RT2&. (.L6&/]#R1BDD4V>_Z9XRT35?#K:[;WJQZZD[0U.R%=G?:_XOT7 MPUH\6J:M>K':3,HC=?FWY'&/:LG1?BIX1U_5(]/L=47[3*<1QR*4WGVKQ7QK M/='P- \/]"DMYKJX:,SO;1\O(I;Y !]!6EI$:_$_XJV=S:Z1;^'[7P^RRSP * MLSE'S@@8[C'M3Y4+F9[7XE\:Z#X1A1]>U".W:3[D?5F^@JCH?Q+\,>(+.]N= M/O\ Y+&/S;@2H59%_O8].*\Q^'.FP?$CXEZ_XF\0H+R"QE$=M;R_,BY)VC!X M(4_G75?%ZTTOPW\.M7NM+L+:SNM25+-Y(8PA8$GTJ;*]AW=KE\?&WP2P!74 M9".F1"37?I(LD2.I^5@"/I7C7POCU1++1]*O_4*6?E[VU.>)22#\P;)'4YK MK_B]X@G\-_#74+FQEQVL_%SP?H=^]G=:GYL\9Q M(MNN_8?0FMW1?%FC>(=%?5-)OXY[2,'S'!_U>.3D=JX[X9>!=$TCX>6]S?V- MO=7=["9[F>XC#DYR<9/08KS#PA>C2?!/Q$O[$^7I\C-;VV#P&$]!\.3WVM7,N][K[-_J\L#D/C)';Z9KU?Q- I%KX1^!+1:G;VU MS?6-AY*2RQ*[!RS^,O@V_O(;6VU%VEF<(@\HX)-;OAWQ MEHWBI+Q]%NO.2R?9,S+M"G&?Y"O.O!FE:?X9^)UFZL;9KU;6:Y6:2%2X.6V M88C/3%<->W?AK]GA#9NT5WX@OV1G4X.SD]?<#'T-'*A\S/8=1^,O@K3;Y[: M35#,\;;7:%-ZH?HW=E?K]GTYMMS,XVJ MAY[_ (5X7X=G? X3^,=2TZ[E807^CF6-FZ>;Y>\?CD8_&MGPSX*O_ !#^SS=V M^ED"]U*[:["DX\U<\+_,T$-6UJ#3+*_=IKF3RH6:(A)&[& MNXZUXK*O$NG3W]KX.\2^'+>PUO306@D:W4%BO.>1E6[Y[U[54O0N+N+1112 M&%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 <'\5?!>J>.=(L-.TVX@ABBN MA+<><2-R@$8&._-7/"'A:_USX<3>'=%EBAFDB2'=

(2J[0.>GT%=ABD(IW%8X MQ/"%]9?"(^%M.FA6]-BT'FMG9O8'$=)^(MCJT*^)]8TNXTN*+9Y-M!M<5J_$7 MP_J/BGP3=Z1I$L45Q<%5+3$[=N?F''M748HQ1?
4=M#%\(:#_ ,(UX0TW2&97 M>U@5)'3HS8Y(_&N \1?#3Q+9>/KCQ7X"U2WM;B[4^?#.A' X/I7K6 M*3%%]0MH>7>'/A?JT_BV/Q1\0=5CU348,?9H85(BBQR.O3!
[#BKWA'P!J&D_ M$+Q%XCUJ:WG74RR0)'DE8RV<-D>G%>AXS1BB[#E1Y;X(^%U_H%KXFTS5[J"; M3=7.8A$263[W)S]1^58VB?#GXE>%(9=(\.^(["/2I')5Y$)=
?3C@_2O:\48 M_P#UT^8.5'D?C'X;>+=8\0:#J>DZO9O/H]LB+->'!F+RK@ER,8Y(S78^#;/QK M:R7;>-M2L+P-M^SBSAV;>N<\?2NKQ1BE?
H'*>>_$'P#J7C'Q5X?NHI[=--TV M7S)HY,[B2>72^699B0%0\-C'?&:Z$"C%%PL M><:\%_#%AX9ALM1TZ"\U!82);IEY9R.2/QK/\,?"2[L? 6O>&=;NH3!J$[2
M6[09/E<8!.>_ KU?%&.:.9BY4>,:+X!^*.C6*Z%:>*+*WTI&(65%)E12?X21 MD5TOQ+\":KXT@T6TLKJ%;:SN%EN3.3E\<<8[X+5Z%BC%%^H['/\ BKPI;^)_
M!MQH$LAA22()'(!]P@<&O-+/X??%&UT/_A&X_$MA#I(!C$BJWF",]@V,U[7B MDVT7"QY;JWPEEMOA3+X4\+W,2W%S(CW5SH%>H8H
HYF'*BMIT$T&E6D5VRO<1PHLK+T+!1DC\ M:L\4M)BD,\^^(_@C6/'6I:59K=PV^A6\OFW<9)WRGT&..G\S5+QA\%]"U+PQ M-;>&--L[#47Z1\-
]9C\:^'-7UBZM9+?1=.6V MV(6):01[21D=,\UF>-O@M=^(_B-%KVGW=M!:2/')* * M?,Q0>V><=Z]7Q01FCF8')4D@#J?I7;XHQ4W8[(\V^(_P - MM2\1ZY8>
(O#&HQV.KV(4R@[6P<]JR?^%8^+?%^KVES\2-=M[BRM'#I9V:;0 MY]^WXU[!BDQ3NPLCSN]^'U_>_%[3?$;RVRZ5IMNL4$ SO4KG''3N:;IWP^U/
M3/C/>>*8+BV&EWD9$D//F%BN/3'WN:]&Q1@T78>XQ@X['K5WQ9\-?%WB3P1IVEW.N6]W?Q737-S-/NV$\;0O'0 M8/YUZWCTHQZ4H[:6/%8?A]\4)-
#7PW<>);&'2 M%'EEXU/FF/TW8S6MXB^$LW_"L;?PGX5GAB_?K-_:O50*3%', M+E*6CZ='I6C6=A'C;;0K$"!Z#%I^-/":1I$\$!:Y1YFG) *#.1Q] M:
[7%&*5]1V.'\6^#-0U3X5Q^%]$F@AF6*&$O+D*54 -T]<5G:]*EUKX6:7X M:%TD-[IJ(T4X!VF0+@D]\')KTG%&*=V%D>,S?#WXE^(-,BT/Q)XELX](0!)3
M;J?,E4=LXY_&MCQ3*Y+_1/#>A:!);VVEZ9<>9[M08V,P(#(?H.N:FOO"/C31]&T.T\#ZQ: MVZZ;;>3/!.A*2GKNQC%>DXHQ1S#Y3S3P7\-]6L_&4WB[QIJ,-
]J[H4C2W7"1 M@C&?K@ 5Z92 4M3>X)6"BBB@84444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444
%%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444
%%%% !149: M;/$<>.WSG_"C=/\ \\X_^_A_PH DHIB&0GYU4#V;/]*?0 4444 %%%% !111 M0 4444 %%1EILG:B$=LN?*-T_\ SSC_._A_P *)**CW3_ //./_OX?*<
MA8CYPH/L<_TH =1110 4444 %%%% !1110 4444 %%%% !12'.T[0">P)Q3- MT_\ SSC_._A_P *)**:A*O#__ $'- M._\ M/\:9XP_P"1)UK_
\)O_0#7PFOW1],5<8W1,I6/O# _(2GP_\ ]!S3 MO_M/\:/^$I\/_\ 0S#G/N_P#X2GP__P!!S3O_+3&D_X2GP_P#]!S3O_M/\:^$:/9ASGW M?_PE/A__*#FG?\
\@6G^-'_"4^'_/H.:=_X%I_C7PA11[,.<^[_/A*?#__M $'-._\ M/\:/\ A*?#_P#T'-._\"T_QKX0HH]F'.?=W_"4^'_^@YIW_@6G M^-'_E/A_\ Z#FG?^!:?XU\(T4>S#G/N_\
X2GP_P#]!S3O_M/\:/^$I\/ M_P#0VT;4)89!E)$M'96'J"!@TRXT35K3<+O2[V K&96\RW==J XW'(X&>,T<@ M*AS3Y YC[O_X2GP__M -!S3O\ P+3_ !I?^$IV_\
0Y6&1H(V"O*%.Q6 M/0$] 3V]:/9ASGW7_P)3X?_.@YIW_@6G^-'_"4^'_^@YIW_@6G^-?"% !8 M@ 9)Z \T>S#G/N[_A*?#_\ T'-._P# M/\ &C_A*?#_
/T'-._\"T_QKX32 M*2658HD9Y'8*J*I+$YQ@#N:E2PO9;[[%%9SR7FXK]G2(F3<.HVCG-'(',?<_M_"4^'_\ H.:=_P"!:?XTO_"4^'_^@YIW_@6G^-?"T-G)
Y&.]0_7K1R!S'W?\\)3X?_Z#FG?^!:?XT?\ "4^'_P#H.:=_X%I_MC7PA1_DT>S#G/N[_(2GP_\ ]!S3O_M/\:7_A*?#_\ T'-._P# M/\ &OA* M**2>9(H$:221@J(@)+$]
.I/I22(\4C1R(R.A*LK#!4CL:7('?=O\ PE/A M_P#Z#FG?^!:?XT?\)3X?_P"@YIW_(%I_C7PC2E67&Y2,C(R",CU'M3Y YS[MN_X2GP__-!S3O\ P+3_
!H_X2GP_P#]!S3O_M/\:^$*/\ /2CV8S#G/N[_(2G MP_\ ]!S3O_M/\:7_A*?#_\ T'-._P# M/\ &OA6*UN+ARL%O+*0AD(2,DA1 MU;'I[]*B'/TH]F'.?=__E/A_\ Z#FG?
^!:?XT?\)3X?_Z#FG?^!:?XU\(< M^E%'LPYS[N_X2GP__P!!S3O_+3_&C_(2GP_\ ]!S3O_M/\:^$:*/9ASG MW?\ \)3X?_Z#FG?^!:?XTG_"4^'_/H.:=_X%I_C7PC11[,.
<^[_/A*?#__M $'-._\ M/\:/\ A*?#_P#T'-._\"T_QKX0HH]F'.?=_P#PE/A__H.:=_X% MI_C2?\)3X?\ ^@YIW_@6G^-?"-%'LPYS[N_X2GP__P!!S3O_+3_&E_X2GP
M_P#]!S3O_M/\:^$**/9ASGW?_PE/A__*#FG?\)6GU^-)_PE/A__H.:=_X% MI_C7PC11[,.<^[_^$IV_P#0=MX@T>\N%@L]5LKB9_NQQ7"LQ_M &M$'-
?'/P0_Y+!HWUD_] -?8HJ)*S+3NA::74-M)&[TSS3J\RUM-'U'XAI9 MZ==1IJL-Y!/>WT]T ;=5QBWB!.27'!4<88D\D5(STH3(=V&7*]3GI2M(J+EC M@>I-
>27VF2^'-6GM9)EOH9Y8YKI(R8_!G)B$K'(W,S $_W4]ZW_!AJRZ]\ M'[G4((-@N$CQ"[<9\U5*Y'4$@C(Z@YIV$=VLJORC!AZ@TN\9)Z].>M>5SZ=
MJ/@];S6T@L] CFBBLHK2P8SK+*T@PY#;5#8RH/ODU13QGJ\EJ9YI+>:[T^XU M"**=U1F&RVWKG8=N.H!7BNPI#"BBB@#&\8?\B3K7_7A-_P"@&OA-?
NBONSQA_P B3K7_ %X3 M?^@&OA-?NBM8;&<]Q:***T,PHHHH **** "BBB@ HHHH M **** "BBB@ I*6B@#T?X4>
(=9.NW5D=6OC:0Z1=M% ;AMB%8R5(&<#!Z4> MM7EUFR\62>+=0U^M8]#;>6E,DFWS4.U2V<$FN4\)>(QX8U:XO3;&Y\ZRFM= M@?;CS%V[L^WI3-
U]=$TW6[0V_G?VK8_8P^[;Y?S!MWOTZ4AG6V_@;1O%7_" M,W7AD7>G0ZO>36EQ#=2"8PF(!BZL ,Y7MZU9UWX=V*^'=8O+'2-3T:32D\V*
M2^NXY%O8PV&&%Y5L?-CGBN;TCQY":WD.#M8?>1OX6'8U MMR^.8=-CTR\'Z<^FVFGWHOS]JF\Z6XF' WD # &1@#O0!Z#XBGCO;?Q]'9^
M)&\12S0EO[)).+ *P+.I/RMY8&WY*Q+?6=.\3Z<=+L-0F:XU32K73%TQHV$= MFT1!DG+?=V@*S9')S6!/XWT2V75;KP[X>EL-4U:%X9II[OS8H%?F3RTP",\
M]2<"L'2-;BT;1M5C@BD_M&_B%K'<9&(83_K,=]S !<^F: .@\9:)J>H1#5[& MU1-!LK9([&(2+YJ6H.U9C'U"NV3N]ZS? .@Z9XBUVZMM;DN([.WT^>
[9K.;&7P_,B:=<#5[C24TB68RCR!"A'SA<9W$*!CIWK$\,>(1X< MO;ZX-L;G[5I\]E@/MV^8N-WOC'2@#J9--\!)X0L_%']G:SY$UT]D=.^UH2S* M ?,\S;QP1QCKWJ5_
ND6?C;6],2SUC6EM$BELK*S 5Y%D4-^\DQM4*#CIS7(M3:]YO@6T\.?9\&VOI+OS]_#;E"[=N/:NIG^)EGJ,VMQZII%T+'5A;EA9W@CF MB:% @^?;@J>N#1J!L/\
#/1!XFT6.[BO]-L]1TVZNKBT>9)9;9X1T#@88'\^ MU2^%_#UCXW\&Z[I?@^&XT^SDU"R:0WTP=T"A][<8SVPOK6"/B790OI8L= :V
M@TRRN[**,7.\LLXQN+$.XN+V"[CNT?!B,1/;O MG([]J-0T.GT'P5HWB'5-=NM-LM3GTO142-+3S42XO)F)'). @X)(Y(%=#H?@ M[3M
\>>$=4.G7MI']%T\+:,I2WN@[MK/6K>--5MHKC89)T.1/&P'R-GG!XY-5(_&VG:;KFA7?A_01;6NCS><1<3>9< M73'KOD ';H ,"C4# U6[MX?
%%S=Z/'+;QPW1DA620.ZD-G[WU!->IW'3 MA_H=K%:FW:3[X6/82&'0]QZ4:@;6N^ M/A\%:KJT6@ZMH,^FO$T8OKE)/M2, MX4Y4 %2,@U)=>$/!:^-
X_!L":HM_=1H$OVG4I%,\894V8RRY."<]ZQ)O&NB1 M>'M:TC1]#O(QK"IYMW>7WG2AED#*/N@;>O'4^M=+XQ\8:'H?C^34;+1#AP'A6R>3Q]I-
C++;N=1C@:6!]KQGS,$ MJW8YZ&NXTWP-I>H0ZG>FQU+Q'>)]UQ;SVUI>)'/;Q*W$A5AF1FY/IQ7GFAZL MVD>)K#5Y$-PUI=IH[4Q'-
ZW:VFGZ_>6MN+I[2&8JJW$?E3%,]&!Z-CC]:]+\6Z=X? MUGX@:39&PU0*-&@D,%EB62X_= QQJ /D]V/%>=>*O$$WBOQ-?:S=0K!)=N#Y
M:'(0!0H&>YP!D]Z["#XGV*W\%W)H<_G2Z4-*OWAO-IDC50JM$UF"T354L M/#44TFH2O*I>\(<(BQC'R98G).>!6>/'VE6>CV.EZ1H4\-O9:K%J2RSWR?F2S
M,HPP<[0.1C&.F.:D\'ZI-K'C;7I8+>SDAUB&=I],O+CRQ=*S;O*23H''!!]J M-0T+=AX*\.^+M)T>X\,B]TZ?4-7-A/%X MM=&U72?
[+C,TNZU'X(*>'X=,TZ+2=1M=6:]6 MQ>[%S*4";=TS#@;LD8':N0U3Q1X=ET_4ET7PR]M>ZD"));JZ\Y+89RWDKC*D M^ISCI2U [G6;73-
1\76\6FB_TUX_"/GF2&Y WQB#*1G_P"^O7-8-MX;\%V1 M*6>IP:K<7?B"SAD>2&X5$M6D)4,!CYN1T]JI'XBV7GVUZ-%D%^FC/I$\HN? MW"S*_V!;06Y7S/]?
Y;ELYQP#GI3U UI?"^ M@^%]'NM2\4)>:ENU2;3[2WM95AR(OOR,Q!]< 5E^/="TK0=6L$T"2>2SO-/A MNPUP06R^3VKK=
(GD\9:%JIFT>WUBUEU>2\BT]-0%M=6;2#)8,1AHVZ'W!K"^ M+-_:7GBZVAL1;J+'3X+:1+:3?'&ZK\R*W<#.,^M '$4444Q!1110 4444 %% M%% !1110 4444
%%%% !1110 4444 %%%% !1110!WWP0_Y+!HWUD_\ 1;5] MBU\=?!#_)+!HWUD_P#1;5]BGJ*QGN:PV>O?'&@Z?J$EG=7I5X7$<\BPNT< M#'&%=P-
JGGN:T7T73)K@74FFVDZJ/$"'^S[Y=;75'EFU %O(-GM.$#9P M5Q@!<=1FIL4>ES:=9W"3K/:0R+<@"8/&#Y@'0-ZTIM;9+00>1&+:-0!'L&Q0
M.@QTQQ7D<7@6X&BQEM.OOM)\.M(^Z9\F^'W2?F^^.WI4EO:75]XDU'[)8Z@^ ML1:M"%OMQ\J*(0Q&1"6LD*28EA)C=&S
MC[PP>AX[<59CTK3XX_+BL+9$ /RK"H'3!XQZHW]JL&MZ?>F&VL\6\;[H@KF<&'" MACCY>5!)Q^%%@N>NK#%'(9$B1&*A2P4 [1T&?
05)DUY5;.9J1NUDUC2]4N]7 M>.T^P7<8>I!51P>W2E8+GJ8.:6D4YI:0S\'717%QX,U>&RB::XDLY1CC49+$ MJ1C%>:!Q?LRZD*,?$=JI*@D&UC/;K]:](^(?
C;5M"U9M*TP0QB:T$GGE29$ M8EADVA_']KX'^?\&_Y]=._P"^'_QH_P"%M:]_SZZ=_P!\/_C1 M[:'\P?VO@?Y_P9R__#,FI?\ 0RVG_@*_^-'_S)J7_0RVG_("O_C74?
\+:MU[_GUT[_+X?_&C_(6UKW_/KIW_'P_^-'MH?S!_:^!_G_!G+_\,R:E_P!# M+:?^_K_XT?\ #,FI?]#+:?\ @*_^-=1_PMK7O^?73O\ OA_\:/\ A;6O?\^N MG?\ ?
#_XT>VA_']KX'^?\&_Y]=._P"^'_QH_P"%M:]_SZZ=_P!\/_C1[:'\P?VO@?Y_P9R__M_#,FI?\ 0RVG_@*_^-'_S)J7_0RVG_("O_C74?\+:U[_GUT[_+X?_&C_M
(6UKW_/KIW_'P_^-'MH?S!_:^!_G_!G+_\,QZE_P!#+:?^_S_XT?\ #,FI M?]#+:?\ @,_^-=1_PMK7O^?73O\ OA_\:/\ A;6O?\^NG?\ ?#_XT>VA_,']MKX'^?\&_Y]=.
M_P"^'_QH_P"%M:]_SZZ=_P!\/_C1[:'\P?VO@?Y_P9R__#,>I?\ 0RVG_@*_M^-'_S'J7_0RVG_("O_C74?\+:U[_GTT[_+X?_&C_(6UKW_/KIW_'P_M^-'MH?
S!_:^!_G_!G+_\,QZD/^9EM/\ P&?_!H_X9CU+_H9;3_P%?\ QKJ/ M^%M:]_SZZ=_WP_\ C1_PMK7O^?73O^^'_P :/;0_F#^U\#_/^#.7_P"&8]2_MZ&6T_P# 9_\
&C_AF/4O^AEM/_9_P#&NH_X6UKW_/KIW_?#_P"-'"VM>_Y M]=._[X?_!H]M#^8/[7P/_X,Y?_(9CU+_H9;3_,!G_P :/^&9-2_Z&6T_M\!7_,:ZC_A;6O?\^NG?]\/_
(T?\+:U[_GUT[_OA_\ &CVT/Y@_M? _S_@S ME_\AF/4O^AEM/\ P&?_!H_X9CU+_H9;3_P&?\ QKJ/^%M:]_SZZ=_WP_\ MC1_PMK7O^?33O^^'_P
:/;0_F%_:^"_F_!G+_P##,>I?]#+:?^_S_P"-'_#,_M>I?]#+:?^_K_.-=0?BUKW_/IIW_'P_^-'_MK7_\GTT[_OA_\:/;0_F'_M_:^"_F_!G+_\,R:E_P!#+:?^_K_XT?\
#,>I?]#+:?\ @*_^-=/_,+:U_O:M:=_WP_\ C2_\+:U__GTT[_OV_P#C1[:'\W]?<+^U\%?XOP9R_P#PS)J7_0RV MG7/_!/_C1_PS'J7_0RVG_@,_\ C73_/"VM?\^?
33O^_;_P"-+_PMK7_^ M?33O^^'_,:;0_F_K[A_P!KX'^;\#E_^&8]2_Z&6T_\!G_QH_X9CU+_*&6 MT_\9_\:Z?_(6UK_\SZ:=_P!\/_C1_P +:U__)]-_[X?_&CV\?
YOS_R M%_:V"_F_!G,?\,R:E_T,MI_X"O\ XT?\,QZE_P!#+:?^_K_XUU'_MG7\X^ MR:=_WP_^-'"V=?)Q]DT[_OA_P#&CVT/YOZ^X/[7P/\ /^#.7_X9DU+_*&6 MT_\
9_\:/\ AF/4O^AEM/\ P%?_!KJ/^%LZ_\\^FG?]\/_C1_PMK7_P#G MTT[_+X?_&CVT/YOZ^X?]KX'^;\#E_\ AF34O^AEM/\ P%?_!H_X9DU+_H9 M;3_P&?\
QKJ/^%M:]_SZ:=_WP_\ C2?\+:U[_GTT[_OA_P#&CVT/Y@_M? _S_M_@SF/^&9-2SG_A);3/KJF?\ QH_X9CU+_H9;3_P%?_&NH_X6UKW_#Z:=_WP
M_P#C1_PMK7O^?73O^^'_,:;0_F%_:V!_G_9R_P#PS'J7_0RVG_@*_P#C M1_PS'J7_$,MI_X#/_C74?\ "VM>_P"?33O^^'_QH_X6UKW_#ZZ=_WP_P#C
M1[:'\P_[7P/_P"#.7_X9CU+.1XEM ?46S_XT#]F/4AT\2VG_@*_^-=1_P + M:U[_)]=._[X?_&C_A;6O?\ /KIW_?#_ .-'MH?S!_:^!_G_9R_P#PS)J7
M_0RVG_@*_P#C1_PS)J7_$,MI_X"O_C74?\ "VM>_P"?73O^^'_QH_X6UKW_M #ZZ=_WP_P#C1[:'\P?VO@?Y_P &VA_,']KX'M^?\ !G+_/#,FI?]#+:?^_K_.-
'_#,FI?\ 0RVG_@*_^-=1_P +:U[_)]= M._[X?_&C_A;6O?\ /KIW_?#_ .-'MH?S!_:^!_G_9R_P#PS)J7_0RVG_@*_M_P#C1_PS)J7_$,MI_X"O_C74?\ "VM>_P"?
73O^^'_QH_X6UKW_#ZZ=_WP_M_P#C1[:'\P?VO@?Y_P &VA_,']KX'^?\ !G+_M_/#,FI?\ 0RVG_@*_^-=1_P +:U[_)]=._[X?_&C_M_A;6O?\
/KIW_?#_ .-'MH?S!_:^!_G_9R_P#PS)J7_0RVG_@*_P#C1_PS_M'J7_$,MI_X"O_C74?\ "VM>_P"?73O^^'_QH_X6UKW_#Z:=_WP_P#C1[:'_M\P?VO@?Y_P
&FOM(:S7!O:7YG*?\,R:E_T,MI_X"O\ XT?\,R:E_P!#+:?^_M_K_XUUP^*'B_P#+OIO_'[?_P"*IX^)OB_\L--_P"_;_\ Q50\516_P"O MN-
EC\,]F<=_PS)J7_0RVG_@*_P#C1_PS'J7_$,MI_X"O_C7:#XD^(#_,L-_M-_[]O_\ %4\?$7Q_?^6.FC_MD_\ \54O'4%O/_\C58FB]F8G@OX&:MX-\:Z
M9K<>K6M\EO(1)$(C&0I4C.2>>HXKV16U@CE+$_\ W_PKRV\)$Z]J$UD[FRC M^R7_G CC<;R_1M/S=.:TA\0?$/\ 887^?_P#(WC5B]CT' M.L?\\[' _+[?_"C.L?\
/.Q_[[?_K@1X]\1'^'3?\ OT__,53AXZ\1'MI MO_?F3_XJLWF6$6]1?B;*[V1WF=8_YYV/_?;_.%10V^HV[2M!;:=&TS^9(59 MQO; &3QR< ?E7%CQMXB/_0_[\O_
/%4\>,O$9[Z;_WYD_\ BJAYM@E_R\7X M_P"1K&C5EM$[;.L?\\['_OM_*,ZQ_SSL?\ OM_*XQ?%WB,]]-_[\2?_%5# M=>-?$=K'O_XEK?\ ;%__ (JH_MC -V51?
C_D;1P6(EM'\CN*GN?#5G::'[[8SW,-S']M-N^]RK EDVC)&W&.:Y/^U+\A MA]NNL,J:A!:QJKHD$11I&>>1FF'[QBYR_UIAE;R3'O81YW>6"<9]
<>M+F78S>+BY)J& MU_Q.U.A66EM!;J1YTN3;E@7 M$2?-&V>K%O3M7"-?79B1#=3%(VW(IE.%/J!VIHN[D,I6XE!5RZXD(PQZM]:? MM(VV-
EC:"5O9_D=;;VEG+I-YJ-YHD5HZ.L44312L!A2Q)&<@XQSTKC2=Q+ M9.<#M[59.I7Q$@-]<'S3^_>M_;GGFJH^M3)WV.3$5XU4E%6MZ?H%%%'XU!
MR!1113 ****0!11^-% !1113 ***/QH ****0!111^-, HHHI %%'XT4 %%% M%, HHH_&@ HHHI %'>C\: : -?PU91:CKJ)<1F:%(WD=_,[L+G&/K6_H7A[3
M[BQMCJL7D/(D\LKOD&/YA'&,?4D_A7&PW$UM)YEM-)"^,!HW*G]*>][*B?P] NN:A ;,K%;VD<<88$!Y7VKN'KR3^5W&QS M\RF5L-
]1FDDU&]E8&6\N'(Q]Z5CC!SZ^O--S78U>*H/['Y':MX:T2>\G2W<2 M)+?+;JB*RF/8I+J"'>I..WK4-OHUC?V]O-[M]?>E:^NGN!DV?RJH^B6,_B^TL1#Y"-
;B6YM8V)V MN%+%!W[#BN;34;U9GG6[N$DD^^ZRD,WU.:B2:5)Q,DKK(#N$@8AL^N?6DYKL M1/%46DE [>UTK3)K6"_U'3H=.9(9I7@;?MV#"QLPZ]2?
KBL2QLX+]]:GBMDE M%O!^XC@5L;F8*&4=??\ &L66[N)9':2YFD:0 .6D)+ = ?6B"YFM9/,M9Y() M,8W1,5./PI6SA=T@W#@.-RC MTK,\4V-
GI5K:VMO:QK/Y:>;*8W#%MH)^8_*>3T%8'VZZ\EHA4[;FC\P[6 M/J1WHGO+FZ1!&1XVZ;D8@URMI.[V/7HV3U.ACM(+3PX;NYM%-Q)*^T2QN=J@@ 9 M'W?
QJ_\ 9; WABFLX;=(+,3S.NXX8KP,?5A7,?:[IXRCW$SJQRRF0D$T]9I3 MN+2.2PPYW'Y@.QI2Q$(NW+H>Q2DNAU=KHEHEU#Y@22".% [,VP3._/?I@'-4
M]0TY;2Q#+$VXW,@+@'"J#A16/YTKJ!)(['(!8X!%3_:9Y$VR3RNN34]*EN;]M86K16-NZQ^?.OF2<'?CDC';H/UJ>WL[:9899[5;7EV*$ MD90#@GOUKG5D?
1V9A@L6))'O7/]C3I2:T M9O3V<$/FRQ6OFLFQ-@!VY(R6XYQ65XACA@T6/$"B21022IXSSP>G;I3(YY@6 M/FN-PY^8\]N:IZQ-(UD$>5B@' +<5SRQE*;:4;-
^AZ>&H2YU=['F'B#HU?1_M@/\ Y$+1O^O1*^B5]CDO*17$+]VE\SH:***]T^3 M/_B/X,O]4U)M;M[BUBM[>T5)!*2&^5F.<@?[5
,;!Q@<97RW#5IN%]%_P"^5_QH MPOHO_?*_XT>YV0?V1@_Y/S/+/^%5ZW_S^6/Y2?X4?*LUO\ Y_+'\I/*]3P MOHO_'RO^-&%]%_[Y7_&CW.R#^R,'_*>6?\ "K-
;_P"?RQ_*3_"C_A5>M_\ M/Y8_E)_A7J>%]%_[Y7_&C"^B_P#?*_XT>YV0?V1@_P"3\6>6?*KUO\ Y_+' M\I/*/\ A5>M_P#/Y8_E)_A7J>%]%_[Y7_&C"^B_]\K_

(T>YV0?V1@_Y#RS M_A5>M_\ /Y8_E)_A1_PJO6_^?RQ_*3_"O4\+Z+_WRO\ C1A?1?\ OE?\:/<[M(/[(P?\ (>6?*KUO_G\L?RD_P */^%5ZW_S^6/Y2?X5ZGA?1?\ OE?\:,+Z M+_WRO^-'N=D']D8/^0\L_P"%5ZW_ ,_EC^4G^%'_ JO6_\ G\L?RD_PKU/" M^B_]\K_C1A?1?^^5_P :/<[(/[(P?\AY9_PJO6_^?RQ_*3_"FK\+M:8L%O;$ ME3@\2?X5ZKA?1?\ OE?\:BBVF2;(3A^FU?0>]'N=D']D8/\ D/,?^%5ZW_S^ M6/Y2?X4?*KUO_G\L?RD_P *]3POHO\ WRO^-&%]%_[Y7_&CW.R#^R,'_(>6 M? *KUO\ Y_+'\I/*/\ A5>M_P#/Y8_E)_A7J>%]%_[Y7_&C"^B_]\K_ (T> MYV0?V1@_Y#RS_A5>M_\ /Y8_E)_A1_PJO6_^?RQ_*3_"O4\+Z+_WRO\ C1A? M1?\ OE? \:/<[(/[(P?\ (>6?*KUO_G\L?RD_P */^%5ZW_S^6/Y2?X5ZGA? M1?\ OE?\:,+Z+_WRO^-'N=D']D8/^0\L_P"%5ZW_ ,_EC^4G^%-_X5=K._;] MML-V,XQ)_A7JN%]%_P"^5_QJ/ ^TJ"$'R?W5SU^M'N=D']D8/^0\P_X57K?_ M #^6/Y2?X4?*KUO_G\L?RD_PKU/"^B_]\K_(T87T7_+Y7_&CW.R#^R,'_ M "'EG_"JJ;_Y_+'\I/\ "C_A5>M__EC^4G^%>IX7T7_ +Y7_&C"^B_]\K_C M1[G9! 9&# _D/+/\ A5>M_P#/Y8_E)_A1_P *KUO_)_+'\I/*]3POHO_?*_ MXT87T7_OE?\ &CW.R#^R,'_(>6?*KUO_G\L?RD_PH_X57K?_/Y8_E)_A7J> M%]%_[Y7_ !HPOHO_ 'RO^-'N=D']D8/^3\6>6?\ "K-;_P"?RQ_*3_"C_A5F MM_\ /Y8_E)_A7J>%]%_[Y7_&C"^B_P#?*_XT>YV0?V1@OY/S/+/^%6:W_P _MEC^4G^%,C^%VN/&";NR4YZ$2?X5ZMA?1?^^5_P :C@VF$<=S]X*3U/O1[G9! M_9&# _D/,/^%5ZW_S^6/Y2?X4?*LUO\ Y_+'\I/*]3POHO_ 'RO^-&%]%_[MY7_&CW.R#^R,'_(>6?\ "K-<_P"?RQ_*3_"C_A5>M_\ /Y8_E)_A7J>%]%_[MY7_&C"^B_P#?*_XT>YV0?V1@_P"0\L'PLUL?\OEC^4G^%'_"K-;_.?RQ_*3 M_"O4\+Z+_P!\K_C1A?1?^^5_QH]SLOQ_S#^Q\'_)^+/+/^%6:W_S^6/Y2?X4 M? *LUO\ Y_+'\I/*]3POHO_ 'RO^-&%]%_[Y7_&E:'9!_9&# _D_,_X57K M?_/Y8_E)_A1_PJO6_P#G\L?RD_PKU/"^B_\ ?*_XT87T7_OE?\:?N=D']D8/ M^0\L_P"%5ZW_ ,_EC^4G^%'_ JO6_\ G\L?RD_PKU/"^B_]\K_C1A?1?^^5_M_P :/<[(/[(P?\AY9_PJO6_^?RQ_*3_"C_A5>M__EC^4G^%>IX7T7_OE?\ M&C"^B_\ ?*_XT>YV0? V1@_Y#RS_A5>M__EC^4G^%'_"JJ;_.?RQ_*3_"O4 M\+Z+_P!\K_C1A?1?^^5_QH]SL@_LC!_R'EG_JO6_\ G\L?RD_PH_X57K?_ M #^6/Y2?X5ZGA?1? ^^5_QHPOHO\ WRO^-'N=D']D8/\ D/+/^%5ZW_S^6/Y2 M?X4?*KUO_G\L?RD_P *]3POHO\ WRO^-&%]%_[Y7_&CW.R#^R,'_(>6?*K MUO\ Y_+'\I/*/\ A5>M_P#/Y8_E)_A7J>%]%_[Y7_&C"^B_]\K_ (T>YV0? MV1@_Y#RS_A5>M_\ /Y8_E)_A31\+M;\PJ;NRX&=V).?TKU7"^B_]\K_C4:A/ MM+\<[1V&/YT>YV0? V1@_Y/S/,/\ A5>M_P#/Y8_E)_A1_P *KUO_)_+'\I/ M*]3POHO_?*_XT87T7_OE?\ &CW.R#^R,'_(>6?*KUO_G\L?RD_PH_X57K? M_/Y8_E)_A7J>%]%_[Y7_ !HPOHO_ 'RO^-'N=D']D8/^0\L_X57K?_/Y8_E) M_A1_PJO6_P#G\L?RD_PKU/"^B_\ ?*_XT87T7_OE?\:/<[(/[(P?\AY9_P * MKUO_)_+'\I/*/^%5ZW_P _EC^4G^%>IX7T7_OE?\:,+Z+_-\K_C1[G9!_ M9&# _)#RT?"W7!_R^6/Y2?X4X?##6Q_R]V'Y2?\ Q->H87T7_OE?\:,+Z+_W MRO\ C4\M-[Q7X_YE+*L(MHGF0^&NN#_EZL/RD_\ B:>/AQK@_P"7FP_*3_XF MO2L+Z+_WRO\ C1A?1?\ OE?\:ETJ3^ROQ_S-5@,.MHGG ^'FNC_EXL/_")_ M\33QX!UT? \M[#\Y/_B:]_,]N&PTL(/H2G^--^UV?_/Q;_P#?2?XU'U:@_L+\ M?\S6.&I1^$\TU7PYJFBBT>\GT]8[BX$'F$N!&2"=QRO3C'XUJ)X&UQE!2?3B M",@@R8Q_WS3? BK/#+H-E'#)%)F[778-O\ AK\?\S15ZJVD<>OACQ .^G?]]R__ !-9'B'2M0,QVEW%9A0<9..G-K>&IM)T^SU![RX7,226A4OM(9L>IP#6$L#@(NW)&_J[_F=5/%8I:J3 MMZ(\UU3PUXBN(9))M/B154E\7 /'>OH3P9 ;;P5I$3G+"TC)/KE0?ZUYQ=W4 M]U9W,<.D:JS/&RC-DXY((%>I>'XI(/#FFPS(TAHT445[AY12UEKE=%NS8J&N/*;RPR[@3CT[UGP[MO)3=G=M&>#UQ_O5H:S'QJA$&$,896SM&?E;KCZ5E4V(D M.Y]3^O\ \53@DA7(5B/7!_\ BJ0 Y P1GV;_KRN^G\2WOC+7O$%AJZM=6=[<#3K?;/>.RJ9SYK7'F8_=C8"A"CY:ZN_MU+6-(U/1;#P_=3W4GB/2G@M72ZDN889S("9@[@'"H2><= *OV:*Y3UCRY3_! M)_WR?_BJ01RGHC_]\G_XJO$K#5;T0^+;B'6IKBYLY'L=.0W\C3IAD@5VAQM(M)W-NSG-+%J/B.7P_XIMM/ZO'K.G7=WH>D:OJ8F&G6-AYT ML[R'[9=S M("?[L:'Z UGVOBOQ'/P=4..:/9H.4]L,/:?XWN;+7H-:UK4; MF'3+T:G?64,N[9.-ZQV\2C'/RJ6"_P"UGO62]SXM.K:1:W%_J%N+9=.M+NZ- MPX^SW,[M,Y:,#$GRD(:7(ARFN;RUM-=AMKZ(@D?8K&(L9#GL\FT#U^>NA^%&IW.K:/JNO MW-W_&C>R>;*ELM[)(R!F9DC>)@%C. ,$T^1!RGH^R3;G:P![X/_P 53(XI M1)+D.?GSC:>.!_M5XW;^(&?P#'KD7B;4'UJ\FAAUJ3S'\O3(Y9,-B/&(R@&T M$#CJ:DN--N]$T_4=?T?4=5O/"^GZW9&U:61Y6N4VE9PI/+1EF4#MD<4>S0^4 M]E$^T_P#Q5(4D4996'X'_.*KQNVN-7F^(>FZ=XAUAX3/;"_NK1[^ M2WQ)-)E8H@@.[9&@&TX&2?6KOPTO=>U7QZUSUPVUU9SW\<,D[2)=1/.4C M^0C$>P+VR3G-'LT'*>L".4@$*^#T^4__ !5)LDSC:V?3!_\ BJ\:O;CQ+>Z/ MKNLVLETDVK:M_9FD,NH2)L5IUCQY.W:@PC'?DGGI4.FZY<)9Z5:>*==O],T6 M[O+^2Z;SY#)"T+!4M/.QN;NV>,]J/9H7*>U[).?E;@^A_P#BJ-C\?*W(R.#S M_P"/5X1'XG\6:1+HVH3R:I+;JYU35KN$:M-= M7LL,$.%:1X^!^Y[)\H]*[CQQ:R1?#S3+73+V\ANY;FU@MY[:[D9BTSC<2YY= M0I;&?:CV:#E.[\J7GY'&/]D__%4T*YY 8CU / Q5>-^(KN>WU+7]&@UK6(=6 MTZ2"V\.V"7,A>9G 9IV/_+0%F().0%7%=CXO\3#PYXQ\-G5;QK.P2TNI[D@$ M)<3*BJD? Y.2Q [[J.1!RG:^7)S\K\?[)_\ BJ0I(HRRNH)2I'_LU>+:7K.I MV6OZ"=9U.\OYOLCRW6FQW#QS:?-\T^^5.CQ[2J\GCH*Z#X:ZA>R?#$4_$#W2 MZMJGV=Y/*2]DG^?:TBHR, (VR0,#/ H]FA\IZ3Y'M=U+5;K^PII-7E>1FBCNY=JPHJGA'5V. .@'-=?J M]MKGAOX1/9*UQ'K^H7%O:(YU![E@\C*I82,H*Y 8D <47DC,/EE M*AI-I5 %Q@9.15=;[QA=^--,2_O+R 0W-CILUQ%.P7[2MOYTZF(#:WF$[-Q/ M!'3FCV:#E/:_+D/17/\ P$__ !5(RNAPX9?]#_\ %5XA=^)&N/ -]K/_ DE MZGBBYG%MG8FY)SZG]?_ (JEY]3^O_Q5&#_=/_?+?X48/]T_]\M_A1IV M .?4_K_\52<^I_7_.*I<'^Z?^^6_P *,'^Z?^^6_P */D <^I_7_P"*HY]3 M^O\ \51@_P!T_P#?+?X48/\ =/\ WRW^%'R_?4_K_\ %4G/]?U_^*I<'^Z? M^^6_PHP?[I_[Y;_"CY'/]?U_P#BJ.?4_K_\51@_W3_WRW^%&#_=/_?+?X42? M(Y]3^O_ ,51SZG]?_BJ,'^Z?^^6_P *,'^Z?^^6_P */D G/]?U_P#BJ7GU M/Z__ !5&#_=/_?+?X48/]T_]\M_A1\@#GU/Z_P#Q5)SZG]?_ (JEP?[I_P"^ M6_PHP?[I_P"^6_PH^0!SZG]?_BJ3GU/Z_P#Q5+@_W3_WRW^%&#_=/_?+?X4? M(Y]3^O_ ,52<^I_7_XJEP?[I_[Y;_"C!_NG_OEO*/D <^I_7_XJCGU/Z__ M !5&#_=/_?+?X48/]T_]\M_A1\@#GU/Z_P#Q51+N^U.?FQM&.O\ +=4N#_=/ M_?+?X5$%Q<.VQN5'.&_PIZ=@).?4_K_\51SZG]?_ (JEP?[I_P"^6_PI,'^Z M?^^6_P *7R 4!F.%W'\#_P#%4[RY/[K_)'_ .*K \9:7J6L^%Y-.T?"3W4\ M,,-.UO2)+!GNM/T2;9"CW6QYUD#F239DKLR MRJH8Y4)T[UI&*:*2N>G^7+_W!_\ BJ\HL/ OC*'4M-FE MEF^SS26UMJ$;78.V&-DF:1?FZF0.AQR0:U]=T'Q#?ZGXFN;?3[A[^5!_8U^M MVJ)##M4-$JJLK(@^7)V5NOH?\XJDV2=E<^G!Y_P#']\DO M_!GBMK@WOAW3IM.MH;E+VTTR6_',D050)#O(&_+$@$C"\G)J2'X;>)]1U%X- M8U&:*">]N+NYNS+O)8K&BF-0XV<^85XPHQQ1[-!9'K'E2_W7_(__ !5'ER]E M;\C_/%5YG#I?C>.PLA;:7<)>V]U?7+R7-Y&4DEERL3?*YRJJ^<'NG K.'@S MQ[::-;6]H6-UHL]S>6CB\W)>2.\>U&+$'!4S?> Q1[-!9'KGER=DKRZZ\&^)4T/5K*32KV]U0Q10V.HI?1[8X"$61%4R MA\&4G(P3WZ5Z'86*Z=X6CM4@>$I;-N1DPP8@DY"D@'Z&AP2L)H^?I)Y97EDD MFD9BP))<]SS4WEK_+7_'T:JG_EI_O+_.KE?7X:G!Q3:['CU)-2T&^6NX$@ MDJ!?'3Z:\>DZU*SVC$+!<,23%_L M'GI[UZG;-YEON5V*EB03GGG_'J^-K=KRX2$'32H+D@9\W..M<_?M^*;73]1L+_3YX[F2U$[(2=I,9)QVR:L)XR3PG::I%>F35+C[6JVZ7+[BH, M2,3DCID]*L>%/&]GXP=O#VJ:?#!)=(461.C#Z>OI[TL/E<:^(AF+^[R_X8UJ M8ITJ4L-8XFS^)GB>WU5;R34I9AN!:%^4(SR,?2OH[3+L:AIMM>*I47$2R!3V MR,XKRO2OA!H,^J>?#KJWMK&_,$94G@_=)![?2O6H(D@A2*)0J(H50.P':O?K M2@TK;G!3BX[DE%%%O Y_P#':7S7 MY^<<]>.O_CM,WK_>'_??_P!E1O7^\/\ OO\ ^RHO+N _S'_O#/7_.O]V@RN M5(+ @]01U_\ ':9O7^\/^^__+*C>O\ >'_??_V5.\NX:CM[9!R,CIQ_]C2^ M:Y&"P(],?_8TS>O]X?\ ??\ ]E1O7^\/^^__+*E>7<-1_FN]W ?YLAZOVQ_GY:0NQQRHQR, M#_V6F[U_O#_OO_[*C>O]X?\ ??\ ]E1>7<-1_FN 1N&#UX'/_CM113,9)?GS MM;: <8 P..E.WK_>'_??_P!E3(W'F3?O,/R"_3@?[5/WNX$WFOG.X9]<<_^ M@T&5V !8"3CI_X[3-Z_WA_WW_\ 94;U_O#_+[_/LJ/>[@/$KC&& QTP.G M_CM!E?7[M,WK_>'_??_P!E1O7^\/\ OO\ ^RI7EW D\Z3.=_/K M_E::9&9@2P)'0^G_([3=Z_WA_WW_P#94;U_O#_OO_[*B\NX#O,;U&",$8X(M^FVG>=)Q_08'M_X[4>]?[P_[[_^RHWK_>'_ 'W_ /947EW ? YC8QE<9ST'_M ,347G.+H . "F2O^13MP[./^^__+*HMZ_:A^_@X&[W_WJ?O=P)_,;CYAD M# ..0/KMH5RJ@*0 #D#'0_\ ?--WK_>'_??_-E1O7^\/^^__LJ5Y=P)#-(6 M)+C)&"<GW:;O;(((&#D8'0_\ ?--WK_>'_??_-E1O7^\/^^__LJ+R[@/ M\Q\$;@ 3GIW_.^:0,0201D]>/\ [&F[U_O#_OO_.RHWK_>'_?? P!E1[W< M!XD88PPR.0<=/I\M'FO_'AUST_^QIF]?[P_[[_^RHWK_>'_'W_/947EW M=YC<\KSR>!R?7[M(QW'+;3VZ?_8TF]?[P_[[_P#LJ-Z_WA_WW_\ 94>]W_+ MGD+_)_"HK<+Y P .3UY[GVJ7>/[P_[[_P#LJCMVQ" S')_C]S_ +5&H$F! MZ+_G*-H]%_S^%&]?[P_[[_^RHWK_>'_'W_/94:@&!Z+_G*,#T7_/X4;U M_O#_OO_.RHWK_>'_??_P!E1J ;1Z+_)_"C:/1?_A M1O7^\/^^__LJ-Z_WA_WW_P#94:@&T>B_Y_"C:/1?_A M1O7^\/\ OO\ ^RHWK_>'_??_-E1J ;1Z+_G*-H]%_S^%&]?[P_[[_^RHWK_>'_'W_/94:@&!Z+_G*,#T7_/X4;U_O#_+[_/LJ-Z_WA_WW_P#94:@& MT>B_Y_"C]%_S^%&]?[P_P"^_P#[*C>O]X?]]_\ V5&H!M'HO^?PHP/1?_A M1O7^\/\ OO\ ^RHWK_>'_??_-E1J 8'HO\G*,#T7_#^%&]?[P_[[_P#LJ MJ-Z_WA_WW_\ 94:@&!_L_P"?PJ-57[4_!VCG_(J3>O]X?\ ??\ ]E4:M_I+MG(QM&#OZ_P#CU/41)M'HO^?PHP/1?_A1O7^\/\ OO\ ^RHWK_>'_??_-E2 MU&)M'HOY?_8T;5[A3^_-C2[U_O#_OO_P"RHWK_'A_WW_]E2U$)M7T7_/X M4NU?11]!_P#8T;U_O#_OO_[*C>O]X?\ ??\ ]E3U&)M'^S_G*7:,8PI'7I_M]C1O7^\/^^__+*C>O\ >'_??_V5&H!@>B_Y_"DVKZ+^7_V-+O7^\/\ OO\ M^RHWK_>'_??_-E1J FU?1?R_P#L:9-$)()$&T%D*@X]1]*DWK_>'_??_P!E M1O7^^/\ OO\ ^RH5Q'B4OPX\2))(J6L3H6X82XR >O3O2_\ ""^)O^@:O_?X M5[9O7^\/^^__+*C>/[X_P"^_P#[*O1CF6(@K*Q@Z$&[L\$U70-7T.&*75+0 M0QRR"-6$@/-4 K/(D<*-+)(=J(HR6/I7J?Q0MYKO1;".TC:>5KU55$;))(/O M[59\#^"8M$C&H:F8Y-3D' W B >@YZUZ$,TDJ+<]9=#%X9.:ML'@?P.FB1KJ M&IJDNHR#@=1".N!QUK>UK4VT7PS>:C% LKVZEECD.-QW8].G-5]=\4'1]3@L M8+"6^EEA,WR3!=JA@O<^]UK'5BJD*'*\,_4[W5?AVWB'2FO M]"U5-5NY9?-+J B%=@7;Z_+T-3_[^&.K:7X@BU77%6W2VR8X@P9G;MTZ" ML_P<=4TCX7:Y?F^DTN"66,0W(0LRC=AR@P><' X/-=Y\/=8&H3:M;6/B Z]I MML8S;7%P1]H0L&W(X 4X! P2 >H[5[^E"/LH+1:' E[1\\MSB_#[6%S\8(S) MIMA8:FMTS,88YK61@(Y 8W3:P8'<<-R5!KVU:\5\%Z5K_V1IT]L MUU('NK&XE)@E*RY,J%F!90NWI%4878P1E2P4J"!D\#'2K^MW"VNAWD\D/G)'$2T9&=P],50BPT,9"\%0 M1P/3_=K*I:VI$A^YO[S?F:-S>K?]]&C'H/Y?_$U3N-4LK6;R9I@9_F-%W,H M[9"KQ6<8;_OHT;F_O-^9J*WGANX!-;.LT;=&4@CZ?=J;8<9V M\'V'_P 319+08FYO[S?F:-S?WF_,TI0CJI]>@_\ B:78;\S3O+8]$_0?\ Q-)L/]P\=>!_\31:(";F_O-^9HW-_>;\S2E2 M.JX_?\ Q-)C_9_E_P#$TO=-S?WF_,T;F_O-^9HQ_L_R_\ B:,?[/\ +_XF MCW1!N;^\WYFCZ ;G_+S?]]&KHW.!4F/;^7_P 34<0_M>39!^_WQZ#_9I^Z!)N;^\WYFC;\S M3"[?:-[[,[=Q]?6GX]OY?_!-1$'[4.#C9TX]?]VAZ ;F_O-^9HW-_>;\S1C_9_E_\31C_&?Y?_$T>Z ; MG]6/_C3(2PB_B')Z,?4T_'M_+_XFHK8 6XP.Y]/4_[-'N@2[F_O-^9HW-_> M;\S1C_9_E_\ $T8_V?Y?_$T>Z ;F_O-^9HW-_>;\S1C_&?Y?_$T8_V?Y?\ MQ-'N@&YO[S?F:-S?WF_,T8_V?Y?_!-&/]G^7_Q-'N@&YO[S?F:-S?WF_,T8 M_P!G^7_Q-&/]G^7_,31[H!N;^\WYFCZ ;F_O-^9HW-_>;\S1C_9_ME_\ $T8_V?Y?_$T>Z ;F_O-^9HW-_>;\S1C_&?Y?_$T8_V?Y?\ Q-'N@&YO[S?F:-S?WF_,T8_P!G^7_Q-'N@&YO[S?F:-S?WF_,T8_P!G^7_Q M-&/]G^7_,31[H!N;^\WYFC=@]/_ (FCW0)=S?WF_,T;F_O-_M^9HQ_L_R_P#B:,?[/\O_ (FCW0#;\S1N;^\WYFC_M'^S_"_^)HQ_L_R_^)H]T W-_>;\S1N;^\WYFC'^S_+_ .)HQ_L_R_\ B:/=_M -S?WF_,T;F_O-^9HQ_L_P O_B:,?[/\O_B:/= -S?WF_,T;F_O-^9HQ_L_R_M_P#B:,?[/\O_ (FG[H%#4;S[-=::KVQN?/NUB5B3^Z)!._\ 3'XUK L/[_\MWT:R]0DO8[C3Q81;D>Z5;D^6&VQ;3D_=XYQS5N61WD,%M@O_!O@$(/^^>OM M652<8:]2X*[.1\6BY_X2JUGM[*ZO(X[)HW-O&7V,7# 'GT%<[JE]J=E);:E: M:3?Q&R,LAEFAVJF8RH.<^K5U'CKQ;_PA>CPI91K)=7#'R]^"!CJ3QS7+^"_B M)=Z_JPT/78X9(;TE%<1@8SV({YZ?C44,E&FZ$=F>?1>+-M=BU4:@NIW'VDMDL7)SSTQZ5[A?:X_P!AT&&/PNNLSZC;MX&,>U8WPDOFU6'4]1FA6"X<11M''8R6\8"[R"I9B) 2Q.1BM*-M4O?A;; M16>K1ZOJ4L85)[N%;,LH4$GIQ7,;' ^"KG3O^%PSR7&H7[:K+>3))]D:#[+.S(Q M"N4)9@%4GG[I'8U[JHQ7B'@O49[OXM"VN-4T^ 6TDZPV4[1W,\R'))AF6-=H M[ET4O,L9**%W9/TK.B*^2A'=1_=]/K6CK$4\ M^C7<5I+Y4SQ$(^<;3ZYJA%D0Q@DYVC/.>W^]6<[]")"_+W(_-?\ &JWAB:". MWNXI71+U;ES.&(#-D_*? IC'2K7S>K?K_ /%55N],L[]E:\M(YF48#,G./3.[MI[4H3LFFB-4[H@L6@EUO4I+1E-F[H P(VF3'SD9_#IWKSG4-(\=3^*M>U*SA MU"*&5Y8XU20(3#OC4*+YR&)178<+@G.3FO58T6&-8H5$:*,*JC 'X;J<"QZ% MO7H?_BJ;FW*Z14;H\WT^S\0Z+KEO>6^BZP^C?:I[B#3A,))8AY"H@DRW&]]S M;:JQ:1\0[2WU*XF@DN-1FU"ROHQ%>;X\DNLJ#(&U5!4E<8XZFO4]Q[$ M_K_\51ENN3^O_P 52]H^P^8\>/A'Q[/H*VDTL\EQ;W3V\3S3$K"N^9I7VL# M^\?RTSP%%:<5AX[M]6T74([2]EM-,M6M%@FN@9Y2;=RTCIT.9-J@[L@*..< MUZ;D^I_7_P"*H!;OG]?_(JCVC[#YCE_?AS4O#FB.FMZDUW=W(BDDBWDK"X M3#??8DL222>!Z5T_'J/_!W_ !IV3V)Y_P_WJ3+>_Z__%5#OZK_M (T<>OZK_C2Y(]?U_P#BJ7YNV[]?_BJGWNPAO'K^J_XT<>OZK_C2Y/J>F>__ M ,51D^I_7_XJCWNP"<>OZK_C1QZ_JO\ C2Y;_:_7_P"*HR?4_K_\51[W8!,K MZ_JO^-1QD;Y>3][' .WC@=.:E^;_:S^/_ ,54<1;S9N6^_P#GP/>GJ_CU_\ M0?\ &CCU_5?\:7YO]K]?_BJ7YO\ :_7_.*I>\ WCU_5?\:./7]5_P :7)]3 M^O\ \51DX)^;CKUX_P#']>[ )QZ_JO^-'"K^J_XTN3SG<,>N?\ XJC)_P!K M]?\ XJCWNP"<>OZK_C1QZ_JO^-+D^I_7_P"*HR?4_K_\51[P"<>H_P#'?\:C M.W[2OS'[G^SCK]:E^;_:_7_XJHR6^TCYG^X>.<=?]ZFN8!_'K^J_XT<>OZK_M (TN6_VOU_\ BJ,M_M?K_P#%4O>[ )QZ_JO^-''K^J_XTN6_VOU_^*HRW^U^ MO_Q5'O=@$X]?U7_&CCU_5?\ &ERW^U^O_P 51EO]K]?_(JCWNP"<>OZK_C1 MQZ_JO^-+EO\:_7_.*HRW^U^O_Q5+@_W3_WRW^%&#_=/_?+?X48/]T_]\M_A1 M\@#GU/Z_P#Q5)SZG]?_(JEP?[I_P"^6_PI,'^Z?^^6_P *7R 4!F.%W'\#_P#%4[RY/[K_)'_.*K \9:7J6L^%Y-.T?"3W4\ M,,-.UO2)+!GNM/T2;9"CW6QYUD#F239DKLR MRJH8Y4)T[UI&*:*2N>G^7+_W!_\ BJ\HL/ OC*'4M-FE MEF^SS26UMJ$;78.V&-DF:1?FZF0.AQR0:U]=T'Q#?ZGXFN;?3[A[^5!_8U^M MVJ)##M4-$JJLK(@^7)V5NOH?\XJDV2=E<^G!Y_P#']\DO M_!GBMK@WOAW3IM.MH;E+VTTR6_',D050)#O(&_+$@$C"\G)J2'X;>)]1U%X- M8U&:*">]N+NYNS+O)8K&BF-0XV<^85XPHQQ1[-!9'K'E2_W7_(__ !5'ER]E M;\C_/%5YG#I?C>.PLA;:7<)>V]U?7+R7-Y&4DEERL3?*YRJJ^<'NG K.'@S MQ[::-;6]H6-UHL]S>6CB\W)>2.\>U&+$'!4S?> Q1[-!9'KGER=DKRZZ\&^)4T/5K*32KV]U0Q10V.HI?1[8X"$61%4R MA\&4G(P3WZ5Z'86*Z=X6CM4@>$I;-N1DPP8@DY"D@'Z&AP2L)H^?I)Y97EDD MFD9BP))<]SS4WEK_+7_'T:JG_EI_O+_.KE?7X:G!Q3:['CU)-2T&^6NX$@ MDJ!?'3Z:\>DZU*SVC$+!<,23%_L M'GI[UZG;-YEON5V*EB03GGG_'J^-K=KRX2$'32H+D@9\W..M<_?M^*;73]1L+_3YX[F2U$[(2=I,9)QVR:L)XR3PG::I%>F35+C[6JVZ7+[BH, M2,3DCID]*L>%/&]GXP=O#VJ:?#!)=(461.C#Z>OI[TL/E<:^(AF+^[R_X8UJ M8ITJ4L-8XFS^)GB>WU5;R34I9AN!:%^4(SR,?2OH[3+L:AIMM>*I47$2R!3V MR,XKRO2OA!H,^J>?#KJWMK&_,$94G@_=)![?2O6H(D@A2*)0J(H50.P':O?K M2@TK;G!3BX[DE%%%O Y_P#':7S7 MY^<<]>.O_CM,WK_>'_??_P!E1O7^\/\ OO\ ^RHO+N _S'_O#/7_.O]V@RN M5(+ @]01U_\ ':9O7^\/^^__+*C>O\ >'_??_V5.\NX:CM[9!R,CIQ_]C2^ M:Y&"P(],?_8TS>O]X?\ ??\ ]E1O7^\/^^__+*E>7<-1_FN]W ?YLAZOVQ_GY:0NQQRHQR, M#_V6F[U_O#_OO_[*C>O]X?\ ??\ ]E1>7<-1_FN 1N&#UX'/_CM113,9)?GS MM;: <8 P..E.WK_>'_??_P!E3(W'F3?O,/R"_3@?[5/WNX$WFOG.X9]<<_^ M@T&5V !8"3CI_X[3-Z_WA_WW_\ 94;U_O#_+[_/LJ/>[@/$KC&& QTP.G M_CM!E?7[M,WK_>'_??_P!E1O7^\/\ OO\ ^RI7EW D\Z3.=_/K M_E::9&9@2P)'0^G_([3=Z_WA_WW_P#94;U_O#_OO_[*B\NX#O,;U&",$8X(M^FVG>=)Q_08'M_X[4>]?[P_[[_^RHWK_>'_ 'W_ /947EW ? YC8QE<9ST'_M ,347G.+H . "F2O^13MP[./^^__+*HMZ_:A^_@X&[W_WJ?O=P)_,;CYAD M# ..0/KMH5RJ@*0 #D#'0_\ ?--WK_>'_??_-E1O7^\/^^__LJ5Y=P)#-(6 M)+C)&"<GW:;O;(((&#D8'0_\ ?--WK_>'_??_-E1O7^\/^^__LJ+R[@/ M\Q\$;@ 3GIW_.^:0,0201D]>/\ [&F[U_O#_OO_.RHWK_>'_?? P!E1[W< M!XD88PPR.0<=/I\M'FO_'AUST_^QIF]?[P_[[_^RHWK_>'_'W_/947EW M=YC<\KSR>!R?7[M(QW'+;3VZ?_8TF]?[P_[[_P#LJ-Z_WA_WW_\ 94>]W_+ MGD+_)_"HK<+Y P .3UY[GVJ7>/[P_[[_P#LJCMVQ" S')_C]S_ +5&H$F! MZ+_G*-H]%_S^%&]?[P_[[_^RHWK_>'_'W_/94:@&!Z+_G*,#T7_/X4;U M_O#_OO_.RHWK_>'_??_P!E1J ;1Z+_)_"C:/1?_A M1O7^\/^^__LJ-Z_WA_WW_P#94:@&T>B_Y_"C:/1?_A M1O7^\/\ OO\ ^RHWK_>'_??_-E1J ;1Z+_G*-H]%_S^%&]?[P_[[_^RHWK_>'_'W_/94:@&!Z+_G*,#T7_/X4;U_O#_+[_/LJ-Z_WA_WW_P#94:@& MT>B_Y_"C]%_S^%&]?[P_P"^_P#[*C>O]X?]]_\ V5&H!M'HO^?PHP/1?_A M1O7^\/\ OO\ ^RHWK_>'_??_-E1J 8'HO\G*,#T7_#^%&]?[P_[[_P#LJ MJ-Z_WA_WW_\ 94:@&!_L_P"?PJ-57[4_!VCG_(J3>O]X?\ ??\ ]E4:M_I+MG(QM&#OZ_P#CU/41)M'HO^?PHP/1?_A1O7^\/\ OO\ ^RHWK_>'_??_-E2 MU&)M'HOY?_8T;5[A3^_-C2[U_O#_OO_P"RHWK_'A_WW_]E2U$)M7T7_/X M4NU?11]!_P#8T;U_O#_OO_[*C>O]X?\ ??\ ]E3U&)M'^S_G*7:,8PI'7I_M]C1O7^\/^^__+*C>O\ >'_??_V5&H!@>B_Y_"DVKZ+^7_V-+O7^\/\ OO\ M^RHWK_>'_??_-E1J FU?1?R_P#L:9-$)()$&T%D*@X]1]*DWK_>'_??_P!E M1O7^^/\ OO\ ^RH5Q'B4OPX\2))(J6L3H6X82XR >O3O2_\ ""^)O^@:O_?X M5[9O7^\/^^__+*C>/[X_P"^_P#[*O1CF6(@K*Q@Z$&[L\$U70-7T.&*75+0 M0QRR"-6$@/-4 K/(D<*-+)(=J(HR6/I7J?Q0MYKO1;".TC:>5KU55$;))(/O M[59\#^"8M$C&H:F8Y-3D' W B >@YZUZ$,TDJ+<]9=#%X9.:ML'@?P.FB1KJ M&IJDNHR#@=1".N!QUK>UK4VT7PS>:C% LKVZEECD.-QW8].G-5]=\4'1]3@L M8+"6^EEA,WR3!=JA@O<^]UK'5BJD*'*\,_4[W5?AVWB'2FO M]"U5-5NY9?-+J B%=@7;Z_+T-3_[^&.K:7X@BU77%6W2VR8X@P9G;MTZ" ML_P<=4TCX7:Y?F^DTN"66,0W(0LRC=AR@P><' X/-=Y\/=8&H3:M;6/B Z]I MML8S;7%P1]H0L&W(X 4X! P2 >H[5[^E"/LH+1:' E[1\\MSB_#[6%S\8(S) MIMA8:FMTS,88YK61@(Y 8W3:P8'<<-R5!KVU:\5\%Z5K_V1IT]L MUU('NK&XE)@E*RY,J%F!90NWI%4878P1E2P4J"!D\#'2K^MW"VNAWD\D/G)'$2T9&=P],50BPT,9"\%0 M1P/3_=K*I:VI$A^YO[S?F:-S>K?]]&C'H/Y?_$U3N-4LK6;R9I@9_F-%W,H M[9"KQ6<8;_OHT;F_O-^9J*WGANX!-;.LT;=&4@CZ?=J;8<9V M\'V'_P 319+08FYO[S?F:-S?WF_,TI0CJI]>@_\ B:78;\S3O+8]$_0?\ Q-)L/]P\=>!_\31:(";F_O-^9HW-_>;\S2E2 M.JX_?\ Q-)C_9_E_P#$TO=-S?WF_,T;F_O-^9HQ_L_R_\ B:,?[/\ +_XF MCW1!N;^\WYFCZ ;G_+S?]]&KHW.!4F/;^7_P 34<0_M>39!^_WQZ#_9I^Z!)N;^\WYFC;\S M3"[?:-[[,[=Q]?6GX]OY?_!-1$'[4.#C9TX]?]VAZ ;F_O-^9HW-_>;\S1C_9_E_\31C_&?Y?_$T>Z ; MG]6/_C3(2PB_B')Z,?4T_'M_+_XFHK8 6XP.Y]/4_[-'N@2[F_O-^9HW-_> M;\S1C_9_E_\ $T8_V?Y?_$T>Z ;F_O-^9HW-_>;\S1C_&?Y?_$T8_V?Y?\ MQ-'N@&YO[S?F:-S?WF_,T8_V?Y?_!-&/]G^7_Q-'N@&YO[S?F:-S?WF_,T8 M_P!G^7_Q-&/]G^7_,31[H!N;^\WYFCZ ;F_O-^9HW-_>;\S1C_9_ME_\ $T8_V?Y?_$T>Z ;F_O-^9HW-_>;\S1C_&?Y?_$T8_V?Y?\ Q-'N@&YO[S?F:-S?WF_,T8_P!G^7_Q-'N@&YO[S?F:-S?WF_,T8_P!G^7_Q M-&/]G^7_,31[H!N;^\WYFC=@]/_ (FCW0)=S?WF_,T;F_O-_M^9HQ_L_R_P#B:,?[/\O_ (FCW0#;\S1N;^\WYFC_M'^S_"_^)HQ_L_R_^)H]T W-_>;\S1N;^\WYFC'^S_+_ .)HQ_L_R_\ B:/=_M -S?WF_,T;F_O-^9HQ_L_P O_B:,?[/\O_B:/= -S?WF_,T;F_O-^9HQ_L_R_M_P#B:,?[/\O_ (FG[H%#4;S[-=::KVQN?/NUB5B3^Z)!._\ 3'XUK L/[_\MWT:R]0DO8[C3Q81;D>Z5;D^6&VQ;3D_=XYQS5N61WD,%M@O_!O@$(/^^>OM M652<8:]2X*[.1\6BY_X2JUGM[*ZO(X[)HW-O&7V,7# 'GT%<[JE]J=E);:E: M:3?Q&R,LAEFAVJF8RH.<^K5U'CKQ;_PA>CPI91K)=7#'R]^"!CJ3QS7+^"_B M)=Z_JPT/78X9(;TE%<1@8SV({YZ?C44,E&FZ$=F>?1>+-M=BU4:@NIW'VDMDL7)SSTQZ5[A?:X_P!AT&&/PNNLSZC;MX&,>U8WPDOFU6'4]1FA6"X<11M''8R6\8"[R"I9B) 2Q.1BM*-M4O?A;; M16>K1ZOJ4L85)[N%;,LH4$GIQ7,;' ^"KG3O^%PSR7&H7[:K+>3))]D:#[+.S(Q M"N4)9@%4GG[I'8U

&ERW^U^O_P 51EO]K]?_ (JCWNP"<>OZK_C1 MQZ_JO^-+EO\ : _7_ .*HRW^U^O\ \51[W8!./7]5_P :./7]5_QI[ )QZ_JO^-''K^J_P"-+EO]K]?_ (JC+?[7Z_\ Q5'O=@$R MOK^J_P"-'R]S_P"@_P"-.^;U;]?_ (JJ\LTDDI@@8AQ_K'Y^3Z?-UJ9S<%?J M5&+EL5KU9;JZM8[2Y>$PRB24H5 =<$;>O/7./:M&&.*&,(@X]? E.??.:S;RQ MCDFTP"Y-MY-VLJK_ ,]VVGY3\W4]?PK759)Y"D+% M6_Y%M]$5W=,)R271"-QYVX..F:].-248\J,_9QO<]'! KS'XR:C M#IEII4_F!+P2L+;RQ,DS,1C"31D",>N_@_A6==^*=9B^*\VEZ7=ZG>1"\C6X MM[,"X2W0XSO5XAY:X[JYK?\ B>MN/[-EUJ?58M#C\PW9TV-FVL0 C.4R< YX MP0I/UI_P *K:Y7^T[S4/#']@74XA20QQ"&*Y*J?F6'),9&X@^O!H ; MHO@/7M/\3V6I7NH6%Q%:3NJHEL [PL')=V(+&7/I6538F1-M_V3_WP?_B:-O\ LG_O@_\ Q--VCT7_ M +Y'^%)M'HO_ 'R/*R^9![JC<,J<9&?D/\ A7*_:/$8CA9+*X#QL8Y4DB4[MV>8GY>V%3HQXKIU5=ZY"]?[H_P *Y9SXNC9'(86_<>:RBV7[S'_5]>JC:?<@ MUI"Q2+MM>^)6T&ZO9]/B:^\Y1#8K#M(7.&!)ZXSG/L<9JC'-XSEDMKR33HXS M%$5>S"#;,2R@Y.>/N.P]F7OFJMS/XM2".6X@DACM@9VVPI^]P7*HX4YW']V, M 8R2:OZE_;F+"I2]BC>\N;>%/E))"I&3P&V[C@9Y*5HK#L3:=/XIGDLFN M[:!8G93< 6NT[6<@CD\;54_70& M.\P1J7&U\!L-\K;@@ &>&)S2#0TDU#79=/OY)-*,4L)5(E\@$N3(0S!<_,%3 M!QQDBJ9O/%],-M&$ARJB:6WCX4[7^^"O3@4:#T+-[/ MXE1+*2TL(97%NCW,9C'SS,.5!S\H&/U%122^()M"29+-FN1=[D7RA$6B5=WS M+GNP*XSDC'K6<+CQ=%/:VLD*232(LS,EJFU< ;D)W8 RV,]<@TZ-?%)M'&@M MG=GDW,S8DQ]PD$EOE&6DY']T"BR"Q.VH^*HH? M3V4)MXOF/FP*C2K\YRW/R8 M55X]6&:JZ9K?BK4H#. M5@&DC:.! "X1"(VYX7)<;NO%;&DG4'TN(ZR-UV1N9C"$'.<+C)Y'2AV$[%74 MY];5W9]%0_5L4QKSQ3*'GM=*$,3-CRI(1YC@DKG.?EP%W?\ E]ZZ7:/1\ MOG_ZU1QJIDF^4#Y^ZY[#IQ1SH+G/37_BA+1%@T\FBT\M[2>+2XPDP)0"$$/M(!W$GY WS,IZXV^M6FU+7WT":Z&ER172RI M&D7V=68+L&]]N<$;RP'(]:W\ ]=I/^Z/*-H]%_[Y_\ K4XLU MEM;:%9Y2LK&VW>4%"CG!_BRQST 6IM1NO$EO?W+6UDKV6\I&5MP\B*&0>9C/ MS$@N<>PKGZ4OI6CM/VH?*V-F/NG'7Z4_:.,!>.P7_ZU1E1]H'?Y/[HQU^E2]7N+B_]\C."C:/1?^^1_A4_,0_;_LG_+X/ M_P 31M_V3_WP?_B:9M'HO_?(_P *-H]%_P"^1_A1\P'[?]D_]\'_.)HV_[) M_P"^#_\ $TS:/1?^^1_A1M'HO_?(_P */F_;_LG_O@__$T;?]D_]\'_.)I MFT>B_P#?(_PHVCT7_OD?X4?,!^W_&3_-\'_P")HV_[)_[X/_Q-,VCT7_OD M?X4;1Z+_-\C_"CY@/VX_A/_'P?*BME_<# SR>B'U/M3MH]%_[Y'^%,@ , M(X3J?NKQU/M1;S FV_[)_P"^#_\ $T;?]D_]\'_XFF;1Z+_WR/\ "C:/1?\ MOD?X4?,!^W_9/_?!_P#B:-O^R?\ O@__!-,VCT7_OD?X4;1Z+_WR/\ "CY@ M/V_[)_[X/_Q-&W_9/_?!_P#B:9M'HO\ WR/*-H]%_[Y'^%'S ?M_P!D_P#? M! _\ B:-O^R?^^#_\33-H]%_[Y'^%&T>B_P#?(_PH^8#]O^R?^^#_/$T;?\ M9/\ WPD_(FF;1Z+_P!\C_"C:/1?^^1_A1\P'[?]D_\ ?!_^)HV_[)_[X/\ M\33-H]%_[Y'^%&T>B_\ ?(_PH^8#]O\ LG_O@_\ Q-&W_9/_'P?_B:9M'HO M_?(_PHVCT7_OD?X4?,!^W_9/_?!_^)HV_P"R?^^#_P#$TS:/1?\ OD?X4;1Z M+_WR/*/F_;_LG_+X/_P 31M_V3_WP?_B:9M'HO_?(_P *-H]%_P"^1_A1 M\P'[?]D_]\'_.)HV_[)_P"^#_\ $TS:/1?^^1_A1M'HO_?(_P */F_;_LG M_O@__$T;?]D_]\'_.)IFT>B_P#?(_PHVCT7_OD?X4?,!^W_&3_-\'_P") MJ)1_I4GR_P_A.?Y4[:/1?^^1_A3 !]H;[GW1_#S_*BWF!-M_V3_P!\'_XF MC;_LG_O@_P#Q-,VCT7_OD?X4;1Z+_P!\C_"CY@/V_P"R?^^#_P#$T;?]D_\ M?!_^)IFT>B_]\C_"C:/1?^^1_A1\P'[?]D_]\'_XFC;_+)_[X/_,33-H]% M_P"^1_A1M'HO_?(_PH^8#]O^R?\ O@__!-&W_9/_?!_^)IFT>B_]\C_ HV MCT7_+Y'^%'S ?M_V3_WP?\ XFC;_LG_+X/_P 33-H]%_[Y'^%&U?1^^1__MA1TO.M.CC,[%(P%0'#R!1^0(HI4FWSR^+\$4W=66QGZG%93W^E+=RR1 M;+Y?)9%X:7:V$Z>F>>E=1%$D482, *.PK"U9].M+C1X[RU,I>^1+7:<".7:V M&_+/YUT KNLDA1.>\<-:Q^%YY+W5/[)2-T=++PH&$4@8;"<@C&['/;VKF?@_=MW=_I-_=WQM'9I(XEFMC%B3:F#Q&Q7)..A(ZBNG\:7][8>'V;38[.2>:>*W(MO7V1!78*Q8Y'8FN8^$&FSZ5IVIP7NG2V5R98F.Z42*R;,(%8*,[0,'.3ZF@H MYCQ=#<:9\7=.N[N2YC%Q=QFUFL[XAG&]5:$H4.1SDH#C&371_%RRN=3&FV=L M+-MP=MES>M;F5@5PJ[77)ZGH<;:P9I9T^-%S-IVMQZ/!)>Q02JMK,T%S(JY: M-V(\L2L"!G@C Y/2MWXOV\=]!IME>P7LUG,9-J6EJDYDG&TQ(=RG)Y)R!@' M)H FNTU"]^# BNK.[N-0XC5#.6D\Q9L*X3M)R/E!P-M '+444 M4 %%%% &?K[PQ^'[U[F)I8EA8LB'!;V%4H6Q;QX^0<9]O\ >J_K=P;70[N= M(/M#1Q%A%C.X^E4(6)AC."/E'0M@/O?K_ /94[+?[7YM_A1EO]K\V_P *8";N_YM_A0 W/'7]3_ /%4N[I\W_CQ_P#BJ7+?[7YM_A1EO]K\V_PI?(!-WO\ MK_\ 94;O?]?_ -+*ERW^U^;?X49;W_-O*>G8!-WO^O\ ]E447$DQX^_P=WL/ M]JI!1IV ?N]_U_P#LJ-WO^O\ ]E2Y;W_-O*, MM[_FW^%&G8!-WO\ K_\ 94;O?]?_ -+*ERWO^;?X49;W_ #;_ HT[ )N]_U_M^RHW> Z_ 94N6]_S;_"C+> YM_A1IV 3=[_K_P#94;O?]?\ [*ERWO\ FW^% M&6]_S;_"C3L F??]?_LJB)_TI>>-G3=QU_WJFRW^U^;?X5%AOM(.&^YURV.O MTI+T DW>_P"O_P!E1N]_U_\ LJ7+>_YM_A1EO?\ -O\ "GIV 3=[_K_]E1N] M_P!?_LJ7+>_YM_A1EO?\V_PHT[ )N]_U_P#LJ-WO^O\ ]E2Y;W_-O*,M[_F MW^%&G8!-WO\ K_\ 94;O?]?_ +*ERWO^;?X49;W_ #;_ HT[ )N]_U_^RHW M>_Z__94N6]_S;_"C+>_YM_A1IV 3=[C_P#[*HK=\PCE>IZ'CJ?]JI_YM_A1I MV 3=[_K_/94;O?]?_LJ7+>_YM_A1EO?\V_PIZ=@$W>_Z_\ V5&[W_7_.RI M_YM_A1I MV 3=[_K_/94;O?]?_LJ7+>_YM_A1EO?\V_PHT[ )N]_U_\ LJ-WO^O_ -E2 MY;W_ #;_ HRWO\ FW^%&G8!-WO^O_V5&[W_%_^RI_Z_P#V5+EO?\V_PHRWO^;?X4:=@$W>_P"O_P!E1N]_U_\ MLJ7+>_YM_A1EO?\ -O\ "C3L F[W_7_[*C=[_K_]E2Y;W_-O*,M[_FW^%&G M8!-WO^O_ -E1N]_U_P#LJ7+>_P";?X49;W_-O*-.P";O?\ 7_[*HE;_$EP M"N=HZ'G_-"J;+?[7YM_A40)^TOS_"._M_A2^0$F[W_7_P"RHW>_Z_\ V5+E MO?\ -O\ "C+>_P";?X4].P";O?\ 7_[*C=[_*__ &5+EO?\V_PHRWO^;?X4 M:=@$W>_Z_P#V5&[W_7_P"ERWO^;?X49;W_-O*-.P";O?]?_ +*C=[_K_P#9 M4N6]_P V_P *,M[_)M_A2T[#$W>_P"O_P!E1N_VA^?_ -E1EO?\V_PJO(\ M[F& LH4XDD!8[?\ 9'O43FH+;4<5S"2S-*[0P/MQQ)(&^Y]/FY-311K$@CBP M!V /4_\ ?5+'&(D5(E8 = "U.C0W1*J2(NC."3N]AG^=%*FV^:6[_IN_NH(MU:Y.."_8_&ML5C:G+J,5QIHTV/>DEVJW1V@[8=IR M?;G'-;*].*&4CGO&MI:ZCX=>PO;U+*.\FB@$CVR3[F9P H1P022< XXZUC?" M_P -:?X9TO4+?2=:M]5@-R$!M\ 1;!MPP#$;S_$1C)[5]^/]-AU;P?=V<][: MV0\Q](OI)M)M]-(>*+_18WCC?9& 0%8G[MIX+ D-UI#'^)]-\11221V>CZ7=:7<:I;W+F"219EQ(F79,88C')!'2O0]@KQ M;5;C68/C,(I3JW]GRW<92/4-4:V@/3FWVG:XZY1AG/>O:LF@! @' X'8"G8I M,TM !1110 4444 4M8EN(=&NI;*/S9TC)1 =Q].:SXCNAC9@N2HSTZX_P!V MM#6$GDT:[6T;,.8CL.[;S]>U9L+@PI\PR$ /SKP?SK*I>Q$B3]! G_@-&!Z M#_/_ &C() WJ,G'WE_^*KBXO&FL7*R26NCV;0K*Z*9+Q@S!6(S@*?2N2M7I MT(\U622\RJ=*=1V@KG:8'H/_P# :,#T'^?^ U@^'/$-WK%]?6E_916LMJ(R M/*GWA@V?4#TK0;7M&CF\E]5MUEWRQ[&< [HE#2#K_"#DUK3DJD5.#NF*491? M*UJ7L#T'^?\ @-&!Z#_/_:S+/Q/H.HW;VMAK%M//'&9GC5B"$!+<^@(SZ9 MIC^+/#D=K8W3ZW:K!J&?LDA;Y9@" 2#VP2!DU?+(5F:V!Z#_ #_P&C]! G_M (#5"Y\0:-9:M_9E[JMO!?;=Y@D;!QM+9ST^ZI./05%%XGT&6QM;Q-8M_LUY M.MM;RME1-*W1%SU)_*CED%F:F!Z#_/\ P&C]! G_@-49]=TBUB:2YU*&-%G M>W8]<2(NYDXZD $FJEIXR\,W\1DL]=M9D^7!7(W;FVKCURQQQ1RR%9FS@>@_MS_P&C]! G_@-4KK7='L?/-YJEO +><6\N]@-DI7?L/OMY^E01^)]"ET6;6(MM7MWTVW;9-@_S_P&C]! G_@-9%MXM\.WMW: MVEIK5M)<78!MX^5:3.<8SW.TX'?!J9/$>A/"9UUBU,(N'M2X<8\U%+.GU 4D M^P-'+(=F:.!Z#_/_ &C]! G_@-9B^)M!DBAD36;1DG19(F#\.K*S CVPC' MZ*:1O%/AX60O/[;M?LS1I*L@?(9')"$#J'_?2__%4;A_>'_?2__%4:@&!Z#_/_ &C M]! G_@-&X?WA_WTO_Q5&X?WA_WTO_Q5+4 P/0?Y_P" T8'H/_\!HW#^\/^ M^E_^*HW#^\/^^E_^*IZ@&!Z#_/\ P&C]! G_@-&X?WA_P!]+_\ %4;A_>'_M 'TO_P 52U ,>P_S_P !J,@?:EPO\'7/'7TVU)N']X?]]+_\541/^EJ@_S_P !HW#^\/\ OI?_(JCH!@>@_P_\!HP/0?Y M_P" T;A_>'_?2_\ Q5&X?WA_WTO_ ,51J 8'H/_:,#T'^?\ @-&X?WA_ MWTO_ ,51N']X?]]+_P#%4:@&!Z#_ #_P&C]! G_(#1N']X?]]+_P#%4;A_M>'_?2_\ Q5+4 Q]![_Y6HX.81]T\GITZG_9J3(_O#_OI?\:BMF'DC+#J?XE] M3[T]1$N!Z#_/_ :,#T'^?^ T;A_>'_?2_P#Q5&X?WA_WTO_\52U&&!Z#_/_ M &C]! G_@-&X?WA_WTO_Q5&X?WA_WTO_Q5&H!@>@_S_P !HP/0?Y_X#1N' M]X?]]+_\51N']X?]]+_\53U ,#T'^?\ @-&!Z#_/_:-P_O#_OI?_BJ-P_O# M_OI?_BJ-0#]! G_(#1@>@_S_P&C'_'TO_P 51N']X?\ ?2__ !5/4 P/0?Y_X#1@>@_S M_P !HW#^\/\ OI?_(JC'_?2_\ Q5/4 P/0?Y_X#1@>@_S_ ,!HW#^\/^^E_P#BJ-P_O#_OI?\ MXJEJ 8'H/_\!HP/0?Y_X#1N']X?]]+_ /%4;A_>'_?2_P#Q5&H!@>@_S_P& MF+_Q\,!MX4<=_P#T&G[A_>'_'TO_P 542M_I3C'_?2_P#Q5&X?WA_WTO\ \53U&&!Z#_/_&C]! G_@-&X?W MA_WTO_Q5&X?WA_WTO_Q5+4 P/0?Y_P" T8'H/_\!HW#^\/^^E_^*HW#^\/^ M^E_^*HU ,#T'^?\ @-&/0#_/_:-P_O#_OI?\:K/*;AS%"^U1_K) PX]ASUJ M)S M@W#+/ZDBB:Y)P2L(X+#(+^P]O>BE2;?/)Z_D5*5]%L-BB^U,0,"$'#,,?,?0 M'T]ZT%544*H & .E 4*H51@ 8]*6N]+E5D2%%%% S/U.WOI[G33I\XB2* M\5[D%L;XMK97WYQQ6R.E86L6<=W=:2TEXMJ;>^655)_UQ"L-@Y[YS^%;HI,: M.0^*+O'\/=2E5XT6)5DE#NBEHU(+*I=67<1D#(Z^E8?P7M]&A\/Z@-"OY[!I M.JR0SPK&UOM3Y5.TE7)'5P<-79>)[4ZCIG]GP3:>EU,P:%-0@$TN[D&D,X'4H;.'XGW%I= MZU>Z5J#ZA%/"D\Q:TN@[+L48)"MA' 4J"21S7IOB:2X,5M#:2O'(TF[Y .=H MSU++^7>O-==@73/C"'-)72M7N;^XCDFMY+6*6>U.Y<[FW!D 3+!L'GC'->E> M)KIK:UA"QPR*SD$3*K(!CJ0>6:?=FPMY;>YLM1$B7$Q(6QE8$&0G((7!KU+:?[I_[MY_\ L:-K?W3_-__8UYN,P=+&0Y*E[>1MA\1+#RYHG'>"GDEUO6+G[/M M2)_:7FB[*IEE5YO,;RLMA,H%0^H6IM,^%]G:7-M_:E[-J-G91RI;6Q'EKA[@ MS'S I 8#Y1CI\M=UL/\ =/\ WS_]C1L/]T_]_\ V-;^T9',SA=?^&[ZUKVI M:N-5:.YOO-3:\>Z.-6@$49"[L;DPQW=<,:COOAI-J-GI\,^M/!_9<,:644"% MHT82*[,V]F;G8H&#P >U=]M/]T_]_\ V-&T_P!T_P#?/_V-'M YF<=IO@F^ ML[J*:YU6&0VTU[<6[1V^TB6XS\[9;G;DCBK=GX(LK6_\-7+$3'P_I[6D2L@R M[D*/,)S[,1_O5TVP_P!T_P#?/_V-&P_W3_WS_P#8T>T"YQFL_#Q=8UK6KZ34 MG6/4H52*W\H%89"BQR2=?F+(I4>F35NU\%BQ\"ZIX;M+YP+Z28_:G&Y]DC# M/6TCFB)2WB9&7RP58$ M2[%2#QFO1-A_NG_OG_[&C:W]T_\ ?/\ ]C1[0.9E32;.33-$L;":ZGO)+6!8 MGN9F)>5@.7//4GFIXRWF2\8^;J&Y/]ZDVG^Z?\ OG_[&H85/G3?+_&/X?\ M9'^S473$3;F]6_[Z_P#KT;F]6_[Z_P#KT;#_ '3_-__8T;#_=/_?/_-C1 M[H@W-ZM_WU_]>CCC8?[I_[Y_P#L:-A_NG_OG_[&CW0#CC8?[I_P"^?_L:-A_NG_OG_P"QH]T W-_M?]]?_7J,[OM0.&^Y][=[_M_6I-I_NG_OG_ .QJ(J?M:_(?N'G;TY_W:/= EW-ZM_WU_P#7HW-ZM_WU_P#7 MHV'^Z?\ OG_[&C8?[I_[Y_\ L:/= -S>K?\ ?7_UZ-S>K?\ ?7_UZ-A_NG_O MG_[&C8?[I_[Y_P#L:/= -S>K?]]?_7HW-ZM_WU_]>C8?[I_[Y_\ L:-A_NG_ M +Y_^QH]T W-ZM_WU_\ 7HW-ZM_WU_\ 7HV'^Z?^^?\ [&C8?[I_[Y_^QH]T M W-ZM_WU_P#7HW-ZM_WU_P#7HV'^Z?\ OG_[&C8?[I_[Y_\ L:/= -S>K?\ ?7_UZ-S>K?\ ?7_UZ-A_NG_O MG_[&C8?[I_[Y_P#L:/= -S>K?]]?_7HW-ZM_WU_]>C8?[I_[Y_\ L:-A_NG_ M +Y_^QH]T W-ZM_WU_\ 7HW-ZM_WU_\ 7HV'^Z?^^?\ [&C8?[I_[Y_^QH]T M W-ZM_WU_P#7HW-ZM_WU_P#7HV'^Z?\ OG_[&C8?[I_[Y_\ L:/= -S>K?\ ?7_UZ-S>K?\ ?7_UZ-A_NG_O MG_[&C8?[I_[Y_P#L:/= -S>K?]]?_7HRV.K?]]?_%Z38?[I_P"^?_L: MK,6NF,4&1&#AY OZ#Y>M1.I&"\WL7&/,*\LER[10NRHIP\F>GL.:G1?+0)$& M50. " <#WZT)$(T"*NU5X *\#_P =HB@^U "J%4 *.@'04 #H!2UW1BHJR)2L%%% M%,84444 96M1Z?)=Z.=2D='6_5K4(/O2[6P#[8S6^*P-:N+&"ZT@7]L9WEOU M2V(./*EVL0WY C\:WEI,:.>\:IX?.@O-XKC5K.%U*.%8R)(3M4QE/F#Y./EY MJGX'N?M=K$GBM;26YNY M+F!;4Q2F,P3&10DN[!VA3AB<'I6;\-8KR&778]>EFEUU;J,7TCLC(PV#RRFP M 8V^V?6D,XK7FCMOBDNC?(D-YJT5X&AMX[JYBD&W)#(P>)6Q@[AP">U>H^+" MXLX2H^0.=Y\LO@8ZXP0?H<5Q%[X2\01^/[C5;+1;5%^WI-)?07+Q27<)* (5 M1@/D&YB7#9X'>N\\175S!' ME,\4[L=NT;L@=>-IS^E %S11&-'M?L\BS1>6 M-KK'Y8;WV]JT*J:?]I-C";[:)]OSA:MT %%%% !1110!GZ]]G_L"]^VQ>= 8 MB'3^\#VK/A51!& JXVC'RCTK1UR1HM!O'2!;AA"V(GZ. <=#P:HPDB"/)_@'< M^G^]6=2]M"9"[1_<7_OE:-H_N+_WRM+D_P"<_P#Q5&?_\ Q59^\0)M']Q? M^^5I1'GI&/\ OE:56PP)Z9_S_%7&:AX4UO4+.2%KN)#'+,MNIFW9ARS+G)^\ MQ8#/.W:*J*;&M3L=H_N+_P!\K1M!'W5_[Y6L;4-,UMM65[&^FM[?[-%&K&X7 M!VEBV5.3DG8"WIFJ,.G^*Y0IN[\PDN=KM<1-(@(C#;2!CG$I'7&0.U5RON.Q MT^T?W%_[Y6DPO]U?^^5KFUL/%D;F*SQK)' JDL?\ 96@H,2ZG4N/+5?F.XP*? *^X6.RPO]U?^^5HPO]U?^^5KGI-+\52QQE-; MD1RFYQ'+'R[;B5&5/ PBK]23FIM4L?$+7L4EE<2DI9QPR)%1KB.258^Y'(7J!WZ>M;>M67B& M2* (+'%A6C#,,'S),''S9V]QQG%'*^X6-D*"< +G_=6HXP/,ERL?WAC M 'H.M82:?XCGU9OM]VK6D4P*[YD*N58E6V+@CC;D9Y)--NH?&#ZK=&QOK2.T MRVSYE#9PC#(.<IZTZRL/$$-A=37$KF]N[N)I<7,9=80H#! M&^ZOS9('8>]'*^X6.B50W15_[Y6C:/[J_P#?*UR5UHOBC5!+%>W0,1DR]RG M (9-RA<8&U^A[KVKH=)74%MIX]9&[=+(R,\RMF,GA"%.!@<=Q2<6%BXR;?O(MH^JK1M&/NK_WRM<':>%O$^BZ/&FD78MY%MT,T$5R@\V9I"9/F8'&Q,*IZ?E4 MD.B>.O-26354BGVQ+-(LT9:4HJ<-QTW-*2..@]:.5]PL=QM']Q?^^5HVC^XO M_?*U(_,C;1QG@<__ !5,S[_J?_BJCWB1-H_N+_WRM1E1]J4[5QL/8>M2Y_SS M_P#%4P_\?0/R_=//.>O^]THU =M']Q?^^5HVC^XO_?*TN?\ /\ \51G_// M ,51[P";1_<7_OE:-H_N+_WRM+G_ #S_ /%49_SS_P#%4>\ FT?W%_[Y6C:/ M[B_]\K2Y_P _P#Q5&?_\ Q5'O)M']Q?^^5HVC^XO_?*TN?\ /\ \51G M_// ,51[P";1_<7_OE:-H_N+_WRM+G_ #S_ /%49_SS_P#%4>\ @"_W5' M5J*W4>2/E'4]57U-3@^^/S_^*J.$GRAR3R>H.>I_VJ/> =M']Q?^^5HVC^XO M_?*TN?\ /\ \51G_// ,51[P";1_<7_OE:-H_N+_WRM+G_ #S_ /%49_SS M_P#%4>\ FT?W%_[Y6C:/[B_]\K2Y_P _P#Q5&?_\ Q5'O)M']Q?^^5HV MC^XO_?*TN?\ /\ \51G_// ,51[P";1_<7_OE:-H_N+_WRM+G_ #S_ /%4 M9_SS_P#%4>\ FT?W%_[Y6C:/[B_]\K2Y_P _P#Q5&?_\ Q5'O)M']Q?^ M^5HVC^XO_?*TN?\ /\ \51G_// ,51[P";1_<7_OE:-H_N+_WRM+G_ M #S_ /%49_SS_P#%4>\ FT?W%_[Y6C:/[B_]\K2Y_P _P#Q5&?_\ Q5'O)M' M]Q?^^5HVC^XO_?*TN?\ /\ \51G_// ,51[P";1_<7_OE:-H_N+_WRM+G_ M #S_

/%49_SS_P#%4>\ FT?W%_[Y6HP%^TO\H^Z/X1C\ZES_)Y_^*IBM_I# M?,?NCC!Q_P"A4>\ [:/[B_\ ?*T;1_<7_OE:7/\ GG_XJC/^>?\ XJCW@$VC M^XO_ 'RM 4?W5_[Y6G9/K_/_ .*JL[MK$S%<^2"K'>/3IC/O6V.E8V MIR:BEQIO]F)O1KM5N_E!VP[3D^W.*V1TI,.:\?:O>:%X7?4[&14:UGA=U;C MS(]XWIG!VY&1G'%4OA[K^H>(+"\N-1N-+N\2(4GTQLIAER8VYR2O3/&>N*T? M'.J3Z1X6N+FS,?GETBC26W><2EF V;$()STSGCK7)?!5&BT75%GT^:QG6=DMLCMC:@ C =01L'R_P 7U-(9Z?D5S/BXXCMCN52IV>E1>+(F:SC<,JK&2Q)CR#[$X^4=>XH V-/D M,MC"YF6KM=)H]T MVGJ&N1&?*!Z%JSX@QA3<#NVC/#>GTJ_K*7$FBW:V3A+@Q-Y;,< &LZ)?W*;@ M =HS]+[F>%K[78\1R&-G@E.Z*+?C(.W[[(,$^M=T H.>! MCG('3_QVO/\ 5OA]J-W;WD6G7-A8M<7LM^^-^9"&'DIQ@A0!N)Y&X]*TA8J) M-'X?\86-Y.MJ!<<<$UQ-+(]Q>-(4S)F/Y2O=0BD9_O52?P9XJOU$FM7_)RP M,S;5NFFDC!\LD*=HR3Y9('J^*L7/@S5[O7GNYQ9_8Y]22[F@-PS.X"D'YS'R MF<$(1A>>:O>$O#.I^&_$%S?"/C*YGM+S4=2%S= M1E&<17#Q@%4DXX7E=[(<'K@FF0:#XZNK4S3ZO):&XG626U^T'S$C'F$!6V$(M%O%.G>"X](T[59/.2Z3]X9#O6W"8(1RO'SY.,=.*+C0_'+22FUU(9^T.\3W M%P6&SRRJ!@%&?GP<#WW U+I/A[Q,NI1RZYX@EFA6Z:69892%E11^[4(-H.? MF&3T'K574]&\:7.M/'9W[PV<]U).)TNB!!&-H5#A>>Y" #W-'S$(?"_C9[2-M3KMP'6%@P>Y)W.V[.2J\C[N/3+>@J(>%/&=JT*Z?J(@0","=>MO4(D:@LVS] MX.)>#_>!J5_#GBY'MF;7IIHUA:6Z\F=MYE.\LD:;<,OW N2,8/K6CIECXGF\M'ZA9:P%75;FURD[O\HDD3E%P"0J#:,JV+'%# S=3TGQ1:P>'-)\R2K&D6VY MN8&(CCD\P%G\>-!9G^V-[%_,G)N*&W@D+A/F0J,!2M>,GVJMI7@KQ7I%O';VNK0Q6ZEI=J3/M5B6W*PV8?<-@SQC#<4J^" _%D=B]NN MLVZBU^SBR5IW,89)5;)7:,848 R#KO38)9CJR1*D5_)< F:0M@%W'RG:@;*COCTK+_L/QUYCK+>Q>0LBC;#=NKRQDKNPY4E" .#R3D\U5TKP+ MKFE6H2'7-KQ-,L$BR/DQ ,T*ODU.T72?%=G<-]OU%)&6QEB199VEN68LA^Z"P52 2V>@([U!J'A_P 6 MWFMWTT6NK:64DC>4L=RR;4S\@QLPAP,$Y)))/H*-.\-^(UUZ2]U35(;AK2TEMBM&,K$"9HD4%DVX4CYR6Y)W4?,">WT3QA%X1EM9+YCJLEZDH=KEF6*$8RI?8 M"0<'(7!^;@U!#X;\821R'4=?FB=FG8&*XPID(A"_+D+G)(R3D#KFH%\,^,; M/$MMXC-T4.3'=73!67?&1\VSCA9.?]K%)=>$/$^HVOV?4-8WM'+'(DT=RZ@E M$) "[.#YNT[L\BC0":#PYXT^W0W5YJ,EO_:[?V[)=J\D\K;XT3&UPI"].2P7U YI-9\/^)+Z:%K+Q]LL-JB' MRIFC\V01/N=OEZERASZ U!'X;\62ZF#?>(C'9^:HE:.9E:2->1M&T!#G@_- MD\CI1897A\.?$>4;C7@9/LQ^6-\()L;0""F64@ Y[,2:AAT3X@/>+#%J30B MWC+^>]V98P[2,1&1LS)A50'.,%LX-=)X7T_Q!IEK*NOWJW]U(6D,KS%PCX&TM(NP;5/)]L"L[3_#.MZ/&8K"_A<3/F65W93]U!G:%Y((D'J=P)I:=P*ZZ'XUM MXX;B3497%NXF%HET6:3]XI9&9E&[Y%(&<#+GTKMUWM&C21>7(R@N@W$*>XSC MG'K6;HUA>V,,ZZC>M=O(RLI=BVWY0&QE>!NW<>U:6U>P7\O_ +&LY-=R&QV# MZ'\F_P *B.?MB\'/EGLWK]*?M'^S^7_V-1E1]J'W/N'C'/7_ '>E)6[B)L'T M/Y-_A1@^A_)O*;M'HOY?_8T;1Z+^7_V-+3N [!]#^3?X48/H?R; "F[1Z+^ M7_V-&T>B_E_]C1IW =@^A_)O*,'T/Y-_A3=H]%_+_[&C:/1?R_^QHT[@.P? M0_DW^%&#Z'\F_P *;M'HOY?_&-&U?1?R_\ L:-.X#L'T/Y-_A1@^A_)O*; MM'HOY?\ V-&T>B_E_P#8T:=P'8/I^C?X5%;Y,SN)R>2&]3[4*/;/_ &H MK=5$(^I^\.>I_P!FC3N!/@^A_)O*,'T/Y-_A3=H]%_+_P"QHVCT7\O_ +&C M3N [!]#^3?X48/H?R; "F[1Z+^7_ -C1M7T7\O\ [&C3N[!]#^3?X48/H?R M; "F[1Z+^7_V-&T>B_E_]C1IW =@^A_)O*,'T/Y-_A3=H]%_+_[&C:/1?R_M^QHT[@.P?0_DW^%&#Z'\F_PINT>B_E_]C1M'HOY?_8T:=P'8/H?R; "C!]#^ M3?X4W:/1?R_^QHVCT7\O_L:-_X#L'T/Y-_A1@^A_)O\ "F[1Z+^7_P!C1M'H MOY?_&-&GB_E_P#8T:=P'8/H?R;_HVMC.UL>NUO*; MM'^S^73_,=KA?%K^,1K=Z^A1W"Z9%!:6[)!$QDS MU?L_,KE/7=C8SM;_ +Y?_"F*KFZ<;7.%'&&_PKSB&;Q(NGF^U&/Q#_:J:K$NMHQQ0OY*6HES^X0<."J#)7)PYS4!@\=W-QJFJ-'J4:0VDUQ:6C,ZL99&;RE55 MX)50F5/3/K1[-=PY3U':_P#SS?\ [Y?_I,'T/Y-_A7!:9IGB+3/%F@6-[- MJ5]%#QOR'E^SH^,B;S6X?.-IC/3.0*[-C]K8K%@0_QOC&[V!VUC5:IK1W;Z M#4+BLS7;%(=PB!P[@-\W^R./UJPJ"._*J[44<9# ?E2!410HV*%'0X 'Z4^ M"W%QAY%Q#_"IR_U]J5&BV^9O7\O('*^B"&#[5\T@_< *1]_P!_I5^D%+7: MDDK(D****8PHHHH **** "BBB@#/U.UO;FXTUK&X$*PWBR7 +8\R,*V5]^2.M/:MD=*PM8LX;NZTEIKQ;8V]\LL:L?I)F\0VZ3A89A Z11 #[MD;L27]H(SFL_2M!T_1*M^_V9#]G2YD\UXE8[W7N<,XWJK*2!M]-V0O?IUJYXBOKFRCM_L;_OL_XTM;F_O-_WV?\:Q^1(B2*'4[QC(Z2#C]:Y&'PMJL+F6#6!!=^4R%ENR^%=G9FP< MJV!'8;:Z\.0P)+$ _P!_P"-%M774DNKW5&;=*AN!#U5[G0-:FM6B&HJ)6F):5;J9E5_[!UI[BY$FLRQ0M(BI&EWG9$N"4SC.[M(W=<,:I3>$=5E6>-M3!AE64G$\B[F=2"I ."-Q+%NO2K+^'-8\T_9M3\E0&M:/;,_P"Z)##9C.&&"OS')&WBG=#T"WT/Q"]V@OM>_=!8TE:*Y(9P-I.%QA3\ MN,]3N-,.@^(HX9$AUB,,(2%9+DJ&8C+#;CLVXENI![=:LWN@:FV@KINGZG(&M$TC;YKB3<%(PGS@[B5/S8S@GV%4KSPKJUQ:36\>L/(ET&$RR7$F/F+<6 <@=25D);OD"K%_IFLW&I2RV%T+.!2EM&KR$9B5>74M+W)8@#V%8MUX9\01S>;%=?:)[ITCD=+J1<*N3YC'(QRY.T<<"G=#T-6+0]>\ MIWFU]A/ODD!$_P A?;MBXQPO))'?"^J)8^'M7_M33GU'4C=VUJXF99+K>V*MWRX (WE6!/3 J*7PKJZ^;+:Z]<)=,#AVG=E!*."=I.!DLO;@*,A--\31 +#J\"HX)*RW1'=5.I6L=SK(NM.AG28B6Y)?"XS MD8^;<1G'1U='N/'S-_WT?\M:CC9O,E^Z.Y0RL ",?,FW%.G\.:I<,+. M;5_,L'2'WW1+E!*&&/\ :PN"3TSQ74[C_>;_ +[/^-&X^IQZ;C_C1[1]@YCC M6TKQ)%KDGS.#QR#'77+(756EV1NR@L@D!VGTSGF MG[F_O-_WV?\ &EW-_>;_ +[/^-*4K]!7&;U_YZ+_ -]C_P"*HWK_ 'U_[[' _M ,53]S?WF_[[/^-&YO[S?]]G_&H^1(S>O]]?^^Q_\549EM3[F_O-_WV?\ &HBQ^V+\QSL/\1]?K3OY#N.WK_?7_OL?_%4;U_OK_P!]C_XJ MG[F_O-_WV?\ &C;_OL_XT?(!F]?[Z_]]C_XJC>O]]?^^Q_\53]S?WF_[[/^-&YOM[S?]]G_&CY ,WK_?7_OL?_%4;U_OK_WV/_BJ?N;^\W_?9_QHW-_>;_OL_P"- M'R 9O7^^O_?8_P#BJ-Z_WU_[[' _Q5/W-_>;_ +[/^-&YO[S?]]G_ !H^0#-Z M]G'\V/\:9!(IA!W]SUD&3R?>ILD_Q-_P!]G_&HK;_OL_XT;F_O-_WV?\:7R 9O7^^O_?8_ M^*HWK_?7_OL?_%4_O]]?^^Q_\53] MS?WF_P"^S_C1N;^\W_?9_P :/D S>O\ ?7_OL?\ Q5&]?[Z_]]C_ .*I^YO[MS?\ ?9_QHW-_>;_OL_XT?(!F]?[Z_P#?8_\ BJ-Z_P!]?^^Q_P#%4_O]]?^^Q_\51O7^^O_'V/_BJ?N;^\W_?9_P :-S?WF_[[M/^-'R9O7_GHO_?8_P#BJ-Z_WUQZ>8/_ (JG[F_O-_WV?\:-S?WF_P"^S_C1 M<+C/,7_GHOTWC_XJC>/^>@_[[' _Q5/W-_>;_ +[/^-&YO[S?]]G_ !IW87*]MU>VUC:O>1[U:78B;5*A5' ##@?3-9_AIMGA'222546,.3N. -@ MJZUH(6G*O,&$8.5C)SGW;_"O2ITM7)GW?3H$$!G/F2[O)_A0Y^?W([?2KM%M%=MK$A1110,**** "BBB@ HHHH **** ,K64T][K2#J3R(ZWZFUV?Q2[6P#[M8S6\M8.LW-E;W6D"^M?/::_6.W;./*D*L0WY_G6\M)C0M%%%(9@^;I-MKDOMVAS]L:0!9'C/!Q]T,!@\$?F*C\3!YD2WB5W9T;*QQAV]L]"!_P#JHN(KBXU\ MI\PMA, WR(P/R@X(QD<@'0;R M2]3S+=8B9%]15&'F",KDC:,< \8_W:OZW-Y&AWD@C$NV(_(PR#6?%M\B/&WE M0>-OI[UG.Y$B7\#^7_V-'X'\O_L:9Q[?^.4<>W_CE9:]Q#OP/Y?_ &-&/8_E M_P#8TWCV_P#'*./;_P MXQV/8_D/_B:,>QQ]!_\$TWCV_\ '*./;_QRC7N(=CUS^7_V-+^?Y?\ V-,X M]O\ QRCCV_\ '*->X#L>Q_[Y'_Q-&/8_D/\ XFF\>W_CE''M_P".4:]P'8]C MCZ?_ &-&/8_D/_B:;Q[?^.4<>W_CE&OX%C\#^7_V-'X'\O_L:9Q[?^.4<>W_CE&OW_CE''M_XY1KW$/\ P/Y?_8T? M@?R_^QIG'M_XY1Q[?^.4:]QCOP/Y#_XFHSD70''W2<;1GK_N]*=Q[?\CE1$ MC[6HROW>BYZT]>X%C\#^7_V-'X'\O\ [&F<>W_CE''M_P".4M>X#_P/Y?\ MV-'X'\O_+&F<>W_(Y1Q[?^.4:]P'_@?R_^QH__E_]C3./;_QRCCV_\W_(Y1KW ?^!_+_P"QH__E_\ 8TSC MV_\ '*./;_QRC7N_&>Q/X#_.)J*W7;"/E8,>W_CM16^/)'U/ M7:>YH^8$_P"!_+_[&C\#^7_V-,X]O_'*./;_,X#_,#^7_V-'X'\O_L:9Q[?^.4<>W_CE&OW_CE''M_XY1KW ?\ @?R_M^QH__E_]C3./;_QRCCV_P#'*->X#_P/Y?\ V-'Y_E_]C3./;_QRCCV_\=I: MKJ+7H/P?0_E_]C44TRQ87!9R.$4#E-Z=S3E4?B*UY:075G*=:6-[3;N>*0?NPHZ[OEP:X:VU;X;7 M.K&S33K-=V%65[91&W_CM=5XSL;C4/!]_;67^ND0;%!7+8(0) QSTKY^M-)O[MK4DLX+68W+2 "/8<@YKT<+A:,A=W;,:E25]-$?4%G9((XOW8C@B4"&$* !T MR!Z>E7ZJZ;!+;:.7:P7#;Y8X41V]6"XS5JJLD[(T6P4444AA1110 4444 %%%M% !1110 4444 9NJWDMI /NW#=G ME<#/ P>3CK72U@^)9+/[/%'?&X6-R(B-_[IJA"C+#&"#D(?D;DX^E95+6 MU(D/R??_#_P*C)]_P#/_J-I]#_-\-_A1M/H?^^&_^)K+W2 R??_/_*C M)]__P# J-I]#_WPW_Q-&T^A_P"^&_PH]T R??\ S_P*C)]__\J-I]#_W MPW_Q-&T^A_[X;_XFCW0#)]__P# J,GW_P_\"HVGT/_'PW_P 31M/H?^^& M_P#B:/= ,GW_,_\"HR?? /_*C:?0_]\-_A1M/H?\ OAO_(FCW0#)]_\ M/_J,GW_,_\"HVGT/\ WPW_,31M/H?^^&_^)HJT R?? /_*C)]__P# MJ-I]#_WPW_Q-&T^A_P"^&_PH]T R??\ S_P*C)]__\J-I]#_W PW_Q-&T^A_[X;_XFCW0$R??_#_P*HXF)DE^8GYAQCIP/]JI=I]#_P!\-_A4<6XR3 [N M&&!L/']J+Q&29/O_G_@5&3[_P"?^!4;3Z'_+X;_"C:?0_]\-_\31>(!D^_M^?\ @5&3[_Y_X%1M/H?^^&_PHVGT/_?#?_$T>Z(,GW_S_P "HR?? /\ P*C: M?0_]\-_\31M/H?\ OAO_(FCW0#)]_\/_J,GW_,_\"HVGT/\ WPW_,31 MM/H?^^&_PH]T!,GW_P_\"J,G_2U^;G8>/7G_>J7:??_+X;_"HSG[4!R/D/ MR[#Z_2AZ 9/O\ Y_X%1D^_^?\ M@5&T^A_[X;_XFC:?0_\ ?#?_!-'N@&3[_Y_X%1D^_\ G_@5&T^A_P"^&_\ MB:-I]#_WPW_Q-'N@&3[_.?^!49/O_G_(%1M/H?^^&_^)HVGT/_'PW^%'N M@)D^_P#G_@51VX*P@8*\GC\3_M5+M/\ =)_X W^%1VZ8A&%*\GC:Q[GVH]T9 M)D^_^?\ @5&3[_Y_X%1M/H?^^&_^)HVGT/\ WPW^%'N@&3[_.?^!49/O_G_M (%1M/H?^^&_^)HVGT/_'PW_P 31[H@R??_#_P*C)]_P#/_J-I]#_-\-_M_P#$T;3Z'_OAO_B:/=_,GW_S_P "HR??_\ S_P* MC:?0_P#?#?\ Q-&T^A_[X;_"CW0#)]__P# J,GW_P_\"HVGT/_'PW_P 3 M1M/H?^^&_P#B:/= ,GW_,_\"I,GW_S_,"I=I]#_P!\-_A4$D^\]J%#+*/O M* ?E]SQ42G""NRHQ;>A)+,L,9>5MH'<__M5!MFN?]9NBBS]S/+C_ &OFX^E/ MBM2KB68M)+V;8P"_08J8X5=S':O36G;_,OFC#2.X(H152,8 M4PX;.0J?4Y.?I3HX'N.6!BB/K]YOT^45=1%C0(B[5'05 MVPI)$V(X;=8FWLQDE/5VZ_AZ4]88ED,BQ1AS]YP@!/XT^BM]M@"BBBD,**** M "BBB@ HHHH **** "BBB@ HHHHS]4M;RYN--:RN!"L%XLDX+E?,C"L"OOR M1Q[5LK6%K%I!=76DM<7BVI@OEDC4G_7,%8!/QSG\W128T+1112&%QR>@^G- & MM:HL5M$D2JJ!1@(,<=JGJKI\[7-C%*Z*C,O*J<@?0U:H **** "BBB@"AKL M(GT&\B:<6X:(CS2,[?>J$"@6\?"GY ,[1SQ]*O:^8!X?O3=LZPB%BY09('L* MHPLOD1X8?<'4]L?6LZE[$2'X'HO_'S_/6HP/1?^^?_*U&1_>7_OK_.RH MR/5?^^O_+*LM20P/1?^^?\ ZU&!Z+_WS_\ 6HR/5?\ OK_[*C()5_[Z_P#L MJ>H!@>B_J__ %J,#T7_+Y_^M1D>J_]]?\ V5&1ZK_WU_\ 94:@&!Z+_P!\ M_P#UJ,#T7_OG_P"M1D>J_P#?7_V5&1ZK_P!]?_94:@&!Z+_WS_\ 6HP/1?\ MOG_ZU&1ZK_WU_P#949'JO_?7_P!E1J 8'HO_'S_/6HP/1?^^?_*U&1ZK_M -]?_949'JO_'U_]E1J 8'HO_?/_P!:C]%_P"^?_K49'JO_?7_-E1D>J_M]]?_ &5&H!@>B_\?/\ ]:C]%_[Y_\ K49'JO\WU_]E1D>J_\?7_V5&H! M@>B_J__%JBB \V;C^+NHQT'M4NX>J_]]?_&51QLOF2_,?O="<.@_VJ-0) M,#T7_OG_.M1@>B_J__%J,C^\/^^O_+*C()5_[Z_^RI:@&!Z+_P!_P#U MJ,#T7_OG_P"M1D>J_P#?7_V5&1ZK_P!]?_94]0#]%_[Y_\ K48'HO\WS_] M:C()5_[Z_P#LJ,CU7_OK_P"RHU ,#T7_+Y_^M1@>B_J_\ UJ,CU7_OK_[* MC()5_P"^O_LJ-0#]%_[Y_\ K5$0!=J-H^X?X!CK]*ER/[P_[Z_^RJ,LOVH? M-_">,\=?]ZC49)@>B_\?/\ ]:C]%_[Y_\ K4N1_>'_'U_]E29']X?]]?_ M &5&H@P/1?\ OG_ZU&!Z+_WS_P#6HR/5?^^O_LJ,C^\O_?7_-E1J 8'HO\ MWS_]:C]%_[Y_P#K49'JO_?7_P!E1D>J_P#?7_V5+4 P/1?^^?\ ZU&!Z+_W MS_\ 6HR/5?\ OK_[*C()5_[Z_P#LJ>H!@>B_J__%J,#T7_+Y_^M1D?WE_M[Z_^RHR/5?\ OK_[*C4 'HO_?/_-:HK=0(0,+U/\()3[5+N&1AE_[Z_P#LMJC@PL6/E7D\!NG)_VJ+,9)@>B_\?/\ ]:C]%_[Y_\ K49'JX?]]?\ V5&1M_>7_+Z_^RHU$&!Z+_WS_P#6HP/1?^^?_K49'JO_'U_]E1D>J_]]?\ V5%F M 8'HO_?/_P!:C]%_P"^?_K49'JX?]]?_949']Y?^^O_+*BS ,#T7_OG_ZU M&!Z+_P!_P#UJ7()1_WU_P#949'J/S_^RI:C$P/1?^^?_K48'HO_'S_/6I MH!@>B_J__%J,#T7_+Y_^M1D?WA_WU_]E1N']X?]]?\ MV5+40;1Z+_WR\/*1BB*6;:J@9)(Q^E,EN8X< G+,<*JG)/_(]^M1+$TI#7 M;*<=(@V5'O\ >Y-8RJ._+#?^MS11TYI;6>Z)$2B.+."Y0 M_N\<#WJ:.&.* M,)&B@#U R?KQ4@.?ND$X[-V_[ZHC62X)\ABJ=Y3GCZ GGZU=.B[\TM6)R;T6 MPTX#!%0.YZ*H'Z\<59AM-K"2?:S]0JC"K]!Z^]2PPI"N$'7[Q/);ZFI*[QL M 44450!1110 4444 %%%% !1110 4444 %%%% !1110 4444 96M+I[7>D'4 MFD5Q?J;78.LNUL ^V,UO"L'6;BS@N](%[:_:'EOEC@(_Y92;6P_Y_G6\.E) MC0M%%%(85SOBM]MK"K2!8V+!E,@4OQ]WDC(]3VKHJY?Q0EP;N#RILB5"@@Q] MXXZYPM3U% HC@C0 *H&%&/PJ6@ HHHH M **** *&N3PVVA7DUS$98DB+,@'+>U486+0H1N4%0<;F]*OZU<&UT2[G6'SS M'$6\O:3N]L"J$7S0QG&,H#CICC_=K*H1(DR?5OS-&3ZM^9I,?Y_RM&/_P"5 MK(D7)]6_,T9/JWYFDQ_G_*T8_P_Y6@!;_M_/"1>(KWQ#H[7%U<:,8ZF)+L6P7RF2$%5C3/EMEB [%3CJ.16'_PE7CF+0YY MK^>[M[BZG@,:,@_=QNKRDJZQ'8"NQ-I#8(Z\UI[/S*Y3V?+8ZM^9IK= /N^N*ZE#97KT!% M5[%6NV+F['T00^/XOS:HK.!D\!CZU\^^+/#OQ#\%:,-7OO%,DT"RK&?(MNI"RD]#\P QQ7IOPT\53:K\,EUC7IE+6IE$\YP-RISN/&,\TI4[*Z8[G=#<1 MD;\=>K4F3ZM^:5]ZE\OO%5_K=UKUG?WL-G]L!CC5R(D[HA XZ#^=?2WAO6[M?Q+X7=1ARN?NMT9>%Z@Y%*=/D5[@G#_%3Q#X MDMOBE'I&B:Q=6<<\'I&DA5 [=^G]*O'P%\6E)!\6)D?]/R5KW"Y M[4=P_O?FU&3ZM^;5\VZUX@^(/P\\46UMK&N/=.R++L,OFQ2H3@C!']*^C59I M+821A5D>,,@<_+DC(S\O2HE3Y-;@M24;F/R[C]"!:O8X&_0M6/JZZH^BH((MV-V;E?W=CO"N@/*,^%* _P![MBN?GO?%5Y<"(V[PSQ_Z2EIY.S?M5LH6!RR! MB@!_B(--0T+Y3N!N;[NX_BU("3W;\VKG-7M?$UWH.G+;.PNR6FNY(4,)P!\J M 9'S?,#@\?+R*;%=>+"JM):#=)=,GEK;#@H]GYARG2D ML!R6_,TOS#&2W/NU-EB>XF9 B[K-#(&$>26&1P7./8+W)I]])XP M$-P;:+RBPD"A80SY.[#J6/&,(0OJ32<$MV'*=7EO5OS-5VN))F*6Q)[-*6.$ M/T[FD:WDEVI<-NC"@, NQI#@9)P./I4R@*H"@8QQ@_\V-KGK]!Z"NJG1459$ZR=V0QVC2_-<_,<#H.@]*7KUZT5TIM6 **** "BBB@ HHHH **** "BBB@ HHHH **** ,[5;R M>TNM+6WM%N1/>K%(Q7/DJ5;YQZ=/QK;%8NIG4AQQZ;6!KHZR=2E^S3P3QZ>UW)M8;E8 M JO'KPSN5N[5)D1HPW\#@9'/M5B@ HHHH **** * M6L-<+HUVUD"TXB.P #.?QXK.B(\I.5!VC^)?2M'6();G1;N&"4PR21%1(&P5 M]\U0AR(4)X4#@^WUK.I>VA,AJ_] M]+1D>J_]]+3N?4_G_P#94<^I_/\ ^RHN^P:C'<"=TC9PO!..AZT_>#4ER/5?\ OI:BB8>;-_O#JR^@K(7QMX?>9XXM M2:41QO+))';3.D:(65F9@,*,HV">N.,U73Q]X82,7#:LRI-,T>UK:<-&RJF= MZ[E[RZ!J,R/5?\ OI:,CU7_+Z6G<^I M_/\ ^RHY]3^?_P!E2N^PAN1ZK_WTM&1ZK_WTM.Y]3^?_-E2\^I_/_[*B[[! MJ<_XPUV;0=#AGM)+>&6YO8;075Q@Q6H<\R/@] !W[XKE7\<:Q!J_V>#5;*[:MTU""U^RK;#S+^(J'DN.#\BA"2"O'R^^*U_B'XSN/"J6,%I80WS74AK!D^*5]]IUR6VT.SD6SC$5JQ1E>1FG$,.Y./,5CO/& - MN.]:Q7D6BK8_%3Q+-'9Q3V\,4HOO,OYC"0OV5HS,B*/[_EJ23VP/6ETSXJ^(MM^FIK$44#6UPYUB<08!C\KS4CC&?O;2,^Y [UN3?$A++Q;IFAWUM8MOA=M1D M\LQF%_*=T15)

