0001185185-25-000141S-1 RYVYL Inc. 20250214202502141652241652261652260 0001185185-25-000141 S-1 104 20250214 20250214 RYVYL Inc. 0001419275 8742 000000000 NV 1231 S-1 33 333-284986 25630345 3131 CAMINO DEL RIO NORTH, SUITE 1400 SAN DIEGO CA 92108 619-631-8261 3131 CAMINO DEL RIO NORTH, SUITE 1400 SAN DIEGO CA 92108 GreenBox POS 20190222 GreenBox POS, LLC 20180613 ASAP Expo, Inc. 20071123 S-1 1 rvyls1021225.htm FORM S-1 As filed with the Securities and Exchange Commission on February 14, 2025 Registration Number 333-Â Â Â Â Â Â Â Â Â UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Â Â Â FORM S-1 Â Â Â REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933 Â RYVYL INC. (Exact Name of Registrant as Specified in its Charter) Â Nevada Â 8742 Â 22-3962936 (State or other jurisdiction of incorporation or organization) Â (Primary Standard Industrial Classification Code Number) Â (I.R.S. Employer Identification No.) Â 3131 Camino Del Rio North, Suite 1400 San Diego, CA 92108 (619) 631-8261 (Address,Â IncludingÂ ZipÂ Code,Â andÂ TelephoneÂ Number,Â IncludingÂ AreaÂ Code,Â ofÂ Registrantâ€™sÂ PrincipalÂ ExecutiveÂ Offices) Â Fredi Nisan Chief Executive Officer 3131 Camino Del Rio North, Suite 1400 San Diego, CA 92108 (619) 631-8261 (Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service) Â with Copies to: Â Barry I. Grossman, Esq. Sarah W. Williams, Esq. Scott Miller, Esq. Ellenoff GrossmanÂ & Schole LLP 1345 Avenue of the Americas NewÂ York, NY 10105 Phone: (212) 370-1300 Fax: (212) 370-7889 Â Â Approximate date of commencement of proposed sale to public: As soon as practicable after the effective date hereof. Â If any of the securities being registered on this FormÂ are to be offered on a delayed or continuous basis pursuant to RuleÂ 415 under the Securities Act, check the following box.Â â˜’ Â If this FormÂ is filed to register additional securities for an offering pursuant to RuleÂ 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.Â â˜ Â If this FormÂ is a post-effective amendment filed pursuant to RuleÂ 462(c) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.Â â˜ Â If this FormÂ is a post-effective amendment filed pursuant to RuleÂ 462(d) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.Â â˜ Â Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting companyâ€ and â€œemerging growth companyâ€ in RuleÂ 12b-2 of the Exchange Act. Â LargeÂ acceleratedÂ filerÂ Â â˜ AcceleratedÂ filerÂ Â Â â˜ Â Non-accelerated filerÂ Â â˜’ Â SmallerÂ reportingÂ company â˜’ Â Â EmergingÂ growthÂ 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 to SectionÂ 7(a)(2)(B) of the Securities Act.Â â˜ Â The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with SectionÂ 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to SectionÂ 8(a), may determine. Â Â Â Â Â Â The information contained in this preliminary prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted. Â PRELIMINARY PROSPECTUS Â SUBJECT TO COMPLETION Â DATED FebruaryÂ 14, 2025 Â Â $20,000,000 Â Up to Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Units consisting of Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Shares of Common Stock or Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Pre-Funded Warrants to purchase Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â shares of Common Stock and Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Warrants to purchase Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Shares of Common Stock Â We are offering on a best efforts basis up to $20,000,000 of our securities, consisting of units (the â€œUnitsâ€), each consisting of one share of our common stock, par value $0.001 per share, and one warrant (the â€œCommon Warrantsâ€) to purchase one share of common stock, at an assumed offering price of $ Â Â Â Â Â Â Â Â per Unit, which is equal to the closing price of our common stock on the Nasdaq Capital Market (â€œNasdaqâ€) on February Â Â Â Â Â Â Â Â ,Â 2025 pursuant to this prospectus.Â Each Common Warrant will have an exercise price of $ Â Â Â Â Â Â Â Â per share of common stock (equal to 100% of the public offering price of each Unit sold in this offering), will be exercisable immediately, and will expire five years from the date of issuance. Â We are also offering pre-funded warrants (the â€œPre-Funded Warrantsâ€), to purchase up to an aggregate of shares of common stock to those purchasers whose purchase of shares of common stock in this offering would result in the purchaser, together with its affiliates and certain related parties, beneficially owning more than 4.99% (or, at the election of the purchaser, 9.99%) of our outstanding common stock following the consummation of this offering in lieu of the shares of our common stock that would result in ownership in excess of 4.99% (or, at the election of the purchaser, 9.99%). Each Pre-Funded Warrant will be exercisable for one share of common stock at an exercise price of $0.001 per share. Each Pre-Funded Warrant is being issued together with the same Common Warrant described above being issued with each share common stock. The assumed combined public offering price for each such Pre-Funded Warrant, together with the Common Warrant, will be equal to the price per Unit including one share of common stock less the $0.001 per share exercise price of each such Pre-Funded Warrant. Each Pre-Funded Warrant will be exercisable upon issuance and will expire when exercised in full. For each Pre-Funded Warrant we sell, the number of shares of common stock we are offering will be decreased on a one-for-one basis. Â The shares of our common stock and Pre-Funded Warrants, if any, and the accompanying Common Warrants can only be purchased together in this offering but will be issued separately and will be immediately separable upon issuance. We are also registering the shares of common stock issuable from time to time upon exercise of the Common Warrants and Pre-Funded Warrants included in theÂ units offered hereby. Â Because this is a best-efforts offering, the Placement Agent does not have an obligation to purchase any securities, and, as a result, there is a possibility that we may not be able to sell the securities. We expect that the offering will close on a T+1 basis after we first enter into a securities purchase agreement relating to the offering and the offering will settle delivery versus payment (â€œDVPâ€). Accordingly, we and the Placement Agent have not made any arrangements to place investor funds in an escrow account or trust account since the Placement Agent will not receive investor funds in connection with the sale of the securities offered hereunder. Â Â Â Â We have engaged Â (the â€œPlacement Agentâ€) to act as our exclusive placement agent in connection with this offering. The Placement Agent has agreed to use its reasonable best efforts to arrange for the sale of the securities offered by this prospectus. The Placement Agent is not purchasing or selling any of the securities we are offering and the Placement Agent is not required to arrange the purchase or sale of any specific number or dollar amount of securities. We have agreed to pay to the Placement Agent the Placement Agent fees set forth in the table below, which assumes that we sell all of the securities offered by this prospectus. There is no arrangement for funds to be received in escrow, trust or similar arrangement. We will bear all costs associated with the offering. See â€œPlan of Distributionâ€ on pageÂ 66 of this prospectus for more information regarding these arrangements. Â Our common stock are currently listed on Nasdaq under the symbols â€œRVYLâ€. The last reported sale price of our common stock on the Nasdaq onÂ February 13, 2025 was $1.24Â per share of common stock. There is no established public trading market for the Pre-Funded Warrants or Common Warrants being offered in this offering, and we do not expect a market to develop. In addition, we do not intend to apply to list the Pre-Funded Warrants or Common Warrants on any national securities exchange or other nationally recognized trading system, including Nasdaq. Without an active trading market, the liquidity of the Pre-Funded Warrants or Common Warrants will be limited. Â The actual combined public offering price per share and Common Warrant and the actual combined public offering price per Pre-Funded Warrant and Common Warrant will be determined between us, the Placement Agent and investors in this offering based on market conditions at the time of pricing and may be at a discount to the current market price of our common stock. Therefore, the recent market price used throughout this prospectus may not be indicative of the final offering price.Â Â Investing in our securities involves a high degree of risk. See â€œRisk Factorsâ€ beginning on page 9. Â Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense. Â Â Â Common Units(1)Â Â Pre-Funded Unit(1)Â Â TotalÂ Public Offering PriceÂ $Â Â Â Â Â Â Â Â Â Â $Â Â Â Â Â Â Â Â Â Â $Â Â Â Â Â Â Â Â Placement Agent fees(1)Â $Â Â Â $Â Â Â $Â Â Proceeds, before expenses, to usÂ $Â Â Â $Â Â Â $Â Â Â (1)We have agreed to pay the Placement Agent a total cash fee up to 7.0% of the gross proceeds raised in this offering; provided, however, that we will pay placement agent fees equal to 3.5% per Common Unit or Pre-Funded Unit, with respect to any investors in this offering introduced by us (the â€œCompany Introduced Investorsâ€). Table assumes that there are no Company Introduced Investors.. The Placement Agent will receive compensation in addition to the placement agent fees described above. See â€œPlan of Distributionâ€ for a description of compensation payable to the Placement Agent. Â We expect to deliver the shares of common stock and Common Warrants, or Pre-Funded Warrants and Common Warrants, constituting the Units against payment on or about Â Â Â Â Â Â Â Â Â Â , 2025. Â The date of this prospectus isÂ Â Â Â Â Â Â Â Â , 2025 Â Â Â Table of Contents Â Â Â   Â i Â Â About this Prospectus Â We and the Placement Agent have not authorized anyone to provide any information or to make any representations other than those contained in this prospectus or in any free writing prospectuses prepared by us or on our behalf or to which we have referred you. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. This prospectus is an offer to sell only the securities offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted or where the person making the offer or sale is not qualified to do so or to any person to whom it is not permitted to make such offer or sale. The information contained in this prospectus is current only as of the date on the front cover of the prospectus. Our business, financial condition, results of operations and prospects may have changed since that date. Â You should rely only on the information provided in this prospectus. You should not assume that the information contained in this prospectus or any related free writing prospectus is accurate on any date subsequent to the date set forth on the front of the document, even though this prospectus or any related free writing prospectus is delivered, or securities are sold, on a later date. This prospectus contains summaries of certain provisions contained in some of the documents described herein, but reference is made to the actual documents for complete information. All of the summaries are qualified in their entirety by the actual documents. Copies of some of the documents referred to herein have been or will be filed as exhibits to the registration statement of which this prospectus forms a part, and you may obtain copies of those documents as described in this prospectus under the heading â€œWhere You Can Find More Information.â€ You must not rely upon any information or representation not contained in this prospectus or any related free writing prospectus. This prospectus and any related free writing prospectus do not constitute an offer to sell or the solicitation of an offer to buy any securities other than the registered securities to which they relate, nor does this prospectus or any related free writing prospectus constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction. Â Persons who come into possession of this prospectus and any applicable free writing prospectus in jurisdictions outside the UnitedÂ States are required to inform themselves about and to observe any restrictions as to this offering and the distribution of this prospectus and any such free writing prospectus applicable to that jurisdiction. See â€œPlan of Distributionâ€ for additional information on these restrictions. Â Industry and Market Data Â Unless otherwise indicated, information in this prospectus concerning economic conditions, our industry, our markets and our competitive position is based on a variety of sources, including information from third-partyÂ industry analysts and publications and our own estimates and research. Some of the industry and market data contained in this prospectus are based on third-partyÂ industry publications. This information involves a number of assumptions, estimates and limitations. Â The industry publications, surveys and forecasts and other public information generally indicate or suggest that their information has been obtained from sources believed to be reliable. None of the third-partyÂ industry publications used in this prospectus were prepared on our behalf. The industry in which we operate is subject to a high degree of uncertainty and risk due to a variety of factors, including those described in â€œRisk Factorsâ€ in this prospectus. These and other factors could cause results to differ materially from those expressed in these publications. Â ii Â Â Prospectus Summary Â This summary highlights certain information appearing elsewhere in this prospectus. Because it is only a summary, it does not contain all of the information that you should consider before investing in our securities and it is qualified in its entirety by, and should be read in conjunction with, the more detailed information appearing elsewhere in this prospectus. Before you decide to invest in our securities, you should read the entire prospectus carefully, including â€œRisk Factorsâ€ beginning on page 9 and the financial statements and related notes included in this prospectus. Â Unless the context indicates otherwise, when we refer to â€œRYVYL,â€ â€œwe,â€ â€œour,â€ â€œusâ€ and the â€œCompanyâ€ in this prospectus, we mean RYVYL Inc. unless otherwise specified. When we refer to â€œyou,â€ we mean the potential investors of the common stock offered hereby. Â Our Company Â RYVYLâ€™s strategy is rooted in our mission to transform the global payments landscape through technology-driven, customer-centric, and compliance-focused financial solutions. Our legacy product was developed to facilitate payment processing for previously all cash businesses, offering a cloud-based network interface, merchant management system, Point of Sale connectivity to facilitate noncash payment methods such as credit cards, debit cards and prepaid gift cards and to disburse those funds electronically to merchants later upon request. The business has expanded both organically and through acquisitions. The companyâ€™s second-generation platform and financial service layers provide a dual-sided payment platform that facilitates both acquiring and disbursements services. We operate globally in two segments, North America and Europe, expanding our product offerings, cultivating strategic partnerships, and maintaining robust regulatory compliance across all markets in which we operate. Â RYVYLâ€™s comprehensive product suite is designed to create value across the entire financial ecosystem. By combining advanced technology, global reach, and deep regulatory expertise, we empower businesses to manage payments, optimize cash flow, and scale operations efficiently in an increasingly digital world. We believe that our commitment to continuous innovation helps us to remain at the forefront of the global fintech landscape, delivering secure, reliable, and transformative financial solutions that drive growth and create lasting value for our clients and stakeholders. Â RYVYL INC. operates through distinct business segments designed to meet the diverse and evolving needs of global markets. Our business model is strategically structured around two primary geographic regionsâ€”Europe and North Americaâ€”each offering complementary product and service portfolios that encompass payment processing, treasury management, acquiring, issuing, and electronic money institution (EMI) services. This segmentation allows RYVYL to deliver tailored, market-specific solutions while maintaining a cohesive global strategy that supports operational efficiency, regulatory compliance, and financial growth. Â Our business segments are not siloed; rather, they are interconnected through shared technology platforms, unified compliance frameworks, and collaborative global partnerships. This integration enables us to capitalize on synergies across regions, optimize resource allocation, and drive innovation that resonates across all markets in which we operate. Â In North America, our focus is on expanding treasury management services, Bank Identification Number (BIN) sponsorship for credit card processing, and comprehensive payment solutions such as ACH and wire transfers. By leveraging third-party sponsorship arrangements alongside our technology, we are positioned to capture growth opportunities in key sectors, including e-commerce, fintech, and B2B payments. Our strategy also emphasizes enhancing cross-border payment infrastructure, enabling businesses to transact efficiently across more than 200 markets and 140 currencies, thus solidifying RYVYLâ€™s role as a critical connector in the global financial ecosystem. Â Product Innovation and Diversification Â Innovation is the cornerstone of RYVYLâ€™s growth strategy. We continuously evolve our product portfolio to anticipate and meet the dynamic needs of businesses worldwide. Central to this is the enhancement of our dual-sided payment platform, which facilitates both acquiring and disbursement services. This platform is designed to support emerging use cases in acquiring, disbursements, and embedded finance, delivering seamless, end-to-end financial solutions. Â Our treasury management services are evolving to include advanced features such as real-time liquidity tracking, dynamic fund allocation, and sophisticated FX risk management tools, providing businesses with greater control and flexibility over their financial operations. We are expanding our card issuing capabilitiesâ€”encompassing debit, prepaid, and virtual cardsâ€”and strengthening our BIN sponsorship programs to support fintech companies, neobanks, and enterprises looking to launch customized card programs on a global scale. Furthermore, by integrating banking-as-a-service (BaaS) capabilities, RYVYL is positioned to power the financial infrastructure for platforms and marketplaces seeking embedded finance solutions. Â 1 Table of Contents Â Operational Efficiency and Scalability Â Operational excellence is fundamental to sustaining RYVYLâ€™s growth and profitability. Our strategy is focused on enhancing efficiency through technology, automation, and optimized resource management. By leveraging our advanced ledger technology, we believe that we can ensure real-time transaction processing, data integrity, and the scalability required to handle high transaction volumes with minimal latency. Â The implementation of automation across key functionsâ€"including compliance, reconciliation, and reportingâ€"enables us to reduce operational costs, improve accuracy, and enhance service delivery. We are also optimizing our global operations by aligning activities across Europe and North America, creating synergies that improve resource utilization, reduce overhead, and accelerate the deployment of new products and services. Â Sustainable Growth and Value Creation Â RYVYLâ€™s long-term success is anchored in sustainable growth strategies that deliver value to our customers, shareholders, and partners. We are committed to diversifying revenue streams beyond traditional transaction-based income through the expansion of value-added services such as FX trading, treasury advisory, and compliance-as-a-service for fintech partners. Â A customer-centric approach underpins our growth strategy. We focus on enhancing client relationships, improving user experiences, and fostering customer loyalty through tailored support models and innovative service offerings. Strategic mergers and acquisitions play a key role in our growth trajectory, allowing us to acquire complementary technologies, expand our customer base, and strengthen our regulatory footprint in critical markets. Our commitment to environmental, social, and governance (ESG) principles is embedded in our operations. We prioritize ethical business practices, data privacy, financial inclusion, and environmental responsibility, aligning our corporate values with the expectations of our stakeholders and the broader global community. Â Strategic Objectives Â As we look ahead, RYVYLâ€™s strategic objectives are focused on expanding our global reach, increasing transaction volumes, enhancing profitability, and setting industry benchmarks in compliance and risk management. We aim to deepen our presence in key markets across Europe, North America, and emerging regions, targeting new industries and verticals that align with our growth ambitions. Â We believe that our commitment to innovation will drive the development of new products and platform enhancements, with the intent to position RYVYL at the forefront of financial technology. We are dedicated to fostering an agile, resilient, and future-ready organization that can adapt to the evolving demands of the global financial ecosystem. Â Company History Â The Company was formerly known as ASAP Expo, Inc. and was incorporated in the State of Nevada on April 10, 2007. On January 4, 2020, RYVYL Inc. (â€œPubCoâ€) and GreenBox POS LLC (â€œPrivCoâ€) entered into an Asset Purchase Agreement to memorialize a verbal agreement (the â€œVerbal Agreementâ€) entered into on April 12, 2018, by and among PubCo (the buyer) and PrivCo (the seller). On April 12, 2018, pursuant to the Verbal Agreement, the Company acquired PrivCoâ€™s gateway and payment system business, point of sale system business, delivery business and kiosk business, bank and merchant accounts, as well as all intellectual property related thereto (the â€œGreenBox Businessâ€). As consideration for the GreenBox Business, on April 12, 2018, the Company assumed PrivCoâ€™s liabilities that had been incurred in the normal course of the GreenBox Business. Â On May 3, 2018, the Company formally changed its name to â€œGreenBox POS, LLC,â€ then subsequently changed its name to â€œGreenBox POSâ€ on December 13, 2018. On October 13, 2022, GreenBox POS changed its name to â€œRYVYL Inc.â€ Â On May 21, 2021, the Company acquired all of the outstanding stock of Northeast Merchant Systems, Inc. (â€œNortheastâ€) in a transaction treated as a business combination. Northeast is a merchant services company providing merchant credit card processing through its own BIN with the acquiring bank, Merrick. This involves inside operations for new merchants that include sales assistance and applications processing, underwriting, and onboarding and inside operations for existing merchants include risk monitoring and customer service. Outside operations include equipment service or replacement; sales calls and applications; site inspections and identity verification; security verification; and on-site customer service and technical support. Â On July 13, 2021 (the â€œClosing Dateâ€), GreenBox POS entered into and closed on a Membership Interest Purchase Agreement (the â€œMembership Purchase Agreementâ€) with Charge Savvy LLC, an Illinois limited liability company (â€œCharge Savvyâ€), and Charge Savvyâ€™s three members (collectively, the â€œMembership Sellersâ€). One of the Membership Sellers, Ken Haller, was an employee of the Company on the Closing Date. As a result of the Membership Purchase Agreement, the Company purchased all of Charge Savvyâ€™s issued and outstanding membership interests from the Membership Sellers and Charge Savvy became a wholly owned subsidiary of the Company. The purchase price under the Membership Purchase Agreement for the all-stock transaction consisted of 1,000,000 shares of the Companyâ€™s common stock being issued and delivered to Membership Sellers in proportion to the Membership Sellersâ€™ share of their membership interests in Charge Savvy. The share price at issuance was $12.14. Charge Savvy is a fintech company specializing in developing software and providing payment processing and point-of-sale (â€œPOSâ€) services to the merchant services industry. Charge Savvy also owned an approximately 64,000 square foot office building located in Chicago, Illinois, where it is headquartered. Â 2 Table of Contents Â On March 31, 2022, the Company acquired a portfolio of merchant accounts from Sky Financial & Intelligence LLC, a Wyoming limited liability company (â€œSky Financialâ€) for $18,110,000. The Company paid $16,000,000 of cash in March 2022 and issued 500,000 shares of restricted common stock for the transaction on May 12, 2022. As of December 31, 2022, the Company had not received the delivery of the acquired merchant list and the associated ISO management portal access, and as a result, it wrote-off the entire purchase price during the year ended December 31, 2022. The Company is currently in Arbitration for breach of contract against Sky Financial, please refer to â€œLegal Proceedingsâ€ herein for further details on the status of this matter. Â On April 1, 2022, the Company completed the acquisition of Transact Europe Holdings OOD (â€œTransact Europe Holdingsâ€). Transact Europe Holdings is the holding company of Transact Europe EAD (â€œTEUâ€). TEU formally changed its name to RYVYL EU on December 16, 2022. RYVYL EU is a European Union (â€œEUâ€) regulated electronic money institution headquartered in Sofia, Bulgaria. RYVYL EU is a Principal Level member of Visa, a worldwide member of MasterCard, and a principal member of China UnionPay. In addition, RYVYL EU is part of the direct Single Euro Payments Area (â€œSEPAâ€) program, a payment system enabling cashless payments across continental Europe. RYVYL EU provides complete payment solutions by offering acquiring, issuing of prepaid cards and agent banking, serving hundreds of clients. With a global footprint, payment gateway, and technology platforms, RYVYL EU offers a comprehensive portfolio of services and decades of industry experience. The Company paid approximately $28.8 million (â‚¬26.0 million) in total consideration for the purchase. Â Recent Developments Â In February 2024, the Company transitioned its QuickCard product in North America away from terminal-based to app-based processing. This transition was driven by a change in our banking partner that was prompted by recent changes in the compliance environment and banking regulations impacting certain niche high-risk business verticals, which were the predominant revenue driver for QuickCard. Â Management planned to recover the loss of revenues resulting from this product transition through the acceleration of business development efforts to launch the new app-based product in existing and new business verticals. However, due to continuous changes in the regulatory environment and our previous banking relationships, during the second quarter of 2024, management determined that the app-based product may not be a viable long-term solution for certain niche high-risk business verticals and made the decision to terminate the rollout of the app-based product in those business verticals. To address this change, the Company recently introduced a licensing product for its payments processing platform, which it believes will enable it to serve the same customer base in such verticals through a business partner with more suitable banking compliance capabilities. Revenues from the new licensing product are not expected to materialize until late 2025. Due of this strategy shift as well as a reorganization of the Companyâ€™s business to better align with managementâ€™s revised strategy, which was executed during the second quarter of 2024, the recovery of the loss of revenues resulting from this product transition is now not expected to occur until late 2025. Â The decline in revenues resulting from this product transition has adversely impacted the Companyâ€™s liquidity in its North America segment in the short term. As a result, management has determined that its cash and cash equivalents in the North America segment as of December 31, 2024, will not be sufficient to fund the segmentâ€™s operations and capital needs for the next 12 months from the date of this prospectus. Managementâ€™s intended plan over the next twelve months to address the liquidity shortfall in the North America segment includes, but is not limited to, the following: Â Continued execution of its accelerated business development efforts to drive volumes in diversified business verticals with the Companyâ€™s other products, including the recently launched licensing of the Companyâ€™s payments processing platform in certain niche high-risk business verticals; Â Continued implementation of cost control measures to more effectively manage spending in the North America segment and right sizing the organization, where appropriate; the sale of certain noncore assets; and Â Repatriation of offshore profits from the Companyâ€™s European subsidiaries, whose continued accelerated growth and generation of positive cash flow have already provided, and, the Company believes, will continue to provide, an immediate and viable short-term source of capital during this product transition (as of February 8, 2025, the Company has repatriated approximately $15.3 million from Europe). Â Management has assessed that its intended plan described above, if successfully implemented, is appropriate and sufficient to address the liquidity shortfall in its North America segment and provide funds to cover operations for the next 12 months from the date of this prospectus, and, in the case there is no revenue growth in the North America segment, approximately 6 months from the date of this prospectus. However, there can be no guarantee that we will be successful in implementing our plan, that our projections of our future capital needs will prove accurate, or that any additional funding will be sufficient to continue our operations in the North America segment. Â 3 Table of Contents Â Preferred Stock Repurchase And Note Repayment Agreement Â On January 23, 2025, the Company entered into a Preferred Stock Repurchase and Note Repayment Agreement (the â€œRepurchase Agreementâ€) with a securityholder of the Company (the â€œSecurityholderâ€) which provides for repayment of the outstanding balance of an 8% Senior Convertible Note issued to the Securityholder on November 8, 2021 (the â€œNoteâ€), which Note was originally due on November 5, 2023, and which maturity date was extended through April 5, 2026, pursuant to subsequent extensions provided by the Securityholder. Additionally, pursuant to two Exchange Agreements between the Company and the Securityholder entered into on July 25, 2023 and November 27, 2023, respectively, a portion of the outstanding balance of the Note was exchanged for 55,000 shares of the Companyâ€™s Series B Convertible Preferred Stock, par value $0.01 per share (the â€œSeries B Preferred Sharesâ€). Â Pursuant to terms of the Repurchase Agreement, in consideration for an aggregate payment ofÂ $17,000,000 by the Company to the Securityholder (the â€œRepurchase Priceâ€), (i) the entire outstanding principal balance of the Note, including all accrued and unpaid interest, shall be deemed to have been paid and (ii) all outstanding Series B Preferred Shares held by the Securityholder will be repurchased by the Company. Â The Repurchase Agreement provides for the payment of the Repurchase Price in two installments, the first in the amount of $13 million (the â€œFirst Installmentâ€), which was paid on January 27, 2025. The second installment, in the amount of $4 million (the â€œSecond Installmentâ€), is due and payable on or before April 30, 2025 (the â€œSecond Installment Dateâ€), and the maturity date of the Note is advanced to such date. Upon the payment of the First Installment, all Series B Preferred Shares held by the Securityholder were repurchased. Â The Repurchase Agreement further provides that, during the period from the payment of the First Installment until the Second Installment Date, no interest will accrue on the remaining balance of the Note and certain restrictive covenants under the Note will be temporarily waived. If the Company fails to make the Second Installment on or before the Second Installment Date, then interest will continue to accrue again on the outstanding balance of the Note and all other terms of the Note will also be restored as they were prior to the date the First Installment was paid. Â Stock Purchase Agreement and Financing Â On January 23, 2025, in connection with the Companyâ€™s securing financing (the â€œFinancingâ€), the Company entered into a stock purchase agreement (the â€œSPAâ€) with a purchaser (the â€œPurchaserâ€) which provides for the sale to the Purchaser of all of the issued and outstanding shares of capital stock (the â€œRyvyl EU Sharesâ€) of the Companyâ€™s indirect subsidiary domiciled in Bulgaria, Ryvyl (EU) EAD (â€œRyvyl EUâ€), by Transact Europe Holdings EOOD, the Companyâ€™s wholly owned subsidiary, also domiciled in Bulgaria (â€œTransact Europeâ€) for an aggregate purchase price of $15,000,000 (the â€œFinancing Purchase Priceâ€). Under the terms of the SPA, the Company was required to use $13 million of the net proceeds raised in the Financing to pay the First Installment of the Repurchase Price. Â On January 23, 2025, the Company, Transact Europe and the Purchaser also entered into a Termination Agreement (the â€œTermination Agreementâ€). Among other things, the Termination Agreement provides the Company with the right to terminate the SPA and all of the transactions contemplated therein, by paying the Purchaser $16.5 million on or before 90 days after the date of execution of the SPA (April 23, 2025), provided that such date may be extended an additional 30 days (May 23, 2025) in consideration for the Companyâ€™s payment of $500,000 to the Purchaser. If the SPA is terminated as a result of such payment by the Company, the Ryvyl EU Shares will not be sold to the Purchaser and will be returned to Transact Europe and the SPA will be void and of no further effect, except for some provisions that survive termination. In the event that the SPA is not so terminated, then the Purchaser will close on its purchase of the Ryvyl EU Shares; provided, however, if the Purchaser is unable to close for any reason other than the Companyâ€™s breach, including the inability to obtain any regulatory clearances required for such transfer, then the Company is liable for damages in the amount of $16.5 million. In the event that the Purchaser is unable to close on the transfer of the Ryvyl EU Shares, as a result of the Companyâ€™s breach, then the Company is liable for damages in an amount equal to the appraised value of the Ryvyl EU Shares. Â 4 Table of Contents Â Risks Associated with our Business Â Our business and ability to execute our business strategy are subject to a number of risks of which you should be aware before you decide to buy our common stock. In particular, you should carefully consider the following risks, which are discussed more fully in the section entitled â€œRisk Factorsâ€ in this prospectus: Â â—Our financial situation creates doubt whether we will continue as a going concern Â â—We have entered into a Securities Purchase Agreement to sell a material subsidiary, which represents a substantial portion of our current business. Additionally, we may be required to pay significant liquidated damages if the prospective purchaser unable to close the acquisition. Â â—The loss of key personnel or the inability of replacements to quickly and successfully perform in their new roles could adversely affect our business. Â â—Low demand for new products and the inability to develop and introduce new products at favorable margins could adversely impact our performance and prospects for future growth. Â â—Litigation may adversely affect our business, financial condition and results of operations. Â â—Fluctuations in exchange rates could have a material and adverse effect on our results of operations and the value of your investment. Â â—Adverse developments affecting the financial services industry, including events or concerns involving liquidity, defaults or non-performance by financial institutions, have and could in the future, adversely affect our business, financial condition, results of operations, or prospect. Â â—Our revenue projections related to our new licensing arrangements with payment services providers may not materialize due to customer acquisition and banking compliance issues that are outside of our control. Â â—Our financial statements may be materially affected as a result of material weaknesses in internal accounting controls. Â â—We will require additional financing to sustain or grow our operations. Raising additional capital may cause dilution to our existing stockholders and investors, restrict our operations or require us to relinquish rights to our products and/or product candidates on unfavorable terms to us. Â â—We are increasingly dependent on information technology, and potential cyberattacks, security problems, or other disruption and expanding social media vehicles present new risks. Â â—Data privacy and security concerns relating to our technology and our practices could cause us to incur significant liability and deter current and potential users from using our products and services. Software bugs or defects, security breaches, and attacks on our systems could result in the improper disclosure and use of user data and interference with our usersâ€™ ability to use our products and services, harming our business operations. Â Corporate Information Â Our principal executive offices are located at 3131 Camino Del Rio North, Suite 1400, San Diego, CA 92108. Our telephone number is (619) 631-8261. The address of our website is www.ryvyl.com. The inclusion of our web address in this prospectus does not include or incorporate by reference the information on our website into this prospectus.Â Â Implications of Being a Smaller Reporting Company Â We are a smaller reporting company as defined in the Securities Exchange Act of 1934, as amended (the â€œExchange Actâ€). We may take advantage of certain of the scaled disclosures available to smaller reporting companies and will be able to take advantage of these scaled disclosures for so long as (i)Â the market value of our voting and non-voting common stock held by non-affiliates is less than $250 million measured on the last business day of our second fiscal quarter or (ii)Â our annual revenue is less than $100 million during the most recently completed fiscalÂ year and the market value of our voting and non-voting common stock held by non-affiliates is less than $700 million measured on the last business day of our second fiscal quarter. Specifically, as a smaller reporting company, we may choose to present only the two most recent fiscalÂ years of audited financial statements in our Annual Reports on FormÂ 10-K and have reduced disclosure obligations regarding executive compensation, and if we are a smaller reporting company with less than $100 million in annual revenue, we would not be required to obtain an attestation report on internal control over financial reporting issued by our independent registered public accounting firm. Â 5 Table of Contents Â The Offering Â Units offered by us Â Up to $20,000,000 of Units on a best-efforts basis, at an assumed public offering price of $ Â Â Â Â Â Â Â Â Â Â Â Â Â per Unit. Each Unit consists of one share of common stock and one Common Warrant. Â We are also offering to each purchaser, with respect to the purchase ofÂ Units that would otherwise result in the purchaserâ€™s beneficial ownership exceeding 4.99% of our outstanding shares of common stock immediately following the consummation of this offering, the opportunity to purchase one Pre-Funded Warrant in lieu of one share of common stock. A holder of Pre-Funded Warrants will not have the right to exercise any portion of its Pre-Funded Warrant if the holder, together with its affiliates, would beneficially own in excess of 4.99% (or, at the election of the holder, such limit may be increased to up to 9.99%) of the number of shares of common stock outstanding immediately after giving effect to such exercise. Each Pre-Funded Warrant will be exercisable for one share of common stock. The purchase price per Pre-Funded Warrant will be equal to the price per Unit, minus $0.001, and the exercise price of each Pre-Funded Warrant will equal $0.001 per share. The Pre-Funded Warrants will be immediately exercisable (subject to the beneficial ownership cap) and may be exercised at any time in perpetuity until all of the Pre-Funded Warrants are exercised in full. TheÂ Units will not be certificated or issued in stand-alone form. The shares of common stock, and/or Pre-Funded Warrants, and the Common Warrants comprising theÂ units are immediately separable upon issuance and will be issued separately in this offering. Â Â Â Common stock to be outstanding after this offering(1) Â Up to Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â shares of common stock if Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Units are offered and sold in this offering, at an assumed public offering price of $ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â per Unit, equal to the closing price of our common stock on Nasdaq on February Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â , 2025, and assuming that only Common Units are sold in this offering. Â Â Use of proceeds Â Assuming Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Common Units are sold in this offering at an assumed public offering price of $ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â per Common Unit, which represents the closing price of our common stock on Nasdaq on Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â , 2025, and assuming no issuance of pre-funded warrants and no exercise of Common Warrants issued in connection with this offering, we estimate that our net proceeds from this offering will be approximately $ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â million, after deducting placement agent fees and estimated offering expenses payable by us. However, this is a best efforts offering with no minimum number of securities or amount of proceeds as a condition to closing, and we may not sell all or any of these securities offered pursuant to this prospectus; as a result, we may receive significantly less in net proceeds. If we raise the maximum amount of gross proceeds in this offering of $20 million, the net proceeds received by us from this offering, in an approximate amount of $ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â million, will be used (i) to pay $16.5 million to the proposed purchaser of our subsidiary, Ryvyl EU, in order to terminate the sale of our Ryvyl EU business to such proposed purchaser, and (ii) the remainder will be used to pay down all or a portion of the $4 million outstanding balance of the Note. If the net proceeds received by us from this offering are insufficient to pay the prospective purchaser $16.5 million on or before April 23, 2025, or in consideration of payment of an additional $500,000 to the prospective purchaser, on or before May 23, 2025, the prospective purchaser would acquire substantially all of our current business operations, and it is likely that we would not be able to continue our business. See â€œUse of Proceeds.â€ Â Â Description of the Common Warrants Â The Common Warrants will have an exercise price of $ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â per share of common stock (100% of the public offering price of the Common Units), will be immediately exercisable and will expire five years from the date of issuance. Each Common Warrant is exercisable for one share of common stock, subject to adjustment in the event of stock dividends, stock splits, stock combinations, reclassifications, reorganizations or similar events affecting our common stock. Â A holder may not exercise any portion of a Common Warrant to the extent that the holder, together with its affiliates and any other person or entity acting as a group, would own more than 4.99% of our outstanding shares of common stock after exercise, as such ownership percentage is determined in accordance with the terms of the Common Warrants, except that upon notice from the holder to us, the holder may waive such limitation up to a percentage, not in excess of 9.99%. This prospectus also relates to the offering of the common stock issuable upon exercise of the Common Warrants. Â 6 Table of Contents Â Â Â To better understand the terms of the Common Warrants, you should carefully read the â€œDescription of Securities We Are Offeringâ€ section of this prospectus. You should also read the form of Common Warrant, which is filed as an exhibit to the registration statement that includes this prospectus. Â Â Â Nasdaq Symbol and Trading Â Our common stock is currently listed on Nasdaq under the symbols â€œRVYLâ€. There is no established public trading market for the Pre-Funded Warrants or Common Warrants, and we do not expect a market to develop. In addition, we do not intend to apply to list the Pre-Funded Warrants or Common Warrants on any national securities exchange or other nationally recognized trading system. Without an active trading market, the liquidity of the Pre-Funded Warrants and Common Warrants will be limited. Â Â Â Risk Factors Â Investing in our securities involves a high degree of risk. See â€œRisk Factorsâ€ beginning on page 9 and the other information in this prospectus for a discussion of the factors you should consider carefully before you decide to invest in our securities. Â Â Â Lock-Up Â In connection with this offering, our directors and executive officers and holders of 5% or more of our outstanding shares of common stock have agreed not to offer, issue, sell, contract to sell, encumber, grant any option for the sale of or otherwise dispose of any of our securities for a period of ninety (90) days following the closing of the offering of the Units. Additionally, we have agreed, subject to certain exceptions, not to offer, issue, sell, contract to sell, encumber, grant any option for the sale of or otherwise dispose of any shares of our common stock or other securities convertible into or exercisable or exchangeable for our common stock for a period of ninety (90) days after this offering is completed without the prior written consent of the Placement Agent (the â€œLock-Up Periodâ€). See â€œPlan of Distributionâ€ for more information. Â Â Â Right of First Refusal Â For a period of nine (9) months after this offering, we have provided the Placement Agent with a right of first refusal to act as sole managing underwriter and sole book runner, sole placement agent, or sole sales agent, for any all future public or private equity, equity-linked or debt (excluding commercial bank debt) offerings for which we retain the service of an underwriter, agent, advisor, finder or other person or entity in connection with such offering. See â€œPlan of Distributionâ€ for more information. Â Â Â Best Efforts Offering Â We have agreed to offer and sell the securities offered hereby to the purchasers through the Placement Agent. The Placement Agent is not required to buy or sell any specific number or dollar amount of the securities offered hereby, but it will use its reasonable best efforts to solicit offers to purchase the securities offered by this prospectus. See â€œPlan of Distributionâ€ on pageÂ 66 of this prospectus. Â The number of shares of our common stock to be outstanding upon completion of this offering is based on 8,351,086 shares of our common stock outstanding as of February 1, 2025, and excludes: Â â—75,687 unvested restricted stock awards, at a weighted average fair value price of $1.88 per share; Â â—573,127 shares of common stock issuable upon exercise of stock options currently outstanding, at a weighted average exercise price of $4.20 per share with expiration dates ranging from June 22, 2025 to November 11, 2033; Â â—4,214,903 shares of our common stock reserved for future issuance under our equity incentive plans; and Â Unless otherwise indicated, this prospectus reflects and assumes the following: Â â—No Pre-Funded Warrants are included in the Units offered hereby; and Â Â â— No exercise of the Common Warrants included in the Units offered hereby. Â 7 Table of Contents Â Cautionary Note Regarding Forward-Looking Statements Â The information included into this prospectus contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or Securities Act, 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. Actual results may differ materially from those expressed or implied in such forward-looking statements as a result of various factors. We do not undertake, and we disclaim, any obligation to update any forward-looking statements or to announce any revisions to any of the forward-looking statements, except as required by law. Forward-looking statements include, but are not necessarily limited to, those relating to: Â â—our expectations related to the use of proceeds from this offering; Â â—our need for, and ability to raise, additional capital; Â â—the acceptance and approval of regulatory filings; Â â—our current or prospective collaboratorsâ€™ compliance or non-compliance with their obligations under our agreements with them; Â â—Our ability to effectively execute our business plan; Â â—Our ability to manage our expansion, growth and operating expenses both domestically and internationally; Â â—Our ability to comply with new regulations and compliance requirements that affect our business; Â â—Our ability to evaluate and measure our business, prospects and performance metrics; Â â—Our ability to compete and succeed in an evolving industry; Â â—Our ability to respond and adapt to rapid changes in technology; Â â—Risks in connection with completed or potential acquisitions, post-acquisition integrations, dispositions and other strategic growth opportunities and initiatives; Â â—Risks related to our sale of our subsidiary, Ryvyl EU, representing a substantial portion of our business, if we are unable to pay the prospective purchaser $16.5 million by April 23, 2025 (May 23, 2025, if we pay such prospective purchaser $500,000 for a 30-day extension. Â Â â— Risks related to our dependence on our technology, which we may not be able to protect; and Â â—other factors discussed elsewhere in this prospectus. Â The foregoing does not represent an exhaustive list of matters that may be covered by the forward-looking statements contained herein or risk factors that we are faced with. Forward-looking statements necessarily involve risks and uncertainties, and our actual results could differ materially from those anticipated in the forward-looking statements due to a number of factors, including those set forth under the section of this prospectus entitled â€œRisk Factorsâ€ elsewhere in this prospectus. The factors set forth under the â€œRisk Factorsâ€ section and other cautionary statements made in this prospectus should be read and understood as being applicable to all related forward-looking statements wherever they appear in this prospectus. The forward-looking statements contained in this prospectus represent our judgment as of the date of this prospectus. We caution readers not to place undue reliance on such statements. Except as required by law, we undertake no obligation to update publicly any forward-looking statements for any reason, even if new information becomes available or other events occur in the future. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements contained above and throughout this prospectus. Â 8 Table of Contents Â Risk Factors Â Any investment in our securities involves a high degree of risk. You should carefully consider the risks described below, which we believe represent certain of the material risks to our business, together with the information contained elsewhere in this prospectus, before you make a decision to invest in our securities. Please note that the risks highlighted here are not the only ones that we may face. For example, additional risks presently unknown to us or that we currently consider immaterial or unlikely to occur could also impair our operations. If any of the following events occur or any additional risks presently unknown to us actually occur, our business, financial condition and operating results may be materially adversely affected. In that event, the trading price of our securities could decline and you could lose all or part of your investment. Â Risks Related to Our Business and Industry Â Our financial situation creates doubt whether we will continue as a going concern. Â As described in the Notes to the Financial Statements for the years ended December 31, 2023 and 2022, and for the nine months ended September 30, 2024 and September 30, 2023, the Company has a substantial doubt about the Companyâ€™s ability to continue as a going concern. As of September 30, 2024, we had an accumulated deficit of $172.5 million. There can be no assurances that we will be able to achieve a level of revenues adequate to generate sufficient cash flow from operations or additional financing through private placements, public offerings and/or bank financing necessary to support our working capital requirements. To the extent that funds generated from any private placements, public offerings and/or bank financing are insufficient, we will need to raise additional working capital. No assurance can be given that additional financing will be available, or if available, we will be able to secured any such financing on acceptable terms. These conditions raise substantial doubt about our ability to continue as a going concern. If adequate working capital is not available, we may be forced to discontinue operations, which would cause investors to lose their entire investment. Â We have entered into a Securities Purchase Agreement to sell a material subsidiary, which represents a substantial portion of our current business. Additionally, we may be required to pay significant liquidated damages if the prospective purchaser is unable to close the acquisition. Â As described elsewhere in this prospectus, we entered into a Securities Purchase Agreement with a prospective purchaser which provides for the sale to such prospective purchaser of all of the issued and outstanding shares of capital stock of our indirectly subsidiary, Ryvyl EU (the â€œRyvyl EU Sharesâ€), which represents a materially significant portion of the Companyâ€™s current business and substantially all business as classified under the Companyâ€™s Internal reporting segment as described in the Notes to the Financial Statements for the years ended December 31, 2023 and 2022, and for the nine months ended September 30, 2024 and September 30, 2023. We also entered into a Termination Agreement with such prospective purchaser, providing us with the right to terminate the Securities Purchase Agreement and such prospective purchaserâ€™s right to purchaser our Ryvyl EU business, if we pay such prospective purchaser $16.5 million on or before (April 23, 2025 (or as may be extended an additional 30 days until May 23, 2025 in consideration for our payment of $500,000 to such prospective purchaser). In the event that we are unable to terminate the sale of our Ryvyl EU business, the prospective purchaser would be able to acquire our Ryvyl EU business, which represents a substantial percentage of our current business. The loss of such business would have a material adverse effect on our business and financial condition and would likely result in the termination of our business. Â Additionally, if the prospective purchaser is unable to acquire the Ryvyl EU Shares close for any reason other than our breach, including the inability to obtain any regulatory clearances required for such transfer from the applicable Bulgarian governmental authorities, then we are required to pay such prospective purchaser liquidated damages in the amount of $16.5 million. In the event that the prospective purchaser is unable to acquire the Ryvyl EU Shares, as a result of our breach, then we are required to pay the prospective purchaser liquidated damages in an amount equal to the appraised value of the Ryvyl EU Shares. Our payment of either of such liquidated damages amounts to the prospective purchaser would have a material adverse impact on our business and financial condition and in the event of our obligation to pay $16.5 million would likely result in the termination of our business, and in the event of our obligation to pay the appraised value of the Ryvyl EU Shares would definitely result in the termination of our business. Â The loss of key personnel or the inability of replacements to quickly and successfully perform in their new roles could adversely affect our business. Â We depend on the leadership and experience of our relatively small number of key executive management personnel, particularly our Chairman of the Board of Directors (the â€œBoardâ€) and Executive Vice President, Ben Errez, and our Director and Chief Executive Officer, Fredi Nisan. The loss of the services of any of our key executives or any of our executive management members could have a material adverse effect on our business and prospects, as we may not be able to find suitable individuals to replace such personnel on a timely basis or without incurring increased costs, or at all. Furthermore, if we lose or terminate the services of one or more of our key employees or if one or more of our current or former executives or key employees joins a competitor or otherwise competes with us, it could impair our business and our ability to successfully implement our business plan. Additionally, if we are unable to hire qualified replacements for our executive and other key positions in a timely fashion, our ability to execute our business plan would be harmed. Even if we can quickly hire qualified replacements, we would expect to experience operational disruptions and inefficiencies during any transition. We believe that our future success will depend on our continued ability to attract and retain highly skilled and qualified personnel. There is a high level of competition for experienced, successful personnel in our industry. Our inability to meet our executive staffing requirements in the future could impair our growth and harm our business. Â 9 Table of Contents Â Our executive officers, directors, and principal shareholders maintain the ability to control substantially all matters submitted to shareholders for approval. Â As of February 11, 2025, our executive officers, directors, and shareholders who owned more than 5% of our outstanding Common Stock, in the aggregate, beneficially owned 2,291,751 shares of Common Stock representing approximately 26% of our outstanding capital stock. As a result, if these shareholders were to choose to act together, they would be able to control substantially all matters submitted to our shareholders for approval, as well as our management and affairs. For example, these persons, if they choose to act together, would control the election of directors and approval of any merger, consolidation or sale of all or substantially all of our assets. This concentration of voting power could delay or prevent an acquisition of us on terms that other shareholders may desire. Â Low demand for new products and the inability to develop and introduce new products at favorable margins could adversely impact our performance and prospects for future growth. Â Our competitive advantage is due in part to our ability to develop and introduce new products in a timely manner at favorable margins. The uncertainties associated with developing and introducing new products, such as market demand and costs of development and production, may impede the successful development and introduction of new products on a consistent basis. Introduction of new technology may result in higher costs to us than that of the technology replaced. That increase in costs, which may continue indefinitely or until increased demand and greater availability in the sources of the new technology drive down its cost, could adversely affect our results of operations. Market acceptance of the new products introduced in recent years and scheduled for introduction in future years may not meet sales expectations due to various factors, such as the failure to accurately predict market demand, end-user preferences, evolving industry standards, or the emergence of new or disruptive technologies. Moreover, the ultimate success and profitability of the new products may depend on our ability to resolve technical and technological challenges in a timely and cost-effective manner. Our investments in productive capacity and commitments to fund advertising and product promotions in connection with these new products could erode profits if those expectations are not met. Â A prolonged economic downturn could adversely affect our business. Â Uncertain global economic conditions could adversely affect our business. The COVID-19 pandemic negatively impacted some of our clients as they saw reductions in revenues due to business closures which caused our processing volume to decline. Negative global and national economic trends, such as decreased consumer and business spending, high unemployment levels and declining consumer and business confidence, pose challenges to our business and could result in declining revenues, profitability, and cash flow. Although we continue to devote significant resources to support our brands, unfavorable economic conditions may negatively affect demand for our products. Â We could face substantial competition, which could reduce our market share and negatively impact our net revenue. Â Notable companies in the payment facilitator industry include PayPal, Stripe, and Square. Many of our payment facilitator competitors are significantly larger than we are and have considerably greater financial, technical, marketing, and other resources than we do. Some competitors may have a lower cost of funds and access to funding sources that are not available to us. We cannot assure you that the competitive pressures we face will not have a material adverse effect on our business, financial condition, and results of operations. Â Â Litigation may adversely affect our business, financial condition, and results of operations. Â From time to time in the normal course of our business operations, we may become subject to litigation involving intellectual property, data privacy and security, consumer protection, commercial disputes and other matters that may negatively affect our operating results if changes to our business operation are required. We may also be subject to a variety of claims including product warranty, product liability, and consumer protection claims related to product defects, among other litigation. We may also be subject to claims involving health and safety, other environmental impacts, or service disruptions or failures. The cost to defend such litigation may be significant and may require a diversion of our resources. There also may be adverse publicity associated with litigation that could negatively affect customer perception of our business, regardless of whether the allegations are valid or whether we are ultimately found liable. As a result, litigation may adversely affect our business, financial condition and results of operations. In addition, insurance may not cover existing or future claims, be sufficient to fully compensate us for one or more of such claims or continue to be available on terms acceptable to us. A claim brought against us that is uninsured or underinsured could result in unanticipated costs, thereby adversely affecting our results of operations and resulting in a reduction in the trading price of our stock. Â Expectations relating to environmental, social, and governance (ESG) considerations could expose us to potential liabilities, increased costs, and reputational harm. Â We are subject to laws, regulations, and other measures that govern a wide range of topics, including those related to matters beyond our core products and services. For instance, new laws, regulations, policies, and international accords relating to ESG matters, including sustainability, climate change, human capital, and diversity, are being developed and formalized in Europe, the U.S., and elsewhere, which may entail specific, target-driven frameworks and/or disclosure requirements. Any failure, or perceived failure, by us to adhere to our public statements, comply fully with developing interpretations of ESG laws and regulations, or meet evolving and varied stakeholder expectations and standards could harm our business, reputation, financial condition, and operating results. Â Adverse developments affecting the financial services industry, including events or concerns involving liquidity, defaults or non-performance by financial institutions, have and could in the future, adversely affect our business, financial condition, results of operations, or prospects. Â The funds in our accounts are held in banks or other financial institutions. Our funds held in non-interest bearing and interest-bearing accounts would exceed any applicable Federal Deposit Insurance Corporation (â€œFDICâ€) insurance limits. Should events, including limited liquidity, defaults, non-performance or other adverse developments occur with respect to the banks or other financial institutions that hold our funds, or that affect financial institutions or the financial services industry generally, or concerns or rumors about any events of these kinds or other similar risks, our liquidity may be adversely affected. For example, on March 10, 2023, the FDIC announced that Silicon Valley Bank had been closed by the California Department of Financial Protection and Innovation. Although we did not have any funds in Silicon Valley Bank or other institutions that have been closed, we cannot guarantee that the banks or other financial institutions that hold our funds will not experience similar issues. Â 10 Table of Contents Â Our business is dependent on our strategic banking relationships to process our electronic transactions. If we are unable to secure or retain a banking partner due to market conditions in the financial services industry, our financial condition will be materially affected. Â In addition, investor concerns regarding the U.S. or international financial systems could result in less favorable commercial financing terms, including higher interest rates or costs and tighter financial and operating covenants, or systemic limitations on access to credit and liquidity sources, thereby making it more difficult for us to acquire financing on terms favorable to us could have material adverse impacts on our liquidity, our business, financial condition or results of operations, and our prospects. Our business is dependent on our strategic banking relationships to process our electronic transaction. Our business and our relationships with banking partners has been and may in the future, be adversely impacted by these developments in ways that we cannot predict at this time. There may be additional risks that we have not yet identified, and we cannot guarantee that we will be able to avoid negative consequences directly or indirectly from any failure of one or more banks or other financial institutions. Â In February 2024, the Company transitioned its QuickCard product in North America away from terminal-based to app-based processing. This transition coincided with a change in our banking partner that was prompted by recent changes in the compliance environment and banking regulations. The unforeseen abrupt nature of the transition and slow initial adoption of the app-based product has led to a significant decline in processing volume in North America. This in turn has adversely affected revenue in the North America segment and, as a result, the North America segmentâ€™s revenue for the nine months ended September 30, 2024 were down by approximately 77 percent, which is primarily attributable to this product transition. See the Notes to the Financial Statements for the years ended December 31, 2023 and 2022, and for the nine months ended September 30, 2024 and September 30, 2023, for additional information. Â As a result of the developments described above, the Companyâ€™s liquidity in its North America segment has been adversely impacted in the short term. In direct response, management has devised a plan, which it has assessed as appropriate and sufficient to address the liquidity shortfall in the North America segment. Refer to the â€œGoing Concernâ€ subsection within Note 2,Â Summary of Significant Accounting Policies,Â in the Notes to the Financial Statements for the years ended December 31, 2023 and 2022, and for the nine months ended September 30, 2024 and September 30, 2023, for details of managementâ€™s intended plan and further assessment. Â Fluctuations in exchange rates could have a material and adverse effect on our results of operations and the value of your investment. Â As much of the Companyâ€™s current operations are conducted in Europe, the Company receives a significant amount of currency in Euros from its operations, however the Companyâ€™s reporting currency is U.S. dollars. Accordingly, fluctuations in the value of the Euro relative to the U.S. dollar could affect its results of operations due to translational remeasurements. As its international operations expand relative to its domestic operations, an increasing portion of its revenue and operating expenses will be denominated in non-US currencies. Accordingly, the Companyâ€™s revenue and operating expenses will become increasingly subject to fluctuations due to changes in foreign currency exchange rates. If the Company is not able to successfully hedge against the risks associated with currency fluctuations, the Companyâ€™s business, financial condition and results of operations could be materially adversely affected. Â Risks Related to Our Financial Position and Need for Capital Â Our revenue projections related to our new licensing arrangements with payment services providers may not materialize due to customer acquisition and banking compliance issues that are outside of our control. Â As part of the Companyâ€™s plan to diversify its business, it recently launched a new licensing product for its payment processing platform. The Company will generate revenues from these arrangements from use-based license fees that it will charge to the payment services providers. The Companyâ€™s ability to generate revenues from these licensing arrangements is contingent on the success of the licensees in utilizing and servicing their customers on their platforms, as the licensees will have exclusive control over, among other things, implementation and operations of the point of banking system, procurement of ACH processing solutions, and customer acquisitions. Â The licensees will also have control in determining clients and industries utilizing the licensed technology, which requires an understanding of various banking laws and regulations that may impact the licenseeâ€™s servicing of customer accounts. For example, federal money laundering statutes and Bank Secrecy Act regulations discourage financial institutions from working with operators of certain industries, particularly those with heightened cash reporting obligations and restrictions. As a result, banks may refuse to process certain payments and/or require onerous reporting obligations by payment processors to avoid compliance risk. These and other complexities surrounding banking and payment processing laws may make it difficult for the licensees to acquire customers, thereby negatively impacting the Companyâ€™s ability to generate revenues from these arrangements. Â 11 Table of Contents Â Our financial statements may be materially affected if our estimates prove to be inaccurate as a result of our limited experience in making critical accounting estimates. Â Financial statements prepared in accordance with generally accepted accounting principles (â€œGAAPâ€) require the use of estimates, judgments, and assumptions that affect the reported amounts. Actual results may differ materially from these estimates under different assumptions or conditions. These estimates, judgments, and assumptions are inherently uncertain, and, if they prove to be wrong, then we face the risk that charges to income will be required. In addition, because we have limited to no operating history and limited experience in making these estimates, judgments, and assumptions, the risk of future charges to income may be greater than if we had more experience in these areas. Any such charges could significantly harm our business, financial condition, results of operations, and the price of our securities. Â The restatement of our historical financial statements has consumed a significant amount of our time and resources and may continue to do so. Â As further described in Note 3 to the consolidated financial statements for the years ended December 31, 2023 and 2022, we have previously restated our consolidated financial statements for quarters ending March 31, 2021, June 30, 2021, September 30, 2021, March 31, 2022, June 30, 2022, and September 30, 2022, and for the annual period ending December 31, 2021, and previously presented the effects of the restatement adjustments in its 2022 Annual Report . The restatement process was highly time and resource-intensive and involved substantial attention from management, as well as significant legal and accounting costs. Although we have now completed the restatement, we cannot guarantee that we will have no further inquiries from the SEC or The Nasdaq Stock Market LLC (â€œNasdaqâ€) regarding our restated consolidated financial statements or matters relating thereto. Â Any future inquiries from the SEC or Nasdaq as a result of the restatement of our historical financial statements will, regardless of the outcome, likely consume a significant amount of our resources in addition to those resources already consumed in connection with the restatement itself. Â Further, many companies that have been required to restate their historical financial statements have experienced a decline in stock price and stockholder lawsuits related thereto. Â Our financial statements may be materially affected as a result of material weaknesses in internal accounting controls. Â We are subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act, and Nasdaq rules and regulations. The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. Effective internal control over financial reporting is necessary for us to provide reliable financial reports and, together with adequate disclosure controls and procedures, is designed to prevent fraud. We must perform system and process evaluation and testing of our internal controls over financial reporting to allow management to report on the effectiveness of our internal controls over financial reporting in this prospectus, as required by Section 404 of the Sarbanes-Oxley Act (â€œSection 404â€). This requires significant management efforts and requires us to incur substantial professional fees and internal costs to expand our accounting and finance functions. Any failure to implement required new or improved controls, or difficulties encountered in their implementation, could cause us to fail to meet our reporting obligations. In addition, any testing by us, as and when required, conducted in connection with Section 404, or any subsequent testing by our independent registered public accounting firm, as and when required, may reveal deficiencies in our internal controls over financial reporting that are deemed to be significant deficiencies or material weaknesses, including the material weakness described below, or that may require prospective or retroactive changes to our financial statements, or may identify other areas for further attention or improvement. Furthermore, we cannot be certain that our efforts will be sufficient to remediate or prevent future material weaknesses or significant deficiencies from occurring. Â We have identified control deficiencies in the design and implementation of our internal control over financial reporting that constituted a material weakness. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our financial statements will not be prevented or detected on a timely basis. Any failure to implement and maintain effective internal control over financial reporting could adversely affect the results of the period including management evaluations and annual independent registered public accounting firm attestation reports regarding the effectiveness of our internal control over financial reporting that we will eventually be required to include in our periodic reports that are filed with the SEC. Ineffective disclosure controls and procedures and internal control over financial reporting could also cause investors to lose confidence in our reported financial and other information, which would likely have a negative effect on the trading price of our stock. The material weakness that was identified, which relates to internal control over financial reporting, is as follows: Â â—Currently, management does not have a complete process in place to fully reconcile the transactions between its operating system (a Company-developed platform) and its general ledger system, at the individual transaction level. This deficiency hampers the Companyâ€™s ability to timely and accurately identify differences that may require adjustment to its consolidated financial statements. Â 12 Table of Contents Â Management is in the process of remediating the deficiency described above and intends to take any additional actions as may be deemed appropriate to further strengthen the Companyâ€™s internal control over financial reporting. However, because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Additionally, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. In the future, we may identify additional material weaknesses that may cause us to fail to meet our reporting obligations or result in material misstatements of our financial statements. If we fail to remediate such material weaknesses or if we otherwise fail to establish and maintain effective control over financial reporting, our ability to accurately and timely report our financial results could be adversely affected. Â We will require additional financing to sustain or grow our operations. Raising additional capital may cause dilution to our existing stockholders and investors, restrict our operations or require us to relinquish rights to our products and/or product candidates on unfavorable terms to us. Â We will need to seek additional capital through a variety of means, including through private and public equity offerings and debt financings, collaborations, strategic alliances, and marketing or licensing arrangements. To the extent that we raise additional capital through the sale of equity or convertible debt securities, or through the issuance of shares under other types of contracts, or upon the exercise or conversion of outstanding options, warrants, convertible debt or other similar securities, the ownership interests of our stockholders will be diluted, and the terms of such financings may include liquidation or other preferences, anti-dilution rights, conversion and exercise price adjustments and other provisions that adversely affect the rights of our stockholders, including rights, preferences and privileges that are senior to those of our holders of Common Stock in terms of the payment of dividends or in the event of a liquidation. In addition, debt financing, if available, could include covenants limiting or restricting our ability to take certain actions, such as incurring additional debt, making capital expenditures, entering into licensing arrangements, or declaring dividends and may require us to grant security interests in our assets. If we raise additional funds through collaborations, strategic alliances, or marketing, distribution or licensing arrangements with third parties, we may have to relinquish valuable rights to our technologies, future revenue streams, product or product candidates or grant licenses on terms that may not be favorable to us. If we are unable to raise additional funds through equity or debt financing when needed, we may need to curtail or cease our operations. Â Our growth will be dependent on our ability to access additional equity and debt capital. We may seek additional capital through a variety of means, including through private and public equity offerings and debt financings, collaborations, and strategic alliances. To the extent that we raise additional capital through the sale of equity or convertible debt securities, or through the issuance of shares under other types of contracts, or upon the exercise or conversion of outstanding options, warrants, convertible debt or other similar securities, the ownership interests of our stockholders will be diluted, and the terms of such financings may include liquidation or other preferences, anti-dilution rights, conversion and exercise price adjustments and other provisions that adversely affect the rights of our stockholders, including rights, preferences, and privileges that are senior to those of our holders of Common Stock in terms of the payment of dividends or in the event of a liquidation. In addition, debt financing, if available, could include covenants limiting or restricting our ability to take certain actions, such as incurring additional debt, making capital expenditures or declaring dividends and may require us to grant security interests in our assets. If we raise additional funds through collaborations, strategic alliances, or marketing arrangements with third parties, we may have to relinquish valuable rights to our technologies, future revenue streams, products, and services. If we are unable to raise additional funds through equity or debt financing when needed, we may need to curtail or cease our operations. Â We may not realize the anticipated benefits of acquisitions or investments in joint ventures, or those benefits may be delayed or reduced in their realization. Â Acquisitions and investments are likely to be a component of our growth and the development of our business in the future. Acquisitions can broaden and diversify our product concepts. In reviewing potential acquisitions or investments, we target assets or companies that we believe offer attractive products or offerings, the ability for us to leverage our offerings, competencies, or other synergies. Â The combination of two or more independent businesses is a complex, costly, and time-consuming process that will require significant management attention and resources. The integration process may disrupt the businesses and, if implemented ineffectively, would limit the expected benefits of the acquisition. The failure to meet the challenges involved in integrating businesses and realizing the anticipated benefits could cause an interruption of, or a loss of momentum in, our activities and could adversely affect our results of operations. The overall integration of the businesses may result in material unanticipated problems, expenses, liabilities, competitive responses, loss of customer and other business relationships, and diversion of managementâ€™s attention. The difficulties of combining the operations of the companies include, among others: Â â—the diversion of managementâ€™s attention to integration matters; Â â—difficulties in achieving anticipated cost savings, synergies, business opportunities, and growth prospects from the combination; Â â—potential challenges in obtaining requisite government regulatory approvals; Â â—difficulties in the integration of operations and systems; and Â â—conforming standards, controls, procedures, accounting and other policies, business cultures, and compensation structures between the two companies. Â 13 Table of Contents Â We cannot be certain that the products and offerings of companies we may acquire, or acquire an interest in, will achieve or maintain popularity with consumers in the future or that any such acquired companies or investments will allow us to market our products more effectively, develop our competencies or to grow our business. In some cases, we expect that the integration of the companies that we may acquire into our operations will create production, marketing and other operating, revenue or cost synergies which will produce greater revenue growth and profitability and, where applicable, cost savings, operating efficiencies and other advantages. However, we cannot be certain that these synergies, efficiencies and cost savings will be realized. Even if achieved, these benefits may be delayed or reduced in their realization. In other cases, we may acquire or invest in companies that we believe have strong and creative management, in which case we may plan to operate them more autonomously rather than fully integrating them into our operations. We cannot be certain that the key talented individuals at these companies will continue to work for us after the acquisition or that they will develop popular and profitable products or services in the future. We cannot guarantee that any acquisition or investment we may make will be successful or beneficial, and acquisitions can consume significant amounts of management attention and other resources, which may negatively impact other aspects of our business. Â Our operating results may fluctuate significantly as a result of a variety of factors, many of which are outside of our control, which could cause fluctuations in the price of our securities. Â We are subject to the following factors that may negatively affect our operating results: Â â—our ability to upgrade and develop our systems and infrastructure to accommodate growth; Â â—our ability to attract and retain key personnel in a timely and cost-effective manner; Â â—technical difficulties; Â â—the amount and timing of operating costs and capital expenditures relating to the expansion of our business, operations, and infrastructure; Â â—our ability to identify and enter into relationships with appropriate and qualified third-party providers for necessary development and manufacturing services; Â â—regulation by federal, state, or local governments; Â â—banking industry turmoil and headwinds in the digital asset space; and Â â—general economic conditions, as well as economic conditions specific to the entertainment, theme park, party items, arts and crafts, and packaging industries. Â As a result of our lack of any operating history and the nature of the markets in which we compete, it is difficult for us to forecast our revenues or earnings with a high degree of certainty. As a strategic response to changes in the competitive environment, we may from time to time make certain decisions concerning expenditures, pricing, service, or marketing that could have a material and adverse effect on our business, results of operations, and financial condition. Due to the foregoing factors, our revenues and operating results are difficult to forecast. Â Risks Related to Cybersecurity, Information Technology, and Intellectual Property Â We are increasingly dependent on information technology, and potential cyberattacks, security problems, or other disruption and expanding social media vehicles present new risks. Â We rely on information technology networks and systems, including the internet, to process, transmit, and store electronic information, and to manage or support a variety of business processes, including financial transactions and records, billing, and operating data. We may purchase some of our information technology from vendors, on whom our systems will depend, and we rely on commercially available systems, software, tools, and monitoring to provide security for processing, transmission, and storage of confidential operator and other customer information. We depend upon the secure transmission of this information over public networks. Our networks and storage applications could be subject to unauthorized access by hackers or others through cyberattacks, which are rapidly evolving and becoming increasingly sophisticated, or by other means, or may be breached due to operator error, malfeasance or other system disruptions. In some cases, it will be difficult to anticipate or immediately detect such incidents and the damage they cause. Any significant breakdown, invasion, destruction, interruption, or leakage of information from our systems could harm our business. Â Further, in the normal course of our business, we collect, store and transmit proprietary and confidential information regarding our customers, employees, and others, including personally identifiable information. An operational failure or breach of security from increasingly sophisticated cyber threats could lead to loss, misuse or unauthorized disclosure of this information about our employees or customers, which may result in regulatory or other legal proceedings, and have a material adverse effect on our business. We also may not have the resources or technical sophistication to anticipate or prevent rapidly evolving types of cyber-attacks. Any such attacks or precautionary measures taken to prevent anticipated attacks may result in increasing costs, including costs for additional technologies, training and third-party consultants. The losses incurred from a breach of data security and operational failures as well as the precautionary measures required to address this evolving risk may adversely impact our financial condition, results of operations and cash flows. Â 14 Table of Contents Â Privacy regulation is an evolving area and compliance with applicable privacy regulations may increase our operating costs or adversely impact our ability to service our clients and market our products and services. Â Because we store, process and use data, some of which contains personal information, we are subject to complex and evolving federal, state, and foreign laws and regulations regarding privacy, data protection, and other matters. While we believe we are currently in compliance with applicable laws and regulations, many of these laws and regulations are subject to change and uncertain interpretation, and could result in investigations, claims, changes to our business practices, increased cost of operations, and declines in user growth, retention, or engagement, any of which could seriously harm our business. Â Data privacy and security concerns relating to our technology and our practices could cause us to incur significant liability and deter current and potential users from using our products and services. Software bugs or defects, security breaches, and attacks on our systems could result in the improper disclosure and use of user data and interference with our usersâ€™Â ability to use our products and services, harming our business operations. Â Concerns about our practices with regard to the collection, use, disclosure, or security of personal information or other data-privacy-related matters, even if unfounded, could harm our financial condition, and operating results. Our policies and practices may change over time as expectations regarding privacy and data change. Our products and services involve the storage and transmission of proprietary information, and bugs, theft, misuse, defects, vulnerabilities in our products and services, and security breaches expose us to a risk of loss of this information, improper use and disclosure of such information, litigation, and other potential liability. Systems and control failures, security breaches and/or inadvertent disclosure of user data could result in government and legal exposure, seriously harm our business, and impair our ability to attract and retain customers. Â We may experience cyber-attacks and other attempts to gain unauthorized access to our systems. We may experience future security issues, whether due to employee error or malfeasance or system errors or vulnerabilities in our or other partiesâ€™ systems, which could result in significant legal and financial exposure. We may be unable to anticipate or detect attacks or vulnerabilities or implement adequate preventative measures. Attacks and security issues could also compromise trade secrets and other sensitive information, harming our business. As a result, we may suffer significant legal or financial exposure, which could harm our business, financial condition, and operating results. Â Third-party claims of infringement against us could adversely affect our ability to market our products and require us to redesign our products or seek licenses from third parties. Â We are susceptible to intellectual property lawsuits that could cause us to incur substantial costs, pay substantial damages, or prohibit us from distributing our products. Whether a product infringes a patent involves complex legal and factual issues, the determination of which is often uncertain. In addition, because patent applications can take many years to issue, there may be applications now pending of which we are unaware, which later may result in issued patents that our products may infringe. If any of our products infringe a valid patent, we could be prevented from distributing that product unless and until we can obtain a license or redesign it to avoid infringement. A license may not be available or may require us to pay substantial royalties. We also may not be successful in any attempt to redesign the product to avoid any infringement. Infringement and other intellectual property claims, with or without merit, can be expensive and time-consuming to litigate, and we may not have the financial and human resources to defend ourselves against any infringement suits that may be brought against us. Â We may employ individuals who were previously employed by companies that are developing similar products and technology, including our competitors or potential competitors. To the extent our employees are involved in research areas which are similar to those areas in which they were involved at their former employers, we may be subject to claims that such employees and/or we have inadvertently or otherwise used or disclosed the alleged trade secrets or other proprietary information of the former employers. Litigation may be necessary to defend against such claims, which could result in substantial costs and be a distraction to management and which may have a material adverse effect on us, even if we are successful in defending such claims. Â We also rely in our business on trade secrets, know-how and other proprietary information. We seek to protect this information, in part, through the use of confidentiality agreements with employees, consultants, advisors and others. Nonetheless, we cannot assure you that those agreements will provide adequate protection for our trade secrets, know-how or other proprietary information and prevent their unauthorized use or disclosure. To the extent that consultants, key employees or other third parties apply technological information independently developed by them or by others to our proposed products, disputes may arise as to the proprietary rights to such information which may not be resolved in our favor. Most of our consultants are employed by or have consulting agreements with third parties and any inventions discovered by such individuals generally will not become our property. There is a risk that other parties may breach confidentiality agreements or that our trade secrets become known or independently discovered by competitors, which could adversely affect us. Â 15 Table of Contents Â Risks Related to Owning Our Common Stock Â We are subject to increased costs as a result of operating as a public company, and our management is required to devote substantial time to new compliance initiatives. Â As a public company, we incur significant legal, accounting, and other expenses that we did not incur as a private company, including costs associated with public company reporting requirements. The Sarbanes-Oxley Act, as well as rules subsequently adopted by the SEC and Nasdaq to implement provisions of the Sarbanes-Oxley Act, impose significant requirements on public companies, including requiring establishment and maintenance of effective disclosure and financial controls and changes in corporate governance practices. Further, in July 2010, the Dodd-Frank Wall Street Reform and Consumer Protection Act, or the Dodd-Frank Act, was enacted. There are significant corporate governance and executive compensation related provisions in the Dodd-Frank Act that require the SEC to adopt additional rules and regulations in these areas, such as â€œsay on payâ€ and proxy access. Stockholder activism, the current political environment and the current high level of government intervention and regulatory reform may lead to substantial new regulations and disclosure obligations, which may lead to additional compliance costs and impact the manner in which we operate our business in ways we cannot currently anticipate. Our management and other personnel will devote a substantial amount of time to these compliance programs and monitoring of public company reporting obligations and as a result of the new corporate governance and executive compensation related rules, regulations and guidelines prompted by the Dodd-Frank Act and further regulations and disclosure obligations expected in the future, we will likely need to devote additional time and costs to comply with such compliance programs and rules. These rules and regulations will cause us to incur significant legal and financial compliance costs and will make some activities more time-consuming and costly. Â The rules and regulations applicable to public companies have substantially increased our legal and financial compliance costs and make some activities more time-consuming and costly. If these requirements divert the attention of our management and personnel from other business concerns, they could have a material adverse effect on our business, financial condition, and results of operations. The increased costs will decrease our net income and may require us to reduce costs in other areas of our business or increase the prices of our products or services. For example, these rules and regulations made it more difficult and more expensive for us to obtain director and officer liability insurance and we may be required to incur substantial costs in the future to maintain the same or similar coverage. We cannot predict or estimate the amount or timing of additional costs we may incur to respond to these requirements. The impact of these requirements could also make it more difficult for us to attract and retain qualified persons to serve on our Board, our Board committees or as executive officers. Â If we are not able to comply with the applicable continued listing requirements or standards of Nasdaq, our common stock could be delisted from Nasdaq.Â Â Our common stock is currently listed on Nasdaq. In order to maintain that listing, we must satisfy minimum financial and other continued listing requirements and standards, including those regarding director independence and independent committee requirements, minimum stockholdersâ€™ equity, minimum share price, and certain corporate governance requirements. There can be no assurances that we will be able to comply with the applicable listing standards of Nasdaq. Â In the event that our common stock is delisted from Nasdaq and is not eligible for quotation on another market or exchange, trading of our common stock could be conducted in the over-the-counter market established for unlisted securities, such as the OTC Markets. In such event, it could become more difficult to dispose of, or obtain accurate price quotations for, our common stock, and there would likely also be a reduction in our coverage by securities analysts and the news media, which could cause the price of our common stock to decline further. Also, it may be difficult for us to raise additional capital if we are not listed on a major exchange. Â In the event that our common stock is delisted from Nasdaq, U.S. broker-dealers may be discouraged from effecting transactions in shares of our common stock because it may be considered a penny stock and thus be subject to the penny stock rules.Â Â The SEC has adopted a number of rules to regulate a â€œpenny stockâ€ that restricts transactions involving stock which is deemed to be a penny stock. Such rules include Rules 3a51-1, 15g-1, 15g-2, 15g-3, 15g-4, 15g-5, 15g-6, 5g-7, and 15g-9 under theÂ Exchange Act. These rules may have the effect of reducing the liquidity of penny stocks. â€œPenny stocksâ€ generally are equity securities with a price of less than $5.00 per share (other than securities registered on certain national securities exchanges or traded on Nasdaq if current price and volume information with respect to transactions in such securities is provided by the exchange or system). Our shares of common stock may, in the future constitute, a â€œpenny stockâ€ within the meaning of the rules. The additional sales practice and disclosure requirements imposed upon U.S. broker-dealers may discourage such broker-dealers from effecting transactions in shares of our common stock, which could severely limit the market liquidity of such shares of common stock and impede their sale in the secondary market. Â 16 Table of Contents Â A U.S. broker-dealer selling a penny stock to anyone other than an established customer or â€œaccredited investorâ€(generally, an individual with a net worth in excess of $1,000,000 or an annual income exceeding $200,000, or $300,000 together with his or her spouse) must make a special suitability determination for the purchaser and must receive the purchaserâ€™s written consent to the transaction prior to sale, unless the broker-dealer or the transaction is otherwise exempt. In addition, the â€œpenny stockâ€ regulations require the U.S. broker-dealer to deliver, prior to any transaction involving a â€œpenny stockâ€, a disclosure schedule prepared in accordance with SEC standards relating to the â€œpenny stockâ€ market, unless the broker-dealer or the transaction is otherwise exempt. A U.S. broker-dealer is also required to disclose commissions payable to the U.S. broker-dealer and the registered representative and current quotations for the securities. Finally, a U.S. broker-dealer is required to submit monthly statements disclosing recent price information with respect to any â€œpenny stockâ€ held in a customerâ€™s account and information with respect to the limited market in â€œpenny stocksâ€. Â You should be aware that, according to the SEC, the market for â€œpenny stocksâ€ has suffered in recent years from patterns of fraud and abuse. Such patterns include (i) control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer; (ii) manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases; (iii) â€œboiler roomâ€ practices involving high-pressure sales tactics and unrealistic price projections by inexperienced sales persons; (iv) excessive and undisclosed bid-ask differentials and markups by selling broker-dealers; and (v) the wholesale dumping of the same securities by promoters and broker-dealers after prices have been manipulated to a desired level, resulting in investor losses. Our management is aware of the abuses that have occurred historically in the penny stock market. Although we do not expect to be in a position to dictate the behavior of the market or of broker-dealers who participate in the market, management will strive within the confines of practical limitations to prevent the described patterns from being established with respect to our securities. Â If securities or industry analysts do not publish research, or publish inaccurate or unfavorable research, about our business, our stock price and our trading volume could decline. Â The trading market for our Common Stock depends, in part, on the research and reports that securities or industry analysts publish about us or our business. While we currently have certain analyst coverage, if one or more of the analysts who cover us downgrade our Common Stock or publish inaccurate or unfavorable research about our business, our stock price could decline. In addition, if our operating results fail to meet the forecast of analysts, our stock price could decline. If one or more of these analysts cease coverage of us or fail to publish reports on us regularly, demand for our Common Stock could decrease, which might cause our stock price and trading volume to decline. Â Risks Relating to this Offering Â We believe that the proceeds of this offering, combined with our limited funds currently on hand, will only be sufficient for us to operate for a relatively limited amount of time. Since we will be unable to generate sufficient cash flow to fund our operations at this time, we will need to seek additional equity or debt financing to provide the capital required to implement our business plan. If we are unable to raise capital, we could be required to seek bankruptcy protection or other alternatives that would likely result in our securityholders losing some or all of their investment in us. Â We believe that the proceeds of this offering, combined with our limited funds currently on hand, will only be sufficient for us to operate for a relatively limited amount of time. Since we will be unable to generate sufficient revenue or cash flow to fund our operations at this time, we will need to seek additional equity or debt financing to provide the capital required to implement our business plan. Â Additionally, this offering is being made on a â€œbest effortsâ€ basis and we may sell fewer than all of the securities offered hereby and may receive significantly less in net proceeds from this offering, which will provide us only limited working capital. Without giving effect to the receipt of any proceeds from this offering, we currently estimate that our existing cash and cash equivalents are sufficient to fund business operations for six months from the date of this prospectus without additional revenue growth. As the net proceeds from this offering with be predominantly used to fund the termination of the SPA, we do not anticipate an funds from this offering to extend our ability to pay for current business operations. Â We do not currently have any arrangements or credit facilities in place as a source of funds. There can be no assurance that we will be able to raise sufficient additional capital on acceptable terms, or at all. If such financing is not available on satisfactory terms, or is not available at all, we may be required to further delay, scale back or eliminate the development of business opportunities and our operations and financial condition may be materially adversely affected. Furthermore, if we are unable to raise capital, we could be required to seek bankruptcy protection or other alternatives that would likely result in our securityholders losing some or all of their investment in us. Â 17 Table of Contents Â The market price of our common stock has been volatile and can fluctuate substantially, which could result in substantial losses for purchasers of our Units in this offering. Â The market price of our common stock is highly volatile, and in the past 52-week period, the market price of our common stock has ranged from $0.89 to $4.85 per share. You may be unable to sell your shares of common stock at or above the offering price. The market price of our securities could be subject to wide fluctuations in response to a variety of factors, which include: Â Â â— actual or anticipated fluctuations in our quarterly or annual operating results; Â Â â— publication of research reports by securities analysts about us or our competitors or our industry; Â Â â— the publicâ€™s reaction to our press releases, our other public announcements and our filings with the SEC; Â Â â— our failure or the failure of our competitors to meet analystsâ€™ projections or guidance that we or our competitors may give to the market; Â Â â— additions and departures of key personnel; Â Â â— strategic decisions by us or our competitors, such as acquisitions, divestitures, spin-offs, joint ventures, strategic investments or changes in business strategy; Â Â â— the passage of legislation or other regulatory developments affecting us or our industry; Â Â â— speculation in the press or investment community; Â Â â— changes in accounting principles; Â Â â— terrorist acts, acts of war or periods of widespread civil unrest; Â Â â— natural disasters and other calamities; and Â Â â— changes in general market and economic conditions. Â In addition, the stock market has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of companies. Broad market and industry factors may negatively affect the market price of our common stock and warrants, regardless of our actual operating performance. In the past, securities class action litigation has often been initiated against companies following periods of volatility in their stock price. This type of litigation could result in substantial costs and divert our managementâ€™s attention and resources, and could also require us to make substantial payments to satisfy judgments or to settle litigation. Â Our management will have broad discretion in how we use the net proceeds of this offering and might not use them effectively. Â Our management will have considerable discretion over the use of proceeds from this offering. You will not have the opportunity, as part of your investment decision, to assess whether the proceeds are being used in a manner which you may consider most appropriate. Our management might spend a portion or all of the net proceeds from this offering in ways that our stockholders do not desire or that might not yield a favorable return. The failure by our management to apply these funds effectively could harm our business. Furthermore, you will have no direct say on how our management allocates the net proceeds of this offering. Until the net proceeds are used, they may be placed in investments that do not produce significant income or that may lose value. Â You will experience immediate and substantial dilution as a result of this offering and may experience additional dilution in the future. Â You will incur immediate and substantial dilution as a result of this offering. After giving effect to the sale by us ofÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Units in this offering at an assumed public offering price of $ Â Â Â Â Â Â Â Â Â Â Â Â Â Â per Unit, and after deducting placement agent fees and estimated offering expenses payable by us, investors in this offering can expect an immediate dilution of $ Â Â Â Â Â Â Â Â Â Â Â Â Â Â per share. Additionally, to the extent that the warrants issued in this offering, or outstanding or to be granted options to officers, directors and employees, are ultimately exercised, you will sustain future dilution. We may also acquire new businesses or finance strategic alliances by issuing equity, which may result in additional dilution to our stockholders. See the section entitled â€œDilutionâ€ for additional information on how this offering may affect current and prospective shareholders. Â We will likely need to offer and issue additional shares of our common stock or other equity or convertible debt securities in order to raise additional capital. Future equity offerings or other equity issuances may be at a price per share that is equal to or greater than the price per share paid by investors in this offering. Future investors in such offerings may have rights superior to existing stockholders, and the price per share at which we sell additional shares of common stock or other equity or convertible debt securities in future transactions may be at a higher or lower price per share than the price per share in this offering. Â A substantial number of shares of common stock may be sold in the market following this offering, which may depress the market price for our common stock. Â The securities offered hereby will be freely tradable without restriction or further registration under the Securities Act of 1933, as amended (the â€œSecurities Actâ€). Sales of a substantial number of shares of our common stock in the public market following this offering,Â or the perception that such sales could occur,Â could cause the market price of our common stock to decline. Â 18 Table of Contents Â The best-efforts structure of this offering may have an adverse effect on our business plan. Â The Placement Agent is offering the Units in this offering on a best-efforts basis. The Placement Agent is not required to purchase any securities, but will use its best efforts to sell the securities offered. As a â€œbest effortsâ€ offering, there can be no assurance that the offering contemplated hereby will ultimately be consummated or will result in any proceeds being made available to us. Because there is no minimum offering amount required as a condition to the closing of this offering, the actual offering amount, placement agent fees and proceeds to us are not presently determinable and may be substantially less than the maximum amounts set forth above. We may sell fewer than all of the securities offered hereby, which may significantly reduce the amount of proceeds received by us, and investors in this offering will not receive a refund in the event that we do not sell an amount of securities sufficient to support our continued operations, including our near-term continued operations. Thus, we may not raise the amount of capital we believe is required for our operations in the short-term and may need to raise additional funds, which may not be available or available on terms acceptable to us. Â Purchasers who purchase our securities in this offering pursuant to a securities purchase agreement may have rights not available to purchasers that purchase without the benefit of a securities purchase agreement. Â In addition to rights and remedies available to all purchasers in this offering under federal securities and state law, the purchasers that enter into a securities purchase agreement will also be able to bring claims of breach of contract against us. The ability to pursue a claim for breach of contract provides those investors with the means to enforce the covenants uniquely available to them under the securities purchase agreement. Â Additionally, in connection with this offering, we may agree to amend the terms of certain of our outstanding warrants held by certain significant purchasers in this offering who will enter into the securities purchase agreement. Any such amendments may, among other things, decrease the exercise prices to be the same as the exercise prices of the Common Warrants offered in this offering, or increase the term of exercise of those warrants. Â There is no public market for the Common Warrants or Pre-Funded Warrants being offered by us in this offering. Â There is no established public trading market for the Common Warrants or the Pre-Funded Warrants, and we do not expect a market to develop. In addition, we do not intend to apply to list the Common Warrants or Pre-Funded Warrants on any national securities exchange or other nationally recognized trading system. Without an active market, the liquidity of the Common Warrants and Pre-Funded Warrants will be limited. Â The Common Warrants and Pre-Funded Warrants are speculative in nature. Â The Common Warrants and Pre-Funded Warrants offered hereby do not confer any rights of share of common stock ownership on their holders, such as voting rights or the right to receive dividends, but rather merely represent the right to acquire shares of common stock at a fixed price. Specifically, commencing on the date of issuance, holders of the Common Warrants may acquire the shares of common stock issuable upon exercise of such warrants at an exercise price of $Â Â Â Â Â Â Â Â per share of common stock, and holders of the Pre-Funded Warrants may acquire the shares of common stock issuable upon exercise of such warrants at an exercise price of $0.001 per share of common stock. Moreover, following this offering, the market value of the Common Warrants and Pre-Funded Warrants is uncertain and there can be no assurance that the market value of the Common Warrants or Pre-Funded Warrants will equal or exceed their respective public offering prices. There can be no assurance that the market price of the shares of common stock will ever equal or exceed the exercise price of the Common Warrants or Pre-Funded Warrants, and consequently, whether it will ever be profitable for holders of Common Warrants to exercise the Common Warrants or for holders of the Pre-Funded Warrants to exercise the Pre-Funded Warrants. Â Holders of the Pre-Funded Warrants and the Common Warrants offered hereby will have no rights as common stockholders with respect to the shares our common stock underlying the warrants until such holders exercise their warrants and acquire our common stock, except as otherwise provided in the Pre-Funded Warrants and the Common Warrants. Â Until holders of the Common Warrants and the Pre-Funded Warrants acquire shares of our common stock upon exercise thereof, such holders will have no rights with respect to the shares of our common stock underlying such warrants, except to the extent that holders of such Common Warrants and Pre-Funded Warrants will have certain rights to participate in distributions or dividends paid on our common stock as set forth in the Common Warrants and the Pre-Funded Warrants. Upon exercise of the Common Warrants and the Pre-Funded Warrants, the holders will be entitled to exercise the rights of a common stockholder only as to matters for which the record date occurs after the exercise date. Â 19 Table of Contents Â Use of Proceeds Â We estimate that our net proceeds from the sale of all Units offered in this offering will be approximately $Â Â Â Â Â Â Â Â Â Â Â Â million, after deducting placement agent fees and estimated offering expenses payable by us, based on an assumed offering price of $Â Â Â Â Â Â Â Â Â Â Â Â per Unit, equal to the closing price of our common stock on Nasdaq onÂ Â Â Â Â Â Â Â Â Â Â Â , 2025. Â We estimate that our net proceeds from the sale of 50% of the Units offered in this offering will be approximately $ Â Â Â Â Â Â Â Â Â Â Â million, after deducting placement agent fees and estimated offering expenses payable by us. We estimate that our net proceeds from the sale of 25% of the Units offered in this offering will be approximately $ Â Â Â Â Â Â Â Â Â Â Â million, after deducting placement agent fees and estimated offering expenses payable by us. Â We intend to use the net proceeds of this offering primarily (i) to pay $16.5 million to the proposed purchaser of our subsidiary, Ryvyl EU, in order to terminate the sale of our Ryvyl EU business to such proposed purchaser and (ii) the remainder to pay all or a portion of $4 million outstanding balance of the Note. Â We are required to use $16.5 million of the net proceeds raised in this offering to make a payment to the prospective purchaser of our Ryvyl EU business, so that we can terminate the Securities Purchase Agreement we are a party to with such prospective purchaser and avoid the sale of substantially all of our current business operations. We entered into the sale transaction with the prospective purchaser in connection with a strategic restructuring of our balance sheet by using $13 million of the $15 million of funds provided to us by the prospective purchaser to pay down a substantial portion of the outstanding balance of the Note to from approximately $19 million to $4 million and to repurchase all of the outstanding shares of .our Series B Preferred Stock, which had an estimated value of $55.0 million prior to such repurchase, both of which were highly dilutive to our shareholders. As a result of the obligation to make the $16.5 million payment and our obligation to make payments on the Note, it is unlikely that we will be able to use any of the net proceeds received by us from this offering for any other purposes, regardless of amount of proceeds we raise in this offering. If the net proceeds from this offering are insufficient to pay the prospective purchaser $16.5 million on or before April 23, 2025, or in consideration of payment of an additional $500,000 to the prospective purchaser, on or before May 23, 2025, the prospective purchaser would acquire substantially all of our current business operations, and it is likely that we would not be able to continue our business. Â Each $ Â Â Â Â Â Â Â Â Â Â Â increase (decrease) in the assumed public offering price of $ Â Â Â Â Â Â Â Â Â Â Â per Common Unit, which was the reported closing price of our common stock on Nasdaq, on Â Â Â Â Â Â Â Â Â Â Â Â , 2025, would increase (decrease) the net proceeds to us from this offering, after deducting placement agent fees and estimated offering expenses payable by us, by approximately $ Â Â Â Â Â Â Â Â Â Â Â Â million, assuming that the number of Common Units or Pre-Funded Units offered by us, as set forth on the cover page of this prospectus, remains the same. Similarly, each increase (decrease) of Â Â Â Â Â Â Â Â Â Â Â Common Units and/or Pre-Funded Units offered by us at the assumed public offering price of $ Â Â Â Â Â Â Â Â Â Â Â per Common Unit, which was the reported closing price of our common stock on Nasdaq on Â Â Â Â Â Â Â Â Â Â Â Â , 2025, would increase (decrease) the net proceeds to us from this offering, after deducting placement agent fees and estimated offering expenses payable by us, by approximately $ Â Â Â Â Â Â Â Â Â Â Â Â million, assuming that the assumed public offering price of $ Â Â Â Â Â Â Â Â Â Â Â per Common Unit, which was the reported closing price of our common stock on Nasdaq on Â Â Â Â Â Â Â Â Â Â Â Â , 2025, stays the same. Â 20 Table of Contents Â Capitalization Â The following table sets forth our cash and equivalents and capitalization as of September 30, 2024: Â â—on an actual basis; Â â—on a pro forma basis after giving effect to proceeds of $15,000,000 from the Financing, $13,000,000 of which was used to pay the First Tranche of the Note and repurchase the outstanding Series B Preferred Shares; Â â—on a pro forma as adjusted basis, to further reflect our issuance and sale of Â Â Â Â Â Â Â Â Â Â Â Â Â Â Units in this offering based on the assumed public offering price of $ Â Â Â Â Â Â Â Â Â Â Â Â Â per Unit, equal to the closing price of our common stock on Nasdaq on Â Â Â Â Â Â Â Â Â Â Â Â Â , 2025, after deducting placement agent fees and estimated offering expenses payable by us and the receipt by us of the proceeds of such sale. Â The pro forma information set forth in the table below is illustrative only and will be adjusted based on the actual public offering price and other terms of this offering as determined at pricing. You should read the information in this table together with our audited financial statements and related notes and unaudited interim condensed financial statements and related notes and â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€ appearing elsewhere in this prospectus. Â Â As of September 30, 2024 (in thousands) Â Actual Â Â Pro Forma Â Â Pro Forma as Adjusted Â Cash and cash equivalents Â $ 4,263 Â Â $ Â Â Â $ Â Â Total Long Term Debt Â $ 17,706 Â Â $ Â Â Â $ Â Â Stockholdersâ€™ equity: Â Â Â Â Â Â Â Â Â $ Â Â Series B Preferred stock (par value $0.01, 5,000,000 shares authorized, and 53,950 issued and outstanding Actual, 0 issued and outstanding pro forma, 0 issued and outstanding pro forma as adjusted Â $ 1 Â Â $ Â Â Â Â Â Common stock (par value $0.001, 100,000,000 shares authorized, and 6,957,875 issued and outstanding Actual, 6,957,875 issued and outstanding pro forma, Â Â Â Â Â Â Â Â Â Â Â Â Â Â issued and outstanding pro forma as adjusted Â $ 7 Â Â $ Â Â Â $ Â Â Additional paid-in capital Â $ 177,750 Â Â $ Â Â Â $ Â Â Accumulated deficit Â $ (172,555) Â $ Â Â Â $ Â Â Accumulated other comprehensive income Â $ 1,120 Â Â $ Â Â Â $ Â Â Total stockholdersâ€™ equity Â $ 6,323 Â Â $ Â Â Â Â Â $ Â Â Â Â Â Total capitalization Â $ 24,029 Â Â $ Â Â Â $ Â Â The pro forma as adjusted information discussed above is illustrative only and will be adjusted based on the actual public offering price and other terms of this offering determined at pricing. Â The number of shares of our common stock to be outstanding upon completion of this offering is based on 6,957,875 shares of our common stock outstanding as of September 30, 2024, and excludes: Â â—605,564 shares of common stock issuable upon exercise of stock options currently outstanding, at a weighted average exercise price of 4.21 per share; Â â—17,347,267 shares of our common stock issuable upon the conversion of Series B preferred shares; Â â—14,763,000 shares of our common stock issuable upon the conversion of outstanding convertible notes; and Â â—41,708 shares of our common stock reserved for future issuance under our equity incentive plans. Â Unless otherwise indicated, this prospectus reflects and assumes the following: Â â—No Pre-Funded Warrants are included in the Units offered hereby; and Â â—No exercise of the Common Warrants included in the Units offered hereby. Â Each $ Â Â Â Â Â Â Â Â Â Â Â Â Â increase (decrease) in the assumed public offering price of $ Â Â Â Â Â Â Â Â Â Â Â Â Â per Common Unit, which was the reported closing price of our common stock on Nasdaq on Â Â Â Â Â Â Â Â Â Â Â Â Â , 2025, would increase (decrease) the as adjusted amount of each of cash and cash equivalents, total equity and total capitalization by $ Â Â Â Â Â Â Â Â Â Â Â Â Â million, assuming that the number of Common Units and/or Pre-Funded Common Units offered by us, as set forth on the cover page of this prospectus, remains the same and after deducting the estimated placement agent fees and estimated offering expenses payable by us. Similarly, each increase (decrease) of Â Â Â Â Â Â Â Â Â Â Â Â Â Â shares in the number of Common Units and/or Pre-Funded Units offered by us at the assumed public offering price of $ Â Â Â Â Â Â Â Â Â Â Â Â Â per Common Unit, which was the reported closing price of our common stock on Nasdaq on Â Â Â Â Â Â Â Â Â Â Â Â Â , 2025, would increase (decrease) the as adjusted amount of each of cash and cash equivalents, total equity and total capitalization by approximately $ Â Â Â Â Â Â Â Â Â Â Â Â Â million after deducting the estimated placement agent fees and commissions and estimated offering expenses payable by us. Â 21 Table of Contents Â Dilution Â If you purchase securities in this offering, your interest will be diluted immediately to the extent of the difference between the assumed public offering price of $ Â Â Â Â Â Â Â Â Â Â per Unit and the pro forma as adjusted net tangible book value per share of our common stock immediately upon the consummation of this offering. Â As of September 30, 2024, we had a historical net tangible book value of $2,647,000, or $0.38 per share of common stock. Our historical net tangible book value per share represents total tangible assets less total liabilities, divided by the number of shares of our common stock outstanding as of September 30, 2024. Â After giving effect to the proceeds of $15,000,000 from the Financing, $13,000,000 of which was used to pay the First Tranche of the Note and repurchase the outstanding Series B Preferred Shares, our pro forma net tangible book value as of September 30, 2024 would have been $ Â Â Â Â Â Â Â Â Â Â Â or $ Â Â Â Â Â Â Â Â Â Â Â per share of common stock. Â After giving effect to the sale of Â Â Â Â Â Â Â Â Â Â Units in this offering at an assumed public offering price of $ Â Â Â Â Â Â Â Â Â Â Â per Unit, and after deducting placement agent fees and estimated offering expenses, but assuming no issuance of Pre-Funded Warrants and no exercise of the Common Warrants included in the Units offered hereby, our pro forma as adjusted net tangible book value as of September 30, 2024 would have been $ Â Â Â Â Â Â Â Â Â Â Â or $ Â Â Â Â Â Â Â Â Â Â Â per share of common stock. This represents an immediate increase in net tangible book value of $ Â Â Â Â Â Â Â Â Â Â Â per share of common stock to existing stockholders and an immediate dilution in net tangible book value of $ Â Â Â Â Â Â Â Â Â Â Â per share to purchasers of Units in this offering. Â The following table illustrates the pro forma as adjusted dilution on a per share of common stock basis: Â Assumed public offering price per UnitÂ Â Â Â Â Â Â Â Â Â $Â Â Â Â Â Â Â Net tangible book value per share as of September 30, 2024Â $Â Â Â Â 0.38Â Pro forma increase in net tangible book value per share attributable to newÂ investorsÂ $Â Â Â Â Â Â Pro forma as adjusted net tangible book value per share as of September 30, 2024, after giving effect to the offeringÂ Â Â Â Â Â Â Â Dilution per share to new investors in the offeringÂ $Â Â Â $Â Â Â The dilution information discussed above is illustrative only and may change based on the actual public offering price and other terms of this offering. Â The number of shares of our common stock to be outstanding upon completion of this offering is based on 6,957,875 shares of our common stock outstanding as of September 30, 2024, and excludes: Â â—605,564 shares of common stock issuable upon exercise of stock options currently outstanding, at a weighted average exercise price of 4.21 per share; Â Â Â â—17,347,267 shares of our common stock issuable upon the conversion of Series B preferred shares; Â Â Â â—14,763,000 shares of our common stock issuable upon the conversion of outstanding convertible notes; and Â Â Â â—41,708 shares of our common stock reserved for future issuance under our equity incentive plans. Â Unless otherwise indicated, this prospectus reflects and assumes the following: Â Â â— No Pre-Funded Warrants are included in the Units offered hereby; and Â â— No exercise of the Common Warrants included in the Units offered hereby. Â 22 Table of Contents Â MARKET INFORMATION FOR SECURITIES AND DIVIDEND POLICY Â Our common stock are currently listed on Nasdaq under the symbol â€œRVYLâ€. The last reported sale price of our common stock Nasdaq onÂ February 13, 2025 was $1.24Â per share of common stock.Â Â Holders of Record Â As of Â Â Â Â Â Â Â Â Â Â , 2025, we had approximately Â Â Â Â Â Â Â Â Â Â holders of record of our common stock. Because many of our shares of common stock are held by brokers and other institutions on behalf of stockholders, this number is not indicative of the total number of stockholders represented by these stockholders of record. Â Dividends Â We have not declared or paid any cash dividends on our common stock, and we do not anticipate declaring or paying cash dividends for the foreseeable future. We are not subject to any legal restrictions respecting the payment of dividends, except that we may not pay dividends if the payment would render us insolvent. Any future determination as to the payment of cash dividends on our common stock will be at the discretion of our board of directors and will depend on our financial condition, operating results, capital requirements and other factors that the board of directors considers to be relevant. Â 23 Table of Contents Â Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations. Â You should read the following discussion and analysis of our financial condition and results of operations together with the accompanying â€œIndex to Consolidated Financial Statementsâ€ included within this Registration Statement on FormÂ S-1. Data as of and for the periods ended December 31, 2023 and 2022 has been derived from our audited financial statements appearing at the end of this prospectus. Data as of and for the nine months ended September 30, 2024 and 2023 has been derived from our unaudited condensed financial statements appearing at the end of this prospectus. Results for any interim period should not be construed as an inference of what our results would be for any full fiscal year or future period. This discussion and other parts of this prospectus contain forward-looking statements, such as those relating to our plans, objectives, expectations, intentions, and beliefs, which involve risks and uncertainties. Our actual results could differ materially from those discussed in these forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those identified below and those discussed in the sections titled â€œCautionary Note Regarding Forward-Looking Statementsâ€ and â€œRisk Factorsâ€ included elsewhere in this prospectus. Â OverviewÂ â€"Â Organization and Name Changes Â Our Company Â RYVYLâ€™s strategy is rooted in our mission to transform the global payments landscape through technology-driven, customer-centric, and compliance-focused financial solutions. Our legacy product was developed to facilitate payment processing for previously all cash businesses, offering a cloud-based network interface, merchant management system, Point of Sale connectivity to facilitate noncash payment methods such as credit cards, debit cards and prepaid gift cards and to disburse those funds electronically to merchants later upon request. The business has expanded both organically and through acquisitions. The companyâ€™s second-generation platform and financial service layers provide a dual-sided payment platform that facilitates both acquiring and disbursements services. We operate globally in two segments, North America and Europe, expanding our product offerings, cultivating strategic partnerships, and maintaining robust regulatory compliance across all markets in which we operate. Â RYVYLâ€™s comprehensive product suite is designed to create value across the entire financial ecosystem. By combining advanced technology, global reach, and deep regulatory expertise, we empower businesses to manage payments, optimize cash flow, and scale operations efficiently in an increasingly digital world. We believe that our commitment to continuous innovation helps us to remain at the forefront of the global fintech landscape, delivering secure, reliable, and transformative financial solutions that drive growth and create lasting value for our clients and stakeholders. Â RYVYL INC. operates through distinct business segments designed to meet the diverse and evolving needs of global markets. Our business model is strategically structured around two primary geographic regionsâ€"Europe and North Americaâ€"each offering complementary product and service portfolios that encompass payment processing, treasury management, acquiring, issuing, and electronic money institution (EMI) services. This segmentation allows RYVYL to deliver tailored, market-specific solutions while maintaining a cohesive global strategy that supports operational efficiency, regulatory compliance, and financial growth. Â Our business segments are not siloed; rather, they are interconnected through shared technology platforms, unified compliance frameworks, and collaborative global partnerships. This integration enables us to capitalize on synergies across regions, optimize resource allocation, and drive innovation that resonates across all markets in which we operate. Â In North America, our focus is on expanding treasury management services, Bank Identification Number (BIN) sponsorship for credit card processing, and comprehensive payment solutions such as ACH and wire transfers. By leveraging third-party sponsorship arrangements alongside our technology, we are positioned to capture growth opportunities in key sectors, including e-commerce, fintech, and B2B payments. Our strategy also emphasizes enhancing cross-border payment infrastructure, enabling businesses to transact efficiently across more than 200 markets and 140 currencies, thus solidifying RYVYLâ€™s role as a critical connector in the global financial ecosystem. Â 24 Table of Contents Â Company History Â The Company was formerly known as ASAP Expo, Inc. and was incorporated in the State of Nevada on April 10, 2007. On January 4, 2020, RYVYL Inc. (â€œPubCoâ€) and GreenBox POS LLC (â€œPrivCoâ€) entered into an Asset Purchase Agreement to memorialize a verbal agreement (the â€œVerbal Agreementâ€) entered into on April 12, 2018, by and among PubCo (the buyer) and PrivCo (the seller). On April 12, 2018, pursuant to the Verbal Agreement, the Company acquired PrivCoâ€™s gateway and payment system business, point of sale system business, delivery business and kiosk business, bank and merchant accounts, as well as all intellectual property related thereto (the â€œGreenBox Businessâ€). As consideration for the GreenBox Business, on April 12, 2018, the Company assumed PrivCoâ€™s liabilities that had been incurred in the normal course of the GreenBox Business. Â On May 3, 2018, the Company formally changed its name to â€œGreenBox POS, LLC,â€ then subsequently changed its name to â€œGreenBox POSâ€ on December 13, 2018. On October 13, 2022, GreenBox POS changed its name to â€œRYVYL Inc.â€ Â On May 21, 2021, the Company acquired all of the outstanding stock of Northeast Merchant Systems, Inc. (â€œNortheastâ€) in a transaction treated as a business combination. Northeast is a merchant services company providing merchant credit card processing through its own BIN with the acquiring bank, Merrick. This involves inside operations for new merchants that include sales assistance and applications processing, underwriting, and onboarding and inside operations for existing merchants include risk monitoring and customer service. Outside operations include equipment service or replacement; sales calls and applications; site inspections and identity verification; security verification; and on-site customer service and technical support. Â On July 13, 2021 (the â€œClosing Dateâ€), GreenBox POS entered into and closed on a Membership Interest Purchase Agreement (the â€œMembership Purchase Agreementâ€) with Charge Savvy LLC, an Illinois limited liability company (â€œCharge Savvyâ€), and Charge Savvyâ€™s three members (collectively, the â€œMembership Sellersâ€). One of the Membership Sellers, Ken Haller, was an employee of the Company on the Closing Date. As a result of the Membership Purchase Agreement, the Company purchased all of Charge Savvyâ€™s issued and outstanding membership interests from the Membership Sellers and Charge Savvy became a wholly owned subsidiary of the Company. The purchase price under the Membership Purchase Agreement for the all-stock transaction consisted of 1,000,000 shares of the Companyâ€™s common stock being issued and delivered to Membership Sellers in proportion to the Membership Sellersâ€™ share of their membership interests in Charge Savvy. The share price at issuance was $12.14. Charge Savvy is a fintech company specializing in developing software and providing payment processing and point-of-sale (â€œPOSâ€) services to the merchant services industry. Charge Savvy also owned an approximately 64,000 square foot office building located in Chicago, Illinois, where it is headquartered. Â On March 31, 2022, the Company acquired a portfolio of merchant accounts from Sky Financial & Intelligence LLC, a Wyoming limited liability company (â€œSky Financialâ€) for $18,110,000. The Company paid $16,000,000 of cash in March 2022 and issued 500,000 shares of restricted common stock for the transaction on May 12, 2022. As of December 31, 2022, the Company had not received the delivery of the acquired merchant list and the associated ISO management portal access, and as a result, it wrote-off the entire purchase price during the year ended December 31, 2022. The Company is currently in Arbitration for breach of contract against Sky Financial, please refer to â€œLegal Proceedingsâ€ herein for further details on the status of this matter. Â On April 1, 2022, the Company completed the acquisition of Transact Europe Holdings OOD (â€œTransact Europe Holdingsâ€). Transact Europe Holdings is the holding company of Transact Europe EAD (â€œTEUâ€). TEU formally changed its name to RYVYL EU on December 16, 2022. RYVYL EU is a European Union (â€œEUâ€) regulated electronic money institution headquartered in Sofia, Bulgaria. RYVYL EU is a Principal Level member of Visa, a worldwide member of MasterCard, and a principal member of China UnionPay. In addition, RYVYL EU is part of the direct Single Euro Payments Area (â€œSEPAâ€) program, a payment system enabling cashless payments across continental Europe. RYVYL EU provides complete payment solutions by offering acquiring, issuing of prepaid cards and agent banking, serving hundreds of clients. With a global footprint, payment gateway, and technology platforms, RYVYL EU offers a comprehensive portfolio of services and decades of industry experience. The Company paid approximately $28.8 million (â‚¬26.0 million) in total consideration for the purchase. Â 25 Table of Contents Â Results of Operations Â Three Months Ended September 30, 2024 (Unaudited) Compared to Three Months September 30, 2023 (Unaudited): Â (Dollars in thousands) Â Â Â Three Months Ended September 30,Â Â Â Â Â Â Â Â Â 2024Â Â 2023Â Â ChangeÂ Â Â Â Â Â % ofÂ Â Â Â Â % ofÂ Â Â Â Â Â Â Â Â AmountÂ Â RevenueÂ Â AmountÂ Â RevenueÂ Â AmountÂ Â %Â RevenueÂ $12,606Â Â Â 100.0%Â $17,480Â Â Â 100.0%Â $(4,874)Â Â (27.9)% Cost of revenueÂ Â 7,749Â Â Â 61.5%Â Â 10,800Â Â Â 61.8%Â Â (3,050)Â Â (28.2)% Gross profitÂ Â 4,857Â Â Â 38.5%Â Â 6,680Â Â Â 38.2%Â Â (1,824)Â Â (27.3)% Â Operating expenses:Â Advertising and marketingÂ Â 42Â Â Â 0.3%Â Â 45Â Â Â 0.3%Â Â (3)Â Â (8.2)% Research and developmentÂ Â 815Â Â Â 6.5%Â Â 1,315Â Â Â 7.5%Â Â (500)Â Â (38.0)% General and administrativeÂ Â 1,442Â Â Â 11.4%Â Â 3,041Â Â Â 17.4%Â Â (1,598)Â Â (52.6)% Payroll and payroll taxesÂ Â 3,251Â Â Â 25.8%Â Â 2,605Â Â Â 14.9%Â Â 645Â Â Â 24.8% Professional feesÂ Â 1,061Â Â Â 8.4%Â Â 1,234Â Â Â 7.1%Â Â (173)Â Â (14.0)% Stock compensation expenseÂ Â 136Â Â Â 1.1%Â Â 147Â Â Â 0.8%Â Â (12)Â Â (7.8)% Depreciation and amortizationÂ Â 590Â Â Â 4.7%Â Â 657Â Â Â 3.8%Â Â (67)Â Â (10.1)% Total operating expensesÂ Â 7,337Â Â Â 58.2%Â Â 9,044Â Â Â 51.7%Â Â (1,708)Â Â (18.9)% Â Loss from operationsÂ Â (2,480)Â Â (19.7)%Â Â (2,364)Â Â (13.5)%Â Â (116)Â Â 4.9% Â Other income (expense):Â Interest expenseÂ Â (309)Â Â (2.5)%Â Â (65)Â Â (0.4)%Â Â (244)Â Â 380.9% Accretion of debt discountÂ Â (273)Â Â (2.2)%Â Â (4,183)Â Â (23.9)%Â Â 3,910Â Â Â (93.5)% Changes in fair value of derivative liabilityÂ Â -Â Â Â 0.0%Â Â 6,909Â Â Â 39.5%Â Â (6,909)Â Â (100.0)% Derecognition expense on conversion of convertible debtÂ Â -Â Â Â 0.0%Â Â (1,331)Â Â (7.6)%Â Â 1,331Â Â Â (100.0)% Legal settlement expenseÂ Â (1,598)Â Â (12.7)%Â Â (1,929)Â Â (11.0)%Â Â 331Â Â Â (17.2)% Other income (expense)Â Â 72Â Â Â 0.6%Â Â (25)Â Â (0.1)%Â Â 97Â Â Â (387.1)% Total other expense, netÂ Â (2,108)Â Â (16.7)%Â Â (624)Â Â (3.6)%Â Â (1,484)Â Â 238.0% Â Loss before provision for income taxesÂ Â (4,588)Â Â (36.4)%Â Â (2,988)Â Â (17.1)%Â Â (1,600)Â Â 53.6% Â Income tax provisionÂ Â 586Â Â Â 4.6%Â Â 128Â Â Â 0.7%Â Â 458Â Â Â 356.8% Â Net lossÂ $(5,174)Â Â (41.0)%Â $(3,116)Â Â (17.8)%Â $(1,860)Â Â 59.7% Â Revenue Â Â Â Three Months Ended September 30,Â Â Â 2024Â Â 2023Â Â $ ChangeÂ Â % ChangeÂ Â Â Â Â Â Â Â Â Â Â Â Â Â North AmericaÂ $2,832Â Â $12,488Â Â $(9,656)Â Â (77.3)% InternationalÂ Â 9,774Â Â Â 4,992Â Â Â 4,782Â Â Â 95.8% Total revenueÂ $12,606Â Â $17,480Â Â $(4,874)Â Â (27.9)% Â Revenue decreased by $4.9 million, or 27.9%, to $12.6 million for the three months ended September 30, 2024, from $17.5 million for the three months ended September 30, 2023. In the North America segment, revenue decreased $9.7 million, or 77.3%, compared to the three months ended September 30, 2023. In the International segment, revenue increased $4.8 million, or 95.8%, compared to the three months ended September 30, 2023. The decrease in revenue was primarily driven by a decrease in processing volume in the North America segment, which decreased from $341.0 million in the quarter ended September 30, 2023, to $170.6 million in the quarter ended September 30, 2024, and is attributable to the previously disclosed impact associated with the Companyâ€™s QuickCard product transition that began in February 2024. The decrease in revenue in North America was partially offset by an increase in revenue in the International segment that was primarily attributable to continued growth in processing volume, which increased from $517.0 million in the quarter ended September 30, 2023, to $952.3 million in the quarter ended September 30, 2024. The increase in processing volume in the International segment was driven by continued strong growth across multiple verticals, primarily, our Independent Sales Organizations (â€œISOâ€) and partnership network, our global payments processing businesses, and banking-as-a-service offering. Â 26 Table of Contents Â Cost of Revenue Â Cost of revenue decreased by $3.1 million, or 28.2%, to $7.7 million for the three months ended September 30, 2024, from $10.8 million for the three months ended September 30, 2023. In the North America segment, cost of revenue decreased $6.0 million, or 77.1%, compared to the three months ended September 30, 2023. In the International segment, cost of revenue increased $2.9 million, or 94.6%, compared to the three months ended September 30, 2023. Cost of revenue primarily consists of various processing fees paid to gateways, as well as commission payments to the ISOs responsible for establishing and maintaining merchant relationships. The decrease in cost of revenue was primarily driven by the decrease in processing volumes in North America, as noted above, partially offset by an increase in processing volumes in the International segment. Â Operating Expenses Â Operating expenses decreased by $1.7 million, or 18.9%, to $7.3 million for the three months ended September 30, 2024, from $9.1 million for the three months ended September 30, 2023. The decrease was primarily driven by a decrease in research and development expenses of $0.5 million, as the Company began capitalizing a portion of these costs during the second quarter of 2024, and decreases in general and administrative expenses of $1.6 million and in professional fees of $0.2 million, both due to lower accounting, consulting, and legal fees incurred in 2023 in connection with the Companyâ€™s restatement of prior period consolidated financial statements. Â Other Income (Expense) Â Other expense increased by $1.5 million, or 238.0%, to $2.1 million for the three months ended September 30, 2024, from $0.6 million for the three months ended September 30, 2023. The increase was primarily driven by a net increase of $1.7 million related to debt discount accretion (+$3.9 million), changes in fair value of derivative liability (-$6.9 million), and derecognition expense on conversion of convertible debt (+$1.3 million), all primarily recognized in connection with the Companyâ€™s restructuring of its convertible note during the second quarter of 2024. Additionally, interest expense increased $0.2 million and legal settlement expense decreased $0.3 million. Â Nine Months Ended September 30, 2024 (Unaudited) Compared to Nine Months September 30, 2023 (Unaudited): Â (Dollars in thousands) Â Â Â Nine Months Ended September 30,Â Â Â Â Â Â Â Â Â 2024Â Â 2023Â Â ChangeÂ Â Â Â Â Â % ofÂ Â Â Â Â % ofÂ Â Â Â Â Â Â Â Â AmountÂ Â RevenueÂ Â AmountÂ Â RevenueÂ Â AmountÂ Â %Â RevenueÂ $41,280Â Â Â 100.0%Â $43,620Â Â Â 100.0%Â $(2,340)Â Â (5.4)% Cost of revenueÂ Â 24,643Â Â Â 59.7%Â Â 25,703Â Â Â 58.9%Â Â (1,059)Â Â (4.1)% Gross profitÂ Â 16,637Â Â Â 40.3%Â Â 17,917Â Â Â 41.1%Â Â (1,281)Â Â (7.1)% Â Operating expenses:Â Advertising and marketingÂ Â 74Â Â Â 0.2%Â Â 153Â Â Â 0.4%Â Â (79)Â Â (51.1)% Research and developmentÂ Â 3,027Â Â Â 7.3%Â Â 4,434Â Â Â 10.2%Â Â (1,408)Â Â (31.7)% General and administrativeÂ Â 5,107Â Â Â 12.4%Â Â 6,709Â Â Â 15.4%Â Â (1,603)Â Â (23.9)% Payroll and payroll taxesÂ Â 9,670Â Â Â 23.4%Â Â 8,232Â Â Â 18.9%Â Â 1,438Â Â Â 17.5% Professional feesÂ Â 3,356Â Â Â 8.1%Â Â 5,651Â Â Â 13.0%Â Â (2,295)Â Â (40.6)% Stock compensation expenseÂ Â 542Â Â Â 1.3%Â Â 309Â Â Â 0.7%Â Â 233Â Â Â 75.5% Depreciation and amortizationÂ Â 1,826Â Â Â 4.4%Â Â 1,899Â Â Â 4.4%Â Â (73)Â Â (3.9)% Impairment of goodwillÂ Â 6,675Â Â Â 16.2%Â Â -Â Â Â 0.0%Â Â 6,675Â Â Â N/AÂ Restructuring chargesÂ Â 1,636Â Â Â 4.0%Â Â -Â Â Â 0.0%Â Â 1,636Â Â Â N/AÂ Total operating expensesÂ Â 31,913Â Â Â 77.3%Â Â 27,387Â Â Â 62.8%Â Â 4,525Â Â Â 16.5% Â Loss from operationsÂ Â (15,276)Â Â (37.0)%Â Â (9,470)Â Â (21.7)%Â Â (5,806)Â Â 61.3% Â Other income (expense):Â Interest expenseÂ Â (462)Â Â (1.1)%Â Â (3,310)Â Â (7.6)%Â Â 2,848Â Â Â (86.0)% Accretion of debt discountÂ Â (1,978)Â Â (4.8)%Â Â (9,626)Â Â (22.1)%Â Â 7,648Â Â Â (79.4)% Changes in fair value of derivative liabilityÂ Â 14Â Â Â 0.0%Â Â 6,580Â Â Â 15.1%Â Â (6,566)Â Â (99.8)% Derecognition expense on conversion of convertible debtÂ Â (68)Â Â (0.2)%Â Â (1,518)Â Â (3.5)%Â Â 1,450Â Â Â (95.5)% Legal settlement expenseÂ Â (1,598)Â Â (3.9)%Â Â (4,142)Â Â (9.5)%Â Â 2,545Â Â Â (61.4)% Other income (expense)Â Â 608Â Â Â 1.5%Â Â (1,474)Â Â (3.4)%Â Â 2,081Â Â Â (141.3)% Total other expense, netÂ Â (3,484)Â Â (8.4)%Â Â (13,490)Â Â (30.9)%Â Â 10,006Â Â Â (74.2)% Â Loss before provision for income taxesÂ Â (18,760)Â Â (45.4)%Â Â (22,960)Â Â (52.6)%Â Â 4,201Â Â Â (18.3)% Â Income tax provisionÂ Â 1,214Â Â Â 2.9%Â Â 138Â Â Â 0.3%Â Â 1,077Â Â Â 781.3% Â Net lossÂ $(19,974)Â Â (48.4)%Â $(23,098)Â Â (53.0)%Â $3,322Â Â Â (14.4)% Â 27 Table of Contents Â Revenue Â Â Â Nine Months Ended September 30,Â Â Â 2024Â Â 2023Â Â $ ChangeÂ Â % ChangeÂ Â Â Â Â Â Â Â Â Â Â Â Â Â North AmericaÂ $15,478Â Â $32,330Â Â $(16,852)Â Â (52.1)% InternationalÂ Â 25,802Â Â Â 11,290Â Â Â 14,512Â Â Â 128.5% Total revenueÂ $41,280Â Â $43,620Â Â $(2,340)Â

Â (5.36)% Â Revenue decreased by $2.3 million, or 5.4%, to $41.3 million for the nine months ended September 30, 2024, from $43.6 million for the nine months ended September 30, 2023. In the North America segment, revenue decreased by $16.9 million, or 52.1%, compared to the nine months ended September 30, 2023. In the International segment, revenue increased by $14.5 million, or 128.5%, compared to the nine months ended September 30, 2023. The decrease in revenue was driven by a decrease in processing volume in the North America segment, which decreased from $1.0 billion in the nine months ended September 30, 2023, to $562 million in the nine months ended September 30, 2023, and is attributable to the previously disclosed impact associated with the Companyâ€™s QuickCard product transition that began in February 2024. The decrease in revenue in North America was partially offset by an increase in revenue in the International segment that was driven by continued growth in processing volume, which increased from $1.1 billion in the nine months ended September 30, 2023 to $2.6 billion in the nine months ended September 30, 2024. The increase in processing volume in the International segment was driven by continued strong growth across multiple verticals, primarily, our ISO and partnership network, our global payments processing businesses, and banking-as-a-service offering. Â Cost of Revenue Â Cost of revenue decreased by $1.1 million, or 4.1%, to $26.6 million for the nine months ended September 30, 2024, from $25.7 million for the nine months ended September 30, 2023. In the North America segment, cost of revenue decreased by $9.7 million, or 51.5%, compared to the nine months ended September 30, 2023. In the International segment, cost of revenue increased by $8.6 million, or 125.6%, compared to the nine months ended September 30, 2023. Cost of revenue primarily consists of various processing fees paid to gateways, as well as commission payments to the ISOs responsible for establishing and maintaining merchant relationships. The decrease in cost of revenue was primarily driven by a decrease in processing volumes in North America, as noted above, which were partially offset by an increase in processing volumes in the International segment. Â Operating Expenses Â Operating expenses increased by $4.5 million, or 16.5%, to $31.9 million for the nine months ended September 30, 2024, from $27.4 million for the nine months ended September 30, 2023. The increase was primarily due to a $6.7 million non-cash charge related to the write-off of goodwill in North America and restructuring charges of $1.6 million related to the Companyâ€™s reorganization and restructuring of its business in North America, both recorded during the second quarter of 2024. These increases were partially offset by a decrease in professional fees of $2.3 million due to lower accounting, consulting, and legal fees incurred in 2023 in connection with the Companyâ€™s restatement of prior period consolidated financial statements, and a decrease in research and development expenses of $1.4 million, as the Company began capitalizing a portion of these costs in the second quarter of 2024. Â 28 Table of Contents Â Other Income (Expense) Â Other expense decreased by $10.0 million, or 74.2%, to $3.5 million for the nine months ended September 30, 2024, from $13.5 million for the nine months ended September 30, 2023. The decrease was primarily driven by a net decrease of $2.5 million related to debt discount accretion expense (-$7.6 million), changes in fair value of derivative liability (+$6.6 million), and derecognition expense on conversion of convertible debt (-$1.5 million), all primarily recognized in connection with the Companyâ€™s restructuring of its convertible note during the second quarter of 2024. Additionally, interest expense decreased $2.8 million, legal settlement expense decreased $2.6 million and other income (expense) decreased $2.1 million. Â Year Ended December 31, 2023 (audited) Compared to Year Ended December 31, 2022 (audited): Â The following table summarizes our results of operations for the years ended December 31, 2023 and 2022 (dollars in thousands, except per share data): Â Â Â Years Ended December 31,Â Â Â Â Â Â Â Â Â 2023Â Â 2022Â Â ChangeÂ Â Â Â Â Â % ofÂ Â Â Â Â % ofÂ Â Â Â Â Â Â Â Â AmountÂ Â RevenueÂ Â AmountÂ Â RevenueÂ Â AmountÂ Â %Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â RevenueÂ $65,869Â Â Â 100.0%Â $32,909Â Â Â 100.0%Â $32,960Â Â Â 100.2% Cost of revenueÂ Â 40,157Â Â Â 61.0%Â Â 16,786Â Â Â 51.0%Â Â 23,372Â Â Â 139.2% Gross profitÂ Â 25,712Â Â Â 39.0%Â Â 16,123Â Â Â 49.0%Â Â 9,589Â Â Â 59.5% Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Operating expenses:Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Advertising and marketingÂ Â 80Â Â Â 0.1%Â Â 1,337Â Â Â 4.1%Â Â (1,257)Â Â -94.0% Research and developmentÂ Â 5,757Â Â Â 8.7%Â Â 6,276Â Â Â 19.1%Â Â (519)Â Â -8.3% General and administrativeÂ Â 8,678Â Â Â 13.2%Â Â 6,603Â Â Â 20.1%Â Â 2,075Â Â Â 31.4% Payroll and payroll taxesÂ Â 12,017Â Â Â 18.2%Â Â 10,547Â Â Â 32.1%Â Â 1,470Â Â Â 13.9% Professional feesÂ Â 7,076Â Â Â 10.7%Â Â 5,312Â Â Â 16.1%Â Â 1,764Â Â Â 33.2% Stock compensation expenseÂ Â 1,853Â Â Â 2.8%Â Â 2,969Â Â Â 9.0%Â Â (1,116)Â Â -37.6% Depreciation and amortizationÂ Â 2,553Â Â Â 3.9%Â Â 20,917Â Â Â 63.6%Â Â (18,364)Â Â -87.8% Total operating expensesÂ Â 38,014Â Â Â 57.7%Â Â 53,961Â Â Â 81.9%Â Â (15,947)Â Â -29.6% Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Loss from operationsÂ Â (12,302)Â Â -18.7%Â Â (37,838)Â Â -57.4%Â Â 25,536Â Â Â -67.5% Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Other income (expense):Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Interest expenseÂ Â (3,340)Â Â -5.1%Â Â (8,169)Â Â -24.8%Â Â 4,829Â Â Â -59.1% Accretion of debt discountÂ Â (13,134)Â Â -19.9%Â Â (13,980)Â Â -42.5%Â Â 845Â Â Â -6.0% Derecognition expense on conversion of convertible debtÂ Â (25,035)Â Â -38.0%Â Â (5,709)Â Â -17.3%Â Â (19,326)Â Â 338.5% Changes in fair value of derivative liabilityÂ Â 6,544Â Â Â 9.9%Â Â 16,857Â Â Â 51.2%Â Â (10,313)Â Â -61.2% Legal settlement expenseÂ Â (4,142)Â Â -6.3%Â Â -Â Â Â 0.0%Â Â (4,142)Â Â n/aÂ Gain on sale of property and equipmentÂ Â 1,069Â Â Â 1.6%Â Â -Â Â Â 0.0%Â Â 1,069Â Â Â n/aÂ Other expenseÂ Â (2,472)Â Â -3.8%Â Â (405)Â Â -1.2%Â Â (2,067)Â Â 510.0% Total other income (expense)Â Â (40,511)Â Â -61.5%Â Â (11,406)Â Â -17.3%Â Â (29,104)Â Â 255.2% Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Loss before provision for income taxesÂ Â (52,812)Â Â -80.2%Â Â (49,244)Â Â -74.8%Â Â (3,568)Â Â 7.2% Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Provision for income taxesÂ Â 289Â Â Â 0.4%Â Â (8)Â Â 0.0%Â Â 296Â Â Â n/aÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net lossÂ $(53,101)Â Â -80.6%Â $(49,236)Â Â -74.7%Â $(3,866)Â Â 7.9% Â The Company has organized its operations into two reportable segments: North America and International. These segments represent the components of the Company for which separate financial information is available that is utilized on a regular basis by the Chief Operating Decision Maker (â€œCODMâ€) to assess segment performance, set strategic goals, and allocate the Companyâ€™s resources. The following table provides a summary of our revenue by operating segment (dollars in thousands): Â Revenue Â Â Â Year Ended December 31,Â Â Â 2023Â Â 2022Â Â $ ChangeÂ Â % ChangeÂ Â Â Â Â Â Â Â Â Â Â Â Â Â North AmericaÂ $48,938Â Â $28,613Â Â $20,325Â Â Â 71% InternationalÂ Â 16,931Â Â Â 4,296Â Â Â 12,635Â Â Â 294% Total revenueÂ $65,869Â Â $32,909Â Â $32,960Â Â Â 100% Â 29 Table of Contents Â Revenue Â Revenue increased by $33.0 million, or 100%, to $65.9 million in the current year from $32.9 million in the previous year. In the North America segment, revenue increased by $20.3 million, or 71.0%, compared to the year ended December 31, 2022. In the International segment, revenue increased by $12.6 million, or 294.1%, compared to the year ended December 31, 2022. The increase in revenue was primarily driven by significant growth in processing volume, which increased from $1.719 billion for the year ended December 31, 2022 to $3.14 billion for the year ended December 31, 2023. The increase in processing volume is primarily attributable to the continued expansion of our ISO and partnership network and growth in our global payment processing businesses, banking-as-a-service offering, and American Samoa. Â Cost of Revenue Â Cost of revenue increased by $23.4 million, or 139.2%, to $40.2 million for the year ended December 31, 2023 from $16.8 million in the previous year. In the North America segment, cost of revenue increased by $15.5 million, or 108.8%, compared to the year ended December 31, 2022. In the International segment, cost of revenue increased by $7.9 million, or 309.2%, compared to the year ended December 31, 2022. Cost of revenue consists of various processing fees paid to gateways and banks, as well as commission payments to the ISOs responsible for establishing and maintaining merchant relationships, and the cost associated with banking-as-a-service offering. The increase in cost of revenue is primarily attributable to the increase in transaction volume, which resulted in higher processing fees paid to gateways and commission payments to ISOs, in both North America and International segments. Â Operating Expenses Â Operating expenses decreased by $15.9 million, or 29.6%, to $38.0 million for the year ended December 31, 2023 from $54.0 million in the prior year. The decrease was primarily driven by the following: Â â—Advertising and marketing expenses for the year ended December 31, 2023, decreased by $1.3 million, or 94.0%, compared to December 31, 2022. During 2022, the Company incurred higher marketing costs in connection with its rebranding from Greenbox POS to RYVYL and the development of its new corporate website. The Companyâ€™s 2023 growth was primarily achieved through its expanding ISO and agent network and direct sales efforts while controlling external marketing efforts. Â â—General and administrative expenses for the year ended December 31, 2023, increased by $2.1 million, or 31.4%, compared to December 31, 2022, primarily due to non-recurring credit losses related to non-continuing legacy accounts and an increase in expenses related to the full year impact of our European subsidiary acquired in mid-2022. Â â—Payroll and payroll taxes for the year ended December 31, 2023, increased $1.5 million, or 13.9%, compared to December 31, 2022, primarily due to increased headcount in our acquired European subsidiary to support its growth and expansion strategy. Â â—Professional fees for the year ended December 31, 2023, increased $1.8 million, or 33.2%, compared to December 31, 2022, primarily due to higher accounting, consulting, and legal fees associated with the Companyâ€™s restatement of prior period consolidated financial statements. Â â—Stock compensation expense for the year ended December 31, 2023, decreased $1.1 million, or 37.6%, compared to December 31, 2022, primarily due to a lower stock price associated with grants issued in 2023. Â â—Depreciation and amortization for the year ended December 31, 2023, decreased $18.4 million, or 87.8%, compared to December 31, 2022, primarily due to the $18.1 million write-off of the contracted acquisition of the Sky Financial portfolio during 2022. Â Non-Operating Expenses Â Non-operating expenses increased by $29.1 million, or 255.2%, to $40.5 million for the year ended December 31, 2023 from $11.4 million in the prior year. This increase was primarily due to the following: Â â—Excluding accretion expense associated with the Companyâ€™s convertible note, interest expense for the year ended December 31, 2023, decreased by $4.8 million, or 59.1%, compared to the year ended December 31, 2022. The decrease is due to the Companyâ€™s restructuring of the convertible note during 2023, which included a waiver for interest on the convertible note through June 30, 2024. Â â—Derecognition expense on conversion of convertible debt for the year ended December 31, 2023, increased by $19.3 million, or 338.5%, compared to the year ended December 31, 2022. Additionally, changes in fair value of derivative liability for the year ended December 31, 2023, decreased by $10.3 million, or 61.2%, compared to the year ended December 31, 2022. The increase in derecognition expense and the decrease in changes in fair value of the derivative liability were both due to the Companyâ€™s restructuring of its convertible note, which resulted in a significant reduction of the outstanding principal balance as of December 31, 2023. See Note 9, Long-Term Debt, Net, for additional information. Â â—Legal settlement expense for the year ended December 31, 2023, increased by $4.1 million, compared to December 31, 2022, due to non-recurring legal settlements during the year. Â â—Gain on sale of property and equipment for the year ended December 31, 2023, increased by $1.1 million, compared to December 31, 2022, due to the sale of a building owned by the Companyâ€™s subsidiary, Charge Savvy. Â â—Other expense for the year ended December 31, 2023, increased $2.1 million, compared to December 31, 2022, primarily due to the carryover effects of the Companyâ€™s restatement of prior period consolidated financial statements. Â 30 Table of Contents Â Liquidity and Capital Resources Â The Companyâ€™s consolidated working capital as of September 30, 2024 was negative $4.2 million, which included cash and cash equivalents of $4.3 million and restricted cash of $87.2 million. Historically, the Company has financed its operations with proceeds from cash from operations, the sales of equity securities, and its $100 million convertible note. Our material liquidity needs principally relate to working capital requirements and research and development expenditures. Â Due to the product transition described above, we believe that our cash and cash equivalents as of September 30, 2024 are not sufficient to fund the North America segmentâ€™s operations and capital needs for the next 12 months from the date thereof. Our ability to fund working capital and other expenditures in the North America segment will depend on our ability to generate cash from operating activities from our two operating segments, which is subject to our future operating success, further repatriation of offshore profits from our European subsidiaries, and short-term borrowings in the U.S. Â Our ability to successfully address the short-term liquidity shortfall in the North America segment is contingent on managementâ€™s intended plan over the next twelve months to improve the segmentâ€™s liquidity and working capital requirements. Management has determined that its intended plan, if successfully implemented, is appropriate and sufficient to address the liquidity shortfall in the North America segment and provide sufficient funds to cover operations for the next 12 months from the date thereof. However, there can be no guarantee that we will be successful in implementing our plan or in acquiring additional funding, that our projections of our future capital needs will prove accurate, or that any additional funding will be sufficient to continue our operations in the North America segment. Â Cash Flow Data: Â The following table shows cash flows for the periods presented (dollars in thousands): Â Â Â Nine Months Ended September 30,Â Â Â 2024Â Â 2023Â Cash provided by operating activitiesÂ $19,119Â Â $27,584Â Cash used in investing activitiesÂ Â (1,226)Â Â (78) Cash used in financing activitiesÂ Â (207)Â Â (11) Effects of exchange rates on cash, cash equivalents, and restricted cashÂ Â 479Â Â Â 26Â Net increase in cash, cash equivalents, and restricted cashÂ $18,165Â Â $27,521Â Â Operating ActivitiesÂ â€“ For the nine months ended September 30, 2024 and 2023, net cash provided by operating activities was $19.1 million and $27.6 million,Â respectively. The cash provided by operating activities was primarily due to the timing of settlement of assets and liabilities. Â Investing ActivitiesÂ â€“ Net cash used in investing activities for the nine months ended September 30, 2024 and 2023, was $1.2 million and $0.1 million, respectively. The net cash used in investing activities for the nine months ended September 30, 2024 primarily relates to capitalized software development costs. Â Financing ActivitiesÂ â€“ Net cash used by financing activities in the nine-month period ended September 30, 2024 was $0.2 million. Net cash used in financing activities in the nine-month period ended September 30, 2023 was negligible. Â The following table shows cash flows for the periods presented (dollars in thousands): Â Â Â Years Ended December 31,Â Â Â 2023Â Â 2022Â Net cash provided by (used in) operating activitiesÂ $33,161Â Â $(9,344) Net cash provided by (used in) investing activitiesÂ Â 2,287Â Â Â (46,409) Net cash used in financing activitiesÂ Â (3,008)Â Â (10,049) Net cash acquired from acquisitionsÂ Â -Â Â Â 16,719Â Foreign currency translation adjustmentÂ Â 44Â Â Â 357Â Net increase (decrease) in cash, cash equivalents, and restricted cashÂ $32,484Â Â $(48,726) Â Operating ActivitiesÂ â€“ For the year ended December 31, 2023, net cash provided by operating activities was $33.2 million, compared to net cash used in operating activities of $9.3 million for the year ended December 31, 2022. The decrease in cash usage from operating activities was primarily due to adjustments for non-cash expenses primarily related to the restructuring of our convertible note ($31.6 million), depreciation expense ($2.6 million), and stock-based compensation ($1.9 million). Cash flow from operating activities was also impacted by increases in payment processing liabilities, other current liabilities, cash due from gateways, net, and prepaid and other current assets. Â 31 Table of Contents Â Investing ActivitiesÂ â€“ For the year ended December 31, 2023, net cash provided by investing activities was $2.3 million, primarily due to the proceeds from the sale of a building owned by the Companyâ€™s subsidiary, Charge Savvy. Cash used in investing activities was $46.4 million for the year ended December 31, 2022, primarily due to $28.8 million paid to acquire Transact Europe Holdings, and, as more fully described elsewhere in this report, consideration paid in connection with an agreement to acquire the Sky Financial portfolio. Â Financing ActivitiesÂ â€“ For the year ended December 31, 2023, net cash used in financing activities was $3.0 million, primarily due to a repayment of principal on our convertible note in connection with the restructuring of that note during the year. Cash used in financing activities was $10.0 million for the year ended December 31, 2022, primarily due to repayments of our convertible note and repurchases of the Companyâ€™s treasury stock.------ Â Recent Developments Related to Liquidity Â In February 2024, the Company transitioned its QuickCard product in North America away from terminal-based to app-based processing. This transition coincided with a change in our banking partner that was prompted by recent changes in the compliance environment and banking regulations. The unforeseen abrupt nature of the transition and slow initial adoption of the app-based product has led to a significant decline in processing volume in North America. This in turn has adversely affected revenue in the North America segment and, as a result, the North America segmentâ€™s revenue for the nine months ended September 30, 2024 were down by approximately 77 percent, which is primarily attributable to this product transition. See the Notes to the Financial Statements for the years ended December 31, 2023 and 2022, and for the nine months ended September 30, 2024 and September 30, 2023, for additional information. Â The decline in revenues resulting from this product transition has adversely impacted the Companyâ€™s liquidity in its North America segment in the short term. As a result, management has determined that its cash and cash equivalents in the North America segment as of December 31, 2024, will not be sufficient to fund the segmentâ€™s operations and capital needs for the next 12 months from the date of this prospectus. Managementâ€™s intended plan over the next twelve months to address the liquidity shortfall in the North America segment includes, but is not limited to, the following: Â â—acceleration of the Companyâ€™s business development efforts to drive volumes in diversified business verticals; Â â—the implementation of cost control measures to more effectively manage spending in the North America segment and right sizing the organization, where appropriate; Â â—repatriation of offshore profits from the Companyâ€™s European subsidiaries, whose continued accelerated growth and generation of positive cash flow have already provided, and the Company believes, will continue to provide, an immediate and viable short-term source of capital during this product transition; and Â â—a capital raise, which the Company intends to negotiate and consummate in the immediate term. Â Management has assessed that its intended plan is appropriate and sufficient to address the liquidity shortfall in its North America segment. However, there can be no guarantee that we will be successful in implementing our plan or in acquiring additional funding, that our projections of our future capital needs will prove accurate, or that any additional funding will be sufficient to continue our operations in the North America segment. Refer to the â€œGoing Concernâ€ subsection within Note 2,Â Summary of Significant Accounting Policies, of the footnotes to the financial statements for the years ended December 31, 2023 and 2022, and for the nine months ended September 30, 2024 and September 30, 2023, for additional information. Â Logicquest Technology, Inc. Â InÂ April 2023, we executed a purchase agreement for 99.4 million shares of restricted common stock of Logicquest Technology, Inc., a Nevada corporation (â€œLogicquestâ€) representing ownership of 99.1% of Logicquest, 48 shares of Series C Convertible Non-Redeemable Preferred Stock of Logicquest, and 10 shares of Series D Convertible Non-Redeemable Preferred Stock of Logicquest, in exchange for an aggregate purchase price of $225,000. Logicquest was a shell company (as defined in Rule 12b-2 of the Exchange Act) quoted on the Over-the-Counter Pink Open Market under the symbol â€œLOGQâ€ and is required to file reports and other information with the SEC pursuant to the Exchange Act. In June 2023, we merged the assets of Coyni, Inc., a wholly-owned subsidiary of the Company, and Logicquest, with Logicquest as the surviving entity. Subsequently, Logicquest changed its name to Coyni, Inc. (â€œCoyni PubCoâ€). In the fourth quarter of 2023, the Company amended the share purchase agreement to reflect 98 million shares of restricted common stock of Logicquest, 48 shares of Series C Convertible Non-Redeemable Preferred Stock of Logicquest, and 10 shares of Series D Convertible Non-Redeemable Preferred Stock of Logicquest, in exchange for an aggregate purchase price of $225,000. In accordance with ASC 805,Â Business Combinations,Â this transaction was accounted for as an asset acquisition and the acquired assets are included in the consolidated financial statements of the Company as of December 31, 2023. Â The Company originally intended to transfer the Coyni Platform assets, which are owned by the Company, into Coyni PubCo, and subsequently spin-off Coyni PubCo into a new publicly traded entity. However, we subsequently determined that it was in the best interest of the Company and its shareholders to retain the Coyni Platform at the Company to expand payment processing and banking-as-a-service solutions. As such, management no longer plans to pursue a spin-off of Coyni PubCo. Â 32 Table of Contents Â Issuance of Convertible Note Â On November 8, 2021, we sold and issued, in a registered direct offering, an 8% Senior convertible note, originally due November 3, 2023, and subsequently extended to April 5, 2025, in the aggregate original principal amount of $100 million (the â€œNoteâ€). The Note had an original issue discount of sixteen percent (16%) resulting in gross proceeds to us of $84 million. The Note was sold pursuant to the terms of a Securities Purchase Agreement, dated November 2, 2021, between us and the investor in the Note (the â€œInvestorâ€). Â The Note was issued on November 8, 2021, pursuant to an indenture dated November 2, 2021 between us and Wilmington Savings Fund Society, FSB, as trustee (the â€œBase Indentureâ€), as supplemented by a first supplemental indenture thereto, dated November 2, 2021, relating to the Notes (the â€œFirst Supplemental Indentureâ€ and the Base Indenture as supplemented by the First Supplemental Indenture, the â€œFirst Indentureâ€). The terms of the Note include those provided in the First Indenture and those made part of the First Indenture by reference to the Trust Indenture Act. Â First Exchange Agreement Â On July 25, 2023, the Company entered into an Exchange Agreement (the â€œFirst Exchange Agreementâ€) under which the Company and the Investor agreed to exchange (the â€œSeries A Exchangesâ€), in two separate exchanges, an aggregate of $22.703 million of the outstanding principal and interest under the Note for 15,000 shares of a newly authorized series of preferred stock of the Company designated as Series A Preferred Convertible Stock (the â€œSeries A Preferred Stockâ€), the terms of which are set forth in a Certificate of Designations of Rights and Preferences of Series A Convertible Preferred Stock of RYVYL, Inc. (the â€œSeries A Certificate of Designationsâ€), which the Company filed with the Nevada Secretary of State prior to the initial issuance of the Series A Preferred Stock. Â On July 31, 2023, pursuant to the terms of the First Exchange Agreement, the Company closed the initial exchange (the â€œInitial Series A Exchangeâ€) and issued 6,000 shares of Series A Preferred Stock in exchange for $4.297 million of the outstanding principal balance of the Note and $1.703 million of accrued interest. Additionally, upon satisfaction of all applicable closing conditions, including, without limitation, the Company having obtained any stockholder approval required for the consummation of the transactions and the issuance of the Common Stock issuable upon the conversion of all of the shares of Series A Preferred Stock (unless waived by the applicable other party), in the final exchange (the â€œFinal Series A Exchangeâ€), the parties agreed to exchange the remaining $16.703 million of outstanding principal balance subject to the Series A Exchanges for 9,000 shares of Series A Preferred Stock on a date mutually agreed to by the Company and the Investor. Â As part of the First Exchange Agreement, the Company also agreed to allow for the conversion of up to an additional $9.0 million of principal (together with any accrued and unpaid interest thereon) of the Note at a conversion price equal to 97.5% of the lower of (x) the then in effect conversion price and (y) the lowest volume weighted average price of the Companyâ€™s Common Stock during the five trading days immediately prior to such conversion; and the Investor agreed to waive any interest that would otherwise accrue on the Note during the period commencing on April 1, 2023 through, and including, December 31, 2023. Â Second Exchange Agreement Â Under the terms of the First Exchange Agreement, a final closing was to be held upon which the Investor was to exchange an additional $16.703 million of principal of the Note into 9,000 shares of Series A Preferred Stock (the â€œUnissued Series A Preferred Stockâ€) which shares of Unissued Series A Preferred Stock were convertible into shares of Common Stock, in accordance with the terms of the Series A Certificate of Designations. Â On November 27, 2023, the Company entered into an Exchange Agreement (the â€œSecond Exchange Agreementâ€) with the Investor under which the Company and the Investor agreed to exchange (the â€œSeries B Exchangeâ€), (i) all of the existing shares of Series A Preferred Stock issued to the Investor in the Initial Series A Exchange, (ii) the right to exchange the shares of Unissued Series A Preferred Stock for an additional $16.703 million of principal of the Note, and (iii) $60.303 million of the outstanding principal under the Note for 55,000 shares of a newly authorized series of preferred stock of the Company designated as Series B Preferred Convertible Stock (the â€œSeries B Preferred Stockâ€), the terms of which are set forth in a Certificate of Designations of Rights and Preferences of Series B Convertible Preferred Stock of RYVYL Inc. (the â€œSeries B Certificate of Designationsâ€), which the Company filed with the Nevada Secretary of State prior to the initial issuance of any shares of Series B Preferred Stock. The Series B Preferred Stock is further described in Note 10,Â Convertible Preferred Stock. As additional consideration for the Series B Exchange, the Company has also agreed to make a cash payment to the Investor in the amount of $3.0 million. As part of the Second Exchange Agreement, the Investor also agreed to forbear from requiring the repayment of the Note (to the extent such repayment obligation arises solely as a result of the occurrence of the maturity date and not with respect to any event of default or redemption rights in the Note or pursuant to the Indenture (as such term is defined in the Second Exchange Agreement)) during the period commencing on November 5, 2024 through, and including, April 5, 2025; and to extend the waiver of payment of interest under the Note through July 1, 2024. Â 33 Table of Contents Â On November 29, 2023, the Company closed the Series B Exchange, pursuant to which the Company issued to the Investor 55,000 shares of Series B Convertible Preferred Stock and paid the Investor a cash payment in the amount of $3.0 million, in exchange for 6,000 shares of Series A Convertible Preferred Stock previously issued to the Investor, the right to exchange the shares of Unissued Series A Preferred Stock for an additional $16.703 million of principal of the Note, and the reduction of principal of the Note in the aggregate amount of $60.303 million. Â Ranking Â The Note is the senior unsecured obligations of the Company and not the financial obligations of our subsidiaries. Until such date as the principal amount of the Note is $5 million or less, all payments due under the Note will be senior to all other indebtedness of the Company and/or any of our subsidiaries. Â Maturity Date Â Under its original terms, unless earlier converted, or redeemed, the Note was to mature on November 3, 2023, the second anniversary of their issuance date, which we refer to herein as the â€œMaturity Dateâ€, subject to the right of the investors to extend the date: Â i.if an event of default under the Note has occurred and is continuing (or any event shall have occurred and be continuing that with the passage of time and the failure to cure would result in an event of default under the Note) and Â ii.for a period of 20 business days after the consummation of a fundamental transaction if certain events occur. Â We are required to pay, on the Maturity Date, all outstanding principal, accrued and unpaid interest and accrued and unpaid late charges on such principal and interest, if any. Â As part of the Restructuring Agreement entered into with the Investor on August 16, 2022 (the â€œRestructuring Agreementâ€), the Company obtained a forbearance of the Maturity Date from November 5, 2023 to November 5, 2024. As part of the Second Exchange Agreement entered into with the Investor on November 27, 2023, the Company obtained a further forbearance of the Maturity Date from November 5, 2024 to April 5, 2025. Â Interest Â The Note bears interest at the rate of 8% per annum (a) shall commence accruing on the date of issuance, (b) shall be computed on the basis of a 360-day year and twelve 30- day months and (c) shall be payable in cash quarterly in arrears on the first trading day of each calendar quarter or otherwise in accordance with the terms of the Note. If the holder elects to convert or redeem all or any portion of a Note prior to the Maturity Date, all accrued and unpaid interest on the amount being converted or redeemed will also be payable. If we elect to redeem all or any portion of a Note prior to the Maturity Date, all accrued and unpaid interest on the amount being redeemed will also be payable. The interest rate of the Note will automatically increase to 15% per annum upon the occurrence and continuance of an event of default (See â€"â€Events of Defaultâ€ below). Â Subject to the satisfaction of certain equity conditions, the terms of the Restructuring Agreement require the holder to voluntarily convert certain interest payments when due under the Note at 95% of the lower of (i) the then in effect conversion price and (ii) the lowest volume weighted average price of our common stock during the five trading days immediately prior to such conversion. Â As part of the First Exchange Agreement, the Investor agreed to waive any interest that would otherwise accrue on the Note during the period commencing on April 1, 2023 through, and including, December 31, 2023. As part of the Second Exchange Agreement, the Investor agreed to extend the waiver of payment of interest under the Note through July 1, 2024. Â 34 Table of Contents Â Late Charges Â We are required to pay a late charge of 15% on any amount of principal or other amounts that are not paid when due. Â Conversion Â Fixed Conversions at Option of Holder Â The holder of the Note may convert all, or any part, of the outstanding principal and interest of the Note, at any time at such holderâ€™s option, into shares of our Common Stock at an initial fixed conversion price, which is subject to: Â â—proportional adjustment upon the occurrence of any stock split, stock dividend, stock combination and/or similar transactions; and Â â—full-ratchet adjustment in connection a subsequent offering at a per share price less than the fixed conversion price then in effect. Â Pursuant to the original terms of the Note, since during the fiscal quarter ending March 31, 2022, the Company (i) failed to process at least $750 million in transaction volume or (ii) had revenue that was less than $12 million, the Noteâ€™s fixed conversion price then in effect exceeded the greater of (x) the Noteâ€™s $1.67 floor and (y) 140% of the market price as of April 1, 2022 (the â€œAdjustment Measuring Priceâ€), on April 1, 2022, the fixed conversion price automatically adjusted to the Adjustment Measuring Price. Â As part of the Restructuring Agreement, the Company agreed to allow for the conversion of up to $4.5 million of principal (together with any accrued and unpaid interest thereon) of the Note at a conversion price equal to the lesser of (i) $2.40 and (ii) 97.5% of the lower of (x) the then in effect conversion price and (y) the lowest volume weighted average price of our Common Stock during the five trading days immediately prior to such conversion. Â As part of the First Exchange Agreement, the Company agreed to allow for the conversion of up to an additional $9.0 million of principal (together with any accrued and unpaid interest thereon) of the Note at a conversion price equal to 97.5% of the lower of (x) the then in effect conversion price and (y) the lowest volume weighted average price of our Common Stock during the five trading days immediately prior to such conversion. Â 1- Year Alternate Optional Conversion Â At any time following the first anniversary of the issuance date of the Note, but only if the closing bid price of our Common Stock on the immediately prior trading day is less than $6.50, each holder of the Note shall have the option to convert, at such holderâ€™s option, pro rata, up to $30 million of the principal amount of the Note (in $250,000 increments) at the â€œalternate optional conversion price, which is equal to the lower of (i) the then in effect conversion price and (ii) the greater of (x) the Noteâ€™s $1.67 floor price or (y) 98% of the market price on the conversion date. Â Alternate Event of Default Optional Conversion Â If an event of default has occurred under the Note, each holder may alternatively elect to convert the Note (subject to an additional 15% redemption premium) at the â€œAlternate Event of Default Conversion Priceâ€ equal to the lesser of: Â â—the fixed conversion price then in effect; and Â the greater of: Â â—the floor price; and Â â—80% of the lowest volume weighted average price of our Common Stock during the five trading days immediately prior to such conversion. Â Beneficial Ownership Limitation Â The Note may not be converted, and shares of Common Stock may not be issued under the Note if, after giving effect to the conversion or issuance, the applicable holder of the Note (together with its affiliates, if any) would beneficially own in excess of 4.99% of our outstanding shares of Common Stock, which we refer to herein as the â€œNote Blockerâ€. The Note Blocker may be raised or lowered to any other percentage not in excess of 9.99% at the option of the applicable holder of the Note, except that any raise will only be effective upon 61-daysâ€™ prior notice to us. Â 35 Table of Contents Â Change of Control Redemption Right Â In connection with a change of control of the Company, each holder may require us to redeem in cash all, or any portion, of the Note at a 15% redemption premium to the greater of the face value, the equity value of our Common Stock underlying the Note and the equity value of the change of control consideration payable to the holder of our Common Stock underlying the Note. Â The equity value of our Common Stock underlying the Note is calculated using the greatest closing sale price of our Common Stock during the period immediately preceding the consummation or the public announcement of the change of control and ending the date the holder gives notice of such redemption. Â The equity value of the change of control consideration payable to the holder of our Common Stock underlying the Note is calculated using the aggregate cash consideration and aggregate cash value of any non-cash consideration per share of our Common Stock to be paid to the holders of our Common Stock upon the change of control. Â Events of Default Â Under the terms of the First Supplemental Indenture, the events of default contained in the Base Indenture shall not apply to the Note. Rather, the Note contains standard and customary events of default including but not limited: (i) the suspension from trading or the failure to list our Common Stock within certain time periods; (ii) failure to make payments when due under the Note; and (iii) bankruptcy or insolvency of the Company. Â If an event of default occurs, each holder may require us to redeem all or any portion of the Note (including all accrued and unpaid interest and late charges thereon), in cash, at a 15% redemption premium to the greater of the face value and the equity value of our Common Stock underlying the Note. Â The equity value of our Common Stock underlying the Note is calculated using the greatest closing sale price of our Common Stock on any trading day immediately preceding such event of default and the date we make the entire payment required. Â Company Optional Redemption Rights Â At any time no event of default exits, we may redeem all, but not less than all, the Note outstanding in cash all, or any portion, of the Note at a 5% redemption premium to the greater of the face value and the equity value of our Common Stock underlying the Note. Â The equity value of our Common Stock underlying the Note is calculated using the greatest closing sale price of our Common Stock on any trading day during the period commencing on the date immediately preceding such date the Company notifies the applicable holder of such redemption election and the date we make the entire payment required. Â Preferred Stock Repurchase And Note Repayment Agreement, and Stock Purchase Agreement and Financing. Â Please see the Recent Developments section in the Prospectus Summary for more information on the Companyâ€™s Preferred Stock Repurchase And Note Repayment Agreement, and Companyâ€™s Stock Purchase Agreement and related Financing. Â Critical Accounting Policies and Significant Developments and Estimates Â We prepare our consolidated financial statements in accordance with accounting principles generally accepted in the U.S. (â€œGAAPâ€). GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. We base our estimates on historical experience, anticipated future trends, and other assumptions we believe to be reasonable under the circumstances. Because these estimates require significant judgment, our actual results may differ materially from our estimates. Â Cash Due from Gateways Â The Company generates the majority of its revenue from payment processing services provided to its merchant clients. In the US, the company uses a third-party gateway provider to access the credit card network. When a merchant makes a sale, the process of receiving the payment card information, engaging the banks for transferring the proceeds to the merchantâ€™s account via digital gateways. The amount due from gateways represents the continuous several days delay between the cash receipt and the actual processing transaction date. Â The gateways have strict guidelines pertaining to the scheduling of the release of funds to merchants based on several criteria that include, but are not limited to, return and chargeback history, associated risk for the specific business vertical, average transaction amount, etc. To mitigate potential credit losses associated with these risks, these gateway policies determine reserve requirements and a payment in arrears strategy. While reserve and payment in arrears restrictions are in effect for a merchant payout, the Company records the reserved amounts against cash due from the gateways until released. Â 36 Table of Contents Â Business Â Business Overview and Strategic Vision Â RYVYLâ€™s strategy is rooted in our mission to transform the global payments landscape through technology-driven, customer-centric, and compliance-focused financial solutions. Our legacy product was developed to facilitate payment processing for previously all cash businesses. Offering a cloud-based network interface, merchant management system, Point of Sale connectivity to facilitate noncash payment methods such as credit cards, debit cards and prepaid gift cards and to disburse those funds electronically to merchants later upon request. The business has expanded both organically and through acquisitions. The companyâ€™s second-generation platform and financial service layers provide a dual-sided payment platform that facilitates both acquiring and disbursements services. We operate globally in two segments, North America and Europe, expanding our product offerings, cultivating strategic partnerships, and maintaining robust regulatory compliance across all markets in which we operate. Â RYVYLâ€™s comprehensive product suite is designed to create value across the entire financial ecosystem. By combining advanced technology, global reach, and deep regulatory expertise, we empower businesses to manage payments, optimize cash flow, and scale operations efficiently in an increasingly digital world. We believe that our commitment to continuous innovation ensures that we helps us to remain at the forefront of the global fintech landscape, delivering secure, reliable, and transformative financial solutions that drive growth and create lasting value for our clients and stakeholders.. Â Global Expansion Â RYVYLâ€™s growth is fueled by our commitment to expanding our presence in both established and emerging markets, with a primary focus on Europe and North America. In Europe, we capitalize on the strength of our Electronic Money Institution (EMI) license in Bulgaria, complemented by our operational hub in Portugal. This enables us to offer comprehensive EMI services, including global IBAN issuance, foreign exchange (FX) solutions, and payment processing capabilities. Our direct connectivity to major card networks and the Central Bank of Europe reinforces our ability to scale across the EU, providing seamless financial services tailored to the unique demands of businesses operating in the region. Â In North America, our focus is on expanding treasury management services, Bank Identification Number (BIN) sponsorship for credit card processing, and comprehensive payment solutions such as ACH and wire transfers. By leveraging third-party sponsorship arrangements alongside our technology, we are positioned to capture growth opportunities in key sectors, including e-commerce, fintech, and B2B payments. Our strategy also emphasizes enhancing cross-border payment infrastructure, enabling businesses to transact efficiently across more than 200 markets and 140 currencies, thus solidifying RYVYLâ€™s role as a critical connector in the global financial ecosystem. Â Product Innovation and Diversification Â Innovation is the cornerstone of RYVYLâ€™s growth strategy. We continuously evolve our product portfolio to anticipate and meet the dynamic needs of businesses worldwide. Central to this is the enhancement of our dual-sided payment platform, which facilitates both acquiring and disbursement services. This platform is designed to support emerging use cases in acquiring, disbursements, and embedded finance, delivering seamless, end-to-end financial solutions. Our treasury management services are evolving to include advanced features such as real-time liquidity tracking, dynamic fund allocation, and sophisticated FX risk management tools, providing businesses with greater control and flexibility over their financial operations. We are expanding our card issuing capabilitiesâ€"encompassing debit, prepaid, and virtual cardsâ€"and strengthening our BIN sponsorship programs to support fintech companies, neobanks, and enterprises looking to launch customized card programs on a global scale. Furthermore, by integrating banking-as-a-service (BaaS) capabilities, RYVYL is positioned to power the financial infrastructure for platforms and marketplaces seeking embedded finance solutions. Â Operational Efficiency and Scalability Â Operational excellence is fundamental to sustaining RYVYLâ€™s growth and profitability. Our strategy is focused on enhancing efficiency through technology, automation, and optimized resource management. By leveraging our advanced ledger technology, we believe that we can ensure real-time transaction processing, data integrity, and the scalability required to handle high transaction volumes with minimal latency. Â The implementation of automation across key functionsâ€"including compliance, reconciliation, and reportingâ€"enables us to reduce operational costs, improve accuracy, and enhance service delivery. We are also optimizing our global operations by aligning activities across Europe and North America, creating synergies that improve resource utilization, reduce overhead, and accelerate the deployment of new products and services. Â 37 Table of Contents Â Regulatory Excellence and Risk Management Â Compliance is more than a regulatory requirement for RYVYL; it is a strategic advantage. Our regulatory strategy is designed to ensure resilience amid the complexities of global financial regulations. We maintain rigorous compliance with international standards, including anti-money laundering (AML) and counter-terrorist financing (CTF) regulations under FinCEN in the U.S. and EU directives, alongside data protection frameworks such as GDPR and security standards like PCI-DSS. Â Proactive risk management is integral to our operations. We invest in real-time risk monitoring, advanced fraud detection systems, and comprehensive cybersecurity protocols to mitigate financial, operational, and regulatory risks. Our strong relationships with regulatory bodies in both the U.S. and the EU allow us to anticipate changes in the regulatory landscape, ensuring that we adapt swiftly to maintain uninterrupted service delivery and operational integrity. Â Sustainable Growth and Value Creation Â RYVYLâ€™s long-term success is anchored in sustainable growth strategies that deliver value to our customers, shareholders, and partners. We are committed to diversifying revenue streams beyond traditional transaction-based income through the expansion of value-added services such as FX trading, treasury advisory, and compliance-as-a-service for fintech partners. Â A customer-centric approach underpins our growth strategy. We focus on enhancing client relationships, improving user experiences, and fostering customer loyalty through tailored support models and innovative service offerings. Strategic mergers and acquisitions play a key role in our growth trajectory, allowing us to acquire complementary technologies, expand our customer base, and strengthen our regulatory footprint in critical markets. Our commitment to environmental, social, and governance (ESG) principles is embedded in our operations. We prioritize ethical business practices, data privacy, financial inclusion, and environmental responsibility, aligning our corporate values with the expectations of our stakeholders and the broader global community. Â Strategic Objectives Â As we look ahead, RYVYLâ€™s strategic objectives are focused on expanding our global reach, increasing transaction volumes, enhancing profitability, and setting industry benchmarks in compliance and risk management. We aim to deepen our presence in key markets across Europe, North America, and emerging regions, targeting new industries and verticals that align with our growth ambitions. Â We believe that our commitment to innovation will drive the development of new products and platform enhancements, with the intent to position RYVYL at the forefront of financial technology. We are dedicated to fostering an agile, resilient, and future-ready organization that can adapt to the evolving demands of the global financial ecosystem. Â Competition Â In each of our business segments, we compete with a large variety of companies - financial institutions, financial technology companies, traditional payment providers, new market entrants, and others, both large and small. The markets for the services we provide are highly fragmented and competitive. Many of these providers compete with us across our segments, vertical markets and geographies. Some of these competitors possess greater financial, sales and marketing resources than we do. We expect each of our segments to become more competitive over time, as advances in technology enable new entrants, barriers to entry fall and existing providers expand their services, both operationally and geographically. Â Competitors Â Adyen â‚¬498.2 million in Q3 2024 Adyen is a Dutch payment company that functions as an acquiring bank, allowing businesses to accept e-commerce, mobile, and point-of-sale payments. The company reported a 21% growth in net revenue for Q3 2024, amounting to â‚¬498.2 million, up from â‚¬413.6 million in the same quarter the previous year. Â Worldline SA â‚¬4.61 billion in 2023 Worldline is a French financial services company covering the full payments value chain, including issuing processing, payments acceptance, commercial acquiring, and acquiring processing. In 2023, the company generated a proforma revenue of â‚¬4.61 billion. Â Nexi Group Data not specified in the provided sources Nexi is an Italian multinational financial technology company specializing in payment systems, merchant services, and digital banking services. Specific revenue figures are not detailed in the available sources. Â Stripe $1.77 billion (estimated) Stripe is a global technology company that builds economic infrastructure for the internet. Businesses of all sizes use Stripeâ€™s software and APIs to accept payments, send payouts, and manage their businesses online. Stripe offers payment processing services and has a significant presence in Europe. Â Worldpay $4.9 billion in 2023 Worldpay is a global payment processing company that provides services to merchants and financial institutions. It offers payment gateway solutions, risk management, and payment processing services, supporting various payment methods and currencies. Â Checkout.com $358.2 million (estimated) Checkout.com is a global payment solutions provider that offers a full-stack payment platform, including payment processing, acquiring, and gateway services. It supports businesses in accepting payments in multiple currencies and provides advanced fraud detection tools. Â 2Checkout $22.1 million (estimated) 2Checkout, now part of Verifone, is a global payment platform that provides comprehensive e-commerce solutions, including payment processing, global tax and financial services, and subscription billing. It supports various payment methods and currencies, catering to businesses aiming to expand internationally. Â 38 Table of Contents Â Government Regulation Â RYVYL operates within a dynamic and highly regulated global financial environment, where compliance is fundamental to our operations. As a leading fintech company with a strong presence in both Europe and North America, we are subject to an extensive range of laws and regulations that govern critical areas such as anti-money laundering (AML), counter-terrorist financing (CTF), consumer protection, cybersecurity, data privacy, and financial services supervision. The regulatory landscape is continuously evolving, driven by legislative updates, regulatory reforms, and shifts in global compliance expectations. These changes influence how we structure, deliver, and expand our services worldwide. Â Our proactive approach to regulatory compliance ensures that we not only meet current legal requirements but are also well-prepared to adapt to emerging regulatory developments. We closely monitor changes in laws and regulations across all jurisdictions where we operate, enabling us to design secure, compliant, and customer-centric solutions that support our global growth strategy. Recognizing that regulatory shifts, enforcement actions, or heightened scrutiny can impact our business operations and financial performance, we prioritize robust governance frameworks to safeguard our business continuity. Â Payments Regulation Â RYVYLâ€™s payment services are governed by comprehensive regulatory frameworks in both the United States and the European Union, reflecting the complexity of the global payments ecosystem. Â In the United States, we offer a broad range of payment solutions, including credit card processing through BIN sponsorship, ACH transactions, wire transfers, and treasury management services. These services are delivered in collaboration with regulated financial institutions under third-party sponsorship arrangements. This model subjects us to indirect oversight by key regulatory bodies, notably the Financial Crimes Enforcement Network (FinCEN), which plays a pivotal role in ensuring compliance with AML and CTF regulations, as well as broader financial crime prevention mandates. Â In the European Union, RYVYL operates under an Electronic Money Institution (EMI) license issued in Bulgaria, with additional operations in Portugal. This license authorizes us to issue global IBANs, provide foreign exchange (FX) services, and deliver acquiring and card issuing solutions. Our activities are regulated under the Payment Services Directive (PSD2) and supervised by the Bulgarian National Bank alongside other relevant EU financial authorities. The regulatory frameworks in both regions impose stringent requirements related to capital adequacy, anti-fraud measures, data security, and transaction monitoring, ensuring the resilience and integrity of our payment infrastructure. Â Financial Services Supervision Â RYVYLâ€™s operations are subject to both direct and indirect regulatory supervision, reflecting the breadth of our services and the diverse jurisdictions in which we operate. Â In Europe, we are directly regulated as an EMI, with obligations encompassing capital requirements, safeguarding client funds, corporate governance, and risk management. This direct oversight ensures that we maintain high standards of financial stability, operational transparency, and customer protection. Â In North America, while RYVYL does not operate as a licensed money transmitter, our activities are conducted through third-party sponsorship relationships. These partnerships require strict adherence to the compliance standards of our sponsoring financial institutions, subjecting us to indirect regulatory oversight. This dual-layered supervision framework, combining direct regulatory engagement and indirect compliance obligations, reinforces our commitment to maintaining the highest standards of regulatory integrity across all markets. Â Anti-Money Laundering (AML) and Counter-Terrorist Financing (CTF) Â RYVYL is dedicated to combating financial crime through comprehensive AML and CTF programs designed to align with global regulatory expectations. Our compliance framework adheres to key international standards, including the U.S. Bank Secrecy Act (BSA), which is overseen by FinCEN, the EUâ€™s Anti-Money Laundering Directives (AMLD), and guidelines issued by the Financial Action Task Force (FATF). Â Our AML/CTF framework is built on robust policies and procedures that include customer due diligence (CDD) and know-your-customer (KYC) protocols, advanced transaction monitoring systems to detect and prevent suspicious activities, and rigorous sanctions screening aligned with U.S. Office of Foreign Assets Control (OFAC) requirements and EU regulations. Ongoing training and development for our employees ensure that compliance remains embedded in our corporate culture, enabling us to proactively manage financial crime risks across all areas of our business. Â 39 Table of Contents Â Data Protection and Privacy Â As a global fintech provider, RYVYL handles sensitive personal and financial data, making data protection and privacy critical components of our regulatory compliance strategy. We operate under stringent data privacy laws in both the European Union and the United States. Â In the EU, we comply with the General Data Protection Regulation (GDPR), which sets rigorous standards for data collection, processing, and transfer. GDPR mandates strict requirements around data security, breach notification, and the lawful basis for data processing, ensuring that we uphold the privacy rights of individuals across the EU. Â In the United States, RYVYL adheres to federal and state-level privacy regulations, including the California Consumer Privacy Act (CCPA) and other emerging data protection laws. Our global data governance framework encompasses encryption protocols, cross-border data transfer mechanisms, and incident response plans designed to safeguard data integrity and mitigate potential security risks. Â Cybersecurity Compliance Â Cybersecurity is integral to RYVYLâ€™s operations, with our compliance framework designed to protect against evolving cyber threats. We maintain a comprehensive cybersecurity program that aligns with global security standards, including the National Institute of Standards and Technology (NIST) and ISO 27001. Â Our cybersecurity measures include regular penetration testing, vulnerability assessments, and advanced threat detection systems to identify and address potential risks proactively. Incident response protocols are in place to ensure swift and effective management of security breaches, minimizing potential impacts on our operations and customers. In addition, we comply with the Payment Card Industry Data Security Standard (PCI-DSS), which governs the secure handling of cardholder data in payment processing environments. Â Consumer Protection and Financial Conduct Regulations Â RYVYL is committed to safeguarding consumer interests through strict adherence to financial conduct and consumer protection regulations. We ensure transparency in our fee structures, maintain fair lending practices where applicable, and provide clear dispute resolution mechanisms to address customer concerns effectively. Â In the U.S., our operations are subject to oversight by the Consumer Financial Protection Bureau (CFPB), which regulates consumer financial products and services. In the EU, we comply with directives under the EU Consumer Rights Directive and PSD2, which mandate strong customer authentication (SCA) protocols and secure online payment standards. Our consumer protection strategy is designed to foster trust, promote transparency, and enhance the overall customer experience across all markets. Â Sanctions and Anti-Corruption Compliance Â RYVYL maintains a robust sanctions and anti-corruption compliance framework, ensuring full adherence to global regulatory standards. We comply with sanctions programs administered by the U.S. Office of Foreign Assets Control (OFAC), the EUâ€™s restrictive measures, the U.S. Foreign Corrupt Practices Act (FCPA), and the U.K. Bribery Act. Â Our compliance measures include comprehensive sanctions screening for all transactions and customer onboarding processes, rigorous anti-bribery policies, and regular employee training on ethical business practices. Additionally, we implement third-party risk management protocols to prevent corruption and ensure that our business relationships align with our ethical standards and regulatory obligations. Â Emerging Regulatory Developments Â RYVYL continuously monitors regulatory developments that may impact our operations, including: Â â—Emerging Payment Technologies: We stay ahead of regulatory changes related to digital wallets, tokenization, and evolving payment models, ensuring that our services remain compliant with new industry standards. Â â—Environmental, Social, and Governance (ESG) Reporting: We align with global sustainability regulations, such as the EU Corporate Sustainability Reporting Directive (CSRD), reflecting our commitment to responsible business practices. Â â—Interchange Fee Regulations: We comply with the EUâ€™s Multilateral Interchange Fee Regulation (MIFR) and U.S. regulations affecting credit and debit card processing fees, ensuring transparency and fairness in our pricing structures. Â 40 Table of Contents Â Technology and Development Â Innovative Dual-Sided Platform & Technology Infrastructure Â At the core of RYVYLâ€™s fintech ecosystem is our innovative dual-sided platform, a comprehensive solution designed to seamlessly facilitate both the acquisition and disbursement of payments. This platform is built to address the complex and evolving needs of businesses across diverse industries, delivering an integrated, end-to-end payment infrastructure that drives operational efficiency, enhances financial performance, and supports scalable growth. Â Unlike traditional single-function payment systems that often face limitations in adapting to dynamic market demands, RYVYLâ€™s dual-sided platform offers a flexible, agile, and robust architecture. It streamlines the entire transaction lifecycle, from payment initiation to settlement, providing businesses with a competitive advantage in an increasingly interconnected and digital financial environment. By consolidating multiple payment functionalities within a single platform, we empower businesses to manage transactions more effectively, optimize cash flow, and respond rapidly to new opportunities. Â Through the simplification of traditionally complex payment processes, our platform reduces transactional friction, leading to faster processing times, lower error rates, and a more secure and reliable payment environment. This operational efficiency allows businesses to focus on strategic growth initiatives while relying on RYVYL to handle the intricacies of payment processing with precision and reliability. Â Technology Infrastructure: Built for Performance, Security, and Scalability Â RYVYLâ€™s technology infrastructure is purpose-built to deliver seamless, secure, and scalable payment solutions that meet the highest standards of performance and reliability. Our platform is underpinned by advanced ledger technology, which ensures real-time transaction processing, robust data integrity, and the secure management of financial data across all business activities. Â Performance and Reliability Â Our architecture is designed to support high transaction volumes with exceptional speed and accuracy. This performance capability is critical for businesses operating in fast-paced, high-growth environments where the ability to process payments efficiently can be a key driver of success. By leveraging cutting-edge technology, we provide real-time transaction monitoring, dynamic reporting tools, and advanced analytics, enabling businesses to make data-driven decisions with confidence. Â Security at the Core Â Security is embedded in every layer of RYVYLâ€™s technology stack. We operate a comprehensive security framework that incorporates multiple layers of protection, including encryption, tokenization, and fraud detection systems. This multi-faceted approach ensures the confidentiality, integrity, and availability of data, safeguarding both our infrastructure and the sensitive information of our clients. Â Our comprehensive cybersecurity program includes continuous system monitoring, rigorous vulnerability assessments, and proactive threat mitigation strategies. We adhere to global security standards such as PCI-DSS for secure payment card transactions and ISO 27001 for information security management. Regular penetration testing and security audits further strengthen our defenses, ensuring that our platform remains resilient in the face of emerging cyber threats. Â Scalability and Flexibility: Â RYVYLâ€™s technology infrastructure is designed with scalability at its core. Our modular architecture allows businesses to expand their operations without facing the technological constraints often associated with legacy payment systems. Whether supporting a startup experiencing rapid growth or a multinational corporation managing complex global transactions, our platform can scale effortlessly to meet evolving business requirements. Â We continuously optimize our infrastructure to enhance system reliability, reduce downtime, and improve processing speeds. This commitment to continuous improvement ensures that our platform remains agile and adaptable, capable of integrating with external systems, third-party applications, and evolving regulatory requirements. Â 41 Table of Contents Â Driving Business Transformation Through Technology Â RYVYLâ€™s dual-sided platform and advanced technology infrastructure are not just about facilitating paymentsâ€”they are about transforming the way businesses manage their financial operations. By combining seamless payment processing with robust security measures, real-time data insights, and scalable architecture, we help businesses unlock new growth opportunities, improve operational efficiency, and strengthen their competitive position in the marketplace. Â Our technology strategy is aligned with our broader corporate vision: to be the preferred global fintech partner for businesses seeking innovative, secure, and future-ready financial solutions. Through continuous investment in technology, security, and infrastructure, RYVYL is well-positioned to lead the next generation of financial services, delivering unparalleled value to our clients and stakeholders worldwide. Â Our Products Â RYVYL Product Portfolio Â RYVYL offers a comprehensive suite of financial products designed to meet the diverse and evolving needs of businesses and financial institutions worldwide. Our products are powered by cutting-edge technology, enabling seamless, secure, and scalable payment processing, treasury management, and financial operations across multiple industries. With direct connections to major card brands, global banking networks, and leading payment gateways, RYVYL facilitates cross-border transactions and real-time fund disbursements in over 200 markets and 140 currencies globally. This robust ecosystem supports businesses in optimizing financial performance, enhancing operational efficiency, and driving growth in an increasingly digital economy. Â Dual-Sided Payment Platform Â At the heart of RYVYLâ€™s ecosystem is our innovative dual-sided payment platform, designed to support both acquiring and disbursement services within a unified infrastructure. This end-to-end platform enables businesses to seamlessly accept payments from customers while efficiently distributing funds to vendors, employees, and partners worldwide. The platform integrates effortlessly with global payment networks, offering real-time processing capabilities that enhance financial agility and operational resilience. Â The acquiring function facilitates the acceptance of payments through diverse channels, including card networks, ACH transfers, wire transfers, and other digital payment methods, supporting both domestic and international transactions. On the disbursement side, the platform enables fast, secure payouts with real-time settlement capabilities, ensuring liquidity and financial flexibility for businesses of all sizes. By simplifying the payment lifecycle, RYVYLâ€™s platform reduces transaction friction, minimizes errors, and optimizes cash flow management. Â Treasury Management Services Â RYVYLâ€™s Treasury Management Services are designed to help businesses optimize their financial operations, manage liquidity, and improve cash flow efficiency. This comprehensive solution provides powerful tools for real-time monitoring, fund allocation, and automated reconciliation, empowering businesses to make data-driven decisions that enhance financial performance. Â Key features include cash flow optimization, which automates receivables and payables management, improving operational efficiency. Liquidity management tools enable businesses to track and manage cash reserves across multiple accounts, ensuring optimal fund utilization. Additionally, the platform offers real-time financial insights through advanced analytics and reporting capabilities, providing businesses with the visibility needed to navigate complex financial landscapes confidently. Â BIN Sponsorship for Credit Card Processing Â Through our BIN Sponsorship program, RYVYL enables businesses to process credit card transactions using dedicated BINs, providing direct access to global card networks without the need for a traditional banking license. This program supports businesses in launching custom payment solutions, expanding their payment acceptance capabilities, and optimizing transaction processing efficiency. Â Our BIN sponsorship services are designed with a strong focus on security, ensuring full compliance with industry standards such as PCI-DSS for secure data handling. We offer global network access, facilitating seamless integration with major card schemes like Visa and Mastercard. Additionally, we provide tailored solutions for high-volume merchants and specialized industries, delivering customized processing strategies that align with specific business requirements. Â Payment Solutions (ACH & Wire Transfers) Â RYVYL offers a comprehensive range of payment solutions that support both domestic and international transactions. Our solutions are designed to meet the needs of businesses that require fast, secure, and reliable payment processing capabilities. Â â—ACH (Automated Clearing House): A cost-effective electronic funds transfer solution for recurring payments, payroll disbursements, and vendor settlements within the U.S. ACH payments offer efficiency, speed, and low transaction costs, making them ideal for businesses with high transaction volumes. Â 42 Table of Contents Â â—Wire Transfers: Secure, high-speed fund transfer services for domestic and cross-border transactions. Our wire transfer solutions enable businesses to move large sums quickly and securely, with real-time processing capabilities that support urgent payment needs. Â These solutions are integrated into RYVYLâ€™s platform to ensure seamless processing, robust security, and regulatory compliance across all payment channels. Â Global IBAN Issuance Â As a licensed Electronic Money Institution (EMI) in Bulgaria, RYVYL provides global IBAN issuance services that support seamless cross-border transactions. Our IBAN solutions are designed to facilitate international fund transfers, streamline global payment workflows, and enhance financial transparency for businesses operating in multiple jurisdictions. Â We offer multi-currency support, enabling businesses to manage transactions in various currencies without the need for multiple bank accounts. Our global IBANs support international wire transfers, SEPA payments within the EU, and other cross-border financial activities. All services are delivered with strict adherence to EU regulatory requirements, ensuring secure and compliant financial operations. Â Card Issuing Services Â RYVYLâ€™s Card Issuing Services empower businesses to create branded payment solutions tailored to their specific needs. Our flexible platform supports the issuance of various card types, including: Â â—Debit Cards: Designed for business expenses, corporate spending, and employee disbursements, providing businesses with secure, real-time payment capabilities. Â â—Prepaid Cards: Ideal for corporate payouts, rewards programs, and travel-related expenses, offering control over spending limits and enhanced security features. Â â—Virtual Cards: Secure, digital payment solutions optimized for online transactions, subscription services, and B2B payments. Virtual cards offer advanced fraud protection and real-time transaction tracking. Â Our card issuing solutions integrate with major global payment networks, offering real-time issuance capabilities, transaction monitoring, and comprehensive fraud prevention tools. Â Foreign Exchange (FX) Services Â RYVYLâ€™s Foreign Exchange (FX) Services are designed to support businesses with international operations, providing competitive currency conversion rates and real-time FX trading capabilities. Our FX solutions help businesses manage currency exposure, optimize international transactions, and mitigate foreign exchange risks. Â Key features include multi-currency accounts, enabling businesses to hold and manage funds in different currencies without maintaining multiple bank accounts. We offer real-time FX rates with transparent pricing structures, ensuring cost-effective currency conversions. Additionally, our risk management tools help businesses hedge against currency fluctuations, providing stability in volatile markets. Â Electronic Money Institution (EMI) Services Â Operating under our EMI license in Europe, RYVYL delivers a wide range of regulated financial services designed to support businesses engaged in international commerce. Our EMI services are fully compliant with EU financial regulations and supported by direct connections to the Central Bank of Europe and major financial institutions. Â Our EMI offering includes payment processing solutions that support domestic and cross-border transactions, global IBAN issuance for efficient fund transfers, and comprehensive FX services for businesses managing multi-currency operations. These services are designed to enhance financial agility, reduce transaction costs, and ensure regulatory compliance across all markets. Â Key Features Across All Products Â â—Advanced Ledger Technology: Ensures real-time transaction processing, data integrity, and secure financial record-keeping across all business activities. Â â—Security & Compliance: Adheres to global regulatory standards, including PCI-DSS, GDPR, and AML/CTF frameworks, ensuring data protection and transaction security at every level. Â â—Scalable Infrastructure: Built to support businesses of all sizes, from startups to multinational corporations, with flexible integration options and scalable performance capabilities. Â â—Global Connectivity: Direct integrations with major card brands, banking networks, and payment gateways, enabling seamless financial operations across borders and industries. Â 43 Table of Contents Â Driving Value Through Innovation Â RYVYLâ€™s comprehensive product suite is designed to create value across the entire financial ecosystem. By combining advanced technology, global reach, and deep regulatory expertise, we empower businesses to manage payments, optimize cash flow, and scale operations efficiently in an increasingly digital world. Our commitment to continuous innovation ensures that we remain at the forefront of the global fintech landscape, delivering secure, reliable, and transformative financial solutions that drive growth and create lasting value for our clients and stakeholders. Â Business Segments Â RYVYL INC. operates through distinct business segments designed to meet the diverse and evolving needs of global markets. Our business model is strategically structured around two primary geographic regionsâ€"Europe and North Americaâ€"each offering complementary product and service portfolios that encompass payment processing, treasury management, acquiring, issuing, and electronic money institution (EMI) services. This segmentation allows RYVYL to deliver tailored, market-specific solutions while maintaining a cohesive global strategy that supports operational efficiency, regulatory compliance, and financial growth. Â Our business segments are not siloed; rather, they are interconnected through shared technology platforms, unified compliance frameworks, and collaborative global partnerships. This integration enables us to capitalize on synergies across regions, optimize resource allocation, and drive innovation that resonates across all markets in which we operate. Â Driving Growth Across Global Financial Ecosystems Â RYVYLâ€™s business segments are designed not only to operate effectively within their respective markets but also to contribute to a cohesive global strategy that drives growth, innovation, and value creation. By leveraging the strengths of our dual-sided platform, advanced technology infrastructure, and strategic partnerships, we are well-positioned to capitalize on emerging opportunities in the global financial ecosystem. Â Our focus on continuous innovation, regulatory excellence, and customer-centric solutions ensures that RYVYL remains at the forefront of the fintech industry, delivering transformative financial services that empower businesses worldwide. Through our integrated business model, we are committed to creating lasting value for our clients, partners, and shareholders, supporting sustainable growth in an increasingly interconnected global economy. Â Key synergies and strategic initiatives include: Â â—Cross-Border Capabilities: We leverage our global infrastructure to support seamless cross-border transactions, enabling businesses to expand into new markets with ease. Our dual-sided platform facilitates efficient fund flows between Europe and North America, enhancing liquidity and financial agility for our clients. Â â—Technology Integration: Our advanced technology infrastructure serves as the backbone of both segments, allowing us to deploy innovative solutions rapidly across regions. Shared technology resources reduce development costs, accelerate time-to-market for new products, and ensure consistent service quality worldwide. Â â—Operational Efficiency: By standardizing processes and leveraging economies of scale, we optimize operational efficiency across all business functions. This approach reduces costs, improves resource allocation, and enhances service delivery for clients in both regions. Â â—Strategic Market Expansion: Our growth strategy is focused on expanding into new verticals and geographic regions. We achieve this through a combination of organic growth, strategic partnerships, and targeted acquisitions that complement our existing product offerings and strengthen our competitive position globally. Â â—Unified Compliance Framework: Regulatory compliance is managed through a centralized framework that ensures adherence to both regional and international standards. This unified approach enables us to maintain strong governance, mitigate risks, and support sustainable growth across all markets. Â Industry Diversification Â RYVYLâ€™s strategic approach to industry diversification is a core component of our growth and risk management framework. By targeting a broad spectrum of industriesâ€"from traditional sectors like retail and financial services to high-growth areas such as e-commerce, technology, and digital marketplacesâ€"we effectively minimize our reliance on any single market segment. This diversified focus not only reduces our exposure to sector-specific risks but also positions RYVYL to capitalize on emerging opportunities across the global economy. Â Our diversification strategy is designed to enhance resilience, optimize revenue streams, and drive sustainable growth. By engaging with a wide range of industries, we mitigate the potential impacts of economic fluctuations, regulatory shifts, and changes in consumer behavior that may disproportionately affect individual sectors. This proactive approach ensures that our business remains agile, adaptable, and well-insulated from market volatility. Â 44 Table of Contents Â Minimizing Market Dependency Â At the heart of RYVYLâ€™s industry diversification strategy is a deliberate effort to avoid over-reliance on any single sector. We recognize that industries can be subject to cyclical downturns, disruptive innovations, and regulatory changes that can significantly impact financial performance. By distributing our operations across multiple industries, we reduce the risk of revenue concentration and create a more balanced, stable business model. Â This strategy enables us to maintain strong financial performance even when specific markets face challenges. For example, while economic slowdowns may affect sectors like hospitality or travel, growth in areas such as e-commerce, healthcare, or fintech can offset these impacts, ensuring continuity in revenue generation and operational stability. Â Expanding Market Reach and Customer Base Â RYVYLâ€™s diversified industry focus also expands our market reach and customer base. By serving clients across various sectorsâ€"including retail, e-commerce, financial services, logistics, healthcare, and moreâ€"we gain exposure to a wide range of consumer needs, business models, and operational requirements. This broad engagement allows us to tailor our products and services to meet diverse demands, enhancing our value proposition and competitiveness in the global marketplace. Â Our ability to adapt to different industry environments not only strengthens client relationships but also opens doors to new business opportunities. Whether supporting large enterprises, small businesses, or digital startups, RYVYLâ€™s flexible solutions are designed to deliver value across a wide array of industries, fostering long-term customer loyalty and market relevance. Â Multiple Revenue Streams for Sustainable Growth Â Industry diversification plays a critical role in generating multiple revenue streams for RYVYL. By tapping into various sectors, we create a dynamic business model that supports consistent growth and profitability. This multifaceted approach enables us to leverage different revenue drivers, from transaction fees in payment processing to subscription-based income from financial management solutions. Â Our diversified portfolio also facilitates cross-selling and upselling opportunities, as businesses operating in different industries often require complementary financial products and services. This integrated strategy not only enhances revenue potential but also strengthens our competitive positioning in the fintech landscape. Â Enhancing Financial Resilience and Stability Â A key advantage of RYVYLâ€™s industry diversification strategy is the enhanced financial resilience it provides. By spreading our exposure across multiple sectors, we create a buffer against market volatility and sector-specific disruptions. This diversified risk profile ensures that the company remains financially robust, even in the face of economic uncertainty or industry downturns. Â Moreover, our diversified operations contribute to greater operational efficiency and resource optimization. By leveraging common technologies, shared infrastructure, and best practices across industries, we achieve economies of scale that drive cost savings and operational synergies, further enhancing our financial health and competitive advantage. Â Positioning for Long-Term Success Â RYVYLâ€™s comprehensive industry diversification strategy is a cornerstone of our long-term growth and sustainability. It allows us to navigate the complexities of the global economy with confidence, adapt to changing market dynamics, and seize new opportunities for innovation and expansion. By fostering a resilient, diversified business model, we are well-positioned to deliver sustained value to our clients, partners, and shareholders. Â Our focus on diversification not only strengthens our financial foundation but also enhances our ability to innovate, grow, and thrive in an ever-evolving economic landscape. As we continue to expand our global footprint, RYVYL remains committed to leveraging the power of industry diversification to drive growth, manage risk, and secure long-term success. Â Global Market Presence Â RYVYLâ€™s strategic focus on Europe and North America positions the company to effectively tap into two of the largest and most technologically advanced markets in the world. By concentrating its efforts in these regions, RYVYL is not only able to access a vast customer base but also to engage with cutting-edge technologies and innovations that are shaping the future of various industries. This geographical diversification serves a dual purpose: it mitigates the risks associated with potential market-specific economic downturns, which can significantly impact businesses that are overly reliant on a single region. Â Moreover, by operating in both Europe and North America, RYVYL can take full advantage of the high transaction volumes that are prevalent in these markets. The robust economic activity and consumer spending in these regions enhance the companyâ€™s revenue potential, allowing it to capitalize on a wide array of business opportunities. This strategic positioning enables RYVYL to not only withstand fluctuations in individual markets but also to thrive by leveraging the strengths and opportunities presented by each region. Ultimately, this approach fosters a more resilient business model that is well-equipped to navigate the complexities of the global marketplace while maximizing growth and profitability. Â 45 Table of Contents Â Employees and Human Capital Â We currently have approximately 99 full-time employees. None of our employees are subject to collective bargaining agreements. We consider our relationship with our employees to be satisfactory. Â Our human capital resources objectives include, as applicable, identifying, recruiting, retaining, incentivizing and integrating our existing and new employees, advisors and consultants. The principal purposes of our short-term incentive and long-term equity incentive plan are to attract, retain and reward personnel to increase stockholder value and the success of our company by motivating such individuals to perform to the best of their abilities and achieve our objectives. Â Recent Developments Â Sale of Ryvyl EU Subsidiary Â On January 23, 2025, the Company entered into a stock purchase agreement (the â€œSPAâ€) with a purchaser (the â€œPurchaserâ€) which provides for the sale to the Purchaser of all of the issued and outstanding shares of capital stock (the â€œRyvyl EU Sharesâ€) of the Companyâ€™s indirect subsidiary domiciled in Bulgaria, Ryvyl (EU) EAD (â€œRyvyl EUâ€), by Transact Europe Holdings EOOD, the Companyâ€™s wholly owned subsidiary, also domiciled in Bulgaria (â€œTransact Europeâ€) for an aggregate purchase price of $15,000,000 (the â€œFinancing Purchase Priceâ€). Â On January 23, 2025, the Company, Transact Europe and the Purchaser also entered into a Termination Agreement (the â€œTermination Agreementâ€). Among other things, the Termination Agreement provides the Company with the right to terminate the SPA and all of the transactions contemplated therein, by paying the Purchaser $16.5 million on or before 90 days after the date of execution of the SPA (April 23, 2025), provided that such date may be extended an additional 30 days (May 23, 2025) in consideration for the Companyâ€™s payment of $500,000 to the Purchaser. If the SPA is terminated as a result of such payment by the Company, the Ryvyl EU Shares will not be sold to the Purchaser and will be returned to Transact Europe and the SPA will be void and of no further effect, except for some provisions that survive termination. In the event that the SPA is not so terminated, then the Purchaser will close on its purchase of the Ryvyl EU Shares; provided, however, if the Purchaser is unable to close for any reason other than the Companyâ€™s breach, including the inability to obtain any regulatory clearances required for such transfer, then the Company is required to pay liquidated damages in the amount of $16.5 million. In the event that the Purchaser is unable to close on the transfer of the Ryvyl EU Shares, as a result of the Companyâ€™s breach, then the Company is required to pay liquidated damages in an amount equal to the appraised value of the Ryvyl EU Shares. In the event that the sale of the Ryvyl EU Shares is consummated, it will result in the Companyâ€™s sale of substantially all of its current business and, in all likelihood, the termination of the Companyâ€™s business. Â Corporate Information Â Our principal executive offices are located at 3131 Camino Del Rio North, Suite 1400, San Diego, CA 92108. Our telephone number is (619) 631-8261. The address of our website is www.ryvyl.com. The inclusion of our web address in this prospectus does not include or incorporate by reference the information on our website into this prospectus. Â Legal Proceedings Â From time-to-time, the Company is involved in legal proceedings. The following is a summary of our current outstanding litigation. Note that references to GreenBox POS are for historical purposes. GreenBox POS changed its name to RYVYL Inc. on October 13, 2022. Â â—On November 8, 2022, the Company filed a complaint against its former Chief Operating Officer Vanessa Luna, Luna Consultant Group, LLC and Does 1 through 50 in San Diego Superior Court (the â€œCompany Filingâ€). The Company alleged that Ms. Luna abused her position for additional compensation, failed to follow proper protocols and breached her fiduciary duties and duty of loyalty by secretly maintaining alternative employment. The action sought damages, including interest and costs of suit incurred. On November 10, 2022, Ms. Luna filed her own complaint against the Company and Fredi Nisan in San Diego Superior Court (the â€œLuna Filingâ€). Ms. Luna alleged that Mr. Nisan used contract negotiations to coerce her, that the Company improperly coded transactions and misled investors, and that when her concerns were reported to management, she was wrongfully terminated, resulting in a number of claims. Ms. Luna also alleged sexual misconduct on the part of Mr. Nisan. Ms. Luna sought damages including compensatory damages, unpaid wages (past and future), loss of wages and benefits (past and future), and other damages to be proven at trial. The Company and Mr. Nisan deny all allegations of the Luna Filing. In April 2023, Ms. Luna sought and was granted permission to add Coyni, Inc. as a defendant with regard to her claims. In addition, in August 2024, the Company and Mr. Nisan were granted leave to file a Second Amended Complaint to add additional claims against Ms. Luna, including securities fraud. After vigorously defending against all claims asserted by Ms. Luna and vigorously prosecuting its own claims against Ms. Luna, on October 17, 2024, the parties entered into a confidential settlement agreement. On February 4, 2025, the parties filed with the San Diego Superior Court Requests for Dismissal, dismissing their respective cases with prejudice. Â 46 Table of Contents Â â—On December 12, 2022, Jacqueline Dollar (aka Jacqueline Reynolds), former Chief Marketing Officer of the Company, filed a complaint against the Company, Fredi Nisan, and Does 1-20 in San Diego Superior Court. Ms. Dollar is alleging she was undercompensated compared to her male counterparts and retaliated against after raising concerns to management resulting in sex discrimination in violation of the California Fair Employment and Housing Act (â€œFEHAâ€) and failure to prevent discrimination in violation of FEHA. Ms. Dollar is also claiming intentional infliction of emotional distress. Ms. Dollar is seeking an unspecified amount of damages related to, among other things, payment of past and future lost wages, stock issuances, bonuses and benefits, compensatory damages, and general, economic, non-economic, and special damages. As the Company cannot predict the outcome of the matter, the probability of an outcome cannot be determined. The Company intends to vigorously defend against all claims. The parties are currently in the discovery phase. Â Â Â â—Since December 2022, the Company has been cooperating with an ongoing investigation by the SEC regarding possible violations of the federal securities laws, which in its course has included a review of the Companyâ€™s blockchain technology and former QuickCard business. The Company intends to continue to cooperate fully with the SEC in its investigation. The Company cannot predict the outcome of such investigation or whether it will have a material impact on the Companyâ€™s financial condition, results of operations or cash flow.Â Â â—On February 1, 2023, a putative class action lawsuit titled Cullen v. RYVYL Inc. fka GreenBox POS, Inc., et al., Case No. 3:23-cv-00185-GPC-AGS, was filed in the United States District Court for the Southern District of California against several defendants, including the Company and certain of our current and former directors and officers (the â€œCullen Defendantsâ€). The complaint was filed on behalf of persons who purchased or otherwise acquired the Companyâ€™s publicly traded securities between January 29, 2021 and January 20, 2023. The complaint alleged that the Cullen Defendants violated Sections 11, 12(a)(2), and 15 of the Securities Act and Sections 10(b) and 20(a) of the Exchange Act by making false and/or misleading statements regarding the Companyâ€™s financial controls, performance and prospects. On June 30, 2023, the plaintiff filed an amended complaint. All defendants filed motions to dismiss the amended complaint on August 14, 2023. On March 1, 2024, the Court issued an order granting in part and denying in part defendantsâ€™ motions to dismiss, which included dismissing all Securities Act claims and narrowing the potential class period. The plaintiff filed a second amended complaint on April 30, 2024, which alleges claims against the Cullen Defendants under Exchange Act Sections 10(b) and 20(a) only and a class period of May 13, 2021 through January 20, 2023. The Company filed its motion to dismiss the second amended complaint on July 1, 2024. On October 21, 2024, the Court issued an order granting in part and denying in part defendantsâ€™ motions to dismiss. The scope of the remaining claims is consistent with the Courtâ€™s last motion to dismiss decision dated March 1, 2024. On November 12, 2024, Plaintiff filed a Third Amended Complaint, which asserts the same legal causes of action and proposed class period as the previous complaint. The Company is evaluating the amended complaint and may be filing a further motion to dismiss. Â The action seeks damages, including interest, and the award of reasonable fees and costs to the putative class. The Company denies all allegations of liability and intends to vigorously defend against all claims. However, given the preliminary stage of the lawsuit, the uncertainty of litigation, and the legal standards that must be met for success on the merits, the Company cannot predict the outcome at this time or estimate a reasonably possible loss or range of loss that may result from this action. Â â—On June 22, 2023, a shareholder derivative complaint was filed in the United States District Court for the Southern District of California against certain of the Companyâ€™s current and/or former officers and directors (the â€œHertel Defendantsâ€), Christy Hertel, derivatively on behalf of RYVYL Inc., f/k/a GreenBox POS v. Ben Errez et al., Case No. 3:23-CV-01165-GPC-SBC. On August 4, 2023, a second shareholder derivative complaint was filed in the United States District Court for the Southern District of California against the Hertel Defendants, Marcus Gazaway, derivatively on behalf of RYVYL Inc., f/k/a GreenBox POS v. Ben Errez et al., Case No. 3:23-CV-01425-LAB-BLM. Both derivative complaints generally allege that the Hertel Defendants failed to implement adequate internal controls that would prevent false and misleading financial information from being published by the Company and that controlling shareholders participated in overpayment misconduct resulting in violations of Sections 10(b), 14(a) and 20 of the Exchange Act and breached their fiduciary duties and, purportedly on behalf of the Company. On April 2, 2024, the Court granted the partiesâ€™ joint motion for an order consolidating the Hertel and Gazaway cases under the caption In re RYVYL Inc. Derivative Litigation, Lead Case No. 3:23-CV-01165-GPC-SBC (S.D. Cal.). On May 6, 2024, the Court issued an order staying the action until after the final resolution of any motion to dismiss the securities class action detailed above. On May 1, 2024, a third nearly identical shareholder derivative complaint was filed in Clark County, Nevada by plaintiff Christina Brown, derivatively on behalf of RYVYL, Inc., v. Ben Errez et al., Case No. A-24-892382-C. The Company currently is working with Ms. Brownâ€™s counsel to coordinate a stay of the Nevada action on the same terms as the stay of the Hertel and Gazaway cases. Â 47 Table of Contents Â The complaint seeks damages and contribution from the Hertel Defendants and a direction that the Company and the Hertel Defendants take actions to reform and improve corporate governance and internal procedures to comply with applicable laws. The Hertel Defendants deny all allegations of liability and intend to vigorously defend against all claims. However, given the preliminary stage of the lawsuits, the uncertainty of litigation, and the legal standards that must be met for success on the merits, the Company cannot predict the outcome of either case at this time. Â â—On October 1, 2023, the Company filed a demand for arbitration against Sky Financial with the American Arbitration Association in San Diego, California (the â€œArbitrationâ€). In the Arbitration, the Company seeks to recover for breach of contract and Sky Financialâ€™s failure to perform its obligations On October 2, 2023, the Company filed a complaint against Sky Financial in San Diego Superior Court asserting the same claims asserted in the Arbitration, solely to toll any applicable statutes of limitations pending the Arbitration and, if necessary, provide jurisdiction for the court to compel arbitration. The action seeks damages, including interest and costs of suit incurred. The parties agreed to proceed in the Arbitration and to implement the steps needed to extend the current stay of the San Diego Superior Court action pending the Arbitration. Subsequently, the parties agreed to stay the Arbitration and attend mediation. A mediation was scheduled but then vacated by stipulation of the parties. The parties have agreed to continue the stay of the Arbitration pending a mediation, which is to be re-scheduled. Â â—On July 6, 2022, the Companyâ€™s subsidiary, RYVYL EU (formerly known as Transact Europe OOD), received a notary invitation from Satya Consulting PTE Limited (â€œSatyaâ€) filed in Bulgaria. In the filed claim, Satya alleges nonpayment of its fee in the amount of EUR 900,000, to which statutory default interest is to be added, for failure of payment under the Companyâ€™s stock purchase agreement for Transact Europe Holdings OOD. RYVYL EU has retained Bulgarian counsel to assist in the defense of the asserted claim and denies all allegations. As RYVYL EU cannot predict the outcome of the matter, the probability of an outcome cannot be determined. RYVYL EU intends to vigorously defend against all claims. On October 18, 2024, RYVYL EU entered into a confidential settlement agreement with no material impact to the Company. The Court approved the settlement and the case was dismissed on November 23, 2024. Â â—On January 2, 2024, the Company filed a Statement of Claim against Chessa Sabourin in the Ontario Superior Court of Justice. Case No. CV-24-00712190-0000. The Company seeks to recover funds unlawfully held by Sabourin, or in the alternative, damages in the equivalent amount. Additionally, punitive and exemplary damages. In September 2023, the Company mistakenly sent funds to Ms. Sabourin and attempted to reverse or recall the transfers but was unable to do so. To date, Ms. Sabourin has failed and/or refused to return the funds mistakenly sent to her. On October 21, 2024, the Court issued a default judgment against Sabourin. Â â—On June 25, 2024, J. Drew Byelick, a former Chief Financial Officer of the Company, filed a complaint against the Company in the United States District Court for the Southern District of California, Case No. â€˜24CV1096 JLS MSB. Mr. Byelick alleged breach of contract, fraudulent inducement of employment, along with intentional misrepresentation and concealment. The Company moved to dismiss the complaint for failure to state a claim and for other violations of the federal rules of civil procedure. The Court granted that motion on December 20, 2024, but permitted Mr. Byelick to file an amended complaint. Mr. Byelick filed his first amended complaint on January 19, 2025, asserting the same core claims. The Company filed a motion to dismiss the first amended complaint on February 3, 2025, which has been set for hearing on April 11, 2025. The Company denies all allegations of liability and intends to vigorously defend against all claims. However, given the preliminary stage of the lawsuit, the uncertainty of litigation, and the legal standards that must be met for success on the merits, the Company cannot predict the outcome at this time or estimate a reasonably possible loss or range of loss that may result from this action. Â Properties Â We lease office space at four locations in the United States (California, Illinois, Massachusetts, and Florida) and one location in the EU (Sofia, Bulgaria). Our executive offices are located at 3131 Camino del Rio North, Suite 1400, San Diego, CA. Â 48 Table of Contents Â MANAGEMENT Â The following table sets forth certain information regarding our board of directors, our executive officers, and some of our key employees. Â The following table sets forth the name, age, and position of each of the Companyâ€™s executive officers and directors. Â Name Â Age Â Position(s) Executive Officers Â Â Â Â Fredi Nisan Â 43 Â Director and Chief Executive Officer (Principal Executive Officer) Ben Errez Â 64 Â Chairman of the Board of Directors and Executive Vice President Zechariah Kirscher Â 37 Â Vice President Legal George Oliva Â 63 Â Chief Financial Officer Â Â Â Â Â Non-Employee Directors Â Â Â Â Genevieve Baer Â 47 Â Director David Montoya Â 60 Â Director Ezra Laniado Â 41 Â Director Â Business Experience of Executive Officers Â Ben ErrezÂ has acted as Chairman of our Board of Directors, Executive Vice President, Principal Financial Officer and Principal Accounting Officer since July 2017. He has brought this expertise to the Company to lead the Company into the forefront of the financial software, services and hardware market. Since 2017, Errez has been a principal of the GreenBox Business. From August 2004 until August 2015, Errez formed the start-up IHC Capital, where he held the position of Principal Consultant from founding to the present date, through which he advises clients in the South Pacific region with market capitalizations ranging from $50M to $150M on matters such as commerce, security, reliability and privacy. From January 1991 to August 2004, he served as Software Development Lead for the Microsoft International Product Group. He led the International Microsoft Office Components team (Word, Excel, PowerPoint) in design, engineering, development and successful deployment. He also served as Executive Representative of Microsoft Office and was a founding member of the Microsoft Trustworthy Computing Forum, both within the company, and internationally. Errez co-authored the first Microsoft Trustworthy Computing Paper on Reliability. At Microsoft, Mr. Errez was responsible for the development of the first Microsoft software translation Software Development Kit (â€œSDKâ€) in Hebrew, Arabic, Thai and Simplified Chinese, as well as the development of the first bidirectional extensions to Rich Text Format (â€œRTFâ€) file format, all bidirectional extensions in text converters for Microsoft Office, and contributed to the development of the international extensions to the Unicode standard to include bidirectional requirements under the World Wide Web Consortium (â€œW3Câ€). He received his Bachelor Degree in Mathematics and Computer Science from the Hebrew University. Â Fredi NisanÂ has served as a Director and our Chief Executive Officer since July 2017, and has been a principal of the Company since August 2017. In May 2016, Nisan founded Firmness, LLC. Through Firmness, Nisan created â€œQuickCitizen,â€ a software program that simplifies the onboarding process for new clients of law firms specializing in immigration issues. The QuickCitizen software significantly reduced law firmâ€™s onboarding processing time from more than three hours to approximately fifteen minutes. In January 2010, Nisan launched Brava POS, where he served as President until 2015. Brava POS provided point of sale (â€œPOSâ€) systems for specialty retail companies. Nisan developed software to provide clients with solutions for issues ranging from inventory management to payroll to processing high volume transactions in the form of a cloud-based POS system. This system had the capability to manage multiple stores with centralized inventory and process sales without an internet connection, and offered a secure login for each employee, as well as including advanced inventory management and reporting, plus powerful functionality for its end users. Â Â Zechariah KirscherÂ has served on the Companyâ€™s internal legal team since May 2022, when he joined as Senior Counsel, and was later appointed VP of Legal Affairs in April 2023. Prior to joining the Company, Mr. Kirscher spent nearly a decade working in law firms in Southern California, most recently at Cooley LLP from April 2021 to May 2022 and, before that, DLA Piper (US) from September 2015 to April 2021. While at Cooley and DLA, Mr. Kirscher represented banks, lenders, private funds, and companies in primarily the venture lending space. Today, Mr. Kirscher leverages his experience with early stage companies to contribute to the growth and success of RYVYL as it seeks to transform the payments industry. Mr. Kirscher holds a Bachelor of Arts degree from the University of Wisconsin-Madison and a Juris Doctor degree from Chicago-Kent College of Law. Â George OlivaÂ joined the RYVYL team in October 2023 as Chief Financial Officer and has over 30 years as a senior finance professional, with a background in corporate finance, treasury, financial planning and analysis, international tax, and strategic planning. Prior to joining RYVYL, he was Chief Financial Officer and Corporate Secretary for Wisa Technologies since 2019. Prior to Wisa, he provided financial consulting services to public and private companies nationwide. He was also a partner with Hardesty LLC, a national executive services firm. Mr. Oliva has held several interim positions with a variety of clients that included a scientific instruments business acquired by a private equity firm, a medical device manufacturer preparing for an IPO, an audio company merger and a yield improvement software company implementing a world-wide ERP system. Mr. Oliva was CFO of Penguin Computing from 2009 through 2013, where he played a leading role in guiding them through a period of rapid growth, twice making the Silicon Valley Business Journalâ€™s list of fastest growing private companies. Prior to Penguin, he was CFO of StreamLogic, a public company doing business as Hammer Storage Solutions, where he navigated its going-private transaction. Prior to serving in such roles, Mr. Oliva was responsible for financial planning and analysis and operational support as the operations controller for Conner Peripherals and at Read-Rite Corporation, both exceeding a billion of revenue in the data storage industry. Mr. Oliva began his career in auditing with Arthur Andersen & Co., a leading public accounting firm. Mr. Oliva is a certified public accountant, currently inactive status. He earned a B.S. degree in Business Administration from U.C. Berkeley with a dual emphasis in Accounting and Finance. Â 49 Table of Contents Â Business Experience of Non-Employee Directors Â Genevieve BaerÂ has served as a Director since February 2021 and has been chief executive officer of JKH Consulting since 2009. JKH Consulting is a real estate finance consulting firm that has advised on transactions with a collective value of over $10 billion. Prior to her work with JKH Consulting, Ms. Baer worked at Magnet Industrial Bank for six years at the end of which tenure she was a Senior Vice President. Ms. Baer also worked at US Bancorp Piper Jaffray for nine years as a Vice President working on equity and debt real estate financings. Ms. Baer earned a B.S. in chemistry as well as an MBA from the University of Utah. Â Ezra LaniadoÂ is an accomplished leader with a diverse background in both business and nonprofit sectors. Currently serving as a Director since February 2021, Laniado brings valuable insights and strategic acumen to the board. In May 2023, he assumed the role of Executive Director of the Southwest at StandWithUs, showcasing his commitment to promoting educational initiatives. Laniadoâ€™s impact extends through various roles. From 2018 to 2023, he steered the San Diego chapter of Friends of Israel

