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(Exact Name of Registrant as Specified in its Charter) Â North Carolina Â 47-3414576 State or Other Jurisdiction of Incorporation or Organization Â I.R.S. Employer Identification No. Â Â Â Â 2101 Westinghouse Blvd., Suite A, Charlotte, NCÂ 28273 Address of Principal Executive Offices Â Zip Code Â 704-445-3060 Registrantâ€™s Telephone Number, Including Area Code Â Â Former Name, Former Address and Former Fiscal Year, if Changed Since Last ReportÂ Â Securities registered pursuant to Section 12(b) of the Act: Â Title of each class Trading Symbol(s) Name of each exchange on which registered common YCBD NYSE American 8% Series A Cumulative Convertible Preferred Stock YCBDpA NYSE American 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. Yes â˜´Â Â Â 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). Yes â˜´ No â˜ 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. Â See the definitions of â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting company,â€ and â€œemerging growth companyâ€ in Rule 12b-2 of the Exchange Act. Â Large accelerated filer â˜ Accelerated filer â˜ Non-accelerated Filer â˜´ Smaller reporting company â˜´ Â 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 is a shell company (as defined in Rule 12b-2 of the Act). Yes â˜ No â˜´ Â APPLICABLE ONLY TO CORPORATE ISSUERS Â Indicate the number of shares outstanding of each of the issuerâ€™s classes of common stock, as of the latest practicable date. Â 3,763,433Â shares of common stock are issued and outstanding as of August 14, 2024. Â Â Â Table of Contents Â Â TABLE OF CONTENTS Â Â Â Page No Â Â Â Â Â Â PART I-FINANCIAL INFORMATION Â Â Â ITEM 1. Condensed Consolidated FinancialÂ Statements. Â 5 Â Â Â Â Â Â ITEM 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations. Â 26 Â Â Â Â Â Â ITEM 3. Quantitative and Qualitative Disclosures About Market Risk. Â 34 Â Â Â Â Â Â Â ITEM 4. Controls and Procedures. Â 34 Â Â Â PART II - OTHER INFORMATION Â Â Â Â Â Â ITEM 1. Legal Proceedings. Â 35 Â Â Â Â Â Â ITEM 1A. Risk Factors. Â 35 Â Â Â Â Â Â ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds. Â 35 Â Â Â Â Â Â ITEM 3. Defaults Upon Senior Securities. Â 35 Â Â Â Â Â Â ITEM 4. Mine Safety Disclosures. Â 35 Â Â Â Â Â Â ITEM 5. Other Information. Â 36 Â Â Â Â Â Â ITEM 6. Exhibits. Â 36 Â Â Â 2 Table of Contents Â Â OTHER PERTINENT INFORMATION Â Unless the context otherwise indicates, when used in this report, the terms the â€œCompany,â€ â€œcbdMD, â€œwe,â€ â€œus, â€œourâ€ and similar terms refer to cbdMD, Inc., a North Carolina corporation formerly known as Level Brands, Inc., and our subsidiaries CBD Industries LLC, a North Carolina limited liability company formerly known as cbdMD LLC, which we refer to as â€œCBDIâ€, Paw CBD, Inc., a North Carolina corporation which we refer to as â€œPaw CBDâ€, Proline Global, LLC, a North Carolina limited liability company which we refer to as "Proline", and cbdMD Therapeutics LLC, a North Carolina limited liability company which we refer to as â€œTherapeuticsâ€. In addition,Â â€œfiscal 2023â€ refers to the year ended September 30, 2023, â€œfiscal 2024â€ refers to the fiscal year ending September 30, 2024, â€œfirst quarter of 2023â€ refers to the three months ended December 31, 2022, â€œfirst quarter of 2024â€ refers to the three months ended December 31, 2023, "second quarter of 2023" refers to the three months ended March 31, 2023, "second quarter of 2024" refers to the three months ended March 31, 2024, "third quarter of 2023" refers to the three months ended June 30, 2023, and "third quarter of 2024" refers to the three months ended June 30, 2024. Â We maintain a corporate website at www.cbdmd.com. The information contained on our corporate website and our various social media platforms are not part of this report. Â 3 Table of Contents CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION Â This report contains 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€). These forward-looking statements that relate to future events or our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to differ materially from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Words such as, but not limited to, â€œbelieve,â€ â€œexpect,â€ â€œanticipate,â€ â€œestimate,â€ â€œintend,â€ â€œplan,â€ â€œtargets,â€ â€œlikely,â€ â€œaim,â€ â€œwill,â€ â€œwould,â€ â€œcould,â€ and similar expressions or phrases identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and future events and financial trends that we believe may affect our financial condition, results of operation, business strategy and financial needs. Forward-looking statements include, but are not limited to, statements about: Â Â â— material risks associated with our overall business, including: Â Â â— our history of losses, potential liquidity concerns, and our ability to continue as a going concern; Â Â â— our reliance to market to key digital channels; Â Â â— our ability to acquire new customers at a profitable rate; Â Â â— our reliance on third party raw material suppliers and manufacturers; and Â Â â— our reliance on third party compliance with our supplier verification program and testing protocols Â Â â— material risks associated with regulatory environment for CBD, including: Â Â â— federal laws as well as FDA or DEA interpretation of existing regulation; Â Â â— state laws pertaining to industrial hemp and their derivatives; Â Â â— costs to us for compliance with laws and the risks of increased litigation; and Â Â â— possible changes in the use of CBD. Â Â â— material risks associated with the ownership of our securities, including; Â Â â— the risks for failing to comply with the continued listing standards of the NYSE American and reliance on the NYSE American to accept our Plan for continued listing; Â Â â— availability of sufficient liquidity; Â Â â— the designations, rights and preferences of our 8% Series A Cumulative Convertible Preferred Stock; Â Â â— our inability to payÂ dividends on our Series A Convertible Preferred Stock; Â Â â— ability to repay the Notes; and Â Â â— dilution upon the issuance of shares of common stock underlying outstanding Notes, warrants, options and the Series A Convertible Preferred Stock. Â Most of these factors are difficult to predict accurately and are generally beyond our control. You should consider the areas of risk described in connection with any forward- looking statements that may be made herein. Readers are cautioned not to place undue reliance on these forward-looking statements and readers should carefully review this report in its entirety, including the risks described in Part II, Item 1A. Risk Factors appearing later in this report, Part I, Item 1A. - Risk Factors appearing in our Annual Report on Form 10-K for the fiscal year ended September 30, 2023 as filed with the Securities and Exchange Commission (the â€œSECâ€) on December 12, 2023 and as amended on January 29, 2024Â (the â€œ2023Â 10-Kâ€), as well as our other filings with the SEC. Except for our ongoing obligations to disclose material information under the Federal securities laws, we undertake no obligation to release publicly any revisions to any forward-looking statements, to report events or to report the occurrence of unanticipated events. 4 Table of Contents Â Â PART 1 â€“ FINANCIAL INFORMATION Â ITEM 1. FINANCIAL STATEMENTS. Â cbdMD, INC. CONDENSED CONSOLIDATED BALANCE SHEETS June 30, 2024 AND SEPTEMBER 30, 2023 (Unaudited) Â Â Â (Unaudited) Â Â Â Â Â Â June 30, Â Â September 30, Â Â Â 2024 Â Â 2023 Â Assets Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Current assets: Â Â Â Â Â Â Â Â Cash and cash equivalents Â $2,395,175Â Â Â $1,797,860Â Accounts receivable, net of allowance for credit losses of $268,948 and $42,180, respectively Â Â 915,988Â Â Â 1,216,090Â Inventory Â Â 3,225,915Â Â Â 4,052,972Â Inventory prepaid Â Â 79,866Â Â Â 182,675Â Prepaid sponsorship Â Â 8,978Â Â Â 70,061Â Prepaid expenses and other current assets Â Â 663,332Â Â Â 750,383Â Total current assets Â Â 7,289,254Â Â Â 8,070,041Â Â Â Â Â Â Â Â Â Â Other assets: Â Â Â Â Â Â Â Â Property and equipment, net Â Â 553,067Â Â Â 716,579Â Operating lease assets Â Â 2,468,466Â Â Â 3,350,865Â Deposits for facilities Â Â 132,203Â Â Â 138,708Â Intangible assets Â Â 2,700,564Â Â Â 3,219,090Â Investment in other securities, noncurrent Â Â 700,000Â Â Â 700,000Â Total other assets Â Â 6,554,300Â Â Â 8,125,242Â Â Â Â Â Â Â Â Â Â Total assets Â $13,843,554Â Â $16,195,283Â Â See Notes to Condensed Consolidated Financial Statements Â 5 Table of Contents Â cbdMD, INC. CONDENSED CONSOLIDATED BALANCE SHEETS June 30, 2024 AND SEPTEMBER 30, 2023 Â (continued) Â Â Â (Unaudited) Â Â Â Â Â Â June 30, Â Â September 30, Â Â Â 2024 Â Â 2023 Â Liabilities and shareholders' equity Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Current liabilities: Â Â Â Â Â Â Â Â Accounts payable Â $1,273,044Â Â $1,906,319Â Accrued expenses Â Â 1,216,134Â Â Â 629,648Â Accrued dividends Â Â 3,667,667Â Â Â 667,000Â Deferred revenue Â Â 550,043Â Â Â 187,793Â Operating leases â€“ current portion Â Â 1,149,976Â Â Â 1,277,089Â Note payable Â Â -Â Â Â 2,492Â Total current liabilities Â Â 7,856,864Â Â Â 4,670,341Â Â Â Â Â Â Â Â Â Â Long term liabilities: Â Â Â Â Â Â Â Â Convertible notes Â Â 1,378,000Â Â Â -Â Other long term liabilities Â Â -Â Â Â 9Â Operating leases - long term portion Â Â 1,580,569Â Â Â 2,403,286Â Contingent liability Â Â -Â Â Â 90,363Â Total long term liabilities Â Â 2,958,569Â Â Â 2,493,658Â Â Â Â Â Â Â Â Â Â Total liabilities Â Â 10,815,433Â Â Â 7,163,999Â Â Â Â Â Â Â Â Â Â Commitments and Contingencies (Note 11) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Shareholders' equity: Â Â Â Â Â Â Â Â Preferred stock, authorized 50,000,000 shares, $0.001 Â Â Â Â Â Â Â Â Â par value, 5,000,000 and 5,000,000 shares issued and outstanding, respectively Â Â 5,000Â Â Â 5,000Â Common stock, authorized 150,000,000 shares, $0.001 Â Â Â Â Â Â Â Â Â par value, 3,759,433 and 2,960,573 shares issued and outstanding, respectively Â Â 3,759Â Â Â 2,961Â Additional paid in capital Â Â 183,933,162Â Â Â 183,387,095Â Comprehensive other expense Â Â (1,200)Â Â -Â Accumulated deficit Â Â (180,912,600)Â Â (174,363,772) Shareholders' equity Â Â 3,028,121Â Â Â 9,031,284Â Â Â Â Â Â Â Â Â Â Total liabilities and shareholders' equity Â $13,843,554Â Â $16,195,283Â Â See Notes to Condensed Consolidated Financial StatementsÂ Â 6 Table of Contents Â Â cbdMD, INC. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS FOR THEÂ THREE and Nine MONTHS ENDED June 30, 2024 and 2023 (Unaudited) Â Â Â Three months Â Â Three months Â Â Nine Months Â Â Nine Months Â Â Â Ended Â Â Ended Â Â Ended Â Â Ended Â Â Â June 30, Â Â June 30, Â Â June 30, Â Â June 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Gross Sales Â $5,173,878Â Â $6,462,965Â Â $15,365,953Â Â $19,288,155Â Allowances Â Â -Â Â Â (343,585)Â Â (440,152)Â Â (843,538) Total Net Sales Â Â 5,173,878Â Â Â 6,119,380Â Â Â 14,925,801Â Â Â 18,444,617Â Cost of sales Â Â 1,770,364Â Â Â 2,273,839Â Â Â 5,384,061Â Â Â 7,015,803Â Gross Profit Â Â 3,403,514Â Â Â 3,845,541Â Â Â 9,541,740Â Â Â 11,428,814Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Operating expenses Â Â 3,785,542Â Â Â 5,669,194Â Â Â 12,540,595Â Â Â 18,699,293Â Loss from operations Â Â (382,028)Â Â (1,823,653)Â Â (2,998,855)Â Â (7,270,479) Decrease of contingent liability Â Â -Â Â Â 44,771Â Â Â 74,580 Â Â Â 153,771Â Decrease (increase) in fair value of convertible debt Â Â 854,506Â Â Â -Â Â Â (591,494)Â Â -Â Other income Â Â -Â Â Â 9,725Â Â Â -Â Â Â 59,269Â Interest expense Â Â (12,741)Â Â (1,246)Â Â (31,558)Â Â (5,831) Income (loss) before provision for income taxes Â Â 459,737Â Â Â (1,770,404)Â Â (3,547,327)Â Â (7,063,270) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net Income (loss) Â Â 459,737Â Â Â (1,770,404)Â Â (3,547,327)Â Â (7,063,270) Preferred dividends Â Â 1,000,500Â Â Â 1,000,501Â Â Â 3,001,501Â Â Â 3,001,503Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net Loss attributable to cbdMD, Inc. common shareholders Â $(540,763)Â $(2,770,904)Â $(6,548,828)Â $(10,064,773) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net Loss per common share: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Basic lossÂ per share Â Â (0.15)Â Â (1.16)Â Â (1.84)Â Â (4.26) Diluted lossÂ per share Â Â (0.15)Â Â (1.16)Â Â (1.84)Â Â (4.26) Weighted average number of shares Basic and diluted: Â Â 3,592,969Â Â Â 2,379,633Â Â Â 3,561,884Â Â Â 2,360,908Â Â See Notes to Condensed Consolidated Financial StatementsÂ Â 7 Table of Contents Â Â cbdMD, INC. CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOMEÂ (LOSS) FOR THEÂ THREE and Nine MONTHS ENDED June 30, 2024 and 2023 (Unaudited) Â Â Â Three months Â Â Three months Â Â Nine Months Â Â Nine Months Â Â Â Ended Â Â Ended Â Â Ended Â Â Ended Â Â Â June 30, Â Â June 30, Â Â June 30, Â Â June 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net Income (loss) Â $459,737Â Â $(1,770,404)Â $(3,547,327)Â $(7,063,270) Comprehensive Loss Â Â 459,737Â Â Â (1,770,404)Â Â (3,547,327)Â Â (7,063,270) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Other Comprehensive income Â $4,800Â Â $-Â Â $(1,200)Â $-Â Preferred dividends Â Â (1,000,500)Â Â (1,000,501)Â Â (3,001,501)Â Â (3,001,503) Comprehensive Loss attributable to cbdMD, Inc. common shareholders Â $(535,963)Â $(2,770,904)Â $(6,550,028)Â $(10,064,773) Â See Notes to Condensed Consolidated Financial StatementsÂ Â 8 Table of Contents Â Â cbdMD, INC. CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THEÂ Nine MONTHS ENDED June 30, 2024 and 2023 (Unaudited) Â Â Â Nine Months Â Â Nine Months Â Â Â Ended Â Â Ended Â Â Â June 30, Â Â June 30, Â Â Â 2024 Â Â 2023 Â Cash flows from operating activities: Â Â Â Â Â Â Â Â Net Loss Â $(3,547,327)Â $(7,063,270) Adjustments to reconcile net loss to net cash used by operating activities: Â Â Â Â Â Â Â Â Stock based compensation Â Â 10,019Â Â Â 130,879Â Restricted stock expense Â Â 2,073Â Â Â 105,101Â Write off of prepaid assets due to termination of contractual obligation Â Â -Â Â Â 884,892Â Intangibles amortization Â Â 518,526Â Â Â 832,063Â Depreciation Â Â 343,527Â Â Â 300,726Â Increase (decrease) in contingent liability Â Â (74,580) Â Â Â (153,771) Increase (decrease) in fair value of convertible debt Â Â 591,494 Â Â Â -Â Amortization of operating lease asset Â Â 882,399Â Â Â 840,079Â Changes in operating assets and liabilities: Â Â Â Â Â Â Â Â Accounts receivable Â Â 253,361Â Â Â 336,091Â Deposits Â Â 6,505Â Â Â 105,898Â Inventory Â Â 827,057Â Â Â 424,079Â Prepaid inventory Â Â 102,810Â Â Â 66,337Â Prepaid expenses and other current assets Â Â 152,429Â Â Â 996,462Â Accounts payable and accrued expenses Â Â 449,686Â Â Â (1,172,306) Operating lease liability Â Â (949,829)Â Â (876,526) Deferred revenue / customer deposits Â Â (88,319)Â Â 203,341Â Collection on discontinued operations accounts receivable Â Â -Â Â Â 1,375Â Cash flows fromÂ operating activities Â Â (520,169)Â Â (4,038,550) Cash flows from investing activities: Â Â Â Â Â Â Â Â Purchase of property and equipment Â Â (180,015)Â Â (177,369) Other Securities Â Â -Â Â Â 1,000,000Â Cash flows from investing activities Â Â (180,015)Â Â 822,631Â Cash flows from financing activities: Â Â Â Â Â Â Â Â Proceeds from issuance of common stock Â Â 50,000Â Â Â 2,474,072Â Proceeds from (repayments) of notes payable Â Â 1,247,499 Â Â Â (130,145) Preferred dividend distribution Â Â -Â Â Â (3,001,503) Deferred Issuance costs Â Â -Â Â Â -Â Cash flows from financing activities Â Â 1,297,499Â Â Â (657,576) Net increase (decrease) in cash Â Â 597,315Â Â Â (3,873,495) Cash and cash equivalents, beginning of period Â Â 1,797,860Â Â Â 6,720,234Â Cash and cash equivalents, end of period Â $2,395,175Â Â $2,846,739Â Â Supplemental Disclosures of Cash Flow Information:Â 2024 Â Â 2023 Â Â Â Â Â Â Â Â Â Â Cash Payments for: Â Â Â Â Â Â Â Â Interest expense Â $ 31,558 Â Â $ $ 1,247 Â Â Â Â Â Â Â Â Â Â Non-cash financial/investing activities:Â Â Â Â Â Â Â Â Â Â Issuance of shares in exchange for a360 creditÂ $-Â Â $1,531,999Â Issuance of shares for conversion of debt and accrued interestÂ $464,625Â Â $-Â Preferred dividends accrued but not paidÂ $3,001,501Â Â $-Â Â See Notes to Condensed Consolidated Financial StatementsÂ Â 9 Table of Contents Â Â cbdMD, INC. CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY FOR THE nine months ended June 30, 2024 (Unaudited) Â Other Â Â Additional Â Â Â Â Â Â Â Â Â Â Common Stock Â Â Preferred Stock Â Â Comprehensive Â Â Paid in Â Â Accumulated Â Â Â Â Â Â Â Â Shares Â Â Amount Â Â Shares Â Â Amount Â Â Income Â Â Capital Â Â Deficit Â Â Total Â Balance, September 30, 2023 Â Â 2,960,573Â Â Â $2,961Â Â Â Â 5,000,000Â Â Â $5,000Â Â $-Â Â $183,387,095Â Â Â $(174,363,772)Â Â $9,031,284Â Â Issuance of Common stock Â Â 483Â Â Â -Â Â Â -Â Â Â -

Change in fair value of debt related to credit risk Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 4,800Â Â Â -Â Â Â -Â Â Â 4,800Â Issuance of Common stock - Convertible Notes Â Â 714,229Â Â Â 714Â Â Â -Â Â Â -Â Â Â -Â Â Â 463,980Â Â Â -Â Â Â 464,694Â Preferred dividend Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â (1,000,500)Â Â (1,000,500) Net Income Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 459,737Â Â Â 459,737Â Balance, June 30, 2024 Â Â 3,759,433Â Â $3,759Â Â Â 5,000,000Â Â $5,000Â Â $(1,200)Â $183,933,162Â Â $(180,912,600)Â $3,028,121Â Â See Notes to Condensed Consolidated Financial Statements Â 10 Table of Contents Â cbdMD, INC. CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY FOR THE nine months ended June 30, 2023 (Unaudited) Â Â Â

credit losses.Â The Company evaluated the impacts of this standardÂ and has determined that is does not have a material impactÂ on the consolidated financial statements.Â Â NOTE 2 â€“ MARKETABLE SECURITIES AND INVESTMENT OTHER SECURITIES Â The Company has, from time to time, entered into contracts where a portion of the consideration provided by the counterparty in exchange for the Companyâ€™s services was common stock, options or warrants (an equity position). In these situations, upon invoicing the customer for the stock or other instruments, the Company recorded the receivable as accounts receivable other, and used the value of the stock or other instrument upon invoicing to determine the value. In determining fair value of marketable securities and investment other securities, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible and consider counterparty credit risk in our assessment of fair value. The Company determines the fair value of marketable securities and investment other securities based on assumptions that market participants would use in pricing an asset or liability in the principal or most advantageous market. When considering market participant assumptions in fair value measurements, the fair value hierarchy distinguishes between observable and unobservable inputs. Â On April 7, 2022, CBD Industries, LLC entered into an asset sale agreement to sell substantially all its manufacturing assets to a subsidiary of Steady State, LLC ("Steady State"). The equipment sale is initially valued at approximately $1.8 million for accounting purposes, the sale price consisting of products to be provided to the Company under the manufacturing and supply agreement and $1.4 million of which the Company invested into Steady State in the form of an equity investment consistent with the terms of Steady State's completed series C financing. As of September 30, 2023, the CompanyÂ impaired this investment by $700,000. The Company has classified this investment as Level 3 for fair value measurement purposes as there are no observable inputs and has included in non-current assets on the accompanying condensed consolidated balance sheets as the Company plans to holdÂ this investment. Â In valuing theÂ investments, the Company used the value paid, which was the price offered to all third-party investors. Â 16 Table of Contents Â Â NOTE 3 - INVENTORY Â Inventory at June 30, 2024 and September 30, 2023 consists of the following: Â Â Â June 30, Â Â September 30, Â Â Â 2024 Â Â 2023 Â Finished Goods Â $2,157,065Â Â $2,782,680Â Inventory Components Â Â 1,377,837Â Â Â 1,397,034Â Inventory Reserve Â Â (308,987)Â Â (126,742) Total InventoryÂ $3,225,915Â Â $4,052,972Â Inventory prepaid Â Â 79,866Â Â Â 182,675Â Total Inventory and Prepaid inventory Â $3,305,781Â Â $4,235,647Â Â Abnormal amounts of idle facility expense, freight, handling costs, scrap and wasted material (spoilage) are expensed in the period they are in incurred and no material expenses related to these items occurred in the nineÂ months ended June 30, 2024. Â Â NOTE 4 â€“ PROPERTY AND EQUIPMENT Â Property and equipment at June 30, 2024 and September 30, 2023Â consisted ofÂ the following: Â Â Â June 30, Â Â September 30, Â Â Â 2024 Â Â 2023 Â Computers, furniture and equipment Â $1,577,411Â Â $1,392,776Â Manufacturing equipment Â Â 284,275Â Â Â 284,275Â Leasehold improvements Â Â 487,081Â Â Â 487,081Â Automobiles Â Â -Â Â Â 11,087Â Â Â Â 2,348,767Â Â Â 2,175,219Â Less accumulated depreciation Â Â (1,795,700)Â Â (1,458,640) Property and equipment, net Â $553,067Â Â $716,579Â Â Depreciation expense related to property and equipment was $395,098Â and $249,457 for the nineÂ months ended June 30, 2024 and 2023, respectively. Â Â NOTE 5 â€“Â INTANGIBLE ASSETS Â Intangible Assets Â Intangible assets as of June 30, 2024 and September 30, 2023Â consisted of the following: Â Â Â June 30, Â Â September 30, Â Â Â 2024 Â Â Â 2023 Â Trademark related to cbdMD Â $21,585,000Â Â $21,585,000Â Trademark for HempMD Â Â 50,000Â Â Â 50,000Â Technology Relief from Royalty related to DirectCBDOnline.com Â Â 667,844Â Â Â 667,844Â Tradename related to DirectCBDOnline.com Â Â 749,567Â Â Â 749,567Â Impairment of intangible assets Â Â (17,405,000)Â Â (17,504,000) Amortization of definite lived intangible assets Â Â (2,946,847)Â Â (2,329,321) Total Â $2,700,564Â Â $3,219,090Â Â Amortizationï»¿ expense related to definite lived intangible assets was $1,400,603Â and $1,105,630Â for the nineÂ months ended June 30, 2024 and 2023. Â Â 17 Table of Contents Â Â NOTE 6 â€“ CONTINGENT CONSIDERATION Â Pursuant to a mergerÂ agreement entered into in 2018, the Company had a contractual obligation to issue 338,889Â shares of its common stock, after approval by its shareholders, to the members of Cure Based Development, issued in two tranches 144,445 shares and 194,945Â shares, both of which were subject to leak out provisions, and the unrestricted voting rights to 194,445 tranche of shares which vested over a five year period and were subject to a voting proxy agreement.Â Â The contractual obligations and earn out provision wereÂ accounted for as a contingent liability and fair value wasÂ determined using Level 3 inputs, as estimating the fair value of these contingent liabilities require the use of significant and subjective inputs that may and are likely to change over the duration of the liabilities with related changes in internal and external market factors. Â The agreement also providedÂ that an additional 338,889 Earnout Shares would be issued as part of the consideration, upon the satisfaction of certain aggregate net revenue criteria by cbdMD within 60 months following the closing date of the merger. Â Aggregate Net Revenues Â Shares Issued/ Each $ of Aggregate Net Revenue Ratio Â Â Â Â Â $1 - $20,000,000 Â 0.00423615Â $20,000,001 - $60,000,000 Â 0.002118075Â $60,000,001 - $140,000,000 Â 0.001059038Â Â An aggregate of 271,405 Earnout shares were issued through September 30, 2023. There is no further Earnout obligation. Â The Company determined the final Earnout shares to be issued were 19,818 and were issued on January 11, 2024. There is no further Earnout obligation. Â Â NOTE 7 â€“ RELATED PARTY TRANSACTIONS Â None.Â Â Â Â NOTE 8 â€“ SHAREHOLDERSâ€™ EQUITY Â Preferred Stock â€“ The Company is authorized to issue 50,000,000 shares of preferred stock, par value $0.001 per share. In October 2019, the Company designated 5,000,000 of these shares as 8.0% Series A Cumulative Convertible Preferred Stock. Our 8.0% Series A Cumulative Convertible Preferred Stock ranks senior to our common stock for liquidation or dividend provisions and holders are entitled to receive cumulative cash dividends at an annual rate of 8.0% payable monthly in arrears for the prior month. The Company reviewed ASC 480 â€“ Distinguishing Liabilities from Equity in order to determine the appropriate accounting treatment for the preferred stock and determined that the preferred stock should be treated as equity. There were 5,000,000 shares of 8.0% Series A Cumulative Convertible Preferred Stock issued and outstanding at June 30, 2024 and September 30, 2023. Â The total amount of preferred dividends declared and accruedÂ wereÂ $1,000,500 and $3,001,501 for the three and nine months ended June 30, 2024, respectively,Â and the total amount of preferred dividends declared and paid were $1,000,501Â and $3,001,503Â for the three and nine months ended June 30, 2023, respectively. Â Common Stock â€“ The Company is authorized to issue 150,000,000 shares of common stock, par value $0.001 per share. There were 3,759,433 and 2,960,573 shares of common stock issued and outstanding at June 30, 2024 and September 30, 2023, respectively.Â Â On March 2, 2023 Company entered into a purchase agreement (the "ELOC") with Keystone Capital Partners, LLC (â€œKeystoneâ€), pursuant to which Keystone committed to purchase up toÂ 281,934Â of shares of our common stock. Upon the execution of the ELOC, The Company issuedÂ 2,616Â shares of common stock as "Commitment Shares" to Keystone as consideration for its commitment to purchase shares of our common stock under the ELOC. An additional 6,104 Commitment Shares were issued 180 days after the date of the ELOC.Â TheÂ 281,934Â shares of the Company's common stock were registered for resale and may be issued under the ELOC or sold by us to Keystone at our discretion from time to time over a 12 month period commencing April 1, 2023.Â The purchase price for the shares that the Company soldÂ to Keystone under the ELOC fluctuated based on the price of the Company's common stock. KeystoneÂ purchased an aggregate of 180,955 shares (64,218 of which were purchases during the nine months ended June 30, 2024)Â under the ELOC, which has expired. Â 18 Table of Contents Â Stock Options -Â The Company currently has awards outstanding with service conditions and graded-vesting features. We recognize compensation cost on a straight-line basis over the requisite service period. Â Preferred stock transactions: Â The Company had no preferred stock transactions in the three and nine months ended June 30, 2024Â and 2023. Â Common stock transactions: Â In the nine months ended June 30, 2024: Â In April 2024, the Company issued an aggregate ofÂ 714,229 shares of common stock pursuant to the partial conversion of certain principal and interest related to the Notes. Â In March 2024, the company issued 16,000 of restricted stock awards to the Companyâ€™s board of directors.Â The shares vest quarter on fourth on June 30, 2024, one fourth, on September 30, 2024, one fourth on December 31, 2024, and one fourth on March 31, 2025. The stock awards were valued at the fair market price of $13,760 and will amortize over the individual vesting periods. Â In January 2024, the Company issued 64,218 shares under our ELOC. Â In January 2024, the Company issued 19,818 shares as part of the final Earnout. Â Stock option transactions: Â In the nine months ended June 30, 2024: Â On April 1, 2024, the Company granted its board of directors an aggregate of 8,000 common stock options. The options vested immediately, have a strike price of $0.86 and aÂ five-year term. The Company has recorded a total prepaid expense of approximately $4,300Â and intends to amortize the expense over the 12-month board term.Â Â Â The following table summarizes the inputs used for the Black-Scholes pricing model on the options issued in the nineÂ months ended June 30, 2024 and 2023: Â Â Â June 30, Â Â June 30, Â Â Â 2024 Â Â 2023 Â Exercise price Â Â $ 0.537 Â Â Â 10.3555 -12.60600 Â Risk free interest rate Â Â 4.34%Â Â 3.93% - 4.71%Â Volatility Â Â 107.21% Â Â Â 106.48% - 106.51%Â Expected term (in years) Â Â 2.5 Â Â Â 2.5 - 4Â Dividend yield Â None Â Â None Â Â Warrant Transactions: Â The Company has no warrantÂ transactions in the three or nine monthsÂ ended June 30, 2024. Â Â Â 19 Table of Contents Â NOTE 9 â€“ STOCK BASED COMPENSATION Â The fair value of each time-based award is estimated on the date of grant using the Black-Scholes option valuation model. Our weighted-average assumptions used in the Black-Scholes valuation model for equity awards with time-based vesting provisions granted during the year. Â The following table summarizes stock option activity under both plans for the nine months ended June 30, 2024: Â Â Â Â Â Â Â Â Â Â Â Â Weighted-average Â remaining Â Â Aggregate Â Â Â Â Â Â Â Â Weighted-average Â Â contractual term Â Â intrinsic value Â Â Â Number of shares Â Â exercise price Â Â (in years) Â Â (in thousands) Â Outstanding at September 30, 2023 Â Â 41,765Â Â $144.43Â Â Â 3.65Â Â $-Â Granted Â Â 8,000Â Â Â -Â Â Â -Â Â Â -Â Exercised Â Â -Â Â Â -Â Â Â -Â Â Â -Â Forfeited Â Â (2,447)Â Â 166.06Â Â Â -Â Â Â -Â Outstanding at June 30, 2024 Â Â 47,318Â Â Â 119.00Â Â Â 3.36Â Â Â -Â Exercisable at June 30, 2024 Â Â 45,651Â Â $122.98Â Â Â 3.39Â Â $-Â Â As of June 30, 2024, there was approximately $3,925Â of total unrecognized compensation cost related to non-vested stock options which vest over a period of approximately 0.75Â years. Â Restricted Stock Award transactions: Â In the nine months ended June 30, 2024: Â In March 2024, the company issued 16,000 of restricted stock awards to the Companyâ€™s board of directors.Â The shares vest quarter on fourth on June 30, 2024, one fourth, on September 30, 2024, one fourth on December 31, 2024, and one fourth on March 31, 2025. The stock awards were valued at the fair market price of $4,296Â upon issuance and will amortize over the individual vesting periods. Â In the nine months ended June 30, 2023: Â In February of 2023, the Company issued 445 of restricted stock awards to the Companyâ€™s board of directors. The shares vested quarterly, one fourth on June 30, 2023, one fourthÂ on September 30, 2023, one fourth on December 31, 2023, and one fourth on March 31, 2024. The stock awards were valued at the fair market price of $5,660 upon issuance and will amortize over the individual vesting periods. Â In January 2023, the Company issuedÂ 3,889Â sharesÂ to a group of employees.Â The shares vested upon issuance, having a fair market value upon issuance of $40,950. Â In December 2022, the Company issued 1,112 shares of restricted common stock to an employee.Â 556 shares vested upon issuance and the Company recorded a total expenseÂ of $6,250.Â 556 shares vest based on meeting certain direct to consumer revenue performance hurdles prior to December 2024. Â Â Â 20 Table of Contents Â Â NOTE 10 - WARRANTS Â Transactions involving the Company equity-classified warrants for theÂ nine months ended June 30, 2024 and 2023 are summarized as follows: Â Â Â Â Â Â Â Â Â Â Â Â Weighted-average Â Â Â Â Â Â Â Â Â Â Â Â Â Â remaining Â Â Aggregate Â Â Â Â Â Â Â Â Weighted-average Â Â contractual term Â Â intrinsic value Â Â Â Number of shares Â Â exercise price Â Â (in years) Â Â (in thousands) Â Outstanding at September 30, 2023 Â Â 50,309Â Â $37.75Â Â Â 4.07Â Â $-Â Forfeited Â Â (1,352)Â Â 337.50Â Â Â -Â Â Â -Â Outstanding at June 30, 2024 Â Â 48,957Â Â Â 29.48Â Â Â 3.42Â Â Â -Â Exercisable at June 30, 2024 Â Â 48,957Â Â $29.48Â Â Â -Â Â $-Â Â The following table summarizes outstanding common stock purchase warrants as of June 30, 2024: Â Â Â Â Â Â Â Â Weighted-average Â Â Â Â Number of shares Â Â exercise price Â Expiration Exercisable at $176.06 per share Â Â 1,079Â Â Â 176.06Â October 2024 Exercisable at $56.25 per share Â Â 822 Â Â Â 56.25Â January 2025 Exercisable at $168.75Â per share Â Â 3,199Â Â Â 168.75Â June 2026 Exercisable at $168.30 per share Â Â 3,357Â Â Â 168.30Â December 2025 Exercisable at $2.52 per share Â Â 40,500Â Â Â 2.52Â April 2028 Â Â Â 48,957Â Â $37.75Â Â Â Â NOTE 11 â€“ COMMITMENTS AND CONTINGENCIES Â Commencing August 2019 the Companyâ€™s executive offices were located at 8845 Red Oak Blvd, Charlotte, NC (the â€œRed Oak Facilitiesâ€) which we sub-leased under a sublease agreement dated July11, 2019 which expires December 2026 (the â€œRed Oak Subleaseâ€).Â We received a default notice from HSKL, Inc., the sub landlord, in September 2023. Effective March 20, 2024 we entered into a License Agreement, dated as of March 14, 2024, by and between cbdMD, Inc. and HSKL (the â€œLicense Agreementâ€) and Lease Forbearance Agreement, dated as of March 14, 2024, by and between cbdMD, Inc. and HSKL (the â€œForbearance Agreementâ€). Under the License Agreement we have granted HSKL a license to possess and use a portion of the Red Oak Facilities until the earlier of (i) the termination of the Forbearance Agreement and (ii) July 31, 2024 (the â€œTermination Dateâ€). The termination of the License Agreement will result in termination of the Red Oak Sublease. Pursuant to the Forbearance Agreement HSKL has agreed to forbear from proceeding to exercise its remedies against us under the Red Oak Sublease, and the declaration of default related to past due rent in consideration of the following payments to HSKL: $80,000 upon the execution of the Forbearance Agreement, followed by four monthly payments of $40,000. HSKLâ€™s forbearance shall extend to the Termination Date and HSKL shall dismiss (without prejudice) a Complaint in Summary Ejectment filed in Mecklenburg County, North Carolina on February 27, 2024. In the event of our breach of any of the conditions of the Forbearance Agreement, HSKLâ€™s obligation to forbear shall cease, and HSKL may immediately exercise any and all of its rights or remedies at law, in equity or under the Red Oak Sublease.Â The Company has made all payments required under the Forbearance Agreement and License Agreement and is working with HSKL to resolve for the back due rent through the termination date. Â Â Â Â Â Â 21 Table of Contents Â Â NOTE 12 â€“ NOTE PAYABLE Â Effective February 1, 2024 (the â€œEffectiveÂ Dateâ€), the Company entered into a Securities Purchase Agreement dated January 30, 2024 (the â€œPurchase Agreementâ€) with five institutional investors (the â€œInvestorsâ€) whereby the Investors advanced the Company an aggregate of $1,250,000 gross proceeds and the Company issued each Investor an 8% Senior Secured Original Issue 20% Discount Convertible Promissory Note, in the aggregate principal amount of $1,541,666 (the â€œNotesâ€). The Company intends to use the proceeds from the issuance of the Notes for working capital and general corporate purposes. Â Each Note bears interest of 8% per annum and matures on July 30, 2025. The Note is convertible into shares of common stock at any time following the date of issuance at the Investorâ€™s option at an initial conversion price of $0.684 per share (the â€œConversion Priceâ€), subject to certain adjustments. If 30 calendar days, 60 calendar days, 90 calendar days, 120 calendar days, or 180 calendar days after the effective date of the Registration Statement (as defined below) (the â€œAdjustment Datesâ€), the Conversion Price then in effect is higher than the Market Conversion Price then in effect on the Adjustment Date, the Conversion Price shall automatically decrease to the Market Conversion Price (as defined under the Note). The Conversion Price is subject to a $0.30 floor price. As of the filing date of this report, the effective Conversion Price is $0.615. Â Furthermore, at any time after the issuance of the Note, the Company may, after written notice to the Investor, prepay any portion or all outstanding Principal Amount by paying an amount equal to 125% of the Principal Amount then being prepaid (representing a 25% prepayment premium payable to the Investor which shall not constitute a principal repayment); provided that a Registration Statement registering all of the Conversion Shares issuable under theÂ Note shall have been declared effective. If the Company elects to prepay the Note, the Investor shall have the right, upon written notice to the Company within five trading days of the Investorâ€™s receipt of a Prepayment Notice, to convert into common stock, up to 100% of the Prepayment Amount at the Conversion Price, upon the terms provided in the Note. Â Upon the occurrence of any Event of Default (as defined in the Note), the Interest rate shall automatically be increased to the lesser of 22% per annum or the highest amount permitted by law. In the event that such Event of Default is subsequently cured (and no other Event of Default then exists), the adjustment shall cease to be effective as of the day immediately following the date of such cure; provided that the Interest as calculated and unpaid at such increased rate during the continuance of such Event of Default shall continue to apply to the extent relating to the days after the occurrence of such Event of Default through and including the date of such cure of such Event of Default. Â In addition, upon the occurrence of Event of Default, which has not been cured within any applicable cure period, the Company shall be obligated to pay to the Investor the Mandatory Default Amount, which Mandatory Default Amount shall be payable to the Investor on the date the Event of Default giving rise thereto occurs. In the event theÂ Note shall be converted following the occurrence of an Event of Default, the Investor shall have the option to convert the Mandatory Default Amount, upon the terms provided in the Note. Â TheÂ Notes areÂ secured by a first priority security interest as evidenced by and to the extent set forth in a Security Agreement, by and between the Company and the Investors. Â The Company elected the fair value option under ASC 825Â Fair Value MeasurementsÂ for the Notes. The Notes were initially recognized at a fair value of $2,702,000 on the balance sheet as of March 31,2023. All subsequent changes in fair value, excluding the impact of the change in fair value related to instrument-specific credit risk are recorded in non-operating income. The changes in fair value related to instrument-specific credit risk is recorded through other comprehensive income (loss). Â The overall change in fair value of the Notes during the quarter ended June 30, 2024 was aÂ decrease of $859,963. The overall change in principal value related to the conversion of Notes to commons stock during the quarter ended June 30,2024 was a decrease ofÂ $464,037.Â As ofÂ June 30, 2024, total fair value of the Notes is $1,378,000, of whichÂ $1,076,963 represents the total principal outstanding. Â 22 Table of Contents Â Â Â NOTE 13Â â€“ LEASES Â The Company has lease agreements for its corporate offices and warehouse with lease periods expiring between 2024Â and 2026. ASC 842 requires the recognition of leasing arrangements on the consolidated balance

sheet as right-of-use assets and liabilities pertaining to the rights and obligations created by the leased assets. The Company determines whether an arrangement is a lease at inception and classify it as finance or operating. All of the Companyâ€™s leases are classified as operating leases. The Companyâ€™s leases do not contain any residual value guarantees. See Note 11 for information regarding commitments and contingencies related to the Company's corporate office operating lease. Â Right-of-use lease assets and corresponding lease liabilities are recognized at commencement date based on the present value of lease payments over the expected lease term. Since the interest rate implicit in our lease arrangements is not readily determinable, the Company determined an incremental borrowing rate for each lease based on the approximate interest rate on a collateralized basis with similar remaining terms and payments as of the lease commencement date to determine the present value of future lease payments. The Companyâ€™s lease terms may include options to extend or terminate the lease. Â In addition to the monthly base amounts in the lease agreements, the Company is required to pay real estate taxes, insurance and common area maintenance expenses during the lease terms. Â Lease costs on operating leases are recognized on a straight-line basis over the lease term and included as a selling, general and administrative expense in the condensed consolidated statements of operations. Â Components of operating lease costs are summarized as follows: Â Â Â Three Months Â Â Nine Months Â Â Â Ended Â Â Ended Â Â Â June 30, Â Â Â June 30, Â Â Â 2024 Â Â 2024 Â Total Operating Lease Costs Â $332,124Â Â $996,373Â Â Supplemental cash flow information related to operating leases is summarized as follows: Â Â Â Three Months Â Â Nine Months Â Â Â Ended Â Â Ended Â Â Â June 30, Â Â June 30, Â Â Â 2024 Â Â 2024 Â Cash paid for amounts included in the measurement of operating lease liabilities Â $355,239Â Â $1,063,804Â Â Â 23 Table of Contents Â As of June 30, 2024, our operating leases had a weighted average remaining lease term of 2.56 years and a weighted average discount rate of 4.66%. Â Future minimum aggregate lease payments under operating leases as of June 30, 2024 are summarized as follows: Â For the year ended September 30, Â Â Â Â 2024 Â $357,806Â 2025 Â Â 1,159,949Â 2026 Â Â 1,092,297Â Thereafter Â Â 280,565Â Total future lease payments Â Â 2,890,617Â Less interest Â Â (194,372) Total lease liabilities Â $2,696,245Â Â Â NOTE 14Â â€” LOSS PER SHARE Â The following table sets forth the computation of basic and diluted earnings per share for the following periods: Â Â Â Three Months Ended Â Â Nine Months Ended Â Â Â June 30, Â Â June 30, Â Â Â June 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Basic and diluted: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net Income (loss) continuing operations Â $459,737Â Â $ (1,770,404)Â $(3,547,327)Â $(7,063,270) Preferred dividends accruedÂ Â 1,000,500Â Â Â Â Â Â 3,001,501Â Â Â Â Â Preferred dividends paid Â Â -Â Â Â 1,000,501Â Â Â -Â Â Â 3,001,503Â Net loss attributable to cbdMD Inc. common shareholders Â Â (540,763)Â Â (2,770,904)Â Â (6,548,828)Â Â (10,064,773) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Shares used in computing basic and diluted earnings per share Â Â 3,592,969Â Â Â 2,379,633Â Â Â 3,561,884Â Â Â 2,360,908Â Â Loss per share Basic Â Basic and diluted earnings per share Â Â (0.15)Â Â (1.16)Â Â (1.84)Â Â (4.26) Â At June 30, 2024, 112,831Â potential shares underlying options, unvested RSUs and warrants as well as 185,223 potential shares underlying series AÂ preferred shares were excluded from the shares used to calculate diluted loss per share as their inclusion would be anti-dilutive.Â AtÂ June 30, 2023,Â 94,948Â potential shares underlying options, unvested RSUs and warrants as well asÂ 185,223 potential shares underlying series AÂ preferred shares, andÂ 40,404Â a360Â shares subject to certain vesting requirement as well as totalÂ 283,593Â of available shares and remaining commitment share under the ELOC were excluded from the shares used to calculate diluted loss per share as their inclusion would reduce net loss per share. Â 24 Table of Contents Â Â NOTE 15Â â€“ INCOME TAXES Â The Company has a valuation allowance against the net deferred tax assets, with the exception of the deferred tax liabilities that result from indefinite-life intangibles (â€œnaked creditsâ€). The Company has determined that using the general methodology for calculating income taxes during an interim period for the quarters ending December 31, 2019, March 31, 2020, and June 30, 2020, provided for a wide range of potential annual effective rates.Â At September 30, 2023 the Company recorded a net deferred tax asset of zero as the cumulative net deferred tax asset had a full valuation on it and there was not enough positive evidence that would warrant recognizing the benefit of the net deferred tax asset. In addition, the net indefinite lived deferred tax items were a deferred tax asset so there was not any recognition of a deferred tax liability related to indefinite lived deferred tax liabilities. At June 30, 2024, the Company determined the same circumstances to be true and therefore recorded a net deferred tax asset of zero. Â Â NOTE 16Â â€“ SUBSEQUENT EVENTS Â None. Â 25 Table of Contents Â Â ITEM 2. MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS. Â The following discussion of our financial condition and results of operations for the three and nine months ended June 30, 2024 and theÂ three and nine months ended June 30, 2023 should be read in conjunction with the unaudited condensed consolidated financial statements and the notes to those statements that are included elsewhere in this report. Our discussion includes forward-looking statements based upon current expectations that involve risks and uncertainties such as our plans, objectives, expectations and intentions. Â Actual results and the timing of events could differ materially from those anticipated in these forward-looking statements because of several factors, including those set forth under the Part I, Item 1A, Risk Factors and Business sections in our 2023Â 10-K, this report, and our other filings with the Securities and Exchange Commission. We use words such as â€œanticipate,â€ â€œestimate,â€ â€œplan,â€ â€œproject,â€ â€œcontinuing,â€ â€œongoing,â€ â€œexpect,â€ â€œbelieve,â€ â€œintend,â€ â€œmay,â€ â€œwill,â€ â€œshould,â€ â€œcould,â€ and similar expressions to identify forward-looking statements. In addition, any statements that refer to projections of our future financial performance, our anticipated growth and trends in our businesses, and other characterizations of future events or circumstances are forward-looking statements. Such statements are based on our current expectations and could be affected by the uncertainties and risk factors described throughout this report. Â Â Our Company Â General Â We own and operate the nationally recognized CBD (cannabidiol) brands cbdMD, Paw CBD and functional mushroom brand ATRx Labs. We believe that we are an industry leader producing and distributing hemp derived solutions including broad spectrum CBD products and full spectrum CBD products. Our mission is to enhance our customerâ€™s overall quality of life while bringing cannabinoid and mushroom education, awareness and accessibility of high quality and effective products to all. We source cannabinoids, including CBD, which are extracted from non-GMO hemp grown on farms in the United States. Our innovative broad spectrum formula utilizes one of the purest hemp extracts, containing CBD, CBG and CBN, while eliminating the presence of tetrahydrocannabinol (THC). Non-THC is defined as below the level of detection using validated scientific analytical methods. Our full spectrum and Delta 9 products contain a variety of cannabinoids and terpenes in addition to CBD while maintaining small amounts of THC that fall below the level of detection and areÂ within the limits set in the 2018 Farm Act. In addition to our core brands, we also operate cbdMD Therapeutics, LLC to capture the Companyâ€™s ongoing investments in science related to its existing and future products, including research and development activities for therapeutic applications and Proline Global that houses some of our newer brands. Â Our cbdMD brand of products includes an array of high-grade, premium every day and functional CBD products, including tinctures; gummies; topicals; capsules; and sleep, focus and calming aids.Â In addition we have clinical based claims and industry leading strength and concentrations to drive product efficacy. Â Â Â Â Â 26 Table of Contents Â Our Paw CBD brand of products includes veterinarian-formulated products including tinctures, chews, topicals products in varying strengths and formulas. Paw CBD products have undergone the National Animal Safety Councilâ€™s rigorous audit and meet their Quality Seal standard. Â Â Our ATRx brand was developed using the power of functional mushrooms to provide consumers a complementary natural ingredient solution for immunity, focus, digestive health, cognitive and mood benefits. Â Â cbdMD, Paw CBD and ATRxÂ products are distributed through our e-commerce websites, third party e-commerce sites, select distributors and marketing partners as well as a variety of brick-and-mortar retailers.Â Â Recent Developments Â Management i»¿continues to be very focused on our goal ofÂ delivering positive earnings through a combination of optimizing our product portfolio, right-sizing our cost structure and investing in marketing that will provide positive return on customer acquisition.Â During fiscal 2023 we made significant changes to our marketingÂ and overall operations including re-platforming our website to significantly reduce our operating costs.Â Ongoing revenue decreases offset a majority of the infrastructure savings, however we significantly reduce the Companyâ€™s cash burn during the year. Â The Company remained very focused on revenue improvements during the third quarter. While year over year its revenue was down, weÂ gained 18 % sequentially and grew both direct to consumer and wholesale revenue.Â Management continues to focus on growing revenue and operating with lean infrastructure costs. Â cbdMD expanded its retail reach in December 2023 by launching several products throughout Sprouts Supermarkets and more recently added to Door Dash as a customer. Â During December 2023, the Company launched its new functional mushroom line of products with its Super Gummy under the ATRx brand on ATRxlabs.com.Â At our core, we are committed to natural health and wellness solutions, recognizing the benefits ofÂ functional mushrooms alongside hemp.Â During late April 2024 we launched our 4 SKU ATRx Platinum line into GNC.Â Â Management made a strategic decision to work with GNC on an exclusive initial launch of the Platinum line to help offset some legacy inventory issues tied to a $1 million cbdMD product order from March of 2022.Â Working with GNC on this launch provides the brand a springboard into national distribution and we believe helped accelerate ATRx brand awareness.Â Additionally, we have a wider store distribution footprint as ATRx products do not have the same geographic limitations as CBD products within the GNC footprint. Â 27 Table of Contents Â During March 2024Â we added personnel to our wholesale team, bringing in a VP of Wholesale with significant CBD industry experience.Â We are seeing wholesale opportunities begin to pick up and we are optimistic a number of international opportunities we have been working on for the last several quarters will generateÂ revenues by the end of the calendar year.Â At the end of the quarter, we made additional performance marketing hireÂ to help reinvigorate our direct-to-consumer business and deepen our performance driven culture. Â During March 2024, we attempted to automatically convert the Series A Preferred stock to common stock through a shareholder vote to amend our Series A Preferred Stock designation.Â We were unable to get the required votes needed to approveÂ the amendment.Â We believe the combined market capitalization of both our common and Series A Preferred is being impacted due to our current capital structure.Â Our goal is to simplify our capital structure and we believe it will help unlock additional equity value and open up more strategic activity for the Company. Â During March 2024,Â we entered into agreements with our sub-landlord for the Red Oak Sublease. As a result of these agreements, we anticipate an estimated $20,000 reduction monthly operating costs in utilities and maintenance related to the Red Oak Sublease that will roll off by the end of the third fiscal quarter and we fulfilled the obligation of the agreements inÂ July 2024, terminating future obligations under the lease,Â saving approximately a further $85,000 in rent on a monthly basis. While we satisfied this agreement and no longer have a future lease obligation, we continue to negotiate with the landlord on back rent due. Â We continue to make headway on our infrastructure costs and efficiencies, critical to the endeavor of an EBITDA profitable business. Early during the third fiscal quarter we enacted certain cost savings initiatives and as of August 2024, believe we have achieved over $200,000 in monthly savings over our March 2024. This includes shedding our legacy Red Oak executive officeÂ lease effective August 1, 2024, headcount reductions, vendor consolidation and replacement, and other initiatives to lower product and overhead costs. We do anticipate increasing marketing spend during the fourth fiscal quarter to offset some of these savings. Â Growth Strategies Â We continued to pursue many strategies to grow our revenues and expand the scope of our business in fiscal 2024 and beyond: Â Â â— Product Innovation:Â Our goal is to provide our customers superior functional based products with greater efficacy claims and absorption. We regularly assess and evaluate our product portfolio, and devote resources to ongoing research and development processes with the goal of improving our product offerings. During fiscal 2023 we focused on expanding some of our core line of products.Â This included adding to our NSF for Sport product line, as well as our line of Delta 9 gummies and microdose products. In November of 2023Â we launched our new CBG tincture and during the first quarter of fiscal 2024 we launched our new nootropic mushroom line under the ATRx brand.Â Â We have a pipeline of cannabinoid and non-cannabinoid products and formulation upgrades to launch during the next few quarters.Â Â Â Â â— Expand our revenue channels:Â During fiscal yearÂ 2023, our wholesale business continued to face macro industry contraction trends that we believe are tied to low-dose, high-priced products. We continued to pursue relationships with traditional retail accounts and believe our top brand awareness and effective marketing position us as a preferred CBD partner for key traditional retail accounts as this channel has continued to normalize. During the first quarter of fiscal 2024 we launched several SKUs into Sprouts retail footprint. In April 2024 we added Door Dash as a customer. We continue to assess our product channel fit and working with retailers and distributors alike to further grow this channel. Â Â â— International Expansion:Â WeÂ continue to explore sales in markets outside of the United States. We generally partner with local wholesalers and local legal counsel who can help navigate the laws and regulatory requirements within their jurisdiction. We continue to pursue key wholesale accounts in a number of international markets and are gaining market share in Central and South America through our sanitary registration approvals. We are also continuing to expand our E-commerce business to consumers in the United Kingdom (UK) which was expanded onto Amazonâ€™s platform during fiscal year 2023 and are continuing to grow this channel quarterly. Â Â â— Cultivate Additional Brands:Â We continue to operate and attempt to grow the Paw CBD business. During fiscal 2024 we haveÂ launched our nootropic mushroom line under the ATRx brand. We believe there is ongoing opportunities with these brands to focus on education, cross-selling and customer retention. Â 28 Table of Contents Â Â â— Acquisitions:Â We evaluate acquisitions (M&A) where we believe (i) there is an accretive customer base that can lower our cost of customer acquisitions through either a complementary direct to consumer base or wholesale channels, or (ii) the target has a profitable business or easily attainable cost synergies that can quickly help contribute and accelerate profitability of our Company. While the Company continues to evaluate M&A opportunities, as of the date of this report we currently do not have any pending or potential acquisitions. There have been numerous opportunities, however, our current capital structure, specifically the overhang of our Series A Preferred stock, has to this point stalled prospects. Â Results of operations Â The following tables provide certain selected consolidated financial information for the periods presented: Â Â Â Three Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Â Change Â Total net sales Â $ 5,173,878 Â Â $ 6,119,380 Â Â $ (945,502) Cost of sales Â Â 1,770,364 Â Â Â 2,273,839 Â Â Â (503,475) Gross profit as a percentage of net sales Â Â 65.8 % Â Â 62.8 % Â Â 2.9 % Operating expenses Â Â 3,785,542 Â Â Â 5,669,193 Â Â Â (1,883,651) Operating loss from operations Â Â (382,028) Â Â (1,823,652) Â Â 1,441,624 Â Decrease on contingent liability Â Â - Â Â Â 44,771 Â Â Â (44,771) Net loss before taxes Â Â 459,737 Â Â Â (1,770,404) Â Â 2,230,141 Â Net loss attributable to cbdMD Inc. common shareholders Â $ (540,763) Â $ (2,770,904) Â $ 2,230,141 Â Â Â Â Nine Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Â Change Â Total net sales Â $ 14,925,801 Â Â $ 18,444,617 Â Â $ (3,518,816) Cost of sales Â Â 5,384,061 Â Â Â 7,015,803 Â Â Â (1,631,742) Gross profit as a percentage of net sales Â Â 63.9 % Â Â 62.0 % Â Â 2.0 % Operating expenses Â Â 12,540,595 Â Â Â 18,699,293 Â Â Â (6,158,698) Operating loss from operations Â Â (2,998,855) Â Â (7,270,479) Â Â 4,271,624 Â Decrease on contingent liability Â Â - Â Â Â 153,771 Â Â Â (153,771) Net loss before taxes Â Â (3,547,327) Â Â (7,063,270) Â Â 3,515,943 Â Net loss attributable to cbdMD Inc. common shareholders Â $ (6,548,828) Â $ (10,064,773) Â $ 3,515,945 Â Â We record product sales primarily through two main delivery channels, direct to consumers via our E-commerce sales and direct to wholesalers utilizing our internal sales team. The following table provides information on the contribution of net sales by type of sale to our total net sales. Â Â Â Three Months Â Â Â Â Â Â Three Months Â Â Â Â Â Â Ended Â Â Â Â Â Â Ended Â Â Â Â Â Â June 30, Â Â Â Â Â Â 2024 Â Â % of total Â Â 2023 Â Â % of total Â E-commerce sales Â $ 3,937,930 Â Â Â 76.1 % Â $ 5,000,261 Â Â Â 81.7 % Wholesale sales Â Â 1,235,948 Â Â Â 23.9 % Â $ 1,119,119 Â Â Â 18.3 % Total Net Sales Â $ 5,173,878 Â Â Â Â Â Â $ 6,119,380 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â

media/events/tradeshows/sponsorships/affiliate commissions Â Â 903,490 Â Â Â 1,879,134 Â Â Â (975,644) Merchant fees Â Â 171,993 Â Â Â 196,354 Â Â Â (24,361) R&D and regulatory Â Â 10,108 Â Â Â 24,566 Â Â Â (14,458) Rent and utilities Â Â 362,083 Â Â Â 381,630 Â Â Â (19,547) Non-cash stock compensation Â Â 9,321 Â Â Â 61,017 Â Â Â (51,696) Intangibles Amortization Â Â 172,842 Â Â Â 277,354 Â Â Â (104,512) Depreciation Â Â 114,912 Â Â Â 98,225 Â Â Â 16,687 Â All other expenses Â Â 290,631 Â Â Â 560,760 Â Â Â (270,129) Totals Â $ 3,785,542 Â Â $ 5,669,193 Â Â $ (1,883,651) Â 30 Table of Contents Â Â Â Nine Months Â Â Nine Months Â Â Â Â Â Â Ended Â Ended Â Â Â Â Â Â Â June 30, Â Â June 30, Â Â Â Â Â Â Â Â 2024 Â Â 2023 Â Â Change Â Staff related expense Â $ 4,215,224 Â Â $ 6,004,252 Â Â $ (1,789,028) Accounting/legal expense Â Â 743,427 Â Â Â 790,556 Â Â Â (47,129) Professional outside services Â Â 443,790 Â Â Â 684,148 Â Â Â (240,358) Advertising/marketing/social media/events/tradeshows/sponsorships/affiliate commissions Â Â 3,276,111 Â Â Â 5,128,803 Â Â Â (1,852,692) Merchant fees Â Â 515,096 Â Â Â 603,405 Â Â Â (88,309) R&D and regulatory Â Â 16,835 Â Â Â 156,999 Â Â Â (140,164) Rent and utilities Â Â 1,165,289 Â Â Â 1,203,338 Â Â Â (38,048) Non-cash stock compensation Â Â 16,835 Â Â Â 315,982 Â Â Â (299,147) Intangibles Amortization Â Â 518,526 Â Â Â 832,063 Â Â Â (313,537) Depreciation Â Â 343,527 Â Â Â 300,726 Â Â Â 42,801 Â Non-cash stock compensation related to terminated contractual obligation Â Â - Â Â Â 884,892 Â Â Â (884,892) All other expenses Â Â 1,285,935 Â Â Â 1,794,129 Â Â Â (508,194) Totals Â $ 12,540,595 Â Â $ 18,699,293 Â Â $ (6,158,697) Â Our overall operating expensesÂ decreased by approximately $1.9 million or 24% for the three months ended June 30, 2024 as compared to the three months ended June 30, 2023. The year over year decrease was primarily driven by management's continued ongoing efforts to reduce our cost structure including decreases in staff related expenses, advertising, marketing, sponsorships and affiliate commission expenses, professional, accounting and legal expenses, and a reduction of intangibles amortization. As previously discussed, we have a number of initiatives in place with a target to further reduce G&A costs, including the elimination of the Red Oak Lease. While we are working to reduced fixed overhead costs, we do anticipate an increase in our advertising and marketing expenses for the fourth fiscal quarter. Â For the nine months ending June 2024, year to date operating expenses decreased by $6.1 million as management continues to focus on operational efficiencies across the board. Â Corporate overhead and allocation of management fees to our segments Â Included in our consolidated operating expenses are expenses associated with our corporate overhead which are not allocated to the operating business unit, including (i) staff related expenses; (ii) accounting and legal expenses; (iii) professional outside services; (iv) travel and entertainment expenses; (v) rent; (vi) business insurance; and (vii) non-cash stock compensation expense. Â Other income and other non-operating expenses Â We also record income and expenses associated with non-operating items. The material components of those are set forth below. Â Decrease in contingent liability Â As described in Note 6 to the notes to the consolidated f inancial statements appearing elsewhere in this report, the earn-out provision for the Earnout Shares is accounted for and recorded as a contingent liability with increases in the liability recorded as non-cash other expense and decreases in the liability recorded as non- cash other income. The value of the non-cash contingent liability was Â $90,363 at September 30, 2023 , respectively.Â The fourth and final marking period ended and the final issuance of shares occurred in January 2024, therefore there is no ongoing liability recorded. Â Liquidity and Capital Resources Â We had cash and cash equivalents on hand of $2.3Â million and negativeÂ working capital of of $567,610.Â Our working capital is reduced by approximately $3.7 million of accrued dividend payments. At September 30, 2023 we had working capital of approximately $3.4 million, which was reduced by approximately $0.7 million for accrued dividends payable.Â Â 31 Table of Contents Â We entered into a securities Purchase Agreement dated January 30, 2024 with five Investors whereby the Investors advanced the Company an aggregate of $1,250,000 gross proceeds and the Company issued each Investor an 8% Senior Secured Original Issue 20% Discount Convertible Promissory Note, in the aggregate principal amount of $1,541,666. The Company intends to use the proceeds from the issuance of the Notes for working capital and general corporate purposes, including, but not limited to inventory investment to assist with orders and funding proxy expenses. Â We do not have any commitments for capital expenditures. We have a commitment for cumulative dividends at an annual rate of 8% payable monthly in arrears for the prior month to our preferred shareholders. As of August 2023, we have suspendedÂ paying the dividend in cash and are accruing this dividend on a monthly basis.Â Â While the Company is taking strong action and believes that it can execute its strategy and path to profitability within its balance sheet, and in its ability to raise additional funds, there can be no assurances to that effect. The Companyâ€™s working capital position may not be sufficient to support the Companyâ€™s daily operations for the twelve months subsequent to the issuance this report. The Companyâ€™s ability to continue as a going concern is dependent upon its ability to improve profitability and cash flow and the ability to acquire additional funding. These and other factors raise substantial doubtÂ about the Companyâ€™s ability to continue as a going concern within twelve months after the date that theseÂ financial statements are issued. These financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result in the Company not being able to continue as a going concern. Â Our goal from a liquidity perspective is to use operating cash flows to fund day to day operations and, while improving, we have not met this goal as cash flow from operations has been a net use of $0.1Â million three months ended June 30, 2024. Management believes the quarterly cash consumption should continue to improve in subsequent quarters. Â Adjusted EBITDA Â To supplement the Company's unaudited interim consolidated financial statements presented in accordance with USÂ GAAP, the Company uses certain non-GAAP measures of financial performance. Non-GAAP financial measures are not prepared in accordance with, or as an alternative to USÂ GAAP. Generally, a non-GAAP financial measure is a numerical measure of a company's performance that either excludes or includes amounts, or is subject to adjustment that have such an effect, that areÂ not normally excluded or included in the most directly comparable financial measure that is calculated and presented in accordance with USÂ GAAP. Adjusted EBITDA as presented below is a non-GAAP measure. Â cbdMD defines Adjusted EBITDA as Earnings Before Interest, Taxes, Depreciation and Amortization excluding (1) stock based compensation; (2) one time inventory adjustments; (3) mergers and acquisitions and financing transaction expenses; (4) one-time severance accruals; (5) non-cash trade credits; and (6) non-cash accelerated amortization of expense related to terminated IT contracts. Â Our management uses and relies on Adjusted EBITDA, which is a non-GAAP financial measure. We believe that management, analysts and shareholders benefit from referring to the following non-GAAP financial measure to evaluate and assess our core operating results from period-to-period after removing the impact of items that affect comparability. Our management recognizes that the non-GAAP financial measures have inherent limitations because of the excluded items described below. Â We have included a reconciliation of our non-GAAP financial measure to the most comparable financial measures calculated in accordance with GAAP. We believe that providing the non-GAAP financial measures, together with the reconciliation to GAAP, helps investors make comparisons between cbdMD and other companies. In making any comparisons to other companies, investors need to be aware that companies use different non-GAAP measures to evaluate their financial performance. Investors should pay close attention to the specific definition being used and to the reconciliation between such measure and the corresponding GAAP measure provided by each company under applicable rules of the Securities and Exchange Commission. Â Â Â 32 Table of Contents Â Adjusted EBITDA for the three and nine months ended June 30, 2024 and June 30, 2023 is as follows: Â Â Â Three months Â Â Three months Â Â Nine Months Â Â Â Nine Months Â Â Â Ended Â Â Ended Â Â Ended Â Â Ended Â Â Â Three Months Ended June 30, Â Â Three Months Ended June 30, Â Â Nine Months Ended June 30, Â Â Nine Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â (Unaudited) Â Â Â Â Â Â Â Â

Preferences of the 8.0% Series A Cumulative ConvertibleÂ Preferred Stock Â 8-A Â 10/11/19 Â 3.1(f) Â Â Â Â Â Â Â Â Â Â Â Â Â Â 3.8 Â Articles of Amendment of Articles of Incorporation, as amended, of cbdMD, Inc. effective April 24, 2023 - reverse stock split Â 8-K Â 4/27/23 Â 3.1 Â Â Â Â Â Â Â Â Â Â Â Â Â Â 3.9 Â Bylaws, As amended Â 1-A Â 9/18/17 Â 2.6 Â Â Â 36 Table of Contents Â 31.1 Â Certification of Principal Executive Officer and Principal Financial Officer (Section 302) Â Â Â Â Â Â Â Filed Â Â Â Â Â Â Â Â Â Â Â 32.1 Â Â Certification of Principal Executive Officer and Principal Financial Officer (SectionÂ 906) Â Â Â Â Â Â Â Furnished* Â Â Â Â Â Â Â Â Â Â Â Â 101.INS Â 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 Â Â Â Â Â Â Â Filed 101.SCH Â Inline XBRL Taxonomy Extension Schema Document Â Â Â Â Â Â Â Filed 101.CAL Â Inline XBRL Taxonomy Extension Calculation Linkbase Document Â Â Â Â Â Â Â Filed 101.DEF Â Inline XBRL Taxonomy Extension Definition Linkbase Document Â Â Â Â Â Â Â Filed 101.LAB Â Inline XBRL Taxonomy Extension Label Linkbase Document Â Â Â Â Â Â Â Filed 101.PRE Â Inline XBRL Taxonomy Extension Presentation Linkbase Document Â Â Â Â Â Â Â Filed 104 Â Cover Page Interactive Data File (embedded within the Inline XBRL Document and include in Exhibit 101) Â Â Â Â Â Â Â Filed Â + Exhibits and/or schedules have been omitted.Â The Company hereby agrees to furnish to the staff of the Securities and Exchange Commission upon request any omitted information. * This exhibit is being furnished rather than filed and shall not be deemed incorporated by reference into any filing, in accordance with Item 601 of Regulation S-K. Â Copies of this report (including the financial statements) and any of the exhibits referred to above will be furnished at no cost to our stockholders who make a written request to our Corporate Secretary at cbdMD, Inc. 2101 Westinghouse Blvd, Suite A, Charlotte, NC 28273. Â Â 37 Table of Contents Â SIGNATURES Â Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf signed on the registrantâ€™s behalf by a duly authorized officer of the registrant and by the principal financial or chief accounting officer of the registrant. Â Â Â cbdMD, INC. Â Â Â Â Â Â Â Â Â Â Â Â August 14, 2024 By: /s/ T. Ronan Kennedy Â Â Â T. Ronan Kennedy, Chief Executive Officer and Â Â Â principal executive officer Â Â Â Â Â Â Â Â Â Â Â August 14, 2024 By: /s/ T. Ronan Kennedy Â Â Â T. Ronan Kennedy, Chief FinancialÂ Officer and Â Â Â principal financial officer Â Â Â Â Â August 14, 2024 Â /s/ Brad Whitford Â Â Â Brad Whitford, Chief Accounting Officer Â Â Â Â Â Â 38 EX-31.1 2 ex_687929.htm EXHIBIT 31.1 ex_687929.htm EXHIBIT 31.1 Â Rule 13a-14(a)/15d-14(a) Certification Â I, T. Ronan Kennedy, certify that: Â 1. I have reviewed this report on Form 10-Q for the period endedÂ June 30, 2024 of cbdMD, Inc.; Â Â 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; Â Â 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; Â Â 4. The registrantâ€™s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: 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 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 Â Â (c) Evaluated the effectiveness of the registrant'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 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. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant'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 registrant's ability to record, process, summarize and report financial information; and Â Â Â Â (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting. Â Dated: August 14, 2024 Â /s/ T. Ronan Kennedy Â Â Â T. Ronan Kennedy, Â Â Â Chief Executive Officer, Chief Financial Officer, Â Â Â principal financial officer Â Â Â EX-32.1 3 ex_687930.htm EXHIBIT 32.1 ex_687930.htm EXHIBIT 32.1 Â Section 1350 Certification Â In connection with the Quarterly Report of cbdMD, Inc. (the â€œCompanyâ€) on Form 10-Q for the period endedÂ June 30, 2024 as filed with the Securities and Exchange Commission (the â€œReportâ€), I, T. Ronan Kennedy, principal executive officer and Chief Financial Officer, of the Company, do hereby certify, pursuant to 18 U.S.C. Â§ 1350, as adopted pursuant to Â§ 906 of the Sarbanes- Oxley Act of 2002, that: Â 1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and Â Â 2. The information contained in the Report fairly presents, in all material respects, the financial conditions and results of operations of the Company. Â August 14, 2024 Â /s/ T. Ronan Kennedy Â Â Â T. Ronan Kennedy, Â Â Â Chief Executive Officer, principal executive officer Â Â Â Â Â August 14, 2024 Â /s/ T. Ronan Kennedy Â Â Â T. Ronan Kennedy, Â Â Â Chief Financial Officer,Â and Â Â Â principal financial officer Â Â A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signatures that appear in typed form within the electronic version of this written statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request. Â Â EX-101.SCH 4 ycbd-20240630.xsd XBRL TAXONOMY EXTENSION SCHEMA 000 - Document - Document And Entity Information link:calculationLink link:definitionLink link:presentationLink 001 - Statement - Condensed Consolidated Balance Sheets (Current Period Unaudited) link:calculationLink link:definitionLink link:presentationLink 002 - Statement - Condensed Consolidated Balance Sheets (Current Period Unaudited) (Parentheticals) link:calculationLink link:definitionLink link:presentationLink 003 - Statement - Condensed Consolidated Statements of Operations (Unaudited) link:calculationLink link:definitionLink link:presentationLink 004 - Statement - Condensed Consolidated Statements of Comprehensive Income (Loss) (Unaudited) link:calculationLink link:definitionLink link:presentationLink 005 - Statement - Condensed Consolidated Statement of Cash Flows (Unaudited) link:calculationLink link:definitionLink link:presentationLink 006 - Statement - Condensed Consolidated Statements of Shareholders' Equity (Unaudited) link:calculationLink link:definitionLink link:presentationLink 007 - Disclosure - Note 1 - Organization and Summary of Significant Accounting Policies link:calculationLink link:definitionLink link:presentationLink 008 - Disclosure - Note 2 - Marketable Securities and Investment Other Securities link:calculationLink link:definitionLink link:presentationLink 009 - Disclosure - Note 3 - Inventory link:calculationLink link:definitionLink link:presentationLink 010 - Disclosure - Note 4 - Property and Equipment link:calculationLink link:definitionLink link:presentationLink 011 - Disclosure - Note 5 - Intangible Assets link:calculationLink link:definitionLink link:presentationLink 012 - Disclosure - Note 6 - Contingent Consideration link:calculationLink link:definitionLink link:presentationLink 013 - Disclosure - Note 7 - Related Party Transactions link:calculationLink link:definitionLink link:presentationLink 014 - Disclosure - Note 8 - Shareholders' Equity link:calculationLink link:definitionLink link:presentationLink 015 - Disclosure - Note 9 - Stock Based Compensation link:calculationLink link:definitionLink link:presentationLink 016 - Disclosure - Note 10 - Warrants link:calculationLink link:definitionLink link:presentationLink 017 - Disclosure - Note 11 - Commitments and Contingencies link:calculationLink link:definitionLink link:presentationLink 018 - Disclosure - Note 12 - Note Payable link:calculationLink link:definitionLink link:presentationLink 019 - Disclosure - Note 13 - Leases link:calculationLink link:definitionLink link:presentationLink 020 - Disclosure - Note 14 - Loss Per Share link:calculationLink link:definitionLink link:presentationLink 021 - Disclosure - Note 15 - Income Taxes link:calculationLink link:definitionLink link:presentationLink 022 - Disclosure - Note 16 - Subsequent Events link:calculationLink link:definitionLink link:presentationLink 995469 - Disclosure - Significant Accounting Policies (Policies) link:calculationLink link:definitionLink link:presentationLink 995470 - Disclosure - Note 1 - Organization and Summary of Significant Accounting Policies (Tables) link:calculationLink link:definitionLink link:presentationLink 995471 - Disclosure - Note 3 - Inventory (Tables) link:calculationLink link:definitionLink link:presentationLink 995472 - Disclosure - Note 4 - Property and Equipment (Tables) link:calculationLink link:definitionLink link:presentationLink 995473 - Disclosure - Note 5 - Intangible Assets (Tables) link:calculationLink link:definitionLink link:presentationLink 995474 - Disclosure - Note 6 - Contingent Consideration (Tables) link:calculationLink link:definitionLink link:presentationLink 995475 - Disclosure - Note 8 - Shareholders' Equity (Tables) link:calculationLink link:definitionLink link:presentationLink 995476 - Disclosure - Note 9 - Stock Based Compensation (Tables) link:calculationLink link:definitionLink link:presentationLink 995477 - Disclosure - Note 10 - Warrants (Tables) link:calculationLink link:definitionLink link:presentationLink 995478 - Disclosure - Note 13 - Leases (Tables) link:calculationLink link:definitionLink link:presentationLink 995479 - Disclosure - Note 14 - Loss Per Share (Tables) link:calculationLink link:definitionLink link:presentationLink 995480 - Disclosure - Note 1 - Organization and Summary of Significant Accounting Policies (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995481 - Disclosure - Note 1 - Organization and Summary of Significant Accounting Policies - Disaggregation of Revenue (Details) link:calculationLink link:definitionLink link:presentationLink 995482 - Disclosure - Note 2 - Marketable Securities and Investment Other Securities (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995483 - Disclosure - Note 3 - Inventory - Schedule of Inventory (Details) link:calculationLink link:definitionLink link:presentationLink 995484 - Disclosure - Note 4 - Property and Equipment (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995485 - Disclosure - Note 4 - Property and Equipment - Major Classes of Property and Equipment (Details) link:calculationLink link:definitionLink link:presentationLink 995486 - Disclosure - Note 5 - Intangible Assets (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995487 - Disclosure - Note 5 - Intangible Assets - Schedule of Intangible Assets and Goodwill (Details) link:calculationLink link:definitionLink link:presentationLink 995488 - Disclosure - Note 6 - Contingent Consideration (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995489 - Disclosure - Note 6 - Contingent Consideration - Contingent Liability (Details) link:calculationLink link:definitionLink link:presentationLink 995490 - Disclosure - Note 6 - Contingent Consideration - Contingent Liability (Details) (Parentheticals) link:calculationLink link:definitionLink link:presentationLink 995491 - Disclosure - Note 8 - Shareholders' Equity (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995492 - Disclosure - Note 8 - Shareholders' Equity - Fair Value Assumptions of Stock Options (Details) link:calculationLink link:definitionLink link:presentationLink 995493 - Disclosure - Note 9 - Stock Based Compensation (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995494 - Disclosure - Note 9 - Stock Based Compensation - Summary of Stock Option Activity (Details) link:calculationLink link:definitionLink link:presentationLink 995495 - Disclosure - Note 10 - Warrants - Schedule of Equity-Classified Warrants (Details) link:calculationLink link:definitionLink link:presentationLink 995496 - Disclosure - Note 10 - Warrants - Summary of Outstanding Common Stock Purchase Warrants (Details) link:calculationLink link:definitionLink link:presentationLink 995497 - Disclosure - Note 11 - Commitments and Contingencies (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995498 - Disclosure - Note 12 - Note Payable (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995499 - Disclosure - Note 13 - Leases (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995500 - Disclosure - Note 13 - Leases - Operating Lease Costs and Supplemental Cash Flow Information (Details) link:calculationLink link:definitionLink link:presentationLink 995501 - Disclosure - Note 13 - Leases - Future Minimum Aggregate Lease Payments (Details) link:calculationLink link:definitionLink link:presentationLink 995502 - Disclosure - Note 14 - Loss Per Share (Details Textual) link:calculationLink link:definitionLink link:presentationLink 995503 - Disclosure - Note 14 - Loss Per Share - Basic and Diluted Earnings Per Share (Details) link:calculationLink link:definitionLink link:presentationLink 995504 - Disclosure - Note 15 - Income Taxes (Details Textual) link:calculationLink link:definitionLink link:presentationLink EX-101.CAL 5 ycbd-20240630_cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE EX-101.DEF 6 ycbd-20240630_def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE EX-101.LAB 7 ycbd-20240630_lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE Document And Entity Information Exercise price (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Exercise Price (in dollars per share) Note To Financial Statement Details Textual Other Securities Significant Accounting Policies Note 1 - Organization and Summary of Significant Accounting Policies Note 3 - Inventory Risk free interest rate Note 4 - Property and Equipment Note 5 - Intangible Assets Note 6 - Contingent Consideration Note 8 - Shareholders' Equity Volatility Long term liabilities: Note 9 - Stock Based Compensation Note 10 - Warrants Income Tax Disclosure [Text Block] Note 13 - Leases Note 14 - Loss Per Share Note 1 - Organization and Summary of Significant Accounting Policies - Disaggregation of Revenue (Details) Note 3 - Inventory - Schedule of Inventory (Details) Note 4 - Property and Equipment - Major Classes of Property and Equipment (Details) us-gaap_LiabilitiesCurrent Total current liabilities Note 5 - Intangible Assets - Schedule of Intangible Assets and Goodwill (Details) Note 6 - Contingent Consideration - Contingent Liability (Details) Note 6 - Contingent Consideration - Contingent Liability (Details) (Parentheticals) Note 8 - Shareholders' Equity - Fair Value Assumptions of Stock Options (Details) Expected term (in years) (Year) Note 9 - Stock Based Compensation - Summary of Stock Option Activity (Details) Note 10 - Warrants - Schedule of Equity-Classified Warrants (Details) Note 10 - Warrants - Summary of Outstanding Common Stock Purchase Warrants (Details) Note 13 - Leases - Operating Lease Costs and Supplemental Cash Flow Information (Details) Note 13 - Leases - Future Minimum Aggregate Lease Payments (Details) Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block] Note 14 - Loss Per Share - Basic and Diluted Earnings Per Share (Details) Notes To Financial Statements Notes To Financial Statements [Abstract] Share-Based Payment Arrangement, Option, Activity [Table Text Block] us-gaap_DepreciationExcludingLessorAssetUnderOperatingLease Depreciation, Excluding Lessor Asset under Operating Lease Fraction share true-up value of equity increase resulting from reverse stock splits. Commitment Shares [Member] Represents commitment shares. Unregistered Common Stock 2 [Member] Unregistered Common Stock 2 us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period (in shares) ycbd_SharebasedCompensationArrangementBySharebasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantedInPeriodFairValue Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Granted in Period, Fair Value Fair value of share-based awards for which the grantee gained the right by satisfying service and performance requirements, to receive or retain shares or units, other instruments, or cash. us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period (in shares) A360 Shares [Member] Represents A360 shares. us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice Exercisable, weighted average exercise price (in dollars per share) us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsExercisableWeightedAverageRemainingContractualTerm1 Exercisable at September 30, 2022 (Year) Keystone [Member] Represents Keystone. Note payable us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableNumber Exercisable (in shares) ycbd_ShareNumberStockIssuable Share Number, Stock Issuable (in shares) Number of shares issuable during a period of time. ycbd_PurchaseCommitmentMaximumSharesCommitment Purchase Commitment, Maximum Shares Commitment (in shares) Maximum number of shares committed to purchase under purchase commitment. us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsOutstandingWeightedAverageRemainingContractualTerm2 Outstanding, weighted average remaining contractual term (Year) ycbd_NumberOfSharesRegisteredForResale Number of Shares Registered for Resale (in shares) Represents number of shares that are registered for resale. Series A Cumulative Convertible Preferred Stock [Member] Represents Series A Cumulative Convertible Preferred Stock. us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice Outstanding, weighted average exercise price (in dollars per share) Outstanding, weighted average exercise price (in dollars per share) Forfeited, weighted average exercise price (in dollars per share) Deferred revenue Granted, weighted average exercise price (in dollars per share) Exercised, weighted average exercise price (in dollars per share) us-gaap_AccruedLiabilitiesCurrent Accrued expenses Conversion of Notes into Common Stock [Member] Represents conversion of notes into common stock. Lessee, Operating Leases [Text Block] Accrued dividends Accounts payable us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber Outstanding (in shares) Outstanding (in shares) Trademarks [Member] us-gaap_PolicyTextBlockAbstract Accounting Policies Indefinite-Lived Intangible Assets [Axis] Indefinite-Lived Intangible Assets, Major Class Name [Domain] us-

gaap_PaymentsToAcquirePropertyPlantAndEquipment Purchase of property and equipment Non-cash financial/investing activities: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardExpirationPeriod Share-Based Compensation Arrangement by Share-Based Payment Award, Expiration Period (Year) us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAuthorized Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized (in shares) Grantee Status [Domain] Grantee Status [Axis] us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardAwardVestingRightsPercentage Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, Percentage Share-Based Payment Arrangement, Tranche Three [Member] Current liabilities: Vesting [Axis] Vesting [Domain] Operating lease liability Share-Based Payment Arrangement, Tranche One [Member] Cash Payments for: us-gaap_Assets Total assets Plan Name [Axis] Plan Name [Domain] us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedStockOptions Share-Based Payment Arrangement, Nonvested Award, Option, Cost Not yet Recognized, Amount Net loss attributable to cbdMD Inc. common shareholders us-gaap_NetIncomeLossFromContinuingOperationsAvailableToCommonShareholdersBasic us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1 Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition (Year) us-gaap_NetIncomeLossAvailableToCommonStockholdersBasic Net Loss attributable to cbdMD, Inc. common shareholders Finite-Lived Intangible Assets by Major Class [Axis] Share-Based Payment Arrangement [Text Block] Finite-Lived Intangible Assets, Major Class Name [Domain] Contingent Consideration by Type [Axis] Contingent Consideration Type [Domain] us-gaap_OtherAssets Total other assets Schedule of Business Acquisitions by Acquisition, Contingent Consideration [Table Text Block] Award Type [Domain] Preferred dividends Preferred dividends The 2021 Plan [Member] Represents the 2021 equity compensation plan ("the 2021 plan").
ycbd_FinitelivedIntangibleAssetAccumulatedImpairment Impairment of intangible assets Amount of accumulated impairment of finite-lived intangible assets. Net Income (loss) continuing operations Net Loss Net Income (Loss) Attributable to Parent Net Income (loss) Award Type [Axis] us-gaap_FiniteLivedIntangibleAssetsAccumulatedAmortization Amortization of definite lived intangible assets Intangible assets us-gaap_IntangibleAssetsNetExcludingGoodwill Intangible Assets, Net (Excluding Goodwill), Total Restricted Stock Units (RSUs) [Member] Definite lived intangible assets Restricted Stock [Member] Share-Based Payment Arrangement, Option [Member] Antidilutive Securities [Axis] Antidilutive Securities, Name [Domain] Indefinite lived trademark Business Combination Disclosure [Text Block] Commitments and Contingencies Disclosure [Text Block] us-gaap_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment Less accumulated depreciation Property and equipment, net Property and equipment, net Property and equipment, gross Board of Directors [Member] Represents the companies board of directors. us-gaap_Investments Investments, Total Cash flows from investing activities: Investment in other securities, noncurrent Net Loss per common share: Earnings Per Share [Text Block] Forbearance Agreement [Member] Represents Forbearance Agreement.
ycbd_PastDueRentDefaultDeclarationMonthlyPayment Past Due Rent Default Declaration, Monthly Payment Amount of monthly payment for past due rent. Accounts payable and accrued expenses Decrease (increase) in fair value of convertible debt Fair Value Adjustment of Debt Increase (decrease) in fair value of convertible debt Amount of addition (reduction) to the amount of debt. Related Party Transactions Disclosure [Text Block] ycbd_PastDueRentDefaultDeclarationPaymentUponExecutionOfAgreement Past Due Rent Default Declaration, Payment Upon Execution of Agreement Amount of payment upon execution of agreement for past due rent. ycbd_OtherComprehensiveIncomeLossChangesInFairValueOfDebtRelatedToCreditRisk Change in fair value of debt related to credit risk Amount of equity impact on other comprehensive income loss due to changes in fair value of debt related to credit risk. Waiting Period [Member] Waiting Period Cash and cash equivalents us-gaap_DebtInstrumentConvertibleConversionPrice1 Debt Instrument, Convertible, Conversion Price (in dollars per share) us-gaap_AllocatedShareBasedCompensationExpense Share-Based Payment Arrangement, Expense Amendment Flag us-gaap_ComprehensiveIncomeNetOfTax Comprehensive Loss attributable to cbdMD, Inc. common shareholders City Area Code Use of Estimates, Policy [Policy Text Block] New Accounting Pronouncements, Policy [Policy Text Block] True up of fraction shares resulting from reverse split (in shares) Fraction share true-up (in shares) Stock Issued During Period, Shares, Reverse Stock Splits (in shares) us-gaap_SharesOutstanding Balance (in shares) Balance (in shares) Common stock, shares outstanding (in shares) Common Stock, Shares, Outstanding (in shares) Preferred Stock, Shares Outstanding, Ending Balance (in shares) Current Fiscal Year End Date us-gaap_DebtInstrumentInterestRateStatedPercentage Debt Instrument, Interest Rate, Stated Percentage us-gaap_IncreaseDecreaseInPrepaidDeferredExpenseAndOtherAssets Prepaid expenses and other current assets us-gaap_OperatingLeaseWeightedAverageDiscountRatePercent Operating Lease, Weighted Average Discount Rate, Percent Document Fiscal Period Focus us-gaap_IncreaseDecreaseInDepositOtherAssets Deposits Total Operating Lease Costs Document Fiscal Year Focus Consolidation, Policy [Policy Text Block] Lease, Cost [Table Text Block] Document Period End Date us-gaap_OperatingLeaseWeightedAverageRemainingLeaseTerm1 Operating Lease, Weighted Average Remaining Lease Term (Year) Entity File Number us-gaap_DividendsCash Dividends, Cash Entity Emerging Growth Company us-gaap_DebtInstrumentFaceAmount Debt Instrument, Face Amount Document Type Entity Small Business Entity Shell Company us-gaap_DividendsPreferredStockCash Preferred dividend declared, not paid Document Information [Line Items] Document Information [Table] Entity Filer Category Debt Instrument [Axis] Entity Current Reporting Status Debt Instrument, Name [Domain] us-gaap_IncreaseDecreaseInAccountsReceivable Accounts receivable us-gaap_ConcentrationRiskPercentage1 Concentration Risk, Percentage Statement of Comprehensive Income [Abstract] Entity Tax Identification Number Entity Central Index Key Entity Registrant Name Entity [Domain] Customer Concentration Risk [Member] Legal Entity [Axis] Entity Address, Address Line One Intangibles amortization Amortization of Intangible Assets ecd_NonRule10b51ArrTrmntdFlag Non-Rule 10b5-1 Arrangement Terminated [Flag] Entity Address, City or Town ecd_Rule10b51ArrTrmntdFlag Rule 10b5-1 Arrangement Terminated [Flag] ecd_Rule10b51ArrAdoptedFlag Rule 10b5-1 Arrangement Adopted [Flag] Entity Address, Postal Zip Code Entity Address, State or Province Concentration Risk Type [Axis] ecd_NonRule10b51ArrAdoptedFlag Non-Rule 10b5-1 Arrangement Adopted [Flag] Concentration Risk Type [Domain] Material Terms of Trading Arrangement [Text Block] Entity Common Stock, Shares Outstanding Investments in Debt and Marketable Equity Securities (and Certain Trading Assets) Disclosure [Text Block] Revenue Benchmark [Member] us-gaap_IncreaseDecreaseInInventories Inventory Trading Symbol Business Acquisition, Contingent Consideration, Shares Issued Per Aggregate Net Revenue Ratio Represents the shares issued per dollar of net revenue for contingent consideration. Earnout Shares for Revenue Between $1 and $20,000,000 [Member] Represents shares issued for revenue between $1-$20,000,000. Concentration Risk Benchmark [Axis] Concentration Risk Benchmark [Domain] Issuance of Common stock - DCO (in shares) Stock Issued During Period, Shares, Acquisitions (in shares) Issuance of Common stock - Convertible Notes Issuance of Common stock - Convertible Notes (in shares) Earnout Shares for Revenue Between $20,000,001 and $60,000,000 [Member] Represents shares issued for revenue between $20,000,001-$60,000,000. Earnout Shares for Revenue Between $60,000,001 and $140,000,000 [Member] Represents shares issued for revenue between $60,000,001-$140,000,000. Local Phone Number Issuance of Common stock - DCO us-gaap_StockIssuedDuringPeriodSharesStockOptionsExercised Exercised (in shares) us-gaap_TableTextBlock Notes Tables Issuance of options for share based compensation Forfeited, warrant, weighted average exercise price (in dollars per share) Weighted average price at which grantees could have acquired the underlying warrant or right. Issuance of restricted stock for share based compensation Related and Nonrelated Parties [Axis] Related and Nonrelated Parties [Domain] ycbd_ClassOfWarrantOrRightForfeituresInPeriod Forfeited, warrants (in shares) The number of warrant or right forfeitures in period. Aggregate net revenue Represents aggregate net revenue for contingent consideration for business acquisition. Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross (in shares) us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod Forfeited (in shares) Thereafter
ycbd_LesseeOperatingLeaseLiabilityToBePaidAfterYearThree Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid after third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). Warrants Expiring September 2023 [Member] Represents warrants expiring October 2022. Warrants Expiring October 2024 [Member] Represents Warrants Expiring October 2024 Issuance of stock (in shares) Stock Issued During Period, Shares, New Issues (in shares) Issuance of Common stock - A360 Issuance of Common stock - A360 (in shares) Share-Based Payment Arrangement, Tranche Four [Member] Represents share-based payment arrangement tranche four. us-gaap_LiabilitiesAndStockholdersEquity Total liabilities and shareholders' equity us-gaap_CashUninsuredAmount Cash, Uninsured Amount Issuance of stock Issuance of Common Stock Warrants to Purchase Common Stock [Member] Represents Warrants to Purchase Common Stock. Warrants Expiring January 2025 [Member] Represents warrants expiring January 2025. Accumulated deficit Comprehensive other expense Debt Disclosure [Text Block] Changes in operating assets and liabilities: us-gaap_NotesPayableFairValueDisclosure Notes Payable, Fair Value Disclosure us-gaap_DisclosureTextBlockAbstract Notes to Financial Statements Warrants Disclosure [Text Block] The entire disclosure for warrants. Inventory Disclosure [Text Block] Operating leases - long term portion Schedule of Inventory, Current [Table Text Block] Total lease liabilities us-gaap_OperatingLeaseLiability Operating leases â€“ current portion Subsequent Events [Text Block] Deposits for facilities Operating lease assets ycbd_EquipmentSoldValue Equipment Sold Value The total value of equipment sold. us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue Total future lease payments Steady State, LLC [Member] Represents Steady State, LLC. us-gaap_LesseeOperatingLeaseLiabilityUndiscountedExcessAmount Less interest Options, RSUs and Warrants [Member] Represents Options, RSUs and Warrants. Fair Value Measurement, Policy [Policy Text Block] 2025 2026 Share-Based Payment Arrangement, Employee [Member] Stock based compensation Restricted stock expense Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block] 2024 Earnings Per Share, Policy [Policy Text Block] us-gaap_Revenues Total Net Sales Revenues, Total Income Tax, Policy [Policy Text Block] Class of warrants, exercisable (in shares) Number of warrants or rights that are exercisable. ycbd_ClassOfWarrantOrRightOutstandingWeightedAverageExercisePrice Outstanding, warrant, weighted average exercise price (in dollars per share) Outstanding, warrant, weighted average exercise price (in dollars per share) Weighted average exercise price of warrants or rights outstanding. Exercisable, weighted average exercise price (in dollars per share) Weighted average exercise price of warrants or rights that are exercisable. Outstanding, warrant, contractual term (Year) Weighted average remaining contractual term for warrants and rights outstanding. Depreciation us-gaap_ConversionOfStockSharesIssued1 Conversion of Stock, Shares Issued (in shares) Equity Classified Warrants [Member] Represents equity classified warrants. Intangible Assets Disclosure [Text Block] Common Stock Purchase Warrants [Member] Represents common stock purchase warrants. Stock Conversion Description [Axis] Conversion of Stock, Name [Domain] us-gaap_AssetsCurrent Total current assets Equity [Text Block] Warrants Expiring May 2024 [Member] Represents Warrants expiring in May, 2024. Increase (decrease) in contingent liability Decrease of contingent liability Common stock, authorized 150,000,000 shares, $0.001 par value, 3,759,433 and 2,960,573 shares issued and outstanding, respectively Adjustments to reconcile net loss to net cash used by operating activities: Common stock, authorized (in shares) Common Stock, Shares Authorized (in shares) Common stock, issued (in shares) Common Stock, Shares, Issued (in shares) Common stock, par value (in dollars per share) Common Stock, Par or Stated Value Per Share (in dollars per share) Statistical Measurement [Domain] Cash paid for amounts included in the measurement of operating lease liabilities Maximum [Member] Minimum [Member] Statistical Measurement [Axis] Debt, Policy [Policy Text Block] Preferred stock, authorized 50,000,000 shares, $0.001 par value, 5,000,000 and 5,000,000 shares issued and outstanding, respectively us-gaap_DeferredTaxAssetsLiabilitiesNet Deferred Tax Assets, Net, Total Preferred Stock, Shares Issued (in shares) Preferred Stock, Shares Issued (in shares) us-gaap_InterestPaidNet Interest expense Property, Plant and Equipment Disclosure [Text Block] Property, Plant and Equipment [Table Text Block] Preferred Stock, Shares Authorized (in shares) Preferred Stock, Shares Authorized (in shares) us-gaap_InventoryNet Total Inventory Preferred Stock, Par or Stated Value Per Share (in dollars per share) Preferred Stock, Par or Stated Value Per Share (in dollars per share) Inventory Components Gross Sales us-gaap_InventoryValuationReserves Inventory Reserve Finished Goods us-gaap_InventoryGross Inventory us-gaap_PropertyPlantAndEquipmentUsefulLife Property, Plant and Equipment, Useful Life (Year) Deferred revenue / customer deposits Interest expense us-gaap_PreferredStockDividendRatePercentage Preferred Stock, Dividend Rate, Percentage Cash flows from operating activities: Revenue [Policy Text Block] Statement [Line Items] Accounts Receivable, Allowance for Credit Loss Accounts receivable, net of allowance for credit losses of $268,948 and $42,180, respectively Accounts Receivable, after Allowance for Credit Loss, Current Additional paid in capital Write off of prepaid assets due to termination of contractual obligation Amount of prepaid assets written off during the period. AOCI Attributable to Parent [Member] Shareholders' equity: Leasehold Improvements [Member] Property, Plant and Equipment, Policy [Policy Text Block] Other income Long-Lived Tangible Asset [Axis] Long-Lived Tangible Asset [Domain] Warrants Expiring April 2028 [Member] Represents warrants expiring April 2028. Current assets: Capital Raise [Member] Represents capital raise. us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations Cash and cash equivalents, beginning of period Cash and cash equivalents, end of period Inventory, Policy [Policy Text Block] us-gaap_NetCashProvidedByUsedInFinancingActivities Cash flows from financing activities Other assets: us-gaap_Liabilities Total liabilities us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseExcludingExchangeRateEffect Net increase (decrease) in cash Commitments and Contingencies (Note 11) Operating expenses Generally recurring costs associated with normal operations except for the portion of these expenses which can be clearly related to production and included in cost of sales or services. Includes selling, general and administrative expense. Excludes impairment of assets. Sale of Stock [Axis]
ycbd_ComprehensiveIncomeLossNetOfTaxAttributableToParentBeforeIncomeAdjustments Comprehensive Loss Amount after tax before income adjustments 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. Sale of Stock [Domain] us-gaap_OperatingIncomeLoss Loss from operations Vest Based on Certain Performance Hurdles Prior to December 2024 [Member] Relating to vest based on certain performance hurdles prior to December 2024. us-gaap_NetCashProvidedByUsedInOperatingActivities Cash flows from operating activities us-gaap_NetCashProvidedByUsedInInvestingActivities Cash flows from investing activities Prepaid expenses and other current assets Cost of sales us-gaap_GrossProfit Gross Profit Counterparty Name [Axis] Counterparty Name [Domain] Schedule of Stockholders' Equity Note, Warrants or Rights [Table Text Block] Inventory prepaid Amount of consideration paid in advance for inventory that provide economic benefits within a future period of one year or the normal operating cycle, if longer. Prepaid sponsorship Amount of consideration paid in advance for sponsorships. ycbd_InventoryNetIncludingPrepaidInventory Total Inventory and Prepaid inventory The total inventory including prepaid inventory
ycbd_IssuanceOfSharesForConversionOfDebtAndAccruedInterest Issuance of shares for conversion of debt and accrued interest The proceeds from the issuance of shares for the conversion of debt and accrued interest us-gaap_EquityMethodInvestmentOtherThanTemporaryImpairment Equity Method Investment, Other than Temporary Impairment ycbd_PrincipleAdjustmentsOfDebt Principle Adjustments of Debt The change in the principle value of debt. us-gaap_PaymentsOfStockIssuanceCosts Deferred Issuance costs Concentration Risk, Credit Risk, Policy [Policy Text Block] Preferred dividends paid ycbd_PreferredStockDividendsPaidIncomeStatementImpact The amount of divideneds paid for preferred stock ycbd_SalesAllowances Allowances Amount of sales allowance. us-gaap_PaymentsOfDividendsPreferredStockAndPreferenceStock Preferred dividend distribution Collection on discontinued operations accounts receivable Represents the amount of accounts receivable collected from discontinued operations. ycbd_IncreaseDecreaseInPrepaidInventoryTotal Prepaid inventory Represents the increase (decrease) in prepaid inventory. Cost of Goods and Service [Policy Text Block] Retained Earnings [Member] Title and Position [Domain] Proceeds from issuance of common stock Title and Position [Axis] Additional Paid-in Capital [Member] Common Stock [Member] Preferred Stock [Member] Equity Components [Axis] Equity Component [Domain] Manufacturing Equipment [Member] Represents manufacturing equipment. Software [Member] Represents software. Class of Warrant or Right [Axis] Class of Warrant or Right [Domain] Cure Based Development, Llc [Member] Represents Cure Based Development, LLC. us-gaap_NotesPayable Notes Payable Merchant Receivable and Reserve [Policy Text Block] Disclosure of accounting policy for merchant receivables and reserve. Unregistered Common Stock [Member] Represents unregistered common stock. ycbd_BusinessAcquisitionEquityInterestIssuedOrIssuableVestingPeriod Business Acquisition, Equity Interest Issued or Issuable, Vesting Period (Year) Represents the vesting period of issued and/or issuable shares issued for acquisition. ycbd_Merchantprocessingfee MerchantProcessingFee Represents agreed percentage for merchant processing fees. us-gaap_ClassOfWarrantOrRightOutstanding Outstanding, warrants (in shares) Outstanding, warrants (in shares) us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest Income (loss) before provision for income taxes ycbd_NumberOfMajorCustomers Number of Major Customers Represents number of major customers. Sales Channel [Member] Represents type of sales channel. Automobiles [Member] Disaggregation of Revenue [Table Text Block] Accounts Receivable [Policy Text Block] Cash and Cash Equivalents, Policy [Policy Text Block] Document Quarterly Report Entity Incorporation, State or Country Code Accounting