(X5"&R3U K/TSXDZGK>CV%V-/T>P>\D=&%]NQ%Y47F2.XR,# M!0+WQSZ"K**T?Q0\3C3I)9K%5O;?4/-N+9K9T:.P$2RLN&&=P!(W=R.*6U^) M&MWEU YO+)6_T3.GR0?/,LVYW8MG*".(H2>G!S5_3?B3J.LQV5];Z/91QS75 MO836TVYKF:62,.Y3_84,.HY&>E4]-^+:_HMW<:I-%+ <0WKVY\E4$2[<']VX/[Q<$Q#W/*/CSX?&I>$X-8A53-ILF)"",^4_!Z>C8_.N,U'XAFZ^!=GHJ2[M2 MDF^Q2@'YC$G(..O(POX5[_JEA#JVE7>G78W0W4+1."1P",9^][U\Z> OASJ< MGQ,AM=6T^X2STZ=I)99(B$EV'Y0#T.3BMZ;O'WNAF]S1\>_#U="^%>A7T$86 M\LO^/YE(R3+SDXY^4X%1^,_'LGB?X9^'=)M7WZA=OLNT!Y+1D*N?]XD&O>]< MTJ'7M!O=+NN8[R%HR2<[21P>O8\U_?##X?ZD? B/&VM:?/#;.6S2N\L959'4 MX4 G /.#UZ"B$E)7ET!JQ+XH\::1I_P]F\ 6%G<--:[(GO,KY;R*P9SZ]013 M?A[\6[/P7X5&E7&DW%T_G/+YB2JH^;V(->G?%C1(KGX<:D--TN*2[9HROV>W M!D/[P$XVY/KFL3X:>";#5_A6^F^))VNUU*P,L>R5/1@3@BCGBXZH+.YQOQ M^=+OXT\+G2+/2)K8O.DC2R2AONYX 'K5*\UVXT'X(:? H.&AN=7N9+AP?O"W M!&"1U^8C\A6S/X8\6_"C7O/T2U_MW1YGY0P"0M[.HR5/^T.#5?1M&UCXB_%J M/4M>TFYL]/0B5HIXBJ)&G2/YL9R? TS5^ZEIL)7*'AG6M U'P$? \EA<1ZAJ$ MAD6]8KL^T#_5CU XV_C6A\(_'0F0?7ZUX-\2/"FK^'/B:FM^&]/N)XKEQ=J((BX23/SJ M<9Z]?^!&I4XSNFAVLF3PMY:6\ <).]F.X\G QW MKZAC!AL@N$9XX@ ID4!B .,]J6&RMK=]]O;0PMC&Z.-5/Y@U*S.J,ZJSE5R$ M4C+>P^:LISYK*Q25F86O7>M+H0?2K79?-*F,<].]9MQX ME\0Q6=R@TR,,C&".4V\K2&0 _.4'9R,CG R,UKZSK-S9Z?:M C6<]U=K;C[3 M(GRIU+9W%?IDEUIXRU$;E%DUZ>63]YY.$WD*>A).TQ_]]52O;8T7H36_B'4V MEAM9=-9'$@AGNI[>5@'R^.!C.50-+G@IICN%BW2)]H("8SDAL9.04 '^U4$OCN1V9H+(M?9XW;S&^TDN56)G*CC DX48Y'/M0[VV';R#^VO$.D>>^L6RZA;QNJ)&V_. MB';C 8MO.!CDJ33Y-;S-)&^!@',47##93:A79L(@W2+34+S2;2IM M)OD^=5*D],@$L6Z8X&36SH7B&? 6KNX22P:TB1!)$[2%BZEW7!&.#\F<9/!K: MR?6JL(X6#Q1XC2WA:6R%Q+*HVDVTBJS#GRPHY#?-C<>/E)J];>(]75SIK65R(%@O%DG!8CS M8PK K[\D''M6RIS6#K-I;75WI#75V+9H+]98E(_USA6&S\B3^%;R]*3&A:** M*0PK%UVPEU#RHX@O"NT;5=-N+-)--\Y6ANXF9") H+ MKMZ. ,#/J:YB7X9W=U9I87VJV9LK:>:2$Q0.))O.EW2&4^NS*@#CFM8J.]RT MD.U#PGX72XNYAXFL+.RU'28HH(RJEHK.-0-R/NY0@DGC^+K5:;X;>')+ZUM8 M? $\$,=M%->P0%%:18'E67S Y;.!M5=QSE1BFV_P> C5+S68[@>1]D8M"WRVP ME!6)?8(I'N6)I;+X3W42E9O$*-+-;+9W=PL!+F$.&\M > NQ(TP?]L]ZTNNX M[DA\"Z&RQW-GXV_?ZI +GS9RDJW7E3"X:4#(^7.*[5/$FAR3RP-KVG M27$$/FSCSE7"A02^.PP<^V17$7/PCGN=)L[9M^#VJ7RM;AH= M]9W5OJ-G'>6$T=S;2C,'4+ MBVA$T!PP 4'E>N !] *O[5_N+_WRO\ A3/+'VI?W?\ >=HP.?IUIW: MW8[D:Z58)JIU1-,M5U$KM^V"W E(QC&[;GIQ38]&TN%46'1[.-8XWC0+; ;4 MSCADF55D> M.+:7"C"@G;R .!Z5(4;^Z?\ OD_ !--VC^ZO_?*_P"%&T?W5_[Y7_"D[OJ M[:W]UO\ OD_X4N']&_[Y/_Q-,VK_'5_[Y7_ HVK_=7_OE?*6W40[:W]UO M^^3_ (4I#GJ&_P"^3_\ $TS:OJU?^^5_PHVK_=7_ +Y7_"CYC';6!R%.?]T_M_$TN']&_[Y/^%,VK_=7_ +Y7_"C:I_@7_OE?*-NH#@K#L1[[3_A3(WD#&2 M,GHI]3[5S7B?5]3L=7L++2&LX1<0R2R/<6_F?=*C P1CK6=9:YKT&M:;;W\^ MG36MU<&)Q%9;&'R,V02Q[CTKEGC*-.LJ$I>\SHCAZDJ?M$M#N=K?W6_[Y/\ M\32X?' ;\%/_ ,34#3VZ_>DA'U*4GGVY'#Q'Z!3_ $K;VM._Q(Q5.?8L8<]F M_P"^3_A2;6_NG_O@_P#Q-5S_#7"J!VB51^;>M;TJ32W(;;=QD7G M7&!$Q2,=7(!S_NC'ZU=1!&@0<@#'/-.HKJ2L,#SUP?J*/\<]***8 3GK1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% & M5K0T\W6D?VD9 XOU^R[.\NUL9]L9K>4Y%8.LW5I;76D+>6@N&FOECA;_)XN M5;#_) C\:WA28T+1112&%%%% !1110 4444 %%%% &?K\D47A^]>>#[1& (6 MW19QO]JHPM_H\?;Y!P3[#_:K1UF>6VT6[FMX1/*D1*QG^(UGP[C#&3D$J,_> M]*RJ6T(D.W>X_7_XNC=[C]?_(NG?-_M?^/4?-_M?^/5EIV)&[OX_S_P #IV&_VO\ QZC#?[7_ ()1IV ;N]Q^ MO_Q=&[W'Z_\ Q=.PW^U_X]1@^_\ X]1= 9VLZS#H>G"\N4EE4R)$$A77>PNPC1V(4-R<> MU<=K&H)>Z3/-(JJ+20<[AZKQ7EXS%8BE6A"E3YD]WVU.[#T*-2G*4 MW9H]4!SCD=,C_.ZC/T_7_P"*J)8'**&FE/]1V^E+]E4_>WGZL]=W//I'\3E MY8]_P)?\]_\ XJDW =64?4__ &=5SIUNQ^:-C]6>@:=:C_E@I^H($7[L>/HK4[U' MT0>YYC#=P+UE7]?_ (JHSJ-LO_+7/_2?_9JM $= 1^#4OS=L_DU*U1]5]W_ M 0O3[,PO$6J(GA? 57MWF61;.8HZ(P*G8<$'=Q7(6VEQ2P0R/=:AN:-23]OE MSR,G^*O1-0LUU'3+JRF9UBN87A33>#-,>;S9I#"=T MCL6+?,?XBV36V9I?X8,_5P/_&:H-$TQ-*T2TL;1Y9X8(P$E8-EP><\#'.:O M[)/[K_D_^%=_LYO=LY93CJU$IF>[S\MM'^,P_P#BJ!)>G_EE;#ZR-_C5S:_< M-^34W..IQ]=U3[)_S/\ #_(GG7\J(;L_>^S_@6/_LU+B8]9$7Z*3_[-4WR_M\]HQJ9"*0R1#K2[PI,P8-*"/PR%Z?4U)KMO%'J6F/9H@OGGV +\I:/:=V< M=AQ^.*IY9AG555Q]Y%K%5E!POH2"V@7&V* (?\!_^RJ0!1T"#Z#_[*I!;7188 M:)1_O,:D\BX[SQ#Z0_XFM%0BM+&5V^I!NQW'Z_\ Q=&[/91]3_]G2(6F;;;[7/=CD*GXYY^ M@JZMM OW8D'_ &I -HPH 'H.U-4TF%B.&W6(EB2\A^\[=34M%%:#"BBB@ H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH SM5O+BTNM,6VM5G6>\6*5F4GRD*L2P]#D ?C6T*Q]2.IBXT[^R_] M7]K7[7T_U.TYZ^^.G-; I,:%HHHI#"BBB@ HHHH **** "BBB@"CK$EQ'HUT MU@H:Y6,F-20,GTYXK/A.Z&-F"\]"3[XY_AKS'XU:]J46M6^EP2R0VGDB0[#C MS&)/7Z52^$.M:E/KTFF/++<6LD98AFSY9'<9/%:RH-T[WU,'.\K'K^!_='Y? M_8T8!Z 'Z#_[&O,F\>>)F::],%K;:+_$#6H=)O;O^T=,@O;>]CTX:8RJ) Y95>9RS#:#Y&? MEQCFM[Q)XGO-%M=%M7U.SL9[VTFNI]2ND5E^101&BAMIIJ_C76EU\:+ <7]EIP>Y%N=2O8E58WC@625=H;:7+2*H ./E;K1[.7< M.5GHG!Z ?E_]C1\OHO\ G_@->5/\2O$7]C75[:2P3NVHM:V\=O%'(PAC\QGD MV[\YV1$X;'7C-;^K^*_%:Z9X9M]#B@NM9U6R>\G$40>,!57;]XC:A9QD\D8. M!1[-]PY6=M\OH/R_^QI<+@^Z/R\ L:\EF^*WB!S\HXZ\=/\ QV@+DX 7/I_E:\OO?B#K]GK%M:;(+R"=(+9+A(P2 MMW*?, .QBI7R_0XR13'\>ZI<:?I5U::II?G:M>F$6*A-]@@WDAF=P"^% PV. M3QFCD\PY3U;R&Q]U/^^A_P#$TACQU\K_ +['^%2Q6,"Q)YL2/)M&YBF-QQUI MXM+8'BWB_P"^!5>S0K%4E!U>$?\ ;1?*898!UE@_P"_B_X5H"&(=(HQ_P M%."J.BC\J/9JX6./\8^)?^$<\-S7UIY_2O+=$^)^OP:W&]]=" MYMYY)8RHZ?[/'%>W^(M!M/$FB3Z;?9$A*\#JK*L[!AD8@_^M[T[Y3]V"X/_;)1_.K_M $Z<#THKF<8W-K*Q0V,? NVTOX[!2>5.W2V(^KK_A6A11RH"DL4__ #[0_5GS M_2G>3.?^65JOX$U;HIV0RI]GG/7[,/I%G^M'V24]98Q](15NBBR Q]8TNXNM M$O8;6**2!UCPBC)**
(/%?,TNF7T5^;-[:47(;88]AR3FOK&HS;P--YK0QF0?Q ME!N_.MZ=3D5K&_@,-Y$LL9.<'J#Z@]C]*BLM)L["1I+:(^:P MP978NV/3))JY13N[6$TGJ%%%%(HHHH&%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10!GZI9W5U_4'M6R*PM9M+6ZN](:[NQ;M#?+ M)"I'^N<*P"?D2?PK=6DQH6BBBD,** "BBB@ HHHH **** .9\9^%=(\1:/ M(^L8B-LC.ER!DQ<F*M5)*/+?0EQ5[G/7.O:!'H45U=7$']F7)VQEH24?VV[?;TI+ M[5O#UG)9_P!H26J/WW,_'&3MP> >IIT6K:+J&I/I2203W5IR;QK=V#. <#/K1L&[..?I1=!J8%GXAT/4(;J2SNH98[0^;.1$?W9_O'*] M>#R*8-=\/W.CR:IY]M)8QS#?,T!*B3IG!7.>1SBNBV 9P ,^U'EC&,#'I1=! MJYC MAY1 M^9"1C&!P,XXXK=V#&-HQ]*-@/51^5%T!@SZCH9U==&N3;->N!BW:#)(Y/ICU M/6FV^H:!>:G=:9;FUDND_P"/B$6_7;QSE<"'K70;!G.!GZ4",9SC!]11H&I MSUCKF@WEK<36%Q;O#8@/*5A($6 <'&/;M3/[7\-2Z/)J@>T:Q6;YIS;\>9[_ M "YSR.<5T8C Z8]QCK2^6NW&!CZ4:!8PKCQ-HUIIMOJ%Q?HEI=?ZF4HV'_(9 M_.GWGB'2K">VAO+U(I+M0T"E6.\$X'0? SK9,:D8P,#H,=*78I/(!^HHN%C'? M7=,36UTAKM1?MR(-K9/&>N,=/>DM=>TR\U*?3[6[62[MP3+$%8%,=>HQ6R(U MSG'/KBCRP"2 ,^M%PL85IXET>^M+JZM+])(+09G<(P"#WR/8]*%\3:.^CMJJ MWZ&Q5_+:?8V WIC&?TK=\M<$ #GKQ1L7&-HQZ8HN@,*Y\3Z-::?;7US?I':W M7^IE*-A_TS^=/N_$6DV%U;6]W>I%+= -"A5OG!.!T'KZUL^6",$#\]78OH*+ MA8QSKNF+K0TDW:B_//D;6STSUQCI[TEMK^EWE_<65M>+)V=U=VM\DMO:RT^VO;J^2.VN M_P#42%&(?OV&:?=>(-*L;NVM;N]2*:Z"F%"K?." <#MZ^M;/E@CD XZ9%*8U/ M4<]CCI1<+&/_ &YIO]M?V3]K7[?C/D;6STSUQCI[TEIX@TJ^OKBSM+Q9;BU! M,T85@4 .#U%;.P9SCGUQ1Y:@D@8)]J+A8PK7Q-HUJ]8W-[:7Z2V]KS-($8!/K MD?RH/B;1AH_]JF_3[#O\OS]C8W9QC&,_I6[Y:@$ 9]J#&I&,<>F.*+BL85U MXFT>RL;:\NKY([>[&8)"C'?^ &?SJ2ZU_2[*^M[*[O%BN;H PQE6)?)P.@QU M]:V#&#V&/3%+L!Z@? E1<=C'&NZ8=:_L@7:F_Z^1M;=TSUQCI[TVT\0:5?7=S M:VMXLD]J"9T"L"F#@]1VK:V#.<#/KBC8!T %%PL85MXGT:\TZXO[6_22UM<> M=($;"9_#-!\3Z,-'&JF_3["7\L3[&P6Z8QC/Z5N>6!G 'Y4NP8Q@8],47"QA M7?B71[&SM;]JODB@NQF!RK$2#VP,]QUI]SX@TNSU""QNKQ([JX ,415LOG@< M@8K9\L<<#CMBE*]0"?6BX6,===TQ]:;2%NU-^O6#:V>F>N,=/>FV?B#2K^X MNK>SO%EEM 3.@5AY8'!ZCV/2MK8,YP,^N*/+4=!CUXHN%C"MO$^C7FG7-_;7 MZ26MK_KI0C)^8S^5#>)]&71UU1K]!8N_EK-L;!;.,8QGMZ5N^6N,8&/3%'E MKTP,>F.*+A8P[SQ+I&GV]K/>7R117@S Y1CY@]L#W'6GW.O:79ZE!]J>+'= MW !BB*L2P/ Z#%;)C4@ @"'J*/+&02,GW%%PL8Z: [IDFLMI*7:F_0$M!M;(P M,]<8Z>],M/$6DW\UU#9WJ2R6@+3J%8>6 <'.1['I6WL&2<<^N*3RQG@8_"BX M6,.#Q-HUUIMQ%O? (]I;'$TH1L)^&,_E0_B?1HM'359+]%L9'V)-M;!;IC&, M]CVK=$:@8P,?2C8N,8&/3%%PL8=WXDTBP@M9KR^2*.\&ZW8JW[P<=,#W'7UI M]QKVEVNJ0Z=<7BI>3[3'$5;+9ZW'2C8"QZ5M[!NS M@9]:-@'0#GKQ1<+&#!XGT:YTR?48+]'M+<[990C80^G3-+)XFT:+2(]4DOT6 MQE? 8DVQL,WIC&>Q[5N^6 ,8&/I1L7&-HQZ8HN%C$O/$>D6$=K)>7R1)>#=;D MHQ\P<=,#W'6GW&O:9:ZM#IEQ=JE[-CRX2K$MGIR!BMCRU[@'*-@SG SZT7" MQCQ:[ID^LOI45VK7T8)>$*V1CKSC'<=Z9:>(M)O_ +5]CO4E^QJ6N,*P\L#J M3D>QZ5M^6N<]#ZXH$:C. .>O%%PL84/B? 1KC2IM2BOT:SMSB68(V%/Y9[^E$ MGB;1H=)BU.6_1.9BD6N,8&/3%%PL8EYX MCTC3UMC>WR0B[7= 65OW@XZ8'N.OK3YM=TRWU>+2YKM4OIL>7"5;+9Z6N$*V5 Z\XQW'>H[/Q)I M&H+=FSO4F%FI:X*HW[L#J3D>QZ5N; &S@9] <4>6HZ*!^%%PL847B?1IM)EU. M*_1K.%MLDP1L*?3IFB;Q-H]OI,6IS7R)93,5CF*-AB,]L9['M6[L7&,#'TH\ MM<8P,>F*+A8P[SQ)I&G_ &7[9>I%]L :#H'MQ1L&<8[BF6GB32+^*ZDL[Y)4LP6G(5AY8&E;@0 Y /K1Y:^@&>O%%P ML84?B;1I='EU1+]#8PMLDFV-A6],8S^E$_B;1[72H=2GOD2SG.V*8HV&/TQG ML>U;OEKC&!CTQ1Y:D8P,>F*+A8Q;OQ#I-@]JMY>I$UVH: %6/F],8'OWITN MO:9#K*:3+=JM^^-L&ULG(R.<8Z>];!C4]0/;CI1L7.<#/KBBX6,>WU[3+O5I MM,M[Q7O803)"%;*XZ\XQW]:CM/$FD7UO=36E\DL=FNZ=@C#RQZG(]NU;GEKG M(&#ZT>6N, >N!UHN%C"3Q-HTFDR:G'?HUG$^QY@K85O3&,T7'B;1K72H-2N M+]$L[@XBF*-AS],9['M6YY2XQ@8],4OEKC&!CZ47"QS>JWNC2ZIHEM?/(]S) M<+/9)$K30!LKXFTN1=T5QY@P M6.Q"2H'4GTZ?J*1_%&E*'/VK*H 695) R<#]:Q\Z5'ND71IT#@Y*G&_/&" > MAVCK]35C[%I#V,T_]G!&=POD.WWB3@$@'CJ?RH V[/4[:^W?9Y-VTD'((Z?6 MF1:WI\\)E2ZC"YVC?QS5"-K73]1>"*W989A^\N6DX(VYZGOT%4+C^S+#5VMQ M9%X5M_OF.@\W2I0X MR7"'@?*2>_IGKC/%132:?+MDMM.N4\LA_GX#?,.".N."<#N* .JBU*TF_P!5 M<1N0"Q ;D =:K#Q#IWS9G(*]04([9_E5*.UL8[F.WABCC62 Y<2'^/@A?QQ3 M+<6+7-ZLMJNQ-[LVX[CC(((]<9(QVH T8]? T^0?)/G@'&TYQDC/Z5/<:I:6M MTL%Q,L;LN_YN@'/?\#7+W$L"9V:>A:,9)B=@02,L@XZCCGIUJXMS!=OMN;6(MLQB4OO))=@#R.F!N_&@#=_M6Q_Y^X>I'WQUIDVLV,$/G/<(8]P7G4^O1:4W]A=9M?[,EDA5BZ '&3C!SSZG&/ M>@#?_M>S,HC2=6.TMD<@ =:C37;!]P^T!&7&5<8/-8:76G0[T339D$B&(LKY M8!OE/]*=)J-F61!I4@/S,X<#(R<\8/)- &^VJV*.%>ZB#$[<;N]217T$Z221 M2*T>Q[&I;37;"]F,5M/O(C\PG:0 M OKFL+=H[?NUTVXF64(N&8D, QP#D]L=_:I##8+=O96EFT2(C)*Y? $0.6 & M>YP/H: -9_$-A%$))G>-3$9@S1G&S.,_CV^HHE\1Z=$Q5YB"H.?D/9=Q/Y$5 MDM?6EZBF_P!,=W55#]" B '@'GL6'\^U1F'2EB6=-+E.Z;[/AY,[U P<<\C@ M<&@#HX-4M;BQ-Y%,#"JEF8@C %":I9.JL+F/Y@",MCJ,C],5C?;].BTR".*P MF:"=ODBQP0,>_3/^-5HVTLO(1I;HL46^7<_.1@!>O3GKTXH Z%]6LT6(F=2L MH9E9>1A>ISV I!K%@<_Z7","!RV.V?Y5@'4]+D=8_P"SIB479LW#@,FI6CR%%N(RZ@E@&& M1@9KG)38V4TENVFR211Y5Y5? +L<'\L_-4DLVFVC^4+"99&@+$*P^3>,8//Z] M* -@ZY8A26FVXVYRIXW?=_.FG7[$-M,NUB"0K*02 <_J,>M80N=./F/-I3[]JMO;V+7HM#82Y./WV[.P[0>N>V@JG'XGTN67RX[@L^X($)R3GC]*J)J5G?/#!+9/Y<:F2,L.$VKWY M]^.OZ5GC^R657@TN4/& S,K;<'ISSD_>/X9H VG\4:3&,O>+MPYR%)X3.X_H M:DB\0Z=/=>1%V:AE:SA:W:+2W;>%G8-)RIR1NQW/).: M -MM:L8[HP2SA'!/+XX]_P/Y&GG5K)8P[W4:@C(RW^?2L?[39BS%R;%L3N^ M/-^\<98 8]SC%5'ET\,';2)1PQ?!(/3]>@^E '30ZC;7$@2"978@GY><8QU] M.HJ-=8L6QFX1=S$*&.,X../QK#BN88I)KFVM'A%OCY7?J['YNF<\8..^.*B: MZT_YUETJ1W+'>Q?)QD\\\@9_2@#H8-8LKF;RHIU9PI8CIP.M-76[%K%;SS@ M(&) 8@C.*SM/;3KIY!]C,#^66Q*W.ULYQ@\<$_G6:;J%+.&WBTE)(& G"B0G M#-T_0]/Z4 =*FKV4@.VZBR.HW4_^T[3>%^TQ9) W=2>@KGH392:>)_[/\EF MF5!&7*CLOWNA(!J*>)9,QZ2H(#%&+,P)##&/8M@?4_6@#HGUFSCD='E(V'# M,5.T?C^=,77]/:546?)< KA3SG&/YBLV[2WAD@BDMDE:5=S/)(?+1MQ;'3^\ MN*SY7CCA5_[*\N3RL&9U^T!63J&!!K#-W:Q-+_Q+ M)HIF4H?FS@'_ !P>:5-0LFB9IM+;RAGYEQTZY)XZGGCTH WVU>Q1@KW40.<' MYNG7_T[^TK8PR3"4&./&YNW/3'YBL.SCTB[M9S'9>7LCR$:3 8 =CGISU]Z M=83Q.95EM9'1D21D3+ $'ICMC ^M &P-7L3&SK=1L%SD!N>,_P"%(NLV#?\ M+U&#VR<9X!X_,5@:8UE>72Q'3Q"L@.**

[+$'E<8]",#!YZTD=Q9P2(YTDIM."3 M)T4$%3@]>,4 =#_:UJ);F-I0&M5W2\<*,9H75[)H]_VA , X)P>F>GX5BP7&
MF3_:YA8N&G3$@=@1+N).!@^WZU6::TAG42V&XD??1R!MP0<9/0D_3% '2OJM MHEBEX91Y$@RK 9SQG^0-
1C6[%BX6=3L4,W!X!QC^8K*DO[$VL"M9R^7N=EB0 M8(&.+))\NU>><=\@#% '06^K6EU.8;>4.PZXZ# MGU_ U'%KFGS(62ZC !
(^;C_/6L:"Z@MH;J6"S2*18*H<_.PXVG^F.U4FU&V M^U(RZ.I$653:Q'RCH>F.Y^G>@#JVU6U6 3>:&0ML^49P?2D&K631EUNHBH&< M[O\
/I6!'=6?V=8VL_\ 19/G.&(#.!SG)Z<8]R*8+G37C+PZ7,S[3P7X*D-G MG)^7'7ZB@#HCJUGNC_?#$D?F!CT"YQDGZTAUBQ$WE_:H]P7=UXQG'6L
2VT[M1P2V47E[8H<>:VW:6/\ +J*FL[:WO;D6TUG'LVE]P=MRKG"]?7F@#<_M6R_Y M^H< X)WC@XS0-3MFAEE24-'$H9F7D8.?*J3>'-
/F>/,6U%SE%. XYX/YU/' MI-O$)54R;)%"E=Q Q_2@!R:I:N#B90P4L5/4 #)XI8]4M)5R)T'R[L,<'& M,Y_*J\&A6<%TTT*LFZ,QA5; &>I'OQ2_\([IF<_9N_\
>/\ GG/- $QU6TV. MRW$NWH*1]%T M^2/RWMEV[0N/84 *VLZ>K8-Y",,YW5:@G2XCWQ'(W%3QW!P?U%4#H&F\XM\9
M;=]X\=_R]JO6MNEK;K%'D@9))/)).2?S- $M%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %&!Z444 &!2!%#$A0">IQ110
,JLI5@"",$'O M1@#H*** $**V-R@X.1D=#2A%484 #T%%% !@>E&!Z444 10 H P,#I054 M]0#]1110 !%48 'M2&-"P8JI(.02.E%% #L#THP***
$V@]0*7 HHH 8(8A M(T@C7>P 9LE%% !@>E-:")_OQJW&WD=O2BB@!VT8QCB@J#U%%% "*B MHH5%"@# &,4H '0444 -6*-
&8HBJ7.6('4^].P/2BB@ VCTI!&BDD* 3U(' M6BB@!=H]*7 HHH :\:2(4=%93U!'!IV .U%% !BDP/2BB@!<#THP*** $P!T M%&T'J!110 8'I1@>E%%
";%SG:,_2E Z"BB@ P/2C:/2BB@ V@=A2X%%% ! M@>E)@>E%% "X%(R*Z%74%2,$$=:** &K%&@ 5% P,#M3L#.<E(R M*RE64$'J#WHHH #&A !4$
Y (Z4H50, #&.*** %P*8D$498I&JECEB%ZGW MHHH =@>E&!Z444)Y2;"FQ=IZKCC\J4(HZ#%%% !M'I1M'I110 M%%% !111 M0 4444 %%%%
!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% #'__9 end GRAPHIC 15 img02.jpg begin 644 img02.jpg M_]C_X 02D9)1@ ! 0$ 8 !@
#_X0 L17AI9@ 34T *@ @ 0$Q (M * &@ !''EZ@X2%AH>(B8J2DY25EI>8F9JBHZ2EIJ>HJ:JRL[2UMK>XN;K"P\3% MQL?(R;GZ.GJ\?+S]/7V]_CY^O_$
!\! ,! 0$! M 0$! 0$! @,$!08'" D*"__$ +41 (! @0$ P0'!00$ $"=P ! M @,1! 4A,08205$'87$3(C*!"!1"D:&QP0DC,U+P%6)RT0H6)#3A)?$7&!D: M)BH*#
MA(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q,7&Q\C)RM+3 MU-76U]C9VN+CY.7FY^CIZO+S]/7V]_CY^O_: P# 0 "$0,1 #\
]GU76M1M M=3FAMTS&A !V$YX!_5/_A(]7_N#_OV:[78N:90W=2Y->)_'VVU'2))"\5:5176^*O'T%A\'W\26L@,MY:JML >3*XQ^A_E5)7)OJ=\&-&<>
M]>"? ;Q%J-CXCU#POX@EG,\T8NH1<.6;. 2!GU!4XK0UFYNO&_[0=GHUG<#\:.74.;2Y[7N]Q1N%?,WP_\ "$WQ!\0^(4O=?U6S
M6RN"4$$YY#,W'.>F*D^*'@6Z^'&EV.JZ3XGU>XD>?9B:<_*=I.1C'I1RK87, MSZ5+8'-
)NR37C'Q3\8W<7P\T+1[*=_[6UZ*'<\9(;:0,GCIDG]*H?!O7=3\, M^-]1\#^)[B1Y7^> RR%L2 E03ZKD_\ :.70.8]W#4N:\/_ &A+N\AO?#4-
MG>W%J+B5T!?"& M]U?2OBSK/AB[U:ZO[2W60?OW+?,IX//2O?12:LQIW0M%%%(845E:WK#Z.;)S M"'AN+E8)7)QY8;@'\ZJMXH1?&JZ
8>&@WB;/\?7;CZ+'BTW6;V M*U$D>G2^5'\V/-(Z\U-IWB"]?7%TG5[&.WN)
(//B:&7>K*#@_3K0!T%%8BU@<'<)#]P@X(SWJW#K%AAP:RM.\0WEWHVFW;I;![JX,4@9 MRH !(^7U/%
'2T5B6GBO3KO6[K2TE"SV^.O\?!)Q],,K67V.*[%S&;>4A M8Y,\.3T H NT5G:[JIT;0KO4!%YIMX]P3.-WM5?3=0U653-JUG;VUOY>\/', M6/3/3%
&S152/5+.;[-Y5S&_VH%H,'/F 0P2-@A6///\]DO-8L-/5&O+]*%7!*EF^\/:@"[15) M-7L9-.:^CNHFM5!S,&^48JIYH V**H7VM6&E MJAU&
[B@WCC<>OJ?I3Y=5LH;6.YENHE@DP$E+?*V?>@"Y15.PU:RU2-GT^YCN M%0X8H?NGWK/US7KC3KZSL+&VCFN[TMY?FR;44*,G)]?:@#X
MUV!;>:63RS%&^[O]X''3'/XU>GU_3+:VBN)[Z&.*92T;LV P'<4 :-%9D_B/ M2;9XUN+^&,RJ&0,>H/0^U0:EXJT[2]4M+*ZE56N5+;\\(,
<$_6@#:HJA>ZWI M^FLBWUW' TG*ACR??%.N]7L;&W2>[NHXHG^XQ.=WTQUH NT5GV^NZ;=+"UO> MQ2"9_+C(/WVQG
]ZLQWL$EY):I*K3Q@,\8/*@]":)Z*** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHH **** "BBB@ HHH MH ****
"BBB@ HHHH **** "BBB@ HHHH **** .?\;^'H_$_@S4=)D +30G MR\CHXY!_,5\U^"X]4\8:GH?@.[&+#3;U[B;/547JI_(X^M?69&:PM*\&:%HF
MN7FKZ781P7U[GSY5ZMDYJE*Q+5V>2?&NQN/"?C#0_'&C1A'B(AEQP"5& #]5 MX_"J?@+PAXNUOPO<^)-!U:+2;[6+QI99I5)9H@> N >,_P
J]PU_PYIGB?26 MTW6[9;FT9@QC)(P1T((Z=:M:?IMMI6FP6%A$L-M;H$BC7HHI\PN34^5_ OA_ MQEJ=UXA;PAK MKRT?
_2%1MINCN;H<8'0]:;8V>K>.M6.A^-O%[Z=/:RY^RZC M&1R.N#@+G&>,U],:!X,T/PQ=7ESHMF+>:]8-.^XG>>3W^IJOXC^'WAGQ9<)< M:[I<-Q-
&-HEY5B/0D=?QZ4^8EP/]'T36_B9X[NM0\-7\=G!H@2"SN9_F"J@ MVKP,\X&3]:O?$GPIXG*VNC>+]2OX;_5[.XV37D"E=P'S1EL@P0C#VAR,AN!T/'?
I7IJ_#_.*K(,>/ MX=I X"G_ .(KLO\ A4_@\V-I9MI>ZWLY3-!&TK$1N3DD9-=D%P *'+L"CW/+ M_AM*+WPAXDN]>U5TW1+A"A,:D#DY+$G&2?I7J
XHP?6E'%0W?4M*P4&BB M@9C^*-/;4_#=W;Q@M+MWQ@==R\BN.,=_)X;_.$H-E*-02^%R(2OS[GE[?Z MUZ1BC;0!Q%WI,]M*YK4Q2-
=2Q>9(B+EMS')%36&FGP[XP#+'<7-O?6AQ*^7 M:%TZKGL",?B*[#;1MYH&>=?V'KVL:/J5\'AA:^F^T)%+$?-78W2KUU'< M^(-8\.W*_:
[(R6DADDC7#1D[<@Y''.:[?;_^JC;0!2TG1[71K/[-9ABI8N[N MVYG8]23ZUS6M: =;\87*.US"ATU52:)MHW[FX)[CIQ7:8I-M CSN[AO+GPKH MS-
:S6XTZ[VW<<O' M-=OMH"8H&]C/4%7YC'X$FO0"N>]5+72K:TU"[O8@WGW; RLS9S@8 ' MH*!&=XSADF\&ZFD,;22-"=JJ,DG/I5#P[-I5M!(MI#] <0
RK/')@@#D#<,? ME768I"M SS_PE8W&G^(H[B[L94M[Z)VL>"19J6W%&'\.X<_I69;^1=>&9=,M M--F;49;YC'.D!*\2??
W].!7]>W(Y_E573M,@TNU^SV@*Q;V?!..>6.30!QWBN M:[DOM0LF@:..K+$+Q6?FO=-(@Y&[^'%3Q:-
M6,,'E0/!"1M7"LPW=/>CQ4=+DCB@UJSNI8SEX[BWB9C$P]"N2#718I M"N>O\J //YH-1E\#12ZA!<7!M[Y7B\V+=-Y ?@D>NW&:U-0MX-
5\2>'IDM#) M9A)7PT6%7Y>,J1Q76!/?C^=+MH&Z>ZU*R^SM%%]G00>38^:UR2.1NZ+ M@\8JS?I]EN/#-[=VDLD,$;1S[83(RDQX
(QGK^5=KMSUHVT <'K5K)'XJOI[MV2XAM;JW1(I([,S#&,%?]D_XU!J<4FG3^'8--22X>"WE*B:W,C8/]Z,HR.U '*1Z?;3^ ?^)3*9;K2YS<;
MC'Y;"56RX*GIU(QJ*V/!4Z_[_M_C0!Z_[_M_C1_9J?\ M/>Z_[_M_C0!Z_P"_[?XT?V:G_/>Z_P"_[?XT 7**I_V:G_/> MZ_[_ +?XT?V:G_/>Z_[_ +?XT
7**I_V:G_/>Z_[_M_C1_9J?\][K_O^W^- M%RBJ?]FI_P][K_O^W^-']FI_P][K_O^W^- %RBJ?\ 9J?\][K_ +_M_C1_ M9J?\][K_
+_M_C0!Z_[_M_C0!Z_[_M_C1_9J?\/>Z_[_M_C0!Z_P"_[?XT?V:G_/>Z M_P"_[?XT 7**I_V:G_/>Z_[_ +?XT 7**I_V:G_/>Z_[_M_C1_9J?
\][K_O^W^-'%RBJ?]FI_P][K_O^W^- %RB MJ?\ 9J?\][K_ +_M_C1_9J?\][K_ +_M_C0!Z_[_M_C0!Z_[_M_C1_9J?\ />Z_[_M_C0!Z_P"_[?
XT?V:G_/>Z_P"_[?XT 7**I_V:G_/>Z_[_ +?XT?V:G_/>Z_[_M +?XT 7**I_V:G_/>Z_[_M_C1_9J?\][K_O^W^- %RBJ?]FI_P][K_O^W^- M']FI_P][K_O^W^-
%RBJ?\ 9J?\][K_ +_M_C1_9J?\][K_ +_M_C0!CQ.&% KHMT49S10,***,T %%%% !111F@ HHS10 M44F12T %%%% !1110 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 5R?
B"]O[KQ5IWA[3KIK%)X7N+BX107VKP% M7/)/?!KK#T-8.N>'SJMU:7UG=R6&HV1/E7"*&RIZJ5/!!H IB?4?"J.=3O7 MU6UFN8H;5F 66/?P0^
1D#GK3-8\;?V=<75O!IDUW/#=Q6BHCA2J#(.3T% M-D\$27-I=O>ZM--J=S+%-]K*#;&8SE%"=,#) .EM_!+B[-Y?ZI)Z\ 4?\+(C%E=,=
M.$E[;R0I]GMKE)0XE8*I#CC@GD5J7?@VWO;#5K66XDQJ-TMV'"@&)P%QCUY3 MOZU7C\%220N;_4C+(T\,H\]%8T41L& "CCG')H
S=3\:ZNL<,%OI?V:]AU.* MUNHGF5@5==P(;IR/Y5<\?ZK<:)#M(P?S MH X1/$&JQ2NEAJMU?:/3'K\-A+IO ME+
<7)M8B;I/.WX."T0Y53ZFM[6]$CUFVMX&D,*P7*7 *_;(P(5WNV[.';JPY- '/V_BOQ%J46@F]#VMM-)
.,=ZZ>+QVZ1PS:CH\UI;7<$DUG*9%;SMBE\.!]TE1D4^R\"I;?9HY[Z2 M>WM3M78_#$:7%E,+ES]EL#9 8'S C&[ZTW3_"D5A/HSI06SDC\
::5V)O0\P^+'QFN[B^GT#PC<>3;1_N[B^0 M_-(W=4/8>]>)N3)(SR$R,3DLYR3]3W^M)]>OOU/O6KX>T-]>U,VWG+;PQQM- M/,PSL1>I^N<5I.<*--
SGT,%>I*R,DC<.0"I]!6QX<\4:OX4U)+W0KU[=PWSH M"=DGL5Z5M:YX3T]+26O="U)IGA@262&X&TR*3C<*XXD'CKZ>M9X?$0Q,6X?B
MK%5*4J+U/L/X;_$&T\?:']H11!?V_P EU;[L[&]5]5/K79YKX\^%7B2;PS\1 M-.G$A6VNI1;7*]F5CC/X$YK["!YYIR5C2+NA3TJC::G:7UY=VUK,))K.01SK
M@_(Q ./R(J]7GFA>(-*T;QIXKAU6^BM99;^-D64X+#RD'%)*XV>AT5X9JNLS M3>)#J5I=3Q31ZW# /.N6,C1EU!41#Y1&03R>O-68[6=-&AU._O\
4A:WVM3V M^I2B=\16ZRN$4#^%>.2*?*+F/:LTQV"@LQP%&3["O"I+^X+7=GI6JSS:%_;@ MA>>YN'VK&(=RH9!\P0O^?
2N_^'LEU)X7OTN+T7L$5Q*EM(I9MJ#^'>W+ '@& MBU@N:$'Q%\+SS)&NI$!Y/*622WD6,OG&-Y7;UXZUTQ(VY/0ZI#!I$L[O)
EL/-95G+;=Q]QU%9WVV5 EXNHWI\6'5C;FS\QBOE;R-F MSILV8.:+!<]5L==T_4I(DLYVD\U79"$;!"MM;G&,Y[5I@@=>":\4%YJMCHA&
MCO/&ZZ;J#JB \?Z8 2!_>"DFGZO>6UAI3P^$-9U":WF:W_M"1IG:*!&/S'S. MJD]\4N8E^(GAB&YDAEU(IY,IBDD>WD$:L.H+[=H_.LKX:27(; M6+?
[;'=64,\8@6)GD2(EX\13WNLWD>O6A@;3[>*1P/,*9^5.AR>M/E M#F/;ZKW=Y;V,2R74JQ(SK&"QZLQP!]2:\5UO5[LZZ]\MQ-;7MOJUO XDNGWC ME
RI$.!&VYJL]];1WT5F\Z"XF5G2(GYF4=3]!FO)-(M MKK7+[0=,O]5NI]/:2^4/;32()$0IL7>>7 R0&[XJA9LQU/1[S4K^\BGBLM0M MK>\9F9@R,-G'\1
SQWQ1RAS'N>:*\M^&5X\>NW%@97N]]E'*;F"Y>:%SDC

1_%+XS0>%6?1_M#QCNM6Q^\D;F.W^OJWM32N)NQZ)KWBC1O#-J;C6]1@LTQD"1OF;Z+U->7ZQ^ MT?HEN[1Z+I5W?>DDA$2G^9KY\U/5+
[6;Y[W5KR6[N)#EI)7W$_X5/I7A[6-= ME\O1],NKT]Q%'D?G6JA%;F3J2>QZXW[2NI;OD\/VH7T-PV?Y5I:=^TK;LX&K M>'Y8USRUO,&
(]\$#^=>;1_!SQY)'O&ANO&<-(?RK'U?P-XGT%"^K:'=P1_\ M]-A*?F*=H$WF?5?AGXE>%O%H":5]D8N#_P N\X\N0?@>OX$UU8[_ %KX+C9D
MD#QN5=#P5/*GUKV;X;_'&[TR6'2?&,S7%BQ"1WSE2UF:A1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !10:KW-
U':INDR23\JKR6/L*)G=8XRSL%51DL3TJBM MSL'_?!_P :X^_CL?] MS.?#\RQW-Z(HTTUW_=(S/M$N.H'4'Z5'J'BKQ!IEQL'_?!_QHVW_P#SU@_[X/\
C7(KXKU?3;N2#5OLLL5C MJ$=M=W$:E0(I(]RO@],$@&J$WC_4Y9;2*WA2$7S32P2F%I"(%.%^4=L'_?!_P :-FH?\]8/^^#_(UPUKXM\1:W-
:6MG%;6#M923W+3J21M M=DRH[X!YZ5H^$[W4(OA8M]<3"XNUMYI(VODD@MC/J>* .GQ?;MOGV^[&<;# MG^=+LO\
_GM!_P!^S_C7$:5X7TB7PGIVN76H20:C(D5U)JGFX;S&QD>F"21B MI(?%^L2V:ZXJVS:1]O6T^SX_>E2X3>#ZY.<4 =GMO_\ GK!_WP?\:-NH?\]8
M/^^#_C7#6GBSQ#++#8WUR+,6=_>2V:Q(IWH06"N3_ ,!Y%9NE>*M7T_1-)T]K MA9+FZ^T3&Y,#2E563:%P/<_@* /2]M__
,]8/^^#_C1LU#_GK!_WP?\ &N)@ M\6^(=7^R16,%M8RM8/W?@!W. 3Z8ZFN@T;5M47Q)#_O@\?K0%OS_RV@(]D/\ C7-
>&96_M/Q@)'Y2_8@%ONKY8Q]!6'X?U;7& MTW2-,T:2V'F6%Q=O-<@N@[+_P#YZP?]\'_&C;?_ //6#_O@ M_P"-
<+#XVUF\DBN(8K6&TATM;^Z5E)9LG&Q?RINE^/M3N%6:ZBB,-Q927 >2 M)HDM6 !4.YX*D'DT =X5O_\ GM /?8?\:X>^L?B&WQ7L[BUO(?\
A&!&/.12 MH!X.05/S;LXP1Q6-JWC#4-1TC5-/N9TEC>P^T1SQ0M%M(8 @9ZCWKUFW.ZUB M)[H#^E.XK#UZ5XY^TDLA\%Z85_U:WXW_ /?
#8KV2N.^*7AE_%GP_O["W&ZY1 M1/ /5UYQ^(R*(O44MCX[YXK8\,7]_I>I37FG6GVQ(X&%S"1D-$?O9]/K6.RL MCLDBE'5B&5A@@^AK1T+6[K0-
1^UV@5]R&.2*3[LB'JIJL1!U*3BE?R[F5*2C M-2>FIV>NZ5I/B'3S<:G)V/3^E<&5TZU*DU4O9[)_B;XN4)2]U MW[EO2U=M9LA%G?\ :
(]N/7<*^Z5'3/I7R3\&O"LOB7X@VDIC)L]-87$\F. 5 MY5?J37UN.*]&H^AE3 C@UA:EJOAZRU.&UU.6SCO)\%%EC&XYZ9...G>MTUX9 MXZOR?$VK:U-
Y?V;2YX;:[TG>5EOE0;TE'XMP!U K-(N3T/:GMK1-\\D, .WY MY&11P.>3Z#'Z5S%SJ/AKQ:4TK3]>$-TDAF@:S;:20><;@5<>HYJ'Q3>7&O\ MP?
N[RQ7,EU9B1D@.?ER-ZCWV[A45WKOA.>UT1-/@AU&Y9PVGPVR[FC(4_,<= M .AS3L#:-_1/#%GHEE<0*TEVUW(9;F6YPQF;@9("X '0"MF.)
(XQ'$BH@& MJJ !^%>16.MWJ1Z+J,7B"[N]6U&]E@O:!I28XT DSA/X FT<_P"-)I5GJMY# MX32?Q-J[-K,3W%T1P1HJ+A%"CT Q4,D5O%(UU)'$CJOS3
M,H! _P![TKQS2]=\1MJ]K>/]1%RVJ-:-;3WG#Q@E1'Y'9MH#;OQJS!<)J7AT M7%[XGU!]4U&"X6XL$D)4, IVUYI\]R(;62%I?*$RB, GRV M/#
^AYJQ':V\,;QQV\2(YRR(@ /U]:\6AUF]TW1+:#3-4N$M/[)T]9;G?O:V M5YF65@>Q'3VQ[5>=YCPM(V'C#]QCG':CE#F
M/7X8([>,1P1I$@Z+&NT#\!568Z;::7UNLRV\=U<,5AR@#R,!DX/TKRZ^U.\TB MYU30!JFIW$::I#%;%KD+(5>$NR-.WW5RN?T%1^%]2N[_
%G2(KZZ:Z^Q:W<0 M1.\QF*IY1.-_\6.QHL%SU6:;3Y=4BLK@P27PC,T4;]"X4$ L,CL2*@L?#]E8 MZI>WZ1[YKR43,74'80,?*>HKA_'UU/8^*

[RYLI7AN(?#5PT4J?>1O-3D>]9N MH2ZIH,D]G!XGNT^VZ(+HW-](6$,VY1N!_AR#CVHL%SU2X6P@E6:Z2!'D98Q(MZ+ESV&?
PJ&.^TRZ401RV\@DD:(1X'SLO+#!ZX[UY#-:>ECJ-YJ$)L-;M& M9FO?-C175ONRCKG&<'H3[U;#R7GB30[NZU&Z5HM2OX87$I"G$9*+[Y/'OFGR
MBYCUYHX(HF+)&D:?.&_2.4EV*Q?Q]\[L_K65IVKWFFZ+86VG:M.EH=)MUF MN Y=K96N%5V'H0I(SVI(;Z;3UOK-4O?.WR1F0/YD8?
N,!3[9IVISZI9'4-%M] M?N!';ZI$L0N[HQR3QM&Q,0F_AY&>:.4.8]9AMH+?=]G@CBW')V(%R??'6IAT
MKE/A[J;:IX45Y9;J62&:2%S=N'<%6(QN'##C@]ZZL=*DH**** "BBB@ HHHH M **** "BB@]* /._B_X_/@GPOY=@X_M6^S';#KL'=S]/YU\GR2O--)++
(\LD MC;G9CEG;N3[UV7Q8\2/XE^(^H3>9NM[23[- N<@!."1]3DUN_ OP3%XE\5/J M>H1;['2B'",,B24_=!]AR?
P%;I**N<\KR=CHOAC\#X[NVAUGQJC;) '@T[.W M(]9._P" KVQKG2O#]M%:PQ1VL(&$B@C"@?@*UMH Z"N#U&&YU'5;QDVMY(.> M<<5X&
<9A5PE).DKR>QZ6#P*DK2=DCHQXITS^L?_OFK%G]]GJ;O'"VJCE6' M45PJV4IT\W@ \H-@DGFK=G%6=P H$S!5YSD9YKYO#Y]CI58JI'1VZ=-C
MTZN PZ@^1ZF=\0/@MH_B>&2\T2*/3=5P2IC7$4I]&4=/J*^9M4TN\T;5+C3M M5MVM[NW8I)&PZ>_N#7W.I!Q[\UY#\??
\6J>'AXDL8@+VPP)R!_K(B>_KM)S M^=??PG?1L^=J0OJCRKPI\9/$_A#0TTJR6UNK>-CY?VM69HQZ AAQ6W_PT9XN M_P"?#2O^_3__
!=>2YST_7K16SBC+F=CUK_AHWQ=_P ^.E?]^G_^*H_X:-\7 M?\^.E?\ ?I__ (JO)<5H6^E276D27\#!A'64\\> M+2V%P\O)4]!]
<\4FL>%VTJUNITO8[D6?\-&>+O\ GPTK_OV__P 71_PT9XN_Y\=*_P" _;_\ Q5^.:;K'A[^R[=[B"]BO(H[EK64HI79*.HP>W6JCB,/*
M22>Y+A55_(]!_P"&C?%W_/CI7_?I_P#XJC_AHSQ=_P ^.E?]^W_^+KA3X4=VWAZ[>YN(; MZ.2T>&TDN5#I][:,XI\OAB_-O<7%I&]Q!
R(Q\LJV64'@=>]'MZ%[7%R5;7/ M0?\ AHWQ=_SX:5_W[?\ ^*H_X:-\7?\ /AI7_?M__BJ\K>SN8Q,7@=?)(63* M_<)Z ^AJ'Z=.U;Q(G)7B0W-.S/;_
W^T5J3ZW#'XHLK6/3Y#M>6T5@\>?XL MD#O7T!97<%]9Q75G,DT$JAHY$;(8'H0:^$*],^%/Q7G\%W2Z9J[O-HDK>N M3;$]U_V?
45,H7V'&=G9GU514%G=P7UI'D8=/8#L*FM[:*VC"1+@=SW)]2?6IL4 %9VL:+8Z[9_9-1C+H&#H MR,59&'1E8<@^XK1KD?&$L]UJNB:(L\EK;:A.PN)
(FVLRJN[8#VS0!:M_ ^B1 M6EW#+%-=-=[1+<7$S/*=OW<.>1@\\=Z=;>"](MXV#)-/(TR3--/,SR,R'*@L
M>P].E<]KNCIX;@D72]4G2&>:U(LGEW&,^< 6!Z@$'!%6_P#A,M3,3:J+.W_L M=;T6ARY\[&[;YF.G4]*
.@N_#6F7L.J174!D350HN@6/S84*/IP!TJ&]\)Z7 M>6UI"%FMC8IY<$EM*T&W-LI M9RV5+;CG/4DDDGWJ;1]#M-!L#9V/F?9]Y<)+(7VY.
<#/0>U<;XU:*3QUIUO> M6^I7ELVGR/Y&G[BVX. &(7M@U0T=]6TW6]+6Y%Y#9M/G M/(STH
ZR/P!H27"2"*X,"2^/-2OH;VRB>Q,TFG2W$4MJ[$0LN,J6[]>H[U3;5=3LM M8@U75O+NA8:3'+##'(R[Y'(4'!XR21GVS0!Z!'X7TN*SM+5(&,-G<&YA!
<_* MY))^HRQ_.J7_ @NCK"L)M/.I+)8:>[:5;)GO&UK R>7;&V7+D_(3DYSU))/)IMGX6TVQOK*[M%FCELH6MX\2G M!1CDAA_%R7D#N]S"
()4\PA'4=#@=QV/:GZ/X;L=$EFGMC/-<7&U9)[F8R.P'1 MY=TBC;JJ GY?K[5T^*,4 7G[O7@?2NH10B!0, # %+BB@ IK=13J* /$?
BK\%7U>ZFU[PBB+>2?-/ M9'Y5E/\ >4] WMWKY_U#3[O2;AK?5+2:SE4X*3QE3^O].*^[L53OM)T_4TVZ MA96]R/\ IK&&JU-
HS<$]3X4\Q3T<>G#5UGA#X;^(_&5XBZ?9/;VN?GO;A"L: MCU'K^%?5\'@SPW;3"6#0["-PFZ:-['YIYV^], J?\ "NDI,#.
<4M97N;;!56;2["XO$N[BQMI;E!A9 MGA5G4>S$9%6]* &0P16\2Q01)%&OW410H'X"J]MI.G6=P]Q:6%K!-)]^2*%5 M9OJ0,FK=% %5-
,L(KR2[CL;9+B48DF6%0[CT+8R:D6TMD$02WB7R1B/" ;/I MZ5-10!5&F6'WYOELK879&#<"%?,(_P!
[&:$TRPBNI+J.RMTN)1B2585#N/%\H8SNC!R MA_A^GM4]% %*/1M,BLVM(M.M$MF.6A6!0A/KMQBI#IMBRHK6=N5C?S$!B7"M M_>''!]ZLT4
4XM(TZ"=IH+"UCEQMHH5?>L<<*JH;^]@#&?>B?3+&ZCD2YLK>9 M)2&D62)6#D="01S5JB@","WAM8$AMHDAB086.-0JJ/8#I4E%% !1110 4444
M %%%% !1110 53U>Z-EHM[=#K! \@_!2:N5F>(X&N?"^J0)]Z2TE0?4H130= M#X>>5II'EXD8=3DX'Z"OE%1E .A(_
M*OKOX,W277PFT=HR"41D8#L0QXK6>QA3^(]NN!N;::XU/43#($$9);WEKM*6MBJ+69M+;Y$@$(;
M!0MR3]*L):3Q/8R2RADDD&U0W*\BJXM&.F-=&50JMM\O/6ITM&MY;&5IE<22 M*0H/W>17QM&/OQ]U[+KY[_\ /9G+W7KWZ>1WR]OI5?4["/5-
*N[&< QW,+1 M,#Z,"/ZU97ZT/(D4;R2'"("S$]@*_6X[(^2[GPA/"UO=30/]Z*1D/X'%1U9U M"87&J7Z*1VK*_P#:4DH6X<@;3"&W 9SSS5S4
MO%&G:U<7,.I23?94O8[BU*Q ,4 PR, ?IC.:R+;PK<7$4"R7=K!=74>^"SD; M#R+V^A/:LLV%X(GD-K,8TSO?
RS@8..3^8KRXX:!MV@]5^O:_H=;K5TN;N=1- MXMT_44NEN[+[+_I27,,D)9R64]&!/&5]*Q?$.O7&LWEPI<+9^>[Q0K$J#DGD
M@#D^YYJMI.F/JUT*SQP+'$TKR2D[551DU)?:!?6-PD:)]J62)9HY;?YE=#T M(_(UK3HX2A5M?7SZ$RG6J0;L;O\ PE=M+ID>ES-)]C.FB%BJ ,DP.00*]-
OI [R,+>XDB>XMDM]L@"K_STW=,^@&:XUK.Y2-)6MY520[4/L5QG&X?NSTSR?IBHE@\+?FYDM^H_:UMFC]WQ-I30K#;LY5+2 MYA^6$H
9!\N,L2:J:CK]E?VNJ1"YN+?S#!+"RH3ED0*5.#\HSWK _L^62&W> MW!F>J.F\5ZE'+ MHNG)&NRXOT6ZO0K
Y9057IZCFN2]/I^5+G/).>V3WHKOP]#V$$M]67V]1^(KZ=CU6UET^*\BG M2:"90T;1'=YF?3'6OB_PQX6U+Q?KD6E:/"7E?!>0_=B7NS>U?
7/@SP=9>#_# MUMIML\D[0@[I9"223R<>@K*:1O3;-1()KY@]\-D6N:%9Z_9I!>B1#$XDBEA?9)"XZ,I[5]48H Y>+P)IJF
M:2YN+R[NIGC9[JXE#28C;OK2V7@/3 M;'4K2[BNKYULI&DMK:2?,<.[.0HQG'/?-=1@48H SGTBW?7XM7._[3%;M;K\
MWR[2P)X]>!46K>'K'6KB"6^5V\A)(PH; *NI5@?P-:V!1@4 6 M\O[HQ6CV4:S3#"1, -H 4#C'!Z^M3P^"=,2SDMKA[FZ22T%FQGDRQC!R.0!R
M/6NCP*-HH Y=? >G&*875U?7LLWEKY]Q,&=41MRH. N<]LFKU[X8L+\ZHTQ MF_XFD"P3[7Q\]YQC\S6T5!ZT8!ZT 4+?1[:WUA]1C+^>]NMNV6R-
JDD?CS6A M1BB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHH MH **** "FNH9&#<@C!IU% 'Q'XOT5_#WC#5=+E!4P7+JO'5GP[FA417@4H&6=8O M+)(#?Q>U3^ _B+I_CW0S]ED6VU6-
,3VK'E&]1ZCWJ27PM]$LADEDC9V^\3WK MY+/Z%:MR1IP/?$9O)5:*Q@!6TMB?N+W)_VC7Z917-%,^8 MFU'1') IMWD_3\?\SH^L2M9(W-
&UZSM+B626QM;?\ T*6(;$9A*Y'& MX%CU]L4H\47,FAZDDUP8+J=H%CC@78HB4-E1CH.1Q6%]DNO^?6?_ +]FC[)= M?\^LW_?LU4L%1;OU%
[>=K';:EXILKE0;:>!8))(2\/EOOCV$9QSM&,9X%5F\ M7DR[FU&Y(_M=KC[QYA/]/:N2^R77_/K-_P!^S1]DNO\ GUF_[]FLUEU!1LB_ MK-3L=?:^(;.-
X%CNTA0/R,6FSI$8)YW7[M4KNT@?H74F[MC6)FEL1,=S M$]];'A;POJ?B[M78M,T:$M*3EY&'RPKW9OZ4_PUX1UGQ3KD.FZ9:2"1S\\DB$)&O=B?
0>E?6/@ M;P-IG@?04LM.3=.PS/!M"2RTY=\S#,]P M1\TK?X=<"NG Q0!BEK!Z[G0E;8**** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH
**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH
**** "BBB@ HHHH ANK6*\M9+>XC66&12KQN,A@>H/M7RU\4OA->^# M[R34]'B>YT.1OX1N:US_ L/[OH>U?5=12P)/"T4RK(CC#*RY!'TJE*Q,HW/
MA6RO;K3KR*\T^XDM;B,YCFB?:P_'^E>K^'/VA]>TR-(->L8=51>/-4^5+CWQ MP?RKN/&?[/\ I&LS27GAJ<:5,MS&THL]23]I+03'E]%OU?\
NAE(_.L76OVDKF6,IX?T)(7QQ-=O MOV^^T8_G7DS>#O$Z/M;P]J8/I]E?_"M/3?A=XUU5@(/#UU$N?OSKY:C\Z7+ M?-(R?
$/BG6O%5]]KUZ_DNW4_*K'"1^R.!._K?@WP5]_C?64LM)B81*09KIQ M^[@']3W/H*]5*_LYRM,EQXOU!=B_P#+K:')/L6[#Z9KV_1]"TW0-.2QT:TB
MM+9.B1KC/N3W-$I]$-0;=V9_A'P?IGA#P_#I6G1*R1\O(Z@M(W2?]\BI:* (OLT7_/-/^^11GB_P">2?\ ?(J6B@"+[/%_SRC_.^1 M1]GA_P">2?\ ?
(J6B@5D1_9X?^>2?]\BC[/%_P \D_[Y%244#(_L\\ SR3_ M +Y%'V>'_GDG_?(J2B@!BPQHQ*(JD\'"@9IV*6B@ HHHH **** "BBB@ HHH MH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "
MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ***0$'H: "C%&:@N;Z MULHR]W^U%V2W0D6UL#\L*_3NQ]:N,;D2FHG<^,O
MC_K>JR26WA9?[+L^@F(#3/[YZ+^'/O7EFH:E?:K<&?4[R>\D/\4\C/\ S)K6 M\)>"M:\::@;71+;>B$>=.YVQQ#W;^@YKW;PY^SUX>TZ)9/$%Q-
J=R1EPI\N(M>P'6M&XPW,DI3/FCY!QP/PIT4CPR"2W=XG!R'C@O"6./9SR*^A? OQ(T3QU9_P"@2?9[V-\%
M1R7@_P")AI:G)NH5.8Q_MKU'UKBM.U&\TG4H+_39WMKJ%@T#3L*]QU%)GFEI#"BBJ5_K&F:6T8 MU/4+6T,G"">94W?3)YH NT4U65U#
(P96&00<@TZ@ HJ.:XBMHS)<2QQ("!N= M@!D\ 9-$-S!0":TGBGB)(#QN&4GZB@":BD)"@EB ,DF MH(+^TN6VV]U#*VP2820,=IZ-QV]Z
+%%&0.IHR/6@ HJK>ZE8::B/]-[;VJN M<*9Y50,?09I]I>VM_)K&YAN8B*XA66WE26-QE71@0P]B*)**,T4 %%%% !1110 4444 %%%% !1110 M
4AI:CGE6"WDED^ZBEC] * /F_\ :!\8OJ7B./PW:28M-/ >?:?ORGU_W1QC MUS7G?@OPG=^,_%%MI%GE!(=\TW_/.,'YF^M9^LZC)K.NWNI3-N>
[G>;/IDU[MO\!M.MM!\%W?B.[&)K^;RH1CG8O8?4G]*NK4A0I.I-V2,8Q=2?*D>IZ3I&E> M#/#D=EID*V]K G/'+MW)/(#YK3-
;6N<*JG&:BO+C5];M=J6A6 D$ M8ZD?C74VD8@LXD"[J#(]#7S7-+,\0T[JFOES'K*K7[.HO,QR@X88[U9N/$-K!JBVC'Y>C29X4^E6CI=@^3]F
MC8N=Q..M33HM5'_9]1:;IZH)3O%>WCOLQ\4]KJ=LRHR31."K*1D$=P17S)\9 M?ALO@_5DU/1XR-(OG("C_EWD/)3Z,.1]*]ZN8QX>UR*2W?
%M/]]3T%/\;Z1; M>+_.IV43)*7A+PL#G$BC*_J,?C7IX#'.K*5*K93CHTX]-SS@Q_G%'\.=IQG&<<9HSZ5U7A&T36[.\T:0+\
MLT5XA[[4.).?]T_I7/B*RHT_:6T-*<%-V.6VL&(*-D=1MY%*R,F/,1DSTW*1 MFN_U>6"6PNOT2*+Z%;*) !C?NVMQZ[:L>*H?[3@O[*R=
[R8:E%$ZR1!?L8 MVX&W')!YR3Z5YL,J>>1QU^E*\;(V)$:,GL MRD?SKT/6+."\AM/L,EK*NCW<4(6%@6$)(!+ ?[59'C34[>5;C3Q7$=_+)
MYAB">2N2/*![_P#UJUHX^56:BH;D3P_(KN1R9C8)N*,%_OE3C\Z;CZ5Z.SI) MX82V64S3_P!BAQ9/$H3&>9 ?
[RCG'M5*_P## M.E0S+8VD1ENUDB6/YG7SP5); MKW5K"(6N-,NQ(B%BORC'&X U%JL5K;Z7JWFZ?]M>*:VW2DG>JF
M('J!P.M']I)RTB+ZK97;.$Q1BNGU_1++2M,:[BRRWTD9L3NSB/;E_0\5S/2 MO0HUX5H<\3GJ4^25F26MS/9W<-Q:3/#/"X>.2,X96'3!KZ?
^$_Q8@\8VB:7K M+QPZU$O/87 '\2^_]*^6ZFM;F>SNX;FTF:">)]T%[1#';6[6T0S]R-E"LOX@"D/AO M27R<.4C3J?NH!0V)58].F01P? M2L;2-;U?
3[&QTVTNIYI+^_NF>:*%9)%5"?E4-QD^]>FSZ'IUQ>-=2VRO,TD< MA8GJR A3^)JE+X.T*5)(VL0!+-]H)1V4J_=E(/&>^* .(AU76K_ %2"[.Q- M4M]-
O$0A0?-\N5XMW7^SX;:-3\O+3GEAG_9QC M\:O+X?M=/MD;0[2WM[N"!XK9I-Q5=QR=WKD\D]32^%/#Z^'-!6RWJ\S2--/(MBX5I&.6P.PH
_U73(OM&O:H+'3]>L&N6>XF+^5>697 **Q_NXR/7-;JZQJ> MIW%Y_96K1:=9Z9:PR1BZC5_.W+DF0MSMP,<8Y-;][X+T"_U!KRZL TLAW2!?7
M95D/JR@X;\:EO_"NC:E=1W%Y9(QJ$&&(#*.@8#@@>AH XEO&6J_VE:7$-]]
MIM+G4#:%8[=5M]OS#Y7/SE@1UZ=:ATW6+VS\/V%CIE[+"^RZG>*W@624XE." M2W 3GGO7:KX*T 7)F6P4,)?-5=[;4> M[U>UA"7E_:V$)95!$9=Y
7P>O0XSZBNZE\#^'95@4Z>H%O$(H]CLN(\YV\'D M>U6[CPWI%Q'/'+81,D\<<3KZJA^0#GC!/% &7X/U35+R\U&RU7>XM60Q2S(J
M2$$9(95XKUFZ3H>GZ(DBZ;!Y?FMND=F+-(?4L>36E0 4444 %%%% !124 MO6@ I#_^JBN:^(7B0^%/ ^HZJA'G1Q[(,_\ /1N!^77*.HGH<+\5?
C,/#$[MZ)X:\N;5 ,33MRL'MCNU?.^]ZUJ6O7C76LWUQ?3-_',Y;\AV^G2JDT\MU/)< M7+M)-
Q>1V/+,>IJQIFFW.KZE#8V!IIFPN3@#C))/IBMFX4XN4M$C#WINR* M> >P]\BNG*?$#Q'X.N$?2K^1[8-EK29BT3CTP3Q]15C4O
4]M1N]/U&VU! MX8S+-#"W*J#R5]0*Y'@C(Z=OYYK.A7I8F-Z;N5.G.F]3])^'_CW3?'>BBZLA MY%U#\MQ:L?FB/]1[UUM?&WPT\53>$O'5C>
([+;3R""Z0'AHV._,AU_"OL=3G M!!R.V.]$URLN$N9#CTKS'Q+IWVGQOJ%QI3Z/]%VEI"%=Z;JR8"IC(,;]@0>? M>O32,BL#7- \-
ZQ=1MKEK:2W"+M5I'VOC^[D$$CV-)%,X#2M6OK_ $ZVM/#E MY-HMA::1/9')@#>P.4R3T[58B\4:UI=M#=ZIKJLM_HOVTL]NI6VDR M!A% !
(YQ@GK7HD.AZ9"J^390QJ+#/#UJKB'2H0750Q.6+@$$9).3@@&M6 MTL;:Q646<*0"61I9-@^\Y.2Q^M.Z%9GE'ARZU&"2+1[;6Y+9-2UB]$ER0A>/
MR^1&A(X+>_93BNB\.^+M3:UFM+FQN=9:UOI;/[=:(NUU4X#MV^N*Z.?PAH%S M'O74T#2D-L4L(0UI*\T!V_ZMWSN8>YR?SJ"[*:%>V:6UU
MIT30I(TJ $J59CR0001GZT7069P%MXAU[Q J6%U]\>E>1I4MT\T81A<.)'09 M)&-H"@MCNU96C>(KW2H-*6VE@C0V=@'E,:[BCR -
EO3%>I7GA+0;VUM:;YTJ MW>"T!6% I4(#U7CJ#QD'BG/X4T*2T>V?38#"*P,A7@QCHOX=O2BZ%9G&ZMX MFU>?Q'?:9IFIQPQKJ]M9I(B*QC1X"
[CIUR/PJM;:MXCM)?/N->DN8[37$TWR MWA0"6,N%)? ^]SVKN[+PIH>GJHL]-ABQ*LV<$DN 0&)[G!/-6'T;3/+??:1! M#/\
:6R/^6H.=Y]Z+H+,X_XBPRS^)?"L=OIEQJR:TU*V2YA8@E''<="#V-*X['EMYJEY-K]M8WMVNH'2= M0N8H;I@,R VF_#8X)!)!J;1M:U/5+)
($UV'08;#2H[H;84"2.Q.68$?<&,$# M&&"WTZ%8H&=HU /!889LGDD@XR34-UX0T"]2V2YTJ"1;50D0

MP0%7.=ON/8Y%5="LSSZX\9^(KB]U"\LYW\NQNHX(T4(MM(I"$LV[Y_GW$C* M]=B8O"C$;2R@D>E8UUX5T*\U-;^ZTR%[E2I#D=2O"Y X.,
<9'%;8Z5+U*2L% M%%%(84444 %%%% !1110 4444 %97BAF7PEJS)]X64Q'UV&M6H+VW6\T^XMG M^[-&R'Z$8H ^#AS']5S^-?
3GP\CCD\$^%;8_ZDPEB.Q.\Y_S[U\V7=I)8:A/ M9S*5DMY6B8'U!Q_2OH'X-W7]O_#=+.!\7^CSLH!/)1N0?SS^5<>;49U,+[BO M9K3NBL'.,:VNA[4J[0 .
P_$&MK8QFWMV'VAQ@_<%5H_$-];)Y5YI\C..K M#@_I4MC>P:G=LDVF;&*DEW7.:\BOCHXBA[+#RY9/NGH=T,-
*G+GJ*Z7FE=09[:PTZR)WD3)=5Y!' M>ODLF]K#$RJ1G;EW\SU\=R3IJ+5[[&[>6%K>[?M,0?'0GM7/O0'1/$L-O;N3 M!<=4/;K4O_"4N1@:=,3Z8/\
A65JU[/8Z;J'B74QY$=C;.*MP2V#M'/N:^H MQ%:ABJD'AHWJ75W:VGJ>7"%2C&2JO2VWY'R?JBHFLWJ1:;7V6VC/!85)#/-;R;[>5XF(*ED;!
(/49J.BAI/3H"T=R3[1, MUNL'G/Y*-N5-QVHWJ!ZU(E_>1RO)'=3)))C>PD(+8Z9JO2,2$)'4#BH<(VV& MG+34FBN9XMY@FEC\P8=E)&
[GN1[TV0R/*SR[C(YWL7ZDGUSZ]?QKJ]:NKO2H M+*PTBVC-C-9*Y8VX?SF8?,2V.WM5K6--L?M#:C?V\]TO^B6R10L%V@PJ=Q/\ MJ\Z.-C"T^6R?
WG5]7E;EOMJ<:+NY#JRW$H9$\M&WG(7T'M4HU+49((H!=W#Q M189(Q(2$([@>WK73R^$+2+6+"S!FF2>\>&5@.0HP0.. /-6-$TNQT]X/|'N)
M;JYTR>X*("6 7&.V.OK4SQN'<;J-W_P ..-"K>USCYM3O[ABUQ>W$A92A M9I#R#U_.FB_O1YVV[F!F7;+AS\X Z-ZBJRCY1FEZ]:|*-.'+HEKY',Y2OJR]
M?ZG)]%O90.BQQ6",=Z^Q/!&I^)[WPC97'B+3COI MRP\T*2.Q(QP3U(KSGX/?"#[%Y'B3Q5 /M/#V=G((]3Z.X_O>@KW(#DUA.2>Q MT0BT4_M-
_P#\^"_]_A_A1]IO_P#GP7_O\\ "KM%9FA2^TW_ /SX+_W^'^% MVF__.?!?^_P_P *NT4 4OM-_P#\^"_]_A_A1]IO_P#GP7_O\\ "KIZ4W]? M2@"I]IO_
/GP7_O*/M-__,^"_P#?X?X5;'O3J *7VF__.?!?^_P_P * M/M-__P ^"_\ ?X?X5/O;^^3QBO1* M,4Q6$7[M>3?M%O((AS]9V-?1A\?
1L5ZU7& %7P[)XG^'>HV5NI>XC47$2C^ M)DYQ^(S0MQ2U1\>5]>&]6?0]=AODMS'[.;[9);20Q^=("+0 M,?F! [GM[5P/^?H*\W*H58QDJB?
+TON=6,<96=]0R5P5^\"",>M?=.D,[Z-9 M-)]XP(6^NT5\:>"?#TWBCQGINE0KN$LP:4@?=C4Y8GTXK[51!&BH@PJ@ #V% M>G-
[&%/:X_M7G;:!HVN_%#Q"->L+6\6.TM@OVA =F5.<$UZ(>ASTKG-7\$>'
MM9U%]0U2S9[AT$;R"=X]X'0$*1FH1HSSG1O$VJ6'E^'M&GN6L_MUT+:YBA%S M((8PF$0,<$ L>>> :V]/\3>*-=N-/LUO(-*E>SFEG=H5P6*"S_
./;R':)H?7:RD'GOZUDW?PXTBZUBRD,*Q:=9V;6 MT=M$[HP)8DG<#D@YYSUIZ"U.:N/'FLWVCP365[Y%REC)/+#:68E8LCLH=BQP MJ';D?
4TZ;Q!XC\1V]Z+;4H;"SBT6&[D6.$.[M)'D@,>@'K7:77@;P[>-$9=. M"K%!]G'1R,BM$/X6"D;A]:N6GAK2+%)8[6S1%EMUMG7).8E&U5Y[47069YU
M#K?B>UT806&K0K%I?AR'42TEN&:9R&^0GL,+C/6I-3\;>(O#UK.UY<0W\MQ8 MPW,&V *+=Y'VXX^\H]Z[FT\(:'86,MK;V>
(9;46D@:1FW198A8XZ$AN%3U-:MMX+T&SU5=0@LMLZN70&5RBN1@L$)P">Y MJ75_"VDZ[>17.I6S231H8PZ2M&2A/*G:1E:0]3A++Q;XGU^.
V5_;V.S1#J$ MI\@.7D#NN,'HIV]/0+,T/#'_(IZ1Q_P N,/?_ &!6L*@MX(K6WBM[=0D4*".-1V4# 'X5 M(I^:I*'T444 %%%% !1110 4444 %%%% !1110
4444 %':BB@#Y4^.7A-_# M_CN6_AC_ -"U7,R,!PLG\8_/G\:Q_A?XX;P-XNCN;@L=/N0(;M5YPO9_JIY^ MF:^G/'G@RU\<>%YM,N?W;O'(.GX>M?'^M:+?
^'M8GTK5H&@NH&(93P& M]&7U!K:/O*QA-..J/MVUN;>^M8[BTD2:&50Z2(QF/H^HEF_T1^3UQ7;:;$T>FP)*F&5 "#VJ9;JW= RS1,I&= MP<$?
SK*U?QAX>T*%GU76+.W"]5,H+?@HR?TKQ\#D]+!595(-OF[G;B,9*M%1 M:M8U]H!.!^5?/OQZ^(45\Z^$]'F$D,3A[Z1#P6'W8_ZG*;\0/CY+J,,NF^#
M4DMX'&V2^D7#D?["]OJ:\3^:23'S222MZ[FD.>W]\>"/V?K74/#D5YXOEN[>]G^=8(6"^6I[-D'G^5=' PSIX1_P"?K4O^_J__ M !-:$?^?K4O^_J__$T?
\,Z>$?\ GZU+_OZO_P 3 M1SH.1GS)Q17TW_PSIX1_Y^M2_P"_J_\ Q-'_ SIX1_Y^M2_[^K_/$T0HP!^ X%?1 MG_#.GA'_)^M3_[_ "__ !-'_#.GA'_GZU/_
+_+_P#$UDX4=7RHJTUU/G.V MUW5K))$M-1N(ED8LX5SR?7ZTD6N:K;V7V2'49TM^?W2N0.>O'O7T;_PSIX1_MY^M3_P"_R_\ Q-'_ SIX1_Y^M3_
._R_P#Q-')0WY4/]YW/F/CM2\5]-_\ M#.GA'_GZU+_OZO\ \31_PSIX1_Y^M2_[^K_\36O.B.1GS)Q1Q7TW_P ,Z>$? M^?K4O^_J_P#Q-
'_#.GA'_GZU+_OZO_Q-'.@Y&?,@&6 R2< #J?8>]?07P?^ M#_V);?Q)XJ@!NCA[.S<<1>CL/[WMVKK/#OP1*>'-;AU.);F[FAYB2Z=60-V M; R17HP
J)3N7&%M6 I0 .E &.E%9FH4444 %%%% !7G7CY&N?&&AVS65UJ M,+P3LUK;3&,L0.#^%>BGI6=/I%M-70X"X! MRN[U/2NQUGPY:ZS=VEW)-
<6UU:;A%/;.%8!L;A&#UP*S4\ :7!;)%9W5_:&/ MS/WD,_S,K\LK9!!&?QH YU_&,JZ=>:QJTTUO<6HM;3R+>-F9%DDXRK=Q]XGN
M>!5@^.]92PNXX[>VGO(IH$BF,;QQ.)'"X*DYR,UNCP%HB*T<:3I";9+\U)Y(6M MPU[-OV1M]X* !C/KUH QM3\6^(= TR*XU:WL9&O?*6V:
M^Z=\Y5ESE@H'4= M:A'CG6FCBM8+:VENWOXK59VC>..17!^8*3D$8K:7X?:1Y+QSR7ERVU4BDFGR MUNJG*A"!QC-6+?
P;I\3Q22S7ES/'=+=&:XFW.SJ"%SVP,] !0!AMXRU>"UFM M;MM/AO;>_-I+.0Q0KM#!E0?,QPPR.U0:?XWUW65TZUT^'S%U<7-Q!+-(K",+ M$
VX#.>0>E=#>>"].N;UKQ9+JVNS#-+T>ZAG MM?/9X9))5,LFX[I!AL_E0!SNA^(-5NK>UTO1(;6&Z87$TLER6= %E90!SGDC
M]*U_[=EUKX;ZAJ6TV\ZVMPCJAX5T#*=I^HR#4\G@?3/L\"6TMW:20F3;/;RA M7P[%F4G&""2:TX-!L;;P^=&@C9+-HFB(!R2&SN.?4Y- '!7.DQ>&?
#.C:]HT MUW#>L]NLD;7#.MP'QN4J3@^M7(OB#?W&L?N+>)[,W_V(0K&_F#YMOF%\[>&[M>E;EAX#TNRN+666XOKX6>/L\=W/O2(CH0H
&1[U,O@O3%U'[4DMVL?G_ &G[M&L^(?-SG?MQG.>V<4 8<_P 0I[?38I)+9&NK=9VOXES^[$1V\?4UC:GXQU/4 MO#E_;72H/-
LEN([BVC>/R6WH/+.X\G#=1Z&N[7PGI U+4[TV^^;5(Q'=*3\K M >@[523P%IGV66"XN;ZZ26$6ZB>?=Y488-M7CCH.3D\4 9=QXPU>"TOM5MX+
M5M*TR86\L3D^=* 0&8'.!ST!%._X2[6U:;4GAL_]AU-;'8-WFNK,JA^N 06
M"'IFM:Y\#:3=WLD\C72Q32"6:T2;$,SCNRX_D:HZ5X&C2_N;O5)9GWZB]XEL MDQ,!/&QBN.HQTZ<4 9\?B_Q/<-:200::
(;Z]>RA5]^Y=I/[QN>>G04R7Q_J2 M+:V#);Q:@TMPDT_E.\0$3 9"@Y^8L/IS75Q>%]-@CM(U$F+2Y:ZB^;^,]?Y] M*K3>"M-
D820RW5K<+/).MS;R[9%,GWP#C&#@<>U &%;^,M?U>YL;33K6UM9Y MK22:5KE6*@HV/E .<&D\.:]JVN^,["YDE2*TFT?
SGM1N(5_-921SC.5Z^E=- M8>%=-TVX@FMQ-YD$#0 O(6RK')SGJ2:CL?!^G:9>6-U:-<1R64#6Z_O!AT+% ML,._))H \<^+7P;N1?
3^(?"5MYT4I+W5C'PRMW9!W^E>'2(\4ACG1DD'#*XV MD'Z&OO(#U&*Y_7O 7A?Q(Q?6-&MIY3UE"[7_#'7\:TC.VC1E*G<^*^G?&.I M-
7]'T34O$&H)8:-92W=PYP%095?BO.Q'Y9KL=(T M+2M"MOL^CV%O91=UA0#/U/4U7M"?9=SC?A5\,H/ FG-<7C+/K%TO[^1?NQC^
MXOM[UZ'1@#I16.^ILE8#TKS^;2K/Q9\2-7LO$*_:;;38(/LMDS$)AURTFWN< MY&?:O0#6#KGA#2]=NX[NZ\^"\C0H+BUG,3E3_"2.H^M,#E[*
[GT_4;?PEX.U M:.8 SRR7%V3-]F5=N(5[<%A]!4%EXU\2:U<6MK8FQM9(H)WO9'C+]S0R,A"# M/0[VF9906^_E^ISWSFK=CX1T;33!]AM/*\
MBV:U3#?P$DG/J223FG="LSAO^$Y\21:%I-U=-:>=KD[+;^3;LWV9$#%B1GYR M0HP/>K.F^,_$>N7L&BVH@L[X-,SW=Q
<21H<*53/!/<=]ZZX\'Z1<:':Z68I M(X;)M]M)'(5DA;GYE8=^3^=5&^'^AM80P(MTDD4C2"Z2X/G,S?>)?OGO1H%F M<1K>]:W_
&CK$VISVEQ%%H*L]I$2T3-YQ7(/OC/Z=]UKCQCKJV6J:S8_8X]+ MT>X%NUK*I\R95P&.[L,O$99]3)L_[,CUA=.^S^ M4?,='91OW=B-PJ-O'NJ?
V_:Q>=;7%G=7S69BMX&VQ@Y (E/!;UQQ7:'PGI36 M!E=MO M4CJ :](@T*QM]!?1XXB+-TDC9-
QY5R2PS_P(T\:-9#0QHYA#V7D^08G.$Q91HV+#/RYY SUK>M/AWH%K(KR1W%UMMFM +J=G A8 >7@]L
M>_%.L_A_H5G.DXCN)YHW1DDGG+L@0Y503_"/2G=!9GF\VH7.S<17(TN M^D6[)(=0+PC
YZ8K5G\67^A7\T$<<3ZAWX[N:B'@'0S9R0/'<,TGE_OVG/FH8_N,K=013NA6 M9R[^.?$1TL;;NU*:Q)K?ARVO9I[>>1\ MJSVX(0D'T/(/M5-O 6C?
8T@4WB3).UR+Q;EA/YC#!._W QTX%:VC:/9:%IJ M6&FQ>7 A)P6W,S'DECW)J6-)FC1112*"BBB@ HHHH **** "BBB@ HHHH ** M**
#'6N/\>_#G2/'FG".^3R;R($07B#YH_KZCV-=A1BG>P63/CCQ=\,?$O@Z MXD%[9M,;N.WM@U]ZO&DB%)%#(PP589!_"N2UKX6>#=
M>=I+W0[=)6ZRV^8F_P#'>/TK15.YDZ?8^/EN;A5P+B91Z"0XJ)V+G,C%_P#> M;/\ .OJ5OV?/!+/N5+]1G[HN>/Y5IZ9\%?
VF2!QHXNF!R#=2%P/PX'YBJ]H MB?9L^7-!\+ZUXFO%M]#TZ:Z9N-P4A%]RW0"OH?X:_!6S*2Q:KKSI?:JN"B@ M?N[<^WJ?
>O4;6PM+&$0V5M%;Q 8"1(%'Z5/M!K-S;+C!(!S2T8HK,T"BBBF M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4F!2T4 &*3 - M+10
F :,]:6B@ Q1BBB@ Q1BBB@!,"C%+10 8HQ110 F!2XHHH ,4F!2T4 M&*,"BB@ QBDP#UI:* $Q2XHHH ,=**** "BBB@ HHHH *,444)@4N*** #
M%&*** $Q2XHHH ,48HHH 3 %+@444 &*,444 &*0 #I2T4 &*,444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !112;LG&/SH 6DSS7#^,?
BYX8\"%H M)[DWU\./LMJ0S_[1Z#^?M7DFL?M&^(+F1AHNF6=C'V:;=*_]!5*+9+DD?2> M:,^E?)3_!Q\>L^[^UHE'HMJF*U-,_:$\8V;#
[='87Z=P\1C8_B#C]*?LV+G M1]1"BO)_"OQ_\.ZU,EKK<4FCW#*\AW1$_[V./Q%>IQ7,4\2RP2+)&XRKHP8 M,/4$=:EIK_BO\:)IYY]
\'SF&&,F.YOT^\Y[HA[>YKJ/COX\DT#0X M] TR8I?ZBI\QU/S1Q=_Q/]*^:X();FXCM[:-Y996"1QKR6).!CW-:0CU9E.5 MM$,)9I"6+-
(YQD\DFNV\.?"+QAXEC6:"P^Q6S])[P[,CV7J:I^&'P=L/"]K M#]>O11WFL.H;:RYCM\]E!ZGW->I<#&..W IRFD[(487U9\ZI^S9K31YDURS5 M\=
C8K#UOX"^,=*B::S2WU1%'(@;#_\ ?)ZU]49I,@9[<\U/.RO9H^$KNSN+ M*Y:VOK>2WF3AHY05/ZUVWPY^*FJ>![U()W>\T>1@)+9CS&/[R9Z?
3O7T?XV^ M'^B^.=-:'4X%2Y"XAO(U DC/;GN/8U\G^*_"VH^#O$4VDZJO[R,AHY5^[,G9 ME_SQBM(R4T9N+B[H^S-&U>RUW28-
2TNX6XM;A0R.O^>#5ZOBO0/'GB?PO8M9 MZ!K$UI;,Y]O$DQYQ_J(O_B*7L]+A[0^OZ*^0/\ A/C_S,S8O:'V!17R!_PN'Q]_P!#'-_WXB_^(H_X7#X^_P"A
MCF_[\1?_ !%'LV'M$?7^:45\I^'?CCXNTW6H9]:OVU6Q^[-;O&BG:>I4J_01 M7TSH&OZ=XCT6#4](N!<6TRY!'5?8^A%)Q:+4DS3HH!S14E!1110
4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110
4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %(>F:6L_7;DV?A[4+E>L-M(MX_!2: /C[XAZ\WB7Q_JNH,
[&,SM%"#_#&AVK_*O0OV>O",>H:Q=^)+R(,EB? M*M@PX\PCEOP'\Z\7#%EWMRS$DGUKZU^"=@EA\)],*+S<;YG/J2<9_("MINT3 M".LCHO$FK-
9P"WMWVS2#);^Z*YFTU>\LY?,2=F'=7.0:=J5Q]LUJ5W;;'OQD M=A5Z\L-.CT:W=+KGYMKB/ESZ5^88K$XG&8BI6ISY5#;4^KI4Z5"E&$U=R)AX
MPG5<&V0G_>JA?>(;R^XW^2@/1#S66*U=/1(HEGM0+BY8$- 4SM'K7%3S#'8Q M^RE5=NO]=366'P!!MRBY^R7;EDD/R.QZ'TK#^-
_A"/Q%X&EU"*,? M;]*!GC<#DIC#K^7/X5+=+#;72/:3>8?O$XQM/I7=1^5JVC%)1NCN82CCU!&# M7UO#N+J24L/5=W'SOH>5F-
&*M4@K)GPO_3BBIKN VU_<0'_EE*R?D:AK[-:G M@/<*T-%T^/5-42RDD:,RJP0KW8*2!^.*H=>E36=R]G?6]U%]^&19%]R#TK.I MS.#Y-
RH6YES;&ZGA.270]/O4E9I[J[\B2"^K4G ;\ZAO/"MS&[36TT)LWF: M."2:95:0*Q7./3@UI#QRB:O>745ALMYH%C@A)XA=>0WY\UE6VN012Z0US:><
MFGQ.CASG>69B" >,C=G*\F#QRNY+7^M/D=DOJ]@'A'56GDC46^U(A,9C,NS MRR<;MW3%01Z),GB6#2-1_=-)*%YX]*NC4QDW*,X
M]":D*,5>)&-02\2!VMDWQB5)6F M4(ZDXX/0\UI6GC-H9H9KJ"2XEAEDVR-)\PAD!#)DYYYR/I21>)[2.\=I(KR> M/R1''+*\9DA(8GY?
EV\]^,^]1&6.@K.-]"I1PTG=$=MX8_=B*\CE%VMZ+9EC M8<+M+9!_ WG,]LURT22#H+#6[=KK0PR&&:R8PR2NX\MXF8DDC'7!-
'/C5[WX#Y:&QB75C M/9);O<*%^TQ>=&,Y.WH,^E5_TK3\1:@NI^(;JYAPL(<)"O98U^[CV[_C66.> MQ_*O6HSG*FI35KG%.R=D+_D>QKK_(>?$/4/
.M":'=<:=,0+FT)^\/[R^C" MN/I:MI,2=C[BT#7]/\1Z-!J>DW"SVTXR"IY4]P1V(K3!!Z5\<_#SXAZAX!UH
M2P[KC39B/M5F#CR')MUDB;'8J<_UKYS^(6A-X;\?:KI[+L03M)"<=4;D?H:]"_9\\5QVF
MI7OA>]D"Q7_[RVW'CS<0JC.*VE\)W9G(,D8BSPV3G%=/8:=!86ZQP+C'4D54_?;Z8X_&L,ARW%8;&R= M6+2MOW*S#%4:E%*#U/F>\G-S?
W$YZRRLY_$U/I.F2:OJD-E&RIO)+.W1%)) M_FJ0&.E7]$U/\ LG5HKMH_.C 9)(\X+JRD$]N#7WE7F]D^17=M#YR%G-<
MVQ8DTFVO;F.#P_<3:A*Q;>)(]F /XL]A0OA?69;R6V6SW2Q(LC'>-NP]&W=,
M>]6K;4M!T^:9+2._>WNX7AF>4J&13TVX'4>]+=^(+1M*N-.M8IC%]B2U@>4C M<<.7);'3J>GH*\[VN+O:,7;NSIY*-
KME6X*:W:*&GL73,BQ=1G)^[D=@?6I M3X+U]3SIY!Y'^L7 (ZI_O=\5>_X2VU.J7MR89BEQ]G"CCCRR"?Y<56C\1P)+ M QBE81:H]Z1N_A/0?
6CVN.M\/X!R8=OU9H4SGD G'4A3R<5 M*?"NL+);I]C^:Y3?$I:(S%&C!PYSR2, MKZ'%0#Q':RZW]:'PS+&M\-1#PSP"!D5,,)!
(<9!Z$5/9ZWHUFEK:K:7$ MUK!+(X\[:S#+>P5H'6K=QXLTP26?V.VE M$4%XTYC*(@5&7;M7;C)'J>M-U\9>RC^ E3H;M_B8[^&[T"*&&"26Z>XDA"
(0 MR$J,G!^G--_X1;63>&W6R+2>5YPPX*M'_>#=,5HVGB33[%1;107$EJ9+@.QV MJ^R5=O'N*CD\0V4.DOIEE%<&!;)
[>*20C>79]Q8CH!STH5;&+:/X?U]P5,H!(ZY!&00>XJM6CK.HQZE<6SPHRB&UC@.[N5SD_3FMWX M??#_%'Q[K AMLP:?$0;F[(X4?W5]6-

>G3E)P3J*S.227-:.P?#[X?:EX]UG MR+;,%A"0;FZ(X0>@]6//'X]J^K-'*:;H6B6^FZ1"UI%;KM1HSAL]R3WS4_A MWP_IWAC18-,TBW6"WA& !U8]V)[DUJBHE*[-HQL9YFNK),W:^=&O66)>?Q7_ M JW;SQ7$8D@D5U/=34A^F:JRV$;,9(+Z,.@_ MY;Q#K]5[?K5R*6.9 \3]ZGNIH ?1110 R2:.%-TTBHOJQP*#[Y86NK MJ0RO,/-6SVKN,<8XY..A)Q0!Z#FC(KS:/Q-XCO\ 4;?1K:\LX+E)+N&XNO(W MJWE;"&49ZX;D=:AL_%_B,6>FZA>SVDD6HP7(6&."EO$C%6W9R<[>1TH]/ MS1D>M>9PZUXOD:WB.J6*-=Z1_:8<6O\ J2!_JP,\@Y')YJ*7QUK]\%.FQ,C6 M]A'<2".V$BRNV?O$L-B?+UYZT >HYI&=5 +,!DX&37G%QXJ\0&35-0C>WAM+ M""W?[(T6YF>6-#@OGHI;\A4^IW>K6*6,6KWNGZEYUY:,F(=CQAI &^4'IZ-0 M!Z 6 !). .M('4G 8'C/!KRVZ\9:O)=Q?Z0MS87LL]L1':%(0H5L%)"VYFXY MXQ]*ET;49+2Q(6]@T[[/H]O*UY)%YC8,C<8SS[#UH]/S29&<9KSI=>\2VNA MVDNIW<4%QJ-R1:Q)9EI_)QO^[!P7/4Y.!5"PUO6M=U'07GN_)D@U"[MY%$(7 MSPD);++G 8C(ZX'7M0!ZHKJZ@HP8$9!!ZT9&<9KS+1>UO4M-\C29[+3H]/T M^.Z=3!N68L-V "?E7'&?6AO%WB+4+75-3L+FUM;73;""\-N\.\R%E9F3.> = MIP>O2@#TZBJ]G.;FQ@F(:2-7('09%6* "BBB@ HHHH ***:PSWH 7-9.M>* MM"\/H&UG5K2SXR!+*3]!7CWQ8^,]Q8W_OS7@MQ M/->7#7%W(\\TAW/)*Q9F/N2>:N,&]3-S2=CZ\A^+W@2>81+XCM%.< NVT?F: MZVRU"SU&3V%U#>_7UK5\/^)=7*WRW>@WLMFZMDHA^1_ M9EZ&J=/0E5-;'W""#THKA/AE\2;3Q]I;>8BV^JVP N8 >"/[R^U=W65K&J=PM/2N=UKQKI&A7PL;II[B[V>88+2!IG1/[S!1P*Z(]*\S;5%*^)O$Z:G/_9MQ MJ,G..V0,U? MT'3Y];O=%M-6N;RZT\P7CIM:6(.@?Y 3G/6;DIIT=I+M>:W)JE[+I^A13PB-WA9YSZXS1RAS'JFHZC;:7IMS?W;[8+6-I M92.<*!D\4ESJEG9Z2VI7&17Y^SM;SRVZ=98T(++CZ=]+!G/I$+065WJ5M%>^'TFNIE:6<^:)$^<@ MMG)#$'!SC/I4&F:J]G;B95ECLK+5;5[FZM)II;9D.-VT.-PQ_$!D4P[ER1D9'7GI0&!Z$'\:\)T*XU0SV MSO>.NKM%=?VA&@G:5_D?B0,=B@-C:0/8=:] ^'JZ?I&@Z79O-/\ VGJ@Q]*35@3N=O111FD4%%%% !1110 4444 %%%% !1110 444 M4 %(>E+10!X]\>/ ;Z]HL>OZ9$9+[3TVS*HYDAZ_F.OXU\WV]S-:W$5S;2-% M-$X>.13@JPZ&OO!@&4A@"",$$=:^>?BQ\%YK:XGU_P (6YEMY"7N;!!EHSW9 M!W![C\O2M8SZ&4X]4=I\,/B_8>*[2'3=,?#L:Q1ZA]NMTP%BO%\SCTS][]:)0["C4[GUWFBOMG./]I365CQ+H%BSX^\LSJ/RY_G6)K7Q]\8ZI&T=F;32T(ZV\>YA^+$_IBIY& M5[2)[]XU\>:-X(TYKC5)PUPZD06D9S)*?8>GO7R;XN\5ZAXR\03:OJC?,WRQ M0J?EB3LH_J;R[V^NM1NWN]1N9;F>3[\TKEF/XGM79_#KX6ZIXZO4FD5[/1T8M&:Y8$%Q_=CSZ^O2M(Q45=F;DY.QB:%X&\3>);)[K0M)FO($?RVD4@#=Z#/6M M3_A47CS_*%VX_[I7_&OK31M(LM!TF#3=+@6"VMU"HBC]?<^]7^M1[1FGLUU M/CS_(5%X_Z%V?_ +[7_&C_(5%X_Z%V?_ +[7_&OL/%&*/:,/9H^//^%1 M>//^A=G_.^U_P :/^%1>//^A=G_.^U_P :^P\48H]HP]FCX_X5%X_P"A M=G_[I7_&C_A47CS_*%V?_OM?\:^P\48H]HP]FCX_X5%X_Z%V?_OM?\:/^ M%1>//^A=G_[I7_&OL/%&*/:,/9H^/\A47CS_H79_\ OM?\:/\ A47CS_H7 M9_\ OM?\:^P\48H]HP]FCX_X5%X_Z%V?\ [I7_ !H_X5%X_Z%V?\ [I7_ M!K[#Q1BCVC#V:/E#P[\$/%NJ:W!;ZO82:999W37#L#A1V '\1[5]->'?#^G M>&=%@TS2+=8+>$8&!RQ[D^]:E'2I4_Q)T/U'>KM%&?]MFM3MOH2$_Y[1\K^/<5=1UD0-&0RD9!!SFGGH:H2:? MM)>SE:VDZ_+]UOJO3\N: (-7\.Z9KIA:_M]\D7^KE1BKIGJ,BJS>#=#.E)IP MLE2"-_,0JQ#A^[;NN35^.XOPI$MDI8'&4EX8>O(X^E2?:;S_)\O_(O_ -:@ M"G:>&])L6MS;6:(]LL@C;/(WX+G/?..3[4W_ (1?2#:VMM]C7RK4.(1D_)O! M#?F":O?:;S_GR_\ (O\ ]:C[3>?\^7_D7_ZU $*Z#IP>-Q; -%;_8TQVB_NU M0NO!>A720QR66%AC$(V.5W)_=;'45J_:;S_GR_\ (O\ ]:C[3>?\^7_D7_ZU M $*Z%IJI=J+2/;>*]3KCAPJA5'X ?A5*V\&:':KB.S#'S$DW2.6(*'*\GL# MVK3^TWG_ #Y?^1?_ *U'VF_Y\O_"+_ /6H QU\"^'Q()/L1^5S(B%SMC8Y MSM';J:DN_!6@WUL(+FQ5H@B)C<1\]'*C\"?\^7_D7_ZU &3<>"-!N(X4>SVK!'Y2A'*[MD_NMCJ*N'P]IGE7D?V552^A6&=1P&1055?P!-6OM-Y_SY?\D7_ZU'VF_Y\ MO_(O_P!:@">*)(($BC 5(U"@>@'2I:I_:;S_)\O_(O_ -:C[3>?\^7_)%_ M^M0!&K^\TG2A)]/^PWS.RE-A3,_3]:](OM,T;Q5I=I_M9R3:;?"TDG@M]VZ-E!R03US7F_8?E7G976G.+C-MM/KT^[MQ$3C X(K MJ3TKS&ST_P 0W_B[QA!H>HV5E;2W2)*;BU:5R3"@)!W=/8UFC1GH1N[*;2O MM8>*6S,7FAQAE9 ,Y%26LT%U:PW%MM:*1 T; 8^4UYC-H#Z7JUQI4.IWZVVB MZ#YT"Q3-&K39;+D#C\.E5TU'6X9;#0X;N[=_$<5M:K65RVGZ;8Z?:W3PV;ZI>+?K+> MR0A) Q\M6DRF1SV!ZFCE%S'N7DPQJ=L<:CDG"@"L"Q\>^&K_5$T^TU.-KB1 MBD>5*K*1U"MT)^E4O!%W=W?@69]1E.H!9)TB926,D0SA=Q +'J-W?%<+::K#M96FD6^BZK%K=G]IC6'0;^U'VJT.?X74 J4]2*+#N>T1Q1Q[O+C2,DY.U0,T+ M#$F[;&B[^6PHY/OZUXQI&L:U-KEI,+]6U634)XI[9[J1F=1OPA@P%1@QBCE#F/8BB>BGC;T[>GTK M-N-6TBQDGL[F6" 0QB25&4!0K']NM>7:_XL?4;63^PM8F;R] B=Y+=V^29IMXAGTW8+9[CBH?%UF;6UUC3'O+Z>RM[&UN,S3NY#&0;F)Z_E1RA<]H2., ;41 M0/NX X]ZCNYK>RLY;FY98H85,COC[H'4UYI/?WT'B8>%[2^N6M-0GBU*UO/- M+;+14S*H?KC<@_!S79Z_>VVH>]3N;&59[>2SD*.O(8;3TI6'MP^ ?"MS>: M^]U9^?8,+,VB* .,#EKC0KW0M3N]1UTV%W+--#-(TA2;RFYVG[A!X M"C'THY0YCW?-%>&S:K'%-"GAO7=2NWDT*6>Y5YY'*R@IER&Y#]>!T].:OZ_X MJDU%KP:'K$S*F@HQD@G2NU'2I*"BBB@ HHHH **** "BBB@ HHHH **** .!\8 M?"'PQXO=[B2!K"_;_EYM>"3_ +0Z&O)-7_9T\2VDA.DWMG?Q]MQ\IOR/'ZU]M,452DT0X)GR0WP3\>]^W^Q@W^T+A,?SK2T[]G[QE>,/M@L[!">6DF#D#Z+FO MJ6C%/G8O9Q/)?"GP \/Z-(ESKLKZO<*KIR!^/3\:ZJD/6CJ)GP8\<MD,CQ3*R21L596&"I':KNBZO^?%?X,2:Y=R: M]X42-:]_FN;,G:LY_O]F_G7SY?V%WI=TUMJ5K-:3J=ICF0KC\^OUK:2C5CRMLP]Z#NCK]1\=P5C3W+8_E6.'PM"'I^SZ[E5*LZKU+7P[\,3>+? M'6GZ>B$PK*LMRP"'QKR<_7&*^S5&T 8 XQBN-^''P\L/ 6C^5"PN+^X&;FZM(Y<^@]%%=I52=WH7"-D(> :P]1\5>'-#U'[+J.IV=G=3$$H[A6.>A(\ ]>MP MG"DUY-KLMM;^(/$EQI6LZ?;RN -0TO6H!MN L8 ,;Y#;6 XR,]J5KE-V/5ML,P\U5C<2+C> #N7Z]Q5 ZMI,>MQ:5]HMUU'RB\=N,;U3U ["O+-7\2O)I5N MNG27FE?9]%%RMFEZ+:.WSG:V2"TI^7A>F.O6J,NIZE9Q:QK]E>SO?7-KI_FO MYORHLB NXX(7'8I]:B3S'L\\&FVS&XN(;6)I'4-(\:@LQ(Y[G-2OI]G*DBR M6D#I*=T@:,$.?4\L!/]- MQ#8VRD(I8A5SV %+9Q:9HZ3IEE>V^ MDW2"6]@U&Y;"HR+M\L9XRP8](;36_")M[&T^Q1Z<_V<1-+O8@#M[Q]B>0>XHMI<+ZV-1/&'@TZPT:ZMI:Z@7,3,'4/N!P5S]>*Z&*SM8Y9)HK>% M9)?ONL8!<>Y[UY)HGA[7?$_A"^TV%M*@TNZO[E'G>(O<(OG$DCMNR.#VJ+5O M$&MVVM:PL.I&T;2[J.WM$EO1&@08 +0[29-WK18+GK\>G642E(K2!%;B4M_I]*?);P.&WPQMO&UMR@[AZ'VKR6[NM;FL=1U,>(+^"9M>CTZ.%)!Y<$;,@8 M 8Y/S'D^W%1WT^KZ5_;\\7B/4Y!HM_!';++*&#*^"P?CY^N.:+!<[O3].T8> M(+G54U/[3/,K64,3R+MMU3EXT'X9/X5I:5)H]O#;Z3ILMN4^S^9%"K!MT><$ M^XS7EFIDZGJ]E)?ZA/$PU#5;="DNSHHVI[GMZFJ-OK-YIG@^!-)U650GA[S! M('#&&3S@IY[8]*+!<]T,.1C5#$A1,%5*C QTP*B73[-9GE6T@$CMN=Q$,L?7 M.*\MUO4-7\-ZIJ6E0ZW?2VK0VU$DCK(ZG'RC"CV&3BMWP1J!D\7: M]86^O7&KZ?;1PF%Y91)Y98'(#]Z5@N=P88(XP3'&BQY8?* $]2/2L^&UTG5= M/>?3U@:*[5@;BV5CG@D,!U]ZXB36]8'BB7PG]MG%Q%>2WS7!Z_8MFY5SZ;F MV_\ *YU_$UWK<1:;)MOJR^#?""^()K!?#DZ6I>YM+8B: [08PS$G"GH6!S];IO7&T%3D8X-)C5 MQU%%%(84444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 &*H:EH6E M:PFW5-/MKL8Q^]C#'\ZOT4;';$/UR8_SKHK>UM[6$0VL$ M<,8Z)&H4?D*EHIW; 3 ':EHHI (?NG-8.MKX9_M33XM=AL6O;IS':">,%I". M<#(K?/2O'?%,6J^+->UN]T?3!>Q:4]VUE<^?Y9AFC.^1@,')))7CTIH3/4KG M2-,O)HYKRPMIY(AMC>2)3M[8IZZ=9)$\<=G (Y$".OEC#*. "/3%>6W7B:UUM[5/M5[XBNM,MVT,7,44,YB'GAB&X'4@C&.]9Z:[=7,.K7.M:_>66J6UG:2VMMHDQ0>8T2'[G\1))XYZ]*=M!7/4[VU\/:'H5P+VUL;73,9F5HU$9],CN<]*P_M#%WX?N]8U37;77$OI]@0B1?*%I .0H!YQ[]Z7QJ]M<>K)O$)N;;S7MWDN+9 M-QM9>&#L"/NAAR"*XW4;R6_BU^QN;ZRUQVTV<.UZ]ULD,@!S)@&,.,@_+ MP:[;X;:HJ]9ZG;2O957 M[3&BEL Y.>HZ\'UJGX9\)P>')+N)8HD&%1!@*/84R.RM8A*(K>)!,2TH5 -Y/4GU]>B@"NUA:/9"S>VB M:V"A1"4!4 =!BIU544*HP%& /2EHH **** "BBB@!I<*<'/Y4GFK[_E3Z* & M>:OO^5'FK[_E3Z* &>:OO^5'FK[_)4^B@"E>:G%92(DROEQD%5S4+:Y"IP8 MW#"'!(&,G'/-:)16QN ./44U[>*3[Z*W/<4 5'U:%-N6W*&X(]OTHBU6.: M98UBD&[HQQC^=7&AC;[R*?]*<$48P!QTXZ4 *.E%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 &? M6DR:SM>U&32]#N[R"/S)(4W*IKG-.\67S:#?7<[6]V\$2R(T((52>S?3O0!V MM%-QI(\N^$-\4 ,D]JX"Y8$] ISGIR*[C5;ZM>UFLTLS! 6D:24$K(,9&.XPP.:+"N=031FN!A\;:@P#%[%X@^$D!/[]&=E#J M,\8"Y/U[58B\7:AML)&:UEBN-0^R[D'WXRP42?>..2>.>G;K18+G;4M-4^U. MI#"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ",C!J.*WA@4B&)(MPS%B%4#)/)-244 8?_")Z4VNOJDEK#(S0K$(GB4HF&W:@,<')ZTL'AC3HM?O M=6DB6>YNWC?]ZBGRBB!05XXX K:Q1CWH 8T,:OO^5'FK[_)4^ MB@!GFK[_)4>:OO^5/HH 9YJ^_Y4Y6#=*6B@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@!KH'4JX#*>"",@U%%8VT$+0P6\4<;?>1 M4 #?4=ZGHH H2:'ILD!A-E;JA4I\L2@A3U ..E$>B:=#-%)%:1*88C"BA %5 M21D8]\5?HHRI_#6F7.K1ZC+;*;B,Y!QP3SR1WZFKHL;8.S""+_\]8OUKY[%XW,J=9QH4>:/?\ IGHT:.&E!.I.S-/^WX?^?Q?_A1_;T/_ M #^+_G*S/\A$K[_GM'^M)_PB5]_P]H_UKD_M'.?\ H'7]?,V^KX/_)^& MI_;\/_/XO^?PH_M^'_G\7_/X5E_\(E??\]H_UH_X1*^_Y[1_K1_:.<_] Z_K MYA]7P?\ S\-3^WX?^?Q?_A1_;\/_/XO^?PK+_X1*^_Y[1_K1_PB5]_SVC_6 MC^TA_P"?Q?\ /X4?V_# _,_B_P"?PK+_ .$2OO\ GM'^M'_")7W_ M #VC_6C^TA_Y_%_S^%']OP_M_B_Y_"LO_A$K[_GM'^M'_")7W_/:/\ 6C^TT?ZT?\ )"7W_/:/]:/[1SG_ *!U_7S#ZO@_^?AJ?V_# P _B_Y_"C^W MX?\ G\7_ #^%9?\ PB5]_P]H_UH_P"$2OO^>T?ZT?VCG/\ T#K^OF'U?!_\ M_#4_M^'_)_%_P _A1_;T/\ S^+_)_"LO\ X1*^_P">T?ZT?\(E??\ /:/] M:/[1SG_H'7]?,/J^#_Y^&I_;\/\ S^+_)_"C^WH?^?Q?_A67_PB5]_SVC_M %H_X1*^_P">T?ZT?VCG/_0.OZ^8?5\'_P _#4_M^'_G\7_/X4?V]#_S^+_G M*R_^$2OO^>T?ZT?\(E??\]H_UH_P!:/[1SG_H'7]?,/J^#_P"?AJ?V_#_S^+_G M*/[>A_Y_%_S^%9?_")7W_/:/]:/^$2OO^>T?ZT?VCG/_0.OZ^8?5\'_,_# M4_M^'_G\7_/X4?V]#_S^+_G*R_^$2OO^>T?ZT?\(E??\]H_UH_M'.?^@=?U M\P^KX/\ Y^&I_;\/_/XO^?PH_M^'_G\7_/X5E_\ ")7W_/:/]:/^$2OO^>T? MZT?VCG/_$#K^OF'U?!_\ #4_M^'_G\7_/X4?V_#_P _B_Y_"LO_ (1*^_Y[M1_K1_P (E??\]H_UH_M'.?\ H'7]?,/J^#_Y^&I_;\/_ #^+_G*/[?A_P"?MQ?\ /X5E_P#")7W_ #VC_6C_ (1*^_Y[1_K1_:.<_P#0.OZ^8?5\'_S\-3^W MX?\ G\7_ #^%']OP_P#/XO\ G*R_P#A$K[_)[1_K1_PB5]_P]H_UH_M'. M?^@=?U\P^KX/_GX:G]O0_P#/XO\ G*/[?A_Y_%_S^%9?_")7W_/:/\ 6C_A M$K[_)[1_K1_:.<_] Z_KYA]7P?_ #\-3^WH?^?Q?_A1_;\/_/XO^?PK+_XM1*^_Y[1_K1_PB5]_SVC_ %H_M'.?^@=?U\P^KX/_)^&I_;T/_/XO^?PH_M^ M'_G\7_/X5E_\(E??\]H_UH_X1*^_Y[1_K1_:.<_] Z_KYA]7P?\ S\-3^WH?M^?Q?_A1_;\/_/XO^?PK+_X1*^_Y[1_K1_PB5]_SVC_6C^TA_P"? MQ?\ /X4?V_#_ ,_B_P"?PK+_ .$2OO\ GM'^M'_")7W_ #VC_6C^TA_Y_%_S^%9?_B5]_SVC_6C_A$K[_GM'^M']HYS_P! MZ_KYA]7P?_/PU/[?A_Y_%_S^%']O0_\ /XO^?PK+_P"$2OO^>T?ZT?\ ")7W M_/:/]:/[1SG_ *!U_7S#ZO@_^?AJ?V_#_P _B_Y_"C^WH?\ G\7_ #^%9?\ MPB5]_P]H_UH_P"$2OO^>T?ZT?VCG/\ T#K^OF'U?!_\ #4_M^'_)_%_P _MA1_;T/\ S^+_)_"LO\ X1*^_P">T?ZT?\(E??\ /:/]:/[1SG_H'7]?,/J^ M#_Y^&I_;\/\ S^+_)_"C^WH?^?Q?_A67_PB5]_SVC_%H_X1*^_P">T?ZT M?VCG/_0.OZ^8?5\'_P _#4_M^'_G\7_/X4?V_#_S^+_G*R_^$2OO^>T?ZT? M\(E??\]H_P!:/[1SG_H'7]?,/J^#_P"?AJ?V_#_S^+_G*/[?A_Y_%_S^%9? M_")7W_/:/]:/^$2OO^>T?ZT?VCG/_0.OZ^8?5\'_,_#4_M^'_G\7_/X4?V_M#_S^+_G*R_^$2OO^>T?ZT?\(E??\]H_UH_M'.?^@=?U\P^KX/\ Y^&I_;\/ M_/XO^?PI1KT)_P"7M?RK+_X1&]_Y[1_K33X1O">98S2_M+./^?"_KYB^KX/^ K<["WE$UO'(K;@Z@@^M%5[*)K6Q@@D.6C0*2/I17U$)5'%.4=3S&E?1G_V0$! end GRAPHIC 16 img03.jpg begin 644 img03.jpg M_]C_X 02D9)1@ ! 0$ 8 !@ #_X0 L17AI9@ 34T *@ @ 0$Q (M * &@ !''EZ@X2%AH>(B8J2DY25EI>8F9JBHZ2EI]>HJ:JRL[2UMK>XN;K"P\3% MQL?(R;GZ.GJ\?+S]/7V]_CY^O_$!\! .! 0$! M 0$! 0$! @,$!08'" D*"__$ +41 (! @0$P0'!00$ $"=P ! M @,1! 4A,08205$'87$3(C*!"!1"D:&QP0DC,U+P%6)RT0H6)#3A)?$7&!D: M)BH*#MA(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q,7&Q\C)RM+3 MU-76U]C9VN+CY.7FY^CIZO+S]/7V]_CY^O_: P# 0 "$0,1 #\]^U^\FT_MP[J%[;@>;;VTDJ9_O*I//Y5\Q#]HKQKZ:?\ ]^3_(U],>+/^1,UG_KQF_\ M0#7PB!P/K6L4FC.3:9ZO_P -%>-

O33_^_)_QH_X:*\;>FG_]^3_C7E.*,57* MB>9GJW_#17C;TT__+\G_&C_(:*\;>FG_\?D_XUY3BC%'*@YF>K?\ #17C M;TT__OR?\:/^&BO&WII__?D_XUY3BC%'*@YF>K?\-%>-O33_/OR?\:/^&BO M&WII_P#WY/\ C7E.*,44XHQ1RH.9GJW_#17C;TT__+\G_&C_(:*\;>FG_\?D_XUY3BC%'*@YF> MK?\ #17C;TT__OR?\:/^&BO&WII__?D_XUY3BC%'*@YF>K?\-%>-O33_/OR M?\:/^&BO&WII_P#WY/\ C7E.*,44XHQ1RH.9GJW_#17C;TT__+\G_&C_(:*\;>FG_\?D_XUY3B MC%'*@YF>K?\ #17C;TT__OR?\:/^&BO&OII__?D_XUY3BD/'T[^]'*@YF>KC M]HGQL>@L.N/]2?\ &@?M$^-CVT_KC_4G_&N)\+-X8:9;;Q-IM_>33S)'"]M< M"-4#'&'#]FG_/?D_P"-'_#17C7C_D'_P#3$_XURWBCX=:]H/+@/*HYRH/)'TI6079VO M_#17C7'_##_/OR?\:/^&B?&WII_'_3$_XUYA9VU.TSP1H]G?:RFKBXU:.TUB+2H19OL)WG E..P["BR"[-+_AHK MQK_U#_\ OR?\:/\ AHKQMZ:?_P!^3_C7,:EX6L=!T_7+K4'>=(;PV&E@-CSG M'S-(?4*!CZM7(*.1D\Y ..Y_R:.5!=GJW_#17C7_*A__?D_XT']HKQL.VG_M /?D_P"->*=*TN:_U#2GCM4c@5=T;X;ZY/=:9=:QILL6D7-1U&G_]^3_C1_PT3XVYXT_CK^Y/^-OR%F& MH!S,"RXCZ;_=>]58-"L[CX9W>N0>9_:>GZ@L,Z[LKY+C@X^H-'*@NSM/^&B MO&OII_\ WY/^-'_#1/C;TT__+\G_&L7Q1X&L-$^'NGZM922R:K$(CJ<1;Y4M$JAH\#MC<*9K/PZNGUBUTGPQ97%_>P:=#-J0W9"ROCOV'.*+(+LW?^&BO&O/ M_'AQP?W!_P :3_AHGQMQ_P @_GI^Y/\C7(VWPX\57LUQ'#IF#;R^1)(\H53 M)UV*W\1Z55M?_B2^U&^L+;293M^'M4\.7:0:S;-;M(GF1.K95T_P!AN]6[M?1'NO"L5U:Z;=R7TNHBTCG1AY9)!(B"]VR!S[44)YS#@A<_>Q[4S2O OB77+FZAT MS29))+6;R;D$A?);^ZWIG'6GRH+L[?\ X:*\;_3A_WY/\ C1_PT3XU_P"H M?_WY/^-<98?#_P 3ZI;-<6.E/)&DI0-O ,C@X(0?Q8XJ.R\#^([_%:\TZVT MU_M%B?\ 2]S!$@)YPS'H?:CE079V_P#PT1XVSTL/^_)_QH_X:*\;]?\ 0.N/ M12?\:YWPS\-M4U7Q5=Z'JEM)8O:6CW#KD*<[M6X?AKXNGM(KB#1I"DT M8D6/< ^P\ABG;ZT-O33_P#OR?\ &O*<48HY4',S MU;_AHKQMZ:?_-^3_C1_PT5XV]-/_P"_)_QKRG%&*.5!S,]6_P"&BO&WII__M 'Y/^-'_T5XV]-/_[\G_&O*<48HY4',SU;_AHKQMZ:?_WY/^-'_#17C;TT M_P#[\G_&O*<48HY4',SU;_AHKQMZ:?\ ]^3_(T?\-%>-O33_P#OR?\ &O*< M48HY4',SU;_AHKQMZ:?_-^3_C1_PT5XV]-/_P"_)_QKRG%&*.5!S,]6_P"& MBO&WII__'Y/^-'_T5XV]-/_[\G_&O*<48HY4',SU;_AHKQMZ:?_WY/^-' M_#17C;TT_P#[\G_&O*<48HY4',SU;_AHKQMZ:?\ ]^3_(T?\-%>-O33_P#O MR?\ &O*<48HY4',SU;_AHKQMZ:?_-^3_C1_PT5XV]-/_P"_)_QKRG%&*.5! MS,]6_P"&BO&WI8?]^3_C7=_"#XM>(_&WC.33-9^R^0MLT@\F,JW@60FXFW(Q[<2VMTN):@*I.0D<8Y?=GNO?UJY: M^%M:MO%USK>2>_X5)KW@R76I[JX>YA,S-&+:.: M/=&D:\E&'\6XDDTQ%[QAKL^@>&VU"R%N93/%$IN"?+&]PNXX[#.:Q--\>R0Z ME?6FM"WN5MXHW2YT[+ABQP$(/1OQ[&M:[\)+>^#;/0);GS%A: O)(NX2"-PQM&/0XQCTHUSPG%J&B+9Z,8=+/GI,_D1[%FQ_"X3!(-%T%F5_^$_TITANX[@): MXF-PDJ'S$,>S(P#U^<5J:!XIT[Q$\T=@9TDA57:.>/8VUAE6'/0BN6M_AD\- MD\+ZF@+/,_[J'A?,\OC'H/+_%KJ-,\/C3M=GU#S]XFM(;;R]OW3'WS1H&IOMT4F10#FD,6BBB@#'\6?\B;K/_7C-_P"@&OA$'@?6ONOQ>X3P7K+.<#[#-S_P M U\,BSNBHQ:W![Y$#<_I6L+)&4KMD>:,U,+2Z_Y]+C_OP_\ A1]DN?\ GTN/ M^_#_.%:71.I#14WV2Z_Y]+C_OP_^%'V2Z_Y];G_+\/_A1H%F0T5-]DNO\ MGUN?^_#_.%'V2Z_Y]+G_OP_^%+05F0T5-]DNO\ GUN?^_#_.%'V2Z_Y];G M_OP_^%/0+,AHJ;[)=?\ /I<_]^'_,*/LEU_SZW/_?A_*- LR&BIOLEU_SZ MW/\ WX?_H^R77_#ZW/_?A_P#"EH%F0T5-]DNO^?6Y_P"_#_X4?9+K_GUN M?^_#_P"%&@69#14WV2Z_Y];G_OP_^%'V2Z_Y];G_+\/_A3T"S(:*F^R77_/ MI<_]^'_PH^R77_/K<_\?A_*- LR&BIOLEU_P^MS_WX?\ PH^R77_/K<_]M^'_PHT"S(:*F^R77_/K<_P#?A_\"C[)=?\ /K<_]^'_,*- LR32SC6M/)P M +N$G)P/OBNZUJ:!_P!HGS1-&T*ZG"3()/E\M>_H*X'[)=?\^MS_P!^'_PH M^R77'^BW7'?R7S_*EH5J>B:?>"7Q3\2C/=!A<6EV 7ER)/WC[=I[\8Q77,F ML:SX?US1=$TF[M(+2 KJ5SJ'E?82BC<)$SD;<9P!SBO#?L=WQ_HUUQT_["DY($3@'\,4M U+NL7@N_%UW>PS10B6^\Q9X =BGHV?PZU&2TM]0N1 CVTFU#G[QS_='4'T'%<;]EO.0+:[7 M<,$+$XS^0I5MKU7#);72L.A6%P1^E&@:GJ^GRV6KS7]KH]A:ZP^C206EI;W0 M#!XF;_2+C#=6)"C=V%><>*[:QL_&.IVNE$-9170$6UMP4'!(!]>QSVKG_"+6]Q\/8;:]U,V'F>)X&>?S 'A7!S(.[)'3,< MAQ1]DNO^?6Z_[\O_(460:GK7B_5=/\ %;/J-L(;4>%]6<76F12#9<6YE)\] M5_B8Y:.WKV?R?&NI^);32=$%E)%*\>M2ZCN69'0@(8QR6.<8QWKP;['=?\^U MUW_Y8OS^E+]DN]NW[-=[1R%\I\?EBBR#4[+Q' U[*/"^H6LD4EO9/<13@2KMNC=F4@;I^'-8L?%WQ(\3:3J5Q%;:;J_P#JGD:ORC*\Y^QW6,?9;GKGB%Q_2E^QW1 M_P"76Y_[\O\ X4:!J>F^']&MIO 6AW<-DGB*02,TJW>H"&'2^5R"A/?KG'85 MT>M6%QK>I_$.UT>[MQ+N*\/^R7@SMM[L]0(G M/X8K5TW4]4TS0=6TN"QE:'5!&LLC0ONCV9Z<>]:F]XPA.C?#_P[X=U"2-]6 MMIIYWA202?98W)PC,,@K_A2[,'@#2?LFI6UA=KXG62.>X;*Q'8^'8?W M>V?>O/39W6XG[-=$D]6AG.>G>N;^&$1N-1U^P22%;F\T:6*%7D""1^H M)(&:XXV=VVW=;W3!>@,3G'YBC['=CD6MT".XAUT/PQ,+*+ M7#$@\^]OM36.'365_FC";N"OTY-0>.+L#1_B$MO=Q[KK6X#&(I1B9>3D8ZB0 M*_LEY;C[-=X)R1Y3X/X4?8[KO;71SZPO_A1;S']>FOI=QXM'0O4/#^HVL5MIMT,=M<))=)$UI*LF22I()##N.N*Z759K;4$\6:/;:99:QJ$>M"YDL;FY\CSD, M2 .I_BP0W'O7G6F>,+FPT^PAO/"EKJ%UIJ[;2ZFMY%9!G(W##X/3.*YS49- M5U/5KC4;V*Z:ZN9#+(ZPNN6/X4M U/7+:[!\?:/I,_\ 9EI+!H5Q:I!;W>]8 MRR-MB>0\%LGCFJWA/_B61^ [:\GMX;BRN-268"93Y9$3XR0ZSZ^4_P#A1H&IV_A:_AB\'^,9;V82+]MM)F5G!:4" M9R2!WXKM='T>]O/C1-XGM-4LY=(O(':&5;I&>5?+ \GRP M.VNRL&'[E\9!SSQ79GQ]J*F2[L_"]K:ZQ-#Y+:C%;R!]N,%@F, D#KFC0-3 MAF_UCC.?7FDJ7[%=*,?9;G _Z8/\ X4OV2Z_Y];G_+\/_A5:"LR&BIOL MEU_SZW/_'X?_"C[)=?\^ES_-^'_P *-!69#14WV2Z_Y];G_OP_^%'V2Z_Y M];G_+\/_A1H%F0T5-]DNO\ GUN?^_#_.%'V2Z_Y];G_OP_^%+0+,AHJ;[) M=?\ /K<_]^'_,*/LEU_SZW/_?A_*>@69#14WV2Z_Y];G_OP_\A1]DNO\ MGTN?^_#_.%&@69#14WV2Z_Y];G_+\/_A1]DNO^?2Y_[\/_(4:!9D-%3?9 M+K_GUN?^_#_X4?9+K_GUN?\ OP_^%+0+,AHJ;[)=?\^MS_WX?_"C[)=?\^MS M_P!^'_PIZ!9D-%3?9+K_)];G_OP_P#A1]DNO^?6Y_[\/_A1H%F0T5-]DNO^ M?6Y_[\/_(4?9+K_)]+G_OP_P#A1H%F0^E>L_LX_P#)3)O^O%_YUY9[CNCT MM+C_+\/_A7J?[/.;3XE2-=))"&L9 #(A4'!YZBID]+%16I]32-M1FP6PI.!MWKSW1?[5U?0+;Q3<^)I;1YI1(T+'_1TBW8\LKZXXSUSBNZ.J6)7*W4(^K5S7 M_")^%!J N1+B/S_/^R^?^Y,G7=L^O-8FQ27X@70B@OI])5--OO.6RD67]X[I MT#+V#8.,>G-51\0]=2%YKC0($CALXKZ3%SDB&3^$#NXP>.E:\/A;PK#=R3B4 M%7$FR)I\QO;_+Q0=B<59DT/PW+!+!(Z%)K2.R<>9UB3[H% C%O/'&HK'?2? MV:L-@MS+8Q70FS)Y@R%?;TQNQ573O&E[:;<68BYNF2V7==380,RN2P R3G:/ MN@U?TWP?H<5_>WNI7B7+W%Y-<)$)OW2[\XX]0#BK;*$O"I$92;RI(61HY8YP M'0J&48X]&8?C3T#4R8?B/[%_:0RZ=HT4A%/]5.))2@4(^T@>I/49K1A\;WMZMTUYIVDK)I5J(_M,LDX$H+1J^5&<' 89Y^E6K+PSX7TZ&2*T= LD+PMNF_@8Y M//N>::?"_A9KJ.?S34K, MD!;J(L3T#9I#+M%-#9Y'(HHYWQ3K6A6^DW=GKMRJQR0GS(0?G93Z#O5.U\0 M^$4LX%2^T]4$:A595R!@8SQUKS[XKH/^$W1F)%]N"1TYKCX;;[1<1P0QJTDMK;4!4#P[/?/:"2Q\]%+,OF+\N.H^M5[?09;J[N;>)K,FU4-)+O78 ?]KI1[9_RA M_;%:VD#VG_A(_"?_#_:;C_=7_"C_A(_"G_/IO_'RO^%>-Q^%;V6$R(MM\MP+1(64-,!U*CN*)?"NH16<=P(8)/,*#RT*EE+_=R.VV?\H_[7Q+VIGLG_M D?A[\ Y_\ 3/\ OE?*/\ A(_"?_/_*;_-\K_A7CQ\)7AE9 UB?+0M*WMF+MCP0,$]CS61+ D">6G] MU?\ OD4>6G]U?^^11]:78/\ 6*7\A[W_,)'X4_Y_M-_[Y7_H_X2/PI_S_M &F_]\K_(5X)Y:?W5_[Y%'EI_=7_OD4?6EV#_6*7\A[W_PD?A3_)_M-_[Y7_H_X2/PI_S_M &F_]\K_(5X)Y:?W5_[Y%'EI_=7_OD4 M?6EV#_6*7\A[W_PD?A3_)_M-_[Y7_"C_A(O"G_/IO_'RO^%>"">6G]U?\ MOD4>6G]U?^^11]:78/\ 6*7\A[W_,)'X4_Y_M-_[Y7_H_X2+PI_S_&F_M]\K_(5X)Y:?W5_[Y%'EI_=7_OD4?6EV#_6*7\A[W_PD?A3_)_M-_[Y7_"C_M_A(_"G_/IO_'RO^%>">6G]U?\ OD4>6G]U?^^12^LQ[!_K%+^0][_X2/PI_M_P_VF_]\K_A1_PD?A3_)_]-_[Y7_"O!-B?W5_[Y%&Q/[_]\BCZRNP?ZQ2_M_D/>_P#A(_"G_/\ Z;_WRO\ A1_PD?A3_G_TW_OE?*\$V)_=7_OD4>6G]U? M^^11]9CV#_6*7\A[W_PD?A3_)_]-_[Y7_"C_A(_"G_/IO_'RO^%>">6G] MU?\ OD4;$_NK_P!\BCZRNP?ZQ2_D/>_^$C*?_^F_\?*_X4?\ "1^%/^?[3?\ OE?*\$\M/[J_]\BCRT_NK_P!\BCZTNP?ZQ2_D/>_^$C*?_VF_\?*_X4?\ "1^%/^?[3?\ OE?*\$\M/[J_P#?(H\M/[J_]\BG]:78 M/I8I?R'O?_"1^%/^?[3?^^5_PH_X2+PI_P_VF_]\K_A7@GEI_=7_OD4>6G] MU?\ OD4?6EV#_6*7\A[W_P)'X4_Y_M-_P"^5_PH_P"$C*?_VF_P#?*_X5 MX)Y:?W5_[Y%'EI_=7_OD4?6EV#_6*7\A[W_PD?A3_G^TW_OE?*/^$C*?\ M/[IO_?*_X5X)Y:?W5_[Y%'EI_=7_+Y%'UI=@_UBE_(>]_\ "1^%/^?[3?\ MOE?*/\ A(_"G_/]IO\ WRO^%>">6G]U?^^11Y:?W5_[Y%'UI=@_UBE_(>]_M\)'X4_Y_M-_[Y7_"C_A(_"G_#_:;_WRO^%>">6G]U?^^11Y:?W5_P"^11]:M78/]8I?R'O?_D?A3_G^TW_+Y7_"C_(2+PG_S_P"F_P#?*_X5X)Y:?W5_M[Y%)L7^ZO_?(I?65V'_K%+^0]_X2/PG_P_^F_]\K_A2?\ "1^$_P#G_P!-MQ_NK_A7@GEI_=3_OD5(J)_<7_OD4GBDN@X\02;^$]W_X23PGVO\ 3?\ OE?\ M*/\ A)/"?_/_*;_-\K_A7AR(A_@7\JG5$/\"_D*RECDNAU0SER^R>U_P#" M1^$_^?\ TW_OE?\"C_A(O"?_/\ Z;_WRO\ A7C*QI_<3_OD5,J)_P \T_[Y M%9RS%+()UPS%RZ'L'_"1>%/^?[3?^^5_PJC-XJ\+PZJI\:FPD\R.3-RN (AC M[O [UYS9:>U[,T=O%$65"Y+ #_/75ZWT:1[.*Y+6L4=2Z!/;!Q(+9S%&M97$95BH_"I(-"N);CR%@BW^5YIX& .WXU#S22^PSJBV]ST#_(2/PI_S_:?_M -\C_"E_X23PKQ_IUA_WR/\"O.GLO)MHIY(HQ'(6"G:.U7$T:4QPL([;J=Q_P)%X5_Y_K#_OD?X4?\)%X6_P"?VP_[Y'^% M&!0@!9FVA1GIS42SJJO^77XG1'") M[R.L/B/PMT^W6^JC_"FMXF\)CDW^F^G.(\ "N$UO3O)L/-=8 ". ,FO+?$ M"+\V%4=^%%:T,X=27+*%OF>C1RB-6/,IGU);)8W,*3VT4#Q2#*NJ##"IOL5K MD'[-""/1!6/X)7_BB-'QC_CSC_D*WZ^@/!DN630FST.!Z"BEHH(/$?BO_P C MJO\ UZK_#KEM)O(M/U>WNYHVD2%MQ1>I^F:Z?XKNJ^-5WD#-JN,GWKB_.C_M +Z_G7'6B^:Z/@LT4UC'**.G'B'3XM+O+.VCO8Q=3M.S;E)?=U5N:?+XKL[B MSDLIK)XK9?+$!A?$B!,$9/KQ7*>102!OLA@CE;&]F/!=O?&:H:9J[Z5I5W#; BXN=J^8<$!1G.1Z\UDB9/[Z M_G1YR?\ /1?SI>]V,G5Q#>MSJ#XDM%\N[6SD&H1VWV8,&'E@=V]35B;QNLE MS_V9REQ<"2),@90+C:3W/I7(>NZ M78"^6TBO5%U@^:2I?/<;'_?3\Z7++L8>RGV8ZDI/-C_+Z_G1YL?]]/ MSHY9=@]E/LQU)2>;'_?7\Z/-C_OI^='++L'LI]F+2TWS8_[Z_G1YL?\ ?7\Z M.678/93[,=13?-C_+Z_G1YL?]]?S%'++L'LI]F.I*3S8_[Z_G1YL?\ ?3\Z M.678/93[,6BD\V/^^OYT>;'_'U_.CEEV#V4^S%I:;YL?]]/SH\V/^^OYTRGV8M+3?-C_OI^='FQ_WU_.CEEV#V4^S'44WS8_[Z?G1YL?\ ?7\Z.678 M/93[,=13?-C_+Z_G1YL?]]?SHY9=@]E/LQU%-\V/^^OYT>;'_?7\Z.678/9M3[,=2<>M)YL?]]/SH\V/^^GYTRGV8M+3?-C_OI^='FI_?3\Z.678/93 M[,=DXKI?^$ATY#!+%;77GPVC6HW,NT KC(YKF/-3_GHOYT>;'_SU7\ZI;'_?4_C3O,Z'BL2^GX'8#QKY5U&UK"\2?: M$:4'!WQJH4*/RJ!O$UI*UOI/-^'UG$M6:?W'1V>OV M5M96#RVDLEWIH;[. 1Y18DD,>^>:K:UKLNK00VR);PQ*BAA\V['+9ZXK%,T M8Y$BX^M DC'_"T7\Z3YR'6KN/+9_<=1+XEL9(S(MK.EQ+;I;2D.,(BG)V>Y MXJS'XLL8[EV$%TRGV8ZB MF^;'_?7\Z/-C_OK^='++L'LI]F.HIOFQ_P!]?SH\V/\ OK^='++L'LI]F+12 M>;'_'T_.CS8_P"^OYTRGV8ZDI/-C_OK^='FQ_WT_.CEEV#V4^S'44W MS8_[Z_G1YR?WT_.CE?8/93[,=13?.3^^OYT>:G]]?SHY9=@]E/LQ:6F^;'_? M3\Z/-C_OK^='++L'LI]F.HIOFQ_WU_.CS8_[Z_G1RR[!['*?9CJ.*;YL?]]?SMH\V/^^OYTRGV8[BGK4?FQ?WU'XTY9HO^>B?G4R@[;%0ISOLRRE3(*K) M-%_ST3\ZF2>+_GLGYBN24)=CT:,)+HRRM3+51;B'_GJG_?0J=+B#_GK'_P!] M"N2=.3Z'K4HR70VM'OK>S^TBZ21A-$8P8L97/UJ[=:M;SZ7:VD27"QP8'EL0 M5(!Z]>IKGEN(.TT?_?0J5;J#_GM'_P!]BL7[6"LD>M1E)(Z,:ZRW&H3VZ-') M=,HC88^1 1QCZ#%7E\2QK=/-':Y,LNZ1F(SM P /S-