Defense Forces as its Executive Director, raising over $15 million in donations and overseeing 150 volunteers. Notably, he founded and established the Israeli American Councilâ€™s San Diego chapter from 2017 to 2018. Laniadoâ€™s entrepreneurial prowess shines as the co-Founder of the highly successful real estate firm, Stoz Group. He previously co-founded and directed Shonglulu Group, a prominent fashion brand, where he orchestrated funding efforts, devised marketing strategies, and executed business plans. Laniadoâ€™s legal background as an attorney in Israel for four years before 2014 adds depth to his skill set. He holds a B.A. and an L.L.B. from the esteemed Interdisciplinary Center Herzliya (Reichman University). With a remarkable track record, Laniado continues to drive growth, innovation, and philanthropy across diverse sectors. Â David MontoyaÂ has served as a Director since May 2023 and has been the legal and operations managing partner of Seaview Mezzanine Fund, LP since 2005, where he negotiates and reviews investments and private placements. Seaview is a private equity fund making debt and equity investments into lower and middle market companies. Mr. Montoya has been the Chief Executive Officer of Saugatuck Brands, Inc. since 2017. Saugatuck is a holding company with investments in a regulated industry in California. From 2001 to 2005, Mr. Montoya was an Of Counsel attorney at Breslow & Walker LLP, a law firm, where he advised private equity funds, public companies and private companies with respect to general corporate, M&A, real estate and tax matters. Prior to 2001, Mr. Montoyaâ€™s experience included working at the law firm Skadden Arps, Slate, Meagher & Flom and the accounting firm Ernst & Young. Mr. Montoya earned a BS in Finance from St Johnâ€™s University, an MBA from Columbia University Graduate School of Business and a JD from New York University School of Law. Mr. Montoya is an active member of the New York State Bar Association and a New York State CPA (retired). Â Family Relationships Â There are no family relationships among any of our executive officers or directors. Â Corporate Governance Overview Â Composition of our Board of Directors Â Our Board of Directors currently consists of five directors. Our Amended and Restated Articles of Incorporation and Amended and Restated Bylaws provide that our Board of Directors can consist of not less than one director nor more than 11 directors. The number of directors is fixed by our Board of Directors. Our Amended and Restated Bylaws also provide that a majority of the total number of directors then in office will constitute a quorum for a meeting of the Board of Directors. At each Annual Meeting of Stockholders, directors will be elected for a one year term, until his or her successor is elected at our Annual Meeting or his or her death, resignation or removal, whichever is earliest to occur. When considering whether directors have the experience, qualifications, attributes or skills, taken as a whole, to enable our Board of Directors to satisfy its oversight responsibilities effectively in light of our business and structure, the Board of Directors focuses primarily on each personâ€™s background and experience as reflected in the information discussed in each of the directorsâ€™ individual biographies set forth above. We believe that our directors provide an appropriate mix of experience and skills relevant to the size and nature of our business. Â Director Qualifications Â Fredi NisanÂ â€‰â€“â€‰The Board of Directors believes that Mr. Nisan is well-qualified to serve on the Board of Directors due to his professional background and his knowledge and experience relating to the Companyâ€™s business, as a result of his being a co-founder and member of the Board of Directors since its initial public offering in April 2018. Â Ben Errezâ€‰â€“â€‰ The Board of Directors believes that Mr. Errez is well-qualified to serve on the Board of Directors due to his professional background and his knowledge and experience relating to the Companyâ€™s business, as a result of his being a co-founder and member of the Board of Directors since its initial public offering in April 2018. Â Genevieve Baerâ€‰â€“â€‰ The Board of Directors believes that Ms. Baer is well-qualified to serve on the Board of Directors due to her background in commercial banking. Â David Montoyaâ€‰â€“â€‰ The Board of Directors believes that Mr. Montoya is well-qualified to serve on the Board of Directors due to his financial and accounting background. Â Ezra Laniadoâ€‰â€“â€‰ The Board of Directors believes that Mr. Laniado is well-qualified to serve on the Board of Directors due to business history and military background. Â 50 Table of Contents Â Director Independence Â As our common stock is listed on the Nasdaq Capital Market, our determination of the independence of directors is made using the definition of â€œindependent directorâ€ contained in Nasdaq Listing Rule 5605(a)(2). Our Board of Directors has affirmatively determined that each of Ms. Baer, Mr. Montoya and Mr. Laniado are â€œindependent directors,â€ as that term is defined in the Nasdaq rules. Under the Nasdaq rules, our Board must be composed of a majority of â€œindependent directors.â€ Â Additionally, subject to certain limited exceptions, our Boardâ€™s audit, compensation, and nominating and corporate governance committees also must be composed of all independent directors. Â Audit committee members must also satisfy the independence criteria set forth in Rule 10A-3 under the Exchange Act. Under the rules of Nasdaq, a director will only qualify as an â€œindependent directorâ€ if, in the opinion of that companyâ€™s Board of Directors, that person does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Â To be considered to be independent for purposes of Rule 10A-3 of the Exchange Act, a member of an audit committee of a listed company may not, other than in his capacity as a member of our audit committee, our Board of Directors, or any other committee of our Board of Directors: (1) accept, directly or indirectly, any consulting, advisory, or other compensatory fee from the listed company or any of its subsidiaries; or (2) be an affiliated person of the listed company or any of its subsidiaries. Â Board Leadership Structure and Boardâ€™s Role in Risk Oversight Â Ben Errez is our Chairman of the Board. The Chairman has authority, among other things, to preside over and set the agenda for Board of Directors meetings. Accordingly, the Chairman has substantial ability to shape the work of our Board of Directors. We believe that the presence of three independent members of our Board of Directors ensures appropriate oversight by the Board of Directors of our business and affairs. However, no single leadership model is right for all companies and at all times. The Board of Directors recognizes that depending on the circumstances, other leadership models, such as the appointment of a lead independent director, might be appropriate. Accordingly, the Board of Directors may periodically review its leadership structure. In addition, the Board of Directors holds executive sessions in which only independent directors are present. Â Our Board of Directors is generally responsible for the oversight of corporate risk in its review and deliberations relating to our activities. Our principal source of risk falls into two categories, financial and product commercialization. Â Our audit committee oversees the management of financial risks; our Board of Directors regularly reviews information regarding our cash position, liquidity and operations, as well as the risks associated with each. The Board of Directors regularly reviews plans, results and potential risks related to our business, growth, and strategies. Our compensation committee oversees risk management as it relates to our compensation plans, policies and practices for all employees including executives and directors, particularly whether our compensation programs may create incentives for our employees to take excessive or inappropriate risks which could have a material adverse effect on our company. Â Committees of Our Board of Directors Â The Board of Directors has established the following three standing committees: Audit Committee; Compensation Committee; and the Nominating and Governance Committee or â€œNominating Committee.â€ Our Board of Directors may establish other committees as it deems necessary or appropriate from time to time. Â Audit Committee Â Our Audit Committee is responsible for, among other matters: Â â—appointing, compensating, retaining, evaluating, terminating, and overseeing our independent registered public accounting firm; Â â—discussing with our independent registered public accounting firm its independence from management; Â â—reviewing with our independent registered public accounting firm the scope and results of its audit; Â â—approving all audit and permissible non-audit services to be performed by our independent registered public accounting firm; Â â—overseeing the financial reporting process and discussing with management and our independent registered public accounting firm the interim and annual financial statements that we file with the Securities and Exchange Commission (â€œSECâ€); â—reviewing and monitoring our accounting principles, accounting policies, financial and accounting controls, and compliance with legal and regulatory requirements; Â â—coordinating the oversight by our Board of Directors of our code of business conduct and our disclosure controls and procedures; Â â—establishing procedures for the confidential anonymous submission of concerns regarding questionable accounting, internal controls, or auditing matters; Â â—reviewing and approving related-person transactions; and Â â—appointing, compensating, retaining, evaluating, terminating, and overseeing our independent registered public accounting firm. Â 51 Table of Contents Â The Audit Committee consists of Mr. Montoya, Mr. Laniado, and Ms. Baer. Mr. Montoya serves as chairman of our Audit Committee. The Board has reviewed the independence of our directors based on the listing standards of Nasdaq. Based on this review, the Board of Directors has determined that that each of the members of our Audit Committee meets the definition of â€œindependent directorâ€ for purposes of serving on an audit committee under Rule 10A-3 and Nasdaq rules. The Board of Directors has determined that Mr. Montoya qualifies as an â€œaudit committee financial expert,â€ as such term is defined in Item 407(d)(5) of Regulation S-K. Â Our Board of Directors has adopted a written charter for the Audit Committee which is available on our principal corporate website at investors.ryvyl.com/governance/charter-documents.Â The information contained on, or that can be accessed through, our website is not part of our Proxy Statement, and the inclusion of our website address in this Proxy Statement is an inactive textual reference only. Â Compensation Committee Â Our Compensation Committee is responsible for, among other matters: Â â—reviewing key employee compensation goals, policies, plans, and programs; Â â—reviewing and approving the compensation of our directors and executive officers; Â â—reviewing and approving employment agreements and other similar arrangements between us and our executive officers; and Â â—appointing and overseeing any compensation consultants. Â Our Compensation Committee consists of Mr. Montoya, Mr. Laniado, and Ms. Baer. Mr. Montoya serves as chairman of our Compensation Committee. Our Board of Directors has determined that each member of the Compensation Committee is â€œindependentâ€ and meets the independence requirements applicable to Compensation Committee members under the rules of Nasdaq. Â Our Board of Directors has adopted a written charter for the Compensation Committee which is available on our principal corporate website at investors.ryvyl.com/governance/charter-documents.Â The information contained on, or that can be accessed through, our website is not part of our Proxy Statement, and the inclusion of our website address in this Proxy Statement is an inactive textual reference only. Â In accordance with its charter, the Compensation Committee has the authority to engage outside consultants to assist in the performance of its duties and responsibilities. Â Nominating and Corporate Governance Committee Â The purpose of the Nominating Committee is to assist the board in identifying qualified individuals to become board members, in determining the composition of the Board of Directors, and in monitoring the process to assess the effectiveness of the Board of Directors. The Nominating Committee, in recommending director candidates for election to the Board of Directors, and the Board of Directors, in nominating director candidates, will consider candidates who have a high level of personal and professional integrity, strong ethics, and values and the ability to make mature business judgments. The Nominating Committee and the Board of Directors also considers whether there are potential conflicts of interest. The Nominating Committee and the Board of Directors are committed to actively seeking out highly qualified women and individuals from minority groups to include in the pool from which new candidates for the Board of Directors are chosen. Â Our Nominating Committee consists of Mr. Montoya, Mr. Laniado, and Ms. Baer. Mr. Montoya serves as chairman of our Nominating Committee. Our Board of Directors has determined that each member of the Nominating Committee is â€œindependentâ€ and meets the independence requirements applicable to Nominating Committee members under the rules of Nasdaq. Â Our Board of Directors has adopted a written charter for the Nominating Committee which is available on our principal corporate website atÂ investors.ryvyl.com/governance/charter-documents.Â The information contained on, or that can be accessed through, our website is not part of our Proxy Statement, and the inclusion of our website address in this Proxy Statement is an inactive textual reference only. Â Director Attendance at Annual Meetings of Stockholders Â We do not have a formal policy regarding the attendance of directors at our annual meetings of stockholders, but we encourage all directors to make every effort to attend all annual meetings of stockholders and believe that attendance at annual meetings is just as important as attendance at Board of Directors and committee meetings. Â 52 Table of Contents Â Compensation Committee Interlocks and Insider Participation Â The current members of our Compensation Committee are Ms. Baer, Mr. Montoya, and Mr. Laniado, all of whom are â€œindependent directorsâ€ within the meaning of the Nasdaq Listing Rules and are not employees or former employees of the Company. None of our executive officers served as a director or a member of a compensation committee (or other committee serving an equivalent function) of any other entity of which any such entityâ€™s executive officers served as a member of our Board of Directors. Â Code of Business Conduct and Ethics Â Our Board of Directors adopted a Code of Business Conduct and Ethics that applies to our directors, officers, and employees. A copy of this code is available on our website atÂ investors.ryvyl.com/governance/charter-documents. We intend to disclose on our website any amendments to the Code of Business Conduct and Ethics and any waivers of the Code of Business Conduct and Ethics that apply to our principal executive officer, principal financial officer, principal accounting officer, controller, or persons performing similar functions. The information contained on, or that can be accessed through, our website is not part of our Proxy Statement, and the inclusion of our website address in this Proxy Statement is an inactive textual reference only. Â Board of Directors and Committees Self-Assessment Â The Board of Directors conducts, and the Nominating Committee oversees, an annual self-assessment to determine whether the Board of Directors is functioning effectively. The Board of Directors periodically considers the mix of skills and experience that directors bring to the Board of Directors to assess whether the Board of Directors has the necessary tools to perform its oversight function effectively. Â In addition, our Nominating Committee, Audit Committee, and Compensation Committee each conduct their own annual self-assessment, which includes an assessment of the adequacy of their performance as compared to their respective charters. Â Communications with the Board of Directors Â The Board of Directors welcomes communications from our stockholders, and it is our policy to facilitate communication from stockholders. The Board of Directors generally believes it is in our best interests that designated members of management speak on behalf of the Company. Stockholders and other interested parties wishing to communicate with the Board of Directors or with an individual member of the Board of Directors concerning the Company may do so by writing to the Board of Directors or to a particular member of the Board of Directors, by mailing such correspondence to RYVYL Inc., Corporate Secretary, 3131 Camino Del Rio North Suite 1400, San Diego, CA 92108. Â Please indicate on the envelope or in the email whether the communication is from a stockholder or other interested party. The Board of Directors has instructed the Corporate Secretary and other relevant members of management to examine incoming communications and forward to the Board or individual Board members as appropriate, communications he or she deems relevant to the Boardâ€™s roles and responsibilities. The Board has requested that certain types of communications not be forwarded, and redirected if appropriate, such as: spam, business solicitations or advertisements, resumes or employment inquiries, service complaints or inquiries, surveys, or any threatening or hostile materials. Â Board of Directors and Committee Meetings and Attendance Â During fiscal 2024, our Board of Directors met two times, the Audit Committee met four times, the Compensation Committee met two times and the Nominating Committee met one time. In fiscal 2024, each director attended all of the meetings of the Board of the Directors while serving as a director,. In fiscal 2024, each director attended 100% of all meetings of committees on which he or she served. Â 53 Table of Contents Â Executive Compensation Â The following table summarizes information concerning the compensation awarded to, earned by, or paid to, our Chief Executive Officer (Principal Executive Officer) and our two most highly compensated executive officers other than the Principal Executive Officer (collectively, the â€œNamed Executive Officersâ€) during fiscal years 2024 and 2023. Our Named Executive Officers in 2023 were Mr. Nisan, Mr. Errez, and Mr. Wei. Our Named Executive Officers in 2024 were Mr. Nisan, Mr. Errez, and Mr. Oliva. Â Summary Compensation Table Â Name and Principal Position Â Year Â Â Salary ($) Â Â Bonus ($) Â Â Stock Awards ($)(1) Â Â Options Awards ($)(1) Â Â All Other Compensation ($)(2) Â Â Total ($) Â Ben Errez Â Â 2024 Â Â Â 399,010 Â Â Â - Â Â Â 29,959 Â Â Â - Â Â Â 114,633 Â Â Â 543,602 Â Chairman/EVP Â Â 2023 Â Â Â 380,000 Â Â Â - Â Â Â 218,585 Â Â Â 148,127 Â Â Â 88,920 Â Â Â 835,632 Â Fredi Nisan Â Â 2024 Â Â Â 399,000 Â Â Â - Â Â Â 29,959 Â Â Â - Â Â Â 113,070 Â Â Â 542,029 Â CEO/Director Â Â 2023 Â Â Â 380,000 Â Â Â - Â Â Â 217,225 Â Â Â 148,927 Â Â Â 21,390 Â Â Â 827,542 Â Min Wei Â Â 2024 Â Â Â 190,183 Â Â Â - Â Â Â - Â Â Â - Â Â Â 188,057 Â Â Â 378,240 Â COO (3) Â Â 2023 Â Â Â 320,000 Â Â Â 160,000 Â Â Â 158,400 Â Â Â 157,949 Â Â Â 33,469 Â Â Â 706,830 Â George Oliva Â Â 2024 Â Â Â 320,000 Â Â Â - Â Â Â - Â Â Â - Â Â Â 46,751 Â Â Â 366,751 Â CFO (4) Â Â 2023 Â Â Â 66,666 Â Â Â - Â Â Â 49,997 Â Â Â - Â Â Â 3,019 Â Â Â 119,682 Â Â (1)Represents the aggregate grant date fair value of restricted stock and stock option awards calculated in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718 (â€œASC 718â€). These amounts do not necessarily correspond to the actual value that may be recognized by the holder. Refer to Note 1, Summary of Significant Accounting Policies, of this Report for a description of the assumptions used in determining the grant date fair values of these awards. (2)All other compensation includes Company paid healthcare insurance premiums, compensation for board memberships, and 401(k) match. For Messrs. Errez and Nisan, as members of the Board, each of their compensation includes $90,000 in cash. For Mr. Wei, compensation includes severance compensation. (3)Mr. Wei joined the Company in February 2022 and resigned in June 2024. (4)Mr. Oliva joined the Company in October 2023. Â Outstanding Equity Awards at Fiscal Year-End Â The following table shows, for each of our Named Executive Officers, all equity awards that were outstanding as of December 31, 2024. Â Â Â Option AwardsÂ Stock AwardsÂ NameÂ Number of Securities Underlying Unexercised Options, Exercisable (#)Â Â Number of Securities Underlying Unexercised Options, Not Exercisable (#)Â Â Option Exercise Price ($)Â Â Option Expiration DateÂ Number of Shares or Units of Stock That Have Not Vested (#)Â Â Market Value of Shares or Units of Stock That Have Not Vested ($)Â Fredi NisanÂ Â 8,333Â Â Â -Â Â $60.60Â Â 06/01/2026Â Â 26,667Â Â $52,800Â Â Â Â 301Â Â Â -Â Â Â 133.10Â Â 06/02/2026Â Â Â Â Â Â Â Â Â Â Â 818Â Â Â -Â Â Â 36.60Â Â 10/13/2027Â Â Â Â Â Â Â Â Â Â Â 53,333Â Â Â 26,667-Â Â Â 2.18Â Â 11/15/2028Â Â Â Â Â Â Â Â Ben ErrezÂ Â 8,333Â Â

Â -Â Â Â 60.60Â Â 06/01/2026Â Â 26,667Â Â Â 52,800Â Â Â Â 301Â Â Â -Â Â Â 133.10Â Â 06/02/2026Â Â Â Â Â Â Â Â Â Â Â 818Â Â Â -Â Â Â 36.60Â Â 10/13/2027Â Â Â Â Â Â Â Â Â Â Â 53,333Â Â Â 26,667-Â Â Â 2.18Â Â 11/15/2028Â Â Â Â Â Â Â Â Â Neither Min Wei or George Oliva had any equity awards outstanding as of December 31, 2024. Â Employment and Consulting Contracts, Termination of Employment, and Change-in-Control Arrangements Â The Company has not entered into employment agreements or other compensation agreements with its executive officers. All employee contracts are â€œat will.â€ There are no potential payments payable to the named executive officers upon a termination of employment in connection with a change in control. Â Equity Incentive Plan Â The Company maintains one stock option plan, the 2023 Equity Incentive Plan (the â€œ2023 EIPâ€). The 2023 EIP was adopted by our Board of Directors on September 11, 2023, and thereafter timely approved by our stockholders. The 2023 EIP was subsequently amended on October 15, 2024, and thereafter timely approved by our stockholders. Â 54 Table of Contents Â Share Reserve Â The 2023 EIP reserved an aggregate of 5,098,262 shares of common stock available for equity incentive awards. As of February 11, 2025, the 2023 EIP has 4,214,903 shares of common stock available for new incentive awards. Â If any options granted expire or terminate without being exercised, both the 2023 EIP option plans provides that the shares covered thereby are added back to the planâ€™s share reserve and become available for stock equity incentive option awards to other participants. Â Administration Â Our Board of Directors have appointed Ben Errez as administrator of the 2023 EIP. The administrator has the full power to grant options, to determine the persons eligible to receive such equity grants, and to determine the amount, type and terms and conditions of each such grants. Â Eligibility Â Employees, directors, or consultants of the Company or any of our affiliates, as selected from time to time by the plan administrator in its discretion, are eligible to participate in the equity incentive plan. Â Types of Awards Â The equity incentive plans permits the granting of options intended to qualify as incentive stock options under Section 422 of the Internal Revenue Code of 1986, as amended (the â€œCodeâ€) and options that do not so qualify. Options granted under the equity incentive stock option plans will be nonstatutory options if they fail to qualify as incentive stock options or exceed the annual limit on incentive stock options. Incentive stock options may only be granted to employees of the Company and its subsidiaries. Nonstatutory options may be granted to any persons eligible to receive awards under the stock option plans. Â The plan administrator shall determine the purchase price (the â€œoption priceâ€) for an optionee to exercise the option. For incentive stock options, the option price may not be less than 100% of the fair market value of one share of common stock on the date of grant or, in the case of an incentive stock option granted to a 10% or greater stockholder, 110% of such shareâ€™s fair market value. The term of each option will be fixed by the plan administrator and may not exceed ten (10) years from the date of grant (or five years for an incentive stock option granted to a 10% or greater stockholder). The plan administrator will determine at what time or times each option may be exercised, including the ability to accelerate the vesting of such options. Â Upon exercise of an option, the option price must be paid in full (i) in cash or by check; (ii) with approval of the plan administrator, by delivery of shares of Company common stock that are beneficially owned by the optionee free of restrictions or were purchased in the open market, provided that if the shares were acquired from the Company, they have been held by the optionee for more than six months; or (iii) with such other form of legal consideration permitted by federal and state law as may be acceptable to the Board. Â Equitable Adjustments Â The 2023 EIP plans provides that the number of shares of common stock covered by each outstanding option, and the price per share thereof set forth in each such option, shall be proportionately adjusted for any increase or decrease in the number of issued shares of common stock resulting from a subdivision or consolidation of shares or the payment of a stock dividend, or any other increase or decrease in the number of such shares affected without receipt of consideration by the Company. Â Transferability of Options Â Both stock option plans provides that no option may be transferable by the optionee, except by will or by the laws of descent and distribution Term of the Option Plans Â The 2023 EIP will expire on November 3, 2033. Although no options may be granted under the plans after such dates, the expiration will not affect the validity of outstanding options. Â Amendment and Termination Â The Board of Directors may, insofar as permitted by law, from time to time, with respect to any shares of common stock at the time not subject to options, suspend or terminate the 2023 EIP or otherwise revise or amend the equity incentive plan. The Board of Directors must obtain stockholder approval for any revisions that would (i) increase the number of shares subject to the plan, (ii) decrease the price at which options may be granted, (iii) materially increase the benefits to optionees, or (iv) change the class of persons eligible to receive equity grants under the plan. No amendment or termination of the equity incentive plan may alter or impair the rights and obligations under any grants outstanding without the written consent of the grantee thereunder. Â 55 Table of Contents Â DIRECTOR COMPENSATION Â Non-Employee Director Compensation Table Â The following table sets forth compensation earned by each non-employee Director who served during the year ended December 31, 2024. Â Name Â Fees Earned or Paid in Cash ($)(1) Â Â Stock Awards ($)(2) Â Â Total ($) Â Genevieve Baer Â $ 45,000 Â Â $ 18,768 Â Â $ 63,768 Â Ezra Laniado Â Â 45,000 Â Â Â 18,773 Â Â Â 63,773 Â David Montoya (5) Â Â 102,000 Â Â Â 37,554 Â Â Â 139,554 Â Â (1)Represents the cash portion of annual director fees for service on the RYVYL Board. (2)Represents the fair value of the share awards for the year ended December 31, 2024. These amounts reflect the actual value upon vesting realized by the Board member. Â Narrative to Director Compensation Table Â Each non-employee director has entered into Board of Director Agreements (the â€œBOD Agreementsâ€). Pursuant to the BOD Agreements, each non-employee director receives cash compensation in the amount of $2,500 per month. Pursuant to the BOD Agreements, each non-employee director will receive equity compensation in the form of shares of Common Stock in an amount equal to $2,500 per month. Each chairman of the independent committees receives cash compensation in the amount of $5,000 per month and equity compensation in the form of shares of Common Stock in an amount equal to $5,000 per month. Additionally, from time to time, each of the independent directors may receive awards pursuant to the Companyâ€™s Equity Incentive Plan or opt to receive cash in lieu of stock awards. Â Each non-employee director has agreed to execute an indemnification agreement in favor of the Board member substantially in the form of the agreement attached to each BOD Agreement as Exhibit A (the â€œIndemnification Agreementâ€). In addition, so long as the Companyâ€™s indemnification obligations exist under the Indemnification Agreement, the Company shall provide the Board member with directorsâ€™ and officersâ€™ liability insurance coverage in the amounts specified in the Indemnification Agreement. Â The Company will also provide and maintain a 10b5-1 trading plan (the â€œPlanâ€) for its Directors and employees. If such Plan is not in effect at the time each month that Mr. Montoya is granted equity (each monthly grant, an â€œEquity Grantâ€), then the Company will compensate Mr. Montoya, within three (3) business days of an such Equity Grant, with an additional cash payment in an amount equal to $3,500 (each, a â€œGrant Tax Paymentâ€) until such date that the Plan is made available to Montoya. Additionally, on the date that any such Equity Grant vests (each, a â€œVesting Dateâ€), if the Grant Tax Payment is not at least fifty percent (50%) of the fair market value of on any Vesting Date (each, a â€œFMV Grant Valueâ€) then the Company, within three (3) business days of any Vesting Date, shall pay Mr. Montoya the difference between (i) the FMV Grant Value and (ii) the Grant Tax Payment. Â 56 Table of Contents Â Certain Relationships and Related Transactions Â The following includes a summary of transactions since January 1, 2022 to which we have been a party in which the amount involved exceeded or will exceed $120,000, and in which any of our directors, executive officers or, to our knowledge, beneficial owners of more than 5% of our capital stock or any member of the immediate family of any of the foregoing persons had or will have a direct or indirect material interest, other than equity and other compensation, termination, change in control and other arrangements, which are described under â€œExecutive Compensation.â€ We also describe below certain other transactions with our directors, executive officers, and stockholders. Â Related Party Transactions Â PrivCo Â The Company repurchased, in two separate repurchase transactions each consisting of 100,000 shares of common stock, an aggregate of 200,000 shares owned by PrivCo (an entity controlled by Messrs. Errez and Nisan). In October 2022, the Board unanimously ratified these two repurchase transactions between the Company and PrivCo. The Company repurchased 100,000 shares for a price per share of $55.90 (for total proceeds to PrivCo of $5,590,000) (the â€œFirst Repurchaseâ€) and 100,000 shares for a price per share of $8.20 (for total proceeds to PrivCo of $820,000) (the â€œSecond Repurchaseâ€). The First Repurchase was based on the closing price of the common stock on November 24, 2021 and took place over a number of months starting in February 2022 and ending in October 2022. The Second Repurchase was based on the closing price of the common stock on July 29, 2022 and took place in October 2022. The purpose of each of these transactions was to allow the Company to issue shares to new shareholders without increasing the Companyâ€™s shares outstanding. As of December 31, 2023 and 2022, there were 100,525 and 105,417 shares available, respectively, of the 200,000 shares of common stock under the aforementioned transactions. Â Mr. Nisan Â The Company hired Dan Nusinovich on or about February 19, 2018 as our Development and Testing Manager and he was promoted to Vice President of Development on or about January 12, 2022. Dan is the brother of Fredi Nisan, our CEO and Director. Mr. Nusonivich, is paid approximately $200,000 per year. Â The Company hired Liron Nusinovich on or about July 16, 2018 as a Risk Analyst and he was promoted to Junior Product Owner on or about February 16, 2022. Liron is the brother of Fredi Nisan, our CEO and Director. Mr. Nusonivich, is paid approximately $110,000 per year. Â Kenneth Haller Â The following are certain transactions between the Company and the Haller Companies. Mr. Haller was an employee of the Company through March 31, 2022. Â Sky Financial & Intelligence, LLC â€“ Haller owns 100% of Sky Financial & Intelligence LLC (â€œSkyâ€), a Wyoming limited liability company, and serves as its sole Managing Member. Sky is a strategic merchant services company that focuses on high risk merchants and international credit card processing solutions. In 2018, Sky was using GreenBoxâ€™s QuickCard payment system as its main payment processing infrastructure, through Skyâ€™s relationship with Mtrac. It was through this successful relationship, that we came to know Haller and the Haller Network. Realizing that the Haller Network and Hallerâ€™s unique skill set was highly complementary to our business objectives, we commenced discussions to retain Haller through his consulting firm, Sky, for a senior role, directly responsible for growing GreenBoxâ€™s operations. Subsequently, in November 2018, Haller was appointed as our Senior Vice President of Payment Systems, for a monthly consulting fee of $10,000, paid to Sky (â€œHaller Consulting Feeâ€). Â 57 Table of Contents Â The Company did not recognize any net revenue from outside third-party merchants through independent sales organization (ISO), Sky, for the year ended December 31, 2022. The Company had no accounts receivables from outside third-party merchants through Sky as of December 31, 2022. Â On March 31, 2022, the Company entered into and closed an asset purchase agreement with Sky Financial to purchase a portfolio of certain merchant accounts. The Company paid $16,000,000 in cash at closing and issued 500,000 shares of restricted common stock on May 12, 2022. As of March 31, 2022, Mr. Haller is no longer an employee of the Company. As of December 31, 2023 the Company has not received the delivery of the acquired merchant list and the associated ISO management portal access and as a result the Company has written off the purchase price. On October 1, 2023, the Company filed a demand for arbitration against Sky Financial. The parties agreed to proceed in the arbitration and to implement the steps needed to extend the current stay of the San Diego Superior Court action pending the Arbitration. Subsequently, the parties agreed to stay the Arbitration and attend mediation. A mediation was scheduled but then vacated by stipulation of the parties. The parties have agreed to continue the stay of the Arbitration pending a mediation, which is to be re-scheduled. The Company intends to vigorously pursue its entitlements under the purchase agreement Â Ms. Hogan Â Ms. Hogan joined the Board on April 4, 2022 and resigned on April 12, 2023. Ms. Hogan was a Partner and Co-Chair of the Corporate and Securities Practice Group at Lucosky Bookman LLP from March 2021 until November 2022. Lucosky Brookman formerly provided legal services to the Company. For the period from January 1, 2022, through April 15, 2023, the Company has paid $514,151 in legal fees to Lucosky Brookman. Â Indemnification Under Articles of Incorporation and Bylaws; Indemnification Agreements Â Our Bylaws provide that we will indemnify our directors and officers to the fullest extent permitted by the Nevada Revised Statutes (â€œNRSâ€), subject to certain exceptions contained in our Bylaws. In addition, our Bylaws provide that our directors will not be liable for monetary damages for breach of fiduciary duty. Â Policy Regarding Related Party Transactions Â Our Board of Directors adopted a written policy contained in our Code of Business Conduct and Ethics regarding transactions with related persons. As a general rule, conducting corporate business with a relative or significant other, or with a business in which a relative or significant other is associated in any significant role, should be avoided. Relatives include spouse, sister, brother, daughter, son, mother, father, grandparents, aunts, uncles, nieces, nephews, cousins, step relationships, and in-laws. Significant others include persons living in a spousal (including same sex) or familial fashion with an employee. If such a related party transaction is unavoidable, the nature of the related party transaction must be fully disclosed to our Chief Financial Officer (â€œCFOâ€). If determined to be material to the Company by the CFO, our Audit Committee must review and approve in writing in advance such related party transactions. The most significant related party transactions, particularly those involving our directors or executive officers, must be reviewed, and approved in writing in advance by the Board. We must report all such material related party transactions under applicable accounting rules, federal securities laws, SEC rules and regulations, and securities market rules. Any dealings with a related party must be conducted in such a way that no preferential treatment is given to such business. Â 58 Table of Contents Â Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters Â The following table sets forth certain information with respect to the beneficially owned holdings of: (1) each person known to us to be the beneficial owner of more than 5% of our common stock; (2) each of our directors, nominees for director and named executive officers; and (3) all directors and executive officers as a group. Applicable percentage ownership is based on the 8,351,086 shares of common stock outstanding as of the February 13, 2025. Â A person is considered to beneficially own any shares: (i) over which such person, directly or indirectly, exercises sole or shared voting or investment power, or (ii) of which such person has the right to acquire beneficial ownership at any time within 60 days after February 13, 2025, through an exercise of stock options or warrants. To the best of our knowledge, each of the persons named in the table below as beneficially owning the shares set forth therein has sole voting power and sole investment power with respect to such shares, unless otherwise indicated. Â Unless otherwise specified, the address of each of the persons set forth below is in care of the Company, at 3131 Camino Del Rio North, Suite 1400, San Diego, California. Â Name and Address of OwnerÂ Shares of Common Stock Owned BeneficiallyÂ Â Percent of ClassÂ Â Â Â Â Â Â Â 5% HoldersÂ Â Â Â Â Â GreenBox POS LLC (1)Â Â 1,848,921Â Â Â 22.14% Â Â Â Â Â Â Â Â Â Officers and DirectorsÂ Â Â Â Â Â Â Â Ben Errez (2)Â Â 1,999,148(3)Â Â 23.76% Fredi Nisan (4)Â Â 2,000,468(3)Â Â 23.78% George OlivaÂ Â 8,552Â Â Â *Â Zechariah Kirscher (5)Â Â 53,949Â Â Â *Â Genevieve BaerÂ Â 14,618(6)Â Â *Â Ezra LaniadoÂ Â 17,334(6)Â Â *Â David MontoyaÂ Â 46,603Â Â Â *Â Total of Officers and Directors (7 Persons)Â Â 2,291,751Â Â Â 26.86% Â * Less than 1% Â (1)GreenBox POS LLC (â€œPrivCoâ€) holds 1,848,921 shares of the Companyâ€™s issued and outstanding stock. PrivCo is managed by its two managing members, Ben Errez and Fredi Nisan, both of whom serve as our sole officers and directors. Messrs. Errez and Nisan each own 50% of PrivCo. (2)Mr. Errez owns 50% of PrivCo and therefore owns 924,461 shares held by PrivCo. As one of two managing members of PrivCo, Mr. Errez has influence over PrivCoâ€™s entire holding of 1,848,921 shares. (3)Includes 62,786 fully vested options. (4)Mr. Nisan owns 50% of PrivCo and therefore owns 924,461 shares held by PrivCo. As one of two managing members of PrivCo, Mr. Nisan has influence over PrivCoâ€™s entire holding of 1,848,921 shares. (5)Includes 53,334 fully vested options. (6)Includes 409 fully vested options. Â 59 Table of Contents Â Description of CAPITAL STOCK Â General Â Our articles of incorporation authorize us to issue up to 100,000,000 shares of Common Stock and up to 5,000,000 shares of Preferred Stock. As of February 11, 2025 we had 8,351,086 shares of Common Stock outstanding and no shares of Preferred Stock outstanding. The authorized but unissued shares of our Common Stock and Preferred Stock are available for future issuance without shareholder approval. These additional shares may be used for a variety of corporate finance transactions, acquisitions and employee benefit plans. The existence of authorized but unissued and unreserved Common Stock and preferred stock could make more difficult or discourage an attempt to obtain control of us by means of a proxy contest, tender offer, merger or otherwise. Â Our authorized but unissued shares of common stock and preferred stock are available for issuance without further action by our stockholders, unless such action is required by applicable law or the rules of any stock exchange or automated quotation system on which our securities may be listed or traded in the future. The following description summarizes the material terms of our capital stock. Because it is only a summary, it may not contain all the information that is important to you. Â Common Stock Â Voting Rights Â Holders of our Common Stock are entitled to one vote for each share held on all matters submitted to a vote of shareholders and do not have cumulative voting rights. An election of directors by our shareholders shall be determined by a plurality of the votes cast by the shareholders entitled to vote on the election. Holders of Common Stock are entitled to receive proportionately any dividends as may be declared by our board of directors, subject to any preferential dividend rights of outstanding preferred stock. Holders of shares of Common Stock do not have cumulative voting rights with respect to the election of directors or any other matter. Â Liquidation or Dissolution Â In the event of our liquidation or dissolution, the holders of Common Stock are entitled to receive proportionately all assets available for distribution to shareholders after the payment of all debts and other liabilities and subject to the prior rights of any outstanding preferred stock. Holders of Common Stock have no preemptive, subscription, redemption or conversion rights. The rights, preferences and privileges of holders of Common Stock are subject to and may be adversely affected by the rights of the holders of shares of any series of preferred stock that we may designate and issue in the future. Â Dividends Â Holders of our Common Stock are entitled to receive dividends or other distributions when, as, and if declared by our board of directors. The right of our board of directors to declare dividends, however, is subject to any rights of the holders of other classes of our capital stock, any indebtedness outstanding from time to time, and the availability of sufficient funds under Nevada law to pay dividends. Â Preemptive Rights Â The holders of our Common Stock do not have preemptive rights to purchase or subscribe for any of our capital stock or other Common Stock.Â Â Redemption Â The shares of our

Common Stock are not subject to redemption by operation of a sinking fund or otherwise. Â 60 Table of Contents Â Preferred Stock Â Our board of directors is empowered, without stockholder approval, to issue shares of preferred stock with dividend, liquidation, redemption, voting or other rights which could adversely affect the voting power or other rights of the holders of Common Stock. In addition, the preferred stock could be utilized as a method of discouraging, delaying or preventing a change in control of us. As of February 1, 2025, there are no shares of preferred stock outstanding. Â Common Stock Purchase Options Â As of February 1, 2025, the Company had stock options to purchase 573,127 shares of common stock issuable upon exercise of stock options currently outstanding, at a weighted average exercise price of $4.20 per share with expiration dates ranging from June 22, 2025 to November 11, 2033. Â The Company does not have any warrants outstanding. Â Restricted Stock Awards Â As of February 1, 2025, the Company had 75,687 restricted stock awards unvested. Â Anti-takeover Effects of Our Articles of Incorporation and By-laws Â The holders of our Common Stock do not have cumulative voting rights in the election of our directors, which makes it more difficult for minority stockholders to be represented on the Board. Our articles of incorporation allow our Board to issue additional shares of our Common Stock and new series of preferred stock without further approval of our stockholders. The existence of authorized but unissued shares of Common Stock and preferred stock could render more difficult or discourage an attempt to obtain control of our company by means of a proxy contest, tender offer, merger, or otherwise. Â Anti-Takeover Provisions Â Business Combinations Â The â€œbusiness combinationâ€ provisions of Sections 78.411 to 78.444, inclusive, of the Nevada Revised Statutes, or NRS, generally prohibit a Nevada corporation with at least 200 stockholders of record, a â€œresident domestic corporation,â€ from engaging in various â€œcombinationâ€ transactions with any â€œinterested stockholderâ€ unless certain conditions are met or the corporation has elected in its articles of incorporation to not be subject to these provisions. We have not elected to opt out of these provisions and if we meet the definition of resident domestic corporation, now or in the future, our company will be subject to these provisions. Â A â€œcombinationâ€ is generally defined to include (a) a merger or consolidation of the resident domestic corporation or any subsidiary of the resident domestic corporation with the interested stockholder or affiliate or associate of the interested stockholder; (b) any sale, lease, exchange, mortgage, pledge, transfer, or other disposition, in one transaction or a series of transactions, by the resident domestic corporation or any subsidiary of the resident domestic corporation to or with the interested stockholder or affiliate or associate of the interested stockholder having: (i) an aggregate market value equal to 5% or more of the aggregate market value of the assets of the resident domestic corporation, (ii) an aggregate market value equal to 5% or more of the aggregate market value of all outstanding shares of the resident domestic corporation, or (iii) 10% or more of the earning power or net income of the resident domestic corporation; (c) the issuance or transfer in one transaction or series of transactions of shares of the resident domestic corporation or any subsidiary of the resident domestic corporation having an aggregate market value equal to 5% or more of the resident domestic corporation to the interested stockholder or affiliate or associate of the interested stockholder; and (d) certain other transactions with an interested stockholder or affiliate or associate of the interested stockholder. Â An â€œinterested stockholderâ€ is generally defined as a person who, together with affiliates and associates, owns (or within two years, did own) 10% or more of a corporationâ€™s voting stock. An â€œaffiliateâ€ of the interested stockholder is any person that directly or indirectly through one or more intermediaries is controlled by or is under common control with the interested stockholder. An â€œassociateâ€ of an interested stockholder is any (a) corporation or organization of which the interested stockholder is an officer or partner or is directly or indirectly the beneficial owner of 10% or more of any class of voting shares of such corporation or organization; (b) trust or other estate in which the interested stockholder has a substantial beneficial interest or as to which the interested stockholder serves as trustee or in a similar fiduciary capacity; or (c) relative or spouse of the interested stockholder, or any relative of the spouse of the interested stockholder, who has the same home as the interested stockholder. Â If applicable, the prohibition is for a period of two years after the date of the transaction in which the person became an interested stockholder, unless such transaction is approved by the board of directors prior to the date the interested stockholder obtained such status; or the combination is approved by the board of directors and thereafter is approved at a meeting of the stockholders by the affirmative vote of stockholders representing at least 60% of the outstanding voting power held by disinterested stockholders; and extends beyond the expiration of the two-year period, unless (a) the combination was approved by the board of directors prior to the person becoming an interested stockholder; (b) the transaction by which the person first became an interested stockholder was approved by the board of directors before the person became an interested stockholder; (c) the transaction is approved by the affirmative vote of a majority of the voting power held by disinterested stockholders at a meeting called for that purpose no earlier than two years after the date the person first became an interested stockholder; or (d) if the consideration to be paid to all stockholders other than the interested stockholder is, generally, at least equal to the highest of: (i) the highest price per share paid by the interested stockholder within the three years immediately preceding the date of the announcement of the combination or in the transaction in which it became an interested stockholder, whichever is higher, plus compounded interest and less dividends paid, (ii) the market value per share of common shares on the date of announcement of the combination and the date the interested stockholder acquired the shares, whichever is higher, plus compounded interest and less dividends paid, or (iii) for holders of preferred stock, the highest liquidation value of the preferred stock, plus accrued dividends, if not included in the liquidation value. With respect to (i) and (ii) above, the interest is compounded at the rate for one-year United States Treasury obligations from time to time in effect. Â 61 Table of Contents Â Applicability of the Nevada business combination statute would discourage parties interested in taking control of our company if they cannot obtain the approval of our Board. These provisions could prohibit or delay a merger or other takeover or change in control attempt and, accordingly, may discourage attempts to acquire our company even though such a transaction may offer our stockholders the opportunity to sell their stock at a price above the prevailing market price. Â Control Share Acquisitions Â The â€œcontrol shareâ€ provisions of Sections 78.378 to 78.3793, inclusive, of the NRS, apply to â€œissuing corporationsâ€ that are Nevada corporations with at least 200 stockholders of record, including at least 100 stockholders of record who are Nevada residents, and that conduct business directly or indirectly in Nevada, unless the corporation has elected to not be subject to these provisions. Â The control share statute prohibits an acquirer of shares of an issuing corporation, under certain circumstances, from voting its shares of a corporationâ€™s stock after crossing certain ownership threshold percentages, unless the acquirer obtains approval of the target corporationâ€™s disinterested stockholders. The statute specifies three thresholds: (a) one-fifth or more but less than one-third, (b) one-third but less than a majority, and (c) a majority or more, of the outstanding voting power. Generally, once a person acquires shares in excess of any of the thresholds, those shares and any additional shares acquired within 90 days thereof become â€œcontrol sharesâ€ and such control shares are deprived of the right to vote until disinterested stockholders restore the right. These provisions also provide that if control shares are accorded full voting rights and the acquiring person has acquired a majority or more of all voting power, all other stockholders who do not vote in favor of authorizing voting rights to the control shares are entitled to demand payment for the fair value of their shares in accordance with statutory procedures established for dissentersâ€™ rights. Â A corporation may elect to not be governed by, or â€œopt outâ€ of, the control shares provisions by making an election in its articles of incorporation or bylaws, provided that the opt-out election must be in place on the 10th day following the date an acquiring person has acquired a controlling interest, that is, crossing any of the three thresholds described above. We have not opted out of these provisions and will be subject to the control share provisions of the NRS if we meet the definition of an issuing corporation upon an acquiring person acquiring a controlling interest unless we later opt out of these provisions and the opt out is in effect on the 10th day following such occurrence. Â The effect of the Nevada control share statute is that the acquiring person, and those acting in association with the acquiring person, will obtain only such voting rights in the control shares as are conferred by a resolution of the stockholders at an annual or special meeting. The Nevada control share law, if applicable, could have the effect of discouraging takeovers of our company. Â The NASDAQ Capital Market Listing Â Our common stock is listed on the NASDAQ Capital Market under the symbol â€œRVYLâ€. Â Transfer Agent and Warrant Agent Â The transfer agent and registrar for our common stock and Warrant Agent is VStock Transfer LLC with an address 18 Lafayette Place, Woodmere, NY 11598, (212) 828-8436. Â 62 Table of Contents Â description of securities we are offering Â We are offering up to $20,000,000 of Units, each unit consisting of one share of our common stock and one Common Warrants to purchase up to oneÂ share of common stock. We are also offering Pre-Funded Warrants to those purchasers whose purchase of shares of common stock in this offering would result in the purchaser, together with its affiliates and certain related parties, beneficially owning more than 4.99% (or, at the election of the purchaser, 9.99%) of our outstanding shares of common stock following the consummation of this offering in lieu of the shares of common stock that would result in such excess ownership. Each Pre-Funded Warrant will be exercisable for one share of common stock. For each Pre-Funded Warrant we sell, the number of shares of common stock we are offering will be decreased on a one-for-one basis. No warrant for fractional shares of common stock will be issued, rather warrants will be issued only for whole shares of common stock. We are also registering the shares of common stock issuable from time to time upon exercise of the Pre-Funded Warrants and Common Warrants offered hereby. Â Common Stock Â The material terms and provisions of our common stock are described under the caption â€œDescription of Capital Stockâ€ in this prospectus. Â Common Warrants Â The following is a summary of certain terms and provisions of the Common Warrants that are being offered hereby is not complete and is subject to, and qualified in its entirety by, the provisions of the Common Warrant, the form of which will be filed as an exhibit to the registration statement of which this prospectus forms a part. Prospective investors should carefully review the terms and provisions of the form of Common Warrant for a complete description of the terms and conditions of the Common Warrants. Â Duration and Exercise Price Â Each Common Warrant offered hereby will have an exercise price equal to $ Â (representing 100% of the price a Common Unit sold to the public in this offering). The Common Warrants will be immediately exercisable and may be exercised until the fifth anniversary of the issuance date. The exercise price and number of shares of common stock issuable upon exercise is subject to appropriate adjustment in the event of stock dividends, stock splits, reorganizations or similar events affecting our common stock and the exercise price. The Common Warrants will be issued separately from the common stock or Pre-Funded Warrants, respectively, and may be transferred separately immediately thereafter. The Common Warrants will be issued in certificated form only. Â Exercisability Â The Common Warrants will be exercisable, at the option of each holder, in whole or in part, by delivering to us a duly executed exercise notice accompanied by payment in full for the number of shares of our common stock purchased upon such exercise (except in the case of a cashless exercise as discussed below). A holder (together with its affiliates) may not exercise any portion of such holderâ€™s Common Warrants to the extent that the holder would own more than 4.99% of the outstanding common stock immediately after exercise, except that upon at least 61 daysâ€™ prior notice from the holder to us, the holder may increase the amount of ownership of outstanding stock after exercising the holderâ€™s Common Warrants up to 9.99% of the number of shares of our common stock outstanding immediately after giving effect to the exercise, as such percentage ownership is determined in accordance with the terms of the Common Warrants. Â Cashless Exercise Â If, at the time a holder exercises its Common Warrants, a registration statement registering the issuance or resale of the shares of common stock underlying the Common Warrants under the Securities Act is not then effective or available for the issuance of such shares, then in lieu of making the cash payment otherwise contemplated to be made to us upon such exercise in payment of the aggregate exercise price, the holder may elect instead to receive upon such exercise (either in whole or in part) the net number of shares of common stock determined according to a formula set forth in the Common Warrant. Â 63 Table of Contents Â Fundamental Transactions Â In the event of any fundamental transaction, as described in the Common Warrants and generally including any merger or consolidation with or into another entity, sale of all or substantially all of our assets, tender offer or exchange offer, or reclassification of our common stock, then upon any subsequent exercise of a Common Warrant, the holder will have the right to receive as alternative consideration, for each share of our common stock that would have been issuable upon such exercise immediately prior to the occurrence of such fundamental transaction, the number of shares of common stock of the successor or acquiring corporation or of our company, if it is the surviving corporation, and any additional consideration receivable upon or as a result of such transaction by a holder of the number of shares of our common stock for which the Common Warrant is exercisable immediately prior to such event. Notwithstanding the foregoing, in the event of a fundamental transaction, the holders of the Common Warrants have the right to require us or a successor entity to redeem the Common Warrants for cash in the amount of the Black-Scholes Value (as defined in each Common Warrant) of the remaining unexercised portion of the Common Warrants on the date of the consummation of such fundamental transaction, concurrently with or within 30 days following the consummation of a fundamental transaction. Â However, in the event of a fundamental transaction which is not in our control, including a fundamental transaction not approved by our board of directors, the holders of the Common Warrants will only be entitled to receive from us or our successor entity, as of the date of consummation of such fundamental transaction the same type or form of consideration (and in the same proportion), at the Black Scholes Value of the unexercised portion of the Common Warrant that is being offered and paid to the holders of our common stock in connection with the fundamental transaction, whether that consideration is in the form of cash, stock or any combination of cash and stock, or whether the holders of our common stock are given the choice to receive alternative forms of consideration in connection with the fundamental transaction. Â Transferability Â Subject to applicable laws, a Common Warrant may be transferred at the option of the holder upon surrender of the Common Warrant to us together with the appropriate instruments of transfer. Â Fractional Shares Â No fractional shares of common stock will be issued upon the exercise of the Common Warrants. Rather, the number of shares of common stock to be issued will, at our election, either be rounded up to the nearest whole number or we will pay a cash adjustment in respect of such final fraction in an amount equal to such fraction multiplied by the exercise price. Â Trading Market Â There is no established trading market for the Common Warrants, and we do not expect an active trading market to develop. We do not intend to apply to list the Common Warrants on any securities exchange or other trading market. Without a trading market, the liquidity of the Common Warrants will be extremely limited. Â Right as a Stockholder Â Except as otherwise provided in the Common Warrants or by virtue of the holderâ€™s ownership of shares of our common stock, such holder of Common Warrants does not have the rights or privileges of a holder of our common stock, including any voting rights, until such holder exercises such holderâ€™s Common Warrants. Â Waivers and Amendments Â No term of the Common Warrants may be amended or waived without the written consent of the majority of the holders of the Common Warrants purchased in this offering. Â Pre-Funded Warrants Â The following summary of certain terms and provisions of the Pre-Funded Warrants that are being offered hereby is not complete and is subject to, and qualified in its entirety by, the provisions of the Pre-Funded Warrant, the form of which will be filed as an exhibit to the registration statement of which this prospectus forms a part. Prospective investors should carefully review the terms and provisions of the form of Pre-Funded Warrant for a complete description of the terms and conditions of the Pre-Funded Warrants. Â 64 Table of Contents Â Duration and Exercise Price Â Each Pre-Funded Warrant offered hereby will have an initial exercise price per share of common stock equal to $0.001. The Pre-Funded Warrants will be immediately exercisable and will expire when exercised in full. The exercise price and number of shares of common stock issuable upon exercise is subject to appropriate adjustment in the event of share dividends, share splits, reorganizations or similar events affecting our shares of common stock and the exercise price. Â Exercisability Â The Pre-Funded Warrants will be exercisable, at the option of each holder, in whole or in part, by delivering to us a duly executed exercise notice accompanied by payment in full for the number of shares of common stock purchased upon such exercise (except in the case of a cashless exercise as discussed below). A holder (together with its affiliates) may not exercise any portion of the Pre-Funded Warrant to the extent that the holder would own more than 4.99% of the outstanding shares of common stock immediately after exercise, except that upon at least 61 daysâ€™ prior notice from the holder to us, the holder may increase the amount of beneficial ownership of outstanding shares after exercising the holderâ€™s Pre-Funded Warrants up to 9.99% of the number of our shares of common stock outstanding immediately after giving effect to the exercise, as such percentage ownership is determined in accordance with the terms of the Pre-Funded Warrants. Purchasers of Pre-Funded Warrants in this offering may also elect prior to the issuance of the pre- funded warrants to have the initial exercise limitation set at 9.99% of our outstanding shares of common stock. Â Cashless Exercise Â In lieu of making the cash payment otherwise contemplated to be made to us upon such exercise in payment of the aggregate exercise price, the holder may elect instead to receive upon such exercise (either in whole or in part) the number of shares of common stock determined according to a formula set forth in the Pre-Funded Warrants. Â Fractional Shares Â No fractional shares of common stock will be issued upon the exercise of the Pre-Funded Warrants. Â Rather, at the Companyâ€™s election, the number of shares of common stock to be issued will be rounded up to the nearest whole number or the Company will pay a cash adjustment in an amount equal to such fraction multiplied by the exercise price. Â Transferability Â Subject to applicable laws, a Pre-Funded Warrant may be transferred at the option of the holder upon surrender of the Pre-Funded Warrants to us together with the appropriate instruments of transfer. Â Trading Market Â There is no trading market available for the Pre-Funded Warrants on any securities exchange or nationally recognized trading system, and we do not expect a trading market to develop. We do not intend to list the Pre-Funded Warrants on any securities exchange or nationally recognized trading market. Without a trading market, the liquidity of the Pre-Funded Warrants will be extremely limited. The shares of common stock issuable upon exercise of the Pre-Funded Warrants are currently traded on Nasdaq. Â Right as a Shareholder Â Except as otherwise provided in the Pre-Funded Warrants or by virtue of such holderâ€™s ownership of shares of common stock, the holders of the Pre-Funded Warrants do not have the rights or privileges of holders of our shares of common stock, including any voting rights, until they exercise their Pre-Funded Warrants. The Pre-Funded Warrants will provide that holders have the right to participate in distributions or dividends paid on our shares of common stock. Â Fundamental Transaction Â In the event of a fundamental transaction, as described in the Pre-Funded Warrants and generally including any reorganization, recapitalization or reclassification of our shares of common stock, the sale, transfer or other disposition of all or substantially all of our properties or assets, our consolidation or merger with or into another person, the acquisition of more than 50% of our outstanding securities, or any person or group becoming the beneficial owner of 50% of the voting power represented by our outstanding shares of securities, the holders of the Pre-Funded Warrants will be entitled to receive upon exercise of the pre- funded warrants the kind and amount of securities, cash or other property that the holders would have received had they exercised the Pre-Funded Warrants immediately prior to such fundamental transaction on a net exercise basis. Â 65 Table of Contents Â PLAN OF DISTRIBUTION Â We are offering on a best efforts basis up to $20,000,000 ofÂ Units, at an assumed offering price of $Â Â Â â€˜Â per Common Unit, which is equal to the closing price of our common stock on the Nasdaq Capital Market onÂ Â â€˜â€˜â€˜â€˜â€˜â€˜â€˜â€˜â€˜â€˜â€˜â€˜â€˜â€˜â€˜, 2025 pursuant to this prospectus, for gross proceeds of up to approximately $20,000,000Â million before deduction of placement agent fees and offering expenses, in a best-efforts offering. There is no minimum amount of proceeds that is a condition to closing of this offering. The actual amount of gross proceeds, if any, in this offering could vary substantially from the gross proceeds from the sale of the maximum amount of securities being offered in this prospectus. Â Because this is a best-efforts offering, the Placement Agent does not have an obligation to purchase any securities. We expect that the offering will end two trading days after we first enter into a securities purchase agreement relating to the offering and the offering will settle delivery versus payment (â€œDVPâ€). Accordingly, we and the Placement Agent have not made any arrangements to place investor funds in an escrow account or trust account since the Placement Agent will not receive investor funds in connection with the sale of the securities offered hereunder. Â Pursuant to a placement agency agreement, we have engaged â€˜Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â to act as our exclusive placement agent (the â€œPlacement Agentâ€) to solicit offers to purchase the securities offered by this prospectus. The Placement Agent is not purchasing or selling any securities, nor is it required to arrange for the purchase and sale of any specific number or dollar amount of securities, other than to use its â€œreasonable best effortsâ€ to arrange for the sale of the securities by us. Therefore, we may not sell the entire amount of securities being offered. Â We will enter into a securities purchase agreement directly with the investors, at the investorâ€™s option, who purchase our securities in this offering. Investors who do not enter into a securities purchase agreement shall rely solely on this prospectus in connection with the purchase of our securities in this offering. The Placement Agent may engage one or more subagents or selected dealers in connection with this offering. Â The placement agency agreement provides that the Placement Agentâ€™s obligations are subject to conditions contained in the placement agency agreement. Â We will deliver the securities being issued to the investors upon receipt of investor funds for the purchase of the securities offered pursuant to this prospectus. We expect to deliver the securities being offered pursuant to this prospectus DVP on â€˜Â Â Â Â Â Â , 2025 Â Â Placement Agent Fees, Commissions and â€˜Expenses Â Upon the closing of this offering, we will pay the Placement Agent a cash transaction fee up to 7.0% of the aggregate gross cash proceeds to us from the sale of the securities in the offering; provided, however, that we will pay placement agent fees equal to 3.5% per share, with respect to sales to any Company Introduced Investors, and we agreed to reimburse the Placement Agent for certain out-of-pocket expenses of the Placement Agent payable by us, in an aggregate amount not to exceed $100,000. Â The following table shows the public offering price, placement agent fees and proceeds, before expenses, to us. Â Â Â Per Common UnitÂ Â Per Prefunded UnitÂ Â TotalÂ Public Offering PriceÂ $Â Â Â Â Â Â Â Â Â Â $Â Â Â Â Â Â Â Â Â Â $Â Â Â Â Â Â Â Placement Agent fees (7.0%) (1)Â $Â Â Â $Â Â Â $Â Â Proceeds, before expenses, to usÂ $Â Â Â $Â Â Â $Â Â Â Â (1)Assumes that all sales are made to investors who are not Company Introduced Investors. Â We estimate that the total expenses of the offering, including registration, filing and listing fees, printing fees and legal and accounting expenses, but excluding the placement agent fees, will be approximately $ Â Â Â Â Â Â Â Â Â Â Â Â Â Â , all of which are payable by us. Â Â 66 Table of Contents Â Lock-Up Agreements Â Each of our officers and directors and holders of five percent (5%) or more of our outstanding shares of common stock have agreed, subject to certain exceptions, not to offer, issue, sell, contract to sell, encumber, grant any option for the sale of or otherwise dispose of any shares of our common stock or other securities convertible into or exercisable or exchangeable for our common stock for a period of ninety (90) days after this offering is completed without the prior written consent of the Placement Agent. Additionally, we have agreed, subject to certain exceptions, not to offer, issue, sell, contract to sell, encumber, grant any option for the sale of or otherwise dispose of any shares of our common stock or other securities convertible into or exercisable or exchangeable for our common stock for a period of ninety (90) days after this offering is completed without the prior written consent of the Placement Agent (the â€œLock-Up Periodâ€). Â The Placement Agent may in its sole discretion and at any time without notice release some or all of the shares subject to lock-up agreements prior to the expiration of the lock-up period. When determining whether or not to release shares from the lock-up agreements, the Placement Agent will consider, among other factors, the security holderâ€™s reasons for requesting the release, the number of shares for which the release is being requested and market conditions at the time. Â Indemnification Â We have agreed to indemnify the Placement Agent against certain liabilities, including liabilities under the Securities Act, and to contribute to payments that the Placement Agent may be required to make for these liabilities. Â Other Compensation Â If within nine (9) months following the closing of this offering, we complete any financing of equity, equity-linked, convertible or debt or other capital-raising activity for which the Placement Agent is not acting as underwriter or placement agent with any of the investors that were directly contacted or introduced to us by the Placement Agent during the period for which the Company was engaged with the Placement Agent , then we shall pay to the Placement Agent upon the closing of such financing or receipt of such proceeds the compensation described in this Plan of Distribution, in each case only with respect to the portion of such financing received from such investors. Â Â Right of First Refusal Â Pursuant to the terms of the placement agency agreement, subject to the closing of this offering, for a period of nine (9) months after closing of this offering, the Placement Agent shall have a right of first refusal to act as lead managing underwriter and book runner, lead placement agent, or lead sales agent, for any and all future public or private equity, equity-linked or debt (excluding commercial bank debt) offerings. We shall not offer to retain any entity or person in connection with any such offering on terms more favorable than terms on which we offer to retain the Placement Agent . Such offer shall be made in writing in order to be effective. The Placement Agent shall notify us within ten (10) business days of its receipt of the written offer contemplated above as to whether or not it agrees to accept such retention. If the Placement Agent should decline such retention, we shall have no further obligations to the Placement Agent with respect to the offering for which we have offered to retain the Placement Agent. Â Tail Period Â For a period of nine (9) months after this offering, if we complete any financing of equity, equity-linked securities or debt or other capital raising activity with, or receives any proceeds form, any of the investors in this offering, other than Company Introduced Investors, where the Placement Agent introduced such investor to us, then we are required to pay the Placement Agent, upon the closing of any such financing, seven percent (7%) of the gross proceeds raised from each such investor. Â Â Regulation M Â The Placement Agent may be deemed to be an underwriter within the meaning of Section 2(a)(11) of the Securities Act, and any commissions received by it and any profit realized on the resale of the securities sold by it while acting as principal might be deemed to be underwriting discounts or commissions under the Securities Act. As an underwriter, the Placement Agent would be required to comply with the requirements of the Securities Act and the Exchange Act, including, without limitation, Rule 10b-5 and Regulation M under the Exchange Act. These rules and regulations may limit the timing of purchases and sales of our securities by the Placement Agent acting as principal. Under these rules and regulations, the Placement Agent (i) may not engage in any stabilization activity in connection with our securities and (ii) may not bid for or purchase any of our securities or attempt to induce any person to purchase any of our securities, other than as permitted under the Exchange Act, until it has completed its participation in the distribution. Â Determination of Offering Price and Warrant Exercise Price Â The actual offering price of the securities we are offering, and the exercise price of the Common Warrants and Pre-Funded Warrants included in the Units and Pre-Funded Units that we are offering, were negotiated between us, the Placement AgentÂ and the investors in the offeringÂ based on the trading of our shares of common stock prior to the offering, among other things. Other factors considered in determining the public offering price of the securities we are offering, as well as the exercise price of the Common Warrants that we are offering include our history and prospects, the stage of development of our business, our business plans for the future and the extent to which they have been implemented, an assessment of our management, the general conditions of the securities markets at the time of the offering and such other factors as were deemed relevant. Â 67 Table of Contents Â Electronic Distribution Â A prospectus in electronic format may be made available on a website maintained by the Placement Agent. In connection with the offering, the Placement Agent or selected dealers may distribute prospectuses electronically. No forms of electronic prospectus other than prospectuses that are printable as AdobeÂ® PDF will be used in connection with this offering. Â Other than the prospectus in electronic format, the information on the Placement Agentâ€™s website and any information contained in any other website maintained by the Placement Agent is not part of the prospectus or the registration statement of which this prospectus forms a part, has not been approved and/or endorsed by us or the Placement Agent in its capacity as placement agent and should not be relied upon by investors. Â Certain Relationships Â The Placement Agent and its affiliates have and may in the future provide, from time to time, investment banking and financial advisory services to us in the ordinary course of business, for which they may receive customary fees and commissions. Â Transfer Agent and Registrar Â The transfer agent and registrar for our common stock and Warrant Agent is VStock Transfer LLC with an address 18 Lafayette Place, Woodmere, NY 11598, (212) 828-8436. Â Listing Â Our common stock are listed on the Nasdaq Capital Market under the symbolsÂ â€œRVYLâ€. Â Selling Restrictions Â Other than in the United States, no action has been taken by us or the Placement Agent that would permit a public offering of the securities offered by this prospectus in any jurisdiction where action for that purpose is required. The securities offered by this prospectus may not be offered or sold, directly or indirectly, nor may this prospectus or any other offering material or advertisements in connection with the offer and sale of any such securities be distributed or published, in any jurisdiction, except under circumstances that will result in compliance with the applicable rules and regulations of that jurisdiction. Persons into whose possession this prospectus comes are advised to inform themselves about and to observe any restrictions relating to this offering and the distribution of this prospectus. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities offered by this prospectus in any jurisdiction in which such an offer or a solicitation is unlawful. Â Australia. No placement document, prospectus, product disclosure statement or other disclosure document has been lodged with the Australian Securities and Investments Commission (ASIC), in relation to the offering. Â This prospectus does not constitute a prospectus, product disclosure statement or other disclosure document under the Corporations Act 2001 (the Corporations Act) and does not purport to include the information required for a prospectus, product disclosure statement or other disclosure document under the Corporations Act. Â Any offer in Australia of the securities may only be made to persons (the Exempt Investors) who are â€œsophisticated investorsâ€ (within the meaning of section 708(8) of the Corporations Act), â€œprofessional investorsâ€ (within the meaning of section 708(11) of the Corporations Act) or otherwise pursuant to one or more exemptions contained in section 708 of the Corporations Act so that it is lawful to offer the securities without disclosure to investors under Chapter 6D of the Corporations Act. Â The securities applied for by Exempt Investors in Australia must not be offered for sale in Australia in the period of 12Â months after the date of allotment under the offering, except in circumstances where disclosure to investors under Chapter 6D of the Corporations Act would not be required pursuant to an exemption under section 708 of the Corporations Act or otherwise or where the offer is pursuant to a disclosure document which complies with Chapter 6D of the Corporations Act. Any person acquiring securities must observe such Australian on-saleÂ restrictions. Â This prospectus contains general information only and does not take account of the investment objectives, financial situation or particular needs of any particular person. It does not contain any securities recommendations or financial product advice. Before making an investment decision, investors need to consider whether the information in this prospectus is appropriate to their needs, objectives and circumstances, and, if necessary, seek expert advice on those matters. Â Brazil. The offer of securities described in this prospectus will not be carried out by means that would constitute a public offering in Brazil under Law No. 6,385, of DecemberÂ 7, 1976, as amended, under the CVM Rule (InstruÃ§Ã£o) No. 400, of DecemberÂ 29, 2003. The offer and sale of the securities have not been and will not be registered with the ComissÃ£o de Valores MÃ³bilearios in Brazil. The securities have not been offered or sold, and will not be offered or sold in Brazil, except in circumstances that do not constitute a public offering or distribution under Brazilian laws and regulations. Â Canada. The securities may be sold in Canada only to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106Â Prospectus ExemptionsÂ or subsection 73.3(1) of the Securities Act (Ontario), and are permitted clients, as defined in National Instrument 31 103Â Registration Requirements, Exemptions and Ongoing Registrant Obligations. Any resale of the securities must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws. Â 68 Table of Contents Â Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this prospectus supplement (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaserâ€™s province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaserâ€™s province or territory for particulars of these rights or consult with a legal advisor. Â Pursuant to section 3A.3 of National Instrument 33 105 Underwriting Conflicts (NI 33 105), the Placement Agent is not required to comply with the disclosure requirements of NI 33-105 regarding conflicts of interest in connection with this offering. Â Cayman Islands.Â No invitation, whether directly or indirectly, may be made to the public in the Cayman Islands to subscribe for our securities. Â European Economic Area. In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a â€œRelevant Member Stateâ€) an offer to the public of any securities may not be made in that Relevant Member State, except that an offer to the public in that Relevant Member State of any securities may be made at any time under the following exemptions under the Prospectus Directive, if they have been implemented in that Relevant Member State: Â â—to any legal entity which is a qualified investor as defined in the Prospectus Directive; Â Â â— to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive, subject to obtaining the prior consent of the representatives for any such offer; or Â Â â— in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of securities shall result in a requirement for the publication by us or any placement agent of a prospectus pursuant to Article 3 of the Prospectus Directive. Â For the purposes of this provision, the expression an â€œoffer to the publicâ€ in relation to any securities in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any securities to be offered so as to enable an investor to decide to purchase any securities, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, the expression â€œProspectus Directiveâ€ means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State, and the expression â€œ2010 PD Amending Directiveâ€ means Directive 2010/73/EU. Â Hong Kong. The contents of this prospectus have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the offer. If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice. Please note that (i) our shares may not be offered or sold in Hong Kong, by means of this prospectus or any document other than to â€œprofessional investorsâ€ within the meaning of Part I of Schedule 1 of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong) (SFO) and any rules made thereunder, or in other circumstances which do not result in the document being a â€œprospectusâ€ within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong) (CO) or which do not constitute an offer or invitation to the public for the purpose of the CO or the SFO, and (ii) no advertisement, invitation or document relating to our shares may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere) which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the shares which are or are intended to be disposed of only to persons outside Hong Kong or only to â€œprofessional investorsâ€ within the meaning of the SFO and any rules made thereunder. Â Israel. This document does not constitute a prospectus under the Israeli Securities Law, 5728-1968, or the Securities Law, and has not been filed with or approved by the Israel Securities Authority. In the State of Israel, this document is being distributed only to, and is directed only at, and any offer of the shares is directed only at, investors listed in the first addendum, or the Addendum, to the Israeli Securities Law, consisting primarily of joint investment in trust funds, provident funds, insurance companies, banks, portfolio managers, investment advisors, members of the Tel Aviv Stock Exchange, underwriters, venture capital funds, entities with equity in excess of NIS 50Â million and â€œqualified individualsâ€, each as defined in the Addendum (as it may be amended from time to time), collectively referred to as qualified investors (in each case purchasing for their own account or, where permitted under the Addendum, for the accounts of their clients who are investors listed in the Addendum). Qualified investors will be required to submit written confirmation that they fall within the scope of the Addendum, are aware of the meaning of same and agree to it. Â 69 Table of Contents Â The Peopleâ€™s Republic of China. This prospectus may not be circulated or distributed in the PRC and the shares may not be offered or sold, and will not offer or sell to any person for re-offeringÂ or resale directly or indirectly to any resident of the PRC except pursuant to applicable laws, rules and regulations of the PRC. For the purpose of this paragraph only, the PRC does not include Taiwan and the special administrative regions of Hong Kong and Macau. Â Switzerland. The securities may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange (the SIX) or on any other stock exchange or regulated trading facility in Switzerland. This document has been prepared without regard to the disclosure standards for issuance prospectuses under art. 652a or art. 1156 of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under art. 27 ff. of the SIX Listing Rules or the listing rules of any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the securities or the offering may be publicly distributed or otherwise made publicly available in Switzerland. Â Â Neither this document nor any other offering or marketing material relating to the offering, or the securities have been or will be filed with or approved by any Swiss regulatory authority. In particular, this document will not be filed with, and the offer of securities will not be supervised by, the Swiss Financial Market Supervisory Authority FINMA, and the offer of securities has not been and will not be authorized under the Swiss Federal Act on Collective Investment Schemes (CISA). Accordingly, no public distribution, offering or advertising, as defined in CISA, its implementing ordinances and notices, and no distribution to any non-qualifiedÂ investor, as defined in CISA, its implementing ordinances and notices, shall be undertaken in or from Switzerland, and the investor protection afforded to acquirers of interests in collective investment schemes under CISA does not extend to acquirers of securities. Â Taiwan. The securities have not been and will not be registered with the Financial Supervisory Commission of Taiwan pursuant to relevant securities laws and regulations and may not be sold, issued or offered within Taiwan through a public offering or in circumstances which constitutes an offer within the meaning of the Securities and Exchange Act of Taiwan that requires a registration or approval of the Financial Supervisory Commission of Taiwan. No person or entity in Taiwan has been authorized to offer, sell, give advice regarding or otherwise intermediate the offering and sale of the securities in Taiwan. Â UnitedÂ Kingdom. This prospectus has only been communicated or caused to have been communicated and will only be communicated or caused to be communicated as an invitation or inducement to engage in investment activity (within the meaning of SectionÂ 21 of the Financial Services and Markets Act of 2000, or the FSMA) as received in connection with the issue or sale of our common stock in circumstances in which SectionÂ 21(1) of the FSMA does not apply to us. All applicable provisions of the FSMA will be complied with in respect to anything done in relation to our common stock in, from or otherwise involving the UnitedÂ Kingdom. Â 70 Table of Contents Â CERTAIN MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES Â The following is a general discussion of certain material U.S. federal income tax considerations relating to the acquisition, ownership and disposition of Units, consisting of shares of common stock and Common Warrants, the acquisition, ownership and disposition of units consisting of Pre-Funded Warrants and Common Warrants (such units are referred to in this discussion as â€œpre-funded unitsâ€), the acquisition, ownership, and disposition of shares of common stock acquired as part of the Units, the acquisition, ownership, and disposition of Pre-Funded Warrants acquired as part of the pre-funded units, the exercise, disposition, or expiration of Common Warrants acquired as part of the Units or pre-funded units, the acquisition, ownership, and disposition of shares of common stock received upon exercise of the Pre-Funded Warrants, and the acquisition, ownership, and disposition of shares of common stock received upon exercise of the Common Warrants (the â€œwarrant sharesâ€), all as acquired pursuant to this prospectus. This discussion is based on current provisions of the Internal Revenue Code of 1986, as amended (the â€œInternal Revenue Codeâ€), existing and proposed U.S. Treasury Regulations promulgated or proposed thereunder and current administrative and judicial interpretations thereof, all as in effect as of the date of this prospectus and all of which are subject to change or to differing interpretation, possibly with retroactive effect. This summary does not discuss the potential effects, whether adverse or beneficial, of any proposed legislation that, if enacted, could be applied on a retroactive or prospective basis. We have not sought and will not seek any rulings from the Internal Revenue Service (the â€œIRSâ€), regarding the matters discussed below. There can be no assurance that the IRS or a court will not take a contrary position. Â This discussion is limited to U.S. holders and non-U.S. holders who hold Units, pre-funded units, shares of common stock, Pre-Funded Warrants, Common Warrants, or warrant shares, as applicable, as a capital asset within the meaning of Section 1221 of the Internal Revenue Code (generally, as property held for investment). This discussion does not address all aspects of U.S. federal income taxation, such as the U.S. alternative minimum income tax and the additional tax on net investment income, nor does it address any aspect of state, local or non-U.S. taxes, or U.S. federal taxes other than income taxes, such as federal estate and gift taxes. Except as provided below, this summary does not address tax reporting requirements. This discussion does not consider any specific facts or circumstances that may apply to a holder and does not address the special tax considerations that may be applicable to particular holders, such as: Â â—insurance companies; Â â—tax-exempt organizations and governmental organizations; Â â—banks or other financial institutions; Â â—brokers or dealers in securities or foreign currency; Â â—traders in securities who elect to apply a mark-to-market method of accounting; Â â—real estate investment trusts, regulated investment companies or mutual funds; Â â—pension plans; Â â—controlled foreign corporations; Â â—passive foreign investment companies; Â â—corporations organized outside the United States, any state thereof, or the District of Columbia that are nonetheless treated as U.S. persons for U.S. federal income tax purposes; Â â—persons that own (directly, indirectly or constructively) more than 5% of the total voting power or total value of our common stock; Â â—corporations that accumulate earnings to avoid U.S. federal income tax; Â â—persons subject to the alternative minimum tax; Â â—U.S. expatriates and certain former citizens or long-term residents of the United States; Â â—persons that have a â€œfunctional currencyâ€ other than the U.S. dollar; Â â—persons that acquire Units, pre-funded units, shares of common stock, Pre-Funded Warrants, Common Warrants or warrant shares as compensation for services; Â â—owners that hold our stock as part of a straddle, hedge, conversion transaction, synthetic security or other integrated investment; Â â—holders subject to special accounting rules; Â â—S corporations (and shareholders thereof); Â â—partnerships or other entities treated as partnerships for U.S. federal income tax purposes (and partners or other owners thereof); and Â â—U.S. holders that are subject to taxing jurisdictions other than, or in addition to, the United States with respect to their Units, pre-funded units, shares of common stock, Pre-Funded Warrants, Common Warrants or warrant shares, or that hold such securities in connection with a trade or business, permanent establishment or fixed base outside the United States. Â 71 Table of Contents Â If an entity or arrangement taxable as a partnership (or other â€œpass-through entity) for U.S. federal income tax purposes holds our Units, pre-funded units, shares of common stock, Pre-Funded Warrants, Common Warrants or warrant shares, the U.S. federal income tax treatment of such entity (or arrangement) and the partners (or other owners) of such entity generally will depend on the status of the partners, the activities of the entity and certain determinations made at the partner level. This summary does not address the tax consequences to any such owner. Partners (or other owners) of entities or arrangements that are classified as partnerships or as â€œpass-throughâ€ entities for U.S. federal income tax purposes should consult their own tax advisors regarding the U.S. federal, U.S. federal net investment income, U.S. federal alternative minimum, U.S. federal estate and gift, U.S. state and local, and non-U.S. tax consequences arising from and relating to the acquisition, ownership, and disposition our Units, pre-funded units, shares of common stock, Pre-Funded Warrants, Common Warrants or warrant shares. Â For purposes of this discussion, the term â€œU.S. holderâ€ means a beneficial owner of our Units, pre-funded units, shares of common stock, Pre-Funded Warrants, Common Warrants or warrant shares that is, for U.S. federal income tax purposes: Â Â â— an individual who is a citizen or resident of the United States; Â Â â— a corporation created or organized in or under the laws of the United States, any state thereof or the District of Columbia; Â Â â— an estate the income of which is subject to U.S. federal income taxation regardless of its source; or Â Â â— a trust, if (1) a U.S. court is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have authority to control all substantial decisions of the trust or (2) the trust has a valid election to be treated as a U.S. person under applicable U.S. Treasury Regulations. Â A â€œnon-U.S. holderâ€ is a beneficial owner of our Units, pre-funded units, shares of common stock, Pre-Funded Warrants, Common Warrants or warrant shares that is neither a U.S. holder nor a partnership (or other entity treated as a partnership for U.S. federal income tax purposes). Â THIS DISCUSSION IS FOR INFORMATIONAL PURPOSES ONLY AND IS NOT, AND IS NOT INTENDED TO BE, LEGAL OR TAX ADVICE. PROSPECTIVE INVESTORS SHOULD CONSULT THEIR OWN TAX ADVISORS REGARDING THE U.S. FEDERAL, STATE, LOCAL, AND NON-U.S. INCOME, ESTATE AND OTHER TAX CONSIDERATIONS OF ACQUIRING, HOLDING AND DISPOSING OF OUR UNITS, PRE-FUNDED UNITS, SHARES OF COMMON STOCK, PRE-FUNDED WARRANTS, COMMON WARRANTS OR WARRANT SHARES. Â U.S. Federal Income Tax Consequences of the Acquisition of Units or Pre-Funded Units Â For U.S. federal income tax purposes, the acquisition by a U.S. holder or a non-U.S. holder of a Unit will be treated as the acquisition of one share of common stock and one Common Warrant. The purchase price for each Unit will be allocated between these two components in proportion to their relative fair market values at the time the Unit is purchased by the U.S. holder or non-U.S. holder. This allocation of the purchase price for each Unit will establish a U.S. holderâ€™s or non-U.S. holderâ€™s initial tax basis for U.S. federal income tax purposes in the one share of common stock and one Common Warrant that comprise each Unit. For U.S. federal income tax purposes, each holder of our common stock and Common Warrants must allocate the purchase price paid by such holder for such securities between the one share of common stock and the one Common Warrant based on the relative fair market value of each at the time of issuance. Under U.S. federal income tax law, each investor must make its own determination of such value based on all the relevant facts and circumstances. The price allocated to each share of common stock and one Common Warrant should constitute the holderâ€™s initial tax basis in such share and Common Warrant, respectively. Â For U.S. federal income tax purposes, the acquisition by a U.S. holder or a non-U.S. holder of a pre-funded unit will be treated as the acquisition of one Pre-Funded Warrant and one Common Warrant. The purchase price for each pre-funded unit will be allocated between these two components in proportion to their relative fair market values at the time the pre-funded unit is purchased by the U.S. holder or non-U.S. holder. This allocation of the purchase price for each pre-funded unit will establish a U.S. holderâ€™s or non-U.S. holderâ€™s initial tax basis for U.S. federal income tax purposes in the one Pre-Funded Warrant and one Common Warrant that comprise each pre-funded unit. For U.S. federal income tax purposes, each holder of our Pre-Funded Warrants and Common Warrants must allocate the purchase price paid by such holder for such securities between the one Pre-Funded Warrant and the one Common Warrant based on the relative fair market value of each at the time of issuance. Under U.S. federal income tax law, each investor must make its own determination of such value based on all the relevant facts and circumstances. The price allocated to each one Pre-Funded Warrant share and one Common Warrant should constitute the holderâ€™s initial tax basis in such Pre-Funded Warrant and Common Warrant, respectively. Â The foregoing treatment of our shares of common stock, Common Warrants, Pre-Funded Warrants, Units and pre-funded units and a holderâ€™s purchase price allocation are not binding on the IRS or the courts. No assurance can be given that the IRS or the courts will agree with the characterization described above or the discussion below. Accordingly, each prospective investor is urged to consult its tax advisor regarding the tax consequences of an investment in our securities. The balance of this discussion assumes that the characterization of the securities described above is respected for U.S. federal income tax purposes. Â 72 Table of Contents Â Treatment of Pre-Funded Warrants Â Although it is not entirely free from doubt, we believe that a Pre-Funded Warrant should be treated as a separate class of our shares of common stock for U.S. federal income tax purposes and a U.S. holder or non-U.S. holder of Pre-Funded Warrants should generally be taxed in the same manner as a holder of shares of common stock except as described below. Accordingly, no gain or loss should be recognized upon the exercise of a Pre-Funded Warrant and, upon exercise, the holding period of a Pre-Funded Warrant should carry over to the shares of common stock received. Similarly, the tax basis of the Pre-Funded Warrant should carry over to the shares of common stock received upon exercise, increased by the exercise price of $0.001 per share. However, such characterization is not binding on the IRS, and the IRS may treat the Pre-Funded Warrants as warrants to acquire shares of common stock. If so, the amount and character of a U.S. holderâ€™s or non-U.S. holderâ€™s gain with respect to an investment in Pre-Funded Warrants could change. Accordingly, each U.S. holder and non-U.S. holder should consult its own tax advisors regarding the risks associated with the acquisition of a Pre-Funded Warrant pursuant to this prospectus (including potential alternative characterizations). The balance of this discussion generally assumes that the characterization described above is respected for U.S. federal income tax purposes. Â In certain limited circumstances, a U.S. holder may be permitted to undertake a cashless exercise of Pre-Funded Warrants into shares of common stock. The U.S. federal income tax treatment of a cashless exercise of Pre-Funded Warrants into shares of common stock is unclear, and the tax consequences of a cashless exercise could differ from the consequences upon the exercise of a Pre-Funded Warrant described in the preceding paragraph. U.S. holders should consult their own tax advisors regarding the U.S. federal income tax consequences of a cashless exercise of Pre-Funded Warrants. Â U.S. Holders Â U.S. Federal Income Tax Consequences of the Exercise, Disposition or Expiration of Common Warrants or Certain Adjustments to the Common Warrants Â Exercise of Common Warrants Â A U.S. holder should not recognize gain or loss on the exercise of Common Warrants and related receipt of warrant shares (unless cash is received in lieu of the issuance of a fractional warrant share). A U.S. holderâ€™s initial tax basis in the warrant shares received on the exercise of Common Warrants should be equal to the sum of (a) such U.S. holderâ€™s tax basis in such Common Warrants plus (b) the exercise price paid by such U.S. holder on the exercise of such Common Warrants. It is unclear whether a U.S. holderâ€™s holding period for the warrant shares received on the exercise of Common Warrants would commence on the date of exercise of the Common Warrants or the day following the date of exercise of the Common Warrants. Â In certain limited circumstances, a U.S. holder may be permitted to undertake a cashless exercise of Common Warrants into warrant shares. The U.S. federal income tax treatment of a cashless exercise of Common Warrants into warrant shares is unclear, and the tax consequences of a cashless exercise could differ from the consequences upon the exercise of Common Warrants described in the preceding paragraph. U.S. holders should consult their own tax advisors regarding the U.S. federal income tax consequences of a cashless exercise of Common Warrants. Â Disposition of Common Warrants Â A U.S. holder will recognize gain or loss on the sale or other taxable disposition of a Common Warrants in an amount equal to the difference, if any, between (a) the amount of cash plus the fair market value of any property received and (b) such U.S. holderâ€™s tax basis in the Common Warrant sold or otherwise disposed of. Any such gain or loss generally will be a capital gain or loss, which will be long-term capital gain or loss if the Common Warrant is held for more than one year. Deductions for capital losses are subject to complex limitations under the Internal Revenue Code. Â Expiration of Common Warrants Without Exercise Â Upon the lapse or expiration of a Common Warrants, a U.S. holder will recognize a loss in an amount equal to such U.S. holderâ€™s tax basis in the Common Warrant. Any such loss generally will be a capital loss and will be long-term capital loss if the Common Warrant is held for more than one year. Deductions for capital losses are subject to complex limitations under the Internal Revenue Code. Â Certain Adjustments to the Common Warrants Â Under Section 305 of the Internal Revenue Code, an adjustment to the number of warrant shares that will be issued on the exercise of the Common Warrants, or an adjustment to the exercise price of the Common Warrants, may be treated as a constructive distribution to a U.S. holder of the Common Warrants if, and to the extent that, such adjustment has the effect of increasing such U.S. holderâ€™s proportionate interest in the â€œearnings and profitsâ€ or our assets, depending on the circumstances of such adjustment (for example, if such adjustment is to compensate for a distribution of cash or other property to our shareholders). Adjustments to the exercise price of Common Warrants made pursuant to a bona fide reasonable adjustment formula that has the effect of preventing dilution of the interest of the holders of the Common Warrants should generally not be considered to result in a constructive distribution. Any such constructive distribution would be taxable whether or not there is an actual distribution of cash or other property. (See more detailed discussion of the rules applicable to distributions made by us at â€œDistributions on Shares of Common Stock, Pre-Funded Warrants and Warrant Sharesâ€ below). Â 73 Table of Contents Â U.S. Federal Income Tax Consequences of the Acquisition, Ownership, and Disposition of Shares of Common Stock, Pre-Funded Warrants and Warrant Shares Â Distributions on Shares of Common Stock, Pre-Funded Warrants and Warrant Shares Â A U.S. holder that receives a distribution, including a constructive distribution, with respect to a share of common stock, Pre-Funded Warrant or warrant share (as well as any constructive distribution on a Common Warrant as described above) will be required to include the amount of such distribution in gross income as a dividend to the extent of our current and accumulated â€œearnings and profitsâ€, as computed under U.S. federal income tax principles. To the extent that a distribution exceeds our current and accumulated â€œearnings and profitsâ€, such distribution will be treated first as a tax-free return of capital to the extent of a U.S. holderâ€™s tax basis in the shares of common stock, Pre-Funded Warrants or warrant shares and thereafter as gain from the sale or exchange of such shares of common stock, Pre-Funded Warrants or warrant shares (see â€œSale or Other Taxable Disposition of Shares of Common Stock, Pre-Funded Warrants and/or Warrant Sharesâ€ below). Dividends received on shares of common stock, Pre-Funded Warrants or warrant shares may be eligible for a dividends received deduction, subject to certain restrictions relating to, among others, the corporate U.S. holderâ€™s taxable income, holding period and debt financing. Dividends paid by us to non-corporate U.S. holders, including individuals, generally will be eligible for the preferential tax rates applicable to long-term capital gains for dividends, provided certain holding period and other conditions are satisfied. The dividend rules are complex, and each U.S. holder should consult its own tax advisor regarding the application of such rules. Â Sale or Other Taxable Disposition of Shares of Common Stock, Pre-Funded Warrants and/or Warrant Shares Â Upon the sale or other taxable disposition of shares of common stock, Pre-Funded Warrants or warrant shares, a U.S. holder generally will recognize capital gain or loss in an amount equal to the difference between (a) the amount of cash plus the fair market value of any property received and (b) such U.S. holderâ€™s tax basis in such shares of common stock, Pre-Funded Warrants or warrant shares sold or otherwise disposed of. Gain or loss recognized on such sale or other taxable disposition generally will be long-term capital gain or loss if, at the time of the sale or other taxable disposition, the shares of common stock, Pre-Funded Warrants or warrant shares have been held for more than one year. Preferential tax rates may apply to long-term capital gain of a U.S. holder that is an individual, estate, or trust. There are no preferential tax rates for long-term capital gain of a U.S. holder that is a corporation. Deductions for capital losses are subject to significant limitations under the Internal Revenue Code. Â Non-U.S. Holders Â U.S. Federal Income Tax Consequences of the Exercise, Disposition or Expiration of Common Warrants or Certain Adjustments to the Common Warrants Â Exercise of Common Warrants Â A non-U.S. holder generally will not recognize gain or loss on the exercise of Common Warrants and related receipt of warrant shares (unless cash is received in lieu of the issuance of a fractional warrant share and certain other conditions are present, as discussed below under â€œGain on Sale, Exchange or Other Taxable Disposition of Shares of Common Stock, Pre-Funded Warrants, Warrants and Warrant Sharesâ€). A non-U.S. holderâ€™s initial tax basis in the warrant shares received on the exercise of Common Warrants should be equal to the sum of (i) the non-U.S. holderâ€™s tax basis in the Common Warrants, plus (ii) the exercise price paid by the non-U.S. holder on the exercise of the Common Warrants. It is unclear whether a non-U.S. holderâ€™s holding period for the warrant shares received on the exercise of Common Warrants would commence on the date of exercise of the Common Warrants or the day following the date of exercise of the Common Warrants. Â In certain limited circumstances, a non-U.S. holder may be permitted to undertake a cashless exercise of Common Warrants into warrant shares. The U.S. federal income tax treatment of a cashless exercise of Common Warrants into warrant shares is unclear, and the tax consequences of a cashless exercise could differ from the consequences upon the exercise of Common Warrants described in the preceding paragraph. Non-U.S. holders should consult their own tax advisors regarding the U.S. federal income tax consequences of a cashless exercise of Common Warrants. Â Disposition of Common Warrants Â A non-U.S. Holder will recognize gain or loss on the sale or other taxable disposition of a Common Warrant in an amount equal to the difference, if any, between (a) the amount of cash plus the fair market value of any property received and (b) such non-U.S. holderâ€™s tax basis in the Common Warrant sold or otherwise disposed of. Any such gain or loss generally will be a capital gain or loss, which will be long-term capital gain or loss if the Common Warrant is held for more than one year. Any such gain recognized by a non-U.S. holder will be taxable for U.S. federal income tax purposes according to rules discussed under the heading â€œGain on Sale, Exchange or Other Taxable Disposition of Shares of Common Stock, Pre-Funded Warrants, Warrants and Warrant Sharesâ€ below. Â Expiration of Common Warrants without Exercise Â Upon the lapse or expiration of a Common Warrant, a non-U.S. holder will recognize loss in an amount equal to such non-U.S. holderâ€™s tax basis in the Common Warrant. Any such loss generally will be a capital loss and will be long-term capital loss if the Common Warrants are held for more than one year. Deductions for capital losses are subject to complex limitations under the Internal Revenue Code. Â Certain Adjustments to the Common Warrants Â Under Section 305 of the Internal Revenue Code, an adjustment to the number of warrant shares that will be issued on the exercise of the Common Warrants, or an adjustment to the exercise price of the Common Warrants, may be treated as a constructive distribution to a non-U.S. holder of the Common Warrants if, and to the extent that, such adjustment has the effect of increasing such non-U.S. holderâ€™s proportionate interest in our â€œearnings and profitsâ€ or assets, depending on the circumstances of such adjustment (for example, if such adjustment is to compensate for a distribution of cash or other property to our shareholders). Adjustments to the exercise price of a Common Warrant made pursuant to a bona fide reasonable adjustment formula that has the effect of preventing dilution of the interest of the holders of the Common Warrants should generally not result in a constructive distribution. See the more detailed discussion of the rules applicable to distributions made by us under the heading â€œDistributions on Shares of Common Stock, Pre-Funded Warrants and Warrant Sharesâ€ below. Â 74 Table of Contents Â U.S. Federal Income Tax Consequences of the Acquisition, Ownership, and Disposition of Shares of Common Stock, Pre-Funded Warrants and Warrant Shares Â Distributions on Shares of Common Stock, Pre-Funded Warrants and Warrant Shares Â If we pay distributions of cash or property with respect to our shares of common stock, Pre-Funded Warrants or warrant shares, those distributions generally will constitute dividends for U.S. federal income tax purposes to the extent paid from our current or accumulated earnings and profits, as determined under U.S. federal income tax principles. If a distribution exceeds our current and accumulated earnings and profits, the excess will be treated as a tax-free return of the non-U.S. holderâ€™s investment, up to such holderâ€™s tax basis in its shares of common stock, Pre-Funded Warrants or warrants shares, as applicable. Any remaining excess will be treated as capital gain, subject to the tax treatment described below under the heading â€œâ€"Â Gain on Sale, Exchange or Other Taxable Disposition of Shares of Common Stock, Pre-Funded Warrants, Warrants and Warrant Shares.â€ Dividends paid to a non-U.S. holder generally will be subject to withholding of U.S. federal income tax at a 30% rate, or such lower rate as may be specified by an applicable income tax treaty between the United States and such holderâ€™s country of residence. In the case of any constructive distribution, it is possible that this tax would be withheld from any amount owed to the non-U.S. holder, including, but not limited to, distributions of cash, shares of common stock or sales proceeds subsequently paid or credited to that holder. If we are unable to determine, at the time of payment of a distribution, whether the distribution will constitute a dividend, we may nonetheless choose to withhold any U.S. federal income tax on the distribution as permitted by U.S. Treasury Regulations. If we are a USRPHC (as defined below) and we do not qualify for the Regularly Traded Exception (as defined below), distributions which constitute a return of capital will be subject to withholding tax unless an application for a withholding certificate is filed to reduce or eliminate such withholding. Â Distributions that are treated as effectively connected with a trade or business conducted by a non-U.S. holder within the United States are generally not subject to the 30% (or lower rate as may be specified by an applicable tax treaty) withholding tax if the non-U.S. holder provides a properly executed IRS Form W-8ECI stating that the distributions are not subject to withholding because they are effectively connected with the non-U.S. holderâ€™s conduct of a trade or business in the United States. If a non-U.S. holder is engaged in a trade or business in the United States and the distribution is effectively connected with the conduct of that trade or business, the distribution will generally have the consequences described above for a U.S. holder (subject to any modification provided under an applicable income tax treaty). Any U.S. effectively connected income received by a non-U.S. holder that is treated as a corporation for U.S. federal income tax purposes may also, under certain circumstances, be subject to an additional â€œbranch profits taxâ€ at a 30% rate (or such lower rate as may be specified by an applicable income tax treaty). Â A non-U.S. holder who claims the benefit of an applicable income tax treaty between the United States and such holderâ€™s country of residence generally will be required to provide a properly executed IRS Form W-8BEN or W-8BEN-E, as applicable, and satisfy applicable certification and other requirements. A non-U.S. holder that is eligible for a reduced rate of U.S. withholding tax under an income tax treaty generally may obtain a refund or credit of any excess amounts withheld by timely filing an appropriate claim with the IRS. Non-U.S. holders should consult their own tax advisors regarding their entitlement to benefits under a relevant income tax treaty. Â Gain on Sale, Exchange or Other Taxable Disposition of Shares of Common Stock, Pre-Funded Warrants, Common Warrants and Warrant Shares Â Subject to the discussions below inÂ â€œâ€"Information Reporting and Backup Withholdingâ€ andÂ â€œâ€"Foreign Account Tax Compliance Act,â€ a non-U.S. holder generally will not be subject to U.S. federal income tax on gain recognized on a sale, exchange or other taxable disposition of our shares of common stock, Pre-Funded Warrants, Common Warrants, or warrant shares unless: Â Â â— the gain is effectively connected with the non-U.S. holderâ€™s conduct of a trade or business in the United States and, if an applicable income tax treaty so provides, the gain is attributable to a permanent establishment maintained by the non-U.S. holder in the United States; in these cases, the non-U.S. holder will be taxed on a net income basis at the regular graduated rates and in the manner applicable to a U.S. holder, and, if the non-U.S. holder is a corporation, an additional branch profits tax at a rate of 30%, or a lower rate as may be specified by an applicable income tax treaty, may also apply; Â Â â— the non-U.S. holder is an individual present in the United States for 183 days or more in the taxable year of the disposition and certain other conditions are met, in which case the non-U.S. holder will be subject to a 30% tax (or such lower rate as may be specified by an applicable income tax treaty) on the amount by which such non-U.S. holderâ€™s capital gains allocable to U.S. sources exceed capital losses allocable to U.S. sources during the taxable year of the disposition; or Â Â â— we are or have been a â€œU.S. real property holding corporationâ€ (â€œUSRPHCâ€) for U.S. federal income tax purposes at any time during the shorter of the non-U.S. holderâ€™s holding period or the 5-year period ending on the date of disposition of shares of common stock, Pre-Funded Warrants, Common Warrants or warrant shares; provided, with respect to the shares of common stock and warrant shares, that as long as our shares of common stock are regularly traded on an established securities market as determined under the U.S. Treasury Regulations (the â€œRegularly Traded Exceptionâ€), a non-U.S. holder would not be subject to taxation on the gain on the sale of shares of common stock or warrant shares under this rule unless the non-U.S. holder has owned: (i) more than 5% of our shares of common stock at any time during such 5-year or shorter period; (ii) Pre-Funded Warrants with a fair market value on the date acquired by such holder greater than the fair market value on that date of 5% of our shares of common stock; (iii) Common Warrants with a fair market value on the date acquired by such holder greater than the fair market value on that date of 5% of our shares of common stock; or (iv) aggregate equity securities of ours with a fair market value on the date acquired in excess of 5% of the fair market value of our shares of common stock on such date (in any case, a â€œ5% Shareholderâ€). Since the Common Warrants are not expected to be listed on a securities market, the Common Warrants are unlikely to qualify for the Regularly Traded Exception. Special rules apply to the Pre-Funded Warrants. Non-U.S. holders holding Pre-Funded Warrants should consult their own tax advisors regarding such rules. In determining whether a non-U.S. holder is a 5% Shareholder, certain attribution rules apply in determining ownership for this purpose. We believe that we are not currently, and do not anticipate becoming in the future, a USRPHC for U.S. federal income tax purposes. However, we can provide no assurances that we are not currently, or will not become, a USRPHC, or if we are or become a USRPHC, that the shares of common stock, Pre-Funded Warrants, Common Warrants or warrant shares will meet the Regularly Traded Exception at the time a non-U.S. holder purchases such securities or sells, exchanges or otherwise disposes of such securities. Non-U.S. holders should consult with their own tax advisors regarding the consequences to them of investing in a USRPHC. If we are a USRPHC, a non-U.S. holder will be taxed as if any gain or loss were effectively connected with the conduct of a trade or business as described above in â€œDistributions on Shares of Common Stock, Pre-Funded Warrants and Warrant Sharesâ€ in the event that (i) such holder is a 5% Shareholder, or (ii) the Regularly Traded Exception is not satisfied during the relevant period. Â 75 Table of Contents Â Information Reporting and Backup Withholding Â Distributions on, and the payment of the proceeds of a disposition of, our shares of common stock, Pre-Funded Warrants and warrant shares generally will be subject to information reporting if made within the United States or through certain U.S.-related financial intermediaries. Information returns are required to be filed with the IRS and copies of information returns may be made available to the tax authorities of the country in which a holder resides or is incorporated under the provisions of a specific treaty or agreement. Â Backup withholding may also apply if the holder fails to provide certification of exempt status or a correct U.S. taxpayer identification number and otherwise comply with the applicable backup withholding requirements. Generally, a holder will not be subject to backup withholding if it provides a properly completed and executed IRS Form W-9 or appropriate IRS Form W-8, as applicable. Backup withholding is not an additional tax. Amounts withheld under the backup withholding rules may be refunded or credited against the holderâ€™s U.S. federal income tax liability, if any, provided certain information is timely filed with the IRS. Â Foreign Account Tax Compliance Act Â Sections 1471 through 1474 of the Internal Revenue Code (commonly referred to as â€œFATCAâ€) impose a separate reporting regime and potentially a 30% withholding tax on certain payments, including payments of dividends on our shares of common stock, Pre-Funded Warrants and warrant shares. Withholding under FATCA generally applies to payments made to or through a foreign entity if such entity fails to satisfy certain disclosure and reporting rules. These rules generally require (i) in the case of a foreign financial institution, that the financial institution agree to identify and provide information in respect of financial accounts held (directly or indirectly) by U.S. persons and U.S.-owned entities, and, in certain instances, to withhold on payments to account holders that fail to provide the required information, and (ii) in the case of a non-financial foreign entity, that the entity either identify and provide information in respect of its substantial U.S. owners or certify that it has no such U.S. owners. Â FATCA withholding also potentially applies to payments of gross proceeds from the sale or other disposition of our shares of common stock, Pre-Funded Warrants and warrant shares. Proposed U.S. Treasury Regulations, however, would eliminate FATCA withholding on such payments, and the U.S. Treasury Department has indicated that taxpayers may rely on this aspect of the proposed U.S. Treasury Regulations until final U.S. Treasury Regulations are issued. Â Non-U.S. holders typically will be required to furnish certifications (generally on the applicable IRS Form W-8) or other documentation to provide the information required by FATCA or to establish compliance with or an exemption from withholding under FATCA. FATCA withholding may apply where payments are made through a non-U.S. intermediary that is not FATCA compliant, even where the non-U.S. holder satisfies the holderâ€™s own FATCA obligations. Â The United States and a number of other jurisdictions have entered into intergovernmental agreements to facilitate the implementation of FATCA. Any applicable intergovernmental agreement may alter one or more of the FATCA information reporting and withholding requirements. You are encouraged to consult with your own tax advisor regarding the possible implications of FATCA on your investment in our shares of common stock, Pre-Funded Warrants or warrant shares, including the applicability of any intergovernmental agreements. Â THE ABOVE SUMMARY IS NOT INTENDED TO CONSTITUTE A COMPLETE ANALYSIS OF ALL TAX CONSIDERATIONS APPLICABLE TO PROSPECTIVE INVESTORS WITH RESPECT TO THE ACQUISITION, OWNERSHIP, AND DISPOSITION OF UNITS, PRE-FUNDED UNITS, SHARES OF COMMON STOCK, PRE-FUNDED WARRANTS, WARRANTS OR WARRANT SHARES. PROSPECTIVE INVESTORS SHOULD CONSULT THEIR OWN TAX ADVISORS AS TO THE TAX CONSIDERATIONS APPLICABLE TO THEM IN LIGHT OF THEIR OWN PARTICULAR CIRCUMSTANCES. Â 76 Table of Contents Â Experts Â Our consolidated balance sheets as of December 31, 2023 and 2022 and the related consolidated statements of operations, stockholdersâ€™ equity (deficit), and cash flows for each of those two years and included in the registration statement of which this prospectus is a part have been audited by Simon & Edward, LLP, independent registered public accounting firm, as indicated in its report with respect thereto, and have been so included in reliance upon the report of such firm given on their authority as experts in accounting and auditing. Â Legal Matters Â Ellenoff Grossman & Schole LLP, New York, New York, is acting as counsel in connection with the registration of our securities under the Securities Act, and as such, will pass upon the validity of the securities offered hereby. Certain matters are being passed on for the Placement Agent by Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â . Â Where You Can Find More Information Â We have filed with the SEC a registration statement on FormÂ S-1 under the Securities Act with respect to the shares of common stock and Common Warrants offered hereby. This prospectus, which constitutes a part of the registration statement, does not contain all of the information set forth in the registration statement or the exhibits and schedules filed with the registration statement. For further information about us and the common stock and Common Warrants offered hereby, we refer you to the registration statement and the exhibits filed with the registration statement. Statements contained in this prospectus regarding the contents of any contract or other document that is filed as an exhibit to the registration statement are not necessarily complete, and each such statement is qualified in all respects by reference to the full text of such contract or other document filed as an exhibit to the registration statement. The SEC also maintains an internet website that contains reports, proxy statements and other information about registrants, like us, that file electronically with the SEC. The address of that website is www.sec.gov. Â We are required to file periodic reports, proxy statements, and other information with the SEC pursuant to the Exchange Act. These reports, proxy statements, and other information will be available on the website of the SEC referred to above. Â We also maintain a website at www.ryvyl.com, through which you may access these materials free of charge as soon as reasonably practicable after they are electronically filed with, or furnished to, the SEC. Information contained on or accessed through our website is not a part of this prospectus and the inclusion of our website address in this prospectus is an inactive textual reference only. Â 77 Table of Contents Â INDEX TO FINANCIAL STATEMENTS Â Â Â Page Â F-1 Table of Contents Â Report of Independent Registered Public Accounting Firm Â Shareholders and Board of Directors RYVYL, Inc. San Diego, CA Â Opinion on the Consolidated Financial Statements Â We have audited the accompanying consolidated balance sheets of Ryvyl, Inc. (the â€œCompanyâ€) as of December 31, 2023 and 2022, the related consolidated statements of operations and comprehensive income, stockholdersâ€™ equity(deficit), and cash flows for each of the years then ended, and the related notes (collectively referred to as the â€œconsolidated financial statementsâ€). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2023 and 2022, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America. Â Substantial Doubt About the Companyâ€™s Ability to Continue as a Going Concern Â The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As described in Note 2 and Note 17 to the consolidated financial statements, there has been a notable decrease in processing volume during the first quarter of 2024 subsequently, primarily due to the transition of the QuickCard product in North America. This transition has resulted in a significant decline in processing volume and revenue, consequently affecting the Companyâ€™s short-term cash flow for operating activities. The cash flow shortage has jeopardized its ability to continue as a going concern. Managementâ€™s evaluation of the events and conditions and managementâ€™s plans regarding these matters are also described in Note 2. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. Our opinion is not modified with respect to this matter. Â Basis for Opinion Â These consolidated financial statements are the responsibility of the Companyâ€™s management. Our responsibility is to express an opinion on the Companyâ€™s consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (â€œPCAOBâ€) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. Â We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Companyâ€™s internal control over financial reporting. Accordingly, we express no such opinion. Â Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion. Â Critical Audit Matter Â The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate. Â Goodwill Â As described in Notes 2, 4 and 6 to the consolidated financial statements, the Companyâ€™s consolidated Goodwill balance was $26.753 million at December 31, 2023. Â The Company utilized the qualitative assessment when performing annual goodwill impairment, based on which the management concluded there was no impairment as of December 31, 2023. Â F-2 Table of Contents Â We identified the goodwill impairment as a critical audit matter because the assessment is solely relied on a qualitative assessment result which involves the managementâ€™s subjective interpretation of the potential events and circumstances. Auditing these elements involved a high degree of auditor judgment and an increased extent of effort when performing audit procedures to evaluate the reasonableness of managementâ€™s interpretation in relation to the potential events and circumstances. Â The primary procedures we performed to address this critical audit matter included: Â Â â— Conducted a comprehensive walkthrough of the financial reporting cycles, specifically focusing on the procedures related to managementâ€™s annual evaluation of goodwill impairment. Â â— Assessed the validity of managementâ€™s analysis and evaluation of pertinent events and circumstances, scrutinizing the financial data utilized in the assessment. Â â— Independently recalculated the fair value of each reporting unit using the discounted cash flow method, aligning with managementâ€™s long-term strategic plan and adjusting for the Companyâ€™s current performance. Â â— Further assessed impairment by comparing the net book value of assets to the Companyâ€™s market capitalization. Â Modification and Conversion of Senior Convertible Note (the â€œNoteâ€) Â As outlined in Note 9 to the consolidated financial statements, the Companyâ€™s consolidated balance of a Note amounted to $15.294 million as of December 31, 2023 following two modifications made to the Note throughout the year. Â The intricate accounting rules governing senior convertible note modification and conversion necessitate a detailed assessment of future cash flows, particularly considering the variable conversion price and the fair market value of the conversion both before and after modification. Incorrectly applying payment scenarios could result in a significant impact on accounting outcomes. Â We identified the Note modification as a critical audit matter because of the Company has amended the Note twice in a year. Auditing these elements involved complex auditor judgment due to the nature and extent of audit effort required to address these matters. Â The primary procedures we performed to address this critical audit matter included: Â Â â— Conducted a comprehensive walkthrough of the financial reporting cycles, which encompassed the handling of significant equity and financing transactions. Â â— Evaluated the expertise of the specialist engaged by the Company to assess the impact of the Note modification. This assessment involved scrutinizing the reasonableness of assumptions made, considering the Companyâ€™s historical stock prices, operational performance, third-party market data, and ensuring consistency with evidence obtained elsewhere in the audit. Â â— Assessed the accounting treatment of the Note modification in accordance with ASC 470 and ASC 815 while also recalculating the cash flow used for 10% testing. Â â— Assessed the accuracy of accounting entries based on the outcomes of the assessment, including the validation of principal repayment and principal conversion entries made upon modification Â â— Verified the recognition of the Note by scrutinizing the input of the amortization schedule and recalculating said schedule to ensure accuracy. Â /s/Â Â Simon & Edward, LLP We have served as the Companyâ€™s auditor since 2022. Rowland Heights, CA Â March 26, 2024 Â F-3 Table of Contents Â RYVYL INC. CONSOLIDATED BALANCE SHEETS (in thousands, except share and per share data) Â Â Â December 31,Â Â Â 2023Â Â 2022Â ASSETSÂ Â Â Â Â Â Current Assets:Â Â Â Â Â Â Cash and cash equivalentsÂ $12,180Â Â $13,961Â Restricted cashÂ Â 61,138Â Â Â 26,873Â Accounts receivable, net of allowance for credit losses of $23 and $82, respectivelyÂ Â 859Â Â Â 1,156Â Cash due from gateways, net of allowance of $2,636 and $3,917, respectivelyÂ Â 12,834Â Â Â 7,427Â Prepaid and other current assetsÂ Â 2,854Â Â Â 9,799Â Total current assetsÂ Â 89,865Â Â Â 59,216Â Â Â Â Â Â Â Â Â Â Non-current Assets:Â Â Â Â Â Â Â Â Property and equipment, netÂ Â 306Â Â Â 1,696Â GoodwillÂ Â 26,753Â Â Â 26,753Â Intangible assets, netÂ Â 5,059Â Â Â 6,739Â Operating lease right-of-use assets, netÂ Â 4,279Â Â Â 1,533Â Other assetsÂ Â 2,403Â Â Â 1,720Â Total non-current assetsÂ Â 38,800Â Â Â 38,441Â Â Â Â Â Â Â Â Â Â Total assetsÂ $128,665Â Â $97,657Â Â Â Â Â Â Â Â Â Â LIABILITIES AND STOCKHOLDERSâ€™ EQUITY/(DEFICIT)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 payableÂ Â 1,819Â Â Â 1,630Â Accrued liabilitiesÂ Â 5,755Â Â Â 3,350Â Accrued interestÂ Â -Â Â Â 1,728Â Payment processing liabilities, netÂ Â 76,772Â Â Â 28,912Â Current portion of operating lease liabilitiesÂ Â 692Â Â Â 534Â Other current liabilitiesÂ Â 504Â Â Â 582Â Total current liabilitiesÂ Â 85,542Â Â Â 36,736Â Long term debt, net of debt discount of $3,906 and $24,349, respectivelyÂ Â 15,912Â Â Â 61,735Â Operating lease liabilities, less current portionÂ Â 3,720Â Â Â 1,109Â Total liabilitiesÂ Â 105,174Â Â Â 99,580Â Â Â Â Â Â Â Â Â Â Commitments and contingenciesÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Stockholdersâ€™ Equity/(Deficit):Â Â Â Â Â Â Â Â Preferred stock, Series B, par value $0.01, 5,000,000 shares authorized; shares issued and outstanding of 55,000 and 0, respectivelyÂ Â 1Â Â Â -Â Common stock, par value $0.001, 100,000,000 shares authorized; shares issued and outstanding of 5,996,948 and 4,972,736, respectivelyÂ Â 6Â Â Â 5Â Additional paid-in capitalÂ Â 175,664Â Â Â 97,494Â Accumulated other comprehensive incomeÂ Â 401Â Â Â 357Â Accumulated deficitÂ Â (152,581)Â Â (99,772) Less: Shares to be returnedÂ Â -Â Â Â (7) Total stockholdersâ€™ equity/(deficit)Â Â 23,491Â Â Â (1,923) Â Â Â Â Â Â Â Â Â Total liabilities and stockholderâ€™s equity/(deficit)Â $128,665Â Â $97,657Â Â The accompanying notes are an integral part of these audited financial statements. Â F-4 Table of Contents Â RYVYL INC. CONSOLIDATED STATEMENTS OF OPERATIONS (in thousands, except share and per share data) Â Â Â Year Ended December 31,Â Â Â 2023Â Â 2022Â RevenueÂ $65,869Â Â $32,909Â Cost of revenueÂ Â 40,157Â Â Â 16,786Â Gross profitÂ Â 25,712Â Â Â 16,123Â Â Â Â Â Â Â Â Â Â Operating expenses:Â Â Â Â Â Â Â Â Advertising and marketingÂ Â 80Â Â Â 1,337Â Research and developmentÂ Â 5,757Â Â Â 6,276Â General and administrativeÂ Â 8,678Â Â Â 6,603Â Payroll and payroll taxesÂ Â 12,017Â Â Â 10,547Â Professional feesÂ Â 7,076Â Â Â 5,312Â Stock compensation expenseÂ Â 1,853Â Â Â 2,969Â Depreciation and amortizationÂ Â 2,553Â Â Â 20,917Â Total operating expensesÂ Â 38,014Â Â Â 53,961Â Â Â Â Â Â Â Â Â Â Loss from operationsÂ Â (12,302)Â Â (37,838) Â Â Â Â Â Â Â Â Â Other income (expense):Â Â Â Â Â Â Â Â Interest expenseÂ Â (3,340)Â Â (8,169) Accretion of debt discountÂ Â (13,134)Â Â (13,980) Changes in fair value of derivative liabilityÂ Â 6,544Â Â Â 16,857Â Derecognition expense on conversion of convertible debtÂ Â (25,035)Â Â (5,709) Legal settlement expenseÂ Â (4,142)Â Â -Â Gain on sale of property and equipmentÂ Â 1,069Â Â Â -Â Other expenseÂ Â (2,472)Â Â (405) Total other income (expense), netÂ Â (40,510)Â Â (11,406) Â Â Â Â Â Â Â Â Â Loss before provision for income taxesÂ Â (52,812)Â Â (49,244) Â Â Â Â Â Â Â Â Â Income tax provisionÂ Â 289Â Â Â (8) Â Â Â Â Â Â Â Â Â Net lossÂ $(53,101)Â $(49,236) Â Â Â Â Â Â Â Â Â Comprehensive income statement:Â Â Â Â Â Â Â Â Net lossÂ $(53,101)Â $(49,236) Foreign currency translation gainÂ Â 44Â Â Â 357Â Total comprehensive lossÂ $(53,057)Â $(48,879) Â Â Â Â Â Â Â Â Â Net loss per share:Â Â Â Â Â Â Â Â Basic and dilutedÂ $(10.11)Â $(10.80) Weighted average number of common shares outstanding:Â Â Â Â Â Â Â Â Basic and dilutedÂ Â 5,251,852Â Â Â 4,557,200Â Â The accompanying notes are an integral part of these audited financial statements. Â F-5 Table of Contents Â RYVYL INC. CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERSâ€™ EQUITY/(DEFICIT) (in thousands, except share and per share data) Â Â Â Common Stock Â Â Treasury Stock Â Â Preferred Stock Â Â Â Â Other Â Â Â Â Â Â Â Â Shares Â Â Amount Â Â To be Issued Â Â Amount Â Â To be returned Â Â Amount Â Â Shares Â Â at Cost Â Â Series B Shares Â Â Amount Â Â Additional Paid In Capital Â Â Accumulated Comprehensive Income Â Â Accumulated Deficit Â Â Total Stockholdersâ€™ Equity/(Deficit) Â Balance at DecemberÂ 31, 2021 (as restated)Â Â 4,354,665Â Â $Â Â Â Â Â Â 4Â Â Â -Â Â $Â Â Â Â Â Â Â -Â Â Â (143,689)Â $(985)Â Â (71,463)Â $(493)Â Â Â Â Â Â -Â Â $Â Â Â Â -Â Â $81,479Â Â $Â Â Â Â Â Â Â -Â Â $(50,536)Â $29,469Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Common stock issued for servicesÂ Â 35,488Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 464Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â -Â Â Â -Â Â Â 464Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Common stock issued to shareholderÂ Â 3,333Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Common stock issued for stock options exercisedÂ Â 1,242Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 5Â Â Â -Â Â Â -Â Â Â 5Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Common stock contributed and cancelled from shareholderÂ Â (230,000)Â Â -Â Â Â -Â Â Â -Â Â Â 130,000Â Â Â 978Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â (1,798)Â Â -Â Â Â -Â Â Â (820) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Common stock issued for acquisition of Sky Financial & Intelligence assetsÂ Â 50,000Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 2,110Â Â Â -Â Â Â -Â Â Â 2,110Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Common stock issued for conversion of convertible debtÂ Â 595,610Â Â Â 1Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 12,825Â Â Â -Â Â Â -Â Â Â 12,826Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Common stock issued for interest on convertible debtÂ Â 189,650Â Â Â -Â Â Â 174,116Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 2,528Â Â Â -Â Â Â -Â Â Â 2,528Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Treasury stockÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â (68,376)Â Â (324)Â Â -Â Â Â -Â Â Â (2,913)Â Â -Â Â Â -Â Â Â (3,237) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Treasury stock cancelledÂ Â (139,839)Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 139,839Â Â Â 817Â Â Â -Â Â Â -Â Â Â (817)Â Â -Â Â Â -Â Â Â -Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Common stock issued to employees for compensationÂ Â 112,587Â Â Â -Â Â Â 1,276Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 2,372Â Â Â -Â Â Â -Â Â Â 2,372Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Other comprehensive lossÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 1,596Â Â Â -Â Â Â 1,596Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Reclassification adjustmentÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 1,239Â Â Â (1,239)Â Â -Â Â Â -Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net lossÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â (49,236)Â Â (49,236) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Balance at DecemberÂ 31, 2022Â Â 4,972,736Â Â $5Â Â Â 175,392Â Â $-Â Â Â (13,689)Â $(7)Â Â -Â Â $-Â Â Â -Â Â $-Â Â $97,494Â Â $357Â Â $(99,772)Â $(1,923) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Common stock issued to employees for compensationÂ Â 303,015Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 1,555Â Â Â -Â Â Â -Â Â Â 1,555Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Restricted common stock issued for compensationÂ Â 23,820Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 129Â Â Â -Â Â Â -Â Â Â 129Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Common stock issued for conversion of convertible debtÂ Â 527,172Â Â Â 1Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 2,514Â Â Â -Â Â Â -Â Â Â 2,515Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Common stock issued for interest on convertible debtÂ Â 176,130Â Â Â -Â Â Â (175,392)Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 5Â Â Â -Â Â Â -Â Â Â 5Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Shares forfeitedÂ Â (26,683)Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â (167)Â Â -Â Â Â -Â Â Â (167) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Issuance for rounding of fractional shares due to reverse stock splitÂ Â 34,430Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Issuance of Series B preferred stock for conversion of convertible debtÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 55,000Â Â Â 1Â Â Â 74,141Â Â Â -Â Â Â -Â Â Â 74,142Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Carryover effects of financial statement restatements in prior periodsÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 292Â Â Â 292Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Shares returned or cancelledÂ Â (13,672)Â Â -Â Â Â -Â Â Â -Â Â Â 13,689Â Â Â 7Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â (7)Â Â -Â Â Â -Â Â Â -Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net loss and comprehensive lossÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 44Â Â Â (53,101)Â Â (53,057) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Balance at DecemberÂ 31, 2023Â Â 5,996,948Â Â $6Â Â Â -Â Â $-Â Â Â -Â Â $-Â Â Â -Â Â $-Â Â Â 55,000Â Â $1Â Â $175,664Â Â $401Â Â $(152,581)Â $23,491Â Â The accompanying notes are an integral part of these audited financial statements. Â F-6 Table of Contents Â RYVYL INC. CONSOLIDATED STATEMENTS OF CASH FLOWS (in thousands, except share and per share data)Â Â Â Â Year Ended December 31,Â Â Â 2023Â Â 2022Â Cash flows from operating activities:Â Â Â Â Â Â Net lossÂ $(53,101)Â $(49,236) Adjustments to reconcile net loss to net cash used in operating activities:Â Â Â Â Â Â Â Â Depreciation and amortization expenseÂ Â 2,553Â Â Â 20,917Â Noncash lease expenseÂ Â 350Â Â Â 43Â Stock compensation expenseÂ Â 1,853Â Â Â 2,969Â Stock issued for interest expenseÂ Â -Â Â Â 2,418Â Accretion of debt discountÂ Â 13,134Â Â Â 13,980Â Derecognition expense on conversion of convertible debtÂ Â 25,035Â Â Â 5,709Â Changes in fair value of derivative liabilityÂ Â (6,544)Â Â (16,857) Gain on sale of property and equipmentÂ Â (1,069)Â Â -Â Changes in assets and liabilities:Â Â Â Â Â Â Â Â Accounts receivable, netÂ Â 297Â Â Â (1,367) Prepaid and other current assetsÂ Â 6,568Â Â Â (1,539) Cash due from gateways, netÂ Â (5,407)Â Â (1,218) Other assetsÂ Â (1,183)Â Â (6) Accounts payableÂ Â 189Â Â Â 1,161Â Accrued and other current liabilitiesÂ Â 2,080Â Â Â 2,662Â Accrued interestÂ Â 546Â Â Â 502Â Payment processing liabilities, netÂ Â 47,860Â Â Â 10,518Â Net cash provided by (used in) operating activitiesÂ Â 33,161Â Â Â (9,344) Â Â Â Â Â Â Â Â Â Cash flows from investing activities:Â Â Â Â Â Â Â Â Purchases of property and equipmentÂ Â (108)Â Â (162) Proceeds from sale of property and equipmentÂ Â 2,620Â Â Â -Â Logicquest Technology asset acquisitionÂ Â (225)Â Â -Â Deposit on acquisitionsÂ Â -Â Â Â (936) Purchase of intangiblesÂ Â -Â Â Â (500) Transact Europe Holdings acquisitionÂ Â -Â Â Â (28,811) Sky Financial & Intelligence asset acquisitionÂ Â -Â Â Â (16,000) Net cash provided by (used in) investing activitiesÂ Â 2,287Â Â Â (46,409) Â Â Â Â Â Â Â Â Â Cash flows from financing activities:Â Â Â Â Â Â Â Â Treasury stock purchasesÂ Â 7Â Â Â (4,057) Proceeds from stock option exercisesÂ Â -Â Â Â 8Â Repayments of convertible debtÂ Â (3,000)Â Â (6,000) Repayments on long-term debtÂ Â (15)Â Â -Â Net cash used in financing activitiesÂ Â (3,008)Â Â (10,049) Â Â Â Â Â Â Â Â Â Restricted cash acquired from Transact EuropeÂ Â -Â Â Â 16,719Â Net increase (decrease) in cash, cash equivalents, and restricted cashÂ Â 32,440Â Â Â (49,083) Â Â Â Â Â Â Â Â Â Foreign currency translation adjustmentÂ Â 44Â Â Â 357Â Â Â Â Â Â Â Â Â Â Cash, cash equivalents, and restricted cash â€" beginning of periodÂ Â 40,834Â Â Â 89,560Â Â Â Â Â Â Â Â Â Â Cash, cash equivalents, and restricted cash â€" end of periodÂ $73,318Â Â $40,834Â Â Â Â Â Â Â Â Â Â Supplemental disclosures of cash flow informationÂ Â Â Â Â Â Â Â Cash paid during the period for:Â Â Â Â Â Â Â Â InterestÂ $2,709Â Â $5,751Â Income taxesÂ $-Â Â $-Â Â Â Â Â Â Â Â Â Â Non-cash financing and investing activities:Â Â Â Â Â Â Â Â Convertible debt conversion to preferred stockÂ $64,600Â Â $-Â Convertible debt conversion to common stockÂ $1,650Â Â $8,550Â Interest accrual from convertible debt converted to preferred stockÂ $1,703Â Â $-Â Interest accrual from convertible debt converted to common stockÂ $4Â Â $-Â Â The accompanying notes are an integral part of these audited financial statements.Â Â F-7 Table of Contents Â RYVYL INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Â 1.Description of the Business and Basis of Presentation Â Organization Â RYVYL Inc. (together with its subsidiaries, the â€œCompanyâ€) is a financial technology company that develops, markets, and sells innovative blockchain-based payment solutions, which offer significant improvements for the payment solutions marketplace. The Companyâ€™s core focus is developing and monetizing disruptive blockchain-based applications, integrated within an end-to-end suite of financial products, capable of supporting a multitude of industries. The Companyâ€™s proprietary, blockchain-based systems are designed to facilitate, record, and store a limitless volume of tokenized assets, representing cash or data, on a secured, immutable blockchain-based ledger. Â On April 1, 2022, the Company completed the acquisition of Transact Europe Holdings. Transact Europe Holdings is the holding company of TEU, which formally changed its name to RYVYL EU on December 16, 2022. RYVYL EU is an EU regulated electronic money institution headquartered in Sofia, Bulgaria. RYVYL EU is a Principal Level Member of Visa, a worldwide member of MasterCard, and a principal member of China UnionPay. In addition, RYVYL EU is part of the SEPA program, a payment system enabling cashless payments across continental Europe. RYVYL EU provides complete payment solutions by offering acquiring, issuing of prepaid cards and agent banking, serving hundreds of clients. With a global footprint, proprietary payment gateway, and technology platforms, RYVYL EU offers a comprehensive portfolio of services and decades of industry experience. The Company paid approximately $28.8 million (â‚¬26.0 million) in total consideration for the purchase. Â Name Change Â On May 3, 2018, PubCo formally changed its name to GreenBox POS LLC, then subsequently changed its name to GreenBox POS on December 13, 2018. On October 13, 2022 GreenBox POS changed its name to RYVYL Inc. (â€œRYVYLâ€). Unless the context otherwise requires, all references to â€œthe Company,â€ â€œwe,â€ â€œourâ€, â€œusâ€ and â€œPubCoâ€ refer to RYVYL Inc. Unless the context otherwise requires, all references to â€œPrivCoâ€ or the â€œPrivate Companyâ€ refer to GreenBox POS LLC, a limited liability company, formed in the state of Washington. Â Basis of Presentation and Consolidation Â The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (â€œGAAPâ€). All intercompany transactions and balances have been eliminated in the accompanying consolidated financial statements. Â 2.Summary of Significant Accounting Policies Â Going Concern Â As further described in Note 17, Subsequent Events, since February 2024, the Companyâ€™s North America segment has been experiencing a significant decline in revenue, which is the direct result of having to abruptly transition its QuickCard product from terminal-based to app-based processing. While this decline in revenue is considered temporary, it has adversely impacted the Companyâ€™s liquidity in the short term, within the North America segment. As a result, management has determined that the Companyâ€™s cash and cash equivalents as of December 31, 2023 are not sufficient to fund the North America segmentâ€™s operations and capital needs for the next 12 months from the issuance of this Report. Â As a result of the developments described above and further described in Note 17, Subsequent Events, substantial doubt exists about the Companyâ€™s ability to continue as a going concern. The Companyâ€™s ability to continue as a going concern is contingent upon the successful execution of managementâ€™s intended plan over the next twelve months to improve the liquidity of its North America segment, which includes, without limitation: Â Â â— acceleration of the Companyâ€™s business development efforts to drive volumes in diversified business verticals; Â Â â— the implementation of cost control measures to more effectively manage spending Â in the North America segment and right sizing the organization, where appropriate; Â Â â— repatriation of offshore profits from the Companyâ€™s European subsidiaries, whose continued accelerated growth and generation of positive cash flow have already provided, and will continue to provide, an immediate and viable short-term source of capital during this product transition; and Â Â â— a capital raise, which the Company intends to negotiate and consummate in the immediate term. Â F-8 Table of Contents Â RYVYL INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Â Management has assessed that its intended plan is appropriate and sufficient to address the liquidity shortfall in its North America segment. However, there can be no guarantee that we will be successful in implementing our plan or in acquiring additional funding, that our projections of our future capital needs will prove accurate, or that any additional funding will be sufficient to continue our operations in the North America segment. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. Â Use of Estimates Â The preparation of the Companyâ€™s consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. To the extent that there are material differences between these estimates and actual results, the Companyâ€™s financial condition or operating results will be materially affected. The Company bases its estimates on current and past experience, to the extent that historical experience is predictive of future performance, and other assumptions that the Company believes are reasonable under the circumstances. The Company evaluates these estimates on an ongoing basis. Â Reclassification Â Certain prior year amounts have been reclassified for consistency with the current period presentation. These reclassifications had no effect on the reported financial position, results of operations or cash flows. Â Reverse Stock Split Â On September 6, 2023, the Company filed a certificate of amendment to its amended and restated certificate of incorporation with the Secretary of State of the State of Nevada to effect a 1-for-10 reverse stock split (the â€œReverse Stock Splitâ€) of the Companyâ€™s shares of common stock, par value $0.001 per share (the â€œcommon stockâ€). Such amendment and ratio were previously approved by the board of directors. Under Nevada Revised Statutes Section 78.207, stockholder approval of the Reverse Stock Split was not required because (i) both the number of authorized shares of the common stock and the number of issued and outstanding shares of the common stock were proportionally reduced as a result of the Reverse Stock Split; (ii) the Reverse Stock Split did not adversely affect any other class of stock of the Company; and (iii) the Company did not pay money or issue scrip to stockholders who would otherwise be entitled to receive a fractional share as a result of the Reverse Stock Split. As a result of the Reverse Stock Split, which was effective September 6, 2023, every ten shares of the Companyâ€™s pre-reverse split outstanding common stock were combined and reclassified into one share of common stock. Proportionate voting rights and other rights of common stockholders were not affected by the Reverse Stock Split. Any fractional shares of common stock resulting from the Reverse Stock Split were rounded up to the nearest whole share. All stock options outstanding and common stock reserved for issuance under the Companyâ€™s equity incentive plans outstanding immediately prior to the Reverse Stock Split were adjusted by dividing the number of affected shares of common stock by ten and, as applicable, multiplying the exercise price by ten. All share numbers, share prices, exercise prices and per share amounts have been adjusted, on a retroactive basis to reflect this 1-for-10 Reverse Stock Split. Â Cash, Cash Equivalents and Restricted Cash Â Cash and cash equivalents consist of cash on hand, cash on deposit with banks, and highly liquid debt investments with an original maturity of three months or less. Â Restricted cash substantially consists of cash received from gateways for merchant transactions processed, which has yet to be distributed to merchants, ISOs and their agents at the end of the period. Â Cash Due from Gateways, Net Â The Company generates the majority of its revenue from payment processing services provided to its merchant clients. When a merchant makes a sale, the process of receiving the payment card information, engaging the banks for transferring the proceeds to the merchantâ€™s account via digital gateways, and recording the transaction on a blockchain ledger, are the activities for which the Company gets to collect fees. Cash due from gateways represent amounts due to the Company for transactions processed but not yet distributed by the gateways. Â F-9 Table of Contents Â RYVYL INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Â The gateways have strict policies pertaining to the scheduling of the release of funds to merchants based on several criteria that include, but are not limited to, return and chargeback history, associated risk for the specific business vertical, average transaction amount, etc. To mitigate potential credit losses associated with these risks, the gateways use these policies to determine reserve requirements and a payment in arrears strategy. While reserve and payment in arrears restrictions are in effect for a merchant payout, the Company records the reserved amounts against cash due from the gateways until the restriction is released. Â Payment Processing Liabilities Â The Companyâ€™s proprietary blockchain-based technology serves as the settlement engine for all transactions within the Companyâ€™s ecosystem. The blockchain ledger provides a robust and secure platform to log large volumes of immutable transactional records in real time. In summary, blockchain is a distributed ledger that uses digitally encrypted keys to verify, secure and record details of each transaction conducted within an ecosystem. Unlike general blockchain-based systems, the Company uses proprietary, private ledger technology to verify every transaction conducted within the Companyâ€™s ecosystem. The verification of transaction data comes from trusted partners, all of whom have been extensively vetted by the Company. The Company facilitates all financial elements of its closed-loop ecosystem, and it acts as the administrator for all related accounts. Using the Companyâ€™s TrustGateway technology, the Company seeks authorization and settlement for each transaction from Gateways to the issuing bank responsible for the credit/debit card used in the transaction. When a gateway settles the transaction, the companyâ€™s TrustGateway technology composes a chain of blockchain instructions to the Companyâ€™s ledger manager system. Â When consumers use credit or debit cards to pay for transactions with merchants who use our ecosystem, the transaction starts with the consumer purchasing tokens from the Company. Tokens in this context are used to represent and track the value or number of credits the consumer has received in the blockchain. The issuance of tokens is accomplished when the Company loads a virtual wallet with a token, which then transfers credits to the merchantâ€™s wallet on a dollar-for-dollar basis, after which the merchant releases its goods or services to the consumer. These transfers take place instantaneously and seamlessly, allowing the transaction experience to seem like any other ordinary credit or debit card transaction to the consumer and merchant. Â While the Companyâ€™s blockchain ledger records transaction details instantaneously, the final cash settlement of each transaction can take days to weeks, depending upon contract terms between the Company and the gateways the Company uses, between the Company and its ISOs, and between the Company and/or its ISOs and merchants who use the Companyâ€™s services. In the case where the gateways have not yet remitted funds to the Company pertaining to transactions already processed, the Company records those amounts as cash due from gateways, net â€" a current asset. Concurrently, the Company records a portion of the cash due from gateways as revenue and the remaining balance, which is due to merchants and ISOs, as payment processing liabilities, net â€" a current liability. The balance included in payment processing liabilities, net in the consolidated balance sheets is equal to the sum of amounts due to merchants and ISOs related to the aforementioned unsettled transactions and the amounts due to merchants and ISOs on already settled transactions that these merchants and ISOs have not yet redeemed in the blockchain. Â Revenue Recognition Â Revenue is recognized when control of the promised goods or services is transferred to customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. Â The Company generates the majority of its revenue from payment processing services. Payment processing services revenue is typically based on a percentage of the value of each transaction processed and/or upon fixed amounts specified per each transaction or service. The Company satisfies its performance obligations and, therefore, recognizes the processing fees as revenue at a point in time, upon the authorization of a merchant sale transaction. Â Research and Development Costs Â Research and development costs primarily consist of salaries and benefits for research and development personnel and outsourced contracted services, as well as associated supplies and materials. These costs are expensed as incurred. Â F-10 Table of Contents Â RYVYL INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Â Accounts Receivable, Net Â Accounts receivable consist of amounts recorded in connection with the sale of payment processing terminals and related accessories. Accounts receivable are recorded at invoiced amounts, net of an allowance for credit losses, and do not bear interest. In accordance with Accounting Standards Update (â€œASUâ€) No. 2016-13, Financial Instruments â€" Credit Losses (ASC 326): Measurement of Credit Losses on Financial Instruments (â€œASU 2016-13â€), the Company measures its allowance for credit losses using an expected credit loss model that reflects the Companyâ€™s current estimate of expected credit losses inherent in the enterprise and the accounts receivable balance. In determining the expected credit losses, the Company considers its historical loss experience, the aging of its accounts receivable balance, current economic and business conditions, and anticipated future economic events that may impact collectability. The Company reviews its allowance for credit losses periodically and, as needed, amounts are written-off when determined to be uncollectible. As of December 31, 2023 and 2022 the allowance for credit losses was immaterial. Â Prepaid Expenses and Other Current Assets Â Prepaid expenses and other current assets primarily consist of inventory and deposits made by our European subsidiaries with credit card companies. Â Property and Equipment, Net Â Property and equipment primarily consist of computer equipment, leasehold improvements, and furniture and fixtures. Property and equipment are stated at historical cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the assets, which range from three to eight years. Leasehold improvements are amortized over the shorter of the lease term or the estimated useful life of the related asset. Expenditures for repairs and maintenance are charged to expense as incurred. For assets sold or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts, and any related gain or loss is reflected in income for the period. Â Fair Value Measurements Â The Company applies fair value accounting for assets and liabilities that are recognized or disclosed at fair value in the consolidated financial statements on a recurring basis. Fair value is defined as the price received to sell an asset or paid to transfer a liability in the principal market for the asset or liability in an orderly transaction between market participants on the measurement date. Â ASC Topic 820, Fair Value Measurements, establishes a three-level hierarchy priority for disclosure of assets and liabilities recorded at fair value. The ordering of priority reflects the degree to which objective prices in external active markets are available to measure fair value. The classification of assets and liabilities within the hierarchy is based on whether the inputs to the valuation methodology used for measurement are observable or unobservable. The Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible. The three levels in the hierarchy are as follows: Â Â â— Level 1 â€"Â Observable inputs, such as unadjusted quoted prices in active markets for identical assets or liabilities accessible to the reporting entity at the measurement date. Â Â â— Level 2 â€"Â Observable inputs other than Level 1 quoted prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Â Â â— Level 3 â€"Â Unobservable inputs that cannot be directly corroborated by observable market data and that typically reflect managementâ€™s estimate of assumptions that market participants would use in pricing the asset or liability. Â The Company measures its convertible note and related derivative liability at fair value. The Company classifies these liabilities as Level 3 of the fair value hierarchy, as fair values are estimated using models that use both observable (e.g., changes in market interest rates) and unobservable (e.g., changes in unobservable long-dated volatilities) inputs. Â F-11 Table of Contents Â RYVYL INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Â Goodwill and Intangible Assets Â Goodwill is recorded when the consideration paid for an acquisition of a business exceeds the fair value of the identifiable net tangible and intangible assets acquired. Â Goodwill is tested for impairment, at a minimum, on an annual basis at the reporting unit level by first performing a qualitative assessment to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying value. If the reporting unit does not pass the qualitative assessment, then the reporting unitâ€™s carrying value is compared to its fair value. Goodwill is considered impaired if the carrying value of the reporting unit exceeds its fair value. The Companyâ€™s policy is to perform its annual impairment test of goodwill as of December 31 of each fiscal year. Based on our most recent annual impairment assessment, we determined that no adjustment to the carrying value of goodwill of our reporting unit as required. Â Intangible assets consist of acquired customer relationships and business intellectual properties. Intangible assets are amortized over their estimated useful lives, ranging from two to five years, using the straight-line method. No significant residual value is estimated for intangible assets. Â Impairment of Long-Lived Assets Â The Company evaluates property and equipment and finite-lived intangible assets for impairment whenever events or circumstances indicate that the carrying amounts of such assets may not be recoverable. Recoverability is measured by comparing the carrying amount of an asset or an asset group to estimated undiscounted future net cash flows expected to be generated. If the carrying amount of the longâ€"lived asset or asset group is not recoverable on an undiscounted cash flow basis, an impairment is recognized to the extent that the carrying amount exceeds its fair value. Fair value is determined through various valuation techniques including discounted cash flow models, quoted market values, and thirdâ€"party independent appraisals, as considered necessary. Other than the charge-off recorded during the period ended December 31, 2022, for the entire consideration paid in connection with the contracted acquisition of the Sky Financial portfolio, the Company determined that the values of its long-lived assets as of December 31, 2023 and 2022, are supportable and recoverable. Â Leases Â The Company leases office space under non-cancellable operating leases with various expiration dates. The Company determines whether an arrangement is a lease for accounting purposes at contract inception. Operating leases are recorded as right-of-use (â€œROUâ€) assets, which are included within noncurrent assets, and lease liabilities, which are included within current and noncurrent liabilities on our consolidated balance sheets. Â Operating lease ROU assets and operating lease liabilities are recognized at the lease commencement date based on the present value of the future lease payments over the lease term. ROU assets are based on the lease liability and are increased by prepaid lease payments and decreased by lease incentives received, where applicable. The interest rate used to determine the present value of the future lease payments is the Companyâ€™s incremental borrowing rate because the interest rate implicit in the Companyâ€™s leases is not readily determinable. The Companyâ€™s incremental borrowing rate is estimated to approximate the interest rate that the Company would pay to borrow on a collateralized basis with similar terms and payments as the lease, and in economic environments where the leased asset is located. Certain leases require the Company to pay taxes, maintenance, and other operating expenses associated with the leased asset. Such amounts are not included in the measurement of the ROU assets and lease liabilities. These lease costs are recognized as lease expenses when incurred. Â The Company evaluates ROU assets related to leases for indicators of impairment whenever events or changes in circumstances indicate that the carrying amount of a ROU asset may not be recoverable. When a decision has been made to exit a lease prior to the contractual term or to sublease that space, the Company evaluates the asset for impairment and recognizes the associated impact to the ROU asset and related expense, if applicable. The evaluation is performed at the asset group level initially and when appropriate, at the lowest level of identifiable cash flows, which is at the individual lease level. Undiscounted cash flows expected to be generated by the related ROU assets are estimated over the ROU assetsâ€™ useful lives. If the evaluation indicates that the carrying amount of the ROU assets may not be recoverable, any potential impairment is measured based upon the fair value of the related ROU asset or asset group as determined by appropriate valuation techniques. Â F-12 Table of Contents Â RYVYL INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Â Stock Based Compensation Â Stock-based compensation expense relates to restricted stock awards (â€œRSAsâ€) and stock options granted to employees and non-employee directors under the Companyâ€™s equity incentive plans, which are measured based on the grant-date fair value. The fair value of RSAs is determined by the closing price of the Companyâ€™s common stock on the grant date. The fair value of stock options is estimated on the date of grant using the Black-Scholes-Merton option valuation model. Generally, stock-based compensation expense is recorded on a straight-line basis over the requisite service period. The Company accounts for forfeitures as they occur. Â Income Taxes Â Income taxes are accounted for under the asset and liability method. Deferred income taxes are recognized for temporary differences between the tax basis of assets and liabilities and their reported amounts in the financial statements, net of operating loss carry forwards and credits, by applying enacted statutory tax rates applicable to future years. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is not more likely than not that some portion of or all the deferred tax assets will not be realized. Judgment is required in determining and evaluating income tax provisions and valuation allowances for deferred income tax assets. We recognize an income tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by taxing authorities, based on the technical merits of the position. Â Current income taxes are provided for in accordance with the laws of the relevant taxing authorities. As of December 31, 2023 and 2022, we have valuation allowances which serve to reduce net deferred tax assets. Â Net Loss Per Share Â The Companyâ€™s basic net loss per share is computed by dividing the net loss available to common shareholders by the weighted average number of common shares outstanding during the period without consideration of potentially dilutive securities. Diluted net loss per share is computed by dividing the net loss available to common shareholders by the weighted-average number of shares of common stock outstanding, adjusted for the dilutive effect of all potential shares of common stock. For the years ended December 31, 2023 and 2022, the Companyâ€™s diluted net loss per share is the same as the basic net loss per share, since there are no common stock equivalents outstanding that would have a dilutive effect. Â Segment Reporting Â The Company determines its reportable segments based on how its CODM manages the business, makes operating decisions around the allocation of resources, and evaluates operating performance. Our CODM is our Chief Executive Officer and we have identified two reportable segments: North America and International. These segments represent the components of the Company for which separate financial information is available that is utilized on a regular basis by the CODM to assess segment performance, set strategic goals, and allocate the Companyâ€™s resources. The primary financial measure used by the CODM to evaluate the performance of its segments and allocate resources to them is operating income or (loss). Â Recently Adopted Accounting Pronouncements Â In June 2016, the FASB issued ASU No. 2016-13, Financial Instrumentsâ€"Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments, as amended by subsequently issued ASUs 2018-19, 2019-04, 2019-05, 2019-10, 2019-11, 2020-02, 2020-03 and 2022-02 (collectively, â€œTopic 326â€). Topic 326 requires entities to utilize a new impairment model known as the current expected credit loss (â€œCECLâ€) model for certain financial assets held at the reporting date. The CECL model requires entities to estimate lifetime â€œexpected credit lossâ€ amounts and record them as an allowance that, when deducted from the amortized cost basis of the financial asset, presents the net amount expected to be collected on the financial asset. The CECL model is expected to result in more timely recognition of credit losses. The guidance also amends the impairment model for available for sale debt securities and requires entities to determine whether all or a portion of the unrealized loss on such debt security is a credit loss. The Company adopted the updates as of January 1, 2023, with no material impact on its consolidated financial statements. Â F-13 Table of Contents Â RYVYL INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Â In October 2021, the FASB issued ASU 2021-08, â€œBusiness Combinations (ASC 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers,â€ which requires contract assets and contract liabilities acquired in a business combination to be recognized and measured by the acquirer on the acquisition date in accordance with ASC 606, â€œRevenue from Contracts with Customers,â€ as if the acquirer had originated the contracts. Under current accounting standards, contract assets and contract liabilities acquired in a business combination are to be recorded at fair value using the ASC 805 measurement principle. ASU 2021-08 is effective for fiscal years and interim reporting periods within those fiscal years beginning after December 15, 2022. The adoption of ASU 2021-08, effective January 1, 2023, did not have an impact on the financial condition, results of operations, cash flows and disclosures of the Company. Â Recently Issued Accounting Pronouncements Â In August 2020, the FASB issued ASU 2020-06, Debt â€" Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging â€" Contracts in Entityâ€™s Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entityâ€™s Own Equity (â€œASU 2020-06â€). ASU 2020-06 aims to simplify the accounting for convertible instruments by reducing the number of accounting models for convertible debt instruments and convertible preferred stock. ASU 2020-06 also simplifies the derivative scope exception guidance pertaining to equity classification of contracts in an entityâ€™s own equity and amends the diluted earnings per share guidance, including the requirement to use the if-converted method for all convertible instruments. Early adoption is permitted for fiscal years beginning after December 15, 2020. For SEC filers, excluding smaller reporting companies, ASU 2020-06 is effective for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. For all other entities, ASU 2020-06 is effective for fiscal years beginning after December 15, 2023, including interim periods therein. The Company is currently in the process of evaluating the impact this updated guidance may have on its consolidated financial statements. Â In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures. The amended guidance requires incremental reportable segment disclosures, primarily about significant segment expenses. The amendments also require entities with a single reportable segment to provide all disclosures required by these amendments, and all existing segment disclosures. The amendments will be applied retrospectively to all prior periods presented in the financial statements and is effective for fiscal years beginning after December 15, 2023, and interim periods in fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently in the process of evaluating the impact this amended guidance may have on the footnotes to its consolidated financial statements. Â In December 2023, the FASB issued ASU 2023-08, Intangibles â€" Goodwill and Other â€" Crypto Assets (Subtopic 350-60): Accounting for and Disclosure of Crypto Assets. This amended guidance requires fair value measurement of certain crypto assets each reporting period with the changes in fair value reflected in net income. The amendments also require disclosures of the name, fair value, units held, and cost bases for each significant crypto asset held and annual reconciliations of crypto asset holdings. The new guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2024, with early adoption permitted. We are required to apply these amendments as a cumulative-effect adjustment to retained earnings as of the beginning of the fiscal year in which the guidance is adopted. The adoption of this guidance is not expected to have an impact on our consolidated financial statements, as we currently do not hold any crypto assets. Â In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. The amended guidance enhances income tax disclosures primarily related to the effective tax rate reconciliation and income taxes paid information. This guidance requires disclosure of specific categories in the effective tax rate reconciliation and further information on reconciling items meeting a quantitative threshold. In addition, the amended guidance requires disaggregating income taxes paid (net of refunds received) by federal, state, and foreign taxes. It also requires disaggregating individual jurisdictions in which income taxes paid (net of refunds received) is equal to or greater than 5 percent of total income taxes paid (net of refunds received). The amended guidance is effective for fiscal years beginning after December 15, 2024. The guidance can be applied either prospectively or retrospectively. The Company is currently in the process of evaluating the impact this amended guidance may have on the footnotes to our consolidated financial statements. Â F-14 Table of Contents Â RYVYL INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Â 3.Restatements of Previously Issued Consolidated Financial Statements Â During the preparation of its 2022 Annual Report, the Company determined that it had not appropriately accounted for certain historical transactions under GAAP. In accordance with the SECâ€™s Staff Accounting Bulletin (â€œSABâ€) 99, Materiality, and SAB 108, Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements, the Company evaluated the materiality of the errors from qualitative and quantitative perspectives, individually and in aggregate, and concluded that the errors were material to the Consolidated Statements of Operations for the quarters ending March 31, 2021, June 30, 2021, September 30, 2021, March 31, 2022, June 30, 2022, and September 30, 2022, and for the annual period ending December 31, 2021. Based on this evaluation, on January 13, 2023, the Companyâ€™s Audit Committee, with the concurrence of management, concluded that the Companyâ€™s previously issued consolidated financial statements for the aforementioned periods would need to be restated and could no longer be relied upon. The Company has restated the impacted financial statements for each of these periods and presented the effects of the restatement adjustments in its 2022 Annual Report. Â 4.Acquisitions Â Logicquest Technology, Inc. Â In April 2023, the Company executed a purchase agreement for 99.4 million shares of restricted common stock of Logicquest Technology, Inc., a Nevada corporation (â€œLogicquestâ€) representing ownership of 99.1% of Logicquest, 48 shares of Series C Convertible Non-Redeemable Preferred Stock of Logicquest, and 10 shares of Series D Convertible Non-Redeemable Preferred Stock of Logicquest, in exchange for an aggregate purchase price of $225,000. Logicquest was a shell company (as defined in Rule 12b-2 of the Exchange Act) quoted on the Over-the-Counter Pink Open Market under the symbol â€œLOGQâ€ and is required to file reports and other information with the SEC pursuant to the Exchange Act. In June 2023, the Company merged the assets of Coyni, Inc., a wholly-owned subsidiary of the Company, and Logicquest, with Logicquest as the surviving entity. Subsequently, Logicquest changed its name to Coyni, Inc. (â€œCoyni PubCoâ€). In the fourth quarter of 2023, the Company amended the share purchase agreement to reflect 98 million shares of restricted common stock of Logicquest, 48 shares of Series C Convertible Non-Redeemable Preferred Stock of Logicquest, and 10 shares of Series D Convertible Non-Redeemable Preferred Stock of Logicquest, in exchange for an aggregate purchase price of $225,000. In accordance with ASC 805, Business Combinations, this transaction was accounted for as an asset acquisition and the acquired assets are included in the consolidated financial statements of the Company as of December 31, 2023. Â As previously disclosed, the Company originally intended to transfer the Coyni Platform assets, which are owned by the Company, into Coyni PubCo, and subsequently spin-off Coyni PubCo into a new publicly traded entity. However, we subsequently determined that it was in the best interest of the Company and its shareholders to retain the Coyni Platform at the Company to expand payment processing and banking-as-a-service solutions. As such, management no longer plans to pursue a spin-off of Coyni PubCo. Â Merchant Payment Solutions LLC Â In November 2021, the Company executed a term sheet to acquire certain Automated Clearing House (â€œACHâ€) business of Merchant Payment Solutions LLC (â€œMPSâ€). Upon execution of the term sheet, the Company made a refundable earnest money deposit in the amount of $725,000 toward the total purchase price. After conducting due diligence, the Company elected to terminate the term sheet on April 21, 2023. In June 2023, the Company and MPS agreed to finalize a Portfolio Purchase Agreement (â€œPurchase Agreementâ€). Pursuant to the Purchase Agreement, the Company acquired the ACH portfolio of MPS for $725,000. In accordance with ASC 805, Business Combinations, this transaction was accounted for as an asset acquisition. Â Transact Europe Holdings Â On April 1, 2022, the Company acquired Transact Europe Holdings for $28.8 million (â‚¬26.0 million) in cash. Transact Europe Holdings is the holding company of TEU, which formally changed its name to RYVYL EU on December 16, 2022. RYVYL EU is an EU regulated electronic money institution headquartered in Sofia, Bulgaria. RYVYL EU is a Principal Level Member of Visa, a worldwide member of MasterCard, and a principal member of China UnionPay. In addition, RYVYL EU is part of the SEPA program, a payment system enabling cashless payments across continental Europe. RYVYL EU provides complete payment solutions by offering acquiring, issuing of prepaid cards and agent banking, serving hundreds of clients. With a global footprint, proprietary payment gateway, and technology platforms, RYVYL EU offers a comprehensive portfolio of services and decades of industry experience. Â The acquisition of Transact Europe Holdings meets the criteria to be accounted for as a business combination in accordance with ASC 805, Business Combinations. This method requires, among other things, that assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date and that the difference between the fair value of the consideration paid for the acquired entity and the fair value of the net assets acquired be recorded as goodwill, which is not amortized but is tested at least annually for impairment. Â F-15 Table of Contents Â RYVYL INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Â The following summarizes the estimated fair values of the net assets acquired, which were recorded as of April 1, 2022 (dollars in thousands): Â Tangible assets (liabilities):Â Â Â Net assetsÂ $7,339Â Â Â Â Â Â Intangible assets:Â Â Â Â Customer relationshipsÂ Â 1,267Â GoodwillÂ Â 20,205Â Total intangible assetsÂ Â 21,472Â Â Â Â Â Â Total net assets acquiredÂ $28,811Â Â Sky Financial & Intelligence Â On March 31, 2022, the Company contracted to acquire a portfolio of merchant accounts from Sky Financial for $18.1 million. The Company paid $16.0 million in cash in March 2022 and issued 500,000 shares of restricted common stock for the transaction on May 12, 2022. The entire amount tendered in both cash and stock was recorded as a customer relationships asset. Â As of the date of this filing, the Company has not received delivery of the acquired merchant list and the associated ISO management portal access. The Company charged off the entire purchase price in 2022. Also, during 2022, the Company suspended its reporting of revenue from the Sky Financial portfolio. The Company is actively pursuing its entitlements under the purchase agreement. See Note 15, Commitments and Contingencies, for further information. Â 5.Property and Equipment, Net Â The following table details property and equipment, less accumulated depreciation (dollars in thousands): Â Â Â December 31,Â Â Â 2023Â Â 2022Â BuildingsÂ $-Â Â $1,360Â Computers and equipmentÂ Â 276Â Â Â 247Â Furniture and fixturesÂ Â 152Â Â Â 149Â ImprovementsÂ Â 171Â Â Â 164Â Total property and equipmentÂ Â 599Â Â Â 1,920Â Less: accumulated depreciationÂ Â (293)Â Â (224) Net property and equipmentÂ $306Â Â $1,696Â Â Depreciation expense was $148,150 and $141,566 for the years ended December 31, 2023 and 2022, respectively. During the year ended December 31, 2023, the Companyâ€™s subsidiary, Charge Savvy, sold a building it owned and recognized a gain on sale of $1.1 million. Â 6.Goodwill Â The following table presents goodwill balances (dollars in thousands): Â Â Â December 31,Â Â Â 2023Â Â 2022Â Acquisition of NortheastÂ $2,793Â Â $2,793Â Acquisition of Charge SavvyÂ Â 3,755Â Â Â 3,755Â Acquisition of Transact Europe HoldingsÂ Â 20,205Â Â Â 20,205Â Â Â Â Â Â Â Â Â Â Total goodwillÂ $26,753Â Â $26,753Â Â F-16 Table of Contents Â RYVYL INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Â 7. Intangible Assets, Net Â The following table details acquired intangible assets (dollars in thousands): Â Â Â Â December 31, 2023 Â Â December 31, 2022 Â Intangible Assets Â Amortization Period Â Cost Â Â Accumulated Amortization Â Â Net Â Â Cost Â Â Accumulated Amortization Â Â Net Â Customer relationships â€" North America Â 5 years Â $ 6,545 Â Â $ (2,991) Â $ 3,554 Â Â $ 5,820 Â Â $ (1,755) Â $ 4,065 Â Customer relationships - International Â 2 years Â Â 1,267 Â Â Â (1,109) Â Â 158 Â Â Â 1,267 Â Â Â (475) Â Â 792 Â Business technology/IP Â 5 years Â Â 2,675 Â Â Â (1,328) Â Â 1,347 Â Â Â 2,675 Â Â (793) Â Â 1,882 Â Total intangible assets Â Â Â $ 10,487 Â Â $ (5,428) Â $ 5,059 Â Â $ 9,762 Â Â $ (3,023) Â $ 6,739 Â Â Amortization expense was $2.4 million and $20.3 million for the years ended December 31, 2023 and 2022, respectively. In 2022, amortization expense included an $18.1 million charge related to the consideration paid for the contracted acquisition of the Sky Financial portfolio. Â The estimated future amortization expense related to intangible assets as of December 31, 2023 is as follows (dollars in thousands): Â YearÂ AmountÂ 2024Â $2,002Â 2025Â Â 1,844Â 2026Â Â 992Â 2027Â Â 148Â 2028Â Â 73Â TotalÂ $5,059Â Â 8.Accrued Liabilities Â The following table details the balance in accrued liabilities (dollars in thousands): Â Â Â December 31,Â Â Â 2023Â Â 2022Â Accrued gateway feesÂ $2,356Â Â $681Â Payroll related accrualsÂ Â 1,235Â Â Â 664Â Accrued legal and professional feesÂ Â 1,342Â Â Â 330Â Accrued taxesÂ Â 306Â Â Â 1,357Â OtherÂ Â 516Â Â Â 318Â Â Â Â Â Â Â Â Â Â Total accrued liabilitiesÂ $5,755Â Â $3,350Â Â F-17 Table of Contents Â RYYVL INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Â 9. Long-Term Debt, Net Â The following table summarizes the Companyâ€™s debt as of December 31, 2023 and 2022 (dollars in thousands): Â Â Â December 31,Â Â Â 2023Â Â 2022Â $100,000,000 8% senior convertible note, due April 5, 2025Â $19,200Â Â $85,450Â Less: Unamortized debt discountÂ Â (3,906)Â Â (24,349) Net carrying valueÂ Â 15,294Â Â Â 61,101Â Â Â Â Â Â Â Â Â Â $149,900 Economic Injury Disaster Loan (EIDL), interest rate of 3.75%, due June 1, 2050Â Â 146Â Â Â 149Â $500,000 EIDL, interest rate of 3.75%, due May 8, 2050Â Â 487Â Â Â 499Â Total debtÂ Â 15,927Â Â Â 61,749Â Â Â Â Â Â Â Â Â Â Less: current portionÂ Â (15)Â Â (14) Long-term debt, netÂ $15,912Â Â $61,735Â Â Senior Convertible Note Â On November 8, 2021, the Company sold and issued, in a registered direct offering, an 8% Senior convertible note, originally due November 3, 2023, and subsequently extended to April 5, 2025, in the aggregate original principal amount of $100 million (the â€œNoteâ€). The Note had an original issue discount of sixteen percent (16%) resulting in gross proceeds of $84 million. The Note was sold pursuant to the terms of a Securities Purchase Agreement, dated November 2, 2021 (the â€œSPAâ€), between the Company and the investor in the Note (the â€œInvestorâ€). Â The Note was issued on November 8, 2021, pursuant to an indenture dated November 2, 2021 between us and Wilmington Savings Fund Society, FSB, as trustee (the â€œBase Indentureâ€), as supplemented by a first supplemental indenture thereto, dated November 2, 2021, relating to the Note (the â€œFirst Supplemental Indentureâ€ and the Base Indenture as supplemented by the First Supplemental Indenture, the â€œFirst Indentureâ€). The terms of the Note include those provided in the First Indenture and those made part of the First Indenture by reference to the Trust Indenture Act. Â First Exchange Agreement Â On July 25, 2023, the Company entered into an Exchange Agreement (the â€œFirst Exchange Agreementâ€) under which the Company and the Investor agreed to exchange (the â€œSeries A Exchangesâ€), in two separate exchanges, an aggregate of $22.703 million of the outstanding principal and interest under the Note for 15,000 shares of a newly authorized series of preferred stock of the Company designated as Series A Preferred Convertible Stock (the â€œSeries A Preferred Stockâ€), the terms of which are set forth in a Certificate of Designations of Rights and Preferences of Series A Convertible Preferred Stock of RYVYL Inc. (the â€œSeries A Certificate of Designationsâ€), which the Company filed with the Nevada Secretary of State prior to the initial issuance of the Series A Preferred Stock. The Series A Preferred Stock is further described in Note 10, Convertible Preferred Stock. As part of the First Exchange Agreement, the Company also agreed to allow for the conversion of up to an additional $9.0 million of principal (together with any accrued and unpaid interest thereon) of the Note at a conversion price equal to 97.5% of the lower of (x) the then in effect conversion price and (y) the lowest volume weighted average price of the Companyâ€™s Common Stock during the five trading days immediately prior to such conversion; and the Investor agreed to waive any interest that would otherwise accrue on the Note during the period commencing on April 1, 2023 through, and including, December 31, 2023. Â F-18 Table of Contents Â RYYVL INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Â On July 31, 2023, pursuant to the terms of the First Exchange Agreement, the Company closed the initial exchange (the â€œInitial Series A Exchangeâ€) and issued 6,000 shares of Series A Preferred Stock in exchange for $4.297 million of the outstanding principal balance of the Note and $1.703 million of accrued interest. Additionally, upon satisfaction of all applicable closing conditions, including, without limitation, the Company having obtained any stockholder approval required for the consummation of the transactions and the issuance of the Common Stock issuable upon the conversion of all of the shares of Series A Preferred Stock (unless waived by the applicable other party), in the final exchange (the â€œFinal Series A Exchangeâ€), the parties agreed to exchange the remaining $16.703 million of outstanding principal balance subject to the Series A Exchanges for 9,000 shares of Series A Preferred Stock on a date mutually agreed to by the Company and the Investor. The Company determined that the partiesâ€™ obligation to exchange the remaining $16.703 million of outstanding principal balances subject to the Series A Exchanges for 9,000 shares of Series A Preferred Stock in the Final Series A Exchange represents an embedded conversion feature that does not require bifurcation and separate valuation because it would not meet the definition of a derivative, if freestanding, under ASC 815 as net settlement could not be achieved. Â The Company analyzed the changes made to the Note under the First Exchange Agreement under ASC 470-50 to determine if extinguishment accounting was applicable. Under ASC 470-50-40-10, a modification or an exchange that adds or eliminates a substantive conversion option as of the conversion date is always considered substantial and requires extinguishment accounting. Since the First Exchange Agreement added a substantive conversion option, the Company determined that extinguishment accounting was applicable. In accordance with the extinguishment accounting guidance, the Company recorded a loss on extinguishment of $1.3 million which represents the difference between (a) the fair value of the modified Note and the 6,000 shares of Series A Preferred Stock issued in the Initial Series A Exchange and (b) the carrying amount of the Note and the fair value of the bifurcated embedded derivative immediately prior to giving effect to the First Exchange Agreement. Â Second Exchange Agreement Â Under the terms of the First Exchange Agreement, a final closing was to be held upon which the Investor was to exchange an additional $16.703 million of principal of the Note into 9,000 shares of Series A Preferred Stock (the â€œUnissued Series A Preferred Stockâ€) which shares of Unissued Series A Preferred Stock were convertible into shares of Common Stock, in accordance with the terms of the Series A Certificate of Designations. Â On November 27, 2023, the Company entered into an Exchange Agreement (the â€œSecond Exchange Agreementâ€) with the Investor under which the Company and the Investor agreed to exchange (the â€œSeries B Exchangeâ€), (i) all of the existing shares of Series A Preferred Stock issued to the Investor in the Initial Series A Exchange, (ii) the right to exchange the shares of Unissued Series A Preferred Stock for an additional $16.703 million of principal of the Note, and (iii) $60.303 million of the outstanding principal under the Note for 55,000 shares of a newly authorized series of preferred stock of the Company designated as Series B Preferred Convertible Stock (the â€œSeries B Preferred Stockâ€), the terms of which are set forth in a Certificate of Designations of Rights and Preferences of Series B Convertible Preferred Stock of RYVYL Inc. (the â€œSeries B Certificate of Designationsâ€), which the Company filed with the Nevada Secretary of State prior to the initial issuance of any shares of Series B Preferred Stock. The Series B Preferred Stock is further described in Note 10, Convertible Preferred Stock. As additional consideration for the Series B Exchange, the Company has also agreed to make a cash payment to the Investor in the amount of $3.0 million. As part of the Second Exchange Agreement, the Investor also agreed to forbear from requiring the repayment of the Note (to the extent such repayment obligation arises solely as a result of the occurrence of the maturity date and not with respect to any event of default or redemption rights in the Note or pursuant to the Indenture (as such term is defined in the Second Exchange Agreement)) during the period commencing on November 5, 2024 through, and including, April 5, 2025; and to extend the waiver of payment of interest under the Note through July 1, 2024. Â The Company analyzed the changes made to the Note under the Second Exchange Agreement under ASC 470-50 to determine if extinguishment accounting was applicable. Under ASC 470-50-40-10, a modification or an exchange that adds or eliminates a substantive conversion option as of the conversion date is always considered substantial and requires extinguishment accounting. Since the Second Exchange Agreement eliminated a substantive conversion option (the partiesâ€™ obligation to exchange the remaining $16.703 million of outstanding principal balances subject to the Series A Exchanges for 9,000 shares of Series A Preferred Stock in the Final Series A Exchange), the Company determined that extinguishment accounting was applicable. In accordance with the extinguishment accounting guidance, the Company recorded a loss on extinguishment of $22.5 million which represents the difference between (a) the fair value of the modified Note, the fair value of the 55,000 shares of Series B Preferred Stock issued in the Series B Exchange, and the $3.0 million cash payment made to the Investor, and (b) the carrying amount of the Note, the fair value of the bifurcated embedded derivative immediately prior to giving effect to the Second Exchange Agreement, and the fair value of the existing shares of Series A Preferred Stock issued to the Investor in the Initial Series A Exchange forfeited to the Company by the Investor. Â F-19 Table of Contents Â RYYVL INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Â On November 29, 2023, the Company closed the Series B Exchange, pursuant to which the Company issued to the Investor 55,000 shares of Series B Convertible Preferred Stock and paid the Investor a cash payment in the amount of $3.0 million, in exchange for 6,000 shares of Series A Convertible Preferred Stock previously issued to the Investor, the right to exchange the shares of Unissued Series A Preferred Stock for an additional $16.703 million of principal of the Note, and the reduction of principal of the Note in the aggregate amount of $60.303 million. Â During the year ended December 31, 2022, the Investor converted $8.55 million of the outstanding principal balance into 5,986,954 shares of the Companyâ€™s Common Stock at a weighted average conversion price of $1.43. In addition, the Company paid the Investor $6.9 million in January 2022 in exchange for cancellation of $6.0 million of the outstanding principal balance. During the year ended December 31, 2023, the Investor converted $1.65 million of the outstanding principal balance into 1,397,327 shares of the Companyâ€™s Common Stock at a weighted average conversion price of $1.18. Â Ranking Â The Note is the senior unsecured obligation of the Company and not the financial obligation of our subsidiaries. Until such date as the principal amount of the Note is $5 million or less, all payments due under the Note will be senior to all other indebtedness of the Company and/or any of its subsidiaries. Â Maturity Date Â Under its original terms, unless earlier converted, or redeemed, the Note was to mature on November 3, 2023, the second anniversary of the issuance date, which we refer to herein as the â€œMaturity Date,â€ subject to the right of the Investor to extend the date: Â Â (i) if an event of default under the Note has occurred and is continuing (or any event shall have occurred and be continuing that with the passage of time and the failure to cure would result in an event of default under the Note) and Â (ii) for a period of 20 business days after the consummation of a fundamental transaction if certain events occur. Â We are required to pay, on the Maturity Date, all outstanding principal, accrued and unpaid interest and accrued and unpaid late charges on such principal and interest, if any. Â As part of the Restructuring Agreement entered into with the Investor on August 16, 2022 (the â€œRestructuring Agreementâ€), the Company obtained a forbearance of the Maturity Date from November 5, 2023 to November 5, 2024. As part of the Second Exchange Agreement entered into with the Investor on November 27, 2023, the Company obtained a further forbearance of the Maturity Date from November 5, 2024 to April 5, 2025. Â Interest Â The Note bears interest at the rate of 8% per annum which (a) shall commence accruing on the date of issuance, (b) shall be computed on the basis of a 360-day year and twelve 30-day months and (c) shall be payable in cash quarterly in arrears on the first trading day of each calendar quarter or otherwise in accordance with the terms of the Note. If the holder elects to convert or redeem all or any portion of the Note prior to the Maturity Date, all accrued and unpaid interest on the amount being converted or redeemed will also be payable. If we elect to redeem all or any portion of the Note prior to the Maturity Date, all accrued and unpaid interest on the amount being redeemed will also be payable. The interest rate of the Note will automatically increase to 15% per annum upon the occurrence and continuance of an event of default (See â€œEvents of Defaultâ€ below). Â Subject to the satisfaction of certain equity conditions, the terms of the Restructuring Agreement require the holder to voluntarily convert certain interest payments when due under the Note at 95% of the lower of (i) the then in effect conversion price and (ii) the lowest volume weighted average price of our Common Stock during the five trading days immediately prior to such conversion. Â As part of the First Exchange Agreement, the Investor agreed to waive any interest that would otherwise accrue on the Note during the period commencing on April 1, 2023 through, and including, December 31, 2023. As part of the Second Exchange Agreement, the Investor agreed to extend the waiver of payment of interest under the Note through July 1, 2024. Â F-20 Table of Contents Â RYYVL INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Â Late Charges Â The Company is required to pay a late charge of 15% on any amount of principal or other amounts that are not paid when due. Â Conversion Â Fixed Conversions at Option of Holder Â The holder of the Note may convert all, or any part, of the outstanding principal and interest of the Note, at any time at such holderâ€™s option, into shares of our Common Stock at an initial fixed conversion price, which is subject to: Â â—proportional adjustment upon the occurrence of any stock split, stock dividend, stock combination and/or similar transactions; and Â â—full-ratchet adjustment in connection with a subsequent offering at a per share price less than the fixed conversion price then in effect. Â Pursuant to the original terms of the Note, since during the fiscal quarter ending March 31, 2022, the Company (i) failed to process at least $750 million in transaction volume or (ii) had revenue that was less than $12 million, the Noteâ€™s fixed conversion price then in effect exceeded the greater of (x) the Noteâ€™s $1.67 floor and (y) 140% of the market price as of April 1, 2022 (the â€œAdjustment Measuring Priceâ€), on April 1, 2022, the fixed conversion price automatically adjusted to the Adjustment Measuring Price. Â As part of the Restructuring Agreement, the Company agreed to allow for the conversion of up to $4.5 million of principal (together with any accrued and unpaid interest thereon) of the Note at a conversion price equal to the lesser of (i) $2.40 and (ii) 97.5% of the lower of (x) the then in effect conversion price and (y) the lowest volume weighted average price of our Common Stock during the five trading days immediately prior to such conversion. Â As part of the First Exchange Agreement, the Company agreed to allow for the conversion of up to an additional $9.0 million of principal (together with any accrued and unpaid interest thereon) of the Note at a conversion price equal to 97.5% of the lower of (x) the then in effect conversion price and (y) the lowest volume weighted average price of our Common Stock during the five trading days immediately prior to such conversion. Â 1-Year Alternate Optional Conversion Â At any time following the first anniversary of the issuance date of the Note, but only if the closing bid price of our Common Stock on the immediately prior trading day is less than $6.50, the holder of the Note shall have the option to convert, at such holderâ€™s option, pro rata, up to $30 million of the principal amount of the Note (in $250,000 increments) at the â€œalternate optional conversion price,â€ which is equal to the lower of (i) the then in effect conversion price and (ii) the greater of (x).the Noteâ€™s $1.67 floor price or (y) 98% of the market price on the conversion date. Â Alternate Event of Default Optional Conversion Â If an event of default has occurred under the Note, the holder may alternatively elect to convert the Note (subject to an additional 15% redemption premium) at the â€œalternate event of default conversion priceâ€ equal to the lesser of: Â â—the fixed conversion price then in effect; and Â the greater of: Â â—the floor price; and â—80% of the lowest volume weighted average price of our Common Stock during the five trading days immediately prior to such conversion. Â F-21 Table of Contents Â RYYVL INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Â Beneficial Ownership Limitation Â The Note may not be converted, and shares of Common Stock may not be issued under the Note if, after giving effect to the conversion or issuance, the applicable holder of the Note (together with its affiliates, if any) would beneficially own in excess of 4.99% of the Companyâ€™s outstanding shares of Common Stock, which is referred to herein as the â€œNote Blockerâ€. The Note Blocker may be raised or lowered to any other percentage not in excess of 9.99% at the option of the applicable holder of the Note, except that any raise will only be effective upon 61 daysâ€™ prior notice to us. Â Change of Control Redemption Right Â In connection with a change of control of the Company, the holder may require us to redeem in cash all, or any portion, of the Notes at a 15% redemption premium to the greater of the face value, the equity value of our Common Stock underlying the Note, and the equity value of the change of control consideration payable to the holder of our Common Stock underlying the Note. Â The equity value of our Common Stock underlying the Note is calculated using the greatest closing sale price of our Common Stock during the period immediately preceding the consummation or the public announcement of the change of control and ending the date the holder gives notice of such redemption. Â The equity value of the change of control consideration payable to the holder of our Common Stock underlying the Note is calculated using the aggregate cash consideration and aggregate cash value of any non-cash consideration per share of our Common Stock to be paid to the holders of our Common Stock upon the change of control. Â Events of Default Â Under the terms of the First Supplemental Indenture, the events of default contained in the Base Indenture shall not apply to the Note. Rather, the Note contains standard and customary events of default including but not limited to: (i) the suspension from trading or the failure to list the Companyâ€™s Common Stock within certain time periods; (ii) failure to make payments when due under the Notes; and (iii) bankruptcy or insolvency of the Company. Â If an event of default occurs, the holder may require us to redeem all or any portion of the Note (including all accrued and unpaid interest and late charges thereon), in cash, at a 15% redemption premium to the greater of the face value and the equity value of the Companyâ€™s Common Stock underlying the Note. Â The equity value of the Companyâ€™s Common Stock underlying the Note is calculated using the greatest closing sale price of the Companyâ€™s Common Stock on any trading day immediately preceding such event of default and the date the Company makes the entire payment required. Â Company Optional Redemption Rights Â At any time no event of default exists, the Company may redeem all, but not less than all, of the Note outstanding in cash all, or any portion, of the Note at a 5% redemption premium to the greater of the face value and the equity value of the Companyâ€™s Common Stock underlying the Note. Â The equity value of the Companyâ€™s Common Stock underlying the Note is calculated using the greatest closing sale price of the Companyâ€™s Common Stock on any trading day during the period commencing on the date immediately preceding such date the Company notifies the applicable holder of such redemption election and the date the Company makes the entire payment required. Â F-22 Table of Contents Â RYYVL INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Â The following is a rollforward of the senior convertible note balance (dollars in thousands): Â Balance, December 31, 2020Â $-Â Convertible debentures issuedÂ Â 100,000Â Derivative liabilityÂ Â (21,580) Original issue discount of 16%Â Â (16,000) Placement fees and issuance costsÂ Â (7,200) Amortization and write-off of debt discountÂ Â 3,435Â Balance, net of unamortized debt discount of $41,345 - December 31, 2021Â Â 58,655Â Repayments and conversionÂ Â (14,550) Amortization and write-off of debt discountÂ Â 16,996Â Balance, net of unamortized debt discount of $24,349 - December 31, 2022Â Â 61,101Â Repayments and conversionÂ Â (66,250) Amortization and write-off of debt discountÂ Â 20,443Â Balance, net of unamortized debt discount of $3,906 - December 31, 2023Â $15,294Â Â The Company recorded debt discount accretion expense of $13.1 million and

$14.0 million for the years ended December 31, 2023, and 2022, respectively. Â The Company incurred other interest expense of $3.3 million and $8.2 million for the years ended December 31, 2023, and 2022, respectively. Â Derivative Liability Â The senior convertible note contains embedded derivatives representing certain conversion features, redemption rights, and contingent payments upon the occurrence of certain events of default. The Company determined that these embedded derivatives required bifurcation and separate valuation. Â The Company utilizes a binomial lattice model to value its bifurcated derivatives included in the note. ASC 815, Derivatives and Hedging (â€œASC 815â€) does not permit an issuer to account separately for individual derivative terms and features embedded in hybrid financial instruments that require bifurcation and liability classification as derivative financial instruments. Rather, such terms and features must be combined and fair-valued as a single compound embedded derivative. The Company selected a binomial lattice model to value the compound embedded derivative because it believes this technique is reflective of all significant assumptions that market participants would likely consider in negotiating the transfer of the note. Such assumptions include, among other inputs, stock price volatility, risk-free rates, credit risk assumptions, early redemption and conversion assumptions, and the potential for future adjustment of the conversion price due to triggering events. Additionally, there are other embedded features of the note requiring bifurcation, other than the conversion features, which had no value at December 31, 2023 and December 31, 2022 due to managementâ€™s estimates of the likelihood of certain events, but that may have value in the future should those estimates change. Â The following is a rollforward of the derivative liability balance (dollars in thousands): Â Balance, December 31, 2021Â $18,735Â Change in fair value 2022Â Â (18,480) Balance, December 31, 2022Â Â 255Â Increase in derivative liability upon extinguishment of debtÂ Â 6,312Â Change in fair value 2023Â Â (6,548) Balance, December 31, 2023Â $19Â Â Small Business Association CARES Act Loans Â On June 9, 2020, the Company entered into a 30-year loan agreement with the Small Business Association (â€œSBAâ€) under the CARES Act in the amount of $149,900. The loan bears interest at 3.75% per annum and requires monthly principal and interest payments of $731 beginning June 9, 2021. Both the Chief Executive Officer and Chairman of the Company signed personal guarantees under this loan. As of December 31, 2023, the loan is not in default. Â F-23 Table of Contents Â RYVYL INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Â On May 8, 2020, Charge Savvy, a wholly-owned subsidiary of the Company, entered into a 27-year loan agreement with the SBA under its Economic Injury Disaster Loan (â€œEIDLâ€) assistance program in the amount of $150,000. The loan bears interest at 3.75% per annum and required principal and interest payments of $731 beginning on May 8, 2021, which were subsequently deferred to November 8, 2022. On August 4, 2021, Charge Savvy was granted a loan increase in the amount of $350,000 on identical terms as the initial loan, for an aggregate loan amount of $500,000. Monthly principal and interest payments on the aggregate loan are $2,477 and began on November 8, 2022. Pursuant to the terms of Security Agreements executed in connection with this loan, the SBA was granted a security interest in all tangible and intangible personal property of Charge Savvy. As of December 31, 2023, the loan is not in default. Â 10. Convertible Preferred Stock Â On July 31, 2023, the Company issued 6,000 shares of Series A Preferred Stock in exchange for $4.297 million of the outstanding principal balance of the 8% senior convertible note due April 5, 2025 and $1.703 million of accrued interest pursuant to the First Exchange Agreement entered into with the investor in the senior convertible note on July 25, 2023. On November 29, 2023, the existing shares of Series A Preferred Stock issued to the investor were forfeited to the Company by the investor and the Company issued 55,000 shares of Series B Preferred Stock, along with a cash payment of $3.0 million, in exchange for $60.303 million of the outstanding principal balance of the senior convertible note pursuant to the Second Exchange Agreement entered into with the investor on November 27, 2023. See Note 9, Long-Term Debt, for further information. The Series A Preferred Stock had a stated value of $1,000 per share and a fair value of approximately $1,111 per share at issuance, as determined by a valuation performed by third-party experts. The Series B Preferred Stock has a stated value of $1,000 per share and a fair value of approximately $1,339 per share at issuance, as determined by a valuation performed by third-party experts. Â As of December 31, 2023, Preferred Stock consisted of the following (dollars in thousands): Â Â Â Preferred Shares Authorized Â Â Preferred Shares Issued and Outstanding Â Â Carrying Value Â Â Liquidation Preference Â Â Common Stock Issuable Upon Conversion Â Series A Â Â 15,000 Â Â Â - Â Â $ - Â Â $ - Â Â Â - Â Series B Â Â 55,000 Â Â Â 55,000 Â Â Â 73,631 Â Â Â 63,250 Â Â Â 17,684,888 Â Total Preferred Stock Â Â 70,000 Â Â Â 55,000 Â Â $ 73,631 Â Â $ 63,250 Â Â Â 17,684,888 Â Â The holders of the Preferred Stock have the following rights and preferences: Â Voting â€“ The Preferred Stock has no voting power and the holders of Preferred Stock have no right to vote on any matter at any time, either as a separate series or class or together with any other series or class of share of capital stock. Â Dividends â€“ The holders of Preferred Stock are entitled to receive dividends when and as declared by the Board of Directors, from time to time, in its sole discretion. Such dividends are not cumulative. No such dividends have been declared to date. Â Liquidation â€“ In the event of the voluntary or involuntary liquidation, dissolution or winding up of the Company, the holders of Series B Preferred Stock shall be entitled to receive in cash out of the assets of the Company, prior and in preference to any distribution of the proceeds of such liquidation event to the holders of Series A Preferred Stock or common stock, an amount per share of Series B Preferred Stock equal to the greater of (A) 115% of the stated value of such share of Series B Preferred Stock plus all declared and unpaid dividends on such share of Series B Preferred Stock and (B) the amount per share such holder would receive if it converted such share of Series B Preferred Stock into common stock (at the Series B Alternate Conversion Price, as defined below, then in effect) immediately prior to the date of such payment. If at any time, there is more than one holder of the Series B Preferred Stock, and the proceeds thus distributed among the holders of the Series B Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire proceeds legally available for distribution shall be distributed ratably among the holders in proportion to the full preferential amount that each such holder is otherwise entitled to receive. Â F-24 Table of Contents Â RYVYL INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Â In the event of the voluntary or involuntary liquidation, dissolution or winding up of the Company, the holders of Series A Preferred Stock shall be entitled to receive in cash out of the assets of the Company, prior and in preference to any distribution of the proceeds of such liquidation event to the holders of common stock, an amount per share of Series A Preferred Stock equal to the greater of (A) 115% of the stated value of such share of Series A Preferred Stock plus all declared and unpaid dividends on such share of Series A Preferred Stock and (B) the amount per share such holder would receive if it converted such share of Series A Preferred Stock into common stock (at the Series A Alternate Conversion Price, as defined below, then in effect) immediately prior to the date of such payment. If at any time, there is more than one holder of the Series A Preferred Stock, and the proceeds thus distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire proceeds legally available for distribution shall be distributed ratably among the holders in proportion to the full preferential amount that each such holder is otherwise entitled to receive. Â Redemption â€“ Upon certain bankruptcy or insolvency-related events defined in the Companyâ€™s Certificate of Designations of Rights and Preferences of Series A Preferred Stock (the â€œSeries A Certificate of Designationsâ€), the Company shall immediately redeem, in cash, each outstanding share of Series A Preferred Stock at a redemption price equal to the greater of (i) 115% of the stated value of such share of Series A Preferred Stock plus all declared and unpaid dividends on such share of Series A Preferred Stock and (ii) 115% of the greatest closing sale price of the number of shares of common stock into which such share of Series A Preferred Stock could be converted (at the lowest Series A Alternate Conversion Price, as defined below, during the period commencing on the twentieth trading day immediately preceding the public announcement of the bankruptcy or insolvency-related event and ending on the date the Company makes the entire redemption payment) on any trading day during the period commencing on the date immediately preceding such bankruptcy or insolvency-related event and ending on the date the Company makes the entire redemption payment. Â Upon a change of control of the Company (as defined in the Series A Certificate of Designations), the holders of Series A Preferred Stock may require the Company to exchange their shares of Series A Preferred Stock for consideration, in the form of (I) the securities or other assets to which holders of shares of common stock are entitled to receive with respect to or in exchange for their shares of common stock in such change of control or (II) cash, equal to the greatest of (i) 115% of the stated value of such share of Series A Preferred Stock plus all declared and unpaid dividends on such share of Series A Preferred Stock, (ii) 115% of the greatest closing sale price of the number of shares of common stock into which such share of Series A Preferred Stock could be converted (at the Series A Alternate Conversion Price, as defined below, then in effect) during the period beginning on the date immediately preceding the earlier to occur of (a) the consummation of the applicable change of control and (b) the public announcement of such change of control and ending on the date such holder delivers notice to the Company of its election, and (iii) the aggregate cash consideration and the aggregate cash value of any non-cash consideration per share of common stock that would be paid to the holder upon consummation of such change of control if it converted all of its shares of Series A Preferred Stock into common stock at the conversion price then in effect. Â Upon a change of control of the Company (as defined in the Companyâ€™s Certificate of Designations of Rights and Preferences of Series B Preferred Stock, or the â€œSeries B Certificate of Designationsâ€), the holders of Series B Preferred Stock may require the Company to exchange their shares of Series B Preferred Stock for consideration, in the form of the securities or other assets to which holders of shares of common stock are entitled to receive with respect to or in exchange for their shares of common stock in such change of control, equal to the greatest of (i) 115% of the stated value of such share of Series B Preferred Stock plus all declared and unpaid dividends on such share of Series B Preferred Stock, (ii) 115% of the greatest closing sale price of the number of shares of common stock into which such share of Series B Preferred Stock could be converted (at the Series B Alternate Conversion Price, as defined below, then in effect) during the period beginning on the date immediately preceding the earlier to occur of (a) the consummation of the applicable change of control and (b) the public announcement of such change of control and ending on the date such holder delivers notice to the Company of its election, and (iii) the aggregate cash consideration and the aggregate cash value of any non-cash consideration per share of common stock that would be paid to the holder upon consummation of such change of control if it converted all of its shares of Series B Preferred Stock into common stock at the conversion price then in effect. Â F-25 Table of Contents Â RYVYL INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Â Conversion â€“ Each share of Series B Preferred Stock is convertible, at the option of the holder, at any time after the date of issuance of such share, into shares of common stock either (i) at the fixed conversion price then in effect, which initially is $3.11 (subject to standard antidilution adjustments and adjustments as a result of subsequent issuances of securities where the effective price of the common stock is less than the then current fixed conversion price) or (ii) at the Series B Alternate Conversion Price, as defined below. The Series B Certificate of Designations also provides that in the event of certain â€œTriggering Events,â€ any holder may, at any time, convert any or all of such holderâ€™s Series B Preferred Stock at a conversion rate equal to the product of (i) the Series B Alternate Conversion Price and (ii) 115% of the stated value of the Series B Preferred Stock subject to such conversion. â€œTriggering Eventsâ€ include, among others, (i) a failure to timely deliver shares of common stock, upon a conversion, (ii) a suspension of trading on the principal trading market or the failure to be traded or listed on the principal market for five days or more, (iii) the failure to pay any dividend to the holders of Series B Preferred Stock when required, (iv) the failure to remove restrictive legends when required, (v) the Companyâ€™s default in payment of indebtedness in an aggregate amount of $2 million or more, (vi) proceedings for a bankruptcy, insolvency, reorganization or liquidation, which are not dismissed with 30 days, (vii) commencement of a voluntary bankruptcy proceeding, and (viii) final judgments against the Company for the payment of money in excess of $2 million. The â€œSeries B Alternate Conversion Priceâ€ means the lower of (i) the applicable conversion price then in effect and (ii) the greater of (x) $0.62 and (y) 97.5% of the lowest volume weighted average price of the common stock during the five consecutive trading day period ending and including the trading day immediately preceding the delivery of the applicable conversion notice. Â Each share of Series A Preferred Stock is convertible, at the option of the holder, at any time after the date of issuance of such share, into shares of common stock either (i) at the fixed conversion price then in effect, which initially is $2.00 (subject to standard antidilution adjustments and adjustments as a result of subsequent issuances of securities where the effective price of the common stock is less than the then current fixed conversion price) or (ii) at the Series A Alternate Conversion Price, as defined below. The Series A Certificate of Designations also provides that in the event of certain â€œTriggering Events,â€ any holder may, at any time, convert any or all of such holderâ€™s Series A Preferred Stock at a conversion rate equal to the product of (i) the Series A Alternate Conversion Price and (ii) 115% of the stated value of the Series A Preferred Stock subject to such conversion. â€œTriggering Eventsâ€ include, among others, (i) a failure to timely deliver shares of common stock, upon a conversion, (ii) a suspension of trading on the principal trading market or the failure to be traded or listed on the principal market for five days or more, (iii) the failure to pay any dividend to the holders of Series A Preferred Stock when required, (iv) the failure to remove restrictive legends when required, (v) the Companyâ€™s default in payment of indebtedness in an aggregate amount of $2 million or more, (vi) proceedings for a bankruptcy, insolvency, reorganization or liquidation, which are not dismissed with 30 days, (vii) commencement of a voluntary bankruptcy proceeding, and (viii) final judgments against the Company for the payment of money in excess of $2 million. The â€œSeries A Alternate Conversion Priceâ€ means the lower of (i) the applicable conversion price then in effect and (ii) the greater of (x) $0.24 and (y) 97.5% of the lowest volume weighted average price of the common stock during the five consecutive trading day period ending and including the trading day immediately preceding the delivery of the applicable conversion notice. Â 11. Income Taxes Â The components of the provision for income taxes are as follows (dollars in thousands): Â Â Â Year EndedÂ Â Â December 31,Â Â Â 2023Â Â 2022Â FederalÂ -Â Â -Â StateÂ Â 17Â Â Â 40Â InternationalÂ Â 406Â Â Â -Â Current income tax expense (benefit)Â Â 423Â Â 40Â DeferredÂ Â Â Â Â Â Â Â FederalÂ Â -Â Â -Â StateÂ Â -Â Â Â -Â InternationalÂ Â (134)Â Â (48) Deferred income tax expense (benefit)Â Â (134)Â Â (48) Total tax expenseÂ Â Â Â Â Â Â Â FederalÂ Â -Â Â Â -Â StateÂ Â 17Â Â Â 40Â InternationalÂ Â 272Â Â Â (48) TotalÂ Â 289Â Â Â (8) Â F-26 Table of Contents Â RYVYL INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Â Taxes on income vary from the statutory federal income tax rate applied to earnings before tax on income as follows (dollars in thousands): Â Â Â Year EndedÂ Â Â December 31,Â Â Â 2023Â Â 2022Â Statutory federal income tax rate of 21% applied to earnings before income taxes and extraordinary itemsÂ $(11,091)Â $(10,341) State taxes - net of federal benefitÂ Â 14Â Â Â 31Â Meals and entertainmentÂ Â 10Â Â Â 14Â Transactions expensesÂ Â -Â Â Â 41Â GiftÂ Â 4Â Â Â 4Â Stock compensation (ISOs)Â Â 189Â Â Â -Â Changes in FV of derivative liabilityÂ Â (1,374)Â Â (3,540) Derecognition expense on conversion of convertible debtÂ Â 5,257Â Â Â 1,199Â Valuation allowanceÂ Â 7,223Â Â Â 12,329Â OthersÂ Â 212Â Â Â 116Â Foreign rate differenceÂ Â (155)Â Â 139Â TotalÂ $289Â Â $(8) Â Deferred income tax assets and liabilities arising from differences between accounting for financial statement purposes and tax purposes, less valuation reserves at year-end, are as follows (dollars in thousands): Â Â Â Year EndedÂ Â Â December 31,Â Â Â 2023Â Â 2022Â Â Â Â Â Â Â Â State taxes - prior yearÂ $4Â Â $4Â Intangible assetsÂ Â 4,785Â Â Â 5,380Â Fixed assetsÂ Â 2Â Â Â -Â Allowance for credit lossesÂ Â 1,064Â Â Â 6,169Â Capitalization of research and development Under Sec 174Â Â 2,012Â Â Â 1,121Â Inventory reserveÂ Â 24Â Â Â -Â Contingent liabilityÂ Â -Â Â Â 130Â Stock compensation (RSA)Â Â 111Â Â Â -Â Lease liabilityÂ Â 962Â Â Â 270Â Accrued expensesÂ Â 73Â Â Â -Â OtherÂ Â 70Â Â Â -Â Net operating loss carryoverÂ Â 26,689Â Â Â 12,489Â Total deferred tax assetsÂ Â 35,796Â Â Â 25,563Â Â Â Â Â Â Â Â Â Â Deferred tax liabilities:Â Â Â Â Â Â Â Â Fixed assetsÂ Â -Â Â Â (5) Goodwill Tier 1Â Â (161)Â Â (104) Intangible assetsÂ Â (13)Â Â (78) Right of use assetsÂ Â (987)Â Â (250) Total deferred tax liabilitiesÂ Â (1,161)Â Â (437) Â Â Â Â Â Â Â Â Net deferred tax assets, non-current prior to valuation allowanceÂ Â 34,635Â Â Â 25,126Â Valuation allowanceÂ Â (34,579)Â Â (25,204) Total net deferred taxesÂ $56Â Â $(78) Â F-27 Table of Contents Â RYVYL INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Â The Company uses the liability method of accounting for income taxes as set forth in ASC 740, Income Taxes (ASC 740). Under the liability method, deferred taxes are determined based on differences between the financial statement and tax bases of assets and liabilities using enacted tax rates. Â As of December 31, 2023, the Company had Federal and State Net Operating Loss (â€œNOLâ€) carryforwards of $101.7 million and $71.3 million, respectively. Under the new tax law, the Federal NOL arising in tax years ending after December 31, 2017 will be carried forward indefinitely. The Company does not have pre-tax reform Federal NOL carryforwards as of December 31, 2023. NOL carryforwards arising from tax years ending after December 31, 2017, are $101.7 million. The State NOL carryforwards will begin to expire in 2038. Â As of December 31, 2023 and 2022, the Company maintained a full valuation allowance for NOL carryforward deferred tax assets. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversals of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. The amount of the deferred tax asset considered realizable, however, could be reduced if estimates of future taxable income are reduced. Â The Company files a consolidated Federal income tax return and files tax returns in various state and local jurisdictions. The statutes of limitations for its consolidated Federal income tax returns are open for years 2020 and thereafter, and state and local income tax returns are open for years 2019 and thereafter. Â Interest and penalties related to uncertain tax positions are recognized as a component of income tax expense. For the tax years ended December 31, 2023 and 2022, the Company recognized no interest or penalties. Â 12. Stock-Based Compensation Â Equity Incentive Plans Â The Company adopted the 2023 Equity Incentive Plan (â€œ2023 Planâ€) on November 2, 2023, which provides employees, directors, and consultants with opportunities to acquire the Companyâ€™s shares, or to receive monetary payments based on the value of such shares. Management has been determined that it is in the best interests of the Company to replace the 2020 Option Plan, the 2021 Option Plan, and the 2021 Restricted Stock Plan, with one plan, the 2023 Plan, pursuant to which the Company will be able to grant stock option awards, stock appreciation rights, restricted stock awards, restricted stock units, and other stock-based awards. The 2023 Plan provides for up to 1,098,262 shares of common stock. Grants made under the 2023 Plan will generally vest and become exercisable at various times from the grant dates. These awards will have such vesting or other provisions as may be established by the Board of Directors at the time of each award. Â Stock Option Activity Â A summary of stock option activity for the year ended December 31, 2023 is as follows (dollars in thousands): Â Â Â SharesÂ Â Weighted Average Exercise PriceÂ Outstanding at January 1, 2023Â Â 31,963Â Â $46.28Â GrantedÂ Â 735,999Â Â Â 2.02Â ExercisedÂ Â -Â Â Â N/AÂ Cancelled/forfeited/expiredÂ Â (1,820)Â Â 50.39Â Outstanding at December 31, 2023Â Â 766,142Â Â Â 3.76Â Â Â Â Â Â Â Â Â Exercisable at December 31, 2023Â Â 296,812Â Â $6.49Â Â F-28 Table of Contents Â RYYVL INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Â There were no stock option exercises during the year ended December 31, 2023. The aggregate intrinsic value for stock options exercised in the year ended December 31, 2022 was $0.04 million. The total weighted-average grant date fair value of options granted was $2.02 and $36.60 per share for the years ended December 31, 2023 and 2022, respectively. Â The grant-date fair values of the Companyâ€™s stock options awards were estimated using the following assumptions: Â Â Â Year Ended December 31,Â Â Â 2023Â Â 2022Â Risk free interest rateÂ Â 4.44%Â Â 2.70% Expected term (years)Â Â 5.0Â Â Â 5.0Â Expected volatilityÂ Â 204%Â Â 93.2% Expected dividend yieldÂ Â 0%Â Â 0% Â The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant for periods corresponding with the expected term of the option award. The expected term was determined using the â€˜simplified method,â€™ in accordance with SAB Topic 14, which presumes the expected term is equal to the midpoint between the vesting date and the end of the contractual term. Expected volatility was determined based on the weighted-average of historical volatility of the Companyâ€™s common stock. The Company has never declared or paid any cash dividends and does not presently plan to pay cash dividends in the foreseeable future. As such, an expected dividend yield of zero percent was used. Â Restricted Stock Activity Â A summary of RSA activity for the year December 31, 2023 is as follows (dollars in thousands): Â Â Â Number of SharesÂ Â Weighted Average Grant Date Fair ValueÂ Unvested at January 1, 2023Â Â 52,545Â Â $13.48Â GrantedÂ Â 346,508Â Â Â 4.10Â VestedÂ Â (198,090)Â Â 5.71Â ForfeitedÂ Â (11,070)Â Â 10.36Â Unvested at December 31, 2023Â Â 189,893Â Â $2.28Â Â The total fair value of restricted shares that vested was $1.1 million and $1.7 million in the years ended December 31, 2023 and 2022, respectively. Â 13. Operating Leases Â The Company leases office space under operating leases at four locations in the United States (California, Illinois, Massachusetts, and Florida) and one location in the European Union (Sofia, Bulgaria). The Company had no finance lease obligations as of December 31, 2023. Â The Companyâ€™s operating lease expense totaled $1.1 million and $0.8 million for the years ended December 31, 2023 and 2022, respectively. As of December 31, 2023, the weighted-average remaining lease term was 4.6 years and the weighted average discount rate was 11.0%. Â F-29 Table of Contents Â RYYVL INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Â Future minimum lease payments under our operating leases and reconciliation to the operating lease liability as of December 31, 2023, are as follows (in thousands): Â Year Ending December 31,Â TotalÂ 2024Â $1,102Â 2025Â Â 1,161Â 2026Â Â 1,329Â 2027Â Â 1,046Â 2028Â Â 1,041Â Total lease paymentsÂ Â 5,679Â Less: imputed interestÂ Â (1,267) Present value of total lease paymentsÂ Â 4,412Â Less: current portionÂ Â (692) Long-term lease liabilitiesÂ $3,720Â Â 14. Related Party Transactions Â PrivCo Â The Company repurchased, in two separate repurchase transactions each consisting of 100,000 shares of common stock, an aggregate of 200,000 shares owned by PrivCo (an entity controlled by Messrs. Errez and Nisan). In October 2022, the Board unanimously ratified these two repurchase transactions between the Company and PrivCo. The Company repurchased 100,000 shares for a price per share of $55.90 (for total proceeds to PrivCo of $5,590,000) (the â€œFirst Repurchaseâ€) and 100,000 shares for a price per share of $8.20 (for total proceeds to PrivCo of $820,000) (the â€œSecond Repurchaseâ€). The First Repurchase was based on the closing price of the common stock on November 24, 2021 and took place over a number of months starting in February 2022 and ending in October 2022. The Second Repurchase was based on the closing price of the common stock on July 29, 2022 and took place in October 2022. The purpose of each of these transactions was to allow the Company to issue shares to new shareholders without increasing the Companyâ€™s shares outstanding. As of December 31, 2023 and 2022, there were 100,525 and 105,417 shares available, respectively, of the 200,000 shares of common stock under the aforementioned transactions. Â Family Relationships Â The Company employs two of our CEOâ€™s brothers, Dan and Liron Nusonivich, who are paid approximately $200,000 and $110,000 per year, respectively. There are no family relationships between any of other directors or executive officers and any other employees or directors or executive officers. Â The Company did not pay any commissions to the related parties mentioned above for the years ended December 31, 2023 and 2022. Â 15. Commitments and Contingencies Â From time-to-time, the Company is involved in legal proceedings. The Company records a liability for those legal proceedings when it determines it is probable that a loss has been incurred and the amount of the loss can be reasonably estimated. The Company also discloses when it is reasonably possible that a material loss may be incurred, however, the amount cannot be reasonably estimated. From time to time, the Company may enter into discussions regarding settlement of these matters, and may enter into settlement agreements, if it believes settlement is in the best interest of the Company and its shareholders. Â F-30 Table of Contents Â RYYVL INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Â The following is a summary of our current outstanding litigation. Note that references to GreenBox POS are for historical purposes. GreenBox POS changed its name to RYVYL Inc. on October 13, 2022. Â â—The Good People Farms, LLC (â€œTGPFâ€) - TGPF initiated an arbitration in the American Arbitration Association (â€œAAAâ€) on or about April 20, 2020, against the Company, Fredi Nisan, Ben Errez, MTrac Tech Corp., Vanessa Luna, and Jason LeBlanc (the â€œTGPF Defendantsâ€). The complaint generally alleged that the TGPF Defendants improperly breached contracts and withheld funds. The action sought damages, including interest, an injunction, and costs of suit incurred. On January 15, 2021, the Company filed a counterclaim in AAA for fraud, intentional misrepresentation, breach of contract, breach of covenant of good faith and fair dealing, violation of California Business and Professions Code Section 17200, and accounting. The complaint generally alleged that TGPF fraudulently submitted transactions for processing that were not permissible within the terms of service and sought damages, including interest and costs of suit incurred. The individuals were dismissed from the arbitration. The parties attended binding arbitration in April 2023, and subsequently entered into a confidential settlement agreement. Â Â â— On April 27, 2022, Paul Levine (â€œLevineâ€), former Chief Executive Officer of Coyni, Inc., wholly-owned subsidiary of RYVYL Inc., filed a charge with The Occupational Safety and Health Administration (â€œOSHAâ€) against respondents Coyni and RYVYL Inc. Levine alleges retaliation in violation of the Sarbanes-Oxley Act of 2022, as amended, 18 U.S.C. Â§1514A (â€œSOXâ€). The OSHA claim was withdrawn on or around April 3, 2023. Â Â â— On November 8, 2022, the Company filed a complaint against its former Chief Operating Officer Vanessa Luna, Luna Consultant Group, LLC and John Does 1 through 50 in San Diego Superior Court (the â€œCompany Filingâ€). The Company is alleging that Ms. Luna abused her position for additional compensation by failing to follow proper protocols and shirked her responsibilities by scheming and maintaining alternative employment. The action seeks damages, including interest and costs of suit incurred. On November 10, 2022, Ms. Luna filed her own complaint against the Company and Fredi Nisan in San Diego Superior Court (the â€œLuna Filingâ€). Ms. Luna alleges that Mr. Nisan used contract negotiations to coerce her, that the Company improperly coded transactions and misled investors, and that when her concerns were reported to management, she was wrongfully terminated, resulting in a number of claims. Ms. Luna is seeking damages including compensatory damages, unpaid wages (past and future), loss of wages and benefits (past and future), expected damages, and other damages to be proven at trial. The Company denies all allegations. As the Company cannot predict the outcome of the matter, the probability of an outcome cannot be determined. The Company intends to vigorously defend against all claims. The San Diego Superior Court consolidated the Company Filing and Luna Filing into a single proceeding, RYVYL v. Luna, on August 4, 2023. The parties are currently in the discovery phase. Â Â â— On December 12, 2022, Jacqueline Dollar (aka Jacqueline Reynolds), former Chief Marketing Officer of the Company, filed a complaint against the Company, Fredi Nisan, and Does 1-20 in San Diego Superior Court. Ms. Dollar is alleging she was undercompensated compared to her male counterparts and retaliated against after raising concerns to management resulting in sex discrimination in violation of the California Fair Employment and Housing Act (â€œFEHAâ€) and failure to prevent discrimination in violation of FEHA. Ms. Dollar is also claiming intentional infliction of emotional distress. Ms. Dollar is seeking an unspecified amount of damages related to, among other things, payment of past and future lost wages, stock issuances, bonuses and benefits, compensatory damages, and general, economic, non-economic, and special damages. As the Company cannot predict the outcome of the matter, the probability of an outcome cannot be determined. The Company intends to vigorously defend against all claims. The parties are currently in the discovery phase. Â Â â— On February 1, 2023, a purported class action lawsuit titled Cullen V. RYVYL Inc. fka Greenbox POS, Inc., et al., Case No. 3:23-cv-00185-GPC-AGS, was filed in the United States District Court for the Southern District of California against several defendants, including the Company and certain of our current and former directors and officers (the â€œCullen Defendantsâ€). The complaint was filed on behalf of persons who purchased or otherwise acquired the Companyâ€™s publicly traded securities between January 29, 2021 and January 20, 2023. The complaint generally alleges that the Cullen Defendants violated Sections 11, 12(a)(2), and 15 of the Securities Act and Sections 10(b) and 20(a) of the Exchange Act by making false and/or misleading statements regarding the Companyâ€™s financial controls, performance and prospects. The action seeks damages, including interest, and the award of reasonable fees and costs to the putative class. The Company denies all allegations of liability and intends to vigorously defend against all claims. However, given the preliminary stage of the lawsuit, the uncertainty of litigation, and the legal standards that must be met for success on the merits, the Company cannot predict the outcome at this time or estimate a reasonably possible loss or range of loss that may result from this action. On June 30, 2023, the plaintiff filed an amended complaint. All defendants filed motions to dismiss the amended complaint on August 14, 2023. On March 1, 2024, the Court issued an order granting in part and denying in part defendantsâ€™ motions to dismiss, which included dismissing all Securities Act claims and narrowing the potential class period. The Courtâ€™s order allows the plaintiff to file an amended complaint by April 1, 2024 if he wishes to do so. Â F-31 Table of Contents Â RYYVL INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Â Â â— On June 22, 2023, a shareholder derivative complaint was filed in the United States District Court for the Southern District of California against certain of the Companyâ€™s current and/or former officers and directors (the â€œHertel Defendantsâ€), Christy Hertel, derivatively on behalf of RYVYL Inc., f/k/a Greenbox POS v. Ben Errez et al., Case No. 3:23-CV-01165-GPC-SBC. On August 4, 2023, a second shareholder derivative complaint was filed in the United States District Court for the Southern District of California against the Hertel Defendants, Marcus Gazaway, derivatively on behalf of RYVYL Inc., f/k/a Greenbox POS v. Ben Errez et al., Case No. 3:23-CV-01425-LAB-BLM. Both derivative complaints generally allege that the Hertel Defendants failed to implement adequate internal controls that would prevent false and misleading financial information from being published by the Company and that controlling shareholders participated in overpayment misconduct resulting in violations of Sections 10(b), 14(a) and 20 of the Exchange Act and breached their fiduciary duties and, purportedly on behalf of the Company. The complaint seeks damages and contribution from the Hertel Defendants and a direction that the Company and the Hertel Defendants take actions to reform and improve corporate governance and internal procedures to comply with applicable laws. The Hertel Defendants deny all allegations of liability and intend to vigorously defend against all claims. However, given the preliminary stage of the lawsuits, the uncertainty of litigation, and the legal standards that must be met for success on the merits, the Company cannot predict the outcome of either case at this time. On March 18, 2024, the parties filed a joint motion for an order consolidating the Hertel and Gazaway cases under the caption In re RYVYL Inc. Derivative Litigation, Lead Case No. 3:23-CV-01165-GPC-SBC (S.D. Cal.). The joint motion proposes that the parties shall meet and confer regarding the case schedule, including setting a deadline for the Hertel Defendants to respond to the operative complaint. Â Â â— On October 1, 2023, the Company filed a demand for arbitration against Sky Financial with the American Arbitration Association in San Diego, California (the â€œArbitrationâ€). In the Arbitration, the Company seeks to recover for breach of the Asset Purchase Agreement, dated as of March 30, 2022 (the â€œ2022 Agreementâ€), between Sky Financial and the Company, for Sky Financialâ€™s failure to perform its obligations under the 2022 Agreement. Additionally, to the extent the Companyâ€™s 2019 Asset Purchase Agreement with Sky Financial is implicated by Sky Financialâ€™s failure to perform its obligations under the 2022 Agreement, either directly or through the incorporation by reference of the 2019 Agreement into the 2022 Agreement, the Company is also alleging Sky Financial has breached the 2019 Agreement. On October 2, 2023, the Company filed a complaint against Sky Financial in San Diego Superior Court asserting the same claims asserted in the Arbitration, solely to toll any applicable statutes of limitations pending the Arbitration and, if necessary, provide jurisdiction for the court to compel arbitration. The action seeks damages, including interest and costs of suit incurred. The parties have agreed to proceed in the Arbitration and have stipulated to a stay of the San Diego Superior Court action pending the Arbitration. Â Â â— On July 6, 2022, the Companyâ€™s subsidiary, RYVYL EU (formerly known as Transact Europe OOD), received a notary invitation from Satya Consulting PTE Limited (â€œSatyaâ€) filed in Bulgaria. In the filed claim, Satya alleges nonpayment of its fee in the amount of EUR 900,000, to which statutory default interest is to be added, for failure of payment under the Companyâ€™s stock purchase agreement for Transact Europe Holdings OOD. RYVYL EU has retained Bulgarian counsel to assist in the defense of the asserted claim and denies all allegations. As RYVYL EU cannot predict the outcome of the matter, the probability of an outcome cannot be determined. RYVYL EU intends to vigorously defend against all claims. Â Â â— On January 2, 2024, the Company filed a Statement of Claim against Chessa Sabourin in the Ontario Superior Court of Justice. Case No. CV-24-00712190-0000. The Company seeks to recover funds unlawfully held by Sabourin, or in the alternative, damages in the equivalent amount. Additionally, punitive and exemplary damages. In September 2023, the Company mistakenly sent funds to Ms. Sabourin and attempted to reverse or recall the transfers but was unable to do so. To date, Ms. Sabourin has failed and/or refused to return the funds mistakenly sent to her. Given the preliminary stage of the lawsuit, the uncertainty of litigation, and the legal standards that must be met for success on the merits, the Company cannot predict the outcome at this time or estimate a reasonably possible loss or range of loss that may result from this action. Â F-32 Table of Contents Â RYYVL INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS Â 16. Segment Reporting Â The Company reports its segments to reflect the manner in which its CODM reviews and assesses performance. The primary financial measure used by the CODM to evaluate the performance of its segments and allocate resources to them is operating income or (loss). Accordingly, the Company has two reportable segments: North America and International. Â The following tables present reportable segment operational data (dollars in thousands): Â Â Â Year EndedÂ Â Â December 31,Â Â Â 2023Â Â 2022Â RevenueÂ Â Â Â Â Â North AmericaÂ $48,938Â Â $28,613Â InternationalÂ Â 16,931Â Â Â 4,296Â Total revenueÂ $65,869Â Â $32,909Â Income (loss) from operationsÂ Â Â Â Â Â North AmericaÂ $(14,121)Â $(36,517) InternationalÂ Â 1,819Â Â Â (1,321) Total income (loss) from operationsÂ $(12,302)Â $(37,838) Depreciation and amortizationÂ Â Â Â Â Â North AmericaÂ $1,907Â Â $19,938Â InternationalÂ Â 646Â Â Â 979Â Total depreciation and amortizationÂ $2,553Â Â $20,917Â Net income (loss)Â Â Â Â Â Â North AmericaÂ $(54,170)Â $(47,969) InternationalÂ Â 1,069Â Â Â (1,267) Total net income (loss)Â $(53,101)Â $(49,236) Â Assets by reportable segment were not included, as that information is not reviewed by the CODM to make operating decisions or allocate resources. Assets are reviewed on a consolidated basis. Â 17. Subsequent Events Â In February 2024, the Company transitioned its QuickCard product in North America away from terminal-based to app-based processing. This transition coincided with a change in our banking partner that was prompted by recent changes in the compliance environment and banking regulations. The unforeseen abrupt nature of the transition and slow initial adoption of the app-based product has led to a significant decline in processing volume in North America. This in turn has adversely affected revenue in the North America segment and, as a result, management anticipates consolidated revenue for the first quarter of 2024 will be down sequentially by approximately 30 percent overall, which is primarily attributable to this product transition. Â As a result of the developments described above, the Companyâ€™s liquidity in its North America segment has been adversely impacted in the short term. In direct response, management has devised a plan, which it has assessed as appropriate and sufficient to address the liquidity shortfall in the North America segment. Refer to the â€œGoing Concernâ€ subsection within Note 2, Summary of Significant Accounting Policies, for details of managementâ€™s intended plan and further assessment. Â F-33 Table of Contents Â RYVYL INC. CONDENSED CONSOLIDATED BALANCE SHEETS (Dollars in thousands, except share and per share data) Â Â Â SeptemberÂ 30, 2024Â Â DecemberÂ 31, 2023Â Â Â (Unaudited)Â Â Â Â ASSETSÂ Â Â Â Â Â Current Assets:Â Â Â Â Â Â Cash and cash equivalentsÂ $4,263Â Â $12,180Â Restricted cashÂ Â 87,220Â Â Â 61,138Â Accounts receivable, net of allowance for credit losses of $152 and $23, respectivelyÂ Â 851Â Â Â 859Â Cash due from gateways, net of allowance of $125 and $2,636, respectivelyÂ Â 66Â Â Â 12,834Â Prepaid and other current assetsÂ Â 3,313Â Â Â 2,854Â Total current assetsÂ Â 95,713Â Â Â 89,865Â Non-current Assets:Â Â Â Â Â Â Property and equipment, netÂ Â 1,300Â Â Â 306Â GoodwillÂ Â 20,318Â Â Â 26,753Â Intangible assets, netÂ Â 3,676Â Â Â 5,059Â Operating lease right-of-use assets, netÂ Â 3,627Â Â Â 4,279Â Other assetsÂ Â 2,677Â Â Â 2,403Â Total non-current assetsÂ Â 31,598Â Â Â 38,800Â Total assetsÂ $127,311Â Â $128,665Â Â Â Â Â Â Â Â LIABILITIES AND STOCKHOLDERSâ€™ EQUITYÂ Â Â Â Â Â Current Liabilities:Â Â Â Â Â Â Accounts payableÂ $2,986Â Â $1,819Â Accrued liabilitiesÂ Â 7,569Â Â Â 5,755Â Payment processing liabilities, netÂ Â 87,542Â Â Â 76,772Â Current portion of operating lease liabilitiesÂ Â 821Â Â Â 692Â Other current liabilitiesÂ Â 1,220Â Â Â 504Â Total current liabilitiesÂ Â 100,138Â Â Â 85,542Â Long term debt, net of debt discountÂ