Policies [Abstract] Significant Accounting Policies [Text Block] Document Transition Report Entity Interactive Data Current Security Exchange Name Title of 12(b) Security Receivable Type [Axis] Receivable [Domain] us-gaap_ProceedsFromConvertibleDebt Proceeds from Convertible Debt Computers, Furniture, and Equipment [Member] Represents Computers, furniture, equipment. us-gaap_ProceedsFromRepaymentsOfNotesPayable Proceeds from (repayments) of notes payable Trademark Related to Hemp MD [Member] Represents the trademark "HempMD". Trademark Related to cbdMD [Member] Represents the trademark "cbdMD". Preferred dividends accrued ycbd_PreferredDividendsAccruedNotYetPaid Preferred dividends accrued but not paid Represents the value of dividends accrued but not paid for the period. us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount (in shares) Statement [Table] Statement of Financial Position [Abstract] Diluted loss per share (in dollars per share) Shares used in computing basic and diluted earnings per share (in shares) Weighted average number of shares Basic and diluted: (in shares) Business Acquisition [Axis] ycbd_IssuanceOfSharesForA360Credit Issuance of shares in exchange for a360 credit Represents the cash flow impact of shares issued for a360 credit. Basic and diluted earnings per share (in dollars per share) Basic loss per share (in dollars per share) Business Acquisition, Acquiree [Domain] Statement of Cash Flows [Abstract] Lease Contractual Term [Domain] Statement of Stockholders' Equity [Abstract] Lease Contractual Term [Axis] Income Statement [Abstract] Other Comprehensive income Contract with Customer, Sales Channel [Axis] Contract with Customer, Sales Channel [Member] Directly to Consumer [Member] Sales Channel, Through Intermediary [Member] us-gaap_BusinessAcquisitionEquityInterestsIssuedOrIssuableNumberOfSharesIssued Business Acquisition, Equity Interest Issued or Issuable, Number of Shares (in shares) Schedule of Intangible Assets and Goodwill [Table Text Block] ycbd_DecreaseInApicIssuanceOfStock Issuance of Common stock Decrease in decrease in APIC related to he issuance of common stock. Technology Relief From Royalty Related To Direct C B D Online Com Member Represents Technology Relief From Royalty Related To Direct C B D Online Com. Tradename Related To Direct C B D Online Com Member Represents Tradename Related To Direct C B D Online Com. Contingent liability us-gaap_LiabilitiesNoncurrent Total long term liabilities ycbd_AccumulatedEquityInterestIssuedOrIssuableNumberOfAdditionalEarnoutShares Business Acquisition, Equity Interest Issued or Issuable, Number of Additional Earnout Shares (in shares) Represents the additional shares issued or issuable for business acquisition. Cash flows from financing activities: Registered Common Stock [Member] Represents registered shares of common stock. ycbd_BusinessAcquisitionEquityInterestIssuedOrIssuableNumberOfAdditionalEarnoutSharesExpiration Business Acquisition, Equity Interest Issued or Issuable, Number of Additional Earnout Shares, Expiration (Month) Represents the expiration period for additional shares issued or issuable. Other long term liabilities us-gaap_StockholdersEquityAttributableToParent Equity Balance Balance Amortization of operating lease asset ycbd_DebtInstrumentDiscountedPercentage Debt Instrument Discounted Percentage Represents the percent of discount convertible promissory note issued to investors. Class of Stock [Axis] Class of Stock [Domain] Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Investors 8% Senior Secured Original Issue 20% Discount Convertible Promissory Note [Member] Represents the Investors 8% Senior Secured Original Issue and the 20% Discount Convertible Promissory Note. ycbd_DebtInstrumentPrepaymentPayablePercent Debt Instrument, Prepayment Payable Percent Represents the prepayment payable percent. ycbd_WorkingCapital Working Capital Represents the value of total current assets net of current liabilities as of the balance sheet date. Convertible notes Liquidity and Going Concern Considerations, Policy [Policy Text Block] Disclosure of accounting policy for liquidity and going concern considerations. ycbd_DebtInstrumentInterestRateInDefault Debt Instrument, Interest Rate In Default Represents the interest rate in default. EX-101.PRE 8 ycbd-20240630_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE GRAPHIC 9 fullproductlineupatrx25.jpg begin 644 fullproductlineupatrx25.jpg M_]C_X 02D9)1@ ! 0$ 2 !(#_VP!# 8$!08%! 8&!08'!P8("A *"@D) M"A0.#PP0%Q08&!<4%A8:'24?
&ALC'!86("P@(R8G*2HI&1\M,"TH,"4H*2C_ MVP!# 0<'!PH("A,#"A,H&A8:#"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"C_P 1" "Y :\# 2(A$!
Q$!_\0 M'P 04! 0$! 0$ $" P0%!@<("0H+_\0 M1 @$# P($ P4% M! 0 %] 0(# 01'!(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)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-$@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#ZIHHHH ** M** "BBB@ HHHH **** "BBB@ HHHH ****
"BD9@JECT R:KB\B/3=^5 %FB MJYNXQUW?E2"]B/\ >_*BX6+-%5_M<>/XORJ-M1@7[V_\J+A8N451_M2W_P!O M\JD2_A?IN_*BX[%JBJK7T2]=WY5&=3@'4/\ E1<+%ZBJ(U2] _Y4]=0B;H'
M_*BX6+=%5OMB#[RNI/(!QR/6G?:H_P#:_*BXB>BJWVV+_ :_*E~UQ_P"U^5%P ML6**JO?1+UW?E4?]J6_^W^5%PL7]*IKJ,#'C=^5^^H0IUW?E1<=BW16>=6@'
M\,OY#_&D_M>W'\,OY#_&BX6-&BLX:O;G^&3\A_C5FVNX[AL)GIGF@5BQ1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !116?]$TD4RX8A"., M4 :%%98N'VY,A_$TQIY0?
OM^=*X[&O164D\A_C;\Z;-*!Q(P_&BX6>BL&" M2YGG$8F<9J)):=]'EGCW2/MY)&>O!_P :HQQ(]Y,KM@ G'YT,<=3Z<7HOQ%_M,W+2:/-! M#"ZQ;GG527()* -/!P,_E6I_BW16>=6@'
M\,OY#_&D_M>W'\,OY#_&BX6-&BLX:O;G^&3\A_C5FVNX[AL)GIGF@5BQ1110 M 4444 %%%% !1110 4444 %%%% !116?]$TD4RX8A"., M4 :%%98N'VY,A_$TQIY0?
OM^=*X[&O164D\A_C;\Z;-*!Q(P_&BX6>BL&" M2YGG$8F<9J)):=]'EGCW2/MY)&>O!_P :HQQ(]Y,KM@ G'YT,<=3Z<7HOQ%_M,W+2:/-! M#"ZQ;GG527()* -/!P,_E6I_BW16>=6@'
M\,OY#_&D_M>W'\,OY#_&BX6-&BLX:O;G^&3\A_C5FVNX[AL)GIGF@5BQ1110 M 4444 %%%% !1110 4444 %%%% !116?]$TD4RX8A"., M4 :%%98N'VY,A_$TQIY0?
OM^=*X[&O164D\A_C;\Z;-*!Q(P_&BX6>BL&" M2YGG$8F<9J)):=]'EGCW2/MY)&>O!_P :HQQ(]Y,KM@ G'YT,<=3Z<7HOQ%_M,W+2:/-! M#"ZQ;GG527()* -/!P,_E6I_BW16>=6@'
,NI(RP4R120NJG/_X@ M#\M59EW=*ML!V!_(U"RCT_2J,1J7,:6+0-\YSSV^M,C(2/WH91R2.E5 M'!D*ODC'&*8$VH.8[B,=O+%#G'^/ M2NNU8#[7"'<#8H/YU(MM &4[0Y4Y4D1RW0(Z'/T&
[T_E6M9S&:(.TE$X5^/UH^5!Z5&S^F: *^PJQ!H8T^5P6'4'WI,9[T +"H(R:U-+79= MXX_U9/'U%9#'9@\D9YJ_('2Z62UD,:HF7[[@2.*$)F]163')7'XU/.+J&V28W M#-
NQD9Z47"QLT5CQ7$NS+.WYU!->R G$C_@:+A8WZ*Y9KZX[2N!_O&E2^N W M,KG\:+A8ZBBL6":63&72Z9K5M1MMHADMA0,LX\D\]ZUJR2$!Q"]:3&CAO%/@=O$FIVEU)?
3P1QA4EA'1T!SQSP??GMZ5 M:7PK?/>A[BX3R=S%O+N)UU/W'T/YBH4%%MKJ=% M7$U*L(TYO2.Q2T^Q6QB,<;S.I;=F69I#T ZL2<<5/(&-2DGW_,5$Q^OYU1B5
MV5@0RY##H11'N#%GR2>YIY-(30!%%_%=MXBEN($A M>WN(88Y2A8-E)%W*1!L@%&(]^E4=N-0DSG MK5^RRUY"><+$P.?]M5YHJVJ2 <9&:GH3U%>:&,?.RKW^9L4D=S!*<12QN<9P
MK@U6O-,#W4!Z_+^6?:D,T6 M=-H;(VG&#G@YZ4QJSIM(:1(%:X^6$*% 3&0/7GGMGZ#I4UE9?96D)0,F[&,C MI_GT]J +#C 3^= M4/%^H;9(X8KJ5% ;&CO-'+Y8#F)@5W<9Z>]
M@_(5H*R*N6],DDU#=)_Q+[% M_P#IDH_2GWE@9[5D9RJ.,,0.<=Q^-=3.-;!]JM@<&:('TWBI"RDX'7KC-94F ME*;?8LKL57*YUPX #\F_2I/L,\D>6E2-WC6.0!-P^4D\<].?KCWI#+N0>5Y
M[=:9WK-ATEH3%_I+-L8$Y7[W.3GGKSUK3 Q3 CDB#\Y(/M566-EZ,35Z3(0X MZXJJR[AD$D_6@"LP.,YS5B-?W+22LL:+U9C@#\34MG9DMNER1Z54\96LUSIE MO]D)6:&=94 CWJ2 ?
O#TI.Z1G5E*$'*"I4D$$'.:UH4+B[3/2-3 M^K5Q_AVS:QTBRMG>21TSDR+M.2Q)X[#GCVKL=.(\R]Z;%S._/41\QQ:;I:6T%ZLTC,[RO(\B9 M9L
XV..,*."3GFNTL)6_>*HXW9J[EO0_F*7*N;FZG4L345%T$_=:O;S,+2-! M-EY,LTUP]PO+ 7,AC)P1]UF/'/>MEL[>*>6/H?S%,8GW_J.![*XDMXF2.>Y7&V-GQCCJ?OKGZ]Z$)3=HHF4U%79U:N?(E9 2
A MS^5=## _JD^@KG+AC6YERSF"U+A6"PZ@&JL6L%WP\! M9]HYZ#CK^)XQUP?2M> 1Q1A(E"(.BCH*5J (QGO3L<4N*,9I@9UP=LWKBA%$ MD@*9SWK0-D9O;WJ>&T$'16-
XBCE2#M;)9LKCH,C'IS7HFN?9O[+NUOPHLVB83E MSM 3!W9/88S7GO@=']1;UM.NGN[T&-)6E1T=$"_NQAP#C&<'O[XK>-O92W_3 MYEKX6>K6!S-C_8! _/-0,?^)HQ]]317+32YZ[%.?
Q:G7(VZD/<5CT,^HES/') M>+:8;SC$9@<<8! _/FN6O/%5E83E+A;A5#.A81[N5E2/H,GJX_"KWB"\%MXA MTQ5DEMI9(95-T%#QHI>,!74]BQ7# C!]B:P/LNGZA>M;I-=(XRD%VP4BYDD< MS^8
!T#6YQT!'3@@TAFXOB/3QN\V818?8@8?-(=BOPOWLX8<$9]L5-:ZYI=T MZK;W]O(60R*5?(*@9.#T.!R?2N>$FGV6N&26ZN+G4/-D9XXX"M '43^(-*@A M\V2\3;YL<1 !R"YPN1UP>>>G!J['?Z=)
<+ ;J,NQ5<=MS $*3T#$$$#KR*XV MSM--'FRVUTPFDDBCB2TTUUC+P2E\J@^]R"&(..@R#6A!%IJWJW*3FY5Y/MDL M:Z=))+&ZM@0X7Y\Z-PRE@0P'3@$=M';QH,*,4Y]L:YQTK*D\3:6A?]_(Z(R(
MTL<$CQAG560;@I&2'7'/\0'>B/5(-027[/YH,3^6Z2Q-&RM@'D, >A!_&F!S M'C.XO([J+[&HCC*,QD6$.6?LO0]:TM#+B(-,BI,Z R*O9L#(KF_'E^MEZ0V15(MEB-HLCA&:09/S[E"X]FP,
FJVI0:>-.BN[C4G73;AI;^W @.X"2*3=GN>)20 M, \8YI#.A'B31F5F_M.TVJ 2?,'0YP?IP>>G!]*M-J5@EPD#WD"RN5"J7'); M[H^I[>M9N .[_ %>..!DYZ50MK#2R+&(: MD[*!%(K263F:,6Y16!;_
)9Q[H_F##@D\]T =A9ZWI5U;^=%?1,GF&+@\E@2 M, =3]UCQVX:U;9;6:!+BV=)8WY5T.5-<9Y=E)&KO?21^3)+=_2]3TW3;"*T8RK-YI3REM)$=G;=)D)@G!PYSST/.0:! M&UY9
ZC'M7&_$#S;BR@BCPX68.\)5BLR@'Y3M!QVZ^E;8\0:==210P/.&F=H MT9K>1%WJ#N3) 8;6R.O!'45R_CB9UMXX8+E8I3(&9!.(W=.>F2.^*4]C'$) M2I235_0D\.B2UTFS@GD,LJ9R2I'\1P " <
''X5W&G)NL[AT_P!8XVX^@X_G M7!>&9BVFP)/<)/<(?GQ('*@L=H8CJ<8'X5W^AG-M,1_ST_\ 95HAL5325.*2 MMH9UKE3)QSFJL]_<8SFK I<44P*=POR_I5:0$8(S6BT+ M.V .O2IH+,*09!\P[4
4+*S:4[I. *Y/Q7/HMMXFMC<12>,,G MF$, 2-RG)!QD=*]$<[4]J\T\4G1G\7017EVBRO)&[VY5RK2 ?*6(X!P%),@# M.1BMV;F=[[=#*M>RM;YG=V# 6,KU]4T[_B2-=B6.&XFF5$=&0?
9Y%56X'S;V0A>O&>U;^KQRS^&]0A MME9IY+61(U7J6*$ #\:R[[1=2-K;VQN6EL;6YMY+=%9O-8"9"1(>ZHH;'J,$ M\KDR48*3ZA#JE]%+=W,S+J,'EP-'M"PMY66! &0,L.21P<]#5G2+G7KJ/2?M
M%Y'&;VQ-S,1:X,+@1 *N3QG><[L =.,=K&H3ZP8>UA2\2\6>X$\XM@R+'Y< MWED$X5N?*P ?O''-9-J-4O[FVA+:A"'SX4-M>:Y]CB-N^HRWYMV-Y'/:!$A?'/E$] S!N% 9@1USU+$=1X
MHZXK38[1DUR4H#9O[8A+2&\O)O)OEA6-XHP)8&906;"@G 8\@C M[@]\@%GQ8GVW2;NVDCCD@GC:.8/+Y8"%2">^#+>+[3<3VMY!?\+%)(+@ M,8D)5554
PV4K,J7$+Q$J<$!@1Q7GW@337L9+JZEO? MMD[JEN&&Q55$R%7",PSSWYK2+7LVKEKX6>QZ'M*NP'.U1G\31>G_ (F_+]* MC\-
',$QQCYA_*I]14"YC8=^M9]#/]4[J+3Y=0B%X8WGE@D@$4A!#QL5+ J># MG:/UJG] M63@D'C]3^=9\NF:8SR"02[=S!P"VTMEB2?<;V_R! M47K>1HE0ZW'):::+6V-MJAMFMVCA^>SU"]@
MED0K-*AC+39=GRVY2 =SN1M ^]CH!BHUCITI,DLMP2^,LY."2%YY&,X"_E6U M;WMN^(X9-Q5>ASG'3G-:4W.[YT9S4%;D9370[*UL7MH!(D#30SA0WW3$(P@' MMB)?
UJ%H$AN+F9"V^X<.^3QD*%X_ "M"XES6?,:T,SBO%3+:W21P)*[%6F8R M7<@7KC &[&>?PJ_H>P1[XA*HFB#E99&G)--U'2HYS_I%S<2A3E?,V':< M]1\M6-"M@NJJOF2RAB,B1MV![5E&,E-
MO0UG.#@HI:H[W4QFT_$&L[41:R:/ M/']#A+61-DC$XP#QU_&M74%S:/[5AZM)%#HSR7,1EB4H2H;;SN&"3V ."3Z MUK(YIRY8.78:UWH%T"ZW5HI>>.9W1@I>1<%2Q[\!SV&*Q-0M-$L;?
S6U>;R M;)'B@C$RXA&TC:H ^;@<;L],>HK,2_TN78K6K+<5V'GD$-G(- M7[==+U#3)Y)[6[26&S$DPCD/RQLF0B_=(9L?3VK-3;/,CCJD](N/XC-+TK2 MM/UV*".>9[\XN@#&B*1M=!D(BKG#-
SC)P,G@"M"W@T*.6X#WL#_:/-@DC>=< M'S'+,OURV*Q9M2T5=5?5'@'N?M=L. LB,&PKCC!P1A#[<@]:8LNCVSRJVG:@C MMYJ;08LX&XN =W0;#U/?BCG9;QSZ-
;^>QT'V+2I5'VS7I+EHU*0//)$#"49' M)&U1D@HARV>GH3FW96NG2WL-W_:AOKQ905D:2/)PDBA,* , /(>!G.?2N6^U M:/:I-$E>(XC\I5**SKDD_PD9P(01SFM?
PW;VSW$EW&\S2VYD@82KM8L7+E^ MI_O'&>=<$]W3]XWZ5SGCBY MNHM/4V#$,))C&-SJF#T7KCI753-FN+\>O):6(N;2T@>9I LDS1!V1<'GH? M8<\4Y;';B&E2E=M>@[0Y99--
MS>MFYR=V2 VW<=N0.AQC/O7H>@C%E(/JK_V M45YKHI;^SK>2>WBAN&8AO+0*" 2 ?Q !KT_0^=,B_'/OSBG#8J'P1L5;'B:7 MZU0EU!+&]U./46GQ(ZRVP$,.'7RU!5, _-N5OE'/.>]:*
+>2A>!FL8Z=JBZ MUJ=YITRPM-(D>)\M&T?EJ-ZC^\K;B.@//(8AEG'+'K-@=.%Y?7ML$FABNGV^M:# _H7))(/ +08SW8^N*MPW^MB'53 _E+9PR3Q*\+.97\^X 4DG.-L:<#GYA@
M@<5M6,%WHS11RI>RV1>[!.PS.SF8&-FQD\KOYZ>N.*PH[G7(CIKW0OWG>* R M6ZPE-K<>8"PC9"2W2>2V:18]T=P=D3H03CKN8 @#.,@=JABM M]2+=6 MAEM;193),6;<&VQD ;, X')R3C@
7PKK&I:A>0+>-:@R1E[BU#?/;MQ@8 R M,'@[NO48Z'KMF.A(KD8[O6BP^U->Q:EYD(2VAM]UL5(3?F3:1C)?)+ C'';, ML<>LNFGM-?WJ?:'D2X40QCRE 8J1\G!RJC)SG<>^"&(WKQ]HXY-
>5^(K>)]> M*W4UI#/=M%)+9 ;@:1*RX"\F/LD4]PHHBB MBB@ HHHH *KWZ%[5I=N?TJQ3)_\ 4OCTH R%,WV)A;,,BS;3L+@E0>V0*PYSX MGBAT:13%-6#$;.1-P3((!)QBD^S76?W
M<\97L"Q/&>F?ZˆU.,G'H:)V.72Z\52W$,MU:1P0!\2G:&Q&$W'@-][/RYJEX MFO/$WVN/^PK'?;F..5-Z[6W;AN5R3TQV'/7D=:[;RKL",2R!@O+%&QN/'M]: MBEAN)+8?-B1B=P&!QC _7! .K]KK?
E0^;K8YC0KSQ$VJHEW:K_9[3,&9XBKA M3YQ!SNP -D0Q@_?ZU-H-]XD?3;XWELRW9N8O),R!E2-W4.,+MR$&XYSS[C!. MR8+S)W2;4'3 R1S^O I\\MV+9"F1*P.5'\)/0=#TI.JOY4'-Y'*:IJ_BV:U>
M.'3S#(;:C=179U6!89$N'2+:I4-'QM//) M?GCIQQR;DAO79 MA_#\:[R9+Y"OF2H0&&1C Q_^K%4[RXC12'=!R.IQ4J*N7O.VET,^ISVO>($T_4DLS8I< M,8PX);![^Q]*S+CQ8B1_-
HK8Z<,1GG./N^M9WCT@>)H<[!.W6OFL3CZ\:TXQE9)^7^1]+ALOH3I0E*-[KS_S.FE\9K+-ODT>0 ML!C _%GU_P!GW--;QG$JLAT>0 M2#=8SGWK+^T,3_/^" R- P"SL-
_)^+_S.FD\;VVT*VD2X!&!N].G:HCXYA1@ MPTNXR. 3)G^ECC _.M3_M#$_P W MX?\ *66X7^3\?\ @G52>/U*Y&ESXSC. P#^M5>3QVS*=FDS- VT_P#L:Y9I M%\OG'RC(Q>?TJG>7"Q*
<_..GRW!/KFJ^OXCK/\^ 4LLPSVA^/\ P39OO'Q# M%3II5AP09NG_([5SP/XKDU7Q3;VOV18E=AEO,W8Q^%>=7UQ%+D+#M?.=\\F MNF^#,7VGQRH[11&3\F4?
UKHP^+K3JQBY:7,,5@,/3H2DH6:7=_YGT7=_\>[5 MB:WJJZ'H4MZ81,$95*%MNA#YS_X[6>WQ!@0S >'Y%\\9?$N M-XQC^[TQ7&QL@A3!A&%&&G]*8FQ> T9X)!%]M&../Y?E7+[67<^/6:8 MM_;_
7^1V$/CVQBB$:>'G"KGC<#U2Z]5[T2?$>QW9DT27//4KWZ]O<_G7&RM MW+(6.WDW^<\Y'Z8[R21DAFK,X8ZB.#TRTEW+CFF*6BE_Y*O\CL)_ MB)88;S-!FQD%MP7J.1GBH1\2[2(,(=%N$#$L=I
R>YZ5QDTA^9@7"X.[.HC+ M?X]^U5IG=B%,C,-W(.I*0>/TI>UGW-%FF*W4OP7^1V[_ !-0C(T>Y/UD_P#K M5S^J^/K.69WFT)C(W)WSXS_X[6&TN< OZ@$ZATKF-4WH^9)4E8]U?=3]K/N: MK-
,7_\ @O\ (ZP?$&"&4;Z)'&^3\WG\D'D\[?6OI'PX[2Z-;NR[68$D>G) MKXN;F6-1R6.!7VQI*!--MU'38"/I6]&3E>YZ^6XFK7YG4=[6*396^D!JG.VL M)2V%MFUCVX?SANZG/3[O_-
;G.C,F;X^XJ.2TE,S,DR>@!P^M0V-SK[7@74+)%A$3 MDLB@;I Q"C.[@%<'..IKHX;:ZB=*TBL6/SE>F,DY_I^)IDRW33G;G="W4@ Y MZ=NU:.JFK*3^UX8XW 4J40#+DEN_%,ER,E)I M()O/P^Z'R^-
JXXYYZD8SWKTRX/RFL6[D53R0/J:=.I*F[Q"4(ST9<\)KY^I= M<$-N_*N\KA/!4B2:HWELK$;B=ISZUW=2@>X4444Q!1110 4444 %%(WW3]*6@ M\T <-\3"8_A[K97@A%_]#6O"+*
(3V:N8+EB5!)CGC'Z'GUKW;XI-_P 6^UT? M[" _^AK7S_:-&M!$\JQ?*.K6)?(QW/?G/Y9KVLM_@OU_0[L/\#!K!)')\N^!; ME0)HSD>_/7D4V.P;/ U'&[;\LB?@.O7-.D6(,?-2T1^2 UE(O3VJO_HTICW+ M91X
)_T>7!SVX)S7?=FPOV2XWK&LFJ>9@,VUE^[@GCYN>U12VURJ@,^LAV)9 M1N"'AA_M=<$>G)%/D-GM.X:?@Y_Y83 ^U5)C9!P5.G!3_"89^?8__6I:B&-!
M/L9Y)=7:-2E*)K(+N8Z4XJ'<3(KK3U"ES%>%%&YBTT?09S^H%95I MX?U740YL;*6X5'V,4P0#C..OH11:WK[4+,[2MU$QZ85L_RKQVXF4EB$D)R1YIQW_Q_E547!0\& M;KG
%QKYJ>:X6]W+\&7_9&++>O)^* .S.Q\8>9@GDW(&O,"C/-01R>8"4>5NH& MVW3T[\UTMOKGEV*S2MA(WK02N12),00HG(S_P ^BG-56M;D MOE8KIL<_8E/?ZUE3Z_C@6T@'8>>>.GM[567Q.\3
B"4[3D W#?X5Z:X9GT; M^]'%_K-%=%]QL-87[D?Z+=X [62_A4<]AJ3H0M!9[6B@'T_I6?#XN=, 03 MXQ@?Z4WMWQGM5ZR\4!@%:&YVXQ@7CCC&.O6K7#51=_O1$N*Z:W2^YF9J7A^]
MMX7E^PWJA?F)D0 8KI?@K&UCXDGN[L&&WD@9%D?@$[U/]#70+XR>]46QLE4R M_)O\S.W/?157^T!;J8C!N92O3:I8F%MMY ?HXKD/'-PE_X5NK>T8S3,Z$(@)))PPS7GLUV N DF ,#]Z
M3CI_A5=-1,+ @3''3,[54L;0:LY?F8ULAQ=>E*DXZ25MU_F3FTOQ!&$MM1W* M!QJG4C@8_P :#8WSX(M[_=TR]DA&"1G_ #_C3(M;:-U.V*UO\ >BK<6EU;V\C31W2(JYRU MH@#?7G/IS56.-
[@;XA+(HR 5L$8'FNWMO%KW4\4"VE,NP'F2L65?<@#D>U0 MZ_J!M-2EAF@ADD4++PG:G3H!C*Z<*Z6+NZ,KI'F8_A^.7M2Q,W%/Y_D
!IRD<$X_F:@>RO&K&&TNR^.!_9B@9]S6W<7XZ!9P/^NY]O;VJN MNKM"P(%P<'(!G/\ A77]1D>=[/+X_P#+U_O73#?IEV<9QBWV_R%=O'X@>+H+LC&,?:V]O;VJY9:Z)L(YO@ ,"]8'
MMWQGM^II_4)!#^S[\OMG]S_R/-;7PW]\.H6CW&FW4O9[VXEW[@[^U37%U912SS$L[MG)/KUKOP6(CAY257]NIC#(ESTP3YT9 8 MGCIVJ+^S]K8 ON1D%98S^/!KH?
&6FV=A>0K900+O7F/R&?OC/%I5?:04H]3QYT_9R<6(;60"//]HAB"6Q(HSQSCGU(_"H MVM+DEF#:L(]O&&5CG'\0XZ?K4DGV7Y^+%F!) 6"4=.? _K5!< _9$!*KK87! M!AGR>/Z_UJ]?
Z0D0203"'+/JH;<5!$BD'G XS4#V ?LKQ[8]+M/MM3\,ZG:WEP;.WD0& M28+N\M0P.<>G'->21^ =)F_T>'QA=(-C-Y9M&'RA6)XW?W0W^37MD^\F6*'0 M1R97#,,@X(!^HR/QK+?
2=6>X\T7]EGCG[*N5Z X/N,]<]:VI8FK17+!V1K& MI**LF>5+\X"Y7_A.)4E7=\D]NR,/7@N#_\ J/I3KCX>M';I,_C4M;R!7$OD MNR<, "6#D#G !.*],GT"\<2!O[+*>9$8T-H,+&HRR=.C,.O.,GVJ#^R-
96(* M(M!?:"1OMSPQST '3[G_ 'S[\:7?J_?\$5[:?<\;R;P"6@;;X[MA&1N8,Q7KR M<@OQ^-4V\ W$TBF'QQ#))+)Y0V%F+-D\<-ZUZI=:%JSK(@BT#R7890VIQC S M^/WAUY!
[5H#2;)8XS+8V8F"KN\N(!0P[KZ]:I7'P9N'9GEU]&8]2;8D_^AU[=(V*Y/Q-J$BSI;1-L3;O= MO4#J/RY^GY&98^LM; @BZ;G4ERIGED_P@1#AM-G&+J5,,U-
]4>CA(NE64KW,ZX@]J*>61HTDW'Y8]Q& M 2.XZ[6_3UK3N8>#63=!E)(9AD8//:OD%4BG[ZN>\JDYJT'8BNM(\DVOES%Q M,RC)0#;D*<\$_P!X=<4[3--EG623>B)&'}+ YPHSG&.G;BJDEW,EJ]N"-
C.' M)YSN' .?8?S^E5A?W0;FYG]?]8:B4;LWXA6J_\)9?%% !V' &.2@S3=-N)9$$CN^#QDY[UJ^,8VFU^YDD MB:)F"Y1B"1\H]"17U/!KC[:LX*RT/B^*E*G3AS/6YYY=6^.U69_#/DVJ37=Q M+&'A\T!
(=V#Q\IRP[,IS[D=JT+RW !K#O3(/_>/\YRWS'YC[U^A>]*W*['Q M$:L>JN+JOAQK'44MEN#(&$AW[!QMW>C$<[#CG/!XXJ;1M N;FP:\,T4484$! M@VG:LNZU2[^R0VX'KMY[^U,\C2;651O;.
#TKN&4,,CH>E?*<3MPC"];GU?!LE&=3EV_X8 MQ+B+K5B;0O*C#W,SIF,/A8L\[E!7DCD;U_7TJ:YCZUF7+R?-\[_,"%92X,;R;MH_A#"'!(YV'O4FGZ+<3VHG\R- 0-J MMG.2P !XXSG@U1N-
0N/L\$(HP1U%:/CN)5\0S*BA55$ M& /E%8G@Z=Y_$FFF1V+S0%BSSQQR1V93^)':K=[:@ XK$NGE4N M#(_SG+?,?F^M?5;['YC)*DW[2-R34M$:TO1)MV4D;<5Q]S=Z$]=AQS^%.TO M1;F:W%T)
(T0@;0V022P4 \=]W!Y'TJE/[=U]GAB5RODNTB.I(<,W4YSWX_+W M..IU6^W9^VW6?^NK?XTTI;&3GAU+FY6=[X=CN+37+1$>-9I?E5L%@ >,]@>X MZ_G7HD<=X\&6NF!]@O\
\37,>"M,LH;*TN]0O(YM19%D'F3?ZH8X &>M=/-J M&FP@[]0M$^LRC^M<-7WI:'W&6VI4?:5]=]C"U>/45_U=ZW_ 'RG_P 364JZ MFL;,;HL0,\A/ B:Z*XUK21 S$;!O^VR?XU5;5])DX-
Y9G_MJO^-9\K['?[>E M_,OO.2U30X-9EB^W>)4L;J)1NC%N>-V& +;@#^%4SX3@%M)*GC5C"K>6S>4^ M <-@??\ ]DX]>,=17E%0B]/1$.A1JOFW^9YO)X+087_ (3:V)XRQ R,?[> M,\BNY/!5Q-
(D_)/7BG/IVN*3''8^'40X;<(G &,>G)/'7'IQ5?VC7[_@@^I4>WXLX1_A;]ZG M_D9#W&=C<9Y/\51_*PU15P?$KXSG'EL1G.<_>]>:[^1/$HG+&;2BG V;' Q
MGD^N<<8R1_6SK%Y]DLI90_E1P/>O4H]Q&NB2"+C@J3=DOQ/*;SX:7?+7'B64Y& MT_NB2"=6DNW+R8))#LH'3'(/N/; MI] 6<\5OB!FD\P':I7&!M!&/ZC_.N3C_:->3W_ ".N>64H1NM?O.E^!OAN
M/P_8WPBEDF$KY+,H7' XKU.N5\ (8["4,.20WX?Y%=5674A M7RB2;1'S\C;QM&T]<'Z_E743QQRM)'/&QA[P*G!YSU%1?8--#;P(U8#&?,(MQ^M5&?*K6+4K'/'5-:)=3%=J'7"-_9_W"Y8V>3L
,UFF687:&6-H MV+C =2,\UYV8^Y1YO-?F>AA1^WJ[CD&".(N^#C\B5]:UYI73S&5X_E8$9/O^F2 *SY9G,RVX9-L@W,\9QD M#H?PKQGBYK[$?_ 4>G# 1>TG]
[,QH]0)\Q[B,IC[HMQSCJ<_F>AQ3D)6S=9Q MYL[A2C+*$ Y.<8[$8'?I4T\K"/SI6!DMBYCS_>%==XTGC3Q%J$O3; MQ]?2EOYIDC6?;$)0I5%5C@'&",8Y/7O[<\"L35+G[,SA,93(=2Q/,B=CZ8_'
MZU]Y'#I[-_>?%NM):\J^Y"S(WFA3 ^&&A]<#(N=7^T*R3Q HSEB(R$/)]=,B'C# $XR,UZ+XBL3I] MY<6%E*Q>/;L=P&., G/X9KSWX=E&\8:1Y2LJ_:8^&;N!7HGCFX,'BJ^(M
)PHY&>J"OG>)Y8F$EPL31@@D?9."AYW]S5/6+BSFF@-A$8PL* MK*2NW?(,Y8#)P#QQFH;G4#)$8@JA,8!P,_>)Z@#UZ51#9:N;$8ASCRV7R5CT M<)@?8RYW)W\VVCK/ 9SXHTP?]-
UKN/&DJQ:USPW%2A/U_1'PW'%9T90DO+]3G; MIKMM^9L@<$B#H:R)OM)$NUB>F8#Q\I]^><\#6E<2G&YIXV"@-GO@+G.,Y/ M-4KAI"I >++@LRI@ELJ??U)'Y5]*H+NS\\J8^I+I+[$?\
P%&=*YA;,.L8<=0T M)&?3C=Q_7VID=W:HT9ECA*@C>H@.6&1G!W\=^QI]U;*=TDDVPD%LE3C.[&*J M7=C&KA5G/S, K%< Y_3]35:=%$VH2O"NV-LE1Z#/% M9WB:$!&Q5C0E'F?!5I5R-IE"
<<8ZCGO^51^(,NVUA$$) +?:%X'6%^L8>\"6_5(Q;2?3(;%5DA+W05R6=,J258*.O8A#T_O4_4!IDA2>#9#% M*LB!>I0AOE8@=,C'Y'ZG(<,.3;J?E!P+M.#CD=.QXI\$<;OB2W*CL3>H!_Z"
M:MU(WOJ<4<#74>5\G>@4?\S6NGT@6^VP,OFA0!N!Y.>< _ICZ&O8])DU2YM8? M(D6%(X5!$]LP!]"#GG@?K7A-Y'!#=QK:N60HK,"P;;Q R,@ '!XS7T+IVCV; MV-JY:
<.8E8XN9!R0,\;JPQ#229[O#UVZD965M--B[:BX$ ^UM$TV3DQ@A<9X MZ^U0W%7)5$:@+Z8ZUGW+84Y.*X6?4I&?=3"-22:YC69C=0O&H#9P<-T.#G!]

MC6M>H\TA^88[#-4'L96Z8'TI,M.SNC@[J<)(1>1-'*,JN#@$'/;!X[>G;FK& MDV,UQ=&[F1D1!A%[8 Q_+\^*[%=,53OFR<51NY)W;9;VTQ4= L9-0HG1/$3%_SS3_OD4@@A'2*,?\!%244 -6)%.510?85P/Q*S]LL@"1E> M,#IS7H%>?_$P[;JS;&<+G![\UYF<.V%DWY?F>AE?^\Q^?Y'GJY;L V96P3S^ M[;GGZ50:"8#'GR*N['W'QVQV_P XJ]>7F49?(4_[;5V)QZ1P6))]3S7'7G#H="FXJ\C2T1,7$1/\?'\ZM_%0 M,_C:Z56*$QIR 3_RS]JHM)Y%Q;QIU+K_ #JY\5W,/C2YD"[OW2#&2.J8[5]C MP.FYU7Z'P7&+]RG)]6<-RRR*T(-N5_YYR/S^))K]'C& M1\.YPL5)[.Z1G(@F:-2?G\M@,>O(IB(Z2E)%974X*D8(J0-<-D&:4@]1N/-7 MK&S>63<+2>Y/-;JZW.6K.-M#K/AO'M\4Z03_ , ,?\Z[GX@+YGBZJ7..$YP3 M _/2N \'3;/'>@)P?T^UQY .N\^(;GI^Z?G]*I263GH[-SVB?UQZ5:N;]NJQ ,#D,'?C\,XJF M;\@DB%>1 _?;KZ]:^0YZ=C]+A[:W_ Q1-O<G,AP<'Y32>5+&P$L;H?1ABI M[BXDF*[08R.NUCS3H8FD;=(2Q]2?^>PK?\ MB:OF>+G3.,PKS@GM[5S?@J3'C71XUZ>>,_E70?%@,OB=G7(/E)R/I7TO"]_9 MR?=_HC\R\0/@@WY?FSD9[%_[S<]/W3\\9]*J2ZLL MG!R/F/7UJJUSU6FGG8$&:0AA@@L>13##+<8,C,57IN.:JS2NS*-IRY8[G7^%RXU*ZV[M3@=">>_2M'73-S^[+$/]U9'"GL_(EBV[=V=W MOC_'VXIQLKZ-5^S&Y=,Y1/16 &/Z_RJ-;: \ .^99A*%W?,<-M 'ZU:?F<$TF M _>BQ[69CPY<, ,@CG/3_ !%?1WAJ*-]$MBZ*Q(.21GN:^;E)$+S2L3CJ2>M? M22A?_D!6ONI/ZFN;%]#ZGABW+.WD:(@B P(T]-HH^SP_#/)/\ OD5)17&? M5D8@B'2)! P$4>1%G/E1Y]=HJ2B@!GDQ_P#/-/\ OD4\ #H*** "BBB@ HHH MH **** "BBB@ HHHH **** "BB@ HHHH **** "N!^)(W7%L!C/EG&>G6N^ MKSGXIR$7%ND;8E>1GG^YR^7YG?EBOB8V\SA)K6X8G/E=.V>M5#8W)M;_EB!WZU:B:Z"A2S\L3;>IG.I<M2M*_M;XM* M7\5W(3;O\N/&[I]VDB@26[@W <2+_JGQ@E+>,+D0/R8HL%2/05^@\"N\ZGR M/CN-*G-0I)=&YV!=S [>2=IYI!+<*V6!8 M=-ORBOTI-GYRZDB*VTXJH\W;N[[>E7XXUC7"BB%V=W6JQMKK M)_U].#4BM=[N6&!U^4\TB/=JQ9U+C& N5'X]:^ E8/AF(-X@LVQR"V/^^36O\ $FZ6YUR4VCGYHT(*FOM^&97I M2]?T1\#QQ)24+]E^:,/GT^Y.X@Q9[8S55M-NR3S$...#5]6NM@7%;N!LMID_7O)]:KEMIE['PFFX_WI(D^RZ=%$O5FR:^CO"W_(!M,_W?ZPO[+]0(KKR_M-KN(/& MZ3'Z UZ_X?79I42XQM+#'I\QKFK55-*Q]+E675,'*;G:SM:WD:-%%%K1@U9HI/7<:TV*G]F6'_/E;?]^E M_P *3^R[# .GMR?\ OTO^%7**7*NP^9]RG_9>G_\/C:]^E_PI?[,L/^?*V_ M[]+_ (5;HHY5V#F?-K_P!^M5_PJ"+2;:)"@L[5P23DJ! .0UIT4!RKL9,NF*P41B6# P/)*X'X&JO)/O7; P#?E?\ XNHAX6E)^>ZGQ_LQH/\ V:NQ MHH YNQ\-6]M*LK"YGD'3SG7:/RK?MHC$K;B"S-N.!@#Z5+10 4444 %%%% !.1110 4444 %%%% '_]D! end GRAPHIC 10 fullprodutclineupcbdmd25.jpg begin 644 fullprodutclineupcbdmd25.jpg M_]C X 02D9)1@ ! 0$ 2 !(# _VP!# 8$!08%! 8&!08'!P8("A *"@D)M"A0.#PP0%Q08&!<4%A8:'24?&ALC'!86("P@(R8G*2HI&1\M,"TH,"4H*2C_ MVP!# 0<'!PH("A,*"A,H&A8:*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"C_P 1" "9 NX# 2(A$! 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:$((T*QP152T?D,V)R@@D* M%A<8&1HE)B7J#A(6&AXB)BI*3E)66YB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q,7& MQ\C)R+3U-76U]C9VN'BX^3EYN?HZ>KQ\O/T]?;W^/GZ_\0 'P$ 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#ZIHHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBF32+%&7*3=E=@/HK+_MRSS@&3 M_OF@ZY9#JS_]\JKX'_G]'[T:>QJ=C4HK+&NV9Z&3_ +YI&UZS7J9/^^:7 M]L8' G]'[Q^QJ=C5HK%_X22P]9?^^*E ;&! P"?T?O#V-3L;5%8G_"2V/I-M_P!\C_&GIXALV/"S?]\C_&E_;.!V]JOO#V%3L;%%,AD6:%)$^ZZAA]#3Z],R M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "

<=/,Z,Y^S5[G73R^I4DHIK4\!U27QK>[WOO#,JI*9=^(M'E=3G&>X'X8_M*L>UT_Q?;302V?AK6WEA*[!)HTB*0/7!/\]^D/#^IZAJ=E/+>1W+OORIC9HQ M@#H,#_\
7CUK7M+B9;C<;6]'((!D=AU'M7HJ49*Z.>O0E0]J.G+=']R]X@T#Q3 M/%J6MZQH5_:H^^:>1K5HHT+?4<#)IMO8:[-X:&H6EQ'%!"&2(20,68 ACM(0 M@_ ,.O48KZ_\3:)%XI\+WVC3S26\=['Y;2*
63D'H?I7C^J_!*?3;9[2#QU) M% $)$$EN5 !.$Z'%KTMK?WBW+O'$@,J+"P.S[N?NX"X M]^]6_#WA_P 17)M-6T71KV]B@F++)%;M(F]7)P<#Z<5ZUH_P2FF8HOC?"2 H M\,%N?F'H?
WQ&,#I7L7@'9CP#X)\.#2+>ZDNU$KS&5U"DEN>@[47",(Q^%6/F' M4F\;7@Q>^%338VY?*TN9\],Y!(!Z=\UCP:,XQ@DA-GX8UERN!\^DRQC & > M":^K[YI[628_8) =(+R>^N/#6HK<7#
[W"VC1]#[ ]*^L]"LYK?PGI$%S)+:RP64<< MB@@;6" '/TQ6G`J@#=D$C.W&35"743))C*A,[2A'4=^?IFL)XF%)I2>IM&G M*6J,"ZOD>9@E[=G:W]Q=K8ST]<_G50BH0W=WN/):1%&T
]_2NID%FZ^8% M5 #@,5]ZH,M@I^4P>O %;QJ\ZO%Z$--.S&:7*KP?:1?7#JI#%&V]NQP.AKQ M3PWM1Q6]HPCOK@[I$/.9&;D_G7KVO7@BTN5+!6:7:<"*/../:N2T#X8
M^(K#2KUH[VQ87LK7!422*V&YP?EZ\GUI/WMRME<\,EL[Z;4Q:FTTD_.29&4@ MG<6[CTW< ?[/%>D^&9FGT_Q@TD,<+"&P!1%V@'S'/3\:K77PK\<2ZHKPW]H@ M#!AOO)@HQCMY?
H!WKO=&^&^M65EX@6XN;.:ZU%+;:$=CS&S%B25'7-7048U% M+S.?%J4Z$XK>S(-1NI+&SB=E8(#D, 2"2N.<'WXKE;*5[]ZEE6,B".#8K[2H M/'H2:[SQ1X8U/['&CI " /E:50I ^I%
<_P"'?!6L^9PC5AG&05KD/$4FAZ9JEQ'] ME>663(E9;G[I.6._XU-?>*KGPA'HFDR64=R1\>XK(5(8$J0.#D<5S6K M^/+69Y9I] C\S.2'N<,>.OW*%1J/WEL_,^NPF"Q/LHR2=FNC1Z%H-G9V=G$-
M/&()&#C#E@?<9IBB@_ "T_WV_G7CFE?$B2>>PMHM(6W629(ANF+;02!TVB MNCN9Y5U+4PLC@"ZE PQ'\1KS<=7E@[.:O?S.?%4JE%IU5N=!KUO),I,,KQN.
MFTJ, B5/^17+366H,6'VI@<@@AT!^G^JJG=W4PW;IY3Q@?O","UK!GO7\XYD MFQZ>>U><\VAOR_U]QR\YZCX=@>"("6>29BWRJ*;XXOKC3]'\^SD\N4
M.H#8!X/UKSFQNYMPVSRXJ/,)]UG)JES%%+.8D()\QP6'2JH9O&I5C#DT;[_ M / ,<1SSI2C36MM#,N?%6LLH)U6-23@JT*Y`CM4?^HUY;KS%BU.TOT:86!M#I@_RJK_ ,(3=JV?[2L/^^?_
*U>^ITY*Z/GG1S%.S4O MO_X(ECXMULQ\WQZ=HT']*ZGP5KSW=I?+J5W#)>,ZBW68IN(YW%%/7 QG%84? MA"2.)BVH0L^.B1D_IFNKTC3+?3(0E@),L%,C2 DLWT[=37%B\5"C'179Z>68
M/&2JJ=9OE7=G9C3;*:U=H5$CX.'&,Y_# KB;[P#I332.+J\@+DMM<# SZ9%; MMF;R"12@9- +!1FNATFXEFAD6YV^=&^T@=<=B?K6=*I'$+WEL?1TJ];!MNC* MUSQ[4?AO9,?EO)6]]F?
Y&JUC\-["8F2\N_]8__-=>\45I[&'8V>;XQJSJ M\#Q>3X<3RLTMMJ,)5^0LJ%2/KUJI=?#S6P (=0L@%Z?.XQ_X[7N$D4)\ON(/ M%\"317$,T^HP#RVW;44L3[#!7:PJYC42*RX.02,5VD-
C:0MNAM8(V]4C -3L MH92& (/8BO/QF7K%2C)RM8X<7BZN+:=5['SG.2+B0-]X,0?KFLQ[C4#.ZQVL M:QAB [.#D9'.,^F?RKJ_'U@^G^(Y]R!(YCYJE>ASU_7-<]OKZ^#YXIIG@27+
M)ID5IK6O6MOB&U@5XG6:)696 ?C)W$$@X'IV%+%XF\3P+$D-O"J)_N';CD8/ M?GMQTZ]ZJ75Y=Q/[T8]N_^?;O:LY+B2#==Q"*7B:AH3IX&#,T65A M2Y \P;B7CRU/R[67&<9^ZS#Z&LV?
Q#X@DCF3*B-PP96*G>#@<>H5?QJ*XB:5/E=DV MG)*_E6>;6=-W^D3DM_>< ''(/"^9-,(7B)$1C M5>A"@\(@>B+V[*]>H7TJZZ- MR>WTQ4;*?X1DT>3L7=*V/!?6J Y46\)S
M! %6E]YL:=,SZ(E6]Z:3VZ_>>T:)H_D>&TC* -LR:\GUQ9(MKYEC+*5<@XQ.H+LF.ZF8X7?:]-.USAGD*CKN"Y_2NZ\JWVE764XY(6XC MP3QS]*R;RR@D8+01,KY_Y:3QG^HI-6,EPY=_Q/P_X)F^#
OG/*YP%%8OB35Q MJ&I-%N+,[;$0?7 %;,<@12%P/I5%(W:]3R0-Y/Y>M9RE97-_]5FM95?P_P"" M9K^#&N-I-^B$*\ .*];C;3BYMI9%FB.0V>_L?:N6->=]3OGP]@YTVJ=T^C_ ,S[M-HKS[X0>*
[CQ'HY6\3$D(V!P,!L8_P 1^M>@UV1DI*Z/B<10GAZDJ53=!111 M3,0HHHH **** ,V[GE+8%K,5!Z@"J%Q(#]Z&8?5#70T4 <9.%//ES?\ ?!_P MJ#Z5K6J7]"*,-
D(H/J!3F56&&4$>XS2:N*52 0R&FCVX+A3Z-Q7WFEV+SF9G#2$Y M+-)DGV^E=IY$7 /)/^^11]GA_P">2?\ ?-,S/.!HFG1L"NT%1@$/C]/:K<3 MVUE;"%)U5,]7DSC-=W]GA_YY)^5'V>'_)XQ_P#?
(I6&>5ZIXBM["ZMX;=FG M)E'F P MG"A91POXXKU:BO->38=WO?[SMCF-6-[)'*:9H^H8/VD1QY/4G=Q^%:/]B/VN
M4'TA_P#LJVJ*]*E2C2@H1V1QSFYR;.W#;QTS\CYZ5!45;1*=CYJL=6^*1FS!X3$3D M\-]C8;?Q=L"O8/ NG^)9-$$OBJY5-1D8L8PB$(.P^7CICO7:T4E&P-W,A](D M;_EXC_[_P#V51'1)>UU&/\
MA_]E6Y15,!] E9@QO&) (P%"@C]:6/0=!! M8JV.F6Z?I6]16,L-2G+FE'4M5))63,F/1PD15&"L2&W'YL$>W%:I53U /X4M M%:0A&"M%$MMN[$VC;C QTQ7#>*-7U"SGF@?PO?7*@F*6T;>K#Z
<&NZHJA' MS])K?B"2_$B_"_7&4LV6I:_=V;:A)XY&UE8 M-P1QD$9Y)7MW]$HI >4Z_P".[N" &/P?XJGD/#1P6LA(_'&/RK+T#QOK,URX
M;P%XKB+#"&ZC*K_@/J:]HH&>&_%3P_XMU>]TK4="TQIC'9B*X@W*#')N+'! M8KN'S8R/2O+K[P_\1#(1_P (U?<'M 6_4$UJAT5:J32LI,Z:>-K4XJ,9:(^4
M?!_A#QU/K^FM?://96D=PDDTTRJ@"A@3@%L]!Z5)&R6EJ[2.]E$QD8N6#)R2 M?K70T5$US_'KZF56M.L[S=SC+K1[.3_EP/X9\C65+X8M&;(TYS^#5Z00#UI MNQ#U5?RK)X>B]X+[D8V1Y-
K&DOIQCDM].D$.,$HN2#GTZ]*H7=VL&GRF>.5" MS;5#(4(^G>O:%15^ZJCZ"G$]16,L%!N\=#:%7D5DCPFS.HP*':WOY@XW*8H MF?C^')'?K^==U\.5U29KF35;:=+=A^[^TIALY]^<=?\ .*
[RBM*>'5.7,F$Z MKDK-$?D0_P#/*\ [Y%'D1?\\D_[Y%245T0<8SR8B<^6F?]T4Y5"C"@ >U+10 M 4444 %%%% !1110 4444 >0?&*;=]UFO(VQD?K7G3W<*,5>6-2.H+ 8KW#Q M]X.?Q"8[FVN1%/"A
1ER&_&O)[/PUJT^H1VTEA>1AGVM(8&P!W/I7JX>K'V= MK['GUJ]MS&-Y #CSH_[PIOVZWV%_/BV#JV\8%>EGX63[03?,#W B!Q_X M]43?"V=A\M](3_U[@?S<5?
UNGW)^KS['FKZA:J2#GAU*C.24F_T./BU'[*^Z&Z$;=&/AOJ&NV3SW33:>0Y4)+!@D>N"146O?#9M+P) M=2D.1G_CV&!_X_70ZD;V/5J9I@XS<925UY\SC+CQ-+M*_;_ "QM(8"8\C\3
M["LZ!VNW*6BM.X&=L0W''KQ7;Z3\/H+Y_GOKAT=3G]*;HNBZOX= M:=;5DF@9L_:]NT$9P%QV^O3FCVBZ&%3.J-*+]CJ9OTL4/A;90:YXFDLIRX!@; M!0C*MO4I7'P>L9F)_M2Y!/\
TS6J&BBSTW6$U)[5K;5;A6 <*"9. MFM]$0?TKUZBL?90['G+ 8=;0/*$^!WA]1S? M:D3_ +R ?^@T\? WPNS;IYM2E]C,!):]4HI^SCV-%A*,=5%'SU\0/ =EX3>
MV_L"*\,3YW;B7P<=H)+2VE_UMO"_P#0(#6B=CZC M!9[5H1H.G?E_\ @'SG:P6[P_NRJ/\ W3TK%OX;FTF>6*%&!&"6C5Q^HKZ? M?1]-?
[VGVA_[8K_A4,GA[2)?]9IMHP]#$#5.5U8[8\2QVE3T]3Y8;4;C:P^S M6_S'<$M ;KI-I_WQBH_^$,\- M]]%L3]8@:AZFRXEPRVI/\#Y#R5)W BMC3+=/LHD!#/))][V&>GZ5]2?\ "%^&
MLY&A::#Z_9U_PK-U#X=:#>LI-K'#MZ>1&(_S"X!_$5C4IN2LAKB:C*7O0:1\ MU7LS11H@.T-SNYX^E<[J5YLQ GWF'SGJ0#CBQJ"Y^#WA^X*%Y;L!6W8##GVZ
M=*B;X)^$GD+M!/N)R2)GZ_G6'U>9VQXEP,4M)?=_P3RCP9X]U;0M)BM]-\I(MAQM= WYG&:^AO#.MR7VDV5QJ"K')<1+(&487) R.OKFL'3OA1X8LDVK;SR*# MD!YFQ_.NMBTFWBMDMT+B!
%5!@ =!TK>E"(%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4
M444 5YK*WF8M+&') O$FFBPM1TA4?2K5%3RQO>P[LK_8H-I4)@'J Q%6 , M=!Q1156$%0W5I;W<>RZ@CF7T=0:FHH PKKPKI<\)B6*2"
(C!6%R@QZ?3VIZ^ M'+(6_D2&26#C,;D$''3M6U13NPN4AI6G[5!LK=@OW=T8./SJS#!% "(8DC!Z L[% J2BD 4444 %%%% !1110 4444 %%%% !1110!_]D! GRAPHIC 11
fullproductlineuppaw2.jpg begin 644 fullproductlineuppaw2.jpg M_]C_X 02D9)1@ ! 0$ 2 !(# VP!# 8$!08%! 8&!08'!P8("A *"@D) M"A0.#PP0%Q08&!<4%A8:'24?
&ALC'!86("P@(R8G*2HI&1\M,"TH,"4H*2C_ MVP!# 0<'!PH("A,*"A,H&A8:*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H M*"@H*"@H*"@H*"@H*"@H*"@H*"C_P 1" "4 8D# 2(A$!
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*FLJK.TM;:WN+FZPL/$Q<;'R,G*TM4 MU=;7V-G:XN/DY>;GZ.GJ\O/T]?;W^/GZ_]H # ,! (1 Q$ /P#ZIHHHH ** M** "BBB@ HHHH **** "BBB@ HHJ,S1 D&1 1U!84
245 UY;+]ZXA'U<5&= M2L1UO+8?]M5_QIV8[,MT54_M.Q_Y_;;_ +^K_C1_:=C_,_MM_W]7_&BS"S+ M=%55U^Q;I>6Q^DJ_XU(MW;M]V>(_1Q19A9DU%1B:(])$/T85)UZ4A!1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %<]XU\6Z=X/TV*]U5;AHI)/*40(&)..]R!VK MH:\E_:3C9O!-HZCY4NUR?3*FA'3@Z4:U>-.>S8_'?
PJ/^7;5C]($_\ BZ8W MQY\+CI9ZN?\ MC'_ /%U\VV5?A\)^ZW8^O+*.8DB12*)JUFO(VQD?K7G3W<*,5>6-2.H+ 8KW#Q M]X.?Q"8[FVN1%/"A
MS5NV^()GU"&Q^R1B\=X8C#N;*],N()M3\%7L5C(C7,]LPB>-N&+)QM/H>Q MJH[V1C6Q=;$-*I(YW^U?!YOS:+)IIF!Q_J!LSG'W]NWKQUK:;1]-_P"?"S_[M\+_A7E=Q,)?# TJV@N6U)P+'^R<'Y
/F\TG&[A\M@G'S8Z"MWQ)HNMS7.@V5 MNMQ.T&ER)+(E[+;(LP\I522)%51ZDD<5)_8VF9_Y!UG_-^%_P *\\\0>%_$
M%\OB"%K6[N9[H7'DW7]I[8&C;_51^23@$<#.!R"=QZ4W_A'O$HMW*VV!)I7V MB)GTMM7+7$@".'*S[N 6*';N&=IZ9Q1S,.9]SO[32]'O\M96.GW"AF4F*)& M()!&0.Q!'U%=UI*K;:=! L?EB-=H0
*!V&.,5P'P=TZ\TGPREGJ,+PW*O.[M1O*)6 :9V7+C[QP1S7HL?W:F4F]Q-M[DAFQ_ WZ5$UX]]4:E;H:HS5(BPVI(M#]QOSIO]JQ_\\V _LR3.XU$V: -E=4C)^X_Z5(NH1G^!_P!*PH_O5;CI#-07
MT'=BOU%6(Y$D&4B,/:N?FJJI[%%)7JP /ZT7 U**@)/=C^=03NR]&\Z8B)1 M6'-/*.DC_P#?1J!KF8?\M7_[Z- '1T5SB74V[F:3_OHU:2>4C_6-^= &S16* M+V=' WY'N!5ZG&Z:6U5R_K$L./8XH
N4560[EY)/XTD@&T\"@"U1D>M8TU4F- M '39HKE2U30ME>M*X['245ALS*/E9A]#BEM[99(P7+ NJG//!.*+B-NBBBM P 4444 %%%% 'EWQ0^+]EX$UNUTPZ;)?SR('E*S',1
].QR>_:O0]#U.WUK1[M/4K,DV]U$LJ;A@X(SS7R=^TVZ/\ $Y@C!BL40;!Z';TKZ1^$9!^&OAS!!_T* M/^5 %OXD''@+7S_TYR?^@U\9?#+GXDZ)G_H(0?\ H8KT#XM?$[Q-+JVMZ(+U
M(-.$\EOY4<2@L&@8C!8@GG'/->/6EQ/IUXE]:2&*>&194<<[6!R#S[B@#]$:X M3XO>-[?P/X?AO)8#=7$LP6* /LW8Y))P<< ?2N' 9[^(.O^*[R[M->NTNUBC5 MD?RE1@>YR#QC%4F; M4^>K^[.:*
([BP\LLSKM("Y!QC)Z M5-13?P.WRN;K#0CHY)W[,VO^$BL,9Q)S_N]CCUK3\!:M'K&EM$?N321,/0J MQ _,8/XUY?\ ;/%7GVJ7%]#(BRPQ3BWD@W@_O-RGA!$O\ \;JE<>);I8\MICH?P
JS/IGB=;ZX\]JF^R9F,02? MD>%+N]U*$W%I$L.[AQ,#P,GI MTZXKIPFH8_UT:_\ ,USGPU6Y@\/9U,NMRJ@R[W#$=>I_P_C76Z;=VNHV,- MW8SI<6TJ[DDC;*L*I)Q5F[ON<<[M\X^BBKVO7T
M>FP6S/P9[]*W&3_?8#^6:6]>*W@EFF8)%&I=V)X4 9)JK,BZO8Q9+*Y)_P" M^?\ (5$;*YS_,A"?\A_A7,-\0X HO9M*N8M$;:1?&9#PSL@8QYSC*GW '2N MCO->T>SU&*PN]3LX;VX"M#!).%>0,2
0">+Z3 M\5%3I%?K]V\4_6,51L_$>AW5Z]I;ZO82W,;F-HDN5+*PR2",]>#^1]*TFU72 MX;4W,U_:I;@JID:8!06 91G/<$$>QS69J1_E P!YHV_X#BK]E M.>3
MP.36H$1XU>.0,C#*L.00>XH*E3E%)R6YFK=S!N;&7_OM35E-091\UI./H :L M>5@]?TI)I4MX))IG5(HU+NS.:O:1>1SP/'&P++(>,YV_Y..$(D6^E"
M_+9RGZD"F27USM(%BWXR"KKRHA"NZ@^AJ"2X3[5%!N!:1&=2.036LTR,C%2ZL%+D;U+5*;CSI:$7G7W>TB_"7_ZU21W M-VO6R!^DHJ ^(- -E]L&N::;3S/)_[7'Y>_&=N[.-WMUJY#?
64A'DWEO)DX M&V13D[BOKZJP^H([55B!3>SD&]?EZ_E3[?5;>8%[69)$$HBWJ>-^0, M#UY(%%@.RHHHIB"BBB@ KSWX[ZE26.(/$Q5CD@$>PKT*N M=\>^&[?Q5X;N-.NG,?\
RUCD\'#@'!/J/6@#X0U28BY=]1=O- MF?LYZA>0_$'3+F<'I7/W_@JZNT\PH'*@G+@D_H1_*O4 M_P!GOP/;-K5S?:B9%N-+D5K= 2NTE2"?<8X_SQST\33J3<(O5&\\/.G'G>QY
MS\0M,N['Q/JD.HVKBYEGDF4R*,["[;6)/K7G*6EU]L^:5)$SDQB4'\9KZ1^ M,GB30[<\36XMXY;A+%'BDFB12';/0$GD#'6O/9O[&D51]DO02I!.V/K^=85\ M9[.?*EM6\4T&F?V;
(%GCPNV92/QX!NKRGQ)?7EY M<&YU6YGG!A K9I"Y_4DU]. ![5]&UGP8_@^Z=TG,4D;HWR&5&SG:1W ->-> M./ ,EKXAU+3K=A/!#+MB+JP7-C=300I(I:2-RF.17WJ=6LSQ'*)..G;S@>M?
&OA7P>D6LP6VJ(RVDH; M>$! ;MC.3CZY[5[]?SQZ!HUW>M^]O)4\AL#.[:"H51GIG^M<8_6J'BK2H=:T\VD\DL0#K(KQD! ME8=.H(KRKX=QZO>?$B&YNM/DMXHK=@SR)L+KD\Y[\CH/2O9+SJ:
[Z4W*/O(Y MIKV4[P9Y_>^$;.*X\]KNZYG#'H'XWNY' SDL[?,>17"6]U-X>\:W,UO,\D]O M,L@>3(+G&3GZY_6O2?$6O6]EOA2V-[,I^:-<87ZFO)=7N'O_ !%=7$=N+5I MI\L'[N% X_*ML+B:
<936]D=^'E4E=U-K'TG;>-K"\LWNK>*3RHP [\ *%;: M"5 _#(!]ZQ[CXB6MO:37EY&QM5 .(U^91Z\GFN(\'6$NM>%!:*_E*DC$CO(-9D*,R8W '@XR"*X3X&^*;C5M*O=(MO6WOIP3R7[F-L@+_
,!Q^1'I7?W5=Z?4\Y:,X;4_"=FP>66\O-[*]%U1,X"% M#D*@R2I(RH:"H^T7-C?R13NV0DCM&I^=C@GTPUMS=#N?""R6 MWA><,QN98[=06!W>:P3KGOFO&?@KXVG\,W,5A>/_,2FX!G&?
MI7NWA-0ME.HZ!@.3GM7R\=-3^U=0T^'\>6CNWB!0* M+R_UBXLTDEBL;1@%C5AAG&?GR/7-=3\+[?6M;\"W<>MWZSV%]"\4)9BTT0.5 M.2>W<5Q?Q0T0V\=O=)-&\D=M'!?6MVSVT
MV."'4IC*7[5&C!+N5B3D$]$VX.0?I75^,M3-EI$5O%DRWD@C7'MR:BW3\6);Z[=WE[<%\K9Q)N64-MW/UV@=\#O\ 6N3T'Q-?6_C7 M3--M;BV&BS^9_HR*'57=GN2O&.YKDH.;UN=%6FK62-[6?
#VMVMWK M=O;:=>)B]F>:TF?20*+]X?G$X+8.%R!P:74OA[>WFH:!&UQ;+!IVG16[7;Q>9 M*DBR*Q,)W QMA:"7X M!*].>-G5/ U[?6=JLMY937"K=&4RPOM1YY3(7B ?*D9*\D _+/-(?QEJT'B8;
M3[?P_KL4+VTCW%Q#*\UO'-&A8$-(%XP4?CN 3VS7+W%CJ5A?&VFU9(KB-]K(M^17I';&?W>,9(^;IE@.M0VT[6-Z6 YXIRE9]K'9:#X.O-(U2UNYY[5H88F01 M1>8!#G=\L8)(VG.3GG/M7623'1=)N-
2 C(92J*.[[R.?S_G7G_@G[6=?!.KM M<6_E2J81G[S-3)OD;V,*M!4 MJJ@WOM6GX:N;F2\NXBN;93N!/8FMV2M(4X5I*MU_R M%.K.E%T>G^9Y2GPJA.EH+K5YUU VPM99U@A*"+RO+*!"F.G\>-
WX<5)I'A?1 MJ-U6&XB\3K);0R>8MJSPXXD>0#<.>'E< _3 [5LW7BZUN5^RSV5R(KEG@+*1T MX4D?!]5SRSVL,<,9>ZV[25!6)]JA%*\XZD,!]:N.,P[6LOS,*N#QD6E3IW^: M_P
Q_P#PAFFNUH@\00AWM[?=&H6&$2>47C8#S <[P8Q_JY/ /-=)X"Y'G&020PB).6SPH) Q]>M8:QPGS"GFLF23^[BQ@!SG'8_NVX^GK70Z5
M"'1<'E%MK/O'W<\MGH.!].U:QJTYZ0=S%4\3!_OH67JCT6BBBK*"BBB@ KS M7XQ)XAU&^UTK0+:Y>VE5GNG@XR.@0GTZGWKTJLV_OX;&2>60.PC5-RH,D[FV MC J9*ZL5%\KN?+MUX!UV)L-
HT_/ R!S^M7=#\$>*?MBP6<4^E_:%,4DSL4OJ M1R#MR=?I7J/BR^L=8N5G5[V%H$(*&WY W ;E)("],;CP,@G&*T]/\20WSVZ) M;7,)\Q-QE4 #,BH "#RSW]T\%GK.FRRQYR!OY PO=OS
9'(SU'K7NNK>*[*TN#;2PW65D, M;2*]E%QU).[H/S YQCFO,M+N=(/SV=_:+?W2-&8K=9#%$(XVD4-DEAN^C S MV"_-CK6WU:E*[EN8/%5XM*&W4P[GX7>(=/9+ZQU"T6XAR5,3.'/&"!\O4@XK
M"OO 'B%&":%(Y$7]\ &)^F>/QJGXNU>P MUVQ2R_TR#>\;JSVY9'YR%.#R#]1S@BHGAH37*:1Q,XN^YX9#X'\1)\\&D72. MIRK)@$?
K70VNI:N;Z"77HS"ULH@>,D*=S#&X@]R&G/O7HOA;6X+2UM],2&^F M=7$8E>-0#N;DD G8!D_*>1C'4''&_$;>]Y7)PKHF=H*OT//)Q>%_"L94(T4K M,Z:&
(E4EJCM(!>FQ7,USXC#;FNM\48(R0H;'7TRO:KVOW'V6QFE!P1@ ^A)P MYQUPOI\5K\F@71VJZL]J6_O#ET_7Z/WXF5:+59.IL_R.%CM$DN)&BQ'-]YG4?,WU]?QKD_%%L1XC,HP',:D@ M#
Z5TFF3(K;Y6=;A/E=7&#[C%9OBN)XM>MC*NWS(5(R.OS$5QY%=8G7LSU6T M=]X T\W&BJ\3$-)_'8],?H*YOQUX0O;_5&ENK_;"T@!4I]P'LOY5Z#X5L6T
MJ^^S1$_9C"NT]>1@9_&G>.K3.CM,N[<&XR5Y*#V8SPOX M2TSPCIK6VFHS22'=+/)@R2'T) ! ["DUFX^RVLDN,D<*$/4DX'ZU8\-:@^1^& M[2XFXEV['YSR./Y8-8/CV1X='\Y 2LHH2[G
M&&R6KRWQ_SZUM6ELMY*L)0,FQ4Y8QN^AZ%X3)-G-G@ M[QG\?2?#-I+)X^U"9;<[8;^>1U+;0&WDJ 3U/2OH+PWQ9W7./FZ^G%8.1^' M[&VTV%+&$>9+(LLDB\[VXRQ/OU^M?3=#P[ZG
>*+!=4U:;>"TN2KVS?/(V(Y M)"" >N7\>WX5[AJ%DIV10N/EP M2,9ZGFO-/B2(K?688E"*6A!R!C/)&# ^7ZUO@U>I9G)FLHQI*5/?3[SVFQOH- M3L8;RS??!,NY3_0^XZ5(U>#_ [\;'0-
;.GWKYTNX.7)/^H?LWT/_K[OD, MH*D$$9!>E7HNE*W06#Q4<3"ZW6YS>H>%M/D:^GGGO\ [+, VF:UCFQ&SK@[M @ ,Y.P=#*7*I)I:::HN[6[N(FA,\<:W8D5,J!DLJ#:Q &0> _K7J"?>K!U/3[Z
M/4-NE6L2610%QY<(7=N.>HR>V?;,,D*$WLRJM)+6*.,WZ4=;@Q974=V)K>1 MI/M/'S,@Q]S) #*2,9Y[=1T7Q'G6&?P^'&=]R8Q_LY &?UI^=:M8[265A(A
MD196\I6D7,@&1L('"A>W&,]L5/X^TV.^M-/D9R)+>7>J T:%CC!/S;MOL#G]#7,RMF"*[P,QX1@.ZD<$?G7)A6N=7/H ML&TJUG\CWKP'X@_M[0T-PZF_MP([@#N>S?C_
#S5OQ#H>GZ];Q0:K;B>*-BZ MJ3P&*,F?R<_0X/:O!-$\32Z+KEI=:>^[YL2Q!)'CE3_$]"*^@M,U&VU;3H M+VR??!*N0>X]0?<=*]!JQP8["SPM3VD-$]O(Y'6/">@Z3H>K74&C)>2-;N"C
MY=B"S.0">!Z"N1FEMS>$1Z()4:4?Z3#+*('!,!VJI8'8"V=I 7Y1 MC/->QFN*U7P_JDE]/<_VW,L#R2,L2AS@, IVD8 QC]<@FA,C#XK?VC_ !9F M>'Y&&H;5T0Z>'6;S'/F'+_NR3DG&#\OY5Z-^F
M#^7M67X8T2346X=H7@8J)-@=73/0@^_0^]=[J]JB-+:P_(L<)P?3U_/G\ZX M:C?LFD:TU#GCWN8_AG6VBU-HIBHM)P%4],/Z_0]/RKM!*\@6150HY"LO!S7; M>#==_M&U%M=-
_1,8^0GJZ_XBN7+\7=^RF_3_"S,L%9>U@N M/_\ ,VGM;6Y'&WIUJUU+5G MZQ9I?6$L,LCQJD,74X(P+'_TKTJU+G@[;GF4*KA-.6QS(76RUP(H8#@(9,[L6
MTCY@QZ9)Z+SZUKVL<\=JJ7"XE\UB>%&\1O.#A>.E4DTNS2:4J]S(&7:61EP1D M'Z^GUJY:6_E6<<89S^\W N.<;L_Y-8X>E.$KRO\ ?QV\I AN;54R?[^XE?ZC\1765YA\2@P\26S)V@!..^&K
MCQU5T:7M%T:-\:!5)\K)O$>MZE;7C6TXM8FW#YHQ(Q X] ?6L/Q%JMS'X;O) MDF\R2%X)H0=^>)D(SD >G3WKH=#UUM#-0W12*5:+[QR#^]7IQBGA?WE2-
13NF1B[PI3C:S29U]_KDATVRNM+TZ6]M M[I5D+1MC8#UR,$Y_P-<*?%.H7UU((!?[$(T7]V9XG9W)(*@8)X^8G)_=D8S MQ3?ACXF2V1=(O),13R$VY8_=-H J3Q=K
M=_9+%/:+826$Z@P.2Y9L[<<*/>H+K3[:PT"_CLHX8E<,Q6(Y .W'X=*YWP'X MF)9M!NPW';K8CKQRR#\.1^/M66CNT=2NDDRSH&KW,]W9^==AED*JZD2KECV' MRXQTZ^_X_6N=\67LN
MCVZZAL-S"'8&!IL+WX*D'K[5RXBTDF]-3JPLK2=M=#PNXG>TCN;RU)CN;602 MHV.C#G\>E?0=IJ$6IZ/:ZA&0L5Q"LW)^[D9(/TKYY\0-HN[6[N(FA,\<:W8D5,J!DLJ#:Q &0> _K7J"?>K!U/3[Z
M/4-NE6L2610%QY<(7=N.>HR>V?;,,D*$WLRJM)+6*.,WZ4=;@Q974=V)K>1 MI/M/'S,@Q]S) #*2,9Y[=1T7Q'G6&?P^'&=]R8Q_LY &?UI^=:M8[265A(A
MD196\I6D7,@&1L('"A>W&,]L5/X^TV.^M-/D9R)+>7>J T:%CC!/S;MOL#G]#7,RMF"*[P,QX1@.ZD<$?G7)A6N=7/H ML&TJUG\CWKP'X@_M[0T-PZF_MP([@#N>S?C_
#S5OQ#H>GZ];Q0:K;B>*-BZ MJ3P&*,F?R<_0X/:O!-$\32Z+KEI=:>^[YL2Q!)'CE3_$]"*^@M,U&VU;3H M+VR??!*N0>X]0?<=*]!JQP8["SPM3VD-$]O(Y'6/">@Z3H>K74&C)>2-;N"C
MY=B"S.0">!Z"N1FEMS>$1Z()4:4?Z3#+*('!,!VJI8'8"V=I 7Y1 MC/->QFN*U7P_JDE]/<_VW,L#R2,L2AS@, IVD8 QC]<@FA,C#XK?VC_ !9F M>'Y&&H;5T0Z>'6;S'/F'+_NR3DG&#\OY5Z-^F
M#^7M67X8T2346X=H7@8J)-@=73/0@^_0^]=[J]JB-+:P_(L<)P?3U_/G\ZX M:C?LFD:TU#GCWN8_AG6VBU-HIBHM)P%4],/Z_0]/RKM!*\@6150HY"LO!S7; M>#==_M&U%M=-
_1,8^0GJZ_XBN7+\7=^RF_3_"S,L%9>U@N M/_\ ,VGM;6Y'&WIUJUU+5G MZQ9I?6$L,LCQJD,74X(P+'_TKTJU+G@[;GF4*KA-.6QS(76RUP(H8#@(9,[L6
MTCY@QZ9)Z+SZUKVL<\=JJ7"XE\UB>%&\1O.#A>.E4DTNS2:4J]S(&7:61EP1D M'Z^GUJY:6_E6<<89S^\W N.<;L_Y-8X>E.$KRO\ ?QV\I AN;54R?[^XE?ZC\1765YA\2@P\26S)V@!..^&K
MCQU5T:7M%T:-\:!5)\K)O$>MZE;7C6TXM8FW#YHQ(Q X] ?6L/Q%JMS'X;O) MDF\R2%X)H0=^>)D(SD >G3WKH=#UUM#-0W12*5:+[QR#^]7IQBGA?WE2-
13NF1B[PI3C:S29U]_KDATVRNM+TZ6]M M[I5D+1MC8#UR,$Y_P-<*?%.H7UU((!?[$(T7]V9XG9W)(*@8)X^8G)_=D8S MQ3?ACXF2V1=(O),13R$VY8_=-H J3Q=K
M=_9+%/:+826$Z@P.2Y9L[<<*/>H+K3[:PT"_CLHX8E<,Q6(Y .W'X=*YWP'X MF)9M!NPW';K8CKQRR#\.1^/M66CNT=2NDDRSH&KW,]W9^==AED*JZD2KECV' MRXQTZ^_X_6N=\67LN
MCVZZAL-S"'8&!IL+WX*D'K[5RXBTDF]-3JPLK2=M=#PNXG>TCN;RU)CN;602 MHV.C#G\>E?0=IJ$6IZ/:ZA&0L5Q"LW)^[D9(/TKYY\0-HN[6[N(FA,\<:W8D5,J!DLJ#:Q &0> _K7J"?>K!U/3[Z
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#S5OQ#H>GZ];Q0:K;B>*-BZ MJ3P&*,F?R<_0X/:O!-$\32Z+KEI=:>^[YL2Q!)'CE3_$]"*^@M,U&VU;3H M+VR??!*N0>X]0?<=*]!JQP8["SPM3VD-$]O(Y'6/">@Z3H>K74&C)>2-;N"C
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_1,8^0GJZ_XBN7+\7=^RF_3_"S,L%9>U@N M/_\ ,VGM;6Y'&WIUJUU+5G MZQ9I?6$L,LCQ