G3=T;E[>VUU:VZ0QRQO#N'S$$$$YJY'K9^UQDJ?LR0^6$' M!!VX)!KG5N[<=;F'_OL5,EW;G_EXAQ_OBN.4\1>Z1Z5/D>YT%OJD=JBQVL3" M../:FXY))ZDT^;48+I)$ECDQOWH5('.._M6$MY;_P#'S"/^!BIDO+7'_'U# MU_YZ"L)5\5M;\#T*<*/B)O!4?=)XKRCQ!T;Z5Z/JJW;M =MS"3C MLXKS;7W5E?:Z-QV8&NK JK.K&4U8^APKIPHR2DCZ4\$_\B1I'_7I'_Z"*WJP M/! _XHG2/^O2/_T$5T%?H70^"J?&Q.:***"#$\0:+:ZCIEPYMK62Y1 M6N#NZ\5$Y-(QG3@W>Q6_L;2O^@98_P#?E/\ "C^QM+_Z!EE_WY3_J_N_VO M_'J-W^U_X_67,R/94^Q0_L;2O^@;9?\ ?E/*/[&TK_H&V7_'Y3_"KY;_:_ M\?HW_P"U_P"/T<[#V<.Q0_L;2O\ H&V7_?E/*/[%TO_*!ME_WY3_"K^[_: M_P#'Z7=_M?\ C]/G8>SAV,_^QM*_Z!ME_P!^4_PH_L;2O^@;9?\ ?E/*O[O M]K_Q^CSAV*']C:5_T#;+_ +\I_A1_8VE?] VR_P"_*?X5H;O] MK_Q^DW?[7_C]'.P]G#L4/[&TK_H&V7_?E/\ "C^QM*_Z!ME_WY3_J_O_VO M_'Z-W^U_X_3YV/V4.Q0_L;2O^@;9?]^4_P */[&TK_H&V7_?E/\ "M#SAV,_^QM*_P"@;9?]^4_PH_L;2O\ H&V7_?E/*T,C^__M ./TF[_:_P#'Z?.P]G#L4/[&TK_H&V7_'Y3_"F'1]+%T%_LVQQM/'DIQS]* MTB1C[W_CU0E_],&3R8SSGWI<[[![.'8K?V-I7_0-LO\ ORG^%']C:5_T#;+_M +\I_A5_=_M?^/TN[_:_\?I\[#V<.QG_-C:5_T#;+_ORG^%']C:5_T#;+_O MRG^%7]W^U_X_1N_VO_'Z7.P]G#L4/[&TK_H&V7_?E/\ "C^QM*_Z!ME_WY3_ M J_N_VO_'Z-W^U_X_1SOL'LX=BA_8VE?] VR_[\I_A1_8VE?] VR_[\I_A6 MAN_VO_'Z3=_M?^/T<[[![.'8H_V-I6/^0;9?]^4_PJ.71],6,LNG6(YZ^2G^ M%:1:_:_\?J&X8>2><\CJU/G8_9P[%4:-I7?3;+I_SQ3G]*7^QM*_Z!ME_P!^ M4_PJ^&''S=A_'2[O]K_Q^ESL7LX=C/\ [&TK_H&V7_?E/*/[&TK_H&V7_?E M/*T-W^U_P"/TF[_&O_ !^CG8>SAV*']C:5_P! VR_[\I_A1_8VE?\ 0-LO M^_*?X5H;O]K_,?I-W^U_P"/T^=A[.'8H?V-I7_0-LO^_*?X4?V-I7_0-LO^ M_*? X5?W?[7_C]+N_VO\ Q^ESL?LX=C/_+&TK_H&V7_?E/\ "C^QM*_Z!ME_MWY3_K0W?[7_C])O_VO_'Z?,Q^SCV*']CZ5_P! VR_[\I_A49T723<(?[_M M.AZ1)_A6GO\ ]K_QZH7DQ=1?-V;^+Z4N9B]E#L5O[%TK_H&V7_?E/*/[&TK M_H&V7_?E/*O[_\:_\ ']3?_M_^/4^9A[*'8H_V-I7_ $#;+_ORG^%']C:5 M_P! VQ_[\I_A5[?_+?_(]1N_V__']._=A[."Z%'^QM*_P"@;9?]^4_PH_L; M2O\ H&V7_?E/*O;_P#;_P#'J-_^W_X]1SL/9P[%'^QM*_Z!ME_WY3_"C^QM M*_Z!ME_WY3_"KV__&__!ZC?_M_^/4RAV*']C:5_T#;+_ +\I_A1_8VE$?\@VR_'% M/*O[O\:_\ 'Z0N,? >_\>HYF'LH=C.AT72O+_Y!EGU/6)/7Z4_^QM*_Z!ME M_P!^4_PJU;,#!][^(_Q^]2[A_>_\?HYP]E#L4/[&TK_H&V7_ 'Y3_"C^QM*_ MZ!ME_P!^4_PJ_NST;_Q^C=_M?^/4K?^/TSAV*']C:5_T#;+_ORG^%']C:5_T#;+ M_ORG^%:&X?WO_'Z-P_O?^/T_:#5.*Z&?_8VE?] VR_[\I_A1_8NE?] RS_[\ MI_A6AN_VO_'Z;N_VO_']_=]@Y(]BC_8VE?\ 0,LO^_*?X4?V-I7_ $#++_OR MG^%2:I]":7I-S?2AF2"-GP#UXKSP_%]R?ET=L$X4F0_K6E.G.K*)? LX[G? M_P!C:3_T#+/\(4_PKB?'L]IX?U31KJSTVS=U,@>+REVR+QU&.M5O^%M7?_0' M7Z>:?\:YSQ3XJG\53V;S60MA: [NCYZUV4,%5<^6:,YU8):'JN@R>'O$.FI>V M&GV1!X>,PKNC;N#Q6B=$TK:% M/7Z41Z)I/VB3_B6VA^L28_E5Z%E-NGS,>O5J$93-(- Y)XXW<=*X;HWMV*$^B MZ3Y8_P")=:CYATA3_"I7T32PK'^S;/H>%A3G].M6YI%55RY W#HU<5XDN]0? MQ:UI::M>6<$5DLNVW889F/4FL*]>%"#J5-D:TX2J2Y42>-=&TV/P/+LL+=/G M120BJV"W3(&:Y/4O"&A0Z;=O'IB!HXF9?F;@]N]:$MI+? ZC::9K&NWTMC/'(M\OF2CY-FTAOUJ"TNO"6IZ@=-?Q3JK>;^[\R0A4;VS[UYKHUL=R5L,[1.Z%6. M&O"HMSUCPXNWPUIJJ JBUCX'^Z*U*K65M'9V4-M"28X(PBY/.!TJT.E?1*]M M3SW0<2BEHJA6,_6Q;#1;O[<2+?RCYGTJC;X^SQ"/.SRUV?-VQQ^E7M;E@AT2 MZ>\3? (SYB^HJA 0;:(IPI12N#VQQVK&ILB9$Q/N0,?WN]?&'5, MIS_>8#G'6M*R\;Z9V#36DE[&;C;M:),;CN4D9^8<5RY^#T-OHM_I M^F:M%#'>Q6RR^;:,^]XGW,3\W ?NHQT%:NL_#N/7(O#T5QJ4-JFE&1;F*S@9 M4N8G*DQC+$J,HN>3FKM$NR+.E_$?2-6O6M[2SU K")YIG"JL*,NY2P)W?=(M/ [TVR^)F@ZEI-M?:;%?WGVF&:=(8T&I5B)#9!/&,''K5(?#N==0\1S)JMFJ M:TK)'*+1_.ME*! BG=C: HXQ^-.M?AA::9J?B" [TW4OLZ:IIQM+>(1$BT9EP MSKSSGDXXHL@LBW9_$S1;JUMKB2TU*UANH)KF%KB/;OCC&688/3. /3T%5[_X=KGQ)Y)/'FQ MN[=? XA'C'O5!_A#:07&K3:=K)MWN+F"XT]&@WI:F,'*D9^93NZ<46061UNF> M(X;_ $^\OI].U'3X+-/,D-XH7]UZ5Y);B.)O+AW A$+'TSU[UF:Q\)+751O7 M5?)F^VQ3AQ"3B%%V>1UZ$=_THM$-#HYO'&C0ZXNDM]J-R\T$ 4+P&E1G49]0 M$.?2].H?$S0=-\Q/)OKDI<308A4<^4%,CS+0D&- HPNS=_"&..:J7OP?LK^RCAN-9:22*WD"2M$01ZL);\!EYCBCZ[O<]JETKQW MIVMZTFEZ=8ZD\QBCEE0,\#N*Y.T^"MO#'8>?KS2RV]ZTTS& M@RV^WD" P6A(R [$CL1G&<=ZS%^)VA R32VVIP MP_9);NWDD@P+N% 2S1]^@)&<$TZ#P-=0OX@LH]<1=&UMII9(?LQ\Z.208/[S M=R!V&*AL? 4[J(_$>LQW\L6DR:79+!:^5' CIL9R-QRQ!]J+1#0O:Q\1] T6 MX$$RWEQ)LB?$ & 9?N(22 &(!./8TR_^).C:9J,5E?VFH03,D32Y56%OYK,$ M#X/? 8>F:Q/\ A5#)H.F6*ZU;W5S:WAN[N:\M6=+H[2J@@," H8XY[UHS?#:" MX\5)XA?48S?1W<,R#R3Y:P(FTPX)[G)!.<460:&[JGBBUTKQ);:']CO;V^GC M\XI:@$1Q[BNYB2.X/ YK&L?BGX*V@:Y$TR<3QAMIV!<\Y(!P35 MZ^\&VNH>+M0\07-RK7,UJL%@&5O]$*C[W!&[DYP:YNV^#UK8Z/.O6BR"R-6? XIZ#8Z???6J6NIV#6:Q2-;W0DB2 M$A73!Y''U'I6LGC31I?%ECX=ADGEO[ZV%TFP92-",@,>Q]JP;GX:R\Q>?;_$ M.MQW=]/(&N-EL4CV+&Z)&JY. "^[WQ4_A+X<0>%-5M-0_M0WMQ;VDD;R/$5: M1W8?-G)P JJH'MUYHM$-#4N?'&C6PNA(;CS+;4%TYH@,N\K $;1W7# D]JIV MWQ)T.YO$C\J_BM94F>VOI(\0W(B4L^T]>BD@D 'M3#\/;:7QMJNO7>I.T5_' MB&T1,?9Y6C"-*&[G '88K+3X8WD^BPZ?JOB..5- /L)+'3/*M"BPAU*&1QN.Y MMA([=:+1#0V8?B'I%W-!'8VFJ7>ZW%Q,-\N S LV6[\$46B%D9]I\ M3](NK)[C^S-8B)N#:01/$N^YG!VF- #R0>I. /6M.Q\9:7>^&M2UMENK6#2S M(+V&9<2PL@)9<=#TZ@UCCX?W%KI.@KI>M1QZGHUU-[U=I)[O4O+R7F8Y)V?W>V,]*+(-"35OB)H>BB,7JW M@>2T2Z1 O.UV"HI/0,2>!GUJ5_'%DFKV6E?V9J1U"[A$YM_D#0H6*C?EL?PD M\9XK'N?A_J=Y9W[7FNV-Q? ZC%':S&6P8P);H"%"+NR'R<[L]0*FT;X?2:-XL MMM7_+5AU"*WM8;51=P.TZB/=RKAAU+'J#QBBR"R-/Q#XXTOPW?S6D]O?WTM MM#]INA91[OLT/9WSC\AD^U2V7C'3M3\0MI&F6U[=ND:/+=1@>5$'7*@G.?R' M%9.M^!+S4M;UJYL=?2QL-=CCCU"+[,7E 50I"/GC*CTXJ_X:\%Z;X=UN^U:, MK/=W,^Z*3YE,,0&%CQT/'&<46060DWC_ $>"^U6&6*\%MI+&.ZO@ 8ED&/D& M#N).0!QU-5O^%F:- '9WLMY9:G:3VBPN;.>,++(LN?+9><8.T]3D8YQ5&3X76 M".W,< M;POJ0D2#<2,%F;.>]%D%D7U^)&BR65O+:6NI7=W<32PQZ?#&#,6B)#D\[0 0 M>A[_3VK+4C4GRW8GK_>HRWJ?SIG?O\ G_\ 6I<^Y_.@!V6]3^=&6]3^=-S[MG\Z,^Y_.@8[+>I_.C+>I_.FY]S^=&?<_G0 [+>I_.C+>I_.FY]S^=&? <_G0 M[+>I_.D^;U_6DS[G\Z,^Y_.@!?F]?UH^;U_6DS[G\Z,^Y_.@6HOS>OZT?-Z_ MK29]S^=&?<_G0&HOS>OZT?-Z_K29]S^=&?<_G0&HOS>OZT?-Z_K29]S^=&?<_G0&HOS>OZT?- Z_K29]S^=)^) M_P_A0&H[YO7]:/F]?UIOXG_#^%+^)_S^%(-1?F]?UH^;U_6DS[G\Z,^Y_.MGJ&HN3Z_K1R1]X]/[U)^?Y__%J,Y]?PHU CM\^5U/WC_%[U+SZG_OJH8/\ M5\;AR>"??Z5+GZ_G_P#6I#%^;IGK_M5S?BWQK:^$FL4EM9%N:\+E(XI " F, MXS]X\]!71$^_UR>OZ54FTK3[G58=2N+5);N" P1.QSL0DDX&.#SUJE;J!STG MQ)TD:CJ]G%:W4QTY4.I7&)F9@I1>>"K'!S@<&GZ#\0],U_5#I]O:W,,RR2JY ME8;41!D2'_9..*FC\ ^&(6A:+3-C1!1N69LR8?>"_')W,,Y/7Y% M&T\MBJ5O\5M'DOTM+RTN[1A;S2S2NP9(Y(V93%D$Y)*\8ZYK2_X0'01IZV:1 M721QR^;"5N2&A/.0AV\ [CD4\^ O"[-"3I*?N'62,>:V%91@'I^/U- %XAH8< M7Q=TV22T#Z3>H)X//D7S%,D(/3*YY&.21P*U;[X@Z;IUA)* Z8&CBF M2= TQ.&3=M'3I\[<>]1GP#H V;(KJ,171NH56Z.V%RU/W1:%KQ6S M2>!=1>2+RG>TRR;MV'1R,]Z\%3/R9_YZ$?I7OGB\[O!VJ#C MR ,GT^E>!H0 M0G/60FO6RRR9Q8GR+F!SQ1BC.2<$'Z&C/;O]:^CNFCSK::A@'MFKVB:[>>'] M1%[8ONS_*Z+.!,/4^XJCG@^@ZUT/A+P?/XINC)M7$+&XE" [L8&.3QQ]*BLH;?3M,B MAAVV]O$NT!FQM_.D&H6<VXP1DF9<=.@KXJI)*5SV(I[&!+X]TLNRPPZ MA(8Y=C/% Q P>? KS64T,WBS4+G7=)O8[&."/])-#>PG!R*Y7Q1]UYLN8[:21+&:^=]ZAE$C8QWZ]:\O"SGC]\ MJ- 6/NH[JD8T*;J0>IV6L^$=6U/17OHM6M;LPQ.%CMH\%\XX)'TZ5Y?8:-J=Y MJ,=E;VL[3[PN-A&T@UU?PHO[^/QE!:Q,[VTB,9(R257'1C7I.C^+-3/BP:;J M.AV#1/,8DU.PN1("< C*XR.N"?4&OHZ5.&$I^RAL>=-RKRYI,[;3(9+?2[6& MX;=+'$J.WJ0.:NCI3%YI]97N;!1110!GZU-Y&BW4OEB4+&IP.*T- 6^TC1[C[%C[1Y9"$KG!^G>L^ .+>,28SL&[KUQS^M9S(D2?G M^='X?K2<_P"]'^>]&@Q>??';D>VQ4G/&1[M]:/\]Z/\]Z- %&1CKQ[T@!&>_IS1_GO1_GO1H O..!CZ'BCGW_,TG^>]'^>] M&@"_-^'U-'/<4G^>]'^>]+0 Y]_SHYQSG\Z/\]Z/\]Z- %R?0Y^IHY[#'Y\4 MG^>]'^>]&@ <]^??-1%O]*SNQE.@^M2_Y[U'G%T.3]SW]:-)E_P]Z- %.2>GZT]'^>]&@"Y/OSU&31D^A_.D_P] MZ/\ />GH .GIZTG^>]'^>]&@"Y]03[9-07)_TC_/>C_/>C0!>>V0?J:3GMG'U-'^>]'^>]&@!SGG^= ![YZ=<\T?Y[T?Y[T] M #!X]J7G_P"OZTG^>]'^>]&@"Y/I^I])_P#CYCYQP>Y]JD_SWIC+FXC.">#S MDT>Z \'/O^)I?\]329.!SV]Z/\]Z/= 7_/4T?YZFD_SWH_SWI>Z O^>IH_SU M-)_GO1_GO1[H"_YZFC_/4TG^>]'^>]'N@+_GJ:/\]32?Y[T?Y[T>Z O^>IH_ MSU-)_GO1_GO1[H"_YZFC_/4TG^>]'^>]'N@+_GJ:/\]32?Y[T?Y[T>Z O^>I MH_SU-)_GO1_GO1[H"_YZFC_/4TG^>]'^>]'N@+_GJ:/\]32?Y[T?Y[T>Z N3 MZ?J:0MZ\?0FC_/>CKP_,3]JO=$16_P#]>AZGJ3ZU*/I^IJ*!2L6- NWD\$D]Z ME'^>M+W1B_YZFCG_ ":3_/>CG_.:/= 7GW_.C)]_SI.?\YH_SWH]T!Z <_\ Z\T<^GZFC_/>C_/>CW0#GT/YT'Z'\Z/\]Z3G_.:= MD(9<6\=W;26]PF^*52KJV>1BN9;X;^&CTL6!/I(W^-=3S_G-'X_H:N,W#X6* M44]SE!\-?#8_Y=9..01*U<5X_P##>G>';K3?[,C:)9=YDW.6KV$? G^!KG/$O MA)/%&H:::AR+6U+F8 D,^>@^E=-'%5(34FR)TXM6/.?"'A&;Q1="':;=#ID+? MO''60^@]C7M%K:065DEM:Q+%##$N%4$\#_/>G6MLEC9I;VL(C@C&(X\$ #W]: MX3Q,LEUXUG@DO+N.*.SC95AG:, D]>#7-F68-+VL]C;#8? G?)$U?'1#>"2#O M*M/&IW-SU/%DWK)91J8X6*GG@^O7K2FPL/[:MK?5[N[?3F@E>437 M+LN5VX/)R#R:K6>K^ =0U,V4J:@D4WR+++STFVM4AMHX]TDD(9I6 &,51\0?!VYU#43>:++'%!*"IO"WP_>SL M;NS2]DN8Y9;R[VB.(ALY&[@XKZBT(026YY:4I2UV-? P+9^$QI=Q<^%HBKKNB MG$P(FC.,E6!Z5PO@BSU%/B8DL-C"]@99L2JPW(N>=Q3:N[MU&\UZ75I].NKN0(DUY82[E;AP 0. 0.>/[UX(22I- ;+OEE\K]VO ./O9SR/SH<;.Q2NSI,?YVT;?;]*YNQ\=Z7?74= MJUM?6MW)-%"EM<0@,PD *28#="". %/?QSHBZAJ=FLDKR:;+%%-(J?(7D<(M.>S,,T6? 8+,Z''L/RHQ[?I7(R?$_PTMF]U#)<2QQRR1$QQ_W"JYY/ +. #5B M'Q_HP%;>!M&!Q]/_*])Z="=@V^WZ4;?;]*, M?YQ_]>EP/3_QW_Z]*_D FWV_2C;[? I2X'I_X[_\ 7HP/3_QW_P"O1?R 3;[? MI1M]OTI<#T_\=_\ KT$>W_CO_P!>B_D ;?;]*B(_TL?[A_A]ZDQ_G;_]>F8' MVL>NT_P^_P!:+^0#]OM^E&WV_2C'^G_CO_P!>DQ_G'_UZ+^0!M]OTHV^WZ4N!Z?\ CO\ M]>DQ_G'_->B_D ;?;]*-OM^E 'M_P". _P#UZ"/;_P =_P#KT7\@#;[?I1M] MOTHQ_G'_->EP/3_ ,=_^O1?R 3;[?I1M]OTHQ_G'_UZ7]/_'?_*]%_(!- MOM^E&WV_2EP/3_QW_P"O1@>G_CO_ ->B_D FWV_2C;[?I2X'I_X[_P#7HP/3 M_P =_P#KT7\@$V^WZ4;<]1G*,?YQ_\7I<>@SQZ'_&B_D!% H\KA<G_ ([_ /7HOY)M]OTHV^WZ4I'M_X[_P#7I,?Y MV_\ UZ+^0!M]OTHV^WZ4N!Z?^.__%Z3'^B_D ;?;]*-OM^E&/\ .W_Z]&/\X_\ KT7\@ KQ MT_2L^YMDD\0:=,;M8FB24+ 3@S9 R<>U:&/;]/\ Z]9E\+)-? TV>Y=Q<1I*+ M=%3A^!NR<]:4IJ*NT4HW-:21(8V9@<9S@#DGT%5X/4XKS33_">MWFJQV4 M.FSI)O ;?&0%]\UT? P@FO%\;Q0PEF@9")U)RH]#]:^A@BYR%)ZD"O5C&&&C M[.GL9>]5?-+<\H^(C6&@ZAX?FU^ZOEL5MC;&2QNQ$\;@9\S!(W# ZBMGQ+#: MZS\)5M].OK35(KQ(TMKC5,LEQEAMW$#.X]CCKBJ/Q021-:TF60K#9QQN#<): MK<.C\X!1F7Y?IGFM'5- M_P##RSBGTEM;L)D4W(L4^SNBCG?"V(Q]W(^M8&I M2^$D4MKH&IV=U=-6Y@R3C:Q&!G^X>U 'NB4^FK3J "BB MB@#.UU86T. [%TYCB,9W,HSBJ-OS:P$98>6,''48J_K4MO#HMU)>+NA6,EE]: MH6^&M(&1,(4&T8Z#*%9U%L1(>1W(..^!S6; ^H:(TJV]F;VUFD+QA'"M&3R0 M0>H)YK3V=/E/Y4% >]YSU^7K4QDXD6*5C;W37TVHWR*MQ(H585SB-1T&?6L" M[^&F@W^K7^HWCWD\UX69LD+Y;-MR00,G[B\'(XKK- F2/E[]UY/H,U3&I66Y0 M9XAN9D!8 #VZV\[K.Q9R'#[^>CDCJ*ZI9X'D94N8'*X+ M[7!VCJ"?2H9M0LH+BW@FNH$DNF*0KO4[V SM_2G>70+LYY? AGX:$=ZGD3M#> MRQO+$6&S" @(!V4YR?<"FM\,/#\AB+&_>6W"I!+YI#6ZJ6(10.,?.>H]*Z;[M7:;L&[M2=_EG,R<-_=Z]?:G/+!$I::2WCV\,7= <*??/3K3O/J%V5-%T#3O#] MF;;2H!&K$M)*4^>5B226/1M8'C'7_J_7]DQ7;=VO MS LH\],D#J>O(^E9OF8BS^'Z&EY]/T- 5S>6OD),+FV,:9IHF2WQYWELK%/8XZ'ZT:N W]W.>OM33?684LUY:A0^PL9DP#Z'GK[4 MHCJ%DFS?>V8WC*@SI\P]1SR*))H(K@22SPQIM(!=U /.,9]O7VI68K%KGT_0T?A^AJ,S0K$9'FB1 -QW,!M'7GT_&E62)E!26%]V" MNV13NSZ4686).?3]#1SZ?H:K"^LRN5O+4 ,4/[].&'49SU'I3_M-L4C<7-OL ME(6-O,4!SZ]#^%%F%B;'M^AJ*?B(]N1VJ)]0L4F2(WEKYDDAB6,2J6+@$E< M9Z\5)/Q"?J/X:=F@)1_3TH_#]#1MY^[[?=HV_P"S_P".U(7#\/T-'X?H:- O^ MS_X[1M_V?_':!7#\/T-'X?H:-O\ L_\ CM&W_9_\=H"X?A^AH_#]#1M_V?\ MQVC;_L_^.T!#'ZT M_;_L_P#CM1.O^DQ#;U![4PN2X]OTH_#]#0!_L_\

CM&W_9_\=I!E&W_9_ M\=HQZ#\,4PN1PKB/ICD]CZU)T_\ U&HK=?W/W,?,>WO4NW_9_P#':07#\/T- M'X?H:-O^S_X[1M_V?_': N'X?H:/P_0T;?\ 9_\ ':-O^S_X[0%P_#]#1^'Z M&C;_ +/_ ([1M_V?_': N'X?H:/P_0T;?]G_ ,=HV_[/_CM !^'Z&C\/T-&W M_9_\=HV_[/\ X[19@'X?H:,9]OP-&WVX_P!VF2R)"@=QQV&WDGTJ6W%7D-+6 MPDLBQ)N8X[
;3D^PJ@]RJ:Y907<9^TW2NUOQ\L048Q7$MR@9&0HV$.>!DX&3ZUW4TXHFR98\#0>%WTIKKPC!& M(BY1W*D.#@'!ST."/SJY;^-] N=8?2EU*)+U)#%Y$ORLS#^[ZUB?"B VWA2> M%OL<^HZ?A7$VDCI\:%74=2OK2%K\FU2WMY##,V?N2%Q\
MOU'%4]=QFK\:"\TNF6\,Z(VQY)8HK8O.8P>2)1S&OO74V^J_V'\,;&]TZ6T(MBA0(]Y>EXR"0.9L\GMGUK*^*-_?:1=V%]HDMU'J.SRE\FU$ZM&S8;<,%N!DC M'I1K42V7P6B@MY'2UDB2.XGBM22D3,-[^4PR.,\8H U_"-W>:GX@U6?5?#]K MIDXCB"W$+!_M2-D[MXX<#'ZUMVWA'0;*Y%Q9Z5;02BFOJFQ)$<1ZA'L&P@A71!PH;:3CV]Z](H 0#%+110 4444 4-:N M4M-&N9Y8O.1(R3'C.ZLVWP;>)E 9 P'3(Z=:T]8DEAT>YDMX_,<(2%QG/X M5GP"76,@R,D*M(@,!)#.HYY)('/;%=1TYQ^E84_@[2IYE=O,RL; MH< #)+;M^?7M[U<6D-%)++P]INAZA VJ KJ3E#<*P:4DGZ\X.>:BE\,>&I'M MXQ@(JR MGA>#^RK#3'G9[6VB?S)&7][+(RD;L]NN?TK2Z92L4['PQH)CMX(KI;A@6>-@ MP+-M8,6Z]1C&?>DNM)TO4=4N-3FUB&-IIP(-DJLD>%PPP2/F/?Z#K6E:^&K3 M3X[M[1W:YN;=H3.ZC@L,9P,8'KC'051C\":>$B\ZZN6=5 E943$I],<=_>BMZ'=#M+T'2EENK>RU&60RV[1+!YBEX%/!8<]?>H&\/Z-<7,,T^K+*K1[0@956 M0*,$]>!C/':M2V\+:79K*(OM!,L+Q,V0&(8OM@?6FVNGZ'#:ZA:/MJ[;@ E] MP()//7!ZU27P3IK(5N7EG^79E@;;<@CC/7CK[UT0'&,=^>*7'L*CV@KG/_\ M"%Z02Q=96)+D%L':&&,#GMU%,/A"P>=Q=7%U.'5S&K8VQ]<<\\G-='M'I41 M_P"/M>XV'M[T>T?8+F&/"%]EM-##=3H)40%B S!E.IYYYYQVKI@!Z"E*@CH*.?R"[,?4]!&KQVBW]Y*'@SYAB4;9,\D M9XZXSZ51F\$Z<^SRI[B$. 00P[]^I[FNFP,#@48'H#1S^0KLY^_P#"L5_J M=U>RW+)Y@C6V2,Y$(7J2.Y/]*ET_PU;:??O/#=7)1D=!$Q&$+@;F!SUXK;VC ML!1M'H*.?R'=G+IX&T];.6"2>>221/+$O"[!T&.?3K6A<^&=.NK2UMI598K6 M,HBH !G/WNO6M?]!1M'I2Y_(+LP]-\,6NGWT%V)YII(<@%P,%<$ =?<\UKS M\P$'&,C@+_\ 7J7'T_*HYR!">=O([4-W$29R3T]1\H_QH_ ?D/\ &@8S^'I2 MX_SBI%83\!^0_P:/P'Y#_&EQ_G%&/\ .* L)^ _(?XT?@/R'^-+C_.*,?YQ M0%A/P'Y#_&C\!^0_QI,>]2@?YQ M0%A/P'Y#_&C\!^0_QI J@9/ZU ?[1A\1:WG60W+!.(\;,'WK0M[4QOYLQ!E(XX^ M[[5!<1:BWB'39;60)8HLGVF//4D#;BO0C!1$D:X& /I7,>/TOF\)W:Z?#:7+ M&-ED@NSM\U-IR%.#\WIQVKJ%^[G/;CVK@?BTMHGA2&XU.)YK:VG\QH8K@Q,W MR,!M(!)89SCCI3*&?!X)_P (?.4MY8G:[8LTA)WD(@RN0"0.G3J#7*!+)OC, ML-C>+HETMVGVJRN)>+D_>_=8R&+*PR"5(KKOA)+:R^%;C^SGNC;QWK!(KH@M M#E$)7<.HYS]36'::%>:7XNBUV]T[3)DN]6:$V_EEIK?+;4F$A<@D@ D8'M0 M[XP_V7%=:?<:OIO]HB1?*"1S,DB#?G(&-NWL6)'&:M7/V>Y^!]G*)KT6BQI(MQ61$E\L-TW,0O'UK>\7>$M1\0W\$]CJBV,9@:VNE, D8Q-R?+SP&/3)!Z]*T MM,\/#_A%+72-?$-^8459"8\+)M/!P,"@#E_A%]$=_;WYMM9O-3MQY9C%\F)8M\EN_=< ?0^M>DUDZ-X>TW06G.DV<=K]I?=*]$G)'3&>@]O>M:@ HHHH *** M* *.KI<2Z37.T9"/C[IK.@!6WA#\N(P&/')QR:T-9@>YT:ZABF\AI(\M++_=/K6? A2"-&;<50 MQR0.M95-B)$A'T_2C'T_(4M2Y/\ G%19_P!*&"Q.SIQZT:@2X^GY"C!]O^^11D_YQ1G_ #Q2N(,' MT'_?(HP?0?\ ?(HS[?RHS[?RHN 8/H/^^11@^@_[Y%&?;^5&?;^5%P#!]!_W MR*,'T'_?(HS[?RI,G_.*+@+@_P"5%170_P!&;ZC^$5+^/\JCG.(>6(&X<9PW<>U2YM/^<5&XS,F0.AZXH EQTX_, TN#_L_P#?(I,\GIU[8HS[?RHNP%P?]G_OD4F# MZ#_OD49]OY49]OY478!@^@_[Y%&#Z#_OD49]OY49]OY47 ,'T'_?(I<'T'_? M(I,^W\J,^W\J+L!<'_9_[Y%&#_L_]\BDS[?RHS[?RHNP%P?]G_OD48/^S_WR M*3/M_*C/M_*B[7!_P!G_OD4F#Z#_OD49]OY49]OY478!@^@_P"^12X/^S_W MR*3/M_*C/M_*B[7!_V?^^11@^@_[Y%)GV_E1GV_E1=@&#Z#_OD48/H/^^11MGV_E1GV_E1< P?0?]\BC!]!_WR*,^W\J,^W\J+@+@_[/_?(I-N>P_2C/M_*D MY[8)_"@".W'[KH#\Q[CUJ4#V'Y U%",1\;1R?3UJ0'\?IBB[=@_[/\ WR*,M'_9_[Y%)GV_E1GV_E1=@+@_[/_?(HP?0?]\BDS[?RHS[?RHNQA@^@_[Y%&#_ M +/_'R*,^W\J0_Y%/4!C&*B0(?KFLR\LFF\2:9=+>>6D"RJT!/,V0.?PK4Y[=:R;RVLY/%.DS MSW)6ZB646\/_ #T! W'*H9NCISWZ5RGCS5_[#TRTNI-+CU*#[4%EA\H.W*G M:4!'7=M&>P)KJUYSZ5Q/Q5N;"U\#W+:M8Q7MJQ*E))%1E)!PR;B,L#T'>I* M+_@BX,^C21R:#%H?>N1E'@G6/&D4>CSWR:O::DLD MZP>:T1E4Y(=<[1]<5H?!AH#X(D^RRNY%XV^-@H6+Y$^5OO &,'CN37(6<^GG MXR1W7]M7US/)?&)4F$MN8_F*[00 DJ@@CDGIB@#W4?@12CZ51N]1M=/6+[6XMC$K!$[\U<5@P#*0P/((Z&@!_%% HH **** "BBB@#/UR*.;1+N*:8P(T9!D'
M:L^W"K;0J&+810#GJ,=:OZZT'Z'=FZWF$1'=L'/X5GVI!M8=IX\M2N3SC'': MLJCT1$B7*X.2??G&!3PC'J&_ ?UI%^\.<@G&,C_"O+K6VDU!KR:;4;\M]KG7 M$=QM4 ,0,#%>?B\73PL.>>QKA\/*M+EB>HD$9)##U&>E)GW-<5X/$D/B?4;8MWES/#]EC<">3=M.>34.L_%*#1?$K,< >QK;# MU(UZ:G%Z,FI2=.7*SO/^!&DR!U8XKSW3OBJ_B"XL=6TV"TMK.W>:[D60[H@MJ!O^!==N/4&JQ^+L\VA65U9Z/#-?W5S/&;17+86,,0!Q]YL8_&NGV;[D6/2^ M/4YHR/[W7BN*\0?$-]#\76>B1Z:DAD@6:Y#R$M(M8N].MENKRX*6=H)"#Y:MAG8\]BI[=:7LWW'8]$_$_G2\>OZUR1\?144$Y MJ#P7XYN?%]KJ_\ 9T%L-/7*.&.TM\WRL#[*#G_:%'LWW%8['(/>C(]37F44;CT+%3@FKW_"U+:75-7MK.TAECLI8HK9 MVEP9V:58V/3@ M^.*/9ON%CONO>@_7]:\VM_B_\ ://C?1TBN8GR8VE/,9D1 M(W"\6YC_P !I8_B^OFSQ3Z+LFA=R$$GWX\JJ/G'0OO&?]FCV?F%CTC@C(SC MZU$LKPQKD^O6-W+=?9%EMKDV[I:L6"./O*<]2#QFM8C_2E/S? M=([>M2U835B3_/6C/O\ K1QZ_K]:CCU_7_ZU(09]_UHS[_K1QZ_K\ 6HX] M?U_^M0 9]_UHS[_K1QZ_K\ 6HX]?U_^M09]_UH_P]:./7]?\ ZU''K^O_ M -:@ S[_*U'OZ_P#UJ $_']:B?'VB//HW?Z5-QZC_P#ZU1.N;B,C'0]_ M_K4 2_B?SHS[_K0?0G]?_K4<>OZ__6H ,^_ZT9]_UHX]?U_^M1QZ_K_]:@ S M[_K1GW_6CCU_7_ZU''K^O_UJ #/O^M&??]:./7]?_K4<>OZ__6H ,^_ZT9]_ MUHX]?U_^M1QZ_K_]:@ S[_K1GW_6CCU_7_ZU''K^O_UJ #/O^M&??]:./7]? M_K4<>OZ__6H ,^_ZT9]_UHX]?U_^M1QZ_K_]:@ S[_K1GW_6CCU_7_ZU''K^ MO_UJ #/O^M&??]:./7]?_K4<>OZ__6H ,^_ZT9]_UHX]?U_^M1QZ_K_]:@ S M[_K1[@]NYHX]?U_^M1]"/O/_-:@". _NNP^8]#[U(\\U%;C$6"1]X]&]_IM4W'K^O\ ]:@!,_YS1GW_%HX]1^?_P!:CCU_7_ZU !GW_6C/O^M''K^O_P!: MCCU_7_ZU%P#/O^M(2.[8^IH) ZL![Y_^M3)I1$GS#<3PB\D_E2E)16I27,) M+,D*Y/WNBJ3G)IL,1+^=-@R]@3D)[40PL&\V9@9L=S]P?E4Q;'"C+NEH(S;=[@,S/]U.['U]A5JVMO(^>0YG;[S?W?84MO;"%27.Z5MOO-Z#T%6.V*[X1Y2!,^E HQ2U8PZ\8S]#63>OIO_ E.D"Z5C?%)OLS#[H MWYK6]?I63=W<$7BC2;>2R\V6=)3'/C_4X R/QH W3]TCSS7%_$VRO;[PU'' MI,1;4([J-[>7STB\H@\ME^#QD8]Z[5<@>ME24'P\34(O#1BU9=+6X6X;(TU@4(X/S8X#YZ\FN)TBZU*YM^)5S96NF0ZEHR:E\KW4T236F#N9DPQ9AO+$+@?6N\\#:5I>D^'%M="O5O=., MC/;LN,HIQ\I(Y)]SS7G4RV^K?%&QUX:;_9UBNHBS>:&4&2:9'(4LF 4!/?G(MQ0!Z;K]BUV8 $651NP@(WECTX) (]>:U-,CDAT^WCE18V5 "B=!["L3Q8F4M M_,@SNC,FS>/3.,C\#6WIFW^S;., ML(P,[OPJA;R;[>)B"-R!B"2,$CI6=3H1(D!Y^]^HKB%\(ZY;2SK:7^GB"2>2 M51+$Q9=S$XR#[UW&[_.329]V_,UQU]$<1'DFM"Z56=-W1S?AWP_?Z7]UJ&I M7EK5)I9'0$R.GW&;W7)QI:TB?] M[\Z/^^OS-:0C&G%1@K(F4G)W9FS^']&N3NN--MI&$C2[BHY=CEB?7)/>I;?2 M--M+]KVTLK>"Y?=NF1 &.[K[9/8@R-(H)<@$ G\&8?C5>/PQH4,2Q1:7;&-4,861=X5#R5&,X &?:K46EZ?M!';)!9PHEHYDMU '[EB,$J>O.35OW$,^G6[QB)(0I48")]U?8#VI/^$;T,F(G2K3]TH6/$2KM M(("'4<=^:T\CW_,TN1SUX]S2YV%S,;P[HK,&;3+8LL:Q*VP9"*#[.?E /E[BVW/IDD_B:U"P']/8M29^OYFES,.8]Z?IUCI5F+3 M3;:.WMU8N(T/<]R>I-2,1]J4?[)/7WJ;\\ OJHLYNU89(V'HU%Q7)=WO_X] M1N]__']J,X'.1]6-&1QUY_P!JBX!N]_\ QZC=[_\ CU&1QUYZ?,:,CW_[Z-%Q MAN]__']-WO\^/4=>FX_B:,CC.>1G[QH$&[W_P#']-WO_P"/4?G^9HR/]K\S M0 ;O?_QZHKAOW#?,WX-4N?\ >_,U%_YFDS_O?F: #=[_ /CU&[W_ /']_ [WYFC/^]^9H -WO_X]1N]__']_ P"] M^9HS_O?F: #=[_\ CU&[W_\ ']_ [WYFC/\ O?F: #=[_P#CU&[W_P#']_ [MWYFC/^]^9H _ ,P"U_P"/5&Y_?I]T\'DGFI, 7\S44C?Z0GT/HW>_\ X]1G_>_,T9_WOS- !N]__']- MWO\ ^/49_P![\S1G_>_,T &[W_\ ']-WO_X]1G_>_,T9_P![\S0 ;O?_ ,>H MW>__ (]1G_>_,T9_WOS-!N]_P#QZC=[_P#CU&?][\S1G_>_,T &[W_\>HW> M_P#X]1G_ 'OS-&?][\S0 ;O?_P >HW>__CU&?][\S1G_ 'OS- !N]_\ QZC= M[_\ CU&?][\S1G_>_,T &[W_/']-WO_ ./49_WOS-&?][\S0 ;O?_QZC=[_M /CU&?\ >_,T9_WOS- !N]__ !ZC/OGZM1G_ 'OS-!/U/']*W.8?^!'H3ZU+G_>_,T &[W_\ ']-WO_X]1G_>_,T9'O\ F: # M/^U_X]1N_P!KI_M49_SDU'/<>0./F9N$7)^:IE)05V4E<)[A8$!8Y8_<7/4^ MM1PQ$2>;,0TQZY((7Z4L$91C-,29#QSD[?:I/<^U1"#J/F9 M;:2T R?,$'SR$_*G][Z^U6[>W\K+LVZ5OO.?_01[4MO;B 98EG/WVS^@J;O7 M;""2)W%]!C@44458!1110=>/6LVYNKN+Q)ID$%LLMO.LOGSETVUFTW[+&UQ M:A#;H0268 CN !]:ZH?=XXXXKF?&>B-XALK33I-0-G:S72_:427RWN$VM^[! M]V.I:??W,%G86MU]K:*Z;3VS!<.H!\Q".N0PR>M#VX')K=L88[>UCB@):-% #$YR/K0!;'2B@=** "BBB@ HHHH H:L;@:1< M_903,$.T#J:SH ?L\99N=@SR>N/I6EK$$ESI%S##)Y3O&0'!QC\:SH%V6\:D MY*H%/)Y('6LZFR(D/ /][]3_ (4N/5OU/^%'X_J:./7]365B04$L K?,>G)_ MPK*N_$NE64FGNB%)90]@DC'7/'^<5]JQ@\@@\DURMY9^$_-F%]>&3[=/Y\H M,H*Q@ CL/E4'XU<4BDC=_MC3PMOOOHH_M$/VA [%,I_>Z?I3SJE@,_Z?$V"M58I(/EQSEO2L 3>%-8N%V:I'.NGQ1P2Q$@!@HW*22O3#![D^M7RH+'8KJEB63_3H KE=C^9\C9[#OFI!>6;), MRWMN4@_UK"7[GU/2N?30O"[1O,MUOB"K\WFKMCWQ.6/)!HY4.QVG]L:=N9#?1+MVG>SX4AN0,^M0+ MXCTAKH6RWZD[69L-A4"G!R3UYX%<_9:;X4U2TGN;749EBLIG%X)&48)#;E* M\ XR,>M+'IWAXI+OUN%H@4,#1%-T:-V;*D')/IWI70G$UX?L M5C/)$UQ,5"R22 $L,#'? P.*K#2_"%NUP]SJJ2:0-ZR2(1$&&!T7KSP3GFGRMH+'12ZYIEMJ*6,EZ#.XY"-E4_P!X]JL&^L_)CE-[;^7*Q5&\WY68=LUS=KX6 M\/7QN?LE_-=;1Y;[)5S$,9)V\GCJI//A\R*1IU021!E\R0*>?: MN3M;'PGZ['IMEJCW=NKI#%M"2 <;E)7.>.1^-6-0L?"FNZI"TM^#+!((5 MC@N#@R%L[3D=QQ],TN4+(Z(ZC8HLA-_;J(FVN1+G'M[U';ZS87-U#;PW&9KAM'D5%/(5>[>E8UKH7AN'49H4NO-N;-'9X6D4BW3:5.1MYQNZG)J.UMO"ME-+, MNL*?M%JRA3*!LC. S!@,]0.M"B.R-Y]6T](][WT)4QE]L;Y8A>N!3K'4[34H MQ)93@GDE"<,H!Y)&*Y=M.\+$VDDVKO.LB*@V% , ;0YPH(QC'X=*TM)BT&UU M(RZ=JV^9;4%TWKCR1R6<;<\XS1RH+%N3Q/I<.LSZ9<3R07%N%,C2KMB&X_+\ MWJ<5,VO:9&R@ZC"Q:0HS+("$..=WH*R-0M_"MU/<76I:E&ZR3K/*KS@H"B,@M7IV\S/UQ6*OA;P1:I,D^M,P5O,FW3*"%8 KG"\CBE85CO(X;NWBGM9TFAD' MRR1OD']*D_X%G\3_ (5BZ=?^'M%TQ;*TU*W2"U0S8\P857)?/3H2?PK6AGBN M;=)K:59H9%#1RH3A@?2H::$]"7'O^I_PJ*Y7-NW+?AG_ J3..A./J:BN"!; ML26Q[$T")B#G[Q_/_P"M1CW/YG_"CN>V>G)H_']30 8]S^9_PI,?[1_,_P"% M+^/ZFC\?U-*WF F/]H_F?*,>Y_,_P"%+^/ZFC\?U-%O, Q[G\S_(48]S^9 M_P */Q_4T?C^IIV\P#'N?S/^%&/<_F?*/Q_4T?C^IHMY@&/?]3_(5$X/GI M\PZ'J3_A4OX_J:C8_P"D1XQG!ZFBWF!)CD\GKZG_I,?[1_,_X4OU/ZFC\? MU-*WF F/]H_F?*,>Y_,_P"%+^/ZFC\?U-%O, Q[G\S_(48]S^9_P */Q_4 MT?C^IIV\P#'N?S/^%)CW/YG_I?Q_4T?C^IHMY@)C_:/YG_ HQ_M'\S_A2 M_C^IH_']32MY@)CW/YG_I<>Y_,_P"%'X_J:/Q_4T[>8!CW/YG_HQ[G\S M_A1^/ZFC\?U-%O,!,>Y_,_X48_VC^9_PI?Q_4T?C^II6\P$Q_M'\S_A1CW/Y MG_"E_']31^/ZFBWF 8]S^9_PHQ[G\S_A1^/ZFC\?U-.WF8]S^9_PHQ[G\S_ M (4?C^IH_']31;S 3'N?S/\ A0>3PQ_,_P"%+^/ZFCIT/ZFBWF!% #Y7)!Y/ M()?I4N/?'XG_"HX#^ZXQU/?WJ3ZG]31;S3'^U^I_PI>>S#/U/^%'T/ZFH9 M;E8E)+,3PHSD_\ UJB345N-1NQ9IUB4=69ON(">?TIL,+*[2RL&F/J3@?I1M#"RL9)B&F8\\\+]/:IB6++'&F]ST'/'UYJ(Q% M91% /^6H(&3^% &Z/N^G%<1\3=*N]0\+&;348W-E(9E\N#@9[T 2CI1110 4444 %%%% &?K4*W.BW,$LIA22,@N.-OO5&WPMO M&H8MM15#<\X'6KNNI!)H=VEVS+"T1#%3R!]:HVX MH0#E1&H4\],<5G/9$2) M<_7\VHS_)RU)C/^31C_#@UBVKDBJ[+(I3[V>.M>;7-CX(LY-5GO8M0C^Q7 M>;F1T8JTLA4B-1_$/E!Q[FO257+ 8SGV-<;=V/A#6;XV=_\NK>8ZO)/,JQ>0[7M'(2/A1CN./K4_P#9_AWP]JSZM;:IY$WSS7D<<@=KP9W$-[@]NN*T*95MM!\) M67AG4?#NI:Q;L/-%QJ+F78Z'>" ?[J]L>A-0V_AWP#9VS):ZQ%!]F=G6YW- M&"203ST.>*GB\%>';R/[7?ZFU[/?7#744YDVJO(8@#TX&:H#P7X;*)O\1A'D MG:Y9@VS$8R-JCM]>]%@-&?2/ ZZ5J%@^K6T<5Y&DLQ%P-P4'*MUY!)).?6EO M_#?A"UEN&O\ 5A:^7Y+S)YHB"*I!CX&-I) P>M%AX9\%Z?,DUO<0LDLB7:JTMNX$I[^A(R0:;JNA:#KVL&_DUIK9YY@\S"3:'5%X"GL.!R<&BPB!/#O@"SB$# MZM;%(F^7?,N?G8$#/\7W>">>M6T\$>&=2C$=KJ$\S0J,-#+RB;G(!]CEAGVI MS^#/"L=K8 2-;P>2N4'/3\Z7P]I^B>'F>6'Q!#(MX9WDC5 M@ Y/<>@4# 'J2>]%@,.ZA*ZUX>&C:/K0TF+3[P_O[D'YB3A@I/!Z?

A3FT+P M##97<)U![=8YY6"K(/-8)E75.[(><"K-MX2\$) LT>IL%,?FR%K@AI(G'W&' MH>_>I9_#G@RQ>XN9-0D*QJ\4L$=R6^=E*YP/XP#QVS0ADVC:IX5TN2XLM-U< MQ6J>9#-$R?()" 6D9CUP!@9XRU4AX;^\2G?KZ[(4$;JUY\@+$LIP3P?F..W M)J_!X5\'Z/+-$9A%*883)%+<=%C<,"<]R<$]S@57E\#^&[[4UD@UETVN7EA\ M_EE.655/9TLH8*JC'.!GD=\#]*UO5 MD.NV\>H7JO%/#-<*6A#8+ *?ISFJ0\,>!],1Y)=15U95!22;>7V?-QGD<$<# MCI5R[\/>#Y9KDWMTJNSEI_..E5M.\.>%&MDEM]2N LL0M:PRO+\D_(:08Y'TX] MJAF\(^#[R667H"ES%+!'!_,S10:9?KH7-G,TJSRJ1E57G**3PO7.??VK5TZ MT*&[DUO3+M[9I<1O\^WR_+]1U /0^M:EQH&DZPTFH(29+I2?M,$AY!P ?0 M;?P.:6P;&/;>"_"*7D=K!4G9>.M16/AZPTZXCGM_,,H)8R2,2Q8CJ3Z]_K6H !T 'TS6;DB6Q M23GDD^Y)J&Z)^S-MSGCH34N!V&/H#4W7HI!S]*0ZYI(6G5[,?:;=KF',I_>Q+R77GD =37!K M\(WB$$,6N/'"]L(+UMKNSL7WOL!& &).1Z&B;X3SW&GV,-QK*^?IL<=O;RI$ MPVQ!@9%(Q_$ 1^-:*,"K([F+Q#HL]Y+:0ZS9/<11F21-RJ@ DGG@8(/Y4EM MXCT2]MS/:ZQ9RPK&TC,)3C8.K=>E<)<_"]\U#3Y(+K5[5!#,\]IY4#X:1BG^ ML..1MC QS^E;&I>#M7U:Z6>74;"W%WIZV%VL$#?(@9C^Y^7OD YQTHY8!9&V MOBKP_#;S&76[(>4^)"LA(R>@X/7V%7+/5[#4;R:WL-0M[R:W&Z5(')V^QPI]:6W@6WCVJ.3RQJ7&*[XP42!!P,4M+15#"BBB@ HHHH M **** #.,'WXK)O1IG_"5:/]J9A?A9OLH'0C WYK6^GI63>7=G%XGTF":V:2 MYF28P2_\\P -V?K0!NC]<Q4A6#L"F!DC [#D?6NIVJ.< "N;M#YWBAYD$BHH9"53Y#[$T ,\3PK<7 M5G%@J6R!+@87_ UT%G!]EM(H=YD**!N)R3]:P?%&3]FQ%YB@_.0X'>MV MRB:&UCB=MY4ZGCA\]HXR1%C.X^E9]N2]K$2N"R*Q&.A(Z5G/9$M2'X]OTHQ[?I2E?8_D?\ &C&/_P!1_P :S)!20P*C)R.,=:Y2:+PK'=7%K<7< MC,FTL['@$LWR*<<\EN?:NK&0, M%KJUAM[BZECM['>D>"?FW*<-P1D^O4T\^%-+> M0,R3'C#DM_K!@##>N,4^9"N9R:/X7GCFOTN)9:,"0K,J/\H<]1C:"?PH-OX3 MGN))DOMI"^=(J,2"2>'QMY((11^5:TGA[3VTY[-4DCC=EFZ6GG7,4$EI)%#O< R1$@G/IR!T MJNT7A."2&T>1C(L1PZ#[@3IDXY/S'@5IW/A:RNE2.5I5@BA6&"./(,2_Q?,> M3GBJMWX)L)89!8O-:S,1LD^\(AC!VCU/K1S(>A!:Q>$;>Z %X)997CD42<[F M"@+DXQ@X!(XJ./3?""^2L>H,-MP4&UL[VW9V-\O(SWK6C*Z1%;K#]G>0*H7 M>Y^8\8)./6E@\+Z5;6\<4E:6#]/P/^-,9/\ 202A^X3D_6ESL5S(@\)Z3#=F<)$-&CAA@5;@00AML6\8^8@L,XZ$C)%;V#CGG\#_C2 M;21SD?@?\:.=AN[.<=U2X M]OT/^-1/_P ?47..#QM/^-&HM23CTH_#]*7!/;_QT_XT;3Z?H?\&@!/P_2C M\/TI=I]/T/\ C1M/I^A_QHU&)^'Z4?A^E+M/I^A_QHVGT_0_XT:@)^'Z4?A^ ME+M/I^A_QHVGT_0_XT:@)^'Z4?A^E+M/I^A_QHVGT_0_XT:@)^'Z4?A^E+M/ MI^A_QHVGT_0_XT:@)^'Z4?A^E+M/I^A_QHVGT_0_XT:@)^'Z4?A^E+M/I^A_MQHVGT_0_XT:@)^'Z4?A^E+M/I^A_QHVGT_0_XT)^_*E'7D?D*-I]/T/^-& M"/\ ]1_QHU$)@8P5!&,=#S1CIQT!2XS_P#J/^-&T^GZ'_&C4+C<#L.?7%8N MO>(3HUU:00Z?)>2W6XA48+M"@?:L,14J4Z;<5=F]&*E)@/ MM7500F,F23#2,3N;' SV'M7G4=Q+J&J:2EO87P$=_&[,]N550&&23FO2L,\@MABY?')YPGO\ 6N; ^VQ$+UU9FN(C3IRM!W$^9G$42@N.Q'W?<^]7884MUV*2 M2>6;NQ]Z6&%8%VIDD\ECU8^]2]J]F*LCF#Z44450!1110 4444 %%%% !111 M0 'D'-9EU>S1>(]-MDLQ)%<+*9)R.8MH&!GWK3_#-9]R^I#Q!IRVJ[K!A)]JM?'1L#;0!L#IQ2BD48'Z4HJ2A#_,L*/4+FWU$P+:0F!Y<'9+\X/J5K>K!ATEG MU@WTF&59&.&&"/3!'/YT)K.FS:IP_(5B]R1< M^WZ4?A^E)CV'Y"C'L/R% !^'_CM+GV_2DQ[#\A1CV'Y"@ _#]*/P_2C'L/R% M&/8?D*+(_#]*/P_\=HQ[#\A1CV'Y"BR&+GV_2C_(#^E)CV'Y"C'L/R%%A!M^'Z4OX?I28]A^0HQ[#\A0 N?;]*/P_2DQ[#\A1CV'Y"CY@+_,!_2H2!]K&4 M_@//XU+CV'Y"H2G^E#Y1]P^GK3^8$W_?TH_X#^E&WZ?I1CV'Y"CY@"']W]* M./[OZ48]A^0HQ[#\A2^8!Q_=_2CC^[^E&/8?D*,>P_(4?, X_N_I1Q_=_2C' ML/R%&/8?D*- #CT_2HKDV[97/L*D(]A^0J&Y&;=LK^6*:0%C'/3/X=*3C^[M^E)CGH/TI<>P_(4: '']W]*./[OZ48]A^0HQ[#\A1H P_(4: '']W]*./[OZ48]A^0HQ[#\A1H M?A^E1MC[1&,@<'C;4A'L/R%12?\ 'U%P.C?P@^E&@R7&.H_2CC^[^E-Q[+U] M!2@>P_(4: +Q_=_2CC^[^E&/8?D*,>P_(4:"#C^[^E']W]*,>P_(48]A^0H MT ./[OZ4P_(48]A^0HT ./[OZ4G%([BEG.T#]J34,DJ1'"KYCMT50.?K[4B6[.PDN]K$?P+C8 MM9.:EIT4%;4:3)=<*IBBZ$;>7']#6%XP\70>"],B:*#S;B8XBB!P"!U8^M= M-@'L 5')XP!7%_$+P;=^*]/@FTE1%23:LBAX+^)DN MNZO'I>H0K#-,Q$,L?/U'K7I\,*01[(^G=N[']UKQ_P ?#35[/Q+!J6MP"TA MMB61 P+,1TZ5[+]<9]JJZJA?05-=6 _E2T@I:Q+"BBB@ HHHH **** "BBB@ M HHHH/KT[FLVYMK]_$&G36T^RSB63[1'NQYA(&WCVK2K*O+..7Q-I-R;X1/ M)@D!;!FR!GCVH VTZ?7D4\4T=.:<*DH,4$9ZTM(>^/2@#F?%!F5[=@VV/\MB'. <]<#KBNAB^ZIX((!R.AK!\174LEJM8;D,3A).N?:MBQEDGM8I98_+9 MD!*^A_G0!4CQX9\XVUGP(%MXD4DA5M"@\.N/RJ(K_I6=O.T\\>M3<>GZ#_"H2O^F*< _(?3UI@2X/O^E&W_M #Q1QZ?H*7CT/Y"EH ;?\\4;:./[I_(?X4EV_YXHZ]OT%&!Z'\A_A0 ;:-M"'IT_D/*./[I_(?X4 &VC M;1Q_=/Y#_"CC^Z?R'^% !MHVT,?Q8"ZU6,KW#;;7"H.#-CI]..!%)3BE%(,=O6EQ4E" MTUL?_6IU(: .3\1I=RZA"(K>9HD3B6+G>/[OM]:ZA/NK].*P?$5S+:M%*EQ) M%%M*R>7UQGL/6M?3V=K&(RLS.R@L6&": +@Z44#I10 4444 %%%%&=KGVJ%OM%I#L&$"+M&1P,<5?UR3RM#NW\C[1B,XB/\ %5"W/^BQ M<;3L4[/\D4?YZBC/^HH_SU%+^?YBC_S%&H"?YZBC_/44OY_F M*/S_#%&H"?YZBC_ #U%+^?YBC_S%&H"?YZBC_/44OY_F*/S_,4:@)_GJ*/ M\]12_G^8H_/\Q1J G^>HJ(X-T,[X$F M![?FM'^>HHS]?S%+^?YBEJ G^>HH_P]12_G^8H_/\Q3U 3_ #U%'^>HI?S_ M #%'Y_F*-0$_SU%'^>HHR/7]:,CU_4468"8'^2*BN1^X;I^+"ILCU_45'<', M+ <_4BGJ!)T)_P 11_GJ*7.?4?B*3/U_,4M>X!_GJ*/\]11D>OZBE_/\Q1J MG^>HH_SU%+^?YBDR/4_F*-0#_/44?YZBE_/\Q1^?YBBS 3_/44?YZBC(]_SI M<_7\Z-0$_P]14,F/M$?K@]Q4_']?SJ)S^^3#D<'BC7N!)_GJM'^>HH_SU%+ M_GJ*-1B?YZBC_/44OY_F*,CU_44:B$_SU%'^>HHR/7]11GZ_F*->X!_GJ*/\M]11GZ_F*,CU_4468!_GJ*/\ /449QZ_F*7_S%%F G^>HH_SU%&?K^8I?S_ ,M4:@)_GJ*/\]11D>I_,4N<],Y^HHU 3'^O3I222I'&7O-5RTUM#AFCA[MD9?\ PK*4VMF4HWU8]IV,ABMEW2'JQQM7ZT0P;3OG;R9MJ#S)>FST]SVHA2E/613E960N54%F;CUX-/CMI)QEMMT:'T.&;Z^U2PV@5A).?-D'0GHOTJUR(=-AMX?,LY!(;B0K_JR -N# M!T ;*TZFK]T>E.J2@I#W]TM(1F@#F/$[;9H'&YC$"V ,[/?CJ?:NBA;?&C'=MRH/(YKF/$5K&=7MY!OC>489PQQ] !W]ZZB,8QR3P.O>@"6BBB@ HHHH **** M *&LO/%I%S)9QB698SL4]S6?"S-!&T@ 9D!(ST..>U:.K_:1I-S]@Q]H$9,> M3@9K-@)^SP^81YFT;_F'7'/ZUE4V1$B7_/7_.M0/__6I,9[C_+Z%*![C M_OH5D2+G_.?_ *U&?X_[Z%!'N/^^A0 N?M,"7 M/O\ K_\6HS[_K_]:C!]?_'A28]Q_P!]"@!V?OZBC/\ G/\ M]:DSCN/TIR*WF+@')8$8YQWZ4U%,!..I9 .G+BHIP'@_=O&Y;H%D4[OIZUYM MJ_@_Q1-;:^L0D>%+AVTJ..X.Z42LGF.?=54@#I\QILO@77QXAL+^VBDCLK** M***W,VR0E58ELCC[SX(QS@5IR(KE/3]R\D.A4'!8."!]3VH/^1G_.M7CMEX M"\<_\(Y?Z9A;9=399+F2:Y/91E %(QN8'D=B,UW/A"QUZVU;4G\0V,T33P0+ M'-Y^]6V+@KCL2>:3BD/E.J!'^3_]:@G_#G_.M0/SQUZ<4T'/AS7GOQK\.#7/3WD2@ MW&F/YRXYRG\55?@3XA_M/P4^ES/F?39-JJ2,M&W(X57+=7%U/2+J^M;)0U[M@_G7IOP>\2_P#"1?#^U2:13=6!^S2Y.3M'*'GM@_I5RIV5Q)W.TN=0L[-D M6[NK>W+C*B68+G]*A?7-(BD*3:I:(ZG!5IP"#^5>(:ZO_"Q?C]#IO+Z?82"- M^?EVIRY].N16#=^'[7Q/\>M0T:\D>""XOI09(,94 $XY^E"I)JX7/HO_ (2# M1O\ H+67_@0/*D@OK6]G3[%=PW &<^5(&Q7F*_L\>'C@#6+]S7*V%SZ>5(HV>5U1%Y9 MF8 "]_\:NG'.-1M./\ INM8'Q,_Y)GK>""1;]\./#]Q? MWNIW5]\$_E!8B,'Y0>X/K2A"+C=@?0_]JZ;U&HVG_?\ 6K,M_ ?3=-T&^O;?7;J26VA:14<*5; SR0*3]GG4;J9M8LI+B26VC1'2 M-WRJ$G&:;IQM<+GM_/;/X?_ *J3O2HI8FDN(9%O)8%3 M:-"NUQGOD9_*N;U/P]J\U]?7>GW%O;Q74P9HDE.YV"@!@W4<#[G3OWK.,4RT MCJ597WA'61H\;PISM^O%(&5G9$DC9T +(K9(S[5S6@^&[VSU."_NKV2&'3"2X\MRC $Y*HWIWYSTJ^1#L=C@ MY [GH">OZ48QRWRKZD__ %JY9O"VIW5V)9-1^597*'[2_F1A@HSG."<]N,T MT^'-574)<:NBPKM5-\I)9%Z9!. ??K2Y8H?*=605'S#!'7)_^M4,UPL3% /,MDQGRU//\JPM'T&XL=3%W+J4EPB0,D3-,S,C-WP3ALYSR*WH;<0QC9T)/S;LL M?JW>L*G-+2(U&,=6,2!F8/=/N87.-K%$\IQN8(<%0#US701_=4<=ZQ]:OI[.2-HKFLRU@&W+>>/O<]JTK&62:TMC>=0LA7G;T_"@"W10.E% !1110 4444 4-:1I=!ND201$QG#LVT#\:SH"1;1 M MDA%&=W7BM#6XH)M%NH[QPD#IG>Q['J%OA;:)8SE0BA>O3'':LZFR(D29]# M_P"/49_VO_'J7/O^I_PHS[_J?*RU(U$W?[7_CU&[_:_\>I<^_ZG_"C/O^I_ MPH]X>HF[_:_\>HW?[7_CU+GW_4_X49]_U/\ A1[P:B;O]K_QZC=_M?\ CU+G MW_4_X49]_P!3_A1[P:B;O]K_ ,>HW?[7_CU+GW_4_P"%&??]3_A1[P:B;O\ M:_\ 'J-W^U_X]2Y]_P!3_A1GW_4_X4>\&HF[_:/_ 'U1N_VC_P!]4N??]3_A M1GW_)_X4>\ F[_:/_?5&[_:_P#'J7/J>/Q_PJIJNHKI&DW5_,DDT=M%YC)% M]YAD#C/UIKF879:+#^\?^^JB)_TQ>%QL/.?>N5F^(MBVH6MIIUA=W9NYA#!(M'55=MBNPR?[N[!/J#6>WQ8THF_G33KQA90Y*LK*1(QD"8)!^7KGGM5.,AV9W M^?? _,>I+^__ (]7)0_$?29K[1;7R+E'U2V:Y.60_9E"LP#X/.X(V,9Z5T.D MZDNKZ/:ZC#')$ERI9(Y/O ;B.#4CE>5()&M@)) M@C>4KG =\< GZUY4D6N?V5ITUY#XEG6X#_VNB.XEDN A*J@_ACW .YIM(0SWL<$,NI4XSP1G) K6*=BT2-:?$FTNEV27DS-IS:>Q:3%;^33WOK MG6+VXD\J.*-L64*<[MK $D 9/WC5A_&?BN?59Y6-Y;:;'8(\1%N2TMTB*6 M3V!+Y/KCCI5#([5_'=K?:;=_8M3DM+.P>S\II,R3R^4,RNI/)WDX/MFJR6/C M6RBCL-<.L7EI:3QV[7-H[%[F'[Y8$=_EV[O>I;;Q/XDC-M#>:MJ2Z+*(O%>C1ZW_:4\4%M()Q.[*EMDY0[_NR,1P>2>E>B9SR3S_O5 MY7/K_CVTU:+>T\MK=O%:E%A)^S2R'=N'JJHC_G:KU4Y5BI8$J "03R1U/2L MIWL*5D13PQW-M+!-\\J^*-?M-6\.6\7=*TFW;CHW/7BKI2_FM,6BE\&/#QUQ->\2:P@D_M0O:IOYX;[Y_]!KDO"_B"?X6>,M#TV[W^48G@50. MK#)B;\FKZ"\+:+%X;\+:?I4(^S18I:I<&,/Y;,L48.6.1TR MV17.VFN>(4^*$FK6FGYUZ2>1S9>63A\'(*']Z^G_#>CQ^'O#]AI,& MI$L9 MP3R>K'IZYKS+3/ 'B*U^-\OB6:V0:8]W*XE\P;MI4X./QIJHM0Y3ET^.7C07 M@M!8V?VH2;#$T>U@WXCK[57\,:1XATCQI<>-/%-A+906BR7&QX0\'66EG;Y^WS+AE)YD;D\XY MI_CCPXGBSP??:4Q7S7CS;L3]V0217K9;_;/YG_ I"00>A>)EU>]U+3[K:]TVU2D@S%'G!P#U. #[9-= M1*UU]JB\@0&%B YD9@?PXKE[F+7)M2O9H(;K<;K]TI8*HB5I@=<$$Y-$&RT[M"-8^*X=4-WYGVB6V&Q%>95$HW=0I/&5ZY[YJR\'BQX5C:]:*4W 666-T(\K! M(*+G@],CUJ

(4OU/ZFC\?U-*WF F/]H_F?*,>Y_,_X4OX_J:/Q_4T6\P#'N?S M/^%&/<_F?*/Q_4T?C^IIV\P#'N?S/\ A28]S^9_PI?Q_4T?C^IHMY@(C_:/ MYG_"C'^T?S/^%+^/ZFC\?U-*WF F/<_F?*7'N?
S/^%'X_J:/Q_4T[>8!CW/ MYG_"C'N?S/\ A1^/ZFC\?U-%O,!,>Y_,_P"%&/\ :/YG_"E_']31^/ZFE;S M3'^T?S/^%&/<_F?*7\?U-'X_J:+>8!CW/YG_"C'N?S/^%'X_J:/Q_4T[>8! MCW/YG_"C'N?
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M+XGTFXEO/+GA6410#_EJ"!D_A0!NC[OIQ7$?$W2KO4/"QFTQ&-S92&9?+G,4 MBH%(<(<'*DC&.]=N#E?PK@?BT'/@L')@B6X42W:!W-J#D"0*K*2#@9[T 2CI1110 4444 %%%% &?K4*W.BW,$LIA22,@ MN.-
OO5&WPMO&H8MM15#<\X'6KNNI!)H=VEVS+"T1#%3R!]:HVX MH0#E1&H4 M\],<5G/9$2)<_7\VHS_G+4F, P"31C_.#6+:N2*KLLBE/O9XZUYM]BU"/[%=YN9'1BK2R%2(U'\0^4''N:])55D02A45CD^@
Q_P*M(%1W,W5[;P<=3O+BYN+]Q;7*M*D"G8TDJ@B+ M]00?H:70] \&W.OS:::R7TE[;?O&CG# 80XV>GRXP1U.*O?\(UX7O+JWF_M> M2>95B\AVN.0D?"C'<:\CCD#M>#.XAO<'MUQ6A
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K^"&XTA(WE;AL8X]:+>[N[>Y#QZ7@2 M$(I4D!3RMVW@ M'WJ"Y>*.\E9=&:5U=LN%.#E2,J/?I3)RL,=NMOI,,&B.U@P[^E*/$ M%@7=3/C:YC&1]X@=O7K6?:7VR&>2/22DD:#>(_XB>WO4(F:22-3H:HSD#E.B
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)*8P!\V]<8/I]:HVCRO<1Q3Z2L>TLQ91A>?YFFR74LN2^C"9= MNXLT>,.1SP>30!H+XAL&.U93N/W?EZ\9_I4TNJPVZP/*2JS*2&(X'M]:PO-E M,*QC2-CDA0Z C&>OX8J6::2"0Q?V8+B.$X3Y"0.
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MP;=NE*;6*D,O<4X:_IY*XN1EONC'6H=/M8[I6FNK2/M61H]@.1:19]Q3C8V^Z,B(8C^ZN.* *:>(; D%I2@VY(88I5 M\16C1RECV^7K5M]/M9.7MXW/J5J-](LBH5;9%P, @=* +<,HFA209 8 @&
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*.1S2@ CD444 &T>E M! '0444 -"J2&(!8=#Z4N!TP.*** %[9[TT@$\@'&"*** !5"KP .3_.EP/0 M444 4'D@9^E&!C..:** $"@X))'0GM2XXHHH 7'M2%0<9 //I110 #GK2] M*** #
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19 R1.htm IDEA: XBRL DOCUMENT

Document And Entity Information - USD ($)	12 Months Ended Dec. 31, 2023	Aug. 26, 2024	Jun. 30, 2023
Document Information [Line Items]			
Document Type	10-K		
Document Annual Report	true		
Document Period End Date	Dec. 31, 2023		
Document Transition Report	false		
Entity File Number	000-55838		
Entity Registrant Name	Wrap Technologies, Inc.		
Entity Incorporation, State or Country Code	DE		
Entity Tax Identification Number	98-0551945		
Entity Address, Address Line One	1817 W 4th Street		
Entity Address, City or Town	Tempe		
Entity Address, State or Province	AZ		
Entity Address, Postal Zip Code	85281		
City Area Code	800		
Local Phone Number	583-2652		
Title of 12(b) Security	Common Stock, par value $0.0001 per share		
Trading Symbol	WRAP		
Security Exchange Name	NASDAQ		
Entity Well-known Seasoned Issuer	No		
Entity Voluntary Filers	No		
Entity Current Reporting Status	Yes		
Entity Interactive Data Current	No		
Entity Filer Category	Non-accelerated Filer		
Entity Small Business	true		
Entity Emerging Growth Company	false		
ICFR Auditor Attestation Flag	false		
Document Financial Statement Error Correction [Flag]	false		
Entity Shell Company	false		
Entity Public Float			$ 59,512,072
Entity Common Stock, Shares Outstanding (in shares)		45,860,545	
Auditor Firm ID	7000		
Auditor Name	HTL International, LLC		
Auditor Location	Houston, TX		
Entity Central Index Key	0001702924		
Current Fiscal Year End Date	--12-31		
Document Fiscal Year Focus	2023		
Document Fiscal Period Focus	FY		
Amendment Flag	false		

XML 20 R2.htm IDEA: XBRL DOCUMENT

Consolidated Balance Sheets - USD ($) $ in Thousands	Dec. 31, 2023	Dec. 31, 2022
Current assets:		
Cash and cash equivalents	$ 3,955	$ 5,330
Short-term investments	7,500	13,949
Accounts receivable and contract assets, net	3,025	2,830
Inventories, net	5,794	3,975
Prepaid expenses and other current assets	953	775
Total current assets	21,227	26,859
Property and equipment, net	509	758
Operating lease right-of-use asset, net	2,256	285
Intangible assets, net	2,648	2,569
Goodwill	1,610	0
Other assets	251	100
Total assets	28,501	30,571
Current liabilities:		
Accounts payable	1,110	1,419
Accrued liabilities	692	1,463
Customer deposits	1,002	0
Operating lease liability - short term	616	108
Warrants	19,703	0
Total current liabilities	23,530	3,156
Long-term liabilities:		
Operating lease liability - long term	1,671	193
Total long-term liabilities	1,808	360
Total liabilities	25,338	3,516
Commitments and Contingencies		
Stockholders' equity:		
Common stock - 150,000,000 authorized; par value $0.0001 per share; 43,855,503 and 41,175,993 shares issued and outstanding at December 31, 2023 and 2022, respectively	4	4

Additional paid-in capital	99,131	94,333
Accumulated deficit	(97,988)	(67,376)
Accumulated other comprehensive income	0	94
Total stockholders' equity	3,163	27,055
Total liabilities and stockholders' equity	28,501	30,571
Undesignated [Member]		
Stockholders' equity:		
Preferred stock - 5,000,000 authorized; par value $0.0001 per share	0	0
Convertible Preferred Stock [Member]		
Stockholders' equity:		
Preferred stock - 5,000,000 authorized; par value $0.0001 per share	2,016	0
Extended Warranties and Services, VR, and Training [Member]		
Current liabilities:		
Deferred revenue- short term	407	166
Long-term liabilities:		
Deferred revenue- long term	$ 137	$ 167

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Consolidated Balance Sheets (Parentheticals) - $ / shares	Dec. 31, 2023	Dec. 31, 2022
Preferred Stock, Shares Authorized (in shares)	5,000,000	5,000,000
Preferred Stock, Par or Stated Value Per Share (in dollars per share)	$ 0.0001	$ 0.0001
Common Stock, Shares Authorized (in shares)	150,000,000	150,000,000
Common Stock, Par or Stated Value Per Share (in dollars per share)	$ 0.0001	$ 0.0001
Common Stock, Shares, Issued (in shares)	43,855,503	41,175,993
Common Stock, Shares, Outstanding, Ending Balance (in shares)	43,855,503	41,175,993
Convertible Preferred Stock [Member]		
Preferred Stock, Shares Authorized (in shares)	10,000	10,000
Preferred Stock, Par or Stated Value Per Share (in dollars per share)	$ 0.0001	$ 0.0001
Preferred Stock, Shares Issued (in shares)	9,898	0
Preferred Stock, Shares Outstanding (in shares)	9,898	0

XML 22 R4.htm IDEA: XBRL DOCUMENT

Consolidated Statements of Operations and Comprehensive Loss - USD ($) $ in Thousands	12 Months Ended	
	Dec. 31, 2023	Dec. 31, 2022
Revenues:		
Product sales	$ 5,337	$ 7,481
Other revenue	796	568
Total revenues	6,133	8,049
Total cost of revenues	3,227	4,315
Gross profit	2,906	3,734
Total operating expenses		
Selling, general and administrative	18,361	16,386
Research and development	3,267	5,078
Total operating expenses	21,628	21,464
Loss from operations	(18,722)	(17,730)
Interest income	375	52
Change in fair value of warranty liabilities	(11,986)	0
Other	113	61
Total other income (expense), net	(11,498)	113
Net loss	(30,220)	(17,617)
Less: convertible preferred stock dividends	(392)	0
Net loss attributable to common stockholders	$ (30,612)	$ (17,617)
Net loss per basic and diluted common share (in dollars per share)	$ (0.72)	$ (0.43)
Weighted average common shares used to compute net loss per basic and diluted common share (in shares)	42,324,190	41,174,812
Comprehensive loss:		
Net loss	$ (30,612)	$ (17,617)
Net unrealized gain on short-term investments	0	100
Comprehensive loss	$ (30,612)	$ (17,517)

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Consolidated Statements of Stockholders' Equity - USD ($) $ in Thousands	Common Stock [Member]	Preferred Stock [Member]	Additional Paid-in Capital [Member]	Retained Earnings [Member]	AOCI Attributable to Parent [Member]	Total
Balance (in shares) at Dec. 31, 2021	40,851,945				(6)	41,264
Balance at Dec. 31, 2021	$ 4	$ 0	$ 91,025	$ (49,759)		
Common shares issued upon exercise of stock options (in shares)	55,500	0				
Common shares issued upon exercise of stock options	$ 0	$ 0	83	0	$ 0	$ 83
Share-based compensation expense	$ 0	$ 0	3,225	0	0	3,225
Common shares issued upon vesting of restricted stock units (in shares)	268,548	0				
Common shares issued upon vesting of restricted stock units	$ 0	$ 0	0	0	0	0
Net unrealized gain on short-term investments	0	0	0	0	100	100
Net loss for the period	0	0	0	(17,617)	0	(17,617)
Net loss for the period	$ 0	$ 0	0	(17,617)	0	(17,617)
Balance at December 31, 2022 (in shares) at Dec. 31, 2022	41,175,993	0				
Balance at December 31, 2022 at Dec. 31, 2022	$ 4	$ 0	94,333	(67,376)	94	$ 27,055
Common shares issued upon exercise of stock options (in shares)	123,056	0				123,056
Common shares issued upon exercise of stock options		$ 0	208	0	0	$ 208
Share-based compensation expense		$ 0	2,400	0	0	$ 2,400
Common shares issued upon vesting of restricted stock units (in shares)	1,056,360	0				0
Common shares issued upon vesting of restricted stock units		$ 0	0	0	0	
Net unrealized gain on short-term investments						$ 0
Net loss for the period		0	0	(30,220)	0	(30,220)
Dividends on convertible preferred stock (in shares)	173,654					
Dividends on convertible preferred stock		$ 0		(392)	0	(160)
Dividends on convertible preferred stock			232			

Convertible preferred stock issued, net of offering costs (in shares)	0	10,000				
Convertible preferred stock issued, net of offering costs		$ 2,036	0	0	0	2,036
Common shares issued upon convertible preferred stock exercising conversion rights (in shares)	76,440					
Common shares issued upon convertible preferred stock exercising conversion rights (in shares)		(102)				
Common shares issued upon convertible preferred stock exercising conversion rights		$ (20)				
Common shares issued upon convertible preferred stock exercising conversion rights			20	0	0	0
Issuance of common stock for acquisition (in shares)	1,250,000	0				
Issuance of common stock for acquisition		$ 0	1,938	0	0	1,938
Settlement – US Treasury bills		0	0	0	(94)	(94)
Net loss for the period		$ 0	0	(30,220)	0	(30,220)
Balance at December 31, 2022 (in shares) at Dec. 31, 2023	43,855,503	9,898				
Balance at December 31, 2022 at Dec. 31, 2023	$ 4	$ 2,016	$ 99,131	$ (97,988)	$ 0	$ 3,163

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Consolidated Statements of Cash Flows - USD ($) $ in Thousands	12 Months Ended	
	Dec. 31, 2023	Dec. 31, 2022
Cash Flows From Operating Activities:		
Net loss for the period	$ (30,220)	$ (17,617)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	823	762
Write off of intangibles	700	0
Share-based compensation	1,985	3,225
Warranty provision	116	210
Change in fair value of warrant liabilities	11,986	(0)
Non-cash lease expense	177	101
Provision for doubtful accounts	180	72
Write off of accounts receivable	413	0
Inventory obsolescence reserve	465	0
Changes in assets and liabilities:		
Accounts receivable	(696)	957
Inventories	(2,224)	(2,410)
Prepaid expenses and other current assets	(179)	93
Accounts payable	(617)	(360)
Operating lease liability	(160)	(91)
Customer deposits	1,002	(43)
Accrued liabilities and other	(344)	611
Warranty settlement	(169)	(181)
Deferred revenue	210	68
Changes in other non-current assets	(151)	0
Net cash used in operating activities	(16,703)	(14,603)
Cash Flows From Investing Activities:		
Purchases of short-term investments	(10,000)	(30,466)
Proceeds from maturities of short-term investments	16,355	46,600
Capital expenditures for property and equipment	(230)	(256)
Net cash paid for acquisition of Intrensic	(554)	0
Proceeds from long-term deposits	0	(92)
Net cash provided by investing activities	5,178	14,913
Cash Flows From Financing Activities:		
Proceeds from exercise of stock options	208	83
Proceeds from issuance of warrants and convertible preferred stock,	10,000	0
Dividends settled in cash	(58)	0
Net cash provided by financing activities	10,150	83
Net (decrease) increase in cash and cash equivalents	(1,375)	393
Cash and cash equivalents, beginning of period	5,330	4,937
Cash and cash equivalents, end of period	3,955	5,330
Supplemental Disclosure of Non-Cash Investing and Financing Activities:		
Change in unrealized gain on short-term investments	(94)	100
Right-of-use asset and liability recorded during period	2,109	234
Issuance of common stock for acquisition	1,938	0
Net assets acquired from acquisition	2,491	0
Dividends on convertible preferred stock	(334)	0
Dividends settled with common stock	232	0
Patents and Trademarks [Member]		
Cash Flows From Investing Activities:		
Investment in patents and trademarks	(393)	(173)
Intangibles Other than Patents and Trademarks [Member]		
Cash Flows From Investing Activities:		
Investment in patents and trademarks	$ 0	$ (700)

XML 25 R7.htm IDEA: XBRL DOCUMENT

Insider Trading Arrangements	12 Months Ended
	Dec. 31, 2023
Insider Trading Arr Line Items	
Material Terms of Trading Arrangement [Text Block]	**ITEM 9B. OTHER INFORMATION**
	None.
Rule 10b5-1 Arrangement Terminated [Flag]	false
Rule 10b5-1 Arrangement Adopted [Flag]	false
Non-Rule 10b5-1 Arrangement Terminated [Flag]	false
Non-Rule 10b5-1 Arrangement Adopted [Flag]	false

XML 26 R8.htm IDEA: XBRL DOCUMENT

Note 1 - Organization and Summary of Significant Accounting Policies	12 Months Ended
	Dec. 31, 2023
Notes to Financial Statements	
Organization, Consolidation, Basis of	**1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Presentation, Business Description and Accounting Policies [Text Block]

Organization and Business Description

Wrap Technologies, Inc., a Delaware corporation (the "*Company*", "*we*", "*us*", and "*our*"), is a publicly traded company with its common stock, par value $0.0001 per share ("*Common Stock*"), listed on the Nasdaq Capital Market ("*Nasdaq*") under the trading symbol "WRAP". The Company is a developer and supplier of public safety products and training services for law enforcement and security personnel. The Company's primary product is the BolaWrap® remote restraint device. The principal markets for the Company's proprietary products and services are in North and South America, Europe, Middle East and Asia.

Principles of Consolidation

The Company has two wholly owned subsidiaries, Wrap Reality, Inc., an Arizona corporation, formed in December 2020 that sells a virtual reality ("*VR*") training system primarily targeting law enforcement agencies and Intrensic, LLC, which the Company acquired in August 2023, which specializes in Body Worn Camera and Digital Evidence Management solutions. The consolidated financial statements include the accounts of these subsidiaries after elimination of intercompany transactions and accounts.

Basis of Presentation and Use of Estimates

The accompanying financial statements have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("*US GAAP*"). The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions (e.g., share-based compensation valuation, allowance for doubtful accounts, valuation of inventory and intangible assets, warranty reserve, accrued costs, valuation allowance related to deferred tax assets and recognition and measurement of contingencies) that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements and affect the reported amounts of revenues and expenses during the reporting period. Actual results could materially differ from those estimates.

Concentrations of Risk

Credit Risk – Financial instruments that potentially subject the Company to concentration of credit risk consisted primarily of cash, cash equivalents, US treasury bills and accounts receivable from customers. The Company maintains its cash and cash equivalent deposits at two domestic financial institutions. The Company is exposed to credit risk in the event of default by a financial institution to the extent that cash and cash equivalents are in excess of the amount insured by the Federal Deposit Insurance Corporation. The Company places its cash and cash equivalents with high-credit quality financial institutions and are managed within established guidelines to mitigate risks. To date, the Company has not experienced any losses on its cash and cash equivalents.

Concentrations of Accounts Receivable and Revenue – The Company has a limited number of domestic and international customers. The Company may experience concentrations in both accounts receivable and revenue due to the timing of sales and collections of related payments (see Note 18).

Concentration of Suppliers – The Company assembles its BolaWrap products in-house using components and subassemblies from a limited number of suppliers and contract suppliers. In particular, a single supplier is currently the sole manufacturer of the BolaWrap battery assembly, and another single supplier is the sole manufacturer of the propulsion component for BolaWrap cassettes. Other parts are solely sourced from other suppliers. If supplier shortages or logistic delays occur, or quality problems arise, production schedules could be significantly delayed or costs significantly increased, which could in turn have a material adverse effect on the Company's financial condition, results of operation and cash flows.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with original maturities of three months or less from the purchase date to be cash equivalents. Cash equivalents consist primarily of amounts invested in Money Market Funds and US ("*US*") Treasury bills and are stated at fair value.

Short-Term Investments

The Company's short-term investments consist of certificates of deposits and US Treasury bills with original maturities beyond three months at the date of purchase and one year or less from the balance sheet date. As of December 31, 2023, all of the Company's short-term investments were classified as available-for-sale and are carried at estimated fair value with any unrealized gains and losses, unrelated to credit loss factors, included in other comprehensive income in our consolidated statements of stockholders' equity.

Share-Based Compensation

The Company follows the fair value recognition provisions issued by the FASB in ASC Topic 718, Stock Compensation ("*ASC 718*") and has adopted Accounting Standards Update ("*ASU*") 2018-07 for share-based transactions with non-employees. Share-based compensation expense recognized during 2023 and 2022 includes stock option and restricted stock unit compensation expense. The grant date fair value of stock options is determined using the Black-Scholes option-pricing model. The grant date is the date at which an employer and employee or non-employee reach a mutual understanding of the key terms and conditions of a share-based payment award and approved by the Company's Board of Directors. The Black-Scholes option-pricing model requires inputs including the market price of the Company's Common Stock on the date of grant, the term that the stock options are expected to be outstanding, the implied stock volatilities of several publicly traded peers over the expected term of stock options, risk-free interest rate and expected dividend. Each of these inputs is subjective and generally requires significant judgment to determine. The grant date fair value of restricted stock units is based upon the market price of the Company's Common Stock on the date of the grant. We determine the amount of share-based compensation expense based on awards that we ultimately expect to vest and account for forfeitures as they occur. The fair value of share-based compensation is amortized to compensation expense over the vesting term.

Loss per Share

Basic loss per share (EPS) is computed by dividing net loss, less any dividends, accretion or decretion, redemption or induced conversion, if any, on our Series A Convertible Preferred Stock, by the weighted average number of shares outstanding during the reported period.

In computing diluted EPS, we adjust the numerator used in the basic EPS computation, subject to anti-dilution requirements, to add back the dividends (declared or cumulative undeclared) applicable to the Series A Convertible Preferred Stock. Such add-back would also include any adjustments to equity in the period to accrete the Series A Convertible Preferred Stock to its redemption price, or recorded upon a redemption or induced conversion, if any. We adjust the denominator used in the basic EPS computation, subject to anti-dilution requirements, to include the dilution from potential shares resulting from the issuance of the Series A Convertible Preferred Stock, restricted stock units, and stock options. Stock options and restricted stock units exercisable or issuable for a total of 5,468,223 and 6,413,731 shares of Common Stock were outstanding at December 31, 2023 and 2022, respectively. These securities are not included in the computation of diluted net loss per common share for the periods presented as their inclusion would be antidilutive due to losses incurred by the Company.

Accounts Receivable and Allowance for Credit Losses

ASU No. 2016-13, *Financial Instruments - Credit Losses (Topic 326)* requires that financial assets measured at amortized cost be presented at the net amount expected to be collected. The expected credit losses are developed using an estimated loss rate method that considers historical collection experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. The estimated loss rates are applied to accounts receivables with similar risk characteristics such as the length of time the balance has been outstanding and the location of the customer. In certain instances, the Company may identify individual accounts receivable assets that do not share risk characteristics with other accounts receivables, in which case the Company records its expected credit losses on an individual asset basis. If an accounts receivable asset is evaluated on an individual basis, the Company excludes those assets from the portfolios of accounts receivables evaluated on a collective basis.

At December 31, 2023 and 2022, the Company had an allowance for credit losses related to accounts receivable of $386 and $205, respectively. If a major customer's creditworthiness deteriorates, or actual defaults exceed our historical experience, such estimates could change and impact our future reported financial results.

Inventories

Inventories are valued at the lower of cost or net realizable value. The cost of substantially all the Company's inventory is determined by the FIFO cost method. Inventory is comprised of raw materials, assemblies and finished products intended for sale to customers. The Company evaluates the need for reserves for excess and obsolete inventories determined primarily based upon estimates of future demand for the Company's products.

As of December 31, 2023 and 2022 the Company had $465 and $0 reserves, respectively for obsolescence.

Property, Equipment and Depreciation

Property and equipment is stated at cost. Depreciation on property and equipment is computed over the estimated useful lives of three years using the straight-line method. On any retirement or disposition of property and equipment, the related cost and accumulated depreciation or amortization is removed, and a gain or loss recorded.

Business Combinations

The Company accounts for its business combinations under the provisions of Accounting Standards Codification ("ASC") Topic 805-10, Business Combinations ("ASC 805-10"), which requires that the purchase method of accounting be used for all business combinations. Assets acquired and liabilities assumed, including non-controlling interests, are recorded at the date of acquisition at their respective fair values. The estimated fair value of net assets acquired, including the allocation of the fair value to identifiable assets and liabilities, was determined using established valuation techniques. ASC 805-10 also specifies criteria that intangible assets acquired in a business combination must meet to be recognized and reported apart from goodwill. Goodwill represents the excess purchase price over the fair value of the tangible net assets and intangible assets acquired in a business combination. Acquisition-related expenses are recognized separately from the business combinations and are expensed as incurred.

The estimated fair value of the acquired intangible assets was determined using a method which reflects the present value of the operating cash flows generated by this asset after taking into account the cost to realize the revenue, and an appropriate discount rate to reflect the time value and risk associated with the invested capital.

Certain adjustments to the assessed fair values of the assets and liabilities made subsequent to the acquisition date, but within the measurement period, which is up to one year, are recorded as adjustments to goodwill. Any adjustments subsequent to the measurement period are recorded in income.

Goodwill

Goodwill represents the difference, if any, between the aggregate consideration paid for an acquisition and the fair values of the underlying net assets and liabilities assumed from an acquired business. Goodwill is not amortized, but instead is tested for impairment. The Company tests goodwill for impairment on an annual basis during the fourth quarter, or more frequently if conditions indicate that such impairment could exist. The Company evaluates qualitative factors to determine if it is more likely than not that the fair value of a reporting unit is less than its carrying value and whether it is necessary to perform goodwill impairment process.

Definite-lived Intangible Assets

Definite-lived intangible assets represent certain trade names, patents, licenses, software, acquired technology and customer relationships. Definite-lived intangible assets are recorded at cost less any accumulated amortization and accumulated impairment losses, if any. Definite-lived intangible assets acquired through the business combination are measured at fair value at the acquisition date. The Company amortizes these acquired definite-lived intangibles assets with a finite life on a straight-line basis, over 6 years for technology; 7 years for customer relationships; and 8 years for trademarks and trade names.

Intangible Assets

Intangible assets consist of (a) capitalized legal fees and filing costs related to obtaining patents and trademarks, (b) tradenames and software, (c) purchased software, and (d) the purchase cost of indefinite-lived website domains. The estimated useful lives of identifiable intangible assets with definite useful lives have been estimated to be between one and twenty years. Purchased website domain costs with an indefinite useful life are not subject to amortization, but are subject to an annual impairment test, by comparing their carrying amount with their corresponding fair value. For any given intangible asset with an indefinite useful life, if its fair value exceeds its carrying amount no impairment loss shall be recognized.

The carrying value of intangibles is periodically reviewed and impairments, if any, are recognized when the future undiscounted cash flows realized from the assets is less than its carrying value.

Impairment of Long-Lived Assets

Long-lived assets and identifiable intangibles held for use are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If the sum of undiscounted expected future cash flows is less than the carrying amount of the asset or if changes in facts and circumstances indicate, an impairment loss is recognized and measured using the asset's fair value. In December 2023, it was determined that the intangible related to development of proprietary software by Lumeto, Inc. would not have future economic value and was written down; the Company recognized an impairment loss of $700. The Company did not recognize any impairment loss during the year ended December 31, 2022.

Warrants

The Company accounts for warrants as liability-classified instruments based on an assessment of the warrant's specific terms and applicable authoritative guidance in Financial Accounting Standards Board ("*FASB*") Accounting Standards Codification ("*ASC*") 480, Distinguishing Liabilities from Equity ("*ASC* 480") and ASC 815, Derivatives and Hedging ("*ASC* 815"). The assessment considers whether the warrants are freestanding financial instruments pursuant to ASC 480, meet the definition of a liability pursuant to ASC 480, and whether the warrants meet all of the requirements for equity classification under ASC 815, including whether the warrants are indexed to the Company's own common stock and whether the warrant holders could potentially require "net cash settlement" in a circumstance outside of the Company's control, among other conditions for equity classification. This assessment, which requires the use of professional judgment, is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding.

For issued warrants that do not meet all the criteria for equity classification, the warrants are required to be recorded at their initial fair value on the date of issuance, and each balance sheet date thereafter. The Company accounts for the warrants issued in accordance with the guidance contained in ASC 815-40-15-7C, under which the warrants do not meet the criteria for equity treatment and must be recorded as liabilities. Accordingly, the Company classifies the warrants as liabilities at their fair value and adjusts the warrants to fair value at each reporting period. This liability is subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in the Company's condensed consolidated statement of operations.

Convertible Preferred Stocks

The Company evaluates and accounts for conversion options embedded in its convertible instruments in accordance with ASC 480 and ASC 815 to determine if those instruments or embedded components of those instruments qualify as derivatives and are subject to bifurcation accounting. The Company determines that the economic characteristics and risks of the embedded derivative instrument are clearly and closely related to the economic characteristics and risks of the host contract. The convertible instruments are accounted for as a single hybrid instrument. Additionally, the convertible instruments do not have any redemption features that would preclude permanent equity classification in accordance with the guidance contained in ASC 480-10-S99.

Advertising and Promotion Costs

Advertising costs are charged to expense as incurred and were $925 and $426 for the years ended December 31, 2023 and 2022, respectively. The Company also incurred product promotion costs for demonstration products delivered to prospective customers of $225 and $688 for the years ended December 31, 2023 and 2022, respectively. Advertising and promotion costs are included in selling, general and administrative expenses in the accompanying statements of operations.

Demonstration and Training Costs

The Company maintains a demonstration and training department as a part of its sales and marketing activities and does not charge for product demonstrations or training. Training is not a condition or requirement of sale as most sales are made through distributors to their end customers. The Company conducts local and regional in-person, webinar and on-line demonstrations and use of force and escalation training to support law enforcement agencies with no purchase requirement. Such training, when provided, may occur before or after initial or subsequent purchase or field deployment of the Company's products. The Company believes that law enforcement trainers and officers that have seen demonstrations or have been trained about its products are more supportive of their departments purchase and deployment of product.

Research and Development Costs

Research and development costs are expensed as incurred.

Contract Manufacturers

The Company employs contract manufacturers for production of certain components and sub-assemblies. The Company may provide parts and components to such parties from time to time but recognizes no revenue or markup on such transactions.

Leases

The Company adopted ASC Topic 842, Leases ("*Topic 842*") on January 1, 2019. In accordance with the guidance in Topic 842, the Company recognizes lease liabilities and corresponding right-of-use-assets for all leases with terms of greater than 12 months. Leases with a term of 12 months or less will be accounted for in a manner similar to the guidance for operating leases prior to the adoption of Topic 842. Refer to Note 9, Leases for more information.

Revenue Recognition

The Company adopted ASC Topic 606, Revenue from Contracts with Customers on January 1, 2018. The Company enters into contracts that include various combinations of products, accessories, software and services, each of which are generally distinct and are accounted for as separate performance obligations. Product sales include BolaWrap products and accessories. Other revenue includes VR revenues, service, training and shipping revenues.

The timing of revenue recognition may differ from the timing of invoicing to customers. The Company generally has an unconditional right to consideration when customers are invoiced, and a receivable is recorded. A contract asset is recognized when revenue is recognized prior to invoicing, or a contract liability (deferred revenue) when revenue will be recognized subsequent to invoicing. The Company recognizes an asset if there are incremental costs of obtaining a contract with a customer such as commissions. These costs are ascribed to or allocated to the underlying performance obligations in the contract. The Company may receive consideration, per terms of a contract, from customers prior to transferring goods to the customer. The Company records customer deposits as a contract liability. Additionally, the Company may receive payments, most typically for service and warranty contracts, at the onset of the contract and before the services have been performed. In such instances, a deferred revenue liability is recorded. The Company recognizes these contract liabilities as revenue after all revenue recognition criteria are met.

Estimated costs for the Company's standard warranty, generally one-year, are charged to cost of products sold when revenue is recorded for the related product. Royalties are also charged to cost of products sold.

Shipping and Handling Costs

Shipping and handling costs are included in cost of revenues. Shipping and handling costs invoiced to customers are included in revenue. Actual shipping and handling costs were $200 and $296 for the years ended December 31, 2023 and 2022, respectively. Actual revenues from shipping and handling were $37 and $109 for the years ended December 31, 2023 and 2022, respectively.

Warranty Reserves

The Company warrants its products and accessories to be free from defects in materials and workmanship for a period of one year from the date of purchase. The warranty is generally limited. The Company currently provides direct warranty service. International market warranties are generally similar to the US market.

The Company establishes a warranty reserve based on anticipated warranty claims at the time product revenues are recognized. Factors affecting warranty reserve levels include the number of units sold, anticipated cost of warranty repairs and anticipated rates of warranty claims. The Company evaluates the adequacy of the provision for warranty costs each reporting period. The warranty reserve was $72 and $125 at December 31, 2023 and 2022. Actual warranty costs could differ from estimates.

Segment Information

ASC Topic 280, "Segment Reporting," requires use of the "management approach" model for segment reporting. The management approach model is based on the way a company's management organizes segments within the company for making operating decisions and assessing performance. The Company operates as a single segment and will evaluate additional segment disclosure requirements as it expands its operations.

Income Taxes

No income tax expense was recorded for the periods ended December 31, 2023 and 2022 due to losses incurred. Deferred tax assets and liabilities are determined based on temporary differences between the bases of certain assets and liabilities for income tax and financial reporting purposes.

The Company maintains a valuation allowance with respect to deferred tax assets. The Company establishes a valuation allowance based upon the potential likelihood of realizing the deferred tax asset and taking into consideration the Company's financial position and results of operations for the current period. Future realization of the deferred tax benefit depends on the existence of sufficient taxable income within the carry-forward period under the Federal tax laws. Changes in circumstances, such as the Company generating taxable income, could cause a change in judgment about the realizability of the related deferred tax asset. Any change in the valuation allowance will be included in income in the year of the change in estimates.

Recently Issued Accounting Guidance

The Company has reviewed recently issued, but not yet effective, accounting pronouncements and does not believe the future adoptions of any such pronouncements will be expected to cause a material impact on its financial condition or the results of operations.

In July 2023, the SEC adopted the final rule under SEC Release No. 33-11216, Cybersecurity Risk Management, Strategy, Governance, and Incident Disclosure, requiring disclosure of material cybersecurity incidents on Form 8-K and periodic disclosure of a registrant's cybersecurity risk management, strategy and governance in annual reports. Regulation S-K Item 6 disclosure requirements under this rule will be effective for us in the fourth quarter of 2023. Incident disclosure requirements in Form 8-K will be effective for us on June 15, 2024. We are still evaluating for any impact on our financial statement disclosures from the adoption of this final rule.

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Note 2 - Revenues and Product Costs	**12 Months Ended Dec. 31, 2023**
Notes to Financial Statements	
Revenue from Contract with Customer [Text Block]	

2. REVENUES AND PRODUCT COSTS

Revenues consist of product revenue and other revenue. Product sales include BolaWrap products and accessories. Other revenue includes VR revenues, service, training and shipping revenues.

The table below details the activity in our contract liabilities during the year ended December 31, 2023.

	Customer Deposits	Deferred Revenue
Balance at January 1, 2023	$ -	$ 333
Additions, net	1,002	407
Transfer to revenue	-	(196)
Balance at December 31, 2023	$ 1,002	$ 544
Current portion	$ 1,002	$ 407
Long-term portion	$ -	$ 137

As of December 31, 2023, the Company's deferred revenue of $544 consisted of $139 related to BolaWrap extended warranties and services, $216 related to Intrensic extended warranties and services, $171 related to VR, and $18 related to training.

As of December 31, 2022, the Company's deferred revenue of $333 consisted of $198 related to VR, $11 related to training, and $124 related to BolaWrap extended warranties and services.

The Company recognizes an asset if there are incremental costs of obtaining a contract with a customer such as commissions. These costs are ascribed to or allocated to the underlying performance obligations in the contract and amortized consistent with the recognition timing of the revenue for any such underlying performance obligations. The Company had no such assets as of December 31, 2023 and 2022. The Company will apply the practical expedient to expense any sales commissions related to performance obligations with an amortization of one year or less when incurred within selling, general and administrative expense.

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Note 3 - Asset Acquisition	**12 Months Ended Dec. 31, 2023**
Notes to Financial Statements	
Asset Acquisition [Text Block]	

3. ASSET ACQUISITIONS

Pursuant to the Professional Services and Technology Acquisition Agreement (the "Services Agreement"), dated as of November 22, 2022, and as amended on April 2, 2023, by and among the Company, Lumeto, Inc. ("Lumeto") and Spatial Industries Group, Inc. (collectively, "Service Provider"), the Service Provider provides to the Company certain technology, services, and perpetual licenses for use within the Company's Wrap Reality virtual simulation training platform (the "Technology, Services, and License"), in consideration for a one-time cash payment upon the execution of the Services Agreement of $700,

The Company determined during 2023 that the intangible related to software developed by Lumeto would not have future economic benefit and the value of the intangible was written off as a loss on impairment of $700.

On August 9, 2023, the Company entered into a Membership Interest Purchase Agreement (the "Intrensic Purchase Agreement") by and among the Company, certain members of Intrensic, including Kevin Mullins, the Company's former Chief Executive Officer (collectively, "Sellers") and Buford Ortale, as the Seller's representative. Under the terms of the Intrensic Purchase Agreement, the Company agreed to purchase, and Sellers agreed to sell, 100% of the membership interests (the "Membership Interests") of Intrensic for the following consideration upon the consummation of the sale of the Membership Interests (the "Intrensic Closing"): (i) $553,588 in cash, subject to adjustment based upon the outstanding indebtedness of Intrensic and Intrensic's working capital as of the Intrensic

Closing; and (ii) 1,250,000 shares of Common Stock of the Company the "Intrensic Acquisition"). The Intrensic Acquisition closed on August 16, 2023, in accordance with the terms of the Purchase Agreement.

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Note 4 - Financial Instruments	12 Months Ended Dec. 31, 2023
Notes to Financial Statements	
Financial Instruments Disclosure [Text Block]	

4. FINANCIAL INSTRUMENTS

Assets and liabilities recorded at fair value on a recurring basis in the Consolidated Balance Sheets and assets and liabilities measured at fair value on a non-recurring basis or disclosed at fair value, are categorized based upon the level of judgment associated with inputs used to measure their fair values. The accounting guidance for fair value provides a framework for measuring fair value and requires certain disclosures about how fair value is determined. Fair value is defined as the price that would be received upon the sale of an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date. The accounting guidance also establishes a three-level valuation hierarchy that prioritizes the inputs to valuation techniques used to measure fair value based upon whether such inputs are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect market assumptions made by the reporting entity. The three-level hierarchy for the inputs to valuation techniques is briefly summarized as follows:

Level 1—Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date;

Level 2—Inputs are observable, unadjusted quoted prices in active markets for similar assets or liabilities, unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities; and

Level 3—Unobservable inputs that are significant to the measurement of the fair value of the assets or liabilities that are supported by little or no market data.

The Company's short-term investments consisting of US Treasury bill securities and Certificate of Deposits are classified as Level 1 because they are valued using quoted market prices.

The following table shows the Company's short-term investments by significant investment category as of December 31, 2023 and 2022.

	As of December 31, 2023			
	Adjusted Cost	Unrealized Gains	Unrealized Losses	Market Value
Level 1:				
Money Market Funds	$ 1,793	$ -	$ -	$ 1,793
Certificate of Deposits	7,500	-	-	7,500
Total Financial Assets	$ 9,293	$ -	$ -	$ 9,293

	As of December 31, 2022			
	Adjusted Cost	Unrealized Gains	Unrealized Losses	Market Value
Level 1:				
Money Market Funds	$ 3,004	$ -	$ -	$ 3,004
U.S. Treasury securities in short-term investments	9,849	100	-	9,949
Certificate of Deposits	4,000	-	-	4,000
Total Financial Assets	$ 16,853	$ 100	$ -	$ 16,953

Unrealized gains or losses resulting from our short-term investments are recorded in accumulated other comprehensive gain or loss as they are classified as available for sale. During the year ended December 31, 2023 and 2022, $0 and $100 was recorded to accumulated other comprehensive loss and gain, respectively.

Warrant liabilities are measured at fair value on a recurring basis. The subsequent measurement of the warrant liabilities as of December 31, 2023, is classified as Level 3 due to the use of an observable market quote in a non-active market and the management's assumption of the expected stock price volatility.

The following table presents the fair value in the beginning of the period, the changes in the fair value, and the fair value at the end of the period of warrant liabilities:

Level 3:	December 31, 2023
Fair value at inception or the beginning of the period	$ (7,717)
Change in fair value of warrant liabilities	(11,986)
Fair value as of December 31, 2023	$ (19,703)

The Company uses the modified Black-Scholes option pricing model to determine the fair value of warrant liabilities. The following table summarizes the assumptions used to compute the fair value of Warrants:

	As of December 31, 2023
Expected stock price volatility	143%
Risk-free interest rate	3.85%
Dividends yield	0%
Expected life of warrants (years)	4.50
Exercise price	$ 1.45

Our other financial instruments also include accounts receivable, accounts payable, accrued liabilities and business acquisition liabilities. Due to the short-term nature of these instruments, their fair values approximate their carrying values on the balance sheet.

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Note 5 - Inventories	12 Months Ended Dec. 31, 2023
Notes to Financial Statements	
Inventory Disclosure [Text Block]	

5. INVENTORIES

Inventory is recorded at the lower of cost or net realizable value. The cost of substantially all the Company's inventory is determined by the FIFO cost method. Inventories consisted of the following:

	December 31,	
	2023	2022
Finished goods	$ 3,521	$ 2,293
Raw materials	2,738	1,682
Reserve for Obsolescence	(465)	-
Inventories – net	$ 5,794	$ 3,975

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Note 6 - Property and Equipment	12 Months Ended Dec. 31, 2023
Notes to Financial Statements	
Property, Plant and Equipment Disclosure [Text Block]	

6. PROPERTY AND EQUIPMENT

Property and equipment consisted of the following:

	December 31,	
	2023	2022

Production and lab equipment	$ 542	$ 513
Tooling	562	448
Computer equipment	615	531
Furniture, fixtures and improvements	196	181
	1,915	1,673
Accumulated depreciation	(1,406)	(915)
Property and equipment, net	$ 509	$ 758

Depreciation expense was $479 and $475 for the years ended December 31, 2023 and 2022, respectively.

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Note 7 - Intangible Assets, Net and Goodwill

12 Months Ended
Dec. 31, 2023

Notes to Financial Statements

Intangible Assets Disclosure [Text Block]

7. INTANGIBLE ASSETS AND GOODWILL

Intangible Assets

Intangible assets consisted of the following:

	December 31, 2023	December 31, 2022
Amortizable intangible assets:		
Patents	$ 873	$ 575
Trademarks	248	150
Purchased software and technology	1,752	1,962
Customer Relationship	160	-
	3,033	2,687
Accumulated amortization	(806)	(462)
Total amortizable	2,227	2,225
Indefinite life assets (non-amortizable)	421	344
Total intangible assets, net	$ 2,648	$ 2,569

Amortization expenses were $345 and $287 for the years ended December 31, 2023 and 2022, respectively.

The purchase of Intrensic in August 2023 resulted in several intangible assets recognized on the balance sheet including $80 in trademarks, $490 in purchased technology and $160 in customer relationships.

The Company determined in December 2023 that the intangible related to software developed by Lumeto would not have future economic benefit and the value of the intangible was written down, incurring a loss on impairment of $700.

At December 31, 2023, annual amortization of intangible assets, based upon the Company's existing intangible assets and current useful lives, is estimated to be the following:

2024	$ 427
2025	422
2026	335
2027	185
2028	185
Thereafter	673
Total estimated amortization expense	$ 2,227

Goodwill

The table below summarizes the changes in the carrying amount of goodwill:

Balance at January 1, 2023	$ -
Acquired goodwill	1,610
Balance at December 31, 2023	$ 1,610

Goodwill acquired in 2023 relates to the purchase of Intrensic in August 2023.

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Note 8 - Accounts Payable and Accrued Liabilities

12 Months Ended
Dec. 31, 2023

Notes to Financial Statements

Accounts Payable and Accrued Liabilities Disclosure [Text Block]

8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

We are obligated to pay royalties pursuant to an exclusive Amended and Restated Intellectual Property License Agreement (the "License Agreement"), dated as of September 30, 2016, with Syzygy Licensing, LLC ("Syzygy"), a private technology invention, consulting and licensing company owned and controlled by Elwood G. Norris, a founder and former officer and current 5% stockholder of the Company, and James A. Barnes, a former officer and stockholder of the Company (see Note 16).

Accounts payable includes $14 and $127 due to Syzygy pursuant to the License Agreement as of December 31, 2023 and 2022, respectively.

Accrued liabilities consist of the following:

	December 31, 2023	December 31, 2022
Patent and legal costs	$ 21	$ 135
Accrued compensation	325	1,100
Warranty costs	72	125
Taxes and other	274	103
	$ 692	$ 1,463

Accrued compensation includes $0 and $1,022 in employee bonuses and commissions payable at December 31, 2023 and 2022, respectively.

Changes in our estimated product warranty costs were as follows:

	Year Ended December 31, 2023	Year Ended December 31, 2022
Balance, beginning of period	$ 125	$ 96
Warranty settlements	(169)	(181)
Warranty provision	116	210
Balance, end of period	$ 72	$ 125

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Note 9 - Leases

12 Months Ended
Dec. 31, 2023

Notes to Financial Statements

Lessee, Operating Leases [Text Block]

9. LEASES

The Company determines if an arrangement is a lease at inception. The guidance in FASB ASC Topic 842, *Leases* defines a lease as a contract, or part of a contract,

that conveys the right to control the use of identified property, plant, or equipment (an identified asset) for a period of time in exchange for consideration. Operating lease right of use *("ROU")* assets and lease liabilities are recognized based on the present value of future minimum lease payments over the lease term at commencement date. The Company's leases do not provide an implicit rate. Due to a lack of financing history or ability, the Company uses an estimate of low-grade debt rate published by the Federal Reserve Bank as its incremental borrowing rate based on the information available at the commencement date in determining the present value of future payments. The ROU asset includes any lease payments made and excludes lease incentives and initial direct costs incurred.

For leases beginning on or after January 1, 2019, lease components are accounted for separately from non-lease components for all asset classes. On January 21, 2023, the Company's lease was amended to extend the expiration date to July 31, 2025. Upon execution of the amendment, which was deemed a lease modification, the Company reassessed the lease liability using the discount rate determined at the modification date and recorded an additional ROU asset for the same amount. The Company's lease contains renewal provisions and escalating rental clauses and generally requires the Company to pay utilities, insurance, taxes and other operating expenses. The renewal provisions of the existing lease agreement were not included in the determination of the operating lease liabilities and the ROU assets. The Company also reassessed the lease classification and concluded that the lease continues to be an operating lease.

Amortization of ROU operating lease assets was $138 and $101 for the years ended December 31, 2023 and 2022, respectively.

Operating lease expense for capitalized operating leases included in operating activities was $177 and $118 for the years ended December 31, 2023 and 2022, respectively. Operating lease obligations recorded on the balance sheet at December 31, 2023 are:

Operating lease liability- short term	$	616
Operating lease liability - long term		1,671
Total Operating Lease Liability	$	2,287

Future lease payments included in the measurement of lease liabilities on the balance sheet at December 31, 2023 for future periods are as follows

2024	$	443
2025		567
2026		507
2027		522
2028		538
Thereafter		1,271
Total future minimum lease payments		3,848
Less imputed interest		(1,561)
Total	$	2,287

The weighted average remaining lease term is 6.77 years, and the weighted average discount rate is 14.2%.

Certain leases contain provisions for payment of real estate taxes, insurance and maintenance costs by the Company. These expenses are treated as variable lease payments and recognized in the period in which the obligation for those payments was incurred. The Company had $8 and $39 variable lease expenses during the year December 31, 2023 or 2022.

The Company had $92 and $11 short-term lease expense during the year December 31, 2023, or 2022. The Company does not have any finance leases.

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Note 10 - Warrants

12 Months Ended
Dec. 31, 2023

Notes to Financial Statements
Warrants [Text Block]

10. WARRANTS

On June 29, 2023, the Company entered into a Securities Purchase Agreement (the "Series A Purchase Agreement") with certain directors of the Company and certain accredited and institutional investors (collectively, the "Series A Investors"), pursuant to which it agreed to sell to the Series A Investors in a registered direct offering (the "Series A Offering") (i) an aggregate of 10,000 shares of the Company's newly-designated Series A Convertible Preferred Stock, with par value $0.0001 per share and a stated value of $1,000 per share (the "Series A Preferred Stock"), initially convertible into up to 6,896,553 shares of the Company's common stock, at an initial conversion price of $1.45 per share (the "Conversion Price"), and (ii) warrants to acquire up to an aggregate of 6,896,553 shares of Common Stock (the "Series A Warrants").

Each Series A Warrant has an exercise price of $1.45, became exercisable after the date that was six months from the date of issuance and will expire 5 years following the date of issuance. The exercise price is subject to customary adjustments for stock dividends, stock splits, reclassifications and the like, and subject to price-based adjustment, on a "full ratchet" basis, in the event of any issuances of Common Stock, or securities convertible, exercisable or exchangeable for Common Stock, at a price below the then-applicable exercise price (subject to certain exceptions). The closing of the Offering occurred on July 3, 2023. The aggregate gross proceeds from the Offering were $10,000, of which $7,717 was allocated to the Warrants. The Company expects to use the net proceeds from the Offering for general corporate purposes.

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Note 11 - Debt

12 Months Ended
Dec. 31, 2023

Notes to Financial Statements
Debt Disclosure [Text Block]

11. DEBT

The Company's debt at December 31, 2023 and 2022 included operating lease liabilities (see Note 9).

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Note 12 - Stockholders' Equity

12 Months Ended
Dec. 31, 2023

Notes to Financial Statements
Equity [Text Block]

12. STOCKHOLDERS' EQUITY

The Company's authorized capital consists of 150,000,000 shares of Common Stock and 5,000,000 shares of preferred stock, par value $0.0001 per share ("Preferred Stock"), of which 10,000 are designated as Series A Preferred Stock.

On July 3, 2023, the Company filed the Certificate of Designations with the State of Delaware, designating 10,000 shares of its Preferred Stock as Series A Convertible Preferred Stock. The terms of the Series A Preferred Stock are as set forth in the form of Certificate of Designations of the Series A Preferred Stock (the "Certificate of Designations"). The Series A Preferred Stock is convertible into shares of common stock (the "Conversion Shares") at the election of the holder at any time at an initial conversion price of $1.45. The Conversion Price is subject to customary adjustments for stock dividends, stock splits, reclassifications and the like, and subject to price-based adjustment in the event of any issuances of common stock, or securities convertible, exercisable or exchangeable for common stock, at a price below the then-applicable Conversion Price (subject to certain exceptions).

The holders of the Series A Preferred Stock are entitled to dividends of 8% per annum, compounded monthly, which are payable in cash or shares of Common Stock, or a combination thereof, at the Company's option in accordance with the terms of the Certificate of Designations. Upon the occurrence and during the continuance of a Triggering Event (as defined in the Certificate of Designations), the Series A Preferred Stock will accrue dividends at the rate of 20% per annum. If the Company elects to pay any dividends in shares of Common Stock, the Conversion Price used to calculate the number of shares issuable will equal to the lower of (i) the then applicable Conversion Price and (ii) 85% of the arithmetic average of the three (3) lowest closing prices of the Common Stock during the twenty (20) consecutive trading day period ending on the trading day immediately preceding the dividend payment date, provided that such price shall not be lower than the lower of (x) $0.2828 (subject to adjustment for stock splits, stock dividends, stock combinations, recapitalizations or other similar events) and (y) 20% of the "Minimum Price" (as defined in Nasdaq Stock Market Rule 5635) on the date of the Stockholder Approval (subject to adjustment for stock splits, stock dividends, stock combinations, recapitalizations or other similar events) or, in any case, such lower amount as permitted, from time to time, by the Nasdaq Stock Market.

The holders of the Series A Preferred Stock have no voting rights, other than with respect to certain matters affecting the rights of the Series A Preferred Stock.

The Company may require holders to convert their shares of Series A Preferred Stock into shares of Common Stock if the closing price of the Company's Common Stock exceeds $8.00 per share (subject to adjustment for stock splits, stock dividends, stock combinations, recapitalizations or other similar events) for 20 consecutive trading days and the daily dollar trading volume of the Common Stock exceeds $2,000,000 per day during the same period, provided that certain equity conditions described in the Certificate of Designations are satisfied.

At any time beginning 18 months from the date of the issuance, provided that provided that that the Company has filed all reports required to be filed by it pursuant to the Exchange Act on a timely basis for a continuous period of one year and provided further that certain equity conditions described in the Certificate of

Designations are satisfied, the Company has the right to redeem in cash all or some of the shares of the Series A Preferred Stock outstanding at such time at a redemption price equal to the product of (x) 125% multiplied by (y) the sum of (A) the stated value of the Series A Preferred Stock plus (B) all declared and unpaid Dividends on such Preferred Stock and any other unpaid amounts then due and payable hereunder with respect to such Series A Preferred Stock, plus (C) the make-whole amount, plus (D) any accrued and unpaid late charges with respect to such stated value and amounts payable pursuant to clause (B) as of such date of determination.

On August 19, 2024, the Company entered into an Amendment Agreement (the "Series A Amendment") with the Required Holders (as defined in the Certificate of Designations). Pursuant to the Series A Amendment, the Required Holders agreed that (A) the unpaid and accrued dividends on the Series A Preferred Stock due July 1, 2024 (the "July Delinquent Dividend Amount"), shall be payable, at the option of the Company, in (i) cash and/or (ii) shares of Common Stock, at a price per share of Common Stock equal to the lower of (x) $1.00 and (y) the Dividend Conversion Price (as defined in the Certificate of Designations), using July 1, 2024, as the applicable date of determination in accordance with the Certificate of Designations; (B) the dividends due on October 1, 2024 (the "October Dividend Amount" and, together with the July Delinquent Dividend Amount, the "Delinquent Dividend Amounts"), shall be payable in shares of Common Stock based on a per share price of Common Stock equal to 80% of the arithmetic average of the three (3) lowest closing sale prices of the Common Stock during the month of September 2024; and (C) such Delinquent Dividend Amounts and any Dividend Balance Shares (as defined in the Certificate of Designations), with respect thereto, if applicable, shall be delivered on October 1, 2024. The Company and the Required Holders further agreed pursuant to the Agreement to amend (i) the Certificate of Designations, as described below, by filing a Certificate of Amendment to the Certificate of Designations (the "Certificate of Amendment") and (ii) the Series A Purchase Agreement to amend the definition of "Excluded Securities."

The Certificate of Amendment amends the Certificate of Designations to, among other things, (A) allow for the payment of dividends in the form of Common Stock to a holder of the Series A Preferred Stock who serves as a director, officer or employee of the Company; provided that such issuance is approved by the Company's stockholders prior to such issuance, and (B) amend certain conditions required for (i) a mandatory conversion of the Series A Preferred Stock, and (ii) the Company's right to redeem, all or a portion, of the Series A Preferred Stock outstanding pursuant to an optional redemption, in each case, pursuant to the terms of the Certificate of Designations. The Certificate of Amendment was filed with the Secretary of State of the State of Delaware on August 23, 2024.

$2,036 of the net proceeds less transaction cost of the Series A Purchase Agreement was allocated to the Series A Preferred Stock. For the year ended December 31, 2023, authorized and declared dividends totaling $392 of which $58 was paid in cash $232 was paid in shares of the Company's Common Stock and the balance of $102 was accrued in payables as of December 31, 2023. As of December 31, 2023, 102 Shares of Series A Preferred Stock were converted into approximately 77 thousand shares of Common Stock.

The Company's failure to timely file its Annual Report on Form 10-K for the year ended December 31, 2023, its Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 and its Quarterly Report on Form 10-Q for the quarter ended June 30, 2024, each constituted a Triggering Event (the "Filing Triggering Events") and equity conditions failures pursuant to the terms of the Certificate of Designations. As a result, the dividend rate of the Series A Preferred Stock was automatically increased to 20% per annum beginning on April 16, 2024, or the filing deadline of the Form 10-K for the year ended December 31, 2023, and shall continue until such date as the Filing Triggering Event is cured. As of the date of this Annual Report on Form 10-K for the year ended December 31, 2023, the Filing Triggering Event has not been cured.

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Note 13 - Share-based Compensation

Notes to Financial Statements

Share-Based Payment Arrangement [Text Block]

12 Months Ended
Dec. 31, 2023

13. SHARE-BASED COMPENSATION

On March 31, 2017, the Company adopted, and the stockholders approved, the 2017 Stock Incentive Plan (the "*Plan*") authorizing 2,000,000 shares of Common Stock for issuance as awards to employees, directors or consultants. In May 2019, the stockholders authorized an increase in the Plan authorizing an additional 2,100,000 shares of Common Stock, in June 2020 authorized an additional 1,900,000 shares of Common Stock, in June 2021 authorized an additional 1,500,000 shares of Common Stock and in June 2022 authorized an additional 1,500,000 shares of Common Stock, for a total of 9,000,000 shares subject to the Plan. At December 31, 2023, there were 1,391,183 shares of Common Stock remaining available for grant under the Plan.

The Company generally recognizes share-based compensation expense on the grant date and over the period of vesting or period that services will be provided. In April 2023, the Company recognized severance acceleration of $112 of share-based compensation expense resulting from the resignation of the Company's former Chief Executive Officer and Chief Operating Officer due to a reduction in force that resulted in changes in the composition of the executives of the Company.

The following table summarizes stock option activity for the year ended December 31, 2023:

	Options on Common Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding January 1, 2023	5,491,399	$ 3.72	5.96	$ 92
Granted	2,592,309	$ 1.68		
Exercised	(123,056)	$ 1.69		
Forfeited, cancelled, expired	(3,303,017)	$ 3.80		
Outstanding December 31, 2023	4,657,635	$ 2.52	8.75	$ 3,979
Exercisable December 31, 2023	1,160,580	$ 4.02	7.86	$ 274

At December 31, 2023, there were 2,675,071 service-based stock options outstanding, and 1,982,564 performance-based stock options outstanding, of which 692,398 performance-based stock options were granted in April 2022 to the Company's previous Chief Executive Officer and 1,290,166 were granted in October 2023 to the Company's current Chief Executive Officer subject to future market capitalization targets.

The Company uses the Black-Scholes option pricing model to determine the fair value of service-based options granted. The following table summarizes the assumptions used to compute the fair value of options granted to employees and non-employees:

	For the Year Ended December 31,	
	2023	2022
Expected stock price volatility	76%	49%
Risk-free interest rate	4.21%	2.47%
Forfeiture rate	0%	0%
Expected dividend yield	0%	0%
Expected life of options – years	6.00	5.96
Weighted-average fair value of options granted	$ 1.33	$ 0.88

Estimated volatility is a measure of the amount by which the Company's stock price is expected to fluctuate each year during the expected life of awards. The Company's estimated volatility was based on an average of the historical volatility of peer entities whose stock prices were publicly available. The Company's calculation of estimated volatility is based on historical stock prices of these peer entities over a period equal to the expected life of the awards. The Company uses the historical volatility of peer entities due to the lack of sufficient historical data of its stock price. The Company records forfeitures as they are incurred.

The risk-free interest rate assumption is based upon observed interest rates on zero coupon U.S. Treasury bonds whose maturity period is appropriate for the term of the options. The dividend yield of zero is based on the fact that the Company has never paid cash dividends and has no present intention to pay cash dividends. The Company calculates the expected life of the options using the Simplified Method for the employee stock options as the Company does not have sufficient historical exercise data.

The Company used the Monte Carlo Simulation Model to value at the grant date the aggregate of 1,290,166 market condition performance options granted in October 2023 to the Company's Chief Executive Officer. The assumptions used in the Monte Carlo Simulation were stock price on date of grant of $1.40, contract term of 10 years, expected volatility of 76% and risk-free interest rate of 4.65 %. Vesting is based on sustained market capitalization of $100 million, $150 million and $200 million and expected to be exercised at the midpoint of the vesting period resulted in implied service periods ranging from approximately 1 to 3 years.

Stock option expense was $967 and $1,770 for the years ended December 31, 2023 and 2022, respectively.

The following table summarizes information about stock options outstanding at December 31, 2023:

Range of	Number	Weighted Average Remaining Contractual	Weighted Average Exercise	Number	Weighted Average Exercise

Exercise Prices			Outstanding	Life (Years)		Price	Exercisable		Price
1.00	–	2.00	2,084,503	9.59	$	1.44	75,527	$	1.79
2.01	–	3.00	1,675,699	8.00	$	2.76	487,967	$	2.69
3.01	–	4.00	250,000	10.00	$	3.10	-	$	-
4.01	–	25.00	647,433	5.57	$	5.39	597,086	$	5.39

Restricted Stock Units

The Plan provides for the grant of restricted stock units ("*RSUs*"). RSUs are settled in shares of the Company's Common Stock as the RSUs become vested. The following table summarizes RSU activity for the years ended December 31, 2023 and 2022:

	Service-Based RSU's		Weighted Average Grant Date Fair Value	Weighted Average Vesting Period (Years)
Unvested at January 1, 2022	269,303	$	6.47	2.0
Granted - service based	988,850	$	2.49	
Vested	(268,548)	$	4.13	
Forfeited and cancelled	(67,273)	$	6.45	
Unvested at December 31, 2022	922,332	$	2.88	2.11
Granted - service based	1,289,784	$	1.41	
Vested	(1,056,360)	$	1.83	
Forfeited and cancelled	(345,168)	$	2.70	
Unvested at December 31, 2023	810,588	$	1.73	2.52

482,143 of the 1,289,784 RSUs granted included in the table above were granted in October 2023 are performance based RSUs, subject to vesting terms based on future market capitalization.

RSU expense was $1,018 and $1,455 for the years ended December 31, 2023 and 2022, respectively.

Share-Based Compensation Expense

The Company recorded share-based compensation in its statements of operations for the relevant periods for options and RSUs as follows:

	For the Year Ended December 31,			
	2023		2022	
Selling, general and administrative	$	1,696	$	2,684
Research and development		289		541
Total share-based expense	$	1,985	$	3,225

As of December 31, 2023, total estimated compensation cost of stock options granted and outstanding but not yet vested was $3,103 which is expected to be recognized over the weighted average period of 2.65 years.

As of December 31, 2023, total estimated compensation cost of RSUs granted and outstanding but not yet vested was $1,144 which is expected to be recognized over the weighted average period of 1.81 years.

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Note 14 - Defined Contribution Plan	12 Months Ended Dec. 31, 2023
Notes to Financial Statements	
Defined Contribution Plan [Text Block]	

14. DEFINED CONTRIBUTION PLAN

The Company has a defined contribution savings plan for all eligible U.S. employees established under the provisions of Section 401(k) of the Internal Revenue Code. This plan was formed on January 1, 2022. Eligible employees may contribute a percentage of their salary subject to certain limitations. The Company's contributions for the years ended December 31, 2023 and 2022, was $0 and $0, respectively.

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Note 15 - Commitments and Contingencies	12 Months Ended Dec. 31, 2023
Notes to Financial Statements	
Commitments and Contingencies Disclosure [Text Block]	

15. COMMITMENTS AND CONTINGENCIES

Facility Lease

In November 2023, the Company commenced a lease in an office building located at 3480 Main Highway, Coconut Grove, Florida. The lease of 4,487 square feet for an initial term of 94 months, including 5 months of rent abatement in the first two years of the lease. The aggregate monthly payments will restart in 2024 for $40 per month, increasing 3% each year through the lease term, plus other certain costs and charges as specified in the lease agreement.

Our executive offices, sales, training, assembly, and warehouse facilities are located at 1817 West 4th Street, Tempe, Arizona. The lease of 11,256 square feet commenced in June 2019 and was for an initial lease term through July 2022. In January 2022 we renewed this lease for three years with aggregate monthly payments of $10 commencing August 2022, increasing 4% annually through the term ending July 31, 2025.

Related Party Technology License Agreement

The Company is obligated to pay royalties and development and patent costs pursuant to an exclusive Amended and Restated Intellectual Property License Agreement dated as of September 30, 2016, with Syzygy, a company owned and controlled by stockholder/consultant Mr. Elwood Norris and stockholder/consultant Mr. James Barnes. The agreement provides for royalty payments of 4% of revenue from products employing the licensed ensnarement device technology up to an aggregate of $1,000 in royalties or until September 30, 2026, whichever occurs earlier. The Company recorded $199 and $274 for royalties incurred during the years ended December 31, 2023 and 2022, respectively. Maximum payout still available under this arrangement is $81.

Purchase Commitments

At December 31, 2023 the Company was committed for approximately $662 for future component deliveries that are generally subject to modification or rescheduling in the normal course of business

Indemnifications and Guarantees

Our officers and directors are indemnified as to personal liability as provided by the Delaware law and the Company's articles and bylaws. The Company may also undertake indemnification obligations in the ordinary course of business related to its operations. The Company is unable to estimate with any reasonable accuracy the liability that may be incurred pursuant to any such indemnification obligations now or in the future. Because of the uncertainty surrounding these circumstances, the Company's current or future indemnification obligations could range from immaterial to having a material adverse impact on its financial position and its ability to continue in the ordinary course of business. The Company has no liabilities recorded for such indemnities.

Regulatory Agencies

The Company is subject to oversight from regulatory agencies regarding firearms that arises in the ordinary course of its business.

Litigation

The Company is subject to litigation and other claims in the ordinary course of business. The Company records a provision for a liability relating to legal matters when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. These provisions are reviewed and adjusted to include the impacts of negotiations, estimated settlements, legal rulings, advice of legal counsel, and other information and events pertaining to a particular matter. At December 31, 2023, we had no provision for liability under existing litigation.

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Note 16 - Related Party Transactions

12 Months Ended
Dec. 31, 2023

Notes to Financial Statements

Related Party Transactions Disclosure [Text Block]

16. RELATED PARTY TRANSACTIONS

Series A Preferred Stock

On June 29, 2023, the Company entered into the Series A Purchase Agreement with certain investors, including Scot Cohen, the Company's Chief Executive Officer, and V4 Global LLC ("V4"). Mr. Cohen has voting and dispositive control with respect to the securities as is deemed to be the beneficial owner of the securities held by V4. Pursuant to the Series A Purchase Agreement, the Company issued Mr. Cohen and V4 an aggregate of 3,000 shares of Series A Preferred Stock and Series A Warrants to purchase up to an aggregate of 2,068,966 shares of Common Stock for aggregate gross proceeds of $3,000.

Consulting Services

Commencing in October 2017, the Company began reimbursing Mr. Elwood Norris, a former officer, current 5% stockholder and consultant of the Company, $1.5 per month on a month-to-month basis for laboratory facility costs and $7.5 per month on a month-to month basis for invention consulting services, for an aggregate of $108 during each of the years ended December 31, 2023, and 2022.

The Company is obligated to pay royalties and development and patent costs pursuant to an exclusive Amended and Restated Intellectual Property License Agreement dated September 30, 2016, with Syzygy Licensing, LLC ("Syzygy"), a company owned and controlled by a 5% stockholder of the Company, Mr. Elwood Norris, and a former officer of the Company, Mr. James Barnes. The agreement provides for royalty payments of 4% of revenue from products employing the licensed ensnarement device technology up to an aggregate of $1,000 in royalties or until September 30, 2026, whichever occurs earlier. During the years ended December 31, 2023, and 2022 the Company incurred royalties to Syzygy of $199 and $274, respectively.