Â 17,706Â Â 15,912Â Operating lease liabilities, less current portionÂ Â 3,144Â Â Â 3,720Â Total liabilitiesÂ Â 120,988Â Â Â 105,174Â Commitments and contingenciesÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Stockholdersâ€™ Equity:Â Â Â Â Â Â Â Â Preferred stock, Series B, par value $0.01, 5,000,000 shares authorized; shares issued and outstanding 53,950 and 55,000 at September 30, 2024 and December 31, 2023, respectivelyÂ Â 1Â Â Â 1Â Common stock, par value $0.001, 100,000,000 shares authorized, shares issued and outstanding of 6,957,875 and 5,996,948 at September 30, 2024 and December 31, 2023, respectivelyÂ Â 7Â Â Â 6Â Additional paid-in capitalÂ Â 177,750Â Â Â 175,664Â Accumulated other comprehensive incomeÂ Â 1,120Â Â Â 401Â Accumulated deficitÂ Â (172,555)Â Â (152,581) Total stockholdersâ€™ equityÂ Â 6,323Â Â Â 23,491Â Total liabilities and stockholdersâ€™ equityÂ $127,311Â Â $128,665Â Â The accompanying notes are an integral part of these unaudited condensed consolidated financial statements. Â F-34 Table of Contents Â RYVYL INC. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (Dollars in thousands, except share and per share data) (Unaudited) Â Â Â Three Months Ended September 30,Â Â Nine Months Ended September 30,Â Â Â 2024Â Â 2023Â Â 2024Â Â 2023Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â RevenueÂ $12,606Â Â $17,480Â Â $41,280Â Â $43,620Â Cost of revenueÂ Â 7,749Â Â Â 10,800Â Â Â 24,643Â Â Â 25,703Â Gross profitÂ Â 4,857Â Â Â 6,680Â Â Â 16,637Â Â Â 17,917Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Operating expenses:Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Advertising and marketingÂ Â 42Â Â Â 45Â Â Â 74Â Â Â 153Â Research and developmentÂ Â 815Â Â Â 1,315Â Â Â 3,027Â Â Â 4,434Â General and administrativeÂ Â 1,442Â Â Â 3,041Â Â Â 5,107Â Â Â 6,709Â Payroll and payroll taxesÂ Â 3,251Â Â Â 2,605Â Â Â 9,670Â Â Â 8,232Â Professional feesÂ Â 1,061Â Â Â 1,234Â Â Â 3,356Â Â Â 5,651Â Stock compensation expenseÂ Â 136Â Â Â 147Â Â Â 542Â Â Â 309Â Depreciation and amortizationÂ Â 590Â Â Â 657Â Â Â 1,826Â Â Â 1,899Â Impairment of goodwillÂ Â -Â Â Â -Â Â Â 6,675Â Â Â -Â Restructuring chargesÂ Â -Â Â Â -Â Â Â 1,636Â Â Â -Â Total operating expensesÂ Â 7,337Â Â Â 9,044Â Â Â 31,913Â Â Â 27,387Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Loss from operationsÂ Â (2,480)Â Â (2,364)Â Â (15,276)Â Â (9,470) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Other income (expense):Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Interest expenseÂ Â (309)Â Â (65)Â Â (462)Â Â (3,310) Accretion of debt discountÂ Â (273)Â Â (4,183)Â Â (1,978)Â Â (9,626) Changes in fair value of derivative liabilityÂ Â -Â Â Â 6,909Â Â Â 14Â Â Â 6,580Â Derecognition expense on conversion of convertible debtÂ Â -Â Â Â (1,331)Â Â (68)Â Â (1,518) Legal settlement expenseÂ Â (1,598)Â Â (1,929)Â Â (1,598)Â Â (4,142) Other income (expense)Â Â 72Â Â Â (25)Â Â 608Â Â Â (1,474) Total other income (expense), netÂ Â (2,108)Â Â (624)Â Â (3,484)Â Â (13,490) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Loss before provision for income taxesÂ Â (4,588)Â Â (2,988)Â Â (18,760)Â Â (22,960) Income tax provisionÂ Â 586Â Â Â 128Â Â Â 1,214Â Â Â 138Â Net lossÂ $(5,174)Â $(3,116)Â $(19,974)Â $(23,098) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Comprehensive income statement:Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net lossÂ Â (5,174)Â Â (3,116)Â Â (19,974)Â Â (23,098) Foreign currency translation gain (loss)Â Â 1,338Â Â Â (317)Â Â 719Â Â Â (389) Total comprehensive lossÂ $(3,836)Â $(3,433)Â $(19,255)Â $(23,487) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net loss per share:Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Basic and dilutedÂ $(0.76)Â $(0.60)Â $(3.12)Â $(4.48) Weighted average number of common shares outstanding:Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Basic and dilutedÂ Â 6,812,248Â Â Â 5,231,588Â Â Â 6,408,993Â Â Â 5,160,499Â Â The accompanying notes are an integral part of these unaudited condensed consolidated financial statements. Â F-35 Table of Contents Â RYVYL INC. CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERSâ€™ EQUITY (Dollars in thousands, except share data) (Unaudited) Â Â Â Common StockÂ Â Preferred StockÂ Â Â Â Other AccumulatedÂ Â Â Â Â Â Â Â Â SharesÂ Â AmountÂ Â Series B SharesÂ Â AmountÂ Â Additional Paid In CapitalÂ Â Comprehensive Income (Loss)Â Â Accumulated DeficitÂ Â Total Stockholdersâ€™ EquityÂ Balance at December 31, 2023Â Â 5,996,948Â Â $6Â Â 55,000Â Â $1Â Â $175,664Â Â $401Â Â $(152,581)Â $23,491Â Issuance of common stock under equity incentive plansÂ Â 6,333Â Â Â 1Â Â Â -Â Â Â -Â Â Â 119Â Â Â -Â Â Â -Â Â Â 119Â Issuance of restricted common stock under equity incentive plansÂ Â 14,443Â Â Â -Â Â Â -Â Â Â -Â Â Â 94Â Â Â -Â Â Â -Â Â Â 94Â Issuance of common stock upon exercise of stock optionsÂ Â 6,218Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Shares forfeitedÂ Â (22,455)Â Â (1)Â Â -Â Â Â -Â Â Â (100)Â Â -Â Â Â -Â Â Â (100) Â Net loss and comprehensive lossÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â (445)Â Â (2,689)Â Â (3,134) Â Balance at March 31, 2024Â Â 6,001,487Â Â $6Â Â 55,000Â Â $1Â Â $175,777Â Â $(44)Â $(155,270)Â $20,470Â Issuance of restricted common stock under equity incentive plansÂ Â 42,659Â Â Â -Â Â Â -Â Â Â -Â Â Â 279Â Â Â -Â Â Â -Â Â Â 279Â Issuance of common stock upon conversion of convertible debtÂ Â 169,220Â Â Â -Â Â Â -Â Â Â -Â Â Â 240Â Â Â -Â Â Â -Â Â Â 240Â Issuance of common stock upon conversion of Series B preferred stockÂ Â 567,262Â Â Â 1Â Â Â (875)Â Â -Â Â Â (1)Â Â -Â Â Â -Â Â Â -Â Shares forfeitedÂ Â (30,528)Â Â -Â Â Â -Â Â Â -Â Â Â (75)Â Â -Â Â Â -Â Â Â (75) Â Net loss and comprehensive lossÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â (174)Â Â (12,111)Â Â (12,285) Â Balance at June 30, 2024Â Â 6,750,100Â Â $7Â Â 54,125Â Â $1Â Â $177,620Â Â $(218)Â $(167,382)Â $10,028Â Issuance of restricted common stock under equity incentive plansÂ Â 32,866Â Â Â 0Â Â Â -Â Â Â -Â Â Â 132Â Â Â -Â Â Â -Â Â Â 132Â Issuance of common stock upon conversion of convertible debtÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Issuance of common stock upon conversion of Series B preferred stockÂ Â 194,596Â Â Â 0Â Â Â (175)Â Â (0)Â Â (0)Â Â -Â Â Â -Â Â Â 0Â Shares forfeitedÂ Â (19,687)Â Â (0)Â Â -Â Â Â -Â Â Â (1)Â Â -Â Â Â -Â Â Â (1) Â Net loss and comprehensive lossÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 1,338Â Â Â (5,174)Â Â (3,836) Â Balance at September 30, 2024Â Â 6,957,875Â Â $7Â Â 53,950Â Â $1Â Â $177,750Â Â $1,120Â Â $(172,555)Â $6,323Â Â F-36 Table of Contents Â RYVYL INC. CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERSâ€™ EQUITY (Dollars in thousands, except share data) (Unaudited) Â Â Â Common StockÂ Â Treasury StockÂ Â DeferredÂ Â AdditionalÂ Â Other Accumulated ComprehensiveÂ Â Â Â Â Total Stockholdersâ€™Â Â Â SharesÂ Â AmountÂ Â To be IssuedÂ Â AmountÂ Â To be returnedÂ Â AmountÂ Â SharesÂ Â at CostÂ Â Stock CompensationÂ Â Paid In CapitalÂ Â Income (Loss)Â Â Accumulated DeficitÂ Â Equity (Deficit)Â Balance at DecemberÂ 31, 2022Â Â 4,972,736Â Â $Â Â Â Â 5Â Â Â 175,392Â Â $-Â Â Â (13,689)Â $Â Â Â Â (7)Â Â Â Â Â Â -Â Â $Â Â Â Â -Â Â $Â Â Â Â -Â Â $96,256Â Â $1,596Â Â $(99,772)Â $(1,922) Â Common stock issued to employees for compensationÂ Â (891)Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 31Â Â Â -Â Â Â -Â Â Â 31Â Common stock issued for interest on convertible debtÂ Â 175,392Â Â Â -Â Â Â (175,392)Â Â (175)Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Carryover effects of financial statement restatements in prior periodsÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 294Â Â Â 294Â Share repurchaseÂ Â (13,672)Â Â -Â Â Â -Â Â Â -Â Â Â 13,689Â Â Â 7Â Â Â -Â Â Â -Â Â Â -Â Â Â (7)Â Â -Â Â Â -Â Â Â -Â Net loss and comprehensive lossÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â (58)Â Â (7,979)Â Â (8,037) Â Balance at March 31, 2023Â Â 5,133,565Â Â Â 5Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 96,280Â Â Â 1,538Â Â Â (107,457)Â Â (9,634) Â Common stock issued to employees for compensationÂ Â 9,511Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 130Â Â Â -Â Â Â -Â Â Â 130Â Common stock issued for conversion of convertible debtÂ Â 56,265Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 416Â Â Â -Â Â Â -Â Â Â 416Â Common stock issued for interest on convertible debtÂ Â 738Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 5Â Â Â -Â Â Â -Â Â Â 5Â Restricted common stock issued for compensationÂ Â 13,166Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â (67)Â Â 100Â Â Â -Â Â Â -Â Â Â 33Â Shares forfeitedÂ Â (16,865)Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â (315)Â Â -Â Â Â -Â Â Â (315) Â Net loss and comprehensive lossÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â (13)Â Â (12,005)Â Â (12,018) Â Balance at June 30, 2023Â Â 5,196,380Â Â Â 5Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â (67)Â Â 96,616Â Â Â 1,525Â Â Â (119,462)Â Â (21,383) Â Common stock issued to employees for compensationÂ Â 8,878Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 20Â Â Â -Â Â Â -Â Â Â 20Â Restricted common stock issued for compensationÂ Â 7,328Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 5Â Â Â 105Â Â Â -Â Â Â -Â Â Â 110Â Shares forfeitedÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Net loss and comprehensive lossÂ Â -Â (317)Â Â (3,116)Â Â (3,433) Â Balance at SeptemberÂ 30, 2023Â Â 5,212,586Â Â $5Â Â Â -Â Â $-Â Â Â -Â Â $-Â Â Â -Â Â $-Â Â $(62)Â $96,741Â Â $1,208Â Â $(122,578)Â $(24,686) Â The accompanying notes are an integral part of these unaudited condensed consolidated financial statements. Â F-37 Table of Contents Â RYVYL INC. CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (Dollars in thousands) (Unaudited) Â Â Â Nine Months Ended September 30,Â Â Â 2024Â Â 2023Â Cash flows from operating activities:Â Â Â Â Â Â Net lossÂ $(19,974)Â $(23,098) Â Â Â Â Â Â Â Â Adjustments to reconcile net loss to net cash provided by (used in) operating activities:Â Â Â Â Â Â Â Â Depreciation and amortization expenseÂ Â 1,826Â Â Â 1,899Â Noncash lease expenseÂ Â 205Â Â Â 246Â Stock compensation expenseÂ Â 542Â Â Â 309Â Accretion of debt discountÂ Â 1,978Â Â Â 9,626Â Derecognition expense upon conversion of convertible debtÂ Â 68Â Â Â 1,518Â Changes in fair value of derivative liabilityÂ Â (14)Â Â (6,580) Impairment of goodwillÂ Â 6,675Â Â Â -Â Restructuring chargesÂ Â 1,636Â Â Â -Â Changes in assets and liabilities:Â Â Â Â Â Â Â Â Accounts receivable, netÂ Â 70Â Â Â 457Â Prepaid and other current assetsÂ Â (460)Â Â 6,841Â Cash due from gateways, netÂ Â 12,706Â Â Â (896) Other assetsÂ Â (318)Â Â (1,480) Accounts payableÂ Â 1,166Â Â Â 1,962Â Accrued and other current liabilitiesÂ Â 1,943Â Â Â 1,333Â Accrued interestÂ Â 300Â Â Â 554Â Payment processing liabilities, netÂ Â 10,770Â Â Â 34,893Â Net cash provided by operating activitiesÂ $19,119Â Â $27,584Â Â Â Â Â Â Â Â Â Cash flows from investing activities:Â Â Â Â Â Â Â Â Purchases of property and equipmentÂ Â (34)Â Â (78) Capitalized software development costsÂ Â (1,100)Â Â -Â Purchase of intangible assetsÂ Â (92)Â Â -Â Net cash used in investing activitiesÂ Â (1,226)Â Â (78) Â Â Â Â Â Â Â Â Â Cash flows from financing activities:Â Â Â Â Â Â Â Â Repayments on long term debtÂ Â (13)Â Â (11) Treasury stock purchasesÂ Â (194)Â Â -Â Net cash used in financing activitiesÂ Â (207)Â Â (11) Â Â Â Â Â Â Â Â Â Effects of exchange rates on cash, cash equivalents, and restricted cashÂ Â 479Â Â Â 26Â Â Â Â Â Â Â Â Â Net increase in cash, cash equivalents, and restricted cashÂ Â 18,165Â Â Â 27,521Â Â Â Â Â Â Â Â Â Cash, cash equivalents, and restricted cash â€" beginning of periodÂ Â 73,318Â Â Â 40,834Â Â Â Â Â Â Â Â Â Cash, cash equivalents, and restricted cash â€" end of periodÂ $91,483Â Â $68,355Â Â Â Â Â Â Â Â Â Supplemental disclosures of cash flow informationÂ Â Â Â Â Â Â Â Cash paid during the period for:Â Â Â Â Â Â Â Â InterestÂ $-Â Â $2,709Â Income taxesÂ $759Â Â $-Â Â Â Â Â Â Â Â Â Non-cash financing and investing activities:Â Â Â Â Â Â Â Â Convertible debt conversion to common stockÂ $200Â Â $300Â Convertible debt conversion to preferred stockÂ $-Â Â $4,297Â Interest accrual from convertible debt converted to preferred stockÂ $-Â Â $2,271Â Interest accrual from convertible debt converted to common stockÂ $-Â Â $3Â Â The accompanying notes are an integral part of these unaudited condensed consolidated financial statements. Â F-38 Table of Contents Â RYVYL, INC. NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS Â 1. Description of the Business Â Organization Â RYVYL Inc. is a financial technology company that develops, markets, and sells innovative blockchain-based payment solutions, which offer significant improvements for the payment solutions marketplace. The Companyâ€™s core focus is developing and monetizing disruptive blockchain-based applications, integrated within an end-to-end suite of financial products, capable of supporting a multitude of industries. The Companyâ€™s proprietary, blockchain-based systems are designed to facilitate, record, and store a limitless volume of tokenized assets, representing cash or data, on a secured, immutable blockchain-based ledger. Â Name Change Â On May 3, 2018, PubCo formally changed its name to GreenBox POS LLC, then subsequently changed its name to GreenBox POS on December 13, 2018. On October 13, 2022 GreenBox POS changed its name to RYVYL Inc. Unless the context otherwise requires, all references to â€œthe Company,â€ â€œwe,â€ â€œourâ€, â€œusâ€ and â€œPubCoâ€ refer collectively to RYVYL Inc. and its subsidiaries. Unless the context otherwise requires, all references to â€œPrivCoâ€ or the â€œPrivate Companyâ€ refer to GreenBox POS LLC, a limited liability company, formed in the state of Washington. Â 2. Summary of Significant Accounting Policies Â Going Concern Â In February 2024, the Company transitioned its QuickCard product in North America away from terminal-based to app-based processing. This transition was driven by a change in our banking partner that was prompted by recent changes in the compliance environment and banking regulations impacting certain niche high-risk business verticals, which were the predominant revenue driver for QuickCard. The recovery of revenues associated with this product transition has been impacted by continuous changes in the regulatory environment and our previous banking relationships, which led management to make the decision, during the second quarter of 2024, to terminate the rollout of the app-based product in certain niche high-risk business verticals. To address this change, the Company recently introduced a licensing product for its payments processing platform, which will enable it to serve the same customer base in such verticals through a business partner with more suitable banking compliance capabilities. Revenues from the new licensing product are not expected to materialize until early 2025. These developments have led to a significant decline in revenues in the Companyâ€™s North America segment since the first quarter of 2024. Â The decline in revenues has adversely impacted the Companyâ€™s liquidity in the short term, within the North America segment. As a result, management has determined that the Companyâ€™s cash and cash equivalents as of September 30, 2024 are not sufficient to fund the North America segmentâ€™s operations and capital needs for the next 12 months from the issuance of this Report. As a result, substantial doubt exists about the Companyâ€™s ability to continue as a going concern. The Companyâ€™s ability to continue as a going concern is contingent upon the successful execution of managementâ€™s intended plan over the next twelve months to improve the liquidity of its North America segment, which includes, without limitation: Â Â â— continued execution of its accelerated business development efforts to drive volumes in diversified business verticals with the Companyâ€™s other products, including the recently launched licensing of the Companyâ€™s payments processing platform in certain niche high-risk business verticals; Â Â â— continued implementation of cost control measures to more effectively manage spending in the North America segment and right sizing the organization, where appropriate; Â Â â— the sale of certain noncore assets; and Â Â â— repatriation of offshore profits from the Companyâ€™s European subsidiaries, whose continued accelerated growth and generation of positive cash flow have already provided, and will continue to provide an immediate and viable short-term source of capital during this product transition. As of the date of the issuance of this Report, the Company has repatriated approximately $12.8 million from Europe. Â Management has assessed that its intended plan described above, if successfully implemented, is appropriate and sufficient to address the liquidity shortfall in its North America segment and provide sufficient funds to cover operations for the next 12 months from the date of issuance of this Report. However, there can be no guarantee that we will be successful in implementing our plan, that our projections of our future capital needs will prove accurate, or that any additional funding will be sufficient to continue our operations in the North America segment. The unaudited consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. The report of the Companyâ€™s independent auditor on the consolidated financial statements for the year ended December 31, 2023 contains an explanatory paragraph referring to a substantial doubt concerning the Companyâ€™s ability to continue as a going concern. Â F-39 Table of Contents Â Basis of Presentation and Consolidation Â The accompanying interim consolidated financial statements are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States of America (â€œGAAPâ€) for interim financial information. All intercompany transactions and balances have been eliminated in the accompanying interim consolidated financial statements. Â Unaudited Interim Financial Information Â Certain information and footnote disclosures normally included in the Companyâ€™s annual audited financial statements and accompanying notes have been condensed or omitted in this accompanying interim consolidated financial statements and footnotes. Accordingly, the accompanying interim consolidated financial statements included herein should be read in conjunction with the audited consolidated financial statements and accompanying notes included in the Companyâ€™s Annual Report on Form 10-K for the year ended December 31, 2023, filed with the Securities and Exchange Commission (â€œSECâ€) on March 26, 2024 (the â€œ2023 Annual Reportâ€). Â In the opinion of management, these unaudited interim consolidated financial statements include all adjustments and accruals, consisting only of normal, recurring adjustments that are necessary for a fair statement of the results of all interim periods reported herein. The results of the interim periods are not necessarily indicative of the results expected for the full fiscal year or any other interim period or any future year or period. Â Use of Estimates Â The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Â Reclassification Â Certain prior year amounts have been reclassified for consistency with the current period presentation. These reclassifications had no effect on the reported financial position, results of operations or cash flows. Â Reverse Stock Split Â On September 6, 2023, the Company filed a certificate of amendment to its amended and restated certificate of incorporation with the Secretary of State of the State of Nevada to effect a 1-for-10 reverse stock split (the â€œReverse Stock Splitâ€) of the Companyâ€™s shares of common stock, par value $0.001 per share (the â€œcommon stockâ€). Such amendment and ratio were previously approved by the board of directors. Under Nevada Revised Statutes Section 78.207, stockholder approval of the Reverse Stock Split was not required because (i) both the number of authorized shares of the common stock and the number of issued and outstanding shares of the common stock were proportionally reduced as a result of the Reverse Stock Split; (ii) the Reverse Stock Split did not adversely affect any other class of stock of the Company; and (iii) the Company did not pay money or issue scrip to stockholders who would otherwise be entitled to receive a fractional share as a result of the Reverse Stock Split. As a result of the Reverse Stock Split, which was effective September 6, 2023, every ten shares of the Companyâ€™s pre-reverse split outstanding common stock were combined and reclassified into one share of common stock. Proportionate voting rights and other rights of common stockholders were not affected by the Reverse Stock Split. Any fractional shares of common stock resulting from the Reverse Stock Split were rounded up to the nearest whole share. All stock options outstanding and common stock reserved for issuance under the Companyâ€™s equity incentive plans outstanding immediately prior to the Reverse Stock Split were adjusted by dividing the number of affected shares of common stock by ten and, as applicable, multiplying the exercise price by ten. All share numbers, share prices, exercise prices and per share amounts have been adjusted, on a retroactive basis to reflect this 1-for-10 Reverse Stock Split. Â Cash, Cash Equivalents and Restricted Cash Â Cash and cash equivalents primarily consist of cash on hand and cash on deposit with banks. Â Restricted cash substantially consists of cash received from gateways for merchant transactions processed, which has yet to be distributed to merchants, Independent Sales Organizations (â€œISOsâ€) and their agents at the end of the period. Â The gateways have strict policies pertaining to the scheduling of the release of funds to merchants based on several criteria that include, but are not limited to, return and chargeback history, associated risk for the specific business vertical, average transaction amount, etc. To mitigate potential credit losses associated with these risks, the gateways use these policies to determine reserve requirements and a payment in arrears strategy. While reserve and payment in arrears restrictions are in effect for a merchant payout, the Company records the reserved amounts against cash due from the gateways until the restriction is released. Â F-40 Table of Contents Â Cash Due from Gateways, Net Â The Company generates the majority of its revenue from payment processing services provided to its merchant clients. When a merchant makes a sale, the process of receiving the payment card information, engaging the banks for transferring the proceeds to the merchantâ€™s account via digital gateways, and recording the transaction on a blockchain ledger, are the activities for which the Company gets to collect fees. Cash due from gateways represent amounts due to the Company for transactions processed but not yet distributed by the gateways. Â Payment Processing Liabilities Â The Companyâ€™s proprietary blockchain-based technology serves as the settlement engine for all transactions within the Companyâ€™s ecosystem. The blockchain ledger provides a robust and secure platform to log large volumes of immutable transactional records in real time. In summary, a blockchain is a distributed ledger that uses digitally encrypted keys to verify, secure and record details of each transaction conducted within an ecosystem. Unlike general blockchain-based systems, the Company uses proprietary, private ledger technology to verify every transaction conducted within the Companyâ€™s ecosystem. The verification of transaction data comes from trusted partners, all of whom have been extensively vetted by the Company. The Company facilitates all financial elements of its closed-loop ecosystem, and it acts as the administrator for all related accounts. Using the Companyâ€™s TrustGateway technology, the Company seeks authorization and settlement for each transaction from gateways to the issuing bank responsible for the credit/debit card used in the transaction. When a gateway settles the transaction, the Companyâ€™s TrustGateway technology composes a chain of blockchain instructions to the Companyâ€™s ledger manager system. Â When consumers use their credit or debit cards to pay for transactions with merchants who use our ecosystem, the transaction starts with the consumer funding their virtual wallets with an amount that is equal to the cost of the good or service they intend to purchase from the merchant. Once this occurs, the Company transfers the respective funds to the merchantâ€™s virtual wallet, after which the merchant releases its goods or services to the consumer. These transfers take place instantaneously and seamlessly, allowing the transaction experience to seem like any other ordinary credit or debit card transaction to the consumer and merchant. Â While the Companyâ€™s blockchain ledger records transaction details instantaneously, the final cash settlement of each transaction can take days to weeks, depending upon contract terms between the Company and the gateways the Company uses, between the Company and its ISOs, and between the Company and/or its ISOs and merchants who use the Companyâ€™s services. In the case where the gateways have not yet remitted funds to the Company pertaining to transactions already processed, the Company records those amounts as cash due from gateways, net â€“ a current asset. Concurrently, the Company records a portion of the cash due from gateways as revenue and the remaining balance, which is due to merchants and ISOs, as payment processing liabilities, net â€“ a current liability. The balance included in payment processing liabilities, net in the consolidated balance sheets is equal to the sum of amounts due to merchants and ISOs related to the aforementioned unsettled transactions and the amounts due to merchants and ISOs on already settled transactions that these merchants and ISOs have not yet redeemed in the blockchain. Â Revenue Recognition Â Revenue is recognized when control of the promised goods or services is transferred to customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. Â The Company generates the majority of its revenue from payment processing services. Payment processing services revenue is typically based on a percentage of the value of each transaction processed and/or upon fixed amounts specified per each transaction or service. The Company satisfies its performance obligations and, therefore, recognizes the processing fees as revenue at a point in time, upon the authorization of a merchant sale transaction. Â Research and Development Costs Â Research and development costs primarily consist of salaries and benefits for research and development personnel and outsourced contracted services, as well as associated supplies and materials. These costs are expensed as incurred. Â Internal-use Software Development Costs Â Internal-use software development costs consist of the costs related to outsourced consultants who are directly associated with and who devote time to creating and enhancing internally developed software for the Companyâ€™s platforms. Internal-use software development activities generally consist of three stages: (i) the preliminary project stage, (ii) the application development stage, and (iii) the postimplementation-operation stage. In accordance with Accounting Standards Codification (â€œASCâ€) 350-40, Internal Use Software, costs incurred in the preliminary and postimplementation-operation stages of software development are expensed as incurred. Costs incurred in the application development stage, including significant enhancements and upgrades, are capitalized. Capitalized internal-use software development costs are included within property and equipment, net on the unaudited condensed consolidated balance sheets, and are amortized on a straight-line basis over an estimated useful life of three years upon the software or additional features being ready for their intended use. Â F-41 Table of Contents Â Accounts Receivable, Net Â Accounts receivable consist of amounts recorded in connection with the sale of payment processing terminals and related accessories. Accounts receivable are recorded at invoiced amounts, net of an allowance for credit losses, and do not bear interest. In accordance with Accounting Standards Update (â€œASUâ€) No. 2016-13, Financial Instruments â€“ Credit Losses (ASC 326): Measurement of Credit Losses on Financial Instruments (â€œASU 2016-13â€), the Company measures its allowance for credit losses using an expected credit loss model that reflects the Companyâ€™s current estimate of expected credit losses inherent in the enterprise and the accounts receivable balance. In determining the expected credit losses, the Company considers its historical loss experience, the aging of its accounts receivable balance, current economic and business conditions, and anticipated future economic events that may impact collectability. The Company reviews its allowance for credit losses periodically and, as needed, amounts are written-off when determined to be uncollectible. As of September 30, 2024 and December 31, 2023, the allowance for credit losses was immaterial. Â Prepaid Expenses and Other Current Assets Â Prepaid expenses and other current assets primarily consist of inventory and short term deposits made by our European subsidiaries with credit card companies. Â Property and Equipment, Net Â Property and equipment primarily consist of computer equipment, leasehold improvements, and furniture and fixtures. Property and equipment are stated at historical cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the assets, which range from three to eight years. Leasehold improvements are amortized over the shorter of the lease term or the estimated useful life of the related asset. Expenditures for repairs and maintenance are charged to expense as incurred. For assets sold or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts, and any related gain or loss is reflected in income for the period. Â Fair Value Measurements Â The Company applies fair value accounting for assets and liabilities that are recognized or disclosed at fair value in the consolidated financial statements on a recurring basis. Fair value is defined as the price received to sell an asset or paid to transfer a liability in the principal market for the asset or liability in an orderly transaction between market participants on the measurement date. Â ASC 820, Fair Value Measurements, establishes a three-level hierarchy priority for disclosure of assets and liabilities recorded at fair value. The ordering of priority reflects the degree to which objective prices in external active markets are available to measure fair value. The classification of assets and liabilities within the hierarchy is based on whether the inputs to the valuation methodology used for measurement are observable or unobservable. The Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible. The three levels in the hierarchy are as follows: Â â—Level 1 â€“Â Observable inputs, such as unadjusted quoted prices in active markets for identical assets or liabilities accessible to the reporting entity at the measurement date. Â â—Level 2 â€“Â Observable inputs other than Level 1 quoted prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Â â—Level 3 â€“Â Unobservable inputs that cannot be directly corroborated by observable market data and that typically reflect managementâ€™s estimate of assumptions that market participants would use in pricing the asset or liability. Â The Company measures its convertible note and related derivative liability at fair value. The Company classifies these liabilities as Level 3 of the fair value hierarchy, as fair values are estimated using models that use both observable (e.g., changes in market interest rates) and unobservable (e.g., changes in unobservable long-dated volatilities) inputs. Â F-42 Table of Contents Â Goodwill and Intangible Assets Â Goodwill is recorded when the consideration paid for the acquisition of a business exceeds the fair value of the identifiable net tangible and intangible assets acquired. ASC 350-20, Intangiblesâ€”Goodwill and Otherâ€”Goodwill, requires companies to assess goodwill for impairment annually or more frequently if indicators of impairment exist. Testing goodwill for impairment is performed at the reporting unit level, using a two-step test, and requires companies to compare the fair value of a reporting unit with its carrying amount, including goodwill. Goodwill is considered impaired if the carrying value of a reporting unit exceeds its fair value. ASC 350-20 also provides for an optional qualitative assessment for testing goodwill for impairment that enables companies to skip the two-step test if it is determined that it is more likely than not (i.e., a likelihood of greater than 50%) that the fair value of a reporting unit is greater than its carrying amount. Â The Companyâ€™s policy is to perform its annual impairment test of goodwill as of December 31 of each fiscal year or more frequently if indicators of impairment are identified. Based on the most recent impairment assessment, performed as of June 30, 2024, the Company previously recorded an impairment charge of $6.7 million or one hundred percent (100%) of the goodwill balance related to its North America operating unit. For the quarter ended September 30, 2024, no impairment indicators were identified that would warrant an updated impairment assessment and, as such, no additional adjustment to the remaining carrying value of goodwill was required. Â Intangible assets consist of acquired customer relationships and business intellectual properties. In accordance with ASC 350-30, Intangiblesâ€”Goodwill and Otherâ€”General Intangibles Other than Goodwill, the Companyâ€™s intangible assets are amortized over their estimated useful lives, ranging from two to five years, using the straight-line method. Intangible assets amortized under ASC 350-30 must be reviewed for impairment when indicators of impairment are present, in accordance with ASC 360-10. Based on Managementâ€™s most recent impairment assessment, it was determined that the carrying value of the Companyâ€™s intangible assets are recoverable as of September 30, 2024. Â Leases Â The Company leases office space under non-cancellable operating leases with various expiration dates. The Company determines whether an arrangement is a lease for accounting purposes at contract inception. Operating leases are recorded as right-of-use (â€œROUâ€) assets, which are included within noncurrent assets, and lease liabilities, which are included within current and noncurrent liabilities on our consolidated balance sheets. Â Operating lease ROU assets and operating lease liabilities are recognized at the lease commencement date based on the present value of the future lease payments over the lease term. ROU assets are based on the lease liability and are increased by prepaid lease payments and decreased by lease incentives received, where applicable. The interest rate used to determine the present value of the future lease payments is the Companyâ€™s incremental borrowing rate because the interest rate implicit in the Companyâ€™s leases is not readily determinable. The Companyâ€™s incremental borrowing rate is estimated to approximate the interest rate that the Company would pay to borrow on a collateralized basis with similar terms and payments as the lease, and in economic environments where the leased asset is located. Certain leases require the Company to pay taxes, maintenance, and other operating expenses associated with the leased asset. Such amounts are not included in the measurement of the ROU assets and lease liabilities. These lease costs are recognized as lease expenses when incurred. Â The Company evaluates ROU assets related to leases for indicators of impairment whenever events or changes in circumstances indicate that the carrying amount of a ROU asset may not be recoverable. When a decision has been made to exit a lease prior to the contractual term or to sublease that space, the Company evaluates the asset for impairment and recognizes the associated impact to the ROU asset and related expense, if applicable. The evaluation is performed at the asset group level initially and when appropriate, at the lowest level of identifiable cash flows, which is at the individual lease level. Undiscounted cash flows expected to be generated by the related ROU assets are estimated over the ROU assetsâ€™ useful lives. If the evaluation indicates that the carrying amount of the ROU assets may not be recoverable, any potential impairment is measured based upon the fair value of the related ROU asset or asset group as determined by appropriate valuation techniques. Â F-43 Table of Contents Â Foreign Currency Â Assets and liabilities of our foreign subsidiaries are translated into the reporting currency using the exchange rates in effect on the consolidated balance sheet dates. Equity accounts are translated at historical rates, except for the change in retained earnings during the period, which is the result of the income statement translation process. Revenue and expense accounts are translated using the weighted average exchange rate during the period. The cumulative translation adjustments associated with the net assets of foreign subsidiaries are recorded in accumulated other comprehensive income in the accompanying interim consolidated statements of stockholdersâ€™ equity. Â Stock Based Compensation Â Stock-based compensation expense relates to restricted stock awards (â€œRSAsâ€) and stock options granted to employees and non-employee directors under the Companyâ€™s equity incentive plans, which are measured based on the grant-date fair value. The fair value of RSAs is determined by the closing price of the Companyâ€™s common stock on the grant date. The fair value of stock options is estimated on the date of grant using the Black-Scholes-Merton option valuation model. Generally, stock-based compensation expense is recorded on a straight-line basis over the requisite service period. The Company accounts for forfeitures as they occur. Â Income Taxes Â Income taxes are accounted for under the asset and liability method. Deferred income taxes are recognized for temporary differences between the tax basis of assets and liabilities and their reported amounts in the financial statements, net of operating loss carry forwards and credits, by applying enacted statutory tax rates applicable to future years. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is not more likely than not that some portion of or all the deferred tax assets will not be realized. Judgment is required in determining and evaluating income tax provisions and valuation allowances for deferred income tax assets. We recognize an income tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by taxing authorities, based on the technical merits of the position. Â Current income taxes are provided for in accordance with the laws of the relevant taxing authorities. As of September 30, 2024 and December 31, 2023, the Company has a full valuation allowance on its deferred tax assets. Â Net Loss Per Share Â The Companyâ€™s basic net loss per share is computed by dividing the net loss available to common shareholders by the weighted average number of common shares outstanding during the period without consideration of potentially dilutive securities. Diluted net loss per share is computed by dividing the net loss available to common shareholders by the weighted-average number of shares of common stock outstanding, adjusted for the dilutive effect of all potential shares of common stock. For the three and nine-month periods ended September 30, 2024 and 2023, the Companyâ€™s diluted net loss per share is the same as the basic net loss per share, since there are no common stock equivalents outstanding that would have a dilutive effect. Â Segment Reporting Â The Company determines its reportable segments based on how its Chief Operating Decision Maker (â€œCODMâ€) manages the business, makes operating decisions around the allocation of resources, and evaluates operating performance. Our CODM is our Chief Executive Officer and we have identified two reportable segments: North America and International. These segments represent the components of the Company for which separate financial information is available that is utilized on a regular basis by the CODM to assess segment performance, set strategic goals, and allocate the Companyâ€™s resources. The primary financial measure used by the CODM to evaluate the performance of its segments and allocate resources to them is operating income or (loss). Â Recently Adopted Accounting Pronouncements Â In June 2016, the Financial Accounting Standards Board (â€œFASBâ€) issued ASU No. 2016-13, Financial Instrumentsâ€"Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments, as amended by subsequently issued ASUs 2018-19, 2019-04, 2019-05, 2019-10, 2019-11, 2020-02, 2020-03 and 2022-02 (collectively, â€œTopic 326â€). Topic 326 requires entities to utilize a new impairment model known as the current expected credit loss (â€œCECLâ€) model for certain financial assets held at the reporting date. The CECL model requires entities to estimate lifetime â€œexpected credit lossâ€ amounts and record them as an allowance that, when deducted from the amortized cost basis of the financial asset, presents the net amount expected to be collected on the financial asset. The CECL model is expected to result in more timely recognition of credit losses. The guidance also amends the impairment model for available for sale debt securities and requires entities to determine whether all or a portion of the unrealized loss on such debt security is a credit loss. The Company adopted the updates as of January 1, 2023, with no material impact on its consolidated financial statements. Â F-44 Table of Contents Â In October 2021, the FASB issued ASU 2021-08, â€œBusiness Combinations (ASC 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers,â€ which requires contract assets and contract liabilities acquired in a business combination to be recognized and measured by the acquirer on the acquisition date in accordance with ASC 606, â€œRevenue from Contracts with Customers,â€ as if the acquirer had originated the contracts. Under current accounting standards, contract assets and contract liabilities acquired in a business combination are to be recorded at fair value using the ASC 805 measurement principle. ASU 2021-08 is effective for fiscal years and interim reporting periods within those fiscal years beginning after December 15, 2022. The adoption of ASU 2021-08, effective January 1, 2023, did not have an impact on the financial condition, results of operations, cash flows and disclosures of the Company. Â In August 2020, the FASB issued ASU 2020-06, Debt â€" Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging â€" Contracts in Entityâ€™s Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entityâ€™s Own Equity (â€œASU 2020-06â€). ASU 2020-06 aims to simplify the accounting for convertible instruments by reducing the number of accounting models for convertible debt instruments and convertible preferred stock. ASU 2020-06 also simplifies the derivative scope exception guidance pertaining to equity classification of contracts in an entityâ€™s own equity and amends the diluted earnings per share guidance, including the requirement to use the if-converted method for all convertible instruments. Early adoption is permitted for fiscal years beginning after December 15, 2020. For SEC filers, excluding smaller reporting companies, ASU 2020-06 is effective for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. For all other entities, ASU 2020-06 is effective for fiscal years beginning after December 15, 2023, including interim periods therein. The adoption of ASU 2020-06, effective January 1, 2024, did not have an impact on the financial condition, results of operations, cash flows and disclosures of the Company. Â Recently Issued Accounting Pronouncements Â In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures. The amended guidance requires incremental reportable segment disclosures, primarily about significant segment expenses. The amendments also require entities with a single reportable segment to provide all disclosures required by these amendments, and all existing segment disclosures. The amendments will be applied retrospectively to all prior periods presented in the financial statements and is effective for fiscal years beginning after December 15, 2023, and interim periods in fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently in the process of evaluating the impact this amended guidance may have on the footnotes to its consolidated financial statements. Â In December 2023, the FASB issued ASU 2023-08, Intangibles â€" Goodwill and Other â€" Crypto Assets (Subtopic 350-60): Accounting for and Disclosure of Crypto Assets. This amended guidance requires fair value measurement of certain crypto assets each reporting period with the changes in fair value reflected in net income. The amendments also require disclosures of the name, fair value, units held, and cost bases for each significant crypto asset held and annual reconciliations of crypto asset holdings. The new guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2024, with early adoption permitted. We are required to apply these amendments as a cumulative-effect adjustment to retained earnings as of the beginning of the fiscal year in which the guidance is adopted. The adoption of this guidance is not expected to have an impact on our consolidated financial statements, as we currently do not hold any crypto assets. Â In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. The amended guidance enhances income tax disclosures primarily related to the effective tax rate reconciliation and income taxes paid information. This guidance requires disclosure of specific categories in the effective tax rate reconciliation and further information on reconciling items meeting a quantitative threshold. In addition, the amended guidance requires disaggregating income taxes paid (net of refunds received) by federal, state, and foreign taxes. It also requires disaggregating individual jurisdictions in which income taxes paid (net of refunds received) is equal to or greater than five (5) percent of total income taxes paid (net of refunds received). The amended guidance is effective for fiscal years beginning after December 15, 2024. The guidance can be applied either prospectively or retrospectively. The Company is currently in the process of evaluating the impact this amended guidance may have on the footnotes to our consolidated financial statements. Â F-45 Table of Contents Â 3. Acquisitions Â Logicquest Technology, Inc. Â In April 2023, the Company executed a purchase agreement for 99.4 million shares of restricted common stock of Logicquest Technology, Inc., a Nevada corporation (â€œLogicquestâ€) representing ownership of 99.1% of Logicquest, 48 shares of Series C Convertible Non-Redeemable Preferred Stock of Logicquest, and 10 shares of Series D Convertible Non-Redeemable Preferred Stock of Logicquest, in exchange for an aggregate purchase price of $225,000. Logicquest was a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the â€œExchange Actâ€) quoted on the Over-the-Counter Pink Open Market under the symbol â€œLOGQâ€ and is required to file reports and other information with the SEC pursuant to the Exchange Act. In June 2023, the Company merged the assets of Coyni, Inc., a wholly-owned subsidiary of the Company, and Logicquest, with Logicquest as the surviving entity. Subsequently, Logicquest changed its name to Coyni, Inc. (â€œCoyni PubCoâ€). In the fourth quarter of 2023, the Company amended the share purchase agreement to reflect 98 million shares of restricted common stock of Logicquest, 48 shares of Series C Convertible Non-Redeemable Preferred Stock of Logicquest, and 10 shares of Series D Convertible Non-Redeemable Preferred Stock of Logicquest, in exchange for an aggregate purchase price of $225,000. In accordance with ASC 805, this transaction was accounted for as an asset acquisition and the acquired assets are included in the consolidated financial statements of the Company as of September 30, 2024. Â As previously disclosed, the Company originally intended to transfer the Coyni platform assets, which are owned by the Company, into Coyni PubCo, and subsequently spin-off Coyni PubCo into a new publicly traded entity. However, we subsequently determined that it was in the best interest of the Company and its shareholders to retain the Coyni Platform at the Company to expand payment processing and banking-as-a-service solutions. As such, management no longer plans to pursue a spin-off of Coyni PubCo. Â Merchant Payment Solutions LLC Â In November 2021, the Company executed a term sheet to acquire certain Automated Clearing House (â€œACHâ€) business of Merchant Payment Solutions LLC (â€œMPSâ€). Upon execution of the term sheet, the Company made a refundable earnest money deposit in the amount of $725,000 toward the total purchase price. After conducting due diligence, the Company elected to terminate the term sheet on April 21, 2023. In June 2023, the Company and MPS agreed to finalize a Portfolio Purchase Agreement (â€œPurchase Agreementâ€). Pursuant to the Purchase Agreement, the Company acquired the ACH portfolio of MPS for $725,000. In accordance with ASC 805, this transaction was accounted for as an asset acquisition. Â 4. Property and Equipment, Net Â The following table details property and equipment, less accumulated depreciation (dollars in thousands): Â Â Â SeptemberÂ 30, 2024 Â Â December 31, 2023 Â Computers and equipment Â $ 258 Â Â $ 276 Â Furniture and fixtures Â Â 152 Â Â Â 152 Â Improvements Â Â 186 Â Â Â 171 Â Internal-use software development Â Â 1,101 Â Â Â - Â Total property and equipment Â Â 1,697 Â Â Â 599 Â Less: accumulated depreciation Â Â (397) Â Â (293) Net property and equipment Â $ 1,300 Â Â $ 306 Â Â Depreciation expense was $0.13 million and $0.04 million for the three-month periods ended September 30, 2024, and 2023, respectively, and $0.36 million and $0.11 million for the nine-month periods ended September 30, 2024 and 2023, respectively. Â F-46 Table of Contents Â 5. Goodwill Â The following table summarizes goodwill activity by reportable segment (dollars in thousands): Â Â Â North AmericaÂ Â InternationalÂ Â ConsolidatedÂ Goodwill - December 31, 2023Â $6,675Â Â $20,078Â Â $26,753Â Goodwill AcquiredÂ Â -Â Â Â -Â Â Â -Â Goodwill ImpairmentÂ Â (6,675)Â Â -Â Â Â (6,675) Adjustments (1)Â Â -Â Â Â 240Â Â Â 240Â Â Â Â Â Â Â Â Â Â Â Â Â Â Goodwill â€" September 30, 2024Â $-Â Â $20,318Â Â $20,318Â Â (1)The adjustments to goodwill pertain to foreign currency translation adjustments, totaling positive $0.85 million and positive $0.24 million during the three and nine-month periods ended September 30, 2024. Â 6. Intangible Assets, Net Â The following table details acquired intangible assets (dollars in thousands): Â Â Â Â Â September 30, 2024 Â Â December 31, 2023 Â Intangible Assets Â Amortization Period Â Cost Â Â Accumulated Amortization Â Â Net Â Â Cost Â Â Accumulated Amortization Â Â Net Â Customer relationships Â 2-5 years Â $ 7,812 Â Â $ (5,190) Â Â 2,622 Â Â $ 7,812 Â Â $ (4,100) Â $ 3,712 Â Business technology/IP Â 5 years Â Â 2,767 Â Â Â (1,713) Â Â 1,054 Â Â Â 2,675 Â Â Â (1,328) Â Â 1,347 Â Total intangible assets Â Â Â $ 10,579 Â Â $ (6,903) Â Â 3,676 Â Â $ 10,487 Â Â $ (5,428) Â $ 5,059 Â Â Amortization expense was $0.5 million and $0.6 million for the three months ended September 30, 2024 and 2023, respectively, and $1.5 million and $1.8 million for the nine-month periods ended September 30, 2024 and 2023, respectively. Â The estimated amortization expense related to intangible assets as of September 30, 2024 is as follows (dollars in thousands): Â YearÂ AmountÂ 2024 (remainder)Â $465Â 2025Â Â 1,862Â 2026Â Â 1,082Â 2027Â Â 167Â 2028Â Â 91Â ThereafterÂ Â 9Â TotalÂ $3,676Â Â 7. Accrued Liabilities Â The following table details the balance in accrued liabilities (dollars in thousands): Â Â Â SeptemberÂ 30, 2024Â Â DecemberÂ 31, 2023Â Accrued gateway feesÂ $22Â Â $2,356Â Payroll related accrualsÂ Â 1,540Â Â Â 1,235Â Accrued legal and professional feesÂ Â 2,850Â Â Â 1,342Â Accrued taxesÂ Â 295Â Â Â 528Â Accrued legal settlementÂ Â 1,598Â Â Â -Â OtherÂ Â 1,264Â Â Â 294Â Total accrued liabilitiesÂ $7,569Â Â $5,755Â Â F-47 Table of Contents Â 8. Long-Term Debt, Net Â The following table summarizes the Companyâ€™s debt (dollars in thousands): Â Â Â SeptemberÂ 30, 2024Â Â DecemberÂ 31, 2023Â $100,000,000 8% senior convertible note, due April 5, 2026Â $19,000Â Â $19,200Â Less: Unamortized debt discountÂ Â (1,899)Â Â (3,906) Net carrying valueÂ Â 17,101Â Â Â 15,294Â Â Â Â Â Â Â Â Â Â $149,900 Economic Injury Disaster Loan (EIDL), interest rate of 3.75%, due June 1, 2050Â Â 142Â Â Â 146Â $500,000 EIDL, interest rate of 3.75%, due May 8, 2050Â Â 478Â Â Â 487Â Total debtÂ Â 17,721Â Â Â 15,927Â Â Â Â Â Â Â Â Â Â Less: current portionÂ Â (15)Â Â (15) Long-term debt, netÂ $17,706Â Â $15,912Â Â Senior Convertible Note Â On November 8, 2021, the Company sold and issued, in a registered direct offering, an 8% Senior convertible note, originally due November 3, 2023, and subsequently extended to April 5, 2026, in the aggregate original principal amount of $100 million (the â€œNoteâ€). The Note had an original issue discount of sixteen percent (16%) resulting in gross proceeds of $84 million. The Note was sold pursuant to the terms of a Securities Purchase Agreement, dated November 2, 2021 (the â€œSPAâ€), between the Company and the investor in the Note (the â€œInvestorâ€). Â The Note was issued on November 8, 2021, pursuant to an indenture dated November 2, 2021 between us and Wilmington Savings Fund Society, FSB, as trustee (the â€œBase Indentureâ€), as supplemented by a first supplemental indenture thereto, dated November 2, 2021, relating to the Note (the â€œFirst Supplemental Indentureâ€ and the Base Indenture as supplemented by the First Supplemental Indenture, the â€œFirst Indentureâ€). The terms of the Note include those provided in the First Indenture and those made part of the First Indenture by reference to the Trust Indenture Act. Â First Exchange Agreement Â On July 25, 2023, the Company entered into an Exchange Agreement (the â€œFirst Exchange Agreementâ€) under which the Company and the Investor agreed to exchange (the â€œSeries A Exchangesâ€), in two separate exchanges, an aggregate of $22.703 million of the outstanding principal and interest under the Note for 15,000 shares of a newly authorized series of preferred stock of the Company designated as Series A Preferred Convertible Stock (the â€œSeries A Preferred Stockâ€), the terms of which are set forth in a Certificate of Designations of Rights and Preferences of Series A Convertible Preferred Stock of RYVYL Inc. (the â€œSeries A Certificate of Designationsâ€), which the Company filed with the Nevada Secretary of State prior to the initial issuance of the Series A Preferred Stock. The Series A Preferred Stock is further described in Note 10, Convertible Preferred Stock. As part of the First Exchange Agreement, the Company also agreed to allow for the conversion of up to an additional $9.0 million of principal (together with any accrued and unpaid interest thereon) of the Note at a conversion price equal to 97.5% of the lower of (x) the then in effect conversion price and (y) the lowest volume weighted average price of the Companyâ€™s common stock during the five trading days immediately prior to such conversion; and the Investor agreed to waive any interest that would otherwise accrue on the Note during the period commencing on April 1, 2023 through, and including, December 31, 2023. Â On July 31, 2023, pursuant to the terms of the First Exchange Agreement, the Company closed the initial exchange (the â€œInitial Series A Exchangeâ€) and issued 6,000 shares of Series A Preferred Stock in exchange for $4.3 million of the outstanding principal balance of the Note and $1.7 million of accrued interest. Additionally, upon satisfaction of all applicable closing conditions, including, without limitation, the Company having obtained any stockholder approval required for the consummation of the transactions and the issuance of the common stock issuable upon the conversion of all of the shares of Series A Preferred Stock (unless waived by the applicable other party), in the final exchange (the â€œFinal Series A Exchangeâ€), the parties agreed to exchange the remaining $16.7 million of outstanding principal balance subject to the Series A Exchanges for 9,000 shares of Series A Preferred Stock on a date mutually agreed to by the Company and the Investor. The Company determined that the partiesâ€™ obligation to exchange the remaining $16.7 million of outstanding principal balances subject to the Series A Exchanges for 9,000 shares of Series A Preferred Stock in the Final Series A Exchange represents an embedded conversion feature that does not require bifurcation and separate valuation because it would not meet the definition of a derivative, if freestanding, under ASC 815, Derivatives and Hedging (â€œASC 815â€), as net settlement could not be achieved. Â F-48 Table of Contents Â The Company analyzed the changes made to the Note under the First Exchange Agreement under ASC 470-50 to determine if extinguishment accounting was applicable. Under ASC 470-50-40-10, a modification or an exchange that adds or eliminates a substantive conversion option as of the conversion date is always considered substantial and requires extinguishment accounting. Since the First Exchange Agreement added a substantive conversion option, the Company determined that extinguishment accounting was applicable. In accordance with the extinguishment accounting guidance, the Company recorded a loss on extinguishment of $1.3 million which represents the difference between (a) the fair value of the modified Note and the 6,000 shares of Series A Preferred Stock issued in the Initial Series A Exchange and (b) the carrying amount of the Note and the fair value of the bifurcated embedded derivative immediately prior to giving effect to the First Exchange Agreement. Â Second Exchange Agreement Â Under the terms of the First Exchange Agreement, a final closing was to be held upon which the Investor was to exchange an additional $16.703 million of principal of the Note into 9,000 shares of Series A Preferred Stock (the â€œUnissued Series A Preferred Stockâ€) which shares of Unissued Series A Preferred Stock were convertible into shares of common stock, in accordance with the terms of the Series A Certificate of Designations. Â On November 27, 2023, the Company entered into an Exchange Agreement (the â€œSecond Exchange Agreementâ€) with the Investor under which the Company and the Investor agreed to exchange (the â€œSeries B Exchangeâ€), (i) all of the existing shares of Series A Preferred Stock issued to the Investor in the Initial Series A Exchange, (ii) the right to exchange the shares of Unissued Series A Preferred Stock for an additional $16.703 million of principal of the Note, and (iii) $60.303 million of the outstanding principal under the Note for 55,000 shares of a newly authorized series of preferred stock of the Company designated as Series B Preferred Convertible Stock (the â€œSeries B Preferred Stock,â€ and collectively with the Series A Preferred Stock, the â€œPreferred Stockâ€), the terms of which are set forth in a Certificate of Designations of Rights and Preferences of Series B Convertible Preferred Stock of RYVYL Inc. (the â€œSeries B Certificate of Designationsâ€), which the Company filed with the Nevada Secretary of State prior to the initial issuance of any shares of Series B Preferred Stock. The Series B Preferred Stock is further described in Note 10, Convertible Preferred Stock. As additional consideration for the Series B Exchange, the Company has also agreed to make a cash payment to the Investor in the amount of $3.0 million. As part of the Second Exchange Agreement, the Investor also agreed to forbear from requiring the repayment of the Note (to the extent such repayment obligation arises solely as a result of the occurrence of the maturity date and not with respect to any event of default or redemption rights in the Note or pursuant to the

Indenture (as such term is defined in the Second Exchange Agreement)) during the period commencing on November 5, 2024 through, and including, April 5, 2025; and to extend the waiver of payment of interest under the Note through July 1, 2024. Â TheÂ Company analyzed the changes made to the Note under the Second Exchange Agreement under ASC 470-50 to determine if extinguishment accounting was applicable. Under ASC 470-50-40-10, a modification or an exchange that adds or eliminates a substantive conversion option as of the conversion date is always considered substantial and requires extinguishment accounting. Since the Second Exchange Agreement eliminated a substantive conversion option (the partiesâ€™ obligation to exchange the remaining $16.7 million of outstanding principal balances subject to the Series A Exchanges for 9,000 shares of Series A Preferred Stock in the Final Series A Exchange), the Company determined that extinguishment accounting was applicable. In accordance with the extinguishment accounting guidance, the Company recorded a loss on extinguishment of $22.5 million which represents the difference between (a) the fair value of the modified Note, the fair value of the 55,000 shares of Series B Preferred Stock issued in the Series B Exchange, and the $3.0 million cash payment made to the Investor, and (b) the carrying amount of the Note, the fair value of the bifurcated embedded derivative immediately prior to giving effect to the Second Exchange Agreement, and the fair value of the existing shares of Series A Preferred Stock issued to the Investor in the Initial Series A Exchange forfeited to the Company by the Investor. Â On November 29, 2023, the Company closed the Series B Exchange, pursuant to which the Company issued to the Investor 55,000 shares of Series B Convertible Preferred Stock and paid the Investor a cash payment in the amount of $3.0 million, in exchange for 6,000 shares of Series A Convertible Preferred Stock previously issued to the Investor, the right to exchange the shares of Unissued Series A Preferred Stock for an additional $16.7 million of principal of the Note, and the reduction of principal of the Note in the aggregate amount of $60.3 million. Â F-49 Table of Contents Â Forbearance Agreement Â On May 17, 2024, the Company entered into a Forbearance Agreement (the â€œForbearance Agreementâ€) with the Investor pursuant to which the Investor, in consideration for the Companyâ€™s cash payment in the amount of $80,000 as an advance payment of a portion of the next interest payment, in the estimated amount of $380,000, due and payable under the Note on October 1, 2024, agreed to further forbear from requiring the repayment of the Note (to the extent such repayment obligation arises solely as a result of the occurrence of the maturity date and not with respect to any event of default or redemption rights in the Note or pursuant to the Indenture) during the period commencing on April 5, 2025 through, and including, April 5, 2026. The Company analyzed the changes made to the Note under the Forbearance Agreement under ASC 470-60 to determine if the transaction qualified as a troubled debt restructuring. For a debt restructuring to be considered troubled, the debtor must be experiencing financial difficulties and the creditor must have granted a concession. The Company considered the indicators of financial difficulties provided in ASC 470-60 and determined that one or more indicators were present at the time the Forbearance Agreement was entered into, such as the existence of substantial doubt about the Companyâ€™s ability to continue as a going concern. Furthermore, the Company determined that the effective borrowing rate on the Note decreased as a result of the changes made to the Note under the Forbearance Agreement and, as such, the Investor granted a concession on the debt. As a result, the changes made to the Note under the Forbearance Agreement were accounted for as a troubled debt restructuring. However, no restructuring gain or corresponding adjustment to the carrying amount of the Note was recorded because the net carrying amount of the Note at the time the Forbearance Agreement was entered into was less than the total undiscounted future principal and interest payments of the restructured Note. The $80,000 cash payment made to the Investor in connection with the Forbearance Agreement was treated as a lender fee and expensed as incurred under the troubled debt restructuring model. Â During the year ended December 31, 2022, the Investor converted $8.55 million of the outstanding principal balance into 598,695 shares of the Companyâ€™s common stock at a weighted average conversion price of $1.43. In addition, the Company paid the Investor $6.9 million in January 2022 in exchange for cancellation of $6.0 million of the outstanding principal balance. During the year ended December 31, 2023, the Investor converted $1.65 million of the outstanding principal balance into 606,187 shares of the Companyâ€™s common stock at a weighted average conversion price of $1.18. There were no conversions of outstanding principal into shares of the Companyâ€™s common stock during the three months ended September 30, 2024. Â Ranking Â The Note is the senior unsecured obligation of the Company and not the financial obligation of our subsidiaries. Until such date as the principal amount of the Note is $5 million or less, all payments due under the Note will be senior to all other indebtedness of the Company and/or any of its subsidiaries. Â Maturity Date Â Under its original terms, unless earlier converted, or redeemed, the Note was to mature on November 3, 2023, the second anniversary of the issuance date, which we refer to herein as the â€œMaturity Date,â€ subject to the right of the Investor to extend the date: Â (i)if an event of default under the Note has occurred and is continuing (or any event shall have occurred and be continuing that with the passage of time and the failure to cure would result in an event of default under the Note) and (ii)for a period of 20 business days after the consummation of a fundamental transaction if certain events occur. Â We are required to pay, on the Maturity Date, all outstanding principal, accrued and unpaid interest and accrued and unpaid late charges on such principal and interest, if any. Â As part of the Restructuring Agreement entered into with the Investor on August 16, 2022 (the â€œRestructuring Agreementâ€), the Company obtained a forbearance of the Maturity Date from November 5, 2023 to November 5, 2024. As part of the Second Exchange Agreement entered into with the Investor on November 27, 2023, the Company obtained a further forbearance of the Maturity Date from November 5, 2024 to April 5, 2025. As part of the Forbearance Agreement entered into with the Investor on May 17, 2024, the Company obtained a further forbearance of the Maturity Date from April 5, 2025 to April 5, 2026. Â F-50 Table of Contents Â Interest Â The Note bears interest at the rate of 8% per annum which (a) shall commence accruing on the date of issuance, (b) shall be computed on the basis of a 360-day year and twelve 30-day months and (c) shall be payable in cash quarterly in arrears on the first trading day of each calendar quarter or otherwise in accordance with the terms of the Note. If the holder elects to convert or redeem all or any portion of the Note prior to the Maturity Date, all accrued and unpaid interest on the amount being converted or redeemed will also be payable. If we elect to redeem all or any portion of the Note prior to the Maturity Date, all accrued and unpaid interest on the amount being redeemed will also be payable. The interest rate of the Note will automatically increase to 15% per annum upon the occurrence and continuance of an event of default (See â€œEvents of Defaultâ€ below). Â Subject to the satisfaction of certain equity conditions, the terms of the Restructuring Agreement require the holder to voluntarily convert certain interest payments when due under the Note at 95% of the lower of (i) the then in effect conversion price and (ii) the lowest volume weighted average price of our common stock during the five trading days immediately prior to such conversion. Â As part of the First Exchange Agreement, the Investor agreed to waive any interest that would otherwise accrue on the Note during the period commencing on April 1, 2023 through, and including, December 31, 2023. As part of the Second Exchange Agreement, the Investor agreed to extend the waiver of payment of interest under the Note through July 1, 2024. Â Late Charges Â The Company is required to pay a late charge of 15% on any amount of principal or other amounts that are not paid when due. Â Conversion Â Fixed Conversions at Option of Holder Â The holder of the Note may convert all, or any part, of the outstanding principal and interest of the Note, at any time at such holderâ€™s option, into shares of our common stock at an initial fixed conversion price, which is subject to: Â â—proportional adjustment upon the occurrence of any stock split, stock dividend, stock combination and/or similar transactions; and Â â—full-ratchet adjustment in connection with a subsequent offering at a per share price less than the fixed conversion price then in effect. Â Pursuant to the original terms of the Note, since during the fiscal quarter ending March 31, 2022, the Company (i) failed to process at least $750 million in transaction volume or (ii) had revenue that was less than $12 million, the Noteâ€™s fixed conversion price then in effect exceeded the greater of (x) the Noteâ€™s $1.67 floor and (y) 140% of the market price as of April 1, 2022 (the â€œAdjustment Measuring Priceâ€), on April 1, 2022, the fixed conversion price automatically adjusted to the Adjustment Measuring Price. Â As part of the Restructuring Agreement, the Company agreed to allow for the conversion of up to $4.5 million of principal (together with any accrued and unpaid interest thereon) of the Note at a conversion price equal to the lesser of (i) $2.40 and (ii) 97.5% of the lower of (x) the then in effect conversion price and (y) the lowest volume weighted average price of our common stock during the five trading days immediately prior to such conversion. Â As part of the First Exchange Agreement, the Company agreed to allow for the conversion of up to an additional $9.0 million of principal (together with any accrued and unpaid interest thereon) of the Note at a conversion price equal to 97.5% of the lower of (x) the then in effect conversion price and (y) the lowest volume weighted average price of our common stock during the five trading days immediately prior to such conversion. Â 1-Year Alternate Optional Conversion Â At any time following the first anniversary of the issuance date of the Note, but only if the closing bid price of our common stock on the immediately prior trading day is less than $6.50, the holder of the Note shall have the option to convert, at such holderâ€™s option, pro rata, up to $30 million of the principal amount of the Note (in $250,000 increments) at the â€œalternate optional conversion price,â€ which is equal to the lower of (i) the then in effect conversion price and (ii) the greater of (x).the Noteâ€™s $1.67 floor price or (y) 98% of the market price on the conversion date. Â F-51 Table of Contents Â Alternate Event of Default Optional Conversion Â If an event of default has occurred under the Note, the holder may alternatively elect to convert the Note (subject to an additional 15% redemption premium) at the â€œalternate event of default conversion priceâ€ equal to the lesser of: Â â—the fixed conversion price then in effect; and Â the greater of: Â â—the floor price; and Â â—80% of the lowest volume weighted average price of our common stock during the five trading days immediately prior to such conversion. Â Beneficial Ownership Limitation Â The Note may not be converted, and shares of common stock may not be issued under the Note if, after giving effect to the conversion or issuance, the applicable holder of the Note (together with its affiliates, if any) would beneficially own in excess of 4.99% of the Companyâ€™s outstanding shares of common stock, which is referred to herein as the â€œNote Blockerâ€. The Note Blocker may be raised or lowered to any other percentage not in excess of 9.99% at the option of the applicable holder of the Note, except that any raise will only be effective upon 61 daysâ€™ prior notice to us. Â Change of Control Redemption Right Â In connection with a change of control of the Company, the holder may require us to redeem in cash all, or any portion, of the Notes at a 15% redemption premium to the greater of the face value, the equity value of our Common Stock underlying the Note, and the equity value of the change of control consideration payable to the holder of our Common Stock underlying the Note. Â The equity value of our Common Stock underlying the Note is calculated using the greatest closing sale price of our Common Stock during the period immediately preceding the consummation or the public announcement of the change of control and ending the date the holder gives notice of such redemption. Â The equity value of the change of control consideration payable to the holder of our common stock underlying the Note is calculated using the aggregate cash consideration and aggregate cash value of any non-cash consideration per share of our common stock to be paid to the holders of our common stock upon the change of control. Â Events of Default Â Under the terms of the First Supplemental Indenture, the events of default contained in the Base Indenture shall not apply to the Note. Rather, the Note contains standard and customary events of default including but not limited to: (i) the suspension from trading or the failure to list the Companyâ€™s common stock within certain time periods; (ii) failure to make payments when due under the Notes; and (iii) bankruptcy or insolvency of the Company. Â If an event of default occurs, the holder may require us to redeem all or any portion of the Note (including all accrued and unpaid interest and late charges thereon), in cash, at a 15% redemption premium to the greater of the face value and the equity value of the Companyâ€™s common stock underlying the Note. Â The equity value of the Companyâ€™s common stock underlying the Note is calculated using the greatest closing sale price of the Companyâ€™s common stock on any trading day immediately preceding such event of default and the date the Company makes the entire payment required. Â Company Optional Redemption Rights Â At any time no event of default exists, the Company may redeem all, but not less than all, of the Note outstanding in cash all, or any portion, of the Note at a 5% redemption premium to the greater of the face value and the equity value of the Companyâ€™s common stock underlying the Note. Â F-52 Table of Contents Â The equity value of the Companyâ€™s common stock underlying the Note is calculated using the greatest closing sale price of the Companyâ€™s common stock on any trading day during the period commencing on the date immediately preceding such date the Company notifies the applicable holder of such redemption election and the date the Company makes the entire payment required. Â The following is a rollforward of the senior convertible note balance (dollars in thousands): Â Balance, December 31, 2020Â $-Â Convertible debentures issuedÂ Â 100,000Â Derivative liabilityÂ Â (21,580) Original issue discount of 16%Â Â (16,000) Placement fees and issuance costsÂ Â (7,200) Accretion and write-off of debt discountÂ Â 3,435Â Balance, net of unamortized debt discount of $41,345 - December 31, 2021Â $18,735Â Repayments and conversionÂ Â (14,550) Accretion and write-off of debt discountÂ Â 16,996Â Balance, net of unamortized debt discount of $24,349 - December 31, 2022Â Â 61,101Â Repayments and conversionÂ Â (66,250) Accretion and write-off of debt discountÂ Â 20,443Â Balance, net of unamortized debt discount of $3,906 - December 31, 2023Â Â 15,294Â ConversionÂ Â (200) Accretion and write-off of debt discountÂ Â 2,007Â Balance, net of unamortized debt discount of $1,899 â€" September 30, 2024Â $17,101Â Â The Company recorded debt discount accretion expense of $0.3 million and $4.2 million for the three months ended September 30, 2024 and 2023, respectively and $2.0 million and $9.6 million for the nine months ended September 30, 2024 and 2023, respectively. Â The Company incurred other interest expense of $0.3 million and $0.04 million for the three months ended September 30, 2024 and 2023, respectively and $0.32 million and $3.5 million for the nine months ended September 30, 2024 and 2023, respectively. Â Derivative Liability Â The senior convertible note contains embedded derivatives representing certain conversion features, redemption rights, and contingent payments upon the occurrence of certain events of default. The Company determined that these embedded derivatives required bifurcation and separate valuation. Â The Company utilizes a binomial lattice model to value its bifurcated derivatives included in the note. ASC 815 does not permit an issuer to account separately for individual derivative terms and features embedded in hybrid financial instruments that require bifurcation and liability classification as derivative financial instruments. Rather, such terms and features must be combined and fair-valued as a single compound embedded derivative. The Company selected a binomial lattice model to value the compound embedded derivative because it believes this technique is reflective of all significant assumptions that market participants would likely consider in negotiating the transfer of the note. Such assumptions include, among other inputs, stock price volatility, risk-free rates, credit risk assumptions, early redemption and conversion assumptions, and the potential for future adjustment of the conversion price due to triggering events. Additionally, there are other embedded features of the note requiring bifurcation, other than the conversion features, which had no value at September 30, 2024 and December 31, 2023, due to managementâ€™s estimates of the likelihood of certain events, but that may have value in the future should those estimates change. Â The following is a rollforward of the derivative liability balance (dollars in thousands): Â Balance, December 31, 2021Â $18,735Â Change in fair value 2022Â Â (18,480) Balance, December 31, 2022Â Â 255Â Increase in derivative liability upon extinguishment of debtÂ Â 6,312Â Change in fair value 2023Â Â (6,548) Balance, December 31, 2023Â Â 19Â Change in fair value 2024Â Â (14) Balance, September 30, 2024Â $5Â Â F-53 Table of Contents Â Small Business Association CARES Act Loans Â On June 9, 2020, the Company entered into a 30-year loan agreement with the Small Business Association (â€œSBAâ€) under the CARES Act in the amount of $149,900. The loan bears interest at 3.75% per annum and requires monthly principal and interest payments of $731 beginning June 9, 2021. Both the Chief Executive Officer and Chairman of the Company signed personal guarantees under this loan. As of September 30, 2024, the loan is not in default. Â On May 8, 2020, Charge Savvy, a wholly-owned subsidiary of the Company, entered into a 27-year loan agreement with the SBA under its Economic Injury Disaster Loan (â€œEIDLâ€) assistance program in the amount of $150,000. The loan bears interest at 3.75% per annum and required principal and interest payments of $731 beginning on May 8, 2021, which were subsequently deferred to November 8, 2022. On August 4, 2021, Charge Savvy was granted a loan increase in the amount of $350,000 on identical terms as the initial loan, for an aggregate loan amount of $500,000. Monthly principal and interest payments on the aggregate loan are $2,477 and began on November 8, 2022. Pursuant to the terms of Security Agreements executed in connection with this loan, the SBA was granted a security interest in all tangible and intangible personal property of Charge Savvy. As of September 30, 2024, the loan is not in default. Â 9. Convertible Preferred Stock Â On July 31, 2023, the Company issued 6,000 shares of Series A Preferred Stock in exchange for $4.3 million of the outstanding principal balance of the 8% senior convertible note, currently due April 5, 2026 and $1.7 million of accrued interest pursuant to the First Exchange Agreement entered into with the investor in the senior convertible note on July 25, 2023. On November 29, 2023, the existing shares of Series A Preferred Stock issued to the investor were forfeited to the Company by the investor and the Company issued 55,000 shares of Series B Preferred Stock, along with a cash payment of $3.0 million, in exchange for $60.3 million of the outstanding principal balance of the senior convertible note pursuant to the Second Exchange Agreement entered into with the investor on November 27, 2023. See Note 9, Long-Term Debt, for further information. The Series A Preferred Stock had a stated value of $1,000 per share and a fair value of approximately $1,111 per share at issuance, as determined by a valuation performed by third-party experts. The Series B Preferred Stock has a stated value of $1,000 per share and a fair value of approximately $1,339 per share at issuance, as determined by a valuation performed by third-party experts. Â Preferred Stock consisted of the following (dollars in thousands): Â Â Â September 30, 2024 Â Â Â Preferred Shares Authorized Â Â Preferred Shares Issued and Outstanding Â Â Carrying Value Â Â Liquidation Preference Â Â Common Stock Issuable Upon Conversion Â Series A Â Â 15,000 Â Â - Â Â $ - Â Â $ - Â Â $ - Â Series B Â Â 55,000 Â Â 53,950 Â Â 72,226 Â Â 62,043 Â Â 17,347,267 Â Total Preferred Stock Â Â 70,000 Â Â 53,950 Â Â $ 72,226 Â Â $ 62,043 Â Â $ 17,347,267 Â Â Â December 31, 2023Â Â Preferred Shares AuthorizedÂ Â Preferred Shares Issued and OutstandingÂ Â Carrying ValueÂ Â Liquidation PreferenceÂ Â Common Stock Issuable Upon ConversionÂ Series AÂ Â 15,000Â Â -Â Â $-Â Â $-Â Â $-Â Series BÂ Â 55,000Â Â 55,000Â Â 73,631Â Â

Â 63,250Â Â Â 17,684,888Â Total Preferred StockÂ Â 70,000Â Â Â 55,000Â Â $73,631Â Â $63,250Â Â $17,684,888Â Â The holders of the Preferred Stock have the following rights and preferences: Â Voting â€“ The Preferred Stock has no voting power and the holders of Preferred Stock have no right to vote on any matter at any time, either as a separate series or class or together with any other series or class of share of capital stock. Â Dividends â€“ The holders of Preferred Stock are entitled to receive dividends when and as declared by the Board of Directors, from time to time, in its sole discretion. Such dividends are not cumulative. No such dividends have been declared to date. Â F-54 Table of Contents Â Liquidation â€“ In the event of the voluntary or involuntary liquidation, dissolution or winding up of the Company, the holders of Series B Preferred Stock shall be entitled to receive in cash out of the assets of the Company, prior and in preference to any distribution of the proceeds of such liquidation event to the holders of Series A Preferred Stock or common stock, an amount per share of Series B Preferred Stock equal to the greater of (A) 115% of the stated value of such share of Series B Preferred Stock plus all declared and unpaid dividends on such share of Series B Preferred Stock and (B) the amount per share such holder would receive if it converted such share of Series B Preferred Stock into common stock (at the Series B Alternate Conversion Price, as defined below, then in effect) immediately prior to the date of such payment. If at any time, there is more than one holder of the Series B Preferred Stock, and the proceeds thus distributed among the holders of the Series B Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire proceeds legally available for distribution shall be distributed ratably among the holders in proportion to the full preferential amount that each such holder is otherwise entitled to receive. Â Redemption â€“ Upon a change of control of the Company (as defined in the Companyâ€™s â€œSeries B Certificate of Designationsâ€), the holders of Series B Preferred Stock may require the Company to exchange their shares of Series B Preferred Stock for consideration, in the form of the securities or other assets to which holders of shares of common stock are entitled to receive with respect to or in exchange for their shares of common stock in such change of control, equal to the greatest of (i) 115% of the stated value of such share of Series B Preferred Stock plus all declared and unpaid dividends on such share of Series B Preferred Stock, (ii) 115% of the greatest closing sale price of the number of shares of common stock into which such share of Series B Preferred Stock could be converted (at the Series B Alternate Conversion Price, as defined below, then in effect) during the period beginning on the date immediately preceding the earlier to occur of (a) the consummation of the applicable change of control and (b) the public announcement of such change of control and ending on the date such holder delivers notice to the Company of its election, and (iii) the aggregate cash consideration and the aggregate cash value of any non-cash consideration per share of common stock that would be paid to the holder upon consummation of such change of control if it converted all of its shares of Series B Preferred Stock into common stock at the conversion price then in effect. Â Conversion â€“ Each share of Series B Preferred Stock is convertible, at the option of the holder, at any time after the date of issuance of such share, into shares of common stock either (i) at the fixed conversion price then in effect, which initially is $3.11 (subject to standard antidilution adjustments and adjustments as a result of subsequent issuances of securities where the effective price of the common stock is less than the then current fixed conversion price) or (ii) at the Series B Alternate Conversion Price, as defined below. The Series B Certificate of Designations also provides that in the event of certain â€œTriggering Events,â€ any holder may, at any time, convert any or all of such holderâ€™s Series B Preferred Stock at a conversion rate equal to the product of (i) the Series B Alternate Conversion Price and (ii) 115% of the stated value of the Series B Preferred Stock subject to such conversion. â€œTriggering Eventsâ€ include, among others, (i) a failure to timely deliver shares of common stock, upon a conversion, (ii) a suspension of trading on the principal trading market or the failure to be traded or listed on the principal market for five days or more, (iii) the failure to pay any dividend to the holders of Series B Preferred Stock when required, (iv) the failure to remove restrictive legends when required, (v) the Companyâ€™s default in payment of indebtedness in an aggregate amount of $2 million or more, (vi) proceedings for a bankruptcy, insolvency, reorganization or liquidation, which are not dismissed with 30 days, (vii) commencement of a voluntary bankruptcy proceeding, and (viii) final judgments against the Company for the payment of money in excess of $2.0 million. The â€œSeries B Alternate Conversion Priceâ€ means the lower of (i) the applicable conversion price then in effect and (ii) the greater of (x) $0.62 and (y) 97.5% of the lowest volume weighted average price of the common stock during the five consecutive trading day period ending and including the trading day immediately preceding the delivery of the applicable conversion notice. Â 10. Income Taxes Â The Company recorded income tax expense of approximately $0.6 million and $0.13 million for the three months ended September 30, 2024 and 2023, respectively and approximately $1.2 million and $0.14 million for the nine months ended September 30, 2024 and 2023, respectively. We estimate our annual effective income tax rate to be -4.04% for calendar year 2024, which is different from the U.S. federal statutory rate, primarily due to the Companyâ€™s full valuation allowance position. Â As of September 30, 2024, we have no material unrecognized tax benefits and we expect no material unrecognized tax benefits for the next 12 months. Â F-55 Table of Contents Â 11. Stock-Based Compensation Â Equity Incentive Plans Â The Company adopted the 2023 Equity Incentive Plan (â€œ2023 Planâ€) on November 2, 2023, which provides employees, directors, and consultants with opportunities to acquire the Companyâ€™s shares, or to receive monetary payments based on the value of such shares. Management has determined that it is in the best interests of the Company to replace the 2020 Incentive and Nonstatutory Stock Option Plan, the 2021 Incentive and Nonstatutory Stock Option Plan, and the 2021 Restricted Stock Plan, with one plan, the 2023 Plan, pursuant to which the Company will be able to grant stock option awards, stock appreciation rights, restricted stock awards, restricted stock units, and other stock-based awards. The 2023 Plan provides for up to 1,098,262 shares of common stock. Grants made under the 2023 Plan will generally vest and become exercisable at various times from the grant dates. These awards will have such vesting or other provisions as may be established by the Board of Directors at the time of each award. Â Stock Option Activity Â A summary of stock option activity for the nine months ended September 30, 2024 is as follows (dollars in thousands): Â Â Â Shares Â Â Weighted Average Exercise Price Â Outstanding at December 31, 2023 Â Â 766,142 Â Â $ 3.76 Â Granted Â Â - Â Â Â N/A Â Exercised Â Â (11,999) Â Â 1.98 Â Cancelled/forfeited/expired Â Â (148,580) Â Â 3.51 Â Outstanding at September 30, 2024 Â Â 605,563 Â Â $ 4.21 Â Â Â Â Â Â Â Â Â Â Exercisable at September 30, 2024 Â Â 232,233 Â Â $ 7.69 Â Â The aggregate intrinsic value for stock options exercised was $0.03 million during the nine months ended September 30, 2024. There were no stock options granted or exercised during the nine months ended September 30, 2023. Â Restricted Stock Activity Â A summary of RSA activity for the nine months ended September 30, 2024 is as follows (dollars in thousands): Â Â Â Number of Shares Â Â Weighted Average Grant Date Fair Value Â Unvested at January 1, 2024 Â Â 189,893 Â Â $ 2.28 Â Granted Â Â 86,932 Â Â Â 2.80 Â Vested Â Â (123,626) Â Â 3.23 Â Forfeited Â Â - Â Â Â Â Unvested at September 30, 2024 Â Â 153,199 Â Â $ 1.87 Â Â The total fair value of restricted shares that vested was $0.4 million and $0.8 million during the nine months ended September 30, 2024 and 2023, respectively. Â 12. Operating Leases Â The Company leases office space under operating leases at four locations in the United States (California, Illinois, Massachusetts, and Florida) and one location in the European Union (Sofia, Bulgaria). The Company had no finance lease obligations as of September 30, 2024. Â The Companyâ€™s operating lease expense totaled $0.3 million and $0.3 million for the three months ended September 30, 2024 and 2023, respectively. The Companyâ€™s operating lease expense totaled $1.0 million and $0.8 million for the nine months ended September 30, 2024 and 2023, respectively. As of September 30, 2024, the weighted-average remaining lease term was 3.9 years and the weighted average discount rate was 11.1%. Â F-56 Table of Contents Â Future minimum lease payments under our operating leases and reconciliation to the operating lease liability as of September 30, 2024, are as follows (in thousands): Â Year Ending December 31,Â TotalÂ 2024 (remainder)Â $469Â 2025Â Â 1,179Â 2026Â Â 1,342Â 2027Â Â 1,046Â 2028Â Â 1,041Â Total lease paymentsÂ Â 5,077Â Less: imputed interestÂ Â (1,112) Present value of total lease paymentsÂ Â 3,965Â Less: current portionÂ Â (821) Long-term lease liabilitiesÂ $3,144Â Â 13. Related Party Transactions Â Family Relationships Â The Company employs two of our CEOâ€™s brothers, Dan and Liron Nusonivich, who are paid approximately $200,000 and $110,000 per year, respectively. There are no family relationships between any of other directors or executive officers and any other employees or directors or executive officers. Â The Company did not pay any commissions to the related parties mentioned above for the three and nine months ended September 30, 2024 and 2023. Â 14. Commitments and Contingencies Â From time-to-time, the Company is involved in legal proceedings. The Company records a liability for those legal proceedings when it determines it is probable that a loss has been incurred and the amount of the loss can be reasonably estimated. The Company also discloses when it is reasonably possible that a material loss may be incurred, however, the amount cannot be reasonably estimated. From time to time, the Company may enter into discussions regarding settlement of these matters, and may enter into settlement agreements, if it believes settlement is in the best interest of the Company and its shareholders. Â The following is a summary of our current outstanding litigation. Note that references to GreenBox POS are for historical purposes. GreenBox POS changed its name to RYVYL Inc. on October 13, 2022. Â â—On November 8, 2022,Â the Company filed a complaint against its former Chief Operating Officer Vanessa Luna, Luna Consultant Group, LLC and Does 1 through 50 in San Diego Superior Court (the â€œCompany Filingâ€). The Company is alleging that Ms. Luna abused her position for additional compensation, failed to follow proper protocols and breached her fiduciary duties and duty of loyalty by secretly maintaining alternative employment. The action seeks damages, including interest and costs of suit incurred. On November 10, 2022, Ms. Luna filed her own complaint against the Company and Fredi Nisan in San Diego Superior Court (the â€œLuna Filingâ€). Ms. Luna alleges that Mr. Nisan used contract negotiations to coerce her, that the Company improperly coded transactions and misled investors, and that when her concerns were reported to management, she was wrongfully terminated, resulting in a number of claims. Ms. Luna also alleges sexual misconduct on the part of Mr. Nisan. Ms. Luna is seeking damages including compensatory damages, unpaid wages (past and future), loss of wages and benefits (past and future), and other damages to be proven at trial. The Company and Mr. Nisan deny all allegations of the Luna Filing. In April 2023, Ms. Luna sought to add Coyni, Inc. as a defendant with regard to her claims. She was granted permission to file a Second Amended Complaint, and Coyni, Inc. has challenged the allegations by way of demurrer, which was denied on August 9, 2024. In addition, the Company and Mr. Nisan have filed a motion for leave to amend their complaint against Luna, adding additional claims against her, including securities fraud, and, on August 9, 2024, the Court granted permission for the Company to file a Second Amended Complaint. As the Company cannot predict the outcome of the matter, the probability of an outcome cannot be determined. The Company intends to vigorously defend against all claims asserted by Ms. Luna and to vigorously prosecute its own claims against Ms. Luna. The San Diego Superior Court consolidated the Company Filing and Luna Filing into a single proceeding, RYVYL Inc. v. Luna, on August 4, 2023. On October 17, 2024, the parties entered into a confidential settlement agreement, and on October 24, 2024, a stipulated motion to stay all pleadings was filed with the Court. Â F-57 Table of Contents Â â—On December 12, 2022, Jacqueline Dollar (aka Jacqueline Reynolds), former Chief Marketing Officer of the Company, filed a complaint against the Company, Fredi Nisan, and Does 1-20 in San Diego Superior Court. Ms. Dollar is alleging she was undercompensated compared to her male counterparts and retaliated against after raising concerns to management resulting in sex discrimination in violation of the California Fair Employment and Housing Act (â€œFEHAâ€) and failure to prevent discrimination in violation of FEHA. Ms. Dollar is also claiming intentional infliction of emotional distress. Ms. Dollar is seeking an unspecified amount of damages related to, among other things, payment of past and future lost wages, stock issuances, bonuses and benefits, compensatory damages, and general, economic, non-economic, and special damages. As the Company cannot predict the outcome of the matter, the probability of an outcome cannot be determined. The Company intends to vigorously defend against all claims. The parties are currently in the discovery phase. Â Â â— On February 1, 2023, a putative class action lawsuit titled Cullen v. RYVYL Inc. fka GreenBox POS, Inc., et al., Case No. 3:23-cv-00185-GPC-AGS, was filed in the United States District Court for the Southern District of California against several defendants, including the Company and certain of our current and former directors and officers (the â€œCullen Defendantsâ€). The complaint was filed on behalf of persons who purchased or otherwise acquired the Companyâ€™s publicly traded securities between January 29, 2021 and January 20, 2023. The complaint alleged that the Cullen Defendants violated Sections 11, 12(a)(2), and 15 of the Securities Act of 1933, as amended (the â€œSecurities Actâ€) and Sections 10(b) and 20(a) of the Exchange Act by making false and/or misleading statements regarding the Companyâ€™s financial controls, performance and prospects. On June 30, 2023, the plaintiff filed an amended complaint. All defendants filed motions to dismiss the amended complaint on August 14, 2023. On March 1, 2024, the Court issued an order granting in part and denying in part defendantsâ€™Â motions to dismiss, which included dismissing all Securities Act claims and narrowing the potential class period. The plaintiff filed a second amended complaint on April 30, 2024, which alleges claims against the Cullen Defendants under Exchange Act Sections 10(b) and 20(a) only and a class period of May 13, 2021 through January 20, 2023. The Company filed its motion to dismiss the second amended complaint on July 1, 2024. On October 21, 2024, the Court issued an order granting in part and denying in part defendantsâ€™ motions to dismiss. The scope of the remaining claims is consistent with the Courtâ€™s last motion to dismiss decision dated March 1, 2024. On November 12, 2024, Plaintiff filed a Third Amended Complaint, which asserts the same legal causes of action and proposed class period as the previous complaint. The Company is evaluating the amended complaint and may be filing a further motion to dismiss. Â The action seeks damages, including interest, and the award of reasonable fees and costs to the putative class. The Company denies all allegations of liability and intends to vigorously defend against all claims. However, given the preliminary stage of the lawsuit, the uncertainty of litigation, and the legal standards that must be met for success on the merits, the Company cannot predict the outcome at this time or estimate a reasonably possible loss or range of loss that may result from this action. Â Â â— On June 22, 2023, a shareholder derivative complaint was filed in the United States District Court for the Southern District of California against certain of the Companyâ€™s current and/or former officers and directors (the â€œHertel Defendantsâ€), Christy Hertel, derivatively on behalf of RYVYL Inc., f/k/a GreenBox POS v. Ben Errez et al., Case No. 3:23-CV-01165-GPC-SBC. On August 4, 2023, a second shareholder derivative complaint was filed in the United States District Court for the Southern District of California against the Hertel Defendants, Marcus Gazaway, derivatively on behalf of RYVYL Inc., f/k/a GreenBox POS v. Ben Errez et al., Case No. 3:23-CV-01425-LAB-BLM. Both derivative complaints generally allege that the Hertel Defendants failed to implement adequate internal controls that would prevent false and misleading financial information from being published by the Company and that controlling shareholders participated in overpayment misconduct resulting in violations of Sections 10(b), 14(a) and 20 of the Exchange Act and breached their fiduciary duties and, purportedly on behalf of the Company. On April 2, 2024, the Court granted the partiesâ€™Â joint motion for an order consolidating the Hertel and Gazaway cases under the caption In re RYVYL Inc. Derivative Litigation, Lead Case No. 3:23-CV-01165-GPC-SBC (S.D. Cal.). On May 6, 2024, the Court issued an order staying the action until after the final resolution of any motion to dismiss the securities class action detailed above. On May 1, 2024, a third nearly identical shareholder derivative complaint was filed in Clark County, Nevada by plaintiff Christina Brown, derivatively on behalf of RYVYL, Inc., v. Ben Errez et al., Case No. A-24-892382-C. The Company currently is working with Ms. Brownâ€™s counsel to coordinate a stay of the Nevada action on the same terms as the stay of the Hertel and Gazaway cases. Â The complaint seeks damages and contribution from the Hertel Defendants and a direction that the Company and the Hertel Defendants take actions to reform and improve corporate governance and internal procedures to comply with applicable laws. The Hertel Defendants deny all allegations of liability and intend to vigorously defend against all claims. However, given the preliminary stage of the lawsuits, the uncertainty of litigation, and the legal standards that must be met for success on the merits, the Company cannot predict the outcome of either case at this time. Â F-58 Table of Contents Â Â â— On October 1, 2023, the Company filed a demand for arbitration against Sky Financial & Intelligence LLC, a Wyoming limited liability company (â€œSky Financialâ€) with the American Arbitration Association in San Diego, California (the â€œArbitrationâ€). In the Arbitration, the Company seeks to recover for breach of contract and Sky Financialâ€™s failure to perform its obligations. On October 2, 2023, the Company filed a complaint against Sky Financial in San Diego Superior Court asserting the same claims asserted in the Arbitration, solely to toll any applicable statutes of limitations pending the Arbitration and, if necessary, provide jurisdiction for the court to compel arbitration. The action seeks damages, including interest and costs of suit incurred. The parties agreed to proceed in the Arbitration and to implement the steps needed to extend the current stay of the San Diego Superior Court action pending the Arbitration. Subsequently, the parties agreed to stay the Arbitration and attend mediation. A mediation was scheduled but then vacated by stipulation of the parties. The parties have agreed to continue the stay of the Arbitration pending a mediation, which is to be re-scheduled. Â Â â— On July 6, 2022, the Companyâ€™s subsidiary, RYVYL EU (formerly known as Transact Europe OOD), received a notary invitation from Satya Consulting PTE Limited (â€œSatyaâ€) filed in Bulgaria. In the filed claim, Satya alleges nonpayment of its fee in the amount of EUR 900,000, to which statutory default interest is to be added, for failure of payment under the Companyâ€™s stock purchase agreement for Transact Europe Holdings OOD. RYVYL EU has retained Bulgarian counsel to assist in the defense of the asserted claim and denies all allegations. As RYVYL EU cannot predict the outcome of the matter, the probability of an outcome cannot be determined. RYVYL EU intends to vigorously defend against all claims. On October 18, 2024, RYVYL EU entered into a confidential settlement agreement with no material impact to the Company. A hearing is scheduled for November 15, 2024, where it is expected that the Court will approve the settlement and terminate the case. Â Â â— On January 2, 2024, the Company filed a Statement of Claim against Chessa Sabourin in the Ontario Superior Court of Justice. Case No. CV-24-00712190-0000. The Company seeks to recover funds unlawfully held by Ms. Sabourin, or in the alternative, damages in the equivalent amount. Additionally, punitive and exemplary damages. In September 2023, the Company mistakenly sent funds to Ms. Sabourin and attempted to reverse or recall the transfers but was unable to do so. To date, Ms. Sabourin has failed and/or refused to return the funds mistakenly sent to her. On October 21, 2024, the Court issued a default judgment against Sabourin. Â Â â— On June 25, 2024, J. Drew Byelick, a former Chief Financial Officer of the Company, filed a complaint against the Company in the United States District Court for the Southern District of California, Case No. â€˜24CV1096 JLS MSB. Mr. Byelick is alleging breach of contract, fraudulent inducement of employment, along with intentional misrepresentation and concealment. The Company filed a motion to dismiss the complaint on October 4, 2024 and Mr. Byelick filed an opposition to the Companyâ€™s motion on November 8, 2024. The Company denies all allegations of liability and intends to vigorously defend against all claims. However, given the preliminary stage of the lawsuit, the uncertainty of litigation, and the legal standards that must be met for success on the merits, the Company cannot predict the outcome at this time or estimate a reasonably possible loss or range of loss that may result from this action. Â F-59 Table of Contents Â 15. Segment Reporting Â The Company has organized its operations into two reportable segments: North America and International. These segments represent the components of the Company for which separate financial information is available that is utilized on a regular basis by the CODM to assess segment performance, set strategic goals, and allocate the Companyâ€™s resources. Â The following tables present discrete financial information for our two reportable segments (dollars in thousands): Â Â Â Three Months Ended September 30,Â Â Nine Months Ended September 30,Â Â Â 2024Â Â 2023Â Â 2024Â Â 2023Â Â Â Â Â Â Â Â Â Â Â Â Â Â RevenueÂ Â Â Â Â Â Â Â Â Â Â Â North AmericaÂ $2,832Â Â $12,488Â Â $15,478Â Â $32,330Â InternationalÂ Â 9,774Â Â Â 4,992Â Â Â 25,802Â Â Â 11,290Â Â Â $12,606Â Â $17,480Â Â $41,280Â Â $43,620Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Loss from operationsÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â North AmericaÂ $(3,664)Â $(3,243)Â $(20,456)Â $(10,729) InternationalÂ Â 1,184Â Â Â 879Â Â Â 5,180Â Â Â 1,259Â Â Â $(2,480)Â $(2,364)Â $(15,276)Â $(9,470) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net lossÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â North AmericaÂ $(6,281)Â $(3,760)Â $(25,053)Â $(24,057) InternationalÂ Â 1,108Â Â Â 644Â Â Â 5,079Â Â Â 959Â Â Â $(5,174)Â $(3,116)Â $(19,974)Â $(23,098) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Depreciation and amortizationÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â North AmericaÂ $505Â Â $495Â Â $1,504Â Â $1,415Â InternationalÂ Â 85Â Â Â 162Â Â Â 322Â Â Â 484Â Â Â $590Â Â $657Â Â $1,826Â Â $1,899Â Â Assets by reportable segment were not included, as that information is not reviewed by the CODM to make operating decisions or allocate resources. Assets are reviewed on a consolidated basis. Â 16. Subsequent Events Â On November 11, 2024, the Company and the Investor entered into a non-binding Memorandum of Understanding (the â€œMOUâ€) setting forth the terms agreed to by the Company and the Investor for the full repayment and termination of the Note and the redemption of all shares of the Companyâ€™s Preferred Stock held by the Investor. As of October 31, 2024, the outstanding Note principal was $19.0 million and the liquidation value of the Preferred Stock was $53.5 million. Â Under the terms of the MOU, the Company has agreed to pay total consideration of $16.5 million in full repayment of the Note and the redemption of all of the shares of Preferred Stock, as follows:Â Â â—$12.8 million will be paid in a first tranche payment on or before November 22, 2024, for the redemption of all of the shares of Preferred Stock held by the Investor, and payment of a portion of the outstanding balance of the Note so that the remaining outstanding principal balance will be $3.7 million. Â â—$3.7 million will be paid in full satisfaction of the remaining principal balance of the Note, which will remain outstanding under the existing Note with the maturity date of the Note being accelerated to January 31, 2025. Â F-60 Table of Contents Â Â $20,000,000 Â Up to Â Â Â Â Â Â Â Â Â Â Units consisting of Shares of Common Stock or Â Â Â Â Â Â Â Â Â Â Â Pre-Funded Warrants to purchase Â Â Â Â Â Â Â Â Â Â Â Â shares of Common Stock and Warrants to purchase Â Â Â Â Â Â Â Â Â Â Shares of Common Stock Â Â Â Â PROSPECTUS Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â , 2025 Â Â Table of Contents Â PART IIÂ â€" INFORMATION NOT REQUIRED IN PROSPECTUS Â Item 13. Other Expenses of Issuance and Distribution Â The following table sets forth the expenses in connection with this registration statement. All of such expenses are estimates, other than the filing fees payable to the Securities and Exchange Commission and to FINRA. Â Â Â Amount to be paidÂ SEC registration feeÂ $6,124Â FINRA filing feeÂ $Â Â Accounting fees and expensesÂ $Â Â Legal fees and expensesÂ $Â Â TotalÂ $Â Â Â Item 14. Indemnification of Directors and Officers Â Nevada Revised Statutes (â€œNRSâ€) 78.138(7) provides that, subject to limited statutory exceptions and unless the articles of incorporation or an amendment thereto (in each case filed on or after October 1, 2003) provide for greater individual liability, a director or officer is not individually liable to a corporation or its stockholders or creditors for any damages as a result of any act or failure to act in his or her capacity as a director or officer unless it is proven that: (i) the act or failure to act constituted a breach of his or her fiduciary duties as a director or officer and (ii) the breach of those duties involved intentional misconduct, fraud or a knowing violation of law. Â NRS 78.7502(1) provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneysâ€™ fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person (i) is not liable pursuant to NRS 78.138 or (ii) acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. NRS 78.7502(2) provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including amounts paid in settlement and attorneysâ€™ fees actually and reasonably incurred by the person in connection with the defense or settlement of the action or suit if the person (i) is not liable pursuant to NRS 78.138 or (ii) acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation. To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, the corporation shall indemnify him or her against expenses, including attorneysâ€™ fees, actually and reasonably incurred by him or her in connection with the defense. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the person is liable pursuant to NRS 78.138 or did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, or that, with respect to any criminal action or proceeding, he or she had reasonable cause to believe that the conduct was unlawful. Indemnification may not be made for any claim, issue or matter as to which such a person has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals therefrom, to be liable to the corporation or for amounts paid in settlement to the corporation, unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper. Â 78 Table of Contents Â NRS 78.7502(3) provides that any discretionary indemnification pursuant to NRS 78.7502 (unless ordered by a court or advanced pursuant to NRS 78.751(2)), may be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances. The determination must be made (i) by the stockholders; (ii) by the board of directors by majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding; (iii) if a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding so orders, by independent legal counsel in a written opinion; or (iv) if a quorum consisting of directors who were not parties to the action, suit or proceeding cannot be obtained, by independent legal counsel in a written opinion. NRS 78.751(2) provides that the corporationâ€™s articles of incorporation or bylaws, or an agreement made by the corporation, may provide that the expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that the director or officer is not entitled to be indemnified by the corporation. Â Under the NRS, the indemnification pursuant to NRS 78.7502 and advancement of expenses authorized in or ordered by a court pursuant to NRS 78.751: Â â—Does not exclude any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the articles of incorporation or any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, for either an action in the personâ€™s official capacity or an action in another capacity while holding office, except that indemnification, unless ordered by a court pursuant to NRS 78.7502 or for the advancement of expenses made pursuant to NRS 78.751(2), may not be made to or on behalf of any director or officer if a final adjudication establishes that the directorâ€™s or officerâ€™s acts or omissions involved intentional misconduct, fraud or a knowing violation of the law and was material to the cause of action; and Â â—Continues for a person who has ceased to be a director, officer, employee, or agent and inures to the benefit of the heirs, executors and administrators of such a person. Â A right to indemnification or to advancement of expenses arising under a provision of the articles of incorporation or any bylaw is not eliminated or impaired by an amendment to such provision after the occurrence of the act or omission that is the subject of the civil, criminal, administrative or investigative action, suit or proceeding for which indemnification or advancement of expenses is sought, unless the provision in effect at the time of such act or omission explicitly authorizes such elimination or impairment after such action or omission has occurred. Â Our governing documents provide that to the fullest extent permitted under the NRS (including, without limitation, to the fullest extent permitted under NRS 78.7502 and 78.751(3)) and other applicable law, that we shall indemnify our directors and officers in their respective capacities as such and in any and all other capacities in which any of them serves at our request. Â Item 15. Recent Sales of Unregistered Securities Â During the last three years, the Company has not issued unregistered securities to any person, except as described below. None of these transactions involved any underwriters, underwriting discounts or commissions, except as specified below, or any public offering, and, unless otherwise indicated below, the Company believes that each transaction was exempt from the registration requirements of the Securities Act by virtue of SectionÂ 4(a)(2) thereof and/or RuleÂ 506 of Regulation D promulgated thereunder, and/or Regulation S promulgated thereunder regarding offshore offers and sales. All recipients had adequate access, though their relationships with the Company, to information about the Company. Â â—We issued 850,833 unregistered shares in total for the year ended December 31, 2022. Of this amount, 300,833 were issued for services, 500,000 shares were issued as part of an asset purchase, and 50,000 were issued to an employee as compensation. Â â—We issued a total of 4,890 unregistered shares of common stock for the year ended December 31, 2023. The shares were issued to (former) directors of the Board as compensation. Â â—We issued a total of 88,792 unregistered shares of common stock for the year ended December 31, 2024. The shares were issued to vendors and (former) employees as compensation. Â 79 Table of Contents Â Item 16. Exhibits Â The following is a list of exhibits filed as a part of this registration statement: Â Exhibit Number Â Description of Document 1.1 Â Form of Placement Agency Agreement** 3.1 Â Amended and Restated Articles of Incorporation, filed October 10, 2022 (incorporated by reference to Exhibit 3.1 of the Companyâ€™s Current Report on Form 8-K filed with the SEC on OctoberÂ 13, 2022) 3.2 Â Certificate of Change, filed September 6, 2023 (incorporated by reference to Exhibit 3.1 of the Companyâ€™s Current Report on Form 8-K filed with the SEC on SeptemberÂ 6, 2023) 3.3 Â Certificate of Amendment to Amended and Restated Articles of Incorporation, filed November 3, 2023 (incorporated by reference to Exhibit 3.1 of the Current Report on Form 8-K filed with the SEC on NovemberÂ 3, 2023) 3.4 Â Amended and Restated Bylaws, adopted effective October 6, 2022 (incorporated by reference to Exhibit 3.2 of the Current Report on Form 8-K filed with the SEC on OctoberÂ 13, 2022) 4.1 Â Form of Base Indenture between GreenBoxPOS and Wilmington Savings Fund Society, FSB (incorporated by reference to Exhibit 4.1 of the Companyâ€™s Current Report on Form 8-K filed with the SEC on NovemberÂ 3, 2021) 4.2 Â Form of First Supplemental Indenture (incorporated by reference to Exhibit 4.2 of the Companyâ€™s Current Report on Form 8-K filed with the SEC on NovemberÂ 3, 2021) 4.3 Â Form of 8% Senior Convertible Note Due 2023 (incorporated by reference to Exhibit 4.3 of the Companyâ€™s Current Report on Form 8-K filed with the SEC on NovemberÂ 3, 2021) 4.4 Â Description of Securities (incorporated by reference to Exhibit 4.4 of the Companyâ€™s Annual Report on FormÂ 10-K filed with the SEC on AprilÂ 17, 2023) 4.5 Â Certificate of Designations of Rights and Preferences of Series A Convertible Preferred Stock of RYVYL Inc. (incorporated by reference to Exhibit 10.3 of the Companyâ€™s Current Report on Form 8-K filed with the SEC on JulyÂ 26, 2023) 4.6 Â Certificate of Designations of Rights and Preferences of Series B Convertible Preferred Stock of RYVYL Inc. (incorporated by reference to Exhibit 10.1 of the Companyâ€™s Current Report on Form 8-K filed with the SEC on DecemberÂ 4, 2023) 4.7 Â Form of Pre-Funded Warrant issued in this Offering** 4.8 Â Form of Common Warrant issued in this Offering** 5.1 Â Opinion of Ellenoff Grossman & Schole LLP** 10.1# Â Form of Board of Directors Agreement entered into on February 16, 2021, by and between the Company and each of Ms. Baer and Messrs. Caragol and Laniado (incorporated by reference to Exhibit 10.1 of the Companyâ€™s Current Report on Form 8-K filed with the SEC on FebruaryÂ 19, 2021) 10.2# Â 2020 Incentive and Nonstatutory Stock Option Plan (incorporated by reference to Exhibit 4.1 of the Companyâ€™s Registration Statement on Form S-8 filed with the SEC on SeptemberÂ 3, 2020) 10.3# Â 2021 Incentive and Nonstatutory Stock Option Plan (incorporated by reference to Exhibit 4.1 of the Companyâ€™s Registration Statement on Form S-8 filed with the SEC on JulyÂ 13, 2021) 10.4# Â Amendment Agreement No. 1 to Share Purchase Agreement by and between GreenBox POS, and certain individuals named therein, made as of March 24, 2021. (incorporated by reference to Exhibit 10.1 of the Companyâ€™s Current Report on Form 8-K filed with the SEC on MarchÂ 31, 2022) 10.5 Â Asset Purchase Agreement, signed March 31, 2022, between GreenBox POS and Sky Financial and Intelligence, LLC (incorporated by reference to Exhibit 10.1 of the Companyâ€™s Current Report on Form 8-K filed with the SEC on AprilÂ 6, 2022) 10.6 Â Restructuring Agreement, dated August 16, 2022 between GreenBox POS and the Investor (incorporated by reference to Exhibit 10.1 of the Companyâ€™s Current Report on Form 8-K filed with the SEC on AugustÂ 16, 2022) 10.7 Â April 2021 Sublease Agreement with regard to 3131 Camino del Rio North, Suite 1400, San Diego, CA 92108 (incorporated by reference to Exhibit 10.3 of the Companyâ€™s Quarterly Financial Report on Form 10-Q filed with the SEC on NovemberÂ 15, 2021) Â 80 Table of Contents Â 10.8 Â Securities Purchase Agreement, dated November 2, 2021, between GreenBoxPOS and the Investors (incorporated by reference to Exhibit 10.1 of the Companyâ€™s Current Report on Form 8-K filed with the SEC on NovemberÂ 3, 2021) 10.9 Â Agreement and Waiver, dated January 28, 2022, between GreenBoxPOS and the Investor (incorporated by reference to Exhibit 10.1 of the Companyâ€™s Current Report on Form 8-K filed with the SEC on JanuaryÂ 31, 2022) 10.10 Â Form of First Exchange Agreement, dated July 25, 2023, between RYVYL Inc. and the Investor (incorporated by reference to Exhibit 10.1 of the Companyâ€™s Current Report on Form 8-K filed with the SEC on JulyÂ 26, 2023) 10.11 Â Form of Leak-Out Agreement (incorporated by reference to Exhibit 10.2 of the Companyâ€™s Current Report on Form 8-K filed with the SEC on JulyÂ 26, 2023) 10.12 Â Amendment No. 1 to First Exchange Agreement, dated August 18, 2023, between RYVYL Inc. and the Investor (incorporated by reference to Exhibit 10.12 of the Companyâ€™s Current Report on Form 8-K filed with the SEC on AugustÂ 18, 2023) 10.13 Â Amendment No. 2 to First Exchange Agreement, dated August 25, 2023, between RYVYL Inc. and the Investor (incorporated by reference to Exhibit 10.13 of the Companyâ€™s Current Report on Form 8-K filed with the SEC on AugustÂ 28, 2023) 10.14 Â Form of Second Exchange Agreement, dated November 27, 2023, between RYVYL Inc. and the Investor (incorporated by reference to Exhibit 10.1 of the Companyâ€™s Current Report on Form 8-K filed with the SEC on NovemberÂ 28, 2023) 10.15 Â Long-Term Incentive Plan (incorporated by reference to Exhibit 10.1 of the Companyâ€™s Current Report on Form 8-K filed with the SEC on NovemberÂ 21, 2023) 10.16 Â Form of Forbearance Agreement (incorporated by reference to Exhibit 10.1 of the Companyâ€™s Current Report on Form 8-K filed with the SEC on MayÂ 20, 2024) 10.17 Â Preferred Stock Repurchase and Note Repayment Agreement, dated as of January 23, 2025 (incorporated by reference to Exhibit 10.1 of the Companyâ€™s Current Report on Form 8-K filed with the SEC on JanuaryÂ 24, 2025) 10.18 Â Stock Purchase Agreement, dated as of January 23, 2025 (incorporated by reference to Exhibit 10.2 of the Companyâ€™s Current Report on Form 8-K filed with the SEC on JanuaryÂ 24, 2025) 10.19 Â Escrow Agreement, dated as of January 23, 2025 (incorporated by reference to Exhibit 10.3 of the Companyâ€™s Current Report on Form 8-K filed with the SEC on JanuaryÂ 24, 2025) 10.20 Â Termination Agreement, dated as of January 23, 2025 (incorporated by reference to Exhibit 10.4 of the Companyâ€™s Current Report on Form 8-K filed with the SEC on JanuaryÂ 24, 2025) 10.15 Â Form of Securities Purchase Agreement to be entered into in this Offering** 23.1 Â Consent of Simon & Edward, LLP, Independent Registered Public Accounting Firm* 23.2 Â Consent of Ellenoff Grossman & Schole LLP (contained in Exhibit 5.1)** 24.1 Â Powers of Attorney* 107 Â Filing Fee Table* 101.INS Â Inline XBRL Instance Document. 101.SCH Â Inline XBRL Taxonomy Extension Schema Document. 101.CAL Â Inline XBRL Taxonomy Extension Calculation Linkbase Document. 101.DEF Â Inline XBRL Taxonomy Extension Definition Linkbase Document. 101.LAB Â Inline XBRL Taxonomy Extension Label Linkbase Document. 101.PRE Â Inline XBRL Taxonomy Extension Presentation Linkbase Document. 104 Â Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101). Â *Filed herewith. **To be filed by amendment #Indicates management contract or compensatory plan. Â 81 Table of Contents Â Item 17. Undertakings Â (1)The undersigned registrant hereby undertakes: Â (a)To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement: Â (i)To include any prospectus required by Section 10(a)(3) of the Securities Act; Â (ii)To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the â€œCalculation of Registration Feeâ€ table in the effective registration statement; and Â (iii)To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; Â (2)That, for the purpose of determining any liability under the Securities Act, each such post- effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Â (3)To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering. Â (4)That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant hereby undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser: Â (i)Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424 (Â§ 230.424 of this chapter); Â (ii)Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant; Â Â Â (iii)The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and Â (iv)Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser. Â (5)The undersigned registrant hereby undertakes that: Â (a)For purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this registration statement in reliance on Rule 430A and contained in a form of prospectus filed by the undersigned registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective; and Â (b)For the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initialÂ bona fideÂ offering thereof. Â (6)Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue. Â 82 Table of Contents Â Signatures Â Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on February 14, 2025. Â Â RYVYL INC. Â Â Â By: /s/ Fredi Nisan Â Â Name:Â Fredi Nisan Â Â Title: Chief Executive Officer Â POWER OF ATTORNEY Â KNOW ALL BY THESE PRESENT, that each person whose signature appears below constitutes and appoints Harrison Gross as his true and lawful attorney-in-factÂ and agent, with the full power of substitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this registration statement (including post-effectiveÂ amendments), and to sign any registration statement for the same offering covered by this registration statement that is to be effective upon filing pursuant to RuleÂ 462(b) promulgated under the Securities Act, and all post-effectiveÂ amendments thereto, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-factÂ and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-factÂ and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof. Â Pursuant to the requirements of the Securities Act, this registration statement has been signed below by the following persons in the capacities and on the dates indicated. Â Person Â Capacity Â Date Â Â Â Â /s/ Fredi Nisan Â Chief Executive Officer and Director Â February 14, 2025 Fredi Nisan Â (Principal Executive Officer) Â Â Â Â Â Â /s/ George Oliva Â Chief Financial Officer Â February 14, 2025 George Oliva Â (Principal Financial and Accounting Officer) Â Â Â Â Â Â /s/ Ben Errez Â Chairman of the Board of Directors Â February 14, 2025 Ben Errez Â Â Â Â Â Â Â Â /s/ Genevieve Baer Â Director Â February 14, 2025 Genevieve Baer Â Â Â Â Â Â Â Â /s/ Ezra Laniado Â Director Â February 14, 2025 Ezra Laniado Â Â Â Â Â Â Â Â /s/ David Montoya Â Director Â February 14, 2025 David Montoya Â Â Â Â Â 83 Â

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EX-23.1 2 rvylsex23-1.htm EXHIBIT 23.1 Exhibit 23.1 Â Consent of Independent Registered Public Accounting Firm Â We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated March 26, 2024, relating to the consolidated financial statements of RYVYL, Inc. (the Company). Our report contains an explanatory paragraph regarding the Companyâ€™s ability to continue as a going concern. Â We also consent to the reference to us under the caption â€œExpertsâ€ in such Registration Statement. Â Â Â Rowland Heights, California February 14, 2025 Â BDO USA, P.C., a Virginia professional corporation, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms. Â BDO is the brand name for the BDO network and for each of the BDO Member Firms. EX-FILING FEES 3 rvylsex107.htm FILING FEE TABLE Exhibit 107 Â Calculation of Filing Fee Table S-1 (Form Type) RYVYL Inc. (Exact Name of Registrant as Specified in its Charter) Â Security Type Â Security Class Title Â Fee Calculation Rule Â Amount to be Registered(1) Â Proposed Maximum Offering Price Per Unit Â Proposed Maximum Aggregate Offering Price(1)(2) Â Fee Rate Â Amount of Registration Fee(3) Â Carry Forward Form Type Â Carry Forward File Number Â Carry Forward Initial effective date Â Filing Fee Previously Paid In Connection with Unsold Securities to be Carried Forward Â Equity Â Units, consisting of Â Rule 457(g) Â Â Â Â Â Â -Â Â Â Â Â -Â Â Â Â Â -Â Â Â Â -Â Â Â -Â Â Â -Â Equity Â common stock, par value \$0.00001 per share Â Rule 457(o) Â Â -Â Â Â -Â Â \$20,000,000.00 Â \$0.00015310 Â \$3,062.00 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Equity Â Pre-Funded Warrants to purchase shares of common stock(4) Â Rule 457(g) Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Equity Â Common stock issuable upon exercise of the Pre-Funded Warrant Â Rule 457(o) Â Â -Â Â Â -Â Â Â Included above Â Â -Â Â Â -Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Equity Â Warrants to purchase shares of common stock(4) Â Rule 457(g) Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Equity Â Common stock issuable upon exercise of the Warrant Â Rule 457(o) Â Â -Â Â Â -Â Â \$ 20,000,000.00 Â \$ 0.00015310 Â \$3,062.00 Â Â Total Offering Amounts Â Â Â Â \$40,000,000.00 Â Â Â Â \$6,124.00 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Total Fees Previously Paid Â Â Â Â Â Â Â Â Â Â Â -Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Total Fee Offsets Â Â Â Â Â Â Â Â Â -Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net Fee Due Â Â Â Â Â Â Â Â Â \$6,124.00 Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â (1)Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended (the â€œSecurities Actâ€). (2) Pursuant to Rule 416(a) under the Securities Act, there are also being registered an indeterminable number of additional securities as may be issued to prevent dilution resulting from stock splits, stock dividends or similar transactions. Â Â (3) Calculated pursuant to Rule 457(o) under the Securities Act based on an estimate of the proposed maximum offering price. Â Â (4) No separate registration fee required pursuant to Rule 457(g) under the Securities Act. GRAPHIC 4 image_001.jpg GRAPHIC begin 644 image_001.jpg


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CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY link:presentationLink link:definitionLink link:calculationLink 005 - Statement - CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS link:presentationLink link:definitionLink link:calculationLink 006 - Disclosure - Description of the Business and Basis of Presentation link:presentationLink link:definitionLink link:calculationLink 007 - Disclosure - Summary of Significant Accounting Policies link:presentationLink link:definitionLink link:calculationLink 008 - Disclosure - Restatements of Previously Issued Consolidated Financial Statements link:presentationLink link:definitionLink link:calculationLink 009 - Disclosure - Acquisitions link:presentationLink link:definitionLink link:calculationLink 010 - Disclosure - Property and Equipment, Net link:presentationLink link:definitionLink link:calculationLink 011 - Disclosure - Goodwill link:presentationLink link:definitionLink link:calculationLink 012 - Disclosure - Intangible Assets, Net link:presentationLink link:definitionLink link:calculationLink 013 - Disclosure - Accrued Liabilities link:presentationLink link:definitionLink link:calculationLink 014 - Disclosure - Long-Term Debt, Net link:presentationLink link:definitionLink link:calculationLink 015 - Disclosure - Convertible Preferred Stock link:presentationLink link:definitionLink link:calculationLink 016 - Disclosure - Income Taxes link:presentationLink link:definitionLink link:calculationLink 017 - Disclosure - Stock-Based Compensation link:presentationLink link:definitionLink link:calculationLink 018 - Disclosure - Operating Leases link:presentationLink link:definitionLink link:calculationLink 019 - Disclosure - Related Party Transactions link:presentationLink link:definitionLink link:calculationLink 020 - Disclosure - Commitments and Contingencies link:presentationLink link:definitionLink link:calculationLink 021 - Disclosure - Segment Reporting link:presentationLink link:definitionLink link:calculationLink 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XBRL DEFINITION FILE EX-101.LAB 11 rvyl-20240930_lab.xml XBRL LABEL FILE Entity Addresses, Address Type [Axis] Total current assets Total non-current assets Total assets Total current liabilities Total liabilities Class of Stock [Axis] Total stockholders' equity/(deficit) Balance Balance Total liabilities and stockholder's equity/(deficit) Gross profit Total operating expenses Loss from operations Income (loss) from operations Loss from operations Total other income (expense), net Net loss Net loss Net income (loss) Total comprehensive loss Balance (in Shares) Balance (in Shares) Related Party Transaction [Axis] Debt Conversion Description [Axis] Other Comprehensive Income Location [Axis] Award Type [Axis] Equity Components [Axis] Business Acquisition [Axis] Cash, cash equivalents, and restricted cash – beginning of period Cash, cash equivalents, and restricted cash – end of period Finite-Lived Intangible Assets by Major Class [Axis] Long-Lived Tangible Asset [Axis] Net property and equipment Property and equipment, net Geographical [Axis] Total Net Debt Instrument [Axis] Balance Balance Net carrying value Balance Balance Current income tax expense (benefit) Deferred income tax expense (benefit) Income tax provision Income Tax Expense (Benefit) Total deferred tax assets Total deferred tax liabilities Net deferred tax assets, non-current prior to valuation allowance Total net deferred taxes Outstanding, Shares Outstanding, Shares Outstanding, Weighted-Average Exercise Price Outstanding, Weighted-Average Exercise Price Exercisable, Shares Exercisable, Weighted-Average Exercise Price Non-vested Restricted Stock Awards Non-vested Restricted Stock Awards Non-vested Restricted Stock Awards, Weighted Average Grant Date Fair Value Non-vested Restricted Stock Awards, Weighted Average Grant Date Fair Value Total lease payments Goodwill Goodwill Goodwill Statistical Measurement [Axis] Total accrued liabilities Accrued liabilities Accrued Liabilities, Current Document Type Entity Registrant Name Entity Incorporation, State or Country Code Entity Tax Identification Number Entity Address, Address Line One Entity Address, City or Town Entity Address, State or Province Entity Address, Postal Zip Code City Area Code Local Phone Number Contact Personnel Name Entity Filer Category Entity Small Business Entity Emerging Growth Company Entity Central Index Key Amendment Flag ASSETS Current Assets: Cash and cash equivalents Restricted cash Accounts receivable, net of allowance for credit losses Accounts receivable, net of allowance for credit losses (in Dollars) Cash due from gateways, net of allowance Cash due from gateways, net of allowance (in Dollars) Prepaid and other current assets Non-current Assets: Intangible assets, net Operating lease right-of-use assets, net Other assets LIABILITIES AND STOCKHOLDERS' EQUITY/(DEFICIT) LIABILITIES AND STOCKHOLDERS' EQUITY Current Liabilities: Accounts payable Accrued interest Payment processing liabilities, net Current portion of operating lease liabilities Less: current portion Other current liabilities Long term debt, net of debt discount Operating lease liabilities, less current portion Lease liabilities - long-term Long-term lease liabilities Commitments and contingencies Stockholders' Equity/(Deficit): Stockholders' Equity: Preferred stock, value Carrying Value (in Dollars) (in Dollars per share) Preferred Stock, Par or Stated Value Per Share Preferred stock, shares authorized Preferred Shares Authorized Preferred stock, shares issued Preferred stock, shares outstanding Common stock, value Common stock, par value (in Dollars per share) Common Stock, Par or Stated Value Per Share (in Dollars per share) Common stock, shares authorized Common stock, shares issued Common stock, shares outstanding Additional paid-in capital Accumulated other comprehensive income Accumulated deficit Revenue Cost of revenue Operating expenses: Advertising and marketing Research and development General and administrative Payroll and payroll taxes Professional fees Stock compensation expense Depreciation and amortization Other income (expense): Interest expense Changes in fair value of derivative liability Derecognition expense on conversion of convertible debt Derecognition expense upon conversion of convertible debt Gain on sale of property and equipment Gain on sale of property and equipment Other income (expense) Loss before provision for income taxes Comprehensive income statement: Foreign currency translation gain (loss) Net loss per share: Basic and diluted (in Dollars per share) Basic and diluted (in Dollars per share) Weighted average number of common shares outstanding: Basic and diluted (in Shares) Basic and diluted (in Shares) Impairment of goodwill Goodwill Impairment Goodwill, Impairment Loss (in Dollars) Restructuring charges Common stock issued for services Common stock issued for services (in Shares) Common stock issued (in Shares) Stock Issued During Period, Shares, New Issues (in Shares) Issuance of common stock upon exercise of stock options Issuance of common stock upon exercise of stock options (in Shares) Exercise, Shares Share repurchase Share repurchase (in Shares) Stock Repurchased During Period, Shares (in Shares) Issuances of common stock for acquisition (in Shares) Issuance of common stock upon conversion of convertible debt Issuance of common stock upon conversion of convertible debt (in Shares) Treasury stock (in Shares) Treasury stock cancelled Treasury stock cancelled (in Shares) Common stock issued Net loss and comprehensive loss Reclassification adjustment Shares forfeited (in Shares) Issuances of common stock from previous unregistered shares (in Shares) Carryover effects of financial statement restatements in prior periods Issuance of common stock under equity incentive plans Issuance of common stock under equity incentive plans (in Shares) Issuance of restricted common stock under equity incentive plans Issuance of restricted common stock under equity incentive plans (in Shares) Cash flows from operating activities: Adjustments to reconcile net loss to net cash used in operating activities: Depreciation and amortization expense Stock issued for interest expense Changes in assets and liabilities: Accounts payable Accrued and other current liabilities Accrued interest Payment processing liabilities, net Net cash provided by operating activities Cash flows from investing activities: Proceeds from sale of property and equipment Net cash used in investing activities Cash flows from financing activities: Proceeds from stock option exercises Repayments of convertible debt Net cash used in financing activities Restricted cash acquired from Transact Europe Net increase in cash, cash equivalents, and restricted cash Effects of exchange rates on cash, cash equivalents, and restricted cash Supplemental disclosures of cash flow information Cash paid during the period for: Interest Income taxes Non-cash financing and investing activities: Convertible debt conversion to preferred stock Convertible debt conversion to common stock Debt Conversion, Original Debt, Amount Debt Conversion, Original Debt, Amount (in Dollars) Cash flows from operating activities: Adjustments to reconcile net loss to net cash provided by (used in) operating activities: Changes in assets and liabilities: Cash flows from investing activities: Cash flows from financing activities: Supplemental disclosures of cash flow information Cash paid during the period for: Non-cash financing and investing activities: Less: Shares to be returned Accretion of debt discount Amortization and write-off of debt discount Accretion and write-off of debt discount Amortization of Debt Discount (Premium) Legal settlement expense Treasury stock Shares forfeited Noncash lease expense Accretion of debt discount Changes in fair value of derivative liability Accounts receivable, net Prepaid and other current assets Cash due from gateways, net Other assets Purchases of property and equipment Acquisition Payments to Acquire Businesses, Gross Deposit on acquisitions Purchase of intangible assets Sky Financial & Intelligence asset acquisition Treasury stock purchases Repayments on long term debt Capitalized software development costs Business Contact [Member] Series B Preferred Stock [Member] Majority Shareholder [Member] Interest Expense [Member] Other Comprehensive Income (Loss) [Member] Restricted Stock [Member] Common Stock [Member] Common Stock to be Issued [Member] Treasury Stock, Common [Member] Treasury Stock Shares [Member] Preferred Stock [Member] Additional Paid-in Capital [Member] AOCI Attributable to Parent [Member] Retained Earnings [Member] Deferred Compensation, Share-Based Payments [Member] Logicquest Technology Inc [Member] Transact Europe Holdings [Member] Principal [Member] Organization, Consolidation and Presentation of Financial Statements Disclosure [Text Block] Significant Accounting Policies [Text

Block] Error Correction [Text Block] Business Combination Disclosure [Text Block] Schedule of Business Acquisitions, by Acquisition [Table Text Block] Tangible assets (liabilities): Net assets and liabilities Intangible assets: Intangible assets Total net assets acquired Property, Plant and Equipment Disclosure [Text Block] Property, Plant and Equipment [Table Text Block] Property and equipment Goodwill Disclosure [Text Block] Schedule of Goodwill [Table Text Block] Intangible Assets Disclosure [Text Block] Schedule of Finite-Lived Intangible Assets [Table Text Block] Amortization Period Cost Accumulated Amortization Schedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block] 2023 2024 (remainder) 2024 2025 2025 2026 2027 2028 Other Liabilities Disclosure [Text Block] Schedule of Accounts Payable and Accrued Liabilities [Table Text Block] Debt Disclosure [Text Block] Schedule of Debt [Table Text Block] Convertible note, gross Principal Debt Instrument, Face Amount Interest rate Debt Instrument, Interest Rate, Stated Percentage Due Debt Instrument, Maturity Date Notes payable Notes Payable Total debt Long-Term Debt Net long-term debt Convertible Debt [Table Text Block] Convertible debentures issued Derivative liability Original Issue Discount of 16% Schedule of Derivative Liabilities at Fair Value [Table Text Block] Change in fair value Increase in derivative liability upon extinguishment of debt Preferred Stock [Text Block] Schedule of Stock by Class [Table Text Block] Preferred Shares Issued and Outstanding Liquidation Preference (in Dollars) Preferred Stock, Liquidation Preference, Value Common Stock Issuable Upon Conversion Income Tax Disclosure [Text Block] Schedule of Components of Income Tax Expense (Benefit) [Table Text Block] Federal State International Deferred Federal State International Total tax expense Federal State International Schedule of Effective Income Tax Rate Reconciliation [Table Text Block] Statutory federal income tax rate of 21% applied to earnings before income taxes and extraordinary items Statutory federal income tax rate State taxes - net of federal benefit Meals and entertainment Transactions expenses Gift Stock compensation (ISOs) Changes in FV of derivative liability Derecognition expense on conversion of convertible debt Valuation allowance Others Foreign rate difference Schedule of Deferred Tax Assets and Liabilities [Table Text Block] State taxes - prior year Intangible assets Fixed assets Allowance for credit losses Capitalization of research and development Under Sec 174 Inventory reserve Contingent liability Stock compensation (RSA) Lease liability Accrued expenses Other Net operating loss carryover Deferred tax liabilities: Disclosure of Share-Based Compensation Arrangements by Share-Based Payment Award [Table Text Block] Share-Based Payment Arrangement, Option, Activity [Table Text Block] Granted, Shares Granted, Weighted-Average Exercise Price Exercised, Weighted-Average Exercis Price Forfeited or Expired, Weighted-Average Exercise Price Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block] Risk-free interest rate Expected term Expected volatility Expected dividend yield Nonvested Restricted Stock Shares Activity [Table Text Block] Granted Granted, Weighted Average Grant Date Fair Value Vested, Weighted Average Grant Date Fair Value Forfeited, Weighted Average Grant Date Fair Value Lessor, Operating Leases [Text Block] Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block] 2023 2024 (remainder) 2024 2025 2025 2026 2025 2027 2027 2028 Total lease liabilities Present value of total lease payments Related Party Transactions Disclosure [Text Block] Commitments and Contingencies Disclosure [Text Block] Segment Reporting Disclosure [Text Block] Schedule of Segment Reporting Information, by Segment [Table Text Block] Revenue Income (loss) from operations Depreciation and amortization Net income (loss) Subsequent Events [Text Block] Goodwill Acquired Adjustments Thereafter Accrued gateway fees Accrued Gateway Fees Payroll related accruals Accrued legal and professional fees Accrued Professional Fees, Current Accrued taxes Accrued Income Taxes, Current Accrued legal settlement Other Other Accrued Liabilities, Current Original Issue Discount Debt, Original Issue Discount Rate unamortized debt discount Less: Unamortized debt discount Revenue Loss from operations Net loss Depreciation and amortization Less: accumulated depreciation Less: current portion Placement fees and issuance costs Repayments and conversion Fixed assets Goodwill Tier 1 Intangible assets Right of use assets Valuation allowance Forfeited or Expired, Shares Vested Forfeited Less: imputed interest Customer Relationships [Member] Goodwill [Member] Building and Building Improvements [Member] Computer Equipment [Member] Furniture and Fixtures [Member] Building Improvements [Member] Northeast Merchant Systems, Inc. (“Northeast”) [Member] Charge Savvy LLC [Member] North America [Member] International [Member] Technology-Based Intangible Assets [Member] Senior Convertible Debt]Member] SBA CARES Act Loan [Member] Economic Injury Disaster Loan (“EIDL”) [Member] Series A Preferred Stock [Member] Software Development [Member] Minimum [Member] Maximum [Member] Investment, Name [Axis] Collaborative Arrangement and Arrangement Other than Collaborative [Axis] Nature of Expense [Axis] Income Tax Jurisdiction [Axis] Related and Nonrelated Parties [Axis] Accounting Policies [Abstract] Payroll Related Accruals Stockholders' Equity, Reverse Stock Split Property, Plant and Equipment, Useful Life Acquired Finite-Lived Intangible Assets, Weighted Average Useful Life Number of Reportable Segments Repatriation of Funds from International Segment (in Dollars) Business Acquisition, Equity Interest Issued or Issuable, Number of Shares Equity Method Investment, Ownership Percentage Business Combination, Consideration Transferred (in Dollars) Depreciation Gain (Loss) on Disposition of Property Plant Equipment, Excluding Oil and Gas Property and Timber Property Temporary Equity, Foreign Currency Translation Adjustments Amortization of Intangible Assets Impairment of Intangible Assets, Finite-Lived Proceeds from Debt, Net of Issuance Costs Debt Conversion, Converted Instrument, Shares Issued (in Shares) Debt Instrument, Convertible, Conversion Price (in Dollars per share) Debt Instrument, Convertible, Conversion Price Percentage Debt Instrument, Convertible, Terms of Conversion Feature Remaining Outstanding Principal Shares Subject To Exchange (in Shares) Gain (Loss) on Extinguishment of Debt Proceeds from Issuance of Convertible Preferred Stock Proceeds from Issuance of Preferred Stock and Preference Stock Shares Issued to Investor (in Shares) Shares Issued to Investor, Value Repayments of Debt Debt Instrument, Covenant Description Debt, Late Charge, Percentage Debt Conversion, Description Debt Conversion, Converted Instrument, Amount Increments Debt Amount Derivative, Floor Price (in Dollars per Item) Share-Based Compensation Arrangement by Share-Based Payment Award, Discount from Market Price, Offering Date Debt Instrument, Redemption Price, Percentage Debt, Ownership Limitations Debt Instrument, Redemption, Description Interest Expense, Other Debt Instrument, Term Debt Instrument, Periodic Payment Debt Instrument, Increase (Decrease), Net Debt Instrument, Periodic Payment, Interest Debt Instrument, Fee Amount Debt Instrument, Decrease, Forgiveness Repayments of Convertible Debt (in Dollars) Shares Issued, Price Per Share Preferred Stock, Conversion Basis Preferred Stock, Convertible, Conversion Price Operating Loss Carryforwards Effective Income Tax Rate Reconciliation, Percent Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized (in Shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period, Intrinsic Value Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Weighted Average Grant Date Fair Value (in Dollars per share) Stock Issued During Period, Value, Restricted Stock Award, Forfeitures Property Subject to or Available for Operating Lease, Number of Units Operating Lease, Expense Operating Lease, Weighted Average Remaining Lease Term Operating Lease, Weighted Average Discount Rate, Percent Share Price (in Dollars per share) Payments for Repurchase of Equity Salary and Wage, NonOfficer, Excluding Cost of Good and Service Sold Number of Operating Segments Debt and Equity Settlement, Consideration to be Paid Remaining principal balance Substantial Doubt about Going Concern [Text Block] Use of Estimates, Policy [Policy Text Block] Reclassification, Comparability Adjustment [Policy Text Block] Reverse Stock Split [Policy Text Block] Cash and Cash Equivalents, Restricted Cash and Cash Equivalents, Policy [Policy Text Block] Receivable [Policy Text Block] Payment Processing Liabilities [Policy Text Block] Revenue [Policy Text Block] Accounts Receivable [Policy Text Block] Prepaid Expenses, Policy [Policy Text Block] Property, Plant and Equipment, Policy [Policy Text Block] Fair Value Measurement, Policy [Policy Text Block] Goodwill and Intangible Assets, Goodwill, Policy [Policy Text Block] Impairment or Disposal of Long-Lived Assets, Policy [Policy Text Block] Lessee, Leases [Policy Text Block] Share-Based Payment Arrangement [Policy Text Block] Income Tax, Policy [Policy Text Block] Earnings Per Share, Policy [Policy Text Block] Segment Reporting, Policy [Policy Text Block] New Accounting Pronouncements, Policy [Policy Text Block] Basis of Accounting, Policy [Policy Text Block] Research and Development Expense, Policy [Policy Text Block] Internal Use Software, Policy [Policy Text Block] Foreign Currency Transactions and Translations Policy [Policy Text Block] Series C Preferred Stock [Member] Series D Preferred Stock [Member] Merchant Payment Solutions LLC [Member] Sky Financial & Intelligence [Member] Exchange Agreement [Member] Second Exchange Agreement [Member] Adjustment Measuring Price [Member] Restructuring Agreement [Member] One Year Alternate Optional Conversion [Member] Forbearance Agreement [Member] Post Stock Split [Member] Domestic Tax Jurisdiction [Member] State and Local Jurisdiction [Member] Share-Based Payment Arrangement, Option [Member] Europe [Member] First Repurchase [Member] Second Repurchase [Member] Family of CEO #1 [Member] Family of CEO #2 [Member] Memorandum of Understanding [Member] Class of Stock [Domain] Statement [Table] Statement [Line Items] Other Comprehensive Income Location [Domain] Related Party Transaction [Domain] Award Type [Domain] Equity Component [Domain] Debt Conversion, Name [Domain] Business Acquisition, Acquiree [Domain] Acquisitions (Tables) [Table] Acquisitions (Tables) [Line Items] Finite-Lived Intangible Assets, Major Class Name [Domain] Schedule of Business Acquisitions, by Acquisition [Table] Business Acquisition [Line Items] Long-Lived Tangible Asset [Domain] Property, Plant and Equipment [Table] Property, Plant and Equipment [Line Items] Goodwill [Table] Goodwill [Line Items] Geographical [Domain] Intangible Asset, Finite-Lived [Table] Finite-Lived Intangible Assets [Line Items] Debt Instrument, Name [Domain] Long-Term Debt, Net - Schedule of Debt (Details) [Table] Long-Term Debt, Net - Schedule of Debt (Details) [Line Items] Long-Term Debt, Net - Schedule of Debt (Parentheticals) (Details) [Table] Long-Term Debt, Net - Schedule of Debt (Parentheticals) (Details) [Line Items] Long-Term Debt, Net - Convertible Debt (Details) [Table] Long-Term Debt, Net - Convertible Debt (Details) [Line Items] Stock, Class of Stock [Table] Class of Stock [Line Items] Schedule of Segment Reporting Information, by Segment [Table] Segment Reporting Information [Line Items] Statistical Measurement [Domain] Long-Term Debt, Net - Convertible Debt (Parentheticals) (Details) [Table] Long-Term Debt, Net - Convertible Debt (Parentheticals) (Details) [Line Items] Summary of Significant Accounting Policies (Details) [Table] Summary of Significant Accounting Policies (Details) [Line Items] Investment, Name [Domain] Acquisitions (Details) [Table] Acquisitions (Details) [Line Items] Interim Period, Costs Not Allocable [Domain] Collaborative Arrangement and Arrangement Other than Collaborative [Domain] Long-Term Debt, Net (Details) [Table] Long-Term Debt, Net (Details) [Line Items] Convertible Preferred Stock (Details) [Table] Convertible Preferred Stock (Details) [Line Items] Income Tax Jurisdiction [Domain] Income Taxes (Details) [Table] Income Taxes (Details) [Line Items] Stock-Based Compensation (Details) [Table] Stock-Based Compensation (Details) [Line Items] Operating Leases (Details) [Table] Operating Leases (Details) [Line Items] Related and Nonrelated Parties [Domain] Related Party Transactions (Details) [Table] Related Party Transactions (Details) [Line Items] Subsequent Events (Details) [Table] Subsequent Events (Details) [Line Items] Carrying value as of the balance sheet date of obligations incurred through that date and payable for gateway fees. Carrying value as of the balance sheet date of obligations incurred through that date and payable for payroll related obligations. Amount of consideration to be paid for debt and equity settlement. Debt instrument, convertible, conversion price percentage. Percentage of late charge. Original issue discount rate. Limitations on debt ownership. mount of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to changes in derivative liability. Noncash lease expense. Net amount of payment processing liabilities. Value of preferred shares issued and outstanding. Policy for prepaid expenses. The amount remaining principal balance. Amount repatriated from International segment to fund domestic operations. Value of share to be returned. Amount, after allocation of valuation allowances and deferred tax liability, of deferred tax asset attributable to deductible differences and carryforwards, without jurisdictional netting. The cash outflow to reacquire common and preferred stock. Name of business acquistion. Common stock to be issued. Name of debt instrument. Name of business acquisition. Address Type [Domain] Shares Issued, Shares, Share-Based Payment Arrangement, Forfeited Prior Period Reclassification Adjustment Stockholders' Equity, Reverse Stock Split Deferred Tax Assets, Net Assets [Abstract] Other Payments to Acquire Businesses Entity Small Business Customer Relationships [Member] Schedule of Accounts Payable and Accrued Liabilities [Table Text Block] Earnings Per Share, Diluted Memorandum Of Understanding Member Operating Loss Carryforwards Retained Earnings [Member] Amortization of Debt Discount (Premium) Senior Notes Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate Series B Preferred Stock [Member] Weighted Average Number of Shares Outstanding, Basic Accrued Professional Fees, Current Finite-Lived Intangible Assets, Net Reverse Stock Split Policy Text Block Property Subject to or Available for Operating Lease, Number of Units Other Liabilities and Financial Instruments Subject to Mandatory Redemption [Abstract] Remaining Principal Balance Gain (Loss) on Extinguishment of Debt Other Nonoperating Income (Expense) Internal Use Software, Policy [Policy Text Block] Shares Issued, Shares, Share-Based Payment Arrangement, before Forfeiture Series C Preferred Stock [Member] Finite-Lived Intangible Asset, Expected Amortization, after Year Five Long-Term Debt, Current Maturities Business Combination Disclosure [Text Block] Local Phone Number Debt Instrument, Redemption Price, Percentage Stock Issued During Period, Shares, Acquisitions Schedule of Goodwill [Table Text Block] Noncash Lease Expense Revenue Abstract Share-Based Compensation Arrangement by Share-Based Payment Award, Discount from Market Price, Offering Date Fair Value Measurement, Policy [Policy Text Block] Senior Convertible Debt Member Deferred Tax Assets, Property, Plant and Equipment Finite-Lived Intangible Asset, Expected Amortization, Year Two Stock Issued During Period, Shares, New Issues Treasury Stock Purchases Contract with Customer, Asset, Allowance for Credit Loss Schedule Of Finite Lived Intangible Assets Abstract Assets, Noncurrent Payment Processing Liabilities Policy Text Block Other Assets, Noncurrent Debt Instrument, Unamortized Discount Additional Paid in Capital Operating Expenses [Abstract] Proceeds from (Repayments of) Other Debt Current Foreign Tax Expense (Benefit) Schedule of Segment Reporting Information, by Segment [Table Text Block] Shares To Be Returned Treasury Stock, Shares, Retired Equity, Attributable to Parent [Abstract] Preferred Stock, Shares Issued Deferred Tax Assets, Gross Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block] Acquired Finite-Lived Intangible Assets, Weighted Average Useful Life Family Of CEO1 Member Goodwill, Acquired During Period International Member Revenue Abstract0 Debt Disclosure [Text Block] Minimum [Member] Transact Europe Holdings Member Common Stock, Shares, Outstanding Deferred Tax Liabilities, Goodwill Retained Earnings (Accumulated Deficit) Shares Issued, Value, Share-Based Payment Arrangement, before Forfeiture Shares, Issued Lessee, Operating Lease, Liability, to be Paid, Year Three Depreciation Net Cash Provided by (Used in) Investing Activities Lessor, Operating Leases [Text Block] Schedule Of Derivative Liabilities At Fair Value Abstract Deferred Tax Assets, Tax Deferred Expense, Other Proceeds from Stock Options Exercised Debt Conversion, Converted Instrument, Shares Issued Payments to Acquire Property, Plant, and Equipment Prepaid Expenses Policy Policy Text Block Share-Based Payment Arrangement [Policy Text Block] Effective Income Tax Rate Reconciliation, Nondeductible Expense, Meals and Entertainment, Amount Preferred Stock, Shares Authorized Adjustments To Reconcile Net Loss To Net Cash Provided By Used In Operating Activities Abstract Cash Flows From Financing Activities Abstract0 Treasury Stock, Common [Member] Repayments of Debt Prior Period Adjustment [Abstract] Disclosure Text Block Supplement [Abstract] Preferred Stock, Shares Outstanding Accrued Income Taxes, Current Property, Plant and Equipment, Net Prepaid Expense and Other Assets, Current Increase (Decrease) in Accrued Liabilities Maximum [Member] Income Tax, Policy [Policy Text Block] Depreciation, Depletion and Amortization [Abstract] Entity Address, Address Line One Common Stock, Shares Authorized Effective Income Tax Rate Reconciliation, Foreign Income Tax Rate Differential, Amount Entity Incorporation, State or Country Code Goodwill, Impairment Loss Economic Injury Disaster Loan EIDLMember Increments Debt Amount Post Stock Split Member Operating Lease, Liability, Noncurrent Accounts Receivable [Policy Text Block] Other Accrued Liabilities, Current Operating Lease, Weighted Average Discount Rate, Percent Charge Savvy LLCMember Error Correction [Text Block] Preferred Stock [Member] Business Acquisition, Equity Interest Issued or Issuable, Number of Shares Additional Paid-in Capital [Member] Salary and Wage, NonOfficer, Excluding Cost of Good and Service Sold Share-Based Payment Arrangement, Disclosure [Abstract] Debt Conversion, Converted Instrument, Amount Cash Acquired in Excess of Payments to Acquire Business Share-Based Payment Arrangement, Option [Member] Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Term First Repurchase Member Majority Shareholder [Member] Finite-Lived Intangible Asset, Expected Amortization, Year One Debt Instrument Convertible Conversion Price Percentage Contact Personnel Name Stock Issued During Period, Shares, Restricted Stock Award, Gross Intangible Assets Disclosure [Text Block] Derivative, Gain (Loss) on Derivative, Net Accrued Gateway Fees Depreciation, Depletion and Amortization, Nonproduction Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax Increase (Decrease) in Other Operating Assets Significant Accounting Policies [Text Block] Goodwill Deferred Tax Assets, Tax Deferred Expense, Compensation and Benefits, Share-Based Compensation Cost Related Party Transactions [Abstract] Goodwill and Intangible Assets, Goodwill, Policy [Policy Text Block] Stock Issued During Period, Value, Restricted Stock Award, Forfeitures Gain (Loss) on Disposition of Property Plant Equipment State and Local Jurisdiction [Member] Segment Reporting, Policy [Policy Text Block] AOCI Attributable to Parent [Member] Schedule of Finite-Lived Intangible Assets [Table Text Block] Nonvested Restricted Stock Shares Activity [Table Text Block] Property, Plant and Equipment, Useful Life Schedule Of Effective Income Tax Rate Reconciliation Abstract Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures and Expirations in Period Schedule Of Business Acquisitions By Acquisition Abstract Lessee, Operating Lease, Liability, to be Paid, Year Two Comprehensive Income (Loss), Net of Tax, Attributable to Parent Schedule Of Stock By Class Abstract Shares Issued, Value, Share-Based Payment Arrangement, Forfeited Related Party Transactions Disclosure [Text Block] Temporary Equity, Foreign Currency Translation Adjustments Interest Income (Expense), Operating Deferred Tax Assets, Inventory Payments to Acquire Businesses, Gross Derivative, Floor Price Net Cash Provided by (Used in) Operating Activities Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value Sky Financial

Intelligence Member Federal Income Tax Expense (Benefit), Continuing Operations Other Liabilities Disclosure [Text Block] Receivable [Policy Text Block] Deferred Tax Assets, Tax Deferred Expense, Reserves and Accruals, Accrued Liabilities Income Tax Disclosure [Abstract] Second Repurchase Member Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Exercise Price Net Loss Abstract Debt Original Issue Discount Rate Stock Issued During Period, Shares, Other Preferred Stock, Convertible, Conversion Price Substantial Doubt about Going Concern [Text Block] Finite-Lived Intangible Assets, Gross Deferred Abstract Equity, Attributable to Parent Intangible Assets Abstract Accumulated Other Comprehensive Income (Loss), Net of Tax Computer Equipment [Member] Deferred Tax Assets, Operating Loss Carryforwards, State and Local Property, Plant and Equipment, Policy [Policy Text Block] Furniture and Fixtures [Member] Asset Acquisition, Consideration Transferred Effective Income Tax Rate Reconciliation, Other Reconciling Items, Amount Preferred Stock [Text Block] Schedule of Deferred Tax Assets and Liabilities [Table Text Block] Impairment of Intangible Assets, Finite-Lived Long-Term Debt Segment Reporting Disclosure [Text Block] Cash Paid During The Period For Abstract Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Entity Address, Postal Zip Code Building Improvements [Member] Deferred Tax Assets, Valuation Allowance Business Combination, Consideration Transferred Effective Income Tax Rate Reconciliation, Nondeductible Expense, Other, Amount Tangible Assets Liabilities Abstract Property, Plant and Equipment Disclosure [Text Block] Deferred Income Tax Expense (Benefit) Interest Paid, Including Capitalized Interest, Operating and Investing Activities Cash Flows From Financing Activities Abstract Lessee, Operating Lease, Liability, to be Paid Share-Based Payment Arrangement, Option, Activity [Table Text Block] Disclosure of Share-Based Compensation Arrangements by Share-Based Payment Award [Table Text Block] Schedule Of Debt Abstract Technology-Based Intangible Assets [Member] Fair Value, Net Derivative Asset (Liability) Measured on Recurring Basis, Unobservable Inputs Reconciliation, Issues Business Contact [Member] Goodwill, Translation and Measurement Period Adjustments Property, Plant and Equipment [Table Text Block] Schedule of Debt [Table Text Block] Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Operating Expenses Debt Late Charge Percentage Statement of Financial Position [Abstract] Total Tax Expense Abstract Cash and Cash Equivalents, at Carrying Value Supplemental Disclosures Of Cash Flow Information Abstract Convertible Debt [Table Text Block] Research and Development Expense, Policy [Policy Text Block] Schedule Of Segment Reporting Information By Segment Abstract Shares Issued, Price Per Share Entity Tax Identification Number Gain (Loss) on Disposition of Property Plant Equipment, Excluding Oil and Gas Property and Timber Property Deferred Tax Liabilities, Gross Lessee, Operating Lease, Liability, to be Paid, Year One Adjustments to Additional Paid in Capital, Other Debt Instrument, Redemption, Description Document Type Deferred Tax Assets, Operating Loss Carryforwards Stock Issued During Period, Shares, Conversion of Convertible Securities Deferred State and Local Income Tax Expense (Benefit) Disclosure Text Block [Abstract] Increase (Decrease) in Accounts Receivable Convertible Debt Accretion (Amortization) of Discounts and Premiums, Investments Shares Issued To Investor Value Debt Disclosure [Abstract] North America [Member] Restructuring Charges Impairment or Disposal of Long-Lived Assets, Policy [Policy Text Block] Preferred Stock, Liquidation Preference, Value Nonvested Restricted Stock Shares Activity Abstract Lessee, Operating Lease, Liability, Undiscounted Excess Amount Business Combination, Recognized Identifiable Assets Acquired, Goodwill, and Liabilities Assumed, Net Share-Based Payment Arrangement, Noncash Expense Number of Reportable Segments Fair Value, Net Derivative Asset (Liability) Measured on Recurring Basis with Unobservable Inputs Business Combinations [Abstract] Effective Income Tax Rate Reconciliation, State and Local Income Taxes, Amount Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Weighted Average Grant Date Fair Value Europe [Member] Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate Adjustment Measuring Price Member Schedule Of Finite Lived Intangible Assets Future Amortization Expense Abstract Entity Address, City or Town Number of Operating Segments Use of Estimates, Policy [Policy Text Block] Commitments and Contingencies Payments to Acquire Software Series A Preferred Stock [Member] Nonoperating Income (Expense) [Abstract] Income Taxes Paid, Net Principal Member Restricted Cash, Current Interest Expense [Member] Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend Rate Common Stock, Value, Issued Adjustments To Reconcile Net Loss To Net Cash Used In Operating Activities Abstract SBACARESAct Loan Member Effective Income Tax Rate Reconciliation, Percent Deferred Tax Assets, Tax Deferred Expense, Reserves and Accruals, Other City Area Code Settlement Liabilities, Current Schedule of Business Acquisitions, by Acquisition [Table Text Block] Debt Instrument, Convertible, Conversion Price Cash Flows From Investing Activities Abstract Shares Subject To Exchange Paid-in-Kind Interest Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations Lessee, Leases [Policy Text Block] Increase (Decrease) in Prepaid Expense and Other Assets Remaining Outstanding Principal Second Exchange Agreement Member Convertible Debt Abstract Stock Issued During Period, Value, New Issues Effective Income Tax Rate Reconciliation, Other Adjustments, Amount Repayments And Conversion Of Convertible Debt Statement of Stockholders' Equity [Abstract] Deferred Tax Asset, Tax Deferred Expense, Reserve and Accrual, Accounts Receivable, Allowance for Credit Loss Payments for Repurchase of Equity Basis of Accounting, Policy [Policy Text Block] Finite-Lived Intangible Asset, Expected Amortization, Year Five Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Grants in Period, Weighted Average Exercise Price Proceeds from Issuance of Preferred Stock and Preference Stock Proceeds from Issuance of Convertible Preferred Stock Changes In Assets And Liabilities Abstract Series D Preferred Stock [Member] Income Tax Expense (Benefit) Notes Payable, Noncurrent Amortization of Intangible Assets Income Statement [Abstract] Other Comprehensive Income (Loss), Net of Tax Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Indefinite-Lived Intangible Assets Increase (Decrease) Due from Affiliates New Accounting Pronouncements, Policy [Policy Text Block] Schedule Of Components Of Income Tax Expense Benefit Abstract Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value Other Comprehensive Income (Loss) [Member] Debt Ownership Limitations Earnings Per Share, Basic Schedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block] Northeast Merchant Systems Inc Northeast Member Assets Liabilities Research and Development Expense Fair Value, Net Derivative Asset (Liability) Measured on Recurring Basis, Unobservable Inputs Reconciliation, Gain (Loss) Included in Earnings Common Stock Issuable Upon Conversion Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Forfeitures Cash and Cash Equivalents, Restricted Cash and Cash Equivalents, Policy [Policy Text Block] Entity Address, State or Province Subsequent Events [Text Block] Debt Instrument, Fee Amount Debt Instrument, Increase (Decrease), Net Debt Instrument, Unamortized Discount (Premium), Net Schedule of Effective Income Tax Rate Reconciliation [Table Text Block] Debt Instrument, Convertible, Terms of Conversion Feature State and Local Income Tax Expense (Benefit), Continuing Operations Deferred Federal, State and Local, Tax Expense (Benefit) Stock Issued During Period, Shares, Issued for Services Family Of CEO2 Member Litigation Settlement, Fee Expense Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross Non Cash Financing And Investing Activities Abstract0 Finite-Lived Intangible Asset, Useful Life Accounts Receivable, Allowance for Credit Loss, Current Cash Paid During The Period For Abstract0 Schedule Of Accounts Payable And Accrued Liabilities Abstract Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value Loss From Operations Abstract Deferred Tax Liabilities, Leasing Arrangements Repayments of Convertible Debt Notes Payable Debt Conversion, Description Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period, Intrinsic Value Professional Fees Software Development [Member] Debt Issuance Costs, Net Depreciation And Amortization Abstract0 Accounts Payable, Current Net Cash Provided by (Used in) Financing Activities Non Cash Financing And Investing Activities Abstract Effective Income Tax Rate Reconciliation, Nondeductible Expense, Charitable Contributions, Amount Schedule Of Deferred Tax Assets And Liabilities Abstract Property, Plant and Equipment, Gross Employee-related Liabilities, Current Net Income (Loss) Attributable to Parent [Abstract] Lessee Operating Lease Liability Maturity Abstract Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment Amendment Flag Commitments and Contingencies Disclosure [Abstract] Long-Term Debt, Gross Accrued Payroll Related Obligations Debt Instrument, Covenant Description Stock Repurchased and Retired During Period, Value Lessee, Operating Lease, Liability, to be Paid, Year Four Total Net Deferred Taxes Entity Central Index Key Restricted Stock [Member] Foreign Currency Transactions and Translations Policy [Policy Text Block] Operating Income (Loss) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number Repayments of Long-Term Debt Operating Lease, Liability Property, Plant and Equipment [Abstract] Deferred Tax Liabilities, Gross [Abstract] Debt And Equity Settlement Consideration To Be Paid Logicquest Technology Inc Member Deferred Tax Assets, Tax Credit Carryforwards, Research Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Number Debt Instrument, Interest Rate, Stated Percentage Goodwill Disclosure [Text Block] Common Stock [Member] Reclassification, Comparability Adjustment [Policy Text Block] Entity Registrant Name Labor and Related Expense Statement of Cash Flows [Abstract] Weighted Average Number of Shares Outstanding, Diluted [Abstract] Effective Income Tax Rate Reconciliation, Change in Deferred Tax Assets Valuation Allowance, Amount Debt Instrument, Term Effective Income Tax Rate Reconciliation at Federal Statutory Income Tax Rate, Amount Operating Lease, Liability, Current Income Tax Disclosure [Text Block] Gain (Loss) on Derivative Instruments, Net, Pretax Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period Deferred Tax Assets, Other Equity Method Investment, Ownership Percentage Income Loss From Operations Abstract Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Outstanding, Number Long-Term Debt, Excluding Current Maturities Liabilities, Current [Abstract] Treasury Stock, Value, Acquired, Cost Method Share Based Payment Arrangement Option Activity Abstract Supplemental Disclosures Of Cash Flow Information Abstract0 Other Assets, Current Interest Expense, Other Domestic Tax Jurisdiction [Member] Increase (Decrease) in Other Operating Liabilities Goodwill [Member] Goodwill and Intangible Assets Disclosure [Abstract] Stock Repurchased During Period, Shares Cash Flows From Investing Activities Abstract0 Lessee, Operating Lease, Liability, to be Paid, Year Five Operating Lease, Weighted Average Remaining Lease Term Schedule of Components of Income Tax Expense (Benefit) [Table Text Block] Gains (Losses) on Restructuring of Debt Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value Forbearance Agreement Member Deferred Compensation, Share-Based Payments [Member] Foreign Income Tax Expense (Benefit), Continuing Operations Statement of Comprehensive Income [Abstract] Interest Payable, Current Revenues Share Price Marketing and Advertising Expense Stock Issued During Period, Value, Stock Options Exercised Stock Issued During Period, Value, Conversion of Convertible Securities Schedule Of Goodwill Abstract Merchant Payment Solutions LLCMember Current State and Local Tax Expense (Benefit) Stock Issued During Period, Value, Issued for Services Debt Instrument, Periodic Payment, Interest General and Administrative Expense Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Exercises in Period, Weighted Average Exercise Price Repatriation Of Funds From International Segment Earnings Per Share [Abstract] Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized Revenue [Policy Text Block] Depreciation, Depletion and Amortization Common Stock, Par or Stated Value Per Share Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Granted Debt Instrument, Decrease, Forgiveness Earnings Per Share, Policy [Policy Text Block] Common Stock, Shares, Issued Shares Issued To Investor Entity Emerging Growth Company Preferred Shares Issued And Outstanding Other Liabilities, Current Debt Instrument, Periodic Payment Organization, Consolidation and Presentation of Financial Statements Disclosure [Text Block] Exchange Agreement Member Weighted Average Number of Shares Outstanding, Diluted Deferred Tax Liabilities, Intangible Assets Gross Profit Cash Flows From Operating Activities Abstract Operating Lease, Expense Increase (Decrease) in Interest Payable, Net Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block] Intangible Assets, Net (Excluding Goodwill) Preferred Stock, Conversion Basis Accounts Receivable, after Allowance for Credit Loss, Current Treasury Stock, Retired, Cost Method, Amount Finite-Lived Intangible Assets, Accumulated Amortization Net Income (Loss) Attributable to Parent Treasury Stock Shares Member Stock Issued During Period, Value, Restricted Stock Award, Gross Debt Instrument, Face Amount Building and Building Improvements [Member] Assets, Current [Abstract] Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price Subsequent Events [Abstract] Liabilities, Current Finite-Lived Intangible Asset, Expected Amortization, Year Four Increase (Decrease) in Accounts Payable Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Changes In Assets And Liabilities Abstract0 Deferred Federal Income Tax Expense (Benefit) Proceeds from Debt, Net of Issuance Costs Deferred Tax Liabilities, Property, Plant and Equipment Accrued Liabilities, Current Liabilities and Equity [Abstract] Proceeds from Sale of Property, Plant, and Equipment Finite-Lived Intangible Asset, Expected Amortization, Year Three Payments to Acquire Intangible Assets Commitments and Contingencies Disclosure [Text Block] Restructuring Agreement Member Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Net Schedule of Derivative Liabilities at Fair Value [Table Text Block] Segment Reporting [Abstract] Effective Income Tax Rate Reconciliation, at Federal Statutory Income Tax Rate, Percent Cost of Revenue Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures and Expirations in Period, Weighted Average Exercise Price Income Tax Reconciliation Changes In FVOf Derivative Liability Entity Filer Category Cash Flows From Operating Activities Abstract0 Treasury Stock, Shares, Acquired Derivative Liability Common Stock To Be Issued Member Preferred Stock, Value, Issued Liabilities and Equity Current Income Tax Expense (Benefit) Debt Instrument, Maturity Date Payment Processing Liabilities Net Nonoperating Income (Expense) Deferred Tax Assets, Goodwill and Intangible Assets Schedule Of Share Based Payment Award Stock Options Valuation Assumptions Abstract Current Federal Tax Expense (Benefit) Assets, Noncurrent [Abstract] Preferred Stock, Par or Stated Value Per Share Schedule of Stock by Class [Table Text Block] Effective Income Tax Rate Reconciliation, Nondeductible Expense, Amount Operating Lease, Right-of-Use Asset Assets, Current One Year Alternate Optional Conversion Member EX-101.PRE 12 rvyl-20240930_pre.xml XBRL PRESENTATION FILE XML 14 R1.htm IDEA: XBRL DOCUMENT

Document And Entity Information	9 Months Ended Sep. 30, 2024
Document Information Line Items	
Entity Central Index Key	0001419275
Document Type	S-1
Entity Registrant Name	RYVYL INC.
Entity Incorporation, State or Country Code	NV
Entity Tax Identification Number	22-3962936
Entity Address, Address Line One	3131 Camino Del Rio North, Suite 1400
Entity Address, City or Town	San Diego
Entity Address, State or Province	CA
Entity Address, Postal Zip Code	92108
City Area Code	619
Local Phone Number	631-8261
Entity Filer Category	Non-accelerated Filer
Entity Small Business	true
Entity Emerging Growth Company	false
Amendment Flag	false
Business Contact [Member]	

Document Information Line Items	
Entity Address, Address Line One	3131 Camino Del Rio North, Suite 1400
Entity Address, City or Town	San Diego
Entity Address, State or Province	CA
Entity Address, Postal Zip Code	92108
City Area Code	619
Local Phone Number	631-8261
Contact Personnel Name	Fredi Nisan

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CONDENSED CONSOLIDATED BALANCE SHEETS - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Current Assets:			
Cash and cash equivalents	$ 4,263	$ 12,180	$ 13,961
Restricted cash	87,220	61,138	26,873
Accounts receivable, net of allowance for credit losses	851	859	1,156
Cash due from gateways, net of allowance	66	12,834	7,427
Prepaid and other current assets	3,313	2,854	9,799
Total current assets	95,713	89,865	59,216
Non-current Assets:			
Property and equipment, net	1,300	306	1,696
Goodwill	20,318	26,753	26,753
Intangible assets, net	3,676	5,059	6,739
Operating lease right-of-use assets, net	3,627	4,279	1,533
Other assets	2,677	2,403	1,720
Total non-current assets	31,598	38,800	38,441
Total assets	127,311	128,665	97,657
Current Liabilities:			
Accounts payable	2,986	1,819	1,630
Accrued liabilities	7,569	5,755	3,350
Accrued interest		0	1,728
Payment processing liabilities, net	87,542	76,772	28,912
Current portion of operating lease liabilities	821	692	534
Other current liabilities	1,220	504	582
Total current liabilities	100,138	85,542	36,736
Long term debt, net of debt discount	17,706	15,912	61,735
Operating lease liabilities, less current portion	3,144	3,720	1,109
Total liabilities	120,988	105,174	99,580
Commitments and contingencies	0	0	0
Stockholders' Equity/(Deficit):			
Preferred stock, value	1	1	0
Common stock, value	7	6	5
Additional paid-in capital	177,750	175,664	97,494
Accumulated other comprehensive income	1,120	401	357
Accumulated deficit	(172,555)	(152,581)	(99,772)
Less: Shares to be returned			(7)
Total stockholders' equity/(deficit)	6,323	23,491	(1,923)
Total liabilities and stockholder's equity/(deficit)	$ 127,311	$ 128,665	$ 97,657

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CONDENSED CONSOLIDATED BALANCE SHEETS (Parentheticals) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Accounts receivable, net of allowance for credit losses (in Dollars)	$ 152	$ 23	$ 82
Cash due from gateways, net of allowance (in Dollars)	$ 125	$ 2,636	$ 3,917
Common stock, par value (in Dollars per share)	$ 0.001	$ 0.001	$ 0.001
Common stock, shares authorized	100,000,000	100,000,000	100,000,000
Common stock, shares issued	6,957,875	5,996,948	4,972,736
Common stock, shares outstanding	6,957,875	5,996,948	4,972,736
Series B Preferred Stock [Member]			
(in Dollars per share)	$ 0.01	$ 0.01	$ 0.01
Preferred stock, shares authorized	5,000,000	5,000,000	5,000,000
Preferred stock, shares issued	53,950	55,000	0
Preferred stock, shares outstanding	53,950	55,000	0

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CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME - USD ($) $ in Thousands	3 Months Ended		9 Months Ended		12 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Income Statement [Abstract]						
Revenue	$ 12,606	$ 17,480	$ 41,280	$ 43,620	$ 65,869	$ 32,909
Cost of revenue	7,749	10,800	24,643	25,703	40,157	16,786
Gross profit	4,857	6,680	16,637	17,917	25,712	16,123
Operating expenses:						
Advertising and marketing	42	45	74	153	80	1,337
Research and development	815	1,315	3,027	4,434	5,757	6,276
General and administrative	1,442	3,041	5,107	6,709	8,678	6,603
Payroll and payroll taxes	3,251	2,605	9,670	8,232	12,017	10,547
Professional fees	1,061	1,234	3,356	5,651	7,076	5,312
Stock compensation expense	136	147	542	309	1,853	2,969
Depreciation and amortization	590	657	1,826	1,899	2,553	20,917
Impairment of goodwill	0	0	6,675	0		
Restructuring charges	0	0	1,636	0		
Total operating expenses	7,337	9,044	31,913	27,387	38,014	53,961
Loss from operations	(2,480)	(2,364)	(15,276)	(9,470)	(12,302)	(37,838)
Other income (expense):						
Interest expense	(309)	(65)	(462)	(3,310)	(3,340)	(8,169)
Accretion of debt discount	(273)	(4,183)	(1,978)	(9,626)	(13,134)	(13,980)
Changes in fair value of derivative liability	0	6,909	14	6,580	6,544	16,857
Derecognition expense on conversion of convertible debt	0	(1,331)	(68)	(1,518)	(25,035)	(5,709)
Legal settlement expense	(1,598)	(1,929)	(1,598)	(4,142)	(4,142)	0
Gain on sale of property and equipment					1,069	0
Other income (expense)	72	(25)	608	(1,474)	(2,472)	(405)

Total other income (expense), net	(2,108)	(624)	(3,484)	(13,490)	(40,510)	(11,406)
Loss before provision for income taxes	(4,588)	(2,988)	(18,760)	(22,960)	(52,812)	(49,244)
Income tax provision	586	128	1,214	138	289	(8)
Net loss	(5,174)	(3,116)	(19,974)	(23,098)	(53,101)	(49,236)
Comprehensive income statement:						
Net loss	(5,174)	(3,116)	(19,974)	(23,098)	(53,101)	(49,236)
Foreign currency translation gain (loss)	1,338	(317)	719	(389)	44	357
Total comprehensive loss	$ (3,836)	$ (3,433)	$ (19,255)	$ (23,487)	$ (53,057)	$ (48,879)
Net loss per share:						
Basic and diluted (in Dollars per share)	$ (0.76)	$ (0.6)	$ (3.12)	$ (4.48)	$ (10.11)	$ (10.8)
Basic and diluted (in Dollars per share)	$ (0.76)	$ (0.6)	$ (3.12)	$ (4.48)	$ (10.11)	$ (10.8)
Weighted average number of common shares outstanding:						
Basic and diluted (in Shares)	6,812,248	5,231,588	6,408,993	5,160,499	5,251,852	4,557,200
Basic and diluted (in Shares)	6,812,248	5,231,588	6,408,993	5,160,499	5,251,852	4,557,200

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CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY - USD ($) $ in Thousands	Other Comprehensive Income (Loss) [Member] AOCI Attributable to Parent [Member]	Other Comprehensive Income (Loss) [Member]	Series B Preferred Stock [Member] Common Stock [Member]	Series B Preferred Stock [Member] Additional Paid-in Capital [Member]	Series B Preferred Stock [Member] Preferred Stock [Member]	Series B Preferred Stock [Member]	Majority Shareholder [Member] Common Stock [Member]	Restricted Stock [Member] Common Stock [Member]	Restricted Stock [Member] Additional Paid-in Capital [Member]	Restricted Stock [Member] Deferred Compensation, Share-Based Payments [Member]	Restricted Stock [Member]	Common Stock [Member] Interest Expense [Member]	Common Stock [Member
Balance at Dec. 31, 2021													$ 4
Balance (in Shares) at Dec. 31, 2021													4,354,665
Common stock issued for services													
Common stock issued for services (in Shares)													35,488
Common stock issued													
Common stock issued (in Shares)							3,333						112,587
Net loss and comprehensive loss	$ 1,596	$ 1,596											
Reclassification adjustment													
Net loss													
Issuance of common stock upon exercise of stock options													
Issuance of common stock upon exercise of stock options (in Shares)													1,242
Share repurchase													
Share repurchase (in Shares)													(230,000)
Issuances of common stock for acquisition (in Shares)													50,000
Issuance of common stock upon conversion of convertible debt													$ 1
Issuance of common stock upon conversion of convertible debt (in Shares)												189,650	595,610
Treasury stock													
Treasury stock (in Shares)													
Treasury stock cancelled													
Treasury stock cancelled (in Shares)													(139,839)
Balance at Dec. 31, 2022													
Common stock issued													
Common stock issued (in Shares)													(891)
Net loss and comprehensive loss													
Share repurchase													
Share repurchase (in Shares)													(13,672)
Issuance of common stock upon conversion of convertible debt													
Issuance of common stock upon conversion of convertible debt (in Shares)												175,392	
Carryover effects of financial statement restatements in prior periods													
Balance at Mar. 31, 2023													$ 5
Balance (in Shares) at Mar. 31, 2023													5,133,565
Balance at Dec. 31, 2022													
Net loss													
Balance at Sep. 30, 2023													$ 5
Balance (in Shares) at Sep. 30, 2023													5,212,586
Balance at Dec. 31, 2022													
Common stock issued									$ 129		$ 129		
Common stock issued (in Shares)								23,820					303,015
Net loss and comprehensive loss													
Net loss													

Issuance of common stock upon exercise of stock options (in Shares)									
Share repurchase									
Share repurchase (in Shares)									(13,672)
Issuance of common stock upon conversion of convertible debt	$ 74,141	$ 1	$ 74,142						$ 1
Issuance of common stock upon conversion of convertible debt (in Shares)		55,000						176,130	527,172
Carryover effects of financial statement restatements in prior periods									
Shares forfeited									
Shares forfeited (in Shares)									(26,683)
Issuances of common stock from previous unregistered shares (in Shares)									34,430
Balance at Dec. 31, 2023									$ 6
Balance (in Shares) at Dec. 31, 2023									5,996,948
Balance at Mar. 31, 2023									$ 5
Balance (in Shares) at Mar. 31, 2023									5,133,565
Common stock issued					100	$ (67)	33		
Common stock issued (in Shares)				13,166					9,511
Net loss and comprehensive loss									
Issuance of common stock upon conversion of convertible debt									
Issuance of common stock upon conversion of convertible debt (in Shares)								738	56,265
Shares forfeited									
Shares forfeited (in Shares)									(16,865)
Balance at Jun. 30, 2023									$ 5
Balance (in Shares) at Jun. 30, 2023									5,196,380
Common stock issued					105	$ 5	110		
Common stock issued (in Shares)				7,328					8,878
Net loss and comprehensive loss									
Net loss									
Balance at Sep. 30, 2023									$ 5
Balance (in Shares) at Sep. 30, 2023									5,212,586
Balance at Dec. 31, 2023									$ 6
Balance (in Shares) at Dec. 31, 2023									5,996,948
Issuance of common stock under equity incentive plans									$ 1
Issuance of common stock under equity incentive plans (in Shares)									6,333
Issuance of restricted common stock under equity incentive plans					94		94		
Issuance of restricted common stock under equity incentive plans (in Shares)				14,443					
Net loss and comprehensive loss									
Issuance of common stock upon exercise of stock options (in Shares)									6,218
Shares forfeited									$ (1)
Shares forfeited (in Shares)									(22,455)
Balance at Mar. 31, 2024									$ 6
Balance (in Shares) at Mar. 31, 2024									6,001,487
Balance at Dec. 31, 2023									$ 6
Balance (in Shares) at Dec. 31, 2023									5,996,948
Net loss									
Issuance of common stock upon exercise of stock options (in Shares)									
Balance at Sep. 30, 2024									$ 7
Balance (in Shares) at Sep. 30, 2024									6,957,875
Balance at Mar. 31, 2024									$ 6

Balance (in Shares) at Mar. 31, 2024								6,001,487
Issuance of restricted common stock under equity incentive plans						279	279	
Issuance of restricted common stock under equity incentive plans (in Shares)					42,659			
Net loss and comprehensive loss								
Issuance of common stock upon conversion of convertible debt	$ 1	(1)						
Issuance of common stock upon conversion of convertible debt (in Shares)	567,262		(875)					169,220
Shares forfeited								
Shares forfeited (in Shares)								(30,528)
Balance at Jun. 30, 2024								$ 7
Balance (in Shares) at Jun. 30, 2024								6,750,100
Issuance of restricted common stock under equity incentive plans					$ 0	$ 132	$ 132	
Issuance of restricted common stock under equity incentive plans (in Shares)					32,866			
Net loss and comprehensive loss								
Net loss								
Issuance of common stock upon conversion of convertible debt	$ 0	$ 0	$ 0	$ 0				
Issuance of common stock upon conversion of convertible debt (in Shares)	194,596		(175)					
Shares forfeited								$ 0
Shares forfeited (in Shares)								(19,687)
Balance at Sep. 30, 2024								$ 7
Balance (in Shares) at Sep. 30, 2024								6,957,875

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CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS $ in Thousands, € in Millions	9 Months Ended		12 Months Ended	
	Sep. 30, 2024 USD ($)	Sep. 30, 2023 USD ($)	Dec. 31, 2023 USD ($)	Dec. 31, 2022 USD ($)
Cash flows from operating activities:				
Net loss	$ (19,974)	$ (23,098)	$ (53,101)	$ (49,236)
Adjustments to reconcile net loss to net cash used in operating activities:				
Depreciation and amortization expense	1,826	1,899	2,553	20,917
Noncash lease expense	205	246	350	43
Stock compensation expense	542	309	1,853	2,969
Stock issued for interest expense			0	2,418
Accretion of debt discount	1,978	9,626	13,134	13,980
Derecognition expense upon conversion of convertible debt	68	1,518	25,035	5,709
Changes in fair value of derivative liability	(14)	(6,580)	(6,544)	(16,857)
Impairment of goodwill	6,675	0		
Restructuring charges	1,636	0		
Gain on sale of property and equipment			(1,069)	0
Changes in assets and liabilities:				
Accounts receivable, net	70	457	297	(1,367)
Prepaid and other current assets	(460)	6,841	6,568	(1,539)
Cash due from gateways, net	12,706	(896)	(5,407)	(1,218)
Other assets	(318)	(1,480)	(1,183)	(6)
Accounts payable	1,166	1,962	189	1,161
Accrued and other current liabilities	1,943	1,333	2,080	2,662
Accrued interest	300	554	546	502
Payment processing liabilities, net	10,770	34,893	47,860	10,518
Net cash provided by operating activities	19,119	27,584	33,161	(9,344)
Cash flows from investing activities:				
Purchases of property and equipment	(34)	(78)	(108)	(162)
Capitalized software development costs	(1,100)	0		
Proceeds from sale of property and equipment			2,620	0
Sky Financial & Intelligence asset acquisition			0	(16,000)
Net cash used in investing activities	(1,226)	(78)	2,287	(46,409)
Deposit on acquisitions			0	(936)
Purchase of intangible assets	(92)	0	0	(500)
Cash flows from financing activities:				
Treasury stock purchases	(194)	0	7	(4,057)
Proceeds from stock option exercises			0	8
Repayments of convertible debt			(3,000)	(6,000)
Repayments on long term debt	(13)	(11)	(15)	0
Net cash used in financing activities	(207)	(11)	(3,008)	(10,049)
Restricted cash acquired from Transact Europe			0	16,719
Net increase in cash, cash equivalents, and restricted cash	18,165	27,521	32,440	(49,083)
Effects of exchange rates on cash, cash equivalents, and restricted cash	479	26	44	357
Cash, cash equivalents, and restricted cash – beginning of period	73,318	40,834	40,834	89,560
Cash, cash equivalents, and restricted cash – end of period	91,483	68,355	73,318	40,834
Cash paid during the period for:				
Interest	0	2,709	2,709	5,751
Income taxes	759	0	0	0
Logicquest Technology Inc [Member]				
Cash flows from investing activities:				
Acquisition			(225)	0
Transact Europe Holdings [Member]				

Cash flows from investing activities:				
Acquisition			0	(28,811)
Preferred Stock [Member] | Principal [Member]				
Non-cash financing and investing activities:				
Convertible debt conversion to preferred stock	0	4,297	64,600	0
Convertible debt conversion to common stock	0	4,297	64,600	0
Preferred Stock [Member] | Interest Expense [Member]				
Non-cash financing and investing activities:				
Convertible debt conversion to preferred stock	0	2,271	1,703	0
Convertible debt conversion to common stock	0	2,271	1,703	0
Common Stock [Member] | Principal [Member]				
Non-cash financing and investing activities:				
Convertible debt conversion to preferred stock	200	300	1,650	8,550
Convertible debt conversion to common stock	200	300	1,650	8,550
Common Stock [Member] | Interest Expense [Member]				
Non-cash financing and investing activities:				
Convertible debt conversion to preferred stock	0	3	4	0
Convertible debt conversion to common stock	$ 0	$ 3	$ 4	$ 0

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Description of the Business and Basis of Presentation	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Accounting Policies [Abstract]		
Organization, Consolidation and Presentation of Financial Statements Disclosure [Text Block]	(see below)	(see below)

9 Months Ended Sep. 30, 2024:

1. Description of the Business

Organization

RYVYL Inc. is a financial technology company that develops, markets, and sells innovative blockchain-based payment solutions, which offer significant improvements for the payment solutions marketplace. The Company's core focus is developing and monetizing disruptive blockchain-based applications, integrated within an end-to-end suite of financial products, capable of supporting a multitude of industries. The Company's proprietary, blockchain-based systems are designed to facilitate, record, and store a limitless volume of tokenized assets, representing cash or data, on a secured, immutable blockchain-based ledger.

Name Change

On May 3, 2018, PubCo formally changed its name to GreenBox POS LLC, then subsequently changed its name to GreenBox POS on December 13, 2018. On October 13, 2022 GreenBox POS changed its name to RYVYL Inc. Unless the context otherwise requires, all references to "the Company," "we," "our", "us" and "PubCo" refer collectively to RYVYL Inc. and its subsidiaries. Unless the context otherwise requires, all references to "PrivCo" or the "Private Company" refer to GreenBox POS LLC, a limited liability company, formed in the state of Washington.

12 Months Ended Dec. 31, 2023:

1. Description of the Business and Basis of Presentation

Organization

RYVYL Inc. (together with its subsidiaries, the "Company") is a financial technology company that develops, markets, and sells innovative blockchain-based payment solutions, which offer significant improvements for the payment solutions marketplace. The Company's core focus is developing and monetizing disruptive blockchain-based applications, integrated within an end-to-end suite of financial products, capable of supporting a multitude of industries. The Company's proprietary, blockchain-based systems are designed to facilitate, record, and store a limitless volume of tokenized assets, representing cash or data, on a secured, immutable blockchain-based ledger.

On April 1, 2022, the Company completed the acquisition of Transact Europe Holdings. Transact Europe Holdings is the holding company of TEU, which formally changed its name to RYVYL EU on December 16, 2022. RYVYL EU is an EU regulated electronic money institution headquartered in Sofia, Bulgaria. RYVYL EU is a Principal Level Member of Visa, a worldwide member of MasterCard, and a principal member of China UnionPay. In addition, RYVYL EU is part of the SEPA program, a payment system enabling cashless payments across continental Europe. RYVYL EU provides complete payment solutions by offering acquiring, issuing of prepaid cards and agent banking, serving hundreds of clients. With a global footprint, proprietary payment gateway, and technology platforms, RYVYL EU offers a comprehensive portfolio of services and decades of industry experience. The Company paid approximately $28.8 million (€26.0 million) in total consideration for the purchase.

Name Change

On May 3, 2018, PubCo formally changed its name to GreenBox POS LLC, then subsequently changed its name to GreenBox POS on December 13, 2018. On October 13, 2022 GreenBox POS changed its name to RYVYL Inc. ("RYVYL"). Unless the context otherwise requires, all references to "the Company," "we," "our", "us" and "PubCo" refer to RYVYL Inc. Unless the context otherwise requires, all references to "PrivCo" or the "Private Company" refer to GreenBox POS LLC, a limited liability company, formed in the state of Washington.

Basis of Presentation and Consolidation

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). All intercompany transactions and balances have been eliminated in the accompanying consolidated financial statements.

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Summary of Significant Accounting Policies	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Accounting Policies [Abstract]		
Significant Accounting Policies [Text Block]	(see below)	(see below)

9 Months Ended Sep. 30, 2024:

2. Summary of Significant Accounting Policies

Going Concern

In February 2024, the Company transitioned its QuickCard product in North America away from terminal-based to app-based processing. This transition was driven by a change in our banking partner that was prompted by recent changes in the compliance environment and banking regulations impacting certain niche high-risk business verticals, which were the predominant revenue driver for QuickCard. The recovery of revenues associated with this product transition has been impacted by continuous changes in the regulatory environment and our previous banking relationships, which led management to make the decision, during the second quarter of 2024, to terminate the rollout of the app-based product in certain niche high-risk business verticals. To address this change, the Company recently introduced a licensing product for its payments processing platform, which will enable it to serve the same customer base in such verticals through a business partner with more suitable banking compliance capabilities. Revenues from the new licensing product are not expected to materialize until early 2025. These developments have led to a significant decline in revenues in the Company's North America segment since the first quarter of 2024.

The decline in revenues has adversely impacted the Company's liquidity in the short term, within the North America segment. As a result, management has determined that the Company's cash and cash equivalents as of September 30, 2024 are not sufficient to fund the North America segment's operations and capital needs for the next 12 months from the issuance of this Report. As a result, substantial doubt exists about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is contingent upon the successful execution of management's intended plan over the next twelve months to improve the liquidity of its North America segment, which includes, without limitation:

- continued execution of its accelerated business development efforts to drive volumes in diversified business verticals with the Company's other products, including the recently launched licensing of the Company's payments processing platform in certain niche high-risk business verticals;
- continued implementation of cost control measures to more effectively manage spending in the North America segment and right sizing the organization, where appropriate;
- the sale of certain noncore assets; and
- repatriation of offshore profits from the Company's European subsidiaries, whose continued accelerated growth and generation of positive cash flow have already provided, and will continue to provide an immediate and viable short-term source of capital during this product transition. As of the date of the issuance of this Report, the Company has repatriated approximately $12.8 million from Europe.

Management has assessed that its intended plan described above, if successfully implemented, is appropriate and sufficient to address the liquidity shortfall in its North America segment and provide sufficient funds to cover operations for the next 12 months from the date of issuance of this Report. However, there can be no guarantee that we will be successful in implementing our plan, that our projections of our future capital needs will prove accurate, or that any additional funding will be sufficient to continue our operations in the North America segment. The unaudited consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. The report of the Company's independent auditor on the consolidated financial statements for the year ended December 31, 2023 contains an explanatory paragraph referring to a substantial doubt concerning the Company's ability to continue as a going concern.

Basis of Presentation and Consolidation

The accompanying interim consolidated financial statements are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information. All intercompany transactions and balances have been eliminated in the accompanying interim consolidated financial statements.

12 Months Ended Dec. 31, 2023:

2. Summary of Significant Accounting Policies

Going Concern

As further described in Note 17, *Subsequent Events*, since February 2024, the Company's North America segment has been experiencing a significant decline in revenue, which is the direct result of having to abruptly transition its QuickCard product from terminal-based to app-based processing. While this decline in revenue is considered temporary, it has adversely impacted the Company's liquidity in the short term, within the North America segment. As a result, management has determined that the Company's cash and cash equivalents as of December 31, 2023 are not sufficient to fund the North America segment's operations and capital needs for the next 12 months from the issuance of this Report.

As a result of the developments described above and further described in Note 17, *Subsequent Events*, substantial doubt exists about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is contingent upon the successful execution of management's intended plan over the next twelve months to improve the liquidity of its North America segment, which includes, without limitation:

- acceleration of the Company's business development efforts to drive volumes in diversified business verticals;
- the implementation of cost control measures to more effectively manage spending in the North America segment and right sizing the organization, where appropriate;
- repatriation of offshore profits from the Company's European subsidiaries, whose continued accelerated growth and generation of positive cash flow have already provided, and will continue to provide, an immediate and viable short-term source of capital during this product transition; and
- a capital raise, which the Company intends to negotiate and consummate in the immediate term.

Management has assessed that its intended plan is appropriate and sufficient to address the liquidity shortfall in its North America segment. However, there can be no guarantee that we will be successful in implementing our plan or in acquiring additional funding, that our projections of our future capital

Unaudited Interim Financial Information

Certain information and footnote disclosures normally included in the Company's annual audited financial statements and accompanying notes have been condensed or omitted in this accompanying interim consolidated financial statements and footnotes. Accordingly, the accompanying interim consolidated financial statements included herein should be read in conjunction with the audited consolidated financial statements and accompanying notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023, filed with the Securities and Exchange Commission ("SEC") on March 26, 2024 (the "2023 Annual Report").

In the opinion of management, these unaudited interim consolidated financial statements include all adjustments and accruals, consisting only of normal, recurring adjustments that are necessary for a fair statement of the results of all interim periods reported herein. The results of the interim periods are not necessarily indicative of the results expected for the full fiscal year or any other interim period or any future year or period.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Reclassification

Certain prior year amounts have been reclassified for consistency with the current period presentation. These reclassifications had no effect on the reported financial position, results of operations or cash flows.

Reverse Stock Split

On September 6, 2023, the Company filed a certificate of amendment to its amended and restated certificate of incorporation with the Secretary of State of the State of Nevada to effect a 1-for-10 reverse stock split (the "Reverse Stock Split") of the Company's shares of common stock, par value $0.001 per share (the "common stock"). Such amendment and ratio were previously approved by the board of directors. Under Nevada Revised Statutes Section 78.207, stockholder approval of the Reverse Stock Split was not required because (i) both the number of authorized shares of the common stock and the number of issued and outstanding shares of the common stock were proportionally reduced as a result of the Reverse Stock Split; (ii) the Reverse Stock Split did not adversely affect any other class of stock of the Company; and (iii) the Company did not pay money or issue scrip to stockholders who would otherwise be entitled to receive a fractional share as a result of the Reverse Stock Split. As a result of the Reverse Stock Split, which was effective September 6, 2023, every ten shares of the Company's pre-reverse split outstanding common stock were combined and reclassified into one share of common stock. Proportionate voting rights and other rights of common stockholders were not affected by the Reverse Stock Split. Any fractional shares of common stock resulting from the Reverse Stock Split were rounded up to the nearest whole share. All stock options outstanding and common stock reserved for issuance under the Company's equity incentive plans outstanding immediately prior to the Reverse Stock Split were adjusted by dividing the number of affected shares of common stock by ten and, as applicable, multiplying the exercise price by ten. All share numbers, share prices, exercise prices and per share amounts have been adjusted, on a retroactive basis to reflect this 1-for-10 Reverse Stock Split.

Cash, Cash Equivalents and Restricted Cash

Cash and cash equivalents primarily consist of cash on hand and cash on deposit with banks.

Restricted cash substantially consists of cash received from gateways for merchant transactions processed, which has yet to be distributed to merchants, Independent Sales Organizations ("ISOs") and their agents at the end of the period.

The gateways have strict policies pertaining to the scheduling of the release of funds to merchants based on several criteria that include, but are not limited to, return and chargeback history, associated risk for the specific business vertical, average transaction amount, etc. To mitigate potential credit losses associated with these risks, the gateways use these policies to determine reserve requirements and a payment in arrears strategy. While reserve and payment in arrears restrictions are in effect for a merchant payout, the Company records the reserved amounts against cash due from the gateways until the restriction is released.

Cash Due from Gateways, Net

The Company generates the majority of its revenue from payment processing services provided to its merchant clients. When a merchant makes a sale, the process of receiving the payment card information, engaging the banks for transferring the proceeds to the merchant's account via digital gateways, and recording the transaction on a blockchain ledger, are the activities for which the Company gets to collect fees. Cash due from gateways represent amounts due to the Company for transactions processed but not yet distributed by the gateways.

Payment Processing Liabilities

The Company's proprietary blockchain-based technology serves as the settlement engine for all transactions within the Company's ecosystem. The blockchain ledger provides a robust and secure platform to log large volumes of immutable transactional records in real time. In summary, a blockchain is a distributed ledger that uses digitally encrypted keys to verify, secure and record details of each transaction conducted within an ecosystem. Unlike general blockchain-based systems, the Company uses proprietary, private ledger technology to verify every transaction conducted within the Company's ecosystem. The verification of transaction data comes from trusted partners, all of whom have been extensively vetted by the Company. The Company facilitates all financial elements of its closed-loop ecosystem, and it acts as the administrator for all related accounts. Using the Company's TrustGateway technology, the Company seeks authorization and settlement for each transaction from gateways to the issuing bank responsible for the credit/debit card used in the transaction. When a gateway settles the transaction, the Company's TrustGateway technology composes a chain of blockchain instructions to the Company's ledger manager system.

When consumers use their credit or debit cards to pay for transactions with merchants who use our ecosystem, the transaction starts with the consumer funding their virtual wallets with an amount that is equal to the cost of the good or service they intend to purchase from the merchant. Once this occurs, the Company transfers the respective funds to the merchant's virtual wallet, after which the merchant releases its goods or services to the consumer. These transfers take place instantaneously and seamlessly, allowing the transaction experience to seem like any other ordinary credit or debit card transaction to the consumer and merchant.

While the Company's blockchain ledger records transaction details instantaneously, the final cash settlement of each transaction can take days to weeks, depending upon contract terms between the Company and the gateways the Company uses, between the Company and its ISOs, and between the Company and/or its ISOs and merchants who use the Company's services. In the case where the gateways have not yet remitted funds to the Company pertaining to transactions already processed, the Company records those amounts as cash due from gateways, net – a current asset. Concurrently, the Company records a portion of the cash due from gateways as revenue and the remaining balance, which is due to merchants and ISOs, as payment processing liabilities, net – a current liability. The balance included in payment processing liabilities, net in the consolidated balance sheets is equal to the sum of amounts due to merchants and ISOs related to the aforementioned unsettled transactions and the amounts due to merchants and ISOs on already settled transactions that these merchants and ISOs have not yet redeemed in the blockchain.

Revenue Recognition

Revenue is recognized when control of the promised goods or services is transferred to customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services.

The Company generates the majority of its revenue from payment processing services. Payment processing services revenue is typically based on a percentage of the value of each transaction processed and/or upon fixed amounts specified per each transaction or service. The Company satisfies its performance obligations and, therefore, recognizes the processing fees as revenue at a point in time, upon the authorization of a merchant sale transaction.

Research and Development Costs

Research and development costs primarily consist of salaries and benefits for research and development personnel and outsourced contracted services, as well as associated supplies and materials. These costs are expensed as incurred.

Internal-use Software Development Costs

Internal-use software development costs consist of the costs related to outsourced consultants who are

needs will prove accurate, or that any additional funding will be sufficient to continue our operations in the North America segment. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Use of Estimates

The preparation of the Company's consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. To the extent that there are material differences between these estimates and actual results, the Company's financial condition or operating results will be materially affected. The Company bases its estimates on current and past experience, to the extent that historical experience is predictive of future performance, and other assumptions that the Company believes are reasonable under the circumstances. The Company evaluates these estimates on an ongoing basis.

Reclassification

Certain prior year amounts have been reclassified for consistency with the current period presentation. These reclassifications had no effect on the reported financial position, results of operations or cash flows.

Reverse Stock Split

On September 6, 2023, the Company filed a certificate of amendment to its amended and restated certificate of incorporation with the Secretary of State of the State of Nevada to effect a 1-for-10 reverse stock split (the "Reverse Stock Split") of the Company's shares of common stock, par value $0.001 per share (the "common stock"). Such amendment and ratio were previously approved by the board of directors. Under Nevada Revised Statutes Section 78.207, stockholder approval of the Reverse Stock Split was not required because (i) both the number of authorized shares of the common stock and the number of issued and outstanding shares of the common stock were proportionally reduced as a result of the Reverse Stock Split; (ii) the Reverse Stock Split did not adversely affect any other class of stock of the Company; and (iii) the Company did not pay money or issue scrip to stockholders who would otherwise be entitled to receive a fractional share as a result of the Reverse Stock Split. As a result of the Reverse Stock Split, which was effective September 6, 2023, every ten shares of the Company's pre-reverse split outstanding common stock were combined and reclassified into one share of common stock. Proportionate voting rights and other rights of common stockholders were not affected by the Reverse Stock Split. Any fractional shares of common stock resulting from the Reverse Stock Split were rounded up to the nearest whole share. All stock options outstanding and common stock reserved for issuance under the Company's equity incentive plans outstanding immediately prior to the Reverse Stock Split were adjusted by dividing the number of affected shares of common stock by ten and, as applicable, multiplying the exercise price by ten. All share numbers, share prices, exercise prices and per share amounts have been adjusted, on a retroactive basis to reflect this 1-for-10 Reverse Stock Split.

Cash, Cash Equivalents and Restricted Cash

Cash and cash equivalents consist of cash on hand, cash on deposit with banks, and highly liquid debt investments with an original maturity of three months or less.

Restricted cash substantially consists of cash received from gateways for merchant transactions processed, which has yet to be distributed to merchants, ISOs and their agents at the end of the period.

Cash Due from Gateways, Net

The Company generates the majority of its revenue from payment processing services provided to its merchant clients. When a merchant makes a sale, the process of receiving the payment card information, engaging the banks for transferring the proceeds to the merchant's account via digital gateways, and recording the transaction on a blockchain ledger, are the activities for which the Company gets to collect fees. Cash due from gateways represent amounts due to the Company for transactions processed but not yet distributed by the gateways.
The gateways have strict policies pertaining to the scheduling of the release of funds to merchants based on several criteria that include, but are not limited to, return and chargeback history, associated risk for the specific business vertical, average transaction amount, etc. To mitigate potential credit losses associated with these risks, the gateways use these policies to determine reserve requirements and a payment in arrears strategy. While reserve and payment in arrears restrictions are in effect for a merchant payout, the Company records the reserved amounts against cash due from the gateways until the restriction is released.

Payment Processing Liabilities

The Company's proprietary blockchain-based technology serves as the settlement engine for all transactions within the Company's ecosystem. The blockchain ledger provides a robust and secure platform to log large volumes of immutable transactional records in real time. In summary, blockchain is a distributed ledger that uses digitally encrypted keys to verify, secure and record details of each transaction conducted within an ecosystem. Unlike general blockchain-based systems, the Company uses proprietary, private ledger technology to verify every transaction conducted within the Company's ecosystem. The verification of transaction data comes from trusted partners, all of whom have been extensively vetted by the Company. The Company facilitates all financial elements of its closed-loop ecosystem, and it acts as the administrator for all related accounts. Using the Company's TrustGateway technology, the Company seeks authorization and settlement for each transaction from Gateways to the issuing bank responsible for the credit/debit card used in the transaction. When a gateway settles the transaction, the Company's TrustGateway technology composes a chain of blockchain instructions to the Company's ledger manager system.

When consumers use credit or debit cards to pay for transactions with merchants who use our ecosystem, the transaction starts with the consumer purchasing tokens from the Company. Tokens in this context are used to represent and track the value or number of credits the consumer has received in the blockchain. The issuance of tokens is accomplished when the Company loads a virtual wallet with a token, which then transfers credits to the merchant's wallet on a dollar-for-dollar basis, after which the merchant releases its goods or services to the consumer. These transfers take place instantaneously and seamlessly, allowing the transaction experience to seem like any other ordinary credit or debit card transaction to the consumer and merchant.