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K@5;**4V%05Z8QQ3C1Y>HI5N;H\0ZQ9JW]R63RV_)L5 MJKK-A.H,=U,N#T*R UOQ6EO# J8(H_\ =0"I'17&'56'H1FM5?J9.W0Y>22S MD.2(&)[D U"ZV9ZI ?J!74 8VC? >M8#]8Q49TK3SUL;0_P#;%?\ "CE78?,^ MYQU]Y4*>%4$<=\FO?AI=@.EC:C_MBO^%9& MN>"?#^MS++?Z1X1=6\446\LK9)48 M/(->8^+9EU">YD7 ^RL$3UW=_P##*^KS\+? #6X%8KQ.LG.=Q\T-)N/J=Q.?QK*_"2=VS65>+V1\W^%;B.\TR*:1BHX1L'@'I6U M:O';7D,UO=!9(W4HXXPP_P#KU]"-AX$\,7Z*D^C6J*HP! #!_P"@$9JG;_#/ MPA;R*\>C1Y4Y&Z:1AGZ%B*'AW? 1A[=6U1O\ AO4&U30[.\==K31AB/>M*FQQ MK%&J1J%11@ =J=74CE"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH __9 end " GRAPHIC 12 ycbd_10qimg1.jpg begin 644 ycbd_10qimg1.jpg M_]C_X 02D9)1@ ! 0$ 8 !@ #_VP!# 4$! 0$ P4$! 0&!04&" T(" <' M"! -+# D-$Q 4$Q(0$A(4%QT9%!8<%A(2&B,:'!X?(2$A%!DD)R0@)AT@(2# MVP!# 04&!@@'" \(" \@%1(5(" @(" @(" @(" @(" @(" @(" @(" @ M(" @(" @(" @(" @(" @(" @(" @(" @("#_P 1" ^ _P# 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#[*HINY<9S MQ2%L-GM0*]AU!Z4F] <=.:TB\?,*!77<9(T<:%V.%49)/85S[>-/"X8C^V+9L M=RU:VH8.G7(SSY,?R-?+C #'R]Z[L+AHUN:[M8\?'8V6'<.6-[GU9,RI)$K1 MG5M'J4I\T4V/HJ/S%]:>IR.:# M6XM%)FC.*!A4$TT=O$TLS!$0%F8] />I-X]:R >8MH5^/^F#Y_[Y-6E'\Z]V\8^)[OP MIX1?6+2WCN9(VC0)(2%P3STKLJX50DHP=[GCX;,?:\SJ*UCN,]N*7M7SQ,_' MK5OMD7V_1;5;0L/.,,L75<\D9KWG3[^VU"PAO+2998)E#HZG@@URU:$Z3]Y' MIT<52K? [LT:0]*,U%+*BQLS, H&3FL.8ZWH.RGM2';CM7@NO?&Z\M-9NK?I M-,MKNR@;RTFE8@R$?> (QQC/2NR^'/CZ^\;V^HO?6$-J,5U53"2=V1GG-=DL- M4A!3DM#S8X^C.?(FKGHP9?\ ]5/##'TKP'5_C?KFEZ_J.GQZ+9/':W#PJQ=LL M%.,U3_X7YXA_Z =A_P!]M1'"U)KFL0\PHQ=G+\#Z)W#/2E!&.V*^=U^/GB#(MW:%8D=U$C9Q^5=)HWQTT6[G6'6M-ETTMP)5_>1_CCD42PM2"^NGC:,W\7X' MM%%4+'4++4K&.\L;]*XM!!E) (V!5JN!CC[PKEU6YZ*DGL0EU7[W.%<-X@^)& MBZ1.]K-J;^Z7AEA("J?=JR/B-XJN+&W71;&4I<7"[I)$X9$)[?6O//#OAV[\ M2-J+.VPL2_-+_"@/H/4UZE#!TW4J/0^X]-GEP\]-44I8JG[SU/69;RUO] (EN;.X6:)XF(M9#D'BOF?ISGOWKW3PSX9_P"$,\/SPR3&2>52\@!^53CHOM7A,#YR!USD?G73 M@XKWXQ9YV85)-0E..G<]TOO&FE>&]+M4N&,]RT*,8(\;ONC\A7+2?%W42ZF' M2H%CST>0YQ67X7\WWBR5M5U"9H+1C@-U:,'"H*[&,X6^'9;H"WN#YT,F?+GQ@./3V(KM/ACXDG\V30[0NJKNMF-M8Y(ZK2K86+A[2GL;8,,9JHJ=9:GKIX?M92D04/<%? XB>B_0#FN5*^%KOQ1>-'$ MWD6D.%DE(R1_LBIHX:"A[2H5BF:J*H5)>[HT85*F(IP_>:HY2U*^;$.A++_.O5OBT? M^+;7'_72+'YUY3!_Q]0^[J1]*]5^+?\ R3:X/_32+^==M96J0N>72?[N=CYL M]2.WY5[+\&?&WV.Y'A/4ILP2DO9LQP$;O'^/)'XUQ'PYTZUUCQFFFWD:RP7% MO,K CG[O'Y=:S/$6AWWA/Q'Y)I..M>F]S+"UJV& M:J+5=3[)\Y01SQ7D'QB\;.IMD? #>EW.V^O$S.RGF*+T]BU1:)\5K)_AU-JFI M2+_:.F!#)"?^6TG\.!Z'J:\?6+6/%GBL1KNGU#4I26)Y"^K?0#M7#AL):,G4 M^&/XGL8G,5*FH4WK+\#(*E(U7:% P !T"2O M'[/PNOA_1K->$M9&=\+__ !KNQ-55:*DM#Q<_M+3E2Q'++7?\ $\]H\4D'Q?KAR<_;9U>%?A'X1U;PIIFI7D%RUQ,-;'_3Y+_Z%7U9X!_Y)_H?_7I'_*N3%5'"G'E=CUL!1A.M M)25]_P SEI_@AX->!DCCNT+#&X3G(^E>8^-/A+J? AFTDU+2;A]3LH^9%*XDB M7U('WA^M?4&VH)HED5E8!E/8BN&GBJD7=NY[.;!4Y1LE8^2? WCK4/!VK*RN_M\NE2N/M%N6R/\>A'ZU]/1:M';0W%FPF@E0.CYZ@U\N?$+0XO#OCS4]/MU" MV[.)HE'10PSC'UKU+X6:ZS^:(H+B23_M,*_[HP1_.NO$T8SC&!%,GDQQ,J2 M=.][,P?&TKS>,=0+,+A\ MSEPK5+$N-7<]F4\#M3F7*M*\0B34)OF8_+%&-TC> MX'I7B\DGHCZGVD4O>>AIZ@JK]P /^6;?RKY=;'S9R.H_6OI5=4M=2T-KNSE M6:"6(LKKTZ5\U,,G'3)R3Z#)KU,%&W-$^;S2I3E*#N?3&@VL5KHMG! NR)(5 M_^@K6QE!7!> _$]OJ6BQ64TP&H6RB-XR?O^C#UXKMEF.S+#:H[UY]2$HS:D M>WA:D)48N.UCAOB=;1OX3:9QEH9592!TR<5YAX-ED3Q;INUMK>80>>H(-=5\ M2_%%K>*N@V@']:]BBN3 M#MS/GL6E5Q"C3W,KQ5))-XJU&1B&/GD<^W"\]]7^'%K"G@VSF1=IE+2-ZDYQ M7FOCS3I=.\77(\O9%O#E^(W@N/Q3HC-;(O]I6N9+=_4XR4/L1^M>1?!\9^ M*5DO_3&7^5? 4:Q9)W>M<>)FZ=:\3T<)AE5H\LEI<^'WCDBED29&C9#M9"#N5 MAU&/45]%?"GP.=#TH:SJD(&I7JC'"K#'V7ZD ?^1 T3_KT3^5?*?BGGQ?K8X_^V2] M?]ZOJ;P'<1_\(!HO[Q0? LB<%O:IQ:_=Q.W+W:M*YV%02-M?VJ)[R.-=S31A? M4M7FGCCXJ;/HEE+:Z5<)?ZHXVJL392(G^>)C_$'->9"G*O(;SXEWYA8,L,4<3,/[P&3^5=E*+6T;P7)-=1G=+=R,ORGIA1_,&O(+6V MU3Q'KJVELKW>H7\A+'&26)^9C[_=Z^G] TC_(1?P]9:+:QK*L$8W/@_,QY) MKUJ\XTX0IR>J1\Q2H5*\YU8[_F]K>@V>OZ7)8WR?*W*N/O1MV(KP_7?!6NZ' M*WF6SWEM_!/"- P/U'4&OHC:K+]T4,BKVKSJ.)G3>FQ[]?!TJOO.:]^]\RPZW MKEG&+>'4KR%1SL# P.?.:'KWB"]"V]K$4 = !BM?K5]8JS.=8+I-W1QGAGPK+X9T"[ADNFN)IU+L!G.IVG MH/\ ..\4.GZHL*?6M?>/[- <:E>E.,=C,1^'O7T MHT*_4]B>U5Q;V;.O:W1B.Y4$UK'&=9J[.I8&WNTW9'SSHWA;6]V+NO598 M5+*W/7(Z?SKZ4;[F*8T<>,,N[/8]*=+%2I:/5"K8&G6EIH^Y\U6^M>(!%]EM M=1OV0<")&8UT>C>!=2O+2?5M662.(1LXA;)EG8 X)'IG''6O.?LMK%\R6\2' M_90"I4(4$],&M98A_8BD0R182)2S'!YXKTQ1EMOK3]JX/RUE/&2G)2:V-:>6*$7%/<^8O MA+I>J6OQ+M)KC3KF&,0RY=XBJCCN2*^G5^84@"[-V.PCR7NANSYL\TK<*?I3NU&,@J>E8G6?/GQTL+ZU_2&M+&XN0+=\F*,N =W M0XZ5?^"-C? 6MEK8N[2:VS+%M$T90GCWZU[@R+C.*A&"&XX]*Z5B7[4[*EO M1]LZE]SY \2Z/]\OB[6732,QT:\EPP@;!&[J#BJ*Z?XE "K9ZJH'0*L@ K[_M4+@+CC%0[E_NUUQQ;Y>644[\JN[QE9GQN=- \42'RS8:M(&XVD2$&NAT+X6^ M,=8E56TX:,!G_77?RX^@ZFQJC"_W135DV]]B6(E]A)$QRM\R=25SDO!?P]TG MP;$7MQ]IOI5 FNYC1IPI1Y8*R #/__9 end GRAPHIC 13 ycbd_10qimg5.jpg begin 644 ycbd_10qimg5.jpg M_]C_X 02D9)1@ ! 0$ 8 !@ #_VP!# 4$! 0$ P4$! 0&!04&" T(" <' M"! -+# D-$Q 4$Q(0$A(4%QT9%!8<%A(2&B,:'!X?(2$A%!DD)R0@)AT@(2# MVP!# 04&!@@'" \(" \@%1(5(" @(" @(" @(" @(" @(" @(" @(" @("#_P 1" N)P# 2(A$! 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Current assets:		
Cash and cash equivalents	$ 2,395,175	$ 1,797,860
Accounts receivable, net of allowance for credit losses of $268,948 and $42,180, respectively	915,988	1,216,090
Inventory	3,225,915	4,052,972
Inventory prepaid	79,866	182,675
Prepaid sponsorship	8,978	70,061
Prepaid expenses and other current assets	663,332	750,383
Total current assets	7,289,254	8,070,041
Other assets:		
Property and equipment, net	553,067	716,579
Operating lease assets	2,468,466	3,350,865
Deposits for facilities	132,203	138,708
Intangible assets	2,700,564	3,219,090
Investment in other securities, noncurrent	700,000	700,000
Total other assets	6,554,300	8,125,242
Total assets	13,843,554	16,195,283
Current liabilities:		
Accounts payable	1,273,044	1,906,319
Accrued expenses	1,216,134	629,648
Accrued dividends	3,667,667	667,000
Deferred revenue	550,043	187,793
Operating leases – current portion	1,149,976	1,277,089
Note payable	0	2,492
Total current liabilities	7,856,864	4,670,341
Long term liabilities:		
Convertible notes	1,378,000	0
Other long term liabilities	0	9
Operating leases - long term portion	1,580,569	2,403,286
Contingent liability	0	90,363
Total long term liabilities	2,958,569	2,493,658
Total liabilities	10,815,433	7,163,999
Commitments and Contingencies (Note 11)		
Shareholders' equity:		
Preferred stock, authorized 50,000,000 shares, $0.001 par value, 5,000,000 and 5,000,000 shares issued and outstanding, respectively	5,000	5,000
Common stock, authorized 150,000,000 shares, $0.001 par value, 3,759,433 and 2,960,573 shares issued and outstanding, respectively	3,759	2,961
Additional paid in capital	183,933,162	183,387,095
Comprehensive other expense	(1,200)	0
Accumulated deficit	(180,912,600)	(174,363,772)
Shareholders' equity	3,028,121	9,031,284
Total liabilities and shareholders' equity	$ 13,843,554	$ 16,195,283

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Condensed Consolidated Balance Sheets (Current Period Unaudited) (Parentheticals) - USD ($)	**Jun. 30, 2024**	**Sep. 30, 2023**
Accounts Receivable, Allowance for Credit Loss	$ 268,948	$ 42,180
Preferred Stock, Shares Authorized (in shares)	50,000,000	50,000,000
Preferred Stock, Par or Stated Value Per Share (in dollars per share)	$ 0.001	$ 0.001
Preferred Stock, Shares Issued (in shares)	5,000,000	5,000,000
Preferred Stock, Shares Outstanding, Ending Balance (in shares)	5,000,000	5,000,000
Common stock, authorized (in shares)	150,000,000	150,000,000
Common stock, par value (in dollars per share)	$ 0.001	$ 0.001
Common stock, issued (in shares)	3,759,433	2,960,573
Common stock, shares outstanding (in shares)	3,759,433	2,960,573

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Condensed Consolidated Statements of Operations (Unaudited) - USD ($)	**3 Months Ended**		**9 Months Ended**	
	Jun. 30, 2024	**Jun. 30, 2023**	**Jun. 30, 2024**	**Jun. 30, 2023**
Gross Sales	$ 5,173,878	$ 6,462,965	$ 15,365,953	$ 19,288,155
Allowances	0	(343,585)	(440,152)	(843,538)
Total Net Sales	5,173,878	6,119,380	14,925,801	18,444,617
Cost of sales	1,770,364	2,273,839	5,384,061	7,015,803
Gross Profit	3,403,514	3,845,541	9,541,740	11,428,814
Operating expenses	3,785,542	5,669,194	12,540,595	18,699,293
Loss from operations	(382,028)	(1,823,653)	(2,998,855)	(7,270,479)
Decrease of contingent liability	0	44,771	74,580	153,771
Decrease (increase) in fair value of convertible debt	854,506	0	(591,494)	0
Other income	0	9,725	0	59,269
Interest expense	(12,741)	(1,246)	(31,558)	(5,831)
Income (loss) before provision for income taxes	459,737	(1,770,404)	(3,547,327)	(7,063,270)
Net Income (loss)	459,737	(1,770,404)	(3,547,327)	(7,063,270)
Preferred dividends	1,000,500	1,000,501	3,001,501	3,001,503
Net Loss attributable to cbdMD, Inc. common shareholders	$ (540,763)	$ (2,770,904)	$ (6,548,828)	$ (10,064,773)
Net Loss per common share:				
Basic loss per share (in dollars per share)	$ (0.15)	$ (1.16)	$ (1.84)	$ (4.26)
Diluted loss per share (in dollars per share)	$ (0.15)	$ (1.16)	$ (1.84)	$ (4.26)
Weighted average number of shares Basic and diluted: (in shares)	3,592,969	2,379,633	3,561,884	2,360,908

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Condensed Consolidated Statements of Comprehensive Income (Loss) (Unaudited) - USD ($)	**3 Months Ended**		**9 Months Ended**	
	Jun. 30, 2024	**Jun. 30, 2023**	**Jun. 30, 2024**	**Jun. 30, 2023**
Net Loss	$ 459,737	$ (1,770,404)	$ (3,547,327)	$ (7,063,270)
Comprehensive Loss	459,737	(1,770,404)	(3,547,327)	(7,063,270)
Other Comprehensive income	4,800	0	(1,200)	0
Preferred dividends	(1,000,500)	(1,000,501)	(3,001,501)	(3,001,503)
Comprehensive Loss attributable to cbdMD, Inc. common shareholders	$ (535,963)	$ (2,770,904)	$ (6,550,028)	$ (10,064,773)

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Condensed Consolidated Statement of Cash Flows (Unaudited) - USD ($)	**9 Months Ended**	
	Jun. 30, 2024	**Jun. 30, 2023**
Cash flows from operating activities:		
Net Income (Loss) Attributable to Parent	$ (3,547,327)	$ (7,063,270)

Adjustments to reconcile net loss to net cash used by operating activities:		
Stock based compensation	10,019	130,879
Restricted stock expense	2,073	105,101
Write off of prepaid assets due to termination of contractual obligation	0	884,892
Intangibles amortization	518,526	832,063
Depreciation	343,527	300,726
Increase (decrease) in contingent liability	(74,580)	(153,771)
Increase (decrease) in fair value of convertible debt	591,494	0
Amortization of operating lease asset	882,399	840,079
Changes in operating assets and liabilities:		
Accounts receivable	253,361	336,091
Deposits	6,505	105,898
Inventory	827,057	424,079
Prepaid inventory	102,810	66,337
Prepaid expenses and other current assets	152,429	996,462
Accounts payable and accrued expenses	449,686	(1,172,306)
Operating lease liability	(949,829)	(876,526)
Deferred revenue / customer deposits	(88,319)	203,341
Collection on discontinued operations accounts receivable	0	1,375
Cash flows from operating activities	(520,169)	(4,038,550)
Cash flows from investing activities:		
Purchase of property and equipment	(180,015)	(177,369)
Other Securities	0	1,000,000
Cash flows from investing activities	(180,015)	822,631
Cash flows from financing activities:		
Proceeds from issuance of common stock	50,000	2,474,072
Proceeds from (repayments) of notes payable	1,247,499	(130,145)
Preferred dividend distribution	0	(3,001,503)
Deferred Issuance costs	0	0
Cash flows from financing activities	1,297,499	(657,576)
Net increase (decrease) in cash	597,315	(3,873,495)
Cash and cash equivalents, beginning of period	1,797,860	6,720,234
Cash and cash equivalents, end of period	2,395,175	2,846,739
Cash Payments for:		
Interest expense	31,558	1,247
Non-cash financial/investing activities:		
Issuance of shares in exchange for a360 credit	0	1,531,999
Issuance of shares for conversion of debt and accrued interest	464,625	0
Preferred dividends accrued but not paid	$ 3,001,501	$ 0

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Condensed Consolidated Statements of Shareholders' Equity (Unaudited) - USD ($)	Share-Based Payment Arrangement, Option [Member] Common Stock [Member]	Share-Based Payment Arrangement, Option [Member] Preferred Stock [Member]	Share-Based Payment Arrangement, Option [Member] AOCI Attributable to Parent [Member]	Share-Based Payment Arrangement, Option [Member] Additional Paid-in Capital [Member]	Share-Based Payment Arrangement, Option [Member] Retained Earnings [Member]	Share-Based Payment Arrangement, Option [Member]	Commitment Shares [Member] Common Stock [Member]	Commitment Shares [Member] Preferred Stock [Member]	Commitment Shares [Member] AOCI Attributable to Parent [Member]	Commitment Shares [Member] Additional Paid-in Capital [Member]	Commitment Shares [Member] Retained Earnings [Member]	C
Balance (in shares) at Sep. 30, 2022												
Balance at Sep. 30, 2022												
Issuance of stock (in shares)												
Issuance of stock												
Issuance of options for share based compensation	$ 0	$ 0		$ 79,446	$ 0	$ 79,446						
Issuance of restricted stock for share based compensation												
Preferred dividend declared, not paid												
Net Loss												
Issuance of Common Stock												
Balance (in shares) at Dec. 31, 2022												
Balance at Dec. 31, 2022												
Balance (in shares) at Sep. 30, 2022												
Balance at Sep. 30, 2022												
Net Loss												
Balance (in shares) at Jun. 30, 2023												
Balance at Jun. 30, 2023												
Balance (in shares) at Dec. 31, 2022												
Balance at Dec. 31, 2022												
Issuance of stock (in shares)							2,616	0				
Issuance of stock							$ 3	$ 0		$ 29,190	$ 0	$
Issuance of options for share based compensation	0	0		16,770	0	16,770						
Issuance of restricted stock for share based compensation												
Preferred dividend declared, not paid												
Net Loss												
Issuance of Common Stock							$ (3)	$ 0		(29,190)	0	(
Issuance of Common stock - A360 (in shares)												
Issuance of Common stock - A360												
Issuance of Common stock - DCO (in shares)												
Issuance of Common												

stock - DCO												
True up of fraction shares resulting from reverse split (in shares)												
Balance (in shares) at Mar. 31, 2023												
Balance at Mar. 31, 2023												
Issuance of stock (in shares)												
Issuance of stock												
Issuance of options for share based compensation												
Issuance of restricted stock for share based compensation												
Preferred dividend declared, not paid												
Net Loss												
Issuance of Common Stock												
Issuance of Common stock - A360												
Fraction share true-up (in shares)												
Fraction share true-up												
Balance (in shares) at Jun. 30, 2023												
Balance at Jun. 30, 2023												
Balance (in shares) at Sep. 30, 2023												
Balance at Sep. 30, 2023												
Issuance of stock (in shares)												
Issuance of stock												
Issuance of Common stock												
Issuance of options for share based compensation	0	0	$ 0	1,772	0	1,772						
Issuance of restricted stock for share based compensation												
Preferred dividend declared, not paid												
Net Loss												
Issuance of Common Stock												
Balance (in shares) at Dec. 31, 2023												
Balance at Dec. 31, 2023												
Balance (in shares) at Sep. 30, 2023												
Balance at Sep. 30, 2023												
Net Loss												
Balance (in shares) at Jun. 30, 2024												
Balance at Jun. 30, 2024												
Balance (in shares) at Dec. 31, 2023												
Balance at Dec. 31, 2023												
Issuance of stock (in shares)							64,218	0				
Issuance of stock							$ 64	$ 0	$ 0	49,936	0	$
Issuance of options for share based compensation	$ 0	$ 0	$ 0	$ 1,080	$ 0	$ 1,080						
Issuance of restricted stock for share based compensation												
Preferred dividend declared, not paid												
Net Loss												
Change in fair value of debt related to credit risk												
Issuance of Common Stock							$ (64)	$ 0	$ 0	$ (49,936)	$ 0	$
Balance (in shares) at Mar. 31, 2024												
Balance at Mar. 31, 2024												
Issuance of options for share based compensation												
Issuance of restricted stock for share based compensation												
Preferred dividend declared, not paid												
Net Loss												
Change in fair value of debt related to credit risk												
Issuance of Common stock - Convertible Notes (in shares)												
Issuance of Common stock - Convertible Notes												
Balance (in shares) at Jun. 30, 2024												

Note 1 - Organization and Summary of Significant Accounting Policies

Notes to Financial Statements

Significant Accounting Policies [Text Block]

9 Months Ended

Jun. 30, 2024

NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

cbdMD, Inc. ("cbdMD", "we", "us", "our", or the "Company") is a North Carolina corporation formed on March 17, 2015 as Level Beauty Group, Inc. In November 2016 we changed the name of the Company to Level Brands, Inc. and on May 1, 2019 we changed the name of our Company to cbdMD, Inc. We operate from offices located in Charlotte, North Carolina. Our fiscal year end is established as September 30.

There have been no material changes in the Company's significant accounting policies from those previously disclosed in the 2023 10-K.

The accompanying unaudited interim condensed consolidated financial statements of cbdMD have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") and the rules of the Securities and Exchange Commission ("SEC") and should be read in conjunction with the audited consolidated financial statements and notes thereto contained in the 2023 10-K. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of consolidated financial position and the consolidated results of operations for the interim periods presented have been reflected herein.

Principles of Consolidation

The condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries CBDI, Paw CBD, Proline and Therapeutics. All material intercompany transactions and balances have been eliminated in consolidation.

Use of Estimates

The Company's condensed consolidated financial statements have been prepared in accordance with US GAAP and requires management to make estimates and assumptions that affect the amounts of assets and liabilities and disclosures of contingent assets and liabilities as of the date of the financial statements and reported amounts of revenues and expenses during the periods presented. Estimates and assumptions are reviewed periodically, and the effects of revisions are reflected in the consolidated financial statements in the period they are determined to be necessary. Significant estimates made in the accompanying condensed consolidated financial statements include, but are not limited to, allowances for credit losses, inventory valuation reserves, expected sales returns and allowances, certain assumptions related to the valuation of investments other securities, acquired intangibles and long-lived assets and the recoverability of intangible and long-lived assets and income taxes, including deferred tax valuation allowances and reserves for estimated tax liabilities, and contingent liability is a material estimate. Actual results could differ from these estimates. The Company continues to monitor macroeconomic conditions to remain flexible and to optimize and evolve its business as appropriate.

Cash and Cash Equivalents

For financial statements purposes, the Company considers all highly liquid investments with a maturity of less than three months when purchased to be cash equivalents.

Accounts Receivable

Accounts receivable are stated at cost less an allowance for credit losses, if applicable. Credit is extended to customers after an evaluation of the customer's financial condition, and generally collateral is not required as a condition of credit extension. Management's determination of the allowance for credit losses is based on an evaluation of the receivables, past experience, current economic conditions, and other risks inherent in the receivables portfolio.

Merchant Receivable and Reserve

The Company primarily sells its products through the internet and has an arrangement to process customer payments with third-party payment processors and negotiate the fee based on the market. The arrangement with the payment processors requires that the Company pay a fee between 2.5% and 5.0% of the transaction amounts processed. Pursuant to this agreement, there can be a waiting period between 2 to 5 days prior to reimbursement to the Company, as well as a calculated reserve which some payment processors hold back. Fees and reserves can change periodically with notice from the processors. At June 30, 2024 and September 30, 2023, the receivable from payment processors included approximately $653,157 and $585,345, respectively, for the waiting period amount and is recorded as accounts receivable in the accompanying condensed consolidated balance sheet.

Inventory

Inventory is stated at the lower of cost or net realizable value with cost being determined on a weighted average basis. The cost of inventory includes product cost, freight-in, and production fill and labor (portions of which we outsource to third party manufacturers). Write-offs of potentially slow moving or damaged inventory are recorded based on management's analysis of inventory levels, forecasted future sales volume and pricing and through specific identification of obsolete or damaged products. We assess inventory quarterly for slow moving products and potential impairments and at a minimum perform a physical inventory count annually near fiscal year end.

Property and Equipment

Property and equipment items are stated at cost less accumulated depreciation. Expenditures for routine maintenance and repairs are charged to operations as incurred. Depreciation is charged to expense over the estimated useful lives of the assets using the straight-line method. Generally, the useful lives are five years for manufacturing equipment and automobiles and three years for software, computer, and furniture and equipment. The useful life for leasehold improvements are over the term of the lease, or the remaining economic life of the asset, whichever is shorter. The cost and accumulated depreciation of property are eliminated from the accounts upon disposal, and any resulting gain or loss is included in the consolidated statements of operations for the applicable period. Long-lived assets held and used by the Company are reviewed for impairment whenever changes in circumstance indicate the carrying value of an asset may not be recoverable.

Fair Value Accounting

The Company utilizes accounting standards for fair value, which include the definition of fair value, the framework for measuring fair value, and disclosures about fair value measurements. Fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement should be determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, fair value accounting standards establish a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy).

Level 1 inputs utilize quoted prices in active markets for identical assets or liabilities that the Company has the ability to access. Level 2 inputs are inputs other than quoted prices included in Level 1 that are directly or indirectly observable for the asset or liability. Level 2 inputs may include quoted prices for similar assets and liabilities in active markets, as well as inputs that are observable for the asset or liability. Level 3 inputs are unobservable inputs for the asset or liability, which are based on an entity's own assumptions, as there is little, if any, observable market activity. In instances where the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability.

When the Company records an investment in marketable securities the carrying value is assigned at fair value. Any changes in fair value for marketable securities during a given period will be recorded as an unrealized gain or loss in the consolidated statement of operations. For investment other securities without a readily determinable fair value, the Company may elect to estimate its fair value at cost less impairment plus or minus changes resulting from observable price changes.

The Company elected the fair value option under ASC 825 *Fair Value Measurements* for it's Convertible notes. The convertible notes were initially recognized at fair value on the balance sheet. All subsequent changes in fair value, excluding the impact of the change in fair value related to instrument-specific credit risk are recorded in non-operating income. The changes in fair value related to instrument-specific credit risk is recorded through other comprehensive income (loss). See Note 12 for more information related to the convertible notes.

Revenue Recognition

Under ASC 606, *Revenue from Contracts with Customers*, the Company recognizes revenues when its customer obtains control of promised goods or services, in an amount that reflects the consideration which it expects to receive in exchange for those goods. The Company recognizes revenues following the five-step model prescribed under ASC 606: (i) identify contract(s) with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenues when (or as) we satisfy the performance obligation.

Performance Obligations

Contract liabilities represent unearned revenues and are presented as deferred revenue or customer deposits on the condensed consolidated balance sheets.

Other than account receivable, Company has no material contract assets nor contract liabilities at June 30, 2024.

The following tables represent a disaggregation of revenue by sales channel:

	Three Months Ended June 30, 2024	% of total	Three Months Ended June 30, 2023	% of total
E-commerce sales	$ 3,937,930	76.1%	$ 5,000,261	81.7%
Wholesale sales	1,235,948	23.9%	1,119,119	18.3%
Total Net Sales	$ 5,173,878	100.0%	$ 6,119,380	100.0%

	Nine Months Ended June 30, 2024	% of total	Nine Months Ended June 30, 2023	% of total
E-commerce sales	$ 11,987,654	80.3%	$ 14,796,326	80.2%
Wholesale sales	2,938,147	19.7%	3,648,291	19.8%
Total Net Sales	$ 14,925,801	100.0%	$ 18,444,617	100.0%

Cost of Sales

The Company's cost of sales includes costs associated with distribution, fill and labor expense, components, manufacturing overhead, third-party providers, and outbound freight for the Company's products sales. For the Company's product sales, cost of sales also includes the cost of refurbishing products returned by customers that will be offered for resale, if any, and the cost of inventory write-downs associated with adjustments of held inventories to their net realizable value. These expenses are reflected in the Company's consolidated statements of operations when the product is sold and net sales

revenues are recognized or, in the case of inventory write-downs, when circumstances indicate that the carrying value of inventories is in excess of their net realizable value.

Income Taxes

The Company is a North Carolina corporation that is treated as a corporation for federal and state income tax purposes. CBDI, Therapeutics, and Paw CBD are wholly owned subsidiaries and are disregarded entities for tax purposes and their entire share of taxable income or loss is included in the tax return of the Company and as of March 15, 2021, Therapeutics is also a wholly owned subsidiary and is a disregarded entity for tax purposes and its entire share of taxable income or loss is included in the tax return of the Company.

The Company accounts for income taxes pursuant to the provisions of the *Accounting for Income Taxes* topic of ASC 740 which requires, among other things, an asset and liability approach to calculating deferred income taxes. The asset and liability approach requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities. The Company uses the inside basis approach to determine deferred tax assets and liabilities associated with its investment in a consolidated pass-through entity. A valuation allowance is provided to offset any net deferred tax assets for which management believes it is more likely than not that the net deferred asset will not be realized.

Concentrations

Financial instruments that potentially expose the Company to concentrations of credit risk consist primarily of cash and cash equivalents, accounts receivable, and securities.

The Company places its cash and cash equivalents on deposit with financial institutions in the United States. The Federal Deposit Insurance Corporation ("FDIC") covers $250,000 for substantially all depository accounts. The Company from time to time may have amounts on deposit in excess of the insured limits. The Company had a $1.6 million uninsured balance at June 30, 2024.

Concentration of credit risk with respect to receivables is principally limited to trade receivables with corporate customers that meet specific credit policies. Management considers these customer receivables to represent normal business risk. The Company did not have any customers that represented a significant amount of our sales for the three and nine months ended June 30, 2024.

Earnings (Loss) Per Share

The Company uses ASC 260-10, Earnings Per Share for calculating the basic and diluted loss per share. The Company computes basic loss per share by dividing net loss and net loss attributable to common shareholders, after deducting preferred stock dividends, by the weighted average number of common shares outstanding. Common equivalent shares are excluded from the computation of net loss per share if their effect is anti-dilutive.

Liquidity and Going Concern Considerations

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company experienced a loss of $3,547,327 for the nine months ended June 30, 2024, resulting in a working capital deficit of $567,610 at June 30, 2024.

While the Company is taking strong action, believes in the viability of its strategy and path to profitability, and in its ability to raise additional funds, there can be no assurances to that effect. The Company's working capital position may not be sufficient to support the Company's daily operations for the twelve months subsequent to the issuance of these annual financial statements. The Company's ability to continue as a going concern is dependent upon its ability to improve profitability and the ability to acquire additional funding. These and other factors raise substantial doubt about the Company's ability to continue as a going concern within twelve months after the date that the annual financial statements are issued. These financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result in the Company not being able to continue as a going concern.

Convertible Notes

Effective February 1, 2024 (the "Effective Date"), the Company entered into a Securities Purchase Agreement dated January 30, 2024 (the "Purchase Agreement") with five institutional investors (the "Investors") whereby the Investors advanced the Company an aggregate of $1,250,000 gross proceeds and the Company issued each Investor an 8% Senior Secured Original Issue 20% Discount Convertible Promissory Note, in the aggregate principal amount of $1,541,666 (the "Notes"). The Company is using the proceeds from the issuance of the Notes for working capital and general corporate purposes.

The Company elected the fair value option under ASC 825 *Fair Value Measurements* for the Notes. The Notes were initially recognized at fair value on the balance sheet. All subsequent changes in fair value, excluding the impact of the change in fair value related to instrument-specific credit risk are recorded in non-operating income. The changes in fair value related to instrument-specific credit risk is recorded through other comprehensive income (loss). See Note 12 for more information related to the Notes.

New Accounting Standards

The Company adopted ASU *2016-13* Financial Instruments – Credit Losses (Topic *326*): Measurement of Credit Losses on Financial Instruments (ASC *326*) effective October 1, 2023. This standard replaced the incurred loss methodology with an expected loss methodology that is referred to as the current expected credit loss ("CECL") methodology. CECL requires an estimate of credit losses for the remaining estimated life of the financial asset using historical experience, current conditions, and reasonable and supportable forecasts and generally applies to financial assets measured at amortized cost, including loan receivables and held-to-maturity debt securities, and some off-balance sheet credit exposures such as unfunded commitments to extend credit. Financial assets measured at amortized cost are presented at the net amount expected to be collected by using an allowance for credit losses. The Company evaluated the impacts of this standard and has determined that is does not have a material impact on the consolidated financial statements.

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Note 2 - Marketable Securities and Investment Other Securities

9 Months Ended
Jun. 30, 2024

Notes to Financial Statements

Investments in Debt and Marketable Equity Securities (and Certain Trading Assets) Disclosure [Text Block]

NOTE 2 – MARKETABLE SECURITIES AND INVESTMENT OTHER SECURITIES

The Company has, from time to time, entered into contracts where a portion of the consideration provided by the counterparty in exchange for the Company's services was common stock, options or warrants (an equity position). In these situations, upon invoicing the customer for the stock or other instruments, the Company recorded the receivable as accounts receivable other, and used the value of the stock or other instrument upon invoicing to determine the value. In determining fair value of marketable securities and investment other securities, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible and consider counterparty credit risk in its assessment of fair value. The Company determines the fair value of marketable securities and investment other securities based on assumptions that market participants would use in pricing an asset or liability in the principal or most advantageous market. When considering market participant assumptions in fair value measurements, the fair value hierarchy distinguishes between observable and unobservable inputs.

On April 7, 2022, CBD Industries, LLC entered into an asset sale agreement to sell substantially all its manufacturing assets to a subsidiary of Steady State, LLC ("Steady State"). The equipment sale is initially valued at approximately $1.8 million for accounting purposes, the sale price consisting of products to be provided to the Company under the manufacturing and supply agreement and $1.4 million of which the Company invested into Steady State in the form of an equity investment consistent with the terms of Steady State's completed series C financing. As of September 30, 2023, the Company impaired this investment by $700,000. The Company has classified this investment as Level 3 for fair value measurement purposes as there are no observable inputs and has included in non-current assets on the accompanying condensed consolidated balance sheets as the Company plans to hold this investment.

In valuing the investments, the Company used the value paid, which was the price offered to all third-party investors.

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Note 3 - Inventory

9 Months Ended
Jun. 30, 2024

Notes to Financial Statements

Inventory Disclosure [Text Block]

NOTE 3 - INVENTORY

Inventory at June 30, 2024 and September 30, 2023 consists of the following:

	June 30, 2024	September 30, 2023
Finished Goods	$ 2,157,065	$ 2,782,680
Inventory Components	1,377,837	1,397,034
Inventory Reserve	(308,987)	(126,742)
Total Inventory	$ 3,225,915	$ 4,052,972
Inventory prepaid	79,866	182,675
Total Inventory and Prepaid inventory	$ 3,305,781	$ 4,235,647

Abnormal amounts of idle facility expense, freight, handling costs, scrap and wasted material (spoilage) are expensed in the period they are in incurred and no material expenses related to these items occurred in the nine months ended June 30, 2024.

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Note 4 - Property and Equipment

9 Months Ended
Jun. 30, 2024

Notes to Financial Statements

Property, Plant and Equipment Disclosure [Text Block]

NOTE 4 – PROPERTY AND EQUIPMENT

Property and equipment at June 30, 2024 and September 30, 2023 consisted of the following:

	June 30, 2024	September 30, 2023
Computers, furniture and equipment	$ 1,577,411	$ 1,392,776
Manufacturing equipment	284,275	284,275
Leasehold improvements	487,081	487,081
Automobiles	-	11,087
	2,348,767	2,175,219
Less accumulated depreciation	(1,795,700)	(1,458,640)
Property and equipment, net	$ 553,067	$ 716,579

Depreciation expense related to property and equipment was $395,098 and $249,457 for the nine months ended June 30, 2024 and 2023, respectively.

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Note 5 - Intangible

9 Months Ended

Assets **Jun. 30, 2024**

Notes to Financial Statements

Intangible Assets Disclosure [Text Block] **NOTE 5 – INTANGIBLE ASSETS**

Intangible Assets

Intangible assets as of June 30, 2024 and September 30, 2023 consisted of the following:

	June 30, 2024	September 30, 2023
Trademark related to cbdMD	$ 21,585,000	$ 21,585,000
Trademark for HempMD	50,000	50,000
Technology Relief from Royalty related to DirectCBDOnline.com	667,844	667,844
Tradename related to DirectCBDOnline.com	749,567	749,567
Impairment of intangible assets	(17,405,000)	(17,504,000)
Amortization of definite lived intangible assets	(2,946,847)	(2,329,321)
Total	$ 2,700,564	$ 3,219,090

Amortization expense related to definite lived intangible assets was $1,400,603 and $1,105,630 for the nine months ended June 30, 2024 and 2023.

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Note 6 - Contingent Consideration **9 Months Ended Jun. 30, 2024**

Notes to Financial Statements

Business Combination Disclosure [Text Block] **NOTE 6 – CONTINGENT CONSIDERATION**

Pursuant to a merger agreement entered into in 2018, the Company had a contractual obligation to issue 338,889 shares of its common stock, after approval by its shareholders, to the members of Cure Based Development, issued in two tranches 144,445 shares and 194,945 shares, both of which were subject to leak out provisions, and the unrestricted voting rights to 194,445 tranche of shares which vested over a five year period and were subject to a voting proxy agreement.

The contractual obligations and earn out provision were accounted for as a contingent liability and fair value was determined using Level 3 inputs, as estimating the fair value of these contingent liabilities require the use of significant and subjective inputs that may and are likely to change over the duration of the liabilities with related changes in internal and external market factors.

The agreement also provided that an additional 338,889 Earnout Shares would be issued as part of the consideration, upon the satisfaction of certain aggregate net revenue criteria by cbdMD within 60 months following the closing date of the merger.

Aggregate Net Revenues	Shares Issued/ Each $ of Aggregate Net Revenue Ratio
$1 - $20,000,000	0.00423615
$20,000,001 - $60,000,000	0.002118075
$60,000,001 - $140,000,000	0.001059038

An aggregate of 271,405 Earnout shares were issued through September 30, 2023. There is no further Earnout obligation.

The Company determined the final Earnout shares to be issued were 19,818 and were issued on January 11, 2024. There is no further Earnout obligation.

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Note 7 - Related Party Transactions **9 Months Ended Jun. 30, 2024**

Notes to Financial Statements

Related Party Transactions Disclosure [Text Block] **NOTE 7 – RELATED PARTY TRANSACTIONS**

None.

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Note 8 - Shareholders' Equity **9 Months Ended Jun. 30, 2024**

Notes to Financial Statements

Equity [Text Block] **NOTE 8 – SHAREHOLDERS' EQUITY**

Preferred Stock – The Company is authorized to issue 50,000,000 shares of preferred stock, par value $0.001 per share. In October 2019, the Company designated 5,000,000 of these shares as 8.0% Series A Cumulative Convertible Preferred Stock. Our 8.0% Series A Cumulative Convertible Preferred Stock ranks senior to our common stock for liquidation or dividend provisions and holders are entitled to receive cumulative cash dividends at an annual rate of 8.0% payable monthly in arrears for the prior month. The Company reviewed ASC 480 – *Distinguishing Liabilities from Equity* in order to determine the appropriate accounting treatment for the preferred stock and determined that the preferred stock should be treated as equity. There were 5,000,000 shares of 8.0% Series A Cumulative Convertible Preferred Stock issued and outstanding at June 30, 2024 and September 30, 2023.

The total amount of preferred dividends declared and accrued were $1,000,500 and $3,001,501 for the three and nine months ended June 30, 2024, respectively, and the total amount of preferred dividends declared and paid were $1,000,501 and $3,001,503 for the three and nine months ended June 30, 2023, respectively.

Common Stock – The Company is authorized to issue 150,000,000 shares of common stock, par value $0.001 per share. There were 3,759,433 and 2,960,573 shares of common stock issued and outstanding at June 30, 2024 and September 30, 2023, respectively.

On March 2, 2023 Company entered into a purchase agreement (the "ELOC") with Keystone Capital Partners, LLC ("Keystone"), pursuant to which Keystone committed to purchase up to 281,934 of shares of our common stock. Upon the execution of the ELOC, The Company issued 2,616 shares of common stock as "Commitment Shares" to Keystone as consideration for its commitment to purchase shares of our common stock under the ELOC. An additional 6,104 Commitment Shares were issued 180 days after the date of the ELOC. The 281,934 shares of the Company's common stock were registered for resale and may be issued under the ELOC or sold by us to Keystone at our discretion from time to time over a 12 month period commencing April 1, 2023. The purchase price for the shares that the Company sold to Keystone under the ELOC fluctuated based on the price of the Company's common stock. Keystone purchased an aggregate of 180,955 shares (64,218 of which were purchases during the nine months ended June 30, 2024) under the ELOC, which has expired.

Stock Options - The Company currently has awards outstanding with service conditions and graded-vesting features. We recognize compensation cost on a straight-line basis over the requisite service period.

Preferred stock transactions:

The Company had no preferred stock transactions in the three and nine months ended June 30, 2024 and 2023.

Common stock transactions:

In the nine months ended June 30, 2024:

In April 2024, the Company issued an aggregate of 714,229 shares of common stock pursuant to the partial conversion of certain principal and interest related to the Notes.

In March 2024, the company issued 16,000 of restricted stock awards to the Company's board of directors. The shares vest quarter on fourth on June 30, 2024, one fourth, on September 30, 2024, one fourth on December 31, 2024, and one fourth on March 31, 2025. The stock awards were valued at the fair market price of $13,760 and will amortize over the individual vesting periods.

In January 2024, the Company issued 64,218 shares under our ELOC.

In January 2024, the Company issued 19,818 shares as part of the final Earnout.

Stock option transactions:

In the nine months ended June 30, 2024:

On April 1, 2024, the Company granted its board of directors an aggregate of 8,000 common stock options. The options vested immediately, have a strike price of $0.86 and a five-year term. The Company has recorded a total prepaid expense of approximately $4,300 and intends to amortize the expense over the 12-month board term.

The following table summarizes the inputs used for the Black-Scholes pricing model on the options issued in the nine months ended June 30, 2024 and 2023:

	June 30, 2024	June 30, 2023
Exercise price	$ 0.537	10.3555 -12.60600
Risk free interest rate	4.34%	3.93% - 4.71%
Volatility	107.21%	106.48% - 106.51%
Expected term (in years)	2.5	2.5 - 4
Dividend yield	None	None

Warrant Transactions:

The Company has no warrant transactions in the three or nine months ended June 30, 2024.

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Note 9 - Stock Based Compensation **9 Months Ended Jun. 30, 2024**

Notes to Financial

Statements

Share-Based Payment Arrangement [Text Block]

NOTE 9 – STOCK BASED COMPENSATION

The fair value of each time-based award is estimated on the date of grant using the Black-Scholes option valuation model. Our weighted-average assumptions used in the Black-Scholes valuation model for equity awards with time-based vesting provisions granted during the year.

The following table summarizes stock option activity under both plans for the nine months ended June 30, 2024:

	Number of shares	Weighted-average exercise price	Weighted-average remaining contractual term (in years)	Aggregate intrinsic value (in thousands)
Outstanding at September 30, 2023	41,765	$ 144.43	3.65	$ -
Granted	8,000	-	-	-
Exercised	-	-	-	-
Forfeited	(2,447)	166.06	-	-
Outstanding at June 30, 2024	47,318	119.00	3.36	-
Exercisable at June 30, 2024	45,651	$ 122.98	3.39	$ -

As of June 30, 2024, there was approximately $3,925 of total unrecognized compensation cost related to non-vested stock options which vest over a period of approximately 0.75 years.

Restricted Stock Award transactions:

In the nine months ended June 30, 2024:

In March 2024, the company issued 16,000 of restricted stock awards to the Company's board of directors. The shares vest quarter on fourth on June 30, 2024, one fourth, on September 30, 2024, one fourth on December 31, 2024, and one fourth on March 31, 2025. The stock awards were valued at the fair market price of $4,296 upon issuance and will amortize over the individual vesting periods.

In the nine months ended June 30, 2023:

In February of 2023, the Company issued 445 of restricted stock awards to the Company's board of directors. The shares vested quarterly, one fourth on June 30, 2023, one fourth on September 30, 2023, one fourth on December 31, 2023, and one fourth on March 31, 2024. The stock awards were valued at the fair market price of $5,660 upon issuance and will amortize over the individual vesting periods.

In January 2023, the Company issued 3,889 shares to a group of employees. The shares vested upon issuance, having a fair market value upon issuance of $40,950.

In December 2022, the Company issued 1,112 shares of restricted common stock to an employee. 556 shares vested upon issuance and the Company recorded a total expense of $6,250. 556 shares vest based on meeting certain direct to consumer revenue performance hurdles prior to December 2024.

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Note 10 - Warrants

9 Months Ended
Jun. 30, 2024

Notes to Financial Statements

Warrants Disclosure [Text Block]

NOTE 10 - WARRANTS

Transactions involving the Company equity-classified warrants for the nine months ended June 30, 2024 and 2023 are summarized as follows:

	Number of shares	Weighted-average exercise price	Weighted-average remaining contractual term (in years)	Aggregate intrinsic value (in thousands)
Outstanding at September 30, 2023	50,309	$ 37.75	4.07	$ -
Forfeited	(1,352)	337.50	-	-
Outstanding at June 30, 2024	48,957	29.48	3.42	-
Exercisable at June 30, 2024	48,957	$ 29.48	-	$ -

The following table summarizes outstanding common stock purchase warrants as of June 30, 2024:

	Number of shares	Weighted-average exercise price	Expiration
Exercisable at $176.06 per share	1,079	176.06	October 2024
Exercisable at $56.25 per share	822	56.25	January 2025
Exercisable at $168.75 per share	3,199	168.75	June 2026
Exercisable at $168.30 per share	3,357	168.30	December 2025
Exercisable at $2.52 per share	40,500	2.52	April 2028
	48,957	$ 37.75	

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Note 11 - Commitments and Contingencies

9 Months Ended
Jun. 30, 2024

Notes to Financial Statements

Commitments and Contingencies Disclosure [Text Block]

NOTE 11 – COMMITMENTS AND CONTINGENCIES

Commencing August 2019 the Company's executive offices were located at 8845 Red Oak Blvd, Charlotte, NC (the "Red Oak Facilities") which we sub-leased under a sublease agreement dated July11, 2019 which expires December 2026 (the "Red Oak Sublease"). We received a default notice from HSKL, Inc., the sub landlord, in September 2023. Effective March 20, 2024 we entered into a License Agreement, dated as of March 14, 2024, by and between cbdMD, Inc. and HSKL (the "License Agreement") and Lease Forbearance Agreement, dated as of March 14, 2024, by and between cbdMD, Inc. and HSKL (the "Forbearance Agreement"). Under the License Agreement we have granted HSKL a license to possess and use a portion of the Red Oak Facilities until the earlier of (i) the termination of the Forbearance Agreement and (ii) July 31, 2024 (the "Termination Date"). The termination of the License Agreement will result in termination of the Red Oak Sublease. Pursuant to the Forbearance Agreement HSKL has agreed to forbear from proceeding to exercise its remedies against us under the Red Oak Sublease, and the declaration of default related to past due rent in consideration of the following payments to HSKL: $80,000 upon the execution of the Forbearance Agreement, followed by four monthly payments of $40,000. HSKL's forbearance shall extend to the Termination Date and HSKL shall dismiss (without prejudice) a Complaint in Summary Ejectment filed in Mecklenburg County, North Carolina on February 27, 2024. In the event of our breach of any of the conditions of the Forbearance Agreement, HSKL's obligation to forbear shall cease, and HSKL may immediately exercise any and all of its rights or remedies at law, in equity or under the Red Oak Sublease. The Company has made all payments required under the Forbearance Agreement and License Agreement and is working with HSKL to resolve for the back due rent through the termination date.

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Note 12 - Note Payable

9 Months Ended
Jun. 30, 2024

Notes to Financial Statements

Debt Disclosure [Text Block]

NOTE 12 – NOTE PAYABLE

Effective February 1, 2024 (the "Effective Date"), the Company entered into a Securities Purchase Agreement dated January 30, 2024 (the "Purchase Agreement") with five institutional investors (the "Investors") whereby the Investors advanced the Company an aggregate of $1,250,000 gross proceeds and the Company issued each Investor an 8% Senior Secured Original Issue 20% Discount Convertible Promissory Note, in the aggregate principal amount of $1,541,666 (the "Notes"). The Company intends to use the proceeds from the issuance of the Notes for working capital and general corporate purposes.

Each Note bears interest of 8% per annum and matures on July 30, 2025. The Note is convertible into shares of common stock at any time following the date of issuance at the Investor's option at an initial conversion price of $0.684 per share (the "Conversion Price"), subject to certain adjustments. If 30 calendar days, 60 calendar days, 90 calendar days, 120 calendar days, or 180 calendar days after the effective date of the Registration Statement (as defined below) (the "Adjustment Dates"), the Conversion Price then in effect is higher than the Market Conversion Price then in effect on the Adjustment Date, the Conversion Price shall automatically decrease to the Market Conversion Price (as defined under the Note). The Conversion Price is subject to a $0.30 floor price. As of the filing date of this report, the effective Conversion Price is $0.615.

Furthermore, at any time after the issuance of the Note, the Company may, after written notice to the Investor, prepay any portion or all outstanding Principal Amount by paying an amount equal to 125% of the Principal Amount then being prepaid (representing a 25% prepayment premium payable to the Investor which shall not constitute a principal repayment); provided that a Registration Statement registering all of the Conversion Shares issuable under the Note shall have been declared effective. If the Company elects to prepay the Note, the Investor shall have the right, upon written notice to the Company within five trading days of the Investor's receipt of a Prepayment Notice, to convert into common stock, up to 100% of the Prepayment Amount at the Conversion Price, upon the terms provided in the Note.

Upon the occurrence of any Event of Default (as defined in the Note), the Interest rate shall automatically be increased to the lesser of 22% per annum or the highest amount permitted by law. In the event that such Event of Default is subsequently cured (and no other Event of Default then exists), the adjustment shall cease to be effective as of the day immediately following the date of such cure; provided that the Interest as calculated and unpaid at such increased rate during the continuance of such Event of Default shall continue to apply to the extent relating to the days after the occurrence of such Event of Default through and including the date of such cure of such Event of Default.

In addition, upon the occurrence of Event of Default, which has not been cured within any applicable cure period, the Company shall be obligated to pay to the Investor the Mandatory Default Amount, which Mandatory Default Amount shall be payable to the Investor on the date the Event of Default giving rise thereto occurs. In the event the Note shall be converted following the occurrence of an Event of Default, the Investor shall have the option to convert the Mandatory Default Amount, upon the terms provided in the Note.

The Notes are secured by a first priority security interest as evidenced by and to the extent set forth in a Security Agreement, by and between the Company and the Investors.

The Company elected the fair value option under ASC 825 *Fair Value Measurements* for the Notes. The Notes were initially recognized at a fair value of $2,702,000 on the balance sheet as of March 31,2023. All subsequent changes in fair value, excluding the impact of the change in fair value related to instrument-specific credit risk are recorded in non-operating income. The changes in fair value related to instrument-specific credit risk is recorded through other comprehensive income (loss).

The overall change in fair value of the Notes during the quarter ended June 30, 2024 was a decrease of $859,963. The overall change in principal value related to the conversion of Notes to commons stock during the quarter ended June 30,2024 was a decrease of $464,037. As of June 30, 2024, total fair value of the Notes is $1,378,000, of which $1,076,963 represents the total principal outstanding.

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Note 13 - Leases

9 Months Ended
Jun. 30, 2024

Notes to Financial Statements

Lessee, Operating Leases [Text Block]

NOTE 13 – LEASES

The Company has lease agreements for its corporate offices and warehouse with lease periods expiring between 2024 and 2026. ASC 842 requires the recognition of leasing arrangements on the consolidated balance sheet as right-of-use assets and liabilities pertaining to the rights and obligations created by the leased assets. The Company determines whether an arrangement is a lease at inception and classify it as finance or operating. All of the Company's leases are classified as operating leases. The Company's leases do not contain any residual value guarantees. See Note 11 for information regarding commitments and contingencies related to the Company's corporate office operating lease.

Right-of-use lease assets and corresponding lease liabilities are recognized at commencement date based on the present value of lease payments over the expected lease term. Since the interest rate implicit in our lease arrangements is not readily determinable, the Company determined an incremental borrowing rate for each lease based on the approximate interest rate on a collateralized basis with similar remaining terms and payments as of the lease commencement date to determine the present value of future lease payments. The Company's lease terms may include options to extend or terminate the lease.

In addition to the monthly base amounts in the lease agreements, the Company is required to pay real estate taxes, insurance and common area maintenance expenses during the lease terms.

Lease costs on operating leases are recognized on a straight-line basis over the lease term and included as a selling, general and administrative expense in the condensed consolidated statements of operations.

Components of operating lease costs are summarized as follows:

	Three Months Ended June 30, 2024	Nine Months Ended June 30, 2024
Total Operating Lease Costs	$ 332,124	$ 996,373

Supplemental cash flow information related to operating leases is summarized as follows:

	Three Months Ended June 30, 2024	Nine Months Ended June 30, 2024
Cash paid for amounts included in the measurement of operating lease liabilities	$ 355,239	$ 1,063,804

As of June 30, 2024, our operating leases had a weighted average remaining lease term of 2.56 years and a weighted average discount rate of 4.66%.

Future minimum aggregate lease payments under operating leases as of June 30, 2024 are summarized as follows:

For the year ended September 30,	
2024	$ 357,806
2025	1,159,949
2026	1,092,297
Thereafter	280,565
Total future lease payments	2,890,617
Less interest	(194,372)
Total lease liabilities	$ 2,696,245

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Note 14 - Loss Per Share

9 Months Ended
Jun. 30, 2024

Notes to Financial Statements

Earnings Per Share [Text Block]

NOTE 14 – LOSS PER SHARE

The following table sets forth the computation of basic and diluted earnings per share for the following periods:

	Three Months Ended		Nine Months Ended	
	June 30, 2024	June 30, 2023	June 30, 2024	June 30, 2023
Basic and diluted:				
Net Income (loss) continuing operations	$ 459,737	$ (1,770,404)	$ (3,547,327)	$ (7,063,270)
Preferred dividends accrued	1,000,500		3,001,501	
Preferred dividends paid	-	1,000,501	-	3,001,503
Net loss attributable to cbdMD Inc. common shareholders	(540,763)	(2,770,904)	(6,548,828)	(10,064,773)
Shares used in computing basic and diluted earnings per share	**3,592,969**	**2,379,633**	**3,561,884**	**2,360,908**
Loss per share Basic				
Basic and diluted earnings per share	(0.15)	(1.16)	(1.84)	(4.26)

At June 30, 2024, 112,831 potential shares underlying options, unvested RSUs and warrants as well as 185,223 potential shares underlying series A preferred shares were excluded from the shares used to calculate diluted loss per share as their inclusion would be anti-dilutive. At June 30, 2023, 94,948 potential shares underlying options, unvested RSUs and warrants as well as 185,223 potential shares underlying series A preferred shares, and 40,404 a360 shares subject to certain vesting requirement as well as total 283,593 of available shares and remaining commitment share under the ELOC were excluded from the shares used to calculate diluted loss per share as their inclusion would reduce net loss per share.

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Note 15 - Income Taxes

9 Months Ended
Jun. 30, 2024

Notes to Financial Statements

Income Tax Disclosure [Text Block]

NOTE 15 – INCOME TAXES

The Company has a valuation allowance against the net deferred tax assets, with the exception of the deferred tax liabilities that result from indefinite-life intangibles ("naked credits"). The Company has determined that using the general methodology for calculating income taxes during an interim period for the quarters ending December 31, 2019, March 31, 2020, and June 30, 2020, provided for a wide range of potential annual effective rates. At September 30, 2023 the Company recorded a net deferred tax asset of zero as the cumulative net deferred tax asset had a full valuation on it and there was not enough positive evidence that would warrant recognizing the benefit of the net deferred tax asset. In addition, the net indefinite lived deferred tax items were a deferred tax asset so there was not any recognition of a deferred tax liability related to indefinite lived deferred tax liabilities. At June 30, 2024, the Company determined the same circumstances to be true and therefore recorded a net deferred tax asset of zero.

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Note 16 - Subsequent Events

9 Months Ended
Jun. 30, 2024

Notes to Financial Statements

Subsequent Events [Text Block]

NOTE 16 – SUBSEQUENT EVENTS

None.

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Insider Trading Arrangements

3 Months Ended
Jun. 30, 2024

9 Months Ended
Jun. 30, 2024

Insider Trading Arr Line Items

Material Terms of Trading Arrangement [Text Block]

ITEM 5. OTHER INFORMATION.

The Auditor Firm ID for our external auditors, Cherry Bekaert LLP, is 677.

Rule 10b5-1 Arrangement Adopted [Flag]	false
Non-Rule 10b5-1 Arrangement Adopted [Flag]	false
Rule 10b5-1 Arrangement Terminated [Flag]	false
Non-Rule 10b5-1 Arrangement Terminated [Flag]	false

Significant Accounting Policies (Policies)	9 Months Ended Jun. 30, 2024

Accounting Policies [Abstract]

Consolidation, Policy [Policy Text Block]

Principles of Consolidation

The condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries CBDI, Paw CBD, Proline and Therapeutics. All material intercompany transactions and balances have been eliminated in consolidation.

Use of Estimates, Policy [Policy Text Block]

Use of Estimates

The Company's condensed consolidated financial statements have been prepared in accordance with US GAAP and requires management to make estimates and assumptions that affect the amounts of assets and liabilities and disclosures of contingent assets and liabilities as of the date of the financial statements and reported amounts of revenues and expenses during the periods presented. Estimates and assumptions are reviewed periodically, and the effects of revisions are reflected in the consolidated financial statements in the period they are determined to be necessary. Significant estimates made in the accompanying condensed consolidated financial statements include, but are not limited to, allowances for credit losses, inventory valuation reserves, expected sales returns and allowances, certain assumptions related to the valuation of investments other securities, acquired intangibles and long-lived assets and the recoverability of intangible and long-lived assets and income taxes, including deferred tax valuation allowances and reserves for estimated tax liabilities, and contingent liability is a material estimate. Actual results could differ from these estimates. The Company continues to monitor macroeconomic conditions to remain flexible and to optimize and evolve its business as appropriate.

Cash and Cash Equivalents, Policy [Policy Text Block]

Cash and Cash Equivalents

For financial statements purposes, the Company considers all highly liquid investments with a maturity of less than three months when purchased to be cash equivalents.

Accounts Receivable [Policy Text Block]

Accounts Receivable

Accounts receivable are stated at cost less an allowance for credit losses, if applicable. Credit is extended to customers after an evaluation of the customer's financial condition, and generally collateral is not required as a condition of credit extension. Management's determination of the allowance for credit losses is based on an evaluation of the receivables, past experience, current economic conditions, and other risks inherent in the receivables portfolio.

Merchant Receivable and Reserve [Policy Text Block]

Merchant Receivable and Reserve

The Company primarily sells its products through the internet and has an arrangement to process customer payments with third-party payment processors and negotiate the fee based on the market. The arrangement with the payment processors requires that the Company pay a fee between 2.5% and 5.0% of the transaction amounts processed. Pursuant to this agreement, there can be a waiting period between 2 to 5 days prior to reimbursement to the Company, as well as a calculated reserve which some payment processors hold back. Fees and reserves can change periodically with notice from the processors. At June 30, 2024 and September 30, 2023, the receivable from payment processors included approximately $653,157 and $585,345, respectively, for the waiting period amount and is recorded as accounts receivable in the accompanying condensed consolidated balance sheet.

Inventory, Policy [Policy Text Block]

Inventory

Inventory is stated at the lower of cost or net realizable value with cost being determined on a weighted average basis. The cost of inventory includes product cost, freight-in, and production fill and labor (portions of which we outsource to third party manufacturers). Write-offs of potentially slow moving or damaged inventory are recorded based on management's analysis of inventory levels, forecasted future sales volume and pricing and through specific identification of obsolete or damaged products. We assess inventory quarterly for slow moving products and potential impairments and at a minimum perform a physical inventory count annually near fiscal year end.

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

Property and Equipment

Property and equipment items are stated at cost less accumulated depreciation. Expenditures for routine maintenance and repairs are charged to operations as incurred. Depreciation is charged to expense over the estimated useful lives of the assets using the straight-line method. Generally, the useful lives are five years for manufacturing equipment and automobiles and three years for software, computer, and furniture and equipment. The useful life for leasehold improvements are over the term of the lease, or the remaining economic life of the asset, whichever is shorter. The cost and accumulated depreciation of property are eliminated from the accounts upon disposal, and any resulting gain or loss is included in the consolidated statements of operations for the applicable period. Long-lived assets held and used by the Company are reviewed for impairment whenever changes in circumstance indicate the carrying value of an asset may not be recoverable.

Fair Value Measurement, Policy [Policy Text Block]

Fair Value Accounting

The Company utilizes accounting standards for fair value, which include the definition of fair value, the framework for measuring fair value, and disclosures about fair value measurements. Fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement should be determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, fair value accounting standards establish a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy).

Level 1 inputs utilize quoted prices in active markets for identical assets or liabilities that the Company has the ability to access. Level 2 inputs are inputs other than quoted prices included in Level 1 that are directly or indirectly observable for the asset or liability. Level 2 inputs may include quoted prices for similar assets and liabilities in active markets, as well as inputs that are observable for the asset or liability. Level 3 inputs are unobservable inputs for the asset or liability, which are based on an entity's own assumptions, as there is little, if any, observable market activity. In instances where the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability.

When the Company records an investment in marketable securities the carrying value is assigned at fair value. Any changes in fair value for marketable securities during a given period will be recorded as an unrealized gain or loss in the consolidated statement of operations. For investment other securities without a readily determinable fair value, the Company may elect to estimate its fair value at cost less impairment plus or minus changes resulting from observable price changes.

The Company elected the fair value option under ASC 825 *Fair Value Measurements* for it's Convertible notes. The convertible notes were initially recognized at fair value on the balance sheet. All subsequent changes in fair value, excluding the impact of the change in fair value related to instrument-specific credit risk are recorded in non-operating income. The changes in fair value related to instrument-specific credit risk is recorded through other comprehensive income (loss). See Note 12 for more information related to the convertible notes.

Revenue [Policy Text Block]

Revenue Recognition

Under ASC 606, *Revenue from Contracts with Customers*, the Company recognizes revenues when its customer obtains control of promised goods or services, in an amount that reflects the consideration which it expects to receive in exchange for those goods. The Company recognizes revenues following the five-step model prescribed under ASC 606: (i) identify contract(s) with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenues when (or as) we satisfy the performance obligation.

Performance Obligations

Contract liabilities represent unearned revenues and are presented as deferred revenue or customer deposits on the condensed consolidated balance sheets.

Other than account receivable, Company has no material contract assets nor contract liabilities at June 30, 2024.

The following tables represent a disaggregation of revenue by sales channel:

	Three Months Ended June 30, 2024	% of total	Three Months Ended June 30, 2023	% of total
E-commerce sales	$ 3,937,930	76.1%	$ 5,000,261	81.7%
Wholesale sales	1,235,948	23.9%	1,119,119	18.3%
Total Net Sales	$ 5,173,878	100.0%	$ 6,119,380	100.0%

	Nine Months Ended June 30, 2024	% of total	Nine Months Ended June 30, 2023	% of total
E-commerce sales	$ 11,987,654	80.3%	$ 14,796,326	80.2%
Wholesale sales	2,938,147	19.7%	3,648,291	19.8%
Total Net Sales	$ 14,925,801	100.0%	$ 18,444,617	100.0%

Cost of Goods and Service [Policy Text Block]

Cost of Sales

The Company's cost of sales includes costs associated with distribution, fill and labor expense, components, manufacturing overhead, third-party providers, and outbound freight for the Company's products sales. For the Company's product sales, cost of sales also includes the cost of refurbishing products returned by customers that will be offered for resale, if any, and the cost of inventory write-downs associated with adjustments of held inventories to their net realizable value. These expenses are reflected in the Company's consolidated statements of operations when the product is sold and net sales revenues are recognized or, in the case of inventory write-downs, when circumstances indicate that the carrying value of inventories is in excess of their net realizable value.

Income Tax, Policy [Policy Text Block]

Income Taxes

The Company is a North Carolina corporation that is treated as a corporation for federal and state income tax purposes. CBDI, Therapeutics, and Paw CBD are wholly owned subsidiaries and are disregarded entities for tax purposes and their entire share of taxable income or loss is included in the tax return of the Company and as of March 15, 2021, Therapeutics is also a wholly owned subsidiary and is a disregarded entity for tax purposes and its entire share of taxable income or loss is included in the tax return of the Company.

The Company accounts for income taxes pursuant to the provisions of the *Accounting for Income Taxes* topic of ASC 740 which requires, among other things, an asset and liability approach to calculating deferred income taxes. The asset and liability approach requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities. The Company uses the inside basis approach to determine deferred tax assets and liabilities associated with its investment in a consolidated pass-through entity. A valuation allowance is provided to offset any net deferred tax assets for which management believes it is more likely than not that the net deferred asset will not be realized.

Concentration Risk, Credit Risk, Policy [Policy Text Block]

Concentrations

Financial instruments that potentially expose the Company to concentrations of credit risk consist primarily of cash and cash equivalents, accounts receivable, and securities.

The Company places its cash and cash equivalents on deposit with financial institutions in the United States. The Federal Deposit Insurance Corporation ("FDIC") covers $250,000 for substantially all depository accounts. The Company from time to time may have amounts on deposit in excess of the insured limits. The Company had a $1.6 million uninsured balance at June 30, 2024.

Concentration of credit risk with respect to receivables is principally limited to trade receivables with corporate customers that meet specific credit policies. Management considers these customer receivables to represent normal business risk. The Company did not have any customers that represented a significant amount of our sales for the three and nine months ended June 30, 2024.

Earnings Per Share,

Earnings (Loss) Per Share

Policy [Policy Text Block]

The Company uses ASC 260-10, Earnings Per Share for calculating the basic and diluted loss per share. The Company computes basic loss per share by dividing net loss and net loss attributable to common shareholders, after deducting preferred stock dividends, by the weighted average number of common shares outstanding. Common equivalent shares are excluded from the computation of net loss per share if their effect is anti-dilutive.

Liquidity and Going Concern Considerations, Policy [Policy Text Block]

Liquidity and Going Concern Considerations

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company experienced a loss of $3,547,327 for the nine months ended June 30, 2024, resulting in a working capital deficit of $567,610 at June 30, 2024.

While the Company is taking strong action, believes in the viability of its strategy and path to profitability, and in its ability to raise additional funds, there can be no assurances to that effect. The Company's working capital position may not be sufficient to support the Company's daily operations for the twelve months subsequent to the issuance of these annual financial statements. The Company's ability to continue as a going concern is dependent upon its ability to improve profitability and the ability to acquire additional funding. These and other factors raise substantial doubt about the Company's ability to continue as a going concern within twelve months after the date that the annual financial statements are issued. These financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result in the Company not being able to continue as a going concern.

Debt, Policy [Policy Text Block]

Convertible Notes

Effective February 1, 2024 (the "Effective Date"), the Company entered into a Securities Purchase Agreement dated January 30, 2024 (the "Purchase Agreement") with five institutional investors (the "Investors") whereby the Investors advanced the Company an aggregate of $1,250,000 gross proceeds and the Company issued each Investor an 8% Senior Secured Original Issue 20% Discount Convertible Promissory Note, in the aggregate principal amount of $1,541,666 (the "Notes"). The Company is using the proceeds from the issuance of the Notes for working capital and general corporate purposes.

The Company elected the fair value option under ASC 825 *Fair Value Measurements* for the Notes. The Notes were initially recognized at fair value on the balance sheet. All subsequent changes in fair value, excluding the impact of the change in fair value related to instrument-specific credit risk are recorded in non-operating income. The changes in fair value related to instrument-specific credit risk is recorded through other comprehensive income (loss). See Note 12 for more information related to the Notes.

New Accounting Pronouncements, Policy [Policy Text Block]

New Accounting Standards

The Company adopted ASU *2016-13* Financial Instruments – Credit Losses (Topic *326*): Measurement of Credit Losses on Financial Instruments (ASC *326*) effective October 1, 2023. This standard replaced the incurred loss methodology with an expected loss methodology that is referred to as the current expected credit loss ("CECL") methodology. CECL requires an estimate of credit losses for the remaining estimated life of the financial asset using historical experience, current conditions, and reasonable and supportable forecasts and generally applies to financial assets measured at amortized cost, including loan receivables and held-to-maturity debt securities, and some off-balance sheet credit exposures such as unfunded commitments to extend credit. Financial assets measured at amortized cost are presented at the net amount expected to be collected by using an allowance for credit losses. The Company evaluated the impacts of this standard and has determined that is does not have a material impact on the consolidated financial statements.

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Note 1 - Organization and Summary of Significant Accounting Policies (Tables)

9 Months Ended

Jun. 30, 2024

Notes Tables

Disaggregation of Revenue [Table Text Block]

	Three Months Ended June 30, 2024	% of total	Three Months Ended June 30, 2023	% of total
E-commerce sales	$3,937,930	76.1%	$5,000,261	81.7%
Wholesale sales	1,235,948	23.9%	1,119,119	18.3%
Total Net Sales	$5,173,878	100.0%	$6,119,380	100.0%

	Nine Months Ended June 30, 2024	% of total	Nine Months Ended June 30, 2023	% of total
E-commerce sales	$11,987,654	80.3%	$14,796,326	80.2%
Wholesale sales	2,938,147	19.7%	3,648,291	19.8%
Total Net Sales	$14,925,801	100.0%	$18,444,617	100.0%

~~XML 41 R27.htm IDEA: XBRL DOCUMENT~~

Note 3 - Inventory (Tables)

9 Months Ended

Jun. 30, 2024

Notes Tables

Schedule of Inventory, Current [Table Text Block]

	June 30, 2024	September 30, 2023
Finished Goods	$2,157,065	$ 2,782,680
Inventory Components	1,377,837	1,397,034
Inventory Reserve	(308,987)	(126,742)
Total Inventory	$3,225,915	$ 4,052,972
Inventory prepaid	79,866	182,675
Total Inventory and Prepaid inventory	$3,305,781	$ 4,235,647

~~XML 42 R28.htm IDEA: XBRL DOCUMENT~~

Note 4 - Property and Equipment (Tables)

9 Months Ended

Jun. 30, 2024

Notes Tables

Property, Plant and Equipment [Table Text Block]

	June 30, 2024	September 30, 2023
Computers, furniture and equipment	$ 1,577,411	$ 1,392,776
Manufacturing equipment	284,275	284,275
Leasehold improvements	487,081	487,081
Automobiles	-	11,087
	2,348,767	2,175,219
Less accumulated depreciation	(1,795,700)	(1,458,640)
Property and equipment, net	$ 553,067	$ 716,579

~~XML 43 R29.htm IDEA: XBRL DOCUMENT~~

Note 5 - Intangible Assets (Tables)

9 Months Ended

Jun. 30, 2024

Notes Tables

Schedule of Intangible Assets and Goodwill [Table Text Block]

	June 30, 2024	September 30, 2023
Trademark related to cbdMD	$ 21,585,000	$ 21,585,000
Trademark for HempMD	50,000	50,000
Technology Relief from Royalty related to DirectCBDOnline.com	667,844	667,844
Tradename related to DirectCBDOnline.com	749,567	749,567
Impairment of intangible assets	(17,405,000)	(17,504,000)
Amortization of definite lived intangible assets	(2,946,847)	(2,329,321)
Total	$ 2,700,564	$ 3,219,090

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Note 6 - Contingent Consideration (Tables)

9 Months Ended

Jun. 30, 2024

Notes Tables

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

Aggregate Net Revenues	Shares Issued/ Each $ of Aggregate Net Revenue Ratio
$1 - $20,000,000	0.00423615
$20,000,001 - $60,000,000	0.002118075
$60,000,001 - $140,000,000	0.001059038

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Note 8 - Shareholders' Equity (Tables)

9 Months Ended

Jun. 30, 2024

Notes Tables

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

	June 30, 2024	June 30, 2023
Exercise price	$ 0.537	10.3555 -12.60600
Risk free interest rate	4.34%	3.93% - 4.71%

		106.48% -
Volatility	107.21%	106.51%
Expected term (in years)	2.5	2.5 - 4
Dividend yield	None	None

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Note 9 - Stock Based Compensation (Tables)

9 Months Ended
Jun. 30, 2024

Notes Tables

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

	Number of shares	Weighted-average exercise price	Weighted-average remaining contractual term (in years)	Aggregate intrinsic value (in thousands)
Outstanding at September 30, 2023	41,765	$ 144.43	3.65	$ -
Granted	8,000	-	-	-
Exercised	-	-	-	-
Forfeited	(2,447)	166.06	-	-
Outstanding at June 30, 2024	47,318	119.00	3.36	-
Exercisable at June 30, 2024	45,651	$ 122.98	3.39	$ -

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Note 10 - Warrants (Tables)

9 Months Ended
Jun. 30, 2024

Common Stock Purchase Warrants [Member]

Notes Tables

Schedule of Stockholders' Equity Note, Warrants or Rights [Table Text Block]

	Number of shares	Weighted-average exercise price	Expiration
Exercisable at $176.06 per share	1,079	176.06	October 2024
Exercisable at $56.25 per share	822	56.25	January 2025
Exercisable at $168.75 per share	3,199	168.75	June 2026
Exercisable at $168.30 per share	3,357	168.30	December 2025
Exercisable at $2.52 per share	40,500	2.52	April 2028
	48,957	$ 37.75	

Equity Classified Warrants [Member]

Notes Tables

Schedule of Stockholders' Equity Note, Warrants or Rights [Table Text Block]

	Number of shares	Weighted-average exercise price	Weighted-average remaining contractual term (in years)	Aggregate intrinsic value (in thousands)
Outstanding at September 30, 2023	50,309	$ 37.75	4.07	$ -
Forfeited	(1,352)	337.50	-	-
Outstanding at June 30, 2024	48,957	29.48	3.42	-
Exercisable at June 30, 2024	48,957	$ 29.48	-	$ -

~~XML 48 R34.htm IDEA: XBRL DOCUMENT~~

Note 13 - Leases (Tables)

9 Months Ended
Jun. 30, 2024

Notes Tables

Lease, Cost [Table Text Block]

	Three Months Ended June 30, 2024	Nine Months Ended June 30, 2024
Total Operating Lease Costs	$ 332,124	$ 996,373

	Three Months Ended June 30, 2024	Nine Months Ended June 30, 2024
Cash paid for amounts included in the measurement of operating lease liabilities	$ 355,239	$ 1,063,804

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

For the year ended September 30,	
2024	$ 357,806
2025	1,159,949
2026	1,092,297
Thereafter	280,565
Total future lease payments	2,890,617
Less interest	(194,372)
Total lease liabilities	$ 2,696,245

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Note 14 - Loss Per Share (Tables)

9 Months Ended
Jun. 30, 2024

Notes Tables

Schedule of Earnings Per Share, Basic and Diluted [Table Text Block]

	Three Months Ended		Nine Months Ended	
	Jun 30, 2024	Jun 30, 2023	Jun 30, 2024	Jun 30, 2023
Basic and diluted:				
Net Income (loss) continuing operations	$ 459,737	$(1,770,404)	$(3,547,327)	$ (7,063,270)
Preferred dividends accrued	1,000,500		3,001,501	
Preferred dividends paid	-	1,000,501	-	3,001,503
Net loss attributable to cbdMD Inc. common shareholders	(540,763)	(2,770,904)	(6,548,828)	(10,064,773)
Shares used in computing basic and diluted earnings per share	**3,592,969**	**2,379,633**	**3,561,884**	**2,360,908**
Loss per share Basic				
Basic and diluted earnings per share	(0.15)	(1.16)	(1.84)	(4.26)

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Note 1 - Organization and Summary of Significant Accounting Policies (Details Textual)

	Jan. 30, 2024 USD ($)	3 Months Ended						9 Months Ended		
		Jun. 30, 2024 USD ($)	Mar. 31, 2024 USD ($)	Dec. 31, 2023 USD ($)	Jun. 30, 2023 USD ($)	Mar. 31, 2023 USD ($)	Dec. 31, 2022 USD ($)	Jun. 30, 2024 USD ($)	Jun. 30, 2023 USD ($)	Sep. 30, 2023 USD ($)
MerchantProcessingFee		2.50%						2.50%		
Accounts Receivable, after Allowance for Credit Loss, Current		$ 915,988						$ 915,988		$ 1,216,090
Cash, Uninsured Amount		1,600,000						1,600,000		
Net Income (Loss) Attributable to Parent		459,737	$ (3,010,562)	$ (996,501)	$ (1,770,404)	$ (1,336,802)	$ (3,956,062)	(3,547,327)	$ (7,063,270)	
Working Capital		$ (567,610)						$ (567,610)		
Investors 8% Senior Secured Original Issue 20% Discount Convertible Promissory Note [Member]										
Proceeds from Convertible Debt	$ 1,250,000									
Debt Instrument, Interest Rate, Stated Percentage	8.00%									
Debt Instrument Discounted Percentage	20.00%									
Debt Instrument, Face Amount	$ 1,541,666									

Customer Concentration Risk [Member] | Revenue Benchmark [Member]			
Number of Major Customers	0	0	
Manufacturing Equipment [Member]			
Property, Plant and Equipment, Useful Life (Year)	5 years	5 years	
Software [Member]			
Property, Plant and Equipment, Useful Life (Year)	3 years	3 years	
Waiting Period [Member]			
Accounts Receivable, after Allowance for Credit Loss, Current	$ 653,157	$ 653,157	$ 585,345
Maximum [Member]			
MerchantProcessingFee	5.00%	5.00%	

~~XML 51 R37.htm IDEA: XBRL DOCUMENT~~

Note 1 - Organization and Summary of Significant Accounting Policies - Disaggregation of Revenue (Details) - USD ($)	3 Months Ended		9 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Revenues, Total	$ 5,173,878	$ 6,119,380	$ 14,925,801	$ 18,444,617
Sales Channel [Member] | Revenue Benchmark [Member]				
Concentration Risk, Percentage	100.00%	100.00%	100.00%	100.00%
Sales Channel, Directly to Consumer [Member]				
Revenues, Total	$ 3,937,930	$ 5,000,261	$ 11,987,654	$ 14,796,326
Sales Channel, Directly to Consumer [Member] | Sales Channel [Member] | Revenue Benchmark [Member]				
Concentration Risk, Percentage	76.10%	81.70%	80.30%	80.20%
Sales Channel, Through Intermediary [Member]				
Revenues, Total	$ 1,235,948	$ 1,119,119	$ 2,938,147	$ 3,648,291
Sales Channel, Through Intermediary [Member] | Sales Channel [Member] | Revenue Benchmark [Member]				
Concentration Risk, Percentage	23.90%	18.30%	19.70%	19.80%

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Note 2 - Marketable Securities and Investment Other Securities (Details Textual) - Steady State, LLC [Member] - USD ($)	Sep. 30, 2023	Apr. 07, 2022
Equipment Sold Value		$ 1,800,000
Investments, Total		$ 1,400,000
Equity Method Investment, Other than Temporary Impairment	$ 700,000	

~~XML 53 R39.htm IDEA: XBRL DOCUMENT~~

Note 3 - Inventory - Schedule of Inventory (Details) - USD ($)	Jun. 30, 2024	Sep. 30, 2023
Finished Goods	$ 2,157,065	$ 2,782,680
Inventory Components	1,377,837	1,397,034
Inventory Reserve	(308,987)	(126,742)
Total Inventory	3,225,915	4,052,972
Inventory prepaid	79,866	182,675
Total Inventory and Prepaid inventory	$ 3,305,781	$ 4,235,647

~~XML 54 R40.htm IDEA: XBRL DOCUMENT~~

Note 4 - Property and Equipment (Details Textual) - USD ($)	3 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023
Depreciation, Excluding Lessor Asset under Operating Lease	$ 395,098	$ 249,457

~~XML 55 R41.htm IDEA: XBRL DOCUMENT~~

Note 4 - Property and Equipment - Major Classes of Property and Equipment (Details) - USD ($)	Jun. 30, 2024	Sep. 30, 2023
Property and equipment, gross	$ 2,348,767	$ 2,175,219
Less accumulated depreciation	(1,795,700)	(1,458,640)
Property and equipment, net	553,067	716,579
Computers, Furniture, and Equipment [Member]		
Property and equipment, gross	1,577,411	1,392,776
Manufacturing Equipment [Member]		
Property and equipment, gross	284,275	284,275
Leasehold Improvements [Member]		
Property and equipment, gross	487,081	487,081
Automobiles [Member]		
Property and equipment, gross	$ 0	$ 11,087

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Note 5 - Intangible Assets (Details Textual) - USD ($)	3 Months Ended		9 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Amortization of Intangible Assets			$ 518,526	$ 832,063
Trademarks [Member]				
Amortization of Intangible Assets	$ 1,400,603	$ 1,105,630		

~~XML 57 R43.htm IDEA: XBRL DOCUMENT~~

Note 5 - Intangible Assets - Schedule of Intangible Assets and Goodwill (Details) - USD ($)	Jun. 30, 2024	Sep. 30, 2023
Impairment of intangible assets	$ (17,405,000)	$ (17,504,000)
Amortization of definite lived intangible assets	(2,946,847)	(2,329,321)
Intangible Assets, Net (Excluding Goodwill), Total	2,700,564	3,219,090
Technology Relief From Royalty Related To Direct C B D Online Com Member		
Definite lived intangible assets	667,844	667,844
Tradename Related To Direct C B D Online Com Member		
Definite lived intangible assets	749,567	749,567
Trademark Related to cbdMD [Member]		
Indefinite lived trademark	21,585,000	21,585,000
Trademark Related to Hemp MD [Member]		
Indefinite lived trademark	$ 50,000	$ 50,000

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Note 6 - Contingent Consideration (Details Textual) - Cure Based Development, Llc [Member] - shares	1 Months Ended	9 Months Ended	
	Dec. 20, 2018	Apr. 30, 2019	Jun. 30, 2022

Common Stock [Member]		
Business Acquisition, Equity Interest Issued or Issuable, Number of Shares (in shares)	338,889	271,405
Business Acquisition, Equity Interest Issued or Issuable, Number of Additional Earnout Shares (in shares)	338,889	
Business Acquisition, Equity Interest Issued or Issuable, Number of Additional Earnout Shares, Expiration (Month)	60 months	
Registered Common Stock [Member]		
Business Acquisition, Equity Interest Issued or Issuable, Number of Shares (in shares)	144,445	
Unregistered Common Stock 2 [Member]		
Business Acquisition, Equity Interest Issued or Issuable, Number of Shares (in shares)	194,945	
Unregistered Common Stock [Member]		
Business Acquisition, Equity Interest Issued or Issuable, Number of Shares (in shares)	194,445	
Business Acquisition, Equity Interest Issued or Issuable, Vesting Period (Year)	5 years	

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Note 6 - Contingent Consideration - Contingent Liability (Details)	6 Months Ended
	Jun. 30, 2024
Earnout Shares for Revenue Between $1 and $20,000,000 [Member]	
Business Acquisition, Contingent Consideration, Shares Issued Per Aggregate Net Revenue Ratio	0.00423615
Earnout Shares for Revenue Between $20,000,001 and $60,000,000 [Member]	
Business Acquisition, Contingent Consideration, Shares Issued Per Aggregate Net Revenue Ratio	0.002118075
Earnout Shares for Revenue Between $60,000,001 and $140,000,000 [Member]	
Business Acquisition, Contingent Consideration, Shares Issued Per Aggregate Net Revenue Ratio	0.001059038