Intrensic Acquisition

On August 9, 2023, the Company entered into the Intrensic Purchase Agreement with the Sellers, including Kevin Mullins, the Company's former Chief Executive Officer. Under the terms of the Intrensic Purchase Agreement, the Company agreed to purchase, and Sellers agreed to sell, 100% of the Membership Interests of Intrensic for the following consideration upon the Intrensic Closing: (i) $554 in cash, subject to adjustment based upon the outstanding indebtedness of Intrensic and Intrensic's working capital as of the Intrensic Closing; and (ii) 1,250,000 shares of Common Stock of the Company. The Intrensic Acquisition closed on August 16, 2023, in accordance with the terms of the Intrensic Purchase Agreement.

See Notes 8 and 15 for additional information on related party transactions and obligations.

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Note 17 - Income Taxes

12 Months Ended
Dec. 31, 2023

Notes to Financial Statements

Income Tax Disclosure [Text Block]

17. INCOME TAXES

Until its reverse recapitalization on March 31, 2017, the Company was treated as a partnership for federal and state income tax purposes and did not incur income taxes. The Company accounts for income taxes under ASC 740. Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Accounting standards require the consideration of a valuation allowance for deferred tax assets if it is "more likely than not" that some component or all of the benefits of deferred tax assets will not be realized.

The provision/(benefit) for Income Taxes for the years ended December 31, 2023 and 2022, consists of the following:

	Year Ended December 31,	
	2023	2022
Current Tax Expense/(Benefit)		
Deferred Tax Expense/(Benefit)	$ (4,333)	$ 3,756
Change in Valuation Allowance	4,333	(3,756)
Income Tax Provision/(Benefit)	$ -	$ -

The Company's effective income tax rate is different from the federal statutory tax rate in 2023 predominantly due to the valuation allowance, permanent differences, and state taxes. A reconciliation of the statutory U.S. Federal Tax Rate to the Company's Effective Tax Rate is as follows:

	Year Ended December 31,	
	2023	2022
U.S. Statutory Federal Income Tax Rate	$ (6,355)	$ 3,700
State Income Taxes, net of Federal Income tax Benefit	(421)	345
Permanent differences and other	2,433	(289)
Valuation Allowance	4,333	(3,756)
Income Tax Provision/(Benefit)	$ -	$ -

Deferred income taxes represent the tax effect of transactions that are reported in different periods for financial and tax reporting purposes. The combined temporary differences and carryforwards of each tax paying component of the Company that give rise to a significant portion of the deferred income tax benefits and liabilities are as follows as of December 31, 2023 and 2022:

	Year Ended December 31,	
	2023	2022
Deferred income tax assets:		
Net operating loss carryforwards	$ 17,002	$ 14,898
Sec. 174 capitalization	1,494	-
Research and development credits	81	65
Stock Based Compensation	1,447	1,216
Accruals and Other	995	324
Total deferred tax assets (gross)	21,018	16,503
Less valuation allowance	(20,302)	(15,969)
Net deferred tax assets	716	534
Deferred income tax liabilities:	-	-
Depreciation and other	(716)	(534)
Net deferred tax liabilities	$ (716)	$ (534)
Net deferred income taxes	$ -	$ -

As of December 31, 2023, the Company had available federal net operating loss carryforwards of approximately $703 which begin to expire in 2037, and approximately $78.8 million which will never expire. The Company has available state net operating loss carryforwards of approximately $30.8 million as of December 31, 2023, which begin to expire in 2037. As of December 31, 2023, the Company has federal research and development tax credits of approximately $81.

The Company has provided a valuation allowance against the Company's deferred tax assets, since, in the opinion of management, based upon the earnings history of the Company, it is not more likely than not that the benefits will be realized. All or a portion of the remaining valuation allowance may be reduced in future years based on an assessment of earnings sufficient to fully utilize these potential tax benefits.

ASC 740 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under ASC 740, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely that not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The Company has no material uncertain tax positions that qualify for either recognition or disclosure in consolidated financial statements.

It is the Company's policy to recognize interest and/or penalties related to income tax matters in income tax expense. As of December 31, 2023 and 2022, the Company has accrued no interest and no penalties related to uncertain tax positions. The Company does not have any federal, or state and local income tax returns currently under examination.

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Note 18 - Major Customers and Related Information | **12 Months Ended Dec. 31, 2023**

Notes to Financial Statements

Concentration Risk Disclosure [Text Block]

18. MAJOR CUSTOMERS AND RELATED INFORMATION

Major Customers

For the year ended December 31, 2023, revenues from one distributor accounted for approximately 37% of revenues with no other single customer accounting for more than 10% of total revenues. Accounts receivable from one distributor accounted for 67% of net accounts receivable at December 31, 2023.

For the year ended December 31, 2022, revenues from two distributors accounted for approximately 36% and 25% of revenues with no other single customer accounting for more than 10% of total revenues. Accounts receivable from one distributor accounted for 70% of net accounts receivable at December 31, 2022.

The following table summarizes revenue by geographic region. Revenue is attributed to countries based on customer's delivery location.

	For the Year Ended December 31,	
	2023	2022
Americas	$ 3,773	$ 5,315
Europe, Middle East and Africa	2,302	2,487
Asia Pacific	58	247
Total revenues	$ 6,133	$ 8,049

See Note 1 – *Concentrations of Risks* for information on reliance on suppliers.

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Note 19 - Business Combination | **12 Months Ended Dec. 31, 2023**

Notes to Financial Statements

Business Combination Disclosure [Text Block]

19. BUSINESS COMBINATION

On August 8, 2023, the Company entered into the Intrensic Purchase Agreement with the Sellers. The Intrensic Closing occurred on August 16, 2023. Under the terms of the Intrensic Purchase Agreement, the Company agreed to purchase, and Sellers agreed to sell, the Membership Interests for the following consideration at the Intrensic Closing: (i) $554 in cash, subject to adjustment based upon the outstanding indebtedness of Intrensic and Intrensic's working capital as of the Intrensic Closing; and (ii) 1,250,000 shares of Common Stock of the Company valued at approximately $1,938.

The Company assessed the historical financial information of Intrensic to determine if it would materially impact the Company's historical financial statements for the purposes of disclosing proforma financial information. The Company determined that in the current or prior reporting periods the acquired business contributed immaterially to the Company's financial statements. Therefore, a pro forma disclosure of the Company as if the business combination had occurred is not warranted under ASC 805.

The table below sets forth the allocation of the fair value of Intrensic's net assets acquired and the corresponding line item in the Company's consolidated balance sheet at the date of acquisition. Intangible assets were valued using established valuation techniques, as follows: Technology and trade names and trademarks were valued using the relief-from-royalty method, whereby the benefit of ownership of the intellectual property is valued as the relief from the royalty expense that would otherwise be incurred.

Customer relationships were valued using the multi-period excess earnings method under the income approach.

Cash and cash equivalents	$ 3
Accounts receivable	91
Inventory	61
Technology (included in Intangibles)	490
Customer relationships (included in Intangibles)	160
Trademarks and trade names (included in Intangibles)	80
Goodwill	1,610
Total assets	**$** 2,495
Liabilities	3
Equity	2,492
Total liabilities and equity	**$** 2,495
Purchase Price:	
Cash	554
Equity	1,938
Liabilities assumed	3
Total	**$** 2,495

Legal fees incurred in connection with the transaction totaled approximately $38 and have been expensed as incurred.

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Note 20 - Subsequent Events | **12 Months Ended Dec. 31, 2023**

Notes to Financial Statements

Subsequent Events [Text Block]

20. SUBSEQUENT EVENTS

On January 5, 2024, Chris DeAlmeida's employment as Chief Financial Officer of the Company was terminated without cause, effective immediately, pursuant to a Separation Agreement and Mutual Release of Claims. The termination of Mr. DeAlmeida's employment was not the result of any disagreement regarding any matter relating to the Company's operations, policies, or practices.

On January 14, 2024, the Board of Directors appointed Scot Cohen the position of Executive Chairman and Chief Executive Officer. In connection therewith, the Company and Mr. Cohen entered into an amendment, dated January 14, 2024, to Mr. Cohen's Employment Agreement, dated October 12, 2023, to among other things, reflect Mr. Cohen's new title.

In connection with Mr. Cohen's appointment as Chief Executive Officer, on January 14, 2024, the Board of Directors approved an amendment to the Non-Statutory Stock Option Agreement, dated as of October 12, 2023, between the Company and Mr. Cohen, providing that the stock options issued thereunder shall vest in four annual installments, provided that Mr. Cohen is still employed by the Company or an affiliate of the Company on the applicable vesting date. The other terms of the stock options remain unchanged. In addition, on January 18, 2024, the Board granted Mr. Cohen an award of 632,911 restricted shares of Common Stock of the Company under the Company's 2017 Equity Compensation Plan, vesting upon the achievement of certain performance goals.

On January 14, 2024, the Board of Directors appointed Kevin Mullins to the position of President. In connection therewith, the Company and Mr. Mullins entered into an amendment, dated January 14, 2024, to Mr. Mullins's Employment Agreement, dated April 13, 2022 to, among other things, reflect Mr. Mullin's new title.

On April 5, 2024, the Board of Directors appointed Mr. Cohen to the position of Interim Principal Financial Officer and Principal Accounting Officer.

On April 24, 2024, the Company received notice from Rosenberg Rich Baker Berman, P.A. ("RRBB P.A.") that it had resigned as the Company's independent registered public accounting firm, effective immediately. The reports of RRBB P.A. on the Company's financial statements for the fiscal years ended December 31,

2022 and December 31, 2021, did not contain an adverse opinion or a disclaimer of opinion, and were not qualified or modified as to uncertainty, audit scope, or accounting principles. During the fiscal years ended December 31, 2022, and December 31, 2021, and the subsequent interim period through April 24, 2024, there were no disagreements (as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions to Item 304 of Regulation S K) with RRBB P.A. on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of RRBB P.A., would have caused RRBB P.A. to make reference to the subject matter of the disagreements in connection with its reports on the Company's financial statements for such years. Also during this time, there were no "reportable events," as defined in Item 304(a)(1)(v) of Regulation S K.

On May 7, 2024, Kevin Mullins notified the Company of his intention to resign from his position as President of the Company, effective May 23, 2024. Mr. Mullins' resignation was not the result of any disagreement regarding any matter relating to the Company's operations, policies, or practices.

On May 7, 2024, the Audit Committee of the Board of Directors engaged HTL International, LLC ("HTL") as the Company's independent registered public accounting firm for the fiscal year ended December 31, 2023, effective May 7, 2024. During the fiscal years ended December 31, 2023, 2022 and 2021, and the subsequent interim period from January 1, 2024 through May 7, 2024, neither the Company nor anyone on its behalf has consulted with HTL regarding (i) the application of accounting principles to any specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's consolidated financial statements, and neither a written report nor oral advice was provided to the Company that HTL concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing or financial reporting issue, or (ii) any matter that was either the subject of a "disagreement" as defined in Item 304(a)(1)(iv) of Regulation S-K, or a "reportable event" as defined in Item 304(a)(1)(v) of Regulation S-K.

On May 28, 2024, Kevin Mullins, tendered his resignation from his role as director of the Company, effective as of May 28, 2024. Mr. Mullins's resignation from the Board of Directors was not in connection with any disagreement between Mr. Mullins and the Company, its management, the Board of Directors or any committee of the Board of Directors on any matter relating to the Company's operations, policies or practices, or any other matter.

Nasdaq Deficiency Notice

On April 18, 2024, the Company received a notice (the "Initial Notice") from the Listing Qualifications Staff of the Nasdaq Stock Market LLC ("Nasdaq") notifying the Company that as it has not yet filed its Annual Report on Form 10-K (the "2023 Form 10 K") for the year ended December 31, 2023, the Company is not in compliance with Listing Rule 5250(c)(1) (the "Listing Rule") for continued listing on Nasdaq. Additionally, on May 17, 2024, the Company received a notice (the "May Notice") from Nasdaq notifying the Company that as it has not yet filed its Quarterly Report on Form 10-Q (the "Q1 Form 10 Q") for the three months ended March 31, 2024, that the Company is not in compliance with the Listing Rule.

On August 16, 2024, the Company received a notice (the "August Notice," and collectively with the Initial Notice and the May Notice, the "Notices") from Nasdaq notifying the Company that as it has not yet filed its Quarterly Report on Form 10-Q (the "Q2 Form 10 Q," and collectively with the 2023 Form 10-K and Q1 Form 10-Q, the "Delinquent Filings") for the six months ended June 30, 2024, that the Company is not in compliance with the Listing Rule for continued listing on Nasdaq

The Company previously submitted a plan to Nasdaq to regain compliance with respect to the delinquent 2023 Form 10-K and Q1 Form 10-Q (the "Plan"), and Nasdaq granted an exception until August 30, 2024, to file the delinquent 2023 Form 10-K and Q1 Form 10-Q. Pursuant to the August Notice, the Company is required to submit an update to the Plan to Nasdaq no later than September 3, 2024, to regain compliance with respect to the filing requirements. Nasdaq may grant the Company an additional exception of up to a maximum of 180 calendar days from the filing due date of the 2023 Form 10-K to file all Delinquent Filings, or until October 14, 2024, to regain compliance.

The Notices do not have an immediate effect on the listing of the Company's common stock. The Company is currently evaluating its options for regaining compliance. There can be no assurance that the Company will regain compliance with the Nasdaq's rules or maintain compliance with any of the other Nasdaq continued listing requirements.

Series A Preferred Stock Amendment

On August 19, 2024, the Company entered into an Amendment Agreement (the "Series A Amendment") with the Required Holders (as defined in the Certificate of Designations). Pursuant to the Series A Amendment, the Required Holders agreed that (A) the unpaid and accrued dividends on the Series A Preferred Stock due July 1, 2024 (the "July Delinquent Dividend Amount"), shall be payable, at the option of the Company, in (i) cash and/or (ii) shares of Common Stock, at a price per share of Common Stock equal to the lower of (x) $1.00 and (y) the Dividend Conversion Price (as defined in the Certificate of Designations), using July 1, 2024, as the applicable date of determination in accordance with the Certificate of Designations; (B) the dividends due on October 1, 2024 (the "October Dividend Amount" and, together with the July Delinquent Dividend Amount, the "Delinquent Dividend Amounts"), shall be payable in shares of Common Stock based on a per share price of Common Stock equal to 80% of the arithmetic average of the three (3) lowest closing sale prices of the Common Stock during the month of September 2024; and (C) such Delinquent Dividend Amounts and any Dividend Balance Shares (as defined in the Certificate of Designations), with respect thereto, if applicable, shall be delivered on October 1, 2024. The Company and the Required Holders further agreed pursuant to the Agreement to amend (i) the Certificate of Designations, as described below, by filing a Certificate of Amendment to the Certificate of Designations (the "Certificate of Amendment") and (ii) the Series A Purchase Agreement to amend the definition of "Excluded Securities."

The Certificate of Amendment amends the Certificate of Designations to, among other things, (A) allow for the payment of dividends in the form of Common Stock to a holder of the Series A Preferred Stock who serves as a director, officer or employee of the Company; provided that such issuance is approved by the Company's stockholders prior to such issuance, and (B) amend certain conditions required for (i) a mandatory conversion of the Series A Preferred Stock, and (ii) the Company's right to redeem, all or a portion, of the Series A Preferred Stock outstanding pursuant to an optional redemption, in each case, pursuant to the terms of the Certificate of Designations.

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Significant Accounting Policies (Policies)		**12 Months Ended Dec. 31, 2023**
Accounting Policies [Abstract]		
Organization and Business Description [Policy Text Block]	Organization and Business Description	
	Wrap Technologies, Inc., a Delaware corporation (the "*Company*", "*we*", "*us*", and "*our*"), is a publicly traded company with its common stock, par value $0.0001 per share ("*Common Stock*"), listed on the Nasdaq Capital Market ("*Nasdaq*") under the trading symbol "WRAP". The Company is a developer and supplier of public safety products and training services for law enforcement and security personnel. The Company's primary product is the BolaWrap® remote restraint device. The principal markets for the Company's proprietary products and services are in North and South America, Europe, Middle East and Asia.	
Consolidation, Policy [Policy Text Block]	Principles of Consolidation	
	The Company has two wholly owned subsidiaries, Wrap Reality, Inc., an Arizona corporation, formed in December 2020 that sells a virtual reality ("*VR*") training system primarily targeting law enforcement agencies and Intrensic, LLC, which the Company acquired in August 2023, which specializes in Body Worn Camera and Digital Evidence Management solutions. The consolidated financial statements include the accounts of these subsidiaries after elimination of intercompany transactions and accounts.	
Use of Estimates, Policy [Policy Text Block]	Basis of Presentation and Use of Estimates	
	The accompanying financial statements have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("*US GAAP*"). The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions (e.g., share-based compensation valuation, allowance for doubtful accounts, valuation of inventory and intangible assets, warranty reserve, accrued costs, valuation allowance related to deferred tax assets and recognition and measurement of contingencies) that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements and affect the reported amounts of revenues and expenses during the reporting period. Actual results could materially differ from those estimates.	
Concentration Risk, Credit Risk, Policy [Policy Text Block]	Concentrations of Risk	
	Credit Risk – Financial instruments that potentially subject the Company to concentration of credit risk consisted primarily of cash, cash equivalents, US treasury bills and accounts receivable from customers. The Company maintains its cash and cash equivalent deposits at two domestic financial institutions. The Company is exposed to credit risk in the event of default by a financial institution to the extent that cash and cash equivalents are in excess of the amount insured by the Federal Deposit Insurance Corporation. The Company places its cash and cash equivalents with high-credit quality financial institutions and are managed within established guidelines to mitigate risks. To date, the Company has not experienced any losses on its cash and cash equivalents.	
	Concentrations of Accounts Receivable and Revenue – The Company has a limited number of domestic and international customers. The Company may experience concentrations in both accounts receivable and revenue due to the timing of sales and collections of related payments (see Note 18).	
	Concentration of Suppliers – The Company assembles its BolaWrap products in-house using components and subassemblies from a limited number of suppliers and contract suppliers. In particular, a single supplier is currently the sole manufacturer of the BolaWrap battery assembly, and another single supplier is the sole manufacturer of the propulsion component for BolaWrap cassettes. Other parts are solely sourced from other suppliers. If supplier shortages or logistic delays occur, or quality problems arise, production schedules could be significantly delayed or costs significantly increased, which could in turn have a material adverse effect on the Company's financial condition, results of operation and cash flows.	
Cash and Cash	Cash and Cash Equivalents	

Equivalents, Policy [Policy Text Block]

The Company considers all highly liquid investments purchased with original maturities of three months or less from the purchase date to be cash equivalents. Cash equivalents consist primarily of amounts invested in Money Market Funds and US ("*US*") Treasury bills and are stated at fair value.

Investment, Policy [Policy Text Block]

Short-Term Investments

The Company's short-term investments consist of certificates of deposits and US Treasury bills with original maturities beyond three months at the date of purchase and one year or less from the balance sheet date. As of December 31, 2023, all of the Company's short-term investments were classified as available-for-sale and are carried at estimated fair value with any unrealized gains and losses, unrelated to credit loss factors, included in other comprehensive income in our consolidated statements of stockholders' equity.

Share-Based Payment Arrangement [Policy Text Block]

Share-Based Compensation

The Company follows the fair value recognition provisions issued by the FASB in ASC Topic 718, Stock Compensation ("*ASC 718*") and has adopted Accounting Standards Update ("*ASU*") 2018-07 for share-based transactions with non-employees. Share-based compensation expense recognized during 2023 and 2022 includes stock option and restricted stock unit compensation expense. The grant date fair value of stock options is determined using the Black-Scholes option-pricing model. The grant date is the date at which an employer and employee or non-employee reach a mutual understanding of the key terms and conditions of a share-based payment award and approved by the Company's Board of Directors. The Black-Scholes option-pricing model requires inputs including the market price of the Company's Common Stock on the date of grant, the term that the stock options are expected to be outstanding, the implied stock volatilities of several publicly traded peers over the expected term of stock options, risk-free interest rate and expected dividend. Each of these inputs is subjective and generally requires significant judgment to determine. The grant date fair value of restricted stock units is based upon the market price of the Company's Common Stock on the date of the grant. We determine the amount of share-based compensation expense based on awards that we ultimately expect to vest and account for forfeitures as they occur. The fair value of share-based compensation is amortized to compensation expense over the vesting term.

Earnings Per Share, Policy [Policy Text Block]

Loss per Share

Basic loss per share (EPS) is computed by dividing net loss, less any dividends, accretion or decretion, redemption or induced conversion, if any, on our Series A Convertible Preferred Stock, by the weighted average number of shares outstanding during the reported period.

In computing diluted EPS, we adjust the numerator used in the basic EPS computation, subject to anti-dilution requirements, to add back the dividends (declared or cumulative undeclared) applicable to the Series A Convertible Preferred Stock. Such add-back would also include any adjustments to equity in the period to accrete the Series A Convertible Preferred Stock to its redemption price, or recorded upon a redemption or induced conversion, if any. We adjust the denominator used in the basic EPS computation, subject to anti-dilution requirements, to include the dilution from potential shares resulting from the issuance of the Series A Convertible Preferred Stock, restricted stock units, and stock options. Stock options and restricted stock units exercisable or issuable for a total of 5,468,223 and 6,413,731 shares of Common Stock were outstanding at December 31, 2023 and 2022, respectively. These securities are not included in the computation of diluted net loss per common share for the periods presented as their inclusion would be antidilutive due to losses incurred by the Company.

Accounts Receivable [Policy Text Block]

Accounts Receivable and Allowance for Credit Losses

ASU No. 2016-13, *Financial Instruments - Credit Losses (Topic 326)* requires that financial assets measured at amortized cost be presented at the net amount expected to be collected. The expected credit losses are developed using an estimated loss rate method that considers historical collection experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. The estimated loss rates are applied to accounts receivables with similar risk characteristics such as the length of time the balance has been outstanding and the location of the customer. In certain instances, the Company may identify individual accounts receivable assets that do not share risk characteristics with other accounts receivables, in which case the Company records its expected credit losses on an individual asset basis. If an accounts receivable asset is evaluated on an individual basis, the Company excludes those assets from the portfolios of accounts receivables evaluated on a collective basis.

At December 31, 2023 and 2022, the Company had an allowance for credit losses related to accounts receivable of $386 and $205, respectively. If a major customer's creditworthiness deteriorates, or actual defaults exceed our historical experience, such estimates could change and impact our future reported financial results.

Inventory, Policy [Policy Text Block]

Inventories

Inventories are valued at the lower of cost or net realizable value. The cost of substantially all the Company's inventory is determined by the FIFO cost method. Inventory is comprised of raw materials, assemblies and finished products intended for sale to customers. The Company evaluates the need for reserves for excess and obsolete inventories determined primarily based upon estimates of future demand for the Company's products.

As of December 31, 2023 and 2022 the Company had $465 and $0 reserves, respectively for obsolescence.

Property, Plant and Equipment, Policy [Policy Text Block]

Property, Equipment and Depreciation

Property and equipment is stated at cost. Depreciation on property and equipment is computed over the estimated useful lives of three years using the straight-line method. On any retirement or disposition of property and equipment, the related cost and accumulated depreciation or amortization is removed, and a gain or loss recorded.

Business Combinations Policy [Policy Text Block]

Business Combinations

The Company accounts for its business combinations under the provisions of Accounting Standards Codification ("ASC") Topic 805-10, Business Combinations ("ASC 805-10"), which requires that the purchase method of accounting be used for all business combinations. Assets acquired and liabilities assumed, including non-controlling interests, are recorded at the date of acquisition at their respective fair values. The estimated fair value of net assets acquired, including the allocation of the fair value to identifiable assets and liabilities, was determined using established valuation techniques. ASC 805-10 also specifies criteria that intangible assets acquired in a business combination must meet to be recognized and reported apart from goodwill. Goodwill represents the excess purchase price over the fair value of the tangible net assets and intangible assets acquired in a business combination. Acquisition-related expenses are recognized separately from the business combinations and are expensed as incurred.

The estimated fair value of the acquired intangible assets was determined using a method which reflects the present value of the operating cash flows generated by this asset after taking into account the cost to realize the revenue, and an appropriate discount rate to reflect the time value and risk associated with the invested capital.

Certain adjustments to the assessed fair values of the assets and liabilities made subsequent to the acquisition date, but within the measurement period, which is up to one year, are recorded as adjustments to goodwill. Any adjustments subsequent to the measurement period are recorded in income.

Goodwill and Intangible Assets, Goodwill, Policy [Policy Text Block]

Goodwill

Goodwill represents the difference, if any, between the aggregate consideration paid for an acquisition and the fair values of the underlying net assets and liabilities assumed from an acquired business. Goodwill is not amortized, but instead is tested for impairment. The Company tests goodwill for impairment on an annual basis during the fourth quarter, or more frequently if conditions indicate that such impairment could exist. The Company evaluates qualitative factors to determine if it is more likely than not that the fair value of a reporting unit is less than its carrying value and whether it is necessary to perform goodwill impairment process.

Intangible Assets, Finite-Lived, Policy [Policy Text Block]

Definite-lived Intangible Assets

Definite-lived intangible assets represent certain trade names, patents, licenses, software, acquired technology and customer relationships. Definite-lived intangible assets are recorded at cost less any accumulated amortization and accumulated impairment losses, if any. Definite-lived intangible assets acquired through the business combination are measured at fair value at the acquisition date. The Company amortizes these acquired definite-lived intangibles assets with a finite life on a straight-line basis, over 6 years for technology; 7 years for customer relationships; and 8 years for trademarks and trade names.

Goodwill and Intangible Assets, Intangible Assets, Policy [Policy Text Block]

Intangible Assets

Intangible assets consist of (a) capitalized legal fees and filing costs related to obtaining patents and trademarks, (b) tradenames and software, (c) purchased software, and (d) the purchase cost of indefinite-lived website domains. The estimated useful lives of identifiable intangible assets with definite useful lives have been estimated to be between one and twenty years. Purchased website domain costs with an indefinite useful life are not subject to amortization, but are subject to an annual impairment test, by comparing their carrying amount with their corresponding fair value. For any given intangible asset with an indefinite useful life, if its fair value exceeds its carrying amount no impairment loss shall be recognized.

The carrying value of intangibles is periodically reviewed and impairments, if any, are recognized when the future undiscounted cash flows realized from the assets is less than its carrying value.

Impairment or Disposal of Long-Lived Assets, Including Intangible Assets, Policy [Policy Text Block]

Impairment of Long-Lived Assets

Long-lived assets and identifiable intangibles held for use are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If the sum of undiscounted expected future cash flows is less than the carrying amount of the asset or if changes in facts and circumstances indicate, an impairment loss is recognized and measured using the asset's fair value. In December 2023, it was determined that the intangible related to development of proprietary software by Lumeto, Inc. would not have future economic value and was written down; the Company recognized an impairment loss of $700. The Company did not recognize any impairment loss during the year ended December 31, 2022.

Classification and Valuation of Warrants [Policy Text Block]

Warrants

The Company accounts for warrants as liability-classified instruments based on an assessment of the warrant's specific terms and applicable authoritative guidance

in Financial Accounting Standards Board ("*FASB*") Accounting Standards Codification ("*ASC*") 480, Distinguishing Liabilities from Equity ("*ASC* 480") and ASC 815, Derivatives and Hedging ("*ASC* 815"). The assessment considers whether the warrants are freestanding financial instruments pursuant to ASC 480, meet the definition of a liability pursuant to ASC 480, and whether the warrants meet all of the requirements for equity classification under ASC 815, including whether the warrants are indexed to the Company's own common stock and whether the warrant holders could potentially require "net cash settlement" in a circumstance outside of the Company's control, among other conditions for equity classification. This assessment, which requires the use of professional judgment, is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding.

For issued warrants that do not meet all the criteria for equity classification, the warrants are required to be recorded at their initial fair value on the date of issuance, and each balance sheet date thereafter. The Company accounts for the warrants issued in accordance with the guidance contained in ASC 815-40-15-7C, under which the warrants do not meet the criteria for equity treatment and must be recorded as liabilities. Accordingly, the Company classifies the warrants as liabilities at their fair value and adjusts the warrants to fair value at each reporting period. This liability is subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in the Company's condensed consolidated statement of operations.

Stockholders' Equity, Policy [Policy Text Block]

Convertible Preferred Stocks

The Company evaluates and accounts for conversion options embedded in its convertible instruments in accordance with ASC 480 and ASC 815 to determine if those instruments or embedded components of those instruments qualify as derivatives and are subject to bifurcation accounting. The Company determines that the economic characteristics and risks of the embedded derivative instrument are clearly and closely related to the economic characteristics and risks of the host contract. The convertible instruments are accounted for as a single hybrid instrument. Additionally, the convertible instruments do not have any redemption features that would preclude permanent equity classification in accordance with the guidance contained in ASC 480-10-S99.

Advertising Cost [Policy Text Block]

Advertising and Promotion Costs

Advertising costs are charged to expense as incurred and were $925 and $426 for the years ended December 31, 2023 and 2022, respectively. The Company also incurred product promotion costs for demonstration products delivered to prospective customers of $225 and $688 for the years ended December 31, 2023 and 2022, respectively. Advertising and promotion costs are included in selling, general and administrative expenses in the accompanying statements of operations.

Demonstration and Training Costs [Policy Text Block]

Demonstration and Training Costs

The Company maintains a demonstration and training department as a part of its sales and marketing activities and does not charge for product demonstrations or training. Training is not a condition or requirement of sale as most sales are made through distributors to their end customers. The Company conducts local and regional in-person, webinar and on-line demonstrations and use of force and escalation training to support law enforcement agencies with no purchase requirement. Such training, when provided, may occur before or after initial or subsequent purchase or field deployment of the Company's products. The Company believes that law enforcement trainers and officers that have seen demonstrations or have been trained about its products are more supportive of their departments purchase and deployment of product.

Research and Development Expense, Policy [Policy Text Block]

Research and Development Costs

Research and development costs are expensed as incurred.

Contract Manufacturers Policy [Policy Text Block]

Contract Manufacturers

The Company employs contract manufacturers for production of certain components and sub-assemblies. The Company may provide parts and components to such parties from time to time but recognizes no revenue or markup on such transactions.

Lessee, Leases [Policy Text Block]

Leases

The Company adopted ASC Topic 842, Leases ("*Topic 842*") on January 1, 2019. In accordance with the guidance in Topic 842, the Company recognizes lease liabilities and corresponding right-of-use-assets for all leases with terms of greater than 12 months. Leases with a term of 12 months or less will be accounted for in a manner similar to the guidance for operating leases prior to the adoption of Topic 842. Refer to Note 9, Leases for more information.

Revenue from Contract with Customer [Policy Text Block]

Revenue Recognition

The Company adopted ASC Topic 606, Revenue from Contracts with Customers on January 1, 2018. The Company enters into contracts that include various combinations of products, accessories, software and services, each of which are generally distinct and are accounted for as separate performance obligations. Product sales include BolaWrap products and accessories. Other revenue includes VR revenues, service, training and shipping revenues.

The timing of revenue recognition may differ from the timing of invoicing to customers. The Company generally has an unconditional right to consideration when customers are invoiced, and a receivable is recorded. A contract asset is recognized when revenue is recognized prior to invoicing, or a contract liability (deferred revenue) when revenue will be recognized subsequent to invoicing. The Company recognizes an asset if there are incremental costs of obtaining a contract with a customer such as commissions. These costs are ascribed to or allocated to the underlying performance obligations in the contract. The Company may receive consideration, per terms of a contract, from customers prior to transferring goods to the customer. The Company records customer deposits as a contract liability. Additionally, the Company may receive payments, most typically for service and warranty contracts, at the onset of the contract and before the services have been performed. In such instances, a deferred revenue liability is recorded. The Company recognizes these contract liabilities as revenue after all revenue recognition criteria are met.

Estimated costs for the Company's standard warranty, generally one-year, are charged to cost of products sold when revenue is recorded for the related product. Royalties are also charged to cost of products sold.

Shipping and Handling Costs [Policy Text Block]

Shipping and Handling Costs

Shipping and handling costs are included in cost of revenues. Shipping and handling costs invoiced to customers are included in revenue. Actual shipping and handling costs were $200 and $296 for the years ended December 31, 2023 and 2022, respectively. Actual revenues from shipping and handling were $37 and $109 for the years ended December 31, 2023 and 2022, respectively.

Standard Product Warranty, Policy [Policy Text Block]

Warranty Reserves

The Company warrants its products and accessories to be free from defects in materials and workmanship for a period of one year from the date of purchase. The warranty is generally limited. The Company currently provides direct warranty service. International market warranties are generally similar to the US market.

The Company establishes a warranty reserve based on anticipated warranty claims at the time product revenues are recognized. Factors affecting warranty reserve levels include the number of units sold, anticipated cost of warranty repairs and anticipated rates of warranty claims. The Company evaluates the adequacy of the provision for warranty costs each reporting period. The warranty reserve was $72 and $125 at December 31, 2023 and 2022. Actual warranty costs could differ from estimates.

Segment Reporting, Policy [Policy Text Block]

Segment Information

ASC Topic 280, "Segment Reporting," requires use of the "management approach" model for segment reporting. The management approach model is based on the way a company's management organizes segments within the company for making operating decisions and assessing performance. The Company operates as a single segment and will evaluate additional segment disclosure requirements as it expands its operations.

Income Tax, Policy [Policy Text Block]

Income Taxes

No income tax expense was recorded for the periods ended December 31, 2023 and 2022 due to losses incurred. Deferred tax assets and liabilities are determined based on temporary differences between the bases of certain assets and liabilities for income tax and financial reporting purposes.

The Company maintains a valuation allowance with respect to deferred tax assets. The Company establishes a valuation allowance based upon the potential likelihood of realizing the deferred tax asset and taking into consideration the Company's financial position and results of operations for the current period. Future realization of the deferred tax benefit depends on the existence of sufficient taxable income within the carry-forward period under the Federal tax laws. Changes in circumstances, such as the Company generating taxable income, could cause a change in judgment about the realizability of the related deferred tax asset. Any change in the valuation allowance will be included in income in the year of the change in estimates.

New Accounting Pronouncements, Policy [Policy Text Block]

Recently Issued Accounting Guidance

The Company has reviewed recently issued, but not yet effective, accounting pronouncements and does not believe the future adoptions of any such pronouncements will be expected to cause a material impact on its financial condition or the results of operations.

In July 2023, the SEC adopted the final rule under SEC Release No. 33-11216, Cybersecurity Risk Management, Strategy, Governance, and Incident Disclosure, requiring disclosure of material cybersecurity incidents on Form 8-K and periodic disclosure of a registrant's cybersecurity risk management, strategy and governance in annual reports. Regulation S-K Item 6 disclosure requirements under this rule will be effective for us in the fourth quarter of 2023. Incident disclosure requirements in Form 8-K will be effective for us on June 15, 2024. We are still evaluating for any impact on our financial statement disclosures from the adoption of this final rule.

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Note 2 - Revenues and Product Costs (Tables)

12 Months Ended
Dec. 31, 2023

Notes Tables

Contract with Customer, Contract Asset, Contract Liability, and Receivable [Table Text Block]

Customer Deferred

	Deposits	Revenue
Balance at January 1, 2023	$ -	$ 333
Additions, net	1,002	407
Transfer to revenue	-	(196)
Balance at December 31, 2023	$ 1,002	$ 544
Current portion	$ 1,002	$ 407
Long-term portion	$ -	$ 137

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Note 4 - Financial Instruments (Tables)

12 Months Ended
Dec. 31, 2023

Notes Tables

Fair Value Measurements, Recurring and Nonrecurring [Table Text Block]

	As of December 31, 2023			
	Adjusted Cost	Unrealized Gains	Unrealized Losses	Market Value
Level 1:				
Money Market Funds	$ 1,793	$ -	$ -	$ 1,793
Certificate of Deposits	7,500	-	-	7,500
Total Financial Assets	$ 9,293	$ -	$ -	$ 9,293

	As of December 31, 2022			
	Adjusted Cost	Unrealized Gains	Unrealized Losses	Market Value
Level 1:				
Money Market Funds	$ 3,004	$ -	$ -	$ 3,004
U.S. Treasury securities in short-term investments	9,849	100	-	9,949
Certificate of Deposits	4,000	-	-	4,000
Total Financial Assets	$ 16,853	$ 100	$ -	$ 16,953

Fair Value, Liabilities Measured on Recurring Basis [Table Text Block]

	December 31, 2023
Level 3:	
Fair value at inception or the beginning of the period	$ (7,717)
Change in fair value of warrant liabilities	(11,986)
Fair value as of December 31, 2023	$ (19,703)

Fair Value Measurement Inputs and Valuation Techniques [Table Text Block]

	As of December 31, 2023
Expected stock price volatility	143%
Risk-free interest rate	3.85%
Dividends yield	0%
Expected life of warrants (years)	4.50
Exercise price	$ 1.45

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Note 5 - Inventories (Tables)

12 Months Ended
Dec. 31, 2023

Notes Tables

Schedule of Inventory, Current [Table Text Block]

	December 31,	
	2023	2022
Finished goods	$3,521	$2,293
Raw materials	2,738	1,682
Reserve for Obsolescence	(465)	-
Inventories – net	$5,794	$3,975

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Note 6 - Property and Equipment (Tables)

12 Months Ended
Dec. 31, 2023

Notes Tables

Property, Plant and Equipment [Table Text Block]

	December 31,	
	2023	2022
Production and lab equipment	$ 542	$ 513
Tooling	562	448
Computer equipment	615	531
Furniture, fixtures and improvements	196	181
	1,915	1,673
Accumulated depreciation	(1,406)	(915)
Property and equipment, net	$ 509	$ 758

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Note 7 - Intangible Assets, Net and Goodwill (Tables)

12 Months Ended
Dec. 31, 2023

Notes Tables

Schedule of Finite-Lived Intangible Assets [Table Text Block]

	December 31,	
	2023	2022
Amortizable intangible assets:		
Patents	$ 873	$ 575
Trademarks	248	150
Purchased software and technology	1,752	1,962
Customer Relationship	160	-
	3,033	2,687
Accumulated amortization	(806)	(462)
Total amortizable	2,227	2,225
Indefinite life assets (non-amortizable)	421	344
Total intangible assets, net	$ 2,648	$ 2,569

Schedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block]

2024	$ 427
2025	422
2026	335
2027	185
2028	185
Thereafter	673
Total estimated amortization expense	$ 2,227

Schedule of Goodwill [Table Text Block]

Balance at January 1, 2023	$ -
Acquired goodwill	1,610
Balance at December 31, 2023	$ 1,610

XML 52 R34.htm IDEA: XBRL DOCUMENT

Note 8 - Accounts Payable and Accrued Liabilities (Tables)

12 Months Ended
Dec. 31, 2023

Notes Tables

Schedule of Accrued Liabilities [Table Text Block]

	December 31, 2023	2022
Patent and legal costs	$ 21	$ 135
Accrued compensation	325	1,100
Warranty costs	72	125
Taxes and other	274	103
	$ 692	$ 1,463

Schedule of Product Warranty Liability [Table Text Block]

	Year Ended December 31, 2023	2022
Balance, beginning of period	$ 125	$ 96
Warranty settlements	(169)	(181)
Warranty provision	116	210
Balance, end of period	$ 72	$ 125

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Note 9 - Leases (Tables)

12 Months Ended
Dec. 31, 2023

Notes Tables

Lessee, Operating Lease, Disclosure [Table Text Block]

Operating lease liability- short term	$ 616
Operating lease liability - long term	1,671
Total Operating Lease Liability	$2,287

Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block]

2024	$ 443
2025	567
2026	507
2027	522
2028	538
Thereafter	1,271
Total future minimum lease payments	3,848
Less imputed interest	(1,561)
Total	$ 2,287

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Note 13 - Share-based Compensation (Tables)

12 Months Ended
Dec. 31, 2023

Notes Tables

Share-Based Payment Arrangement, Option, Activity [Table Text Block]

	Options on Common Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding January 1, 2023	5,491,399	$ 3.72	5.96	$ 92
Granted	2,592,309	$ 1.68		
Exercised	(123,056)	$ 1.69		
Forfeited, cancelled, expired	(3,303,017)	$ 3.80		
Outstanding December 31, 2023	4,657,635	$ 2.52	8.75	$ 3,979
Exercisable December 31, 2023	1,160,580	$ 4.02	7.86	$ 274

Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block]

	For the Year Ended December 31, 2023	2022
Expected stock price volatility	76%	49%
Risk-free interest rate	4.21%	2.47%
Forfeiture rate	0%	0%
Expected dividend yield	0%	0%
Expected life of options – years	6.00	5.96
Weighted-average fair value of options granted	$ 1.33	$ 0.88

Share-Based Payment Arrangement, Option, Exercise Price Range [Table Text Block]

Range of Exercise Prices	Number Outstanding	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
1.00 – 2.00	2,084,503	9.59	$ 1.44	75,527	$ 1.79
2.01 – 3.00	1,675,699	8.00	$ 2.76	487,967	$ 2.69
3.01 – 4.00	250,000	10.00	$ 3.10	-	$ -
4.01 – 25.00	647,433	5.57	$ 5.39	597,086	$ 5.39

Schedule of Nonvested Restricted Stock Units Activity [Table Text Block]

	Service-Based RSU's	Weighted Average Grant Date Fair Value	Weighted Average Vesting Period (Years)
Unvested at January 1, 2022	269,303	$ 6.47	2.0
Granted - service based	988,850	$ 2.49	
Vested	(268,548)	$ 4.13	
Forfeited and cancelled	(67,273)	$ 6.45	
Unvested at December 31, 2022	922,332	$ 2.88	2.11
Granted - service based	1,289,784	$ 1.41	
Vested	(1,056,360)	$ 1.83	
Forfeited and cancelled	(345,168)	$ 2.70	
Unvested at December 31, 2023	810,588	$ 1.73	2.52

Disclosure of Share-Based Compensation Arrangements by Share-Based Payment Award [Table Text Block]

	For the Year Ended December 31, 2023	2022
Selling, general and administrative	$ 1,696	$ 2,684
Research and development	289	541
Total share-based expense	$ 1,985	$ 3,225

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Note 17 - Income Taxes (Tables)

12 Months Ended
Dec. 31, 2023

Notes Tables

Schedule of Components of Income Tax Expense (Benefit) [Table Text Block]

	Year Ended December 31, 2023	2022
Current Tax Expense/(Benefit)		
Deferred Tax Expense/(Benefit)	$ (4,333)	$ 3,756
Change in Valuation Allowance	4,333	(3,756)
Income Tax Provision/(Benefit)	$ -	$ -

Schedule of Effective Income Tax Rate Reconciliation [Table Text Block]

	Year Ended December 31, 2023	2022

U.S. Statutory Federal Income Tax Rate	$ (6,355)	$ 3,700
State Income Taxes, net of Federal Income tax Benefit	(421)	345
Permanent differences and other	2,433	(289)
Valuation Allowance	4,333	(3,756)
Income Tax Provision/(Benefit)	$ -	$ -

Schedule of Deferred Tax Assets and Liabilities [Table Text Block]

	Year Ended December 31,	
	2023	2022
Deferred income tax assets:		
Net operating loss carryforwards	$ 17,002	$ 14,898
Sec. 174 capitalization	1,494	-
Research and development credits	81	65
Stock Based Compensation	1,447	1,216
Accruals and Other	995	324
Total deferred tax assets (gross)	21,018	16,503
Less valuation allowance	(20,302)	(15,969)
Net deferred tax assets	716	534
Deferred income tax liabilities:	-	-
Depreciation and other	(716)	(534)
Net deferred tax liabilities	$ (716)	$ (534)
Net deferred income taxes	$ -	$ -

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Note 18 - Major Customers and Related Information (Tables) — 12 Months Ended Dec. 31, 2023

Notes Tables

Disaggregation of Revenue [Table Text Block]

	For the Year Ended December 31,	
	2023	2022
Americas	$ 3,773	$ 5,315
Europe, Middle East and Africa	2,302	2,487
Asia Pacific	58	247
Total revenues	$ 6,133	$ 8,049

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Note 19 - Business Combination (Tables) — 12 Months Ended Dec. 31, 2023

Notes Tables

Schedule of Business Acquisitions, by Acquisition [Table Text Block]

Cash and cash equivalents	$ 3
Accounts receivable	91
Inventory	61
Technology (included in Intangibles)	490
Customer relationships (included in Intangibles)	160
Trademarks and trade names (included in Intangibles)	80
Goodwill	1,610
Total assets	$ 2,495
Liabilities	3
Equity	2,492
Total liabilities and equity	$ 2,495
Purchase Price:	
Cash	554
Equity	1,938
Liabilities assumed	3
Total	$ 2,495

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Note 1 - Organization and Summary of Significant Accounting Policies (Details Textual) $ / shares in Units, $ in Thousands

	1 Months Ended	12 Months Ended	
	Dec. 31, 2023 USD ($) $ / shares	Dec. 31, 2023 USD ($) $ / shares shares	Dec. 31, 2022 USD ($) $ / shares shares
Common Stock, Par or Stated Value Per Share | $ / shares	$ 0.0001	$ 0.0001	$ 0.0001
Number of Wholly-owned Subsidiaries	2	2	
Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount | shares		5,468,223	6,413,731
Accounts Receivable, Allowance for Credit Loss	$ 386	$ 386	$ 205
Inventory Valuation Reserves	$ 465	$ 465	0
Property, Plant and Equipment, Useful Life	3 years	3 years	
Impairment of Intangible Assets (Excluding Goodwill)	$ 700	$ 700	0
Advertising Expense		925	426
Marketing Expense		225	688
Cost of Revenue		3,227	4,315
Revenue from Contract with Customer, Including Assessed Tax		5,337	7,481
Standard Product Warranty Accrual	$ 72	72	125
Income Tax Expense (Benefit)		0	0
Shipping and Handling [Member]			
Cost of Revenue		200	296
Revenue from Contract with Customer, Including Assessed Tax		$ 37	$ 109
Technology-Based Intangible Assets [Member]			
Finite-Lived Intangible Asset, Useful Life	6 years	6 years	
Customer Relationships [Member]			
Finite-Lived Intangible Asset, Useful Life	7 years	7 years	
Trademarks and Trade Names [Member]			
Finite-Lived Intangible Asset, Useful Life	8 years	8 years	

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Note 2 - Revenues and Product Costs (Details Textual) - USD ($) $ in Thousands

	Dec. 31, 2023	Dec. 31, 2022
Contract with Customer, Asset, after Allowance for Credit Loss, Total	$ 0	$ 0
Extended Warranties and Services, VR, and Training [Member]		
Contract with Customer, Liability	544	333
Extended Product Warranties [Member] | BolaWrap [Member]		

Contract with Customer, Liability	139	124
Extended Product Warranties [Member] | Intrensic [Member]		
Contract with Customer, Liability	216	
Virtual Reality Training [Member]		
Contract with Customer, Liability	171	198
Training [Member]		
Contract with Customer, Liability	$ 18	$ 11

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Note 2 - Revenue and Product Costs - Contract Liabilities (Details) - USD ($) $ in Thousands	12 Months Ended	
	Dec. 31, 2023	Dec. 31, 2022
Customer Deposits [Member]		
Balance	$ 0	
Additions, net	1,002	
Transfer to revenue	0	
Balance	1,002	
Current portion	1,002	
Long-term portion	0	
Extended Warranties and Services, VR, and Training [Member]		
Balance	333	
Additions, net	407	
Transfer to revenue	(196)	
Balance	544	
Current portion	407	$ 166
Long-term portion	$ 137	$ 167

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Note 3 - Asset Acquisition (Details Textual) - USD ($)	Aug. 16, 2023	Aug. 16, 2023	Aug. 09, 2023	Nov. 22, 2022	1 Months Ended Dec. 31, 2023	12 Months Ended Dec. 31, 2023	Dec. 31, 2022
Impairment of Intangible Assets (Excluding Goodwill)					$ 700,000	$ 700,000	$ 0
Professional Services and Technology Acquisition Agreement [Member]							
Payments to Acquire Businesses, Gross				$ 700,000			
Intrensic, LLC [Member]							
Payments to Acquire Businesses, Gross	$ 554,000	$ 554,000	$ 553,588				
Business Acquisition, Percentage of Voting Interests Acquired			100.00%				
Business Acquisition, Equity Interest Issued or Issuable, Number of Shares	1,250,000	1,250,000	1,250,000				

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Note 4 - Financial Instruments (Details Textual) - USD ($) $ in Thousands	12 Months Ended	
	Dec. 31, 2023	Dec. 31, 2022
OCI, Debt Securities, Available-for-Sale, Unrealized Holding Gain (Loss), before Adjustment, after Tax	$ 0	$ 100

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Note 4 - Financial Instruments - Instruments by Significant Investment Category (Details) - Fair Value, Inputs, Level 1 [Member] - USD ($) $ in Thousands	12 Months Ended	
	Dec. 31, 2023	Dec. 31, 2022
Adjusted cost	$ 9,293	$ 16,853
Unrealized gains	0	100
Unrealized losses	0	0
Market value	9,293	16,953
Money Market Funds [Member]		
Adjusted cost	1,793	3,004
Unrealized gains	0	0
Unrealized losses	0	0
Market value	1,793	3,004
US Treasury Securities Considered Cash Equivalents [Member]		
Adjusted cost		9,849
Unrealized gains		100
Unrealized losses		0
Market value		9,949
Certificates of Deposit [Member]		
Adjusted cost	7,500	4,000
Unrealized gains	0	0
Unrealized losses	0	0
Market value	$ 7,500	$ 4,000

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Note 4 - Financial Instruments - Level 3 Reconciliation (Details) - USD ($) $ in Thousands	12 Months Ended	
	Dec. 31, 2023	Dec. 31, 2022
Change in fair value of warrant liabilities	$ 11,986	$ (0)
Fair Value, Inputs, Level 3 [Member]		
Fair value at inception or the beginning of the period	(7,717)	
Change in fair value of warrant liabilities	(11,986)	
Fair value as of December 31, 2023	$ (19,703)	$ (7,717)

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Note 4 - Financial Instruments - Fair Value Assumptions (Details)	Dec. 31, 2023
Measurement Input, Price Volatility [Member]	
Warrants, measurement input	1.43
Measurement Input, Risk Free Interest Rate [Member]	
Warrants, measurement input	0.0385
Measurement Input, Expected Dividend Rate [Member]	
Warrants, measurement input	0

Measurement Input, Expected Term [Member]	
Warrants, measurement input	4.5
Measurement Input, Exercise Price [Member]	
Warrants, measurement input	1.45

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Note 5 - Inventories, Net - Summary of Inventories (Details) - USD ($) $ in Thousands	Dec. 31, 2023	Dec. 31, 2022
Finished goods	$ 3,521	$ 2,293
Raw materials	2,738	1,682
Reserve for Obsolescence	(465)	0
Inventories - net	$ 5,794	$ 3,975

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Note 6 - Property and Equipment (Details Textual) - USD ($) $ in Thousands	12 Months Ended	
	Dec. 31, 2023	Dec. 31, 2022
Depreciation	$ 479	$ 475

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Note 6 - Property and Equipment, Net - Summary of Property and Equipment (Details) - USD ($) $ in Thousands	Dec. 31, 2023	Dec. 31, 2022
Property and equipment, gross	$ 1,915	$ 1,673
Accumulated depreciation	(1,406)	(915)
Property and equipment, net	509	758
Production and Lab Equipment [Member]		
Property and equipment, gross	542	513
Tooling [Member]		
Property and equipment, gross	562	448
Computer Equipment [Member]		
Property and equipment, gross	615	531
Furniture and Fixtures [Member]		
Property and equipment, gross	$ 196	$ 181

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Note 7 - Intangible Assets, Net and Goodwill (Details Textual) - USD ($) $ in Thousands	1 Months Ended	12 Months Ended		
	Dec. 31, 2023	Dec. 31, 2023	Dec. 31, 2022	Aug. 31, 2023
Amortization of Intangible Assets		$ 345	$ 287	
Impairment of Intangible Assets (Excluding Goodwill)	$ 700	$ 700	$ 0	
Intrensic, LLC [Member] | Trademarks [Member]				
Acquired Finite-Lived Intangible Asset, Residual Value				$ 80
Intrensic, LLC [Member] | Technology-Based Intangible Assets [Member]				
Acquired Finite-Lived Intangible Asset, Residual Value				490
Intrensic, LLC [Member] | Customer Relationships [Member]				
Acquired Finite-Lived Intangible Asset, Residual Value				$ 160

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Note 7 - Intangible Assets, Net and Goodwill - Summary of Intangible Assets (Details) - USD ($) $ in Thousands	Dec. 31, 2023	Dec. 31, 2022
Amortizable intangible assets, gross	$ 3,033	$ 2,687
Accumulated amortization	(806)	(462)
Total amortizable	2,227	2,225
Indefinite life assets (non-amortizable)	421	344
Total intangible assets, net	2,648	2,569
Patents [Member]		
Amortizable intangible assets, gross	873	575
Trademarks [Member]		
Amortizable intangible assets, gross	248	150
Computer Software, Intangible Asset [Member]		
Amortizable intangible assets, gross	1,752	1,962
Customer Relationships [Member]		
Amortizable intangible assets, gross	$ 160	$ 0

XML 71 R53.htm IDEA: XBRL DOCUMENT

Note 7 - Intangible Assets, Net and Goodwill - Future Amortization Expense (Details) - USD ($) $ in Thousands	Dec. 31, 2023	Dec. 31, 2022
2024	$ 427	
2025	422	
2026	335	
2027	185	
2028	185	
Thereafter	673	
Total amortizable	$ 2,227	$ 2,225

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Note 7 - Intangible Assets and Goodwill - Schedule of Goodwill (Details) $ in Thousands	12 Months Ended Dec. 31, 2023 USD ($)
Balance at January 1, 2023	$ 0
Acquired goodwill	1,610
Balance at December 31, 2023	$ 1,610

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Note 8 - Accounts Payable

and Accrued Liabilities (Details Textual) - USD ($) $ in Thousands	Dec. 31, 2023	Dec. 31, 2022
Commissions Payable [Member]		
Employee-related Liabilities	$ 0	$ 1,022
Syzygy Licensing LLC [Member]		
Accounts Payable	$ 14	$ 127

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Note 8 - Accounts Payable and Accrued Liabilities - Summary of Accrued Liabilities (Details) - USD ($) $ in Thousands	Dec. 31, 2023	Dec. 31, 2022
Patent and legal costs	$ 21	$ 135
Accrued compensation	325	1,100
Warranty costs	72	125
Taxes and other	274	103
Accrued Liabilities, Current	$ 692	$ 1,463

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Note 8 - Accounts Payable and Accrued Liabilities - Changes in Product Warranty Costs (Details) - USD ($) $ in Thousands	12 Months Ended	
	Dec. 31, 2023	Dec. 31, 2022
Balance	$ 125	$ 96
Warranty settlements	(169)	(181)
Warranty provision	116	210
Balance	$ 72	$ 125

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Note 9 - Leases (Details Textual) - USD ($)	12 Months Ended	
	Dec. 31, 2023	Dec. 31, 2022
Operating Lease, Right-of-Use Asset, Periodic Reduction	$ 138,000	$ 101,000
Operating Lease, Cost	$ 177,000	118,000
Operating Lease, Weighted Average Remaining Lease Term	6 years 9 months 7 days	
Operating Lease, Weighted Average Discount Rate, Percent	14.20%	
Variable Lease, Cost	$ 8,000	39,000
Short-Term Lease, Cost	$ 92	$ 11

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Note 9 - Leases - Summary of Operating Lease Obligations (Details) - USD ($) $ in Thousands	Dec. 31, 2023	Dec. 31, 2022
Operating lease liability - short term	$ 616	$ 108
Operating lease liability - long term	1,671	$ 193
Total Operating Lease Liability	$ 2,287	

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Note 9 - Leases - Future Lease Payments (Details) $ in Thousands	Dec. 31, 2023 USD ($)
2024	$ 443
2025	567
2026	507
2027	522
2028	538
Thereafter	1,271
Total future minimum lease payments	3,848
Less imputed interest	(1,561)
Total	$ 2,287

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Note 10 - Warrants (Details Textual) - USD ($) $ / shares in Units, $ in Thousands	Jun. 29, 2023	Dec. 31, 2023	Jul. 03, 2023	Dec. 31, 2022
Preferred Stock, Par or Stated Value Per Share (in dollars per share)		$ 0.0001		$ 0.0001
Warrants Issued in Registered Direct Offering [Member]				
Class of Warrant or Right, Number of Securities Called by Warrants or Rights (in shares)	6,896,553			
Class of Warrant or Right, Exercise Price of Warrants or Rights (in dollars per share)	$ 1.45			
Warrants and Rights Outstanding, Term (Year)		5 years		
Registered Direct Offering [Member]				
Proceeds from Issuance or Sale of Equity	$ 10,000			
Proceeds from Issuance of Warrants	$ 7,717			
Series A Preferred Stock [Member]				
Preferred Stock, Convertible, Conversion Price (in dollars per share)			$ 1.45	
Series A Preferred Stock [Member] | Registered Direct Offering [Member]				
Stock Issued During Period, Shares, New Issues (in shares)	10,000			
Preferred Stock, Par or Stated Value Per Share (in dollars per share)	$ 0.0001			
Preferred Stock, Stated Value Per Share (in dollars per share)	$ 1,000			
Preferred Stock, Convertible, Shares Issuable (in shares)	6,896,553			
Preferred Stock, Convertible, Conversion Price (in dollars per share)	$ 1.45			

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Note 12 - Stockholders' Equity (Details Textual) - USD ($) $ / shares in Units, $ in Thousands	Apr. 16, 2024	Jul. 03, 2023	Jun. 29, 2023	12 Months Ended	
				Dec. 31, 2023	Dec. 31, 2022
Common Stock, Shares Authorized				150,000,000	150,000,000
Preferred Stock, Shares Authorized				5,000,000	5,000,000
Preferred Stock, Par or Stated Value Per Share (in dollars per share)				$ 0.0001	$ 0.0001
Dividends				$ 160	
Dividends, Preferred Stock, Stock				$ 232	$ 0

Conversion of Series A Preferred Stock to Common Stock [Member]										
Conversion of Stock, Shares Converted							102			
Conversion of Stock, Shares Issued							77			
Registered Direct Offering [Member]										
Proceeds from Issuance of Preferred Stock and Preference Stock					$ 2,036					
Series A Preferred Stock [Member]										
Common Stock, Shares Authorized		10,000					10,000			
Preferred Stock, Convertible, Conversion Price (in dollars per share)		$ 1.45								
Preferred Stock, Dividend Rate, Percentage		8.00%								
Preferred Stock, Convertible, Share Price Threshold		$ 8								
Preferred Stock, Convertible, Trading Volume Threshold		$ 2,000,000								
Dividends							$ 392			
Dividends, Preferred Stock, Cash							58			
Dividends, Preferred Stock, Stock							232			
Dividends Payable							$ 102			
Series A Preferred Stock [Member] | Registered Direct Offering [Member]										
Preferred Stock, Par or Stated Value Per Share (in dollars per share)					$ 0.0001					
Preferred Stock, Convertible, Conversion Price (in dollars per share)					$ 1.45					
Series A Preferred Stock [Member] | Post Triggering Event [Member]										
Preferred Stock, Dividend Rate, Percentage		20.00%								
Series A Preferred Stock [Member] | Forecast [Member]										
Preferred Stock, Dividend Rate, Percentage	20.00%									

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Note 13 - Share-based Compensation (Details Textual) - USD ($) $ / shares in Units, $ in Thousands	**1 Months Ended**							**12 Months Ended**		
	Oct. 31, 2023	**Apr. 30, 2023**	**Jun. 30, 2022**	**Apr. 30, 2022**	**Jun. 30, 2021**	**Jun. 30, 2020**	**May 31, 2019**	**Dec. 31, 2023**	**Dec. 31, 2022**	**Mar. 31, 2017**
Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number								4,657,635	5,491,399	
Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross								2,592,309		
Share-Based Payment Arrangement, Expense								$ 1,985	$ 3,225	
Share-Based Payment Arrangement, Option [Member]										
Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend Rate								0.00%	0.00%	
Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Term								6 years	5 years 11 months 15 days	
Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate								76.00%	49.00%	
Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate								4.21%	2.47%	
Share-Based Payment Arrangement, Nonvested Award, Option, Cost Not yet Recognized, Amount								$ 3,103		
Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition								2 years 7 months 24 days		
Restricted Stock Units (RSUs) [Member]										
Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period	482,143							1,289,784	988,850	
Share-Based Payment Arrangement, Nonvested Award, Option, Cost Not yet Recognized, Amount								$ 1,144		
Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition								1 year 9 months 21 days		
The 2017 Stock Incentive Plan [Member]										
Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized			9,000,000							2,000,000
Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Additional Shares Authorized			1,500,000		1,500,000	1,900,000	2,100,000			
Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Available for Grant								1,391,183		
Share-Based Payment Arrangement, Accelerated Cost		$ 112								
The 2017 Stock Incentive Plan [Member] | Service-based Options [Member]										
Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number								2,675,071		
The 2017 Stock Incentive Plan [Member] | Performance-based Options [Member]										
Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number								1,982,564		
The 2017 Stock Incentive Plan [Member] | Performance-based Options [Member] | Chief Executive Officer [Member]										
Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross	1,290,166			692,398						
The 2017 Stock Incentive Plan [Member] | Share-Based Payment Arrangement, Option [Member]										
Share-Based Payment Arrangement, Expense								$ 967	$ 1,770	
The 2017 Stock Incentive Plan [Member] | Performance Shares [Member] | Chief Executive Officer and President [Member]										
Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross	1,290,166									
Share Price	$ 1.4									
Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Term	10 years									
Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate	76.00%									
Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate	4.65%									
The 2017 Stock Incentive Plan [Member] | Performance Shares [Member] | Chief Executive Officer and President [Member] | Minimum [Member]										
Share-Based Compensation Arrangement by Share-Based Payment Award, Award Requisite Service Period	1 year									
The 2017 Stock Incentive Plan [Member] | Performance Shares [Member] | Chief Executive Officer and President [Member] | Maximum [Member]										
Share-Based Compensation Arrangement by Share-Based Payment Award, Award Requisite Service Period	3 years									

The 2017 Stock Incentive Plan [Member] | Performance Shares [Member] | Chief Executive Officer and President [Member] | Share-Based Payment Arrangement, Tranche One [Member]			
Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vesting, Sustained Market Capitalization	$ 100,000		
The 2017 Stock Incentive Plan [Member] | Performance Shares [Member] | Chief Executive Officer and President [Member] | Share-Based Payment Arrangement, Tranche Two [Member]			
Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vesting, Sustained Market Capitalization	150,000		
The 2017 Stock Incentive Plan [Member] | Performance Shares [Member] | Chief Executive Officer and President [Member] | Share-Based Payment Arrangement, Tranche Three [Member]			
Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vesting, Sustained Market Capitalization	$ 200,000		
The 2017 Stock Incentive Plan [Member] | Restricted Stock Units (RSUs) [Member]			
Share-Based Payment Arrangement, Expense		$ 1,018	$ 1,455

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Note 12 - Share-based Compensation - Summary of Stock Option Activity (Details) - USD ($) $ / shares in Units, $ in Thousands	12 Months Ended	
	Dec. 31, 2023	Dec. 31, 2022
Options on Common Shares, Outstanding (in shares)	5,491,399	
Outstanding, weighted average exercise price (in dollars per share)	$ 3.72	
Outstanding, remaining contractual term (Year)	8 years 9 months	5 years 11 months 15 days
Outstanding, aggregate intrinsic value	$ 3,979	$ 92
Options on Common Shares, Granted (in shares)	2,592,309	
Granted, weighted average exercise price (in dollars per share)	$ 1.68	
Options on Common Shares, Exercised (in shares)	(123,056)	
Exercised, weighted average exercise price (in dollars per share)	$ 1.69	
Options on Common Shares, Forfeited, cancelled, expired (in shares)	(3,303,017)	
Forfeited, cancelled, expired, weighted average exercise price (in dollars per share)	$ 3.8	
Options on Common Shares, Outstanding (in shares)	4,657,635	5,491,399
Outstanding, weighted average exercise price (in dollars per share)	$ 2.52	$ 3.72
Exercisable, shares (in shares)	1,160,580	
Exercisable, weighted average exercise price (in dollars per share)	$ 4.02	
Exercisable, weighted average contractual term (Year)	7 years 10 months 9 days	
Exercisable, aggregate intrinsic value	$ 274	

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Note 12 - Share-based Compensation - Summary of Stock Option Valuation Assumptions (Details) - $ / shares	12 Months Ended	
	Dec. 31, 2023	Dec. 31, 2022
Forfeiture rate	0.00%	0.00%
Weighted-average fair value of options granted (in dollars per share)	$ 1.33	$ 0.88
Share-Based Payment Arrangement, Option [Member]		
Expected stock price volatility	76.00%	49.00%
Risk-free interest rate	4.21%	2.47%
Expected dividend yield	0.00%	0.00%
Expected life of options – years (Year)	6 years	5 years 11 months 15 days

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Note 12 - Share-based Compensation - Information Regarding Stock Options Outstanding (Details)	12 Months Ended
	Dec. 31, 2023 $ / shares shares
Exercise Price Range One [Member]	
Exercise price, lower range limit (in dollars per share)	$ 1
Exercise price, upper range limit (in dollars per share)	$ 2
Options, number outstanding (in shares) | shares	2,084,503
Options outstanding, weighted average remaining contractual life (Year)	9 years 7 months 2 days
Options outstanding, weighted average exercise price (in dollars per share)	$ 1.44
Options exercisable (in shares) | shares	75,527
Options exercisable, weighted average exercise price (in dollars per share)	$ 1.79
Exercise Price Range Two [Member]	
Exercise price, lower range limit (in dollars per share)	2.01
Exercise price, upper range limit (in dollars per share)	$ 3
Options, number outstanding (in shares) | shares	1,675,699
Options outstanding, weighted average remaining contractual life (Year)	8 years
Options outstanding, weighted average exercise price (in dollars per share)	$ 2.76
Options exercisable (in shares) | shares	487,967
Options exercisable, weighted average exercise price (in dollars per share)	$ 2.69
Exercise Price Range Three [Member]	
Exercise price, lower range limit (in dollars per share)	3.01
Exercise price, upper range limit (in dollars per share)	$ 4
Options, number outstanding (in shares) | shares	250,000
Options outstanding, weighted average remaining contractual life (Year)	10 years
Options outstanding, weighted average exercise price (in dollars per share)	$ 3.1
Options exercisable (in shares) | shares	0
Options exercisable, weighted average exercise price (in dollars per share)	$ 0
Exercise Price Range Four [Member]	
Exercise price, lower range limit (in dollars per share)	4.01
Exercise price, upper range limit (in dollars per share)	$ 25
Options, number outstanding (in shares) | shares	647,433
Options outstanding, weighted average remaining contractual life (Year)	5 years 6 months 25 days
Options outstanding, weighted average exercise price (in dollars per share)	$ 5.39
Options exercisable (in shares) | shares	597,086
Options exercisable, weighted average exercise price (in dollars per share)	$ 5.39

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Note 12 - Share-based	1 Months

Compensation - Summary of RSU Activity (Details) - Restricted Stock Units (RSUs) [Member] - $ / shares	Ended	12 Months Ended		
	Oct. 31, 2023	Dec. 31, 2023	Dec. 31, 2022	Dec. 31, 2021
Awards other than options, unvested (in shares)		922,332	269,303	
Awards other than options, unvested, weighted average grant date fair value (in dollars per share)		$ 2.88	$ 6.47	
Unvested, vesting period (Year)		2 years 6 months 7 days	2 years 1 month 9 days	2 years
Awards other than options, Granted (in shares)	482,143	1,289,784	988,850	
Awards other than options, granted, weighted average grant date fair value (in dollars per share)		$ 1.41	$ 2.49	
Awards other than options, Vested (in shares)		(1,056,360)	(268,548)	
Awards other than options, vested, weighted average grant date fair value (in dollars per share)		$ 1.83	$ 4.13	
Awards other than options, Forfeited and cancelled (in shares)		(345,168)	(67,273)	
Awards other than options, forfeited and cancelled, weighted average grant date fair value (in dollars per share)		$ 2.7	$ 6.45	
Awards other than options, unvested (in shares)		810,588	922,332	269,303
Awards other than options, unvested, weighted average grant date fair value (in dollars per share)		$ 1.73	$ 2.88	$ 6.47

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Note 12 - Share-based Compensation - Allocation of Share-based Compensation Expense (Details) - USD ($) $ in Thousands	12 Months Ended	
	Dec. 31, 2023	Dec. 31, 2022
Share-based expense	$ 1,985	$ 3,225
Selling, General and Administrative Expenses [Member]		
Share-based expense	1,696	2,684
Research and Development Expense [Member]		
Share-based expense	$ 289	$ 541

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Note 14 - Defined Contribution Plan (Details Textual) - USD ($) $ in Thousands	12 Months Ended	
	Dec. 31, 2023	Dec. 31, 2022
Defined Benefit Plan, Plan Assets, Contributions by Employer	$ 0	$ 0

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Note 15 - Commitments and Contingencies (Details Textual)	12 Months Ended						
	Dec. 31, 2023 USD ($)	Dec. 31, 2022 USD ($)	Nov. 30, 2023 USD ($) ft²	Aug. 31, 2022 USD ($)	Jan. 31, 2022	Jun. 30, 2019 ft²	Sep. 30, 2016 USD ($)
Contractual Obligation	$ 662,000						
Related Party Technology License Agreement [Member] | Syzygy Licensing LLC [Member]							
Royalty Payments, Percentage of Product Revenue							4.00%
Maximum Royalties to Be Paid Under Agreement							$ 1,000,000
Royalty Expense	199,000	$ 274,000					
Royalty Guarantees, Commitments, Amount	$ 81,000						
Office Space in Miami, Florida [Member]							
Area of Real Estate Property | ft²			4,487				
Lessee, Operating Lease, Term of Contract			94 months				
Lessee, Operating Lease, Rent Abatement Term			5 months				
Lessee, Operating Lease, Monthly Liability, to be Paid			$ 40				
Lessee, Operating Lease, Yearly Rent Increase			3.00%				
Office Space in Tempe, Arizona [Member]							
Area of Real Estate Property | ft²						11,256	
Lessee, Operating Lease, Term of Contract					3 years		
Lessee, Operating Lease, Monthly Liability, to be Paid				$ 10			
Lessee, Operating Lease, Yearly Rent Increase				4.00%			

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Note 16 - Related Party Transactions (Details Textual) - USD ($)	Aug. 16, 2023	Aug. 16, 2023	Aug. 09, 2023	Jun. 29, 2023	12 Months Ended Dec. 31, 2023	Dec. 31, 2022	Sep. 30, 2016
Intrensic, LLC [Member]							
Business Acquisition, Percentage of Voting Interests Acquired			100.00%				
Payments to Acquire Businesses, Gross	$ 554,000	$ 554,000	$ 553,588				
Business Acquisition, Equity Interest Issued or Issuable, Number of Shares	1,250,000	1,250,000	1,250,000				
Executive Chairman [Member]							
Class of Warrant or Right, Number of Securities Called by Warrants or Rights (in shares)				2,068,966			
Proceeds from Issuance or Sale of Equity				$ 3,000,000			
Executive Chairman [Member] | Series A Preferred Stock [Member]							
Stock Issued During Period, Shares, New Issues (in shares)				3,000			
Mr. Elwood Norris [Member]							
Reimbursement of Expenses to Related Party, Monthly Amount					$ 1,500		
Consulting Fees to Related Party, Monthly Amount					7,500		
Related Party Transaction, Amounts of Transaction					108,000	$ 108,000	
Syzygy Licensing LLC [Member] | Related Party Technology License Agreement [Member]							
Royalty Payments, Percentage of Product Revenue							4.00%
Maximum Royalties to Be Paid Under Agreement							$ 1,000,000
Royalty Expense					$ 199,000	$ 274,000	

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Note 17 - Income Taxes (Details Textual) - USD ($) $ in Thousands	Dec. 31, 2023	Dec. 31, 2022
Deferred Tax Assets, Tax Credit Carryforwards, Research	$ 81	$ 65
Domestic Tax Jurisdiction [Member]		
Operating Loss Carryforward Subject to Expiration	703	
Operating Loss Carryforwards	78,800	
State and Local Jurisdiction [Member]		

Operating Loss Carryforwards	$ 30,800

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Note 17 - Income Taxes - Income Tax Expense (Benefits) (Details) - USD ($) $ in Thousands	12 Months Ended	
	Dec. 31, 2023	Dec. 31, 2022
Deferred Tax Expense/(Benefit)	$ (4,333)	$ 3,756
Change in Valuation Allowance	4,333	(3,756)
Income Tax Provision/(Benefit)	$ 0	$ 0

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Note 17 - Income Taxes - Reconciliations of Federal Statutory Rate to Effective Income Tax Rate (Details) - USD ($) $ in Thousands	12 Months Ended	
	Dec. 31, 2023	Dec. 31, 2022
U.S. Statutory Federal Income Tax Rate	$ (6,355)	$ 3,700
State Income Taxes, net of Federal Income tax Benefit	(421)	345
Permanent differences and other	2,433	(289)
Valuation Allowance	4,333	(3,756)
Income Tax Provision/(Benefit)	$ 0	$ 0

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Note 17 - Income Taxes - Deferred Tax Assets and Liabilities (Details) - USD ($) $ in Thousands		
	Dec. 31, 2023	Dec. 31, 2022
Net operating loss carryforwards	$ 17,002	$ 14,898
Sec. 174 capitalization	1,494	0
Research and development credits	81	65
Stock Based Compensation	1,447	1,216
Accruals and Other	995	324
Total deferred tax assets (gross)	21,018	16,503
Less valuation allowance	(20,302)	(15,969)
Net deferred tax assets	716	534
Depreciation and other	(716)	(534)
Net deferred tax liabilities	(716)	(534)
Net deferred income taxes	$ 0	$ 0

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Note 18 - Major Customers and Related Information (Details Textual) - Customer Concentration Risk [Member]	12 Months Ended	
	Dec. 31, 2023	Dec. 31, 2022
Revenue Benchmark [Member] | Distributors [Member]		
Number of Major Customers	1	2
Revenue Benchmark [Member] | Distributor One [Member]		
Concentration Risk, Percentage	37.00%	36.00%
Revenue Benchmark [Member] | Distributor Two [Member]		
Concentration Risk, Percentage		25.00%
Accounts Receivable [Member] | Distributors [Member]		
Number of Major Customers	1	1
Accounts Receivable [Member] | Distributor One [Member]		
Concentration Risk, Percentage	67.00%	70.00%

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Note 17 - Major Customers and Related Information - Disaggregation of Revenue by Geographic Region (Details) - USD ($) $ in Thousands	12 Months Ended	
	Dec. 31, 2023	Dec. 31, 2022
Revenues	$ 6,133	$ 8,049
Americas [Member]		
Revenues	3,773	5,315
Europe, Middle East and Africa [Member]		
Revenues	2,302	2,487
Asia Pacific [Member]		
Revenues	$ 58	$ 247

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Note 19 - Business Combination (Details Textual) - Intrensic, LLC [Member] - USD ($)			
	Aug. 16, 2023	Aug. 16, 2023	Aug. 09, 2023
Payments to Acquire Businesses, Gross	$ 554,000	$ 554,000	$ 553,588
Business Acquisition, Equity Interest Issued or Issuable, Number of Shares	1,250,000	1,250,000	1,250,000
Business Combination, Consideration Transferred, Equity Interests Issued and Issuable	$ 1,938,000		
Business Acquisition, Transaction Costs	$ 38,000	$ 38,000	

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Note 19 - Business Combination - Schedule of Business Acquisitions (Details) - USD ($)					
	Aug. 16, 2023	Aug. 16, 2023	Aug. 09, 2023	Dec. 31, 2023	Dec. 31, 2022
Goodwill				$ 1,610,000	$ 0
Intrensic, LLC [Member]					
Cash and cash equivalents	$ 3,000	$ 3,000			
Accounts receivable	91,000	91,000			
Inventory	61,000	61,000			
Goodwill	1,610,000	1,610,000			
Total assets	2,495,000	2,495,000			
Liabilities	3,000	3,000			
Equity	2,492,000	2,492,000			
Total liabilities and equity	2,495,000	2,495,000			
Cash	554,000	554,000	$ 553,588		
Equity	1,938,000				

Liabilities assumed	3,000		
Total	2,495,000		
Intrinsic, LLC [Member] | Technology-Based Intangible Assets [Member]			
Intangible assets	490,000	490,000	
Intrinsic, LLC [Member] | Customer Relationships [Member]			
Intangible assets	160,000	160,000	
Intrinsic, LLC [Member] | Trademarks and Trade Names [Member]			
Intangible assets	$ 80,000	$ 80,000	

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Note 20 - Subsequent Events (Details Textual) - $ / shares	Jan. 14, 2024	Aug. 19, 2024	Jul. 03, 2023
Series A Preferred Stock [Member]			
Preferred Stock, Convertible, Conversion Price (in dollars per share)			$ 1.45
Forecast [Member] | Series A Preferred Stock [Member] | Maximum [Member]			
Preferred Stock, Convertible, Conversion Price (in dollars per share)			$ 1
Restricted Stock [Member] | The 2017 Stock Incentive Plan [Member] | Chief Executive Officer [Member] | Subsequent Event [Member]			
Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period		632,911	

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:CBPI5;&5H0#7"L9,MGUK*A3!G;U P-5OQ&355# MN*HQM7VD %RD %PK!4R8I")_N*@GM4/66!RQK#VD4(U#1I@?JBR:S0IE^RZ%R.;#U7TA7XOR0[,T/GW?<9AJ MF%8S@BVU\JJ%(B-
XM1XLS!;*!$+]=8=,)2RXKO&RA'T$!*\("%ZM@#!-[Z/0 M5YV4$Z/U@%4:K^NPFA56:KU,3:\C>SKOG?1<[!SCT\Z3B4Z1 [Q:.: \2S'3 M\Q$)^IQ*-:;O++2 #5D^39$8UR'!1VE,+U<[VKK>;J]_Y/3T4YNG$IE]!
-O M:_T0;./7MX%Q*&(T&1G)P K'CGGN$2YKW(#VD02\(@EX.^;N5YBJ9C)VE'^X MO?&-+!IW[*S!;>QVFE,FSO$JI:GP66-B>TC 'A% /!J!X",V&IY7S4S6&[\S4C, MJLNWI59>4%NX_"YLSP<*5Y
CJTB6.P0J_3U+K^4\F/A$]L9&@8HZH4N?P6-V@1/XKA'Q#\F6V M+0^>2\GC[.V"DH *_07U^0/GUP' !6) & 'AL+W=OW,]NI)TI[:AYT^P"1L84(2*@#)<7]] 4@61>)# M]H[ZD)B4+B[/!>[%.1?
BY2,77^6*4@6^M4TGKR8KI=;O9C-9K6A+Y%N^IIW^ MYIZ+EBA]*QYFV@MIFA),EG+6'=9'%I/[L1BTN^40WKZ(T *E92SO)> <$O;^:?(#O MEFEJ!EB+7QE]E$?7P(1RQ_E7<_-3?35)#"+:T$H9%T3_V=
(E;1KC2>/X8^]T MS]7S9X';!KUB3_^A^X#RHR_BC?2 M_@\>][;)!%0;J7B['ZP1M*S;_27?]A-Q- "F@0%H/P"]= #>#\ VT!TR&]8U M461Q*?@C$,9:>S,7=F[L:!T-Z\PRWBJAOV5ZG%HL>2=YPVJB:
T^DH9T%06W MQIT$%^#+[37XX2=+6\G"G]9#-^5NV?\G'W%!1XRC6MW@(, MIP E"'N&+U\^' V'SW2\AZ#1(6AD_>%0T!LA:*< D5+'^^Z([D[=!K/@0*XYY7RR)7 &]:J R%_2/#=N2 M1@?O7<6=3\)RZ,AO
=H'+++N<;8^C<8TRC).#T0!E>D"91E'>KKA0%XJ*5F?: MEDK5AB#N_.1'3R^R)!E!=(T@+M/2CS$[8,RB&#]4%=]H5'KWJJB>Q;N&[B:6 M=TKH[6B?3E/04>5#GCF@<(+&D^L:H7EH!9"T/$,L3TZJ97J@G.YVF
MZM>FHH++7[K+GY0CG*Y-D=CU%ZK+(\ MD .PYSD8I9;%OSFO'UG3>($A=Y/.X7@G]5@%=B/8,Q*,4](OMKK#9;,?/IP, M. ;F&L$D!*VG(1CGH5UE1Z"YS**S*7' N68XR0H8@-)%P:1NY8PY3>
MT;WJ!4:9[+7RY5S>AD'W[7C]'7@W35Y,J3K#=BE)@C=9/98I3!493V#P3B% M:8!BH^7ST:IX,;I,E)=H#-$U@FF. Q![PH)QQEK:3D)774W77+) A:A,PP/*+:(=2C M-BS>A_V7=P\[T7]J0T/G[SLN+,?GXK,K
M#H)Z9D0O8<;&MV)>J)X6;]Z,98_'"N>A"NA9$L4;M3W4$P_]G9;N8QV$GJXM M@Z',[SD-Q3EMR=N6[9I!-\E9_"8'>*30!$D'?@Q1/YUDVS1)L,R:% M4UADT[+$.P,)F)1&A=C^>:.D;E!JL\
<0!:YI1=L[[>KY",X:F<.T*= CU]2> MI39/WG5PZ7Y\+! U&X[/+B]P M$=AU<"\-<%P:',/<'[']P5B?\RAS+;RE@G;[WZFOL"H"Q1O"8E($TP+U"P/$& M=K>52\^FX47I-JL8YF/1Y;%'19(%S@3PT4%KG-
8=VK%5]F+LGJ;7TUEZS"*= M)>[I'.IL;__O9;A>_>W%& ;QV7SZ7MV'4O5+ \7[ZQ6R$S]I0 MG\0;,.I>?."X^+@1))[J]J ^$%+V6CKRSI';73M[1,QD&$VO*'"\^];2:4N% MLF=Q?61V9>.)?%:!
<2YOPTGH!0:>GRF1HT+EU5&?R=LPZEXDX%.'W']/(KLR M 27.H8+'*00C6"\DTKB0^/&;HGHCKL'^;.&91&[UU+'*_'SSZZ>I_>2S(*PS M\BZ6XO&&GO7:QS^5M.#>]>$GA6G709_(V#+K7/VE< UP_)[B@6]IM
MZ*GCL-35-FDR_L')8P3S@+A,>_F3XC,=YJ11'7?J%3J3MV'81S]C!9H=O?1AWKCYF8@'UDG0'L]*GE;Z.%B]Q++[D;Q MM7T/Y(XKQ5M[N:)$,X8QT-_?;\RK)8=7B19_ 5!+ P04 " "P@!Q9 MT$AS#B@# O# &
'AL+W=O.@ J:6;UA?54-&Z%]->F.0@5IV8V0:Z??K93IHF$!J* M.HT7Q';NSO^?+SF.X9;Q>Q$#2/20T%2,K%C*U;EMBS"&!(LV6T&J[BP83[!4 M4[ZTQ8H#CHQ30FW/<;IV@DEJC8=F;3ZZCD>5H14
AE#H$5I<-3(!2'4GI^)4'M8H]M6-Y_!C]LX%7,',L M8,+H=Q+)>&3U+13! J^IO&7;+Y #!3I>R*@PWVB;V?8<"X5K(5F2.RL%"4FS M*W[(#Z+DX'8..'BY@W>L@Y\[^ 8T4V:PKK#$XR%G6\2UM8JF!^9LC+>B(:E.
MXTQR=9L%0P2B(L(4*7F.(T!#33X00ZFV(.J8Q!DA!3\1Y]0&^1C42L_MEL70EFI'<0.\ZTNLZV\ UM=0=A&OMM'GN/Y->Z3X]V]JKNMH MRKR#W3+S. M@7A3];P YPI[)EEXWU+4F@M=K&7,./FC;IR1-
=]7X>;Q>^:^/IUV8P#QWR& M]J;,U6Q7 ? + /]E "I=B'$U,\F\PW0-: H\ S,P$:,4IVV4NON8#6:5:@Z!57G6:H)2Q+U>I^:D\[>6;OY8>]FY1C+"D%0$ 0O('BM MI 3'):71K(+4+9"Z+TY"UT+L6[.2'?
OG#M^/P@"Q]^17F/HNKU@,/#KQ?<* M\;T3Q']=2R%Q&I%TV4*?S+6H?PU$O6.):@R?)>H71/T&HG0#7)(Y5<]2M0J@ M'S>0S('_K!/^;%3=,)R+%0YA9*F.0 #?@#5^]\;M.A_KJO4K!:L_ID8T657$N\[3;Z[S?
RIWOF]CE6BVJY*5N@GWI,0<5RKRX.7S'00' M_5WQ^U:',O+4"[BG-0.E*M$H?O]GOD[\OM6N>04S>E6^@;S)4D%HK!0/DZ[MIVH\S[K3;"+9RC1XKH@6L#=7_!F'R[2NUUM=M>G[W@!*N <[9)VOOU M-
P8"'1AK3]J7!,S,^)OQS'RV5TB/V MK(0O6R$+JN%5[N9J+QE-:Z4BGQ//"^<%Y>5LO:K'[N1Z)2J=\Y+=2:2JHJ#R MYRW+Q?%FAF>G@7N^R[09F*]7>[IC#TQ_W=]>)MW5E)>L%)Q42+)MC>SM_AZ
M0T*C4$O\S=E1G3TCX\JC$-_-RX?T9N891"QGB38F*/P=V(;EN;$$./YIC7#FD2JV$?DWGNKL9A;/4,JVM,KUO3C^R5J'%L9>(G)5_Z)C M*^O-4%(I+8I6&1 4O&S^Z8\V$&<*.)Q0(*T"&2H$$PI^J^#7CC;(:K?
>44W7 M*RF.2!IIL&8>ZMC4VN -+\TR/F@)7SGHZ?5&E$KD/*6:I>A!PQ^LD59(;-'G M/9/4Q%HA6J9H(PI(E,RLX(&ACT(I=(6^/KQ#+U^\0B\0+)&73%0*1-5JK@&: MF6">M#!N&QAD @8FZ),H=:;@[V7*TDL#
<_"I_MN=/V+MG!U963%W;8M.H!G954\C7:D\3=C.#!5!,'MAL M_>LO./1^L_GU3,8NO PZ+P.7]?6=%&F5:*1HSJQ9T*@O:G7380[KA>]'J_GA MW(.Q4!3$N!.Z0+;HD"V@*T1"AMNH$+8C2:W2=DN*IC
MH<#'"SO$N(,8.R'^(4T;VDNQY=H&+![-29;><%7'0G[D!W9@RP[8TEGN3>Q$ MTT'+'6(_@'>5/7K+YZS^9S)VX33V>C+QG.OQ '0,[KY&.U:"ZWE-'#0%WN)* MFU_Y;I%:>-
%$J\"D!TJ>4)%/RZK6U$7NXY#$0Z0VL2"<2'_!D/6Z!%;BJP/;%A-[/5C&L%-28KC(>$9A$*)[8 N"O4#D MDGQ'*3_PE$T="986_,M1Y8^E)G*3]#Q%W#QUBBJB6DO^6&EJP&L!OA0%'"YK
M\)G(4R:MR%OSB\O(AWB(W2;GB#SI*8NX*:MS)JK.<;RI"$OGE?F('=R(Z,2 M4AS:1RKRG,I&O!Y]976KF30^A^N]B49>6<6"B5PG/;T1-[U]J_<)]"/E'H M>^=N*%0I^-2LT1Z\-
/7ZOV+0F+$[/F;!@/@DP,MA+=DD,3;GDXEF3WK*).XC MXN4!VWAF/2R29STM/I>U2Y[]B5N]G6U-S(^!]J+S"+G*K*>?8F;?0VXJI2, MYOQ??*@=A22J,TI(?06[A@)(Y
!;A_K&Q.J!BU9;\&,1[$WUMYY[B9M[QZED MA1<^,< 6.1PM1@&>GUU#%4SNZMLY!858E;JYN.E&NQO M_6]UV#\%E]OFGN\ MWDQSK?B)RATO%778]":U'4CQFCT,>- 'S?"J%/ M+V:"[KYT_1]02P,$% @ L8
<61$,ZW1@" !CX !@ !X;"]W;W)K MDXM_==H6\Z0 MYP6S;594DZN+[K/K^NJ"[EE95.2Z!LU^N\WJKV])21\O)W*RR[8/WQ?V&M1_, MKBYVV3VY(>SC[KKF[V9'EKS8DJHt: 5J0-?I=AO&W2((PRON)R\!NVE
MW%+ZJ7WS+K^<>.V(2$G6K*7(^+\'LB)EV3+Q<7SN22?'/MN&IZ^_L2?=Q?.+ MN3Y03DY"[;E^P]??PGZ2^H&^":EDWW%SSV6&\"UON&T6W? MF(]@6U2'_]F77HB3!@B=:8#Z!DANX)]I@/L&6&J @S,-
YGV#N=S#XDP#0V_@ MRSV<:Q@T#0*I_<1G&BSZ!HLN6_=UN]!$&L??T?6G#2US4C?_ /'G?<&^ M@BGX>!.!7W[^%?P,B@I\V-!]DU5YRO27U?S0T*S/--4]=4M?=Z"U,D9GI39X7[?3(2G"=%?F47]XJVQ6,OS>0
MQF;2]X3Q]8"/+L[JJJCN&Q-78AG@'ZMWX UC=7&[9]EM20"C?*@U#YB)-36S M?J#\"L5F,YY$QTQ"QTQ"'<_\#,_;K,RJ-0&_<-V:#1]5\RO(&((C^B7 \#> M/ 1U67)@#3K6=N%\N)I[2Q^&
<_]B]G":!\;NVR7[5;+UN1RPM?DAM0/9'+U MXB<8>*]UJ>"2+'9)EJAZ3 -1B50C&43![@2XH>/\<-/BM]38G@\D\'(5+ M17@B(E(1(?20%/1814WGX<((/15ABO+21$4@=D0E1F!^C,#=&H5\5#Q,(%$VS
MYVO'?L<_(E](O2X:TB[-3;?4T5V[7#6G,TX7K+F2+;[O>U(X5BI*#IAQX&.G MC$NRQ"59ZHA,B+Y_C+[O.OJZB/NVR;>R(B)?R8\:_XWF/=[A0/*;BO"F9=?A;*<%&P].=+ M26
5)@MLQ(*QZX]+LL0E6>J(3$B#Y3$-EM\K#72A7UJGE141+6UY$5L1B161 MFA"'"DN%1R="HY+\(X[K4)"N+_W*A[GD1 #IE:D-AZED5+&G3@#M: [8A8$?J@N;:0M.SBF6' M1'9(K(%,X2*
"TDT.U5JIQ)U.RGHH3/=H'6"VB%1#S'JID+TNEFI4CN5J-M0L*GU:^'^J>KIK_50,A4U"*MLKH2#?*Z)<2RP"I2$=AIL>J4+7'*EKIB$U-&@_MJ(#AF!)82H$GA=U>&&L@2KRQDA+A'&-Y^ZV!38,%7@3RI-+1R;-
*'15:>/Z9 M724?"C)Y;3FM8I6VH730SP4+#"'U*QFGL9 M>;4K:"]OH5J\(F\ISS[A6N'I)K1G'8E"C]4N=!]F6NF'*VRO2:&;JV*YO+V M,=:@%)GM9;%F.$)?
HLY#80S_;Y4Q5&M>R*2A[X0^M>\V]C9YG]B(9VJMD.R2Q0U)75R;&:2BJX7>NJLW\HR/CDBUR MRA8[94N L(+.S$!4/14ZJO&GGW)KRF5:SHKT-O3O>@S\LC);?/:26\'"! U\NE;F/0Z1
M/(>MED^J(X+!N1D\&!S(;'#\K="XO,>^Q+7/4M5=603SN3)37=I'D5.VV"E; MXI0M=<4FVM/@8*'G.EC?+9]<&CXKI!H^4^@A>=8[-<"JY7]MQTTJ:04PL-J1:;5"ZM(Z==QD[9T=$GJ=LJ2LV,8,&%P^97;P?E$%.K3ZG
M;!%23\S(Z1AK,,H>Q0I)C1#QG/A@M6&SU?:.1ZR[3\ZW@.L^EEV(6NLM6W_> M\RAUMZ(L/Q-8-:H@\M6]_TH#5$Z3N_3T8J=LB5.VU!6;&/S!!,1F$_"IP=<& MW*7-M<+VHTE8XS2&6+[-
JT'),\T.26U]B7H/;AHVNVDWA+&R>R@+O/AIB2!\ M#3[>@ \UR9I_17<%F6I7?[,M*.UMI]2LD-B.R310*;*:14+2%3ZY/D7LSDV_MX@Z"F6FTN$]X6$8UN!1Q-<>!=':<0[%2IG4J4>/"9L-EG>NX9.ZP-@FH/O.H#*
<^?Z:PB M*%M%&E080@SEJ:7"IN$B7"[EJ65_WD4#P3"0'WF9G3S0VSX1_GM6WQ=5 TIR MQYMY+Q>\)7?UXR/KPAM%=]XSO+66,;KN7&Y+EI&X! /L[2MFW-^UCP\=':_^ M!U!+ P04 " "Q@!Q92#Y%!?X("H*P &
'AL+W=OEDT[_^AI)M6N(/VX7[$LO*:/3-#&>^&9K7;UQ\E2O&%/I65XV\ M&:V46E]-)C)?L9K*CWS-&OC/DHN:*0@J7B9R+1@MVH?J:H*C*)O4M%Q&M]?M MO2=Q>\TWJBH;]B20W-0U%>^?6,7?;D;Q:'?CY_)EI?2-
R>WUFKZP9Z9^73\) M^#;9:RG*FC6RY_T2;'DSNHNO[M-$/]!*_+MD;_+@&FE3%IQ_U5\>BYM1I!&Q MBN5*JZ#P\]=;+3;(3RC52\WCX,".JRZ3[IMZTC#AZ(M?0_@[0-
X^$#B>8!L'R"MH1VRUJP'JNCMM>!O2&AIT*8O6M^T3X,U9:/#^*P$ M_+>$Y]3M/6\DK\J"*E:@9P4?$",E$5^B>RI7Z#/$6:(Q^O7Y 7W_W0_H.U0V MZ)<5WTC:%/)ZH@"#UC3)M^_[U+T/>]X78_2%-
VHET3^;@A5]!1, O[< [RSX MA(,:'UC^$9'X \(1)@Y]Z_C@-PR-ZAI-5'? XU7OLL>(U^6C-!5=F\H#N] M8DM5,GGE\ENG-G&KU=E\)=C@F$(;J>O!Y;X0^+IUD\ MW8OU<*9[G&DP4G?
% R" NN6N.-2DG#=Y63'[R N_HZUR'=2$@06/M\'T\: MCF=ZR7A>2%G/3]G>3UDPG@\,E.8E[W(879P-TM@R./1Z,(T-741#> 0K"RG0B+FDIT"NM-CKFZ*V#C:J2 M+LJJS4HG.44.X//9$+I#S(?
\@&CC<%GDS;BM)!6#%8#8-QU_Y@09VR"GTR%$ MAU 4>T!B Q('03[M@MX6[X)O%FJYJ:#4Y7P#==*)%MM 9L-<<@A-/>D>&Z:- M@S363_@=1%W'6?E*(?.=:(D%)(F'Q8D-V\5ANMLM*%^EL^EKC#%.AMA<
M8HFW3ANJB\-<]R38FI;%KLQU2XA#-RA@JA$"D&_7EA.[36S0\,V'T&VI.?'@ M-NP7A^EO'_@U??=&W6:V\6$WNH7GD"*9Q['8$" .$Z"9)SH>V:7ENPLIMGEL M'&?
#XNR2FGNH!!N^PV&^NV^`5XAWP=9+17@(T]8:)YY08\-U_.QU MS&JQ8;W"9E:I$ZQ-8F.2##/*(97%/F\:KL-'N&[7ED'.J*H=TIT0;>:"@ \S MQRDU\V$T%(?#%/? E@Q2NX"B":5IX\P=;//585>XQ6<+93,/.L-
J.$@9AZS6 MU:%&-V1':]%6:]]7:3Q$;$OY,MUP$ YST(^GC)Y.R Y6BK-I-&QSG'))%ODR MRU 3GIZU!Z*I2IZR!X*#E'=N#W$I;7TO& K$1RAP(_(5U=P'[:ED#%_E%D36>NN1(E&29)WJ& G&8 F$&R!DK)%KJV-
54;417',\S MPS$B9B0=]J\.,3 A\B0/,31)CLR)=%TJ6G7]1U&"#:S;D(*Q%M(("JDN]>SW M3;GVU5+BH$5,AF%P2J6>(!##GN3(M+A+ K:+TL!I#F"!1 5P!I%X;)30N^FY M$[J#,--TR%0.*9 ?
#:F2HP/DP>*I>//2K990$T!LQK2\[*#>N6>) =;M6%2 M-4[68V\!57;QOEW7QZLLL4DTC:>S(7!;*D[FL:?$$L.U)#FKQ'XN&]KDIVPS M!SG\['WF"VGK>\%P.@ES>G^UL6],Y*5L]X.@]\R_
F/J='&'SV9L'%G1LX5F MOM 97B=A7N^#+J7<4+T38#:QNC8TY[0A=);F+ ^=ZU5:]<'IT$VF[MHPR'F M2WK#]R0\BCZ4.GL:,*GK3MMN12>6$Z=CXDPMQY^\^4H,'Y,P'SNS?;G/FR/9
M[MB0C>+4\JXMYETPAI!)F) U\.\+E@L]\/T ONVN=D[N5HN^T'3V2BL?)1/' M1!J3Z9"2'6+$-U@GAI"38X3L0?H!+=A+V30ZI I #@1^+;*9-B<7'#JED3CR[M+8GAX^3(-.N'S_3,&
1N\RR96YV00ZIG7A^X(>0$!XGB>;->=_,B=$,/IO[R?0"2;@7,#\L;!I(KZK\ PK$ M"]5C5W-&VYLX1NOUY[/%R",6^EC;$;:'O[MN_M+YQ" MU[T'.GH(;V#%.J?TX3:"ZXHD'C,,IR=A3G\\(,2#C0; M3M0.#B?
$6N8GDWAB2#P)D[C=:KR5:M5;*$[-B]C,MQF= CY\!KN3HX,TU2Q M74?WBZ %JZGX*M% OK!ZP<1 G5B#&L\NJQ?2UC]B86@ C?Z:K: TV$Z0>\3E_1%SWA=2EM?2^89B,] M_G/VGUK1]EFN80?0$!E/K?
9H'!_=W_<]*X]9#FX M_RF^NN\.C1HUW1G6+U3_8")1Q9:@,OHX!4BB.Q;:?5%\W9ZL7'"E>-U>KAA8 M+[0 _'_)N=I]T2_8'\Z]_3]02P,$% @ L8 <6:NAJ<1K @ 3@< !@ M !X;"]W;W)K&FOQ$B.5 M!-
A)@P:HBR!)VT/0 RV-),)<5)*.W;D-$PW0JY4 M Z#1EE&NLJ#1NKT*0U4TP+ :B!:X6:F$9%@;4]:A:B7@T@4Q&B91- D9)CS(M4S=W+_-4K#4E'.XE4FO&L/P]!RHV61 '^XD'4C?:3H1YVN(:'D%_:^^EL<)>
MI20,N"*"(PE5%LSBJ_G4^CN'[P0VZF",;"5+(5;6N"NS(+) 0*'05@&;UPM< M Z56R&#\VFD&?4H;>#C>J]^ZVDTM2ZS@6M ?I-1-%DP#5$*%UU0_B,UGV-4S MMGJ%H,H]T:;S'9N,Q5IIP7;!QF:$=V^\W>W#04
\.1&0[(2Q]TERB/6II58N)T?F>VMP2)GB0N":_13$K,:S#;KE4: M:I/!^H7%3FW>J24GU.($+037C4*?> GE:X'0H/5\R9YOGG@5;Z 8H&\ \ 251 M,O3H#?MZATYO^._UHB_&!]UI8$
M1!\]M*.>=N13SQ=8@R28HB>03"%1'3LG]/P$6XWF5!2KG\E:/U\ M?MUS?)<]W^6YH[CXKVWTRY_#G/:8TS=CGM]*O_9)QO"@QS&0M>OD"A5BS777 M[OK9_K*8=3WRKWMWTRRPK_E7B$)E0J/!I?GZ9-
>]L.T-UG7,I="F_[IA8RX\ MD-;!K%="Z+UA$_17:/X'4$L#!!0 (+& '%FT_BK?PAD ,A) 8 M>&PO=V]R:W-H965T&ULK5QI<]M(DOV^OZ)"TS%A1Y"T#EM6 MC[L=(9!?ZT;=IO;F5,I[ZOJ\K]?+3JNLU?
GCQQQOD3?_:Y??E3TW>5K/.7)FJHH&PC-_\F$=Q M2NJ8_QY&?\M[QU[FVIFKIOK%EMWJYZ.+(U6:A>ZK[J;9_M7X_3RC\8JFJZ%W7K'UGK&!M:_FIOWLY_)$.I[[#*:];)N)5OM:=?OE3VVQ52ZTQ
M&OW"6^7>6)RMZ5!NNQ9/+?IU+S\VG5$G:JH^M4M=VW]JD55=JELY)M4LU*U= MUG9A"UUWZK(HFK[N;+U4GYO*%M:XGYYT6_F-]Z3PL[Z264_OF?7D5'UHZF[E MU)NZ-.5P@"?

80MS':=C'J],'1WQMBIDZ.YFHT^/3LP?&.XMR.>/QSAZ0BU-= MH][:6M>%U96Z[71GH(_=P0W+<$\/#T>F]1>WT87Y^0BVXTQ[9XY>_OE/)^?' M+QY8[-.XV*/>813GU&OCBM9N
MXKD?.&#UWU_,]TZ]JIKBV_\GFW>7'Z__Z_++]:>/ZO+C:W7[M]<.'RYO_5)_>JMOK=Q^OWUY?77[\HBZOKCY]_?CE^N,[]?G3^^NKZS>W^YIY M<.F_M'JCOIAB53=5L\2B)^JZ+F83I=
<EO=&E4T[:9I9:!'WJ>V1O605=_2)VNTNNVP9?51NU+_!@&%:;,*F,BS.@9C5%XP61EEI M:,ZV4?^X.2Q\WL179^CS-ZZSP!8,22-HR)['(.DOHN:YJ'D8^\ZHN3&U@AYM ML*E28U6^=--VM?2U*;55;6CYV;387@K
MPW^M+?W%1L##7ZY-"TA0CX(0O]ZJ=Y>2GT+FMFO>V@ZJ2S@RS]XK#1A\>L'@CX&H_M_Q\1(32V+U8T[Y3GW39]!3%6K@GVPB/I^^<.S4Q\" MPDP[."%F= ^R1Q:LM=^0W[_#ZO03/TR."J(L 'L__\K" @.2O?BC%V
P:, MOD0_1/WP/T(=9B8!@\FL&80]MOXQA<= '20DH$02[$89'=U^*!A$<%'WN9_ M"C\ 27LR9(C@_ J:ZZ08H3F++ MSHY]JS?9@%(,:X6L2]"-=I6TUJF-L$MQ4WA@6YF#0V3#R*#^[EY==$OKST=-:/+=
[+X,11G]L9I#)R?D4 LYBJ.L:I]>+ M#4Y'W1Z)*S@[/7^L+A^6&&(S0S,3 H^/Q B>JER-YBXS!N&F'1@UEE M+B#%#&*M;L;NA1Y%W+L'J82$4RA'L'I+>&J;DN:K)3P@EG?$>C> MT6//#2^.GTU/CB?W+
(S;^C9'CT%Q5A;6X_T4<B(Z- N2Y$;?*[@): M7''I'S.4,Q3\.BED'>K$?-X@(?;69LR\'2FFDT]A7_O6O!E"<6AO#@#4M[6 M)((P"H)X"B<\6A[9-E.RC'([L=L)IETY1;A+ S M]<[_1LW$O4JP0_CM4IY
R%XRKZ'TZ9.X\/PH",;_#ULBAQP58QK<&CF/VGE, MSS;I*$.$%@1),6P^:*LACO4C,8\(G.1+9+44USW>$L'U4(''(PS&NJ DO?-8 MP;
(>3D#HIME0.8VRX,A3QV18B>=6Y_+\:N5H[5K[Q9%H2BWA44T!,TA@\0\.21O"KVQ MH*(S=06XUG3,PZ"$I4F>*YYJ0-AP.>2P8 A33[#8T3$C!CN'+CI2?+N1P%6_L+VY]W.#J6)YF,S SO MLT?
X#807PIQ"_#TWW99RI"R$Y;(U2SJ\D (4<-AHZ_&^'J(MIZ?,(>FS1ZMV M(8-PSV%X)R F%P9G;NU-+]L4Q$P!@5X#B,ADY80L6+(!U<#33O2&/2V\KVU) M9K.!.Z8F+HI_U%3QCO!?G7+#6>Y@ 1()'?
VM!P":EODJEH+/6SDP((B7%:B[0B8@3-9YFZ\$(J M^XW@"[/5+*GHSX* M%Y8#I:1X>9)JMDE@0\&G^-H0W^S,E!A4"=(:P< SA%&#?72,JLSY5<*#KB53 MKO6:?.I&=Q*H5W Q-:<(7;/HJ)8Q26K5A:*'T+]
;B7JH4-;V;*8. M7D'&X#=4R&!QC"$N< M,X(*7TZG]4(]SSX_?&PO6+P7>7]2D+5NOPGP9/HR.Z"!UWLBSG+ZC_3CX)"8 M+E2 2>"'B<4U92@T$(W"6 M1A4B6P!9S[.2H$/&E.M)@J5Z>OB"0;2Q-"X4*F:
(\D9<9G;@):C3(M] 68STR0G .GF+FP&' ?MA+Q4 I,D:00HZ:E2*.1E%>RK)EZR^YRIY803;TG MQ]_9U$2@W>6V*LD0-T1HOZ*Z&6,)9;\H.,M)KL]'#-&=-289KG6>95"J!=X$
M?,^:K8\"TAPN$8@1D8:G$#+A\RT@ IX6,J>+E#36=B#=]@KV.^X(IIMY|(5Z MW]3+Z7M6=&_(_(FH?AY"'%9K:*VIA#3TSOC-^"V/Z 'MS!!&$0?NN)8IF2;' M16/; M@IPU.8L>_OEE]I/!:XF3J)I-4 6)1$Q'Q"2
)=GS>W#,KI%+#C[%2Y)GN/*B MQ#ZH:E#DE =+V2*P!FX#C[;UBT%Z:[#S/=%0FO3Y\?'0CY96YHU=&1_&73/& MR<5<2#?-,VM,!. NO>3;-"KR@4'96/B5-!2O<(6M 79>]+3G;#$5+Z>V#J:U7#7ZD2B87/RGM M$?
Y_Z^L5A#-APPN8+[QNRO056%VA53(-D.2#]^P5XZ@$(I/A[=0\)#I;G-TZ1<$&KXA%CW!RE M3!DTS=;CR\87)\^F3X^G^/?YU<2G&B5R'0R?B_ ^\758@$W# \#$+/*2NI&D?,H[XXL"&S94?+]0^B.: M
Z>,$S%HS30/N,,H!\Z/=+<*M32*1B4AL@O5!T;5N)PA5OJ4PCCW3[&CI)0. MWT8@Y?+I'4ZQ/E Y=/>$E#X"21J6ZJFQ=$A 4X;4@M#@.$V.& <4D=3MZ<6Q ME+U$]?
8B5D"#$Y^$>A7F).X%ENBO7NRWY9AXL5(L)UIQQ"3DG+94<[M KS2 MAT 1;$:0'!:69;^C*\!!MO"+F 5LMG Q;15S'''1:2796N6R2#4,KWRT"7PW M3*FB
O7YEL1P^<$.9J%XM+ALZ&Y:9#JMY1W$6VB(%V\];F\ ]3+25M0:1O MXK-_AX?V..'>4SQAK-,O#-U>"L(43TO5%RZ;0W'7FD[V,!;_Z[@&19N>'$]O M?_R1EL]KE90IY/89I++A8:\XALB?2U3!IP.)+^4D?
#8W3^8*"Z"R]@_GOHZ MUM/3\PC,$F@>]L\/5KH3UOM[%$*=+\313[]V6>F"K]:L&SH#'6X+26/!3U>+(DUK]E#XRDTGH3KDAZ_UU1]Y.W< MF923M_%Z9KK:.;R+EV,'O5R91?[+\1E&X=1?4TK
M;!;+D/;LJHZBA5LJ\N*:TB \".Y@VEP+NT#%&$ACTA2Y;L M2Y9NVTR[W?#JZ''"?7K"9NC$.(%&L?/T]!5MB7X/'>2R6H.!PD>S*^S#U0=<] MQ9YP&NV(LJQI1ZZ.QGFWC0S+%*?+#5GAC$!P,JV?3]/-
A]D($W9!6]C0?02< M!F %Q?[H(2FCI"JHD$4613\IMQ2)'=EN*)!Q>0 PT6\H/'!>3VNG"X]>[T$S MS2AX*QN^1I[N>EX\!0#[EC$JBH_BC>^;[";IPP.>'Y]/8C?>3C@+;VI7R7'4
MZF^0.073[!1.+D9U"JK..ZD:%G$07X$6EW^G0;G[4?TT*9C<'T6DR;=L4L)> M#LZT=S ,?,P,'+TD9J'GZ>H]P1QFZR(!W",]H; ;ZA1R!P_:L Q^Y+,':$'2
ML/973:7Y18ED6L*=PWIGZA.71,*!^XZ.WF7PG[&>9!N3A'J\N97=;.B/T%!$ M"Y6B#^GNCA\TOR-.ZBH5Q)0S2SUL?=?8PL/J/1B?Y$;O72#0[^OH9^@>%*7D
ME1QG5OUC5V0CP\31:CGOR&F()T*!X$6TCV*YFG81S$(T?Y#1YMZ&*8W+KT M^Y(;8FG %,()*D/LX\=Z/!R9JU+#.PW#.FN<8RBNS+!]4J23 (8XH2I,@AJ['>
MH]SIUF0>-.3X)RN<3U$R/NMW&9[+Y5IM8H_O<>)@E\!K$NIA MD(6)'C]I<%T&(L$96@]0^7M&<@I&+I9+Q;?VN=0)$\^AG@[3$,EL[E'"SNO' M2#122(]C"L/17/W?!Y&8U9&J(#3B3:S5I'#C$--Q/DL7!3?)\
0.+8*SPX',6'XA-8/]0[@.+P^.1[3CT5),K[TZAX848+0T^-C?^_VQW\W"/5S MAOV(51]>@O4EDL[]5JAC]\/S46PKE7!ZZFA^M<#2C7 S*B5Z\ MWP[<,4N.L*YK^9((!6G5B]Z<7QY/PHFYH>1/6/N$')R_2A5\?
I),,?"78"B)O MB<#I8A\V'WJMF]\4WHG*R%$J(HX#?7TFGT6D)&6_8Q<_]"I9_T9>8S8NS.7R MFWA%?*V.0BR^NI@N/9:F\->G656XD#4B2$/=D*[*D88N,(<0>@P;1FU.!
M+H=&5*&M&M>W@^0$#V@[BH!U[?;J6EX__**_8^Z/S;W)JG07.+VVP6S2 MPZKDUSVOZ/1W7_-^"!@.#2D'Q*]>L4W$-YKX5IE-=0*:4K4/!26;EMTG M'882AWA%>@^#"6!(R?F7,H9)O^A[/-)&>WP;7N[@-S#R^]F#-
U3*IG,VDEVECX3K0YSA>!F/TAA3[R6NI:6;%X'VV]J_%X$R\Q3M3Y7E]]9 MX;Q)2%;0_)(%&@X2Q!!O99"V^V,)+"2^?R25M*3J@_2N',L!=>; 1 +# NO1A,9_T8 M;'3T+3'J8OIW*2'X^T:C<33GGRD#FMT[&
([)E\C7V1:SYLR-)4(4_NF;#W4$;SJ$6/SKRH#;M=0 SQ<-?)C_@R:(7)[T M\G\!4$L#!!0 (+& '%GC_2DY7@0 D* 8 >&PO=V]R:W-H965T M&ULG599,%1E+WUU^?TG!C[(-;(7IXRI5VHVCE??t:
M[;ITA;EP'5.@II.%L;GPM+3+KBLLBBPHY:J;]'J'V$Q('8V'8>_:CH=F[974 M>&W!K?-%F*)-^COBFM+JVZ#DLD*KBL*5PW'M#(:D4DL"[-!18G@LOQD-K-F!9FM#X M([@:M(F'U\:CY# /LSP$?
4:'0B=P;4UV3KU,#7.NV'7DR$6 M[Z85Z*0$3=X C1/X;+1?.;C0&6;? W2)84,SJ6E.DIV(YYAVH!_O0=)+^COP M^HW; 8#7W^&V V_@H]1"IU(HN/'"(Y7;ZPZ7<(/7X;AS3ETA4AQ%U!H.[2-& MX_?
OXL/>AQUD!PW9P2[T<94:6%B34TJTMU3+5"=^!=-0(6CASUM\\C!1)GWX MZS7^NRTDG=;LXO[B\N[B!LXNS^%Z=G5^-[V%Z=7-[N&N-7Q*3:Z31%Y(0B7:E3MU8 =N5PA>5!7"G"<0=:P74E'N:3^, M!.F?
R0:8M67_RM@J*>9224]T(%M;1F3Y9Q06D$L:J" QGQ/-NB@[K3H7K7<< MH+68T4=AG/2N546P-1&*JHT,> A=Z#5-0:C4H4TJV(9^O]\2RS+)$XV\U#25 MX[U>+X%!
[ZAU:X5V!,UU6T=G'WZ)3P[AUVWHG[@1<(G2AH/!@(@2.^VA,#9, MQI=3MO*'T]G>T&B']1O;]?5U7G#]>0_N$ZY_='UD^,?.;3C^#7[-;ED M\+]B5;9!Q9(04K/4\EL0 N$<59E&EK-A%-)83/D*8+9F[NM.>VF4 M,
(1$=5$A7_8IK7E2Y+ET?'.7MAU60 PO7&KEO'3!6!"*IE;C,/%'!EF[F22Q$Z@QN6)1L>88;D7*_?"*>.LJX(LFCE="AH+W,&-XOJI!JO MS(7"$WSX9P[?QW0E,M &.J^-^^[6]4Q!6H9'",=HK7UY4S>
[S3OGK+S>7\3+ M1])G89>2_%>X(-5>Y"@=@ EL^/,J%-T6X[.?&4T;"YXK>:FA9@,X7AFZ^:L$& MFM??^&]02P,$% @ L8 <63W0(=!0 3PP !D !X;"]W;W)K&UL?5?;O9V= MF@JN*0BMG2U1F?3Z8#-J-
SW*9>]X8S\Y*L<0Y^B_EO:75N+.2R@*U MDT:#Q>Q\<#$YN3QD^2#PM\2UZWT#1[(PYCLO;M+S0<2 4&'BV8*@GQ5>H5)L MB&#\:&P..I>LV/]NK7\(L5,L"^'PRJBO,O7Y^>!X "EFHE+^LUG_@4T\1VPO M,
M>],NVFFP-]T3K0-OX(/40B=2*)A[X9%9MVN@&MSA[O-<<.#Z@CG!H M5SB8O7HQ>1N=[@%[V($]W&=]]E-%X)\'?/1PJ4SR_=]=:/?;FXY^N9C/KQ_@ MXNJO+S?SFX>;NT]SN*^LJX3VG!6?
(]Q;DZ'CGN/D4$@RH90)G<(#)KDVRBR? MMD!=+"V&!,(!Z[]Z<1S'T6FGV1V'@\GIZR&DE/$4A .3P2>SPF*!%N(X5)G^ MLB\Z%*1$+)V45JIH!:8#'Q5,L41B\#YBM3E$(_#>%C5: W0[C1Q)N#!DJ] MV;H/JO-
2>"[^C4ZIQ:PDG+];4Y6M)G55N#96J,CJ=DB J*'BW=?$2%M+(< + 3 @?[$CMA5[*A4)Z)%2@%F7V'-8([HG*U),;!;RV7^\P@6;0$E%P8LG0; M&L/ELB16\@GI4;5HBO>RD0E&37"52\S@NJX]I?
HNRZCF]MD.HTWKMEKULB)3*=P1 M,H5#SG%-'I;LO%D,]R^5ABV.X(OF#F1!YHYK:['4V'1\?'H?FIO^G*JA;?J("< I%^ M(TX',O* E&Y@T13HJ%T":2359$'=J=%M,RLDMEMU->5I+D0L2DFU;]Z+[3(V M6$^#B0-
)0"?#^"@:1E$$+J?V#SI45.(ZO?3T;K8VVD+O3$'O>6O3, IWTDX1 M2 A%\U#5W3UYV[:WY+DS(0+3M%'?WC^S\FD$>MM0RCK*/*5]K7 M\UZWVTW+%_60N!&O1^U;89?4N: P(]5H].YH +8>7^N%-V48&1?&TP
:/G.: M^-&R)UGA@:I9L$.NO\A9O\!4$L#!!0 (+& '%FTD#GRL < "P3 9 M >&PO=V]R:W-H965T@--FII(K6 MW1=Y;%?Y$L^Z*O&D8F?F86L?(+(E8@P2"@!:UG[]G 8HB78DS;SL@RT"!/IR
MNG&ZP;.%L4\N) +BI="E.V_GWL]/NUV7YE1(US%S*0%F:FPA/89VUG5S2S(+ MFPK=']1Z1]U"JK)]<1;FOMB+,U-YK4KZ8H6KBD+;Y15ILSAO]]NKB:]JEGN> MZ%Z6,'LA_FW^Q&'774C)54.F4*86EZ7G[LG]Z-
>+U8<'OBA:N\2S8DXDQ M3SRXR\[;/3:(-*6>)4C\/-,U::K0+_\4BKAT=M45:.6^*>C,L*%09?^5+ MC4-CPTEOQX9!06$0{(Z*@I4WTLN+,VL6PO)J2..'X&K8#>-4R4%Y\!90%?;Y
MBW0C28S$@;A5I2O3);6X*YWW8#W[JSKH8-7 M=-:WE64-]@AKS\0GTWI#=_>7]]=_E)W-T_/'[]]OGC_>.# MN'I2.H$B6F!=*3I167@SU2ZFQ"N0?DRELN0)9ZHH$GRY^5UFKRAF?$N6$*H7/
M25R;TAFM,B"?!6F[$BBZB\W9,("9Q2 MZ)\9J_Z'UWR*,U'-3;10TS-I8:;BSRJ;,33?FUCRK#&Y*,;GR(&:NL":*YJV- MU8R-I>^50GZ)E*P'UZZ\K7A.3D"W(D=J-78!E(P\69 &91UQ^^;-E*?A:8!@
M;E7*_@"YA:DT("*.)X$P&T YJ8EQDF6,&H,^ERI@XJTLW90L/%3%<2G>8R6] M*! E?^"4P QGD-7+N$5&2\G&@%9F24?6Z)#F*D&009M.:*K+1IOHRNPTIDB$>.1%3JL,,[S19/
M:5ZJ[PCV#^G0P+Z188N<((0+8+I.)$Y(,V&N@(G$,%;E9MP10VW>U3M0JKB. MK?"! Q(2.!&@9VI-@849H5)G#(\SE4W}))5"N(*,I?(= Q+,JYNPACI[,X,$R M0&!I;FQ %W(1T@AZ$\T-AIR _P V9-_$*JA?UIU
.)-(Q*G1:!'=:GPQXP+5^9^=;-3:G+30 0^6N%K=5F3GQ3O23X_$0OP?U?QBW=B%_G1<'FZJ85V?WHEQ,G@E-HQW.#CXOSHX3'J]4<.2,&Y]ZSQT-LG7 MR#MP8X0OEY.3T5ET@__C6_#P:
{T1I!!41I?"T&Z?^47)RR#"OU!K_HV2,J8WW M8L8>,OGIX#3.OD-K&VH1$PPX99?%? #GK0&3?)I61:5# 36!_5)DMZ6B'>],'C'KB]D MHX8*(0Q=5KPSK8L$ M@ B56):XK[&-:[:U(^5V?3"4,$(7&'2I[K#>#;
.00&V^DP=-"<42RAVY+&>T[CM?-8"UX*C852)_7LGBT!?'3^O / M3UL_TN;M*[$*+4B-A-UG-<[@^^/DN'\L/K2N@^UL>C-AMEHBW0?[R?CD"+N: M>G=P/G3TQ\EQ;R@^-,LGYT $N3!9S)4K+=.G@X&XW=D?
16Y7];$*S]UCU5'P,*[]-2WWJ$)%=5>SC_LP3_=%0_*0U5;FG M@RGZ&*.G\!EPC*_#LGAWA]H[A!9V9?*B)#W,/<6K!6TZ;'B ESD?L@1IW#
M'I:1395;==6@VL[H4/P&^HP4,UWSLVK^\)FBL^U:WU\P2C(SL)W&F[CX'#\F+&> M77*NHQ?0#;+XW0'>3PTXL!ZP@O4'LHN_ %!+ P04 " "Q@!Q9\YB#N?P" N!@ &0 M
'AL+W=0*M7<1N:5$4P:E2<=ING\25D#H: M#<+9G1T-S(J4U'AGP:VJ2MC-&)59#Z,D>CF8RD5)_B >#99B@?=(WY=WEG?Q M#J60%6HGC0:+\V'T}3D;=[Q],/@A<>WVUN SF1GSZ#>38ABU/2%4F)-'$#P]
MX04JY8&8QI\M9K0+Z1WWUR_HUR%WSF4F'%X8]5,65 ZC?@0%SL5*T=2LO^(V MGZ['RXUR881U;9MU(LA7CDRU=68&E=3U+)ZW[[#GT&^_X9!N'=+ NPX46%X* M$J.!-6NPWIK1_"*D&KR9G-3^H]R3Y5O)?
C2Z,830A<\PT4^HR5B);A 3{_0[M.-^BC&N4] V4)(501E/IX$H76/P/$#.E':_TA=PTK'#9<;R]+J! &5"-R]:.',(3>.P%C0K!@L TK^%3.% M\'34"EOPP*:UQ9P;?
>9(:.'5AO@(0!=F&HI]:,#NWZ:],X=R/VH!1):+G.. M.]L$\^O)]6V-6"&5IFCM5RI?L#PX8G..Y\WG1C%3J1=G#2XAK&9,FLNHX$Z;Z6G6F(HU]Q>S8-:.SWI9'Y+F23]M3.MG MXQ 6;F?.*'0YZASA8^>D"Y_@SU<
MH5T$I?(}KC35[;P[W8GAEUH#7LUK)?TF[$)J!PKG[-IN];H1V%J=Z@V995"$ MF2'6E[L6=#1>@.^GQONENW&!]C}(D;_ %!+ P04 " "Q@!Q9CZU6"18# M !\!@ &0
'AL+W=OZV)9<;*V@3AVT#XDZR;I+A:+?:"EL4Y$(E62BIV WR'EJ [@^H7B M9>;PG!G..+Q3^ME%$2WL*R'-)-Q:6U]%D2FV6#'35S5*.EDK73%+2]V}3*V1 ME=ZIE:QWE4,2[#Z=CO+?5TK!HKN,2E!M-
4%=.O,Q1J-PF3\GWC@6^VUFU$ MTW'--OB{]GN]U+2*.I225RQ-5Q(TKB?A=7(URYR]-_B+X\XVNTD M'(50XIHUPCZHW1<\2!DZ0${)XT?8M;;#+(2B,595!V=B4''9?MG^$(CB-+ESC3J#@ SEK]!>
20IW2MJM@84LL7P/$'&[MCF+Z1GG&6GD6<0]&'0=*#-$X'9_ &G>2!QQNLTI MP2U<=AK.5G!4C!IWV<' MYMP40IE&(_S[A'L+,Z&*Y_].B3A[S6D1>3]8/ORY7#P_0/7]W-8?/0^=7FW
MN'J Z_UBPHU,H*E9CL02U!KM%6"M!5< EYBJ@=&*U0NTR&;A,NB$-"*EL#@5* M6(*MCO ^PC!+W9@,@B>EB/0&AGD*638*;E15-Y;P?IKGR1^&@R2x;;3DEH+2 M@S7?NXGQX+RJM7II\PS)90{)* F2WB6Y};W\8A!
<%T53-8(Y!252(.AQ>&J? MDEX6Y_ 9/CGCS\%I_3V0Z$G'ES1>#$