While the Company's blockchain ledger records transaction details instantaneously, the final cash settlement of each transaction can take days to weeks, depending upon contract terms between the Company and the gateways the Company uses, between the Company and its ISOs, and between the Company and/or its ISOs and merchants who use the Company's services. In the case where the gateways have not yet remitted funds to the Company pertaining to transactions already processed, the Company records those amounts as cash due from gateways, net – a current asset. Concurrently, the Company records a portion of the cash due from gateways as revenue and the remaining balance, which is due to merchants and ISOs, as payment processing liabilities, net – a current liability. The balance included in payment processing liabilities, net in the consolidated balance sheets is equal to the sum of amounts due to merchants and ISOs related to the aforementioned unsettled transactions and the amounts due to merchants and ISOs on already settled transactions that these merchants and ISOs have not yet redeemed in the blockchain.

Revenue Recognition

Revenue is recognized when control of the promised goods or services is transferred to customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services.

The Company generates the majority of its revenue from payment processing services. Payment processing services revenue is typically based on a percentage of the value of each transaction processed and/or upon fixed amounts specified per each transaction or service. The Company satisfies its performance obligations and, therefore, recognizes the processing fees as revenue at a point in time, upon the authorization of a merchant sale transaction.

Research and Development Costs

Research and development costs primarily consist of salaries and benefits for research and development personnel and outsourced contracted services, as well as associated supplies and materials. These costs are expensed as incurred.

Accounts Receivable, Net

Accounts receivable consist of amounts recorded in connection with the sale of payment processing terminals and related accessories. Accounts receivable are recorded at invoiced amounts, net of an allowance for credit losses, and do not bear interest. In accordance with Accounting Standards Update ("ASU") No. 2016-13, *Financial Instruments – Credit Losses (ASC 326): Measurement of Credit Losses on Financial Instruments ("ASU 2016-13")*, the Company measures its allowance for credit losses using an expected credit loss model that reflects the Company's current estimate of expected credit directly associated with and who devote time to creating and enhancing internally developed software for the Company's platforms. Internal-use software development activities generally consist of three stages: (i) the preliminary project stage, (ii) the application development stage, and (iii) the postimplementation-operation stage. In accordance with Accounting Standards Codification ("ASC") 350-40, *Internal Use Software*, costs incurred in the preliminary and postimplementation-operation stages of software development are expensed as incurred. Costs incurred in the application development stage, including significant enhancements and upgrades, are capitalized. Capitalized internal-use software development costs are included within property and equipment, net on the unaudited condensed consolidated balance sheets, and are amortized on a straight-line basis over an estimated useful life of three years upon the software or additional features being ready for their intended use.

Accounts Receivable, Net

Accounts receivable consist of amounts recorded in connection with the sale of payment processing terminals and related accessories. Accounts receivable are recorded at invoiced amounts, net of an allowance for credit losses, and do not bear interest. In accordance with Accounting Standards Update ("ASU") No. 2016-13, *Financial Instruments – Credit Losses (ASC 326): Measurement of Credit Losses on Financial Instruments ("ASU 2016-13")*, the Company measures its allowance for credit losses using an expected credit loss model that reflects the Company's current estimate of expected credit losses inherent in the enterprise and the accounts receivable balance. In determining the expected credit losses, the Company considers its historical loss experience, the aging of its accounts receivable balance, current economic and business conditions, and anticipated future economic events that may impact collectability. The Company reviews its allowance for credit losses periodically and, as needed, amounts are written-off when determined to be uncollectible. As of September 30, 2024 and December 31, 2023, the allowance for credit losses was immaterial.

Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets primarily consist of inventory and short term deposits made by our European subsidiaries with credit card companies.

Property and Equipment, Net

Property and equipment primarily consist of computer equipment, leasehold improvements, and furniture and fixtures. Property and equipment are stated at historical cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the assets, which range from three to eight years. Leasehold improvements are amortized over the shorter of the lease term or the estimated useful life of the related asset. Expenditures for repairs and maintenance are charged to expense as incurred. For assets sold or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts, and any related gain or loss is reflected in income for the period.

Fair Value Measurements

The Company applies fair value accounting for assets and liabilities that are recognized or disclosed at fair value in the consolidated financial statements on a recurring basis. Fair value is defined as the price received to sell an asset or paid to transfer a liability in the principal market for the asset or liability in an orderly transaction between market participants on the measurement date.

ASC 820, *Fair Value Measurements,* establishes a three-level hierarchy priority for disclosure of assets and liabilities recorded at fair value. The ordering of priority reflects the degree to which objective prices in external active markets are available to measure fair value. The classification of assets and liabilities within the hierarchy is based on whether the inputs to the valuation methodology used for measurement are observable or unobservable. The Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible. The three levels in the hierarchy are as follows:

- Level 1 – Observable inputs, such as unadjusted quoted prices in active markets for identical assets or liabilities accessible to the reporting entity at the measurement date.
- Level 2 – Observable inputs other than Level 1 quoted prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 – Unobservable inputs that cannot be directly corroborated by observable market data and that typically reflect management's estimate of assumptions that market participants would use in pricing the asset or liability.

The Company measures its convertible note and related derivative liability at fair value. The Company classifies these liabilities as Level 3 of the fair value hierarchy, as fair values are estimated using models that use both observable (e.g., changes in market interest rates) and unobservable (e.g., changes in unobservable long-dated volatilities) inputs.

Goodwill and Intangible Assets

Goodwill is recorded when the consideration paid for the acquisition of a business exceeds the fair value of the identifiable net tangible and intangible assets acquired. ASC 350-20, *Intangibles —Goodwill and Other—Goodwill,* requires companies to assess goodwill for impairment annually or more frequently if indicators of impairment exist. Testing goodwill for impairment is performed at the reporting unit level, using a two-step test, and requires companies to compare the fair value of a reporting unit with its carrying amount, including goodwill. Goodwill is considered impaired if the carrying value of a reporting unit exceeds its fair value. ASC 350-20 also provides for an optional qualitative assessment for testing goodwill for impairment that enables companies to skip the two-step test if it is determined that it is more likely than not (i.e., a likelihood of greater than 50%) that the fair value of a reporting unit is greater than its carrying amount.

The Company's policy is to perform its annual impairment test of goodwill as of December 31 of each fiscal year or more frequently if indicators of impairment are identified. Based on the most recent impairment assessment, performed as of June 30, 2024, the Company previously recorded an impairment charge of $6.7 million or one hundred percent (100%) of the goodwill balance related to its North America operating unit. For the quarter ended September 30, 2024, no impairment indicators were identified that would warrant an updated impairment assessment and, as such, no additional adjustment to the remaining carrying value of goodwill was required.

Intangible assets consist of acquired customer relationships and business intellectual properties. In accordance with ASC 350-30, *Intangibles—Goodwill and Other—General Intangibles Other than Goodwill*, the Company's intangible assets are amortized over their estimated useful lives, ranging from two to five years, using the straight-line method. Intangible assets amortized under ASC 350-30 must be reviewed for impairment when indicators of impairment are present, in accordance with ASC 360-10. Based on Management's most recent impairment assessment, it was determined that the carrying value of the Company's intangible assets are recoverable as of September 30, 2024.

Leases

The Company leases office space under non-cancellable operating leases with various expiration dates. The Company determines whether an arrangement is a lease for accounting purposes at contract inception. Operating leases are recorded as right-of-use ("ROU") assets, which are included within noncurrent assets, and lease liabilities, which are included within current and noncurrent liabilities on our consolidated balance sheets.

Operating lease ROU assets and operating lease liabilities are recognized at the lease commencement date based on the present value of the future lease payments over the lease term. ROU assets are based on the lease liability and are increased by prepaid lease payments and decreased by lease incentives received, where applicable. The interest rate used to determine the present value of the future lease payments is the Company's incremental borrowing rate because the interest rate implicit in the Company's leases is not readily determinable. The Company's incremental borrowing rate is estimated to approximate the interest rate that the Company would pay to borrow on a collateralized basis with similar terms and payments as the lease, and in economic environments where the leased asset is located. Certain leases require the Company to pay taxes, maintenance, and other operating expenses associated with the leased asset. Such amounts are not included in the measurement of the ROU assets and lease liabilities. These lease costs are recognized as lease expenses when incurred.

The Company evaluates ROU assets related to leases for indicators of impairment whenever events or changes in circumstances indicate that the carrying amount of a ROU asset may not be recoverable. When a decision has been made to exit a lease prior to the contractual term or to sublease that space, the Company evaluates the asset for impairment and recognizes the associated impact to the ROU asset and related expense, if applicable. The evaluation is performed at the asset group level initially and when appropriate, at the lowest level of identifiable cash flows, which is at the individual lease level. Undiscounted cash flows expected to be generated by the related ROU assets are estimated over the ROU assets' useful lives. If the evaluation indicates that the carrying amount of the ROU assets may not be recoverable, any potential impairment is measured based upon the fair value of the related ROU asset or asset group as determined by appropriate valuation techniques.

Foreign Currency

losses inherent in the enterprise and the accounts receivable balance. In determining the expected credit losses, the Company considers its historical loss experience, the aging of its accounts receivable balance, current economic and business conditions, and anticipated future economic events that may impact collectability. The Company reviews its allowance for credit losses periodically and, as needed, amounts are written-off when determined to be uncollectible. As of December 31, 2023 and 2022 the allowance for credit losses was immaterial.

Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets primarily consist of inventory and deposits made by our European subsidiaries with credit card companies.

Property and Equipment, Net

Property and equipment primarily consist of computer equipment, leasehold improvements, and furniture and fixtures. Property and equipment are stated at historical cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the assets, which range from three to eight years. Leasehold improvements are amortized over the shorter of the lease term or the estimated useful life of the related asset. Expenditures for repairs and maintenance are charged to expense as incurred. For assets sold or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts, and any related gain or loss is reflected in income for the period.

Fair Value Measurements

The Company applies fair value accounting for assets and liabilities that are recognized or disclosed at fair value in the consolidated financial statements on a recurring basis. Fair value is defined as the price received to sell an asset or paid to transfer a liability in the principal market for the asset or liability in an orderly transaction between market participants on the measurement date.

ASC Topic 820, *Fair Value Measurements,* establishes a three-level hierarchy priority for disclosure of assets and liabilities recorded at fair value. The ordering of priority reflects the degree to which objective prices in external active markets are available to measure fair value. The classification of assets and liabilities within the hierarchy is based on whether the inputs to the valuation methodology used for measurement are observable or unobservable. The Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible. The three levels in the hierarchy are as follows:

- Level 1 – Observable inputs, such as unadjusted quoted prices in active markets for identical assets or liabilities accessible to the reporting entity at the measurement date.
- Level 2 – Observable inputs other than Level 1 quoted prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 – Unobservable inputs that cannot be directly corroborated by observable market data and that typically reflect management's estimate of assumptions that market participants would use in pricing the asset or liability.

The Company measures its convertible note and related derivative liability at fair value. The Company classifies these liabilities as Level 3 of the fair value hierarchy, as fair values are estimated using models that use both observable (e.g., changes in market interest rates) and unobservable (e.g., changes in unobservable long-dated volatilities) inputs.

Goodwill and Intangible Assets

Goodwill is recorded when the consideration paid for an acquisition of a business exceeds the fair value of the identifiable net tangible and intangible assets acquired.

Goodwill is tested for impairment, at a minimum, on an annual basis at the reporting unit level by first performing a qualitative assessment to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying value. If the reporting unit does not pass the qualitative assessment, then the reporting unit's carrying value is compared to its fair value. Goodwill is considered impaired if the carrying value of the reporting unit exceeds its fair value. The Company's policy is to perform its annual impairment test of goodwill as of December 31 of each fiscal year. Based on our most recent annual impairment assessment, we determined that no adjustment to the carrying value of goodwill of our reporting unit as required.

Intangible assets consist of acquired customer relationships and business intellectual properties. Intangible assets are amortized over their estimated useful lives, ranging from two to five years, using the straight-line method. No significant residual value is estimated for intangible assets.

Impairment of Long-Lived Assets

The Company evaluates property and equipment and finite-lived intangible assets for impairment whenever events or circumstances indicate that the carrying amounts of such assets may not be recoverable. Recoverability is measured by comparing the carrying amount of an asset or an asset group to estimated undiscounted future net cash flows expected to be generated. If the carrying amount of the long–lived asset or asset group is not recoverable on an undiscounted cash flow basis, an impairment is recognized to the extent that the carrying amount exceeds its fair value. Fair value is determined through various valuation techniques including discounted cash flow models, quoted market values, and third–party independent appraisals, as considered necessary. Other than the charge-off recorded during the period ended December 31, 2022, for the entire consideration paid in connection with the contracted acquisition of the Sky Financial portfolio, the Company determined that the values of its long-lived assets as of December 31, 2023 and 2022, are supportable and recoverable.

Leases

The Company leases office space under non-cancellable operating leases with various expiration dates. The Company determines whether an arrangement is a lease for accounting purposes at contract inception. Operating leases are recorded as right-of-use ("ROU") assets, which are included within noncurrent assets, and lease liabilities, which are included within current and noncurrent liabilities on our consolidated balance sheets.

Operating lease ROU assets and operating lease liabilities are recognized at the lease commencement date based on the present value of the future lease payments over the lease term. ROU assets are based on the lease liability and are increased by prepaid lease payments and decreased by lease incentives received, where applicable. The interest rate used to determine the present value of the future lease payments is the Company's incremental borrowing rate because the interest rate implicit in the Company's leases is not readily determinable. The Company's incremental borrowing rate is estimated to approximate the interest rate that the Company would pay to borrow on a collateralized basis with similar terms and payments as the lease, and in economic environments where the leased asset is located. Certain leases require the Company to pay taxes, maintenance, and other operating expenses associated with the leased asset. Such amounts are not included in the measurement of the ROU assets and lease liabilities. These lease costs are recognized as lease expenses when incurred.

The Company evaluates ROU assets related to leases for indicators of impairment whenever events or changes in circumstances indicate that the carrying amount of a ROU asset may not be recoverable. When a decision has been made to exit a lease prior to the contractual term or to sublease that space, the Company evaluates the asset for impairment and recognizes the associated impact to the ROU asset and related expense, if applicable. The evaluation is performed at the asset group level initially and when appropriate, at the lowest level of identifiable cash flows, which is at the individual lease level. Undiscounted cash flows expected to be generated by the related ROU assets are estimated over the ROU assets' useful lives. If the evaluation indicates that the carrying amount of the ROU assets may not be recoverable, any potential impairment is measured based upon the fair value of the related ROU asset or asset group as determined by appropriate valuation techniques.

Stock Based Compensation

Stock-based compensation expense relates to restricted stock awards ("RSAs") and stock options granted to employees and non-employee directors under the Company's equity incentive plans, which are measured based on the grant-date fair value. The fair value of RSAs is determined by the closing price of the Company's common stock on the grant date. The fair value of stock options is estimated on the date of grant using the Black-Scholes-Merton option valuation model. Generally, stock-based compensation expense is recorded on a straight-line basis over the requisite service period. The Company accounts for forfeitures as they occur.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred income taxes are recognized for temporary differences between the tax basis of assets and liabilities and their reported amounts in the financial statements, net of operating loss carry forwards and credits, by applying enacted statutory tax rates applicable to future years. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is not more likely than not that some portion of or

Assets and liabilities of our foreign subsidiaries are translated into the reporting currency using the exchange rates in effect on the consolidated balance sheet dates. Equity accounts are translated at historical rates, except for the change in retained earnings during the period, which is the result of the income statement translation process. Revenue and expense accounts are translated using the weighted average exchange rate during the period. The cumulative translation adjustments associated with the net assets of foreign subsidiaries are recorded in accumulated other comprehensive income in the accompanying interim consolidated statements of stockholders' equity.

Stock Based Compensation

Stock-based compensation expense relates to restricted stock awards ("RSAs") and stock options granted to employees and non-employee directors under the Company's equity incentive plans, which are measured based on the grant-date fair value. The fair value of RSAs is determined by the closing price of the Company's common stock on the grant date. The fair value of stock options is estimated on the date of grant using the Black-Scholes-Merton option valuation model. Generally, stock-based compensation expense is recorded on a straight-line basis over the requisite service period. The Company accounts for forfeitures as they occur.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred income taxes are recognized for temporary differences between the tax basis of assets and liabilities and their reported amounts in the financial statements, net of operating loss carry forwards and credits, by applying enacted statutory tax rates applicable to future years. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is not more likely than not that some portion of or all the deferred tax assets will not be realized. Judgment is required in determining and evaluating income tax provisions and valuation allowances for deferred income tax assets. We recognize an income tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by taxing authorities, based on the technical merits of the position.

Current income taxes are provided for in accordance with the laws of the relevant taxing authorities. As of September 30, 2024 and December 31, 2023, the Company has a full valuation allowance on its deferred tax assets.

Net Loss Per Share

The Company's basic net loss per share is computed by dividing the net loss available to common shareholders by the weighted average number of common shares outstanding during the period without consideration of potentially dilutive securities. Diluted net loss per share is computed by dividing the net loss available to common shareholders by the weighted-average number of shares of common stock outstanding, adjusted for the dilutive effect of all potential shares of common stock. For the three and nine-month periods ended September 30, 2024 and 2023, the Company's diluted net loss per share is the same as the basic net loss per share, since there are no common stock equivalents outstanding that would have a dilutive effect.

Segment Reporting

The Company determines its reportable segments based on how its Chief Operating Decision Maker ("CODM") manages the business, makes operating decisions around the allocation of resources, and evaluates operating performance. Our CODM is our Chief Executive Officer and we have identified two reportable segments: North America and International. These segments represent the components of the Company for which separate financial information is available that is utilized on a regular basis by the CODM to assess segment performance, set strategic goals, and allocate the Company's resources. The primary financial measure used by the CODM to evaluate the performance of its segments and allocate resources to them is operating income or (loss).

Recently Adopted Accounting Pronouncements

In June 2016, the Financial Accounting Standards Board ("FASB") issued ASU No. 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, as amended by subsequently issued ASUs 2018-19, 2019-04, 2019-05, 2019-10, 2019-11, 2020-02, 2020-03 and 2022-02 (collectively, "Topic 326"). Topic 326 requires entities to utilize a new impairment model known as the current expected credit loss ("CECL") model for certain financial assets held at the reporting date. The CECL model requires entities to estimate lifetime "expected credit loss" amounts and record them as an allowance that, when deducted from the amortized cost basis of the financial asset, presents the net amount expected to be collected on the financial asset. The CECL model is expected to result in more timely recognition of credit losses. The guidance also amends the impairment model for available for sale debt securities and requires entities to determine whether all or a portion of the unrealized loss on such debt security is a credit loss. The Company adopted the updates as of January 1, 2023, with no material impact on its consolidated financial statements.
In October 2021, the FASB issued ASU 2021-08, "*Business Combinations (ASC 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers*," which requires contract assets and contract liabilities acquired in a business combination to be recognized and measured by the acquirer on the acquisition date in accordance with ASC 606, "*Revenue from Contracts with Customers*," as if the acquirer had originated the contracts. Under current accounting standards, contract assets and contract liabilities acquired in a business combination are to be recorded at fair value using the ASC 805 measurement principle. ASU 2021-08 is effective for fiscal years and interim reporting periods within those fiscal years beginning after December 15, 2022. The adoption of ASU 2021-08, effective January 1, 2023, did not have an impact on the financial condition, results of operations, cash flows and disclosures of the Company.

In August 2020, the FASB issued ASU 2020-06, *Debt – Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging – Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity ("ASU 2020-06")*. ASU 2020-06 aims to simplify the accounting for convertible instruments by reducing the number of accounting models for convertible debt instruments and convertible preferred stock. ASU 2020-06 also simplifies the derivative scope exception guidance pertaining to equity classification of contracts in an entity's own equity and amends the diluted earnings per share guidance, including the requirement to use the if-converted method for all convertible instruments. Early adoption is permitted for fiscal years beginning after December 15, 2020. For SEC filers, excluding smaller reporting companies, ASU 2020-06 is effective for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. For all other entities, ASU 2020-06 is effective for fiscal years beginning after December 15, 2023, including interim periods therein. The adoption of ASU 2020-06, effective January 1, 2024, did not have an impact on the financial condition, results of operations, cash flows and disclosures of the Company.

Recently Issued Accounting Pronouncements

In November 2023, the FASB issued ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*. The amended guidance requires incremental reportable segment disclosures, primarily about significant segment expenses. The amendments also require entities with a single reportable segment to provide all disclosures required by these amendments, and all existing segment disclosures. The amendments will be applied retrospectively to all prior periods presented in the financial statements and is effective for fiscal years beginning after December 15, 2023, and interim periods in fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently in the process of evaluating the impact this amended guidance may have on the footnotes to its consolidated financial statements.

In December 2023, the FASB issued ASU 2023-08, *Intangibles – Goodwill and Other – Crypto Assets (Subtopic 350-60): Accounting for and Disclosure of Crypto Assets*. This amended guidance requires fair value measurement of certain crypto assets each reporting period with the changes in fair value reflected in net income. The amendments also require disclosures of the name, fair value, units held, and cost bases for each significant crypto asset held and annual reconciliations of crypto asset holdings. The new guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2024, with early adoption permitted. We are required to apply these amendments as a cumulative-effect adjustment to retained earnings as of the beginning of the fiscal year in which the guidance is adopted. The adoption of this guidance is not expected to have an impact on our consolidated financial statements, as we currently do not hold any crypto assets.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*. The amended guidance enhances income tax disclosures primarily related to the effective tax rate reconciliation and income taxes paid information. This guidance requires disclosure of specific categories in the effective tax rate reconciliation and further information on reconciling items meeting a quantitative threshold. In addition, the amended guidance requires disaggregating income taxes paid (net of refunds received) by federal, state, and foreign taxes. It also requires disaggregating individual jurisdictions in which income taxes paid (net of refunds received) is equal to or greater than five (5) percent of total income taxes paid (net of refunds received). The amended guidance is effective for fiscal years beginning after December 15, 2024. The guidance can be applied either prospectively or retrospectively. The Company is currently in the process of evaluating the impact this amended guidance may have on the footnotes to our consolidated financial statements.

all the deferred tax assets will not be realized. Judgment is required in determining and evaluating income tax provisions and valuation allowances for deferred income tax assets. We recognize an income tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by taxing authorities, based on the technical merits of the position.

Current income taxes are provided for in accordance with the laws of the relevant taxing authorities. As of December 31, 2023 and 2022, we have valuation allowances which serve to reduce net deferred tax assets.

Net Loss Per Share

The Company's basic net loss per share is computed by dividing the net loss available to common shareholders by the weighted average number of common shares outstanding during the period without consideration of potentially dilutive securities. Diluted net loss per share is computed by dividing the net loss available to common shareholders by the weighted-average number of shares of common stock outstanding, adjusted for the dilutive effect of all potential shares of common stock. For the years ended December 31, 2023 and 2022, the Company's diluted net loss per share is the same as the basic net loss per share, since there are no common stock equivalents outstanding that would have a dilutive effect.

Segment Reporting

The Company determines its reportable segments based on how its CODM manages the business, makes operating decisions around the allocation of resources, and evaluates operating performance. Our CODM is our Chief Executive Officer and we have identified two reportable segments: North America and International. These segments represent the components of the Company for which separate financial information is available that is utilized on a regular basis by the CODM to assess segment performance, set strategic goals, and allocate the Company's resources. The primary financial measure used by the CODM to evaluate the performance of its segments and allocate resources to them is operating income or (loss).

Recently Adopted Accounting Pronouncements

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, as amended by subsequently issued ASUs 2018-19, 2019-04, 2019-05, 2019-10, 2019-11, 2020-02, 2020-03 and 2022-02 (collectively, "Topic 326"). Topic 326 requires entities to utilize a new impairment model known as the current expected credit loss ("CECL") model for certain financial assets held at the reporting date. The CECL model requires entities to estimate lifetime "expected credit loss" amounts and record them as an allowance that, when deducted from the amortized cost basis of the financial asset, presents the net amount expected to be collected on the financial asset. The CECL model is expected to result in more timely recognition of credit losses. The guidance also amends the impairment model for available for sale debt securities and requires entities to determine whether all or a portion of the unrealized loss on such debt security is a credit loss. The Company adopted the updates as of January 1, 2023, with no material impact on its consolidated financial statements.
In October 2021, the FASB issued ASU 2021-08, "*Business Combinations (ASC 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers*," which requires contract assets and contract liabilities acquired in a business combination to be recognized and measured by the acquirer on the acquisition date in accordance with ASC 606, "*Revenue from Contracts with Customers*," as if the acquirer had originated the contracts. Under current accounting standards, contract assets and contract liabilities acquired in a business combination are to be recorded at fair value using the ASC 805 measurement principle. ASU 2021-08 is effective for fiscal years and interim reporting periods within those fiscal years beginning after December 15, 2022. The adoption of ASU 2021-08, effective January 1, 2023, did not have an impact on the financial condition, results of operations, cash flows and disclosures of the Company.

Recently Issued Accounting Pronouncements

In August 2020, the FASB issued ASU 2020-06, *Debt – Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging – Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity ("ASU 2020-06")*. ASU 2020-06 aims to simplify the accounting for convertible instruments by reducing the number of accounting models for convertible debt instruments and convertible preferred stock. ASU 2020-06 also simplifies the derivative scope exception guidance pertaining to equity classification of contracts in an entity's own equity and amends the diluted earnings per share guidance, including the requirement to use the if-converted method for all convertible instruments. Early adoption is permitted for fiscal years beginning after December 15, 2020. For SEC filers, excluding smaller reporting companies, ASU 2020-06 is effective for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. For all other entities, ASU 2020-06 is effective for fiscal years beginning after December 15, 2023, including interim periods therein. The Company is currently in the process of evaluating the impact this updated guidance may have on its consolidated financial statements.

In November 2023, the FASB issued ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*. The amended guidance requires incremental reportable segment disclosures, primarily about significant segment expenses. The amendments also require entities with a single reportable segment to provide all disclosures required by these amendments, and all existing segment disclosures. The amendments will be applied retrospectively to all prior periods presented in the financial statements and is effective for fiscal years beginning after December 15, 2023, and interim periods in fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently in the process of evaluating the impact this amended guidance may have on the footnotes to its consolidated financial statements.

In December 2023, the FASB issued ASU 2023-08, *Intangibles – Goodwill and Other – Crypto Assets (Subtopic 350-60): Accounting for and Disclosure of Crypto Assets*. This amended guidance requires fair value measurement of certain crypto assets each reporting period with the changes in fair value reflected in net income. The amendments also require disclosures of the name, fair value, units held, and cost bases for each significant crypto asset held and annual reconciliations of crypto asset holdings. The new guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2024, with early adoption permitted. We are required to apply these amendments as a cumulative-effect adjustment to retained earnings as of the beginning of the fiscal year in which the guidance is adopted. The adoption of this guidance is not expected to have an impact on our consolidated financial statements, as we currently do not hold any crypto assets.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*. The amended guidance enhances income tax disclosures primarily related to the effective tax rate reconciliation and income taxes paid information. This guidance requires disclosure of specific categories in the effective tax rate reconciliation and further information on reconciling items meeting a quantitative threshold. In addition, the amended guidance requires disaggregating income taxes paid (net of refunds received) by federal, state, and foreign taxes. It also requires disaggregating individual jurisdictions in which income taxes paid (net of refunds received) is equal to or greater than 5 percent of total income taxes paid (net of refunds received). The amended guidance is effective for fiscal years beginning after December 15, 2024. The guidance can be applied either prospectively or retrospectively. The Company is currently in the process of evaluating the impact this amended guidance may have on the footnotes to our consolidated financial statements.

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Restatements of Previously Issued

12 Months Ended

Consolidated Financial Statements	Dec. 31, 2023
Prior Period Adjustment [Abstract]	
Error Correction [Text Block]	**3. Restatements of Previously Issued Consolidated Financial Statements** During the preparation of its 2022 Annual Report, the Company determined that it had not appropriately accounted for certain historical transactions under GAAP. In accordance with the SEC's Staff Accounting Bulletin ("SAB") 99, ***Materiality***, and SAB 108, ***Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements***, the Company evaluated the materiality of the errors from qualitative and quantitative perspectives, individually and in aggregate, and concluded that the errors were material to the Consolidated Statements of Operations for the quarters ending March 31, 2021, June 30, 2021, September 30, 2021, March 31, 2022, June 30, 2022, and September 30, 2022, and for the annual period ending December 31, 2021. Based on this evaluation, on January 13, 2023, the Company's Audit Committee, with the concurrence of management, concluded that the Company's previously issued consolidated financial statements for the aforementioned periods would need to be restated and could no longer be relied upon. The Company has restated the impacted financial statements for each of these periods and presented the effects of the restatement adjustments in its 2022 Annual Report.

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Acquisitions	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Business Combinations [Abstract]		
Business Combination Disclosure [Text Block]	**3. Acquisitions** *Logicquest Technology, Inc.* In April 2023, the Company executed a purchase agreement for 99.4 million shares of restricted common stock of Logicquest Technology, Inc., a Nevada corporation ("Logicquest") representing ownership of 99.1% of Logicquest, 48 shares of Series C Convertible Non-Redeemable Preferred Stock of Logicquest, and 10 shares of Series D Convertible Non-Redeemable Preferred Stock of Logicquest, in exchange for an aggregate purchase price of $225,000. Logicquest was a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") quoted on the Over-the-Counter Pink Open Market under the symbol "LOGQ" and is required to file reports and other information with the SEC pursuant to the Exchange Act. In June 2023, the Company merged the assets of Coyni, Inc., a wholly-owned subsidiary of the Company, and Logicquest, with Logicquest as the surviving entity. Subsequently, Logicquest changed its name to Coyni, Inc. ("Coyni PubCo"). In the fourth quarter of 2023, the Company amended the share purchase agreement to reflect 98 million shares of restricted common stock of Logicquest, 48 shares of Series C Convertible Non-Redeemable Preferred Stock of Logicquest, and 10 shares of Series D Convertible Non-Redeemable Preferred Stock of Logicquest, in exchange for an aggregate purchase price of $225,000. In accordance with ASC 805, this transaction was accounted for as an asset acquisition and the acquired assets are included in the consolidated financial statements of the Company as of September 30, 2024. As previously disclosed, the Company originally intended to transfer the Coyni platform assets, which are owned by the Company, into Coyni PubCo, and subsequently spin-off Coyni PubCo into a new publicly traded entity. However, we subsequently determined that it was in the best interest of the Company and its shareholders to retain the Coyni Platform at the Company to expand payment processing and banking-as-a-service solutions. As such, management no longer plans to pursue a spin-off of Coyni PubCo. *Merchant Payment Solutions LLC* In November 2021, the Company executed a term sheet to acquire certain Automated Clearing House ("ACH") business of Merchant Payment Solutions LLC ("MPS"). Upon execution of the term sheet, the Company made a refundable earnest money deposit in the amount of $725,000 toward the total purchase price. After conducting due diligence, the Company elected to terminate the term sheet on April 21, 2023. In June 2023, the Company and MPS agreed to finalize a Portfolio Purchase Agreement ("Purchase Agreement"). Pursuant to the Purchase Agreement, the Company acquired the ACH portfolio of MPS for $725,000. In accordance with ASC 805, this transaction was accounted for as an asset acquisition.	**4. Acquisitions** *Logicquest Technology, Inc.* In April 2023, the Company executed a purchase agreement for 99.4 million shares of restricted common stock of Logicquest Technology, Inc., a Nevada corporation ("Logicquest") representing ownership of 99.1% of Logicquest, 48 shares of Series C Convertible Non-Redeemable Preferred Stock of Logicquest, and 10 shares of Series D Convertible Non-Redeemable Preferred Stock of Logicquest, in exchange for an aggregate purchase price of $225,000. Logicquest was a shell company (as defined in Rule 12b-2 of the Exchange Act) quoted on the Over-the-Counter Pink Open Market under the symbol "LOGQ" and is required to file reports and other information with the SEC pursuant to the Exchange Act. In June 2023, the Company merged the assets of Coyni, Inc., a wholly-owned subsidiary of the Company, and Logicquest, with Logicquest as the surviving entity. Subsequently, Logicquest changed its name to Coyni, Inc. ("Coyni PubCo"). In the fourth quarter of 2023, the Company amended the share purchase agreement to reflect 98 million shares of restricted common stock of Logicquest, 48 shares of Series C Convertible Non-Redeemable Preferred Stock of Logicquest, and 10 shares of Series D Convertible Non-Redeemable Preferred Stock of Logicquest, in exchange for an aggregate purchase price of $225,000. In accordance with ASC 805, *Business Combinations,* this transaction was accounted for as an asset acquisition and the acquired assets are included in the consolidated financial statements of the Company as of December 31, 2023. As previously disclosed, the Company originally intended to transfer the Coyni Platform assets, which are owned by the Company, into Coyni PubCo, and subsequently spin-off Coyni PubCo into a new publicly traded entity. However, we subsequently determined that it was in the best interest of the Company and its shareholders to retain the Coyni Platform at the Company to expand payment processing and banking-as-a-service solutions. As such, management no longer plans to pursue a spin-off of Coyni PubCo. *Merchant Payment Solutions LLC* In November 2021, the Company executed a term sheet to acquire certain Automated Clearing House ("ACH") business of Merchant Payment Solutions LLC ("MPS"). Upon execution of the term sheet, the Company made a refundable earnest money deposit in the amount of $725,000 toward the total purchase price. After conducting due diligence, the Company elected to terminate the term sheet on April 21, 2023. In June 2023, the Company and MPS agreed to finalize a Portfolio Purchase Agreement ("Purchase Agreement"). Pursuant to the Purchase Agreement, the Company acquired the ACH portfolio of MPS for $725,000. In accordance with ASC 805, *Business Combinations,* this transaction was accounted for as an asset acquisition. *Transact Europe Holdings* On April 1, 2022, the Company acquired Transact Europe Holdings for $28.8 million (€26.0 million) in cash. Transact Europe Holdings is the holding company of TEU, which formally changed its name to RYVYL EU on December 16, 2022. RYVYL EU is an EU regulated electronic money institution headquartered in Sofia, Bulgaria. RYVYL EU is a Principal Level Member of Visa, a worldwide member of MasterCard, and a principal member of China UnionPay. In addition, RYVYL EU is part of the SEPA program, a payment system enabling cashless payments across continental Europe. RYVYL EU provides complete payment solutions by offering acquiring, issuing of prepaid cards and agent banking, serving hundreds of clients. With a global footprint, proprietary payment gateway, and technology platforms, RYVYL EU offers a comprehensive portfolio of services and decades of industry experience. The acquisition of Transact Europe Holdings meets the criteria to be accounted for as a business combination in accordance with ASC 805, *Business Combinations*. This method requires, among other things, that assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date and that the difference between the fair value of the consideration paid for the acquired entity and the fair value of the net assets acquired be recorded as goodwill, which is not amortized but is tested at least annually for impairment. The following summarizes the estimated fair values of the net assets acquired, which were recorded as of April 1, 2022 (dollars in thousands): **Tangible assets (liabilities):** Net assets: $ 7,339 **Intangible assets:** Customer relationships: 1,267 Goodwill: 20,205 Total intangible assets: 21,472 **Total net assets acquired**: $ 28,811 *Sky Financial & Intelligence* On March 31, 2022, the Company contracted to acquire a portfolio of merchant accounts from Sky Financial for $18.1 million. The Company paid $16.0 million in cash in March 2022 and issued 500,000 shares of restricted common stock for the transaction on May 12, 2022. The entire amount tendered in both cash and stock was recorded as a customer relationships asset. As of the date of this filing, the Company has not received delivery of the acquired merchant list and the associated ISO management portal access. The Company charged off the entire purchase price in 2022. Also, during 2022, the Company suspended its reporting of revenue from the Sky Financial portfolio. The Company is actively pursuing its entitlements under the purchase agreement. See Note 15, *Commitments and Contingencies*, for further information.

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Property and Equipment, Net	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Property, Plant and Equipment [Abstract]		
Property, Plant and Equipment Disclosure [Text Block]	**4. Property and Equipment, Net** The following table details property and equipment, less accumulated depreciation (dollars in thousands): (September 30, 2024 / December 31, 2023) Computers and equipment: $ 258 / $ 276 Furniture and fixtures: 152 / 152 Improvements: 186 / 171 Internal-use software development: 1,101 / - Total property and equipment: 1,697 / 599 Less: accumulated depreciation: (397) / (293) Net property and equipment: $ 1,300 / $ 306 Depreciation expense was $0.13 million and $0.04 million for the three-month periods ended September 30, 2024, and 2023, respectively, and $0.36 million and $0.11 million for the nine-month periods ended September 30, 2024 and 2023, respectively.	**5. Property and Equipment, Net** The following table details property and equipment, less accumulated depreciation (dollars in thousands): (December 31, 2023 / 2022) Buildings: $ - / $ 1,360 Computers and equipment: 276 / 247 Furniture and fixtures: 152 / 149 Improvements: 171 / 164 Total property and equipment: 599 / 1,920 Less: accumulated depreciation: (293) / (224) Net property and equipment: $ 306 / $ 1,696 Depreciation expense was $148,150 and $141,566 for the years ended December 31, 2023 and 2022, respectively. During the year ended December 31, 2023, the Company's subsidiary, Charge Savvy, sold a building it owned and recognized a gain on sale of $1.1 million.

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Goodwill	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023

Disclosure Text Block Supplement [Abstract]

Goodwill Disclosure [Text Block]

9 Months Ended Sep. 30, 2024:

5. Goodwill

The following table summarizes goodwill activity by reportable segment (dollars in thousands):

	North America	International	Consolidated
Goodwill - December 31, 2023	$ 6,675	$ 20,078	$ 26,753
Goodwill Acquired	-	-	-
Goodwill Impairment	(6,675)	-	(6,675)
Adjustments (1)	-	240	240
Goodwill – September 30, 2024	$ -	$ 20,318	$ 20,318

(1) The adjustments to goodwill pertain to foreign currency translation adjustments, totaling positive $0.85 million and positive $0.24 million during the three and nine-month periods ended September 30, 2024.

12 Months Ended Dec. 31, 2023:

6. Goodwill

The following table presents goodwill balances (dollars in thousands):

	December 31, 2023	December 31, 2022
Acquisition of Northeast	$ 2,793	$ 2,793
Acquisition of Charge Savvy	3,755	3,755
Acquisition of Transact Europe Holdings	20,205	20,205
Total goodwill	$26,753	$26,753

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Intangible Assets, Net	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023

Goodwill and Intangible Assets Disclosure [Abstract]

Intangible Assets Disclosure [Text Block]

9 Months Ended Sep. 30, 2024:

6. Intangible Assets, Net

The following table details acquired intangible assets (dollars in thousands):

		September 30, 2024			December 31, 2023		
Intangible Assets	Amortization Period	Cost	Accumulated Amortization	Net	Cost	Accumulated Amortization	Net
Customer relationships	2-5 years	$ 7,812	$ (5,190)	2,622	$ 7,812	$ (4,100)	$3,712
Business technology/IP	5 years	2,767	(1,713)	1,054	2,675	(1,328)	1,347
Total intangible assets		$10,579	$ (6,903)	3,676	$10,487	$ (5,428)	$5,059

Amortization expense was $0.5 million and $0.6 million for the three months ended September 30, 2024 and 2023, respectively, and $1.5 million and $1.8 million for the nine-month periods ended September 30, 2024 and 2023, respectively.

The estimated amortization expense related to intangible assets as of September 30, 2024 is as follows (dollars in thousands):

Year	Amount
2024 (remainder)	$ 465
2025	1,862
2026	1,082
2027	167
2028	91
Thereafter	9
Total	$ 3,676

12 Months Ended Dec. 31, 2023:

7. Intangible Assets, Net

The following table details acquired intangible assets (dollars in thousands):

		December 31, 2023			December 31, 2022		
Intangible Assets	Amortization Period	Cost	Accumulated Amortization	Net	Cost	Accumulated Amortization	Net
Customer relationships – North America	5 years	$ 6,545	$ (2,991)	$ 3,554	$ 5,820	$ (1,755)	$ 4,065
Customer relationships - International	2 years	1,267	(1,109)	158	1,267	(475)	792
Business technology/IP	5 years	2,675	(1,328)	1,347	2,675	(793)	1,882
Total intangible assets		$ 10,487	$ (5,428)	$ 5,059	$ 9,762	$ (3,023)	$ 6,739

Amortization expense was $2.4 million and $20.3 million for the years ended December 31, 2023 and 2022, respectively. In 2022, amortization expense included an $18.1 million charge related to the consideration paid for the contracted acquisition of the Sky Financial portfolio.

The estimated future amortization expense related to intangible assets as of December 31, 2023 is as follows (dollars in thousands):

Year	Amount
2024	$ 2,002
2025	1,844
2026	992
2027	148
2028	73
Total	$ 5,059

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Accrued Liabilities	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023

Other Liabilities and Financial Instruments Subject to Mandatory Redemption [Abstract]

Other Liabilities Disclosure [Text Block]

9 Months Ended Sep. 30, 2024:

7. Accrued Liabilities

The following table details the balance in accrued liabilities (dollars in thousands):

	September 30, 2024	December 31, 2023
Accrued gateway fees	$ 22	$ 2,356
Payroll related accruals	1,540	1,235
Accrued legal and professional fees	2,850	1,342
Accrued taxes	295	528
Accrued legal settlement	1,598	-
Other	1,264	294
Total accrued liabilities	$ 7,569	$ 5,755

12 Months Ended Dec. 31, 2023:

8. Accrued Liabilities

The following table details the balance in accrued liabilities (dollars in thousands):

	December 31, 2023	December 31, 2022
Accrued gateway fees	$ 2,356	$ 681
Payroll related accruals	1,235	664
Accrued legal and professional fees	1,342	330
Accrued taxes	306	1,357
Other	516	318
Total accrued liabilities	$ 5,755	$ 3,350

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Long-Term Debt, Net	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023

Debt Disclosure [Abstract]

Debt Disclosure [Text Block]

9 Months Ended Sep. 30, 2024:

8. Long-Term Debt, Net

The following table summarizes the Company's debt (dollars in thousands):

	September 30, 2024	December 31, 2023
$100,000,000 8% senior convertible note, due April 5, 2026	$ 19,000	$ 19,200
Less: Unamortized debt discount	(1,899)	(3,906)
Net carrying value	17,101	15,294
$149,900 Economic Injury Disaster Loan (EIDL), interest rate of 3.75%, due June 1, 2050	142	146
$500,000 EIDL, interest rate of 3.75%, due May 8, 2050	478	487
Total debt	17,721	15,927
Less: current portion	(15)	(15)
Long-term debt, net	$ 17,706	$ 15,912

Senior Convertible Note

On November 8, 2021, the Company sold and issued, in a registered direct offering, an 8% Senior convertible note, originally due November 3, 2023, and subsequently extended to April 5, 2026, in the aggregate original principal amount of $100 million (the "Note"). The Note had an original issue discount of sixteen percent (16%) resulting in gross proceeds of $84 million. The Note was sold pursuant to the terms of a Securities Purchase Agreement, dated November 2, 2021 (the "SPA"), between the Company and the investor in the Note (the "Investor").

12 Months Ended Dec. 31, 2023:

9. Long-Term Debt, Net

The following table summarizes the Company's debt as of December 31, 2023 and 2022 (dollars in thousands):

	December 31, 2023	December 31, 2022
$100,000,000 8% senior convertible note, due April 5, 2025	$ 19,200	$ 85,450
Less: Unamortized debt discount	(3,906)	(24,349)
Net carrying value	15,294	61,101
$149,900 Economic Injury Disaster Loan (EIDL), interest rate of 3.75%, due June 1, 2050	146	149
$500,000 EIDL, interest rate of 3.75%, due May 8, 2050	487	499
Total debt	15,927	61,749
Less: current portion	(15)	(14)
Long-term debt, net	$ 15,912	$ 61,735

Senior Convertible Note

On November 8, 2021, the Company sold and issued, in a registered direct offering, an 8% Senior convertible note, originally due November 3, 2023, and subsequently extended to April 5, 2025, in the aggregate original principal amount of $100 million (the "Note"). The Note had an original issue discount of sixteen percent (16%) resulting in gross proceeds of $84 million. The Note was sold pursuant to the terms of a Securities Purchase Agreement, dated November 2, 2021 (the "SPA"), between the Company and the investor in the Note (the "Investor").

The Note was issued on November 8, 2021, pursuant to an indenture dated November 2, 2021 between us and Wilmington Savings Fund Society, FSB, as trustee (the "Base Indenture"), as supplemented by a first supplemental indenture thereto, dated November 2, 2021, relating to the Note (the "First Supplemental Indenture" and the Base Indenture as supplemented by the First Supplemental Indenture, the "First Indenture"). The terms of the

The Note was issued on November 8, 2021, pursuant to an indenture dated November 2, 2021 between us and Wilmington Savings Fund Society, FSB, as trustee (the “Base Indenture”), as supplemented by a first supplemental indenture thereto, dated November 2, 2021, relating to the Note (the “First Supplemental Indenture” and the Base Indenture as supplemented by the First Supplemental Indenture, the “First Indenture”). The terms of the Note include those provided in the First Indenture and those made part of the First Indenture by reference to the Trust Indenture Act.

First Exchange Agreement

On July 25, 2023, the Company entered into an Exchange Agreement (the “First Exchange Agreement”) under which the Company and the Investor agreed to exchange (the “Series A Exchanges”), in two separate exchanges, an aggregate of $22.703 million of the outstanding principal and interest under the Note for 15,000 shares of a newly authorized series of preferred stock of the Company designated as Series A Preferred Convertible Stock (the “Series A Preferred Stock”), the terms of which are set forth in a Certificate of Designations of Rights and Preferences of Series A Convertible Preferred Stock of RYVYL Inc. (the “Series A Certificate of Designations”), which the Company filed with the Nevada Secretary of State prior to the initial issuance of the Series A Preferred Stock. The Series A Preferred Stock is further described in Note 10, *Convertible Preferred Stock*. As part of the First Exchange Agreement, the Company also agreed to allow for the conversion of up to an additional $9.0 million of principal (together with any accrued and unpaid interest thereon) of the Note at a conversion price equal to 97.5% of the lower of (x) the then in effect conversion price and (y) the lowest volume weighted average price of the Company’s common stock during the five trading days immediately prior to such conversion; and the Investor agreed to waive any interest that would otherwise accrue on the Note during the period commencing on April 1, 2023 through, and including, December 31, 2023.

On July 31, 2023, pursuant to the terms of the First Exchange Agreement, the Company closed the initial exchange (the “Initial Series A Exchange”) and issued 6,000 shares of Series A Preferred Stock in exchange for $4.3 million of the outstanding principal balance of the Note and $1.7 million of accrued interest. Additionally, upon satisfaction of all applicable closing conditions, including, without limitation, the Company having obtained any stockholder approval required for the consummation of the transactions and the issuance of the common stock issuable upon the conversion of all of the shares of Series A Preferred Stock (unless waived by the applicable other party), in the final exchange (the “Final Series A Exchange”), the parties agreed to exchange the remaining $16.7 million of outstanding principal balance subject to the Series A Exchanges for 9,000 shares of Series A Preferred Stock on a date mutually agreed to by the Company and the Investor. The Company determined that the parties’ obligation to exchange the remaining $16.7 million of outstanding principal balances subject to the Series A Exchanges for 9,000 shares of Series A Preferred Stock in the Final Series A Exchange represents an embedded conversion feature that does not require bifurcation and separate valuation because it would not meet the definition of a derivative, if freestanding, under ASC 815, *Derivatives and Hedging (“ASC 815”)*, as net settlement could not be achieved.

The Company analyzed the changes made to the Note under the First Exchange Agreement under ASC 470-50 to determine if extinguishment accounting was applicable. Under ASC 470-50-40-10, a modification or an exchange that adds or eliminates a substantive conversion option as of the conversion date is always considered substantial and requires extinguishment accounting. Since the First Exchange Agreement added a substantive conversion option, the Company determined that extinguishment accounting was applicable. In accordance with the extinguishment accounting guidance, the Company recorded a loss on extinguishment of $1.3 million which represents the difference between (a) the fair value of the modified Note and the 6,000 shares of Series A Preferred Stock issued in the Initial Series A Exchange and (b) the carrying amount of the Note and the fair value of the bifurcated embedded derivative immediately prior to giving effect to the First Exchange Agreement.

Second Exchange Agreement

Under the terms of the First Exchange Agreement, a final closing was to be held upon which the Investor was to exchange an additional $16.703 million of principal of the Note into 9,000 shares of Series A Preferred Stock (the “Unissued Series A Preferred Stock”) which shares of Unissued Series A Preferred Stock were convertible into shares of common stock, in accordance with the terms of the Series A Certificate of Designations.

On November 27, 2023, the Company entered into an Exchange Agreement (the “Second Exchange Agreement”) with the Investor under which the Company and the Investor agreed to exchange (the “Series B Exchange”), (i) all of the existing shares of Series A Preferred Stock issued to the Investor in the Initial Series A Exchange, (ii) the right to exchange the shares of Unissued Series A Preferred Stock for an additional $16.703 million of principal of the Note, and (iii) $60.303 million of the outstanding principal under the Note for 55,000 shares of a newly authorized series of preferred stock of the Company designated as Series B Preferred Convertible Stock (the “Series B Preferred Stock,” and collectively with the Series A Preferred Stock, the “Preferred Stock”), the terms of which are set forth in a Certificate of Designations of Rights and Preferences of Series B Convertible Preferred Stock of RYVYL Inc. (the “Series B Certificate of Designations”), which the Company filed with the Nevada Secretary of State prior to the initial issuance of any shares of Series B Preferred Stock. The Series B Preferred Stock is further described in Note 10, *Convertible Preferred Stock*. As additional consideration for the Series B Exchange, the Company has also agreed to make a cash payment to the Investor in the amount of $3.0 million. As part of the Second Exchange Agreement, the Investor also agreed to forbear from requiring the repayment of the Note (to the extent such repayment obligation arises solely as a result of the occurrence of the maturity date and not with respect to any event of default or redemption rights in the Note or pursuant to the Indenture (as such term is defined in the Second Exchange Agreement)) during the period commencing on November 5, 2024 through, and including, April 5, 2025; and to extend the waiver of payment of interest under the Note through July 1, 2024.

The Company analyzed the changes made to the Note under the Second Exchange Agreement under ASC 470-50 to determine if extinguishment accounting was applicable. Under ASC 470-50-40-10, a modification or an exchange that adds or eliminates a substantive conversion option as of the conversion date is always considered substantial and requires extinguishment accounting. Since the Second Exchange Agreement eliminated a substantive conversion option (the parties’ obligation to exchange the remaining $16.7 million of outstanding principal balances subject to the Series A Exchanges for 9,000 shares of Series A Preferred Stock in the Final Series A Exchange), the Company determined that extinguishment accounting was applicable. In accordance with the extinguishment accounting guidance, the Company recorded a loss on extinguishment of $22.5 million which represents the difference between (a) the fair value of the modified Note, the fair value of the 55,000 shares of Series B Preferred Stock issued in the Series B Exchange, and the $3.0 million cash payment made to the Investor, and (b) the carrying amount of the Note, the fair value of the bifurcated embedded derivative immediately prior to giving effect to the Second Exchange Agreement, and the fair value of the existing shares of Series A Preferred Stock issued to the Investor in the Initial Series A Exchange forfeited to the Company by the Investor.

On November 29, 2023, the Company closed the Series B Exchange, pursuant to which the Company issued to the Investor 55,000 shares of Series B Convertible Preferred Stock and paid the Investor a cash payment in the amount of $3.0 million, in exchange for 6,000 shares of Series A Convertible Preferred Stock previously issued to the Investor, the right to exchange the shares of Unissued Series A Preferred Stock for an additional $16.7 million of principal of the Note, and the reduction of principal of the Note in the aggregate amount of $60.3 million.

Forbearance Agreement

On May 17, 2024, the Company entered into a Forbearance Agreement (the “Forbearance Agreement”) with the Investor pursuant to which the Investor, in consideration for the Company’s cash payment in the amount of $80,000 as an advance payment of a portion of the next interest payment, in the estimated amount of $380,000, due and payable under the Note on October 1, 2024, agreed to further forbear from requiring the repayment of the Note (to the extent such repayment obligation arises solely as a result of the occurrence of the maturity date and not with respect to any event of default or redemption rights in the Note or pursuant to the Indenture) during the period commencing on April 5, 2025 through, and including, April 5, 2026. The Company analyzed the changes made to the Note under the Forbearance Agreement under ASC 470-60 to determine if the transaction qualified as a troubled debt restructuring. For a debt restructuring to be considered troubled, the debtor must be experiencing financial difficulties and the creditor must have granted a concession. The Company considered the indicators of financial difficulties provided in ASC 470-60 and determined that one or more indicators were present at the time the Forbearance Agreement was entered into, such as the existence of substantial doubt about the Company’s ability to continue as a going concern. Furthermore, the Company determined that the effective borrowing rate on the Note decreased as a result of the changes made to the Note under the Forbearance Agreement and, as such, the Investor granted a concession on the debt. As a result, the changes made to the Note under the Forbearance Agreement were accounted for as a troubled debt restructuring. However, no restructuring gain or corresponding adjustment to the carrying amount of the Note was recorded because the net carrying amount of the Note at the time the Forbearance Agreement was entered into was less than the total undiscounted future principal and interest payments of the restructured Note. The $80,000 cash payment made to the Investor in connection with the Forbearance Agreement was treated as a lender fee and expensed as incurred under the troubled debt restructuring model.

During the year ended December 31, 2022, the Investor converted $8.55 million of the outstanding principal balance into 598,695 shares of the Company’s common stock at a weighted average conversion price of $1.43. In addition, the Company paid the Investor $6.9 million in January 2022 in exchange for cancellation of $6.0 million of the outstanding principal balance. During the year ended December 31, 2023, the Investor converted $1.65 million of the outstanding principal balance into 606,187 shares of the Company’s common stock at a weighted average conversion price of $1.18. There were no conversions of outstanding principal into shares of the Company’s common stock during the three months ended September 30, 2024.

Ranking

The Note is the senior unsecured obligation of the Company and not the financial obligation of our subsidiaries. Until such date as the principal amount of the Note is $5 million or less, all payments due under the Note will be senior to all other indebtedness of the Company and/or any of its subsidiaries.

Maturity Date

Note include those provided in the First Indenture and those made part of the First Indenture by reference to the Trust Indenture Act.

First Exchange Agreement

On July 25, 2023, the Company entered into an Exchange Agreement (the “First Exchange Agreement”) under which the Company and the Investor agreed to exchange (the “Series A Exchanges”), in two separate exchanges, an aggregate of $22.703 million of the outstanding principal and interest under the Note for 15,000 shares of a newly authorized series of preferred stock of the Company designated as Series A Preferred Convertible Stock (the “Series A Preferred Stock”), the terms of which are set forth in a Certificate of Designations of Rights and Preferences of Series A Convertible Preferred Stock of RYVYL Inc. (the “Series A Certificate of Designations”), which the Company filed with the Nevada Secretary of State prior to the initial issuance of the Series A Preferred Stock. The Series A Preferred Stock is further described in Note 10, *Convertible Preferred Stock*. As part of the First Exchange Agreement, the Company also agreed to allow for the conversion of up to an additional $9.0 million of principal (together with any accrued and unpaid interest thereon) of the Note at a conversion price equal to 97.5% of the lower of (x) the then in effect conversion price and (y) the lowest volume weighted average price of the Company’s Common Stock during the five trading days immediately prior to such conversion; and the Investor agreed to waive any interest that would otherwise accrue on the Note during the period commencing on April 1, 2023 through, and including, December 31, 2023.

On July 31, 2023, pursuant to the terms of the First Exchange Agreement, the Company closed the initial exchange (the “Initial Series A Exchange”) and issued 6,000 shares of Series A Preferred Stock in exchange for $4.297 million of the outstanding principal balance of the Note and $1.703 million of accrued interest. Additionally, upon satisfaction of all applicable closing conditions, including, without limitation, the Company having obtained any stockholder approval required for the consummation of the transactions and the issuance of the Common Stock issuable upon the conversion of all of the shares of Series A Preferred Stock (unless waived by the applicable other party), in the final exchange (the “Final Series A Exchange”), the parties agreed to exchange the remaining $16.703 million of outstanding principal balance subject to the Series A Exchanges for 9,000 shares of Series A Preferred Stock on a date mutually agreed to by the Company and the Investor. The Company determined that the parties’ obligation to exchange the remaining $16.703 million of outstanding principal balances subject to the Series A Exchanges for 9,000 shares of Series A Preferred Stock in the Final Series A Exchange represents an embedded conversion feature that does not require bifurcation and separate valuation because it would not meet the definition of a derivative, if freestanding, under ASC 815 as net settlement could not be achieved.

The Company analyzed the changes made to the Note under the First Exchange Agreement under ASC 470-50 to determine if extinguishment accounting was applicable. Under ASC 470-50-40-10, a modification or an exchange that adds or eliminates a substantive conversion option as of the conversion date is always considered substantial and requires extinguishment accounting. Since the First Exchange Agreement added a substantive conversion option, the Company determined that extinguishment accounting was applicable. In accordance with the extinguishment accounting guidance, the Company recorded a loss on extinguishment of $1.3 million which represents the difference between (a) the fair value of the modified Note and the 6,000 shares of Series A Preferred Stock issued in the Initial Series A Exchange and (b) the carrying amount of the Note and the fair value of the bifurcated embedded derivative immediately prior to giving effect to the First Exchange Agreement.

Second Exchange Agreement

Under the terms of the First Exchange Agreement, a final closing was to be held upon which the Investor was to exchange an additional $16.703 million of principal of the Note into 9,000 shares of Series A Preferred Stock (the “Unissued Series A Preferred Stock”) which shares of Unissued Series A Preferred Stock were convertible into shares of Common Stock, in accordance with the terms of the Series A Certificate of Designations.

On November 27, 2023, the Company entered into an Exchange Agreement (the “Second Exchange Agreement”) with the Investor under which the Company and the Investor agreed to exchange (the “Series B Exchange”), (i) all of the existing shares of Series A Preferred Stock issued to the Investor in the Initial Series A Exchange, (ii) the right to exchange the shares of Unissued Series A Preferred Stock for an additional $16.703 million of principal of the Note, and (iii) $60.303 million of the outstanding principal under the Note for 55,000 shares of a newly authorized series of preferred stock of the Company designated as Series B Preferred Convertible Stock (the “Series B Preferred Stock”), the terms of which are set forth in a Certificate of Designations of Rights and Preferences of Series B Convertible Preferred Stock of RYVYL Inc. (the “Series B Certificate of Designations”), which the Company filed with the Nevada Secretary of State prior to the initial issuance of any shares of Series B Preferred Stock. The Series B Preferred Stock is further described in Note 10, *Convertible Preferred Stock*. As additional consideration for the Series B Exchange, the Company has also agreed to make a cash payment to the Investor in the amount of $3.0 million. As part of the Second Exchange Agreement, the Investor also agreed to forbear from requiring the repayment of the Note (to the extent such repayment obligation arises solely as a result of the occurrence of the maturity date and not with respect to any event of default or redemption rights in the Note or pursuant to the Indenture (as such term is defined in the Second Exchange Agreement)) during the period commencing on November 5, 2024 through, and including, April 5, 2025; and to extend the waiver of payment of interest under the Note through July 1, 2024.

The Company analyzed the changes made to the Note under the Second Exchange Agreement under ASC 470-50 to determine if extinguishment accounting was applicable. Under ASC 470-50-40-10, a modification or an exchange that adds or eliminates a substantive conversion option as of the conversion date is always considered substantial and requires extinguishment accounting. Since the Second Exchange Agreement eliminated a substantive conversion option (the parties’ obligation to exchange the remaining $16.703 million of outstanding principal balances subject to the Series A Exchanges for 9,000 shares of Series A Preferred Stock in the Final Series A Exchange), the Company determined that extinguishment accounting was applicable. In accordance with the extinguishment accounting guidance, the Company recorded a loss on extinguishment of $22.5 million which represents the difference between (a) the fair value of the modified Note, the fair value of the 55,000 shares of Series B Preferred Stock issued in the Series B Exchange, and the $3.0 million cash payment made to the Investor, and (b) the carrying amount of the Note, the fair value of the bifurcated embedded derivative immediately prior to giving effect to the Second Exchange Agreement, and the fair value of the existing shares of Series A Preferred Stock issued to the Investor in the Initial Series A Exchange forfeited to the Company by the Investor.

On November 29, 2023, the Company closed the Series B Exchange, pursuant to which the Company issued to the Investor 55,000 shares of Series B Convertible Preferred Stock and paid the Investor a cash payment in the amount of $3.0 million, in exchange for 6,000 shares of Series A Convertible Preferred Stock previously issued to the Investor, the right to exchange the shares of Unissued Series A Preferred Stock for an additional $16.703 million of principal of the Note, and the reduction of principal of the Note in the aggregate amount of $60.303 million.

During the year ended December 31, 2022, the Investor converted $8.55 million of the outstanding principal balance into 5,986,954 shares of the Company’s Common Stock at a weighted average conversion price of $1.43. In addition, the Company paid the Investor $6.9 million in January 2022 in exchange for cancellation of $6.0 million of the outstanding principal balance. During the year ended December 31, 2023, the Investor converted $1.65 million of the outstanding principal balance into 1,397,327 shares of the Company’s Common Stock at a weighted average conversion price of $1.18.

Ranking

The Note is the senior unsecured obligation of the Company and not the financial obligation of our subsidiaries. Until such date as the principal amount of the Note is $5 million or less, all payments due under the Note will be senior to all other indebtedness of the Company and/or any of its subsidiaries.

Maturity Date

Under its original terms, unless earlier converted, or redeemed, the Note was to mature on November 3, 2023, the second anniversary of the issuance date, which we refer to herein as the “Maturity Date,” subject to the right of the Investor to extend the date:

(i) if an event of default under the Note has occurred and is continuing (or any event shall have occurred and be continuing that with the passage of time and the failure to cure would result in an event of default under the Note) and
(ii) for a period of 20 business days after the consummation of a fundamental transaction if certain events occur.

Under its original terms, unless earlier converted, or redeemed, the Note was to mature on November 3, 2023, the second anniversary of the issuance date, which we refer to herein as the "Maturity Date," subject to the right of the Investor to extend the date:

(i) if an event of default under the Note has occurred and is continuing (or any event shall have occurred and be continuing that with the passage of time and the failure to cure would result in an event of default under the Note) and
(ii) for a period of 20 business days after the consummation of a fundamental transaction if certain events occur.

We are required to pay, on the Maturity Date, all outstanding principal, accrued and unpaid interest and accrued and unpaid late charges on such principal and interest, if any.

As part of the Restructuring Agreement entered into with the Investor on August 16, 2022 (the "Restructuring Agreement"), the Company obtained a forbearance of the Maturity Date from November 5, 2023 to November 5, 2024. As part of the Second Exchange Agreement entered into with the Investor on November 27, 2023, the Company obtained a further forbearance of the Maturity Date from November 5, 2024 to April 5, 2025. As part of the Forbearance Agreement entered into with the Investor on May 17, 2024, the Company obtained a further forbearance of the Maturity Date from April 5, 2025 to April 5, 2026.

Interest

The Note bears interest at the rate of 8% per annum which (a) shall commence accruing on the date of issuance, (b) shall be computed on the basis of a 360-day year and twelve 30-day months and (c) shall be payable in cash quarterly in arrears on the first trading day of each calendar quarter or otherwise in accordance with the terms of the Note. If the holder elects to convert or redeem all or any portion of the Note prior to the Maturity Date, all accrued and unpaid interest on the amount being converted or redeemed will also be payable. If we elect to redeem all or any portion of the Note prior to the Maturity Date, all accrued and unpaid interest on the amount being redeemed will also be payable. The interest rate of the Note will automatically increase to 15% per annum upon the occurrence and continuance of an event of default (See "*Events of Default*" below).

Subject to the satisfaction of certain equity conditions, the terms of the Restructuring Agreement require the holder to voluntarily convert certain interest payments when due under the Note at 95% of the lower of (i) the then in effect conversion price and (ii) the lowest volume weighted average price of our common stock during the five trading days immediately prior to such conversion.

As part of the First Exchange Agreement, the Investor agreed to waive any interest that would otherwise accrue on the Note during the period commencing on April 1, 2023 through, and including, December 31, 2023. As part of the Second Exchange Agreement, the Investor agreed to extend the waiver of payment of interest under the Note through July 1, 2024.

Late Charges

The Company is required to pay a late charge of 15% on any amount of principal or other amounts that are not paid when due.

Conversion

<u>Fixed Conversions at Option of Holder</u>

The holder of the Note may convert all, or any part, of the outstanding principal and interest of the Note, at any time at such holder's option, into shares of our common stock at an initial fixed conversion price, which is subject to:

- proportional adjustment upon the occurrence of any stock split, stock dividend, stock combination and/or similar transactions; and
- full-ratchet adjustment in connection with a subsequent offering at a per share price less than the fixed conversion price then in effect.

Pursuant to the original terms of the Note, since during the fiscal quarter ending March 31, 2022, the Company (i) failed to process at least $750 million in transaction volume or (ii) had revenue that was less than $12 million, the Note's fixed conversion price then in effect exceeded the greater of (x) the Note's $1.67 floor and (y) 140% of the market price as of April 1, 2022 (the "Adjustment Measuring Price"), on April 1, 2022, the fixed conversion price automatically adjusted to the Adjustment Measuring Price.

As part of the Restructuring Agreement, the Company agreed to allow for the conversion of up to $4.5 million of principal (together with any accrued and unpaid interest thereon) of the Note at a conversion price equal to the lesser of (i) $2.40 and (ii) 97.5% of the lower of (x) the then in effect conversion price and (y) the lowest volume weighted average price of our common stock during the five trading days immediately prior to such conversion.

As part of the First Exchange Agreement, the Company agreed to allow for the conversion of up to an additional $9.0 million of principal (together with any accrued and unpaid interest thereon) of the Note at a conversion price equal to 97.5% of the lower of (x) the then in effect conversion price and (y) the lowest volume weighted average price of our common stock during the five trading days immediately prior to such conversion.

1-Year Alternate Optional Conversion

At any time following the first anniversary of the issuance date of the Note, but only if the closing bid price of our common stock on the immediately prior trading day is less than $6.50, the holder of the Note shall have the option to convert, at such holder's option, pro rata, up to $30 million of the principal amount of the Note (in $250,000 increments) at the "alternate optional conversion price," which is equal to the lower of (i) the then in effect conversion price and (ii) the greater of (x).the Note's $1.67 floor price or (y) 98% of the market price on the conversion date.

Alternate Event of Default Optional Conversion

If an event of default has occurred under the Note, the holder may alternatively elect to convert the Note (subject to an additional 15% redemption premium) at the "alternate event of default conversion price" equal to the lesser of:

- the fixed conversion price then in effect; and

the greater of:

- the floor price; and
- 80% of the lowest volume weighted average price of our common stock during the five trading days immediately prior to such conversion.

Beneficial Ownership Limitation

The Note may not be converted, and shares of common stock may not be issued under the Note if, after giving effect to the conversion or issuance, the applicable holder of the Note (together with its affiliates, if any) would beneficially own in excess of 4.99% of the Company's outstanding shares of common stock, which is referred to herein as the "Note Blocker". The Note Blocker may be raised or lowered to any other percentage not in excess of 9.99% at the option of the applicable holder of the Note, except that any raise will only be effective upon 61 days' prior notice to us.

Change of Control Redemption Right

In connection with a change of control of the Company, the holder may require us to redeem in cash all, or any portion, of the Notes at a 15% redemption premium to the greater of the face value, the equity value of our Common Stock underlying the Note, and the equity value of the change of control consideration payable to the holder of our Common Stock underlying the Note.

The equity value of our Common Stock underlying the Note is calculated using the greatest closing sale price of our Common Stock during the period immediately preceding the consummation or the public announcement of the change of control and ending the date the holder gives notice of such redemption.

The equity value of the change of control consideration payable to the holder of our common stock underlying the Note is calculated using the aggregate cash consideration and aggregate cash value of any non-cash consideration per share of our common stock to be paid to the holders of our common stock upon the change of control.

Events of Default

Under the terms of the First Supplemental Indenture, the events of default contained in the Base Indenture shall not apply to the Note. Rather, the Note contains standard and customary events of default including but not limited to: (i) the suspension from trading or the failure to list the Company's common stock within certain time periods; (ii) failure to make payments when due under the Notes; and (iii) bankruptcy or insolvency of the Company.

If an event of default occurs, the holder may require us to redeem all or any portion of the Note (including all accrued and unpaid interest and late charges thereon), in cash, at a 15% redemption premium to the greater of

We are required to pay, on the Maturity Date, all outstanding principal, accrued and unpaid interest and accrued and unpaid late charges on such principal and interest, if any.

As part of the Restructuring Agreement entered into with the Investor on August 16, 2022 (the "Restructuring Agreement"), the Company obtained a forbearance of the Maturity Date from November 5, 2023 to November 5, 2024. As part of the Second Exchange Agreement entered into with the Investor on November 27, 2023, the Company obtained a further forbearance of the Maturity Date from November 5, 2024 to April 5, 2025.

Interest

The Note bears interest at the rate of 8% per annum which (a) shall commence accruing on the date of issuance, (b) shall be computed on the basis of a 360-day year and twelve 30-day months and (c) shall be payable in cash quarterly in arrears on the first trading day of each calendar quarter or otherwise in accordance with the terms of the Note. If the holder elects to convert or redeem all or any portion of the Note prior to the Maturity Date, all accrued and unpaid interest on the amount being converted or redeemed will also be payable. If we elect to redeem all or any portion of the Note prior to the Maturity Date, all accrued and unpaid interest on the amount being redeemed will also be payable. The interest rate of the Note will automatically increase to 15% per annum upon the occurrence and continuance of an event of default (See "*Events of Default*" below).

Subject to the satisfaction of certain equity conditions, the terms of the Restructuring Agreement require the holder to voluntarily convert certain interest payments when due under the Note at 95% of the lower of (i) the then in effect conversion price and (ii) the lowest volume weighted average price of our Common Stock during the five trading days immediately prior to such conversion.

As part of the First Exchange Agreement, the Investor agreed to waive any interest that would otherwise accrue on the Note during the period commencing on April 1, 2023 through, and including, December 31, 2023. As part of the Second Exchange Agreement, the Investor agreed to extend the waiver of payment of interest under the Note through July 1, 2024.

Late Charges

The Company is required to pay a late charge of 15% on any amount of principal or other amounts that are not paid when due.

Conversion

<u>Fixed Conversions at Option of Holder</u>

The holder of the Note may convert all, or any part, of the outstanding principal and interest of the Note, at any time at such holder's option, into shares of our Common Stock at an initial fixed conversion price, which is subject to:

- proportional adjustment upon the occurrence of any stock split, stock dividend, stock combination and/or similar transactions; and
- full-ratchet adjustment in connection with a subsequent offering at a per share price less than the fixed conversion price then in effect.

Pursuant to the original terms of the Note, since during the fiscal quarter ending March 31, 2022, the Company (i) failed to process at least $750 million in transaction volume or (ii) had revenue that was less than $12 million, the Note's fixed conversion price then in effect exceeded the greater of (x) the Note's $1.67 floor and (y) 140% of the market price as of April 1, 2022 (the "Adjustment Measuring Price"), on April 1, 2022, the fixed conversion price automatically adjusted to the Adjustment Measuring Price.

As part of the Restructuring Agreement, the Company agreed to allow for the conversion of up to $4.5 million of principal (together with any accrued and unpaid interest thereon) of the Note at a conversion price equal to the lesser of (i) $2.40 and (ii) 97.5% of the lower of (x) the then in effect conversion price and (y) the lowest volume weighted average price of our Common Stock during the five trading days immediately prior to such conversion.

As part of the First Exchange Agreement, the Company agreed to allow for the conversion of up to an additional $9.0 million of principal (together with any accrued and unpaid interest thereon) of the Note at a conversion price equal to 97.5% of the lower of (x) the then in effect conversion price and (y) the lowest volume weighted average price of our Common Stock during the five trading days immediately prior to such conversion.

1-Year Alternate Optional Conversion

At any time following the first anniversary of the issuance date of the Note, but only if the closing bid price of our Common Stock on the immediately prior trading day is less than $6.50, the holder of the Note shall have the option to convert, at such holder's option, pro rata, up to $30 million of the principal amount of the Note (in $250,000 increments) at the "alternate optional conversion price," which is equal to the lower of (i) the then in effect conversion price and (ii) the greater of (x).the Note's $1.67 floor price or (y) 98% of the market price on the conversion date.

Alternate Event of Default Optional Conversion

If an event of default has occurred under the Note, the holder may alternatively elect to convert the Note (subject to an additional 15% redemption premium) at the "alternate event of default conversion price" equal to the lesser of:

- the fixed conversion price then in effect; and

the greater of:

- the floor price; and
- 80% of the lowest volume weighted average price of our Common Stock during the five trading days immediately prior to such conversion.

Beneficial Ownership Limitation

The Note may not be converted, and shares of Common Stock may not be issued under the Note if, after giving effect to the conversion or issuance, the applicable holder of the Note (together with its affiliates, if any) would beneficially own in excess of 4.99% of the Company's outstanding shares of Common Stock, which is referred to herein as the "Note Blocker". The Note Blocker may be raised or lowered to any other percentage not in excess of 9.99% at the option of the applicable holder of the Note, except that any raise will only be effective upon 61 days' prior notice to us.

Change of Control Redemption Right

In connection with a change of control of the Company, the holder may require us to redeem in cash all, or any portion, of the Notes at a 15% redemption premium to the greater of the face value, the equity value of our Common Stock underlying the Note, and the equity value of the change of control consideration payable to the holder of our Common Stock underlying the Note.

The equity value of our Common Stock underlying the Note is calculated using the greatest closing sale price of our Common Stock during the period immediately preceding the consummation or the public announcement of the change of control and ending the date the holder gives notice of such redemption.

The equity value of the change of control consideration payable to the holder of our Common Stock underlying the Note is calculated using the aggregate cash consideration and aggregate cash value of any non-cash consideration per share of our Common Stock to be paid to the holders of our Common Stock upon the change of control.

Events of Default

Under the terms of the First Supplemental Indenture, the events of default contained in the Base Indenture shall not apply to the Note. Rather, the Note contains standard and customary events of default including but not limited to: (i) the suspension from trading or the failure to list the Company's Common Stock within certain time periods; (ii) failure to make payments when due under the Notes; and (iii) bankruptcy or insolvency of the Company.

If an event of default occurs, the holder may require us to redeem all or any portion of the Note (including all accrued and unpaid interest and late charges thereon), in cash, at a 15%

the face value and the equity value of the Company’s common stock underlying the Note.

The equity value of the Company’s common stock underlying the Note is calculated using the greatest closing sale price of the Company’s common stock on any trading day immediately preceding such event of default and the date the Company makes the entire payment required.

Company Optional Redemption Rights

At any time no event of default exists, the Company may redeem all, but not less than all, of the Note outstanding in cash all, or any portion, of the Note at a 5% redemption premium to the greater of the face value and the equity value of the Company’s common stock underlying the Note.
The equity value of the Company’s common stock underlying the Note is calculated using the greatest closing sale price of the Company’s common stock on any trading day during the period commencing on the date immediately preceding such date the Company notifies the applicable holder of such redemption election and the date the Company makes the entire payment required.

The following is a rollforward of the senior convertible note balance (dollars in thousands):

Balance, December 31, 2020	$ -
Convertible debentures issued	100,000
Derivative liability	(21,580)
Original issue discount of 16%	(16,000)
Placement fees and issuance costs	(7,200)
Accretion and write-off of debt discount	3,435
Balance, net of unamortized debt discount of $41,345 - December 31, 2021	58,655
Repayments and conversion	(14,550)
Accretion and write-off of debt discount	16,996
Balance, net of unamortized debt discount of $24,349 - December 31, 2022	61,101
Repayments and conversion	(66,250)
Accretion and write-off of debt discount	20,443
Balance, net of unamortized debt discount of $3,906 - December 31, 2023	15,294
Conversion	(200)
Accretion and write-off of debt discount	2,007
Balance, net of unamortized debt discount of $1,899 – September 30, 2024	$ 17,101

The Company recorded debt discount accretion expense of $0.3 million and $4.2 million for the three months ended September 30, 2024 and 2023, respectively and $2.0 million and $9.6 million for the nine months ended September 30, 2024 and 2023, respectively.

The Company incurred other interest expense of $0.3 million and $0.04 million for the three months ended September 30, 2024 and 2023, respectively and $0.32 million and $3.5 million for the nine months ended September 30, 2024 and 2023, respectively.

Derivative Liability

The senior convertible note contains embedded derivatives representing certain conversion features, redemption rights, and contingent payments upon the occurrence of certain events of default. The Company determined that these embedded derivatives required bifurcation and separate valuation.

The Company utilizes a binomial lattice model to value its bifurcated derivatives included in the note. ASC 815 does not permit an issuer to account separately for individual derivative terms and features embedded in hybrid financial instruments that require bifurcation and liability classification as derivative financial instruments. Rather, such terms and features must be combined and fair-valued as a single compound embedded derivative. The Company selected a binomial lattice model to value the compound embedded derivative because it believes this technique is reflective of all significant assumptions that market participants would likely consider in negotiating the transfer of the note. Such assumptions include, among other inputs, stock price volatility, risk-free rates, credit risk assumptions, early redemption and conversion assumptions, and the potential for future adjustment of the conversion price due to triggering events. Additionally, there are other embedded features of the note requiring bifurcation, other than the conversion features, which had no value at September 30, 2024 and December 31, 2023, due to management’s estimates of the likelihood of certain events, but that may have value in the future should those estimates change.

The following is a rollforward of the derivative liability balance (dollars in thousands):

Balance, December 31, 2021	$ 18,735
Change in fair value 2022	(18,480)
Balance, December 31, 2022	255
Increase in derivative liability upon extinguishment of debt	6,312
Change in fair value 2023	(6,548)
Balance, December 31, 2023	19
Change in fair value 2024	(14)
Balance, September 30, 2024	$ 5

Small Business Association CARES Act Loans

On June 9, 2020, the Company entered into a 30-year loan agreement with the Small Business Association (“SBA”) under the CARES Act in the amount of $149,900. The loan bears interest at 3.75% per annum and requires monthly principal and interest payments of $731 beginning June 9, 2021. Both the Chief Executive Officer and Chairman of the Company signed personal guarantees under this loan. As of September 30, 2024, the loan is not in default.

On May 8, 2020, Charge Savvy, a wholly-owned subsidiary of the Company, entered into a 27-year loan agreement with the SBA under its Economic Injury Disaster Loan (“EIDL”) assistance program in the amount of $150,000. The loan bears interest at 3.75% per annum and required principal and interest payments of $731 beginning on May 8, 2021, which were subsequently deferred to November 8, 2022. On August 4, 2021, Charge Savvy was granted a loan increase in the amount of $350,000 on identical terms as the initial loan, for an aggregate loan amount of $500,000. Monthly principal and interest payments on the aggregate loan are $2,477 and began on November 8, 2022. Pursuant to the terms of Security Agreements executed in connection with this loan, the SBA was granted a security interest in all tangible and intangible personal property of Charge Savvy. As of September 30, 2024, the loan is not in default.

redemption premium to the greater of the face value and the equity value of the Company’s Common Stock underlying the Note.

The equity value of the Company’s Common Stock underlying the Note is calculated using the greatest closing sale price of the Company’s Common Stock on any trading day immediately preceding such event of default and the date the Company makes the entire payment required.

Company Optional Redemption Rights

At any time no event of default exists, the Company may redeem all, but not less than all, of the Note outstanding in cash all, or any portion, of the Note at a 5% redemption premium to the greater of the face value and the equity value of the Company’s Common Stock underlying the Note.

The equity value of the Company’s Common Stock underlying the Note is calculated using the greatest closing sale price of the Company’s Common Stock on any trading day during the period commencing on the date immediately preceding such date the Company notifies the applicable holder of such redemption election and the date the Company makes the entire payment required.
The following is a rollforward of the senior convertible note balance (dollars in thousands):

Balance, December 31, 2020	$ -
Convertible debentures issued	100,000
Derivative liability	(21,580)
Original issue discount of 16%	(16,000)
Placement fees and issuance costs	(7,200)
Amortization and write-off of debt discount	3,435
Balance, net of unamortized debt discount of $41,345 - December 31, 2021	58,655
Repayments and conversion	(14,550)
Amortization and write-off of debt discount	16,996
Balance, net of unamortized debt discount of $24,349 - December 31, 2022	61,101
Repayments and conversion	(66,250)
Amortization and write-off of debt discount	20,443
Balance, net of unamortized debt discount of $3,906 - December 31, 2023	$ 15,294

The Company recorded debt discount accretion expense of $13.1 million and $14.0 million for the years ended December 31, 2023, and 2022, respectively.

The Company incurred other interest expense of $3.3 million and $8.2 million for the years ended December 31, 2023, and 2022, respectively.

Derivative Liability

The senior convertible note contains embedded derivatives representing certain conversion features, redemption rights, and contingent payments upon the occurrence of certain events of default. The Company determined that these embedded derivatives required bifurcation and separate valuation.

The Company utilizes a binomial lattice model to value its bifurcated derivatives included in the note. ASC 815, *Derivatives and Hedging* (“ASC 815”) does not permit an issuer to account separately for individual derivative terms and features embedded in hybrid financial instruments that require bifurcation and liability classification as derivative financial instruments. Rather, such terms and features must be combined and fair-valued as a single compound embedded derivative. The Company selected a binomial lattice model to value the compound embedded derivative because it believes this technique is reflective of all significant assumptions that market participants would likely consider in negotiating the transfer of the note. Such assumptions include, among other inputs, stock price volatility, risk-free rates, credit risk assumptions, early redemption and conversion assumptions, and the potential for future adjustment of the conversion price due to triggering events. Additionally, there are other embedded features of the note requiring bifurcation, other than the conversion features, which had no value at December 31, 2023 and December 31, 2022 due to management’s estimates of the likelihood of certain events, but that may have value in the future should those estimates change.

The following is a rollforward of the derivative liability balance (dollars in thousands):

Balance, December 31, 2021	$ 18,735
Change in fair value 2022	(18,480)
Balance, December 31, 2022	255
Increase in derivative liability upon extinguishment of debt	6,312
Change in fair value 2023	(6,548)
Balance, December 31, 2023	$ 19

Small Business Association CARES Act Loans

On June 9, 2020, the Company entered into a 30-year loan agreement with the Small Business Association (“SBA”) under the CARES Act in the amount of $149,900. The loan bears interest at 3.75% per annum and requires monthly principal and interest payments of $731 beginning June 9, 2021. Both the Chief Executive Officer and Chairman of the Company signed personal guarantees under this loan. As of December 31, 2023, the loan is not in default.
On May 8, 2020, Charge Savvy, a wholly-owned subsidiary of the Company, entered into a 27-year loan agreement with the SBA under its Economic Injury Disaster Loan (“EIDL”) assistance program in the amount of $150,000. The loan bears interest at 3.75% per annum and required principal and interest payments of $731 beginning on May 8, 2021, which were subsequently deferred to November 8, 2022. On August 4, 2021, Charge Savvy was granted a loan increase in the amount of $350,000 on identical terms as the initial loan, for an aggregate loan amount of $500,000. Monthly principal and interest payments on the aggregate loan are $2,477 and began on November 8, 2022. Pursuant to the terms of Security Agreements executed in connection with this loan, the SBA was granted a security interest in all tangible and intangible personal property of Charge Savvy. As of December 31, 2023, the loan is not in default.

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Convertible Preferred Stock	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Disclosure Text Block Supplement [Abstract]		
Preferred Stock [Text Block]	**9. Convertible Preferred Stock**	**10.Convertible Preferred Stock**

On July 31, 2023, the Company issued 6,000 shares of Series A Preferred Stock in exchange for $4.297 million of the outstanding principal balance of the 8% senior convertible note due April 5, 2025 and $1.703 million of accrued interest pursuant to the First Exchange Agreement entered into with the investor in the senior convertible note on July 25, 2023. On November 29, 2023, the existing shares of Series A Preferred Stock issued to the investor were forfeited to the Company by the investor and the Company issued 55,000 shares of Series B Preferred Stock, along with a cash payment of $3.0 million, in exchange for $60.303 million of the outstanding principal balance of the senior convertible note pursuant to the Second Exchange Agreement entered into with the investor on November 27, 2023. See Note 9, *Long-Term Debt*, for further information. The Series A Preferred Stock had a stated value of $1,000 per share and a fair value of approximately $1,111 per share at issuance, as determined by a valuation performed by third-party experts. The Series B Preferred Stock has a stated value of $1,000 per share and a fair value of approximately $1,339 per share at issuance, as determined by a valuation performed by third-party experts.

As of December 31, 2023, Preferred Stock consisted of the following (dollars in thousands):

	Preferred Shares Authorized	Preferred Shares Issued and Outstanding	Carrying Value	Liquidation Preference	Common Stock Issuable Upon Conversion
Series A	15,000	-	$ -	$ -	-
Series B	55,000	55,000	73,631	63,250	17,684,888
Total Preferred Stock	70,000	55,000	$ 73,631	$ 63,250	17,684,888

On July 31, 2023, the Company issued 6,000 shares of Series A Preferred Stock in exchange for $4.3 million of the outstanding principal balance of the 8% senior convertible note, currently due April 5, 2026 and $1.7 million of accrued interest pursuant to the First Exchange Agreement entered into with the investor in the senior convertible note on July 25, 2023. On November 29, 2023, the existing shares of Series A Preferred Stock issued to the investor were forfeited to the Company by the investor and the Company issued 55,000 shares of Series B Preferred Stock, along with a cash payment of $3.0 million, in exchange for $60.3 million of the outstanding principal balance of the senior convertible note pursuant to the Second Exchange Agreement entered into with the investor on November 27, 2023. See Note 9, *Long-Term Debt*, for further information. The Series A Preferred Stock had a stated value of $1,000 per share and a fair value of approximately $1,111 per share at issuance, as determined by a valuation performed by third-party experts. The Series B Preferred Stock has a stated value of $1,000 per share and a fair value of approximately $1,339 per share at issuance, as determined by a valuation performed by third-party experts.

Preferred Stock consisted of the following (dollars in thousands):

	September 30, 2024				
	Preferred Shares Authorized	**Preferred Shares Issued and Outstanding**	**Carrying Value**	**Liquidation Preference**	**Common Stock Issuable Upon Conversion**
Series A	15,000	-	$ -	$ -	$ -
Series B	55,000	53,950	72,226	62,043	17,347,267
Total Preferred Stock	70,000	53,950	$ 72,226	$ 62,043	$17,347,267

	December 31, 2023				
	Preferred Shares Authorized	**Preferred Shares Issued and Outstanding**	**Carrying Value**	**Liquidation Preference**	**Common Stock Issuable Upon Conversion**
Series A	15,000	-	$ -	$ -	$ -
Series B	55,000	55,000	73,631	63,250	17,684,888
Total Preferred Stock	70,000	55,000	$ 73,631	$ 63,250	$17,684,888

The holders of the Preferred Stock have the following rights and preferences:

Voting – The Preferred Stock has no voting power and the holders of Preferred Stock have no right to vote on any matter at any time, either as a separate series or class or together with any other series or class of share of capital stock.

Dividends – The holders of Preferred Stock are entitled to receive dividends when and as declared by the Board of Directors, from time to time, in its sole discretion. Such dividends are not cumulative. No such dividends have been declared to date.

Liquidation – In the event of the voluntary or involuntary liquidation, dissolution or winding up of the Company, the holders of Series B Preferred Stock shall be entitled to receive in cash out of the assets of the Company, prior and in preference to any distribution of the proceeds of such liquidation event to the holders of Series A Preferred Stock or common stock, an amount per share of Series B Preferred Stock equal to the greater of (A) 115% of the stated value of such share of Series B Preferred Stock plus all declared and unpaid dividends on such share of Series B Preferred Stock and (B) the amount per share such holder would receive if it converted such share of Series B Preferred Stock into common stock (at the Series B Alternate Conversion Price, as defined below, then in effect) immediately prior to the date of such payment. If at any time, there is more than one holder of the Series B Preferred Stock, and the proceeds thus distributed among the holders of the Series B Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire proceeds legally available for distribution shall be distributed ratably among the holders in proportion to the full preferential amount that each such holder is otherwise entitled to receive.

Redemption – Upon a change of control of the Company (as defined in the Company's "Series B Certificate of Designations"), the holders of Series B Preferred Stock may require the Company to exchange their shares of Series B Preferred Stock for consideration, in the form of the securities or other assets to which holders of shares of common stock are entitled to receive with respect to or in exchange for their shares of common stock in such change of control, equal to the greatest of (i) 115% of the stated value of such share of Series B Preferred Stock plus all declared and unpaid dividends on such share of Series B Preferred Stock, (ii) 115% of the greatest closing sale price of the number of shares of common stock into which such share of Series B Preferred Stock could be converted (at the Series B Alternate Conversion Price, as defined below, then in effect) during the period beginning on the date immediately preceding the earlier to occur of (a) the consummation of the applicable change of control and (b) the public announcement of such change of control and ending on the date such holder delivers notice to the Company of its election, and (iii) the aggregate cash consideration and the aggregate cash value of any non-cash consideration per share of common stock that would be paid to the holder upon consummation of such change of control if it converted all of its shares of Series B Preferred Stock into common stock at the conversion price then in effect.

Conversion – Each share of Series B Preferred Stock is convertible, at the option of the holder, at any time after the date of issuance of such share, into shares of common stock either (i) at the fixed conversion price then in effect, which initially is $3.11 (subject to standard antidilution adjustments and adjustments as a result of subsequent issuances of securities where the effective price of the common stock is less than the then current fixed conversion price) or (ii) at the Series B Alternate Conversion Price, as defined below. The Series B Certificate of Designations also provides that in the event of certain "Triggering Events," any holder may, at any time, convert any or all of such holder's Series B Preferred Stock at a conversion rate equal to the product of (i) the Series B Alternate Conversion Price and (ii) 115% of the stated value of the Series B Preferred Stock subject to such conversion. "Triggering Events" include, among others, (i) a failure to timely deliver shares of common stock, upon a conversion, (ii) a suspension of trading on the principal trading market or the failure to be traded or listed on the principal market for five days or more, (iii) the failure to pay any dividend to the holders of Series B Preferred Stock when required, (iv) the failure to remove restrictive legends when required, (v) the Company's default in payment of indebtedness in an aggregate amount of $2 million or more, (vi) proceedings for a bankruptcy, insolvency, reorganization or liquidation, which are not dismissed with 30 days, (vii) commencement of a voluntary bankruptcy proceeding, and (viii) final judgments against the Company for the payment of money in excess of $2.0 million. The "Series B Alternate Conversion Price" means the lower of (i) the applicable conversion price then in effect and (ii) the greater of (x) $0.62 and (y) 97.5% of the lowest volume weighted average price of the common stock during the five consecutive trading day period ending and including the trading day immediately preceding the delivery of the applicable conversion notice.

The holders of the Preferred Stock have the following rights and preferences:

Voting – The Preferred Stock has no voting power and the holders of Preferred Stock have no right to vote on any matter at any time, either as a separate series or class or together with any other series or class of share of capital stock.

Dividends – The holders of Preferred Stock are entitled to receive dividends when and as declared by the Board of Directors, from time to time, in its sole discretion. Such dividends are not cumulative. No such dividends have been declared to date.

Liquidation – In the event of the voluntary or involuntary liquidation, dissolution or winding up of the Company, the holders of Series B Preferred Stock shall be entitled to receive in cash out of the assets of the Company, prior and in preference to any distribution of the proceeds of such liquidation event to the holders of Series A Preferred Stock or common stock, an amount per share of Series B Preferred Stock equal to the greater of (A) 115% of the stated value of such share of Series B Preferred Stock plus all declared and unpaid dividends on such share of Series B Preferred Stock and (B) the amount per share such holder would receive if it converted such share of Series B Preferred Stock into common stock (at the Series B Alternate Conversion Price, as defined below, then in effect) immediately prior to the date of such payment. If at any time, there is more than one holder of the Series B Preferred Stock, and the proceeds thus distributed among the holders of the Series B Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire proceeds legally available for distribution shall be distributed ratably among the holders in proportion to the full preferential amount that each such holder is otherwise entitled to receive.
In the event of the voluntary or involuntary liquidation, dissolution or winding up of the Company, the holders of Series A Preferred Stock shall be entitled to receive in cash out of the assets of the Company, prior and in preference to any distribution of the proceeds of such liquidation event to the holders of common stock, an amount per share of Series A Preferred Stock equal to the greater of (A) 115% of the stated value of such share of Series A Preferred Stock plus all declared and unpaid dividends on such share of Series A Preferred Stock and (B) the amount per share such holder would receive if it converted such share of Series A Preferred Stock into common stock (at the Series A Alternate Conversion Price, as defined below, then in effect) immediately prior to the date of such payment. If at any time, there is more than one holder of the Series A Preferred Stock, and the proceeds thus distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire proceeds legally available for distribution shall be distributed ratably among the holders in proportion to the full preferential amount that each such holder is otherwise entitled to receive.

Redemption – Upon certain bankruptcy or insolvency-related events defined in the Company's Certificate of Designations of Rights and Preferences of Series A Preferred Stock (the "Series A Certificate of Designations"), the Company shall immediately redeem, in cash, each outstanding share of Series A Preferred Stock at a redemption price equal to the greater of (i) 115% of the stated value of such share of Series A Preferred Stock plus all declared and unpaid dividends on such share of Series A Preferred Stock and (ii) 115% of the greatest closing sale price of the number of shares of common stock into which such share of Series A Preferred Stock could be converted (at the lowest Series A Alternate Conversion Price, as defined below, during the period commencing on the twentieth trading day immediately preceding the public announcement of the bankruptcy or insolvency-related event and ending on the date the Company makes the entire redemption payment) on any trading day during the period commencing on the date immediately preceding such bankruptcy or insolvency-related event and ending on the date the Company makes the entire redemption payment.

Upon a change of control of the Company (as defined in the Series A Certificate of Designations), the holders of Series A Preferred Stock may require the Company to exchange their shares of Series A Preferred Stock for consideration, in the form of (I) the securities or other assets to which holders of shares of common stock are entitled to receive with respect to or in exchange for their shares of common stock in such change of control or (II) cash, equal to the greatest of (i) 115% of the stated value of such share of Series A Preferred Stock plus all declared and unpaid dividends on such share of Series A Preferred Stock, (ii) 115% of the greatest closing sale price of the number of shares of common stock into which such share of Series A Preferred Stock could be converted (at the Series A Alternate Conversion Price, as defined below, then in effect) during the period beginning on the date immediately preceding the earlier to occur of (a) the consummation of the applicable change of control and (b) the public announcement of such change of control and ending on the date such holder delivers notice to the Company of its election, and (iii) the aggregate cash consideration and the aggregate cash value of any non-cash consideration per share of common stock that would be paid to the holder upon consummation of such change of control if it converted all of its shares of Series A Preferred Stock into common stock at the conversion price then in effect.

Upon a change of control of the Company (as defined in the Company's Certificate of Designations of Rights and Preferences of Series B Preferred Stock, or the "Series B Certificate of Designations"), the holders of Series B Preferred Stock may require the Company to exchange their shares of Series B Preferred Stock for consideration, in the form of the securities or other assets to which holders of shares of common stock are entitled to receive with respect to or in exchange for their shares of common stock in such change of control, equal to the greatest of (i) 115% of the stated value of such share of Series B Preferred Stock plus all declared and unpaid dividends on such share of Series B Preferred Stock, (ii) 115% of the greatest closing sale price of the number of shares of common stock into which such share of Series B Preferred Stock could be converted (at the Series B Alternate Conversion Price, as defined below, then in effect) during the period beginning on the date immediately preceding the earlier to occur of (a) the consummation of the applicable change of control and (b) the public announcement of such change of control and ending on the date such holder delivers notice to the Company of its election, and (iii) the aggregate cash consideration and the aggregate cash value of any non-cash consideration per share of common stock that would be paid to the holder upon consummation of such change of control if it converted all of its shares of Series B Preferred Stock into common stock at the conversion price then in effect.
Conversion – Each share of Series B Preferred Stock is convertible, at the option of the holder, at any time after the date of issuance of such share, into shares of common stock either (i) at the fixed conversion price then in effect, which initially is $3.11 (subject to standard antidilution adjustments and adjustments as a result of subsequent issuances of securities where the effective price of the common stock is less than the then current fixed conversion price) or (ii) at the Series B Alternate Conversion Price, as defined below. The Series B Certificate of Designations also provides that in the event of certain "Triggering Events," any holder may, at any time, convert any or all of such holder's Series B Preferred Stock at a conversion rate equal to the product of (i) the Series B Alternate Conversion Price and (ii) 115% of the stated value of the Series B Preferred Stock subject to such conversion. "Triggering Events" include, among others, (i) a failure to timely deliver shares of common stock, upon a conversion, (ii) a suspension of trading on the principal trading market or the failure to be traded or listed on the principal market for five days or more, (iii) the failure to pay any dividend to the holders of Series B Preferred Stock when required, (iv) the failure to remove restrictive legends when required, (v) the Company's default in payment of indebtedness in an aggregate amount of $2 million or more, (vi) proceedings for a bankruptcy, insolvency, reorganization or liquidation, which are not dismissed with 30 days, (vii) commencement of a voluntary bankruptcy proceeding, and (viii) final judgments against the Company for the payment of money in excess of $2 million. The "Series B Alternate Conversion Price" means the lower of (i) the applicable conversion price then in effect and (ii) the greater of (x) $0.62 and (y) 97.5% of the lowest volume weighted average price of the common stock during the five consecutive trading day period ending and including the trading day immediately preceding the delivery of the applicable conversion notice.

Each share of Series A Preferred Stock is convertible, at the option of the holder, at any time after the date of issuance of such share, into shares of common stock either (i) at the fixed conversion price then in effect, which initially is $2.00 (subject to standard antidilution adjustments and adjustments as a result of subsequent issuances of securities where the effective price of the common stock is less than the then current fixed conversion price) or (ii) at the Series A Alternate Conversion Price, as defined below. The Series A Certificate of Designations also provides that in the event of certain "Triggering Events," any holder may, at any time, convert any or all of such holder's Series A Preferred Stock at a conversion rate equal to the product of (i) the Series A Alternate Conversion Price and (ii) 115% of the stated value of the Series A Preferred Stock subject to such conversion. "Triggering Events" include, among others, (i) a failure to timely deliver shares of common stock, upon a conversion, (ii) a suspension of trading on the principal trading market or the failure to be traded or listed on the principal market for five days or more, (iii) the failure to pay any dividend to the holders of Series A Preferred Stock when required, (iv) the failure to remove restrictive legends when required, (v) the Company's default in payment of indebtedness in an aggregate amount of $2 million or more, (vi) proceedings for a bankruptcy, insolvency, reorganization or liquidation, which are not dismissed with 30 days, (vii) commencement of a voluntary bankruptcy proceeding, and (viii) final judgments against the Company for the payment of money in excess of $2 million. The "Series A Alternate Conversion Price" means the lower of (i) the applicable conversion price then in effect and (ii) the greater of (x) $0.24 and (y) 97.5% of the lowest volume weighted average price of the common stock during the five consecutive trading day period ending and including the trading day immediately preceding the delivery of the applicable conversion notice.

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Income Taxes	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Income Tax Disclosure [Abstract]		

Income Tax Disclosure [Text Block]

10. Income Taxes

The Company recorded income tax expense of approximately $0.6 million and $0.13 million for the three months ended September 30, 2024 and 2023, respectively and approximately $1.2 million and $0.14 million for the nine months ended September 30, 2024 and 2023, respectively. We estimate our annual effective income tax rate to be -4.04% for calendar year 2024, which is different from the U.S. federal statutory rate, primarily due to the Company's full valuation allowance position.

As of September 30, 2024, we have no material unrecognized tax benefits and we expect no material unrecognized tax benefits for the next 12 months.

11. Income Taxes

The components of the provision for income taxes are as follows (dollars in thousands):

	Year Ended December 31, 2023	Year Ended December 31, 2022
Federal	-	-
State	17	40
International	406	-
Current income tax expense (benefit)	423	40
Deferred		
Federal	-	-
State	-	-
International	(134)	(48)
Deferred income tax expense (benefit)	(134)	(48)
Total tax expense		
Federal	-	-
State	17	40
International	272	(48)
Total	289	(8)

Taxes on income vary from the statutory federal income tax rate applied to earnings before tax on income as follows (dollars in thousands):

	Year Ended December 31, 2023	Year Ended December 31, 2022
Statutory federal income tax rate of 21% applied to earnings before income taxes and extraordinary items	$ (11,091)	$ (10,341)
State taxes - net of federal benefit	14	31
Meals and entertainment	10	14
Transactions expenses	-	41
Gift	4	4
Stock compensation (ISOs)	189	-
Changes in FV of derivative liability	(1,374)	(3,540)
Derecognition expense on conversion of convertible debt	5,257	1,199
Valuation allowance	7,223	12,329
Others	212	116
Foreign rate difference	(155)	139
Total	$ 289	$ (8)

Deferred income tax assets and liabilities arising from differences between accounting for financial statement purposes and tax purposes, less valuation reserves at year-end, are as follows (dollars in thousands):

	Year Ended December 31, 2023	Year Ended December 31, 2022
State taxes - prior year	$ 4	$ 4
Intangible assets	4,785	5,380
Fixed assets	2	-
Allowance for credit losses	1,064	6,169
Capitalization of research and development Under Sec 174	2,012	1,121
Inventory reserve	24	-
Contingent liability	-	130
Stock compensation (RSA)	111	-
Lease liability	962	270
Accrued expenses	73	-
Other	70	-
Net operating loss carryover	26,689	12,489
Total deferred tax assets	35,796	25,563
Deferred tax liabilities:		
Fixed assets	-	(5)
Goodwill Tier 1	(161)	(104)
Intangible assets	(13)	(78)
Right of use assets	(987)	(250)
Total deferred tax liabilities	(1,161)	(437)
Net deferred tax assets, non-current prior to valuation allowance	34,635	25,126
Valuation allowance	(34,579)	(25,204)
Total net deferred taxes	$ 56	$ (78)

The Company uses the liability method of accounting for income taxes as set forth in ASC 740, *Income Taxes* (ASC 740). Under the liability method, deferred taxes are determined based on differences between the financial statement and tax bases of assets and liabilities using enacted tax rates.

As of December 31, 2023, the Company had Federal and State Net Operating Loss ("NOL") carryforwards of $101.7 million and $71.3 million, respectively. Under the new tax law, the Federal NOL arising in tax years ending after December 31, 2017 will be carried forward indefinitely. The Company does not have pre-tax reform Federal NOL carryforwards as of December 31, 2023. NOL carryforwards arising from tax years ending after December 31, 2017, are $101.7 million. The State NOL carryforwards will begin to expire in 2038.

As of December 31, 2023 and 2022, the Company maintained a full valuation allowance for NOL carryforward deferred tax assets. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversals of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. The amount of the deferred tax asset considered realizable, however, could be reduced if estimates of future taxable income are reduced.

The Company files a consolidated Federal income tax return and files tax returns in various state and local jurisdictions. The statutes of limitations for its consolidated Federal income tax returns are open for years 2020 and thereafter, and state and local income tax returns are open for years 2019 and thereafter.

Interest and penalties related to uncertain tax positions are recognized as a component of income tax expense. For the tax years ended December 31, 2023 and 2022, the Company recognized no interest or penalties.

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Stock-Based Compensation	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Share-Based Payment Arrangement, Disclosure [Abstract]		
Disclosure of Share-Based Compensation Arrangements by Share-Based Payment Award [Table Text Block]		

11. Stock-Based Compensation

Equity Incentive Plans

The Company adopted the 2023 Equity Incentive Plan ("2023 Plan") on November 2, 2023, which provides employees, directors, and consultants with opportunities to acquire the Company's shares, or to receive monetary payments based on the value of such shares. Management has determined that it is in the best interests of the Company to replace the 2020 Incentive and Nonstatutory Stock Option Plan, the 2021 Incentive and Nonstatutory Stock Option Plan, and the 2021 Restricted Stock Plan, with one plan, the 2023 Plan, pursuant to which the Company will be able to grant stock option awards, stock appreciation rights, restricted stock awards, restricted stock units, and other stock-based awards. The 2023 Plan provides for up to 1,098,262 shares of common stock. Grants made under the 2023 Plan will generally vest and become exercisable at various times from the grant dates. These awards will have such vesting or other provisions as may be established by the Board of Directors at the time of each award.

Stock Option Activity

12.Stock-Based Compensation

Equity Incentive Plans

The Company adopted the 2023 Equity Incentive Plan ("2023 Plan") on November 2, 2023, which provides employees, directors, and consultants with opportunities to acquire the Company's shares, or to receive monetary payments based on the value of such shares. Management has been determined that it is in the best interests of the Company to replace the 2020 Option Plan, the 2021 Option Plan, and the 2021 Restricted Stock Plan, with one plan, the 2023 Plan, pursuant to which the Company will be able to grant stock option awards, stock appreciation rights, restricted stock awards, restricted stock units, and other stock-based awards. The 2023 Plan provides for up to 1,098,262 shares of common stock. Grants made under the 2023 Plan will generally vest and become exercisable at various times from the grant dates. These awards will have such vesting or other provisions as may be established by the Board of Directors at the time of each award.

Stock Option Activity

A summary of stock option activity for the year ended December 31, 2023 is as follows (dollars in thousands):

	Shares	Weighted Average Exercise Price
Outstanding at January 1, 2023	31,963	$ 46.28
Granted	735,999	2.02
Exercised	-	N/A

A summary of stock option activity for the nine months ended September 30, 2024 is as follows (dollars in thousands):

	Shares	Weighted Average Exercise Price
Outstanding at December 31, 2023	766,142	$ 3.76
Granted	-	N/A
Exercised	(11,999)	1.98
Cancelled/forfeited/expired	(148,580)	3.51
Outstanding at September 30, 2024	605,563	$ 4.21
Exercisable at September 30, 2024	232,233	$ 7.69

The aggregate intrinsic value for stock options exercised was $0.03 million during the nine months ended September 30, 2024. There were no stock options granted or exercised during the nine months ended September 30, 2023.

Restricted Stock Activity

A summary of RSA activity for the nine months ended September 30, 2024 is as follows (dollars in thousands):

	Number of Shares	Weighted Average Grant Date Fair Value
Unvested at January 1, 2024	189,893	$ 2.28
Granted	86,932	2.80
Vested	(123,626)	3.23
Forfeited	-	
Unvested at September 30, 2024	153,199	$ 1.87

The total fair value of restricted shares that vested was $0.4 million and $0.8 million during the nine months ended September 30, 2024 and 2023, respectively.

Cancelled/forfeited/expired	(1,820)	50.39
Outstanding at December 31, 2023	766,142	3.76
Exercisable at December 31, 2023	296,812	$ 6.49

There were no stock option exercises during the year ended December 31, 2023. The aggregate intrinsic value for stock options exercised in the year ended December 31, 2022 was $0.04 million. The total weighted-average grant date fair value of options granted was $2.02 and $36.60 per share for the years ended December 31, 2023 and 2022, respectively.

The grant-date fair values of the Company's stock options awards were estimated using the following assumptions:

	Year Ended December 31, 2023	Year Ended December 31, 2022
Risk free interest rate	4.44%	2.70%
Expected term (years)	5.0	5.0
Expected volatility	204%	93.2%
Expected dividend yield	0%	0%

The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant for periods corresponding with the expected term of the option award. The expected term was determined using the 'simplified method,' in accordance with SAB Topic 14, which presumes the expected term is equal to the midpoint between the vesting date and the end of the contractual term. Expected volatility was determined based on the weighted-average of historical volatility of the Company's common stock. The Company has never declared or paid any cash dividends and does not presently plan to pay cash dividends in the foreseeable future. As such, an expected dividend yield of zero percent was used.

Restricted Stock Activity

A summary of RSA activity for the year December 31, 2023 is as follows (dollars in thousands):

	Number of Shares	Weighted Average Grant Date Fair Value
Unvested at January 1, 2023	52,545	$ 13.48
Granted	346,508	4.10
Vested	(198,090)	5.71
Forfeited	(11,070)	10.36
Unvested at December 31, 2023	189,893	$ 2.28

The total fair value of restricted shares that vested was $1.1 million and $1.7 million in the years ended December 31, 2023 and 2022, respectively.

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Operating Leases	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023

Disclosure Text Block [Abstract]

Lessor, Operating Leases [Text Block]

12. Operating Leases

The Company leases office space under operating leases at four locations in the United States (California, Illinois, Massachusetts, and Florida) and one location in the European Union (Sofia, Bulgaria). The Company had no finance lease obligations as of September 30, 2024.

The Company's operating lease expense totaled $0.3 million and $0.3 million for the three months ended September 30, 2024 and 2023, respectively. The Company's operating lease expense totaled $1.0 million and $0.8 million for the nine months ended September 30, 2024 and 2023, respectively. As of September 30, 2024, the weighted-average remaining lease term was 3.9 years and the weighted average discount rate was 11.1%.

Future minimum lease payments under our operating leases and reconciliation to the operating lease liability as of September 30, 2024, are as follows (in thousands):

Year Ending December 31,	Total
2024 (remainder)	$ 469
2025	1,179
2026	1,342
2027	1,046
2028	1,041
Total lease payments	5,077
Less: imputed interest	(1,112)
Present value of total lease payments	3,965
Less: current portion	(821)
Long-term lease liabilities	$ 3,144

13.Operating Leases

The Company leases office space under operating leases at four locations in the United States (California, Illinois, Massachusetts, and Florida) and one location in the European Union (Sofia, Bulgaria). The Company had no finance lease obligations as of December 31, 2023.

The Company's operating lease expense totaled $1.1 million and $0.8 million for the years ended December 31, 2023 and 2022, respectively. As of December 31, 2023, the weighted-average remaining lease term was 4.6 years and the weighted average discount rate was 11.0%.

Future minimum lease payments under our operating leases and reconciliation to the operating lease liability as of December 31, 2023, are as follows (in thousands):

Year Ending December 31,	Total
2024	$ 1,102
2025	1,161
2026	1,329
2027	1,046
2028	1,041
Total lease payments	5,679
Less: imputed interest	(1,267)
Present value of total lease payments	4,412
Less: current portion	(692)
Long-term lease liabilities	$ 3,720

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Related Party Transactions	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023

Related Party Transactions [Abstract]

Related Party Transactions Disclosure [Text Block]

13. Related Party Transactions

Family Relationships

The Company employs two of our CEO's brothers, Dan and Liron Nusonivich, who are paid approximately $200,000 and $110,000 per year, respectively. There are no family relationships between any of other directors or executive officers and any other employees or directors or executive officers.

The Company did not pay any commissions to the related parties mentioned above for the three and nine months ended September 30, 2024 and 2023.

14. Related Party Transactions

PrivCo

The Company repurchased, in two separate repurchase transactions each consisting of 100,000 shares of common stock, an aggregate of 200,000 shares owned by PrivCo (an entity controlled by Messrs. Errez and Nisan). In October 2022, the Board unanimously ratified these two repurchase transactions between the Company and PrivCo. The Company repurchased 100,000 shares for a price per share of $55.90 (for total proceeds to PrivCo of $5,590,000) (the "First Repurchase") and 100,000 shares for a price per share of $8.20 (for total proceeds to PrivCo of $820,000) (the "Second Repurchase"). The First Repurchase was based on the closing price of the common stock on November 24, 2021 and took place over a number of months starting in February 2022 and ending in October 2022. The Second Repurchase was based on the closing price of the common stock on July 29, 2022 and took place in October 2022. The purpose of each of these transactions was to allow the Company to issue shares to new shareholders without increasing the Company's shares outstanding. As of December 31, 2023 and 2022, there were 100,525 and 105,417 shares available, respectively, of the 200,000 shares of common stock under the aforementioned transactions.

Family Relationships

The Company employs two of our CEO's brothers, Dan and Liron Nusonivich, who are paid approximately $200,000 and $110,000 per year, respectively. There are no family relationships between any of other directors or executive officers and any other employees or directors or executive officers.

The Company did not pay any commissions to the related parties mentioned above for the years ended December 31, 2023 and 2022.

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Commitments and Contingencies	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023

Commitments and Contingencies Disclosure [Abstract]

Commitments and Contingencies Disclosure [Text Block]

14. Commitments and Contingencies

From time-to-time, the Company is involved in legal proceedings. The Company records a liability for those legal proceedings when it determines it is probable that a loss has been incurred and the amount of the loss can be reasonably estimated. The Company also discloses when it is reasonably possible that a material loss may be incurred, however, the amount cannot be reasonably estimated. From time to time, the Company may enter into discussions regarding settlement of these matters, and may enter into settlement agreements, if it believes settlement is in the best interest of the Company and its shareholders.

The following is a summary of our current outstanding litigation. Note that references to GreenBox POS are for historical purposes. GreenBox POS changed its name to RYVYL Inc. on October 13, 2022.

- On November 8, 2022, the Company filed a complaint against its former Chief Operating Officer Vanessa Luna, Luna Consultant Group, LLC and Does 1 through 50 in San Diego Superior Court (the "Company Filing"). The Company is alleging that Ms. Luna abused her position for additional

15.Commitments and Contingencies

From time-to-time, the Company is involved in legal proceedings. The Company records a liability for those legal proceedings when it determines it is probable that a loss has been incurred and the amount of the loss can be reasonably estimated. The Company also discloses when it is reasonably possible that a material loss may be incurred, however, the amount cannot be reasonably estimated. From time to time, the Company may enter into discussions regarding settlement of these matters, and may enter into settlement agreements, if it believes settlement is in the best interest of the Company and its shareholders.

The following is a summary of our current outstanding litigation. Note that references to GreenBox POS are for historical purposes. GreenBox POS changed its name to RYVYL Inc. on October 13, 2022.

- The Good People Farms, LLC ("TGPF") - TGPF initiated an arbitration in the American Arbitration Association ("AAA") on or about April 20, 2020, against the Company, Fredi Nisan, Ben Errez, MTrac Tech Corp., Vanessa Luna, and Jason LeBlanc (the "TGPF Defendants"). The complaint generally alleged that the TGPF Defendants improperly compensation, failed to follow proper protocols and breached her fiduciary duties and duty of loyalty by secretly maintaining alternative employment. The action seeks damages, including interest and costs of suit incurred. On November 10, 2022, Ms. Luna filed her own complaint against the Company and Fredi Nisan in San Diego Superior Court (the "Luna Filing"). Ms. Luna alleges that Mr. Nisan used contract negotiations to coerce her, that the Company improperly coded transactions and misled investors, and that when her concerns were reported to management, she was wrongfully terminated, resulting in a number of claims. Ms. Luna also alleges sexual misconduct on the part of Mr. Nisan. Ms. Luna is seeking damages including compensatory damages, unpaid wages (past and future), loss of wages and benefits (past and future), and other damages to be proven at trial. The Company and Mr. Nisan deny all allegations of the Luna Filing. In April 2023, Ms. Luna sought to add Coyni, Inc. as a defendant with regard to her claims. She was granted permission to file a Second Amended Complaint, and Coyni, Inc. has challenged the allegations by way of demurrer, which was denied on August 9, 2024. In addition, the Company and Mr. Nisan have filed a motion for leave to amend their complaint against Luna, adding additional claims against her, including securities fraud, and, on August 9, 2024, the Court granted permission for the Company to file a Second Amended Complaint. As the Company cannot predict the outcome of the matter, the probability of an outcome cannot be determined. The Company intends to vigorously defend against all claims asserted by Ms. Luna and to vigorously prosecute its own claims against Ms. Luna. The San Diego Superior Court consolidated the Company Filing and Luna Filing into a single proceeding, RYVYL Inc. v. Luna, on August 4, 2023. On October 17, 2024, the parties entered into a confidential settlement agreement, and on October 24, 2024, a stipulated motion to stay all pleadings was filed with the Court.

- On December 12, 2022, Jacqueline Dollar (aka Jacqueline Reynolds), former Chief Marketing Officer of the Company, filed a complaint against the Company, Fredi Nisan, and Does 1-20 in San Diego Superior Court. Ms. Dollar is alleging she was undercompensated compared to her male counterparts and retaliated against after raising concerns to management resulting in sex discrimination in violation of the California Fair Employment and Housing Act ("FEHA") and failure to prevent discrimination in violation of FEHA. Ms. Dollar is also claiming intentional infliction of emotional distress. Ms. Dollar is seeking an unspecified amount of damages related to, among other things, payment of past and future lost wages, stock issuances, bonuses and benefits, compensatory damages, and general, economic, non-economic, and special damages. As the Company cannot predict the outcome of the matter, the probability of an outcome cannot be determined. The Company intends to vigorously defend against all claims. The parties are currently in the discovery phase.

- On February 1, 2023, a putative class action lawsuit titled Cullen v. RYVYL Inc. fka GreenBox POS, Inc., et al., Case No. 3:23-cv-00185-GPC-AGS, was filed in the United States District Court for the Southern District of California against several defendants, including the Company and certain of our current and former directors and officers (the "Cullen Defendants"). The complaint was filed on behalf of persons who purchased or otherwise acquired the Company's publicly traded securities between January 29, 2021 and January 20, 2023. The complaint alleged that the Cullen Defendants violated Sections 11, 12(a)(2), and 15 of the Securities Act of 1933, as amended (the "Securities Act") and Sections 10(b) and 20(a) of the Exchange Act by making false and/or misleading statements regarding the Company's financial controls, performance and prospects. On June 30, 2023, the plaintiff filed an amended complaint. All defendants filed motions to dismiss the amended complaint on August 14, 2023. On March 1, 2024, the Court issued an order granting in part and denying in part defendants' motions to dismiss, which included dismissing all Securities Act claims and narrowing the potential class period. The plaintiff filed a second amended complaint on April 30, 2024, which alleges claims against the Cullen Defendants under Exchange Act Sections 10(b) and 20(a) only and a class period of May 13, 2021 through January 20, 2023. The Company filed its motion to dismiss the second amended complaint on July 1, 2024. On October 21, 2024, the Court issued an order granting in part and denying in part defendants' motions to dismiss. The scope of the remaining claims is consistent with the Court's last motion to dismiss decision dated March 1, 2024. On November 12, 2024, Plaintiff filed a Third Amended Complaint, which asserts the same legal causes of action and proposed class period as the previous complaint. The Company is evaluating the amended complaint and may be filing a further motion to dismiss.

  The action seeks damages, including interest, and the award of reasonable fees and costs to the putative class. The Company denies all allegations of liability and intends to vigorously defend against all claims. However, given the preliminary stage of the lawsuit, the uncertainty of litigation, and the legal standards that must be met for success on the merits, the Company cannot predict the outcome at this time or estimate a reasonably possible loss or range of loss that may result from this action.

- On June 22, 2023, a shareholder derivative complaint was filed in the United States District Court for the Southern District of California against certain of the Company's current and/or former officers and directors (the "Hertel Defendants"), Christy Hertel, derivatively on behalf of RYVYL Inc., f/k/a GreenBox POS v. Ben Errez et al., Case No. 3:23-CV-01165-GPC-SBC. On August 4, 2023, a second shareholder derivative complaint was filed in the United States District Court for the Southern District of California against the Hertel Defendants, Marcus Gazaway, derivatively on behalf of RYVYL Inc., f/k/a GreenBox POS v. Ben Errez et al., Case No. 3:23-CV-01425-LAB-BLM. Both derivative complaints generally allege that the Hertel Defendants failed to implement adequate internal controls that would prevent false and misleading financial information from being published by the Company and that controlling shareholders participated in overpayment misconduct resulting in violations of Sections 10(b), 14(a) and 20 of the Exchange Act and breached their fiduciary duties and, purportedly on behalf of the Company. On April 2, 2024, the Court granted the parties' joint motion for an order consolidating the Hertel and Gazaway cases under the caption In re RYVYL Inc. Derivative Litigation, Lead Case No. 3:23-CV-01165-GPC-SBC (S.D. Cal.). On May 6, 2024, the Court issued an order staying the action until after the final resolution of any motion to dismiss the securities class action detailed above. On May 1, 2024, a third nearly identical shareholder derivative complaint was filed in Clark County, Nevada by plaintiff Christina Brown, derivatively on behalf of RYVYL, Inc., v. Ben Errez et al., Case No. A-24-892382-C. The Company currently is working with Ms. Brown's counsel to coordinate a stay of the Nevada action on the same terms as the stay of the Hertel and Gazaway cases.

  The complaint seeks damages and contribution from the Hertel Defendants and a direction that the Company and the Hertel Defendants take actions to reform and improve corporate governance and internal procedures to comply with applicable laws. The Hertel Defendants deny all allegations of liability and intend to vigorously defend against all claims. However, given the preliminary stage of the lawsuits, the uncertainty of litigation, and the legal standards that must be met for success on the merits, the Company cannot predict the outcome of either case at this time.

- On October 1, 2023, the Company filed a demand for arbitration against Sky Financial & Intelligence LLC, a Wyoming limited liability company ("Sky Financial") with the American Arbitration Association in San Diego, California (the "Arbitration"). In the Arbitration, the Company seeks to recover for breach of contract and Sky Financial's failure to perform its obligations. On October 2, 2023, the Company filed a complaint against Sky Financial in San Diego Superior Court asserting the same claims asserted in the Arbitration, solely to toll any applicable statutes of limitations pending the Arbitration and, if necessary, provide jurisdiction for the court to compel arbitration. The action seeks damages, including interest and costs of suit incurred. The parties agreed to proceed in the Arbitration and to implement the steps needed to extend the current stay of the San Diego Superior Court action pending the Arbitration. Subsequently, the parties agreed to stay the Arbitration and attend mediation. A mediation was scheduled but then vacated by stipulation of the parties. The parties have agreed to continue the stay of the Arbitration pending a mediation, which is to be re-scheduled.

- On July 6, 2022, the Company's subsidiary, RYVYL EU (formerly known as Transact Europe OOD), received a notary invitation from Satya Consulting PTE Limited ("Satya") filed in Bulgaria. In the filed claim, Satya alleges nonpayment of its fee in the amount of EUR 900,000, to which statutory default interest is to be added, for failure of payment under the Company's stock purchase agreement for Transact Europe Holdings OOD. RYVYL EU has retained Bulgarian counsel to assist in the defense of the asserted claim and denies all allegations. As RYVYL EU cannot predict the outcome of the matter, the probability of an outcome cannot be determined. RYVYL EU intends to vigorously defend against all claims. On October 18, 2024, RYVYL EU entered into a confidential settlement agreement with no material impact to the Company. A hearing is scheduled for November 15, 2024, where it is expected that the Court will approve the settlement and terminate the case.

- On January 2, 2024, the Company filed a Statement of Claim against Chessa Sabourin in the Ontario Superior Court of Justice. Case No. CV-24-00712190-0000. The Company seeks to recover funds unlawfully held by Ms. Sabourin, or in the alternative, damages in the equivalent amount. Additionally, punitive and exemplary damages. In September 2023, the Company mistakenly sent funds to Ms. Sabourin and attempted to reverse or recall the transfers but was unable to do so. To date, Ms. Sabourin has failed and/or refused to return the funds mistakenly sent to her. On October 21, 2024, the Court issued a default judgment against Sabourin.

- On June 25, 2024, J. Drew Byelick, a former Chief Financial Officer of the Company, filed a complaint against the Company in the United States District Court for the Southern District of California, Case No. '24CV1096 JLS MSB. Mr. Byelick is alleging breach of contract, fraudulent inducement of employment, along with intentional misrepresentation and concealment. The Company filed a motion to dismiss the complaint on October 4, 2024 and Mr. Byelick filed an opposition to the Company's motion on November 8, 2024. The Company denies all allegations of liability and intends to vigorously defend against all claims. However, given the preliminary stage of the lawsuit, the uncertainty of litigation, and the legal standards that must be met for success on the merits, the Company cannot predict the outcome at this time or estimate a reasonably possible loss or range of loss that may result from this action.

breached contracts and withheld funds. The action sought damages, including interest, an injunction, and costs of suit incurred. On January 15, 2021, the Company filed a counterclaim in AAA for fraud, intentional misrepresentation, breach of contract, breach of covenant of good faith and fair dealing, violation of California Business and Professions Code Section 17200, and accounting. The complaint generally alleged that TGPF fraudulently submitted transactions for processing that were not permissible within the terms of service and sought damages, including interest and costs of suit incurred. The individuals were dismissed from the arbitration. The parties attended binding arbitration in April 2023, and subsequently entered into a confidential settlement agreement.

- On April 27, 2022, Paul Levine ("Levine"), former Chief Executive Officer of Coyni, Inc., wholly-owned subsidiary of RYVYL Inc., filed a charge with The Occupational Safety and Health Administration ("OSHA") against respondents Coyni and RYVYL Inc. Levine alleges retaliation in violation of the Sarbanes-Oxley Act of 2022, as amended, 18 U.S.C. §1514A ("SOX"). The OSHA claim was withdrawn on or around April 3, 2023.

- On November 8, 2022, the Company filed a complaint against its former Chief Operating Officer Vanessa Luna, Luna Consultant Group, LLC and John Does 1 through 50 in San Diego Superior Court (the "Company Filing"). The Company is alleging that Ms. Luna abused her position for additional compensation by failing to follow proper protocols and shirked her responsibilities by scheming and maintaining alternative employment. The action seeks damages, including interest and costs of suit incurred. On November 10, 2022, Ms. Luna filed her own complaint against the Company and Fredi Nisan in San Diego Superior Court (the "Luna Filing"). Ms. Luna alleges that Mr. Nisan used contract negotiations to coerce her, that the Company improperly coded transactions and misled investors, and that when her concerns were reported to management, she was wrongfully terminated, resulting in a number of claims. Ms. Luna is seeking damages including compensatory damages, unpaid wages (past and future), loss of wages and benefits (past and future), expected damages, and other damages to be proven at trial. The Company denies all allegations. As the Company cannot predict the outcome of the matter, the probability of an outcome cannot be determined. The Company intends to vigorously defend against all claims. The San Diego Superior Court consolidated the Company Filing and Luna Filing into a single proceeding, RYVYL v. Luna, on August 4, 2023. The parties are currently in the discovery phase.

- On December 12, 2022, Jacqueline Dollar (aka Jacqueline Reynolds), former Chief Marketing Officer of the Company, filed a complaint against the Company, Fredi Nisan, and Does 1-20 in San Diego Superior Court. Ms. Dollar is alleging she was undercompensated compared to her male counterparts and retaliated against after raising concerns to management resulting in sex discrimination in violation of the California Fair Employment and Housing Act ("FEHA") and failure to prevent discrimination in violation of FEHA. Ms. Dollar is also claiming intentional infliction of emotional distress. Ms. Dollar is seeking an unspecified amount of damages related to, among other things, payment of past and future lost wages, stock issuances, bonuses and benefits, compensatory damages, and general, economic, non-economic, and special damages. As the Company cannot predict the outcome of the matter, the probability of an outcome cannot be determined. The Company intends to vigorously defend against all claims. The parties are currently in the discovery phase.

- On February 1, 2023, a purported class action lawsuit titled Cullen V. RYVYL Inc. fka Greenbox POS, Inc., et al., Case No. 3:23-cv-00185-GPC-AGS, was filed in the United States District Court for the Southern District of California against several defendants, including the Company and certain of our current and former directors and officers (the "Cullen Defendants"). The complaint was filed on behalf of persons who purchased or otherwise acquired the Company's publicly traded securities between January 29, 2021 and January 20, 2023. The complaint generally alleges that the Cullen Defendants violated Sections 11, 12(a)(2), and 15 of the Securities Act and Sections 10(b) and 20(a) of the Exchange Act by making false and/or misleading statements regarding the Company's financial controls, performance and prospects. The action seeks damages, including interest, and the award of reasonable fees and costs to the putative class. The Company denies all allegations of liability and intends to vigorously defend against all claims. However, given the preliminary stage of the lawsuit, the uncertainty of litigation, and the legal standards that must be met for success on the merits, the Company cannot predict the outcome at this time or estimate a reasonably possible loss or range of loss that may result from this action. On June 30, 2023, the plaintiff filed an amended complaint. All defendants filed motions to dismiss the amended complaint on August 14, 2023. On March 1, 2024, the Court issued an order granting in part and denying in part defendants' motions to dismiss, which included dismissing all Securities Act claims and narrowing the potential class period. The Court's order allows the plaintiff to file an amended complaint by April 1, 2024 if he wishes to do so.

- On June 22, 2023, a shareholder derivative complaint was filed in the United States District Court for the Southern District of California against certain of the Company's current and/or former officers and directors (the "Hertel Defendants"), Christy Hertel, derivatively on behalf of RYVYL Inc., f/k/a Greenbox POS v. Ben Errez et al., Case No. 3:23-CV-01165-GPC-SBC. On August 4, 2023, a second shareholder derivative complaint was filed in the United States District Court for the Southern District of California against the Hertel Defendants, Marcus Gazaway, derivatively on behalf of RYVYL Inc., f/k/a Greenbox POS v. Ben Errez et al., Case No. 3:23-CV-01425-LAB-BLM. Both derivative complaints generally allege that the Hertel Defendants failed to implement adequate internal controls that would prevent false and misleading financial information from being published by the Company and that controlling shareholders participated in overpayment misconduct resulting in violations of Sections 10(b), 14(a) and 20 of the Exchange Act and breached their fiduciary duties and, purportedly on behalf of the Company. The complaint seeks damages and contribution from the Hertel Defendants and a direction that the Company and the Hertel Defendants take actions to reform and improve corporate governance and internal procedures to comply with applicable laws. The Hertel Defendants deny all allegations of liability and intend to vigorously defend against all claims. However, given the preliminary stage of the lawsuits, the uncertainty of litigation, and the legal standards that must be met for success on the merits, the Company cannot predict the outcome of either case at this time. On March 18, 2024, the parties filed a joint motion for an order consolidating the Hertel and Gazaway cases under the caption In re RYVYL Inc. Derivative Litigation, Lead Case No. 3:23-CV-01165-GPC-SBC (S.D. Cal.). The joint motion proposes that the parties shall meet and confer regarding the case schedule, including setting a deadline for the Hertel Defendants to respond to the operative complaint.

- On October 1, 2023, the Company filed a demand for arbitration against Sky Financial with the American Arbitration Association in San Diego, California (the "Arbitration"). In the Arbitration, the Company seeks to recover for breach of the Asset Purchase Agreement, dated as of March 30, 2022 (the "2022 Agreement"), between Sky Financial and the Company, for Sky Financial's failure to perform its obligations under the 2022 Agreement. Additionally, to the extent the Company's 2019 Asset Purchase Agreement with Sky Financial is implicated by Sky Financial's failure to perform its obligations under the 2022 Agreement, either directly or through the incorporation by reference of the 2019 Agreement into the 2022 Agreement, the Company is also alleging Sky Financial has breached the 2019 Agreement. On October 2, 2023, the Company filed a complaint against Sky Financial in San Diego Superior Court asserting the same claims asserted in the Arbitration, solely to toll any applicable statutes of limitations pending the Arbitration and, if necessary, provide jurisdiction for the court to compel arbitration. The action seeks damages, including interest and costs of suit incurred. The parties have agreed to proceed in the Arbitration and have stipulated to a stay of the San Diego Superior Court action pending the Arbitration.

- On July 6, 2022, the Company's subsidiary, RYVYL EU (formerly known as Transact Europe OOD), received a notary invitation from Satya Consulting PTE Limited ("Satya") filed in Bulgaria. In the filed claim, Satya alleges nonpayment of its fee in the amount of EUR 900,000, to which statutory default interest is to be added, for failure of payment under the Company's stock purchase agreement for Transact Europe Holdings OOD. RYVYL EU has retained Bulgarian counsel to assist in the defense of the asserted claim and denies all allegations. As RYVYL EU cannot predict the outcome of the matter, the probability of an outcome cannot be determined. RYVYL EU intends to vigorously defend against all claims.

- On January 2, 2024, the Company filed a Statement of Claim against Chessa Sabourin in the Ontario Superior Court of Justice. Case No. CV-24-00712190-0000. The Company seeks to recover funds unlawfully held by Sabourin, or in the alternative, damages in the equivalent amount. Additionally, punitive and exemplary damages. In September 2023, the Company mistakenly sent funds to Ms. Sabourin and attempted to reverse or recall the transfers but was unable to do so. To date, Ms. Sabourin has failed and/or refused to return the funds mistakenly sent to her. Given the preliminary stage of the lawsuit, the uncertainty of litigation, and the legal standards that must be met for success on the merits, the Company cannot predict the outcome at this time or estimate a reasonably possible loss or range of loss that may result from this action.

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Segment Reporting	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Segment Reporting [Abstract]		
Segment Reporting Disclosure [Text Block]	(see below)	(see below)

9 Months Ended Sep. 30, 2024:

15. Segment Reporting

The Company has organized its operations into two reportable segments: North America and International. These segments represent the components of the Company for which separate financial information is available that is utilized on a regular basis by the CODM to assess segment performance, set strategic goals, and allocate the Company's resources.

The following tables present discrete financial information for our two reportable segments (dollars in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenue				
North America	$ 2,832	$ 12,488	$ 15,478	$ 32,330
International	9,774	4,992	25,802	11,290
	$ 12,606	$ 17,480	$ 41,280	$ 43,620
Loss from operations				
North America	$ (3,664)	$ (3,243)	$ (20,456)	$ (10,729)
International	1,184	879	5,180	1,259
	$ (2,480)	$ (2,364)	$ (15,276)	$ (9,470)
Net loss				
North America	$ (6,281)	$ (3,760)	$ (25,053)	$ (24,057)
International	1,108	644	5,079	959
	$ (5,174)	$ (3,116)	$ (19,974)	$ (23,098)
Depreciation and amortization				
North America	$ 505	$ 495	$ 1,504	$ 1,415
International	85	162	322	484
	$ 590	$ 657	$ 1,826	$ 1,899

Assets by reportable segment were not included, as that information is not reviewed by the CODM to make operating decisions or allocate resources. Assets are reviewed on a consolidated basis.

12 Months Ended Dec. 31, 2023:

16.Segment Reporting

The Company reports its segments to reflect the manner in which its CODM reviews and assesses performance. The primary financial measure used by the CODM to evaluate the performance of its segments and allocate resources to them is operating income or (loss). Accordingly, the Company has two reportable segments: North America and International.

The following tables present reportable segment operational data (dollars in thousands):

	Year Ended December 31,	
	2023	2022
Revenue		
North America	$ 48,938	$ 28,613
International	16,931	4,296
Total revenue	$ 65,869	$ 32,909
Income (loss) from operations		
North America	$ (14,121)	$ (36,517)
International	1,819	(1,321)
Total income (loss) from operations	$ (12,302)	$ (37,838)
Depreciation and amortization		
North America	$ 1,907	$ 19,938
International	646	979
Total depreciation and amortization	$ 2,553	$ 20,917
Net income (loss)		
North America	$ (54,170)	$ (47,969)
International	1,069	(1,267)
Total net income (loss)	$ (53,101)	$ (49,236)

Assets by reportable segment were not included, as that information is not reviewed by the CODM to make operating decisions or allocate resources. Assets are reviewed on a consolidated basis.

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Subsequent Events	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Subsequent Events [Abstract]		
Subsequent Events [Text Block]	(see below)	(see below)

9 Months Ended Sep. 30, 2024:

16. Subsequent Events

On November 11, 2024, the Company and the Investor entered into a non-binding Memorandum of Understanding (the "MOU") setting forth the terms agreed to by the Company and the Investor for the full repayment and termination of the Note and the redemption of all shares of the Company's Preferred Stock held by the Investor. As of October 31, 2024, the outstanding Note principal was $19.0 million and the liquidation value of the Preferred Stock was $53.5 million.

Under the terms of the MOU, the Company has agreed to pay total consideration of $16.5 million in full repayment of the Note and the redemption of all of the shares of Preferred Stock, as follows:

- $12.8 million will be paid in a first tranche payment on or before November 22, 2024, for the redemption of all of the shares of Preferred Stock held by the Investor, and payment of a portion of the outstanding balance of the Note so that the remaining outstanding principal balance will be $3.7 million.
- $3.7 million will be paid in full satisfaction of the remaining principal balance of the Note, which will remain outstanding under the existing Note with the maturity date of the Note being accelerated to January 31, 2025.

12 Months Ended Dec. 31, 2023:

17. Subsequent Events

In February 2024, the Company transitioned its QuickCard product in North America away from terminal-based to app-based processing. This transition coincided with a change in our banking partner that was prompted by recent changes in the compliance environment and banking regulations. The unforeseen abrupt nature of the transition and slow initial adoption of the app-based product has led to a significant decline in processing volume in North America. This in turn has adversely affected revenue in the North America segment and, as a result, management anticipates consolidated revenue for the first quarter of 2024 will be down sequentially by approximately 30 percent overall, which is primarily attributable to this product transition.

As a result of the developments described above, the Company's liquidity in its North America segment has been adversely impacted in the short term. In direct response, management has devised a plan, which it has assessed as appropriate and sufficient to address the liquidity shortfall in the North America segment. Refer to the "Going Concern" subsection within Note 2, *Summary of Significant Accounting Policies,* for details of management's intended plan and further assessment.

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Accounting Policies, by Policy (Policies)	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Accounting Policies [Abstract]		
Substantial Doubt about Going Concern [Text Block]	(see below)	(see below)

9 Months Ended Sep. 30, 2024:

Going Concern

In February 2024, the Company transitioned its QuickCard product in North America away from terminal-based to app-based processing. This transition was driven by a change in our banking partner that was prompted by recent changes in the compliance environment and banking regulations impacting certain niche high-risk business verticals, which were the predominant revenue driver for QuickCard. The recovery of revenues associated with this product transition has been impacted by continuous changes in the regulatory environment and our previous banking relationships, which led management to make the decision, during the second quarter of 2024, to terminate the rollout of the app-based product in certain niche high-risk business verticals. To address this change, the Company recently introduced a licensing product for its payments processing platform, which will enable it to serve the same customer base in such verticals through a business partner with more suitable banking compliance capabilities. Revenues from the new licensing product are not expected to materialize until early 2025. These developments have led to a significant decline in revenues in the Company's North America segment since the first quarter of 2024.

The decline in revenues has adversely impacted the Company's liquidity in the short term, within the North America segment. As a result, management has determined that the Company's cash and cash equivalents as of September 30, 2024 are not sufficient to fund the North America segment's operations and capital needs for the next 12 months from the issuance of this Report. As a result, substantial doubt exists about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is contingent upon the successful execution of management's intended plan over the next twelve months to improve the liquidity of its North America segment, which includes, without limitation:

- continued execution of its accelerated business development efforts to drive volumes in diversified business verticals with the Company's other products, including the recently launched licensing of the Company's payments processing platform in certain niche high-risk business verticals;
- continued implementation of cost control measures to more effectively manage spending in the North America segment and right sizing the organization, where appropriate;
- the sale of certain noncore assets; and
- repatriation of offshore profits from the Company's European subsidiaries, whose continued accelerated growth and generation of positive cash flow have already provided, and will continue to provide an immediate and viable short-term source of capital during this product transition. As of the date of the issuance of this Report, the Company has repatriated approximately $12.8 million from Europe.

Management has assessed that its intended plan described above, if successfully implemented, is appropriate and sufficient to address the liquidity shortfall in its North America segment and provide sufficient funds to cover operations for the next 12 months from the date of issuance of this Report. However, there can be no guarantee that we will be successful in implementing our plan, that our projections of our future capital needs will prove accurate, or that any additional funding will be sufficient to continue our operations in the North America segment. The unaudited consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. The report of the Company's independent auditor on the consolidated financial statements for the year ended December 31, 2023 contains an explanatory paragraph referring to a substantial doubt concerning the Company's ability to continue as a going concern.

12 Months Ended Dec. 31, 2023:

Going Concern

As further described in Note 17, *Subsequent Events*, since February 2024, the Company's North America segment has been experiencing a significant decline in revenue, which is the direct result of having to abruptly transition its QuickCard product from terminal-based to app-based processing. While this decline in revenue is considered temporary, it has adversely impacted the Company's liquidity in the short term, within the North America segment. As a result, management has determined that the Company's cash and cash equivalents as of December 31, 2023 are not sufficient to fund the North America segment's operations and capital needs for the next 12 months from the issuance of this Report.

As a result of the developments described above and further described in Note 17, *Subsequent Events*, substantial doubt exists about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is contingent upon the successful execution of management's intended plan over the next twelve months to improve the liquidity of its North America segment, which includes, without limitation:

- acceleration of the Company's business development efforts to drive volumes in diversified business verticals;
- the implementation of cost control measures to more effectively manage spending in the North America segment and right sizing the organization, where appropriate;
- repatriation of offshore profits from the Company's European subsidiaries, whose continued accelerated growth and generation of positive cash flow have already provided, and will continue to provide, an immediate and viable short-term source of capital during this product transition; and
- a capital raise, which the Company intends to negotiate and consummate in the immediate term.

Management has assessed that its intended plan is appropriate and sufficient to address the liquidity shortfall in its North America segment. However, there can be no guarantee that we will be successful in implementing our plan or in acquiring additional funding, that our projections of our future capital needs will prove accurate, or that any additional funding will be sufficient to continue our operations in the North America segment. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Use of Estimates, Policy [Policy Text Block]

12 Months Ended Dec. 31, 2023:

Use of Estimates

The preparation of the Company's consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and

	Use of Estimates The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.	liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. To the extent that there are material differences between these estimates and actual results, the Company's financial condition or operating results will be materially affected. The Company bases its estimates on current and past experience, to the extent that historical experience is predictive of future performance, and other assumptions that the Company believes are reasonable under the circumstances. The Company evaluates these estimates on an ongoing basis.
Reclassification, Comparability Adjustment [Policy Text Block]	**Reclassification** Certain prior year amounts have been reclassified for consistency with the current period presentation. These reclassifications had no effect on the reported financial position, results of operations or cash flows.	**Reclassification** Certain prior year amounts have been reclassified for consistency with the current period presentation. These reclassifications had no effect on the reported financial position, results of operations or cash flows.
Reverse Stock Split [Policy Text Block]	**Reverse Stock Split** On September 6, 2023, the Company filed a certificate of amendment to its amended and restated certificate of incorporation with the Secretary of State of the State of Nevada to effect a 1-for-10 reverse stock split (the "Reverse Stock Split") of the Company's shares of common stock, par value $0.001 per share (the "common stock"). Such amendment and ratio were previously approved by the board of directors. Under Nevada Revised Statutes Section 78.207, stockholder approval of the Reverse Stock Split was not required because (i) both the number of authorized shares of the common stock and the number of issued and outstanding shares of the common stock were proportionally reduced as a result of the Reverse Stock Split; (ii) the Reverse Stock Split did not adversely affect any other class of stock of the Company; and (iii) the Company did not pay money or issue scrip to stockholders who would otherwise be entitled to receive a fractional share as a result of the Reverse Stock Split. As a result of the Reverse Stock Split, which was effective September 6, 2023, every ten shares of the Company's pre-reverse split outstanding common stock were combined and reclassified into one share of common stock. Proportionate voting rights and other rights of common stockholders were not affected by the Reverse Stock Split. Any fractional shares of common stock resulting from the Reverse Stock Split were rounded up to the nearest whole share. All stock options outstanding and common stock reserved for issuance under the Company's equity incentive plans outstanding immediately prior to the Reverse Stock Split were adjusted by dividing the number of affected shares of common stock by ten and, as applicable, multiplying the exercise price by ten. All share numbers, share prices, exercise prices and per share amounts have been adjusted, on a retroactive basis to reflect this 1-for-10 Reverse Stock Split.	**Reverse Stock Split** On September 6, 2023, the Company filed a certificate of amendment to its amended and restated certificate of incorporation with the Secretary of State of the State of Nevada to effect a 1-for-10 reverse stock split (the "Reverse Stock Split") of the Company's shares of common stock, par value $0.001 per share (the "common stock"). Such amendment and ratio were previously approved by the board of directors. Under Nevada Revised Statutes Section 78.207, stockholder approval of the Reverse Stock Split was not required because (i) both the number of authorized shares of the common stock and the number of issued and outstanding shares of the common stock were proportionally reduced as a result of the Reverse Stock Split; (ii) the Reverse Stock Split did not adversely affect any other class of stock of the Company; and (iii) the Company did not pay money or issue scrip to stockholders who would otherwise be entitled to receive a fractional share as a result of the Reverse Stock Split. As a result of the Reverse Stock Split, which was effective September 6, 2023, every ten shares of the Company's pre-reverse split outstanding common stock were combined and reclassified into one share of common stock. Proportionate voting rights and other rights of common stockholders were not affected by the Reverse Stock Split. Any fractional shares of common stock resulting from the Reverse Stock Split were rounded up to the nearest whole share. All stock options outstanding and common stock reserved for issuance under the Company's equity incentive plans outstanding immediately prior to the Reverse Stock Split were adjusted by dividing the number of affected shares of common stock by ten and, as applicable, multiplying the exercise price by ten. All share numbers, share prices, exercise prices and per share amounts have been adjusted, on a retroactive basis to reflect this 1-for-10 Reverse Stock Split.
Cash and Cash Equivalents, Restricted Cash and Cash Equivalents, Policy [Policy Text Block]	**Cash, Cash Equivalents and Restricted Cash** Cash and cash equivalents primarily consist of cash on hand and cash on deposit with banks. Restricted cash substantially consists of cash received from gateways for merchant transactions processed, which has yet to be distributed to merchants, Independent Sales Organizations ("ISOs") and their agents at the end of the period. The gateways have strict policies pertaining to the scheduling of the release of funds to merchants based on several criteria that include, but are not limited to, return and chargeback history, associated risk for the specific business vertical, average transaction amount, etc. To mitigate potential credit losses associated with these risks, the gateways use these policies to determine reserve requirements and a payment in arrears strategy. While reserve and payment in arrears restrictions are in effect for a merchant payout, the Company records the reserved amounts against cash due from the gateways until the restriction is released.	**Cash, Cash Equivalents and Restricted Cash** Cash and cash equivalents consist of cash on hand, cash on deposit with banks, and highly liquid debt investments with an original maturity of three months or less. Restricted cash substantially consists of cash received from gateways for merchant transactions processed, which has yet to be distributed to merchants, ISOs and their agents at the end of the period.
Receivable [Policy Text Block]	**Cash Due from Gateways, Net** The Company generates the majority of its revenue from payment processing services provided to its merchant clients. When a merchant makes a sale, the process of receiving the payment card information, engaging the banks for transferring the proceeds to the merchant's account via digital gateways, and recording the transaction on a blockchain ledger, are the activities for which the Company gets to collect fees. Cash due from gateways represent amounts due to the Company for transactions processed but not yet distributed by the gateways.	**Cash Due from Gateways, Net** The Company generates the majority of its revenue from payment processing services provided to its merchant clients. When a merchant makes a sale, the process of receiving the payment card information, engaging the banks for transferring the proceeds to the merchant's account via digital gateways, and recording the transaction on a blockchain ledger, are the activities for which the Company gets to collect fees. Cash due from gateways represent amounts due to the Company for transactions processed but not yet distributed by the gateways. The gateways have strict policies pertaining to the scheduling of the release of funds to merchants based on several criteria that include, but are not limited to, return and chargeback history, associated risk for the specific business vertical, average transaction amount, etc. To mitigate potential credit losses associated with these risks, the gateways use these policies to determine reserve requirements and a payment in arrears strategy. While reserve and payment in arrears restrictions are in effect for a merchant payout, the Company records the reserved amounts against cash due from the gateways until the restriction is released.
Payment Processing Liabilities [Policy Text Block]	**Payment Processing Liabilities** The Company's proprietary blockchain-based technology serves as the settlement engine for all transactions within the Company's ecosystem. The blockchain ledger provides a robust and secure platform to log large volumes of immutable transactional records in real time. In summary, a blockchain is a distributed ledger that uses digitally encrypted keys to verify, secure and record details of each transaction conducted within an ecosystem. Unlike general blockchain-based systems, the Company uses proprietary, private ledger technology to verify every transaction conducted within the Company's ecosystem. The verification of transaction data comes from trusted partners, all of whom have been extensively vetted by the Company. The Company facilitates all financial elements of its closed-loop ecosystem, and it acts as the administrator for all related accounts. Using the Company's TrustGateway technology, the Company seeks authorization and settlement for each transaction from gateways to the issuing bank responsible for the credit/debit card used in the transaction. When a gateway settles the transaction, the Company's TrustGateway technology composes a chain of blockchain instructions to the Company's ledger manager system. When consumers use their credit or debit cards to pay for transactions with merchants who use our ecosystem, the transaction starts with the consumer funding their virtual wallets with an amount that is equal to the cost of the good or service they intend to purchase from the merchant. Once this occurs, the Company transfers the respective funds to the merchant's virtual wallet, after which the merchant releases its goods or services to the consumer. These transfers take place instantaneously and seamlessly, allowing the transaction experience to seem like any other ordinary credit or debit card transaction to the consumer and merchant. While the Company's blockchain ledger records transaction details instantaneously, the final cash settlement of each transaction can take days to weeks, depending upon contract terms between the Company and the gateways the Company uses, between the Company and its ISOs, and between the Company and/or its ISOs and merchants who use the Company's services. In the case where the gateways have not yet remitted funds to the Company pertaining to transactions already processed, the Company records those amounts as cash due from gateways, net – a current asset. Concurrently, the Company records a portion of the cash due from gateways as revenue and the remaining balance, which is due to merchants and ISOs, as payment processing liabilities, net – a current liability. The balance included in payment processing liabilities, net in the consolidated balance sheets is equal to the sum of amounts due to merchants and ISOs related to the aforementioned unsettled transactions and the amounts due to merchants and ISOs on already settled transactions that these merchants and ISOs have not yet redeemed in the blockchain.	**Payment Processing Liabilities** The Company's proprietary blockchain-based technology serves as the settlement engine for all transactions within the Company's ecosystem. The blockchain ledger provides a robust and secure platform to log large volumes of immutable transactional records in real time. In summary, blockchain is a distributed ledger that uses digitally encrypted keys to verify, secure and record details of each transaction conducted within an ecosystem. Unlike general blockchain-based systems, the Company uses proprietary, private ledger technology to verify every transaction conducted within the Company's ecosystem. The verification of transaction data comes from trusted partners, all of whom have been extensively vetted by the Company. The Company facilitates all financial elements of its closed-loop ecosystem, and it acts as the administrator for all related accounts. Using the Company's TrustGateway technology, the Company seeks authorization and settlement for each transaction from Gateways to the issuing bank responsible for the credit/debit card used in the transaction. When a gateway settles the transaction, the company's TrustGateway technology composes a chain of blockchain instructions to the Company's ledger manager system. When consumers use credit or debit cards to pay for transactions with merchants who use our ecosystem, the transaction starts with the consumer purchasing tokens from the Company. Tokens in this context are used to represent and track the value or number of credits the consumer has received in the blockchain. The issuance of tokens is accomplished when the Company loads a virtual wallet with a token, which then transfers credits to the merchant's wallet on a dollar-for-dollar basis, after which the merchant releases its goods or services to the consumer. These transfers take place instantaneously and seamlessly, allowing the transaction experience to seem like any other ordinary credit or debit card transaction to the consumer and merchant. While the Company's blockchain ledger records transaction details instantaneously, the final cash settlement of each transaction can take days to weeks, depending upon contract terms between the Company and the gateways the Company uses, between the Company and its ISOs, and between the Company and/or its ISOs and merchants who use the Company's services. In the case where the gateways have not yet remitted funds to the Company pertaining to transactions already processed, the Company records those amounts as cash due from gateways, net – a current asset. Concurrently, the Company records a portion of the cash due from gateways as revenue and the remaining balance, which is due to merchants and ISOs, as payment processing liabilities, net – a current liability. The balance included in payment processing liabilities, net in the consolidated balance sheets is equal to the sum of amounts due to merchants and ISOs related to the aforementioned unsettled transactions and the amounts due to merchants and ISOs on already settled transactions that these merchants and ISOs have not yet redeemed in the blockchain.
Revenue [Policy Text Block]	**Revenue Recognition** Revenue is recognized when control of the promised goods or services is transferred to customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. The Company generates the majority of its revenue from payment processing services. Payment processing services revenue is typically based on a percentage of the value of each transaction processed and/or upon fixed amounts specified per each transaction or service. The Company satisfies its performance obligations and, therefore, recognizes the processing fees as revenue at a point in time, upon the authorization of a merchant sale transaction.	**Revenue Recognition** Revenue is recognized when control of the promised goods or services is transferred to customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. The Company generates the majority of its revenue from payment processing services. Payment processing services revenue is typically based on a percentage of the value of each transaction processed and/or upon fixed amounts specified per each transaction or service. The Company satisfies its performance obligations and, therefore, recognizes the processing fees as revenue at a point in time, upon the authorization of a merchant sale transaction.
Accounts Receivable [Policy Text Block]	**Accounts Receivable, Net** Accounts receivable consist of amounts recorded in connection with the sale of payment processing terminals and related accessories. Accounts receivable are recorded at invoiced amounts, net of an allowance for credit losses, and do not bear interest. In accordance with Accounting Standards Update ("ASU") No. 2016-13, *Financial Instruments – Credit Losses (ASC 326): Measurement of Credit Losses on Financial Instruments ("ASU 2016-13")*, the Company measures its allowance for credit losses using an expected credit loss model that reflects the Company's current estimate of expected credit losses inherent in the enterprise and the accounts receivable balance. In determining the expected credit losses, the Company considers its historical loss experience, the aging of its accounts receivable balance, current economic and business conditions, and anticipated future economic events that may impact collectability. The Company reviews its allowance for credit losses periodically and, as needed, amounts are written-off when determined to be uncollectible. As of September 30, 2024 and December 31, 2023, the allowance for credit losses was immaterial.	**Accounts Receivable, Net** Accounts receivable consist of amounts recorded in connection with the sale of payment processing terminals and related accessories. Accounts receivable are recorded at invoiced amounts, net of an allowance for credit losses, and do not bear interest. In accordance with Accounting Standards Update ("ASU") No. 2016-13, *Financial Instruments – Credit Losses (ASC 326): Measurement of Credit Losses on Financial Instruments ("ASU 2016-13")*, the Company measures its allowance for credit losses using an expected credit loss model that reflects the Company's current estimate of expected credit losses inherent in the enterprise and the accounts receivable balance. In determining the expected credit losses, the Company considers its historical loss experience, the aging of its accounts receivable balance, current economic and business conditions, and anticipated future economic events that may impact collectability. The Company reviews its allowance for credit losses periodically and, as needed, amounts are written-off when determined to be uncollectible. As of December 31, 2023 and 2022 the allowance for credit losses was immaterial.
Prepaid Expenses, Policy [Policy Text Block]	**Prepaid Expenses and Other Current Assets** Prepaid expenses and other current assets primarily consist of inventory and short term deposits made by our European subsidiaries with credit card companies.	**Prepaid Expenses and Other Current Assets** Prepaid expenses and other current assets primarily consist of inventory and deposits made by our European subsidiaries with credit card companies.
Property, Plant and Equipment, Policy [Policy Text Block]	**Property and Equipment, Net** Property and equipment primarily consist of computer equipment, leasehold improvements, and furniture and fixtures. Property and equipment are stated at historical cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the assets, which range from three to eight years. Leasehold improvements are amortized over the shorter of the lease term or the estimated useful life of the related asset. Expenditures for repairs and maintenance are charged to expense as incurred. For assets sold or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts, and any related gain or loss is reflected in income for the period.	**Property and Equipment, Net** Property and equipment primarily consist of computer equipment, leasehold improvements, and furniture and fixtures. Property and equipment are stated at historical cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the assets, which range from three to eight years. Leasehold improvements are amortized over the shorter of the lease term or the estimated useful life of the related asset. Expenditures for repairs and maintenance are charged to expense as incurred. For assets sold or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts, and any related gain or loss is reflected in income for the period.
Fair Value Measurement, Policy [Policy Text Block]	**Fair Value Measurements** The Company applies fair value accounting for assets and liabilities that are recognized or disclosed at fair value in the consolidated financial statements on a recurring basis. Fair value is defined as the price received to sell an asset or paid to transfer a liability in the principal market for the asset or	**Fair Value Measurements** The Company applies fair value accounting for assets and liabilities that are recognized or disclosed at fair value in the consolidated financial statements on a recurring basis. Fair value is defined as the price received to sell an asset or paid to transfer a liability in the principal market for the asset or

liability in an orderly transaction between market participants on the measurement date.

ASC 820, *Fair Value Measurements,* establishes a three-level hierarchy priority for disclosure of assets and liabilities recorded at fair value. The ordering of priority reflects the degree to which objective prices in external active markets are available to measure fair value. The classification of assets and liabilities within the hierarchy is based on whether the inputs to the valuation methodology used for measurement are observable or unobservable. The Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible. The three levels in the hierarchy are as follows:

- Level 1 – Observable inputs, such as unadjusted quoted prices in active markets for identical assets or liabilities accessible to the reporting entity at the measurement date.
- Level 2 – Observable inputs other than Level 1 quoted prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 – Unobservable inputs that cannot be directly corroborated by observable market data and that typically reflect management's estimate of assumptions that market participants would use in pricing the asset or liability.

The Company measures its convertible note and related derivative liability at fair value. The Company classifies these liabilities as Level 3 of the fair value hierarchy, as fair values are estimated using models that use both observable (e.g., changes in market interest rates) and unobservable (e.g., changes in unobservable long-dated volatilities) inputs.

liability in an orderly transaction between market participants on the measurement date.

ASC Topic 820, *Fair Value Measurements,* establishes a three-level hierarchy priority for disclosure of assets and liabilities recorded at fair value. The ordering of priority reflects the degree to which objective prices in external active markets are available to measure fair value. The classification of assets and liabilities within the hierarchy is based on whether the inputs to the valuation methodology used for measurement are observable or unobservable. The Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible. The three levels in the hierarchy are as follows:

- Level 1 – Observable inputs, such as unadjusted quoted prices in active markets for identical assets or liabilities accessible to the reporting entity at the measurement date.
- Level 2 – Observable inputs other than Level 1 quoted prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 – Unobservable inputs that cannot be directly corroborated by observable market data and that typically reflect management's estimate of assumptions that market participants would use in pricing the asset or liability.

The Company measures its convertible note and related derivative liability at fair value. The Company classifies these liabilities as Level 3 of the fair value hierarchy, as fair values are estimated using models that use both observable (e.g., changes in market interest rates) and unobservable (e.g., changes in unobservable long-dated volatilities) inputs.

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

Goodwill and Intangible Assets

Goodwill is recorded when the consideration paid for the acquisition of a business exceeds the fair value of the identifiable net tangible and intangible assets acquired. ASC 350-20, *Intangibles—Goodwill and Other—Goodwill,* requires companies to assess goodwill for impairment annually or more frequently if indicators of impairment exist. Testing goodwill for impairment is performed at the reporting unit level, using a two-step test, and requires companies to compare the fair value of a reporting unit with its carrying amount, including goodwill. Goodwill is considered impaired if the carrying value of a reporting unit exceeds its fair value. ASC 350-20 also provides for an optional qualitative assessment for testing goodwill for impairment that enables companies to skip the two-step test if it is determined that it is more likely than not (i.e., a likelihood of greater than 50%) that the fair value of a reporting unit is greater than its carrying amount.

The Company's policy is to perform its annual impairment test of goodwill as of December 31 of each fiscal year or more frequently if indicators of impairment are identified. Based on the most recent impairment assessment, performed as of June 30, 2024, the Company previously recorded an impairment charge of $6.7 million or one hundred percent (100%) of the goodwill balance related to its North America operating unit. For the quarter ended September 30, 2024, no impairment indicators were identified that would warrant an updated impairment assessment and, as such, no additional adjustment to the remaining carrying value of goodwill was required.

Intangible assets consist of acquired customer relationships and business intellectual properties. In accordance with ASC 350-30, *Intangibles—Goodwill and Other—General Intangibles Other than Goodwill*, the Company's intangible assets are amortized over their estimated useful lives, ranging from two to five years, using the straight-line method. Intangible assets amortized under ASC 350-30 must be reviewed for impairment when indicators of impairment are present, in accordance with ASC 360-10. Based on Management's most recent impairment assessment, it was determined that the carrying value of the Company's intangible assets are recoverable as of September 30, 2024.

Goodwill and Intangible Assets

Goodwill is recorded when the consideration paid for an acquisition of a business exceeds the fair value of the identifiable net tangible and intangible assets acquired.

Goodwill is tested for impairment, at a minimum, on an annual basis at the reporting unit level by first performing a qualitative assessment to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying value. If the reporting unit does not pass the qualitative assessment, then the reporting unit's carrying value is compared to its fair value. Goodwill is considered impaired if the carrying value of the reporting unit exceeds its fair value. The Company's policy is to perform its annual impairment test of goodwill as of December 31 of each fiscal year. Based on our most recent annual impairment assessment, we determined that no adjustment to the carrying value of goodwill of our reporting unit as required.

Intangible assets consist of acquired customer relationships and business intellectual properties. Intangible assets are amortized over their estimated useful lives, ranging from two to five years, using the straight-line method. No significant residual value is estimated for intangible assets.

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

Impairment of Long-Lived Assets

The Company evaluates property and equipment and finite-lived intangible assets for impairment whenever events or circumstances indicate that the carrying amounts of such assets may not be recoverable. Recoverability is measured by comparing the carrying amount of an asset or an asset group to estimated undiscounted future net cash flows expected to be generated. If the carrying amount of the long–lived asset or asset group is not recoverable on an undiscounted cash flow basis, an impairment is recognized to the extent that the carrying amount exceeds its fair value. Fair value is determined through various valuation techniques including discounted cash flow models, quoted market values, and third–party independent appraisals, as considered necessary. Other than the charge-off recorded during the period ended December 31, 2022, for the entire consideration paid in connection with the contracted acquisition of the Sky Financial portfolio, the Company determined that the values of its long-lived assets as of December 31, 2023 and 2022, are supportable and recoverable.

Lessee, Leases [Policy Text Block]

Leases

The Company leases office space under non-cancellable operating leases with various expiration dates. The Company determines whether an arrangement is a lease for accounting purposes at contract inception. Operating leases are recorded as right-of-use ("ROU") assets, which are included within noncurrent assets, and lease liabilities, which are included within current and noncurrent liabilities on our consolidated balance sheets.

Operating lease ROU assets and operating lease liabilities are recognized at the lease commencement date based on the present value of the future lease payments over the lease term. ROU assets are based on the lease liability and are increased by prepaid lease payments and decreased by lease incentives received, where applicable. The interest rate used to determine the present value of the future lease payments is the Company's incremental borrowing rate because the interest rate implicit in the Company's leases is not readily determinable. The Company's incremental borrowing rate is estimated to approximate the interest rate that the Company would pay to borrow on a collateralized basis with similar terms and payments as the lease, and in economic environments where the leased asset is located. Certain leases require the Company to pay taxes, maintenance, and other operating expenses associated with the leased asset. Such amounts are not included in the measurement of the ROU assets and lease liabilities. These lease costs are recognized as lease expenses when incurred.

The Company evaluates ROU assets related to leases for indicators of impairment whenever events or changes in circumstances indicate that the carrying amount of a ROU asset may not be recoverable. When a decision has been made to exit a lease prior to the contractual term or to sublease that space, the Company evaluates the asset for impairment and recognizes the associated impact to the ROU asset and related expense, if applicable. The evaluation is performed at the asset group level initially and when appropriate, at the lowest level of identifiable cash flows, which is at the individual lease level. Undiscounted cash flows expected to be generated by the related ROU assets are estimated over the ROU assets' useful lives. If the evaluation indicates that the carrying amount of the ROU assets may not be recoverable, any potential impairment is measured based upon the fair value of the related ROU asset or asset group as determined by appropriate valuation techniques.

Leases

The Company leases office space under non-cancellable operating leases with various expiration dates. The Company determines whether an arrangement is a lease for accounting purposes at contract inception. Operating leases are recorded as right-of-use ("ROU") assets, which are included within noncurrent assets, and lease liabilities, which are included within current and noncurrent liabilities on our consolidated balance sheets.

Operating lease ROU assets and operating lease liabilities are recognized at the lease commencement date based on the present value of the future lease payments over the lease term. ROU assets are based on the lease liability and are increased by prepaid lease payments and decreased by lease incentives received, where applicable. The interest rate used to determine the present value of the future lease payments is the Company's incremental borrowing rate because the interest rate implicit in the Company's leases is not readily determinable. The Company's incremental borrowing rate is estimated to approximate the interest rate that the Company would pay to borrow on a collateralized basis with similar terms and payments as the lease, and in economic environments where the leased asset is located. Certain leases require the Company to pay taxes, maintenance, and other operating expenses associated with the leased asset. Such amounts are not included in the measurement of the ROU assets and lease liabilities. These lease costs are recognized as lease expenses when incurred.

The Company evaluates ROU assets related to leases for indicators of impairment whenever events or changes in circumstances indicate that the carrying amount of a ROU asset may not be recoverable. When a decision has been made to exit a lease prior to the contractual term or to sublease that space, the Company evaluates the asset for impairment and recognizes the associated impact to the ROU asset and related expense, if applicable. The evaluation is performed at the asset group level initially and when appropriate, at the lowest level of identifiable cash flows, which is at the individual lease level. Undiscounted cash flows expected to be generated by the related ROU assets are estimated over the ROU assets' useful lives. If the evaluation indicates that the carrying amount of the ROU assets may not be recoverable, any potential impairment is measured based upon the fair value of the related ROU asset or asset group as determined by appropriate valuation techniques.

Share-Based Payment Arrangement [Policy Text Block]

Stock Based Compensation

Stock-based compensation expense relates to restricted stock awards ("RSAs") and stock options granted to employees and non-employee directors under the Company's equity incentive plans, which are measured based on the grant-date fair value. The fair value of RSAs is determined by the closing price of the Company's common stock on the grant date. The fair value of stock options is estimated on the date of grant using the Black-Scholes-Merton option valuation model. Generally, stock-based compensation expense is recorded on a straight-line basis over the requisite service period. The Company accounts for forfeitures as they occur.

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Income Tax, Policy [Policy Text Block]

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred income taxes are recognized for temporary differences between the tax basis of assets and liabilities and their reported amounts in the financial statements, net of operating loss carry forwards and credits, by applying enacted statutory tax rates applicable to future years. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is not more likely than not that some portion of or all the deferred tax assets will not be realized. Judgment is required in determining and evaluating income tax provisions and valuation allowances for deferred income tax assets. We recognize an income tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by taxing authorities, based on the technical merits of the position.

Current income taxes are provided for in accordance with the laws of the relevant taxing authorities.

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Current income taxes are provided for in accordance with the laws of the relevant taxing authorities. As of December 31, 2023 and 2022, we have valuation allowances which serve to reduce net deferred tax assets.

Earnings Per Share, Policy [Policy Text Block]

Net Loss Per Share

The Company's basic net loss per share is computed by dividing the net loss available to common shareholders by the weighted average number of common shares outstanding during the period without consideration of potentially dilutive securities. Diluted net loss per share is computed by dividing the net loss available to common shareholders by the weighted-average number of shares of common stock outstanding, adjusted for the dilutive effect of all potential shares of common stock. For the three and nine-month periods ended September 30, 2024 and 2023, the Company's diluted net loss per share is the same as the basic net loss per share, since there are no common stock equivalents outstanding that would have a dilutive effect.

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Segment Reporting, Policy [Policy Text Block]

Segment Reporting

The Company determines its reportable segments based on how its Chief Operating Decision Maker ("CODM") manages the business, makes operating decisions around the allocation of resources, and evaluates operating performance. Our CODM is our Chief Executive Officer and we have identified two reportable segments: North America and International. These segments represent the components of the Company for which separate financial information is available that is utilized on a regular basis by the CODM to assess segment performance, set strategic goals, and allocate the Company's resources. The primary financial measure used by the CODM to evaluate the performance of its segments and allocate resources to them is operating income or (loss).

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New Accounting Pronouncements, Policy [Policy Text Block]

Recently Adopted Accounting Pronouncements

In June 2016, the Financial Accounting Standards Board ("FASB") issued ASU No. 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, as amended by subsequently issued ASUs 2018-19, 2019-04, 2019-05, 2019-10, 2019-11, 2020-02, 2020-03 and 2022-02 (collectively, "Topic 326"). Topic 326 requires entities to utilize a new impairment model known as the current expected credit loss ("CECL") model for certain financial assets held at the reporting date. The CECL model requires entities to estimate lifetime "expected credit loss"

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In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, as amended by subsequently issued ASUs 2018-19, 2019-04, 2019-05, 2019-10, 2019-11, 2020-02, 2020-03 and 2022-02 (collectively, "Topic 326"). Topic 326 requires entities to utilize a new impairment model known as the current expected credit loss ("CECL") model for certain financial assets held at the reporting date. The CECL model amounts and record them as an allowance that, when deducted from the amortized cost basis of the financial asset, presents the net amount expected to be collected on the financial asset. The CECL model is expected to result in more timely recognition of credit losses. The guidance also amends the impairment model for available for sale debt securities and requires entities to determine whether all or a portion of the unrealized loss on such debt security is a credit loss. The Company adopted the updates as of January 1, 2023, with no material impact on its consolidated financial statements.

In October 2021, the FASB issued ASU 2021-08, "*Business Combinations (ASC 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers*," which requires contract assets and contract liabilities acquired in a business combination to be recognized and measured by the acquirer on the acquisition date in accordance with ASC 606, "*Revenue from Contracts with Customers*," as if the acquirer had originated the contracts. Under current accounting standards, contract assets and contract liabilities acquired in a business combination are to be recorded at fair value using the ASC 805 measurement principle. ASU 2021-08 is effective for fiscal years and interim reporting periods within those fiscal years beginning after December 15, 2022. The adoption of ASU 2021-08, effective January 1, 2023, did not have an impact on the financial condition, results of operations, cash flows and disclosures of the Company.

In August 2020, the FASB issued ASU 2020-06, *Debt – Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging – Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity ("ASU 2020-06").* ASU 2020-06 aims to simplify the accounting for convertible instruments by reducing the number of accounting models for convertible debt instruments and convertible preferred stock. ASU 2020-06 also simplifies the derivative scope exception guidance pertaining to equity classification of contracts in an entity's own equity and amends the diluted earnings per share guidance, including the requirement to use the if-converted method for all convertible instruments. Early adoption is permitted for fiscal years beginning after December 15, 2020. For SEC filers, excluding smaller reporting companies, ASU 2020-06 is effective for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. For all other entities, ASU 2020-06 is effective for fiscal years beginning after December 15, 2023, including interim periods therein. The adoption of ASU 2020-06, effective January 1, 2024, did not have an impact on the financial condition, results of operations, cash flows and disclosures of the Company.

Recently Issued Accounting Pronouncements

In November 2023, the FASB issued ASU 2023-07, *Segment Reporting (Topic 280)*: *Improvements to Reportable Segment Disclosures*. The amended guidance requires incremental reportable segment disclosures, primarily about significant segment expenses. The amendments also require entities with a single reportable segment to provide all disclosures required by these amendments, and all existing segment disclosures. The amendments will be applied retrospectively to all prior periods presented in the financial statements and is effective for fiscal years beginning after December 15, 2023, and interim periods in fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently in the process of evaluating the impact this amended guidance may have on the footnotes to its consolidated financial statements.

In December 2023, the FASB issued ASU 2023-08, *Intangibles – Goodwill and Other – Crypto Assets (Subtopic 350-60)*: *Accounting for and Disclosure of Crypto Assets*. This amended guidance requires fair value measurement of certain crypto assets each reporting period with the changes in fair value reflected in net income. The amendments also require disclosures of the name, fair value, units held, and cost bases for each significant crypto asset held and annual reconciliations of crypto asset holdings. The new guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2024, with early adoption permitted. We are required to apply these amendments as a cumulative-effect adjustment to retained earnings as of the beginning of the fiscal year in which the guidance is adopted. The adoption of this guidance is not expected to have an impact on our consolidated financial statements, as we currently do not hold any crypto assets.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*. The amended guidance enhances income tax disclosures primarily related to the effective tax rate reconciliation and income taxes paid information. This guidance requires disclosure of specific categories in the effective tax rate reconciliation and further information on reconciling items meeting a quantitative threshold. In addition, the amended guidance requires disaggregating income taxes paid (net of refunds received) by federal, state, and foreign taxes. It also requires disaggregating individual jurisdictions in which income taxes paid (net of refunds received) is equal to or greater than five (5) percent of total income taxes paid (net of refunds received). The amended guidance is effective for fiscal years beginning after December 15, 2024. The guidance can be applied either prospectively or retrospectively. The Company is currently in the process of evaluating the impact this amended guidance may have on the footnotes to our consolidated financial statements.

requires entities to estimate lifetime "expected credit loss" amounts and record them as an allowance that, when deducted from the amortized cost basis of the financial asset, presents the net amount expected to be collected on the financial asset. The CECL model is expected to result in more timely recognition of credit losses. The guidance also amends the impairment model for available for sale debt securities and requires entities to determine whether all or a portion of the unrealized loss on such debt security is a credit loss. The Company adopted the updates as of January 1, 2023, with no material impact on its consolidated financial statements.

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Basis of Accounting, Policy [Policy Text Block]

Basis of Presentation and Consolidation

The accompanying interim consolidated financial statements are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information. All intercompany transactions and balances have been eliminated in the accompanying interim consolidated financial statements.

Unaudited Interim Financial Information

Certain information and footnote disclosures normally included in the Company's annual audited financial statements and accompanying notes have been condensed or omitted in this accompanying interim consolidated financial statements and footnotes. Accordingly, the accompanying interim consolidated financial statements included herein should be read in conjunction with the audited consolidated financial statements and accompanying notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023, filed with the Securities and Exchange Commission ("SEC") on March 26, 2024 (the "2023 Annual Report").

In the opinion of management, these unaudited interim consolidated financial statements include all adjustments and accruals, consisting only of normal, recurring adjustments that are necessary for a fair statement of the results of all interim periods reported herein. The results of the interim periods are not necessarily indicative of the results expected for the full fiscal year or any other interim period or any future year or period.

Research and Development Expense, Policy [Policy Text Block]

Research and Development Costs

Research and development costs primarily consist of salaries and benefits for research and development personnel and outsourced contracted services, as well as associated supplies and materials. These costs are expensed as incurred.

Internal Use Software, Policy [Policy Text Block]

Internal-use Software Development Costs

Internal-use software development costs consist of the costs related to outsourced consultants who are directly associated with and who devote time to creating and enhancing internally developed software for the Company's platforms. Internal-use software development activities generally consist of three stages: (i) the preliminary project stage, (ii) the application development stage, and (iii) the postimplementation-operation stage. In accordance with Accounting Standards Codification ("ASC") 350-40, *Internal Use Software*, costs incurred in the preliminary and postimplementation-operation stages of software development are expensed as incurred. Costs incurred in the application development stage, including significant enhancements and upgrades, are capitalized. Capitalized internal-use software development costs are included within property and equipment, net on the unaudited condensed consolidated balance sheets, and are amortized on a straight-line basis over an estimated useful life of three years upon the software or additional features being ready for their intended use.

Foreign Currency Transactions and Translations Policy [Policy Text Block]

Foreign Currency

Assets and liabilities of our foreign subsidiaries are translated into the reporting currency using the exchange rates in effect on the consolidated balance sheet dates. Equity accounts are translated at historical rates, except for the change in retained earnings during the period, which is the result of the income statement translation process. Revenue and expense accounts are translated using the weighted average exchange rate during the period. The cumulative translation adjustments associated with the net assets of foreign subsidiaries are recorded in accumulated other comprehensive income in the accompanying interim consolidated statements of stockholders' equity.

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Acquisitions (Tables)	**12 Months Ended Dec. 31, 2023**
Transact Europe Holdings [Member]	
Acquisitions (Tables) [Line Items]	
Schedule of Business Acquisitions, by Acquisition [Table Text Block]	The following summarizes the estimated fair values of the net assets acquired, which were recorded as of April 1, 2022 (dollars in thousands):

Tangible assets (liabilities):	
Net assets	$ 7,339
Intangible assets:	
Customer relationships	1,267
Goodwill	20,205
Total intangible assets	21,472
Total net assets acquired	$ 28,811

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Property and Equipment, Net (Tables)	**9 Months Ended Sep. 30, 2024**	**12 Months Ended Dec. 31, 2023**
Property, Plant and Equipment [Abstract]		
Property, Plant and Equipment [Table Text	The following table details property and equipment, less accumulated depreciation (dollars	

Block]

in thousands):

	September 30, 2024	December 31, 2023
Computers and equipment	$ 258	$ 276
Furniture and fixtures	152	152
Improvements	186	171
Internal-use software development	1,101	-
Total property and equipment	1,697	599
Less: accumulated depreciation	(397)	(293)
Net property and equipment	$ 1,300	$ 306

The following table details property and equipment, less accumulated depreciation (dollars in thousands):

	December 31, 2023	December 31, 2022
Buildings	$ -	$ 1,360
Computers and equipment	276	247
Furniture and fixtures	152	149
Improvements	171	164
Total property and equipment	599	1,920
Less: accumulated depreciation	(293)	(224)
Net property and equipment	$ 306	$ 1,696

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Goodwill (Tables)

9 Months Ended Sep. 30, 2024

12 Months Ended Dec. 31, 2023

Disclosure Text Block Supplement [Abstract]

Schedule of Goodwill [Table Text Block]

The following table summarizes goodwill activity by reportable segment (dollars in thousands):

	North America	International	Consolidated
Goodwill - December 31, 2023	$ 6,675	$ 20,078	$ 26,753
Goodwill Acquired	-	-	-
Goodwill Impairment	(6,675)	-	(6,675)
Adjustments (1)	-	240	240
Goodwill – September 30, 2024	$ -	$ 20,318	$ 20,318

(1) The adjustments to goodwill pertain to foreign currency translation adjustments, totaling positive $0.85 million and positive $0.24 million during the three and nine-month periods ended September 30, 2024.