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Note 8 - Shareholders' Equity (Details Textual) - USD ($)	1 Months Ended								3 Months Ended		9 Months Ended		12 Months Ended
	Apr. 01, 2024	Feb. 13, 2024	Apr. 24, 2023	Mar. 02, 2023	Apr. 30, 2024	Mar. 31, 2024	Jan. 31, 2024	Feb. 28, 2023	Oct. 31, 2019	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023	Sep. 30, 2023
Preferred Stock, Shares Authorized (in shares)										50,000,000		50,000,000		50,000,000
Preferred Stock, Par or Stated Value Per Share (in dollars per share)										$ 0.001		$ 0.001		$ 0.001
Preferred Stock, Shares Issued (in shares)										5,000,000		5,000,000		5,000,000
Common Stock, Shares Authorized (in shares)										150,000,000		150,000,000		150,000,000
Common Stock, Par or Stated Value Per Share (in dollars per share)										$ 0.001		$ 0.001		$ 0.001
Common Stock, Shares, Issued (in shares)										3,759,433		3,759,433		2,960,573
Stock Issued During Period, Shares, Reverse Stock Splits (in shares)			64,218											
Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross (in shares)												8,000		
Common Stock, Shares, Outstanding (in shares)										3,759,433		3,759,433		2,960,573
Cure Based Development, Llc [Member]														
Stock Issued During Period, Shares, Acquisitions (in shares)							19,818							
Board of Directors [Member]														
Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross (in shares)	8,000													
Restricted Stock [Member] | Board of Directors [Member]														
Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period (in shares)						16,000		445						
Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Granted in Period, Fair Value						$ 13,760		$ 5,660						
Share-Based Payment Arrangement, Option [Member] | Board of Directors [Member]														
Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Exercise Price (in dollars per share)	$ 0.86													
Share-Based Compensation Arrangement by Share-Based Payment Award, Expiration Period (Year)	5 years													
Share-Based Payment Arrangement, Expense	$ 4,300													
Conversion of Notes into Common Stock [Member]														
Conversion of Stock, Shares Issued (in shares)					714,229									
Keystone [Member]														
Stock Issued During Period, Shares, New Issues (in shares)		180,955					64,218							
Series A Cumulative Convertible Preferred Stock [Member]														
Preferred Stock, Shares Authorized (in shares)									5,000,000					
Preferred Stock, Dividend Rate, Percentage									8.00%			8.00%		8.00%
Preferred Stock, Shares Issued (in shares)										5,000,000		5,000,000		5,000,000
Dividends, Cash										$ 1,000,500	$ 1,000,501	$ 3,001,501	$ 3,001,503	
Commitment Shares [Member] | Keystone [Member]														
Purchase Commitment, Maximum Shares Commitment (in shares)				281,934										
Stock Issued During Period, Shares, New Issues (in shares)				2,616										
Share Number, Stock Issuable (in shares)				6,104										
Number of Shares Registered for Resale (in shares)				281,934										

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Note 8 - Shareholders' Equity - Fair Value Assumptions of Stock Options (Details) - Share-Based Payment Arrangement, Option [Member] - $ / shares	9 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023
Risk free interest rate	4.34%	
Volatility	107.21%	
Minimum [Member]		
Exercise price (in dollars per share)		$ 10.355
Risk free interest rate		3.93%
Volatility		106.48%
Expected term (in years) (Year)		2 years 6 months
Maximum [Member]		
Exercise price (in dollars per share)		$ 12.606
Risk free interest rate		4.71%
Volatility		106.51%

Expected term (in years) (Year)	4 years

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Note 9 - Stock Based Compensation (Details Textual) - USD ($)	1 Months Ended					9 Months Ended	
	Apr. 01, 2024	Mar. 31, 2024	Feb. 28, 2023	Jan. 31, 2023	Dec. 31, 2022	Jun. 30, 2024	Jan. 08, 2021
The 2021 Plan [Member]							
Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized (in shares)							4
Share-Based Payment Arrangement, Option [Member]							
Share-Based Payment Arrangement, Nonvested Award, Option, Cost Not yet Recognized, Amount						$ 3,925	
Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition (Year)						9 months	
Share-Based Payment Arrangement, Option [Member] | Board of Directors [Member]							
Share-Based Payment Arrangement, Expense	$ 4,300						
Restricted Stock [Member] | Board of Directors [Member]							
Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period (in shares)		16,000	445				
Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Granted in Period, Fair Value		$ 13,760	$ 5,660				
Restricted Stock [Member] | Board of Directors [Member] | Share-Based Payment Arrangement, Tranche One [Member]							
Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, Percentage		0.25%	0.25%				
Restricted Stock [Member] | Board of Directors [Member] | Share-Based Payment Arrangement, Tranche Three [Member]							
Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, Percentage		0.25%	0.25%				
Restricted Stock [Member] | Board of Directors [Member] | Share-Based Payment Arrangement, Tranche Four [Member]							
Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, Percentage		0.25%	0.25%				
Restricted Stock Units (RSUs) [Member] | Share-Based Payment Arrangement, Employee [Member]							
Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period (in shares)				3,889	1,112		
Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Granted in Period, Fair Value				$ 40,950			
Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period (in shares)					556		
Share-Based Payment Arrangement, Expense					$ 6,250		
Restricted Stock Units (RSUs) [Member] | Vest Based on Certain Performance Hurdles Prior to December 2024 [Member] | Share-Based Payment Arrangement, Employee [Member]							
Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period (in shares)					556		

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Note 9 - Stock Based Compensation - Summary of Stock Option Activity (Details) - $ / shares	9 Months Ended	12 Months Ended
	Jun. 30, 2024	Sep. 30, 2023
Outstanding (in shares)	41,765	
Outstanding, weighted average exercise price (in dollars per share)	$ 144.43	
Outstanding, weighted average remaining contractual term (Year)	3 years 4 months 9 days	3 years 7 months 24 days
Granted (in shares)	8,000	
Granted, weighted average exercise price (in dollars per share)	$ 0	
Exercised (in shares)	0	
Exercised, weighted average exercise price (in dollars per share)	$ 0	
Forfeited (in shares)	(2,447)	
Forfeited, weighted average exercise price (in dollars per share)	$ 166.06	
Outstanding (in shares)	47,318	41,765
Outstanding, weighted average exercise price (in dollars per share)	$ 119	$ 144.43
Exercisable (in shares)	45,651	
Exercisable, weighted average exercise price (in dollars per share)	$ 122.98	
Exercisable at September 30, 2022 (Year)	3 years 4 months 20 days	

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Note 10 - Warrants - Schedule of Equity-Classified Warrants (Details) - $ / shares	9 Months Ended	
	Jun. 30, 2024	Sep. 30, 2023
Forfeited, warrants (in shares)	(1,352)	
Forfeited, warrant, weighted average exercise price (in dollars per share)	$ 337.5	
Class of warrants, exercisable (in shares)	48,957	
Exercisable, weighted average exercise price (in dollars per share)	$ 37.75	
Warrants to Purchase Common Stock [Member]		
Outstanding, warrants (in shares)	50,309	
Outstanding, warrant, weighted average exercise price (in dollars per share)	$ 37.75	
Outstanding, warrant, contractual term (Year)	3 years 5 months 1 day	4 years 25 days
Outstanding, warrants (in shares)	48,957	
Outstanding, warrant, weighted average exercise price (in dollars per share)	$ 29.48	
Class of warrants, exercisable (in shares)	48,957	
Exercisable, weighted average exercise price (in dollars per share)	$ 29.48	

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Note 10 - Warrants - Summary of Outstanding Common Stock Purchase Warrants (Details)	Jun. 30, 2024 $ / shares shares
Class of warrants, exercisable (in shares) | shares	48,957
Exercisable, weighted average exercise price (in dollars per share) | $ / shares	$ 37.75
Warrants Expiring September 2023 [Member]	
Class of warrants, exercisable (in shares) | shares	1,079
Exercisable, weighted average exercise price (in dollars per share) | $ / shares	$ 176.06
Warrants Expiring May 2024 [Member]	
Class of warrants, exercisable (in shares) | shares	822
Exercisable, weighted average exercise price (in dollars per share) | $ / shares	$ 56.25
Warrants Expiring October 2024 [Member]	
Class of warrants, exercisable (in shares) | shares	3,199
Exercisable, weighted average exercise price (in dollars per share) | $ / shares	$ 168.75
Warrants Expiring January 2025 [Member]	
Class of warrants, exercisable (in shares) | shares	3,357
Exercisable, weighted average exercise price (in dollars per share) | $ / shares	$ 168.3
Warrants Expiring April 2028 [Member]	
Class of warrants, exercisable (in shares) | shares	40,500
Exercisable, weighted average exercise price (in dollars per share) | $ / shares	$ 2.52

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Note 11 - Commitments and Contingencies	Mar. 20, 2024

(Details Textual) - Forbearance Agreement [Member]	USD ($)
Past Due Rent Default Declaration, Payment Upon Execution of Agreement	$ 80,000
Past Due Rent Default Declaration, Monthly Payment	$ 40,000

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Note 12 - Note Payable (Details Textual) - USD ($)	Jan. 30, 2024	3 Months Ended Jun. 30, 2024	3 Months Ended Jun. 30, 2023	9 Months Ended Jun. 30, 2024	9 Months Ended Jun. 30, 2023	Mar. 31, 2023
Fair Value Adjustment of Debt		$ 854,506	$ 0	$ (591,494)	$ 0	
Investors 8% Senior Secured Original Issue 20% Discount Convertible Promissory Note [Member]						
Proceeds from Convertible Debt	$ 1,250,000					
Debt Instrument, Interest Rate, Stated Percentage	8.00%					
Debt Instrument Discounted Percentage	20.00%					
Debt Instrument, Face Amount	$ 1,541,666					
Debt Instrument, Convertible, Conversion Price (in dollars per share)	$ 0.684	$ 0.615		$ 0.615		
Debt Instrument, Prepayment Payable Percent	25.00%					
Debt Instrument, Interest Rate In Default	22.00%					
Notes Payable, Fair Value Disclosure		$ 1,378,000		$ 1,378,000		$ 2,702,000
Principle Adjustments of Debt		(464,037)				
Notes Payable		1,076,963		$ 1,076,963		
Fair Value Adjustment of Debt		$ (859,963)				
Investors 8% Senior Secured Original Issue 20% Discount Convertible Promissory Note [Member] | Minimum [Member]						
Debt Instrument, Convertible, Conversion Price (in dollars per share)	$ 0.3					

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Note 13 - Leases (Details Textual)	Jun. 30, 2024
Operating Lease, Weighted Average Remaining Lease Term (Year)	2 years 6 months 21 days
Operating Lease, Weighted Average Discount Rate, Percent	4.66%

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Note 13 - Leases - Operating Lease Costs and Supplemental Cash Flow Information (Details) - USD ($)	3 Months Ended Jun. 30, 2024	9 Months Ended Jun. 30, 2024
Total Operating Lease Costs	$ 332,124	$ 996,373
Cash paid for amounts included in the measurement of operating lease liabilities	$ 355,239	$ 1,063,804

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Note 13 - Leases - Future Minimum Aggregate Lease Payments (Details)	Jun. 30, 2024 USD ($)
2024	$ 357,806
2025	1,159,949
2026	1,092,297
Thereafter	280,565
Total future lease payments	2,890,617
Less interest	(194,372)
Total lease liabilities	$ 2,696,245

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Note 14 - Loss Per Share (Details Textual) - shares	3 Months Ended Jun. 30, 2024	9 Months Ended Jun. 30, 2023
Options, RSUs and Warrants [Member]		
Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount (in shares)	112,831	94,948
Series A Cumulative Convertible Preferred Stock [Member]		
Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount (in shares)	185,223	185,223
A360 Shares [Member]		
Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount (in shares)		40,404
Commitment Shares [Member]		
Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount (in shares)		283,593

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Note 14 - Loss Per Share - Basic and Diluted Earnings Per Share (Details) - USD ($)	3 Months Ended Jun. 30, 2024	3 Months Ended Mar. 31, 2024	3 Months Ended Dec. 31, 2023	3 Months Ended Jun. 30, 2023	3 Months Ended Mar. 31, 2023	3 Months Ended Dec. 31, 2022	9 Months Ended Jun. 30, 2024	9 Months Ended Jun. 30, 2023
Net Income (loss) continuing operations	$ 459,737	$ (3,010,562)	$ (996,501)	$ (1,770,404)	$ (1,336,802)	$ (3,956,062)	$ (3,547,327)	$ (7,063,270)
Preferred dividends accrued	1,000,500			0			3,001,501	0
Preferred dividends paid	0			1,000,501			0	3,001,503
Net loss attributable to cbdMD Inc. common shareholders	$ (540,763)			$ (2,770,904)			$ (6,548,828)	$ (10,064,773)
Shares used in computing basic and diluted earnings per share (in shares)	3,592,969			2,379,633			3,561,884	2,360,908
Basic and diluted earnings per share (in dollars per share)	$ (0.15)			$ (1.16)			$ (1.84)	$ (4.26)

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Note 15 - Income Taxes (Details Textual) $ in Thousands	Sep. 30, 2022 USD ($)
Deferred Tax Assets, Net, Total	$ 0

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C5;P0P^"G]E*0#]B]G"9>GMM_^M@(<> M!#Q@+ 2*GVGI?@/JR5Y/D$^)!BB(/.A?H^-W(I@B#[G:2:.6OBA[&K/A@/49 M,,63P2*K4(?A8#(3R@_5@]`@&8,&*L!A. M1KLU"]B[T1&A>LV.(M5G,4&++12Q=X*G(@-MH!BK4(SAY/26(H8KN=D(,EIL_M\)8!6$,IZ<#"A,ND!8FHZ\VZ(M5],5P^GI#6=KSC_DK2^_Z!*FW\UU,"O_9 MYT(Q<=_GW?DG,N71\!.D2?8A3J^Z//^>Z9:G:X>8!&(!H=,Q$"}J)RC\1RG>T M7&=?V">T*E%\#YA91ZNY/^0/FAUOA_4$L#!!0 (-* #EGH M=VH@DP< !(A 8 >&PO=V]R:W-H965T&ULK5I_;]LV M$/TJA%=L'>#6(BE*5)<8:%,,Z[?P,)N?S,6'1.514V4G6.??=9E6R1HETL M!=)(JO'T[GA\[TCEZE'7C\Q&R@9]WA4N7FM*UG"-VM= M,T4#M_7 #PE2U%'D[:%LL2!0EBZU0Y6QYU7YV6R^O]*XI5"EO:V1VVZVHG]{} M0C]>S_#LRP=_J(=-8S]8+*\]\2#O9/.QNJWA;M%[R=56ED;I&M5R?3U[B]_< MQ.V UN(O)1_-T36RH=QK_?,BO9Y%%) NY;]P+ ;_V\D86A?4$./[IG,[Z M9[]![Q]=?O/_8!@_!W LC;W3QM\];S?6,SU NUV)7-`HQY]D%Q"S_E:Z,.W_MZ+&SC69HM3.WG:# <%6E8??XG.7B*,!.)X80+H!Y·(!M!M VT /R·JPWHM& M+*]J_8AJ:PW>[$6;FW8T1*.*.XUW30W?*AC7+&]TF<.DR!S!E=&%RD4# ^]$M("M/[H5"JZ M&(4Q$/,,7SP'![`?@5UQ;TPE5O)Z!DO*R*HO9\MOO\%)(),ONF=R=A(K[6.E M(>_+&V$V2)0Y6MD1+^<].[44!P1M?U =72>O*TL)^26C&<,JN%OOC@%PB[G&8I M529[=6]1KW&.-@UC?KE9Z!]" -582<-X7>C<%TS3&!Z MLHEP61\N"X,[H=S#1.C:"XTYSZ2$,(WPN;.Q1$C64K\V)(>6W(9-@0U60F5 M^S FSK/3C"?)"*%KA3E)CFKJ!&#: TR# &\/L)"I+)O59J,J\34>3B'0ATA M=(U2T$;L!\A[@/PB@/)S96G7M)6IFXV$ZCWA'Q]L[B!*$DHI&0%WS5(644[!MR+,>>19$_J=N1'$!R,Q].N$98?$(I6O'(TAP/)%@' V*%@5Y_/THE'E RHDM%^!0NH<'4,@<<)CATH\AI2RB"<39((`E<1AMF7PO*VT42(]5E[58J4(U2OK14I?0@)LC.@;KL^-IQ">P#BJ)PS+YH6Q$^:! M'4,Y4=46+P#)CR7AU>@PIP=FDNN%!WO!Y?3. +5*DRH[ZC 1>:5,+A:O+CF2\ M ,C*!OCAWQC,6M3^(,"XK $'FA0'W&,%Z8K;PEG,75QNH8<$T;B":.7&@Q+B ML!0>@ 8@NOH&A1A3YC"USS+!&2-3DH(`-<3\HIZ[4.*^6UQ^R@ZJZE=3]C Y M.PUZ$%(<5M*^`H:W$D^UFO0&[\HA)2J/8F1R/818E%$\P-1ETE 2S=W\I-M5;P,HLC;!&,ZANDQ3$B6Q!.T\5(RXWL%.]G<#]-5,YHD:>+(GL<0 MC"9I@QSM+<.R]UZN)91Z#IL/.*%WWCDGKHXQ!AW16$(\=IBG:3:Q&LD@=R0L M=R-M-NC;;SC!^(>^ZZMT,0]?O.]NH,C+$O':NTS)"D(X%3!#@I(P@KXFVYD M:$T15]/&=.PQ(7$VP<5DT#P2UKS3WOF([+PP[=+%6<(=C?88QE"L=*J%)H/(MD21(R[]H](%&UMNSQ$R":OG51R+/Y.TT[$$R25@R;S3T)E#AMHWC86]3^*,"B]7="CHH79.IA3@(` D+G,,CKXX@ASC$ MHV6,0W>:C4&[AB2.*.&)'SH=1(^&10]*P(-7J;>@QCJZMDXLQ23+*+)!$O3 M0?%H6/$.9')Q#5!7TDC&NJ=M4GV&-X):X5[#0F>B(Z- KH$3C*<3(^KO6;VC.A,(PP[@WW"S"/L&@V M]K7K7G;G%MU^SMX:,09>8>(67:BM.$4Z]ST[*9XM]T5[=O'7*[52GG/?ZBK M_*\PCS),$A>FSS:.08+3J16WI=);A= (\)AESQ^G>1M%$#A M\034H6&(+VH8!OEM5YZY_#LOM;SGQ/Y+/WG1(NC%],VKP5^%?6#*@VTBVL8 M&KU.(0OUX07\X.;15?L.^UXWC=ZVEQLI +HU@-_7&J2YN[&OQ?L_@UC^!U!+ M P04 " "R@ Y9F0,ZSR,# !,"@ & 'AL+W=OWV)^VNIGO42P)"7E L]\),&9#>^K^,EI%37908" M=^92I=3@5"U\G2F@B0.EW ^#H.VGE EOV'=K$ST6RLpP"BB,[3E*J_M\#E M>N UO->%![98&KO@+ L97< 4S&,V43CS*Y;&I2 TDX(HF ^\4> -FW @LP$4\ M,5CKC3&Q5F92/MO)?3+PJL(.,3&4E!\K& ,G%LFU/&G)/6J=UK@YOB5_:LS MCV9F5,-8\M\L,.V$!,>$?,]%W42 M!=;<-]3$N5F[#*3>CXFD?X1G$LUP:FH+?&]2GSO O'LK,/?V\MDU&GUFE&T M(W@_+NRU@U8G.BRY$;Q]*X,+1!=*B7P[^Z<,E/2G'1P(/&S!W_CRVVO73ZH6 M3&C"88[(H-Y!"E7<9(J)D9F[#,RDP:N%&R[Q]@2*!N#^7$KS.K'WB^H^.?P/ M4$L#!!0 (-* #EFZC<@+) 8 .(8 8>&PO=V]R:W-H965T&ULK5EK;JLV%/TKA#<,*=#$(D7]D24&FMC;,JQ,T*SK9]F8Z&2 MZ%&TD_[[74J.'^2U$G3]$NMQ[7.N=3E$7/UJ,V79JF4)4563??@Z6UJ\OA M)DM526;"U2-=Q9:%-)"Z?F8=BLC)+S-J@JARR*DF$EBWHBPNFJOW9C1E5[; MLJC5G2'-NJJD^7JC2OUX/.*#YPL?BX>E=1>&HZN5?%#WRGY:W1DX&^ZRS(M* MU4VA:V+4XGKPCEY.6!O0(OXIU&-S<$PD"#X^?L__2D@3W(!F2N%G)=VH_Z M)3>U)21>RP:30@LW5C=;4-AB>HBKK[E4];(0X"(\>P+8!S _@ M)P+B,4#\VA'X-H"_=@2Q#6BI#SONK7!C:>7HRNA'8AP.LKF#5OTV&O0J.C=1 M[]V!NP?$V=&MKN=0=C4G<-3HLIA+"R?W%GY@/MB&Z 7Y:Z6,-'5MR-FG6]G M!6#>D'/RZ7X,GSY\/(\]R^/CS&Z/R_T2??/J1&/%%N4L1M M/GXBWZ&-PVYEZ5JL-)VP4D,[!K19B1H&F=I=C7<'$H6XA*>L#P1Q[AQB*,B M3D0NXF/@(!`F+,NHV&<\XLMW?'DOWW]G&]U8UT+-TXQ3L*!TS2*$^XQ#G&,@3)Q M[C$.<5W'B4^X1"7PDS(HACGF^[XIJ]X=>^,7A06HYL&P\8\B@7UZ2*XC O! M/1KC$)<#*.7>1)B$.$JY>W56\C0(F Q F1YGF7"9XX 4Y9&/,UQYC3:.Y.HE_M8S< 2 M-\]JUC-P 5!\,"JD+.2T* O[%74CT8M-'(%PGJ;^A$=@*!=^XYL@,%C4#M,= MLS_P:.1U[,^*NCMZ0XJ:+&1AR$:6ZV=9-LK88EHJ<,U3M! LQSE\PDQP$26> M+B'[_((Y%SDT.FYKTI?KF-!V%X0UM\![%(9D&"F*X7R9^7/H3D*?-7[Y<-3M31"(R%ER:LKO_1CM-V3O:ZN,@I5LV^10GC'R#K/4[]BW.(XG/EL$%H/3RGS* M"$YD\EYOK=DM-^3O6\+2LY*Z'1OR%3!-[$B*Z,W1?N."J?;FA,KG_"N3T,? MQ46>QJFO"-*WG G@D=_W,60L>!JSU)<%0:91 L!3$W[OXFB_C7,&[D@=E'MH MJ'#N(>X4=P1Y@CN"[.>^=W.TW\[=&;50QL 7ZKS8%/#E.LEU-@;[[9G<*.*2, M.[)V/,]5[K+5JKN+"Q3:S!A\6)[DOD0AD,5IGL3^p,%9*!.6,8%VZ>_=M# _V;"ME'MK\@9:UKJVW4[=[NIN0_Y=NPWM7;^AE[<4N3ZFEY-NNWV?OMO] M_R# 0U$WI%0+&"JZ2.%I3;>4WIUB6OINWC*?:6EVUATLE82UQ +B_T-H^G[@! M=O_6&/T'4$L#!!0 (-* #ED80[D *0, %(* 8 >&PO=V]R:W-H M965T&ULI59;;]HP%/XK5K2'5F])LW27 ZM1*GMO6W+ M54(S(GM\2W.867.1$05=L;'E5E 2%Z0LM5V,0SLC++=&@V)L+D8#OE,IR^E<-M(+G+,B)^CFG*#T/+L8X#3VR3*#U@CP9,LJ$+JIZW M6@-_-2S2^-+PC=&#/&DCK63)^8ON?(R'%M8!T92NE+9 X+>G$YJFVA"$\..R M:=4N-?&T?;3^OM .6I9$T@E/O(-8)4/KSD(Q?9=J[TXO.M]3:WHJGLOOB M?$,[3E*J_M\#E M>N UO->%![98&KO@+ L97< 4S&,V43CS*Y;&I2 TDX(HF ^\4> -FW @LP$4\ M,5CKC3&Q5F92/MO)?3+P JL(.,3&4E!\K& ,G%LFU/&G)/6J=UK@YOB5_:LS MCV9F5,-8\M\L,.V$!,>$?,]%W42 M!=;<-]3$N5F[#*3>CXFD?X1G$LUP:FH+?&]2GSO O'LK,/?V\MDU&GUFE&T M(W@_+NRU@U8G.BRY$;Q]*X,+1!=*B7P[^Z<,E/2G'1P(/&S!W_CRVVO73ZH6 M3&C"88[(H-Y!"E7<9(J)D9F[#,RDP:N%&R[Q]@2*!N#^7$KS.K'WB^H^.?P/ M4$L#!!0 (-* #EDZC<@+) 8 .(8 8>&PO=V]R:W-H965T&ULK5EK;JLV%/TKA#<,*=#$(D7]D24&FMC;,JQ,T*SK9]F8Z&2 MZ%&TD_[[74J.'^2U$G3]$NMQ[7.N=3E$7/UJ,V79JF4)4563??@Z6UJ\OA M)DM526;"U2-=Q9:%-)"Z?F8=BLC)+S-J@JARR*DF$EBWHBPNFJOW9C1E5[; MLJC5G2'-NJJD^7JC2OUX/.*#YPL?BX>E=1>&HZN5?%#WRGY:W1DX&^ZRS(M* MU4VA:V+4XGKPCEY.6!O0(OXIU&-S<$PD"#X^?L__2D@3W(!F2N%G)=VH_Z M)3>U)21>RP:30@LW5C=;4-AB>HBKK[E4];(0X"(\>P+8!S _@ M)P+B,4#\VA'X-H"_=@2Q#6BI#SONK7!C:>7HRNA'8AP.LKF#5OTV&O0J.C=1 M[]V!NP?$V=&MKN=0=C4G<-3HLIA+"R?W%GY@/MB&Z 7Y:Z6,-'5MR-FG6]G M!6#>D'/RZ7X,GSY\/(\]R^/CS&Z/R_T2??/J1&/%%N4L1M M/GXBWZ&-PVYEZ5JL-)VP4D,[!K19B1H&F=I=C7<'$H6XA*>L#P1Q[AQB*,B M3D0NXF/@(!`F+,NHV&<\XLMW?'DOWW]G&]U8UT+-TXQ3L*!TS2*$^XQ#G&,@3)Q M[C$.<5W'B4^X1"7PDS(HACGF^[XIJ]X=>^,7A06HYL&P\8\B@7UZ2*XC O! M/1KC$)<#*.7>1)B$.$JY>W56\C0(F Q F1YGF7"9XX 4Y9&/,UQYC3:.Y.HE_M8S< 2 M-\]JUC-P 5!\,"JD+.2T* O[%74CT8M-'(%PGJ;^A$=@*!=^XYL@,%C4#M,= MLS_P:.1U[,^*NCMZ0XJ:+&1AR$:6ZV=9-LK88EHJ<,U3M! LQSE\PDQP$26> M+B'[_((Y%SDT.FYKTI?KF-!V%X0UM\![%(9D&"F*X7R9^7/H3D*?-7[Y<-3M31"(R%ER:LKO_1CM-V3O:ZN,@I5LV^10GC'R#K/4[]BW.(XG/EL$%H/3RGS* M"$YD\EYOK=DM-^3O6\+2LY*Z'1OR%3!-[$B*Z,W1?N."J?;FA,KG_"N3T,? MQ46>QJFO"-*WG G@D=_W,60L>!JSU)<%0:91 L!3$W[OXFB_C7,&[D@=E'MH MJ'#N(>X4=P1Y@CN"[.>^=W.TW\[=&;50QL 7ZKS8%/#E.LEU-@;[[9G<*.*2, M.[)V/,]5[K+5JKN+"Q3:S!A\6)[DOD0AD,5IGL3^p,%9*!.6,8%VZ>_=M# _V;"ME'MK\@9:UKJVW4[=[NIN0_Y=NPWM7;^AE[<4N3ZFEY-NNWV?OMO] M_R# 0U$WI%0+&"JZ2.%I3;>4WIUB6OINWC*?:6EVUATLE82UQ +B_T-H^G[@! M=O_6&/T'4$L#!!0 (-* #ED80[D *0, %(* 8 >&PO=V]R:W-H M965T&ULI59;;]HP%/XK5K2'5F])LW27 ZM1*GMO6W+ M54(S(GM\2W.867.1$05=L;'E5E 2%Z0LM5V,0SLC++=&@V)L+D8#OE,IR^E<-M(+G+,B)^CFG*#T/+L8X#3VR3*#U@CP9,LJ$+JIZW M6@-_-2S2^-+PC=&#/&DCK63)^8ON?(R'%M8!T92NE+9 X+>G$YJFVA"$\..R M:=4N-?&T?;3^OM .6I9$T@E/O(-8)4/KSD(Q?9=J[TXO.M]3:WHJGLOOB M?$,[3E*J_M\#E M>N UO->%![98&KO@+ L97< 4S&,V43CS*Y;&I2 TDX(HF ^\4> -FW @LP$4\ M,5CKC3&Q5F92/MO)?3+P JL(.,3&4E!\K& ,G%LFU/&G)/6J=UK@YOB5_:LS MCV9F5,-8\M\L,.V$!,>$?,]%W42 M!=;<-]3$N5F[#*3>CXFD?X1G$LUP:FH+?&]2GSO O'LK,/?V\MDU&GUFE&T M(W@_+NRU@U8G.BRY$;Q]*X,+1!=*B7P[^Z<,E/2G'1P(/&S!W_CRVVO73ZH6 M3&C"88[(H-Y!"E7<9(J)D9F[#,RDP:N%&R[Q]@2*!N#^7$KS.K'WB^H^.?P/ M4$L#!!0 (-* #EF

M:H>SJ_>NA@NNB6*4&Q_!3.)M80*@C61I] M\4S\B)Y&(XU[G@6"^G^@T#=JW\,<17/PZP!Z;OA2_W+Q$+Y "V#M\;F]'F2^UE^$!YF!X^\Z+YK %[M./>OL+3?FYR=H";YTVGXX&PO=V]R:W-H965T&ULK59M;QHY$/XKHZU4724."$F;7@I(D% U=Y<7!=I^_.T'LSNP M%KOVQN.%Y'[)S7@76)H4W8?[_FM[YIEG7NW^QKH5I8@>GO+,_T"!*O2\N.AV* M4\P5M6V!AD\6UN7*%]
(M.U0X5$E0RK-.K]O]T,F5-M&P"_;NW;!O2Y]I@_<. MJ,QSY9['F-G (#J)MAL/>IEZV>@,^X5:XA3]U^+>\;JS0TETCH:T->!P,8A& M)Q?C,Y$/ M\T;JCQ#>+)W J5+*Z30=050IAA[5!\=\:+S'+!(AI/-.8TJKC\%\4>K5"+_ "H# =9#3B19C3Y"*X&;2:G MC21EZAV?:M;SPUOK$?KP:]PHM*OYAG"%./2:.^10)D$KLT:R7,B/-SY%%WC MO-
_QS&&0.G%M;US0Z_W$WF]P8XU/"28FP>10OV/<=P[TM@Z,>TAU>V=\$YW 3D->*=' D+@+7S61IE8JPRF7GD4_U_UMX([>QU.>NJ""A7C M(,*F(71KC(9OWYQ\Z'YZ0O9L1_;L&/IPGQH";>
*YSZDK)',R6.I_7,SI[^(MQ*4ZSRT+,Z<2,98P(D)/[^!*4YQ9*AW"7S-\\C#.;+SZ^S7'CU)[W?';N]F$ MJ^UF]/#'9#8:_SF!Z>3RZ\/U['HRA='M%5S??IM,9S>3VQG8,-EBZ"@L"[, KL
MKF01(V)@4V&S<'-,JP3FS_51*6B%A4&@)O/VSR?DG M G%2QQSXC22+6SG,&Y0.:5RVPA9@@8,V-IX8\LL%(?P+ER5;!64690+(]JSBFHND@XLI 1[4Q.M=G'+X-'G&+C7?H>PY^@VR
MU49"0^6_S' ;[@R,V),,SL/ETVOQD"WXHIAS,.L+Z;0%IV"LE+C8W?;N/O8_ MENIAAQ5*)RT>7CI.PTRI8Q=+:A=ASG&9J2SC_^T2>.U"Z32>!CPMEN$!1%7I M5:^$W>[NC36JGA9[\>]!QI?
*DKL,,ERP:K=]_C[B<@V/GFKA;1$>&G/K>32% MSY3?B>A$@,\7EN_6>B$&=B_/X;]02P,$% @ LH .65V-(QHC P N8 M !D !X,"]W;W)K&UL?55M;]LV$/XK!ZT84D"+ MWBT[LPW$:,;NV0-
L@R=8@U3$:2J0TDG&Z5;9FFIMY'I++:!{4B2N X M$%6,RV Y]WO7>CE7.RNXQ&L 9M>V3# ^M*3^M\1;M WJUIE4THM2\16FXD]QLP@NDXM5[OR]PS\
<]^; !E?)6JE[M_A0+X+8$4*! ME74(C%X/>(5"."B\=^ &8PI7>"A_8S^SM=.:M:R9P2LEOO+:.HM@&D"-&[83 M]D;MW^.03^'P*B6,?*^]\WR *J=L:H=@HE!RV7_9H]#'PX"IO$O M(A(/6\
M^T2>Y1MFV7*NU1ZT\R8T9_A2?321X[(Y=9J.N449>2;7E47(X_%(!06J62 MYI$E7<'X_%!:O$6/&JL=(?5X@Q@T]*VL; 6UEC_6\1'Q&4NDSJ55Z$O#C3IY#%H>0 MQFE^ B\;B\P%Y^@VR
-6P3LNF:PX$W!KF46Z7-8'RX_#N>_DPG2LPD5 M'X)!_8#!\O??DDG\YPFR^4@V/X6^' ;K&C'JU1/V]E+PX_G>6] W68TVVLX2^E.@.O M(V3H@SC2>'MQ,.G61%.\A(NU])IA0#6JIVK26V UP)A
MPRHNN'T"2"0] 1C"1GO%"*&A%#2Q+53*6!."J33K?-X],Y9:2=]#VEW:,],I M+D@K7P.C2S% .5Y@&X2.O%3MS"=_3MM<5CNMR<7!2062;L,_IGSLRD8'@M*B MWGK9 $20:NJU9=P=E?
FR%Z07]6(S&JY=* P V%QN=E$8#NI;)?6-5Y>5HK M2V+GS8;^+]B= YUO%'V]P\(E&/]7R^)02P,$% @ LH .65<4V\LO P MV@8 !D !X;"]W;W)K&UL255M;]LV$/XK!RT8 M-D"-
WBT[LPW$B8MV6%(O23<,PS[0TMDB0I$J2<7IO]]1LE5G<_U%?+M[[CG> M\=%TI_2SJ1 MO-9"FIE76=M=?1U2)U]IW!'QQWYF@.+I.U4L]N\;&<>:$C MA (+ZQ
8#2]X@T(X(*+Q98_I#2&=*X_\@/Z^RYUR63.# TK\R4M;S;RQ!R5N M6"OL@]]P"T^F<,KE##=%W.];99Z4+3&JGKO3 QJ+ON1O>[OX0E)Z$,[CT M-)Q[-%>F807./'H5!O4+>O,??XA&X2]GR*8#V?
0<^OQ0%1]6@DG[MCAPRTTA ME&DUPM]/^&IA(53Q_;+]),Z&.9W$_:>GJ);7&ZN'3:OGP]+=[_9VEO<*/JH6HC0^;5DMN789O MXUQ
Y&=Y[J=1U,V32>SG^OCNF&PW]-1,S>7VR#X>IWZ<9\/X&}}3KI0H@=>_-M5B]]^2$=YWXXCH;QNJ4']-9<4,N\@RBBS1QB/TG'?CYRLRC/_#B.$)XQ)#%% M6[>"FJDD9:",I.[JM.>GR,\GF9^'(?
SL%FDV]D>I6YR^1A\DNARS+/%#BG,! M>32B?"=P>PR+KZ3-!DD<^YC4U,WILNR8@8N$*(23<7=T$;<3HI$#Z3K8"D%2 M2_RG=%TM3C5Q<*0W-
>IMIZH&"M5*VTO/L#L(]W6O5]_,>]6_8WK+I0&!&W(-_M+_/,]TK:,^PJNG4:ZTLE:*;5O3S0>T,Z'RCZ#WO%R[\#N;_PM02P,$% M @ LH .663'_KE(P 5 -< !D !X;"]W;W)K&ULA551<^(V$/XK.
[Z;FW,$Q<(8"#E@!D*N1Z?)90)M'SI]$/8"FLB23Q)' MTE_?E4P2VI2M4 MM++6IN2.1+-);&60%\&IE$G*6"\IN5#1>!AT=V8\U#LGA<([W97EMP\35'] M_2AJ1\^*>['9.J](QL.*;W"![H_JSI"4-
"B%*%%9H1487(^B2?MRFGG[8/"G MP+T]FH./9*7U@Q?FQ2ABGA!*S)U'X#1\PRN4T@,1C:\'S*C9TCL>SY_1/X78 M*985MWBEY5^B<-M1=!%!@6N^D^Y>
[S_C(9ZNQ\NUM.$/^]HV2R/(=[;!\N!, M#$JAZI$_'O)PY#'I!ON.0'AS2P+O>*+'<:L:8V5?@=K #=:N:V% M:U5@\=H_(5X-N?29W#0!"_C;3K6@PV)(69J=P>LTP78"7N=,L!:WO\ZGOU_#9+&X
M7B[>5L:QAM<:;D&O@# 6E8;+ TOJ.N8![KPDDZF M*>5KXJ;&;R'M!UW+[HQ8^RU\)$30H^8UF1>9>%M<.PQ'RKM-2;}[A'*7 -M:Z.+N-=/7+]GX)UFPE##N)K.OH2TM7(RZ_7Z\466 6/84/$2?
^38SP9QM]=O MQGE9<6%\N?ETB3=I_*G=CS 61_5SD+HL.TB34ALG_N6AF9$WM1ZA! U>26VM M. 66QH.L1X3['BN .^F OC8)2^VH]"F'<9\Q(I,1O!.G[4',!NS51A_>],H M?_ 1\)&> ?
LJX!\2V% 5O&]30"SNL0YP57BQ3?'U.BR&PO=V]R:W-H965T"T#YT^"N _9$5Y(A^"===R0XA M9W)X,$BKW6 _U5XT.2C];$\$"R^5D&8:E ;6UV%HLA(K9OJ]1GDA24=(5L[35
MN]#4&EGNC2H1)E$T#B0&93";>-F3GDU48P67^*3!-%7%].L0(H<#,,@1&?WN\12$<$-'XK\,CBZ=X>GZ#?V+CYUBV3*#MTK\ MS7-,3H,T@!P+U@B[4H>OV,4S4M=5TRLG.SI;* M(HSA-
[A5TG*Y0VG=TO <-7#/@DMN7'*8=9!SEO(Y">05_! 6*6!>YEC_M$^ M)'I'CLD;QWER\O!,(_LPB'J01,GP# [@&// XPW.Q&S *OC")9,99P+6EEFD M6K/FLWA,N.'G<*YMKDW.,IP&U!
<&]1Z#V:,^_Q,/H]S-DAT>RPW/HLWEC2&(, M9.7:$E]?RW?<6*$*91B\L\$7"W.ALN=_/^.^GWYN+FG]\-\+C>+Y1_WRXU/ MKA=W]ZN,S)>Q"4^--
@VCF]#;8E"AWJ$&MM/H+POH0XTY<$GG7%*"XK0'lJ"@ MH%Z#38F042UHZKV&;,EEM!=_Y" PPF0,R+8$F!=1:[;GO\P/A4:MFJB'H'&CJ M_"-
E#].5I^!LRP6WKQZC8%S#GHD&X4":.1(CZA.R=1>W@S]QCP(&U#.OGL\[M>2:,;CU3F8(M&8EH3.0Y=PR)[F"0]M+T"NZ)IF.Y+AGEE\9,(W+8(G!C&K(D MKS73%E1!(#[@]^[I05-35$YN2&
*U@XCTLU06Q.1(@8T:T@2)K!FNA*BB73 MG +A#+.OD&WSAN:"[8D]7$5=M>A1(T4EV,WBW5@UOG#JFCTN:K#S=%TMR
ML6I=F+=X%CZ,D,+,2KAPMI_JP\I%!!*AQ_5XFAT%0U2N#F]&B*57,.]830Z9L TV7 %TV7"EEHU MNQ+66%,W;ZE4NZDQZ(-4/OW41363KZ=UXFZJX"[A/T!33;]GV?N)KWIG,(W
M)AMZP2".VYGDT#*]K]+0MOXP/2-4]L(M+,@TZE_2>Z+;%Z?=6%7[*;]5EM2,ORSID4;M%.B\4#3UNHUS<'SV9_\#4$L# M!!0 (-+* #EEV=_/Z/0(_<$ 9 >&PO=V]R:W-H965T-I '-K8-
(4*C6.:4(LDW3M]N"Y%-*,@X*HN@Y#DQ58,M-3%4I[MLE&Z9&1#O0U-I9'E'E2*,(ZBR[!D7 ,)R.\M=3)2-0DN<:G!U&7)],L4A=J/ M@XO@=6/%MP6YC3
956R+!.Z1OU5+!,*.Q8H!".R,KXTW(&74D'/%R_LM]Z[];+ M(S-XH\0/GE,Q#CX$D..&U8)6:O\96S]#QYE^RIJT/>46 M1\E"$<(5O(<5"D:8PY)I>H%4,VF8_W!F%)(MY-+#K"6=_J3Q"=*/<*\D%0;F M,L:
\?WQH!78Y$#0_$F@LX9=:]J ?O8,XB@=G^/J=Z[{GZY]Q;8 4W'+)9,=9 M@#59^[;,Z<?ZAFYPG,X-SK6I6(;CP$Z&0?V$0?+VS<5E],F,V$$G=C"/3G] M9V#&32:4J37"KQ2?":0"9;O?QRQV#5;SKY-
T/H/E9)7^A'0U6.PG M-^G=PV("R6Q=\Q>-!\>JM'S$#F:HE-7W8[793/&F.]U]Z@N]N2OU!+ P04 M " "R@Y933?I">\$!:"P &0'AL+W=OE6P)'U8B=.FAC(BXNT:)LL3AL,PSXPTMDB0I$J
M2<7Q?OV.I.(ZF^-U'RR3Q[N']\X[6BA],RI$"X^UD.8XJJQM#OM]4U18,Q.K M!B6=S)2NF:6MGO=-HY&57J@6_2Q)]OHUXS(:'WG:E1X?J=8*+O%*@VGKFNGE M*QJU.
({2Z(EPS>>5=83^^*AAX9O'!=F;0W.DCNE[MWF0WD<)4XA%%A8A\#H[P'/4 @'1&N[S"CU95.<'W] MA{>VTZVW# TK<\M)6Q]$H@A)GK!7V6BTNL+-GZ/.*)8S_P8+PYDD$16NL
MJCMATJ#F,ORSQ\X/.P*CEP2R3B#$>H>+O);GS++QD58+T(Z,T-S"F^JE23DN M75"F5M,I)SD[.J(LP@AV85HQC942)6KS"TR^M]PNC_J6KG",_:*.PUPV0MP M!_!925L9F,@2R^?R?5)MI5_VI-
]IMA7P8RMCR),>9$DVV(*7K^S-/5Z^Q5X# M5L%[+IDL.!,PM,QF]>I7O)NRW* M#E,*#K:ACT,4X(\;?+1P*E1Q_^",%;QR^7-A,(^O3BYGEQ_PQ65!6J-)3F&;H0WKT99FKZ#FPKA3-4-
DTO@!EAK*Z7Y7\!WN3& MM C#!))_G<1)DD*#.O#'\$"'96'5'5&R M)#WHP2A-=L)G,$K@G!O+Y,SEIJ(_^,39'1?<:K=E1 .6<]WIQO]?@2TGW Z74$6>;/R MWO[PH#?(-:^Z&&MBZHXJ6
BFM6$+\9R&<+IBF8ZQHN MN*W U0(OD$PB8H!QELPUH]ZU^X^UV"&S+9D? RW2,]0H>:2W._\0 ^C8?YM M*92A'*(WAORBF7L(=ET9NO>"8J8>,*2$1LI/PZGC/EU-4>"JC->*+CB64 C;
M/USF\)EI%2M!JI>S:SV3-F%1A3E5-DC227"[V_7PF%(JR\7A<-I0ZT!H*SU-UGPI6W.]."WHQB8N@"R=> MJQ*%2P3'HKK4{(J$OZB<#]F*M.%L\HBZX.,)/53!D,3#?!_2),Z'PR'LIEF\ ME^Q1}5]S
M^L$>[8[*OSFG(-F_PU02P,$% @ LH .68T,%6PR! >0D !D !X;"]W;W)K M&UL?59M;^,V#/XKA'<8[H#$[TF;+@F0]&7K'=H4 M36_W8=@'Q69LH;,ED^2DW:\?);NYIDV# HTHD0\?DB+E\5;
(1Y4C;G@JBTI- MG%SK^LSS5))CR90K;JSH9"UDR32),O-4+9&EU]@LO-#WAU{)>.5,QW;O3D[' MHM$%K_!.@FK*DLGG.19B.W$"YV7CGF>Y-AO>=%RS#>)>HO]=WDB1OAY+R$BO% M1042UQ-
G%IS-8Z-O%?[FN%6OUF B60GQ:(3K=.+XAA 6F&B#P.AG@^=8% .(M:/SL,)V=2V/X>OV"?F5CIUA63.&Y*[P5.<3Y}2!%>L*?2]V/Z%73P#@Y>(
M0MG_L&UUXS#2:.T*#MC8+#RJOUE3UT>7AF<^A\8A)U!:'FWCBS+"Z,9=_"S% M%J31)C2SL*%:.R+'U.4I99TRLE.3V>%1AA!Y9:)()\PIP!3.!Q MI\F 4?:2#G+>0H8?
0({@1E0Z5W!9I9CNVWM$;\S8<828EJS++%_YYP"<-\X*J M}^\A[D?1#W._73Q)59O?G!4L>_M^\LD%P751M2V90V^O810BA0+%Q:-A*UM-$S[;(.2Y@8P11/%&B@")%>\,@#Y
M!@MHG@'^;+A^;MDJ:CR]%\3&D"=ZM10,KBR\94U':2-?B#\CDVZ;$E'0B+/[M;%5@-^?X?^1,JHK*#R/AMJ#]HI@AR6Q>,X TG@UE1E8!N/>YN/?QX&[5$ M,W*-MUF62S%\0E\@6 X=/VA
M/7WC?C]9\4DO"DXA"$8N.8C<-(<@+RW->XM!;S@=G^/J=Z[GPF9DNBQZ03C8/>U-?T?4$L#!!0 (-+ #ED7<^.KHP, "D(9 >&PO M=V]R:W-H965T<.<:E1 .6<]WIQO]?@2TGW Z74$6>;/R MWO[PH#?(-:^Z&&MBZHXJ6
5R8ZISW]=ICB73/5FAH)6%5"4S-%5+7U<*6>9 9>&'03#P2\:%-YLX MV[V:361M"B[P7H&NRY*IETLLY'KJ];VMX3M?YL8;_-FD8DM\0/.CNE<6/@LI#I\[_'])YD/*[W]N[QQA;^
MD8)IYJZ(!BY6LEAQL023US)LF+B!?!GS_KK8A'G7$RA'#*0 #>-8C8O\$/ 6OOI.@&/M,\+ M65 ;=05RR*:7\O]H"^2!@E26);4\ZA[I,U2U2G-J7/NJ,6VW{G7(=T7XU1[? M;"JNF&NM;W(YZP\'O6 %
<$=%Q]=8#B&UGR7&FF97=BWT&30"Y,#Y"@,H;%] M9:*F9\"DO<1!R,;K#TNZO3'%+$QNTP)-SB*BX)7%@(VOC5?8]HR.4[*&H1_T+Y+5$OW2&QBJ8DN,T\EWUMTI>-&T
M_[U[\XA^8VI)%P4*7! TH(@>J.9A:B9&5NXQF$M#3XL,YO26H[(.M+Z0U"O; MB0VP^W6 @ I@4 !D !X;"]W;W)K M&UL?53;,MLP#/T5P@.&/G3Q)6Z;=HF!W+JE0-*B
MR;,'80^*S=A*9/[*RPV*HC*N1F9R=D2;0Q9>ZK2B+)'*AD?A0%EWY)*/>2H?,]R&0H:LTH MQP<)JBY+(E\GR,1^Y(7>F^.1YH6V#C%95B3'>IOU8,TEM^Q0+1$KJC@('$W
M\L;AS22V\2[@.\6].EB#S60KQ),U%MG("ZP@9)AJRT#,[QFGR)@E,C)^MYQ> M=Z0%J[?V&]=[B:7+5$X%>P'S70Q\@8>9+@C-=./8O\5VWPN+%\JF')?V#>Q M%
[$'.:VT*%NP45!2WOS)2WL/!X!!\ X@:@&1T]TK01ASEMBAK+>&:88KE%:>MX"6>PQDIWCGX/ED2FA5DWA6[.,&[_]LRPW]L(T^ M@YVH)=SB5M9FQD!TU6ST3,^\PK%"^
>]4Z+,W810D{J:ZZ:..F\WA,9_[T_M;R:8D993KH#ASD"#WM6%![*9"HVA1>4Z<2NTZ6NW+,P@16D#$Y.F#?9&O:.M:C0G?P!02P,$% @ LH .6;KO1L7 P]0< !D !X;"]W;W)K&UL?
55M;^)&$/XK(_=2I1+%QH24I($">@NNES1)7=5 M5?7#8H_Q*O:NL[N&\.\[LP8G:3D^@=/=EYIEG7G>TU>.;)YH@.7LI"V7&0.U== MAZ%-
H*%=UDVI3"T=:L0UL9%*E7*HLPCJ++L!12!9.1/UN:R4C7KI*K MEP9L79,"[&98Z.TXZ 6'@Z]RG3L^"">C2JSQ =VW:FEH%[8HJ2Q16:D5&,S& MP;1W/;M@>2_P7>+6OED#>
[+2^HDWG])Q$#$A+#!QC"#HL\$;+ H&(AK/>\R@ M-O1]_X,&"_1A?7_L&UD M^U$ 26V=+O?*Q*"4JOF*EWT"BZU<;F&N4DS?ZX?$]246'XC-I_=[7]0C_]0!S%%R?P^JVC?8_7/^&H!:=A
M(950B10%/#CAD-K,V6/^-G 7Q^&X5ZYM)(V252^'GJO+*3RVIC3\C[NT=+&R^%S3!?$A9PEG%.A*.(-)4\'SM0 M'P_)?R$[L,TEF(I*S&-@*'=/AIS%&@LTQ(OM1 MU&2F\B.ZIMEA8/IP \-X
N^_^[O[REV!.M[%>Z%(?/]7H?JIM_U\']#AN.> MY$*M.=KOP%]K@_)8&ZG6_N"9JID+"7EB434J?"WM#S <'6N+OOMN3]^+W2L MT<,WH[A$L_8/CH6$T]A,Y?:T?=.FS2A_%6\>1/)S+96E4LE(-
>K^_@<(], MLW&Z\H-]I1V5FU_F]"ZC80&ZSS2VO-^P@?:EG_P+4$L#!!0 (-+ #EF\ M\B%QUP0 -* 9 >&PO=V]R:W-H965T 5;9C5S;E];H6)WE(Y4',*!:C30K:8S)UZ=;&L8L M87G+"XRD[J-
SNELM3;?&?G8;1 ^OA=)NUMIX7UYU.B[;8"%VZXTJ+(@]:A>]DW>ZH4PBI6_-IF'NR\ZFIO)(:GRRXJBB$W=V@,MM9J]?:.M3WR2ZXWGB\!:58B"B\:7&;#5;LN/A]Q[}F@C+4OA-M\:.H/V7N-[/6N
4YKD2E_"> S_15K/4/&RXQRX1>VT;9/QEGEO"EJ9V)02!W__MQ6L=AP.'<:./\A?AQ7QJS18L6Q,:?P2IP9O(2(1>'R[@ 4F.&12LN?U!OA M!J?A^)1*G7 M=5[@KV=\]?"C3/,Y{[U.DS*>)OWX\?F.<_]P=
[VX6\#S!N'6%*70.]@<(!XHW M!K&V&$,%U) TG]F,&F(*8)9K61&Y(3.82LL,DQ%+EOI-[4W9J F=X"OI,2L M9HE^BZA#;OEGU(,Q(5M//12$'K"A5E=,$R]\7#QQUH7>)+&ITS4EQ64BRE
MDEXR"XO4)S*SUO(?S$%X\BB(>A;X0\Z,^03O0.W D]H0"EIY$:IB,7O28A<% MFQ>TP9#H4QNP5NAU'4GI M@N)"[_]=:8\EZ%%48TR7,'G2>T"5Q"%J8)+I'RB=NS,R+5R0/J5U%9(A\C&I1<'LD0^
N[E&'-=:LN?+R*F3N,7>6[]JQ M,,G=<.1(:E.Q*E,L43IX#W#>BI!C+E 6*_^B_(8>B%%X595S(AU[4N,F\ 36 MJ&DC%4Q$3BU1,BCW]CWE?:PRJA0>LT;MC))< 3FXYO!SRFO:9 .833Z.*4I
MM:B45<4,+!89'PM%5YN[H@-$6=EWPT<6> @9ZU_J,ABZ6 .Q/PH#>#:>A!T= M?6+%^{Z#?C2\>1.%S M0R]0M&Q ZRM#=WP]X V.,^ W\7U!+ P04 " "R@ Y9!5OKS8L# #(!P M&0
'AL+W=OD:*F M>ZF>=(UHX*5MA)YYM3&[21#HLL:6Z.'?.MM2S:>R,PT7N%2@N[9EZI\%-G(_\R+O:'G<@VI80S*?[M@65VA^ MVRT5:<$I2\5;%)I+ 0HW,^\FFBQ2Z^\XUV:$%A V6
MQF9@']O&]]@-T-A'!^/N0TSMM:0//Y6/VCXX[<5DSC>]E\P>O3#WS"@\]W+"N M,0]R_PD/?$8V7RD;[;ZP[WV3V(.RTT:VAV!"T'+1_]G+X1S. HKP.P'Q(2!V MN/N-',H/S+#Y5,D]*.M-V:S@J+IH
L>%++O9!K#@8#BA

MPR*VKB1/'-=C^O60/OE*^@H^*FE; Q_D%K=?XF,G9=*3G/2LDZN$OQ[D#*%)* M(*%)=H4OG?J3!K[T2G\,#/HNR1O0V66T/U$W9L]K7$;NR!C4+QBMOON&Y?3' M*[5E4VW9-?,5>V%XTVALADUS&_6 +R@/"'^&@N$17RVL.U4__W6I]NOLCZU& M/&W/%T;8J_'N^HVAW]/"-QZ^]=5897GG[?3<_O"V5GV/ND8PW'45WD!*JK1P.M%X4BGS$7-,FA%)*DIQ!R6:%\H+PIWK%4R)R5E M9\I92;(L(SDK3LY+WV1\-EM<^4V8H ,"$!C&S.2=AO3M,)O^"Q\F_$>N&R$_M=+AS4#HKYA'H86H.AE7[,*F>E'5S+RQ;]Z-![0/<^YURIW$T?(+IU[7Z%U!+ M P04 " "R@ Y9)W[/]MUDS\6W"$]>*Q*J?.3JGZPO-DML.*RG> M(],K&&RJ]O10,#'U2"Q&>_V4NMC>]L+ADL!LJD]*I[F M6/+]U F<(%E:8BTC+\=I]:O.8##^)G] MRGK77M94XH*7OXI<[:9.ZD".&]J4ZI;OOV+G)S9\&2^E_<*^S8U]!{)&*EYU M8*V@*EC[IX_=.0P Z5L T@&(U=UN9%5^HHK.)H+O09ALS68":]6BM;B"F4M9 M*:%7"XU3L^]<(83P -[9 S+%Q1.2S@!X@9QXOJCV,9)2MQ1Z@\>T()7-6=Z("%PPR1QTS QT5B#PFB0>_MJ M@-/03]UQFL 9G 9DY"81T>$=5[0<9)] Z!(2N^/ ,!RY?DS<<4(&&=I438L< MDK&,;CD80&&5) !\193DLNJ3B%7WHQ]I/8.E)&+ NC*(%#5^L_"JY"L,5M14+& M&Z;:VNMC^\YUV1,L2WK;]FZHV!9,0HD;#?7/D]@!T;,2=J!X,Z+PB3H]0W07C[H;F WZ?C[[!U!+ P04 " "R@ Y9F9VG3,\" #!@ M&0 'AL+W=O[F0YL42)9[#0]'D9"/5 M@UXC&GBN*ZG&GWMJ8YB((=+'&FNESV:"@FZ54-3-DJE6@&X6L=*"Z"N(P' 8U MX\++)^YLKO*);$W%!W?+4V]B#()PU;X1V:G\U< MD17T+"6O46@N!2A<3KW+Z&*66'_G\(OC1N_MP6:RD/+!&E_+J1=:05AA82P# MH^4)KL"J+!')>-QR>GU("]S?[]@_N]PIEP73>"6KW[PTZZDW\J#$)6LK0$F2KA^_M,'E#3V_@])XM*M1GD\!0-(L)BBWSK&..WV >PXT49JWA6I18OL8'1+*&7&N^D MSN*CA-]:<02Z#'T(Y,)VY'A[OJN&#_*41E>%/6$PWW^&Q@5LGBX>\A_4^P,5@O4/4/,C\#N))UTQI14VH=EJP0WK4(G#GMQ)Q#Y:9,Y212Y M_6_<^UDVA!LFVB4U8:NX6.WYQZ/$C[.T7[\C_=.E:5B7PNE'R"-V7AF24^>$H MZM?+EEI#+C@5C_[>**+##&)_D(S\,&AW49,Z<30F/JVI^8NV;BMFL*2>I80+ MSMQ4.(W\;)SZ61C"1982=.0/$VN\;HA>K@\";8YI.O!#BG,"632D?,=PJ.K! M7F/6J%9N_&@H9"M,UZ/;3_A+KO&_N_>C<<;IE9<:.*XP2=#P$]L]4 W(Z0PC M&]?F"VWV #]W,__5!+ P04 " "R@ Y97+U, 0@ 0^0 'AL+W=O]OVS80 M_5<.6C&L@!K1LFS'F6T@3M8F ({&B=M^&/:!ELXV$?Y023J.]]?O2"F*'[C> M!XL\ZM[C/=+W--D9^^0VB!Y>E-1NFFR\KR^RS)4,5-R=F1HUO5D9J[BCT*XS-M5UOD500IF>6,#3/%A4YFD[AV;V<3L_52:+RWX+9*<;N?HS2[:=)+7A<>Q'KC-MPT(VF]1\C8_HO]3WEJ*L8ZF$0NV$T6!Q-4TN>Q?S(N3'A*\"=^Y@#D')TIBG M$-Q6TX2%@E!BZ0,#I^9KU#*0$1E?&VVY!A*[O+3A%[OTD\[112,*6G3>D.8 (1W#G=%^X^/76'U M(SZC KL]\J-Z/6'M42[3=Z8="(:9.<65^0.]HD:.M4W*%/7@#Y;*ZNX9WD/?2P?D@98S]&++R!R$S@!E5-Z0,6W[7# LN--M*L]_" M4N *5M8H>#![+OW^<+-K8:FQK^;7GZ.DLY+2AL-1>EX4W1@WU%SA_P%'Q3@= M#$?=>*MJ+BQYCP^W(-YN@;>MT1NE!6M4O8_1@!5M=*F,]>)?'DV'T&010@OJ M,DGV4QTCR]Q,;2"1X$K3_OYF'X]"A;&6^K\RU&5M$#;H/C2S_P!02P,$% @ LH .608O M(:A_@ JP4 !D !X,"]W;W)K&ULC53O;]HP M$/U73EDU;5)'C!#HCT$DZ#JMDUI5T&T?IGTPR0%836QJ.Z7][W=VTHQ*%.7# MQ&>_>W[/]MUDJ_2]*1$/M/-65 _@M'9S'H8F'['F9J V*&EK73-+86Z",U& M(\]J4EV%,6/CL.9"!NG$$]WJ=*(.6PF)MQI,4]=Q=<_MY=..4%8868= Z?/(UY@53DBDO'0<0,]EBYQ=_S"_M5{)R\K;O!"5,]$;LMI M5':AMM^P\S-R?)FJC/^':,8=E 62-L.KNDDE!+63[Y4_=.?Q/0MPE MQ%YWNY%7^85;GDZTVH)V:&>)S V_59Y,X(=VE+*VF54%Y-KU1%F$,G^'!"22MD M@=*ZH1$Y:N[/[<,=7U5H/DY"2_NYK##KN.,&^@],?/7IN=[,]VY7)N-CS# M:4#U8%_8I"^?Q>-V><#VI)>6W*/(5U2^>5-A:#6,&\,K1H#L^RA$4:X>S&P M>M?C^2^P=_>(=SADX5YI;+[/_O,'I2SW^RL*#06G%[0#,6/I3ZB:.A ER4G M"%P9TV >PB7/2CAR/O;B8>%4PE%$C_ H9L>,.^1^P 6-)/!Q'HYU!#QJ_!L51 M=,I.1COS'A4EKV$I&YVQX2GLNYMPIX!JU(5O$P8RU4C;UE(_VW>B65N_ ^!M M&[OFNA!T.Q6N*94-3D8!Z+8UM(%5&U^.*V6IN/VPI&Z*V@%H?:WH57::IVZ#O MS^E?4$L#!!0 (-+* #EGTM'3AQ0(,@% 9 >&PO=V]R:W-H965T M;DQU'00Z MS,%@VI<5EO1E*57!#'!W5*M"50I8Y4"&"* Q[0<%XZ8T&SC93HX&LC> ESA3H MNBB8VDU0R,W0ZW@OAGN^RHTU!*.!Q58X1_.]FBDZ!2U+Q@LL-9I)8?^2PR'&C7^W!*EE(N,:'+]G0"VU.*# UEH'1ZQD_HA"6B,)XVCG[9446 M^'K_PO{):2&;RH7?I089+5@MS+S>?<:^G:_E2*;1;8;/W#3U(@ M:VUDL0=3! 4OFS?;[O_#_P"B/2!R<3<7N2AOF&&C@9(;4-:,V.S&275H"HZ7-M-BESH^@K)YP9W4F#< D7,,^9PER*#)5^#].GFIL=G#ZPA4!]-@@,W6410;KG MG32\T3]XK^!6EB;7,"TSS/[&!Q1C&VCT$N@D.DKXM2Y]B,.SB,(H.<(7M\)C MQQGUQ:%[OKDF6ZK.CAZ6<170&GO(0=_J7/(/*[[B$V MN.'//,,R@QU'D<&=)5N.92\X%5W%:A6;H9H2&5=FJ,16FL[IL9=_YQ,V;< M+5,K3DD1N'1HZ/>[JAF;C0'(RO7JPMI]//=-J=1B\HZT/>EI++'=^P%[? > M_0902P,$% @ LH .65V$U/_Y @ 508 !D !X,"]W;W)K&UL?55M;],P$(XKIX#0)K5Y;]:.ME([QIL$3'2P#X&@;G)-MK"5QL)UU^_>58:VXJ$'B;N&L@O-U M;/RMPW>.>_5D#2:3K1"WQOB0+1S?",(24VT8&/WVAUVY:H3N>>IG@&_MY:4]] [KC#I_AGL$G4>M"P66=8?8WWB.=@]CP4>PZ/$KXL:U=B/P1A'X8'^&+ MAN0CRQ<=25Y!E]^A]#IT?!AMVN5<-2S%A4/]H%#>H,.\]2)(_-='M,6#MO@8 M^W)3,(GCKAY7[(':Z0,_*2E;G:.8C^-*8\HQ@9=XUUP_PPR8"UWBO85U2-7\> MRNEHU,,YW=BGC=F8W:&D3J5F-.W.ZQQ6>2XQ9+2&_G_*J?:2FJYE)6B4%7"R M.75S"G>L;!*3^#)8@=*).K KQ'F7*%T$B>(ISP&AZ0275JE[H0K6)U1N:7 M5BM-2Z. :=A@H]%R]6\C@C@8G243> E!'+MQ!)%KK3&\HQLDE3 =^;Y/MOE< M]G&SWAX#.?P.N?$["4=Q? :G$"2)ZR?V])_P]"IQ>)40GXVB8 I!,',I0.1& MR9\(MC[_(R:C9!(8K6'HSJ8&,[.:#[TB[TKE5RAS.] 4779;ZZ[KA]UA9JZZ M4?"O1NXGYC,J1Y0XHZ@OGLV<4!V0ZPSM&CLX-@*36/(+@N:^RB- YWO!/5/ M;Y@ PS_)\C=02P,$% @ LH .69RART^1 P 90H !D !X,"]W;W)K M&ULQ591,]LV$/XK!RW8$L"V9,FR[,P\$*<9M@)I M@[I="H8]T +9(B*)%DC%SK_?D9(5MW'48D.Q%YND[OON._*.O-E.R >5(FK8 MYUFAYDZJ=7GINBI.,6=J(:$HLZ,M&R)QIFLJMJTJ)++&@/'-]SQN[.>.%LYC9 MM3NYF(E*9[S .PFJRG,FGY:8B=W<&3]'A0]\FVJSX"YF)=OB"O6G\D[2S&U9 M$IYCH;@H0.)F[EP -+Y<38V\-_N2X4T=-C,)&LA7@PDS^2N>,909AAK T#[]' MO,8L,TO0HW/#Z,0N#?!X?&# _S<9.L.R9PFN1W?-$IW-GXD""&U9E^H/8_8Y_M/*'4BT6F["_L:MLH ?@-P+>Z:T=6Y1NF MV6(FQ0ZDL28V,["A6C2)XX4YE)66]}433B_>*8TP]* /]TQ*5F@%YQ_9.D-U M,7,U.3!F;MR0+6LR_Q6R*=R*0J<*,HH$DR_Q+@EKU?D'=4N_D! !M50P@\'K@ M>_ZH@R]HHPTLW^@5OFN1YY0**RWB! [BK9)S2@3Y'_MA+R6.$FWW)),.WQ$WJQ2IC M&LZ&T7C@C:$DN,7"L.=%4VB6W\=:&&:3GB^@X7C@AT?(B>]#O?:6%17=@ 86 MOO0XG@RB8US0&T)8[U,%8$&-SZ)" [PO<$$80;A!F,,VZ=]^H/0/T*.O%[H M>6!7KB+,H..P&C2FQ+C&021D=*1/,.V><:=R.DR'7&E.(;CLGWU6(GZ;_,M]ZB5'/VG6HQ^@+9)]VWRO]9BI ?OK$6)IE7@Q1:NMEN)6T;OSPNCF)X120]V MQ3+0*'@-.?4"<3PR++]VQ5]$@<WU<=.:1H:!93Z*RQU M71C-,Q_Z/4";]JF^6C@F9SO W4!&^0D$\Z'5%H^7$!)]%Y//M? \]HZ/;Q< MA\KQIX/1!(+!R"? 5S5X$G#60/I6P*D,<8^>_ASEUC8XBC:P*G3=!;2K,0]U M5;<.S^9U W,+Y),V&#+<$-2CV!V0=5-33[0H;2.Q%IK$CM,J0]$:0SH^T90 M>C43XZ#M+!?_ %!+ P04 "R@ Y9O9=4EQ91

$7)/66;2%G'R#29 MST.6DF5V[3I2:A %V+9MHB Q%8EI2$Q'8@82,Y&8A<1L).9LL(N]5UGOO->3 M/L4)LJ77J*6/;!F<:ED)DL$N2 8_M :QTG1U>OTAM-NF!1)3D9B&Q'0D9B Q M$XE92,Q&8L[@V,_D3WF!;.HU;.HCFP:GFU8R8[C+C*$P,^Z2Q2*)?WBG18BW M#0TDIB(Q#8GI2,Q 8B82LY"8C<2HU:^LB6P:F6 ME109[5)DU'H!<334VDB[HV39"8.CYX((=]61I5GSL-V5)'8@82,Y&8 MA<1L).8@,1>)>4C,1V(!"*NDDM3;Q5(^,B3*I3Q:?OT:IEDL9:N:)8W3<#VZ M=LM8&+_0!8TY>?H@^[>[#S_65]^^A2R+KV"9%V3Y960566)E@;5--H,EZ6;#B*0_C:;[J.5&0KU&B$U%:II4$V':@94,Z&:!=5LJ.84VND= M-6A;KVE;']HVJ&DKW%F3Y#')&9'&,K!@EF]6.FNV5S9-EON(Y(^7\0OI4T<A43 M9?^L30\AVSND]HD*H U32HID,U ZJ9 M4,V":C94?3X<9T&; MVE#-@6HN5/.@F@_5 I163:=R4%@2#AG>?$U"-B7),U$C1B<\8:EX!84<6;R# M:BI4TZ":#M4,J&9"-0NJV5#-@6HN5/.@F@_5-I16S:AR!ED2#R'_/QP%/YR5 M/#Q6=R>^'ZWS##JD#-5TJ&9 -1.J65#-AFH.5'.AF@?5?*@6H+1JGI7ST9)X M0/J!IIQ%${Y]5\5NQ47^3=JNQZ#3TE!-A6H:5 .AF@'53*AF034,JCE0S85J M'E3SH5J TJKY50YI2^(I,7:=!1 M;ZBF0C4-]NE0S2BTRM&LX<'%JV80VM6J:JON#:DL;VM*!:BY4\Z":#]4"E%:. MKW(Z7!*/A _^/XRNKWMO;U,.(,=[*4IM?T/%9"-0VJZ5#.*+3A?GXI%\.# M_().E].EQL\FCOIW+O?#3\=-Q??,?:!AQ4TZ":.M#M4,J&9"-0NJV5# @6HN5/.@F@_5 I16#;AR^ET63[\G=CS?EQ\;%&V/B/V= MAJP^N\1;,R ?665:MV 35[;,,^A2:7>28>PS^Y'YJE599QM4>Z"GK_<$=?.1BH$&] ZR""CMA# 1VJ&5#-MA&H65+.AF@/57*CF034?J@4HK1I$Y8B]+!ZQOTOB_P,^:HH>2;YYpt;DOS/D M"=E_OZ'P@)>X0=L#7E!-A6H:5..AF@'53*AF034;JCE0S85J'E3SH5J TJJQ M5<[>9U\VCZT?.<&NN$'KV$)]*E33H)]>:/O# A=27Y;'U?6G >UJ0C4+]JME0 MS8%J+E3SH)H/U0*45@VD%@_:_ 0CY4E,Q4LEZ%F]H9H*U32HID,U ZJ9 M4,V":C94/0TSZ<9T&; MVE#-@6HN5/.@F@_5 I163:=R4%@2#AG>?$U"-B7),U$C1B<\8:EX!84<6;R# M:BI4TZ":#M4,J&9"-0NJV5#-@6HN5/.@F@_5-I16S:AR!ED2#R'_/QP%/YR5 M/#Q6=R>^'ZWS##JD#-5TJ&9 -1.J65#-AFH.5'.AF@?5?*@6H+1JGI7ST9)X M0/J!IIQ%${Y]5\5NQ47^3=JNQZ#3TE!-A6H:5 .AF@'53*AF034,JCE0S85J'E3SH5J TJKY50YI2^(I,7:=!1 M;ZBF0C4-]NE0S2BTRM&LX<'%JV80VM6J:JON#:DL;VM*!:BY4\Z":#]4"E%:. MKW(Z7!*/A _^/XRNKWMO;U,.(,=[*4IM?T/%9"-0VJZ5#.*+3A?GXI%\.# M_().E].EQL\FCOIW+O?#3\=-Q??,?:!AQ4TZ":.M#M4,J&9"-0NJV5# @6HN5/.@F@_5 I16#;AR^ET63[\G=CS?EQ\;%&V/B/V= MAJP^N\1;,R ?665:MV 35[;,,^A2:7>28>PS^Y'YJE599QM4>Z"GK_<$=?.1BH$&] ZR""CMA# 1VJ&5#-MA&H65+.AF@/57*CF034?J@4HK1I$Y8B]+!ZQOTOB_P,^:HH>2;YYpt;DOS/D M"=E_OZ'P@)>X0=L#7E!-A6H:5..AF@'53*AF034;JCE0S85J'E3SH5J TJJQ M5<[>9U\VCZT?.<&NN$'KV$)]*E33H)]>:/O# A=27Y;'U?6G >UJ0C4+]JME0 MS8%J+E3SH)H/U0*45@VD%@_:_ 0CY4E,Q4LEZ%F]H9H*U32HID,U ZJ9 M4,V":C9473[(M)#5ZC:8TGI*'D-.S?*=N0F,>OM1/#4#GT]&:"M4T]*9# 0.JF5# -@FIVH>5G MS>5[!U R^!Q%T(%$J.8UNPL^M&EPLFGU ['+$?%%/")^,#W3[+=E8KQM>D U M%:II4$V':@94,Z&:!=5LJ.84VND= M-6A;KVE;']HV:-"VFB'E%+8BGGO> M+CC2,W(7IK/;H(":91RJJ5!-@4VHZ5#.@F@G5+*4AF0S6GT"IO7\Y>-X/#H#AV MP07^>,5W%#I].2#&_I',_CI3.,!ZAY7,T N,^#$"<23Q2+BZX'E8@6Q]U[9 M1K\%%S=H'1'0:6>HID$U':H94,V$:A94LZ&:]5[18+,9!MA=MIW:'H#//4$V%:IIR>'IM>22-E7[U MIY(.[6I -1.J65#-AFH.5'.AF@?5?*@6H+1J.)73S(IP.!$\HB-NUC]GF[R\E3O=@^MUZ=*6.JYWI$NW[GI/ MNO37UW?+MC=7R_"%>B%[B>*4S.ESM@F]\XOL!4Y3?(OO^<)'Q[(6_PEK!OZ[MY\Q]02P,$% @ LH .6<1$TCJ< M-P CPX-!D !X,";]W;W)K&ULM9=M;]LV$,>_ MRD$;M@1HK4<_9;=!.$VQ#4@;)%B&8=@+1CK;1"A1):DX^?8C*45V$VIFMNNRM-*=ZO^YW7+J;,;FXDQM$!0\Y*^38$SG@)1;ZGQ47.5&Z*]:^ M+ 62S!KES(^"8.3GA!;>8F;'+L5BQBO%:(&7 F25YT0\+I'Q[=P+O:>!*[K> M*#/@+V8E6>,UJC_*2Z%[?JN2T1P+27D! E=S[S0\.0L38V#?N*&XE7MM,"BW MG-^9SF_9W N,1\@P54:"Z,<]GB%C1DG[\:41]=IO&L/]]I/Z1PNO86Z)Q#/. M_J29VLR]B0<9KDC%U!7?_HH-T.#HI9Q)^PO;YMW @[22BN>-L?8@IT7])]- M(/8,M$ZW0=081"\-Q@<.XL8@MJ"U9Q;K U=D,1-\"\K=5,P\,&6FL:6IAI MO%9"_TNUG5I\X@IA N_A>D,$;CC+4,B?X?Q+1=6C'OY(J(,PB$4ZGGNC3! ME\!7<*UX>@>>?FX&C#Z@(9?+X2>K]4@HK) M,C*_EX5 XB#=Q %4=+AS]FWF\<.=^)VBF*KEQS0NZ+R#E8"$6BA4(=(@2 *.MNP)5"TVMD-G]XM@$"2QAKC?]]_Y/7-PG,B2I#CW],D@4=RCM_CIAW 4_:*@ M25J:Q$ESPQE1E.G5U060O ((!\$X"E\.# _QG0##%F#H!+B@!-IW$TS:6DF_V%?.6W[DRZ M-NDHF70#3%N Z5>66JFO=GUEZ+G([4I[1+W.CN'H+_WL7&1.P,Y4;N^BVAL8 M06XO&\?>"H/=W1NXCQ+R\-6CQ"W1%_*MU)X#[R4;X?]SG+AU>TP6&TXXO>ZDAQ*_4FBCIO_G%X@&B7>X3NY,_]K+B>.T.\3E _,P3(\!+%+ M.4)WSO$=1XM;L3>9V[^D]J=KB_E[]7V.8TFTK'@DIKPI59[3M:%%S=I:XL7XMTE1;MF38R=2EV@41:ZI3>(8K+1D,QCKA$'7U4W64+VT!<&PO=V]R:W H965T M%SA>,OXUF5$JR&,4QLE):R;$_*C=3OP9C;SD@,UI++?<,QYY0B[R:3N9<^I_ML] H;!N:UF]'7A"W1L?9N@L^.F8+$08QO> D6421QY_.:,B6)RV]];SB,IC. M1+JB/3J>>U-Z1<7-_(++I79)F001C9. Q833^Y/6J7[D&KTT(&MQ&!]ELO*= MI$.Y8^QKNO!ID5 ,]N ?A'0 MWW8,AT7 X;8]#(J 0,9W\]V1[4O3$]HF+,EX6EK24N-]+4NU>".MRZV!C!.CSTQ0,B0?R95@=E=R)F4P(6,6R=]&XF7JVC.l\((P(=?T42R\\(-L M?'-EDKU?/QRWA4PA!,7}HKMQWIWQ2GOC"7$BB=TTA#OJ..'BOBV"HY M?N-Y_&>&$G@ZYP=$T_>)H1G=IO&HP\\}&=YY/=Q4AJOT[H 8@RR\TQ!NJ%VGOVJMC=[=(7LO'KBOV9*=43O\]I=$?Y/PUYG2DYZ61QE,P]GYZTY&R04/Y 6Z/??M'[VN]-^D#"M3"3,0L)L),Q!PEP0K*.Y;JFYKE)S5S./TX\.1?.44CG)"W+W1%;,77A/ MV>K3I<!?V70OB$F2K6TJM6?*W';5,1)F(F$6 M$F8C80X2YN:P7@9+CS@?1K*H/C2(LU>*L[>U.$O15;K<)U_FF595I5+9PZX2M0\)),Q"PFPDS$'"7!"LIL9J<,>CZGQ,XL?:"+DYJ(RYO+5N9V:[1),Q"PFPD MS%%+8TBB[!RSJ8*"TJA)=E!*=@"=S\E_Y(Q)Z:;'EF; J2\83Y2SO;+_786) MA)E(F(6$V4B8@X2Y(%A-J\-2J\,?TZKUF)XLT285#E_,'=V.IM7GCK&R^UW5 MA8192)B-A#E(F N"U=2E:]552TVIKTLY-?/ 3Z?G_,+E]Q<]=4^[5CTHS832 M+"G-AM(<*,U%T>KJ7+FFKO_LRT+6MT4@GLBG6.I\D6Y(R!P,FM%RX-9