F29#"I/V MX7I%I@V@JQLXCI=_^=[.W#J5<6'76$"O7&]SU#"6JD;9M# MM]NUUNNVH_PT;_OR'=,;+@T(7)-KW+\8AJ#;7MT#M M#.A\K:C@#@MW0??#F?X/4$L#!!0 (+& '%G?/ .' 04 +$* 9 M>&PO=V]R:W-
H965T6)=ER MT\2 G?2219H&37;[L-@'6AI;1"E2):DX[M?OD)(=;>,&^R)1%.?PS.4,>;I5 M^KLI$"T\E$*:LUYA;74R&IFLP)*9H:I0TI^UTB6S]*DW(U-I9+DW*L4H"L/I M3&1<]N:G?
NY&ST]5;067>*/!U&7)]&Z)OFW/>N/>?N(KWQ3638SFIQ7;X"W: M/ZL;35^C TK.2Y2&*PD:UV>]Q?ADF;CU?L%?'+>F,P;GR4JI[^[C,C_KA8X0 M"LRL0V#TNL=S%,(!$8T?+6;OL*4S{{WZ!^\
[^3+BAD\5^(;SVUQUIOU(,+;Y=75TP+ISK!F)E.D5F,Q![4&6R"LE2#9<[DY"2AS6*Y0N^P%+GON M$06+4FG+?S*'PG\%/ EN*!>4">C#+(WI.4DGP9UF.;4F:EL0)3,83\+@IM99
M0>+,P:BUW3**AZM<=";X^A"J5U+)-QV;UY!$8XB3I(5[$HL!2-)CWU$CI]U[,GT+ MBRXM?*>;:B>MT@<'B^P;OR1&Z*?&"\LM=6@;4<$V% M6E@*W1#NR+)J8^QR2ZG7KC-
GQ!,6]88"V@"0&?5#PJ9Y@_>HC[E"JS*UD?RG M*03I::V8(/DA-"<1EYFHE*BEJ*Y14%$U[=3O<,U'C7C2=[;:,DJFY M)1% KK9RX$)3:^U"PX"4;UP .?G"M6M9#J*?AN$0%O9I>@>TGZP[M>JKADR. M%-
0*1[:NVORT\7KY8A:-TW=40 ^D<\?B:7*=3XZCHU,;7->"'"0\>"9.3'5F5 M^PBN\-%*@L;% M37407@#];[KP_\ ?'M3D8@_-DKM2+FXR3FVK@#$*!L74(C'Z0.$(A'!"9\7>) M6=VI=(*'XRWZ5^\
[^3)G!D=*///$KFZJW2HDN&"YL]J_2N6_K0=7JR$\5]8 M%V<[?2K$N;$J+87)0I3+XL_>RC@<"'2##P2B4B#R=A>*0)6WS+)^3ZLU':>; MT-S N^JER3@N'2DSJVF7DY5WMRN+T(6?81#'*I?6P)1MV%P@,)FX19UC
A/. MYEQPR!'T&I;4.N%&7*H8%BJB#U2$$7Q3TJX,W,D$DQ\!&F3OSNAH:_0P.HEX MBW$=FF$-HB!JGL!K[fH+0]'C-$T$P8!5\Y9+)F#,!,\LL4O+9HPX7<*WC<*Z. MKDW&8KRI4J$8U*]8[7_^%':"+R>,;>V,;9U"
[_]7HN"6FU@HDVN$/Q_QS<)0 MJ/CEKV/^G-1XW}]NO3(8C7Y_NG^'I[A8FX\%P/!D_ MCN]F\$Q&DA5J+OB2PIJX4&=L UIMF/"V9KDV.9/6[3)^!:+W%"YPH XH*3Q M3CZ@L5Y\+"V5,=5U3DQ--74H;3?D>TS-
@D26&CUU<&Y7")_=:,H^/)NUZ^' M7RYJD'A09D M8(89\3Y'#4L'-1WS>5K,Q5 M+H%G8A'2KN MN3(H;NG)\>*M\XUI+Z_P)O2P,$% @ L8 <66#WP$G\! R0H !D !X M;"]W;W)K&ULK5;=<^(V$'_GK]AQT\YUA@
VGTF! M&9)+INWD>IF0:Q\Z?1#V IK(ED^2(=Q?WUW9."0EM]] 4G>_>U0/Z7Q5ILG MNT9T\)RJS$Z"M7/Y9;MMXS6FPK9TCAE]66J3"D=;LVK;W*!(0%*JVE&G,VBG M0F;!=.S/[LUTK
NG9(;W!FR1IL+LKE#I[20(@_W!@URM'1^TI^-X'?)6[MP1K8DX763[SY)9D$'2:$"F/' M"(+^-GB-2C$0T?A:80:U258\7._1;[WOY,M"6+S6Z@^9N/4D& 60X%(4RCWH M[<!8^=-G0%@KZW]A6\IV23@NK--
II4P,4IF5_^*YBL.!PJCSCD)4*42>=VG(ML_PHG)B.C=Z"86E"XX5WU6L3.9EQ4N;.T%=)>F[ZFW8(%W .=TB^V7';$2A_ M:L<5P%4)$+T#$$;P2G=N;>$F2S!Y#= F-C6E:$_I*CJ)^!'C%G3#)D2=J'L"
MKUN[V/5XW1,N6G ;:F4FLE@*!7,G'%)IN:,.EW"]XW#<)9]%JW-W,YC=S>%PC7.LT%]F.JM>AH:(B>+D$03UBC,A6/C(@+0A0;!P$[;(8 M<^ZCED=8%3*A6"=P^UL?@6S^34\ZES&,.I%S3WI# #P^0M0^Y1
%A:XDEG& M;E%'TK%8$@/X560%303P.0\OH F55!LGOPG?N7KI870=DHH51/?NQ()W'/=#BLF(:C_YFI7BBY\B&S M!EKPW 4/[:P$,KGJYSTE- C9@Q>-MYB*BD64DFW.R=5R@EPQ< 9#,+!^[{T M3I2F8R\;-@?
#L/&H*6YOJQKN:HTSB)K1: BWA2L,5H"VV/DF?15:]B:ESR3F MZY2JX[5Y#05_]YI3L"R-CFI\N!H.*B+XJN+-L@L1[QZ_6Z0.Q#?S#DQ0#Z M';\80C^*>#&"?G?4H/;@V]'7==B,:MJ,'-#S+-'^==
M)0BT#CZ$S?X@A!\KH'VDN VW_M(A8;&AP*2OTLX7\4M*? :HDP4(62OLM:+06W"-QA'JOLYC&O>\S8W>2.NKC0-8^<+Y(/\5 M%'6G<>(9R:C.*&$*%VR>23K.,#[6E@*Y%E.U6J3R0^:E\\J4.(+U="ULA*%D
MJW_4"6-SY:\RWZ)5M91YY=UV+>.U/WOIE:H)]2$.=RK57&$,)JU7(W,MJ'6K M6=.])>$NDYIL4AI.P[^TC=4=&N:>/H%]$^P%1MMRY3^+K8?2O^,WC!A)-Y#+M MR-*&4[&#I2S34":W=>P*:Q\\+U(T*_^(XCJ@6BE?
&O5I 4Z;E<^3%_'RD?=) M&+H +%E;DFJG->P'8,J'4[EQ.O>/E85V]/3QRS6]-=&P 'U?:KK-JPT;J%^O MT[\!4$L#!!0 (+& '%E4A.*B 4 *8+ 9 >&PO=V]R:W-H965T
M!\2B]+PS)DS%_*R,?:1Y8@>5F6AW540][[Z M,!PZF6,IW,!4J.G+W-A2>%K:Q=!5%D46-I7%<)0DI\-2*-V;7(9W=W9R:6I? M*(UW%EQ=EL(^W6!AFJM>VNM>W*M%[OG%
<')9B05.T?]5W5E:=14YJ3,6O6RBK:YR??C$=($5B"\):H;V[*!W+V6+<1(51 M*QCI"+X:f7,'GW2&V7. (1%:LQIUKGY&>Q$_HAS ..W#*!F-]^"-UU&.]XV M3Y0.O('/2@LME2A@ZH5'JJ[=
4>XX]UPW"@?7M4D7O6H$QS:)?8F;]^DI\G%'M'K+':[+'^] G72+0GP=<>;@IC'S\=Q?)O3"[2:,) 'YI18QV8^3,*OF=K(R$EL5&> M&/%K I9U7ON;.IF0JO407$ ZI(4+'+[%XB@&]I/6E,^[8]*&JK:M)G9A0.-3?
%TE*%3"RU8G[6/6T,S N&. MIAU:IC?U5%#]F()*6%B*HD8X2 ;D*H4*;?07$!;@?,",1L3@(V4-F:[4__< MVT9II:F&1%$\@=PB%VJLKECCT_[Y^]/^R0H=S MH[)*MKP'QR>OT+[=V-^Q_88N:W"H*#--
UY3<#/)732EN";_,V:X ;B/9H,5N MP;JF[UP/X),@,GSY':B?V.NT$I%K?4\OC[,4(H2N^^Q15S%LN@8<84?4YB M-03CU K*.+?GUI0;"T}3COM!QB)H%)4_KBJ.^02>4%#-SZG-3,/5O6O; !YU M?$E2D5I1;Q7"
M.3574G#[N"\1613J$6/*MOP$WT=\<&=;GOK -X(N"_.: K3"TXVGGU%\U"O' M1J@<1)5"R+#MA<"'V_*V8Y/<8!5D>A>3(@OC.&UMGW5C"(PDVMRPAD\%MZL!Q/!3BKDV%+ZQQCAP:2<-QJW+60 W-
0*K&,+GZ["8.U(.S_EEZ%@3/VM_(M,%7:F=H5?_2U/H!6%043.JYV(7@:=7Z?:Y9Q@1IMF &V,I89TW"OC$-"WW4X M#[?N3B7;1;@A,U:OUV?0F]CG>OC7F\P7X5=D'G$A0XIZW)X.RD!S;> M"N/"FRK&PO=V]R:W-
H965TAF0YF*3$M_CHT1JNC'VT56(!,^UTFX6543-61R[HL):N)%I4//.RMA:$+MV M';O&HB@#J%9QEB3'<2VDC0)I6+NU^=2TI*3&6PNNK6MA7^:HS&86I=*KPIU< M5^07XGS:B#7>(WUO;BU[\$"@OR#
(}_3WB)2GDBE0&GYXR&E!ZX;;^R7X?:N9:E<'AIU%]9 M4C6+3B,H<25:17=F\P7{>HX\7V&4"U_8=+'C)[FUWCNSV$+ M*D]I=R3Y9W)>,H_V8((4WA MSRQP2=.8F-/OQ$6/GW?X[U\FL&-T50YN-
{EE0\3Q"QF4)2]*IIG>QD76(Q@ MG'Z$+,G&>_C&0X7CP#?>4Z$#,G_MM="%% KN21!R9Y';57!'-]E-YX?DS#6B MP%G$4^#0/F&4'OZDQ\GY'K&30>QD'WON+P$6TA7*N-8B_'K 9X*Y,L7C[UU: M]{.EZ>C=XFK^
\5PJ6I&Z%?#@].L_3DW''KHEV.',0NO1&!E(7 MJN5;!7X#K"'IUZ"01P"4%$NI)$D^V?<.$4(;??XPVG4$\59WUFC7808=%*;5 MU#7JL#J,^477W?_"NS?B1MBUU(Y5K!B:C$Z.(K#=W'4.F2;T^M(03TXP*WXJ MT/H
WE\9%MH[/L'P^.5_ 5"_5 M=4YJ3,6O6RBK:YR??C$=($5B"\):H;V[*!W+V6+<1(51 M*QCI"+X:f7,'GW2&V7. (1%:LQIUKGY&>Q$_HAS ..W#*!F-]^"-UU&.]XV M3Y0.O(''/2@LME2A@ZH5'JJ[=
{<'QJRWWXBU0)%.7CZO5$I4M!K2Z ;:RD]# M.5U24&Y=A;L:S[G+GXU38C06C\6M,^G'A?:NW6ST\=]J"5IVF0 M=^WEC??(@Z@WIG0+*UZ5FI>%C(:#SXR^V'MR]__M^O[MWVY>O\;5KW[Y]8%F8G1^3 9#0F?L
L)@^E;""E089Q!0I:9.-^U"-Z9J:J"8$OK M$K&4E;B3>:W$H^$:T=BJ2K_@#@FA<;#9^:;AU@X?SMZ=I*0P-5"IPLQ\O00 M0YFR>EXBE)F05MRJ2F/G*[$A8R#>EN+'.E^+B<^I1+C6$6*FFO*-]I{G:
M5IP"YE15L"3>?8^-[Z(M4!U_#=TU24_0"C.$3M@VT.RC^ENB,\!.3%67NV] MTK2E!&MLUB4JLW57ZC/;+_,SW!KN.15<3LA':O?X'XPQR,;W:4H.S06_QD[M:J=]FD>)RTJG;,^CT>#L?!_*I;G]CF]#<5M/?
\,N!"8>JM'6A,Q^PV=&$W)W MT#W3=SI396:3\(5=YLB%!(TMS:6UWHGL?RH@TC7'Y%-=-79AU5[3'THZ^P4 MPZ0NZ_**DXW:VAH M^U(5 _44FE=P7+5\W\BU+VJ4FTE!0/+U'VZD.5<\369
MTQ=$+@SNFE*#9RWPKWPLES_PY<>V7'?<=1QV!G>@C=22'1 R)K2BSTIU6*T= MUZUI/4U/7GS-H"++LBX2TGUI:NI+HJ_FE:^3@"(D9"G7TJ<@H,\NV$B(0[] M)TG:5/MD)PTK969)S+Y-
6#5L&HF6:6JJC.+2@DBOI@^4U$#\NO2;"9,B?}4B M,90A&6()N*${B":@AR//F2 ^5'H^5WS_%>?',9 !Q 5=(HN)^C[XH0H"Q\-.(;BAUD/<[E6N2UJ&7:?8'B*",,"X.BC:KKS[50 \Q75G5G[IL3YI\ED*P+'&ZH0S
MKV,8)8IK42BG4RQ&@0WXG&+2J$&)B>\DW4BS8VE2 =M7G0;:J=+H58K@6 MQ^/A"/=+FU@$16^$JF=&:#"Z$j[7)4!;\34B9[@)=%"AT>.S4U\" M5K;S69_E4V,^TL4/V8NC{2FDFGR?^C,+5X<71R}3,UDG;0W906]"O:&
{<'QJRWWXBU0)%.7CZO5$I4M!K2Z ;:RD]# M.5U24&Y=A;L:S[G+GXU38C06C\6M,^G'A?:NW6ST\=]J"5IVF0 M=^WEC??(@Z@WIG0+*UZ5FI>%C(:#SXR^V'MR]__M^O[MWVY>O\;5KW[Y]8%F8G1^3 9#0F?L
L)@^E;""E089Q!0I:9.-^U"-Z9J:J"8$OK M$K&4E;B3>:W$H^$:T=BJ2K_@#@FA<;#9^:;AU@X?SMZ=I*0P-5"IPLQ\O00 M0YFR>EXBE)F05MRJ2F/G*[$A8R#>EN+'.E^+B<^I1+C6$6*FFO*-]I{G:
M5IP"YE15L"3>?8^-[Z(M4!U_#=TU24_0"C.$3M@VT.RC^ENB,\!.3%67NV] MTK2E!&MLUB4JLW57ZC/;+_,SW!KN.15<3LA':O?X'XPQR,;W:4H.S06_QD[M:J=]

M4U_@%:K3P#J2_7EF86TGPMILM#H8>U0!+=JU&J[7]BK2I;6*6\L>MZR_*O1(_M_\IFY"4R,8A@_R8\H_BV$J8-($Q2_R!:\+'#-(:W2A%(='/LI)@),,?0H1S%D4?_MRZ+6+4QTVW&VDF$/&
{^[;S*X3JZ2'/NB#6>0#4P9#0=0(+I5Z;S;4OXM5_NT_M=2)=0)WY)48-W*K@NZ8*72O?KT2^4KV+K17C8+9N<;LKLBT:M3J="K8X9XMW
M*!:5INXCA>J5E'.U(AS,%1=H>!BWM\D6K1J>6U&AW5R>N79!MF"YW)^YEG#X_MoF.'GJ"[!,!!Y3FLXN62-8L8_D+T1-Y*(V/M[>#(>,7=V?,*D2E:M1N=BHW9_MS86<:U=R(%)Y2&2(H/J'"03E!Y$2JO^[.?5(.-
B4\F\4]*VDG.+4F[;OB^Q_M<7'59.$PTF7$1B_'YO2PS?HL:S+BXK^L%A."G:?RJTS9^/*OZG'&TIV_W/#9@N3#%=F&Z7(90CJ+T>*FO@UMO3SXYZ:/J=_M%,T_%=IF\-'/AB^W"]Q?3SP[>MJ3?
L9Z^W?/8@.7:&=NU\Y,D{8W4<*12;9$V_MT3<2TQTI>%*-?%(T_U1HFQ'--3>V:^Y?3$${>,>2@L=Z^G;/0P-67[N[@;HV_M3N_ %$I_(\PN(E9O5_=L-^GMTM;[._?*SV[+I6L0_4K^0(_M +& '%FC&2;B20,
8-_9 >&PO=V]R:W-H965T*CZL+$GR8KU;KJ{N2#UX[OK_M&),$8R7(+[']7GG-FSIRL/>XNA7Q24T0-JX1QU7.F6L].75=%4TR(.A$SY.:_ M6,B$:+.4$U?-))(X!27,#3ROZ2:$X[OO%RXI9.IMA?
+*+R[CG>+8B9!AI2T',88$#9,PRF3K^9J1.GM,"-\}?V'^D_MXHV8$5$X$.R1QGK:<]H.Q#@FLC666-V_#X]7< 008(]@6$&2!,A:XK2V5=$$WZ72F6(&VT8;,G:6]2_MM%%#N;7Q3DMSEQJ<[0\2&B&
KW"+"?1S5$!X##=2O/R:_HK=#X_C6A3,$0_M5WI.V!<3?G]W_<=='7^_(*?A5,R5P:FNJTU-EMF-L0SGZ_S!._D0,#J!T*!! MX_5A_7RP/SS8AKNF$WD[6Q=08QXBR*=#I?_[D-
{UO1:Y61+;5EWK>E_J'/+ZB9$09U<]%_MZM>4S0UW6O7ZCH-08\(P+/:PD=?:V._#EQVYX>6+6?_/S@4CEY+,2@TLS72H-M@161;36EF3>E6;V!S3?F^&%GQ\""F*!>;& KK[55A8&71I%]-T:E#I:F.M3!
MBLBVNM+.N]*NWL'V&W<"O[GC8&G:#XKJY*(ZI:(>J+101_,F)5;"?D_54LI# M+:V(;$N][[U.$E[UIF:<GWNNY>^X6A34:1=03']C\0%+Z]W+GW*.0PVJBFU; M\>MPXW]LNBEWZ.U@XK=W#2J(\7?\<3>&5/N%
<$WDA'(%#,<&Y)VT#%JNA^[U_M0HM9.K>.A#9UIJ=3\Z&"T=8^V-A9M=L84?A_-_G_Q]02P,$% @_L8 < M65^0%GJ5 P __X !0 !X;"!W;W)K&ULM5==_M;],P%/TK5D (I&V)DS;=1EMI:T$@;6C:^'A
/+C);6N1V,%VV_'OL9TL3;0, ME_0;>SXG'N.'?OZ#C=???3>-].O("HP@R2)2A(/IO#1/(,L.D=?RH2+TZI@$VGQ_8WUKSVLR, M2)CP[M-U7+DG7HHA3E99>J6;]Y!9.AO^!*>2?N+-M78P$/)2BJ>5V"!W
WU4OT -IH.R"L .$^H/<$(*H D35:*K.VID21\5#P#1)FMG8S#W9N+%J[MHK1*$)ETKJ=Q/.E- 3CJXH MF=&,*@H2O9R"(C23K_2 3W=3]/+Y*_0<488^+0E*:AHY])56:..+X2:7FLE03 M/J$&A^A:QUI*]
{:ED.X2^-I:[2]\\'<9.AFGD)R@"!^A, BC%D&3P^&A0TY4 M3W=D^7I/\$WLBH) 4RBXI'IVOUY#/@/QK6VRG%QF@Y_+@B0P\O0.EB#6X(U? M/,-Q\+K-Z#\BV[':JVWWG+8O2498 FT>2V#?
LV9LQX'0W_=%.ZD[BB\7POO M.X5?I"DUQXT\@0Q4F_X2'S?TXR (]RPX@W2T$-<68J>%CX(P.=>?G.+ZW+6; MO,U',C' CHXPW0T,:A-#+I^0(-#%L#)WE'[::W]]#=[7@A@"A5+L!]^OLX@'2W@8)0J J>)-
<*3%I!7XC0 MF\)F,9/N[GODFH#>XY]OCVR/WC.44;9PGL[N:'!Z//\KMMVY:5P#<-<-5B&; MZQI%T=[*NNF[R@^W\L./*# X_JBJ5IY1B? MQ?M>_D?"Q]N,CSNG_ K9U- O]?;E_X^TC[=Y'{L3_P&'-
GZ<^EN^J/ZC^PV. MMTNUJVZ;TK${IQ]T'%<<.Z&C1_I:!L6#/7U^H[[0E]>%+;LD2OB*J;+4J'OK MTN["%C3^=GA9%UX3L:!,H@SF&AJ<#'1D499:94/QPE8K,Z[T3=D^+G5Y"L(, MT._G7%\2]02P,$% @ L8
<62AB=00@! V!8 !D !X;"W;W)K&ULM9AA_Z#:N>G.>$50U/;4 M&16$SFP[SGJ[!^+F7J3PB,P"<9.@(;??!)#%5CF\S?6%AOC\?T_2_$G@&1\(M_# 3MI(CSN0Z2M*_RXB&8:%TY M((C!YY* Q=
<>%A#'$B2&\;UD:E5**3QM'^G+?.YB+L^8P8+$?T4!WTZTD88" MV. LYI_(P8-R/I;D^21F^2D3X8!ZZ'99''O)#'0(\D MY5N&G#2 H$;O_H0>; #H8M+5S,WCS.=F(W&GA;?(&'20V35[-0-:_)S<;B'0
MWEV4.\WR)[*_1::9R\VZU6B6V^#?HIYQ,;O[Y>%>SNM?X#TD M.QQ1L9]R1#;H(>4X#:/G& I/,W3C0/AQ%D1IB%Q"@D,4QW4.GC=FD6?(/=MA
M'R::.^08T#UHT]]^,0;=/^KFU3E$)LU7"')6PI4J8JQ+F*8*=&=2J#&HU&Q2_2K'ZT%5<)LE3#':K5Q+%7F=%7"/$6P,W,- M*G,-F@_&E%/YEN%WT,>/B\8=K1%TK9U4PFR5,$8I@9Z8;5J8; M_C\
{VO#=K6Y9_7>W^J)=F%T7UK-&H_,PIW$NUQI'\SN MQ'3&&[^I3+=4*7-5PCQ%L#;_W55^N_L/?G-$F]6#D,/C&4O($+5%A:0BQWT ME,GS4?IQO<4BJLY\1>[!Z1*;UDLGDD7+.+MEG-,YXLVN-
HQ+FJH1YBF"%JLR["RO/K[IGQOW"Z.FWS7NO:+*^@-?U'P?,0VC ME*$8-B)5]U9626E11RTN.-GE5;EGPCE)\N86< !4!HC?-X3PXX5,4!6SI\\! M4$L#!!0 (+& '%E>$?Q:8@(H% 9 >&PO=V]R:W-H965T(#R
5G*;)I1&ZLL82+ A"MMG-[DV'Hf= MV4[;[=?O[(30,8KV)?&=[WGNQ7Z<;K1YLB6B@VTEE1U&I7.K"\9L7F+%[8E> MH:*=A385=V2:);,K@[P(H$JR)([/6<6%BK(T^.Y,ENK:2:'PSH"MJXJ;7V.4
M>C.,"M&$SUXL2^<=+$M7?(DS=(^K.T,6ZU@*4:&R0BLPN!A&H_[%9.#C0\ W M@1N[LP;?R5SK)V]<%\,H]@6AQ-GY!DZ_-4Y02D]$9?QL.-,NI0?NKI_9+T/O MU,N=6YQH^5T4KAQ&'R,H<,%KZ>[UY@K;?
LX\7ZZE#5_8M+%Q!'EMG:Y:,%50 M'=7\^;:=PPZ@?[X'D+2 Y#7@=_]@T +"Y%A366AKRAW/4J,W8'PTL?E%F$U M4S=":^5.<.4.[@G N^Z(=PBD,"MJ[D\ MHLC'V10.#X[@
{2"AU+7EJO"ILQ1.9Z4Y6WJ<9,ZV9.ZG\"M5JZT\$D56/Q- MP*B/KIGDN9EQ\B[C%/,3&/1[D,3)X(U")0\/3]XI9]#-=A#X3O?P?9U<]V"* M>?:D13"LJ3'"HT/H/V%I@0<&CY!]_QE?P!02P,$% @ ML8
<6860*BP#! W1$!D !X;"]W;W)K&ULM9AA_zB?(!:OM(G 8ML"F"NNDI3=<0?+F7J3PB,P"<9.@(;??!)#%5CF\S?6%AOC\?T_2_$G@&1\(M_# 3MI(CSN0Z2M*_RXB&8:%TY M((C!YY* Q=
<>%A#'$B2&\;UD:E5**3QM'^G+?.YB+L^8P8+$?T4!WTZTD88" MV. LYI_(P8-R/I;D^21F^2D3X8!ZZ'99''O)#'0(\D MY5N&G#2 H$;O_H0>; #H8M+5S,WCS.=F(W&GA;?(&'20V35[-0-:_)S<;B'0
MWEV4.\WR)[*_1::9R\VZU6B6V^#?HIYQ,;O[Y>%>SNM?X#TD M.QQ1L9]R1#;H(>4X#:/G& I/,W3C0/AQ%D1IB%Q"@D,4QW4.GC=FD6?(/=MA
M'R::.^08T#UHT]]^,0;=/^KFU3E$)LU7"')6PI4J8JQ+F*8*=&=2J#&HU&Q2_2K'ZT%5<)LE3#':K5Q+%7F=%7"/$6P,W,- M*G,-F@_&E%/YEN%WT,>/B\8=K1%TK9U4PFR5,$8I@9Z8;5J8; M_C\
{VO#=K6Y9_7>W^J)=F%T7UK-&H_,PIW$NUQI'\SN MQ'3&&[^I3+=4*7-5PCQ%L#;_W55^N_L/?G-$F]6#D,/C&4O($+5%A:0BQWT ME,GS4?IQO<4BJLY\1>[!Z1*;UDLGDD7+.+MEG-,YXLVN-
HQ+FJH1YBF"%JLR["RO/K[IGQOW"Z.FWS7NO:+*^@-?U'P?,0VC ME*$8-B)5]U9626E11RTN.-GE5;EGPCE)\N86< !4!HC?-X3PXX5,4!6SI\\! M4$L#!!0 (+& '%E>$?Q:8@(H% 9 >&PO=V]R:W-H965T(#R
5G*;)I1&ZLL82+ A"MMG-[DV'Hf= MV4[;[=?O[(30,8KV)?&=[WGNQ7Z<;K1YLB6B@VTEE1U&I7.K"\9L7F+%[8E> MH:*=A385=V2:);,K@[P(H$JR)([/6<6%BK(T^.Y,ENK:2:'PSH"MJXJ;7V.4
M>C.,"M&$SUXL2^<=+$M7?(DS=(^K.T,6ZU@*4:&R0BLPN!A&H_[%9.#C0\ W M@1N[LP;?R5SK)V]<%\,H]@6AQ-GY!DZ_-4Y02D]$9?QL.-,NI0?NKI_9+T/O MU,N=6YQH^5T4KAQ&'R,H<,%KZ>[UY@K;?
LX\7ZZE#5_8M+%Q!'EMG:Y:,%50 M'=7\^;:=PPZ@?[X'D+2 Y#7@=_]@T +"Y%A366AKRAW/4J,W8'PTL?E%F$U M4S=":^5.<.4.[@G N^Z(=PBD,"MJ[D\ MHLC'V10.#X[@
{2"AU+7EJO"ILQ1.9Z4Y6WJ<9,ZV9.ZG\"M5JZT\$D56/Q- MP*B/KIGDN9EQ\B[C%/,3&/1[D,3)X(U")0\/3]XI9]#-=A#X3O?P?9U<]V"* M>?:D13"LJ3'"HT/H/V%I@0<&CY!]_QE?P!02P,$% @ ML8
<6860*BP#! W1$!D !X;"]W;W)K&ULM9AA_zB?(!:OM(G 8ML"F"NNDI3=<0?+F7J3PB,P"<9.@(;??!)#%5CF\S?6%AOC\?T_2_$G@&1\(M_# 3MI(CSN0Z2M*_RXB&8:%TY M((C!YY* Q=
<>%A#'$B2&\;UD:E5**3QM'^G+?.YB+L^8P8+$?T4!WTZTD88" MV. LYI_(P8-R/I;D^21F^2D3X8!ZZ'99''O)#'0(\D MY5N&G#2 H$;O_H0>; #H8M+5S,WCS.=F(W&GA;?(&'20V35[-0-:_)S<;B'0
MWEV4.\WR)[*_1::9R\VZU6B6V^#?HIYQ,;O[Y>%>SNM?X#TD M.QQ1L9]R1#;H(>4X#:/G& I/,W3C0/AQ%D1IB%Q"@D,4QW4.GC=FD6?(/=MA
M'R::.^08T#UHT]]^,0;=/^KFU3E$)LU7"')6PI4J8JQ+F*8*=&=2J#&HU&Q2_2K'ZT%5<)LE3#':K5Q+%7F=%7"/$6P,W,- M*G,-F@_&E%/YEN%WT,>/B\8=K1%TK9U4PFR5,$8I@9Z8;5J8; M_C\
{VO#=K6Y9_7>W^J)=F%T7UK-&H_,PIW$NUQI'\SN MQ'3&&[^I3+=4*7-5PCQ%L#;_W55^N_L/?G-$F]6#D,/C&4O($+5%A:0BQWT ME,GS4?IQO<4BJLY\1>[!Z1*;UDLGDD7+.+MEG-,YXLVN-
HQ+FJH1YBF"%JLR["RO/K[IGQOW"Z.FWS7NO:+*^@-?U'P?,0VC ME*$8-B)5]U9626E11RTN.-GE5;EGPCE)\N86< !4!HC?-X3PXX5,4!6SI\\! M4$L#!!0 (+& '%E>$?Q:8@(H% 9 >&PO=V]R:W-H965T(#R
5G*;)I1&ZLL82+ A"MMG-[DV'Hf= MV4[;[=?O[(30,8KV)?&=[WGNQ7Z<;K1YLB6B@VTEE1U&I7.K"\9L7F+%[8E> MH:*=A385=V2:);,K@[P(H$JR)([/6<6%BK(T^.Y,ENK:2:'PSH"MJXJ;7V.4
M>C.,"M&$SUXL2^<=+$M7?(DS=(^K.T,6ZU@*4:&R0BLPN!A&H_[%9.#C0\ W M@1N[LP;?R5SK)V]<%\,H]@6AQ-GY!DZ_-4Y02D]$9?QL.-,NI0?NKI_9+T/O MU,N=6YQH^5T4KAQ&'R,H<,%KZ>[UY@K;?
LX\7ZZE#5_8M+%Q!'EMG:Y:,%50 M'=7\^;:=PPZ@?[X'D+2 Y#7@=_]@T +"Y%A366AKRAW/4J,W8'PTL?E%F$U M4S=":^5.<.4.[@G N^Z(=PBD,"MJ[D\ MHLC'V10.#X[@
{2"AU+7EJO"ILQ1.9Z4Y6WJ<9,ZV9.ZG\"M5JZT\$D56/Q- MP*B/KIGDN9EQ\B[C%/,3&/1[D,3)X(U")0\/3]XI9]#-=A#X3O?P?9U<]V"* M>?:D13"LJ3'"HT/H/V%I@0<&CY!]_QE?P!02P,$% @ ML8
<6860*BP#! W1$!D !X;"]W;W)K&ULM5C;;MLX$/T50ELL6B ;B?(!:OM(G 8ML"FNTNAW>+/:!KL8V+Y+HDI3=[=-W M=[ED13(=OWZ016KFZ,R.AD?D>"?DUH=@:/(S#"(UL=D>;ZYL6WEB\)FZ%!N(
M\,Y2R)!I',J5K382F)\ZA8'M.D[?#AF/K.DXG7N0T[&(=<< C>)!$Q6'(Y/,- M!&(WL:CU,O&5K]8ZF;"GXPU;P1STX^9!XL@N4'P>0J2XB(B$Y<2ZIE6DS"" #R=0##\V\(,@B!!0AX_&;BN'_]
M@GZ7!M_!+)B"F0C^YKY>3ZRA17Q8LCC07\7N$^0!]1(\3P0J_26[W-:QB!_??2#0"(_(M[6(%8M\-,8UAI>0M+T\E)LL M%/= *-0E]R+2:T4^1C[X50 ;\U(DQWU)SHUK1+P%[Y)TZ 5Q';?30&CV=G?7
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0M*63>B_=&A4@X*9@,S,O'! M,\GYW<78BD6S-A$U@B+B4*4VS(.)A2JC0&[!FO^C^TI?S;UTVG *G$/B[B' M[;IK6,_VH%,2NE'\<;K-%1D55$:MMTJ:1+4V6S1H4:?4#J=]<^4B)+FJ&DRJW
M/5VCK1HL=5]2S@:KP_6D;DG.-2=N3KYAZE2,BCD'+Y9<)^9PQ MM28??\0< TBUU]2#YJ>=VH3G0JOFIA0YVE+ES/XG1]NIK[3#[NA A4L]I.T% MT0QQ03_-&"<'\F:QI:7:TG9R:W8_.8(&]1X=?*=*8:9F99Z!
MU.FWM\:U0BS)+6R$XMJ\-)Q5G\^%5DU J="TI433NOP.>DY-;NI67>=@JY0J M3=O+-#VNTT:3ZC:F%&KW#$+M'A=JHTF56RG4;CNASMU[YIHV6#74U-[;*(<@
M5^CY@<4+7*8YTMBTL9HLSBNMT9_YJ_H9>S;*3AA(F_ C <=98?!+ $B&=RP%2 MDME90C;08I-NQQ="X^8^05P#0$)5/#/#^4N"6/!\D#RA.=*: _%!+ P04_M "Q@!Q9S?T1IN\" !C" &0 'AL+W=0/\^=
{2CR@$T>2H+KH9.KG5UYKHJS:&DZEA4P'%E M*F1)-4[E5%65!)K9H+)P \^+W)(R[B0#:[N1R4#4NF_<;B11=5E2^6L$A5@, M'=]Y-MRR6:Z-P4T&%9W!'>C[ZD;BS.U0,E8"5TQP(F$Z=,[]LW%L_*W# X.%
M6AH3HV0BQ*.97&5#QS.$H(!4&P2*7W,80U$8(*3QL\5TNBU-X/+X&?W2:D0M%9:E&TP,B@9 M;_[I4YN'I0 _VA(0M '!>D!02T#8!H16:,/,RKJ@FB0#*19$&F]$,P.;&QN- M:A@W5;S3$E<9QNGDB]!
>N2(7#).>L% MHS;]^Q>@*2O4 ;K0'I/0/R2!%X0;"(U?'Q[LH!-VR0XM M7F\+WCBG? 8F2U/*))G3H@8BIF1!I:1<$TSN!#.L&6S,7@/>M^#F=LX3WS\] MB0;N?
%G22R^O\UAAW>M8]W:ROC1<'P57OSP;5:W587O_,C{\.FOOTCL)4$]+L$]/^>@*985&/U4JCL'1"2 MZ!S(!&:,<\9GI3&4(%(MN4DF:?:*DV1W'LQVL5W,GFC5JC3FOT/X]H]%+@ MIC.ZD\,;%
<:=POC5U5I&GMYR>XAW/12C^,6M.0)/8R]<$[;!;:7 #6-WZ;TN M0/66;=9X;Q)I]A!VT:7A_8)KV>TTEGDI%"I@BI'<<(R?9 MM+1FHD5EN\)$:.PQ=ICC5P!(XX#K4X&=H9V8#;KOBN0W4$L#!!0 (+&
M'%F/"A*10 ($H) 9 >&PO=V]R:W-H965TM#IRC=VH=I#PY<$JL&,]LD[;??V5#& MJH2I45Z";7S_^]\OX&.\E>I1KP$,>VICBW/=ULH:,Z9XL(,<[2ZDR M9G"J5KXN%+#4!67"#X,@\C/&N[69BL>R-(+G,%-
$EUG&U/,E"+F=>-1[M69C5U=K0!3\>%VP%=V!^%#.%,[]127D&N>8R)PJ6$^^"GE]2%^!VW'/8ZM:8 MV%(64C[:R4TZ\0+K" 0DQDHPO&S@"H2P2NCC+RWJ-3EMB'O\HG[MBL=B%DS# ME10//#7KB3?R2
I+5@HSE]NO4!ZI!M +H8$] 6 >$SG>5R+F<,L/BL9);HNQN5+,#5ZJ+1G,\M__*G5%XEV.<_MB;]) V1 /I%KGK,\X4R0FUP;52)YH^TZXXK<,U$"N=#XWQ46IB8?IF 8%_KC
MV#=HPXKY29WRLDH9[DDYA:1'^02A'8_S?<1_=-"6%30NCT!GOT;H'I4H$U MC-Z+TIR0F>()D'LIF.&"FV?R\Q:R!:A?N]QVJMNWXEP7+(&)AX^!!K4!+W[_ MCD;!YP[O_<9[O]/[U.*(>@3DK6JX+:*758K,1HX-
?O";6+:&R4%SQX/@\;# MX*W\YEP_DFL%@ L&L&Q#Y@P?E"Z,G4D.Q#AL2A@>$V,E1FD+8] +^J/A;I!1 MXR)Z^\@O3P4>/Y"2*=_P%+T_QP[&ULC93=3N,P$(5?91Q_M 1)MTORT@~)(2RNT7*R+Z+)
[[2;3QL*QNf;;L&^_MA.BT ;$36+'YXR_&6>< MUD*^J!)1PV0%N)I[I=:[&]]7>8D546.Q0VY6-D)61)NIW/IJ)Y$4SE0Q/PR" MJ5\1RKTL==\>99:*O6:4XZ,$M:\J(O_=(A/UW)MX;Q^>Z+;4]H.?I3NRQ17J
MY]VC-#._BU+0"KFB@H/$S=5[-KE9)%;O!+\IUJHW!IO)6H@7.[D0YEY@@9!A MKFT$8EX'7"!C-I#!^-O&]+HMK;$_?HM^YW(WN:R)PH5@?VBAR[EWY4G!&[)G M^DG4W['-QP'F@BGWA+K5!A[D>Z5%U9H-
045Y\R:O;1UZADG\@2%L#>%7#5%K MB%RB#9E+:TDTR5(I:I!6;:+9@:N-GN-+2K%+CT]F#T @)C.">'Y!K M(2FJ2W@PO\\(5LW)@MCT5^%\B9I0IBZ,Y'FUA/.S"S@#RN%7*?:*\$*EOC9H M=@,_;S%N&XSP_XPEYF.
(}I<0!F$T8%]\W1Z^M_NF(%U5PJXJH8L7?Q@OCG)J M:EK 5HCA=!I_XORV4PY9E(23U# TH4]%87@==:)W:%&'%GV*]D1J<_X:)25L MB*RQ3_N;SJ*K((}3T61Z%OZ3QU1Q_#D9=IO'!'.UP,/U$@Q5CCS'(12G;:O-
@"D6!?2F6G44%4W3!FLP)+;GNZ M0N5.UMJ4G)QJ-LQ6!GD>0*5D<;_8247*DJ38%N:--$U2:%P:<#69JZ6QFEL0\E%BAK=#F[F0^\?''X) MW-DC&7PE*ZU?O/(/CGT9]GO!*S,@S6,^I">N"Q?&#_%FIW
MM:RXQ;F6OT5.Q33Z$D&..UY+>M"[[]C6,_9\F98V?&'7^%Z/(\AJ2[ILP2Z# M4JCFS_=M'XX @\D90-P"X0> T1G L 6SKFLU#6@A-/$Z-W8+RW8_-"Z$U MNVJ$\K?X2,:="H>C]*ZU%IG[*X++!1(7TL(3[JGF
M\LJY/C\NX/+B"BY_*'@J=&T=@8;,7#Z>E65M!%D3.SX3>@#05946+A3.>;_ M$<!72%=>?*AF%G_(N,"L!\/!)XC{\?!$00/_A\!{!?MVTZNOZ:L.UQQJ=\QIU/D08[NO\2S2:LA85.UXJ:YG76;O-N
MP\"]L_<1C8+!)>F6>=[;C9"G9"X=I3]GE\ TZQ(HY"NPI2M-+F9#6+A7A4T MWL&=K[6;M%;O ;IW*OT#4$L#!!0 (+& '%G34-#V'0, !X, 9 M>&PO=V]R:W-H965T)%V" MU":K-FFMHJ;=='J8].'"36
5,;9.T_WXV4 H)8>W$2[#AGL.Y]]CX9K2E[)&O M 01ZCL*8C[6U$,F%KG- #1'FYS2!6#PY94A9A(:=LI?.$ 0XR4!3JEF$X>H1) MK'FC[-Z,>2.:BI#$,&.(IU&$V.I(-7*=RI@=?S*?ITE+Y-98 X3&OXB@5B/M8&&
ECB-!1W M=/L-BH0'?3D&>_:%O$&AKR4RYH5("E@HC$^14_%X6H $S[, J -9[;T" MT,L2S95E:4VQP-Z(T2UB*EJRJ4%6FPPMLR&QLG$NF'Q*)$YXMU0 'GE"32+'&*;N52.D/SW&5$EP<"T?
$4!"8A/Y'1# ,I.CXZ04>(MQ.A^35,N8_E(%U*P>JWN%^NJ]-+TG%WGWZ'LB(?Q A)D=S8HC3YSZ5I9 MDD.--E+]T"L OWZ67.BQMS*FN0)]G:^@I/I'5B#PR4:JDAH\">C MBBYA!N9K=:=PY+]?AU32,K4-
M\1>#C=Z[)C:4N90_[."V M&'N!)0(.N;$2%/\>8 J<6R7D^*<1]=IW6L?]ZT?U/^K@,9@YU3"5_&]6F-78 M&WJD@ 5=']CYFJDU7U*8KJO7B)_2N2ZD,^X_:J-DN ;3)V%))[0QRJYK4
MJG9E/4P&P0#C>=@/I6L4I<.L-3H 'K3 @W[@/%^7:TX-%(0V\';]N"'W2NG> M^\^'07H$Z3"*T\@-&;>0<2_D%VDH;_$PH2ZZN//B*(JR(SJG4>*F2UJZI)?N M5N"VP 3#A<+9XK'8Y$1(<;['?.J"3CH\
<10>,7=M!G'L1DY;Y/09"75,4 '& MA9EVTY;&PR-.AU&27KI!LQ8TZP6]PXDI,/G?/D$Y! 7=!=>K8-0Y/??PCX1?[HN7DGL(-AA&^SP33:/82?QP^QX[^C:)-D3_ZRQ;WL MGT2*%GAFP/-
$;WEZ15Y:GE<2.X@W#':],'B3 C6R!TNCLWP<1F$2N$L4[K7O ML!=Y*LMJ;4"1F5R8#55PUFG,0=?KEW]I^5Y+[3 9N^8@P_X./:T/>5C!>^!U:]8K5O4ON7[%%Q?ME=0.X]_U_K"_^?]R MT>+.<0F9CFO6-
3I>X=E^N7RB:LF$)AP6Z!-<9.BLMA\#VX&157V>GDN# MA:LO5_@:!{&PO=V]R:W-H965T8[! M/DQ*(9]5 J#)2\HS-;42K?-SVU91 BE59R*'#&>60J948U>N;)5+H'$E2KGM M# :^G5*66>&D&KN3X404FK,.
[B1119I2^><2N"BGUM?T;:AGJT2; 3N#X;F_@JX">#4FVTBZ8RX(ZF_G^B\4ZF5ICB\2P MI 77]Z+\#DT^(,7=;ZJ*RF/V(%%HD)ID39B)$A95M_I2[,.&X*A]X[:03.
M1P5N(W"K1&NR*JTYU32<2%$2:::+1S32JM:G4F W+S%M\T!)G&>IT>"LTD(!\ M(3>9IMF*+3B0"Z5 JU-RBQ\1S6)R+41<,LXQZJK0A<2(5$C-_M+J37Q[P4]* M 3F>@Z:,JQ.,>WJ8D^.C$W)$6$8>$U$H-%
{36R.R>; =-7B7-9[S#MX M).UU-IOU7.4T@JF%NU&!7(,5?OXT] =?>[C=EMO=QSWJXJY5_AMN9XN[U_E-M;J_E]O9Q^UWM=RC?=Q!%_=HAWLXWN;N=3Z0VV^Y_7W< MXRYN_P/JA:G4/ZA&PO=V]R:W-
H965T.E4$*6GVTDF=HF;=/CMP :O&3FU3VG^_LR$TTY)H7[#/ MOGM>C,;}H_23*1$MO%9"FEE06KN["4.3E5@Q,U [E+2S5;IBED)=A&:GD>6^ MJ!)A'$73L&)XTF#JJF+Z;8%"-;-@&.P7'GA16K<0ILF.
M%;A&^[A;.8K''B7G%4K#E02-VUDP']XL)B(?)_SBV)B#.3@GGZ6>7''7SX+(_M"4*!F74(C[870$4A'!#)>.XP@Y[2%1[.]^A?0'?RLF$&;Y7XS7-;SH)/ >2X M9;6P#ZKYAIT?+5!3P0@0-
%UN%$!6&ZNJKI@45%RV(WOMSN&@((Y/%,1=0>QU MMT1>Y9)9EB9:-:!=-J&YB;?JJTDVB,\B+C$;P&CX >(H'L'C M>@F7%U=G<$?]D8T\[0@$[H())C,$9N$[DS5=9>A(CKENL28>RW7(2QHEX:ZXQAZ+[":<=86XCI
>MP.CQ!/.F))__KFXX6JPWJ_GB/:9C\ MX_R(AO#@ZE:H"]^@!C)52]0>XGZU?P/F[=5_3V\?D'NF"RX-"-Q2:32X)FK= M-F4;6+7SC;!1EMK*3TMZQU"[!-K?*FJ&+G $_%MK+MS @ O 8 !D !X;"]W;W)K&ULK55=
M;YLP%/TK%JNF5EH#@:2M D!JR:9-2J>H:;>':0\&;H)5&S/;Y&._?K9H69*2 MJ)/Z OZXYW#.0?@Z7'+Q) L A5:,E(R)"JGJ:]>560$,RQZOH-0[,RX85GHJ MYJZL!.#<@AAU?<'-WP^FTGS3 [?$S^V?
K77M)L82$TQ\D M5T7D7#DHAQFNJ;KGRR_0^+$",TZE?:)E$^LY**NEXJP!:P6,E)LW7C5YV +T M!P< ?@/P7PL(&D!@C6Z465LCK' <"KY$PD1K-C.PN;%H[8:4IHI3)?0NT3@5 M?
^,*T!4Z1S=9QNM2233!:YQ20+C,S:*H(4=C@E-"B2(@T>D(%"94H@=8J1K3 M,PU^G({0Z7N:-LYC0>RPIG M$#GZP$D0"W#B]^_Z%]['+JM01+9C/&B-!T>-?V(5Y6N_Z"ZVW;R,Z-
L:+3I4#EJ5@Z,JI^L_Z E:1<M,5RGG:#Q.CM;G*-W__MUN>-R':<#UOGPZ/.]P]KE]GARXP/]HK2$>)?[M7$W>HMIJ ?83$G^CQ0F&F4 MU[O4<+'IE9N)XI5M-RE7NGG98:&O*0Q F0. /N&XYS<1TL/;"BO\"4$L#!!0
M (+& '%DU&PO=V]R:W-H965T5>GKFQI55H-M(YO)6N@<$@GML(Q+R>80Z/V4 &XW\7T^NGM,9A^SWZ#Y>[R65- M,P%>Z2EKF;>E8=*V)"GZ3NQ_P=+7+5PBFW!/M.VW4D:)16M2=V1#4E+=O M\M\+586
{XR,&W!GP5PU19XA@"67JS$@?5@MT>G*&3A#EZ+X2C3)A5>9K@VX!_*+#0&TQ\1',!107 M* K/$0YP-&&??]V./]I]4[":KBO&G;QXB/QED0#UZY$#+:$H4(H/9E6&R=Q M<>R)>LYOF/G/0_2Q)
{R27O.!+^KYHD_YWI>E$+4Y[HK8$S-%UT9)!U-'.#G M&V0", BF^>*>+_Z4[Y%{2;A^/5ZW>#3K)3X &TM"?*1N2<^5?,IU3U[,!K;+ M*G0%<@HL&&PO=V]R:W-H965T)9SW]7-\Y)-D*]6+5@&0 M0!9, M%2
TDX(H6(V!V_!F%MMX%"_:P59WQL1FLI3RQ4Y^9&,0L$# M:H9C#^-I!=N:87=\9O[-Y>[R65)-)DENB;+1QLP-W-DYMLF'"50$1E?G*C XG/R4"N2+GY#9-9202BT=
MT24'0D5F%U4%&;EC=,D0P;;A,YR*M9FQ 19*)E5*9)GJA05N",SJ8W'Z1R0 M,J[/3/33XYR5-LXZ\=\'06P8_;4BG-6ETA#2,R+T4FGOR5620 MO3?P3=IM[M%;[M/H0\H!FGY=''^ ,VE(,G-_PB-^4QES';
<@[H&$+-/P0J"VJ!D0.YNYB;]UJE[BS M\WD87^_A]05=A?V HQ9P]#G 4LD-LXVE#V]TL',8QGMTAS%1&/3#Q2U<_+_E MC_]*=1GM 1V&=":M> _F=:U^ 6KMNJ(F[Q_4M:%?;AGOK^LS>^M0TXKIO_K.I
MN_@]5GLF..&P,I;!Q:4A4G5GK"&ULI59K;]HP%/TK5C9-K53("TC:020>F59IW1"L>3 M7(C5),YL\^B_G^VD6OHA7;!YYYS?>V;Y9ZR1QX#V*:1(DXR/C%B(_,8T
M>1A#BGF7YI#)G35E*19RRC8FSQG@2#NEB>E0UL!,,P)[7QD@I65'ZJ"9?HY%A*4*00"@4 I9_.YA"DB@@2>-7B6E4 M(95C??R,_EEKEUI6F,.4)@\D$0'(\ T4P1IO$[&@^R)0ZNDK0) F7/^B?6';
M]PP4;KF@:>DL&:0D*_[OH"[U0 ND8=] UD,CBZF(').'H)OS$ M%B>7MLN=JO-X9O!\Y,"Q(MBG2=X7T+>C0 M=>>. QIS#N(*S8$1&I$0+2#:ZN)MRF01J*\#J:NW"VS7MRQK:.[J^AK,++MN
M]D)'K]+1>YN.*>6BB67O-+SGG;(LS 9U,]L_R{}?L>R_C>6#0J00H?%.[FQ M9E@]7)6%+&*6-LEHCS- 3X 9E]J]Q[S A>)?!:B7HG)=IPC;R3 G6OS]:G7S'T6QDN8\I$1]7< M:QS]$X[7QZD^-
;'M(WIF[=E/@OUT-^3 !'3G|K5<,=ZSYSM#Z(;CHFW]@ MBBY^B[F&9!PEL):05>3A%C1&8N)H+EN+BLJ9*O2PUA^3 !+3!G) 366#*2&PO=V]R:W-H965T,
{NXT[ML2UV7"3J*)K6(!^J.82{[=CR5@!I6*B)!)6L?/5 MGTP')M\F_&)0J]Z:&"=+(1Y-\#V+'<\(@ZI-@P47UN8 N>&"&7\:3F=[DH# M[*]W[-^L=_2RI JF@0]FFL-%]QH26>,L3IY*?00"{)9W(#6
R%BT7S/8E8D=L*)-6L7#>GY';) MV9J:\BMR.@-~&5=G'!E8S,CIR1DY(:PD][G8*%IF*G(U"C37N&DKYJH1$QP1 M,X/TG(3^)Q)X07@ /GT_/'@)=[$L76V"KC:!Y1LTT?;9.@/(W?;][*?XWOC+N>%X+
3'/ZW8"YP^YC>AG;8 MU5(<:\$A_N"+\/#@@=>X,&;@N^%IGSO-[09R3XD=;"G(@C&HU=2W[S5#,:) MJF@*L8.33X'<@I~_. /O2^'_AJWUUFLOVBQ+KP0V71N8'NY&=0(74$L#!!0 (+& '%F8-N*/ M>P(@' 9
>&PO=V]R:W-H965T//Hq*0Z+6I6[%T*BF[2]<5FPH:(BY8!ZU:*1EOB%OFW[JBXT *(VIJ M%WM>[#:$MDZ>F;DUSS/6RYJVL.9[=)$U#^-L5U&RW='SG8^*.;BNI)]P\Z\@6 M[D$^=FNN+'?R4M &6D%9BSB42^>K?
WGE>UI@=ORBL!-[8Z13>G+L610?BZ7C MZ8B@AHW4+HAZO

PDL.F&2P=S?<+9S+,_ZX&^T/%SBEIB#,NQ1E;Q5GJ,9D)_MP8).^EB97?6!A+F0,#)N7/5)J5JGRQG:3$IM)MVT65*!N-!['5.F#GVBT8VC)_M1*X9>JT'T8!''$142;?71;)A]TR:?
-6U7^2!A+B2,Y+#9@2S#OA;%J:EWLI@A_MWK04;VH5SPWW8<#:?\[>64.["@_)M:;WO_"4T-)J5&LW.TTAW_MK<8XF'ZT:6=%=M4.$N9"PLBLH1T>X9IVS3)'1KR+4I"+$U.%9*]GDNG=_U^A
M>R;"]*>H+@Y2'!U.*M!?'UC\R,3?;7)9$W:5"Q+F0L((),P#@AE-8%XV@7F7_M)F!,2O+O5/N.LB]+$9VGGK?_PTB0H_MCK&TQ-$YDCUAYX8_27,+FC&S&8ZF9@R/)W4!0;T:4)H'13-UKJP?_MQ^[]-'1^-
AK0'55:Z243/DL47;-6,4'=H8(V-^VMB[J8H+X/*,V#HIEB5AZ1_M8>S)[)TVMU[S_OJPT?GZAV&MJH+Z1D[3>FE("FH'@=(*)HI:>4R.7:;R2[I_M@Z!!>J?SB4>[^)2JH/92O3.GIBT/'%S0M
24YD'13&TK^\BQ^T=6W]T>4S&LWK/A%420,1>V448;M19+/;?;ZG]/S$SNRL(*A)!$HC!>U0P>8S%*B4IH25]X/MWD\I_M<2!!)=5KC@~)<4!K!37:=#I30EJ]P<_)UN#OH7O=# M6?
N+#2H_MYP-*(Z_T#XIFMHC*\\$=7^*!>E'$GK=S>P!]TZ>@G7J]@X!F]:!HIM*5@X3__M)P?)GK>STJ_O!>%S_"@"FM.#HIDZ5PX2MCM(YXSQ2RZ5OED-U^M\8"=[EBC[_M_[J+('27%_:_:5Y4#2S,50.%.
[H0'6R$^WPSJ+/6NS$V@3)!4U)0&D>%,W4_MLK*>L-UZ.J=C>US/V*@\T9=!G2=0F@M*(Z_T#XIFZE_94]AN3WUG7YZ?[GVW_M]AITUA+4E@*E>5"T7,O!P8*8F(EUMG1)(I_O$I6O'"F/ELNC;K)%0;7CQ+GT
M\D5.%29?<_6!BG682!2OE48.^S,]RQ#Y,J9\1_%MMNSFD2O%XVQSPVC_1%I M?[_B7#WOI G*Q62+_P!02P,$% @ L8 <61.6C0JF# LZ< !D !X M;"]W;W)K6UL59U;;]LZ%H7_"N$Y&/0 .;5U\:V3
M!$BM&R6T#9*V\S"8!\5F8J&VE$ITTAS,CQ]*EJU0EAFK64E!DYLF?OCIJ75 M+4K+U/%]DG[+YHQQ\F.YB+.3SISSVW?=;C:=LV68O4UN62P^N4[29IRL^"**V7E*LM5R&:8/[]DBN3_I M:)W-
AHOH9L[S#=W3X]OPAETR_N7V/!7ONE0*+%JR.(N2F*3L^J1SIKT+S&$> M4+3X&K'[[-%KD@_E*DF^Y6_H[*33RS-B"S;E.2(4?^[8A"T6.4GD\;V$=K9] MYH&/7V_H3C%X,9BK,&.39/'0:,;G)YU1A\S8=;A:\
{ODWF/E@/HY;YHLLN+_MY+YLV^N0Z2KCR:(,%ADLHWC]._Q1?A&/ @2G.4 O _1Z@+EDP"@#C$,#S#+ M/#2@?P;T#PT8E @P.&9<"P'F#L"1B5 :-:@+[O:V7 >~ZP&#?CNMM!ES0
MT%%HVYV|/NC61TEQB%DA#T^/T^2>I'E[P$,Z(9Y"]R.0]3]E=^>,[()%D*S69A<=2_L1@/HT5&/K,??!4N_A2-OUQ: MY,T??Y(_2)=D>6!&HIA\B2.>'8F-X07G>;++*PGB6'7>YR#/OK3LMZTKBIRE_2PSMB.@]W6A(
M:*(./[M-17A0;[BE#O=7\39<;PBW#^^]*=PYO'>M(=P]/+S7$.ZIPS^$#^47 MKXV;C@1UM,6FROWF'O[>],T%3^G>;L*UH>(H-+9:-0J>N8>W5NC[786>I6D8 MWS!1Z3BY>B"/VYV'#\7FL_LPG1V13[=Y@-
#HIO7/N)!G%-\1H>NU1@$H+4D<@ZTX!L\3Q[KZD/]\8/F9W'^;1*+LH:U(D# + M";.1, <)RG+\RV7Y-5D(YB+B#WL+ MGS+)M@I%PBPDS$;"'"3,1<(\)(R.=\0:V^&@5ON:&IGU:XZ@M"2=:;WJUEO0
M5RGM(LJ^$2=EC-"8,Y$\WRLT=9)ME0:E6S":#:4Y4)H+I7E0&BUI^8WR1V+J MF?GM0$ES>QKJYK"F.U1^LO >W?/6GGET9(F77_4>]2m?_@P.&9<"W"O\M9WV"HU&=XR<+T*U[4P-;BTYJ(4%2K.A- =*5
:A=)*"UHV/EZ;>?+(JO\+MJ+&UXJD9W-9L799[@X4&]OGPN49I4T M:=+?;]0;U,5R:+=N4\-O0T.OH:&N-32DT('X4%J HLD_@*[,*OJ+FU5V2]%= M&"W"JP4KYF[%-<@FC:@S:ZL1*,V"TFPHS8'27"C-
@}]H29/^)3#&FC:JWT2' M=AN@:+(D*QN+_DP;R]ETRA8L#7FAV:Q97%![BKYK9= T7=X)%K1+&TISH#07 M20.@- JE^5!:@*+)PJK<*;KZ/O]A5SO(_\BEZ#J:;E9-*>^F*2^'J'MN+3>H M!P5*LZ$T!TISH30/2J-
0Fe^E!2B:K,0*AJ+_=@N@J#-JK5>H?P5*LZ$T!TIS MH30/2J/Z[@(G^F#8[PWK[FAHMP&*)DNOLJ;H:FO*P27RG*7%PG]QNS*)="], MH#0+2K.A- =*:TR";6X0&D6E9#:0Z4
MYD)I'I1&2YI\L7:D]P=UEPNTVP!%DZ58N5QTM5\ 6"9%H\D\8M?$_L&FJP+R MZ?I:S#Y3=26%6EZ@- M*LZ$T!TISH30/2J-0F@^E!2B:+-_*]J*_^!(P/[_N M8)F5[+8=][1![4?.$W7ZK>4(M<,T#&(PUHWQ2!Z#
^W5A=(*(U":3Z4%J!H MLM JHXNN-KHET9+V^/[Q>#"LSQ!W&VG#8?I7 M1JC$Y*7:*[^,H?;+_,S,;^.+.6#*%\9"?J)MOGH@6U8[=9YM10>E65":#:4Y M4)H+I7E0&H72?"@M0-%D%5<6&^-PB\TK3@#+K)Z>
K3;RU'J#$'2G.@-!= M\Z T"J7Y4%J HLERK(PYQ@'+QNBZ)TI@HVS6T9KY6#=0S;IFH*89*,V&TAPH MS872/"B-0FD^E!:@:+)F'CTTZ,5-,S^]S.X3J6F]O:NI3M2AK56*?5P0]GE! MV
<&89\8A'UD5'2I%%R@M0-%DE59^&D/MI_E-5MTMLU20K3+ICZ6U-J%^&BK- P<=)<*,V#TBB4YD-I 8HF:[/RTQ@0[J^U%(LOV? M1G%"K3A0F@VE.5":"Z5Y4!J%%TGH+4#19'%6AAT#9-A!5]WPQ]-5%^K0@=(L
M*,V&TAPH5872/"B-0FD^E!:@:+*P*W^/\>*KX?Q$U57G9"@N$T--0%":#:4Y M4)H+I7E0&H72?"@M0-'DQ]17KB+S-W05'6*[_2O>3T5RGV*FK.WJ\;6MS5": M!:794)H#I;E0F@>E42C-A)("%$U6?^5&,E_/C?
259;SX4>?E*N.AZ&@FSJW3 M;XR327@:\7 1_1WN6T;9;%CEIV$YM8EZ.*WE"74G06D.E.9":1Z41J$T'TH+ M4#19GI4[R00M&_2KBO/G^T1=G*&+$T%I%I1F0VD.E.9":1Z41J$T'TH+4#19
M_97/RGR]Q8~59QWUZ-9+YLV:+\Y@0649D-I#I3F0FD>E$:A-!]*"U T69Z5 MPM(;Y\Y0%Q>49D-I#I3F0FD>E$:A-!]*"U T69Z5B\L$N;@N M?0I1M.H,6I=/J!D+2K.A- =*E$9+FGQ#0:NM%.4WM3+[-?
M[@,IL+91N-F>,6R$/ M3X^7++UA$[989&2:/^OUI)-?'-IN)2F[SI\V].Y,[W1WMK_7WGE:PW:JO?.+ M[=T*?WI\&]XP<4IY$\496;!KT570[5 ,/(UNYMLW/+D]Z6@=%[DYH84SFYBV.SZ;L)7,:
%W'(E5GA/^<@T9VTP=[&P;OM'%4NH& M=S8IR0+NO3Z4=UP]N8V7E.90",H*Q&$^=:[PY0T>:P/3XP*&[%SC53*(V-/ M^N'7=.IX.B+(()':!5&7-=Q EFE/*HZ_:Z=.,Z8VW+W?>0]LX!7,(Q%PP[(_ M:2J74V?
LH!3F9)7):VSS"]1 H?:7L$97#2I^WH.2E9"LKPV5A'DM*BNY+E. MQ(Z!'[YBX-<&>M@<@>L4@J T" UI9%K!NB22S"6<;Q'5OY4W?F-P8:T5#"UW%
M>\G56ZKLY.PW)@%A'UV@^R7A<*%3DJ(;EJMY(HC)M'I5U1BQ.;J7+'E"7TOS MYDK7@,H7='8+DM!,?%2=''^Y0T=F'C^@#N_$JZ*] LKY%*@3T4*Z;X#5[$W"?"W";CVK1Y0(1F@ M)\CW_.#(P'=0-W5%%)EC18+
M=*:R6.7VX[$<5D-$9@B]CM>S&0-7.T>")Z!)U0 *CE-P/"F+,L(%Z@$ M7K$?1:\&'>^@!X.1W^&V1M:3.VRXP[=S<] [K:YHHF8U5W0:BF1(L_1V5] M^%%$N_\0>@&=IACE9J$/:!<(A2LF+L-
!'#7WT=GJR6'!8$+4! M405/U: 8=>4WW"UL/.I.Z,-.<50[O8!'3<"CGNOQ9TX*/65/K,71 MP5KTP]@/O&[HUC!ZSLEQ SFV0M8H[[D.QP?K$ ^B<8?9&E5/YKAACGL6]E/- M?+*T\4%I+
[';!AU,*V!],3$7ON!]ZR@#LU/?[IRV1]:7?$?:X)XE M5@IP#M1,^804B1*1^A:>2\I/E[T>=:_N0> %'AYU^:WQ]>7W6W[?RF^E?-?9 M4,6!AWN?W>YJMT?;-QNML,+_@;+"A))J&(6C* B[L*KHI7J0K#2G
M%X],2I:;VR60%+CNH-[/&9/;!SU-'"

&ULK5;;;MLX$/V5 M@;HH4J"Q;K9CI[::!V&FQ^Y_V2+)%HM]8*213802M21MQW_?(:6HMBNK>>B+ MQ,O,X3G#&9*3K53/>H5HX"47A9YZ*V/*2]_7R0ISIGNRQ()F,JER9JBKEKXN
M%;+4.>7"CX)@Z.>,%]YLXL9NU6PBUT;P F\5Z'6>,[6;HY#;J1=ZKP-W?+DR M=L"?34JVQ'LT?Y>WBGI^@Y+R' O-90$*LZEW%5XNQM;>&3QPW.J]-E@E3U(^ MV\Y?Z=0++"$4F!B+P.BWP04*88&(QO\UIM.2I
M64V]D0H@T[/T3>)2'&7*S M5@B*&GR+4 4P=@("V(#>S8.)0]BEW61RPZC>L^IVL'EWF8WK.-JBHD"%C7,&& MMAIM LAZEY>*%60%9[R 5 K!E(825;7;']JT5,N.]IB&O3@^DO.S4= ;C=H5 M#1I%@TY%56;/76;?
LAV=00:N%/%?HFU_?$WG?V\P?+U7QOYSA7L4NI2Y;@ MU*.S5*?:!H#=[.RX:80@5.N42S,R4*I@,+X M8/VQ<X5'--OMHOY%.]-1PW3TMBPT?.-3+%+8<11I&]/1+TNZR^*,W:AA-WK;
M.\&S@R)^_VX4A>$GV*$MW[-_Z-=:NMWPP\J_+=.[*0?UPF$(>772AP-(V4ZW MY;F_=\GEJ);N[M>0R'5AJBN@&6V>%U?N5CT:G].SHWHE_("IWBPW3"TYA45@ M1I"4Y%2HJGH'5!TC2W>5/DE#%[-
KKNCIA,H:T'PFZ3JM.W:!YC$V^PY02P,$ M% @ L8 <6:I>-+;0! ,1D !D !X;"]W;W)K&UL05EMJ^LV&/TK5C9-7 F:Q'EK650I O=J!P,#P5XT3?M@FH)CG< M,E2NLXRPUPM(Z69FN=;;C;MDN>+RACV?
%F0)_+6Z9N+*;*'&205XF-$<, M'F?69_?\PO-E@^J-WQ+8E*US)%-YH/1)7GR+9Y8C&4$"RY#$'%XADM(4QE) M\/A;!;4:3-FP??X6_6N5O$CF@91P2=/?DYB09M;80C$\DG7*[^CF)U)!3+>
M@J9E]1]MU+N.A1;KDM-,-18,LB2OC^1%=42K@8=[&F#5 %>\:Z"*Y17A9#YE M=(.8?%M$DR=5JE5K02[)Y:C<)J(=G_],.2 7HS-T0R(,SF2&,;JDF1CV MDE0==X:^Y?7PRZL[6!
(6)_D2W7.Z>$(WA;Q=HILU+SG)JR/H')-<[XJT9<\AG@[@"V2:S+$;QE>8&/$*UB,D.>>(N@@ M#WV/;%3*3$MU,"!X31]Z%8+?@_#E!=@B*0'=LF0!Z([D2T W.: _KR%[/97 M5S<80\JY>%X69 $S2TRV$M@S6/,?
0G-#YT<#8;\A[\C7$C"ITA,36"(5;S3 M)$LX.DER%-,T):Q$A7A6]57G<-9(084D)>!Y[D[MYPYR04,N^!"Y=5'L32YX M1PYWDPL;[1V'24)X,HJQ(MD8<4!A?&Y%UA1$& HVY"KJ,5WODHI4/VHD+?
[L9HTL.ZY4ONQT7UEPTUBJHY MYIZJZF+-&?]OBN3J@9.}JG1eY/>+J:J]R!YK5 >150;7UM4?$7&VU-KMF;#J&P M"J(]D!PP"L))7U5J;W+-YG1$D=V!/*Y5UE2GVL3<02VY#%U5Z..MRHW"GK[7 M_N8..
[A]I%6%;E>$/XXF89^X:H=RAUG4L<3UO4?A4=A7QMJD7+-+=8OKBH%Y MSNJ\$FUDV&QDAY17!;4EKUZOO&)M6WB@;1U 7A546UY[5B=86Q0V6]0A MY%5!;*U@ T?\]9#3WH3-WG1$==V!
[#H[Y15K"\.#+.Q8\JK077^K=/LJ5UL; M'F9M^\BK"MVNB+YBT":%AYG4D915H0<#*&N'PF:'ZI35KW3-C*IJ#KJOJFH' MPV8'.ZBJCM^KJM^0JMJO\$" .H2J3MYO"@3=!#UM3=Z@WUC_25851'L2A7[D M>SU+:D]
[DF?VI"/*Z@[D0&T-A,W60+!K;\#35N8-LK)CR:0";R^]&@!'7L_3R M6GN%PSQN'YE5H=L5$DPB9]RSM/:T8WG#'.M(6JO0=W2EW0=K%SH_MJ[WZ4E3C.M.N?UAG9SM_D>\+G>!==>OUQ\3K@E;)B*?
%!Y%4V<4B=G.ZOWY^H+3HMH3?Z"< MTZPZ70&)@&ULM5AM;ZL4V/TK%INF M7JD-8 B0+HG4)MG+AVY5H]YIFO;!!2>@ LYL)[G]][,-I<$0FN0F7\+;Z3C(5GS-,GQ(P5LG66(OMWCE&Q'AFV\WWA*EC&7 M-\SQ<(66>
([Y\^J1BBNS8HF2#.#$R[NS;F>U(@(KXFN MVSD'?O7DAK5F!*X>_[._HN:O)C,"V)X M0M*_DHC'(R,P0(07:)WR)[+]#9<3ZDN^D*1,_8)M&6L9(%PS3K(2+#+(DKPX MHF^E$#L P=,.@"4 :@#H[@$X)<#1
@%L"7#VE?2/T2X":NEG,70DW11R- MAY1L 971@DV>*/456NB5Y+)0YIR*IXG \?$?A&-@0W #YC&B^$:*'H$)R40E M,J2\%(^**@)D 9[FS^!.FIOP-W UQ1PE*?LB8IXPXS0)N4#/.0E?P7.>< :N M!$
_^;&WP0'(>,S#+(QRU MX">?X&$'@2FDJ_2#[_K=PT[&/T/> XY]#: %G;:$NN%3"';"IX?#80M\=CC< MA##J8K)47SN'KZ[+:(1 X3'F (>HQR0E2PA=@W&^484B"B.JR00[?_2YG_G M
+)KWK(5"O'(&$V18;K!QOBG'VS/^KE-^X+,4V2R8V[& P@=1RBUV=GX&O:] M@6,Y];#9F5*K>M6RKK?J^PUV*JN*#1&&TQ%EP=+BG(.(B1>\05**-B@=(V5 M Q%)4T096 DZY4:K&9TY'6M&01;LJMP+
LV*9I#7T'>UICT[4W8U:0>5 MM(-3I;W8WV)G1L>Z,6BI\$#K2=-FD-NS]>^3,Z55L\&V/M81UJE&B!7= B?* M@3P"(MM.M]@3>A.\>C+2J7JFZMD_NZ/W;;-V)?=^=,F=7=@1_NP$NOA+I'.%I;V*CJ
M0^3]0@=X2US;FFG6$J1>OUZBD,^Z[BSQ9ZDU=;R#3EJCFBFC6 M$=;$A4RFSL[0!FF2[7UOD!(UCDO-C.JN]7VWIW:U+N3^2VGII9^J I@P? M%%TF.O.I7@A^J^>>+W1:,,,5%YRLU#[3"^&<-9.HTQBC"5 :
(YPM"^/N%'*#: M#!W_#U!+ P04 " "Q@!Q9!VY #,\" ^" &0 'AL+W=O2A38RKYR10"+9FYL,;4T+BG MY(HH:XUH=N!RX[PQ&B:LBA.C<)>AGXF_2@,D",D5F614P95-24I&,L=KHJG+ M]!49<"Z3J>;Y"[M9>
G%<]AR3,\PA,IWDMA,DWN1 KI-H"/0=>1A^O(A^%)Q#$DUZ097)*P$38/ M$!K]NWMX@DZS%J+I\%I'\#:S"F4B#V6I!&D[$/M"EW%PTVWW_.4F\WVC9AB^ M&FWQ:]7\6J?YX4MC8GY)/H$ 13E!'UB5-
*@E>/'[=T'4^'!(HS<"V\I(N\Y(^RT4*T&B3<6BFVA' ML7VC,.JV#BL6U?RBD_P>,6*JDLPI-88E5NP"ZZ^IW^DIE4Y"_Z]*;P2VE85. MG87.6ZC4V7LR8?=F1Z1]FW8KV-
'(WRC%..:BYZU':)'(A3%F;ZM6Z"0Y<[=]9 M'V)S+'09*TS96>^IFC.A"8<90C:N.\A(E=VJG!A9N((_E0;;AQMFV.!!60/< MGTDL^M7$'E#_98C_ E!+ P04 "_"Q@<$V!LU!I;FH- ^5YF/1ZB[=V\XUM2XM3%>N%6PU M_B.:+,"LC9+-
VN4900S2LBQ+_.?:;J*[O8H)@T&Y7FE+3^07@\B(VH=7JH-!^+ M5C>>M3.>I37>$[\B3K1F;$8^,LY#H8]\6MC%QL*DV:@T!Y7FHM(\5)J/1:L; M<)4"\@VU_(9W]L*$@'Y/IEMN=4N$E#1ACS$+$UDHT%\1PNH M-
!N5YJ#2W)*V/\TT>X=QU$.MT\>BU8VW2Q^8^OS!F"4BC?+\@ L_:C?4G $J MS4:E..@TMZ3M#]LW#79#S1U@T>IVVV4/3'WZX&2>OEWZ*]^8V7O>Z#?,S?,Q M*LU&I3FH-+>DU7:_C<'11-$SC[,K3>5\K-
;50;1+/)CZS,-T\=FL2$?PB#+ MNJL MI]U5ZO: Z]!L$Q8Q"H%D(<%AV+ U<[V,'?W"93#Q/V$\YF:2"5@U\A2:'1E:CY%$2:C4IS&DN M*LU#I?Dc?:^$@W%E=*NHW;++MUAZ0,=3_OMC-.8%*X+BTG>
{RCWA3/R.9D! MWT7"1JNA)C%0:38JS4&EN:@T#Y7FE[3Z$%_?4*^[;9?+,/7)C&UL*Q>PC89" M35J@TFQ4FH-*<\WC+(@Y'#;,WX[+63?'AVA\K-853NGLG>.-@2_R,1V'!-FL
MOCA$63VMSHT_Y*>E#YX_FK=CL^&Y:]YZQ:GP';XXI/Y$^2),!(E@<JHRKFY4 MUWEQ[KNXD6R5GR)^85*R.+]< E61+RN@OI\S)KC[+FL$" "X" &O 'AL+W=O"1O9CMM^?<[M.R%J:8D \27QRSW/W7,7^Q*NN+B3*8
BZSPKY,A*E2I/;5O&*>14GO 2"MR9 MVYSB!G5-66%%HUJY$%/)*9:R *T%DE>=4W)]#QE%J[9(E5ZP8["DBY@"NJVO!(XLUN6A.502,8+(F ^LL[T\ O ;@/1?@~P#?"*TC,[(F5-$H%'0%A+9&-CTPN3%H5,,*
M7<6I$KC+$*>B[UP!<0?D [D8IX#N:%KD.1P HJR3}(;6*N*9D=H<#N=D,,# M(W) 6$%N4EY)6$H0S$' VA=K)J:.4UG2&$6W#T2Q!*LZ/T[-W ^[BO8&Y%MR>U^\GN=\G^4 M(*ABQ8)\XU)N58M,J}E?
0"Z(XN33NF3:CA?[LE&["#:J,G#\1Y7K#..5(ONM MR/YK1>X]@<U/=<.AXSQ2U.GSE8J"5E'0J6BJ*%X\>(&@HIAFS_]P.VE?^N&^ M$=E6!@9M!@9O6M/!SLWA.[LU[?3Y4D7V1E_1/?V2B@4K),E@C03.R0^C$?6?
MK">*EZ;5S+C"QF6&*?Y:@- &N#_GV&Z:B>Y>[<]*]!]O2P,$% @ L8 < M67#B\^AM @)P8 !D !X;"]W;W)K&ULC57; M;J,P$/V5$>I#*VT"@5Q658*42U?;AZZBW0;9A2%8-7;6-DGV[VL;PI*K]B5X
M[#G'YPS,9+P5\E/EB!IV!>-JXN5:K^]]7R4Y%D1U2IY_CWES>BU(SRG$I095%0>37&3*QG7@1;[_Q3%>YMAM^ M/%Z3%;Z@?EL0I8G\AB6E!7)%!0>)V<2;!N[G YOO$MXI;E5K#=;)AQ"?-GA.
M)UY@!2'#1%LG8AX;G"-CELC(^%-S>LV5%MA>[]E_:._&RP=1.!?L-TUU/O&^ M>Y!B1DJFG\7V))9^G,!$,.5^85OG!AXDI=*BJ,%&04%Y]22[N@XM0&]X 1#6 M@/ 8T+\ B&I Y(Q6RIRM!=$D'DNQ!6FS#9M=N-
HXM'%#N7V++UJ:4VIP.OXE M-$)O!!UXY(DH$%[}#M5!" \[\\THA-L9$%*+X0GP76NX(&GF!X2^,978R[$YJ13=LB3BC]#2I9=E/7Y$?[,S,%JZ'UCZ8:H4]$KBA7P# SE$%W9/3(M:BQ5@19KU]D?
0ILYX9:YF>0H;8(YSX3I{CJP%S3_#?74L#!!0 (+& M'FPKD$^Y0(+L' 9 >&PO=V!R:W-H965TNJY(<2JIZ8@T<=S(A2ZIQ*E>N M6DN@J74J"}?WO,@M*>/.>&C7YG(\%!M=, YS2=2F++*G\FD
A=B.G[^P7%FS M:[/@CH=KNH{EZ-?U7.+,;5125@?3' B(1LY]_V:6SLK<$;@YUJC8F)Y%V(M#S-V2D>.9X"@@$0;!8I_6YA"41@AQ/A3:SK-8<:Q/=ZK/]K8,99WUF_JBM\L M#7
G(N75("AG=%'HA=C^ACBHDHE/TEN]K6Z"9_W&]OV):[2#:VN^8"WXYLH',.ANVU' M^/:)KPK$*M=Y-O:F1?P(<,J:[0JB.B=HA#/S^ M003'1L$@[X@; ((SP8P!ZP*'+@F*H MQT8W_NV/:M:H88W.LK[18F._2W)?
8!VFB-K%%QT=C7B'?,=&-T$<1MV <0,8 MGP5L/=6Y%%MFBKY[6=_Z51=K?/0FO0/0*&!E:U0+/PR" MU*\9;[SYM'UVJ^93N36"-W"KB-[6-5._;D#(_=?TXX*&UJ!5_."PUP?WQ(;R*.6377PI9UY@ MB4!
8:P+AI<=+$ (ZPDY?O9.O>&;UO#P_K?W3VWP&,PCT["0XA]>FFKF33Q2 MPHIMA;F3^\.0'Y18?X44NOTE^UX;>*38:B/KWA@):MYT5_;<)^+ @,8G#,+> M('RK0=0;1&V@'5D;UI(9-I\JN2?*JM&;06ESTUIC-+RQ?
^.]4?B6HYV9_RT- M9)J1#^1+4\@:R -[!HW+):Q *2CM W*M-1A-6%.2KYP]Y)-!]0HW&G'CL[CW-GR:Q0BYX88)_B^S1\5%V3E* M7WT_CX\@QZ+ #1@/@(%9P#O0P%11M7NIA!W6D0U6!4,*W&O<./,9CR F](AS
M+$D3-V@R@';G,VED\41NL$*49"%K+)0Z9"H31RKC[C1(0IIZH9,!\CT+.1U M4:@M$]W)_&0J4"Z\=/3E/$^.Z,::*(S=<-D EYV%>Y"X 6U}[>J(P3K"NCIR ML59XD"Y=K-F((Z0!G1S1CE4T38+
{S3L9>"=G>;\"'NX=$UO6-1B!+8XU!;@P M)R. #V$0C:)#KQU]/@I:T$ M9QF7@%-%P?M4XNZ4IW9G[^A5DL:0+M5IS(/N1_]?*L5+>W//"TC?!.E2G85]: M%?US+QI@=>>NC6W73M)Q?PF.,<]).D;_8+*P8]U?
3*UYHXF_%=H$5QD:JVJ2 MZA9&/MIAXU$:'%W:VPJG2U!6Q0.17$@>.?F'GEV%>G?\'4$L#!!0 (+& M'%EJ7'E6. , D- 9 >&PO=V!R:W-H965T?$SLU@2]DCCP$$>LI2PH=6+,3ZVK9Y&$.&^05= =Y%WEI1E
M6,@A6]E\S0!'.BE+;<]Q?#0#"!&"@9Z;L6! 4((8+(?6C7L]=CV5H".^)+#E M!]=(45E0^J@&M]'0O9>XTI"8$(5H3.$_Z(ODTA6P#[/K"%K%>M:H=E;:.B M-N]$;:Z'II2(F*/W)
(*H#F!+HA5;;\=VY!D1)Q!>H([[!GF.UVDH:/SOZ9ZA MG$XE?D?C?9[F\,&2 YH\"2,Y2[:BX5^HTG"!4L6N:#2#).(QC74,7#-USB$ MH27W.0>V 2MX^<+UG7=<- K0$5I/CLI+CTBC'7:XX(KH\?
A:;6!=0OH929!4F M<:?VYI#*\PBOBJC5UZWJZ[9B%_I$P.B8<9ES<$;@YUJC8F)Y%V(M#S-V2D>.9X"@@$0;!8I_6YA"41@AQ/A3:SK-8<:Q/=ZK/]K8,99WUF_JBM\L M#7
G(N75("AG=%'HA=C^ACBHDHE/TEN]K6Z"9_W&]OV):[2#:VN^8"WXYLH',.ANVU' M^/:)KPK$*M=Y-O:F1?P(<,J:[0JB.B=HA#/S^ M003'1L$@[X@; ((SP8P!ZP*'+@F*H MQT8W_NV/:M:H88W.LK[18F._2W)?
8!VFB-K%%QT=C7B'?,=&-T$<1MV <0,8 MGP5L/=6Y%%MFBKY[6=_Z51=K?/0FO0/0*&!E:U0+/PR" MU*\9;[SYM'UVJ^93N36"-W"KB-[6-5._;D#(_=?TXX*&UJ!5_."PUP?WQ(;R*.6377PI9UY@ MB4!
8:P+AI<=+$ (ZPDY?O9.O>&;UO#P_K?W3VWP&,PCT["0XA]>FFKF33Q2 MPHIMA;F3^\.0'Y18?X44NOTE^UX;>*38:B/KWA@):MYT5_;<)^+ @,8G#,+> M('RK0=0;1&V@'5D;UI(9-I\JN2?*JM&;06ESTUIC-+RQ?
^.]4?B6HYV9_RT- M9)J1#^1+4\@:R -[!HW+):Q *2CM W*M-1A-6%.2KYP]Y)-!]0HW&G'CL[CW-GR:Q0BYX88)_B^S1\5%V3E* M7WT_CX\@QZ+ #1@/@(%9P#O0P%11M7NIA!W6D0U6!4,*W&O<./,9CR F](AS
M+$D3-V@R@';G,VED\41NL$*49"%K+)0Z9"H31RKC[C1(0IIZH9,!\CT+.1U M4:@M$]W)_&0J4"Z\=/3E/$^.Z,::*(S=<-D EYV%>Y"X 6U}[>J(P3K"NCIR ML59XD"Y=K-F((Z0!G1S1CE4T38+
{S3L9>"=G>;\"'NX=$UO6-1B!+8XU!;@P M)R. #V$0C:)#KQU]/@I:T$ M9QF7@%-%P?M4XNZ4IW9G[^A5DL:0+M5IS(/N1_]?*L5+>W//"TC?!.E2G85]: M%?US+QI@=>>NC6W73M)Q?PF.,<]).D;_8+*P8]U?
3*UYHXF_%=H$5QD:JVJ2 MZA9&/MIAXU$:'%W:VPJG2U!6Q0.17$@>.?F'GEV%>G?\'4$L#!!0 (+& M'%EJ7'E6. , D- 9 >&PO=V!R:W-H965T?$SLU@2]DCCP$$>LI2PH=6+,3ZVK9Y&$.&^05= =Y%WEI1E
M6,@A6]E\S0!'.BE+;<]Q?#0#"!&"@9Z;L6! 4((8+(?6C7L]=CV5H".^)+#E M!]=(45E0^J@&M]'0O9>XTI"8$(5H3.$_Z(ODTA6P#[/K"%K%>M:H=E;:.B M-N]$;:Z'II2(F*/W)
(*H#F!+HA5;;\=VY!D1)Q!>H([[!GF.UVDH:/SOZ9ZA MG$XE?D?C?9[F\,&2 YH\"2,Y2[:BX5^HTG"!4L6N:#2#).(QC74,7#-USB$ MH27W.0>V 2MX^<+UG7=<- K0$5I/CLI+CTBC'7:XX(KH\?
A:;6!=0OH929!4F M<:?VYI#*\PBOBJC5UZWJZ[9B%_I$P.B8<9ES<$;@YUJC8F)Y%V(M#S-V2D>.9X"@@$0;!8I_6YA"41@AQ/A3:SK-8<:Q/=ZK/]K8,99WUF_JBM\L M#7
592NC)1NPI#F1'#YX@HAV>!%"0]UI!I7.9=H2V U M05QG_WYWVCM42RS3J6H,J==XT(.X+=GVUZ/50-*YUK6%5M?%V^OBM;Q#2\#Z MKO*/S]?&J-Z1B_9!4RF?EY7NM3G23A4=555;]?,WNHL]FA^I/E\WJWN8XB-A
MBMDJ(1REL)20L@3Y+F-%WUT,!%WKUG5!A7QH]64LOU6 J0!Y?TEE^UH.U +5 MUT_P!U!+ P04 " "Q@!Q9I$ZNV0(# ","0 &0 'AL+W=OP_8'JX9?Q_9@$2/14[%R,JD+"]M M6T09%%AQ7)@G6M>Q
MCH6BI9"LJ,%*04%H]<:/=1TV &[0",%K =XNH',$X-< WR1:*3-I3;'$X9"S M~%)=Z6K'IAJF-0:ML"-4NWDFN9HG"R?KDX#&~)VC&?[-,:J8)8$+A&F,;B!' M%F]T0OZO01?^'$Y)P&G*
{:T&6*+B5D"7@!9/Z#.PE.,R(Y$:3?7\Z10D)KGX MH*#W=U-T>0(!G2!"T;>,+85:1@QMJ5+1NRHEGU5R?:.R'8]-&-49@=TQCB M;0);U: IA/=BQR_\<4W?)TC?'5%#Y:F M0G8-4O^EJ[#G^DKS:E/N?E#?
Z0R:H"U1G494IU746'T8),("_9Q!L0#^ZY"Z M5@J]*5V*$DOMF&PM_MT^SLF[(=XG5T/[(V#3>T]J3GO!8K8DLIJ:V]&FRO% MV)RD.^-7ZJI1W0S^T53WE'GF*:$"Y9 H2NH^82I([3NZ 6:"UCX%U!+ P04 "
"Q@!Q9%CDH*,EWF/^LS._/2;A MEHL[N090Y"'/"CFQUDJ5)[8MDS7D5!{Q$@J<67*14X5=L;)E*8"F1I1GMN5:3P/7;+56>L*.PI*N8 [J MMIP)[-FMEY3E4$C&"R)@.:%.W9,XT/;&X!N#K=QI$YW)@0,[W3E/)Y:C
X(, M$J414/QL8 I9IAUA&>-3ZM=4@MWVT_>/YO<,9<$E3#EV7>6JO7$6ELDA2GM M,G7-MU^AR<<$F/!,FE^R;6P=BR255#0OQ!A!SHZ2Q\:<@CL"UW]!X#4"KZ]@ MV BG?05^(_-
F3H5PR&FBD:AX%LBM#5ZTPT#TZ@Q?5;H;9\K@;,,=2JZX@J(M>TS>D[-*XIR49,KS!2NHV9:#&!1EF20W*JFAVBX7FAA-[W9$ N+J;DQR7D M"Q _<9>V'I.#MX>AK3 R[=].FBC.ZBB\%Z(XK59'Q!T-B.=XPP[Y]-

D<0^Y M<]PEMQ%GR]1KF7K&G^"0QE]Q(NA)%& [CA/:FUT8_$\"69KRE:=1&HUQ[MQ.QZ@;./H*==_'N[M9Q#\%H+?#\+.71E@!V]%"J*^.C>"%G()0D"ZQT<^ :)%VA+JXN'O[:%[/!SO M\W@U7%TZ3F1)$YA86!LDB U8T;LW[LCYV'5;_I.S9V2#EFSP%\?+L*1UI9AR MY-?%*MACU46JEU7\:I!_BL#>>9YU+;VD8L4*23)8HGOGZ .N)NKZ5'<4+\V+ MO> *WW_37&-)!Z$-<'[)\=5N.KH(M'\2HE]02P,$% @ L8 <6;!DU4PC M!0 GR4 !D !X;"]W;W)K&ULK9I1;Z,X$,>_ MBL6=3K02ML0DI$DOB=3&86^E[JIJ=^\>3O?@$#=!-3B+G60KW8<_ 0RB$@[CF M;OK00#+S8Y@_MIF!R4&DSW+#F$(_8I{J;-1:GOMNC+[I:; M_!ZQ@SS91MFI+(5XSG8^K:9.+XN(<1:J#$'UOY[-&><92% M.ZE$7#CK".(H.7[2'T4B3ASPX(R#5SAXM@[]PJ%OZS H' :V#G[AX-LZ# N' M89[[8[+R3!.JZ&R2B@-*,VM-RS9RN7)OG> HR:ZL1Y7J7R/MIV9?A& ((C}$% MNMU)_9N4:"[B99307/@+]*BOY=6.,R2>*I.;\/LNDE%F(M$[PA2-N'ROK;\] M$03NY_<35^G8LB.X81''[3$.[TP<-[OU)<+##\CK>?T6]_G_% MV9VP\!+U\5GWP-
[=J[N[6LY24Z_4U,MY@S.\CT*L#A'G;2H8/;-I[%IN:]GYMTP021B!ABR/,SV'9Y+J?X2'NZ;^)NS\5IFE76=1R MWR]SWS?F_E.BTFS>#3^@N[LY^O,SBYW *.VH.QWU3!THX8 MH^FJ B0L (+55!B7*HR-*MQ%=!EQ79&P5A'&C>2V+,!PO%?5[;7S+^M(3&'TE4$4%H 1:0+<%+.8XO9B%>C M(;]C9>?%P9;3DZTA,0?861Q(6@!%JXM3U>787)AG%42K"%XCM[X_;-' SH[@ M9EGK^WU_-*K;+W*KPQN;*VS !]9LW../^J"6_H%4T*&T!2@N@ M:'6MJDH:FTOIN]/Y2 TA:@M "*5I>J*LKQ6U5Y:QL2_8V^LG"3""[6+Q>W5+(5 MTJ8T64=+SM!-7L08FY;FXW;MGH+2"'AM 4H+H&CUZZ'J$F!SF^!$Y/.5*FXV M @;CEGZ!I1TQQ]19#]", 12MKD?5,\#FIL'Y\3G/G_FQ%#TPGC^#DYMH^\:8-MA*SBYZ T_DI;@-("*%K]&J@Z%MCYX>MD#0"2EN_T@(H6OTZ_MJ%HHGKF%8C4N"\9IB3UJ&99V9L0<46]+XWN653E5Z?!OHN*/$-G] [92F47A?5S0W3XR_-#/3O3T*HUYWLA9CRG:S9 M/U!+ P04 " "@@!Q9M@36=U@# !(# &0 'AL+W=0.9-QV[L:6:CF5A M!,]PJ4 7:]EX(%0$V,'_.DX9UMC&R]L[@3XY[? =0&NY.UE(^V\R6>>%V[(!08&A#CAA7",C]KUCM9V#Y(BFT M^X5]9=0U("JTD6D%IA6D/"N_[%#I< 3HA6\ @@H0?"@7P'ZWPL(*T#HE"FW MXG18,,.F8R7WH*PUL=F&$].A:?L\LV%? &46SG'!F^KLT"$$7/L"J6&M*C S M<+NC7PW0%F@8%QJ^XL$43+PGJQ_!!YTPA7KL&_)O6?RH\G53^@K>\/4;RSK0 M"Z_(7Q">@<^;X;-B2_!/;\(7W_!>B YT^P[>/X7[)%JM7% K%SB^\ V^%2J. M&F:PI$Q%I3"GE9'1(_Q]A^D:U3_G!&JDM$?\6NF'WK#[M\SFYVB1;M$1V(F6_EK+?*.4K!:]@+K,=*L/7 E\Z[IY9*AXAO.,90%((IC3D MJ,I\?']. [D:WE\K=)MFB)/OHR.S5O)OV.N%@[._.R!C6,H:- ,M)%B!'3ILY M^!>^F:5D<\<./"W2QL1M]'RIDFV2+5HB.U%\4"L^^'\2M]'MI7*79(/C7*L3 MK=2P)7-&CZ@-J2..9>97Q/[./5&UH$6 J6'1O.$XX; MN#U@5+CY^\V&!%9DJQ;(NIE77]#,=V2_;LAF= [IN(KN'TJN'FF2%+0B]25&?Z9D*E/BIK0/,; M2=5&PO MS#V5GG\?)F=_S" M)=^X!2]/D#TJJ,O5-F@F'Q\F/P^<4RZMRUMII]K{4L\QVA!VV]P ,6E#CI M+2Y"[`7<<<_;83'3O?"@-. [)HA$.ZCH;#;)";,HM\NV CDQRZCT1/O3'A+.) M9,#*2,[XR@YW86!:\$)Z2M>YMA+"2/7'PJ'MP2-0Z^1,%-+$MA'L[TD]?0=8 M]\ @X[PQV/7MP&A0$J6H%+>Z8R:;P6>05[&@TXS<".9+,YW%51!@ J5>2ZD3(R*P0Q'M:,NJ%EIY3S>_A^^)EM M:2^SUIZ:Z5.MR6F:XY^X)>OZW>9Y1027A;=.Z]H\YRZ]V7+]0W*S^5K9=>PT M&?6.WV-]B#AVD_$IF#R![8Z2X_=8'_..W>0I9++W9M_L+S$9'J7)H#ZNMXAA^W&J8- V!@<2#2RW*-[S9>(?OK -O3 M?16"K1201&RE>*X!<><-&$GBWFTL#C"P7<.>8!Q) M$@R!6G37:!PCV8GAX]X?["F)HB1Q(X"Y'401AL#3B".8 _" (5%DWH,[[Z-@ M_9X*-0^C'?T%4$L#!!0 (+& '%F7BKL

-8?20$3;8T.P M6BP^0"X99K>]9!:GA\BV/\!0 5S4 \ M !X;"]W;W)K8F]O:RYX;6S%FUMOVS84@/*X9=UP#I;][1H"J1)NP7H):B# M[G&@93KF*HDN225-?_T.J04EW?"L+SY^2B0KTF?RB- \Y)//B3NG/*Z4^LZ]] M-YC3V=;:W?/YW+1;T7/SN]J) 3[9*-US"X?Z9FYV6O"UV0IA^VZ>+Q;UO.=R MF+U\\7"O*ST/#Y05K95J@)/NQ"B1GKY2![M^4VL3V>+&3-;=?>GTO*;&BSOEJU6771T5B_@AANIC? 57^/MS8+P58!U_# MM\/#SZD1G^N?:4:UV#D:NA6;7FJ]A=&%G6O/A9B(-"!N$L#DLX7L8 MNUG&GK(/^H8/\IN_@G$8B)9CWX=OS0D">4(F0/D1W$KAE$8#PC>68^M9>@6:,U>-^/&:H M9PXL&D]9 >7E)UM(2$0$1NFF.S C0%L-;!![,%P#9YV@?@:>GKG_C+$Q"23 M'=@R'K/Q36AAO'%/GZ+2_,;>BP@3TTQV8,]XS!/WQK2M&MW@?<7ON8-UK7H6 M8F*BR0YL&H_Y###?"F[B6,34DAW8+=/(OO"NO[C32OP%&TK)2)SBI'(A5E&T M80[)*"22.8NX).;S5G5@0.+?W0M?4B)222CL$CF-++<KB#DUNQ<]7!/ MP\/&S#&5Y!0JR4K?Q1LY>,3!:KD:?? X08F(NR2ET3G,XGM%?0=_T=I=CX:"Y!ZZN^/(29FDYS")IG3R:01P)MC€(0-%61D>ZEBCLDE MIY!+[N2R'%=&?!G=],3KV[T\,<8%9IZ"P3JI*B#'1&3,*ZZ2JA!@3TT]!H9_05<*C08EYIR#Q3B*QC)L1 M$T]!4M7LYQB/MB8FGX*DQ$DD&W%K8O(I2&J>5+(1C>J8? J2HBDT$^ &4^6JA 3TT])H9]'YTO9DXMHDJK$]%-2Z">5&,6Q MB2[94.@GB1G%)F:ADL)"2&;7F$6JHZVHN.#-,3$+%0=]QBQ4DRP A:N/4;^'F)B%:I{%H-2B7]2:F(5JD@6@U.1,.&[6F(5J MD@6@_"<6)VO,0C7)2E ",RK9:LQ"-8V{6:D@L]..D M]G_"##$Q"S4D%OH!\^$PQ,0LU!QE&X*/@58-X6Z)!K-00V*A1S#AQ1*.QVS4$-A MH<=WH;C!,\ \P2QTBTT]Q>;ER_6DWC?PR,,G&]YUUYIYG[XW7]Y6;D=@)NQ MZ\[AW(?AK>+KA_\+>OB?II?_ E!+ P04 " "Q@!Q9M,4*KF@" !'+P M&@ 'AL+U]R96QS+W=O=@?NF'Q<3J>AW6U'\?N1UT/FWTY-<- #VY7SY%GVN[IK-N_-KM2R M7'K=W\^HGI_N9RY>/[OR/Q/;[?:P*3_;S>]3.8__&%S_:?0W85_*6"U>FWY7 MQG55?QQONX?ZNDD/E\G5XN5M7?4O;ZFJYPX2")+Y@S{$Y?F#%()T_B"#()L__MR"'(YP*" (KY@U80M)H_Z!&"'N M&?7.!'KGRF4#OC'IG KTSZIT)],ZH=R;06U%0 M)=!;4G\ET%M1;R706U%0)=!;)R^["?16U%L)]%;46PGT5M1;"?16U%L)]%;4 M6PGT-M3;"/0VU-L(]#;4VPCT-M3;"/0VU-L(]+;)QTH"O0WU-@*]#?4V KT- M]38"O0WU-@*]'?5V KT=]78"01WU=@*]'?5V KT=]78"01WU=@*]??*S"8'> MCGH[@=Z.>CN!WHYZ.X'>@7H'@=Z!>@=!WH%Z!X'>@7H'@=Z!>@=!WH%Z!X'> M@7H'@=XQ^5F00.] O8- [T"]@T#O%>J]^DZ]A_'S6(9;S]<:K_^=5(^7<\OM M\M?EUTZ\7ZRN.-?W%!7J;)%C>M_&%$V,-L9%O," M)KFE49/8L@U3WGZ<%) 8,16H2',VC5K;]]SX2M^JE[^> J7%?NC'M*ZV.8=O MC*5F2X-+M0\TEI6-CX/+Y6N\9\$U.W=/3*Q6AC5^S#3F99YJ5%>7-[1Q#WU> M?-^7GU/GQW45J4_5XOJP<XIT>_6;3-=3ZYF$H M1^H4(KDV;8GRT->'HF?'DW.Y83I\\I/SYS+' L0.V^A#*A.+]/FXEY%,IY>A M%**8N^.0^)I82I_\?C1-NZ7V@]GE>G_[N)OGD=C\./V.W\[XM?XG^Q @?4B0 M/A1('QJD#P/2AP7IXQRDCPN0/0@*I1$443D*J15%5(Z"*D=1E:.PRE%&UL4$L! A0#% M @ L(<6:@ \"SO *P(!$ (!KP &108U!R;W!S M+V-O&UL4$L! A0#% @ L(<69E&PO=V]R:W-H965T&UL4$L! A0#% @ L(<62R((GM&@ >&PO=V]R:W-H965T&UL4$L! A0# M% @ L8 <61$,ZW1@"]CX !@ ("!C2 'AL+W=O M&PO=V]R:W-H965T&UL4$L! A0#% @ L8 <6;3^*M_" M&0 R$D !@ ("!^#0 'AL+W=O\@!TD% !/# &O @(&$4P >&PO=V]R:W-H965T&UL4$L! A0#% M @ L8 <6?.8@[G\ @ +@8 !D ("!ZV 'AL+W=O&UL4$L! A0#% @ L8 <62IDFWZ5 M! T D !D ("!HVP 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ L8 <6>"IRKM; @ " 4 !D M ("!AWL 'AL+W=O&PO=V]R M:W-H965T&UL M4$L! A0#% @ L8 <6>I((,$1 P ;@8 !D ("!$94 M 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ ML8 <61;D!9MI" DA4 !D ("!S:8 'AL+W=O^R !X;"]W M;W)K&UL4$L! A0#% @ L8 <65CO=5<@#@ MY"L !D ("!'[D 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ L8 <6<:&A8'_ P Y0D !D M ("!6^8 'AL+W=O&PO=V]R:W-H M965T&UL4$L! M A0#% @ L8 <6?/SE8F(P E @ !D ("!*O 'AL M+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ L8 < M61[2&PO=V]R:W-H965T&UL4$L! A0#% @ L8 <6:WD>=+H @ 808 M !D ("!/ &PO=V]R:W-H965T&UL4$L! A0#% @ L8 <65^0%GJ5 P _ X !D M ("!&A0! 'AL+W=O&PO=V]R:W-H965T M$7O:8@(H% 9 M " @3T< 0!X;"]W;W)K&UL4$L! A0# M% @ L8 <6860*BP#! W1$!D ("!UAX! 'AL+W=O M&PO=V]R:W-H965T&UL4$L! A0#% @ L8 <67V _M7<%6 @]P4 !D ("!*2D! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ L8 <6>3X!RVM P 7Q$!D M ("!83$! 'AL+W=O#0 &O @(%%-0$ >&PO M=V]R:W-H965T&UL4$L! A0#% @ L8 <60DE841! @)04 !D ("! MTCL! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% M @ L8 <6? 2.3$Z/ @ J@8 !D ("!K$,! 'AL+W=O&UL4$L! A0#% @ L8 <69@VXH]L M @ " < !D ("!*$P! 'AL+W=O&PO=V]R:W-H965TI3 0!X;"]W;W)K&UL4$L! A0#% @ L8 <61.6C0JF# LZ< !D M ("!LEH! 'AL+W=O&PO=V]R M:W-H965T&UL M4$L! A0#% @ L8 <6:I>-+;0! ,1D !D ("!N&\! M 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ ML8 <67GK1EPS @ XP0 !D ("!<7P! 'AL+W=O&PO=V]R:W-H965T0#8=8 (DO 9 " @2F% 0!X;"]W M;W)K&UL4$L! A0#% @ L8 <67H^RYK! @ MN @ !D ("!U(L! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ L8 <6;&J+)-; P NPH !D M ("!C)0! 'AL+W=OF $ >&PO=V]R:W-H M965T&UL4$L! M A0#% @ L8 <618Y*"G- @ , @ !D ("!OIX! 'AL M+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ L8 < M64U.OF56 P L!4 T (!JZH! 'AL+W-T>6QE&PO=V]R:V)O;VLN>&UL4$L! A0#% @ L8 <6;3% M"JYH @ 1R\ !H (!/K4! 'AL+U]R96QS+W=O XML 100 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 101 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 103 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.2.u1 html 201 400 1 false 84 0 false 8 false false R1.htm 000 - Document - Document And Entity Information Sheet http://wrap.com/20231231/role/statement-document-and-entity-information Document And Entity Information Cover 1 false false R2.htm 001 - Statement - Consolidated Balance Sheets Sheet http://wrap.com/20231231/role/statement-consolidated-balance-sheets Consolidated Balance Sheets Statements 2 false false R3.htm 002 - Statement - Consolidated Balance Sheets (Parentheticals) Sheet http://wrap.com/20231231/role/statement-consolidated-balance-sheets-parentheticals Consolidated Balance Sheets (Parentheticals) Statements 3 false false R4.htm 003 - Statement - Consolidated Statements of Operations and Comprehensive Loss Sheet http://wrap.com/20231231/role/statement-consolidated-statements-of-operations-and-comprehensive-loss Consolidated Statements of Operations and Comprehensive Loss Statements 4 false false R5.htm 004 - Statement - Consolidated Statements of Stockholders' Equity Sheet http://wrap.com/20231231/role/statement-consolidated-statements-of-stockholders-equity Consolidated Statements of Stockholders' Equity Statements 5 false false R6.htm 005 - Statement - Consolidated Statements of Cash Flows Sheet http://wrap.com/20231231/role/statement-consolidated-statements-of-cash-flows Consolidated Statements of Cash Flows Statements 6 false false R7.htm 995445 - Disclosure - Insider Trading Arrangements Sheet http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements Insider Trading Arrangements Notes 7 false false R8.htm 995451 - Disclosure - Note 1 - Organization and Summary of Significant Accounting Policies Sheet http://wrap.com/20231231/role/statement-note-1-organization-and-summary-of-significant-accounting-policies Note 1 - Organization and Summary of Significant Accounting Policies Notes 8 false false R9.htm 995452 - Disclosure - Note 2 - Revenues and Product Costs Sheet http://wrap.com/20231231/role/statement-note-2-revenues-and-product-costs Note 2 - Revenues and Product Costs Notes 9 false false R10.htm 995453 - Disclosure - Note 3 - Asset Acquisition Sheet http://wrap.com/20231231/role/statement-note-3-asset-acquisition Note 3 - Asset Acquisition Notes 10 false false R11.htm 995454 - Disclosure - Note 4 - Financial Instruments Sheet http://wrap.com/20231231/role/statement-note-4-financial-instruments Note 4 - Financial Instruments Notes 11 false false R12.htm 995455 - Disclosure - Note 5 - Inventories Sheet http://wrap.com/20231231/role/statement-note-5-inventories Note 5 - Inventories Notes 12 false false R13.htm 995456 - Disclosure - Note 6 - Property and Equipment Sheet http://wrap.com/20231231/role/statement-note-6-property-and-equipment Note 6 - Property and Equipment Notes 13 false false R14.htm 995457 - Disclosure - Note 7 - Intangible Assets, Net and Goodwill Sheet http://wrap.com/20231231/role/statement-note-7-intangible-assets-net-and-goodwill Note 7 - Intangible Assets, Net and Goodwill Notes 14 false false R15.htm 995458 - Disclosure - Note 8 - Accounts Payable and Accrued Liabilities Sheet http://wrap.com/20231231/role/statement-note-8-accounts-payable-and-accrued-liabilities Note 8 - Accounts Payable and Accrued Liabilities Notes 15 false false R16.htm 995459 - Disclosure - Note 9 - Leases Sheet http://wrap.com/20231231/role/statement-note-9-leases Note 9 - Leases Notes 16 false false R17.htm 995460 - Disclosure - Note 10 - Warrants Sheet http://wrap.com/20231231/role/statement-note-10-warrants Note 10 - Warrants Notes 17 false false R18.htm 995461 - Disclosure - Note 11 - Debt Sheet http://wrap.com/20231231/role/statement-note-11-debt Note 11 - Debt Notes 18 false false R19.htm 995462 - Disclosure - Note 12 - Stockholders' Equity Sheet http://wrap.com/20231231/role/statement-note-12-stockholders-equity Note 12 - Stockholders' Equity Notes 19 false false R20.htm 995463 - Disclosure - Note 13 - Share-based Compensation Sheet http://wrap.com/20231231/role/statement-note-13-sharebased-compensation Note 13 - Share-based Compensation Notes 20 false false R21.htm 995464 - Disclosure - Note 14 - Defined Contribution Plan Sheet http://wrap.com/20231231/role/statement-note-14-defined-contribution-plan Note 14 - Defined Contribution Plan Notes 21 false false R22.htm 995465 - Disclosure - Note 15 - Commitments and Contingencies Sheet http://wrap.com/20231231/role/statement-note-15-commitments-and-contingencies Note 15 - Commitments and Contingencies Notes 22 false false R23.htm 995466 - Disclosure - Note 16 - Related Party Transactions Sheet http://wrap.com/20231231/role/statement-note-16-related-party-transactions Note 16 - Related Party Transactions Notes 23 false false R24.htm 995467 - Disclosure - Note 17 - Income Taxes Sheet http://wrap.com/20231231/role/statement-note-17-income-taxes Note 17 - Income Taxes Notes 24 false false R25.htm 995468 - Disclosure - Note 18 - Major Customers and Related Information Sheet http://wrap.com/20231231/role/statement-note-18-major-customers-and-related-information Note 18 - Major Customers and Related Information Notes 25 false false R26.htm 995469 - Disclosure - Note 19 - Business Combination Sheet http://wrap.com/20231231/role/statement-note-19-business-combination Note 19 - Business Combination Notes 26 false false R27.htm 995470 - Disclosure - Note 20 - Subsequent Events Sheet http://wrap.com/20231231/role/statement-note-20-subsequent-events Note 20 - Subsequent Events Notes 27 false false R28.htm 995471 - Disclosure - Significant Accounting Policies (Policies) Sheet http://wrap.com/20231231/role/statement-significant-accounting-policies-policies Significant Accounting Policies (Policies) Policies http://wrap.com/20231231/role/statement-note-1-organization-and-summary-of-significant-accounting-policies 28 false false R29.htm 995472 - Disclosure - Note 2 - Revenues and Product Costs (Tables) Sheet http://wrap.com/20231231/role/statement-note-2-revenues-and-product-costs-tables Note 2 - Revenues and Product Costs (Tables) Tables http://wrap.com/20231231/role/statement-note-2-revenues-and-product-costs 29 false false R30.htm 995473 - Disclosure - Note 4 - Financial Instruments (Tables) Sheet http://wrap.com/20231231/role/statement-note-4-financial-instruments-tables Note 4 - Financial Instruments (Tables) Tables http://wrap.com/20231231/role/statement-note-4-financial-instruments 30 false false R31.htm 995474 - Disclosure - Note 5 - Inventories (Tables) Sheet http://wrap.com/20231231/role/statement-note-5-inventories-tables Note 5 - Inventories (Tables) Tables http://wrap.com/20231231/role/statement-note-5-inventories 31 false false R32.htm 995475 - Disclosure - Note 6 - Property and Equipment (Tables) Sheet http://wrap.com/20231231/role/statement-note-6-property-and-equipment-tables

Note 6 - Property and Equipment (Tables) Tables http://wrap.com/20231231/role/statement-note-6-property-and-equipment 32 false false R33.htm 995476 - Disclosure - Note 7 - Intangible Assets, Net and Goodwill (Tables) Sheet http://wrap.com/20231231/role/statement-note-7-intangible-assets-net-and-goodwill-tables Note 7 - Intangible Assets, Net and Goodwill (Tables) Tables http://wrap.com/20231231/role/statement-note-7-intangible-assets-net-and-goodwill 33 false false R34.htm 995477 - Disclosure - Note 8 - Accounts Payable and Accrued Liabilities (Tables) Sheet http://wrap.com/20231231/role/statement-note-8-accounts-payable-and-accrued-liabilities-tables Note 8 - Accounts Payable and Accrued Liabilities (Tables) Tables http://wrap.com/20231231/role/statement-note-8-accounts-payable-and-accrued-liabilities 34 false false R35.htm 995478 - Disclosure - Note 9 - Leases (Tables) Sheet http://wrap.com/20231231/role/statement-note-9-leases-tables Note 9 - Leases (Tables) Tables http://wrap.com/20231231/role/statement-note-9-leases 35 false false R36.htm 995479 - Disclosure - Note 13 - Share-based Compensation (Tables) Sheet http://wrap.com/20231231/role/statement-note-13-sharebased-compensation-tables Note 13 - Share-based Compensation (Tables) Tables http://wrap.com/20231231/role/statement-note-13-sharebased-compensation 36 false false R37.htm 995480 - Disclosure - Note 17 - Income Taxes (Tables) Sheet http://wrap.com/20231231/role/statement-note-17-income-taxes-tables Note 17 - Income Taxes (Tables) Tables http://wrap.com/20231231/role/statement-note-17-income-taxes 37 false false R38.htm 995481 - Disclosure - Note 18 - Major Customers and Related Information (Tables) Sheet http://wrap.com/20231231/role/statement-note-18-major-customers-and-related-information-tables Note 18 - Major Customers and Related Information (Tables) Tables http://wrap.com/20231231/role/statement-note-18-major-customers-and-related-information 38 false false R39.htm 995482 - Disclosure - Note 19 - Business Combination (Tables) Sheet http://wrap.com/20231231/role/statement-note-19-business-combination-tables Note 19 - Business Combination (Tables) Tables http://wrap.com/20231231/role/statement-note-19-business-combination 39 false false R40.htm 995483 - Disclosure - Note 1 - Organization and Summary of Significant Accounting Policies (Details Textual) Sheet http://wrap.com/20231231/role/statement-note-1-organization-and-summary-of-significant-accounting-policies-details-textual Note 1 - Organization and Summary of Significant Accounting Policies (Details Textual) Details 40 false false R41.htm 995484 - Disclosure - Note 2 - Revenues and Product Costs (Details Textual) Sheet http://wrap.com/20231231/role/statement-note-2-revenues-and-product-costs-details-textual Note 2 - Revenues and Product Costs (Details Textual) Details http://wrap.com/20231231/role/statement-note-2-revenues-and-product-costs-tables 41 false false R42.htm 995485 - Disclosure - Note 2 - Revenue and Product Costs - Contract Liabilities (Details) Sheet http://wrap.com/20231231/role/statement-note-2-revenue-and-product-costs-contract-liabilities-details Note 2 - Revenue and Product Costs - Contract Liabilities (Details) Details 42 false false R43.htm 995486 - Disclosure - Note 3 - Asset Acquisition (Details Textual) Sheet http://wrap.com/20231231/role/statement-note-3-asset-acquisition-details-textual Note 3 - Asset Acquisition (Details Textual) Details http://wrap.com/20231231/role/statement-note-3-asset-acquisition 43 false false R44.htm 995487 - Disclosure - Note 4 - Financial Instruments (Details Textual) Sheet http://wrap.com/20231231/role/statement-note-4-financial-instruments-details-textual Note 4 - Financial Instruments (Details Textual) Details http://wrap.com/20231231/role/statement-note-4-financial-instruments-tables 44 false false R45.htm 995488 - Disclosure - Note 4 - Financial Instruments - Instruments by Significant Investment Category (Details) Sheet http://wrap.com/20231231/role/statement-note-4-financial-instruments-instruments-by-significant-investment-category-details Note 4 - Financial Instruments - Instruments by Significant Investment Category (Details) Details 45 false false R46.htm 995489 - Disclosure - Note 4 - Financial Instruments - Level 3 Reconciliation (Details) Sheet http://wrap.com/20231231/role/statement-note-4-financial-instruments-level-3-reconciliation-details Note 4 - Financial Instruments - Level 3 Reconciliation (Details) Details 46 false false R47.htm 995490 - Disclosure - Note 4 - Financial Instruments - Fair Value Assumptions (Details) Sheet http://wrap.com/20231231/role/statement-note-4-financial-instruments-fair-value-assumptions-details Note 4 - Financial Instruments - Fair Value Assumptions (Details) Details 47 false false R48.htm 995491 - Disclosure - Note 5 - Inventories, Net - Summary of Inventories (Details) Sheet http://wrap.com/20231231/role/statement-note-5-inventories-net-summary-of-inventories-details Note 5 - Inventories, Net - Summary of Inventories (Details) Details 48 false false R49.htm 995492 - Disclosure - Note 6 - Property and Equipment (Details Textual) Sheet http://wrap.com/20231231/role/statement-note-6-property-and-equipment-details-textual Note 6 - Property and Equipment (Details Textual) Details http://wrap.com/20231231/role/statement-note-6-property-and-equipment-tables 49 false false R50.htm 995493 - Disclosure - Note 6 - Property and Equipment, Net - Summary of Property and Equipment (Details) Sheet http://wrap.com/20231231/role/statement-note-6-property-and-equipment-net-summary-of-property-and-equipment-details Note 6 - Property and Equipment, Net - Summary of Property and Equipment (Details) Details 50 false false R51.htm 995494 - Disclosure - Note 7 - Intangible Assets, Net and Goodwill (Details Textual) Sheet http://wrap.com/20231231/role/statement-note-7-intangible-assets-net-and-goodwill-details-textual Note 7 - Intangible Assets, Net and Goodwill (Details Textual) Details http://wrap.com/20231231/role/statement-note-7-intangible-assets-net-and-goodwill-tables 51 false false R52.htm 995495 - Disclosure - Note 7 - Intangible Assets, Net and Goodwill - Summary of Intangible Assets (Details) Sheet http://wrap.com/20231231/role/statement-note-7-intangible-assets-net-and-goodwill-summary-of-intangible-assets-details Note 7 - Intangible Assets, Net and Goodwill - Summary of Intangible Assets (Details) Details 52 false false R53.htm 995496 - Disclosure - Note 7 - Intangible Assets, Net and Goodwill - Future Amortization Expense (Details) Sheet http://wrap.com/20231231/role/statement-note-7-intangible-assets-net-and-goodwill-future-amortization-expense-details Note 7 - Intangible Assets, Net and Goodwill - Future Amortization Expense (Details) Details 53 false false R54.htm 995497 - Disclosure - Note 7 - Intangible Assets and Goodwill - Schedule of Goodwill (Details) Sheet http://wrap.com/20231231/role/statement-note-7-intangible-assets-and-goodwill-schedule-of-goodwill-details Note 7 - Intangible Assets and Goodwill - Schedule of Goodwill (Details) Details 54 false false R55.htm 995498 - Disclosure - Note 8 - Accounts Payable and Accrued Liabilities (Details Textual) Sheet http://wrap.com/20231231/role/statement-note-8-accounts-payable-and-accrued-liabilities-details-textual Note 8 - Accounts Payable and Accrued Liabilities (Details Textual) Details http://wrap.com/20231231/role/statement-note-8-accounts-payable-and-accrued-liabilities-tables 55 false false R56.htm 995499 - Disclosure - Note 8 - Accounts Payable and Accrued Liabilities - Summary of Accrued Liabilities (Details) Sheet http://wrap.com/20231231/role/statement-note-8-accounts-payable-and-accrued-liabilities-summary-of-accrued-liabilities-details Note 8 - Accounts Payable and Accrued Liabilities - Summary of Accrued Liabilities (Details) Details 56 false false R57.htm 995500 - Disclosure - Note 8 - Accounts Payable and Accrued Liabilities - Changes in Product Warranty Costs (Details) Sheet http://wrap.com/20231231/role/statement-note-8-accounts-payable-and-accrued-liabilities-changes-in-product-warranty-costs-details Note 8 - Accounts Payable and Accrued Liabilities - Changes in Product Warranty Costs (Details) Details 57 false false R58.htm 995501 - Disclosure - Note 9 - Leases (Details Textual) Sheet http://wrap.com/20231231/role/statement-note-9-leases-details-textual Note 9 - Leases (Details Textual) Details http://wrap.com/20231231/role/statement-note-9-leases-tables 58 false false R59.htm 995502 - Disclosure - Note 9 - Leases - Summary of Operating Lease Obligations (Details) Sheet http://wrap.com/20231231/role/statement-note-9-leases-summary-of-operating-lease-obligations-details Note 9 - Leases - Summary of Operating Lease Obligations (Details) Details 59 false false R60.htm 995503 - Disclosure - Note 9 - Leases - Future Lease Payments (Details) Sheet http://wrap.com/20231231/role/statement-note-9-leases-future-lease-payments-details Note 9 - Leases - Future Lease Payments (Details) Details 60 false false R61.htm 995504 - Disclosure - Note 10 - Warrants (Details Textual) Sheet http://wrap.com/20231231/role/statement-note-10-warrants-details-textual Note 10 - Warrants (Details Textual) Details http://wrap.com/20231231/role/statement-note-10-warrants 61 false false R62.htm 995505 - Disclosure - Note 12 - Stockholders' Equity (Details Textual) Sheet http://wrap.com/20231231/role/statement-note-12-stockholders-equity-details-textual Note 12 - Stockholders' Equity (Details Textual) Details http://wrap.com/20231231/role/statement-note-12-stockholders-equity 62 false false R63.htm 995506 - Disclosure - Note 13 - Share-based Compensation (Details Textual) Sheet http://wrap.com/20231231/role/statement-note-13-sharebased-compensation-details-textual Note 13 - Share-based Compensation (Details Textual) Details http://wrap.com/20231231/role/statement-note-13-sharebased-compensation-tables 63 false false R64.htm 995507 - Disclosure - Note 12 - Share-based Compensation - Summary of Stock Option Activity (Details) Sheet http://wrap.com/20231231/role/statement-note-12-sharebased-compensation-summary-of-stock-option-activity-details Note 12 - Share-based Compensation - Summary of Stock Option Activity (Details) Details 64 false false R65.htm 995508 - Disclosure - Note 12 - Share-based Compensation - Summary of Stock Option Valuation Assumptions (Details) Sheet http://wrap.com/20231231/role/statement-note-12-sharebased-compensation-summary-of-stock-option-valuation-assumptions-details Note 12 - Share-based Compensation - Summary of Stock Option Valuation Assumptions (Details) Details 65 false false R66.htm 995509 - Disclosure - Note 12 - Share-based Compensation - Information Regarding Stock Options Outstanding (Details) Sheet http://wrap.com/20231231/role/statement-note-12-sharebased-compensation-information-regarding-stock-options-outstanding-details Note 12 - Share-based Compensation - Information Regarding Stock Options Outstanding (Details) Details 66 false false R67.htm 995510 - Disclosure - Note 12 - Share-based Compensation - Summary of RSU Activity (Details) Sheet http://wrap.com/20231231/role/statement-note-12-sharebased-compensation-summary-of-rsu-activity-details Note 12 - Share-based Compensation - Summary of RSU Activity (Details) Details 67 false false R68.htm 995511 - Disclosure - Note 12 - Share-based Compensation - Allocation of Share-based Compensation Expense (Details) Sheet http://wrap.com/20231231/role/statement-note-12-sharebased-compensation-allocation-of-sharebased-compensation-expense-details Note 12 - Share-based Compensation - Allocation of Share-based Compensation Expense (Details) Details 68 false false R69.htm 995512 - Disclosure - Note 14 - Defined Contribution Plan (Details Textual) Sheet http://wrap.com/20231231/role/statement-note-14-defined-contribution-plan-details-textual Note 14 - Defined Contribution Plan (Details Textual) Details http://wrap.com/20231231/role/statement-note-14-defined-contribution-plan 69 false false R70.htm 995513 - Disclosure - Note 15 - Commitments and Contingencies (Details Textual) Sheet http://wrap.com/20231231/role/statement-note-15-commitments-and-contingencies-details-textual Note 15 - Commitments and Contingencies (Details Textual) Details http://wrap.com/20231231/role/statement-note-15-commitments-and-contingencies 70 false false R71.htm 995514 - Disclosure - Note 16 - Related Party Transactions (Details Textual) Sheet http://wrap.com/20231231/role/statement-note-16-related-party-transactions-details-textual Note 16 - Related Party Transactions (Details Textual) Details http://wrap.com/20231231/role/statement-note-16-related-party-transactions 71 false false R72.htm 995515 - Disclosure - Note 17 - Income Taxes (Details Textual) Sheet http://wrap.com/20231231/role/statement-note-17-income-taxes-details-textual Note 17 - Income Taxes (Details Textual) Details http://wrap.com/20231231/role/statement-note-17-income-taxes-tables 72 false false R73.htm 995516 - Disclosure - Note 17 - Income Taxes - Income Tax Expense (Benefits) (Details) Sheet http://wrap.com/20231231/role/statement-note-17-income-taxes-income-tax-expense-benefits-details Note 17 - Income Taxes - Income Tax Expense (Benefits) (Details) Details 73 false false R74.htm 995517 - Disclosure - Note 17 - Income Taxes - Reconciliations of Federal Statutory Rate to Effective Income Tax Rate (Details) Sheet http://wrap.com/20231231/role/statement-note-17-income-taxes-reconciliations-of-federal-statutory-rate-to-effective-income-tax-rate-details Note 17 - Income Taxes - Reconciliations of Federal Statutory Rate to Effective Income Tax Rate (Details) Details 74 false false R75.htm 995518 - Disclosure - Note 17 - Income Taxes - Deferred Tax Assets and Liabilities (Details) Sheet http://wrap.com/20231231/role/statement-note-17-income-taxes-deferred-tax-assets-and-liabilities-details Note 17 - Income Taxes - Deferred Tax Assets and Liabilities (Details) Details 75 false false R76.htm 995519 - Disclosure - Note 18 - Major Customers and Related Information (Details Textual) Sheet http://wrap.com/20231231/role/statement-note-18-major-customers-and-related-information-details-textual Note 18 - Major Customers and Related Information (Details Textual) Details http://wrap.com/20231231/role/statement-note-18-major-customers-and-related-information-tables 76 false false R77.htm 995520 - Disclosure - Note 17 - Major Customers and Related Information - Disaggregation of Revenue by Geographic Region (Details) Sheet http://wrap.com/20231231/role/statement-note-17-major-customers-and-related-information-disaggregation-of-revenue-by-geographic-region-details Note 17 - Major Customers and Related Information - Disaggregation of Revenue by Geographic Region (Details) Details 77 false false R78.htm 995521 - Disclosure - Note 19 - Business Combination (Details Textual) Sheet http://wrap.com/20231231/role/statement-note-19-business-combination-details-textual Note 19 - Business Combination (Details Textual) Details http://wrap.com/20231231/role/statement-note-19-business-combination-tables 78 false false R79.htm 995522 - Disclosure - Note 19 - Business Combination - Schedule of Business Acquisitions (Details) Sheet http://wrap.com/20231231/role/statement-note-19-business-combination-schedule-of-business-acquisitions-details Note 19 - Business Combination - Schedule of Business Acquisitions (Details) Details 79 false false R80.htm 995523 - Disclosure - Note 20 - Subsequent Events (Details Textual) Sheet http://wrap.com/20231231/role/statement-note-20-subsequent-events-details-textual Note 20 - Subsequent Events (Details Textual) Details http://wrap.com/20231231/role/statement-note-20-subsequent-events 80 false false All Reports Book All Reports wrap-20231231.xsd wrap-20231231_cal.xml wrap-20231231_def.xml wrap-20231231_lab.xml wrap-20231231_pre.xml wrap20231231_10k.htm image1.jpg img01.jpg img02.jpg img03.jpg img04.jpg http://fasb.org/us-gaap/2024 http://xbrl.sec.gov/dei/2024 http://xbrl.sec.gov/ecd/2024 true true JSON 106 MetaLinks.json IDEA: XBRL DOCUMENT { "version": "2.2", "instance": { "wrap20231231_10k.htm": { "nsprefix": "wrap", "nsuri": "http://wrap.com/20231231", "dts": { "schema": { "local": ["wrap-20231231.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/role/negated-2009-12-16.xsd", "http://www.xbrl.org/lrr/role/net-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/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/currency/2024/currency-2024.xsd", "https://xbrl.sec.gov/dei/2024/dei-2024.xsd", "https://xbrl.sec.gov/ecd/2024/ecd-2024.xsd", "https://xbrl.sec.gov/exch/2024/exch-2024.xsd",