The following table presents goodwill balances (dollars in thousands):

	December 31, 2023	December 31, 2022
Acquisition of Northeast	$ 2,793	$ 2,793
Acquisition of Charge Savvy	3,755	3,755
Acquisition of Transact Europe Holdings	20,205	20,205
Total goodwill	$26,753	$26,753

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Intangible Assets, Net (Tables)

9 Months Ended Sep. 30, 2024

12 Months Ended Dec. 31, 2023

Goodwill and Intangible Assets Disclosure [Abstract]

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

The following table details acquired intangible assets (dollars in thousands):

Intangible Assets	Amortization Period	September 30, 2024 Cost	September 30, 2024 Accumulated Amortization	September 30, 2024 Net	December 31, 2023 Cost	December 31, 2023 Accumulated Amortization	December 31, 2023 Net
Customer relationships	2-5 years	$ 7,812	$ (5,190)	2,622	$ 7,812	$ (4,100)	$3,712
Business technology/IP	5 years	2,767	(1,713)	1,054	2,675	(1,328)	1,347
Total intangible assets		$10,579	$ (6,903)	3,676	$10,487	$ (5,428)	$5,059

The following table details acquired intangible assets (dollars in thousands):

Intangible Assets	Amortization Period	December 31, 2023 Cost	December 31, 2023 Accumulated Amortization	December 31, 2023 Net	December 31, 2022 Cost	December 31, 2022 Accumulated Amortization	December 31, 2022 Net
Customer relationships – North America	5 years	$ 6,545	$ (2,991)	$3,554	$5,820	$ (1,755)	$4,065
Customer relationships - International	2 years	1,267	(1,109)	158	1,267	(475)	792
Business technology/IP	5 years	2,675	(1,328)	1,347	2,675	(793)	1,882
Total intangible assets		$10,487	$ (5,428)	$5,059	$9,762	$ (3,023)	$6,739

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

The estimated amortization expense related to intangible assets as of September 30, 2024 is as follows (dollars in thousands):

Year	Amount
2024 (remainder)	$ 465
2025	1,862
2026	1,082
2027	167
2028	91
Thereafter	9
Total	$ 3,676

The estimated future amortization expense related to intangible assets as of December 31, 2023 is as follows (dollars in thousands):

Year	Amount
2024	$ 2,002
2025	1,844
2026	992
2027	148
2028	73
Total	$ 5,059

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Accrued Liabilities (Tables)

9 Months Ended Sep. 30, 2024

12 Months Ended Dec. 31, 2023

Other Liabilities and Financial Instruments Subject to Mandatory Redemption [Abstract]

Schedule of Accounts Payable and Accrued Liabilities [Table Text Block]

The following table details the balance in accrued liabilities (dollars in thousands):

	September 30, 2024	December 31, 2023
Accrued gateway fees	$ 22	$ 2,356
Payroll related accruals	1,540	1,235
Accrued legal and professional fees	2,850	1,342
Accrued taxes	295	528
Accrued legal settlement	1,598	-
Other	1,264	294
Total accrued liabilities	$ 7,569	$ 5,755

The following table details the balance in accrued liabilities (dollars in thousands):

	December 31, 2023	December 31, 2022
Accrued gateway fees	$ 2,356	$ 681
Payroll related accruals	1,235	664
Accrued legal and professional fees	1,342	330
Accrued taxes	306	1,357
Other	516	318
Total accrued liabilities	$ 5,755	$ 3,350

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Long-Term Debt, Net (Tables)

9 Months Ended Sep. 30, 2024

12 Months Ended Dec. 31, 2023

Debt Disclosure [Abstract]

Schedule of Debt [Table Text Block]

The following table summarizes the Company’s debt (dollars in thousands):

	September 30, 2024	December 31, 2023
$100,000,000 8% senior convertible note, due April 5, 2026	$ 19,000	$ 19,200
Less: Unamortized debt discount	(1,899)	(3,906)
Net carrying value	17,101	15,294
$149,900 Economic Injury Disaster Loan (EIDL), interest rate of 3.75%, due June 1, 2050	142	146
$500,000 EIDL, interest rate of 3.75%, due May 8, 2050	478	487
Total debt	17,721	15,927
Less: current portion	(15)	(15)
Long-term debt, net	$ 17,706	$ 15,912

The following table summarizes the Company’s debt as of December 31, 2023 and 2022 (dollars in thousands):

	December 31, 2023	December 31, 2022
$100,000,000 8% senior convertible note, due April 5, 2025	$ 19,200	$ 85,450
Less: Unamortized debt discount	(3,906)	(24,349)
Net carrying value	15,294	61,101
$149,900 Economic Injury Disaster Loan (EIDL), interest rate of 3.75%, due June 1, 2050	146	149
$500,000 EIDL, interest rate of 3.75%, due May 8, 2050	487	499
Total debt	15,927	61,749
Less: current portion	(15)	(14)
Long-term debt, net	$ 15,912	$ 61,735

Convertible Debt [Table Text Block]

The following is a rollforward of the senior convertible note balance (dollars in thousands):

Balance, December 31, 2020	$ -
Convertible debentures issued	100,000
Derivative liability	(21,580)
Original issue discount of 16%	(16,000)
Placement fees and issuance costs	(7,200)
Accretion and write-off of debt discount	3,435
Balance, net of unamortized debt discount of $41,345 - December 31, 2021	58,655

The following is a rollforward of the senior convertible note balance (dollars in thousands):

Balance, December 31, 2020	$ -
Convertible debentures issued	100,000
Derivative liability	(21,580)
Original issue discount of 16%	(16,000)
Placement fees and issuance costs	(7,200)
Amortization and write-off of debt discount	3,435

Repayments and conversion	(14,550)
Accretion and write-off of debt discount	16,996
Balance, net of unamortized debt discount of $24,349 - December 31, 2022	61,101
Repayments and conversion	(66,250)
Accretion and write-off of debt discount	20,443
Balance, net of unamortized debt discount of $3,906 - December 31, 2023	15,294
Conversion	(200)
Accretion and write-off of debt discount	2,007
Balance, net of unamortized debt discount of $1,899 – September 30, 2024	$ 17,101

Balance, net of unamortized debt discount of $41,345 - December 31, 2021	58,655
Repayments and conversion	(14,550)
Amortization and write-off of debt discount	16,996
Balance, net of unamortized debt discount of $24,349 - December 31, 2022	61,101
Repayments and conversion	(66,250)
Amortization and write-off of debt discount	20,443
Balance, net of unamortized debt discount of $3,906 - December 31, 2023	$ 15,294

Schedule of Derivative Liabilities at Fair Value [Table Text Block]

The following is a rollforward of the derivative liability balance (dollars in thousands):

Balance, December 31, 2021	$ 18,735
Change in fair value 2022	(18,480)
Balance, December 31, 2022	255
Increase in derivative liability upon extinguishment of debt	6,312
Change in fair value 2023	(6,548)
Balance, December 31, 2023	19
Change in fair value 2024	(14)
Balance, September 30, 2024	$ 5

The following is a rollforward of the derivative liability balance (dollars in thousands):

Balance, December 31, 2021	$ 18,735
Change in fair value 2022	(18,480)
Balance, December 31, 2022	255
Increase in derivative liability upon extinguishment of debt	6,312
Change in fair value 2023	(6,548)
Balance, December 31, 2023	$ 19

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Convertible Preferred Stock (Tables) | **9 Months Ended Sep. 30, 2024** | **12 Months Ended Dec. 31, 2023**

Disclosure Text Block Supplement [Abstract]

Schedule of Stock by Class [Table Text Block]

Preferred Stock consisted of the following (dollars in thousands):

	September 30, 2024				
	Preferred Shares Authorized	Preferred Shares Issued and Outstanding	Carrying Value	Liquidation Preference	Common Stock Issuable Upon Conversion
Series A	15,000	-	$ -	$ -	-
Series B	55,000	53,950	72,226	62,043	17,347,267
Total Preferred Stock	70,000	53,950	$ 72,226	$ 62,043	$17,347,267

	December 31, 2023				
	Preferred Shares Authorized	Preferred Shares Issued and Outstanding	Carrying Value	Liquidation Preference	Common Stock Issuable Upon Conversion
Series A	15,000	-	$ -	$ -	$ -
Series B	55,000	55,000	73,631	63,250	17,684,888
Total Preferred Stock	70,000	55,000	$ 73,631	$ 63,250	$17,684,888

As of December 31, 2023, Preferred Stock consisted of the following (dollars in thousands):

	Preferred Shares Authorized	Preferred Shares Issued and Outstanding	Carrying Value	Liquidation Preference	Common Stock Issuable Upon Conversion
Series A	15,000	-	$ -	$ -	-
Series B	55,000	55,000	73,631	63,250	17,684,888
Total Preferred Stock	70,000	55,000	$ 73,631	$ 63,250	17,684,888

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Income Taxes (Tables) | **12 Months Ended Dec. 31, 2023**

Income Tax Disclosure [Abstract]

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

The components of the provision for income taxes are as follows (dollars in thousands):

	Year Ended December 31, 2023	Year Ended December 31, 2022
Federal	-	-
State	17	40
International	406	-
Current income tax expense (benefit)	423	40
Deferred		
Federal	-	-
State	-	-
International	(134)	(48)
Deferred income tax expense (benefit)	(134)	(48)
Total tax expense		
Federal	-	-
State	17	40
International	272	(48)
Total	289	(8)

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

Taxes on income vary from the statutory federal income tax rate applied to earnings before tax on income as follows (dollars in thousands):

	Year Ended December 31, 2023	Year Ended December 31, 2022
Statutory federal income tax rate of 21% applied to earnings before income taxes and extraordinary items	$ (11,091)	$ (10,341)
State taxes - net of federal benefit	14	31
Meals and entertainment	10	14
Transactions expenses	-	41
Gift	4	4
Stock compensation (ISOs)	189	-
Changes in FV of derivative liability	(1,374)	(3,540)
Derecognition expense on conversion of convertible debt	5,257	1,199
Valuation allowance	7,223	12,329
Others	212	116
Foreign rate difference	(155)	139
Total	$ 289	$ (8)

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

Deferred income tax assets and liabilities arising from differences between accounting for financial statement purposes and tax purposes, less valuation reserves at year-end, are as follows (dollars in thousands):

	Year Ended December 31, 2023	Year Ended December 31, 2022
State taxes - prior year	$ 4	$ 4
Intangible assets	4,785	5,380
Fixed assets	2	-
Allowance for credit losses	1,064	6,169
Capitalization of research and development Under Sec 174	2,012	1,121
Inventory reserve	24	-
Contingent liability	-	130
Stock compensation (RSA)	111	-
Lease liability	962	270
Accrued expenses	73	-
Other	70	-
Net operating loss carryover	26,689	12,489
Total deferred tax assets	35,796	25,563
Deferred tax liabilities:		
Fixed assets	-	(5)
Goodwill Tier 1	(161)	(104)
Intangible assets	(13)	(78)
Right of use assets	(987)	(250)
Total deferred tax liabilities	(1,161)	(437)
Net deferred tax assets, non-current prior to valuation allowance	34,635	25,126
Valuation allowance	(34,579)	(25,204)
Total net deferred taxes	$ 56	$ (78)

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Stock-Based | **9 Months Ended** | **12 Months Ended**

Compensation (Tables) | **Sep. 30, 2024** | **Dec. 31, 2023**

Share-Based Payment Arrangement, Disclosure [Abstract]

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

Sep. 30, 2024:

A summary of stock option activity for the nine months ended September 30, 2024 is as follows (dollars in thousands):

	Shares	Weighted Average Exercise Price
Outstanding at December 31, 2023	766,142	$ 3.76
Granted	-	N/A
Exercised	(11,999)	1.98
Cancelled/forfeited/expired	(148,580)	3.51
Outstanding at September 30, 2024	605,563	$ 4.21
Exercisable at September 30, 2024	232,233	$ 7.69

Dec. 31, 2023:

A summary of stock option activity for the year ended December 31, 2023 is as follows (dollars in thousands):

	Shares	Weighted Average Exercise Price
Outstanding at January 1, 2023	31,963	$ 46.28
Granted	735,999	2.02
Exercised	-	N/A
Cancelled/forfeited/expired	(1,820)	50.39
Outstanding at December 31, 2023	766,142	3.76
Exercisable at December 31, 2023	296,812	$ 6.49

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

Dec. 31, 2023:

The grant-date fair values of the Company's stock options awards were estimated using the following assumptions:

	Year Ended December 31, 2023	Year Ended December 31, 2022
Risk free interest rate	4.44%	2.70%
Expected term (years)	5.0	5.0
Expected volatility	204%	93.2%
Expected dividend yield	0%	0%

Nonvested Restricted Stock Shares Activity [Table Text Block]

Sep. 30, 2024:

A summary of RSA activity for the nine months ended September 30, 2024 is as follows (dollars in thousands):

	Number of Shares	Weighted Average Grant Date Fair Value
Unvested at January 1, 2024	189,893	$ 2.28
Granted	86,932	2.80
Vested	(123,626)	3.23
Forfeited	-	
Unvested at September 30, 2024	153,199	$ 1.87

Dec. 31, 2023:

A summary of RSA activity for the year December 31, 2023 is as follows (dollars in thousands):

	Number of Shares	Weighted Average Grant Date Fair Value
Unvested at January 1, 2023	52,545	$ 13.48
Granted	346,508	4.10
Vested	(198,090)	5.71
Forfeited	(11,070)	10.36
Unvested at December 31, 2023	189,893	$ 2.28

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Operating Leases (Tables) | **9 Months Ended Sep. 30, 2024** | **12 Months Ended Dec. 31, 2023**

Disclosure Text Block [Abstract]

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

9 Months Ended Sep. 30, 2024:

Future minimum lease payments under our operating leases and reconciliation to the operating lease liability as of September 30, 2024, are as follows (in thousands):

Year Ending December 31,	Total
2024 (remainder)	$ 469
2025	1,179
2026	1,342
2027	1,046
2028	1,041
Total lease payments	5,077
Less: imputed interest	(1,112)
Present value of total lease payments	3,965
Less: current portion	(821)
Long-term lease liabilities	$ 3,144

12 Months Ended Dec. 31, 2023:

Year Ending December 31,	Total
2024	$ 1,102
2025	1,161
2026	1,329
2027	1,046
2028	1,041
Total lease payments	5,679
Less: imputed interest	(1,267)
Present value of total lease payments	4,412
Less: current portion	(692)
Long-term lease liabilities	$ 3,720

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Segment Reporting (Tables) | **9 Months Ended Sep. 30, 2024** | **12 Months Ended Dec. 31, 2023**

Segment Reporting [Abstract]

Schedule of Segment Reporting Information, by Segment [Table Text Block]

9 Months Ended Sep. 30, 2024:

	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
Revenue				
North America	$ 2,832	$ 12,488	$ 15,478	$ 32,330
International	9,774	4,992	25,802	11,290
	$ 12,606	$ 17,480	$ 41,280	$ 43,620
Loss from operations				
North America	$ (3,664)	$ (3,243)	$(20,456)	$(10,729)
International	1,184	879	5,180	1,259
	$ (2,480)	$ (2,364)	$(15,276)	$ (9,470)
Net loss				
North America	$ (6,281)	$ (3,760)	$(25,053)	$(24,057)
International	1,108	644	5,079	959
	$ (5,174)	$ (3,116)	$(19,974)	$(23,098)
Depreciation and amortization				
North America	$ 505	$ 495	$ 1,504	$ 1,415
International	85	162	322	484
	$ 590	$ 657	$ 1,826	$ 1,899

12 Months Ended Dec. 31, 2023:

	Year Ended December 31, 2023	Year Ended December 31, 2022
Revenue		
North America	$ 48,938	$ 28,613
International	16,931	4,296
Total revenue	$ 65,869	$ 32,909
Income (loss) from operations		
North America	$(14,121)	$(36,517)
International	1,819	(1,321)
Total income (loss) from operations	$(12,302)	$(37,838)
Depreciation and amortization		
North America	$ 1,907	$ 19,938
International	646	979
Total depreciation and amortization	$ 2,553	$ 20,917
Net income (loss)		
North America	$(54,170)	$(47,969)
International	1,069	(1,267)
Total net income (loss)	$(53,101)	$(49,236)

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Description of the Business and Basis of Presentation (Details) - Apr. 01, 2022 € in Millions, $ in Millions	USD ($)	EUR (€)
Accounting Policies [Abstract]		
Payments to Acquire Businesses, Gross	$ 28.8	€ 26.0

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Summary of Significant Accounting Policies (Details) $ / shares in Units, $ in Thousands	Sep. 06, 2023 $ / shares	3 Months Ended Sep. 30, 2024 USD ($) $ / shares	3 Months Ended Jun. 30, 2024 USD ($)	3 Months Ended Sep. 30, 2023 USD ($)	9 Months Ended Sep. 30, 2024 USD ($) $ / shares	9 Months Ended Sep. 30, 2023 USD ($)	12 Months Ended Dec. 31, 2023 $ / shares	Nov. 04, 2024 USD ($)	Dec. 31, 2022 $ / shares
Summary of Significant Accounting Policies (Details) [Line Items]									
Stockholders' Equity, Reverse Stock Split	1-for-10 reverse stock split								
Common Stock, Par or Stated Value Per Share (in Dollars per share) | $ / shares	$ 0.001	$ 0.001			$ 0.001		$ 0.001		$ 0.001
Number of Reportable Segments					2		2		
Repatriation of Funds from International Segment (in Dollars)								$ 12,800	
Goodwill, Impairment Loss (in Dollars)		$ 0	$ 6,700	$ 0	$ 6,675	$ 0			
Minimum [Member]									

Summary of Significant Accounting Policies (Details) [Line Items]			
Property, Plant and Equipment, Useful Life	3 years	3 years	3 years
Acquired Finite-Lived Intangible Assets, Weighted Average Useful Life		2 years	2 years
Maximum [Member]			
Summary of Significant Accounting Policies (Details) [Line Items]			
Property, Plant and Equipment, Useful Life	8 years	8 years	8 years
Acquired Finite-Lived Intangible Assets, Weighted Average Useful Life		5 years	5 years

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Acquisitions (Details) € in Millions					1 Months Ended		3 Months Ended	12 Months Ended	
	May 12, 2022 shares	Apr. 01, 2022 USD ($)	Apr. 01, 2022 EUR (€)	Mar. 31, 2022 USD ($)	Jun. 30, 2023 USD ($)	Apr. 30, 2023 USD ($) shares	Dec. 31, 2023 USD ($) shares	Dec. 31, 2023 USD ($)	Dec. 31, 2022 USD ($)
Acquisitions (Details) [Line Items]									
Payments to Acquire Businesses, Gross		$ 28,800,000	€ 26.0						
Logicquest Technology Inc [Member]									
Acquisitions (Details) [Line Items]									
Business Acquisition, Equity Interest Issued or Issuable, Number of Shares | shares						99,400,000	98,000,000		
Business Combination, Consideration Transferred (in Dollars)						$ 225,000	$ 225,000		
Payments to Acquire Businesses, Gross								$ 225,000	$ 0
Merchant Payment Solutions LLC [Member]									
Acquisitions (Details) [Line Items]									
Business Combination, Consideration Transferred (in Dollars)					$ 725,000				
Transact Europe Holdings [Member]									
Acquisitions (Details) [Line Items]									
Payments to Acquire Businesses, Gross		$ 28,800,000	€ 26.0					$ 0	$ 28,811,000
Sky Financial & Intelligence [Member]									
Acquisitions (Details) [Line Items]									
Business Acquisition, Equity Interest Issued or Issuable, Number of Shares | shares	500,000								
Business Combination, Consideration Transferred (in Dollars)				$ 18,100,000					
Payments to Acquire Businesses, Gross				$ 16,000,000					
Logicquest Technology Inc [Member]									
Acquisitions (Details) [Line Items]									
Equity Method Investment, Ownership Percentage						99.10%			
Series C Preferred Stock [Member] | Logicquest Technology Inc [Member]									
Acquisitions (Details) [Line Items]									
Business Acquisition, Equity Interest Issued or Issuable, Number of Shares | shares						48	48		
Series D Preferred Stock [Member] | Logicquest Technology Inc [Member]									
Acquisitions (Details) [Line Items]									
Business Acquisition, Equity Interest Issued or Issuable, Number of Shares | shares						10	10		

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Acquisitions - Schedule of Business Acquisitions, by Acquisition (Details) - Transact Europe Holdings [Member] $ in Thousands	Apr. 01, 2022 USD ($)
Tangible assets (liabilities):	
Net assets and liabilities	$ 7,339
Intangible assets:	
Intangible assets	21,472
Total net assets acquired	28,811
Customer Relationships [Member]	
Intangible assets:	
Intangible assets	1,267
Goodwill [Member]	
Intangible assets:	
Intangible assets	$ 20,205

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Property and Equipment, Net (Details) - USD ($)	3 Months Ended		9 Months Ended		12 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Property, Plant and Equipment [Abstract]						
Depreciation	$ 130,000	$ 40,000.00	$ 360,000	$ 110,000	$ 148,150	$ 141,566
Gain (Loss) on Disposition of Property Plant Equipment, Excluding Oil and Gas Property and Timber Property					$ 1,100,000	

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Property and Equipment, Net - Property, Plant and Equipment (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Property, Plant and Equipment [Line Items]			
Property and equipment	$ 1,697	$ 599	$ 1,920
Less: accumulated depreciation	(397)	(293)	(224)
Net property and equipment	1,300	306	1,696
Building and Building Improvements [Member]			
Property, Plant and Equipment [Line Items]			
Property and equipment		0	1,360
Computer Equipment [Member]			
Property, Plant and Equipment [Line Items]			
Property and equipment	258	276	247
Furniture and Fixtures [Member]			
Property, Plant and Equipment [Line Items]			
Property and equipment	152	152	149
Building Improvements [Member]			
Property, Plant and Equipment [Line Items]			

Property and equipment	$ 186	$ 171	$ 164

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Goodwill (Details) - USD ($) $ in Thousands	3 Months Ended	9 Months Ended
	Sep. 30, 2024	Sep. 30, 2024
Disclosure Text Block Supplement [Abstract]		
Temporary Equity, Foreign Currency Translation Adjustments	$ (850)	$ (240)

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Goodwill - Schedule of Goodwill (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Goodwill [Line Items]			
Goodwill	$ 20,318	$ 26,753	$ 26,753
Northeast Merchant Systems, Inc. (“Northeast”) [Member]			
Goodwill [Line Items]			
Goodwill		2,793	2,793
Charge Savvy LLC [Member]			
Goodwill [Line Items]			
Goodwill		3,755	3,755
Transact Europe Holdings [Member]			
Goodwill [Line Items]			
Goodwill		$ 20,205	$ 20,205

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Intangible Assets, Net (Details) - USD ($) $ in Millions	3 Months Ended		9 Months Ended		12 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Goodwill and Intangible Assets Disclosure [Abstract]						
Amortization of Intangible Assets	$ 0.5	$ 0.6	$ 1.5	$ 1.8	$ 2.4	$ 20.3
Impairment of Intangible Assets, Finite-Lived						$ 18.1

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Intangible Assets, Net - Schedule of Finite-Lived Intangible Assets (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Finite-Lived Intangible Assets [Line Items]			
Cost	$ 10,579	$ 10,487	$ 9,762
Accumulated Amortization	(6,903)	(5,428)	(3,023)
Net	3,676	5,059	6,739
Customer Relationships [Member]			
Finite-Lived Intangible Assets [Line Items]			
Cost	7,812	7,812	
Accumulated Amortization	(5,190)	(4,100)	
Net	$ 2,622	$ 3,712	
Technology-Based Intangible Assets [Member]			
Finite-Lived Intangible Assets [Line Items]			
Amortization Period	5 years	5 years	
Cost	$ 2,767	$ 2,675	2,675
Accumulated Amortization	(1,713)	(1,328)	(793)
Net	$ 1,054	$ 1,347	1,882
North America [Member] | Customer Relationships [Member]			
Finite-Lived Intangible Assets [Line Items]			
Amortization Period		5 years	
Cost		$ 6,545	5,820
Accumulated Amortization		(2,991)	(1,755)
Net		$ 3,554	4,065
International [Member] | Customer Relationships [Member]			
Finite-Lived Intangible Assets [Line Items]			
Amortization Period		2 years	
Cost		$ 1,267	1,267
Accumulated Amortization		(1,109)	(475)
Net		$ 158	$ 792

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Intangible Assets, Net - Schedule of Finite-Lived Intangible Assets, Future Amortization Expense (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Schedule Of Finite Lived Intangible Assets Future Amortization Expense Abstract			
2023	$ 465	$ 2,002	
2024	1,862	1,844	
2025	1,082	992	
2027	167	148	
2028	91	73	
Total	$ 3,676	$ 5,059	$ 6,739

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Accrued Liabilities - Schedule of Accounts Payable and Accrued Liabilities (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Other Liabilities and Financial Instruments Subject to Mandatory Redemption [Abstract]			
Accrued Gateway Fees	$ 22	$ 2,356	$ 681
Payroll Related Accruals		1,235	664
Accrued Professional Fees, Current	2,850	1,342	330
Accrued Income Taxes, Current	295	528	1,357
Other Accrued Liabilities, Current	1,264	294	318
Accrued Liabilities, Current	$ 7,569	$ 5,755	$ 3,350

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Long-Term Debt, Net (Details)										1 Months Ended	3 Months Ended			9 Months Ended	
	May 17, 2024 USD ($)	Nov. 29, 2023 USD ($) shares	Nov. 27, 2023 USD ($) shares	Jul. 31, 2023 USD ($) shares	Jul. 25, 2023 USD ($) $ / shares shares	Nov. 08, 2021 USD ($)	Aug. 04, 2021 USD ($)	Jun. 09, 2020 USD ($)	May 08, 2020 USD ($)	Jan. 31, 2022 USD ($)	Sep. 30, 2024 USD ($) $ / item	Sep. 30, 2023 USD ($)	Mar. 31, 2022 USD ($) $ / shares	Sep. 30, 2024 USD ($) $ / item	Sep. 3(2023 USD ($

Long-Term Debt, Net (Details) [Line Items]							
Debt Instrument, Maturity Date			Apr. 05, 2025				
Debt Conversion, Original Debt, Amount	$ 60,303,000	$ 4,297,000					
Debt Instrument, Convertible, Terms of Conversion Feature						Subject to the satisfaction of certain equity conditions, the terms of the Restructuring Agreement require the holder to voluntarily convert certain interest payments when due under the Note at 95% of the lower of (i) the then in effect conversion price and (ii) the lowest volume weighted average price of our common stock during the five trading days immediately prior to such conversion.	
Debt Instrument, Interest Rate, Stated Percentage		8.00%					
Debt Instrument, Redemption Price, Percentage						15.00%	
Amortization of Debt Discount (Premium)				$ 273,000	$ 4,183,000	$ 1,978,000	$ 9,626,00
Interest Expense, Other				300,000	$ 40,000.00	320,000	$ 3,500,00
Long-Term Debt				17,721,000		$ 17,721,000	
Senior Convertible Debt]Member]							
Long-Term Debt, Net (Details) [Line Items]							
Debt Instrument, Maturity Date			Apr. 05, 2026			Apr. 05, 2026	
Debt Instrument, Face Amount			$ 100,000,000	$ 100,000,000		$ 100,000,000	
Debt, Original Issue Discount Rate			16.00%				
Proceeds from Debt, Net of Issuance Costs			$ 84,000,000				
Debt Conversion, Original Debt, Amount							
Debt Conversion, Converted Instrument, Shares Issued (in Shares) | shares							
Debt Instrument, Convertible, Conversion Price (in Dollars per share) | $ / shares							
Debt Instrument, Convertible, Terms of Conversion Feature		upon satisfaction of all applicable closing conditions, including, without limitation, the Company having obtained any stockholder approval required for the consummation of the transactions and the issuance of the Common Stock issuable upon the conversion of all of the shares of Series A Preferred Stock (unless waived by the applicable other party), in the final exchange (the “Final Series A Exchange”), the parties agreed to exchange the				At any time following the first anniversary of the issuance date of the Note, but only if the closing bid price of our common stock on the immediately prior trading day is less than $6.50, the holder of the Note shall have the option to convert, at such holder’s option, pro rata, up to $30 million of the principal amount of the Note (in $250,000 increments) at the “alternate optional conversion price,” which	

	remaining $16.703 million of outstanding principal balance subject to the Series A Exchanges for 9,000 shares of Series A Preferred Stock on a date mutually agreed to by the Company and the Investor.			is equal to the lower of (i) the then in effect conversion price and (ii) the greater of (x).the Note’s $1.67 floor price or (y) 98% of the market price on the conversion date.
Remaining Outstanding Principal	$ 16,703,000	$ 6,000,000		
Shares Subject To Exchange (in Shares) | shares	9,000			
Gain (Loss) on Extinguishment of Debt	$ 1,300,000			
Repayments of Debt		6,900,000		
Debt Instrument, Covenant Description				The Note is the senior unsecured obligation of the Company and not the financial obligation of our subsidiaries. Until such date as the principal amount of the Note is $5 million or less, all payments due under the Note will be senior to all other indebtedness of the Company and/or any of its subsidiaries.
Debt Instrument, Interest Rate, Stated Percentage			8.00%	8.00%
Debt, Late Charge, Percentage				15.00%
Debt, Ownership Limitations				The Note may not be converted, and shares of common stock may not be issued under the Note if, after giving effect to the conversion or issuance, the applicable holder of the Note (together with its affiliates, if any) would beneficially own in excess of 4.99% of the Company’s outstanding shares of common stock, which is referred to herein as the “Note Blocker”. The Note Blocker may be raised or lowered to any other percentage not in excess of 9.99% at the option of the applicable holder of the Note, except that any raise will only be effective upon 61 days’ prior notice to us.
Debt Instrument, Redemption, Description				At any time no event of default exists, the Company may redeem

								all, but not less than all, of the Note outstanding in cash all, or any portion, of the Note at a 5% redemption premium to the greater of the face value and the equity value of the Company’s common stock underlying the Note
Amortization of Debt Discount (Premium)								$ 2,007,000
Long-Term Debt	16,700,000							
Debt Instrument, Decrease, Forgiveness					$ 6,000,000			
SBA CARES Act Loan [Member]								
Long-Term Debt, Net (Details) [Line Items]								
Debt Instrument, Maturity Date								Jun. 01, 2050
Debt Instrument, Face Amount			$ 149,900	$ 150,000		$ 149,900		$ 149,900
Debt Instrument, Interest Rate, Stated Percentage			3.75%			3.75%		3.75%
Debt Instrument, Term			30 years	27 years				
Debt Instrument, Periodic Payment			$ 731					
Economic Injury Disaster Loan (“EIDL”) [Member]								
Long-Term Debt, Net (Details) [Line Items]								
Debt Instrument, Maturity Date								May 08, 2050
Debt Instrument, Face Amount		$ 500,000				$ 500,000		$ 500,000
Debt Instrument, Interest Rate, Stated Percentage						3.75%		3.75%
Debt Instrument, Periodic Payment		2,477		$ 731				
Debt Instrument, Increase (Decrease), Net		$ 350,000						
Interest Expense [Member]								
Long-Term Debt, Net (Details) [Line Items]								
Debt Conversion, Original Debt, Amount	1,703,000							
Interest Expense [Member] | Senior Convertible Debt]Member]								
Long-Term Debt, Net (Details) [Line Items]								
Debt Conversion, Original Debt, Amount	$ 1,703,000							
Adjustment Measuring Price [Member] | Senior Convertible Debt]Member]								
Long-Term Debt, Net (Details) [Line Items]								
Debt Conversion, Description							the Company (i) failed to process at least $750 million in transaction volume or (ii) had revenue that was less than $12 million, the Note’s fixed conversion price then in effect exceeded the greater of (x) the Note’s $1.67 floor and (y) 140% of the market price as of April 1, 2022 (the “Adjustment Measuring Price”), on April 1, 2022, the fixed conversion price automatically adjusted to the Adjustment Measuring	

		Price.	
Restructuring Agreement [Member]			
Long-Term Debt, Net (Details) [Line Items]			
Debt Instrument, Convertible, Conversion Price (in Dollars per share) | $ / shares		$ 97,500,000	
Debt Conversion, Converted Instrument, Amount		$ 9,000,000	
Restructuring Agreement [Member] | Senior Convertible Debt]Member]			
Long-Term Debt, Net (Details) [Line Items]			
Debt Instrument, Convertible, Conversion Price (in Dollars per share) | $ / shares		$ 2,400,000	
Debt Conversion, Description		the Company agreed to allow for the conversion of up to $4.5 million of principal (together with any accrued and unpaid interest thereon) of the Note at a conversion price equal to the lesser of (i) $2.40 and (ii) 97.5% of the lower of (x) the then in effect conversion price and (y) the lowest volume weighted average price of our common stock during the five trading days immediately prior to such conversion.	
Debt Conversion, Converted Instrument, Amount		$ 4,500,000	
Senior Convertible Debt]Member]			
Long-Term Debt, Net (Details) [Line Items]			
Debt Instrument, Convertible, Conversion Price Percentage		97.50%	
One Year Alternate Optional Conversion [Member] | Senior Convertible Debt]Member]			
Long-Term Debt, Net (Details) [Line Items]			
Debt Instrument, Face Amount	$ 30,000,000		$ 30,000,000
Increments Debt Amount			
Derivative, Floor Price (in Dollars per Item) | $ / item	1.67		1.67
Share-Based Compensation Arrangement by Share-Based Payment Award, Discount from Market Price, Offering Date			98.00%
Exchange Agreement [Member] | Senior Convertible Debt]Member]			
Long-Term Debt, Net (Details) [Line Items]			
Debt Conversion, Description		the Company agreed to allow for the conversion of up to an additional $9.0 million of principal (together with any accrued and unpaid interest thereon) of the Note at a conversion price equal to 97.5% of the lower of (x) the then	

						in effect conversion price and (y) the lowest volume weighted average price of our common stock during the five trading days immediately prior to such conversion.
Post Stock Split [Member]	Senior Convertible Debt]Member]						
Long-Term Debt, Net (Details) [Line Items]						
Debt Conversion, Converted Instrument, Shares Issued (in Shares)	shares						
Exchange Agreement [Member]	Senior Convertible Debt]Member]						
Long-Term Debt, Net (Details) [Line Items]						
Debt Conversion, Original Debt, Amount					$ 22,703,000	
Second Exchange Agreement [Member]						
Long-Term Debt, Net (Details) [Line Items]						
Gain (Loss) on Extinguishment of Debt			$ 22,500,000			
Forbearance Agreement [Member]						
Long-Term Debt, Net (Details) [Line Items]						
Debt Instrument, Periodic Payment, Interest	$ 380,000					
Debt Instrument, Fee Amount	80,000					
Interest Expense [Member]	Forbearance Agreement [Member]						
Long-Term Debt, Net (Details) [Line Items]						
Repayments of Debt	$ 80,000					
Series A Preferred Stock [Member]						
Long-Term Debt, Net (Details) [Line Items]						
Debt Conversion, Converted Instrument, Shares Issued (in Shares)	shares				6,000		
Shares Issued to Investor (in Shares)	shares		6,000				
Shares Issued to Investor, Value		$ 16,703,000				
Series A Preferred Stock [Member]	Senior Convertible Debt]Member]						
Long-Term Debt, Net (Details) [Line Items]						
Debt Conversion, Converted Instrument, Shares Issued (in Shares)	shares				6,000	15,000	
Debt Instrument, Convertible, Conversion Price (in Dollars per share)	$ / shares					$ 9,000,000	
Debt Instrument, Convertible, Conversion Price Percentage					97.50%	
Debt Instrument, Convertible, Terms of Conversion Feature				upon satisfaction of all applicable closing conditions, including, without limitation, the Company having obtained any stockholder approval required for the consummation of the transactions and the issuance of the common stock issuable upon the conversion of	As part of the First Exchange Agreement, the Company also agreed to allow for the conversion of up to an additional $9.0 million of principal (together with any accrued and unpaid interest thereon) of the Note at a conversion price equal to 97.5% of the lower of (x) the then in effect	

			all of the shares of Series A Preferred Stock (unless waived by the applicable other party), in the final exchange (the “Final Series A Exchange”), the parties agreed to exchange the remaining $16.7 million of outstanding principal balance subject to the Series A Exchanges for 9,000 shares of Series A Preferred Stock on a date mutually agreed to by the Company and the Investor.	conversion price and (y) the lowest volume weighted average price of the Company’s common stock during the five trading days immediately prior to such conversion; and the Investor agreed to waive any interest that would otherwise accrue on the Note during the period commencing on April 1, 2023 through, and including, December 31, 2023.
Series A Preferred Stock [Member] | Principal [Member] | Senior Convertible Debt]Member]				
Long-Term Debt, Net (Details) [Line Items]				
Debt Conversion, Original Debt, Amount			$ 4,297,000	
Series A Preferred Stock [Member] | Second Exchange Agreement [Member]				
Long-Term Debt, Net (Details) [Line Items]				
Remaining Outstanding Principal		$ 16.703	$ 16,703,000	
Shares Subject To Exchange (in Shares) | shares		9,000	9,000	
Series B Preferred Stock [Member]				
Long-Term Debt, Net (Details) [Line Items]				
Debt Conversion, Converted Instrument, Shares Issued (in Shares) | shares	55,000			
Shares Issued to Investor (in Shares) | shares	55,000			
Shares Issued to Investor, Value	$ 3,000,000			
Series B Preferred Stock [Member] | Second Exchange Agreement [Member]				
Long-Term Debt, Net (Details) [Line Items]				
Remaining Outstanding Principal		$ 60.303		
Shares Subject To Exchange (in Shares) | shares		55,000		
Proceeds from Issuance of Convertible Preferred Stock		$ 3,000,000		
Proceeds from Issuance of Preferred Stock and Preference Stock		$ 3,000,000		

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Long-Term Debt, Net - Schedule of Debt (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023	Jul. 31, 2023	Dec. 31, 2022	Dec. 31, 2021	Dec. 31, 2020	Dec. 30, 2020
Long-Term Debt, Net - Schedule of Debt (Details) [Line Items]							
Total debt	$ 17,721	$ 15,927		$ 61,749			
Less: current portion	(15)	(15)		(14)			
Net long-term debt	17,706	15,912		61,735			
Senior Convertible Debt]Member]							
Long-Term Debt, Net - Schedule of Debt (Details) [Line Items]							
Convertible note, gross	19,000	19,200		85,450			
Less: Unamortized debt discount	(1,899)	(3,906)		(24,349)	$ (41,345)		
Net carrying value	17,101	15,294		61,101	$ 58,655	$ 0	$ 0
Total debt			$ 16,700				
SBA CARES Act Loan [Member]							
Long-Term Debt, Net - Schedule of Debt (Details) [Line Items]							
Notes payable	142	146		149			
Economic Injury Disaster Loan (“EIDL”) [Member]							
Long-Term Debt, Net - Schedule of Debt (Details) [Line Items]							
Notes payable	$ 478	$ 487		$ 499			

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Long-Term Debt, Net - Schedule of Debt (Parentheticals)	9 Months Ended	12 Months Ended

(Details) - USD ($)	Nov. 08, 2021	Sep. 30, 2024	Dec. 31, 2023	Aug. 04, 2021	Jun. 09, 2020	May 08, 2020
Senior Convertible Debt]Member]						
Long-Term Debt, Net - Schedule of Debt (Parentheticals) (Details) [Line Items]						
Principal	$ 100,000,000	$ 100,000,000	$ 100,000,000			
Interest rate		8.00%	8.00%			
Due	Apr. 05, 2026	Apr. 05, 2026	Apr. 05, 2025			
SBA CARES Act Loan [Member]						
Long-Term Debt, Net - Schedule of Debt (Parentheticals) (Details) [Line Items]						
Principal		$ 149,900	$ 149,900		$ 149,900	$ 150,000
Interest rate		3.75%	3.75%		3.75%	
Due		Jun. 01, 2050	Jun. 01, 2050			
Economic Injury Disaster Loan (“EIDL”) [Member]						
Long-Term Debt, Net - Schedule of Debt (Parentheticals) (Details) [Line Items]						
Principal		$ 500,000	$ 500,000	$ 500,000		
Interest rate		3.75%	3.75%			
Due		May 08, 2050	May 08, 2050			

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Long-Term Debt, Net - Convertible Debt (Details) - Senior Convertible Debt]Member] - USD ($) $ in Thousands	9 Months Ended	12 Months Ended		
	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022	Dec. 31, 2021
Long-Term Debt, Net - Convertible Debt (Details) [Line Items]				
Balance	$ 15,294	$ 61,101	$ 58,655	$ 0
Repayments and conversion	(200)	(66,250)	(14,550)	
Convertible debentures issued				100,000
Derivative liability				(21,580)
Original Issue Discount of 16%				(16,000)
Placement fees and issuance costs				(7,200)
Amortization and write-off of debt discount	2,007	20,443	16,996	3,435
Balance	$ 17,101	$ 15,294	$ 61,101	$ 58,655

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Long-Term Debt, Net - Schedule of Derivative Liabilities at Fair Value (Details) - USD ($) $ in Thousands	9 Months Ended	12 Months Ended	
	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Schedule Of Derivative Liabilities At Fair Value Abstract			
Balance	$ 19	$ 255	$ 18,735
Increase in derivative liability upon extinguishment of debt		6,312	
Change in fair value	(14)	(6,548)	(18,480)
Balance	$ 5	$ 19	$ 255

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Convertible Preferred Stock (Details) - USD ($) $ / shares in Units, $ in Thousands	Nov. 29, 2023	Jul. 31, 2023	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023	Dec. 31, 2022
Convertible Preferred Stock (Details) [Line Items]					
Debt Conversion, Original Debt, Amount (in Dollars)	$ 60,303	$ 4,297			
Debt Instrument, Interest Rate, Stated Percentage		8.00%			
Series A Preferred Stock [Member]					
Convertible Preferred Stock (Details) [Line Items]					
Debt Conversion, Converted Instrument, Shares Issued (in Shares)		6,000			
Preferred Stock, Par or Stated Value Per Share	$ 1,000				
Shares Issued, Price Per Share	$ 1,111				
Preferred Stock, Conversion Basis				Each share of Series A Preferred Stock is convertible, at the option of the holder, at any time after the date of issuance of such share, into shares of common stock either (i) at the fixed conversion price then in effect, which initially is $2.00 (subject to standard antidilution adjustments and adjustments as a result of subsequent issuances of securities where the effective price of the common stock is less than the then current fixed conversion price) or (ii) at the Series A Alternate Conversion Price, as defined below. The Series A Certificate of Designations also provides that in the event of certain “Triggering Events,” any holder may, at any time, convert any or all of such holder’s Series A Preferred Stock at a conversion rate equal to the product of (i) the Series A Alternate Conversion Price and (ii) 115% of the stated value of the Series A Preferred Stock subject to such conversion. “Triggering Events” include, among others, (i) a failure to timely deliver shares of common stock, upon a conversion, (ii) a suspension of trading on the principal trading market or the failure to be traded or listed on the principal market for five days or more, (iii) the failure to pay any dividend to the holders of Series A Preferred Stock when required, (iv) the failure to remove restrictive legends when required, (v) the Company’s default in payment of indebtedness in an aggregate amount of $2 million or more, (vi) proceedings for a bankruptcy, insolvency, reorganization or liquidation, which are not dismissed with 30 days, (vii) commencement of a voluntary bankruptcy proceeding, and (viii) final judgments against the Company for the payment of money in excess of $2 million. The “Series A Alternate Conversion Price” means the lower of (i) the applicable conversion price then in effect and (ii) the greater of (x) $0.24 and (y) 97.5% of the lowest volume weighted average price of the common stock during the five consecutive trading day period ending and including the trading day immediately preceding the delivery of the applicable conversion notice.	
Preferred Stock, Convertible, Conversion Price				$ 2	
Series B Preferred Stock [Member]					
Convertible Preferred					

Stock (Details) [Line Items]				
Debt Conversion, Converted Instrument, Shares Issued (in Shares)	55,000			
Repayments of Convertible Debt (in Dollars)	$ 3,000			
Preferred Stock, Par or Stated Value Per Share	$ 1,000	$ 0.01	$ 0.01	$ 0.01
Shares Issued, Price Per Share	$ 1,339			
Preferred Stock, Conversion Basis		Each share of Series B Preferred Stock is convertible, at the option of the holder, at any time after the date of issuance of such share, into shares of common stock either (i) at the fixed conversion price then in effect, which initially is $3.11 (subject to standard antidilution adjustments and adjustments as a result of subsequent issuances of securities where the effective price of the common stock is less than the then current fixed conversion price) or (ii) at the Series B Alternate Conversion Price, as defined below. The Series B Certificate of Designations also provides that in the event of certain “Triggering Events,” any holder may, at any time, convert any or all of such holder’s Series B Preferred Stock at a conversion rate equal to the product of (i) the Series B Alternate Conversion Price and (ii) 115% of the stated value of the Series B Preferred Stock subject to such conversion. “Triggering Events” include, among others, (i) a failure to timely deliver shares of common stock, upon a conversion, (ii) a suspension of trading on the principal trading market or the failure to be traded or listed on the principal market for five days or more, (iii) the failure to pay any dividend to the holders of Series B Preferred Stock when required, (iv) the failure to remove restrictive legends when required, (v) the Company’s default in payment of indebtedness in an aggregate amount of $2 million or more, (vi) proceedings for a bankruptcy, insolvency, reorganization or liquidation, which are not dismissed with 30 days, (vii) commencement of a voluntary bankruptcy proceeding, and (viii) final judgments against the Company for the payment of money in excess of $2.0 million. The “Series B Alternate Conversion Price” means the lower of (i) the applicable conversion price then in effect and (ii) the greater of (x) $0.62 and (y) 97.5% of the lowest volume weighted average price of the common stock during the five consecutive trading day period ending and including the trading day immediately preceding the delivery of the applicable conversion notice.	Each share of Series B Preferred Stock is convertible, at the option of the holder, at any time after the date of issuance of such share, into shares of common stock either (i) at the fixed conversion price then in effect, which initially is $3.11 (subject to standard antidilution adjustments and adjustments as a result of subsequent issuances of securities where the effective price of the common stock is less than the then current fixed conversion price) or (ii) at the Series B Alternate Conversion Price, as defined below. The Series B Certificate of Designations also provides that in the event of certain “Triggering Events,” any holder may, at any time, convert any or all of such holder’s Series B Preferred Stock at a conversion rate equal to the product of (i) the Series B Alternate Conversion Price and (ii) 115% of the stated value of the Series B Preferred Stock subject to such conversion. “Triggering Events” include, among others, (i) a failure to timely deliver shares of common stock, upon a conversion, (ii) a suspension of trading on the principal trading market or the failure to be traded or listed on the principal market for five days or more, (iii) the failure to pay any dividend to the holders of Series B Preferred Stock when required, (iv) the failure to remove restrictive legends when required, (v) the Company’s default in payment of indebtedness in an aggregate amount of $2 million or more, (vi) proceedings for a bankruptcy, insolvency, reorganization or liquidation, which are not dismissed with 30 days, (vii) commencement of a voluntary bankruptcy proceeding, and (viii) final judgments against the Company for the payment of money in excess of $2 million. The “Series B Alternate Conversion Price” means the lower of (i) the applicable conversion price then in effect and (ii) the greater of (x) $0.62 and (y) 97.5% of the lowest volume weighted average price of the common stock during the five consecutive trading day period ending and including the trading day immediately preceding the delivery of the applicable conversion notice.	
Preferred Stock, Convertible, Conversion Price		$ 3.11	$ 3.11	
Interest Expense [Member]				
Convertible Preferred Stock (Details) [Line Items]				
Debt Conversion, Original Debt, Amount (in Dollars)	$ 1,703			

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Convertible Preferred Stock - Schedule of Stock by Class (Details) - Preferred Stock [Member] - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Class of Stock [Line Items]		
Preferred Shares Authorized	70,000	70,000
Preferred Shares Issued and Outstanding	53,950	55,000
Carrying Value (in Dollars)	$ 72,226	$ 73,631
Liquidation Preference (in Dollars)	$ 62,043	$ 63,250
Common Stock Issuable Upon Conversion	17,347,267	17,684,888
Series A Preferred Stock [Member]		
Class of Stock [Line Items]		
Preferred Shares Authorized	15,000	15,000
Preferred Shares Issued and Outstanding	0	0
Carrying Value (in Dollars)	$ 0	$ 0
Liquidation Preference (in Dollars)	$ 0	$ 0
Common Stock Issuable Upon Conversion	0	0
Series B Preferred Stock [Member]		
Class of Stock [Line Items]		
Preferred Shares Authorized	55,000	55,000
Preferred Shares Issued and Outstanding	53,950	55,000
Carrying Value (in Dollars)	$ 72,226	$ 73,631
Liquidation Preference (in Dollars)	$ 62,043	$ 63,250
Common Stock Issuable Upon Conversion	17,347,267	17,684,888

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Income Taxes (Details) - USD ($) $ in Thousands	3 Months Ended		9 Months Ended		12 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Income Taxes (Details) [Line Items]						
Income Tax Expense (Benefit)	$ 586	$ 128	$ 1,214	$ 138	$ 289	$ (8)
Effective Income Tax Rate Reconciliation, Percent			(4.04%)			
Domestic Tax Jurisdiction [Member]						
Income Taxes (Details) [Line Items]						
Operating Loss Carryforwards					101,700	
State and Local Jurisdiction [Member]						
Income Taxes (Details) [Line Items]						
Operating Loss Carryforwards					$ 71,300	

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Income Taxes - Schedule of Components of Income Tax Expense (Benefit) (Details) - USD ($) $ in Thousands	3 Months Ended		9 Months Ended		12 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Schedule Of Components Of Income Tax Expense Benefit Abstract						
Federal					$ 0	$ 0
State					17	40
International					406	0
Current income tax expense (benefit)					423	40

Deferred						
Federal					0	0
State					0	0
International					(134)	(48)
Deferred income tax expense (benefit)					(134)	(48)
Total tax expense						
Federal					0	0
State					17	40
International					272	(48)
Income tax provision	$ 586	$ 128	$ 1,214	$ 138	$ 289	$ (8)

XML 70 R57.htm IDEA: XBRL DOCUMENT

Income Taxes - Schedule of Effective Income Tax Rate Reconciliation (Details) - USD ($) $ in Thousands	3 Months Ended		9 Months Ended		12 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Schedule Of Effective Income Tax Rate Reconciliation Abstract						
Statutory federal income tax rate of 21% applied to earnings before income taxes and extraordinary items					$ (11,091)	$ (10,341)
State taxes - net of federal benefit					14	31
Meals and entertainment					10	14
Transactions expenses					0	41
Gift					4	4
Stock compensation (ISOs)					189	0
Changes in FV of derivative liability					(1,374)	(3,540)
Derecognition expense on conversion of convertible debt					5,257	1,199
Valuation allowance					7,223	12,329
Others					212	116
Foreign rate difference					(155)	139
Income Tax Expense (Benefit)	$ 586	$ 128	$ 1,214	$ 138	$ 289	$ (8)

XML 71 R58.htm IDEA: XBRL DOCUMENT

Income Taxes - Schedule of Effective Income Tax Rate Reconciliation (Parentheticals) (Details)	12 Months Ended
	Dec. 31, 2023
Schedule Of Effective Income Tax Rate Reconciliation Abstract	
Statutory federal income tax rate	21.00%

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Income Taxes - Schedule of Deferred Tax Assets and Liabilities (Details) - USD ($) $ in Thousands	Dec. 31, 2023	Dec. 31, 2022
Schedule Of Deferred Tax Assets And Liabilities Abstract		
State taxes - prior year	$ 4	$ 4
Intangible assets	4,785	5,380
Fixed assets	2	0
Allowance for credit losses	1,064	6,169
Capitalization of research and development Under Sec 174	2,012	1,121
Inventory reserve	24	0
Contingent liability	0	130
Stock compensation (RSA)	111	0
Lease liability	962	270
Accrued expenses	73	0
Other	70	0
Net operating loss carryover	26,689	12,489
Total deferred tax assets	35,796	25,563
Fixed assets	0	(5)
Goodwill Tier 1	(161)	(104)
Intangible assets	(13)	(78)
Right of use assets	(987)	(250)
Total deferred tax liabilities	(1,161)	(437)
Net deferred tax assets, non-current prior to valuation allowance	34,635	25,126
Valuation allowance	(34,579)	(25,204)
Total net deferred taxes	$ 56	$ (78)

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Stock-Based Compensation (Details) - Share-Based Payment Arrangement, Option [Member] - USD ($) $ / shares in Units, $ in Thousands	9 Months Ended		12 Months Ended		
	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022	Nov. 02, 2023
Stock-Based Compensation (Details) [Line Items]					
Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized (in Shares)					1,098,262
Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period, Intrinsic Value	$ 30		$ 40		
Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Weighted Average Grant Date Fair Value (in Dollars per share)			$ 2.02	$ 36.6	
Stock Issued During Period, Value, Restricted Stock Award, Forfeitures	$ 400	$ 800	$ 1,100	$ 1,700	

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Stock-Based Compensation - Share-based Payment Arrangement, Option, Activity (Details) - $ / shares	9 Months Ended	12 Months Ended
	Sep. 30, 2024	Dec. 31, 2023
Share Based Payment Arrangement Option Activity Abstract		
Granted, Shares	0	735,999
Granted, Weighted-Average Exercise Price	$ 0	$ 2.02
Exercise, Shares	(11,999)	0
Exercised, Weighted-Average Exercis Price	$ 1.98	$ 0
Forfeited or Expired, Shares	(148,580)	(1,820)
Forfeited or Expired, Weighted-Average Exercise Price	$ 3.51	$ 50.39
Outstanding, Shares	766,142	31,963
Outstanding, Weighted-Average Exercise Price	$ 3.76	$ 46.28
Exercisable, Shares	232,233	296,812
Exercisable, Weighted-Average Exercise Price	$ 7.69	$ 6.49
Outstanding, Shares	605,563	766,142

Outstanding, Weighted-Average Exercise Price	$ 4.21	$ 3.76

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Stock-Based Compensation - Schedule of Share-based Payment Award, Stock Options, Valuation Assumptions (Details)	12 Months Ended	
	Dec. 31, 2023	Dec. 31, 2022
Schedule Of Share Based Payment Award Stock Options Valuation Assumptions Abstract		
Risk-free interest rate	4.44%	2.70%
Expected term	5 years	5 years
Expected volatility	204.00%	93.20%
Expected dividend yield	0.00%	0.00%

XML 76 R63.htm IDEA: XBRL DOCUMENT

Stock-Based Compensation - Nonvested Restricted Stock Shares Activity (Details) - $ / shares	9 Months Ended	12 Months Ended
	Sep. 30, 2024	Dec. 31, 2023
Nonvested Restricted Stock Shares Activity Abstract		
Non-vested Restricted Stock Awards	189,893	52,545
Non-vested Restricted Stock Awards, Weighted Average Grant Date Fair Value	$ 2.28	$ 13.48
Granted	86,932	346,508
Granted, Weighted Average Grant Date Fair Value	$ 2.8	$ 4.1
Vested	(123,626)	(198,090)
Vested, Weighted Average Grant Date Fair Value	$ 3.23	$ 5.71
Forfeited	0	(11,070)
Forfeited, Weighted Average Grant Date Fair Value	$ 0	$ 10.36
Non-vested Restricted Stock Awards	153,199	189,893
Non-vested Restricted Stock Awards, Weighted Average Grant Date Fair Value	$ 1.87	$ 2.28

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Operating Leases (Details) $ in Millions	3 Months Ended		9 Months Ended		12 Months Ended	
	Sep. 30, 2024 USD ($)	Sep. 30, 2023 USD ($)	Sep. 30, 2024 USD ($)	Sep. 30, 2023 USD ($)	Dec. 31, 2023 USD ($)	Dec. 31, 2022 USD ($)
Operating Leases (Details) [Line Items]						
Property Subject to or Available for Operating Lease, Number of Units	4		4		4	
Operating Lease, Expense	$ 0.3	$ 0.3	$ 1.0	$ 0.8	$ 1.1	$ 0.8
Operating Lease, Weighted Average Remaining Lease Term	3 years 10 months 24 days		3 years 10 months 24 days		4 years 7 months 6 days	
Operating Lease, Weighted Average Discount Rate, Percent	11.10%		11.10%		11.00%	
Europe [Member]						
Operating Leases (Details) [Line Items]						
Property Subject to or Available for Operating Lease, Number of Units	1		1		1	

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Operating Leases - Lessee, Operating Lease, Liability, Maturity (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Lessee Operating Lease Liability Maturity Abstract			
2023	$ 469	$ 1,102	
2024	1,179	1,161	
2025	1,342	1,329	
2025	1,046	1,046	
2027	1,041	1,041	
Total lease payments	5,077	5,679	
Less: imputed interest	(1,112)	(1,267)	
Total lease liabilities	3,965	4,412	
Less: current portion	(821)	(692)	$ (534)
Lease liabilities - long-term	$ 3,144	$ 3,720	$ 1,109

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Related Party Transactions (Details) - USD ($)		1 Months Ended	9 Months Ended	12 Months Ended	
	Oct. 31, 2022	Oct. 31, 2022	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Related Party Transactions (Details) [Line Items]					
Stock Repurchased During Period, Shares (in Shares)	200,000				
Stock Issued During Period, Shares, New Issues (in Shares)				100,525	105,417
Family of CEO #1 [Member]					
Related Party Transactions (Details) [Line Items]					
Salary and Wage, NonOfficer, Excluding Cost of Good and Service Sold			$ 200,000	$ 200,000	
Family of CEO #2 [Member]					
Related Party Transactions (Details) [Line Items]					
Salary and Wage, NonOfficer, Excluding Cost of Good and Service Sold			$ 110,000		$ 110,000
First Repurchase [Member]					
Related Party Transactions (Details) [Line Items]					
Stock Repurchased During Period, Shares (in Shares)		100,000			
Share Price (in Dollars per share)	$ 55.9	$ 55.9			
Payments for Repurchase of Equity		$ 5,590,000			
Second Repurchase [Member]					
Related Party Transactions (Details) [Line Items]					
Stock Repurchased During Period, Shares (in Shares)		100,000			
Share Price (in Dollars per share)	$ 8.2	$ 8.2			
Payments for Repurchase of Equity	$ 820,000				

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Segment Reporting (Details)	9 Months Ended	12 Months Ended
	Sep. 30, 2024	Dec. 31, 2023
Segment Reporting [Abstract]		
Number of Operating Segments	2	2

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Segment Reporting - Schedule of Segment Reporting Information, by Segment (Details) - USD ($) $ in Thousands	3 Months Ended		9 Months Ended		12 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Revenue						

Revenue	$ 12,606	$ 17,480	$ 41,280	$ 43,620	$ 65,869	$ 32,909
Income (loss) from operations						
Income (loss) from operations	(2,480)	(2,364)	(15,276)	(9,470)	(12,302)	(37,838)
Depreciation and amortization						
Depreciation and amortization	590	657	1,826	1,899	2,553	20,917
Net income (loss)						
Net income (loss)	(5,174)	(3,116)	(19,974)	(23,098)	(53,101)	(49,236)
North America [Member]						
Revenue						
Revenue	2,832	12,488	15,478	32,330	48,938	28,613
Income (loss) from operations						
Income (loss) from operations	(3,664)	(3,243)	(20,456)	(10,729)	(14,121)	(36,517)
Depreciation and amortization						
Depreciation and amortization	505	495	1,504	1,415	1,907	19,938
Net income (loss)						
Net income (loss)	(6,281)	(3,760)	(25,053)	(24,057)	(54,170)	(47,969)
International [Member]						
Revenue						
Revenue	9,774	4,992	25,802	11,290	16,931	4,296
Income (loss) from operations						
Income (loss) from operations	1,184	879	5,180	1,259	1,819	(1,321)
Depreciation and amortization						
Depreciation and amortization	85	162	322	484	646	979
Net income (loss)						
Net income (loss)	$ 1,108	$ 644	$ 5,079	$ 959	$ 1,069	$ (1,267)

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Subsequent Events (Details) - USD ($) $ in Millions	Nov. 27, 2024	Nov. 26, 2024	Nov. 08, 2024
Subsequent Events (Details) [Line Items]			
Preferred Stock, Liquidation Preference, Value			$ 53.5
Memorandum of Understanding [Member]			
Subsequent Events (Details) [Line Items]			
Notes Payable	$ 3.7		19.0
Debt and Equity Settlement, Consideration to be Paid		$ 12.8	$ 16.5
Remaining principal balance	$ 3.7		

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Property and Equipment, Net - Property, Plant and Equipment (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Property, Plant and Equipment [Line Items]			
Property and equipment	$ 1,697	$ 599	$ 1,920
Less: accumulated depreciation	(397)	(293)	(224)
Net property and equipment	1,300	306	1,696
Computer Equipment [Member]			
Property, Plant and Equipment [Line Items]			
Property and equipment	258	276	247
Furniture and Fixtures [Member]			
Property, Plant and Equipment [Line Items]			
Property and equipment	152	152	149
Building Improvements [Member]			
Property, Plant and Equipment [Line Items]			
Property and equipment	186	171	$ 164
Software Development [Member]			
Property, Plant and Equipment [Line Items]			
Property and equipment	$ 1,101	$ 0	

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Goodwill - Schedule of Goodwill (Details) - USD ($) $ in Thousands	3 Months Ended			9 Months Ended	
	Sep. 30, 2024	Jun. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Goodwill [Line Items]					
Goodwill				$ 26,753	$ 26,753
Goodwill Acquired				0	
Goodwill Impairment	$ 0	$ (6,700)	$ 0	(6,675)	$ 0
Adjustments [1]				240	
Goodwill	20,318			20,318	
North America [Member]					
Goodwill [Line Items]					
Goodwill				6,675	
Goodwill Acquired				0	
Goodwill Impairment				(6,675)	
Adjustments [1]				0	
Goodwill	0			0	
International [Member]					
Goodwill [Line Items]					
Goodwill				20,078	
Goodwill Acquired				0	
Goodwill Impairment				0	
Adjustments [1]				240	
Goodwill	$ 20,318			$ 20,318	

[1] The adjustments to goodwill pertain to foreign currency translation adjustments, totaling positive $0.85 million and positive $0.24 million during the three and nine-month periods ended September 30, 2024.

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Intangible Assets, Net - Schedule of Finite-Lived Intangible Assets (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Finite-Lived Intangible Assets [Line Items]			
Cost	$ 10,579	$ 10,487	$ 9,762
Accumulated Amortization	(6,903)	(5,428)	(3,023)
Net	3,676	5,059	6,739
Customer Relationships [Member]			
Finite-Lived Intangible Assets [Line Items]			
Cost	7,812	7,812	
Accumulated Amortization	(5,190)	(4,100)	

Net	$ 2,622	$ 3,712	
Technology-Based Intangible Assets [Member]			
Finite-Lived Intangible Assets [Line Items]			
Amortization Period	5 years	5 years	
Cost	$ 2,767	$ 2,675	2,675
Accumulated Amortization	(1,713)	(1,328)	(793)
Net	$ 1,054	$ 1,347	$ 1,882
Minimum [Member] | Customer Relationships [Member]			
Finite-Lived Intangible Assets [Line Items]			
Amortization Period	2 years		
Maximum [Member] | Customer Relationships [Member]			
Finite-Lived Intangible Assets [Line Items]			
Amortization Period	5 years		

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Intangible Assets, Net - Schedule of Finite-Lived Intangible Assets, Future Amortization Expense (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Schedule Of Finite Lived Intangible Assets Future Amortization Expense Abstract			
2024 (remainder)	$ 465	$ 2,002	
2025	1,862	1,844	
2026	1,082	992	
2027	167	148	
2028	91	73	
Thereafter	9		
Total	$ 3,676	$ 5,059	$ 6,739

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Accrued Liabilities - Schedule of Accounts Payable and Accrued Liabilities (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Schedule Of Accounts Payable And Accrued Liabilities Abstract			
Accrued gateway fees	$ 22	$ 2,356	$ 681
Payroll related accruals	1,540	1,235	
Accrued legal and professional fees	2,850	1,342	330
Accrued taxes	295	528	1,357
Accrued legal settlement	1,598	0	
Other	1,264	294	318
Total accrued liabilities	$ 7,569	$ 5,755	$ 3,350

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Long-Term Debt, Net - Schedule of Debt (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023	Jul. 31, 2023	Dec. 31, 2022	Dec. 31, 2021	Dec. 31, 2020	Dec. 30, 2020
Long-Term Debt, Net - Schedule of Debt (Details) [Line Items]							
Total debt	$ 17,721	$ 15,927		$ 61,749			
Less: current portion	(15)	(15)		(14)			
Net long-term debt	17,706	15,912		61,735			
Senior Convertible Debt]Member]							
Long-Term Debt, Net - Schedule of Debt (Details) [Line Items]							
Convertible note, gross	19,000	19,200		85,450			
Less: Unamortized debt discount	(1,899)	(3,906)		(24,349)	$ (41,345)		
Net carrying value	17,101	15,294		61,101	$ 58,655	$ 0	$ 0
Total debt			$ 16,700				
SBA CARES Act Loan [Member]							
Long-Term Debt, Net - Schedule of Debt (Details) [Line Items]							
Notes payable	142	146		149			
Economic Injury Disaster Loan (“EIDL”) [Member]							
Long-Term Debt, Net - Schedule of Debt (Details) [Line Items]							
Notes payable	$ 478	$ 487		$ 499			

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Long-Term Debt, Net - Schedule of Debt (Parentheticals) (Details) - USD ($)		9 Months Ended	12 Months Ended			
	Nov. 08, 2021	Sep. 30, 2024	Dec. 31, 2023	Aug. 04, 2021	Jun. 09, 2020	May 08, 2020
Senior Convertible Debt]Member]						
Long-Term Debt, Net - Schedule of Debt (Parentheticals) (Details) [Line Items]						
Principal	$ 100,000,000	$ 100,000,000	$ 100,000,000			
Interest rate		8.00%	8.00%			
Due	Apr. 05, 2026	Apr. 05, 2026	Apr. 05, 2025			
SBA CARES Act Loan [Member]						
Long-Term Debt, Net - Schedule of Debt (Parentheticals) (Details) [Line Items]						
Principal		$ 149,900	$ 149,900		$ 149,900	$ 150,000
Interest rate		3.75%	3.75%		3.75%	
Due		Jun. 01, 2050	Jun. 01, 2050			
Economic Injury Disaster Loan (“EIDL”) [Member]						
Long-Term Debt, Net - Schedule of Debt (Parentheticals) (Details) [Line Items]						
Principal		$ 500,000	$ 500,000	$ 500,000		
Interest rate		3.75%	3.75%			
Due		May 08, 2050	May 08, 2050			

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Long-Term Debt, Net - Convertible Debt (Details) - Senior Convertible Debt]Member] - USD ($) $ in Thousands	9 Months Ended	12 Months Ended		
	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022	Dec. 31, 2021
Long-Term Debt, Net - Convertible Debt (Details) [Line Items]				
Balance	$ 15,294	$ 61,101	$ 58,655	$ 0
Repayments and conversion	(200)	(66,250)	(14,550)	
Convertible debentures issued				100,000
Derivative liability				(21,580)
Original Issue Discount of 16%				(16,000)
Placement fees and issuance costs				(7,200)
Accretion and write-off of debt discount	2,007	20,443	16,996	3,435
Balance	$ 17,101	$ 15,294	$ 61,101	$ 58,655

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Long-Term Debt, Net - Convertible Debt (Parentheticals) (Details) - Senior Convertible Debt]Member] - USD ($) $ in Thousands		12 Months Ended			
	Nov. 08, 2021	Dec. 31, 2021	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Long-Term Debt, Net - Convertible Debt (Parentheticals) (Details) [Line Items]					
Original Issue Discount	16.00%	16.00%			
unamortized debt discount		$ 41,345	$ 1,899	$ 3,906	$ 24,349

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Long-Term Debt, Net - Schedule of Derivative Liabilities at Fair Value (Details) - USD ($) $ in Thousands	9 Months Ended	12 Months Ended	
	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Schedule Of Derivative Liabilities At Fair Value Abstract			
Balance	$ 19	$ 255	$ 18,735
Increase in derivative liability upon extinguishment of debt		6,312	
Change in fair value	(14)	(6,548)	(18,480)
Balance	$ 5	$ 19	$ 255

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Convertible Preferred Stock - Schedule of Stock by Class (Details) - Preferred Stock [Member] - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Class of Stock [Line Items]		
Preferred Shares Authorized	70,000	70,000
Preferred Shares Issued and Outstanding	53,950	55,000
Carrying Value (in Dollars)	$ 72,226	$ 73,631
Liquidation Preference (in Dollars)	$ 62,043	$ 63,250
Common Stock Issuable Upon Conversion	17,347,267	17,684,888
Series A Preferred Stock [Member]		
Class of Stock [Line Items]		
Preferred Shares Authorized	15,000	15,000
Preferred Shares Issued and Outstanding	0	0
Carrying Value (in Dollars)	$ 0	$ 0
Liquidation Preference (in Dollars)	$ 0	$ 0
Common Stock Issuable Upon Conversion	0	0
Series B Preferred Stock [Member]		
Class of Stock [Line Items]		
Preferred Shares Authorized	55,000	55,000
Preferred Shares Issued and Outstanding	53,950	55,000
Carrying Value (in Dollars)	$ 72,226	$ 73,631
Liquidation Preference (in Dollars)	$ 62,043	$ 63,250
Common Stock Issuable Upon Conversion	17,347,267	17,684,888

XML 94 R81.htm IDEA: XBRL DOCUMENT

Stock-Based Compensation - Share-based Payment Arrangement, Option, Activity (Details) - $ / shares	9 Months Ended	12 Months Ended
	Sep. 30, 2024	Dec. 31, 2023
Share Based Payment Arrangement Option Activity Abstract		
Granted, Shares	0	735,999
Granted, Weighted-Average Exercise Price	$ 0	$ 2.02
Exercise, Shares	(11,999)	0
Exercised, Weighted-Average Exercis Price	$ 1.98	$ 0
Forfeited or Expired, Shares	(148,580)	(1,820)
Forfeited or Expired, Weighted-Average Exercise Price	$ 3.51	$ 50.39
Outstanding, Shares	766,142	31,963
Outstanding, Weighted-Average Exercise Price	$ 3.76	$ 46.28
Exercisable, Shares	232,233	296,812
Exercisable, Weighted-Average Exercise Price	$ 7.69	$ 6.49
Outstanding, Shares	605,563	766,142
Outstanding, Weighted-Average Exercise Price	$ 4.21	$ 3.76

XML 95 R82.htm IDEA: XBRL DOCUMENT

Stock-Based Compensation - Nonvested Restricted Stock Shares Activity (Details) - $ / shares	9 Months Ended	12 Months Ended
	Sep. 30, 2024	Dec. 31, 2023
Nonvested Restricted Stock Shares Activity Abstract		
Non-vested Restricted Stock Awards	189,893	52,545
Non-vested Restricted Stock Awards, Weighted Average Grant Date Fair Value	$ 2.28	$ 13.48
Granted	86,932	346,508
Granted, Weighted Average Grant Date Fair Value	$ 2.8	$ 4.1
Vested	(123,626)	(198,090)
Vested, Weighted Average Grant Date Fair Value	$ 3.23	$ 5.71
Forfeited	0	(11,070)
Forfeited, Weighted Average Grant Date Fair Value	$ 0	$ 10.36
Non-vested Restricted Stock Awards	153,199	189,893
Non-vested Restricted Stock Awards, Weighted Average Grant Date Fair Value	$ 1.87	$ 2.28

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Operating Leases - Lessee, Operating Lease, Liability, Maturity (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Lessee Operating Lease Liability Maturity Abstract			
2024 (remainder)	$ 469	$ 1,102	
2025	1,179	1,161	
2026	1,342	1,329	
2027	1,046	1,046	
2028	1,041	1,041	
Total lease payments	5,077	5,679	
Less: imputed interest	(1,112)	(1,267)	

Present value of total lease payments	3,965	4,412	
Less: current portion	(821)	(692)	$ (534)
Long-term lease liabilities	$ 3,144	$ 3,720	$ 1,109

XML 97 R84.htm IDEA: XBRL DOCUMENT

Segment Reporting - Schedule of Segment Reporting Information, by Segment (Details) - USD ($) $ in Thousands	3 Months Ended		9 Months Ended		12 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Revenue						
Revenue	$ 12,606	$ 17,480	$ 41,280	$ 43,620	$ 65,869	$ 32,909
Loss from operations						
Loss from operations	(2,480)	(2,364)	(15,276)	(9,470)	(12,302)	(37,838)
Net loss						
Net loss	(5,174)	(3,116)	(19,974)	(23,098)	(53,101)	(49,236)
Depreciation and amortization						
Depreciation and amortization	590	657	1,826	1,899	2,553	20,917
North America [Member]						
Revenue						
Revenue	2,832	12,488	15,478	32,330	48,938	28,613
Loss from operations						
Loss from operations	(3,664)	(3,243)	(20,456)	(10,729)	(14,121)	(36,517)
Net loss						
Net loss	(6,281)	(3,760)	(25,053)	(24,057)	(54,170)	(47,969)
Depreciation and amortization						
Depreciation and amortization	505	495	1,504	1,415	1,907	19,938
International [Member]						
Revenue						
Revenue	9,774	4,992	25,802	11,290	16,931	4,296
Loss from operations						
Loss from operations	1,184	879	5,180	1,259	1,819	(1,321)
Net loss						
Net loss	1,108	644	5,079	959	1,069	(1,267)
Depreciation and amortization						
Depreciation and amortization	$ 85	$ 162	$ 322	$ 484	$ 646	$ 979

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6/,,H68XWX=%FAHSU8NL.8T*;T'5 M0.4_V]0-/8--!R1!5XQF;8VH^1."CS<_N\-L,+$CN'MB[\!4$L#!!0 (M '.&3EK"K6PG6@0 *\2 8 >&PO=V]R:W-H965T&UL MK9A1;^HV%,??*2^.4=%N@
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!%M14O:I;=ES7:9U.<"DGQ8TAE?3R!O1%"3%KWT]F.1@FHP@ 2K2J7Q+\;H4,UF>&@(&HT0<>T5:&CK33FA:7?+]7G@"+XY]S[^+JG&3&@7*T<9:(JW<=$#%9QUA)L;0;A2D^<_P=M@_ P04 "
!SADY:D[ZPVO&W]B /WR4 &0 'AL+W=O<FMS:&5E=',O<VAE970Q+GAM;,5="UWP6=T=GLYS*RY"F'\+OHI@!\!G>A+@ANSLW@Z<SB?YXC!KV*64=@XKB6G_8#EI/Z=3Q&7(JI!1_WB!J4C7K
[1XNP9.!P:2'H#AT$L,CT@?<;A&3+\K+ *R#OU! M<1IDKUGQ>)SI8F,\4![_/0+'""V\Z]EVW]QE. ,_:!V!!'\RJQM%(6S:OCR6I?>V%LOX?>?2+J.)G:>PNW*9>:>ZI2CL<G[3!'3'2\;G[VV&&
>LN_9)&(>3/>4C>X+GYA"5E+(B'!S-:I0>AT,/O?P:8V#F<Z.E]W/7:^6NR_E2,!->3X>)'@1M3D;<+)_BT9$@0^:L0[RN9I0PWDOQ'MI=LJ57#2A@\O9]V!=7R\?X0-P3H^X?8$PY?X@
FV5Q6GO>(B4RT;"84)5U98\6[#U:90L#1X+Z,>2RJ0[26+D%J_-!-@'>JYS)3[W[JX(4*J^1Q7!9>9Q_M8AXI^E\.;1\-/=$O<!)FY'//YF\=>2;J=N-/+IR%E#2'1,5_SS
%IJCIE?<C^Y!VY4L2(6?!1*(R!J1^0=1O,I#]JZ<G#1TC/(5T%J4#</8+:S%S<&$"72SBEK:+8#^^@FL!%I?5O3U6#U#L)RNK\1A%GW7&>>B_<KKT-J\K4O6D#XB'5[
(Y\;&UPQX\(U+)^J[=M7Z=BS]'5R7?1=8BS=WJ6@JYK1$J'+:]M9-Q!7/6M_7CF6U2DW+IM)G4$J@4!+.7UL..?:HJ$^1;>Z8/*"^]!=DPGV^"!-X\J_%UH7(I!OU(2?0_KQ/&%V-5V\.!</=1D;(25H=.
.BN=O?]6OFFE_7U+B2DWHQ!!]%WW]+7Y\EBC2\(F?]O&^W;M\=0!$0;%9E^,JQ7]!4+2*&/J=_LM)K>6'UG9!*^;QKGD^.@'>LIDD/\;(J#XJO>P!*[<G&(;Q]//]DAH4<LW]<T)6'0:\,#/=G8!4&*@P!4^\.[!L]F
!B)[6<#O,S/?NG'Y^$5.[&[;=$HV\+*V]N[F'<1\A3!(DH:V=:*G.5Q:RY6.E7\W*(3]6=/&^#>!*B4\#>>BH6]4.'DH8&-#&K6=:K6N1Y.[Z>%I"B?U@91S[S\9[K-7]*&O<-9S%F=%RRL/<2

0D5]%/2#7#XY=^OMH/P/\ M]-*M.%5&DUF[9"I9+GVH:^/V M9!FY9#F)%216DEA%8C6)-=V-KLY&X],NT6IXVM>&I[VJX?WM<)3WY4#U[Z]J M?KWJMB?DD%I!8^
4;OVQ^FCX:CX7NMNA. M=Z.,M/%4Z#:19+]),AJ+?9!B?DD%I!82&(+$HM(+":Q M9-PYSE&UB2H,J\F*&8GE)%:06$EB%8G5)-:,NZ>:7^X_K58\^=J*)U>/JR\,
MI7O!:]LRB62C:Y.A*O)"K)B26(5B=4DUDC>V*$^4B;R5CK] MVDJGO:TT7.T"=YO=;K"\?S^X;=U;]?AM62N==CJZHL^$+?SN-1/->Q?MVM9' M8B;)621FDYA#8BZ)>23FDUA
8B&)+4@L(K&8Q!(22TDL([&"V/.MMR\GJ]FZYVZT_K&^77\(IWO_WY]W^\38I64ONQ:X=W9+8 MG,0,$C-)S"(QF\0<$G-)S",QG\0"$@M);$%B$8G%));,)(-(3;QSB:R8D5A.
M8L6L,Y*ZZ;X9)5FR(K&:Q!H(:_5D9?BU*3]&'KUBL"QKP?VS7MN#46V:.@:J MF:AFH9J-:@ZJN:CFH9J/:@&JA:BV0+4(U6)42U M/6JM&\%&,[5SVS%:-4>U M
M5*5*M0K4:UYJCIYI=JNSV_R$M3>MOS8Y:*TQW(FP^/'V6?3A%_?CB\7/V^ MVMZN=T__?+MSS7LK7=W-26V.:@:JF:AFH9J-:@ZJN:CFH9J/:@&J MA:BV0+4(U6)42X[:R_XKW-
*=H@4S5,M1K4"U$M4J5*M1K>G=B=H]7#WU\/I4 MK&_LX9G4_1R.V4,U -1/5+%2S4&;@?0H0 M>WP$SA6M]^*(NI>[N@V3VAS5#%0S4O[ST\?O]JO'Q_A]7[UL_0^K_YR5_=I M-
%X,U0Q4,U'-0C4;U1Q49/[5K:?LD$EW>H-DU -5"5%N@6J1TLP=O M-%5X$E2,UDR.6OLL^TS1Q+$P&C>&:CFJ%:A6HEJ%:C6J-;(=25.U,RF?RBE/
M3.D/%&NWWHNC8#10-*7FJ&:@FHEJ%JK9J.:@FHMJ'JKYJ!:@6HAJ"U2+E&Z(MU\UXJHE9T#%:-4&U%-4R5,M1K4"U$M4J5*M1K:&T5EM73XED:G\BF=#6;Q_
M%K^[DS^9JI^ZMJFCVAS5#%0S4NK=_;%D_UK>/5UOMMP/ MYJO;[P:\H^!.E15:;]&D\90;8YJ!JJ9J&:AFHUJ#JJYJ.:AFH]J :J%J+9 MM0C58E1+4"U%M0S5-29XA M+6WG:-
H8JLU1S4 U$]4L5+-1S4$U%]4\5/-1+4"U$-46]!:A6HQJR5%K/4I= M$3];1S/)4"U"M0+52E2K4*U&M:9_+VIWZ%,BV>'EE1WZXH?EO>+5W9K4YJAF
MH)J):A:JV:CFH)J+:AZJ^:@6H%IXU-KG=&?B+=)HS0C58E1+4"U%M0S5LU^\ MNK.C"66H9J":B6H6JMFHYJ":BVH>JOFH%J!:B&H+5(M0+4:U!-52M1MG=3.9 M382+ C*T:
(YJA6P5="%AI$1+5JA6HUHC>SNFPW/WA:FGA#*U/Z'L-4_N M[KUHZABJ&:AFHIJ%:C.J.:CFHIJ':CZJ!:@6HMI"[:8W"1==1VC!&-62HJ9N M@>('VV@T&:KEJ%:@6HEJ%:K5J-
906KL[GY+.U/ZDLVL?RM'/7=VIT?0R5#-0 MS40U"]5L5'-0S44U#]5\5 M0+52[J5DWBC:>B ^ZE$QWF&PZ$_LP&EZ&:@FJ MI:B6H5J.:@6JE:A6H5J-:@VEM3OV*>),

```
NLN53,A8*J8G+'F MAKSNEN-MIN3K#YK!HGU79-R G)>7F]?705SHXQ_REMS\RZ<.SCW UOHD*[4! MI/[%,V3QV"=C,(GYE+U\,D'EL$72 V&TKGM.>.%=2B( R\T=<5)2!&!
M"9S[7E3LGKWA4#68&M YS^9YV<;]O>V0X)'53>[5!8%/QK)L"]>&)G#5F7DW M?(>=N)UW?)SL 2A96@O29.R<[FP<&^!K$<4E)=$.KJ9D4J91$;'U;!OU&D0#-%(^62?>
M@<^FM3O;8Y,"J\$G::I!Z>5$%$"+<20B2@D#B: \B&8I@5;8L6;KIF]SV[6 M=$[9F]K$%--3K^M2CU#T7LJQI\#QYG3X16>\3CML!+5R1&OY?,M=E\J$;H2
M&OE0^9,N;6V72TJ<_0[/,.&7O]C;O,BQEU"% +HX):J?7IPSDQ!>Q%/ RS%> MJ595O+,$[ZB/1UU7"H_R5IP?,C04P\C:$SB6V6U>D1/X^_.S\_+G&O&#P]V M3%^*&OP&2=](-
R84*"&%!)^+AT>VYKBC,-,M0S=M4(TA8 H2^AEYN.S5%+2U MDH4P+)WZ;#U$_T9KRE\^.I[\_W(BD"R;"N_(ZL0^BOL(>;C6 MVIBH8@L;.\ MIX<>E \)'#VWNF>V 3?
T)%5M^3/!$$FGY9A "2_IR7L( Y5GFKZ#:\YQU.$U MC-*J8;%'\%4AIZ!Y_)B&O .YYX0$87$(!:(L&/68/U:5&94_RRMX5= :\I!D M9&@+W2;5A[\:X;.F&X48AL.\VW
M(Z]&MLR056W%GX9J97:\'RT&J=L[G@N5#EHVY,*R?1S0)4IS !.2(Z.2B*U;,C[0K3US MB>17L&@')JD4=0FTE"75Y"=$9<=Y%P*4J<1ZA118SXIE[,R@"[A.@F0NSA\!
MIV"/F+"KD.:#]51XQVP/HR8^HU"T*&_+D#-.E(LG^@%*3H7A"(0)L,V:5\A MAS')5B#QNMKZ1>T'BD))D&#;"5=Y4PG'[".[DL,KO_)C])M 3S^0O%A0 ?O. M@<=J H.5I_#-=QP9B-
_A[_F-&"$H&^$B]8/17)FJ)37%>NBUB':I"%9.]"C#0JCNQ ^+T,/Y9D M4^*J+BRKVJD0!E\05VSRK61V5D3.)6J$:2K I_I!-E$W2)=N+;I84XZ_:?MI M[RN5NH:;4& ?,TTWA*
[+WB0I=A]NWKA@^M4:4322+X2@YZNQB M>Y;]=4DN;'B;17?_\59Y6TJC+=>3U=64N#6P++U,*F_@)!OT=+2%\Q&EJ%6O M%O(%/<^H#^K2LFK_74)11>_0/1)
MY\$%JXGVQ?"Z$LA!%W@U[#>>P:]-\FVD:.M%OO"/L=H13@4'ADRN7]'#&&>"M"D7PX#?KB:(1*8X%)_87@6CJ14C&BQ=(>9QU]A2=6K0F\0%Y6PN4)'+M]V%- M+D$N@!-=E?
IZ"\OE53-KJHHYR"+.O!Z2+LZQ:D :CKI :#\X3HL@B1D1V@D'17[,9?=#1N2P9T)76&O;/P[.G.:T.J M2\(IAU24C75B(B*!EU50AZ'*#4E8K7KH4D XJ2!B#'WDI#KUI4KB\R;PF>
M#/D"R=1"NYG7IM"@9&>BM3ZJ;[*]U;50+5_9O*<&X;X#&IRU!/X"K=0ZAZA M<-(F )ZIJW\7;*->Y/!H>3&?>(&A3-8K\BZ'JQ(I>(B]X ME=8./G1H+N!J_;WM$F%08 ;=)-D\GT$&)&?
&23^?8+&5YJA4>R+_98O3JFG6 M$8\)VR R> 1U$(&\()-5L@UJVL#^W%XG9726=*0&#U6>W@%95?/) 0Q/SEE+ M&M)'WTQ$(X(0)!![@XL&E!UJ(-4U" $ #=0N[- :#AV$Q/L*8M@?
%79:JN[N M7_I,^5G2 MIFWF&1'0&OBOI"#:X(B09ZBN#:$?D>;%$<7OZ63IU0L>'0)X+(6R;^26/6M# M+C2Z<4)EP<,1JLH"RFW90@C1[2$^6F%O4^%XWDJ=7" MX[.M=AXP0CW
=M$Y,1Z1L^R-M.'1Z@T]X6ZD@7@.NJG_LM;T0'!RQPST#CZD M6>=H[8NVU+]@U 5R+(' PB5HN(BJ4,UG51.HD!4GDS"SS"*T9%Y;3,2Q].0K M8DV'NA>!TFS&/
*DGDDYHF&!NSOM*F,]&W-"[$K 3(ZQS&"M'8 9B$AK=E;- MF%CL&\'@=:8Z4VW'#JJ3D'^OQ ]--(2:F:$JSVO#A"M406R@:2:9Q%D@$;?0 M<<-4/I-^270F=QLHX)0]?-
(O:IL=RS,Y^!H=N$'(QO[:@:<>:;,N'AS0,@K@ M)H_[!YY_, \TLOU@!XZ9LQ?D!M M(@0.;A@SF.C U@0,XW+Q'.I0JPQY)X2J5CX)7O(^?-NM'W?'ET&T5WC9CFQ5PX+_+SI6*4JD4MV#K-
#:59 M<43NOAPOK@N$:@^NL\0-H<@:S2F]JN (-LUEQ^2Q(/F=JSD*O>6B+08^,/&$;'=O%2+2Z]R?,[MD=,* MR1[/O]JD!W:?1/YP:>S/^6UKAYJD8_U32@(&,=8D-F0/?
5F(7\PP<"MLZF8B M(VG13L'L_BKI<;YND(DJ2M=5M_"<-Y;T;@1?Y!B^!< MI"I%S1>P8?0"KF'UR+$W\VZ#9_<),GC.^>?V*9/0P_N10+CBJLEPB_?S"0E/@41A/)0^ZAD
M+V>AT;\;DB4;13>FI1*K_%*C^E*8LNSR_>'IZ\7@RZ$!$ MU"I9AFL!YWM)G#^@,\L>7SY]^%7V@]Q'\-ZZ/&?T.?2RC2[W(*/]_9[90[2F MKO.R,*]]'PWP?>!9J;U!KY+?,KZ\Q+
BY1+N69)M0=GZE.^_K2P9SB+> M2_(-3IRDF?>5JRN^DD3^4'CHL^%><30_$8;?CU(ET^(G11)P M"\/6?.)2N\6O4O5B!FA:,P8;N>OSI"-/Y5Z"&>;6@LGNS3#Q9NL-)6G^G@?
D]WKU0K=FXN4C@R$M?\+ R:)CP53(FIJDMT^KW[Y!E&O? M@HI?"5?3YM+9X1U'9*=[9C3+?"6:H&=^RI)-X4(&WU]>8P2%3:CK>XD;23W M[VT7Z!E6&;R"&WUD/W#3-761?
79& 9 MS_TCFQA_7^M[^ 7F(D2];Z9P$^4><4WBCCX$;AKC6QF^4^+O?<-9<&E%*/WD M$ 52A*1$+9R5C9YX@C!IF6Q4.;O;-:8;=%)R++7UY? ]_';@OSP,O9H,8JY: M'LXNAL!'](8X
0-'#E:5M^/P3X8O( G@L8^-QTWG*>/%W,,5GFDBR-PLR9>- MR,ZWS;31&Y3;]"'E RY,,)!I!P23D=N&1=>EFGB"_ETB/@Y$_*EN]LC(X!)P MXIA$[_J>@$JF <<9@DY5."/77(W7S=H-
/,P>'L#Z5'KY6(JSL/;IWU)&X;< MX99E*1$'-QX >+YMD>I=$DS4HW"446H'*FE8T0GM84[S(@/6=X'HOBTYZJ-E M25XWQ7C<,9%\H<%78K> Y:HI;,5"O4\Z(Y-3>&#/%F>3="B#$M!
[EAFG']ZR ML]+7=[XY^+IJZL6IZ-W;!B,;!+>'RC%GV9^:IL!M-,D#(0^\8-*J@Q>^+A.' MG=,Z>TD7T;9!>\[(O=%9%!RDGX M50W43!I/69MRQ'(I$8L^%U%
(O%C_T62\EHVF$KJAAG*'9#6D$97[_ MJ.S+<\&5K^R16/1UT4H>B2%Z<'%^_K\>IJ4EN?JH"=4D4[!WM]1H8(L20HWF MMF^5M?QT!VDCWQ]\,$%/? )Q0E?N)(RD%($4O40Q+:Z-
MM^+1(3US"1G*%) M$!:)MTKN=\:++3XW'++@J.^TW%\8^#V08\-)+\_(D7F-,GD:/2N_QU$A@U$L MDHSRH@;MP8TE8-NU!!^EEC+VPE05G\<'Q,JQ,R&T]=W&,I;BLTPOH:
<]E+53B&7,U*U'EK! MD&FR#%G.'5Q0DGR>W)$A\09[N\G5QJ[5XG$7JU9H95U+O/5F%ZYA5L%)A_!I M,^=+*FGP%F-;H^;-N-%I M8!KT]K4L$,8^A& R1H]G
RC;G;6'@$HLK@1LN84.'M):$AO9SF:2T-7G<.M" MO@^=SB[$(\FX!FTR%A8=&'1BQCT+GX$^UV ."QK)+7)N'"*D'0MG#\N5O.6
M_H)&MP<,\HKDE(42V'Y/A%37_8V/O"BK*&N,HGGW:<"@DA9<)9D)YDCQ#1PZC*0)76-JD:W&$JSHS>#?-44_4^;(B0]I N_P!13E(4DR2/ M%B4L)MGV.V4'<(0;1)(!]3'.
[LW7U3!9B(]VI'M/IGV9P0NQ+S:D8JZ,$L&% MNVAB:B4U!Q8LSL6T9.?$*5#BR=WQ ]X1ED>+&?K;@F@$F]X5K:S?H782V+@ M0NZ8@96,U+/5*FMED7W5 P=RE;3O'X8M
_HBSC-V[( (953L01?>2-G&\=IB^1BXV!\V=2&2FYH M^O.,MV,]@H8RP=;$)U3+Q?SD+?M7(DXIQ93S8A5^C/5V9'"<^]!'N$W:Z%-7 MUWFI+M3HA7KI?]BUAV[F\WYZBL/19-
/M8(!,0,UPYUU)@8QC'!V6B]I(G8"B M*(DCS6X>T0]4D<>'&7WNGD9NK=*I#L&5]HFGF5\]YKA#(5]]\[$I?V20R-#) M\0[D:[FUY).QNV ,,_.\RX1CV75,&<;AE+BFRE2C<_>_^
NLF1J)R;PLV"7 M7JW3W&Z\_NXA24KZH1,CO?1\$/Y(J@UGJ(&27-LP ]KM RK2KPEMI%926 :3 M $;L$D)XGJF;'SYO[T ;F4L2DN=:2R(5V-JE].IZVMQ[VD>:9IX/[NMYX94+
M:V=RE\I(> VU2QL*EOR%=$;;6?J%I[K(DE[7"A>M]#;KADM^(12XN1K>+1K> MQ%OP\"*I3)!#UFRMEM40((E/3+C@^\G7\-*884=7J*@P!)PTVLN;#92( 2:2 MF$^5! M"U>@
R7(6],W>2,/T;EZZMZ;']S;?YEE=.! MWLQP"]*=_D"^&8(?7BAJ,DG3G?GX%CUQ+AY\-GKP:5Z,7<]AL4T\SV WV MT M96=#=VTJ8]$ZXT5X+BWA@F#>P7_TO[ S*?6VF3>!6":R
M233Z,0:2FB"*B=I]I3(65TL\/-9VQ(E-B[8&F9A@V;W2*@@[5O2JQ_[.:1$= M-RWOS710Z1X;!!'*]$GPV3@G]A30L;S)W4:N"Z-S5&I>6RE;:*<-7X)'1FP MBMV(/H_,R@QC.EQ"'#R>^?
^5CG/)X[,%#H(##R?B_*@.]'8.,<3' ?)!0Z,__5%POO*_B<$P]T5"$.W36* M"6M5SPQRG<:%OL01;(5KBWU&4K#(=[8F,P,3 /I+Y,TRT _BK\#+P") MRCA7QN]RYKLDS)X4A'8'
\B,*QP:_UL/!1&9_M6 ?/%Y0.U,@9 E,@-L)59VB>X(Z2[$=:_8;O-8]ET2'[,Y94%LYX"3KM4=B[ MR^T?SV_SLO)BZ T%7OAQ,FJ X+&CRB4KUL9#K* MJF<[ZL)
()U(*^)#V3Q$UGQ'14W_7-B(Z?MO=)!A/XNUY[ZH&9+R;+/.48E0Q MOFK,PDO_!SLF)$BG/+\QC%3:2,D92#!!I+MD(A=1QBZ:MR$82?,92>)9NH'QD PCE?>2
MZ]O+9L,/72]+.T_2RJ]\3N&'_#VAY-W&ZS>O?@ANHU@,)8-F^S%6^KUUB57T MV0GHGJ;W;>05IZB4O^F(N3U3,\PQQQ!72?IZSJ(W%+0!$IP' C@!_K6,%B8R MO>'$?
LO&=V.%BFF]9=.,$>6KW3\;(+5(-!U*8^7GG0(5XUU8">[(&ZF]AY_6 ML^*U6R=3M.SX\$'.*D11U#M2/>JE/\MQH3T%_);]6K\14$0 YE++A"%>:@) MT28&_I;>,B>&730\*
(W3SG(6XQ=/PM&O8F\ XX_2*_D/#!^ MLG0@Y ",L*4FB59\S($3U)P121 XA[R1"PI7UX5#=]93?_(1-O43:\Y?OBG MANN.:#,4Z8_
B*/MJ2]YF)%G_V^O;EX&]M=I0.A:O'>WI.^"?/".+#97?V2 MVPV?)?6S#SI+_1M/*_LM)-_9"_NR'!^#*94 MJHD/;@HV3/$G7Z(V_U"]$]^G(7[Z
MGVW!E_DC?.0]V=0^.Q.7>W;QQ>F3\U&RA?Z0]-#0/C!8/C*P0XIK MJC"R^'=*B;LX_"_H>%2^>'R0BH]/,6I++4D6+8FRYN4SHM)W:?LD2>/;J#7]
MBZ^2,;:T=_#X/K;WLX_V1USC!G&C&2_2'/7AIP3<#LGY1 =+&-I? IP?YQH M))M)6*LT^9*/>I^?S2'!\M]TA_-N2(!I%LF6QS(S7(AQ3J
M!2X7B"M,OAOF^P5_*V!GL[5N*/V6/T#86!K$G=_CV7/5?=_C_M]BG3 K)K27X.-L9 ?I.N%QT,1QH#:G:3^-(RFB- T@S8ML\Y=ETR0F/A2 M?8IW4H.,3W(]'K'+S$^L5N60AJ%)3\D>
Z8A\]16I;T-:?_<-2)QL8(PZ*D8 M8CEH4AA0OI&[$[7(J5[P.$Y4/DY4/DY4/DY4/DY4/DY4/DY4/DY4_@^=J'Q@
MCO+DCB'*XJ]ASQ7BKR%RS(HY83RTP/JHR8]V(_V_X(E=Y&JA,KDU82*%_ETU M7*[3EK%_U='.?BQ7=[]1R\.\C?<\$]^FYN&
<9,RQAG:XMTGHI:W+0S#D3TNK2SXRFO/=PFYV&OPUG+&E_(*DF)KS9Q:'( \\#T9EV)7<@"MS); M#K?
D1XG(#H]TSNX>Z>SGJ/ZS1CIGXR.=S7&D\W&D\W&D\W&D\_(XTODXTODX MTODXTOF?.M+Y.(?W.(?W5YW#^\N&[V;'X;O'X;O'X;O'X;O_1L-WY6[!O\\( M7A]E_%N.X#61",<1O,
<1O,<1O)]S!&]>_P83>%-(,1G7]S>%^503B?]0B%GU MJXGV!.M87>G.R;L=#8?9KSH;;(J6V-:%V[5\:P+C8+E6!(Y+QK1VC8E%9C\% M]#X#(\8&90V
P90_N4V2R[V1X637,/TKO&;XM:*Q3ML0]2K*..3LU=0C&\<[ M"L-)LNIWYFWL3DF%+3T5SRW6#[?%#SX+N#N>=@1USSF[>R0"_=$QRN;7&J.< M#$)&A)(.0M[?
(J7OQB8CBPP?/(_QW9W=>\?$7KV#LT.>?_X8WSUA'/7UZ:#B MI*1T4MV$@XK8";EI>.P-&))CBLE' IDSBI+)^L?[DJ0H92!?8,VHAV7FR0Y1
MSG"ITT]9)L)\#VWY/3N5JO_>C3.I#)!7M73K^ M4"^"0(_?8Q)BT%T'9A/"EJGWP^0UHW,#PX38@+MJ^GYT,&.H M8[HPR3,&?D
M)DP*IE$P#^FGW5@FS"NC0+KI%W&N=!R&$Z<:KV!)VJ,@2^>17!SU6T05V2B M'EW9%DHW^&,(9J2:QCR[7N,2I4R%&.CH<_N+)VOS8AS"'W:S.?1)]@;:V/D
M6D@Z"@B]XI>3$&;!TK>C3L2!9&"2U=SQ+_#MS?MMDMJ":IR3$6@F@^3]@/IZ MCNJW:<:=/2817Z_6=NV!-+W[<3*7THN(/*J_).^;=X+P'8>1'X>1'X>1'X>1
M'X>1'X>1'X>1'X>1'X>1_\A 53-Z3'[**6[#L=D"%[-H':VJN C$1K?G%R<))^B=>V;DZN+KZXN3Q[1 MF_'Q%U^OR8#^D+?$@4C1SNG5\
[,OOSB1@I7_A6B%)=&K1=+%/RYM3@X5'J#O MYPTY.OH+-M@T[7L&[\7_U!+ P04 " !SADY:*5V@:A(# "1!@ & M 'AL+W=OE<_5Y'-
NLQ$K8GJE1\TEAJ!*.E[2*;4TH\@"]5)ST^Z=Q):2. M)J.PMZ#)R#1.28T+ MM4E:#-%)59CZ-!]+1Q(U>E\OOQ9%2+%2[1?:D7Q*NX M8\EEA=I*HX&P&$?IX'QZ[.V#P5>):
[LS!Q_)G3'W?G&=CZ.^%X0*,^<9! \/ M.$.E/!'+^+7EC#J7'K@[?V)_'V+G6.Z$Q9E1WV3NRG%T%D&.A6B4NS'KC[B- MY\3S94;%(5U:WO*QEECG:FV8%902=V.XG%[#SN
L_X+@&0+2(+NUE%0>2F< MF(S(K(&\-;/Y20@UH%F8P,]H:)7.VRN&]U$)G4BA8=K!1[%B(IXNSK=IZS1YP>D@@;G1KK1PI7/_M_R:
(.8(NC.0IC&FRE_$2LQX,!T>0]).2. M)J.PMZ#)R#1.28T+ MM4E:#-%)59CZ-!]+1Q(U>E\OOQ9%2+%2[1?:D7Q*NX M8\EEA=I*HX&P&$?IX'QZ[.V#P5>):
```

(A=HZYD+ZYH9MEXJN0=EK8G-?KC<.#1%PRNKXKU1M,H)9]876:8:S.$#-M9QLNN.&HE]XA8KOL9QW)94L2OD)R!C>R,H6&WZH<\P"\U3A^%HX0^!11'U9X M".LR'&6\Q_H4HF
*81#&0PZ-PZ\Q(_C,P:,1=Z(^RY'CBU]A^\,4](YS#*S*-MX1VO6)5Q)N!]I8UJZ' 8#??-YA^J<3 2;LB*&:F>X0YS+&M7^)\N-F1,Y?_W MD%"M'_&P'_9*.-(Q](&77 M7&="ZD8A?'K
)P.70F;/@UD8I1YV?'X* VTA4B2$,$;F^D%BZ.X#_EA&5*VW53R$:3HOKG\PG5I\%R0Q':(J5RZP:S MZ>3@Q8X9W+-GV"+QG$ 8VF8:)>GDECTKHJ5+5]!-WF[,R*"9-(D#:L,HZ6D$
M[JC ;+G52FY1V^N7)AQK.%TDUCZ*P]J>L">[E1+5S[ZV&3#:5:=^8?K9_TB_<2^;_9][^#]PPM>.5IN"V M! U.YXD'JGUCVX&1M7NF-M+0H^<^"_HM064-:'TKI3D,[;]C\[Z"U!+ P04
M_" !SADY:^:8Y,7\A #:Q@ &0 'AL+W=OO')8 M@P"# 20S7W^Z>RZ8P86B;/G$R>(ACDAB!CU]JYZ>GF=W:?91KH7(^:=-G,CG
M1^L\WSY]\D3.UV(3REZZ%0G\LDRS39C#QVSU1&XS$2YHT"9^,NSWSY]LPB@Y M>O&,OGN?O7B6%GD<)>)]QF6QV839[EK$Z=WSH\&1^>*7:+7.\8LG+YYMPY6X M$?
FOV_<9?'IB9UE$&Y'(*$UX)I;/CZX&3U^.\7EZX)^1N)/.WQQ7,DO3C_CA M]>+Y41\!$K&8YSA#"/^[%2]%'.-$,9O>LXC^THUS$(I7J;Q
MOZ?)%OGY^='G$%V(9%G'^2WKW@]#KF>!\\S26]"^_4\\.IT=\7L@\W>C! ,$F M2M3_PT\-#\Z RW[+@*$>,#QTP$@/&-%"%62TK%=A'KYXEJ5W/,.G83;\@W!#
MHV$U48)4O,DS^#6"2OTX68M$P_N7^\8/AG@F>P(KLLH9F6=?#O3/>B&V/C_H!'_:' MXR:]@]_)>8P?$##1WO &5DLCVB^4>M\LYR_BN0\3F61"?X_5S.99\#"_]N$
M;#77N'DN%.NG8M>VR7/=XW>WW9 M'\2GG%_'Z?QCX\+WSW;9XPW;X6_&6Z MV8;)[N]_NQP.+KZ7(.8 U\D"!H69Y%$"#Z6%#).%/'W*@75RL9F)C/@'.$%_M
&XX'O3I05_]QR^_XU(D49KQ>9KPG^P MB(E>.TZP?.R/X8Y?ZN'CBTL^OKS@']\(C-4J >Z+(<$]'5YH5,R++!.P\"WB M S3\R6"']Z=_B? Y$GY!A$\ %<K"7#CU^ GKPGQ/V4WJK
MZ$A #6%E#F-PF<8+#O3GD92%6.#2> A&:A4AUI T409V!]:X%!E@/X"'D0%N MVA@@S:)5E(1QO"-LF+>SD5(I ;U,%C,I?BM@S? 82(9 Y=0#&HX.%J M!1 1JO7L')Y+YM$6_@(N0J8!
(B"3@J6(8\(A#D2^'_;_1U30GX/O3WL,Q$8A M9QWBTLLY"04E&*,,@+81,*W(IL+XLSS[TX!.Q),);(BP+?*4BD!G'0NQ$(2 M&)=C T6/VY?=A5(A>UMDL@B3G,%R$4:D+8T+ :G
"5$>@?"^+[+Y&HPTOX*E M"W >@/0+P,#"8I0/%3V]E=Z\OS(+#?A,Y'<(O4MOQ#Y^CH!N8&(SIE%,,+HS MO=4/6+R1NK%+4>S" =%U_C(K1(("?B,@;I*C%FQ9@(&SD
3>OZ(8S/TJA[EO MPEOX2_(W!7Q_D\XCD>\"]N;F&M@(%%P&7H+PP;Y&G+TU;RQQ@=@OMMN84 E MS 5?!EE(/E]\@#%EB8-!-YVH;V@&4B#HD+-
"%K*'Q#T]^XTU%#\:#G.0@VR%!<+7',*8 SWT8HD)HW*I-IF/')30B# MMF&6,SU;]5& &YQ30&0R%P9/'Y!LSC-7\[RG!K+7GX#IDY7#]:C!_E& EAA. MC
)QV5DD2DN!0B9>:YB@3I'Z0P8_'/@,2'RWCN;KJM@P_&RD E02#"65)PWOE'PRX:(6PA9+1*2#* 5^URW]M1KBFZH1D:\5,.H(=*+'FJ41$$X 8 M"*QE%HK3*>\N'\(L%P(6S @S-
\.]__OL= MD!V\XD;X'0!8!8!R+75*6D8QO.4NRM77/XG;<$'Z'U0.A)0$88Z+ O("Z;3D M1 D8!VVH0I0H390Z-ADM0(E[&ZYA&KXL,M1SX%O(>1;-E,P3QPS !=R'&R.7 M)E;PU7Y>53-
MDN>+,[K+8N&MM5&\WNH?U=)8*696D$N7AI]7V+X='TGY-A28 MXW'/%3W>+GJS,$9Z,%>G(@3'@]Z%.T,XGV>%*,6TQZ\6BPBY!1VF@!=;>$X" M^\AEJ()]'!2#;
(/&!R9#0B".\.W@>]FA,M#ZF]PSY"D DL71)LJ)$7T4K\FD M\G26AQ!EH .T4Q*^!N<$. '>!.H?UI2!@Q8A7Y.XUF&\Y1<$&^(I M
2(Y)J>!QV(X15\O3"0&6UQW^M3'4VH'A^0KY)ETH*TNXR8@^)8L!,<(% M!E\%ZCWT"^!F2G,!'PA4CPMLU4D,L:).;^1N(!A#..[<"=)YX$K3&Z0F4R[
M6IKJLGU]/7X3D=^[#WTA\9@'*ZO!ZJOPJC2V L"K"Z;T*_9@M2-=3_:*01? MTK,^)G .0CL&*/?-*E.0=&X8SV5!^0(&+%[M#2A@0D!3\)3I:'#*-.)'FU$ M% =0()8+JZX.M^W*%]
:P/_=R2_-Z;T,EL$9CF#Z\^HA%F#3'GXM[9F3[S2\Y)UPXM'"'<5 MG^R+=RVXEK*DSEEC!.P_>%@$?-W@0IU$IZZ;)SY%DK15E058JQAK";&PW"?6 M^,Y("76&
(6'-1=G#']P*PU+9GSJ__OX724_ 12 Y?B\WQOU#XPO"BO6-IJ? M/&(TSQNC^>OF:)ZU1O/757(%;I9KGL:T@WF+FL_R79L0>MFLMB2!K^B:DP3\ MRY,$U_+TG
]B0)*,BK*M@:N;QT0>W7!Z4:+-B+C1!/LH:YG MJQKK?,^#?,]V_%F(%^P^B$\>)>;C]\9(.Q'?,YDIVV>-?O*GC4_R+-FS9[U M<-B;/(YKS6NN==#B?]?LS1X]X;K-3\@L*[$\:A7[M?
-0[D&_MK1(EUE8(Q\ MP/;XYKZ5_;J..6N5IV!/6-#]Y;0'*_N]'%8/7D PEB+*RZ&&K72RITSN>*[F MM,G5=%*Q#21T<[UUP]4"?PL+L?WV%5&Z;.]]^DSC-DH+O>"'=X*:IG=YK"1
M[=\-&[C=)"QFT+##[/P:R^B+4XF >ZETK[+@J;/VX+O13&['.:3@SMT39G=_MPGZ39C,19I3@]O;EL-)AH.*4\;XXQ9VA;6.NZ8D]48K#?ZP>GA+!C?E4]LDD ML:L%,?
=PT:6J^@BE(L@M 6@>)Z=;UVR8Y$""=3YV%TX_:1/\%VT46ZVPZGJ M):IZ1"[3F7(_3T\6,7/\SQ%D1T8I)=-D'D0DWR9I1OM)] >-7&% [F=
M]D1S,95AX&ZXLB;FR=+$AUDD!14QH(I$E.A*"!N[S%4A2[D1LL%T:93OE&N# M:\-\)Y$3AFZU3B6.N=5PZ4)$]*> @\1&>1^9\M'=8@6?"S3]]9[R*> 2ETV6 M:PMREBXH:@?
8:/,C\0I-)C X2XO5.M![J'8SQ2M'\5/B#W!B"8IF&? =V/.Z M TL13KG)PG\KPE@9:R) #G#/8E-!A3R7@>#3VDEP*8E<_86I!(_C7YHE!3C M"!BZP6WZ&3(&8E"C#K-
%\!=6,X&+$=IJ1NFOYH5NCX* /X:BF1].$F&639MJQH@G3I=VT@M=/I&%CKA9 M+(I[4$5@09*T(C0KB&Z\=HT)[J8W9KV]A7EP**Y8=%8$-670ID3U$V)Q/ 5C0.9GX7#&'M(
MC5&/B'O\56DH=F@W52FB5_P*RG]8X6.='88GCR][D\F#]@04:2;3R^!\.G$< MP[Q4B:5[XFZ=8ZH!N!I-(:(# A77]@.KU+:YWC0&X]44*J=2%]AU/WIX_/> MU&[,
HG^$28%YIAP[37W>8[+B&-;"0"#^P]"@4$[WX-V5L8D36@?],X_!^WG M_?-@<'GAH[WN%3IH9P]"^^"2Y 'DB=1/DCH/RO;L1V6'H0$FYK''HD0?^"X" M8W@Z1:#0Z!=RHZ?
8X[^$R4<<\L%4<4;*:NE*[@*D:(XR[7I\E2RQ\=\HP+5F MV7\^+3*R?1&$TAC>8&(M!Q^*#*7R M5[[=I9@[H#V(X=ZF:DQ +:-+#Z"+WE
MBH=\!P/08]%K0M<2MQDH98F%G3,@8(+]L+ZP)VG&$_X)6O<(% MJ#TV?,I6#E,.&K?D2=D^/\>1<+@U,-XL*#7M8UES $!N5%&!6TL!TTL -(MQ",7TANC/%Z-H+';T@?NZ%G2K*
M&.TB+9%53%0! X9]/BMD1(RUP,1MN,Q%<\E4",8V682Z&-CUZ\'5!RI&$"6WN&."D2L@#6R.-W#;_'R.Z@ M]S/POS 524+<["=0@0H0#QTX*KDB>Y$#-ILI+[6%IN2VG-
G1I/]B71.'')^ ML"$99ATQ!Y/1&E-3R(AU':!'2-AQ5GBS".=K-@_14X87Z^%H@<@0WD52'%2S MH'S[M^J#+@ZE,ZADL[1M*PV;4CU*@5=R8D0;KY"Y06OM4T^IEY>;"1T5:U?0
ML.W* PACF3J8[#%8!!A% AXA: 68?T6 V7X8*8BJ'2OS/9NPR%.T)7,JY00M
M3+$[@CB8N+QM*VO+A)S>@2>S:2J5FXS>R8VP.I:_OC6!WRO]\XWR$L:17MF\"45FMX2F9F+WU]8W%.Q0M30QOL6=\J/(+2K5A&)Q/V-40J\\(-:4
M5QT8N]F25ZV&UZ/#K6GCHICOE]+ZB+1.PKOM:(R&D=-IAH$Q[N_P0,=+Y?IX MR4:77BI_*.<5318CT\ M2>]=-_6#5I^>DFI&/ TEP=I8)T(HUO@QS(*?FK,R
Y/FO>N3/%T)TH0H"91_V>=5X9,B34ZKF?&PC@V! M^V1F\<@SI:4_'O;&_=*63RJZ%9> .0QPD=NP ?M:'L'G$+%2CS#U M$]YE,L\G*?\:)*U3C%;S MWJ0?N!Z\2UTGKT?F:&OJ!
[5W$K1X$N8H#. TQ0 I#(Q^&=4V'YJZ0U@ 3H [MCH<3M5]%411%#:7C:;I/IQ2V01T!UFH>RU"0=-O-?$DV^;4[U>;M=WL3U60#_4H%;5 M@MNXW+BG):6<[CY?]
[YBCWKZJAMIC4ZY%(I81[O&PG^\2^'8=;?D[>ZRX3+LA M23%RF=E3,[C+02<@&_N -T+5PE)HN6@)W@?S&TCCWG1J!:VZ6><&4FT'AZS2
ML.5_;1LV!#HUCQ*F'XO364;_0%B=8;HSDI058Z1_M("1"RM6]>R0>Y!$GA+ MFM*2M RE6SM 9;&X)M:D:=3&_QMPNKQE/9Z".%]G$^EFCXR.:=".NE!
MDW_U@F457@;NXC&X82'%_'6-9#C64>8DDN%&9'VJSW=T7[QCHL#OQ[29)DU?"5-#WFU*M_Z'*!IQR^,YT5,)1V%-#\J M!(&J,TZ)#..*?O/F+O4;TSMQOE(3<[$P<_N[<$K-;
(L9\#,Z4. ?S(5;%5E' M'56:)'8^\JPF4-'-ZB)!VGPI]:)E(7.)+-!8<> MNE%IHJ[3V72*-91(R>^5-^KLGF_"C^+>/+O*A:ESCFP6)A^S8IO/=V2K$YG& ML/#YKJ*3>VU^)?F4\C"5?
<^.SDF)X'LV<.BHB;O[;0/5P-@%E?S\7+7?J+L/ MJOPY6!W?2_A'5,_W0JVSX5[(V*BO27?6F,!@RVI>D\) ?M35MTF._& 2_B9' MW[.G#FTL4W4BI!=F)VG]]539*X/*FW<.VP6ER-
HP6#D.#O^Y3N$^[\)O-(!< M]O69K(TUV)^;R6K;595C):I]G!CC>G0TB\CS7>E8^SLNE0\ %[V;OX"1O[@ MM7N-J$X:/B[3[ZMB\902V=66P79TOR57:O?ZWMSV+CUS.LLNA
S91%M&TC= M'9:536C ^.BR=GXR' 23RSX_93^W=]HA]LF60I\NL'FM M>0JRR$\NJ)7L*;N:XW%H@]N[#.SE6;I<*O%UN\J.@O%H4BX3*ZXQN]G:A19^
M/!X/@M%XPL]J2!GPR65P/IFP7X2UAGJ+W42F)X-Q,)D\"$18_W1Z_D 8AV. M<=H XQ!B+.R1NP_&\_-@^# 8A_U@/!X]$$;5Q[<.XDCW[W4V-8%='D;7(?#,
MQ0/A40V&28L,OF\HEU4==K&_\ =GZ]=6[OL3AA9278U.K^@[W6^H%=RX9_>K M;*;]H-I=&DY%84P?FE)Y,YIUZ"3BZ8MI[[SVF@0/$QW\%NZ^Q3^I8TOL34VM
M3N/O77B_UQ]_Z=C3T7S1R]ID>9>FE.F/OK#I#?+0I6>OS-QPPEN49 M;:I?TOYVO;N8#.HGWP*G@&=%K:*U1+.6S>UJ,:EU9NYM[9D;(%>5SVTM3EC
MMLV9SS1%#HC[G9HBS")LS@T& $P_1] [3PK-L+6<31T@U/AA.6@>1Q*6;:4"*7[_L:9;7BI/(L&&,UA M/56MH*,:/(5^1IC%TS/8X@&X)U9%BRFV5&X@M,\?ZM8)*MZ\CW8JT]
(^L3GO MQ"($-([$+3D\> Q!S-=)]%LA=#)4MXFAE /$:=@LA;"%NA:(J@1#8]OL<&!C M"MSQH;"4LK=Q]%'$Y>%")%XB5N"Z4=-FE3' XH-EZ3HKGKI19_K*%VG6"W S M"=U&K?
NV!,M/NP=2"W*9[6I5(98&5]A,LI-#$9INHF!4;K&#> 6EFI2A.E(7K,[T1* M\2[5)*GE6H):CG-PYIPS=K@^T$-MP4JCJE-9<*SU2#0GX8&;%B5=\Q\"LZ!- MF(0K6P-.
<8@Y;&U!)8Z(UJDJV_8UBN2;F4NVORS>H M5-6A/OJBR4W^; =]@-[*97 !WJW*F.-(IP&%JCV!)\;DA+?.,^1#<&C?FK)2 MF*013C(X]:8DY!.=!Z/!L!6*$?B;P61\N0\(\
BGK1.,T:EV1S=Z;A-^LP$F M9M?F4,:5E.D\4LKVY=4OKV^PY3A=""%5&V-P$50/C/[>-@:C_AG5FV M9Q1M+RM\+6]\[8EI"75M^_,[23,"BB%0]0X$^F(+I9;IS?4J=[I]PBD]EH$
MD?.C-OKN.]]Y?#$:L)F &(TZ]SB(&?3X=:J7^7(=B25__4G,"V*-G_%8ME U M44"Y*-N$M:-CJ,,!D0"BI!S,J@CI)## 9]")02P/*H$39>L3MI [XB2;3>; M5]:KT?
TH+@T=5>TFWB!PN\,N3G<0G<>[L_0NT?V4Z'A7-0T95&D^O+B'YM=7 M>@7HNYC;1UCS[2.:"? .D;)1-;@"F!6:4]_]519NFIA 52L\E F8]=D.)#XO MB:_/=-A+'>"5>T=110!0TC
M7;2!I8.8E,=B-^,,J>2)J1_%F0+;J<_L9S!%Q7)"?:M+3UW"=(B05+NFJ!D! M*?=?AC1NOPQ) MW8%T3/.,)G_)RY FW65(W65(W65(W65(W65(W65(CJO?78;T_W49TG!Z
M\:"..XW7(?DMS[_^A4A,7XCOX+D5BI-\I*QO^^"Y%*%NBN1'HP1KI+D0Z^ M% F-,4:(8"9SY2("V&;^&1YO7^,NU,+?KNPN1NHN1NHN1NHN1NHN1GKPQ4BN M7]-=C-1=C-
1=C-1R1\:#(OO/O<&(I0??8'1/9/]E-QBQQXCL'^,&(_9%,?Z7 M^(C=#49_^AN,?(W4W6$4=7<8X4_='4;='4;='48'WV%TL"^H-/ 7WV+4=^XQ M^L,Z_0?3R_-
@.AF7"&0.I]EB%2\KW/7Z__)>_X-@-+T(1L/[NOV[B']XM_^N ML7[76/^OWEB?Z<;Z!';76+]KK-\UUK^WL7[7GKYK3]^UI^_:TW_[[>E;&FMU M[>F[]O3_S>WI:_%XUYZ^:T_?M:?
OVM.W>%7Y7Z<]_2$>0=>>_EMJ3_]9/MR? MM#V]M]:T:T_?M:?OVM-_^^WI'SO*?-3V]!YP_ZWMZ?WRS:X]?=>>OFM/W[6G M_TI$^F/;TWO0W=N>WE]+UY[^*[>G]]#=M:?
_UMO3?YXZOI?P7[ES>#6([-K3 M?]/MZ5M8XS/:TW]+3-:UI__+MZ=7?;U*[^7;[%#_"C_R";U#P#SD?O4'YL> M:Q\^MR'\8-0;^/W*!V,G36VRVSLJH&FN3=8-PVBSQ>L%__N[:-
JE_;+AO;T MA\+2M4W_<[9-#QQ2*;'[02Q6:%8/4^9='^,]?8RQUV/7B?@OT(FX0?/EZZX1 M<=>(N&M$_,7C+YYMPY7X$>!#%R862QC:!QDX4DZ(^9"G6YR2 MS](\3S?TYUJ$(+#X
/R^3,$TZP_X@KLT^TC@O?@_4$L#!!0 ('.&3EJK MO>U<@0L /XI 9 >&PO=V]R:W-H965T$BB9.6NFHE)"FCT^7T-D"^6VGRPVG@N,V'[NI Y
M_#+5)A,.;LWLU!9&BH0F9>GI:#"X.,V$RGO7+^C96W/]0I22]NZYFC)1.L/>/,F>=D;H$(RE;%#"0+^+.2=3%,4!&I\##)[M]9(XL7U=2?^5;
=;)L+*.YW^1R5N_K)WU>.)G(HR=>_T\A\RV'..\F*=6OJ7 M+_W8L[,>CTOK=!8F@P:9ROU?\1#\T)IP-=@Q810FC Z=, X3QF2HUXS,>B6< MN'YA])(;' W2\
()\0[/!&I5C%.^=@5\5S'/7=SI?2./4))7\+7A0&B,3?N]T M_.'%J8,%<-AI'(3=>F&C'<*>\M]U[N:6O\X3F73,O]L_?SC:(^ 4+*O-&U7F MW8[V2KR719^/!Q$?#49G70KMG_Y*QC!]2-
/'>]09U]X>D[SQ+GG*QJFVI9'\ MO7QP_#8%/_/[LBA2":7A^%\W$^L,Y/9_N[SOA9]U"\=Z?V8+$9?E7$K;FA[/:#V?[I%]O9!K_J_%&I^'[I3WM\SUIS/^=LW^6
MZ:J.8\3=7,*,K!#YBBMK2QAZ$0T& V[G HSE>LKOI5%P=;,E3>5JT*D;")2D<>R&G3U,[@=%)*?@,R4GY.VE]PD,N/AOW+]](BC@U:H7(GP0#'B]+8
M4D!".4V+_:H,/'T=%&E3J5SS.\D@:+^!V4_>2Y/Q M5W+B&K\P'QU8UT(L886@\E2GT V@5<<)7 IC?>+HTH*U]N09^+AP?L4*C%GC
M[>;J3ABS0CF_J8^E2@0Q/<0O@S^T=I,R0Q_&)_RH^;\)90CR^3AZ>C[@EZ-H M!)5S,8H&9V,^O(S&9Y?1Z.*2O=<. K"9?9>#]N2C:OI1)>"H+0(H(A@6X.7[
M&.;_7(ZCB_&07XRC$6@*6EU/&.8G'U73CRH!1RT1_/U=->7.QD!L)8+!MLE1[!8V6D-KV&?]38^VS5VJA$@DYP5J.8.]D(K."+CV0 M8X_8Q5G[>6 X6","]MV)8/3T\BM3P1;^G]?X/QA_
0,T:,%^) /4WMV*U?=D M@$J+VTTMOIP!!I_& 6$0^\$Y@3\ZI?IO;M)D8\02J 7XA)L+*4CXG MRZ(2$ZK&UV[+G%V(R*"@4DAEB0&%8Q*"W,VH2%/=S"Z-C*1-
JYVP9S]N6!M^$BFG9$?O\L:'20W8<->^)-?PI2[3 MI G;E"M7 1%H<:#Z!#MM![-CX0)DA2DW*7@L!^?PAO-!CHIA_R,L'L4 O2>0 M3E >E(,Y0>QT*F-WPE66R43!;. >GS A%
E*K/P1#SQMA:R6/2U!@@#RD1;3I*H=IR!3?C5QTF4_WJ0AN:')$2G:H!C@&(9(" M\ZN5CA CC=%:*ML)+'W>ZA[_*. ?(&K/AE3CN3,ZW< 8?MQ*L-#@U,&^0\8%
M]X<\>B6MFN6$)/;D<"S,Q HT!! RTFE/?"U@H>A/0.VB- MQ[B$.F].0IL6ET8Y%*,-(\=5,(M]P%RM)TVS=KM6.59W%X93'P$3"BA!?.[; MP[6N9],F+Y?9JF6FT';$QX)8 -21-
2%K998XUAY<.6?":[L:X-K!0C':D.S M6FL\[Z.>5Z2(%ZK9Z.?@;@+I%:H< M<$EI'#A3>8X/==X@\#H^0_XDU30I3*HDX;6.(5O1'D[,@YG2M_R>+T9Z=V&GD2F"AV$O;?R
M#4B[E#52H^75&PG/"I (*I#L#')@AC*I[UFKWYI -@91(J-#4'ZN\R<=4]?: MD[5\(0!=5BE R;S6]4!O!V,W?=SM'[9)_%@NP>*#-L<;_,]#&L9-SE$Q;"18 MGW\!A(>??OGI:C2\?&
[W(3G>OVOZ[;=-O]V8Q3I.!#W"<5QB-'A>;RSVK$1# MA\]W4L?6(GR#.M@G4,>VL,>I8XLV>"=ML!] &[R+-EB3$U^;*;;=MX\IV.-, MT9%!G\(4U9#'F(()QA3;ACW.%+>?
T:&S;\H4_&"F8-^4*?B!3,&^-5/P YF" M?4NFV-HB[F&*;4C] J9HDI*]AET#.V!7:MM':E&UDB[:6>0]$(7](L?](NRI M<'??WE[B46)U8M>47.0K<0>.247 BM 45IZJ!U#N$4NC4-
DJ5[A=2O$ M\B44$)#X6@I%5>;1(02>;_DJ::%(W;?LS%^4U_:806^L42 8DI1QS8"/.I"1 M RL\VD^9^XY$>#L1"2;J)?H[_5:Y3>5Q6B90//X$@=H/&_DZX5,!J6P\I((?
M\96X!]L=519Y[&K[*9"N ,V@!_$?(*$]1K1!O7D[4_V0"?-!NJKG:RD"F(EC M\(S;\#2<=F](J69C=S/%.DG$BKHK/'&*6NC?DEM Y^>/.'UCP;8/+7<&8(FU
M%=K&!.4OML0;F6E0!%\/0=2I>%,YHP9F1=2NV$!7@@G4.!R2^X2?"+R#Z8L7+S"=M7J%/(% MKXW49B9R]3]_^$W>;QUI>YQ$%@ >QC.J#(,/$0-Z'A (: U85',&=DB?]$Z M-
F^6;^D66'M!@0.L@1#_728S@E(F9@ 0UJWM4$)?V_849*E87G;7F%0]: MZUN+?;!7E4\F16ZIWP#D"X?056?1VCOO)YD& C;/LQ].^-&@/SKS(U8G_.EE MOP$)7!+L1M\!3R[IJSF9,
%KB=D^V&P T5!65@4(\:IZQ]" ^;<" M"!?5Y/;8SE:2F"=@QJKK4*%QC._>^ET?.)VV/K'+I)G1EX?83D#*^*_MZJ?U MQXTW]$W?:3/ "]2>?U_\'4$L#!!0 ('.&3EI5@&.\80D "D8 9
M>&PO=V]R:W-H965T&Y?><[MA^K)6NGO9BF$9?=E49G3P=+:U?%H9.9+47(S5"M1X)T]T\SX_'41DD"C$W-(.'#]WXD(4!6T$,_[7[#GH5)+@]G6[^Z7S';[<<",N M5/&7S.WR='
T8+E8\+JP7]3Z7Z+Q9TS[S55AW%^V]FO3\8#-:V-5V0C#@E)6 M_I??-W'8$CB*GA%(&H'DM0)I(Y Z1[UESJUWW/*S$ZW63--J[$87+C9.&M[(MBK)X937>2LC9L_?57)6"7?-
[84Y&%CO2\]&\D7[KI9-GI&?LHZKLTK#?JUSD M/?(7+\O'R0L;C.!*YT_2^O,V>7"'*[$:LC0*61(E69]!+XN_$W.(QTX\?<&< MM MOZO9+?QA>]DZ:>:%,K07[S_F-L1H(_F]?R/V.6?^.5-
7'9L7GXG2 LC5" MWXG!V6^_Q)/H39^[/VFS'>>SSOGLI=V?<_Y:W%OVME#S[[WNO[QG' W9-F;9 M]5($%ZI<\>H!K#)7&CABTJ^PT"SN07A&,+5@?+72ZEZB]D7QP/:BX005512.
M3:J<'L1I]P0$R>P2>RRU$*ST*!6$4@:,65'>"-T!C>0#@DP(&\Q*.&Z"#MKV MD=9XF#S1FCW16L'MURAE3Y4.@[\$$\8ZC4S5&NNJFA=,+!9^S79X-"VRBMT(M=I@-H^Q79*
<%]#*-7L0^$/*0K9>ROF22<-RB8VTJ"Q;:%4Z<[\.KX9L(7*A MH<=8;FNK]$- FX=LI6&*EG ^KYTNDFA2]MLO1TD\?6/8HBX*=L>+FGMV+]!>
M>#47;*6,I$=#=FX")/%I'&":8$L.ORK%R&DM845=$1IN*_D/@D>>WHA*+*0U M+FR0(&#,[2MENKP NP%8RZ=FV%=Q/\!OW.(WV. 7MRM5(:*&8$IZ)D[:5I$ M;/(%
8X:XF01AU=AGO*:S])D@'+,/.D'\G \- MO4\5T-7N]OMQFK$#MI\=L8-.\F4U.R+7RF*7K86O="N9)CL[)$'5#^T!H)+X MUY?,VD47B@,8UQQ$*BOR7:+<#-
M#V.,PFL4($5U'89KANHFPESU$>5A2V-K2 MI(R!X-(X^"AXT2B@5%B,F"5A*HZP(+C6O#+.N)8O_]U2=SP&*D#RA=\NI6N#!>?B-#8(:\XX[S"LEO9"'M XP/TZE#
M4!J.L\CAKJE[MV77,2JHJNZ$=G6(W?R=E3>%P,XWEHW#9#QE<1C/9L&W'NZ: MA@D2%2=AFLR"3\ /4IR />)X$F (Q8A9^22UE J9_7@\AFUQ.FN0N>>PN>?1
MV=765IJY,:*AM=9)Z7@"!%+=>NQN%%#:[5H(FJ#GJJZL6P.262#=U5PV!"Y< M:E:U!O\VL"!=[8.0%<*88$/8S?2 E=8UC4/TC_#G<=4NS-!15-.;]@ ,_*/J M1NY=:IX9.'T:
(P4I4=1<"GO@?WF10*DG'))N.)M6;.'O>#?HAVP?L [^4"I?8]9AUQ(:8Z!]0HP"/D%! M]B017$^OIT34[H1)*:C-YOWL:$H+DG'447G^C$54^(VZ+(64BT:/@R%F@NIP
MWG0\CS709M]PDF;A)!U3*.)DTDL!^U@RGLZ\C6'BW/1F5H^T"R+9\80]?>H: MT=9@6U,RJ?]L6L[:V$?5^2%,-/':(^$*+V::A+HC=_?OK@KN(W!QYEL&+-=>Z& MG+TXBH?
3W4EX&@_3H'GR:*9MJLN/8&N?6;[V!K9&05]'>D0P6$,4X09H>L87 MZ#J/O<1LX/"(^9=LI!;9F F*17HDFH(SX'HK%+E"T"IE_=2)D].A:[?43LL= M]BW=(N_@M9YXOMV-
K#>\R=43-8WKMQ0N1;0AW3R W=*CX7.P M:,\=R2X^Z),1]72J^>?'>4+H8SOZBI"F9'=I* X!*=+"$7&#?]?=>VJWY!6_M]=T+_=K(G)KN>BD<"8+D<8 I:>HIY'[*UQ"""ZT!-
<17FY16UK M/SUR8D9?WT%>:X*".RQ@RE&YZZK^D 9F $6BA\,5&N%VN[\K?/3:>NY&F2'[MV!V1(\$6P=)13_V-FJ4BZC-Z,T84.).2^?09Q)_ M?F@K^7?ODS1-
[LDH'U5>$LD]SL8FED%KNK/6(Z7 Z7.IUF1["-?]J(O?9@NMT MR%ATQV3S;)Q=2342PQU.7LB""-:%3!4RY^3V9<\4+K"M9S@OLGGHG,8!0V(4 M\E.7G^(4SM_L;R38Y-
)/Q#X&_O3AK$7<2TPF?EQVM \TO5;+3U-;84^M9]I*;D +_^PVSWM/L.?NX^_XXVR_U'](]<@YL-ANT% M1*/A=#Q@VG^8]C=6K=RWW1MEK2K=Y5)P))X6X/U"*=O>D(+N?
P?._@]02P,$ M% @ &UL[5EM;^,V$OZN7T&X>T464&2]^#5O@)-->RVPVR#)MC@4]X&1QC:Q MDJ@E*3N^7]\94G9DQTES2>[; 9N-)'*&,\\\\Z+H9"G5-ST',.R^R$M]VID;
M4QUUNSJ=0\%U("LH<64J5<$-WJI95U<*>&:%BKP;A^&@6W!1=LY.[+,K=78B M:Y.+$JX4TW51<+4ZAUPN3SM19_W@6LSFAAYTSTXJ/H,;,%^K*X5WW8V63!10
M:B%+IF!ZVIE$1Q<]VF\W_"Y@J5O7C#RYD_(;W?R2G79",@AR2 UIX/AK 1>0 MYZ0(S?C>Z.QLCB3!]O5:^T_6=_3ECFNXD/D?(C/ST\ZHPS*8\CHWUW+Y3VC\
MZ9.^5.;:_L^6S=ZPP]):&UDTPFA!(4KWF]\W.+Q$(&X$XI<*)(U 8AUUEEFW M/G'#STZ47#)%NU$;75ALK#1Z(TJ*XHU1N"I0SIS=&)E^.SQ'(#)V(0LDA^:$
M[TG7H';:TTT;3>=.4_R$IC'[+$LSU^RRS"#;(W_QO'P4/Z.@BVYM?(O7OIW' MSVJ\@2I@2>BS.(Q[^PQZ7OP3I"@>6?'D&7.2#=2)U9<\9YU+4"]N?
D3AN%'/_WOD"X"@6(':5\U*SVSEXM(^7 M*\8S61F4,W.PU&EDV+8,._CQAU$8T#<0UYA%J;"<5%1B\(E]6!8LZN1V5WPB
2.)DRB'H!QC<@TJ%MJ@@4Q9<"5DC=7%\0#N4+*PZ!U;BC-30N M.%CG'(-L"4GJ13DC3CNOK4\TAVB/DY4KB@%NP@,%MM*,:@R=<"ZIJ!WG]8I
M1N;0"IE""\!1OSVUJ1E>PY\)C2>4]1.O&9!L?FQ%=KV%D"6E)28'I1KU0* > MR+"#&5<'UFV,$$?K4]=LV",0)[$?)R0P# 9C6XSY;*9@AMR@JJ($3IUI4Z8([78< M])IN:.L2H?

T0!F&"HU:>4Y"R6I&A+PV/)2*6UB7]5TIO^Z!9@R9:\'#F?W=" M$K3JD.?JT'ZN7=],_J<4^U):*3SI$C]]H0/(NO[@WA@B1,GWD]K:K'#K1/V>!#U$S]">GY M>HZ&EA!&&IZS*1?
JH5VUZZ-+&-N9&M4-&7H;+E"%P@>CUY+#MF?7S?&L"NP; M3+X*]DUE?S.BQ%LCBO?_$>5=1I0[@/*]YY2M>6(S2[2?>N\W9; W3AG>>TP9
M[(U3AO=.4P9[ZY3AO=>4P=XP97CO/66L@*NF1#UN_Z^.+G9;^G;)3TC[V+7S M0;OD#Y.^G2'B((Q;HX4;-9Z?*/Q13/-$/PR2\OG7M//MZ%=]W#=;@3/P>M8_[K11]3>WZB/-
^/+IF6Y UWK6S;1.N2N M2]>8O=,6=\<5JY:B9(OWAV00#$)645X3#[;(I9]D%B4>&;G3^VQ;L@<=[EBR M6UT?ZO\60NMDI !1!A:<3*[U.AZ.RY8;&G/$21VQ?Q&.ET_8;L&\%OH;E@&
M3;UGBBSL!;T>^P>R=ACBK\M[\H5Z!38-=F Q0&(&H?W9K"YDCM4TSR,0Q(? MXTC3%L\$U3_$:"4@SQBHA]"1Z$AAWL,$3LM[FMP@W JX+K&Y'-ZTEHM2([! M=(H'[;Z^. I0 #&
<0B*.J504'^G2R78=$H#&3L^ZV02FW3L7V6_]# M3&PH!\=:X(0@I@+7"L#ZDOE-C,E@G](I&54!9\7-Y)S=R@IS)>KYWGK4 RI M'=MVST9PX'N-M,=.0]N%R"J)^&$--
DM]\W8H:$]V9=ZZ"U,0&@=O3K%_A+-Z M4&NP+Z#>CIM;,7F4=*AY+I#!V#!1:8L63Y!]N^/=MKHZ#2PEH%H\/,4JC<&A M.'*!/1:74Z[G&U9IZUTF$:I2&HL;SCS8$VF:((AP:-
J5;"8>) =N!ELOI[6I M%01LHFW+HQ;_/M:TG/,0W_^ TH2L6BFM&2H$9FWO;_8\O?:MO7XC>69-Y6$ M]6._W^O3.T02]![;5M(;^/UPA'4@;KV]X*@2CFU/"H91ZU6%7[3#(2U$V*P&
M6P<^]F/]Y>@M[RU1$&V_MT3!VK"O:^O_IV6I\?"E S^UF&N%N7QGV* MV#S=?/F9V \>W8?M[K/19ZYFV!)9#E,4#8-AO^,FT/6-D97]FG$GC9&%O9P# M3H"*-N#Z5$]SOJ$#-
M_#SOX"4$L#!!0 ('.&3EHNZ#NFH00 &4. 9 M >&PO=V]R:W-H965TH9HX"G/A#YOS8PI3KM=G*M!EGC.UN,1,SL];06LY\)E/9\8. M=(=G!9OB'9HOQ:VB7G?
%DO(92@,+)>>LB.!W%=KZ;\"?'N5YK@U4REO+! M=CZEYRW?!H09)L8R,/HQ!%FF26B,+[5G*W5DA;XWEZR?SGMI&7,-(YD]A=/ MS>R\==*"%">LS,QG.?
\=:SW'EB^1F7:_*_F1C0Y*;61>0VF"'(NJG_V5.=A M#7#B[P"$-2!\+2"J 9$36D7F9'U@A@W/E)R#LK.)S39<;AR:U'!A=_'.*'K* M"6>&?Q2HF.%B"M=(V=!G74.L]EDWJ1DN*X9P!\;
;J0P,PT?18H WZT'Q^$ M>PBZ)&>E*5QJN@SW,MYAT8'(;T/HAW%30/OA'S A>.#@T9YPHE6*(\<7[>+C M.LFD+A7"/3X9N,QD\@!?+\;**KB?YI27C'&S8SV9)_J@B5XW]*CJU$]8FOX
M]DW0\]\WR?U%9!OBXY7X>!_[\![JUEJH-VW4&7Y]ST9B!O;3-00=AY^4Z]S/T M1C(OF%A 5@W)R80G" X/)16= KF"U7.8@8DL%5!\S/J-!B[S!"^"&XPA3O#
M#$T['+&,DY<*SMKP*;,P)==MN&%;LV16:C2&NDRD<)5)Q5-VY-F.%+4&ABJ_ M+!5%P81=@48/[^3$DEZ6V9OISHXZ5@HLIU@_X1*\)^C?2L(SD'OB=B.R'!%KK%5L# ME
GP[5R!SL>SQ8:\U\<5=/SMN$Y>Q^6H>O:$ MY6V&!9MA7>Q(9-M1S]U[M-WJ)$BG2*![,OS.6*#*H0I3! FM&!@J_3_-:]]I*0?7CD_SPO\Y]Y8 MZG1]+-.&RJ8QI*86) M%
G/>%5N1KK%MS-+C\[M;598/J_Q0P$=P_'%O8(>/(6@'?=?L43.*0]OL4].)>[9Y MXIJ!YXBVY1^W_7[?LT9S"CPO2IM1+BCOJ T<$C.]88Z\6VL3E-I'EI5H!9HF
MKJ@]Z!W77FIE44AKG$'5)-$M&U%--W;EU?IU07LAJDIHW.3 MX82@?]=_W)576]JCI&%NQ>,I:%;AFO.Z!Z;RDZ@YQ,IS;)C%UC=+(?_E!+ M P04 "]SADY:E#N66SD% "J#@ &0
'AL+W=OM7#)0@B %!'Y24V+$MP)9C-$63&'':'H(>5N1(M7)C<97>7EM5?WYDAJ=)HZ9%#SWT(G%W9]Z^>3NS'V=;Z^Y\BAC@(<^,/^^G M(12O1B,?
IY@K/I0%&AI96Y>K0$VW&?G"H4K$*<]&T7C\8I0K;?J+,^F[<8LS M6X9,&[QQX,L\5VYWB9G=GOS'X1>/6M[Z!(UE9>\>--\EY?\R$,,,X,(*BOWM<8I8Q M$-
'XO<;L[Z=DQ_9W@WXML5,L*^5Q:;-?=1+2_YQ'Q) M;#,OO["M,.JAU:#DXR.HAX MB\40IN,!1.-HUD7HL/L5QN0^$??I 3K3O=A3P9O^;'AT\7*!T>MW[ITKV!G
MW,!W3WV%\\>S)Y,3[MBOE? GNDP&ROP.P0^B$%KK2/,^M+ MA_#I(SX$N,QL?-S'3RE_74P"H_%\^ED4C4*=+!#Y08]TKQ V=NR
MW9!Y$0Q#&0MK84Y[9YOY"L,6D8GLA"US@T0[PK#.@W6 #QB7#$CC:QT3=9E; M',2Z"AA1K/>NO4[7X2.I$@K/V$!Q[@0OMGFNO1>=@P5"K]C22A2T$IJFH!. MR5./6ED"IH-
(I$+]$(68H?6$O-H(D#<"H#(.F*^(:E/+;-CCJAQV9?A?Y,=L MGQ^]CORX:E>.X=_B*;OM%?F: AO#+RGU64I2;UH(-)?6N42*(TR.K>E MYQ2C!%MK J-ACHOB_1QF[U&83?
XQ4*,7SUAQE'2!#AV_U(+30$'A*,FD&*2; M-7@ZGP]/QO!<\L0&E9&1C1$3WZ,,JY4ON\'\1"'/X#F3X8*-QJ?7VOE Z]W, M+--V3TR,A^=TDCH=1)P=]]EH6BD\'G65NT.V>F"0OK!5#*
MK_+^H@*%#>6(RNBJ^B@_J9-VJ1*;=>VH0NGM%*;);Q%;G5(Z=9+\\=T.Y8@ M6A#[TZ IS3*0CJ+5$"ZDM.GR(O2:RX0$MF^ZBBQMOS#*3B/YG4ZS@>SR?6*>ZO<1A/Y#-?D
M.AZ^G/?!52^CJA%L(8^+E0WT5)'/E!Z3Z-B QM?6AJ;!$^R?IXL_5!+ P04 M " !SADY:P%)*[3H9 !': &0 'AL+W=OR?N]?T5" P $HBJ3D+5X 2=YB.)$1.C[WX.(^-&>:8D?#
M&686R3J__GY5O4P/15*B)3G!@1IL<9G>]JJKOMJDYQ=%>5;-M*[EEWF65R]V M9G6]^'EOKTIF/ZJ?K'0.;Z9%N561SHJ+%SO#'?_![^9T5M,'>R^?+]2J!NOZ
MC\7'$N_VPBRIF>N\,D4N2SU]L7,X_/GX@)[G!SX;?5%%KR6=9%(49_3FE_3% MSH VI#.=U#2#PH]S?:RSC";-OYR<^Z$)6E@_-K/_H;/CK-,5*6/B^Q?)JUG M+W:>
[,A43U63U;\7%^^T.\]#FB\ILHK_EQ?VV8<'.S)]JKJ8N\'8P=SD]]?Z MXN@0#7@R6#-@Y ;,;CI@WPW8YX/;G?&Q7JE:O7Q>%A>RI*);@W'UR^-B/CRE\QP:R2K_-4IRO&'V\>/QQMF&
/9PL'/D#'HTVSCC6B[<'_3D:#-Z M6+6AS<-?Z03#ASQ\?\-V]@.]]WF^_:^AMWQEJB0KJJ;4\G\/)U5=0LK_;Q47 M[('JQ>A#_ISM5")?K&#JUWI\ESOO/SQA^&CP;-5%+BCR3KT. CT.-
@T^Q;T M^*2_U/(H*Y*SE139O,SPH"\W+_6F+.:BAH+:K8M=^MF3]4S3H(7*+Z6H,G/ MB^QKK425&F6$9F1DU,9NI+*8V+&8M*7QTL
M+V8ZEZ:&_JEUB5NN*X%W6!,/3=0DTQBI:IJN]"HY4Y6<:!]1)TU98D=T'-JM MFA=-7LMBRN_XX43E>!@[4E618ZI+]2L<3]4Z[>Y9954A4TMP;;?D-A&-76!* M$^V'YBD-3L-
KS=4EK>6WU9.SXD*?Z[(7;PX;RHMZ_9Z($9(8(.N"?_9$S A: M RS4)9:H[8:;BFP*[?-4E4106>FZSC2QVM$"5,?T&%7UF%A+LT3/]]-2\RL\
M:;;$E(G.#$Y1B>@I%@<^U01;ITET22\I9D:78 %-=3(L, M!I3V:DA,G!&E\45532]8?;;ZI]OJ3T',0(G.JR/;UY6]%[5@ HX>5\P0 M8N_Y4?%%?CP92RS)0C3PS>BI/%KI4="?
ER71]$GS^6>$N5$I^:'+5 MX__IVE:PT0H3O2V+9M$3'SX<,Z5?%:@"$(OCX].9?#@@'HTA_Z^,/BWDN,'T M!@0Y!HEK^8 V^>,/3T:CP3,_US>XJODI?SA\]E/W?
A"?,EQ=VAZ3_E>0D7>D M)DVE4S'#?D%=P_"$"*_2E-^ \'1X0![F7T].%=,$5+9B0-=\0:/+HB[(HO-Q M)K@? &VII(FG)FT20R*2-C7I*WH"+UEDLN)297@YN82,)]6N,[HG(#7^T7;Q
MI2YS18!):G"AN"0AML=3%DY56H5,E5S0#>2_#S)&A:[(-JT8%)4X!E6K!I2 M#>Z>]R$$,@C!<- 35@H"@:P(T#&*BWR%("Q?F3>8U,C?3*7R&[.0%UKBGVA9 M1)RC.*,*_MN<-\)
<2D'D.$D1DJ KA M:5'I+PU$$]O$+B!=-5UT.N)"E:S) IVB&4S%HD*+.6&)9"5(>4%RZF6IR1?* MI#@ /?Q@H:PLB6E3PZ[_U+.F \O9!UCR=:ZGI!W"TS(\36^*FFCGUP>Q8$S
MC7,0E;A$!FG)MF%0R_54L[G+K%18?@NGN2,QZD/[R<-%:3(&?Y$\5Z1?:EH8 M5QR+7.:F9U6E(F4.+T+G*2FH"U//G%FBIYGCCB=CQ]-3B VQ?$$,94,F2"_@ MQF"FL2;6R$.(
8G8L;\Y/0=@VH4)$T"-XT"LR=G>MJ>#9L!BK"M2/:=+"Y&^ MF)EDQGL 00P&@?V'S2E\#OF4K_!4\!KL=Z5;]I2=*;@6;RBGQ=! V:;OB Z MT0EH E.NN/I6N]-
"I*PBK5J1B)R;TP*&KH(RL (7R$FB;4D'>01@IP-# %HMD+,T M1A-@2T1-@ JZ=:RDW7@WI1]K=Q,4LEA2R*!7560F5;63P:YAY96C&V;!%^X3 M7FGL1J-H=;013UD"X/<=
R5NN!C>H#.!C2X6++57BV*N( ).0BZ M)-Y90P HH^!!T8 @W%-'[;4RE;4XSGYV+&;7(L+.L9M0&K;8Q#9\>FZ*S+IQ
ME,)*H&ENE'BCH*9>!Z#$6WF'FT(3'N*"/W"8X\WK=X<>;%@K!6!'SBIV V5P M3F.O69FFN$H]>&)\ ;&@X"OO%*+)IYE)_%AMA1"?8Y$:9ZZ69_*FF]!.7BUT
M8J:DZ%LWT=O04ENQKHL>?8LAUL;6,Q+HGEBH2^]-+9ED,M^UM=T *H"O9UBX M.A2Y)#TY*?*F6K+JO34X@9Z!-PX7(.M)4KW%W"0]F1?Y;GC'$(H/0]<V([^] M.A9+ZEC>4!U;
[>E5$_EGSM'++KTJ2>"(.Z+=4=C0-&3LB$7P(6C2"4M MFMKB>JP &.70?*8N&^'7J]9;?]P0+B!%&JG5*31+] 5:('*TX]Q>U(+C-]7W MY?]H_W=Y'QW,!@^>;C]]N/Q]N%;/-T].?
U/W)#(C3&AFSH!D LJ86U#-[* MCD%<"%8>OB>:MUA56:/T(8ENK.-N3%Q1; >J:\L7 A(2U+F8%.=H)\0^/E/8] M79B*G*V_&E-V;2.M,GS\K!*+9H++3=B^5(3V(GPST?
4%!7S>]YP%8&2AS9 / M$SX<>*O8W:[%^ZEH79CE@SJ51,S3SH$90L:&HP?JIP3.Q@HP$6I2N]_F)#$X+6Y9F!3R^IL"@VI MZ>D]4)?=+&41@F8>#?"UL: 5I ;W$1 MY!G&F ?
F/IF)X55\2ZK7;J4H87$MWG5VD-TZ#AO_XD_2SL2#P+Y_8EV?]Y= ML'<02[C/;7@A6Y8)@Q^Q6]I*TD:ZF&A%;=&7L J+480#N5<(2E>_$/AJNK!G MYB/[?
G_N15+^'6UV#,]"4+&&U\OD7G&7H]0,MXY^\D @"XPUD:?5M_*;E",MP'8 DB*6A$T'?]]DW@0']**%TYX**6P\>\/6F6")[YRZ#3B-_+$_7A&@3S-3KO2?
M65]$=8\:+!8Q5,@Z[0A^+0VX:O.NU&8(+BD7@9""XCM6T0V@VO$=A M=SI2!UETQ9<#!@SS11QEH%!DR'=P[M;?/3.)PQ.#45S'&DSQL^X3%#PIP'$ M.9!CTP--[C"
BXB&8'E[=,M;CJ"H\8V<""UYR^P&P^K0%.KDJBV,@7>3.Y/19_8/>E+IT7(Z>S*%1-L[MF)#MTFC4 LH(U0!"E^;<,7$%>KD/W!8AL56&UR$SK6RW V'QTW!JM*G$6_4?*.X
M_'=/+]&EU\'HX>Z'PZ/=HP^_8@30\$IB5-[YRRZ=%6^#[E=.(=H4BL%X%\1) M]5\-W396>S;M8M&=B[H7398&QSR R!A!ML 0KC.7B7"(D&[@1-,##-*KF8VH
M+0=$>16W9F;#'VW>S_]]B5F0/1-T149GA1GMR=\ 65)%@MXB@CGCHPJ;=>OA[NA@]\G3T?Z3 MT>YQ%VI$$9**2*(W@PE*=3%FVBM"S9>07HX=U>0^V=M+X=HG3"
[0SFZ.C// MV(]"/""X8T0T9)U,6@S6:O,;#'. "KK 3)I6BZS49ORL>D&'9!EYM(<4HZ)P\N;M"3"E/FU*IO"=.=&GQNEHL M,@@2HQ7@+-WDI<-NR N%!= M$8<7ENLG4GA7-
IXE53DQ=6EMDZ?;^(RR+,YZR1_5?/$,5P]LR@R5.$$E?C@F M/?&ORV)NRTGF##4"AUB0:4$?W>[,&,(VP8L[)&)0==%AM)O#]BH2$T+=(5_0 MB_%)C.NBP6VX[1=+[>B[+DGL16-
AYV I$\7:.4Y[^X0^AYB63V$#0%&@WL9] M;.8+QMU)+UN[X%EO8LS5?&:7%YL]&*P#ZGU"5D-+F3MA5A #QH34+7EJ!5TZ MNGSM1:4P6%-K=P"!9G!JK?3!O(F8$QH#D!#E2B7V?
5YR2B;Y5;ODI'3].U"$BZ ;/05@O?OSY]8 MM3OJ"1<+1+47I=X-&USR3C./H[I58>$B5J";20T+G85RK_^0#ZQ?B+%G.26C M08!/KKI&OFZHI$:>G+SZB2I?$FW.^19"!Y--
,/FYDW>VMV*LZLM0,T;G^/CI M-="AU7U!T]%#0<,%-'349*>J-(K+("R6RVS\Q\Q[TL[LBVGR(H]R9%S9ILD1 ML= PY-M>__&[?#H8]_;X1\2SA+07EI-AM@"]O2&!QBI-
J=;']J!77IR,LVNV MZ/@*@2DE)WP^HDUT\TS+5'T'H,@%]2!OO^4'%9=0*I828@$J>0RWH*T,UT'; M)!:9]"H$:H(J8\KYB*,+(,6(@3-Y8=5]3>.)L,S6,:K(+@R?>->IMNVX,!B
MV;QH2VFAP(@E+@SGG2^HA!G O:L8#=>-V=B&0A^VT7 J*+/UN_H+Y3%T&;A_ MTFD7ALB_8) HK/?1[H^4J*\QH8OYA]>!>7<=]+:R5Y4\L;?0>'#]\DXH,57'%P*U4MD M!Q9-;MC?
(G+J+U1[J=J4-^N5L5[4EGE7&0;<0H+WE'FH^,HV3E#CS08+,E_4 MUD92@*.L.")8Y/HTJ1O.S_=?A=N M<6$[^!A<,JW'Y6A#^# MU+_ORU>EOI!"E_
2DC/"NYTRF1:4;5TFTV%,)UHGEB*GVT7K(B^8=?:C9Z.# MX_#P=-\OV'L?QU?-3G0CMWI$YU38"\PD/>GBV%:S(N4J>-4KA\>$OR))1 MB0=KGKB\!+PK-3=YY'6+3KC&1F5MR?
#R';>A#+$4RNCDK#SK73%5*!_TIPH9-MU&(12JB?"C 8-!=EITQ/<6G>\M.M];=.ZB18<.\[8H4OE1%_"-Y1M5SD$Z:IOQ'M"GMQ_? M!
=H5]);4,S4KO8R[X2^2R$\;]N^X*!?]WE*OD*V,@O#*#_HH@]?OA)WH@&)I==2Z=1R M1BJ"T$RB*X;]8.$C(NWRC; 2^:6T28#I3A2(EQ#P349?+SY$S:DM1@;VG$\
M.'<>P7!=Z(H+;MFR4:)G+(>]JVGWX@->BLB;MW/8!V5O=ZG)'W D!10MF6R ME(U0&9=Z_6P(@H3'E'!+=DY&O*Q+*;:*9'C(M4^%R:'CT?D2S,(3O@\W+IQ M(SXR#UO 1#"[F<
,8Z.VWF()FP,;;,&3S2:2@\5&UO42D,XE'KOKP>D$9HXN MSXV+N%_/Z YCQ8J8&%"=.3=I V-@[^! %_F"/L-P)2(7@E$<::*HD7%AG>Z] MCMM=>+]16$MLZ]IVD+J;^;$/!GT$RL?
5/*>J=]\H[-LVL]_![J*_4(<".5,1 M=HI:8,CGA<:W"TN*$S1!I9")ENX3+87?FC\4\LRIM%)DC0+Y<1]K*;.<1W M=W%W0^]WO^$_H]1=OOV=:$ M?-M^3W'WW9IRJVJ-
MK6.N0X:V+8#Y>_N61/7NPC?H&=-N%;>OZ]GS5=<1VCY6->LB0T] M;QW'X;YZUL0U/6OR&_2LB9OTK,E[[5D3]Z6Z;MRS)K;O67/%AC=I6ON\NFEM
M8B,H6S:MB1L6/W]EP>T_JFEMR05>T;0F;M^T)F_9M";6-:TM>^R5O^P*V-;%- M'YK\>_O0ML'O6[9\%BZ643A%KTBF;M/.=IE/]NG3*;5H0 MY18MB&*
[%D1Y;RV(XNK^[KP%45YM0>RTI@E[$4>>K5$[_!;0E90G#2$#9HX M\E"6@D E-0Y4;;[IF_3Q;&?*Q'9]/%[WW64?CW!]/-OWI4QNT<<;=] M/+?E!3V[MH]"?GT?
S[7TNO\^GFC/A[O]7T\L[J>SE_MMM^YR *[Y#8<]*!UWV/,EJ.?K&I?7?[DB>CLV;5[1WZ'[X$K^C5KH*GV M,?)\R@'Z&.C3_H4OTNS^TK*ZMN74;(\3%O#E9=.
MDFW[/<3V_1Z^O/HK^SUX; 7*RH_.@Q6'!>_SLE%55=G?U$"2ZS#TJ+,Q_B ,M:U&)]V*[5/&WL0U58D:4[AR?72EZR7XVGZ9M8?H":=.K)T@PU2&+%W-"6VOZ5UZ+!3,>.;;4X5C
MI==?\L_[J\Z[M_5O2YW++[1RQ- M=]/NGZ"F;MO][[;N_EEJ6[FF!8B?CGY3GTV5=\MQ(8>GW5M4M\;6[XWMOQ7 M-[;\]_9V?._KN+^^CK??7/FHK;N_BW#)]*[ZF"-[^?
8R]Z&^U8-.G_"=L[*\N MJ.V^*9YTNP"5.1 M=HI:8,CGA<:W"TN*$S1!I9")ENX3+87?FC\4\LRIM%)DC0+Y<1]K*;.<1W M=W%W0^]WO^$_H]1=OOV=:$ M?-M^3W'WW9IRJVJ-

"P#P &0 'AL+W=O)MSDZ,\Y%(]72M^96DI+OG1M;TXFM;6+H^G4E+7LA#E4"]G#S$SI M3ECHZOG4++04E3/JVBD+PVS:B::?
G!Z[L8_Z]%@M;=OT\],F9MEU0C^4]NED;QK5$RUG)Y.SZ.@BP?5N MP>^-7)F--D%/;I6ZP\Z[ZF02(B'9RM(B@H#7O;R0;8M 0./S&G,R?A(--]L# M^D_.=_#E5AAYH=H_FLK6)Y-
B0BHY%GD5SW+M3XIXI6J->Y57YNP"2F7 MQJIN;0P,NJ,W;_%E'8<-@R)@P8"M#=CW&L1K@]@YZIDYMRZ%%;?'6]V(QM6 MA@T7&V<-WC0]9O';:IAMP,Z>7LLYY,22*
[E0VC;]_'AJ 18GI^4:XMQ#L!<@ M.'FO>EL;\F-?R6]'_<5^^XCM 9B"/Z-3;'#JG.U%O):+0Q*E+"0).L([3>_ME"681\X\WD,G'F,<.[SX>V-,/IW=&JMA"_^U*]P>+=F-AF5]9!:BE"<3]%LC
M];VDB>P]_4,KA0W4+T#Z06AH"ZB;[Y*BO26.@M!8H'H8TO57$KA0($=J* MVU82X^,$?D 0S4YZZ1N2D%$7Y%WO96Z\:B/<3OF$<#!,'@ 15;2U("=7C
M1*!F;F2@*!*)+5G53UF"Z$,!%DEG3B[YL1 N4O":CN#6&B'O1M(Z7K87%D:5M M6N<+JA]\<[YLA=,PF+M]\!_Z]?(]-<^$,=*8@6 ?COLOI04!BW!S6?EO"G)
M(G64.>C:"$?R&F#\NN*T!0RM^BB44=2N.<#V8*%J\PY"YVA@P[J*#!6K[H M&$8 <%*V%?E3 ;#0F"'"@H98&B)F#H^"FUE(&FS)!/L".V!H)L-I=S9*Q%5S) M>]DO9;"=TA\
(HT7,X!TQFA0%-E*:Y-B(&8WC,-C*.$TSQ.24,X982DM0D:B MB#(>!@XB"S.$R KA8"4[X1TXR%2*DC'3]MO8@L\8O8&U64(.?),EL6^R
MD"9IYMM12'/&R<$3!@:#^#@*3/>]RA'=;Y5S?PC&D:IAAQCL^(IF'BWDF4/N%5I"3* M&*29D:1(@%+*,549N(&!L5E&9?MDO8?U!% M9EVLVZ6,B[2\AS\0V+9/*K43=W+8%5!-%?
AKG$)!H8P%^5A\@:=$A):/D$X/ MOC2!2;5/!+J]+PN&NX^;]JJ-JAKL5E4?".?T=*Q;B\4\PS\SYQL(32\UEK 7 M.USK_/6,C<^EDRA4CD=QDP#I%1U$G/P!JOBX)")%P?
Q3PMG@91%^9V1W"PF!7YI@D$?VHC(F!>4Q"B$K:?;% M3ZLZ@]D(E)@+A1%H:T!W(U1(N,>PWE(0=3%T8?PV\+8)30B U:D]$TVB4J M1<1A)8UQX9I L^\S#AC4#Q3;_^>@_/]
<72)PR D$Q^@\894E&>$Y7].I]@&[MHR<%Z81W2'F4.^G=\N!Y8%((3+Y6WB2G/-MU!H29"PS+\C$P_5-H!P:R&ZZC MG'#*8I3@_Y72^7_5Z<:E"$(Y=W=%
];+WOK[T3@Z7D?^W"UL^KC++ 8 %0/ 9 >&PO=V]R:W-H965T.D?>CT 227 M(L8D0 .@9/]]SX(7R;&LY]ODE@#W;/GET 9RMC]UQ.Y.5#66AW/LB]KT]& M8Y?
D5$HW,A5IC&3&EM+CU2[&KK(DTV!4%N/99'(P+]72@XNS\.W&7IR9VA=* MTXT5KBY+:1_?46%6YX/IH/OP12URSQ_&%V>57- M^6_5C<7;N$=)54G:*:.% MI>Q\
<#D]N=KC^6"'GXI6;N-9<"2Q,7?\\C$]'TS8(2HH\8P@\;>D*RH*!H(; M]RWFH%^2#3>?._0/(7;$$DM'5Z;X2Z4^/Q\<#41*F.P+_\6L?],VGGW&2TSA MPJ]8-
7/G6#&IG3=E:XSW4NGF7SZT/&P8'$U>,)BU!K,?-9BW!O,0:-9".L7 MZ>7%F34K87DVT/@AP'B6%P;[7,GWNN4TBWV5[OMI[,=-&/TPO52,PG M0S&;S/:V.;3;_!=*8#X-YO,=
[LQ[CNND@F=#U"WCNR2!A=O7DT/]?;0OV?P)X$OM<'OK<+?5O@7^G?BW>%2>ZV
MAKX;;WHP$L\O/^OHDUE2&9,5TR9K>T/AB&N]306!G4I3":^09'6>=F,_<0@:UX=S6:3T^O/W\+3 M]/1GXY79.=G1Z>.G&#/DF6H[_U2(/(]4@[
M_SI_1N(RV'].O&%:YT]HQ6;04Q)#2)2E44H4^W;A;] MOE9I$\92%C5U_GWO3X#8GX_V10LQ:K(0K7EM+9&"IWG.Y2;G(!%_'EXE!KL. M('H27T-
)/3Y4\#WONWF.&IZ[66NZOPME*.!/9@KLE.XD>O/J*.#P*1KST9' M/3TK_(L8%$K%T.8.GJ5OG>+S!._X#8V3YRM68)A-CTH%ZH] MA+E2;<7C1%%;Y1\%-
/Z4B9@00"8)SBZ08"/.WZ6N<6KJ*FM_M*UW_T8'^Y^F/Y'K9*[*VF1;&O2.O%,YJ?0QRY+LBJ1 M0JY02)DU9=>*BK=\<-IAR*IJ7V">D',(=22^YLI%ZZ50?\P\]O:&+BF27.H% MB<
Q'\/T74B0M%X'EJ$;;@/ A)8IJ--2PE)L+!V;J2GI'>6Q777L8%,8<^#\-M^O,\ 85=1%UR4CA^APH '$.HI9[E\,R%,@()2A2!;UZ M]]\"JUA]@W-&@ZN*58.VBE;4-1_5#$KGH
X>=0V)H$>V.Y&K,^A),0XK+&VQ MA(O6&RS'&GS)N/?O$L9(?.%]H"&Y/]\:EB55P85975(P,&BZ#)-5^4"#F*% M/]A\]O+'S(0W:ZU+BZ3Q-2:NZ2X@:3@KQMN.T^-
RXN\&X1]G.L1!@W=YC^ M:W]EO PWI?%Z>G/?O)9VH3377@;3R>AP?R!L&PO=V]R:W-H965TW]%EV?.E%-%R9*< MV$Z_],'4>0*!)(@8!!@V(9KY^KUO?0!"B/'$fD\.'R5@2
M^K9ZW6_]];HW]N%,9W^L*QJ^\VI1=>MOGKPP.8+1\SL:;-R-?QEUK3+K(,? MV_D#NVI-5M"@9?7@XNSLT8-E5M;WGGU-OWO3/ONZZ;NJK,V;5MM^NMO[HW?<[IX6\X7'?
[BP;.O5]G<7)ONW>I-"S\]\+,4Y=+4MFQ]W9K9-_%=_<.\,=F7Q,'QO]VLW]+AX?#3#-KKIKJ?\]B6WQS[\D]79A9UE?=VV;]=R,' M^@+GRYO*TG_U6KX]NZ?SWG;-4@;##I9ES?^??1!
'#+@0@9<'#K@H0X2?E MG=&Q7F1=]NSKMEGK%K^K'?!!L;#:=-7W=E/==O MFJK,2V,G>KKA'S;ZOOOE9U_Z& Y@EZF?\]07.Z;^4O_0U-W"ZI=U88]1 M\5?[OY]?]DG@
#9\$3'_;'"?;YO=X9K\WJ5#\F^B+LXO/OS:T?_@+D\P_W/RZGM6D#N_S<&<)]O_'YD.*_LJLL-]_< Y*VIKTQ M\U#7H]2_GC\Z>CAWV-YHL.?KG_NB?]YO]V74/O\S@[%FE7S3]M-/9%)B_ MY!
M:%PU=6[:6O_S)_.AT\^K)G_"H[!:]!4J MJS<:0 Z<"1F+*7396?U_^S)_?Y6UA5ZU3=GG2YK/6/3=@M]N31MF6Y,"Z2952?%(4 K=-3I;K>0'&)X;:V$KI_JG16E56$JO,ZN+%MA8C227
MZ7R1U7.#*S4]I@@;AC4FMS4G8RD/.!2/E<,' M59G!R;6I;]VJ9X5587;E;SFGE99;&=@ 5 R D/ 50=\Y=ER O])XX$E; MVO=ZVL)X!CZ!CZ!U M5Q?
)=8+^$BO36MH3<"2HD$PP$*M@3/UA@_7:I V : (M!H/[;N!/&]7,W-=69]8V>9GAT=8E0+H#>'GX1W;!"F!]#&&V=(Y V24M_T M=@@-.6H#-S^$!(9-GY3PC#E -X;
$+^%$EF.,0[_!K M >@"!A5%B]\E^#$P4G1GK*DV,'=']\!RF086A/(9D,,MC1>'U+#*-GAJ&V&S M7@&04(WPB%!6%< WFU: P0@8AH,C&OI1]H9%KMX*MO#,+]S^+!M^OD"-N*.
MI1SJ$S8L&\ TVY<=+>$N*T+U/%METI("'#$ A[<.JYA$81%/YJ]'(H2MELK8BQO$%X;_%6[\)6C%<%ED<-)*;%_; M7)Q?GCIW; 7JR9$Z;!9G.&XJQL;:<& M&$7;46.K(O5D!< 7E*9-
()6QE:ORE[XLRF[CMF87L!="U D!7WX]NL-3?0D+ MP;H65*>)BH@$=U 81G=:&1C8V/)Y9A=$CO?/WNYR2]'*TP YP2YW9GE% [M MA+>_-=O/9B@YF21G?
4T'5*,;]>N!$MP*Z^-55X!4%>"'*2SA/&,+R!]009:L M@W@L*JWM"=V(8('WIH5K)9" ?;E!9PJ2,"9#Z?%$Y&<&X,"X^X&SR&\S.#Y M,SUO&-%D)#'[_+BQ"MD!_7F. .M7C=QVGR-
5SWH@X \F[XG)PO"'5?]%@&$8 MU,.0_.&;&Q,!]UN;"LA 9; 9QK&V$!'L60XR-/&;TBQTP YZN^0%T4L0\A M5I5+N"3#]$0V;=]" []L'6.!O?,IG$3P3+?*^AKX>!$Q(V;^
M6Q/NX[MWDPM/1X &UU/1]68.FLSV@,_$$)'W L@,65UP!D8- M;<&5C=93=0+ MR)]U9 ZM%XTU$=OBW)]#XMLQ\P*$K:"]ZX:5%9N#/.T&9C++"2R"]WM#6[F MI@1"FM!8$IZ>
<@'@\F?X(US3TA0($OKRIB3Q1PSZ!%FKMJ#$,#MRC.RK(:/] MWJ0:@"IY5_[V!LJ>: +-T#&&&!-_:A1($)6/'7\XO3)V"F5A5"@>#,_#W5 M/WA>HD@PP<59ZX0"WDK*68#V\
[:1-.Y^XBF16%CF>,B&XR$RFTBQ$'=05P-1'A9!^@0L[H':5"D.:G9DX8'V/.#_1C=@BB \ 6$(J&('PP.7"CN(;\,B-:T6P M&F,TF<".%I$&)H$)8)^T5TZDF158?(XI8N,1<++P&GD4D2(N$Y

'J-L1)N M.XX@DM] ^JF9.E[IED5$D<$;!X(NHR].3"1;.M \IS-F^SU0+=;:9EED#] M:61\LVXBYW&L>8=V<1LTQIP,=S'1+ZV:]2W)T$#^9'8#N9P_GFCT&H!VB*!\ M>4,
@B%.Y_(L+=;+!VR$2/F.:R@G5SS;%PX_!JG?6-5XJF(A^,>6U^K/*'\G MGT(D[H2T,JSW#8KK7$:<,*/2#32Q=9FWG1^+\A!T/_>&7>A8:^XM3N+W8\3 MI/HP01KDFOI-Y1H*I!(C K
=@ONV4!H7?2H1??K?(_K&;546+;^'C(MW]&IE MZHFW]POO[?UB+YM_9XDZ7MJ.%$4@:0DO_%/^_Q8_[ZVSJWAVA/Z"O<.QVX=7T=F[<$TJA3\ MZ_[Y]GW'7 M,6NW"]"2^#9-
D3C9R%]M2:R%W<"D(!-:T9;4*K/L00:-!4[!;O[!N4$9 +T< M],KH2TT: HAL4M2(5;$P@@\H2$^S4:B"E-8M!(PH04U-5<*E6@(NJ#FV80X/ MTDG\'G9YOT2M?^<;B9"J2"&FUH]"
M&H/OD.C@)N'R:L$3Z'''!"453Q%3T=!QC M^(89 *C_B](".S%YUL-'J\O/8#MR;W5/;(/8T(-0;LM?80\!=)(DV"A%84P M#IV3@C--WZ'((!-G]QQ*8-60UH!V48619HDNA^#8GL,]A4/
*78=O2@+.G](M:HKZA<3 \I%8">(J'RO%(8X3P!*RA],C-"]VZ"OUFS(HL3S:W01K2B8':I) MHD="KTGYH577<..H2:!=VDD4&*,](-%5!HI1EHN=R.AX&"R2@.*>[WS\';U
M'A^]S3D4#@6D!=:=WN%6T*DU)YYN">[Q_2=80S<.OYE2?)?92R05RAH ?"4 MH0]=7RC89;]CLH>.QEX%AFA1WI0^ MDADQ%P?T'9"
<.L+!%B:$]BN8/4>==**7".)5M7&3F@^FS8&04.N L_) 1RA M#Z*6C__2)_]3VZ<_(*C-9[U;^LM[E03TFL!TEW;<#(I][9,O#/,_U7DP//" M;
RCQK2MHZ@_BOJCJ#^*^J.H/XKZHZC_DXKZQ'_PQ/L/GNR5_5[ZZ6]SD]LU,U' -6GBX&?R/&DW0A)M89FU9;9S[A\.@\!7E M:==%R,ML,*N'7#:LH4M\LBN3H*YG=(8W C
MX@W!Q//-J?Z?!6CD?C1QHNW/ M6\%M3C5N*4HOFC."*@LH"X.!@RMNM-L'!AP$9X1IZ^5W8!H[6,5D#Y_@& AFN&("+24>P%=3A/-<:%O M^ISR >X6[3&)R<#\
(&@_]#82*&19)%G2#\ >.[F#^&R<5,>3(O1T<1&DYC<0OG M: *6-9?/4N3!U/-L[CXC5&4NB$C@L^[;?.*:]!S.+24W<\0]7.&TR1=U4S7S#=>.4OT?H:[I.LJ[1.:'&$(W554IO4>5 MBD-
7,MR:W=C.+#GI98MQ.5Y.?K@&*(0]P],DE(SC:JX 2V%[ND*]\VG<*#:6 MRY[K4],-4:828PO596:5ZLJE.=6O:MW48=8>K4TF*U\5W++72^J,0>U&G()!ZP7\-3B2*(W+!BD!RRF325
M:I;E2 .>!+(".&-)K*YI M/?I3]3]GQ!,'@ONRNZHX?L+#BDX474!Z<]884"=<((&-]@0/ 7BVHA%"613 M<2V"$;V9G#]6DY]SA>84$HD322P 'H A5XJBTUNNOQBH&Z=*-
"E90O9CA]]- M[G)RJAUO2')IC^XE9@:@96WO? 6/M(6/Q-\YL315CM$Q-T]SLY'S[7(.[#C M1&(V6'[B#DV38T!B2X'ANG>O.& L]?"//* +5NJ&1BP;1?*5/T^?)HZ;^6F M;"F;
<@V(9"+KF869Z"+D;X:/Y$:IX$24G'G3%'@048?Q=ZY4@0[4X[9MD('* M'>14O^:2=IB]P=1Z.]*,8X9P$S&YDDB'UZ7&M-G!>8"SSK!,/BB>;H 22'

• 5CF!Q#F62NP89I$P'6I!.I,;+8%H)>N8EYILB.P5'Y MRF;D9F'/2> 0(F925I[5B@!7"(-8(Z>9:/:Q(HBH')V*F;*<>P\DR<->/5S\ M,G";@>29[!P&%TZ.%39N=GSU0)]>>_:-
@&.0=/A#XEWN@]$?JZ32K:+8D4Y M8P24VY+D28+;;C<#6R-F#5$=DW,PQ2.#FHH)V5X_M:EJJH*U5\-FZ"SG3Y$= MNMMQFS$4_I88_)MJ,[X.*.8X)Y,E)&XD) MNWTX)]:5C,M
;'#5$_4GZFNFM6*.$0+/VZ='XT[09W0FEUAN]-D\XM&DUH4 M\+< WA5D=N IH^Z,HT'QR0V*HSEQ-"?^';$=W\0FW[HAL]AO0'
K[T'4)G$SK<>NL2I[Q7MR81E+^G.3BW#\X0LD_XN#;= M!CYPT:1FCX7(T7(Z& MRY_$<$D#,%%?Y?-;T_P160Z-M!PTFWH+6#NON:C9_8YB1_3K7YTPFE227.%<:8VT?
MI.\MJVU(YEOI.OT$X?I3_69/+-_-@@#9K# J6G'E=Z%(6@-'PX1;#)(*5$5+ M&1$9(>XL7)DDQ*S\$(4*)1IK.(-U:XH B\064!;_;6>EZ !1D;ANIA6&9QU% M2>\P),!)P
_K\,&='Z/N"6_KB".6'#)%ZW(2^D2F>CPRA*";4(>^6,4>-?^/ M6'[$\C\QEJ>RXB+(BHN]>"^-X+'_WUU3\ Z<6869.1O*_Z$-2T9IF>[^6$MB M*0E_KJ6@R5N$KB_G"$*ZINA6/$?
>LP!_;UIJT3RV"6Y=(:M2-LQ-4^8!I5B' MP2W6;*006E#_@3@9A15E:94TQ0X&&)G"E M2<]^:PL:2F<)K?C5-591D#'] M;D7==5R>]^7U.Y_F_6-
SJB_.SA^=G#^NPYAJLC+AQQ8WCV!ALLE85^*8V [EIK&[V/NN]Y4]P*CWV<[V_SB<5_INW G]39>+MP^J!%;?\OB.B':;6&BR"C"[YFW%_MVU'#!'"#HT0]GPASD?<-]1-?
9?,E56=)5%#16%R@!+0C_;4_]FCI=$UB;DNKL MM#4495B@%XZZ#BY[9I4%>DKS4OKFO(A^TN1;I;VBN]L_/P%*"A93GM"S $L# M*DT1VK6[WD[D()_UE:K*FU ERCCFG!DM:
['LW\42"]S^IO:"V!@(3OC]*%2T ME,2U'2GL?FFB2/;IXH^<)TL$VK1];&^Z*F=>&_6B@]T[1%(%@9W3C(F 6O%^ M992,0HP=-\.YLJ2?"X&A2EBR@Z@XU=\VK1Q=63P--
@WK7,EO45KT[6/9A0L* M2$0ODF:CUR52;-GXLA&"L8@[1AYV2/'8.44.6I)=;/60,<)R%TOWER'@,5K\ M(4SI2"9',CF2R6XR2659:&5ZOK\[Y;<./W?9!1'RMN=A=CMBZBM19($"'ZP
MQOOS#;&5GH4'Q6;^EK8:27+?2E&MQ9^',1KN1\F4%DTZYB[V$6@5]9]4&FO$ MD] G4';S81ML6?^X+5)*70P!^TQFP0.NC M-+";%!7\M>]-YR_>SY(,H0K!PN"#/K$SPD559
X,XI7)Q-]#A>V(GO_P]=@17Y]ZO_WJ*K@]^+JD&OH35[M2:A!KSNGK\7_J& M,@]XX+UT[Q[*)IF:2RQ1)]XH-QX=F#]'DIU5;KY<+ST3'@"6RY+#(".[G^2#L PASN]1V7]"B$M-(4?
MN7WY;YJP96H,2+VGP?1KFVDC#\5LXH\$#RC)@S89EX82&/$E"F'*L4@8['(MQ(<>B._]9@N,M%W8'-NJTFN&9.Y!&^58"EZG=^\)9QQYS4GZ_"^_#"=)M2DN=F[XY?Z_$]W" M?
7,Z/YW$;\]))VS09-S]S/2JOIZ[\CDSU53ST^8[]XT^#(=G^TSP9AQ]>\H M?Y_N\\N6G!DA9_^=(&1?]_8^4,BH X2AECE+F*5&I4QJ/(6.W^?[.TU_US0% MM5VGG S,R9K3]5R**>W^?
F=SZK!EU>BR?E478Z9P@T*3.*_+ "X\^\<71^1- M6HH3^LI]\T$]]U-<$.Q@5CKCAV0PA.%WA+WDR[!!)V%S[O]'XD__.+L!&5! M:&@X0N1;#K#\:2QMGN'*/; DP,H-
).L:$W_PN="RY'@&,AX&4\=P;(F'K_[,6GY.";A9B3][I.IFU:RW/TJ5(@M<,&3/G=%\B0Q MT(L@3QW'8^@U&I;_Y0PL^V']?_2U\<^%IB7<48_'$%VJXXG9!X+3_/71Z6/_
MH!T]W044W==%RR%MVM'\]'.[.S_^.;6'HPN9PJQW*D243ZEVEEP]"OL6O=MX): MI157!N:Y_0#]!!ND1SN.X$H-W0(HF9-VOF(H-""] TW=Q0V%* M2T6/W83'9K07]}
((A]&#EM]\>7SWX%A3_-TA)4@>1QP%W\.3P$PW($OZP:J(I*!KDBUFV[XR6-' MV_2T$U(&%4.@Z(XPMFM4Z!\!X&+EC"I8B0UADC(]Y'AYJ/7XQS.V(3+83&G9 MT4Q#2;%
(D!P0;3!,T;"B,59:C,[)]Y4CRP.-F1C>YA7PP^%#<#S^W.T+6(/#,]PG, OH?T]7#0L\H*" M#MQ*^7M48[\G:\IE7=4)?>NK#\]JZ_L*LO--_=6TO[EWK._>7\T=G345%P MZ#G4V-
X3VR:\S[/:$2NC@!K@I3FH")FB"XI>R:I@E5R6"I7LT69/!#DM JC M/+?T-!()"46-ZVPS#:29D/"""]L*P?K89T]^$"^)=;8:F9G,SQSF#=9P"3ZX M@!)91W;@O&VX%6]D1-7H9L)15)E
@4:4;>$9&,G:9-XY-3[KLO!\?&1Y'L'! M[8A)3>!5WAB-=U.ZCMW^]"+UDIV%-RE=R4^B?J:YKB-/2<7;E/?E=O+]H8/, M,4(,4S;]? %_;U$;UHQ?
5)>#-6WE+SUA@'O"?'3[;*YZWXG8HFS?3L1-4+:% MP V-$_$WZ(NYJA:]>9A77143RRC]<>'JK771P4LY/FMDLZ$?1]V4<[%/CK^5> M3+SQAEI/.ZI0[=)(Q=%,.FX',2[E4 M-
'0&CYWYB[!>5\RH0Q@Z1X@?4^TTA]U)P0ZN[U7?2IEG%Z]^L!WWBM,.7@_W ME:8Q6NYR#OA[0]W\W?,(KT-&89)9H+A%&=?XN,+EVM$@<61@<$NIWRP-$@A!\'?86QRK#+V7
M.+3-8\\^%XXFVJL\8>+Y4-MLTMIQ]NJ+2C)91T%GI+ MPN5MBE=NPL=/I2L2Y.M7)P*S;"&W=3]B&C,=]FPF MT2CQ_6%\-N,#NY.W-SA\$5'<'E@2C=*>IM98@JZQZR2, N?4(^-46(@+DK
M=9Q1#T%?.T_'9((KJ;E!W2S+' 3*3=DVM;0B]N63W-5/E-2T)9N&4;Q?.\!RBW Y'N5HFE7=.R(V';;9"Z($K:+>]@*&4;C6F^T-2<%3MC?0^)UJ$)7)1+B"'^>' YGC (G+C@GZ$(>LR
M084L;>R1[:(=L9[,'AZT5N3EU5]<7-'SXQ,O$9JUL@1CV\N:\(5P.1W;X=[6B"$FF!>] MZ[K#$HE6'\<^[/BQB=]TIJ9%,+R((?BZIS%'V."X0VLG2PR*Z29Y/-X?305[
M8CQ9X:@D'I7$HY)X5!*/2N)123PJB44/;85)DX01N%)F$(H1K,#2;%F5)V=[Q7F3PX&*\MV:);"PX@%2L*2L87 MDIG(\X3XY_J@PN\SO%I1WOR \AA5'1IHBA40@&04YFB">02=-
B5\:BG,$80XJLE"20"@M#W=7, M=I5VA/?H.!/&A$X_8@V$WK2AUL;\![I5;)07MDC)9V+J5BEL/'/P\TL3<0]6X1H3IOH.(0AUSXD[4 MK$!Y3AOR&V?2&H9JE6[T\LL7DG47M"UF$:B'-
D;9I1Y18V-SE/UC[Z8AZP M22,J:\]A2/7#!' Y";[_ZY&!NU!;WV9OY+1,4L4V(LFVP$HQRF,392]$3Z; M%F8 "DHGHBR'7 Q66KQQ,?(:8(/9OP?DXR4#.9$6P]L69V6F9CYDZ"G@HAI"
M!H(!MVUBAU;"O%FSQ#0R3+KM? &W6V54+!Y)^4C*1U+^CR-EUU)';5&1?ZR1 MW4!;N>'D0\C6-K)KX1XPXVIK4Z?Z\M:DG+7A?KFCU\3J)K]21^HQ8C&1U@@R
M[55J0C_2B_V]%5]F+>*7U6]@OV0;WUFYV;_ CX8;5X4%1@M/D"_E=%1B'.'Y M]KA!Q]8K].[S["8K*\C8);[#OT MZG&&VS")C! #OA@DB6&/,^6Q9P MVF$UBW+5+(YN'HZ_WU6, #-
@#8ZPV=(XS_LN# /+I>1WIRBB0NYL.81B*RI^ MHSI&C*B"AGH(9T,PC6L01WHYTLNM]$(*CA[/5HWDR6A\[I/3A=ZB"_6OT$4J MND)[U(O]C2NO#6M-
;UWUQ9TEUT'S*S]_$ER*L@"X#Z_/L[4\+GK0=P%'PX^N M%J6913'^%R[\T/V'L#NW%Y7KU_\X-U>K)'*54DIR$31@]&1MNU"1:C3@+8N MC=,KBA<*K0&Z-7V;NP3L$/
)LT0==4_UZ[[5N!/$&0SD\^9??@#]I*M\35D6 M+2GUHM4DY87K9@PH7Z6%CJ[BU[2L[665"P)Z*(;70#B^!59.;>]@X[GRS?"< MM#6KC$*ZP52)'LJF$$]@"_*
<88^5S;_R=6$[B7GO7][PC_ @,#",3#5$;H,Q MT"8*[3AY=QB(:MYP!COF /!=C#^UX*^&G5O<46T3;5^\CQS1'VS'7:1CN&XS M2E+'/2"3;?
@E)6*WI&OVF"!J,H#T/G*%S\8EV>]./WCD48+0=R0(]>D(0M^1 M(-0G(@C]402A?EN"T!]%$.]3$(2^&T&HNQ!$*L)"=]V+_3U@?S3KJ*\P=CNL MFUX2E^YH3AY;";/J'4I8HE&A#?
+S!MO# M.OGU[>7U$=D5VGX_OP*%Z5Q. M QN,-X9_.3E[,M%R /W M*E3D17%_D:2A*_?F@'O40(]\I<)7<*3+?HXO!*^SW:>Z.SD#"[OA9EV_!]> MBYJ?D,X1:MI?
2Y3H_G4_[0CBGS_&7A(<3)_M6"$^J_Y,>Q1_)9#8A^$_ M8J]-P8N'.Z'X\.3L\41OJ9H.-2^>)1>Q8T[@7N\#5S>#7S!7:XH- 5K>XW^ MMK6?W-K/XPJ?9VPZRN2\G.L3$ KD^IJL> M
B5\&0-C5*WXE'QL<)"[-VD_E"6I_Y]8TIT(]\B\1IG7D27]$5E2JMB%UO87 M^_MH/W=AMG#6.ZMS!ZR 9LP;-@8DF,!4+AGW^!NTN?A92U"P69,%XZ)<[NBL M&
7U^$W..NN!]1EZS2=ZJY92V"5.-0R9Q/4.W"(1$$7-7:H(M01<=2%5^%U- M"USS4[8(-+&%G$+YW>7E&Z]02O\(.L.H/7.J+ZN*/\E=+G3T&ASQ 2E$L/'K MNU5),:>PKX\#&V:
("LS4*QD4"X)@=TD2MXIM,>K6T#0==:8K(A*M\1.$WC#1 M>NA,D*8G[MK&;[8NTM/A1XYPNJ]]G\&"926[3OXW+J &@?6K?=PR?? G)<, M%.Q\2TP-T7;X>">PF2K*P5?
7WBW.#V6XA\1@W27P03R> M7,B[V.8+??%(@BKW<6GYDKS)R4[=0&PKH_9$QSMR2@3V<.<+(X=XZ+;CD;+M MR4<@77(0%RBV#,LS"4RB9]_Q\-
".T[6(8.G"B7%^_1#'M7W%3I/,L0O8O@M) M^>P'QBJN/8G&=*Y^)!KC2B'NIJ M.TK'PY93P^6NJ*HD^7,1_9F+3D:?M+ @,EI'?9(5X9Y-B,X6SP;78;%C""M' M&"
(A%U,1]PQQ;_!-5(8]^KCK5517@1T*K^S4J_@^U?-[-N_3$Y!X>M@462RJTQ@@;)=]9]MXT/ M$1:PR]6FA43IS2)Y^]>5:4+71G=86L6%*UB@=X/B'A\H$L MU$G:FF.EO5#
[=KQT6V^J_!+E&]X#YA_KAZ]+C4Q9C-PJ"N):?'*+[%AR#M M5_I^^1G[6%O1G5IZOOEG#'C2-Q/X1+Z1+"YY@3NL*-_A2>%;-V&#R+3*F-7P2U6MT\8'VPC?4:(
M5IE0[ZQ5:.LN6X#%6\.Y:MJX]*FMI(>)\@5E0>H'S8$LSZ"4=.'*W .)I][W M0FS O;FS8_\!5%LY&PGLMC?*(19Y?0?UE'@OB7XV4AB*:0.N[_AL]WV[O'_% MUJ)_Z4<>L0.6U9H%G
^7%]@<;(/%3P%(W8,D=[CJ.:[N&!>&OU%;/Z;E!X1Q M+[(N>_8UF+!S&PO=V]R:W-H M965TU[[[GGV,[)M#;VCG)$!P^%TC2+ M&V!JJ(0]L<"E:EGT3!Z7/@D-[GS"_%\6HH-WJ#
[7%Y;GL4=2B8+U"2- M!HOK670^G"R.?7Y(^"*QIJTQ>"4K8^[\Y#*;10-/"!6FSB,(?MWC!2KE@9C& M]Q8SZEKZPNWQ(_K;H)VUK 3AA5%?
9>;R6706089K42GWR=3OL=43"*9&47A" MW>2>O(P@K*(@:0N2P+MI%%B^%D[,I];48'TV MH_E!D!JJF9S4_E!NG.6HY#HW/T^_5Y*DWR&"@Z58*:3#:>P8VB?$:0NS:&"2
M)V"&"5P9[7*"-SK#[$^ F#EUQ))'8HMD+^)K3(]@-.Q#,DA&>_!&G=!1P!L_ M@;>T0A/? 7A36;[2\-ZH3.H-P>T5%BNTWW:)W@OIOY<)E2+%6<0?!*&]QVC^
MXMGP9/!]#^%Q1W@+;YAQ\@JA6#6 ML*B(HT2P+:,/JQ_;"W ;9,$2'QPLE$GO=FK:VW6WIF6.O;51;#E\QJWCR)](MX'($)"?
Y>\8,UD):N!>JX@B3]D'-1BB(T!$[!C.UF/6ASF6:0XT6V8A28_F* MJ4M\H&28B45;P+Z\,?? M/9_#:7\T>MF[U.[/FDGO(K@!6]:@1-C/7);$O9.3T]X[8[):*L4\^LG@N+2;K7#-
I8.C4SYEVUAH,W&F#+:U,HYEAV'.?QVT/H'C:V/< MX\0WZ/YC\U]02P,$% @ &ULS59-;]LX$+WK5PS48)$ 3O1I._;:!N*T10-L M"Z/)[AX6>Z"EL4V$(E62BM-_OT/*
<9W"5O:PASW8(JEY;_AFAAQ-MDH_F@VB MA>=*2#,--];6XR@RQ08K9JY4C9+>K)2NF*6I7D>FULA*#ZI$E,;Q(*H8E^%L
MXM<6>C91C15]S%&H[#9/P9>$K7V^L6XAFDYJM\1[M[_5"TRS: MLY2\0FFXD]!Q-0UODO%M[NR]P1\ M\!:%<$2TC6\[SG#OT@$/QR_L'[UVTK)D!F^5^).7=C,-KT,H<<4:8;^]]2?<
MZ>D[OD()X_]AV]KFHQ"*QEA5[<"T@XK+]LF>=W$X %S')P#I#I#^6T"V V1> M:+LS+^L]LVPVT6H+VED3FQOXV'@TJ>'29?'>:GK+"6=G"TT%H>UW8+*$#]\: M7E.*; ^^4
&=/["E0',QB2QY9_JB"X(F'9QW;R?9ASSQ?]D;8 M>[03-K7T8>_;I;&:]KPOX^%OF7.CS.[4S\V-2MP&M*Q-JB?,)S]\BX9Q+\> MD_T?D;T*0KX/0M[%_E80?/7! SY;F M5/!X-
1J>'X_M_V&"P4H+N+R[78+V7 M$BWCPD!]>!SPQW&@8V#HRBF:JA',8DD (BPX\W?1>4ET3!O@$NQ&-8;0YF(< M4-%9K):H?
>51#>TF22^X557=6"3,*T]P!FG_VOT/!\''1DMN&XW>9L6?W=A MTD_=+[BK:+=/Z&"T>#V 9)@$=Y)()1.7C4$P:F6W3#MY3W1?MQZ27A(G!N@C28-UR4Y-N0KLM6XR
^F5Q**J3YL#.Q^>BGQ X32 9Y=[HH M4>1ZE,9OILOGB1YI_E:Z7)K.?"'\G*[VL$<'3:="O?:]V$"A&FG;_K-?W;?[M&]_EHA_F[;?"9Z;77!I*S8J@\=6P'X)N^V\
[L:KV+6RI+#5$/]S0)PMJ9T#O M5TK9EXESL/\(FOT#4$L#!!0 ('.&3EJ,"^QPNP, !@) 9 >&PO M=V]R:W-H965T>@0U-[V4.R!ELX6%XI422J.]]?O2,FR6RC&'@;#XL?=[Z?[XE'3G=)/
M)D>T\%((:69!;FUY&X8FS;%@9J!*E"39*%TP2TN]#4VID64>5(@PCJ+KL&!< M!O.IWWO4\ZFJK. 2'S68JBB8WM^C4+M9, P.&U_Y-K=N(YQ/2[;%)=K?RT=- MJ[!ER7B!TG E0>-
F%MP-;Q0-ERZ+2ZM)R@EGY[\JE>VX$'"Q8FN! MYG(:6J)UPC!M*.YKBO@5BO?P14F;&_@D,\PZ\(OS^&%\AB D?UJGXH-3]_%9 MQB66 TBB/L11/.HRZ#S\(Z8$'WIXZ'2
M)UA692F0#H2%;W=K8S55]%]=T:_)1]WD]I3?FI*E. OH&!O4SQC,W[T97D[?C),C["[]7G&-&>'I=]Q_*$K&=6U;37))"H=I]R[[FQJ$$QNX&#I1/(K< M_\CP[LTD'@X_)T(V]C5'
LRXZJV*1E.VDG/\;APLA-NJXXA+)&"YN*C@*X0 M:I*2NI36*-,]4 E+(UC=GH_X/BE;)EQJ2F6X:]OP-AI,QM3/A/#*,OM!1-8U MHEY6:9_3'.FO$;VNI/Q?
%:YG.'NXR@R@:QT=;@ZZ#L'9:NH^!%TEYJ4N0&UT MUDPPF5+)O59*I^71\^5!C[CG"\#Y3\&@P^$+#IFQ+B_]F_?)8?Q9<9$SO458 MLN?G/2145./Z^;/>RF6&JA\^59H^
."S$AGY85S6XVC<#+V5R]/1FT.A'B== M32 \N7P*)'/OW-\(6\X=* P U!H\'-. != MW\/UPJK27V5K9>EB]%.*4X;:*9!\HY0]+-P+VH^A^;]02P,$% @ &ULQ5=1 M;]LV$'[WKSBX1I$
2B11DB6EM@$G:;8 :Q$TV8:AV ,MT381271)JD[VZW>D M9">992_("NPEH8Z\[^Z^^WB@1VLA[[62,0T/95&I<7^I]>K,=56V9"55IV+%
M*MR9"UE2C9]RX:J59#2W3F7A$L\;NB7E57\RLK8;.1F)6A>\8C<25%V65#Z> MLT*LQWV_OS%\X8NE-@9W,EK1!;ME^M?5C<0O=XN2\Y)5BHL*))N/^U/_["(R
MY^V!WSA;JV=K,)7,A+@W']?YN.^9A%C!,FT0*/[[SBY841@@3.-;B]G?AC2. MS]<;]"M;.]8RHXI=B.)WGNOEN)_T(6=S6A?ZBUC_S-IZ;(*9*)3]"^OVK->'
MK%9:E*TS9E#RJOE/'UH>7N- 6@?R6H>@=0ALH4UFMJQ+JNED),4:I#F-:&9A MN;'>6 VO3!=OM<1=CGYZ A];#G_*A33Y'.?I0]7 +]%+4"GNJCL]Z*#G-
MRAF36]T!RJBUM%+J[98W+874_"]J!]R%4!JF65:7=4$UAC?WLLO8N[!C J$E M*ZRO6O*5 G(2P2,SV0T@=A*\6 ,XBAP_]> 8B#,DY/E&Z/B>V1A X,0^Z9W7
M"HE3"C3+EI4HQ.+1O;Z!#21QXF$,1SZ>#=#+=[PH-*!Q9(P!2:PQ"./>G="T MZ.!N +[G1"%J@@^=U#,P 0(,FYTPB9M\0XLU@ A#I- EWO^]W[O-W;&0#C6_MK=VPI]WOWR7$]S_
9P1=(C:3/*/P)(&A$X61H90X:>JWG8ZP:X;:A'AF"]L9 M178K=+QAM"_4B2F&R(I!&%[Z6F_U&R,86Q@8U3 O^JJUT);8QQ MVD@M20@<5-4>
[0P@1=5:M0>.:=*QI24._BFK%V,LVHZQZ >-,0>N:FT&_L! M?'S EYEBKYQQ!W/9KWFF-"^MDNCSV*R-;=N,FUIT4$N5*:UCM'&[UURG_3/Q
M#^ROJ;BN=,^Z'4EFGIDYDU9PP\B8(]/?(3'+H9DJB5W&X]CLT@@]7M8"#Y8 MYZA 2-OQ,FA'1]=X^,]4S9MNO96QW>'P1L(&>!$\CVQI"L.&IC3=D!0F#4EQ ML.6E:VPV^G:?
O1KQCB_L8UI!9@(V#\BM=?M>G]IGJOMTO'GL?Z)RP2L%!9NC MJW<:(^>R>4 W'UJL[!MT)C0.%+M2-97G-0VD&2[Z (-&L3I]K#H@99&%AM* M5$EJG?
S[#BE930I%R&$/>Y%$@2OAA$*1^Q7CM;59N[E9M5K(U@M=XJT"W M5<74TQ4*>5A["^\X<#?O8--I.=E]V\"E?>X$-"
5FQC(P>GW%:Q3"E8__2"W%GSPWY=I;>I!CP5IA[N3A5^SS22Q?)H5V3SCTMH$' M6:N-K'HP15#QNGNSQUZ'MP#"'A"^%1#U@,@EVD7FTOK #-NLE#R LM;$9C^< M-@Y-V?
#:5G%K%*URPIG-99:I%G/XC;,=%]QPU/#3/=L)U.]6OB$/UL[/>K:K MCBU\A>T<;F1M2@V_U#GF(_CK:?PBG"#P*;4AO_"8WU4XR;C%YA2B8 YA$,9C M 4W#/V!&\
(6#1Q/A1(/.+7N'[W92H7HC-ZAP^\IK5&6<"/M7:J)9VB=&P M;7=_4[.#D7!#5LQ(]01WF&/5N!WPY7)'QK0/_AHK5!='/!Z'/1LN=,,R7'NT M^36JK^AM?
OQAD08_CXGTC2!8/DL53[)LM'5QY*Q!D =2MLK7:W+(GVZ-. MO;$6_N):&.[QT<"5D-G#]$:3CL?3NB]Q5DA!AQ^O]V".&06TF"=Q0,\P2@8:@7OJ,ZM;HV2! MVA['-.%8P_DRL?91'
[VACW:E?,$DG#Y/Q:-Q@BTW6I=G2_A_:QK<'*9Q@2* M9_?26'+E&) G$!$N@+$]ZC^[42I4 M>W?1:G"[K[MJ.YR[09&-NY^ MVDE#MYW[+.E_!)4UH/5"2G,<6 ?#'\[F7U!+ P04_"
!SADY:W/[,"I@% M !G%0 &0 'AL+W=O0 2#/J]]>MURVAHZ60']2<4@V?RH*KX_9BX6E..;J9 E MT=B5L[Y:2$IR:U06_=#WTWY)&&^/C^RS*SD^$I4N&*=7$E15ED2N3FDAEL?M
MH'WWX V;S;5YT!\?+TWR+_5FS?1 V /31M;5_X9U_IV$CXC5=/(?(]R#T MPW@;H6;S6#-HP8ZT3KV8#NL M>#N6R>]#M2 9/6YC
BLJ;VE[_.Q)D/HOMCGZG<"^<#M>NQTWH8^OL?CD54%! M3*W.X+V5&-S03QI."Y%]V.I_(^AVRC=SVIJ* HL3XS/0=A97H=AGJD#/*9R) MB34S=&(2 6,XR!1*
<)SU3L$U(^FY81**R*40]U!270" MW_=\]X'A4U"4,RA_R62LW,S%QHZD%>43A92%9 8H640@>"D36S#:RX<$F5 M.H2WG)0";3_3W-'*42JBXL@O\(:C$?
2@&WDC/\6&R=2,2+DRCMZ2 B<)!E[@ M!Q D7CB*D5\\PK^{O}1*HF097/"_*KDR^B-*HQ>7@G#HOKPXO^QYZ#@^HDJ# M)-HN5/1\D#QU['^M.*(;\HD/01SB!YU(:M\-0+/]:
[*"86T>#X80#P=P(S0I MG)?(>Q!:WJ-P4(/D-N=RKIA M[$7Q:(?>G-#2P,KNW]-;BI_1-^L-M19CZFSJS0D->0\0MUEO\6Z].9EU+$Z4 M0$.=3-9U,FFLDV<;B[E'G6P$?
8RJF0("$KMX+%P2F9MP&F'OT!@>G K",[I+ MPJU3]]Y[H&4CP8/6IL840P[[H4(HE2%2JQUWCJGDMT2<\J#@I$)*YA>H1X# M+QGZT&O]+MF,
<5Q2:W8O7:0>I$]QY5(KEE[KJD#?2[.V4XJSF/PS)M:!3"BM MH#NPV=%KG629I.YXB:.6DFEZ(*93@_EE?D1>'"7W;AI!X)AJ9S[ARTX<8"8E M4HSJ>E3+RW':]#\SDG$581+>V1/-
X_;;QDG_2<[FV]+FFQ,V,+$-I' ZC[:"1"[@]]]]=8J_/41S17@GXOY(Q;3_"79FN']C;NLDLJ9 MO>)38"N'N]9:/UW?(I[8R[/^_7!W!?F:2-QE%!1TBJ8^_CUH@W37>JZCQ<+>
MCVUJ*TS3DE& \S -]/!6Z8=<=,L+Y;'?\-4$L#!!0 ('.&3EHJG&X4 M-P, $<) 9 >&PO=V]R:W-H965T>IY(3YDQ=B1(+6CD(F3--
M0WGT5"F1I1:49U[@^[&7,UXXJX6=NY&KA:ATQ@N\D:"J/&?R<8.9."^=B=-. M?.#'DS83WFI1LB/N4/]3WD@:>1U+RG,L%!<%2#PLG?7D>AL9>VOPD>-9]?I@ M(MD+<6<&?
Z5+QS<.88:)-@R,FGO<8I89(G+C:\/I=%L:8+_?LO]A8Z=8]DSA M5F2?>*I/2V?N0(H'5F7Z@SC_B4T\4\.7B$S9+YQKVRAV(*F4%GD#)@]R7M0M M>VATZ 'F_@N H $$WPL(&T!H
ZT]LV&]99]M%E*<01IK8C,=JXU%4S2\,/_B M3DM:Y833JZTH[E%JOL\0;DA!E!)3V&F1W,&K6T;3ZO7"T[23L?>2AG53LP8O ML+Z!]Z+0)P7OBA33 ?
SV,GX27"#P*,0NSJ"-06A[T+@!]&00Y?A M;S$A^,3"PPONA)WLH>4+7^+C*LF$JB3"+3YHV&1&\%U5EAG2&='P>;U76E*2 M?QE2OR:/ALG-P;]6)4MPZ=#)5BCOT5G]^LLD]G\?