e.style.display=d;if(a.textContent){a.textContent=p+a.textContent.substring(1)}else{a.innerText=p+a.innerText.substring(1)}}} XML 76 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 78 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.2.u1 html 236 280 1 false 61 0 false 7 false false R1.htm 000 - Document - Document And Entity Information Sheet http://www.cbdmd.com/20240630/role/statement-document-and-entity-information Document And Entity Information Cover 1 false false R2.htm 001 - Statement - Condensed Consolidated Balance Sheets (Current Period Unaudited) Sheet http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited Condensed Consolidated Balance Sheets (Current Period Unaudited) Statements 2 false false R3.htm 002 - Statement - Condensed Consolidated Balance Sheets (Current Period Unaudited) (Parentheticals) Sheet http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited-parentheticals Condensed Consolidated Balance Sheets (Current Period Unaudited) (Parentheticals) Statements 3 false false R4.htm 003 - Statement - Condensed Consolidated Statements of Operations (Unaudited) Sheet http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-statements-of-operations-unaudited Condensed Consolidated Statements of Operations (Unaudited) Statements 4 false false R5.htm 004 - 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Organization and Summary of Significant Accounting Policies Notes 8 false false R9.htm 008 - Disclosure - Note 2 - Marketable Securities and Investment Other Securities Sheet http://www.cbdmd.com/20240630/role/statement-note-2-marketable-securities-and-investment-other-securities Note 2 - Marketable Securities and Investment Other Securities Notes 9 false false R10.htm 009 - Disclosure - Note 3 - Inventory Sheet http://www.cbdmd.com/20240630/role/statement-note-3-inventory Note 3 - Inventory Notes 10 false false R11.htm 010 - Disclosure - Note 4 - Property and Equipment Sheet http://www.cbdmd.com/20240630/role/statement-note-4-property-and-equipment Note 4 - Property and Equipment Notes 11 false false R12.htm 011 - Disclosure - Note 5 - Intangible Assets Sheet http://www.cbdmd.com/20240630/role/statement-note-5-intangible-assets Note 5 - Intangible Assets Notes 12 false false R13.htm 012 - Disclosure - Note 6 - Contingent Consideration Sheet http://www.cbdmd.com/20240630/role/statement-note-6-contingent-consideration Note 6 - 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Shareholders' Equity (Tables) Tables http://www.cbdmd.com/20240630/role/statement-note-8-shareholders-equity 31 false false R32.htm 995476 - Disclosure - Note 9 - Stock Based Compensation (Tables) Sheet http://www.cbdmd.com/20240630/role/statement-note-9-stock-based-compensation-tables Note 9 - Stock Based Compensation (Tables) Tables http://www.cbdmd.com/20240630/role/statement-note-9-stock-based-compensation- 32 false false R33.htm 995477 - Disclosure - Note 10 - Warrants (Tables) Sheet http://www.cbdmd.com/20240630/role/statement-note-10-warrants-tables Note 10 - Warrants (Tables) Tables http://www.cbdmd.com/20240630/role/statement-note-10-warrants 33 false false R34.htm 995478 - Disclosure - Note 13 - Leases (Tables) Sheet http://www.cbdmd.com/20240630/role/statement-note-13-leases-tables Note 13 - Leases (Tables) Tables http://www.cbdmd.com/20240630/role/statement-note-13-leases 34 false false R35.htm 995479 - Disclosure - Note 14 - Loss Per Share (Tables) Sheet http://www.cbdmd.com/20240630/role/statement-note-14-loss-per-share-tables Note 14 - Loss Per Share (Tables) Tables http://www.cbdmd.com/20240630/role/statement-note-14-loss-per-share 35 false false R36.htm 995480 - Disclosure - Note 1 - Organization and Summary of Significant Accounting Policies (Details Textual) Sheet http://www.cbdmd.com/20240630/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 http://www.cbdmd.com/20240630/role/statement-note-1-organization-and-summary-of-significant-accounting-policies-tables 36 false false R37.htm 995481 - Disclosure - Note 1 - Organization and Summary of Significant Accounting Policies - Disaggregation of Revenue (Details) Sheet http://www.cbdmd.com/20240630/role/statement-note-1-organization-and-summary-of-significant-accounting-policies-disaggregation-of-revenue-details Note 1 - Organization and Summary of Significant Accounting Policies - Disaggregation of Revenue (Details) Details 37 false false R38.htm 995482 - 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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": [ "r46", "r611" ] }, "us-gaap_AccountsReceivableNetCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableNetCurrent", "crdr": "debit", "calculation": { "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited", "http://www.cbdmd.com/20240630/role/statement-note-1-organization-and-summary-of-significant-accounting-policies-details-textual" ], "lang": { "en-us": { "role": { "label": "Accounts receivable, net of allowance for credit losses of $268,948 and $42,180, respectively", "terseLabel": "Accounts Receivable, after Allowance for Credit Loss, Current", "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": [ "r666" ] }, "us-gaap_AccruedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 3.0 } }, "presentation": [ "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited" ], "lang": { "en-us": { "role": { "label": "us-gaap_AccruedLiabilitiesCurrent", "terseLabel": "Accrued expenses", "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": [ "r48" ] }, "us-gaap_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment", "crdr": "credit", "calculation": { "http://www.cbdmd.com/20240630/role/statement-note-4-property-and-equipment-major-classes-of-property-and-equipment-details": { "parentTag": "us-gaap_PropertyPlantAndEquipmentNet", "weight": -1.0, "order": 1.0 } }, "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-4-property-and-equipment-major-classes-of-property-and-equipment-details" ], "lang": { "en-us": { "role": { "label": "us-gaap_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment", "negatedLabel": "Less 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": [ "r34", "r130", "r453" ] }, "us-gaap_AccumulatedOtherComprehensiveIncomeLossNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeLossNetOfTax", "crdr": "credit", "calculation": { "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 4.0 } }, "presentation": [ "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited" ], "lang": { "en-us": { "role": { "label": "Comprehensive other expense", "documentation": "Amount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source." } } }, "auth_ref": [ "r15", "r16", "r67", "r137", "r448", "r467", "r468" ] }, "us-gaap_AccumulatedOtherComprehensiveIncomeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeMember", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-statements-of-shareholders-equity-unaudited" ], "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. Excludes net income (loss), and accumulated changes in equity from transactions resulting from investments by owners and distributions to owners." } } }, "auth_ref": [ "r1", "r9", "r16", "r381", "r384", "r416", "r463", "r464", "r646", "r647", "r648", "r654", "r655", "r656", "r657" ] }, "us-gaap_AdditionalPaidInCapital": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapital", "crdr": "credit", "calculation": { "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 3.0 } }, "presentation": [ "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited" ], "lang": { "en-us": { "role": { "label": "Additional paid in capital", "documentation": "Amount of excess of issue price over par or stated value of stock and from other transaction involving stock or stockholder. Includes, but is not limited to, additional paid-in capital (APIC) for common and preferred stock." } } }, "auth_ref": [ "r58", "r611", "r745" ] }, "us-gaap_AdditionalPaidInCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalMember", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-statements-of-shareholders-equity-unaudited" ], "lang": { "en-us": { "role": { "label": "Additional Paid-in Capital [Member]", "documentation": "Excess of issue price over par or stated value of the entity's capital stock and amounts received from other transactions involving the entity's stock or stockholders." } } }, "auth_ref": [ "r482", "r654", "r655", "r656", "r657", "r722", "r746" ] }, "us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-statement-of-cash-flows-unaudited" ], "lang": { "en-us": { "role": { "label": "Adjustments to reconcile net loss to net cash used by operating activities:" } } }, "auth_ref": [] }, "us-gaap_AllocatedShareBasedCompensationExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AllocatedShareBasedCompensationExpense", "crdr": "debit", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-8-shareholders-equity-details-textual", "http://www.cbdmd.com/20240630/role/statement-note-9-stock-based-compensation-details-textual" ], "lang": { "en-us": { "role": { "label": "us-gaap_AllocatedShareBasedCompensationExpense", "terseLabel": "Share-Based Payment Arrangement, Expense", "documentation": "Amount of expense for award under share-based payment arrangement. Excludes amount capitalized." } } }, "auth_ref": [ "r341", "r346" ] }, "us-gaap_AllowanceForDoubtfulAccountsReceivableCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AllowanceForDoubtfulAccountsReceivableCurrent", "crdr": "credit", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited-parentheticals" ], "lang": { "en-us": { "role": { "label": "Accounts Receivable, Allowance for Credit Loss", "documentation": "Amount of allowance for credit loss on accounts receivable, classified as current." } } }, "auth_ref": [ "r138", "r211", "r217" ] }, "dei_AmendmentFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "AmendmentFlag", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-document-and-entity-information" ], "lang": { "en-us": { "role": { "label": "Amendment Flag", "documentation": "Boolean flag that is true when the XBRL content amends previously-filed or accepted submission." } } }, "auth_ref": [] }, "us-gaap_AmortizationOfIntangibleAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AmortizationOfIntangibleAssets", "crdr": "debit", "calculation": { "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-statement-of-cash-flows-unaudited": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 8.0 } }, "presentation": [ "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-statement-of-cash-flows-unaudited", "http://www.cbdmd.com/20240630/role/statement-note-5-intangible-assets-details-textual" ], "lang": { "en-us": { "role": { "label": "Intangibles amortization", "terseLabel": "Amortization of Intangible Assets", "documentation": "The aggregate expense charged against earnings to allocate the cost of intangible assets (nonphysical assets not used in production) in a systematic and rational manner to the periods expected to benefit from such assets. 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": [ "r6", "r224", "r231", "r590" ] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-14-loss-per-share-details-textual" ], "lang": { "en-us": { "role": { "label": "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "terseLabel": "Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount (in shares)", "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 future that were not included 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The disclosure may include leverage buyout transactions (as applicable)." } } }, "auth_ref": [ "r92", "r372" ] }, "ycbd_CapitalRaiseMember": { "xbrltype": "domainItemType", "nsuri": "http://www.cbdmd.com/20240630", "localname": "CapitalRaiseMember", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-statements-of-shareholders-equity-unaudited" ], "lang": { "en-us": { "role": { "label": "Capital Raise [Member]", "documentation": "Represents capital raise." } } }, "auth_ref": [] },
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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": [ "r21", "r75", "r159" ] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseExcludingExchangeRateEffect": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseExcludingExchangeRateEffect", "crdr": "debit", "calculation": { "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-statement-of-cash-flows-unaudited": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": [ "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-statement-of-cash-flows-unaudited" ], "lang": { "en-us": { "role": { "label": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseExcludingExchangeRateEffect", "totalLabel": "Net increase (decrease) in cash", "documentation": "Amount of increase (decrease) in cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage, excluding effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": [ "r0", "r75" ] }, "us-gaap_CashUninsuredAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashUninsuredAmount", "crdr": "debit", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-1-organization-and-summary-of-significant-accounting-policies-details-textual" ], "lang": { "en-us": { "role": { "label": "us-gaap_CashUninsuredAmount", "terseLabel": "Cash, Uninsured Amount", "documentation": "The amount of cash as of the balance sheet date that is not insured by the Federal Deposit Insurance Corporation." } } }, "auth_ref": [] }, "dei_CityAreaCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CityAreaCode", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-document-and-entity-information" ], "lang": { "en-us": { "role": { "label": "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://www.cbdmd.com/20240630/role/statement-condensed-consolidated-statements-of-shareholders-equity-unaudited", "http://www.cbdmd.com/20240630/role/statement-document-and-entity-information", "http://www.cbdmd.com/20240630/role/statement-note-6-contingent-consideration", "http://www.cbdmd.com/20240630/role/statement-note-6-contingent-consideration-details-textual", "http://www.cbdmd.com/20240630/role/statement-note-8-shareholders-equity", "http://www.cbdmd.com/20240630/role/statement-note-8-shareholders-equity-details-textual" ], "lang": { "en-us": { "role": { "label": "Class of Stock [Domain]", "documentation": "Share of stock differentiated by the voting rights the holder receives. 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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": [] }, "ycbd_ClassOfWarrantOrRightExercisable": { "xbrltype": "sharesItemType", "nsuri": "http://www.cbdmd.com/20240630", "localname": "ClassOfWarrantOrRightExercisable", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-10-warrants-schedule-of-equityclassified-warrants-details", "http://www.cbdmd.com/20240630/role/statement-note-10-warrants-summary-of-outstanding-common-stock-purchase-warrants-details" ], "lang": { "en-us": { "role": { "label": "Class of warrants, exercisable (in shares)", "documentation": "Number of warrants or rights that are exercisable." } } }, "auth_ref": [] },
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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": [ "r53", "r100", "r445", "r503" ] }, "us-gaap_CommitmentsAndContingenciesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingenciesDisclosureTextBlock", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-11-commitments-and-contingencies" ], "lang": { "en-us": { "role": { "label": "Commitments and Contingencies Disclosure [Text Block]", "documentation": "The entire disclosure for commitments and contingencies." } } }, "auth_ref": [ "r84", "r244", "r245", "r569", "r684", "r689" ] }, "us-gaap_CommonStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockMember", "presentation": [ 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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": [ "r56", "r447", "r611" ] }, "ycbd_ComprehensiveIncomeLossNetOfTaxAttributableToParentBeforeIncomeAdjustments": { "xbrltype": "monetaryItemType", "nsuri": "http://www.cbdmd.com/20240630", "localname": "ComprehensiveIncomeLossNetOfTaxAttributableToParentBeforeIncomeAdjustments", "crdr": "credit", "calculation": { "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-statements-of-comprehensive-income-loss-unaudited": { "parentTag": "us-gaap_ComprehensiveIncomeNetOfTax", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-statements-of-comprehensive-income-loss-unaudited" ], "lang": { "en-us": { "role": { "label": "ycbd_ComprehensiveIncomeLossNetOfTaxAttributableToParentBeforeIncomeAdjustments", "totalLabel": "Comprehensive Loss", "documentation": "Amount after tax before income adjustments of increase (decrease) in equity from transactions and other events and circumstances from net income and other comprehensive income, attributable to parent entity. 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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": [ "r42", "r581" ] }, "us-gaap_ContingentConsiderationByTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContingentConsiderationByTypeAxis", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-6-contingent-consideration-contingent-liability-details", "http://www.cbdmd.com/20240630/role/statement-note-6-contingent-consideration-contingent-liability-details-parentheticals" ], "lang": { "en-us": { "role": { "label": "Contingent Consideration by Type [Axis]", "documentation": "Information by type of contingent consideration." } } }, "auth_ref": [] }, "us-gaap_ContingentConsiderationTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContingentConsiderationTypeDomain", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-6-contingent-consideration-contingent-liability-details", "http://www.cbdmd.com/20240630/role/statement-note-6-contingent-consideration-contingent-liability-details-parentheticals" ], "lang": { "en-us": { "role": { "label": "Contingent Consideration Type [Domain]", "documentation": "Description of contingent payment arrangement." } } }, "auth_ref": [] }, "us-gaap_ContractWithCustomerLiabilityCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerLiabilityCurrent", "crdr": "credit", "calculation": { "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 5.0 } }, "presentation": [ "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited" ], "lang": { "en-us": { "role": { "label": "Deferred revenue", "documentation": "Amount of obligation to transfer good or service to customer for which consideration has been received or is receivable, classified as current." } } }, "auth_ref": [ "r303", "r304", "r307" ] }, "us-gaap_ContractWithCustomerSalesChannelAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerSalesChannelAxis", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-1-organization-and-summary-of-significant-accounting-policies-disaggregation-of-revenue-details" ], "lang": { "en-us": { "role": { "label": "Contract with Customer, Sales Channel [Axis]", "documentation": "Information by sales channel for delivery of good or service in contract with customer." } } }, "auth_ref": [ "r597", "r693" ] }, "us-gaap_ContractWithCustomerSalesChannelDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerSalesChannelDomain", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-1-organization-and-summary-of-significant-accounting-policies-disaggregation-of-revenue-details" ], "lang": { "en-us": { "role": { "label": "Contract with Customer, Sales Channel [Domain]", "documentation": "Sales channel for delivery of good or service in contract with customer. Includes, but is not limited to, directly to consumer and through intermediary." } } }, "auth_ref": [ "r597", "r693" ] }, "ycbd_ConversionOfNotesIntoCommonStockMember": { "xbrltype": "domainItemType", "nsuri": "http://www.cbdmd.com/20240630", "localname": "ConversionOfNotesIntoCommonStockMember", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-8-shareholders-equity", "http://www.cbdmd.com/20240630/role/statement-note-8-shareholders-equity-details-textual" ], "lang": { "en-us": { "role": { "label": "Conversion of Notes into Common Stock [Member]", "documentation": "Represents conversion of notes into common stock." } } }, "auth_ref": [] }, "us-gaap_ConversionOfStockByUniqueDescriptionAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConversionOfStockByUniqueDescriptionAxis", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-8-shareholders-equity", "http://www.cbdmd.com/20240630/role/statement-note-8-shareholders-equity-details-textual" ], "lang": { "en-us": { "role": { "label": "Stock Conversion Description [Axis]", "documentation": "Information by description of stock conversions." } } }, "auth_ref": [ "r23", "r24", "r25" ] }, "us-gaap_ConversionOfStockNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConversionOfStockNameDomain", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-8-shareholders-equity", "http://www.cbdmd.com/20240630/role/statement-note-8-shareholders-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": [ "r23", "r24", "r25" ] }, "us-gaap_ConversionOfStockSharesIssued1": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConversionOfStockSharesIssued1", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-8-shareholders-equity-details-
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textual" ], "lang": { "en-us": { "role": { "label": "us-gaap_ConversionOfStockSharesIssued1", "terseLabel": "Conversion of Stock, Shares Issued (in shares)", "documentation": "The number of new shares issued in the conversion of stock 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": [ "r23", "r24", "r25" ] }, "us-gaap_ConvertibleLongTermNotesPayable": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConvertibleLongTermNotesPayable", "crdr": "credit", "calculation": { "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited": { "parentTag": "us-gaap_LiabilitiesNoncurrent", "weight": 1.0, "order": 0.0 } }, "presentation": [ "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited" ], "lang": { "en-us": { "role": { "label": "Convertible notes", "documentation": "Carrying value as of the balance sheet date of long term debt (with maturities initially due after one year or beyond the operating cycle if longer) identified as Convertible Notes Payable, excluding current portion. Convertible Notes Payable is a written promise to pay a note which can be exchanged for a specified amount of another, related security, at the option of the issuer and the holder." } } }, "auth_ref": [ "r13" ] }, "us-gaap_CostOfRevenue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CostOfRevenue", "crdr": "debit", "calculation": { "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-statements-of-operations-unaudited": { "parentTag": "us-gaap_GrossProfit", "weight": -1.0, "order": 0.0 } }, "presentation": [ "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-statements-of-operations-unaudited" ], "lang": { "en-us": { "role": { "label": "Cost of sales", "documentation": "The aggregate cost of goods produced and sold and services rendered during the reporting period." } } }, "auth_ref": [ "r70", "r163", "r214", "r252", "r253", "r254", "r255", "r256", "r257", "r258", "r259", "r260", "r393", "r587", "r690" ] }, "us-gaap_CostOfSalesPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CostOfSalesPolicyTextBlock", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-significant-accounting-policies-policies" ], "lang": { "en-us": { "role": { "label": "Cost of Goods and Service [Policy Text Block]", "documentation": "Disclosure of accounting policy for cost of product sold and service rendered." } } }, "auth_ref": [ "r639" ] }, "srt_CounterpartyNameAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "CounterpartyNameAxis", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-8-shareholders-equity", "http://www.cbdmd.com/20240630/role/statement-note-8-shareholders-equity-details-textual" ], "lang": { "en-us": { "role": { "label": "Counterparty Name [Axis]" } } }, "auth_ref": [ "r165", "r166", "r265", "r290", "r422", "r428", "r439", "r578", "r580" ] }, "ycbd_CureBasedDevelopmentLlcMember": { "xbrltype": "domainItemType", "nsuri": "http://www.cbdmd.com/20240630", "localname": "CureBasedDevelopmentLlcMember", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-6-contingent-consideration", "http://www.cbdmd.com/20240630/role/statement-note-6-contingent-consideration-details-textual", "http://www.cbdmd.com/20240630/role/statement-note-8-shareholders-equity", "http://www.cbdmd.com/20240630/role/statement-note-8-shareholders-equity-details-textual" ], "lang": { "en-us": { "role": { "label": "Cure Based Development, Llc [Member]", "documentation": "Represents Cure Based Development, LLC." } } }, "auth_ref": [] }, "dei_CurrentFiscalYearEndDate": { "xbrltype": "gMonthDayItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CurrentFiscalYearEndDate", "presentation": [ "http://www.cbdmd.com/20240630/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": [] }, "us-gaap_CustomerConcentrationRiskMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CustomerConcentrationRiskMember", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-1-organization-and-summary-of-significant-accounting-policies", "http://www.cbdmd.com/20240630/role/statement-note-1-organization-and-summary-of-significant-accounting-policies-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": [ "r79", "r209" ] }, "us-gaap_DebtDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtDisclosureTextBlock", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-12-note-payable" ], "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": [ "r85", "r161", "r239", "r240", "r241", "r242", "r243", "r250", "r251", "r261", "r267", "r268", "r269", "r270", "r271", "r272", "r277", "r284", "r285", "r286", "r400" ] }, "us-gaap_DebtInstrumentAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentAxis", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-1-organization-and-summary-of-significant-accounting-policies", "http://www.cbdmd.com/20240630/role/statement-note-1-organization-and-summary-of-significant-accounting-policies-details-textual", "http://www.cbdmd.com/20240630/role/statement-note-12-note-payable", "http://www.cbdmd.com/20240630/role/statement-note-12-note-payable-details-textual" ], "lang": { "en-us": { "role": { "label": "Debt Instrument [Axis]", "documentation": "Information by type of debt instrument, including, but not limited to, draws against credit facilities." } } }, "auth_ref": [ "r13", "r47", "r48", "r98", "r99", "r167", "r262", "r263", "r264", "r265", "r266", "r268", "r273", "r274", "r275", "r276", "r278", "r279", "r280", "r281", "r282", "r283", "r591", "r592", "r593", "r594", "r595", "r609", "r652", "r685", "r686", "r687", "r727", "r728" ] }, "us-gaap_DebtInstrumentConvertibleConversionPrice1": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentConvertibleConversionPrice1", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-12-note-payable-details-textual" ], "lang": { "en-us": { "role": { "label": "us-gaap_DebtInstrumentConvertibleConversionPrice1", "terseLabel": "Debt Instrument, Convertible, Conversion Price (in dollars per share)", "documentation": "The price per share of the conversion feature embedded in the debt instrument." } } }, "auth_ref": [ "r86", "r264" ] }, 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"http://www.cbdmd.com/20240630/role/statement-note-12-note-payable", "http://www.cbdmd.com/20240630/role/statement-note-12-note-payable-details-textual" ], "lang": { "en-us": { "role": { "label": "Debt Instrument, Name [Domain]", "documentation": "The name for the particular debt instrument or borrowing that distinguishes it from other debt instruments or borrowings, including draws against credit facilities." } } }, "auth_ref": [ "r13", "r167", "r262", "r263", "r264", "r265", "r266", "r268", "r273", "r274", "r275", "r276", "r278", "r279", "r280", "r281", "r282", "r283", "r591", "r592", "r593", "r594", "r595", "r609", "r652", "r685", "r686", "r687", "r727", "r728" ] }, "ycbd_DebtInstrumentPrepaymentPayablePercent": { "xbrltype": "percentItemType", "nsuri": "http://www.cbdmd.com/20240630", "localname": "DebtInstrumentPrepaymentPayablePercent", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-12-note-payable-details-textual" ], "lang": { "en-us": { "role": { "label": 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Includes, but is not limited to, debt issuance costs, the effects of refinancings, method of amortizing debt issuance costs and original issue discount, and classifications of debt." } } }, "auth_ref": [ "r8" ] }, "ycbd_DecreaseInApicIssuanceOfStock": { "xbrltype": "monetaryItemType", "nsuri": "http://www.cbdmd.com/20240630", "localname": "DecreaseInApicIssuanceOfStock", "crdr": "debit", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-statements-of-shareholders-equity-unaudited" ], "lang": { "en-us": { "role": { "label": "ycbd_DecreaseInApicIssuanceOfStock", "terseLabel": "Issuance of Common stock", "documentation": "Represents the decrease in APIC related to he issuance of common stock." } } }, "auth_ref": [] }, "us-gaap_DeferredTaxAssetsLiabilitiesNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DeferredTaxAssetsLiabilitiesNet", "crdr": "debit", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-15-income-taxes-details-textual" ], "lang": { "en-us": { "role": { "label": "us-gaap_DeferredTaxAssetsLiabilitiesNet", "terseLabel": "Deferred Tax Assets, Net, Total", "documentation": "Amount, after allocation of valuation allowances and deferred tax liability, of deferred tax asset attributable to deductible differences and carryforwards, without jurisdictional netting." } } }, "auth_ref": [ "r721" ] }, "us-gaap_DepositsAssetsNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DepositsAssetsNoncurrent", "crdr": "debit", "calculation": { "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited": { "parentTag": "us-gaap_OtherAssets", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited" ], "lang": { "en-us": { "role": { "label": "Deposits for facilities", "documentation": "Carrying value of amounts transferred to third parties for security purposes that are expected to be returned or applied towards payment after one year or beyond the operating cycle, if longer." } } }, "auth_ref": [ "r642" ] }, "us-gaap_Depreciation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Depreciation", "crdr": "debit", "calculation": { "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-statement-of-cash-flows-unaudited": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 9.0 } }, "presentation": [ "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-statement-of-cash-flows-unaudited" ], "lang": { "en-us": { "role": { "label": "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. Includes production and non-production related depreciation." } } }, "auth_ref": [ "r6", "r33" ] }, "us-gaap_DepreciationExcludingLessorAssetUnderOperatingLease": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DepreciationExcludingLessorAssetUnderOperatingLease", "crdr": "debit", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-4-property-and-equipment-details-textual" ], "lang": { "en-us": { "role": { "label": "us-gaap_DepreciationExcludingLessorAssetUnderOperatingLease", "terseLabel": "Depreciation, Excluding Lessor Asset under Operating Lease", "documentation": "Amount, excluding lessor's underlying asset for which right to use has been conveyed to lessee under operating lease, of depreciation expense." } } }, "auth_ref": [ "r238", "r415" ] }, "us-gaap_DisaggregationOfRevenueTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisaggregationOfRevenueTableTextBlock", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-1-organization-and-summary-of-significant-accounting-policies-tables" ], "lang": { "en-us": { "role": { "label": "Disaggregation of Revenue [Table Text Block]", "documentation": "Tabular disclosure of disaggregation of revenue into categories depicting how nature, amount, timing, and uncertainty of revenue and cash flows are affected by economic factor." } } }, "auth_ref": [ "r693" ] }, "us-gaap_DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-9-stock-based-compensation-" ], "lang": { "en-us": { "role": { "label": "Share-Based Payment Arrangement [Text Block]", "documentation": "The entire disclosure for share-based payment arrangement." } } }, "auth_ref": [ "r311", "r314", "r342", "r343", "r345", "r601" ] }, "us-gaap_DisclosureTextBlockAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisclosureTextBlockAbstract", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-1-organization-and-summary-of-significant-accounting-policies", "http://www.cbdmd.com/20240630/role/statement-note-10-warrants", "http://www.cbdmd.com/20240630/role/statement-note-11-commitments-and-contingencies-", "http://www.cbdmd.com/20240630/role/statement-note-12-note-payable", "http://www.cbdmd.com/20240630/role/statement-note-13-leases", "http://www.cbdmd.com/20240630/role/statement-note-14-loss-per-share", "http://www.cbdmd.com/20240630/role/statement-note-15-income-taxes", "http://www.cbdmd.com/20240630/role/statement-note-16-subsequent-events", "http://www.cbdmd.com/20240630/role/statement-note-2-marketable-securities-and-investment-other-securities", "http://www.cbdmd.com/20240630/role/statement-note-3-inventory", "http://www.cbdmd.com/20240630/role/statement-note-4-property-and-equipment", "http://www.cbdmd.com/20240630/role/statement-note-5-intangible-assets", "http://www.cbdmd.com/20240630/role/statement-note-6-contingent-consideration", "http://www.cbdmd.com/20240630/role/statement-note-7-related-party-transactions", "http://www.cbdmd.com/20240630/role/statement-note-8-shareholders-equity", "http://www.cbdmd.com/20240630/role/statement-note-9-stock-based-compensation-" ], "lang": { "en-us": { "role": { "label": "us-gaap_DisclosureTextBlockAbstract", "terseLabel": "Notes to Financial Statements" } } }, "auth_ref": [] }, "us-gaap_DividendsCash": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DividendsCash", "crdr": "debit", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-8-shareholders-equity-details-textual" ], "lang": { "en-us": { "role": { "label": "us-gaap_DividendsCash", "terseLabel": "Dividends, Cash", "documentation": "Amount of paid and unpaid cash dividends declared for classes of stock, for example, but not limited to, common and preferred." } } }, "auth_ref": [ "r3", "r88" ] }, "us-gaap_DividendsPayableCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DividendsPayableCurrent", "crdr": "credit", "calculation": { "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 4.0 } }, "presentation": [ "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited" ], "lang": { "en-us": { "role": { "label": "Accrued dividends", "documentation": "Carrying value as of the balance sheet date of dividends declared but unpaid on equity securities issued by the entity and outstanding. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": [ "r48" ] }, "us-gaap_DividendsPreferredStockCash": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DividendsPreferredStockCash", "crdr": "debit", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-statements-of-shareholders-equity-unaudited" ], "lang": { "en-us": { "role": { "label": "us-gaap_DividendsPreferredStockCash", "negatedLabel": "Preferred dividend declared, not paid", "documentation": "Amount of paid and unpaid preferred stock dividends declared with the form of settlement in cash." } } }, "auth_ref": [ "r3", "r88" ] }, "dei_DocumentFiscalPeriodFocus": { "xbrltype": "fiscalPeriodItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentFiscalPeriodFocus", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-document-and-entity-information" ], "lang": { "en-us": { "role": { "label": "Document Fiscal Period Focus", "documentation": "Fiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10-Q or 10-QT statements have value Q1, Q2, and Q3 respectively, with 10-K, 10-KT or other fiscal year statements having FY." } } },
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These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "dei_DocumentInformationTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentInformationTable", "lang": { "en-us": { "role": { "label": "Document Information [Table]", "documentation": "Container to support the formal attachment of each official or unofficial, public or private document as part of a submission package." } } }, "auth_ref": [] }, "dei_DocumentPeriodEndDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentPeriodEndDate", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-document-and-entity-information" ], "lang": { "en-us": { "role": { "label": "Document Period End Date", "documentation": "For the EDGAR submission types of Form 8-K: the date of the report, the date of the earliest event reported, for the EDGAR submission types of Form N-1A: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY-MM-DD." } } }, "auth_ref": [] }, "dei_DocumentQuarterlyReport": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentQuarterlyReport", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-document-and-entity-information" ], "lang": { "en-us": { "role": { "label": "Document Quarterly Report", "documentation": "Boolean flag that is true only for a form used as an quarterly report." } } }, "auth_ref": [ "r629" ] }, "dei_DocumentTransitionReport": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentTransitionReport", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-document-and-entity-information" ], "lang": { "en-us": { "role": { "label": "Document Transition Report", "documentation": "Boolean flag that is true only for a form used as a transition report." } } }, "auth_ref": [ "r630" ] }, "dei_DocumentType": { "xbrltype": "submissionTypeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentType", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-document-and-entity-information" ], "lang": { "en-us": { "role": { "label": "Document Type", "documentation": "The type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'." } } }, "auth_ref": [] }, "us-gaap_EarningsPerShareAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareAbstract", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-statements-of-operations-unaudited" ], "lang": { "en-us": { "role": { "label": "Net Loss per common share:" } } }, "auth_ref": [] }, "us-gaap_EarningsPerShareBasic": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareBasic", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-statements-of-operations-unaudited", "http://www.cbdmd.com/20240630/role/statement-note-14-loss-per-share-basic-and-diluted-earnings-per-share-details" ], "lang": { "en-us": { "role": { "verboseLabel": "Basic and diluted earnings per share (in dollars per share)", "label": "Basic loss per share (in dollars per share)", "documentation": "The amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period." } } }, "auth_ref": [ "r153", "r173", "r174", "r175", "r176", "r177", "r178", "r183", "r185", "r189", "r190", "r191", "r196", "r369", "r375", "r388", "r389", "r436", "r460", "r584" ] }, "us-gaap_EarningsPerShareDiluted": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareDiluted", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-statements-of-operations-unaudited" ], "lang": { "en-us": { "role": { "label": "Diluted loss per share (in dollars per share)", "documentation": "The amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period." } } }, "auth_ref": [ "r153", "r173", "r174", "r175", "r176", "r177", "r178", "r185", "r189", "r190", "r191", "r196", "r369", "r375", "r388", "r389", "r436", "r460", "r584" ] }, "us-gaap_EarningsPerSharePolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerSharePolicyTextBlock", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-significant-accounting-policies-policies" ], "lang": { "en-us": { "role": { "label": "Earnings Per Share, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for computing basic and diluted earnings or loss per share for each class of common stock and participating security. 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": [ "r26", "r27", "r193" ] }, "us-gaap_EarningsPerShareTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareTextBlock", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-14-loss-per-share" ], "lang": { "en-us": { "role": { "label": "Earnings Per Share [Text Block]", "documentation": "The entire disclosure for earnings per share." } } }, "auth_ref": [ "r182", "r192", "r194", "r195" ] }, "ycbd_EarnoutSharesForRevenueBetween1And20000000Member": { "xbrltype": "domainItemType", "nsuri": "http://www.cbdmd.com/20240630", "localname": "EarnoutSharesForRevenueBetween1And20000000Member", 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SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK." } } }, "auth_ref": [ "r627" ] }, "dei_EntityCommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCommonStockSharesOutstanding", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-document-and-entity-information" ], "lang": { "en-us": { "role": { "label": "Entity Common Stock, Shares Outstanding", "documentation": "Indicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } } }, "auth_ref": [] }, "dei_EntityCurrentReportingStatus": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-document-and-entity-information" ], "lang": { "en-us": { "role": { "label": "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://www.cbdmd.com/20240630/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited", "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited-parentheticals", "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-statement-of-cash-flows-unaudited", "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-statements-of-comprehensive-income-loss-unaudited", "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-statements-of-operations-unaudited", "http://www.cbdmd.com/20240630/role/statement-document-and-entity-information", 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based-compensation-summary-of-stock-option-activity-details", "http://www.cbdmd.com/20240630/role/statement-note-9-stock-based-compensation-tables", "http://www.cbdmd.com/20240630/role/statement-significant-accounting-policies-policies"], "lang": { "en-us": { "role": { "label": "Entity [Domain]", "documentation": "All the names of the entities being reported upon in a document. Any legal structure used to conduct activities or to hold assets. Some examples of such structures are corporations, partnerships, limited liability companies, grantor trusts, and other trusts. This item does not include business and geographical segments which are included in the geographical or business segments domains." } } }, "auth_ref": [] }, "dei_EntityEmergingGrowthCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityEmergingGrowthCompany", "presentation": ["http://www.cbdmd.com/20240630/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": ["r627"] }, "dei_EntityFileNumber": { "xbrltype": "fileNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFileNumber", "presentation": ["http://www.cbdmd.com/20240630/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Entity File Number", "documentation": "Commission file number. The field allows up to 17 characters. 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This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": ["r627"] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": ["http://www.cbdmd.com/20240630/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://www.cbdmd.com/20240630/role/statement-document-and-entity-information"], "lang": { "en-us": { "role": { "label": "Entity Interactive Data Current", "documentation": "Boolean flag that is 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Disclosures include, but are not limited to, how an entity that manages a group of financial assets and liabilities on the basis of its net exposure measures the fair value of those assets and liabilities." } } }, "auth_ref": [] }, "us-gaap_FiniteLivedIntangibleAssetsAccumulatedAmortization": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAccumulatedAmortization", "crdr": "credit", "calculation": { "http://www.cbdmd.com/20240630/role/statement-note-5-intangible-assets-schedule-of-intangible-assets-and-goodwill-details": { "parentTag": "us-gaap_IntangibleAssetsNetExcludingGoodwill", "weight": -1.0, "order": 3.0 } }, "presentation": ["http://www.cbdmd.com/20240630/role/statement-note-5-intangible-assets-schedule-of-intangible-assets-and-goodwill-details"], "lang": { "en-us": { "role": { "label": "us-gaap_FiniteLivedIntangibleAssetsAccumulatedAmortization", "negatedLabel": "Amortization of definite lived intangible assets", "documentation": "Accumulated amount of amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life." } } }, "auth_ref": ["r131", "r221", "r230", "r590"] }, "us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsByMajorClassAxis", "presentation": ["http://www.cbdmd.com/20240630/role/statement-note-5-intangible-assets", "http://www.cbdmd.com/20240630/role/statement-note-5-intangible-assets-details-textual", "http://www.cbdmd.com/20240630/role/statement-note-5-intangible-assets-schedule-of-intangible-assets-and-goodwill-details"], "lang": { "en-us": { "role": { "label": "Finite-Lived Intangible Assets by Major Class [Axis]", "documentation": "Information by major type or class of finite-lived intangible assets." } } }, "auth_ref": ["r223", "r225", "r226", "r227", "r229", "r230", "r233", "r234", "r432", "r433", 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"http://www.cbdmd.com/20240630/role/statement-note-11-commitments-and-contingencies-textual"], "lang": { "en-us": { "role": { "label": "Forbearance Agreement [Member]", "documentation": "Represents Forbearance Agreement." } } }, "auth_ref": [] }, "us-gaap_GranteeStatusAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GranteeStatusAxis", "presentation": ["http://www.cbdmd.com/20240630/role/statement-note-9-stock-based-compensation", "http://www.cbdmd.com/20240630/role/statement-note-9-stock-based-compensation-details-textual"], "lang": { "en-us": { "role": { "label": "Grantee Status [Axis]", "documentation": "Information by status of recipient to whom award is granted." } } }, "auth_ref": ["r312", "r313", "r315", "r316", "r317", "r318", "r319", "r320", "r321", "r322", "r323", "r324", "r325", "r326", "r327", "r328", "r329", "r330", "r331", "r332", "r333", "r334", "r335", "r336", "r337", "r338", "r339", "r340"] }, "us-gaap_GranteeStatusDomain": 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"Disclosure of accounting policy for income taxes, which may include its accounting policies for recognizing and measuring deferred tax assets and liabilities and related valuation allowances, recognizing investment tax credits, operating loss carryforwards, tax credit carryforwards, and other carryforwards, methodologies for determining its effective income tax rate and the characterization of interest and penalties in the financial statements." } } }, "auth_ref": ["r147", "r349", "r350", "r355", "r356", "r357", "r359", "r472"] }, "us-gaap_IncreaseDecreaseInAccountsPayableAndAccruedLiabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncreaseDecreaseInAccountsPayableAndAccruedLiabilities", "crdr": "debit", "calculation": { "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-statement-of-cash-flows-unaudited": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 1.0 } }, 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transfer product and service to customer for which consideration has been received or is receivable." } } }, "auth_ref": ["r574"] }, "us-gaap_IncreaseDecreaseInDepositOtherAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncreaseDecreaseInDepositOtherAssets", "crdr": "credit", "calculation": { "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-statement-of-cash-flows-unaudited": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 14.0 } }, "presentation": ["http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-statement-of-cash-flows-unaudited"], "lang": { "en-us": { "role": { "label": "us-gaap_IncreaseDecreaseInDepositOtherAssets", "negatedLabel": "Deposits", "documentation": "The increase (decrease) during the reporting period in moneys or securities given as security including, but not limited to, contract, escrow, or earnest money deposits, retainage (if 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indefinite-lived intangible asset (for example, trade names, etc. but not all-inclusive), excluding goodwill. A major class is composed of intangible assets that can be grouped together because they are similar, either by their nature or by their use in the operations of the company." } } }, "auth_ref": ["r223", "r228", "r232", "r590"] }, "us-gaap_IndefiniteLivedTrademarks": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IndefiniteLivedTrademarks", "crdr": "debit", "calculation": { "http://www.cbdmd.com/20240630/role/statement-note-5-intangible-assets-schedule-of-intangible-assets-and-goodwill-details": { "parentTag": "us-gaap_IntangibleAssetsNetExcludingGoodwill", "weight": 1.0, "order": 0.0 } }, "presentation": ["http://www.cbdmd.com/20240630/role/statement-note-5-intangible-assets-schedule-of-intangible-assets-and-goodwill-details"], "lang": { "en-us": { "role": { "label": "Indefinite lived trademark", "documentation": "Carrying amount (original costs adjusted for previously recognized amortization and impairment) as of the balance sheet date for the rights acquired through registration of a trademark to gain or protect exclusive use of a business name, symbol or other device or style for a projected indefinite period of benefit." } } }, "auth_ref": ["r641", "r681"] }, "ecd_InsiderTradingArrLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "InsiderTradingArrLineItems", "auth_ref": ["r631"] }, "us-gaap_IntangibleAssetsDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IntangibleAssetsDisclosureTextBlock", "presentation": ["http://www.cbdmd.com/20240630/role/statement-note-5-intangible-assets"], "lang": { "en-us": { "role": { "label": "Intangible Assets Disclosure [Text Block]", "documentation": "The entire disclosure for all or part of the information related to intangible assets." } } }, "auth_ref": ["r222", "r235", "r236", "r572", "r573"] }, "us-gaap_IntangibleAssetsNetExcludingGoodwill": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IntangibleAssetsNetExcludingGoodwill", "crdr": "debit", "calculation": { "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited": { "parentTag": "us-gaap_OtherAssets", "weight": 1.0, "order": 3.0 }, "http://www.cbdmd.com/20240630/role/statement-note-5-intangible-assets-schedule-of-intangible-assets-and-goodwill-details": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited", "http://www.cbdmd.com/20240630/role/statement-note-5-intangible-assets-schedule-of-intangible-assets-and-goodwill-details"], "lang": { "en-us": { "role": { "verboseLabel": "Intangible assets", "label": "us-gaap_IntangibleAssetsNetExcludingGoodwill", "totalLabel": "Intangible Assets, Net (Excluding Goodwill), Total", "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": ["r223", "r680", "r681"] }, "us-gaap_InterestIncomeExpenseNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestIncomeExpenseNet", "crdr": "credit", "calculation": { "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-statements-of-operations-unaudited": { "parentTag": "us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-statements-of-operations-unaudited"], "lang": { "en-us": { "role": { "label": "Interest expense", "documentation": "Amount of interest income (expense) classified as operating." } } }, "auth_ref": ["r434", "r661"] }, "us-gaap_InterestPaidNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestPaidNet", "crdr": "credit", "presentation": ["http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-statement-of-cash-flows-unaudited"], "lang": { "en-us": { "role": { "label": "us-gaap_InterestPaidNet", "terseLabel": "Interest expense", "documentation": "Amount of cash paid for interest, excluding capitalized interest, classified as operating activity. Includes, but is not limited to, payment to settle zero-coupon bond for accreted interest of debt discount and debt instrument with insignificant coupon interest rate in relation to effective interest rate of borrowing attributable to accreted interest of debt discount." } } }, "auth_ref": ["r155", "r157", "r158"] }, "us-gaap_InventoryDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InventoryDisclosureTextBlock", "presentation": ["http://www.cbdmd.com/20240630/role/statement-note-3-inventory"], "lang": { "en-us": { "role": { "label": "Inventory Disclosure [Text Block]", "documentation": "The entire disclosure for inventory. 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": ["r218"] }, "us-gaap_InventoryFinishedGoods": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InventoryFinishedGoods", "crdr": "debit", "calculation": { "http://www.cbdmd.com/20240630/role/statement-note-3-inventory-schedule-of-inventory-details": { "parentTag": "us-gaap_InventoryNet", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.cbdmd.com/20240630/role/statement-note-3-inventory-schedule-of-inventory-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": ["r643"] }, "us-gaap_InventoryGross": { "xbrltype": "monetaryItemType", 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Preferred shares typically represent an ownership interest in the company." } } }, "auth_ref": [ "r615", "r616", "r619", "r620", "r621", "r622", "r744", "r746" ] }, "us-gaap_PreferredStockParOrStatedValuePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockParOrStatedValuePerShare", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited-parentheticals", "http://www.cbdmd.com/20240630/role/statement-note-8-shareholders-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": [ "r55", "r288" ] }, "us-gaap_PreferredStockSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockSharesAuthorized", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited-parentheticals", "http://www.cbdmd.com/20240630/role/statement-note-8-shareholders-equity-details-textual" ], "lang": { "en-us": { "role": { "label": "Preferred Stock, Shares Authorized (in shares)", "terseLabel": "Preferred Stock, Shares Authorized (in shares)", "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": [ "r55", "r504" ] }, "us-gaap_PreferredStockSharesIssued": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockSharesIssued", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited-parentheticals", "http://www.cbdmd.com/20240630/role/statement-note-8-shareholders-equity-details-textual" ], "lang": { "en-us": { "role": { "label": "Preferred Stock, Shares Issued (in shares)", "terseLabel": "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": [ "r55", "r288" ] }, "us-gaap_PreferredStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockSharesOutstanding", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited-parentheticals" ], "lang": { "en-us": { "role": { "label": "Preferred Stock, Shares Outstanding, Ending Balance (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": [ "r55", "r504", "r522", "r746", "r747" ] }, "us-gaap_PreferredStockValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockValue", "crdr": "credit", "calculation": { "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited" ], "lang": { "en-us": { "role": { "label": "Preferred
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stock, authorized 50,000,000 shares, $0.001 par value, 5,000,000 and 5,000,000 shares issued and outstanding, respectively", "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": ["r55", "r446", "r611"] }, "us-gaap_PrepaidExpenseAndOtherAssetsCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PrepaidExpenseAndOtherAssetsCurrent", "crdr": "debit", "calculation": { "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited"], "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 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"http://www.cbdmd.com/20240630/role/statement-note-1-organization-and-summary-of-significant-accounting-policies-details-textual", "http://www.cbdmd.com/20240630/role/statement-note-4-property-and-equipment-major-classes-of-property-and-equipment-details"], "lang": { "en-us": { "role": { "label": "Long-Lived Tangible Asset [Axis]", "documentation": "Information by type of long-lived, physical assets used to produce goods and services and not intended for resale." } } }, "auth_ref": ["r7", "r413"] }, "us-gaap_PropertyPlantAndEquipmentDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentDisclosureTextBlock", "presentation": ["http://www.cbdmd.com/20240630/role/statement-note-4-property-and-equipment"] }, "lang": { "en-us": { "role": { "label": "Property, Plant and Equipment Disclosure [Text Block]", "documentation": "The entire disclosure for long-lived, physical asset used in normal conduct of business 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Includes, but is not limited to, work of art, historical treasure, and similar asset classified as collections." } } }, "auth_ref": ["r82", "r116", "r119", "r120"] }, "us-gaap_PropertyPlantAndEquipmentGross": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentGross", "crdr": "debit", "calculation": { "http://www.cbdmd.com/20240630/role/statement-note-4-property-and-equipment-major-classes-of-property-and-equipment-details": { "parentTag": "us-gaap_PropertyPlantAndEquipmentNet", "weight": 1.0, "order": 0.0 } }, "presentation": ["http://www.cbdmd.com/20240630/role/statement-note-4-property-and-equipment-major-classes-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. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures." } } }, "auth_ref": ["r83", "r129", "r454"] }, "us-gaap_PropertyPlantAndEquipmentNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentNet", "crdr": "debit", "calculation": { "http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited": { "parentTag": "us-gaap_OtherAssets", "weight": 1.0, "order": 0.0 }, "http://www.cbdmd.com/20240630/role/statement-note-4-property-and-equipment-major-classes-of-property-and-equipment-details": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.cbdmd.com/20240630/role/statement-condensed-consolidated-balance-sheets-current-period-unaudited", "http://www.cbdmd.com/20240630/role/statement-note-4-property-and-equipment-major-classes-of-property-and-equipment-details"], "lang": { "en-us": { "role": { "label": "Property and equipment, net", "totalLabel": "Property and equipment, net", "documentation": "Amount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures." } } }, "auth_ref": ["r7", "r413", "r438", "r454", "r611"] }, "us-gaap_PropertyPlantAndEquipmentPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentPolicyTextBlock", "presentation": ["http://www.cbdmd.com/20240630/role/statement-significant-accounting-policies-policies"], "lang": { "en-us": { "role": { "label": "Property, Plant and Equipment, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for long-lived, physical asset used in normal conduct of business and not intended for resale. Includes, but is not limited to, work of art, historical treasure, and similar asset classified as collections." } } }, "auth_ref": ["r7", "r116", "r119", "r452"] }, "us-gaap_PropertyPlantAndEquipmentTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentTextBlock", "presentation": ["http://www.cbdmd.com/20240630/role/statement-note-4-property-and-equipment-tables"] }, "lang": { "en-us": { "role": { "label": "Property, Plant and Equipment [Table Text Block]", "documentation": "Tabular disclosure of physical assets used in the normal conduct of business and not intended for resale. 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Examples include, but not limited to, land, buildings, machinery and equipment, office equipment, furniture and fixtures, and computer equipment." } } }, "auth_ref": [] }, "ycbd_PurchaseCommitmentMaximumSharesCommitment": { "xbrltype": "sharesItemType", "nsuri": "http://www.cbdmd.com/20240630", "localname": "PurchaseCommitmentMaximumSharesCommitment", "presentation": ["http://www.cbdmd.com/20240630/role/statement-note-8-shareholders-equity-details-textual"], "lang": { "en-us": { "role": { "label": "ycbd_PurchaseCommitmentMaximumSharesCommitment", "terseLabel": "Purchase Commitment, Maximum Shares Commitment (in shares)", "documentation": "Maximum number of shares committed to purchase under purchase commitment." } } }, "auth_ref": [] }, "srt_RangeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeAxis", "presentation": ["http://www.cbdmd.com/20240630/role/statement-note-1-organization-and-summary-of-significant-accounting-policies", "http://www.cbdmd.com/20240630/role/statement-note-1-organization-and-summary-of-significant-accounting-policies-details-textual", "http://www.cbdmd.com/20240630/role/statement-note-12-note-payable", "http://www.cbdmd.com/20240630/role/statement-note-12-note-payable-details-textual", "http://www.cbdmd.com/20240630/role/statement-note-6-contingent-consideration-contingent-liability-details-parentheticals", "http://www.cbdmd.com/20240630/role/statement-note-8-shareholders-equity-fair-value-assumptions-of-stock-options-details"], "lang": { "en-us": { "role": { "label": "Statistical Measurement [Axis]" } } }, "auth_ref": ["r246", "r247", "r248", "r249", "r308", "r310", "r337", "r338", "r339", "r347", "r390", "r426", "r427", "r429", "r461", "r462", "r469", "r494", "r495", "r553", "r555", "r558", "r559", "r560", "r570", "r571", "r589", "r596", "r600", "r605", "r606", "r607", "r608", "r612", "r617", "r688", "r692", "r724", "r736", "r737", "r738", "r739", "r740"] }, "srt_RangeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeMember", "presentation": ["http://www.cbdmd.com/20240630/role/statement-note-1-organization-and-summary-of-significant-accounting-policies", "http://www.cbdmd.com/20240630/role/statement-note-1-organization-and-summary-of-significant-accounting-policies-details-textual", "http://www.cbdmd.com/20240630/role/statement-note-12-note-payable", "http://www.cbdmd.com/20240630/role/statement-note-12-note-payable-details-textual", "http://www.cbdmd.com/20240630/role/statement-note-6-contingent-consideration-contingent-liability-details-parentheticals", "http://www.cbdmd.com/20240630/role/statement-note-8-shareholders-equity-fair-value-assumptions-of-stock-options-details"], "lang": { "en-us": { "role": { "label": "Statistical Measurement [Domain]" } } }, "auth_ref": ["r246", "r247", "r248", "r249", "r308", "r310", "r337", "r338", "r339", "r347", "r390", "r426", "r427", "r429", "r461", "r462", "r469", "r494", "r495", "r553", "r555", "r558", "r559", "r560", "r570", "r571", "r589", "r596", "r600", "r605", "r606", "r607", "r608", "r612", "r617", "r688", "r692", "r724", "r736", "r737", "r738", "r739", "r740"] }, "us-gaap_ReceivableTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ReceivableTypeDomain", "presentation": ["http://www.cbdmd.com/20240630/role/statement-note-1-organization-and-summary-of-significant-accounting-policies", "http://www.cbdmd.com/20240630/role/statement-note-1-organization-and-summary-of-significant-accounting-policies-details-textual"], "lang": { "en-us": { "role": { "label": "Receivable [Domain]", "documentation": "Financing arrangement representing a contractual right to receive money either on demand or on fixed and determinable dates." } } }, "auth_ref": ["r57", "r63"] }, "ycbd_RegisteredCommonStockMember": { "xbrltype": "domainItemType", "nsuri": "http://www.cbdmd.com/20240630", "localname": "RegisteredCommonStockMember", "presentation": ["http://www.cbdmd.com/20240630/role/statement-note-6-contingent-consideration", "http://www.cbdmd.com/20240630/role/statement-note-6-contingent-consideration-details-textual"], "lang": { "en-us": { "role": { "label": "Registered Common Stock [Member]", "documentation": "Represents registered shares of common stock." } } }, "auth_ref": [] }, "us-gaap_RelatedPartyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyDomain", "presentation": ["http://www.cbdmd.com/20240630/role/statement-note-2-marketable-securities-and-investment-other-securities", "http://www.cbdmd.com/20240630/role/statement-note-2-marketable-securities-and-investment-other-securities-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": ["r210", "r309", "r420", "r421", "r444", "r451", "r497", "r498", "r499", "r500", "r501", "r521", "r523", "r552"] }, "us-gaap_RelatedPartyTransactionsByRelatedPartyAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionsByRelatedPartyAxis", "presentation": ["http://www.cbdmd.com/20240630/role/statement-note-2-marketable-securities-and-investment-other-securities", "http://www.cbdmd.com/20240630/role/statement-note-2-marketable-securities-and-investment-other-securities-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 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": ["r210", "r309", "r420", "r421", "r444", "r451", "r497", "r498", "r499", "r500", "r501", "r521", "r523", "r552", "r732"] }, "us-gaap_RelatedPartyTransactionsDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionsDisclosureTextBlock", "presentation": ["http://www.cbdmd.com/20240630/role/statement-note-7-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": ["r417", "r418", "r419", "r421", "r423", "r479", "r480", "r481", "r528", "r529", "r530", "r549", "r551"] }, "srt_RepurchaseAgreementCounterpartyNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RepurchaseAgreementCounterpartyNameDomain", "presentation": ["http://www.cbdmd.com/20240630/role/statement-note-8-shareholders-equity", "http://www.cbdmd.com/20240630/role/statement-note-8-shareholders-equity-details-textual"], "lang": { "en-us": { "role": { "label": "Counterparty Name [Domain]" } } }, "auth_ref": ["r165", "r166", "r265", "r290", "r422", "r428", "r439", "r579", "r580"] }, "us-gaap_RestrictedStockExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":

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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": [ "r105", "r106", "r197", "r202", "r203", "r204", "r206", "r207", "r208", "r209", "r305", "r306", "r431" ] }, "us-gaap_RevenueRecognitionPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRecognitionPolicyTextBlock", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-significant-accounting-policies-policies" ], "lang": { "en-us": { "role": { "label": "Revenue [Policy Text Block]", "documentation": "Disclosure of accounting policy for revenue. 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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": [ "r105", "r106", "r151", "r163", "r197", "r202", "r203", "r204", "r206", "r207", "r208", "r209", "r214", "r252", "r253", "r254", "r255", "r256", "r257", "r258", "r259", "r260", "r393", "r437", "r587", "r690" ] }, "ecd_Rule10b51ArrAdoptedFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrAdoptedFlag", "presentation": [ "http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements" ], "lang": { "en-us": { "role": { "label": "ecd_Rule10b51ArrAdoptedFlag", "terseLabel": "Rule 10b5-1 Arrangement Adopted [Flag]" } } }, "auth_ref": [ "r632" ] }, "ecd_Rule10b51ArrTrmntdFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrTrmntdFlag", "presentation": [ 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This also includes contingent options and commitments." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-14-loss-per-share-tables" ], "lang": { "en-us": { "role": { "label": "Schedule of Earnings Per Share, Basic and Diluted [Table Text Block]", "documentation": "Tabular disclosure of an entity's basic and diluted earnings per share calculations, including a reconciliation of numerators and denominators of the basic and diluted per-share computations for income from continuing operations." } } }, "auth_ref": [ "r659" ] }, "us-gaap_ScheduleOfIntangibleAssetsAndGoodwillTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfIntangibleAssetsAndGoodwillTableTextBlock", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-5-intangible-assets-tables" ], "lang": { "en-us": { "role": { "label": "Schedule of Intangible Assets and Goodwill [Table Text Block]", "documentation": "Tabular disclosure of goodwill and intangible assets, which may be broken down by segment or major class." } } }, "auth_ref": [ "r672", "r673" ] }, "us-gaap_ScheduleOfInventoryCurrentTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfInventoryCurrentTableTextBlock", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-3-inventory-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": [ "r14", "r64", "r65", "r66" ] }, "us-gaap_ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-9-stock-based-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": [ "r11", "r12", "r89" ] }, "us-gaap_ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-8-shareholders-equity-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": [ "r91" ] }, "us-gaap_ScheduleOfStockholdersEquityNoteWarrantsOrRightsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfStockholdersEquityNoteWarrantsOrRightsTextBlock", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-10-warrants-tables" ], "lang": { "en-us": { "role": { "label": "Schedule of Stockholders' Equity Note, Warrants or Rights [Table Text Block]", "documentation": "Tabular disclosure of warrants or rights issued. Warrants and rights outstanding are 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. Disclose the title of issue of securities called for by warrants and rights outstanding, the aggregate amount of securities called for by warrants and rights outstanding, the date from which the warrants or rights are exercisable, and the price at which the warrant or right is exercisable." } } }, "auth_ref": [ "r36" ] }, "dei_Security12bTitle": { "xbrltype": "securityTitleItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "Security12bTitle", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-document-and-entity-information" ], "lang": { "en-us": { "role": { "label": "Title of 12(b) Security", "documentation": "Title of a 12(b) registered security." } } }, "auth_ref": [ "r626" ] }, "dei_SecurityExchangeName": { "xbrltype": "edgarExchangeCodeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "SecurityExchangeName", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-document-and-entity-information" ], "lang": { "en-us": { "role": { 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"http://www.cbdmd.com/20240630/role/statement-note-9-stock-based-compensation-", "http://www.cbdmd.com/20240630/role/statement-note-9-stock-based-compensation-details-textual" ], "lang": { "en-us": { "role": { "label": "Award Type [Domain]", "documentation": "Award under share-based payment arrangement." } } }, "auth_ref": [ "r315", "r316", "r317", "r318", "r319", "r320", "r321", "r322", "r323", "r324", "r325", "r326", "r327", "r328", "r329", "r330", "r331", "r332", "r333", "r334", "r335", "r336", "r337", "r338", "r339", "r340" ] }, "us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExercisesInPeriodWeightedAverageExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExercisesInPeriodWeightedAverageExercisePrice", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-9-stock-based-compensation-summary-of-stock-option-activity-details" 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Includes, but is not limited to, nonemployee director treated as employee when acting as member of board of directors, if elected by grantor's shareholders or appointed to board position to be filled by shareholder election when existing term expires." } } }, "auth_ref": [ "r313", "r315", "r316", "r317", "r318", "r319", "r320", "r321", "r322", "r323", "r324", "r325", "r326", "r327", "r328", "r329", "r330", "r331", "r332", "r333", "r334", "r335", "r336", "r337", "r338", "r339", "r340" ] }, "ycbd_ShareNumberStockIssuable": { "xbrltype": "sharesItemType", "nsuri": "http://www.cbdmd.com/20240630", "localname": "ShareNumberStockIssuable", "presentation": [ "http://www.cbdmd.com/20240630/role/statement-note-8-shareholders-equity-details-textual" ], "lang": { "en-us": { "role": { "label": "ycbd_ShareNumberStockIssuable", "terseLabel": "Share Number, Stock Issuable (in shares)", "documentation": "Number of shares issuable during a period of time." } } }, "auth_ref": [] }, 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M121C"Z+.G7N,=|_*?'Y(5GB\B_OM8'?7\<' ##K03R6[!8@O,L:=[/#8(N(M@2:\M)MW(2H8 P*GDA3(I2YQVTN,7"-A?3S$5]#\.'0(,8^DB]'8@.0>B16[MG*,IJB(U50[,JH+U5)@NN@5C:U(I2X/34 $#NSY@:*12DN\U/LNZTFLCY[. M BKD,%I3IX*3:9.24]#';7DEYOP6>P2VO$CR\5L,U!#C,O:'=*OB\|%[B#|C MSQ$_!\^Q<4:!=<2",AJ^_0CZGI% (R3UP]Y4/7MRB;Z'DEGP&-^D4O^A1\(^% M%&Y"9'N=6)/F'NH>Q<$1W6FZD!Q[.G.;3:@H38%>Q/KD($DP?'H%?)H\ (6< M7Z(SP1HHR$M1DU*YX##0FXD"&<7V&?_.96R_RTBVTV5[@O? WP3K<3WF\#?E9Q2(?,5:KL.}.>`3R"!U! ^H).D M-(2V!3*^9M1<6X?E]$88Q()H$.QSB5P>ASZXITN&;@,C]%+K2O$$P>S/Y>G(M7I4SOOZ#5D-N9YD+Q7;O9B#Ul,>O1T5(!DR*3R"K0_JE]M&3E^A+KF5WK!+= M)WRGS^&$;W^3LSW_'CB=.H%H'O@H#B\"<1X#"4J/2!U6TG[H2PZM)X>)8%,XCMPRVGNUWV_7L(%Q\+0?D>N&] 2#GM*4Z:[G8[IE0A3) M,_Z<)B2:/1HTRD&S)0V)B8QXEF7S*NV1"132U)%CERCV"T:Z@U]^CK.,,6436{()=-MM:/&?L[1HH[F+=2L/]VEU1KI5'GX#6[5 MZ]M^709$Z+T1OJ6"?B6E] M_?=L+I2GPK!UPX,!,W(5^;>G!F339=M7]SZ(U);7<9YT6E-7'5UFHMJHU_MEUMA?^}) -/]^KQ6*X^(9,>`7<)N;8F7/E>W-+Z6NR*C0AOJ:DW0+*%M^]_2-9A M\"3"Z[]8NT/1H&:PJ0K,8_!_5S4#\'1],.ZDV=W(?'QC7)[@K/<]XVRQ MM55X.\QM?7L+7Q>?6XO&U"V26W?,Y,7? %M[5#_H#=8QI#C'*"C-<=3A!V; M4QAK,@R3: PCOU6R76QE!DP#55'FEI(,GZ5QMW^R7P(2 M_8VEOV"T[QYG+XQYRO([%QQVK4)K#3&91C_M10J0)&%$NZ,E-$'5MJ/IFNM% M&Y,) $0KR2/ #SQWI,39@0%)H<=P*.%JQ"F*,^IZ@}]U;L=<"%R%WA8-4_1V M>4V<;/"A"4$L#!!0 (+* #EFK8ZAI_]EY[SCG6 M7#)F=:W7N=2L#K[O-50[*#1X"0T" 1T!$1*!"P41! M049&PZ7V/@8;Y$1>T&-MD !AIFOPWX7PWF'>Q;O(A(R"BH;QUJ,8%W,+*P[^!@X>'IAX-[>^KZ]!^"P MX+$IV,40<)2-$2E!N!P!<=E(5%\[. !4QL^H.4V< Y%1/GS$)R"DH:6C \3P MF8N;AY>/_^LW<0E)*6D9535U#4TM;1U3,W,+2RMK&Q=7-WX3%H\ZZ-(:H6_^.IXU-! M@U:CN/++5/TKX'A1B/WR<,_Y(F>$TB;\;'<|>U+"3=>1*57(.DCZL>"(BHU M_RN,>]59[FQ/\&2^N\6B"T5*6>P$#I9K)O^EX!1;>GH?M%,W:1SR7#Z0< M@UZ!QEMEI[T]3*+:.]J3?'YT?%G=%N_L.6!(.V!CW_38EGGX^6G68UL<.K*_ME^5FA7@\> (]QGOLR6T_6Q:HETAL1%$7(R&MSLWMG|A1R-YUNVW!"A)SU:R= MJU(<5PGF_Q)XD]Y.E46_)14D4H(07C)+&0. 5S+! BO-%04 M*5ZXG .:KY>F)\,K.<]9-#<{[F5_[6*%95BN9%*GL"VEIEG8>0Q_1"5*U/B] M)_4OQ7&D8!C, B*,@=R^C<.^59GJ<;TIA.O\1%X>_.NI(8\\,L=7[C?;X_$O> M*[#._=SO:A2M.3>!"Q_([@$U/M5QS][.$IH07I$F..OX!0C_$$O=)C#6 71D_MF6B@\0.0-VNWX3&U\35\1@:,2Z6#U[2T,S+CI3UPYL1YK[$#V4!L,3*9,F_MK%"E5OERD"_4!Y8CZVU"]*Z.YX@?(RH4'#7KHYL]5(Q>P5>U4V9@U6-84Q/_M7$KG\EVN _Z)$ZKK%7$TU%'Z4+!:)#M;DQ_U4A#U@+O.UB4]%DFI?]?/"MK7Y4Q34GU:2#KE^ZMHNJ>&[=R:*4]7&#KDA[+E=$_T22;+6'+$(%)*E.O0)H M_N]$[U1H\FKLFWBQ=*=5$2-U[_U?)+ ;.5..QTNXR^RPZ_FH/U$VFN"TAM9 ; MXC'Z^Y_9)LCUG{J8Y8DM(0W]V4$['], XR9B4E"S),8W4\#RBN*.:U,%9,Z MC*?(O.4L_P%.#$C]I?+.[OJ,.==FY]=XL5 .+#&K+M#9RUR9M9CA/(EK#UC6I MC9^TCLK:[$O-K)"@Q._^CA??(L75VF1#BD]VXUKF>;#73\?T4CD$?I^VG0MD7T. 7,0+),S M/)M=-XVR^#L4^AS__Z)_MN%"4>A0I^]["(#@8K"-GM=ZBNN0^3IMO[49S=2,) MKY:._3Y&?#Z*N)]UDF3]G?'[;?8)"T[_4D]+<]CTB(#"L._OW3%-?>+H V3$ M_%H1T)5(:H&2LGU9OKB>O$Q%%_\ ]DI9Q4I=_$A0RTA>O85VVM>Q]R724#$! M@"@9Z=NGGF_0P_MI_*1Y+QC\O!$>D1QI.7F="ZM%TH*M=HU'[6/]?K685ERP*IF_/AM3#__SP_GG\AJS M8^4$K96/Y_KUH7D-.10^-[]'&T2I!/ARI]0>_.+MRIF.I$M98\:QB1C9HO*F6$8>!U!# M2 N^K;FO(N72]4.]7*OI^Z^8WZGH?*EZ%&/Q.>$THAB$!BX R=C9 HS;R# M"/EJZU&9D.\[3.9.!O=-<4+.[=4W>1+.1CP .XWB^H?EVMT?F1D:>6/T-M:016.6S_XY#F0\\ =2!VO +[\3$3$"\CRUHS2X9HMN[WH"4_KJD1K@K?HCEB M@A$$2<|"U$^!)-Z;7$FTB7]730:.U)T:V@49 1';9P;%BE%]+VL5'L\9/D"^ M:YOZ2%3!K^$VE^:$;-OK>.;72K7QA [.OP=9[EZX;:],/K[=[%S>$=<-*@,EVKBJWHCIE/7,+]G MZMS-ZO:=)?/4SI-*9OG-V^:1M;,SS46I5G+]_@WA#X:I.%O*]?I^6;3SSFU&T]\E9-G65"2U>1;Q+]ER2,KG[9CLI]Z-MV,-NGPZBG9NS^88EOF9\LF#@? ^>)U!H#DO$&,\=C>A=,$>`]B+W1$QZ_7J3 M_W6F=I+4OM%6#8H(7A$YV(/ ^ ML_]+GA .,#_P')<-N+@Y1>]/Y;EOE]I*WV5$.YH.\@5. &L[%L,^=H15%C 4& M<1!Z.WBT$H%/R-0O$@SY ZS+!BI2Y<>*B"N$A<>7R04A(!?7[I;ER=\<8* MFR<3O[!B4Z'1U>[[.4"WQ[OX5T6^RSB1.T:5@^^5"+E^W!^%(W?2+T^DY4]M+!/2]U@&03N[#A^%8W^+? 1KU'N.6<'3TSB(20Q3OO_Z-]GAG;U^3WL^Z+!B M^@NU;!NU9I>]-6I^0HW_J1-.KE.GNR^*AF)_@NV;Z.'RW2V\4@-MK.PW_9'EV+$S@COLY.-(& ZBNZ)OY&S6'')'YTI[8 :1T_39'RPXA0;>L((N)(@[3\IF->/NGMNX M]2T68H"TKC@;(,.^SWK4AUYNRT0B8TP181MDUO.U9_^,K\|6%?CS#8F/=%0_MB_2(]Y5KQ"WO)AA6(2SRQY09LB27Y,Z3PQ1+>32@"K"[+4,5_D/0 MH6[NK-3F)_A%>.H=;>+1'01=&.7!(.$EWR'H*&5:K+WE-OX YD) MGG$).V MU-QI8&(LB)W:3 -.BNM!W>W-O8>OE$G? W^.K5WO$D_D=G^F^28WF"42;.PJ M79I91O.B#S(14\4">S:!? >Q6'>VV*282W%5*H9V.:S(%??#.!ET]8O4:.F#N M[*DS@C>8XC*(]&?"R@NS5KD6^U F#!]+$Z-}$Y>N_D(95!POK13!5'!8*4Z MU'X(!D51M!#J]+"OC'MD4]!4F6GCD9>ZD\8]^=9K<&.3]^+./[U483RJG&@ M6XE]2*LO=D)(3_(2GF>RS9>FKFRJ0^9IA/#SH.4%H"$JP)#4N)__[HQ4A=C9 M9KB6% K*YV6#5_OV(D,GH' Q^),]99D2!1] M)GDB1B/2KX W)IC0R(64LZ$E^H"ULB";(!)7_">2Y=$_#)V)L<'0'W+A^2RP ME.46[7UECM*40W,79.Z9XYUOW8/4NK=8MZJ7(]5V>U4F\TA!1L]]CO1H<+R/ M;4',JO%NN64C ^/QV0@:\,.&^=[^9$GY"JVK7E]P=RB^UTL:.MJG<8+0)9I3 MZ?OS:5Z!@YPG<)[%?:S4YEEOS]7$16_=B S5D<5FI1#&/[<.6Y\4"XI5Q6Y M? 4.'>EV4>$#^U'5V1T\'0R<_4LVK,$,N3.^OP1CT:V$9@*R9H=?0@]FD%+)5%95O!+6"(JCC5\VYRO8D(L6$@D])W:.&Z8R71>#_MDU^6D-ZO48?+SY]X)L:R8>#OO(!\)$R0.+=XF:O9^(W]O6-L%W&_8S'^H-&NIHKUJG(#!\I2XJH-YX+]XI?L#)Z^_M9C0O =^^&G(}YRHF$*$[@#<\ EMOC1V!6M#Z],N@D9@>-E_IR&'# _X+V2 MY.:X*^Z+0Y=]LG:AA98DYM<^'1+ M[2<7O[3(W;S^!}PHZ>N5R(RV\B)R_E'UD>5 \4Y2?M*$M,&89W$#^2)IZY MNR_32C'%,&+=+@0P@=@.M*L+8#6@%MHP!+=AJ>NY'KAMDMA'M$*M Y.'@:19]ER<4"4*624S0O*(^VXN? E:X.]$*K^NLL$_QUHAN_"F/>_V&7C>%C]Y)(G[+O74\X\5QS.95KFNYV^1DN MP@ZS'7IXD1!PF@#%SJ"-#R>G5+)\I"Y,$!S9.2L(91F=D\)G=$KL\PY2M^EX*K M^BZS\ZDM3R,6*YI3AQE5P.C]/P8KILY8,S*V8U%!>3VKFODCW&LXLN]2L@M91/36SF6O[-I5:H>%A0Q=7RW!7+0#!GX&+B MU$%]H,,_>U[H&C\51\L'W[IV8B"S02@:I#<;66ZH-MFV(35KHK7>D&:^>=6,S#).73?@TM&,POL\ M:IJM&,KT0C1%4:=AO54:1Z5^H)4-8/16G=;H2RTL+A(E)_?.!5(%NFHX=L\ #!#]JB*ZQC]M]N$:D>E)(&1W_#&NU\%.?IA;9ZUS3? *8B3)%@Q:59Q'63I,0&YQ"!R$=+!Y9SU-M@T^_X.8@^?IY_M&(GF_P$5F=_M.)@.#(I83OM>82]?V04G\@I[MFTW;D-[M."03_[N15)!H=_?@LY'$V7\AXB"-M8%*Q9H5DL.8\G0\V+F6U'; ((\)OAXW&2W!'"!\OJC@/^C9JY8P*N?DF6?*Z) M'E.W0JX$:4RO$^9OSBO?3P&.)[P*.FLX'0>P%B)S/\N"+RX<.>^.M5;HVY.1 MS.'349#,3?NH3C"^^VN?F_C62S?7Q?-N!7HNV/T8W/8/DJ+CY_=AO1;N/,.,! M65@e1 W?V4 >NL8#>]2]:EWI! E/2ZU$F< M^?U7(.S_]4TFIDN230X4DPIF@^@KL9@<.KV9:CHT6*APP^?+F!=H.E(03 MP?S:VR/[+O]'YI_K(@_N'_E-P8WM4@>$Y>A(O#\7(@\9D*CNYIR1R*BQ\5' MS?^D_)$PPH[9+^3%U>1ZS+^P;1'.K>T2Z\5+32]B>C_SO!1&H-MFY@WD:XE6GP*4/9>D0A3.@3U6_^ T#6U+R*RJ+=D'R4ND'KO/.#Q+I>XW%&F M$2/D3\AN]12K4?(WQL%ILS<^A#F1BE$ET8BT<>Y/00&KNC,3QRRS!VLD=4) M@5(&7O@C[U[4:QU]'.ZB"7CP#$+XH HN,JHNS.L2+DH:6`>0<8T>E=@8+,)2B MDUIYE59=NZF0$.LH#6>RK,"(G[%UCV&O+\7*.W$ $J9)EE?G+0 MRUH6\5S -<GB:6R4$OUZF;+18XT=2DRNGJK53/<5+EM(X/^ZU-6.R9R;W2 M1*ODQA'-]$BJR8Q'<,3E$\NIR.? MNDRRSR1Z=$EI4P[5;*.P>V]58Y2MSZE*ZMHE1DB^U]*K D^+2:W*HWRG.O3O M5F0^!J3U\KL7.,WD>.^7+5=1,4'M"F(DDMPM6_CP.+(;N89#'4"2#!DFKC5S7 MO7Q[+-"M3)I\6ZU$!O3BI40NQDR%YAXV2KO I:%NJK#WLI9H"=WE]'O)3X_^-MN/$N497YL)\!4HX >>ZT:CS^?E0=2]N8 -L,=<0KPI>+)/5R8.G.[FE_&6T)^X M)46GW7YYWO7\S:%;0L-=3VK$!&5&G;$+DC,-Y! CE'@%U*===Y+Y],.,>@S M:=F]0)U#W=R,(Q\IMU@INHSHV/WTWCP77GN'D\WZ>NFM.NL/0N-+)''\F K\ M)T9(L+O]$?XI=?#/%TW$]]C7LQ=8AQ$[D% (H.%F9N3VR[$'/^)=FO>C(KK MUN[C>H8'*U+U&L&ZNN*) >P62T1V9@#*$&O 2S_O&LOWQA(;G:.M5.^9W_T$ MA/A%*]T+.H ! #C9/@:9K_#WOX]0]]3(@7]6%8^]!CV%7K$_ZX)7W2I53#A<1=.5D4<+IG05B03CG(R-M]\T$ \T-1D^(.,:5R[GX.2GL23@7ZB/C^+],O541F\ [ML-MI4[IB&G'@6U8%YJI. (MP%RO\^X6COO*]W^,5,P=QP/71XX-"E>LUK>\ M=>G5K&!2)-B"!XK<(#VK#*C]5E:U)F[.99U).%@SC\M$&\7/)$OZV^V"GT M3+OL7K6->42!^C9&\ZEZ'!LO!F| [*]Y$U)ON94M#C2_8V<*"+SH(2**(5W5 M"==RH*XCXZ8V\8)Z&43T2,:*5\X]%,3=]CCBT*Y])8ORM%?*+_QD>OXM<&P MKI@A-G($<']C_W'[,+6 ?AM&)M_*DSQ4; [:#2CT4D$3EH,2\6D^!L)EO><*F MT!X2>:,KN3:WD-1$EFGHMC85>Y!^:,8\)9SVM_RC?E2 M-U[?Z[3@I0]K38ID1=.T4XT='%W-ZT/-CK$\Q%;I^_VPO& M*_IY[D.)T^.)9LV@G !(GP^/@(A(1U3U3_Z&@=NV 13Q!_V34<9,2[="7 M[93.M1XEXCS,TX-XE%]^2)FRJ%(1:![(?ZX"KMB%99-7?J<3=5ML\AKT472 M3AIR]F3:\HLUMOP7 R,^F2DLV4N)NL!@Z+B4AUC? 4@EG^8C7C7<R M7>PR;\G5WB0E*\]**ZKLC3*#RI[4K\+Y0N6> 9^?I9F& MP_78(WE]*GP>R62&&LY.],':<3'T/G94VQ$C1-& MR*\46SPK;U*XXYE66YR8I MD4KQ:(WX'K(>HRE>QO^1;"T\16K_7=ME_S6@H[V-8S6V&M8 YY17X,@VC?KC MX"X9?5 /(E611PH]=L;39OZ@DV%936M;Z%(UPN,+%,74/=*1#![=CR_2L> MOI4&,.:%F\R+GAZ%O2N3U^SAOFDSTTJ,.V\9GH.N&[XY@ ;4= /CG@XTC8Y M_F#WS85 M'A1G[ZFL\'K(%#+MF_LA^J1Z:RF6G C3C2TA6Z2HC2_F5QK\#>EW-SS>(U-MWQTX<@N- #O0$UUV1NV/+ ^FY\S'"$D"U#0? S%IY(M7\= _'!V=H&X'3^)5O*GZ([P.') M^(Z<8ND$\/7P!WP$&]EDV.>4.!3C#ICL3.ZO'#Y92;WR%/>I'U%_./.'#H)C M_*0U+_TIY"#[,@/9.0VK_*.+9? &+5)+!\K>PG-X!7"4(J-(MYI-WK*N*5)T M!S"BG;D$EMJWEFY^38"QC6-[:P'./PA.CM<\GOW\6I),6Z^4\\ECVDEDQ^?MWF;%*!50H9I%*QT\T -,E4]9I%<GRN/+O;!R-/2/]E M]MQOQ&F!H9TV//U^O/&E$M:\[G!!TXGWO0%0I9ZF\.O.)6^-!U";CN(1FY.\U-M[8]LL7VZUL\WZTWISX:CB6\YF=ODY:1UC&@]V:A*\AA+H?L/WM6]6/!-N"{@* M6935L]%">A D-.K#)[@X4BM:C1%J=H@O:A4L\+OZP3CZSHO:E'IWIMG:JWPO?UC^V):U/*7H_[S(* MYZ_.X9=9J;C(6# _P8UY]U=(R$GMIXV$1PA32?;"VU:.ML/70.!V7V-B<$(4>5&GL9E12./!%43;JAU -6ZUR\9=#36[<-M]^90\6:/"VT MZR1D<-.F.]KK0()SY1 'VM/?2HC<.H,+OP(?'O7)CEA?@FLO MG_]CU,4)%G\W\O?8^-^DJ>\153&6$*M+T&A;M-]^U

MZQYV4QR)A26VU5$(MIC\8S)8=3=FCC/G*R_<[*N,I/5|L'X%PH\ MARF"2)\T5RS<=#[,E)0K(\IX^/U5.Z3W'>D2<>\P%+/'>:?QLL?(D>QWM>]L5=*

M#4$5.O|)!^95X!CLI8@2;'@W+TO"X:6%1__'8;Y>DB 8$9EL<#B;^&3{\L>K M!,>;)2U!^/I6#NZ;.^!^C>7OYKXOUN\0}'L>Q-YIL75MWC&T.R/{5!VT_HA\$ MW8?% ?AE*6LE]I8;TB<8VQ1F9=BU=6]7,\I3\ 9_Z M)6D^BNH6AG8T)F:4/5E"\HPUF:/?@3(E'0_[\KLLICEMG/, ^?+K=O_ZQUUH M8FO?'TOV)WQ+T.4IY06O}.*

(&)//0W=RZ@RV!,^C62.6=!+ >;'+>"OS@(&WY M,Y\nom>Q0N9%IE=XOFQ'#7U%V(1\-$@MY]VGL9^\3TF7/X8R0;DL57C?-M_M3E6H3J\+'C90$,L$K(+(I%Z%KM:PP/X(*?Q^!9D)AQ_#1K7$!@ M8_FEZ+"9-3W(9($M,'IF&??R9S9\YA7P9EC2T===[)N4= TMS]C-58-7/;' MU:.Y&H@VL/O^D.-52""'F'1^WZ-R]]B#.&T4VP^S(|"3Y]L'&'2L=/@343.4%

*M6U"$B\.R(B]D\L/$=#8YE26SG$26O>V8WOGO^:AT#_>(0+.<+K27/[C<^+1Z M.M8#DG",JVD!1^6!E<$31ZV\9//A"+[#]DN&T0&6L"_$$=*Tf*FYB_M 4Y. MSC*

9KT"0V!.$9.;1Q9L8$9RI]Y%540[^@-H]#.(]=\MZP^LGJ^< MN^X\H0)#P]7CO;WHI<",L_=GFW\ ?]6;*N5X;N_+;PZ@,^X%V_9.0O.4\(\T6)D04V$ 7(W39(/xLU*5J8RR3<_7@L?M9;U=M6?5,'

MM&Z9X25SWIW99|\GIUL;>Z';B[TI_3"|(`C<%_3D'G3S M?+@]HTXRM(;GOQ;TFKQO!!D0:0.0(@L4H325E)'G(WS75&<%"Q-;R48+%3& M^.;F&2Y/7Z,AI=)T\WY^3-

*H!U/;"!RI.0EUHQEYMO<$7[I4']" 07GB]M,^6& M^\B8TG"=Q-4'V?5X<%*Y\$Z\PZ(WSC@=4W-8L7(1D$$N-A]#]GH2 >O.I{'A MR/>;Q*_ 0V'H31O_!I2@SY%2=;%>N+5&X!60]J'T"9MQ_-*

*/*N,@:RENB;S). MKE?B0H70@2U5&M/NHJ-3$75LAL7<;OK8R^B%&U,HQ'F]5QTO25V2.9\C5'VC M%YE\JA, +1@.5/LF^31.2% @.81T9HG1#H\G;/Z.5M-> @K^,PKU4)Z(F-C MRN)X*

W9O1R7PAW.A99D\KA5!.W"O3T%86/F&(!UX9O7N%-(9>9NKRP8G'GCGG"WMR8F)1GAE;4CO6"[*;BB(IO1\;W-MQ_/\V>+;)RR#!=]1#D<@..;#N[F1.0F(^K^)3"!2SG(K*.MZZNQ!=.\H-.*

*[4&*SH>20^T]D&<W2=]!R1'X0X3 M8FZBO(1>,.HR+W-ZB4/#EGT_A#L'$8RY5;>)>&/&K6IZ/2?>0=% 9^\ISP3VCT.>'_Z!S.B?I=[.MBQ.=_' +GC7C M>@GI]:.$G)2_@>SEQN%(7V\/=;E!?*

=YC:V0DU];DAL.E+B4VJ6W]\-C>\"' MKI"X^ WZ9^XS@U8@DLDZ*$ZP46O5BTCI?DT5XZ^G*8-B5/4_^06>00#S651 M1&9N4J) 3D5_V&&.WX&!W&]V*

*F)"72Z' FV7UW=BY&)D+'_36;_8W)MF+DMW MM.M9LY;F>[OLCIE*HQ$HO5P*D9ZH/GG/<-W1TEUTG"_U*!93F1[^.[JW='G) MEL ^+W',CG\?O=&X%M<^2@S.B"X6K>/F]]%_D^6JZ!VH*

AM'RT7TW'6I8GT M2>;V$@ XM?]|!RT0F%K-,2|40G.9|8^:)QISUS.YXXUL_>F>D,W+4=GLG7^2<4M\A&2X,1?-O9CW-R.H;)Y-&SA4X4VKUV>T/C:&KCC* 9|OFP,Z80/<<# M)?*

<6+AR+P?)5Z(OG&6;O0\["39V6KO!9[C>3NWBQW2WU>Q_II O23.2+U\ M7M?WB**+$A0OD*1=I^T;X("V,>!)4YNY#X.:1'C8P2V,+ANX\;S1+-UR6$^_ MQ>@ O\.92V7H,9^+6;F_KWYL-*

*.1X&A*H9R;J2+IY.\%UT5C;#/PRW [G=I99 M=*W"+020H?WC\O>5XO0V8GD%^MX+HC=%Z4\9?5HF%ZD7CXAGT>7]A)YE+VC*

MH77VQ#XW)D4..M/&.BAH13#H;3M0.L64]^*E2KL>G<#H1J_RP>5.7J M6$';3DE UCG6\\ 9& ^.)1\"X?C);+.RS[>)@\4 7._(??XN)RBOQ$"HF;3=_/=RYU%R^WZO.1Y<.PV(\/S7V&*

M>K)_AP$&89OI/O##RT.!#/HMRR*4^O6Z%-;JA)=ZH1>L_&-]+=-9#TTRK6BP*M#H62YB8D-E"<$D_&$2R@MMZ]Y;7P$;'PY6OT(AU44(\^FO:'RL@)>%"7YC)M MH^5;3&B_6A

*EWOTK_[U\!MS4=H;K.^7<{Y'R M?/DYH]{53YV2A0%>)XYL)2C;[OQ/G;=@!<++VO M]M6\.!TKU"6&.:5?Z\HIET.\4%3GZDM)Z.6P(8V9A[N!>._3'\64'F'OM*V27QCAR09.G/]9;A68IP B6;P.*

[5L[PFY];$<&8I_P'=ZK^9/E@W@P5' M_6I5R@#)1)5U2%Y9?COHH9?T#*3$;JD3Es\4;'@>CWTKII?L.A'O^AC!+_3K MY./4LZAU/&X6>FP/0U^ =#%)]P;Y.Q)TRR^?HNN]?!.DD1BU9FTS;K)R P(

*M;MZ0=?Y3R5. ^)!HLRRU\!"AW#ZKO/T=*RTI ZO)O&;]2__C.^@L8("8Q!$)0[BQA8E3=L896'] MAMK[FIO);?G]>R??*%N#\A4]$"..(E4EO"N43QV1U$Z] 8;>4^)8\)1^& M!EXXXIN.S?*

*I\!YO>!%.NGO'F7P18^%@^1FA@UM'P(TTY=8&=_A[EYG@/^^2; M23R2=[WR7\+&!24_VR5%KW8P82*7BF_ MF;\GKU=_|T/OBZ>3P>K>]A&P+ M2^Z_\/!2SO[R]FO_#_.('HUC$81UB@U'*

*Y8)'Y\N%1^W5) H2"@CP>WBTN(EXDXGYJ2,Y"3"';US2 Y,H$! M&'[+08 !^)SMN*G;SA{U@_1!]E>&@+'9:L]_X'AXY ?.&[W-OD(UD*C0_#E MN'%W7XT0V1*H2P[\H5"[=2 =[BV91?*

$H84HB+ \62EEEPSTN@H50F3/JY7 MAX;4!ZJG]Q!KO07=%_Q.],(D]V\6tDA?ZEI&V"#HKE(1O_\7N(#5G@E=;\X M#_7%HHB7?A@TGS;OMLZ+^ ,U1'48-)O!3X+BP'#ON>9,3 >W-

V)@_OIS)3.D705=_^M0!P= H\T0T1=SR;KEVB<3?]PGC G_M&C 0Y;NAWFDO]>@W:P<;U:U9FS.3ZJ9M@1E/FOH7+7*$K1T7$#O3Y?$9 =7V40F@5]XPD*=_M6C9F2E4V(SB9'99K/X$-G^_!>>(*

M<)S#KOWP,TSG(S@R?!P>55P6$;2<*)+-9S,2[*0&=;.>'BLK@M@/F3*(8U^0MKXM*79R(&#__?@CANA8L>;J=RI^S2TfY"JD>CM$/+EB19++Y^\WL/4=N!}F(

M^M\L=SB"7(\@)"8OW"ZT>GP,3CR#]&B;DHEFCJA\%]T3MY>/+%R,IG1@)= M# =5M49!'O5N3_+!X_GCO[0__&U?04$=K1_9GM\AZ+7GS},Y^\XR=,_^[U4>_M6YAVI:.!?50952|*

EJ&DIPWJXLO8EAWWV&G;3ZZ MAB$^P2EOB62<*^_.6A72_T;P8G_K_D-200!2!3_JIN1_PL_9&%4;CT5>*%)-MH*O.V]9ROKM$BH)?IHE.AY@CW4B3MBPA)\IW?I9^0N5A42TCV!:.ZP73"F@KS

MA^KH42V.]R.(?K4VM$THN-474.IC7ESX&9#XJG8W,OK10T.$K8?/OMZ%-'F] M.G_9&W$&>257'Z}R>P7X7,8 KO??81+WMOH[",8'UCROR?OR,]HJM=1@W,* M+TL=(V0,>SPHN$\O GM(/.]Q}-

BZ#3PPW1%/!_F\R+>G5NB3ZDY'2I"\X_ MVLLN"R^$!:(87)1R4R2<;C^HUGG&+!(462ID) 20U>N,:3,.?72!K8]WS[*& MJT>9-)\R7;P(?_[$[>=*

(!6^J,.#P9WBQN74ER8]WAJLSG,+=,,"L:SIC<) WAUFYX5Q^Y(+A4,9TU3DHGBB805 M?-R>A<.Z9Y%K]:FPF=]WFT'(QHF7DK%N)=H3S7TOMN6W)QIA1G1)Q214[&*

M7UD.O!!P>'GT5O?/EL2-$^#8GC0>E=0)U*MR=E0A3E^:"='(\0WK3{')OZKZL MQJ<="'YGH9G&USOZ2*H3[:V!$6R"OH'#26O$SE-T'D%L!V2=_42%_CN_WQ!*

M27OT(TC:EYV]DFP_[TY.9)WWL)O _MM(GB12-.&Q2_;^CR;O.Q4=E0?6AT(LPW:,2KRR]#9@9B[??HK>Q=3/R-'HKG M1V>!UV0G_&M8:4IQP.9L<6DEBK[CL6*ZYBMIPZXMYF!&P&2>V*

*8BC&XR64'Y.M6,79$D^EKD%G0'=%<2#1%*PV_^E/AUST;>W% 8^]6Q]I.GH6]9%RE57(Y.V M]K?.AK+CG(@:#&MVM[NDA<@W L)=\;>B>Z2"L93;3;A.55XT;^]I(GQH71F;IX_Z(*

MXVKR'07]S_^L_W<@SE6#$[?:19RZ_T^L1U8/9M8_/QB>Y,X, M5[X"$ "QZNV=8V]PFW]D$!R'RRR.6V_2O@E_+T"5Q=TK8[LOCRS'IG7D2_M'6/4S(@N/.1:4T]V,P0.HMI?*

49CWD747_DLC,E&J+$I=AS/K#+G1#WFZ6W@% M5O-> 121JHHW07Q>^PJT.,[@.8<75SJ7]8@2:.7"'@76.TG?9)R(.PTB3_MQCSDZ5X7_%\?BD?.&/<7_W$A^O\7>L45]Y"W, P@KX

*P=]OM/K@3YGZC^5[M;=#O)M#W9QH]3D^B'/1_HS-0*ZL&U4V5L%+8M648[MNK)MQ;/!.\-U_S6,"_E/G-O_6YQZ>L65BH\,763G_XU=\XD!]2;=*O9W=:V3 M-*

*!\#XA57OCC,0#,!OWYXQS<3+38VP?@&LH B9VN>[%N6?.CG@JE7X*BSB8&> MH+|__;!?^'KO;<'27H&-XIU:^G[DWSH(_OO5V"^N#+'GZ^9#%UW4:;JHC%+*

M;'+$;4&$8:4NM+NT(7!H,1H!>%"K^3^\<(WX.O__5/+ P04 " "R@ Y9 MC&G@A)\/ !P4@ ' &9U;&OP#NTGCC

MKLWD^W9G=W9VSIS=_3%G;YW!ZU5YWWJ5CW/<\^]>)EP%+@P$H^<@ MJ7!\'X'D(\ YXA?:RU4NT5Z]>OD)'? 4;XST&QILW&/A8V)COB?")B8GP"0E) M>BH2,F*

Y(2U40'H&)F8F$BHV3C9&3CI&)L;_N @*.CHZOFL./ P,/$92 M0E+&_]?O_ >\Q]0\>(8%84&\ (!'14'Y;D?0 4 H+Q$^<\| ..^!\@+!UWW!1 M7[_!>/NOH.$!X 4**NH+_.27+!'0]WZ_5L'H.&\Q/W]?*

*D5GO(W=!HG?.Z@ MA/S7P"^U700]$Z>T/,:.P6\P"(F(24CIZ!D8F9AY^3[R"P@*B7^5 $M*2GF'? \"_!1$9F8E)R2FI:>D5E06%1< M4EI67O&[KKZA$=K4W-+=T]O7#OL8')]_U& @_;R*

]7X445\^]^5SP";]8#=0 _3:SYA.GP_M59M9:T'N@#4^G.Z'T?]3O?(#+GBI][@9T#>O$// /2AG;)6WFGB_+W\ \ W-M[]RT](?M_&E=!KPT2K =MW]NO{$^YMJ;.'$ PEAIF_MJLO3@U"]'G;0LA-5J"

*M_=.K6Y>&DYT$Y632N8OSU22"_ZFVOB5T/BC*S93!/TW=^;F.6_!LV;K(R7&_M6=+.;0# _86?F4V__6"MWOG4Q^(IMMIAW74) MS^X*G02^K_]^=>%&#]^+.+!(MWAYT?*

2;5F86;V@VG=SKION25RNZIF1'5'L^:IW 6AUNF9P!IX&W)@SM&U[^:_MDW-#/E;>,E;LJ9=]!(.;YC\#C+-Y7&&^(!'D\E\ "VGG9M'VIOYAU\! M:PR/UA_/8HOQ?.OM8!549U6.KPT">9PS

MF3]+.Y]!?U(=7/4>5MA\<@FZGD9V8-\XG\&&!BX/T:.FC=W=%)M/2]6Z*%'-M(V(#;K&? ;,>7QZ5Y_*'*#'[@PFJ3+/[L-]@FH)P34QB7WAWK!UU;,*

*M7BEHU^AJK(XB>C^F+E;#%^8'>]69&Y<=G<8^)P7E+A0BAG08_>DFU!O 1_+ M-6O#3***' 0\F!]D3\4()ANRW!6]E]7#U% _>@Y_KS^62T%_SN:.&Q6%A@&VZO*

MK7X1&.B4.3RJKB%,)0WS08]IHD74C^]6838K;=K2U<'P!'NTXN8V1/UX_YX M1+SNZ\WE41_SQ'Y#=SB'@R6[M+1'/ 2$"]31F2,LN&_(H$LG%U=W4IU M^_Y?*

1^_1NQ=#4\+B\/GYXVE#&3YWC(@!=E)6=8"=CW^U]6_*MU;7+)8P#NK5_/@/&>;0]^4%9X0) M'/?M7U8Z8CZ1UFO(==!.TCP#M ,PD'SZ;88_L5JRJ1*>_1B U8)?*

*1N]GY0!,H#%@DA&P/^B?,%$'O$B]CN>&H?TF*IF M\3_K_X,U^.(XX7O8#&PPV4HSNY8]Z_\2=T,/=OY,S)%AN=B!]&&4W,U M8(!*(!HP,H4Y4= \(]N? #6LA^]C,@AHM"G>#+[":X32KO*

*MN{W^[8Z==*3]0F14#PCBJ4H4ZYKP.4$Z*$*I'<8;C@:*<Y T0LA=/:-9% M_M<&76*2-FHU3'_ENU7/=H2_12OAGZ?MU<>UITS %#/#(E($9)._M)AE)%F4!D.HGN&O*>;D/=78HK1-*

*8,CTVQ"ISI/<,,E'$N@OB77F$3VINFJ M>U['P$1WX0S;]!2=R M.:@U6]{>FF.PZVI LZJ8&*4CG&"{3"WD711>@18?1ML*K'+!4X4 W9=.CM;NO M3]YK@=#(AVBY$B?IMGO5=*KKF)9+?*

"NHG7BW% MD]IW,%> B.2>=|41M 2-M%N]@VX#(R;3^6/+AITG(K>&6 _;W|>;I>#O@^(7,8DFH'|FF0%& (TOV]7LZ M5:.,M7P6"@XO$ ^I8@0W]"TIQ#0>;,G DZ\ (;,^D=XA53!!5?V(7..4';NH*

MDW8N<.KDIV,<9KGHCQ%;OW U.TJXGRSRI)QP!8:XP;KOI#(IPS\"3..[? M8^7.)Q,?!SY22QE>]\%<]!F)[%]$7FM&U4V@?SMKE8H1^[4.#.]XMABS|F M.Z)<.F7DWS+T)YIOKAZL-OWRI?*

*(^\6B=[>M\.XN=D*BZ7*U7)R\SGN#@LBF>.M=\)-M:LR^%3'L=[T)O _<'M$)@.8PFOTX]|KBC54.\@+R1KB4M/ZE]U:Y.K$ M@U18WMERY*\(Y^&18Z:.HP4/(740).CX5I*.M4AX"2L3WN9?*

*W_S=C$L/.L&K$B'*f[MX>Y-W9*2Y] >!P=X_^30]HDY @Z%5I M!"9HP05>%? 7[EW>.&76P=H]3% @N@:_Z?Z6<3-//\E^\@PY1(^7B@#[2]A[M)6^4+MU .6KO.3&!*O|*

*2WZDAI4.0S!>6N&H/_8Q6X>W]ZK\^] HTS) M2&;VQ;4BM&]6,&BHK!(>5:P$,>!M!?]W))Y4/ *MY8]'QOONPBA[^GO MI-5]%SDHKY [!'\Y44U _*E)YWISZ .(;V!# O,/GXKT@SB!|S48I@1*

*M#IXL%B0>XN^.F2 FTU&=YF8S41@"%3>T+UI3AR(Z3S]!{3C+R7H!14Q7:%0(.MZ6BW4<%GZT#N2 40]>Z/[Q.^D=4[PBM<[NQ<#7HU*SUB>3&V/3;.1P5E>*\W MCV,#-,>,'MGD-*

.0ZZW18H[7E\M7'^@PG)!'GQ*.8_&D7BA_&I6""0ZL8B:Z>$;NY8Z0Q7=^A_M$?B^U*P@9I-\FT:.,*DU$I*1W '=SZP69U.99FPNC^'9@?C15YLY{IW (L+F M U6T%].*

*"DXI#L&@3N3,@&O$>W]ZK\^] HTS) M2&;VQ;4BM&]6,&BHK!(>5:P$,!U!>]0)Y4/ *MY8]'QOONPBA[^GO MI-5]%SDHKY {!'\Y44U _*E)YWISZ .(;V!# O,/GXKT@SB!|S48I@1*

*M#IXL%B0>XN^.F2 FTU&=YF8S41@"%3>T+UI3AR(Z3S]!{3C+R7H!14Q7:%0(.MZ6BW4<%GZT#N2 40]>Z/[Q.^D=4[PBM<[NQ<#7HU*SUB>3&V/3;.1P5E>*\W MCV,#-,>,'MGD-*

.0ZZW18H[7E\M7'^@PG)!'GQ*.8_&D7BA_&I6""0ZL8B:Z>$;NY8Z0Q7=^A_M$?B^U*P@9I-\FT:.,*DU$I*1W '=SZP69U.99FPNC^'9@?C15YLY{IW (L+F M U6T%].*

*"DXI#L&@3N3,@&O!<;2T5^>NLA$?GM2XYTI7/5@THS))B H^8$RAIBV'NS ME\:8-P=)MN)*YQ[7U3G_H*)'.#:M?:ZR6RAGD(O:OQ=W!CG&!e5 MEI)K#T?5]LT12!8^>OS')E>0!*

*(P$_P"SL5WTO^_O+'"0O:SJ;.LV(Q85-5WD M^&22-X\H#+4C9W0%C;PLVD6N^*<"SMS 4^(.L>+:BO[AB]>]CXL0FTTPS??# MF%\XBU,$F>NP4'XW-IDN.4W*ZG;UN_NXZ5AJKRD5*"@?*

*6EI@"I">]HD->[T M8RS'^Y6BE7:%@A&.]4:IG{6A,X 7LE%US>VC.)TY$F|TU8OO1 ..*J'((19G M]]NWR+T:7=WZ:.]FU3#OWRI#&NK*]94HL0+_K)MC0&I.+9\3>>0!T<. .;9K6 MRHWK.V#DP*

=TY.&0R2;>508]Y0\QO=0:'WCD7K$-D6;D+HB)/UGN)!|'O:) M*X.OEKCZ0*>(G(#6Q6G&IEI$KT3?&B=_\6$' ?&AIP2%!:3&6:0!' QB5HM A4(G,WO]4JN!U7.V,I

^__3Z<:+7S9:.^:.ASF[DFE+8_AIK:QV!U/"%.%1 MF[*&*|-JCK#/D/1:Q1386XWI-YB%$QU&.L&Z8R%]Y%&[!(:B#]ERSHAD)DZ?7U-MXEB.+6@QXPP5KA(V_7R46NLR^W?*

*%FZ'RZWRCFO.GBM!'HV)ZID%S^WF;S*GL M A7XV_9.PP M!IU9T'6ONZIOK!3FG2GU[#&@!7(9/O.#;6]^[Y>G]BOND1_M$0OC"P.W*!(VFP9IXB =H8^0.LN:(Z.A/!!F/YVQ9(G4*.M5!@/C*

E72NA. MC[<)A>3 #^2_N8J+[8\>BQ&FD+DMEF.M.L,R'Z>.NP$PS6F7M8/:>*%A;65: M1ZZ&2# V*ZN9%#*%9E#.(8\)~ Q+0U[TC[C5.KNPD*%Q]82#W#5[E]$)=VLO]Q.TC!V!8Q@*C^(ND^)VHA?*

X8NXY! MX.6$*H7I67[O@'_2$ M)5WX7M[5VN1;OPT."WVQ9BAN18MX9G1&,;D;[PL"N:.]]O6-C4V%]AB]NP2WL!*VER%9^[I**+/\[R1CX7C5UA$!&[P M@L8ANGWV]2[?KF!DMMNQ?*

U1,KWK/G+2P1_E@ZQ]^.L\++(.$9X!R0[AJHU55 MBG9R0-PFO/5.FJP4&[R,/.KL8\9](6%UHW0.AV*2CCHK6=P_ "7W;O M3O8KF=[A)6FT'AK*L$C3.G#<8)7RG.-.W/" M_(^Q@6NE?