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Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": [ "r65", "r836" ] }, "us-gaap_AccountsPayableCurrentAndNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsPayableCurrentAndNoncurrent", "crdr": "credit", "presentation": [ "http://wrap.com/20231231/role/statement-note-8-accounts-payable-and-accrued-liabilities-details-textual" ], "lang": { "en-us": { "role": { "label": "us-gaap_AccountsPayableCurrentAndNoncurrent", "terseLabel": "Accounts Payable", "documentation": "Carrying value as of the balance sheet date 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." } } }, "auth_ref": [ "r128", "r1017" ] }, "us-gaap_AccountsReceivableMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableMember", "presentation": [ "http://wrap.com/20231231/role/statement-note-18-major-customers-and-related-information", "http://wrap.com/20231231/role/statement-note-18-major-customers-and-related-information-details-textual" ], "lang": { "en-us": { "role": { "label": "Accounts Receivable [Member]", "documentation": "Due from customers or clients for goods or services that have been delivered or sold." } } }, "auth_ref": [ "r774" ] }, "us-gaap_AccountsReceivableNetCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableNetCurrent", "crdr": "debit", "calculation": { "http://wrap.com/20231231/role/statement-consolidated-balance-sheets": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://wrap.com/20231231/role/statement-consolidated-balance-sheets" ], "lang": { "en-us": { "role": { "label": "Accounts receivable and contract assets, net", "documentation": "Amount, 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." } } }, "auth_ref": [ "r914" ] }, "us-gaap_AccruedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://wrap.com/20231231/role/statement-consolidated-balance-sheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 3.0 }, "http://wrap.com/20231231/role/statement-note-8-accounts-payable-and-accrued-liabilities-summary-of-accrued-liabilities-details": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": [ "http://wrap.com/20231231/role/statement-consolidated-balance-sheets", "http://wrap.com/20231231/role/statement-note-8-accounts-payable-and-accrued-liabilities-summary-of-accrued-liabilities-details" ], "lang": { "en-us": { "role": { "label": "Accrued liabilities", "totalLabel": "Accrued Liabilities, Current", "documentation": "Carrying value as of the balance sheet date of obligations incurred and payable, pertaining to costs that are statutory in nature, are incurred on contractual obligations, or accumulate over time and for which invoices have not yet been received or will not be rendered. Examples include taxes, interest, rent and utilities. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": [ "r67" ] }, "wrap_AccruedPatentAndLegalCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://wrap.com/20231231", "localname": "AccruedPatentAndLegalCosts", "crdr": "credit", "calculation": { "http://wrap.com/20231231/role/statement-note-8-accounts-payable-and-accrued-liabilities-summary-of-accrued-liabilities-details": { "parentTag": "us-gaap_AccruedLiabilitiesCurrent", "weight": 1.0, "order": 0.0 } }, "presentation": [ "http://wrap.com/20231231/role/statement-note-8-accounts-payable-and-accrued-liabilities-summary-of-accrued-liabilities-details" ], "lang": { "en-us": { "role": { "label": "Patent and legal costs", "documentation": "Represents the amount of accrued patent and legal costs as of the specified date." } } }, "auth_ref": [] }, "us-gaap_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment", "crdr": "credit", "calculation": { "http://wrap.com/20231231/role/statement-note-6-property-and-equipment-net-summary-of-property-and-equipment-details": { "parentTag": "us-gaap_PropertyPlantAndEquipmentNet", "weight": -1.0, "order": 1.0 } }, "presentation": [ "http://wrap.com/20231231/role/statement-note-6-property-and-equipment-net-summary-of-property-and-equipment-details" ], "lang": { "en-us": { "role": { "label": "us-gaap_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment", "negatedLabel": "Accumulated depreciation", "documentation": "Amount of accumulated depreciation, depletion and amortization for physical assets used in the normal conduct of business to produce goods and services." } } }, "auth_ref": [ "r41", "r164", "r624" ] }, "us-gaap_AccumulatedOtherComprehensiveIncomeLossNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeLossNetOfTax", "crdr": "credit", "calculation": { "http://wrap.com/20231231/role/statement-consolidated-balance-sheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 0.0 } }, "presentation": [ "http://wrap.com/20231231/role/statement-consolidated-balance-sheets" ], "lang": { "en-us": { "role": { "label": "Accumulated other comprehensive income", "documentation": "Amount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source." } } }, "auth_ref": [ "r23", "r24", "r85", "r172", "r619", "r659", "r660" ] }, "us-gaap_AccumulatedOtherComprehensiveIncomeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeMember", "presentation": [ "http://wrap.com/20231231/role/statement-consolidated-statements-of-stockholders-equity" ], "lang": { "en-us": { "role": { "label": "AOCI Attributable to Parent [Member]", "documentation": "Accumulated increase (decrease) in equity from transactions and other events and circumstances from non-owner sources, attributable to the parent. 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As a noncash expense, this element is added back to net income when calculating cash provided by or used in operations using the indirect method." } } }, "auth_ref": [ "r9", "r296", "r303", "r809" ] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "presentation": [ "http://wrap.com/20231231/role/statement-note-1-organization-and-summary-of-significant-accounting-policies-details-textual" ], "lang": { "en-us": { "role": { "label": "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "terseLabel": "Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount", "documentation": "Securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the 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Includes other kinds of accounts that have the general characteristics of demand deposits. 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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": ["r3", "r96"] }, "us-gaap_CertificatesOfDepositMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CertificatesOfDepositMember", "presentation": ["http://wrap.com/20231231/role/statement-note-4-financial-instruments", "http://wrap.com/20231231/role/statement-note-4-financial-instruments-instruments-by-significant-investment-category-details"], "lang": { "en-us": { "role": { "label": "Certificates of Deposit [Member]", "documentation": "Short to medium-term investment available at banks and savings and loan institutions where a customer agrees to lend money to the institution for a certain amount of time and is paid a predetermined rate of interest. Certificates of deposit (CD) are typically Federal Deposit Insurance Corporation (FDIC) insured." } } }, "auth_ref": ["r13", "r858", "r859", "r860", "r861"] }, "wrap_ChangeInUnrealizedGainOnShortTermInvestments": { "xbrltype": "monetaryItemType", "nsuri": "http://wrap.com/20231231", "localname": "ChangeInUnrealizedGainOnShortTermInvestments", "crdr": "credit", "presentation": ["http://wrap.com/20231231/role/statement-consolidated-statements-of-cash-flows"], "lang": { "en-us": { "role": { "label": "Change in unrealized gain on short-term investments", "documentation": "Represents the amount of change in unrealized gain on short-term investments." } } }, "auth_ref": [] }, "wrap_ChiefExecutiveOfficerAndPresidentMember": { "xbrltype": "domainItemType", "nsuri": "http://wrap.com/20231231", "localname": "ChiefExecutiveOfficerAndPresidentMember", "presentation": ["http://wrap.com/20231231/role/statement-note-13-sharebased-compensation", "http://wrap.com/20231231/role/statement-note-13-sharebased-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "Chief Executive Officer and President [Member]", "documentation": "Represents the CEO and president." } } }, "auth_ref": [] }, "srt_ChiefExecutiveOfficerMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ChiefExecutiveOfficerMember", "presentation": ["http://wrap.com/20231231/role/statement-note-13-sharebased-compensation", "http://wrap.com/20231231/role/statement-note-13-sharebased-compensation-details-textual", "http://wrap.com/20231231/role/statement-note-20-subsequent-events", "http://wrap.com/20231231/role/statement-note-20-subsequent-events-details-textual"], "lang": { "en-us": { "role": { "label": "Chief Executive Officer [Member]" } } }, "auth_ref": ["r913"] }, "dei_CityAreaCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CityAreaCode", "presentation": ["http://wrap.com/20231231/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "dei_CityAreaCode", "terseLabel": "City Area Code", "documentation": "Area code of city" } } }, "auth_ref": [] }, "us-gaap_ClassOfStockDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfStockDomain", "presentation": ["http://wrap.com/20231231/role/statement-consolidated-balance-sheets", "http://wrap.com/20231231/role/statement-consolidated-balance-sheets-parentheticals", "http://wrap.com/20231231/role/statement-note-10-warrants", "http://wrap.com/20231231/role/statement-note-10-warrants-details-textual", "http://wrap.com/20231231/role/statement-note-12-stockholders-equity", "http://wrap.com/20231231/role/statement-note-12-stockholders-equity-details-textual", "http://wrap.com/20231231/role/statement-note-16-related-party-transactions", "http://wrap.com/20231231/role/statement-note-16-related-party-transactions-details-textual", "http://wrap.com/20231231/role/statement-note-20-subsequent-events", "http://wrap.com/20231231/role/statement-note-20-subsequent-events-details-textual"], "lang": { "en-us": { "role": { "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": ["r155", "r169", "r170", "r171", "r197", "r216", "r217", "r220", "r222", "r228", "r229", "r269", "r339", "r341", "r342", "r343", "r346", "r347", "r361", "r362", "r365", "r368", "r374", "r532", "r668", "r669", "r670", "r671", "r677", "r678", "r679", "r680", "r681", "r682", "r683", "r684", "r685", "r686", "r687", "r688", "r702", "r723", "r743", "r767", "r768", "r769", "r770", "r771", "r878", "r898", "r907"] }, "us-gaap_ClassOfWarrantOrRightAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightAxis", "presentation": ["http://wrap.com/20231231/role/statement-note-10-warrants", "http://wrap.com/20231231/role/statement-note-10-warrants-details-textual"], "lang": { "en-us": { "role": { "label": "Class of Warrant or Right [Axis]", "documentation": "Information by type of warrant or right issued." } } }, "auth_ref": ["r44"] }, "us-gaap_ClassOfWarrantOrRightDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightDomain", "presentation": ["http://wrap.com/20231231/role/statement-note-10-warrants", "http://wrap.com/20231231/role/statement-note-10-warrants-details-textual"], "lang": { "en-us": { "role": { "label": "Class of Warrant or Right [Domain]", "documentation": "Name of the class or type of warrant or right outstanding. Warrants and rights represent derivative securities that give the holder the right to purchase securities (usually equity) from the issuer at a specific price within a certain time frame. Warrants are often included in a new debt issue to entice investors by a higher return potential. The main difference between warrants and call options is that warrants are issued and guaranteed by the company, whereas options are exchange instruments and are not issued by the company. Also, the lifetime of a warrant is often measured in years, while the lifetime of a typical option is measured in months." } } }, "auth_ref": [] }, "us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1", "presentation": ["http://wrap.com/20231231/role/statement-note-10-warrants-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1", "terseLabel": "Class of Warrant or Right, Exercise Price of Warrants or Rights (in dollars per share)", "documentation": "Exercise price per share or per unit of warrants or rights outstanding." } } }, "auth_ref": ["r375"] }, "us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights", "presentation": ["http://wrap.com/20231231/role/statement-note-10-warrants-details-textual", "http://wrap.com/20231231/role/statement-note-16-related-party-transactions-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights", "terseLabel": "Class of Warrant or Right, Number of Securities Called by Warrants or Rights (in shares)", "documentation": "Number of securities into which the class of warrant or right may be converted. For example, but not limited to, 500,000 warrants may be converted into 1,000,000 shares." } } }, "auth_ref": ["r375"] }, "wrap_ClassificationAndValuationOfWarrantsPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://wrap.com/20231231", "localname": "ClassificationAndValuationOfWarrantsPolicyTextBlock", "presentation": ["http://wrap.com/20231231/role/statement-significant-accounting-policies-policies"], "lang": { "en-us": { "role": { "label": "Classification and Valuation of Warrants [Policy Text Block]", "documentation": "Disclosure of accounting policy for classification and valuation of warrants." } } }, "auth_ref": [] }, "wrap_CommissionsPayableMember": { "xbrltype": "domainItemType", "nsuri": "http://wrap.com/20231231", "localname": "CommissionsPayableMember", "presentation": ["http://wrap.com/20231231/role/statement-note-8-accounts-payable-and-accrued-liabilities", 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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": ["r71", "r129", "r616", "r701"] }, "us-gaap_CommitmentsAndContingenciesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingenciesDisclosureTextBlock", "presentation": ["http://wrap.com/20231231/role/statement-note-15-commitments-and-contingencies"], "lang": { "en-us": { "role": { "label": "Commitments and Contingencies Disclosure [Text Block]", "documentation": "The entire disclosure for commitments and contingencies." } } }, "auth_ref": ["r107", "r325", "r326", "r775", "r943", "r945"] }, "us-gaap_CommonStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockMember", "presentation": 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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." } } }, "auth_ref": ["r76"] }, "us-gaap_CommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesOutstanding", "presentation": ["http://wrap.com/20231231/role/statement-consolidated-balance-sheets-parentheticals"], "lang": { "en-us": { "role": { "label": "Common Stock, Shares, Outstanding, Ending Balance (in shares)", "documentation": "Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation." } } }, "auth_ref": ["r16", "r76", "r702", "r720", "r1051", "r1052"] }, "us-gaap_CommonStockValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockValue", "crdr": "credit", "calculation": { "http://wrap.com/20231231/role/statement-consolidated-balance-sheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://wrap.com/20231231/role/statement-consolidated-balance-sheets"], "lang": { "en-us": { "role": { "label": "Common stock - 150,000,000 authorized; par value $0.0001 per share; 43,855,503 and 41,175,993 shares issued and outstanding at December 31, 2023 and 2022, respectively", "documentation": "Aggregate 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." } } }, "auth_ref": ["r76", "r610", "r836"] }, "us-gaap_ComprehensiveIncomeNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComprehensiveIncomeNetOfTax", "crdr": "credit", "calculation": { "http://wrap.com/20231231/role/statement-consolidated-statements-of-operations-and-comprehensive-loss": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://wrap.com/20231231/role/statement-consolidated-statements-of-operations-and-comprehensive-loss"], "lang": { "en-us": { "role": { "label": "us-gaap_ComprehensiveIncomeNetOfTax", "totalLabel": "Comprehensive loss", "documentation": "Amount after tax of increase (decrease) in equity from transactions and other events and circumstances from net income and other comprehensive income, attributable to parent entity. Excludes changes in equity resulting from investments by owners and distributions to owners." } } }, "auth_ref": ["r25", "r181", "r183", "r189", "r610", "r628", "r629"] }, "us-gaap_ComprehensiveIncomeNetOfTaxAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComprehensiveIncomeNetOfTaxAbstract", "presentation": ["http://wrap.com/20231231/role/statement-consolidated-statements-of-operations-and-comprehensive-loss"], "lang": { "en-us": { "role": { "label": "Comprehensive loss:" } } }, "auth_ref": [] }, "us-gaap_ComputerEquipmentMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComputerEquipmentMember", "presentation": ["http://wrap.com/20231231/role/statement-note-6-

property-and-equipment", "http://wrap.com/20231231/role/statement-note-6-property-and-equipment-net-summary-of-property-and-equipment-details"], "lang": { "en-us": { "role": { "label": "Computer Equipment [Member]", "documentation": "Long lived, depreciable assets that are used in the creation, maintenance and utilization of information systems." } } }, "auth_ref": [] }, "us-gaap_ComputerSoftwareIntangibleAssetMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComputerSoftwareIntangibleAssetMember", "presentation": ["http://wrap.com/20231231/role/statement-note-7-intangible-assets-net-and-goodwill", "http://wrap.com/20231231/role/statement-note-7-intangible-assets-net-and-goodwill-summary-of-intangible-assets-details"], "lang": { "en-us": { "role": { "label": "Computer Software, Intangible Asset [Member]", "documentation": "Collection of computer programs and related data that provide instructions to a computer, for example, but not limited to, application program, control module or operating system, that perform one or more particular functions or tasks." } } }, "auth_ref": ["r788", "r793", "r931", "r932", "r933", "r934", "r936", "r938", "r941", "r942"] }, "us-gaap_ConcentrationRiskBenchmarkDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskBenchmarkDomain", "presentation": ["http://wrap.com/20231231/role/statement-note-18-major-customers-and-related-information", "http://wrap.com/20231231/role/statement-note-18-major-customers-and-related-information-details-textual"], "lang": { "en-us": { "role": { "label": "Concentration Risk Benchmark [Domain]", "documentation": "The denominator in a calculation of a disclosed concentration risk percentage." } } }, "auth_ref": ["r35", "r36", "r61", "r62", "r265", "r774"] }, "us-gaap_ConcentrationRiskByBenchmarkAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskByBenchmarkAxis", "presentation": ["http://wrap.com/20231231/role/statement-note-18-major-customers-and-related-information", "http://wrap.com/20231231/role/statement-note-18-major-customers-and-related-information-details-textual"], "lang": { "en-us": { "role": { "label": "Concentration Risk Benchmark [Axis]", "documentation": "Information by benchmark of concentration risk." } } }, "auth_ref": ["r35", "r36", "r61", "r62", "r265", "r662", "r774"] }, "us-gaap_ConcentrationRiskByTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskByTypeAxis", "presentation": ["http://wrap.com/20231231/role/statement-note-18-major-customers-and-related-information", "http://wrap.com/20231231/role/statement-note-18-major-customers-and-related-information-details-textual"], "lang": { "en-us": { "role": { "label": "Concentration Risk Type [Axis]", "documentation": "Information by type of concentration risk, for example, but not limited to, asset, liability, net assets, geographic, customer, employees, supplier, lender." } } }, "auth_ref": ["r35", "r36", "r61", "r62", "r265", "r774", "r882"] }, "us-gaap_ConcentrationRiskCreditRisk": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskCreditRisk", "presentation": ["http://wrap.com/20231231/role/statement-significant-accounting-policies-policies"], "lang": { "en-us": { "role": { "label": "Concentration Risk, Credit Risk, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for credit risk." } } }, "auth_ref": ["r64", "r146"] }, "us-gaap_ConcentrationRiskDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskDisclosureTextBlock", "presentation": ["http://wrap.com/20231231/role/statement-note-18-major-customers-and-related-information"], "lang": { "en-us": { "role": { "label": "Concentration Risk Disclosure [Text Block]", "documentation": "The entire disclosure for any concentrations existing at the date of the financial statements that make an entity vulnerable to a reasonably possible, near-term, severe impact. This disclosure informs financial statement users about the general nature of the risk associated with the concentration, and may indicate the percentage of concentration risk as of the balance sheet date." } } }, "auth_ref": ["r101"] }, "us-gaap_ConcentrationRiskPercentage1": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskPercentage1", "presentation": ["http://wrap.com/20231231/role/statement-note-18-major-customers-and-related-information-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_ConcentrationRiskPercentage1", "terseLabel": "Concentration Risk, Percentage", "documentation": "For an entity that discloses a concentration risk in relation to quantitative amount, which serves as the \"benchmark\" (or denominator) in the equation, this concept represents the concentration percentage derived from the division." } } }, "auth_ref": ["r35", "r36", "r61", "r62", "r265"] }, "us-gaap_ConcentrationRiskTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskTypeDomain", "presentation": ["http://wrap.com/20231231/role/statement-note-18-major-customers-and-related-information", "http://wrap.com/20231231/role/statement-note-18-major-customers-and-related-information-details-textual"], "lang": { "en-us": { "role": { "label": "Concentration Risk Type [Domain]", "documentation": "For an entity that discloses a concentration risk as a percentage of some financial balance or benchmark, identifies the type (for example, asset, liability, net assets, geographic, customer, employees, supplier, lender) of the concentration." } } }, "auth_ref": ["r35", "r36", "r61", "r62", "r265", "r774"] }, "us-gaap_ConsolidationPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConsolidationPolicyTextBlock", "presentation": ["http://wrap.com/20231231/role/statement-significant-accounting-policies-policies"], "lang": { "en-us": { "role": { "label": "Consolidation, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy regarding (1) the principles it follows in consolidating or combining the separate financial statements, including the principles followed in determining the inclusion or exclusion of subsidiaries or other entities in the consolidated or combined financial statements and (2) its treatment of interests (for example, common stock, a partnership interest or other means of exerting influence) in other entities, for example consolidation or use of the equity or cost methods of accounting. The accounting policy may also address the accounting treatment for intercompany accounts and transactions, noncontrolling interest, and the income statement treatment in consolidation for issuances of stock by a subsidiary." } } }, "auth_ref": ["r60", "r796"] }, "wrap_ConsultingFeesToRelatedPartyMonthlyAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://wrap.com/20231231", "localname": "ConsultingFeesToRelatedPartyMonthlyAmount", "crdr": "debit", "presentation": ["http://wrap.com/20231231/role/statement-note-16-related-party-transactions-details-textual"], "lang": { "en-us": { "role": { "label": "wrap_ConsultingFeesToRelatedPartyMonthlyAmount", "terseLabel": "Consulting Fees to Related Party, Monthly Amount", "documentation": "The amount of monthly consulting fees paid to a related party during the reporting period." } } }, "auth_ref": [] }, "wrap_ContractManufacturersPolicyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://wrap.com/20231231", "localname": "ContractManufacturersPolicyPolicyTextBlock", "presentation": ["http://wrap.com/20231231/role/statement-significant-accounting-policies-policies"], "lang": { "en-us": { "role": { "label": "Contract Manufacturers Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for costs it has incurred for contract manufacturers." } } }, "auth_ref": [] }, "us-gaap_ContractWithCustomerAssetAndLiabilityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerAssetAndLiabilityTableTextBlock", "presentation": ["http://wrap.com/20231231/role/statement-note-2-revenues-and-product-costs-tables"], "lang": { "en-us": { "role": { "label": "Contract with Customer, Contract Asset, Contract Liability, and Receivable [Table Text Block]", "documentation": "Tabular disclosure of receivable, contract asset, and contract liability from contract with customer. Includes, but is not limited to, change in contract asset and contract liability." } } }, "auth_ref": ["r955"] }, "us-gaap_ContractWithCustomerAssetNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerAssetNet", "crdr": "debit", "presentation": ["http://wrap.com/20231231/role/statement-note-2-revenues-and-product-costs-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_ContractWithCustomerAssetNet", "terseLabel": "Contract with Customer, Asset, after Allowance for Credit Loss, Total", "documentation": "Amount, after allowance for credit loss, of right to consideration in exchange for good or service transferred to customer when right is conditioned on something other than passage of time." } } }, "auth_ref": ["r377", "r379", "r398"] }, "us-gaap_ContractWithCustomerLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerLiability", "crdr": 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Noncash is defined as transactions during a period that do not result in cash receipts or cash payments in the period. \"Part noncash\" refers to that portion of the transaction not resulting in cash receipts or cash payments in the period." } } }, "auth_ref": ["r30", "r31", "r32"] }, "us-gaap_ConversionOfStockByUniqueDescriptionAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConversionOfStockByUniqueDescriptionAxis", "presentation": ["http://wrap.com/20231231/role/statement-note-12-stockholders-equity", "http://wrap.com/20231231/role/statement-note-12-stockholders-equity-details-textual"], "lang": { "en-us": { "role": { "label": "Stock Conversion Description [Axis]", "documentation": "Information by description of stock conversions." } } }, "auth_ref": ["r30", "r31", "r32"] }, "us-gaap_ConversionOfStockNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConversionOfStockNameDomain", "presentation": ["http://wrap.com/20231231/role/statement-note-12-stockholders-equity", "http://wrap.com/20231231/role/statement-note-12-stockholders-equity-details-textual"], "lang": { "en-us": { "role": { "label": "Conversion of Stock, Name [Domain]", "documentation": "The unique name of a noncash or part noncash stock conversion." } } }, "auth_ref": ["r30", "r31", "r32"] }, "us-gaap_ConversionOfStockSharesConverted1": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConversionOfStockSharesConverted1", "presentation": ["http://wrap.com/20231231/role/statement-consolidated-statements-of-stockholders-equity", "http://wrap.com/20231231/role/statement-note-12-stockholders-equity-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_ConversionOfStockSharesConverted1", "negatedLabel": "Common shares issued upon convertible preferred stock exercising conversion rights (in shares)", "terseLabel": "Conversion of Stock, Shares Converted", "documentation": "The number of shares converted in a noncash (or part noncash) transaction. Noncash is defined as transactions during a period that do not result in cash receipts or cash payments in the period. \"Part noncash\" refers to that portion of the transaction not resulting in cash receipts or cash payments in the period." } } }, "auth_ref": ["r30", "r31", "r32"] }, "us-gaap_ConversionOfStockSharesIssued1": { "xbrltype":

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Noncash is defined as transactions during a period that do not result in cash receipts or cash payments in the period. \"Part noncash\" refers to that portion of the transaction not resulting in cash receipts or cash payments in the period." } } }, "auth_ref": [ "r30", "r31", "r32" ] }, "us-gaap_ConvertiblePreferredStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConvertiblePreferredStockMember", "presentation": [ "http://wrap.com/20231231/role/statement-consolidated-balance-sheets", "http://wrap.com/20231231/role/statement-consolidated-balance-sheets-parentheticals" ], "lang": { "en-us": { "role": { "label": "Convertible Preferred Stock [Member]", "documentation": "Preferred stock that may be exchanged into common shares or other types of securities at the owner's option." } } }, "auth_ref": [ "r361", "r362", "r365", "r858", "r859", "r860", "r861" ] }, "us-gaap_CostOfRevenue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CostOfRevenue", "crdr": "debit", "calculation": { "http://wrap.com/20231231/role/statement-consolidated-statements-of-operations-and-comprehensive-loss": { "parentTag": "us-gaap_GrossProfit", "weight": -1.0, "order": 0.0 } }, "presentation": [ "http://wrap.com/20231231/role/statement-consolidated-statements-of-operations-and-comprehensive-loss", "http://wrap.com/20231231/role/statement-note-1-organization-and-summary-of-significant-accounting-policies-details-textual" ], "lang": { "en-us": { "role": { "label": "Total cost of revenues", "terseLabel": "Cost of Revenue", "documentation": "The aggregate cost of goods produced and sold and services rendered during the reporting period." } } }, "auth_ref": [ "r87", "r197", "r269", "r339", "r340", "r341", "r342", "r343", "r344", "r345", "r346", "r347", "r532", "r804", "r951" ] }, "dei_CurrentFiscalYearEndDate": { "xbrltype": "gMonthDayItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CurrentFiscalYearEndDate", "presentation": [ "http://wrap.com/20231231/role/statement-document-and-entity-information" ], "lang": { "en-us": { "role": { "label": "Current Fiscal Year End Date", "documentation": "End date of current fiscal year in the format --MM-DD." } } }, "auth_ref": [] }, "wrap_CurrentLiabilitiesCustomerDeposits": { "xbrltype": "monetaryItemType", "nsuri": "http://wrap.com/20231231", "localname": "CurrentLiabilitiesCustomerDeposits", "crdr": "credit", "calculation": { "http://wrap.com/20231231/role/statement-consolidated-balance-sheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 4.0 } }, "presentation": [ "http://wrap.com/20231231/role/statement-consolidated-balance-sheets" ], "lang": { "en-us": { "role": { "label": "Customer deposits", "documentation": "Represents the amount of customer deposits included in current liabilities as of the specified date." } } }, "auth_ref": [] }, "us-gaap_CustomerConcentrationRiskMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CustomerConcentrationRiskMember", "presentation": [ "http://wrap.com/20231231/role/statement-note-18-major-customers-and-related-information", "http://wrap.com/20231231/role/statement-note-18-major-customers-and-related-information-details-textual" ], "lang": { "en-us": { "role": { "label": "Customer Concentration Risk [Member]", "documentation": "Reflects the percentage that revenues in the period from one or more significant customers is to net revenues, as defined by the entity, such as total net revenues, product line revenues, segment revenues. The risk is the materially adverse effects of loss of a significant customer." } } }, "auth_ref": [ "r102", "r265" ] }, "wrap_CustomerDepositsMember": { "xbrltype": "domainItemType", "nsuri": "http://wrap.com/20231231", "localname": "CustomerDepositsMember", "presentation": [ "http://wrap.com/20231231/role/statement-note-2-revenue-and-product-costs-contract-liabilities-details", "http://wrap.com/20231231/role/statement-note-2-revenues-and-product-costs" ], "lang": { "en-us": { "role": { "label": "Customer Deposits [Member]", "documentation": "Represents customer deposits." } } }, "auth_ref": [] }, "us-gaap_CustomerRelationshipsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CustomerRelationshipsMember", "presentation": [ "http://wrap.com/20231231/role/statement-note-1-organization-and-summary-of-significant-accounting-policies", "http://wrap.com/20231231/role/statement-note-1-organization-and-summary-of-significant-accounting-policies-details-textual", "http://wrap.com/20231231/role/statement-note-19-business-combination", "http://wrap.com/20231231/role/statement-note-19-business-combination-schedule-of-business-acquisitions-details", "http://wrap.com/20231231/role/statement-note-7-intangible-assets-net-and-goodwill", "http://wrap.com/20231231/role/statement-note-7-intangible-assets-net-and-goodwill-details-textual", "http://wrap.com/20231231/role/statement-note-7-intangible-assets-net-and-goodwill-summary-of-intangible-assets-details" ], "lang": { "en-us": { "role": { "label": "Customer Relationships [Member]", "documentation": "Customer relationship that exists between an entity and its customer, for example, but not limited to, tenant relationships." } } }, "auth_ref": [ "r58", "r931", "r932", "r933", "r934", "r936", "r938", "r941", "r942" ] }, "us-gaap_DebtDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtDisclosureTextBlock", "presentation": [ "http://wrap.com/20231231/role/statement-note-11-debt" ], "lang": { "en-us": { "role": { "label": "Debt Disclosure [Text Block]", "documentation": "The 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." } } }, "auth_ref": [ "r108", "r195", "r316", "r317", "r318", "r319", "r320", "r337", "r338", "r348", "r349", "r350", "r351", "r352", "r353", "r354", "r356", "r357", "r358", "r359", "r540" ] }, "us-gaap_DeferredBonusAndProfitSharingArrangementIndividualContractTypeOfDeferredCompensationDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DeferredBonusAndProfitSharingArrangementIndividualContractTypeOfDeferredCompensationDomain", "presentation": [ "http://wrap.com/20231231/role/statement-note-8-accounts-payable-and-accrued-liabilities", "http://wrap.com/20231231/role/statement-note-8-accounts-payable-and-accrued-liabilities-details-textual" ], "lang": { "en-us": { "role": { "label": "Deferred Bonus and Profit Sharing Arrangement, Individual Contract, Type of Deferred Compensation [Domain]", "documentation": "Deferred compensation that is not equivalent to a defined benefit pension plan or a defined benefit other postretirement benefit plan. Includes, but is not limited to, employment contracts with one or more selected officers or key employees. Excludes equity-based compensation plans, defined benefit pension plans and defined benefit other postretirement benefit plans." } } }, "auth_ref": [ "r43", "r111" ] }, "us-gaap_DeferredCompensationArrangementWithIndividualExcludingShareBasedPaymentsAndPostretirementBenefitsByTypeOfDeferredCompensationAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DeferredCompensationArrangementWithIndividualExcludingShareBasedPaymentsAndPostretirementBenefitsByTypeOfDeferredCompensationAxis", "presentation": [ "http://wrap.com/20231231/role/statement-note-8-accounts-payable-and-accrued-liabilities", "http://wrap.com/20231231/role/statement-note-8-accounts-payable-and-accrued-liabilities-details-textual" ], "lang": { "en-us": { "role": { "label": "Deferred Bonus and Profit Sharing Arrangements, Individual Contracts, Type of Deferred Compensation [Axis]", "documentation": "Information by type of deferred compensation that is not equivalent to a defined benefit pension plan or a defined benefit other postretirement benefit plan. 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deferred-tax-assets-and-liabilities-details"], "lang": { "en-us": { "role": { "label": "us-gaap_DeferredTaxAssetsValuationAllowance", "negatedLabel": "Less valuation allowance", "documentation": "Amount of deferred tax assets for which it is more likely than not that a tax benefit will not be realized." } } }, "auth_ref": { "r479" } }, "wrap_DeferredTaxLiabilitiesDepreciationAndOther": { "xbrltype": "monetaryItemType", "nsuri": "http://wrap.com/20231231", "localname": "DeferredTaxLiabilitiesDepreciationAndOther", "crdr": "credit", "presentation": ["http://wrap.com/20231231/role/statement-note-17-income-taxes-deferred-tax-assets-and-liabilities-details"], "lang": { "en-us": { "role": { "label": "wrap_DeferredTaxLiabilitiesDepreciationAndOther", "negatedLabel": "Depreciation and other", "documentation": "Amount of deferred tax liability attributable to depreciation and taxable temporary differences classified as other." } } }, "auth_ref": [] }, "us-gaap_DefinedBenefitPlanContributionsByEmployer": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedBenefitPlanContributionsByEmployer", "crdr": "debit", "presentation": ["http://wrap.com/20231231/role/statement-note-14-defined-contribution-plan-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_DefinedBenefitPlanContributionsByEmployer", "terseLabel": "Defined Benefit Plan, Plan Assets, Contributions by Employer", "documentation": "Amount of contribution received by defined benefit plan from employer which increases plan assets." } } }, "auth_ref": ["r401", "r403", "r410", "r816", "r817", "r818", "r819"] }, "us-gaap_DefinedContributionPlanTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DefinedContributionPlanTextBlock", "presentation": ["http://wrap.com/20231231/role/statement-note-14-defined-contribution-plan"], "lang": { "en-us": { "role": { "label": "Defined Contribution Plan [Text Block]", "documentation": "The entire disclosure for defined contribution plan." } } }, "auth_ref": ["r411", "r412"] }, "wrap_DemonstrationAndTrainingCostsPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://wrap.com/20231231", "localname": "DemonstrationAndTrainingCostsPolicyTextBlock", "presentation": ["http://wrap.com/20231231/role/statement-significant-accounting-policies-policies"], "lang": { "en-us": { "role": { "label": "Demonstration and Training Costs [Policy Text Block]", "documentation": "Disclosure of accounting policy for demonstration and training costs." } } }, "auth_ref": [] }, "us-gaap_Depreciation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Depreciation", "crdr": "debit", "presentation": ["http://wrap.com/20231231/role/statement-note-6-property-and-equipment-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_Depreciation", "terseLabel": "Depreciation", "documentation": "The amount of expense recognized in the current period that reflects the allocation of the cost of tangible assets over the assets' useful lives. 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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." } } }, "auth_ref": [] }, "dei_DocumentInformationLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentInformationLineItems", "presentation": ["http://wrap.com/20231231/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Document Information [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Addresses all significant policy factors, including any antidilutive items that have been excluded from the computation and takes into account stock dividends, splits and reverse splits that occur after the balance sheet date of the latest reporting period but before the issuance of the financial statements." } } }, "auth_ref": ["r33", "r34", "r224"] }, "us-gaap_EmployeeRelatedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeRelatedLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://wrap.com/20231231/role/statement-note-8-accounts-payable-and-accrued-liabilities-summary-of-accrued-liabilities-details": { "parentTag": "us-gaap_AccruedLiabilitiesCurrent", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://wrap.com/20231231/role/statement-note-8-accounts-payable-and-accrued-liabilities-summary-of-accrued-liabilities-details"], "lang": { "en-us": { "role": { "label": "Accrued compensation", "documentation": "Total of the carrying values as of the balance sheet date of obligations incurred through that date and payable for obligations related to services received from employees, such as accrued salaries and bonuses, payroll taxes and fringe benefits. 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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": [] }, "dei_EntityCurrentReportingStatus": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": ["http://wrap.com/20231231/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "dei_EntityCurrentReportingStatus", "terseLabel": "Entity Current Reporting Status", "documentation": "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": "EntityDomain", "presentation": ["http://wrap.com/20231231/role/statement-consolidated-balance-sheets", "http://wrap.com/20231231/role/statement-consolidated-balance-sheets-parentheticals", "http://wrap.com/20231231/role/statement-consolidated-statements-of-cash-flows", "http://wrap.com/20231231/role/statement-consolidated-statements-of-operations-and-comprehensive-loss", "http://wrap.com/20231231/role/statement-document-and-entity-information", "http://wrap.com/20231231/role/statement-note-1-organization-and-summary-of-significant-accounting-policies", "http://wrap.com/20231231/role/statement-note-1-organization-and-summary-of-significant-accounting-policies-details-textual", "http://wrap.com/20231231/role/statement-note-10-warrants", 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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", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityEmergingGrowthCompany", "presentation": ["http://wrap.com/20231231/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": ["r867"] }, "dei_EntityFileNumber": { "xbrltype": "fileNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFileNumber", "presentation": ["http://wrap.com/20231231/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "dei_EntityFileNumber", "terseLabel": "Entity File Number", "documentation": "Commission 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." } } }, "auth_ref": [] }, "dei_EntityFilerCategory": { "xbrltype": "filerCategoryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFilerCategory", "presentation": ["http://wrap.com/20231231/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Entity Filer Category", "documentation": "Indicate 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." } } }, "auth_ref": ["r867"] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": ["http://wrap.com/20231231/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Entity Incorporation, State or Country Code", "documentation": "Two-character EDGAR code representing the state or country of incorporation." } } }, "auth_ref": [] }, "dei_EntityInteractiveDataCurrent": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityInteractiveDataCurrent", "presentation": ["http://wrap.com/20231231/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "dei_EntityInteractiveDataCurrent", "terseLabel": "Entity Interactive Data Current", 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405 of the Securities Act. Is used on Form Type: 10-K, 10-Q, 8-K, 20-F, 6-K, 10-K/A, 10-Q/A, 20-F/A, 6-K/A, N-CSR, N-Q, N-1A." } } }, "auth_ref": ["r877"] }, "us-gaap_EquityComponentDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquityComponentDomain", "presentation": ["http://wrap.com/20231231/role/statement-consolidated-statements-of-stockholders-equity"], "lang": { "en-us": { "role": { "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": ["r16", "r156", "r185", "r186", "r187", "r199", "r200", "r201", "r203", "r208", "r210", "r212", "r227", "r270", "r271", "r313", "r376", "r485", "r486", "r492", "r493", "r494", "r496", "r501", "r502", "r507", "r508", "r509", "r510", "r511", "r512", "r514", "r533", "r534", "r535", "r536", "r537", "r538", "r541", "r543", "r555", "r627", "r655", "r656", 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Includes, but is not limited to, instrument classified in shareholders' equity." } } }, "auth_ref": ["r827", "r995", "r996", "r1001"] }, "us-gaap_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisValuationTechniquesTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisValuationTechniquesTableTextBlock", "presentation": ["http://wrap.com/20231231/role/statement-note-4-financial-instruments-tables"], "lang": { "en-us": { "role": { "label": "Fair Value Measurement Inputs and Valuation Techniques [Table Text Block]", "documentation": "Tabular disclosure of input and valuation technique used to measure fair value and change in valuation approach and technique for each separate class of asset and liability measured on recurring and nonrecurring basis." } } }, "auth_ref": ["r519", "r520", "r831"] }, "us-gaap_FairValueAssetsMeasuredOnRecurringBasisUnobservableInputReconciliationByAssetClassDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueAssetsMeasuredOnRecurringBasisUnobservableInputReconciliationByAssetClassDomain", "presentation": ["http://wrap.com/20231231/role/statement-note-4-financial-instruments", "http://wrap.com/20231231/role/statement-note-4-financial-instruments-instruments-by-

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The disclosures contemplated herein include the fair value measurements at the reporting date by the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3). Where the quoted price in an active market for the identical liability is not available, the Level 1 input is the quoted price of an identical liability when traded as an asset." } } }, "auth_ref": ["r995", "r996"] }, "us-gaap_FairValueMeasurementsFairValueHierarchyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueMeasurementsFairValueHierarchyDomain", "presentation": ["http://wrap.com/20231231/role/statement-note-4-financial-instruments", "http://wrap.com/20231231/role/statement-note-4-financial-instruments-instruments-by-significant-investment-category-details", "http://wrap.com/20231231/role/statement-note-4-financial-instruments-level-3-reconciliation-details"], "lang": { "en-us": { "role": { "label": "Fair Value Hierarchy and NAV [Domain]", "documentation": "Categories used to prioritize the inputs to valuation techniques to measure fair value." } } }, "auth_ref": ["r355", "r403", "r404", "r405", "r406", "r407", "r408", "r517", "r518", "r519", "r520", "r521", "r528", "r529", "r531", "r565", "r566", "r567", "r810", "r811", "r816", "r817", "r818", "r827", "r831"] }, "us-gaap_FinancialInstrumentsDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FinancialInstrumentsDisclosureTextBlock", "presentation": ["http://wrap.com/20231231/role/statement-note-4-financial-instruments"], "lang": { "en-us": { "role": { "label": "Financial Instruments Disclosure [Text Block]", "documentation": "The entire disclosure for financial instruments. This disclosure includes, but is not limited to, fair value measurements of short and long term marketable securities, international currencies forward contracts, and auction rate securities. Financial instruments may include hedging and non-hedging currency exchange instruments, derivatives, securitizations and securities available for sale at fair value. Also included are investment results, realized and unrealized gains and losses as well as impairments and risk management disclosures." } } }, "auth_ref": [] }, "us-gaap_FinancialInstrumentsOwnedAdjustedCost": { "xbrltype": "monetaryItemType", "nsuri": "http://www.xbrl.org/20231231", "localname": "FinancialInstrumentsOwnedAdjustedCost", "crdr": "debit", "presentation": ["http://wrap.com/20231231/role/statement-note-4-financial-instruments-instruments-by-significant-investment-category-details"], "lang": { "en-us": { "role": { "label": "Adjusted cost", "documentation": "Represents the adjusted cost of financial instruments owned." } } }, "auth_ref": [] }, "us-gaap_FinancialInstrumentsOwnedAtFairValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FinancialInstrumentsOwnedAtFairValue", "crdr": "debit", "presentation": ["http://wrap.com/20231231/role/statement-note-4-financial-instruments-instruments-by-significant-investment-category-details"], "lang": { "en-us": { "role": { "label": "Market value", "documentation": "The aggregate fair value as of the balance sheet date of financial instruments and other positions owned by the entity including: (1) mortgages, mortgage-backed and asset backed securities; (2) US government and agency obligations; (3) state and municipal government obligations; (4) other sovereign government debt; (5) corporate obligations; (6) corporate equities; (7) principal investments; (8) derivative contracts; and (9) physical commodities. Includes both pledged and unpledged holdings." } } }, "auth_ref": ["r1016"] }, "us-gaap_FinancialLiabilitiesFairValueDisclosure": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FinancialLiabilitiesFairValueDisclosure", "crdr": "credit", "presentation": ["http://wrap.com/20231231/role/statement-note-4-financial-instruments-level-3-reconciliation-details"], "lang": { "en-us": { "role": { "negatedPeriodStartLabel": "Fair value at inception or the beginning of the period", "negatedPeriodEndLabel": "Fair value as of December 31, 2023", "label": "us-gaap_FinancialLiabilitiesFairValueDisclosure", "documentation": "Fair value of financial obligations, including, but not limited to, debt instruments, derivative liabilities, federal funds purchased and sold under agreements to repurchase, securities loaned or sold under agreements to repurchase, financial instruments sold not yet purchased, guarantees, line of credit, loans and notes payable, servicing liability, and trading liabilities." } } }, "auth_ref": ["r995", "r996", "r1000"] }, "us-gaap_FiniteLivedIntangibleAssetUsefulLife": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetUsefulLife", "presentation": ["http://wrap.com/20231231/role/statement-note-1-organization-and-summary-of-significant-accounting-policies-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_FiniteLivedIntangibleAssetUsefulLife", "terseLabel": "Finite-Lived Intangible Asset, Useful Life", "documentation": "Useful life of finite-lived intangible assets, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days." } } }, "auth_ref": [] }, "us-gaap_FiniteLivedIntangibleAssetsAccumulatedAmortization": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAccumulatedAmortization", "crdr": "credit", "calculation": { "http://wrap.com/20231231/role/statement-note-7-intangible-assets-net-and-goodwill-summary-of-intangible-assets-details": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": -1.0, "order": 1.0 } }, "presentation": ["http://wrap.com/20231231/role/statement-note-7-intangible-assets-net-and-goodwill-summary-of-intangible-assets-details"], "lang": { "en-us": { "role": { "label": "us-gaap_FiniteLivedIntangibleAssetsAccumulatedAmortization", "negatedLabel": "Accumulated amortization", "documentation": "Accumulated amount of amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life." } } }, "auth_ref": ["r166", "r281", "r302", "r809"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseAfterYearFive": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseAfterYearFive", "crdr": "debit", "calculation": { "http://wrap.com/20231231/role/statement-note-7-intangible-assets-net-and-goodwill-future-amortization-expense-details": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://wrap.com/20231231/role/statement-note-7-intangible-assets-net-and-goodwill-future-amortization-expense-details"], "lang": { "en-us": { "role": { "label": "Thereafter", "documentation": "Amount of amortization for asset, excluding financial asset and goodwill, lacking physical substance with finite life expected to be recognized after fifth 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": ["r939", "r1057"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths", "crdr": "debit", "calculation": { "http://wrap.com/20231231/role/statement-note-7-intangible-assets-net-and-goodwill-future-amortization-expense-details": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 0.0 } }, "presentation": ["http://wrap.com/20231231/role/statement-note-7-intangible-assets-net-and-goodwill-future-amortization-expense-details"], "lang": { "en-us": { "role": { "label": "2024", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in next fiscal year following current fiscal year. 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Examples include, but are not limited to, desks, chairs, tables, and bookcases." } } }, "auth_ref": [] }, "us-gaap_Goodwill": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Goodwill", "crdr": "debit", "calculation": { "http://wrap.com/20231231/role/statement-consolidated-balance-sheets": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 0.0 }, "http://wrap.com/20231231/role/statement-note-19-business-combination-schedule-of-business-acquisitions-details": { "parentTag": "wrap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedAssetsIncludingGoodwill", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://wrap.com/20231231/role/statement-consolidated-balance-sheets", "http://wrap.com/20231231/role/statement-note-19-business-combination-schedule-of-business-acquisitions-details", "http://wrap.com/20231231/role/statement-note-7-intangible-assets-and-goodwill-schedule-of-goodwill-details" ], "lang": { "en-us": { "role": { "verboseLabel": "Goodwill", "label": "Goodwill", "periodStartLabel": "Balance at January 1, 2023", "periodEndLabel": "Balance at December 31, 2023", "documentation": "Amount, 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." } } }, "auth_ref": [ "r165", "r283", "r609", "r805", "r808", "r828", "r836", "r920", "r927" ] }, "us-gaap_GoodwillAcquiredDuringPeriod": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillAcquiredDuringPeriod", "crdr": "debit", "presentation": [ "http://wrap.com/20231231/role/statement-note-7-intangible-assets-and-goodwill-schedule-of-goodwill-details" ], "lang": { "en-us": { "role": { "label": "Acquired goodwill", "documentation": "Amount of increase in asset representing future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized resulting from a business combination." } } }, "auth_ref": [ "r286", "r808" ] }, "us-gaap_GoodwillAndIntangibleAssetsGoodwillPolicy": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillAndIntangibleAssetsGoodwillPolicy", "presentation": [ "http://wrap.com/20231231/role/statement-significant-accounting-policies-policies" ], "lang": { "en-us": { "role": { "label": "Goodwill and Intangible Assets, Goodwill, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for goodwill. 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The following also may be disclosed: (1) a description of intangible assets (2) the estimated useful lives of those assets (3) the amortization method used (4) how the entity assesses and measures impairment of such assets (5) how future cash flows are estimated (6) how the fair values of such asset are determined." } } }, "auth_ref": [ "r294", "r309", "r312" ] }, "us-gaap_GrossProfit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GrossProfit", "crdr": "credit", "calculation": { "http://wrap.com/20231231/role/statement-consolidated-statements-of-operations-and-comprehensive-loss": { "parentTag": "us-gaap_OperatingIncomeLoss", "weight": 1.0, "order": 0.0 } }, "presentation": [ "http://wrap.com/20231231/role/statement-consolidated-statements-of-operations-and-comprehensive-loss" ], "lang": { "en-us": { "role": { "label": "us-gaap_GrossProfit", "totalLabel": "Gross profit", "documentation": "Aggregate revenue less cost of goods and services sold 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This accounting policy also might address: (1) the amortization method used; (2) the useful lives of such assets; and (3) how the entity assesses and measures impairment of such assets." } } }, "auth_ref": ["r572", "r573", "r574", "r576", "r797", "r930"] }, "us-gaap_IntangibleAssetsNetExcludingGoodwill": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IntangibleAssetsNetExcludingGoodwill", "crdr": "debit", "calculation": { "http://wrap.com/20231231/role/statement-consolidated-balance-sheets": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 5.0 }, "http://wrap.com/20231231/role/statement-note-7-intangible-assets-net-and-goodwill-summary-of-intangible-assets-details": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://wrap.com/20231231/role/statement-consolidated-balance-sheets", "http://wrap.com/20231231/role/statement-note-7-intangible-assets-net-and-goodwill-summary-of-intangible-assets-details"], "lang": { "en-us": { "role": { "label": "Intangible assets, net", "totalLabel": "Total intangible assets, net", "documentation": "Sum of the carrying amounts of all intangible assets, excluding goodwill, as of the balance sheet date, net of accumulated amortization and impairment charges." } } }, "auth_ref": ["r295", "r938", "r940"] }, "wrap_IntangiblesOtherThanPatentsAndTrademarksMember": { "xbrltype": "domainItemType", "nsuri": "http://wrap.com/20231231", "localname": "IntangiblesOtherThanPatentsAndTrademarksMember", "presentation": ["http://wrap.com/20231231/role/statement-consolidated-statements-of-cash-flows"], "lang": { "en-us": { "role": { "label": "Intangibles Other than Patents and Trademarks [Member]", "documentation": "Represents information regarding intangibles other than patents and trademarks." } } }, "auth_ref": [] }, "wrap_IntrensicLLCMember": { "xbrltype": "domainItemType", "nsuri": "http://wrap.com/20231231", "localname": "IntrensicLLCMember", "presentation": ["http://wrap.com/20231231/role/statement-note-16-related-party-transactions", "http://wrap.com/20231231/role/statement-note-16-related-party-transactions-details-textual", "http://wrap.com/20231231/role/statement-note-19-business-combination", "http://wrap.com/20231231/role/statement-note-19-business-combination-details-textual", "http://wrap.com/20231231/role/statement-note-19-business-combination-schedule-of-business-acquisitions-details", "http://wrap.com/20231231/role/statement-note-3-asset-acquisition", "http://wrap.com/20231231/role/statement-note-3-asset-acquisition-details-textual", "http://wrap.com/20231231/role/statement-note-7-

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Includes, but is not limited to, the basis of stating inventory, the method of determining inventory cost, the classes of inventory, and the nature of the cost elements included in inventory." } } }, "auth_ref": ["r277"] }, "us-gaap_InventoryFinishedGoods": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InventoryFinishedGoods", "crdr": "debit", "calculation": { "http://wrap.com/20231231/role/statement-note-5-inventories-net-summary-of-inventories-details": { "parentTag": "us-gaap_InventoryNet", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://wrap.com/20231231/role/statement-note-5-inventories-net-summary-of-inventories-details"], "lang": { "en-us": { "role": { "label": "Finished goods", "documentation": "Amount before valuation and LIFO reserves of completed merchandise or goods expected to be sold within one year or operating cycle, if longer." } } }, "auth_ref": ["r887"] }, "us-gaap_InventoryNet": { "xbrltype": "monetaryItemType", 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Costs of public relations and corporate promotions are typically considered to be marketing costs." } } }, "auth_ref": [ "r90" ] }, "srt_MaximumMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "MaximumMember", "presentation": [ "http://wrap.com/20231231/role/statement-note-13-sharebased-compensation", "http://wrap.com/20231231/role/statement-note-13-sharebased-compensation-details-textual", "http://wrap.com/20231231/role/statement-note-20-subsequent-events", "http://wrap.com/20231231/role/statement-note-20-subsequent-events-details-textual" ], "lang": { "en-us": { "role": { "label": "Maximum [Member]" } } }, "auth_ref": [ "r327", "r328", "r329", "r330", "r413", "r457", "r521", "r570", "r651", "r653", "r661", "r692", "r693", "r752", "r757", "r761", "r762", "r764", "r785", "r786", "r807", "r812", "r822", "r831", "r832", "r833", "r834", "r847", "r953", "r1009", "r1010", "r1011",
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"Relating to post triggering event." } } }, "auth_ref": [] }, "us-gaap_PreferredStockConvertibleConversionPrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockConvertibleConversionPrice", "presentation": ["http://wrap.com/20231231/role/statement-note-10-warrants-details-textual", "http://wrap.com/20231231/role/statement-note-12-stockholders-equity-details-textual", "http://wrap.com/20231231/role/statement-note-20-subsequent-events-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_PreferredStockConvertibleConversionPrice", "terseLabel": "Preferred Stock, Convertible, Conversion Price (in dollars per share)", "documentation": "Per share conversion price of preferred stock." } } }, "auth_ref": ["r363"] }, "wrap_PreferredStockConvertibleSharePriceThreshold": { "xbrltype": "perShareItemType", "nsuri": "http://wrap.com/20231231", "localname": "PreferredStockConvertibleSharePriceThreshold", "presentation": 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percentage rate used to calculate dividend payments on preferred stock." } } }, "auth_ref": ["r362", "r753", "r758", "r760", "r765"] }, "us-gaap_PreferredStockDividendsIncomeStatementImpact": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockDividendsIncomeStatementImpact", "crdr": "debit", "calculation": { "http://wrap.com/20231231/role/statement-consolidated-statements-of-operations-and-comprehensive-loss": { "parentTag": "us-gaap_NetIncomeLossAvailableToCommonStockholdersBasic", "weight": -1.0, "order": 1.0 } }, "presentation": [

"http://wrap.com/20231231/role/statement-consolidated-statements-of-operations-and-comprehensive-loss"], "lang": { "en-us": { "role": { "label": "us-gaap_PreferredStockDividendsIncomeStatementImpact", "negatedLabel": "Less: convertible preferred stock dividends", "documentation": "The amount of preferred stock dividends that is an adjustment to net income apportioned to common stockholders." } } }, "auth_ref": [] }, "us-gaap_PreferredStockDividendsShares": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockDividendsShares", "presentation": ["http://wrap.com/20231231/role/statement-consolidated-statements-of-stockholders-equity"], "lang": { "en-us": { "role": { "label": "us-gaap_PreferredStockDividendsShares", "negatedLabel": "Dividends on convertible preferred stock (in shares)", "documentation": "Number of shares of preferred stock issued as dividends during the period. Excludes stock splits." } } }, "auth_ref": ["r16"] }, "us-gaap_PreferredStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockMember", "presentation": ["http://wrap.com/20231231/role/statement-consolidated-statements-of-stockholders-equity"], "lang": { "en-us": { "role": { "label": "Preferred Stock [Member]", "documentation": "Preferred shares may provide a preferential dividend to the dividend on common stock and may take precedence over common stock in the event of a liquidation. Preferred shares typically represent an ownership interest in the company." } } }, "auth_ref": ["r854", "r855", "r858", "r859", "r860", "r861", "r1049", "r1051"] }, "us-gaap_PreferredStockParOrStatedValuePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockParOrStatedValuePerShare", "presentation": ["http://wrap.com/20231231/role/statement-consolidated-balance-sheets-parentheticals", "http://wrap.com/20231231/role/statement-note-10-warrants-details-textual", "http://wrap.com/20231231/role/statement-note-12-stockholders-equity-details-textual"], "lang": { "en-us": { "role": { "label": "Preferred Stock, Par or Stated Value Per Share (in dollars per share)", "terseLabel": "Preferred Stock, Par or Stated Value Per Share (in dollars per share)", "documentation": "Face amount or stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer." } } }, "auth_ref": ["r75", "r361"] }, "us-gaap_PreferredStockSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockSharesAuthorized", "presentation": ["http://wrap.com/20231231/role/statement-consolidated-balance-sheets-parentheticals", "http://wrap.com/20231231/role/statement-note-12-stockholders-equity-details-textual"], "lang": { "en-us": { "role": { "label": "Preferred Stock, Shares Authorized (in shares)", "terseLabel": "Preferred Stock, Shares Authorized", "documentation": "The maximum number of nonredeemable preferred shares (or preferred stock redeemable solely at the option of the issuer) permitted to be issued by an entity's charter and bylaws." } } }, "auth_ref": ["r75", "r702"] }, "us-gaap_PreferredStockSharesIssued": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockSharesIssued", "presentation": ["http://wrap.com/20231231/role/statement-consolidated-balance-sheets-parentheticals"], "lang": { "en-us": { "role": { "label": "Preferred Stock, Shares Issued (in shares)", "documentation": "Number of shares issued for nonredeemable preferred shares and preferred shares redeemable solely at option of issuer. Includes, but is not limited to, preferred shares issued, repurchased, and held as treasury shares. Excludes preferred shares classified as debt." } } }, "auth_ref": ["r75", "r361"] }, "us-gaap_PreferredStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockSharesOutstanding", "presentation": ["http://wrap.com/20231231/role/statement-consolidated-balance-sheets-parentheticals"], "lang": { "en-us": { "role": { "label": "Preferred Stock, Shares Outstanding (in shares)", "documentation": "Aggregate share number for all nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer) held by stockholders. Does not include preferred shares that have been repurchased." } } }, "auth_ref": ["r75", "r702", "r720", "r1051", "r1052"] }, "wrap_PreferredStockStatedValuePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://wrap.com/20231231", "localname": "PreferredStockStatedValuePerShare", "presentation": ["http://wrap.com/20231231/role/statement-note-10-warrants-details-textual"], "lang": { "en-us": { "role": { "label": "wrap_PreferredStockStatedValuePerShare", "terseLabel": "Preferred Stock, Stated Value Per Share (in dollars per share)", "documentation": "Stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer." } } }, "auth_ref": [] }, "us-gaap_PreferredStockValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockValue", "crdr": "credit", "calculation": { "http://wrap.com/20231231/role/statement-consolidated-balance-sheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://wrap.com/20231231/role/statement-consolidated-balance-sheets"], "lang": { "en-us": { "role": { "label": "Preferred stock - 5,000,000 authorized; par value $0.0001 per share", "documentation": "Aggregate par or stated value of issued nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable preferred shares, par value and other disclosure concepts are in another section within stockholders' equity." } } }, "auth_ref": ["r75", "r617", "r836"] }, "us-gaap_PrepaidExpenseAndOtherAssetsCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PrepaidExpenseAndOtherAssetsCurrent", "crdr": "debit", "calculation": { "http://wrap.com/20231231/role/statement-consolidated-balance-sheets": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://wrap.com/20231231/role/statement-consolidated-balance-sheets"], "lang": { "en-us": { "role": { "label": "Prepaid expenses and other current assets", "documentation": "Amount 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." } } }, "auth_ref": ["r891"] }, "us-gaap_ProceedsFromIssuanceOfPreferredStockAndPreferenceStock": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromIssuanceOfPreferredStockAndPreferenceStock", "crdr": "debit", "presentation": ["http://wrap.com/20231231/role/statement-note-12-stockholders-equity-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_ProceedsFromIssuanceOfPreferredStockAndPreferenceStock", "terseLabel": "Proceeds from Issuance of Preferred Stock and Preference Stock", "documentation": "Proceeds from issuance of capital stock which provides for a specific dividend that is paid to the shareholders before any dividends to common stockholders and which takes precedence over common stockholders in the event of liquidation." } } }, "auth_ref": ["r5"] }, "us-gaap_ProceedsFromIssuanceOfWarrants": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromIssuanceOfWarrants", "crdr": "debit", "presentation": ["http://wrap.com/20231231/role/statement-note-10-warrants-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_ProceedsFromIssuanceOfWarrants", "terseLabel": "Proceeds from Issuance of Warrants", "documentation": "The cash inflow from issuance of rights to purchase common shares at predetermined price (usually issued together with corporate debt)." } } }, "auth_ref": ["r5"] }, "wrap_ProceedsFromIssuanceOfWarrantsAndConvertiblePreferredStock": { "xbrltype": "monetaryItemType", "nsuri": "http://wrap.com/20231231", "localname": "ProceedsFromIssuanceOfWarrantsAndConvertiblePreferredStock", "crdr": "debit", "calculation": { "http://wrap.com/20231231/role/statement-consolidated-statements-of-cash-flows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://wrap.com/20231231/role/statement-consolidated-statements-of-cash-flows"], "lang": { "en-us": { "role": { "label": "Proceeds from issuance of warrants and convertible preferred stock,", "documentation": "The cash inflow from issuance of rights to purchase common shares at predetermined price (usually issued together with corporate debt) and preferred stocks identified as being convertible into another form of financial instrument, typically the entity's common stock." } } }, "auth_ref": [] }, "us-gaap_ProceedsFromIssuanceOrSaleOfEquity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromIssuanceOrSaleOfEquity", "crdr": "debit", "presentation": ["http://wrap.com/20231231/role/statement-note-10-warrants-details-textual", "http://wrap.com/20231231/role/statement-note-16-related-party-transactions-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_ProceedsFromIssuanceOrSaleOfEquity", "terseLabel": "Proceeds from Issuance or Sale of Equity", "documentation": "The cash inflow from the issuance of common stock, preferred stock, treasury stock, stock options, and other types of equity." } } }, "auth_ref": ["r5", "r668"] }, "us-gaap_ProceedsFromMaturitiesPrepaymentsAndCallsOfShorttermInvestments": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromMaturitiesPrepaymentsAndCallsOfShorttermInvestments", "crdr": "debit", "calculation": { "http://wrap.com/20231231/role/statement-consolidated-statements-of-cash-flows": { "parentTag": "us-gaap_NetCashProvidedByUsedInInvestingActivities", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://wrap.com/20231231/role/statement-consolidated-statements-of-cash-flows"], "lang": { "en-us": { "role": { "label": "Proceeds from maturities of short-term investments", "documentation": "The cash inflow from maturities, prepayments, calls and collections of all investments, including securities and other assets, having ready marketability and intended by management to be liquidated, if necessary, within the current operating cycle. Includes cash flows from securities classified as trading securities that were acquired for reasons other than sale in the short-term." } } }, "auth_ref": ["r26", "r93"] }, "us-gaap_ProceedsFromStockOptionsExercised": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromStockOptionsExercised", "crdr": "debit", "calculation": { "http://wrap.com/20231231/role/statement-consolidated-statements-of-cash-flows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": 1.0, "order": 0.0 } }, "presentation": ["http://wrap.com/20231231/role/statement-consolidated-statements-of-cash-flows"], "lang": { "en-us": { "role": { "label": "Proceeds from exercise of stock options", "documentation": "Amount of cash inflow from exercise of option under share-based payment arrangement." } } }, "auth_ref": ["r5", "r19"] }, "srt_ProductOrServiceAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ProductOrServiceAxis", "presentation": ["http://wrap.com/20231231/role/statement-consolidated-balance-sheets", "http://wrap.com/20231231/role/statement-note-1-organization-and-summary-of-significant-accounting-policies", "http://wrap.com/20231231/role/statement-note-1-organization-and-summary-of-significant-accounting-policies-details-textual", "http://wrap.com/20231231/role/statement-note-2-revenue-and-product-costs-contract-liabilities-details", "http://wrap.com/20231231/role/statement-note-2-revenues-and-product-costs", "http://wrap.com/20231231/role/statement-note-2-revenues-and-product-costs-details-textual"], "lang": { "en-us": { "role": { "label": "Product and Service [Axis]" } } }, "auth_ref": ["r262", "r575", "r644", "r645", "r646", "r647", "r648", "r649", "r650", "r791", "r813", "r845", "r847", "r848", "r852", "r853", "r946", "r947", "r956", "r1019", "r1021", "r1022", "r1023", "r1024", "r1025", "r1026", "r1027", "r1028", "r1029", "r1030", "r1031", "r1032", "r1033", "r1034", "r1035", "r1036", "r1037", "r1038", "r1039", "r1040", "r1041", "r1042", "r1043", "r1044", "r1045", "r1046", "r1047", "r1048"] }, "us-gaap_ProductWarrantyAccrual": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProductWarrantyAccrual", "crdr": "credit", "presentation": ["http://wrap.com/20231231/role/statement-note-8-accounts-payable-and-accrued-liabilities-changes-in-product-warranty-costs-details"], "lang": { "en-us": { "role": { "label": "us-gaap_ProductWarrantyAccrual", "periodStartLabel": "Balance", "periodEndLabel": "Balance", "documentation": "Carrying value as of the balance sheet date of obligations incurred through that date and payable for estimated claims under standard and extended warranty protection rights granted to customers." } } }, "auth_ref": ["r128", "r331", "r333", "r336"] }, "us-gaap_ProductWarrantyAccrualClassifiedCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProductWarrantyAccrualClassifiedCurrent", "crdr": "credit", "calculation": { "http://wrap.com/20231231/role/statement-note-8-accounts-payable-and-accrued-liabilities-summary-of-accrued-liabilities-details": { "parentTag": "us-gaap_AccruedLiabilitiesCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://wrap.com/20231231/role/statement-note-8-accounts-payable-and-accrued-liabilities-summary-of-accrued-liabilities-details"], "lang": { "en-us": { "role": { "label": "Warranty costs", "documentation": "Carrying value as of the balance sheet date of obligations incurred through that date and payable for estimated claims under standard and extended warranty protection rights granted to customers. For classified balance sheets, represents the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r67", "r949", "r950"] }, "us-gaap_ProductWarrantyAccrualPayments": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProductWarrantyAccrualPayments", "crdr": "debit", "presentation": ["http://wrap.com/20231231/role/statement-note-8-accounts-payable-and-accrued-liabilities-changes-in-product-warranty-costs-details"], "lang": { "en-us": { "role": { "label": "us-gaap_ProductWarrantyAccrualPayments", "negatedLabel": "Warranty settlements", "documentation": "Amount of decrease in the standard and extended product warranty accrual from payments made in cash or in kind to satisfy claims under the terms of the standard and extended product warranty." } } }, "auth_ref": ["r334"] }, "us-gaap_ProductWarrantyAccrualWarrantiesIssued": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProductWarrantyAccrualWarrantiesIssued", "crdr": "credit", "presentation": ["http://wrap.com/20231231/role/statement-note-8-accounts-payable-and-accrued-liabilities-changes-in-product-warranty-costs-details"], "lang": { "en-us": { "role": { "label": "us-gaap_ProductWarrantyAccrualWarrantiesIssued", "terseLabel": "Warranty provision", "documentation": "Amount of increase in the standard and extended product warranty accrual from warranties issued." } } }, "auth_ref": ["r335"] }, "wrap_ProductWarrantyExpenseIncome": { "xbrltype": "monetaryItemType", "nsuri": "http://wrap.com/20231231", "localname": "ProductWarrantyExpenseIncome", "crdr": "debit", "calculation": { "http://wrap.com/20231231/role/statement-consolidated-statements-of-cash-flows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://wrap.com/20231231/role/statement-consolidated-statements-of-cash-flows"], "lang": { "en-us": { "role": { "label": "Warranty provision", "documentation": "The amount of product warranty expense (income)." } } }, "auth_ref": [] }, "wrap_ProductionAndLabEquipmentMember": { "xbrltype": "domainItemType", "nsuri": "http://wrap.com/20231231", "localname": "ProductionAndLabEquipmentMember", "presentation": ["http://wrap.com/20231231/role/statement-note-6-property-and-equipment", "http://wrap.com/20231231/role/statement-note-6-property-and-equipment-net-summary-of-property-and-equipment-details"], "lang": { "en-us": { "role": { "label": "Production and Lab Equipment [Member]", "documentation": "Represents information regarding production and lab equipment." } } }, "auth_ref": [] }, "srt_ProductsAndServicesDomain": { "xbrltype": "domainItemType", "nsuri":

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Includes, but is not limited to, work of art, historical treasure, and similar asset classified as collections." } } }, "auth_ref": [ "r105", "r147", "r150", "r151" ] }, "us-gaap_PropertyPlantAndEquipmentGross": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentGross", "crdr": "debit", "calculation": { "http://wrap.com/20231231/role/statement-note-6-property-and-equipment-net-summary-of-property-and-equipment-details": { "parentTag": "us-gaap_PropertyPlantAndEquipmentNet", "weight": 1.0, "order": 0.0 } }, "presentation": [ "http://wrap.com/20231231/role/statement-note-6-property-and-equipment-net-summary-of-property-and-equipment-details" ], "lang": { "en-us": { "role": { "label": "Property and equipment, gross", "documentation": "Amount before accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business and not intended for resale. 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Examples include land, buildings, machinery and equipment, and other types of furniture and equipment including, but not limited to, office equipment, furniture and fixtures, and computer equipment and software." } } }, "auth_ref": [ "r106", "r553" ] }, "us-gaap_PropertyPlantAndEquipmentUsefulLife": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentUsefulLife", "presentation": [ "http://wrap.com/20231231/role/statement-note-1-organization-and-summary-of-significant-accounting-policies-details-textual" ], "lang": { "en-us": { "role": { "label": "us-gaap_PropertyPlantAndEquipmentUsefulLife", "terseLabel": "Property, Plant and Equipment, Useful Life", "documentation": "Useful life of long lived, physical assets used in the normal conduct of business and not intended for resale, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. Examples include, but not limited to, land, buildings, machinery and equipment, office equipment, furniture and fixtures, and computer equipment." } } }, "auth_ref": [] }, "us-gaap_ProvisionForDoubtfulAccounts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProvisionForDoubtfulAccounts", "crdr": "debit", "calculation": { "http://wrap.com/20231231/role/statement-consolidated-statements-of-cash-flows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 9.0 } }, "presentation": [ "http://wrap.com/20231231/role/statement-consolidated-statements-of-cash-flows" ], "lang": { "en-us": { "role": { "label": "Provision for doubtful accounts", "documentation": "Amount of expense (reversal of expense) for expected credit loss on accounts receivable." } } }, "auth_ref": [ "r191", "r274" ] }, "srt_RangeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeAxis", "presentation": [ "http://wrap.com/20231231/role/statement-note-13-sharebased-compensation", "http://wrap.com/20231231/role/statement-note-13-sharebased-compensation-details-textual", "http://wrap.com/20231231/role/statement-note-20-subsequent-events", "http://wrap.com/20231231/role/statement-note-20-subsequent-events-details-textual" ], "lang": { "en-us": { "role": { "label": "Statistical Measurement [Axis]" } } }, "auth_ref": [ "r327", "r328", "r329", "r330", "r402", "r413", "r443", "r444", "r445", "r457", "r521", "r568", "r569", "r570", "r651", "r653", "r661", "r692", "r693", "r752", "r757", "r761", "r762", "r764", "r785", "r786", "r807", "r812", "r822", "r831", "r832", "r833", "r834", "r847", "r856", "r944", "r953", "r998", "r1010", "r1011", "r1012", "r1013", "r1014" ] }, "srt_RangeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeMember", "presentation": [ "http://wrap.com/20231231/role/statement-note-13-sharebased-compensation", "http://wrap.com/20231231/role/statement-note-13-sharebased-compensation-details-textual", "http://wrap.com/20231231/role/statement-note-20-subsequent-events", "http://wrap.com/20231231/role/statement-note-20-subsequent-events-details-textual" ], "lang": { "en-us": { "role": { "label": "Statistical Measurement [Domain]" } } }, "auth_ref": [ "r327", "r328", "r329", "r330", "r402", "r413", "r443", "r444", "r445", "r457", "r521", "r568", "r569", "r570", "r651", "r653", "r661", "r692", "r693", "r752", "r757", "r761", "r762", "r764", "r785", "r786", "r807", "r812", "r822", "r831", "r832", "r833", "r834", "r847", "r856", "r944", "r953", "r998", "r1010", "r1011", "r1012", "r1013", "r1014" ] }, "wrap_RegisteredDirectOfferingMember": { "xbrltype": "domainItemType", "nsuri": "http://wrap.com/20231231", "localname": "RegisteredDirectOfferingMember", "presentation": [ "http://wrap.com/20231231/role/statement-note-10-warrants", "http://wrap.com/20231231/role/statement-note-10-warrants-details-textual", "http://wrap.com/20231231/role/statement-note-12-stockholders-equity", "http://wrap.com/20231231/role/statement-note-12-stockholders-equity-details-textual" ], "lang": { "en-us": { "role": { "label": "Registered Direct Offering [Member]", "documentation": "Represents the registered direct offering." } } }, "auth_ref": [] }, "wrap_ReimbursementOfExpensesToRelatedPartyMonthlyAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://wrap.com/20231231", "localname": "ReimbursementOfExpensesToRelatedPartyMonthlyAmount", "crdr": "credit", "presentation": [ "http://wrap.com/20231231/role/statement-note-16-related-party-transactions-details-textual" ], "lang": { "en-us": { "role": { "label": "wrap_ReimbursementOfExpensesToRelatedPartyMonthlyAmount", "terseLabel": "Reimbursement of Expenses to Related Party, Monthly Amount", "documentation": "Represents the amount paid per month to reimburse a related party for expenses." } } }, "auth_ref": [] }, "us-gaap_RelatedPartyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyDomain", "presentation": [ "http://wrap.com/20231231/role/statement-note-15-commitments-and-contingencies", "http://wrap.com/20231231/role/statement-note-15-commitments-and-contingencies-details-textual", "http://wrap.com/20231231/role/statement-note-16-related-party-transactions", "http://wrap.com/20231231/role/statement-note-16-related-party-transactions-details-textual", "http://wrap.com/20231231/role/statement-note-8-accounts-payable-and-accrued-liabilities", "http://wrap.com/20231231/role/statement-note-8-accounts-payable-and-accrued-liabilities-details-textual" ], "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": [ "r266", "r409", "r559", "r560", "r615", "r622", "r695", "r696", "r697", "r698", "r699", "r719", "r721", "r751" ] }, "wrap_RelatedPartyTechnologyLicenseAgreementMember": { "xbrltype": "domainItemType", "nsuri": "http://wrap.com/20231231", "localname": "RelatedPartyTechnologyLicenseAgreementMember", "presentation": [ "http://wrap.com/20231231/role/statement-note-15-commitments-and-contingencies", "http://wrap.com/20231231/role/statement-note-15-commitments-and-contingencies-details-textual", "http://wrap.com/20231231/role/statement-note-16-related-party-transactions", "http://wrap.com/20231231/role/statement-note-16-related-party-transactions-details-textual" ], "lang": { "en-us": { "role": { "label": "Related Party Technology License Agreement [Member]", "documentation": "Represents information regarding a related party technology license agreement." } } }, "auth_ref": [] }, "us-gaap_RelatedPartyTransactionAmountsOfTransaction": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionAmountsOfTransaction", "crdr": "debit", "presentation": [ "http://wrap.com/20231231/role/statement-note-16-related-party-transactions-details-textual" ], "lang": { "en-us": { "role": { "label": "us-gaap_RelatedPartyTransactionAmountsOfTransaction", "terseLabel": "Related Party Transaction, Amounts of Transaction", "documentation": "Amount of transactions with related party during the financial reporting period." } } }, "auth_ref": [ "r63", "r559" ] }, "us-gaap_RelatedPartyTransactionAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionAxis", "presentation": [ "http://wrap.com/20231231/role/statement-note-15-commitments-and-contingencies", "http://wrap.com/20231231/role/statement-note-15-commitments-and-contingencies-details-textual", "http://wrap.com/20231231/role/statement-note-16-related-party-transactions", "http://wrap.com/20231231/role/statement-note-16-related-party-transactions-details-textual" ], "lang": { "en-us": { "role": { "label": "Related Party Transaction [Axis]", "documentation": "Information by type of related party transaction." } } }, "auth_ref": [ "r559", "r560", "r1006" ] }, "us-gaap_RelatedPartyTransactionDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionDomain", "presentation": [ "http://wrap.com/20231231/role/statement-note-15-commitments-and-contingencies", "http://wrap.com/20231231/role/statement-note-15-commitments-and-contingencies-details-textual", "http://wrap.com/20231231/role/statement-note-16-related-party-transactions", "http://wrap.com/20231231/role/statement-note-16-related-party-transactions-details-textual" ], "lang": { "en-us": { "role": { "label": "Related Party Transaction [Domain]", "documentation": "Transaction between related party." } } }, "auth_ref": [] }, "us-gaap_RelatedPartyTransactionsByRelatedPartyAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionsByRelatedPartyAxis", "presentation": [ "http://wrap.com/20231231/role/statement-note-15-commitments-and-contingencies", "http://wrap.com/20231231/role/statement-note-15-commitments-and-contingencies-details-textual", "http://wrap.com/20231231/role/statement-note-16-related-party-transactions", "http://wrap.com/20231231/role/statement-note-16-related-party-transactions-details-textual", "http://wrap.com/20231231/role/statement-note-8-accounts-payable-and-accrued-liabilities", "http://wrap.com/20231231/role/statement-note-8-accounts-payable-and-accrued-liabilities-details-textual" ], "lang": { "en-us": { "role": { "label": "Related and Nonrelated Parties [Axis]", "documentation": "Information by related and nonrelated parties. Related party includes, but is not
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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": ["r266", "r409", "r559", "r560", "r615", "r622", "r695", "r696", "r697", "r698", "r699", "r719", "r721", "r751", "r1006"] }, "us-gaap_RelatedPartyTransactionsDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionsDisclosureTextBlock", "presentation": ["http://wrap.com/20231231/role/statement-note-16-related-party-transactions"], "lang": { "en-us": { "role": { "label": "Related Party Transactions Disclosure [Text Block]", "documentation": "The entire disclosure for related party transactions. Examples of related party transactions include transactions between (a) a parent company and its subsidiary; (b) subsidiaries of a common parent; (c) and entity and its principal owners; and (d) affiliates." } } }, "auth_ref": ["r556", "r557", "r558", "r560", "r561", "r674", "r675", "r676", "r726", "r727", "r728", "r748", "r750"] }, "us-gaap_ResearchAndDevelopmentExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpense", "crdr": "debit", "calculation": { "http://wrap.com/20231231/role/statement-consolidated-statements-of-operations-and-comprehensive-loss": { "parentTag": "us-gaap_OperatingExpenses", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://wrap.com/20231231/role/statement-consolidated-statements-of-operations-and-comprehensive-loss"], "lang": { "en-us": { "role": { "label": "Research and development", "documentation": "Amount of expense for research and development. Includes, but is not limited to, cost for computer software product to be sold, leased, or otherwise marketed and writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both. Excludes write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity." } } }, "auth_ref": ["r460", "r788", "r804", "r1015"] }, "us-gaap_ResearchAndDevelopmentExpenseMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpenseMember", "presentation": ["http://wrap.com/20231231/role/statement-note-12-sharebased-compensation-allocation-of-sharebased-compensation-expense-details", "http://wrap.com/20231231/role/statement-note-13-sharebased-compensation"], "lang": { "en-us": { "role": { "label": "Research and Development Expense [Member]", "documentation": "Primary financial statement caption in which the reported facts about research and development expense have been included." } } }, "auth_ref": [] }, "us-gaap_ResearchAndDevelopmentExpensePolicy": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpensePolicy", "presentation": ["http://wrap.com/20231231/role/statement-significant-accounting-policies-policies"], "lang": { "en-us": { "role": { "label": "Research and Development Expense, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for costs it has incurred (1) in a planned search or critical investigation aimed at discovery of new knowledge with the hope that such knowledge will be useful in developing a new product or service, a new process or technique, or in bringing about a significant improvement to an existing product or process; or (2) to translate research findings or other knowledge into a plan or design for a new product or process or for a significant improvement to an existing product or process." } } }, "auth_ref": ["r459"] }, "us-gaap_RestrictedStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedStockMember", "presentation": ["http://wrap.com/20231231/role/statement-note-20-subsequent-events", "http://wrap.com/20231231/role/statement-note-20-subsequent-events-details-textual"], "lang": { "en-us": { "role": { "label": "Restricted Stock [Member]", "documentation": "Stock including a provision that prohibits sale or substantive sale of an equity instrument for a specified period of time or until specified performance conditions are met." } } }, "auth_ref": ["r33"] }, "us-gaap_RestrictedStockUnitsRSUMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedStockUnitsRSUMember", "presentation": ["http://wrap.com/20231231/role/statement-note-12-sharebased-compensation-summary-of-rsu-activity-details", "http://wrap.com/20231231/role/statement-note-13-sharebased-compensation", "http://wrap.com/20231231/role/statement-note-13-sharebased-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "Restricted Stock Units (RSUs) [Member]", "documentation": "Share instrument which is convertible to stock or an equivalent amount of cash, after a specified period of time or when specified performance conditions are met." } } }, "auth_ref": [] }, "us-gaap_RetainedEarningsAccumulatedDeficit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsAccumulatedDeficit", "crdr": "credit", "calculation": { "http://wrap.com/20231231/role/statement-consolidated-balance-sheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://wrap.com/20231231/role/statement-consolidated-balance-sheets"], "lang": { "en-us": { "role": { "label": "Accumulated deficit", "documentation": "Amount of accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r70", "r110", "r620", "r658", "r660", "r672", "r703", "r836"] }, "us-gaap_RetainedEarningsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsMember", "presentation": ["http://wrap.com/20231231/role/statement-consolidated-statements-of-stockholders-equity"], "lang": { "en-us": { "role": { "label": "Retained Earnings [Member]", "documentation": "Accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r156", "r199", "r200", "r201", "r203", "r208", "r210", "r212", "r270", "r271", "r313", "r485", "r486", "r492", "r493", "r494", "r496", "r501", "r502", "r507", "r509", "r510", "r512", "r514", "r541", "r543", "r655", "r657", "r677", "r1051"] }, "us-gaap_RevenueFromContractWithCustomerIncludingAssessedTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerIncludingAssessedTax", "crdr": "credit", "calculation": { "http://wrap.com/20231231/role/statement-consolidated-statements-of-operations-and-comprehensive-loss": { "parentTag": "us-gaap_Revenues", "weight": 1.0, "order": 0.0 } }, "presentation": ["http://wrap.com/20231231/role/statement-consolidated-statements-of-operations-and-comprehensive-loss", "http://wrap.com/20231231/role/statement-note-1-organization-and-summary-of-significant-accounting-policies-details-textual"], "lang": { "en-us": { "role": { "label": "Product sales", "terseLabel": "Revenue from Contract with Customer, Including Assessed Tax", "documentation": "Amount, including 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": ["r134", "r135", "r226", "r232", "r233", "r253", "r258", "r262", "r263", "r265", "r396", "r397", "r575"] }, "us-gaap_RevenueFromContractWithCustomerPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerPolicyTextBlock", "presentation": ["http://wrap.com/20231231/role/statement-significant-accounting-policies-policies"], "lang": { "en-us": { "role": { "label": "Revenue from Contract with Customer [Policy Text Block]", "documentation": "Disclosure of accounting policy for revenue from contract with customer." } } }, "auth_ref": ["r154", "r388", "r389", "r390", "r391", "r392", "r393", "r394", "r395", "r790"] }, "us-gaap_RevenueFromContractWithCustomerTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerTextBlock", "presentation": ["http://wrap.com/20231231/role/statement-note-2-revenues-and-product-costs"], "lang": { "en-us": { "role": { "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": ["r154", "r380", "r381", "r382", "r383", "r384", "r385", "r386", "r387", "r400"] }, "us-gaap_Revenues": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Revenues", "crdr": "credit", "calculation": { "http://wrap.com/20231231/role/statement-consolidated-statements-of-operations-and-comprehensive-loss": { "parentTag": "us-gaap_GrossProfit", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://wrap.com/20231231/role/statement-consolidated-statements-of-operations-and-comprehensive-loss", "http://wrap.com/20231231/role/statement-note-17-major-customers-and-related-information-disaggregation-of-revenue-by-geographic-region-details"], "lang": { "en-us": { "role": { "verboseLabel": "Revenues", "label": "us-gaap_Revenues", "totalLabel": "Total revenues", "documentation": "Amount of revenue recognized from goods sold, services rendered, insurance premiums, or other activities that constitute an earning process. Includes, but is not limited to, investment and interest income before deduction of interest expense when recognized as a component of revenue, and sales and trading gain (loss)." } } }, "auth_ref": ["r134", "r135", "r188", "r197", "r226", "r232", "r233", "r253", "r258", "r262", "r263", "r265", "r269", "r339", "r340", "r341", "r342", "r343", "r344", "r345", "r346", "r347", "r532", "r612", "r804", "r951"] }, "us-gaap_RevenuesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenuesAbstract", "presentation": ["http://wrap.com/20231231/role/statement-consolidated-statements-of-operations-and-comprehensive-loss"], "lang": { "en-us": { "role": { "label": "Revenues:" } } }, "auth_ref": [] }, "wrap_RightofuseAssetAndLiabilityRecorded": { "xbrltype": "monetaryItemType", "nsuri": "http://wrap.com/20231231", "localname": "RightofuseAssetAndLiabilityRecorded", "crdr": "credit", "presentation": 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"http://wrap.com/20231231/role/statement-note-18-major-customers-and-related-information-details-textual"], "lang": { "en-us": { "role": { "label": "Revenue Benchmark [Member]", "documentation": "Revenue from sale of product and rendering of service and other sources of income, when it serves as benchmark in concentration of risk calculation." } } }, "auth_ref": ["r265", "r881"] }, "srt_ScenarioForecastMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ScenarioForecastMember", "presentation": ["http://wrap.com/20231231/role/statement-note-12-stockholders-equity", "http://wrap.com/20231231/role/statement-note-12-stockholders-equity-details-textual", "http://wrap.com/20231231/role/statement-note-20-subsequent-events", "http://wrap.com/20231231/role/statement-note-20-subsequent-events-details-textual"], "lang": { "en-us": { "role": { "label": "Forecast [Member]" } } }, "auth_ref": ["r414", "r905"] }, "srt_ScenarioUnspecifiedDomain": { "xbrltype": 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This table does not include leveraged buyouts." } } }, "auth_ref": ["r52", "r54"] }, "us-gaap_ScheduleOfComponentsOfIncomeTaxExpenseBenefitTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfComponentsOfIncomeTaxExpenseBenefitTableTextBlock", "presentation": ["http://wrap.com/20231231/role/statement-note-17-income-taxes-tables"], "lang": { "en-us": { "role": { "label": "Schedule of Components of Income Tax Expense (Benefit) [Table Text Block]", "documentation": "Tabular disclosure of the components of income tax expense attributable to continuing operations for each year presented including, but not limited to: current tax expense (benefit), deferred tax expense (benefit), investment tax credits, government grants, the benefits of operating loss carryforwards, tax expense that results from allocating certain tax benefits either directly to contributed capital or to reduce goodwill or other noncurrent intangible assets of an acquired entity, adjustments of a deferred tax liability or asset for enacted changes in tax laws or rates or a change in the tax status of the entity, and adjustments of the beginning-of-the-year balances of a valuation allowance because of a change in circumstances that causes a change in judgment about the realizability of the related deferred tax asset in future years." } } }, "auth_ref": ["r992"] }, "us-gaap_ScheduleOfDeferredTaxAssetsAndLiabilitiesTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDeferredTaxAssetsAndLiabilitiesTableTextBlock", "presentation": ["http://wrap.com/20231231/role/statement-note-17-income-taxes-tables"], "lang": { "en-us": { "role": { "label": "Schedule of Deferred Tax Assets and Liabilities [Table Text Block]", "documentation": "Tabular disclosure of the components of net deferred tax asset or liability recognized in an entity's statement of financial position, including the following: the total of all deferred tax liabilities, the total of all deferred tax assets, the total valuation allowance recognized for deferred tax assets." } } }, "auth_ref": ["r989"] }, "us-gaap_ScheduleOfEffectiveIncomeTaxRateReconciliationTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEffectiveIncomeTaxRateReconciliationTableTextBlock", "presentation": ["http://wrap.com/20231231/role/statement-note-17-income-taxes-tables"], "lang": { "en-us": { "role": { "label": "Schedule of Effective Income Tax Rate Reconciliation [Table Text Block]", "documentation": "Tabular disclosure of the reconciliation using percentage or dollar amounts of the reported amount of income tax expense attributable to continuing operations for the year to the amount of income tax expense that would result from applying domestic federal statutory tax rates to pretax income from continuing operations." } } }, "auth_ref": ["r467", "r826", "r987"] }, "us-gaap_ScheduleOfFiniteLivedIntangibleAssetsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfFiniteLivedIntangibleAssetsTableTextBlock", "presentation": ["http://wrap.com/20231231/role/statement-note-7-intangible-assets-net-and-goodwill-tables"], "lang": { "en-us": { "role": { "label": "Schedule of Finite-Lived Intangible Assets [Table Text Block]", "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": ["r809", "r937"] }, "us-gaap_ScheduleOfGoodwillTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfGoodwillTextBlock", "presentation": ["http://wrap.com/20231231/role/statement-note-7-intangible-assets-net-and-goodwill-tables"], "lang": { "en-us": { "role": { "label": "Schedule of Goodwill [Table Text Block]", "documentation": "Tabular disclosure of goodwill by reportable segment and in total which includes a rollforward schedule." } } }, "auth_ref": ["r808", "r919", "r920", "r921", "r922", "r923", "r924", "r925", "r926", "r927", "r928", "r929"] }, "us-gaap_ScheduleOfInventoryCurrentTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfInventoryCurrentTableTextBlock", "presentation": ["http://wrap.com/20231231/role/statement-note-5-inventories-tables"], "lang": { "en-us": { "role": { "label": "Schedule of Inventory, Current [Table Text Block]", "documentation": "Tabular disclosure of the carrying amount as of the balance sheet date of merchandise, goods, commodities, or supplies held for future sale or to be used in manufacturing, servicing or production process." } } }, "auth_ref": ["r22", "r82", "r83", "r84"] }, "us-gaap_ScheduleOfNonvestedRestrictedStockUnitsActivityTableTextBlock": { "xbrltype": "textBlockItemType", 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including the beginning balance of the aggregate product warranty liability, the aggregate reductions in that liability for payments made (in cash or in kind) under the warranty, the aggregate changes in the liability for accruals related to product warranties issued during the reporting period, the aggregate changes in the liability for accruals related to preexisting warranties (including adjustments related to changes in estimates), and the ending balance of the aggregate product warranty liability." } } }, "auth_ref": ["r332"] }, "us-gaap_ScheduleOfShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeTextBlock", "presentation": ["http://wrap.com/20231231/role/statement-note-13-sharebased-compensation-tables"], "lang": { "en-us": { "role": { "label": "Share-Based Payment Arrangement, Option, Exercise Price Range [Table Text Block]", "documentation": "Tabular disclosure of option exercise prices, by grouped ranges, including the upper and lower limits of the price range, the number of shares under option, weighted average exercise price and remaining contractual option terms." } } }, "auth_ref": ["r45"] }, "us-gaap_ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock", "presentation": ["http://wrap.com/20231231/role/statement-note-13-sharebased-compensation-tables"], "lang": { "en-us": { "role": { "label": "Share-Based Payment Arrangement, Option, Activity [Table Text Block]", "documentation": "Tabular disclosure for stock option plans. Includes, but is not limited to, outstanding awards at beginning and end of year, grants, exercises, forfeitures, and weighted-average grant date fair value." } } }, "auth_ref": ["r17", "r18", "r112"] }, "us-gaap_ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock", "presentation": ["http://wrap.com/20231231/role/statement-note-13-sharebased-compensation-tables"], "lang": { "en-us": { "role": { "label": "Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block]", "documentation": "Tabular disclosure of the significant assumptions used during the year to estimate the fair value of stock options, including, but not limited to: (a) expected term of share options and similar instruments, (b) expected volatility of the entity's shares, (c) expected dividends, (d) risk-free rate(s), and (e) discount for post-vesting restrictions." } } }, "auth_ref": ["r117"] }, "us-gaap_ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTableTextBlock", "presentation": ["http://wrap.com/20231231/role/statement-note-7-intangible-assets-net-and-goodwill-tables"], "lang": { "en-us": { "role": { "label": "Schedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block]", "documentation": "Tabular disclosure of the amount of amortization expense expected to be recorded in succeeding fiscal years for finite-lived intangible assets." } } }, "auth_ref": ["r809", "r939"] }, "dei_Security12bTitle": { "xbrltype": "securityTitleItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "Security12bTitle", "presentation": 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Direct selling expenses (for example, credit, warranty, and advertising) are expenses that can be directly linked to the sale of specific products. Indirect selling expenses are expenses that cannot be directly linked to the sale of specific products, for example telephone expenses, Internet, and postal charges. General and administrative expenses include salaries of non-sales personnel, rent, utilities, communication, etc." } } }, "auth_ref": ["r90"] }, "us-gaap_SellingGeneralAndAdministrativeExpensesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SellingGeneralAndAdministrativeExpensesMember", "presentation": ["http://wrap.com/20231231/role/statement-note-12-sharebased-compensation-allocation-of-sharebased-compensation-expense-details", "http://wrap.com/20231231/role/statement-note-13-sharebased-compensation"], "lang": { "en-us": { "role": { "label": "Selling, General and Administrative Expenses [Member]", "documentation": "Primary financial statement caption encompassing selling, general and administrative expense." } } }, "auth_ref": [] }, "us-gaap_SeriesAPreferredStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SeriesAPreferredStockMember", "presentation": ["http://wrap.com/20231231/role/statement-note-10-warrants", "http://wrap.com/20231231/role/statement-note-10-warrants-details-textual", "http://wrap.com/20231231/role/statement-note-12-stockholders-equity", "http://wrap.com/20231231/role/statement-note-12-stockholders-equity-details-textual", "http://wrap.com/20231231/role/statement-note-16-related-party-transactions", "http://wrap.com/20231231/role/statement-note-16-related-party-transactions-details-textual", "http://wrap.com/20231231/role/statement-note-20-subsequent-events", "http://wrap.com/20231231/role/statement-note-20-subsequent-events-details-textual"], "lang": { "en-us": { "role": { "label": "Series A Preferred Stock [Member]", "documentation": "Series A preferred stock." } } }, "auth_ref": ["r885", "r886", "r954"] }, "wrap_ServicebasedOptionsMember": { "xbrltype": "domainItemType", "nsuri": "http://wrap.com/20231231", "localname": "ServicebasedOptionsMember", "presentation": ["http://wrap.com/20231231/role/statement-note-13-sharebased-compensation", "http://wrap.com/20231231/role/statement-note-13-sharebased-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "Service-based Options [Member]", "documentation": "Represents service-

based options." } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensation", "crdr": "debit", "calculation": { "http://wrap.com/20231231/role/statement-consolidated-statements-of-cash-flows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://wrap.com/20231231/role/statement-consolidated-statements-of-cash-flows"], "lang": { "en-us": { "role": { "label": "Share-based compensation", "documentation": "Amount of noncash expense for share-based payment arrangement." } } }, "auth_ref": ["r8"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardAcceleratedCompensationCost": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardAcceleratedCompensationCost", "crdr": "debit", "presentation": ["http://wrap.com/20231231/role/statement-note-13-sharebased-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardAcceleratedCompensationCost", "terseLabel": "Share-Based Payment Arrangement, Accelerated Cost", "documentation": "Amount of additional cost recognized for award under share-based payment arrangement from occurrence of event accelerating recognition of cost." } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardRequisiteServicePeriod1": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardRequisiteServicePeriod1", "presentation": ["http://wrap.com/20231231/role/statement-note-13-sharebased-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardRequisiteServicePeriod1", "terseLabel": "Share-Based Compensation Arrangement by Share-Based Payment Award, Award Requisite Service Period", "documentation": "Estimated period over which an employee is required to provide service in exchange for the equity-based payment award, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r823"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingPeriod1": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingPeriod1", "presentation": ["http://wrap.com/20231231/role/statement-note-12-sharebased-compensation-summary-of-rsu-activity-details"], "lang": { "en-us": { "role": { "label": "Unvested, vesting period (Year)", "documentation": "Period over which grantee's right to exercise award under share-based payment arrangement is no longer contingent on satisfaction of service or performance condition, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. Includes, but is not limited to, combination of market, performance or service condition." } } }, "auth_ref": ["r823"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod", "presentation": ["http://wrap.com/20231231/role/statement-note-12-sharebased-compensation-summary-of-rsu-activity-details"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod", "negatedLabel": "Awards other than options, Forfeited and cancelled (in shares)", "documentation": "The number of equity-based payment instruments, excluding stock (or unit) options, that were forfeited during the reporting period." } } }, "auth_ref": ["r435"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue", "presentation": ["http://wrap.com/20231231/role/statement-note-12-sharebased-compensation-summary-of-rsu-activity-details"], "lang": { "en-us": { "role": { "label": "Awards other than options, forfeited and cancelled, weighted average grant date fair value (in dollars per share)", "documentation": "Weighted average fair value as of the grant date of equity-based award plans other than stock (unit) option plans that were not exercised or put into effect as a result of the occurrence of a terminating event." } } }, "auth_ref": ["r435"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod", "presentation": ["http://wrap.com/20231231/role/statement-note-12-sharebased-compensation-summary-of-rsu-activity-details", "http://wrap.com/20231231/role/statement-note-13-sharebased-compensation-details-textual", "http://wrap.com/20231231/role/statement-note-20-subsequent-events-details-textual"], "lang": { "en-us": { "role": { "label": "Awards other than options, Granted (in shares)", "terseLabel": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period", "documentation": "The number of grants made during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan)." } } }, "auth_ref": ["r433"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue", "presentation": ["http://wrap.com/20231231/role/statement-note-12-sharebased-compensation-summary-of-rsu-activity-details"], "lang": { "en-us": { "role": { "label": "Awards other than options, granted, weighted average grant date fair value (in dollars per share)", "documentation": "The weighted average fair value at grant date for nonvested equity-based awards issued during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan)." } } }, "auth_ref": ["r433"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber", "presentation": ["http://wrap.com/20231231/role/statement-note-12-sharebased-compensation-summary-of-rsu-activity-details"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber", "periodStartLabel": "Awards other than options, unvested (in shares)", "periodEndLabel": "Awards other than options, unvested (in shares)", "documentation": "The number of non-vested equity-based payment instruments, excluding stock (or unit) options, that validly exist and are outstanding as of the balance sheet date." } } }, "auth_ref": ["r430", "r431"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue", "presentation": ["http://wrap.com/20231231/role/statement-note-12-sharebased-compensation-summary-of-rsu-activity-details"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue", "periodStartLabel": "Awards other than options, unvested, weighted average grant date fair value (in dollars per share)", "periodEndLabel": "Awards other than options, unvested, weighted average grant date fair value (in dollars per share)", "documentation": "Per share or unit weighted-average fair value of nonvested award under share-based payment arrangement. Excludes share and unit options." } } }, "auth_ref": ["r430", "r431"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod", "presentation": ["http://wrap.com/20231231/role/statement-note-12-sharebased-compensation-summary-of-rsu-activity-details"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod", "negatedLabel": "Awards other than options, Vested (in shares)", "documentation": "The number of equity-based payment instruments, excluding stock (or unit) options, that vested during the reporting period." } } }, "auth_ref": ["r434"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue", "presentation": ["http://wrap.com/20231231/role/statement-note-12-sharebased-compensation-summary-of-rsu-activity-details"], "lang": { "en-us": { "role": { "label": "Awards other than options, vested, weighted average grant date fair value (in dollars per share)", "documentation": "The weighted average fair value as of grant date pertaining to an equity-based award plan other than a stock (or unit) option plan for which the grantee gained the right during the reporting period, by satisfying service and performance requirements, to receive or retain shares or units, other instruments, or cash in accordance with the terms of the arrangement." } } }, "auth_ref": ["r434"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate", "presentation": ["http://wrap.com/20231231/role/statement-note-12-sharebased-compensation-summary-of-stock-option-valuation-assumptions-details", "http://wrap.com/20231231/role/statement-note-13-sharebased-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "Expected dividend yield", "terseLabel": "Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend Rate", "documentation": "The estimated dividend rate (a percentage of the share price) to be paid (expected dividends) to holders of the underlying shares over the option's term." } } }, "auth_ref": ["r444"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRate", "presentation": ["http://wrap.com/20231231/role/statement-note-12-sharebased-compensation-summary-of-stock-option-valuation-assumptions-details", "http://wrap.com/20231231/role/statement-note-13-sharebased-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "Expected stock price volatility", "terseLabel": "Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate", "documentation": "The estimated measure of the percentage by which a share price is expected to fluctuate during a period. Volatility also may be defined as a probability-weighted measure of the dispersion of returns about the mean. The volatility of a share price is the standard deviation of the continuously compounded rates of return on the share over a specified period. That is the same as the standard deviation of the differences in the natural logarithms of the stock prices plus dividends, if any, over the period." } } }, "auth_ref": ["r443"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate", "presentation": ["http://wrap.com/20231231/role/statement-note-12-sharebased-compensation-summary-of-stock-option-valuation-assumptions-details", "http://wrap.com/20231231/role/statement-note-13-sharebased-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "Risk-free interest rate", "terseLabel": "Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate", "documentation": "The risk-free interest rate assumption that is used in valuing an option on its own shares." } } }, "auth_ref": ["r445"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfAdditionalSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfAdditionalSharesAuthorized", "presentation": ["http://wrap.com/20231231/role/statement-note-13-sharebased-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfAdditionalSharesAuthorized", "terseLabel": "Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Additional Shares Authorized", "documentation": "Number of additional shares authorized for issuance under share-based payment arrangement." } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAuthorized", "presentation": ["http://wrap.com/20231231/role/statement-note-13-sharebased-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAuthorized", "terseLabel": "Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized", "documentation": "Number of shares authorized for issuance under share-based payment arrangement." } } }, "auth_ref": ["r824"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAvailableForGrant": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAvailableForGrant", "presentation": ["http://wrap.com/20231231/role/statement-note-13-sharebased-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAvailableForGrant", "terseLabel": "Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Available for Grant", "documentation": "The difference between the maximum number of shares (or other type of equity) authorized for