BOQ_(ON/#E&G0W2)?:6C M6RFM*/?$H4FZ_2-L,Z84?+;9UY-G4(F+],/;=VD^]G=.!-U)2E/:DQ/ZA' 0 M&5UNO#C"JY2Z3"K@!:V(2K$B5:^O1Y1-&O,]RBZE1D^'YZFW95(^&IZ_^=>*
MI\Q>7%N1Y]38O8E(,9FX0ST:W0K/LV3&>^7WPN(6/6X)QGX(2O0FL2?:?$UC=S$(W#B<0 MAVY GI)7\3QRY_/Y-P*KP>,6/FX)QCT*&,K\'TB>M1I1ECQ3R7WFW]D58_B
MQ&A'>#8QI/OH.W7_6;J_]'E]07B]6I6C/-H2KDBNJM!UV>IFNU?"VA9'[\F\ M?F*\9_+("P49'@CJ7\VF#LBZ;-<#+4I;^?9"4QVUW1,]=% : UH_"*';@=F@ M>SNM_@502P,$% @
&ULK5=;;]LV%'[7KR";G I=;-.]G^P]%DY72W\RWMCD>#$PQIYJ;MZHAB9VITC6W>-2S@6DT\=(KU=4@B:)\4',A>V-L7MV(VM^]%X.RDX3.Z(_NE^:SQ--A8 M*45-
T@@EF:;I:>]\/K[(G;P7^"IH9;;6S&4R4>J;>[@I3WN1"X@J*]RSP/&S MI$NJ*F<(8?S3V>QM7#K]?7:^K7/';E,N*%+5?TA2CL_[1WU6$E3OJCLK5K]
M1ET^0V>O4)7Q_]FJE1UE/58LC%5UIXP(;B';7_[0U6%+X2AZ02'I%!(?=^O(M1WG%+3\]T6K%M\.&-;?PJ?IM!'>D:\J=U=@5T+-G-[)0-;%[_D"&]>_YI")S
M<#*P,.T$!D5GYJ(UD[Q@)D[81R7MW+!WLJ3RN8$!8MH$EJP#NTCV6KRBXBU+ MXY E49+NL9=N$DV]O?2]B;(K88I*F84F]M?YQ%@-;/R]*^?68K;;HJ/+L6EX M0:
<]\,&07E+O]0>?XCSZ^4A'\V2>;>;)_ULSO0KUQ4Q-247:JZ49*D->YI*Y-W M#R"G(=;_($E380-87[Z%J)X>++NH5/%M9V+[7=_/*2B>N;1S8HU62^&YB%'
M1!N$]:CAJ"0W>%^!XX!1B077!D+05 O#96D.CH,_B>L6'P&Z2_6&M.MPX#KL MVIP$UU22YA4]9(?!G>666#QB613<2$M:-
P#IN$&3,-7@^G==$I^%&X#Z=8%=4N%DH6HA(_HE5#:]JC/E0#&NO(M M,?C95*O:0\J@%@NKW*NN0EM5UBXDWC250/6M8@"/%')FV(0 P%;FR? /@=_= M=^-
!_9+XYWUA/2>&+_$"#!BE2R%=]L)2;=@;("8.HW$,T+AU%*89UATX6MU# M)G$FP^$ZE@YM+,X0=O"1>-4Y<"BR.']K1X2<S<HV(; RQY!XZP,@$0+&/ M"#Y,1Q[\:3C,
(D\9#2#-I/ FUV3!$NA:DO8C!-;;)RL;5H0^*NJ5P6Q$9A@D;%29@FX^ 3\(,6)SAXXC@/<$+C>)5MDTH!B&,V M0*(+4['':G>>%]J^1ZQ\@VQ\E<3:S,J'*'.C2';]N=#5RN!6KZ.4_M]
M,H;9%CCYD[MJRQW7F-ARUC+NJ2P.K'9%Y#Z*"K60ULM@JD\!4DP U,E1DSR@ MFH5NE,G ['RM7X0,WPHF6&Y:U1V"D+3L$;PX)%F&/^YP>$Z.1@L$[-R@FYG[M<^,4B/6
ZN]1A:.C(8"5'D7!M7A ;JJ-!/@^WR#+I5Z@HB-7O@MB(?]LLT6F7*-?%W)>DI"4^;1M?JR^(7[,[*C#@,Y:$D8-G&"'8W T=W,0 M4Q!C9$<3<;BZ]9$[&?VEP;5@89[VQTF9O]&@A8[&
[6?_YNWFTG3>WA6>Q-L;UT>N9P+G0T53 MJ$9O1SC+=7N+:1^L;OS-8;(L[B%^.&ULM5=;3]M<FSXA*NQ5(OI?Q)3:%2.'2O4BE"'C5]MJ'(9XD%K8G MG1DG_WS-@Q
8R75LM#XK%]KM_YSAG/P9]+6[E@3,%=D9?R<+A0:KGO.'*Z M8-65-E^R$M_N"BHPELQ=^12,)H;I2)WB.M&3D&S?LDJFORW.!=TYK);ZQ_,KEC+C=4LF.>?\M2M3@-
,H809&5]97>-3B\1H$T"N2U"GZCX)M$Z\A,6B=4T?&! MX&L06AJMZ87!QFAC-EFIJWBI!+[-4$^-+Q6?WNX=(1 I'/,"R2&IP7?GBMJD M3,X>.
K=:&%GVI@\JDV2%TPF\)F7:B'AM$Q9VJ%_W*_OD1X##N:7)DDV21Z1 M7HN7,&F#[UI 7!)T!=2O?L"FJ.X9=;\G'+_%W#?V_)?"65#!&LS/Z3WVA(*) M$+2<,
[VVX"23TYS+2C#X/KF12B#9_^DJ1.TGZ/:C!\"^7-(I.QQBATLF5FPX M_O#.B]R/72#\3\8>01*TD 1]UO\;DB]+S4H+)KKM,W4/WPT_X8K=*3C*D<2= M /5Z]P)PO07+2L=RL8H6D]J
MB"*;Q&V=1GYHZD)LEVR5]RY??Y6LF.@:A:[M)Z_GB6')DPH]ER9)9,6>9E5D M!T\+]*C#P[;#P_X.Q^^/M$)_6)O.;E]3D5I@]].FVZ4%US2OZOUH(K&X]>-7 M]GYO/#\
['/N3NUJPP5Q?="^EBL&,9@)6&#KR]/5A--[*RWO/]R+B3?Z%-_1 M$^FFDY>P9CCQF509?IX@-)74U=3:-1=-;1]@V(>_-8M/7V Q_A&XR.0MS 1C MR%Z%UJ4"H2,,["'
WY!U(Q(ZUR'4? M$5>K)Y-MM53;+(4NPKN,Y:GH$WCKX<\44N>J!??,UZN,'9T<8$7D1EO-56: M-OS)?:'7W2NFR\7EY$VW@[/*:*&G9SO"UPT4SX9,_%Z<6'&BIPS9'C)Q9"4^
MP6>Q.[BNE7<\XEL1B*%O>3BRWN-6$H\ZA_>;P&MF M]]].Z^>]@#I0TBL AUBKX=/-#!Y$5NC&VC]>%9!);;F)&L3WRMI#4>ZX[MTB\\G-'1(X?/WA'T\ M^TS%/,/)D[,9JKKV"
>;&^V@ M/7>._P502P,$% @ &ULK59=;^,V$'SWKUBH09$ NNC34K;J!;,0.?;"]I#C#G=&2Z^E6]B>]033P4HI* MS[R-,?4D"'2^P9+I2UEC14]64I7,T%"M UTK9(4#E2*(PS
+2L8K;SYUJ%H%'0L!2^Q MTEQ6H" U\ZZCR6UJU[L%7SAN]4$,5LE2RB<[^+68>;%-" 7FQC(P^GG&6Q3"ME;>^XO6Y+"SR,]^R?G;2LF0:;Z7X@Q=E,_N/"APQ1IA/LOM+[C3,[1\
MN13:?<.V7 3O*/,@;;62Y U,&);:7_;R\^$ <0[0/Q>0+(#)$YHFYF3 M]9$9-I\JN05E5Q.;#9PW#DU]>&?7XH-1]\03SLQ_JU$QPZLUW"&YH>'\D2T% MZHMI8(C>+@KR'=5-2Q4?
H1K#O:S,1L//58%%#_[V-#Z*3Q $I*L3%^_%W<0G M&1^POH0DJ"$.X[0OH=/PCY@3/'+PY$0Z2>=UXOB28WQ3 MF_=+^]30#CB@0\7+I@1ATX&:O=(=930T5(,*9$.?
+F/1'A%6%72!Y;+**6_F M,B/*W$&SP[5(0>VW-,@54$$:+)=$O*]*'QB5].#E11TH]+YX\2VD8VF7?3% M9/ G,F4/A"6E@MRAJ2@?I6%B8#G@7*&JL"GA"SB#-!O;Z2%$?C1R849ADL8V
M'%$8HD-KUP8#1S16_E#/QR-!O:E38"7=6.P %X9)/<,G!,SG=:+P<*:61EX M9J)!*]#T<27^.!ONN/)&*8NHI7+&G5_%$1'=R6K]@=C+-\9QLON,"*(TA;Z*
M_H[7_AY#SZQW8=S9F$6=C?'XVVS,Z!4:$E@1-+P<#3U0 M;2]M!T;6KATMI:'FYL(-_?U 91?0\Y649C^P&W1_;;_%!+ P04 " !S MADY:=]5(MB0$ "U"@ &0
'AL+W=OADV^4576G.FM MJF%GI4V569B:==ALCV<@I66CIY"8WRUE''%5JMPZA R&9W6ERM(! 8T_.\Q@^O*0+ M?
&WWZ#]Z].!ED37]2I>_%4N[F05I@)9]E>U*>Z_W/ZE.3^SP!:3D@P#6!;"O#8BZ@,@+;9EY6=>9S>93H_?(M.&] [75QA;U&IT]9HM2-;?3T *^ M\PKS#NNRQ6(?8$GT2==VTZ ?
ZJ5:CL1?'8^G[A "(&=:Q7=\F.(CZH[1F* M"$;,#Y&Z'CXM8E4CB).&(8RD98C%."4.48B;)Q$,((AQ$ E@$# Y;K1%AP M-QZS.6!T KZ"H]/69#Q]348PCT5K4X(3)M'I.W(4TY2C-)$H!HO
G,5R MXF[]GQ8&1STX*&5)ARA!-'A,;N'?IP26AZP$2*$]]T3T<#$F<<^0@YV,L2(I M$IP#*P+<9,L)*";#2DI[91++?IE%F,@4*X5%$!>9.V_1[U$6>7JJR^_<,T
M)K'+N'2_%,>$^Y'3^!VO-$94,#AFAGC*@5(LW5&S)D. "4B;;44HT=BF/7YO? M56:Z:H2G2%4+9=QS-.FKDGU8D#S%,G+UQU(L:/0^F0)V*10@DV+R]"TLF1;(M4\>ID&WI2B(A--
>50B?N0$__O>XHQY3U1ROP3,?.J42/"D'#L"Q;'/>& H M.K@H+7 "%^Z_'RH%0?Y&PO=V]R:W-H965T^I J$-O#M XU&#JLF3Z>89"I2=D2%XF;OFVL'Z"9FG%MGB' M]KY:A?13F7-
2Y2&*PD:-Q.R'5[-$X\/@&\<]Z8W!N]DI=2##[ZN)R3R":' MW'H%YGX]G*,07LBE\=AJDFY+3^R/7]0_!>_.RXH9G"OQG:]M,2%C FO#9;H,DUKT)U09L M@3"KC0,9 TRN8<8,-
WYEJ=&@M"P@3Q=H&1?F#-[!M-(#B(;G$$=0!#="XV1T M<0U9MCK,FQ_B5'_O%G!Z?:-'^;^/^%D[MC/ZB4U>GKEAQ5ZPXZ"6OZ$WS7-72Q6$]
MWZ%7IF(Y3DCERZMW2+*3H^$HNCYD]C^)_6$]Z:PG;ZEG2_;L>M<:L JF^6/-M]>^+@NZ(/VME#AYM[_LAR/HG99?%X\$XI:N^LP8TC/JH48=I$]:]2^X?F!NF
MMUP:$+AQI&CP_I* ;]]V":RJPKU?*>NZ* P+]\ZA]@"WOE"*O@2^E;J7,_L% M4$L#!!0 ('.&3EHF$W%"%08 /HQ 9 >&PO=V]R:W-H965T^&" M 6N2.&,;F)'VQZ_S42!,,-
]NWL#L9/G&/G/8D=)]TUXU_%@A")OD=A+&YK M"RF3FWI=3!8DPN**)216>V.,1UB](J_71<(#GF9&45BW#=.CS"-;_U>5C?B M_1Y;RI#&9,216$81YC_N2*VUJVA*9GA92B? MV-
HC18-;*6_"0I']HG5QK%%#DZ60+"J,5001C?_-+WHB!T#+J @5486'L& MC<8!@T9AT-CW8!TQ-?!R&S5,-6H5!Z]20VH5!^U0/G<*@LV_0.F#0+0RZIWJX
M+@RN3_5@&]IGSL@4E)_R3"\VEKC?XVR->'J\XJ4;F>@R>R43&]?Y,99<[:7* M3O;'>5X@-D-C.H_IC$YP+-'=9,*6L.3Q'(U82"5>4"/3>)A+34%R@=ZB.Q)S M54EC]!Q3*2Y5I=K^8\&6
L=3T:M+%5WJHSXI(AGDD5@'(FF@1Q;+A4!./"73 M"GM7;WJ]S-[3VYN6]E!7W;KI6^NU;^\M+7%,DBMDM"^195B-G4ZKZIL32 TC M(S71\]A&[]]=Z(FVGA@LXY^)%1CG],
:&HP+WKXA3&'>'F.3B<*8IYQ"7T_Z MR%9*#,VC'1Z+*"27!N;2T$C05+&P5?'A0%^9)$XL^*UMSG+IO5+M.; M_XU()(3/WJB2)$+A-F0, <2YD+'AI P@+F0\('%@I
M<9J;Q&GJZ/VQ9).O"Q9."1>_(>?;DLH?E^B)K%29H&PO&B;']00 M^(-IJ*%H3A,931R@#;2T^^JWD G2R =%*XZAM7AF'VZJO=_#CI*%O;F'.%#PES3XI_".G2.\FE#^DR M..:RL'V1H-
MK08_+J,7)2,2OX3]XDSF:K(O*Q6EQ9T[=(&$V9 P M!Q+FYK#VSIFS]K0)Z)=HQBW M/NM/8NK4EZ(Z9KK9@>:4RC M982^/))TB%#Y'$--+.%S<9<980GCX!'(5I M\N!XFCT33-
(QRB5Z%F2V#-$#G9'*9^""STX6?:@-](.H<5)?E8D#&X8#2W#>W M:@@:A_?F.'S0. (H6EGPCE;PEK:==Q.E;DZFR%?5*C$D^/-'5*JA)*8]G-'W(M(/V0;D^;-
\/\,X0M/O\JXA'S.8T%"LE,N3*N.BKQ M>?ZA05Z0.E>*7]A4K(HVUP0/"4\/4#MGS$F7PNI@\WG'OV_5!+ P04 M" !SADY::)XG6= ' (6P &0 'AL+W=OFSGQ3 [X_)&+
[W+!6$)^1F$L+UJ+)%F>M=O2 M7J#(DR=\R>+TE7LN(BJ)GXIY6R%%\V9Y4'2VJ4YGT(Z\(&Z-S_-MMV)SE=) M&,3L5A*YBB)//%P7R19!O;X_E-
V=3EGQ=WHKT67NCS(*(-MQ3+@,1'L_J)U9VY^B@+R%O\$[!'N?689(=RQ_GW[F=7;0Z68]8R/PD(]ST MQP.;L##,I+0?/PJTM=EG%KCI^%FW\H-/#^;.DVS"PW^#6;*X:
U;9,;NO568 M?:;/#BL.J)]Y/@]E_C]Y+-IV6L1?R81'17#;@RB(US^]G\6]V K07PO0BP!] M-T!_):!;!'2:!O2*@[3@'X1T&\:,"@"!KL!HU<"3HN TZ8!PR)@V+1+HR)@ MU#1
ZSR_\3"6)R$X1A]NIY.TGWET6U_<*V MUK;^BJV1+QXG"TG,>,9F-?&..K]]5CQ18_^Z FBG)VISMO3GLW6E*4;[XEH M^C'1.[I.Y,(3K.ZT3-3(Y5*M&_?/YVG;8C-
&&1_*^FLU=KM%>/9M?H,[GT?:12B_"DHD'UAI_M_* -.I JAC\2,Y"8B<0L)&8C,0>)423F@K!*:O0VJ=%3Z>-;[RF=V"62))SD
M:2(8N5K)M)643!X36W!9]POA2LGNFQQKK)]CV>3U8.P/AYWLWBG[87O@KQMF MU_NRY:#:QD3VS$)B-A:SDA!%#BX]XSG_F8\]Y7C^9K/@W08,YF0+!Q?Q#SD
M\R="8YI\NV'1'1.UO^F5YKZ#&8D92,Q$8A82LY@0\0H#$G-!6"4S!O,&!QB M$C1 I@82,Y"8B<0L)&8C,0>)423F@K!*:IQN4N-4>=%XGO"0K1PY)F;Z,,FN M'0D3V?
6$2KEB,\)%_LB["]DQ^6N575,(OR?3?.E$?KV^AKI2=F+?5$)B!A(S MD9B%Q.PU-MB-/(Y&O9HIE/3<#T=W6E(D=US05@E!8:;%!@V2X$)C^Z"V%NG
MP"2]5@0S)O*GY(OP8GG/A$BSX"B(B<'#T!.R;!%_I=;S;OF,=B1E(S1B%A M&R^75'K_Y4AOUHPBN^-"L,HX'VW&^>@PZUTEN^^ 1F(&$C.1F(7$;"3F(#$Z M:I1#[LMF98O*6-
8Z99VBHOS--TSX"R].2#&LR92'J_4,__IZHESRJN5]!S14 M,Z":"=4LJ&9#-0>]4:CFHK1]IFQ5]+1#K'X+%94E2,V :B94LZ":#=4Z':A&H9J+TJ]) M41:0-
641;IP/>L]/B+D2?.F(P\-9$,^E>HH%+2!#-0.]F5#-@FHV5'.@&H5] M+DJKYDA92=9Z!YEB02O)4,V :B94LZ";#=4]ITOT-(Q5+.@F@W5'*A&H9J+TJKY4E:C-74Y&OX'
M5VB9&JH94,W47I93M;%6\TO @N[7AFH.5*-0S45IU2^5E;5M75W;?O="6>WN MFP-0S8!]9J%5E57.@K%KKRGK?.[_-H$;W3@!H MT1]JF5#-@FHV5'.@&H5]+DJK)DE9M-
;U0ZS,=6AM&]H94,V$;A94LZ&:]4H M5'-16C5+R@]VKJY@%VOP&Y8L^"R]A#RD%Y5L?G5,_GZ,F9"+8$ENF?#33=Z< MU28,M)@-P-U0RH9D9@[U"ZK9A:9IVR6#Q6%(V_E@-
W2O%*JY**V:"F6A6E>6^93 M)@*6+KG)K6#%*NGJ:1V]&5#-A&H65+.AF@/5*%1S%1S%1S%1S%1S%1S%1S%1S%1S%1S%1S%1S%1S%1S%1S%1S%1S%1S%1S%1S%1S%1S%1S%1S%1S%1S%1S%1S%1S%1S%1S
'AL+W=OW";4X;"\<.MM/"O]]Q$D(8(9H8W+2QX_/Z\7MR M;$]V4MWH&,"0NX0+/75B8]*QZ^I5# G51S(%@6_64B748%-M7)TJH%$>E' W M\+R^FU FG"'2]UVJ<"(SPYF
2T5TEB14W<^ R]W4\9V'CBNVB8WM<,-)2C

RE/+&-LZCJ>-9 M(N"P,E:"XM\63H!SJX00U:9-C(I@Y$@8:+XIW>E$;6 ('@A("@# MKVXSHEU2)-/ M9(Y9CS(.1*[)+-,X6&M2'W-(EO?U#K)_"H8RK@\P>J&HT.@S^9(I_&[(F>01
M$QM-?E+U@3UF^P1)E@BEIFF(M(3U^2+H*G%G6[6]PZFJCHCG'Y+ "P]R M/3]E^WL'3V5<=*"R(:AL"+=S@NZ"RHV;(GKIE]#T62?,HD')<(^F#Y,$\=:_2H^PX>]2K"7]M'SPB;
N)?LV: MP.\,@F9O^OA9(,_=:9%]]03D0M1[9<%$1-!/WG!,,A]S<3#"J"02O!2,YQ@"7 MP&E>MC%+'ZNPB:-5\)6I&E:XPS?XF(;O0#B"$?__S&-GJ7#_]#YDSZWN/^
M]+5,_4W*;,N\]8KS?%K9XC !@DL1=X8\G&'JUNWY'_+8:E1WRSQI/%Z M?V71K1VX]R0=6&X0'*88UQWM$!51Q'R@;1J;Y&;R4!BLS?XSQ@@7*#L#W M:RG-
0\>Z]6M+/P#4$J!!0 ('.&3EJ [*=C(@ ,#@ 9 >&PO M=V]R:W-H965T^T8X!4&F"3 MU@V5=?:LP]8-(1@>K-X2!-MNJN7&9T3F(LF9N+EB]P+N-H>B.UP]1%N$B (V
M29R"KK&0,FN]J@#7$!@=F4DA29V,,'B@@F4DA29V,,'B@@F4DA29V,(JT#B1V(5M=NBH2L_-EJCP@MUF17U6(?J3R4F$T19(XXQ*\+Q*B-4&..6I+)4[T#CK@.<>7QBHBQ4E&Q6F4UBV9(-I-Q@;E6&MP$RL&LQG&Y^1\0K]M1P9]E?$X.1=3!B+7H7H!
BW_12"ZZQ!6!(C+RUC>L?5G M4IQ'.QBR6.AOM"YT+0.%2R%94H#@X2F^2]^*N*P!'0"<$X!8 M]U0+7@'P3K7^P!T^P!M^P!J!T6A!S]OU!A^ZJ
2]SK<+9@Y#D+HUH M&HT9(2FJA(GDL-3"CC9&W.H;BZ$4XC-0J M0A6@3TAR3N0NLYU0C3N@5X$7Q@!%+8O(M4A3-Q5Y#@*^)35E9^?\;5Y[EC&
YFY@UG5K&"))WUP>NL#^OA 0D/;^*^.&3EJ[*=C(C0&V1=36?"*T+UGJ.J,3H1 542 XON5599L5.7-&T@189 MTC7#@2J7*$(@7*J;$JT@D 'M%-
(Y7%HY7QPZ%"*0A MQ:H=5A5'CO8U6C7S5<]V+?ATS-5VV@_5O$.MX%#+;1VJ#2ILVH=JPPHU]\KV MJ]1&56JVWVJ5:CMQ\NX^;5Q&\%L@\Z^,@%-0:)@(J,":J"C9#93/);^-6
M.QD\A?$RHNDQQ]8C+-!._E!DRGAI.PJ*[6^_>^5;9(L:))LT"39T#]2 M5?OUTI*1O*K,K8$D(7RN9TV!0K9,97Y)2VDYSE[K*6Y/WK?;-W;%/+#;@RKY M$;;R?(K]9S:?]6\QG]-4H\C,P
7KXA(.S/;Y-=]](ENDQ; P-D14 !D !X M;"]W;WH\K&ULM5C1CILX%/T5BZG%J1[HHRFMDM*D,0:;^:1'-"(W:EM[T]5H(I:R"5U@TU6(#[19O,!BB0:8MK&DUBBHHSGQ^JN@^7H9:CE05**4@`C\Z!J-
%SEN9BXJRE+&Y<5\S7D!%OSX0K(U94EXQF1:LA7KB@XD$5%RE+7]]S0 MS0C-G>FX.C?CTS$K94ISF'$DRBPC_.(?"EMQ=(RTE2?&ONO!PV+B>'I& MD,)<:@FBOC9P!VFJE=@0?
M2B3O.;FGA\O%>_K\PK,T]$P!U+_Z4+N9XX(P<,1'7:*6F#ZHP*[:R3W-]WQ\E5U>I MXLGIC*M'B,N?B.0+]->/DA;]ILHK]+=ZY-ZC_=4K-$M)+ML@]#8!26@]WBGD MU\
<$O7WS#U@!-$=?UIP4*BO&KE1SU+_DSNOYW.[FX]\PGT;R<^P'3/L];,7 MC.+L6S,F0$,/*_CY104>"BD$HC$.SE;"Q$O9:N2UIN]#Y]K+I#!XR96]# MVI%
WSY!]@3<6+-]XI>6K4VQQ))8*]2H"35ZQ:4PLIFI3;'S&@E=KTU&3ZLW4YER:&R+GPF]S:DNMG>:A7<7!:Q9< M;S-\<; VU1);:NU@#PTT]N^@+RBXTX87#_UNP9T!2DR@0?
Q"P1U:9]S?.U > M8_8+7OQ8V%1+;*FUPSPT]SA\S7]SVKU;54ML];6#/33PN+>7O:3>HM,_S*.P M6V\&4(2]68 A=U_]N[1]I?>K/Q$^(KF
J6P5"SO.E)TOMO_VPTD*ZH=L27C,G]0&^R-;NPT_\!4$L#!!0 ('.&3EHUT__U=0(M /,% 9 >&PO=V]R:W-H965T?> MZO/)]E>98$'4J2N3F9B5D0]39RK6O2HDDDDI72HH"HH"*\N9-
GML^[_,3S\@@ A MWP*BA YH4UE3M,;;;-D-64M_;#H'ID2H!]>Y9(M+;X'"GX,R6MUE.WU+3 4BNBR ZZ8FM!+ 8HRWhBY-V94ZG!K0P,,A%"(K,X<$J#%N5,&1S#MJ']#J=VA:-/'=8L'P'C,N
M.QD\A?$RHNDQQ]8C+-!._E!DRGAI.PJ*[6^_>^5;9(L:))LT"39T#]2 M5?OUTI*1O*K,K8$D(7RN9TV!0K9,97Y)2VDYSE[K*6Y/WK?;-W;%/+#;@RKY M$;;R?(K]9S:?]6\QG]-4H\C,P
O&Z&=VG"K=A+N)9QC>0I1= QA$ [ZZOEG?)MRH][YD>.P[.+ MWN%N494&RH2(2@S.L!G\E/+"FHZ?F0S?#]!'YBI/TB-V$-GHB87^F)/@*(4'^H^[L%%S^K7!U2!(&-ZGSC+UW]!U_Z0$>
N7;C1D$J*JX;BW6GW40;.R/K[K'-+PE&PO=V]R:W-H965TPDA(% ME"+?M+%WL<^;WU:N:U98!\!1F1R9499$M(9ML)?OIC]%Z1?!]M(7ZHE8+XF5Z*EFB-J$8CPU(K(K:@WY
OSEHI28CF5US10GF>$/\]X,Y@ J4I D@QN&^R#)~7L^T+7(\,V M7CINDWDL5(?I#@O=X#A,0]XL;)EMF18F2%#*>T PQF(V,K 9I8#M*D$?]2F#- M-YZ12F5*Z:-]7$8CPU(K @*A4
@LWU8P!D(42:[C;PDUJCF50^!%A@?\CH&C$5+6G] M(3=Y,:?SSIP36)P@USI&CN5T&N3C M-GD H93:N=QMD =G.=N<_#A2HZ@2P$]_]-D2H'I-&-4 M?
9_R!0YA9,@"YL!68/@'>W;7.FNR2^=6]KEMI,]^)L<*I9]Q7=:%_^3,A$#Y@)= PMCG DT>>9J M!QRCRTSNI\.#O;[C6&=58-ZVSX0PS6D4V"-Z5UTEUWBDY8H-E6,]NKS/;T
M%)]GTTSL$3K&9?M[*O^^E";U?NZE/2VY66F_PMARW!-4R]%9]EHS';>8 MS0%-\K&UC*ZNQ]TUUHK:-66=L$ 3K&9AO[*PKZ?&^CKMTPD+-,%[]@T]^P:? MKK%6Y:Z,#?
XK'[?G>6]]:$M0+4/]:>CTP6]TYWC&<<7E<1]^63%X_T 4E49+- M>6NUM3-WS5XK+=!%J_NY<0"W]91EM]6L"]1<^/BI]]9U_('+,DX(C"3.NND)P&LN+D6#4$7^5UN2H6\
M&>;/\E@9 5,!&ULK5=K;]HP%/TK5E9- MG=22%X^6021H\HVX=I'TQR :N)Q=D&NOWZ.4]|(>(2,J?E"[)M[SK&O
M3Y)+;\XBU@"2/0:1U3TC:642=E85MN,,:&&UJ.Q1^[UV$I&A,(C1V(5QYC_&D+$-GW#-K.!)D8RC1@>KT$ M+V +CEYY&IF$BPAB8$*PBCB,.\; [I,[::7Y.N$K@8W8&;-T)S/&7M+)?
=@W MK'1!$$$@4P:L+FNX@RA*B=0R?N:<1B&9 G?'6_;QWKO:RPP+N&/1-Q+*9=^X M,5 <[R*Y/;?)\/WJ! 8N$_D6;+5:;5"P$I+%.5BM("8TN^+7O X[,53 M#G!R(,)X N#G
/5>AF0.:YR]TISZZO/B +A"AZ(%$D;*0Z)E2]:<9I K#3,EYX22BOX8E4N! M1C2$L 3O5^O-X425*MIX+ 5&4K:N=L:S=T*AFGD#20:UTAQW*-)0NZ.Q.N MEM7C:>]CMZF/J^$^!
INGX1/SH<[%4?A%C9V-9]J@F_"6+A1UD28ANC(T\@G M(HB86"% WPNT+X&LPO/?O[+;UL>SX MZR3SZR0;U4DVKI-L4A/9GHF:A8F:5>S>(&9WL/*^G_]]&KD\RODVQ4)FX3K))
MZJA=-PW]P!?73JL1 U_H+E*@@*WV%ZT[EHT]@/=GQW$AW;WSBZ)^W9W5!8? MJX8WZT_RPF:=\[@/F"T(%BF"NEF U.FHC/M LXEDB6Z 9DRJ=DH/EZH!YXF
MJ/MSQN1VD@H4?P.\/U!+ P04 " !SADY:2*,)BT% !0(&0 'AL M+W=+OY3=>RAEMJ?Y M#[8AA(.?9:QN;'A'MAFFRY(2EFYWI+,O'-FN8IY(WA?S$#9-B=X58+2Q58 MY9DIDCC
C,2N/W>2+&=WQ),](30[8+DUQ_O2!)'0_Z#Q?, V?MCPXH"YF&WQ M [DC_/OV)A=[9LVRBE.2L9AF(":KN7$)+R(4%(RXO>8I%K&Q2EW%)ZH]BY MZ7LT-
J\BO\&3)"PHL/A)%4F2@DGD\)%>%;M3G+(#M)6?VCV7QHIAJS(^53;Z(M5WPS-P(#K,@-[Q5H^2_>?2%^6 M:<++*OV!?Q5H&6.X8IVD%4AFD<7;XQ#WQ@#\K M(5H Z(P_4 QP+L"F ?"W
]@%,J"2,<++9>+P[.!5--!L<^:$M@S7-@M]&,7A%G^@C\+(!Q(\x.. !8X]1"!$A@L]N|*%O\GN9G%T.J+]Y&%V@%ZU1!O\ELRRJLGE#1]E3TGO
MX7M!P#_BWAPS4G* J)=2!WY.1%@%G@/QIU%V@P88B$F3*]NKI-:!CD*78H3 MD_4QYRRKKY(/75,4*0_XG5A75UH;;N%TKZ&RM M7LF2*
=:O:A(F=6)-4,K<5G6*6VR0K7G"_)0_YI*HFQ_<%'5&9Q:8X_X(;D,5U)%52SN."X%RVQKDZ&1FID:K8[/!DZQRGG[HDRG;ZRYPJ]ITY#(*1=0YLW"%4^]3%5Z'^1EP$
M<6IBZ\K<^$480.J T&0'VS5UL6ZV+K*EX5 M0OF!6CQP0FQEI:Z)]70>V3BQ]3B0F+VQH]&&3GU-W;#G.OWA4DH5'BX$MR)\WU-2X7+5NV.BXJ(
MA@L=MS_2HBJ]7:)C>6,5+F8OJ7:4XU> M>8\JRTNE%%S"N=NNE"$GL=SNJ6V[OY'-3>Z%7YE(JSU"*ESL*UEFXYT.L*S* MA:CF0!Y2A_8&BG Z<@+\(?^*^$)*DKjF/Pd!zCN
<\/KZ\/-YQNRQ>ZJY2+P51N;@A>D;P($-^O*>7/:\[XQ]P;R'=/3*!^ M 4'AL+W=O&Z7(#5AU2KMH6K:[;43+HE5P.PV M2;=/QL(2X&*NH,/IS_>[
^N&&&I\>0I HQR M!?MM:Z`ESQFD+SK6S:I%*@=P9)K1&[G^C@IZ9SZE*ET^%FDL3S)PRB+IX+
82D0123FB*&"Q&VLW@.O25 M?6'PD'&[XR1(EE1+JPFE=]%%%C,%(U$@E$QIGT/MHBQTTA=1!4UPDRJ0OA
S7,N-M:%)900T2PB,R5*D8<0"QP,&=T@ MI]RE-S4HDEFH)3Y)5=FG@LE=(G4BN$L%3I=D%#;D:0-LN]%9Y.R>3QAF@E
IDP26<8Y,@W3H!/"NA4A MS*5\4,BM#GGX=KGY6]+[1S+=F^B;&1;_D9= MZ2P L+L#4#HXL#5HP^4
ERJG4*EKF<0W1.%YW3#MSPFW1MHZNK9NEZCS]2SJWAW$-P M7A>;UZ]D('6-O&L!EGOV4>2^369 MWTOV2 6.N]#\UE5AN9[;@&L;.89SU]=^H#%O?:094Y_8-LR5).8IA
M(67&I2?UK.R&RHF@6=$?S*B0W48Q7.D&$I@RD/L+2L5VHEJ.NB4-_@%02P,$ M% @ &ULK59=;]LX$V/PKA*XXM$;?JFUU/J\L&V5&B&G MZDR44^.^;C9 YU3B4]
[8J)="L)N7<]APGLG/*"FL"K>>6:L@*4DJLIS M*I_> Q>[F>5:SQ,WI[ZKS8S0]GY;T'E:@[\JEQ)'=J60LAT(Q41)FYEUZ5XD ML<'7@*\=FKOF1@G:R%^FL%U-K,<$Q]P2+51H/CW

O@W AA&/^UFE;W24/< M?WY6OZ]HY.<+3(R1GN=@*.]S5>M_L3>(%N0SH]@6 M\HG<0 9Y63?,]\LU@K%M?HQEM8DC&(_#;"47]]0IS"S<*Q3(![#F?__E1LX_
M8SG^DV+)'Q(IR+_?Y=_IMX5^P>]84>?R!7 :$TV*F&M8O;-A[E9_H?]G(Q M_# Z!"5#4!2I'>; 0M!9"(Y.P":4@G.L!(XFVD:D?-3&4:7_6P2-6+3GQ47' M/<-#4!0%XX;#SG!XTIHMI=B
,J<--HI9N+=D44F)O3)F/1P$XL6ATUO#(LB%3F06_KX&S?1T,UY+_6+(2;TXIZ7(<;UP\FX MF4EG9G+43+.GC9P'1QU-1]IKU(,2T.0=]I#)$.,[\;CCN+.47S2\]SJ)1YT
M^22,SGM>AJ!P$O;;9PCR_;!?;/;>86]N9I^IO&>%(APV2'/.)LB7S6VG&6A1 MUN?_6FB\3=2/6[P@@C0 ?+\10C\/S)6BNW+.?P%02P,$% @ MRQXN+P C^_" !D
!X;"]W;W)K&U[=UK;Z-; MGN_QYWD5]+[*5E4K9S<;SWI*]MKG?H6>.CD;]@+))0F_;I %7*J-Y\;/ M.#8VP?;>W\PYTG2WU)VRX;.68/__P"_QRU.;_98_Q'$A_9C/%OE?WCT4Q>-/
MGS\EDX=X'N47Z6.\$._=?TF4Q2Q:QETGYO\2Q]^LN[_KOU"T%R_U"4+WSZ_.MC=!^' MQ$_YUM]2N2S? MTO2W\A_Z]" O>F67XED*4HC$@_W/?XUGLU*2G3D'[7Z[]71Z4BV]
M6)IO41[_FL[^3S(M'O[R[O:=-(WOHN6L"-(G+:Z7Z+KT)NDLK_Y7>]JG[;V3 M)LN\2.?US*('\V2Q^O_H1[TFMF88]%^985#/,-B=8?3*#)?U#)?'SG!5SW"U M,\.KRW!=SW!][
PW]0PWNUT:O#+#)LYA>.P.M_4.M\?.*IG&K M'=M&_V5C[V[MRU=;66_N M[V?XK65]0;0[V[QUS^$ZTW>/W]]|]<;O;^[U5_O M'VS]W>W^^NMK#=\?W?
+7[TZRWK3]X_>]OWUQN]76__3ZMM;??7'41%]_B5+ MGZ2LG%YXY1]5?E3SBV]\LBBS+BPR\6XBYBL^6^GB_E__&F=S:1Q_*\XE1\3K MAW%
<1,DL__C+IT(T44[X;5)SYHH;O,+U)3M=% ^Y)"^F\;1E?]M[_LM#\]O= M\X\.S>\?Z/^@_@DUNW+"AZL5_#70:=H1\]2?W@N#?]#*^G?PK'TX7W;>OVU M6W'2[Q?
28%0QEVM&RA^B+,Y;M/$QVO!83>[6C.7L0KKL'ZL11VB#ZQWMO??I M%E^'U2,6NG=;P?V.+;%U,U^&6[X*Y.LCHAQ9S(9C5!NU,,A3U>]3%V*>; S MT>)E"PXZ&*N;">-'P?
2:G_5]TR5%/&_O[-]RXYN.8?64;;_=%N?]+:4@1?4 M8Q;4[V;&\:3EB[CUU5GW\/4%#XYOH6U5O@Z'Q\.O?*L:Z7OYLGN[K-S+W[-[MD_[#$I-
+NE@C^=],^OQU95^UV^6OD)_RQV@2_^6=^)F1Q]GW^-WG?_E3_Z;W M..POCP"NV^*,[(U.8@:)F21FD9A-8@Z)N23FD9A/8@&)A1#6 MB._KE_B^/AS?OZ:+
[W%6GC,_E]PLN4\6T.P^2O\R3Y>+HBW&.]U38WR%75=8 M>4W@^^>;WJ7X;Z_WRZ?OVQ%-MBKOMWHU& WW&E7(1E42TTA,)S&#Q$P2LTC, M)C&'Q%P2\TC,)[&
O$((:R3QS4L2WYQV(+U*Y2+Y-HO/I?+$22ZE=UM9+2EQ M>:C=>HS=V=2)%8Q*324PA,97$-!+32_EY-7FQSISR M'T%
<)M.D_&V_N)>^W&=Q7,:4E)4S9W$US4,ZF\:9)%K[GL[$86.4);.*+7/L M;-U:LA"PT*3'Z+DD%/_X MD'Q<]:^S^W9U8R+]=*AD?LV0B9E],Q;3UQ.7<>7%6=FP>2T_5?1?Q5(K$ M+-
%]7,\A\'29"6D^%TI>I)/?1+^])2Z-N^2[:#6+IN4+T^@YEY+Y/)XF41&+ MY11$6BU\OIP\;/7FHFV'2GX(_'[^"-[@0_#KZD,0OMV'("_!"&$-8Y=AB_' M+L/3CEWT]>8-
Q&HY%RLQ*M>S%V<3\;98U6W'+)U-G'K,0F)C$I-76'^P];NS M=!&[W?G)23,IDIA&8C])&21FDIA%8C:).23FDIA'8C?]:20E0E@CMF]?8OOV MM-@.XFD\?ZR.#+QR7WA^(+
(!^5,CF\3&)":3F$%B)HED)&:3F$%B)HE9)&:3 MF$-B[FW;04O_NGG0XI%-^DXUZ^].-;@8W>]/Y+=YE__)].*@ M;<)1V?#.A"&TN(W8Z_=>>D(OI=3!?*/QWB1BV-.MWB(L[:@ZY9.33I4
M&Z.:C&H*]JFHJ]&:CFH&]JFH9M7:S=;?NTRROV@9<*06N!FZFW5>O4[4Z]Y-WQKV"4")X<=]8U1 M348U!=545--034WZ;>U> MCP;[-[H%+>OYIC^\&K7$)]3#9GP.-
O$YZ+ZF&2_*ZVQ;M\BL?C#_S8[GW^*L MM82HFSPY4$EMC&HRJBFH]*:AFHZJAFH9]*:A6HV]CFHYJ*:AVH^]@6H%E). M,^
WO;+]MZP6[;/EHJ@V1C49U1144U%-0S4=U0Q4,U'-0C4;U1Q4A6 M1%E=-;/=W,G!36IC5)-134$UM;]?J]KOU?]GN;3T(9U5#-0S40UZ_A5;*,- M.ZCF'K\8'MJP?WS#_=IP2&G-0-
W4@/8/%X%NU>#K>;Z,-W>!!:\=#Z/EG]@V M1C49U1144VMM]X[%F]U(1:LY4\:'T;JAFH9]*:A6HV]CFHYJ*:AVH^]@6H%E):,\4W MM6[](XK=?M=
(5]WPR1&.UKFAFHQ]"]]]]*:AFHY]!]]9]&:AFHU]#]]Y]..A MFE]KC=,C-]=M)T?V)[R],IDPI/K7#.=-\5N_N_IM+YSK._OB:>/T[^?T617R#31'?H+N(KWOP
MP]TQ"ZMA):KD'J>S693ETF.[$]4&.-Z4#U%-0345U314 MTU'-0#43U2Q4LU'-0347U3Q4\VOM=CO(+_H[@WD%K5-=7>Y$;-6S9H1O*A(' MW16)Z/BSW6V=G-1H\2*]R0?
6ZO*Q'$AR9\C%:#:3HL?'63*)RLJER2S-R\$$ MMX=>3!:3V;(<8O#\["DI'M)E(5)4XX.L1F;\-9T_1HMGZ2'Z7LZ=?BL' M5BQ'.Q2O54-
7UB,QBI:R]'LT6X_2.)7NTM7XB]+!ZL&]ZWY5XREFT2)?=36O M!D\L7TS]RQQG]42-L1&K-\OE])::U=M>?D7HZ_G]1U.)?X5QEHB_OH@#@O@N
MSLI>K;0/R\4LSG/F*4]^BO>_/5TKUUDM[& M\M7HFU[]^N9>/_)]:XS.Q4_R8U9/^4A::1H5L31?%DNQ:]_K/!?>]8K;_W! M6&\]76P-\8'(VL:@5-
!O@XI]&]KI]&:@FHE]%]K9]..@FGL@?:\49^47H4CF M(B+$[XWT:3.*:Y87XANR2,]DBK+G=42MHV[U):M?+ >B/9>^B1!.%^(;EZQ> M7>?
VMV3:,7[P*A//6@:)W8PA*U]5]M0K1"9(]V\NKGOGVX/I,G6C# D1]"+T M5]&4KH;K$]_^>HC=\W+$W&KTV=7,9=#UAS_G]93G9V)O(&51$9V+P"]G>W_9 M6\?9N]%-
C$7559%&!\H?;^\'HH=E9(GILFH,X/QCV>Y6[D:S(LX6U4JL&A:8 M9K]P5]VO\S]$I.>'1/17K 2QAQ+3U5GYQ\;Z%:DH&E_-_^/CQ;K[+ZOC??_B M9GAV-TO%I]BW7B9]>/XHC6Y?
1AN>1]EO<;%^>V_G5GY$6D=W1C_D_O^?'_+& M,<_/^3_ZS[D ?HA#RFM^>MGL/GUTSV@0/!RA.=N'[KHUO3O=D]_U,:H]M=:<[S>EH,V M!6U6134-
U714,U#-1#4+U6Q4#",P,/E9TM_C120.M<=Q/LF2ZEI%:X"C(PF@VAC59%134$U% M-0W5=%0S4,U$-0O5;%1S4,T]D"9_?8C/]HNB2;ZZBVLU^/9RD<>397EK4OIM
MEMPW[B+;O@5ID18O]V@M)DDTVYF^O)B<+[_ER32)RKN>+]1_6Q3);'5YM[I M'>7-"[9G+1=L1=_>7V\N\6;5I>;SZN:SER/7EJ<+/XD9I&\ORU2D]]O5RGO,
MI$1,^]V(IXORHO7^@GU*L^K"NW@G$7AC$5KW?NA #/_<9O\#VRQ MUE(:=MHHPZ] MN<= M0#49U1144U%-0S4=U0Q4,U'-0C4;U1Q4;T:< M&:!P><>)
<_H\^K$RF;DKY&4=#6#,EJ,)N=M,S+6]]1CT?]Z0 M_KI>IOJ-;JV*-9I%25Z>XQ-OZR*R>LU5M?+B!Z5 M91BBP\M7SB*B Y&0'_!&0=#_U@_X]DKXYP?\=WS
_0#'E):XRCSKVK4#EV+[:9//>1$M3&]R:BFH]J*:A]JZ:AFH])]:A:]V:CFH)][M(%"VBWT7]11_K^^?GL9WT7)6B)1.\B)O#A!2[C7$3B*.Y^6%LE6);[ECV!3C
M5B]O[T2W=VYB_S&)\H=ZHJP*_] M?:M.7L2K*(4J*Y_K%]CUO\TBZ.]R8/8N.GJT]TG;8A&XD M_Y\;Z>!&:AP-'K>1 G0CA936W/5OQE.Z/%"6/R]?_W^^7#*O#@5>'N7RP5NM M]
(^M>WYT]"14&Z.:C&H*]JFHJ]&:CFH&]JFH9]&:C6H.JKFUMET-.CUAON/ MVD*;]5N;O;K:+^X/6];LWXQ&_NC2;=,>7EU>;T]83-5!YM4]1ZGH?E<\-;P
M1(=E0+4Q]LFUUAA%]F;85C*&M]NBFH9].JH9]&:BFH5]-JHY].BFH=]/]H% MJ!926C.]-V,W7';/W;!W]FL<3\1/BSP^EY0TNT_$KR+QVZ8UPM$A&U!MC&HR
MJBFH]*:AFHZJAFH9M;;X=%WT&9M5'-0S44U#]5]5 M0+;2T9H)O1FT0?W8E M>/CUB_3KET .I2^30K+2:"'JAQW/O\79WUICNU,[.;9):8QJ,JHI]*:BFH9] M.JH9]&:BFH5]-
JHYJ..BFH=J/]H%]!926C/;-P,Z?*Y*D"^/.I&R>J#MAW%< M1,DL_RC]AR4FE_0BGN?M48\.[(]8U2344U!-175-%334'*\H\-H)],M:@]]:BFH9]..@:]F:AFH9]-
:@Z]N0=BQ%@N+B2IUS^7I$'ONM<:Z>@0!W^X M/P':GY#2FC&^*=^_/+%\7RGOS'G]L>7=W,DACE;JHY],.@]]]:BFH9I>:XT+ M^E>CT>Z);]-MNI:'2)MH[ZPC>V>CK3]HYAZY#!
[:]G]D]P'::DAIS7C<%-A? M'BZP_\.CFW2W<7)FHD7W]":CFH)[*]H]*;76K^_]>7]7?0NA]>[H8G6TZ.: M=>Q"V&BS#]]YQRZ$AS;K']ML@#8;4EHS73?E\I>'R^4;Z5]>.FY-4+10'M7&
MJ":CFH)[*]H]*8?^*1=!]3G.,K:;@PR#LPZ&+XZ]XDN@X5]-JHY]..BFH=] M/]H%]!926B.OKS:%IUMN]>1(1TL) M44U&-0755%334$U'-0/53%2S4,U&-0?
57%3S4,U'M0#50DIK9O]@D_VKBIRW MN2?O"BU\1+4Q]LFHJ]":BFH:]NFH9]":B6H6]MFHY]":BVH>]OFH%]!:2&G- MJ-\41UZ=6!QY\]Z\;O#D>$>+
(E%-1C4%U514TU!-1S4#U4Q4LU#-1C4'U=P# M,6)'SY+4N^VX)0_MCO]'NQ.@W0DIK1GBF_I(\>=)(7]@CKQN[N0()4Q]LFH MI]":BFI.K6V?$;]N*?;6T58-
5#-1S3IRC=AHJPZ]N4VZA_9:H"V&E): M,T0WA8A7W4^61N];ZV]CY(&%ZQ%1348U!=545--034=;,(6B.(;F-4DU%-0345U;1: MVQY1<' U'.X>R]*U?[76>4N)B39IH9]-
:@ZJN:CFH9]/:@&]A936#.1-]=_5 MR4_J70V=5UX.7/WUL;H\V!K,;-T?]HU1348U!=545-.N]BNZ+EL]\'2T50/5 M3%2S4,U&-0?
57%3S4,U'M0#50DIK9OBF'O&]NQ]QY32&_.,Q7HCH[KQ-#ZT[M1+4Q]LFHJ]":BFH:]NFH9]":B6H6]MFHY]":BVH>]OFH%]!:2&G-9-_40EZM M;G?>Z#8]M$
2U<:H)].:@FHJ]FFHI]..@6HFJEFH9]..@VHN]GFHYJ-:@&HA MI36B_GI31GE]1!GEKR_/HCV7W"RY3Q;1K([^U^_UZ(9/C7E4&Z.:?&N-Q1,
M>_O/#U+09E54TU!-1S4#U4Q4LU#-1C4'U5Q4\U#-1[4 U4)*;R;XH]RNKN> M\M73,-)_26&*!])O:CFHU] :B&E-<-_L G_MRRHO$8+*E%MC&HRJBFH
MJJ*:AFHZJAFH9]*:A6HV]CFHYJ*:AVH^]@6H%E):,^HW!9771Q4_KXS-6AA M):J-44V^WG\RX2MG;M":25334$U'-0/53%2S4,U&-0?57%3S4,U'M0#50DIK
M)OBFFE+\V97@7Z9_7^9%>;^C9,=1OLR2Q;WD9]/HM'TQYC1;" MHMH8U6144U!-134-U714,U#-1#4+U6Q4/T>)9^I!\E.[$H5T\E8I4>LS229SG4E1(LSC*B[/WP^N>-$]F
M,Y$(4K*0BBQ;Y-&D# CI>SI;SE.IS0OBE(=H*F7Q]WBQC*7B00A/42X4H8E_M+:3W_<$:.]?*"CAI$9=#.]>/'?27?)#]&#R$D6B)^5Y!S%=V>Q9?'<73PHI M_C&)XVG953'.?19'Y;C-
],!Z-G.V<&UF/ GXN MB5XW@-5BOK)D?;)(YU&13*+9[%F**GZU#S*,NE1_$C-G^(LOBC]%_2>^G3ZA]M#]'\VMV)DW<) M..TRJLFHJ]":BFH:]NFH9]":B6H6]MFHYM3:]HU^HV';4,
(NVJZ':CZ]!:@6 M4EHC[F\V=NWV3TUR5!NCFHQ]"]]]]*:AFHY]!]]9 MJ&:AFHU]SLW^ W='O,8@1YOU4,U'M0#50DIK!OFF//FFNSSYT#GXWWG';W>K M)\
<[6]6.:C*J*:BFHJ]&:CJ]&:AFHJ]%:C.J.:CFHJ]'.CZJ!:@64EIS'S#8 M[/>LDKY!]U21K4Q]LFHJ]":BFH:]NFH9]":B6H6]MFHYJ":BVH>]OFH%]!: M2&G-]-]4*=^<^-C7-SE-
W]V)DW<):$4SJLFHJ]":BFH:]NFH9]":B6H6]MFH MYMSLU^,/KEI/[J 5S:CFHUJ :B&E-=-^4]$L_CSI+/V!^H9N[N3<)K4Q]LFH MIJ":BFH:]NFH9]":B6H6]MFHYASXVF_7-
T3E&=WJOOIH-A/Y<9=FU1WV6S?D MIW?2\K&/43*5DO50E^64<;KXN"XU*.L2R]]*;+\,(/]'4OCU;?]EM41=T9!\E-X/ M+]YZ]J*%LKYB-+RX?
BE>$(L29V=;I0]UI8145TKLUQO4%1#KF44OZ_J-ISBY M?R@O7$9BCN@^KF<0=KK,!#2?"R0OTLEOTG1UEGQ5UO]+]M!IN*%LVGTG$O) M?!Y/DZB(9\\E4:
[G5,]7DX>MSK16+Z"?#0_5?%0+4"VDM.;.=5,G?G/$Q6AXO7M^!BTM1C4? MU0)4"RFMF>F;TN*;[M)B5QR>_]\XRJ0OLR+.%E$12VYU"3N:;2?Z'ZU80$N+
M46V.;C*J*:BFHJ]&:CJ]&:AFHJ]%:C.J.:CFHJ]'.CZJ!:@64EICES#V]X1F>(UAZCVAC59%134$U%-0W5=%0S4,U$-0O5;%1S4,U%-0_5?%0+4"VD MM&;4;PJ4A]T%RGMG=!315L==-
=W&.5AZCFHQ]"]]]]*:AFHY]!]]9]&;5 MVO:=*Y>]MM$;;+1=!]72FL&]].F=WBHIC=+OD=%\CT6!\?5XQ[:BW?+$R+KVMU$_-T:Z6CE M+]J-
44U&-0755%334$U'-0/53%2S;]U_N94FY3-5=@^=T9)<5'./6P0/;=0_ MKM$;32DM&8&;RIMQ9]=&1R68R"\Z]BZ-DWQ2'FE+=UDZE^S5TWF])#^7W+N[N"H]&T=%ZZT]
MW=T[.;=);8QJ,JHI]*:BFH9].JH9]&:BFH5]-JHY].;66G_0O/'E=C?>R4;] MXQH-T$9#2FO&^Z;6<]A=ZRG_F#R4,CPYBUO-T%K15%MC&HRJBFH
MJJ*:AFHZJAFH9]*:A6HV]CFHYJ*:AVH^]@6H%E):,^HWM.+#[F?2GCID6C=W M\-W7U2GE'ZNM/DNEN^]0] :J-44U&-0755%334$U'-0/53%2S4,U&-0?5
M7%3S4,VOM9NMNY]N>C?]V]W;6UNFNQ[=WHQV!B4*]=XUTWM37GO;75[+W]G4 MW>#)D8T6X**.C&H*]JFHJ]&:CFH&]JFH9]&:C6H.JKFHYJ&:CVH!]H64UHS_
MP2;^W_+1O[=H 3"]C5%-1C4%U514TU!-1S4#U4Q4LU#-1C4'U5Q4\U#-1[4 MU4)*;T;]IDSX]HA'_VZ?]W&SY#XI;UM81?_KXSQTPR?'/%H4C&HRJBFW+8]7
M'0Q[EWOUZ"K:KH9J.JH9]&:BFH5]-JHY].:BFH=]/]H%]!926C/"-U7&XL^N M"__C2;]82AWG;%KCNQ,],;Y);8QJ,JHI]*:BFH9].JH9]&:BFH5]-JHY].:B MFH=]/]H%]!926C/B-
Y7&M]=O>4(&K2I&M3&]R:BFH)]*:AJ]Z:AFH])]:A:] MV:CFH)]+:AZ]^:@6H%I(:SI0AS5%\GB?IGD M#]41?7I7[0%:4QXM*$:U<:TUSWFT/2U91MM54$U%-0W5=%0S4,U$-0O5;%1S
M4,U%-0_5?%0+4"VDM&:;XJ%;[NK!I4T^Q9'6;28"TN!BT71K4Q]LFHJ]"; MBFH:]NFH9]":B6H6]MFHYJ":BVH>]OFH%]!:2&G->]4L-]>ON6Y&+1>%=7&
MJ":CFH)[*]H]*:CFH%])I9]&:CFH-J+]IY].:C6H!]\(:4UHWY3KWK,_8S9 MO:=.>7&6I--DLAZE^5R\NQ]KZN%]2?Y2/38FWZTI/\'>W=BI9UU0;8Q],JHI]*:BFH9] M.JH9]&:BFH5]-
JHY]..BFH=]/]H%]!926C/Z!YOH?\O]TQ%:?8I]8U2344U! M-175-%334?!O'CZD1Z MWG5GXVB_8K+UC Q:0HI],JHI]*:BFH9].JH9]&:BFH5]-JHY]..BFH=]/]H% MJ!926C.K-
V6FXL^NK [C+(ESZ8OD9?%=G&?QM![O?/$2Z=Y\M$X]8U1348U M!=545--034U_-5"2FLF_*.*=/265:8CM,H4 MU<:H)].:@FHJ]FFHI]..@6HFJEFH9]..@VHN]GFHYJ-:@&HAI36C?
E-E.NJN M,GW3X=F[VSYY3X!6HJ*G*:7M!?[O'?)$Y3TPI:)LJ]FFHIJ..@6HFJEFH9]..@VHN MJGFHYJ-:@&HAI343?E.%.NJN0FU&=Y&*7/\>YT6:'1_C.%5]K75'Y1AM4T8U M!=545--034U
-5"2FO&^*;;=-3]O-178_Q< M^O=HMHQ;@QNM,.VU[:NQ_9NV\6K':+LRJBFHJ]*:AFHZJAFH9]*:A6HV]CFH MYJ*:AVH^]@6H%E):[PW]..C[OK1@Y=,?^?
#E+J,/3G@T?)35)-134$U%=4T M5--1S4 U$]4L5+-1S4$U4]5/-1+4"UD-(.X%^;U-_6O]1=M=5USJ4]BPW
M9CF9Y1264UE.8SF=Y0R6,UG.8CF;Y1R6VC99_WK_^4IL[S26TUG.8#F3Y2R6LUG.83F7 MY3R6\UDN8+D0XW;B?+_5YYTU4?O#R6R=NCG?RGG)RY))7_7Y.)W-HBR7'N-L
M%>5EIK^7/G7F.EK'RG)CEI-93EESVY95MF&-Y726,UC.9#F+Y6R6 MF'K\'\,)L(B:+[ELOUAYH[/2@1ZM@ M64YF.67-]?M;2=^[&
VO]W(>K7%E.9WE#)8S64*_&K9@*_"5."]6V2LYW]G8Z3E/6C6%EY M5"3Y730IRC4GUF,TFTG1X^,LF43E5?#)+,V3Q;U4/MPV*:?)SZ5D,9DMI^+5
M<^DI*1[297$V2^9)$175B;7B(19;8_X8+9ZEA^A[.7?ZK8A$XU.I?"TO+[X__MI+.I^!TF6LK2]?N[%,RN)_+)/RTOQ=FE6"#!?55W-!3:L7 MDSQ?
5H/0I7=GJQGG]W*YJDO\U9OES M.,^EIRCY+EI\]ES-N+6V4O'OL.PQRHKGC^5ZJMZ_JQ[D']\?#/RA?.U?_G0[M&/1^5]]W7ML;/SRX>K?_]]?5NBRY\OVH'&2ONOOLQ2K?SN*Y6+?
E6G[?O[D8 M2O-D-A-+=R861&R9O!#KJ7SS,1.;+7D4S7V+9M7ZRI??_AY/BA(LG;U>Y-6V M&)V+'VS'K!RQ0B-I&A6Q-%\62[%BG^L>GXD&ZE6U_EBLM]WZ-KJ+]N.*[H_O ME[Q:-
>OMIR19-5#&U[Q+L7,2-C^0T2Q/M].DZ*9(!*W/W-9G8_E832$6:[KZ MZ(MU]WYTT5NOX7*:S5K]4*3W<)Q^]$]4&/)I-L*9;_7-KEXC%*IN(C40^H
M6$X9IXN/Z]X]]5AQ42%6X58G']LC5_'-$+[HRFAX"3F$?(=;MU M0-6:*S^3_>'/>?/[-5UFY8=K]3'_7GU#]T_;-'K.I60^CZ>)^$2(CX(@RY6<
MGN7+R<-6YW]>^RQL;9W]>U;MRJWU)E;24[]<35=?MJ+LR^B0S.I?RX->H-+,5F6+N\?SJO.;,7;.)Y4]_]($_64 M;1]4E8UMC>5TEC-8SF0YB^5LEG-
8SF4YC^5\E@M8+L2XG>/:ZZWCVL[BT]-N M2_1>=B]_\%[% YTY_;@7'1B Y6264UA.93F-Y726,UC.9#F+Y6R6PG,IR&LOI+&>PG,ER%LO9
M+.>PG,MR'LOY+!>P7(AQ._$_W(K_[G$$]NY>=+/DOCIYN-H=O/X@I0/RZ=&/ M/M>:Y>0UMWW/R=5@-&R[.Q$=1X#E-);366ZQI&/6CK0\NFICS[BFN5DEE-83F4YC>5T MEC-
8SF0YB^5LEG-8SF4YC^5\E@M8+L2XG5W#:&O7,'K3\SWHV 0L-V8YF>44 MEE-93F,YG>4,EC-9SF(YF^4KM;[;)Z8D=<3'A[I3&&[J+*&,O'3::PG5-93F,YG>4,EC-
9SF(YF^4S!UN9W3UX0'W>_>M)#]$[@)Z>TNQ8 "@GLYS"2SGLUS 9T<(0+DQR\DL MI["R_DL%[!R93K_;$3QVRS,LLI+*>RG,9R.LL9+&>RG,5R-LLY+.>RG,=R
M/LL%+!=BW$[L;Y79]@^4V?]A__=:.'T;+\^,MO9HEB44UA.93F-Y726,UC. M9#F+Y6R6IK?[-VN4TEM-9SF YD^4EL-9SF$Y6^4\ MEO-9+F"Y$;-=V@U;L;+]VS>]>,N6PZ+5TEC-
8SF0YB^5L MEG-8SF4YC^5\E@M8+L2XG?"2*H?M=S_#^W?50[$UL"@W7G/;]5 WO8O+EGHH MMKH5Y526TUA.9SF#Y4R6LUC.9CF'Y5R6\UC,9[F Y4*.Z;Y8*NZ==!=W4K4
M3'4W<7*ZH]QXS1VXQBNSS2HLI[*N?-LU^_N4QNH_M*+M/ M%KDTB^]$%WH70Q&S6?E,PO4_BO11[)_>2=_2HDCGU9\/<32-LW("\]?Y=FA;K M]?Y0-/*79;]5B?OYO4$L#!!0 (
'.&3E]'R0/V;04 %,I 9 >&PO M=V]R:W-H965T25=N2&;Z,>0FUF'-;RC-2!O.;=/'$ M^"QI%2B7UF:B\O.4LK56;IMAJ3Z:=R-+N-AAE>E;=N^"'"K66:Y/26(!.,I*?2]]&4/25V<.?W@;MDL93%@>]P
M8D46=$+E_>J6]]WNEC)/I]+A.6(TX?+SA4^AB>B[%?"$]+/Q/Z)/:V47$I4\9^ M%#O7!\N.58R(IG0F"P11/X]T1-.T(*EQ_*R@G:W/0KB__8L>EA>O+F9*!!VQ MJ*]D+I>7G7X'S>D#6:?
RCCW%M+H@M^#-6"K*O^AI8^L[':31;"\FR2]Q&D"7Y MYI?\]FJ$G@"_)+ K@=U6T*L$O;8"#Q(X05N7#;"KQ*X+45^^7 ;ROH5X)^ M&=U-.,I8!D22X05G3X@7UHI6;)0)4!5").\R-
V)Y.ILHG1R>,/RQ>E7RC4%XT'D\05_4XW**)NH1F:]3BMA#>1R]#Z@D22H^]/WDP"I?_L!O45)CKXNV5]0 M?"XNNE(-IX!V9Y7K3QO7]@NN)W3U$?6L$V1;MJ.1C\SR@,Z4'?
RGD8>F.5_MK%.C?-S>NZV1A^WE6".VLLMC3QN(]=T\]]*GVT2V=LDLDM>#R]OMTH KJ6 M-!/?=8FS<>?HW16O\S.Q(C-ZV5'O:T'Y(^T.]W!GG6N2R-(6)&T/"0DA8 M!
F+@6"UU.QM4[-GH@^_.DE2-9E-I2]/-E]WU!:S_.,0^W]Q0#[N]Y#&RAW8 M?MT],(CV,PX=.EAWQG478:0+B-(6 P$]X7S'S'K M],5,)(N9Z*5'WCVXO^]1M]Q@V#56[@#;C<-;QW-LX
]=JD>^U\BU$-)E! F+ M@6"UT'O;T'O&T$]HGC".1BQ_I.IQGZ]BHZPXOG^FV91R;8UA)!Y;8T#" DC8 M&!(60L(B2%@.!*MEG[_-/O]URU\?.C4A80$D;
P)"R%A$20L!H+54K._32,]FVF.IAV.NDXO_I.Q-]"C*1"CYW406!1.MU.#R_^58?S@SH-06D1*"V&ZMHM4S-;==.Q-<:6V'#RZ0]-KN[&$W0UD^B&D1Q],ZQDS+2C4PNT7PI*&X/20E!:
M!]$+H6CU#-QU37'O=9D:@%7DF:G6CS;G#7BIVI&:]HS-JUK'FD1R=(3]7S5(6U&4$2HNA:/7 [_J\ MV-SH'=]8SK)DA]SO]\&06)($)2OIDIWI]T[=MZWQ\'=R4F_C\@WGZA&R#
MCD!I 2AM#$H+06D1*"V&HM4S=>.QMXK3Y^@WEI06@!*&X/20E!:!$]+H6CU M'-TUK;&Q\=AB^O0/5H6.WV].GQJC?O-?X^:1')TA&I?-_E0[ZC("I<50M$W@ MNWL??Q6?
&WXF?)'D]7T0>&MC[ZZ4T$S!=]F1]5^3W8E$%2)LG)S2(3L^UWE,-_5!+ P04 "!SADY:@2MDW-4$?) &0 M 'AL+W=OF_7\=) ^D$*REG-?U0DG@>QW;>D^CH MX-&>LN_)FA"-?
D1AG(RU->>;:UU/_#6)<-*B&Q*+;Y:419B+4[;2DPTC>"%% M4:A;AM'3(QS$VF0DKSVQR8AN>1C$Y(FA9!M%F+W+&:.$W)' MP[^#!5^/M8&%F2)MR%_IOO?3@@;LKS:9C(_VB?
Q?;'&O*W":=1+A8SB((X M^\]0_\AMQ)#!]P16+K#]"MJYH%U7T,D%G;>"S@E!-Q=TZPIZN:#W5M M_NF^GMU=:8V-.9Z,&-
TCED8+6GH@_95]X4@0IZDXXTQ\&P@=QOSSO>'7U)V$1 MLLF<7Z+/(ONOT$QD_&(;$D27\C]Z>,*,Q'Q>.#C,/F$+FS"<9 >7:$O,QM=
M_/9II',QH12K^G@=IG@UHG!A^B1"FB"G'A!%A5Z6ZTW+05 %W>BN!W6Z^VX MM93$SW370L,@$EF&958M2"V?D4T+M0TI]U2M1RVWB2_DII2W*^2.6C[=KL3D
M.RN<,A1/M(C';$M2OC@#)T1^,=83R8 MBV24F?CMD41SPKY53/!624Q?ZM?)!OMDK(FW=D+8CFB3CQ_,GG%3Y30DS(:$ M.9 P%Q+F
<%*"=;I$]8CZ>W_[4WV]4$@T3TG45*97AW(]{*$V9 P!Q+F0L(\ M(%@IO;I%>G65[Z,G%L1^L,%A569DT]Z4IL7?;F(:^=]{WQW;7CO2KAWI*"?>_MU#!(F
<$*QG6*PSK*0V\(CSD15(X8Y]3>*6\Z>.>%HKRH&< MF L)\X@]3_[A9]]I9_VMM)M%6BZ82UN%2N]FI%5YP+L)H!NU0M7"6C] M-R3, X*5_!X4?>#M%-U-
GYT9FOH5!:H8W=R-MG9KED;_>[M;^VH&>B SL^M.ZP'-6S9-NM@F_6>ZDVM:FR6>@ZRP84,4Y8W:H6EWTVP0%- MD0M*\Z!HY1PX=/1,=4O/\6E,H\!']_$_6_;"
["#!B7B:L^+NXN.'@649-]Z] M_2 /S9M/RHI/]5KCW 'M]X'2"%":"TKSH@CEG#HT_C]F6&PO=V]R:W-H965T MZDV\U[@^T@+2155[HM5\M=^Z': M#R89P+HDIK:!V_]ZVDXV!\%$NZ?

P_1)GGL\HFU_M$6)[8]L\W4"!^37=0BF?K"@KL)"W:&WS+0.<:5"1VY[C1'!26E-QWKL@4W" M="=R4L(#0WQ7%)@]SR"GAXGE6B\#CV2]$6K GHZW> T+$%^V#TS>V0U+1@HH
M.:$E8K":6+?N3>)[@+;XB\"!"UTC%#5 *\-B"X_!K@MP'! M!4!0 X+7 L(:H$.W]]BU<#$6>#IF["8LI9LZD*KK]%2+U*]1%D()I\2B1/3 M3[1<7WT&5]
8EN(C^D/FYA6:TW(/3)!E#GH<-W7%<9GQL"^FQFM=.:^]FE7?>!>]&Z)Z68L-1 M4F:0&?#S;KSK=1#84]I&+^]%KYG7R;B [37RG8_(<[S Y% W/(94PET-]PWP
M^/5PSP!/7@]W.\3PF^3Q-9_?5_+\\TDRH#L!!7\R94,U76">3M7.&[[%*4PL M610YL#U8TU]^VS&*#F1N$;;.DT_L?7/FH MT2;JU.;XO$IWI4!TA=SH9Y/-7*/.N5^
MR*4#]KJB%4!5857U4/N)++5<&$]XG91O5;Q/LKA/LF1TKOC NR2XZWP_GCN= MDM\65);L_W#554G!#XP(N**KE4KR3!VOLCKKC<=KY\PMZ=2@M<<9K8+_;^UQ
M!C,W&HVBUAYG,/,#/IR@Q%&CXO[HP:5&GIQL2IXK2/>K,"V%HWQ1SI%:O:CF:T.;QD=;O9&I^KAESW?-]I]F[^C-9!3G* M824IG>N!](E5#7)U(^A6=X!+*F0_]2\W@#-@RD
^7U$]7F[4!,W?%-/_5!+ M-P04 " !SADY:$&">PR(# "^"0 &0 'AL+W=O>FZ,LVAP/*" ME\#TER47!59Z*E:N+ 7@S((*ZO]>%[D%)LR))W;M7L037BE*&-P+)*NBP.+W M-
5"^F3H#9[OPC:QR91;<>%+B% 0]H_]9 ;Y@!I89(N_&KX73;+0UP=[QE M_V1CU[$LL(09IS](IO*L,W90!DM<4?6-;SY#$_0*6<2ON+-HVMYZ"TDHH7
M#5A[4!!6_^.G1H<=@.;!!O@-P#\$1"< 00,(#@'A"4#8 $*K3!V*U2'![L<3 MP3=(&&O-9@963(O6X1-FCGVNA/Y*-$[%MYRMSK^#*% ""W6&ONA,.T=SG5U9 M10'QI5X79(W-
Z.!;@A>$$D5 (JS0)TP$>L2T O0V 84)E>\T^&&>H+>OWZ'7 MB##T/>>5Q"R3$U=I=\VF;M]X=EV[Y]P[3VZXTSE$GUD&60=^%D_?N#W$+A: MIU8L?RO6M=_+.(?R @7>&?
(I/^QR]!^>0*KA PL/.N#)W\/IGFB"]N@#RQ><MBF9[R%]/'O+5WB%?+:02^]V'66]5=B]E:F=E[+$*4P=79PDB#4X\9M7@\CI
MT"7C2Y(E+T2V)W"82ASVL]BZ/>QU^X:E^@F18"YP]IP9M,F,WZ@J=W?XU.6JR:"?B*!CX![*\T(Y[ZD6M>E&O>K,B[A;]B>*E?3\77.G7V YSW6"!,_;Z^Y)SM9V8#=]6+?X# M4$L#!!0
(.&3EION")*^ D *)$ 9 >&PO=V]R:W-H965T+*#!/#:DIQGFP1H8@F3Q78W:-K9#X/] M0$NTS58/#TG9R?[ZO9>2+<_E0X>*+Q>I^"&GC"GR
M&$>)O.I,E9]Z/=E,&4QE;UTQA(H&:F/HV MNQ=PU5^AA#QFB>1I0@0;7W4^.1]\=X &NL;OG"UDY3/!KHS2] =>W(57'1L] M8A$+%$)0^#5GMRR*$ G\^+,
[:S:1,/]YR6ZKSL/G1E1R6[3Z%\!5-.KSGF' MA&Q,LTA]21>_L.)#)X@7I)'4_Y-%4=?ND"'"3*HT+8_@YDG^FSX6@:@8.-[M#-S"P-W78%
8#-8,=KIT7!@<IVMP4AB<[.O2:6%PJF.?!TM'>D@5O;X4Z8((MK UH^$'3I:TAP#S!S'I0 DHYV*GKVS29,Z'X*&+D'DAE0K"0/*@T^$$.ATQ1 M'LDC\E?R[6%(#@^.R
'I$SFE@DG"$_(MX4IVX29_CI-,TF34%[V%3B&\/V@ M<&*8.^'N<.*"?$X3-97$2T(6;K'WFNT=MP&@#Q%9A<5=AN7&;43\1SKO$?>B M2US;'6QQZ+;9_&]9U",#9Z"YL-G\@K
M%!MHO,&+4NR/OX.9N5.LEO_>XO--WL;Q]C9P_OT@9S1@W88"43<];Y_O47 MY]3^N(T]DV!#DV">23#?%@EB>,5Z\=-Z)!%(T5RZG$5ZI_"C[A"8T(EG3) MISC-
$D4.8>88IE%$A3S:1GO>R(EN!%?)^?6I/;AJ^=5/C=K';L79_5*PT9_MV_)D$LPW!%;CZ63%T\GS/-TE4HD,-@Q S%VBCR!>J6!?&*?P*R3T3 13# M9F,;2XU-
M!V<.9CC5MBT>_;Y&ILFF_1,@OF&P&ILG]I8/&UD\X$)#DOSIXV) M]H_/+!XQL75];81LRYY]L*%),.\DF&(K$;RV8KDLS=84,],LFX2;&@2S#,) MYAL"][%^OF+]O-
V"6[0!4%^=OA_RS?F=E!F4X/*:W]FZNC:VV#8'-3K0=I2;!/!)-@OB&P&I..73Y0V\U+<'4 I."!\]P5P#6R(_;^0U M-]N6/-HGE$TWQ1:G<"*(N*T&XSEI$MN].3;!
(Z;9LRV4ZE1M*%1-.^9Z'DT MF%I:(2+IF.S#S1 MI2',C5B3PTBC2:_RRR8YOI4U^*)2I=:%10%:1P#M-3-,PX(I;'HV7+8_X(MS@4EU3,]<*$H076+C<70 D^XXC2*GK ?!V[/MLFAS$;?
H0K!1A5- M0BI"\%KQD$<9=LJBX?=,*ERE)11 8?4:?@@XFD4]I\9(LC\S*%KU3O=!LB 3 MT#1<++7^@IL1DQ(*.&)A]>X7@ EL8WO?CW %.N1EB%9D M?H] @P3#7QD:>]+K8D]"-
H:D",D(=>L>^5HUO47&QSP 8PL<'3+))X $!"! M2*;0=#KG(=.N*HR\[N(;>"/@*1]]S);1#%.?LH=^+#),NU7&$[ ]9!'DG=HRR+LEF>'A0\:!;M)!1X)F?%^03V1]
0G4F3(G3@!Y_1R%H6Q%3\8 H34H_5T!$1T\;0>2B+N,0P MK:,LK<=098SC)*1/$NO'*,9.+3,3*LX/<$! K[& MQ?C@20B/"2Q,<+!#$86?R42P">8:S24WJ';@DIA'D8[^*@QSB (D;<
8AES] M<%$RHLD/D5RGL15($D51%'& M,)%!A!8P\9*!K2G0;4*CF#,_RI:=H&2>1N I%4^5YBN^=?-1,M?$C;6H^#T+ M)WHJM>@$)@BIJD'3?=$I448*LI0]Z9G],X^F(7)SURDD"
MFX1^8^Q@G5SH,S466A3:HI.FQ2',]$R0KX)S[1\N-#HKEP,0^"(S"$0:$LA2 MO(,^Y-/%TKA:EP.E(0?/(R2.!9HWO?(4<\;3TI7M@8&L 7=[6]>'AK8S]>VA M6VX/W9_9'A;
[F/7,V+17;&R@]5[1)-K0*]}7H%6?;-SZ8XOU]L$ZF^79E--X M"+(43&I:";;-F*T)-'H:913-,XKFFT*K2#G';Z";.B;/?FZ-H@V-HGE& MT7Q3:'7RRV,N9X]S+L/R:=%D5?
(!.=F4W9H]:\VQT9,OHVB^*;0ZQ^7AE]-\ M^O6%%1L\O9VK#G?-_G-GS05Z=;4:;&'3Z F7433/*)IO"]W.9GG*Y30>IQ@0 MQ8L&GE"%F]UH36B.=EX_O5X3<[V]:OG/U:H'MCQ(
M2)/G,4.C:)Y1--\46IW \K3(:7EHZSTI2M79HR>5M-V=]I*9,7:LHW]31EZVO5M*(IDS?4E*U= MFC+92U/>S-^?T92M/0+86E/>=*V5IFQMUY3)FVK*UBY-F;RHFPU;IDIZ:\ M2<"+-
&5K/TV9O+JF;+71E.DK:M7Q3GM6)*E]/ M=9M?L%S]?9;WB$+LS-SRL;L9]S8G1UU*-HGE&T7Q3:'6.RW=,7/<-3]I=H^^9 M&$4;&D#T5RMC*+YIM#]Y)>OI+C-KZ08^LO9YE9:LS_8/ $Z6_|
[W*'1-CVC:+XI MM)S5?N4K%V(F)OK+,?#A'ZC)OWUA=7?U!1R?]-=.I,O]^;=W?*8"Z,4GV3&8 MVKTS"++(OQ COU#I3'^!PRA5*HWUQRF#AP.!%:!\G*9]>8$-K+Z6Y/J_4$L# M!!0 (
'.&3EKNAX$Z_P,_/02 9 >&PO=V]R:W-H965TN M*^8K2(FX86O(U,Z"\91(M>1+5ZPYD+AP2A,7>U[DIH1FSFA0W'O@HP'+94(S M>.!(Y&E*^/,=)&P[='SGY<87NEQ)?
<,=#=9D"5.0C^L'KE9NK1+3%#)!688X M+(,.!_]VC N'PN(KA:W8N48ZE!EC3WIQ'P\=3Q-! G.I)8CZV, 8DD0K*8X? ME:A3?Z=VW+U^4?^C"%X%,R,"QBSYF\9R-71Z#HIA0?)$?
F',/Z$**-1Z@^:YD"RMG!5!2K/RD_RL$K'CX'>...#*_;6(;@<@B+0DP(:T(D M&0TXVR*NK96:OBAR4WBK:&BF?\:IY&J7*C\Y&K-L US260+H0640.(<8326;
M/Z'W:*J>FCA76VQ1W9L]HW%"A$!7$Y"$)N):F>T[?OL$Z0SX=[7U.)V@JW?7 MZ!VB&?IKQ7)!LE@,7*G8-8$[KSCO2DY\A',*ZQL4>+\A[.&.P7UL=Y_7+6[
MA7O0=G=5QNJTX3IMN-+CJ6MR$&=E6\?U3ZZEY"*[Z;82K&.64R_J;=B3>8P M=-2K*(!OP!G]^HL?>;^;(KV06"ONH(X]L*F/=G[I%5'RZ$,N5XS3?R VQ5V* M1868+BB;4==3?P-
WLQO0*.L6::B]$KE,]\4.?_) M@WZX3VVP"H]2AS5U:*4>$\$Z?%1;Z2!"(;2:.:+?2]0_E,R M7DW>LY)/@5/]KATMM"9]]^2Y->=8]WH^W7T_4O6VOEXIZ06"MNWVMZLW?)
M:ENIM9Z_\+#*^M5>>6VTKM=!&:3-I M4S8MU[?WW#=6VDK52FLS:=,V;=>W]]TW5UG_L*$>]-I,VKQ-P_7M';>]K7=G MU5:[YKE%YE)]0PTC=R/+EE??
>M<<';L%U)KQ]Z.!+Y])CBWPAYV^-!484^9 MM6F,,<"WSP'-J<+V7C74FLPLY$T+]ZV=+]NQ*VW_58&LR.S[9X];O8GO??6/% MK51/#;[QG_+C8 DCPD<2HFVD;*]4C71;"!
MA(H+MH5475DQGE"I3OE:%UL.,Q%2:Q;AM'7$Q]EVG2]VZR__3^]WZTVK Z"K:E4E MLQY+-K,ZB4O87A#;>$TLPW):.C0_7FZWU>/WLGN_E]WOEKL0*+GYHGQQO-S] M&
]J!1L!BFL(GG>9I:" MULMIV<1^/^T-^V/]ONZ!YS&F-6S&N&TQIM,.\EJ"F]_.0_SS&&EXV8Q;/8]X\ M81IEZU5EZW66S5NM(%\VD%H!;ZD$<@L!2X,HCFBVN'A-;H 'D,]V6G:F./6'
MAPESNV_^S+DPG+_;[.%A]L+'A"V08 VW]"NW]#L+YBJ""!D%N4L^[@DPJA8 M>WZ]AN0.>.MSN9-YJCTP82XFS,.$^9BP!1*L89E!99G!GYC+!YB>P82YF# /
M$^9CPA9(L(9GAI5GAIV/F4];X&K62=?D(Q."S"GG/I7K^9[R]E>53M]I9L&$ MN9@P#Q/F%[!^?4EBF /#.%AQ(.5LV."RLL%EIPV6,EN'J/=398. QL=/.)W8 M4_V
"7,Q81XS>$+9!@#=>8QM/>A_$GHR2BF0;5)]+2O-0.3X];8%%:WJG MMF]FHDX]W;B338-)6%]N?>OG&[M/:8L_!;XI7T>I(#&L M5!>,BX&J"^^ VV8L3R;;Y-N\=DY(E^>$&:
@\"U#75XS)OY,L0?5OQ_074$L# M!!0 ('.&3EJ(GVI O 0 %&PO=V]R:W-H965TF"X8_RG6%$JT7L2IV+DK*1_2VDKK!"0_7Y(W,J/RQ?N;JS"TIBRBAJ8A8BCA= MCIP'?/^(^UJ01?
P=T9TX.D;Z5EX9^ZE/GA8CIZ5'1&,ZEQI!U,>63FD<:Y(: MQ[\%U"G[U,+CXST]S&Y>W*&NIHW M9['(_])=$=MRT'PC)$L*L1!$]7Y)WDO)N)(H#AF@5<(O*]@4R-H%X+VI3UT
M"D'GTAZZA:!;%?1]!+U"T+NTAWXAR-QW\]G-K/&)).A9SO$=;2BZ8/.WTRM M'(E2G8HSR=752.GD^"F=LX2B%.].!;Y.7JBTU,Y7JBTU,*6I%/KL$(B"
M=_5%$!1=36A*EY&\1E<^E22*Q;5"_)CYZ.K+-?]"HA2]K-A&D'0AAJY4H]5] MNO-B9)-\9%[-R-KH*TOE2J @7="%0>_;]7>_TH=V/?8L %=-W(LUF=.1HQ8,0?F6 M.N/??
\.]UI^F/("$^9"P_!(60L(>@6 GV=0ILZECHX]#N]"$!9"P,(=U,YC>2FW'K:&[/3;;%G'B8+=TL&MU<".)I";K+*F_D"'"?$A8 M D+WYF^B5=[424B8#PD+(&%A MSV!3KV+E>4R-D_W2R;
[5R>F&<[4;]^UCMA)+M1+3_8[SM=AQF@RV4IL:# GS M(6$)"SLGQNLMVE X/K+LOGRZI\MBT*9\,(%V$A/F0L 2%D+" M'H%@)XEO5R;&W4%0&PI_;4-EUC?V$I/F@M "4%A:T8[-
N<+M3 MM=00U1G4F.H=3/6LINY7WL;;*SNWL=F0-!^4%H#2PH+V*[.-4;5F'VIF&2Q,<6&XT%K5R!TGQ06@!*"T%ICU"TTTPYU*_PAPM8=FF7C_M88'2 E!. M6-"L]8MY-3)0QT+?
["09=<7*ZWM52\^#ZE?D0V4+VTM;3X==UY]S;:0?Z!NM]9\5 MN+N#2N%M:@C"WN TR#<&XZ]\W8>=%.=-O?H<75"^5OV M)H) <[9)9?[0I6PMWW9XR]Q5]HG^Z*#>T^O@],
[:%^:R)[;'[H-G_EXBOA M;U$]4$R7:@BMV]ZZ 9Z_Q9"?2+;.'J*_,BE9DAVN*%&KI@Y0UY>,R?V)[]!\ MEV3\/U!+ P04 " !SADY:C&N:H%0% #W'@ &0 'AL+W=OLI3)N]Y6
MJ=UMOR]76]B(?,]WP/00:RXRHO2MV/3E3N)@!)"J-IGA++>?%:T?1'S M=&*KE#+X(6Z$B2@^I'^\AY8>['NX=%WJ!^UYR^\MB,;6(#ZMOLB]%V_IB0T M R8I9TC^]FW
=\^XF'N4%A\IW"0C6N4/\]2\Q_YS_%;17]YD[-J^/]+AX>/TP2R+A@:?_T$1M[WJ3'DI@3?:I>N*' MOZ%ZH&* *Y[*XB\Z5+9>#ZWV4O&I4P+L0]WVXA34@4F<\$/R"1 M6VM:?
E'H6WAK12C+0W&AA/Z5:C\U_\A6/ /TE;R 1#=HH4,]V:>_^!!%ZS44 M@8.1NB)*$\/L.)L15-*BG!Z&X(B-)7O-.#;(D1OW]Q#;Q!EZ.N6[R5AB9SU ME1YKWF-_58WKOAR7WS&N
'WB3&TEBE@"B<$_M/M/?^4?V_VQ;P'T]ANNW[1_ M?-/VBUZNX@-UI%'A_(M_S!X8!/;S>/3"IC__7>_3_>H-M]B&LM#ON='\]O;MO MD2@*H@SXH>$'7TQRC_/,54?
YA*970*Z21!=3'_^.R&Z74DB0X@B(8)1M)%]"3B>@X:&78;UB(GC1P<9% M0IE.$!!5D!D74>O(K@T\E[#0)2QR"8M+5+*W" Y9G:_P&8V^*9_WG9DB9S+Q@ M<#([]"Y9A'2S#7P;+4>
<;Q'2NJ8/C&#=+8+*FQA7&2KU6:)>PT"4L<@F+2]BH MH2 >M$2^- DZ!![5 H^L G\"DE93F"D0.C%B.G,W:FH%7:NI2UCH$A.YA,6C
M2TV]E]8&DX%9TW&MZ=BJZ5=!F"3%WDGJE5EO R48EV,KYEI%7<)"E[#()2P> M7\C5%O32HFL5GM2"3]R"/M*U<49:O:[5SR4L= F+7,+BR:4Z+?UL%F?R36OY
MIK_XB/+5#Z0SIGPF5GO0CXO^IU)4RQ]6DU=PD*7L,&E+)Y>+]&3:4O52QO/ MV3K3K4(SZKKPY.PC4Z,*$/Q]SPQTFD1?2;%[DQOPY9Z+Z9^&FL)5NZU(CNE MA4YID5-:7-&:
(M[@8-R>P":S8#CHTKM1>)6O4,0>H^]8;28PM6'%>E+O?%^ M!E&4.W44E'>*+O6./8&E<>6V]W1U!+BDA4YID5-:7-&:T@[]X;@=_)=6&$^G M'?KI)_U]]_[?2;HOEV^2IOQ V
J,VEHI5VOKDA8ZI45.:7%%:ZHV]O/ZV[FV MEU;8#_PN<4]U-FPMNLP_]ZV>PD8]G9;+G-)"I[3(*2VN:$VE?.RWY;PTPGC4 M(>:IQ(7M-;Z8"Z ;5I:S$KI>ZY6[:
[8ZK4DYI85-:9%36ES1SK_%PV%;WDLK M"'3-U5-1"MNK4HW2=U1]A=_>E\4H8TY=X9K%L>%D=#[4!X.1]B?G1]'1]%VF MB4Q600L5&XS\BZS58'0S:;V^?
N,X+0.Q*4Y*I4Y#]DR59>&ZM3Z-_5"<0;;: M[_'M S:TA_@V,K7'^.EN<:QWZK8\$OY$Q(8RB5)8ZR%%3Q!>'Z 41YREK>*+XK M#OF67"F>%9=;(#I_S@WT[VO.U?$F[Z_^ZY[_!U!+ P04 "
!SADY:W.8$ MZD0" #_! &0 'AL+W=O/SC\%KBW1WOP2C9:/WCCKIRSV!-" MB05Y!.Z6'5ZCE![T?@[8+(Q]0\]WA_0OP7M3LN&6[S6\H\HJ9ZS+PQ*K'@G
M:7WWW'0<=^]Q"BUM^,)^\(T9%)TEW0S!CD$C5+_RQZ$.1P')01L!Z1"0!MY] MHL#RAA//.Z/W8+RW0_;(#5$.W)(^9O^R)N-NA8NC_$X5ND'XR1_1PB=8NY]>
M=A)!5W!;51AJ!BI.L.*$L,)"]T)(P4-ESY;(]Q#)GW!_=3O\GB2 M)EFT.V82'35E@;1L]"H3M%%??^.I^-T7_5-_>+>/PWWW&RLB"Q&PO=V]R:W-H965T A
$[M3WC2^::S%O[F3BY/LL@VYH 54Y'[* ABO\"T]!:SZMX=7\S80>:T)'<3L M-/>@]WKCGFYW4M_P%[,]WI(5D8_ZZN_#9*1@M2"LI*P,EF[BWAU34*M4-E M\9.2DSC[#?
14UHP]Z8O;;;X%FHCD))4Z!%;_CN2:Y+F.I#C^:8)Z]9C:\?SW M;_1OU>359-98D&N6_TTSN9M[$P]D9(,/N;QGIS](,Z%(QTM9+]]_X-38'AY(M#T*RHG%%6!4MZ__XN4G$F0,
<#SB@@Q@%]U"%L"K,^359-?;+/%BQMD) MHND?56XJ];S4;6NIE7$FNGE+E)Q>W9Y.4$.L$U*Z]^G6$DL"9#-KMESRCAX(%C\EU'B]I[NJH<%^.9?SR?BQT44L7.>F^T6>U
MA8;![F-,U*,R+0.0XA8I=B(M$\ESNF_N!(!5:7TWL8\W56E*2-'4Q[3,2/)89X6!% M4@"3L6T2B9GF/8S;1!B*!$I-V$I-W=N=1_3+^ I]#::..F'3]!)LF [M@ MVIH)-W=EEI:3E5F@J=D-
^):BKM^F6.]:&HJB%(.>#M%06Y%T67(=DBDOX3@.^^VOQ0Q%$,4#?TOY$_,M+07(MR49Y!9>)#]B/1XCI0 M2P,$% @ &ULO5=M;^(X$/XK5FYU:B66O "AY0)"-Q5NNZBBBZ8M
MPBTD5#39#9@]LFB\H!\W?&,+0>ZT]_ DMCW"|>V$1]DU[,NS.1_V62;C?^(4Y(M)R)+I]QA"SP\|RK>>#NVBSE>K 'O9W=_;+D/>?::<.>=7;"LH@12$;&4<%@(
MK)';FW65O!;X$L%!"*V)F3)V(/:W*P&E],@AA"]1@H_NUA G&LB-",SFG M5:A4P./U,_M,^XZ^+*"8N_1BNY"5A7%EG!FF:QO&.'/R#WIZ/X0A8+_4L. MN:QCD3 3DB4Y&"U(HM3\T\
<\#D< Y"D'>#G .P>T7P&TM #\'^#KV)E@ZT@&5=-CG[$"XDD8VM=#ITF@,<)2]PEI(CD\CQ,GA M0K+PX>,8<[,B$Y9@O0[J4WX1@*11+*"[)1]+84@(ZYT)P"85U,N*0+(%_1\C](B
7'RD!V(3H>""1"FY3R,I&GB(Z[^V+/+,T78F^+=$1 M98X=YD:/C=>*T9?DUN6RJT@TW0%]Q)\4(UWO0H"&R-8A-%#[#N/8]V1[17+C%H\G%X]R?:G@ (<+=5^'3M\.]$OBL&OZ)
[9O$\1&0B*^EY6/4= N5Z!Z=4_L: @#"YNQ +X'_CK+Z]O_%:6 MNCK)@CK)IG62S6HB.TEYNTAYNXI]>-Q@3E)^U&7(\JF\$1TH7S7(ITRU'L+6
M1DB042:WC$=_H^@%MAMS>EE6+96VO;=:ZB0+ZB2;UDDV,V2^)E.7E_W0=:ZO M/!_[Q[ZD$#I%(73^ZT(PWR+\RDP?@8>1,%^>.?"(X=.;5/((KT4A^4+C#,K*
MP5C8.7*MY11>F217.O'>)+_4US[3-ZU3WZPFLI/\^D5^_?\MO]\C0IXD]ZN^ M1R)DM >.UV(C0O!B!&1&(VYRKMM!P.*86=D8H>OC2O:_]G0K":S3LJA6Y1#M[H>W B18=*"#-
_,39%, MG:L&N0.7.!:VRHLFJD\S+ N6(-D/O:.U;E,}%+&=<^%IB5" MW7.A664DWAMG^^C&GP#?7>D*E,D)D]E]30WK>3T&/]&>NHY.Q^[O8E;4:J*
DAC6]6/))$XO>KG%D1>X$L#G:\D M\T8I*(;HX4]02P,$% @ &ULK99=EE5+CZ,V%(_BD5752M-)N/P#2)E&2V[5ZL M-MJHW6L\OV6XOU -G-
]GPCJR)^*M;=ESVBAI M5I"29[0$C&RGUAP^+V&@'+3%WQDY\:LV4*EL*'U5G2_IU'U(5$#9A] 28LL;15$-KH[UE-EFHG$MF'R;23\Q6PN:O(X64H@4 M+&DA5P?'6M\16.\Q(Z.-?K7"
[W+N!>@SALL=4>TG?U2ED]@KJ8B$^_@EOP8N+W+K&O%Z@!@SO.W(ESO$Z@:S'V@CB.6[.; MM*!%"Q*@Y*Z&W%9*.YD*Y#8)/K\1EF2<@!7+$*'7$<.#,RU171@6P?1!'
M+7%?H)#YSF=0,.UJ-(+S6JL;KFKG];..6;?P0FT"/83G";&@'4=WR&.#YC?*M48L<&9%ER=F23(("RB1CE3'S0HUZI/6C(+]?^CZ[" W QBUL_'8#RS=N*.U M9P?P+H6N4>#:WL
'!]U+77.-27P[""YPF6;ESB1T$^7F@P]#Z*,[RAX[#\:A M-X!Y57[AXY@?D+@)?ZOQ,+RG[UKYH8VB 7ITH4>/?(EXDQLWBB;*M7C(0\CS M[C%[[.(P@@-[&;R42V@L/+>
<'U9Z^@WML/!C"[*K3]H95*6O07-<7ZWBQZKFP5?PSM7)^*"L)V^ M*""0T$,IZL-Q^2]C!SU$=RYF-&ULK59=;]HP%%K/TK M5B9-FU3QQ[!;=MH=+]J]@*F+
+)\YL0\J_W[434] !5=-X(+9S[\DY MQ\Z]&%95"!;E0#+E+EQ+G@U=E*MBUO757$*&55=44"=U9"3C5*F=54B&B4W*ANI!!%@MX\N!:;J@.-CR!&Z;6)(FTQ[JMJF"AZ7[7: 3V&TUPJ
:/IZ_H&J53IJ5MP-V!VZU3YA(TA"/ .#\1#2^%-C.1TC3>+Q^(#^W6I"+4N]8#"X:Y;H=.Q\<4@" M* [KE^DF4/Z#6TS=XL>#*_I.RCO4<$F^5%EF=C PREE=7^E+[<)3@#RXD!'5" M<)[0NY 0U@FA%5HQL[+N]*;12(]22!.-:&9@O;'9](;E9A<76N)=AGDZ6F@1 M;SI3-'
(A,Y'AX5#4^MLA"SPQR98#$2NR2*F$SM*&S>D>MU&324EE@*>/]\!C5R-H\VXUKAM.*87"!H1^0\!'Y'K5)'[
M/('D%,!%N8WFX*!Y&EQ%O(.X2T+_A@1>$+80FKT_/;A")VRV(+1XX:4M./C\ M6/M,IFH\K7Y@LN3I=(27XPVDRL.O78.IE;M MS:#_!'9B5Z^QJW<-/7IB:M-920#"
<@V(KXFD&MHT5T!^=?9-/=M%7M?K]7HC M=WWB=[H%*UV?\/B2<*!HV" MP?L4[-3'T\:9WK?I]$#\X,B^&T^,WG09O+7$-O-Z\]O=WS8\!V^CV_"=BR! M/"%
[!COIXSQ\RJDI(WPUL+G'A7>#.3:]B-%8K'-56=FM6FY4ULI3)GV(K MK#K7*TS51Q*H7#+^\MSFL$-+K#G'S9=6;JHD6A2WO2Z&Q6=AABNTGAA_$CL B?]F
M62%FUD[*_97CB'@'.14VVT.A9C:Y%2J+M\Z8L^!)@:49PYQW<#):5I8\ZD9 MN^7S*3O(+"W@EB-QR'/*?RTA8Z>9A:WG@;MTNY-ZP)E/]W0+:Y#_[F^YZCFU MER3-H1
I*Q"'S63L27?^26:6JQE!'K'4+JCZ M'&$%6:8]*1X_*J=6'5,#SJO/WF\\B]91RI@O;*'-)&]F15.*(\$-/63RCIW^ MABHA7_N+62;,+SI5M]Z%XH.0+*_BD&>%N67_JR$._H/IT 4@%($Q#T
+P* M8)1S2F8FK6LJZ7S*V0EQ;:V\Z8.1Q]!5-FFAEW$MN9I-%4[.UY+%3Z.E$B)! M*Y:KW2&HT7>$OK/B"$*]B3OUX6FLF\8>K7>4@T +O0.I_(4^78.D:2;^5+ /
MR$"'S$\!=J1CJ.$YO5R>!>?U^/L?:[)X5 ;JE'2M_M0AEDW!U$5XXKL:LQZA-D M<.(\Z=R$I<_^-1U[CC'811&:H&.YXFUS7SBC_W:ZH*Q7S/VW\CX,WHPQ4<- M+X[53%%WR%%2*0..*
;FG)T3[,#=&56Q@F/*!.;A(V\VD;8L\=A=UY!G5

AV'EFET%+OS"(/-)@U;;ROH'O]M":U+0FKZ'U%DW+ -&%IDU)VS9C&W[-)N@B%+:5&F'@!"1]DNNRBT(W<;F)132QZ!;&W*!]U-]!GD^;I M:QOY]1'4^R^7'?
N(EUIV\@I&VPIXKYC98=9B,'8G/9KBLWL8OXI86X2M M8OA#"># #YZ?=M+^CA3U[XDW>HQ)73BU+L>SB*F]PI["Y+|B7ME_I4#UY/[UR. M]^
78MOAI)EI.6>/O!SXUKQ]!8K9H9#E>Z\>K=_7"_J=%[,R\?Y M-\JW:2%0!AL%=>V)VC"\?.^6'&ULQ5A=CYLX/TK%ENM6D*D*7F_1'!CL^ Rqqc
F80LXM9UDYM^O#80&2DBB[6I?9#7FG46;"#!%X$;+'7'D4 T'H(!V#S6/EFRS(\Z2ST%:UGQ8G1YA@,M'6G%?("$H'MSRf'9NU-=_ MLHFVV<YM(HG*T(3S,4M7>ML2P&*&2B)=%IVB]X?/O(8%\.?MC(H]O60)
MHP12%I$445A-M'MS-#.-"<@B_HS@P$ZND7R5)2'?Y V'<*(9.B.(>"2-HM? M>YA"'$LFDI[O(#'+1'I&"=) 189)%&; \8OQ4:< *S^&8!5 *PZP*H#%ML-N
?:U"MP!TKU7H%8!>'=] ^@7@/ZU"H,",,B*E>]N5AH7<^R,*3D@*],% MF[S(ZINA146B5%IQP:EX&@D<=SYO@6(>I6OT$41%&7KK L=1S-ZA-RA*T6,4 MQ\[R,*QSH28Q>E
P/^3,UAEF&SV2E&8[+1]7C3:B'0Q3:5 M>V4=[^K!:F5P6&E=--IZ;:/QV&A<" M06->DE=3V.UTU1*9Y^W:;?_TH8M$'#@[JI\GE.7&WF5B>%". VQ0%, M-$4,*![T)Q??
S'[QFI-SE!)YJHD\U22^2K)9HK*[IEK]HMK$[TSN),6L%:&*Y]\;X\>8G1K/K)VGLF'IUY=8N\!L>T^N>RFBG*]F*?06F?P,^TCQNQ@.Q2CIXP%_G0 -(M>9.!CMY M-J*OCR
/N\;6[97@UM9))9FKDLQ32>:K))LI[JOX8UCZ8_A?M=Q#E,Y12>:] M)/-4DOD]R6:"R"J^,8T?(PGC_VFZ"]W3OK1^<+2G=]M=+@MZ2@7]RX(S58)Y M OZ R0#Q?$<*/ M-U*@G
L[_P2PT,$% @ &ULK9=M;YLZ%>_BL6F:9/;@E,N@!1#9VI4Z]W M6K>[UT]B):/8-[*G ,-)3+ 2ELOT+R5Z*!;@M%ALL!J0[H6!,<2Q+R`@,K?ZQ%D%Z#"O?H,QU-*8F;Q
QOPYZ QPR)O @+QO<'O&'^ M&C(. 1,M2:M!+R^1, 1"8")(N MQ>]@.ULB/W9N42V5O. $QFH)KNf!#Uo7(+Q+1DE%BKF=RVZH\P@-2ZZAEQ4I!?Y!QE_7#[DXJ_N!ZIiQQ:JR,^g4K$UC!6JGs4i
JH_D:B+--:*S1#7ekP%$K9B%|'A>&z4#X:|Ni%Ci,$YI"1+}(`KYE'W&-P%@BH$ldmFmNjLEOSHAn[H]-uT8;Gj8UAh5|Bi2XZQ!!X5NBj&\9kP!i+K4
MG5'7MNG*UHP615[RB)=S9<%$0!5.Q=64E*%G7HB)W?<^+W8*PTDEG];4] MD<[X7N6LI'<"R7U1$/%X0W-^F#O8>;KPC6UW2E]PTUE%MO2>]A_5G8"9VWE9
MLX*6DO$2";J9.Y_P=89]+:@M_F/T(!_&2*.L.?*E)_^LYXZG,Z(Y72GM@L#? M UW0/->>((_?K5.GBZF%O^,G[Y]K>(!9$DD7//_)UFHW=R8.6M,-V>?]&]S]\ MH2U0I/VM>"
[K7W1H;3T'K?92\:(50P8%*YM_\]E7O=[)> N YU*_ZVH(J5 M6W1+H7P27<) 2DHOD''K MTRLF0Y4X\7Z"M1>P$C]#ZCBK!^!F=[^F\.5?R2>&+2V8OB M;--

QA1)%W5TT6MTD8TNZB<>A,:R+&Q&OE&";##^2+[XHXM'T<7]Q+TP-NC. M,Z?B]7B":1P9T!:K,#1+ MDPUG-9;ZJ-/#9ZST:B\$/-
&HXD(WWE9FW%_#B6_N8YM5/.TQX]XQ>QD%86=U MRO+<4^'!MB*]-=<.VL^'P+*Y/?RR/ 86@R6:P2WS.9^E;0.DP-)O>H M*=>?4%^)V+)2PF.W 9EWE8!>-
%ES43QJN[3EUQ!UU\/=_E1X4V@/L;SM73 M1+?^W;=A^C]02P,$% @ &ULQ9I=;]LV%(;"]$.0PIDD2EC[IW9!I[((L MBQ&OZT6Q"T;B8Z&2Z))TG/S[41^1K$2AK?8T\T4LR7R?
0_&5#^D33K9;V@G M-$JMV22_A>S"=^H.$K97""Y21(]'L]9S+=3"UM/%VZBNY7*+MBSR9K>L053 MGJ9SH<_LBA)&"4MEQ%,DV')]?8M_(K:5.\H"C-
'NR%DKH3R.M4[,;%E/%0C2G0CVBOP5-)6+]A:RWNY?- V M'&:YQX(]>K]%3@Z7.X.Q[%=/7S_G]7_DZ?ORIU:A2\42^6]+E\^+$(/V$%EF M/I-K&K"H5.O9.*>6;-?
W^%A[_B&"E)X40>1L1I7=HSD3$PV.T6%$=%1U%:7G8EG?.BR##/$@V?][/]&R] M7Q/I?M=08U^Z&@H)R%A! C6,-2M#'4/,/12RLUK7AZCO_0:(V^QUU=CK*Y?
M9TB8!PGSW1>/+^[U7,=M/KZDK9D[P*=5LX9CP\JQH=$Q0L,H?D1\B2[\;_0. MHR]7++EEHC6_&E%=#8&$>9 P'Q)&@&->*'[H1NA!8_;5M?GQ[A=GP-(F%?
W#WSOW]8,P+4M89WX\J[<9=L[!BS ML1'5U1!(F<)\R%A! C6,!?WZE_8O9^?C\L80+Z#TCQ0F@]*(U"TIO<[U17\ MOZ1E<]C.CP.DS2MINRD7XY,.#!J5[(_;M-
"I+73,V3D2VISZYZHO.YM9G7V! MI'F@-!^41]!H38_K,A1^@SH4!BU$@=(\4)H/2B-0M*;W=34*OTDYRAREL_LO MJUNX9=GJ@4;U06D$BM;TM2Y*X3U5J-<]&3\K*A[4RC-
WL+,YD#0"16N:4]>?L+D -:>/"4N51$LN=N=6O0;R MOVTB]=C]#6@EJJ2Y#0_';=\QT#(3*(U T9HVUI4F;*QIS!8LX'JU>NCB"+2H M!$KS0&D^*(U T9HFUY4E/'J#Q1%H(0F4YH'2?
% ;@:(UO:\K4]AK92Z2SQSU[O: M!DHC4+2F/74YR3&7D[YKV>2\K(R,G);_E)MC=TVJH#0?E$:@:(6+]LH[NX2) MNWR?G$0!WZ2JV%947:WVXGW(=Z
]N^[C,U+L]*LQQ0:_*RKN(CW?QFRID;V3 M4VVF*/;,%2>*K_,]7K=<*9[DARM&0R:R!OKS)>?]Z20+4.UU]8.@(+$% 9 >&PO=V]R:W-H965T%JA5P0!S<9))8ZX]@N\WR M][&=-
!24C3AP:6QGWL?S3CJ3M%+=ZQK H ?.A$Z#VICF%F.=U\")GLD&A'U3 M2L6)L5M58=TH((47<8:C,%QB3]@(LL2?]526R)-A5,!.(7WBG*B?:V"R38-Y M<#G8TZHV[@!G24,J.
(#YW.R4W>&!4E .0E,ID((R#5;SV\W"Q?N +Q1:?;5& MSLE1RGNW^5"D0>@2 @:Y<01B'V?8 &,.9-/XT3.#X4HGO%Y?Z.^!=^OE2#1L M)/M*"U.GP>L %5"2$S-
[V;Z'WL]+Q\LET_X7M5UL=!.@_*2-Y+W89L"IZ)]D MH;_#E&JD,%15ZM@5#*-//$VSL!2X,YSULW<&B1V WZ$X* MAV0T5A10C.@WT_IY- ' UME@+]K86T>3Q ,T,Q2'+U
41HNQA*;E6\BM?.[E M\40Z\5#MV//B?Z[VM]51&V7_S-_'RMW1%N,TU^"WNB$YI(M8 W]#$'V],E\ M&;X9L_J?8'\87PS&%U/TI..)'T$A6:)/#2CBK?%T&/&.]K2T]P@.F=1@L_7
M;J8BNA3Q55=P4)4?%AKE\B1,UR##Z3"/5KX-!>_P;IC=$551H1&#TDK#V2O; MS:H;$-W&R,;WV%$:V[%^6=N9"LH%V/>EE..R<1<,4SK[!5!+ P04 " !S MADY;MT>2(10& $- &0
'AL+W=O9+4:3- MAVHE2OG-0U47:2L/Z\=ILZI%NNB-BGS*+,N=%FE63BYG_;G/]>6L6K=%5HK/ M-6G619'6WZJ$7CU?3.CDY<1MJKALNQ/3R]D]?11WHOVR^ES+H^F.LL@*4399
M59):/%Q,/M+SA/F=0;_X(Q//S=YGTEW*?55]J0YN%A<3J^N1R,6\]1"I_/=R39CW^VT,FNSXO7E[,?=](ZRK_UNTRXN)/R$+|9"N_:V
M>OY5;"_(Z7CS*F_ZO^1Y]]4F9+YNV]K8&LL>%%FY^9]^VP[$GH'DP 9L:\!4 M _N =\:\&-;L+<&]K$M.%L#1S5P#QBX6P/WV!:\K8'7WZS-Z/:W)DS;]')6 M5\^D[M22UGWH[V]O+>]
(5G:N>-?6\MM.VK67=^)1.E9+;L6]]MNL?"1GY$[Z M^V*=''U(]$/W[FW(3 -*1WI/I[SO%VU"T:98W[R3ARUU(WKYY1]Z0K"2_+ZMU MDY:+9C9M98^[=]?S;>^N-KUC!WK'R:>]:)<-
B_5CKL=D\%'-I3@^: M)\>;,\.MX#O7YSV/'^#=BB=1K@7DE1M#&S;L5H?S9I7.Q<5$3O^-])_$Y/+G MGZAK_0+=44Q8B F+,&$Q)BQ!@HW\PM[YA6VBF_QB8^CTAMTB_R1G"-
=R9].G M_1L.]#S;M\.J4%?6*FJ"%!QERFJ6%>YCN\&8U6BJS@+K$$U&BUG-UJ,.8IN MRGE5"(VKQHY]3_454'D\:T6+]&5-RUE8@#5-1AGA*^$2 +;$\-.0C&N,64F -DW/.Y
M#P>=MQM&SQATH9#W9IZEFZ?YF*=1%S'*[$&B"R M NK!H1;L!B\PAMIOHI5)S-ZL!0U8@!E>F+ 0$Q9APF),6(($&WD(M88G MQDK*R:&&20M1:1$]+4:E)5BTL=
<,!2!]K!B\PFL0:DHY;'U%0#U-F4:4]"X%4XA_(-.I1(](N;W%-CS>7D*.2DA:BT")46 MH](2+-K8:X:*$#66$%(A-9Z>Y5N.&H.ZR X<-0)U$74L+1.!5#9UU.@#5('E
MJ;$'J8)#534Z%$]H_^)/C566TX.-TO:B$J+4&DQ*BW!HHT]9:@*46-)X4A/ M"70EPF4^58,,D"/57\P@F1,ABQ7 PW2V99:G8LAG6-3M=*=0#K;"IP#/QRQ
MH6S"S&63F[(5==E/4&EN3/G-H%-##I46HM(B5%J,2DNP:&-W&2I$C+XVY6>H M)2%46HA*BU!I,2HMP:*-_6,H"3%C2<'H'TR;P@)/*[T"*CL(E,) "*B8XZL_M_$6
C%*F_HP20S(WX&JR 76-!0>*KFRHDC#S%IB34S>&NC,&E1:BTB)46HQ* M2[!H8ZJ98D3,O$'F>*^Q@5CPM?#35,X7]-&GBQR]]9]!&F2.FNE#*I^]NV8 MU1GE>^6 \2@.91-
FWCASPU0W&(F3?0G.XU M^@X47\WR 0UUM75/%W&FK7]ZR%8#/09$KNVJ8:>+ N]0RC%429AYX\Q1:1M# MW2V2#2@M1:1$]+4:E)5BTL:<,I2!FWC1SG*=L&*.MGM3RU?
#25:ZM;DX#1(ZE M+G\1H KT=0WHE:7M!@549Y2Y:OEZNO=N02'JQ_ZUD8;,JW79;O;4[LIN?DWY MV+^0H9R_HN??%#@?TO,(.A_3\V3S0LK0[.;]F$]L 9B5#?R/U!+ P04 M"
!SADY:O^-B(10# # &0 'AL+W=O*PFUEKKY,*V5;"&B*JV2"#&MF:60$=4XE"M.);1)HF(DB;CN=CFM'E,66-\Z>S:0W%JGF+(:9)"J-(BK?+H&+ M[<3]6N\/[MEJK\$' (M'&@>-G
%#@W1O@:+X6G588TPMW[=_>? M6>Z8RX(JF K^FX5Z/%&%@EA25.N[\7V%O3Y#(Q?(+C*?LDV7SOH621(E191 M(<8WB>BB<7^EKP6%'T.U_(G *@7.HH%
<(>H<*^H6@GY')4\DX^%13;RS%EDBS M&MW,308S4V/Z+#;;/M<29QG]M#=/%PI>4H@UN=K@KR*G/FC*N#HCW\C#W">G M)V?DA+"8W#+.<:O4V-88V,CMH
ARF0=Q/@ER)S9MX@Q;Q.DX_0KY]!"Y^ZG< M/T#*>&57)::15(G-*9$[FU_L'9$\WN)A<:XC4GRI.N7._VMF4^(5*;3"VM8 M@=R Y7W]TG4[WZNH-6GF-
V2V1]17$NW5N7LSK'60$D(RUR)X;I$;]I*RD&8G M0SX)<0 M\DAY"E5<;_V/Y=]DF9^;G6=FY5=(->>S"V-Q6\^B6O?BVO6XB$ MI'&81D0LR4,<@E0:QRQ>D2>
<7("L_/I]78^EU*29WY#9'LU!27/PW^IYT"31 M)LW\ALSVB+HE4;?V^[P3&A29T3>ZX)7EZGXHBEY[6-9$3],VQ+$T;#_M0&/W?
^&S'(V]DZ[97KC6RI7+%:$PQ+M.^TAUI[,^\U\H$62=6 + MH;&?RV[7V**#- MP?BFP8(]!:>K*IM_["U!+ P04 " !SADY:1"E[$,,# M "#%0 &0 'AL+W=O=OP MDWL/]YSX.!>/MXQ_%VL
B9ZS-!<39RUE<>.Z8K&&C(AK5D"N[JP8SXA44_[D MBH(#659)6>KZGA>Y&:&Y,QU7UV9\.F:E3@X,YLF66$_[R%E&TG#G;V%S[3 MH[74%]SIN"!/, ?YM9AQ-7,;E"7-
(!>4Y8C#:N+\B6\2'.N$*N(;A:TX&B-- MY9&Q[WKRL)PXGJX(4EA(#4'4UP;N($TUD]KC1PWJ-+^I$X_'>_3]BKPB\T@$ MW+'T'[J4ZXDS=-25]1,Y6>V_0
UH8'&6[!45)]H6\=Z#EJ40K*L3E859#3? M?9/G6HBC!!R^D.#7"ZY"4&=$)R;$-8)8:7,CDJE0T(DF8XYVR*NHQ6:'E1B M5MF*/LWUG,ZZ6$)<_$OOF'7]#:
(Z^K%DI5*P8NU+5]'_)7=3UW.[]\5^H M9P[%-0]*=1!?FA(O^M/3V"ATG&5'AC2D_/3_7:ZX1MU/4:=?T*+_B%NF;] M_OVHPM@#A$S\9U]AQV:L?6&<",*LH")HQPO@&_F?
[^&XZ\/TRZV01++(&U M-_T:38,^]/:*A;V8)OUV.(,*1^]_FRF.1O'8W1SK7FQZ6]\T2?,G\]"IM_,&-(]^L_4#7KPLK/;=MM#:8AXZ M3QR\IM[Z^]]+A;6)EMA":PM[Z(5Q?S-
\@=].>U<\C+P,P3%N.NWT/#WX(4F M&!^Z8-S?!L_92FZ)>KDEL(&4_;][[,J>[>%781$MLH;6U/+3A.'I-NUGMRZVB M);:0VL(>6G/8K?XU"38PUV_G49Y7;=9[9O=HP,O?3SYB?
GF@N4PDK! M>]>Q*H7O3OQV$\F*Z@SLD4G)LFJX!K($K@/4_15COT?U!+ P04 M " !SADY:CZ#7]'P% /*0 &0 'AL+W=O=O=:>(O,(0%9E*PW>QL=C*EW;W[[6"!7AK
M6ZXL0OOO5S+&QF"$G9Z[: .RWN?C.S1EK*OZ9H0CKY'89R..VO.DZ&F MI8LUB7!Z0O,2BR-+RB+,Q5>VTM*$$>QGHBC43%VWM0@'<6V61$-SP. M8O+(4+J)(LQ^?"
AW8X[1F??\"E8K;ELT":C!*_(G/ OR2,3W]2"X@<1B=. MQHB1Y;AS9PP]LRL%68^_ K)-#SXC>2K/E'Z57^[!<4>7(R(A67")P.+/"YF2 M,)0D.8YO.:13Q)3"P\]
[NIN=O#B99YR2*0W_#GR^G<&'>23)=Z$_!/=?B3Y M"?4D;T'#-/L?;?.^>@/<7?!|3<2 PK#,",Q>8QX+>&8&5 M"ZQC0?>,H)L+NDT%O5S0:SHD.Q?832/T9X,F)TBYCL+6CR
M0^9OIA:.!+&4TW*8[]=*1Q,0Y)QY9S.DNIGDFIH4>.,S7*7)BG_@U M>E>MOU7H-7'!-+11+,?1*FIA(X)\D-LO3WR-3-;LUX9FKY[YM8*7>:1[?]LO%S M@_=>';V22ZN84%;&LRY-J*
<_Q!%TSTF4_E,W1W:8;CU&WH&':8(79-P1MJB4 ML!?2F?SZBV'KO]49! ES(&$N),P#@E6,[1;&=E7TPM@Z+Y7*MEY"PAQ(F+N#
MJ3*8_(U_F9AVOR>NFI=#DR[UJF2_5V2_URC[Z&[Q;1.PVMOF5(EH:P;DS(&$ MN3N8?9!@_<@"H' 5I^S";N94_=1@@,F'MMXG5?VR2PY.HG9:8[KNZ\?]7(N
MO_BD8G(Y=MXS!T=Q6\MOF'A+F-AJ_]Q2R MDOW;(ONWRNS_21E?HJN(L!'!T=,#B9X)]UIGKJA E8-*PL/AG+YV_3!6TUI;1EH MY0&4YN:T2T_^4$&KMI5E!4-=5[BP3KB@/K-
04*M:FPQ:D@"EN3E->5T"!;P: M7%8NC&:EBU]?+]IE9VIZZ^2#5B(N#]^#"EA-?EF,-35B/N8#Q9C^=H'A\K% M@AK4^I*!I#F@->!4YD'1]@:751:C#[1B "V>@-
(<4)H+2O.@:%5_RU*+\?I: MBUK:VE+@PHS37]RC)Z_[@L Q6TZE59F#'4E9EF2P;0J@PHS0&EN3E-^>OX M?Y1;S++<8B]7^TV7#&I*6\M :0XHS5"W;RXU$:?U^0-+]] Q"E:
[>^A"6$ZS4O]>=.98!%]AA*:!W)6&KO2;00]%@IAUCOW*(;.[/_3& MWS IY&LB_C%"LKZQ&/1U)+<'R?$$U$\1D;N$T]PD/%O\%'ME;NKRI!ULI8H(M6V6[Y%*TH)N8[]
[6%ZW%3KP/V?ZSH_;L72,FG;7&'IU[?>F-71-J_9(5QS) M=]!JY9!V6P4?,%L%=8I"LA3#TV_Z8E:QW>Z[W1=.DVSSUS/EG$;9QS7^I M@SB^3)3OQ\@ Q1]G7]02P,$% @
&ULM5E=;Z,X%/TK%CM:S4B3@OE@@OE,NDFD MMF@TE:KJIG9?5CM@P@.@@9PUG::=K4_?A$@VA$-S?=K=*@T?Q$.ND5H&A2%ET'*%BGH%V^^%0]8I%G-I
(2YVZ=)D:XI17(*RU+0M MRS>Z33,=GP-,GQ(P5LDV6(OM[BE&G|C3>#CPERQ4O#IC3\1HM M\0SS'^M"*O;,FB5.,IRSA.2 XL7$N('7H6T7@#+BCP1OV=XV*$]9$_*SV+F/
M)X959(13*&" HF_9WR'T[1@$GG\4Y$:]9@%<'_[C?U+6;PH9HX8OB/IGTG, M5Q-C:(8+] FY4]D^Q57!7D%7T125OZ";15K&2#:$ZR"BPRR))\]X]>*B'V M -] + K@'TLP*D SK$
MP*XI3*[4DH=0L31=$S)%M B6K-5&Z68)5]4G^3% M=9]Q*LF>L]G]SE'^3*9IQC<,(8Y^PQ^%W?;,S$'I9OQ&&R %^2/.%X\I$<U- MH1CT$.!CB#E*4O9)P'[,0O#QPR?P
20Y^+XB&X;RF(U-+G(M1C2C*J_;75[V M@;QF>'T%'.LSL"W;E<#OU/ 01P(.2]@C@8?^P^TVW!0"URK;M<1%9[AF:Q3AB2&F/L/T&1O37W^!OO6;3#B=9*$F MLI:H3BVJHV*?
WA'&96KM4%Z)*MK>)Q1:7C :F_[,LBBW&'0C@K[4:/ M^N^@ M5MYNG;>KS/LFBC;9)D578RG+$8T"UG>7F]LQP_\3MK](,_R.M.H4U$D6:B)K"1G40@:7[&N!3E%U
MDH6:R%JB#FM1AV?UM6%O)@1#:?FU#%!H7+\,ZL;U=6-M'6-D:2OP9'5*5D2 MY4*K$Q4]LS]S9F@+LLZITU6]/WUO?;M[C651#E!Z*J.SBWPCT?"945?L?1
M*BU#Q"K>5Y*UNHBZVM;&,@ MH=I![OI"3&YA6GZB+K2UPXQ3A\|*)+@R8C6"FKDRW4Q=96MG&I\!V;>N32H&:Q M%4N(D-:J74)>VLW]M96V]L']*)AH]L'.?
D]ETZV4!=;6^#&7=OPHB\0M;IK MK6RA+K:VLGMO9I4>\]B)_@Z+P@.JD2>KI=4QFWL?#HK// ^(+I.<@10O!+UU M%0A'0'=?
3G8[G*S+;PESPL7L+C=7&,68%@*B_((0_K93?)ZHOU]-_P=02P,$ M% @ &ULK99K;YLP%(;_BL6]][97:0KBG2Y"ZLF]5=[F:=OOLA)-@%7?!FFZ3; MKY\A"5 2!?2U2[#->8_/\YI89[2FF]D\G'
*]I$G&QUHLQ/)*U_DLAA3S2[J$ M3+Z94Y9B(:=LH?.E OP5HC313<-P]1233 MQ@=H]"T8T%PG)X)XAGJR"6:D$/1DN\@ F[I^4]DS.]SA*1%#)..(88S,?:]>]*KX M(N '@3?&B-
%,]T64WNHK%F[((@@9E0&;!\K. &DD0EDF7\]G]]99*N#W> M9+\MV"7+%'.XH"R;=$ZD1PEPF<+<@T 73-.0A^CK]C^T"3>0'%N5R MF<[1+8YAQG$1_J0H*HSHZ^G7##Y-^JR
MLRS [BY W2Q7?[EG,-;DU<&!K4 +WK\N.:'+G/?.EGX1LEVC+=JXZV^[(Z M>M I W4[1L#.NIPK,SA%!G6%K@+:=4;Z;MN0=HR\=,W=H+"WE"-![1K4/@3] M=,&5*G>K\['O-
@J_Z0]R[09=[_Y'TCDUG7.(SNVB<]J%&WZ3KATT'#:/KG?] M(^'<&LX]!.=UP;EM,E=--KL'7$V'Z#K7?W(HE[FLTQ9.9WL7TRJDTR57:/KXO:-4)!;"'29"3W[E"D)''V^Z
V\WNS_>|6^4;(=(X:U$<-^(ZC 29<' MP]:=;;F>V["A'>083L.KL!WD>M;_H+)L?:M#4NWL5\P6).,H@;F4&9>>U+.R M12PG@BZ+IFE*A6S!BF$LNVI@*D"^GU.[-A/5A]5]>O 74$L#!!0
('.& M3E]%I.7,-P, "8+ 9 >&PO=V]R:W-H965T\ '2!U1-,F;6I5]OALD@M8<^+.-]7]][L.(;;0:S] M%XB=^\7K&Y@&^M!DH>"EFCAKK:LKUU79Z&@JJ]+D4%);Y9"EE0C4.Y
M8UJ>!NX'F)6U6.M-Q@(72V47!60*F$&Y:?&S$Y]J[_2D)#^]?'0@]N&?'\&6@)#^MA]/O3O0/'Z/;ECP_]TF.R%A!#X9G.A'D,L^]A*H*^'*@)^E&<%_+D*+#D(H(E_13+ 1P%5'.Ht^P=^*(O^;-[I.GN_1/+A
M8UJ>!NX'F)6U6.M-Q@(72V47)60*F$&Y:?&S$:^3,!F.:OH\!JW*(*]EQI+ 0;2(Z^2IB:E97/EV4M&$1B+]
'TGMI^A\I..>)G@JOXEVP,K23;*VAHP*E#&#A1=(00-(3B7$#:$\%Q"U!"B.C,[*W4>2]KI=@"S%EDB#QFCFH4YFS4;[
MK#1EGVN);QGR]/0ZR^0&4K>T+PE%X25Y/M;;!2RU-C5*-DL[&:-O(\[>*<$1 M>7.H+DGHO2.!%T06^NPT/84,Z7Y-#RWTJ'QZ\)3N8I[;9 =MLH,Z7GC,S3ZM M-
Y:T7A]Z_5"8G'PY:\W7*1?3G3,:Y413.8.-@2%,A[<*.O7,P1]\&6RI&_MEKYOL"=1#MATXP>BMWZ135LZ2,EBWWBY*7$@ MM
]*AGZ+>6(A:BU$)RW@I"'"O:3UE)SE2=,'N_]DKWJ4*9=#I O=[>RW4*+JKZG+(3&6T_JN,:++$@#P/=+ M(?1^8*X^[=5X^A=02P,$% @ &ULO9K;;MLX$(9?
A7"+H@626I1UL',PD%]6 ME$5:!'&S>U'T@K896UM)=$DZ:?;IEY)5VY(9KHP=Y";68?YO*,U('$YT\<3X M#[&D5*)69]+R\Y2RM59MRMF2YH1|9&M:*L/#">$:EV^:
(K5IR2>2G*TJYM M65XW(TG>&5Z4QVJY(*M99K0HP)$CL!NV2OE,6!O!B M119T0N7]ZI:KO>Z+5\L\O.%3/+L5\(2HL_$_HD]K91<2E3QGX4 M1G?
SRXY5C(BF8"8+!%&_CW1$T[0@J7"]K*"=K<J"N+_]FQZ6%K\N9DH$'T MKV0NEY=?=@*Z0-9I_*,/<6TNB"WX,U8*L]_Z&ECZSL=-%L+R)>*K$:0)?GF ME_RJ;L2>
+\DL"N!W5,0JP2]M@*G$CAM!6XE<-L*O$K&M17XE3 +U_^P&]14F.OB[96I!\ M+BZZ4@VG@'9GE>M/&]?V"ZXG=-/41]:P39%NVHY&/S*ST1AZ8Y7^L M4Z-\W-
Z[K9&'|>58(X_:RRV-/&XCMW3RKLJ]?;1+9VR2R2UX/*HF^W2@^"NI8T M$]]UB;ZX-?H'F\]:N^>#:EO-YXX(LT+3P4C)\#&(\(+N):UMA#<6!2!+Y!M#?M$!M(=6.V.DS$9!B*$
]\R25(UF4VE+L\V6K/]K\J\M\[?:+[@ /NXGD,.*=+2*X$4MW2HPCN/8S#ATZ6*]=1=AI N(TA8#2KA=S9AMPQAOR&"G&FYD[.2[1BOA8W. 2JQ>%X\Q]F[R*78;L6]A$QB'ND
MQ4PDBYGHI4?>/;B_ZI&WO$;8-5;N -N-P!O'|O0>\;03VB>?,(Y&+'^DZG&?]]*CK#B^?Z;9E)MC6$D'EMC0,("2-@8 M$A9"PB)(6 P$]V6?O\T^_W7+7Q\R-2%A 21L# D+
(6$1)"P&@M52L[]-S;[Q MQ;C_1LR9I"=HP9G0+M;[AU/>P+*LQL2HL[*;5H%Q4,>FR:'+ONNX#9-I<=(8]4; M-,NHP#BX8_-X]V>@>+HL'!TNG4P3VG44A%D$.+@*6"U$&-
KU*S-K/PG1'. MGY-\@I1Y1N];:9RQU5SLZLQ<>}#B@@@3F(1T(6HU3@N8)MAW/;AIYH4%Jw4X+_Y5A^#:@U!:1$H+8:B MU3-
IUT[%QI;8]UES08LKTX[4%H+0Q*"T$I46@M!B*5L_179L7F_N\7]1Z M1] 5>29]=:/-N<->*G;L9KVC,VK6L>:1')TA.I?-,A,4901*BZ%H]<#O^KS8
MW.@=SUC.LF2&KO,_U_P9!8D@0E*^F2G?OWO3MVWK?P=W)2;^/R#>?]$;(.. M0&D!*&T,2@M!:1$H+8:BU3-TUX[&WBM/GZ#=:E!: $H,@]"4%H$2HNA:/4< MW36ML;'QV&+Z]
]6A8[?:TZ?&J-^U_CYI$?"[M>Q]_Q%,9@!?7+/%]B4Z) M%/+"!*%GA%9?1^!C@@XJ,Y"H12F6DP:5!7\>%)(N:QVYBB@-@*D= "DZAAXZ;CX"$CHL&ALAQ-@+L+PIH#-"J4?2:I
AHC1I9C:6I>>V8_%W5UIC8TYGHP8W2.61@M:?>B#]E6KA2!"GJ3CC3'P;"!V?/-!X=?4G81RR MR9O?HL\B^Z_03&3\8AL21)?R.KIXPHS$?$UXX.,P^80N;,)QD!Y=H2\S&UW
M]FFD!WV>#6B<&'Z)$*:(*<>$$6%7I;K3<5/E-"3,AH0Y MD#7$N8!P4H)TRD2IB/II?_M3?;U02#1/2(?{1=14E>'.]*N'>DH)]I4
M,$B8!P0K8=8K*#.LT/#;N/.1%%4CACFLHTT;SIXYS!3.O(+}J-E#-YX6BO*@9R8 M"PGS&@& E/_N%GWVEG_;VTD6U:+IA+82.[B5*ZY)>E7/G NPF@&[5"U<]:HW
M),P#@E6IDC!Y"A1#@%0%X.T4W4V?G1F:!#AP?I7".#I#G1KK@4JCKKR@KU&JI*RE(:PGPZ!_@@AH9[K\)TA=;=V&\%)K2W)&T%G&7ZZ9DHJ 9I@K5F=;
M)PWQ4[4SP9I&:\^=JK5J&FGDQKFG*^C)&$:R5IMQDAXQDQ-|5&E1MXNE%1HT.G9A+ LF[8:%)K0G"-R@*X7ITMS]QHAK"=^PSG+\DDNE)K]KK9:KJO-?"P3G9*+KB@QI[GQHR0B
R;HWI5<=U2[5IVX]A?99Y7]UGUC=W(VV=FN61K]MO MI:@9Z(#.SZTIK\]SXN[BXX>!91DWSKW] M(__FT_*BD\I6N/<>WW@=(<4)H+2O.@..6<.C3IS%_=I3-!VWZ@-!N4YH#2
M7%":!T4KI[FA^6>>T?U3:QMGR,^-OVY5?[!FG%,SS@5=A0=%*_MUZ/V99S;__MU/K&GO7]5HDU QW0^;F@-_^*5O;VT 0_ICI_RU\W0E>2; M 5V/"TKSH&A9!NA'VQ;:3H;A:[^Z9RCT?
[$\VSKSB-D] MB!,4D]6O&J\\-> VQ;#=*=L+I1FZ&F%/;:20/UP0O"$L#Q/=+2OGK23I L2=H M\A]02P,$% @ &ULX5AM;^(X$/XK5F5F[M'MMF_<(4)]%>KM+VKRN[=AU_MF&0
;Y.8M0UL_W93IH%8J)V%3Y XLSS>.;QQ)YA?*#L*]\"/2)R$L^L39" M;&]LFZ<;*#"_JELHY9.59046\I:M;;YE@#,*G+;E8CSVPZ9CN M1$Y*>&
(]XH"L^<9Y/0PL5SK9>"1K#="#=C3\1:O80'BR_;!R3N[8:Z8 M!!_?.E*KF5,!CZ]?V/_0PCAD](*:L)9NZT.IKM-2+E"I1%H+)IT3BQ/03 M+==7GX$5*(;E^(C^DKEYA>:TW_,39)F#*D?
O8Q"8Y/R?+B DE#6MGFZAV() M[$F:?%G$Z[V]#^@=(B7ZO^P7+Z!9 1K[EHEH&5]7Q3+M5+=+C@^4Y M)CB2.PY*=+SHU[7\T4;T45'==&]][&_LDB_LD2Z+6TKF:"J@S<=:"H/>A4 M.P9&EA502@G>$ER(IY-
(G>RO%7D/LGB/LF2@>%=<\[/A!9@'CY.OK?*W2=2=9W"+9OUM)CR2+.PY*=+J]0\T4:T45'==&]][&_LDB_LD2Z+6TKF:"J@S<=:"H/>A4 M.P9&EA502@G>$ER(IY-
Z8,Y/,5I>+E1DW0_$&ULM59;;]HP%/XK5E9-9-22*ZSM%(%%@K%(P/O_\GC.4]*FRZ1:2RB M8E6F!5]\@9FJ;,(C`SbG!T8#VZ]@B&F_B*7Ii)B*/*Y^;7PV"E@MEBFc[Mr"M%J<\M
&J+&0<&U"6VIJCM.P,$V]%;7,VY&&;Y3(E%(8Z.!K1T OP3X^WH(2D"P+Z!9 1K[EHEH&5]7Q3+M5+=+C@^4Y M)CB2.PY*=+SHU[7\T4;T45'==&]][&_LDB_LD2Z+6TKF:"J@S<=:"H/>A4 M.P9&EA502@G>$ER(IY-
:ZC,Z!2S).P9RCXR'F0&4"DD0X%?2HN <2$[TZ0R.@A/%-E/=9&/@S\KD M:=1#OTP M5>Y5 ;OE :Z]6L9[-F\Y_P4B@[](%MSK7IL%JO.MF\@+=(YT2<# M?K=Y@TW X[G[@ML3@S$-V>'X8
'^\.IFEKZ53/YAL_;WTZU91HAL)F7C>DL]UX3_8[E]_A"_%#$?0 ML=175@"?@Q5^_N2VG*_:E#TD6>^09/U#D@T.1+;6$4'5$4$=>_B=DRFA.$4W M0N1*?
B(BEE.Y3=J["R"UZ5=^\]!N*V%/5_5;"^K7FU0'Q7D8&2# Y&MB=&L MQ&C6BI%3G#*'U(OZ%6%V*ZD6,;?H!KHFU:0$5=$UP_+Y3;=/*/X6#?] M;QKY%\X[_0=>;1E[@!\V]41??
GLE6LS SXU XY IB3%#5]=5C/4E1D=[#?S8@*[MPUSUN4 I3!34:7Q1OGDQU!0;R6;F$AXSJ:YTLTS4' A<&ZCG$\;D&ULK59M;],P$/XK5D-(1&U)DS0MHXVT-2 F;3!1-CZ[R;6Q
M<.Q@.^WX]]A.FO4EC0#M2VLJ[SR^WP^WV^WV3Q4^9 RCT5% FITZN5'GINC+- MH<#R@#?!]BI6KBP%%X,,B"""NKZGA>Y!2;,B2=V[5[SUXI2AC<"R2K MHL#B50IODZ V>[
(VL\9?]D8]>+"$&S:<_2**8]RJ3-V4 9+7%'UC6\'O0O/T/\EG$K[BS:-K>>@ MM)**%9UU8 05O_CIT:"8#FZ0;X#<_!$0G $$#" X!X0E^J"JTP=BM4A
MP0K'$\$W2!AKS68&5DR+UN$39HY]KH3^2C1.Q;>%V2-S>F6X(7A('Q"L1"=;!'K$M +T-@&%"97O\AAGJ"W MKJ^AUX@PJ#WGE<0LDQ-7;7?-IF[:N"9=N^?<.T]NN-
,Y1)]9!ED'?A9/W[@ M]Q"X6J=6+^'\KUK7?RSB'\]@(%WAGR/3_L]\A?3Q[RU=XA7RVD]$OJB=AUEO578O96I79>RQ"E,'5V<)(@U./&; M5X[(^(^]
EXTN2)2]$MB=QV$H<]K"UYABED*78#5P:(&F-]_CP?N)N]Z5X=C$ M'P[W;9(.FO$H>+;:RO-".>^I%K7I1KWJS'+.5U6YI M[L[:W)TN5:*C0,X'X4$*=-
A$PW!\$&T7TS@<>}U9,&KC&/UO\HZ.LNX@+V?" M%H?JG1R;[*9W)*]I[(5%'6*.Y 9Y HY153=;UN5]LFY,]^O0?K,]VE=C+1'HNX6ZHGBI7?1_%USIU]@.<]U@@3 &^ON2[6=F W;
MEBW^U!+ P04 " !SADY:[H>!.O\# #T$@ &0 'AL+W=O!3.C L8L^9O&?Z'84'R1'YAVS^A M"BC4>G.6B.(_VE:VGH/FN9 LK9P504]SI/K!*QX^!WCCC@R@&_UB&H'((B
MT)"L"&M"}!D-.-LBKJV5FKXH1]ERH_.1[S; -U M]3B=H*MWU^@=HAGZ:!\5R0.)8#%IRIV#6!.Z\X[TI.?1S"NL;%%'B'B_(>SACL%%] M;'>?

P%RY^X5[T'9W5<;JM.$Z;:C0"XZEK0BN^FV$JQCEE, MOZFW8DWE,'34]RB ;\ 9_?]+'WF_FR*]D%@K[J"..["ICW9^Z151\NA#+E>, MTW\@-L5=BD6%F"XHFU'74W\#=
[,;T"FK%FFG)NV<1WHO1*Y6ZO%#GW,H+]@ MV=)$W3G@"8-^N$]ML J/4HFDF+$D(%]]Q[6Z5U9!W9I,S-V#7]KO!ITNCKI[V";# MJ-?I]7IF\EY-
WK.23X%3_;X=+;0F;JODN37G0F*MZ/MU]/U+UMK^)>.^D%@K M;M]K>K-WR6I;];6>Q_"PW)XT;]/N3!+^_U5Q*^5=I-JFTF;N&GBOK57GEMM M*
[701FDS:5,V+=>W]]PW5MI*U4IK,VG3-FW7M_?=-U=9_["A'O#:3-]\392:NT,-(WC 2^?28XM\(> M=OC05&%/F;5IFS' M\!_Z7"]EXUU)K,+.1-"_>MG?+L2MM_U6!K,CL^V>*F M[V]
[WWUCQ:U43PVW)K/CTRUN^B^V]]\W5UY\V%]/#+A&2^.$Z^X<2>CSH$^$ M+VDF4 (+Y>K==%7XO#QB*1>2K8M3BAF3D]7%Y0I(#%P;]/T%8_)EH0\^ZH.N MT;]02P,$% @
&ULK9==CZ,V%(;_BD5752M-)N/P#2)E&2V[5ZL-MJHW6L' MG 0-8&H]RGJ06M\X/OV6XOU -G-JGPCJR)^*M,.=ESVBAI5I"29[0$
MC&RGUAP^+V&@'+3%WQDY\:LV4*EL*'U5G2_IU'(5$#9A] 28LI;15$-KH[UE-EFIIG$MF'R;23\Q6PN:O(X64H@4+&DA5P?' M6M\16.\Q(Z.-?K7"
[W+N!)@SALL=4>TG*U2ED]@KJ8B$^_@EQP8N+W+K@X0Z@!]@SO.W(ESO$Z@;S'V@CB.6[,;M*!%"QY#
M^Z&W%9*.YD?"Y#8)/K\1EF2<@!7+$M+'7$<.#,RU171E@6P7]1.'+7%H)#YS MF=0,.UJ-(+S6JL;KFKG];..6;?P0FT'/83G";&@'4=WR&.#YC?(48L<&9%E
MR=F23(("RB1CE3'S0HUZI/6C(+]?^CZ[" W QBUL_ '8#RS=N*.U9P?P+H6N M4>#:WL '!]U+77.-27P["""YPF6;ESB1T$^7F@P]#Z*,[RAX[#\;A-X!Y57[A MXY@?D+@)?
ZOO.+RG[UKYH8VB 7ITH4>/?(EXDQLWBB;*M7C(0\CS[C%[[.(P M@@-[&;R42V@L/+>< 'U'9Z^@WML/[C;[*K3]H95*6O7-<>7ZWBQZKFP5?PSM7)^*"L]V^*"0T$,I MZL-
O^[2]C,SU$=RYF-&ULM5?;;MLX$/T50EL47:"6 M1,]2I=0V8#O-[CZT"&)L\LQ(8UN()+HD;;=_OR2E*+9NR"+-B\7+G)DSA^20 MGIX8?Q([(E^YEDA9M9.ROV5XXAX!SD5-
MM#H68VC.=4JBI?.F+/@28&E&<. M<=W R6E:6/.I&;OE\RD[R"PMX)8C<L"93_=T M"VN0_^YON>HYM9/RJG5AU3 _;SJYO3/(JF4*#D"ROP(1!GA;EE_ZLA#@#*#_= M %(!2!,0]
"\"F"42Q4^CI1(B02N6]]TA]-%WA+ZSX@A"]HD[]>%IK)O&'JUWE(-"[T&]?R% M/EV#I&DF_E2P#\A!PLQ/':D8ZCA.7+%9EFQ(#YL(?6.%W GTM4@@Z<"OAO&8
M##APE#2U/N19GR49]+B&O8T\]S,B+AEW$1]&7T.LX-C O0$Z7KU%0&ZI1TK4(99-P=1%>.*]&G,X MUF,\Y%WK,>H39'&B/.GXXQV$41F]!CN>)M09U7,)BH7H=AY9I=!2\@6Q
MMR@:M3:@9Y/FZ6L;^?:D1U/LOEQW[B!Y=?=O(.T1ML*>*^8V6'68C#!)VSV: MXK-[&+^.V%N$K6+X0PG@]NEW;2_HX4]>^)-WJ,25TXM2['LXBJ]L.^PN2_8E M[9?[%
]>3^]S,O'^3?*MVDA4 8;!77MB=HPO'SOEAW)]N;)^,BD>H":YD[]1P"N M#=3\AC'YW-$!ZG\=|_| 4$L#!!0 (`,&3EK&PO=V]R:W-H965T0DL08P:YMD^N_7!DH3X]
(HFIO$AO,>G^M?Z(M>TQF]9TQ(>.1)U41#^_ER=I@[V'FY)5N=U)?<--91;;P!/)] M]NYXNB+(M825U"[+^]K" /->95!W_=4F=?DPM/&Z_9/^S@5EGO'UKD
MBW%Y!BLEQXT\L,BS\^7^J=Q5YO8.^[W#?I,O>"-?:Z!Y]N9KUY^7 K)U4*P M.=:.$=K'T"^'>U&1%^_X=C[P^;?KTR6_;)D)]X&O;?!6/94 M/R#HBH-^P:V!?]N<:S-
$30;]%MRG83R=N?MC0X8Q&'O^:5 V6LJ%H&$/&KX' M&MG@6E5\4GABTMF"8FS0C8Y_(5W4TT7OT<4VNFA8>! ;T(*P!?F&!=GH^!?2
MQ3U=_!Y=8J.+AX5[86S0G1.4C8Y_(5W2TR7OT4UL=(FM<..A6YP3E(V.?R'= MI*>;C-)]8Y+D*&_>V!5Y5AL>:?V@308@D98+IC&D6&!)2H,3:.R\1HO]>!H#XC/F/=5S;EVHF)<
M;\FMS'@XHQ/?7-6VJ'@Z8,:#C^YM%(1]U"G+ZVX+CVXXT@=6;F_5@UMT4YAW M^RP*]EGT!U4$. Q-(DM4XGLFT3!*;2.F!I%(M%G71ZLOA&]I*52Y&R7S[A*E
MY^UH>U(5C7[]R63ZC30-'?JA-=&PO=V]R:W-H965T)*]_MHLA6C)MR(OFXO)LFU7Y]-I,U^* M(FW>52M1RE_N]H(6_FU?!@@VJU]DBSZHR*?,LMQID6;EY'+6;_M<7\ZJ=9MG MI?A-
]QD#\NVVS"]G*W2!W$KVB^KS[7\-MU1%EDA MRB:K2E*+^XO)>WJ>,+\+Z!5_9.*IV?M,ND.YJZJOW9>/BXN)U8U(Y&+>=HA4 M_O=R0YCG^VT,ENGUW@_N=G>MP?
O#R8N[01UU7^9]9HEQ<3?T(6XCY= MY^U-*1!;_(Z7CS^F_Z?\G35FM-R'S=M%6Q@#98C*>)R\W_Z;3L1>P&2 P>P M;0!3 P# 7P;P;^-.[(T-L(_=@[,-<-0]T"
NPUPC]V#MPWP^I.UF=W^U(1I MFU[.ZN]]U)U:TKH/_?GMH^49RZ+__K'<&$ FTEMR]WVG>!V*-LWRYHTD?+D-R>M7;\@KDI7D M]V6U;M)RT'66\(L9@,#NCX^G$/$\6-
[CWYL[[$Y/!1S M&4X/AB?'AS/#]>"[U.<]CQ_@W8A'4:X%E)6;0!L.[.X.Y\T]G8N+B;S\-Z)^ M%)/+GW^BKO4+=$8Q82$F+,*$Q9BP! DVR@M[EQ>VB6[*BTV@TP=V-_E'>85P
M+79HHIUE>OX;C!6);]*L\ ;5*)%<4G'75OP%]C#/;6L$2 +\$U&-1CW&**PP 9]WSNPQ;S M=K/G@2WVFZQ(6T6(P6N6MY^W3]#>?P0"1ZWB*ZP 1]9EZ_P]5@?+H%P,]YCAST&
M:KY.R2E;DO>%]+-Y2OZ(]H[4?\-SIX1=*K=4&DA*BU"I<6HM 2+-DX7-]0+ M>VEAOHW$R@],6HA*BU!I,2HMP:*-\V/HVU!C^6_,#ZY?P7S.U,NOKJ*RSO#5 M"S @Z[;89DS+'4$B
"=;:E%BX%[H.M,A]8']7$+>6KLI9QL.$Q;B$]+4&DQ*BW!HHVS9NC^4&.[X 59$^CE MO.6H'M1%=N"H#M1%U+'4'AJDLJFCN@]0!9:G>@]2!8>ZT6SHB3!S3^1CV8JZ
M[*A^\/H2\MYAMKN0:6%]+0(E1:C MTA(LVC@_AG8/;[8+C/G!M"M8X&E_Q !4=A H17\(J)CC]W_"BP 9I4SMX;:0 MS VX6EI 0V/!@;]AL*$#PLQ+5XZMSQCJ0A946HA*BU!I,2HMP:*-
DV7H_##S M>I:CD\4&,M_7S*:K?"]0O::+'*]M;8%VR!RUBH=4/E77M@"],\KW2OWQY V= M$&9>WF*]T!CJFA946HA*BU!I,2HMP:*-$V3H\3#STA9C@NCK02BU?-51NLJU
MU=4L@,BQ5-]%@"K0#06,RM(6BP&],K< STQ-K0\F'DQR\D5&$-=XH)*'U%I M$2HM1]4E6+1QU@S='F9>Z7)ZUFQX^XL=;5L!S34U1X;=1%GVD.C+K+5.V<,
MB%S;56VGBP)/;99-]];[%Z)^Z%_E;,B\6I?M9IWK;NON=9'W_4L2RO8K>GY- M@>TA/8^@[3$]3S8OB0R[W;RS\BFM'[*R(;FXET.PWGGR".K-;R";+VVUZMI"
MN*O:MBKZCTN1+D3="<3O]U75/G_I=K![&>?R/U!+ P04 " !SADY:=#IO M45(#_#]% #0 'AL+W-T>6QE_+???= M^9*X] N]%.QNQICV%]F0Q8#,M,[?
^WXOF;&4%A=9SJ1!DDRE5)NIFOI%KAB- M"W!*A=]IM4([5R285_TYM4%]XDFTL](-W:Y-G3IWA VN$E\2S=*(O9@#R< MO?
T^S_3U&\^>3]Z=G+0>SJ^W[6)7A]J.IL3Q'G;LOAW'A:-[]HV$_R633 M30&Q!L-+4^8]4C$@(RKX6"P2FC*Q=*:.V"89")3GC9M; *UP5+\M'#;S]## M*YZ4RTR5L6T$^W=
<7;X%K&8@D M1"^P0:QCVLEZZ$15 TMC9T_SJ;Y5ZGO7P1KY?S MQTQ_G)MT9#F'[F2WBB5\4M=,BP35WCE#SOZWSE$FFJ%@?;7K_ MD*O\8L75^_(U-)>/E6W%3I%!]
U5GN$0Q<9'H/(HUCNWC&(C(Y 9/?5GIK/ M>_(=9B']>TMMW:V&S55@\VM0/R%3;'H@GJC>=<:"ZKV8S',9-/]ER&7M,Q M^4=N@]]<'[.$SH6^K\$!:<9?6,SG:51?
=0N%]*YJQ]\AO798]ZA-+"YCMF#Q M]D]]JZ;@<>F9@HE8'.&PC-^7A1C ?B[D1P+ XF +,QWIA(;O[%O371V"98IW(I8I7FM
W"4#CRARKS86!SRP5CNT3!$]A/"Q[T^V%T2!%'D1@!S*P@"#(&[$4

8-D%I_"]!&/M'9!7#S;%D ,Z.A;M4:=YA.Q-PJM==$C M&[.U#3]}BD?Z/XK(IRBA8+S%19G'<[+-IW^8I8O^+SHM7;O?!LDRBGM Z7@9 M)#,4:DU:';$Y^7\6
E8U/F)Q8GE#BS=@P6+O_HP>\"I.4QH.DBT1ESVL<70" MK)YG*@]0& ""]KM0D]W-FPO"T#Z5[AU]+:458@8%)E DI"43=6-+>JX M[A/XPD]'CU]XJL?
N/XI%)9)HOW4CU$4_@.PWH(VW%H[,(B];S\9[G*WR:/,8 MSZ-$=Q4A!#?-?FI_;3EM+UQ^W9%_CWOPK MF 6(695+) OFF?!^%K P&F-U_HA"9?
#5,@%QC('7VC%F_ZW]H8'>Q5ZDY!2] MI29BI"OY/0:>3ZV'$LBNV]N6$SE^PAK:OU,7#-+>A\SNYTL*-4K:M5=XC_I8 M7CRU][13GW].!DZDX)7!]BD]R>+(5LWZZOON-HV*;
MX\5U>HMI=BPR6<=1$1<_Q.7CQS1[*'#^%!%Q+M+-UOFEV @"A@I2=C\4;1L< M9OLV&K9Z6[YQ9C5$M/4X0]%:3?X%$.-9M?4$5^GY>"#=??1)EO?00%NAPJZ76_DE7/1?
V7DT_^)*;+C?8VL_E;>1> %$7 M+Y>?84T_CID]H"722-?K@@~HK/Z CP\^X!>K)L;JGUS0 AS MGRA+4#72>K#^[NQ()GPXOZE?K7[*<
#FGRQPD267C!8ZS=I>VO'>!FA MI;Q&L?,'96F,IT ?1^).Y3=7XFJN(7;HP+R2&)B M!!;JJ%>@8I/'68[*C+DS^0.T*$FR3[WC_A1,F5CA4ILFF"7SQ3!_VB7_9)\I
M\P063/>3@,,N:>NJI^A5CM'JN1A_^ M'T<%7M"'1V1;Q5\]PYCF9+\PC_=HF-]&.70[2UV]7[*%M<;TM:3$Y6G7O:KM^ MP+EC(^5>OC!/0IR/ WI]V[8[JA)/!;\
J,0:\#]D7-,]+4+G&QOB,Z$@H0TJ@ M=C+1$\6N&S9YS/XP+?Y'$+>U>E99JG4(3[^+?9 M]&+Q^?AH(&Z-YN** *HI($8B\)-GO_@=Z6-6JFBD&W)_ZX%]A,I50AN%_P+A:"H:
M4,QJH)B5./3&=Y);_4/Y#@'INV:^[_6]YIHB#_OK&K+.5R\I0^;5CI=-UE)B(' M"[;W,3KHFB%+WSSA@;/;'-&5&4O&8N7ZSRQ0*N33]E4*4$>(O@:G?"MF1'F M_@6Y$93B?
^TXE(QFF[Q_C"K):?%Z#H]JA>\](5V>1B5N0GNGLK:X'%+07.J! M!V^]-+6[4%3O0AEU1,DC2A]]WW_G\Y*,R0A?C!-CXUKS+\J;X7CP=LNC,>[_ M!?M)R37L2Z(HC6N,YG/4CE$K3?
FFO2N Z#'[BP*A34$TFJ'IE]](CA)KM;0\%)OH M,03,"$T_%1:[%BTY;_4\TO%* O,) ML$,!A9%N22+>:TJO"I3:Z[6/D(!:>VHLJ3BB96KV6Y[_$5*U:)0 E8HD6NEJ
M'71Z*&J3\CM@SM%6&1T6>#XGZ?9G!U$:<9:B>DL\/SS5?:T!>G"K2;Y1VLL M#PBY?ME ?9/[C*&GVE435C8GA+JAF:;:%8[!2I=G:4F.9K=X178$U%UP%:V' MZ51(T)O!A22
@M84]2V1;1QF.!/E39]O8/#,]_]MN3HT[M\D^7,)\7RDYYD MV[3,=R?9P@4>Y/0#P$,JD!PMO:Y'B'5&-$,^)X HA4#WB(8*[4-*/25#$'8' M/5\LB+F*ES$OZ]8,U]#%%D1YC!SD:F
!TL@A1=,(]'LAWBW(*5M;:7W\R$9N M>F1KJ2"T> M@1V09$O9=7Y#T^.DTLA?0VSL$PX(D#U1-%'2;%WJ?M. "J P(5Y$ W]:S:*YKS1Z,PLK_04M,)S>/6:I^@]76Z $Q
MSQ_X/G^PL!:]^F*M#HX9_K]E2 .UGH6#LOENL]Z,YN4-F< L7$RV-,E).CU M$"&2 /4=5M WLZ9)IH_G"$>$-.2NY]>&k)]#3P;Y M6LZ:HKIM*+^V1!?]A?
MP9/;>A+MUE"3'57EG!YKOTPNC^9X,20HZ'N@G@?5'4*-MO:67;JH/$'C0 R]"3G!:YE%RD2]P\]"XSL4PQRYML30@Z-]C%BK1%!M'96 M "KI@T$T0(L]XFR-TP6]5#U/HM4@Y?
OC8!4"D6I"][GVZ#Q3#(%'>)"-#[]=",G4?$X2Q?T/_2=S5.4T"<* ML_*D]M?O MCO(8)PY9S,.W51)* :"H\^R0XBBD59[]J L5>'SV5FDVG]/0F^(6SW',2D)= MX7*T8'68E4^GAHY
T,:FZH+RI@^K&8^R99N6"'VS',USO(A+E&1D*2G"[I-M=+P7R2N?%^O4"K-ZBLZS_#3;/I3+;7+(;23X&?$.\|I*2$"W^$2OXA2=9DD2 MY47@]E!6$.FAUW@:;5_YL-?1O:VB8\@*&
(2PDX=BR+9FBRT!&%$IHC5)/D6[MXA" 81$&JZT+(V#00XI]LU,$K#2A>X)^SXOW=^66A\RG-?YO$;WGCH<RSS M&F(!R*UZLL-O1CNANDC.!$H[&>BW"T?
=V;!^B9YL:8]YD7*":+'T[5#1 M$0]L%EIW;:MZX3(LM$S4V]]>]3D-]FZ8?B*;6YI ,79\]I+R\&RRI M.%"!C;I/E=$HI[W>9,LWVP+"6Y"3AHY6>X<.Y5P,L&J=E;4UF>.=6#L\?-LM
MH100E-A&:G\#%?A<>]@?X&BZ-SO[ ]1YMD\V82P3WV.6+,A,\Z1P(^V;M-D& MV*CKR@;%/E_,CB\N+^XOSN[0f.H4W=U?G_SMK]>7IV>W=[_[MS]]^>[K/Z.S M__IX-;E] 1$[
HBK")3L>@L1-]I0%(9=X+;9IN MW3QP 5TV)DI:FSKS('UI@5(-3S2Q:^<68##D%PBQ1YFD^4LTTRV1-F>YT;4 M=C"XIP;2+NR]$4Z(LW/.-UQ)*::WE=*DQ&]IA*
<:\KE\VUPF5=J:E,_,C48& MG%F8SV7T?*X0EV!1'JK)7*]]Y'B9**A?&IZ^2MEX[4_ZF;IZA[GZZNLO/4& MU_4A5\0BA+M,(->8%H#8?T)PC1;XH6Q^"+^@/;!$7[#@0]*PKT5KOE L-V3JB
M3&S"QG/7*_D%L3PJJ31OA7I;V83F,.7N.DL< K7O];4A$AZK"69>/;QIROT M!B7DPWI##41H;^IX2G):KV"1MTJ51A/ZI2/G)+ M1Z:W>UCYS:M7$!E?M'8[-'=QK.,7KT[Q,I['Y>O
06UFUW :UZ?>EW?S*U-8 M+4'OL5R]XNV0<)P;\N5BLMSP>]8Q7O^*.'@/[Q([8W%,N'_,+92>-+!:01?:+U&V->2A-Z!;R9OZM["K;IW<3Y=#&]\3A@ M%N9]DT0BW;6?
&0MR)FPZ3FI!@IO*@TTX#P$"(=52*:P#U\M,J??BF(&W!.* MB%\Q@=;+AU\Q\GUBAT4M;Q_-ICUFDZ.WZ1^E1(Z@<S<[1)RO2V+,DKIHR,/4.IR MFP*>,O(8@BIK>TX-60*5JN"U/P_#G-
2T^M9(SH<#\KY1M"^ Q_=I6*70Z E M#=+,OL/Y8'1.P.#IU*O#,<#N54,L+2!MR/'I:=^K(CH&A\67R>E)=VH"[&HU M11/ZP+C:=$ZJ*E4&MQ8C:'/
5KC#8>1#L(Q3F%M00!HMTR$[^H;%E\H2C5Z M2_L =E1#E40ES")CX2RF$!H[SP5WD"I#E2R,;NS0^.=I*2L)@$B]3E*B"31 M(6H]<%*(B/8DV<1FYS@P#<0F2,54L" 36K&F- M:
(ZG-V3W-.<= F^9%(KK/4Z4C-@>.&V]-19U3DN*Y/@1IT7\A&EQ[#6F"=>N M<'F]O(^>70/*D'N09Z\F$L)/"6LJ=;]T+AT4,T\AS9DE%O8>T!I/EW4R\3**
M4]PXB_*4V,^BP]H*M7(,5@V&WD-:U#)[(^+!6X;=V^NKLY^'7&O\ V*C;O$3 M3K?.HV4;LB'6SIHYF)">_3FT.=]?^;[>.R,8L!TOB!VJ;#G??W=IA]EP=R0
M=]@%>^^4'Z@\R'9:H[(^_GE_1.?/24%:I/L>]D03S"?ER>E+8Y2LF'7X=BJ/ M"+"""U"1]7"(=K^S#N0Y3_C"G56;]8+9YP7L9%R\Q?!3, F!(+A^X_&H:LK<5
MZYI(Z#5&3YE=4&F,WQ99M[C 1'9:@^>4V+@DV]!'7:, 2\XKP#Y6(@Y<-X?U M88A:M+U"[V,UE+A72D]NT(> M %=5+P:KJ-C MS#-<-ZS/78&?C$I5UGNC"_7TFZQ-
4V7\>L8F)%Q\@\KH]^-ZETR=DC)>&"KL84HW<$DA76=HD?.,7$76AEW$Q7KU*]T@=)/)WE>SU@X_W<#DD"EV)AS07K M6M"DKY"^1&E?A4,=B5ZGISB/G]@![2(E:-
RR"]Z$PTV.2^=7[]IL M_@8=66#+C4>R4\TYBQ%RRBN@Y]95K>:6I,W:!<:@];J[YWO3>;)UBM)F127 MK#;K=8H?7-LV)3Q_>S&52."&C.QCLE4:=W?RB/R3H.*) M*S2T/*?2E:?
BJ8=#.MDTE3V/@]5T^/]/*Z?U9'+%$4OEAMV\W_GXJ[.\AN M<.-T%R7X>GF3TYU7N;LALUW2!#;.SSW:JB9E&F+KK2<-'\.FG;GI*$A7BKO-
MU9D=]'#=.>1VW$$=XE5.,3'N:+^9'=$33V1-#!47>@\RGNZ&1+%@IT_PZ.8Z M8D/.+$38AE0BHQ-IV#2S6FH\2(0M'IGM\M0&HYX3(7F:Q"U=^CBK+"V.\3++
MJZ#5>WIY<_9TB'66]$PX?D)T?MH?3U+_95Q'&PN8 MX+LHT,C2HWO4\RV;^3'^MO8NY<+Y(<8'8Q]5]\X6AAP.T2??M(EXWK)F,4 MI@,#5-2D@RL-\=Y]':4'8\7L-
]E/";SD6/VT+EK%WI&U@20 (MDVE&%*-M@HC IEVEL"[6I.!UVX.YLS2F?H&!4W,)X:\$9'$%H$D8H#TMRD#4';YU?, / M9*%)%1F3^2@M<)7V_4#$J^7!\D
1EK)C-F'P)VID @:S(HXG10R@CQBQN> M5N(@GT30>!9;;'1!:S5WHZ-YC"76C'<IZV1@$9&E9,(G>O+2ODV6.VOW@YO M6EGTL1/QF'+W[U0RE'06*>$5)7Z-;]G2%#A]+
[+%M\BI/D8KV)XIR>END9 MV_4UN9A)@-:H2!0]B*[BJZIKZ+M3J;YZ=Z7P6 -$QX#""&^O]]:H;?X; MF/:WSCTX&OE!87%$Y0[KUD>=F4?L2@NHD/-"5?%NR*/I-
F[IA%CBU0BY6@0L M FPI17+ ;Z/;IFC.VX9N_&4$24'^CCCV67YK\^S M_[G3_'<.7#,> = E)& ⅅ]S2?[']]]+H%#3FQTOY!U3VC&7(,U&[R4>](MA9@'*
<2I+9XE4*#]81PJP"#!G!E4$8D;$/"] J_8G_RBMF6:0@?IIYH!CB= MCM_'3-7:B.Q/2HBB=?KB@25$JB)'$_$"1Q5BCM"A AO 9J:WZ@^A\3^RA9@ M]K?
K#8M8.WO&^3PNG%_)F?/W'A9@+"+D7R$D(@*8[AT)@S5[_(*KWO2O_<9 M)SM- *L!HKO-@Z=P0!B"],.)B&N9 -,YH$BD=(MML:&>+LHU*)MLN4X]^R?
MM)-4M#+7#>IU>)KFRHLB!U30831O]8:H^I'F=V")HWT] M^:"\/ZRB4]Z0F)"S51] $V#^7 &R<,/860D"AB&V?M)9=($W;16.BVURE ' MS,.(!D+W:*D4#CY6=KJ*SY;->?
(WIKVWMG?JTM5R-O[E&Q?LM;]7#U6/[Z0< MJEW)%-OIXF_33VJ44Q@I7@Z1"C0WG =3-@X[HZ3)OW$]?*D33YQA^>D91E[MO;Y2RS(12.M):W5]U$P',AVHFZ%(US^B-
[DC72Y,Y)O0%2;$B]$A H_P7;R4 M%<'E=V(RVY9[G/L<1\4VWW7+G=)E*?N.91Q\H]OB30 >.L>%60GLW76T& 7 M;J]!N\!1=7"G=7<^X/(QH]E8M\Z3-
FFQ]+V=T!%*#V!S:BF3)'SU6Q/5@DB3 M387]\&B\ <\5H?.-5,PJ*L)XHAKB:C.M&K46% >N.?YPSE.=@E#V>D]G^]>72 M#T29Z['&)E!!, E%!]"88\'QJKNUPXW MF961?#7BZB#G6;
[$L?M<"H-$F5RHBUQ>V1U?05WRO-ETSKHN<*(?#Z$Q>:-$ M[8]A>3483B4 L2.3^342@0LB"^=3G&T+M$USO(H+FF)P4>=M>"G1^]!-UIRU M 4&&-X1>SJGN+VOM@N
8GWH_1^$M.2"#D)1GN^R)YPCO%SB>SG/0V^%EOM]]OY%O*T4 MT]DH]$0UOLD)%Q3POVSC_>.\M>?\=SFE.%MII]BO%%;VL/RS"AEX1R M2360GS=];:S^=)"O!QM=DR^?
T6&1RM"7%ACS*B&F=9CT#?D7<\]T\0GH3+'% M:31_VB7_/(F*Q_,D^\0]#ES7Y3QFTXA MQ]4/&6A=+ 6^?^M-2+>N-OEW@OV65 =9^CY.Z@AE4V)=4-,X MP";!1,M0U77IK-@?
_/AEX]_B=#%2H2P!@Q!'MD,QH.NY3F!-59$**(!=PF$, M:JOG'1:/U=A(\4T"K]M\D(.H1]J5FC#FX6OD]>GS+U:=QICM]Y5"S'D."RPH'X!!HB060;+)LSDN"NH3 MZ5B_[^HI[F9H]5"I?
#D_Y#%DOR)4SY$8:6^EW@Q?$.=*LXQ]@!8_<'CZR,$AE M]863Q.=D+_75B4FFN_"U+#6;+Q4_<1#4QE@%U-W0)P0O&XBY*\/62_(9 N-S=D%DNR4'[M[)=MO!DE]E.?"X+ @-
>K.\J;BP(PRN202.]S0&03_JTVRF M7"_7@D_@SW(M8CR9Y5H@G&]YK]_;1"8TL#O'7/4:S4T18/7ZG;>[NUFK981 M"]62P337*N7-85)KM4:6A2OU;]<;%6>|CZK.8?
%TV2.J\MQIW$C(-]SP4UTMV(C_%#V-N"\7\0H-.*!7X0+AN*\WZ%AQM M4LU":(,GPO4.3V!0_>SP1(PGL\,3"*>]PQ,MO-/X-E,V +WT?_0T_D3.Z81^.]5,#I]O?N+3DL>
M]7WHFF9\G6UK%F C.0C1NHQ*?L7>O(X#?H_C*Q45M(O""4K15Q1H0L%_0"/ M^&>(6VY'S'F5]]_3P.M'&'3O?]>%6C]K)23N%YVR5ZG@P;@^L?0\]0)X<1 MQ@%\NF=MN@%
<,4,YX49^8_T=A_B01\1F]VL=2S%VX:QWV\TF8;D@HN0T+N9) M5FQI9H]E[5BZ2)=9ON:I%$Q[VL@(A4EW2%%%2XL=OVOO(UG8&GH!
M0V&'Z+QQ/%K/W9#'>322FS\&O'_$?.4ZSW)C%]>"C+?7I)H"R9S:&]](3+7BY ME?(15VE<*!^T&!K,5WU'-D:TS-D,*R.-(M=.ZQ[]/V??KOLH2?&!U=98 MD1+Z$5A[0[$\.)
MAF:WS;G*V ZK=$;X)_2U/3_,,L8U2\PMALI12@8F^]TJT"]XE!E- MP[C$,4N]2"\C SN%M%7*?]Z],S,ARLYK228]#:A06C?%R6]68VI=.G6;XL3E M8'V]<B+-D%MSR-4]T7T+T>
(=P^]@1A/5^]&<, G0Q7UI;6B6&:@TRQ)HCQ\ M:]#QM/:EQ;'0*./+6_/H.2DUKYM!;;%<)?R9;..?MUV$6+I!S3S,HA,-OZ,V)Z4VWT LIB7R"E%FY?(!/+U0.XR;Z 4^P+E'-C M:;DT0_5F*.
<,G_(F[Y M#S%]/WW6"Z_\%EC?&]KHA'C#H!I^$W_!*_ZQ89/9R9LWD.:7>CHH]0BZ_H&3WRYNXB':!C=WT]!>+ZF/F]Z8 MU$M]D^-UO%T[OM]5_,+&VVY"G.6$I?
NI]BMX6+]E_('+/:6NV5,M6; O^A M8EIRB2YRNQW9NO ICTO\)ELN867]MK0UQH91X^I=2S;156[[-6FJZS>E+:<7 MN7]7[EIRB>YR>]\640^[VZW]HE=5[Z
EO<93E,W=;_IF[=MOF-I M+%B-K?IE[$E6E!]P^9BY#AG78NG*4ZN/*QVQ (#57?>CN0*@RD2??AICWZ+VO)8FS%S+ZR!P@KF:A^$G?$ M78MC#
M=M#/(\@@&!7&?.4)>RU^N%"&L(!DU[U_$E']Z]+6M.&'L;O6]31Z_E]XU> MP5ULZO'>:UL*$<""V4EJ]RL]X<%^M@:48CDE9O(IH]4UWT=O2L.9 MKM/V=^Z?
D:GYA7'A*>521QLMHSA'3W3!X1"M.S>Q1[OP ?Y8 Z+/T?173$4I4$RIN6>\4))E&; -.L7FV@O7EP63.#F%9Z MWWQ:O:FJ]@O$YK)\>SSJ;G08;@D18"&WDQ1,#\JZ"@H+\7#-
]174,$&&';;: MD^:PM-KI%M-@]ER258@FJ-F9! ?\@NSGBOEDD6>+,@2SH+O*)M/T6Z_TLL$ M< GJ509!]20X7+KU6,\64TATVF3BP< #W6],(3@!K9+W M,S9Z]Z.ASSC$#8F^>-
#"3(1Z)$HK=(IGA$FD,*SZ?E5879I^ME$NQQ:$]G+CI:S,;G67YA'R0\8)MYK.4Y8?GK@S75URZ;,<(>5-?:VE*!]W"_[Q#53!^ ME*#?1>O-GQ'-I@D\0H3E' T=FU@V
LN0PCTKK1,9LK]^50O@*4YP&C=P -= M?:Z8$CFT8H[0IFX>]$&H7 G-?,QDH ,$@6 MC=)(*4HR^IR.]-@OC!3"N*B4US4FTE$/ -#!$G]7+IZUA'F$V05 \4! M'>.;N(R2^%>:
<+!]2B#TA).^4SO/"O*Z9T(IY4IW3SUIL!T/5K@^)_U+I\L M=&4!T+S_@]0(.)\@?]H("3NBVJ[.?>?-_ MI-G%*)5"\2 ?
HN51]0[G,2Z.;^HLG6S54P+"JY5PLG_@RN)--"&F/5 QZCI M@U@G 7+"&!4-5?9"414S8 FH#]%/61Z7.Q;-^I@E9!\]"IQ@/AZMCE(8 $MU M>]3I(,11
!@I%=@%D7S@MN[),MM\%7HP"G]$/'S]O852*&H%H*KO(6 "%@X0 MJDI40>!PI/Q4 M'IVPM.GC8>20?H"2KOLR@&4!6 IY<(L< !N@>GI%&X7CL\EXU*%$4YGP5U\B
M7$"YLB3]/6?(;W"HP%7OA/P@9)H0:+.I)0Y8AZ#N@VBG-W&*]FY309*60GOA#LH&+"GF"UR@68E.:P^;$OZJ)!NIV\B]A1M$JX:8Y7O/244_9?E\H")=-K

M^]"V$[W>""Y)KZ^@YI"HG@#+ZGHLI#6:EV=;^K+LKUFR@%9$T'4@(>"]DH1_M&M"#P+L@W@?5G:;@G-313L>1H!B[E6/I)H_3>;P1GPH!3.SW\>U$VN,/>@.J M5M,P",!$-^H5#
[C'8\!NL'OL*'^\ XC]@RZRX]^(&I?<;3< M4,L._4@9(L8Q\)W_2!#M10F,H2-;7]Q=O$KC93RG[IY[B":$9*(-[Q,=:7 MILDT1
EZ/=&@^,RV,VI[H[K[=&:!NIO5>R*;^_%B_I3O+\RP_R/XV$ M0I"-]Q,M) D_,I8T!7(4 EDIU72A)1SW__]L&]*\?B &EM,??/&@R#6'2 M]$13/U)H>D]RY3;3>A>'!O-
C;=+NYH]XL4WP[;+FUGGL61SO.C^-MNC:B!#@ M582%F-!R7)&B.] &QUU]1[18=^<?!,WL=D-L3L.LU . TUNW;:?5)NSLOO>P M7E!_6<_%HZ3BW\^C$@ERIO3S)Z!7G2+;K\/6]-
765>OPT9H$VP.)P!K3,O)D MU_DK7EPLR!F(;#^CAGU=A6&OSG=1;-=XX3XILVOIO&\U'0\ RH*/2Z"D?&A[M/A*%/N)P5-L>Q^SG^3$R "#G?W>PD!BP&^4^M8V: U\DH-=W6
M,>U [MOQG8I&K+T?4RD ^_".8DCO(BPPT)#9I)N1ALT]\(1#2=M2+XFB)=W MO$X11<.P*?,43@F6=F <'X*C9/B6,POR2$@FD0)X4$+Y*<$+3AZM'KFMA[!> M[,=??V6<_!\9)=(
2*I[J%?2(*C24&074]KQVZ8?:VY&:@;CW\ =<@IYT78@ MC<9]6@,MR4(8]+H,5*;X5DP\!Y:0VC_PCV^I=#@&6/\TQ%)[IWA7I0T+DWE* M5\]|>:BT9L4ZIJ]!]3GLA&*?[?
B63E\"WX\B+634L(N&+'A@%(M$9M1LZFTO]: ^7PL\'*;7,9+UUF)M5CZ!K&.4-"CWD[Q9,1KP(>^G@#71:A=_MVK,P!N!&*5:E9.=_OZ@2"GA25B?RA60.@_1NQ^G/VA! @38
M.9I+"1=\KENC;O/ 9U]|&&@"539+0S>6F6R=/]^69"?;Y5GE6_6RXW0B6]BM MJ OA!^]1CQ#GU/M:VH2_DSSNNP2D:&/K3#&C;$ $K*\(U_M/.'G"'[*T?/2X
M/=$19E*;%PV!@6^*3,OO)][U,8"$[GJB.4V.;><3SA^RL74K*NM),8]>Y7@= MQ>D"YZ__]>C].;/=19CQ_CN.\OM/65 #5LL0XO66E;2PP?I#4'_3(-7;X[<[M*\
[7'N<6JB,M8)C^.%U'C2\]OO6VE6),B=GQYT^42S&OP[A$5-@*_7'"]V\- M! Q$<#,WKH.AQC%%M;B .?KJI:TH(VCRK?W+8!.NYP07P6T1$\)[,)^=G+ =
M^CILMH1ANA^&W69B!D3W67 E;<-CEPKQ$K!+VL+8_=.+PVY'JP.Q6T_, .RR M5+^=QP(>\HMI< Q5PDLNEK2.5Z?K%&-T#/71\4,I+8U:&Q^A4:92*FVC"K:D M"_*;?
(N[+UD\!>M8B!(L$/DU;@=]8FBBBH+PZ[H]L_^S:N0(8 2Q_18SK+M MET$KE8]OC"$N(5Q\@"Q@[NH']=.H(#FJI7KKIZ.&!^P@Q1(E[\EB"E@%R5HH M$4C#Y#%(27,?!35HL#
[%!@N8 WMDX33.\]NLQ*[O4;N4O0<=M+S!T*WT"9/] M-X5%2MH=H16-?@KLNQ-HHU]3O#\L>S(=D&\3^AK(5>] M>&M?,Z5+M*[W?1N5F&507MQ@HL"TC%:NG5
&C/T'O^@+IRK[GI/FTP*9CHYA MV"GGPG[5TBYF 6A:B41^E@P&Z=VX9&X![F;0^^+H3.MVSUR]<(6^'.;S9 MD:#R83G^9'NQ_;_O7?900D[:!&UXF] KN$@371 -
\33I4QU]1CI3_KZC+7I]>;4$:!(UY$>F@]^V#D?C_?O9% M$'T_M,T;VHCY'P,O4Z9SZN8+NB*";7-.1W?$;ZG#).Q7U0HB21N=4%24%!6+ M/52$AL6ALB" [W4TIG1<;^.?
]AY^7=$RD51\-;K;[0" $F+85V,:6>A@'[MX?Y6^R3*\UVQ3*3;EHB&X]+8!D[/]J-(^(PE&+SU M1=DISN.GJ(R?<"T8$4H 7]G7;]A#"+NQ%O41+?;! @W1U]?8Q MC7B$'U[0>
"*P)L\BE-R0KF@1@G5_>@-_[NO M_L^4;NFT] [;+/7D.(DB$:.'_5IY' D@!;;+$5DZ2'D LH!1C55KQ)I/ M)KQ>H;=^[GUXP X.1HS[\>XDB8K#6O'.SS]B;N&..4)Y-XS'T/.\IZ3O;Q
MD%2YXL,)/"/F9Q!6"K'%[V-$M,FL'BVT=DT,8AFE"V(N^W #ZE?]T/'X?DU7 M)K5A8EVYEV?!GJ=U>H> D:G6FJ*7NK-A7;JK:P@OXU^V\8(MI/P/F R(+=6C
M+GX2MD$]TNC)!H"PTP&U/= KLCD\S9(DRHO7H:]L394.KYR*V0F0O<5$/E'(MQ=[FY@B)]7G$G6N!KTM]*=(B>0LS7B?9>IVEC $U7'0]_TC.0ORBL#A(W PL
M4FHJWJO<*T4"KTAIOVJG4_=$M"MJ^P:Y*C735[\Z4V$;2 0.5EG:WP?/?LH M#R-A%>),)A,(=D20+HCTF61A2!UM]HO *&; P4F-X)? %:=E<;UL^%5Y5(YQ MBI>QKW?2YI)XCSD:
(*S&\:^E27_J8+E.K/VJHOQZNC5BK.$D/C?:3?. B*<3 M'I-WCA?("SZ4$G7R@0<@?# M*WFS8(Y/:&]:8Z1P(.";#FU:FD#=D[.@R>UF(;)FJ0137M[$R@ZTD2G_8" MA+"UQE).?R-
HK_]>R;6;F>$9_L^62SRG4>-:Y]>KA_;]>D>UD*4H!G^S>75 MN(MMB';O82E=U"<\V2!=>T");V(M9WEPX,O>ZP;QASDK.\>W+:&ZZTDY5]2, M$]G\W\8YE5^RFV&-
T9+W1C'_CNAYD*:(I1_9E^_^#XHVFR3&"U1F"%>OT= # M7A(]W.E'G_2F"_]"*(^R?!&G$2$0ZDMOW>0E]?.(10]Q-Q-:.6'P;PA8]/\[?L9IRG\Q2 TDH.QI7Z\ ; ME&+V>+3&^0.W?
F%/'Y8XT##VTJERB]]K+%V0W=Z<);"]UI8/.$H*POZ,GO3* M*$[7[A,1#A;'^Z7>4(D!G+ V?*?3;3V-F.6!6-& NMGT#;@@-.#/;OR%PSMG M'S3Z7E-(Z!(HC](BFC-
727T/%+HZD*WZ+2'<3H]U=(4!MY/"*(]+>A"GWJH\ M?MB.X>=T()!O=_UPD0&(OX^7P7/0N@.()P4TU?8)' MJ-]&W)?YZN+NNOVTXKVL*7M.TN! MI9S2G&
%S2!T_CW/#23)B.H7FBY4WH28#)DVM\<]MB^9+7]:%B7=5'O:(AQP MGTF2?8K2N:<=@(E $]GB&H@,@+YIB**ZY41WO!9X MT0"[Z0PZW_&RKZWY5;JZH'=?'@WV->M)6>U]Z:#
M*.]'R=!;E--XR9*FE'&4^ &F4HH 42F6HD*AK+P;OR]?5.WG@7/E#L2$!I2U M9EMXR-6!.>W+&W;&^YVTVD"]HI922]5O+V*M$4C:WB%-GE1S>3^U3#]ZS M R5N-
YU6^_JT>YR],.9T1=-"LRHORRS_%.6+HG?MZ!C\UF+XK^!B)ZC6-?8F MC[,<[7"4A]Z1#(6%Z#F5U90-*1FSQ_9]EBT^Q4E"Z%^D)=$"/8GS/XV-9AGK
M8,]/=;2#@[RK9BAB[<(6)C)7M!2?]OEP\ ZUX7639^1K*]G]RS;> MC!!08<#8?TB0OG#0KCA^IBEM^U"8PP2FVV ;.LJ&2#"PG3(S,U.,+@ATF 3;%EPT6['R4Y$@Q/.M%.9'=0/9P]
M6&6)XZC BVZ#DZP8_6#F0L3P/@4'HS (4KN]FP6.41L3:8:?C=U$NW1J:.V_ M_IE_4)(I?C.0L%"9%59Q+W1LG$-8##_E[47:^P0X^R_NWMM, NT"L:9Q"+01 M'?*)(:BUR4OYD. X>/
]R&>2%?G1"^FO;.1#WP#*=2<'([&]'^O)E2._I^O: MSI$OE\/=)P?-/JPA'X"L*_KDN>[$O+UH3KME3QW 30)O2IU;7A:]R4Y,&'7, MH#@)ITLXBIB%]48()%+D3&<9))*VV[<32N,-
(X*ZG%"7 M%:W2VVU8L4.,G[0\4Y!/9AR4]KZQ$30UX!37*3TL%(8YE]XW[)"JC":0(4=H M3Q&?U@(%+&AM*3+DU1-].TZCA G>H1]JO(/*FPDZ%!\ 06SA\RX_56.\LN%
M/MQ*J/>D(;U8NL%YG"W>YV0;Y_H[&D""$(>"$<8!Y2>@+?'BJ*H)'G8E&A%@ MO0]H-FU+[AIO20*)?H!QZM'HM09.0!&*WSVC/-Y7.";/';^#M*GY/X=/!Y' MI_H\Z[YOJLZH[HU8][
%/OW#U^AS=[PE2Q?88#%K25[D=VXF?(B?3%Y'"SN M=1O)![_WO;_$S]T*R$Z_>'-=6;\H'+C7.,_R)8Y+Z>-W&56GZ*1F#4 ML4S1)HPY8/C9+Z5)#L=9CAA)H^W!) V&CV_
Y0%@N%Z'/U 6"]CU ;3I)XIB MN^;_\^[%&B!@(QP-I)J3A?T>Y^MW8WR=XP@::N\\ MRFC LS-O@XAHZPEL>$>%W,'7-]Y,>S_YRL3Z/DL(&1K2//7E$9#8>Y"$AT&I
M/LBGIO4$/DL_B!QM=91H8$A Q!@BGL9/\0*GBY?RI?;D?>$;6=&85)_IHFJ+ M=C%.%K^IC:P,DJ-_J@$O^/X\I:7;8Y3?W7N*4K$3P_RG9 MB D%5]>D4$NK\LQP:HA2
&^H"%XZ7X4UK,YUD4]!$20;GCAZ;&*7<7*1%W MRZZ#KMZZ#[FOTJ:Q".D%?TF6'^$[A^C5">R M@OWQE"R*S>(YE>_3^;A>T&[2]=AU YM0??/)_H(H#42)L'L/'#]@=R]SZ=2]
MC*)JWXN^! M.N$BOQWS8S2HE^/U=CIN50C7_^^FQ^;#\&-WC+4\P/G>OFNG27N*Z^4E+HHL M;]],CN7-,V#L?_;@+QR8 HFVI\%Z]0(G!+Z<3H/!L#H)HK)$E(3GU@U ME
&PZ6+<=E[M7[E*.5:+2'&ZQ5>$W_TGG#$A#UE:/KI^RFHMQ]20+Q$4@#^9 MB-^'OGL<"@%M *NFQ_TU -G$/&3C*?2M6*-_0*]RO(YBFG_[],^T6_5@$VC
M+N,_XRB__Y0%,DXU=__;1T,)86/TA\DNHK"6;1#:G0C'2XA#F].1$C U?PR\ MI0^CLK?6EWI&S(CY<.VA,N?OW9ED+")L3?X8UI5CK6QK>#;3,<)K+M=VI985 ML"Q?
O9B5P*GFWH[B.-CC=DZ4]"P,/8AWAN:"JEE628.SZZN;=9S(7SG:5C MHU(+"MB4KU_*8BXF M,U@J00'#]<795@<FZ(80$XC7KMUG)828 60!K<)^548*27FV1&
72$CW1.V>..]+L:&-3?0QACY=NE#'D"[I(%2532 MN_Z\W-WG45I$6#"Q(<)*PO;(;& W M!'CM0-'%K\74#4@-C5>4TRW>9#GE,SYP=3B&>$6E%@O*"L5[H]:K$IDA8@'U M]=P+U-
<%0=IT?8X7:3++%^SN,#C7?5'#_G/C*0(5,[4742FAW N$/QB%7&ME]%L,-W69#8: '&7&LVOZ">1/NX3L59YPNL7BFD6T!0/KVV]^_Y8!5MC'(PI% M_,%-
)YL5;#6632Y5.#@0PRL31N+V9K;F5_Y MCV-5,%-S#%+&3"D66,NL[(=0]$D VQ2H6]+:]TZ+9VYGV6+3[%23*;_[*EBIW&)
M+^,G^OR])%,;/R28%T+N;N>JRNZS)='M2/$N0R3Q'JL[0%CHTOL1YSBB#0.? M!1P@OIH3-E<6AE)V+RL>1;O'@?E?A3M#O'>,_0 HX-03>?]S(@ V3]>$.T
MXBW1$O=**_KW6\"3WG@J@,&Y_H(E@1$2,40!$?4D5TW1.0Y5OW+8%+^UW]6< MK3=)ML.XNJONU"_V>8Y684<+P5]?B%VRDJH@*_T)MH1!@G*]\"&B*HG2L)N
M6+15VK7E>C-@#;.*MS=YML1%01:%**'@O"C"F8!CO5RB11+0(74<+#KO<-E ME;",6*-O$:6L@I3TDPBDM787#8&P\2D:.N$:7"G&;8TFEBRMFJ/1\:1@%F!5
MDL0(IU"KWATU-<+TQ?/=8 RX-;*M$:P7JA^MON])O&0C&&KV*RA[PHBBVF 9O4Q7U8RP=PU\DI>';+JV6!OM>J/6(=4-TC9!R:EE(: M7Y-ZT%Z32^G))/IL::44@$?
_+9MB1;$!EH1H-IPW:1XQ;R/0[4C ML@+T*?"WZ*-:2;\I'=D\A13%)+_56K,/.OD*/Q!RUP\(#QT1_O; T O'8K<5 M&Q@/+H\$]Z==XPAPVF%"@=\&(=\ZP=
[&,+C")1QK"^A^OX_O%QY[_"51LS1: M-N@7#4QOHU/14&S>>&@$9NO9:BU"7K]P'8F&1>#[W]SK*ZNSQ]>Z$EZ2T_U;&E]0 M,R&[UY9+X+@RUWC:N]!P-
Z^V>0BS=$7+V>;=]S@^;A$'9RXN?1 +Q)#B<<[; M(/8V-9"AU5!2+R,4,.1!;LE)H06YW$:$3%!LJ(LR'+OW%DBYN+216)R#!=* M \5))=&<722QJ'6V0,=%L:4]T9QV#>TBD2JP?
^B&QVVW+[_%=>HEGF3CB>R1 MR+=TO>3,+FE0+06KY@%+>0V96L=2WR+J93(A3=#;/ MM]*#)P7UG[S@5$>.Z2!60UK5>[_[&?H?7"WZ@,QH<:R[E3Y0O7^SZ'1?2"/ MUXV",
['!I"!ULWU[_4(_#\%E$/"%DV?[X%K,G>;HI(\;V*:?I NXNO*ISD4 MS@+9H+TOK1]*4V-MBT/@3@:V$AVKX0E-AOWSUPX?#FM::I5[49,D^T1/;^-! M$.08VIQ"@D$%SNN&**I;3F2+]]
(I #GI^*V3!]I6$3ZI%4RWU\^;N+KVJ\N6 M.P;J^/*&V!N//BI5,6Z4Y8AUHW6Y&;NP9MH;+)U4U#;2N7V?+QRW]_CHJ3/ M+J;UO9]*'>#*P=?8H
6.-7]9GZDE*)U\K3:S/^"*Q5K.JZP2Z$#@C]&9RN>J M)^Q+^DBU1J1:5T,_>O$N/B>?I?Y\CU4Y^&-:1]1BLGK/2=/9>H30<3L9PMR5 M6LD]O7>/UYLMW7#&I!<1.FSP\B
X:!=KDLZ3?>6,;5%F:YRSM!=TV7].-\4' MO'[KHM)RCCY+VXMD08]@5'U0+TNZ$?>*7"A%@TU]@I,*$9O>;JH7:RCX&>/ MN/>T:'W^]NND U@$3-P'XT
PI@'+XO$V3A;4AYDNZG]>K#=Y]L3=F:.@0H^G M?_NB)1< HKH#B_-H?NAV%UF=(;'2.5=Y.G/CZ4MHOM&LD7(FJOZ<18U@SN(M9WN_+'!%)]8:-.4+LNZ9+W;R]2W@VF:V
MH,&KF"&*^*.I+"\?R3&0V#6>)SDM[W9%B=?%13KO_.D04M!S-GURGHO7;/S<-V<_O_OPZ*-@LM=R^JC.;-]N,_MPR>/4;[">]'3T^[R\L0 <<*.OE]1BH2 MD6L*6)M$6D<=D%3SGV#
W"(AMOG M(B\YIF9KG,?S2'^][CT[;Q7Y]5VG *(>82"60&9*4-4R]'60:X,]7S(PVV_] M@OI44^87BH2N'+!NVF$_OUF*!!+ <9!MR\ ^/-6D=PJAB8=GOT.]Q_/'-$NR
MU8Y=I.S'08ZR6=7CZ=]CHR475."@Z?N&=4:=.%O>?3*':R.5=S>X^O-C\ZK_M#]=QEN\]_C$P/K+^GK>R$E' NL6T!^IT0;0/^D?HC:F&5AKKI!]V[7)T=SP[MF=V>WA9X1
ML;)U/+](?]KFN].X(<9G%/29Q>GEP8HT"+D%10Z$@$8].LBWA?5G3E&2?_&QV)-.#Z1'N@ M&6KZ(-8IN'TR4&4_K[-\!FR#.[-E^2G*R<+WA)-LOLGF^(@IV0,!"6]O:H MTT&(HQ
P4BFP!R+IP$U?4M!S_(9V]+CSF A:I-<#,"3G[M M83D\V";X>LE# M4#_@\C$CQ^4GS*M:'OX6XZMHC6?/L58,(&. E)F^ME]_9:%ZDF3D$A#!>G,A$8I0* H3,)Z9W1 M(-
TGC#I]6"A$]V=>+Z%\)&>S?]>@V-12;,_U!TZ./]N(AIH0>!<%4=UCRD1 M!]?W$3)("?A#%TZL)7W?7K4]Q$<->$@TU 4'-,P!@:1-\;;9EMBSG!BV$> ! M,/&R!,IE !>XNC
7^FZ;Q\4BGK.'Z?M8"0 5N<*Z:)>&,V/+4717LO(GR1-QABY'$+!4L!UXBK.]"Z!P%7U2=HZ)]:F4#MPS]]VN1\@K+%2ZO'Y)XQ9_L;%U^*(EXOAM5R:,H,UU;IME!F6GOEQ]Z
MZMFO?"X?'I 7XM2)_9@E"Z(?AJD)32(,M@?[C9]+Q.I0;'$]YIM5B0;]K3 M\W?1)BO^C#B?(U21].X]&)&0!LI V3V?M>;4V.8! A-E?BSPAXAUI=MPIK>1XCW1Y1 T!V_@::[-2=%UL
SN:$(,].'9?X M,GXZ#%3Z =-D)XDXS3>,Z&%LW!&J":.* MLACF@4H[#$=4?[,X<)M/XVK+;W9N%]>8EJL("+<[O!]C24D:^7R/!HD"> M.-
:!>N+:+]CN$SK*0:W!GE!./G;KJGB;],QY"9+KY7DV7;!"7;W0Y(]/U@% MA)]/1[6FPDF2]M<44**H8#5Z3K1^"7I%!K^(4G=*K@KQX'2SLTT+)O<3^)G-F M:\Z.MT6HM
N@$*#0W4$@EZGC-6 M?A>\9O,TY$$]_TA.LO5#S!>3DRPMXD55)92Y\GE(Y[N1++L6:^^YB4RD4]GH M#HTCU*.".F3$&Y6P5MD$%B+;JSU[@T]EM27'\$.T1]I_6'F7O4:1TN"%)P[U
MT,^8OC<:VY1H49S2LK?7Z6E<;#*^LE\O1ZEU(N?E/V&:3!PH?QKI@U[17]\1 M,3B=CG0/6'L/*]=HQRUZ]CQ/MBR-R'6<,)_I^ZAHV]-?W,=L*UG_+O1A7@L8
MO5QMRND<8);N\7]3Y5&^XTOY>9;C>)7R\I!S?D7.,P7.%C]M^?+N/ 301H00 MSX3-Q01?#5>DFENFBAJJR:$./=0A&!]\0^#2?U-L.9FV$1F=0KG7RY%+3RF8
MA7#Q2R6"G/B=3M0(ICOPT8IZJFTYX%?5X*U@#ASAW]"?ZN M(QDUN7K*@*!L4[-KV%L#OJW2H%WDX:*KX7$6DP20-6>++OF6/,G;'T9?X5
MIORJ&L2LBJ_[FWD50^^ 5,L$W\]SCMQU3]L>(=*9 ..NXWRR5\A.,O\5EDBZ-5GG9^_Z\9T[;PQ9.[;S6@F"GBV?BA12^4(-710 M2ZBNRE3]VJD3A__F=6C@V@&D?V0WGL8AQ?
4>RI9R)^M)*\%-'L_Q&%#6XQL" MQ5J2R0#W.U;SF!UI6D 6[W.%\7U\N6Z3EF3]!\65]0 MQ_?MK+&(5H!FQ.A.MX/LBE[84]B6^- RN=(9M$UE=HO7$3G1I:OK;5F0DQYU
M6),O]WFRC1,K-R"GZS;4IE->.A]CZHTPDUO<+EJ->232?(235TR]69;U'O MM@_X7EYGYTJTYS.FDLPU=[V!P@"/3H@I]JN;H/D-U!^\XXCW_G5PG;08\
MR;!M'8KTT]>@MSZXN$[/GND;LVU(UPAROF%]&RBE$KO-K'?DZYH MM&_H(X.VBO)X:&G M%04HVF$/N(JC+W1VO&3]&$>(_*^+R+V!9 \S>+-1">!("EMQ'KI)ZX1C,W=
M+=833].T,7%/(\WHX0H]_B%.%XJI=)WF_*NJ-,W]'Y=6\4RMZAX1NP2^U/: MEU&)><4]BVLF86>_KD]I(# E0CA#M@'B/(^!2*,BMD$P9O;L?<,3##%#K8Q_7 M\(CY! C#!
(71#>T0FY?@01L:1@4>MJV'5!GU,5O3Y%S>0XIJML'Q!X\F>*SJM@VSWDI6,J+DI-;YX0=?0=,B(2 '<\ A8!#$RAW* !J5N>H188R"$
MZZ+ZPE<,$JI!L/8/RV"QD[\;/2>K2H/4X+_O"E3;]O&N;W!3X.Q3E"]. MXX+EGZ1>Q@]1_C,NF3#7RR41,5V=DEV;8PR.*F] @D@C#D?FHZI]17:9]K+'
M/^Q0MUW%&3'61ZAFSAWLG#W_L(Y0+0&B(H3^HGP NY?D<&QU.@EHN\4+O&;; M7VFXI6.7"\PU,N+14/.V+DDV1[64!Y-+DZ+N-U7!HD M& 8[^W?
(B,20.F3;)"R='@$#C52*Z#ECP-&Z\@:W8//E#Q9S#'2 5HAE;I8@ MM\VD3)*17QB>&.OWLU6RJZJ6""N?XQAR0A8!,":20U:LGF9(]]H>\;I"85U_M,E7U"WX
XQSB\&LQ2..T1S5*C$'X6RDJAJ]-H6TGM>7I*@DV)\T0K<,6^_3(M]BC.%O&\VN*BI)]7H%WTWOBZ *G[E8?-8-FI--2)HPFT10,?+_<$F=^0W)\
M/,7\O^=9SOE=X7%Q)F4<(N>7KG"Z$*QIH%RXS[M53Q]4M9.:Q>O4+FV]>S-CQ,PGF,LNOMR#+^62_CM
M6B.++LA(APG=J$I4!\.H/V9'F[B.E5S%3YBFZ1P51")^X>DDH76'57EERN M[CR==[L2_<)(@Z;#&G/=L,K..Y21HV/W.?E?)R72:$7-=M\L,>1!68%#Q]."
M2H5":T5S8;D2=@.Y:Z\]^]T8=[)"/B%*6*&'1X6,_C]9V@@*55XV+62\K"^@6NG:=AS/X[,M44 M#$H,>$A__?35Q5>;AZ?YZ?-/E!.+W:>.?YTN[_[^ M]G(;WRS??S<[?_S;O__\9?
S$#\??_?!4_GV=?O/#>]KCA]W?K_^_O[_Z\.^G MQ=/5'U;19?9K]K+KYZC[__T/XOO;YI*ZX?E*S<;_;*\^?7=O^OS5+GF[;GEW MOMY=*WSWMWW]VF.$^?7USI\NYT]?
3'IW_+WB[.T__^]_2[M_[EYOSN>/Y9W5[_;#U?_\]MW?URO_[;ZZP^WV]TFN?_] MXY_;.!^Q_[FZ[_G#$?_0"=WMV->A+I M40._^RTJ(&,?$G"V7.(Y#7*\2.?9&M]'S[?T$4A&]UUO.?
Z;354CP_7W;.#8 M_[%)7SBH,%!-'$*B)! E ;ZQ10<<1)7!5BJ&)^0BX0Y.GJU@E8.B/S(V/VB<:AE*DXI]9*"8E6 =1O*]69 M_6IB+<\U"RTJSIZ)-8P+OH<7]9U;0-
[)IV^J7^_/72H!WY.&92/= M7LEL]D<:KW\>Q:*T)\'-@JGT+V:UMQN?!TO!)>]:B8.B\ZP)>S*#]&3<>]@2 MC;]
FV+YZ;@T+S;X&+#OH!X]]I(_W=*G/)PM(WV+"V+3YF6=CHL*>9[E2QS3 M=+^NC[5#)'N>J\@+/1!LX1O568F3K/Y'!E9&C!?$Z]2PU4?4!'>\YEM /?:0V%TE[BQ"$3;!T"TB=<
M/5D8[::ARR/<)4-'"O7] @=>U3STO;Q46V+W^/Y@[?<4?9I].Y@F/SS[(WW8 MX#K_C#'[$';25$A=_!WLW-NR JS%W@N8X-#41P>,6LW9%9(*0UGIO<#I38X270%,RM/D*T,0W-
H#W6FV1%TC."5#N%0OEM9 M IKH%TG+90' XPLV1N?=$.T\$@@=[WDI:9="V"DO/S'S,G$ M@CQ@O<+>]I[046;O"*&<@$$'Y[N(?$\Q+F;IX@=BN)Q[B?.) M>W?_[@D V[G;;,<2^--
FY$1**VHOR8>;TT/"/-FR\DZT@"R%T?LL6[#&=SA__MHK;I+DM"%VZ&--FS1Z+9L#\YU.?59BV\PRL&5<R*Z)D]<_\A4N[V\0$;395FE MKCE\-C7OCHF)3/>WV:H:A@>]?2I_?XN3Q.W-
=5,F <(*FDMG#0Y]HE M@!@%%%$2B-% %1'T(R6#&)U_A_UT,49!;XME-EN62/W(3@!%&:^CTOFF?8^X M]S-?GS\ JH_5@:YN=H1NLB2>[]"/U7^%< J!)
[&NNI@1#'C076A<)^*XQ?,D M*H]8'8\1X6,/BIVU1:H"8V7",V8?YM]33$AP&>WW/6+!/5$>/<0)W:*UM!2P M#'33:0>4_OVFQ43:E5NYQ?0Q%]\L=[4#@L6Y5 M8
GK.!W#9Z2MSHY.8R8&F,63]'@D1PKZ'WJL>(H2>GIMXU+$?^=".#:1@T0) MX/(8(B\ 8-J6'6;9/S]]>G%3DE8:JWT D^H"9%WS.GCF.;\SSVEJ7#R6RO4DD =&E/;/IIJMUG]32?
+WH@X93&GLZS51]S;/,C MVS(5QQ!G':54DCTFZ3?%T"_(S6].-U&\]*)"*TMJM=+]$/*U M.].6",YA0[O6H;Z:CD+ORZF![MIU5'=6K(U:';Y^0Z:TOI#;L+5]U(54FVV0 ME$IZLBD>2!
84@+-A>ZF2M$]+6S:XD#T!$)KPFRW>LT#NP\X*K:\%**& 1R, M5'V^OD^SVI(!0.T\'.U0F*KCQ5C_782:395]O!0-&_4]PGY"'[2DDPV33(V M*PI<%O6?
1MDFZO/U#5)MR0"0UHV8&6TI($IB"-5_UJP=#(%<8U!TD6LV?_;(MO5B3C49.OXOK_#0N-ED1)=?+RXP>W9_P@G,#_Z&,C)E0MJ2%%GU#6 MQ.BM-R7WAM%KD#
[5V^\AR.E57[*=5\L(BTM,%&+VN&-D8,LX^<>O1!H IKS' M$7\")'=4!L"?AAZ],%,-WVE6-YY"@MEN^D2(X)CND<>Y<[218!]Y6]0R:N1; M:?*H=%*M3.U\-0 ?ZF0FZ@D?K95C3D9
MD$>)/UZYQ9LLIX]9?+B*]'@&B._6D0M:9WE?U'2>+ 2---Y;4[6GQW)O>(4_M55=![#E#EI)_SMDV1><*9_CC.E/V(>ZP386$WN+A3ZBE@_]$='U$09[J66*D
M]N$X+/9@ZM;XY818_K98>C!RQK,@V!8#W1 -RRSM3QTW:?,EK-=-_%].L#2B1 M5F R&!HW>8]?<*QRZCJ$G64L[<.QP WF1IB@:%!O"=SNW?ZMG7=IPM._7W MHX?T)LOV
I/5*DVCY&.]I(]E^:G9\CH_24-\ B 0% 8\3?VB+[^JGM,^&Y' MJ=3^V5HV&=87XUF.XU5ZLLUSG!(;FD=I$;?@8-109?\<+Y^!08 ZJ08H,:=0@!)*(P?4 MZ<0!)57E(:#@&;)X?V
:7JOM*SNK.ZR9,LLX.7EB0A30/RNFHKW]S%*D0#0 MU/V:6[RF)R)=A=#Q':JKK;.F,E=O,JQR*MW]O#N/TRB=QZS&"4Z2>$565VR M'@4)WZEMY.) MN;G'6IZH=]%Z\V?
4;>S"#B^<:.GJ@8T&O-@8W'.GBD45WBV MN<MS:S!AH@!>KKW;H+@D 79U5KU#07P,$W&A1Z:& @&ZJ=Q:!U&A=#8""V&S#?/ MFE06<&-"^R
M6(2P$SH*.LV$<@(LG_VZ3QXE#3/O66TLBA(^%Y9Y.) S]/. ME"Y-KRI'<7@CH]>C!BL.$V"SI+#T!-MYR0C:&!0I_>^+BTP:V#_>=IG4,J.C MFTY*%L7(K1:@A]X MM/36=
<+"PQY29),L1K-T<4E:)=WI&<>MK^#F_1&&7!ZP'B;=HM"K3-9/B:H0 M[GT]M?8K6]KGPAYG9^M-DNTP3WG(-S^C(SF$R#D Q3&[B5/71=Y(AA3]K07
MXBZ="M.S59&7_SS;TEP+^B B?3H (C^UX#D@Y\V/M|9\N*R)H(V)4&;8T^_Q120"=*A;;UZWYP?)%-?GM> 4=HW+NQ[72
M.=#5GER=OW.Y'_[.;=7WHH M YAAAC:D8>VD*?JW=]!0.3SS[;GZ"_5 MBOYR]*)>_XQL6Q?;-2WPO2 S6Y*?XG1E%-@CI^%U75<(P;TU+UXN?=.OTEX
MLS75U(GE4<^"I5.5$U10X7K)#@BG&:UXY/AH*& P@AE)!!"")8 RQM.&%#-5 MT"!O'#;..ZB>7@YW\0CM:P%3IP0]^]3G*%C>*-:XJX/?3(D]%G+_$S\.H,U
M"ZI_L28.'$C],0TIUEI3NXQ3?$'^Z;Q<%O$3YGDZJ-N2>I5&63HTF7K&CYY4T*4]I8QZO5&5 MP*7N?]CNA("9F<)I9>OUYV?]N$X'MQ$^5E]U7/*"B4_*Y?$DE >.$6!_$ M.G5?
A0E@%N:MK(8F^Z]D59,P9/D39K?]7 84Q]NV3759.L4Y0OV?_>$Q2Q= MT-Q75]$:CP+'443TN(@D;80!0)"7M@&B/B:!]3'RIL]0YF.,A":A8J64]3Y;2 MBGUC?!QB'HY]%C)P"P6
KI=XD>VF\20.G%(M!;X6P9';7U?3FMQM:-YIDA1D MX],,0D+(2K.W[8\0[2&R;D%B:11ZZX73R,8]P+P<;PMRU"F*V9P LV#%=]@_M@CTQKZ@)7H/$[C$K.<!?
L5SY/V4Y\]:/MKDQY>X% M;9;"@2$\E$I5G4!0DH.10OPV9TK;)$M@]#+:6$R@;=]1^2->;!-\O10LI.3\ MV/EIE&LB4_;^KQ$,Y8,N&2HR]-I1M!,C<'[8=7\A6G:#N#(LX=%S4]C,H7V^

MT$,>8]UR25F%/Q>H5GD1$,6+_#3. M*K..7XW9]Q@ZQ=_NF+9U,H\7&]# MKK-ZZA:OKQ]38XM'D/18BZL&0Y^.7+4X=MB;R'*KKUXM(^CLE-UBNRY#.*[5
MZW,)=MCHB:$J61G60Z>I*;'!.ARG]3:M)C66/3JD[]6GB8K@WCJE9D0% M2 \LA^G3Q:K,RGN,'2FB1+5ZR$ M]EB+FA9+CX$U.O)871> P=W3NB"0+I':DS,L-.J$Y,KWMA^:
X[9]9DS=?/M516H281?&.FVNWZ6\ZX%,MC^8 #'Y^M%>S$1 'G3C57&ZBG)C91US2,TSAUA1*:$\%GK"(M X':)_Q;:C]G!5LU)/0 K)A;/U!V:&,5]'UL#H<*.1ZHPY]?7 %D +B'GG-$
M;'F8>DD/4RXVJS)R_F(^]84R0FR'CL:&-30X-30+85$U88[.26(V@TRJBF2@ M$Y-"+&L>C2<7W@AYP".;T/! &S1)!V1V@_ M=\P$4H>HM2?V9(M';NFZ[]:F&;AT3DM%$
SR5#PP[26IJ!L0Z[_2)=9OF:O5\^WE5_'-D$:4O@$6(6XFE$G%?-44,.=:BQR/.Z MQ;1"X8Q! E@ZHZD<@&Z8SU@V48NE3_QJR -F;I6 =$(&U$3+_2JOFE-C#D :
M,"%+8I"&Z/K21;5UPPGT!5-JW*W17V'@[00!W-LC\N!YZYO2.! M6R^S/O%IG"8=.9D/SY7Z3N9I'3#M/1)>.H>>9B-D M RZ4EP!Q6X^*GK/9//?^=KV.\EVVO(M7::PDQ--R-
L_3$D.T1&:6Q'-:^=W4 M6EN0]0AJ<^F@M9X38B>8EA1J::&:F,P-[3W5O[7.VS(=C,X.D+-C+ E:6^W M?';R.<6JR-).&J^P?1TPFW8"IZ9[,N'[/%!3'F18FQ6<"BJFB1G(&WB'^Y M'&!4-
FTH"U3T?#K24U=3JD@]9MOJXYW4 \8++]C9F]&")-!*Y#.9PXM"<+\ M/< =K L$F"UL4@*ATGMIKE,0(*:RY]=1C@P=ARN+C2?W(BUQ'[]OR/JEBY.L M*(NKK)PEM!,],
(P1$]_%T],G5T<>^$40[8IXWR/$>B/2'37]A?ZZ$+Y<$TUW MO;G:TV-_G=#-XSM+%U=9&K6_Z>3$+D:I]6G*W>O]O:%PT!UMEA"Z61Z5-#]_MAR9[H]_]F>?
S+Q^C%/4[32)MIB50NG"VF5 '3NRA?NH!-=9^INGLQW3T KD M1QLK,,Z%VWS4U MD,%VRVR;K*-O>=6D^^AYMBT?LSPN=R,=+P$V/E]<0T* YTA6,8NT1]]M\[A8
MQ$!)HR#G1KG:^F=%R;!MK51#U.+^$.KKTW<%R*'@ORR+X"%42BBL2>R 5LE MIS\D:+8RR?K[V^I(I##$ K#!\+>(U1#=[6./#8_OW"4.9Q!FHR_FYKE;+(
M7FZ\83U1MZO4C'B_A-566'OA]C PU=X.)5 4 *8W5U=9 MFG?J =.8LTG<4\'Z@BK_#B[@!I01-E]TM CY,BXZPI@6BIY4#*V)VAI;HSTK
MHT#);)G2)N8Q;EM7ID'(JUBT,7O)H9S9!=-/9#@7_9XK0\>Z)7\18O R0$ MO)ZP)(* (=1U%\3[3,S1IZ.<3CBT8OQ61R>]N%Y7$7$WR%*)8H-4B;B!M15
ME0HO,H>@$^4LLCE+!,M.^2(ES>;S?(L7[XGI^O3MSC%FHKP3W0Q&>;ZCIY>G M*-EB%+$$&.4C1@\1:3?'J'CN0+0HG^)7M(XE7$EX@XG6_9/6+YF&?;U2,-
MMJI:TBWM)MJQL,%EEJ,5%P0MB22?ARU+NS\O!T]%YL]Y]Z:KQ9MH1]HGU4IV MW6J RO4VF$XW7"Q4GULZ9#X/Z!5131JD;\4L.SXG*'5/0V^]ZCSE[@Z79<+B
M^DZ(0/&'"="S]#X]QC=1O(!P,%O3ISQ4Q?-N-U1FZ $3_<4+IL@%?5Q*M8L9 M,U0TW#X/MM\S&?Z'1LWG+H2-[N?T[H0N\'\6I-M-'L_Q#2:<"9T5AO3,7@?'
MG33G\Y98_0,EAS:4'MHT'(.:8O/Q"Q5M,X6N;\"T='U)[,K)8Y2O-#3:MJ!? M+[5(.,ZZAOTB14,0*@4>:Z@O[3J/5W$:)1=%L<6G<<%>.=X2,:&-4=T!Q;0' M6E1=$#$?X;\;
<#1";2C&'DPEGU+RC3[&F\MX'9?R+4VG"2*&C"U96=W_\Z!G M3&@H8E6 8PZAA2:6X1;34<9)S$)2]+S==X>(B/?_^>GF*_B)O9RXC*,'T]3<
M04IJMAMTK[F(ETN<8[K=?,#E)XQ3LE.D>93(5C'FX2!E](SP,[VNO.C5 T[Q M,BY?\YT(^>UFE8*3_&Q14NP7DGQ\^H,1<;3H1\ MAS65YN.)>_X"W^I0C.Y -5]SX?YZ0*VE)AB:
[,G(!TQW 0MR0KK>EL0RI@LB M*;2I[YD+@2J]"1LO&!&^+^*WEUE+)^Q:K#'00Z7I3HYW0T8DHX?TZB,O6$*. M'?__>_Q<'B?9_&?P!,&:<4<-)U.;MR*XBI2#$NE(9^-
D@W]V2+4EF_O.Y+S^:\<^VE"ZLF<%'"'&S;I\+U_-;<$*F1_QOY^ MO3S?IHOBG(R+O?Y.V6^CI$KLJ7"&<^C?.)RFZ<8=(.V2QA;N"KO9UYU"GJ4/QS#X143 M,$S_$WZ?
E5'"7H/RY9*%P,N_H",4+0EB4,22+##?,U$#O97@/]#??Z*FHF#; MB$6]PZ"GL>;X=$3[]/X4T?]9!Z>P!5YLY_R)6WOVY(3G]$*$+(6?HGQ1*%/
MZ(P1H7ACR=9*#YIHB@UXVM3M.2CBP7H1C/%2,9"I\7R%Q!^Q= M]/2TN]P\;;-^]D--\8^MN380LXNB.FCH*2#6DC1& XF'1ZH]\W'"8,O MTSZUV?PP(9]ZWH5CO%]<^-$][,3#
SF_9*__N,]V!";QZ9G-B&*]XP/$_9XL%46=O3YHI0^\+//]\ ME3U]0?KQ]'ORCS;87DS-0RBUD#&4-H^W0[1AZ%H#TNFG&('YK?(%K7AW'Z? MDLTQ.=.S9&G\$,+^_^"1V7F6+W%
(_UC]MWJ25_E-N_F\CE!# M.&BIK@$3TM6ONPGVBH<;(ES.1;S%;9:T-5).U<9!=%^ M=]3V#UL;1FN((E4:S(W/A!T,88]9LL!YP2.@;C&-
A<'L#W<;E,CM>OK'.*GU'71]%WB59W8]E6>$>6 M@2RDO50,1:03K=%[?L/'!9D]D-U_-(?=Q*P5^K%N%SBE9$]FT4R+1N4Q/2W+ MR%DM]<5]-N,>G^-]"P\[C'@FS[HC/2)775';-
]"^3G=H(FWH38>/I8-N/L_2 MD@;+KJ,DJ46],&;(M:V44$0Z ."[V^LP;%YM?(G9$N0K7'.(LSIY=!CO"D4
MKJ&J"^KU03_R7J$..QH#$N%=.7ZONZ2FTF15|**XX4;9NFB>A#068;8$S#E ME7NW?&=-%55D>7IB3AAU*%>OY! ECACUJ13R-)\7X89K\#O[_4;/HIS>9!=D
M6|\.8Z=OLI4<;>OF])###[1'J.H2 &O&-.!"U!K#OSHI-FC-+E LJ(XZ=ZB@INU M-AT*Z8)Z?4(7#H!'(IR?*<;N/:U(&9&MRZ+^8N4?1MT:-29](IL&\3!$\R\; ML,^MPFQ-
B__^6L7"T"#^^@G%38[7\79-1?]]. :BZ4CW!.R95MT7O:IZOP[K M_E*.3GB0U)L2O[;]#]=QEE]E)7R2Y$T0:Q/X.^A(*]PW]0_&L]41NZ([_OGC
M7=ND.L3.J'$\C^*8\S"QW#1/#T";PM$F?JZM3T> M=N+K BX &:(B(!]TU1'B"%Q)4#U8(@*DG8_?;8\RP$EQ_E>CW/X9R<'X[I_M6;_E2R3O@HX/$J(?K)1!S ,X'K&Y4 S?
IRY^P/"]D1PB9D]D [7"5ULJQO62 MWW%UHNHD).(YI)V:"*]H($Z&%>OD%XH=2D>(T0]IDAH-6Z1$BWGS6\&I2I20 M9TOZNH7&3-+I&"+ MFD]W!'>M]'K.T[HD)0R;ZDP_KP*^A-
P\>+Z+(=TO.]N7N:OOP$YZ7]]EU/GN* MXHIZ'\^SO)\ M3;#'PFTP(-%31%5).DE%3EH-%39.ZR]3+%'G26-$0\=!V$[M*>+@B&%3;%^"D5VK=7S*L[2.KJE%^4'644I@=XL7F.]B]V]-
'26C_7_=?5MS MW#B2[E_!TPD[HCJB>\[3B?,DZ^+C7;5*8-J@]E,39$]DA6;(UOWZ1 MN) @F;B0596@]Z&C98D D0D"2.3E^XX;"W5H=NY 7<#(,FQKQSH@!B*VZ*S8 MY,
(&Z(!;:GO9M"]BW9N6$F(R;!<9Q,T9!]N):B%6$K]IL8OF=+. M"T]&K9Q(=!"'2V YWY5%:8XW!9P1 *%0&Z7=C&F^G ^ZY<>4T^,7RKFK!=1 M>CW2=:O[]\(*+7?-#[^#AO4-26F ?
L.=KANLC)6^-]'UO@R.+$Q";'Y":AC MZ1GGGZO2G9PT-]O\D0L3G9ND\T.5[(0Z5C&H>_ H)5."]0O\W*&*_=RP;Y< M5!ZW*]# MSA,'[XY0RT2W59R6"6^*-C6TY>]$,?L&Y-
CZ<7'#$_NKO.XDGD9$%FQZG"(3 MJMWDK8HM^C%7"!P0!<+:&]8M#CQ4'*@?8^:YE& N@R&C$=J12*3I6W,S MTDS>*:#3_9E5_\4;>;RM ?]+;)97Y\TT;)-Y)3]@>K^Q($)/R^*
<$]I("3)BM:)1K2[B?,DI7!NO\J*.C&G*(B6WDPG5 M%D4(F,F%]$3"/3#1H>TKKT(B7&+_#3=/7H6E/UCTNM L M1;
<:CO<"]_1)7&CCNY+>\1_R3T["P9C;N^A$/;'LNWLKZ^2+^T!+A$D\;H!2 M;++,TSJBG-UP2VO([5Z_0$4V5, MM:X>WW:-9I.ZJ'TG]4BX4TP:F",'M'7VK7=,]<(-
H8CQS8#7#K*ZZ6/^2>6L47[EKH^>LG3G@]0 M91$C!;EE9,ZG2-6,6C4=2XBA2/U+YOW'D&7 M>3H*Y5IM6^=L6CC$@&3AP*U3';27OHOM-E<\&<";_*6XS%[S)ML[SY'V<0;/ M
S6B;I'\/,$%08\5G\R)@'@,!58H_-05FYD6:!%-FCEP2H/N4W[1B?&0Q;'% M%1D2<"0I\;U3NZEOB(,TU!%BCYT;5FY^\C4.=*KPT@S,4'YL F*5 KM@M&)
M>N+FQ_.GXB'[J;^>3XH\UHVXJ'(4=3OI9;XVQ+.Z[Z(M9A+[*NF!9;G(KJQ>I+?ST[O^XZ2\$MV&M3TRJ\N5#.KJ)WR))VDS3R8IQ9^5 M,D._=%7R.,$9ZCE6I1T/)?
O$F7DX71W\;/(V8FR(GB-4C4B,)]_WZI4I!WI? M6A+P#)5@,SQ;L]24%XI_8.L)7@P RK[7?'?8W^8[9XJEZ9.%D*9&:&^];P:= MIW96'*,8U*MTM*+IC/.;["7?OZ]WE]?
K/_S)NLV*M>NKET>3%,O#(P^V&,+R$T:\>_3F_L^]SP2? M^FM'!C[ZW)W"):R=^#VV>.+W9.RKPQ&/](]+1.OL- C7 +1"YM_PW4;@L MLMS7*S*-]NN]^<_Q2'^F(DKY\X"]T&B;=
M47P2H8&2H :H=_;6/V"ER;164S&Z.I@_1?E,K"Y7;3%NXA-@IKP!Y\HI]5"1GTF'8)35; 9%^S6XND!:"O%=_DE:],"@"V;Z@.28#] -
MRXN/K.V)=5TEMB3B9<;F:ZK&*&>SOV[K]0Z6CRNK163'S7/WFUR6M?UI*=A*Y*NG5;UC9.&3T,2H;-5*0ZZ",R M"G(%Z,$T^ I8&J:LQ[YN_>$-U'3=K%C;4:_JR9%\EBR$$R^X*
[(S5774"8/Z M*O50ZKCU9!@;TP/<174?0Q2;U9)@;.(E1I?H1'V1X27>5_PUR\V&7CNQJC!/ M@V[;U5?I"EUOH2Y]I6Z$A"-+)EXMQ,@S] -0[??2G0^8ML+]@L^]]C-\!%RL M
8Z/Q<#X>65WNOGFJ)!XBU64,<+H^LI!.<*&E@.]*PMQ;3]L))"9_C[_Y-D> MF+.N(<,% @:^C?=ZM^,;>1_1'#M@O@)G,>N_2)9S=Z_J#%OY-K4UV^]; 315 MXFKC8W6&?
2^GF0=2^LBG!0GU^'HY#_3+!&ZL6!\-_ORA[P/:K9);&#.W$/Y6<@> M&'3!VCZPK^'WI,9=M*RC>9ZH)5HSKU>TIS)R0LE@_8)%G9,TRK=+7]]H"X-M MV0')2=U,=BF_#]J@AV4P
C%(DVS2'SF>6H))US=R)_$.WU=Y6:EDA6X3/1.O ML/]=E#$K[T@<\0'91MCJ"$Y/C@KU;V[SK.N^8*0<2;-=L]K&JV?Q'>QB)1BUV5L*4G% ;%B[V*. MU&+"BL]-
=0#S7=_P>6VQVV&79-W \IQ ;MOE0G B7=)@TQ$0G3J4A*G1#M$Q=,Z(C5$RHBA":^@HS* M+?OQJ=AZ4T>8;@GUIOX075!^2E^>(]2K04.[OV8-O\J!E \R!=P0T/&1=@.V M.GS.?
LLHOKZ@ 'M(0Q/BZG'*)MXB8335:UG)$7YKQ) N82]]\MRZ\1^TIME MKZU8K]":258]V0.#+E*Y#B(EQ+?0"*40;Z:F>OG+B[BC57![-G0W?T'FIT,1 MZIX?\@0E!!#J"X&M()^X9
F$UT*D\B7??"G^<:C>K_(ZJQM>W999O:I\PXB)%O%%R.5PHIN--&$9+6$.Y3AXG7*:!"FC(% M>WCT))@(;/@CQ;MEI,NH+>M&V3.O^SQ L K/ZC($^?00NX4\5Q89^TC';@'3 MU0]V-
;Y](A=LV_?516.D3\D+!!'9L-,@4B'4B2S9MO.2;B1Y2RT,/IZ_>"G M/T/9/,^Z!HMCBXX2$)NN"9HA759Z. /_:" NIMW[8Y?Q8H)C?KG0]12A"5IB MKMX"'R"D&F8DN"[=\VKCX^P:;H
C[%G3F;R$KICN+_D43I0_O$G&ZI R>?,Y MJY[XM^SM[?WV]M)O/JMGF7R8M4^GS<=$AC\R(-PR4NYTUU4%I/!B-6_@ AN, M',CG6=? "2F08&FX9,&6@%_N9+DQ
4.YGQ"#)+:F43PF@R-L[)"5] CY=*CS M MS>4(182VHWQ3XAL7%YW>BBTG4%_P<[Y.X 0UWO8C@A3._,ZG[%U N8>8,A M/A=KR;Q#V-
WR+9*X2+XG];2>1D_8AW#*&2#]=!Q4@/YE.R!!_*TC05S,"O;* MA_#[?(-$*=?_]SL#Y"% M)XXWL4+%,@37HGSX&Z_>Q$/L6[E/7@ VE!6;'5P?1V0?=^6B5G%L_5"N'Z'
M#_0$[])JV&/A/=(7%L<*BN=]3%$2+=QU5C\;XHDOA3@&A&6RWHW *HS1XBT8;*DX MQ"&O>H*#!(/Y,-VE7:\394>3%^:HC_2.^_*Z+]\YMU"!_ 9;<.-5G:#66XI[MKTL^].+K5P8]=.
[C$(3"TO2G]^X1/1$7/[)JVR&HB8O B\%Y>A5W>;Y]X-6+ M/1(R-M6.S/[!\EL-[);T/1@(8RP54# M9K58S!7:*0VV8@*BD^["'@(Z.SM7%WO<\9_-PP^^?^-_ED7S7+O<\EZJ/VNW
MM%^A8;@'*;0I)O,XG6 S?@HMDV5O@+'>6>;:6()GMC77=IC.*9LH]VV+GJHYA?R%P4PVC$75F\OBZ+@N_OLA=G M_J9^EK4/,W@Z88H[-GA[!OP"IB#Z'M-8& 9R\8GDL
O*QZ1%Y&<)D5$?'3KH M<3W:Y.RF4QTDTF;KB]Y000A 76@)N<1BB4MS.IO]1- W$?TN(NDZHL0$)N^ M:+W0@DNT>-V?L[R -.)UT?U.UR#C'CSSD%AHHBG[
(T_,G&RV7^RZ[&3N.\" MXN%^NRB=$":'Z&RDSUG#?V3O-YP[<]M-*I9^E,&SR;)*Q\,>V0TNR8@7@;- M[]C211EO>ZU*"1C9(W595OTBO@X":B'/3P1?
B[@\BNN"6(BJ4@B6IRX=4AEZ MFW=#+:F&+?^U5T*T$$5B$:]W#]E/9ZJ)U1 RC+;ZT?)=O &M%I5Z#'0TIUSFO@_:IU9IUS9EI[TH,3"K MB)(3O65,T!#MW-D4I;ZROJ27 Q\I:U^
9&RZ+E*77B"CV'[B!=_E38W#ID.^ MT FX"2"4]/P)*L%W0$5JMWE// M^1&*F>!GCMIMO(G+6)*(*;-:R(;-;+B51+2 : MOOXBM$&]]_(G^#B^\E?P >H+(<:+A 51>DW%%?[P M-V/0?
#XTLQ&]*L&0E=OAXB:5!/XX3$9NVB?JA7G4M MK:XGE>8!9B6\!@TSL3C8O'E*X,62\[R<-3E="^@*G:M,XDF_*R4C.]\.;"V- MDJ=X:M[C9KWM:VS&&OA W9]_UE-,^QP]8/,^7Y^T;"
(.&/#O-=\=]K?YSIFN M%$!$5QTPZ&&AR.B=B-C\16O&]@7-(;QO41M[$(1]D,*9I/>3NB9+>9PW/E?E MGCE@UCL6BW^),,M1IR@<-_UM&L,1JEP"C^RX;N'3L&Y!4XM;EWU8BS]?
C5@4.EQ\./TN6-5-VLF ^G4%R^'[F$U-"%(Z*_Q';Z1.FQG6N6 BFM M<\0M$,H@\^:.=2E@*X=S)>7IY9$6F[V@1M[=/[Y3ZK'7'FX.& =D&8 MO^L?2<2NK^[L8I>7#1=E-
NF!]G'G0J@Q,[Q1+AP*TK;1FX(+.U.49VVP<-@ M57W;;(PQ6R-3 TA1BF8\&-PI3%,J%OQ9'@$"U@6E>X16'-OBPK M61D?4V@IGU;( ]@XC^+_ILK8?FV&$YG#':TZ,GM6'656"-
&VX5" MU("[J <"ZB^'S6#<%I!7ZGU\,5-XTDC*>;XONH#P?[W?Y$56;/)L#X;E?I_ M"4,_D"(F6K&V&;/;I68U\LLS=E)%B$^YS=WPK?@N]FT@65OWNL0' %_RXB"V
M8KTGB_+"=NF>K+#\8:D_8/N[J/$8-4]LJ[+U!O%="5@*WJN*FEY7F"SL!AG M)GB@U-%@M5TDN%N!K,4#;5D7G0"V:S<@N#^__\HI.#40>K)+_R MFE=O,K%!
(HYD^WK,\'2">E;S'H4#HM^TP@BR4B.!G$9E4>Z0HZ9C:O#0PB!0 M6WVW6YRI2-7W)M(=R3,01XC1L@="P/J)$"A"PWDVN)'IOW"O@^Z4F8W64)";O!G. M(CR 1%H_Z?
U\SH03IHG<<4GD;6]:+E,-+_!H$>;!"H4*:SONLJ?Q+U^ M+Q,2;*Y"%Y*,1/ UK51.1Y\:,ZG"O2*-U!^A@&74\:L,&GG7.P8,5G:0-/<[M*-Z$C)F14I+1-+HAG2.I&URT/SN11?UR7HI
ISGUH],-D%RZ /)CMANI%^:8GMX@@L"KA(A0I/K&Y8!(PQCD:\4" /6WYL [>OXQZ$JB B%$"FQ&O (GAD#M"L[$-W&95=7[KJS 353W()@FA86LXCWP MT/1Z%9?4/F+5PF) D?
J(BOE,TBUU@JP+42(RCAL W%@JME6LV/@E=XK*:+G< M#E4AJ];%L&[RG[)^/4!B:%K(F3-M%@)GY18'O00%A*>'2T*I-Y=R/.O)XS=SDY90XYPI[: MI"6*73WTR'("TZA+@IF.
[H>8IVN8PZ8ACUW;\ICXK(V5%-]$I:B+"KI$K.'BZEY+ YI0<\ /7="YO,(7'B1F<\1 J*[6:Q>Z.CB M95%8ENLH]<,S5X'JF[(*N8I5]9QH:D+WHK$.WT-1_0) 3<*RC3S(L>]@SK$@
MJF!:7@%S9\.^7X+M]27UZI\DQ]2P+UF6C"[M">)=2[^W<)@*RHD>NHR%R@158M\OR]_9(4/0P)5;3-6=L^+55S4+RHR(-+ M*Z27.X,P(;;BQ[S(?#Z^/]SK2"-]6IU$^4.3+*QX>?
&E-E5?I(SV]!_OKBRV M7/(ZBPNI+FSRIJ_&NT5[77?59;+WL6]T.:Y1ITHFN$<#:B7,A7GH.1LLWU'H MIO,P2(FQ76_I;SE!L4:7G$A%D.ZPSHCD!-^!-Y ; =VWI"!NI$=ANMH28(@Y
MRO2#UHT/WB Y7I)7-)]EX]4&.?NY@IL#ET<07D_!5(OA[P_R/G"9O>;B*I/_ M2V4BRX?LC!E%NPED+8O"4;)EQL^QH4[(DH[!^W0CK-SZ1HQ88Y?8T$Q1+CG9 M 8,>6-N%I?
TE)'3&RHFZY^(51'FOCL4\=TW=-+3XM+&'2%'1N,0D-=%6UW28 MUJCK34:9M0MM&FU7$#9:];]*9>]*&].=JQU_>/*=R)%8F:7>>8]\Z(GL. $'9F!Q!:T 44
M'D3)B"WJ"HT0(]WO.F0.?YA M#-8C).4.\;DLMS_R_=[F6BBV]QIPZ6(CH3S@2ANFLC!=K7J,%>!TT9^?-/QT M0@Y&9)%DT[E+"[3Y]5VM+SC^,'S?3WQ75AU)+Z^O?
PK3O:RV>9%5[[(FXT[H2;04 M+]M#%HAV\[K=WE9=-0-UXH#*[%&^V0I6 &Q1_UVM>WP!0=ZS*-$=#S[CG!%O MY:W34L=MG =SY\(U3Z:\8XV&C_O2Q\3\]%XN5&O)&6# M#
(_'Y;DR3>$D[S@03&L<23<)_$S\+/2L " M,G!P$<9Y-SY126-=$$<5]C;\#VSNMVP/-Z2+1B(]B&/ RX8CH\QP'9$_6.U7 M+&N8Z6+(2Y,"UR1&2FR=3% /'9G+X?
5U+Q=OMN]B&O5Z9V+B7PIA3;UDP[6, MPP!V?5EY435X[-L< F9UN(2D@3D*&/OW9VN1\ 2S0"?C+Z%6HYA+:!J<(8]< MZ#H,*X*46;CF0EK8&:[X&]^7TE6A-W,%G.*F"E%-Y;9I-
>YR@2-09I+PB 1% MQN8M6E/VH3>+2WY04&FMWD_O^H]S.>:G=$UW"LP:7T2@=EQW:V__G][;!]*; M6\=-/\9A/U65Q.
2$C1:@4E+Z&%Q7Y2_\^8;=>3UL@W)P=R5[PF[_[X)0N@XBX7\=OW3I#JO M\[T\NC]G=?<_.(A!T6TOTNYMKRJ06-H85VF+!:8RN1E/;\0&&R?2-B$A%5 M>_#$)NO>"6/UX0??
O_$_RZ)Y=C*23\MQ7K'_$$8D6Q<\K;-MKA:P&3Y.H]3H M?UWL_*&\V&[E_I#M86Z^%+KXPUL@:74@2>C;+A1LB-B4=2]#FH]$ZS5:8&QJ M)VJ+O-C\L>D@(;[R+7^16=57O-Y4N?
S1O%_? M<".U0F9K7I4;.98'T;-S0O0S#!Y*<@T;CG1H-8ZE6"PT],G0H'\9\&>?Y1&M ML 2L$2XVI8Z79[VS'(;?(//2:SW&T$]9M$;BJF#[6+O^4Q];QVD'CQ,>KV_* MK,JK%@C4PB*?
6W4\ '6/K4).N.ACQ/:M^GBU3:Q[&=?@M-[[,R4C^-Y$ZJCP M#,3AC;6JO3KO_W+(>R/F$"^[PN6GQ7NIX*)UQ=7_OQ0Z/[CNB,\]68"R#?M@
M6G^$>XOI@'4])*]J#PN)S5.\$0!5_F^XB_YX:56Z W>*H2V-_;![N^CS(4V7:I ;_]'*)6,Q]R*ISR4:AAEY4WUZ462V$/)3*M!=@]Y"- MRCC. M%Q)
[KE$CEJ^;R/Y4]@S^$EI3!AV#RXH!;Y$-M;20E$G_; V=0@YQ"59]737_ M>2>VD.>+%W'GVF3^:CSY)-./IL7DQ =N*]@G&FT:3U,=-HV\V*H$;.?IUGM6
MYYK724T,;/2.%!R'E*E8$2H59@'09(&S(RG F G35):UC$^ PF? MV$<-/D"?)$H\"FT+4Q">U)B[/=HF 3$!*8R&Y+H%G K=BOT0 MK\40KE*'\$^O2NS[.=>$68M_D@<5.1U&T+\G\J-
Z7T6\;GQC<5Q&,+.D=L2& M%V)2H"#.T2I8 DHHO@5]-P MQ)_%@TUM6-3^QO.G9W%=NG@3-ZHG+O]X)41MM]PS,NNUW'EJ2!UWWHJ983$] M+O4(@Y&Q[E!-
#4Y%.Q/QINV9/P:B8P?"+M<'*%#RQY+4,QB>(W48R1[M,(T MEB1!,>:<+Z6=?'F-59\-7/_U?;7$B ,P?R"X^*,6T6WYIDUC!4S V'=2.3) ME=JN(-#V2;>#J9-,Y1'OBE.4?
0\IO5!1Z]\1NE.L;::KB57#9/D??GE&WNT8 M\:=>8@8UY(J[7(;>1K3FAP82":S$(=04"0RP5&O(D1V.LV(([+5/=,!8#' M2.?]%6C&KB8*^
MLQLESCEW"H.I/B@[:7:0KGA_*'7D[UNY:WYXD&U, UE.KIHPTR;Q5^^4!]D/BDHNF[!H@'3T])=S7P"9V#DA*]WX[=]\' M?R AX0U27-+%R?2:[?W;4?
O8T"U!^Y%C0QY=S%"1*+>8+L$/($\O#V+/&:?DH09L]./(@5M&VAM6FT[5I1(!8P["(W5\ M0I9FX$EJ8<7+BVVL4[65 IZI11<3/YC?:3,1$..K-PX^28!2.&3[V@LMB<*S MP<_M'UID?
=.U]-N:SH>(DTN ;(O7"O8!'*UDHC@?A+LN*IY=EENWC2-#>^(A M!D^E"^?98QW&\,9R$"< M#21K83QU8(DRX>B/:)!=JX\>"J7L)CV42I2P^#$U25.4-T-# 27Y2A5.T*2K
M7\N<53/H@;5=^"]UY/> 6#E'5X-I"J+CQ)$UZM\.C_\0%O!#>?US\PQNH "F ME7X>KN.F1<*K&2["^'+F$Y4T:JQPS?\]+[8A(F5X\K>\^ V>18B04T7KA\/'
MP_2XD"DNPNN=F6VXV*T+&=/H$Q3V Q["RN__PGK2?V.6B4;Z9>J^7!8F_C.B M?!R%B.":-?AEOP5*HYW25CF#@MU7]#/,8PI6$(D8$8O<9 W5"-_REHR5 U4
M(FP>@PJ@M#S'^*WW%7\5^];@[B^^(GG7]S,E.>!N=9=M1!*6N.Q-NUY2[^;S ME.!(>IBM3]IBCJ_\)+CXWS:::.FZ'*$M+ AN82B^PUZ) MUQR=@?*J\]M5B0%&%V/
[W%;Q;1G%ZK6PG@_UWT.GC[@?P++)4Y.Q(B9HJ"Y M\#H2:T,"Q.[DNG\N]UOQ(K@^NG ^C\;9B7LG;7U#S)!<5::F+;A$[-;_*WLM MZ__+5"=8?GV24V'"?/=/A5@-
)>"#G1;/OMCORQ^94-5-65V5A\=F=]@;0I/X M7() *H&=2;#"N&#$+\TXV*ZLV*7H)5?I7TD/FM/K]'29".&92U&9)@8C-FO1 M\W,F:Q;ED@A6I\&
<=\VD.U4V3&LU>F7"W=]!)1!N"!*&;KW3WP38KM+W%NF" M5/A_8B:Z]E$EM"G U*($Q29LBHIHG<8>% ($?P"(GV_$LZ[)5+W]A@,^6$GR M=M>:3AJZ3;L,YZD"F^YCE$I9;GULA
.#!#U5."IUSORI@TPG4/;2RG3J8\#7 MKG_R:I/77":5'%.P4Y\0A<\,:I3-L\@"GM/I'[U\4$_+?U)N>%\JQ)FZOH M]NUZUZ\U5]1PFN5#_L9=YZIZ8SN97]3[Z-F6(>O^?9TI^]7B="S-
21^DB#/ MF%@<,_#C:-=31FO"!.M>D8FSMLKBZ8%7+W=E W@>[S[2:_D,TP\ILI+TL ^8 M &AVEE-06I;E'@_P\'KNK!ZV,2K%(3\"LTQ\5_!+A4U'C!XF\]GUUU<;OCA3
M3,OU%G(0$708CLB5WCZ[-9RR"("LS;>0'&929>S#*C#!;7BSV(G;^ML(:1S MQYOU3FSRKD6MD@YZC5N(+FC_49':B.4N.DEZM,5(B4U3O';24ZW$\(^AO&-?
MBJTXO)T>U[,PRKEIY+K1.-S@J8*0M6CH1#JF4^9]'UUX'!9OMCM9 *0.\<- MR^\6C95WH6N>-D 2E,YQ4L2HA-;HON,_K%A<51;BQXUR:DX*7D+>8=<1Z_>T
MU##F5.&Q69VGP-XDSP'SAZ.L+. M8+*B=[B9V/U3>B;-8Y\SP@AH_JXW^!=R MI]==+@F(?\;L([C[4_7X2W!?]=2/KGY;X8<\/&>%#L;DQ-)Y M>=9
=>IO(X;:A>]LT4[GREIBJ(YDWF9%\0B_*$+_LNOBXW A;F<9>%-VX!9+1(FF;N$&!T] M?FF)+][7605%>O4]K\RZSS?.^@W],"1,J%U])?EZ-VGQV# 1L(_>(RMU*HVV
M/LI9K#\2/V@2,)$W#P_.5P_SD@>N*"5>T2E4AQZ0)Y\:RNO!G1C1L[A6-W]R MR (NFF_O=<-?:K&[6W\R>SRVM[:/,=,%TWW TU\@4YLB^Z1M JT!H+&18>B$*L22CZ$-)!_>L7?
M^+Y\!7-?[V\>_@'92/K!K6;F%$EZ9'@EPJ8@0@6$6T)[:[KCS16O\K<,2FCE M8C/?RKNBR^3;-3C/#Q54#,L:@^]%^0@5/' L?2E>#Y!D;->??L[R FXR8N?;
M'[9PT!DCR9G2W]ZP532L&Y&R)L3-R SJ(S/# ERB=F#29!1&ASTVI@8WJ@.& M\9F[EADC9.R:4:;TFZ:9%^Q[3?F%$*)Z6YCT,MU0C/C[:UET=;DQ4/S,-&70
MUJI93@GT%Q)L9,%$JH*V?G>N:^FNU#ZDD8_)\BF=T0DIWO^;&@#BC^PY'Y=> M 7"4AD_J+IPPI\053E#)'ZB[&?Q=Q:Z\:**2:C)4X^1X*H8?-%'%TUQ=89_2
M\;HGV<*QR>:'QLT6((MW9,<"KN5 E.^5V#:M)3^4(:9,^(@5:5T'D[+T70@B45]FLLTEDV\I.$I"^LI M'>+\]R)33F-@,:MEPLQ]Q5_RP\N42;1Z8:8;]D%W]#$Y;>D$D<.S&:&Q5.01