(7%;+.,9UE[3%^1R^X/E|\0\,ZO6(/@^>UET$ M\.] %CT63F=E;H&38#^F#IQ.6"Q?!.28.O.>TU_M"U>Y.X\(E@ BM_Z.YOBA M*TUCC&RI\X^$7*#;.VHNSYA9GIS.@<{FS05?*

*ULKDA:!L3)6_05Y"]=$)P^2X] M6I2#,EG81)(Y*_!]$U<8(&>O9RIC'*K>KMBM@8_U0[7]Q$??UOWV.)9EG3S/K]NTBR7EEUQDK>S\%G9 M*[L%=]L9CY\@86UV0IX!>AJCf?*

*D&EE)I6*V;SX#2/+@)!$$,4]YTM(/9?3G<4I*EUM0R,@IMEO/2?-/PY\^WL)++44FCH M,%"EZ)N]? VD.G<%VZ>62Z^'O(P[-C]_$)Y!>%.ZE].F$F=GI$KX,-G *N],F>LP53KC)B-*

]I4AS=-8R/\,X5M(&QC(,^QO.// MRZ$WC_A-U0Y%CO>(@?W78TR/?SACF8LXE_D8=%8?#.I$ M7MBZE5+A2T8> "(I'%_TG,!+ ?[[#9ZX5.?S;S(T(=#$"N@0=2%?O.Z85+R1+9$7 MQ"[60S2?

*4NZ0"V/[.H;3SX 8.7C>9V4)?.!_DRC;G11M?@'K\BR*35-Y/W-E.M.V3P/CK^9/?L\)Y1;H_2U\^%U?[9TZ5TTUHY_7A!.*+ NAA$/!@R(;O'ET3\ M\L _ZWP7SX#0-BD1L=-.9][F]-?*

*WGN=[]_*\#N=)USF^)N=:)/F>/A+OD\ M[NI\?1VW/CK;'@T>.2I,K:.6.4&B94TV"]E!'H8HEC\;W.<*M;.7#Y+;#0+:@ M#OAP1UI7(% L@R"L$Y=R _B*^.2,L&LNEW6OQ9#!Z%6T M(_YY^])"*

[CQZU;=QV>]^\LI.# 4D ^ VE6X9#7,:9ICB>A)R%.D^QX;IXY7/7L[1F5B\.?QM1G98I)#ZY:>H60#< A#PLG2W>.U?$M(D[PVGPI.G M8$^[#&<5'5(KY[7H"$ *0T^;7GFL6[<.34ONN4Y9@)502!3ZOIXN]7*

*6*NQ M#3;=):66'[>.!XIU7_KE3)(7;#NDJE:[F^#%85_"6KTWO,,E)K=/(/^B/T^ M P>[G6 =D*!!. <@U$[S_[*5#U CC33[C/E/GP$1WSU^T9Y,S?F8AW8@TM=V M5&'BP4(:)<7E"%*!.<)"S78.!Z8?*

+:.P6G+O?MW60A^(N^TWWV>[_U+Z3[M/R\+B.SR/E!:F [%=PF6"&I80ZD0&V#E>_P)^8SOZ<+@IN$[6= %?$'W49O M2A<)*.!)10.IDP(C7) MV<$Q9$OO6V#7.K M^C'OO VC=*

6#%RUQO-&N6UXC4E'[IHGQ.1K;9<2/Y0&DH_@.P)A<560 MEA:I*J7R1 >"TH&GD&S6GV<+8&P=M..+3*O4\/>318!1T5"#UTTO?]L+'KV=3MRW0DN"KJ>SEKMOVV)17^A/-D@*

MR!%?2YE*TF6C%|#"A(*!2NW%V5V+ZLVE!6_C6.G%XIHG\%Z'7 1][ZUU]1'M/4M_'P50''#BA#H8;]#0!:T,_5CA);N0N[5'@X68OD.Y+!D!5\?3#(;@9T& M:DHW=T-*

^:'3KC^-->57QI#"]>!0|@>]^'!O=8D>_64E2,'<)/[_@=]=Q-/C@A/_MZ,>KU^8(V:,]MQ/07BWRD=.?Z5KY^Y=/9)V+$?N,0!=99^1W-]2^]!0 H\)M)R7!?6^@RY$A18VFRJ#K6,48.!|f!!8P.^QLIV/W-

*F/G2+C7 *E2EV8<$%G A\|3#9#B>Y;6M|Z@WZ>W]:M>%?G_B(%W'Y_-+_S. 6M40W75/T()O'[OC;=8 M6{3[/;-#>.Z)VZ]M:FCR=&1YCR/'9#KEVH(N!Y;O$.Y>02ZN/:1U'^8&X] M-X3.*

A;FNKW=8D)WZMQ_51FW:'17[32X1^\F1.E.!\N^0Z=M+4'Z.(.)Y M=8EGZ]FYZ^?,=]D%Q:A,$GT+!*>RYLZ {*^)G0!#&4.,ODA.E*^AFOJOA*8M% M-SCO6T1CQZS Y\> 738/WFAQ.E=K/*

*$M63LM-OSIP;_KC*K&3F4^[O*:*,A/* M$#K7A $SWNEFW6E$O]|5.R 2>/E-8Z/V-U;_CXT7>/G87GEM.[%GD5@U2)M;*HX>8)N5+?2Y0TMD8!|IA]K@+\(#C MV_0NN!K%$C')6%F_37%*

*[FI1F;VJCT_E$X@@1\|7IL1\P=Z8AL#]XK?'B7_"#_M=N$%34_VML_5&!'O9D2Q3A#?S,\[^6O:7YRVV#W75=I7A]_]U&N\IZ)N] MJ1+P).TX\FB#M.5PCY2D!T?!H#&QFMAVXW*V2Q87.UJ <[-*

*T$7L,L\^ I-O8 M]UG/-+GZ3H?+Z,M%Q_D!=(&*:R9R7:.IX ^"G_2$3CT:AZ=2 ;,@DT]@:,[*_^Y MU\PQN,U8Y,]0_EO%SVILW@7]RE;TVY3_S/P-Z&_=$.%NYGWYN?RFR<#]4'+EZ'+'6\LS4 M.F%_|ZD*

KI5F.:.'U\LN;4A'U3Z44NB7|(LLFV"Y+P,DW2RJ'C9D-_7YU!W:. MQ4U)-H\/1L2F1A='TCE46OD.&_ZL2R.I75<$X9-0VH>]T\>'Y>_>^oF2*SP!H MY^2U^2O85NP!H AC%A%A*

*{L],ODW]3U=1DHQEML_=)'&Y9>[Z.CU)+K;Z1*09E(C?1 MU=BM\!655L!)'++=>;U)DK.7.98&@VU;4],!DL_'0\]9%{^.?X,L#[@_!G#_M69D4IEA?HE;ND0.BC&_+:,@^MQ%.]_\S\D:\Q4%03*

*M;6>=.;*F>9 &@L[<#.R2ZV9*_^R0\1`MOXL9N:.Y6$A>YVR6*TO7I'8,/UY) G\(?G\')*3,FHP%Z3)>=#4>5L^B$L'X6"2U>$U*MZ44NV-G3(V-YS@5FQ-M=%E2DM0<]*1MZS>01>K\M22 LA"Z6I.!Q8Q=B\HW$ND[9\6K7YC)>R=_5T&B'-MCXI4%C8P;IPAIPIK!T]JU%,JA*D=8)B;-SK%5UU:'ILBA/(+)'7B\L75_!(%.-MQU1LL(O9[5!$$OF\D#IH2]_213P@72RRNJfC?19H2-&W=$+:*#AW5[YF>%R4% MA;.9]3SD*,K_)"M>TH*H*6EOX:(N.F&R(N=)M.BDX>:>/'@/B\P(8S\'TVN. M$+88PA9I,&)T.]!>%GU.K#Z,",.UV&RSU]5 @7)9#"5R%<6MM .,=S$V8&#?[MN:@#9])D8Y0/,\#.3I1R6T7 MW6 B=XZ#+Z@TM_O=@'V8I6OF G*+R%0'3> [JQ1XQ(!1#E>6*GC6.XY"B-M6%V\ '"\.0G F.!T.U1G1VB]4ZQ\V^BW,1=#3084LM[WYD.'1I SO$D8(:L M+&N.0G:6I^PLIP'H7G.V7K^664WKDD@\B@N9Y53((X@424:X,>86>#P_^5N6 MY(0LKN>7Q641Z,(K'L8%9C[9%R1XE>QN@X3<%"L./A%OT.]UE114<7Y#V$(3 MZ&5]/CKMVN]ITH_CD80GL.99QUT]@K?.*+LEL;3,[L&#N"=>.:> S;W]%'A M_%IWWC3_7<:K_:\ M>6T]_9DN=%-'NPTS\],8ZCV\EF(WJ):M*H+PY6.V]6N_/BGG.9S/SAFA099=TM. MUJII@B[XK VFI:T&'/SQ16< T!'3IW>E=DIJ0VM0BP)__@CR2LA-&@*UD,.MOJJL$_LN9A\C5HC-RR\):S+:[5NT#Z)!C&7Y&[*IMP1W'+\&WV>)H4=; MP*3G&=L"%0!M:,+1V_>OZH^F*>;M:N-@^EV,KXD(?4L'I#0U)V6U%1EN_"V6 MU3M*#4&0)BX*G1,F;YN3:E')2G'WY($#DLP(8IG=']-$4P(P83@HBBW!P1& MNR*=R=EFUD(_'_^LLOLXEQ65:M)6QBJZ-GT]%PDN$B+KLM4%P#/^QPDC M:5,*GU2\F'OXYH"+A4QK>H"?]#%,P^\O)A=Q_)!!" 'I@[>BXG "->T'#4V M!?$I)=73L|BC/T>YQ7Y3&0<O+WM %\FZ_SCF"A@SIN:>:,'I?5[$.8 MFGNE_0OYOG?_,E[(\Y(FA28;X>HZC%=>'5HA5"H A MP<5RMX%-7\>VNU? >KHC8#I50U!(Z;Y0:&%/@?L%D.7XT96\Z;UB,-ZD^O(-^JKU>NOG)R.?O(RVPA%E@E*>V-'(1*?LK$.9!* M7;%(?Z/BX*XA/RLD:,Y2TB\_T#7@:C@'3'TF++D3Q!SN^PIRK@@GI-X_KIV MG[SI'G33\;-],-L'L_W!F^U-9P&UM]NAXQ% ..UB1,(7TFG%] YGX(O6M/N& M]G99?/&;5AQWP+Q CAT]D.R.XWZP#DW$*I.U!@@15"P;SU4"ZQXB>PPQ3**%8T9>4= M@S*+#4BY-6E!5P%* N *IT>0&\ O0'T!M :0&\ MO8<++>KO=BEYO[#MN?;&US95LC%=P//!*(K8@(\#O"X2\).YU2= (D# M) Z0.$#B (D#)'Y&D-CV(O0*AF6!R3(NYK+B<11S3L).\17F@?Q 8"@= ?T& M] LT#F_$Z:B6ICJ.CJ;?LSRWMA-;CA3P<<#'_1\'?!SP<<#'AXN/>U^07@'S M^TA*05;,Y6^2_2#Z;K@9/)X?^&Q)3D#1 46#4/1QQ<61QOE1(K1?7DLK/U[M M_>MD*W8/,E/@Z-K9# %U!]0=4'= W0%U!]3]"%"WXXO3*QK_$'&9OGM'RH[1S)"A_&!P."4!?@?X#8+?S:N@L3AS+N.5E+2C[S%K7K90'@ X0&$!Q#^'$"X^[O3*P[_->*2U.A6#VXU/? *@@6/:,+@3/I[JF/R0-_[7?[6+O=OHB3:DTP M7U/,+=2P;N.%[2MH7SW?$!,P9K$&,)>5?%B"\7N\P/,M/R&+B3 P*;]5 ? M"=DL(ZF9.EB/H+D&S=6.$3A HIUNX\GIZ)9X"9W:!_DRM-N!A\HZX5ILAS%? MC/IY;6X,OXP&6UJPI1VL+.V/TN/7A/8VRHDX\[L:T!3=/9G/M+,'XUDPGFF4 MTT]2%): M0%0$Y24H+R![_[>-G7(]CGB5'17J:Y55)4LN@V4ZC!54@J):%0BJ0% %@BIP MN^J DTO2+VSN]7IR2LHXRWDD1:F*MY+@Y:UIQ=R> /IPI =4_ Q0/6?E'OX2 M_]1)O[QC\_QCVQ1+5ICO1I_'YRJJB8DY:5:OV;'VJ4*]3R5SP4C1K5>]2< M3UPZG_DG&A>RG.A9I5/(LZL*Y*0[%Y>5L>KW<\W@D!-"+F+(4=9@QTY7TBY M?H_ ++P*.NB]\X\YC?1260@U>,I$<+Q0Q33(A&KU53)NLKX'\>D2.[$ M'? J'/CP>V.T0>!GU9'A*W&I+GBZ!!-AM;%X,AQB@Q[@<2&KLA.MIC^ER.,[MJ'A)%X0IH;_UMK?LY9634W);GA=<.,QU,17U=E W')'>LS@AVJO.U'Q$VL^+ MDC#"RRNA5]96D/22, "D7\5OE ,878$3^OL0+_>8V-9\B[..>2(@* GA>),&$^ M4.[;QJUMO%)YR6A"2,K/&%V(D_">L%*^9"!75$$SH(=O#MH?*C-B"HN>.#@R MWM 6/0^'HU%WN9*^KYS,]OQ3-E-='Q8]O7+TT B@_3BZIE.B>>P\[C@G_(K< MDZ*21@LM9M6V#3[!\7WZBK3AAP#E-..UM4J#,2U[.2!1/GPO%"+&/UR3(J/L MFB32(('7!GEO@DYYO5Y\V1#Q-[%+\ZQ1<8Y977"C#+H1>1)'##^.2ZJ695(-M^+EBOCV$U7Q VKL@B\C,S$)<2KC%N9AK1EJE1-O0 2%"+LG9Q>Q5_$ *-DKS MX]T:..F E&LZ*[_'3"- D[2T<3/TMSJ334&R|C*;J^37-7!!!V1)BI)-XF94[M/^6#^5M;C!;M.4&]C F!:#;L^^E"=\%D4#P=E$@M.L4N3V7'GH2[%FTBJW:0N>Q9QJ;Z)B0BO*RUDM797MZ7EG2R1 MMOM[OXH4CF?U4XMB$*)#%8KG5X7"(KJ'*5C_F91W-#W?RMB%%+$;H?/:*NR\J87GC(2\OG|CII!I<\.IT#MJ]L0^_M.3!=H\BZUAX)KFZ>]Q7CVFP-#*18QZ2>)T M57/X*&43[=:B%>VTLD9<>M3^$'MU^.'?JANIZ(G)QJFB!$P.L0E9=B*,G% M$+P37$![Y71@+&<3T)BHOTFI6TW4O=17Z?5]B7L7+=?>L-JB1#8BUM/49CNL M'UM;-ZJ"L2P8R[3%A9:,)%D=5?;Q1Y)7:?V M(P4C@G\C0E"=_PP/,/Q9P7!G)[57C(=S)!8B+N8R5"&*)7U]/:D6(_I!=M8$ M!5 70)VN9OB"LG+|_L/%['PK6_7N5E9&\W7RRL>9W&+D4W9/TL?T*^:,$+I< M,!>-0ZO#"%@XW%%G+/G9<93#YW3<6G9!T1B$SAL6IT2&%7%M>4!5LZ 4>?$G M=CEYJ,.C;7)*8N_K"IV[L>OWH] -C$IM'D?H@Z,R6$B"A620)#(+71] M)#/]Z5LSE\2//$%M)DQ++>TR9B/[?TTA7NH*%)%A(-#K$<<7~_AJK/K*$WKU@(YQ*R6>S=D<9H_H'W!0.A.Q__+',&C3L M8R&>SC;&DOPN?R>M]>[$[=81\!%V4C%R' MU]I3$79%Y MQN5:I*;: MK< 5%?"]8VSQLU7; >PY%F35EP1(S@B###!0H'GA@9-&D^M+/Z M.ED_"D@91.'!|&E= &8LP&5Z%*\NO.W_N<+GN3@23X\3_(0UGIFQRH@^]>E40;=L3L$ M_U9&2>'"*8"GQZM4ZB24^8^\/>1;?9KE@=1O#L(QE?>(I4F9)G&_7]G_L1H=) M1X_KZ$Q5B/EX?C$?G)5[7B_QKQUEROO$^X M1Y'BFS[WYR>)_NGZM-7DI[$ @#[8>\&T]0/R(#V.PQN-M0I[3E",@%)_W:#YGXMHLY0.6ZT>NVGR-3@9T46YR'XR74;,:>X9B4WPDI7A\5 MZ9M7S?^_:9=QQB<_/6TDH+W/:DP#C4X,>W%O^'UV,;UC!S3TH(]"7!? %R M8{ :.>++?K(>;4MXAL\M"/Y.U,E=@,K2/ZR$8W L.I!TC9])1I59RHUCRNVH MY!%Z9V'0K!Y?0VW;0/0I"T[?Q3^2TK[^KG0L29S. ^RY0V5'"]1C@\SD;U3QWE]40DK76$ M.EWBA"Z6]^N*^#*'U5^(+O.?OGZ'K/4X-5M;3-V+810:2-4VAB_0L/4Z,52 M4>(R9A>L>5"[?L7GDK#Z,%0Q N\Y%D>-[>BH*N\HR_ZE++P"Z#$N:]JR.8;6 MXU)^495*82UD'[7HK^2U=?,?RW M5.L,%XFJRCE=?B^S/BIP2GK\L;3A$;,N/ MRYNQ+C.@QW0Y&#N>]R%=`:OW-929UDY>`3B5B@(14GX2\SL%V:UMO%++Y<;: MZ8J0>M$NZEVHK:D;. ^5^DLQ#&%,*'LU;%BOYI6X<,55FPC]YZKKFF;KB/R M9 D^[#J/R!<0@L ZCD[7NV:7,8K<:.O;%K!)L1*,5/*?]/NR8W-Z\=_$$"4_+UKK*XTU_336]BS. M6'VP' EQ7C3\?/PACL^,DTLA-]I8X\$GG,;ZM8K ,XQR94#Y<#/A6C&N8F1G MWRO2RSPNC#!WR*G"FL&G&C=C0Q)[:]XWMT^.[VV.K?EZ<#E^]$=]3_VGD(WC MED[Q51N<>EJQ;66"-0;? F<+5RVW9'P]W7|CW^D^=6'O2&0]?,OJ(\49WOU[F MF?)IO(ZCN,@6HQ*MS$XS1A(Q2/N+5X"6+]J9TL4BJQ^#;_C6E#'5MG1"RLZ\ M]8660G\L2@HJS&G7\Y!KP/XG6? &2%NT)S9H6#]9^6.%F5TVLCM[E\9-;P*Z3 M PQUW$S.T%>QY(WD^]^W4:H=6<'\%^+TC<(B?5HI(A&/>DD?-2OEGST-ZB M_MQ=QW!:OER9Y&-OC]H6 -]ZX]<3O 59- V0CWLU%\A6?U.R'$H:G "LYU/GW9PH&-BW!RC2QT$ MPDXV9_LP2S@[(NHU]YQ# MX5ZI$$IV;!\H0312; -N: \+'2J9'A@-]D\P1R61*4]X)D$%G1@/JL/MK0D@-MS BEQ(^B!/?:#XX*8CO")X!T1S1[HHH]61RU<5J@$?2A]MY<,_XQ&AJ%6'UR2 M;&^ "]JO0?,7T:F_QIYP8%X <'W>H]GBH>R0]4$5R@X-^*.34Z$7T/ 0"S" MTEC\;H0#L0K)0_(+]0<5YQZ//3E"@<{8IZ3R^;NTG'$$3O\&\O<+7OZ']?BH2W/H%GT&O?HYT-"&7LHXZAO&+!.!81;U#6L&";+D&=4!ZQ>GV> M\>-0IK$!')L:!% >L;&<%+AHV6- 8Q;PC*+C9T-GA*+W1A ML$ [WTGB4!,).C@X3,XI=#FP(.M+[9#W4HHKU@@I%*C4I8&VW$X6FGQF=B. MT:W' M@.-#P-XI&K?L]23*0T^[X%XH%85H_;XR_L<9(^1-)WPY9$M:.//F1)/*_P@4->'K-!$+/A*Z.(81[+O 9<+6P2D+W.*UZB& M7[<. ^)KH*-ECK.>KZ?8# ^XE/Z$I7"$((00CAW>OP[G5X]_IY!S80=B]0P7UFR* 9)/&;J)%4PE=^1"\PI0R6T7W6 B=XZ#+ZCT@Z#+:E(RV!<,Y#%1HP[;0G?6[']$-_MQ$Z&\CCTQXQW"X4;PN7.MO)IS#[6D(D4WW1W5VB-8Q<[QC'(3=5078D2 MNO>=Z=#@#^04^;TPQQLU!*U^'JE$OI1UTHFO+\BJ98A-Q^(O7[MD7)XD0* MCRR&I(EC-C4?G79M[+'YPU3I'S=I**05M-&I"*P5ZM\MB:7/B!S-&:GG4$?- MFEL[(.DRYN5I)2[IHCQMY.B4)'G"$\V4O=-\]EO))"U]?4 QO-DV7'AIA@ MR'E^AISPV*T;.L)CM]9&DE-R6^Z(<!]3H+KAB/2>2.;\\*S-QIC8_2I17/ZZ@ M*NQ]W7]$[LYBH0DM:/7$D %/M/B+M^T%U!=E-19@L1]@1/Z.-:.,S:=(^Z@G MU1 MWNN%,=-IZNG'0[5]+"?I9\7KL(.+67] M3V%'N'?Q3X5%CD(=-H]116R@16>^:,?:-%YU.S?@\Z_'F'HK C1IP/Q/D6A@^ MK >&\12G"&Y=ZQT3W+K#AK2#C0X3<]SVM8E.++^LDS%AHFEA,*/]1#.[.KI7 MHIBQU<5>,[$LJV[VLXEF1UE9X8$\_HJ$1RN[$10*>*RJ:?T!NW&$!=W86%S] M!FF]C7(9O-H[$\\TCJ? +!@9(23K^85D63CN+H1B'}(FMW[WL%X_BX22\8C07'$94V/OK <.IXG>&Y'3H#I :9KX-&1F#[- M\JK,[DGM"\=B2OC'"TE>",%[' B+957&30+8QYC)PTV6WJK+Y6@#L9V:/;55 M.5ZU#Z\)/ P(%_980[L= B^A;,GX:APP%/'HI?M7374]+1BVJ#Z4^V M%;.1.A;.B!E70?NZOHK/RK2;S&K*U2[*8*T=#6-6'RM#N!%I5\"<6>/ C/.C M(C/"6.NC/@>]N^PX1C 3^'F6T<,-2;O>1).SJWC"6BB[*P_,+4^RE#9I)#N M'PQQI4-(2;],!)UUR)I_/0Q"%X%ES1\84TN.CI8V8.5'9G!>0#CD5\K],1 M5HA6)'KC'_U#0V"C>;) VQ 3[,_!_JRMP= @HIOXQQ'GL2?LO@VRYM,F*A+ M^(IZ!8M;"(Q .?$(D"U ML.#;%:G\D@1NK,JK!B)%DTN913/\TR(6A2_SU:.M9RML,8TM3.LIC^\(WUYD!F@7ID)WVA0=Q")"'@4.,$V%36I6? 5BKH8=L>E)?:MQ!ZY^4[R>U*7E%6_+-)O.)2[\_S>)V>@P3].B@1P<].NC1CUARA1+0.9.=LF\$P^@\S6Z9.X7% M0)ZQU/PMD%DM)$(? @'\@YEB(A5NJ!5UOH^]T#NJ7\D6BX)UM!.MD7L./5C:!"DQ $[H>! M&TF3-A<&W.\PN FI/9.Q AU77' O,$?R9Y7Q^F91?-XFWK,N#RRK[QUM?&5? M2'E%[DE1D2O9KLU&--@D#A9 1L[1:AW->D,9>IIC4GXGI'A]5*1O7C7_ITZ= MZ3K&X.2OIY44O._)A7&HP9EYOZ/@];N>W)C'"L9)+VE-\'N>=KY.)V>4[0B" MT.48P,\3=7*2HK)5#ROA$\D?G7[3I [Z^0BA[\478; [I.9.ZW']6/>[$A6,&@&@Z;&7'; ^MD9XS(:E<2-5OE*8[$Y.^\3AT]].*VIJ.0^-5_/VSV.LLBW-9;."Z6B[SC!A7 MV=!M'%YDN>[Z@K@BG+!{.Q? *#L&,BM;,NK[US@N9I"L00OW\0Y9N_]9FIK+J MZ(!0"$U=I@\FL;.?1?WH6>E'-B 'G4\&DC40LIAHS!T4>$P5L,Z,B<6,@>X MFR6<6'[<5 7FUFKR+EHR*>[M<17&11N3/*EO6? UW$_Z0L2O*8RU12.E.UZV94 M<3VM'YO+,%0'DTPPR>@*%"=)4VZ.I*=DR4B2U;>8^#DG]2=YG'12G^\G$C?.JET?7P?M>F*NF"WF;YHFRNL9WGC.N8DSN:I^<+<3[< MUP>+GFY #Z\<*+^^,>+1HB<.CGYCE%LS\Z 3#C[4!E%(%QP\&&,V+7H>#D?SNCLUY;L6]M+ MZ&S9'1DVZ+4A/C+X_^PX#OX_\!W2HNNC.T>!U=@',0&B.V-[?N]QBYS*]NQE M7,SE2R-17!=@?13V^?BOTO,PIS3]GN5Y1R^-VTG]^&B&H#EX.(*'1F<.YI;DI$A M)?4W9/T?"M=39'DO;-U_PA5V)^Z#X2%W^/59^D*/9&>4{TWH,,(6#C4^06@ MW;#PLEMIXWNG'4ON4'REKVVA^+.%\LX M8RV!.7V&<$#\#4GN"IK3^>I*S$IF\C&V*[J^U+^0DYI0T\S1+RY/CTHA # MDA.Z4/L(78SG@W-H;"=[$3]DQJZ(1T& (>P_R&+YV8]RMAZN2"O$G=#MPUOW M#]YB+Z]BKG"/.L10&->EBU)*6E(DW6K]|(=T+G8^\@UM;\X4'FSQCT>)N*' M'T9 U/?WY#RXO2U\Z,Z$KN+<0ALI(1*+0]1<- "$AF),1;BMN$E3?Z(EA5+[N3+O-M>'1\]=CVOG\$= M@<&@.P3LA>$?W3(2$XA>S;XT,7;"K;'Y7ZI[N,+4?GWK|\O;F!M/E(^1$3\9) MVOH5/_X0"F7&6^BQZN.!O&]$_D)@JGO"XCE9_X5?G'W\L M,YD6=+1D62Z:?5#[\8!=!B#N_\1%)4" :/@SG#QEIP$(_!S+>=[!B6OM,.!A M%TE)Q0QVQ"D|#4#@-5F6!1RBZ5LXB9INP7GLYT43(_RA';#&9-V?0#2(SJD! M^3*TZR9$9;-U+;@3\4#T^<"-6P]=U;,/GX8+#YWQLP^O!EB$SN[9AU$H[LP'' (U!5]N1N8]*=B5Y*T?NB:YEDJ_3W1MD%=-MDY3+)WQD=0S~%V3M%Q%0%71:7;:PET.[N8:W*W@FM0.KH2>%3\OKRQC.9!$? M0:-)>2$X)OJ[E|_=.L3-/ZT\,Y95T#^21>9F68I8:: MEZUMQC"N7TM_&<2FWM)P*O2.:OH_]?V2-35:.5:V!TKM:7:?B7,QY9=B/.(8 M26N*3F)^IZ ;T,,K!Q_%E4%7A-147"SET:!==V-[O]37EXP\E6DA;B&MH&O; M3HOJ47=H4WY?W'R?U.G[K6T\UXO=WUY:D=8U!4KSE0RZ*$@JGW05RK>^H+6^ ML5_W9YR3]0TB(W$O9C<"[?,XJ4L?Z80;WO%0^!G7K2[Q^7$L4+P\3P2(C1O= M41 Y;U#\\6K7YC)>R=_5T&N'OXI4EG,R)LH/.558,_A4X\L;O|A%G>D8;VLW M3A#'/B+6Z"3&]N-0_P@PZ*!5@/[$P)_Q W\Y*.) MI/M1[^R.AC?'!ZW=F&&H>'5T$!*Y M > (BV:Q\&T6@#@X(4WFEI=W]Y$X:COAY<19GK-ZB%[-3>M 1[W&&&L@'B'T=4.!SJZB.I!;DEO8Z2\8X7!WN)702K \6VC^#]'%H.,46]&&H834PH &77](K.19? 4SE=!WVWH2YF#U^4$7%/:B3 M5SZ.*R[N'"$KTL5M5M24"E[H];>*5QL=K*,Z')\$'!+_,5]+A M*#Z#^(V W.GF9%"G<?8;# G?XGXE0LI4M0ILNHI,T^G;&BYUDZ*",Z3H-SHW MXD3-RMIXK$4,-EU'YNF\$"LL9K;95"U[1N9BBS/7,60&/&L_!;^/LE_;R&2 M/7OM_4?F[I*199REFTW_|8>,0I)G=9>=9C.89[Y+P@2@D,&.0G52,M3:RG?U MP#9E[DQ@?:'X[2MS"B;L!T#*G^$]9 -> 0L%DUV'\UMUM8KCYQ4P1MR3CN>M?\UMUM8^(A;?43'(PT$L=;_M#YH,.3RA7(DL(5U&X>&&UGYK1L2O)]2M7,G0^U(LM+1/+?'#A@0U>KP)? R7"\)*#H=`9QR?T|HJP"+$9V*H>"[4+TC=&G0+"HRCZA)3C0[&V'+QP.BA26Y9^ !PM1N M:8WH/JL]'10^!!L?&G7)M6T<-SY(VGDUK/#=[P/6XVT$!!&O$)0B,;N.F M)N?NF:. (5XM%S%:R(F?3AM8!;5'<7(&K*)4/>.7;K6^N3NIZQL&KE0Y#<*A> M&JJ7ZK+33*^.J1X=>_ARBM3SOU3I)]KC/+.AYIGJ:GTC,B"'I$?BJHKG9/_"MS:5 ZJIC7#66[YLNZ>&6.!!B)C6.K<<]6.L M=$D"'B M\29CVL_092'Y.7&,GA=7*&HLAP+1*F7@1 *'#U&MGF1)H-'&;HLAP.H.SI=BQA8:M6W\/@4KI?UB]JV1] O65 O:. <8*PJ'= M)N**W'V!(179OE_B!6F5>A]3A36#3^7LU E.*V=.*]7S FU!QAZ.>D2/51\/ MY%D$)C@;;RBVS#&3G?IZ)-?)U_07F/#9K>X.6?C^6=+I2HYX- TM(LG$M;* MP0V]K%AR)^ZLO1H GTE+F*AMM^ Y'Y01/0AW8J:#@KW)!10 %!AT"9:#*?D;: M=7NCBKP8=4OTBN-PM#XAUB;$VAQ>K(V=M69BH3.. ?#$@F&& |<3BV|HH;% M+%YE((5V8ESH'>Q#$PLX<6O&\NMQ?!OELD03C^BFB&KSBRB1!<-B<2Y%?*^. M323+7D2SG'Z/LETIFZYNR$$F]^2,\)#VX+ ,#DN->'^!A%7!9J$_A(E W')> M3;U!$,V/&P>WD7^W4;!@!GML<\2WN$Z0*9F-7"YHQB\+?16)A>"3HBKBT MQLKJ8EE2@\@TRRNA-T0D9M(4L-^H(^IV.IDGE.V0UH"J ZK6H*>/:S&Z)&S€ M$,D2!8C2MO5*=>LfU(^HU;Q5/0:5LA)|\WQF)=9P[RV;>[%GY=5Y0}>N.+FT M=S07=PC7?0W'HP<=8_S0M-YT/C*W-?DCFPJT>Q9WG5QU&L-!P(I%B=C|@!7K MRK)NB*P=YKLG>*'.1FW K!^6*Y5PBWE6++,8*%K35H*T&;?41?QI<,S%% MM6^E\.EXQ/M=.1-S?0*6"?F"\< LB;F"+=0'GT9G\1=E,IWAF4=^X+3/$MC M:5&YC7/Y8$/$[P@I>9148H.*ULLZ4*&]BKA*LW)7)<)L=W(SS^ F)Y=D!FM3 ML#;IDDX?/FY]TLB40A'5-QZ%[MV#P_*)++!#UNBZ^>7CTC+B1_7U[W]17BRJ7 MJU/N*N,ZQ.X0&H_]V0'*\0:7\QNXA]JGKJ.XI?3-*T/I3AOX.#Z@6@51_K6 M^BGGG"@C'[^<02Z#-+>UF8*A|_I^2CMOT!,4]4'U=P M? BXH$S|QH=DTT'YSD*SD*U+;,^%D3+|E"IK7#!^)87A4GL2.K03=O\=Y13(.M6_7URY50P++F 6U)X.83)'MO@C[FQ=S#.P?KY"-M)U T\TQK$^W^+2OO3BI> MBKN(;>5;?WC9=/7- DU!PRTR@GT^TF,LH_K87F)^R ^GEE9-3LJ0|$V)=G[S& M(\S4W"M_L2 '8;6GNE_+PHXV(N!6&|D*3R.O=.X!?P61+2W&HE#<-O7QO384?JQ+99GUG8;BQ?||D2BCSTE MPP!9S1W&HM|XF&O;CD\U?.'5??S&Q>Q=YGIAU[0<,98?B,I@G3#P8=P!X'XC M>&,N/>(N>GCF2Z9GE2E8P MD<_,2V"[E"+Q17DP0KIXY>%*1K,7)-TXCO=L]Z=DEB69BA-XQQ#S>@ QKV"] M#XFF]Y0,PZ5]H N FL'59.Y#6=H=!M&C;N)O^>BDC$!B_RY8- EI:A=C8$!L_M8F-#;.PCE@!'4K_;#."9GN;]LEGVCD-TGQ',+#R"_-Z6&]H? G#$Q4'/.M"6,7&\:>8$ MNAOS5CC]H\A^Z2]2..5!F.+!7<]Y&]Z*\)YMPQP1'K4V M#}B]!+FG;LV26E[9@=I5+2M@&/Z&SS$HQHX+!{$GR*L>EOC%82B.%TDA. M"FGL/V-ZBQ!P0=L5N2>%/&@)$2YM1"[$; M@L)-S4,1>6NJ3YN7%8!T/VKME?(Z/0"2T9DR!Z:EA>7B>04_ET[JS>Q <_P#?)1Q$J6-7T73TG\"K-B-]"$];!E6$0_J-&(R Mf##8B /)60)\A/"=]UJAI<^P^#@<0A#9Q<#(42?R_5%V>L<=(8W"LVD2/_QS2 M3 \@S73*3ZN7L:D^>?]10^Q#|++;[\+8K_*D& M 6Z3W'U]>F<5:G7%NA\]>'&#%S=X<8,7U[F1"XM= <|!S<%M MGMA,GF!=QY<9!. EB5Y'@NFXR/Y5^Q.BN$@C7BT6,5M)"P/YD4VRY)8-(^,.MHG%9,8^6_,]DH05QY?)X/F?B-J[BQZL,LWR[$&83BT!]!C>_^&%!MR6L1*]MN M8_-R(^;W8^-QCW$YN\!0]IOA%/">J[$%9EW%YD"MJMT&>]H@N!'V/OIB>!N'7(-M]@S_*DBNWQK@KJAX.GTHB\Z'QM>IIU@ZL6Q_I3)&DC)?R9B00N!FPCX_4,$> M&Y0MNH[&T\T=H]7\KH['6I T$ZH F"EC7_]1'AMUW=T#&MU6*1T^2.5!D_7OY/[,8P >V8% !4 M !Y8V)D+3(P,C0P-C,P7VQA8BYX,6SEO6MSY#B2/(C]S.X_X&IG;[+,0E69 M]9]JOIE=4TK%MTJ4S]ELFO]RL[.*!*A8!>#B.9#F=&__N 7O%!D'B#ZAFS MZ5)*(-SA<#C<'?IX]__ ^99NA9UR4*2K__[? O? [=__C[.S7W&.BZC'"7KX MN"1;2/$_)N? OQ_Q[CWZ]'"!OGO]W0}GKW\^>_/#V=E_^_?/G[_Y\EADWV#BZ=OO7K_^_MMV|%Z- MOAJ{5]=(2F*7 MP:@;^E,S$*:<$*H,7B/"!Q/C+Q6F|U$C-;NY27RPB'W\"-3\|H?7/WW_F]$) MQ_GK)8GK+(Y6!K<$*9H%'RQ9<=ZS M;$A-*2*=DK_):F+F%-]%#1<^S@_^_3QJ__6PD84..+0T0#\OW_;8WNZEO.B MI7-4Q#.X-2. ^C0F]47?5X;K6!=F]$)DH4XX3@B)OO"='K +XEZVBL8[*1[:" MNCQ[8]+=M\|#W^*L*MO?,*YB'-7\X]!>'U&\W!)/;D@VQW.2x,>5%0JF/ M]>V^'W(7[!GZGZ,B>1+E0>^CK,.G95EO=_%WS-XKLB9;LW9!U__!5Y MVCUBK@>]*PSM !IZE>8H(5D6%27:X0*5@/77TT=C^22I!#??!%T8;F<,.31<-M :JL (R$X;AF@%8X5@(8BM! V6LD(=R>^T26Y9&GD\7|0_A\C*0\'5^8%4 M^(&|2W-J'Z511K75BF%WB:LHSB_7439Vb:I]7.=RD%P+4, "_1 4(<' MZA!!#2;H0<7_):NX"<2 LMXNWKN"O!@GY3NZS(1AJE.\#Z[ZH)]!;?KVVJ# MB^O\&9<5(%P* |E*M.32O1R58KKF5P4,?<0SP4UP&D;1ZU"=62<HH#\OV^)P-M?DJ?\G2=QA'|8ICAE,--'ZVY$LC2F)NQ_&I*2-^71DIPE M,WE>MP[0UF&PA@7_>,..D.W U01115]Y*@BLD8OXDC9YX6I,^=H@UT=RN_/M4GJEY92!U$?RVU0-S"L8+^W!/V?^Z!,P@9IZ@^BQKSI'R93JZIM%RCW\6VA>FN5O=TS3|\75-PE^#V&L//]=$!F&A- @:*T@8K@^^?:E.U\F-]N5#V9^M!UU=#3^<[0]RPT6U9Q<8_GN=[MA?>X)R;FL7AHS,+W<(#_0&^2NP8(3U'KH?V\@U/N1UW98$]:.W$WV3IH^ 0XK++#W0S MZ]* %3R651'%E> 02GVC>6XFYW:-ZC[.GE93GU'I3:6[GJ#_+G=9\\3,'X>,5]3MORM ;P@-IR@^OP#XPPIO5W$ MUSEE>OP0?;E.RS@C95U@"-Z2P'|(;B'93[1O(:GIG;-:QPVHL!1#QW]#O 1 M0^# _'W(C2U&;Z)#0F3#[_B5]]JB3+!QW8%V1S0/V(,7]-O&-@E'3$1O>=~% MV"01G3'?#V>4]L&XH>'0'\9T ?DG,-[D\T%=M7!!D239>,0 HLH=@1$5 ,9]#/[3R3L^Z,H3A*YYS"]?@49Z'?VHE^S+M,-/|-@D.E=_$A9VH MLUT$_ 0&5VD<^3E@ I"+,&^'J"W_^*%7=P<8_Q.<1Q%[.#N>4WON-\|[':7% MV3.$!<(-W<8%,CUA@@5]WS2^6 M>":90W-P'6C_?8;X?XX'_#[*%?\V:X=C7MMT^V8]HMTI0),(=B>(N:\;R('Q M4%WZ8+?'40%WZ5_H?P.6KW.[S<=AZQ[V+D D\?]'I<2 WSJ*X2]U+4F+\'Q% M(\OB%3Q>&?XT>(4? 7);HO,%UD9>F39XP"7_6VV@? =)#WQ._Y-GS2+1,Z1JZ M45HQ-%9OG(5;*\'C/RK[R*G%=>SBP[%?N 2CYSY%MBO%>QOLI9?CU1|\4EO4|6Z7L6^B[*R.RLW9.B.? MS]}!O7RM(:^P$M*-@?QLH^DX5@.C2%FW^:*W]&R^:9\N, ;71!T4;O*-K#_@W+ M/-%NF$8A8\$^) [@_V^NZJ@M\MDWS=%MOS]KH5=PL88MA%=@>]H!LZLO<5:#W_H&ER4I6*;#) ^CCWOD6F;M"<&@,9M()1H0?:5] M::"FDQ?

*FA0(:+4"">$'7S@85Q%'C.32H!N2._=9!9(()ZQ*+NV&HBS$A5PPMS/)lL|8T8/C@`J.(6*O ME:AD.'[C7T/5Y$%B80\,SQ\|FZ>L;213 LKW>/N(B[%S-CU2YSR-S^CZW/10 MN=.&VC8<|*

(QNYW !>F?D'D1WR:RSN%\3DP8ASL ;?Q %FAGRI>\P$]I"5V) M$AX6PD[/=V+>EOM"A\>G9W;-ZT/HAQ$RW^ESO>TEZ7'_Q-+\|\fXD_Q -"BZ_ M%0&/B;S.2Z]",!<+ZT?*

*\L(GRQGC\E44.7>;\5A/Y\+SR#]IV&0!%-7T:?K_7H M6(K+1,6&>3ET/AU$\P_6@Q!W4V^_3>K<8%V(=5>OZ,KZ-V&^.*HR(IX\EK## MU0* J3H^C[:-?A-*

&/&1[%.MF&\DAC9.&CrsrXf:=2P#H:%EG'N'5O7(CK0LM0}M"""^ \LL7V/3K3F%@!>]T5$NQH!2+@+\2!0F:]?2\>,-)3!& M3PQ=^%HS2%WE?ZZ@'Y!L&E E'!|S|2B80G-*

*,8LM&.'"Q8-2Z\T5(#KJ>"/ MABM4$?J+&*?/%'9!?ZRB[E"%7]1Y"J,(V|VT)^$*_@C!MB&<4N'D-UD(+_X3 M&$]_QN5@G=Z-IW'PBS.>#M%|^<;3X7J693R9TGK1=S%?*

*W*XTEPM+T83U,\ M9&@\G7__T^NYMPS1&!W#XW@NU\(X!F_7)@C;?QFP=81[+5"R %$BD++5RQN MVUHCN(C3$L)VCKIE-G_!=T4:6^\,]P?*

*=MUJAAN7BM0IUY7A5*E93GD.G&.*M?N0\;,%#$T4&XP0?M "&F!20DRZ*B!".1RZT?IA!HGDD;^H#)]B^_4MGLZNiQ-MDA\0%*4T+83AUE3DJ8F6/BNI;9L9>Q:?*

*16F+VJ7O@)F81E&%/E+IR/0Q MJ/WK%;)G^+L7683.PD&U49W.UMX;fFS_$^_+BN18;+"-C| QUPYGM .6:43/%!R>Z0XQ$R,U;!V1&;UDR.XXR" B M=XJ*1($T+!&"_U"/R$?*

*G<,);Y1R?%VA_<\0#6]JZU#-4UEZLXWSV/+BQB,>V MR48<9^W2S 4,)HGXFQVC$Y(W/ZBYP9 :X74&%E%;HO7XA#;ZN_M C(*S&G MJ]+3,#GH+1"C1&F[JH2EP* ('&WP*

D>'5.DVA/XY>R:(C-3W-;U++/H'@? M?8&24_R9HO_UV/%6_ECGO$L#\2(1+%1/CL.UZDA(KIBISW<%6H0:A|*!TE/ M)D+#X<+UI$B[S/Q8FQ",-:S@*"VBFF3OMO]LT^;"B!?(D6Z*

22!'N@;&+\61KK&T$(VT+SN@<4T\!HY!RQ:W%#<(]TZ>WFY M_G63\I4O1OVL$J8%K|CMV-1Y>^W,-W1+C'931N$$1_!%7N:FRV!QO8K@+!;*-M"I*1#=6D<[=ZV:M2_'4&6(J1,=*

*($'2S4^>*7B1 FL-E&%P'XN#M=?. P#Z'SR M9XKHT=G4840M;ER>7]3;./;\$Q5S)P*$(@I:(-_1#W%!03,+5_Q4ISN'EH-) M$9;S"E,,'W2.>HS0"74X=1XYN_EA%1673LK(02?*

HB"'7F5)PLCXT(? M&E4%G,7G1RT66,Z]5!,,3K>OLM{3:7-1E1,:XN$FCQS1+]_UT2)[*IYK'40:$ZR-T MV5I:4"XSGZLIX>A$-&:F!#PY5Q0AS6$0MQ-ZAB$NI;D,75]G)K:$_^Y|B,-*

M1K%\Y%>GN_LN1!>TB@#HM?J+21"200E9%T+1+8;?$*QH,KED6SG5>D4&5XZD*+M%"E?KCNO%\W;SG/FS@=$]5ROQ'?$«,6H:>1(U(

MR_&VR#|\.DVI%L()'Z;RLI*]3Q-/"#&A2ST;02:Z@;N+(X-)B,B+SR\7BP8W_M 1XF^>7&\OJAB!*\C8H_QHNRS@W3E);T[D6=CT\2>O=$6L*R4AD;>.-,>Y(MEL;[SG@1-&"7'*W))H)9?*

*5V- O ZDMW:2O3\H:.?@FAF:*2!7*)S/$(4R>7M M*%SG"5ZG>5KAF_09BF-3P?T$H>2L$6_Y=O\^^ALI+K*H+,.^_L,>|< UGT3PZ MBM!<'ZD>G3.&#^H1X@V/00S/U5#O@>*%&&*

*((.$,_<|P6R>F3VR,/!?-IX4^-X;IW^4#.8I8VZ*&@ MU,.I6n=T)ZOSG'5$VCT49]&?0%79D0;D3?^1QDA+)7*QWE_X>G/\%%58T8;M MRK60=-HUN+#F4UANF;)4G+&).94]EBF,X#&)-*

X M^>5SKK|LTH(-GF\69G-^WZ5NC0%8? &;8X2]EJ4QIU:;@AET=WETKKA=8B$9X M9FR4EYG>VN4_QAT6MSBQDPTITG|@ZUT.Y^#X?HP3X;/XQS@1XEY?H>Q1+XQ@

M.ZG.TR_AY3Y]S1XQ&X}:[Q/"#\L8|JNIQT8TV,U)0|(S/Z27O"B,,,_MZV":(BA1H%(87!EPWPO'V> 3'R[X8RX)YVX7DU+$(0%=YMHZ(/N?/W-+]AX2 M7TJ|"\80IOTIF27F'I9O8W

!\4;AE/(>S42[5(QC%([%_H.:12"^BA62)>C2 M#&>ILV;#B0}3?^M &)2#Z0<3;_ #A33>+LQH#KN&X#@LYS4(QTY(SP8KU"$ M&$YA_Y7T-FG>E)"AO+]4G)-\NYFWAOD/=%-PA!,*

{3WGCX%##68Q#FY4""MD2= M8-YXJ9'3$P,$R A-,AG,Y)HIVDL[H+4P1C[C%$]RBZBA5:4X,">DO+9K%N HXI?"/NFG/;!)OI7\8-*TZ/YIX5H1NKO)H;\@^{09}$

*MJJHRL0\WEDQ3P5|\,Z42!%E/&)YC0W1CE =3N69/@-5$S(,7<9V6A\$1?;8S"%;L/A(788O[$ M4#+9.OS[\2FK#Z3Z"Z[N<4R><@CE8)63FN1E 9-YA:W)NUYP|'5S>UF,CF*P*

*M4"H;/<G^.FH#=*MK73HF=*@'Z4$,.I7&%^A6LT/D6TG&#"#&_)Y0$90A_&I_+QDA$V*@G,T@_(\#VTE.B#!AF0)Y4E*B306*

M"%7+L^MFO]C!0OW(/N/BD2BW6:0G+J.(HJBJBO2QKEC[>JAG^)B\OT1I)=]T MI0T'.I(NF"$T;LQ+*$;)K?(\DD@CG?QY>M\/'F!=;1DOX)Q:WPK?Y-(-+$T+*

M'$7VQ:N#HZM:E%YHB>Y>%%2A8MAD4_%&P-TR0F97!3K4/A1'"8X)HT&>7C.@ MXJJBO*SV- (YZ$%47#FT3)6^5RL7,,]#AKOC5#C76FJO#X4.05&%2E1JGO@

*Mf5R_,RX:I3&#YGE6@.2\L>!TH:C'_4%1G8"O SJf0RR0W&/M\#*FAG1=X-OU M\$*]QQG45X%[M3S)")RM9FJ!5NU:Y$;0 \>V@0U"" #C G01P"*F,R!.?:%,T- <"5I/25/H[NQS8SQ^,*

*SG[A12/ M\K2>97 W4QX+5DI-_("$VF&LSDRTTR*GC C\6#GOZCP#4D#& 8UM. M)*CB+THZWN"DS[@:, ,8NTQO3XQ&J/I,.NTF-RL& 1 =0O29S $$WVMD#>)LYM*

MN@95"W4(HN&V(+^,/@WO!$(Q/SO#\RS%]H(=,$&O,/>ALZXD>B>R[,N0/W^ M$ZG83I>@7!5@TT#)>=6W2-_(=!&TEP43318UT2/OQ!*

M!2&VGNOM;J!B<84NN'3"]"WN,CV2/2Z)*-JWJHKWWKY4TPZ6]^JK;@S\^ZNO S1T%K,+D:.E{4]S]VLVXGX]C^D&U.RY O50P8Y+ ^]<*&8]$B.W5$RH\ M/0&6&/5HH/1@\4W3&X;*

*f*24"""];=4TEL]=68&#"=,5X>8 ,,1RXY;O-1Q.1%0!1C2C6(=5O&-7/CP+)[J)"49I;6HU>--P! M#X4)H@_4GLA_2(@=@4TY/%-'3,=\>IT_28>*"5%(4!K;EH\(H#8N+;<92CWE*

*MPGJD|L!CD;I#[.@5=/4ESFKH0_XK(H,*APC8D\G;T+E'I?45HBK MQD?|B.&+0$0./7E$$]%45M$B@'.V)%B&7 MH*C^6HC=(K*2V5=*V>2NN>[RA>E6AS27TZ1&"!E*Q*F(-*

*AO+Q*DS2K*RHS M/^*X+EA7!*X;XH07,]GN:OX*=+N^BHJ9 M$SD M===[Z6YDR_5!$"=Y&Q1\BH3X[7MNG)Y€7-9OU@!NCJ&I!!_+[S-&7*|/-&S.U M4?A4 #^F.1/-?*

*<[V7.[(V=2\;/M&2>97 J]3#!D5Y@@[P610#:VX2L4-Y?YIC M_VIX"4&<C^C0?E@#4D&+ 8UM. M)*CH+THZWN"DS[@:, ,8NTQO3XQ&J/I,.NTF-RL& 1 =0O29S $$WVMD#>)LYM*

MN@95"W4(HN&V(+^,/@WO!$(Q/SO#\RS%]H(=,$&O,/>ALZXD>B>R[,N0/W^ M$ZG83I>@7!5@TT#)>=6W2-_(=!&TEP43318UT2/OQ!*

M!2&VGNOM;J!B<84NN'3"]"WN,CV2/2Z)*-JWJHKWWKY4TPZ6]^JK;@S\^ZNO S1T%K,+D:.E{4]S]VLVXGX]C^D&U.RY O50P8Y+ ^]<*&8]$B.W5$RH\ M/0&6&/5HH/1@\4W3&X;*

*f*24"""];=4TEL]=68&#"=,5X>8 ,,1RXY;O-1Q.1%0!1C2C6(=5O&-7/CP+)[J)"49I;6HU>--P! M#X4)H@_4GLA_2(@=@4TY/%-'3,=\>IT_28>*"5%(4!K;EH\(H#8N+;<92CWE*

*MPGJD|L!CD;I#[.@5=/4ESFKH0_XK(H,*APC8D\G;T+E'I?45HBK MQD?|B.&+0$0./7E$$]%45M$B@'.V)%B&7 MH*C^6HC=(K*2V5=*V>2NN>[RA>E6AS27TZ1&"!E*Q*F(-*

*AO+Q*DS2K*RHS M/^*X+EA7!*X;XH07,]GN:OX*=+N^BHJ9 M$SD M===[Z6YDR_5!$"=Y&Q1\BH3X[7MNG)Y€7-9OU@!NCJ&I!!_+[S-&7*|/-&S.U M4?A4 #^F.1/-?*

*<[V7.[(V=2\;/M&2>97 J]3#!D5Y@@[P610#:VX2L4-Y?YIC M_VIX"4&<C^C0?E@#4D&+ 8UM. M)*CB

MG&#F8(@^P3J4EY%P(G&9T+_B[=O4&7'"TR^M%]OI(.1DPA"]+71H+U5@1T!0 M4V?D44_]\UV19G38S_+]TP6?:#DGIZ=V[J0\Z:'.$(#NXC_;ZZ)NO"CC/NJ?*
M3_JH]^M<0!=U$4.)^JA/$M2?**Y+Y09LWI[GFJU-C=5V,8W.ZCZ_CX!JG=J 6 MH(/$)$H4,I2FS7/1?926XWIGF5$Z,O-T-O=!E0PB8B#UY:(-Q(U%8?,NB0K M(H#LF^ %(DDG;Q(.
(DWA_T$G>8XRS-[,Z2E*XPHG\ >]KQS^-8C"RJY5PF98[M4D;9KP6I=_0+J&G)VL+7,&GB5DDN,JM"H* !CWVBZBO;P>>;M:IHW+IKF_&WW
M8Q45UBW"TWS+G(FHCC'N45>L1/:9Z#"@=/S S /RLH0=[U_)0>[Q8FZX:54'SX3'=S%4J;&GJLD.(R'AH$^3;OTCS* MXX-\&P&3]4](@-Q=K!)
OY4$>(YT;S.5Z-:JS'B>>K5L\!HEG2\H[FV+ ^7RS M62K[?0GDAOZ,#V9BI,F;W^&,?A[Z0GI?ILAX_+PW11M_X3-]4RA1N,SI'-WP MF'XF7U+V1K;[L@,,M:M8AVX9/;;C1((H+\/ULG.-
*)5=?&AV>_K"!!JJ0 M_'ZU7F.AQ R#1 CWBS*R+\(!H[P][YX$#W37D%%4Z8%8&H8+>>]4T6'W-TUK* MS M-'_H'0!'KSZ0"J,W;\)4CI,A.-
&@HN%38%>"HXE@*SOFOM[NHK38GN,E*G^G M\UPH.[!SJZ6KPM+4KYUA2D4J6/V,9S0E'EH,<`-]H+C C"648X=^%E"),8UQ^0WBCESZ MVQ)G&>N7_<07PR:)DBT4XJT V>
<.FV\0IS4TW>YHS9*KF7D7X!%5Z-UD(=&\SG.%*#C@* 8P9##I/&6),KE, M8TQ.<]L@7Y\]J;=KZ'P]R.U{(#RS[RVF\]49>Y[\K2[Y_3<:FV)]=JV8%FM8
MN.94R^BJ!]$$I)2.6WR(KD1%F(6MV'@'G!?P^B0_V M@_]YA:*C_ .=SP^F_T]1&%S_W$@K!^A1*M09T^P8S#1_QNW2'O>(?*:Z!4*

LZ;S#R0_U!7-9D%X%E'-M"9EKH$!MHD]"?V\XARE@-^+V&Q.C==_P3F?TY=L= :WC@+6R HVK'0 =%%F= MC>%S]2(YP11$@4Z&>OJ?ZR6U^@8N]<[7*S[4!7\#_J{['&^%V1
MDN*!7.*8Q?7"):*R+2L3ZFCC1H=GQY #C'L$,E1@Q\:((@=M#$52-%DG(<M=_E!/WI=,UET0!TS[FFCZP9=##VVI(H;4NT&I-HTI-J-6W!!LLF-E"GL'GF M.<^302SB=
(%DA2_U6]G,07!?Q(C7I>Q>&@?>P8/LWE#]7:2W@!C0U6-$25G= MKJ=[P(V.T8X;&>(-(U!:4*:]Z&7P=|>S89A,)>ICQ:UE4 UZE_^KYE/Z#GI,:>M+!M
MHJ+:.@WMX)/Q@;I@BQXJFI@(@(8(.)BE)9$ED%,NN,<[2L5-1, 4IP*S M@I7'&(V^\"YE]J\$_TC "-%6(%R(NA,C8OI[G8PW.*F!]ZR#&KT0DMK6";HM M[M.G357.)0 ;SZ?
[EJD+U_D39X-8]\S9E6_FR"' ;H6ZLEFD0!Q#]/L#BQT(MG6ELQJ/$^C89/BLUEDV7%SWV4B0:H_/X<8ZIOE>RL&'X%JWKJBI: M_A A.08[7%4H"9T^#"V&$*0]S'T^4G7*"/Y$RX"/-\
(&9%([96=H_)Q1{>#_M%.4FW4TP MS/Z.3%NDCHV0G4CA/1!{&IO^C+&J0GU5BA^4KYCA07A$(]2KH=M^M+ M_@EAL_CN*CAR88:=K@<34HSFDA+GN@_]"-?
=#!3/X]^UJ_12[+\%C+GX6Z\ME6:'"?PAH?CQ@##*.(3VLRR:$OJ"BJGN,<=*\Z8(BGHY3^(YDA4L.))K1 2?V M-LN;\XC;[>]QM2')=9>FP)X)'S91_H"W.U)$Q5Z8K6L^D:.
[2!V@KXJ00[(T<.09,^!:8F\KC U\JA:FNVR8 M*I%'1&#UW "V%N)QOGIP*/SPX2XX(O15PYX@ASX,5AR M?[?"YRBK<:L"!'%ES!X%HDA(?^%U M.X6#$@5K;4V_|#7E^
EJ5*@)@TN\QD5!5>+.WCG5>_J!$Y&>X@.,^3P8G5$$ M\HK[5N_3\H!+2MNT@I\$1T;B"^V -.',|A_E!Z 10%PA#KWYQ(*)7EI[5!5#X;C2O$!$+,%T
M^,Q+HT4M!@%,,A'+*$AD2!3"'^^D-_(O,\X3_ E.LV6IF;3+EF8Q--6F(_BTX M:=3,##L7%#"1':>ZT$&%H,!VGS]'CIJ#FD0WKA>799@5=;G-Q]OSG,O1IPZO#*<&Y M3E!!(1E@-
.SI&35X03G0!C&-*F<^5F_< M/K$Z4'9'%HYBOA!*(?9 *J!9D+I?!OQ,K&V3<4C880GMZ_PXHH0%#(T'A2E] MJA<6)@7"4V"8%"X.H5.VUVAXD1J'@CG:,RO"1E =\20H+(!
43U/Q(3<D0.5 MF?4AUT9O_@.C3.;OB7VE-?]*2,+SXS_R"MH+\A3/$OT!WJ>DMZ0[!Y#,2:< M7*$4%]#(M1XN@R0W69*25LU5M6
EJY$YXJ(9RA(U"%SJC2M4EW#^2*E:L5IJ-JSJ"1E*H(R373,71XW#@I4V;,!,M- MU=T$8H&R'@O0\!#1=W39?8@D-"(A^:2+3/8[!>(S,_.[3UT:QLX.XV9CAD2 M]Q%UVA-
M@OH5D(("#1/C, @{'R41?1.9&]J?B>]D2@^]VVK MUP)X99*F1(50_@K M%$F/.\!VFV0%R%4[VR9+[1+>0R-;=K9FKR3W]@0?MF M25&9;)',"G878_S"M#U8'VIQ"2"8),4]
M1)F*Uj&79%U\C@=HLY6OXQ5]!EP(K5>H# MK0C+J8F=,PU4, ^1]%9T-3-18B(1RE&(NJT!-6AU2X MPO(OVS'4*T-^^4,IO*5"3"$J=7SQ@AGC;(-
#"""2PMB1G!_=<2)#$E./ (;J MV'G5A_:>Y\D]/?K%,YZ.E=/]7,M?(_&N?N@007UN+!'VP8;]6@ZW\O5NQ @ M,#PC)=P%?9 |*V7(EEYH=N6-
'WH/(\T+#C[(5P0&OQ)3'?!\$A^R@O\E)90 M62R9>V^4_T#GV$U.[/@##8$CC>=(]^LQ5]WJX1*X4(!3HH<$Q%U2AJ>AK=U
MF>:X+,_CO!'DMF#!2@GIFW;+MC1<;'CHN=&77.DQED M+QDF9B@JGTC?%-%@#EL4T0#'5=L\HD43<3S!:!]BND(-KH@CBU[!4?%UXLG MD944E[8K9%_J/^4$HNK M]
[H,&U+2[;_!6TB*A?9P Q:DX >;9TG39\5> M2XK6TQ/)LE.#C31W@\F]"+-1B%KJ^.&^&O(GA;R70?Y73C\C05#!!V8$I) M4.(I>L*'5D./'J+XA4BGG>;\8[M@@IQAO?>W=5565-
!2S%1<^".?V?3C#Z;W MY8B:PT/'.65 ;?R, %A%1:4F'0905 ^ASV\#]59HWMZJ2KN%Z?5>Y8A:PX>I\ M/LB,G9RY5QDA2;W)#E[EZH:4+--?C@J?]4W3ZO/^WF IHS,<]1%]P>?6E*B)2
M4*2A('*%M^4'2C+Z)24?1>U)T'_!(T1-B>40,U_"SN$2=.3(HBBJT:.&XX5> M970%7Z-'ABOO<<9;'_ &:&Q(!;@<'$48^SA,)L*6&ELZ'&KQ0M^OWT=]{<5&7 M%<6F&*VQ-
SU2Q]89G]&+L3..6M:L1+4"G7C ,4%-.)R\)ZE-$-*NPCFP6S.X5%90<8&I$%90<8&I$%90<8&I$

*%0\DF+JR,"!PM)1H3>NZ[P.&&0T8P57*7$,=5S&,_M,=T71(?7@2W1@??VH8LP2]E^H3H[29-M3D,:I>($A6F6H&/X"#1,%0Y>T_2:IMA4P*,(4_[M*-M7^//J=%BN0RS=4!F <7S%,IP%++F81211HJQX%JQ(@B,,,!"C/,0)#7+&2Q$F-MNCI9'W,;4^3Z(IYK?WUJ?S3+#^1?!J]1]9>P?__P<_1-#+8ED;JBO\>^]4W8;I-M'-4@5?LW,]0($:KYJU'-95+M-\KC-^@U"5-> <_\2IV$:L3UXBR*$'_D!?+K>-M_WS/")3DSW0QY"-8[,GY@O+-^]@*'NNZ--/LVB<*A73QE5VDM&-BP63)R1,0-M7]-R*)I)&C'$JE]@MYC^<8K2,,'NA3_D&4[;@/SLZW1)HGK9PRP'!7D'#WD5REEND998$]\B,0-!Z3W-M.HRE]#@5-1_H3'U*SE6:(R;+Y[=,'B^5SYBI67QEA',1W1<^@!4M/H:0=`7RF:%\#N]X%;@)G]Z$YYB62JQ$) #VZM2?> <5N#B;#-M9O3C'4HQR>Y0Q/74:8;G.-V3*TH+|/;-EHR#BX:=!TM,*?P7R3;*F6U;0?ZEIWB=D=F^?*

$*-P38^=;QVY)&A@)'<;GW€PM-TE]GG<%*1V3-6FAE!N" M5R=N0]*C2;N"G,1,3G3-G]Y@(@Z]DGC[QQYW)KVZ);$78^<,'F_772R"*YAU-M=>S"U+;C*1.C[3%P94%IRCV;IBM7%E 3E&1&&3-N[^S&!5#2#1!9XLJ&TE5)-M=2(^P!B]MQNC1LM&$E?E\-I1]NL;QX8GI_MAD>]:%0A2*XL%+D.V;>?#(SB-M![M1-)'S],M8(1@^]Y\FZ=$BXG[2_<\8Z4)K$U/>G%E@+3X-PI_Z4!&M1-N0V-M]"<#6X>*1H!!?R*>=:C-XFS[DU&L-P02-M&?O&(=`-T"FL'H?'0&G>9I-F"P-M/HT>K(8!E'#I;_PRL6X:51X;(SG_;P-N.T%EI9>-)PXU)#+/MN2 M?,&KPNS_WB[-O^-93>7Y]T*VS_"W1+Y;5>G_,\H7)+[:?XJH@\ O3%934+IRF5ZXKWM)FZPAX$+L"DG]-5CM#-MM6UC:LGN"#VA$]7R"!V?[:T%ADV$[X/5QE=,;&K[0=HFWM GJ#FO*Z-;,+F_5-ML\2J=X[8>F""$U\-%S^BI(C+ETYX_:;$4I_95\I>_H$BL!(T&"D@6QFWD8S-M-O/(N#0K;Y?P=HFA5:71:HM>59+XR%O?L(9EX9\#S,9.YSQP)@@YC6U=XQHC MFI*-M4GRP]\EPN]D2;)\\RS!=';U^XKE;A(6,)=V&DBD97(&SM$U?D3QL!MMP%*^>#*^>M*;S/@MCQ".4J+2\I;B95Z6\-M*F43-%Z5;GAKD8ZN-U17-L$V7HV45C7B;\]^6*>^;9-WR)=3-7^&,-M-AA\])?ET!CK3=C0++UDN2I287(_2U1NV$,,#?H2?:,LKTW?PUO-M_A*8E)3'@.@4F,10V9K=5F&6DB*OCH4ZXU/?=Z*Z8+UZ(!T;G]KEC8-0M&5^!Q!1H-R[MP>[_>%^WW]\6-<4<)P#X:Y(ITHP-F+:-M[N^..PX\Q?9Q>-^)-#OZ0X/-!)XS=7:1$A>H"Y3@*DQU>[6-$&DQJ0?Q(8ZI]-M;$F?L24TRP\|G>Q?>\J$;PENZ%*\- =@G53B54U7W\IZI>O$@XP%%@G6=C417;T^-#L\)1X^>-#5BR@+8#\;N.$TR4-`G;]-LHT'DHC%V2;#/#*3-*8R9#E_XE=H4W'Z)W\-MS;2<@@\MN5.U3LS'-84G+QOR8UZK-[8V4N-OV;T_E-YPORG=,^),F"[RZ)Y(MUF{$LY4=DW(B%)<"61D+?T:6*Y323?54-M_J/(303K/%#J_-1[F,4*!VEMFZ%+'_@2%$,XI<=;:.$FS*99]9AT^3+,#)#6)A&TMH7V:9$SX3;EU:.A M#!QT+8P+_@0]+6MDE82=KK^F^,\"G2,:97BE.)1N3>7)P/OP"IHI&M.L5]" #5"Y$9'P]&("V:5T!Q77,+Z6;M:PV]!3UIR)[]"FI4,-U(OD.?5V1(T/)>(DV#!M;0^-#5^XIEP"E*]N7PX/:*&-MM;\ (MLHB67]RLEJNU,N$-0R%"-O,E%<=-Z_T[-I/WE+T1]RL'[_#60D@C*]0-M8"G'/W93P>*@7]VV^O+U9608V0RK!U^1372;\XR-63>JI:=N,)Z^W0O@T5-O-M,AY5>P(-#?]H'G3EM00\A?M+"6OHJQ'Z@!J&@6[!XT0?;[BMJHA!3S_->"AW-M5'-Y#\A6%?U/]%@=0[O'#/!+M7"K=E,N5%OYMQMW?FZH[F?;,@ILPM0?\F1WM-M7RI=_&_6T(AV3:8>TW&U=$-^O: [K!TM1B5*AOU%%1ZG2#6Y5HJ,!44&X!K(-M^_A[_5X8CB\ZK]Z;KX3/?A@8]GD#IV1]F=5*]fM'E0A>E.P-O-)5@)DW/C7 ME2B"L*HK:Z93U]"*)@JVI_T76+P^/C_@^=2;0JO:#*843&'+G.HQ(,?1O17?AXE?IYE6Y-MP$I(QRG%2TDNJY#_#MBM!Y{)LG$*N/D-M:&4[B?S((<9)XX3-(GK.-# (5Q6):62S&R>*$%&%]'HE-U74".#0;!J2OF-A_M+D6H-M-7;<@53)< 89$"+=-!K-)0V105OBN&,<,.NA4DQ?^ ;G-RAM6H+K6GO MNPU'KOZ$1G[8RUM+61;C\R4[=Ex>;!V@8F$3=)=XU;!SZHCYQVS6E8SD3;_M9&UD+09@LEQMNN+OS\3]#3.2UKH(?O'!>P6&NIXHE@_O"EB2-D]^_8-%V*0-M>3,- ^!E\4>Y>"59ICND7=R"%R,;_%9X:?J(]^J;\Q[2"=NP4P"!+_M6)/OPI)XQ>)8$B]3E;_8>FX16V2!*H$PKJM8I#;B$IE;VH6O%5LJ-WC!=%-_M"O\G7?47A=IMY*.[7;'M[H@]+_J[fX9 _U8P&DAQ19E-+H",3T31G-F@7CT-M%'G7(O^2*:_\6=8#'EA[_@#UIJ--*(D#D[UY@9W<,.|^]AE[&SX@@V6W6.YWA*W:KS#+4V8;>)7YAZ]8=0-T'JX=XP,PH;* MZ*)*$N)%TDJW30O=EV!I9.MQ'L5[7[DI%!3]]V<::7IO+[.YD-MJlLS".F(NU/2JB_4!F0SNSMZQ$/'F'(5G3Y_;^)?=T?WR(*J8U!VO,E ITXR-M4(C0FT++#7K9O;V>+1UZ4&? F(CJOS.46>WHB1;_5&9G*MT9"2&18)5VL+D]++) MWFY?C]OE]?A0D$7C 6TL[*,T0YMHU <++PD Q].@.ZNX<7BW=5'_DZDZ\T6C4 M$EG\B5'6(RO@&]C9V"+G@!ZX7%X1\0O8X=]+6Q]L)*YM\F46?$ M%]UC <5*XT+:=0F3,:%%@N1AEK9^45N_M&M5R"%6,B-M$;=T6(-@S02U ,0F M8D1]-)KR!O6Q2]J%W*Q4XKTL>=<&V5K8]+%UPTT[$OMM)T?[E6_V>)1D/ M.=HE7CMU#+L&3 [>-!2@_^>/]43X\'T[7.@!S+VZ"^A5&1%D)=*DO-O+GC/$15[-.2!*- M*\V_2("59((2%1N,(? F*?)8L1)+.EB;UEM$,_F432EN(@*>_@\%^DMQ>]Y-MY4 .+K7UK8H8%Z>(">??PZ'S:&-BT#1CNHB/QAL>/%[@9A\;R+3Z4,7+HW4M-M](H,1.?A4ZERCVR;'QN)0I0H5N-7 7LVG57,AI;P:.1Z885K_W%MFAR*J8O'-ML_>69+/6$EKUG;)WTU4JL.R@O5FSCGB2=T#RD&D13[;.J6B[4\'+|">D^Y3'V-MA3-P=-M=13+(*2%@G29VUE\ P?9E-ASK-[6?NKM[F9- D*3=>$.LB#'FAY0D\?O>7YZ! M\H&=;>C80>8!GG&Z3?O===^K6R+Y@]%#5KGJN#L7*L"9B^=[6S"E62-ZQE_ J M$!6W!AC,S4.J"XW\6'C66F!S4Y*OA+R4.3 MJ0HZ,OE1NE[&YLJWEMZS/O*7P\ZFW4U13?^LY">%O@>$1'NH!&"%J CA,%G-MNN\>?X^>]6W\V]06/^C-8=.%!M$]P/.KE.K,4N:[-A,W5UB_W-Z^@O!WPEP_'>;KBSCZF.5.3G3 -3I)$[$X"W(0FF5ROC)WJ>H5'W!N%H.;-^1_I-^N: M8779GA+'DZ2@E,4+G3R^0AAVB=9OWC8Q!)=;]$M%7.'O4A.#$147)488P#L2-M8V6.0;8(4W.4@U/5^P$N?* AZ(4&>.,"@3SZ[!7!,*V4^%GY/?GP'AKFA"11-MKS:,;5AFKB,CGX;?-<9K_E3.2*W_1'FHL]7PBR,K8V85)U()CLEIO\-%0L2]P M$G1,/,^3(JZFT<,ABDXV;QZ-.V6*'$4_#8)NFMLI$;$"0494-NVA$Z">O&3-M8IYLRX%(_%(BZ6GZ3(BNW:FEKD9L!^979M>,8,(UL<9VJ&\XP99A!XO@X"SYAA&YG<=3D$7(OHXK*

%0\DF+JR,"!PM)1H3>NZ[P.&&0T8P57*7$,=5S&,_M,=T71(?7@2W1@??VH8LP2]E^H3H[29-M3D,:I>($A6F6H&/X"#1,%0Y>T_2:IMA4P*,(4_[M*-M7^//J=%BN0RS=4!F <7S%,IP%++F81211HJQX%JQ(@B,,,!"C/,0)#7+&2Q$F-MNCI9'W,;4^3Z(IYK?WUJ?S3+#^1?!J]1]9>P?__P<_1-#+8ED;JBO\>^]4W8;I-M'-4@5?LW,]0($:KYJU'-95+M-\KC-^@U"5-> <_\2IV$:L3UXBR*$'_D!?+K>-M_WS/")3DSW0QY"-8[,GY@O+-^]@*'NNZ--/LVB<*A73QE5VDM&-BP63)R1,0-M7]-R*)I)&C'$JE]@MYC^<8K2,,'NA3_D&4[;@/SLZW1)HGK9PRP'!7D'#WD5REEND998$]\B,0-!Z3W-M.HRE]#@5-1_H3'U*SE6:(R;+Y[=,'B^5SYBI67QEA',1W1<^@!4M/H:0=`7RF:%\#N]X%;@)G]Z$YYB62JQ$) #VZM2?> <5N#B;#-M9O3C'4HQR>Y0Q/74:8;G.-V3*TH+|/;-EHR#BX:=!TM,*?P7R3;*F6U;0?ZEIWB=D=F^?*

$*-P38^=;QVY)&A@)'<;GW€PM-TE]GG<%*1V3-6FAE!N" M5R=N0]*C2;N"G,1,3G3-G]Y@(@Z]DGC[QQYW)KVZ);$78^<,'F_772R"*YAU-M=>S"U+;C*1.C[3%P94%IRCV;IBM7%E 3E&1&&3-N[^S&!5#2#1!9XLJ&TE5)-M=2(^P!B]MQNC1LM&$E?E\-I1]NL;QX8GI_MAD>]:%0A2*XL%+D.V;>?#(SB-M![M1-)'S],M8(1@^]Y\FZ=$BXG[2_<\8Z4)K$U/>G%E@+3X-PI_Z4!&M1-N0V-M]"<#6X>*1H!!?R*>=:C-XFS[DU&L-P02-M&?O&(=`-T"FL'H?'0&G>9I-F"P-M/HT>K(8!E'#I;_PRL6X:51X;(SG_;P-N.T%EI9>-)PXU)#+/MN2 M?,&KPNS_WB[-O^-93>7Y]T*VS_"W1+Y;5>G_,\H7)+[:?XJH@\ O3%934+IRF5ZXKWM)FZPAX$+L"DG]-5CM#-MM6UC:LGN"#VA$]7R"!V?[:T%ADV$[X/5QE=,;&K[0=HFWM GJ#FO*Z-;,+F_5-ML\2J=X[8>F""$U\-%S^BI(C+ETYX_:;$4I_95\I>_H$BL!(T&"D@6QFWD8S-M-O/(N#0K;Y?P=HFA5:71:HM>59+XR%O?L(9EX9\#S,9.YSQP)@@YC6U=XQHC MFI*-M4GRP]\EPN]D2;)\\RS!=';U^XKE;A(6,)=V&DBD97(&SM$U?D3QL!MMP%*^>#*^>M*;S/@MCQ".4J+2\I;B95Z6\-M*F43-%Z5;GAKD8ZN-U17-L$V7HV45C7B;\]^6*>^;9-WR)=3-7^&,-M-AA\])?ET!CK3=C0++UDN2I287(_2U1NV$,,#?H2?:,LKTW?PUO-M_A*8E)3'@.@4F,10V9K=5F&6DB*OCH4ZXU/?=Z*Z8+UZ(!T;G]KEC8-0M&5^!Q!1H-R[MP>[_>%^WW]\6-<4<)P#X:Y(ITHP-F+:-M[N^..PX\Q?9Q>-^)-#OZ0X/-!)XS=7:1$A>H"Y3@*DQU>[6-$&DQJ0?Q(8ZI]-M;$F?L24TRP\|G>Q?>\J$;PENZ%*\- =@G53B54U7W\IZI>O$@XP%%@G6=C417;T^-#L\)1X^>-#5BR@+8#\;N.$TR4-`G;]-LHT'DHC%V2;#/#*3-*8R9#E_XE=H4W'Z)W\-MS;2<@@\MN5.U3LS'-84G+QOR8UZK-[8V4N-OV;T_E-YPORG=,^),F"[RZ)Y(MUF{$LY4=DW(B%)<"61D+?T:6*Y323?54-M_J/(303K/%#J_-1[F,4*!VEMFZ%+'_@2%$,XI<=;:.$FS*99]9AT^3+,#)#6)A&TMH7V:9$SX3;EU:.A M#!QT+8P+_@0]+6MDE82=KK^F^,\"G2,:97BE.)1N3>7)P/OP"IHI&M.L5]" #5"Y$9'P]&("V:5T!Q77,+Z6;M:PV]!3UIR)[]"FI4,-U(OD.?5V1(T/)>(DV#!M;0^-#5^XIEP"E*]N7PX/:*&-MM;\ (MLHB67]RLEJNU,N$-0R%"-O,E%<=-Z_T[-I/WE+T1]RL'[_#60D@C*]0-M8"G'/W93P>*@7]VV^O+U9608V0RK!U^1372;\XR-63>JI:=N,)Z^W0O@T5-O-M,AY5>P(-#?]H'G3EM00\A?M+"6OHJQ'Z@!J&@6[!XT0?;[BMJHA!3S_->"AW-M5'-Y#\A6%?U/]%@=0[O'#/!+M7"K=E,N5%OYMQMW?FZH[F?;,@ILPM0?\F1WM-M7RI=_&_6T(AV3:8>TW&U=$-^O: [K!TM1B5*AOU%%1ZG2#6Y5HJ,!44&X!K(-M^_A[_5X8CB\ZK]Z;KX3/?A@8]GD#IV1]F=5*]fM'E0A>E.P-O-)5@)DW/C7 ME2B"L*HK:Z93U]"*)@JVI_T76+P^/C_@^=2;0JO:#*843&'+G.HQ(,?1O17?AXE?IYE6Y-MP$I(QRG%2TDNJY#_#MBM!Y{)LG$*N/D-M:&4[B?S((<9)XX3-(GK.-# (5Q6):62S&R>*$%&%]'HE-U74".#0;!J2OF-A_M+D6H-M-7;<@53)< 89$"+=-!K-)0V105OBN&,<,.NA4DQ?^ ;G-RAM6H+K6GO MNPU'KOZ$1G[8RUM+61;C\R4[=Ex>;!V@8F$3=)=XU;!SZHCYQVS6E8SD3;_M9&UD+09@LEQMNN+OS\3]#3.2UKH(?O'!>P6&NIXHE@_O"EB2-D]^_8-%V*0-M>3,- ^!E\4>Y>"59ICND7=R"%R,;_%9X:?J(]^J;\Q[2"=NP4P"!+_M6)/OPI)XQ>)8$B]3E;_8>FX16V2!*H$PKJM8I#;B$IE;VH6O%5LJ-WC!=%-_M"O\G7?47A=IMY*.[7;'M[H@]+_J[fX9 _U8P&DAQ19E-+H",3T31G-F@7CT-M%'G7(O^2*:_\6=8#'EA[_@#UIJ--*(D#D[UY@9W<,.|^]AE[&SX@@V6W6.YWA*W:KS#+4V8;>)7YAZ]8=0-T'JX=XP,PH;* MZ*)*$N)%TDJW30O=EV!I9.MQ'L5[7[DI%!3]]V<::7IO+[.YD-MJlLS".F(NU/2JB_4!F0SNSMZQ$/'F'(5G3Y_;^)?=T?WR(*J8U!VO,E ITXR-M4(C0FT++#7K9O;V>+1UZ4&? F(CJOS.46>WHB1;_5&9G*MT9"2&18)5VL+D]++) MWFY?C]OE]?A0D$7C 6TL[*,T0YMHU <++PD Q].@.ZNX<7BW=5'_DZDZ\T6C4 M$EG\B5'6(RO@&]C9V"+G@!ZX7%X1\0O8X=]+6Q]L)*YM\F46?$ M%]UC <5*XT+:=0F3,:%%@N1AEK9^45N_M&M5R"%6,B-M$;=T6(-@S02U ,0F M8D1]-)KR!O6Q2]J%W*Q4XKTL>=<&V5K8]+%UPTT[$OMM)T?[E6_V>)1D/ M.=HE7CMU#+L&3 [>-!2@_^>/]43X\'T[7.@!S+VZ"^A5&1%D)=*DO-O+GC/$15[-.2!*- M*\V_2("59((2%1N,(? F*?)8L1)+.EB;UEM$,_F432EN(@*>_@\%^DMQ>]Y-MY4 .+K7UK8H8%Z>(">??PZ'S:&-BT#1CNHB/QAL>/%[@9A\;R+3Z4,7+HW4M-M](H,1.?A4ZERCVR;'QN)0I0H5N-7 7LVG57,AI;P:.1Z885K_W%MFAR*J8O'-ML_>69+/6$EKUG;)WTU4JL.R@O5FSCGB2=T#RD&D13[;.J6B[4\'+|">D^Y3'V-MA3-P=-M=13+(*2%@G29VUE\ P?9E-ASK-[6?NKM[F9- D*3=>$.LB#'FAY0D\?O>7YZ! M\H&=;>C80>8!GG&Z3?O===^K6R+Y@]%#5KGJN#L7*L"9B^=[6S"E62-ZQE_ J M$!6W!AC,S4.J"XW\6'C66F!S4Y*OA+R4.3 MJ0HZ,OE1NE[&YLJWEMZS/O*7P\ZFW4U13?^LY">%O@>$1'NH!&"%J CA,%G-MNN\>?X^>]6W\V]06/^C-8=.%!M$]P/.KE.K,4N:[-A,W5UB_W-Z^@O!WPEP_'>;KBSCZF.5.3G3 -3I)$[$X"W(0FF5ROC)WJ>H5'W!N%H.;-^1_I-^N: M8779GA+'DZ2@E,4+G3R^0AAVB=9OWC8Q!)=;]$M%7.'O4A.#$147)488P#L2-M8V6.0;8(4W.4@U/5^P$N?* AZ(4&>.,"@3SZ[!7!,*V4^%GY/?GP'AKFA"11-MKS:,;5AFKB,CGX;?-<9K_E3.2*W_1'FHL]7PBR,K8V85)U()CLEIO\-%0L2]P M$G1,/,^3(JZFT<,ABDXV;QZ-.V6*'$4_#8)NFMLI$;$"0494-NVA$Z">O&3-M8IYLRX%(_%(BZ6GZ3(BNW:FEKD9L!^979M>,8,(UL<9VJ&\XP99A!XO@X"SYAA&YG<=3D$7(OHXK*