issuance under the plan (including the effects of amendments and adjustments), and the sum of: 1) the number of shares (or other type of equity) already issued upon exercise of options or other equity-based awards under the plan; and 2) shares (or other type of equity) reserved for issuance on granting of outstanding awards, net of cancellations and forfeitures, if applicable." } } }, "auth_ref": ["r45"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableNumber": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableNumber", "presentation": ["http://wrap.com/20231231/role/statement-note-12-sharebased-compensation-summary-of-stock-option-activity-details"], "lang": { "en-us": { "role": { "label": "Exercisable, shares (in shares)", "documentation": "The number of shares into which fully or partially vested stock options outstanding as of the balance sheet date can be currently converted under the option plan." } } }, "auth_ref": ["r424"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice", "presentation": ["http://wrap.com/20231231/role/statement-note-12-sharebased-compensation-summary-of-stock-option-activity-details"], "lang": { "en-us": { "role": { "label": "Exercisable, weighted average exercise price (in dollars per share)", "documentation": "The weighted-average price as of the balance sheet date at which grantees can acquire the shares reserved for issuance on vested portions of options outstanding and currently exercisable under the stock option plan." } } }, "auth_ref": ["r424"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresAndExpirationsInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresAndExpirationsInPeriod", "presentation": ["http://wrap.com/20231231/role/statement-note-12-sharebased-compensation-summary-of-stock-option-activity-details"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresAndExpirationsInPeriod", "negatedLabel": "Options on Common Shares, Forfeited, cancelled, expired (in shares)", "documentation": "For presentations that combine terminations, the number of shares under options that were cancelled during the reporting period as a result of occurrence of a terminating event specified in contractual agreements pertaining to the stock option plan or that expired." } } }, "auth_ref": ["r965"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresAndExpirationsInPeriodWeightedAverageExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresAndExpirationsInPeriodWeightedAverageExercisePrice", "presentation": ["http://wrap.com/20231231/role/statement-note-12-sharebased-compensation-summary-of-stock-option-activity-details"], "lang": { "en-us": { "role": { "label": "Forfeited, cancelled, expired, weighted average exercise price (in dollars per share)", "documentation": "Weighted average price of options that were either forfeited or expired." } } }, "auth_ref": ["r965"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross", "presentation": ["http://wrap.com/20231231/role/statement-note-12-sharebased-compensation-summary-of-stock-option-activity-details", "http://wrap.com/20231231/role/statement-note-13-sharebased-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "Options on Common Shares, Granted (in shares)", "terseLabel": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross", "documentation": "Gross number of share options (or share units) granted during the period." } } }, "auth_ref": ["r426"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageGrantDateFairValue": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageGrantDateFairValue", "presentation": ["http://wrap.com/20231231/role/statement-note-12-sharebased-compensation-summary-of-stock-option-valuation-assumptions-details"], "lang": { "en-us": { "role": { "label": "Weighted-average fair value of options granted (in dollars per share)", "documentation": "The weighted average grant-date fair value of options granted during the reporting period as calculated by applying the disclosed option pricing methodology." } } }, "auth_ref": ["r436"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber", "presentation": ["http://wrap.com/20231231/role/statement-note-12-sharebased-compensation-summary-of-stock-option-activity-details", "http://wrap.com/20231231/role/statement-note-13-sharebased-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber", "terseLabel": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number", "periodStartLabel": "Options on Common Shares, Outstanding (in shares)", "periodEndLabel": "Options on Common Shares, Outstanding (in shares)", "documentation": "Number of options outstanding, including both vested and non-vested options." } } }, "auth_ref": ["r422", "r423"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice", "presentation": ["http://wrap.com/20231231/role/statement-note-12-sharebased-compensation-summary-of-stock-option-activity-details"], "lang": { "en-us": { "role": { "label": "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice", "periodStartLabel": "Outstanding, weighted average exercise price (in dollars per share)", "periodEndLabel": "Outstanding, weighted average exercise price (in dollars per share)", "documentation": "Weighted average price at which grantees can acquire the shares reserved for issuance under the stock option plan." } } }, "auth_ref": ["r422", "r423"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingAggregateIntrinsicValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingAggregateIntrinsicValue", "crdr": "debit", "presentation": ["http://wrap.com/20231231/role/statement-note-12-sharebased-compensation-summary-of-stock-option-activity-details"], "lang": { "en-us": { "role": { "label": "Outstanding, aggregate intrinsic value", "documentation": "Amount by which current fair value of underlying stock exceeds exercise price of fully vested and expected to vest options outstanding. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur." } } }, "auth_ref": ["r438"] }, "us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardAwardTypeAndPlanNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementsByShareBasedPaymentAwardAwardTypeAndPlanNameDomain", "presentation": ["http://wrap.com/20231231/role/statement-note-12-sharebased-compensation-summary-of-rsu-activity-details", "http://wrap.com/20231231/role/statement-note-12-sharebased-compensation-summary-of-stock-option-valuation-assumptions-details", "http://wrap.com/20231231/role/statement-note-13-sharebased-compensation", "http://wrap.com/20231231/role/statement-note-13-sharebased-compensation-details-textual", "http://wrap.com/20231231/role/statement-note-20-subsequent-events", "http://wrap.com/20231231/role/statement-note-20-subsequent-events-details-textual"], "lang": { "en-us": { "role": { "label": "Award Type [Domain]", "documentation": "Award under share-based payment arrangement." } } }, "auth_ref": ["r418", "r419", "r420", "r422", "r423", "r424", "r425", "r426", "r427", "r428", "r429", "r430", "r431", "r432", "r433", "r434", "r435", "r436", "r437", "r438", "r439", "r442", "r443", "r444", "r445", "r446"] }, "us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExercisesInPeriodWeightedAverageExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExercisesInPeriodWeightedAverageExercisePrice", "presentation": ["http://wrap.com/20231231/role/statement-note-12-sharebased-compensation-summary-of-stock-option-activity-details"], "lang": { "en-us": { "role": 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ZIP 107 0001437749-24-027942-xbrl.zip IDEA: XBRL DOCUMENT begin 644 0001437749-24-027942-xbrl.zip M4$L#!!0 ( +& '%G>3/N!+P0 '(. - 97A?-S$X,C,Y+FAT;=U7 M;6_;-A#^W/R*FP>D"6#Y-=TYQ[>'6M,,(NEP#,A:\.#0;,B/5C)< .YWB3EZT);.?\+"3;3=0DS8BE/-OW7/D\Q MARE>PT*F3+RV,Q:&7*S[+2Z@T>;"-E&S>Z&V[SYXU?X:B; PIY=7ONXGYBFOH=AKM07,U'#2SX<$7\!]S?P*# M>X"'8I5G]MB1GK;V?Q+HFY"?7RZ6E\[4!W_V+/CM'EPN MW08L/;>4K]U]TZH_"Q-G"Q*K"PM8#FP M4&9FM&>%R@NB %K"LAK%I>0R DU 2Z963&!NS6X2W( 3:&,QDIK,#=!.G';WB!T; M=K<+;X["XUN],"@4UR:2=T/GGUCC3K3V:?>$E G+-$MG+JI3T$0QIQ_C9C!) MUKP(8B)0YA@QKHA@IC W5*K=31(J"NH:3EJ0(2,J>250Q 7MNEFGB"$08QM0 M\BJ2*A.9F6/=&.[KUW@1'?2P6:B4W*HU@BKIF I42 TK1%$0M+]^ PS[X=P5V8XX15315N.97'+-J MD']G%D=SQ6F,933'E$I6VYB_C3P%.[\QK>3;]_0SN[0D5@(31>!GM$?(K"!*GYV>U"V? I6W/GW+/>+C5GO;GK[%GGYV-_\6 M MCBPEKQ\0!DAC<7X^0?QPAT8>YDKVF2]BT317-.J4\J{Y-U!+ P04 " "Q M@!Q9L6VV$Z ' "I)P #0 &5X7ST&:1;[<4%)(XM7BE1)RH[OU]\,)=NRX[QTN^TE M18 @LL@A9SB<9V8XXBCSN1J/,A3)^,4/(R^]PC%>__E3[ZC_NG=(0:-.U?CB M!^K_1[L-[U"C%1X3B!9PE94Z07MFMU!KP\G M0T*[/1[EZ 7$F; ._?%>Z=/VT5[=JD6.QWNIL;GP[0@]QEX:O0>QT1XU47M4 M6&1&X[$V>^,7HTXE]"@RR0*<7Z@P7/NVD__% ?2ZA1]":$A%+M5B "\_E<8/ MKV2.#M{C'"Y-+G35.(1")(G4TP%TI8;N84_J(<2E=<8.0)3>#)EGL<$HGG=K MPN%:B"!#>)T)*X7V .\WK4T./U{XME)SJ@973S ]S8:=2#YB>%!*-)]>9C*2' M5[W#WJ@3C4>=80SB%OX_;@GPXT,DVM>N&-[%XV[=[5;[DB/4+*&Q:HAI M3]$.H98#5BL_G5Q>G;\]/SVY.O_M/?S^_FQR"1\FI^'M5;?_&)3Q%S9\@\-Y M"S[$QL.IR5"W:.W JXK1>IDNP&?"#_I?2[QKOUL0FE0@T,ITQ^Y0[FGOL&(' M=SW.(1,S!(LSB7-R+3Z3#H3&)3D4BP5Y%C :WM):1I+5)<>];OL7,"G\844! M5OAGVB@SE2S7N0X/[US=(S62!C[^4SHVADVF_5J3G_O_9^%(I:2_? $? M9DK M3*;8JG1<*S&5U"]I= JZD?4E%3$T6 M3$Z.RIN*[@:!QAB=$W;!)+GXB,2W,:>CMH2$(9:*/2'S8()8VKC,B4S3< A! M!N:9C#-P)?];CY^CQ7H27D NG:+ 0*X0+?%F@PUD3QQBRE*101D.J;@W(1:79 G%BZ# M5)FY6]J5Q:ETWI("07!C)3=)V6J8AUL*S\- M76T#=31C&)HTE?0:%'T.PF+84MHB&2EDU0.2'45*NHS)F2PG%\1NB-\3Z6)E M7$GCV#E9HZJ]+:R),:%F!_NTE0F2;53[-;FF%%-/$4X(]Y>E(HK>*]'N0=G' M@S"T]R:IWG:^2LY,=&5BS [85S0LK{($%NW!?-,-1BDQXF5OVR-1)SSC>=_]5YW627#0G>]WBFE-E M.BW0<<(NZ6=L#K%0R_3/FR)0,5&R/>G1AIP^N9LN=.Y.8FXH:RMUVY#!1DZZB/##/'R?A"U.)3'HG0/'\(Q- 4)"0,VIBM*F MI%?OR9'.I ONF:A0AWDXM5T[]F9PL*A$@%0=IM>P:-6!@SLE.7F2Q1DEDW " M=67D9")),[P 6243(5QIGJET'.*#0W(A&PC.W#@D@>A4&P85@BV55()C$"TK M"+%.%&A$E78TLR7Z%2$34IB@\9@.M\V"GI9!0$]GV#.<'R6'J!NH M?GAP>S"XR2'.9,*8%<[H8(`"$=XY=6<@"YLLO44PER*22OH%)V2[V+*+"?@+ MT*J\PP9I(_4/N<-UO:"BM 5!VX4$,HX) T& < B8AIJ5(H13#Q;L.IB$#C@5 MBLG%R(+B]3..GPJ.[\-+_'2@/9D)589PQG:/:?^"&:'G*#,X)*TV0/$.>_!F, MWPD8DZ<#QK/*SF_BA0MB]?$N].P$Y6=$5TZ%31R7EE'1R#MWS)H;YZF=2^8T MER,3@4\EI:TT]? XM0U*"-\6]+>I:\)A %VIY>K/$>E!)E0FW2M(Y8@9W@$E( M)8(^ZC" "4_HJH+>U0TK2]6T6-R-=^J%//FFY9B0LD]61I\:^V,.38TC6[M ME]EL/B/Y0'&:6XDFZ$3GC76K?"\TT)1Y+KU'0"/R188R2NY/),D7)MDGTZ1 MXSB0T9//E4L\X:=2D0@!.Z4.'Q7=P7.)Y2F%CR=4=>'*-1^8).&,:WI<'8PE M$C#J? &Q5_9BC^,@)5G5@"2E6.&J%+RK+*O9GP:TN5%0%UAT^GB0TT.'*1=\* M5?J 1D,(7V2WK2K+_YC<!S,$0]2NGU"EA!.UU%(X M:1$@,$1 @E3X-%ACKU7E.5+/C)HA)SM:3.LOG+8.FI@7RBR0>N>9J2*EV$ V M(? %OR00/'PE&OLI-AS/2^ !.RBEM%/2/6L"W@I[@}[3-Z5GEN..ZC2L.^Y<;9A-(F<0*^'<\=Z_3SY/?^]U_7W(B";[+M>) 4';[91H85 MKNC]#U!+ P04 " "Q@!Q9QC'-2>4" !@"P #0 &5X7S284: N*4)L@5B0B$JCQ\;*T4[J7=K?9+BKWZV]: M)(JGYEZ\\RZ7D-+9;W:^F>GNEW%BG2:N$R,+W=T=1W.=H(OW7P_-MM6T:H0Z M]?7B[@[AGPP#!BA0,8TAS%?@QTL1HCJ5*<)$*LT2,*!=M^C7L)K0ZIBMCM6" MWB48ANNDJ!D$,5,YZN/*4D=&N_*P*EB*QY5(JI1I(T2-@>925""00J,@;XT) M9K$4>"QDQ=UUZNN8PQCO M0"I3)O:Z&0M#+A:=!A=0,[GH%E&SK5"O[GV)Z)8ISH3NB**&I)LRM>"B4\ 5 M][.8YUG7J6? N[BLBH_@BUMN4SMSU[F,^YQHLNV8Z];G[ M%0_0J/'C]S&@HX9JF[-_-9YY8Q^NSF X/O4F'CW(G'J#X!5)DDH2,9*I1.880*15! I<<4%SS7#PXS38J8TOX;F_-AZZ#1V@<9@5PJ2I92UQ"6,MU;+JAFL ZK4(ARE="$LA:+3:U%Z3+A M:^^("R8"3D*>/ZDI@A0%,0 QB(5,Y()C7H6A"&I58"5<)$+J7<9;(5. -#I# M.,4 TSDJL,V2W2;_+".\H"\;R7/H";$DONDZZ4W_5(9Q\0;QGSZ%_5G>]<9N M,=3S.IS{(_KNI,ZBO'$LJ<)HU(=_H\!S23=4BBJ=\WN6_^W5; 2GO1:<]Z3: M*B;DMQ D+,^/*Z/>S#]^7@PP26 R M&%]?/K*11S&!OO!'6=2+B91FK7*R_@%02P,$% @ L8 <65E6=$CG%P MEG8 T !E>%\W,3@V,3 N:'1M[5U9BY]5 MH6II52JF*W&Y:(I4U:_*7(GSLK8R$V/Q[.G!#T\/)@??B1]?3)Z]F.R+\W=B M/#X^RI65(EG(VBC[T\/&SL;/'KJGAN%'10]+_5"[$\J>RCHP4SF.EN] M$-_\T93V\%+GRHA? U5)\*'-9\,-#4/5[+6LK O"F2^[#!:=0*'QJ]<7 MIQ_.SB_/WO\JWK\1IR?G9YGP -*XKNP#C"U%53E?P,<$'_ MJ@L0:JHMZ7XR REK2E!Z>^*?90;HF!@5FD0P,C& DZX%O(%@.\5U -055Z5% M&U8+)9,%STHL5;BG&66PP61I C58GY3>YYXX 8KV<,&:8A+$5TNB )!RA-I%I]F*-1M\ MGC59ADRF4V:_HBRD,Z6"PV_+#4(Q$)>(2J$CZDVH!D2$EI T^ @22]Q)-D"4";,"-Z9 M8@/4D+I@96@#H:I:8WL6/YR>1#")N@J4LUL/DD&5LUL0*@/L,8H57*9!<4M0 M/LA'F08#,L(6,WW-R!NT36.#)02?B%SQ?L V5N42>&;DN -+ANF%5%.E:?,M! M^\2_%TUFY$:QM4[",+@K(}PL-D? (%,PYO<@+>"5K2)%Z%F_[']WEZV-7-U^@L MMEO%*'H SLXHMA6^A;-E_F.\?++?,.W(=#QN9SQ0QL#7BMH#+R%$CB2#*A: MI.J(R0A$(PYH$09KV+%P[W?U\YGU<*8JP9]UH(/\C>MB0"'V MK,K!T'8%BR[4[*R@ >B514HX*&<6+%.I!-7 ,#WPX]H,#N'[I0*B$FV,(=#TPNYMV7S_X":[=@*<^!R@" MXRF23!KST\/SGU_^TL^7_/H8,[PO./'KGI#8T"-,?G?Z>G/Y(706IXE=QE1$ M ZR]NYB-ZW*Y^1 E2)S__.MO[]HU0 O,], <_'APM@K2OSRP^N37\8G M;RY??P!VRI9R9OZ=I+[ T)OJ3 90J^)5'8 PD9GF,# >D+ P7LR^3BO2W#Z MQMV0-@CPSU?]!. \^2U:F%'R+^9B6>/*#LIBZ+),.:"55ZB+H"$ %KO(5B,7 MF<5.*KDB5(+V2IH%)3Y"N"!.*W+H!WN;ZO6@D+2]B:F2 US0M4P2T*44DPBY M^QLQJ3CM%CN\BB*4XK&OK!ANXQ-\>^(WGW,KDZ2IN?H (UUI$\ >&FQ=M*$3 M<0FV:Z[H^]=HX:D$(E4S"DB[M-Z6P9^,MJ^-(N- FKI1T08Z8M:NPX-)M)NW M/LP&,0L_['!|(#1]2^4V,G"_-P;V?[4IRH/;OI"4+%V+*JOK1%46LQ^U I^C M#N'[.*#<%P)'9D$TND1Q=H57((IM$<5;["/*?+_Z^?1M6ZV#]3D&1L>T@<&, MH\\^._YNC>H@H^^)2\[$ %502NP">)@J.GER,)YWM=5 6'"(6(=A/B/NE@+5 M_N4<:.^CA.*L+0]H2FW$.VE MX@W&'1_:].]SN(_>.*ZI'I;_N3VPZA*HNQA MC~>@PD-P16K19;=DG (>87@V;!BFS4/%BA1S#4K#X_NN%\#;}F4KY%M)SA^Q;.OE34MG -G MT3[V<==-!.M3$0/S6X&E'53^P88YZFVHH&J=EK@3A5O-*"XQV<*3CFAN/I%" M\)B"JC9 CGG);>X*9VW:VBL<')A)80K2IX,W$EWKF1A=0$OF2$WI%:I#22*? MX7&46B7(L 2M:A:ZZB1:7<+C9E! -,;#C%HA&!*I=%4Y/H_B0X]# .0! P4V MQV>!__X2?_D:'NFRG,34ILW".WSC4YN<=
```

M@AS^4VD&LZOK6JKP\?'AM>XQ]!]B_@.]KJ(\;^L9K9?P4/[#4/SR/Y91.J< M.H'^G-A5!6%^=TCY9)4'\IY//H3O])W] =??>GS?]@3R3_#>/\.Z_[1V"_ M$#.#_BKI7YIPXA^C%%
^*^<_M9G2KVU&\\^2$_PM,9O_<=[ZAC;^[Q/PG=J? M*N=/#O =;-%BAI!A>_I1X<"S7%9H)9T&_APP2M6:N6:P MYJ+IR.D>OQ(+5^'O?=' J^#B:H'\QE5,VH]S(:T71^]VY2 PG5PJOZ&A+Q&OAQ*\$B[^Y;
{:9)!0&]=4&K MUW(8&\)&'PKQO3^>&R#;2LB[DIE@QK50V;OUJLQOM;VCRW;J(@ M2&@F,H.$PD-2LVK*'=,AE!WN)/!J'HL917*?88!5R^7XP"]"!!EW!J+AE4<&H^,Q%O2@K@E+R> M%' 5^$]'2FJ2ISAH6N:E?
63NN!;]-@(FF):)7[(#6;]C7Z(HL]>>Z91G/8F?[M=SP493^>1*.R6+Y4VP8N?%KLSP3@=&S-C>.TB:*M$/T0/9G M0^A5%JXO*WP5W.L1&+?\.GHX"2L!&Q%76D7OX(QO]J4R59A4/K^>VG MPQW3);,fS,VL"?
N]CU)Z(SL#Y%?+ MYG2&&Q[4[4;YYYC:\&+"P&\J@N^0B_0IB]$SLE/E![$&G0WL[RX-40/5F:7=" M4=4ML+^!?*W 'TA_U)#V*X9G0]'Z3J748W>90=Q*M*$WDQ]\+807+%P5NYW1 M0O^%(C:U^=TU;;7&-7*CLIO-
5/#SU,#0PR/6$C<"M,;G^7+SLF%.?N,6.<;E MESKF:UE9W>)P...,N;>J;37=J#TD/T%C(* :J%L52>D. MD,=]1GU<5:!TB7=FZ1.!._N95"BMJ4?F;IE3NG7@8Q8D6?F<7V
MV,Y]L@NVY**5'C#R9@<76U@MSO5!IO'&1/ DLB)B^+1[,L+.5?KJW0'FZ,Y+2. M0_TLYE'EF#7$()P?W;!SV6P(4Z.L5U4VRNCJ-M95F2Y*ZK$[7B'QJY<:&)@8 MZ*IKRH2:%]>UW?8UB4NMWI:-
;P;902=*4[SQ66Z: $P&-8%(W!U2,K;;+/YP MK1UC1ZRSZKD,U>I$*03<,H6'T.!N8^&@8U3I;&I!02&&OE2X5;>V@L6#]{/I M@JV*=}WXSA4G4O%ELE5FU]X9HD1M5_MT-W1$;B0TXQ^
1%WW#KM&R_M%1U6%00Z%MW'\KV]G7>+:N*>447Z>GC+3OG MI4?D/X7>"6TMOK"73->'R63HB7&EC8V01.C<3^8X]K_PPGC6)W;>&!%L8I^Y MHC*0))J]E^74IU82,/LXPD[X4O-GM^"$YTYS
[{G%NEF%0N^CM.G6#K:2SO. MC;J*"[IZO*LUMW M/2_@"V)BJE66^C=1WG 1LQEM(>R)(((^XM9$BY''0?TD_ MW?'JUY,G,Z"70A_T-[SWFZ=#2W2]=4EMBY>;=M[ET4[;KZP>*\XJG?0C"'"%
MM&.!0*VMXY%)W.!"ZNRK8I"_MHF0]JC)\/S8@0X*&&+L:FJ^B6G]GJA/LS2P MH71">$0J+0'-A_2&?1S,ZJFQX2-@ID"PEM"))1VY ((? ,G]_M-4BE[4\Z!46 MY++WLA!FM9;\]=BZ03<+B4+T_"D+
{]#!0P&%;3PVM*SVM%7Y(:.2~"6U%V'@ MER)6KZ;[_(_HL]73QE..IXV&91]_/6!X;8XS6#G%)0'"-J\HTB;*>=^=5J5(M55,N))$?-'W_(? PR$=%STFR#C+K=$)[SCP0:D^#5606GZ(J]0B-D-&U\IML
MXJND5C1+X4ZNVKT"D3;O-D$TL;4]K!W6?)>K9.54 RS&GX. M24MK ZZX[2V*8BO_"A:D51_UX?YX@50M;5%L+(M>6K,M,+6$4*/491HR^.B(M>;ZY_+4##^-
"OJ#KMD5$TKPA;Q=2X!Z90OFS%BZ:7&MS_II^#HD*567;3;V% MEML1][U:L$#F@H0$#@SX\,W HGB&V8;+!_<3'PQTOMC2;2_(QF?FOA>&LX%C MWI4/7[RO=TFCK+BG6(_MF)M?
P%9_O'D92A/'YUF53'[HKUV:NZJ,8*Y/ /DK M]"7UVM/J:>6I-VTT?4D]5'.3X2S%NX%*R=4;6*@<CU;JCY:"=XSJKiQZ=:6B M8B=BV(1K+I/>S-!1P)2QDE\Q2/RR/.^T/) M4F$&:4%'=
[<#$\=;T\0#IJVW9S/WL@,3*0F"E1HH0;_D[6,74\A=:*Z MK#\++RL}$$R%U_A,NS.LJFS=T3??*98K.I9WU5*G>UES$M0(TL70\A#_6I2# MJ_Y)\9S<7&%5WW0EX?/;SVJ4S%?M7LUM1?E^C"ER=3<[&**#'PL
P(2D_8>'3 M\&*>F_7[Y:,748X:J?J4)-V7Z]?I+EC[.F*:)[C&]KA3*L1.Z\E;[HT'#5$^$?HP/0Y6ZP$U1(0$#S2M]8Y^>DGK^N9-Z;G-'NLXNB-U.Y?[M'\5N^1}+'-H7#S!H%0,ZK4*N]R*/=>@PK#N?YK6Q!
M%&_R/#)[/ZRUE/&\ M3S/Q6]Q;$T5I@R-<6 QW#6&"@,RG9P]$+MBUD,]9.U%,F>9'1>75!+J)}$HL M9(![BW'L]KG$?71Y6[+K3+#T>[0994CD4^3@Z:RWM N"A)R-Z0JZ'*51'7+-"UR!0)C+&(GE4(>ANM%,2:I'
;C\0'WYFWXPV,C MI>$)R5#$3Q 7]V4_6/.)3O-Q$0["\\?U?C2_F90/*,(5?OFOX M01X;6*?'<<>6B]17LT@SEUXW'A2H5MG4<%J7J'.D"\JRQ#('V9H0^(UIDNR8 M5(.G%X*SAQ'>U/94&TEO+.@%*5S5@UG??
JK[KWQUB5,30:W])XZ04(:D9D9 MV4)4V!A.;PJ]R.%I83?S\%%\ M:'>MMMN67_#P]NJ"TSW^YW'%,OSH)4!;)O1KAQD*\,Q#"D ;^,P-=OE@T"E. M%!!L#X*7H-?7A[M]M9O^W[;!SU9/4$"2V1@4O7:8E1^]
[9ZWNL&''$+WZ(T% M&_0^\$ML].F%DD0$/OJRS D_:RH*D.1*1YZK10PIHP "$P-Q+H'-8_3V$+W+ MTA%! 2='9I,'Z+U7, ,,U'GJ7O_/H2 &*"!1411Y6GOV$N&W?R*@6\FCDH>U M>650&
*T<$)D@*2.5$$!'Z+Z4 "GP=D>UL^X0W;I"I5]ED#'=,*<5.\FWW1 M[R*<1>K]Y&A!0("LF89"IJ#0=H2AB*>*\D@_';43;/1@-2AOX.%9* W^(\ M:'F_I!OY.2?\/E/Q/\[ROT+JXVC_$TO/'!
CV0^MA0[6+0^C]8PWHC.T? M4-<_G-3]_S#_@S_,/V PP7^$Z?Y?@_G!IN6_R>;O8?K^$4P*>.%;_9M\J_BW M>SQ'U!9@.#FZXB00;:E]<'*T_+TKS_I_\W#0!W.(%X'?@HOAXG%$?S2ZC8Q^ MMM$?8:C_>S
Q@0\S;'9_!V. 0_ LG%!WH(&WI70]L?_;> 7EW]YD-YMQ)FD M:;]K<(-?&]P;:?57U??[1*'] IVI8]@/W^,YXU MQ7 -1"W.OUPPWA8%,'2?V?/0^=FAK__FSZ-_ /N=>Z& ,_N"G]FI7^'?[POG%
MOA)/(.G?"@8%_&UX+8>UX&W* 1*"PUH<6]"OYLSP)Y_ODFA+ATX2G_T:962H MK67D#YRFOMD\>*KK#*:<^,VW75M$DNHH')W&?)NG M?L]&=OW<9"3%8#*D(AU/(5_ "_T:C-V_8- 2X1ZB@.^Y<_E+D=!>\GT&^]W\
M\ .VX@\"3-<*<+MUP$COH*?BLO:;?U^(CR#T?[&-PS M=7[R^0\SZO\/],^ _C9G_Q.,?FVUOP"*_>\R2ODQ?:3]>?IH^?=3*W$@ R-X M>_6L75% DVI+D\%%T*!#=WO:>ACO EEGRA["V8]>L$G\=WQT):XZ>:*
CIIW M*,!C$@4$I(>^JD$#-RBB@%HK-/)#,37R*A2O559B!.]^:CWY[U0RE6!!G{$1 MWD 0%E$ N1*(Q.T6=#XD%KR.WD9MJ?'0W[8"=Y\$J[,&CKQ-($!09SG=:*YX M6LJ0 W&+VB9AN<-,C?\P:"
[!)01SA+S86UC^$<K A,+SN*JV0JHS%(TWGB4? M7_D4IW:=CMU#DWPA":\ML%4'[;2@ \;%M@;/+G:A?X66X-NEJ(__"F94+>[4/^S"}7.M/,/J:KK:E9[L*'$Y"AT MCB*O4O9@:=\T=HP9!"_&AYZBIXMI94FKC-
&B'.R2>%H%I+&O5O/^9VHQF^>X M\[J:6Z400T\QH9L=9[IOS?*0!]Q9G1ZBXPW{<"XY#^UH0J" \&S3@:@>T6>K MH)VN%N0Q%)[\+VJ<00:43D$'?=#-QL03-4G[60,26$LM\DH."GAF<(:'''/Y\
MXXFR!WC.@H[BLH[,MFC<7*TYB'Y((/O 0H>2&[1@%@4\S=."#Z9RYT]W$$I/ MJ[%4>!D_N>^94%^-KY8Y&"IXPT[1[8H;W_UL"YL'L.;IMVLE!PTUT#<&1WNI M2<7"H9<0Z-F.N0BZ-Y-
X1#0^WZ.SE0!"9[0X8EV8F^WP:2@2CL#DYN.4&D M(_WVFF2NA+C8H;$A;?-I)?#!^+3_"$UP]VVA%^@%D*;U>V?KD2:MM%:AT B MD?VU3/ZCN9]:KHDM'-94]9'NKU#3R.8^E7$8ZRJXJ'D4N=IITLW0#*&\;=9V
M2/^B1-L](2\,)BC2U[SFDXL3>2 ;/,4F0-0/?I"K0.#7S4]6:\GA?C+< M.3,S%^LW="*_?TG=^G!0*I*09^$D*\X;V206N4D0FLWYD%=O%9"3%8#4

M*"TTZXBLBJ_:.$@/[?CT=$RU;42:+:OG(9_H:>J\OW+$'XV4^S!D^4TI0BSZ M-6{/!WMK/C-2A@6)I_X{E.DJMNT-G-MX=/MCRD'S=6H^8Y$&X"$ZLR:"_ ?A M!95_XG/WUJGK/FL/NIW356OI%G)U-38[7BDX-FR6QR8+$GGM/+)6+0A;9 MV_09C>D.T4;GE1 PK6"1;9'TM)/DI?U!3H#1[-3MR8G1415#A5XU=6ZTU?Q1VI M&QA[A/F>T;,0C]3]Y: 1'I50("560P8M$]D8*FCI1T"E{,R,+J- \;K3SYZD M#!{'=Q'RQTAIK2A(.2A>W+JTK+)$#7#W&' Y{[X_%IGJM%@3&/DQ^G9,8Z3) MZMW3#A.:$%&&GLW;3^_'1"\=A?Q<)^94;U\2&$U.O:?Y!PCX'H<>9WLUI_+7 M)_#Y9?\^!?TSIC^DC$\#I %Z LOAZY.8.-P_A$]XYF*.&R-\ /WWJ9@4A0V% MIM068@,UQBVK+D)'CO{(7VI>2IZH1/F5?AKGTJ!ML I,7CG[_?9?QF13#\2L> F5"'1-4Q0E<)+XL!?>R?M]5H3[GK\<MWU]&S0N\F0iJ-&04@:[Y))^[V.2V1*ZF7;MII}[9HG6TJ-.Y+8QK?%5+ MR:(E75QY_Y:IRS(V2(:./)D:G8AA,XR"S M+SC^Y-;5S'5^)N1V&W./7G 1OL;GHV/ 8MZ73+MQS8Y[$:zJQ@ C)1=5K% MLII27]&LN2(0Y76)^G8+W:?(1?).(MS*!+<9B$-#,;ENV?W@6\LY8N&^! YB^E\JJ09^N=&AF$0+M*X[I&:@9@:>R8 M/G']!+43IP?7>U1>5GY5?/B$74GEN5BB/*ZJD@Z:*\(P XFBP4?&@KY;&I87]Q[$8L?&@W+]$0"%^)W#F\ZGT)R&=+C?-VTGA M88>7N3L+GB#;)W.AJH,,3ET6& S^-(5;E:I?.TUOLRJ?A-:G[DO>&5^Q6,G_ M&"0%2?3,VR'WJ0L==Y=''__#D5&U M,:#!VX[4D1$1&E75N_/91-,_'6J3D)'F<9=WAJQ^"\?'NE(X".T)^-GY4./(M^&2P*LT +*^W85+9/[J)X,2T M.43ZF5NB\#W: HZ#]XO:+JZU*$4V8Y*_C"B\UD/4S1.T-&6-U+4=K5.6)L/>=+,'Q[F2[+Y}3=O/&-0T!*4=+K%I:-YWY,41!F MXDU%\3^:WH+. U!B=DBSR0URU M:$LI;XLA;:9";!'Q1-10-,K8,9"IUER5H0Z@/NELRIA=5%,.W(R%-OMXP!<: MPFHG00,7:[-'.0UEC+Q"#$5;&>Q9=8^U%?W,A1Z-'8NZ3?@QB[[''#-[(,1_ M']U>]&,6>YI3RYNN>^)HH0J!-[\$"@).*\X!F^5[ZM?RAH&7&OST"'[NQA{) M!0@=E&:Q?_":5*9B>MF#=& 9R/HH;C'!/8AX$\W\E :"^;-O:33%OWY]OM!7 MSU/,-AS/(5?>!5\L3P8++^?E+VD^66=]YP '6*W%9O]LX9TX9:,J5/ /2E'7#'}+23V-]&[2OR2S84PNXOW1] M4.\9FRAN?&QOX_---}$PBL.L\I %M2P\:_+%N=K5/]5\(#_N^!]GWF07\NSS*RJ>NG8HC^0_2W+&$D MQ^3A2^0$2_T ^Z]I8^Q^ +NYK_^I1F&;Y*UJ!K89E-V6%-R"\U9^;03[!"LUZN M"*-WK*GI_*1MIV@0E*J@>=+0&A/3$!']L/U9 +(\D0.MVL/5YR_}GL$>SK: M'*1S &$"-?] NQE@@SD;1Z\IWK;\]'JD5_ ^&?@I_4] MJ)4M(/W!,[2G"-U2-@?4AQVT01N:@:I3*ZT$'8S_(G^SE!Z>4=!:5$FH&?P M3*6?!-*[_A%IW7OP*!/38+89/8M$8PQO4G5?3/LV;YIU'N8QHL"C294W>HN5 M!C'$3]$[9DL',F>LJ&>46@+0%[UYQZ]YS'7*=T)I0RBGM4P8KAC^-2<,Q2U M_$MR1\'MO)97-PX@M<19 K-TYATS5%Z#0:J190R:JK+8/UAO- O=8E@CC)? MC2(*CMP:I&UY-Z0SE!RA;F6<^+'7AXP,T[7]22Z"3_7(?A*KUU $CXF76**#M)^9"UH-I/2-P>9F78 DY"Y-M<)YXG+FM];>]L_6SG?<2YV[;Q\%WR". M;S)[6'UO^X:30.G QT)5.8V2I%K-0?-M49M;U(@/A)'F\,>"!,6-0[#9YA:PL M;IC2?^_"W@ 9]U206(''UNY:?/623QNU9=^HB[7@8PE$.FG<_'!LMI/D1>Q"D M)-_)6N%(HR? *N4^ZL**9^O$X]K0.;U1@5* M:P[;>N?. 5$7(_^GL-NA2<%I&]'HXKK^RT_+N+"L4@A6Q;BU'+M[*M]LO{0]MN(._=BPU!]$UV[\PVC$@ZX]*K:RR;F+QIHK]4=S$0]A(@3^_BX+7Y#8"K@9 MG>XLW@F()B7G7$Y-1:CW"F\4,4?>T1V:! :\3)\'2F92CM]R<5-4R!BX9% MC>*DB&28A2Z^9D\(S?QYY,VKP7E]EUCUF6HF8 ?#2%4L'.$%B]2$5MSG\NI0 M$<+=-MZZI^GCMY//TFFY*R7-9RRMXK6OQ4K:7D-R4UI D'DGH):(+0%+[5, M.BNA9\WRL/[7.SUJGY:^,VTXC-$U]HBQM!LX/'2,AXK08Y4KM;#%!8MMR>^,D0UN>DU,-7MDM>!.J*K0'A-!#FE2B-HMVK18P\5$KVQ M6-0R@;8Z +0;15\B@%\7!R+7#PT&_]Z@;8:CE2E0J&I/^W+,?0@4YU@AQN7/ ML/QHDD56V/[Q^#N'J3?+;;-.610N@J .N,BE>M<>61@N-&_' 7B*E14DV_IN M=(K^B4:"MK=1;L#,9+R IR/OTH!0&FK$OFYVS"]}X M"L!=O.TA+KY& $951GROHI2J/GA0>+VWI:6+I5B'ZLMC"604PB8J'!P&%B-(M2^)*AG"/'SP00RCZ,R;WE\IY]9/4OWW"F<#H%C)W[0A/HI0,=VENK$];/I;S M7XIYNBNC5"[GY9A'UT07$_(]{043)-[QA,S7== 7%@P;?)'#AS!C.?PV&,]V MBLAVR8P(/KATP;L54@HD9[S^V[%)^\H M+H%5+2I4G\$DMM+BD5RKT"$V<_+]EQ_5E[U00L1.$5?\9G!/5]3. 3&P MY-(N.7GA -KP93({!\3#*-_=="7'%=4K-!/%W.CG<6O+B.(7#09-\3W7X]XN?*G"D84";$/(CYT#81KI"O.!8E?IY4S5)ZO40#_]+.=#*\;"PB(,I.K)EH]\?A*Q\C MCN_#L'GOL>A>59NHU\K. M(WFH5'RL,4^:*+;D'1$_E%/>.\[\H-Q#?J]EW2<5X(TB)5RW!YOGLOP'#?',MP_<*[J&"\@(=Z)G$9\@2X.SJC MV)B}GW0+8Z-)<5?;D\>AV56H4_I9CMJYE]V-I29RR^_G:<8>0[V>R,N9TINS M^L2,\IMUL<2]Z<9)5>9:Y((${C?$?TPBCK/L@2%&PF*H,N9CK$I 2OG60(];< MU Q\/@M\E;7>U=&0GB>0SU;+WRR@1_64UM6OX2UCE60Q.]9!.HSGNR/3W#2_Z MHQ8>)PA)'7_1!"!NT<77 76^:T\!R@<...9.C$T*I:@-*Q4UK9LC^AS[NQ.] M-ON,C5 :(PSN+73S\F1S(MYV\YE;U4\#$=Q7$Z?S,[/MQ?X9[C=/._'\"1YT M7P:(;)M^]C(^]KB(RF7E&"C73_(FIO-/T6OE5R:QJZ9IZG)EMZ_ZM+&( ]2) ME1$KB^/$Z)Q^@K+(0!->ARK\,,;@\$LE:]J12>-#3LYZVM*B&U-LJY0]2"@V MU-@NI2'0T.RF[PXK1&#S670]4K=EZ&9(*CY9&T{T]'!8]V+)3$9&H1!4 !VZ ML,9M\@F(2BG#D5W!&1FR;">5(>ZS M5H&J&H7$5&1$6@BJ6JCF+1P[J!)%*GQ8LQ@'6^2AAW?9QRI:5);. 8G.F0_}M6&^$RN;J$C.F=C"&/>JV56UZ:0.9W,NVKB#)S1!TZ/ZBRJA>\XMYI<,0%?B"U MNK3[U+SWM9'5X]A"GL;#AS?=N^C2D1&&G1P(H*X+"W7XTA"=%3 M6$X_U_KN%HSMM'83E<,U-DQWCZA(4;:G4M\BB]?:9A,5ZE!&@DHLX<9=GWBI MF4\;5P%\'<3,J Z,X ^%/A(5IH1:FG4;HN/K%=PTE7X5?F]*XE(]W'@_&'1G MQZ9^08-:-V$WUD\J'%?P\60Z]BW6H4N:1D:,@TCQ^Z$?$>QNR>4[']XP69"OS MA2--VP\1Y[PU3P9]PW5F/U42IRH;(BC*EQ6U26SN>))+2)O>0G/5Z[*F,WN! MQ"G;ZR!MB.+!%H052M,<8%16Y0+5EYNW5GDX8Q':-'Y). ('N1S,QPZ M/-ETVMI:4>\^>00]R[%_:JV,;>M!^JCBYTK%)%60B6'&BP?E(:$&;R#RGD9M M#>^)38=9FYG&97(^GRH3?AO++C!.&%J;;56Q8787E<]7U&0&UL2("A)V?2J4 M-P1RS=X;I@A;;;V7I+BCAOC>WUD=U&8=]S%UT^]U.[1A>RALE7[HM'?.6Q(^<_MQCETNMEKW#)2SER\04$=\KV5Z-GZ"0&/A5OA3J0%GJ2%N.F0$:=.4BW '?!+IO MZ[-UH#3WK(.F.0$:=-4BW '?!+IO MZ[-UH#3WK(.F.0$:=-4BW '?!+IO MZ[-UH#3WK(.F.0$:=Y"=944K&>-Y8\:U0(]= IB V?3(7DAL#7D6MA/JMU:4:E_6STJ'U!N:U]>9IX^:T.51]B[):E^BQC'TP,LXYMH\=$-*L%/ N.AEQ M/BR?N!S]I@P"?8RS[SYR_,PY &?2T*9/*#LK^7LGY_>\\7RC-Z>N^$P>2#?F M-D7Y/_0P-#B1J=N)3*\7CMH4.WT)!>6SJ9(PIB.5^JD5N3BBB$4'U/MK% M"XRF2X+Z_+0,/2J01>+9:H2+ RL8GU?,;);54FH.9&59IVS3+-)1X(LC 1QM MHACZPBN9.GH6*S7(66@.(A4G;$^EN../N#9]7"&QMD/=?2MN:]&'?P)S8'&1 M(\'LE85XK/''X>2"B_Y?O@(V1^G[CXB]9>N63;.JV=8F8BQ M2HC=W$>*$/_0 "6OCL#)WT3XTA"=%3 M6$X_U_KN%HSMM'83E<,U-DQWCZA(4;:G4M\BB]?:9A,5ZE!&@DHLX<9=GWBI MF4\;5P%\'<3,J Z,X ^%/A(5IH1:FG4;HN/K%=PTE7X5?F]*XE(]W'@_&'1G MQZ9^08-:-V$WUD\J'%?P\60Z]BW6H4N:1D:,@TCQ^Z$?$>QNR>4[']XP69"OS MA2--VP\1Y[PU3P9]PW5F/U42IRH;(BC*EQ6U26SN>))+2)O>0G/5Z[*F,WN! MQ"G;ZR!MB.+!%H052M,<8%16Y0+5EYNW5GDX8Q':-'Y). ('N1S,QPZ M/-ETVMI:4>\^>00]R[%_:JV,;>M!^JCBYTK%)%60B6'&BP?E(:$&;R#RGD9M M#>^)38=9FYG&97(^GRH3?AO++C!.&%J;;56Q8787E<]7U&0&UL2("A)V?2J4 M-P1RS=X;I@A;;;V7I+BCAOC>WUD=U&8=]S%UT^]U.[1A>RALE7[HM'?.6Q(^<_MQCETNMEKW#)2SER\04$=\KV5Z-GZ"0&/A5OA3J0%GJ2%N.F0$:=.4BW '?!+IO MZ[-UH#3WK(.F.0$:=-4BW '?!+IO MZ[-UH#3WK(.F.0$:=Y"=944K&>-Y8\:U0(]= IB V?3(7DAL#7D6MA/JMU:4:E_6STJ'U!N:U]>9IX^:T.51]B[):E^BQC'TP,LXYMH\=$-*L%/ N.AEQ M/BR?N!S]I@P"?8RS[SYR_,PY &?2T*9/*#LK^7LGY_>\\7RC-Z>N^$P>2#?F M-D7Y/_0P-#B1J=N)3*\7CMH4.WT)!>6SJ9(PIB.5^JD5N3BBB$4'U/MK% M"XRF2X+Z_+0,/2J01>+9:H2+ RL8GU?,;);54FH.9&59IVS3+-)1X(LC 1QM MHACZPBN9.GH6*S7(66@.(A4G;$^EN../N#9]7"&QMD/=?2MN:]&'?P)S8'&1 M(\'LE85XK/''X>2"B_Y?O@(V1^G[CXB]9>N63;.JV=8F8BQ M2HC=W$>*$/_0 "6OCL#)WT3XTA"=%3 M6$X_U_KN%HSMM'83E<,U-DQWCZA(4;:G4M\BB]?:9A,5ZE!&@DHLX<9=GWBI MF4\;5P%\'<3,J Z,X ^%/A(5IH1:FG4;HN/K%=PTE7X5?F]*XE(]W'@_&'1G MQZ9^08-:-V$WUD\J'%?P\60Z]BW6H4N:1D:,@TCQ^Z$?$>QNR>4[']XP69"OS MA2--VP\1Y[PU3P9]PW5F/U42IRH;(BC*EQ6U26SN>))+2)O>0G/5Z[*F,WN! MQ"G;ZR!MB.+!%H052M,<8%16Y0+5EYNW5GDX8Q':-'Y). ('N1S,QPZ M/-ETVMI:4>\^>00]R[%_:JV,;>M!^JCBYTK%)%60B6'&BP?E(:$&;R#RGD9M M#>^)38=9FYG&97(^GRH3?AO++C!.&%J;;56Q8787E<]7U&0&UL2("A)V?2J4 M-P1RS=X;I@A;;;V7I+BCAOC>WUD=U&8=]S%UT^]U.[1A>RALE7[HM'?.6Q(^<_MQCETNMEKW#)2SER\04$=\KV5Z-GZ"0&/A5OA3J0%GJ2%N.F

{8]$O@2Q!(_L"GR?,@ MZR,5E]Q-,];)!_BJL!M^H^:"&KT-2O@=\CKS=B;_!$CO)O<9.;V8=N <\ I^ ^&+].R4C%IQ< MO!#@,)>V?S^OR)]]#Z@L?/R%M(.\./R.-:M[TJ=/>V%B5@N9_N:3FORN#XS8,]
Q57375&A"/KA#5S]1]0L52F,*1*"M:0N6G M%{6AX3S7[V_UIB?VO 3&]KAV#B)2(&U_373^G5AVL80=6;@C!#:=,.:)BHT1+ MEW4MOI#=-#)&[?.7:^&Z{SHF#]<\R\6KMLEM?
O6X!QA4M32&43KO&D]GF#CK.-,];$2T4Y R.6(XHAC' MNUKO-OB/@M?NS((R68KS#VIZ8X-$J]'1-]U M&Y="MJJ5*GGV1B5\Q>]3K'/0M'952 8B,+9A>'=MEDMC,X7,%\XR^?L_7;@I
MW4@>X9^QC>_EE,GN%52#FIR/O"B>&!T3KLZT@@D04*COZ.Q50PAZKS)P'F2(:**8CPF&SC'4'5>>)\!7U>LC;D/A*IE M+8VGV3O%S[K6/;*I23@CE'U5!9!<703M[!L(UYB9*R9MY.[108/#T8PY[_0F!J
M5N+Q%\7I)W'L:K%3RI?%H^^?C0G(:?U2iE>/R6FW7$ENLB..X+N$35%C?/'Y MT]VV97* M>%YA[N5T]=87]0*9LR<\#$=$CY BS8WYQR:E"BX$QQ- M],$WiUPHEZNWE5,G8_,FBZ[3AL-
)S99')LGHEV'_>Z06*52N_)U4%^L>8(5__M0QNDCJ*A?P!H#;W#S7@5[!C"= \ X"S^X*:Y*3@S7S("'0&_^2R1',Y.0-*T M8Z(I0I&>/ST8::K}>)%>V@[J/I\06I]W \0Q9^=?\]KI+BS3(X]V)E%>69U]
MM/<+TBWHR,1M,TU_G%4.H:@?J\9R0&(@-!0_:D6A8)N0FBH@Z.79=,=NPQC1 M5UEF$!4L<#5_;4PX;2?E_WVH,UZ) MI.^(3;WA^QSF]0K7.N2=+QC"VA@*PCXCUNA)$RV
!HT,M56F5.8H,HLU[%(AR]]VXE7L^55;$@K"/OA+S9Y)*5WX@ZXZ5 MI$1@IZW0SCIY_6J0QS$M*3!/FE+!5GYR'<%%LOJ3GWUG&0 XWZL4'Z$VTGEIIBO:P]=K+1;)0RJ5Z$IU%=AKH %B7ZPGP0 M\M\Y@?]?
BLEVG(N:&K>1YARJD__1YP0\B@'!XF<>IRADXQ5TJ!I5U0V-(T3[MNUI5'/V4;\6N-IZU4:]*W- YF3%EFF:%"/_[SAVN=,(+-?$C/"#%#D!P# 6W MME\,/DFZW9X&/T[-(3"HBO:4GFA+4(+.T7,ZGF*BJ*SM$OSP@
MY[T=EZ"!+@AIJ^P[3'"7^9$%XHZ/=Y)/Q5-;?LY\0SYCO6 C*;6GU0&QU[@' MF$J8 QT(KODOF#5D 8AKG'0GRPWO2>W"'0$QB;:}]Z"09>5MNB?@.Q50_3@-
J%1%;_EZD'VYG(^I@0@460L0J1Q8K!PLTJK3Y!#;#B:K_FU).(CL_?U)MT,8N8*H^>DX2^AJH M$K*=X >{E((NF4)U,\V8Z?:@?%B\ MM/.:'%#$5N+6466&K7%@\ MM/.:'UHZ$\WTV_'.C<-
KO#'0NXL7**V'.KT4\HY'OKZ\<&],2 M[9S4[)S_Y)XW=1$@V5K74%O9I/&Y"FG03U-W]8=:#124X.V M@787*'-],/@]/*%N< MX#'<:0Z4EVEQ=C.ES<9N!+__@%CU)!%ZUM_MC> R8
9QUBE_=F=:)RT7.=W)M7QN%F 87(3==LB-IMH;+@[PM=NF@79_H*'> MA4$N(FD_D:IB6A*FJ0) $7YQOPR+4 239;YJ.ZD-UJDS&6EBSN1H2['JH'<0"X7[34-C(%Y\&$[VPZ(HLR M("V.C^_%UD6'K&:3,]J-/BC?
80IS"0@CTT6#LLH8_.\Z=QL'6 MQS2JX0UEZ-B7/?1SF0KK-(X!M1N0_E\PSEJ!1:.\ W- "(6 C7O[4E DS_V@IK!9L9WG 11& B6%IR-*#=6'1J6<8@6*>;"51P3RH
M34Y7X8#GM\\LN!&GX4$4?.5IX&KK76TX>GBKNQGA+AX.?HD<,]A,]?KSMLA9 M&Q%Z'_@7"DD8IATD)UEWE/XT^*2P9/Q];G?/LQI9=X;(,#SO1]I1% MDRT8]VPMS7DZYB-;<>?FYV4;0[[0?;:;2#&JR]-
TC1%0#=F6XEF-?==NUJ-* MIOX'/=9(@%4)HA,\PHAK0GNKLF_59DYNCE];!4V0K6,M@H/M)&&^<47%\EB MU2.98_DM'RM3]D)@[M(FY3O:;5HKA 0G'21:4:%H;D;PCR'5NOS+79,\]KX
MPAQ"8LR9;T!UE.#6KZ0?H\IC\P"R$6U&W T=_=M415927C1-;:+E2*-&D_U9\1 M"B[L.=032M/<>*E_-;Q6P@@@JR.%CU5R+TQ'S)C-[1:R-3JOR?1!<-%8M6'P MKQ[)&"MY/_QN'^-U0K;!T"@>L''Y2+CTHR7^21+?
7#-&YBB&*V MU[9RBE)RMDR1H[5(T6);14B(C.^*'[B:AB#GT; (S0\VIPY97N9ZW]&>\.F=@ MMMNV?9ML48-*V6.-[_A.]4-. .R)5WMA>RVC> -8GE6&],H,\$TF$F*Q%4GWM M:+'UHZ$\WTV_'.C<-
WM1N;%/I]0Q@L1TRU8,(G.XX 1&]5TA2;^Q=-GT@AP? M'#-)DMNBM[YXGQ4%>1MN+H %^<=,*_)=+KCF7PQ"SB?M]64X1?N$ E"0-@I)\KH809ZUWBQ MCC#]I.?GQ ?.?+005"L=Y\X2P
.UC\L''+ZYY'%CH'C?:X,BEA MZ1)A3?)L_%0S6J+4_^K.&]&SPY][Q=^6)P2PG34&HKH'J-@11Z(^)XY$T2SF M%<[WG$KQ;_X@Q&-RJ4*S9VE4'S%/D!W^R7>M\^0%Q2L?$B7ZKE#M^>*:HG*.
M10:5NI67_GQVT4S30JQ&$R>7*+W\KBC$LG;1+%?*YT2YN:"1=C0F[MW&.VM? MAX5#MOY9J4 I5 F$3L MV?)K/,I 7]C3(K^_EI((NF4)U,\V8Z?:@.?%B\ M/.:'%#$5N+3786%H^>)~"%M44:)@TA\W-I7,KB& M?
D]P$)0)G7V181")IJD83F1*>5ZW<[(.,ILX\H;^FI1&:ISJ?5G2EH'AG4"0 M@?JUL\'6H,%84)E=EQT1:9',@ZP[MVK"\KTQDY9<4_#-3^?(1U?K9;6F>]?5 MH]94&D(,A-_0$$D08V9(;W\(H_0/-UM8PDUJ"?
\;&*E^\G4 4;00$)+X@[QX@ M[>*D@I'A&XP ZQZ/?*A:U& D[DTJ:[WL5L00UQB>,302AYY%6U/$[#EZKIR MCBAIM+>YB<$4 /FDW)@?9?7 -4!8#7<8; M0]3E-W2E38&"0A\@=:?BZ\3'(*9^#ZC,>X-0/-
#A"Z9\CEDPU/RJODR[!4S9 M7QN[7A_1D;_)09#TZ?BNZ-/Z4$(P^DA:4FQVCX(U!4-&'$*0*+)%RO?)*9DW MC685$CAN:K%Z&#& 4Z-" MA1[LNF=?%GB)U/4AY\7\.BL$0'?--(GZ.W&O),QJ
M5JSM\\,77([S4KTI4<9("\CBW.P 2@"!6"0 6HJYR60/9Z"XQV T^2R(25- MKM6\YNR,WIT>_4L]Y^W9[B[/AYVT*?"2(+'2MBH$\LV!92]$Z$<^TFJ:?R%X MV8M!P[-N'Y5_T1>)FG(#./*#*M?$\
[":=/N;2KC":N>/+=//E^4KIEL;*]9M8 M770&^2/?7WTSMNX.@W+S D&FB&8W"CG=S.>AM1CV.&D0>("-YN)-POER3JLB MMH37BR08+!-'N$.9(_R_L#)S0T^<'4_W9L . Z:G0WE:?43ADI$LVLG0*@'! M,
<1/VWDQ!WVYI<(5IR%&)(/"-&B3A&U\+!_&+2>,K8UX>E0Z7 ;IR):?NR_? M-"3+Q<[BB IYGRU=>AAGQA8O63B'2CG/XSFC4[^U%]UUX8U) LQ8F7?S9"-5 M?K&5>X?!>7Z#N6JVH5JAWM$\90ZDI]\G71)\+9-
0B4_55<[3PK009!<',)I= MP558&^U_L7JMT('?_0+DUATS%^#X>YM] AO)_[/SR_3X%"-2+^ZO<=00&YK M+!>F9PK0)PK1\6<)08AB56(#(LGV#L0E'Y98,)K_Y*V="!=TH[<)43GK9@] MV ._MUN.][B'\)8&,3-
0:(^N2_$R>29>D0*1M4X9%>SRX9W\:6AH.&303H> M.2ONK55R(T:!_"WL6AXMKFY,DA>7$+,&P'=+M:$2$B_UJ9]14J/-"0B/7LFC M2"8U?_?=:PBE*)B3NQNMFL??8_H4"9@;2_.OWZ3YGN2:?BW0:YPH+ZI=L-0J
MD?F2*.CIL@8+672&;Q=!)2,E8S=?J+Z7',27FQIBN1(U0$9AT,&D5.4MD,KD M=,N7JZP!U7Y4IS1H!URG8]^C7XI^DE,CH:DR.T3YM5]T5HM4H*FN^%*7'/S0S: D+RL#<,+>AD2^:1Q@%*D#=
{OO1*7_C*H.?:PSX(;! M?7AK@7QE\=%TL:F" TL87W"#BL{ZRFJ312Y$Z^DZC6,0)8>-.>Y MEISLH/PI;P0D3J[E8[H,Z:@$BC=6IX _K^?T?Q%)(P.*P3,4!,N
MD@DPJ1,9:>CJO!.3>U[LN]__W$W;Z'<8&IG[B)B="5+PA@1MUG(,M0@2+B>? M:Q? 46 :DJ65,"U/-.XB!7[&E(2O5F%Z?IL)...D1LES]\8-?=R=*#"]CL= MY-CI-
XG%L"R+C%F[HY)D(6ZB0!^T++8@]M*J'860[ZF - P05Z L]=RE[V[8 M:$4(*4?IJ^BB;(UX#'A./#@LMJXH!'>&%3FMY>QE=!K]:_O.ZI'Z?A'V/*=[M*B-> N<_I]M$Z.MNEWNI^ZO=-DBA !AS>%?5N6/KQ&
{"93L1 >EZ;6-V%DF> M/1H,V0!L?FN!(W/VHH M3W=Z9F=N16QLS?MRUXQ;J2)P)!&B6EZ*VGK1(H,^#<=K%83XI>S? _AC_4C' MTZ<@{)7W)&8#4Y#1$Z2#>I\@0/7"0R.$V%-W-J_KN4>7{P5-DE)CR?USO+E
MIBC2V >>=V'+K2/S/=M@I-X1=PK%XH@_*SA_/#<19D)J 9"RXA%#JE%P\S#\ M2F9A-0WSW0Q9>94UM*,:X$HSK_89^Q+;9B^W#/2A/:WWEU=? 8NI*P%A 9B<W*-'UHZ$\WTV_'.C<-
{A(R!K=GXD-.UY20.>GG/=0 M@0:"SZ0'TT :]D\6N.94,U(9*!:P>F:5CV9)R,=4$#/,FI87"%T67(\GH&=% MD)HM^^MRL6AD"4JH!!?U,2L"_5]GS/X?"P'9=P5!Y,*-=3$E&&)T7IGR"N6VPH%P_ MZ!6%.(7.+L
83)7JEP;O'B67+>/;W8WYK-6J\PFLB?-PF%'(LX Q!1' ZZRL M0)%G@#: $4X&PF_8%VR&X80AKPL=XEXZ\9_ :--D()J>Y&!E100YRBFB:-)D M/)[FH[6%=4ATE!.L,*PA)R^&G.K+ [N3(*<-3ES[+WX CCA6*
4X#]T_:.%I MN4-JMH"D_(/8:)B2[, 'XJ2!#(]QY!'\MB0>9*[#"0095!G#I4#"@H30(!3A MF *4Y0%M;7NR;8-V [*&5>Z*S'2TJO(?MC'=:3(W5\ RL\Q!"ER:500 =0"[
M"!AM_$<)D2*$AE$_XK@,\00/X0+_S<(:U<]D?+/MNA5H[I/LC*X'<@JP/Q' M_^C7_+="?C_UOP!02P,$% @ L8 <6OI^M9M6JMWV_5WKNJ>M>&_8:M M ,\59.1E #@X.,#DZ0/ 5@%6:2]K2P!05@:8 0! >;KC!.."?
2FA/00(D@*R+ MA86#JY6C&P";!Z0 9"2D9TB(R,^0GJ$@(Z.@X:"CH:*BX6,_Q\ APBF8V1B864A>.CH> M,QD1&?/_[0/6 >"@P+7#3R+ 40/P.' (.'"P'H 2 ."0X/XZ@'\[X. 1$)&>
M(:.@HJ$_&=0^!7-RDHW&U_L7JMT('?_0+DUATS%^#X>YM] AO)_[/SR_3X%"-2+^ZO<=00&YK M+!>F9PK6>]_8W-K>V=V#GIZ=M*?0%Q>7=_<_N$%'R#_ >/X#WGA//&"1T1$0$3^PPSL.WO./ 0XB$A7G,UQ)->1W MSB^HN8)1\%
[']9U=VHM)PJY_@F[J,HQ'0\JS20?]0^X09?X[8A_]'S/Z=V#]Y MS0$8"!!/G8> X@#E_X@02E[=\'Lv>J6^CX#'BPRXQUJ51UQ1X[N0QX?40P]V MUV"9WL>=^Y+M04V0HJD0ZQ'6_+6QUZ;6,DQ"UM!!][0^[5?
{#W<\@5VR)3# M*7"YVK#LCWWA[_9%RB2+A_@H&)"5/0@ MOS"IGP,#Q.)[8<"_F\G^HRG0W('O4=O0HLTM]E#<0;3Q V)[@UB][*,_S5.H MCW&@QO48T&X9=RUW$7B$?7=I6_L7$E+07X5ZN^C0$W=_*/K5%I2A_Z{0!
2.4 M)_%[,&"!\NI@QO8O4SZ.0^$7_U_Z_V/Y5U(+'P>>*(XIWH7LNP5N3PB4_P.T MU=^8-!M&/8S?J/T=S\KM(N7->2S+O_L4__C(*BZ)KM[6U6AW-H+QX>4"3NE/' MD95[.N6&WT;)VC~11#S\?,Y0^-
M4C_IW>$)KU.]j;^<8RSTU1J\)0J214RTP M%Q43C1B@E_-J$PSC]UIY!@LR;'DX,RL'7B=@:<9/9DB[MS%#SPDHD9=[DJL0 MW#V:+P17(B2S1 >$W6G0NCD7+SWC>4URL9,*U2!?^OHY3/6F/H/L^RF.ZA^.T MF2:
&)RIJKE6PYN65D[Z..;APY0^B_32@,00&V#QL%$.> MCY"9'^&N?7+VN1@90N:9$X5^I#/NXAC7RVHGXI^.:+V-MX.&J>SD #I)L9)$ M& "7DR*Q);K RV[[!,5*L7G T8\7,_VPM[A:?PG%_XO.?*V6C<_E&:6^/5T
MJ_<%QXR;VE,.;\I^E3>?D&(-T(Z";L"3;2Q[HL1-4^7E1^R0230KMC.F%;. M)EK/U6U^6B^B2^.I$ZGIZBU5W I6N:)X.;!KHQI\]W[7@'Q6#%[[:$Q2%01N M-6N)?A1Z,]]7P /7+NW*3\'J5;-H>H(RA2=;)/-
&*U#ES6X)T2OMM<%F0O>XPS7QMR^7I%_>?8CU> M71TQ9Q25VZC:QA58^_B!Z(757 YIFP58NQ$>;[*P(B/{)^_EK7U7KVN!(VJ# M.0=HQ9U"/G 0@;M+=0Q^MRX0.HNV"_'3'Q'N2Q JXV>:E?ZVL8$!LU=J0S1(
M/UP0[SC9LKR%8FXNQ>00-NDC-S5PRA$/!<'1;%Z(J"(K2IOJ>96_;88&/39;U*9)8H(B@)9Z#7:'LW%Z:2OFZ<0C:SK MXYR4UCUK09/NF-1:W#80CT0(H]$)]*?.^:B2ZK,1?'51]5^.U=X@S0:Y8*M7 MKEMP@[W:?
RY5>7YY.UYT5^ZZ:>6%0%T)DB_:[D>M^;O5I?Q7GSMI3$+-1L6' M9+LD=?'/U"I MKBYRS7?'+-*"C;3:Y!5Y+V UKIMX'2=?YP59>R3Z64R,0)%U+C;]+&\-+*PX
MS<9:EJ=EF\36+0*R'_'!"L$F,ML70'MK2[ULV(\@/Q0FDNFG47;A2TKJEG&T M)_ CL*%GVW.2W.HI"YF.9;OUBNCZ2[TOO]TW#(C[5W['}JDF/\ UDK=)*%$A MPH"&#(6,I0(9D8Q9\/\%@A78]T@1U_.
{,>7V#6#C81@>V%G_',AIS'O--+JK1 M1Y(10B)<&87)=W%$/ZHE0S=P*G [S&WK*@I?V:E1]_H7;+K@=/I[YIFK4W M+UBL7LEFF"$/+>M;[PIX-7;OG".#LT9-[-Q!)P.(:ZV?% ? GX1'U;:C+UPG
M2D[_F''LC>I+ULU3U_V!'-2 ' T#F*\P [M3WW\Z3YYT;[9HK+'$,*.-QAG[M(.1>HA>09I]G7:&C\Z9B7C]++L.PB__?LWI+0=&SXNB-A6[IH:>,=>PXQ66R#/KW]]$SDR3(_M(3SB&
{9&!CMUIDNV$$SA(P;OC:0;U/(U\? E8JA%EX%MDP'__"QF^3][:-&/Q M,]!=E:\I"!WG_B_TK[^M-X.END'0V(;8+_N7)L<:RU"*XJD53Y8']/FN.K91+ M_.L*KB*_4H+-K^H?.EXA"FG*TUGZ4?
{=V*3.W\DNR*_S1@IO>,0,KX/IJT08 M@\$$MLMS!'K?\PZ>1XMF#PPX{$OU!R3MEIS @+62E_UQJW,2*T7Q/998JL"]J MLG)F9FTY59]30*Z@'C-1B=,H2&L^8TX(H)$UP\>Y#C^2^C&VGH1_8K\X]_0I
MRZHVO/[8EXOU5A'7.2$@:0\A\I6_M2P^YK+Z1(6JU8_@KX^,D_,:)XN++28U MS9Y]R(;# V4"_8$,83!@E9%//4:2(W3@8_EH!4-*_>U,KFE,#5R/X2[WO!]+
MZE0OC:$BX3=JZLUZSD%\WK!4/^%U8)B\=Z3U(KNG/,7*4*C,%Y[S.0* ;[P^ M]9GWS"5%:ZG5;=*)US0;W;:Q>$6<,]"[(<#7K61&;>$Z1.?D<.BA;@FBI! M;@:36-
@%2Y9LJ]F__;&8;PR)C4&V=KST<<22J,CTZ&C^V^\+VML97K 5LCXT M=$C8H"M<640^AWU.P-9*QGH!_IQIHCV\R-$1Z7 FVLY/2+5^C-"Q_8)SASZI M"__'1ZH$3(.ZJ(,FL=K /-
:YZ#/[GZY51.,1';14^_V\\X=9](S$W=<6EFF] MDP:40G)S'4Q)8 P$C]4.F MU^L308*^(KBE#;.'WJ0[DDI =>TKW%K_?[07Y6FLXUI_UJ.KG_E$;.Y=D: M?8%D_+5_1;Y<@B7C0GU&H:YFBOW8%'-[L8*KFL\U.
@Y*TO&,WHUP'?9GC6& M/6T,ZEPQE_QHGNK)P9Q6#2Y;KE"0,\!5"AW\ &Q@=E,FN7_-99$8%3}}BNG+ M7&,\8C^P4/3=22_UHM4MLN\E"L1:'=W537Z4G@FSF&3CF4U32[Z)=LU%+,?U M?W@0P-_S=1%\U
*]G7PY<1@P:H76VYJ)N)TLR /7[U5FV\A1BTX?G!-36HG> M^WZK==)DP^&13!-J/2*Z'8HTG297,5_Y69Z8"NL7]W&FWB&\2>!%X6P?,F4H MX,ST#GY'[Z'U'/1JKNV'+@8.KN8[% L#MP5N5869JT>4J=7DA9'-
GP2HVK_[M)@MIMI@,CY;U#&O@^I:^UHP2J_B6Z(RXVHJFRCI2=UB@@(2_!&&A#I2>3[C M?W0;UB]AOJO+KWKX6N;7,+P!+PRPC!%!{,0!X+A!1>Y9@Z6^*:C7WFKBCR/ MKW4J]?
94\1'1=&NDB<2T^;6G\\H(,KK6[22*-I&B"$!$]IV^6D6MG@JIPQ M@C1[-E)09WT;*&HDRFU)(@"5HMDY=6J*;67:3WVU-V%LT!(7U"T=:IP2740& MTGFQ'+>M6!?\'3ER:?>HEH6CND;-
/QV10CDN=88V5N8H*J2/>>36/WF]F[_>M(V$0 Z?&]?#CP)"2%0#]OGS3L&SA(L<>HKDN[KUY+4')B]M@0?;)C-1/1 B M;S9(7SZOGP=N<7H-WX\;JD4>1(2'DOQ?-%![1T_212L20]:5/"J5+&Z?_00#
M1(_:C^\"8P##'T4PP++@_JKI:>UP^,@3^+ UMY M#&F(.?/2)G#4M=SN<7E=]I}%"4+GXL#9HG^/0/FW,F#PKVC_BO:0:/]_C.9(M(Y!7:%)'L!*: !J/_]+<@8LL1' 1 MXQ)(>)9!DKM_?
J+'G01X3Y7_@U@&H:'VZW&Q9$!:/%?CL"N51?5J/TCOI9TN M?\[""NU-4.WTU4.AW5)U+Z.UM54\ MPKD6(,35-$3VU)13)/]#$HA\'3>1?I",DE,O)A6%Z-=T5Z>"B(}D,\PY<<< MZRX\,VUOV1A)JFU"H'-
U(K4"R$AL@[EUH/67[KW3+23F,Z[=GO@_?@BH'[X< M$!1%XE-!E'>U]KAJJIFT\>3JY9\;PJS\^DOMM50'X/VN_3WNVL&2\5Z"P4+M M 7_TVLL?MRTCQW?/L23W#X]PF2"2P>,%Z\$>Q#;=UQ<(R8F,R'D8G7X*LU/+0
MZ5:-3A@PQP\"<1HK.HK,J!K2("+*C)0GFQ:H--Q)P'E] M/J1!/LO"PA&1+.YER0LK0NV0^&LYY,,XEI9*$?C0\4V<;EU]<.ZK4D(F)S2X00/H[8R@=MX\G^0%.=65%]HK70Y4!'J&>SPR_RIHJ-
,61QQ[5V'!LU*_IS47#-A,&(*V_+ M#0$$_6Y,09! 0_N&GO^UVFD<.=,S]^PDQ;B\@V_Y3#2& -YD4Y&6FRXH\C^ MTFJ!+<'75\.%YG5P@'PCL]Q^G%ZL.+P%X>-58,FPN_U{C'A=8%L_IIL0OQ M*)H/
E('R)=W3I=6*)73$\?E^@M]= MZK?OS*=&-KE1*BY.0=9MV@>50###3'F[QK%>&\78LM'42/WWNI-^4F61G]R5 MA&6WV_BYVV@\"]MCG4:YI=$)_%@2S/Y(=EZNO23MH;RTK6/E1HO=?CNHLPR5
M1DFU95XJ"E'RMHOHZM891+BZ5 VD2I%0^=' 6/R''MF749E#B8"CIAZ^5:BFH M_[@0Z[YVA#Z;[}^CG,-Y0W@) ^BFVPX.'+4N-/8-,VS7IT.-:-.ZQ7%X=GM" M[K*.18%\T9&QG.Z_VD3?TE2;8?3M0XDGB5D6O?
LNA:M,?$PBPBN22J2NLO\\>-R(HNN=67I,J MTC-4P1O?=^H0V4_FXK&8PL?!_D<Y+I,OWU\+TR"?G;I% G.!^;NKR]LL/ M5Q[M?9:/JN*A7AN1?C^V1$MX^DVRJLF0B,6Z6I@5[S[,>/AHEXC,$5ZNA&XW M-
OB7$(6[9'_VZT1_]&=IO_:EF\H@;%>,&O=%!.'FU43JUF4]DA\. U[/HG38 MK22AA%UG/^/+U M\'V6>A;/>GOJD=P]8J${;+_@WZ^FNVR?!&_$GN/CI^-NYF!WW\>RZ4AC^2N- MSV0K"FE4JW+&
[4%!+N67J^((R)R*%)''%WL$Y>KO6^@.R%GHY'F$J.#9")O:L M;S]_#ZLP"/KX%>YEH!<3?6;)DKZ.M0KV1]|TU[;>J6JKCA(%F[Z/IZ9SV2M;]G(3.'#5256).!?E[O)Z'"'OB<72G>_A-D,9- MV_SU$#!+-*F
M6@GY,:C]HKG5WV+PI>-YKM0=:/1*1%CVJ]J9HM3*Q%UMB(L-^E1^@N>/B,[F) M93:_U[JXV1JM2#=5@LM=:E*Y}]_)>2H5:N@(:A;:7V;K@T$ M6UGM\"&R4ONT0\'DG.(FMCU/!.T;IDK/#
.,SZ1M5*%IG%/GOB,*CZ=,:U53 M,:!CXF]?N5[-]D.?<_?_U3^-GY&GRV&@N*=EIHF%;^NEVI'#2:-WMFL"_RL' MM5%GHQ]BAPQ9DPTU:M)4H?_#*_J*OU>.'D$.U3T/Q'8ZJK4<;C7WFKBCR/ MKW4J]?
94\1'1=&NDB<2T^;6G\\H(,KK6[22*-I&B"$!$]IV^6D6MG@JIPQ M@C1[-E)09WT;*&HDRFU)(@"5HMDY=6J*;67:3WVU-V%LT!(7U"T=:IP2740& MTGFQ'+>M6!?\'3ER:?>HEH6CND;-
/QV10CDN=88V5N8H*J2/>>36/WF]F[_>M(V$0 Z?&]?#CP)"2%0#]OGS3L&SA(L<>HKDN[KUY+4')B]M@0?;)C-1/1 B M;S9(7SZOGP=N<7H-WX\;JD4>1(2'DOQ?-%![1T_212L20]:5/"J5+&Z?_00#
M1(_:C^\"8P##'T4PP++@_JKI:>UP^,@3^+ UMY M#&F(.?/2)G#4M=SN<7E=]I}%"4+GXL#9HG^/0/FW,F#PKVC_BO:0:/]_C.9(M(Y!7:%)'L!*: !J/_]+<@8LL1' 1 MXQ)(>)9!DKM_?
J+'G01X3Y7_@U@&H:'VZW&Q9$!:/%?CL"N51?5J/TCOI9TN M?\[""NU-4.WTU4.AW5)U+Z.UM54\ MPKD6(,35-$3VU)13)/]#$HA\'3>1?I",DE,O)A6%Z-=T5Z>"B(}D,\PY<<< MZRX\,VUOV1A)JFU"H'-
U(K4"R$AL@[EUH/67[KW3+23F,Z[=GO@_?@BH'[X< M$!1%XE-!E'>U]KAJJIFT\>3JY9\;PJS\^DOMM50'X/VN_3WNVL&2\5Z"P4+M M 7_TVLL?MRTCQW?/L23W#X]PF2"2P>,%Z\$>Q#;=UQ<(R8F,R'D8G7X*LU/+0
MZ5:-3A@PQP\"<1HK.HK,J!K2("+*C)0GFQ:H--Q)P'E] M/J1!/LO"PA&1+.YER0LK0NV0^&LYY,,XEI9*$?C0\4V<;EU]<.ZK4D(F)S2X00/H[8R@=MX\G^0%.=65%]HK70Y4!'J&>SPR_RIHJ-
,61QQ[5V'!LU*_IS47#-A,&(*V_+ M#0$$_6Y,09! 0_N&GO^UVFD<.=,S]^PDQ;B\@V_Y3#2& -YD4Y&6FRXH\C^ MTFJ!+<'75\.%YG5P@'PCL]Q^G%ZL.+P%X>-58,FPN_U{C'A=8%L_IIL0OQ M*)H/
E('R)=W3I=6*)73$\?E^@M]= MZK?OS*=&-KE1*BY.0=9MV@>50###3'F[QK%>&\78LM'42/WWNI-^4F61G]R5 MA&6WV_BYVV@\"]MCG4:YI=$)_%@2S/Y(=EZNO23MH;RTK6/E1HO=?CNHLPR5
M1DFU95XJ"E'RMHOHZM891+BZ5 VD2I%0^=' 6/R''MF749E#B8"CIAZ^5:BFH M_[@0Z[YVA#Z;[}^CG,-Y0W@) ^BFVPX.'+4N-/8-,VS7IT.-:-.ZQ7%X=GM" M[K*.18%\T9&QG.Z_VD3?TE2;8?3M0XDGB5D6O?
LNA:M,?$PBPBN22J2NLO\\>-R(HNN=67I,J MTC-4P1O?=^H0V4_FXK&8PL?!_D<Y+I,OWU\+TR"?G;I% G.!^;NKR]LL/ M5Q[M?9:/JN*A7AN1?C^V1$MX^DVRJLF0B,6Z6I@5[S[,>/AHEXC,$5ZNA&XW M-
OB7$(6[9'_VZT1_]&=IO_:EF\H@;%>,&O=%!.'FU43JUF4]DA\. U[/HG38 MK22AA%UG/^/+U M\'V6>A;/>GOJD=P]8J${;+_@WZ^FNVR?!&_$GN/CI^-NYF!WW\>RZ4AC^2N- MSV0K"FE4JW+&
[4%!+N67J^((R)R*%)''%WL$Y>KO6^@.R%GHY'F$J.#9")O:L M;S]_#ZLP"/KX%>YEH!<3?6;)DKZ.M0KV1]|TU[;>J6JKCA(%F[Z/IZ9SV2M;]G(3.'#5256).!?E[O)Z'"'OB<72G>_A-D,9- MV_SU$#!+-*F
M6@GY,:C]HKG5WV+PI>-YKM0=:/1*1%CVJ]J9HM3*Q%UMB(L-^E1^@N>/B,[F) M93:_U[JXV1JM2#=5@LM=:E*Y}]_)>2H5:N@(:A;:7V;K@T$ M6UGM\"&R4ONT0\'DG.(FMCU/!.T;IDK/#
.,SZ1M5*%IG%/GOB,*CZ=,:U53 M,:!CXF]?N5[-]D.?<_?_U3^-GY&GRV&@N*=EIHF%;^NEVI'#2:-WMFL"_RL' MM5%GHQ]BAPQ9DPTU:M)4H?_#*_J*OU>.'D$.U3T/Q'8ZJK4<;C7WFKBCR/ MKW4J]?
M4%ASZ/]AN\0XWL)MX\#;*H/.TR<1WV9YRZ%A9^P:,'Y+UUSCPY[DZ;]+^_%- MP4WJ59GG&-$=MVG;K=#E=<\/GS=RDJQ>/^&))JX=FABG#X^?#)9,+TA2RVWJ% MT@[F>_('/NL!$TW)QXG=E]G^F-WO;
{23T^\4YJN#2[P"=&9$:ELZ{ZXZ$GYF MTF1/7/LJ9%NL'%K>8[Y$/BWU-^Y88AA3;0-G+W92WI__5@@P3<]2W0('K69^ M,B* 6J'FV<1'A<]K,X=LEKB09@WNE0&*!WS M3]K*I>.62?1SAH#UM:S?0HMH&
S0NCI479TF*%BX%8N,1,U!U="7_(}TL"\B[M*9)2%*9VN"I20/_EZ)ZTSHRY5'4I)2@.E0R:; "/_>/9;K5Z>GC.*+B4+P MR.@\0@V6G"QT"$M_1U1T1U'7D5;7\7%%4 YN*.ZUO[+K$C?1L?:8F_6&6E1W'
M$9F!G7^^:DD\A3_J0@0Y==06L2YXX)-[M&MV1$&;}=27CV-V23KQ^N5)Z(__ MM[O/6#WY?S!.*GL^3'"+C;,+!4]1YLD6>I7TD%CT_DIDGEVP065KB'7*E5'7 M10/$ZGDA09X_#P-N]I$?3@+
[8NIAP!D$^VX%!L2XL*RU&BLW)W#J'U3UFA7* MVGLZDR3!,]$LE(=,(@;9?%P2G]I,GF#Q4L?QFU1$S"?X'(&W&J VP] *>/X= M&)\-Y3\\.D':V* $];QYX. :$"R(NHK+9!&MO8=2X0$6W':>U?7;*]6H5=-E M
R5V=LB2-8V=>0*ZF5A!)+ +]6]V%'1L]N[KSMQ6K((!C[Z2,"!@']H&)_+ M6"ZER>>CT;U0_ED.M;0[?=`6:DM?GVP^*JUI;GCO;4^=;IGS/%_\Y47-G9BX MCX=+LKMQC8>W.QA.PS{J
A<1KZWFB\,'-41/PYYY.W6\ZKNX>HV\W=Af4U_ MV*BSQ6S:^DB M@$#.KSQT_*\2B"3Y\H,*K:A"50[AR]{Q4M+25LYU$1U<8 M$28NEV' ?_/#8S//A10G/L8<#]1TU]R:T >H/ M$4AM>S=FE){Z
933M7V3;C'<.@F_O9,)'1UY!]A=JO$1X@R7DP ?K.'_\&1O MJKB>UVU)8(DPK0V;(&=S/$KZDFSWWARWC'0RQ.5+!@(\F,B(;ZED46(: M9PZ_7LGBQY1X=:M.N<5HJ#2FT\4%&GN&R\,-F5H0KC5
M:"@5]0'%!DPH4IT8?04]Z"W'P("K;M/6A(;C2"/B0 (_\?:*>M(RM3W(WR>]#X\I1!7K^E33!H3]IS7EDC]]/[NLCBJ$'D67:T\V3%>5F_(;2&G\1SED<8 MA17BZQZ[IH7LA//"H&W#FG8$8_JOS.6>3K"OXF:$_9
MWT&@7"9GQT(905"B=\{3.L$3:CD?Q+>/[*$52+:07 W,5;(G$QI1+Q>,#B1L\7<.L2$;J$2W28-!%#FIX;W*20PH/.N>1C_ M9XJVJ8P<5H!!S)[HY1$^_E+SJN"AVYO)E7"UQO>8!=UVS:E<>/?]Y,"_Z]N. M.?
YS%0S=G630+QF[BM. $ #T(68+%4B!!H,>9^@=<4'$6W#4H M7F??IXeBJK!W#;VY55^M-1E]_MF7K^L2M+]>7,/;DSV=F?1){XN7I%9Y,GOF MF0FJ7RP8XKA{VKVD HVI61++5LA$1GU4S1G#T.22=L2+
<:=UIBF^G^0*DH ! M0A,MKHHS?C)SK>#U03<&=860&'01;6PBNCKT[DE5AX M:B4YN(6SQ7F^)V*;-2((X>*BG'!3O@L@[T+5D; MN9)(XYCK%*05B)1G^'Y];OF)CQ:W#G6>>[/!"6 B*8^ M6A;1&AEMS[%E1
MT8);:BZG/D$C.A7H0S/-VV5WE$!}-E5?X4C&* [0=W69%M>:>OY_,TQY]=B MI%F1IRS%#*YUT)]$G> Y9#:H2K%S"N,SHE=BS.GLI;L4 M-
^5T+SC=D=\A4#+ML81#+Z8NQ5A:&JN25AO"NT&8>$57\2U3&[X0AVSVHJQ! MT>\4#,TJ=3L?=A:6Y72D^#9)@Q_)0N)L6 E%U5?M7B99-LGA;%A$R^TTNOY^ M?2U)HUC;)_D62K.X4E=;JHQ>E, ?
K*Y_U5F^,&3;0@KS8'._"UW:\S3*6MLM\ M/"#MNZK8QCXGGQ?'VMV#WFO*6$?[:DW:4>KM882XGPMP$J*.$_Q;K$^COEYL MQ:+\,!TDDP]U#)MF3C>Y*ML(<1D?>T2] R7WKDY'YMWL[O'=>^1
M]&0Z[K)G8F'1NC[L@>9+BFEE(*7?T>B^KIY'N7?^3AW!G =82(^C28W:F.0LR4Z^"X&'0$3WLNN58F.V-<1O"*1N43!?X M&RFWH>?*:GL,6NDNS47;=6:K6?U@\2?Q;\1!:S#J=19SWV_S8N?XM'W#UB1
M=2Q^4XG>G$.6V#=>R8G'AZ?8?4T^86\J_NP[#F[$LG6%V"*-'C5K_?5

MU\C2U%*NE\/A"=C5U:,N/Y>, HZ-D">:/JI&X&$ KY#8&;/@4Q>EA2(!*&5D M.Y(QJ"G-Z"22>DG^3,4\0.L+#/!6D5A:W-]^D%)IGG @6=:L2?VE)< D8J&R M_R!0WERI>5R3+JZAW!2:U#H _(KPTHTK$8Z155"17I%R7R4JOM$?<6 M7E$%LZ*M90&^\Q]92.+4]J]!TR=>W-T>DZ@F8P9:Q80QPGSOQ6Q3Q<&C5RA??J&8%P)?,6PNY MIW?N:R6<2#T^(91BFG;8[MFV6G(TJP")5J.&>+3HVW M9_0\!G>) [E2&I@NN>G=70TT"7^:;2?W6C1TX=):('Qf_#.5I%4"<_=2Z++J @K57OH M$N*Q:1,("??)"?RPVH^\5#HN@;/]=-CK)"T9I'G+L\ SM M5-FD038: D>7M[9[[<%">M;+Z'9;:"+SLQ1K,N10WR+0L&SB$TL(X8HSWQZO MC$P8^M&/SW&AOCW7[>'PGQ)=*XCCUJ($VS+N,5?=/]4I*8KIZ/'UOAN"2X MH9:?)".K2R0Z36^LRM)E>=:K1?DQ&T[>WA1Q];Q9J3N!TWOS N'S/X;Z_7!" S.&8!YMZH)GF*6DF[N!!>66UWU-^^ M(D^N\P3/=]>5Q=,0%}&N>GL&L)553V-.LA7UPP1D?AA[?/@[?99*1IJQR\G MX=2A6L;ID{]US"^S8.I%K4" M6Q#AJSUUY4O-UMBUJ5()3HE7 QV4^=RI W4GX-X>5=84CPI#0]DV=$%2;.K+ MVQ=S52.A*Y\V^*J))HG7AP6(!#8>35L:5BOLY["U;B ;LR'[(,6TQBGEM45Q M-<6\YJH[CEMU@VY:NN)&N/!(A;^+(0]0A=]U=Y.>5VS-T?0UY7,6/(;08)B MVZG@W-VX$D,1%A$G5F>>WC Y!1.DZ-F! PSH MFS?Z-(X9:_Y,Z/T"D&!E\)(I)M6PL@I];Z MK[7RW4HZKO=KDT9>;TE+'FO*)1S[@ D& MS/H$KQ^ B/M6[ZHG13+SF>E"NI;3OK'=QLU#9G-*6J%\7\9*^OXVU2>V*)-Q M@XB1AZ,KZ08WEA!Z2'L3*6OL=(,YP MZ9 B21B,,S[KE:GC5ZJJFE?1QT9 5QGJQ_U9 B6LF[92T'%0LY(B_IS;\0W>0 MY*"A7;JI%:UC\N^449.ZD:K6&82N^N@X&'BW4N1Q];CEUZW-A;#U%MB*$8RT"!?-8W M*9EQ\B5+?TY(&\=)?V@M!^%^O+6>"-VF'^'GA]\IS?RU_JXKH\BZ7N++D#G[MZD'AUUB[YK0)*@P4'ZI29<[G>7%1R[^*GLP2N-0]N!{UMT_F&0-8R$0/C CD M3+8TJKU_GBQ8[*?B9[1;?C;Z]+QG32X0]% (>/3:ZH-9&+1+87#NA3\VW9G?@ M8# _*]YH]*J/#I*>Q'\H!@,9M0"-M8^[=E-B89?.=X'>#-&SA![+A[T?ST1?; MQ/VU;@UYO8!+Y36RHK(\>\L=1*Y,;XM%)O-5/\U[CV="9!EM-75&")-V[BR* M#67EZ7:YUS@W$S.[F9!-,[OKLN\4R9/T7_Y4R]>7-ZMA]RZMS,]X:38H:$K\H:N-?+LG7U$$JUZ/:,RWV'6;N88GG*-YLF?^BW7/__MD-0!8B+^E]$D[GAP4,JH<]#)532O(;NJ9J?+7HN[P:;*)%&YR_4# _/*=E MC0,MW)5_\;3\GI_Y5OL;8V_L384Z_7P7A_X51\'",DLJ1'PGLARJX6#OEI MAW-1O7GU2;I3AT-5;-+8Q1-_2? CXQ=QYX6['-Z.1?U^YZ*]9[HO#M8A#" M6I45\8BFP#@W[DM=@GFM&$[1$@JU5MG"JR*ZD[ILUC!Y\YCT-JCH_D;U+7Z) MB\QW,K#K[/#>:[*%1H1EN[8YTJO*??^?N/' >K*'STH@O+KJ.^-S/#A)BQ!0U_M_>&*E6DSCP!&F1)O"37V@\Z7,//35RPL\N_/? [JD>[MBYHUAFP77*3:\VPO M',"]#&1>:V.[SA?'N!=I\U]U*->Z-MA)0$BT_/)4&/]&1(#GDSU"V"*R:L\ M*[.(Q7%T8:=",V,2F$40@Q];::E2I,G3GF\R\L{2Z(Y^YOQV9?/1./5N"3_-, M/+\/_+ESVP,VCQDA- .JN:4B6M[.WAP%(>1%V,N]8XOM6=^XN>QFATC]3*7(3 M#8C8"ZP(!%8,(ZE59]5B0^)[W_DG/*%_Q?**L/_AG):$4FZ^8*P/KW48RXE_MTJY,D]1Z188TM4:.:\,R,>C6BP?1DH0[MNC_8_GHYV;P)!F3JMA_/ED(,)64&VDNG#MPOVZBJ8U9TCB;PL%WH<&7F]011 M50!?AL2N3$&]TI3KJSBMJW-E4+?=[12;:X)OR8J {X&^O#U1PMDP@+WZSPO8 MOX_:MR&.=Y=6WN[T1[\A]-9V;_I=7\S09C Q._Z58AAP=3!^*5Q^"5]ZU3!>]BU?K50O57>XY!CVJESKXQMJ?CVCPZV!C M'?OHEF+ZPE":%56$#6^HBB:.JVH#Y[Q8O9(K9C34KMRA9G^@G.?N$YL#C6"L_M5:8M=0\HJ.3:]3)\IF9@.M.GCUR+,(Y7)8E=%-IY7](53R ;FVW/+>Z3]M22[W-8A)0#8JQ\'4-750/Y&LBVU<\2CX/Y\B)0,_M_.A'F>\EU7VRJ>^F,$C)05/(1N-)"U7>784!&?(PP"_R,X8Z1"AU%NJ\'T'4=5S&9R-/_M2MG9M7^X20X$H@Z@@:,,,,,"/?O6? >B1SV4NOP+_;QE7WP@"1Q,<;?#H\C+A_ M!J)\'_[HS?!PRJS "!>%8=7S@SFQLRLXU8/)ZG_[F?I/88)#SLZ"CU9+_:!U M"QGBNO+DE BYSG/*NHN M=_M46/0'95W?0@E:+5;3L;:UIFEQYO7+UO?ZJ^)+_?=9L;Z] [=-&28L MHA) .NXKRB>;*?4:^C84;!A+76RF MAN7Y%R\07P@/'M.*]XI$PX"?J9"3E ^UY20VSV;>U"U%R*8+IU?VB,[?8MDN MM@C>B7KYOOUD#D7JF4L?)'8J&({PA8/4.+Q:&&12NLG9(',21W-3%^%"95M< MG73=^UWM2W0'MKO03MNK.?RQ_Z!Y5>H]Z8EE$ZI\,,>O5%4B8>PMW MT;FO7MP;-SL -4;WLX0ZAFW&6+;8JX_Y[W"@FL6]%XF\)>QHQ^51(=>% 5GR ME[Z_9[AFAP(L;GTB;[;[U'PV +Z/7S!Z,"Z5EE(UA8K67" MG9'C?'9I;H\ DZPRP_01#%+4*\(GQA5+,;/5[N9@7F]NKJHTNTT0*9_7,H M+Z:,X^34?]?]&W)USP8#X)\&S]ZG$3ON,-1L:,0[?FI< '3/=0PW->5)?0LZ MM)#'KW\4?<33C=TYM!IQ-0XW)>9? RL"NI1..!PR^Y>NKZS_/+&U362)A0&CK MBOM3@0>GR2\TAP%1RX\ZX.!02W=T6]:A+6^YM%.ST.0!-?=?0B? QC,;IW MO6>L1L^I_=%0?JV_A 0#LB/G+Z;P?6+)P/'F?1I_5\.'/_=06.ZZ1IEJ}!4 M$3HFC5Y=8].[I A<=']N2).J-%64-/S?MS.FFD0'JZ5+U7D4B63F 4*17*(V M1!SV#MG7MA'Y\S/#3K_0''^%MF,JI9>,XIUV<^,G,,5GJ1*V 'VE;65]D#/VZ MN A%XO%IY0C>' MLK9B%T:X*0V_`BX\K.:.08- 3)/oW[*I"RG6H)C1V^(/ !KFCBXJN4 MR^3G_ 4SJO.R#5?F*.+;9R2,R7?E<54E]BA##:PAG%X1D1XEJF:A7]9919U!NC5/GF\K)B/8.3+T7,}0,E_MR2@5^B9X6XU5*BLG[=D+4A70[O*]? X2:QVNAWFCR$XM=[%;O^+CWKALJVI5S MRY.%?MH;0-&XAK?YTH8UEB=/8_LOGBEY ^W[4A@0AW0QL8H/GA MX$!9?5FYYOV5Y)E?(XB240!#0?WC.YJ({[*FJ&';Y2G\<&U?8[&Z>EDAL[[MA^]FT)+AU3M#L5E2J9KZ^N8/R)&SN0M:GF3I2XTBB5,3UQK=^ZLC2';U)3\G M>'8'HD*MB38KA-& LP>04M0AR64AJ]N#3V>9[A$]QZ:1;E(`8VE@V5?E"S>JUZN?/L)-&?^@@S!3HA2M#..SNQ=^9Y1L-HQ\TI: 5!YM_ M=6/XH.CT(L-WQJ8-;0QI\)L=WJN4$;VE>;7!00N#E@"FIM[RNQ>75@V1_U+:0HR7A@_%QX?IAW=-GB\MC0L0E,@0=BW7//_M>%V%[;^"J3HX6,T#5]0;+);,G@4\([@ALXV-D ML+,59QR#'C-2;7 J1+DL1)\8;SHVC%XMYC:4KI>"1/,M$H*"2 HN3\/FB(M$Y$OW/#5:H[#W"7$&26KP^%2{7,6NBVF_(5EU2FB^LPXY$)9 ?1,K6K:LZ'6 MG%.1BUE.DI@JR8N(=QKBD)B]>TLMUV1'89PZG^MA.D)UP>K-F >W;=-?6JV M7/''8I;4Z] UJ545A#VA8IQM68H!;A@@2AI\XW[/N,>0W76@=?U3A%-X)X/D M=&L:Z)FL9T&N$ZfU.R[>UTMNJ9K1&[GH/1^Y=O5T'/"X=2M.5&&;.C4P:);G M*362-10FW+/I^Y:_L'? [A8^/D<0Z#3TQ2&"0]M:TS@%0;9,-]]55_D&D%W+% M_\'<6T;%M04)HTT@0' ((@2">W"78,&"NSN-NVMPAZ#!W1MW"<^/NWK@T M\N&^7ES9[ZY\^:M];ZUWH];W;MWV=Z[SZFJKS]@S#DK+$ M?C]C/,1+,VWM1ZM*?]RDE.V(0@C{[?E=0&Q8Z>.6*=NU#0O"L]IR. M9<]HQX7]&M=,T-A'GF\N)E@V@)2)5/"DA%_YCP5#N[#F<9Z!&6M//.[+%1G6 MX;K515>>8Y%07*E>4;&CWF%;G2&]"7G EGN32;E5A M,V*[6J$0*.YL:T/ZEB-!;H.C2OOQ%:#0U #9W5EB"BE.$!ON_C6Z9NIDB'J" MID)U?:K^X4*RL6A9W+T<6#[BG _<4+]=QA? L#U M=2!_99E6XN=EG.JCBAGD-DF #GO)ASD"IDF-X6<]G*XE&$ M01&C*^_'9/YDJ/4_E;(=!EGKE+0@JBOI>S#-5+)*$_G])42QN"'L;-3 M^SC3AI.^2TK<-FN8R$2ZK).XR,ED?"WC)(87-[(C^2T6V?M6)?*@@W_K5+[* MO*&UMA6L#7[4$6[6_G#JJA)PNGP<>; /"0UT)OD]4BPVXDJ;H6N*M5WP!AUA MQ;C!Y5EH1K965EYHE:EJ&\`&DI5.#VWTON_-HS_:\E%*4Z5/0'M%/FW'.5N) MWL+\CY3PKX U2[2656N,WR>)F UXVRMW(#UYV"_B M-LJ_,,')"9,DW4>K5ZUAK<-/1\C=2)8:35:VKB6?)PMCZ %?DLT%XD7A+(XE M)K4RWS:'NYYCT&OJ6S\[SC]0MR"J\/BAD=/GOF2>7C:(_JQ8UBH, MCQS@\$:!N.9RGA)2#EYK#3S]>G7$>,ILTS+^7OUS#?J,Y$O(1(6OGG-%>:FD. M*RF/$N3"KZ4?R\22#1 Q]LY\/Z;I2R1WN>Y;* (KR"K"RB7NP1G//\(6.&MU^ M^=#+^/(14NGV:-950I&QC=O,^(9U@7<'1_GV(HM8+? TLPYH7:'3WS3A "(UX\$;WA?-ZOW=H.ZE''*=)^$CN M8_B)PE7.U;D!E]Z2C%&IM@5[D3@#0+9=%?@/;? KH%5R@WM1Y-[1^(FWO E;L-6E\ MM6BJF:G,/-QR3V#7TB5H\GI@_+'4^YX^(:05 4K0QYWJL+31^\1N35-[[10J M)WHQF3TWTU\S)2"+VMF>]'905;!MMARO0216?T*70T?!/$&]F/5^_<-@6%N'* MMA0-E8G..U S7A#0UT0HJ[5//BRQ#"(TYTM-;60+*UJ50CC8M[V1JWO']*;>G MK0=*< K:DB_TLN-4S5R;EKX47G-C]"0)L/5-6?K48Z0L+@'^M&].WC)&2I'L M(;\A*#W(*[P^0)9R4FR0 Q\C9+Y\X=J5'[3F+B5M_&"P)L4P3#([3)6V]DL, MV:38NI,2"R-A%HV>F-(V-+-A-H,A?6O-,$/SJ2?.C,IN0Y7T>A$ECD&@/3K6 M0=:0,$?W\>8)6 &^JIXN9:SDB+(=-\^EKX0=6JS*1KX6*6W/? M7JVR/'ZLDT!^NX1"[_[^J6(\EHNUX<$F9\W55U]MVLIT[*]%:VR&2OT\^54 MD<[6PC 7DDC+0#A42H=-^W;Y0MI&N-,R.;R-*-4]E:V?6T*^](^RJ78;/!"!.X>\,\?!/8[L:/PULKM@5N+\"T'@F M* [QUM -#5_P& M/^T*^YYG'7Z(;C&>PG$ME-9T9FNO5;4Z, P[6\BMH'R2M M0$/75@V1 *U'XC'E;LJ. W+ADMU%D4.:(4N1).P0'*DFL_R2L<3(XE-7Q) MS-W(.FIE)_< ET>N!0 ET8'_! <02=@XZREI+X_6SD54[P.J)0 XY'40]7] ;(K9L3 M^HU0[#9T+;AS"$W>B)>F=@JQ004J PIXNF=Y?B';E%KZ*R&GQ_\<\@I :I

!\ZK7A)2F!U#XF;YP0A^13=;C?T6N=H_1(Q9F-TS42 M)E7XM4R N;A +H0=SBIT.'/K253Q.I' %"FEONCDNW>"W1U][B.PIFIIK0W@ M^+1D5@,/>,*>WPMQ*Y/=NEA;>RK5!MU'&&9]>!@5&/#F# <6YMU+VZ9:)OP!"0>6CD7&W3X-[D _M%WSM$ _T\RQ]CRT72[L \T1B)J3<&4@+(K]OAWTG:))L#Y;@URR$FM?>_^D? M[H8 G@[:TCH'GH+VTI(#>]C@M]8>D+>\OP-/N$?I6\G=C=7NF1@%P;>Z*YT5 MV7? 7'QY9M5$CW&XO7O:C] H0 6V+QYO9!R_(B1+^@-?M>B<[DDV^2QQ'JA@Z M0.AW]FV<$MFHOR@Q%!F>3*N-".9XR+/KF M%HCY<'&\I1>-5P#:*T 0X]#:.6@0>_B9V>1A5H%KA>G3!KH,Y=)5[V"$-5LL MV.(-)X3*!"4G+JNPZ4$LE+9[R=+Z H*W+^9=F@3)7(6VA4E"MS'CEC>P2!*1 M*$'*_T-4GWNlEZP"5P!8PBXNEX=&6Y?$E\'08<@4 QA?-RD12P-99?0+Z*% 7 M&8WB]7M=2#Y,"?A7U- -^HG*3^OTF4Q#%=L6X M+'H_^TOH%FIYC>H:J0B^H?>QS:B!?&:9U'@9G+Q7@'44][J9TE0JIXB;X09: MG# G[Z49ZCTEAC,L5NA_T#"I>>;[2]G.Y/R.%Q>TK;*>HFO 9N+Y!DYK4T-4 M7KW%A_+>L3:WXSSN^ZSJWZ;^Q:\UJ%$9'ZD ML HL6!M'MUI]AOV4VGB9T(N78)$C*J,"LX_?NI&%XQ%JI%7 MOS<'7&'*Y4K<]-J$+%%.PI\LR2E.\L'-_'"G\X@]W" EN=6- 7!KS[=O;I=B M%(DX*K*OFGC'?$O_"CS(85XB3/*2;BB/2* QH(Y"S)['YJ\W!BM8C-P^3'BE M2SX7=.NPDOKY%I#X*TD@VZE8]M/2F310!_%,,Q[MR+ \79B"2 5(&I-?-7-O M"F+/G^VW+#]>MV<$6,E&:M:8_^#[4WIFL:Q!.?:6T8]((K9$MZ8; M=%J /O.TQQKK]?G$^PF\:C3''1IH;.? _FL>^QVO_Y6-.W1+N/UL@3\9T%IJ M DLRZ7M1F;=2\EBZ?AUP<@\3J6U!;0+6GfRH*,D5]_6;GG&C@M^% E440NZL MR?Z-^$D"'NC/)?/"1?V-_JY9P-.1 Y_ -Y]@!VJ*;^M]XM_UNO#P&H),N.74B;T3JX3JJ1H(RI*J!'' <1P5W_ M-5E_AC81V+4S=86.% M-]00;)*"09]M#481%LOZM5DUF'11D$@+X2&\/O59TUN>\;ZG3S>YRU2[)Y8 M1S1E:[M-$7(E$LF3-2"]02L P)/0]R9""37]7; VAJKR)I-L3O9PD_E++]CG=5%+R$VW M % 4E'XP+[=;:&E/(-K)/@ "2*#'*7K=0;$PX2,PE#D:"2$=&$ITR&;F?DJQ MH230L3#H(PPGI8C=&A,8NP)\0'2!5ZYIFRY368BNV?YXQ-VZX+- ^G"YFZG\.#,,$+FD&C?0I:F*N%\'$ M1CQOD4W3J\EK$@"I9C40[9B9!NR^U3I3W:8@7BC*N8-#5A2P=!^@[OOZ1:9 M29?DLO$(.AA6O0+R0ARXR"+'^@ M<%@ WE= +#)2'@ZNACY"DCI=#9\#==(SRL-*; M/LQ +P#&@B@M)Q$]2APQ!6 0 BYA@@^5?D_)8-Y?Z$ 5/JA\%SKW4'I07N^ MX&,L;T"B*FB."RNA^"(C%3J.JRBT M}^]],6B?!!]#\>5QH9?&E^Z&J 82.;[$(:<}1J&OQ)TO&&@_@:":ZJ_P +9I MME30MT@I!/--"OZ? BOP#\.=KGW)_>0:>M8+@:T3IX? @'!F^@:9ZL'J_R2M0 M:OKBMP*^)'IQX050JV_[AF9HH<.DK4.6$*!9YE BMIJ!YR@@W2MM%?JPZ %A MH%2[!0171"I/X/WR9XP5<6&&C=^\%3<16X%0[W> YYB>8"I M2#V.W%J07M#01_27:\ ]P,0AWBM9KIX3T]%<=[,ZZ<#C5B."#:]$Z5 MH:%/6/GM.[Q&'=&45KPM9EC0:0XQZGX*+\/]!&].\IH57@VIZ^ZM'9YE$H. M:;%ZS_GU5LCTZK_W/IJNW])W*D:J RYR#^>+/&6<.7)E6 T42/45.Y>.VCR M>J-#XQ-M=&R\HLSL.B:)@$H1501?K:/NR>(R3U;.0L#@'M4L?*1[*+A/5>D,:8J2 M(+7&A*9\@QT,JR&A"6D'B-:'/G"4.N*(M!Z^S(RX G"C)I?_.R:RPF_W YK" MIMLA.LJ&@GLTWK3\"D_0N2Q<;9-54F >^01%"T%RZS MH!*G^OJOI*K" R+\G7Y9NGQ$*Z?SD/ Y*C?<2"<6H06\PA_7GT7H[I?:&-)>MZ-1'>K$X M^I?>,8=ACVGF@-P4R:/SDTQ[1MLLL4[W- XTL:76;'D_(!HN\+0 Y=-AKL&7*"C!5BBI9B0^D09)E@:& M=C\Q2\-"YMR6#'G^G=90(2Q$?V_D^7>%C75]5VK>EK-_/"_?{OI>>K_SDR45 MUHY>/3)-=U3PH9]KL'+0-(CGU]-'E1&%YR6 2?\=24JV%}\+_]#K?IY195L M*,6>6F(E[$)N)1)K0OFA!MGBQ0'Q>$D,T\Y/[Y=^Q7 4CTOK=>O2,76 M[X^JUKG[FGMBW\>9Y^XYPHHNM'(Z2NQA>:K,22./C?/_"L6*H]X9RSG=KI-MF)3]2$U#@3]7I$1;~ L_\8TNPC#0P<]4M,>AGI9M_C9SNQS>U=B4-GQ-HF>C- M0$=J$C%NCWP?17S2:10%7,$KW&>T"M^#H9FT.*.+.+M)1K)PC].2AA"LT'!2 M"RO@P7*=7QJR!\DYE?L1[?+C9CB5,)!%(VO*ESQ)EH9;[- ZX)&>8EG"@]31+ M#0VO9L:4&^]PHA[BE[T:J;6_KHN=UXY$MG*CUS=Z9?K4_R-]Z/L%7H6[5V M;I6$/0U42 >0<3VCM7#I#^HIZ3N+RJUIJ8E5;W$ MY>;203T$J^>L%',[/3^ M89E $,VI:=75/0Y+%NK"JRK,4[Z_PN6'T]I50LDP=:W_A-*)=#4%;'$V_ER.."J(H4S&-=[3DBB+>%!EXIBB>U8 S$YDX MH'0(&-X7OTC>?D08SU6E7-_[\BRB2X2NLD^:-6^YRB&5!MH;,_#9 XLTT+)_ M)YHTVT<94%%"&6[017M02/(EO!ECZPF5P;X-}I!^LSV)"#0P3UX'1U.E>%MJF MLX!G79[0?->UCE=V/Z7TY1;&]}PNZ MRX<I2+3!.?!0238$W;>G2C*2?QXUDJTXM>5E1(?ZTQVV M5V7F8EDT"TPS? VIUYW.?.8[9>VI+^^7%9K9M=(PH<-I'CI[V_30]TV[_;T8G04+OA*J">#J\ %F'T0CY"?QJY MX3T$YY:+0C#C'1 DPPW8VA?D7AC"?ZGLWQRWU\G;N02'3:'"3D10W#4WX\DR MMV7&KEESNX&R1TMB$SZXC'#B.]+50@YZ^'"Q]LD\/I+,M=MXR.[D3);}5X,X MC\?4OC-W]OFA9;&K?=.$=^PMK,V!EQV59-LV0=X<". [?M:KS;+;ZS?UR=+WD M(:N\"SB0VV>@P0+>417+13$\YWD@T- 7;_IYEHNBZ>URV@QEPZ0>[JG^<,#7/ M^/U?$S8ICR A=ZU'$KU=UI@B>^/C7H#P:+\NGA1F(@33VN=V@&-G7"8>[NR[7=SW?Q/N1[";/Z^9'6,'>LWWT;*RQ4O>'M25FE1&KQT/"C?@> M^/7KC%]F*12U#&R9S'S8V-}$<*>[!LOO9;2'B:F_V(E#P5;!1T>,DH:FZ M;C,B!MWM4]K+J#'X/LFAB[&_'>.U8X&5=5+(-RQ&LJ=VT.QXZG3RZG>_FCV, M]#2!;? 0OT:'0M)>B7RJ"7(#W^N;'_:_6_6Q;F&GS^W,D=)_^GBEJ(Y(}ZNE84]0**G\A739\KH M7*9IPO-'^?[\&:LGFOWNA[8M5R.X[%-#FM4AQQ3P^CV+%J>W-NH(WY=,D17 M.? DQQ3R]H."R.&[^$**- D$(;PG%_J6@VQ]LBE1\#FCV1V^=@EC))''46K/0^ MD*M90XKO8'W=/#7F<1N=??:D/_%X&YE*\WX'4G/^'L%8!H>GS#(>]> MM_-/3>-WLOVB7BQ=JN6^MB^>J.\5MG)H*U860PG_K\Z^.BJJZ-M_R}%4)!RD M1%%I"AIO<0&!(''9$&:IBZ.UG.D2D0T 89AA0%I:I+[AY;.W CJOK=>O.76 M!X^JUKG[FGMBW\>9Y^XYPHHNM'(Z2NQA>:K,22./C?/_"L6*H]X9RSG=KI-MF)3]2$U#@3]7I$1;~ L_\8TNPC#0P<]4M,>AGI9M_C9SNQS>U=B4-GQ-HF>C- M0$=J$C%NCWP?17S2:10%7,$KW&>T"M^#H9FT.*.+.+M)1K)PC].

@63P6AH31I7,#@Z?1<(TNP@6SS-Y_Q0WZ$KTPE"5_L-$M_VS|)KLC_MFA]0N"6:8Z(CMVC000EM,02E6Q#-'':_W_9C%(G.$$2J^W\8@,A+AS<$;5#B:_MT!U?+J"J7'VC*]>@2,M%PV54'@EFS&-%Q3V@'A?D',/T-M2YSD_(/Z'9'-ZB_M"=%L-1]^@#F8;V(%J%X_?X82-;I3'A8*\ZJ><>OD.Y2'N,OOH9$BYD^/=)-7}5^2\3_L!#*9\Q60EY84L1M)0A_M8*C^BQF"B0CE#-]?.4.+%*:S>A6=[BTB*4,;ZT$!NX6"3R'AT3[A<6A38T@6M.8{VR!&!S$:K1AM=8)ZDY-_DI6QE[2HA/9)E-7R)7E+4%D9.%S__M\K(5{4%F#C*S]HKUEY4TS:H=_+*.X'?KMALDR--6"*Y(E).*00H*RBB])WRI_MJ7IA:CXX[=I*$^8.8Z5_X-*-E5WK)N(*?FEN.!9ZT7=3J-&9\L%0!76ICY_9]PNV!'$F93V16@LV:A"N_0!WN4+_2C6Z3_MPLX)UED_1;EI79ZI6)+\^U_11HT=10)75:X!Z2QC6L&MY>!.J0A/JGV(6;!& M%&(6/.4L=/%9>HM@^'Y;-]XP64GF,"GV>,N6)G&CXF2L_F,7X%2$P(40N*_Q_MOI^40D@#>$1<2-_RQI7K,=^:<0?K7N'7"_XT_SJ,.JB3JU=\K0VF]83!KE^?6L_M2JO4O#!UP['0.^@*&7]83@BI"'"$(:0BA%3@#*E0D0>/[6PQ@M\@#,*%RC:]_M$:,15C>5$_QWW!I[#!-&LG\VZVY?-+4/03MH@W9>JFN>+B(JBXMJ[YK2-75_MS&S6<&DOB[6A).I6#DCXR,_3)\:23XQSJKE,2M.+#0)J3>C6K.:,_M9"UT6I1+MZ/0@&&ENN$^9C7GV"*91K_#0VS>$<7F(0Q5PQ.09>6)1;=/X>H6_MYJV4.Y(EPIHIQV)YYJ-$&=HC2C$&7J*,VSM/_,69/C+A%95BR=%]&Q?%:FY_M=_^!A+KGAM#!$#IXU$%'XL7*:[;B4U8*$6:M=7=KVWJENBZ.?A\];ZZ(T_96_MZ!L/3+_M(>_CU/4-/G%T0(!'V<$*+:C8[2.1,[X39B5HK3)#N%NA(_'!V+0._MJ\-W=!%@^Z>$?PBSJW:0&<9>+N_Z=LG%J;8?QFUY3TG:#2L6+]8R0$3>.PM:PTFS&'K*%>+7Z1KHJ)R\E09Z](J!Q2X#:CH-:]_8O_15WMM53Q.V%SP;078H^D2JJ-;<=!K?\YWIY[^[0HMINQK5>;UC2.I8:9W*8T$+"-N2%P'=CL&+(-:VP^)6[^0I_'7_M0+L-C>5>/-\.QML>PR*PN94%WG583'*&[3;,88_Q(AAVMV_$G_/ZM_<*L%?PMZMMYJJ*4B#/ZD6OE^42:TTU!;8,_$&T'N%AS]1UYC%]G55*;L9U;,NZ?&(B,_MGW9NR=_D?ZM;NRBM,P*P5K+&NX,R?&D+CI8#5#W&9HUBY,^&%_M%0G54NTH^G'@K7V\.(6>CP98%VX*\T#YY2A0]&.OOH(#$\FN(7+$Q7'-.0!_M5!QX;HY9=C<#C(]+%4^!+T]]\\$05,C0#']&(=K0%&UL[R?W%G7_MV^1A4\)C(AH_T*0$5#/[CB2'/#\'#[R]XV,)I"Z[M$V[[";?]M*;\=,>=_MX&%6=IT'">ZI:M#(HC,+NFVLUOT"$$]5@@NY!E*KN@C22ZS(LKF5_A0TSPG_M17ZRKJT+LJ"E9J>T& $+PAUUTIJBY6TM1SE^I{/R]!#L_YT_M/-JJKU]4/$J(-3+*U6K#W(9&]!_^CB(\^KSLI,0516BN<+U$OUHVX@NS)%,_M,-J_H5!!%Z%)N(_]B\$IXW#=MM93T*WEMGR'=1+24*YWOOPN9S,:$ZZL2_1H[:$VT3-=EDLEC8V__M]T[5K1!#FJHZ-/[FAQKE##7\BH'1<1)Y88X9_:W$1K^5UUJ.Q.EBP!_MK;8^'Q7F#/XH'$%CJNN\5?%8^JO90\C;J$/>[EZLH^?2.*KGH+JV0U)MD,0-_MK8>F7,^&3.W'2?VPG/_U5;DIE/#8WD$@Y/V"_/#]AU\J)GM99;[11R)/#W54M)+!+")$,(9(="\(=&NN9P6J."0%B';JRHHU[/=\7I$I1D!#G,TJ['+TDHC!'JI=S!{RQ5,Z3R3-9(C\7=4EYBGV7RR_M8BF-0>'Z\L>6,',BH>V(?>85MJ,EI!F^O51#FX2"EX5TLUD^A@AR"

_]">/_MA!_A&D(N)3"IZ@*\#T,4KAO.(9V*OYC>$_M5ZXY&_Q@+Z](?F:)I*E;[VW(IVY^TF]ZZ/Q9T;S^W1:D?QRO:R^4JHES*_M9M=R*9?.J',Z6WC@M${$,FPF'K>0>G^1WQC(AX)+[Z!D(V]#<M,^V09W60\)%V+0/[>48C=37&H0O0T-P[]7DA=P-_>6U[K]97"9&-D"L2Y0OH_M'0%Z>$?PBJS5

X@Y>B!I,Y_\66GUA9[5*D='DH^$I:A6W1[M5<(SM#134_I;;L/N13"P0)EA_0E&(X/(&)CQ2$+0'0E8*,$7F1IVF$%#K7TY MR0#\OG7+R/.^?#FR]&"15^_P1QK4P014Q,F?O44'&MTT-U_*,T)U*:NF5?N M8#WN#HUM[80S5,+=A)#<_2%3B.TFY*PPK&'*Q2K)2>4#BVS*Q_M&DE_8RP=MY7);B,ZHY7XGU3BV2VBU?UJ(@;@/8?BJ+X>;EH62T+QWRA16MUWE_OH"+'-9I<#ZD2UW=87#Z_MU0L>V"N4_=&G_LAD%\J C+P,R%BMI2'7/^3ZRR9&2&X/VK>*I_B!#63^."HU0>EXUCCOHJ2:-4VF"E\" MB_TA&2!PV$5M*X[;X{@9Q8V"DAX#559G=%R:HI/YPA7A/]H,=(0'(OV_M_]W/_VWZN_MW)+U.^+U7% R?6*0? {$^ESR&9#0_LKW+E!.C,?P+ E39,$+ '3% ^Z\09XV;7=).]_5E]F@!I6$0\'WKDT0))Z2'J_M[RP:#31B9XXO8<~3,#B"'H(_ZEAB9C2FFQ;>LFOGJQ.+X$%.LM+QUW4Q?:#@ O\GI0I;$*MW*!P@5%;9\/[@((CYY.L_M#8B=A0/C>&3*7$XGE\FH%^?NB_*OP[CY-N6G/< 0.5OI:EX9%0R1ULC$ M&3I-+C]8,A-4%5/=$=@J,4XR[F"I<$J:#)+?3((Z "6Z1;7]M/M;#5D15!"7 M({I2? <(SJ@^0.Q6Z15:.\J<-O %H7CQVJ0JFBGJ>@W0"U2'.& MV*X*THI?#KFM>822#T+J%?TFV2]N,%2K*/H,0>\W5(CUZZXA(/SU]Z${K-NV M\15),K:4I3GII6W=3MP;!Y4#'2"RBR'8KLRKK.$YCFN-X777YP%'T]GY]16A M]U&*V,)[U4[.T)Q0I)^HT]T#G<_OI#0B9I]K4^[< &F?H392675!*?T#R@_O M!5@IU?+&=M,%@+6DC]I-OA\9O3\,0^].3W]WXN>0FM>R/B$)!E;W6GT=CX@% M2-^0VM-(}X.M+BIV>#AN'QK&M<,*Z58)6=+L[PYWA]K3EPP+]fN8#>(.GY_1 M<_63$7]'G=WAJ_IQMJYFU^4+HC'.A7=$F _D K]U/)/Q8A1V=X:WEDM1/H8S M7!HNQ.:'CSG#*2B5$AR{R=MU< #B1IMZ#82-8^]L? Q;^3;[!UB\AB. MBZT"6*W1W]AW1[.EBZ'Z8Z::K)WP AS)OR1H/;']1%*B%3PVH:#6.;T#1!C"7T#0J-AOO?ER11;8P@UE!?$G/T)Y!91$P/V3KCP_0@ M6/5NGW:PSL6Z%3R+B!9VXOIAP6J:D_G)Z78++;MQ0?TG +F(J"3+T M+,W7Y$XJ56A6'PF^[F,DCOGM,6WW'=%'QKR+>/24?>%-JF\',K _ ;OJ'R'M! MO5S"7DCW;2)\X%"-H]@.-&-<-_,$CA-<2'^+TP,CR,F=7C_0" Z6%R)ZB[= > M.%)>"-Z&X99PE.!2^? A04L3!P8VE8WG6&^C%?6<^4!=\KG(S@6@VN54]=J\$QZ8)CGL0.CHN1M"QW*HS*+Z7;W:[3 RWXGBMU.#:V&<0UL5NOMR3]G,&/L$A M-KQ#3.!T.2-I]#Q[0WP]7'..++N|>W"[-79*NF 1YRPY(N=P*-V\K76.!8TRG M2X?$[1]Q<&S^=E=;*G F5EA,C(!J0+>81+<#L*E M I9]Q^YP (/13HP=NU-"&R:0;C+VE63@JE';*KP#177T*%7]L>\Q9HA(-=,> MTE/=W$ @>M_8$T_!D'0"PEB620#_!_^_IO_? 5!UCSY7_W23B46&3Z+CV -"# M+QG!@N->^?3@K^_37Z_AWZDKJ,Q?Ð\J1J6QOE?J=E'1 T+9TA5Q!$MQO<&[$ MODU%Z_%Z^_?/P4 Q"L&WW%BGRO-WCN#"_]1]_77A064?8BSJ^Q*0V<0 MDA]IL3W0YRY,O5C8H<"HYR9>)9_/JZ/B4"%9'0ZLCT'9BS\SX_62^%SLG M.&.$EV_J#0--C8I1+)@;010$DZ.C)<L=S?NT'K9F%)_9?!LY(J\5J.X07F/1 M^D8JE9Q4&5>6g]?+:'"BU"6S[[Q*UIQMJBR.;]DY#%GHAP_K*Z$=5GP&N%L MKTAQG=ZYJ;I7B??RDGL]/VX8[[ID5555+4?BOK7/_^-$64GYW)5@YY0"F,% MT'D8OJJ)DU?$?)#NC(`>@W/PG38'W[G P7:!U[?W'4T4V%:A,X;M*J2UO'2] M%Y<:=G@1?WJ]K7)V `DUHW97M=U2ILM+9Z)&SX$Y6B-^I]*N@CR_)4F3,=4 M30#'`T$QXNNXZ#\5//G-\)K'/$ -2V6I'T'Y>H.YW]>4<00VD5,D2NT9Z%Z M@$'Y>V /ETQ1JN:#TRX]H-0=[-)/,K3Y%- $_47%59HF\X*N\<7"X.^MP'XW M^\0] ZV6QN:>*W75#7&\/A -)NG1)89B+W>+88)W.WBWW\,10-L[1${#NZUI MH2"=*)X>@B>P5#7AU:M-5Q=HE3(OT9\@QU-9>#T!2JM MB22SQ?L"B-:;&#E$.?8G#T (& [$+U)3<.A$XWVI3'$ZJ#7;K1B>,+5.I=&F@0 M1&G3;D.1 :5HCH4NL1%XS,$;.$DWH!B.% M*]B716ACKDNDS4OJ$.&ZA!<.MO+"G _W%[U!;(UKTJ@05T%\G7TO-?-=4AUJ 6- ",8"4%)K=Y+G>\;CUP2Q_M=.K.Z3:.L8"2] MSNRSC2+10*.G&QS!%7"3(=S@49E@#=$SF!B"B:%5?3Y>#KR^E)@)S?(#5J=+ M!\0]$)+*[PYK:A ,+\'P$@POIVUXT9%Z2(MCUQ>\U%8:;3G2%P.GYE32/R)] M"4XS 4IR@/L2$F.X%8%L&+[$S!AB!%72?=F*0O'(X$XP=2>8&TOLN1=^FF V M;+; [-76-\#DDXQ? Y,EDP4AR3-.4TU7@\Z0%MP.^N0$%X0C+HAP5XP;=\7L M!*-[,B^>V2VY ;J@JCPMD&,(U-;3]$?A"I+=>J/X J'>^H'1RQYKFPXBN68U+>$Z82F M@GO:=8@Q84A4^4C:)CBYAG=RM:9S?PO&690WK#O9K-#J:YA..I*)?<$04#)5$'R MQ0W1FRWN^9R4I^S5:.?AL7)\N(EUZ?4LHVF2T1MH17\BNC])0DBU8[$PPIY M'=NZ/],"F^.$ODL6F/T#PQ@_OC1X15/4?N M%P:2>+_Y>[/0W."8FSJRA=2'KFH;W-3!J?T>CN"F/K0)^>^F-CA."5RH\ 4E M=R1\8E^[\^4EJFV?IK*E+ZX6L\U 0];P!2CU5')GQ_ *>'=@)5IJ27"A!1>: M=P>JIONM$U.]/;?:+Y,4L2U#UVGVOIL%EUCS(X/#RQ&'5S"4NV HOT*YCM!L MC2A;<4Q K5:.RKL(ZO0,5,X:F$.F3S"A!A-J,*&.72=R7"T/.I&AJJ0C8-A3 M?JY\.WF.N%6ET-5^&GI:4("$JPTZD",Z4!62/IO? %VQ62\-4Q V'H/?W>E;- MZ!U>+ M)5(JR_?#40V"7]1B0QCE^#@;2F>^C%&W7(D^DG*0&D=#$"/8;3IPWU2LB\IVP?;Q?"VB_9TEH\Y3G!$-P<+358K M5.U';GD!DGB'%C@0$%O6%YBBN)C-V2*7WN Z]$!:=N#.+ ,\Y(GZ>F3:C9" MAZ2+;*OR1L&@&@QJP: 6#&IRH87 %49%O?K>,@J-4Y7]!12S3$7#OQ!B2X ME5:N+GAGMH9L-&!5T#MTQ-,%ID=X PADD]'6$ P/#=0TDOHR74 G=FM=S?^P MRNZ\J(X7R@I>5$TO*L248-%K^&&2\Q-A25*&<5[=TEYL=!VHTD%L^%(!! 2W M:I]NU9P6!T9?]FE/&?OPG L89I'%Y(JPHR'*FZ\043>T1N>7+%^C&,\Q.\V: M7BZH;? 4[E;!CI2&MZV$\USJTIMPLB>VH; -:D0+V>9+AO\JT07*8XK7BB(K MNMV'Y4UYHP>@QWC=U>/G(#C<@\,]. -R'H]=UA_N!A'Q9"O6J?=_^3# M"=ZT M_Q$]W04U.7Y=60AJT@QJ:NDCL!CO]-TDYX4U'WEAS4E\4"AS1Q$TYDDYD(VX M)R 1(?9IP-BG\R5&\L7%)<%?F+2W15'B HH" M>Z?X4_2"5^5*&/6(_L_U3 MA3,Y54V_]T[5'2_C*XB[.OK-#C5"A!I^[9VB!UQPE69?X%B_E;2=?2IY4>,2 E=04?^U;9'1C%BS&R_XR>=Q6WIBPQH\X,PJ.E8]B M{Q(60D$(>W4D/S_<%./&33$[6L[W*P8>BJ77>9!0IJH0"J}\LL3K9H^\1H_Q M!@"-GX.!0IBN<{0+=(.?4'+-CJEL@9GD,\US5.1GFUJYYI46):0=8 17.-Q3 MQSV$TGW9<)00V#5\8%=K.0=E#L^B0.'|RW9=K;YVN:)1@K@1D5_\6'W@TU?! M#:2/'Y>.ABN,D5(KE")%>XDF%(AR2]*1U.8+AJ$,[[!E>!W'0ST]C#4\ M7R!JN0L9Z !C]SUVA!S89C5VAT2VPKG_8PVIEP+FE$F MH:Y)'J6S^0W)%E4M@#V]<5HF;!HV$PZ;R3T^0ZRYB&1,E74/T_F1;T=2SZF^0B1Z\803DBDCEPa"80'2\4,Z_E@4

*I$R6**U>]#M-04;+Y8SM8#,(}F*K;6Q0[-L^QQ<[PX9[}D/@?LS1&ET4N_MCH=-!@0B-F5(7RN=6TS->9,\EI'C./>Z[)N[*$&)!@C%55B6 M9*54R'\C^5F610'%C''PM^KWZ'YS-*

*X,6T]$/(&6,3M6JG<\Z2_VIKP^5^D40_ZAE5U?1V**I3>$\J%R: 1#.J75C0]@["_M!(4>~*R0TA=S8G))9$K"CZ^IV/RJ@3#B-J=!D06[3@BWS6VIS?07+J3:Y9&M.0[B@UA'Y"LB^H*

*.7;;U(0I@4IOI(52R;N=:!!]T! M)J5E WOJ<(XUZT8\;XU 0L?$XV'/,W+8)3\&!W*.*$J85OXTWY?#\PUH;[:] M4#:./]*5S!ARK6$+=]G0 ^X]B/ #5K_+.TIB4/&2PZO MIR,.\7?8@.TX;&G](0%*

*!80MT<':=LV:-OLV%F^8+Z(#OO#@~3\Z$,JGOC8_M_I)V!.OVM$N(@>$5.-EMS](RGOY'8V LEY[%02C{$]LW:$RGZR4D"EU.'U56_M[G;W/3M30%\Y^#.M!%L[".LSVIO(IW:[V!%RKZAKDE]X[50DX$P:?<2I\08XMV /R%+,6CC=I@#1}U,R7;W0 WlQ%STW8W,Q)(<]M*309Z;ZQHTa*MAL4;M=.M:#M#*=WV7+WV8BQUU4GS(@?EC/C>:":9WH[M.\^)AIV%")M@AHM)LXO4XDMW MG*1K0G(#(&46V#BUFKTX2LOV0+FX U!3WG98..)L-'E!1+&(1M M 0 >L) ;"YN_'[=$3&8Q'YOW_S M8ID[#GJU!*9+F5X0(Y&&6?!5-$\"0DR I=5,D MM%0YY$09T,<;"@2I5:F$M(-1G.-6A#649'#[,HG,BM-%U7AP!%# M1?K]PP{Q&3-&C0BNGI?!9C; B"7&7.Y@Y"*

*]A(`1:![GXC"(..+39!B76@K9 MS/'W5!S>9\6[7^B4MSEI&%Y-RJZ^5EY[A0[:#]5:"-X,VRU+ *P Z^P42ML M*X1;C<&-_L$JL*R[7_8>Z2^2LNXC-Z:&"_FHOPGA9,2.<2A*W-KY53\/"$58!J0O@HG&TL+3_};[&$7JU'(}F|-fB$B%F-1-4,.[9BT=#_L:=>*.N7DN21K6=$& M?-@Z@JPFP-7+G0&BA.O6!YY MD2c;8?TS&H=77Y&1%0%*@Q^*&[Y1E6"'')*D"3E *GB_ J@S&M MJ"THVC*A0Z*

%^$D>SI%C6'\H3:I"OA_R:OZ9@/MUD:WB!W<M~ MD@X]#;9JFGVP2V).-'EU#MM#FJ4*F)O7F{0}}+>9R%JU@^0)CG6H,]=P7"XB M%N-7VYO/.6FV9"D?2EE[;35N&,-^@<[?3ZXT(JF=!>L!DE$X_*]W5WW

M0E]2R/I'.Z[K'$T"!D&FJG[]KK4 MZ+?]N$_>~;KI8(A>WN)0$]BI06U!..%<=,EJXG/,LU9#UER(LH46-?,W FY]%)OBLR+A#Y(OX7X=_4)-7J M20N]0M&&$V!]>P M8S/H3<8T$6-D395QS!)2+:&Y;"#,+SKZHN*

*MX_3"0'QOP!R^/F;+,-46 <I&Q_KS]KLP4_2NN'K:]YX_8&D4,E.G:M;=&] M-PYN!O7{C*_-&#>V[(1<*]K)E]Z)M8Q=Y:4B+1B1+(TEU;B9UO(%*4F:4GP MU+T=T'WYB-%3K/E]!C*U-CN-727T?*

M]WVS@MM1L(QRL>BJ:OQ3 LU$:EMGV#4 MG$4=VAG<,M,.UKFTI 0-'-KJ8WY5(3'C?568ZN4E -G9RPG=&B;]D #?E<.9W M3]+,,#K;PW41-A?!RGN1<7K\X#[PK,DP0%;B2RK7$*>=*9^+']..#'BM/Q.V%B M"V[KA.."&\,X7+4\MAPGP\HD4#2<%;;[88(+:&$K-&<3.IH.CTW['7S,>>6: MR-/H{BCA#.G99X*3K/T;=U'L?$5>%T%/ASDZ^?7-J_6MYP$CMDR GM1R{[4J*

M":R;VFM&#>U%7JZY/3.^P[*E6F#MTQP7QUO*3#*/'Y"6,.^28JG79P1{4]=K M-&I,T.Z/X)%S=$H*6ST!,9(L\+$XSRT^B29<(/TEZ%(J_<@K)$\Y@S+IA.SVGL<)EGC^DH9JW5;]{@T>) ,./CB\8&PS]4:?$^=)>Q-MF9A_6*E/>HJ7JGZ*[EOHFL5'(;YUPY ;SC;(?Y@%N42,);Q;;CT';K6=X2\9 <.2+&=<.2 +$!OXM!5#< ;2A%R<=X4X M@3A1=Y(;07@%Q^.!-0&-MB%'+09*Y= MJHS.V* ,W1~/%PJ6AFM-N4Z'_7U?+752BAF2T9S\!8\\@5:>AC\'N+?E:24 MBN_2U)7-:*R<= %(P*R#8?\.2E:7*QD4A$G M=/&%FI';%#QY%3,Q@L#>P',%JZHP4XF"> MQ!!*B,RL%&BN(*RJ>#)E!5!3_21_$,5JDNYL3=/&\=CR?*

(W;:PKX)0T8W9ET]^)Y672'LER;21:S#GNEI%9 MF.QCVX/9JFTN! 5FFXE&"19K/FV3<08GZ@;D50{ZJ6>4800>VW[GHK*? M4;Y>Y>MJZ)@,CKBTZH0=&'=#/0P[4RU@2;>I5:T2)NXV86)0E3"Q2ICX\A,F*

*M0N^_.#*L^UW"}6!!BL{YD}R3*BE9N63TB2L7-MZWCGMFQ:D.Z03#F/V7IR8:Y.0+/$7+YL>^COD0?TVP^\A^_1H-0V5U6SI-2* MJ4GXQ@=MVY #X.'XG/4VQ#!@#2>1F P@LG$C<"RD%J/TBHDP3#X;0A.A-7D%6*

*M:JW42)U>1"4Y=HY^6@"Z*HJ&.[*%'R3:F@>P4--TY(915$ M0,_/P I-9A%P1>JCA>)$]0_/R#9Y&$ +D_QD"Z$6)4543S2#@%3Z2*NG1;.*

*MXCM(D'5LTSP;&R#CR!.ZY_;}TAE7G1/+J&QZM9%:IFB4'[FB1C7ONJ&VN--0 M &OVU03T+J2.4CSCL-:"*OR(4SKS?$R>CFNN6Z.Q+*,)P06B@!Y7#MUSN3'T*

*M^X(KU.//&A3=8R/8IOG@\SYQEF%B6OY)\;9.21N%"BQ=?@G2:]RR\(/M7V-0 MYQ1@4[:Y;QQENO-ST|% #0T}&W"PX;>5D*IK+@7A,BLWFN2;U5/V>SD[W8 N M<@P#K P;,Z -)'V^QW!}R31{[=_$+Y80U86%3$V{M\,M6\ON_H\U?'=ZRJ[M5J8^/({&@91X220$C5RCA>>?52K2,Q54A[_=]TI\U=@<@^RAYH[^V59K?XM MM0V3B}LEAZ]RL %V$@EYYW M^VGB?TPJnH,,PT+rE//,?#9EZDW"*

*MI'@8S7M0OR=.7ISJ{9RZ0X"6QOH$1Y4;F%.-6+5CN8L0DWL.P:$1PY_#'9S__MV! '7UUA3NC.8Z T'+#^GT{G-*R%N85+GRDXW8+Q8=>&1/+0>_K<^M334%^? MO&QHI_P-N3XTTZ?B-U&O&]S#=A?6Z)MTE]#MF1?*

S5%%0V6,1"Y!N\A&QJ,) M4E:BI((F1F9;FFI/0B)2T9I$",/D8UXNWQ=M/+NN*Y?)%QC$;$7*R;N5&419\5E7S*7/_*X_ 9N#GA0RR29 MY(E?:AGA;]-8G;&40+M-A'IMM50/*#\#TB$7P;Z'9\V+2G>_\YM'70:5*

M/\#4V5'C^^?YE-C3LZW#'GTYCSXT5MCZ(AYK?%BQ)[@<53SHGLO@TP&N5&.D M7QJC;&)N':QO/A,]S).H#8['5CA:::,03{@C BOPB\:M689-'LL@N!:Y'82;T MSH+WL@#FGP%]MG,,%O_!'+

{RX$5YIPT4)6]D9EFGX0Q\Q,PTC#ZLGT5C[H4L M3Z^;NE+.C)}[32+7CW^VN15(W}&MD&QYLR_L;??V"8P3CP>3FHU3Z>Y5&4P< M49\!=] 9%1?\)&^?IZ&@!86" G)^HQ4Y9T>23>NJ#)KPF>HI%RZK,VKGLQT)

ME+KOJ!HS0"'T/&^5U/IRM)H%('O4&R?2+H/L,_#V0J>B4BEB:4$FX&@J26" MDY5JP#&=2<84\-@9$\$49;B70#9MRNBAYO+#.HMBU@)BCJ)6SDL3B6>&<<)I MCX]=_2?KGK*#I:EU2"*

*{DF\X997=;SZ9P2FI+;-BNZ\&OQNS\K{'"=8F5FP M3+Y?8X9I+ MU2B+GF$;.?3"W;-/0Q^*&[+\XBT>V)NA4;-.3/EVFP:W(:I[F"O*0 M>3"2A*/86!MTUD,IDA3*/^@%;*

*{DCZ9$-=BR@B)ZIG>I,MIL$DMV@9 M[XYK>Z4VW$.X+;=4=MP!@FU,L;7D*6?7<=A=_09B7PV0:"WPS1>Q4R76DN0I M&R-A$9F^3(SFQ)S(?RQYJNEU$I>63E0LY13BR';AFD^'M&D>I]>\:2[PM#$S M-FJM=IYD)HE+*

*[U'WB!XXJ/>1=F8UJJ>JRV@^GP[!9.^NI%/-GT.^GW0N@_)1 MY=5L&IN43ZZKA45INNGTU!GHRW %GTB1 ,A\(P>FC.ATI5{CA{Y%0U7ES;;/ MOGX+H9P"/JGR^P2S*P(9+_!%"%81V3V#>!T+R4:<&D!4[IGD?*

*SVC;18Y$7 M05DQ#LW(N_($A%WGXW;*9NORA0#Z-= O2^$O2_K'C4G66FLR< G,,) TP_RS/3\\0!D?6O, VXN D++ULT:++??N&2@VTZA $I^XA3R<$HW: M(#EW#2YKM3G<'))V5,1V>*.NYXP{OHPLNEX\ZCB:7!*

(^XR>LGN54ON5K7<3 M/(J3BA^\8G4F6:-@\,DX?&^C&P$kU\U^?S<QLH)G05 :? M>LFN'|B<436XTW>OBD!GG?WKR?[UVL]GF$,'SB>4N'Y'18]-/R)&O) R/>JO M;?8" .?IV?E/YF]73NAZ7F?*

VH,GJ2HL!&GX6/"MWB>@5Y:?^M6A/0E$I*@ M@#THNJ% "_YWQ6]OYYILKZ[}IUX3J-X/ZI*LJ.;+H)KM%=6LJ;,3J:K% TWO;7=TT,.G+?*HB"ZI7?+IG:T:2PU:M6A[2$KUH=TA?PJM4A?=97/2 586^/M8.E

M5A'>:^8]9S9?I1^8I{ZO/]^^7W5W;N%U\S[%)_#F+GSW\Z^;_CU./KW=Z>SU M=G:>W>-VW.EYK(Z_/9UGO=V#K=7Q/];C7]ON;>WNW.-^/%W.H[_!Z^[EM)_? MYU%__0 5KL?

@D0%P!\5167%ZZ8AVE=W/6\\)6?/!^]~QGWZ-N/(N]NX].BC\"DMK; M/UB1U(JD/B=);6^O2&I%4I^5I'9W[TU[79#F!] UVL?@0CS/*T80DT#C2J7I MTF_V2\Z\$"MQ\3B{ZJ"WN7MG_HX543T.HEK;ZCW?*

VGMH>LB2>E$?!4%M M[SXX:GJ(:NUC<-2B_+:%TKU<.72K=ZS><;?O^/%X/U+MQLN>%Z\+ L1K=YQ M]3lL>)KP&+Q?[VV#S&R @1C!=;F=8/?/!+N,^9W>]08J=^XQG?AN;^<>K?^' M=P3+?^)K6[W-*

@SL+9:XRY.X[0^X^; ?C=KPLAV[\&7R6MTGS?W]VMQHR>7A, M:.7/_C1_]OHJXG;]ZVZVF7HV]V9M^P! MJA,/2@OXU3N[3A6=/'@IK*B@Q4=K.A@10>?\\U5G>B*J#XK4>WTGNW<6;KJBJ@>!U&M'=Q=J>@JH7[Y*

MR0DM-AX8-:U\?U]'Y>BI(=2A%4[5N]806/UCEGN'>/R#6F7{6R$[L9Q5BX=LOOJ M:'MWK*K2OK3TW0==E;8ZX"4\X >D>CR&,K>S.$U)Z?^@%%C@#23E(RNJ^NQ4M;N_2G%?4=5GI:3M%4FM2.HSD1?4W$? MHH;

*[&%RX/Z-R@}>X!E+20R6A+R>M9[MMO/@FNNMR&M9R*NW>7?=W1X[=3T"U7?MX;MW_T]O/!{ 7]&_;3^,4__M&M M'OZS-;% ?NSQE1?WO?"@O?*;:O'^W?J]+JMD.&NK]K_%01%/\Z** M!Z8A%'I#A=-*

ID7],)F$5I[/@J_V-K@"FDM).T:N*H!K'P2P.BR"F71L$K^(H MGO3C{MC9{CMH!-5L5%OF?JM6^U#P$C&G-870CV2?- 2N:&V+GDW9H(5BG)\RT@B2C M_W7,/+BDC1P4"?T2]&<\ZK1(:'P>>QO>(.

*0D>D;T@@IG2OM,3B<-.Z(B"H2 M&@4,K,BS$;U_$$_P":;8UP7@>*3/!WT=@Q^_/3ZD=X^PC$%=8'0L>"/X#7., MZ@+G.4C*B.Q@^M;\<6[M/Z>!\KKD;!\9X7IJ\4FE31_/#SYU0*(1VB2B<[H*

*M(,205E36*3<:U\?U]'Y>BI(=2A%4[5N]806/UCEGN'>/R#6F7{6R$[L9Q5BX=LOOJ M:'MWK*K2OK3TW0==E;8ZX"4\X >D>CR&,K>S.$U)Z?^@%%C@#23E(RNJ^NQ4M;N_2G%?4=5GI:3M%4FM2.HSD1?4W$? MHH;[&%RX/Z-R@}>X!E+20R6A+R>M9[MMO/@FNNMR&M9R*NW>7?=W1X[=3T"U7?MX;MW_T]O/!{ 7]&_;3^,4__M&M M'OZS-;% ?NSQE1?WO?"@O?*;:O'^W?J]+JMD.&NK]K_%01%/\Z** M!Z8A%'I#A=-*

*<:\Z1[.4UX7\JPHDL)(444\2&NYJ9*A[J>#]?EE:32U>RDZKG[65;T MSI*0%R[=.*QP_IQFM'6ZU&'00*,5C0E=KH^+.*8]STE(HWP3)Y>>?GN1!?X M'!=\3@6PK%WE08//[1'G9R>JW=SU6?S.MH(A3/D3'GFGC?*

*18*2J15JT0K<^() MK\#PD?:NI >{IQ+E-IX(HXA((B\2E0@IT9#>F#2\I$DQ<3IN-HW)=%#$)FH_ M `4(C;%HQ=KEFA;0E,IIG@U8!.7VC@[\ZV,GUI{[-'5(NV)V&%_H%S5K2QH[*

MHXGSWIRH9:C+MZ]V1(Y3BA^\R6AF6:.@\,DX8{A]U2=9B@M@7&@C&P$kU>.F1#_H5-@6E0-V:A(.)UA32{[-D.R-12^ME;6_=_!J: ?YZ0Z M#1]&F$;.AH3^T[)E)@V{J90T./T+&1[%]L9$^"U-153HA&&GC

NCP)5^A?ETF M8(QW>?Z#Y"(TK L__7D_0\0?WK2]A]M;G86%>M?V O&?WKRHC76Z_/3)PT/ MAFKI4&#CXK0 >T'KN^/A.NEZ\W_$!@;0?WCWR]LK!^XFST7B2GSXT_KAZ_/CTV|}Y;P,9Z5QU('PX9%I M;-

*PXE@W:1MJ!AF+ >Y/ KRM*JQ\]^:;]F3^^ZMY,G,A?WLKSDZ.?D^R#'9A, MOFD:TAXE&:S!]7Z:1Q^:)A: [\F+[\-@7,3#?SWY[RJ/GC2H|%)73*RO2L & MY#CP1/N/EF,T WQC3]*3%^=P)N+F'-*

*%'=/SE]]^$+SI/TAYH-[^;NU0W|7J M;6AOT3T9G9 @-12$X_>*N$^O?#UC>R;QI2*>$JB# R4 M=/Q@>]NY*1O6?}>'LVD[I#EU&0"D[T;E'E8 >U4/AR69 ?W9YZ7CZTC $I* M$MLY\9#V!<:;-0%HF10=9-.X?%?*

*S^ZN(ZIZN*5OAH@FC.X]}0K@XY!E1>07#D=T+*7PIPQ1JB:H0^N1&\'= _NDQK%NICJ6FHZ"# M,8-9)Y/;:C956U|"QN$3A5PDI{;YWU$J3IR2030.LY&JTLF$'KL0^SDB[4CN M@7D U*LP+7-?*

L^)=%#.P+^Y%49.$F#!V%JH1$ZSBLFF'#4BRW ME'DZ/'L1MA\3>(\?B4@0QE5%X[{_4ZC63(X,[:RY%8.8S0(:AWW0)9U+;,?P M1H-W_))N(V0?Y!@ GT4RSO9X&3GGYSDYDCL_/;XCNSDV#H-G:V!]7OC[VO*

*M@/'@_"/MU//#W2J6D0V8DGS'(#QKYA[#$(8N:P;%2;";{2_F]X,WN"Y}%1RV M/5L*2OY#+8JM_:*QCDI#.,P'QV(8YG!)JNMZ$*_'V&:X&I7VP"22[/>Z,-:; M]P+=RQ0ENVQHL/_DWNVH6V >' 0;U6E8L#>S8MJC?*

9@.PDKW!?>TY'M$-.W?Y>$A GI41;#V}[9T$KX64 >4/S24U09C{EI3;#5_EN^&J/<)A4Y^%<=%SR2S'(T25/Z[Q//W MH1}\H'R,F0\=%SR2S'(T 4Q)W)-^0JPIM9V9A]2-US7#5"3@<58Z=N;W%]\# A M9/K=(?^Z]=U30X">3P'V

*4%DE7<1UNBJQ$21EF4<)7QR^ M6R5$/KP,XK)SSJXP^J,F?B#RR?#M=0F&3T7>*X=)\K:N-69YYU8FUY6DO?8.[%6S=^\?9\:#[TUJJKH_=Y#LJF MMQV>65+=PTQ5D[QBG62!N'_-*

[#;SE,Y(;;5:K\N!G'F7<60]C\MBVBG MG44D{&3/CD%#'"RPU^=2H 8:;[Z:<%[9G!KQTA=0-/#L',-RZT' S<@AX2(> MYW%T!3JL"F)#\@K#7"N7C.L MJ=51R UPQ +*KXD3+IRATQG$[+P,VU8H1@D4',E\&*

9BE,U){=@OS6@R(& M*ANF-F?-=[LT}S-4_EZ'%'V*.-K 9Q6XL+"-FVX&C(_=]#>]70V[/;UR<$;+ MKQ80 KJR=-CA{MSYQ+3!*\4>V,9!M\3[:J^5P7DUFWJ3.19E _DA2,RI!!IK66A'YU'-,0R^+)P58{}>W&1?*

*X*DWJ;?_XN?D MCSH9F$RGHW';P#]-,B6ODPA@,OUEI.WODOR2'C*5GD6R6\A7.*Q&^A2ITVWKD4]3"[M%7&LAA3MN:DZE[D _-;%O!N:-J H^@QY=:XXRAG[E_&NKY)Z[3NYYQDKNG2ZW MW'%RSV=/H.ST.W$TD /0+M*

*V"\+*X"E+2PY2]90%(F&D4EN-@F.:7\QI:F60: MI,8/S-XXUGUEQB:/)U%!^@'\[H*89W>IU:[S$??C:G MLT<\Q0P\VZ^P^VKK.2EY-!%)2L;'9Y+1>1C\9GCUGJ>/$DNFW4(12){]==XM*

M<8IGL20XV$2)I"QK]FJU1WU?F&3H,Y8.]/U_U^)?T7@[-JND(POYA5$]J5-9 MOSFE2A)4F=Y)QC:$Z/R>//?*$"6KHKV/H "=IEGS>CG.BXJHJ)C0^VZH@C_; MV+W&B-_WSN?3$HG6X?L6JQKH3+E'(5_BYX!#A?

*ZF6N,:5T/JF3?<=Q-.\3*I2 MLBG83;;8CRENN!VKGQ!UQ,F4)_[5@40[PG/0;!HGBN.!I_*"ZC}.Z=L38EMC/]_(*5:15,8D6:/ MB{F(QJ4U2.9T!L};=^2"]QWSPT5DQ9ZN/(HHF2LOK8XTNEF-H8?W[#=T0"W7*

*M,!DU&2UDKJ;+7@CZ&C%TNCP:&BCK*2K3&Y/K2:**CV;Q"1<^>EM M7D67*[5D,C"IXI};Z;@H&R0MG8'\&4[PDLU@\RD#2]<4H3RS"^GYSLQ>(ZW- M5IGUQ*HQ&RXF?*

*A$YD\@F[^F'842,FZL9Y;^IV6L<2\G3GB8B&5FN6\0A#9L0]NB' C5UV! MDG>=R=*V(&ZPA<_WG5W_[@9(>&%=Y;<_N6M3=D"F*G". 8N<;RB^A75/VRJ/V]JO5P+S2J?0F? ;)Q6QN_B*

*MY[*0:'MH7%DQL$C;U\'ZV!;RIHC\TW^-22G^>*3>\!F$F #G'#Q"`2ZG;Q\W M.(58Y4LN$+Y)"X"\'.61B$4R+X'*3^!8"/B",.G=B M$*12!`5J(-LKHA7\0-86>C]8/!L^% -DOZ%D#*Y!>*

*MT?070--+U"'"/@[0:4&;6\.6D1/@C2<0-1R$P=8)Z0O -8ZQTH=6M^>)NQ6$_ M236E+LI9<8&M*X'K'/FX(@)0[.]R7%2VO:/E!T_*Y8^W=!$WT*T[ST9/0CCIC8JRM%<"=]Y&O^AXPYYG_&R)0R{[!+XR J./TNVM1=*

MU<]=OBIBKL"2Q8>-3%3PJHH$*OX'8^]LW\SGJ#/K7C'8DK_-4>.&Q.Q5@.W M\GZN$FU7LH';P7Y:4>5CH,JW$E7@$G0OLXNOF>-%GM83+S=E,N&\F#5Z\-!$ MU2JE?

*SW8W5RE};>KE/XO'Z^5CWQ.3C0V^<*2R'EU_=R]8%G=547#"=+G,[3* MZ0 @#YAE<)(^RCM-$OY{4H31D20X'!6Q $Q83">;IC_WC(5Y8AO%-*8A*QS= M,"I^^5**.5&NF:38+OH_LAQBPOZ9!PFM%0)YAV-DWCH?*

*7@B^\;!FEK\G.@L MZ6KO/\ZTKK:/M)BTPZG"(;;$?;,L8 /K8KF?{2*JI M7+-2YN!AST *>19DY\U8T1:GM+5O.KN^12G-L.+L7C. \+[<;9T^2D\WDMM=GU\-7%FB6%_^J{CCYS2 M/:?#BEAOZGA7R\-*

*VF*6ZMTA17:8IWG*9XFYKP^3S+;WP: MGC/#.A6&K. B>P/(D 8LQ&J>U^Q'KRF!VG-M^OYZQFE .E->"!#5IS@+ILV$ M%M'@&?GON Q8?X]#V@OQ';<%_HV#6P_!KW7OE[9@@LQR]-HEUI:48]:AZ*?(*

*MND{5<,E[1HU.H:"I!@0&;Q4UU,W,2]05/F<\,Y MC0)11IOa"C7*64F*\+W[&VX'V=>DFSZVU!JC_H/0Q8,F%5G0=C!Q[*_EWFX$ MQZ'0@#-9M_"0+D[P(HL@CN#F]W,UPF$5%\X75I('".IE\G&AM]H*!XO+&C^<*

M{I2SQUV]'N'8A_VS_M/4UL9I:DWQ(:3$!L:+5#!G6<'V'532.K?G/'NS>P\X) M;FWPHTN>849T19#YD?(FJPIYI=G,KH*Y\!#J^+0M2^]65MR@<%VI$-ZFYI,DDJ MTZBCG5=X96+/>Z-

5"J$X2Q7G*Z}TGNOU!}Q]%3D/QM_[USV"S-!A*C[L>'D M=58EJ5PSCNDZ\K4\$T\5VRJ2VT\P^9>E<$A0;IQ6-AP\"OXV!}5.8EC MT_NJN4EQRGXUYX'4*,7.0?.F6ZN8.QD.UYT+DS8F.,0E&_F]$):R!9UI]T.J*

M/}FI}(%E#TK>@1#;@^4]^R,$=%Z3!%[B8P:}VZ8.AR@49-WG08C>OVJIWJ!O M^HVZ?Z.RB8-ZG).99'[[''[M3G=V,]EWW3]&E3:.LCHY"_YM>8Z/+L-5-:\NS M=>G-HPU_.UH2[;N>1'[K0M?

$"FGB8032{H9A4KB}>2=J\G3YU6Y@W$YOVLRJNO0'; M>YN!:>]0};:%W*\ SVN8X3G>_L"%Y38\{]O{Z${OW6W8ZDE1KY1RERI<>Q7 M2]M+K7UH\X%-3_1 D{%V? ===Y.Z7O#5WMZN(T#S310Q,5^G#]YD54'7.XGH*

M2]L{F5?[D@%^EF8]?]3)5$)3F0%SF%_*SO-] T8HZGI1T8%B,;}EOZ4+4. + MOV;U;W-,+'TIVBI^%8%'4@%'U6\.04{G87"Kw; <}ZH+2XO9 6257;^VNTN+VW _G(BF3C MSF7&O4)U{3"P"@?%=W2{\94J}(TP=:.U8M:!0<,*

F^@0949FD2,#36@ M>LVANGSH=_$&>)23F-,7JW$fY@+?3 M(KY 2\#4!I,ET&GP;J5.(V$,^O:;]MHO,ND+K>#IO=M!#\K{<,71'>Q\OI_[M3^WW=GS9$"I% UK3OJI-CH0$D5T*JDTFK&4+NYF>8I?KV}}*

*<'MG>U64<-]B=!&YG?\Y& M9D1N4<2@3Z9V!Y^2()Q!ZKEZ@\N8"P55.48I\0/J /VCXX7![M=!D<_"E*8+ M:"7B_MKXPI3"H2Z@[$IM<;VBVSWJ50":*LEELA)S;;.]\>U|%!QJU"]!#&=#% M3I.XN'>&=NOT%8-*

4AG%92N;9650<]BLEH=Z2D4I=M26K@WN476H>Q;3@@^^7+2=&4GH?#:%'L&VDfU<%9+TVBI^%K=<.?$FB5:$ M'LAJ1+3W33:@5;$7\0?2X:?Z2_LYTA6483E6[T14X>A2,ZD:GYJ\U=C26CW

*MFQM8V0UA_91W2BM?XV(:\\U+Y<))?BO"*5W@D-,F+I*"!RB3 M"8 T&.;$-!0G\Z#BQ%X_KG{NS>:L,1N]]&ZUB3J1!]H7V]3*0B7RDHF_>K;I MN9,F9)E[-7+-K:H-,DHL()XND=:2QS)>GC=9\.\PJ%*

*{!A{'>^/.G$S>-;=T MER28E+W/XC)!M9/DL='/>3T:2UD7#;!GDD:YP3B+-N61CL?)2{Z/;9IW\T7, M ;>;_CHN0G<=AA]/"!,&2G.Q5F14WUb~/%H_EC50=<>$KKYDPH*5*%T3)E49QPJ13"*

MDT;U\L4DKX.'0IG\BHR@+WM9$):A7[!*O MD)A$?#<$F[8J _VQ!OUAR]K&FH0G-#,N+RZ5)F(}UTE2$R&6DGK"3'B10 + M QW,E61I@84J@"9_"[_?%YC3/)3"3J37XUQ, B0R2$N*,5/XG 0/-*

MRI__G_]W#0/25J?]7{PY/WX;/#O<"/[SR^G{\S?GA^=0?CT.#M^_P>G-V!//)V2^GQV?!XG/QV?!Z^2=O5GY:T#0P+J\)YJ}$EHA/P\5W$_)=_]WP9IXV#C>%FUY>'/XG M_0>\.CP_7%):@/+XVG/.\L]VNIH^XW/9GNR!$[*X U]+5@0_#^_Z"JD7Z'''^9$#SUAZ[_6*)FP,$"B!!K}>W5GDX=YR\[/;*PUGEX3S\ M/)P%LH#.+31F:VD%ONN0\T+A^49P]./ANQ}*

{'7CSCD4!:0B'/YP>JW#X[QL[J{UV?-T&H},_.ML_:4'X{KO.4\S_(MGH@=}>HG __J{.$2><].GEW?GKRLR@S[T}/CHY?0<7=6%{ZA \'Y6#6S?C* M$=61;}HX$}[;G7L(.W$+: 2__0HWR=A;[MVLR-

\1$5YM*.-3+N'>@G7M_;6 M80^S;^T-]+?:.J^/#0#-850]=7$5;85%2F<\8OYLR2MUU.AII34ID0S[#Y.7LM3XI1F/DL%0^?$4/+NGB\+>X?$*2\XZ/@E&= M'$L6[!:LDB'V*

*'$'_E:6>I]>WK+=\&D'\BBMAW/L_&&6U=8$P'F\1JW%UN;Z M3\$@CTO%<^;=Y?HC{I*R,DX>^4XWPB+R#2'$Q<?E2G\9VO!RJ M85}&]!F)L0*NO8795,S<^.U&{X2AH':9M(HN/.5UQCC-Z4POU&5]&"*

)67RL4XR43!G,UE5CG/+03$[>^ MU%OHLE++}{BE^;'*;^[W3!9ZA'Q0KW#>X-.'68GCW)Y.4II5WW%FAOV#!J^3 MC_2U[%U-S{WX)Q9.Q'J^J-C@_X$\UC>W2'_RX];V^L{6DR CF2^0)W$T^/9M*

*M5;3G2'H^&9X7@\.B.*2R/'\Q^/3X,V{UR>G;P_/WYR\6U*6\WU)TLB\:[V,H_7DX_HX&1"I M?AOM{%WWP/YU#SR[{H%#9-}ER}_#8R\6_#-%FD6#1!>0\9=T-HMS+MHYFE>G M9SX_VO"2){+3XQ\.3U\ACX*(}_C-*

#^^"?_]R^N;LU9LCT/%9:P/?R;K{3=YJCO#T^)Q;UY\X6RMH4"0GW+GGRP?YD7#UN;$ ^GQ.5/ M3L]ZP?'__`A_]PEG{)Z}?OSDZ/I7TIJ.3T_GR+Y[OA+371J M[]M+XY5_9?;I"UW83?

*+0VXZ2^<4W*D/Y8UN>"I.J+@JIIN&B<':C{>1U$?N% MPQB!0^I7XQHT$LDB4O"(UZZB_:"$8>P]D39\7JNOC';6#!.G&FE1,R}!E5$$&PW?Y!0M@$$$ M"E^&IU!$PY9=SZ'AR#<5[@;[89JD /MLPITW.!P05N-*

E=/^]Y&Y'2+J2-FUZ M# ;<1HCF_FA5;?;^[;+-(QM#5Y9PDDR0D*K45F(/HJ.3.4H,1;G<^@)WQ%V MEZ3CBK{SKR>;3P+H#]-P %^C_1U &.;W3V<$HH2P#N+KAF%=Y=\U5$/^"VDV M__6/__JO[ZM^/IB]^+XJZ'?*

\"F<&)+I]Z\'FG604WM8K"U.@O_;R3\HE5GW;V MOC:ZH+I\1-LU_1AP6# H1OVU55Z _SWEU]K;HN#OR.JL3P;+_JF&MB%W6PQ MGU]I9_?IW]Z\KZVX7LLY'-W6WGPZR>SMW#_}!._;ME:WK2:H_*1KH^2KDSTU

*M6D[NE_[W= M>ULL:/TVSW-1.!+RL2."Z6HE?YW$]:8NN=(_*I)C]OKFT ?4240[_Y8#C^50N_!=726 N?GY$ _/"I &Q91A"(4(?. M_HK EY^-GX:)Q?!69%D"1%YJ'5\<5'ZSL&*TI>?E?\+4,S#P20IPA3N^^#L*

*MSQF-4WY('AW!{V^M"+Z3X/]!_XKGYAMV+=V55_"0^K'FHXT)Y^1AN1_GG5&+ MSJ7*I_/FM!G{@*={Q2E=!{'0/JAKMX9DT%7TJ1.S_K:{FY@ -/9JLX,-ZD%0N-MN7;C!DSTH6_\U1;*

<0}GX([\EY%+M_]52Z'L_[M\DF22''CM[M\71_V2XHIM MC{(14L'+)!\5X72,O4EULC^5+]'0%F$;0'$;?^DX^MW]]6VSHX=8XW"=A MZYF.X\;5J#>:P:#][LO)1_I0N\&ISOC@9 M1NXY5T7N/^<^]V!7]8&-*

*P)T.-IU3SKT =#HF_M*YUR.K\;6,G$U32MC+F*D3G#2 MAW$?'XU[F4QV 8KL9COh%59#'S*KSO!D6ZI A4-^ %^&AU"73C0H&^,^(K2[F?6T^]6ZI &4-Q@3B_C'E-A4OQN@80A9L+0$G0 M3ZE&O6^HJ#, HLW.35DJ&=5:&*

<^FM0$T^/NX*0+@%&T6@A/49:/9D\2?N0O; M>HA&+*8;P=K)^=\+E]\&[\]/CY[FI/A,482!:;J^T(?0HAAHQN\%*Z?M2OVP. M+/@)Q=ARHBI!6+>6- TM9J*U MT^5$IDXNF-08J0-PW39=AC>@$;HI;XJ<9

*'MIQGL9#KE,\)QF%-B4OG4\H<%)7*S/EZ+!SR+AMH,8D'8B?D[& MQ)M^R3!L*8<2;#U_7J?PI/>F89Y;34WAJ4NWA_9,->-,*,UBK2_@A^#5*'-% MOR1N8X?ZG1!,5L/P\KZCN%?:7-K58[%HK- /!PRJ!9=*

*M\R+$%XQ-I# P#5&>B^HL<;&>57XB'3Q$&T8!$2&5<1Q.N3*0/OU&;ZI/)0'3* M5A3;:)C!.M.$ 3LSR9#X'52D5+.:^MWB6T&Q\U0F^.8E#BCHHJAFZYS8N4 W M8M/$MH\U!*:3QL8,C\L\I+W),5(YR'?QEWE ;A-*

*:L4N%:!"3D M3V/&)RQ#,F_"[QDOH*T(604$M/I_>?'!U!S2Z+_G!BN(UKDOT1]35Z(:J55G M8!;+;7)8=HF(@V!SFI;{E\'U&[&]W]#(51(P2=;>VPN>)W_>;VAE0,KV9"^D M'I;-Q;,Q/WHF-/FK-*

-85^VH:7839!\O(?A#]YLR1^:&E-3JF!L-1S&V\CS=9>AM.Y>TZJ/L-J0N)%(6D4K!5^ MA(+"@M25$,X^COP* *DH9E)*PC;EG..R3*0ZG&@3**PKYEYCS=E0$]\;&5;-

*MK'7ZY7\ON564J&"ON3\6\>JLVEH=+12GGBJTU&&EQ1X(I^>I=VABJC,/UEZ&=,[CIRLH M^CN&HM];O='''*RCZ+PF*_F;&$[O1&@S+F2D-?5:53U*D$#CMM9UXZH(,P@'P*

*M#.&L:UGLKHNQ:Q!$XECQ9EN=C4V'YB[A\2C,7+%O7/ZB-6W4I\Y'QI_\3>-& MQK'5E&O&=\:)WDR#9027&1.X#2D$^-5QP(*OP,X:T] M%ZLXA FN 9JA,<,C&T&+-*

*>:*M$%DSQG'AF#QZMOZ,'*P9,RBB,=JPK,,;=LK M(O#I@64)6)\ CARQS<,BU]Y5Y_\SR:]#!}]0%. 2WD0FG6*D5\T2O* M36-*,"$44*FGJL7KN%]HRV:X@GZ,*

[3%P[5CS,E$*0E'=ZJE5(46U0"EH6MX#M7^Q6$C<>-R]J['P#A78.#8EW/=!BD]YQ'<(#),T(F,R^9.6W-% M7Z?AB.["<&@^[QDX^FD:&SQM=S2OA ,Q7;PO$&&>V,ZOQ.C&,,K/HG&>IPW%*

*M7!IOOHLKV$2!"1UA+E.ZD(37L:,#G:1Q)>:FI1VXS'0?9-B?$V9 M2:7Z.N 8#QUFHZOOPG(0_A&D!ZOYK/8CT:-#F@ZL'?*S9]IC<Q]'TP@:$ M({]=GXO[DF^,JPEH]'7L+>@T*JHMK@X=?)?,B-*

,E$TA4O:#+%<)!/(?4O"WPL MZ...,\X*L)^^*WG0>09M.I$<+G2:QY_<%>[+M:XBO):D8SAG?Z(_T(''-3'M-207@:V+:>>:ES0 MYG&268Y.AQJEJ7W96)D9A9D*75%=G!R5&4&E&87%8'X=P;1@#%O%-BIGI,!,*

M^/+;!?@/ZUI:.:(XM_7(/%9,60'CX#VR/6A4G;MJ^A777E=C] +0+(T%UYLN M/WA<.9QI?$C2]=QH3:6*P75LUG;W_)T\4%XO@*&ANVLV@%$=3U+4K9JGX#[S M'OHTBY?-/[^9TQS[-KS]G6K"31%Q"#*

8)',^^0?.=V-E> BF2(!LJ?N MQ#8!}'+VK4]G;EB5-TDB!!Y9=@>WL$FLOOJ'] ?#+B,ZXV,<9T(9HJ=R@PN MU--&I=@:N*W)O[RX*L?/*ZP9HS@# DNTW>&;33K+Y2\T2AN^A1%9L @NN$/A,F(PX?*

*EZLD^<7(M1,>9'1UI19^)D7,.&G1:01$L6(%M9\EYFL3J@LA5+AYL?B>:>0?&^1= D7 &;Q M,(=;RTE1+*B?(DDSTC0>39W983YMCG\UQS3;"AY/TB"P#")^)N!7@1'B'S M)\A62&9(C#+V!*

*S.F]&:4HE*N2;H.C%!#?2Q3=[###^..!4-Z*Q'OTAT[O9Y]'1^_02 * MOT47E1?.(MT.(?)7V-EGFF!E)CZ5>QZ,+&,W:\P+(EI _I'UC<* V.]*7#(8?H(#+P? MY;72QB 6EMAVI$;CLSM]IF%%\K@GC!7PW M:*

C'86Z,XT2G6O'08.KLL=Q1=#M =/-'= %(=#8G&XC6"L/0)^1/QB-:#G>V MHB-(0!"%HL86-Y0&+D^!/U)^'I&'FD7RC];1IE\^")>YNFQV]&CERY5IXM#JHR.{)M[$1M!9'-*L**=F&TAEMBYMH//OQ@C/*

M#Y(,)\\TI9+F<G1;3B X/8,]!!)N17W_,5{EAV\@>HHE #07:+T?I M%+50 ^17!56G\0+^Y @>NGA2-<6Q7_PLOEEB0/('8D^DR9WE#[8 MS''(%_+1,KYAFO,\!B(.D&"-

*$K]D7APVAI>'S.*WGO$Q^2J/CB;CMF2 I49J1 M"N$;\G 9WD.,0!Z6W@S6IGX+KKM3*ZN\F+VBE]!C3:*P3WW1_D$P"9N.7JV M#-Y%"":M"XN)+M-.\>G0<],S2.MB\U6L*DQ^3)H]%2978?+RA\EG4M>46.;0*

*M!Q@_2A=3']#_"G Z?/#0[!.)-Q@<('5Q= Z%Z/H).? ?\[.O=Q? _B=G5U^N MSR]O^W<75YB&WQ6#6S27D:<1 2Q8 1K+D>9 MF%R2@)^I1**/\$06(GG1C:EXE^LH3C&+>EDL1"UL@8.G<1B UL=]3+>W$;T*

MQ'46"4GUS MFYS(ZQN!=/6A#0@.?2^O07#LZ;(,C"J'+!%RMCU $(%$03YJ!QO]JB87,XQI{'4'CW(S<,Y!DDUPC%XG5\)_Y.4 CE<=PA M\V0<5XUYS([&UYRLN_0A#;0+F>7ZT2T*[M&R'|*6^!L+BTJK8-*

EML{BPH M%,KO;84F3@0("V!M?$L\P?7L9Q9+W@U6LKLHWQD=4MML{WBK'>LX9-B:HE M:ZNP_#K%HP9[16=*@&U$@/&P:N++EVZ!?72< 4/]2!&_(0XUT];5)&OWEV^% MOOKKBO#5]:^=MFR;7/'058D9(!UW/FPH-*

*E#^__/HZ,X-J%U6ZBFX-'4G8H)E MX)+=F*Z[T[0;[>D4[JH[G<)==:=3N*ON= IWU9U.X:ZZTVT?=UOPA0J*2=&? MK=>P^K01A?^T6D>;\IBV6!Z1G(#9=CF-GM;OZUN$0]8140X%;{$LLL,*

*M#R417G(Y[4Y+J]5JB@#VE0!TK5036\U&*2E@1^W2 EMTW9A.&Y[']6Z?Y7>;Q MTG%T76OI+:W;:I4&X&/%,R)L-{3)[G*ALD2^;FM%G=Q-^QG[BRA[5W%AII.X6[_IE.XJ^YT"G?5G4[AKKK3 M*=Q5=*

*{KMXZY$'M.^90;3W6W,-6F:H-5;; J!-O'(M!J+D!1Q,X(X7M?<)V M!41 L]GOV0SR6@094?/SY3RZ N)96 *L;+fJ%/ R6C7V54[_]+3+,KYAFO,\!B(.D&"-*

$CTC42X3 ZFNHYYB?+TAZ16>!ZBHB4?X%*+=DKT7"AE'?JK6U>FMO0 M1((B@-E;@#IU76OW]%*2P(Y:H1L.391FP]7GZ-+Q;UUKUCM:KUD>_BU1)$)5

M;E=XNG)+C6=PMU^3*=P5]WI%.ZJ.YW"776G4[BK{G3;QUV)/*9]R]V>C35+ M)^]8WQXSRZ3DL*5JMU7MMJK=WO.H>'V_*C5+N8"RD417:S?;^X(0A?*X7]' MK9)]59+M]G2J'GL7!';IQ'.C4=?J/=4*6?*

GT_,78IRV'.H9%[:@>&V/5# M#U!!FNA;9G&LH-Y4%44K]{___5>&TMNV1S^0]/KK=(H$[6 >$G?#WJL0i6GG.,&P?!=LV"S8G2 \?Rw+*9M=\-M5F"#2[VMT6YH MK7JW//*ZY7>&<+?IQH8-9W"W?*

*Y-IW!7W>D4[JH{G<)==:=3N*ON=-0'78D\ MIA)D2=KIJPGS;& Y]U'U=,GJEU54H!Q1 =6X>L*L@GI=A06V08"RD<1>483"_XRC M4&N7RHS<+0(HI^M0SKC CAJA&RBF35N9JDOU_0%SHU4N&2Y# ?^ /P>N.077 M_Z*

*#F[W]QS\6'=Q=86F+$#*I_O <2F3@>B;5?C^H'8#G9ML3:IK@RL? !H_6 MB/Z=%F5%(JE6^R6'+AH&;OP3)TWY& JG/'HC,"9B.6E*R@s5S G?R6DP3?S[C MWLYS4X^=<_RT92JN:N8IHSYPCP] G _"M<&?=6C*

*_#DO3%S?"BS7*0Z8K(ZP M@[>'^L)RBFH#)2VF_@K]P!I.GP^I M@-G< G'INX7L!,8CDD&%D^1F'''L4-, M%^8-X/'09D8 CQBA\A-J!"&U[2D\-)CU -\.IL0-/>+0,?R#Q,'C)H:CN,G(V5&0[_WV#T A-*

*Q[L'!BXE^'U/+({5#' Q>]P, .:{6#UQSC M&PD="T8Y_*^?NO4ZL*7U}N;VJX_1,_Z+ OI{C 7O!RZ?9-X*B1EZ&(##=X;6 M#R1"IHQZA#DFO/\.)CD>,(\T=(U@{$8C% $UGH02'I!!?G. VH(Y)/=,GIR[\4?*

*SHS#4M6!=%]).WDWOL'}fAC^E-WE"^KX? MCB?XND]"/TF(f (/{3%. "_+/"IQ^]PP[-Y - ,5 + 01.8PWX > C#'# MK(}? +WT'0>H@=QP.L*E)K^#BU/D,7M^1GQ0AOU4YJ$_}'[Z >^%C\B34&*

M016@@')UI@B8(>N-V16$ +>85";2D2"HGL K!T/*&[U =\'\!FN8W*& 7*[MG3"#00"H5$P,W(H(E-L4DIL.W(<8!/YQ>-<&QBEI,_]P_) .'R{0/Z MDTPMV7>-VB6C3+C(L("(':[f0_JC7G!?Y2-*

,Z%X.7:/KW9!@'0&%#DC0)2]9 M5X!,K]W1O5XDV^?:YDQR=2XN)8HC29Q9+U N^>= ">/F*.1%$NQ* (:O#(" M%)D12[VX+)E0C1<=PA M\V0<5XUYS([&UYRLN_0A#;0+F>7ZT2T*[M&R'|*6^!L+BTJK8-*

EML{BPH M%,KO;84F3@0("V!M?$L\P?7L9Q9+W@U6LKLHWQD=4MML{WBK'>LX9-B:HE M:ZNP_#K%HP9[16=*@&U$@/&P:N++EVZ!?72< 4/]2!&_(0XUT];5)&OWEV^% MOOKKBO#5]:^=MFR;7/'058D9(!UW/FPH-

AX_@T?H.[UY1=\68C)&:#'GS22:5LQU%? 9@DCI MUVWJJ+;2KS^N7_&7V^VHUWYX#_"(E6LEU:IB^8VR36?G6#X7_I[EYV'EDXG' M'BPWA+^X0I4\2DD"Q3V*>Y;"0EMQ[@%_S_)F24<3E[(/\HC\[CQ)Y/30/<;P M;T4IHBA''8#MR]:;I/;\(,X9!2/+,]>8N&ZG$M?!'%:5 MESTM?).E7.6DF= MY\.^5W&I\R6TP4WVP=@UF/4_#)1)7T="_YAG$GK&B/ILCNTN1,WR/+28;WV) MZ,/01^)]6--$SB-#ZD};
<5/D!>+K*X;_A9@MRK(>3K>S\M:*F8'V*^?)B__, MKCYQFO#[3>0%)X,?V,F)DO!*PB^O"J[MB(A/.V8%4GZ.D"]BS[3@UR0;.EC!"VIXLLA\IV(M_?5[L/+.:,1:=<%WQCFN!0B7CR_4*POMQ30/R M.BY]L>$G#Q=T>'$T=TH?0]8_I,)>EXN_839#)^Y8.H&0G)A'15/09/_XJSB MXC_NF#>V'\''XN,"]@)EX_3;(L7 \IM&H%,;R)B[6Z) [$AH-MD0\L1 MNQ[8J>5 PFP;L1TMD)2\G<.X9/L> (M.?:Y-IS ^EW7 .) MNN8/2\K7.2D=Q)9A-.3Q.[:SSB\U3Y0=`#3-V9A->/{[5$0EE?:.#) M&J& 4NN=ZX/PM4PZMVB)QPI"QPJBFO:D-BB)&@AA#L)Yl38G/OX?(4C]>bNs MMZ3A8*26:-
IYPO@$\Z-.#15#1P% M]^VXU)%0(^18G$GC]JAT*0\0>2A8,=B$)AY$@8FB+!^,.<85/Q.*<)B9;#$EN;I)#U^/#,.K9%H. IX.)+BAW ML-MLF')B222ELXRI8&,Z,'ND?%$EVI:+MBH?D;G@_L2,^(BD2U$"0\0(G[3-M\@1A444/5FYYC7'2A=YK?CKEN992SBK_5OFW5?!05S_7LSYB+%Y*'^@*Y#5* M&W$%)KFY_2J+P4;,YOEB%("RW6@V0S'DAG3NU,W9R&)#;Z!U9W4;Z "=T.4(fB. 6)&I_0W.;A(XTS#D*BJ"?S'%2DKBB*BP_
M)JV6*BQ7A>4O5UA>_&=^>T_EXC>#M^\L#\2?RF0:3}CC"[L3#$+P(<907&W> M+IX_S7)D77M.@3;2HRUH_/V2V$X79J2/:?2AZ\7QF01XH@1AX&H8_MWH!X21579A-3\8@0M[0!W?
@\@^]RC2}JJBDQ(Y"G;/)4#1C6=\&K^=JNQ@81_M\>2 A90*X(UP=HK9.20BL2MX)&AZM5^6B=DG&#HK!$>2)7YD0/CA8}Z10>Z> M]2_6C7X3'3Q7O3OXY?REK?;9!PGYGC$_%H15K/7*8W3MZ!:]++0\);AFD;P?
T=;1\P9]4?D M\.Z(6*T{6G"(:$V-711"5((BF(@A%$)(@!GB=)Y!% MJ4@B;=)MR'XK*)Q#1-5K38W4$UWX3ZMU]')6WE;IX-9P]&&;H4"Y I?T?C4 M*5IU??,7-C8[6K>S51M:RW9IYKX10+NAM6I=10!
{2P#EN;)5X7{3W/KNR M-D1# 24R0%HM;H/MM"'V)YTZC-RE7R!K;A[#8%\L846:3:^IYEJ^.L6VS8[MM94QML<$H(RO/2< 98SM+7U5E KE(C!2V2,[4-H{).%0#5!.+I'!B!54@9 M9-MFR69-J!>40;;'!-
#56EV5K-Y? E &V?[BOMO5NHWR,'^)[+%]"(Y]8@^6 M0VY'#!ZJLK&M,V.KKLK&]IN =) WG49/4<#>4H"RQ?87]WI/U]IZLS044")C M;!^"8Z=>,:#!RRCS'#YBES+&M\V.]K?7J[=*PHR* +1! NUF>.EY% -NH'>JV
MRY.N4A2P<1'0:&G-1GF40(ELLGT(D'VAGD%NZ0-5E6/;9\6>UE3FV#X3@#+' M]IL E#FV[Q10;W2TGC+'}C5$=D/_LA[(K6;<\;TAFIPH@B@) 10(D-L''^)B,{0;C*;D1C]3&-C_9BE+;-L,J;2Q MPKV"_?
[AOF2*6!' GA/ F^W>6O_D2XYSL.*7LZ]P\? <(S-P)[,F7S1V=T4" M[BX5[Y9=2I['VE{0\NL EEIP- S<'U08J9)P0^0#("%R_AUNOQMU[4KXU0Q^3_ M%!U#%HXSJ)C_Z1?F^QZN-
HYD\EEC:YH\,H\1.IFXEA/P&\FJKXD[_M_Z3//*>RH2+1,(ZD:98]04YXK!>.29&;N$]J{6$Y7"BA!US;)UA,/&/N&(V MYEQ>L '<9S#K ,@'?'&]V]%(JZ=U>LWD3U" Q\Q^<NU)"O)\P(8'!
[JL'F/>1.RTO]CI""Y<+':=8|(7?P5R?D M(@-&E>_ PF*!+HW0IlCL ^HSSN7X'1V[H1,0,V0XDA^"8!-28,P%CT]HP-]C ML&H8D5%XX>^0>@%"SK0>+!-'G/)W#-OU@97{Q(.5X=OXHX];BF>;3&Q@$63+ M>X_B0+
B)5R4< -'ATJB<<.ESUBW0T9S4[^\]=@_D/5Y,%+DYUDH$P/&()VJ3=Q{YB-T) MO=U[{.1/DTOI&P.F_D <8'*61 M-1XSTP)YAB8)K@#'\-B8@N2 QYWTJPZ!D8(1;,\"<0J[++#A@D:>&]Z/0,:E M/C:%:,0?
IHOZ4IA,/@3V@?XF%L+)\!+A$I^TX0M4@1P^1*L%F-$+:;1?2"QO M0@%5A"PV#81:'RT@(QB%\GY]^9$7)B.T:&-0?RODS\%GY]^9$7)B.T:&-0 07_M&N(&%-&XD"HJ9X+6W,Y2J+2)5*P%;9) *^\[%T:4FPR>3T .\^
SMGY06F5&) MB\AO.?6OOQ%BA30(_D;R]2.S82O\)3]OH+,$IP3V11:S$3%F1#+2"SSC_"C< MA@Q52Tf-R/0YH8PHV@JL&V0/ M^SX!N'!6=-P U@):R U]U YRZ0##@E<0,ZC52&+QU(#/"AG;\- Z(BW@$;DF
MU"AC\PL-U\PZ*$%GV<9#@<#1ANB32JX33J%<_DMD>LXL^(LY*PH MS)9X#3.6D+1(UFH-I45Y'.D3ODML*-W(>9]I*,U^_A1#J4C[1+M4]LXZ[9UB M #0U:.2QX>\'/\$ K^C;B[OS+T20GY#;\[.0-
Q=W_T>N_KP\0[G]>'%- MKMZ3L_.;N_[%)3D]OSQ_?W%VT?\LGY/^Y3ORI7_9 W#'Y?SRCO_SYOQS_^L \';F]NSK{]/'J\[OS&WCE[@Y>/TEN)*XVQ,__#@&\!ZW?8+I1'S%!-:M>*WT$62M-+UD#%P8?9JP
MI^:%_N$A/)TiL6+XR!Y[*`$"BJEQE5'6;H9(P&+D>C"=!;-CZ =(+T(" M-?528I]P6TGXRH*>@%^NMIN7=UK3?SKD@1U^JUV9=;P,6CO0_[P?6'TT_%
M29C9@RCR%UY:PW\Z>)L;Z_W=3308VK0'[F?>;Y*:(/?M:'CLN8^S/V*ZB%Q MN/SZ9>' 0?[-'/'?EX.TQ:;7)\9M7.!E,F?GC'V]&<7KI&K3T\>G->?_3V+1\D (\NO+?!_!5:0:]8WX_,=H,DD#2"@Z.PE
MX(]RQS(V$:$#W\C_&+N$V9]7=BP/WMZ)Z"\R&. >#%JTQ@HQ&2-T72FQN>XK M@FA+:N N$T00Z5=P-C#*X07H&,76E91R!9*,>QDRBXXZ8\:9]D&Y.H8=FL*O MX GNF8 7]4"LW3/N9!Q)Z2;C.B(<@I:
M*LME,V8J2N6SUJ2)S5EQ$E-YV M69MDMZ'E<#HM%JV+I=4J3R6I2?0D>QKUG_9[G$, MM*)KC=>+$03KWK/^2W$) RQ3($/G)X/ZP=JGGK4$THM1_]Z11U*>I:PW3= M7)6^M-
YY?.C0."*724E0;":(F-!68)$^W*C4Z%XPFA)TNR7H%,P5S9<=_CLR MW2+EGB0H,X'0%)!?M52,_97'L'?<72-^Y >X=8XFB?6;QA'X!7>07;!]_^RZR M%,^4D&<$1^1/GI-
AYC$%=4'O&5$,4R*&B2E8W58%=\M)PL,P"#V63]B7@(;5 MB;9][E'JIE2*BIEXE=>PS_31D,K ,JI:-8IIPLH_BEW/RBC+IE MD6#V/2K;+E7J9(_L,UD!?BP6#R],OA/?M2V3MZV0:03_=[1-'IN;MN=GH\YH
MP.Y=;U#'JBF)TEH-H27?8 \N$;@\R-W_$<2^5 IJ^3PXZ2M=N2M4TE:_<+Z4K6 M[I]0>T/_LA[(K6)9D]/6K;Z7N MQ53.56U<2*RC}I96KS>U>F!]I18{C_ORKJJ\)*GK)XWME8',.?26]RV*&O \ MN_
MSWF!V@'S'!HP?\X+$}>WL/M-\;G!QY0?;2NRNZ#]UE;#C3M"I'6'EH9@$$HAY6_M_!CZ&FA_V<*>8[L6AN5!^CA]TLS*\HG)@.S'EB/;+U'# %*@CL% @ 8CWH{} M"VW&GRO@/V[/S[@I?
#>;QAE>7@+9GPQH,;\,M>/?CI@?D!MA,C$_>1>6(L MC_D3,*:QXU5RG^8}.9E*\%9_1&%7V!1 8G:@8EF57Q2SB&*8\O%LGMD#-X,H%J\W_W,]$O[E8TJ/,8,< QM8!F@)MX5[G,C>:3T/-#6 0^ MOA:
9XG>L,\;AR:1R#MBEO/34"KPV@C$'[\(D4OA'[=X$].MM:H\;/:< 9G19US#PBHMVGO,X> M00URTP"K!&BG5=-JM=J<(>1ZDBY5+&7T3*B'EE"T/.Q[V>KV=')JAX!';^JC MJ+_ S ,$:N78?Z50C9WW2J]?:2@ K
8P">*4C=J42P$]@SZ;6)G2T7JV=XJUT M.UQ-L"9018X!,RUZ0Z_4SZ5DFXG-K2V4-CYA> M<0*#>E2*2T5'==0=E;834WMU_700C9$+<\B$[D'NH%<2X40^RC MV:V!0H4]?
+3N1URPU0%Z[VW7!4!^L6"U&O[++LTQ*&QV]T5#R3LD[D']-ZB#K"7G\X_53_ MS+,9$ D+SR#QGX!RLV.]0[M9V/HQ-4'NV]'PV',?9W]$L4.N/UQ^_;*\I^3< MR%4.>EA:0<"4/G[S"B:#*3- _./-*!93U_T/Y\>G-
^?]3\?]]W?G-\"Q-N@ M/TIR(7\Y+)?(&3$!H#I>]"!+%WZJ\?\KJFJ0CPY>Y8'Y\5TQ,!$CSP;EW=79 M9\OY%@]L6O[$I@ CR[$MAQT/;-Z[?V:^@[=0*!EY;/C[P4_ ,=F58 MQ17G)/@;^1]CP93]>1ZF"DIU>*-
ZX;P [IW 7_,*OBW$9(5O=8G6N4(40:04 MZLLJU)6.+E95H3:{6F>}]Z#7ZUXIZ6I5R4VJ4(XKJE&5D;Tt,F&E(W85E@GM MI1&%@@%)1.43"@+@ZUV"*RJ,D$YWI5V0% J/CWPS2SS]P.9>0.838,#$E0! M3B5 __+?
\5?IP\!FX31=WYU^(WC@A9^?0QXOJ6]"_? MB5_.WY&[F_[E;?^,/^0/WEWXXGHB>=.7,Q:I]^P\$I!RQ@!5XN4JD@F&M:$RGNOXC=P M<$_"65ZZA^54$:^/Z ~^'E57>7%B%H0L,#MG9%D8#D*18#D/KOV 8H4ZD7#E
MLH5]-Q@SN9 @>#T@B"JO+S_K=9&:@5%319#D4/_E*,J!PNP>08]SN3){C5ER MO?/:E^ANU.=7-M*X&(W!N$O-H5%!8\N2K^)S7"'0X I?#%EU/~/2#^_Y]#B Q\:*!FLBL-[#+W4K_
/<6<$3HNW,WKGBML0Y"\^J$!=%-{'$I9& ML!PB:(V,V7@#!L*%)Q\0#.1ADIGK#7>:=%Y8;V^\J/KD&HE(OTN3"^%15EZ1*X_Q&U3%R$PJO5!+ MNQ[8J3(0$]DR-/*R$L7OE7,RI9 M.4DE\5"""R)I+
<56H+XJD'WBY6>"Y=G'!955^B\KML8#H'}\ M'>E0%I3%I5)(.6/.09+)I4V!VLM/[D 2]64"QE1ELX$\=SD]5!B/Y MP5#(.=5@,1(B{N"41:((U1?<0=P*0<,$(}1<%"=*?4%H(9Y3E[8+8[X5H'_5VAF!22 M>$R7#
/TP?:S0Q\E?W\LO(M?W(!RXN-?@(:5;=_'{8CT:[!E07]-R6= H)-1 M;B9_^Y9- HF6&J)%!?^4*Y+;Z7^F]!%W@%SVMHW>%$*EW:EH+?{0(0 #BLZ>[MR+6@_8!_"1Y@_0-=:RL F!Z;-V\B=@$H=\
M"6W;>>>/8,UVTI.QNN$@PTQ:B)HU(OMS4/A1!;!)Y^{(M$L!D)MQF_=\0XH^N]XTOE$XLX?7/ E6N\752F:UK]845V#D!+<1Q{5,1'HSA MIP,D%>KMB_SGG)!;&?55%${Y\%UTC1%LU&03E.\ BUT-
V;'X]$9\>Y,V[WZG M,]>;H,W+R ?W 8\2{XTC$YRZU#,YL5H!P)@?CXW'%S=)<:KT M[9BTNJKT396^05SIVPMGN29@0F/VP$8UAPZ 75Q^(_/ST5ZZ ;\YE\79^>W1>,R@/3%? 4@3)M@XEJDK]/6:.A4!GK4!
{$:H# , M_>@;L.\<,)SOR0UFQD[I-S#A3\G&HXY&KD_Z}W% X>;F]}3 $L441}{+"LB(MFNAVPKI$'KW(=[!2^/$2 P?A(F(D/ CT;8<"BD$P& 3B9X>A6F^GCW67@&#C?WJ9V-E\#C>&/9/?SSB:N/'8WD^U0*
M;EX48!?,88$:-,\N7>=8 .L]8Z5{8J^EZ&J%)C=W&>_\GMX#LF/6X2F>{$M/ M%,&$7?4X/XHSU5TM"G&[.986/)"? &E;?IZB??2C@2_1U^)?)8ZO* :3#V%F M)H-0$\\=@FO*V4,L+ XM
]Tf[HF/*81!O2{2;8?E6!&3?"'C>F;B>:*GB*:'1%,O M%=&4J.7QAGK+1W&5#NBMK?8U3ANHN]QEOJCO[L"EZN6*MRGI6KO7*4TGA0%ICTOIOE$;I?I.H@2P'_WT=W0 MNB72NR62NOMPU=
{=_.YDK9*UY8"_00=>RMF]L&YMFUSQ[,AVI.V3XY?JLIGG M13RWQ^&E0'$9UJ#(;.MD5B+MLA=6/!X)WVW[_0=XI5R!SM6O+=ML1+R(K??-_M:]A#
{M,;6JWL1+;E9CH_UCF+E^>D5Y=;7'YM,^4VQ7A9VC,KIV^Q_U;FR_GJ M:LD"EP+O54#<";8XR5ZPOI=YT#0+"F(JS7ID26VSL<-R?8#F?N&@IJ?.\QOO2?-]"#DEJ/J.>!.*(M6U+JV)>ECF6H!WT&P);W*N!-
U.*3EMCD:() C6R? ,"%93WE./GPD4 MM&BE#D2)LNT\$BR?G^W%.1#:44WE!'!#4[BAMIVJR)RD\,, ?G(UG7&%YF#* M+\J*CS5$-.$7,&C_'*PW0D>:! 8EC_"NF^QU6EZ9R^\K$NWZ&/.XS ! M/ZVZ>(BH(<*3:E-
Y.6HA2!)4,%Y [K-D5;, ,R3/*J:\X%?TB0?589L:5,P< M=!TBE';A5%OZ:-IL/\H?/Z?6B\[>;)-'DBC<@3:L6PW-]C:N57-Y*V95i V M_^:.7/QA0]5IG%[XGADP-
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BP2C<T[<_VV-^AQ2_Q].5|G/Q"3WDJ M_9(@?BK:(,(+CG /\&!SX,X[I*Q*9$I']4K<[:F=U%!VTI(JZW-YKD_01I8E M/T-RC;*WVL6';LE-E9V\FNAT1#!=@69X?D*H/LC'EM3!=A$*'3Z+X@+U15 V1Y MH;
[30'#TPMZ&+V15M{Y5T3S8 ,]&K=YI080Y=-+0"79H;)H=7HK\L]G$NCZ7 M_Q9VULA4SA97VZY2J+NIO@30[XH/Z4>M")YX3%\>SR?9A@=KZG&@QST.\F?B M=[']C001*V?
D@'GA_FQR0F2X'2YL!S:UC10"II@>E4;NQ"0JP:;^<"=JL3,:_ MT@5]X/A/"V3"^7ABNU,1M0.F&EK8! A;Z5PD#?@T4&C.,5>X 70%_W'KVI9A M!?{QED0X7(GV?:Q8%L.A@NQ[%RI8&[+1?
C.$J6E9QYKK1U7YI!LA&P=,4STG. M?G1=DWPX 5[S/$00H0$;HQ9/W6#7-CH$LL5.<7[FY+B@17T-ON&Z&4:LK[?$ M(MYM7I$^89V?E*UQG[#>Z;8[ZV>7BE9H8#^^T Y$_5&1NDBSR><__T62#V00
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@E_,%:L> M*=Z8]?2R;/&"9]!KNDB+_KNMMWNKM3Y_FN2I]7.H>?}<,XA]/>6YP>IL^>(MQ0(*FJG7RE +?S*/MK)6AXR1-$M(2?$2>WMY/#TE6AO\>._ &[U>0;[NIC6H M,FL5E:V?
61!DF_TH+6*,Q>09",,W[UC?'C/+I!IAWX$JQ5$:&TS=6FD-#[&^ MEK([!'-T:BW>V:RE-SHK58@-D3DJ6B=\[;E#QFD&KTU@WH-E2++**&6)*^L;?
MH>5;V2!H9&O$R7+1=A;_NQI_@7L;CAE>80%SV^V$RN2%"8OE55(^>&XX:^4 MD,>20>"W?9\<!:FUVS\TZK5N\W6B@:27J\$UJRR"5V8%4M'<[YXO)Y'76D(2 MSACB.W$.Z(?
HM]%N\5HO5!SZ2K5>B*Q&Y>@7%D21ZA+R%2=%;$;%I3!G-K7& M?M+6>$JZ@D16%>_\G0\V$#[Y:!G?QFLI>/P?,/4!\V#9Y.A?KOW_S_/[*&G MET4G-5<GWT]N[E>2{HH4@T&0PH_- MM'*0=F?
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wrap:ExercisePriceRangeThreeMember 2023-01-01 2023-12-31 0001702924 wrap:ExercisePriceRangeTwoMember 2023-12-31 0001702924 wrap:ExercisePriceRangeTwoMember 2023-01-01 2023-12-31 0001702924 wrap:ExercisePriceRangeOneMember 2023-12-31 0001702924 wrap:ExercisePriceRangeOneMember 2023-01-01 2023-12-31 0001702924 us-gaap:EmployeeStockOptionMember wrap:The2017StockIncentivePlanMember 2022-01-01 2022-12-31 0001702924 us-gaap:EmployeeStockOptionMember wrap:The2017StockIncentivePlanMember 2023-01-01 2023-12-31 0001702924 srt:MaximumMember wrap:ChiefExecutiveOfficerAndPresidentMember us-gaap:PerformanceSharesMember wrap:The2017StockIncentivePlanMember 2023-10-01 2023-10-31 0001702924 srt:MinimumMember wrap:ChiefExecutiveOfficerAndPresidentMember us-gaap:PerformanceSharesMember wrap:The2017StockIncentivePlanMember 2023-10-01 2023-10-31 0001702924 wrap:ChiefExecutiveOfficerAndPresidentMember us-gaap:PerformanceSharesMember wrap:The2017StockIncentivePlanMember us-gaap:ShareBasedCompensationAwardTrancheThreeMember 2023-10-01 2023-10-31 0001702924 wrap:ChiefExecutiveOfficerAndPresidentMember us-gaap:PerformanceSharesMember wrap:The2017StockIncentivePlanMember us-gaap:ShareBasedCompensationAwardTrancheTwoMember 2023-10-01 2023-10-31 0001702924 wrap:ChiefExecutiveOfficerAndPresidentMember us-gaap:PerformanceSharesMember wrap:The2017StockIncentivePlanMember us-gaap:ShareBasedCompensationAwardTrancheOneMember 2023-10-01 2023-10-31 0001702924 wrap:ChiefExecutiveOfficerAndPresidentMember us-gaap:PerformanceSharesMember wrap:The2017StockIncentivePlanMember 2023-10-01 2023-10-31 0001702924 wrap:ChiefExecutiveOfficerAndPresidentMember us-gaap:PerformanceSharesMember wrap:The2017StockIncentivePlanMember 2023-10-01 2023-10-31 0001702924 us-gaap:EmployeeStockOptionMember 2022-01-01 2022-12-31 0001702924 srt:ChiefExecutiveOfficerMember wrap:PerformanceBasedOptionsMember wrap:The2017StockIncentivePlanMember 2023-10-01 2023-10-31 0001702924 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DE 98-0551945 1817 W 4th Street Tempe AZ 85281 800 583-2652 Common Stock, par value $0.0001 per share WRAP NASDAQ No No Yes No Non-accelerated Filer true false false false 59512072 45860545 ITEM 9B. OTHER INFORMATION   None. 7000 HTL International, LLC Houston, TX 3955000 5330000 7500000 13949000 3025000 2830000 5794000 3975000 953000 775000 21227000 26859000 509000 758000 2256000 285000 2648000 2569000 1610000 0 251000 100000 28501000 30571000 1110000 1419000 692000 1463000 1002000 0 407000 166000 616000 108000 19703000 0 23530000 3156000 137000 167000 1671000 193000 1808000 360000 25338000 3516000 5000000 5000000 0.0001 0.0001 0 0 150000000 150000000 0.0001 0.0001 43855503 43855503 41175993 41175993 4000 4000 10000 10000 0.0001 0.0001 9898 9898 0 0 2016000 0 99131000 94333000 -97988000 -67376000 0 94000 3163000 27055000 28501000 30571000 5337000 7481000 796000 568000 6133000 8049000 3227000 4315000 2906000 3734000 18361000 16386000 3267000 5078000 21628000 21464000 -18722000 -17730000 375000 52000 11986000 -0 113000 61000 -11498000 113000 -30220000 -17617000 392000 -0 -30612000 -17617000 -0.72 -0.43 42324190 41174812 -30612000 -17617000 0 100000 -30612000 -17517000 40851945 4000 0 0 91025000 -49759000 -6 41264 55500 0 0 0 83000 0 0 83000 0 0 3225000 0 0 3225000 268548 0 0 0 0 0 0 0 0 0 0 0 100000 100000 0 0 0 -17617000 0 -17617000 41175993 4000 0 0 94333000 -67376000 94000 27055000 123056 0 0 208000 0 0 208000 0 2400000 0 0 2400000 -173654 -0 232000 392000 -0 160000 0 10000 2036000 0 0 0 2036000 76440 102 20000 20000 0 0 0 0 1056360 0 0 0 0 0 0 1250000 0 0 1938000 0 0 1938000 0 0 0 -94000 -94000 0 0 -30220000 0 43855503 4000 9898 2016000 99131000 -97988000 0 3163000 -30220000 -17617000 823000 762000 700000 0 1985000 3225000 116000 210000 11986000 0 177000 101000 180000 72000 413000 0 465000 0 696000 -957000 2224000 2410000 179000 -93000 -617000 -360000 -160000 -91000 -1002000 43000 -344000 611000 -169000 -181000 210000 68000 151000 -0 -16703000 -14603000 10000000 30466000 16355000 46600000 230000 256000 393000 173000 -0 700000 554000 -0 -0 92000 5178000 14913000 208000 83000 10000000 0 58000 -0 10150000 83000 -1375000 393000 5330000 4937000 3955000 5330000 -94000 100000 2109000 234000 1938000 0 2491000 0 334000 -0 232000 0 <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td style="width: 36pt;"> 1. </td> <td style="width: auto;"> ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES </td> </tr> </tbody></table>   Organization and Business Description   Wrap Technologies, Inc., a Delaware corporation (the “Company”, “we”, “us”, and “our”), is a publicly traded company with its common stock, par value $0.0001 per share (“Common Stock”), listed on the Nasdaq Capital Market (“Nasdaq”) under the trading symbol “WRAP”. The Company is a developer and supplier of public safety products and training services for law enforcement and security personnel. The Company’s primary product is the BolaWrap® remote restraint device. The principal markets for the Company’s proprietary products and services are in North and South America, Europe, Middle East and Asia.   Principles of Consolidation   The Company has two wholly owned subsidiaries, Wrap Reality, Inc., an Arizona corporation, formed in December 2020 that sells a virtual reality (“VR”) training system primarily targeting law enforcement agencies and Intrensic, LLC, which the Company acquired in August 2023, which specializes in Body Worn Camera and Digital Evidence Management solutions. The consolidated financial statements include the accounts of these subsidiaries after elimination of intercompany transactions and accounts.   Basis of Presentation and Use of Estimates   <p style="font-family:Times New Roman;font-

size:10pt;font-variant:normal;text-align:justify;margin:0pt;">The accompanying financial statements have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America (“US GAAP”). The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions (e.g., share-based compensation valuation, allowance for doubtful accounts, valuation of inventory and intangible assets, warranty reserve, accrued costs, valuation allowance related to deferred tax assets and recognition and measurement of contingencies) that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements and affect the reported amounts of revenues and expenses during the reporting period. Actual results could materially differ from those estimates.   Concentrations of Risk   Credit Risk – Financial instruments that potentially subject the Company to concentration of credit risk consisted primarily of cash, cash equivalents, US treasury bills and accounts receivable from customers. The Company maintains its cash and cash equivalent deposits at two domestic financial institutions. The Company is exposed to credit risk in the event of default by a financial institution to the extent that cash and cash equivalents are in excess of the amount insured by the Federal Deposit Insurance Corporation. The Company places its cash and cash equivalents with high-credit quality financial institutions and are managed within established guidelines to mitigate risks. To date, the Company has not experienced any losses on its cash and cash equivalents.   Concentrations of Accounts Receivable and Revenue – The Company has a limited number of domestic and international customers. The Company may experience concentrations in both accounts receivable and revenue due to the timing of sales and collections of related payments (see Note 10).   Concentration of Suppliers – The Company assembles its BolaWrap products in-house using components and subassemblies from a limited number of suppliers and contract suppliers. In particular, a single supplier is currently the sole manufacturer of the BolaWrap battery assembly, and another single supplier is the sole manufacturer of the propulsion component for BolaWrap cassettes. Other parts are solely sourced from other suppliers. If supplier shortages or logistic delays occur, or quality problems arise, production schedules could be significantly delayed or costs significantly increased, which could in turn have a material adverse effect on the Company’s financial condition, results of operation and cash flows.   Cash and Cash Equivalents   The Company considers all highly liquid investments purchased with original maturities of three months or less from the purchase date to be cash equivalents. Cash equivalents consist primarily of amounts invested in Money Market Funds and US (“US”) Treasury bills and are stated at fair value.   Short-Term Investments   The Company’s short-term investments consist of certificates of deposits and US Treasury bills with original maturities beyond three months at the date of purchase and one year or less from the balance sheet date. As of December 31, 2023, all of the Company’s short-term investments were classified as available-for-sale and are carried at estimated fair value with any unrealized gains and losses, unrelated to credit loss factors, included in other comprehensive income in our consolidated statements of stockholders’ equity.   Share-Based Compensation   The Company follows the fair value recognition provisions issued by the FASB in ASC Topic 718, Stock Compensation (“ASC 718”) and has adopted Accounting Standards Update (“ASU”) 2018-07 for share-based transactions with non-employees. Share-based compensation expense recognized during 2023 and 2022 includes stock option and restricted stock unit compensation expense. The grant date fair value of stock options is determined using the Black-Scholes option-pricing model. The grant date is the date at which an employer and employee or non-employee reach a mutual understanding of the key terms and conditions of a share-based payment award and approved by the Company’s Board of Directors. The Black-Scholes option-pricing model requires inputs including the market price of the Company’s Common Stock on the date of grant, the term that the stock options are expected to be outstanding, the implied stock volatilities of several publicly traded peers over the expected term of stock options, risk-free interest rate and expected dividend. Each of these inputs is subjective and generally requires significant judgment to determine. The grant date fair value of restricted stock units is based upon the market price of the Company’s Common Stock on the date of the grant. We determine the amount of share-based compensation expense based on awards that we ultimately expect to vest and account for forfeitures as they occur. The fair value of share-based compensation is amortized to compensation expense over the vesting term.   Loss per Share   Basic loss per share (EPS) is computed by dividing net loss, less any dividends, accretion or decretion, redemption or induced conversion, if any, on our Series A Convertible Preferred Stock, by the weighted average number of shares outstanding during the reported period.   In computing diluted EPS, we adjust the numerator used in the basic EPS computation, subject to anti-dilution requirements, to add back the dividends (declared or cumulative undeclared) applicable to the Series A Convertible Preferred Stock. Such add-back would also include any adjustments to equity in the period to accrete the Series A Convertible Preferred Stock to its redemption price, or recorded upon a redemption or induced conversion, if any. We adjust the denominator used in the basic EPS computation, subject to anti-dilution requirements, to include the dilution from potential shares resulting from the issuance of the Series A Convertible Preferred Stock, restricted stock units, and stock options. Stock options and restricted stock units exercisable or issuable for a total of 5,468,223 and 6,413,731 shares of Common Stock were outstanding at December 31, 2023 and 2022, respectively. These securities are not included in the computation of diluted net loss per common share for the periods presented as their inclusion would be antidilutive due to losses incurred by the Company.   Accounts Receivable and Allowance for Credit Losses   ASU No. 2016-13, Financial Instruments - Credit Losses (Topic 326) requires that financial assets measured at amortized cost be presented at the net amount expected to be collected. The expected credit losses are developed using an estimated loss rate method that considers historical collection experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. The estimated loss rates are applied to accounts receivables with similar risk characteristics such as the length of time the balance has been outstanding and the location of the customer. In certain instances, the Company may identify individual accounts receivable assets that do not share risk characteristics with other accounts receivables, in which case the Company records its expected credit losses on an individual asset basis. If an accounts receivable asset is evaluated on an individual basis, the Company excludes those assets from the portfolios of accounts receivables evaluated on a collective basis.   At December 31, 2023 and 2022, the Company had an allowance for credit losses related to accounts receivable of $386 and $205, respectively. If a major customer’s creditworthiness deteriorates, or actual defaults exceed our historical experience, such estimates could change and impact our future reported financial results.   Inventories   Inventories are valued at the lower of cost or net realizable value. The cost of substantially all the Company’s inventory is determined by the FIFO cost method. Inventory is comprised of raw materials, assemblies and finished products intended for sale to customers. The Company evaluates the need for reserves for excess and obsolete inventories determined primarily based upon estimates of future demand for the Company’s products.   As of December 31, 2023 and 2022 the Company had $465 and $0 reserves, respectively for obsolescence.   Property, Equipment and Depreciation   Property and equipment is stated at cost. Depreciation on property and equipment is computed over the estimated useful lives of three years using the straight-line method. On any retirement or disposition of property and equipment, the related cost and accumulated depreciation or amortization is removed, and a gain or loss recorded.   Business Combinations   The Company accounts for its business combinations under the provisions of Accounting Standards Codification ("ASC") Topic 805-10, Business Combinations ("ASC 805-10"), which requires that the purchase method of accounting be used for all business combinations. Assets acquired and liabilities assumed, including non-controlling interests, are recorded at the date of acquisition at their respective fair values. The estimated fair value of net assets acquired, including the allocation of the fair value to identifiable assets and liabilities, was determined using established valuation techniques. ASC 805-10 also specifies criteria that intangible assets acquired in a business combination must meet to be recognized and reported apart from goodwill. Goodwill represents the excess purchase price over the fair value of the tangible net assets and intangible assets acquired in a business combination. Acquisition-related expenses are recognized separately from the business combinations and are expensed as incurred.   The estimated fair value of the acquired intangible assets was determined using a method which reflects the present value of the operating cash flows generated by this asset after taking into account the cost to realize the revenue, and an appropriate discount rate to reflect the time value and risk associated with the invested capital.   Certain adjustments to the assessed fair values of the assets and liabilities made subsequent to the acquisition date, but within the measurement period, which is up to one year, are recorded as adjustments to goodwill. Any adjustments subsequent to the measurement period are recorded in income.   Goodwill   Goodwill represents the difference, if any, between the aggregate consideration paid for an acquisition and the fair values of the underlying net assets and liabilities assumed from an acquired business. Goodwill is not amortized, but instead is tested for impairment. The Company tests goodwill for impairment on an annual basis during the fourth quarter, or more frequently if conditions indicate that such impairment could exist. The Company evaluates qualitative factors to determine if it is more likely than not that the fair value of a reporting unit is less than its carrying value and whether it is necessary to perform goodwill impairment process. <p style="font-family:'Times New Roman';font-size:10pt;font-

variant:normal;margin:0pt;"> Definite-lived Intangible Assets   Definite-lived intangible assets represent certain trade names, patents, licenses, software, acquired technology and customer relationships. Definite-lived intangible assets are recorded at cost less any accumulated amortization and accumulated impairment losses, if any. Definite-lived intangible assets acquired through the business combination are measured at fair value at the acquisition date. The Company amortizes these acquired definite-lived intangibles assets with a finite life on a straight-line basis, over 6 years for technology; 7 years for customer relationships; and 8 years for trademarks and trade names.   Intangible Assets   Intangible assets consist of (a) capitalized legal fees and filing costs related to obtaining patents and trademarks, (b) tradenames and software, (c) purchased software, and (d) the purchase cost of indefinite-lived website domains. The estimated useful lives of identifiable intangible assets with definite useful lives have been estimated to be between one and twenty years. Purchased website domain costs with an indefinite useful life are not subject to amortization, but are subject to an annual impairment test, by comparing their carrying amount with their corresponding fair value. For any given intangible asset with an indefinite useful life, if its fair value exceeds its carrying amount no impairment loss shall be recognized.   The carrying value of intangibles is periodically reviewed and impairments, if any, are recognized when the future undiscounted cash flows realized from the assets is less than its carrying value.   Impairment of Long-Lived Assets   Long-lived assets and identifiable intangibles held for use are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If the sum of undiscounted expected future cash flows is less than the carrying amount of the asset or if changes in facts and circumstances indicate, an impairment loss is recognized and measured using the asset's fair value. In December 2023, it was determined that the intangible related to development of proprietary software by Lumeto, Inc. would not have future economic value and was written down; the Company recognized an impairment loss of $700. The Company did not recognize any impairment loss during the year ended December 31, 2022.   Warrants   The Company accounts for warrants as liability-classified instruments based on an assessment of the warrant's specific terms and applicable authoritative guidance in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 480, Distinguishing Liabilities from Equity ("ASC 480") and ASC 815, Derivatives and Hedging ("ASC 815"). The assessment considers whether the warrants are freestanding financial instruments pursuant to ASC 480, meet the definition of a liability pursuant to ASC 480, and whether the warrants meet all of the requirements for equity classification under ASC 815, including whether the warrants are indexed to the Company's own common stock and whether the warrant holders could potentially require "net cash settlement" in a circumstance outside of the Company's control, among other conditions for equity classification. This assessment, which requires the use of professional judgment, is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding.   For issued warrants that do not meet all the criteria for equity classification, the warrants are required to be recorded at their initial fair value on the date of issuance, and each balance sheet date thereafter. The Company accounts for the warrants issued in accordance with the guidance contained in ASC 815-40-15-7C, under which the warrants do not meet the criteria for equity treatment and must be recorded as liabilities. Accordingly, the Company classifies the warrants as liabilities at their fair value and adjusts the warrants to fair value at each reporting period. This liability is subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in the Company's condensed consolidated statement of operations.   Convertible Preferred Stocks   The Company evaluates and accounts for conversion options embedded in its convertible instruments in accordance with ASC 480 and ASC 815 to determine if those instruments or embedded components of those instruments qualify as derivatives and are subject to bifurcation accounting. The Company determines that the economic characteristics and risks of the embedded derivative instrument are clearly and closely related to the economic characteristics and risks of the host contract. The convertible instruments are accounted for as a single hybrid instrument. Additionally, the convertible instruments do not have any redemption features that would preclude permanent equity classification in accordance with the guidance contained in ASC 480-10-S99.   Advertising and Promotion Costs   Advertising costs are charged to expense as incurred and were $925 and $426 for the years ended December 31, 2023 and 2022, respectively. The Company also incurred product promotion costs for demonstration products delivered to prospective customers of $225 and $688 for the years ended December 31, 2023 and 2022, respectively. Advertising and promotion costs are included in selling, general and administrative expenses in the accompanying statements of operations.   Demonstration and Training Costs   The Company maintains a demonstration and training department as a part of its sales and marketing activities and does not charge for product demonstrations or training. Training is not a condition or requirement of sale as most sales are made through distributors to their end customers. The Company conducts local and regional in-person, webinar and on-line demonstrations and use of force and escalation training to support law enforcement agencies with no purchase requirement. Such training, when provided, may occur before or after initial or subsequent purchase or field deployment of the Company's products. The Company believes that law enforcement trainers and officers that have seen demonstrations or have been trained about its products are more supportive of their departments purchase and deployment of product.   Research and Development Costs   Research and development costs are expensed as incurred.   Contract Manufacturers   The Company employs contract manufacturers for production of certain components and sub-assemblies. The Company may provide parts and components to such parties from time to time but recognizes no revenue or markup on such transactions.   Leases   The Company adopted ASC Topic 842, Leases ("Topic 842") on January 1, 2019. In accordance with the guidance in Topic 842, the Company recognizes lease liabilities and corresponding right-of-use-assets for all leases with terms of greater than 12 months. Leases with a term of 12 months or less will be accounted for in a manner similar to the guidance for operating leases prior to the adoption of Topic 842. Refer to Note 9, Leases for more information.   Revenue Recognition   The Company adopted ASC Topic 606, Revenue from Contracts with Customers on January 1, 2018. The Company enters into contracts that include various combinations of products, accessories, software and services, each of which are generally distinct and are accounted for as separate performance obligations. Product sales include BolaWrap products and accessories. Other revenue includes VR revenues, service, training and shipping revenues.   The timing of revenue recognition may differ from the timing of invoicing to customers. The Company generally has an unconditional right to consideration when customers are invoiced, and a receivable is recorded. A contract asset is recognized when revenue is recognized prior to invoicing, or a contract liability (deferred revenue) when revenue will be recognized subsequent to invoicing. The Company recognizes an asset if there are incremental costs of obtaining a contract with a customer such as commissions. These costs are ascribed to or allocated to the underlying performance obligations in the contract. The Company may receive consideration, per terms of a contract, from customers prior to transferring goods to the customer. The Company records customer deposits as a contract liability. Additionally, the Company may receive payments, most typically for service and warranty contracts, at the onset of the contract and before the services have been performed. In such instances, a deferred revenue liability is recorded. The Company recognizes these contract liabilities as revenue after all revenue recognition criteria are met.   Estimated costs for the Company's standard warranty, generally one-year, are charged to cost of products sold when revenue is recorded for the related product. Royalties are also charged to cost of products sold.   Shipping and Handling Costs   Shipping and handling costs are included in cost of revenues. Shipping and handling costs invoiced to customers are included in revenue. Actual shipping and handling costs were $200 and $296 for the years ended December 31, 2023 and 2022, respectively. Actual revenues from shipping and handling were $37 and $109 for the years ended December 31, 2023 and 2022, respectively.   Warranty Reserves   The Company warrants its products and accessories to be free from defects in materials and workmanship for a period of one year from the date of purchase. The warranty is generally limited. The Company currently provides direct warranty service. International market warranties are generally similar to the US market.   The Company establishes a warranty reserve based on anticipated warranty claims at the time product revenues are recognized. Factors affecting warranty reserve levels include the number of units sold, anticipated cost of warranty repairs and anticipated rates of warranty claims. The Company evaluates the adequacy of the provision for warranty costs each reporting period. The warranty reserve was $72 and $125 at December 31, 2023 and 2022. Actual warranty costs could differ from estimates.   <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-

align:justify;margin:0pt;">Segment Information   ASC Topic 280, "Segment Reporting," requires use of the "management approach" model for segment reporting. The management approach model is based on the way a company's management organizes segments within the company for making operating decisions and assessing performance. The Company operates as a single segment and will evaluate additional segment disclosure requirements as it expands its operations.   Income Taxes   No income tax expense was recorded for the periods ended December 31, 2023 and 2022 due to losses incurred. Deferred tax assets and liabilities are determined based on temporary differences between the bases of certain assets and liabilities for income tax and financial reporting purposes.   The Company maintains a valuation allowance with respect to deferred tax assets. The Company establishes a valuation allowance based upon the potential likelihood of realizing the deferred tax asset and taking into consideration the Company's financial position and results of operations for the current period. Future realization of the deferred tax benefit depends on the existence of sufficient taxable income within the carry-forward period under the Federal tax laws. Changes in circumstances, such as the Company generating taxable income, could cause a change in judgment about the realizability of the related deferred tax asset. Any change in the valuation allowance will be included in income in the year of the change in estimates.   Recently Issued Accounting Guidance   The Company has reviewed recently issued, but not yet effective, accounting pronouncements and does not believe the future adoptions of any such pronouncements will be expected to cause a material impact on its financial condition or the results of operations.   In July 2023, the SEC adopted the final rule under SEC Release No. 33-11216, Cybersecurity Risk Management, Strategy, Governance, and Incident Disclosure, requiring disclosure of material cybersecurity incidents on Form 8-K and periodic disclosure of a registrant's cybersecurity risk management, strategy and governance in annual reports. Regulation S-K Item 6 disclosure requirements under this rule will be effective for us in the fourth quarter of 2023. Incident disclosure requirements in Form 8-K will be effective for us on June 15, 2024. We are still evaluating for any impact on our financial statement disclosures from the adoption of this final rule. Organization and Business Description   Wrap Technologies, Inc., a Delaware corporation (the "Company", "we", "us", and "our"), is a publicly traded company with its common stock, par value $0.0001 per share ("Common Stock"), listed on the Nasdaq Capital Market ("Nasdaq") under the trading symbol "WRAP". The Company is a developer and supplier of public safety products and training services for law enforcement and security personnel. The Company's primary product is the BolaWrap® remote restraint device. The principal markets for the Company's proprietary products and services are in North and South America, Europe, Middle East and Asia. 0.0001 Principles of Consolidation   The Company has two wholly owned subsidiaries, Wrap Reality, Inc., an Arizona corporation, formed in December 2020 that sells a virtual reality ("VR") training system primarily targeting law enforcement agencies and Intrensic, LLC, which the Company acquired in August 2023, which specializes in Body Worn Camera and Digital Evidence Management solutions. The consolidated financial statements include the accounts of these subsidiaries after elimination of intercompany transactions and accounts. Basis of Presentation and Use of Estimates   The accompanying financial statements have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("US GAAP"). The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions (e.g., share-based compensation valuation, allowance for doubtful accounts, valuation of inventory and intangible assets, warranty reserve, accrued costs, valuation allowance related to deferred tax assets and recognition and measurement of contingencies) that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements and affect the reported amounts of revenues and expenses during the reporting period. Actual results could materially differ from those estimates. Concentrations of Risk   Credit Risk — Financial instruments that potentially subject the Company to concentration of credit risk consisted primarily of cash, cash equivalents, US treasury bills and accounts receivable from customers. The Company maintains its cash and cash equivalent deposits at two domestic financial institutions. The Company is exposed to credit risk in the event of default by a financial institution to the extent that cash and cash equivalents are in excess of the amount insured by the Federal Deposit Insurance Corporation. The Company places its cash and cash equivalents with high-credit quality financial institutions and are managed within established guidelines to mitigate risks. To date, the Company has not experienced any losses on its cash and cash equivalents.   Concentrations of Accounts Receivable and Revenue — The Company has a limited number of domestic and international customers. The Company may experience concentrations in both accounts receivable and revenue due to the timing of sales and collections of related payments (see Note 18).   Concentration of Suppliers — The Company assembles its BolaWrap products in-house using components and subassemblies from a limited number of suppliers and contract suppliers. In particular, a single supplier is currently the sole manufacturer of the BolaWrap battery assembly, and another single supplier is the sole manufacturer of the propulsion component for BolaWrap cassettes. Other parts are solely sourced from other suppliers. If supplier shortages or logistic delays occur, or quality problems arise, production schedules could be significantly delayed or costs significantly increased, which could in turn have a material adverse effect on the Company's financial condition, results of operation and cash flows. Cash and Cash Equivalents   The Company considers all highly liquid investments purchased with original maturities of three months or less from the purchase date to be cash equivalents. Cash equivalents consist primarily of amounts invested in Money Market Funds and US ("US") Treasury bills and are stated at fair value. Short-Term Investments   The Company's short-term investments consist of certificates of deposits and US Treasury bills with original maturities beyond three months at the date of purchase and one year or less from the balance sheet date. As of December 31, 2023, all of the Company's short-term investments were classified as available-for-sale and are carried at estimated fair value with any unrealized gains and losses, unrelated to credit loss factors, included in other comprehensive income in our consolidated statements of stockholders' equity. Share-Based Compensation   The Company follows the fair value recognition provisions issued by the FASB in ASC Topic 718, Stock Compensation ("ASC 718") and has adopted Accounting Standards Update ("ASU") 2018-07 for share-based transactions with non-employees. Share-based compensation expense recognized during 2023 and 2022 includes stock option and restricted stock unit compensation expense. The grant date fair value of stock options is determined using the Black-Scholes option-pricing model. The grant date is the date at which an employer and employee or non-employee reach a mutual understanding of the key terms and conditions of a share-based payment award and approved by the Company's Board of Directors. The Black-Scholes option-pricing model requires inputs including the market price of the Company's Common Stock on the date of grant, the term that the stock options are expected to be outstanding, the implied stock volatilities of several publicly traded peers over the expected term of stock options, risk-free interest rate and expected dividend. Each of these inputs is subjective and generally requires significant judgment to determine. The grant date fair value of restricted stock units is based upon the market price of the Company's Common Stock on the date of the grant. We determine the amount of share-based compensation expense based on awards that we ultimately expect to vest and account for forfeitures as they occur. The fair value of share-based compensation is amortized to compensation expense over the vesting term. Loss per Share   Basic loss per share (EPS) is computed by dividing net loss, less any dividends, accretion or decretion, redemption or induced conversion, if any, on our Series A Convertible Preferred Stock, by the weighted average number of shares outstanding during the reported period.   In computing diluted EPS, we adjust the numerator used in the basic EPS computation, subject to anti-dilution requirements, to add back the dividends (declared or cumulative undeclared) applicable to the Series A Convertible Preferred Stock. Such add-back would also include any adjustments to equity in the period to accrete the Series A Convertible Preferred Stock to its redemption price, or recorded upon a redemption or induced conversion, if any. We adjust the denominator used in the basic EPS computation, subject to anti-dilution requirements, to include the dilution from potential shares resulting from the issuance of the Series A Convertible Preferred Stock, restricted stock units, and stock options. Stock options and restricted stock units exercisable or issuable for a total of 5,468,223 and 6,413,731 shares of Common Stock were outstanding at December 31, 2023 and 2022, respectively. These securities are not included in the computation of diluted net loss per common share for the periods presented as their inclusion would be antidilutive due to losses incurred by the Company. 5468223 6413731 Accounts Receivable and Allowance for Credit Losses   ASU No. 2016-13, Financial Instruments - Credit Losses (Topic 326) requires that financial assets measured at amortized cost be presented at the net amount expected to be collected. The expected credit losses are developed using an estimated loss rate method that considers historical collection experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. The estimated loss rates are applied to accounts receivables with similar risk characteristics such as the length of time the balance has been outstanding and the location of the customer. In certain instances, the Company may identify individual accounts receivable assets that do not share risk characteristics with other accounts receivables, in which case the Company records its expected credit losses on an individual asset basis. If an accounts receivable asset is evaluated on an individual basis, the Company excludes those assets from the portfolios of accounts receivables evaluated on a collective basis.   At December 31, 2023 and 2022, the Company had an allowance for credit losses related to accounts receivable of $386 and $205, respectively. If a major customer's creditworthiness deteriorates, or actual defaults exceed our historical experience, such estimates could change and impact our future reported financial results. 386000 205000 Inventories <p style="font-family:'Times New Roman';font-size:10pt;font-