M,)5/__H\/583"Y*VU,#,'+WX C'S]9SPG+2*(*'&I39ED7 UO^$9W'[F.4S(MWKJR4@FVICM,C%@T4?SPRH_6(:5%"A8QY!Z7FVSOR!:;PGRF;@DR>1QZQ!+Q MVF*Z$"!
[(I_$3(V@2_XH[1+'20Q2U@W?BG'L>V-'*PF]D&:Z%W-Q,+^(U0(+_M*R=)C]_SR:HC1B)$T5<5]8?ZQ3_JQ_']+=_,PZE571D^6(E#9KI+>XA/DAQ? MP]-U1YDA<9.]Y/MW<99Y
M+W>T,X'H<=>$=6V4ZV)\6./1'@ /Z" 7R*#' 7M^5R5]3DC,1YL)OG]Q&C> MI]?E26,NH2DC#-7>E9(OYR8O,G%'*YXN@)G)R4/VNQO@0/$9L;8CB@,Q=$53.9]OQ=##6ZK
MU^5.U[# LKV-]P=GK:?@U!;_MZD22X;BQ*<-EHP9O*'>-^ RX51H:0"K7#7]%L0AR3)K5YY(&73)^T8D3[G02 MB0R6\,NR;NI@$]WA99!/#Q.?4Z;2]
(7P)LU@\A*&]]X:\4W*NL27%86"$;0 M\6RW59X^&W%D"1&\&.E&E]MXE=!><4FO M0KR1@0@HF]KR[:?W[S6$!+NH;AO)=>.(-BKN;?H ;^\#="."LN(]V-+SM*O'I
M'2\S>M^:J#$R7!VT@/PITQB2X6M.$_G(%(84NZ*#BET,7'OZAXWTH>A\K4MA M_^>-W$Q*L.I?#]YL[GA^^]]+.M[B[GVL]+5L(0NS2(_7G/8XC_5?/2O 7/" MNB-"9#^G4F1$-
[;7!,';\7 ML]6(44&\3-[5O.F;IM6*R7:R!*%M.=V7[YQ_ MY7MQ*MB?2\ V-PU_]U3+?LQI ;E60X5-!01] 3TPY M9*?U2.@DF30PQ_&]^F!M)S*TS-N5_\Y,/PLX6&=-
;9<<,%E;E(B<\3AXSQS/&X7TS^S7P!1//T*>1.;+UFQP6F]ZA_72< I4RG,X>(Y MX6106-P JG,A7KF5:"+[,E-*;@?8O\4HIO>:+3V)#A$Z=;B)$Y @+#+&YF^ M +!/LJSWB8O['Z\!Z&%?
ESAF9@"I[V:UOZ8-#;'T6'UH4#'[%Y8UPUFEJ2 M&IOS*?2PQ2;K+!T$S&565>_@#//B* $[ZF\ >R#3DL;E;TL =>)@)XLKG\ M.
M;)+IW.K[[%T\M]=7CO?C7M=].LDF3#*Z;LAT2V8U334O47*-K*TX11!;6$/8 MCS=>0(IN9-Y3'RI%M443H-(OF+%D$:O&I0[B8@ HZ__*7P\ F%]+_L6OPN*]
M^E7^_JPFB8=@]2&/)MW+$"!AE#Z?"@PA3F8T66*]RHB)QGV7+IWN5%\=^'_P MK+H1;W;MCZ]?U?">NNHNJBOP@SQR67&V8M ?@PZ3DI1/%!Z;WWD*)#SO9#Z: MA
1O/=7<>^?*3\65X![_Z#CS2$FCZPXV]5+,> 4I@%O^\]^Y$S%8 M0\7JIR5#\$FGD]R:W>.?GCS\XA(:4QW@,%R?_5GWED S.KT&6?=I>&C&(N M[3 >68ES'F_*BN=/A7++;]X?
]JRHQ55*UO$46_G/O,(>(YER=8?,],CL+]5A M8'>Z4.;D8W4I$37WSS-3"2Q]P <%+]CX M@0Q+O-8C)/IX@/)G^<*:80 M?
A_Q4@X.R!$\\"8"+2:1(7IZHQ*"QME::4O10WDG[OIS&2A8S"SYI<.]GV%] MT#)3Z^^D>>_@'"_%>9UO-9+!0_F)@VO+M4E++_6%7D3BWM]UPWK]L(>2?5)>
MLL0TUK$2CWPQT]5%"?UZ6S[EFW\>Q*7Z@6^>BW)?/KT+T]IO0N@:L:Z5L(=_M L+FP+GPA"NTVA%3\H$#D9*]R5%=C'M:'CC-H,#:4U_*P!Z7]=
M258NV=UB=L88V0-;9;SZ?B7P65UA#:F4W96(]&!>5<#]#[B\CI1XCLNK8Z;(M]Y,^#U##Q1L:*,"1$//>S%(\8?LR8E0@O E]4YD&8]&Y]^RK],%D6[XY W' MF^WW?
9.T&/LFG22V]"R7'2;/@>D;#9"6J 6;?5;7^2[?](UX^X]#+?/;(K)BAHU7 M\DC,*I,VWG6VM'C*5 W@5_PY6]2.%'_E3SG<:(OF+GL)<8IV#S-X.F%],#9X
M/$Z,"4AL#=QFCV4EDVYDAEN(@P*>UAE)*L%O1#V1)%$%%0)-1_&(.Q7NN$MA M$EW!@EGO9%'WOOSA]((]VGW]?14UPH]G+*Y.6--$H@K*6G]HA3KB4K%T!29R
MQ,3ETP"ICW2 X*IN&.N=XA2RXF8AK^D(M%?U!%.F^NI'+]_R_0&>1IVI*69Q MJAZPF9VGRT4@-%P^PVWT2S'R>T .I3KA#6#_\0@-ZF4 FH>5MK=O["@01A@- MRP%HF*
X]),YU70D]09 2#3GU?' _?(GOA%S$@G50.%XT%O'?05@? M[SUBUV/7+LL:0Z?(VC<,VR"(*LM9K_/T-F'I'C,Q21+-^]D!%CK M*R(14 E M^(6:D"'14P.I0=9^%A/\<]8"#"OH4]]%2 ==6
>T>_#G+'"\@17$M#N0]?\I4 M87;+D7#'@3>]R7XZ_:>BO0&Q*'],9W8]!@2,A.]SZ&GE(LH5EK4M3D]4\MA MGI5_'(./.[..SHPAG7+NIRL)O^+.4W6][''IE6TN]DTF!<-DB.0H\)D943-L2
MF-+R4"DL?_+FN=3XA=(;\]/@5?VQ@Q0A&4. M8A2_J6$@]&&!XH=?*H%D@KI/FE,R>9II^/4@G%,$FE"QT$"31P&41_08+C#(HX:)BXF5=HM#CH) >&)?:T/%<_$ M#?
A=VLT2TN!B(Q9O!6N_;I1QX)H5TU9EC6CHAQ4S':PD68,VI%)>.V)DQ*8] M7C>S$8Q'VVBWR:]=5"-O3T-7G-$M(;K!]-&Y0K?0$1L<]98UH,]ZT]L2B!?G M3W@'9#Q/?01FHAK>X?
55%0]D5@IO>F;U MB#-@TT_S'"6,9W]^*DD-*WG35Y?^ !]RHN@U#HXQ2TF:BL?1\%%7OD-(ZGB=_M2O;5X1^O4ZG-
@&Y9"I;@4<(DP+WT+DE]_7CB!EXW^>828H[5NS^)UCPLW7C_ M)BX'I3:70!#CC-H4OCQ,%-25YY:9V#K)4FS !N-77/W_2R&_@RZLUAG3'I>0 M,;.H^F$X^@C-<[416P+'K*?
D"B9;9$=V:IC+B8)?.COW*)E'5W6)FHP9"A^9NSRG(>9*CH\)>!#!5C M1;VVLQ1.\GIT0W2O;_RERPOS!\A"O"'\Y(^G-Q1]GW;F68V&63=)D_-'\N.
MWO!GZ8\8S;EE,8/07%DHY"M'5N@#5'4'T_M:,CBH?VD[A7]9B7^Z8_9!=_V1 M_5WVCA8@ICEKYVL&/82/531A6![2XFI($^#UNI#0HX=-(XT&(+M[=*;;RG8] M8_@$^FAPB=
(%?;*A1F^4/GX)/(UQ(!TN\P_/F0ZTUW>E-#?X=K!? M288*S]NLX3=97K50Y6=*K!AG4VC_2B,&VF4CMF-%CA0Y7@8#9C#B$8S\KY1^
M<<)).VEZQLD_)C+BTYNR>A26%50D73Q57$KI]R!9+5C;9(3\1'V]<,LQND^$ M1*:U.TQVI_W%C3ZR.N =-TFN=B?K#1"HT&C5CLL&L7$ M=(CLTT[#"&"^\S%%>MZM)(R4X?
^IBL!F^>Y[B0N4&@+PI5)=_6RVO%G\5@ M92&%_&T@$ZM?+F^W-_._$-?I1'EQ1]P,E5&:E29&*K822:WN#[ZW\6#].!; M3Q@0[@OA"PECXM(R6;SQXN ..9]_)^;]4(/ %-D7@-B# 0?
@?96[2_U56I=\ M)#U^GQR&TPJWY"#=S/_JQ_BTK]<:"^VPDAO\EK*X"4T[92M+1=.P0Q)X7" M_5)ADQ"CAR64 K#,]%ES?I%IH.@_Y-# M
+]H]$7_6[D_R%WK]O;2[R@Q#5LW:]N4M6W33450K-&,1"]"]*#6EP=YQ1/& MPZW8!/;C]LSH4%7(,G6TIB2]7'71]KM.$I.;-N=H"#RE"'::!^?5-6WWCU
M)@SS8PY;_<==63'36VIGU231IYZD#MT18R;8D%AJWKI>\D)"QP(L2^_]]IOIBZC=<'0731%T M]@N%OIQC]$"-AAH*%-9QY "_E*H#VX0%S1_#[MS O'E^@A &R28;)X:.I$6
M&D<^Z33,BAB?X4.@L[.! ["I%#]>>G=S*+8Z!U/LB87\;;;_OI]>/,!S=A=P M\Y&=F&15]QNF^TG)'31!W)$E/EE5I.?_=59!AETM/C'Y-89B4>9YV C4[K$< MQ%^7+-CR],O]2^"[],"
(+P[-FA3B[-0]/&D&D'^> MR!EK910* $Z?BAPDB*0@UPV71H(1E,<3B@LI@3K;Y[7B&W5,B)_W7'Y>PK1] M*:LF_U?F(S&QVZY8VUI9^E;
[Q)DI80'Q2UBL8HC7DL6"'F1+IFF>]]#U(ZCI M ?R:YV]K:<]B.,F.:'IS=2/WX@,%B)MIO%=2>SURGSRF5&+N#M%F%%16DEW)BM[6_G88QCX3/VRB4,D M73L..0)'[5AD:H@Q_?
*'4E7CEGX2VMJ$?!Y*9AJDQ9!"91B'NSVB$K@..N*X MZQ)7-A\1X@R#-MF&K$=*OD1'FH++;]H\0F_.#O*UUK8'\. MXF)BX:ZZ[/^V*>NO R"^MYJG2SB(D&VT*]+U04]*
N568_Q//U@.!GV..]+A M$ 0[$;PR4WLU/!'4V6'EU&3T'IDFAY'<[KZBDKM-_DLBQ]8;5M,^U3$4NX M!NA#';0(BZS8Y(KA2,6L)E#8V.^1293=FZ1CRGX7N)3;M['N=
[!VML^.\H'IR>Y3-":UL,_"'\TGT2KK2Q;VG MKN^KTI,N*Q]AZIG$TV:-%LWB&@I#27K30Q!KP8C&"&*Q,&L=CA,"LY80 SU6 MSM'Q-DU!Z>@N
[F/(WRM!60\H@*@MJ!;TN38P(/ZX#ONXXG"0("%=*BC\2T MT$$9L5F*UPUU2FI;G(/'Q>S]OHZ-NJX/+^IWTR'-/-';7@'ER]8&]UZX8)RS M4V@0#6]>88[(4?)[9I'XVEOZ)F-->5
2^H:FW 38AX[_R?3P,;4;+D9,?'>(M50_Q[M!Y;>$3ZXH[Q2>8.^\,EO!:A;#;_MU%_YAN=O^N@(.*Y-&]8U6K%LUP#UQU[8;Q*4"RJK+H64>2/I&A?CV_8)C$U7
M6$&T>U^/M.HK;_IT51CEDQ.8[7C?$&]]-7N0-_MO\W?^.B*+[ZOP\MA#REK,>F7]]??9%=CIPF0L[7=+2<==<[KXV.S.52*INT1L M#AVM*
[S_+\@D@L&AT;0TK_M%TU3YXZ&1MFA30HFNC(45!9L1A!A"6/BO=6N MO*9^QW]_^S,>YL2^?Z<4(_=(0-ZE5&E+0-Y\TV@#1UXH-_MB&KMKD\]=_]&
M)_M=+AZ*4Q7HM6R^3E/&V6^R#>].5BP!911BAR9#*V,!T?5.DG!@?2@UH<7^ MZ9#OMPH2R_SXY>6U*M]X!$:K:2&CXNT_[/:+H#*+DA&;I0G*H=PO>[R"(3_
M@#YQ,3S(]!#HE\=^Q.(H'[=GBL^3\/XN77;[OG8GOS?D:4EO1,0@70%G[.%//+P9P.#!G MO<_0)S/O'AB?D!]*14W![125A+]_%.??\)R2NB8]F22$N^?Y>A1,>7-T,EC M"+E$MVE-
A7FJF.KT"2F5T"@?!V2-WU@'9"=&]EL7NVZ>&L[(%UT: MA103^_*,M^R/9>.?7.WAC^(BT/_%]:3ZD(^EDN'UDQVYM>LX=>['?=G\]P4 MP;W5?<_-
H1Z!6]K@E_T6:D@,^8H@I;6ZN9>OI.%9-?Z)<7='BR0YQ2"$TU/ E;#/25 M5\W[O9B91FP)L-F_^@O'7*GLIBOQ$W0F#_&VN]0.[TFR^Q;@)/61^EHWF^K
MM_B=$(O&Z@:!2LPTR2]X+(Y,%9_@I$>9?:(6*FCU.[%EETK0!3;(8(245NV MAED_S?
MRX/]BY0MX*R)T0SIM]G;]+8,4TR=38ETTT]=7HIUFY(,G3%Q]F#V"]5OKSDC1R7)"$$2LDG7FS$&3&A#-[] M16ZPO7XBZMN3P0_%BXZZ_A6#"W?Y9F54RIWA^W
/P1U,'SKJ3TSKV'6>\"U M:]]$[%>U_C7],D4V8SO:U/OZE6]]5NJ)%8CG[YQACB@1MMO:JBM>Y6^2(L(> M6=,RK$^O=.MZ['TA6<.@4XWEZBUG2UO/-DTC:%CI]*.W.8(EK7ZPP\
[_R5[#L MQ&9VIGP-UVM(!S4<@W#E:ZC'6?O\8O(U G/6^[!\,A/G:ZB 4!37^\TZKS[GE#+Z()^+#GLMS5DW+X?R92 T_](_MK,*,LMKQ7-C!TN-W_?,UKV0/9^==BDTNM0:H/'/=$&
<1,?V"2:='S1%Z]J3_M:.CR#;I=K[<]MJ'VF]]B-MN[R\]HGS2]#IF5F@[!8D;Q>ZKSZ!A-C"[/1VF4 MXL3I(')O\CVO+L5Q]R3.OP BL'R6F8>3[!B.@=LSX)6-.(LG$A#)G<@S!3+]
M]Z3K)EK6<3]/-"TE+-?7M$S::1%;I6^@XDV[U.:V1R3L' QJ@!;9$/$;N%,\ M?&=+DO0-9/1XDH933%+$NXXNX*'\]#F(._]OB*T(H/H_<5,9G)H7W2/,>$L* M"4]HDNSCS4CO6 14O-
IZ>F39]?<=1! \(N^0EU#GH12/B H<*^TEM>)#TLQ) MV M.RIGW, \F'[D@;^H]*HI(N.;VU25=29:5'A6$60="6>*QW*A:QF@_?W_._? M99#VM"^C_-
HAG2(/\"GFGX0MU+9935^&2?9L+O]S) M/"Q3^;E'3I=HBN]T3I@I--U3M$04Q -'H=HQ-Z1@@L)"IV@*T8ZZ8!:S)P-XK/@.KU:HZN$3ARHE4X01/8 MY$Y6).UZ['.0?
(4LA_7N>ZUN"M&L*[+=;^7N-]%27:92SYI7+FR>(A1!"15O MP_I%@AZ^(WXQZ-80_#$?P-02P,$% M @ GXT-!\5"E6"S MR#)(2BK_^@7(8A5? !(_$TQ2TH<9=[=$9"*?
1"*12&3^XW\];X)WCX3%-_K_M^<77__G^BWSV]/+RR_^UW^]>_<__O$_O_SRW4<2$N8E M9/GN?O?N--IL;WWZ[HYY8;R*V.;=_YML_K]W7[Y[2)+MW[_ZZNGIZ3]]_CNQ
M3QF)HY3Y)!;_\.[++_F Q9"GC(@!__[N@M%W^3^W==_???-UW__YL/?O_[V MW>>]TW??O/_FV_R3__&/@(;_WWLQ>'#AZ^RGQY^-::R?*3#?OW5OS]=W?H/9.-] M2<,X\4)?
$(CIW^/L'Z\BWTLR27;R]4[Y&^)O7Q;_]]7XIR^_N;+OWS]G_Q M\HM<;N;>_8-%ːDAJW<9YW]/=EORSRJBNMD&@]'LWQX86?WS"_;X"_@@W_SU
M_8>_O!=#_#_B7WYEOYY&81P%="ED?^(%8BJW#X0D7]P30W^^N3Q,8LT(">^C MYVV4H?>5^/E7RL^_]6KD.ZX]LB3&;^'Z5APK>%!9>B3XGN]M,<3' /POP-B8L%
MDDOHD49I'.PNXSCER)>TX(*&W 90+SBL*-TY];,!!]3,YPLMI@)^7=8KGT : MD 6+MH0E.ZZ=8OEOQ5ROM7<3U==@:O$QBI9/- @T^3G\.A@#EWR=AFMZ'Y!9 M'),DUI>-[$O
/8HO1L:U]HIZ]S3@BJ&]LB4?@DGK*@K7=X1MSLB]@1;5OX(R M[WQ%(J(:W4?"M.+WSCN2?TOB#.7Y)K9< M^3FH!]O9T"3;N+AMYHHLQ,!/B/IFHFT$4_^6K 61&[*-
F"'AJW3USR#]J/N8 M_)'RT<\]?#;R+QF>0#D/=\3K997_;Z=M\U0!NW)H[CQM-&^=F_R'8C]3P4(SX M;Q\#<-46[HL1=[6/ -F1>#!&G*F_A[+$35_&4/$4GP,*L>;<&/$G_Q;T7"YW
M<(RX[!H%CM^2\V.HB/7O0'> ;G2\A>Q%F]2,S#9BI?V9F:GS M9V&Q"/@$.RBYF;G8;NUF_/2RX\RG[R@M12F_5&=:.YF0]QOSL-O-C2V#1'<,.]\'&B,(_"'URS
M_=H^(2%94/)8?.G,F8F%N,YWAHDXWVV-LR=P]]] %N*5> MBWTQ3LA2W&(RZB?[0W;&7FP#]\>WR&LS 8T)$N MU@Z?EZ%[J^=V.5X4Z74>7G3GSXKM.< M.=?=
(PY[RFT_LX'.KXN4@XGOKU%BOA$(&ERQ%1%DXWGJC^S&W;DW6]_23UT<MTN1'U1YL-D9RD&Q@+$]YMT[B_#W#"#HC(1W6;91":U@'A]1OTC9G7C($'*-F M3KXV\Z;#@DW(P-
75G8S1D)#WB=K^KNY,3$9TL19TO5R+-:(_-.39H+EUGY'$ MHT%LMM];7V+;48/;;LPRH/?<.LFN+L:&4UNMM&BS*9F-"92YE.!BBGCC0SA;*4U[,2-K6, 6IU:?
HL9EX]/(1%6)0V-;=HUBKM\ M'D/8%5\#[N/59%W3'5O^=7_VSB(_S4Y&?-_BVW^P*[FLNAY2V EE=R6_*0K MSM.>,S&&Y1/2RGS)4D@\BO_$X@WMU&K/@P\.Y)\,\OTOC+M>=M
M?SV\O9JO@N^Q%E'N>,SN^:&+*V]5GH+KF+.=/?%]CIW/]Y70M!?D2") MBW_)1)^)W8ADOET;3R??4D]3)H(ECOB7TS@P7(9)QJK,>\POF.%_K&A!\ZWS
M_C>^VF.1GR_]!OHLBZ]7+-K8@9A$G=**V)*P?W]Q7CQXWQ;;ZE4N:"6W&:L) M8?Q8*W[3%D#Q_)0O*Q?X5,^>H%8^[/DU&-LQXU4%C,"!E2/9F&V<2!N5>PR MIIH"A,+8"N1C-
$>PN9\4,*AR&IBK5!M"A7CVD'V-L2R+X,8-\0G7*>YO\X.! M&^!;21VWUI%CV"ZP/93?]%Y]5F#.DP?"*C,!AE!"8#+ R82SA^LO.'#QD^W6 MH\O]Q2NW[<[QTZ'XU7]-
T\MZ>T!_FM_@.T@=@GF1->A'*%O+1*$B_HN03W MD;HH] 6(\5B\!1:Y2Y6Q]*!UE@7E8D-DPQ#_]02H*YSE"2XLD_N%/#T4]^<&=(>P. M$95P_U=/_#]X?.H M7:Q/E']?NP-IVC
M-WZ>T;!_FM_@.T@=@GF1->A'*%O+1*$B_HN03W MD;HH] 6(\5B\!1:Y2Y6Q]*!UE@7E8D-DPQ#_]02H*YSE"2XLD_N%/#T4]^<&=(>P. M$95P_U=/_#]X?.H M7:Q/E']?NP-IVC
M-WZ@6C#[#N=>K\ATOXX24GC#T*C*C)2(S.=DKAD@H'I8R@../N(=:]-,;:W @VV M/TEX#.W04'F3YV\IN3L #EZ4ED;-L?R6A*88^V^0&Y7!;)@F6GK^YR)*744#.2^I2X5H>8%-
M8,Z,W2(4YB$*G2'6&!YWP9F@U90,:O;[7;*G1@6D$% MV\4T0TXI*]R<]YGOIYLT>YB9Q0_$2U=&'D@8'ZIA7D6QB/'-5W?>,_R=@Q%U
M__"!3R:+FN=R(5Z0A69Y[+.2^6%SB_HRI]$_AWR%U$IS0+]HC]Z,F+PF MT%UT0CB3*>-.;MU92#Z,AL5S=?"__V0BSXD:P$B]*'"^6%B(F"U20@Y!'],_M,_
CIG,$.\EA;WV],V(44@1#6905^*I>5^"_)4;:!0P+&/P5GU-9TI!Q<) MM<'M;?1^&*X?Y)+_$3]*)R&;Z-M@SU5/.W/H$'/2,&!DZP4Y3PO3#E[IL[M;]!!OK*2+RTI6$T1@>!F%>
IL7(6;;CK#!WB:I(8S6)3]6HESB,14"DHUV]! M$$"8:<%:C?I_(YIXPZ"730FDDSHP.$]T"@PV^C*5T:O<&_31DW#! M+B)V%]7WR2H-FO4D'&7'&M$>RZ;0\&4] 2HS<:(F.
(@K0N&-_$R3A],T3]+-_M_LU1*=!2GL\IYXTF(KX&?G=@S@C:>QT.$)[T@4/'VV8;I9$$'2O5.Z7-IFGP!E2#K=+%95I^+)* M&>VQ^QN6\]H@S-U>V4]]HC#*=LH/0%BZO4'.LWX.TU;?
&M]]+]X,]NB:4$6E MQW*X(8\D3,&SY@_#8]MY!S#5-*"%(_9N)8V*D[FJST_X$:I//:$X*D)!3O< M]]9%%<;Q@T0H\.:\],N9QR@";BC"@BN?T?(VW+ZX;.[+%:CK(9R4#V%IDA1]2
M^N2QWXG@:Q8N9\NLF5)\Y!(8R YBR&AVIG,9SRZY(;\LN>'2XS,7G2#.N!D/ MHJQ6]QM4VVFA)C<;0=HA,]A=T&H/)"&?2I!VX:&5$Q#--5U VD7-
5F#"KS0DG3!0)$F^=+@CXN:XQ_&06 M75,PV.5ULH!*H\,A=''*8G,B$5IE*3)@/F\[(I^C37&;#71FE" M(+8*#.I*ID^A_LO-U],LBX?"YRTIB$P(/Y68H&YBK!NVI,[H4A^N3[F56#L(
M8TI(3.E$*)<1X!T,2(C&=6AF2BM-(IP>URR]"^TB>04-XV">'HD9OA3WX/E%*,]C+4UNY M956-FQ+#[!)5=H/G]S-RGYS1.'L#L&!D0],-*#=]+#7]16X@F*TB)-"UB#X MZ-%0; WS\
(PP^IA%^RY#X9IE9=BX(G).$_*+]IDD5U:*]3U98I2NKS,9BSX M))S3BCN>]ZH#R=KCX;QWI@"8B[:ZTV2A-$ME5P
M%EZ6PF;W,]FW7D#F]T]OR4.C26<&NY7H)'=I78'"I=_W]'JOG"'TX;>=V!3W MY2[YH2;@#X7KRX*T&\W>1:![9-T*HW+!)YE7,DZ%6Y S&X7Q"5E%;%_P[\Y[M)O'Y,Y\E9Y]&'MME:
<^BWKAX=AL%03:]_*#H'/7#;>85[]"6AW&L,"%MNTU MDK.\%\.)"0E\AJB*RB3]]7(+,++]_\OZ8DC/STZ"WA7Q\;&S"0R6A4*8,_2 MOG7;&KL.\IH^_NV->&/-)Y1DQV=^"7,;+W]
(XZ_AJ/"W M(R8G\E;%%42XCJ=D0HZTIXW29#:Y5G%!Y5M80EF4,2]]%CAR8)1DIF+YU7+] MDW_1?P^H\W7BQ=1W#%Y.],"=VEM&W)["2$_3ZIS=4:#-$OZZ"B@GT.[(/?
M05*8_7!^YCOW@ZB/ITB8MR;7].@2.E\URA8X,]?&Y+$!-["TY](M%&'4FN#"M,)O11KX,L%TR-KH!;>,!%6-OOER7@S&ECNM,.]0-M;P!BSHX]2>3L5SIH7' M,?
@F8G_YHHI))9Q,SY#6@"TQ=6A;GT_?NE#"(6!I 4;]YKX-!7#0S<I%"=^2 M0HOD*&IA*FO+ZTD-
K[N(BC\G_1(ZB&$_^3)06&;/\4LG%^C=E]HMZ:&8'9(K68>K5ZV/GEL*6)C#LQA=>S1;$9* M$UB3A?WC\;#?2HD31OWL,GIX9!I'[8:-2E,L<"=CN,I@,\:7ZCK3M?AD M=_R=A;?
++O#$5(_S#9?B8=6UMR%.C*$3%E%M:*>]N$&E]HOV.H7G85O!7A0*MAER>Q*6T4!$T.(O+!66?T7]T1WOVI'!BEYOCC"38T*OBC848XE=WC'BQ2G; M94SE_#G!3DUG+)$O71!;)
(93QKC"4'X;+8.0/>Z"#)?W'_[R/L-&_,NOZ]^G M DS+_+K,^62YIDM5H7'EU>A]?>EB9>X&2%M=,:QXZFN\8ZY(9:U?^&)-SC M(]#1$41*9&+[G4I46(7'2OOO771"\EY>!K:R[?N)0-
]_K";%5:V\M@;_M>M [RR'AK! S=; MI!'I;@;D-J\]D.B4G03HYC4E98X682D_TK$OXWR>G4?C(D=33/]E] MRD%P?*3DCL<_HUM%%KA[-D3A$RB":IN3L-\?
>E[M%-9A]11$G5E1.W-M&6FT MK#AN35RH3S6]DW%VC:$D@[KO62.IEIKT3G>4YD66A6_OJ_6Z,VUFQ(-?IC0(MC.8^^Z]M+
[1,,O;V8DL8C;AW[K%CW2;K>U,WW=B;+=C'CI"LZ[H%@%V&C>V^ MG&E-SM)95K]WD0W^DQ>D1'Z[FC66=;'H++@8R[&W>V:B!BU2+:"ZUR'T36C
MFXU1'*EL]\)#P%U:%-1BUW)\NR&-I@]'F8T$9N+E_I#BBMZHRL%UU,C/_MMK<6W6]'TI.Q39/S?Z(V"UAC!0'[SAF1GORCH1$G*A5O5O5%0E[%?&)NPI]
MZ)$N4MKTI)H\93\92&D:T:3#(=;*3=O.;$NQ1^M#QB_X M1]B&.HK:IGH(ZTD.KC*B;5Y?43@UOHL4R6K93,!S_'3ICA]I QF"E6&SA/QU ME-'7@TY>0?_KWD$W\&"L^-
D\NV]*SY\)VD,'U$WIC_=@W.;4 LEP$G*,8\+ MXJE!&P-3/C^W"K90!8"PFK4NW)!MROP'$0R>A1]6WDB6 M!>YX<;,2ITUM=0RVA.!4+'V'V I<1Q@5F_E_I#3.7,=!#\X5NN/WM0UD6(
-M$ =S"]>##C@&@,-'^8X)3_5-N>$W@?DEOC\-Q,Z:/2OFY?)ZKRNK(MU,,I@ MX4AT19>9"8>0M>5=Z M:S'':V64YTS?$%^7"Z(KZM3X_P']A1N,*\]&M*KT@U6
M0GNO;YX8=1&Q%:'P'4#Z<#(5Q]A6T(6:F 0L%4W?76P?HU 4/59>0)!$5UD MJA2 :X]+2PP-@M.U#Q6Q%TB&5&0OP-DI3\.U:)56@V+_H@:7]K7"W#ZX>U6RVB5)P
MMUV+Y,26]5)R!\% UGM"-Z>;/]$+&)5382<="@[C<(X"NA2 M>$FG7OQP$41/7U0$6NI-9K^N#TVC"AJQ^[9D35(0C4O>^I%5"(QF7;:HEN,V M9&]!<R^ZU?
VP>G79.RM>XHA4CV[I[SOU3WEM=5UNK6FNY M*.M4HZ3XOM6XLMVLS&I<]6O@]E8@:40%DHI=S022!:.A3[?R\M2*BKCU;Y#W M)6.!-N;.4*]X/^MXAM@Q3><&C G:'4#T$4/
M"]_+]\6.^6-U&\D.[9VG+-]2?T7!4M4$0=EPI&6 ">A^NP"]YY1FO"6TI9# MM0.\!%4O._S+6%<0N%ZYB?T,MFC+Q+ GE-OKZEE M@EJ9_?;Z]&OJCS.OR%^Q$I) >&\";
[N(OX'AGV7'Q0MC".#=)@ MLD4.H9X13M2GF9CYGP.2R3I4B3QM$@B:$'P.NE&NO1$3-.]]=K M/D\^KROBQ61_"-=:\K+O4)P>]IA)96*Q5-7Q >OS8AHZ"YR8YI$<,+D#M>D
M2IB_0;M;B.SVCD_TG!91,;@[R*;!+!\+(?HRL0(5S[8NCL:RRU_R>S/5VDFO@P?R5XRP/!;,O%2+'M?+"S.R,I-P$:'/GHTC,7T23P/ ML_*WJ9]D;UVEATDGMQVT*W@"T]"P,^&3DCC#
[R^3P2P:E@=!X>_XW' M'-Q=[Z+W G;K4=9%=X<'C\0HB+R\-:\0)EPY M82N,*]GE+NK;_"B$%(@,O2"W$3P9+=(O#REH1; M![4>-
(F^0(NN*VZ+]L,09IWK9,AU\C*<<<*SY@1<:T.3'MH-*Q3V$A%:!%!PS1-]@ M%SO4PML-NL<7]%X U T10O5[T.8I;0\O2% KI.,
M/\#G.>H2Q@G7]$R!U)9]CXR+*/$"2Z^M,K0\CA*!#EMD6\? M1=.I_*E*)9S+C92K +H!X1&L60VMKN;,Z$L5+LX&I@.WT2IYXH)Q#?F!#M): M!H7X*#3(R)A=&8[()V29S4IR1^-
R41M0'L5S!%/0322+GOY84]#B-1>)?71-M[R3W JOX0X*0<3++3$AQF"B]SQ.EXKB;R#+99H_S4:KD7+'2>77]WT]NFZ=4O1(G8&D/%0F=0%#;W0ETZ]5KE7)WS2.MIX]V ;M2
3OQW8"&BAF$PIYM8H$\/606:V.4E'UQ;[%9ZR%D.+3$>QW&K]?E^F0SQTP M^-0[4C% 7^IN>]/8VC1!-9 B=I2YQ.$-V>ZWXQD[<[\!D7O: 5"TPP_28&A\KUA0@LRPM/9?FVDVB,
["R"T M(-@LVD)=AN?//A%UDI4G96 E,*4^DLK#4K_86]0Z7D]-$#\3]QH/'H!R9X' M<-6F_KX+R2Q<5O^A])MY^[]FYHH?I*)_')]]E@USPP5WOEH1\_XC S,_ZH,9 M%]!L5$;[BK
M?.BF=1FN(K;)A6YT76 W\KBW&4MI6;Q7[_^N.3L-BK>663V%NP>2^UD7$3._MIND:!\E)[:6\Q<5"IXR@*CZZ?I,.5N6HC;"=I'!*#72K&]"*Q(E6]E%:O=6(M7E+
[^#2*OE)@58;&BS_]Z:>.L4PN$S"+)^>11MRYSV36'#CY;E?G0#F=8\-M6$T)X?2WN(ZR<_DQ0"V]@/9]X&;XY'A/HZ:R*1#L#6'_SG)S1M><[4#\]ZVPC
M7H5_#;P&N^EA+4D[E5;WFY/*$G'=_W>_1!#_"7B'8I.&"QM(FX]U'#YX'O_M(5][(!>MDH?#/9,7+D^E,;1:E$:"HL*)]7N\I.5FH6@N.0744!]Y8;1_U6" MFI"EV9RSM1?
N:Q]+=P!\V*6W;SE0EM=\M=PHJMEBTY4D:.L5^ 4D0OR%"WV.1+'W%QUX M9>USNV0Y>B>MJ G@E"%)!'$\9+,T6+2HVG?VV@O*?>KIXT2[HVT$:RR'B:._M-

Q\G2Z3^J+E]V^FE6UDDM4KM*#%'R\,=J\;9,7@KM:1#D7DX)P5\+4[Z&ZI MPN8.N#@.J

3%!Z(5C_5&K_&:R8Z^SOD=UO]LIB%A[M?]7Q7"T.%17LL$,[9/6;W4GN0?EU=")VTD7!7O;P'U[_7][9]"HQ=U$%.17T MU6%[*E**:>R+I91,!WI_$!HS2U,Q);AS9
MVCWQ8G'3N1%=O=]3?>RNW(5;FM&8,2:>=^[?M_O$X^&XA"9.:^$/5+?62:! M)1.V-Z%'99BOC]3+,BZS<;([_L[^_?_LR6-+9YX:,'>H0?!^ZE5Q_Z!!&_<] M[K%?""G7/7/I*@[G(/;?
#VOBF:^N2!Q';(#@@S[AT0746P,,!@(=>53]A@0B M(VCAL627%8#V_(YT"-OR67(ZCM91)SGKQ:0:V?U],&[7KJPETM&&8@V;&[MHWROW="\B[47BN0[82Y(V)
[":E5LX4AH5B/D_/1F1KM'00D=,JZ6G2%QS$==M5K10]21A*,C1!%OR5K,YH9L(R;F AHFJ0_NZL"G(F-[I*L/Z'X-Z5#$+C36 M 68E85Q'@"-W_&
[3^YC\D?)OSQ_!$\#K@[M:&2HRUBNC-J"S]:"D@[T*.H"K MK *UL$:N^\U7'B>][$\[T%4PY<=%'-O$XT-ZP5F4WB>S^RA-/D:< G<*?,*<
MO8@P((P;,C!\8F0@3]0*%!IC,E^=QPG=|+,8=/&^VN"HP58S_,IB02\Z?WBA M1!MNB'BY3[*;K]MM M0)-|#U.89D7-
DLY!IF!FNR6!U)CE<+#.JS!V56FL5R:N^"20!L46X9:/8)Y^D^("KN@:(*RL)80:SS+!NDU:/:MW6Q8GV]ZA97Q.^?X3K M4CZJC9DV&6\:NZV1A+!+8(L-
)DP)U[)H'68/AEVOR2YZTP#90'[VI:O[^% % M@W?,6Q*^&62YX_NYQ4>CXF0GU],Y!?_+4(KV]:9[G' 7C&P]NCQ_%CDPA8FQ M,L4Z XU_Y]23!UCI:-
BWTVZMKS;92;G#^L($]TYL@_F%1]E/7I"23UE?1W+D MT"WH^G3'O[8M9 E6PA/ZY6WQ(R=;L#[=Z8!N(,L"]/Z!*ZL_0W?@)C0R;G(MG=M&L1?DO0*OZ"-9YBR[7?16+$S)([.3<:$7
.$R&\40Z92$Y,F5;O%OHS0E MF%LE5])$,K]]VJBG(">-_+-;)3/1<&54?@E;D*>-AQ,Q]Y;R;?0B=Y!L7XO MM!Q;=Q69"=T\JD550(@6%#OW6,AG(1HH9CKH%LPN:M-
9L)UR*Y#M'PN#2 |< MXO"E1W-*.[*F% NH^\?"K+ "^)D^E:;$HY'_T\U=A0\!N3'Y:46]SZ1;J !!O MLROZ*>KESU>U:3K6 DVBT\)>5Y)%Z@A61ZD;+D21!E(<%]5-B) M-ZY#
<5*!52T1%CBCM,C)6F2%7O Y)K?1*GDZ.!W@#K>*S]0 ;1%7 6/OB)E5 M:#QBA*[#TY33#/W]P[IPF?
TUR(L1.PZ56_,Q)0^NA[0++8&)G[DM?'Z7)Z&E9]'\+&5;U3FR$KQ^]Q5Z%N\70E$/;)UT&O@W'!>(FQ MV3.%3I)74<%R?SO6@ZS,?4- 0R-6V.KS5-QY_RL*EB+>\HEL[@G36CVM V ?
M1#KT4"#2+@#@%R;C4L96PVF?]!_T"[3<^@]DF09DOI*@%Y_L2G]S%F.S80%G MJ]#8_"JQ-BOACO[QN]+91]?#!IM]].)Z;@R>,3:2.R?8_AI3ZZKA9L6\P *R M1T-
Z$)WSS:A):72UP/3*R+8*;^0OXB7--;H7#72FWXOIL7'4A L.TH1D]59U MBIE\W2\O?0XP+]![-^"P$CEV*_"Z:B-Z8LT$7/?B&ODO"'P_F9A$ 4"8>U% M.!8,2("%
YS51JDU@7'C/;WZ7C!'BU4\E%IX.R%]3ET!@OO=PH*5E]8]IA\N MHP\JU-K*="QN]W/1%!O+'%$?(P^TVB2DL&/+^BUFVB4&6Y_5HF+HH8V,2H8-YD97.+_QD]Q(3NCS/3<#8"!]L6
%^>!OK3(V4H?R?_OZOCEASG(>=IR%"#$B M,RZFJB6&LH9R@-W4>I?VQG.2^/L:6^25G#OI4^Q,_/E[I'@F+]-=@.M56N& M,+ULN#YX$,@@1[)D4R@WZ2M/01S-']0P_8]K
M$3V)$[()5L[-"RUGURR#�K%G#3B.!TR4[^<"7)AVG:.4PH;DIM._.;/E4Q
M%1[H[I.7L,SULK/A8&3AN>ZB288"'G>@KEYUPD6T;K)MSXY[@):%P)7^XZ^*EZ%7UC2^"P>BAK;9/NN!> M!<-
A_@H>!O==W(.]'#9$]>WQ\)'/A\U66DL*]@EWV7^+6':O[F#UF5#&QAAB M11D)&N19-;A&'+F\]C;D+-IX%+H3GBEUW)B4Q>K15 FY]$NFPM)Q/$WC)-H0
M=D/VI78>Z%9]BOMG<;90FC1]K2)$[F-9/,YQ@FAM<-3\EIX8UN4$>-L\W1V] M_:1EW_#1WG&LX%I.G#4YEG>/@NU>Z!QQ,S^R6QZHS]2D$-6^0=F??)DNN13H
MBG]'"633Y>Q5$T&R2SNRO"8#U#7KQ1V*_=->$K*%#88+:%Q16\WJAM[("B@_M1MW&=%>^>NIP#@?VBK\,EV2EWM9';VZ.,=Q=[N6BRL+T8GC%/>HTJOW$>]5
MG5R.HU!EE[5SCE4/=S]*O*!V2G-7]"PK%%6N5M9U#?96]]QT$E*7VW)Z)=9! MUOYPKQS8U7V8!L'!%6'3UP^LLKA*ODYV=-QS![%X'8K8^1*&RUJK[EY9H# 7 M8[#%%?
G'3]+L.A21\398!'HE%DNR[!]&/TEI=HG'*11_O-QL6?289Z4Z";_J MT<3U\"Q1TQG9M*V>.60\F$,.W)S::*@@AVAM,15*33(\@;F-YPIXZ=3\7 M M7%[09_$G-RNVA1#F78$EF&UBL[\
<@'D"/+@1EEO>J4&J86P!>MR^-*^Q>2DV M?/E[)7,?610/=CS(B8W54VR-+74)$,>*H^!NYOOI)@V\A"S/""?OYZ_H^9\# MDHDV7)9K8RHG ZP(8&R-U$MMU1@X3"S\V
^Y;H5D+>CW\W^4G,"L5M)86\. MP(8#-++L^+U%I9 _>+.*0P#>]O5$X_/>CR2DTW57>+_ODX=B(%=QW>;X./:X M6V,ZV@&\/508B7@FZMI-#QM0C;<,!L*KAEF-(+KF?M0#
M\>+D$V'^]]H;W>Q,%27H5_ZD?8#$H/A1G=#7@? 1#08 =/3!X^MR:WW^+B[MNCHU $GZ(?+94@,/^7P!]T6\/;4R0$/KJ57_,.44MER)%PGSK*B/2^O(DT57 M3:7++D,$N@:6RY-
B5_'1[NS80L_R.*DSXA"M]9R=.SL)6XTADXB>^MCL1@KJG?ZDA,$;4QUY&X(_Y#& 71>I=5W&UH ME0N@[6A.&G)-L8('CU_2'M<,9_8]20&[M7V.R2H-KN@*.MJC11(S]4D5*2'
M=%F64/%28$?&1;)E)[G16D!+G.-JQF7_+0\8Y%+>7SF_;SC850P@6W@'F] 4 M-7#Q?4CU@$^:["#V\F O9TY"/2%!NA.[2+,7,B7EW??.&_JR3,D(_"U:-RDG
M400)P6LNTKLG$CR23U&8/ RX->LP@YUD":$MNH9SU5)X-@K*7_W\ZT#C2A?,JU<5E] ME><C@TUPD M!+".@\:KJ6PG98)"? I89<=95HJ2#*H?I%9:-6+J;!+#78&$-&*GHB,OWV:Y
ML@@R!CE[;=_C7I2U2[5UWAC/]FY/9]>SF_/;F9]<15YH H'T2]2VM>VBE\\4 MZXKIW(_";$/IR_"WE.W.:.S%?$#!V?GEV94!#EH#C1<6/3G ;[;'OF,;>H-X
M"9^Y2;N.$@+M])1'QE!@*X>\|O2G+!K40W]U#7X.O?QX2Y:BU7>4@E>,ZJ8W MYL78"]J&*.$*/=F5+*UX%]!YN;71D4Z-O6%L2 GS.B S$0MOY^"].&5H'->X M-U95\<#Y
C90E2<##%5EZ(E"514/7#'1OE"=IHS!%T:444 YTX/B=I#5'KYO MD0H65B85A;YS"M7L#R*XMLC^1W(MQD/N'7Q>9E!Y((EY 'B?[P]\CJK.& MO9QH&=O\^&=."?#NHF-\Y
P%]WN,-N!'$R%_Q3<;W0MSF'N.MR@[3)1]T#=% M;U%VN)3-MRB]ZR@[X%W(M*QW+Y\&(@+??X>^\'R1 .DZHELB,[]SKI[W]=ZN
MRS*$K=C7$]RL[@N)DQM^MLX*Q2P7A/E"Y&OHL*$!X1$>E?MJ0+N@45^L5AG] MY"4IH\GNC//H5 ,JA$9W&=<7[ZH8 6\"X$,E-.\6MC-P,7"C\[CJ6PNOK89U M;>2^09&VX?H&
<^1C]XI\= V)L1@]]$3B2[5B.'C9R[?HALZB&B"@\1;-&%4T M8_3]:&IN 0YE;RD8?1!L=<)4.1@6VKPEC$9+[]NSQ/+6^(9LO5W6"G,6+d/. M8B]$^:H53(6MT1YLX,C4EV"V*5Y
MSOB"?^2"?"17U+NG 4TH>*JG,9H=\L.-*7RPDVFZLRE7#"RH>D&_F&]">67 MLH0]Y O?^=E4&7*2%S3T0I^<1K&+%\DJ*E,&62$WY/2M\A/J/"FBIG7 R';3
MFR[&&K*$2_&R@[LVJU_?NS_U3!!(B93VP'UO>^@Y#Y?5;=AM?![$C?"2"X^R MG[P@=5/O3DIT=B1]G<:G.6R/6E'%6%Q;CN2RPA %S=TGXL4IAWP>WA"1L,F= M[!,OIO'/-
'GX'$;W,6&/0]J7X39-P&O;P3.(7>_.5%LJ=3PRP474,GI,@MDWA3;AODD?KWNMM^P-UP5P[#]U15-6;V<3G9H<#U]> VB?S? M[W=9$Q0G)X",P$E.P-
+;EPX!T0"V/+#;C]]-2M:1UVR,_8B- RO4B5U* [>) M:YLBR;NV2N!%RU%6KE*8^U5L&R7&N+K MJD5!+IN'D_9:4A+83:)TU+B,H%Q.N(7D#Y,HFSF7Z[!!!QM%RU78E!=6EDZ)
M$2=U_R0$T'N0=FEM)5@M$5"]ZHJES2@F'.P!S%\:)=RD/R,D6@6&43>PRMC) M8$C**4T.287-8&L0C7]/4)Q"L!H\5D&Y?>#3C6=I\A-QD3/AU#%K$$/>W%O/ MAVK7K"DS>R?
MD;#[R/:YU)&MC*,LH+V_2Y2 U1?Z8)T=\+C#=,5_>2C$.VAB)UG!(-\E6,S(M1]&<$2-T'0ZUSE747L0Z5XH2^S'1GD'%U-Q K2*&WH8)!FRE+'NXLK56:$90 M%Z\DC)R+QD>37(;-
J8.Y]KW>^>3;_C"+3I,HUCE$I9W2=SX=+@^T?_S_?!#/F' M]/$F_N'NWY_()_)TM?O7AW_]^-MWE]]M[Q_]L^?PKF:7NZ=?O@]7AW_MN8O7OA]G%PX_|?LW]+N'!KIX^3'Y91-
^^/FC^.+GW2_SOY*?KC_]QUG\>/W7 MM7<5_1G]>/G=L_?3W_Y[^=/B,9GK]]f=]%>/_UP>?;\W8X^_]"ZO=CLYI^_MOK_Y([TDZ]F?/W[_]0\W(6'AZ]OK/[X^6S]^^_"Z/WR(OSW?
X0__/?BX^[$ M?TANK_^X^S[]_W^_NHG]]_%I^O__N.';S>;']?_^ODFW6V#N[\]/-YY__YV M^_WN8K9:_2NX^BZN/@A6.-9)Z=":\E%W%=Y< M+2@0WK!OT&PT1;I&89!";4^KF(O
SC&XOQU3V">/(_8S F MCO]A&U!E]A+'K4IP._I@]=H(OQ(<=!A]#YU<6X$8 CWXGI-#5(B G7G[5BC
M\%3G=5D:R$"_B4HH6.1]&ZY)?!E>_"0K1[+3.BO:CHV>I>AL45,O^%K)10+!Z"Y),/ M@NA)%/H=1C],&'J13H81(GNE^MN(G(Q,\P__%*Y=5/HQ(OV"#4Q3S'N%^#-N
M*U._LQ$2.*.K[,U90KU@&/7HY&*R?DEO\1<1MT&[5+_NZS$'J*M2-6T"]9+< M]U'!ANU_V5)>/4;1\HD' V;ODT@_7(MJ8_\BUBK211CYN0>I%]X21;]4W MF%VPB*MQLEL$7IB[6]
_4KIU<"%M0!A[WX;4A1;QCN*%S(%1_H?BW_;G@1LB MZGT3,?N9][-4W)(7(21^-#R+TOMDE0;\9Z+!DW/CT9_!EZ17 '"!W5Y#Z=\I M_SM-*ANIF!07\<,
RM5&-85I3]N@1_'H^L#M9?C(I<,/-:XUX$CHY3BH)>%! MW2(]VFM='<),]3%'^W\6VD_WC M(^~,.H^Z9T1>TNK>BZV TR:"VJ,^C82MTD00XNE:U%\&-G]"+A3#ZOWWVDO(
M$O*T6^*YY6:H^-$@:J+#QXM3&"WA%ZIC$O]5IWAKG$M^7DA-39;-J=;@F^ M*G4*3].NB!=S/VG&F,@<=_&60Y_N2XBY=XFV4 .3"*S;M("4170?DY"2>A$G M#KD0"Y!-
PIM5D.\JKBG(,:/$X35Q'C2O47L)2ULNQ@)KFW!D]?P!@K+SIU>: M;ZLFO[]UGDY];1(?!-G,,[O]:[$9=UJMQ5%;7PYN76I$$"11F43XQOFM8*X M#+L7EV$+;R=\@9);,-
]F4A=9WC39=30S,LIR/MS =1$U2W,V'[9'A4SI+6*) MXLFNR8\[)>6FM*$+*DNUZ_;DFIC:_\^HZG$Z Y!OC)_?3\RE95Z MI:]6-:5X]7A:(M-#;$5L6W-
C5L].B_JFLUW0]G@5(W4+7%:):^92B#F7;U&. M.3MQG&[R?^O(]S#,K#CDL,@!Z&+&LJQ<3V+#;W87'F6")5)BYX;&OU]PA"]% M]QT2)PX*1[KG%_MA!(S:@1@;?8P!4SCLU?
B^>XH-VR*;HGA0[(M47<(V?[O0 M7S>,HN=F.M)<1[BYVE KLEB9C[% 1]&]!89N^55<(Q<]V+DIE<%,VJE02[F&BL?>R>XRY'RD69K2:.]Y35A&;W9[MZ: 7BZ&=<:
M^2F#:&P9\]9LHX2=Q]S@=5@A4^7'K,_OQ\B;SNO-R?6#+A,[F-QSTL/'\;B M^'K,OC:#K@FA1;K]1,QX:9HOQR8:>JU]3RP2D/U+1B)Y1YQ#]IAQ/PUZ;0A MGI#Y_F,SZ/KAT?%H-
GC_,VB]])V(<$CFZ5KT@<$W(L:D^X4(HZ:;M/"M^] M8.N&:=$SNE(V&]'^>--*9Z]&\5E*KKEH[IY(\$@^16R 'UPL68#8RNS0KN\
MENV%#MF7W)FN_$(\=O<4(:E(01TG]#*8;AR$C)MP:<0NUP3H8Z(Y?903W;!] MD+,B&'ZB&DS,O*O0S,R08/U,7:K M&4@:@96HTG?AV.A$+V>S?Z'V5C8_ATL:9OW919]"G__J;"/^-
J1:*'G LA:V M:TA;.=12M] 4V!X="HZ!]4%%92](MYD%I03ASA>@T)ZF3(AE&(0+8LCFOT/+ M->\2&VL*_8Z"OTAD2W1PU[%>HJN-7)9AO9[^"-A]U'#HW-:IH"LA:6Z(=N(
MB5E=AJN(;(1\F'[8';2TK$]CIGA1T;>L/F QMG:MK1*XB0:B['0L.;&]U MU02XVI+A&S LVIT2.(VAK%1X M;_T;Y .SB;,H\&A,&?6^?<\-M#M[&!;KP*M0K/*".$X=J8M9W]?V*HKC"\
[S-M_J!M6H>N;;3"]-M)LG1HCA:MW(;]*Z_Y3)52 NSQUN%)9? H^QM*]J$B7@:Q0WIR@+%O'J=DM-M B\4;UI$WO_V<.H\O.;H=6=22*=":U:BY6CU=]/K4X#G<(97DG%[9])!UMX?
M5@[LZ]9$@R"*MVRLM_*[D2[] (BEP^)\LKOCG^O>CT 7:*([48;+NLRY%H" MA4 ;&&_!G/Y5"@3>)8K(>!LL BVHR[*LWK[80"8>[:7<4SL,KW\)8P"3B@JV
MVV6)C5)H8'$F&R@O4A9F#*#Y1"[H<_84W@F:+80P#SZ68+:)#3L]<9+RV8HS MW&;+HL>\A;<32%L(31#2-K$!5YXVJ^]C5?+$)WY&'DD0N3.Y:CK3W],Y ;^ M-N2E>(6P=[3
/N%'!A_4Z2 V5LUOC@64+TEH;\EH;\EH;\EH;^D)'2E M!6YQ(T B%KU\&D>N#/IQ0NFSR1"!;]35#Y29SX\QG(&SE-%P[:0112NI28$G M%Q9R-G3!W.5FZU&6'6/A(X$*(K@N]1%V=?
%8V$-U981>P-TQ+XR#(M]SD3+__MP8O)S,]*L' !FRU_2^,DNW5QA*H)!Y@[H!'@1F(%N\;JHPC@M9@K6^0T4"O5 M'K:X@!]P]O
QIG9!0Y]0*_HH^ITD7KBFW"N;Q3%)XLXPFUV4K86B9>!-9\0> MS55TZ+B-T'42MKZR:1G9511/BR1NI0H#%95'^KHU!26>="/JL .%^HYCC>-8 M];LXB]A&218(Y24RZF#AI?)H6&
<2]7Y5A%V+95A'Z#YQI#?I!DQZU?$0XW)* M\=5FC%--.V/$>X85?66\48]^.F.X)$#@W?!DI\G[+6*G@1?'#G+I32AC1T7L M]@0K&>/%)5O8/#)Y[6W2&ZT% MM,0YK]:&
(SU':PFH'1.4'19:L6 V<([T 2E]+&?MK7P#)_=W4'LY<%>3O&& M>N]&="5UD6:/,TO*>_XL^HR2X>^]E*S 7V)UDW(21Y 0=-QALRB@13(00-/6RZ0?(E1Z5#?/I]-
M4S2,'CGH]FG)!$K^TYAT"+P?Z%]!-\6U)*)-Q6";APZ@ K-5IS]*/2HR@E] M/F:_56BO1#4P4"M2OX5+AE6'<@#%)GY:;33K.GRR3Q*/%]Y.!$6\<,G_A:6<
MV7WO/4IB%OW].G1G,KJ6L1&CH4U7U7ZHCUY"GKS=!:GWLE!P)_D,_)QH@X%8 M!#(9 #:UL+)RYYMM$.T(R2[P*S-PTU:UF]YT]360*4YR8<'@?CH+%JU('&=/
M8(4VND&\@QCZZ;TOVEW"Q+[VV?.7US"_\YX=XRRA\U(@EHD0^[Q\2Y(D('EE M(L>FNY74]*UVNR3A#K56[8R2!*:TW'4^;R=V.17/\@B'N M1O>[_B=,YV?,,W+?U;+#5,>.
(A:#6QX4*Y\:V[2K*%S?$;81H_S?W6Z9R3Q M:"![Z*G@2G\TP[LQG8$;N2*]6;VJ%EW#7(,R!1%KS "_@9_\%:M?,'(9*]6,U-VG64@#<++X^,HX@F@MQD!N(7Q>9E!Y((HJIQZ_G0[(Z
M;]CKB9:QS0^ Y!0 ;R\ZQD=.C+>ZR6@#?C0Q\E=\M]&],(>YZ7B+L/$V0\#9F6]>[ETT#$X/OOT!>>+]]=N8]HELB,[\2KYWJ^MM^NR# '?2_0'-
VLB1>+DAI^NLZY3RP5AOA#Y&CIP:$!XA(?EOAK0+FC4HEM5 M1C]Y23Q^X5]N@:$F,E=NB)Q)%]Q7#PGAEOH0V=135 -.;M ME#&]4.;HU='4W *+FN\-PN7.6?B:>U\
MU0]FPM9H#S8Y]/3%A)L$5;6HQYC.]%>T7UY(7-/1"GYQ&L8NR5RHJ4P99(3?D]*URG:X\]Z*F=<#(=M.;+L8:LK3/\&I4 M8@4X\H!WC98XSA/$42*E/6[?P_25'BS@7$O/
\O.FT0(&C9%3W_P?@4%=.A MAJHU4O00C"OV+7K-+VW0'8?*SR6)+VWF/9;:+N'@O8SW<,_!A9RU]W-(?MT7^K&(NKHI%<5G>]H+G]1+PXY8C/
MPQLB7FK1<'WBQ33^F28/G\/H/B;L4VUT C\"[I:]],;_D9?=![@^_M%]PFD?_[_>XT\.+8T1D@(W&2D]#T]Z5#]*AX)AU8$O_O?P&MA9)UUD4VQGY$ M1;R__W6=E 9&-
$Y/D2I5V]K@1'GRTOYT6 M;M%:C;57P;)=:HAE%18%N6P>LF!_;QBE)) ;NVFI<1E!N9S@'F7V6HME,^=R M'3;H8*-HN0];\L+*T"\QX]3DMX0
EK>KK;653!6)@.H%ORW+Q3+A8@]@_MHH MX=Z*&B'1*C",DN%5QDX&0U)..7)(*@0&6WYT_'N"XA1B?_SMET%3!>7V@4\W MGJ7)0\3$E9U3QZQ!#'ES;ST?
]EVSILZW>;*E'MC*,LI#V?FCG97-;@ M'XLZ(=,0!/#;*0<1+%"J[V8+!?YI]Y98UZXSES7^3:3MI_01YKL8*/X@NR) M#EFSR+[Y8#LK =B(EA%PGBOG >*)
[LF/T\>6^:8(1>"ZYQ3;#2IGPE=/R3<&>1&S%N3\V?"?]3!.,^ M^"W6@)PCY: -H[60",E^-A%T/>[*5F>I>)6/& :+@ANP0!6 M?U08W;(0N,5)0_6 &,?B%7.9I-
$S8W[:RCDPT%!'*@QW\B)B*T*35,3:PN7Y M\Y:R;(3#U$?F7';S^Z*W[/YH6IPME588YP34.DX/RAI.J-0DTE6-G75NE?E]#!M"9D;G6Y?MWA*FUL^Q:;;(
M0U'E;!4UH3)W^NUIA*L]DKX-X@7#LC]-R%+]LOUZ]:DVMCNE?@#6-DN M?)\4_,68$Z_TU;JF%*\BBF_]QKSY7&RLGNF8U;/3HK[L!>TA29;7.%\$3&G;"?
5Q$?=_FC-:9'TRAYPG#(H9TLSEZN//D#H6,%G?$& M44Q81HH VND1B"DP A2S T3OF38GF#P0=O?@[040'U"H&A&;06RR<+G=[AC],V$2\#JY\R+HO=FE$U8;-M
M.]\WV]U;,P#S^,>U1G[*(I;^HDIVRBG]#$K>!U6R#R4,2OPRS'RIO-Z,_*] M-0,]264\[GDI:VP\H#]X1]=@QB MA]%!>'4\-VB&$?/7I-.&>$(FTXS-H.N'1\>CV>!\S>+WD,G8+-T'+W-
OR)Q M3,B<4^3?ANLKPH5R+"#L\=T+^EF^%D6C2V6S$>T/.*UT]HH4GXF2S,_)W1,) M'LFG*$P>H(\NUFR@]*.R0;N\FNV%#E@!RJV^_$(\=O<4(:E)01TG #.8?AR$
M;'^7*5$+]WK!M0'ZP&A.'Z<#VJ"JD M\3E<[AL_DN7YL\]_=:9QTC@?L(GRF:TA;.=12M] 4=5T%&VU1< RL#RH] M4T&\S2PH)0AXP !$]C1E0BK# %P00[;^4]N@:>9!:F-=L-1Z ^);
(D>]B+6 M4W0-D,LR[(-S(\/9:?.SLA96ZH9L16?G<'T9KB*VR4:\W^U_V!6WM>R)[J9\ M4E"V[95F,K1UPJX1.<>=U;0YL.Z3H21PY:CJFA9)Y&YL%BJLZ-*FKT(_;Y, M-
"!FR;%#R$<2K9FW?1 -Y'5[1?$!2G#SOQVA;A\;N2N*_?(6$'>(#0/$G-,R M+_I=H[I 5(Z-Z*6TAY@4@NFWBW*5.;77&,>9AO"^*#Z784ZA"T9%,E!-A*S
M3!9(+;HO^4F:A9FO"&B\+#E7O!A+7CI3%2FR8;VVSFU S^&/)+P MV+3YO99B-CY"1,VQESSP^T/WL8%NO J]*L\I(XSAVP4X!97D\4 MQQ>9. >?=LLI!8>@9=5&R6<,(;)
MYI;77:O,8%/7D*>O-T%]9^*%)92\AGZ-1\$A&*1R42"U"5XSPI?!GRLX(8$XH9X?A_0 M=>ZNFF"E'@0W#@^-6XNPD**1Q4P+!EFT(G&<1>R$=KG)N,@@AIUQ 06ZKFR1
M$[;W[.7.\]WW[!AU"9T7"KA,HG IV/:^1--?<918U4[LI:'>)5NX).L^R]PY MZJ\"\&ZL+GX'4 M25BV"BD.4]*59A107R#BYM#20L@R(ZE(K[V+9OX?*64'^9'817_]3G*X7G(W
MD.55TRT]L""'!F_3%=+/QV"Y:W=)U2%?4]*D*8'N)?-]%HV1P"2IB]]_2 -A MS8I'1D0:84XX_]_*28=C7^DV@ /DI!DG2-V(8AI F83'L5"R0]V76)$@59(% M0GI@1ATL1ZT\&E;D3ZI?
%6'7$]*LT_P^T9!NT@V8]*KC(2;W*<57FS%.2D+& MB/<,*_K*>*,4?77&8+?<4S.9MGX!0#Z?W1,*47[](0HX]3@O$262K3@$>5V] M+3^^ ON/.A2QNCGW-
HMCDM1+NCI3BEZL3%Y;^@$! MV/7"+IW:UU4XQU*(8$ 9QG@*#&C7U7))[1)(")TCK5 MM1*JD BH?NU@69F%B:R718%W1D$_'&Y4D$5-";E6APD2K0*#NLBP1_)L,"3E
ME":'I$)@L$4.#,JL'&H3Y-'H3R1YB):76<<';'FOQ)R[6V@+L%[DD@@%A['V 1%+!W2;'/Y?U5M*9<^_B8=\1_"*,@6N\N M0]^@)$S["'C%88 Z! 0YG99"1*YL/!64%%!<*3<92'
MY@V,8D_TJO2P#Q$=6MP%9TUX-5L(9@KKO&X)=TI \ 7@D;@?"+?_#" M9)^X?1L%:68!KJY.#?:J[E$F!L!HT1(%2^..>5'L^8;)A M:CSZT'K/" 4!4F&C8AKR(J[*>2#/J#M@N^8 H
U=$Z1/EV,[!%393"0(I8;_MV'+'=!G29?.G795IQS].7[*V$U:93PAZT1T!,F+=K]VZ-7]PAK/W?M[9TZ MR2DI4EV]4I;K-4EEV&U"'!DV/IK4/<$;RET6!>%D$C+DN M553'I3?TVK(%+34
;UFOHG!]1]CFC-QK'=+L#C7WB7/[]2!BD6(C$XA^VG_;M]T#,-(('%@Q=41K%27P=);-?,39=[*-:9'$=!];5+=R5M,2 M776#LX:(Q,F>'2?64$YC*B TA8/ M@S6FM:H-J!>
(VMJMQK6E/H.1W6,T].G6"TQ,7NT;9&MG+-#&G'%Z"]2&F>K/ MP=U%X.:$7*?(_M1&]4[/"0F?B)>G#)1C)-1HU>P'4-,;8UU203G]'3#=8:E M?I+Q8W-J;1T .ZAC#%*[.#"]-
M^2D$8LGT0BTM/$G(QB/.KO)V;K6D6!57IY M'I)?B,=F05X/FLRW>4WHX)P,P-(>;&K&3U]*]N66^YA!11Q1LP3-*".HQABU MR& /RO-_0]R*CHH9\7I$59*!GVQR554
MC194/<&6;5'3?G7Z"*5;;?<<8ZQMR>ST]G-^>W,3ZXBSV3_EW^)G=S=(G[Y M3+%:()W[41AM]'\9_I:RW1F-O9@/*#@[OSR],KFDUAEHO+#HR0&^P]#X]LG. MMQ?
VG@W@9OE)9%;19'?&/6.GVV6%T'B2EZ[:"FFTB>3V8; MT7S&*8PE,B.Z6#9 L2PGP%:)1@@*CN:,KBD_AF8UM<0;)L'236,5*&:5)]A'&
MCDS'_.WW<*BEM6"13TC>;FL_G_D]]XD6^B3+ 9>9!H$QPZJB>P ZP_UO.\L MU%#\:VX6H"N(==,;ER/3:4L[A&<1]?Z08QN2!"!<D#;"&.']V/^>T@^#!Q>SO;ZV_3^-^(G=U%Q;:<7
M8%9\.P'O5SGM(H 4_?,]HID+$HADG@>GC^+ML,IC1_RJD)B7L!&L9O>!,_T M$%X!+T]%A/(YNC@^%]8YL]?54@ .Q(ZU,>4C*T=GM 2.Z$$@U\]M7-<97,6 M+O-
_$*TNAM.'3B;&OLOVE7&A' /W>2D=N>^BO'A_I'G-*_]T],M7>4"@/[] M7/H#\),7I":D/S]B4*QGWR!1__XCXVIO"';?>U]_Y/8_D]!'.:8BE@_@C:
M@!SO'TGHA4D10]#O<(<);T*>]X;P"GO]AV_Z@UL\#Q%W>]E;R*6S!CT&A$=O M96V$$:\NS:AIW)R;OF*O.#.G?&=8VT1/_4Z2;$>%\$\#=<.16L^
O#A1TUU[&ZUL10=K(<-.64YK$6SU"NZ MH;D<7]H]*#\>.SC]61 C/0:M]HO27!<; @+ M]D[2= .,<#>]"44--817P&L2/Y+F]D*4WIDG#ZZK7^L8OGZKCRY86PI,YF)H(LX
=+5I5GA\PMI6A)X->52 % M/A9!]5Z785I6HIC)A[2W!Y]3 513A 72(PGX?)!!'F(34@GW3Q#0DJ *"'O' MMWDC@##;TNA>3Q]%0]_8Z)=8QYHH(K;*K=[>OU6@-UIW]K7H
M\;%^]T6(%(+$7-)\4T)K;%PW:;P5R^BU]9KW-I2=G<=[]6_U0K%MZ[C;UW' M)X+$6]?QMZ[CQDB.>5\P.$D"=+=]]WPU/.2=,2Z+&EBC>#?PF@O< 8+>5NH. MZZ3\]L;^>B&K^T
RI3V?>I<*T(/C'@;I0E"W"HXP,+D=]4^RK-9>&S.XA/5E"E:/U$D2P67(M_TCNO&=<2?Z8-6%[#[D-<+W@=90NT4;)YV%R3BWY6@.I;BU-3,YFGHQ?[!M1P'@"-
L+W6>I#X4B1/JGXK($]LYN;*0T\"\A=<7OD(^^-?NLW!YQ7\K M^"%E-%Y27TC/S853![5IX-@I,[#^?F/< %K=%+3$@_F6,$^41Q,%DD\]QG:K MB(E]#-#[=0LA#.W5&Q^-.MZ)H(

M$KB'+'RT(0N6-.KG=-<>>E97*A7HB>^B^3TG%WZ,HF7.-^Q;PAZI3V)'00E+ M)HSK.K<)5C]RH3$,*&=FP0S-H=!S_WKI75:H6@--F"M\JV(FPC>XX[_H(/)1 M'1L+2?
W55*E34I4+"$!66^]F&T0[DE?ZGV^=-'=S4=) "^JT*6ME3U1("%IJPC&30$733"$BP*"V. MMG[DOY@<9O@SH>N'A#NMC_Q N2;9#T5=T@N/RAK$H"NN*?>OQ+C:8@L<.["X
M=."BRE.BSE)1$S?G/.NAO S$O63HI^5F.=%Q%:$BC:?|*\|[3D9G^?7KF5] MA-Z7H!OUX0.4%)O_[;C4[6/CA.4UUH2 J4,L MPT?E,H,(NLZ.?]9+%T[*L7%PTM++ U)]P=0?
6)O*_#QET=:@JD2'F"O#H7@1 M1H*MSA[N'#369=^Y20'$R>Q2NSD,+-D=6GS/V>R1LR;XY\Y:E>TB[O(YI E\ M.K\U(UA1?DW'H]9MUUKEP6X"@%!&[<^J-7.\3=$
M[&7%#T7]0^@GTL;D)[28S46+'J2+J%;AHBB#20_:O?8=4!AGYEZ(,4M$"OKAU M$P"Y(4'V\MOC&]8=\\+8RQ)2.H=^ZY;0<14,ZR1G;VPYAZ<=&M 8R]/8Z
MQC2+E6@/AGR+KZM28A7KH8>7,J/@ST$"31LEG!.6R>H&7%>\/ESH:WA\Z\./ MT!U]1[$A'_O2H4,4IMNG;G$#([[_AVLWU>G]5%R] E>1L74NBMR2P[7EG@*T MVJOI(-
\.=0%75OT688$6O'>P"-+[F/R1\F_/'P7#CA9!C8JK1: B8UQ20"X5 M@S(';0-8>!Z*\1KVV(:IJY'4:^Q2DBPFW@H,VH/X:FU\1TT7:P302A=HK UU
MWP"XR]7^.#EMHB@E@]Y$4:ZD:KA:.B8: ?");"+N3B[3C/$"?\;WR@- M JA=8V W153+MG/V@!>KXS4(W7L86AV_ZR@A\<+:-?W_OYM>6B<#5;7>:AX MM!6)(PU%]F/OJ,
[K/(SST8KEJAPO7K,EQ%;),- M!!03:".ACPNH5K7.0(:QWB6AAW%+PTD._I7=)2;^?ZZCQZ_XY_G&PO]PW$]: M![6PCXKQ%,&_HQB!PA,-
$8LP'802_N:N5D30^<\S)9++H&8Q/L_;)0K[!9^ MQ] H6Y/.DBBDWB4:A"H#@JT2'YWG_6Z0FJ-AG#SU-;$ 1R*%1@]P8]&>I#&W M#G$LR@7S9=CY6KU;O/(1D?9]R1* Z
M__;#*+/0<[9@T2-MQ'G[%4?>()H-60#V;+?'K)%%"=>\-]T"^1Z2)>=U%E* M+1@]6G_#.%")A3YCO.L-466@*1RH]C/?8 !AZ /5E6BWN'B(0@+@WC4&F\CB M: JA.-
-V#C(8KX<\KK;@@T1A2(+>!USI@)-PW.2B*) !3"8RW5XN:$#8*=_R MUA&#"]5QYO6*:@FBP(=O/C#[<8+@B)*#0!.=;QI@5.310$.7DSA?$/8FH;K MCRQZ2AY$L7TOA%A!\G&GX
6TRI4 #.2%D=F5(N=_*>9P$7CK?M>)E9&F<;BI MS;Z 2!.H,Q]^<=7@H-[+R;B;_\74$L#!!0 ('.&3EJ5L#N?()$$ /S% M-0 0 R]Z7;;2)8N^A]/@:O.[+;7I6A1\IAV
M^BQ9MJO4Q].U['+E_7-6$ B2*(, $X-DUM.?/<4 $*0EIR2+:M3]SDR18""&-M'7O>WW[VO[[-T_!4%V629[__UVBX]U^AS](\3K+I[_]U>')T?/Q?_^MY\.S__MV=T-
-Z8S7:A*Q^%X&1]E\\5]E(2?"I65D[R8AW>]^=-UP-YQ5U>*W>_?.SLZ& W153Q31DFAR[PN(EWB\^NK@QW5&@<[+?P=9&$K_4X'-T/\T>_]3_Y;?0P_/SI M*-S?VW_ C\\JF"1.-
"M_DS%_WY'W=+UC1YZ-M7ONV[A(AZ6.AM/]!Y\<0]& MOV\?K K[($Z<'LZ+Z3WXXEZU7&A\>G]W[V#W8&1^DY3Y_?W1H^[?]>_M'=R3
M)^P/OJU[=@3/9FF2Z7^^^/C&/5YU/^\>O5>9S5<5'!].+TV5]'Y\66F?C_-LBI\.AC=][MUQ"U*D:4] MO,=?^H\FFXX*RN5178CO]4;'O[G&]@V]V1[B\|.Z-'1DR=/[M&W]M&RZSD8
M]*S,IDXO_:OU\\$;NX,W4*GX>A/B_9U52!?IY^.P>_T<0 M/)OK2H51GE4Z@S.N]+?]'OV0F,2N_K-.3G_?]+>O=S_!P>S<G\^@J\.#/QGF\
M?/XL3D]#LEJF^O>="3SY6SC:6U3AIV2NR_"=/@L_YG.5#?B#07BBBV2R0[_" M"=S#?S];F %P!KL]3-;9;V$$[]3%T_"\@SX-YZ]8)MENE2]^"_<6W^P'X[R] M\CE]!F\N%RKS)
[P[4?.D7?]VO='IV3+YM^;)P$CCYX=E,$E28+AG234+]YF& MAZ.Z2*H$1E)9'+[Z%LU4-M7(CN=)B4P\A/\#;EK4]E@"2QT0&WUV;_S\V3V<
M&OQKL6Y[+G4KGH;^;A?)=%9=\NY\U-.D!-:%/"MX5_'N@@/#@YV__1@_W MGI[GG^%>WQO>FPIV.MZ.(?)WH% 3DQSK5NQ\4'#-(0_]"G"5Q-<.9[?VZLW)3 MS'8MJ]?
A."]B7?"\7J0]^AKNPV+*'$UB^Z69(W_.M_Q/.>]DFFM3.[>RNQ^ MT@Y>_FD]0LHRR[T)5'$9U^6A7)?/[XX_Q7H9G'PZ_/3]Y-FX %9[\NKH\|?C
M3\>O3L+#=R_#5_\\^OOAN[^]"H_>OWU[?')R_/]=S;D@E\DYOJAR!@INE":K2,\,D_CW MG>3;Z>]!XT?W'^T\]D=/;O7&.EYSPYZ=M"S@YN_)F20&\) M2IC^.GOKT)?
YSGZ%+Y_'8Z>'!STE_TJUW1>%OT]]Y)] M:>RZK'H'WSA6_?#Q)1',8T,P?_SCCS?!\;NC8>/XVV)@V\F!+\B=5]]45 6X MI6$^"=TFAZH,3Q8Z2B:)CL,D"Y.]#([]H)W+T9]'--
=Z)2XU3#6]-TH6+R M@.\ >5YXG9Y5;@5/E*>I6I0P$?-?]BN83 3OXO7O/ ^?5<7%WWFJBRJ)5&]V MCO>41HO-:)OM_(UMQWOAV=.,EYJ\T(^5E:KTHLA7D1/H;)4C
M'&=17BQR=O69U5Q?(HCST&<)7ATR1+EG3Y5L=K("]XL<=".:32?FX ME(VE?;VTQ;5N0FL5UT@IEWE^Q4W]XF"HL^3?]?7<=W=V4-6Z^'3=EEG<^%,D<0S!P M(EFLBC@\SN(:-
*Y$I7(,1ZD]2WM90I1E(5^9_@PNYPR.AQ^')\/PU7R1YDNX M#KSO3285OLN'C?T65G&/M$'1$&^QTGN##<'#."YT6WK1!^&/O(D'WOO@ 5D-""0O^"Y_L/#\Z;+_I!U_T M(0?
S)/W_DT73UH#7/-C;>?YD?[3W^%9[CBU-W#GW_B$=":!9:K>X8&&@/T_I - M^W7W_$[\-SEH8A/"?:;;RB4.#_KEPX/1[N/]AZO>?'(#XLG!]>_,E ^X?\[Y\M__L?C-=&C
MIR5_#CI#%B4+E?*?X[I]JF*Z24WG=^PG(+%W^S_+)W!3Q-&H0.'RCHN]#+LH\ MRW3:]%."&+GD]_>ZT'$2O$M*E?W/D#]'LT1/ DO_(9-^<7,8ZWDIY3R*S/V] M7I'Y&8K,^H-
:H\@\./AA16;]NS8I,@_N7UB16?^B#8K,@UZ1Z>;S:Q69AS^@ MR(S.K\@\.I32?A(=3V&]T MS^/VG0+'[76-F[PF2]&8'APP2A01S>:VT>]5KHGF'NY=PTT[7"R*_%LR!Z4_B"E6-
P'),I[KT/TQ.Q7_MAB<6>:F!^2NX5U4>+NIQFD17)->O<>UE4.9YA@E'BT)%*/50;JL)O(I8AY, M=$0&/VW-3!!*H;&EX>.G*S\8.[8>" M/)EP3C'6G56SI Q?
Y\5<_*8%4>\8B7QBGE%AK%.UQ#*LH^2K,YK&$^5\.-% M790U)]7!]S#OE@>Z/WH0U%%DL5.+5P!U&U2",9AJX-'XS 14M/\-YC?-O0U/I M]>31_8=>0*WA8!:9
%_<%4CG+&AGQ#U=@S']M0G,C1%5<;D@\>ZACP>]M\9 MWPV_0R'!"H60=9S"^SM^)@#.3' G*4"/VG'&=H=P'K8HT@3\=XUKS,UP(72 P MV0.S')]"
[V_E$=]>"E4AB.!]UQTL'%P6\UD2\:XGQ>B[I+C*K) 4@W.1XB40 M8-@3X V9_M408-P38$^ %R+ +,9L*!V,ET(?\/ZOX=E,4Q8A'EOAZ@6(.%.8 M(-
!D%.E40&&0*@OT:=^&FY9YMMOY13E7Z'* -RSR K3!:8"8+]1TDO '\I&] MF(;3(C^K9]%\.X35:)I:K"=)1LI#B52)(?7]O:?K)DA?CYZ.Q]8^$,@#*],S M$S #H1(ASZZ9]GDRR;R+.MH?
[^Z;6V1O'."V#;>1CK;&2^O[;,^3V7LV2RI- M@\#@67Y6]J(7+^CJH3/OV;]8;I$*QAARE\0=$;EW0%UFV]NW#BA7W?N7>;L
M#Z]ERM>6E_K]W;A8W8JF\"KM"7+/:5XLNZI77N,#1_*_B_/M'SS\WOZ_Z^*9 M:X+V*^>!-N_6'L3&;3EAELSOL'R9_Q26>Z$WKP#5-#?E8D0QSO-T#//+*]"] M5HF!YOZB+I-
,EZ5'#/\10]>GIPJ.4V;0:_GIXN-6W^)^LM MP39H7IZ;=(Y\F/.#-DQ?\L*G@)Y,V;C]390CB)D)D)^5D6]8FP #! T6V' M:(&D;X<+F$X>DVV'[T]7]+X36!G]QE,[?-
^30I27IE*HNP_@5D&M9OXDQ+ M*8_!D$!^FL3L%CS15++$!_/HCKI]9__NG1=WC;K<-$][(_)&D."S\?-/;QWX MQ*0+#01'CHN2@P-KG /X1QW-..P#)(/_+C%.-
%=+C!]D.@)QB>540!P4/Z] M]5:\"$D]10+Q)U'.@(F2Y@2VYJ0NR*)UOA3@WO#>DNO?0?]E2YX6SE=5&R?- M(^-XFD-
88PV7P(MB]0G9PF""(*8B@_@U*/LQ4'8W3>.GB$N!FV&7M7DB[;>; M3>4PHRIH!(<3"#9W5+5]ZBNS&])Q![6-P>5Y8IB<;9D-GYH,% M"=P6C!PSRQM[BKA%3^$5?]88\
(>9N/WB+!7ZP0KD$4_C(9YB:QH/O9-MI:T, M'[CCVXR!VESKZDL:)MWBN9OENEF/@25^W1UK4 Q@D0M:]#E6XL_3PWHZQ[M]
M6OSY9'AE=O26*05/T8[+"V!>.K8*0D)9I&DR@A3(%<*=(5F[*'2:@*A!60\: M(0KFJB[1YXS]*"F9&L59%AO=@#YG\3"$P#%*"X, MMIMX2@C.X+LK,-%LE+:E9OVA,>L
7Y54YGF\OU%"@MK_Z;A>KOP2]Q#5;EH/ M.N\+5MSY1Z!(4#]1C+M @5Z!FK^UZ37GNB WPN=\69G!QB/33@X^_XC^8:1Z M4ET-&,O*M?_P\=6;X[?'[PX__L%YG1_?GWQX=?
3I\TD;KJ6I-,\/Y[E2*F[<+# MKA*/9F4+3CZ_^%&U.[&.]ETEYM1OP\A#1AVG;_BMH M.K;_P&JAO5B@-[W4.]\.\-BKG$R^]++G4@FAOWTW>S>WO9_Z/UCG.0/VGU^PXP MSR+Z?2>9@Y+U?
_;V1L_-+:8[]W]R]&Z$VCJ^_LO^WF!OC_Z?R7/;#>2?H(-> M2>+QYT4 .M/Y^P+\E7^&GS-T38%F6X**B7I/I&2A6N:P,E,%9I2(5!1!27U MI,K!'@0%\)HF*0NZ]K\A5_405ZX4K.8B]
@0:5]9]F47;N Y\%*-G7>RB= M&_%S*>)6*_Y7-A]O8'H6+G^-$]K'NJS0#,R+RN2QUPLXZ* I$PB #?8\KPO/ M:ALT6048]<@^[]#A)EE%Q
DA^CN(-0]FK5^@[6]1.WT1TW!F#FYB.&8!\%" M%>&I2FL=_K(W!)F-QA_SP7"^/,SIL_&BX58+.F.*31/N"]QFM#1=:N*LMZ MKN/ Y7 7241/_*#Y(^SQST9B/,>;?
_:Y7BO'#V49]7C1>Y'0E*9H49/?A. ME;'Z,SQ2BZ2"G[]5Q5<-.R"KYV_MHOVV.C\V;P&!0>TU\)WNXO "CJ:1K.%":#9]'^!HIR D=P&1L:=)YA>,=N+)]^)E3!Y4CAZHD2:>+1
ML+_%^'3,@T"\M(*Q-I,GZSR9 WTDJM+I#WI(?ULD,*,)1C*66A5E."GR M.2?\2=U44N(>1AB56&Q-Q/DV^/60#P9(+RHM^S0:T W*\1[(SX%4SAH?K/_Q"HF&9WD-E N/UFG%
MWWH%XRRGG!-+3D+DU&HR25*D7O;<1;I CR:,D%+*%O!>YO)CG>E)@N'O=!GF M9QF^;)Z3BPX6>G_XY,FOX9V\(+9)X?946]C.UB2>X,-W#6?+ZX]"Z)*:ZKB<
MR^\FK@@2HYZ+WY7&]<-.TX37=LZ+[M;;6G"8="V+L%Z8-MGR0+_T-\P6 L_M_T=6-0&H-MT\)2#M1((WAET\]F6%%S_SL34N2&KH=0$__AM.GN+3<>Z
MC(ID#,^K<7ZJ@\80]$MBE#QI^;DPS82$|\9DV^\F]_BVGF-.N84!J W,#6FH0TH-,%.*$JGP :0-3.N@W"H\]Y:>'$88 MJUXZ^A4N4&@0'J42.KL<-54D>6;D'PU!L%)+-IK[2
M2($V)8NHH!\30R4=" :0F '^FP:WMUC8=GO%:_9->(<)[TDB/%LXIB28DX3Z M*_'3YO]"1XIS_)*2:WO0GMTU]]RA4N:)'U(E. 6,%17GFN*)@;%*S0L$,\"
<)"5*Q(#S]$)3^%8F8]"]]6H&]/Y1*A>N%3;^!A\ 5% M!!I2)G^KS9_1,M3,F#_]OR,QUSE_ZPS-CO)M>?1! LVB$NH'6-URL*DQ;0/I M>%7D[\L;+ LFF\O=56E*"%2L&O
DL3.VS4,K)8TFK$]7_[C@]&,A^$AI9#! M$& ?D->S17,>\X7<,I/5.BGKS 7\"Z3N&.07M 75VBQB&J+/F9 MR%"=12,Y[0N,7EX89]7Q&<;?-08H)X-S\;CJE H65K%)I8US89EAZK6#
[_#!\7+%?]DY#Y-VQ!*4K,F")#AG-G4AS+3,JV"=W).A M"^PG7_ZS2)\%X/-@,HGK(Y(SK>U\PK09M)4878XR\")KUF$0E^!VTV0VD;L MM^?4]=E$PZ) <"M1><1.Y
W:1I$>8E60%GF44)N M+ROF'75BN;:["N0!>N!HE> F8/Y1SSD726%6B3,WLPX?65>6ETN$"R'7FIQ*B MGY"TI(#SXGS=9U6'V!:FMNU,^?V*A8TNK[HHX%C AD7 "7:32"S&X5:4R_DX
M3TM#,A__\<<;(9%A@ PF564E1?D&*:TCX!-VI?Q,@8.-YXP..*DH/ -N^"91Y&97(G)@8X#X\PB*PV\GX!IHS/FE(M%2ES,8G^<
M%4P79+W=E<1+T#$1P'GGSCM4AP]X=5S/L2MU4"!P=76F=08:5:=CA+.XQ1 N5\-_ M8^,>ECL+FETL$";BM2#G&X%!)A'K2#;C'0/K89R4;)F;J#W>:&P
M+C3!!I(+'[5_AWHB[F21UU.Z?VT)['ECI+24"L[X]F&=9]K:[.&V4^BVS__9 M^/DQD2-J2!BQ:R2A(*GFZ2D6.H2S9#H#2D7M(WP0OH8K!H1M
ME+:QA]5DDA"#ZEOXY';7%=SX^5/WV@2%;W#4I.;X)9,^8A'&Y%[AJQ)1+] M9?Q.8$+NS\E]10H^8GEFD*RJO 7F!K5;%*GH2DBAO\,P\,.585% 0-FE?4G M2R ;E
#0VLA7'!54:\/\)BNOJD+U9Y/=)=>S;"AAZ2IUN:'U+%<+6+,RH3'F M-)UGG1U\A]]VJG8#.V!3+CCW+C_P9E3TRV]]1+]* WFG[;=G9;UX?F>$[4C]
MQ?.5VH_M.:DMFNIM(BJGYC<)]Z>KGJY^W&C-*Y5NZ2'8&XOU UJL M&P_V(C7#5XRK]Y_=E2O7O[FGN>?ET<<5[OWESW; MGI1O'2GW!-
T3]*TBZ"TFY:M0RBX3+N12%2\3,*'IN0R)MDGVEP[SIE[OFWVG MK^$B7^K<;Z2V[VO>]'K2VV;2VSXGT95]+$4>:1V7 YH>9]%3\E56XL\H MO;:_N?W-O0DWMR>]GO1ZTNM)
[W\6Z75B0%YU\H]7A'85T+/G*,([5]+.ADX_M,/::M06K0*1]289XCZN?#-3'@O9;4A(<:9-AH0P^12-%^"GCI#XW;5$&X2P_TZ<$0B-U M0926C!-
IE8H%5&ED,3T.A@]^I61GR6HF5(^\D?LL<%I8M%/HDLNG<\H&W)## MG&15D<=UQ.5'==G&#H/9+X-C]]"Q&MFU=E6Y""NT7'1@H@=Q4]'>":(0./*158C)HW;,&8,;*
MLPC15"5571FT#LI]"]14)?"!0E BB]0*.OJ$HILS:OP938U#N M5E.F_\I!;^V6_"1NM6'+41LNB5IE^&Y8^ZUF31M7A@U>2+$AH&$L M,:W*VUF.<1N[B\!=OBS/NYR$RP[9N[&)-
INF?=WI02W./V[W:/NQ5;7:G#RY MU$5A;CUPZ+7=."Z).'\OC>5]2NV>]7!68"??_U#8%(-B1:*OT;1/$'FU6#Z] MIU:*#&[LL]]JEEVZKW+44YZAO'TV"?QLH]FKH+F'O8T9VCN8.?
YD2(/&' X MFO:[""S7CP;/!P%WS^_=+]_D^5?!^\|3TVRM[VKP*VGQ\4VGS2LGP_LYS1":@ MN0DZ04]>5T%>3VX]>5T_ZWNP_QSR>(63%Z3'|23W560W?Y>3W>&[AZBR*6F M-
[3S_&62UCVQ71FQ!??$9HCM\+W31R_.K(^'[/0D+ M"8_V=IZ_J,LDTV5OKUP)L1T\ZHG-$-O(YY<]N5T%N=WOW3*6W/9WGK_ZI],: M06EIUD=>]F5/?E=!?@]ZT6K)#P,BW
64YOR1.D3&E;;'<+$7CX]Z@GS"+1E$_ MCUX(7PU9]D+8DN7]G>>" LQ1NO>V9RNF:TG;VA>V2ZU3P3KA'>#LD"G^4I
MMFQX]ZI*]R$7GXP?/.FI;O1@Y_E+5PIA0B6FY3I14$\S5Y*AT_=+++!$^[^1" M#@Q/]BPX/"]WGS%PM1?8>1$N1CP@ RY*B7T?6$Y\COH=]QM85$!^%5[IM$H9
M"7MX,@Q?:U#C0"0?9U$^U^$G]0W]U*44M_2*W96PQ$=]A-E2Y1/TVBQ@%3VM M70VM];:PH;7]O9WG;_14V%]ONO94=RU4-]IY_H7:1N*,_\AK,(.S# O'X5N$ M$O/R"I:
[&GQ:FEQ?^?Y<1,K;S3C*O>R$_KT_*NEPM>[W4!?C_%Q_OE?I"K_M_M/P/?E]RM_PK2?<0/UI^ ^5UKB.:R ;_S$ZO%!YO[\?9B>>AI^6"UCPF_Q_M%_2ZI^$^!=-=>\8^]RW(>D47MO?
DD[U$,%W(8K=/FX"'!9#A&*)B"<$E?W>HV% M_[<#;$0<!'50XZ![PP=)=IEK^L(MD]M RPC;#/OY]K]:Y46"S;E5MLPS35!G MC$"&GP2)EXN+/PNSHULQW]FTHE,Z&R61#.$1Z-
5@<:C M"^RBOLSK(?KY*YQOEA/.&4PS&2;\ M;]K2$!YMB/%R$(]KBI]#<*DBB)(B]N=EA;/EN"WLZ+_@QV6<<)(!J V"]R45
MOC)59]AU%;&MX)TY;0]#KF$SZ*_<<]HU]Y4&KW]F_EL"?2@G.G7\,QU*]5.,[M<>P%MH.M#FX@ZYZ%CTO]A_W5H%%\U_AI!]9])PB!\-'$Y=IR&C$%$D,\]#7F?S
MG89BRQ]I/$&QI'S3W CP<)?IN4VG8$]3?]K!F]*N!=V 6,$48]08?*U&V,8 MOD?BE33,37.9AW]BYP+3']D]R&!ZBN.#7N7GB*AVOI#/621'"4$FA0=Z-EYVO&89'^4+6V;T. M(U
1O9)7P]QGK#6I! 2\.8;#35+4(LI0?YN!D*T\Z3G%:">386F<#?@BEMSM M(\>58]=O$/T5BV@0HL3R\C$EV45VQ]QGN+D]?]L[>#C)39K43"O"*A!\3W+3
M;7;1#0W>)SXU!R81X)6CNULOY#:TM*56/W-_GLZT3F(?85L_]RC\]P2$)\R M!X:=U!UJB"!>8F%5(O.&C?:?&]=+[AOO*2K2=UYEWHF3ZN(]9%4U>,3,=4!=
MZ.,7@1*6;^?@1#HUV&D6L#'B MKZR_/C_1"W2#BXE2 M=="X8AT:"4A7T'XSO.X:_CN?)Y&S5>&5Z(Q)A [XKSD1 K-%_)N T$% H$,$
M&&G"D.QE.%8(@D\<2EJL*"BD@I:%Q&N!>S9M(X9==ZK!BIR9'I)$>^B=KCD MTS(3@'=B]:V)?$&-OCWS&6>3GV4A\(IDSOPU0^.KU*J(9L"C//77&S*6):') MH#;K\BO[;K63].?V3
@9:YY#*07;@:>X>^8+D,YZ/DL"Z[M;\49FE;6E=OPX!H7G P'/[;.7/9]D9E]A(EL\Y(9IL*T'=>,G_2QYCFJEN+&7)#13O$VE=6;[2@*8 M[Z #DY*?
EEIBAAWB]H5FD<.%1P[%.$!V%#M)'"$76)6Z%2I=NN % M.O$2=,U*DU5N0L7:/ZD+OCL?XYPT@8:[&QW.GK.;'<L M+]"8)C7H";X]M$%%&6N@,3+6].D4L-
DGQL\3N%BC=<'S7AH'*QP;.4#Q/=WA MIF?WDO[V7L_M%9,=R0*O$KS/*OWB;4=#?H#A] RU90K2(,D9ZOCC'W^\&1BZ MD_/=/L3(,OV1[6E]D,YS09OZ]7A
4YDKF$3Z.U86#1$!SDLQ$TYQ(?IT@[# M+VLF#Y?#SD]&I)U8Y-AA)"'H&E2)\RET9>KF3;1D^UUD>WX^7M@[<9&<:IA4! O)Y]BV!GY3))&D4F&X.L%TI-U)'[$_MP!
<[...)2A9,]]T13,;.<:[/]X MY,)K"X"EI14 U' \ MH(S +(H\PY*$E&9BUE!*@@/%I#%X!(R2W2QF;] GA(T.%74H!/-N%N;%5)FQ MF.WSR:OHSSIAGRU[.^B(10H@P:%BEF?
Q+ONF.&$%WD_$1:XM=_RZ.$W 1DW5 M$A/D)*TE4&$,6MQN22DN]]#-$*0GNCTN>;8T*QO$,OO#U"NO*2F[S?B0F,3) M<1,"X<-#4WIZ$+[#]3@$#8/5D_#O:H+^-D@Y
TB7:HN+)D:FBKQ"]1 !X]T M5+EV241)"P*S4@[$>YR0+HS/%3D< B8-3&M88@Z:N;LR@8JH3RS2LG&B=SC$ MAEO&GVX!4\4S*C0H*R4%,804RCIA]V2L2Y@'70>X M-
LQAP'0@*A@SA:CX%(DA]ICN0.@7;9AHQD05:[WPR4A3(2VKA/"V^0*]1QXW MY/P$9&Z6T0.#7%3)'%8MO8O3_$RLI@A9G9=\]"<($00_2I?431>M1UPILF*X M57$R)7
78*MI3!=/W,]2$LM1H'E2S25##%7:)*MS"HEG^;FX]G6Z0"\R/E'H M.9F/G,>&H6?.Q:)SU@H#X?;84760P&2!T:5$>7L/K%.;%V>%GZ*05(=\DC1* ME'38NOD,.0X*-
S[;5+%A2D<1@9@I-W.&L0%XD->@R_(M(4(;R <29YFN1"]#HC MN8Y=RE=TK0%<&;C[-4S6]4<#)X0'P_!%^)_T*99S00V)-,H:MV+8+EH-N23UH]3;,)/]K?@V31@-S]2:;*H82
M:$3'3T,X2K#]!YQHJ,AC!RJQZ.[;J;?4U]L7M5;SA"G4&?L6W;F'DT+--1H/ MY2!@>R=-U3@O6)180\H@$+A^/]H],DUTSX. L;K)=37@DD!.^I&E@%'E*Y68@KC! $'%!4$;[(MD H5-
Y5RP(HOO_>??UNIR: MSQ*,9*(.%1P[%.$!V%#M)'"$76)6Z%2I=NN % M.O$2=,U*DU5N0L7:/ZD+OCL?XYPT@8:[&QW.GK.;'<L M+]"8)C7H";X]M$%%&6N@,3+6].D4L-
MT$VJ4IN&G1BW /(H6P^&._]_@#AN(N&X]Q(+U#K&VKFT]:RV_A2C"P#]1 8&! M#_R+@7PNB7"Z?L\1CPYT""18IPO]Z:V$:[F*14[ZBS>K?)=W?0*6]?PEM'? M5EX:U)X[C#E+)"3
K=5+ 6R*!CNOU$0K%)?.]PVCI;N@F^HP38!(8O*+%RKZ MRM3"MX.]Y) MG<@TZ +95W$P4U;/ C8/MB65EKOP^U35&?Z,(C54X6]T2'X%I5X;JSBB>NC7 M=8&&$^HU ZRYMW8+
[CV\$!.P5+FK=HT?X3P'4>]N-Z MC33-PP(H/UI-T1S]_S-" PS2H^LM4\()FTO!@."&>%O?!<+UH]F&CW/?NX\ M_T3U7@CNCAD]!!_6YW]>PLW?AKF#3?3>N4R#5]9E2A+I!,2)X*7T-
M$U]G?> MB>AOD4Y3 S2 ^I@ M[%+ZIZBIE>O!T_"G4747*SRPX(&MCRT=+3=]<6'-.;_*D?QQP3MN9X;!74. MFSR'<>4#-B5;5-/MO(64-
&5#8#9FG]+>\9[AZ[B:0"&RW=>2#]:$^!.2YH MFDQFLBY*??%W ;1W;TX_1B]H+"OY G@+*4$RQQYP1Q,I/>UG-D4VB9KW08@ MZ Z9R=KK"5]VZ4
^D$62D85H&KP26)=..>N&W"-ZD>;L<(5#R. 0Q;M2^O'(MK=/;M_)BL-@^8=Z/U!K\S;%[TM_#(R*$8A-!YYPDA(E'X?D;V(E*@9!)5V% M[["]8!KN$W#VC]"IQ>+TICA&@=A-,"RZ-
M"L.;+G)-L+(B#)QPE S/ACA,V MO70F'AB#L$$SW55DXEO7E(EEO?XGC]Y(3 #%("GS8KF2AMKP5]!]W M]1(GEKFZW]Q]L,]BG#6-
Y39%C\@I9H(N$,%&*3G<1]UL;^B9G77$%BVFX:$2L M.+$+3HU+]*<)^ZLG.6(3T>]E.B'(*)562T>2DFUBG7"4VV,P%CGR<.K$MFFGYZ?1XL>KF6@2/^@P)D;,N:X??_HL ?
$C,FP_!"* 9!;GC= MS.]Q2C YW]B5V;CC!$D@F7W6 TD525YVRR3]JT6!]$^H M 7!/R]X)<8U,O@S],8X1*C8+&BZ&%RJ?&[/ATP#.%_NI*J4D&<&(-FP:4]63B?VOV,8V5.\E"6"-I1%*
M"3G=.;(FL$H<>M*FG?RT?G,K.!9+$$8;&BR6I'L$=]F]3D "D34K4D\]7& M:-TN%BXOI72(?0*T^0&ZW52I%A8,UD:48SW'3'U3M+DQI6FKZ& KB9?EI91K
M!G]/L*"VI]=_=]D8!2>:1E6+>$=UD2[#KQFBBV&ZYRZ;OTSK\56FLQ0+I2E1HE-X M6")R\X<:"PI+'1XBUI+A9W.]SO&[^5SA2(-"R3]S!-\^@9?&XXWJI"UX:KX
-1]A7^)PV]CW4HB[*6CE< MZO:?:@'YKXPA:*$7K_RM7'I.F,&I_N: MY*!CV*<"S+*0!#,I2551E->X506B!"%&=Q(_]/L=@"4TT6]&04E8/+Q3P. M7?6- S'T$+Z0]YD3&
<*16PP.3]];";NRF\&72?6V$0"(5_90]-!P?]E9BIF M#&FX%G51N"LAOCE8=E%]@ZR@P.H^Z_4]XE9\!;H :#K?*EV#@N;3.\!1%I) MU%Q[" [VM(#S#)#U6#P"]CTXO/CS#8,S P
U/=21YHRYDS:) I+N2P+D>D2] ? DP)M#]^2^Q%P3# 18+Y^-66%0E0:))Q18:+!"+[M1HO"H0)P0$_R.5%$(2QTF7#W&):W#,), P1^:)Q\LX+Z+)'[;)S#.DS&$2V7=),S[V;+.LP143C.
(=5?*9]+3D="Q/0>A'0 #\0L_=U7@]DV?HZ>R M1"S!+%=6!]]2[79&R#46(#:ALAP0HIB[;)+ZGQKL]670_)CW89=&:L^='8)H M:9'_4KS(O55S+7PE_.:Q(](@5%# SI*
<JIT+^&B&T;0DA.BG :B# -=PF_M4O%;DCM4%75,SY6=>K+_2N\GJT]:9D0W_FB&[H_P1)V>+DEHPON#XS1-LAS; M-R',+^:^F%94EMD8'N?_WJT.U]#^AC0RX#P:T95H?
N$=+&9D?QSBC76N(#@A M5=O3&]\]E%AOH?+8/S?(.S_KO"/-5E F) SQXP ;7]F6+ZTB/%/B-12)0"7 M]MZ)5O>S*446\]KT5(YW;@G>U/XL;HB8N5M.(D==&OSIQBQDL2O[#,IMA'J&
MPGX1]"\!=Z>(TAB86H+67',&%_%S!E#&YAP81N6;*0C:A9# B--=UDX^LY1 M4NU+ZL U"4>#O;T[_'^_):M:=A]:4!]C36Y3=U6V6X[]$>M'GW [7(H1T9 MASD]1-
[&4Y&9)$7WYL.0_O[R?O$/>;-0P)5H[L%_(I7],MH?CNX/@\ID.!N MYM0O&90,C5]!'!3?*D:^:0ZHQ0<3HH3I=Z!240/H!&XFT]VR0BT]K957^\& M5E60/5G5(8Q5>M@D)TX!

(AI2&0=.OQ$*.)#6P_M|H'_6[$G/":D&]V1<)RE- MF&HOV,@ZP[C:%+T3PEL&C3YOZ+7'@8@/W@:9=4-3Z1_U6?/MK/G]/FN^SY]__MA1KI6^PP$1Z,C&>BV];U*DZ!/E8|@ %I'R=?
EU[O]O[4\|53TD6!E4_ILK#B M&'Y9YG/B^]]5&QLC6HT4+;A?1H\'HQ$I"RQM3;" H.I^&3VT]@1VR4,0]<2L M%=?)1A7K#]6= [3QX@*MF,#K"1,;,%9WE\|MZO3L3#0M\WY>5Q1:-
R MZBK:(9\5>.5!&Y@T\'V;&EY<%Z;_Z5(K;-B']3$K*VOLO]>+E$'M#HMQ4GF> MVWAB!<&HGX!6]*C0VK)OT,PD6]5,D*P?I&3V%M'U"YTL$NR%#?YDP"DD MM?OO.>EZ9?
C^_4M[O=<]Y(RXM<-(E?]_[;,PWNSI#>$KPZ]%[[Z[(W]ZO-F MCS$[7^&IAF/WH:%Z^S7I[?PV..//&;(%\T;W0I/2IC<#435U7+Q!)_DD48/P M19U.59&H]HL_<
8;W(DW:!][@8(]\8^DQ'0.5^POW^'YO%482S]2A4F.-YEP MRA\!U/%,\8H^*-#ZCS/; VW0F ;FK-K^G,!*X,1.$(%/T[Z &B4(KH=P^QUW M?_7AT.Z.%A.]+MF(XYEX4^0C1-DLP6$E?
(!ADO@/#H^!V^3!,ZSM/3:@48S M7MI$R6-5/0P79D!0'?ZIHG;E4GL\8!L)GIV!ZE4(X() [PW#+^A#L27--]%Q M8*P'$6O-;C@C(B0$K<;TL,TAL-[@!*FO^O M3]*O1Q)V(627I-7G%2]
[K-S#QO'9RJ54@7T 2\6\H?S]7)G"O8OQ] L>F M] 41=2:W6QB8]3J0"D5%,;CS!4JK\9+45(P3T2]+$PWW'OA6J4AGK'%P.6A*(&X7&8EGH4'A@UQ M
U*^);MR=9'8F!RMS#&"F9\2TG#HU6V) ^L-8?N>^DH(<'IM4T2BQX/W,H^Z^ MLLC3%#L &V/6S"[PCH!QX[OV_5..FB9VG6/ZX,UNLE/F2F1F5C0F>2I2T'NR M4KH TXMP?I-
K5]1K,4:X-$11A M:>R'R7$UD# 7?B-A/1B&+VMM^BN[-@U EY,JD=D%&]Y(J5T3G;%KI<-:&+[M">&.B.T/\&8@V9I7#P)A^O!2_4U'-;[A'/>#;R$Q'NM#^5'F
SN1Y6]%FX8=8ICT[VHH M98' ^QK67\ZP$_97R,NW.#8,^HBTN3:.##Y)BF8C_^!R2.G*M6=Z@((/I :K1L%@8:NSK!MO!F^\MF_#^!&6SWA M)%.W/4%[>R09!VAI7%/D$'?
$^)NK?"!E"%+$^-O6W80MO]DK^MP77_4+2.AE[+O=@Q=!F6G(9!.9^>)F22%,AOMB@P)K-]=Q.9 M.:6&X$8;-LVO+H1"3;HJ*%PZ]:UI;P2M/V%JHK$$G<^F:#PTP)_Y8G@-A.R
MH0B;T$7U]V=D;$7V_O@3&5!?*O!M2O9S[7<6+0B\5*)3%OS%3"]Z$P+BLFUA3H5/.".XHT M?NN'>TRJT8-V !;51MEAO>+R'CT8'ACO-F\T;^K=7M>_=K\2Z^T(K5OZBG-3
MF01=+R]2,9[D&!1+$.630(!I]$VMDQ;8] 4#9XY7<_UU0U<^A_*Y8A4XW=RF MXTE/O(<1ZCNMO+0-RC6X1K%FD)$ ^N"5=1]CS+D4,FU/E&YT)N4Y$$[4^^|
M4_"\8OQ]+*L=H\|AG,*-4[#'#NF.[C[9(N8P,_'3GH;M8L[@= MS."Z%V(M[!@_[0)E>6.!R0MEVH #;:@(" MA@1AA$HQ9TS8 H-K0AOK3XDK(TV]__Y!EUK=K-J-AQIHTK))X.5
M>OTS3]PQ=7_>M6NW_%'.VD\Z8]<*.!@4X4F7+(G\^JH\ARKE (T"-^:!8]_MA1W+$O@1\"SRX" +H]5)CJE45)RTYHG!_E/VX#[N] G#$5RU%,^11L7(2 Y\ M#-,!L,LIJBU98,=Z0&,=
<#81_VR.S3%0AR6=CB,KHC^*!6G^O%O'S;Q"5Q5 M-/^L9+0XL?TP0V!U=6+;5P#LXR\-7WR01P9XJ8C169UAWWTA"%]]U M:^ :2 U46;WS:0*(I$\>'". MX=4QE
M2WGA!Z'G0"+?]OB[&-: ;;S:N7&$8P3/3/U>\OF$=^27T2.;Q"XWS"82=;&3 M8 W7_(#)W(Z-W$GN^CG?/LV[%-.ZO>]XV@"@[U5F)^[.J.\05,0-PB <-GL
MBW'|@DJ^JAE5@W,,X6=W$I@+%4!ZDUA+X=B%>0VOL59FH5UEYY'CI(ZCT]^(: M@(1=5Z I72F?RE!VR1+IO=93LG10"0".D.!NZ0H;?!5S;$$!0?Y9>1\=G@7 M
KD+K^GQ8S=,6Z92NAL29>[PC$1H/)!:3DXY*8RZ'C__<;K/94#?AMTOA]] MG=7:H/>PY9.A X---)')!WL\EXYA_66U:L>-X&R(_L"79TGI-77/.7LEINKF
MSPLIF6B=TA&:Z2F8=)X'CL/X??(_M0U)EY/1,]!]\)'==EEO!P7R<)8LIVBGT7!]"=*EDE+ @T2I3MD7A"E#^,@+V M<'7]K,.)I*CT'/.X'HM@S.%-5C#\+AI-TRH=HB2H[]-
6MH7M3;$08/4:1];#]-%U PC0V M"@5QB.Z#-#RROZ77YO$ARZ #2X+.72KELFGO /G)#A!6[3..5ZO--A$G!2:I MF9-KR'-[GDZ"K_>L!%R0ZKPIG:Z3$U=?
%8]GQ/RB:#QH2&RC0X337E-MF(7] M$>H4'AK6&M029R.;$ ZOH6&U+$^7*=8X-6W:=89UDDFMF4,N"; Z($I2+ITS M-
7.#D$>^\^KSW49!H'FAVW/05=86';YZ__[EH',F:W!4!@$QW\XYK:N";)0Y M-PW$9GDN:;P/K(G824OVD(*&%0@*GI6*#:D!%-,DNS.*D[O>4MA\U]>SY7>9
M%KP1#,H5*BD=9]*;"P@YT!?6* IKC(!>W-P0U^Y@Y5H8^\+R >ESWW0!?Y*B M "26;@=OYO.64H-#PEH5#6>&]Y#GU3VPI[IZ1&Q8,F=QK90J -4[58KIT"OQ MY_I2!
(?"3)&XCISXA1 SD8S=KOPR^CA\(&[(+Y^^&0/5*PE6%V32FZ?";$W M\B'-G.ZP^6?.X^[NEP#"G!;@XTJ/<;:^715YD>^#^2U=PC6T(S6[9+:D-5(M',>@); 0L,]>8;5GG#A69YL=;F
/4&U]34UN>.BF8XM/MB4%FBG-P(M7!1#Y MN:T+',Q=*4-:1(X1_/\:2]>*$0ZSZT-Q-F"V+4DT@NN(2FQ-1"=/N_Y0R* M4\)-=^0X!%N?76RGE%Q@"G1D9W EI4>"L9@&32IB^P
!WI"$]'S%,$;#*IO; M]-3E8H4SR<\(DDEKV 0-(O(S8,X##<]R!LMI5(GT)S=-99VT,';-#KQ46>SS MQ! >Z(T?DSG&8YJBJ"!*->:&1-H3*+2K2 YTW2:24=+T_R<,T)OR1&,U5U[1
ME>_|]6X=5:IWG("CF(Y]$)O+3&7--@ ;Y+QIDS8O)O 6@Q>6UP)[PZTP:7V+ MA4A3#@UTS^DV0%C<4"2L)WT.2CLYZ7Z@W+K,*L-E@W6V9"= MRZZ-95YC/F^X0F-* N%-EHZ?
H5US;'&V.ZX7MKF.08)C/0++.5-(E!O0&OQ M1HM@)$XY-LIUL]B,)V)"3]3D)BFCFI*;J4Y%]6EM)"]2@'!/Z,'P3@NL#C[MM<)N?!8 BW[2R-2]CL*V]Z96*HX.L66X,;K?=;9VS-
O.DKB:X; W?CT_?S^7 M;+2B&N:"W@O:@]>PV*]X^"Z:JBZS=?!BX.7/JOCB0\F*]X,[#Y]LY]]S2QCD M4@_PR<-'3]P)5O&/3? :&$QX@?^Y/E!E4M5L+%-G:GAKG-?C"@O R&XR&>\V
MLD/6PC3GPG[0DXJLL3GW]@+_@33>N*$-"EVESU:=7GI'^CMR^0WD.&6GY<^3 M(#Z&^[O;,)4$%V$!)P+/&RXRK]#9BO:R$E"3[,>DK9;@,QP!VXX MJ*]O?
WVWX/IBDL=%1)P!2L$^H0M=E!C03$-Q"#OW'D&IV%XFE!WQ)V)NI4NI MHO-*]F 8K'N_T#18]4VX10SVH$;O.ZK5#KA#D6>V80#TE[*_E-MP*=_D9Q>Z M#=R5U+9,:C1A77&
["UB&M#T21*S6[ZIPHD[S@O"F+C(1IM/5N\@@.ERRR;?= M]FPRTK441&:]WN2RU/ZZ]M=U*ZXK:'Q3LO8N>%F6F\75P#,H,5F0X:D(9H3"
M2ESS;&N0^^O27Y=MN"ZOTSH2]TAY4:7/E%6%!3E56,XPTH@U)=D5S!=+XO.4 M7E$7W?<&G[_0/%"DVCCK$L=-LE-=5LU:__X2]I?PYE["0[X?%U0S'5]XR"N3 MV.%Y/MM-
P/P<$,JSP)I4X^0T+4 18_4B4[%@*]B6>]+X4A<(1+7K*YCCI3Z@+>H@%%51H,1GKD.Q=MN8P[:R6@K+]9.&-AK'_/8P'<;Q&;/
MH^L#UOO@RY3'+EE^2BIE,29\D:D83W9.F(3]U>^O_FV\^IZ24,&=XOLMH1ES M";T474T(MOK]F59?4;9R2B25RF4JO9C,YHYT$F[%2]>;S_VMVXI;]^5BHH72
M#"3PV8"Y\^IMPA*F2?6D!;E>6^!VP_"C2E@6N]]+==:%)6ZDL#8H3]2IA(A\ MVV2#\J:X\EM:VI-IG6,O;E.XV\;>RR^]@?!FU"6W($F3#(7\C,L^2C,EWXM^ M+
[=_(XIA3(%BZA=89S_F*>>=R*J4ZAE/SWAN(>-!71@L?RP7P19_2S#4$49; MBN&3C(QTY@&VD=U 6!!C,C59S,LQWO)*19@*>"[+C0-N+9P%>9L7'/12IR4
M1;VP.KW^MC"UISEI)P0T#.0W2Z*4K O*0N%0,R9E]A>VO[#;<&%?]DI=*XD MIRJ2% VY;,Y3QYVH6&% >FN;>BZ5V$M9&0]RSLZXO9Y14"?6#_G&9ZE@EA
MG?]923N!:7/*R\=B M3V4"_+J8Z()*;VRA FV15*%=;$=<&@&]KJ4FV=U"]VHQ-YMO\^\O&JOV0FWX"VP#5G$I=!5># Z M&(5'*XL#U_J-
/R8Y(PN#F^HDT]'H_M[>_#?,+N7B9[F@_#H,'RR/II/ S? M$W=.]6*69]K4#85>.?AZ,G=X.'!:/?Q_L,10Y89"MQ09]I<69DPYM?9V=FP MP K2893/^6&*Y)1>
[BT;D=8K2L)XUQS(;,T6D*VF6"O$"%#ZAEJV!-G*CFU M4/BFG5%&Q:Y-B/FMI(0MA7X !G*,7N]]0O=B\T>07"$^R.#C3V45-N-GPF MEVHN-Z'.'GZ#FDW(G_KZ,G!?2YC MGS-
:A(_&X3_LX&*^4*]I4"$0&D$&5ECIZG4*DL+T$]P$;-9H-1AXR:E*4I-2 MOVX%.$T?Q,$\O_I">$NI@X[W,$(#]3?%M=U)[O)O,P1B\557+K<#V<]H[I]_MYMFN_.E7^5GP0OQ>
3=/$_(.81$_\,6 ,!)^V7]@^Z";GE.QP1)(55EYW1>/O=2]\/ A+W%S@N8<'^U=UN: G@ZB@:P&*OZ@&,+:"S$(I#@DFN54 MQ)%;:S_/4L8<06Q1;[-6-
HA$IZKCA'>O(\0A+;0/^9281Y)9\!ID'0\TVMO] MWP1/0FD)L'KJ4NMI^/DXE1Q#-,2FJN!\"]M%X()T5BI.+R#5?X*5+]_C"&03 M-*DE,"=!>!_^95$MS1E9=H*SXE?46#P/M'QT*?
W6^)7I\N% C6V1]UNW(ZY MR3$T&&H'G%SE/$>P]*3D0J-%#5L2^9&<25+,;P<0U(WMM3+;ZX$NVD 7#W]@ MBUL'=''U5UR%2?SC[COH_>WO[> ?59=]P)OO+6X6,SK!'(+>
DA8+76!G,3(- ML)#L_01L.8(:O14NA8T^^0N]H=E[+_P.+FRJ%B6\WOS7.D\\]7*U+=,;3/76N M:MK4A$3K;^'NWG"$GO+V#;0?
7WS)#WZ]S$#/ZG"7BP#C^[_^F*"]WDOV>8%ZXB_]>Q:-%$0*G2KJAPH4RK+: M-0VD48)&N'<*GU!+HS&@S@->5LOZY_H8,>9#<-7*IK1?S)02RE9 MNYF6MBO44-
@S>"@6DA&6&W]XA?(7FST-Z;AO_&FMLL3MF+?$]J3/>FZ\ MI]*/TZR><]H)+7Z!=E:=22#'+3>C=D.[KVOR]@CAXMK21-<;B7X8'H:N]=;] M(_Z)P)5R>(IV$@ M9^9.(>4$
C@+]2@2]SX+#64Q]!S!ECY5FT3A:__3]8V8(,P2&"P>,*K]TINFDYT,3'I;Q\3<,35E66DH%PZM%.;#,ZV)4U+F MC[?;I5XHRI"#FX%^H!
(;8DGYMST=GCT_2K\RX23#P'P)ZL+&6Z@>WU1=\GK5 MB>V:;D]K.\^9"=|\65Q5U"_&%UH&L-R[ML_*>O'\SN@N[&;]>+ZEQW]CI\H6
MU>6:/OS/==KGY)+?]MF*#&/44R)13C6905.%]30&P^LS!@=-%0=C,XWWMO$_M]7.K*F/U]T5]]+BHL??(Y4[.-&&@E#/<&9;(2D)8(KK=-LO6KA.N/;/;-AZP MU5/M:0V8>&DM'],
<9TM/\[*G>OYD^D/#^2Z7N8K.\QWN^1/E4N#Q]P[@S!\0 M4YIY9FYA22IQ_@&*/#2/4,WA7VZHUM(8S'6B@ M]#GW\5&5%)E[K:BD4:5_I#;%:-%/?.;?@S2]!/D?TK"Q2!@_3G&]_*:+
(-MB]&:4NZ)E@0HLY[835A_PP007=H.L10<&89_ER8OO#[LY4I^]M#XV;T5P]9E M>0!'E,SKN>^RZ*;RM#.P:5RX]7NA]F[_6[>=>D@?6-TZQKZ\CW)^%.O\]GM08=+5-MFZ]+
M';@4O94UYG0G@G1LFMEUXP@W-CWHZ.KLVJQ1\G2K%Q?>0M=VJ]G/J16$]WL" M@V;KL;=J&30;NW5/FYWJ!(_!O10,.C.ZJ]G=V87-W$"[H2RUBIL=?
=64;HPQOB[6P15/M:6WG^4M= M1D6RL,B8K@V:K\AMZ0%F:WS W'U-6-^6MUL%H]?M8*OV%,\BI<9]UY$G

P^=;Z4K4SLF[2*7Z1.I% MO_^_"\SA$]$/3:J"L4G6)1^H%CT8/8K:IWKM(L^3AL &,!H\] 1#Y^.Q4< MFP(AS*TO8F5KAU?Z0+>8BVV#2EM#P5[87[S)]N+)UE,!\<#_!_C3)'U9K,K
M6,7E= KES70@-85>\@9E6V"@NUF 2 E_#"]7FN/S#3A,F_'C&\@0;*C:=S]T MK'=]2/HOXT%<007 15/]1WVJ?SO5_V&?ZK_-J?Y]POC-M#FN*F'\BI7V+<@/
MWS1K3AJ_O$Y"N62[5A6UQT($M\HDD&W6&CK;8@*KY-^*=\W 56-*#.BZZU%?9]- M(&;@_01+X#.*5:G%(]7R"USL!2="Q5+9,F0'$?5]Q-O> M.[S54^UI;>0Z"*44X*4+)/K:) M-
/6V:7N%5_<$.$!#CGS$=D,P*.9?:V&?>IL$\B.5@% 'A3H.\;"0@T)LWJF$A/; WJWYCB(]LK\M!. 9VX*F MC!L,Y3.8(%BNI 9('@^C98!^9#2DWV 2&$ZX0>;B(.(]#0;^2[@U"_18Y],
MJ2&(T5-FYA)X>LQ08D]\=]]2CKG54]U>6OM(*!MPT5XG!2CG'T&!!^9U%?MO M=NWR1W]=P=6 I]T%)I%5LTZFYB2$] >,@RZF18);"10)C#RA32IXD\A5ATZ^M$L/06"60]2DR3'|
(EO4A2E8U>$XS[^&10TZ 8*$X">M @[*X<8O I0>]?EP M(L40F#C-'4AM0ES!31DJ0M>@?]?\]TTR;XR\$.LQ\!Z03!(DU64!B@S8/8 MKI"^OVMWA44SA[+.=%!H$I0DT!B\7_+
(O04.S#Q5?]4B(\RX01*\-6TIDZ MBG(X[\C4F[,E0' 1,;#E]_']:LFUC+R]&WJYXN&%%]_]*ZFB,G_;D;5FS5(ES%;:'D5C'X].QLLFH/CE7)0=C'@X,'H\'>XX<; MS5D?!88>,7
7X_7Z@.J*^C%E0L"H,0$Q44@3<',#5NX^&CQ\[C#913"ZI8]X/D\SW\H(O M-9?S5I#1=77.NV*&^>#1P6"T_V@ML.;:U'\A<>Q)#%RBBL?TUEV+E0]K\)?]
MP_T]=RG8.*)2)0[6<6M9['E//0VP<.*_:S!V]_>9CR(!?Y>?:F3\P8B8Z\%! M4YF[G!MV=2*POV&W]<=='^R/[@^>[!UL4A40FZ3 *G]T!<7=8>% R.T04$MH M\G-
@PBSZ%$[)EY(A\$,6;R#VFZ^V;:6N^3FC5D8NT '6.4./#E;2"@H]0=S< MTF&^Z%+RJB7DO35]+V;=LT :UO&/"?8TT_*(]OYI%LTX5X :IM^:I:;9XW^$!_+B%W>CFODI]_5[YZ+]K>]-
K94N;=45V[MJ1)VOZ^$;5?"/NHK82[6"7N%MM1-+KG]*=?:]=8ZN!6]M8X4^>,1.QC!R<*/ MM@'DZ]Q K]SNFSS_BG^?V*Z3MZ0'UXV?-/8]:^9:6YFZ"EM(F68]R2@3P>7
MRL%Y[4+1(20">:Y5)FEP)Q)+WW]T;,2Y5P)[&%4!M^P]\%OV4KY!\S%VP]O1 M1]\Z1OQKG8"#3P3]N&&55 W+R!SHT1(_@(#72%Z;?.A:A,*EH)TVW2,DC3]\ MFA'L'WQ29_S?F$9?
#H(ZDU3 RK0.YH0%D^).LZ &L JC;M1,%PZ*NI$BM"0< M?(HU7=SD%8NB* ?#GP?F;D2S!)Z2A>5AG%",O<"VXX0VX\#!7*DGYX=/T- ML5U+:?F!],A-;&_S?@_#+\#ERX"R,%3)
4>,:THU%DQ[8$YTK%-\X<#$,^1C MKG=K?X]H?C2OEI]7C!*VY]S$9SY-)!/T;O3?K"*FZQAEUH?,UK@RD22>?LC MC*:N?;:U#.T/(_]#RLBU:$J\WP9D:3$K%&*L(G@3^$PA17
MBUYE*IXP;F8L,U2,\X13:UX5^L1>D*I 4"D+I"@G213.@%!\K^SS%K-U8$B2 M7'8&I'$06.!&*FK7TV7KA1FC[1XV+@V];^42&! @S(_M)&-L78/DN7Z/ @_U
M%2=Z]HHDQTH6OLZTY5)]22H?]@5W9Q0831FIA+-Y;4-E;ME$B&!T0]>?4$[M12K+0(Q$FJ=$D%<(-3=3;T\KSCY2)8^;;B3P)7 MF6D$0()= ![CWV3>96*OW/FL=
[EUPZN&Q#"\R(DKB)4!*TU2VT M3A6!IO=Z6H/(R(LEHDUAWGY/W3UU;Q4#-P8LU;"X@*$7SA&UJP &RPN/>5< MU,1X/+(\V_4^,=BS2>%9;>6%YL((0N3>P41RYVC#
<>?]U>]OUD^]6N\O>+4\ M,8C;022:1L:I65Y*V<%OD9UFVB1Y'_ ME7X++*"761CGT_K/I74$;KV8E[(#-<>AL]$;-<<\
M9$R[H<:K92+0=HN\A(6XC\C2G=H^]PQ*EUS<:^KRY23]XF,X9TOL%%:G24V ML2[!_U;HB>]U]?]];=O5\O(T".G2ZU7=W>>ZT)C!AM<1$2_\#LA^"\&+QDR< MR9)0?
W+,\ZHSTP+Y IVD,:.LV3_Z0O.X\Q9>Y?I \V3P].9'=]?[3;MI1] \ MV-N-U9*;)9:,VK453.$'B]76U]7MWU]\.T]5&CZWKC+@^S?E@K5GE_$:NF3M MBQ/K!::
(4R"/0<"=1C;PL'.V];;7WQN("AZM5JHH+Z^G8B]">A%R_F@WZCT7 MXIFFID]>%.Z+349R5]OL"9-8E%E7R/SO*7/N]'5>U@Z6'TQS%=YQK_(F
M0ETZNRE\]ZFF)CTHSN<*F]MY92-CS&.5OW BW6]J2TC5#\'&?'U7Y6&+A3R^MZ$]QL9K1QA_9L-;M+_?;#5*E-;9E[.+HIL99Z__KF*N]YMFFF,-?<:Y!.B/HEY3OT$QYJTR<4B
M!1XOPQ"&T*M:O_SQ$NOKCP-T/)*-_U?&4L6UM:T?3 M5WWEK5^TV2M;.UXB 60GB%S"-51X&C9?A%P=4:(;:,;9O$]_8*PCC#"ZE0E]<%G9[(P96Q1 M5!?VOE#9SC
|3%.R%JAD&JZ[0*L3315P*S?,#+@/83,:TH 3R0WX;FE;B(O: M-=8SE4Z(E4BQ#:S\3[CVR22QESAAP-X" >%?W53M*,*->T7^]Z7(_RH6=]VE_K]: MT2KAOUUG>./G_ROY?I@M
^YH1FK.O=NX_='5V-KV4J-^T:2KQ]3;>HP:C4]S\A6\GN9E>MN(QF7T=1E)W##.CUCE4TTZB.&I8*62>\U-;W4 "BC0FCM,"*T MMM F&@:OJ0V.PKA(HPJ(AY5M@I;*
!2E*AV5X9R)[V*)*YW<<2;.AAEN!/Q^TCM96 M80>VC+N5$.G78X^U;]NI&&R%$M?(V6 ZI]:UM$4T96[V:AK 6O32U@7@?0%: M0,E)A?-((OQI2H9C2CNZ4
49T,N<%&)SI4!13'H6=Z'Y/PTOERN."\02)E$X!(8R 1[!S!P49L0.CO-Z7*%# M@/F^Y]X"R.]3#(QLPE!@QQ=\!N(DDVNXW:?+>V/.>/O7?U]Z/<7D'-)*]<;2>*P-
4Q@%+]M>#+*F(7%H04TDMD%]].+ MOS<[!E9U>S2P>YY)KQ/IBV08>F+M8T087GK$WD\ PA5A[M,WI MF\DOQM:R.%(=35R%-OT&2Y1I IN#396P_6J:P'T7YX0F,: MA,7.>^C9]]
[M";PKV:5[F3K]L6_S>58RRU1 MN: 9X+YH&S#\>;IMT-)MP^_HMA2\)-=/B_X^@9O/N)ZT37?K'@@S(?;43L_M
ND_BLN7474;E;.#QJ7D8\VK[$G8L3TR!C(TI!6TLPZ_E^C72#3DOI_L(SO M-',.PSNHW%K_$RF4L68MW6EF!WO4F#]H@=S2T,\\E(QH\M$IVWT;YPY3G$LG M:IMWN/"BWA7_E@ G-
G(MG*RPFQ\T6GQ[F^6[5M?*GS,3YW>6 PFW=2-MEJD! M!@C@8R]#;HC5T(E5#.N#H".F0]M@[RM/AKLH.I$N#D#!#[!18Y\'=.!$DHN/ M:Q07]8
QRB6NO"LA4[53W&8Y=0LKK:]V!>?7G@SEXN,M622:53-?0C(@X'H) M1<"T:R9]X,"7DR= %WL8PIH\!@6]BA*@#S3O/8,P>$*J_TUU+^W[V>.?* F34O#"T-E,CGA&I"HW9..2.?Z)9
MM&8Y)%>RQZEU0K1A.%3'*_EE5@WPIAJTN>LZAH;QF?,S-"E=\8Y(=K.90H1] M1^<:&+'W8TQP<('WK=_HH'T1SR0.,\$BG/\Y7/EV&NV8FVHD^5>]E/RN3*>A MZ+*6>;
(#TGG>D'+@2D5?!?"$]H'+DL/4O7N,K\(-R)/:12O'1;6G2R_?N[M_5+\BPZXP@+Y&])"RLF4LV0A[7AF!;NO^"+SAC0!]5SM&.S52"V F\!/P7N2IB[AR-)BWZ"7WSE;XV M1BM-
[95]XS\PIOP!6!6AJ0_"%R"W7H%>^V^7]6P&I0^.9HF>>+]_CXYCL*B" MUR#ADO!=4]JLJ0AS,G%QFD1LC4N$'D=N++XTD7GYLG-7YF06FMNR1OP$&_1I MBT)!XKN["@8X.-
[;A#W)Z"@ 6Q$D;\DET)PLRPJ*8PL@Q<(*" >.*S*A+)" MT;!$MS+H76 K, @ !@A1ED1YB9/ -5=HVP_#UW6!HGD.-IPQ DFW0X[3L$?] MW@!_U-C5^2+-EUK3-
)+.OSQH0.1)NF@=16.8\%Y=LQ0 G20(#F83%O] M12@ "&),HZ\HJ>24O&2-QE&TG.T-1HEP]'SB*SA];>]E5Y'>#'4VEVCK\^? M6*^.OEPJ.;%Z4Z9+ [F3"<*[C=F(K=FO1;NS=F?H!
[,;,7CE>0PGW&OQ B) M#7/E$ B-PTC6_$;'7DS0 ,825G4"X<*1#.1F$Z$CHNX)OK#^T5Z.SM@@R^N M/P&IQ5['#SD/#L$XAL>M1#E]T8 $QL1H5/KPY84F:X+2BX#G?
84AQ$/G%FKO M#D5I/^H2>&RD3U#:<.KX-8>#SR"\>ZAY#\9L U6?YVP1BPSK:L6 8"1#WN5 M38,&3E,C9[Q!R_1S#_T,3_CV:'0_34*OO&I3LO?]/MF[G>SH$_VO@')WK?D
M,EY!OI1CN#EKC82+(1KK0-0ST)"2!09KT*]>Y2F5*D MQ%0)PC=S+.XA[XL_)ND!!NV]MZPVKV#M[#D7Z+4>%S5FN(Q&@E80-7LVO-N MG/+9+ _S,TR$)CV5W)O^FTT%-
L=@4Z349)1T@. M 0+Y/]A_,AH\>C#RV]+]P[3]) POE'K+""H_8>=LVC$%4$M=>[@83&,=7$ MI[DSU:0.F.* M4)TF$U!P2JHW=1G>O!0IL9YQ2)GLR(/$T>M<2 *BQNZ"Y?
SSVN6]"\R<_@1.=>&# M6P8-IP--20P*MA]ZR7,C5H#JB34VT240GRH.]B9<2@\RANHGA+]>C'Y]1P+, M)M-%)TF1WZS=+K,L 0F+>Q+>]>R(FF[I6#4)I,XMA?P>"5*\&XQ"6W
M&)2Q+.^7"U//0>1F0-$Z%I>3L[7;OS)3,+RRL7)RBU'V0$EYK.0:PWCYD.A 5I 3:$,<<);PTEQ472%HQEA8E M5,]=5H,U?G]Q&Z]V@RR'P5L^4:]QC?-OF]!($VT^D
Z"B0G"NO5178BJ$-4%ZU4+]!E' M59-&!YA5M%MCD!&^GX#&A/'GP2J0:DB*F"IB ME5!=W%M0,C$VS4DDL-.D[EF_E]R(";J!::1G99M9ZGO.L:)ETE@(/1>1 QB
M"61G@9]$,]!=M(:.M&S"7-1=VUM".(?Q:)F,7_J9N;G8VD4APE&U#_2""/1" M&Y?"!'(FM0J4&V$A\EO\]SRWCL\V!B)K@(VE,^5]^%/+1DE&]#07=11B]@KG
M^KH3E'LIMZHA'09P6FD.) >G!^>]E?O<)[CI'#=T?M_'+_<'3T!-0=D(8Z2H3'-44O6;8%>RGSN DAIPGER MQ,*70:FP!X)(D9*ECA3FB(BP 1),6]HI:8)$,14Y<$"(VG&6O)R
W1=SS2H6 MU;8.87-X2]&L&/F7:29BEQ]P V8G@.#G-NB6E36&NO"'KJTRLF]XXX"C#W7& M82_2<*0W.#]/LY :D(YAX--)0K![A :K X^UMTK"A;WCT;@L$3>^V;=!4P"Q MR\06,2&,#
<87IU2D;E495DFQV-O/[T91Q+I)]PH7"C:K#IS^F@7(9&6X"A" MZ,BSM.3T2#;T\8\;P.>_ 42B4TX7NWJ0]RPFM&&2]<)^(=+)R,?!]ZS- M#NBQ3%>&?'NQ<"-6\"ZGO
4R9U66N.Q(DP0(Y(#!I#,\G2XMG=D;78"XWH*1XO,=_I#6Z0L<>FVX2L.?8*?4CE/SR M,5"7.,!LIN#_W=W$W&3[.A^$")BM_4L##_LD92<4!R)B"7%E)
M%AXK_Z(I$_;7&]GU?'=X8V20"K9:1E^5U/P$,1ALI]GO6B-<.!1^6!-(5Y/+ M+>&G%\L/"W3E4@XD_MYE.6XS5?.]W/[;*4Y*."M)-$6YNE$]ZS[F8-,Q]VSX MYZ_@-9C3 1KSE$$>-
_Q8VG"%%G&(^R+D]K2UO%L%E$$:HR$%,0!?B_) 4H=>3# MZ$?L%JETBF6S!$'10P&0I4Q5I4*]$ \DH14KF9:#IP:*]#/Q#[09: +HC;L M65!C3I=CM"O@JZLJH0?*XZ'?))/=
AIZ\)VR8UL>6*I=#FPZFO<6+\B9Y-F METR4]FI>>K4-QJ%QI@K0;7&AYLT,9]T>$=6UF]&]Q"US8]C/9&\P7F.Y>:T M'^XD-LW73M&:M&'$S@_F&A3EI8V>Q?
>)DJ_;GMT!R*&$9!!@ E,SUZT]?9P872]0LF:2-5;4<6R*! MN?1T]W0__;0EM2!7A3G-IMAZ$V.8<\XT-5"?) XBBWE1NS'Z3 PNU>GX%)Q M<\]Y^W!KQ'LGB,]%#!.H)"9?
YWV=#LOJEDG^BU'S%FQ#P6]N5UG1B%I%U2 MIG.YMHQ.SY?T"[YM%ZH:D/4GS <0S*>_U[U!I0+5H+F(V*L3!@_S2\A"#/ MWK?:BAG\92BEX'M$\35;!^W ZM\.I1^E]"B6&5 0UR
H88$^"65V\EDR*MO< MZ)XGH,[/T"QRQ]_#);LP=7R!@O,908/*,:((*9..D8YR]%L*C%\K3LRJM^\ M&(LS(HGDK-E?^Y_V.?'6,*(*'|Y53R]28J!U1$Z&O =O/Q7 M>Y0!S<))$4\-(G -XR-
C]%(P%'^UXC.,(_MQ+\4 B1'H!UIQUXVE\UT.]W]#)'KXEQ-;+%OS\2\>-N&5A73H38IB9\@IQ2[M;,0?!144^&DP%@_-6=H2E@9TG+H:B=:YX8;?\K#[Q-K&+=BYE!]Y"(G2>2^<
M!W>4@5KHRX7_4H86FA=%/^Y8%+=NG@@I\?LS=4@.N8]?G (S@6[FVHAY)]Y M+M++<2:;@]@5.D1WB49T>V64EK?8I]YV;L4,$&+$X4XIE4$K0_7>: 4N#K/E)

MS2+\"5D,D6MR:$S&'!BV^\|KK##+BRR)46SBHE+J T=H]-X%?)A<-\NO)(KC MYU3'R=C&Y6E1[,'I&HY=F]JN\(:BPO6&&DD1(#[\8HX4&Y7QR+GO+"HNE>!5 M">I6$4_6UY
%V/;2M).^-*U9FC8XZ&O3^MJTK9L!PKYM'@*1WM(YT^9:7<]E MU,E\W9)+X&4R*R4_0"ECJGC"_$N19_!YJK*.1ZXS0:M(G,ELR?A2N700VY>@ MU4*4N."F!
(OAH7'49;_J.D%6H2,RK9RZ?B<"M<^[O)F[+XYO0 :\Q !S_CHW MC9,?>I7$$$S(V&TO9N1)Q**LS+1L1=T!>>*P7EZ^SW(I!Q3^]R^D@L&WGGU! M)/>YHOQUDQ]1'R1J\-
:HI3G"X9>"Z H]6I$4J(LDXU0S> M7>'V9%"^)&_A2%;<-9DN5QPM'JRY.L58&D$,,:X ;)=$T_VMN%LH $TG9''D';
MAP]9@,XD6ALBG."U7NIW=U'-7^6)RU12;D'\EC*TY+&Y3R4;6$IV+7AH4+2L M=J_>91WV-6AA5]#,7AH\0W\O@J./06CXB#!_Q=Y7%XA 9,B!<"4OZ6&IN>@69-1 M',;7L79R92*?=&]
(N284LME_N&@SU*\ZEX%LH=U\6/-J<<2V-<83M-O8(F& M8XI%'3,Y25(#1# ..;04$^>&GUZBC9'-5KO8R#?##.:8O0]..J] (:(1$(0M MTBZ95ATXQ;S3_#K XBI6IIG-
[0N[GIL_+1]VKDAE<6I8!8&!2\%+ R8./ZPM MN]PASA++&J@=ABJE0/T=A:XZ_F-_VRQ3,A8EQ7YU]]+/.KI?>?!:?3VH/)S]
MPX:+1@GZV5DH#+2*V"5J;O@UM1UN=B55YFY:4(_P!]YJ;F!Z#AZ^B\EM3,\1 M/B3PF(F]5FF]8MSH#,[+P.<[Q8VNV7)')TX-:FMZTQX,Y\LE7 ;9?>8N]1,S
M*IB6)Q%HL>4EUC"@1B5(#=M@BKJBH8Y\9H-+J@*Y(A+/F.BY["GB7R)I +6+ MQ[_CP8.CA?E39G#TL38@F0C@I7)#SR_%L4R0A> F3;(?_HX%C7KL)&K]SYPI M+,F1?^ MWD/QO
?W>?IAJS!]7'*W=]U$*T%X":&G$LT:O9B9\P+>Q9WO@[+[FH+SH;^D M\Y"T12OQT]I/XK7P[7$)AV,V7H)[7X[\0]&SW+S=[0W[M..F;4.IM/,X:WN.'@Y\%
M'<1]T0H%RC&)#Q4T00\$8V27MO[VP404F./2WJ\A0IXSF:E-&/_Y09>6"O-K MB]F\QVIO(HO(M2\&RXW>F' 6&V/9!VIFQ'>:T">G/C4=1<%="TYU(9? I6M
M<9E>FO&%L4C9RC;?;0*E[;O\L74OP,K0XZ"N+$=*+75S%I=5C2[KRJ7]8/U MTM>Y=[M^:X3$XQ6C^WI;M^D9.,9#551PH?BWD;IX#U#*!;37<(^ BST30PPQ"L*M-
B"H_(+/!C.E[8AW$!KKX1*>X0&JME M_CG1N/5^U%;_.[@VL>[RS#0E8A;2Q*X=[(@R^SUEJHD# CJ/HWG&;(@>]4 M%T*-&QS'Q=1= +NL%[*@S+$'>SM8)D>&WC5^S-.Y
M=0?'G9]FSV!L'N/9$"&]V=-:>Y(>8ASA? 09!&5S(:PF80B0.\ *LR^7'H>5 MUXR4LJSX (;/V$:,R+HIW& J:5V@>E=3*O02_D&PA]D=)[K<6=EC+&D#7S@1 M]"B<$(,$!%*-=D%%
;:REW,W3=2:RM6[P+$67U]AG M.<7(-9V3.=.S:CI8!R,JE!A8OZ?DM+3& _6(^]3]XN&B:0JD(S$G2CV7 B\X ME"H]_>X*] 'SB3LIP@VUR)EB(5"Q(#JRMK$A:<$)3>./!HU"/PM^J
M6@<7:)&8J&0WC$:PJM'P346O]1X<6GG:0RM;T,I!#ZWLH95;-P-W"?8@:2Z_M)"">#@PBM2M"V!(,.DJ) O3OM4H=GB7\H5WM%[60PT._)YE@Q((1]T<25VE
MI,CL2_KK[5;.P"$1/%F9%5C&P>%BKHDE)X-<)EO1(F0%9NQOK[230,I:K1'Z MY_GY>ULCI'X/$< R&XN5B AF.+J@RE%FJB_+^73F^:H2GZ>(+CE,^/*I.*+G
M3,2B@7OBB06WA3E45.8[1*).W?SY@]SHV[[WH#AH(("5@^K<\AA<\@Q]72_MI&?"JRW-=,3X%N7T]P_;=9$CSU8ES4R)K K^07@[(?.@FSEY7,#2&'#7,+_C M<:G170P-
D3U:G)Z>6'A EGMI@\NDI ZT#/_L.-6!(#^KU9@LL%WYQQB4HW6 M#$0U*0T9,8IQVRXL."(8GQN)@!'($S2Q%"PST88\F&/N-2ZTK]K?=>I M3!:,"K5=ROM2X(W,/;R!XQU-
=)C;)Y9J,D*=5A&A*.)*-%Z:TL0'(1Y6+X+" M3Z=@W!H1.!Z4>6_;MF(&<$D7G(H'E%):EKL;H)! M&.Y,7-$+)+Y_\QOIDHT4D$1^P52Y ==MRNO@S_^:9T91/(.HC>R!GI6^ M&7<[1,_
@9^D6VE*;7M\M8"D5ZDR5XK;$U!11KV454#QUQ*$T;7P)G%#3:IB MX^4A5HZ3#&U\XD5$P@^O7R&\'??V[@1V0VJ_*R12!NUG)1$3%IW.::)W-% XIBVF2) M0X\UGU?
HVT7:+%Z,[(TVUIG6Q'FPK*>9&,A:WA1[N_@DUAP!4BTDG MO7QN]K;)>@R[W63,G\>$R8V:?,W*2$N/2OHP)ZOX?D$"$?DYH+K:&Q3PU MK0PI^YWU;P:6$T'RQ2Z2,//(UG M)[\?
O+;/?OE+!)XTZ#]CQ9VKVQ58!VI HFAM?,?DR)7VG932N#$L!ARNX/:Y M15Q=BQZ 4OUR \A)$<^%@!@D2-OY"3["/03<"X.XWMAB\2HCG*T3Z4+.2Q#8 M 2Q=
TQ;IBGXYU[5"ID;;M21>3<7I- 3U\9_27CK2SA6Q85A5&P\9\2)M6_# M!>;!:3;'!\@.NL_.-0PWK_7WI"XH MF OF"G?
3EDKI#"=09H_52K/*O!I8HIS9I#DZIZXMF87,N.60!F+P&XR)VH:F M7,!N<]#H,(!QQ[<9"5*S5OX+6,9<$3HH)&SFAU,5BD5O MK2=),5TV'H8D7!ED%C=<4362]A3K'A:%*HZ-F?
+1:=!:UUZ0%UWFMD[U:=H? M"5R89FC@:#H>+!\P6|\2M3DF*H\BCZ456YWPO,MC8"9)Q+QPG?I"N<4PF$R5 MD'K7=J$!)Y)<4R9>+ :F_3L\K(C";A3(N;4Y-
1ID+Y>VH9&:TQE;UXS7+Z_M!5W^"M(X+%MSNN41&1H";GJO==,N"]U$'!F"--+* 60X&1T% I&_<(*=)V8L+ U'A'(8Y4 Q+SHB[ZB6-?=Z/DIS M5(_RMFZ8.,+? D-
J&9)LHL<835:4C/+7$^C[3,X>#H6C:"U%DI M4J7>G(T !BL[,[=(G@8N:>7G=""S4I/B;%#?(S%"(&\8KXPIL*9FD]1:]"/! M*[3+#^=*ZV:E91ZPSZ"$0&10D$;0ZSBGX[=YZ
8+CX1K;26]HC:9>U."8E** M:0E/7/DE2L@-]/ET+VD?866AJ)&P*%HTC2O-NJZX(NBN!V05T5$N?]AEC7R+ M36$>AY%)TQDZ?MG%/QX=/-(77R?CZA(?
=/#=ZABJE0!H%@]78@_9[(+6XP7, MNRK67U+J,CN*4UU'>/&CE\&/U7C[1\F,#_8/3Y+LT?PQ94 MX[L][X$SX:^X(C9=1 1N6_5_GIX>YZ;TVXHYL=>7A$(G!*F0UN(%-CY<92D
MQM&X"(7=6H,8FNH:.Z=>:E:TM+PB?Q JVW7-L\UH"\925)'Q/@#W(!(-MXZ0V M8:UA")]TC-=)6.T4=Z,N+.GW%:=GP&+-9UQAZ.EE21K#4*Z/TE+9Z_YM?7X
M%>ECF\S5^O'8C*06YOH)L;5&TN6A.,<T/4SCX<3+.7 M0 ("8]U=@AK%4'#7)\^4IH_6._!DI"L&9QT&&GA0BRN'-\>5'2LI@^0[@AOE M3=$-9376M]GP(<=6ED0,&4E+%]+KI'3?
QF@ C*V\7!:FN/UZ2'%_6[<5>+X6 M\].2%Z89E7G](1S]L/P8&R?%Z'5Q9T-SBN8XW]@>#VBR*_] MCJ243OD]3KC,VWU?.F.YDP1>.9]F/T4!I4/^GB,I$MRVR\,O1*+/F$
M8DX3$5%8Y(DUGS9)X/<2^SZW_|:@_IA|?]H;GV<>>UF0X#[,IM46$.ZDTJ4M8A1ER^? M(T5TRYA]8!TV88\I3(1R3.-V10QB:GGN=(TORSDWX)F$Y657$;M,;9ZX/B#QE?EUTB3 M?
9G,+%]Z68N?JO*PC%BH:I2@F@(O1$ZN'5O=7@K9-D>LF7PRUI0@#PF<+8TE MX..J9,_J,=8SD3]Y!)WINB@.S4- N\@Q03%*K_*I(X6@BJQCIKXXZS"\D=(X M4+R3U%SX3#2ER9*\
<)!+!8'R4_DZ-9W"1!ACG&1NY7RB$$P4803(2 7% M+04?TU_+_:"6;:^?)BJ3LHUR-:6O.V(9[MEEEH-D2_4%V>Q5EM-%0).T<@.(M-.,QSDTXB*)AJ' \D;+>ZR$CYC/X"(-
:Z+XN'0WS)>>8(0QFE'*#+K<\6D4B MYDH@M*U'''=TSDMV&A!T-T]I+FB07U%G4*MBRLC,-.2@2B*VR;^I6= MDN AG)*6$N#>]"U%H/Y&L*;_$3Z$OQ'ZZ-&C_!5C'UX?\8^Z(W]-
LI AK?4+P2I(39/KGFMDE$RHR*@H88T7C JK3 @!+.!0E+(.&+IO=" MEC8_@W-OU[WHHQC0PBB6BR'1#/K(,P^G*$ZEFGZO@8=^PO4>\S,3R&CB"1Q<
M=L)AD<>@ZVD8CG#4BV)RZ[I9Q1!VK,DJE@;P18+&V%$Y2.8>=0DT1[7 M\0H3[L@A&?WH)*::*%D>J-46AX+ *9* M#IL0PR$K?!.P$PBF^D(P M7/7AB7W0#'B7I0K\]I=8 -
HX6]XM@76G.>?4ISG.*Z8,829!?[ZR[IX\V%?M94.G6?^M&#;P$O#)!V&\"2.N?+95I"\JBXA M.WFQ+G2S)J!M\72'IC\M/1]](=R^95E+RBG.= D..E?B.DN*7E=8QE?L9EM_
M.G+V,)\A4F>>B65%>RB7%]LL>3W\LQ+/> YC?XCZ0_3%#I&]]JXEMC6O/,R' M&+NU/!/@TIOP AW<3&K7B2V"F#,1.'H5I[VAZ&5\-
PQ%U;@CMQL]YRZNNM&*L%T/;JY,#?:LKP9K58,=]=5@ M6U -MNLG\=X1W4M8=:0HS&+V/=P3!V EP"KY>&E-Q&%O:5.D47%35A3WYGY= M=&DVC(.46IA9/L.>45B!S
UCF6^T:&3J;(U2K%3T\J:Q-YY&PEAZA"$!&>?# M&#)1+TE@ZGLO_Q!(]E!XI%VF+&00C:V^4$-&>< 2BZY&<2EP"\Y9N-7LB-*W MDW[>6@8$/@'@=DR<>)8\;9CR^BD$.+C";
M9&OVNNB> EW*TOAQE=9C_?=[;1L(>3#>#U]?&>I[()(XCN21M^,'+ 5:X.,' M<.NE#YC=>V\;G41RR=V2-"\C<\"1R64/:9,QV^*39<,3>,/P58&\2'MC\DH3
MN&+*,AW/JSS+IT*.'@M[(GR:61'\!!A]J4/B"%=Y@X[X:!9!%:>:Q5-&@C*T M6^7I"A+>W-'X8W()U]W*M/DM^WY,%)6H_"R6'7YS/PP<9& MRDG30U!$\]LG*\
(*XYP@X8'APF>R/3W]\=O?X4+4.;LB:4"V7U.SEOY?_'9;_M-4&*TA%+H/':VL)>A;CS MF*KLI UXY-24-@'@)Y7&L8]5:IS5:H=:^O/Z#] M =W=
_H9_IVCC,,R:\PH<:"Z5E<@37(@KN%NK:^?CU95P1G,TQXC*G:F&-//=GMC^SNWMF78NN]5BR%^'$C+$T"2O7 MX2A25CC-L9N@@W3V9Z,_&SM\-H9Q]G%=V%R2C6$@8#S
2DSSA%M87)IX?)T@ M$8)VJ4DNR..DVN 09 MF#6U-S-T%S$DR/@)1#FL=U$$C_%C1#0JBS"IJ$(VUOY^HR*>*/4)R.S'^(+9 MZ>B4]Y#3;4J6GI>!GS_'>S=A2(6)V]W\N?/QPO)
(9#%#SR;22P]A5]7#X5P; MQ8=%(![4=U-C:AX) T(V1W"3Q_<& JLBA(J)BTQ@2GA[@;=?7#KZ;47;5(O] M\!P! (X'2$NPB0/',7HKJ$PKM4UVE12Y"+_@5[!<+,!HN+;P8$2+(GO&<("8
MH8I(+FA\#2)&Q 40K$RN.7560R4DQXIVZ=!BB\X)%,-5[@*X"X3SS45!.@O> M(Z_;9<+T[V.I^O^9L42<_:7-?>2WY&4T,N*$Y2FF>^F++K;-6^[>JS,1F?P MX_#E[TGYL0Q^UU;A>?
AJ,43A89:M*'SC.G^%?RAAE5!>O '5GZ;8#1;DY7V! M^UXM>MC*IF=@.:%BXC%!F",2GJ:+.@^DU]/-49')SCJ:G1&*0UQ5H,JQV%;9 MUQR;A26V$2X2Q]8W8Z;"H,Q)H1#%/[B-H-
6Q0_4,E ..)(-Y89>%'O2T'3/X M"SLZ@JPLE1#8L0IAI;6ZNF9+7&[V8= AS)6Q)N(F6M.D4M).0H6C @$+"B;7 M[S)(Z$Y"DV?
$K81MG:FJNX[,LW5.\@Y3&XFS9GY#,DECCW(JKQHF:4JFMFZZ MQG$5[P?">#J;%^ "("@: >BVH63GZE"M.%C#,1M'=&.PGZT'-Q&0+1Y%?NLU M=2JG)4?(";)MNR-
@5WE,I]4US&6 50YU8119!16#]92TB7:_-R>U8FV M$2E+FJCL G7%=CM!JSRQC2'I\/-RY(5#R 9*0^-/G_"^/"''8DJO-[67L8]' M+7'*X$.V.
M.&5MQRS\M]*K&8:*14:C2QC;F+TJN\:F*/("(:,I!![,_+&.-(P:X#D5VZZ' M2"J/%=YSM1QS K=_EDXKZ4)[ZE"=!TR'=KUT]&[Q%->;8.$$8.7VLCZNFNJE MQOEUAF?
N*B9YPM;7E$\CX?(YFSA&"=\02?.%@'L^>V=$G=MBNDEL=6\9_!E(MM_!(2![##+NEL&7=S(/8Q$U9-HB0D(.8UDJKA0R)"G>'S9L+U] M&6 M^]>, C.=I?G":&TK'VM?
_3,^B52I]I&EP%M-=9UG[A*$C*G";H9GF$X] MD1M;58IRNOSHLRY!S6)BVQ,(1'XL?7<109Z4I8/5)"FL9LKFP(RY?HABI,UK9.T*&3:ND*3PL;^PI:-G
MUEON!LT5%%18HIB9T%LFX26JZR5M]=52NHXL&Y=V3_2TZ"*J4..?R$- 4]%& M%HL -&])6 *D+L[8,O)+?#(9_7I]Y=P6,U#!ERI&+J!1]8AVZUR^(.3,M('M
M*;R*%>GI%7,_5#@#*%0&.5/QN;+*&"Q)WKHASCY\WP47UI+/VC'=07>2H2Z M$H'?OAH&7S!!(:FVO;'1@231!D!WE93C!CLO]/?\N M,UBK(/QY7Q#>*@@_[@O"MZ @_"LYC?<-
E[X/ MXFS##'[B;J18OTRN=V19@W&SJ$DA^!61C6=HM2*Q!936<:Y%9+3=@'?7%B)D MCO>IV#:1*>@#H0*%V89I?*WA%R>OSL$7:8[8ZX$A5T8NDJY$5S@LP06]Q&[S
M7GVWC(||*2KIE&IP[^@$WM'I&HNK\.3*ZL[Q-A>!DD.\L)GF>.CB.|-:"3=^ MO@ZPNQ309[#P67NJ1G#.X@1C/)IMDDIQ+\2% :R1A+CH>$LI?D\;
[>&"R"UOZ7JMMY<'"%Q.N;=_T5;P_X5U&Y&. G>3HV#T=$;)*?^6 MK7H0!)Z.!VD<[;9=2+\?-K?X>)J*VC8AVA4AHHWPJPW%ZNI$ W^B$1TD70N/ ML-3KI](;T,W/X)4KZ4Y4-
3CBWVC#F F,2FCY@V:H M+G+:AOL6-&-[$F[WOH"#NXB;?HY3HU;A@I;T*I:UJ[G&@**@/7AI!8U]ZA&O MA\&O^FB<[O.]$UPHCQH6W\9Q0UH,DND;/ />&;Q7)$6KVV"
[DM0&,7N/8M.) M7SST>,"+A*Q?+>3]\TF!,IK.N)'9!6YA5\Y-W VQR[9YI/=XX1QS'=W*G"#C3%HM12;),?HUN0Y+CKUK=&S^GC,1&46N8ZZFEG#N?GCN
M;4UC&;7A"0;I\1($3ACVAJN(" $^6YA:V\02F^+2TVNJ29R5H![\/W=4.1;S M5LZIB5)[L?*B8ZUJ:]VA03JM6-!MQ7;YS.V^UF#W]P^O]HNOL9+A15""T&VA MIH"
[ZMR*9E.N^I\B.S)C%[CY-V,%)3[,6,;&)8! M3[],ADF%_JQLTSU(;]H3-3X7W4KHA4#]= M4A%"0LFZ)&'DS%6>C&M*;#\XMY_W&K%;G);"?.HJJBE]1;Z(B1"BG4:O\QWB M^)
OD=TM7]L%'GFL&RI^N#9<1.]Z&MA:^^[CI?%'#GH4]%^_()OCI]ZMMH MI'L9>@J4W$YJ7>\0YL"W&6.A;4V(@&?;"7DP!R%UQ(OX"+R_<6@*S .>)+4= MS0F&I X"R[]&\"H$=?
GFIG<0-JW@R>\G+[[&7WI]F8-\%'R8Y3(ISOX8 70- M)E_6N_JG#@9TG9#1).[=0"("AG%_<8]=S<>-FX*[.W5' M8[1\ISG^_?!7&]W0>;@2?W?6Y;@&-!FKB+P[@G=PDB&
[(/3QQPYXDVE*"4B=9(\">U04Z"C^" ML[-W"0Z/%W+KEFTRTW2=8'1UQ:3CK;A?1E>+*%!@,9X'23'XX$;*G&#]F==* MWH,R>A"Q" 4S*3&JX0".^^';/$,W-
+4H2V9:CDL*ZBWR.>F%0'2/_Z8TM>AP M+[2@65;"M%&*:,E*W:H$.(3,(#NF\:Y%A@3XZ"*0384K?KVW $@S5X,\YD*Q M[=WDR(==>!"\43VV'GB]?%/+*\
(VADBY/;RVC5OA%$DGJGVAD/YL7DEL/"Y0 MA<:E)@#\)2D2\$#H-\U@KP?3%'NV]_T[0N",Z*%+#5(SNZ_'W!C \#0QL:)"+Q1*R-Y2Q3UO2B00AU>V]C:/#R[7KAC M'S[=] QJM;
[>!;$.$"N;W0U<%H5^(>5W?.&6$F"TOMX%*BE#OWH G*B\,K6[M&"$$X%=8T.O![A+LPDN)JS[DOATS(*:.YI9?FRZH%T:N_5Z#/D"! X'&]=D9 M)V/R#ODY+%@("ZF,>TVCC":
2PM6AZ.:(6>U/BP0.2SYM3UK"_80N73F0UP, M8[C<[;W[E,(MX1SKS+PRF&*.5>8HH&17J<7'.)]5UN\//[Q^1=-Y&Y?C^&\4
M79MYY6L2DW1(9*/K=?!YO&/Y2^:/$V^=M0DE]?)D_BRQ?Y3(6I.4EU-%T5'K M+I-QCGOB>F#@X@BS#_GX_'>+T65])(#.D?]!I)2Y-S MIR'O"?3C:X009?!N[!/%-
P8.F;D5[!IOP(P"9C2G-?#;6(:"D?*W3'!_]9>S MG&IH7@6 *J% +/QB+A:=)NR7VF,9#>=%4GU6A@@C />VC*F >Q8OZ >#%]HW MZ=-"(!'[;#0O\W2,.23B;'A(
M'0(O7GEMC;P2P()W#>]@6I+HJV_B8?!1S@WD$HBG12K3=2KPG^2MGJ?[77A. MBLB8X0?)X&L$/]I7JQ:RP0_$B]*+<#ADMT-5[?OZH;*"^=8>GIM:X4F*Z[-
M6EB*\8PG4V6YD99:,@G8PHLB%M"55VJ/T+2:M@]!- >?^Q4W78!_MD6;H'?(<-#RILE' MO%-GQG<0 K]$$A=8FP.4MGQ@P8J?HZA+5IWF2_H"MJ;[='+GLYN RT$7>*=3 M6.E91-
E$]1%\4CF @67,C9R73BE=]&&$C<[@#RP_[A0.K^H#0[@-DRR- 9U6 M2!>>_TQ$9JM*CA6:8'6AP3PX*YV:[P"K;@K6F*Y3G40$&^K.*3KF4.!CK7HT MT$J 2+@*
\W/96*YOP@L#K6@B^#_)N?(K1[=,FE=T2-,4P9%+Q7CI^ M#38)A9\5=YQT C$8PW1&ED0%OVF*P!51)" 2A57\+MOGW[:6 %L:S5LIXR4- M7PE4'4\9'RGY2
J.QA=^>T:P$V:UBX9'WUVP\OEX&RZ.C MW4+*O+&SHFVG78O)NT0^\""+=)#:Z^T6MP-([*C(^4"46LAH5)Y_RN-B'+F_M$MU. J>+^!1-8I>>V .@:O MI&Q='^E,P$$:@P20?N
+8*0X 0QOE>BI.[@1NE4E%F*0@N7/[[MRH*]AD746 MFXC0W.=LL/-G;1.3TKLX\#:B/I!-I-["F$IHJ,^X4MEA",:<.AY723E9A* 0 MD^E\V@
R28=B%;V@4_28RDIDKTZ:EI,ZU((::S53EDHOC"+#LIQST/@Y%Q524JKZL0VZ MCJVN6,?A[)$5&QO_&T8;:E9?$K/-(Z8:,O0T)(MK25H;?GU!Z%XTX7_/\TI@
M0QBFT,)NQGNC1\;A*R+2&6OKH.:YMLH9/=*Y?S5%:=V#O^Q1V-(]VD;9<)C$ MP"1C=IUW75@''_3NCU?A;TQ(S'QK\+N %H*XB'4$Y,_V/!6\ B4?WM"T?MC&W<5[JX1HO#/_0_["-
+]"$=T;.(4 M(3=67$KDDHLO]#L2]$;KZ--W(@80;9;MO%Y[L^+BG1CBK1L;#"'.$N'MR!Q& M'^5S,"\;X$H2?.]C"WJO;UMG W&?#",?XD15DGOQ&$VGR(/'X@'W^;I;DJ7
M>=27$K#WME@C]I(AP%H"1!0WI$X)3E@J;)G&&'%+8TP?D3;V'KL??D!CPF-@ M5\^$O]._CN*3P=X@"@@S.1U4]4FH!KW1F);XS8:NA=+UI E[=V-:GVQF V9/5>N_]4)?+(<,(
MED9^I6=P J' RPG;.I[5Z1RWLQQ87K F::@>WTWMK M4BJ>T@;:=2"N,/4I%\$[E5535[[42..@_JJ2JHYU5#<(*TX6ODFLLR*GX3_M=/%RW]*6,?-N<^8O:,3Z:]<43FP*F^\RE>WT-
2],XR-W5N%1@X(&(7UT=4/: M4-QS@%N OX*3>'\0H:"M]$%3$E-^PXDFCH-%GIG0L^%(8^A=MBUI/!A% ML6=P#<;4]_:D0U!T;>:/K'.Z'_#&ZE3\^DN]4^047]]);L+H#L?4X[5D.
M]XFG 84 *2\1NDA(ZP!._] S"C,RB?AC]M<2G2O# MZP(#>AEY 72_X@N)9SZ1\"NG>"7:L4A+7/%3]0V3(7A?I;)B6P!F/F%=::.N M&+^QW.?
P*$*28Q:1^1CQB!'75QF.]ZAL\G8A+N]13*9$^?T[D MEV8&!G\<<%@%+('CR,1+@8LC-MM)+Y\@.P%W7]1 %_6\:TVP.H)KE#PHI93? M<3"W9
33+%YHP'3)\FH0Q_.183FXJ0K!+W'F9R#1H2KD/^)2&:=%SH M[E'[X:K\I12 M"8;S'?F7@8DS+1U[2O$!IJC1XET23Z9&H)O*C"C6&.\Y*>+YF,Y//*3.%W2/
MMY_0J_R3Y*EEX:JUKVN>L065:F5T*8S#":Q'XZYD"YR9\Z&PR'LM])_F%>L> MXE@ ;_1) B^'-4UFRAY,5&D)IUZX !&T05P4>!M%;$4UNK2P-38ZDHZ*%? P M =TD2(RD1&0?,[LAB
1&A,"*DEX,;Y:E'N8)*H@BSZ>ZTHY"SNEVQ"ONT8-(M?],+*_J8,C/ 2"G[,Y(+.DSYWT8NBT.$&#C>J'$@%UE.\N.(KIZ*'R"T!.BC MVJ+F83+>B\N/%(U&6D?$3S@RX_FLY# Y^S;U?
6$,YQ-X/&[#]64.[\6KXW@^ MG0E'A@5:>&&!X<)NF10GUW<[GE141$FK1*&9H3&9VTTAZ ^1ZP'EE9">2K3/ MS6>LTR0=!%HP2+0TU['KJTB"+()&K\Q'TG*
^S$BYI3K9IOA3[D6A^)EE\CL$3Q)$,#+T4?H'Y.^ >-Y4%> *H8%-XL MC7&(9?8F2;E%C-9=&2\:$E!M8<:! !%'HM$#&R VT&L&P1PLY:A(ALQ=PF>< M=,+0U,#9"E+WC
M1G#E#NKNJ=_?A?Q8KXIU$SI]S2VB;_A+A)1A@>6EY')@- M2'X(_I#FZ2A12&6YY)&YCSMJ4(>3(WG 8Q.X0*/6L:(L2="10UN20.O+8K9B
M!IA*T&WRS'C>J'F31F>E*_@/I>.9(P0A3!IBP96BXQ:)5*DCB4(B*GFOUV]' MR[5IG MXN8C(::]+OOURVBB2GA-#!^A,A&I&&OQ,[J=O?U;4FI;'+[0 MX7J:(W!Y]]
[8;#*'ZI7(VEL)^%SOT,>$'^QV5O4KV!^NBM76$*2%Y2J%8<#2 M=EG+9<.0>&4ZA&,U=J3O$C4()W"=\$&$<*(O8VS>2?YGGJ5"SX1H%VR5XF/ MN;
(IH'9A$H:ZLMDL3%;7"I#@IIE0",OAYAR5+,=%J]J;;(LMZJH]%V_#[\,E M5#7X]"C0YVJ5#K':>"E"R>$24^VP4H!CO:\H%:():*<&4K?%D_6N%6F9U
M/(+8T=1"@>11=7J_6K@)QSB,LX_81W*T\ EK+!],G*+73FNKR$,/*^611WG^ M^D)PD8%$K+@7"CY+;_-)(=5]O\#+Z%HTWWTSF)Y JG/'"G/-S4 M*=]EB=K],W%N-
Q@=T=H)P&@0QS*HCHE0E1K!_6&* UT9R6$%PSC,BG]'"J^CB=)=7BHF'1$I\,9EG3ZZR-'MG5QBS:MQE MZ)-GWD'#+M%$*<#R"K&9R<5C<^/+:A2OP"J0$\F@^
M"6*=#FBL+2_QN%S%J5'"+N]0Z_GMZ/Q"JJ5,/G%BQ8Z'6G6YKK P7 H^S1E> MA;/T*]=%9W"S)V)J9Z#OC8O,:I%9=L_LCX-FYR?B-5[B2W_826-,C9W3.Z^UH&+*_L=2,204S%
MG&VP55:&*>.;\I8P+BLH-]23- M-K.*OP12S-3?F'-)4W)."3[F#*$4+7C$SIE4_\0C(E/@AP24D&E\E)\:+2GE MU*K[,?@+H*;+$>83AC%'6@QJM$QCYD)4R,9VXI\%##
[,L\02^C6]@28O"*^(M#D>+?M-%BPL/63F$#V1*;0.3AM\>+O?;@R_LMX>=?GNPU&_?W3.W&PQ_ASVR MKX7L.^N1?5N [-O]T_@0'5N,HF&6%WDA:H)2TU JL&;
ML0IGM[2\GU!F0=!O%@?^9Y8HKX'G,&XHZM)+33T[=JN\P)8AU ,LMPL)/ L MCM!@ON;D<.\:/0.$<^3C&H;G9D%D(M7X#\^V'_V')V,Q\?[STY<([=?&+KU*LFN\K>I1
MT<('9LDHN3M8>!4C:S25,+!O:=F*!67TP^[*S"TRS^[X"/9FADY[=O&/1P>/ MUI\3+')UB1\]^,XZ#=B.,YZ5,!+]F_T5# 9=?%]#%X_0//U8%>N_%6Z)M5HRLX/]PY,D>\"-J<8[-
/+GIV?/'V[H]SE6;O9$PR- MNH9&QBV5@*KD[WE<@#?*33H$NMYJ=E>;./Q1D/Q^3R=IF7:H>;=MW]9)@Y[/ M>U(O7?>'_LCW1_YK/O),+6N [3I)O0YX>!V
"&0<&^L"6ZZ";4\4&$MY;Y*9&@#YL_M.N(H;N^..'7;VH4*(5;0"?=VGENJHM<4O:;8JI'OCJ9 2BL<&Z)+B6Z9BX;L M/RG?3J9/?4 MB6:^2QHAT;M@?
31RRE#$$WOI6:KH_I#WA[P_Y+MWR+'!;64NDE$P-B-I=S)< M=,<.')EE//I[GG!E9AD1M3PQ3!5$>#E+LKU\,H&__CM/LBK$LDCYE;[,PU,P
ML,>VEPDL+4^OJ$HM(I$)/:G_7^K/=G M?0?/NOCT>LY=TT^$/&6C9)::5?_'_=GNSW9_MK?L;%>F*/(B*2L.#8Z0*P/_M1"?_.B9B,<9C\D^2L2F1/&P.FE9%:?P9$0D$=]=?\K[4]Z?
\IT[Y0WW74BTM6J!FDJ/\BR?4N=;J0CU MRB(?^K!ONMA@Z\?_)@OJ)-P^^R85P'@4J%@^C[TZVNU,:M!RC^V3>&6IE@N= M.28910*0!!R]G-
J6YQD5'C/EK$.>PU^(6SGCTAS;-7D__*G(X[$O8);83BI9 M"&.2&>P@?N5JC%>J^"'RW6NJ)T=?E?LBIL+T3J0!!*[O'B>1RFG!450KTDGC ML@P%B(;H>NK6 M6RMSJVKO=;-XP8%\
(I;G3I?_GH\O-.D74"%555&C1IU 3T*WL?%S'2>V.YTV M&'&94IA.)]{@%T:; U[FUX@&T^Y^-5]0)FN2\$ C.2'R&\AW;$;&
MQ[]T^[7I'7F]GA00Y2=N/O%-3FZBA>%B2F:2RBO70\SQ3V##@))(4+$@*.A6X=;EN0Y=)0�[DYR!)FB\&%8F"\%:=E &-77#?O@GV(RT M_4$B"H$])]FH86XQ/A"73I\&
FMEW(Q%_EX/JIQ1&G?%KNR\"QJDW&%)!.] MW=FPW<%6#21?SBL-DRDUDZW8(?5]BS%(.WLH)7'ED;O3;7%@F[U'>FP^]AFU

M;GG6!"4OQ1SMZKKNNEQ88P$'%PW!G80A<"KFG+HD=%*X41,&0;U->-U"_L_] M_MG-1D$,3QEQ4TVQ90"7Z]0I Z@AU8..";D.<%SDW@?<2F+,':#QY:AJ69U?
M$%VE,1SJ4_*ZL1LH'K,,J3BTV1"M:&1;2W3,*D_L.D#MN;2+0[LEC[HM(7B MH4%TF$O?S4=07I9_^%A?X/5RG&8.IL5X+ MV<5,0=!)M**YQ$_-=);F"T-
W+,1*;]QBBK,%.#]H"6TEKB$,X=<[=+F4]=L M/_R+F<+HDD9(S8)ZE#>+^$B]]862-_EF|K8R1QH+J'^^V8Q-FHRQ%-EX^T
M4OWA>B]Y(=%%XF;K@'97*^ZZ5]$ETV)96D_*51#IZS6;-82K;3(M7"R2T/'0@F-/(6ZZK" GK=]D%_WV,3>46]8]'IU?/%2!/E($K6R]# ?*9T:< M4U3FVG3(]B,F-0(""U^*B?@?
BZH*@\1YS(#*]Y?ZEV9Q,N9F1!-(_@Q;/D0RS MKF0]U.U&;/LU%WB7P+95%&@JF#53"$?]XQK97G#-$6'Q%ZH!9.@D#IS.#?K,
MS1%U5NOOZZ\M,@)1[ZH@S:^UIU%]K;O7L[EZ0]9H!KWIUISKFK_>#YT1$%I6)P M@L$M#IYX[3[K'Q??Y2EX.]1/#OF@P]ODNDUY)KJ++P&WB#7O+8;2]<=:@9RT
MY(-1DR#J8$Y#X1_/=6B3[_!/N$O,2HQI7T6?&-8V>B(V=++7(D$]ZDE06R2H MSWH2U"T@0?W]SN4]SP;M%C9#V)-F"'C/QE1Z8=J!2NNB8QB(*;0U0I5GG8TQ M=GV-
O@*O)'QO8V/G%](BU74DP";;W=$^ZJ;A2P;WQ^ \3L=#43H+&BS&^ M@+-5U&4]QR7G5\4N10.LG'>O7Y1%/CMY>(J<"[3'?)_+,V'+A2 MTY6@[E_[%Z=ZOY7"4(*-
EL'V);+SDQXM8PT!,YIG:1C8YH3E>P&&\:E-B+C# MVEJ7V6OT8+,MKR$L=+K508" MC9"U E:4S_6W"4=9/";L-[1V%. M?:M5V3?8H5M""#Z(@4C.]_N?=.;B N[(]6:$<%ZOQ'/Q,
@Z,S99^BUFEMP M9V:25'+/O>F%O;^R\?%[;%!2([SQC._#!!L:*%\"T#@X*6B+&\=.)F9,H. : M!RE"F3%-F\;?D<0R['-0F@*Z(,(C5Y!4,@R4QT*5)F.,LF>1QLFTY';O)J:(M-
ZEVL,\>*LQR+FZ5WQ(*#PI:&'H->&.!TAK,!PQ8D2<[;(\B5,3<^-W@\DI M,878Z3>C-.$\2^!>BB!5?UD)\6;C3<%MIV97I6W73TLM(XQ9EQ%R7'$4402@ MV=-_I"X=71Z,%AH6YQQ
%L::TMLS<\4V]3RI4G)8]+/>AY7<--A1$/'V!EW MLAIN?H=XA>=X?R!'"QPN@ZBFV$0*7!CT@P18ATFDR+:9#C@YSMEHCA>6DNAF M),64>G%U?
4]<3>EA_9?.6CW.SHPZN&7T6KN8^!1]<$!/Q/.I2]B?F!2 MPW>N9@R[Z-[^(GQ?F+U?4"N.W8_YF]>RP=B= \55Z1]IMC.45[J:]/MR\/@Q6W3M][:H$.5>$5Z!26]/KN8V/ M?
YU],*2HM;UIGDVP0R7H$;E]:2*XC9FYSL#/NTQF%*ZAXB^%Y@3*P'B510K4/H7W>^D1S(L+MQB*$*$T>$B)I]N"@,C[22!Q_IW%3&XO+55'$R23ZCD MN1;M
|@LN:F$G\0/&^YZR].W_885*A7L)8I-_*E910<#^L:24#/PXO5?(:0 M0O4V<^F^;MUJAM?6O5$"EJZ+&0T:5M\+#^J/B(U58W)=$K+:!./5)QAT3_!@ M_^!@$/KCK:-;PM_RPF
%3[0<.>.A ZA2X@:+%'3--<&[L-YH!%AV6_I@E?8*TVGIQK M#"E(X,]FGM98EMY-V_CXJ8PPN,6]T.WKW-J6|],6RYHQ)FN63Z*Z/)(5:IR(MY:+?
_1HG_35K;\6VHU#%FSA]AV<>K'9KY#)?,=0R9HR7QX4V&L0S,4;<9#*< MV]X@UL5DO+K@5>HN(R6E TY*R[E:8U/VPS^;_L^:3V O1E8G4,RH+4)I6BOG MG\<=2@RFB&%]
(3VHB/P(S2*G8.G["^.;B]^+HLD,ZX8V]#E_CKK]<(W@1] M/.Y!C2U0X_,>U+@5H,:'HA!;&0U,?!1A,O['H_C_/S@XP<_$+Q]D%"S5]Z<4 MY.E4N8,%>R G,T2EQZ4AI_-
/3MF\%Y10[RHM&W^U=/Q_&5MY&UH>B2[B"1-0 M43/;,+!V#$55L\W5$U?9]ETK9^SP<'+B^: -_K,5R.X[]#+&W]W&%$X>'!X4D/S?KRXU_] MU(5ZZDX.OE-'E0Y?L.
[ANX>]]\|X?!_*X9,$QTG7RRE4%,R)ZH-BRQTL%9N_83L/'&@WC5)D?\5%O\Z_Y#KKU MX__+!)B6\:L[4'CK4MC%+D8P\ Z[J3R,L;(O>C+L)3\;8DRB&'BB&,&IV:+M
M,1M2%V.O[E7ARN&YPVP:RF3'%#DBN-5%OB@@U3T,BM)>Y^;^QKP\7&@_XI9OQ;&H0E=#8G_A?6W,>U0?&?_Z$H3D0 M5-R;#QR!YYC993RF#*TUM#;Q]_CD9/] 1P/+
(;05)$MN&' 5R"O"[_+SKC&) MAS016%%#S#+4EIA5MD\#$YXW&;/@K<-4R53U-/&N>687*.$J)"?*)GS/H[MAZ#R]LZS[]4UK CUD4T2.PY^.V*V[\7:$Y:K+<= M93LP$BXP:1.-O%G"
<1@TJ*R(9Z->?(/"NORP-90=E>ES&"1\APU/P\,COO@(M'M0Q4;JHRTIC:"&N<1([)/CDXB X.#FY4@E'IG;_!8-T;EP_[FGEP-5W@ZZI@ M-5TE55$D$$UQH(=K)8_(A%8BU5D:=]?X;2:
PB6"KQ'Q_SCX_.N$Q2<_48#T M4\UP?!$^-PQ-2"*$(Q2B 06"#3H23 (,XM9810!_X5@%'8C[BE9$(LM=Z]32 M)VS[V@KM@<)'BP>]7N+N<^I:@"..L/;L";
HWXO'BX"]I[TBSK%G(R(>^'\(*$ 7R)A3N]?4WN@U+LG/39Z&8V^O"@ST9Q M13;ZBYW$1M;Y]"O*.K]B&H;D/R0M?=)YTV44'M*JLGFS>0!I[O/ NX !!A!40#
M56\.1RW4ZOW36M)V&K\8&?>\.,% M*05+;=K^%R*(IZOEX\&1_;T+LX,*I@8[7HSWEZ0H06*P9N;2!'ZR@;E&;.:@ MF3+HRA%0%]$_$!LY$%;O[#\AK[
(BG;&%^#42.496K/X$A\)RE1)&)W$*DM MI#(TS2!^_H6<_UQ"Y&?Q9U\L<-$,8JP'2@L>)&91CUSLLGU: M DG.6"5F"8_W;U497XM+N/7C_X.SV'*>_3X>+J(M^1+6OD,#EP-
.B25I.F>* M;FPW2B47R 2AB5)/+7B'D!VISC,8N ;5EI2GD;LL+?\B$D)RC:?M6U=>2FO- MF,71GXN]!N73N^!*3$(.4'/1^1C9&$)NN9+$:4 465-[M]$.JEE>R?F89_HE M!#85R93(*?
%|>();WV,$'K^UN[R^7-2CN8E]M.CE3G/XG11TG*HX8?GO[*$ MF/B9WRE13A]Y9].8R@\:PZ4[YG.S9F:BSU=^=BSS1B_EA@[B-8]C M]4&NTGB\Z9ZPJ/N*"X#MI[0
#TA_2'Z'3^$SVU !R%N.,B]Y[-.![UC;X8O MSY=$!<(G)(OYO 1!+I^&M3!01QONCI$Z"?_#^N+3_G'H\/F'NA7AQP UO#O MJL&P1L'N.:FV>QOVMD[S/=B*7U"O?CLS#?\
<%M^_#,#ZG(M1^]RYV\;KMYU0 M.-TPE8LBGV?C/0FX_Z]7KUZ__N67]N$5_7%Z_-W\G-E7&NBCB)\7I;MIZJK$ MOKNMQL[U/W3R&ORN\Z_EW]1VFZM#;'GP<'9X>W>M$-
CS=^QSDKDUEC?.TW.9] MSE'Y(T<>Z5^1E?$/Y$#\V0RKKOEW3>USUG%ML1^<16<'IRL/]>&'N^I;-SZ2 MA]'9]R%\'SS^#KD]2#.W'SYGHQ]HT]]!-
(B,>3TYBIZ?'&@G5<90NT@P>]I1N/0#-IZPRF?\&.)V MJLRO1%O>Z\'[$MIP\.ON;]N/_VH(/TK_@&7_)OD_!?$_BYZ=G=QV!&[]H'<4 M[C>ZO//"ZNPK.5;[:F?N>+H<\SK1">UAO0?
C/K92R@9GX/">'/2R]E6I^//1 M:#Z=#[P9!VND$[N[OT7X/HN&+G&RB.N6V8'U\B;F5T&HG/F$'6!-^8T6D-P1'K02V/E6?//J[^M 0M=!SZL_Z@9X]%T? M\L7]".Y6./H (G=Z&_074+O#
MYF/U9;MSQO'^H=?GI+YH&ZL8Z$]4?Z+N,.S!671T?!8=GI[=9#OK!XL903+8 M2@+TDI63?.W,Y6O;]33]X>@/QVX=CN/H[/3(3ZJ>Y?#X8%X3BR_IDKPXX2;?X'> M8'[(^D.RLX?
D>!"=3RIZ8!@W[_B"DM)L*?7')M,NA(ZHM.@=DPE]9^_']FR.48V.95L%%C.(<5XDP:=3=:+"DML:A8D1F& M+!W#-WKQ_<;J>K^20O>W>6>S2:8?I3B.
[>!6)Y_CEG4M&]]5)7I/TQ]P/676 MK@[K97U'9?VVWF>KR/RM5=%?B;9_D/%C(O/^9L#TL_<-V:P[%6WP$.0$]T*X M^3!L!?
SG:N2;7NHK<)391*&*PZA"\O#%6]LH:FNC7E@NC:E9:.T99T@ MN@ I_:LXNZ"TTS#//TH5H<4P=>UO-GZJ2V8BP#RFH"IK]>.,_WXEU$11=CA
MAUI>A;!355Y@4"Q<(A"8K7Q\&)T>GU%1*78+>7RP?_2L+BB^D.R'[T!L;G^R M]P3PYS$AA($D=G+MQ^&8(#LSI1GX5VD";D)*AS6"P\5-R[A=6;@2Z&\50%XO
MM9N3VFZRV";7XBV$L<'="&-KW>GN2A@;D ME0Y/[&<]8/E)WUTI^RI.2=]Y2NZ#?'8)X2RB(;.&ZQ+<=S3(\3&.H\V M5A; NBW3COEW;51 L];T8'_\(%Z6:K\&&]Q-
P4*U%@V$0%KDAUV M$_#;][6_;\64/]>>3T!>GOK]7N9NZ&36Y5;.[GZ MWEQY>^.SZI];;QRWOT,&@^&,]8;R.20)MVN/S]48[SVZ>\E)WN\G>6)0544" MGK+V>\
[,-4\ZR:X,1G/*;T0@[C*8SS[/]+AC^AF"S=:@/J-#O)FY;-Z O;0>W M13#NI,V^0?7E2"SN],'6]ND/UR.\V+00;=MAWKH!]=JEURZKL8!*>UR,V/(M>@Y2![O(I@5OVQ3 U@VHUTC]
[6UM!L[4DZWL[6$/5O+UH^_9VNY!W#*EV?$ MJB>1/E<'XTG?-HW:-#QW'V0G<<*7M 7W.O1[YO# H=TK9\V#$]2OS2W3G\QM M/IG](72"|-
[)=/I.!7<8_UIU^6=]77ZK+O^PK\O_INORG^U073X5W_[V_OO_ M>?U"\.;M+^]^_^W\CS?OWH;PM_##ZU=__O[FCS>O/X3G;W\.?W[SWV]^?@U_M>?_NUS>O_J>OU-_D^-
\U0Q'HK+H\<9UH0-&L_^ P@LK@%M-AGH;8(^SPX.7O M_T_O)?R_V@S_@UVE<5HX&C&KFEL(608A7LY?S+OS^'8O\4B"!PQ!Q>5ECX>
M[!\>WU87M>O[L>OC!RWP+R[VPL+VW]$^C/L3OLGO,TO!YU3.61XN836HT6%] MSH.U+!#&5Y"DU)5#(*6./YE1/ =O'F;[T$\L0<*@2K@$%P$)"X9%_E&+#AE+ MF&2PNM6
MXK$G'K^Q;A8>WJ83P3!/T%'CG!X#-_UDE,RHRIB>B)E=>N2"5\^&^IU8"= #R%H%KPVH%_H$A?F7P@[=- MA:S(OBQ",*]956T((HU/1\H,^ZD@F=2>P*7IX)>A S;'(9<9*_@-_OA
M.0Q%LD;:*H\N90B)56H/-X[;E]]U\ZL"TB@]1X6%[.*GAWG,VGJ<@!:C;@;; M!'L9B8;ZW,G3!F"O(IYQJW?HS_'!RZF-8+EF]F?QBBTB_"#O^?PS*E1F@!2
MW<$DYK=8HM..$2!/4D+*E:"A4G-%8A!KV$?-'3SS(9NSD[[V(W$;H]ZV,TW M';MYOD.QF]LX%7^+,]@RU,C2$+P,?N;J'[(QH*//LSA=E%3)H1Q1H,I?]<*G MS_S.FAX_\H[5?T[8A=
[MV] #G+S\GWP>E)?B6\3C.@9!]]QT#V-OGY<8=V'U MLGN=V]T&]WQAZ!YVG5274@.&U4#@22$[N$22WH N^H06',2'U#UQ#CFI^E#! M#\@]D'B32^?@]DE] Q'GC/NP-]L.?
XRJ6VB$8>B". M(-8N)#FX1X9RN3^;D105#>@V?$33A+\HDVLI$_$:IF-M2]<$"1YOC440TST-8A>&S5I8ZQ@\Y[GETPR#G MF0X3MQ#IG+P!!RL../0'K <=1XI,,E%]E-9T5"$#?W=
(7-;5L4<:TF8PRA3 M,D\BE8-7P2 #E2?V@8?&/GLR!X=S D*[B'N X84./\6O$Z*DAAQS.& 6%U79 M,04<5!6#(,%;KL'+W$OS_"-*]%N-"&X"HTORKR_SDEQ-]F=!;HF."H%9X.?2
M;0$6G'Q^?#H?A8@6)9._XXB&)DW,I%0B]B2[0N<^+)+R(]O!%O(S[M-<9MI8)2%V=$B\-TJ"%&9PK8P72A['TX3%>TR9G/TC3GZ(GH?OB+[W3SXSD2 MDQ>T1L1F8
*8,ZV&8V*U*59A!I/;4YI,2=*J/)(!X1T$E%IB: 7R:R%5[1HK MDLB*'DFJ%'XL^N)53 &=N%@$Q"H(!Q_F@U/Y1:;VJTRMK3GP;1K AI76";<4 MBTE+1YQ=H8+9PTG:#XDEX<2$U?
I/D0Z_HYX%2&8 G/8]]G2/!:Y/;+ M/\S,Z#*#R^G%8F^,W@@,"C0]7&&1E,R@61E%VMMBEB8(@MZ;Y",DE@T\7RIG M5H*2^9 Q%#=:H%Y&)DM*&([-
%=B4&=/13N(1LAIC.%!C841W6U)_$_0G9H6Y M2O)YB;P%: S8.)(.-! MA1D+N3F%Y:($XO.%[_.$PW ?,"4*5C0C#P%QW?519GE&0]#13L%W1H=4'8]1 M83:@*Y41<)%WJ_;?
M3X(\PS+S#B M!WN) M+L@;N ;OQUR(5_@66R8%Y[!X,'MZW.MY 5\C]T^JBX2NE,1490H#H.#$)5>Q MD&;2L4M*Y*/"4I27R4P\1>RSA'X@14]SV
1,LU_,88IYL?".3!"/P$Y<82[A!D:5'2(@Y3RIB%OE;$H8!^LR)!V#GP[7 M+6\SW\B]'Q4=TC@,+'>V0]_(MD8LMS$XRL4D;&GBB.1:KAKQ:-+%K6Q,3-? MN/
4U1):2@7;:S_!HT@].1I#=(Y5GU'Q'YP!1FS0IU DX^/QSO;,8/#YC) M)!DEA#M!WEJZ#!*]&HPXQ<3(!24(0-FF8SJ.=&>Z,GRJ-8>15'3D<95@O9-L
MGE.N),NO6)U')69/(*>,.J\6C)OL77A3Y=25MJGAK$3V#3^<6 6B=;'YI M8M,B<$_[;"29W)_AS9[AX,W;5_NJ4$MK[<9$@0R'V%I*-12UTSPUID.)EB/
MRN1'!N__1*:MA/PBC:+*V>FQ#Y[F()!J EK.<@^86AEA-&0,=S!D0"-S-6L M2*;(KKHP^441S\ @X"%'H21E=(BW)C9;Z(K3<. G9-I",6WVBG7X0CJMB6_$
M[#XX2;R0]Q8C@16#C8BP29XFN1P!DY$/4)8=?ED$!PD4P!P&ZURIR!GLB*KD MF,0$%\UZ,1@9,PL?\]$\>?W;FZ>>/:>XD&R)N9$LQZEF&M*7D*?$I#\':I] ;
MQI$L_A[>_!-05MYI!K.:FHMCF$M+@TI<]DZ=:8#FG@6P20!ET#[?%B\ DF/&+T+8X$M38-0+I)+K@<"I%N_?. >9 M8$V^6;:^*PQAGG&DS$E#,"GB]<'K1QD%?&-
*TWB8"P>;O8HY'U+D'E]_(0ZV MR=!NJ4VT[0^1P@UN+?#%"Z3=$#=#%(5GU@M3@FU"SC8X/B-Z)(^%;9MG>DGL M\>,9]/WV0_)PJ]]YOX(='|&/Y((HO0]HMHU\"^JHB&C*X1
M9_S3X4_6#69S;.I<5KFZ#_#S1GD!1,XE]O7)Z0SL<<(B$!7*=)ZRF;Y@4YREEX>'!@SQL.]AG/-8=_Q]I+?F*A['Z"G6=PS4Y MA>$BE.+@# QX%QY7G%%9TC'!*^ W?%6DIS^1//+
[^?!5+@GDI_3.?Q;&9#_E MGX+W[SZ$O_[ZRGT4'&3OLZ01:4B$+@[/L35C^%[;XYU?P',TMC4U8- 3=M-C MK'=>QO;3SS!.?+TW^GCK>ES 'EW'/"KK
M0));81TA>)7F5ZCDK/5KN=,O7.@$G_8QR12G.*9X($ M7<-4R0>"_Z#'EV+<@A>!TM_)]#"MZ"!D$QV)>%.Y(9!B]1.<.DR&!%+VT MQM$[=%\^XI
%O\$L..K:=0HY8^2/&==A,\'+SQ#J_$+8E#_01Q$]I$CQ+O"D M#$L<2G*6]M4>@VI-'P R:9%R QD@*81W<#UP/SP$B25'<=-KG(J5E^SNQGTE M@G?($,A!0]^HTD:E*-
K"YU04)NH)!R<,5@?_]LKU VEI>'/-DMH/6@N)N1I[MRT7U6%&VA+J-SGHL4Z+[WN@0_9!6ZACDT RT99!RJ_4QW/,,&ZX@TY#H+ M?GKSUH>T:C(9C4B$DRP2V[!1<'U4O4.!"9?
^0E6?P5ZXQ#OI9\&@D3DK4:LG MN*32(B&>S5*S\!HU$9:+_Y15#_;_#'CVI.79.VV&,B&(:$IWOHX\;U#;A M?\U3RP$PJ/E0K]*8RB.%4HHVBD.$;^ES9
MZ6G[K_2^TOZD55&D!UY=PDK!I2*^NEJ0@87W!V]2N-]G26E1L]*+;P*4LWG M?]_-#N?0_WY=*"/C,$K 8XO?(Y $8=IPO6T:T9!!_(6?<\SW>9+6SV)BH? MB\+__X]!OV+\1T1W*-
AC,YVE^<+X)$LT"6"7]7>('-M8@,KMUP3M];S;%NW6 M:HU+YS)@*A_@H?<,SQ3-YU$MKIT'A\J+0 M/PGL!=X'ZRO P";;UIQ9+QOOQHURA%]8[D(PT3UIH^+L'5\.F)%C$@YL_W57
M#,\-PZY+O>^IX3XK=]GD0L0A\/;6(Q(#;S6@"Q7MURDB\C;'R@$?2XKNQ8='ʼM^NO+Z\5?E.X_E6,_9>;P_W!\7Y0VQ4RYXK-T!-$F5F\%M,L,X4 D@,23ZIK MZLI&\#@U]AU@0/H
7B/W\LD>72/MC=VZND\#ZT#(FK0]BR0;8S\DF&!MX!3\ M9QG"9M\U-H738[0O^$T0,UV0X3U(;"79^)KVZA)LU07&-T2W8/D MH=3)VP&W9XP/(CW86[)-6K+?8A
.+1XZ7.8Y.VP$G]!6["$@K?7AX*KAOK? M\]73V@FP8B, %1,C9X(1_+7+]QGZ]N:D]T5HB] $+7T\ M.+4]2.O*$YTKU4:1B\:ZYJ2E]]1LGC/:3D5IS,-7?#D^=B&ACL-#,BCY)&B6
M9356%F;F(4OX&-4]40H&XT B;]TRV_7&TF/!+:*]:XR'R5TXMY\>.G&S M,.HV&E';B(E\K9F+\!!>%WEE0(M,?'A>PS*.YX62!5 %4W?!V6%M_?%T.Y(F M6//S8IA47LQH6
@LA^MT,"D87\0(AZG+3Q3.4FI@2BTUO&OWK\1L\IZ5HD&U M8VMB4+]P:50XF1=41S4VB) IU?)C!=&\#+2N"C0;**!>_;PY?A=%[9]L:;(F M(NW!]G'9_] ,
(,X0B1DPBT,W[WIV1[Z91]R+N'2QR2.-KWD?UMUXKTVD*^\ M/O=>^/]/[]FO_[PY5L5A_A4+:1TJF?!_J]\ 'X;;/>?2H+J:-!82!8*G,S M1]QN,?%!MQ=8LT0.6.[.:N MKD.
!8RR10Q=*OO@+9*@\DLKKQW C^"'H@>#-K-/)Z:U#*Z_50P/_#+/19 M\KC@LY?@91<"EQ2L["[X%][(8HM))<*5QOTLPY%T@J1BP 02B3PD%=.&G&D
M!'ZHPUE\NVW]/W.O1_&8[9VZ@PRC1I"?J2MU)KNI^8./#Y_M/PM ;Z4]V$>G MQR\.3_IOP$1<730(R):B(B3'A&Q!8B(OO2S M@8D0OH"@1@S20R(VO"M_8% Q^(T))EXO(YAX\]?
21SQE,R:!)/IV*-]N?>_(M_]X/N[W5ML+\"T[C0G.SVKS^E#(P:? /6S$AZI M?[.M%M9MA+%*CXMFYPHVHZYYA9U2NRW6'G?EQ>^DXQ>A3,D.XH&_('X/!Y@7
MKI!_'@V.'JWPO"Y?I=LIE]"QG:H?L5]*V+]VW,$_F9+F/F7ZVX-_?85UU!U;6#RLM M]_7W]%=.+V7]M.^JVD_T(.W2Z^ON4>WZX'S*2:]ME#CW?M,?S=7)IO?B\K;
M][GVF_H53O7;V=3O=L(M^3QKU'_[][]86) @DYH*H-O8DUEU<#)\<'AQ'AT?/ MHL.3DZ?M3I023SA\]MU2M:$AA^^Z);]Y];ITV8)^?QDF<^;WRZ0+E]]'P M&)T>G"X=1]
<;ND_R/0S]Q@X-+/I9=/QLO5'WB_ZYB_[D M.'IVU@HAW/B&IUNRWD\.S_;?KS?R[];5:&U]U6F(7^5EQ:BN5?V>&Y?J9DN\ M^OJM\QQ9U+/H[+BUJ)V&?M5![-#D3P?[)W>
MUO5;P$\>WAD?L.NS_GS@_D(.^_DW"XE_4TH]AF>2%P8XT5D16W1JSW:!GZ6,5MRUKNCX\V[5 &\>RNP-'N$>S0S_;
MX>O'R;.[7C=W/IQW_$T&ZP>'=PVC[?R&'WR3[!;'^}]_LAA^=G'XNE5,O O:# MZ0>S0X/Y'!?P3O06A_LG]ʼ?FBL_)64@OY^+H*D[X6CO/Y,#5=ZNKQ2NIR M^5-LJX%H<'9K&)X>?
(?!?@0"AD$P8_?XU!^ MG/D6!US0 QC0'\G4E.%;UY6R63QZ.6/Y2S.:L9L$D^3=/'#,0^GSY;)?PR/Q2TG/A,E,],)]KX?QR^A_-U& KWS=A7K@^_W@T.'YT
MP_/\'1L9K&2K,UIRMWST\H_+PICP-WC891F^SL9F#&LQ]\QT:(KPZ"!:Z8[9 M&LIO=-'=W?)Z/0RX[_1;F^MT]SO6SC_EM M<[_AXSO\[8'+X79=+]S8Q]LOP?
K6;Q0W94!MZ"T;.C5H7%C2_H/FM??N0#9,UL7:UV8NA/GD>G)ZU[\8UO:%V%[F'4 M-R['L]&?G;6;6M\[GO JBI)GH*^S8C]-4YW.+'P/#]I/4KVM695CJ/GS[_9 M"J_CZ.S9-
SOYYQWM3+O:MYVT.SVYG+KXU;-\=M]V5<.$FPK;H_-W?#"1J&XS-J#!Q M:<;A#L_V3[B<$-S_A;#)]D]&G:S?$L#07R-D1]8$)W60>/I_MJ\T$?7.8";9BC0OX $RI.8'@UM?
7W.KVZY/;OOYX_UGM[6C1;WD]SS[H>OT? MEVYNR#ZF+IR.RW!6)" [(/AN$C@Q[B/<>W3LR(?8;/I["*\RM/YE'YXPVI> M7R:C2T\P>/>.,%UKMT^>\/<\+BJL?EVR>
[*SV59"-.!L'21G&554D MPSG'WF7=9K"23XO<=9).4IS'&<":SN]PK@L'@I,79?A_Y\GHXZNX&./BC.?PK;J(LY*G:K+N J'YB*FL?YBA@4,=1'@ MH)9O!?RUOIRT-
S#%)$YAE/ED4I]*]B:SUD5.3Q"EB->%5BR,YVG53*#95(7&-2B74@XG?,"WC(V,T,T8.&'. 5-^JZ M_9=VKF7X!"7G\.#%FP_OZ&^#%T^IZ2MN<&:*\C*9!9FIKO/B(S_P(LV',-Y9
MO,#QEO[\AG/X&_P=M3,^8QAG'I%TQN5>O%>:XBH9(:G@!,0HN]C?91MSBY7\ M__;VPE\2DXY_"-'%^!L?#!_STTV@NQ\N?#5Z$_XWLBO^H&J/ODB>$\!?_M A M\]SV]GSV0WB*3H?
!0%T1^EGW)8Q<'8D]WV5!NV+<_G_..H;#Z49O[CKK%^$? MBQE,^+R(A\GH1?@VGAI>F;'BC&G'L._1#"A=(4*4CZZAE/N^2.LLGH+!A M->'@W#_S?S%PE9RS+9_J%<*\Z>'^^?
WGT8KQHO&4YPW>@ MJD\L7#!LMM2 MU?A>RQ"U M,;+=&YK-SL#MB38^;]B:02/P@ZUWK:TY^CQ;\]S9,7U L*)RK2FGU>(VH!1- M#*J.%. 8E%B;SWR.6E+'CPJ
<4"T*X+E>N$."&*-XEE2P)_\A91K.0)$)4S5\ MW%#EZ%>A)6<8[W3!Z"6X\O%)O)?!!&Y"Q R3==6'@\@L:"W\1CZ>@GN$"3CSX M06V_R_\@YEJ893@Q9!'@^V1->#*;O/@#G()PZ+P1H?
PTCB$77.@'%&9)/P M8H]_QV>FQ.1+3P*E.R__@7P'EQ]-@999D8T\:51(6RU]:+UAA& SL$>PSR MEN3_CJTW;6[;VM*%O^-7X.8Z77)=D.$@:K#3KI)E.\?=B>VVDI/.I[=
;'IS6_;RNR=RRR:5\47;XQ7UE:CXJ>_;)T27$J]$K; MS<1UKYJQV$1<:]MMM;B.P-#3'V-)9IP9,D\YUE]H_(-BC'L".0?_#WPC;<._ M!*FV28L1]Z
#GHC]=9;0FW8I<&AX,):^49#X,+#=S;3E0_\MIIN(TR229*Q8 MX)4!]!F],0(;T);><>KU3M<]FTX#MHTQ7AN4FJ+9#I&E/RRE4*5WMWVYGIGT M(\OP5DR4)/BG(!+..OO_'0?WX+?
(S^% B.E+/G(RGX9?5]4#U2MM?^U5LVM5 M'G6K..S]P/M\] Y+8Y+4(?\WSE.X]^EC:NJ'G]4=F]+ RJ$ZL)=:MT85%=F" M84LU1?= &=944:R_TG>]9?
|&M'DYQH[.W]$S*>YRQ*E]>_$ MPUWO=3?G88O%L!@LGFWVTG;:#S[M+3VX,=K@P4L0$&WO!PLU'O#2_J-HI8^NT '>7 MZ/85;M/"R-T]>%B,9.^B9GIPZ!T=KA>
>H(5X^M0Z3U!SNW!R#ON/=1-/[F[M$/<);OI!W^N-[CQQ)K>P.SA\Q*ZH]]&:[\7K3 O^$U7]<2@P:'+[U/Z1=S1\ MMGU[#WM5_J-G([_ZQ]YI__EN>O_>0]G)FWZ GO>]I7&3)]Y?
K;G7"A6N^+=VZ MSSV5=@WM8-K!;#]BG1N+5KF/+GIYM8<+U0ZF'8C!F.=2"/^],KM=?N#41! M[^9+8,)@]-34UO\DW@W=]R@E3YVG:T,[UNA='R%J-X2X/HCRH^VLZ68XV-V7]_
MY.-*).D6>WU;@QC5.%&["N*L?9^_KJA/W?)B#;W>H.)M[^@(UQ_^/_X1/O0. MA_LBXOI(>/ .3_L[4-3^&&_FI9YI'Q?Z=;^M+)F>\N+,?+ZO7YVM_W!/NB>
M(^^XMX;V>9P5]4E2[^3B'E7S>3NXN(-A-;6V]PKYB],XC"4S(3\]\S_2Z1; M7]U3J^BX LW8T3F&C=N#T4> M12E_*,A;-V&'E;;K.QH-T]6<7VV?3Q'WM%HC6$\SO$<5N%Y.U#%