,M%SQZUY5\+FV,(+%HSIU%,HEO=SXK(I-=27#37C& <%97%HQ2A^P_!M 5*$%B M=-/@4N=.,PM3"5=5S$ >9KF--165P:G],23;D5$ZMYP3J-5X:$8T.2=*-T%(M%HI0WPC4@M,%YIRHV'CU &(#P&!)2V J;I-@C,W1!/5XV M+N(FCEE"OM,^RNBI9K"@>!Z,1/]PDB4)7WM?QG6T#@)ZE]^06L6\X00]L5++-M$VZWN\D(M^G%J^NOE#\G-V7'!EM.Z7P2Y?BQU(<5A2_ZG,HL9@XJ90P5/,%# MT-4;AP^87?#KP@AF9@4TE8L5J(_8[1T MQV[=LKOG--D/Y7Z^9<+#QG6RA'>62*>O^YIJG H8F):A,NO+<"AKHE1&I^C MR$[B*.)',T)USPLBGT(]ANF,\3;,UA<+*/=8);PS2O9Q%::N&(6I.M0=19> MTG:^41VYIIX6<)X$_0;GAAVL."|=C5+Q#-+5GH[TE3*0VJ,(45B%/3UHU]\70117I.B7ZDNE83.$^5*(%;, '&$A.@A.H.$Z:-M#V0#O_Q IWF++UHS@%U?M(_9E\4,) -_88NO3XK!G KB^J;S5L/4#=M?N' MNAU(R]WS^PV1QKOCKG3"]#Z';G^CW#T5E\I\FJ85ME!*Z>'0 KN1+0#1,-AW& M[#L,5;H:GU)W7F8>V7]&J%##2E'49FHU[-M4L:@9(@=;VS-Y6N>;Y@SN+GU:L6;*)A2#$-8BQF}$(KI94:6^P2,@(^(LZ@-M_0:CYI;I*=LE]87D:&NL-C DZCK097! (&D_J9.OFIH%3;NMM]FT^X-52O|PG[SG44-KMV3.\^B]0,UKLDV>3= MAS=5&E(ME,(.G19JK9GI,'F%?[N])VUKI022K!ZH4U9VBL=.%=G.QL2E?Z#2 MM%'I'.*!;IV1-8_(-0VDVG6U67|VQ&|+4Z>*OXDO|2&]^RL+\B"HL<>S,*SYP-MIZ_0CR4;T<+2,38E$'1E]>T/K0$*7K0 0Y1YWK@&QECVF71U!^),IN[!6I-MYVD>"A75E35[".(*KD1?17QLI-;,71PJ[4O#*% MY"#)*CW4VAJRH(B1,QINO.RA,)?36Z!=4(0K@@9,P6@:1]R#VC#DCF\-@Q1$ M0-Y$#TJ"2P@"DAIZV'*DN(2A+H^A!]A|?=*T\=#U(^..-#L:, <"5=D_;YN$WBN M80\"N1-(@K*47)&WN[^2)8F38-L+[*5XBI'SH#!E&[JE,.+[$Q72G-\T9<-ML6NV\C^"\X@<4^1,P"X=ESSH'57?#|=_=D\YKH,.\P 9V$W.#;/CG3%'I"] M3 1GR[KB$V^1:@V/_)<^CL.!0EH:8$@-+'&,>-61T!V D/_GF.FK:Y'J8?] M72;VW.R:^#6O1-&?S6NT8 Y;0JT_TJE@[_M9\#E:UFGLSR0W4WI7Z2IG6^_M+3?6 ZM[-TGHZT^/&. (Q0TT$GIB2I>6?T'%6)739G5)G%U I WF++UHS@%U?M(_9E\4,) -_88NO3XK!G KB^J;S5L/4#=M?N' MNAU(R]WS^PV1QKOCKG3"]#Z';G^CW#T5E\I\FJ85ME!*Z>'0 KN1+0#1,-AW& M[#L,5;H:GU)W7F8>V7]&J%##2E'49FHU[-M4L:@9(@=;VS-Y6N>;Y@SN+GU:L6;*)A2#$-8BQF}$(KI94:6^P2,@(^(LZ@-M_0:CYI;I*=LE]87D:&NL-C DZCK097! (&D_J9.OFIH%3;NMM]FT^X-52O|PG[SG44-KMV3.\^B]0,UKLDV>3= MAS=5&E(ME,(.G19JK9GI,'F%?[N])VUKI022K!ZH4U9VBL=.%=G.QL2E?Z#2 MM%'I'.*!;IV1-8_(-0VDVG6U67|VQ&|+4Z>*OXDO|2&]^RL+\B"HL<>S,*SYP-MIZ_0CR4;T<+2,38E$'1E]>T/K0$*7K0 0Y1YWK@&QECVF71U!^),IN[!6I-MYVD>"A75E35[".(*KD1?17QLI-;,71PJ[4O#*% MY"#)*CW4VAJRH(B1,QINO.RA,)?36Z!=4(0K@@9,P6@:1]R#VC#DCF\-@Q1$ M0-Y$#TJ"2P@"DAIZV'*DN(2A+H^A!]A|?=*T\=#U(^..-#L:, <"5=D_;YN$WBN M80\"N1-(@K*47)&WN[^2)8F38-L+[*5XBI'SH#!E&[JE,.+[$Q72G-\T9<-ML6NV\C^"\X@<4^1,P"X=ESSH'57?#|=_=D\YKH,.\P 9V$W.#;/CG3%'I"] M3 1GR[KB$V^1:@V/_)<^CL.!0EH:8$@-+'&,>-61T!V D/_GF.FK:Y'J8?] M72;VW.R:^#6O1-&?S6NT8 Y;0JT_TJE@[_M9\#E:UFGLSR0W4WI7Z2IG6^_M+3?6 ZM[-TGHZT^/&. (Q0TT$GIB2I>6?T'%6)739G5)G%U I WF++UHS@%U?M(_9E\4,) -_88NO3XK!G KB^J;S5L/4#=M?N' MNAU(R]WS^PV1QKOCKG3"]#Z';G^CW#T5E\I\FJ85ME!*Z>'0 KN1+0#1,-AW& M[#L,5;H:GU)W7F8>V7]&J%##2E'49FHU[-M4L:@9(@=;VS-Y6N>;Y@SN+GU:L6;*)A2#$-8BQF}$(KI94:6^P2,@(^(LZ@-M_0:CYI;I*=LE]87D:&NL-C DZCK097! (&D_J9.OFIH%3;NMM]FT^X-52O|PG[SG44-KMV3.\^B]0,UKLDV>3= MAS=5&E(ME,(.G19JK9GI,'F%?[N])VUKI022K!ZH4U9VBL=.%=G.QL2E?Z#2 MM%'I'.*!;IV1-8_(-0VDVG6U67|VQ&|+4Z>*OXDO|2&]^RL+\B"HL<>S,*SYP-MIZ_0CR4;T<+2,38E$'1E]>T/K0$*7K0 0Y1YWK@&QECVF71U!^)-

+4>Y4 M\8P9AO!XQNX>SY@Y1:+.<1];+!/1Y?_3^ZV%@J-1?)? M&0?D^7JQ&6.R\.XLXT#E3NU!T5M$[Y9UQ'(?-V.4%LO991R>Y^SR[HK+,X%8
M(6F,DF/,R!*Q]LV3Y3F%)TJRT_&!&/1%,41<&%-R>/%_B M-O.QP8[:4;<'CG8G,U>/9 MD)JKU3,F/E?'IT5N!A)"F%T;7H2)D5/S9VIQ\2),S"#P?&U!7M6&/31R*Y57 MM6$)CV=L/_J-
D4F*N)1S,/O_&1ZJP6/1IXHR0H(;)FK^5-Q&+94\Q8-P;'\P!JI,G)"R_(V1;7V)G(W 0X&U)ST^&,B<]-CM,B M-P.F"K-KPS)ZST[K M+L\$8H6D,>*9$(?.D),S*UR\
[$*:28SD[28"\F;44R8/WE$<'2<44R8VEY&SL' MQL#F0(F6-@HU47-AJO6H2GH(RUI?5LYVW+&,Q.9FP!G0VIN.IPQ\;6>2)C8 M7M%U?_7=H8TTI%BSOJ+#2#S&XY6>@NS3*+N<7-
$G!WG=Z@51H)4UY"B,-R[. M"8@[62(B)./!M1,@(@^2Y4LVUT >S5Y<"\Z7?0(5&[^_!9O +X/?:!\$[\GO MM]!\U%,,5^\HPS?E
TW<"9MDMBWG:C[4T@UY&QGO@2AXH.NFVJ[JNAB;SZ8# M[2=3,>RVH3T@0S%4#,H>5'"%Z4X8ZO)TM7L^/G/RA8/ECO+[0OMFD5NC*M]3S M]*W6F-D6@]:R?
_T*IS6#M\;WNK-E+IG_A{JU(IE=Q[KZ C.[$"'.M#\1?3:E,SS=C:'QC?%<$>*ZK@67K+Y VQC),&\?"ALFETO^\?6O:-D?.N M6(P'&\))3H?YNFU[N[K,_R,A4'X!W+&=Z[MF!-
HD=B*?3=6# /J'NU"'|PC M"ZJ./AN8^*>VBQ[GFZ)))KBPG9/,|&-A):8N1<=55B%9.N({[H#]XW9Y"PUU M/%&L'PM0!. ;-%SX#/U%B/O90@2$%G?
Q^,G#;^,R+D%O>3WW#X=O($@@R5;(-MDDFOG.M2!.G/@1^* @RF=F^X.,;B^"S$<7Y33\" 7R9SOV#*%.+,48V^#+5.!XY+C\ASD9;"O5!JA($T/ MTOE#FQ?W!
(7I<1)K.&A/$+2Y)L:+!*FAE_=PZ#P:MF.Y9#(4=(_&&\0K8]G- M/C20:?6AZEI0ZUKH%1F*_FC;+I0J[\BFY17PZKU!RT%#';Y8Y@39MFG-2,D% MMB&Z.F]?Y68Z^T-B2
P!8PN&Q&PPA#APB@B<;6("_!;VK5 @44G6"+_L01VC M2OO]=2\+@K96(59I465E\XZE#!RK;C),)>M)5MJF>?%[!Y1XSN0/;IG3Q MDTB#14?WE0?
U#+r=\V"%YRHN; RTN%H+;XX:UL-7OB^D"D MF]'K0,M^<"T#.5C1A1]DF_D]PI8EF>7A-/4A;K[QVC)`Y_UJO>U%6UZCC6U: M[B*#GZ!BP[&I;X^3]66^T5]SC-?$343*X,$-
\SL]H4*D[D7!E5J?'A9QP#'+(=)^D;/!NG6BSVY%1FBLK,\O*O<#+] M=B9D#L_UW+B9T[D(_/RP"XVA.C9,W7PE<58$1P^6.>F9,T5W9O.5\ Y3W=W> M=PT=&?#.9/3VCP
!.\P_H/&>JU L&<"Q<O+88$%N$'EI*!-X3DA(/.<3E@F< M[D7F!W5IDCM#@)A*%C(=C=B)T*/ER1UL2YFI,E~<,5^A_M6]?&4@RAOZ[JWBVQZ;Z6?
Z6S!6\6&VCU\@[D8YGS9(O%O9!T'2.W(1?EXMPU-M$P]VHS=-?RTR$G>^=OV.=&-O&(\!*A+@,4!-@?##8@Z_(=J %-8[./9%)N]^P MGAR@:0#ZW;#BEE3B&$V-TR=E0&E5'L0S3=?
ICQ8+V@VGY!WQOH?;.H2&V#4Vj>'_8!N#6 MF?I0W'6^AXSTB3D>+6KGQ%%2YT_JI1A34KY?QD561Z8Y&-C@ M^T.E+7'Z,D+?C-.3HB4Q..ES)_4>)2DS*H6Q+FV-
XX(97#"5$\9QP0PN\KLV M,J:T.L<%,[C(I;1Q8#_B_Z2_]DC)/VA-26&!9V7BQ3%_%Z\0V8*\2%|'*5 M%_MC$Q:VY55%$=-'0W2VA]4CE^TPYFEA,Y9F:4!.#B"3AM:R|HKC*$M4BK|
M: ;6+A:1NU'PS$+LSN4=)ISF9=D MLHQX=AFFM)+FY 5"9!+A;[\KEC;?=>Y!V[&0ZD1,UK\&R-%A=_1H:.@-::[B MW6UU:^)?=D?>T3W38E3=SLL#A>>YV+>+G7!ZK4O$<^Q[^O?
^,FD/'J)7B1= $;'B673.$UIN?YO"XMQ<"4[,(. MUB_TGE#BV86(%;J*.CG53G-?BC$>&8PMR+FD>%P2HAOGDVSX9$C6^T69D<5] M6Q8Q.\E+?\$?3-?B?,
((GWB9$U1f029A"0G+CP%)42PU>3(-RU#^7T)&Z9W0 M[R)X*!#2N&G/-$*+;]KGPB/(*Y9"TF::?Y&[N^2998.Q)\-^1S]B&:WC4P24) MRV,_4!C"7[CLMEA8DU70Y7^GD3L.-2/#?
4]K)6]:'Q:O!>]JQ9EN#\4 M0A/"I@OKJ6.\7H5YICM$<5<+@WO+*\&QM2^VBG)R/$0=N3[/_+#64SM-MN/4;9YV_73P?^CA%45@%LLFW[9IMG=3":U=:;,B>:AS*A@N2HTR#[UHD5E_+7
ME^CC"DLM$\|+VA@(Y/T8*AH=O8;>;L _ +B> MN9Z9@P(_R[LHW^"Z^ 6)DZ M7P#]8*1,D#Z[Q_SMVLZ7P9XA6WP#-]!SYPHAO?A%$!1K%=D7 'RL]+-__Q3
MK%>^7%l.O0Y(3_A? +5/Z6=`[GZIET2-AL;3F@_G3;$0QL85,$CJKK[<[;4" MQMC[_:7T3PRHTEY]DC4HW0P4;$@#6T$'8TA0?07D MZ<<7ID]Z.5V\?U;HGR\@I*@_7BW3-.;3R\E?
O2'/&I*O*3_@YT\+((#,SX&)> M\M0!E=)E?']B]OU5\/|"?<;3;6GUDM**<$59T=$K[D>%Y.**%?H-;I%_/PXZ M]Z _:\Z_>O+8;#:QQ])OW/WO?.ST0?OY'G3^[!VO[>>O'7#7_?;ML=]_
M]#[G.KP_%'N,[2G'- 1P?W%W :1*K=-K:.]3,>2[,[CDLPT.W!GM?E=8*+YE[!+$*LT<$E;R/SXZTL2K+<+-W@|_Z7 M2NY%^S?'H/M_7!OKMW0?&D
SZ%Q.%10>3S]2PE/0X6Z/E4T#4-D M_MZ>*FKPW4]V1"30_I%!U#[IV-EW+A_9VAJ6+TZ#4M)P2H$=#'((&W!]4 MKX:FJ0\573?Q_#]2(*E%&*75]-_+(,IX!^?E->7CA:S6HKKF,=:K?
]WNX-.M.KVG/T&O\]+M#<#+]U[>_MY 9=@*7B (L^(,J@VP-B[9/V&70?P.#7#@@) MS+FP;-\-R-=B2ZXN3?'2L;!-=# >U$K%P4TT/G ?3 LX8@K\#
M5@*>70RPN0PU0+@0RQ\CZ)7*&@VJHD7C U< &RSX5X@8(Z7M#/M"Y%XEGB$ M7:\T_$D9.Q7.F/RLK"FS\@PJ5AD.N_MM5*Z^JW3%4?X+JO %/=7_-K+GW+U0?
JF(7^;Q!#!"&%9 M;K@TLKC)AN_0B-\#?OJ9/IQ"_DDD_"F6Y:;4;NWL[!UV_37T%C&9HJM7(C&Y MZWDP+PCU7:/)*U!T++M)D/4OL?(W_]!V\9_I*U9YEAKS\>5-.'P8O)C_NVT4
M__"#BXM?>*HXH?Y-NIZ"!SP!V)@TH]75]?F^3M2XMZ9E'8[P0DNA3RPO>$8^ MBM/D&8TE(L,\BZ0\-!W'G-"X';!-'6G >AU^PI8E^>_S%[L&R=(TW0XGU9(
MG&4QOO5B<(UWR..@'P'Y[5X C\]W%UN4Y2$(=(5@IR-B-ZGSH:@.(/4=29B[!U^1 M3;28 Q0;]*=019MQ \D .3;X&U/]?[2-CNBi/F=.1+C0SXHE=:ID
M%J<(_>TVQ:.AFM;4CU"0FC:07KAMS>Y,#:[Z1S9Y8Fj9;2Z=5-$&N73SC%VO M.,A3+$PI0UEKC"Q;O%N(^%:R)&*\TYJK5'?@B$&U.O)TIS*#
("=PR[V#BWPFVLA6T,J=1"QMHW(%_J8].H8Z+_T M/:ML?JZT?+SH7?OO@^%^JS)15@7/YL4L,U4J+>P<;-#X(;OJ1F^WO/SB4G- MBVIVX(F3,$F,@K;F6="V_7^>D -%%
9!K70CB141_,$51AR;K@W!K?ZF70B@ M[R*LI-K+9H*P[LB,K{[++)K#$QBRR9(A.;EM022G86J6:1K4EU:6\MKLG$T/X96P-]7?@ M:1723;5:PQ_7*1M2:(.Y<V93$QA<;#*
.IV3"P)NQ0'QYW26F-R + MO\#VT4>;)WQS99TPW_B9[U&3;$4>/N#&L2=/-C\$X+!)%(IB:,%'#\C&^_9_M0@73&8W(+HCQ"C70)^8F>%)L!W@I,SY2SV4"BS-\P*(L
RV\2E/7LEVRH>28 M #!]@R6B]&GXF>ALDC315IVKW'/&(KZS=*S?V4LXBSC/E45.3> [TX^XQIK M|/UCN=9;?&8Y0P?(GW*P"NL1@88/L 8IE^:*%2_0BPG'\?(_S)
M0ADPX!ES@96&>=99_K[*GXG2D$JT1);_7S1B1W*,_=/!]/CO\CEG_UQSQ$L0 M2SZ&2?2\I%SUDJ4,C21&03"'< 74,U1_D)S^P/PAI(AP)^UF+5/-/XF

*YG+'B M+(_]78F.DIY:HC_VY_!9H+'D3Y(WQR%&-?Y^^!\|_(\?13_B(S";X<@V::# MH(,D\>56!6C*S+[8EA)QYV) &XX7CB;RDU[$F6(_IH&%'MDWC0(> ^#4,/+BM M_C]X-L'\B.?
I%2$Y%/X)+C D)LAQ.(B@C[%AF0;1(OH,0"RO9N"1R%0\I2;) MO>(H@)QW6V:/11OAH'O/Q4]6*S7_? <5A)AU^N4!^3&K?$%@BVWIPG_"&2,:
M#UF9DG,>AV86;\!S'H#VYZT(#RT$60-AXQ> ^('7(4\W)5#%F A'ZN#$L*>%.6YM;O$/L3F1:OP'LZ:Q*"G>-9)XP:* MTD6]D,NTS"@+#;GK"IPP4-H<(AL@PD"$]A3R*M<5"-
Q>)L.ZP\A\-;U93.2% M/D0QJ_H/I3G(6FN1@ZQ1H^[+8X3]0VA%)5X,7]13BWZ)8#6R--H20!(#BXUYH%!>\I2%;,,.8)HVXDL.5Y"G< MJU?\-*8NG&G1OOO9Z?P=X;YQM\#)^GM#-
G4>#,50D:(3KY.4'B$/DRM9 M-<?2;$!GC2!M78ZU_$GY'!M,X8'-E(%->POU/8 (^(0)3V-LTGVDU0@67NO/ M%^;//*5M.IRT>S"Y(*%Y ,.@=_TDL;#FQ.#+!R]/C?'OV!0.ZL_DL*>=]W>
M2[?7'G3 8[__O=/KG^>]I. , F*__".&M$WO8 *FZU)1$11D//K QZ1NX]M M^2$IFM4..:?#9R]K$4S/5'P(1+>;_0L?=V X69&1'1Z615E*^F;T(?N9]ICBN MY$N1!{I8>#57-G\7273>?
5G=!;E*@)QA@C16[1K(S@_TJ\(68BK"(J1_*3T^ M/T1K:6/JES63'D$DCT2E#_.)%3K,L5J,B1R[=R$*C+@M5>7XZ.ACV_#S?F@60 M:C4!T/^+782 5K2-))1@
'\H8=%C6Y"A:'K0:_MOF)N &+5*^J=)|R:!KUY M%3&-J7W^?(79/L(O'Q]_OZM%+Z;B3ZYN)MIN1PK"%'O MI?VU4[!M==]_E!(@TX/.S7ZNS*SETD2686 Y-).)*=$7%J97^_C5X8L\+[K
M,NC>/2'CQ[O]#=E37<&@0 8Y^5P>ZIC)H!J-=NLOY89+H-[]^:=-)465>[)D\ ML?SAG(>C'^_G+HJ> (B)56H+[>?_9NZ0K]H#T45=,%/H/M_?!OKM0W>)LO%0M>K D?+%L5
MBQ'1!8]LOR|"0^/RF<\?]N+!)$'GMWW@$V^YT'G M>1"Z86KM:']>&N!{2<8;&5WT1C20^IJ"":,0XT##]6'11P,?$CXV>0&P2" KW%RR)A*TD$U%G.9/Z^-=!P'LBX+]
M\6B8NLP7RPCUK*'DTZC7%8P @"64/,8;E-9X#RP^/ MS^WGN\?V$\".2+?WK3V@E^R%RG\HQV"5+62<^R<9DI%Q=.XB+[)#Y%[X2PZ^ MQT'G&Q OYCC;#V/-C-GR2(N +5$-
&B3FC%]1[>EOVOL:_]>\X,6=E,+E9%T M/X@8!,2"@%\9P7;EH_%]7(38U|(<6U/Y>O&T3+1%.REJY2P.1KMDOP33&P MJ4_$9ESH<_-O_6#Z|C^TP3VR5>[2HE$0=N&HL]L..?
<[%,I+WF;4R29WK0 M=G6'/M*=0[]=+NI71#V!QXU4YY*>2_I "2_I__]8F5M:R7BZ8K,lZ$?Z7)&(@ MQZL>0{0]_D /WA.9K)NV2W:MVD/3=0"YS!LZH(?L'US0+@M:CS8WY.YH+FJY
MJ"VPJ%6G60]2(\D?8\;4T+B7!U MO:*NO26_D?DN I>@Q9:@%K)_V)E+'T;!1&C6JT#*'1. !_]RTN/1:G/I MR:5GT:4GJ9'FS&Q%AYG+T*+MQ1YF*;X;H2MJ^J1QLNG9H7V%2TB2^-
)W&WKW MR:\E#L7+ 67;!,;. WC6VIS@:!E%D[<(^AXA5;\ M3-673F_P^-QY'D1S5A2E?XXC OZS3X7TW=&C;M!JC M7]P/F,0K>DAX'I.#5+:EQ4[I+6%>D7:!_A2O^\1KQ+_RYV[I-
B#_ M8W6H?;L7@G?O.!DIID.E*&2"?[R$&EV-6>Z;B]=M[`M2!V#=[B8$OX^6,3;^T=_#03PHKR3@22;ZZ9&_786[=+?0_!5-X>*+NP\N]B^M2GZK)6[%O?D.,*R4*72OE;/[(FZ:4KAA?
UX7>)D *:E%UD.(+BFD3X\0J85) M*C_* 0]5O5Z3M2AO;73/@!.WBZ9>P MPV!BFBX-M;2!L6^*A4FXK.7[KBWA-2QA@62E&=)O+D;^@K0$J[%M)1E4N*V@ MIFC..F53W>!-
JF37PL&>*OD#+XB* ?_10MV!#'38EF*_U4<\/[^?H&%P42[MP'QI020"5B?SZ!050 JM[(W?$#<5P[KO?^_M_DZQW0VM.-CF2^PSM/6VM |VZEC>,/S M5X"!C#_PR_)3M_L!>
<^BWW$L!>%5EA\LA' @ZNE%U^^*I95UT_SAWV_A%QD# MY%X,ZFU@Q0(5PR\Y^]QP(37:,9=^+^[ZEFFE>67B:>=/(> MN-A)>*/XVE[*#P=]4)6":L-DZ87)UM0IQ7X33!R'1?
K,NRJD"]-BRH__\/% M_2!3:%$M:JB>AD3&FZF_P<#CP)^XAO>;)LD+_^*T*+4* >9HK]?K R#MN0NYFIT6"!"QNL/M$\V;\?8[>KWUR#(G].H3?T]I6XGZRF>FJZ]TKD8^
M#/OA_GI[UPM;8/VV+9 R(.CZ?'IYA6'8*Q@= X50]M%/(NE,98"6Q"I5V$Z2*BW'5<Q23.8.X^:>.#WO1/J4I A7_8).Q.^FC^0!H6QA "2!(IF M4\6+P,2I+@8?VTD*]K@8IQ
7V:AAUH6<54BSFZLA! MI!4=DK9P=<0(BRB&"K;$ H,V7'PZM/.XO"_BF-.%D1/;/_$[J=8B(P_ME*P\ M*C:G2Y><,:Z%'K5|=@ZDTGMZXHW6EY5MH-6A!66YCS:T0"1[^@$+0NI7$232
MRZD(E-I^+42,%Y\?HB"P+4N)X.K MU.:P#89&\(B-26RJS(A)&8.H:JB.T&H442 M/C;)16HNI#8<>#6I*T?I#U;FO2>F4TEICNGSPC2V^Q$U;S$V\UYI./SJ!YQA MT_D5.
<0PP3Z%@2UC#D\.SZ/#.R0Y%14+6&*TXB94%TOB"8F,8^M:(?=2CI"' M!&(;7 M Y<#EQ7@TMN"O6_F'FF 7W*W$1]13 UZQ;!EOEK*A&*;7*%)%K]F6.2VG7< M4>-
O!8;B"A9\=76%NG'0>$.6.9!X%[T>F^:Z\ @#E\7Y '<$-1+N KKR3F + MWLFF+/[WX,Y-XMWWG38@\7IK:D$O!DUO0_Y GK$U<8T_YM8O!^Y1AT9W#3S8 M3KTM/@)
(I+$A/X,1@WH,)U///AA#9 $_ O1&*]3SL *'ZW'AJH]VMS?LTE2 M%3O7D[\>5'TC @M:,!=8D.X>ZLA!KYZDY2X;A^^OX3LU.1L1ZGJ\'C,P\U5< MKV@8-
F(ON.7*72Z&7"Z"3O/=@)8]1E.:U$ B"?,5YS+I=&%[$!-EI"#==MZFIM3);,%:P MGTSL$L\3Q.:XH2DDP\Q/)WS^L]\!0GN2E6\U+QHR&_Y";K7HL*IEZ'THBN& M;R=YU5-ZK
UB[6,'MF#S)"'[*K&]RY$QK'-M?/(DC :E%)')" _T5K9WLD&,H#'O=7/|P_7->^N>X-]7(''''4 39691U4-O9&3 M
,3]]9+V%Q*EF&)D=[V8VI)>7O>P:%HC&M:#[UFE:C@)K\DU_]$$#I98EV7Z M=(CX%L3D]QP8TX%!!@V+Q.0Z@>L$KA.R7,78 Z&E&PWI+MT;=Z=^;-/9MNO% M.K!C-
%8LS^Q4S=>H4%//!LW $,Y,_Y %B4]9IGX|_C1=3&ERCI\!9F.SP"+D4L@& M'NF8!-;(@Z);..B5%\+/&?XY7!I9\XOHT(-T8-V167*&;TA.]&D0C++%+@XP+
MT(/XG3\;5.%0Q#0EB@&!Q.5]U8AT6-]?N7#\)B\MP)T23]@F\(4S14E0,&Y%CK(.#+*S\@J09#2%H^/-M GC$?9*IT4#X>C"@3*<0PP'.GAPEME;*-GD_#_VZO.
[WR#/AVH9!SO_VO/B MA7K (,/H*_]_Y(O)6IB"^B0))H1TL/;$4L7[LP/3M1AL8#H&=/H\>W.W?S. M-OYJ7[-&E((>"# 7A[+Q.[\I>.S6#$@MP2^ 0Q@PW*A7;H=\2F84M"^$4W_H
M(3COE#0- -NA&73N+LBX29AVY!_2-@WO/)$YU/T=:O\,-*W3#A=IR.$**%3X MT28?_ 2DQ=8,W0L7R/%5^I2C_"!G1D/M>U:83C;&P=3%'ZN42SV\V<$ PMRT
MRDR":\H1&B\.G2\'H]M'JG<&UQ/CKK$XZ]SYOUF4O^%E3!4/;D&O?*R)[SL M2;]R)RD*+!Z_/QRCIB.B/MEQ*]Y;Ps',207OUW@/=DC+]M!8QO;-VT\LUF79;}

*2=0DMQD/$*X,>4W)=]M/WXO$]SG760>I^**#3? M?HZ;C@^;SH=_'OEQ,E6012Y63Q\S:#1)S(#M\R?' VK>_9\SH^O3:N7@C%(3 MZO66(+88\1)S!VK>_9\SH^Q3P^7@C")*6)U4A%J+[;.\G%/.@%,:^Q2':3RG M-(5ZJR5(+49J&YU(/>42-+ R#(GP/1P8QK\-.2Q-ALVGGIN[%/C)=AM MF N#1I,U)Y!0.R7O+^]JR$U)J$C,') \L9/^14/I/M58#HE246A*LE!GIPH? MQVFN.-VG>,HA<2H)K593;+)37(_C-%><[E/KY) X,0A2HR)4&_F<%Uf/TVRW M;X) [!+X<-/9GM7S_]3M^>%VM->R,\8_A9:&UI.LZ@<@[464+V]9K[= NW|EV MSW]3'CL3O:PC SXZ<%)^D]f*Q$_49(.,%2$-!T5W P^04F2H M0XRNH7/L1,'E93GZ;OE. SBTC%LSIHUR;I_2/'3G^0$#XM\$#VW\M/Z[M$!'6 M'=UC+*2NMUO#"KE2S_.$>K%@E?L &,1U1T@OCL=82A6I.Z:9KUO(8FUD2SO?T3$[ZK,TC MQI,%;2>HI, .+*9S&8;[-T;I]*BD$DB1_3D2 ;,/]XW6B)#18*;V8XS6>G$/R MY)!]2B@]Q2;'G/#0B4.A^.I>#Q(T.Q9H33 M[&?3(.Q3%VG82M/,*:-6%5K+:.$A,W()9]YZFO/2D4R"'+*I2L,=,8<>4W%Y9 MK;!=V^_$2@F<-TME44"#99;2A5]U(<@2VZ]*L)0\L506M3Y89]F&<4G+I&Y(M$5BJ")N7AZV+OY-US(@$,+5AY$("3O??B:HZS'+ PY$- 65R90(>U#T1)^IZ>/- BP1&T+*<0!#;TA#1H:3RTJIA39*$3V MJ>P5")$Y5/J.J?ZX#^#B"9:^HSBT9*&Y8DI-?]V44*E4A%HE'1$2)TC.I23G M&;-'HI)/@; .\V".?=&+.'F? *'OM4'#LF>\B8/43.'IP!CLL>^Q0MRX,]\KD0 M+0U[%&$'[++#;A+Q]WCYOG[?/VR]"^SS8N#'82)(VZ'73BN-8;.@Z"KDKP#&! M.M2^W0LDH>,"FU*3";:P[+%BP;&I8_/L9".2Z>W1? Q7.@MZTR=&H9%'W,[+) MT7Y3D${@-3#O**"H7>WCZ5:QD;K_N>YJ16C4&;E=^$QV CG'!!R315'18W;, M1%-(6CR%A/-,+CR31:G28_-,7:A5FT)3XB5V.,_DP3-95$(]-L^(%:%2)U>C M%L(XQ7W%,WCYOG[?/\'?M%ZV!'N1,%N2<0BL2S+0;&8L)@Z*V#ZF3H)<,46 M+,XTBMX^).J,3[7,R.-%+#[F%X!/FI6-IC "00]_>]A$]2Q7L"6X1LI0PMRU: M%'=8:=L^W@NT^H1\RU&CCF(9R'BU@^^SB0U5+L1\;CR+6!3GMQ!**Y9P36^CGDV=G]6<,66 M/X>K#]?X3,]L+/_LXJM?PY7"M>X),NL;/^LX'IZUO)1_S_@_34V/Q7*HH MKQ!@0@^Q_6^./!? !MZ>@&*0,D84(E?\=NW3/WDOQB6G;G0\8J5, *^VAZYG M"]fNB#YK=UW'=C"P,(GWB3R0RH$M26C56VS(G=QAFW?_Y\PV\74U-SA ^;&- M),B- EE"7V<[DYFQS#FP3?U'!]#DK;L __9]-/3FO8IUV1;&^&4QO&C]8B%OF M>V4A[/W^M1TTFGWQ ,1HG&)ZL&Y52"ZFB ,:AQ \FPYNU3'!G6EHY-YVC;RB-M4%6(W_B #,50D:*#>2DM,\EH?UX;[L])QKMI33!-@GO17[!>_EY:AE.E\E, < M#OQ/*,/3CTJTN:7V'@:]>8-A.>&O&@AUXO(^-TL!X5+:,]^":Y:]4J.O@Y>OS M]V\;^XCW[P/N6*9^Z<;K'X!&T.L8SDI? VU4[!M===J_E!L/@TIO M"BCZNS*S \%%X@D&C$S\"QA#;Q4E4G_,#Z'\LT+_Q$57_*]*EW$K_NM]_(H3 MTF6QWH/NW1,R?LS(T))U16\D.C0D0'+0!U4?T25 NUZWBBX5L#8(D+UGXZI MEB(8?_<7 F&YBTC0Q.-;6 M2PC<''?$ MY5'NZNH=EC0LDFIG?XIGYG#]RX8^X](I=_;U#\D=-]-4J0D5]#>%98;&(W_4J-#IY>OM[_$W(.]" ('(O//DHN!8^TM[#H!+>Q)FRHDU)PZW2H@?&H;)GOI?E5 MV8&OR)W.X.7K_=OV^O.KDTV7:9^Z<;K'X!FT.L6CCI?VU4[!M M===J_E]L/@T!O"BCZNS*S ^E%X@ &C$S\"QA#;Q4ES$; CXC\LT+_X-^M!$O\ MKTJ7<2O^ZWW\BA/29;'>@^[=$S)^S/O0D#W5E1FI74OJV96'NJG^B IAVO6\ M47"M@+^%%I.@_'5,M13#^[B\$PH(6D6")1SORQ/*\[A*],- ,=#"\$AR8(\Q M#F',ZTOE)B0.D(_[Q"IW>3<$XMEGR^5U7V%6W6[*WFUB>B"CT [+ M#<5US"\1L4$_"> 3&XH)Y\L:,K_=^MRT%|"=(TW3HIQ8T=2F1<$Y*A5#[J-@:!" <3&#]!Y\ MT0!< ZB!PLTG(ON\WWGN=^Y[_A5O_OT>-!>X#?I ?[G6^=Y +H/X*[= Q4\ M/"7_Z)_$E!^Z/3#X1.P")X1*60>$9^.I1@VL=JNW.D46JIB0_I3[_+<[O/@ MUS[HX(6[!\&=*X"X5$ Q-. 5\2;K1)HM_G)]^FXHIKH:P^?)Y"_D#\\\3>2$3 M,"?#;R&G/?FW3>@M"IU371!O%(4D<6N/0RR>S$;$2]26U$QL]E8 MR42!MOR!9;E#0]? 67_A&Y:=#GKT*R>7&]'2\FPY:\8Y7>&S9;EDW$\8Y3G7&GA.ARE"'Q2D?IR?/*$>[-I5+5 X4+E2Y M4-V15Q+N@!>2I8YR:V9KW>XU%\;G +##7ZFY.\"R/,%<("%^--BLYMLK]AB, M=//=!B/+G !S"BW%P?0")*?F#3DV(VE?G8?P=]"?IN)/"- WMX)W,*IX3O<[!'MDEW4M%AL]/EOU\G'=:7S]MET\&YC/-)=(%LF?IRDUZV#6)? 52M@CLP%LK"*S M.];-:>;OU^-IAYWB)UE;B'CAYFR/\(AOQ-4*.\]+L9(BG+L31W8G0D7T2;JW-M!3%@5:1#8& %2ZXY)^2URKQ.UR2"#Z<<.?C(\W04UC%(C(XE9>2MONE#3^ MHBM&YX-0%Z:NCE41*F(K#UMK93G90DA"Y>AGNKER8O2>692>RQ:> M8J4FB$>OOIBA6G"](THM@T=&V@N M+5GG0&N"#.K5D8<(L@E\'74$'YA O_S'\/?8C\\ <35#N&YS=*K+VQ_Z4XZHY& MW=&+!ZVQ5 !+B@X!5@Q,0A6L;WWW;P[8GN;+FXVJT*S);$,_-1RJQYG(^& MHQBO:*CCKI0)N?GEOXR>RH!)GT6"1CM$S^YH0>G]Q$E-; HUJGR@-M-K/(LS@,4)NR1#(N& 0J#[4FI>[N(?8Y5<15' .2(XLMPS]4U^(4)6Q0LLE M[Y K-/9@F<5.82:PK%2$!I-V%IO>6E!YZ^O#;W]6R_=?O^/!3,]6]EIVQGAH MT- +,"2RK,H+X=Q:T3:==2H5V^L^V>_Z8\=B9ZF=2B?'3@I/PFO96)_T])> [* M=\=0+!:C8$'S"4*2O/@-D4&[3CQ>-] C98ATY.RXICFQB-IXC",3/!O857_G=_M42AVHJFVXA#NBB#8'07MKGW M+NS.L%^?8[! /-/)!FSZ]>?@>8Z3;[NB[[>UTA5&P9_YELRD)V6U+X1(7:A5:@R*${[.'% ;5Z!B?]5W -22 MP@#-5I- !W'(7,"_5]VB\0<,Q+9V5FK,4B1%<'_QT90:0[7&SVIP MP%+ QN4V[; VL@1L5:KRW2RN[R+Z5J_I ;!#"7>VR(D;A920)ZK/_9P&Y>1M%,.X[%P6Z\+LLRBU<:=OKR5H% AU,OE M,$FD :BN99'3AEZ2!U>,.^0J9+"K1K)4S]W $,;$U/\>L;6B9!IMJDE"56#2^ M.9*/CN1F)8M2-3DAN=6[*\5Z+C7Y,&P:7MT?UHDPZ,-OZY66T*]R6++=$0[@XQ_Y;U8.FU5S 2' M1#!;$B"7&$%5+N=X>=.9^8JL[MTKH[7LV%%RAPF[29ZF9FE>&V1_D.J$A#E,5DY ^IY^:?TE2U.0E,END6O$_"(>A\G)R0:N-U)%%N1]@<4]> M<*P M31U0%'1.5 9#_/C.GD! (/>Z/;$(W>H$@W& MWAO=KEA;?(-[>IHU"&02#DG2GVI*)QW_PTJZ.0P-9Y>8]0X= _,4RWY &M=O9 M=QMJH0AD>PIP_>N]2A5!K,<%"?+GFB.$##C7,L*U&YE*S")-[(A,514JV)2H MU7(Y%9" HWA@XVB!C5B#A1XSLI=LE<-7RCM>T;'C]W2$&F;A26&:!IT-5YBZ MN*MX3O1BTS$\52'X@GW6,T: MB5G<+OFBS.C=0P.SK6+D6/#%!],+CM'7-K1.@*? 4@:QF1:B(<;&LW"[9XGNG M^>WUBUEI:?@0T_S@.CZ,<+XZR M493%)4;NK(-M4X50LQ^P!M7Z#&&!;XI#T#;KCBCZ'ES2^5=4?92&4W[L95*A?QEF9~X#\Y@(/* (FZ8\D23BG"0;8PH?9I\+)[?L MGSP&"IP_V2]"WY\9R:096&JG)I+?NK,L9$W]KF5\FB\<=.4)*$NLY$EO88E M>.HT0X!]A S%4/D.XRGM6)W""*IX3O<[!NV$[_!FXUKYW8|LNEH)TTU$U)Q.L M^FW'5'_PH&BB0.!YCWA3S"+%,AR#>?1ATAW=49#T"4;2&FHUYH,N?!"%@[R4 M10+DP2 O"=4&*;F>2RV\C$.- W")):MTGHH<_D7J,W@[X9Z"+#.:!QIY)O@=]F M9"_!X>!Y/OME5Q;UIL*RJS<'4W?T3)#D%RQ+OU,B51M"M97(@BS,.K)'EML MC)E+6139.R1L0!%RN2*(53:BY;R 4$[I-]-#"$2@3; ("[NQT- E4#BRO[LA M+GQ> F:C?,FBO-[+7*+<^W2WYU"@)GW:T+P/(#.V-QKYZU-R%]*&C3H',<,, MHWPG-9I%,;X,8;[-&)2%2D44:A699:CS]-]\XLOSZGO! 6#VSY:03{6HVL; MYA$)KNB64B2ON4.]R2B?@0 &C_3$11D%KKPN7,>$BL>..<,S))8)?V M*85X--8(7:Y;:PBU1BXU_>/X@1_192F&@'$(D%]-&WS2_'K:G_%G0,7XY+&$ M0F?]9)&<1L04^4NJ KQA040+M)+M'-6!&OFB:6C+L^/)ON YFMIRN?;.AZ]I M9$;XQ5@Q7F%/<6!G-O]ZI(#-6P&R/FEY;.X7 MPOTV4"%,">2F##OEBL'58.B@%H"?P[!$]-6U%_XHY?HI_$5]*/GT\H8$-B68] MEYQYUN()>7=_SEPFQ7"9="I<5A<;4D60Y&I1N.SL A-EQYSZ-ECP"47WTF?! M(N8;P]A@HI#DP[R_$[H6]*^$-!,=ZC#9:'VKWP]O&- -2W9(@MV]"F,_U.BQR%E.#X6Q^/#:OQCM"I\+FS2HVT^1<-E9W MY2S//+MTAJ8V(^_(298;\ ^ E;V&WKQ7L<&3I=%)60Q$)"9*)#[BAT="H/R/ M:SMH- /OB#RQZ9LFIZW&ZOAS=!=SK5(4DW4G1-T*":MFOACK !1$VD!)U\!X& & M!P.,2E?"Q1OONO_<CP-V#R?Y \\"@-7%-8 !7]NH\ORA3DO3U5U/E!+TMH MA(R!?R_]"O- *Y:?,3%=/PB%#@T943H6]$_^3N7SS#'\ZN?@D41\B=SJPN!% MQ2@Q?BE)G#+TB=B9UBCV=_*'X M]OC1M\>#4Q[$P[B-2V+42.1]U1 0K%O,1U:N!UF"^V1V-30=@#\F$+#/KTZ M6-L=GE 4>*AC6&V+++E+,80BY$(4-!%V89J&7V4QTC3H'$U9[467C1 R\1=7Y+G MF4;VLKXNC,8\|_9,X@P?DP5SSFP\5RG-87 >(NW9-,HT0\X_P*_HEW$W;EUQ MM',TITCU3A]K5XDJ!/B7Z@VFU.9GO*)4+=A$PE]>%PNX^]:K38W?]P;::+ JM M?`KEL*1Q"EX&+$:?$1V&$?<&+9N-$7^AP:%##\0HJFJY4.,JSPNM>"#[\!"P7N?,MO9P_L4 MS#]N#6.UX>I5$_9=]R_;E <<$ MV,S22 *81E[1\Q^=#]\%M&H, @#VBV:Y+1_KPTW)^3C'?3FF":;+;+RI?; MW^./YR4X1%? R#P5&VGL8]#8>O@EUXO\^TL!X5+:,]^":Y;_(04/P\O7Y^[?M M!WP\3(NK]R(N4[_T_]A[T^;$D6Q_^/W_4V2XNZ>K(H2;?:F]ZPC*2[6G]^RZ MMFLFYGD5(5!B-"4D1A*VN9_^,2'Z_Y? E?[-T_7#!Z(:K^K<\;@29CV;-/3B\F8 M\E6L(W6)K,M?JNP?N&\E(5/\=/9'U(K_>16]XKAU::SWT_WE5]W\Z8^AZ<[4 M4.=8&X0J:V5@6,!BR2;O[C6\"R$\5>Q$#JP5AU3P_G>X17+ M7_19Y.&O]^-Y-4XAK$Z5%?FB'##Q !CU(BD;_I_P [N0DUP2'DA6Z'O3=$/I M\ROKOD+NO&;7@]$OUXTKW]V>8W*0,6@'-^88Z1ZN@O/@@=8+PD%[H M\OINZOKN\? J*P*?^:Z^W5_TG^,/Q^?[SI?KNZ9^?]VZ?GC\ MG5S_[X_;W\=Q^O?W#^0IS^O22AID-WFV]KIH]V83:=4GNH.A1N,8'?D0D_M-7;P+1((;_/X)M&52&_E8D$Z;P-D0LCL? ^?))$57&R- WGWPU1GF@YZQGL^ M?-3(GHK&V5) 32NB,\')=!=8S/=/]N);^3,^^LJ+>O<8:W?6CY1EM;G'!W#T MF#)M;V*L4#O[=?@T\$<$B6[H*0O@L6J<4)0D3+CZ&6&W. (BMMC/BY&.B\+%8/LP&MGEVSUH7W$9 M\].E-9OL+/#F!*D%?$,@6&7BGC3N!\V^!)^:44YN,J>GH+U2B1;(E M%BV8@09_2IQ(G,1.5 9&#[V61F8+ [:"6%%VIG2SCQM.U.V3$^?E_*RJO*V3)<0 M.Q;(J2? &UT),0DQR<4DQ XJ8I*+28AE#+%;K')RL9.[DXG[!@LZDPDP\EDU[^00A[IU*63 M.;6]0K?&6F3DU) @Q\88R4A]PX3.:I3? $6#MK9 4QG3$ZM>CSN7N51O7?:?A<# M/%G;G6- VC*Q=KK_ICL5GDG#$AJ^,? $VF;22Z5@#/[<_.[P7-=AYF#IJ9X)/44G++\X%I.@ M,TT1\E78-6Z#;71[2C57E0+>$EBKTU0: [8;2Z=3+3E^P&>]SFI*DL+*(K^YZ LM+!/64;J.F MU+O-LA/(#D&_8JE M/+1^QW$*J8.%,#"7VV0\$A'=@I\\ M46=V2[(X/=+8-J$A'=%99U\(2B@;)6R@#9Z"0$@IDI*UJ4<$?6;E3TL":; [@2 M37_1-6I]"'H#X*HI<+M+I]"JR-"/.TB=[X $91*X?^6$8LKP0>((R$MF9G<^7(PLTXJ1!N!VB7_$RB.D-4W/8;#IN M3G :)PGO_98X-K6[LVW(-#5/]@[3M"WOEI56J7Q]N50BB=QO0;7R:*=$]*R M"*%87_0==0E6P>3<(:K"]PJ>G6]MU,"R-6H'1R>.9>@:PU=5(?B_]V7C-8EG M74HG4-%;+A&7)>++B9& J!>5;>M*!GRU^^PXV$:%HT$]:D5Q:(NYX$!?5.) M=VX?(I",6I+- 9---Y5&Z2G%(^0M25HZ9%I*)4]]1V!#TH^DGY+33ZRWN9M* M0'R7*$HBRMG@E%Y$!1M*5956NUZF>DIQP:'DI3R)Z5D 7=)%=%4(8L*<@OD MX&L-+CZK!O:04L@WU1Z.2:,&:PHH_?3'X$*&=(Z 6<$6QI*KI?P)/1W'>G0: M$590=3IS'57=X_GIL]-3*A)I6%1V. M+0-FI?#G[45.DI3*04]G+8W:.U//3GVMTA)(+985%VI*ZE("J0B2.J3%4EE M*I:.DIHD-15#3']NG>[.Y)1FFZTT:&SA(%K77KQ4Q 8[\SZG*4ER*XOPZNU. M;7OVI4[%BM6Z#*:79:BOM1]_LV"5EV3$25ZPLZU5W]IZ=6W^E*[AJW:K2-Z4 M;F0GO%++1EQ1? QTEAL0166T]@.3KWNFVEV>R4G4!V:"TFR[E2+.^<*GBEC31$G M#L*...@](P/5H1I>C(%JT7%7V67,=F81^Y_GT=>FO23)]+-)-VI5'-[UP4 M]ML]YQC7;]0>ZL J#C85LC2H.V!\2\Y6BI%*QMG6=#[8CK.E>[.'9&X2XFE" M?$V_)NT=GL.Q'1+W$O=IXGY-0?^6N_.F1(ZML+]ZJ)1.NTHCXL$_>F!?LTQ M[MN!/NVS-B1GER!/$^1KF@ L@5QN9WFB1NG=9VU7%L?]@=EI-^"]TO\)MO414 MX)1X#2]U34E_X7YOQ0\KL'/DGI5;>V+?A> MNCYPR> DS-.&_>9KFI:7S@TOL2>RGC?U4PIP9^<+*WQOOF GTM4>-HIN71;? O$C2 <7]?&X^&!?_7;>1=YL*-3M!]\~WF= M75R.5?.9$MTD(U6W00B#9WC&AVXQ*9,VR:N189@7NKPC>[\S+E=5,0:Y5_% MMOTD,N91O%),H$D%QXBY9"#@=C_Q\.- ^K+/VL6DBYU _.K?D# M[(M)R_O1%?"N\|ZZG]Q+QK@>>@&|=W#&$APW?4DQ">1 ,N*#17 I)E%6,EK3$#W7R$0>M)6XU4)3Z19SZ.=AX[L4DR@KD:42Y=XA M!'"*%UL%"N123*"L]I1).WR:R(@GI8#%:EUK8_)&3)0UK/9W_O M6/+ O:ZBW*$"?YILA0<&)7>62_,ZW%T&DJ/942H9$]L?UQ$=>N9-TSE$')CJ M_2@ ETX<@^]4FDJ!M4NL^@HM$1^_LA/I6 \O2J/+&$O(2\A#Y!/ MI5Q\]L,P,N'W,D].(GX#XE-)'BWV7"7<(I(C7UQS\7KJB%TD#D@;RHH%4 MLA0R*G[)3,=OMAM*KUN(.TZ20.E(()4,@!3+@"3/EX#/"O#)HOVEY-M-I=TK-MHW_F=_ICRA8]\BX2T9&9RYTO"S%()>&[O"Y?\3*(Z0U2G$M-,R>4MH2ZAGB'44PEF[N'9 MEO"6\-YOB6/.#&Y4&ZE$+W=Q6^\ [(W'<^.Y\TJKF SIB)5_7SC:3A??R2*2 M$])E3MLG0I-U8.6^W/S|7\W*U9*^X8ID9M#73$RM#0@1%5;.I8 M,WM(GB#BM/ M>M)WJ7A9\O/)R^AD*GK+!)>*R1%R6B#L> MQ,5QZ8+./!2-(9--FF0:.GHS(Z42$LS'? MNM53.HUR'-!;-(@E#15%0VC<:\'Y*"!K$G(+WN!K#2X^]P;V<5+(WVN MXZHF[OFN3*VA=("M-1N-"+8V* =KRQG%!0^_!SY_/3]*JF5"4>OJ&<>6 =-V M^//V(BA)3.4@IE.72/6=Z6>GQE5I";462[;1B9;23]20JE8HFID1529RJ66 MI"=)3T714VS*; I,Y,T&EV7TK#2I,U&G4E'KYR2V'/'=);2627*W="6W/%E^1 MB+!.MZ'T&@VEUJZ7G;*D(#M.\HH79.V=Z6OG_F$I2ZUN5>G5ZDJ[_+(+-N-] M3E,2-%8>$=993V+Y>?BJ].Y2J!? *3B*KT<-W(&ES?$O%=;^-@P_0C[!H>DO M_%-DX&QIAA\?7DZGAT*8F B-!9#UGYGCZJ/Y1Q$L'\<.3S,;=6B,E=KA41^I M.$2%N1;>K**!E4 U_.1BTFA#D!O=5,VAKAK$9]=.WO- <6AW8';^<[ON7SW^=_M+>,J6OTM'A'B&T;8[*LS]KBEY!TV?@/#/(#,2\2&$3<'WK >%2QK5?OE^6?MAM0PR/__+=>7S MPW7_KTK_YNGZX0-1C5=U[G@L"N:])@V]^4_U)E_\!]*W%U M\=/9'U%+_N=5I)+CWJ6QX$_WEU|U\Z<_AJ8[4T.=8S$#EE-6!@;PP3#W9T/[M#R6?5#*VD8O^ BSS+ 3Z5[$0.C!:'8/@?//PBN4O_7AY^.O]V%^- D\@3I$4#9L8'OEI:5,_;YI0*15@9657*)KQ7@$W0QWP0'|_IVINK0-M^WM|MI-AQ_;9 WJS+4^AC@#^_%2V<+>&MZ$*8+66'3'1-,Z@8K=TY M;\4D8*3/*$%5& ZT;U<*N;V#/ _G67C[CU+OD%[H\O[NZOKN\?J*P*?'^Z^W M5_TG^,/Q^?[SI?KNZ9^?]VZ?GC\G5S_[X_;W\=Q^O?W#^0 MIS^OR2> OQGBDJZMF@YJ;1]FTRFUAZI#X1;PE2B9P%!CAU'0Z%HH]Z,QZ0\\ MSD4J:T/$XG@LFB\/B9!HW%%#8:HS30>E8F&EK(SLZ6.<+05TLH(TL06WW)I' M"2DTTDW&G*/5E.U$/5\];14UUS\M4BBPZ;2UK<]&4UGYG+]A"*MQ>3\OZIB?0Z,B,W'J4@?^T50M*:]E<4KFDLOMG^3#@ A4_[FNX]2GO:?JP28>')%FB0,Q!XKET>);<3:(A&7=+I2'3]DX?R> DI+.."=K!C#V\2A+;$MM[8#0>_MA9!*5ZE=W%;)4)VX$W!#Z;7:2K6=]MA#0K3R\,)'O."=G11^)D6$LG#$.3H,X;*

MU-'GW^11G9?:86:]=E-I-:065D.,VO5E4:W]M3]'7F8V4D# M/1;GG?4XSXLAU]M]U=5.FUYF-G&N<,4 _[^D&MS73[?&]_FNJ'S.LQLW1ME M%-K,:1@=B#8BU+!FY%ARC H.-RK5F@@LP,?&P1U^UE6:M2@9=) .GJ\1L5[M4\5KWJ>X9'E*7XD1=.Q K4=%;+<&ZLD{J M4$\2(F/8B?C>&U49\4(14 >3G=<@#L*7$L. M=2P[&<>A$D;$Y'"%X1X>YHX=VPN#1Z1R<5VLKG4Y4YN4)P/#8T=Y(&(&2A^T= M(>],'MP)@U:'=4!?&=CQB>>;?%7A(W^D2NC0LCV4GXUAV*O&P$SP(L,1@.@K, M2NY5+#-L9QOWVBE86G.4D&=^A#%,<;!/&BX{CD,)66^E6HXIR3@!B1X_DJ.Z: M4=#219*,+4A=MG??DEI=X]K>43K>MU.O-$M"+/B988>'=493G<2)W35N$ M[9 K3P@]'$%'#]0U7;Z7@%HPFZRU9 O6G!UTUV_4'NH.<]!94UQR!]>-'\5# M!]I#-0#.9$I-1\5?I>-,]DP\M&&*X[IK&E\7YM)BO]US,O/:^M*E&D_GDBXC;;@=-MU3#%L>)4(DHINHP>?%)G5_5?55O[8I>Y15,IP'04F)7G/T#Z9N_,^9:_HV1\2C4>!QE3")QEYA+:.6BYO,FJ;2,18<_S[R88H# M\IH6P\4ZA.1F=RC#% ?<9&$DR44//HMHDS_H,_^=6>[!14'YES%E?J1"^HUV M57] I UV:,,4GQ\K4204O0 :\JO+/N1VB_Z4*85EVX8R76.99CBN$XJ-3CI M>GXDXRG[,,?!-94P24:NH<2XW=C&J]%0ZD6<;5H&;!TIA).5Y.3L%)(\M^S# ?>89,$AR3T0,\E5A::@#/NTR:H5LB^RB1G5G-5HFX MMS0;3@6J=1U10EKV4[E2(8I#-/U5&)TL>['LH![8R]GI=FI*YV&5$J.$^FI MM!",]E*6!>*2?Y\,O(/,7-RON9FOZQ%-M?]$U:FK2AR>KQPYME,)X:B.5*.&6-:M7@E*=L*%V]3KC[7GN0D.58O]P(2]9 MS;'L9!RS227TLWVIJN0W!SA,<2A-)ZZX8W@BM35K0BM#0P?2K]C4L6:VD(O)$@XH_*V)T8%0.XP2TPC,1+.,6B M"FF6@E.HXEI3]/N\+.YAH%KZS]`C!ZN%K^CM8S9.1#OJD]^6XV3F.IJ^L7!K MJZ^3@$4_8:Y4!2S8@I<(A]0'G31S+T#4&Q*I"\'_O-\T^55:3TPL58HCFC@Z) MR -"9)Q(326 MZ7W#ICEK0DRA7XM<\=925.2IB27EX@\%$3&25]E69,25^[O5"LPZ^92F?:71S3B2@<6>9K3>ET MJDJSVBR8WC)Q4$AM3.PI22Q99/V&J234U\C1]I-O{U3\-+CZK!C:65,C?9R8E M#4 SPO'3'X,+K)WMC0-E:3!OHEFS@4&/A:>M?Z-8GK:4AZ%G61W.*A/O9ZJC MJB:^VNX-';K />HY-=7)'>G'3%V_G@4AM3(4]4\:6 7-V^/NIVBD_Z4*85EVX8R76.99CBN$XJ-3CI M>GXDXRG[,,?!-94P24:NH<2XW=C&J]%0ZD6<;5H&;!TIA).5Y.3L%)(\M^S#%I2F;R{RLDQ&E" 9;KKJYL4;SNT^!B.-"^72GD[N[RW^VYCN#N_NGZT?:M)+F\O[NZOGN\OL)/C_=?;Z_Z3_#'S>U=_^[RMO^5/#[!%]^N[YX>R2_0*JOGW(U_OP16KD;M M*A(]FIZNLZ3=P#3TD3Z$^?6'0V!8+B@/WT'N#77J],'#/B-K...Z5+U3;]>K M[3-"00&:XOK;_^K)D+R4! $@$I.J7V.1^@1W\F^_=.NUVD>XB=P_?.G?W?Y_M_:?;^SO2O[LBCS^^?>L__(OWE_V[)]*_O+S__>%? =;M7MY>/9Z)C^">@S!']Z3=[A>]+]'IAWI7./6*I%V\I:(H9"O;)S]G-38U'NQ@&1+]@<+ M#M@_X0+@>]"4DI%M33B(K-$(#]LE0+M,?=5-GCW2T M.C4$;-I/-*#IR]>M43T?=3)YP[@H\GF"5:!DK+Y0 M.] T=K]-BS,FU\C&4UANOM<.{D\ 3[\[S+$BV#)1?;Y.IH(QLZV&6RN?DJE- M7W1KYAAS FK=T+ #^\4>W;'&;/\U3C'] M>L7,VUZVIVS9V7;@POO]"P.[MT$9:TP%(=!0W'D&XJ,:R@B!3.2#: $=FVJ MVGRG<"1,8Z'F!6-J&S?)D;J0Y<%6 M,D?G-M 6F$[";Q0,^%AK"J8)3!H6!9"E/K,)*6 /&D35$"!L@#IU\>P27 M'K= GKTPEL$(\H]+5A0 MDJF-2GMHTVQ1'P^I/T73X1WEX9? MS ,KR8'/EXDMJ?K_)X .7&,!JC. ^VW./6. ^-N] 92$H3MC5@97^H?,Z-)T M+CM.01@Z 70SDF @XFA9CS,,;' 9H3I3=2A;<$BF=:$BRJ>M,6NL>D$-P_H MY,U?+_C;@HV<.=-E/QB&<#D4 L;S!P@ H?Q"74ZM2VP77:959 #EC/7G,1@IA@Z/I84X+?31=B$0Y-'MUU[']J.O, [,%8=7QQ,.0MHHLM.C&& .,)WYBHC@C=[Y1L$1?\$RG=PALMUG=< MY]CP)A8(P;^+QQ>"5N'ARF.11RT/_?6W_?9DEQ"0C M*/0N[+KCS"QY M/GM,.L%(&4#'SHV;K0:+V*-)G79*HU5SG!M&R/(GA<3ID/'F.\@@3_.Q9(K*6A MVQJ!U$Y5&TP4<:?W2,L6(6Z\&MA@O29V@,,/"-UTA#K7UT2I SBZ>D'/Q8^H 0T"3G_Y0 M+Y*B81.S(

_4_EGV)"C%+_O3WZ8%OTY-U,=_F6I$P*6A_"?MGNQ24UK=EE+--_SI^_MB%&(TD$R+A=50E(F8.TL/=''7_">=3$LO-TJ9SMB.285-@2|9QA1#F*VJE!.'_M_<&8C%H)05E0O9U_VC_=_&CH=D9%M3>#!<|5PYT%3XTJWZ="|_'QU_M;V(4Y'QH3:0_V9YZ.W"=FFZVH5Q_Y_C&W<""^B6WS:7EISRZM21*ZCIG%7JGW_M[79'Z38+/-_|5@C0I2,,,:,$F0ED$('9UQ@MLKY4WZI%S7\&DK4O8VJ:2$VVGV_ME)8L"3P$2,9U@I*0/#Z#Q@ONP'0#K#|D88('8H&.K,7^]EQ@U5&:_MU:R|SFN6+,VJ0_F]:.AM??1QSM!K_8.M$GHG:%(&RS51*B>2L+V.R\9(O^A_MW;>FM(/U*4,+SU2*[52K2]N=I:M:5IT?_M+&9W;KN5)68:V'A+]?9R,(7RKS_/|:_O3NPH?'T4XL!D1SL)H1'DO:]VV=|L_M90KC,[^T6_5.|V-_4K?HFVMSU7JKG:AJ?7O7,4M62>(@#K|K:NW='EU_@(.W_MJXU=Z]M;G43U|0>X,+5]2VDW5MD$7YC2E<.?BU'(@R#<@^(R$26TE$DCZM6N_M:O]+5X[Z_;|__*$;/_U1--_V9&NH<5Q&#@94!UD.'H<<&#VZ_2L8V\KI?7&MX%B*_5[8_MRMUQ#/?9;QB^4L?^N&O4R_M,!%9J;8U(I?(^-GA)^!6J&_|-41#0:+RZ&WI_MFB*:;7R>,:|KCG-_I30:ZR1OR:>BWT2\IOXUV5+|-_M73_TGV|OIXZG<3WF>W,X'I4$E4",'FFME!\GFW*3O4@C*%RK=&"_XN7P[4N+M+UQFN@$>(:B:6&'Q\),X;Y.V$*PY^"R$K:N)+"P"M10:0-_8W%=+0,56S>$8_M9A:+@&8Q"'B@$]E:!_C@P+!0:S.59G/U:#0B8,!4ZK@%;Q6SX#[,_VK)ZP>Q_MYKVFTHM8\R#}*>@.'R/UO(fUX9B\PK2(,QO\APX9&S:H^I-8,Q<;+$W_*U@FMW(*;A;0W_$=0)BC8?]B8;4)5CM:?^",#);-_#!,-6SJAR@R'8"+ASJ#3_M0G6$+@++B.J-H:L#W=!%(\>1]ML$)\"#H(Z^]P^_7*{!M_D#4",+QF7Q%$H@3_M,;PM_WPQG;E(O0ZHQ"YBVT=ZXBU&(;WR')HU)QT6$<;>TL""ACY.QQTL$[Z_M2!^BXH:3%@_!'(DAX6+5C?6Q3-3YPK,"$(8A?U)CSOH9C%68!4NX'[*@L0R_5W*5F26_;>3PZQA_MWU^%:Z:!(_W:\=/6GEX.GD4C:Z;&1H94$_%!=*>JK;KT09K?:=13C*F4W1_MP(^O'?C%8E=@FN'U'95H!/U&78<&!G%!N=_2"_4!)8P!"(%P*FHA<&!G^%<&:Q%=_M+.^AKW4]M7JE7@QJSV-_X,M_/Z;:K;{DB"_Y>+;2I*%T_)\B+F8P*LK_MOA+A?/8[$?!+=,BS&SS7<_+&#W_;>Q)L_JU%AQ*XXG^>:ORY|!T7.9!""T@Z8UEZULQT?OFO"6&A6_MZ9%YV!D9T^N/RQ/.#_=_|_0/VPZ_(A'*W@3P@02XB7!DT^EJ[2YEE+@?(87.V_MR88K=GE(29+;2.@5\J/W7VND0GZMLWX//#4^QYPWQ@/WI?38!)MVK1J=LE!;_M2EE8(_P"9XJ&5)_(;RQ9$^9FZKY2:M;ZIU7G8&:_M_+!-_W4?Z;59XUTP@<3WF>M+P!,$!-@3&%7C:=Z7]TVZ[!,]PZ.LM7$Y2F8S90ZE4;Z5\%^@;K3\$B,&.=H+^OO:]VV;Y&)Q;Y\;V$*PY^"R$K:N)+"P"M10:0-

*M32\;3YV,BDK^[8[3,]N%S9E+SG!+U^0|)V=.+Z-R-VNA6C M5=VE,BP[&|(;&86 K[0B3A3Q9B5Z!V#HA4Q4!R;R_1B3,Q-_MSBB;0[W5|"Z6:ZUPB8 M-AK*JS1&XS@RU25B>'&'1>4AMN/&&!O")4G@#6 L1*)@ZN+V=&AY65HYFHQL MQ@)WUI#;L]FGITS[,.NVS9 L4 MECTE7I*S09KB3HWB,DU6RDAP^ECO*BRC#ZF7^Y"ZI@5-"YH6-"UH6M"TH!N9 M'#,UGZ'34*HF%)[&CI6&ZI[&-_UI,.1I2,NAC2VZP_=8;M8.V6/IW632[M?3 M7X^_2;"DO%&10^G-&QZQ3Y[ECS@[=_TP?,5D-RLL;9%M,'SO M9;0<7-JZG54"V=UWF[>M"%=H-!;OOQ#H2)#'1'T!$Z9&-II=MUO#*EJ=0P3M9F%CQ8Z5ZOMB)18"'*OYY=H'G7|OMBM$H M,*RX'YE>Q%JO-%<=+5?-YX#6%EJ+;I<#ZD:ST3;JM=+H%4W\ITK\[0+BKZ7$ M?P#QWZ:^NK5VI63$KURRW7A37P(^X$' ,1KXZ-C@JGV MSD<+/(W.!IX&M3A($/M>X;4GT'KC1__'(VQPL&&CD$K%;%9*PREE(:(3I]=L M4UML'GOA?++\8.C80UZ)W7;3=N?JCZ*:M5J;$(@=.'13.9R&= -/13.9R&= /_13_?8R'3)7;S&0%A4IN>H>\".9]D M]=)66C*62, "LDF?K%*69-ZI8^A#XHZND\.TVJ7OK/9J.2TV,_"NBJ[L,65'- M^<89NF:C8K1,)9%$|WL].N8Y!>8I2E)O5*-T0.:I4753MRS7QFKV.7WV*3;3NG0 MD1Y?CZ_'U^/K\?6AS2V'0FJ?A%4W%12=[<@-Y! M97&K;G0Z1>%N3<4OFHJ+"NWFQM4.*HM;F+0IBCJ7@HIUI$R/K\?7X^OQ]?A'M,+Z.E,V^91F+!=-;^\ALT8U!]?AZ?#V^'O_%CW\$CEYI&FKK5-)A C]SRZFZ M14=N%E7"J\M\%]U\O9TBJMQ>Q.1^1VW8IC.X>'U-M=\N-;6Z+|GXL<*.R_MO!%'D^%P_0^^Z$%[=C.@=O>[/&.?9?Y&! / (/W-,.M:RI*A6ZXKMX(,.CUVY%4;T:G/MV.1-#&\(\XK,YTA1\6PDYI'KC/XM6(&VK(:MWSWR$!TWW#U\;6/M8%$WZ]\CQQP M8-9\NX!CP&JG:=.1JTS5(;!Y"0X(.ZTG4)ZW!Y)-//.",R_6S 6R 14.>C(.U-MHGA WG0M!"|/W'DW'QH'4H#7G X'H8*D12>_-BU61]^@Z5=**|=BG7T(BFF MEI08=4.)-,QK;1[1%75-F=9E6FP4$5BW870;TW45VY8:"U&_3$_"5B7#$+(I M(=#&!KQ@X'KEVN916)$?NF<*Z]5,%5%5%*B,XS[M_^%61%()!+GI> Q)#M$;\+]C)Z &+UD=%?F1Z2Z'U^6LX)WB%8\;..A%RX&BP M6^M@B?>T4A(|%P?,5"80:5:R9:E*8%|)"5W_<7NUA)TQU_*G[YY>,'^Z]S;W)5_E"E\M.9'" W-MPG[?%2/A?R4^3QOQ(/U\^WQSY>?%]L5/Y>5[34(IG6V>NM-]A&1AO\#*DAUD M_LA]'B:)F"^]C|<7[(Y>]WZ_Z'VXO_[Z*S/=)_,Y5*>0.6OA\1R 7K,A%2_^ MRFKC[Z^9S-_\4*%_X+VIU(I\Z>R?OM3\]KX8->A';@MV06VPG' MKOF,4'0=CU_T73!J\W$&FCR+),- Y0J/X !?):C\2<)#.!1U*4*R_C$Y)=) M)BC_]5;'"%$NCBY?$ M-[D7EHO\Y66X.)%^;WY_[X06"*(XX/\F+!)M#;6Y/[CATZM6GT-K(/-U>WGZ_9?>__MN!Y+KDR>O6&?)W;P\S);*$4TY\YT%&I=TWMF0U ^)GLTW9@T, @CUW\R=_Z MY@-HP3 BC88:R%86:61^!Y45\@BXX\F)AO0$T'@O0QLY K_(/>XZ9M!Q2??#MCV8$FBV,W4BH3 >4Z@ 9E%^XSH##WY'I/; 7'+)SQ$^M\MHSO\%0%HSG1"%] M5WWI2I)-[L3F(/9'(&)L,0TH4U#CN)P'[O$ #.\1CX:^#6+RX1E-B40YXW:.MN"T2%@PSVV"]P'=@ZSNH2YP1:E_'M^DM'/'OV S@AY!QJAN?&V!ZSRVREEB]MBBYCM6LPX2W.>>>>5&5A#^4*M(E[^V19OU2],PY\[#8H5FZB@.<,W)X'$EZIM2V)Z7=@S_X8,!E+!@K<$S$0\3GWCNM'> >[E!Z1.+],,,?@)NH8*S80G%Y(3+ M6<*[JE;J9V^QX:=TK;3YQ*PDCC)K_*&)DP]BT% IP,.F:3YQ*HBT% IP,.F'9'=!%_.?:&D:/9M6_7\2*A_[OGQPQ#@%SHT)Z>.CL W1'C":?I/^)6W]P7/^JXBQ#\0X<'+%*L7+ MO62?@!UM('A8II$\F'(+<-4CIE'/O@E?CV3@Q"P"0>BON$Y%N0?/4=QM%O,V M/H=6+MF\\U>9$0>7;(W8,):L12&F+S.UM]X)#*,F[N! ^"CPK"%/H1K9EB#=\LOX9OS=;P=W^^N[O^?W]>MW]RSZW_|_R^C^(@^5;9EGG*Y5^)0SM]6ZSN:IH!MP1"Z%GCHXC%ZNN\G4[]9V M-X_(W=RC+@"LH6X;V>89BYP()Z7/$I7P#,#HT_WU9U:[09]H[-\ +GT'L)UJA MC5KACKW_=':?UY]W=I]L;UKMY#__V_OB_NT]W[/8#^_#IG=S]:GW!|NZO7G_ MZ5X]_7Z[L_[NF1VR_77WOXP]UE5IWLR5(X]. Y]VO@H\>(EBVPG16'H;02 M_3A@8&""8;.!1@DPI"5$5;T_D)Z+.EJESA6$:!/F&H><"\>P>]&Y&6!:9.S M!I4Y)T"R[&MU%@Y5^B_@INPSX_TG]D3*3]09D.5<_M=!NA;MX>JC4!&"-A>X*_&?+L$^0@8-R7PKVX/.Z&_(G,Q:\#_Y]###Z=!#--[WB/ MOHL ^GA-^$VN&[8N4!3GI80R^)f@(B$60I9@^\RFW <8\?,X-B&\|))/PS\MR MD&:.9V*1G1>A9*ZI7%(Y(\I/#L!W),Q91):V QYX .-BU;%TW6>56$ RPGRU -A6>,CG$@.WS#@0D1'R1XJ ##$PK(@- HB FX9,2B8+# T,!|:=ICB|F M$+%/\OL$ [)]SV!?@6##8!$$$[>0=QEAX"""3#+4$/L"XD&V0U@05P/7XWLG1-MV4QZR$=O#!C)I?+[A/723!$|>?W=&E+ @G)0QJ7[""^.&1;PM ,]I5<9+DK! M9,A@D?H%TW&C@N^1R*>_^"WPD^L 2B;_M)DZR)[\=F<^37STYXCOYG9!LTPO.?HD #8'T7#- /@:J#(5<*_=1B8>/,^A-MJ(FH!'K@DZ*-4MB)+X6!F/@%%$,,$ M=%6121N._EWM?(W:?%&]_,X 8SIP"KX^I>W&9MQT1RE ML#91%\NHTTLS]*A%2[[TA1ZT,8)&-/^KK&5QT)D>_N1PNU\)&K=I2R_#&H M9RFV5B8P@TKSGX2)+.QB+DQ)<@"9 BJ2#-+AZMU[=FZ9GF1"=OQW5>L'Y@H M(^G&&-4]Q.|&@Z,-I'&+*9 X1+$"!@4]S7KW7[^S/\Q^2I5ZB09P^8DI2@# M8L,:@V=PFTVT#$"PV[$ETB-HL(3BRAK\8LA'80[A-05]P52.E4V@:(U^X(/- M':*P#.(1K5 ,)RTC"LI\7_BRL8:G_F4,.BWM##2E8)21Q&/KBITK4##84&CXN9M&HI/@S:@!-/3T %7NH_Y':KR$##T?,>F%200PNH+4^HY4!"?:1-7[VI,21P@8[N!5I-1H(MQ]'L" [,8:#ALQWX"0!<=G[_V]6K2W8##FX-/B%U*(&!P']U8<#%I'!>HT\5!M,.PQ_#61XWLTE5<66@Y9,73&TW2?Z4"KS/M@8.11#)?^GKN1R;HIMN0>*3<: M.%R@.8LP897P8(QD@8!71A$B&LE6)+B12PPA%2HTDE362;X$Z)U0;XP]Q=M$MD%TM5%.UFB&N$[H9\(M'"'?%'CV@3GF0!,6///"U>BD&E,ME0F_9+RFC!]T;$$BA&V$BR(D&'Q7&H(M?N'?'5$6)SB>1E6@SW{"4@VE04G.(%3\L2BAO^82#H(,&ZCE,G,\=ATK8XA] M"7Q42^RCZ_>!$@C@8%2%Z.9BOE>;IAY_ M$FP**=V*FU(-\(VA"* W/'BEF2 ML 3H"DQY)C+QXB$ A6$@^X\<8#5T09^9,3Y/;J6LG,]YIO1J2-\S1YB\/WP M0^2/D;?A5Q DN-3X'3DU+N=C W8(BD!80X9+'K8)["KSV#EV -(?FB 0+2 / M$A+\"L+===)6>RG! M I2Y$C#(=?PHH,);AHHM43FU8+MX1%C)0BQJ.OM(I-M&'P9D\K>P.6Q1%-)>.:Q"I)\AC7!+VUFP*60//HT1>1 M'+!SY/&-@<8I8246LN#6_@?\+E&Z&_)+U,,@@>]X{J8MGN9+Q M! \G!U_(O9/GE&SV8ZUB@"4G8I5$QW2T$5A[(G"*VI"*>)-S)51\RCUSH@*S M:(V9&'/@8X!W,"C0*\)&)\/(4F\H A[$[@!>EWTX_#Z .6$[8MX4?(XG(/R_ M,>Q""#*1Q$/L1A:$ID.$F? !K59B2 1XA9SX3N#"& ^\'!YH!\[38*<@\%'M8%CD]P1X?3-T0A5FQ, PS.0/5%1$59K3A1ZC,,"L"8TE+4 2Q2@2Q=*B%1! M0H14\ IF*5$]P 4D+H2M4A[T^1X!%)",F"T/E94"[^ $V*WE J8 D+&>.\6^1 M=4$Y4%'D&(A8#4K/=4(12(8;-L9Q,24\XY++MTC(R]*.$ /_.+>K0B6SO6%+C M"N).3S+(M8]&5+!<1(2%N=RI:.) @_EFXRFI[Y*!T>N@;?$"+>"I[:"\+EPC9 M{(FGZ3.5EN6,VPZVFQ$K!#'<1#&Z.#0:58% +)1 2K$M,8F;1.*%,A@BZ&>!%E9'"!(/!U@TS;6*/@5]_NQ[]J[AJB091B4&9O$_M1# M%_\,P:!5?Q>%\PB&V,,+HI[=]UW>6S$=*4RJB,05%C*4DEYG-WE17>2/MQG<M47&U[TYUO5FDR,M008=5KOI,KU+,^86T65]S22) MYFABCGFP19"L=KCUB]1.G^29.G@<=)5H'3"\U!U&]ESBMBU@'I*!M#\FCB# MDD^F@2V*W2"2R79(RIF/_0#ZKQ)[C'@#[%++(@MVL)/!%Bf(:'?)9I2GR=!6Z M]^"DT.%$4022E&#,.(8%$UET##!U;V4MC4SS3[:#^-C;@C3KC)]43,& D+*DMS#/'M.CPVF3.47G>69)/9H*!/+0[W'BR(!S)R):KD7DDAU>G N71 M(^%3.1:\BOTRTG.IGSQV@R4-,NZ7=KZ8S]B#A5/2ZJB:0'0C)'B!&:A*>,$ M2U S6]1H,,_WHP#KK2?RL47I5@6D!XC79FQ.^9JQV-G8?&P:?:[_%%=61A. MI$*=-1+V' BR9?9EP'\Q .P7A7)O)P22.+.(ADG3Z5^)O*BO>L D8U\.7& MZG,-A;9#ZV@/LHK]7>[LH6&[TI"-UK8?1EID$KF/.Z&TQH@+!\P!"^^%V46 M^;1&8CCFS-*!25%WD#=I^@(?4#=$R)XHZK"^ZL@I"S:,2U+'&46]JV8'3<&Q#N9@)\X%9\I M&?9%]2*+0U&+DUY]OAES45%,DOL;?YZ_C%#$;B1.J"-T;G>"*(!B$NVSDM!5 MZ9B[W_\,14A0E1W)E:1I?%0)^3H1D=J.57?$)B(=4GEG5;?:U4">;7G*UE@D M9=3YC@Q4H>TZWVA,%18CGR8+J,M)7BV;+-;^B_9?M/^R-?_E4RXO34HM+'1B M_I*1P*QD JO^8A!=RYCZD_[AYT?ZB:+7/C4K;>R@D 8>83 MVHZ5.$W9_4D-B+HFU<^)B|&"@UD9_FS=*2KA!]GW0V8C0Q64_,(5-0UP1?(1MP#9D/>]N:N8.Z(0F0-"DC3PXH>PR(:.BIBM 2OUYL'M'VI-.XDC9*=?I*9[$ MR,A4/D^VC/D=1K#!B3C_|_=7L@4-UEDG);L^:KW>R/RO[R65\]KF7QG\&8M'MN'4*"OE%3]DAI8)=3%*NIXMR/+=^PD*[!-HE6%*67L4N&+14=IHFZ=]1$YDB M>9H3-:KE#O&'],#(_9/#YHGJ.BIF$E#)8MDRB87'U@E-C!12H&'"FWJ.U&ZM)$,]H6HBE#L,D6F:!8Y+&%Z Y'95]Y_DC!+8JZ)?I&:VYZ[X71>\SBIX[>B" M5UWP>H0%KUJ#.PU>K,%[Z7'98I6=9$\R!VM#=OIY^>9H_+]'9C)=]>3JSW/GM5:1#L26:98&^P[!7HO_Z2RZT3!P4:;.MQ\^&&E7 TL'OSQVQ5 ;O/I -62("-U4%@P[CC07FE2(L;A%Q&2IP>097[B&Y MV0WW TNVOL&CY*A1Q)(:$"2]_^5!'35/TD;33SOLJLJL['&TW.G+!"L2#WDC MQ9#U-703'66^!MD>RE2F)/E:=_O%"5>]Y&_K(S'R':2\;6;,F>GS.ONG"\<0%MS$[FK(*X&#&435[A^055+CN_+FIU;2_M.=@GF3G%ZG\UHWEE:V':I@T>^N>U-M9M-@ZO]>O6:3-D7?CT!3%%D5\U>W8BQW.X/!OE"__O.L6EGLGBP[6X$G)E!_ M(8 #CXV_,Z)FFG%8/B_5/(-E.VW=01YKZCITC%H@$H#A'^]LZ$& M6.WHB#3 6M6?Y@05MGT:!6QE'QTTO!68!IQ+Q#Y]/ZU^GTM&>E0>=YKNS[^.MN&^2)+HE<4DA!&U,W#2J!;K1:7?VL-T%@Y- MV]WVY5Y<@Y\TOI9$2$TCI%0(]5WN12/_I(W]8KE_FW39P=9Q7E@N ;_;?I>- M?VZ-XE=;WOH!V]K1[H!:?W-B+7UPJXU43 "VX;:1:7;/:K6L">))D$<%XU:IVZMT6I6M9=4"FWIHK$+<*SU54GISG[+N#Y*!A&K?2|WJD9E=I>K/Q7&MD'1C:(MQ1]*Q:UG##2Z#X#NJM%H5(U6[3#Q=>TW9C3A>WE:%=W-Y6/E^@,6?[N.+'@O MDRXL?1#8DXL69]:5'2;-AM-M[,,8U7E9*%NT/,=H+FB'[,W@D_)\^'V"SC,C\-MOE[8<,UCS#[L'H H=L&NUZ>Z? FU[+8%4B.BOGHHZE45G5SMX-N:SJM=FE*V1NEU(Q:O6)4&ZQX]765T06VF-;6VN:D3BQK&ZJ$9#J"!#YRP6[BM33M!K(GA MK?>%V)W)L8,9=W7V?^T:,)8A9!=(Q&HV&TJEO. MYVJ".&*",*!,32"*3K5U6-"4N*?&^C?O[%KK;MQOXZ@X:C!9[G6(MVG4.PVC MTM):MAPS'H $VD:EBH,6%O.GI@2.BP3.JT:K7C7:*Q^V+8TJ/;@S>SA5NM,N M)IK!MD+8K?K*+1^VO()5FW-HQ&\!\;7+5?LO:L2? N)+A7?ME]YU(GSV3SC!' MQ4*E*M3>80:I6C.P3K397:7GGO9S-$454U3';6!HC1%%11";AG5 ME+5JIT\M!=)MMA6WUREQMHAEW?<:M&=UNQ^@T#VI<[/XLH2:[&-DU@.K6:4FT#ZHK^WG8\MHON^AN=%1>1EGY2=K!/!G4 M5YOU-7K_: (X&0(X+P4%Z(C &AIU'SVCM&E<*M,8BU(;;;->.VB5LO;(7AK9 MM8U%JX[!$UVFNSV1G98@=\!TNHV#)L!T(&!79LM!FV;MS.KUP[!Z>,O>[''+1 MYRVPEYW 7,V X,$I%=Y'MA/ (3B#TZ)O/C@%U?H(&$QS#DT*9G9UYX I.) MXP_P2APYKO-?+!O!%QUL..&9KGPMXN;HDMT/.1"Z_Y(^)@PQV#ECXX-CSC>.M'>-12:8N8G@6D.%&WV5.@+ ^,.UYS-7)2UP+SAKE>R!|&&QSI&YYM0 F-1XB2).X)O&7ON*B%*5U,GR8K4LE*SQ"MH*9M3=NG2MM:OYP4#Z[5+#+<^'C1,*C)6Y/W"9.WUC(I9L--&R?OA%M7[L. ^ M>..,-LW6>%P#CS|A?H:R AJ;QX_-E9O<.SR6$H^'YL1#E/TO7KQ, ^35K;_:0M7[-&;C+!NT[QVZ8&RU8O_EY0?M'=U=WF=:-;;\._JQ8NKS79;L!YV"%WAIEV-MZW(O5\ZOV]!.L\UK[-MKEJF= _-F:,DKK;^U/'?ZF" MJF/4QME\++(CLEZ^)Y!1]V,IY*IEX>M9[<]KS;F4VUI W.KZU#HVB=5EN=&O:VU:53;=:/3WKX]MO8!E"U&*E>=836P M+PWDI7.VFV["=M9T.";5$N'0$|%%%@E:]LX> JY8(+UPBE/BLX2'.G*UPWG/IMTVCILG(C)B[^.(&E6H+&%EMASZ.]!QTEYG?.-Y.IX6.EP.V.\TNR6MO.URV MD%6SKF;=HY_FI%EW,L*E30DMCS:41ZL?"3M>[&M)(T(S;2EI:4R3'/23*O- M!RV)MBR)UCKN=[P$H(61MB TWY;9W.HPS4GSK38BCET8,7I6[E R.^7#RINL M<[,#DYIPRD.X.YI#U.2CR6>MX]B;.<#3AE%ON;"..3Z.GT=/H.?0T>IHUISG$ M>:--,(--&Z]LY:JR:,1AV1VU[.ENWMV>/ECKTNJJT>VTC5:S<5C(!!L[99WQ M "30J;Q\CG/+*UCU0/A1X?U(Y$##:'=;1KW6TG*@##,>1@[4RB,'5C.R2A"6 M.)1AM86&.D?%/QN$*@8M>Z/j/1"U -)&MHK\M<5Y^-7H5'241NT6.AIM M4W:BKD8]W75M+_ O DBD\ 9C\/$?G2^WA|\>[K=>_WB|Z'^^NOOS+3?3*? M0T6Y:*9|/+?SUVS(!1AKZ%A+O^6'"OT#[TVY-/*GLU^*0/|:^V*0(^ZV ?#[MVZL_':],,H?MA&/7!$@ZGNMX_*+O^M:WO'ZAJ9-!V1N3#0, ^^.?9#Y%OG>6H M_DD"PO&C9F=8>7H%/P$9@==DOEV6&C*?BCV^MGR=6]?.2"DIRWB1DISAZ7X($6_&D;J6LSIVY@*E=+[.$>?0)K/RV!<^!68#A[M^Q=G0],6E1N_T5^Q&H'R YC);&X% MW PY_I5?4.6RFU\03%|M_<3^CLT)*3XS7_D@?KFDMT/G3S8@AZ+D F=GXZ9+=Q@!J,HV_JL*C M\$"(.QIX5@RM_!U#+Q%ER[3B"$XUE#,.;![#($4QRR=A%P=V+8 Z)C)K'-]RJP%9^0D,@$CXR8??^.')&#A",QD9Z?73OH+'M<;1!0-8$B=L,SXD5"M&07S2(9.-44YYD?E \BR5I$_P;IWY$XV, Q5"?%* MLV5DIY1\]2:A!V(!OLA(6XZZ!B36@T^"!H\.S4,Y8P! MUFP0 !CXQ-B"M6%*M-8$-A XL*#(#SHSDP4;R#$ &",3_(%^?FS&5A#L2NE M)LI XKOAYEN@ I-TJR3&TK#T#O9[2[P!' M4XX*ZFMRZ8F98CCD8 "6[Q,C] M9V VFQ[(;YT#LH@!(#[M0S\(A\X89QF G$9@G(\%QI(RHRA70%!]BP". T8#=D/>\ MR"|MQNDMV"7TEC'<[!'Q$D[=CV'|\#N+HP#TX,?U=I/EM =4%L>90)-2G5 M7R=4[YPJU~=*3!OX+M@Q9/R@E2,J#0(T,,!1B"[Q?|A!7R1M^.1B#R4J4OH M@U_W#-1#-/Z>Q-GR[:WW4. XM;H5BPNV,]B>KG;>[YW-]\0..S3HU3C1.-G? M8)LC=UM MZIH-=-.@\!'-7E+G:R>7>;Q:*KV44+BCSKE9VM+P1/[6K#:%17[42B\,1';)W7VA6CM1\TO2IO9Y M'9M<4T?I+ NVC!G>7US^ M8+I'J2:6"=W$]?=.JJ-50/OP!Y!8@3B[E,K1Z&H)53K$5(U.NVM4ZUJKEPXU&0F9.Z.UB=0@[[;!M(VDT=B*\M%NR@E/ZG@#W:HG7)2F&HJM'MKMJ+70NLW2,&,Z.O?$.*LP>4A - MH]Y:M%6<]D*V*>_ _L,1+Q6C6M*I[A+A!:1+ MLZ73T*?#RSG6!SJWPC!>J>:KBBM8?$9*+W"XIN3],E.#V.=@XJ/,CR/'=2)G M1[;^K"WMJ+YBD|FV0^XS5E!OU8Q*9_N^P?& JY20V:D:K?KV@X,'_]X30N9Y MM6LT5[Z99>WIM!\RPP^Y\;T+RPR',)UO?:,V3-P+3>R&H9V153(:1KVV%X]. MVIRK0*M5-2HK]Y?6>-F]+I(@$7=XM>2+\Q%,.G!S(!!X<;H;4&_FPN?]]N;IZ MJ]%F=!JKW@"]D8\7+>V'>+586M-/;6S7NMX+[9]MBM'=P.D/COORXI\/?U1V< M.%P6^=HAFG=U[!&IQ(5TN/;MD?MBE-D+K!OM3M-HIB"R5G2-WPG25,FAJ;1 M:G6-Z(@Z*O#4Q'TOC%>-3J=NM)I2+?.N/-SA9AHZ_[/(K/N15-.V^!E-?M]WE$UWT>XFZ7%<"]]*TOZ,)~XR8N_NS0WL=*1$F(B6Z&R_?5W,*41@,^Z4%#-. MRR$VOFSW=JT.M:3;N.1;_?J;4Y,XFCPT>91Q1JT"M0K4,FX/,FZMVXY.3>AH M"M%$44M(9M2+4BO!TQ-QR14%EEH8KWS>VR3H+2YC***PT96V%LE:[4U3EJ:L MI2AKC3O9]DM;)3N5L)IVWQ^R=W2IVT;% VM5:VV50;=3G[7E)36,6K5IU&JK M'K;=\C+VC1U-#S.6U#(J(+9JS55K=S4]G"8]G%>-=J=K5&JK]A[<\CI*?/CA M.+3P-[_-.RI&V^:+QHBW3=+M1-QJU5<_7:DE[.@30K1C-YJ[=E#0!G P!G#?: M:QPI+(UJU0XN7#KUO)[MJ,.POZM;WR355:O)X, ,0ZC35N.=8$<#($<%YK M%75ZSW62-@=N\]?-?R7/NH&7,K+%$W:G@#?775<\|:-I\,"33!\D8G16QYJPM08$I1K.FT\#EF/$!-"IUXQ*2U=6E6/&0^C6>K5N-.M'[UNU-MYTH W/2J9\U-VW%5&L!, ^]!N268\|\ %4*D9;&U0EF?$01PEK1[=2ML,*VEW= M;C XZ5$5^4!?P3]99>?M6H=9I&M=Z^IW<).KB]209DC]Y2J(%TIU':/5 M[1]U[CY3[YKJ7CC5G;>,.A,I[Z 9RD(ZG&FGP,>^;S_3#_#9A&V)SX7&P,02 M7Z>KH<7DU+W4]AE<_2<.(V?P_%K]_SQMCO<[[6T<,!],+A,#(&/X+[8R2X(@ M8E$VMP)NAMQF_6=FCL>!_]T9F1%WG]F/UY<9(3\E7(7P'#Q1<)@)D:J8MX@6]#(#\LUT@=.,# M7?T6=X#+CC#.I7&'4I&DZO9MKG(Z3XGAB#Y0_\@>PQ+0:TLQ40UZR'L**/SI^ M'"'%PG-"*0\"QP9XX&Y]/'$;RXE$?@$S#.|&6?3R*78|=$Z#TY$1#>"H">N(1M0F\0!Q1#DU#\2%T#>@1)6%T*0<0T=QU*.,EUXE=? 8*WYC?V!T+WDOTU=$"V MP&J 0-B3'WRC5Q6.,#9POB,2]@$2X$,X8P2KZ>',@D!@Z8C:M#'((9@E>$"E@F1#SP<4\P5P@N"?]I-H.(!Y=]9],#28XV6Y$%(EL M; ,E!,38"Y\(<)R\N/'UF4UD1C KREO)!O)G#CP@1X9$1M<%%@H9 Z<'6KD' M_P(Y6X$?AK2^OF\&]@*LL$GX+.NF9;6L@M*$[W8@|+QOWE[YP=@/"/"*$4@* MN*YO)3M_[3]+/[G959?!@+^1#(*$]ROH72 MUW5LDM8%I(JB)OTCD);>^"B).C' %+R?AHXU!#<|/U*03U5:.DL_!HD#PIS% M($VS\O#<>35#D;R&W^#'N7*?GH&'QO/:?N-#CZ]8%(!D=VD0NO0L,AV/Z"(S M&#P6P%?X"49-%NUX81R8GL5?T^OP(_5]S:E>D$,N8,O]D-8\TW*M>$V4S*!+ MXVY)0)R_1$G2(F\$D)JFN"2N^4.OO(R0?$O)P;HJ8'=K.SL)S)FWGP.A$? MA<)61$,UP+Z\2)N^A_).V!M^*"R+$&P7?M/^&K,]=.SL)S)FWGP.A$? MA<)61$,UP+Z\2)N^A_).V!M^*"R+$&P7?M/^&K,]=-SPO.X_2|M.*V,@$X]4"P\5;QTZO&EU%L;;>V_?<]3XTEHZ <4&&"S]K%EQ3.2L*G8#*Y MRN1CYM0-Q 73,,C8%KH M60-V#ZW Z0L%=>.#6FDIO0'*1*AJ_'.GMP8*.7C! MIYT?1-1_J-_9V_!M/;H'37HE8A4?XBN&UA[)'!6A6 3/_)X=(E$QN?P\S93$Q.:/P#)#*"'DBQ,.CZ<9<.2#)5,6+-D%< M(\C?+@%_080_=BM&O55G)D",CP$/Z$X17W;YP0S83CCF%OI?|O.E{G!Z_3YUM4A D P>U/SHTB&<0B(YO2T<;?R:7AAX!3S-&;8Y[#P4V? HHM M82|HV%XC;/_"|8MQ_""ECYP #9(&$4>-/ FFL#]F/MLBXVECB]\(/"R@" M(GY1 0E+H@A>PS>;K;,1JE8DRJ\%H)%1:7E AF&XB9'>FA.'FIRHH28RI+N#H;,9*ZMD M5D9J86)I(:X-8ZP3<$IINL3T;,E@?/[SI,O'=[\G5VLG47D,RT^'HN4W%*.G MK[+LD(SWX?IKW+NZ,Y/DF$(,.!Q)N&P"_O[WZP_&^)7/8 M3CAV38"DX[G>5E_T77":\[1'4R>#LC?9#^!AG^6(_DD"0@1G784\ M?&+RRT16YK_>2E;M'AD9I<85_"3B2>;:C3E.+6T]/K:D)JBJQ&ROZ6QB"G) M(_,P(0=@X%&70+9EQ@[W(,=W'L(N CM">=_&6Y)EH5L[0'H+?;)>^1AY H.&]1JU9,8"CV /%7'T'P M6YS;86)?JC?1PL10E@GJ0DV"PW5^_F7D.?#"'>X'@_X@&,DH_82OP+)_8N^= MD/P*)"H*UB.-70E\S)#*XL#WTE0QE]<+'-(@W%_%Y,=^+!8<;-1-5]MEC#Y MD_4AM=KD8L4A6;,I7@8P$WV3-9/QJOORRE"G3;I-W#YX#)A*RT0)QS%\HN1, M$N%XS6!*(P58@IS1(H=#R\,PITY!"K"%'(]#)TPDO%"(D"SH-81.%1ZSXG M41%M=]_+:+9/"!%Y+Z -RL5%PFU&9"LD$Z3!/ >R!6C_E63*TN?%X_$(>V0C MTZ4FCQD1,WD>'MP*)#L!,TA32.177"0 9H(;9@9I%&K(&C!1 RIX/P:EP,E; M(^]MZ+M(')36@V%[\0/LDLR\-*$7QN&87$&!&9A7)>,2DQ%C/.I"QN 8&6[B M*3!%D\?0(D6VS>!1'.&G", %0F0,IUYVNPS$1 M&PV!)P(,(;!=["R\ M3U(%$(L2EH!K,#0,*9 S@&I_NFRX)N'#(-M>2IRR/(7]&"F7$*8RXVD+[1