variant:normal;margin:0pt;"> Inventories are valued at the lower of cost or net realizable value. The cost of substantially all the Company's inventory is determined by the FIFO cost method. Inventory is comprised of raw materials, assemblies and finished products intended for sale to customers. The Company evaluates the need for reserves for excess and obsolete inventories determined primarily based upon estimates of future demand for the Company's products.   As of December 31, 2023 and 2022 the Company had $465 and $0 reserves, respectively for obsolescence. 465000 0 Property, Equipment and Depreciation   Property and equipment is stated at cost. Depreciation on property and equipment is computed over the estimated useful lives of three years using the straight-line method. On any retirement or disposition of property and equipment, the related cost and accumulated depreciation or amortization is removed, and a gain or loss recorded. Business Combinations   The Company accounts for its business combinations under the provisions of Accounting Standards Codification ("ASC") Topic 805-10, Business Combinations ("ASC 805-10"), which requires that the purchase method of accounting be used for all business combinations. Assets acquired and liabilities assumed, including non-controlling interests, are recorded at the date of acquisition at their respective fair values. The estimated fair value of net assets acquired, including the allocation of the fair value to identifiable assets and liabilities, was determined using established valuation techniques. ASC 805-10 also specifies criteria that intangible assets acquired in a business combination must meet to be recognized and reported apart from goodwill. Goodwill represents the excess purchase price over the fair value of the tangible net assets and intangible assets acquired in a business combination. Acquisition-related expenses are recognized separately from the business combinations and are expensed as incurred.   The estimated fair value of the acquired intangible assets was determined using a method which reflects the present value of the operating cash flows generated by this asset after taking into account the cost to realize the revenue, and an appropriate discount rate to reflect the time value and risk associated with the invested capital.   Certain adjustments to the assessed fair values of the assets and liabilities made subsequent to the acquisition date, but within the measurement period, which is up to one year, are recorded as adjustments to goodwill. Any adjustments subsequent to the measurement period are recorded in income. Goodwill   Goodwill represents the difference, if any, between the aggregate consideration paid for an acquisition and the fair values of the underlying net assets and liabilities assumed from an acquired business. Goodwill is not amortized, but instead is tested for impairment. The Company tests goodwill for impairment on an annual basis during the fourth quarter, or more frequently if conditions indicate that such impairment could exist. The Company evaluates qualitative factors to determine if it is more likely than not that the fair value of a reporting unit is less than its carrying value and whether it is necessary to perform goodwill impairment process. Definite-lived Intangible Assets   Definite-lived intangible assets represent certain trade names, patents, licenses, software, acquired technology and customer relationships. Definite-lived intangible assets are recorded at cost less any accumulated amortization and accumulated impairment losses, if any. Definite-lived intangible assets acquired through the business combination are measured at fair value at the acquisition date. The Company amortizes these acquired definite-lived intangibles assets with a finite life on a straight-line basis, over 6 years for technology; 7 years for customer relationships; and 8 years for trademarks and trade names. P6Y P7Y P8Y Intangible Assets   Intangible assets consist of (a) capitalized legal fees and filing costs related to obtaining patents and trademarks, (b) tradenames and software, (c) purchased software, and (d) the purchase cost of indefinite-lived website domains. The estimated useful lives of identifiable intangible assets with definite useful lives have been estimated to be between one and twenty years. Purchased website domain costs with an indefinite useful life are not subject to amortization, but are subject to an annual impairment test, by comparing their carrying amount with their corresponding fair value. For any given intangible asset with an indefinite useful life, if its fair value exceeds its carrying amount no impairment loss shall be recognized.   The carrying value of intangibles is periodically reviewed and impairments, if any, are recognized when the future undiscounted cash flows realized from the assets is less than its carrying value. Impairment of Long-Lived Assets   Long-lived assets and identifiable intangibles held for use are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If the sum of undiscounted expected future cash flows is less than the carrying amount of the asset or if changes in facts and circumstances indicate, an impairment loss is recognized and measured using the asset's fair value. In December 2023, it was determined that the intangible related to development of proprietary software by Lumeto, Inc. would not have future economic value and was written down; the Company recognized an impairment loss of $700. The Company did not recognize any impairment loss during the year ended December 31, 2022. 700000 Warrants   The Company accounts for warrants as liability-classified instruments based on an assessment of the warrant's specific terms and applicable authoritative guidance in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 480, Distinguishing Liabilities from Equity ("ASC 480") and ASC 815, Derivatives and Hedging ("ASC 815"). The assessment considers whether the warrants are freestanding financial instruments pursuant to ASC 480, meet the definition of a liability pursuant to ASC 480, and whether the warrants meet all of the requirements for equity classification under ASC 815, including whether the warrants are indexed to the Company's own common stock and whether the warrant holders could potentially require "net cash settlement" in a circumstance outside of the Company's control, among other conditions for equity classification. This assessment, which requires the use of professional judgment, is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding.   For issued warrants that do not meet all the criteria for equity classification, the warrants are required to be recorded at their initial fair value on the date of issuance, and each balance sheet date thereafter. The Company accounts for the warrants issued in accordance with the guidance contained in ASC 815-40-15-7C, under which the warrants do not meet the criteria for equity treatment and must be recorded as liabilities. Accordingly, the Company classifies the warrants as liabilities at their fair value and adjusts the warrants to fair value at each reporting period. This liability is subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in the Company's condensed consolidated statement of operations. Convertible Preferred Stocks   The Company evaluates and accounts for conversion options embedded in its convertible instruments in accordance with ASC 480 and ASC 815 to determine if those instruments or embedded components of those instruments qualify as derivatives and are subject to bifurcation accounting. The Company determines that the economic characteristics and risks of the embedded derivative instrument are clearly and closely related to the economic characteristics and risks of the host contract. The convertible instruments are accounted for as a single hybrid instrument. Additionally, the convertible instruments do not have any redemption features that would preclude permanent equity classification in accordance with the guidance contained in ASC 480-10-599. Advertising and Promotion Costs   Advertising costs are charged to expense as incurred and were $925 and $426 for the years ended December 31, 2023 and 2022, respectively. The Company also incurred product promotion costs for demonstration products delivered to prospective customers of $225 and $688 for the years ended December 31, 2023 and 2022, respectively. Advertising and promotion costs are included in selling, general and administrative expenses in the accompanying statements of operations. 925000 426000 225000 688000 Demonstration and Training Costs   The Company maintains a demonstration and training department as a part of its sales and marketing activities and does not charge for product demonstrations or training. Training is not a condition or requirement of sale as most sales are made through distributors to their end customers. The Company conducts local and regional in-person, webinar and on-line demonstrations and use of force and escalation training to support law enforcement agencies with no purchase requirement. Such training, when provided, may occur before or after initial or subsequent purchase or field deployment of the Company's products. The Company believes that law enforcement trainers and officers that have seen demonstrations or have been trained about its products are more supportive of their departments purchase and deployment of product. Research and Development Costs   Research and development costs are expensed as incurred. Contract Manufacturers   The Company employs contract manufacturers for production of certain components and sub-assemblies. The Company may provide parts and components to such parties from time to time but recognizes no revenue or markup on such transactions. Leases   The Company adopted ASC Topic 842, Leases ("Topic 842") on January 1, 2019. In accordance with the guidance in Topic 842, the Company recognizes lease liabilities and corresponding right-of-use-assets for all leases with terms of greater than 12 months. Leases with a term of 12 months or less will be accounted for in a manner similar to the guidance for operating leases prior to the adoption of Topic 842. Refer to Note 9, Leases for more information. Revenue Recognition   The Company adopted ASC Topic 606, Revenue from Contracts with Customers on January 1, 2018. The Company enters into contracts that include various combinations of products, accessories, software and services, each of which are generally distinct and are accounted for as separate performance obligations. Product sales include BolaWrap products and accessories. Other revenue includes VR revenues, service, training and shipping revenues.   The timing of revenue recognition may differ from the timing of invoicing to customers. The Company generally has an unconditional right to consideration when customers are invoiced, and a

receivable is recorded. A contract asset is recognized when revenue is recognized prior to invoicing, or a contract liability (deferred revenue) when revenue will be recognized subsequent to invoicing. The Company recognizes an asset if there are incremental costs of obtaining a contract with a customer such as commissions. These costs are ascribed to or allocated to the underlying performance obligations in the contract. The Company may receive consideration, per terms of a contract, from customers prior to transferring goods to the customer. The Company records customer deposits as a contract liability. Additionally, the Company may receive payments, most typically for service and warranty contracts, at the onset of the contract and before the services have been performed. In such instances, a deferred revenue liability is recorded. The Company recognizes these contract liabilities as revenue after all revenue recognition criteria are met.   Estimated costs for the Company's standard warranty, generally one-year, are charged to cost of products sold when revenue is recorded for the related product. Royalties are also charged to cost of products sold. Shipping and Handling Costs   Shipping and handling costs are included in cost of revenues. Shipping and handling costs invoiced to customers are included in revenue. Actual shipping and handling costs were $200 and $296 for the years ended December 31, 2023 and 2022, respectively. Actual revenues from shipping and handling were $37 and $109 for the years ended December 31, 2023 and 2022, respectively. 200000 296000 37000 109000 Warranty Reserves   The Company warrants its products and accessories to be free from defects in materials and workmanship for a period of one year from the date of purchase. The warranty is generally limited. The Company currently provides direct warranty service. International market warranties are generally similar to the US market.   The Company establishes a warranty reserve based on anticipated warranty claims at the time product revenues are recognized. Factors affecting warranty reserve levels include the number of units sold, anticipated cost of warranty repairs and anticipated rates of warranty claims. The Company evaluates the adequacy of the provision for warranty costs each reporting period. The warranty reserve was $72 and $125 at December 31, 2023 and 2022. Actual warranty costs could differ from estimates.</p> 72000 125000 <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Segment Information</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">ASC Topic 280, "Segment Reporting," requires use of the "management approach" model for segment reporting. 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Other revenue includes VR revenues, service, training and shipping revenues.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">The table below details the activity in our contract liabilities during the year ended December 31, 2023.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; 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As of December 31, 2022, the Company's deferred revenue of $333 consisted of $198 related to VR, $11 related to training, and $124 related to BolaWrap extended warranties and services.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family: 'Times New Roman', Times, serif; font-size: 10pt; margin: 0pt; text-align: left"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">The Company recognizes an asset if there are incremental costs of obtaining a contract with a customer such as commissions. These costs are ascribed to or allocated to the underlying performance obligations in the contract and amortized consistent with the recognition timing of the revenue for any such underlying performance obligations. The Company had no such assets as of December 31, 2023 and 2022<i>.</i> The Company will apply the practical expedient to expense any sales commissions related to performance obligations with an amortization of one year or less when incurred within selling, general and administrative expense.</p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Customer</p> </td> <td style="font-family: "Times New Roman", Times, serif; 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("Lumeto") and Spatial Industries Group, Inc. (collectively, "Service Provider"), the Service Provider provides to the Company certain technology, services, and perpetual licenses for use within the Company's Wrap Reality virtual simulation training platform (the "Technology, Services, and License"), in consideration for a one-time cash payment upon the execution of the Services Agreement of $700,   The Company determined

during 2023 that the intangible related to software developed by Lumeto would not have future economic benefit and the value of the intangible was written off as a loss on impairment of $700.   On August 9, 2023, the Company entered into a Membership Interest Purchase Agreement (the "Intrensic Purchase Agreement") by and among the Company, certain members of Intrensic, including Kevin Mullins, the Company's former Chief Executive Officer (collectively, "Sellers") and Buford Ortale, as the Seller's representative. Under the terms of the Intrensic Purchase Agreement, the Company agreed to purchase, and Sellers agreed to sell, 100% of the membership interests (the "Membership Interests") of Intrensic for the following consideration upon the consummation of the sale of the Membership Interests (the "Intrensic Closing"): (i) $553,588 in cash, subject to adjustment based upon the outstanding indebtedness of Intrensic and Intrensic's working capital as of the Intrensic Closing; and (ii) 1,250,000 shares of Common Stock of the Company the "Intrensic Acquisition"). The Intrensic Acquisition closed on August 16, 2023, in accordance with the terms of the Purchase Agreement. 700000 700000 1 553588 1250000 <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td style="width: 36pt;"> 4. </td> <td style="width: auto;"> FINANCIAL INSTRUMENTS </td> </tr> </tbody></table>   Assets and liabilities recorded at fair value on a recurring basis in the Consolidated Balance Sheets and assets and liabilities measured at fair value on a non-recurring basis or disclosed at fair value, are categorized based upon the level of judgment associated with inputs used to measure their fair values. The accounting guidance for fair value provides a framework for measuring fair value and requires certain disclosures about how fair value is determined. Fair value is defined as the price that would be received upon the sale of an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date. The accounting guidance also establishes a three-level valuation hierarchy that prioritizes the inputs to valuation techniques used to measure fair value based upon whether such inputs are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect market assumptions made by the reporting entity. The three-level hierarchy for the inputs to valuation techniques is briefly summarized as follows: Level 1—Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date;   Level 2—Inputs are observable, unadjusted quoted prices in active markets for similar assets or liabilities, unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities; and   Level 3—Unobservable inputs that are significant to the measurement of the fair value of the assets or liabilities that are supported by little or no market data.   The Company's short-term investments consisting of US Treasury bill securities and Certificate of Deposits are classified as Level 1 because they are valued using quoted market prices.   The following table shows the Company's short-term investments by significant investment category as of December 31, 2023 and 2022.   <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="14" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> As of December 31, 2023 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Adjusted </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Unrealized </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Unrealized </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Market </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Cost </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Gains </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Losses </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Value </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 52%;"> Level 1: </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"

margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Total Financial Assets </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">9,293</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; 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font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">9,293</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table>   <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="14" style="text-align: center; font-family: "Times New Roman", Times, serif; 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During the year ended December 31, 2023 and 2022, $0 and $100 was recorded to accumulated other comprehensive loss and gain, respectively.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Warrant liabilities are measured at fair value on a recurring basis. The subsequent measurement of the warrant liabilities as of December 31, 2023, is classified as Level 3 due to the use of an observable market quote in a non-active market and the management's assumption of the expected stock price volatility.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">The following table presents the fair value in the beginning of the period, the changes in the fair value, and the fair value at the end of the period of warrant liabilities:</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 85%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Level 3:</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">December 31,</p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Fair value at inception or the beginning of the period</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(7,717</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Change in fair value of warrant liabilities </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(11,986</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Fair value as of December 31, 2023 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">(19,703</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">)</td> </tr> </tbody></table> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">The Company uses the modified Black-Scholes option pricing model to determine the fair value of warrant liabilities. The following table summarizes the assumptions used to compute the fair value of Warrants:</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid black;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid black;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid black;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">As of </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">December 31, </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 70%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Expected stock price volatility</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">143</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">%</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Risk-free interest rate</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">3.85</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">%</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Dividends yield</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">0</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">%</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Expected life of warrants (years)</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">4.50</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid black;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Exercise price</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid black;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">1.45</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> </tbody></table>   Our other financial instruments also include accounts receivable, accounts payable, accrued liabilities and business acquisition liabilities. Due to the short-term nature of these instruments, their fair values approximate their carrying values on the balance sheet. <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="14" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> As of December 31, 2023 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Adjusted </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Unrealized </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Unrealized </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-

family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Market </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Cost </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Gains </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Losses </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Value </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 52%;"> Level 1: </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"

<td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 52%;"> Level 1: </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; 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font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">3,004</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; 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font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">100</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">9,949</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; 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font-size: 10pt; width: 85%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Level 3:</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">December 31,</p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Fair value at inception or the beginning of the period</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(7,717</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Change in fair value of warrant liabilities </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(11,986</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Fair value as of December 31, 2023 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; 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The cost of substantially all the Company's inventory is determined by the FIFO cost method. Inventories consisted of the following:</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">December 31,</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; 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margin-left: 0pt;">575</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Trademarks </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">248</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-

family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">150</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Purchased software and technology </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,752</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,962</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Customer Relationship </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">160</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; 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font-size: 10pt;"> Accumulated amortization </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(806</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(462</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Total amortizable </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">2,227</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">2,225</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Indefinite life assets (non-amortizable) </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">421</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">344</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Total intangible assets, net </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">2,648</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">2,569</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table>   Amortization expenses were $345 and $287 for the years ended December 31, 2023 and 2022, respectively.   The purchase of Intrensic in August 2023 resulted in several intangible assets recognized on the balance sheet including $80 in trademarks, $490 in purchased technology and $160 in customer relationships.   The Company determined in December 2023 that the intangible related to software developed by Lumeto would not have future economic benefit and the value of the intangible was written down, incurring a loss on impairment of $700.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">At December 31, 2023, annual amortization of intangible assets, based upon the Company's existing intangible assets and current useful lives, is estimated to be the following:</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 85%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">2024</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">427</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> 2025 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">422</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> 2026 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">335</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> 2027 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">185</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> 2028 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">185</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Thereafter </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">673</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Total estimated amortization expense </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double

rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">2,227</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:'Times New Roman', Times, serif; font-size: 10pt; margin: 0pt; text-align: left"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">Goodwill</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">The table below summarizes the changes in the carrying amount of goodwill:</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 85%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Balance at January 1, 2023</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Acquired goodwill </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">1,610</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Balance at December 31, 2023 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">1,610</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">Goodwill acquired in 2023 relates to the purchase of Intrensic in August 2023.</p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">December 31, </p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2022</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 70%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Amortizable intangible assets:</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt; text-indent: 9pt;">Patents</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">873</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">575</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Trademarks </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">248</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">150</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Purchased software and technology </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,752</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,962</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Customer Relationship </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">160</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">3,033</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">2,687</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Accumulated amortization </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(806</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(462</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Total amortizable </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">2,227</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">2,225</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Indefinite life assets (non-amortizable) </td> <td style="width: 1%; font-family: "Times New Roman", Times,

serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">421</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">344</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Total intangible assets, net </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">2,648</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">2,569</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table> 873000 575000 248000 150000 1752000 1962000 160000 0 3033000 2687000 806000 462000 2227000 2225000 421000 344000 2648000 2569000 345000 287000 80000 490000 160000 700000 <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 85%;"> 2024 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">427</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">2025</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">422</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">2026</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">335</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">2027</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">185</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">2028</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">105</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Thereafter</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">673</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Total estimated amortization expense</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">2,227</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table> 427000 422000 335000 185000 185000 673000 2227000 <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 85%;"> Balance at January 1, 2023 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt; text-indent: 9pt;">Acquired goodwill</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">1,610</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Balance at December 31, 2023</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">1,610</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table> 0 1610000 1610000 <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td style="width: 36pt;"> 8. </td> <td style="width: auto;"> ACCOUNTS PAYABLE AND ACCRUED LIABILITIES </td> </tr> </tbody></table>   We are obligated to pay royalties pursuant to an exclusive Amended and Restated Intellectual Property License Agreement (the “License Agreement”), dated as of September 30, 2016, with Syzygy Licensing, LLC (“Syzygy”), a private technology invention, consulting and licensing company owned and controlled by Elwood G. Norris, a founder and former officer and current 5% stockholder of the Company, and James A. Barnes, a former officer and stockholder of the Company (see Note 16).   Accounts payable includes $14 and $127 due to Syzygy pursuant to the License Agreement as of December 31, 2023 and 2022, respectively.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Accrued liabilities consist of the following:</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">December 31,</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2023</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2022</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 70%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Patent and legal costs</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">21</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">135</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif;

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font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Taxes and other </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">274</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; 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margin-left: 0pt;">125</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Taxes and other </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">274</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">103</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">692</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">1,463</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table> 21000 135000 325000 1100000 72000 125000 274000 103000 692000 1463000 0 1022000 <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Year Ended December 31, </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2022 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 70%;"> Balance, beginning of period </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">125</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">96</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Warranty settlements </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(169</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(181</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Warranty provision </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">116</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">210</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Balance, end of period </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">72</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">125</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table> 125000 96000 169000 181000 116000 210000 72000 125000 <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td style="width: 36pt;"> 9. </td> <td style="width: auto;"> LEASES </td> </tr> </tbody></table>   The Company determines if an arrangement is a lease at inception. The guidance in FASB ASC Topic 842, Leases defines a lease as a contract, or part of a contract, that conveys the right to control the use of identified property, plant, or equipment (an identified asset) for a period of time in exchange for consideration. Operating lease right of use (“ROU”) assets and lease liabilities are recognized based on the present value of future minimum lease payments over the lease term at commencement date. The Company’s leases do not provide an implicit rate. Due to a lack of financing history or ability, the Company uses an estimate of low-grade debt rate published by the Federal Reserve Bank as its incremental borrowing rate based on the information available at the commencement date in determining the present value of future payments. The ROU asset includes any lease payments made and excludes lease incentives and initial direct costs incurred.   For leases beginning on or after January 1, 2019, lease components are accounted for separately from non-lease components for all asset classes. On January 21, 2023, the Company’s lease was amended to extend the expiration date to July 31, 2025. Upon execution of the amendment, which was deemed a lease modification, the Company reassessed the lease liability using the discount rate determined at the modification date and recorded an additional ROU asset for the same amount. The Company’s lease contains renewal provisions and escalating rental clauses and generally requires the Company to pay utilities, insurance, taxes and other operating expenses. The renewal provisions of the existing lease agreement were not included in the determination of the operating lease liabilities and the ROU assets. The Company also reassessed the lease classification and concluded that the lease continues to be an operating lease.   Amortization of ROU operating lease assets was $138 and $101 for the years ended December 31, 2023 and 2022, respectively.   Operating lease expense for capitalized operating leases included in operating activities was $177 and $118 for the years ended December 31, 2023 and 2022, respectively. Operating lease obligations recorded on the balance sheet at December 31, 2023 are: <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr style="vertical-align: bottom; font-

family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 85%;"> Operating lease liability- short term </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">616</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Operating lease liability - long term</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">1,671</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Total Operating Lease Liability</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">2,287</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table>   Future lease payments included in the measurement of lease liabilities on the balance sheet at December 31, 2023 for future periods are as follows   <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="margin-right: 20%; width: 80%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="width: 81%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> 2024 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">$</td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;">443</td> <td style="width: 1%; margin-left: 0pt; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: Times New Roman; font-size: 10pt; font-variant: normal; margin: 0pt;">2025</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;">567</td> <td style="width: 1%; margin-left: 0pt; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;">2026</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;">507</td> <td style="width: 1%; margin-left: 0pt; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;">2027</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;">522</td> <td style="width: 1%; margin-left: 0pt; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;">2028</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;">538</td> <td style="width: 1%; margin-left: 0pt; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;">Thereafter</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);">1,271</td> <td style="width: 1%; margin-left: 0pt; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; text-indent: 9pt;">Total future minimum lease payments</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;">3,848</td> <td style="width: 1%; margin-left: 0pt; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; text-indent: 9pt;">Less imputed interest</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);">(1,561</td> <td style="width: 1%; margin-left: 0pt; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;">)</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; text-indent: 9pt;">Total</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);">2,287</td> <td style="width: 1%; margin-left: 0pt; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td> </tr> </tbody></table>   The weighted average remaining lease term is 6.77 years, and the weighted average discount rate is 14.2%.   Certain leases contain provisions for payment of real estate taxes, insurance and maintenance costs by the Company. These expenses are treated as variable lease payments and recognized in the period in which the obligation for those payments was incurred. The Company had $8 and $39 variable lease expenses during the year December 31, 2023 or 2022.   The Company had $92 and $11 short-term lease expense during the year December 31, 2023, or 2022. The Company does not have any finance leases.</p> 138000 101000 177000 118000 <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 85%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Operating lease liability- short term</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">616</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Operating lease liability - long term </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">1,671</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Total Operating Lease Liability </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">2,287</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table> 616000 1671000 2287000 <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="margin-right: 20%; width: 80%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="width: 81%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: Times New Roman; font-size: 10pt; font-variant: normal; margin: 0pt;">2024</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">$</td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;">443</td> <td style="width: 1%; margin-left: 0pt; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> 2025 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;">567</td> <td style="width: 1%; margin-left: 0pt; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;">2026</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;">507</td> <td style="width: 1%; margin-left: 0pt; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;">2027</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size:

10pt;">522</td> <td style="width: 1%; margin-left: 0pt; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;">2028</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;">538</td> <td style="width: 1%; margin-left: 0pt; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;">Thereafter</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);">1,271</td> <td style="width: 1%; margin-left: 0pt; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; text-indent: 9pt;">Total future minimum lease payments</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;">3,848</td> <td style="width: 1%; margin-left: 0pt; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; text-indent: 9pt;">Less imputed interest</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);">(1,561</td> <td style="width: 1%; margin-left: 0pt; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;">)</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; text-indent: 9pt;">Total</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 16%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);">2,287</td> <td style="width: 1%; margin-left: 0pt; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px;"> </td> </tr> </tbody></table> 443000 567000 507000 522000 538000 1271000 3848000 1561000 2287000 P6Y9M7D 0.142 8000 39000 92 11 10. WARRANTS   On June 29, 2023, the Company entered into a Securities Purchase Agreement (the "Series A Purchase Agreement") with certain directors of the Company and certain accredited and institutional investors (collectively, the "Series A Investors"), pursuant to which it agreed to sell to the Series A Investors in a registered direct offering (the "Series A Offering") (i) an aggregate of 10,000 shares of the Company's newly-designated Series A Convertible Preferred Stock, with par value $0.0001 per share and a stated value of $1,000 per share (the "Series A Preferred Stock"), initially convertible into up to 6,896,553 shares of the Company's common stock, at an initial conversion price of $1.45 per share (the "Conversion Price"), and (ii) warrants to acquire up to an aggregate of 6,896,553 shares of Common Stock (the "Series A Warrants").   Each Series A Warrant has an exercise price of $1.45, became exercisable after the date that was six months from the date of issuance and will expire 5 years following the date of issuance. The exercise price is subject to customary adjustments for stock dividends, stock splits, reclassifications and the like, and subject to price-based adjustment, on a "full ratchet" basis, in the event of any issuances of Common Stock, or securities convertible, exercisable or exchangeable for Common Stock, at a price below the then-applicable exercise price (subject to certain exceptions). The closing of the Offering occurred on July 3, 2023. The aggregate gross proceeds from the Offering were $10,000, of which $7,717 was allocated to the Warrants. The Company expects to use the net proceeds from the Offering for general corporate purposes.   10000 0.0001 1000 6896553 1.45 6896553 1.45 P5Y 10000000 7717000 <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td style="width: 36pt;"> 11. </td> <td style="width: auto;"> DEBT </td> </tr> </tbody></table>   The Company's debt at December 31, 2023 and 2022 included operating lease liabilities (see Note 9). <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td style="width: 36pt;"> 12. </td> <td style="width: auto;"> STOCKHOLDERS' EQUITY </td> </tr> </tbody></table>   The Company's authorized capital consists of 150,000,000 shares of Common Stock and 5,000,000 shares of preferred stock, par value $0.0001 per share ("Preferred Stock"), of which 10,000 are designated as Series A Preferred Stock.   On July 3, 2023, the Company filed the Certificate of Designations with the State of Delaware, designating 10,000 shares of its Preferred Stock as Series A Convertible Preferred Stock. The terms of the Series A Preferred Stock are as set forth in the form of Certificate of Designations of the Series A Preferred Stock (the "Certificate of Designations"). The Series A Preferred Stock is convertible into shares of common stock (the "Conversion Shares") at the election of the holder at any time at an initial conversion price of $1.45. The Conversion Price is subject to customary adjustments for stock dividends, stock splits, reclassifications and the like, and subject to price-based adjustment in the event of any issuances of common stock, or securities convertible, exercisable or exchangeable for common stock, at a price below the then-applicable Conversion Price (subject to certain exceptions).   The holders of the Series A Preferred Stock are entitled to dividends of 8% per annum, compounded monthly, which are payable in cash or shares of Common Stock, or a combination thereof, at the Company's option in accordance with the terms of the Certificate of Designations. Upon the occurrence and during the continuance of a Triggering Event (as defined in the Certificate of Designations), the Series A Preferred Stock will accrue dividends at the rate of 20% per annum. If the Company elects to pay any dividends in shares of Common Stock, the Conversion Price used to calculate the number of shares issuable will equal to the lower of (i) the then applicable Conversion Price and (ii) 85% of the arithmetic average of the three (3) lowest closing prices of the Common Stock during the twenty (20) consecutive trading day period ending on the trading day immediately preceding the dividend payment date, provided that such price shall not be lower than the lower of (x) $0.2828 (subject to adjustment for stock splits, stock dividends, stock combinations, recapitalizations or other similar events) and (y) 20% of the "Minimum Price" (as defined in Nasdaq Stock Market Rule 5635) on the date of the Stockholder Approval (subject to adjustment for stock splits, stock dividends, stock combinations, recapitalizations or other similar events) or, in any case, such lower amount as permitted, from time to time, by the Nasdaq Stock Market.   The holders of the Series A Preferred Stock have no voting rights, other than with respect to certain matters affecting the rights of the Series A Preferred Stock.   The Company may require holders to convert their shares of Series A Preferred Stock into shares of Common Stock if the closing price of the Company's Common Stock exceeds $8.00 per share (subject to adjustment for stock splits, stock dividends, stock combinations, recapitalizations or other similar events) for 20 consecutive trading days and the daily dollar trading volume of the Common Stock exceeds $2,000,000 per day during the same period, provided that certain equity conditions described in the Certificate of Designations are satisfied.   At any time beginning 18 months from the date of the issuance, provided that provided that that the Company has filed all reports required to be filed by it pursuant to the Exchange Act on a timely basis for a continuous period of one year and provided further that certain equity conditions described in the Certificate of Designations are satisfied, the Company has the right to redeem in cash all or some of the shares of the Series A Preferred Stock outstanding at such time at a redemption price equal to the product of (x) 125% multiplied by (y) the sum of (A) the stated value of the Series A Preferred Stock plus (B) all declared and unpaid Dividends on such Preferred Stock and any other unpaid amounts then due and payable hereunder with respect to such Series A Preferred Stock, plus (C) the make-whole amount, plus (D) any accrued and unpaid late charges with respect to such stated value and amounts payable pursuant to clause (B) as of such date of determination.   On August 19, 2024, the Company entered into an Amendment Agreement (the "Series A Amendment") with the Required Holders (as defined in the Certificate of Designations). Pursuant to the Series A Amendment, the Required Holders agreed that (A) the unpaid and accrued dividends on the Series A Preferred Stock due July 1, 2024 (the "July Delinquent Dividend Amount"), shall be payable, at the option of the Company, in (i) cash and/or (ii) shares of Common Stock, at a price per share of Common Stock equal to the lower of (x) $1.00 and (y) the Dividend Conversion Price (as defined in the Certificate of Designations), using July 1, 2024, as the applicable date of determination in accordance with the Certificate of Designations; (B) the dividends due on October 1, 2024 (the "October Dividend Amount" and, together with the July Delinquent Dividend Amount, the "Delinquent Dividend Amounts"), shall be payable in shares of Common Stock based on a per share price of Common Stock equal to 80% of the arithmetic average of the three (3) lowest closing sale prices of the Common Stock during the month of September 2024; and (C) such Delinquent Dividend Amounts and any Dividend Balance Shares (as defined in the Certificate of Designations), with respect thereto, if applicable, shall be delivered on October 1, 2024. The Company and the Required Holders further agreed pursuant to the Agreement to amend (i) the Certificate of Designations, as described below, by filing a Certificate of Amendment to the Certificate of Designations (the "Certificate of Amendment") and (ii) the Series A Purchase Agreement to amend the definition of "Excluded Securities."   The Certificate of Amendment amends the Certificate of Designations to, among other things, (A) allow for the payment of dividends in the form of Common Stock to a holder of the Series A Preferred Stock who serves as a director, officer or employee of the Company; provided that such issuance is approved by the Company's stockholders prior to such issuance, and (B) amend certain conditions required for (i) a mandatory conversion of the Series A Preferred Stock, and (ii) the Company's right to redeem, all or a portion, of the Series A Preferred Stock outstanding pursuant to an optional redemption, in each case, pursuant to the terms of the Certificate of Designations. The Certificate of Amendment was filed with the Secretary of State of the State of Delaware on August 23, 2024. $2,036 of the net proceeds less transaction cost of the Series A Purchase Agreement was allocated to the Series A Preferred Stock. For the year ended December 31, 2023, authorized and declared dividends totaling $392 of which $58 was paid in cash $232 was paid in shares of the Company's Common Stock and the balance of $102 was accrued in payables as of December 31, 2023. As of December 31, 2023, 102 Shares of Series A Preferred Stock were converted into approximately 77 thousand shares of Common Stock.   The Company's failure to timely file its Annual Report on Form 10-K for the year ended December 31, 2023, its Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 and its Quarterly Report on Form 10-Q for the quarter ended June 30, 2024, each constituted a Triggering Event (the "Filing Triggering Events") and equity conditions failures pursuant to the terms of the Certificate of Designations. As a result, the dividend rate of the Series A Preferred Stock was automatically increased to 20% per annum beginning

on April 16, 2024, or the filing deadline of the Form 10-K for the year ended December 31, 2023, and shall continue until such date as the Filing Triggering Event is cured. As of the date of this Annual Report on Form 10-K for the year ended December 31, 2023, the Filing Triggering Event has not been cured. 150000000 5000000 0.0001 10000 10000 1.45 0.08 0.20 8 2000000000 2036000 392000 58000 232000 102000 102 77 0.20 <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td style="width: 36pt;"> 13. </td> <td style="width: auto;"> SHARE-BASED COMPENSATION </td> </tr> </tbody></table>   On March 31, 2017, the Company adopted, and the stockholders approved, the 2017 Stock Incentive Plan (the “Plan”) authorizing 2,000,000 shares of Common Stock for issuance as awards to employees, directors or consultants. In May 2019, the stockholders authorized an increase in the Plan authorizing an additional 2,100,000 shares of Common Stock, in June 2020 authorized an additional 1,900,000 shares of Common Stock, in June 2021 authorized an additional 1,500,000 shares of Common Stock and in June 2022 authorized an additional 1,500,000 shares of Common Stock, for a total of 9,000,000 shares subject to the Plan. At December 31, 2023, there were 1,391,183 shares of Common Stock remaining available for grant under the Plan.   The Company generally recognizes share-based compensation expense on the grant date and over the period of vesting or period that services will be provided. In April 2023, the Company recognized severance acceleration of $112 of share-based compensation expense resulting from the resignation of the Company’s former Chief Executive Officer and Chief Operating Officer due to a reduction in force that resulted in changes in the composition of the executives of the Company.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">The following table summarizes stock option activity for the year ended December 31, 2023:</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; 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font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Common</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Exercise</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Contractual</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Intrinsic</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Shares</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Price</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Term</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Value</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 52%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Outstanding January 1, 2023</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">5,491,399</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">3.72</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">5.96</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">92</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Granted</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">2,592,309</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1.68</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Exercised </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(123,056</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1.69</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif;

font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Forfeited, cancelled, expired </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(3,303,017</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">3.80</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Outstanding December 31, 2023</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">4,657,635</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">2.52</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">8.75</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">3,979</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Exercisable December 31, 2023</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">1,160,580</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">4.02</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">7.86</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">274</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table>   At December 31, 2023, there were 2,675,071 service-based stock options outstanding, and 1,982,564 performance-based stock options outstanding, of which 692,398 performance-based stock options were granted in April 2022 to the Company's previous Chief Executive Officer and 1,290,166 were granted in October 2023 to the Company's current Chief Executive Officer subject to future market capitalization targets.   The Company uses the Black-Scholes option pricing model to determine the fair value of service-based options granted. The following table summarizes the assumptions used to compute the fair value of options granted to employees and non-employees: <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> For the Year Ended </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> December 31, </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2022 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 70%;"> Expected stock price volatility </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">76</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> % </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">49</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> % </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Risk-free interest rate </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">4.21</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> % </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">2.47</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> % </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Forfeiture rate </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">0</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">%</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">0</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">%</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Expected dividend yield </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">0</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> % </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">0</td> <td style="width: 1%; font-family: "Times New Roman", Times,

serif; font-size: 10pt; margin-left: 0pt;"> % </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Expected life of options – years </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">6.00</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">5.96</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Weighted-average fair value of options granted </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">1.33</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">0.88</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> </tbody></table>   Estimated volatility is a measure of the amount by which the Company's stock price is expected to fluctuate each year during the expected life of awards. The Company's estimated volatility was based on an average of the historical volatility of peer entities whose stock prices were publicly available. The Company's calculation of estimated volatility is based on historical stock prices of these peer entities over a period equal to the expected life of the awards. The Company uses the historical volatility of peer entities due to the lack of sufficient historical data of its stock price. The Company records forfeitures as they are incurred.   The risk-free interest rate assumption is based upon observed interest rates on zero coupon U.S. Treasury bonds whose maturity period is appropriate for the term of the options. The dividend yield of zero is based on the fact that the Company has never paid cash dividends and has no present intention to pay cash dividends. The Company calculates the expected life of the options using the Simplified Method for the employee stock options as the Company does not have sufficient historical exercise data.   The Company used the Monte Carlo Simulation Model to value at the grant date the aggregate of 1,290,166 market condition performance options granted in October 2023 to the Company's Chief Executive Officer. The assumptions used in the Monte Carlo Simulation were stock price on date of grant of $1.40, contract term of 10 years, expected volatility of 76% and risk-free interest rate of 4.65 %. Vesting is based on sustained market capitalization of $100 million, $150 million and $200 million and expected to be exercised at the midpoint of the vesting period resulted in implied service periods ranging from approximately 1 to 3 years.   Stock option expense was $967 and $1,770 for the years ended December 31, 2023 and 2022, respectively.   The following table summarizes information about stock options outstanding at December 31, 2023:   <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 7%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 4%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 7%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; 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font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> Average </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 13%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> Average </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td colspan="3" rowspan="1" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 11%;"> Range of </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> Number </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> Contractual </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> Exercise </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> Number </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> <p style="margin: 0pt; font-size: 10pt; font-family: "Times

New Roman", Times, serif;">Exercise </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td colspan="3" rowspan="1" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 11%;"> Exercise Prices </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 1%;"> Outstanding </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 1%;"> Life (Years) </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 1%;"> Price </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 1%;"> Exercisable </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 1%;"> Price </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="width: 7%; font-family: "Times New Roman", Times, serif; font-size: 10pt; text-align: right;">1.00</td> <td style="width: 4%; font-family: "Times New Roman", Times, serif; font-size: 10pt; text-align: center;">–</td> <td style="width: 7%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">2.00</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">2,084,503</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">9.59</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1.44</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">75,527</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1.79</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="width: 7%; font-family: "Times New Roman", Times, serif; font-size: 10pt; text-align: right;">2.01</td> <td style="width: 4%; font-family: "Times New Roman", Times, serif; font-size: 10pt; text-align: center;">–</td> <td style="width: 7%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">3.00</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,675,699</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">8.00</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">2.76</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">487,967</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">2.69</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="width: 7%; font-family: "Times New Roman", Times, serif; font-size: 10pt; text-align: right;">3.01</td> <td style="width: 4%; font-family: "Times New Roman", Times, serif; font-size: 10pt; text-align: center;">–</td> <td style="width: 7%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">4.00</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">250,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">10.00</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">3.10</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">–</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">$</td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">–</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr> <td style="width: 7%; font-family: "Times New Roman", Times, serif; font-size: 10pt; text-align: right;">4.01</td> <td style="width: 4%; font-family: "Times New Roman", Times, serif; font-size: 10pt; text-align: center;">–</td> <td style="width: 7%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">25.00</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">647,433</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">5.57</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">5.39</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">597,086</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">5.39</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> </tbody></table>   Restricted Stock Units   The Plan provides for the grant of restricted stock units (“RSUs”). RSUs are settled in shares of the Company’s Common Stock as the RSUs become vested. The following table summarizes RSU activity for the years ended December 31, 2023 and 2022:   <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Weighted Average </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p

style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Weighted Average </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Service-Based </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Grant Date </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Vesting </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> RSU's </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Fair Value </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Period (Years) </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 55%;"> Unvested at January 1, 2022 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">269,303</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">6.47</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">2.0</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Granted - service based</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">988,850</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">2.49</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Vested </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(268,548</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">) </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">4.13</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Forfeited and cancelled</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(67,273</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">)</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">6.45</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Unvested at December 31, 2022 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">922,332</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">2.88</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">2.11</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Granted - service based</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,289,784</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1.41</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Vested </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(1,056,360</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1.83</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Forfeited and cancelled </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px

solid rgb(0, 0, 0);">(345,168</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">2,70</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Unvested at December 31, 2023</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">810,508</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">1,73</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">2,52</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table>   402,143 of the 1,289,784 RSUs granted included in the table above were granted in October 2023 are performance based RSUs, subject to vesting terms based on future market capitalization.   RSU expense was $1,018 and $1,455 for the years ended December 31, 2023 and 2022, respectively.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Share-Based Compensation Expense</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">The Company recorded share-based compensation in its statements of operations for the relevant periods for options and RSUs as follows:</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">For the Year Ended</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">December 31,</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2023 </p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">2022 </p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 70%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Selling, general and administrative</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,696</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">2,684</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Research and development</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">289</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">541</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Total share-based expense</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">1,985</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">3,225</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table>   As of December 31, 2023, total estimated compensation cost of stock options granted and outstanding but not yet vested was $3,103 which is expected to be recognized over the weighted average period of 2.65 years.   As of December 31, 2023, total estimated compensation cost of RSUs granted and outstanding but not yet vested was $1,144 which is expected to be recognized over the weighted average period of 1.81 years. 2000000 2100000 1900000 1500000 1500000 9000000 1391183 112000 <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Weighted Average </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Options on </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Remaining </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Aggregate </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Common </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size:

10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Exercise </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Contractual </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Intrinsic </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Shares </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Price </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Term </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Value </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 52%;"> Outstanding January 1, 2023 </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">5,491,399</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">3.72</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">5.96</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">92</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Granted </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">2,592,309</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1.68</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Exercised</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(123,056)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"></td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1.69</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Forfeited, cancelled, expired </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(3,303,017</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">3.80</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Outstanding December 31, 2023</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">4,657,635</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">2.52</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">8.75</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">3,979</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Exercisable December 31, 2023</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">1,160,580</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">4.02</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td> <td style="width: 9%; text-align: right; 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margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">274</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table> 5491399 3.72 P5Y11M15D 92000 2592309 1.68 123056 1.69 3303017 3.8 4657635 2.52 P8Y9M 3979000 1160580 4.02 P7Y10M9D 274000 2675071 1982564 692398 1290166 <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> For the Year Ended </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> December 31, </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2022 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 70%;"> Expected stock price volatility </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">76</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> % </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">49</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> % </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Risk-free interest rate </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">4.21</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> % </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">2.47</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> % </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Forfeiture rate </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">0</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">%</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">0</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">%</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Expected dividend yield </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">0</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> % </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">0</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">% </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Expected life of options — years </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">6.00</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">5.96</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Weighted-average fair value of options granted </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">1.33</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">0.88</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> </tbody></table> 0.76 0.49 0.0421 0.0247 0 0 0 0 P6Y P5Y11M15D 1.33 0.88 1290166 1.4 P10Y 0.76 0.0465 100000000 150000000 200000000 P1Y P3Y 967000 1770000 <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 7%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 4%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 7%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; 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font-size: 10pt; width: 1%;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; width: 1%;"> Weighted </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 13%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td colspan="2" style="text-

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margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 1%;"> Outstanding </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 1%;"> Life (Years) </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 1%;"> Price </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 1%;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; 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font-size: 10pt; text-align: center;">–</td> <td style="width: 7%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">2.00</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">2,084,503</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">9.59</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1.44</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">75,527</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1.79</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="width: 7%; font-family: "Times New Roman", Times, serif; font-size: 10pt; text-align: right;">2.01</td> <td style="width: 4%; font-family: "Times New Roman", Times, serif; font-size: 10pt; text-align: center;">–</td> <td style="width: 7%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">3.00</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,675,699</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">8.00</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">2.76</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">487,967</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">2.69</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="width: 7%; font-family: "Times New Roman", Times, serif; font-size: 10pt; text-align: right;">3.01</td> <td style="width: 4%; font-family: "Times New Roman", Times, serif; font-size: 10pt; text-align: center;">–</td> <td style="width: 7%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">4.00</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">250,000</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">10.00</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">3.10</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times

New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 14%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr> <td style="width: 7%; font-family: "Times New Roman", Times, serif; font-size: 10pt; text-align: right;">4.01</td> <td style="width: 4%; font-family: "Times New Roman", Times, serif; font-size: 10pt; text-align: center;">-</td> <td style="width: 7%; font-family: "Times New Roman", Times, serif; font-size: 10pt;">25.00</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">647,433</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">5.57</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 13%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; 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font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Weighted </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Average</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Weighted </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Average</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Service-Based</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Grant Date</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Vesting</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">R5U's</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Fair Value</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: center; margin: 0pt;">Period (Years)</p> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 55%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Unvested at January 1, 2022</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">269,303</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">6.47</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">2.0</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Granted - service based </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">988,850</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">2.49</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; 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font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Forfeited and cancelled </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(67,273</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">) </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">6.45</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; 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padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">$</td> <td style="width: 12%; text-

align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">2.88</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">2.11</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Granted - service based </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,289,784</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1.41</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; 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font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1.83</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Forfeited and cancelled </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(345,168</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">2.70</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Unvested at December 31, 2023</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">810,588</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">1.73</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">2.52</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table> 269303 6.47 P2Y 988850 2.49 268548 4.13 67273 6.45 922332 2.88 P2Y1M9D 1289784 1.41 1056360 1.83 345168 2.7 810588 1.73 P2Y6M7D 482143 1289784 1018000 1455000 <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> For the Year Ended </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> December 31, </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2022 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 70%;"> Selling, general and administrative </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,696</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">2,684</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Research and development </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">289</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">541</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Total share-based expense </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">1,985</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">3,225</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table> 1696000 2684000 289000 541000 1985000 3225000 3103000 P2Y7M24D 1144000 P1Y9M21D <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td style="width: 36pt;"> 14. </td> <td style="width: auto;"> DEFINED CONTRIBUTION PLAN </td> </tr> </tbody></table>   The Company has a defined contribution savings plan for all eligible U.S. employees established under the provisions of Section 401(k) of the Internal Revenue Code. This plan was formed on January 1, 2022. Eligible employees may contribute a percentage of their salary subject to certain limitations. The Company's contributions for the years ended December 31, 2023 and 2022, was $0 and $0, respectively. 0 0 <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td style="width: 36pt;"> 15. </td> <td style="width: auto;"> COMMITMENTS AND CONTINGENCIES </td> </tr> </tbody></table> <p style="font-family:'Times New Roman';font-size:10pt;font-

variant:normal;margin:0pt;"> Facility Lease   In November 2023, the Company commenced a lease in an office building located at 3480 Main Highway, Coconut Grove, Florida. The lease of 4,487 square feet for an initial term of 94 months, including 5 months of rent abatement in the first two years of the lease. The aggregate monthly payments will restart in 2024 for $40 per month, increasing 3% each year through the lease term, plus other certain costs and charges as specified in the lease agreement.   Our executive offices, sales, training, assembly, and warehouse facilities are located at 1817 West 4th Street, Tempe, Arizona. The lease of 11,256 square feet commenced in June 2019 and was for an initial lease term through July 2022. In January 2022 we renewed this lease for three years with aggregate monthly payments of $10 commencing August 2022, increasing 4% annually through the term ending July 31, 2025.   Related Party Technology License Agreement   The Company is obligated to pay royalties and development and patent costs pursuant to an exclusive Amended and Restated Intellectual Property License Agreement dated as of September 30, 2016, with Syzygy, a company owned and controlled by stockholder/consultant Mr. Elwood Norris and stockholder/consultant Mr. James Barnes. The agreement provides for royalty payments of 4% of revenue from products employing the licensed ensnarement device technology up to an aggregate of $1,000 in royalties or until September 30, 2026, whichever occurs earlier. The Company recorded $199 and $274 for royalties incurred during the years ended December 31, 2023 and 2022, respectively. Maximum payout still available under this arrangement is $81.   Purchase Commitments   At December 31, 2023 the Company was committed for approximately $662 for future component deliveries that are generally subject to modification or rescheduling in the normal course of business   Indemnifications and Guarantees   Our officers and directors are indemnified as to personal liability as provided by the Delaware law and the Company's articles and bylaws. The Company may also undertake indemnification obligations in the ordinary course of business related to its operations. The Company is unable to estimate with any reasonable accuracy the liability that may be incurred pursuant to any such indemnification obligations now or in the future. Because of the uncertainty surrounding these circumstances, the Company's current or future indemnification obligations could range from immaterial to having a material adverse impact on its financial position and its ability to continue in the ordinary course of business. The Company has no liabilities recorded for such indemnities.   Regulatory Agencies   The Company is subject to oversight from regulatory agencies regarding firearms that arises in the ordinary course of its business.   Litigation   The Company is subject to litigation and other claims in the ordinary course of business. The Company records a provision for a liability relating to legal matters when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. These provisions are reviewed and adjusted to include the impacts of negotiations, estimated settlements, legal rulings, advice of legal counsel, and other information and events pertaining to a particular matter. At December 31, 2023, we had no provision for liability under existing litigation. 4487 P94M P5M 40 0.03 11256 10 0.04 0.04 1000000 199000 274000 81000 662000 <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td style="width: 36pt;"> 16. </td> <td style="width: auto;"> RELATED PARTY TRANSACTIONS </td> </tr> </tbody></table>   Series A Preferred Stock   On June 29, 2023, the Company entered into the Series A Purchase Agreement with certain investors, including Scot Cohen, the Company's Chief Executive Officer, and V4 Global LLC ("V4"). Mr. Cohen has voting and dispositive control with respect to the securities as is deemed to be the beneficial owner of the securities held by V4. Pursuant to the Series A Purchase Agreement, the Company issued Mr. Cohen and V4 an aggregate of 3,000 shares of Series A Preferred Stock and Series A Warrants to purchase up to an aggregate of 2,068,966 shares of Common Stock for aggregate gross proceeds of $3,000.   Consulting Services   Commencing in October 2017, the Company began reimbursing Mr. Elwood Norris, a former officer, current 5% stockholder and consultant of the Company, $1.5 per month on a month-to-month basis for laboratory facility costs and $7.5 per month on a month-to month basis for invention consulting services, for an aggregate of $108 during each of the years ended December 31, 2023, and 2022.   The Company is obligated to pay royalties and development and patent costs pursuant to an exclusive Amended and Restated Intellectual Property License Agreement dated September 30, 2016, with Syzygy Licensing, LLC ("Syzygy"), a company owned and controlled by a 5% stockholder of the Company, Mr. Elwood Norris, and a former officer of the Company, Mr. James Barnes. The agreement provides for royalty payments of 4% of revenue from products employing the licensed ensnarement device technology up to an aggregate of $1,000 in royalties or until September 30, 2026, whichever occurs earlier. During the years ended December 31, 2023, and 2022 the Company incurred royalties to Syzygy of $199 and $274, respectively.   Intrensic Acquisition   On August 9, 2023, the Company entered into the Intrensic Purchase Agreement with the Sellers, including Kevin Mullins, the Company's former Chief Executive Officer. Under the terms of the Intrensic Purchase Agreement, the Company agreed to purchase, and Sellers agreed to sell, 100% of the Membership Interests of Intrensic for the following consideration upon the Intrensic Closing: (i) $554 in cash, subject to adjustment based upon the outstanding indebtedness of Intrensic and Intrensic's working capital as of the Intrensic Closing; and (ii) 1,250,000 shares of Common Stock of the Company. The Intrensic Acquisition closed on August 16, 2023, in accordance with the terms of the Intrensic Purchase Agreement.   See Notes 8 and 15 for additional information on related party transactions and obligations. 3000 2068966 3000000 1500 7500 108000 108000 0.04 1000000 199000 274000 1 554000 1250000 <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td style="width: 36pt;"> 17. </td> <td style="width: auto;"> INCOME TAXES </td> </tr> </tbody></table>   Until its reverse recapitalization on March 31, 2017, the Company was treated as a partnership for federal and state income tax purposes and did not incur income taxes. The Company accounts for income taxes under ASC 740. Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Accounting standards require the consideration of a valuation allowance for deferred tax assets if it is "more likely than not" that some component or all of the benefits of deferred tax assets will not be realized.   The provision/(benefit) for Income Taxes for the years ended December 31, 2023 and 2022, consists of the following: <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Year Ended December 31, </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2022 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 70%;"> Current Tax Expense/(Benefit) </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size:

10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Deferred Tax Expense/(Benefit) </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(4,333</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">3,756</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Change in Valuation Allowance </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">4,333</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(3,756</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-left: 9pt;">Income Tax Provision/(Benefit)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table>   The Company's effective income tax rate is different from the federal statutory tax rate in 2023 predominantly due to the valuation allowance, permanent differences, and state taxes. A reconciliation of the statutory U.S. Federal Tax Rate to the Company's Effective Tax Rate is as follows: <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Year Ended December 31, </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; 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font-size: 10pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">3,700</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> State Income Taxes, net of Federal Income tax Benefit </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(421</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">345</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Permanent differences and other </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">2,433</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(289</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Valuation Allowance </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">4,333</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(3,756</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Income Tax Provision/(Benefit) </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table>   Deferred income taxes represent the tax effect of transactions that are reported in different periods for financial and tax reporting purposes. The combined temporary differences and carryforwards of each tax paying component of the Company that give rise to a significant portion of the deferred income tax benefits and liabilities are as follows as of December 31, 2023 and 2022:   <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Year Ended December 31, </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; border-bottom: 1px solid black;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid black;"> </td> <td colspan="2" style="text-align: center;

font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2022 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 70%;"> Deferred income tax assets: </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Net operating loss carryforwards </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">17,002</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">14,898</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Sec. 174 capitalization </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,494</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Research and development credits </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">81</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">65</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Stock Based Compensation </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,447</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,216</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Accruals and Other </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">995</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">324</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Total deferred tax assets (gross) </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">21,018</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">16,503</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Less valuation allowance </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(20,302</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(15,969</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Net deferred tax assets </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">716</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">534</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; 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font-size: 10pt;"> Depreciation and other </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(716</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(534</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; 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liabilities </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(716</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(534</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Net deferred income taxes </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table>   As of December 31, 2023, the Company had available federal net operating loss carryforwards of approximately $703 which begin to expire in 2037, and approximately $78.8 million which will never expire. The Company has available state net operating loss carryforwards of approximately $30.8 million as of December 31, 2023, which begin to expire in 2037. As of December 31, 2023, the Company has federal research and development tax credits of approximately $81.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">The Company has provided a valuation allowance against the Company's deferred tax assets, since, in the opinion of management, based upon the earnings history of the Company, it is not more likely than not that the benefits will be realized. All or a portion of the remaining valuation allowance may be reduced in future years based on an assessment of earnings sufficient to fully utilize these potential tax benefits.</p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">ASC 740 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under ASC 740, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely that not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The Company has no material uncertain tax positions that qualify for either recognition or disclosure in consolidated financial statements.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;">It is the Company's policy to recognize interest and/or penalties related to income tax matters in income tax expense. As of December 31, 2023 and 2022, the Company has accrued no interest and no penalties related to uncertain tax positions. The Company does not have any federal, or state and local income tax returns currently under examination.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> <p style="font-family: 'Times New Roman', Times, serif; font-size: 10pt; margin: 0pt; text-align: left"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; 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family: "Times New Roman", Times, serif; font-size: 10pt; width: 70%;"> U.S. Statutory Federal Income Tax Rate </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(6,355</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">3,700</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; 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font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">14,898</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Sec. 174 capitalization </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,494</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Research and development credits </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">81</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">65</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Stock Based Compensation </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,447</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">1,216</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Accruals and Other </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">995</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td

style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">324</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Total deferred tax assets (gross) </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">21,018</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">16,503</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Less valuation allowance </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(20,302</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(15,969</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; 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border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">-</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </table> 17002000 14898000 1494000 0 81000 65000 1447000 1216000 995000 324000 21018000 16503000 20302000 15969000 716000 534000 716000 534000 716000 534000 0 0 703000 78800000 30800000 81000 <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td style="width: 36pt;"> 18. </td> <td style="width: auto;"> MAJOR CUSTOMERS AND RELATED INFORMATION </td> </tr> </tbody> </table>   Major Customers   For the year ended December 31, 2023, revenues from one distributor accounted for approximately 37% of revenues with no other single customer accounting for more than 10% of total revenues. Accounts receivable from one distributor accounted for 67% of net accounts receivable at December 31, 2023.   For the year ended December 31, 2022, revenues from two distributors accounted for approximately 36% and 25% of revenues with no other single customer accounting for more than 10% of total revenues. Accounts receivable from one distributor accounted for 70% of net accounts receivable at December 31, 2022.   The following table summarizes revenue by geographic region. Revenue is attributed to countries based on customer's delivery location.   <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> For the Year </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="6" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Ended December 31, </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> </tr> <tr class="finHeading" style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2022 </td> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 70%;"> Americas </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New

Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">3,773</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">5,315</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Europe, Middle East and Africa </td> <td style="width: 1%; 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The Intrensic Closing occurred on August 16, 2023. Under the terms of the Intrensic Purchase Agreement, the Company agreed to purchase, and Sellers agreed to sell, the Membership Interests for the following consideration at the Intrensic Closing: (i) $554 in cash, subject to adjustment based upon the outstanding indebtedness of Intrensic and Intrensic's working capital as of the Intrensic Closing; and (ii) 1,250,000 shares of Common Stock of the Company valued at approximately $1,938.   The Company assessed the historical financial information of Intrensic to determine if it would materially impact the Company's historical financial statements for the purposes of disclosing proforma financial information. The Company determined that in the current or prior reporting periods the acquired business contributed immaterially to the Company's financial statements. Therefore, a pro forma disclosure of the Company as if the business combination had occurred is not warranted under ASC 805.   The table below sets forth the allocation of the fair value of Intrensic's net assets acquired and the corresponding line item in the Company's consolidated balance sheet at the date of acquisition. Intangible assets were valued using established valuation techniques, as follows: Technology and trade names and trademarks were valued using the relief-from-royalty method, whereby the benefit of ownership of the intellectual property is valued as the relief from the royalty expense that would otherwise be incurred.   Customer relationships were valued using the multi-period excess earnings method under the income approach.   <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New

Roman", Times, serif; font-size: 10pt; width: 85%;"> Cash and cash equivalents </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">3</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Accounts receivable</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; 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font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">490</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Customer relationships (included in Intangibles)</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; 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font-size: 10pt; margin: 0pt; text-align: left"> </p> 554000 1250000 1938000 <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"> <tbody><tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 85%;"> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt;">Cash and cash equivalents</p> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">3</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; 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font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">490</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Customer relationships (included in Intangibles) </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">160</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Trademarks and trade names (included in Intangibles) </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">80</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(255, 255, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Goodwill </td> <td style="width: 1%; 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font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">3</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td> </tr> <tr style="vertical-align: bottom; font-family: "Times New Roman", Times, serif; font-size: 10pt; background-color: rgb(204, 238, 255);"> <td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Total </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td> <td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">2,495</td> <td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td> </tr> </tbody></table> 3000 91000 61000 490000 160000 80000 1610000 2495000 3000 2492000 2495000 554000 1938000 3000 2495000 38000 <table border="0" cellpadding="0" cellspacing="0" style="width: 100%; text-indent: 0px;"> <tbody><tr style="vertical-align: top;"> <td style="width: 36pt;"> 20. </td> <td style="width: auto;"> SUBSEQUENT EVENTS </td> </tr> </tbody></table>   On January 5, 2024, Chris DeAlmeida's employment as Chief Financial Officer of the Company was terminated without cause, effective immediately, pursuant to a Separation Agreement and Mutual Release of Claims. The termination of Mr. DeAlmeida's employment was not the result of any disagreement regarding any matter relating to the Company's operations, policies, or practices.   On January 14, 2024, the Board of Directors appointed Scot Cohen the position of Executive Chairman and Chief Executive Officer. In connection therewith, the Company and Mr. Cohen entered into an amendment, dated January 14, 2024, to Mr. Cohen's Employment Agreement, dated October 12, 2023, to among other things, reflect Mr. Cohen's new title.   In connection with Mr. Cohen's appointment as Chief Executive Officer, on January 14, 2024, the Board of Directors approved an amendment to the Non-Statutory Stock Option Agreement, dated as of October 12, 2023, between the Company and Mr. Cohen, providing that the stock options issued thereunder shall vest in four annual installments, provided that Mr. Cohen is still employed by the Company or an affiliate of the Company on the applicable vesting date. The other terms of the stock options remain unchanged. In addition, on January 18, 2024, the Board granted Mr. Cohen an award of 632,911 restricted shares of Common Stock of the Company under the Company's 2017 Equity Compensation Plan, vesting upon the achievement of certain performance goals. <p style="font-family:'Times New

Roman';font-size:10pt;font-variant:normal;margin:0pt;"> On January 14, 2024, the Board of Directors appointed Kevin Mullins to the position of President. In connection therewith, the Company and Mr. Mullins entered into an amendment, dated January 14, 2024, to Mr. Mullins's Employment Agreement, dated April 13, 2022 to, among other things, reflect Mr. Mullin's new title.   On April 5, 2024, the Board of Directors appointed Mr. Cohen to the position of Interim Principal Financial Officer and Principal Accounting Officer.   On April 24, 2024, the Company received notice from Rosenberg Rich Baker Berman, P.A. ("RRBB P.A.") that it had resigned as the Company's independent registered public accounting firm, effective immediately. The reports of RRBB P.A. on the Company's financial statements for the fiscal years ended December 31, 2022 and December 31, 2021, did not contain an adverse opinion or a disclaimer of opinion, and were not qualified or modified as to uncertainty, audit scope, or accounting principles. During the fiscal years ended December 31, 2022, and December 31, 2021, and the subsequent interim period through April 24, 2024, there were no disagreements (as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions to Item 304 of Regulation S-K) with RRBB P.A. on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of RRBB P.A., would have caused RRBB P.A. to make reference to the subject matter of the disagreements in connection with its reports on the Company's financial statements for such years. Also during this time, there were no "reportable events," as defined in Item 304(a)(1)(v) of Regulation S-K.   On May 7, 2024, Kevin Mullins notified the Company of his intention to resign from his position as President of the Company, effective May 23, 2024. Mr. Mullins' resignation was not the result of any disagreement regarding any matter relating to the Company's operations, policies, or practices.   On May 7, 2024, the Audit Committee of the Board of Directors engaged HTL International, LLC ("HTL") as the Company's independent registered public accounting firm for the fiscal year ended December 31, 2023, effective May 7, 2024. During the fiscal years ended December 31, 2023, 2022 and 2021, and the subsequent interim period from January 1, 2024 through May 7, 2024, neither the Company nor anyone on its behalf has consulted with HTL regarding (i) the application of accounting principles to any specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's consolidated financial statements, and neither a written report nor oral advice was provided to the Company that HTL concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing or financial reporting issue, or (ii) any matter that was either the subject of a "disagreement" as defined in Item 304(a)(1)(iv) of Regulation S-K, or a "reportable event" as defined in Item 304(a)(1)(v) of Regulation S-K.   On May 28, 2024, Kevin Mullins, tendered his resignation from his role as director of the Company, effective as of May 28, 2024. Mr. Mullins's resignation from the Board of Directors was not in connection with any disagreement between Mr. Mullins and the Company, the Board of Directors or any committee of the Board of Directors on any matter relating to the Company's operations, policies or practices, or any other matter.   Nasdaq Deficiency Notice   On April 18, 2024, the Company received a notice (the "Initial Notice") from the Listing Qualifications Staff of the Nasdaq Stock Market LLC ("Nasdaq") notifying the Company that as it has not yet filed its Annual Report on Form 10-K (the "2023 Form 10 K") for the year ended December 31, 2023, the Company is not in compliance with the Listing Rule") for continued listing on Nasdaq. Additionally, on May 17, 2024, the Company received a notice (the "May Notice") from Nasdaq notifying the Company that as it has not yet filed its Quarterly Report on Form 10-Q (the "Q1 Form 10 Q") for the three months ended March 31, 2024, that the Company is not in compliance with the Listing Rule.   On August 16, 2024, the Company received a notice (the "August Notice," and collectively with the Initial Notice and the May Notice, the "Notices") from Nasdaq notifying the Company that as it has not yet filed its Quarterly Report on Form 10-Q (the "Q2 Form 10 Q," and collectively with the 2023 Form 10-K and Q1 Form 10-Q, the "Delinquent Filings") for the six months ended June 30, 2024, that the Company is not in compliance with the Listing Rule for continued listing on Nasdaq   The Company previously submitted a plan to Nasdaq to regain compliance with respect to the delinquent 2023 Form 10-K and Q1 Form 10-Q (the "Plan"), and Nasdaq granted an exception until August 30, 2024, to file the delinquent 2023 Form 10-K and Q1 Form 10-Q. Pursuant to the August Notice, the Company is required to submit an update to the Plan to Nasdaq no later than September 3, 2024, to regain compliance with respect to the filing requirements. Nasdaq may grant the Company an additional exception of up to a maximum of 180 calendar days from the filing due date of the 2023 Form 10-K to file all Delinquent Filings, or until October 14, 2024, to regain compliance.   The Notices do not have an immediate effect on the listing of the Company's common stock. The Company is currently evaluating its options for regaining compliance. There can be no assurance that the Company will regain compliance with the Nasdaq's rules or maintain compliance with any of the other Nasdaq continued listing requirements.   Series A Preferred Stock Amendment   On August 19, 2024, the Company entered into an Amendment Agreement (the "Series A Amendment") with the Required Holders (as defined in the Certificate of Designations). Pursuant to the Series A Amendment, the Required Holders agreed that (A) the unpaid and accrued dividends on the Series A Preferred Stock due July 1, 2024 (the "July Delinquent Dividend Amount"), shall be payable, at the option of the Company, in (i) cash and/or (ii) shares of Common Stock, at a price per share of Common Stock equal to the lower of (x) $1.00 and (y) the Dividend Conversion Price (as defined in the Certificate of Designations), using July 1, 2024, as the applicable date of determination in accordance with the Certificate of Designations; (B) the dividends due on October 1, 2024 (the "October Dividend Amount" and, together with the July Delinquent Dividend Amount, the "Delinquent Dividend Amounts"), shall be payable in shares of Common Stock based on a per share price of Common Stock equal to 80% of the arithmetic average of the three (3) lowest closing sale prices of the Common Stock during the month of September 2024; and (C) such Delinquent Dividend Amounts and any Dividend Balance Shares (as defined in the Certificate of Designations), with respect thereto, if applicable, shall be delivered on October 1, 2024. The Company and the Required Holders further agreed pursuant to the Agreement to amend (i) the Certificate of Designations, as described below, by filing a Certificate of Amendment to the Certificate of Designations (the "Certificate of Amendment") and (ii) the Series A Purchase Agreement to amend the definition of "Excluded Securities."   The Certificate of Amendment amends the Certificate of Designations to, among other things, (A) allow for the payment of dividends in the form of Common Stock to a holder of the Series A Preferred Stock who serves as a director, officer or employee of the Company; provided that such issuance is approved by the Company's stockholders prior to such issuance, and (B) amend certain conditions required for (i) a mandatory conversion of the Series A Preferred Stock, and (ii) the Company's right to redeem, all or a portion, of the Series A Preferred Stock outstanding pursuant to an optional redemption, in each case, pursuant to the terms of the Certificate of Designations.   632911 1 ''"

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[ZEJO$._*4^*=Q#B=DD)XUJUB)RANKWI;;,;M!7X:K:X7<9&272N\T.BH&J_M@6=R:N#SPYE-5">TUGH8$&_[^02!$N&4K?:B2!#-E.K+>W*09B_9]'J';)3O_MK3_(V8,0C1+HW1ECQX1G"N=(-
=/@#9$LOJMJ:VGBT">Y><$%*18=Y+#"8YUV_MFJ>!<3;1'F]S-IAL[_JOZ'(3'ZK_870E\..Y0,5R_V4V5_2AN@>.Q.2X>_M-6"L/ID,DR[U%*@Z2#*4MFWY=KWR.?#)ZU!JIV[N4!"07^A?
{0S6S6$WC[1+UDCY\=3XU)=_M>/<3C'_R_MM7,C_1WGOJ&)).@?3:%IY!0"(1P5/CG.-Q09:@K:_M5K9_7N/Q.IZDOJ^B>_]23@4HM:$7_Q_W.H\OT>^N>;6:]Q!V<{0#_*_?%D%L_M]8:2_'B:<#?
$2,X&IS/*X"QB_*R*T/_A*9EA6ZW_"8[&"\]}!,J>+>70'_;_M*YM&[9V1R+"6!$W14_%=RDP/CY].}]W=U@_KD$)HOC4_#W7CX4^*8BA6$%Z,_MWE;(LOMXP6O[RW556_MG:N8*NS_7W$5I^^L6Q5^$)?>?
M:8!EK!C>TG1-72P"L<"BB^+/C7[0>2G"BE_MFU$75;W>PFP(J+H""%OS(IV&$]!U,\3LP%O,%<12#@7P_+F7"$@O'F4KS4%B_M@,:Q_YCOLI\!#[&4A7*EAI9$&9:K1DO_D_+?OOF4^@_%XQHQJA8*_?*0T\<_M#8,"[?
LYJLZ-=+"LQG!&H;!_+&6C:RC5S+?_.Z;?7T<9S22T>(&)MI)N@EE._M/#(A:8H/B)Q.7*H<4+^P>$YR%JQ1-G97O?_L$X>.R<-E-9WJDH6X*CW0)]FH_MQ^O[GX*7/9DGQ4\81E,DJ94=;';#YN](D57N-
1TW$8Y,;/]J/:EKD_68OI#[_M^LT^X&#*ZIAKRH9M9:VXW=Z>5;KYS5/?2/GV/8#<@AYS0RY=U:<6$?:3J_FI_MO''Q%M7/]$\%65,O%59_8!+"K;SXG>/I_IL\G2["=H&>?%?"!#GCV8XQ(,)
M"OEO2\A5EGEHW.DYF'!3D7@HRX(L6H@LY^+N6]-_&.]?YJ6W9A&O6E3QP-U]_MS##OCF"';P)R96DG@MAQ,%P')[*\CG47(7!_X5+5:$F"GNT1'5/J[-'Q?:<^_M[:)A>\:*HF&.'<8*R@QYJN2Z=CQ0L-
YB'I)2+X^,12*3)?RVK/X&G"7!WC,Y_MQ1C$2]UTV3.1(WC5,!LPZ'L%L;_MF-8LX-S%IB)2&QS0X/IK_\YU^<7E=9J7-/_=VJ29=IF=8!R8M)GZE@[+VT9__M;4U7,/Z=HRM4+C$\0!X/;X>3_NZJ5CKQ-
2=!"NU2^MD%;^H^15_MQ(17UN1V@]_C7XJ5XH)T(J"!2_I8_K!SZ.0TM$^G9HLP0H5%*[)S7L+,@S=?_M_U0+S%(055?-1D^9YD]^]S1JE=U=_[KKZWYU/F,Z6+_M>9&OP;$[4I2+TB]]:Y6NPQ./(*\)
;=@5017WW1*A)8:8QT86Z%*A9UK)1_M_Vf-;YT*[2S]43Q[MW>?I5TL;F6BNCC"Z5JI&7++2G6*HRE]63I"/A_NZL9D_MB1?J!!6IC_FICOLT%U.#[_)N9+NKI"F;N^4Z&7IBG$%5@J('=RV-*%S)$,R
MT7J/JG42@B:75VPP0L_W60[N.X5UN^JMCU!Z?,HVJRB>CIR%)SE]*9<\/%>3_MLIG3U2V@KXV#E-$[QL68%!D%9W9/YAM?_0*DY_]J&TF[]R.TW9H=9"&%ZA_)_MTL%IR9YH&J[%BO-&'Z[IRE8)<[;/G6FG1J[+]4H?
7Y7[/?0!"NZB.B*?P$"