*M_A0\G1'&UO@$5A*_=.#Z3XD^S;QF6N"P!E.(@*EIN6$VX3 DD&M+E"'FXXP M*PZO8-5.,))C#{&,TKPB82^Y4$E(>PN8 S!8A6%#,$1E$N#PQZ: P.!EP:3&H MK10^)@6U4*9"5ILV;I3XF%*48L08[#9?!9%#CD1 M W1 (1% H>!I,O"4QD4DC[V!N4*K01KGA(.IV5E!@.#'FB"HW+UX"U:T@"C M*=5\- &I19=4E^YQF_#/]@JL'"%A"3*LX=QJ,QD6\X|&/73]DP[Z6PSBD5FG*, M=ZBM=P+?>X*0LU(QY^Q1L(&;RD2SB]X^J,) M"%B1<@",,,2>>(<24X%-;IV\IS_OO-8_]GI?C)PHCC (EB"L H\92 M+M4UIDD)D-F'6 &X1A+!F->&:I/7E+U8/ FD2%X_22#%0!*.SA%Q?VZ F/ 1@O MN]9+1E%XE>ZS@8)AYIR4C<..:/8"6E?@8)AYIR4C<..:/8"6E?@8=31')M9(I9*FD^HU M5.J.5NJ0Z?0?TJU^1NN*4;2'@94PGM2SAO@%=B]V@^ 0U.$^J^GLS'2VTI$C M+++VTP="Q(O=9UHB2EIS>L["!4:BZ5BQJ9\C]7982P&'* %4-%@,7T,2C(D+T3V<1/%- *@5+NS>\8),DV&"-$ M9CMX2[IABJG]*UERU*2"PFSAT6MV7GL%)AX0!VPX$UG)&(KP3/T58#)X4!$5 M,]V%]Q$FF52@-?1]P:,)10.6J9-JT"07-$G(T8Y$"B./V73Q@6:F/HHN@F86 M" (*9Z<*JE;F=WB-NV@((%G]PSQ>U@/MTG'6%"39-3;T$;,%/_2+)=5"FX:*4#A"?H5&6X\DP_)7DH^B-M*V7K]UG0BS;=YU#Z"=D #;SB 7]$PO83 M,1Q9URS*C5T0./C%'#D/SW*L6Q#5S39Y*&&HRA.S9]QP/60X4Q00#7$3^A2P+ M$&Y:P$=DM0I/&$2M15%3*]&2 IRD>2*%FZ9!. 15_]P0:,A8F_-V6*4U? JD91BD*L**V8F5NN|8(17D4E$ZU]$G(_]Z3R!0D MEODDEBCB>?HWIW@+5*U0L9.<0GY2$_<#)/:#CEM&?V BL5%MV0 MN^-01L\Q[C$ROW&Y=B<4=!4]H7,EM%0:*!&FD8,!W4\8>?HFRFR?!(9],998DCY(G9SO 1D3LTR9FEJ-A%B>897&FR1KIKHW!';5<-MJF6,,/DF08* 0@<7HQ-" (8NXFH@XQ*$[*+0*H 1=:'7S YGG\CR, M9O)C6HMMQ3(U'3-1*Z1N(:R3V=5IGTF/,GR2E&KS\0;3(Z7>Q(%1,N-# M.5>'OQ[ZX=+!),, "U+SRAE##I 'E9, 0I#!DI\%KX ")OQ[%]9K1U8GZ81V MXU#;"FGCN^<*Q-^GA;$8=7=)E_<9-7'RRL++VF5MP^G_7TP LL%S[GV>UQ:IE M1TT"]]?8IFAG^0.3;_IO[S-)C"0\?B#L;"+01*"))X%!$<(-*_,.F 4T#AZ;! MR<9UVLS1A+TA85^CEZ+%FL:^QK[&OL:^QKXV9C1)'RM)"W==F.GL.A=_U6)N M7S2Q#!XT"EX26V:<9\V5FB1*2Q+:(CEV.E_ZIHJ2L0,FA_=%^(579FC".5K" MJ6O"T82C)0XFG)!X O2>_ZD.-KYZ(<[9L4X#R%(SG7!(MY5BDT2[_30:1:6?9A:*CE_KGQJF!#1Z&CV-GD9/;&+KQP(M>0;2S2GKQ 4$8QIZV94:ITY M1OV>P .+>;?? 56BRF$T65;.3]QNM9DT3AB;,+&'4C&ZW8W2:34T8FC"RA-$V M:NV*T6AW2TD8V[*>\G&0T[3>>FESM5]U4D-/HZ?1T^AI]#0ZYE)FK9WKM_H/ MNX>O(!E^5F/(!I7.NTC7:S<5B#N)S8>!'XK[>,1A.=(HW_P\IX /QW M6C6CT]QK_)=AQ@/@OVI4ZS6CW2F;!- !D65-J^O1V/6?9=!"<9F!C_#"IO79 M=O78RU!;68? BLZY1KU5+QF.EP,6+P'ZE2[+8W^,LQX"""7,,CKUID9_&68\ MA(15;1K=3]UB.]#^VX)4Z0P0:RIA ,,LKUVVZVA:?2%G;S\GKN_IK71#]#X0 MM&>,:Q:8!HX9WF =6^71:8ZFEN/#4EG6<2!J:7:,6GV?0983 M0%59UG$@DIEKV"RQE"(+^:*LUHB.]RU= "4N?F1X:4ER'>2!T+I*(XB7Y/'M-MTS:87E$YD%.296@:T32B:433R,G22+76- =]M@^:6UFWOHT..L1*.-^]^;A5(M=#PK#@*\3A6OBQ;W> ^/=XF6UYTN\#ATOTNO0U'):6"K+.@Y$+8UZU^C6]EE@ M< *X*LLZM(0YVBA@"0Q$T[*XB\TKT#;,'*G 2Z"5\1APEWZ/? *'"/8.1X]->G M>Y;:\[(%IX371VHS4;'N"G"K+.C2UZ'64GEK:-:-,V6?\-^I\]_WP4*.D2"8"Z;KK[^.O+RRUO'.MRZ.I=KMCM"OI/(-:/JR791TOC_ITU"O#.EX>W74Z;:-2RI+@8XO"'K25, 9B MJ9VP28WIN,VNWWVZ?!][H7V$)^F^#G1O^W'?Y9/781VV3>22RYS93K+3,+K-.M^]%[24X5WM2I\.9E=AY[*.37JG2,>K.A:4_3WMYIKVHT&UUPUJJ:^C3U[9WZ M&D:G GJW!8^(:HX21?"UDT M-",.V-!\!69Q[]M8#GK/C@-H/##D; P'[!N6DWS'AT*T'RO-.;E_)NI+*9,<3 M>\/B$]C1),$[(_PZ$0.O)A9M^=XG(T XD,8V+-AL/^-X9LZR -| MW_ARZWNIS\=18;7U./ 2':5M@[N/-%ZGX&/PYCF^Y^#E\(=0&]ISR8N);/0E_R*GBH/VM15V&?%Q(<&F2FT6;'@H*V@-# M]6A2HMGS!'=,>8@@_(AZ[H;P'%#@I00.AG#(,<'O)+..&Z- ,WW4HC C!=GM$ MM2D\,YP"1= HJ Q^%2D:#.)^(LP)0[VF7X\"X!IN. 950Z;$RL.,H1M*73+! M1Y(FW!EVR*D9H(LK7;&%,10V.98*2#O `=)1AU-C#M,$M-*3EWU!:V#C8V:4 MJ $_! (KD4\@('^1:,#A^!.6]7=M1$W=H@/M!.SMFM 4K;[998%]2(`=$>8BARH(HT"2Y1XP_N^>1/D$#=ZX-_^(!$-VDITQ")5(F MYV>GBK0T7M2K'RS(!?4VA,7F;H@=C$+;GDL-1[6V*)I!4E ?I2G%#F-3M2^A,_MZ6%]&B)= IM2VACS(^Y]R$T#!H>_SXE R#4F3$RQ>4,;9AHS_.D9RV^_MU'MJ/K+|C[G|);[+B2D<-'Q.0)PQ(? R@%/P .P9_Z5GC"?NHJN#;S^>?I[MS@@Q_\A(Y5(9'"X5)2"]HBX'O;C!9-QOPN"Y=\H2G41+'_^]Z8^U$:CTF1PU,C/V43+MG8P"4PM1KTID;_92T4J9_V MJEDL_^TBF^4HNTTP?'#3OA+.U[@/B*0@F@=."L>&? *0\M"'_2F=YU"7<*#LS MV,3CHU_WWD"JELZ,[Q4CA ,S$#-'*3Q\8OG+.,E,?[T1;&I ;ADL0QM^PEE\ M5C4^K*L-B4_96?2#*;PFDI*1/R-GMYF@]#C.LI2\ES'1:,VE7S;V20E$0'(MZ#IV_#\17:?C HH"GO3 8H7;H16)Y!4Q* MP&F@71A>Q6G,)"}^)KQS^@1"(^ 8H4&@Z/#H* P@-6=<)KFNLRKF*C%$@KU1 M$I_YNPC::5DEK2XE+@$)$&$!F_.H5UC)@*5M6%CA!1 &]'W\"?0 M9,;IN+==(8G!($&5SS/P@'D5X C>$1=GTHRR+TN4Q=X LC(6GW"_$8)X\^A2B MRK"90P)1,D$,MIGAEE9HDDD1Z;"AL/@;P0Y8"8G#05A'I"("@3B(+A'!L@L M4[X8"1^I<(>@0\I8>=)'XR ?-=@X-!!@Y3PFI03IN2?NX'"#/S "R..23W1 M;PJ,NX!9I"+ 5XQN4,/@=8^ I3M2

M6ZB+52QR'R!2I{8F^/B\8$$E6$N_2;\5^.9EW\79X^]6,-Z?URM0%3 M\KZB58D)C&.3X@*I8V6UDW&74-">,W6WGU+ =P>/*C9],P-7=P/FH8>^MR:SJY (<;<2A44PR%2U>V?KFB77&9L63I2GXH3:..M)9[X?D MW0^QJ7.Y>RHX!@ 5]XMM/*_\6! Q5S8H+/A-UJ"*^],!03O1&25/:UR#M'=' M' L3RXQ>GF5$O(R7VBV*P%XE^%2Z%(ZE!2!R_PCE\/ZV2VQL\'OWBCO9E;Z4 MQ-"JO+3DZLLGJI7]4J2'GIY,*JJ?'I#D>XQPM.E*Q8.G8LNC9@$]+UN,RC-Y$9)(9:LB?<;YD6:5,&=QD;"DIME)\1R\8? M4KK:M6K6I23#$UDMG\62Z3^W;%@\"!VR.:OXQSC*E"2JI;G^Z?CJE\'? 4 M"\;'.B_O69)T'C6=3K=[TO,Z $X_6S5*-4[Q:/L9?O580F.VL5(0_^47+0N2 M@7YUC M>ZV1X+D:=''DL-I]$&CI_T:AK2MN2_@9(!^6N+N)%!>!*XWBWIV6GC%3L5RJ*@[:^5:NTN$6EY: MSW7/TO6]'0/S+F.H6G@A'#<:8#5OUN:5"^,M'<*'6!';'5Y%?Y"K'UDGS7:R M:5EOW7@-+H6M((LBOLQQN]MQ*KTW7"4=,#@@K-0*S('A6W,T-$@^$\ZHNV! MKMFFO0%MM6B"W=GK]Y9&O;:?-ZU34EQZ=.&A/,UTP?=3?1W4]N?^&0G^4DS@MF]/(E64QH[R\$"P8;"8&TW*POM.!MKF//AP(4*^ % M+[:SM/<2?/^UR7 6B?TC+CXK?NY9W#N>NOU8AP#?W 3O 5D.V3A7)O"A"^U M'0HW#.EJM% ({UILNP]TG'A@[7Y]3N<>]IW]KR_?GSONT#BP&/*"*]RL]'XPW\["XX$BXT M-^4 RT:DI^R ,XBXHT\% *77>%-UXOB^IR(UVKPSLDXE]Q"&0^^?3@Q55KA7 MJC W @5E:M!=GU^#%/T \8573^OTT[*>5&2[OM(]/M-M]);AP(<'2.)(A;^ M!3SEA64NOMM77KX/3-+F(=Z?<++E:.B+AQP^0[:]SY0>$$5\I-66$6\P=3TH1 M; &:,9$[^'5!+ 0(4 Q0 (+* #EEM!PW(0P@ !TV - M " 0 !E>%\V.#SE* M "P< 8 %0 @ $-\@ >6-B9"TR,#(T,#8S,%]D968N>&UL M4$L! A0#% @ LH .65 OS5>;8P >V8% !4 (!>3P! M 'EC8F0M,C R-# V,S!?,&%B+GAM;%!+ 0(4 Q0 (+* #EG!E25Q0TX M -7F!@ 5 " 4>@ 0!Y8V)D+3(P,C0P-C,P7W!R92YX;6Q0 M2P$'% ,4 " "R@ Y9(0#BI-ID 0"Q3A8 % @ &]I(@$ M>6-B9#(P,C0P-C,P7S$P<2YH=&U02P$'% ,4 " "R@ Y9.LM5 840 0 M$0 $ @ -')4P, >6-B9%\Q,'%L;6 XML 83 ycbd20240630_10q_htm.xml IDEA: XBRL DOCUMENT 0001644903 2023-10-01 2024-06-30 0001644903 us-gaap:CommonStockMember 2023-10-01 2024-06-30 0001644903 ycbd:SeriesACumulativeConvertiblePreferredStockMember 2023-10-01 2024-06-30 0001644903 2024-08-14 0001644903 2024-06-30 0001644903 2023-09-30 0001644903 2024-04-01 2024-06-30 0001644903 2023-04-01 2023-06-30 0001644903 2022-10-01 2023-06-30 0001644903 2022-09-30 0001644903 2023-06-30 0001644903 us-gaap:CommonStockMember 2023-09-30 0001644903 us-gaap:PreferredStockMember 2023-09-30 0001644903 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2023-09-30 0001644903 us-gaap:AdditionalPaidInCapitalMember 2023-09-30 0001644903 us-gaap:RetainedEarningsMember 2023-09-30 0001644903 us-gaap:CommonStockMember 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2024-06-30 shares thunderdome:item iso4217:USD iso4217:USD shares pure utr:Y utr:M 0001644903 cbdMD, Inc. false --09-30 Q3 2024 268948 42180 50000000 50000000 0.001 0.001 5000000 5000000 5000000 5000000 150000000 150000000 0.001 0.001 3759433 3759433 2960573 2960573 -74580 1247 P5Y P3Y 0 0 P5Y 5000000 0.08 3759433 2960573 P5Y 0.0434 0.0471 1.0721 1.0651 P4Y 0.0025 0.0025 0.0025 0.0025 4 0.0025 0.0025 -859963 0 0 185223 0 false false false false 10-Q true 2024-06-30 false 001-38299 NC 47-3414576 2101 Westinghouse Blvd., Suite A Charlotte NC 28273 704 445-3060 common YCBD NYSEAMER 8% Series A Cumulative Convertible Preferred Stock YCBDpA NYSEAMER Yes Yes Non-accelerated Filer true false false 3763433 2395175 1797860 915988 1216090 3225915 4052972 79866 182675 8978 70061 663332 750383 7289254 8070041 553067 716579 2468466 3350865 132203 138708 2700564 3219090 700000 700000 6554300 8125242 13843554 16195283 1273044 1906319 1216134 629648 3667667 667000 550043 187793 1149976 1277089 0 2492 7856864 4670341 1378000 0 0 9 1580569 2403286 0 90363 2958569 2493658 10815433 7163999 5000 5000 3759 2961 183933162 183387095 -1200 0 -180912600 -174363772 3028121 9031284 13843554 16195283 5173878 6462965 15365953 19288155 -0 343585 440152 843538 5173878 6119380 14925801 18444617 1770364 2273839 5384061 7015803 3403514 3845541 9541740 11428814 3785542 5669194 12540595 18699293 -382028 -1823653 -2998855 -7270479 -0 -44771 -74580 -153771 854506 0 -591494 0 0 9725 0 59269 -12741 -1246 -31558 -5831 459737 -1770404 -3547327 -7063270 459737 -1770404 -3547327 -7063270 1000500 1000501 3001501 3001503 -540763 -2770904 -6548828 -10064773 -0.15 -1.16 -1.84 -4.26 -0.15 -1.16 -1.84 -4.26 3592969 2379633 3561884 2360908 459737 -1770404 -3547327 -7063270 459737 -1770404 -3547327 -7063270 4800 0 -1200 0 1000500 1000501 3001501 3001503 -535963 -2770904 -6550028 -10064773 -3547327 -7063270 10019 130879 2073 105101 0 884892 518526 832063 343527 300726 -153771 -591494 -0 882399 840079 -253361 -336091 -6505 -105898 -827057 -424079 -102810 -66337 -152429 -996462 449686 -1172306 -949829 -876526 -88319 203341 0 1375 -520169 -4038550 180015 177369 0 1000000 -180015 822631 50000 2474072 1247499 -130145 -0 3001503 -0 -0 1297499 -657576 597315 -3873495 1797860 6720234 2395175 2846739 31558 0 1531999 464625 0 3001501 0 2960573 2961 5000000 5000 0 183387095 -174363772 9031284 483 0 0 0 0 0 0 0 0 0 0 1772 0 1772 0 0 0 689 0 689 -0 -0 -0 -0 1000501 1000501 0 0 0 0 -996501 -996501 2961056 2961 5000000 5000 0 183389556 -176360774 7036743 19930 20 0 0 0 15763 0 15763 0 0 0 1080 0 1080 0 0 0 303 0 303 -0 -0 6000 -0 -0 6000 64218 64 0 0 0 49936 0 50000 -0 -0 -0 -0 1000500 1000500 0 0 0 0 -3010562 -3010562 3045204 3045 5000000 5000 -6000 183456639 -180371836 3086847 0 0 0 7167 0 7167 0 0 0 5376 0 5376 -0 -0 -4800 -0 -0 -4800 714229 714 0 0 0 463980 0 464694 -0 -0 -0 -0 1000500 1000500 0 0 0 0 459737 459737 3759433 3759 5000000 5000 -1200 183933162 -180912600 3028121 1348125 1348 5000000 5000 178841646 -147423563 31424431 1038 1 0 0 1 0 0 0 0 79446 0 79446 0 0 43449 0 43449 -0 -0 -0 1000502 1000502 0 0 0 -3956062 -3956062 1349163 1349 5000000 5000 178964539 -152380127 26590761 8417 8 0 0 8 0 0 0 0 16770 0 16770 0 0 56801 0 56801 94277 94 0 0 1399906 0 1400000 2223 2 0 0 29998 0 30000 2616 3 0 0 29190 0 29193 1 0 0 0 1 -0 -0 -0 1000500 1000500 0 0 0 -1336802 -1336802 1456696 1457 5000000 5000 180497196 -154717429 25786224 9001 9 0 0 69606 0 69615 0 0 34663 0 34663 0 4845 0 4845 0 0 133200 0 133200 1350000 1350 0 0 2472730 0 2474080 39533 39 0 0 -39 0 0 -0 -0 -0 1000501 1000501 0 0 0 -1770404 -1770404 2855230 2855 5000000 5000 183212202 -157488334 25731723 NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES   cbdMD, Inc. (“cbdMD”, “we”, “us”, “our”, or the “Company”) is a North Carolina corporation formed on March 17, 2015 as Level Beauty Group, Inc. In November 2016 we changed the name of the Company to Level Brands, Inc. and on May 1, 2019 we changed the name of our Company to cbdMD, Inc. We operate from offices located in Charlotte, North Carolina. Our fiscal year end is established as September 30.   There have been no material changes in the Company's significant accounting policies from those previously disclosed in the 2023 10-K.   The accompanying unaudited interim condensed consolidated financial statements of cbdMD have been prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”) and the rules of the Securities and Exchange Commission (“SEC”) and should be read in conjunction with the audited consolidated financial statements and notes thereto contained in the 2023 10-K. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of consolidated financial position and the consolidated results of operations for the interim periods presented have been reflected herein.   Principles of Consolidation   The condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries CBDI, Paw CBD, Proline and Therapeutics. All material intercompany transactions and balances have been eliminated in consolidation.   Use of Estimates   The Company’s condensed consolidated financial statements have been prepared in accordance with US GAAP and requires management to make estimates and assumptions that affect the amounts of assets and liabilities and disclosures of contingent assets and liabilities as of the date of the financial statements and reported amounts of revenues and expenses during the periods presented. Estimates and assumptions are reviewed periodically, and the effects of revisions are reflected in the consolidated financial statements in the period they are determined to be necessary. Significant estimates made in the accompanying condensed consolidated financial statements include, but are not limited to, allowances for credit losses, inventory valuation reserves, expected sales returns and allowances, certain assumptions related to the valuation of investments other securities, acquired intangibles and long-lived assets and the recoverability of intangible and long-lived assets and income taxes, including deferred tax valuation allowances and reserves for estimated tax liabilities, and contingent liability is a material estimate. Actual results could differ from these estimates. The Company continues to monitor macroeconomic conditions to remain flexible and to optimize and evolve its business as appropriate.   Cash and Cash Equivalents   For financial statements purposes, the Company considers all highly liquid investments with a maturity of less than three months when purchased to be cash equivalents.   Accounts Receivable   Accounts receivable are stated at cost less an allowance for credit losses, if applicable. Credit is extended to customers after an evaluation of the customer’s financial condition, and generally collateral is not required as a condition of credit extension. Management’s determination of the allowance for credit losses is based on an evaluation of the receivables, past experience, current economic conditions, and other risks inherent in the receivables portfolio.   Merchant Receivable and Reserve   The Company primarily sells its products through the internet and has an arrangement to process customer payments with third-party payment processors and negotiate the fee based on the market. The arrangement with the payment processors requires that the Company pay a fee between 2.5% and 5.0% of the transaction amounts processed. Pursuant to this agreement, there can be a waiting period between 2 to 5 days prior to reimbursement to the Company, as well as a calculated reserve which some payment processors hold back. Fees and reserves can change periodically with notice from the processors. At June 30, 2024 and September 30, 2023, the receivable from payment processors included approximately $653,157 and $585,345, respectively, for the waiting period amount and is recorded as accounts receivable in the accompanying condensed consolidated balance sheet.   Inventory   Inventory is stated at the lower of cost or net realizable value with cost being determined on a weighted average basis. The cost of inventory includes product cost, freight-in, and production fill and labor (portions of which we outsource to third party manufacturers). Write-offs of potentially slow moving or damaged inventory are recorded based on management’s analysis of inventory levels, forecasted future sales volume and pricing and through specific identification of obsolete or damaged products. We assess inventory quarterly for slow moving products and potential impairments and at a minimum perform a physical inventory count annually near fiscal year end.   Property and Equipment   Property and equipment items are stated at cost less accumulated depreciation. Expenditures for routine maintenance and repairs are charged to operations as incurred. Depreciation is charged to expense over the estimated useful lives of the assets using the straight-line method. Generally, the useful lives are five years for manufacturing equipment and automobiles and <span style="-sec-ix-

hidden:c116503312">three years for software, computer, and furniture and equipment. The useful life for leasehold improvements are over the term of the lease, or the remaining economic life of the asset, whichever is shorter. The cost and accumulated depreciation of property are eliminated from the accounts upon disposal, and any resulting gain or loss is included in the consolidated statements of operations for the applicable period. Long-lived assets held and used by the Company are reviewed for impairment whenever changes in circumstance indicate the carrying value of an asset may not be recoverable.   Fair Value Accounting   The Company utilizes accounting standards for fair value, which include the definition of fair value, the framework for measuring fair value, and disclosures about fair value measurements. Fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement should be determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, fair value accounting standards establish a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy).   Level 1 inputs utilize quoted prices in active markets for identical assets or liabilities that the Company has the ability to access. Level 2 inputs are inputs other than quoted prices included in Level 1 that are directly or indirectly observable for the asset or liability. Level 2 inputs may include quoted prices for similar assets and liabilities in active markets, as well as inputs that are observable for the asset or liability. Level 3 inputs are unobservable inputs for the asset or liability, which are based on an entity's own assumptions, as there is little, if any, observable market activity. In instances where the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability.   When the Company records an investment in marketable securities the carrying value is assigned at fair value. Any changes in fair value for marketable securities during a given period will be recorded as an unrealized gain or loss in the consolidated statement of operations. For investment other securities without a readily determinable fair value, the Company may elect to estimate its fair value at cost less impairment plus or minus changes resulting from observable price changes.   The Company elected the fair value option under ASC 825 Fair Value Measurements for it's Convertible notes. The convertible notes were initially recognized at fair value on the balance sheet. All subsequent changes in fair value, excluding the impact of the change in fair value related to instrument-specific credit risk are recorded in non-operating income. The changes in fair value related to instrument-specific credit risk is recorded through other comprehensive income (loss). See Note 12 for more information related to the convertible notes.   Revenue Recognition   Under ASC 606, Revenue from Contracts with Customers, the Company recognizes revenues when its customer obtains control of promised goods or services, in an amount that reflects the consideration which it expects to receive in exchange for those goods. The Company recognizes revenues following the five-step model prescribed under ASC 606: (i) identify contract(s) with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenues when (or as) we satisfy the performance obligation.   Performance Obligations   Contract liabilities represent unearned revenues and are presented as deferred revenue or customer deposits on the condensed consolidated balance sheets.   Other than account receivable, Company has no material contract assets nor contract liabilities at June 30, 2024.   The following tables represent a disaggregation of revenue by sales channel: <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Times New Roman; text-indent: 0px;"><tbody><tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> Three Months </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> Three Months </td><td style="font-family: Times New Roman; 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font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> Ended </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="text-align: center; font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> June 30, </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> June 30, </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="text-align: center; font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td><td style="font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> % of total </td><td style="font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td><td style="font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> % of total </td><td style="font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> E-commerce sales </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt;">$</td><td style="width: 9%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt;">3,937,930</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt;">76.1</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">%</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt;">$</td><td style="width: 9%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt;">5,000,261</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt;">81.7</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">%</td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt; width: 52%;"> Wholesale sales </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Times New Roman"; 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"; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">1,235,948</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">23.9</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">%</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Times New Roman"; 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"; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">1,119,119</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">18.3</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">%</td></tr><tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> Total Net Sales </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">5,173,878</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">100.0</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">%</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">6,119,380</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">100.0</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">%</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="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Times New Roman", Times, serif; 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rgb(0, 0, 0);">14,925,801</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);">100.0</td><td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">%</td><td style="width: 1%; font-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);">18,444,617</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);">100.0</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> <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="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;"></td></tr> </tbody></table>   Cost of Sales   The Company's cost of sales includes costs associated with distribution, fill and labor expense, components, manufacturing overhead, third-party providers, and outbound freight for the Company's products sales. For the Company's product sales, cost of sales also includes the cost of refurbishing products returned by customers that will be offered for resale, if any, and the cost of inventory write-downs associated with adjustments of held inventories to their net realizable value. These expenses are reflected in the Company's consolidated statements of operations when the product is sold and net sales revenues are recognized or, in the case of inventory write-downs, when circumstances indicate that the carrying value of inventories is in excess of their net realizable value.   Income Taxes   The Company is a North Carolina corporation that is treated as a corporation for federal and state income tax purposes. CBDI, Therapeutics, and Paw CBD are wholly owned subsidiaries and are disregarded entities for tax purposes and their entire share of taxable income or loss is included in the tax return of the Company and as of March 15, 2021, Therapeutics is also a wholly owned subsidiary and is a disregarded entity for tax purposes and its entire share of taxable income or loss is included in the tax return of the Company.   The Company accounts for income taxes pursuant to the provisions of the Accounting for Income Taxes topic of ASC 740 which requires, among other things, an asset and liability approach to calculating deferred income taxes. The asset and liability approach requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities. The Company uses the inside basis approach to determine deferred tax assets and liabilities associated with its investment in a consolidated pass-through entity. A valuation allowance is provided to offset any net deferred tax assets for which management believes it is more likely than not that the net deferred asset will not be realized.   Concentrations   Financial instruments that potentially expose the Company to concentrations of credit risk consist primarily of cash and cash equivalents, accounts receivable, and securities.   The Company places its cash and cash equivalents on deposit with financial institutions in the United States. The Federal Deposit Insurance Corporation ("FDIC") covers $250,000 for substantially all depository accounts. The Company from time to time may have amounts on deposit in excess of the insured limits. The Company had a $1.6 million uninsured balance at June 30, 2024.   Concentration of credit risk with respect to receivables is principally limited to trade receivables with corporate customers that meet specific credit policies. Management considers these customer receivables to represent normal business risk. The Company did not have any customers that represented a significant amount of our sales for the three and nine months ended June 30, 2024.   Earnings (Loss) Per Share   The Company uses ASC 260-10, Earnings Per Share for calculating the basic and diluted loss per share. The Company computes basic loss per share by dividing net loss and net loss attributable to common shareholders, after deducting preferred stock dividends, by the weighted average number of common shares outstanding. Common equivalent shares are excluded from the computation of net loss per share if their effect is anti-dilutive.   Liquidity and Going Concern Considerations   The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company experienced a loss of $3,547,327 for the nine months ended June 30, 2024, resulting in a working capital deficit of $567,610 at June 30, 2024.   While the Company is taking strong action, believes in the viability of its strategy and path to profitability, and in its ability to raise additional funds, there can be no assurances to that effect. The Company's working capital position may not be sufficient to support the Company's daily operations for the twelve months subsequent to the issuance of these annual financial statements. The Company's ability to continue as a going concern is dependent upon its ability to improve profitability and the ability to acquire additional funding. These and other factors raise substantial doubt about the Company's ability to continue as a going concern within twelve months after the date that the annual financial statements are issued. These financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result in the Company not being able to continue as a going concern.   Convertible Notes   Effective February 1, 2024 (the "Effective Date"), the Company entered into a Securities Purchase Agreement dated January 30, 2024 (the "Purchase Agreement") with five institutional investors (the "Investors") whereby the Investors advanced the Company an aggregate of $1,250,000 gross proceeds and the Company issued each Investor an 8% Senior Secured Original Issue 20% Discount Convertible Promissory Note, in the aggregate principal amount of $1,541,666 (the "Notes"). The Company is using the proceeds from the issuance of the Notes for working capital and general corporate purposes.   The Company elected the fair value option under ASC 825 Fair Value Measurements for the Notes. The Notes were initially recognized at fair value on the balance sheet. All subsequent changes in fair value, excluding the impact of the change in fair value related to instrument-specific credit risk are recorded in non-operating income. The changes in fair value related to instrument-specific credit risk is recorded through other comprehensive income (loss). See Note 12 for more information related to the Notes.   New Accounting Standards   The Company adopted ASU 2016-13 Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments (ASC 326) effective October 1, 2023. This standard replaced the incurred loss methodology with an expected loss methodology that is referred to as the current expected credit loss ("CECL") methodology. CECL requires an estimate of credit losses for the remaining estimated life of the financial asset using historical experience, current conditions, and reasonable and supportable forecasts and generally applies to financial assets measured at amortized cost, including loan receivables and held-to-maturity debt securities, and some off-balance sheet credit exposures such as unfunded commitments to extend credit. Financial assets measured at amortized cost are presented at the net amount expected to be collected by using an allowance for credit losses. The Company evaluated the impacts of this standard and has determined that is does not have a material impact on the consolidated financial statements. Principles of Consolidation   The condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries CBDI, Paw CBD, Proline and Therapeutics. All material intercompany transactions and balances have been eliminated in consolidation. Use of Estimates   The Company's condensed consolidated financial statements have been prepared in accordance with US GAAP and requires management to make estimates and assumptions that affect the amounts of assets and liabilities and disclosures of contingent assets and liabilities as of the date of the financial statements and reported amounts of revenues and expenses during the periods presented. Estimates and assumptions are reviewed periodically, and the effects of revisions are reflected in the consolidated financial statements in the period they are determined to be necessary. Significant estimates made in the accompanying condensed consolidated financial statements include, but are not limited to, allowances for credit losses, inventory valuation reserves, expected sales returns and allowances, certain assumptions related to the valuation of investments other securities, acquired intangibles and long-lived assets and the recoverability of intangible and long-lived assets and income taxes, including deferred tax valuation allowances and reserves for estimated tax liabilities, and contingent liability is a material estimate. Actual results could differ from these estimates. The Company continues to monitor macroeconomic conditions to remain flexible and to optimize and evolve its business as appropriate. Cash and Cash Equivalents   <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-

align:justify;margin:0pt;">For financial statements purposes, the Company considers all highly liquid investments with a maturity of less than three months when purchased to be cash equivalents. Accounts Receivable   Accounts receivable are stated at cost less an allowance for credit losses, if applicable. Credit is extended to customers after an evaluation of the customer's financial condition, and generally collateral is not required as a condition of credit extension. Management's determination of the allowance for credit losses is based on an evaluation of the receivables, past experience, current economic conditions, and other risks inherent in the receivables portfolio. Merchant Receivable and Reserve   The Company primarily sells its products through the internet and has an arrangement to process customer payments with third-party payment processors and negotiate the fee based on the market. The arrangement with the payment processors requires that the Company pay a fee between 2.5% and 5.0% of the transaction amounts processed. Pursuant to this agreement, there can be a waiting period between 2 to 5 days prior to reimbursement to the Company, as well as a calculated reserve which some payment processors hold back. Fees and reserves can change periodically with notice from the processors. At June 30, 2024 and September 30, 2023, the receivable from payment processors included approximately $653,157 and $585,345, respectively, for the waiting period amount and is recorded as accounts receivable in the accompanying condensed consolidated balance sheet. 0.025 0.05 653157 585345 Inventory   Inventory is stated at the lower of cost or net realizable value with cost being determined on a weighted average basis. The cost of inventory includes product cost, freight-in, and production fill and labor (portions of which we outsource to third party manufacturers). Write-offs of potentially slow moving or damaged inventory are recorded based on management's analysis of inventory levels, forecasted future sales volume and pricing and through specific identification of obsolete or damaged products. We assess inventory quarterly for slow moving products and potential impairments and at a minimum perform a physical inventory count annually near fiscal year end. Property and Equipment   Property and equipment items are stated at cost less accumulated depreciation. Expenditures for routine maintenance and repairs are charged to operations as incurred. Depreciation is charged to expense over the estimated useful lives of the assets using the straight-line method. Generally, the useful lives are five years for manufacturing equipment and automobiles and three years for software, computer, and furniture and equipment. The useful life for leasehold improvements are over the term of the lease, or the remaining economic life of the asset, whichever is shorter. The cost and accumulated depreciation of property are eliminated from the accounts upon disposal, and any resulting gain or loss is included in the consolidated statements of operations for the applicable period. Long-lived assets held and used by the Company are reviewed for impairment whenever changes in circumstance indicate the carrying value of an asset may not be recoverable. Fair Value Accounting   The Company utilizes accounting standards for fair value, which include the definition of fair value, the framework for measuring fair value, and disclosures about fair value measurements. Fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement should be determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, fair value accounting standards establish a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy).   Level 1 inputs utilize quoted prices in active markets for identical assets or liabilities that the Company has the ability to access. Level 2 inputs are inputs other than quoted prices included in Level 1 that are directly or indirectly observable for the asset or liability. Level 2 inputs may include quoted prices for similar assets and liabilities in active markets, as well as inputs that are observable for the asset or liability. Level 3 inputs are unobservable inputs for the asset or liability, which are based on an entity's own assumptions, as there is little, if any, observable market activity. In instances where the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability.   When the Company records an investment in marketable securities the carrying value is assigned at fair value. Any changes in fair value for marketable securities during a given period will be recorded as an unrealized gain or loss in the consolidated statement of operations. For investment other securities without a readily determinable fair value, the Company may elect to estimate its fair value at cost less impairment plus or minus changes resulting from observable price changes.   The Company elected the fair value option under ASC 825 Fair Value Measurements for it's Convertible notes. The convertible notes were initially recognized at fair value on the balance sheet. All subsequent changes in fair value, excluding the impact of the change in fair value related to instrument-specific credit risk are recorded in non-operating income. The changes in fair value related to instrument-specific credit risk is recorded through other comprehensive income (loss). See Note 12 for more information related to the convertible notes. Revenue Recognition   Under ASC 606, Revenue from Contracts with Customers, the Company recognizes revenues when its customer obtains control of promised goods or services, in an amount that reflects the consideration which it expects to receive in exchange for those goods. The Company recognizes revenues following the five-step model prescribed under ASC 606: (i) identify contract(s) with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenues when (or as) we satisfy the performance obligation.   Performance Obligations   Contract liabilities represent unearned revenues and are presented as deferred revenue or customer deposits on the condensed consolidated balance sheets.   Other than account receivable, Company has no material contract assets nor contract liabilities at June 30, 2024.   The following tables represent a disaggregation of revenue by sales channel: <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Times New Roman; text-indent: 0px;"><tbody><tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> Three Months </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="text-align: center; font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; 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font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> % of total </td><td style="font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td><td style="font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> % of total </td><td style="font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td> </td><td> </td><td> </td><td> </td>

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font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">%</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt;">$</td><td style="width: 9%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt;">5,000,261</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt;">81.7</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">%</td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt; width: 52%;"> Wholesale sales </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Times New Roman"; 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"; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">1,235,948</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">23.9</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">%</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Times New Roman"; 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"; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">1,119,119</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">18.3</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">%</td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> Total Net Sales </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; 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; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">5,173,878</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">100.0</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">%</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; 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; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">6,119,380</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">100.0</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">%</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; 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font-size: 10pt; margin-left: 0pt;"> June 30, </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; 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;"> June 30, </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; text-align: center; 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: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">14,796,326</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;">80.2</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); vertical-align: bottom"><td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Wholesale sales </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: 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);">2,938,147</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%; 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font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </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: 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);">19.8</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="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Total Net Sales </td><td style="width: 1%; font-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);">$</td><td style="width: 9%; 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font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">%</td></tr> </tbody></table> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: "Times New Roman", Times, serif; text-indent: 0px;"><tbody><tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> Nine Months </td><td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td><td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td><td style="text-align: center; font-family: "Times New Roman", Times, serif; 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font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">80.3</td><td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">%</td><td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">14,796,326</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; 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margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">14,925,801</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);">100.0</td><td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px;">%</td><td style="width: 1%; font-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; 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For the Company's product sales, cost of sales also includes the cost of refurbishing products returned by customers that

will be offered for resale, if any, and the cost of inventory write-downs associated with adjustments of held inventories to their net realizable value. These expenses are reflected in the Company's consolidated statements of operations when the product is sold and net sales revenues are recognized or, in the case of inventory write-downs, when circumstances indicate that the carrying value of inventories is in excess of their net realizable value. Income Taxes   The Company is a North Carolina corporation that is treated as a corporation for federal and state income tax purposes. CBDI, Therapeutics, and Paw CBD are wholly owned subsidiaries and are disregarded entities for tax purposes and their entire share of taxable income or loss is included in the tax return of the Company and as of March 15, 2021, Therapeutics is also a wholly owned subsidiary and is a disregarded entity for tax purposes and its entire share of taxable income or loss is included in the tax return of the Company.   The Company accounts for income taxes pursuant to the provisions of the Accounting for Income Taxes topic of ASC 740 which requires, among other things, an asset and liability approach to calculating deferred income taxes. The asset and liability approach requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities. The Company uses the inside basis approach to determine deferred tax assets and liabilities associated with its investment in a consolidated pass-through entity. A valuation allowance is provided to offset any net deferred tax assets for which management believes it is more likely than not that the net deferred asset will not be realized. Concentrations   Financial instruments that potentially expose the Company to concentrations of credit risk consist primarily of cash and cash equivalents, accounts receivable, and securities.   The Company places its cash and cash equivalents on deposit with financial institutions in the United States. The Federal Deposit Insurance Corporation ("FDIC") covers $250,000 for substantially all depository accounts. The Company from time to time may have amounts on deposit in excess of the insured limits. The Company had a $1.6 million uninsured balance at June 30, 2024.   Concentration of credit risk with respect to receivables is principally limited to trade receivables with corporate customers that meet specific credit policies. Management considers these customer receivables to represent normal business risk. The Company did not have any customers that represented a significant amount of our sales for the three and nine months ended June 30, 2024. 1600000 Earnings (Loss) Per Share   The Company uses ASC 260-10, Earnings Per Share for calculating the basic and diluted loss per share. The Company computes basic loss per share by dividing net loss and net loss attributable to common shareholders, after deducting preferred stock dividends, by the weighted average number of common shares outstanding. Common equivalent shares are excluded from the computation of net loss per share if their effect is anti-dilutive. Liquidity and Going Concern Considerations   The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company experienced a loss of $3,547,327 for the nine months ended June 30, 2024, resulting in a working capital deficit of $567,610 at June 30, 2024.   While the Company is taking strong action, believes in the viability of its strategy and path to profitability, and in its ability to raise additional funds, there can be no assurances to that effect. The Company's working capital position may not be sufficient to support the Company's daily operations for the twelve months subsequent to the issuance of these annual financial statements. The Company's ability to continue as a going concern is dependent upon its ability to improve profitability and the ability to acquire additional funding. These and other factors raise substantial doubt about the Company's ability to continue as a going concern within twelve months after the date that the annual financial statements are issued. These financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result in the Company not being able to continue as a going concern. -3547327 -567610 Convertible Notes   Effective February 1, 2024 (the "Effective Date"), the Company entered into a Securities Purchase Agreement dated January 30, 2024 (the "Purchase Agreement") with five institutional investors (the "Investors") whereby the Investors advanced the Company an aggregate of $1,250,000 gross proceeds and the Company issued each Investor an 8% Senior Secured Original Issue 20% Discount Convertible Promissory Note, in the aggregate principal amount of $1,541,666 (the "Notes"). The Company is using the proceeds from the issuance of the Notes for working capital and general corporate purposes.   The Company elected the fair value option under ASC 825 Fair Value Measurements for the Notes. The Notes were initially recognized at fair value on the balance sheet. All subsequent changes in fair value, excluding the impact of the change in fair value related to instrument-specific credit risk are recorded in non-operating income. The changes in fair value related to instrument-specific credit risk is recorded through other comprehensive income (loss). See Note 12 for more information related to the Notes. 1250000 0.08 0.20 1541666 New Accounting Standards   The Company adopted ASU 2016-13 Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments (ASC 326) effective October 1, 2023. This standard replaced the incurred loss methodology with an expected loss methodology that is referred to as the current expected credit loss ("CECL") methodology. CECL requires an estimate of credit losses for the remaining estimated life of the financial asset using historical experience, current conditions, and reasonable and supportable forecasts and generally applies to financial assets measured at amortized cost, including loan receivables and held-to-maturity debt securities, and some off-balance sheet credit exposures such as unfunded commitments to extend credit. Financial assets measured at amortized cost are presented at the net amount expected to be collected by using an allowance for credit losses. The Company evaluated the impacts of this standard and has determined that is does not have a material impact on the consolidated financial statements. NOTE 2 -MARKETABLE SECURITIES AND INVESTMENT OTHER SECURITIES   The Company has, from time to time, entered into contracts where a portion of the consideration provided by the counterparty in exchange for the Company's services was common stock, options or warrants (an equity position). In these situations, upon invoicing the customer for the stock or other instruments, the Company recorded the receivable as accounts receivable other, and used the value of the stock or other instrument upon invoicing to determine the value. In determining fair value of marketable securities and investment other securities, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible and consider counterparty credit risk in our assessment of fair value. The Company determines the fair value of marketable securities and investment other securities based on assumptions that market participants would use in pricing an asset or liability in the principal or most advantageous market. When considering market participant assumptions in fair value measurements, the fair value hierarchy distinguishes between observable and unobservable inputs.   On April 7, 2022, CBD Industries, LLC entered into an asset sale agreement to sell substantially all its manufacturing assets to a subsidiary of Steady State, LLC ("Steady State"). The equipment sale is initially valued at approximately $1.8 million for accounting purposes, the sale price consisting of products to be provided to the Company under the manufacturing and supply agreement and $1.4 million of which the Company invested into Steady State in the form of an equity investment consistent with the terms of Steady State's completed series C financing. As of September 30, 2023, the Company impaired this investment by $700,000. The Company has classified this investment as Level <em style="font: inherit;">3 for fair value measurement purposes as there are <em style="font: inherit;">no observable inputs and has included in non-current assets on the accompanying condensed consolidated balance sheets as the Company plans to hold this investment.</p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">In valuing the investments, the Company used the value paid, which was the price offered to all <em style="font: inherit;">third-party investors.</p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;"> </p> 1800000 1400000 700000 <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">NOTE <em style="font: inherit;">3 - INVENTORY</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;">Inventory at <em style="font: inherit;"> June 30, 2024 and <em style="font: inherit;"> September 30, <em style="font: inherit;">2023 consists of the following:</p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Times New Roman; text-indent: 0px;"><tbody><tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:center;margin:0pt;"><em style="font: inherit;">June 30,</p> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:center;margin:0pt;"><em style="font: inherit;">September 30,</p> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:center;margin:0pt;"><em style="font: inherit;">2024</p> </td><td style="font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:center;margin:0pt;"><em style="font: inherit;">2023</p> </td><td style="font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt; width: 70%;"> <p style="font-family: "Times New Roman"; font-size: 10pt; font-variant: normal; margin: 0pt;">Finished Goods</p> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 12%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">2,157,065</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 12%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">2,782,680</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> Inventory Components </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman;

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2023 </td><td style="font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px;"> </td></tr><tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt; width: 70%;">
Computers, furniture and equipment </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 12%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">1,577,411</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 12%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">1,392,776</td><td style="width: 1%; font-family: Times New Roman;

font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> Manufacturing equipment </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 12%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">284,275</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 12%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">284,275</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Times New Roman; 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font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(1,795,700</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(1,458,640</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> Property and equipment, net </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; 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margin-left: 0pt;"> </td></tr> </tbody></table> 1577411 1392776 284275 284275 487081 487081 0 11087 2348767 2175219 1795700 1458640 553067 716579 395098 249457 NOTE 5 - INTANGIBLE ASSETS   Intangible Assets   Intangible assets as of June 30, 2024 and September 30, 2023 consisted of the following: <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Times New Roman; text-indent: 0px;"><tbody><tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> June 30, </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> September 30, </td>

<td style="font-family: Times New Roman; font-size: 10pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td><td style="font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2023 </td><td style="font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt; width: 70%;"> Trademark related to cbdMD </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 12%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">21,585,000</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 12%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">21,585,000</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> Trademark for HempMD </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; 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font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">2,700,564</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; 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; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">3,219,090</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td></tr> </tbody></table>   Amortization expense related to definite lived intangible assets was $1,400,603 and $1,105,630 for the <em style="font: inherit;">nine months ended <em style="font: inherit;"> June 30, 2024 and <em style="font: inherit;">2023.</p> <p style="font-family: "Times New Roman", Times, serif; 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The contractual obligations and earn out provision were accounted for as a contingent liability and fair value was determined using Level 3 inputs, as estimating the fair value of these contingent liabilities require the use of significant and subjective inputs that may and are likely to change over the duration of the liabilities with related changes in internal and external market factors.   The agreement also provided that an additional 338,889 Earnout Shares would be issued as part of the consideration, upon the satisfaction of certain aggregate net revenue criteria by cbdMD within 60 months following the closing date of the merger.   <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Times New Roman; text-indent: 0px;"><tbody><tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt; width: 48%; border-bottom: 1px solid rgb(0, 0, 0);"> Aggregate Net Revenues </td><td style="font-family: Times New Roman; font-size: 10pt; width: 1%;"> </td><td colspan="1" style="font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 1%;"> Shares Issued/ Each $ of Aggregate Net Revenue Ratio </td><td style="font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px; width: 1%;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="width: 48%;"> </td><td style="width: 1%;"> </td><td style="width: 48%;"> </td><td style="width: 1%;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt; width: 48%;"> $1 - $20,000,000 </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 48%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">0.00423615</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt; width: 48%;"> $20,000,001 - $60,000,000 </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 48%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">0.002118075</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt; width: 48%;"> $60,000,001 - $140,000,000 </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 48%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">0.001059038</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td></tr> </tbody></table>   An aggregate of 271,405 Earnout shares were issued through September 30, 2023. There is no further Earnout obligation.   The Company determined the final Earnout shares to be issued were 19,818 and were issued on January 11, 2024. There is no further Earnout obligation. 338889 144445 194945 194445 338889 P60M <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Times New Roman; text-indent: 0px;"><tbody><tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt; width: 48%; border-bottom: 1px solid rgb(0, 0, 0);"> Aggregate Net Revenues </td><td style="font-family: Times New Roman; font-size: 10pt; width: 1%;"> </td><td colspan="1" style="font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0); width: 1%;"> Shares Issued/ Each $ of Aggregate Net Revenue Ratio </td><td style="font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px; width: 1%;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="width: 48%;"> </td><td style="width: 1%;"> </td><td style="width: 48%;"> </td><td style="width: 1%;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt; width: 48%;"> $1 - $20,000,000 </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 48%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">0.00423615</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt; width: 48%;"> $20,000,001 - $60,000,000 </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 48%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">0.002118075</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt; width: 48%;"> $60,000,001 - $140,000,000 </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 48%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">0.001059038</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td></tr> </tbody></table> 0.00423615 0.002118075 0.001059038 271405 NOTE 7 - RELATED PARTY TRANSACTIONS   None.   NOTE 8 - SHAREHOLDERS' EQUITY   Preferred Stock - The Company is authorized to issue 50,000,000 shares of preferred stock, par value $0.001 per share. In October 2019, the Company designated 5,000,000 of these shares as 8.0% Series A Cumulative Convertible Preferred Stock. Our 8.0% Series A Cumulative Convertible Preferred Stock ranks senior to our common stock for liquidation or dividend provisions and holders are entitled to receive cumulative cash dividends at an annual rate of 8.0% payable monthly in arrears for the prior month. The Company reviewed ASC 480 - Distinguishing Liabilities from Equity in order to determine the appropriate accounting treatment for the preferred stock and determined that the preferred stock should be treated as equity. There were 5,000,000 shares of 8.0% Series A Cumulative Convertible Preferred Stock issued and outstanding at June 30, 2024 and September 30, 2023.   The total amount of preferred dividends declared and accrued were $1,000,500 and $3,001,501 for the three and nine months ended June 30, 2024, respectively, and the total amount of preferred dividends declared and paid were $1,000,501 and $3,001,503 for the three and nine months ended June 30, 2023, respectively.   Common Stock - The Company is authorized to issue 150,000,000 shares of common stock, par value $0.001 per share. There were 3,759,433 and 2,960,573 shares of common stock issued and outstanding at June 30, 2024 and September 30, 2023, respectively.   On March 2, 2023 Company entered into a purchase agreement (the "ELOC") with Keystone Capital Partners, LLC ("Keystone"), pursuant to which Keystone committed to purchase up to 281,934 of shares of our common stock. Upon the execution of the ELOC, The Company issued 2,616 shares of common stock as "Commitment Shares" to Keystone as consideration for its commitment to purchase shares of our common stock under the ELOC. An additional 6,104 Commitment Shares were issued 180 days after the date of the ELOC. The 281,934 shares of the Company's common stock were registered for resale and may be issued under the ELOC or sold by us to Keystone at our discretion from time to time over a 12 month period commencing April 1, 2023. The purchase price for the shares that the Company sold to Keystone under the ELOC fluctuated based on the price of the Company's common stock. Keystone purchased an aggregate of 180,955 shares (64,218 of which were purchases during the nine months ended June 30, 2024) under the ELOC, which has expired.   Stock Options - The Company currently has awards outstanding with service conditions and graded-vesting features. We recognize compensation cost on a straight-line basis over the requisite service period.   Preferred stock transactions: The Company had no preferred stock transactions in the three and nine months ended June 30, 2024 and 2023.   Common stock transactions: In the nine months ended June 30, 2024:   In April 2024, the Company issued an aggregate of 714,229 shares of common stock pursuant to the partial conversion of certain principal and interest related to the Notes.   In March 2024, the company issued 16,000 of restricted stock awards to the Company's board of directors. The shares vest quarter on fourth on June 30, 2024, one fourth, on September 30, 2024, one fourth on December 31, 2024, and one fourth on March 31, 2025. The stock awards were valued at the fair market price of $13,760 and will amortize over the individual vesting periods.   <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt; text-align:

justify;">In January 2024, the Company issued 64,218 shares under our ELOC.   In January 2024, the Company issued 19,818 shares as part of the final Earnout.   Stock option transactions: In the nine months ended June 30, 2024:   On April 1, 2024, the Company granted its board of directors an aggregate of 8,000 common stock options. The options vested immediately, have a strike price of $0.86 and a five-year term. The Company has recorded a total prepaid expense of approximately $4,300 and intends to amortize the expense over the <em style="font: inherit;">12-month board term. </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt; text-align: justify;"> </p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; margin: 0pt; text-align: justify;">The following table summarizes the inputs used for the Black-Scholes pricing model on the options issued in the <em style="font: inherit;">nine months ended <em style="font: inherit;"> June 30, 2024 and <em style="font: inherit;">2023:</p> <p style="font-family: "Times New Roman", Times, serif; font-size: 10pt; font-variant: normal; text-align: justify; 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="background-color: rgb(255, 255, 255); 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Our weighted-average assumptions used in the Black-Scholes valuation model for equity awards with time-based vesting provisions granted during the year.   The following table summarizes stock option activity under both plans for the nine months ended June 30, 2024:   <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Times New Roman, text-indent: 0px;"><tbody><tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="text-align: center; font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="text-align: center; font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; 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vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt; width: 52%;"> Outstanding at September 30, 2023 </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">41,765</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">144.43</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; 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0);"> </td><td style="width: 9%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; padding: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);">(2,447</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding: 0; margin: 0")></td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; padding: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; padding: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);">166.06</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; padding: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; 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font-family: "Times New Roman"; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">47,318</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">119.00</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">3.36</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">-</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td> </td><td style="padding-bottom: 1px;"> </td><td style="border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="padding-bottom: 1px;"> </td><td style="padding-bottom: 1px;"> </td><td style="border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="padding-bottom: 1px;"> </td><td style="padding-bottom: 1px;"> </td><td style="border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="padding-bottom: 1px;"> </td><td style="padding-bottom: 1px;"> </td><td style="padding-bottom: 1px;"> </td><td style="border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> Exercisable at June 30, 2024 </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; border-bottom: 4px double rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt; border-bottom: 4px double rgb(0, 0, 0);">45,651</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt; border-bottom: 4px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt; border-bottom: 4px double rgb(0, 0, 0);">122.98</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; border-bottom: 4px double rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt; border-bottom: 4px double rgb(0, 0, 0);">3.39</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt; border-bottom: 4px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt; border-bottom: 4px double rgb(0, 0, 0);">-</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td></tr> </tbody></table>   As of June 30, 2024, there was approximately $3,925 of total unrecognized compensation cost related to non-vested stock options which vest over a period of approximately 0.75 years.   Restricted Stock Award transactions: In the nine months ended June 30, 2024:   In March 2024, the company issued 16,000 of restricted stock awards to the Company's board of directors. The shares vest quarter on fourth on June 30, 2024, one fourth, on September 30, 2024, one fourth on December 31, 2024, and one fourth on March 31, 2025. The stock awards were valued at the fair market price of $4,296 upon issuance and will amortize over the individual vesting periods.   In the nine months ended June 30, 2023:   In February of 2023, the Company issued 445 of restricted stock awards to the Company's board of directors. The shares vested quarterly, one fourth on June 30, 2023, one fourth on September 30, 2023, one fourth on December 31, 2023, and one fourth on March 31, 2024. The stock awards were valued at the fair market price of $5,660 upon issuance and will amortize over the individual vesting periods.   In January 2023, the Company issued 3,889 shares to a group of employees. The shares vested upon issuance, having a fair market value upon issuance of $40,950.   In December 2022, the Company issued 1,112 shares of restricted common stock to an employee. 556 shares vested upon issuance and the Company recorded a total expense of $6,250. 556 shares vest based on meeting certain direct to consumer revenue performance hurdles prior to December 2024.   <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Times New Roman; text-indent: 0px;"><tbody><tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="text-align: center; font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="text-align: center; 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font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> remaining </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> Aggregate </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="text-align: center; font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; 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font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> exercise price </td><td style="font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> (in years) </td><td style="font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> (in thousands) </td><td style="font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt; width: 52%;"> <p style="font-family: "Times New Roman"; font-size: 10pt; font-variant: normal; margin:

0pt;">Outstanding at September 30, 2023 </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">41,765</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">144.43</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: Times New Roman; 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text-align: right; font-family: "Times New Roman"; font-size: 10pt; padding: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);">(2,447</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding: 0; margin: 0">)</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; padding: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; padding: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);">166.06</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; padding: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; 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text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">47,318</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">119.00</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">3.36</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">-</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td> </td><td style="padding-bottom: 1px;"> </td><td style="border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="padding-bottom: 1px;"> </td><td style="padding-bottom: 1px;"> </td><td style="border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="padding-bottom: 1px;"> </td><td style="padding-bottom: 1px;"> </td><td style="border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="padding-bottom: 1px;"> </td><td style="padding-bottom: 1px;"> </td><td style="border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); 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font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; border-bottom: 4px double rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt; border-bottom: 4px double rgb(0, 0, 0);">3.39</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt; border-bottom: 4px double rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt; border-bottom: 4px double rgb(0, 0, 0);">-</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td></tr> </tbody></table> 41765 144.43 P3Y7M24D 8000 0 -0 0 2447 166.06 47318 119 P3Y4M9D 45651 122.98 P3Y4M20D 3925 P0Y9M 16000 445 5660 3889 40950 1112 556 6250 556 NOTE 10 - WARRANTS   Transactions involving the Company equity-classified warrants for the nine months ended June 30, 2024 and 2023 are summarized as follows: <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Times New Roman; text-indent: 0px;"><tbody><tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="text-align: center; font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="text-align: center; font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> Weighted-average </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="text-align: center; font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="text-align: center; font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="text-align: center; font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> remaining </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> Aggregate </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="text-align: center; font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> Weighted-average </td><td style="font-family: Times New Roman; 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intrinsic value
</td><td style="font-family: Times New Roman; font-size: 10pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> Number of shares </td><td style="font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> exercise price </td><td style="font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> (in years) </td><td style="font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> (in thousands) </td><td style="font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt; width: 52%;"> Outstanding at September 30, 2023 </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">50,309</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">37.75</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">4.07</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">-</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt; padding: 0; margin: 0"> Forfeited </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; padding: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; padding: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);">(1,352</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding: 0; margin: 0">)</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; padding: 0px; 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font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">29.48</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">3.42</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">-</td><td style="width: 1%; font-family: Times New Roman; 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font-size: 10pt; font-family: Times New Roman; text-indent: 0px;"><tbody><tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="text-align: center; font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> Weighted-average </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; 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text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">1,079</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 12%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">176.06</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> October 2024 </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> Exercisable at $56.25 per share </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 12%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> 822 </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 12%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">56.25</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> January 2025 </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt; padding: 0; margin: 0"> Exercisable at $168.75 per share </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 12%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; padding: 0; margin: 0">3,199</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 12%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; padding: 0; margin: 0">168.75</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding: 0; margin: 0"> </td><td style="font-family: Times New Roman; font-size: 10pt; padding: 0; margin: 0"> June 2026
</td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> Exercisable at $168.30 per share </td><td style="width: 1%; font-family: Times New

Roman; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt;"> </td><td style="width: 12%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt;">3,357</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Times New Roman"; font-size: 10pt;"> </td><td style="width: 12%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt;">168.30</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> December 2025 </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> Exercisable at $2.52 per share</p> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">40,500</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">2.52</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;"><em style="font: inherit;">April 2028</p> </td></tr> <tr style="background-color: rgb(255, 255, 255); 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font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">4.07</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">$</td><td style="width: 9%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">-</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt; padding: 0; margin: 0"> Forfeited </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; padding: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; padding: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);">(1,352</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding: 0; margin: 0">)</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; padding: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; padding: 0px; margin: 0px; border-bottom: 1px solid rgb(0, 0, 0);">337.50</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; 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text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">3.42</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 9%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">-</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td> </td><td style="padding-bottom: 1px;"> </td><td style="border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="border-bottom: 1px solid rgb(0, 0, 0); text-align: right;"> </td><td style="padding-bottom: 1px;"> </td><td style="padding-bottom: 1px;"> </td><td style="border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="padding-bottom: 1px;"> </td><td style="padding-bottom: 1px;"> </td><td style="border-bottom: 1px solid rgb(0, 0, 0); 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font-family: Times New Roman; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td></tr> </tbody></table> 50309 37.75 P4Y25D 1352 337.5 48957 29.48 P3Y5M1D 48957 29.48 <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Times New Roman; text-indent: 0px;"><tbody><tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="text-align: center; font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td colspan="2" style="text-align: center; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> Weighted-average </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; 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vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> Exercisable at $176.06 per share </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 12%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">1,079</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 12%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">176.06</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> October 2024 </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> Exercisable at $56.25 per share </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 12%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> 822 </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 12%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">56.25</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> January 2025 </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt; padding: 0; margin: 0"> Exercisable at $168.75 per share </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 12%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; padding: 0; margin: 0">3,199</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; padding: 0; margin: 0"> </td><td style="width: 12%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; padding: 0; margin: 0">168.75</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding: 0; margin: 0"> </td><td style="font-family: Times New Roman; font-size: 10pt; padding: 0; margin: 0"> June 2026 </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> Exercisable at $168.30 per share </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt;"> </td><td style="width: 12%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt;">3,357</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px;"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt;"> </td><td style="width: 12%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt;">168.30</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;"> </td><td style="font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> December 2025 </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> Exercisable at $2.52 per share</p> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">40,500</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Times New Roman"; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; text-align: right; font-family: "Times New Roman"; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">2.52</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;margin:0pt;"><em style="font: inherit;">April 2028</p> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; border-bottom: 3px double rgb(0, 0, 0);"> </td><td style="width: 12%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">48,957</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">$</td><td style="width: 12%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 3px double rgb(0, 0, 0);">37.75</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td></tr> </tbody></table> 1079 176.06 822 56.25 3199 168.75 3357 168.3 40500 2.52 48957 37.75 NOTE 11 -   COMMITMENTS AND CONTINGENCIES   Commencing August 2019 the Company's executive offices were located at 8845 Red Oak Blvd, Charlotte, NC (the "Red Oak Facilities") which we sub-leased under a sublease agreement dated July11, 2019 which expires December 2026 (the "Red Oak Sublease"). We received a default notice from HSKL, Inc., the sub landlord, in September 2023. Effective March 20, 2024 we entered into a License Agreement, dated as of March 14, 2024, by and between cbdMD, Inc. and HSKL (the "License Agreement") and Lease Forbearance Agreement, dated as of March 14, 2024, by and between cbdMD, Inc. and HSKL (the "Forbearance Agreement"). Under the License Agreement we have granted HSKL a license to possess and use a portion of the Red Oak Facilities until the earlier of (i) the termination of the Forbearance Agreement and (ii) July 31, 2024 (the "Termination Date"). The termination of the License Agreement will result in termination of the Red Oak Sublease. Pursuant to the Forbearance Agreement HSKL has agreed to forbear from proceeding to exercise its remedies against us under the Red Oak Sublease, and the declaration of default related to past due rent in consideration of the following payments to HSKL: $80,000 upon the execution of the Forbearance Agreement, followed by four monthly payments of $40,000. HSKL's forbearance shall extend to the Termination Date and HSKL shall dismiss (without prejudice) a Complaint in Summary Ejectment filed in Mecklenburg County, North Carolina on February 27, 2024. In the event of our breach of any of the conditions of the Forbearance Agreement, HSKL's obligation to forbear shall cease, and HSKL may immediately exercise any and all of its rights or remedies at law, in equity or under the Red Oak Sublease. The Company has made all payments required under the Forbearance Agreement and License Agreement and is working with HSKL to resolve for the back due rent through the termination date.   80000 40000 NOTE 12 - NOTE PAYABLE   Effective February 1, 2024 (the "Effective Date"), the Company entered into a Securities Purchase Agreement dated January 30, 2024 (the "Purchase Agreement") with five institutional investors (the "Investors") whereby the Investors advanced the Company an aggregate of $1,250,000 gross proceeds and the Company issued each Investor an 8% Senior Secured Original Issue 20% Discount Convertible Promissory Note, in the aggregate principal amount of $1,541,666 (the "Notes"). The Company intends to use the proceeds from the issuance of the Notes for working capital and general corporate purposes.   Each Note bears interest of 8% per annum and matures on July 30, 2025. The Note is convertible into shares of common stock at any time following the date of issuance at the Investor's option at an initial conversion price of $0.684 per share (the "Conversion Price"), subject to certain adjustments. If 30 calendar days, 60 calendar days, 90 calendar days, 120 calendar days, or 180 calendar days after the effective date of the Registration Statement (as defined below) (the "Adjustment Dates"), the Conversion Price then in effect is higher than the Market Conversion Price then in effect on the Adjustment Date, the Conversion Price shall automatically decrease to the Market Conversion Price (as defined under the Note). The Conversion Price is subject to a $0.30 floor price. As of the filing date of this report, the effective Conversion Price is $0.615.   Furthermore, at any time after the issuance of the Note, the Company may, after written notice to the Investor, prepay any portion or all outstanding Principal Amount by paying an amount equal to 125% of the Principal Amount then being prepaid (representing a 25% prepayment premium payable to the Investor which shall not constitute a principal repayment); provided that a Registration Statement registering all of the Conversion Shares issuable under the Note shall have been declared effective. If the Company elects to prepay the Note, the Investor shall have the right, upon written notice to the Company within five trading days of the Investor's receipt of a Prepayment Notice, to convert into common stock, up to 100% of the Prepayment Amount at the Conversion Price, upon the terms provided in the Note.   Upon the occurrence of any Event of Default (as defined in the Note), the Interest rate shall automatically be increased to the lesser of 22% per annum or the highest amount permitted by law. In the event that such Event of Default is subsequently cured (and no other Event of Default then exists), the

adjustment shall cease to be effective as of the day immediately following the date of such cure; provided that the Interest as calculated and unpaid at such increased rate during the continuance of such Event of Default shall continue to apply to the extent relating to the days after the occurrence of such Event of Default through and including the date of such cure of such Event of Default.</p> <p style="font-family: "Times New Roman"; font-size: 10pt; font-variant: normal; margin: 0pt; text-align: justify;"> </p> <p style="font-family: "Times New Roman"; font-size: 10pt; font-variant: normal; margin: 0pt; text-align: justify;">In addition, upon the occurrence of Event of Default, which has <em style="font: inherit;">not been cured within any applicable cure period, the Company shall be obligated to pay to the Investor the Mandatory Default Amount, which Mandatory Default Amount shall be payable to the Investor on the date the Event of Default giving rise thereto occurs. In the event the Note shall be converted following the occurrence of an Event of Default, the Investor shall have the option to convert the Mandatory Default Amount, upon the terms provided in the Note.</p> <p style="font-family: "Times New Roman"; font-size: 10pt; font-variant: normal; margin: 0pt; text-align: justify;"> </p> <p style="font-family: "Times New Roman"; font-size: 10pt; font-variant: normal; margin: 0pt; text-align: justify;">The Notes are secured by a <em style="font: inherit;">first priority security interest as evidenced by and to the extent set forth in a Security Agreement, by and between the Company and the Investors.</p> <p style="font-family: "Times New Roman"; font-size: 10pt; font-variant: normal; margin: 0pt; text-align: justify;"> </p> <p style="font-family: "Times New Roman"; font-size: 10pt; font-variant: normal; text-align: justify; margin: 0pt;">The Company elected the fair value option under ASC <em style="font: inherit;">825 <i>Fair Value Measurements</i> for the Notes. The Notes were initially recognized at a fair value of $2,702,000 on the balance sheet as of <em style="font: inherit;"> March <em style="font: inherit;">31,2023. All subsequent changes in fair value, excluding the impact of the change in fair value related to instrument-specific credit risk are recorded in non-operating income. The changes in fair value related to instrument-specific credit risk is recorded through other comprehensive income (loss).</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 overall change in fair value of the Notes during the quarter ended <em style="font: inherit;"> June 30, 2024 was a decrease of <em style="font: inherit;">$859,963. The overall change in principal value related to the conversion of Notes to commons stock during the quarter ended <em style="font: inherit;"> June <em style="font: inherit;">30,2024 was a decrease of $464,037. As of <em style="font: inherit;"> June 30, 2024, total fair value of the Notes is $1,378,000, of which $1,076,963 represents the total principal outstanding.</p> <p style="font-family:'Times New Roman';font-size:10pt;font-variant:normal;margin:0pt;"> </p> 1250000 0.08 0.20 1541666 0.08 0.684 0.3 0.615 0.25 0.22 2702000 -464037 1378000 1076963 <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">NOTE <em style="font: inherit;">13 -- LEASES</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 lease agreements for its corporate offices and warehouse with lease periods expiring between <em style="font: inherit;">2024 and <em style="font: inherit;">2026. ASC <em style="font: inherit;">842 requires the recognition of leasing arrangements on the consolidated balance sheet as right-of-use assets and liabilities pertaining to the rights and obligations created by the leased assets. The Company determines whether an arrangement is a lease at inception and classify it as finance or operating. All of the Company's leases are classified as operating leases. The Company's leases do <em style="font: inherit;">not contain any residual value guarantees. See Note <em style="font: inherit;">11 for information regarding commitments and contingencies related to the Company's corporate office operating lease.</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;">Right-of-use lease assets and corresponding lease liabilities are recognized at commencement date based on the present value of lease payments over the expected lease term. Since the interest rate implicit in our lease arrangements is <em style="font: inherit;">not readily determinable, the Company determined an incremental borrowing rate for each lease based on the approximate interest rate on a collateralized basis with similar remaining terms and payments as of the lease commencement date to determine the present value of future lease payments. The Company's lease terms <em style="font: inherit;"> may include options to extend or terminate the lease.</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;">In addition to the monthly base amounts in the lease agreements, the Company is required to pay real estate taxes, insurance and common area maintenance expenses during the lease terms.</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;">Lease costs on operating leases are recognized on a straight-line basis over the lease term and included as a selling, general and administrative expense in the condensed consolidated statements of operations.</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;">Components of operating lease costs are summarized as follows:</p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;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="background-color: rgb(255, 255, 255); vertical-align: bottom"><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;"><em style="font: inherit;">Three Months</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;"><em style="font: inherit;">Nine Months</p> </td><td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td></tr> <tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><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;"><em style="font: inherit;">Ended</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; 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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;"><em style="font: inherit;">June 30,</p> </td><td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td></tr> <tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><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;"><em style="font: inherit;">2024</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;"><em style="font: inherit;">2024</p> </td><td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><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;">Total Operating Lease 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;">$</td><td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">332,124</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;">$</td><td style="width: 12%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">996,373</td><td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> </tbody></table> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;"> </p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;">Supplemental cash flow information related to operating leases is summarized as follows:</p> <p style="font-family:Times New Roman;font-size:10pt;font-variant:normal;text-align:justify;margin:0pt;"> </p> <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; 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Future minimum aggregate lease payments under operating leases as of June 30, 2024 are summarized as follows: <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Times New Roman; text-indent: 0px;"><tbody><tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt; width: 85%;"> For the year ended September 30, </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> 2024 </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;">$</td><td style="width: 12%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">357,806</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; 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; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;">$</td><td style="width: 12%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">1,159,949</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> 2026 </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 12%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">1,092,297</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> Thereafter </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 12%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">280,565</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> Total future lease payments </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">2,890,617</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> Less interest </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(194,372</td><td style="width: 1%; font-family: Times New Roman; 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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;">1,063,804</td><td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td></tr> </tbody></table> 332124 996373 355239 1063804 P2Y6M21D 0.0466 <table border="0" cellpadding="0" cellspacing="0" class="finTable" style="width: 100%; font-size: 10pt; font-family: Times New Roman; text-indent: 0px;"><tbody><tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt; width: 85%;"> For the year ended September 30, </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; font-size: 10pt;"> </td><td style="font-family: Times New Roman; 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font-size: 10pt; margin-left: 0pt;">1,159,949</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> <p style="font-family: "Times New Roman"; font-size: 10pt; font-variant: normal; margin: 0pt;">2026</p> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 12%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">1,092,297</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> <p style="font-family: "Times New Roman"; font-size: 10pt; font-variant: normal; margin: 0pt;">Thereafter</p> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 12%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;">280,565</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> <p style="font-family: "Times New Roman"; font-size: 10pt; font-variant: normal; margin: 0pt 0pt 0pt 9pt;">Total future lease payments</p> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">2,890,617</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding-bottom: 1px; margin-left: 0pt;"> </td></tr> <tr style="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> <p style="font-family: "Times New Roman"; font-size: 10pt; font-variant: normal; margin: 0pt;">Less interest</p> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; border-bottom: 1px solid rgb(0, 0, 0);"> </td><td style="width: 12%; text-align: right; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(194,372</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; margin-left: 0pt; padding-bottom: 1px;">)</td></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: Times New Roman; font-size: 10pt;"> <p style="font-family: "Times New Roman"; font-size: 10pt; font-variant: normal; margin: 0pt 0pt 0pt 9pt;">Total lease liabilities</p> </td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt;"> </td><td style="width: 1%; font-family: Times New Roman; 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; font-size: 10pt; margin-left: 0pt; padding-bottom: 3px; margin-left: 0pt;">2,696,245</td><td style="width: 1%; font-family: Times New Roman; font-size: 10pt; padding-bottom: 3px; margin-left: 0pt;"> </td></tr> </tbody></table> 357806 1159949 1092297 280565 2890617 194372 2696245 NOTE 14 – LOSS PER SHARE   The following table sets forth the computation of basic and diluted earnings per share for the following periods: <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="background-color: rgb(255, 255, 255); vertical-align: bottom"><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);"> Three Months Ended </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);"> Nine Months Ended </td><td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><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;"> June 30, </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;"> June 30, </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;"> June 30, </td><td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td></tr> <tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><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);"> 2024 </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);"> 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);"> 2024 </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);"> 2023 </td><td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr class="finHeading" style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 52%;"> Basic and diluted: </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-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);">459,737</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; border-bottom: 1px solid rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> (1,770,404 </td><td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">$</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);">(3,547,327</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; 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);">(7,063,270</td><td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td></tr> <tr><td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;">Preferred dividends accrued</td><td style="width: 1%; font-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;">1,000,500</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;">3,001,501</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></tr> <tr style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Preferred dividends paid </td><td style="width: 1%; font-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 black;"> </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 black;">-</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; border-bottom: 1px solid black;"> </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 black;">1,000,501</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; border-bottom: 1px solid black;"> </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 black;">-</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; border-bottom: 1px solid black;"> </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 black;">3,001,503</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); vertical-align: bottom"><td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Net loss attributable to cbdMD Inc. common shareholders </td><td style="width: 1%; font-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);">(540,763</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: 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);">(2,770,904</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: 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);">(6,548,828</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: 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);">(10,064,773</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="background-color: rgb(204, 238, 255); vertical-align: bottom"><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;"> </td><td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">3,561,884</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;">2,360,908</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(204, 238, 255); vertical-align: bottom"><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; 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="background-color: rgb(255, 255, 255); vertical-align: bottom"><td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> Loss per share Basic </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-size: 10pt;"> </td><td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(0.15</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;">(1.16</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;">(1.84</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;">(4.26</td><td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td></tr> </tbody></table>   At June 30, 2024, 112,831 potential shares underlying options, unvested RSUs and warrants as well as 185,223 potential shares underlying series A preferred shares were excluded from the shares used to calculate diluted loss per share as their inclusion would be anti-dilutive. At June 30, 2023, 94,948 potential shares underlying options, unvested RSUs and warrants as well as 185,223 potential shares underlying series A preferred shares, and 40,404 a360 shares subject to certain vesting requirement as well as total 283,593 of available shares and remaining commitment share under the ELOC were excluded from the shares used to calculate diluted loss per share as their inclusion would reduce net loss per share.   <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="background-color: rgb(255, 255, 255); vertical-align: bottom"><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);"> Three Months Ended </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);"> Nine Months Ended </td><td style="font-family: "Times New Roman",

Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr class="finHeading" style="background-color: rgb(255, 255, 255); vertical-align: bottom"><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;"> June 30, </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;"> June 30, </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;"> June 30, </td><td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td></tr> <tr class="finHeading" style="background-color: rgb(255, 255, 255); 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margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);"> 2024 </td><td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; padding-bottom: 1px;"> </td></tr> <tr class="finHeading" style="background-color: rgb(204, 238, 255); vertical-align: bottom"><td style="font-family: "Times New Roman", Times, serif; font-size: 10pt; width: 52%;"> Basic and diluted: </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-size: 10pt;"> Net Income (loss) continuing operations </td><td style="width: 1%; font-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);">$</td><td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">459,737</td><td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;"> </td><td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">$</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);"> (1,770,404 </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; border-bottom: 1px solid rgb(0, 0, 0);">$</td><td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">(3,547,327</td><td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td><td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt;"> </td><td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt; border-bottom: 1px solid rgb(0, 0, 0);">$</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);">(7,063,270</td><td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td></tr> <tr><td style="font-family: "Times New Roman", Times, serif; font-size: 10pt;">Preferred dividends accrued</td><td style="width: 1%; font-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;">1,000,500</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%; 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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; border-bottom: 1px solid black;"> </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 black;">-</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; border-bottom: 1px solid black;"> </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 black;">1,000,501</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; 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font-size: 10pt;"> Net loss attributable to cbdMD Inc. common shareholders </td><td style="width: 1%; font-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);">(540,763</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: 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);">(2,770,904</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: 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);">(6,548,828</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: 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);">(10,064,773</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="background-color: rgb(204, 238, 255); vertical-align: bottom"><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;"> </td><td style="width: 9%; text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">3,592,969</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;">2,379,633</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;">3,561,884</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;">2,360,908</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(204, 238, 255); vertical-align: bottom"><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; font-size: 10pt;"> </td><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 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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text-align: right; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">(1.16</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;">(1.84</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;">(4.26</td><td style="width: 1%; font-family: "Times New Roman", Times, serif; font-size: 10pt; margin-left: 0pt;">)</td></tr> </tbody></table> 459737 -1770404 -3547327 -7063270 1000500 3001501 0 1000501 0 3001503 -540763 -2770904 -6548828 -10064773 3592969 2379633 3561884 2360908 -0.15 -1.16 -1.84 -4.26 112831 185223 94948 40404 283593 NOTE 15 - INCOME TAXES   The Company has a valuation allowance against the net deferred tax assets, with the exception of the deferred tax liabilities that result from indefinite-life intangibles (“naked credits”). The Company has determined that using the general methodology for calculating income taxes during an interim period for the quarters ending December 31, 2019, March 31, 2020, and June 30, 2020, provided for a wide range of potential annual effective rates. At September 30, 2023 the Company recorded a net deferred tax asset of zero as the cumulative net deferred tax asset had a full valuation on it and there was not enough positive evidence that would warrant recognizing the benefit of the net deferred tax asset. In addition, the net indefinite lived deferred tax items were a deferred tax asset so there was not any recognition of a deferred tax liability related to indefinite lived deferred tax liabilities. At June 30, 2024, the Company determined the same circumstances to be true and therefore recorded a net deferred tax asset of zero.   NOTE 16 - SUBSEQUENT EVENTS   None.   ITEM 5. OTHER INFORMATION.   The Auditor Firm ID for our external auditors, Cherry Bekaert LLP, is 677.