V]PNL8U MV;HJ/NQUUSBJNU+%]}N F(-?N1UYH:OWG*_Y119/OA$]GXA2W^;GV/;Q/MP; M,;0/'O-P;\SNWCK^X::78S#R+[C[#P<.]*G'\XT-=(F4]MZ
M!7QBLORY4&P/;ZWM'PSNYU3Q:C6KW9SP"B6I&KSV6[-P3Y M,]CN9WW#'T-5W6,M=]V&M4[#H7;CO]QQ!5S9X!,P['NG_6=;"EC7>OP9R+S! ML3<\>;:E-
T>#O]LFNI'3/O1&@X]+]%SV"%SV^\[[;X1-'\??O/N#C^C\MH-I M!_,8@]EYD'O1'WN#XOOY1HPLVA\?W]H=?-ME. M.#CU#]NXM.>PXX.;V/&SV/&1=1}[CG?\J 96T5]%
[6#:P31T,#NW"F7;+FRN M1.W49(3P95M^W0ZF'K8$MV3H*::/"VNT-8^@- M^VN@2[:^:;>;8*FW-HR!=W*X+\4@!R='Z^!^]]S4ZTRUD.3>D%9WR:U?*_T
M>]!*:P^KN8]=7:Q3[V@=-.[V"Q8'>R'HCKVC_;G9QZ?KH'&W4WU-OUD73GZ^ M2=?7++]:?U^H!/8$CCFJ]NOO:$'ZHWVHE#N]3G:\XEW>K]}WD!MCKNK!W&[=L
M)IV_]9W>!SV_%J'(IO5\WQOU]V$YANL42&U].?K>X6A?Q.+!Z5I%8X]*LO+S MBK]CCW!*3_?CE&Y0^[-%'\'KKU/XNGU5M1>7=N"-#O>EM.3@]+\=V_SQ<+3] MKM?'R
TYBX/7NS5W? M^#M^T#^\/UKB$MSR1H-TBY2]WAN])K<'N5@Z!V>/$M!<_(\!S?G:O26]WM>]]X8O.8KE^/#:KQ]+WIT[2_ZH1U,.YA&#^9A^QE1X<58
MS.)8.\ZX#"_"CBC$\]7K0?_$.S[-!\3*X5K$O-N/)0X&WNE>+,AHL!<8 M'M QO7UAS(33N@ZM8*M@V\&T@VG@8!XAVO]1ZU:C=!OLA_2]017(\UR\;/E/CD*><<22Q]8,; ?
3#F;G@_D[9N"]B# &W1%1 MPHG,#>/T3OH+^?%-!29]S9W&^3@4=>+]Q5KBG>:GY]PK&[.E MZ6^@,NY>@\,U$G&K5^!.:V'/3\!@Z/6]^,#G=0)&-=U5GLT)&'K#P9WJ96S
M7\]HL,(AZ-?P]&]\"0Z^B'SX45O?IP&UV\<_+\??\!__KBP=0_3B]]%1CKW MD\L 7M1;_,7VBN_^,T^S8+9\2*I3M;22[72AIK#E\5=>]'\Z'?=#(,+I*_>+ M?PE;=B'^E8MH
@,=#EZ_\1]]%>M\9';Z MR5^H':7?U?:=.&+(V_CN7A.W9SH16&FMWT]#?Z4,A_; GKR:]FOWU^4"9GR6 M^.-@\MK]Y,\%+\VG&-=<&Q_ZP?U-
5H>7%R],*L6:IP(_UN'RED7]06]@:>]O5A9F*2QZ&4FG\ MYW>]]THJ"2Y(Z"]2>++ZUVOW]IAF5_BJWO?KWP4MLF P$W@7+<7K[];RA%:& M)6YQB]8. L&\<'W^\[O^X7>W/*].--X>\
&/"Z2%^PL\ZRIUWX/XF,)2+#(Q M'XQ$'?:\M>(^E:'+_=RQ3 ^;Y7ABPX?-\X7*1^'.8 MZ_.?NQZ]QCVK(6&X?^0.4E:R -8#$C<@1\\/RD!]4[AL@L^M] M@=6-3W;V^][@WE44S9_]H3?
J/I^]'YP\7L>'[51/RX@P%[0E*DS0Y#CZ(5S(M*B]0,P+1#[4$0^]H\+R7X #.J\._D4QZ"IF44??NIG/WS*0T)6:XB]@M&H / M-P,9NG6F8I((/Q53=[QT7PRZ0Q>>%X+MZ+EQXHZZA]]
[;A:[+[" 6OV)*E.R M*^%&&+.;<\Q.5&-V+D.D/.XH\N)PV#VZ[0'.B@<,N^]'B#Y<,Y8;)[^_QL8/^=R.C@9ZUS?ZLA]-W2!U_2Q+@G%.4L*1 M"[: N0=QGH9+HD -8QQK (LZR5P_3>-
)X&?PFYL YHB?\<%CY;_]7]/!OWC MUZG[/WDP^7;N)U-(1%:=Y JL7P!>G#IAN-_#> MNLU6^VF.I=K/OGN/_:3M'. EKOFN?Z83A'D4B2:^"!1(MW,3) M-_[91B/X?T+?
XGO3^WQCG/X#_P;Q2L^8^Q'WU#W^6G'[Z0BN0XFPH$M%]A' MNMMMD)=%\-??C^,UYG&:P'>[.DI7MGA1GH#9DA>(&Z61KS4-2VR1[CFZW(.XT M00:C[K']
&==T7>7"3*!&;DK9W1]WLJ62+]@!CAWFP%K6R+E@10MDA.S?M(@ M&76/[CV2\]*M(1%\9P&*0A-^.LU_I4M2T_9T*@<@S(+H$57WC+U&4INZ-
M"$,'_@L#F@F"WP'IN3Q((@4[8, I#@\'D7RW ^B#/X? M?X;-FESYH$,2$7)/.Q#V:=6@*]V=0RI^W4AP5KYBY2EH-:^;+=*9[BV*H\[$3Z]<$'K)I6"I M9YS-FR3(1
=D#8]ZRSB>WL#WG(K_@D(4.\<%(-Z545T9BH>1ZBL7V;(37*0I?PW?E<+OX'G_@<- MY" ^2?L:]5FU]!9!6Q;E,T%:QP\=4E(X5RLDHE8\C.&)KC^AYALP&(\T'CH=
M^&^<8DADP/0,&$:>H+D8*^$$5TI^FH.3">&$3%:NM/337 (Z; M-32'O>*OP@RN*K_]F7K+F"S)%EY1NN.>E1KJ!5;U&1)LC-9N!&(>]A!U/T6 M0RTQU"*_YI%NC<<=&
(^V+:LY1BE/TNKV" MP8@T@,I@-+;DO>S%?LT#-K 7M=9?[<)&8 #IC[&9,ZHSZ0I]QM#DX19D>DT. M.B^.C3'XTD,S0I_@6&)OR:@'=!A=%+PW$%F^)F/
MIZ*IZWG'>6CKL[9]W'G8ZI2_4XI2G=5]W])_]]OTK6C9U+2M8UY MKH=J;O@\&U3,M?YE77<"K9V#FOCXMEF+VVG_>#3WM*#]TNN/WA9Y]G<[D^^ M1O+OP6?
Z=;T:AZI;Q^K\K<=^M,*I=[)Q7XI]UVT1]_T:NM6I]UZ)LQ M'VR+/]-$Z[UW/.RV&L/"*:,^['GIT;-E2S_]WTUZ^A09\H^\XY-GVXMP]#PW M?3#TAL?/ERYB>'KO!I2/0A=QA^-
V2XN>GZB>#X9)@\:]&WO'SI3.!X_D< MA1)HHOZ:6:TGN.F'SW/33[W1R7T[435*ST>GCT=;U';?:0?3#F;+@]FY66C5 M]>DRI5=[N%#M8-K!-'HP#Q%&Q*>^#=WO*"
M5&G[=K0SO2!['WF[Y8&T?>&PTI4=$<+,MK-?*.U]FR1SG$)]TU1K+M0WSD#8XK8>\=+4C_="^N]:A? M\<1W<*E/]CUKMYK,N_/&_B0B,*E#9@B8SH,H2+.$"O.V?
4^\HRJI_JZ.Z+ : M,M_%I3W]K7$Z'F5%!GMAG R\WG$EAK2C%1GVJQT#]UT=?_&721R&DMN0_YWY M?XETV_<)-JZ_+PJY?[(/E]O?\T:'^[(DPYKV%+MP/0Z/]\47 PVPAGGPF(KY
MB\4_1-Q!6UZ!8Y"U>V,R]O.!B\YYPV].=EB<6B4!]>46UXL^1^HZ)#L&K,K3GS.SL7]?'..R?'50MD MGP"R:VH@]]#865Q 1#=X:6))>_]YGLO&2;'1<]7]?@20:#<$6KSBWSV733_K/
MTN8XZ(^\TVH\]#FHG\'IWS4X6EQL.YAV,'LSF)WC8E<8B#]CM111"!L^R08+ MSH/^P!O>NP5XHU5&OP94]!R,A.&Q=S*\KZ_6Z!T'7^"^?E"3=WPP\D9WMQ-^ MJKY
Y^BX+9EJ!],YLD,9N>FH>Q:X99; +1E4^U@VL'L[+;_#0S)QU*_D"VO MP\'0&QZN@4_8.BY@M \ ]{,3K[\.;F3KJS$XW <4S:%W,M@7%$UGM$F=R9X MPLY4"R7NB61U5]KV0>X/O?
YP#2S?UD]R_W0#Y.U6U^-TGIP<[DO=]=>=H*V60*]+N0305V/6EHR]M^2ZONLKO-NY31A=^V^=Z,/)ZPS7V MLNQ-]Q!I6 6Q1]]IYPL>PSR$)1YNLQZ,X
MVS^OZ+FY[2TY]/J':RS%]G=D'Y149T^N:PT1^@YNZYX@Q:E[_7VILBIOT%53RM)'L44 MVJ/3T21I\M"59)R@*QD6Y4-1!.WJA_WZJB)L\< MHRA_$T38R'D?]/O>8>^^V-%&
[WA=+N$YJ/C@U.OWGF,),RB"Q^OQTP*%V\&T M@]D;Z.!#,_K(VK"QF,6)P-CD=4#X!/A1&8&/01-Y,!IX)^M0K&V?EK>FW^8N M8ONGWF"=?.W6U^-X+^"%!T-
O=+3&.+:]',=;3DONKUAJ!],.IM&#V0NFGB]W M*M@F^B#/M[-=[UG6YAX\QT+LOQW[;>2L!Z?/M@;[,3+1]UC+UJQL!],.9F\& ML_.Z]]JE.>B.4.I\$ID;QNF=EJ7\^*9"F+[F3N-\'(HZF?
5B+1&\^BDZ,C3T M^KT]ITW?TG'N9%N;_@9]Z,XUP*#4G6IXY0K<:7[L^0' 4-C=3#!/^P <']Y-M^_1D#\#0.SEZWOM_?#L;MEKO M,G/#G?G(9P$MZB[_<?O&]?
^9I%LR6#VE!]\641O2B:>/_]4HXY_$<'K=TK_S4 MC9-+/X*_3]T@2RU2/C>(LMC-;F(W$8LXH;UR4W&)$/"TE?L)?G7EGLWA+1.? M .3$ 1'1E_VPZ\)]4O,%?$@"OX@R-[L2U&TDCO
/3CRCWZ@A83#]YBJ87,%7 M%SZ,1;BS(/*C2>"',"3X\YS;&P2IZU_]04CCR]]\#'^39T%(<\'^!_#.RSST M$S!W4OC;>,DON@K$S#4]N]^)"87!G%_\;R)Q#_[C_YX,!KW7YY_?_4+_[+]^
MZ<)"^&D]TE3-QX6OTU"BB?"P%,>E!H7B.IBXE]$?POI3^X4PC"(Z?4*25+^A7G*8PC16:=+9W?!EVMAQSJC^,W7WD.?OQA_*810]YC M=?
G434082GG^G]_UOBOIB@F>K44*CU3_>NW>!-/L"M_1^YY?NMXTY1-A,!-X M%TWW]7=KN2\K8PFW>"IKQWI@7K@^__E=__"]6YYGR^B)0,&G9[0BKO/=FS\$
MB*+WT12D$\@<,1^#M!GVO;7B,)4AW,_S6XW3W.1M#]S2@X=>Z$%OL!]RK/GS M7-]OU?!YOG"Y>OTYS/7[!YSKYE)AG=B6-?=;/M[@;V\WC";5Y6CP?9V'5+"J MRV= :=KO;_40]:?
6\H/EIT^_KW7V#D^\TRK5\;UO]+[LS_TP8EW5.4/;,;0 M>]YP4$'+IV;HMSYXQ?B/*R'26U_Q@-0)!<%=\$<;G/SK'\$E?+:M:$"6/M^\ M;W_@'55YLI[+[>G?Q/1LFN)?PHI>B'_E(IK
TX:'K]U_(B,=/-CM=.07:;OYN-_.:L \PTX6 M+UZY1[BV\A=]O>EW]=]&]E,ZVO=9W#]'WAY.KV8XO$[6W-6L7[N_+A3U^XG?RYX93[%N :#4_M;/ZBOT?
+@VNJ%6;50XT3XWSI<3O,*=!,N^1]+ M9R^-U(5O86?LHZ4.1%1,8LX6O7)!=8HD#"*Q?A 8-"/%G..9>PY?P6S0+3.S M%P-
7R9R3IWE=&C(;G05I^G1VD==%7_;A9B"WP@FB"5S]5$PQ0_AB..SV7'A@ M"-?4<^.$,C4>IC1?'(VZI^I/G"\4[B1/$LPC+C%;07W:7@P'U8\MP)P-XCRE
MSW7=C_S;0OC*D2E)3R:&_00^A.EG>"B-1%3R]BZ& MO_6;"\Z^6WYS:4GZ@^Y1X9PK^,PGPM/YK_-F'D;^MWC_JD[MEON >?*]ADB;/.SV#^UO.7=\:UB=6&6(F&HW,_2S+
G&.2<0YGKCQ>?,3GNP$IGD4C2]V#A1B*[B9-OE#0W2X.?Q@SC,>SHPE]R MWMT,99S#?P2FY3WPWZ)O:;Y:]]D!KB#4D MTU")M*/NR2K-X]S6+$:^3V#,]LHQ]T?=44GUG71/-
I7SSNTJYO8A'!O522,8 M]GC5-M,TY:T!Z9H&*<*U9NXU"&%4Q)9DG G8^(4?T-,Q_4S<^,N4A"#*2<0F MI>Z-"$/\+PQD'J0DGZ6,3=680% 32FF!;T/9CMI#I"CG Y#:\")\Y-P/H@S^
M'W^&[9E!+ J*;N30">]OLKBJC2?F8W]6* M["]G">@B?T(_L]*VA7GF(8X)/G4%[CVUL_UTKZN"T5]P?KIV"SP+/ZNHNL)Q& MR,5;:==:2>,"G??,-Y.VBFG7,S!
[(CG@4GQC,W9^B6\&#]TO(KA%96P4CM#(^Z[^O MG!N"%W_WQBDAAM9[E)PQ,W%_]T,9=G2?ASSH7IX>'9^^7E$>K]PZ!8",F=3 MVA'4QO0'7/?
V"A)O@G"16N1L<[=]\]"I1BAV&@8IX>5:$:-9?RI1?Q(16%+AQM+4G\]!OZ,*%^P3M:%(+<41NGTM4C<:"#K/>[A72+5 MLPVQG)S *(XZ<*5!G.*]A<%,
RY'%BD]JF*ZT4CD(V6($Y\9BDM_@N*)NF2R MJ^U'!<]3+YI\H_).9SGXX;2 "O\?<5AO+++ !2S'$8??T^\U$ MUZ8"R[S]2OA3DBDJ':*OM;KS&PW$D@_PFC1?
8&$G&4;2W*)&0#IA(VL:EZW< M:.5&@^5&$L\$16@W-'THZ'L/>7%2C/@/RP'_C0:QCKR0+J(T/RCCB1F"/;QT M]C.DGH$T(Q-_WV@@Y#:N]&/.X&G2,>0@&=9'!_&4AH%X*
[)X3!VW_D+K_]2B MI<&BY2*+)]\V-@7 #_+_;@W#4V!C.D79&3+KXMW0_:?D"W909V10QCT?'SC85'BT3=8B+]4QQUVF3Z_LT]R6N)M1+ M0=K3DH%!O7T,V&MT+
[!7W\BH^HQZ8,913]D;D;.K?'J;37]*QLF^IVK>_S4) M\^G&J>\)W)Z":U$VT>L<>-#2M%MXZ*(X$QC.R 2Z]>HQFX5-[I%H/RP%34:G M=7C\C89Q-W9?PW= [E@"IBZ^D>23C"V-
#5/?T@HJK*]EM PML#_L-XS5!\D7 MP,=E?5:Y#W%4?M)&HZ"WRIRY^U]Y)-QACU;BL/6XGI!0>X8>%SA<\644,;QR M*?D81_)2]0H5^[).Q3C;-
"\T2@(8W1:*H,:#D^ZHXTAXF=PIQA-'"XW]/N(M<(I00C,_2-QK+,3%I8!;$UQSRC\,_'$0!MER4^F^^7*4]*.^O< S)= XQN- M8FH?*]-(-0S*@J*O6CG^8"7U-
@NXPS@8/KZ!YUF.25@5F.S@HB_1Q_[(,*C8HT!?*Y:9;:1("X$EH" $COUW)_C MZ++SJTCF\-!QYH&X@/_!8^GK*V 3Q;8:KM5PS=5P/V/>;K,^,R,
ML4"83P*&%T%S_I4'C,"^SY7N=_L;C;)R_6^_TC@<-6K?'>=!2!9!?!/Q^VO,_MEWN"ESPD24TNA7OA7U^WZ*16-C18-GR&:[%98EU[IS<:OLA9P8F? M),L8 UEB-
A.3KE5>%SZTT4"V!C5J:/9@6^/?B-!KU!)ZE0F]AKV6T,N)$7HU MO1?0C^,W/P=@4TXQ-H4&YKF_")"L]*O]3=-R>NUR_'75D04]AT6+5-0D]XV# M,1=BD4D[H.T&!:;O$%;M/L:*N-
I^B9"41<(AI MR@ ">C[]RWS.TUX'#0]'"ZY2BH&%(N$I![!9[\ PUP-RBD'2+ONYQQ+;$$! MH,T0]CL!2X:OUT%-.'&X? NMG/+:)X)*,SA^(=<&3+,)KZ9=/DL6'#P_AT\\ M,N5'>
[NL[%$N'&FMPDG#H#;SPW#@?RK221*,24[!CL6[HEPQR+$^F-N-X;E M.*LO2\U-I(2K"T8WGCEP9V>S8!+ AW$0LUSF%VJ)CO3EMVX(OY6/'A]3Y1!$
ML&QN'ZX@3/A*7A]*2,A.9(F(9WSB55)'#L"IB!-X1XS?*]Q9!=ZI'2K MCI^?Y3A&^ROY!%E\//A+0E-)Q,('F>6K%$8]FZ578%+A(9BA]%#O=]IUE5]D MX#>R3H99"#!-
$P(DZ87YK7O17NN=C1\.MF.=.+G_6&>[Q!11@FW]2&N8+30" MGWXY TE_^R$/4LEP2.P!<(Y@8&#"%NX]@C?0*W<6(M1D<8$A2+POG 0UY'\]W+W,=*!2%X44"PD]
:"VLE<.1Z*2B."<*% M=S*AG"@58I+4,FE"#F57&D% =/IDWDW4E6M+254078I-^ OX$K!,7!BE,AJLJ^"E)B@$YT/87SCOO,S M_U7CY_,4M@7;Y6K(L2NJX%[%-
ZFT8$+\]Y)+'(I$AX%:W8*,?:<+M6-N&H86F M3?Y(MVJ-'Z7]X?%3;"PXUH#O]\4&U\8YW'V'OOZIU^]7>@ UH[G@L3=5'W:-![W@/=]A?Z<#X #MTGZ9RI%G>FYRZ^(MAR"[ZC"D!VE"
MOIT]N+US>X.^#A\9U-V)YL8\2':(BY)\T1/XFL2._^<(=WOYOH]4^_M&= MO3WWLXG> RT!VB*#.SO;KK4$S>ZCU_RR\A\#BZ;]S-@&Q2 0-C\]&?3[K]T/
M*I*+3]X,XW)4NBYE!G>?T6P12(O).CX")KP=K*W]%]+5+P;'5NNGNGYLV.\" M [,7(EQR'=:[ZL%PCE9,)>E.18R'R&R*?S,:3Q5'Q0\>C]X94>H'../R@U9 MYQA_4N?Q-B?
&I"TV.^QXI%[TNP.G<()[-H]S>E]CAQ^1/M8.@Q\X-\/I"U@[M$-SO++0!O+8-V^;'&41=G;^G_DEX=CIT=A0$=^4)HI-L M]8CJ.I6+\R!O&BJ<$ZPI@GO:+'R;-
WEJ>9.3>]67H,7\RO7S+-;_2C@ S+]] M=MF5/P2>KO>5LHDVH?)HB88&S'/0G(1*KS9V_ZG.83]02O?EKM,K_4%]DF(X M/M]'I'E<# ?N575HW]X-0;'FZ68-
E"W/C.G=]!MF7@#4[6".47G[>M>/]AD?28 M]T20]R;KLI9]O.TU&G]]WO]]2WF7GI>[W :>[713NC6"P0WM#A*M]T/G3VY M,_TC[]B:]=[O+ .9#1_B!)1S)'O;3Y8,\^<.M:X_1>\'0Q8-
S@A5%@I.7-C-?. M8.JWCFZG(VFKP? MIK'#3?YX6Y4NH"'"G;!YO-YVWTH*>+,-C"R8K_HD6#!>4W]^ZT]-9\F2-C:#> M]:J]/K!)<$W^W>)7*G(CW(-[;36?FGLG+-
NA01X>60T=UK$<:JBB7@Q.#/6] M2UH*S0(.M;B_HI\.KY7=+MU_Q#0O=HP\\P8QQ\)M+EPU!?LB3,4-U7Q2]C! MDBEL&<-M\6#U^4[SZV]:H\-)\B\3P5 =:SBW-*)I5>@>7-
HZK,.#7-I,00IL MB'=[MUQ8GT@'EA,'F21)E@0)%;.UYE#6VKQ4'FSW%-"$J>82.[<.O-\S([_O M)=:32U?.X?!?'?A8GDRNR.)=00:7H4&<)TNVOKL=^K\F'\RFPSC@8GT5: HZ
M[PRV*W6_&E],$TBYS2[T;;X0_!BY'\0XR;&],*N//N*6=0VDFWI?_)@\NW< M3Z:;_2:(G"(]@ ^.I#0PB$;"#Z5#C#)ML9_&)=5-G&R6'0F,8]ZJ6H_XTO. M?-7.>NQ'1&:Q\),L$I+N *&
[\,SY0OK)"1U FVV?>Z',%^ &H\<@HNL@B2/- M*:&>FHC+G*A*0)V M$6'(7P&R:8&*,#Y&=!=NH,798S2(GV5@L^6,B2+3EOY<9F/]4@< 'KT$H.(/ MVA!S+C3-9T&I2M[DDF8[8
C)!LC=*O00^I!X-S5@Z"!8]7Y@A&QB-8=E$<\ ME;<"[Z)THFK/7O$*NC]"5V>_& H<])&;-83W\&:2S0Y)%][[IE]3>>K6'Q< MS>*SFGGL=I&0.C7=.$!5$)D,\I)5"$4T-=E#DI$Y1-
5#HI07G7#L>8'!J,*D MY*[#I+0)(Y%3X75B%D0X2R"34%+ABH3!/&!CQ]MI!\)'O=8MUWGA42W7^0,_MTY_>9(R8[-^"/7>XC@'0PKO>H%<RZSGZ!^A'6(2#[2UK
M,]FCW3*;%W93[53/(5NPLU9PRMY;=94D?T)S48*DD2_YX. MFHNI9A2I#E1UF.)C9?)Y$ES2]=#AI6 SA5UUYUIC.UNY\G3DRO.SHS=K[ZIX M@OT@U9U [?O-WC59 Y&XC#-
]+S%9FL\QCJ>L-'-O*6BQRX8Z;8RK.(,2\3," MN]+4#A@5@RBW$CL[ZX51*O$M32>\!O6RNS[ULK-5ZF5W ^IE9PO4R^Y7,<. M%D>TT4X8]%[_%.-;SN-H(I*(?M=_318#3\C!9
HE#F#O!IX\O<&;"[RNR9(Z M#UCYA[/)),Z9Q?!+'.)X4TR(>\]OGL5Q%MEQ];KV675Q=>>QXNIW]O9MX(UM MOLPI/*D,F--
XN>_>_!Q?!G!G19HYOXK)512'\>72&M/#VU$&#IE9\PLL.N6(GG<_P;PCGP M3^8HN.6C !(#QGSM3WWX5K*0Y\@YD"+1?%/*PY>(.V""'(5U2]*K8(&O@8'U MOR^^SW,/3ZPQXEK
O\Y1R&]HRJU?$A3-"$R_J2?5R_5WWF MN]6?z=3-8^,X@,H2/\82BP9HC]MO1NP#!O.[1B\%@Y/5ZO:ZL_0VAV$)\]L#8 MR#N@--*,\5V\]FV0OW7_E,>Y>S(KK,TRF__HG*.:
M8GS)8B^N9\7(G)_\9-O(F-P+"'>)EO-Q"'H]IO/GG_Y'J2_]Q)2]?A64)I\% MH9#8O-1J-F>)-]NGA_CLD8?8-"TES)1)]FV M"(FIC)SXL#Q#L-
EAY&2!A)9"CGS9ML;1>.R!)LOFXKDR75PC><1CV6V[+H7 MJ+41VIR%2_>)AXZ8S$B?TY.LC4X5QU\^IW]]1^?Q^KDTUQ9U>L_MK> M=L750#.)9FDGA*T5%Z&[ON,X.-
ZJZ.V]K2MW5H*V[;NNN]FX&ZP83/].H DR$P[MK&8&9 M:*,)>S"#SX@BOV8]\H3,R#YY8R ?]]()!*TX)4,<(8^708IZ;NCR/F;P=J=H+8' MFW?*O$B--UA0MN7*:5:],
MM+M2+A2\T(V2P2"1CL^9\@D]E]T'O:X#M9ECD=W@6/-4.R5<)073+BS, M1_D!O3A-/N+-OZ3Z9)+131<2HSW5BVN'7#!0*!OI-$HGXW?@Q#ISS-X
M]H5_34UR/R">^"*>!");>LZ'B[=4HY E,$U1/#-O\]3Q^5&]4)X<^GN8+W:;4 MB@[RTW2S/H]90K48"D-A?C=%4>.F;T)81!;90;V8#[0\R_LYY>'IF]#<>!U MX^7]A?(3'?T=SZV\NK(0?
-GU==;73@8#D#>7 AFRX%C>S+=#Y)CQDW/PW*@2 MQY%/*W^4:G%_.)_Y*!?J5]PWZS,8B6ORQ6C^U:9*6-@X*SJJ1#J7P39W:LW?
M'#"._BL'2V0P\FI"M>3ZT55E:5O=P1]15/V03I!P6+X*^99F M/B?6+6,KFIH(D,DOD(3#,&F?HK6):@"45A2EH,X2[@Q 8^;2]Y5G%G'K>V(MT%1@O1[I!A#6>KHF.FU[&AQ5KEV?
4CC;K%+!\#+Q.(SQS@@6$$2.[Y[C*S!I MS^OU3HY*01B^(GR6I>H?+8CML/A989PUL?6O?_SSCY]5?]%N M8(G-((S&2] M!PH3.5.3]Y%IO ODB,H4("&C^]"MKS4':JT,I
NG=]5ZG)R)+]5+'LANPQ! M0BD?5[1%5DFGHLB;A'$]IH7C4"N"/LH_\MEPC"C2PLZXENY1232LNI^57-"+ MP^[@]-@24.Y] 37V0Q6'T(*).K3T2T(.\SM)+HPXZ]IG&LZ"2<%\@?
DTN&7I M3&;%\$MAB!"M$.XB04AAG?#]X ;S5U-/&GKH*A;@^(;)M6H^P^GM9;XBX]N- MQQ@B1RD728X%CI\S&.P:88[J/;N@.QH%:"V(E<"R7$ K,"-?C7E"N=#X1YP'
MS54^EXIQS&SE]];8MH,\"C')=N,'U\:>ME:+6<[0EEV^U+[]C%SOVM/U@?Y4 M47-%^8V/P[_7*$LFYYC#VN[]O^>@?V4? (?39+4<(@Q0(55/7]*IN&6VQ]]G&
M9"%Y.NX\SW(*D/"8,0103/]HW5.F0"MC=SJ#LY1.[68R%)D%K5/IAT1&:.ZO M=<_RA73D+4#=BU.+ L.FIW$.LOA2$"1#\B(MM2S#MP=?:^^
..&=\$//'W^]9$%S)2+DK^$*I>ICP$#@W3/,$6OYP7*N&L*NNOW8!;7.96KNW:731Q M]N."'">OE+PMW]7/BKY6%#AR:B-@]O3T;1&PMS6NP4'PTG9?Q%\!TV66]Y]3
MXW]RO9%F_\=2#]WH\EKN +XS8*.'*ZK+KL@M=],ICT%!("O"IM8DM(4-6Q8P M%!C+BZ->=UC\SFK/.=*Y]T,YKV],0!W!O.==MLQ<92T[&[-_6^(\6-V7XDG7'&C+0"! M11A*
[.]OI6"SBM%[8L#@2F,D;B3:L\YC]/\F +]]}6?CZ7(0HP4>S'6)>@ M"AQ_"1 TLXT#M'M\5-'457I>SZ1O76TAS5'8CTL&9R]^D*D4]]#)9L6LR,* M6N!:CFL]9CX],X&/3,67ZV#I?
792):L*1_+*?E8!7")= =C"3^AQY,72*ZNM3&KTAWR+?7%57C M5VO<;!T]>M)B1RO8T6&+'6VQHWLW@X*K<5KG:EAHAH-;^>?Q:@@2ZJWTBLD] MS?S;S3:N.@C*WD?1?
+C57*A6.-6GNYS;L\%@0U\'<9Z&]R;HW<_!J-AO?]?! M8/L%65SNB'R4)S6ZK%SHJ(GK>K<=;SS*]?7M-'-7<1 PT #6;[*6.L\2A$9 MC)A0[024.?
NU3:]2JUQB6/H",F'83%==$!@9F,9DH;-K0&]VZE#6YFZG[HN1 M$1>)B]E?CZ(NNO,0L!+=K-FZ>!9<6I,UQA/Q3@34RK6+*&!8&8_D-!:UDZA
MR1O>_",+XN,7Z5LZ[WRL^6B%R#ZD2+ B4]CR+B*!D;\\]P##:%I*Q0!0]IR;"U[:\T"VAW5X0V@5%BK8] MY+(+9AN1V<%;*^'"DM+'"*T,1ZIR,T7,A5&\
ZG8^3'@OX!%@$28FS%^VL\? M"_OYC.50L?.%GU);5!0.L!:#:GYGY04AU*3&VI!02_,$OU[1#'X7#F96R;2(]\"(]!/4KV(+L9-!FL;U;L9#XNY]_8]LT M9'Y*+C'5&[$?7%_TXN"!
U75^IO]A,C]6FC!:(,J!2Q+%8>"Z,S\$DLE^T?< M1]&0LE_QU +B0.>@#8A?I7SMXIG"]>5<<"EM.<037TYEKI^$=NZ>ZAVX'WL" M,K.,\40^"_E#Z1!#Y(+K$/Z@
!X$59*#%,,XN2YX0]^X:]CIHG"E^8 *53:Q'@G+V&33*63+)=DA$:*X/?AA.+U8U M/HC+E8A]>BJ\6O@(S\?V:%,_<>37,01ET/;K8$YQ.;ON1_Y!UDT)I$Q,)?DS M>@TFLL66
WN;R"\4Q\CE/ 3M68'+?9%G$A/3@6LBZ,8VMV:(TCX 03,NM(M4T!Z5ORZ0[QI=P[?7>CA%D;H5$;X*T89Y/?522W&!?T M?]D'VE=<&9AE"2]/?KL!]KF5+SH
VPZ234B@]=2%8.$>W^M.AV_X\]QNR,S M0(Q%&-^TY":]G<$%QVT5-JQ<62F=.6J:"(?8K]BLW/E5YIYT'FQ1 &_#VB-P M'ZFS];R0CGJ;/LXZ8W5S):*ZM!4(Z-.ZFJC
U$2Y=]5$*7PP%T4Y=Q9%<=-N MB]AU11&4NW815'L']LEMN;V0G.^-)BG M+0"S L_\; &8+0!S[V8 9O'/2!ESSI'-UOG?]0SJ8]S@S5D!:+QBZ"L1M_S2 MPEU9
$OI(\L_IFP#X),1^45NGK)B6WVXZQMXKFWO!O]M>@;KLAE_"/X"T]3L M7(K>W^>%;P4NF.!]*&-2%EE75,UV^=!$&(_5D1"U 'MYH MJGZ>F Y!+B/.-QI'&L#$_.3 Q=;V-
GYBM^C9]3:>Y6'8 3-1+@(3>\]54]L:@K-^P[C@\LANL$-@> MS>!+B4"@6+I0-,?2@ H+[(Q("C)#):*QHRW^Y1<_2-*A]L'1<@+)F\0]"M=
M<6XWA:YD(/RNR\A4>^:+?/3IV9V$<)Y].KW_8 MT_FK.7>(E+DI6EDI_5#$09WI6^S\ @O#*_X%OV]@4*4,@ESH%3,K9HE92)A2 M5_ZM_2Z-
]JO3]FK%5G8$@OF!@28+PZ[H_KRXR+EI,-RDO*RV)W=IW6?3'H M'O9,XK;*B>F4.#'OS/]NR(E9<1O_-@=F>X'VZ0*MR2/;4L@^]'6IH"6<]KKL MY0Q^#-
[T:\X"$P\"^$H(GF<#,/"&6L#Z_LS@[/.T:'168QBRER\A.HNRD7! M,J$DN&C9CW.$)R)^D+^ZQVO(I)-6WW:.^C@U;M#"G08%]_RH.^IY#$2M"2*;
M,D3V13C^;T"EWHHHL/RD!V(E1JBD[RG[9M@K4S'>2K!P +RQ0"&B$0RA*4D MB-I+!1:6YKFO[T:\"OZRC\NOY*+!L_?@K%MX(0XN\5VAWQZEE!;#O7)=C;V6#9@!
[K*QTUH9V_[S?B79ML+UVY&O[11]]0U4G8^@Q^#-VI%)&8!DI4ZGV\BV*.K M8.'^K/MFMC&%7<] $Q=@< #K#,;"E+=SG6!]ZRC["Y*5NE3(%\P\20%U&5!#

M5!E]E!Z^G>A*#,.!==VPNHO61'!+:2XDP_1GLR!$V9 J)I^7LGIRK$\@B(WX M)I*$WI*)]K!{>O]]$EL61!_S47VMM_H"4<(SM$ MD#*7
5N958P6CI<#K(0"9:ZH93%]2Z,_Y3&+T,OL8:RW[F&'CUC(>M,,8I^J/?#C33$,Z4C]<+R3@2/K8HF\O)F*JGEVD MCF7W8I&/P;1%^$F<@ZJW>^U5SRV>
<@D;SQ2EFG5DP3<1]2/-6/B;;,RG[F%[M5/?NJ&Y=/-6=L@H^;,XZM1\S=3%U(TNDU1M@8+1 MR[+8^OI372-769[V&,_;&&0F.Z?(9-?D.35_5VYM-W^1+Q:AD SENN.IM+8T
M*Z'"X. U\^W.IV_]U&Z4RJ!##-]@6&:IY!*S7'[U,<[CF2;-\FFI2^$H/V'X M]@36 ..5+&O>K[F\"&6)[PDQR"K "508P#1/%R*B>!OQ^ZHXO-2ILDL"EFB% M =;
(EX4+VL9HT4J*O0S65E*.I:)9/&@U6J ^O7>1[[VV>EJ/_>A;DB^RR1(& MY,#P.]W6M:AVD.L7KM#[.OLU@YSZ.)'JR:KE6.#GD<%2NE#IZY*[< M"!:H=!.C#*^4(E)4I%/M<=NU@:
<:&FKH=#G8US*UI7P&=D%+%%=OG?@KR.#K M-T*J+Z6P/&-6Z3(3^K46&S;KT!IQ/\4VFU9-[7QM[V;P3[H@]/L&I*4.Y& M<(L2TZ$U5>.*4;59P(99?3ZZ%&US]"!!15-;_;?
%&3RP]M.-R!T^8E_%(D_M+@XW.UGEAQ5/FE,\:8E@P6J?N*9N4^-%ROC->1(0<-@Y MFTRPB);X8F+0(:A12&S RT&_3/SR <0_OHG[^#MVWX'; MB?D-;GL1$:Z([IEI9 ^F<\95T'7-
@7RS_[*P&QP]U)$(B%4'_Q=+#(3>_VM M>]%U#R02[Z>SLR^*SZGK$&_*9DAE7(L"Z&."^=QTC1GBT2Q,$OHXA4"]"6 MQY"4I&G&_$Z."GGNPL ?!R&
<7/FH:9"B598G.AT#\T#.I57?R8S=HY)==RZ: MLI;]QB;Y]_A#XB^, <,/;.\YYDNTNF3Y==W?J944[YA9&)#/5P$V> "!ECN3N/+*>"=)2*:IBR$):NUM:8WV"@K# 3"P6,'(9"@5,!I1N/0
MQ(@G03+)Y^A6343:==^*B9^GI'92>\-4E#&UQ,&?^?22M0#.P0?E T/FEK\I M^7;3 -GIL/LYS)/D4-!\<*,6_&_RX@** !PHIUWN>O'^!-LR8V_W($\;[ZQ M_^#^JW;Q6
IGTL>;^W_&U*P,^[MDJ>;.HPU4)IHDY".4M4BNP4E-\7=(V$I9 M;OSB7*"%%]%'&Z"$Z[H?I6R_*1,Y/?G*,Q\^%603#O(P@1#XH.BGDD@:501 M*8]Q J9D_&M%HDLILX^=9U?
L<,E6]>BSH!GXN.M"^I?]8YC@2IGE"?D&T:353\!'BVFJZ!'5*+35*A6@>QWX(+@N M TQ)REFF#"N7-"-3M=;]KRC<0>P);B>@FZ?'.5KI6+H3,FW2%$Q?Q'QG-T)$
MI!4H@D4S79AHM!2D9@<+Y(DM]\?.9X"A);WWQ'&39]"O,_F;2D& W#W[$3MUL)\ECF9)O0$TGU1F:P*5'/60CP)R)I(@O2;ID9#+Q(5 MO&DSKFH+/5V'9]!'OA2>([()W!*8
%A8!,Y9Q BB#FC@) S 0",Y8EZLNE+" M&N 84D_^H(6+!I?'$EWPY3@OD MQ.S?2O76>CH[CT&JK7 ^7Z.K E_E? 7I;K!$_ADP-5H;8MS=^+_^|<|_?M:] M>I1=A
M4%SZ$W)3I_F$J>6G'.5F/WCF3S H2 9KQ74FJP]!M(AL"S'=\(%!>]+%VFF9A[[D@ZEX&,_O7 M\[IID[ISA"]_;?PO.R24*4[B2++-%_R3D# 3A(9'8QQ,9_;2M=]PY:>.^ L.
M((88:7U4]HUC M*A3&A,-$'=WYB%/O=AR;1,=\^DU'I&D)8H]>;J=!''"?-2F M0BSLPT59BBQ(!8&ZQ'Q!S+A&1G+^)R(&&RG^/>)1F..L6:#.POA&$F%,4 #R M*20_'!QP#
)$6;@DUSYB.E\?!72XU*$Z$+:AS*JHI ?>:M4&/N"F&,S"J:)S M013%URQ.8'WS1,A$%,SB2H2+5&.]\7*I!&Z4>"\1YFJXI2;;8:2'NZ05FPH M?4.D;J:K*R94V0#N?8#.#D]6JT@?&2#
<&BW& R)]Z%XF\0TQSD_55H=^BH+! MX2U';47SY7 N+V?F?Q.RG*G;?NI=FKD_!F]^XKOT'H6^H?MMJ=I[$;;RAH%< MG"4GN-ES42I*RS,?0_H6 AV0U@"<$-#](K65$!)D-
"&0JL;CU5 ;](JHT M(B,6([UL%%#)5D,KK08*#&C+(8;%)D+E'DH/26>)|54\"6:6(Q$?*\--_>7 M.!)+> L748RQ3UX_|O'EVX([DN4TK#?
YN&EGP2^QW8"V3A@5,O):UD,=$IJ:S$)1DO;E%OP1NUS>19A512=GY\>_;)L!.1B(4- M1_H<9G@^)B+O6!/4PJMD)TRZ?US=#5@
M3&_]Z!LN)Z^[B_Q#,"YXE4/9;GH//8PUEJ5OW_F2<.3);_)T!SQ4B%3_M!_M&">F?5,>!6!)@]Z8HQ+!MUM:5.X#8Y\1W@PJ^/&+IYLO/. N%6X7PQ?X$@9T M#\T%SQ+JHK5T;)=-
GV,Z(A^Q_) @$72Y/N7S,1S_@]9,P!A\#?"): =OH R%#701C]LJD?>DO$':BI&2]0$A+'C&D!L[D-Y S M"$N,D\(=%QU":2=TLJE(XAF_';S5!B%?5QU7\,,T1DL2?$@X+RAAKA@MZ-(U
MZW!0DE1S,.CUM&>$P^P?JES9 M#340E*/"Q"YF#^ XH?55T"'@?(74%LZGA!W!>*3X00:VJ&0R5BQRD8-@E1WFF257P[;<$J!0C8CE$Y:P.45D1*C+1=*RK%#-
(%,;33A9W1#%.5PS3*CWKUNA9 MTD2T31)-(:$/C@Y7S,-9)N]=!4'A:6$G@X,$5B[,8$J66N)/OO%4>.LHQDF- MX2822T0.<[Q C 3>=T2I_R^C(ZQA97$BO;R MQ*Z#A'!%%/657^((;L.
(E*O M.E8#/ 5"\3?YY.Y\51T0X.U))>C$1.^M/ ML@'!&H"'@\L2QO$WN7>AGT?X-0KLP[6>:F.(7T'[C:5Z),.ZZW]($\2VHH+V MP"%S\,V7TA+&%\)_.W[:\3L]]GOPUOM
_@=GLY4")I<^3981[RYTG:]-'$3I@$]_K-O9)WWT@*<<";B M HZ:=.E:%;_K\=O[A RZ8,5ST!E\MZ6O Q|
M(B<0R>O3/H8PAT.FJ!S;.5(MF)7*4*%L+&Y*08!.A*4ORHX9!0^4X@K%]%)4 M/*]")O"/2H^[1C%9F/P;%=RZF>^RR(2)NSIL$9]3KBNYR1F9?@ 5HL&F(&M M-.F6*FT.BSR'-<>
<'ZQ*@P5:T^_&K]2F49$F*6(7?".> *X+[BE8AC S,(@R&@:?>4S99BN$COU M.%="NDR0B-797G48/6E!6T=!O^6R'\3)&/M2OC2AD*$>\C)7O(!Q"*,&70* MFQ#!)DH70N9>E
G>W..VH^NR$69TT&)&*YC1XQ8SNA^8T.;?Q U;@"4R M>;&]!IO@UB-L:]R.3+'%B]HY"*D$UH&)3'5=&@94*/$ $] 23I>/U^$4!8YR MD^ R3A#Z82P@V=\DDBU;R9Q1E)"%/ 9&
CMSS*8Z&,68OTOP (PS-?3T;-PR^"?7+^WR,$MI-_Y* ?1-9(0X5G6OB_)8X"K!NG?**.C"9^ M/J7R*?;J.,F4UF0"$,H5L;Z3_887D&1^0]@MD/=."89$D
MX:0H,]3^U$=C[B:891+5JN1#'I$@0))4,77*#HOT]HW;H_WL]C+MV+"XX% 0 MVH3.3R;Z0XZ!>TX>X%/(WO%D;8JC)L^F"+Y")8?*$D(+ MF9H]+N7UM$\O;ZKPH)JJH(8"1$
B_AD I&Q$AJ%8QP&.O%5;2@A3G]2Q1Q MJM >,R:8]QB+97 M-ID2(B55DI G[I2,.VKW!^_-PB)([J&H2'5I/AVA22:=%@E5L$'EVD@;PV&F M7B_LC.&*(3:L-8UV;2WH:^E\'O\I?
D.=7=&+9D@J(7AE+A5C@%G#R*/\UQ)+R-XZ"MY>2-P4 /0.>$8*)?"8T M0DRZR%$J,CC%5Z)8Y7 +69Y9]L:?CX.F@S.;?@5^%\X=M5I6@18US>4Z*$Z]
M:2I*MR[WIO%N%M).55[@]P/*&3 "B(T3AO%6JKR(G4=K6).IU\E+T.82+(:% MNMJ^PDCI91!2@I4CF)(ME;G[.G YITM9$/,(-WDCE:%+8&&%KV5*3_@W M!45Y9*2@/)*$3W$/NF?
|FU73IT0"?U6G0Q!.;Z M0V7"#*^X0+E2U^P&Z(54*K=0-WI-.YN*)BK L,@JC'.^K-<4)XS!2W1<%F MK1@S$@.FLKH=G\LV *,U9(,(F.@T)EG,CHIK;[D:('?XHS@,Y;&LB3N,QH63
MY%'1!@?...!L-I/Q+[139HO&?@+')$G9(T0K:89%]

MHW1.&?=K M2HB8%\&$E&&7"FM'9 D-%NA/"D!Z;HYM\QVHI[,S9].EB!RG M)[V!"\|+)4/^_PS=06]PZ-(G.37]+L\FAD5%,9TR$XC"S9%$L*H@"&YNA::*
MU67,D.W8Y6[S>!RH6O\%,KQTXEF'^X;HNC>+]L2BEG8'_>^5KP(3B$1F>%Y! MV,L)>9)^48+K]>D[FR^8;%#]M3_L'MF+0XK#!]GXK]Q/,HF&5ZPW]E+X M28/E3].-
&#C>OV,U$:*CG(LS/.1Z([M'?7=L]A$.Q-#5'^93_@&K%]_J2H_5 MD9O$LF"'O)X\M"B..(DRN?*#R,)!.+((I8 ZUM_A2\#(4GD/\+56(9&."2?%
MAU"1.\ZAR#VLN(^)X3.)B2Q#705$7=8L1GM<=WE=#T M6\;ZXJHY)I"1I416X=R%HL+5DC>XI#(S1;<[%9@L,3/RK^%'LA3EE-]3N,N3 M>)$EP4*08?"BWST^UL+R0'4?
F+YT^4,L+65(I>9PD5TPSH,02=$F<11C_6!- MG9@*+26@L+ON6VT?H*1"YX"KV;'&DM]KPKWQ++LA+#PO!]%NR31;(UJG/H*HXY+ND4)A.&85))>3M>=VE
M'!VHL\B"=##H]FN/K/ZHY$U^FLS"":NZ$ M'\SE+V58LP"?;W3 L@D5;\.VXJU2\7;25KRU%6]F-7[0,C\1&I D[%==^]/L
M>'O3=X50'A)W*7&..%I4B!R@RE=JJD)O+0&:V&@E4C.)!0RE4%15:*A0)Q0$[7:+7#I+E8N6I3,5?M'5E>Z2M0_4_Y_42!-+94!#9]+B(.8_E!^A M?
Y/:-3LX)H=L%8:O&A"LCQ@R75IF*N#<<@6<=W?YFT<]-G-$Y9H*-OBE77?D M.45L:[V5@W8,_A.AKIQ J2O\H4[N<9GJBTDRJ+_,@]$XC)(<0E@??(%-E=# M;]54]2:":'^D7745S-CV-
R!7M>9>NJ8+C<]YXBQ4T9X!]A,71@W'?H5-'(/%<01'D.CCV,#. MJ#=%6.QDHJY$2/&C0!G5S;V)709X<*P@:&-B%2OMQ!Q#";'CK@"W\F%@7:M M7)T-<*W& '_"94RGJA,:RS?
3&\#P:SH,SN>R7HY@?E[N-#Z1@2>8]Y4 <0XR$#,-DP3>C%DO MI)$':3O)BM@@BVZD*K@]Y1ZHL3630&I+[LM&.2_796++$7^# ;++&>%5TG1
MU"+D=X_K^"*C.HYMI#4=W]'TK2D6!^H(H4T*R5>.;=J+PI6[NL=<1F5!48%Q M1)TR+S+=CYPJCE]+E4RYG E^FR'DNLINW6U7(DKTR-Z;]O@ O12D:A;-?Y8S7>]K.?"
M49=F(N>;)W$8^E,93"A4TXM5>1I'=7R_FQ9<.L92V9_R]13U5Q!)1OV8ZF! MK^+=HW*^Y.?9 M%=B G-"GRX%/MEM:I)Y&89=;6KCRHP!.]2L2_%[:G$B]Y.,ZSO4]L#]&8#P
M=.I7C-0^2-)AKI1<&V[$47+0:Q2R+.Q"DQR;SV$Q%ZP1E3=;SA'5.HNIPZT(M"+0#-_E?N8P49$&'$VUSDJVZ4%;'%DS+)5D,9U.F6"0A-NF0][(;1/.A@.6F MU;2-&FPN'@Z8&
PYXVNT8?^P@2,6LM^U^,O6O:VRUT,7)HD/8&7T/Y@^W\ MFXTM6^LNIG2FF54-8B&=[(0R#U$,=KAM,T0]VG\8 =8C;_($8S4 C/,TP? MM+S4Y/$X1+XJ;AJH\^KM6&K%
<\$:"Q>#>]_BJ$LR8O@F/".5U_T3+9!Q3HN M1P(UTQ01+AMFMD*5:6JJL6VV*5)=& R,0.$Y=FC-"JBW9W679]6&,;5ENS$:/:M?:?5Y(KI4[G1!8UC];RWAX%E=W6JJS^V6NK@@>&61
M>Z^P&M;+C9E8[;';X&OYI&S#,W03R$5T?]XC\3R762D!L'F (L(,(8=(QJ70'0X#9?&O/I@^'U!] MN@O#??YR_-'RQGFG+51]J41RT MG#C.E',GPZ](\KB @<9$-:!L'V5R2_+FU%
<%NBG<#VY<14LLIGQA\08YG[&+ M"P7X/\C@VUF:(CD!PN>P,=?!YP]GYR^+,2;)OEP@D/X<7<:21TGV2:=@G2&@ M48VWQ1S[00B1*O)J9G0QDH$[B5=HX(R;
3L0EEI8LO&DT0>ARAE4Y!RQ[MJF M!X-WV&)S5-ZYP7=UMX;(1@C=PQ:A6T'HGK8(W2>&T'U2G@$6*CM?=!R%A/P7 MQB&V-
O^NQW^6.KZ%PF568UDBIK*"W,D,2QBCE+A]$+25DJE=Q')A5LB#"5"Y M=ZFC@K1%:-OM!L[S!9C1"!&2 9!ZW%^!M%?%>3@79W):-L*5D7@V+J68\=2Q
MZ@*8H<$ZO.D'4>6E?]/L8>'2L K^1&05(9,>6++$X,K<-^S/H?TXLD>-7:L# M2VA1TCE!J(="2EN58(Y.9'PJUH)Z1;L67H!6:S$A.B:R4(Q*Z@J7 MIF,@',U9CKP(:6 -
R!Y$!,%"OD!68,GNP <\P>@>6:8C(,+FR,SI[12>2G; MX[SKXUR"2DDF3!.\F(DIG6OFT88/=;"C96@VV<;;%(,9YS!X.#Q1X*-1Q/!_MJ58YK'%^_N?LI;/Y[@RVN2R9450R[$$J OJ
1;AM_%^=]"%7;)(L%ZI/IG12 M73I_'3:K^4']-CES@1"-(%6H?^3OGC(8@<+>-G%)4:F-ML;X%OMO,D>#;I^R MB-HYH&V6>%6Z4T]P J*1/PW"Y%<4P#K-;^V_7XBSM3ZI)4),XV>
+/L#[7 M1F?M"RSEC.M?8H F,ZR[5)Z$,63A9\5F8HY?"BE7.BAA4-DBH4X+T>1]>ZZR MZ%3 *PUF()?
R0AL)*%M^U5PUSL&GCQ>_F"362T%]((X96:!$YV"K*3G<"PP0T$FMAWWNK0Q_UT>+RM=E, M0@LM6#,<67UQV=[$5...TES/8\;#%3G4Z*18,%FH(TJ)*4ZA-6OM<-5Z/$>-
M_%&1V)-5?]'&HNZ1>R ;XFFCG$V*5#+J8DT3^Y9$M#\C0"8WOU#*OHJ)QJH0 M;?7[/DR#^%O9 "V'>4R&ZYSQ%9;#]@287ILN277"M]":]XC:4]X%I5A!A*8Z M[5L';
[%2)W+#F0^[4IY<[B3]J,2.!<5229R9L 1[4<0JJ-?,#Q(W%-RI0[?Q MD665_@(,DPG&C3V;/.-C=BZY746I%N&NAI(9<9W4>C7RR!-=;.&5^#O[SAR]OM>I2F,C4
M'&9]UIWZYO2H3%>MP/6JN@X/UO9F!?.;AC2@HH:'[O;J#&(V-2BLM G5(' MZP-0Z4]D4.SB_.RE;6FH]K5"$AF:&BUE_;J^7-4KNZJA,/?F@*L+@Z!@VAR^ MXA1
E;)M%G4,H%7$5R6(/E=23V'I)YY MM<:%^5/T5U!\&%@4H;36Q)AX;@F9A28*FB7D*^ER)?581SU,GEH0^\HHH)#I M!PR9FD#];W_[KIODV",+8KA PT60TT_S^3TF\-9\?B+
;,Z'!,F6E"EV#7$ M!?<7-.(XEF:O]#>)LT8ED>BNC/DT. KU9;?H-C@E@VC"9G(K&TYVW3-=&ADN MR4H(5!?. OZ\W,U<*W2'(FP,\+*N,6M;C90]\F,46X:7NKBIP:;%8)@-
+#EE=_+Q(YBVF>1UC1?&Y=:PV"<)I=X?-Z MWVMP(P+RQ1H-5[#O+-$O5RUYU)K \]>L5C.C]E4?4N^H]<=C(+HNQ_>K/I3 M\5&AF-%2G1X=G\):95/I>]N7,UK(]!#PKU:+Z%?
>&)WJF=;;< I[[0IR \A,8?<_B;T+U;)0>HTH6:3I=:]E=]D@4BE 9"FRXLEBW14*W M,[5-5'WF8#GAN&4)_A,/VZHK5#A$U2-DSO)#7T+ ^WV[E6-R"HVWOC;DW#RFL MY
TT)^=Q+V*A1]IS8?5(_ZG<(_VKD%3_^H)6BV]2&"5<&)4/*R!.%#^E#D\I M-/U%X4N.?H]-@G%^\15+8*S:\6HEH.Z=#@>UQCYNKV=[/1MV/3]BGH2UG?,! M/$$KX:4O83FK.L4O?
L'>!Z@B$X(GZ&>YQ6>Y![]_/"5,0D4+RGP37*"0G-L M.5Q6,ZYAVYH)G([1IG;VA;"]?I#0G0Q4K_& *C9-.F;S.]I0*W0ORE]&;?E+ MN?SEL->6OSRQ\I>F!RM!#5CP,92C5CBFV9&8)[
U/P:@I*/XVJ^0&.." MVB5^4=UE_L.?@\%CMA 4L4U'UOQX6M-W\2QSF$@E(:E8Q*FJ,B:-&$M%_6"\ MP-X'>N.9$26EC5=MA7!3P9,J)O,40*2 2Q?^/ 3#")N_@QD-7A"Z1;K8"%Y% M9(-
IH!I3D#D%OYX&Z3A/4J%$@<63J@A"=98,3"TV_6;]%8?"-P!N:LO,=A5!T M5/-N@QA1<%AN) =V";@+8'B%P3R0#![4XPVY]653*]4+A&$=< 81OJ+J8O0% M-C?3T5?!-
*I#FF@&=5WJ%N RM^V#LQ0@6@4Y(ZDM%](!SYEJ R\.(F,4R$SR M)X0!.$O+"3Z)FGF;(P_SIUDX=-VS+)0=%AE(5FI3+EN+3&0C>X+L() X0PL_M5P'OV 1Y W U)6/))(XB0:13=K_?
MDD Y:)7[M)ZZ39X:LMHA.!W$ M:Z5;L/ .6@W];@2F*N,;D91:K4LA&A$*.=(Y2U@*]>4X,&SI'AOZ)GUI!CL0W M*@V*T1PD@%X$4^0GCBGN&M,MSR-F+6WNW6CZW?Z5@9ND.E-
;-.O:1")=-U<^ M7&H54P)@X^,1#J#N92*F.74U-2<&CW 2R-)*U8H'86(^P<1,],'>)+PA'43B MA7(3+I0C;]?/ E7X_,5!]0FU"CL"*ZLUX=8>(_ODE+AWT63_+4,< V$$RR M/X:Z_-
>$)D6J.7CU4N;SN8@/OL]UT:HU,1+3$0^,17QN15I(0(!5,6'-3,= MBJ"VMV+"H'EKQ6-??#]R01#^,@7VX"Y*+ ?7Y %0WO9N@>['G^1!]?].EZR M8]'6SA-
DQNYH.UMQA2L#W]/==\AB589]M;$N)^]Q#5$MI2'R&U@&<$4 $.K6 MMOPI4+0 AX61<;HL*1332T3;ZEDI2+!B1 4C(^R@:"W8.79YN327BA6U!O8F
M)6ZQU*C(]F!C='7>QM!*M>)LEU 92TQ1.FK.6;-QL|\$1@08AEM5Z6,IU=] MNXC)V+]#X.KG<^5LB+^H=S;[: LAG0A_G?7GRQ5*,&2.!-_H9*\6/(C*5@< M5&R6720-*+!8],FS3H+
-.JF'HVF(^TCNP9/EMN@X%"/Y[+?">>5R=?\>:8PA MP30V"1O#QXFID>(("8K'-)_@=[KN6VP?B 4"1%W!7RT&19Z M3EIR\YT*"EV.ZF>RYD<%;AL\J:<@_2XLL@&;KA$O/-
(V+1&)78[I6C8<6%23 M;P4>]$K 5M6%&T8"1<.I "RICIXX]$;VVJSF]88PP-"TG#7"RTOL$Z;^K26##+_V@^49X (ZM0HTF19W1*R^9M\;> M4]Q=Q,D]URX_X7&(EK^UV"9K#H
3N@;E!>4+9,6#W8)7GK]"OM-E"W?0'9CN MJ]QWX$A2':O@CWH-(79LRIH^7LVTH1%C,"%9_4^#1B-#NA7*C2ZR8I+LP%3/L M&6 A8AR-+[4B7DPUJUH9H5RA:T;!;
[A5FF>IR'#2W /Z5(HEP"@P41KRC#Y0 M,H%^?M5LK=IT(;A!R$:]2EQ4:+;411V?I906YGC*/)Z27"AX6[6Q8-D@'.YQ M8-=74.%BG&=XN15[D!Z<9+",4JKV(BX*3(*!B$5,;]9&B-
VH)\MRV@PDZI5@ M(<3N'LDJE*1)EB[,.30*(DVR0B^E-6%UIE% MB8;N&"XC97E@))S7)F<'PUDZPVQ5D!D"Q ;+M;;?F=]%L99(I^5];$%B%>+R M>VDL6,%'3Z9QW&E\$Z$7+?
GYYNA>"SN+08$&9=T:*#=U#C3FB/RB3-%8?9I] M%2GE<:4;[B\R9NR@8 5CWA0V06=18%41YAZ]J^39M9*.Y/U0_4GM*A*K'J4] MPH^&63UJ,.L5S&J_Q:RVF-
6]&K_D:D\"4O5OE:K_E-I+)TP;2"@RD9'56(0:'IVY@Q!8Q T15 M"(%Q<<0#V1HE.PW(%0+.AO:JT R)6#6XZ;W5:(C[*KZB/KM",K:+F4B0X:;< M:(&[1KJE%%P]Q#=.P"FPLN?
8((19CD>V@TUXEW9S4]/"_%?=F023Q\+O$);E&LU#8FHS 6E%B?Y-,"4H#"!.PND-2+;V:NS22L#;]442WK6* M?_NE'&4>_.NX51ZA6"1M+(@&E*D: MCD) H[;FH]"2QVX=
[!@)RF@S35N):1D$X3+4;"7@0D,BU@3'69@S%Y'X8)XM M'9.W\4ICM1D\&5ZF(>ZF9-TM1"XM[- E#T! M*93LXD 57B"U(,H9-5,AB:!$?NBX@<.%5KIK@.RPL(&",
(H0=B/1+7D5=*#U\G5IAFE:7)+BDH$+#L3 H2E4!-36&C9:ZV=W77-5K*A?C%5*9<2/75 M&C]]'G\Q#8$4*'*[W-KM0D8$8?"U(,P^]<@:?2"EK8%* +CK['EK=C MT MU)
^RHB!EAQC[=%*=-$D][_ULI"4Y? @JLOM\^CD8-X0!2M!;0IW"?W5D MX?5&E04K[O+R6N%T\[&_]]BZ/,B^X@)1%7QJD""B:B*" M:S:CV:1=\]VM(0/[6HWOHNW[F>M=B)';FBK!T/
M7II;.HNI"W5D]$79105;Q%E-U8 #P4R-M$,PD,9"*/*ON:>HPL^9$84848(7 M,/::4?MM#Z"=FP5O/WYR+I!%%.RXJV!!DOJH6CA\I/E4< M6B4-!9_-5>A?SG"'8ZB)A$V5H0/+
(9@U4:K"}I'Z8J0:>B#NWD5Z,9-3J6< MW).(9.GX@/FC/F(YI$7'R_)@-)=GI?C;5A?-/49-OP:80\6SGUIB2P?B"F:Q
MY!62;;Z(L00Y2.#NJ+0]&Q3%%CU6IQ1Z0)7Y7!7].+)*QZ[0(=";:LS)E7:H MJ?&E!L;_^R]:W/;5K(U_!V_D_>S%-R%:2(DF7+DSFIDF4Y<<87'W?L&$)1%63(I!:?
]9&2)!/:M>_=E]6HM(*&(CXR@ M!A6RX!T+WLTUZ[27HBD'8X5U8\.IWY,RYB/\CFEB\(&6]BBFWI>&4L5)FB-C M967&U@MQJ;(42X<38=
U@(*IPE5.6S%0;-82(3>/D:*)A#TCI(2#UCQ\6\J=WZJ%/O2#IX86K4%;M22-\'A5 M14=U_QBI[DF-!EM'-M!UC,:Z.-_Y+-2/1&V^R,2X;+:=@W,%9I!D#%#$]D3
M>UK[NA"THY.]D'3B,M*6>\A<E>!OC97*B)YW940+ M941[71G1I01+>LJTI\U[C_'>@],06*=![KDS;>^QZRET7)P7;<>]Q:=2,_MT]7
0K%):S@!ST*5P%C0R"&A'"6ETP&$Z:0,R20=7*1SK^\W.I+U5/ZUJ!9C M3,_HF5GEP634;=JG/5#[=>/'_VFL2A74W!>/TQT_YLN-$EP9S]UB7<65A]MM M5%GY_6ZEL9\+-4F>*
""PY*\:%C,XW5M-G[\$@7YF0-WP9N71^_#-V4YZ]JT M;\+XCTA:3.: X9DGSCMZEV<*G4QN 47 MI>7-3NQF^V#/FFHWI_D]HJA\G@H7>L?
NA'_0\5V"R"T.+IRH>Y.8Z_+>,U\)"'HF^:XS;6H3]<$_8HZKI_'AP$6-W>M CILR_@60(R-,%O>) M$!J@Q544Z%1%*K3O*H.CT;>I#6!R^+$O\TOBL_%.LMTP;%F?&"1!MR.0E_Z
MB)M8%8$TR5$S63"@Y6L M7PZ*9*JIKPV1#L3FY=Y+KW&H'@!;>.7VM"U87DCJ';U]@[' SU9S*0!@?UUH M?T/&#ZPHV^Z)]C+<;(1?A]:N4H]L_43ZDCB)3U4
A,^<(@L<[+4)3H8X/R@ MRJ0+(FS -/Z1_/2:'$EZ0W#R&7F8_X^4/S2QBQR6H#\Z[=0L MYS2U92;L2[9B7O(5:2["8#D^4^X\W9M"X<+$0]$)EBQ4D907#UGO//2C_$_E MS':_"+
(1ZC>1]WJLOP%B .&?7XTH..$D(U,*5QB[W(OQ?I")5[%PA];" ;$+ M]_NE#/F4E2VRH+(DQBVU_"IEV8"6#<9Z H 84+QX^H-<*.=IQ.BLEG%H$N?<&"]$LV M+TX>05-
NQLS#%9^#++URKQBE&,ZB4)>5[?+&X$/Z1&]813L)6?>5[!*\P9($ M;W<_;\SX/YB,S@JY8DXO763L4,%QQ=T)3MZ 3=6K8 M0H_ZI5M=9>>D*X9T1S;N=K1A4,5
D_IA<+44(@K"YE[6CQ7"/2H+)>= M?KF0 ;82]3&E%;(?I+D*>L)+]%F:GRR#V"FLO^&0M),1=IHHK1XECHEU"&U+ M,:^N9NI530,Y4N]S;,[GS8",T3)02H!G(_AAR;\6P"*+/B?
LY/^Q9]P6_34M M36L'..O#YQIGQ)Q]2M TJY>2>=E>*2T5 A+-9"S==0@YYCCJ+N1UCU\N9+!W MO#:&ZY'L#V 8CN+XH=_"-^L;VL6E75S:1I._>465Z4/\5IJ\NS8;$E,^N6F+ M]];>
[AH$Y%_\ UK\]0NEIMQ];+&G>]#6T[U+QCS&0_]XDC&VP[#4>!_;^U>7 M)#)ZSB?]\"YK2Y#@$SEJCH0H_/G5Z4>1!-W;W\X_Q3:M1CVHP(L?"[=$L19
MC9W$:T=:F;;']#!]V&=A#T0"=-,[\&;&D>PR-?+69)62YQ8G^ S"ID'6'>\M%)3OLK:6I2Y:LK@WCU>[VHYZ!TW7@?0Z83L 0[9+MDYUI&72VE2#;R;
MA&0\$2@7N'5,^X.%O@>&7K#1[V"AM4,K.CS0)J+L>ZDY-6QKA@XS\ WKX0^[M>OB%>OC]KAY^(^KA'[PDWG&0R;359(&UW=G>Z$8/((5]Z$&FA]Y/]<*.>L!9
MITG2/9N2>]9&%W1("SMJ/2([CQ4+=AB6WTT^ERV-.8T78L">O9@+%?V4*FI MJZAR@_@]*.5U97NQB\KKO<"OE,X #B\8*P:E2QY'OFU2(MZM\3 TN_6&@DZ6+Z0;%E8LFU;
M>ZG:FB3*()AIVW0\DAP&;V=*3@V>+MO*\$S7FC!HMB9\P$'\QX-W,RV+@S-U M;JLQ'^Z,'H5"#=Z/\J[1>D7Y35,@70,7&2 IECV]3>\]K29,0HVUD7WP)"== M$9#.-@2>
Z!P')AG&,8T)FB,*[*)_24>7BN4.(P'2<#;%QH"]WR&,G_>HJ; M?O,^+TAY'$UH(08Q_J_#-WMET&3AR3I#<$YDJ1L#$G(,.I:=UH^?[QG;BU M
[+KIU=CB+?]:"#%M9)24)#P1U8C*AFL!8;XCH;5JR_*K4X ;: M&*U^;:UBI!=_VY8].C4KS9U!*:U:I=;;#;N#GELNE;95;;E MIO*5AF ZEGF9=B\NKV'K:1KWV?6Z]&@GI"8.)F:
<^_S%1OJ\9E4[L93V#RP MGA#"G],7F0Y8VWQ:47@V%EDZ9#0@Z^]Z@]A&B\JWBS1_;$DGO7)/]% "@!A) MRX@K8Z8]Y(X?C\?H\'R[G\6(U!
""=Z1]VWTT8DQ_Q\!HN"AJZ:ZL]>NI*PA M FV59V0SH#^YB%YH$;_T;\?WD8"V%%<@ZQ@CNOT9V,++W+A%W->0F3L6+L+ MMHWSDFL[+(4QARUXEOP@X+=UIY*6G$0]!/L)M
M).=5V,VD^#_^/TDM?J, MVAS0H-D%7CP>;4'5]":[GUBP1G_X195)-DIQ+LUB<+^3TF:6.E1<&XL+FZR(' MD14=+5*P:G00H=;>L:09TF)PK'=I/^:@82MI$7KXW9D?NM@

4^@9B#7=F4#M M\2&U=3(="%$*RR7\H8S8H5E5:B]0M !_.83/$ MU^"]E["X24^C@.E(,Y]#L9$X>TU]3=.,B&2+HD*P66[\IZ:5N M^BAIK'X\N.B3/<\=3W*F03HW?
1<0%80T27QDJ,"H%'K=ZZVU%Q3D" RY$;P? M*]D)SQ:B.B9H4IHRBR@0D?E4B)9TF<6 C]TX8L! HQ^]*!*66^@5'5ZME62@ ML+E,RHHY.'3(]3^D:"#OS@;\=I+>">!C%,/+F8=G-
B8M09&.GBQM.C3\7QM M(WK.NYCPB0 F.3D;2>1/AQ;;(^,M '[3V-X$..,JO169"=,@70N5[HAD2D]2!H3DGVZ;Q.,(PUB#1&1# 'B=\5Y MC 2>"08C*1)6/*(Q-!)+LZ
M%Y"')0PQH3[M,/B-D#M1?XRBOC8'|C=)[P6ND"=\;=)[(IL?6ZMM$\.YX]*(M,8-0BU@Z@-HDH4FX2TRR1] M769P$,5[J:KO;<&0OE]-+M+>L_4LHDF$A[]C MZSEH$3-
)8%MV&R:SB?Q;_): 8'!=,7$'P%Y[:O"-#E,'KQB] EA$+%C/+O6W M*:@ =X=:<249M=V2A_6=@T+!M2RQ_REYQ8)5S)UEP%Q9=68?IV4X12=7L^!@ M^O1*NF.1,2QF$SS*%5-
H$!&72/G]QDOZ<%Y(TV322X#@-) O+N.12SLJ.S8D M#DS?YU!M&]Z0R$>>"D!!PSM%K4S3>&#'V#@]TQRQ)>:YF9#9QEU&C2<_-:!U^17'XV1D(E5" M9L=.-
*)5LPE2E6H<7R9Y(>"X20RU5)*RXE0A(X806&.9Q/"2RP3A5A9:'7">G_YLB(R@H+2(:[:QI.IDY^M= MC^MJQUYTM5\+M5]/N][OKO9KH\8O^,!W8B(!(]@#2Z\46/ 1L>V@@.L>_U"%
MV**QB@NVY>N4O$L] =\8B3D0WK?(0+CK0/==YLF0NQYL+S&,Y8KF$""8>,S$ M4.#R=>S,#+)A,S(!0 3_;ISPL&KG@Q21GW"87V75K( ]029!,9M6=5QQN=BL
M4]L7$@G$$M*Z\JQ0Z:7M%]\WF4>BP,81"C<8O\AF--D,7LF8MJ,M]6K#5#*L M:6,):P@;HAAG9.I(5,9RT^L]K#BLC7#G&/'K2->5&/,Z M*-/\"O)0LH6LS>&:KSS.2_$&]WF8%
[IQ2>2CZY,ZQZ0=TFH\B)FKNK! 1 A0 M/A[54]54]D#;_35^8,9.:C9>c<^#/5::\T^YG\RQ[:W>]U\W4:[(YYMK^R 5= MV+!CC6L-
7\9EUT5W[>.OQ_3\R)*]OR7O'BR=*5?'UIO[6P.VL0RV&P6C(MV":!DG6^6UIS9FN>EK%Z.B8I0P+)#(7U=3(8H@N"M/^FX05G7.LR>2W>? MB[I!_KL6#FN&)FS @
LCHP9]6=L"OJKQ6X7J, $')#73,,6?:'0]]^.% M,P ;OX"QM#6;IEYS]";"0F.1=QS4$V@TAS!T"M&0O.K<(M_M]:H +Q39:<:U MQN4,NSR.(")#C/VRQ/Q6XE1VF="]+P4U-
K;K\LFEEJB06X?!@D3ZVH5S]EJC8((: X06SK@HR!HQ U'>5E)T4)*=M$V_3QQ>B?-YZ0% MYIH^6VNG5#%]KSOXZW;EM6\3?-2&W)F$E1D =>;%DZ46L+.,UCU^FX-M^N]T
MDQ4@% MU-W7L%[T[]%4O9PB79:CQ+H&"E0]ST[%;89.3545ABZ";EO_?H* M*>PH5LD_O:1IFU+OU>.&L?$1'.]"F9YT4PX\0M)F7 MC0I]9:N]YLZ^L!A5<\I=4LY:%IX-
$BP#M>DI^&6'EGZH.\/K]LRM-^'*ZS_; M[^"?F3.C*[L]>-WC/PHN0.V!P[L0%D%VH50;ZWZF'H.]W?:DTDVPH"G@ MN$_IWAV:0+7QG(-FF+KMIB9=(0U4=<^MA?
2VH=.OX5%,#-YA[7UURT%OOL;) M?]SEWC$U9OK)YC;U;F<($O,&K:*)%1]E!)BHSZ\8$9+4,#^E.BF6U.3(^BT MUMK&_RXO%/) $5\W_]'PTB=U:HAS/HG%TD(/3NOH.@T-=HG;6"
0? +!C %X MX-:]1R#%Y]L4K%)]5#74E8OI<&2UX/WZS34"L.1\VC]?UD"%1]U0NCZ22A+2NHIKK(GBZ)1RGYAM2WYI]3[GE89' M)=NPDG%6CF[!9W48Y7DUI<-=10W2G1]938-
&2BAS\E&P5%7@I'M,NI%A'H,1 M6^L]Y51&*7?# S[>CXK%3C>;T*GN4U)\T+;=S;WN\2^K5]%Z:1G=B5_4853R5P#!?0%'S0S]RL= Z:?G#> Y/G!]9$PF.GQ!:CI7)\F;*'$B])R"D4I!=90]
U?!ESXVLO-0^%&AA6/YE4ME2@M! X<&R4.=T4T+H\>!>L;/+I6GWO8?Z$$'09B]_6 M4]U,%XH5]A(*V!DW@T84?;C :OCAR[I+DK0G]<#Z5R"NIS62 0(YP"4]-SO
MN1YN8X!K6PU#N).K.D'/MF6OP M20EHLXN>.T&W=3]>-K(AP(5HO6.7"9)]L92KF5Y?@@S05-:N4-Z+]IL\F2T6
ML^H'HLA5O:6:'>F[:60@V*65+IGW6]%.Y#C0]="F>U+FNE++,1FI$]HS Q#OPX7P8%%R88OY.QF*7$83P'FO M*]01S4QTRO(*O4G)MRE!6IU*X),)K6$DYX,+"7];;FH<
U4F5&A&9D(99"]/ MAB>_A6>S/EUC25QHR-7#G=W#WY\/ M6?!KG,V J=S;C*]W;T#[K 4'FO5R3/VQ'HY]\W(A!X>[@OMJE/A5N-5YHWA3ABQ]D8VXF@/<+W7" MQ
0G'SZ\BEI^17RQ6XTD02:6L=DQ]!XG=TQK#DNYW/:6X[\F+T+ MR 00+-GWO8-H=W<7_U];1PVRI%4WFQ2>XCOFV=TEN="'BT<06-7.9G3]>F: M4@""Q]"/"K5JA-
9/V%,1'$U0]ITSN LMDLY+&5?[@ZUY\/44ZQG)EYR/V:6] M])%2C*6RFD\-\%9MPK?]Y[M'(2T"RE3 MKF8 4DH*'RQ&PZY8F14*5%>0XP!",S/:C S'*UF3%M')%6IW0_2!'IZ0]/B
MD/0A/P'5ZN31T2$!)BAXC;*,1],V-8FIX(!T M'VC1%H4;V&GOA&_E DE'CL4PM:C*C\GCZ14CGQ27.GY:T M.&L]"WW=3-K6*,O]FGD@E+RO7;6YI.QH2#%(5%Z:]@NLVAK*].
[2=TEW<*R] M&".VGZ>'T\'1?3?X;_WC2:RISO"E>)+/]$'UI9 .)_\]:.S(M>N29TX3C,2B M:%GV]'F\KULT,[E@Y8&X@,"/==Z%8=81\EX/09$&RDR3C/
M121\F5]ZLOHY#]IZ6",$Z,XG;_=06B]5*E73,8+;V6S2%_VZ]:SWXDGP;+^W?;CWK">!0S)2 M"B\F=Z7(2ZF803^3!?.:7AL9>/VR>P0A**2F;"G:']7\EM MJ\.F4M$RL
>TC_MI9#BZ^07VQ++=YH^(T4WU%W0HEW6B#=^2 YH&IR@]5NP* MAQW$<)WC?UWDDP#Y+312PO]&33,NR8 [EHA#BMV3DG#9/1'Q46ZZ07&U)L? MQ=R&
[+7QX(=P4@'$L9'W/]^D=BBPYI_#TP]GK.E@=Y(LDUW* M\#N3M-BI?U)H[H9LMV3QA$U#P?F\R08[T! ?!E4.[=83GVKO\6]$:SM8U%I. MK#K!+[2S^&
('BYN_KZ771;VMQ\M[OSG!:OU@!CY8?T#FM]:^IM,6X' MD[F/*H:,82$W_:_W^:7BB_]0)*.N#$8<>(P%,X9]4ULC"UG#)4S?/!XG:A1^ ML!#&#VR]%"L-X_<8SD$FB:]5A^.$NLP:O$Q
AV#@7]S_S-W*&E/0:(5OL'>DE M'GGDXD0',[&68H]N*A_DNO60 M.+)Z$*-D.!L@I+S2*(8SFRVE'UFW&[:B/GC2!H4"B,+P/G*R.M6M4BX->,*T M %"AQ]&6V++5-D5[UWXH@WNR&-
Z=S039S9A&Q*WSY#LV\R=[MZN.=YVE_AL MKS00K&5^E;5(@R\S&-)K&D 2OD]*;N&\]&S6SAL&M=)PF@?3G;_:]2QV]$#X M4'+=.2)M&0V'.Q-SA
S@%;#688[12].P,1IK0$SD1*:H"T",LQ:BY2]#I)1\ MQ]4]I1A?XGWT(*8&Q3IS24&1E2N-Y4HQ/!9X6Q$1QTD3A25*%F)R6$!/"I#/
MQ!;:DWB)AC+'QAU"QHFV>E+NK#00;RO*W.Y'J3XSEC@I:7;2?4NB,U/-1FSW MRMM,$1@C!"N-PLF+52%@!;;R-,NF<3*D14'L:FL::WF2HH@G("L4CT\^(/7B MF1]1ZE]-
J2X^F<.X'+\TH3-!.G%/PHQ;PA=)G#:4+7W)G>:ARE;39PA<\4[H M,Z\#5;S((DH)9'8 MJ+'P2H]4-L2%QXD09.X*/L8L$'(,,41S-T CAD>S<^#T:D]V!PXMR!$Y@%M=]&?
E+]Z51B/3LPK5K+RO]+FF4%?U%O&, M-/P1IV>*K M8=DT5CPBUF%Y'LG66CV!Z3=2=Z9]7\Q6-0*>^AE& M\WJQ"FVR;NGM]A&@[%(,1?I$"5E!K<=0?@2";96Q"
(Z+]/14@RP'<:ET,_%I MH?Y-IV10[^A[CRW1^+_[AW KUNWR?8.IK%2MT.NJ%1:J%9YUU0K?MEIA@^2S M"\ET(9E5[KE7:]"=UCWCM/Z*QKX*$AF^(]_+L*M^"+V?
_U1S;,\'99/HGI8 M1BK\;QN6]2=SHVOB0;6/>>YOY$5LMO=.I&:U]6BQ+<1!TFN1E&+8"U)0#Q6 M8=;M44(F%>OT/>SI"1"M]PQC@*R^*F $E1K>C@I5R<09:Y.-4F3Z=3<(]F'K
MGFC=TR2?<+5@2 (V5IMMIR=<)GE:3[W3].@,9 GY-3%93"B. MR/\T,,+7)]8M.=]3A6\NCA)-4G]M!#DPA=&B=%R5^)O1QKB"D0LHW$BTN?9K%QQ++[7'BV) TBO:'*:50]C=46-
(%0(0'^>YW!&('^ND MH6]%/2VX,QH)6NT[(H>;'_GN6#"Z.$=NS]+AE2LBG]S)K M(9P?'EH:<];CK;W)3O#IQ@I7U]-YWP8*YT]WVC"@0]F8A696A>M\;\+83B>-XER$
K1N]_CP/5$3,@YIDIO@XG!%YK :WL](P3C^<29]$K%-87_2_Q\#7 MQ\]WPOV_[^UO#RZW=W=[AP?;/Y\>;Q_]3)^&"S@R55/03;]E"4SR,^EX\(H;
M6PY6,QLE]&U]+\Y(>9)]S.RS./3E7"]C+);,#92ZY$]9Q.1KM;FR6:\9P)N@ M*^^BD0HW4PTN$%+Z1PWE(#OURH[.%?2L,IY/AEB(@P)N]<&%J<9Q.F)GAPO! MN>#-%DD,H?
K9/.I*4(LX,"#[EHMUE0%-9WUR!)'C+>*A&OK7?%]55[M,!G5 M"S[=/5XD^TL!#.SO-*.F<[FW3)$W%UO;)3B82B?(>R1KO;VM^,G6GDZ4]@YL MK9&;!+QWM&=?91SN";M;_2?|
[+U=>I-Y_,EG0=+QPU%N'[-O/"+7G$MR?]"M MXMR]\.R7D"4NT5[1.S;6V;4V@R 52G M:#/V+'E?D]'(!+=0P"&Y3;OK.^%1ZDNP_]A$%TKIB,8I+:[66&4<"Z^"Q.B4
M;N^I.8(TRWC(1'7+>A]HYBEQA9YRE)ATN1[*PA&VV&_E;#<1#!D MGRMJ4EOZT*73@8RQ:H")6:AADH8\(<-L"-A_$,TU,(\:ERH:1M!K%0?/% M("YU))&
<=S"]>M]IYGR7(8@Q9Q)SD%I%'O^*R0)K,'!G1Z]Z'2728,Q6KB[L M48=>N >_^LYF0LI@"]M<<>QW[>VYR)#7QH043L%,;9?M88%U!V6\T$F;$ZI#*:L:'O"/
M=>3%QEK8R+1A&#_R\@L IFE+Y"4*C\<%C7\>RD=6L\7Z$+^D".*&I_[DDSG;\^_9NK_=.XFQG+X]7BQ%]L]M4^_0B&OP ME6=G13R)/ANW.SOX[,+>16Q.SU8;R,_QGV0[O M)&
!5/=7*[H44%>7P!\)>.2K(JD!BNJ9SG]P(I]3Q$ID)B!UGXK#:(6B;@5 MF@DZVY:>>5CD=3M D[?/-[>TJVN2Z108]'Q-Y4+]$T=..C_S]%+M-NE.=(D M.@ /'&#B>.78F7!BL2!.]#4X7>
(W^,@@YEZAJ-\HE)\6>>6DZZUG0[^E<(O: M37BMJ@ZWSG9>[4"?[3S1 <5Y^.S+41,RWE<.D%2NW&^65;1)CD8+4BBT^W#U_L[1_N;1_775$/ME2B"=#%]N>#PU; X?'DG-
5%"U(*2_@ MSYB#\.1] H"[U8>F^UR\BQ(^"Y5CP@^!!YCU\FQUU<9NU5)7M=5>_Z1;IFI]XA\ M'D,7F?,C]MZ7;X=DTPRLWG]"R+7%U\A7*O!2R)1$&8+,?PJ6*W:]MP*QN;7
M5NGN)DPUT$\3PV/APR"NV\&%FKW5L&.U#;Z.TT:R^K87(GRS)E"LKC&JP%T M\I2[V:(-(VY3W*KN!@8N;58)@@"W8*47RK2];+Q:0E3)*,P4+C$P[Z^&-!0V
M9Q)D\MF'NOC,!)4'O"3:6H!GZ=Y;IT5:DD]>,4)X U:D6L$2"""*$T%@(_EIV M9F6482UP*PZVFI:TNFHHH]Q+RC5GU?? [(?+2R[IDRW>X?0F[2U4ZKY-; MN#7A036^N3(6!35L"$23V:-
??>3^P6&A$N'3&604S44K$"!=QD+P"IZM*IG. MZO06=>]2K W3-%*6*PI?]3U9@THB'^*3 K&;O1:QC/:D?4,/T4:MM.?.7HRNIE M'&L,:G3V76??K3E1GYI0_UY[!QJ_Z8QD)DY^"[^_(5-
E4B/PL!ZLSSS:K:9^E*I>BN#56D53G[[&+Z0%AT15*(@ M(L5TX>)L-8]%OU_?Z59SDA(!7QTL#&,=NJS%$;98 M%_RLEE/\C>LKI7$@;8'9F5HZL9 M#5)EJE&2)E^L#>]\KP'3WS(C
MM%K9Z->;29W)TD$!5Q$*6QU2QQ/4XP]GIER,LSFB]+62.AXS^?-9W"=Q3C*C MY3]D9"$D^6IQBGHP@E[U*Y9GH'9<;OOX=R2W=W>?]_9Z+W;]A]W=>H9[,<9#
M5^6]A3MI?"5U^F.5LBMGIA=)?PNYN1QC*W6/C M<$"FFJL7X"UP+0"=K0:XMS T[6I9.]8F)U,^ZBTG9]RKFA9;3T /[!C M@?FA86<:QEFH$=,E\[C0ITO,1)YU#<_UE:H#
MKGKL&X1,Z"ZBAW<1=:[S]?\G(/<#(Z&_[H2O"GK7R[E*D\$%T&,UMCT7(==L M>\L8]&Y,3-;"-W\MEOY+&.=5W5:7=?&P8NPV/OMQ[^GQ[[W=%_"7]^>A>_.
M7NXPI;1>*DN"OI@J64UQ,_7SC&_%!/!7:U*XA@/HG)L;PB"/20Z.NU#DPD%M MV^"VT/3%*1.EKQQ3M1>D^I[U_*+:_;E] R0IN@/_Z1(_M"5 HZ2
%_M5)9BYXWKHO3"$UFUI*K1^]8G=FB:LK-&]V1#_1-2F4Q^B)5O9 M-T.4F)#EPBHUVF*LR"I>,35D*]=[8FT&*Y2GW6XFXT]+<*^1E MM<-ZLPK'L*$GQ=?[U5QW^W/3S_4$&]
MXM(T[0SA1; <+E965)=M,,T4U-V?HZS8MD MJ,MYT,+3/%D_.$ 2YRP?X$FIOY$VGZNU%=T>,^HH^W]=YUN/3]#I>^@$L_MI'#IWQ:7OGI(YH%*(O\G#I/A?
WT7_^]NKX/D@37PU;"C'2UK MZ6Y7ZDPQ/G.AYCI:H537G'IC#P%L,[03I@T\5[*+IITGQYMT&*L-/[%X"NI$ M$(]WTZ^-
V*\>I.;8OC:)!NC,,"UI).:G97%ZNGSO)%0OML5W\C0)WT>R&C=87 M&\U8;*LD(_0\]_?^=L<7#6RRVA5#OGIS&]LG'NYTE(L4WO>^S@=_^P9W_-%Y
MM_*+*_BKD_X]=;%6^63YG*;-A#W]@1N[BO(?G]R1;-Y>I? 7.YNG5X]R;LR7];A\]11;Z/D9[/(X3M#/@,>H(PDL33WI5ZJGA1/UW9))."U4RT/XO M<1G_/S48(VDE)8;_3 I4#!:;H,L$?
SIV__SQKMU=C@JBQN.PXA:^!2;D+R%T M/ZN\.->>99I'D@"_#9OX3$;>:N=*-Z?*-ZM"(D M<='W>;9]HO.J/"IK2W>QT6Y4G9!]M668H>^Q3CN\C#M7["O"HYTKME)X]"\A
M8*_BRT1]7-[1G_)YYWO=WO?:?;QKU\G7+2=[\F[=M,]O&I%&\$_Q<_]G/$5WPY*Y-,E65P\AF$(5R?D+?D71==QPS M:2H+=)8-
D4FA@K9>,"52V5HDFL&;+V86(N69M6BT"79%TOYD8^S?P^.!F G MXP)B\P$Z4?0TIMO;V^T]WPE_45*]R_V6=1FG^LQ5>]5]\%GAG^A5U:CMUQ]" M)F@]O>[NY3W=Q'?
A/0@P_,@YD386CX1(M] M>S8-W_QR'![TZ2*4U0V*QK96 DW#E?Z>LA]MPF:!C#.=!7]B)9<"%US4Q_, M%"S,_Q*:QM:Z;AI4>9<)NC -T@0E.];@CED0PM-XD-"^ =?/5*P@"Y"U0]\F
MC#/Y,Y9/=32<@\QC.'[@]UW>[_W/?Q WQ3B-[HU@OI)ZBG<]@KA?55:>_Z.'1WB)'(5.:%9=RNL_T9H>QR]/\^E$DE/QT%(\ MO$L&18XS$;]-)-+<0N_^"TR+G9F$_TQI-
^6BF>HMJG_.^+\>:SV*>\?I5*IZ$ M6W_DQ1 R-%"TDZ?YE2I.T5;K"99W2)]T3N*LL&!*H4X=S8OL6 .NA9#:Z=$L MI3\9T@8>4IR6N3=;)Z(ET
M!8HERO!*I:GIL;1TC/W$MQ.@,\K,T*5IH?X14OR)?H>=(2&S_OXZ;4=&!-* M2)%.Q&P"M2>&WA.QG7C8(_@I$!BL83-P?Y MD)4@ZO&. N0?17,9.*;Q@5X
(D:Z<<_0"_^A^]S,]1#E,PF=BW^ MV#^V//>0($NPBKOF)5KSI33)5PL,C%B"=S$]%Q5- [DFY#32,3P;B!'D]5_! M?@!(P8T5IU)"HG#SC$CWNU@GR MFU+$/;,5-^8
^#_B*VBB":W>5,&<2O[4?323R20YU^3G3,>F.6'\;F1X-:# M-1#Z@79H-:!KFZ;8N;'%0;,S0UHO<3\I:#<;<>WJYZ,&H;U)0^OMUBI5 M#;T;*K<-%A;43>';C8BM]I 4?)#"&:'9]
MK+P]U^,0R"RGG)C"MK>,N#Y("93X+@QBZX9N9B&(,M+),:0\0U'XV8C3>6AID@&0U(Z%.62 MZT,3&C4K6FR3-&%'8D] K@I1^;"6OT+O"OHNNNQI=T5EFHL5/Z1L=%),<'D
M(*4&A4(2_?T4LL8@N_!H-"(/G@51M_C=W=O?@5,(@S?GIQO:+DNK!S/93 V* MAPZN;N@*#LU!3.I$=RK%/3R5,WI]CH5 M;6.'Q@Z;60/I)2/$%Y_N,"+6M+&,
MSXO\"GWSG#=HNYT"=&Z2RG'P"@.LU+$T/YE/M"\_)&DIYCOU$:)A+PP@;_K2 M8%*KW\]K"W\K,U=BX_]P=VTZ4!OOXN"29EG@30;_!5-?+\)?7.=M2_B/(GAK$
MY_GV/W'4CG/I@(XS'%\] JWWT/6=!K$R@-7,2/2=UDTX <)FSYHL?IHD;:1 M.&([H:>QCYD?>G\WG-.I+\7H+D7;26B.K=,1K U MSTG]I8B.NXK+6<%4H>;=TS3.6.?
QH:3'S4MP0M7=SRK^K*DFT+-'G2<#^SVG M/0.C/74KZ+'PXE\WV6,[QC,U@"57R$U/(A.3>SX89SGL#=]ETD087WC]&A_C M]U@KTH4N!Z[+AXU=PDR;]5,:O8V35;XZD?
E>T9/8W^6(#Z)&;E&O?(O#+ 52[JA \,;R\')DM6=ZDL=#*Q04IMD\,A)6E1 M)1K$6*OLBV@GGTTR^-451QK>%C,1'WU=5@UC ?L^0^#_ES<+9XOP@&P]&AD MD>ZYA)]D9#
CU$6",!N1P4I:NT_=,J$D*%N:/_F]$/$')MDWN4F? 6&PG.] MHW$%X\QN1Z7S*9IXQP /S>=O#2[H^72$2L8UE#T\^GEHCV"T:'Z/7'SA^][+S M&?]\7 B!(S9&)CO'*^A!IH/7Q'XY#IGD
MGFYDO6Y,!;"&5GC=,S T86[U$2SPU_)L\I<4[XP17<1>MPH MIHF5%3\0XU@X@-[1UO-T4B33/X,(3]Z23 RP=_HTFW4=YAB:V_Z2CBKBQ?2U M"%"9-#(4CF;PC$P43[IU)N?-
R*TA_Q&!Y+00M6)-,Q1$HW\ZW"C[3? MVQ_!*&?T#+LU'(15G]&33LX?>56H <"$,6C79GI!1-7,;M66+RZ52 S[9-9 MF;'!,J #KIA['+!)Y,%F0R$\:P(C]A\
(AOV_\:3Z8\TH\W(G4BKE6S>9T%O M@"&3]8,D&%K_0HSTDNYWER*S@RV[U-T*2]9E=).PW1R*W#G;.=8&MRK2A^5H
M2!Y_4]]>;)"]X+>=8_+557&A<+ZU7AK.H.DF41)DB5C2+EO%U(%RVW26RFUF ML!(]X-.'G"!'O!%1P^X ?2 CT0;OPTNQ"\MN*:LX %.^[$X? ;;+KCT&^5& MQ%^QO.LZY>
MZ'D_L"3$./"/?ON_@<4>8W8DK!&GP99Q<2TD\^&X=72,H5AY\U4STI M.D2?2VT.QSK\%]1!-CONG>RXN1?_=H8WP2?6$;-?X]&HB,7=)&M4^WTMD/
.PAA'FK!$5@R6O8D7D,V<2/'^I>H2&'I'GK=$OT0RT MR$<"5%FHR$AA^Q\7)6-6$X\0.3 MO$\YC>AE7-&O2QIAS@SR"AY?4(,TVO&83MN(?%]QP_*]./9\ ],BM]HD]W!43]_E]:/1_@D
MGY7BG&HLU-YN[Q!OL7,B?UP97(WK#3X8Q]-*5/%K7--##B"_*8M8I>$KW1]T M=5XP'X!9=SHS86(PB).>]9:?QZ$$^UG LN49]];9;^73X?"AWL'NYPZS# R M)#-
S('GG/%]3\.8V:R5^+V>-@58\NB0X0K>(09QQ7F20N"#$XO1TX*3W7):D M=[BPMNC%R;F 3,U86=/V7"'^D+$XQC-B&A0M;K_@ M/ F'-P($#@K2N'+4AYRTX,U @UKR?
QO@X%G,>WK98*I9,;DP^ ET'[.D=5A M@>-O@F5)EN67LU%X]("?.G ,F*;BMY. WZG_OPSADD6O)Y!E-^>.A/XP(OK M9]3,<"UH4#+TA]HJ&6E05A()\/\)+;2T O=&?
6KV'YNQL4ANSK*"QN/(Y/Z M;_ZS&3^>]W KYDDPV&J+,K7A701P],K6E^89; 1+$4\.X^K&8G<2ZBS,@K> M9(,=EP1YON-]A"5O+!?]%?SNLGR?D59S260 ==-02@"G_-
QYD=MM/M4\]>#CTIW M&!PGTRZ(M0$W^R>VA(%_S/)0'H*2$;=)Z #-N9NY]6MJ:3$ B,J-:@QTV]D0 M-HN:"Z&YRB:_\,EP@/]]NO]LO;=F1@L1["T3K#;I76,_\.L"%I(45T&G?%Z
MI<#X1]"#3O=QC[LCW605ILE',2B'R/0G]T9]TTV<) #_EC;5X*7YK>(6H!^9; M)=6,&Y+^9X8:.@$BD0$IT9]E#+=!2B7>)*_*=6Z
#B6\%REC0&2&V^7;;]U<.1":K^]];+Z]\+]X5#$B)067 M-'N);I19 0'3O"S/# .-]%O]_@"-3H(-5_14@$\F(6H[FC"3BH':BS0X*A.H%^&OJ-)(D$X-5PI0_I75E+1X.3!M#T:)@
M"9'O*!_4(K8,?(TF#?:<9E[IP@/S#'83WKRC%8::0W3@-__.9Q"ZY?]4[H]&/+^PG*AZ9CQBY*7U_$U/]T*K1UBHY9BI2B$WFW:T:$ MX"ZA-
(>F!H]GDGSFUE!VX%+OROL%@TY=QA)#Y])HTG:248BQ?,W%?;P]HC9^ M_&0A6%[^_ZZ)8F<3K'5?:A60#M@-V=[M_<@B+O]#__K4KHRT4&N@+](?4HN6 M2*9W6ZM>]?
OE8*HIB5E\6#"<*9,#\->346&OU]D^30[56[JAN>]]=K$SW.@O,C+GODCE-W<-9V<)]P ML:!\]-P9S\]37GQOK6=(\]) $7CG (=W!N?WX5ZK:..C]-HU&P>[7=W&!M1M M/))O)= S1O:
]RDBWW0FNS#-.I=_5-8(9,)*SO'$7 !0*+%U!"/OXW(8_\=0 M0H;O&),529A5(8R?F'B[X5ISVUO/2B2]@U5."M-T>]0C=C3D^R>IBER#ZCI-MEPVG%$"2,1,#D'6O1_;6ALN5\C/2"
?/=@^VXB=;>T\DQ]]B#G#EQ@BXH%B' MSA?F""0B]^E+QG',9R]B1)+IN5#MZ5_W]#YXZ1L.$\-/&07EK/]O MC;I#97+,]9Q) D%$>?54)YCL]MM(#%=(1WP*5%;&#B6XR_=_)Y,
(XS,IB.!M5.Z#02]R*NMF35%%ZDQ2YASWC?/ M2*N*4S77T(T;*/=D%!E=F$_I7C!W2FP@P"[\V$(6+:L;$I7A,_<#25Y)UC:N M8;3DB5?
Y+-4TL2!E$^BKI'<1,2KY]O)'^^_9\)PK;Q!7BHMBSDGHF2?5FUG9 M@'6QF6 G*.L#.[.5!7]&,OCCX?57;6" 3IK,"^D[(K9PH:)/&EP-A>3&!;,W>-M4CE%*K>P-J$LITL\#^@TDOIF4
%C21)#=3&-!UP&6=:>#$7?>'2TE">=^63F M^NFUH;1_X^_!5N\)XEQTKQC0!K+]!6?=Y5\1/W+@E: RO#P'XQ%*T\R]Y-9! M &3DTW8U5L",<,3A?;KL:#\2D/*4/P;T-
[+7L"U83K+,TH2A,%]6]2;<^(&= MM*W3S>/#%KSEBDW6MF<&=L)6"/]9"F%8E=,W2G]X<A]3,H+QEXRU*7S#=LD%OBKA]F!C3: *5S]#.T5-4< '0!6'PXG.](7LMQ/!4 %Q?9+]6-
MBX@BU\@P(6Z0OGK7R'&_%KZT")4)(E 60.A.5!??]XLM=4&Y(]%>'.G^"6_M]8M A@=/G6]=*DT"]XD'ZH4NU?Z.QB EZ:-&B "^F7%0]#SK(.DH5SS,Z M'-]!E8E+%3]CR09).9A-
L.H#]E$KX:"L#P7ERKKS F^VD(H:FG;A;VIU-*)P M(]ND .6K'X-ED#:Z>34'&7C9&*TOO6I5Z0_08N.X5#O6GEFT;%>D6%#.*TN0_8&O4W"NNDGBA'0B/ &057#](UK>F
M#QZ,K[DKFL/B$O](0X1TY6F.G V81>4-+!CBG/FW760KX'V*#:7A\W[$]VUI M67)\@G2F*Y97E>95_D,"/=)IGB8#5R0+*04]A;E #4MI&3]I=GL5E![+ KMF
MJ,E.!GD)#?1^6;3('O]T":*^#I6*1+_6]N):OAB:(+Q3'!NGN0:(:SIMO M7LC2RG4TX&B'#H:@.0$S4)!#QYP! B%'P+\,C%%RK3F.LN?!)!V9A<;9G,CH'
M;:V1L%J,R#@@33Y9$9YFC)+K78=N,V0)AC0N_SWD$.ZH=WW"QER:16$]WM3 MY/]>QO>Y>,$K7SQVRK P@5?W:?=GDP-.EBF#\6SGTHPN:;H>,G'01R13T$-Q M,4-FN^&-K-
I_/#L_+^^V_W.O/@]&59C/&CW;S=""]T(:F61 M7^BJ06_EU?B1YGT7S;7IQ=_]%-R]/I2>\>I.WD&2???#3W?P$-]!%\^>Q_A1 MNAQ_;=/]>S@A.C2$I /CN&[Z?\ZD1K]"FUEE_*-
BTC[YM86L<$]C3A@'\]7>(+NW05H>'0PG(!7")4NEK(PS=(?S[K]G=2UTG=7T"J M)-KVC82.]^('^51ILD")[.EP01I:4 (>889&6 MXN!E>;8M?RF]1EMJA0\ANN]893H[M1/=3G2_8IC.
[UM):#B@ZW)TIN.N;0%>84.H@L"L-X@R=C(6) M"""^S4$F.:#$]PO:?(?CLY-QVG;ZIC,@W1:8B'9E-S'7">)55>F)B2)Z(:X\&U M//ZO=CP(J);]96KQ<1,3^$TB6W_7\W9+W0F0!_20'?
M]+CP(&>\G^0\5Q&".G!K*2VC05L.\B%CKRS]DD2/857FL\L;]GN9 =*X8GQ8) M-E"M@1H"%-I)VU]2VOYRUZF%$]PJODY4+ R31&G$#*^DHLRS^00-BLI9WUB=
M#,^D*Z]@X*5!P_UG1]- T24$P5VN]]VINI[WZ]YD+D*1]H(E]MG'14XPCDT5FD:@-TF9ZB3Y_;AT?$^IIE-BD#H]S"/ZP/CL)Q/SBF55DCP* M1ZUD:FD]?B4N?
]]?SC:?#T6_98,KZ@O41@;4[O,ZH(BBU"U_N8?(FV#L)YX MW_8DAHET[**I[9I^CMHR"7+H.:$TAR B_LR#7/ETT9OW6P+;=2;2DW"I]O/
MMX9/M@Z>,'F%!'2Q2F?;_^RP]HM67RIMX_J]S4)KPKL/?]8OP5W$=:1C:84 M2!$7NOY=QDD]EX(4:[F245>+>]7Z98(V+Y5N6HF]HF^.4]WZ+C]X.B??M#O MW1[FW+2:[I?
DIQU"UP]]YA<5.O8UU$;S6,-0RO6YV"*XL8>NFFTL)68L21" MQX-J."/]IT7^>2X="/NR!.V<%F=B>%X#PG((RL0CDVT_FD\0;=%)#F2QHC8 MX1GG:,'PPYHO2[NZMO6-

GTZ77]34E.%LQOBA]M]+S,IJE"X>U,6#-B-@>]'F MMOZ[7CQ^GL>I5[8>F8I[G67DPO(N&?&()&;3_1WD1&0))]WRA>\5NE8TVRN MVQWT1W30NZOA%I(CEX2
3<\+I9&>G!I@FZU,:&QQ$<9% :2F_+FOJBM%GNBL MM" 7*ULKC<7*89>V>URRN.F7CLNRK2P[7LL.$]KQ$),@!]3D'09KPT9_S4. MZ_V%V]M?*,1M-XP*<]R[W@5ON=^]&.&V
6'NI6?BXGYH/_!!O+@2R"-@S5CE MR]YDXN^.],O![MW%RQYF#'G)?M\JE!S<12@YO)M03P:T/)01=*7NOX MWV1!S/2OKJH!MXQ*5BFA/H M4LQ8TP'CO<.9K8!]M@+H#LDZ\PT-
DK1C]]G:Z-*Z-,2ZT1,Z7V^LHS;2.JAF M)Y+X5)^O2)#O,B!\-!>@MVGIB)8&E\F0_JUKJ>GF,E_2U@_W'3'6&LZ*B3YI MRM3E/8OE]]%O>Q5?PAH_70,B\)7!OB:35BVFMX;_
M:IP;KM%QJ=H^=RE?XZ95VE)6_$?)>S=EKX690AD8VOR M"R#>R&:ZY5L+UXZJF7#%]$CGY).H"]-L!NMI>^O@=%_18!?%;,PHR$M7&.KAOMF$2U8Y9>KW_0>LSNSPMNI1']
M2A\XF9;_:P^X]3V=_[NYX_\[_[=UMV\+I-(KF=0GUP3Y6HSO=S^M["W+)NU(MZ?XZV/@S]()%EQ/5T8RO=_Q_MJ&"8^ZT,62.D@O:8>Y6M'-)P^UKKO$N:S#04LM$3;Z-
+;Z,CLJ"9#8;$E3Z. M> B(JNQC F-OH^G0',Y,7G##4GFML%I=_PI6,[7F2G'M*#;_GI2\IDPU/@'3 M3IQ5#*.N?:O-/A7:"P]%S]VC'NXY> A52L^[*]6%*]6]KD]]]U+:J/%+=Y$6
M%';X!L*0DK86_?E&1W9.N84-V<;X>&<-K#M&.I@514O3P279#@1]6O081\U& M]A%?X/2T]W$^^6)7>^V*\TB]\$Z@CZE&C21,49QZE&?M_QM]>["'.[U0Q5*A6)-*Z; M4.@/ MO-
[^MR4P_'!/[D.7/-::0T[XO31QYF./%NJ$P[6==MS >)&+%1UK8]]K=E![M)0@<*MLESNOG9N16U*=55SOA$>F.Z5S45E(&S"'6%FCZ]D$EQ)2X]RT2%!GG M%C2!F1E48
=%>BM&:DG3@^9:!W]YV81I=!Y>Q5)]'/5<\"C@V,GMV-[?:R2C:),C_AW$:K0/)MM!/#_0VF@(1Z&45!K0.VRVRST9\YB#= M19*FI]8&'V=-(=V^'4]$H9L75^T+XL
.UT_!0K!LUT#Z:B[P#*V+&57E*#O- MA&NS?;@'Z]$+!-!WMD?ZLK1PU*0QB(R2;_-3.2]L>%;I;"3D!ETMDY=(W*Q MPQGXPO.D2=L>]9 -?
J11H.Q8U;Q\%L&WBFCF0LH@OX$/UU3A.1\V857#63'U)M,B\!@V6$%L%9$YH<3%9-T/7 MDJ&5K+J0/[.Q;Z!?#6A-BZ&I27%-RE"/EFO]#O.PS$&/#4R%N^]7O!RWO=?> MO.W-
=4QAT,=K:"/A9\U8W1>"EA9>*GK@QW_]_]^WX9MLL!-Y6-TS-0#[83&/ MPOW>?B\|C@%M"U^I-/R8 -=3T#* <]9[N[M(II35YE:CSG)YR%+[8Z^T> M=FI\;>,_355<
LPRE$.MB<941E8<>HAQYWKY%8Y'S7BLBWNB-4?LRWQH@[<- MN5I]#S,S69*554'&AF9(:SEMGL06*E67<3WH[ND!%!!\CMEX)Y,DGYC>WI[& MP[/(]KC"6.H6=.&+[TL?
ELQ!8==+.VH^<\QK5S(Y&IIPVU'ZTA3J.*,)-I]4A<(>(35?"IQ^<8P$-+H*S,[-8ST2\1Q)[5)\&"W]< M_IWT9SR)+&XW*)G!HM*/!?!^R$6QI<#Y(NXT-Y%\@5?EG&2_#'S12E-LZ3C
M!8VY*F5]W0=FQ:6:ET+836H/#=EI3)*W*,)Q3]<_5<$D1O^<..VLOXV.DSC, M$G[M4$V=+;C.\;^:(4X0C))R0!IM;W?O:;2LX<9$D;*Z(FTE3VSCOL-'1OBZ MIYFEM:S>TW
D@J5!&7P4"45\=(<,CK-V6G9&;191P$9J;/*CDNMT *>;N8-_MN(N&W-342R7ZR"3H@^7OUU'I#IL ,B M+0"1]CL@TF8 D1Z=)/)_XC 9_M=W\?_N]O8PQ_BG>YFKV[
A4&W>9=C;)Z1)WV+ZB[?T#Y+%U*H2MHD##M:#YAXO?,(BM)^&0 M[3-C>LOI\B4:(#Q]^F%_)T1!U[+GP&?!(KU$,"0/8^*:%O^/&D*-2*46"@ M97^HY$8/>WK-PRQ.
[4.:7,;/UZ#9^/&3/CQC.9O7V7?XVKU7G;@IA*_:#H3H MQ=.2'FE^LFQ9]Y*,M.'D:'B48@UB<'$NOI.FS-U*J[M*X6$*3Z4#I<9KLYL MA5BR?
#E5']WFQ+:@6=*L0!N2#;=UU*8X[V_M[3Z-]O8/H[V# M@R>+]HTUWQT[$F%/KAY/?3V@"OF^Y*:I-$P[=O[XV>?"]#,^KZ M<#?:W6U7UVL?7+N(KWU8>
[W#Z.#P8#,'UWMZ&/7VGF_FX-X/HQ=[&WK8#OU5!7_OL^USZ;FS=V+]Q?=W8[MFY7GSW:R L)5WV30VI M=E=Y[?O&?F]G2*UF2"WW2-<^M@U=LEYO/]I]QI"[.#I7K2[=XL-
O3=O[^3# M#P8-V7E[G;=W.V_O>;2WM\'>WHM-]?;V>M^BPT];(=[SR-25YVW]W LW&YL MW=BZL:W)VWN79$!3=IX>W;DO=J/>X89:>!MJ1'7#6NF$'1Y&NP<;:M7M/R>M M\?
069MV].7D?/H1;^T\Z_X[V9F^#_3OZ[8/[N P>KJY@WL>O7BZH8&R_?WH MZ;,-'=OSW6?1X?]]ZJK.R_O+6-W=V+]Q/5(OS]9K_;SRXEQ)L5OG[6VX2;6A M_DLWK%6&I?
19]/R@MYECVW]VR\'=F[/WFIR]IYVS5_G$%K98=16V"MK99\^> M"47%)DYO0Z7U*U?]Z8OHO8OGW:I_VU7?CW9[+S9WT;]R=KW>B^C9X=[MYF<5 M]0]<>F[*T1];Z?RJP[^6
JE1;M\>1'_-S4?/7L*6$'C;IM^QFV3*_?!3R^]W M]@Z2K*C,XNY6G&M(7<'?EWR!NWOQ1S4M5 D.)>90B_/T6FR4N%Y 8)] +-(F.^1R3F95D!^R]>.<:4.;1] &,O$D!FWZ2BDDR.SV;ZV
M/3V.7 ./LXH>AB]KSLRV/Z'52#(R3*&?]FDR")_W#L,M38MR=',?QL6%.8& M+6EF$SRI#'633<-(GS!9BZ&G-82:\0"M- *9,W-C@C:WKVCR@_P\H_4#B0Q_
M5+A)=*/:+LAW:=!3QN%_T@,BP8W6J4-Y%'3HGJS.F4F3%6B=4MD>LK0L] " MDSL(OKK8)+'QQ<;I.7K=D8DO6Y.,@RD%ESUQHUJHWAGIX;[;Z
MMV#P,C;\0V8P!/*K"IA^8%H^.0_LZ2:;_H5] -_+N2GWW.*#[7 LQ4]O_RLX?EHIY"P9E*&! M6L.LGET[]5O0 QHNL!7G=%/:O98C<-.LQ>(9^]*>-:V-92."$EK'YEW/.G6[
MS7L_TRUYF$(]0&N36<$M/_0O?F.:[3D-V/Y"?5;%("G54/]&4YQ%\D\>]XE\ MA&D_Y4-;_]^3;W XNLTPF\$C?]I7^M?=AMQF0V0QZTMHUN^T0!L9R[GVL%?Q
MOE=NFA2Q]XM7@X+K@!D151;E1]_\RWY2>R3?4O?HDOE2>HOW-;)1YZ M)Z%?7OUW<7&A[-KI3,.=[-2/7W;C&TGY-^%>W#MLY?5]4D4L?O&.>,H6O[*$ MHNPPVM>$:W?
REF\]_W-&/KWJXWZV>[.L]UO-O(V^3"?Q%=WG_VPV_N!W/-G M&[*I>P#D/"^0.WNP%QWNWGYKOQ9L_S7PC"_@WW9[UWVJ[6GW-)(%D5_3.'K[M^SN]A.V^]\&8Z
R$X8:L_*9(U_ZS MEBORKH6KM_M#;Q_"]7P#S_-ES+Z:#_38+=DU+>\L&UU;EGGEG7"M<$74^>6[97TH$KR\(;,O!
MW!:F_[D%IO_Y@2!=O_OIO4]XX$3S**+/M\^T$8[C80CX=QUENH M#=JPI=\(MDVO6Y\%!@/_1_^ED,DWS^82.(/<&/ZSS)YG^1V*/;?+3PQ8_F8T4D@1O,ER5 MV._3%
("9ASZYQZ1;)C%I$_I_4AV9"FOEY=,4SX+8HFXKU%5!]$5]+![2PZ6H.Y\5NOH<%2:ZIP6&0>.FS[!-T!.;8%_N*R@V M%8\JU'_3#%.R*]:3(K^TSY/Q2Z5XV?+V.[I%>&I-4\"TQ]6N]
M3)!;O>[AGH>%%_V?[>WP=:+2X=_#T_A<_4A/PV8-:*_'+WX4O"*]/]S> MUE]DCT&^2_]QP_2M[&\Q;S;W(.;509[SIMMU/]A/ M'Q5Q/QG>H-R.5CO*_'3WG) M;[!X_M+H -
]+VAE_URN]%$,UR 7*_/=POFC\)%.K5)9^8NN!% 0L5+%*E\[, M7PRLDCLGG21^JVL_^8EAQ,%'5:KB4LE=_U!G\]!W_>\O?*V1$XY1[]#$G6 M0;3]XC#:>
[87EAH!/H+W.,DS;0[$EW&2LAQR?:F8 8DU S3!27C$W[3E[_K] M/F +P@T#OLS3:*_W-'JQNW^S-V8TX877/=Q=>>BGZLTH@.&8:UX#QX*)D?$X?E %9
M7X72IEE_SIYI/(05AZ23\3+Q$-B@O><_EO)-<_K9KNO3I311C4,F!V_A<->9 MENCYXEU/8T3G$UK2JCN*:
[UNCH;@8BHK73#5W3=K'/^'=H]NC$(AIR'6]2%.>,^3E/:W4P_K'/^)CBR3@ Z-1%S 'M4 M(P\",U\V-WPF\6A$^TB61__MATDY*!1$-F(KPM<,]G:O.+:,!RT8!GAR)]?KE&L$1\]
3H;ATNAD>[VN9]N, ME+A()Y X2Y8)7P "K1T(6 4PZZ%)3$L[MLAW#&&']'AE/FXX(%]+I)2?/P&^:T2.]N)]11G*N5,(3F8-'-+WA:L A_SQ0 MFG(MSC+Z2I@FM."A\"&V#(5\]3=+'@?
VU3Q+F8+53-#F&I5:4,]8,,PM NO) M,(F+1-'3W[=-CAX=V.A)37&&;:Z7(+0+B>G09>]\2W7*_D;M,);UC?LV) M=CM(1ID$Q!,_LYGX@Q5#YN/-]$8K/A,F=L#/DS\
($>B2(QYY']2OQ=F&,-,A M3%7) IXQB9]5A"+AS"B[P5#NKPNE="/NX"VN2)K.H.- M"BB3OLK4* $M.UVV^57F!-)JO5&A:CSPYKYGCD:C4H=:V] 95YG6 Y&)GP[E M?
6)6F"QU^,!V2J%]9SJ<%A0>'PU0@G,:0M2P@)'"[U/-=@\)3,.K9I 6 M\85H3BL?5,0AITX6UQIC@>F+/0E.AGB#!A!V'MF&)/^6I54RP\:U+!-G$BXD
MF&)*>/A=HV\U5D8KVZDJM,'$29I\%)2*6RP =YBYV*C]NEB,4,]%CG8,]$N2 M>]!M^"A!2>DH$%W79""4?+T/E?Y96UMN)DE9SM SHS$A;1_2[S1.EE5?#->% M-
C0I&7(HL2C@/V*#033/$1=$ QOYQM%+A&\/R;&.;+"*%=Z2P0-?9;<678GH MEH2S3-J,';%I)7/P%;;6QUIG=ZIOK6$HLF/+D2]TI8B E+X1=/IOG>-_26+8 M%H&I*\$L#^O>066W,U5-
NR=B=X@F2K]GIT/L1GR$;!36-6@BPY!LTHE#6(E) M?R:)R8>ZCCCB9)\%V@;6G,S ?G8'?,N>#Z.!H*1A>_IVI:B@H!P]O= ML_0"X+9FR*L.ZB1YW9+
<@IL@\42(JLQ'<0$'N.8FTX43+>8]{_&IT66- M!5*"[,M0=B*Q_'W.#[5P4.*Y=FE=IELBE I;U#?EAW)]QGY02- MKZN<:%9.''25$UWEQ"KCY_\>VMUIL"S<:=WDJSLV:MV6]$)O-
%65.OY<*XI7 M<9%YD>V.-MC6OML-OAKGH:Z,&*]K=&ONV,GCBVTI[E*-O0:(ZT1./AWO4)IWG$IB7#?V.$9*?.O[MJ]PKW=-F7],6CV'MI_*7B3="!/+M'?
GR]1R7+]FY5H>=YO%_)17Y'JS; MS;&UD\NWH\+5>N?9TJ9V#3^3$=J.Y_'X=;!DV^W M?;M[FWNVIJ]'!P=/-W-LO?T7MQO<$LK#Q];)>=7A7QMO;'@S[3[*-=)*SU[B
MQ@6+5\INDGWW0TO_J=V=O8,D:[MN]F[%V?C_(EQ]/3BA'!44Q?I9508:13_M-2Q,<+YF;9X M?7=@[_[IFW&@>6"#%L^8H"7IIII(&$UX:0D!PM3<%Y&19]E!\13RH^F A*)&QKH
9-B/'.6]7^_V\L,K]T^.*/%T5I0SU%"9FH;:YZ)@ M,41M!Z/A :5E'K38&,!0)]-&G4%8C8U2H><58%D>*_0!F(BEH]PP<,2$-"H * 8 MMP!RH,K5UH1]6O#K!#:?3>,E.>#04QA#
1EJ1/(*W7YSFT-<(67"(MOEZFC>W4$'%;+MA.X@D,S[3R:V]YW6@]:)F/%E!#'7^6QNMDYCG>:CK90>S M2DGQZ5!-LF1$5EV=#)I+X>)+QIOC6PQ/2+\;I MK2D10-=./H^3?
E*%1S5E^*8Q,OL5IQ??H.!.!"5"&7Z:"W%\R]D.FA/U4$NT M'DE9>9BII:^.:O7M4INB(>.+.:\1@.RN/>B",K33$UOIW)$>FNC3)RED1 VW" MM37QN:]KI#($=HJ&9FO]E@^VD\2U9IK-
>&+,$[I>)]3(B74PJS,Y M:@L8)3=M$B>?:L(Z6_T.T##1/*%9"@82"9TV1"K[]0,@-U$996 L'U4)PNC M7&H,DGQ7[-C87N)1]\FEL.4^GFIT'X]]S"#UU?$S?F\&R](B!:BUQ;#WIO+?
M*>A4/M2H;=W:?Q+V9V62H1I_&,]+7?;0B>%\W$3(2?21;VY_!4OFZ7GKZ=I [Q[NKD]%+3G@Y]XD!ZAYY.\S[/ MI=#+/86U2!X%J+N5"P/\77MTK^C;J5U&>_"Z#$N'
%Z2:IBTG*C9%0QLP;N M^&+#K8/=O3]Y <<"C\]^Z,*37[W]7;V8LH5TQL_VN?GCI%@=NB^LO,R6 M)FU M$\H+F-"I+AB/H0H_NE>)G?7R%/]=*E^)."?SL,4-TA<*@Y9':N"
M2S(^JE0LZG$R%<.$?T-&!-?!Q@=^=H%KC8%!"D<-R@O)_MC,HF%IZ3R=BLL M41$2_AIG0MS-0>@]&#=<_!)>*8\)&9V1'8(Y.]>,"7)+O/TDKF@P1]DAH&) M$FD:H>]]>
[N(@PAG@'V$Q_#H$4.V= D"X0I]:>B#%UE*E:KA.5D/CDN%F50*.M-C(@Y<39/IGTV%4)PU+ DDU98 GB$ID4;_,]V;PI\BMYHL66 M11[78]]
[5V36EI8!1N4#1@_J7:MP(-3ENM.C6_*^/^1_'1:))?'>5>@EW7YP#C@267%"&O-UTPQ]TS3N>9,>5,8H];XMZ]A<"R[O7: 2XC3- MP30HA8=)7#N?]$MF MBS+
[3O_,2#'PO[1M8DN:=66W*0%]}M;.;+IB:-,1Q\ [@WOV.>96:FC@\64 M?#B"!WL'^C@>1$][SRTQE DX1]:RG^PICC*:?@G7]1,OZQ'#?H5YB%+T84U^ M.QMLG1?]NV(G8-
7/F1_S%3WY/0+8^26*>&(B_M0"*[3%6NLWB$W MM";OYY4BZ#O-+\]2 MS"_"0Y@EE>DV/B<39N(+OC<.!IBHG3WN$/'D.B_?>#+]D1NDI/1& M9"&C\.W;8W9,>[T?
S2;G5W1$3$<$>D)XW1/X 5O&M;V8.Z!"'/XQSRQ/ GO4B8W$QI+@UGD8"2E62C(]8)TE4[*U1DQ4DO*S^\#@OS$FE_1RLRH,%5/"3SG6]<@.5L@&>/ M9FGM>Y'F2@.^DZ&F =
(H9OL;BN]Z8]\N-@AOQZ%!>+X:CQ_2/\3?F5'2[9 M#_^!8WV!Q @8H#%@&[$<; E&LW_10S/0Q>]U/C$F>DV+"VQ;IH$ZIV+ IZT L?%E]UVNZ'VD
M@-.G[LL9B@@%]!PAQ58#COKU=W:K4Q,$-G8 J7K(,B MK7:NV7SSFW_;E9 : M*4PP+[A'];DT,MV\]3:V;J?'*]X> R1FKX?$-" Q+WI(S%\+$O/@^^^:TV,0
MH(BDA$LANTSA(0K]&VX#9*44HI2--#'RW#P)!]O,1S"Z!?F(G)3-HIHB@I) M?@F*?]HGF\[-A!#:J$W>WX !5$"94ITAF"F+:!.Z^X2Q_QJH@\
M)S5^3_6Z^X_K_T^_G::*S":SU'X*@I=G1K6&IQD&5C!&6*!B9>)%-B&#U$:? M@<>RIN9!2]@&,_EP4V2@A'R<:]@OZ.FEI<"9QFI&I(_3 M\^2#XS(DC7YHSMQL(A6G=$"-XF;;P:D-
@LE0_,TR23#R&T'W9_@ITAWS82+5 MT6&'P#I#M[VM(9$T#/[%;@&#J1A#9-=HIM1TEYJ$2K\9SF7,9SF$D"?G$*4JDI MH$=5GI,<+",#I3J'=7N3Q)>@L%;@5"> 4 5OEN/ND*%1]*K,-
[+=K.C>A[)M] MIP_5WN3)+ZE3#/*BY@;V!U+5"\QD]BB SD3&:7 =C2*AW8;#/]_8H#)5P?CK MV\]=1H:"F?Y@6#I["X0GRLZ"VS\]XLCV2*.X$K)XA@@RV#(=]{)GEU&E8/AU M.4
%-.$OT]CY]UQG^]L!M!5P6^0*"!!HEX]_Y3#; M.L249GMSY?.,X$3XU_,8)&>" D5]R%$NCC"S):OF>.>^]T99-8+\]RS]#$,*_MWKW[P+H?7YP$_>"$)L5F]U-2R4 MVU)$L 8?
MDXLF8Z#MOL*[SS6*PYVGX6[![N4V2 G#%3UO*.TY'L87WG_K[ZDBON]-8BZ!'FJZS_Z=5KGB1G1G]A,3 MKETG5B]\<'?@)CIK&&U54'/9^VO]&N6X-]/XNMH' 5G5"@$)!S5"8?
>:H_E MR=FYB20HIUB'#F=Q!2[R :-2%9%P1C@Z](S'4$L:MW_P!^-!3(O]I:7*>9IG0H)IVB[CW$$]IBBND=8 M%_DZ0]5MF_<]D=](ZE=0S,$8Q(<3L-&Q9G4N'1Q'H*#1KV
>0C637T\B_G^D M !B#!E>-'09K$(_K_>'X5WQ0X8SA(^ U#]'%-(O@:U:5CM@#M%K*4 M"9%>>\EB<_8&SGB5TBPRU!8]LFF$_5FMG>_]RN,X^VWH$>E.^DD6>WP*HDG
MCC/NE"]-<^D=OCUU*$\FMJH]MJ"@79T_5M/$32'8MZ=\T0T]C&0?:B(D[A=6 MRH+#2>X/]]}%8&H\9'J*QI=2)3U#E(?#.,FC2VXB=+X3L#AE5TPBMB_(]
MHQ*XF"1(B1#>#0P+V98KIF>6!Q&/0^6,8]PQ$)T!F','>]9G4 M]A&(GP0^!Y*(M +QC<('%0H*#-!*P?+"&&M4#13DW]$A"9-"+,1+<1SI##C] MO# RT,@C3 4@3'W]-*7-
:+>E)$2($H2U]P6\BP4&DZ,*+B3VAI*T#:DNI M"2,N8993]I3A6UH\/4$-YOLS&]XI*+S]X4,0>$*X206%;^,2T$=UB0Y>
M8U)X]H28%,2GMU"$]28T%^X+,6]_M[GL_'>Z*M[;>!+\R!5(M'ES]A3)?]_A_MC;S/VUTJHF!9#2I9Z23%W2%QIUK1UM(4#QTQ_1YG?.(JDU*03?
X>;.QNB6Q(N6WPMP(=6H$S;O@!F1?!QM[FR:?KI;/GR*R4W-N&_)!W*0I MR/5QBPJ'A'C(!(6:E^\]:N%X(![MX<[+YQVI<,]M5M]]/^^@0\#,< #@6R"^9]SS53? M^TX5X]\3_Q?EL+
(A30HL-^0 .AWR#01GPC[+1PFB@@EEG$E*]SBXSDB5I\>1 MC$UB]C=BOA.?&.R2Q]<95U MFTXC6]#&3]"0E>Y;)E9=D!A=#$3]06@-+3F*4]D'DTOMXYNABER MQMG2TKB<%
(;_/H?SOC=WQSG\T;:(H__0O0G&C-4-96A6.209C<=Y$$6XVTZ*MW>Y,@Y,4C'_*ZZ"C$_[_N[^;G (/04C_$T\#_]>V[=[US47[Z#:R3/YB$8]6NZ<9:JF1]TY"_KMT?4MWRQ?/VZI:2N!1\
M.#WG3+W=S?K>O(=2BNWG]9:BD.'+9R_#5WN]G?VY\Y=^]!#V]K9WG]VI^S]_M?0G(5?9]R_Y<-KI;]_&]#3Z@SGS?TW;+G<'=.34^#(?<8+GPZA?NGLNB@A8B
M=&=4$.R]CG8W?/7]5;C[].7M_][8_]Z=V=O??O'\]H[<61#=3UU1AP,DV'CV MW>>"/7\P"[-"1[[AANAN]!]QEE_&P>DTN8Z^\S!?A@<'>P]$#/WO._5# M@F_^$3\?
_$(+*PDN@K^F>28TY&/1]_'_'6^+ M9^'SW54DTO/OO0L>_@/H/.;-<^76]I+C8+EYOWJEL)=VM$[X46XO]^P'UI= M:!4NVNP,<>F/KK3C]]RH(.G:;5PO]$<_VL^?A\YW];Y_XQSGZ-
>RX]R,!]Q#5 M]=-O%\0[C+]D5FLSV'@1?."8Q:UR0E]Z]K1:\$X]X;3^!N7KKLIH\GOO=H- M7QPTG$6M8_GZ#?P8IN+Y]LN&@;?R--3,B]]X\UKZ_[_5.XP$$?AF]^?O-HZ'M$M.[;_?
[2O94R7YW397L==! F."!KD])S/:&,1]O:$5@_/@.V*]-&5WX0"A9 MT(%?$8YE6Q/W4VU%!#E2HB#2%90WF9II-D NT@-=M^X];,]CEH6MAM"4\#D!#_G!U[M/0N?/3?
GXBJ>.M4ZF)0F9=C(31;4]AMFBEO M^..(K4K2R92@\8K@;_90TC'#+_H@&&;$]W>->W=_37OW6,]_]>=[MX8N7SNYMZ>%NN=UVH_]!OCAV^.9VL4:GS3K4&H\8=[H?;
(]^[!NH7:P3YZ M4GNA]M-VQO-U;XQG.Z^^#)Y3Q M^H8*")/13K5P\&'XXO!N^#\XQ3PGWV]ZCK[#XOS#V:]Z==AG?U'1]3(X=!+ M? Z]]KS*+EE9S?"4KBTQK3,R1]^Q;8()H&KC
M]]>+:5FF:B:E*D\]80+!YH@B1I?U=&I"]N,,"(7L2&1BZ:Z\NXL6B@O2H4Y MQUR8XSK*D]A<<*-QYHF:$--/7"/#H0S1(N'$3-Z=E;J:%LT9'1!8UBS]'G 0^3M ICD34E,Q=P-]S
MO'^16]PLH7N4EYD-*6%=UYO/)@KVX1#YY*.4E@1+Y69?F*B+:MLC$S'EFD\P MCW86Y\C3#9\PR7=/-\?MP?>?9(W93T"#?,(VMNV4O.$-8[6I,I)RDPXLH9.
M'UE8OHHB5)SF*]Q%AHFT4T@S+/,JX1]#S/#]4?Q%R1FOZ3L M;A@-B-ZC/^ILI+%]1BRC0#&W7&$NS*T49:=S07;B@./F0L#6?, M>012.!Y-(]YQN1]?YF=U MJ'|<-
F:]!^.2"^HV90+YNK.&0$U\[;,1;D>H]G4*O'5]D4Y]7S CC>.V"N4!V] ?92"F[U\7F?_CU,B#L."9X9%:&K72BQ%O5;_MG7+UK5(Q"<5LRJL3:&88
O+1@TKUG.SFC0GYB0NP0(ZQ>%@*.ST= M=UU^-A$]5D>0T=M4?.@*+I(35GBI9<++&R[)*]9=1=L91DI"TY@((4S F/[" M\PA*_36T@S_I>^="4THA>:X(V!%W&VM 72?3^)*%Y;
(Y]R3U6,OX:(Q?H_D& MPWSDD/+;L==6T\IFLK-@R\1T<]>M05TN +\TIE(HNH0).ZM\(^KQ'H['?KA! M[K[1MW\O9A^+&]S%IE7M>$47") RXG!E*7C,).$=
M59**#94)E:^F_P]M%3Z^.Q*M<1<5NC<3O!DF%4X;LWE+"1+T)F&+@N\C1B'O1 MM$[1],'5::%;ET4??+3B*2)NL!PW9EB<5]\4C:@6; M^Z7MQSZ3C[W_<#;/C.;'\IU"\IEP=
\ID/I7,>.S8%:P#R6L#(%[HHD_4RW M:I6.^PC=CT/%'?2HN#HJ]OE.CXI[4]BXQR]LL:R<]G3TD;ROX<\^;;MO-VU<3W?UJU&RO[$-E8.PHA),5P1E4 V$60RS(O,FR!SH
M1*C&\31:R#"@*?33[(>]>R^ZT%*$@)\K MOHGRTHWC*H(,)$ET^A76C*P 3F]L#]0ZSQOOR;_#4 'WBJCSS$FD:LCTMRY MX 86Q74R*X]]S(IT'/R^H*K$]-7LC^#C"#=T
L*2M($!]Q6P8V,/1"3+%=8M01H!:DE/4;L;FG/KQ+>DENB#A M7"I<4YZ)6C7/)'P];FR6;/I4/W;IY,CI"RVG/\ .30HV8A_[^!Z]](7%^5V] M@*/H&29I5-]5>:RC>NRK@G>B&X4'T93&-
$M^]ADJE[?<+G'

C$-X788$-PMZ;)'U%&8! MKDZWP5 /CEP7<7I)[D]L=(\IEUE5Z%9:YL/-NY2.P54BSR<8QV)2$*>'^E5) M2--5>N&]&>N,3;C19C'>9>03=L>.1$:DLQP]B&0RUB9QVW
M@T^QQI.6IFV\+6&+XCV?353]'0WZ0AQF#!W%7HIC29(F6A5:/N"PJ1LNG,J M-4/O-KY).-']]KS1BT=\XSYV:3%0W4Q)YEW!^REAQIQ@(]JDF(-.U<6" MO!@X-
E@!P@DOVS\ZQ0*1/LDXP6*V*[U&YY-S&ML.)C4+>N0T04@Q_E 4V8A_ MF"QY[W6P,=S$#]DBFL(V1KF$57 E2S1$%;4$H0+_FDN%7&:P<%5(U%KG62'! M&S&8F)'D2!?]CZ.5@PG?
&ETMPU>KS=IJDXVB(/_ZN5-+YPXE#U%28:UEU-8O M+_/X$MN #?T91,LU8A>"^\JS&_J(ZXZ/S2;L<;^]^,]6<9=IM4HAK,]]P) MS!)P(?X^@^TM'>*ZT-"IW9W&)^,H3]U080]?1?
D_BU=J_;7:&&WRRNAT:DY% MIHW9L0/:]Y^/W_]NQY>WRM--<!7S0VU0&IPEU#Y_N M;\;UW8RI6DG[:]TE*1HO9=]OKC)$)%S&M&EXG^BMP-J8V0RH0R-QYH;(:52K M,C*U
!%18*7Z,?ZY(40\I=KP8(]32_*/!]G69/V=(WE%L&Q%]+S59EN6749K\Q^@O[/=;.CD*R5"9)IS %:##I_Q/^$SG M1&GZ%]Q\C$M*#]G&LD(G*>D!?]"K:80ST5\X_5>U_K,N4^9P_%*QJ B-
D9.D MMP_MBK8P2G:DA\!^.EW6I[D0ZEKVNN2O<0W0^G#U*\Y$1$@+ MU/Z?YTPGC2VXR5L>D$Y32(.-U3X=!2MKL.,HZ6T8+S(>D')P+G]9;[(MW :R
M,T+MR,&:@=TU=O)NHKNOG-TMV8SUW0]A*+7MO/@*XV=]C.+Q.+/!"W[+5>ZL8 M]WR7G?ZYPT+&+;NZQ@=83YE%_*8PF>6H%SI%=?6WX&CB+2("6UU^,N\@LNP M^(&
B+.HTH8,=I=VGO3ZOZO;1XWT$=D RD0V2HC%B;8\AYI4G3"BA[%%'< M.330'#TP%3FVYU@TC9RHHI/@^:=S;'-?<1+$? \6XZM:;?*>6)FI6ZPU6W M#57GE-
XFL8G4#X.@ALQ%QYA7':/]'*-Q-."Q)ZT7#@ZG<4S:!C0&@UO!Y]]"OL+A]+RV:87BR3T40FY(P (LQ[\6)4HH4) MG(2B5HT4& TTBC Q""X]$#;0;U#'B/#3!27Q@^0
D4O=&Q(FV@2(L;]\$KI2 M3PG"U@B'U$!;L1$T1*C*D5]&7F,XBGQ>":Y$D!I2>@F5/?HWM0W-C):4!T= MUG+HB?Y^6R=*YI WECHG-7/(@<#KW4)D'
I719Y_4\=LQ,OLO7@I&9O_%]_U6 MD P"8= O18=71Q**HF(1:/RVA7R,7>NX/YI F>(.2!E6P3W'RF[GX^3I=+ZI M@VM@A+(Q$Q&-\+@"7=W< !U>;1"@W(KQHRR#O*R&:'F\6^LI'
WO3)C+7M^O M!<5O^=;+Z\1O0D'4FSCYLG9M3G?$MN03)I3/* MLZ*@S^D +<94B]MD3AZ- C<^&OJHU]K1/= MOBH&3.M)0W,WF:!*Q!X6TZOB[^1N1#-
VDDRP&JT$@!!2/36%G_OY54"!URA MJ]#\6'O,>MB8X0]==.]7C=L,;W.S;@?_L"ZH#*T2$\R4R2HT__$MZ"^CN+ L MB!/C2.(!HCF;CEY@>*=\%P3Q&[<(N*/>K43C*-
%P=YH:);\]'"@"VSIAY;8 M3-5(D3%G[S(0;QPC&V(\-D@"(C#3M+E56B;39;Y'_)WVEM*K30U41=,BXY_' M,4O/9-+6%58]T7E9@5+GIR,89C*:#EH3GGJ*R.DY:]ZJQ]BX/M6042ND\W]#

M0;DOR1$T>ICN272=Y2ZNW[D5EI]W}[U ;G4<^-X1EA_)MA4$Z'?GT1]GF7 MDCRPFXAGQ-0"D(.3Y>AZS$;QN,+G,'PYG":%E;A]D524[/1"#]3FQ'R\Q MWQL#5TR2A4,WOG/?
7Z+AQ737Y*Z4\RP@51O!#]OVFJ.1898'&Y210[S-4-HE ME7'@B\,%9F^%^]"*GL,F5[F%2%G3W*RB< LV.Y]&(\.NO;N#[!$P.EO7P7A^ MS;5(Q[#U[&H0!-
UU(F]"$1C0,7.=U02J*U:ECL00VT/KST?_PD#BL8!^6:U2 M-=!O$Y;;G.^;_BQ]J7*\V-YS6]G7B[/_]2NBR:%/;OUG:4Y/E'W0(<+
M[2D#M?)0Q,U7\70HR3+#$BN\15KS!NNW(5^(\%N)G!"K/_Q%V*[;^=H^>'Q M2#"(1QB7F' V$NK<5A==,P&2C*(O+@*"_6 D"PA?:N;3)84Q/K"BYHCK=_\Z M$]]P
)P,SM_CLX%);+]^3S'>Y<4N!?ZE+=U]A\K8=686TSY)Q8'[8O'EB^= M^\5L"*=7M)ZS/__U3E2>_MRM]=P)7%X-+C&ZCU?')Z9!"> @W_;'KZ#_=V3;
M(#+3E\>72#2.P,XLUQ>,7R#.FV$%1^E/3A77BQ&\>W=H@/71>)RC(KCLG@7 M3:)%7(("\ &5\C#XE&7C68R>C9-_!;N!!ZI>AL'&WN!>9O!R[^76RV?[S[?[M5?LND?T7?62_$=G?
ZR/[?ZW(/OW'%N)^_H0*<8_]0MRV^"4:Y R: T&-]D1__M0W;TOZ/OGVKSQ_66_[9GBS/#?".J#9K$.G8*D0 ,.2TT AM3;0QVL?6*Q2>$ MAN63IG5SB0GY]_43T
#";G90]]7=&\KT^$/>;SUEF%Y;M-L<>I/L*_9^84? M*?)U:=2@L:;I_L*-T,.4R *QA*;&3RIDA MS!M*OYRQX<,;>O[=B$K'*'V(;XGUFZU MK;L3 'V?)G%E?_;M+:(+1-
7GBAP6.C2CHV';P1%61&RNG'$'"FFD]=#K[3!_M0W[S5!19M<\HT%Q->A7VX:46\C]T+7Q B#9L-%K_;NGWVWOQC7[5&NU=5F M)C(WLM&\.BE>K
,LUGLSBK@JAKAOWCBUO%$9%],O!'JO^O#D M0SB;6F#VIW/=I],1 FG'%,I>[HP17_K.K9X(AO*K8;1#6-6DMWK$+^ X5$, M=4QC4VY2!T%!H^2H$29;
(5S'4#,AOB&/RP4%K27#=&E'^"FT]&PBN=8M0$<5 MB@"\YAFL+.%7[30C>XN2M76RD4X%3"@(+I*$/D!4 Z#9/H.,P'_I+N$>&M0$-JN$()@7A)I@4?9W
"E%4>5/S!)IC4S./9%H-^H0X75OER]*%PG M+OE-)3L-U^I(*YP?$##> Y/O9LV3754[*3790\=?2-;KY/PFO?-O ?=]P\N1 MWMVQN=&"^-2QLL%D!,A/6[,,5:>5Y-M$M>*AB->$1@E\
M,\8E(:&I>7UU56INT4E:Y%\4\RGY6/+8I<\HD$%",U-0$X54=Z%;I>+9%.2L4M,V=]3%^ MU$B7,_%3@GK)0.AB3^ZV[2VPS_%?] M8Y(JO(OA2AR1(X6O!K"->_MR+8+[2)]02M7]9?
6Z5=BNX^-(4N-+S(RN1,XS MS3E#&?'H8^*$>53HB UP'$]1MI*_, LP^SH85RRD1Q6>17.3@&)+ZSCTB?!%LK.&X;4ZYAEC3?LXQRU_Q*8J(VT#OXMS(V1$[=U6$_[HBS)YY M-
'"*D_*@]L*EA#.H^7$<#&?NPLAJI5Y;3"W'YC061 MNY%H04J+&=,$'*0@9S=IPPG< I3W]R='IG(]@NXET4;"]'!>#\,?#=/)+B', M-6B924-D^JO'K!OQ]OX=? M_;7@5P^^_Z#UH/'6
MRXZ#'I8-VN%B2!>=A1+09E%T.^/%F@I3+R;4+L) ZTN4QYN[?+QH<4X-)P[3 MX_OEK? %7;L@D)?I(01JS [\YR"9ZX2QI]0SMICAG<2I*4'3(E:HUZ&5E#[
MN[UL:ZVS8/QK"EH.%# MU&E3_XQ"Z.P"Y>V"E0!-6L&M1HB_RIC^W229U5FGO?0KRN9*2DYMPR;R;[*5 ME<>DT))%[Y-
1\BS;F6"BYD@#Q/0P:WRC1OGOL/15VSHP/$H3E=9B($GAA1-: MEX!7"<\@ KI*/_&=2"!R/@RHTK':R4/;#=Q]7NQ,Y8<=OF9!8G4-VY3(=9 M03Z0_,PXCLE"TW SX520G2#BP7IF\"?
2IK;.1ZB.%ZRW!1LD52;:E1$WPTB; MA]\@GD4)016KU,9BQ!&F.H;H4UBV0@[K^]V?1GC:5ITF]XKEIM\7A@83P5=M M[7>N46\;K*W_?V0WR#4:]G]0K'.Q-%]K(42?(@IL_-]S:8*Q
2(E M5BXI\4H'EZX6PF8.?>X)?;F0%Y4/,7&KU8XQ7>;2MF9WOON4:.Z &N]%>3@2$QNN MU4JMHZ^A\RD#G95QI'8*AILK]MEKDBAGV(E)CC;3 D)1!UR%FM\C">8GF+Z%
M]0^Z5.@+ZK:>HX)PZ#7!$!'HB?]PS]Z*ZFX:@9#)AI+)0W^*!M\M*H77_^A_V!* MZ>S /OKY /L;!!S#@5!P/PJ=>N@#9_0"(HZ!H2H\'FN;9I6P4=^5AU!M'++
M!86@QS2Q9C'CX\WW^V.\5H^(S=4@7LS>%;+6_]]DRF;/="]^+ @.J->[*DC MX!J<49K-:M:SXBB*?_,2:H27OLZ#RL,)+]!Y=6%&9X#U1S9B(@YB.,>^G,Y MIAG1,;$"RQGJB?
F8%UG8 FOXVDVIVPJ>0M)QM*Q5E[(NX-L+EV>%/*$VJ"S]:WF MMB*D\U$N=H$\9%'M+RP(N3]&+8>S!$96YO$,?6;39(9E+GHILDXI0D7N MU'/+XM5+DW7V_XC!=E'A0#,,QV-
'L(;H((/K)"^MQZ6&AO, ==UHM] %(2]* MR_J?&F43-SOS=3G%]@.G^T-SBG5X6G>^A8'FV_**6Y:NEXS?%7KZJH>>-J"G MSWKH:0\]?5#][[/\'V[_D3- M=R$RW@#]-)"-
*TGT(<6,:;0C646V-G>V=GE M=,^6VU*9V,X2)@!ZA@]IQXC.2!U. ,DO73G5OY,03=U'JC]-A9OJSV4#VE/] M@R6]_HK@0]T[DCZ?JP;\K$?]#XS_D'U'VVQ-IJD6;'?VMF?!'I'YP9WVX8
MJ7M,AN^2Y0\K+=[2O2]D)?R+2NDR+?MZ:5I\DOND(>4)M]F0ZL/ELBWU6XO MFK2]N!)$A(M@EN@V=@:3)Q$%!X3RN 0]#@SXA)WCYGU MU1AX^PNZ3__O5\1FP/T535O
MS"%GKAK]V*)T5Y*]#;COG5"]RNG!+?#>'KS]>/O?Y_T\K/XOS_MI<6K?2^Y/ M>\D9Y20 !7T"T*/H?P_&?U#]=\'X->1\DSVM[10N1\=SFF_$0)%1=IG"IRW2 MOUB D3?
3B'Y50_3?!:;27#7O(= MJD1MV!NPNUQ+Z2JOQM'_],+OH601X'KW603K[_\]602M8]662="&MN]()?#Q M_0X46"TYUR+T;DTFJ+$F='UU65:!,F3_"RMRX*>DE96^$UX@IAG/)<>
<=.>: M+#Q4IV^4S%EUPP!9F2?#RO#RF_^DUMDZ9+1]4+N =+]>]5)NS3[_U3A_VCGO MNBH1=O'>^6@;1-^,N$Z:_$8MX:1;)B>1&B^TE<=-$B:(BWE6)(9^:K]<.0^M
MQ)CJ@JK,\N@)NY%#TP=_% 8_S8+E$?9!&X5V>1'5F^V!C:,?[+3'*8TZBKPW MB]+XU!Q^Y3+/JCDHBS !.CQ3CV=CFP>V0HP(\'EV$^/,2AT92[K4'B)U.X&P
M\5I&RE(UMH6!J55':8_VPA\^)RFS%=F@O=,?PDW8!9856]2A"X7+!BC]P)_& M_NTU]AQ/-SM=!Q$0UR5%)F4S4BY,^GB%0Y=P4P*??YBIT>?-]#G!SWZ_(FA
MSW\=FO.X)*E_F/+S]_XZ?&4G^#$W7Z-GAS?'YQ=OS[QXOCTY,^BZZC M_RM6DZ>+:8CQLGB"L(6"+Z9FE7DP,[FW4FH^8A*-H]AFZ"O2[3&0&P]>W_AI M][4#7?_E?R$4'2G-
EUHB2--U(T@)M.L\IN5I!AKE?V59G:NNPMAC_Z_9 . M?+?_"X.]G;T#A'TB?DVP>%[>7$C^4=#6"OKM*(!'I#SQC%,TXDLR8^7"F?\> M &RS*:K"+'Q!YQY7IN#\'.XB3MD#(8:)=I,G
M')"/ES,6 U EDUDU<]0MTV6J)D^56$V6'0Y KU=6JU'/%C^H0]BVMCE_'HC4 MF,F-ZV#!$:ELUYBEZ:OHB/@D.Z4VI08)ZI82F45?:N-Q7+Q^YJ;N@5>/^0>< M4"T3?L"G?
@<+]R(W#3)Q%EU;@HV5#WI]0%M+Y^J F1!-H3F(IT/-/"YYD"Q4^QF'9%N]N2.Q0=":$Z^C*%5@0M;OP(V<.UDQ]9VA=Z]9+J" MY3)*)*&L\$ZOO_A*+S[!7GSAR!
[=VM:3O'=ICL1K#NW!)29.']>;D**O!,M(M:7IU@(,H8<)KIQ-L5DK59G@:;B0G\+ 5-CRIN0 MV<+T@"PE*\+5CF36G'XIW:^.XP(S)9.3TYU-FT8G9.!,,'Z(\OQ7N):>W&'[
M%&NI7\;:5;9B2OI:7DULJ[MH.'\&C23+!5REP31Y& M4)](.A1R%N&[<-+&,>S?O*,S/H_,T]]_.'/=,EZ'H@JCK:@605;_!NI4KM<1^]#3H;'E']76]]+D -%D42I]FHI:K'VSD/MY%=L?R>$>!
M'K&:3?8VQA?0]P);E 41*FRM=B_?$P944=>$K MS>1U]PO)N./VMP]^M@P2(2L'F@N]S!3VAS]\)VKB&VA]CY9=Q-0(I9)0I63W# MS4LWGD0%D]D0A%7<:C]3V23AY\]J>X-
)XMQ,*UO0F#8UU^0>G M O(WDRUZ-Y6%S2CS&+KSMUWVO#G7<'](UL'.5M+2%;!M"[D_0=,:U7S.8;?_MTWH7Q6U]_:!THIY@%%;ZSS,W
BMSCA7@TLO_^FGG)Q/&XU#F"&WD>0%-ZG^] MAL]+]_P&SL_KQYU,\%1Z,P(OD5S\/HGC+7]6N;ZJ]>(H1A%4STI"'#\22)R MY=@,"?X)/WJS=!,C\@O?F8Y?!S(D$V+
<=2<$WM8MXKAP?O[KISTS]K: :\LG MV].-M;]P<0P?AWFO\ 7,9)1[WI+/UL^]M.C&_@'Y/1#8,1?;.P761E-[V.@ MOY3Y2H<#N@1=N*14MRV)G.>7PXV]G6?AWO[++<,_@8-,>(-
V6G.'GSWY&CR9) MS%,M,874RQ^"/O0_MT]H_2E?MDWC"2S$WSK;?%5[FA"[J9S[M]>,$9,MFN451?%BST_>C?;?\0EKO$\]/DUP&F/*NF\9:+B&M#2G9 $XT-L7< M-Y+
[LCMR!U%)C35T+3TKU+4F7*_1PS5,V%(;J\V0VENU)S+!S>GMLK26"$IH M"B1@\S[>V=X[2-*VC>QN3KHI96?>=B27M81W]H @8YHP'1$7Y#;"B(DF"4K<
MJ)O"OZ!G9IE':=OK'D]""RH&?FR\%(9,_#$+H"G1)'&=8)X'$*LWZT0+E^0] M1#9XC83!=%C\]X1ACVV MAG,+[@L9$>J4#483XM[Q?'^/UIGW_.^'!MA^MP?;-
\#VSWNP_1,#VS]VY_JO MP]_>9:/[6Q_G_J*'A!GU0(]7_"RFQ2IR209(78,&;T<&)V7RDTV.4Q_"Z+$#_M,[!Q\/_F >2LS$@]4)%N*EH4>OD2"8LR9BX'?4 >S2 D(&;(0$N L5(A!02XK
MPO[A,P*0202:"X-+8N%!/4OX=NKX-IU>1TGOG$-I(7B=E>]L5IZ#)H1^D)Z* MXH/@5)FAU&61DAO:#4,LTFB8Z\' Q"890MV#%*17N0@V7NULNM!A'TV>%*:"
MS%BY9;@XG:^C&%?-F,0=#,8,ZT$@ND&#?LL"*5Z.?H'N98$_*O(O. #=<2 MMY\BG*T-""@%I1"%2$SB>4R;!^2-BG@[@5$1FY)T0]>=QU/BR2ZR&:VV*->E M)9]Q-
OD49[B:6P!;X7,Z4T&(R"7QTF_PPMA6F[6A.98)4C^%;-U.<$W(P2D M1_QY X9H?CQLW1)D@."V28@P/H)>BD;?Q*1X&:*63D%BSHI!P.#&"N==
9X@NZD):=V$1#M:2MF-.;F2E(.;A!;>G!(CU:&^;Q*AB@,QV# M:CQ+#?- KS#=V6_A7([LY>$)7;2>T^@R0C8^I6_.:<\]C@FGKVE/@_-K-EZH ML7.+AAJ,2L89,0R7"6)B9H]92-Z-
=J.TR4WD&)5L!"0QG$6?32H"DG M3^C2AR.&BAFH99M@E:3E%=Y8!H'EH1]5$_WH M%+9E(#<@LPDFI#2:X)X?8I M4X(97,0+FFE%A^U",%SEQAW*^J^O!1@^XJ@(= Z9R?^H-
T9Z18]SS5DE!#;- M6G,SJQ;(*O.3V*7)7.0ZEP>QJ;V\HOI(U;E]8*+ABZ3%O7$XMPA7B>5X%%>R M276*CL6(\E38RC.U3ADR+KZ(^)X^)_G/+U"4A9YB"$]7I+V;=G\:0]$ /5
M2]J]2-H/7A9&K.C.DC13Y=A8RW'H;:V*]'9TNY^OTWLL+"A-=(J/?@14]# MSGDC!#8?=8I5.&!NHDO\@BN 40<;9MGG(^2%$TQ>K0FDY'7BO\@44'^)8T+
MTZ4Q_#2=JDE55KD% C.=(14+;;MMS-6S82-4Z*% /P9T?ABEG^GOFV8F.,F& M1XY7"OV>K4]21K$O1&:U0"XPX>!]R9PCETM%GD++M\'+3IZ_272=Y>0YX314 MWA"IKMD<-
S[%UA#0Y;*QN[,9#"O805B@C!PXF.I4%OH^T824VD?#'?-JPD3#[)I] MFD%G:B9^4O+.YT2"$=5'HRF$&< IS]+MX+C=VR/%IL?Q"",8RG\KM!>GI.$' MDRKG+SN)>_4+U7@-
FM>865-[IVL/H,Z[N6@>^%^V(7V [U/<%=<1,E4G&Q\ M0?R8S[K\1S_@BVJ7DK2^>%?)Y"MT92\]L$-3#A]_F]8T"AYUQ3$7Q@-#Y/6 MB4B]1?>MYQ9[B?
++,!B86QWG[9D[CL+L:77*UN>KVL\V!]&!4V\&@U,]21W"!%)"A+!-(MWCMD%?(W6V6D,8N&0.A(%QW J;4HKM"$:6R1RY#@FK!OAEL'I+X].<%[9V1N MDZ3[@:6>5U-
!>>7FI8*V"K6O P_B_='IZ_P&Z^E-BHH.CTC+DFT"W7ONOK2 M,MMJ(W%*VS+/A>CF14EN6>8-MI=BBX9>ZS5^=R-QVATF[+-!-=IEM&H,F$B!
M2U1Q2W%N5R,IM,OF09T3J]&"=]'B!&$4K$1UN7WUX!(DRO4$B:7<<"GJXI8: M/6'3!-]V"=(?K3OE\=X <)VJD=@FWVBP!?R4+-J_NA*2+GRJL[7ZR^^NEY^P
M#3;)*6L7"RN>RF]\6O[Z9=WTF\):Z9&:MQ<\1GEMF5Z(,;/^-/]29^+[W2 / M=!I?@AE.9O,P+F]B4&>K=H"(DZS[7M/HK;W*CPVCPEZYFFK/8U-7C5KF;C#? MF2PGA(Z: WI/3MV
N@FW\U2X\?W.=,]F*]D;G[]42.=OD$ K*NZP6,Y,.V@3 M7BD:/-@^T.F%SAPGDU_FN\#2V3@M4EA(%ZS%U[1')/1^OO]6:IE?Q&]EMQ=7 M5L]L2&#!#H0A+G."
GU&E.RAD*U"D_)1A9\A1YMPT9%-P]3Z+M]0<[X-3[_5PZ@:<^D4/IWYB<&KU M!-2Z(R31R[,T&2DW(-KK;'?3V08U5L383"N55X^,^X+Y7Q\':R!*Q.\:HBI7M?5PXG4=T\'8
@P'03>R,S!G MO((YY[7$F7)YS%E9)!W@(AZ,LV$;_3BV>O@PYNWIL@*O (FX%^-Q?'4SAVC MA)?N(ZYHR.9-E3?U;>CT]3Y(+);]+!SJ]
MQ6MD$_=0$2UCK7U]W=&GJ>.]%E&K(3D(R)V!>B?EWETSTO07A'"G8U#N8-=0 MAIS^8-,%3T&^480YI^6"/!0U0 UIC1R$XX^AAICH>NWHN7OT8(['*\[AFCID
M+*4ZB\6O=I7,^\R?>_"JX\8GVWZ"&;5P-@O-BH]@B(42"US#%IB)+Q3P.MI? M:%3#_X=R0JAIQ"5H6TPB6IB!.[Y."K1/BSB_]CM7LP)](Q]YZ+%(PB@C&CV0
M#\8R51[X;$&WEZ:$'\P8#;@19/QZWC&^^.ZCN.]"JDKN\G.Y!;(^U-[]U-K M2@#:VTK?]GEKZD]RW;$&8_KG.7G#].H$[]X=:K0/G,YQCFZ?W9?!NV@2+>*R
M%&D1!I^R;#R+D3CSY%.J[N[!]Y=AL+&NV<#9O-Q[N?7RV?[S_IBM]1F6F0_R M$[?_I]6N5_$'.T=Y*2P3NKV D\V-E8L9L-L6FC0+27]G?WYKW>2ZO=T63X?
M?/_AD)USS0]0/=%:)K.TUSR_WL9U(DIP0,[1'*2,XD#8I='>0UM/E='G. V6 M&G8<$2&KC4/.:#768C+=98":E6"T&?QO>+08\UHKAH9I[FOJ241U82@[.2D_M8H+QJ*MJR 3I+>
(2O339=!S:O U*UI_A0]+S,RB9EN"_&;;W8P;^6ERJI^; MH^-&2N%(#C)!]5 M,V0+&&G_$+E_0/>HIB5W;38'2P1]XZ9K8/?#HI+_P%-6JH[XH%6&MMPO;R.6 MDS)>*0'\Y@K7"Q8-
0U%)2$$3^'#,;$YD]>A4/W1'8"=F13PE-.(0X2NR M(1HSL52!M@*B5KO+S0_7(307TF [7Y5(K]_IFP9!B7+I*Q*+EZM)MZ?5 MUE61(E,@6D.9$5)4+6KEB^YX(_B:3:88(0W3-
GY9>5_&8HSI-+J95-->/US' MU?5K\MN@0B,!SA,7I!_^M]U,,L?]-<[@.%(4U]WS."?(:TEXLVE6H.GO..Z< M,N3ZK[H9([Z#:3;VP>\5
MHS7RW">%NDTXW=,>LHKR80:W;BXR'^&&>SL[NVJC[4^;S&FCNT7W=2X -X9, M,-3$>L,-\E%RD>[:=W6WOO>;=VW]'Z0+23H"X6($4RO@9,')H$-+\3@7I6*#
M48FT$FS29!)M4;0UU"#'CBFR.L!RD7] PBSPGEIW:;(L7.@R;OI,IM/E%D^5T^4=7XJCZ%PG MD8&%^8]BPI!M]QAK_&R;R2%VHLB@H(JBRM(M%7%9>-=>\ZL_N@U"\]-
@7!L'I8Q.F"U\/0Z^.K03M9O"Q+D7IXICU%S]1PP+T M26DPE_P L/QSE>H*])2L8'XO&VX[."X]O=0D0#O[+X\IGSH=:T="[GO7]WWH M#QC%V\'OS*T_BR2ZZ?1-14@B5A#
[[::SS:!A%;#*&ZZIGLV(I%35'M,;\ M3R)F_8&7DIS:1*BNF2B.>+H2*42SB@K2IS'\6$3Y M,)X_$>ISK\;!W&ITB M,TS_R/M3M6YC_?<\^D\RW5;:5K\P,MJO]]PD-7$VCJF9#M?
(*,ISO%E17X"; M%94_[72CV]8WUGS/*8;^N4-RU[R+;H?%#3;#MX'NZ /R"(/= M%5>*$$[H]PB.%'D"_OGS/2=Z;1S#1 /]?_T_>_N[K^&_>R]>9YO4\K.=G99V
M]UZ%"NR\??:O-KV4-?W0E*IGO!#6Z7-FA,.FI#48U\1AACX'Z0E,+F*7,R2^ M>P^_>[;_>IA,XPB4B,).2QV2O\%^O3G9>7CCUZD/.
MN7=22=V_>9FG![8)%S/LRL0S5>$V08DST0;=2<2\L0$?8[JVGQUL]>X\EY5(ML!]-ED9'QBS$L?$3N.FKH5%=][?W-[JRQMT]7&6%*373@"793H M,F_OX?XN3/>^Z>&9BTD\
<1):0Z?'=$A.T\L,3Y5^ Z]Z4\NZ#8)B9=S?]M\ M"*CA.K0FJ/SD8QO?\+1ZQ%6%'/B!D^U6747!8=ETF.G3D?KUU%PG8N+T!8I^ M?]2_:^K+?]_ZTDA)>=FGOCRQU)?'?
NDZ(:@I"O:IL<,T:RM!74GQPI!_#'HT M7(8<+=77+U[*@H@E-4PN84VY!!,>@#5L025V9C>T)6DR.,Y? 8>B#CLKJMF!X8D=H4N1;G- M1B54/:>YNB,3MQJ!?YED
;\KJHB\X5XYSO3]%'=GDE2T)/MSO6"=6SSL!)\ M?AY+))MFQ5YSU$;1D3GZ];V@R;*^A4+P)6F-DV-X CIVL-F>&"?I M*\LH3QQ?:%W%HM:W\/M8BQW1ZY=HF,G'D5D.[U50HML!-
^TY3?W>^+%6UP(> M5L<@&M)Q8:PO'MP)N?$-28WVW77 L[P$/TT7RY:Y2$S^6" ?HRT.5A)3A0R MRN=4Z>7&FO?&495G]QAVQQ&T.[*
[F.U0:V#X:NCOB>"8&!]TE=&L0#?'E$%77W MMX-#U/8]]0NMS8=?%/L+VC_QM(6.GI@\F*=R8K.Y*H+^T%.WF/]45[K]/ M27_U_4K.^O=94;_PX]7F<(CPRHG$_N*,$ 4O
_%7QZDCC^O)]OK.L$><-1 MJ]0EO:7R:S.G^D&5N_WQN]\0#[[Z]]OKX]9[5W^=)T@FSW2_N\]3N/0FHEJK; M#[?GC5-^KUW_Z2Y'Z3[E1S");W1R!NQ74&OU[=EQAJ?
I+)I/R5KA6OW9V]G= M"3Z\"0;HO\!+W+FD=P]VPB"-RBKG/ 668@9@#Y[!*-.58L:(@VPR[& G;%0>' ML3X;HGO%D'T1AUBM;)OK=+D6SXI/G?X:!N9OX,7QX;.VP]6=RU
B&5&,608O'#=2Y@#XSA&;_J1-F#,TB M\7C0/'WLB9@H#[[_;S/&C$H"8.&F;ET+ HP9$O%F*+A2I;;6PQF#=*NI;G4 MK&0!KM4N9,47LH;U$$'_K$KUOI27*(&-
:IAPYA<_3B6,L/QOPA0Y#4(AK\:+ M1=W4.@;VAP-G*3(IC1&G3/:46KNC1&C-*!$0O7HT.U05.E M0S:%CMFX]?]N4XY,Z5%BVFQX+SJTLTW&&DF.2Z$X,5$>]*9'YFQI:RZ?;'UF
MNOO>,3*W_CEQ?XO1Q]]Y^;:G9M_9.FE^F>&W!':GWE!\H.#URWYJ#6$6QY? M)V W&*$B6#*BGZW]RP7UG+\4(?V@[^E57U[%H=:E2C]-(BJS79CRKG+*0! MD6OCK!]6)AW7U
-9,H:0FI'X(FOW5,MSCF#%M%1>&HT&_7J@F6A5D]-\W91H5JOF^K'.:Z=#GUY503&,"4A9:I'TD/W,S\T&T9 M@_)Z'G0R.:9GU';,;ZZ[3I]"\D\<6FNFN("=BM'23VD#(
<=Q1F"Q0.]PV%1\O%MNH9V3U58:2Z;6]A=/)LF.H">?%XZ)-\ M6YJTLXVYH<25TB"WPN#@Q=]+K=U7SU^:@U9_C>(1YLY2:9P5+AJ2&Y)- 6L MPQ_R@+?
Z!]HP;A+2*J941BK."G(H]QA1W3] K M5,P+UODG!$N:GI!J.D9CN,7'U+@#65Y.LFF2"?M] M7KBLB4H 0_#+&:G@QOBZ@-497"?7 =.WZ4H]JH5O5!]ZZAD90H=>5U:1'%!0R
M.7M#F)L6[:S?]MC:W@_]NZ;>F.W9A1T4U1"2= M+CR),*)$V^,:O[=0Z %S+X=BE,V-EF%'0$KV#9>)]%\B9%C3N<-2E92]VF=" M?U]$^+,>$=Y A+_]$>$](OQ]]9^U-
V0F^!!G\VEL4,%GL45/%8+DC;;U'1KG6]F=\FEK?N$[Z-15/47W9]/ MUSDH+_\]40HKLC3544X:\]SIPCC6X.PX332R:GW6U?/C_X>/%X6M/;@AOV=_M&Z?F@6+JUE@_2 ?
F4@ZPKC$VB4;)5+1GIQO"U->D0)OG,6OOR31&+R7CO+4Q MXI-)6/X$Y4W)F<,F1!>+0W65:.\W Z>'^Q%]E0 'W9W#YX;]P -]S ;TP%S M\A2U1=3V31(94V/^V$\JYY-[+X+)9-
M\!Z96R(<*08M?CP?09&7VB3I_J11LK9OLYXEMY;"KD?#&/F;(N M]>X_WF/[V,7.8^^_['MUC_O>]8[>\)=:M#2ZPL5.)>\1R3!5\QYA'UCDM(5__MR'ED,Z?J/B-7<-
M/V(AC&SX#WU'R3E'-L8Y$$5NO,?7EK>%O$:+MV=< M6\';XY/W@^6?\VO/^>QW,C2_B,5'A$/L2EI[T\G?ZY+B,;@9-@Z/ MSP>;V_#PB$I@7*(:E&;:!>Y2.83>6NO8 ;YE+4?
-4(TPC1+MXSSA4^3]F34T^[HHVKECQ+6QE2X9K;GA#8>.8<<^6D7 MR8)8 ^6DDX5329H$-.URA13,6?IZ?0K(3PV:^"X\PI9 R'I@@%8Q9,"[WZK-M_Q;HQ?
]ZC34R"3H5R;L3P5C)X8H,AY,6UI_ZL&X#+]"H6*AT^^5%[E675YU4[TTD)&QSQM.KI0V,CED]B2'PAV2W4]0R8_I#@M M"X+%.1P:YF:@]L7=LZG:9I-*S(G]2E6]2M$!Y!,S[,V)Y"?
IN!)4*(C+M"' ME[C\<51I@X]W?0=;ZSE?=T*)M=MRR'15+>B]>B^5DN4$[^T0LQ;K*&_/WP\V M\>Z6"EKCKH(# K0W)I2+=HK==(0/X8;OM;=#R M^YZ@1%
/*W1RT(=.Z]&3%SM]Z.2)A4]@>M/G<4E9(?I/%"3C__HI^K\[NR_Q M+$6_?91V<7@^;3]7YP<71V/@7?-P^WP[>'KTY.H,?CD\.3]\? M!]>#_Q,OF)U,4,P,2##>FO 'Z&U-
]]#LO#*=#]MZWS4O(P&@ M1(57PEGFMGN&6C]BIT/9Z>CX0GUD.ON"T>"AVS2IK?&7>:(-S4EC@CN^HF@< M1!G=^KD]C*UC HT"356B=?=M,E=C0]PGZWM_O+$)
<4)D7]U(75!NV.X]],=% MSG2Z/H[VZE3.MD4(8%1P] V,YSQVDX&- G^,%TL:3=59?!VG56QB5;NO7GK, MP1RJDP[KMP+W+=OO^(N( )P\I,PF9"Z)H(N"1636]C"2<8]ZP
M*%KFU)91U$+,^*=_5^,$C"YR*<#V*J5I:B*F+E$B-ID@D)9)9.9@;,AA?.XW MBFA:I59(DS1,J>)0PZO' O4MH,82Y3' XB^@L-#6!>J L MUV7#RM9.X(,Y\
DGG^-2Z$/_!.W*Q])_]F[@2S7B..3;FD3*538=XT]@8$:Z MY?T2H:'X;WV'-F^>=FD>MFD3H6IH+1B6\Z0WRTSC,^$?#008-F-<=CA^Q4,3 M[.Y9;U*KH%4;HO1A8(IXHS.L(K
(KL#]O" =6-M-B\&Z^J1"M,L&O%DTS1T MJ(HBS;C&8,'W.3X93:F+)!50+L^JF:M@FOMU/Z+Q!_C03*<0W)C>^$%$NE
M+B9.#Y%9DGU)>/]R)N0T&O%+A3*+@W'O";>&.C7:IZ)1]%O61^O&8Y<\. M7R:3DA_;B<\)KM$A4U?)XG#8535$-^Z[SC:/$:H.>$P'_["]4MC"E10.BY" MJR:8SA2-A-
^R242/8OSRW7')&-[_?]D/TR,'KM5B YCFAEZ=3TRHL14]Y'R9 MV>LYNE8:4_1]1 XNDO.B#(Y(7>GU_J&7]35_)'])N\W^=<2245?MIB?$73W
M2JCD_W&"WI<9S&N*MQ!=H?"2>'-8*B;_/I4K+J"@P<*XW9]L5WV_2?I.N68A:B:G= MQ%R>G!CS+,Z>"<<(+J7@ *R%UD@:PQO*5N00]6$VK6;#) I,)>,T2Q&O,J4
M).C%)YAGH_7[]H;J7 M>XCOC-&HFI%WD)(BC/"7P(K_KK-DW 51>ICGHK\;_C+;6-+#DB8L&\M$+F5 MMNO]9?_UV_OM U1/*KXRSP"?1RU=D;/2TH0UA4A\O<2WF
B]FF67FYA*K]A MFROF%L&D2D>"+];A<]M9NP*V-RL,XFTZC MO-_0_89^:\M\KSN)U6AD7#6R%1-]PPMZ(N$2(,6;]ʼX+(:WH3T9_,M9Z,C@% M4R0J)O!0G15.D]59I5&
:8#C,2;:7,5CY. ?92DFQ%&>&^SV(AJXLHB!>D/ MBZ&1)0O#+D(J>Y=Y+1+?'X'^"*SU"$B.C6M-&I9E@W%B9M=^K_9[=:U[5RY M+KR RBV2F]$3,25:M-GOU'ZGKCDNGY2"
[N!D!9BB/$YLTGV2TFIOBTWRMM>O M6?6"=1E[! *B6^^/07\,UNPCM,)9HO2NXSKZ@NK%OT%5+L;)2%CKC2M%EY+4 M>=U46*SA,6PKZ9?D30M7?1<+5Z)VH*@5&6?
2;3&L]@B8KYG,HV]2-*XP&[& M.%B]VCV2Y'E6.9-"3W1/R.=1L^'.S;?A4C);Y M45,S-^M-&+(8)CKBZMJZ)@]^2H=[5.Z441).1B'PJE-0\H-'0Z+:I?G;WN(T:[T^;H^&, MIHC+I0]0=14?
WRG;MI8$DI1I?:4M)F7<4!82]L6P"1;'*DMZE"CU_='Z'_"MI\M1FBJ'>Z8%:%!]HD9N(W^UOR12G=#G4]HO"\QCPG4]\VRFF%-_%=K(%C*]MJD47O
]BIN;YZSF\UM;_MUFNS*G0/'N6]8B%#<$/Y.PY#%XZAHL\67@=6(H[MWE<:'KGR+E+?%C,C.9(4X4HBH"=%NN6S;;8^%H:)Y@7T1/^KRPT*IWC"5C]

M]RT^@Y]$/I3F[]>I\L8QXWL8OM_"H$GY:'K><'?<:1==:\.SI9]&U'T.B_CD MQE*&FU+5B9=9|%5<5L\OXMF!]9KS=-S?_]8R'4W!07XM]'H\W//ZB YH?R)O
M/Y%N(F@P$H<^F@LFP8GKFMDR<50=]NUXMB0\+.J=11]16R8%, 89XGY/+3[6')\7,M%Z_+Y<_5%<@9@%|@;Q%6 M"T,>'$R=='.%]2., #<%9)&2/R-2"**T!KF #,G$FC^.1W[=
-X"M+RQM^G\ MXHI\SMH)U*DP+(E=Q8[**!YD1Z\< GXB-X\/T? MZ/H;-=9X[7-*]L7AM$+80-WN< I2*;@>N:3W7'BZ(T8BSGIOWI|/UCU8]L6# MM=F[3=?6_U^'OUW\
<7RNWAR?'WX\/S\^/0F.SX.WIV?!\0G\]_W@ GXU>!=\ M^'CVX?3\Z#PX/7GWKV!P\@8?.SF]")U_PRL71R=OCMX$%Z?!]T=A\.]H'_] MM(4%O@9O_CP^/-H./IR=GG\X.KPX_O,
(7OCSZ/SB].P\/_C[..[-P]K@'U\ M=Q%<_'%T?!:*3$8X<7@ K]Y>H@_8:].3D_X MQ'$9L3 XHF?H;Z?OP)DI/';;>\[87QOU>#POS\>G\%7PN"/TW?T.7P%I@BF M\Z?1NSW9=#6_)
(1B3+N]^S +L @38H1NODCM_8*-2 MIF(92EQ',M/O^D7MZ'|'W]^N$ H5/A2PT7M+J.KK'85E|&'3*C.L-#^/R!BL4 MP_?AG?(FHSR]+*5(BKDPA^$M)28OB >[FDDD9E,K/P
M,;SS=;?@BPL;'K;359LL";%+/QUU^O;A&6";\M8$-:'=%Z^+EH^9/X'Z7NI* M(E05:K7HN-2-Z5POU;Y>K_A=.=H6YAAP&VSTBZD%^S>:E0>;]D7]&9DC,C]
MMTWH/$IHB0BG((U3,ET-<.CLFULV]G["[XHR!=WP[]T[BI 0.% !M#H@01' M@>7C10$V3!GVL6NZIM&-S!0##HB(M,"B,)]C=)Q@=4,?^&$P)_Q]TT^TPZ2O
M\34N'Y>P(0")6\.&RG;);-ISAE8D]])SGE3+!G%@%\3NSBMVZZ9%QN"*?*NY M#4*-8B4RG^T?(EB]X-B/48;7#*4[B/.FX523Y=I\DDW4(>RZ.G"/8EW5Q7K@ MB?5Z#[Z;A%?
+!VV$??!]A;U]$_;WKN8R25\;SHI"7[4(_55KQ=ZW]%>WS$.[MX_^^@^!77R'X@_L7_&J9X.^8*"NC[TW^RW_.];E+W49X)(@U/LR(TR?BTVE M+.QV#U>S.&*KRXO-
+[X,Z_O.Z)=1?.EJY\V1?4PK"8<#\1=80Y&.AY+]GKC] MY)0&Y>+$+0,J]4$O8>W21DU0^Q;+RN@RCV/.8]$_P="Q9&HNY9+@.!2C/!GB M!3:,KF/=A$6W*2E+.AB-,L)Y(D^@"#-
;3M4<-Y"H57[)1T C1W%]';QH#3+: M0&=2Y5>_LB(!G:TPXHMR&$UI/I](/)]LF78^MHY;[AU'P-5G(BGT(8G'*_D: MG6/4V]KWEP_SHL^':>3#]/7Y,'T^S(/]/SK[]3VK8-
5:KL[>+7DW+68P+:\H M,8A-+=04,"0&&NDBF."M3K7(QUDU'WN)L9]ODE\'0L74[O>]T&U(IY' M2![#N27+M;35G&/HVF@8UBUF=9L5(YVT63]#KG0\UE98 =(0)B_%8";UW[;7
MWF<5F]+']I)O4VO2++B,&%HWS8K"F:\SQ*,NS'U+=^K#8^W T(&K . 1=&P4-=;>Y0$AU1@MTA3EA;>JX>[1:2LG7T[FT-;PDF2M/
MBI\X:44V0AK.L3)F1,W+U;I]01B@T2Y9\TEA[(6]"#9@FTPK(@09WNY)Y\ MR0>*34_G5RTZOQ48MVO_=]+UVR1 MR0^24IPRI(F6Z R*0-055P2F=.5XF]1(4B2NTC)"N6*0-
V779O$<#U_]05_N MHGT-9R>.0%I]X==]0;=\CB7(.)E,T,>'R@-["YPW5[_T*I.[>U\.K5]I='!*T=[_';XC>(%CS8OR:W E_UIW_])?FMWQ=KW1=N2W5?CG'E_/2; MW@V]N>1F\
(]U#A[[&@Y4B^:/-I2Q8WU#M^72KY]B0Y,0C]GXFY-:4T/[;E0I MW<%X&8.NHHR92%I;7&E1H@-ZK%Y,\DASGWOM@=(_;#6P6N$/V&ZM._KS:H4! M6F,?Y!ZV+?9O-<.G-Z)-
C]^U=:>)P]@W/I]6A=H8;K;9Q%X$UG.0-#O=UC@8 M]]6C*P8W5W$3::W][FK.AXD$?#HF;I6=<2-W\8OO6.FJ:>>\A MQOGQ!?
1E.LUNM.:WO(%>G5M__W^(15;?;60C"@Q^]!/$9B]# #5$U-"HR4Q F]1D;-ZD MU0CFAGP7S1.L8>D^&$K.MG[*E)U2;4]C?FE+#^$:N8]GK'C9@I](UO U;(= MO(G'E9#5XB.Z96P1
VL^QRVB"Z?Q%[Y^V5&N+"G$<4H.]6EP%E_':85=&<>] M-'[PTMBZ4U]$<_|_@N:FF(1E7I#8C3U_6$/.UO7BFD"/ M1'RT"N-EDE%YIG M3\C*OEME'CV
HK@AZ/Q'6@6<^MX"+N@%W$/M_ZH"3MS! M:A5W<"_EVL@!M)1!GV"[MQZG%;T34^*T?:P).6O95]\T1'A#*+7B.BF,)MG:E\V4\F:W:FP61*.X!W9 M39*R.-4D&MH!T[%3&C
W@CBQ M4PBZE[-[#!HDL$ZZ;'JE&)ZL9] M"[8=;)S',5_UXQCD^C0>N_D#,GX]\^4RS,#HW_(:@T704699[*3?TU^>^,] M!5TY-] (F=3S3H82.@!;,^'W,,*HSP*! 'N.D.\+X'_9_@;
/[]'L#?_@? M5/_O#@<9N"3YISY)_AO?U?CM$KO'A#P&P\Z[JM777]6!7OC>^GM @0?2B<57 M7]04>D+^"Z1[B:H:-K'O[>P885N20IU=+MA 1'^,::X%112Z#3A,"]VIX]-&
MTN>F,4;SF'(#2 GGD<7*#W*0ONU] [3TRYQ==R0X(YZD:R1/KYN$FKNERO-8 M$@NB$=A=%2-L;K?C0B7ESZN2\H^7\:& @92.$C#7,'.V89G633/,EHFYN-"]
M_5,M_6N9H#IGQB3)BY*G";JY14E->5Q6N9@;[!EL3%O[TD7# 7H'(L.VXO(< MXH>>3DI.-*+@C@G>ZQ ;S!:E9)@MPP>^KK_SL1A"CNUS+E\Y)9/K0DRW.]^N MRA6ROT![=3G;
(G@&[QO?2S0-\VI$I]+#/(]P7%HOT#C2V/M(PX)9[" 3=#* MSG5%IZ=T3XBG$QT9.%G"]|*9U.-6,)2VA74QHAHXBLK]Q,,2-FH:I5BZPYT7 MC=NJR".!Z3:M'RMVO],'P9D;P'11W-
6BWG*I2^F9TTSV/6Y7= MZV9RD>HSPW_;TE?^:)FPBO89B%$NBBG^>)C@ BM.<;J#D6ABTF-1*G;3L^[7 MR$:Z/?(XD]8R/+P/'X.^EAO]3]X%1
EEOIVB17<)K%ZS?!A!#U7@I]\T[51 M#Y?ZH4ME Z?M*(P5,"W?#&51WP)E\;G;OEIA0>B+]0?>A+[\PYT4)YTYTQ^_ M=1V;(>/VBT=9 $Q8)W)::<>$]Z"^(;6Z&N*;+@U&?
VB_7U%1P4MHT7V]-A31 M0#->=P650L7%'[B4,W*TTR6*]$_$_M-UPT]H$N_X8;=N3#W0KI8'V@L0%,D$ M+EV8PC[8_ACZ_^OPMQ-)\>X3ZAY"__N$NGY?] EU3W,-
!ZI.IU'3AGY@>^*@THF#"9L473U]]*2!5"+K8R-)EB8/MGPB M$ OMM@2ZSO3!KB[?.86PT8W]2"'TL/54@@[4%N]$ON@4PCKV]I/(_PQ:80G M_KSW]81_Z9/;IQ(^B65T%-
D_OF\ZX0/+)KQ5_WJR&85^%QW7+U6_J-^N)D;/ MJZQ6X_O4;(2$6::PH#48K OQ*H[HH3N;#>K]FPU""/IX3_9CETSWDQUYTV=' M/]S^WS4[LDWCKUU1MZ5'=HAZ=8NI_<-2)
N%WI4^2?*O>2#Z),DGMZ1]D]1- MDM3"5UE6]N^?*-FEW'G2K=4Z>GR9DBLF1F)F M(K;9E9V(U,%WSDY<9M!\2[*BZ@V4=>PW
M1Y^KV*^['T]>]!O$0RQJBINC0!O5N9Z$N*0JZ*H8!?(]*WSMLU U#Y)3TM7F M/*WD7_>M),)\4/C73=%#T\')T&M+S6,DCY2_O5/6X/'D:[($7,$7!;F2,CSQ
MY"F,Q7C);1H'8'$&M5IEW68'#7+OM1S@K\)BJ7L.JFQKHZ66+N>Y"!I0.I,' MY\P+'E4-.(*N=6U62F/=W_F9X//D]Q!'[@U\@%+RHD*[,_#8)YC/1A&PU#7[
MN$5E%F+A%E6GTK_PUGG)27@P\K:M-D*7-%91FZ"(P=%CX>IC<1I$A8E8+LF2 MII)_"E:GH'1<KX5#XT-^1&1F&->JHZ4UL7"NUV7:R$<, /D?6M,;> M8
YE77H2W##LJD>$$QVA[0S'FP4"K!VK7R7(/5IT=&#G\5B^(X#]06D)YZ2.X14&Z6PA.+.]<8&L<7ZXG'3NBUR:<4M5$W!,P1?@R5RZX MRE"0.SN/)K:K^*^&]KE?
A)UFP4E#>1>K8Q85;(NS^!+%(\ZN._PH^'A^]N&/ M0\H'\<3$M"'RWFY]WVLK?^^LLRL ;EWL;'GC^K)XW9*N98>*5IPI>/&Q,4=5@5L1CQF M68H1KFX4
DB[5]$+7[7W!1Z'VAV*=\ & 2;N)OFMR_T-BS^/FG50'1"-A8 MHEG"T,,O\8@8&; BY=LLGP6?MEX>'1X'F 7&H#B1:?XYU+7@.VZ*83R*]H)\
MF0MZMG6Z;8'&+F5)IIT%:'-5V]931)\Y8 MNGT$XZC[S1-8_UK8+O@=%1PS IMXR7HE2)98[D WG"7!FV"6C5F X3=,3CTK M9VW*!!%3R,YB/9%:;Q^PO&(@3*V"0^?
[U<(R)O6ORZ90GDU!.8Y3+'#*?=(JE?!0T 0 M:F%]E6'IZ&3&,: A'#G8"*SE+EW&;U*NE5&N6Y :+GV/G-'@-BG]^]$)2A3^ MU]91S<1C7R%382RP#+#6>3(G4B982)C!/
MI%1X,K/R&>9O.SCQO[I?!1B'!S!J6$YC':Z6[:3#;CB4:7S- -/:?NJEPH/W MNOZ#" *^;YY86W9=Z]Q4/T_9Y5"&4"X#L@7XNO*4N/.\KU<(QI!D(>$]B'(Q* M;"#\U43BN;UN-Y;-"/65IR[?
%7)K^-!L171U!9V1V#DC2P'X=W1B-\Y)V,+8 MQ6;]WQ_O1KOEH)0TD:-X.IVC?IM>_M=/.S_=?4PWR;B\PD=W?C8Q_U$V).TC2[[@PY?@1]?S5\Q>OOE_77>"#A^IH8CKN4R M8>-
N,Q4*H\B+K,_[&I5L\FOO<43.URA%]1&Y=X;3I+@B91*C,Z@.QYT9TVT] M?"V_+=AY+U]?DC;#\$RX'V*CHC+]7!P_?MK@TN8H(I3_HW)(QV [J>HZWIX M-
,\M$9]):QU'S2,0U@SWIL7.IKHV.L!D9^SH5P90G(4+C:.!&95<64S'YO[^ MMY9CT[Q@4"# ?_('+-9\K?,,V+1>]'9 MB\ZG*SKOK:\W,76-6.5SCOL0$V2D
Q9T!$$:3"TBS,2GK=*D@Q@;&MT__(U# M]{COU(4+1]R_!;U N;(UV2PQ6]]NZQ+ZZRO+1Y,BMR[DCH_V"+I(7\TD]/$?(; MZL37T[$VO6D-)\%K$P5KLOM;(D_]1QT]0L"&!I
N(DYXS*C$_^]V:] *YP:] M4#+Z@:XD]_G#;XIX!/-=)M()0]H@\(9OI(VM$:P@7*VFZ$;=^%ND)9\5NH% M@WB:3B*\!G3% F/F>#P.7>O7PH*]1X5D8=4TUB@-=Z-19^0*QBR>]
:FX^]$ M6V434P]^7NY@:MO<=)_*!LURL\]YK[YF0BN'H1Z[X65Q(W59D^O!V=O12&(\ MPX4;*@*["L.B.?>\@S(BY6VF":+,^*@;[6.D+D.?VS+.][>O[BZ]I;^=?849 MWTBN-
X/H\A+C*R61DR5H1YO#($UTCX";-LHDE0'CDOG.KDYENP:S3U,C6I0 M1O>"%.30RFHX:_<_4T_;;:*;>\"V@_;$_;1MJ6,:51%_F,+@^)) ;;+;0\K%%ZMI8FDF.TV K
M[$0;1O6NL3:'5!^QB5H4XI\Z&>#8K]!\K:=)?"VPQYO8+*/@C*<+\G[PS<:8.)B"9)3,<1\-8]AC7&N!-V55 M5CGM* '8K8*X1G:<&^A"3AC!4620'DC9"5P-7#6)_;0Q7EK+[/[(>/WHQS
MB1$_+AM&SWT,.K.3F<*X_:*"/9D+3=M#W2 BB)NX"[35"G)J-$6;V\.U%'<"\SD0Z^9*"+B+DK]1M+=A]\3Q"X2.J-N&JR M"?JS_K#M&B+&8OR%G,
2XGGX$:H7CR0K]N5.GQ7;R(H]Z+-B^ZS8!]5_T)0= M<(2Z#1S19ZD^'$]1^@8&>WDN-"/.]]&Y[PXCISPSHF+38?+\NRKQ$';Y&9#
M@9)#=!B=*"U2ZO.LNKPRE@%]35N:XUS]]9'NC59!/$ZB/&%3Q.Y@3D0IQ,UC M-9W01&"(?(YF+8^AWG=B1:0%V/KJ-DJEWR.OA*CB4#ALDQV-%]@-L-SCH]#2/ M$>]]7F46*%N+
[X9YGV?SZ<)N=R>^-62Y[O;_-@8@]$*7*@2[Q&T'@SI[!]] GYXMI1F+]A@=6B*B?F3.!?E M-<2.]2R_'5P<#KQP7C)#?Q3YA9$*OXP=M2>/+Z&G3*B0E5RR;;H0E$(I10.
MO!8#HM$5;B%8_3L<@B6#R-(5-3]U1*/;=K5\D8PT4 >A3)*7_6"F)Z07(1F& M5=XB=);BX>"DC(4FL9,?E;D'=5Z,'C("NJ=944F9&6<.V>-\07@Z%LRV5W)S
MD6,I]>7+FYZXNB,G+2/ 31E?:>O?6)E/285#F W_M#EVECOF?]&S:P?K+[GBB91_$ M"44(;IM,Y4]F\Y6K40QPG5>&AB>]8 %W'I$0M)#.*2073S*F@R8_VM^7:^D]B
MQ%.3247VI&&+9(&EO\S1"VZ,V489=4:.K9[1H%:S;K'"9\9L_9UQ?2S[K6,] M%%^P# 0L-CT*$@E9&IFNM-WNM_\&KP]+7XH28D2V(9\DT?Y9*\U1*Z0X*WK0 MS6D1^_&6WH.
+Y.IP],[7?(4VM#,'=L?G[7UOY$@62[FB%;K2%R=5'F:%%>^ M<5D$&_;"U%!&:P^Z-M;F<["R486;,=)$O2*L%?.QNKX2"U3@W8_J0&;Q-&SX ML6I,-
@O3#+.]2]GG>+1OVC60[983!2=L8U]0W5QC=0@["CI$8,:>$WQVVD M[PLV%KEW<:?_N\]3 @0NGQ<" %(\B+0A\FK"#Y<9B/R4#L7.N'HXI$(S3M\0:@
M\X&>#GMZLHF2S8QD#A[6N+-9<2<1T"^-#<1:I#SOL79?*Q<9Z/#N]'IE%=.! MI* 6YL3&08S23H!\@;=H+3Y>"XT;GBD#LW\%Q^?!R>E%<'QR M<73RYNA-<'$:'\Z>G%\<7WR\
H&\/I#^^.|)\G@W?_.H?'3]\&@W?O@HO! M_Z$GC]\##AW?'AX/?WQUA,Q_.3L_'!U>'/7CD_^/#]_.(5[M[M/QQ1_!V1'11<%3T*-@'-_N&4 M_X9?_GAR?'$.>_7L:.OM1^JP_.;[CP&TBH]
C]_#P_"YPW]Z3WX:G)T-3O!A M_;_@]S_6W#VQW=/O_C[..[-S3@C^\NL-?'9]A5FH,!FS^/S_&IP7D@0[IU M=N"A]]!^I.[X'W]<8+>I285-?AB<71P??GPW. L.C\\./[X_OQB<'!ZAQ_$I
MNK34P\-[/:XB09NXGF/FWA2N EIOH2+O4#]!>9L/H]S="S1-:&/ZA)Q0_^) M@F3\7S]%_W@<Q4>L^BW[S)\WM_:O1'7S"]I'B:TO:Q]/^THIQ$$I'D@QE& M4]?BZLX+@E8"8?
U33R*R8S8WPV#O9V]?5*]X1]!#86$"*!]S6&(=[8^+DP M.]K=2]0,BZDO-]5&X6\@*^E>#$H4I1"_F;Y0&2'"*S"X.L_(K505#-)$WY2;&%5Q&!1L_O,$U?C_M%"
MZ"GY(!+&U_;5S$<<_)-F%_7EZ][.$Y*O[\".G:KW40E?[:5L5_\[^GXTG<9I M-ID$_T#G/#0@Y_Y\!$(KYF./C?\KRS_3OQ3_"T7(B,\/$_(5\90B60QI9^Y- M03=XXDF[]&V"@,5MG-M?
#D8ERX.(LPI"]H[.HX+KFY,LOH;1C,510($$-Z]I M0KX>%"W#Q78@E?1@/FB;D,-D&';4EBK4"F4FY>. 3LT2=' 90YZL1=&Z^S_IUB1,E'#6IT?
M'1*!9+O*E%+DA(=^OK7;*9R69#G7XY04'6PD8]7DTX6OHH4-4G.CLHFL:Q] M&(RSF*,@\"]GXX'8E IWKG>YB*E\'PSB%B621Q]_N4]&B<17B]%5/";<1FUN
MV]O8QCG%2!8]>LKM1#3$.LV5I81N9(8OGS?*S"-D#W]G]3)TC$1_0P]%K=CY MFS6TCR;KP=_X*7-Z9$^X(2.:^V&Y&R+(\H[AN2<=2[S]:0(BBA+& M(,#!(EG]Z]_,K,)"$]3
:#R1)P>2R*]GRR,K-R%;YO>%8],5.]4+!+R,JZ M^%OP*EFZ.JGFW;8=<.,/^2M$5/+*]+>/0O@$GMBX3"^]H^G=K+X+R=21Q.3 M":
(N73BY1KK_L9'6L[CWK4"5A"HHHAN%3ZF7/U_25[&D#^\ST7+H)0L+.?5 MPJCO "Y>$S90PG,=&9]MI*6'7*MAFIX]?E8EJG)Q0-A/5NY6],_/SZ=@M9P^ MN$^QH+4&QWL-*?
SZ06G,EAH0/\B20[CE+F0W?0&_32F>]'A5_%W<_!942IP1 M]]Y0R?\&F3>0U#.H"W+$DTIEX *FTB"Q?I1Y[:"\EI9V."9%(08"944IXKT\ MO=BG(/A3)C>@6(5PL6HM' +31>P(QYH-
Y:OBM' MV<33?U^ *?'>)X/=QDCVK8CF44S)S)1M0!7 *I-%31B*96FZEV^B7O&BZ*EU M4L*4W ;>"!6)*E%E0,HJFM;'D;XG)Y*?NGO&1%8B/$.71ZW3##F8"6F/#=02 MK8@YQ4=X=
H6/&MP\&PN>-;EX-E1!<_6BY U&B5RI!/]VM^+VD1Q=ME2!F9+ M^0B2/6]F1HW=2S46*;\DG:MS?.WNED0#"BUI\[_#A] ?M12G O"!=_T:[6Y MOPBG_6MY8:LI]28>"=XG-?
^:W6C9TTGA[7-O M@*4 M9Z+:Y67DFDAHYQ).F&4+P+*MM\>RS>H@T361L+V.,YKB(#GU=!64WK*&D$/_MQ+Q>-|-YNOSW>;F7Q]GDZD>]<-:AD+C\2+N^\/2YO3W$Y7#>
[+T%WMPW4,QKN7;PAAV'OSL&NPXS]$:W M.@ ;WQ2.KTBC7#+3[IA;,0E2QLZ4R=/2WL7$_66Q9=1D[7-PB?#UI/D&G3:] M61:_G2I[2[EO5$[MQ!.A&G,;;F4_2RCFT'PB%E 8WC?
H_RT8SGOS_+&D'U4 M:M,.S!:M(W5N^' 4X7"\0:]/?_GAB%P^EI]+,5.L>2&+-=<_'NI@M**2?# M4<2#\?8<1?7:*P=CWFVT.K,SHQ>-T=_&[?R:T>LSGB/]MY5Q/V)F+]]S]H]A
MQE.I4]Z;'^&Z0'>%#_A.U7C[N/.POYZLDXE=YT3L(TO$SE_,KE+2RI6!K1+H M^$%]G?^:^#*&F$WE7^TK=^\Q>$X^*V7 0O$&_ZH\.$B9?_J*4"_ 8X_ 7:!_ 9$@ZMK.$BBK-
LH^T$! 7<]L1R<.*#*7ZUZ-AY1NPV4'+.K/$74> MH_Z_0VQ=8#@OJ'R6]6L#^?<=*UYU]%^?:N_PRV]FR[E\0CS.Y;76;OK]?=W4 MH+FT&UV.A5K6\.WU?F\55:@M.[W!OQSI94D&
T.K=/ZB]-M,4VN)C)<)CPSX29% MD:D])0,^DMTE<]0OX?1@KVAYDO1X:O+2KVM !Y_Z/AB6AU/&\$.)]+0X]BRA MSTQG20IZ4!/7$3K-'"I+\$I1 UM<^]%8D1E]\%OVD
M/UQEX@&TUF1Z2@U6)D^"I /?S.C#D78VAIT/C1*KM;*+%] 'M\F+(@E^-Q0>-W8ZZ/IO M!,!B19$IH)*NDB"]H9'W6G\<"R[]1A3+""[:0RGT']PU7L0_5/M+#6&'><;
MH7=1HQZA\[_U;N1F?'5INFQ_21-B9"-.%.YT[X;K.S9>H!'O-#7'|W$53ZX= MCD5Z,/K(\OR@\M_0\ (Y H%<\#AEB9P2@4V#";VQ; YDALG 4VQN-B6!_S>T MAC_.\88!;Z1)]+0]
[!,5B339]RKUU4?]$(&B6%+#T'R GJ:5@$Z 7:#;(7L3 ME'@R[-!(4Q-W%LAK M&WQ1S]^4RFD__4)&#@S?:1D>XZX82%U"XD93XL93VWP-5:KF"ZUS%!=5:D- ME6'B 553+_
@C*V"Q[#!F8QH_JE)60)1FXW042/+@I=3(UQ&*(1+&/7E*VE MYMND67Y%]HEUXR%UXV?#!R3PR*A;$"*NT_^LT7U+<5$FF&$1PH^;"634K+$
M9")EY"F=%DV[$SPFUP8&=N+,7Z,G'O;Z\>T/U4L5+!%WL>D_U!].I <=BF57C*7+6K/ ME7P?/Q&W!L,6B):/#8SB.7,T-Y:?AW1=H#X"\PBY/69U;0&;X"7$!%Z-H9;X
M@=;&WN[)7Z/9IZ]A(%D$B^_Z)^1T7]]7S?DTS_)_^ N/8\0Z.:Z8ZMQ6,L^MGA8QL^M!222M M!E/[1.1P6M>I=DM#4),/QWL3/X%0#CQ*1YXW@+Q^@*:!Y>,L1AP8/,3AQ.EV
MN<98#E;&I22#H_UX1O%K>Y3VC2(RW9.2U:AK6?2FQ)1(7"N5$.T6ZFV?1H!N7!2\]@HO$&S*Y.:+$]"OPK*+_4[E%IZZ$K^D\B]T5=B6>%*- M("7+HOG*AI82^T19>?M^-F;\W
|YNSI'0VYHV!7]Y]/)X11\PS]TUW"H8%$6 M1N1;P:[CH:,&U<#]3]3^K"XE\%_[%@L4)=$1[U!]R 4 Q4WMY?A4,MU>M&?C)2WQ(OL]C\O5^"U;,QRAU>$>)R*\ P"Y&^- MSFFWW:S
\FV:+A#,9QKP03VHTH\\$F%@V13F0:1I^ 5:YD]"W;CH2O6,:0&I M]Y#A.-CW^R&"WH)'69ZT_V-?9RR94]<#"A3)^P?%]RK(+' C3QZP*"_E"+FE M8"GN+-5,*&<];1HN M#-'E2@:
[<'R%S!!AUR@^(9B-*+Y]]-ZCN@V[8A43]THWABYFY37NI*Q_YE- MRZ&M[M_*#LM!@/(R;-D/"I+,DWH)M7_IUELI;;0MIRR%]>D9 [M8>;_3[2]=>L81W:0?_Y;+HL^CH#4M
MVYA)87\V[!_QI*713*IV$O<);TLR99F[<10_W%XPR+K"$X(0-O1_^9/V5)/I&Q]T H-6$7LU5*0T ML5WYM/!I.>AI2549VR^T=]N9/8P5/H &1HD.QZB4*;-X*#:1-&$CH7#@2/F
MQW@(!D=$]G9*&XO@T<44!MP!?I*2KC*.HNTZ#Y0P3@NA";3BP1HF.58R$YKB M?"]A9\X;G(3!:&8A%(^8WS&#GK&OJ]IVF1&*>V4=H_(..;$B&M%<)#RO>O^ M2$X=?
BWP9S)>4RG$W@_XRM"86 %LX2]28!EL?VQM68>2I*6E<2L<"R2:_&5@X666RD:H9C;]?VO4L/X-?Q__IHZ_^87CFP>.;[IA M8$-?DM3TK9DB,&@F=,]_#NPT"H/0$Y6D5%NG+&X+
[40/ M\X]P8L44L09[F4F77+)BR:P?A%77)!5]117K.;4B8F<^>^"G2C#5=+\PUG6 ME?1F3]DUKH=-5K ><3*Q[=AT8KS0ROVA<& E+AZHT#:CDKFY^D=4QL. @@P)
M<54]'7N]BQ1>NIIGYI>#2S.="["DU!C+WIB)Q'M&[B3.(&DW$^.IS,5XXGRY MN=!.JGC7,?#<2-=""-^1:U11GG0^8>*U3U65,OMQL(6#+1QLX:MYT8,M,@%! M:'29ITL^?
N,1A+^M"M>F"E=DTW)4#>JASH/T66/7!H-:>OH[\UTQV[IEMK]0 M:2-)D$3\I&!'8BRIF@'+#^(*T/N7*3-]N@XN,]%'V6::ZDB23O&)[*AT!"5> MSUPNB^P%,TGN]_K>8(W
M&^D+5_<3#.3("CP0#+*E"[W;!XMN]+I1135]FX5$WIL7SQ3WY@H[(.6 7NC MV1M=K/AHZLH;P+$+TG6K\]>MC/+YL]MSK=6MT0!!?_?],=2%MF]@DP24XA]
M.#041@O!>$Z]]G2_#PF_199=N13\;V M3\8?^'LK=3) OKMPK4GG4)/: '-Q+CG&M4_L<8PXFZ,/\]-S]2U;]]N MRKN_J!^R+[PG"]D7CPBCI!OH8V$_7!+[,3]IC[;
<"8K_Q38T,OG!N]'7/]O MAC=\K#0Z?>Q5QSB01V%K79L<[7C?+5CDZL=BU'MR.+E '. <.I*Y?+] M_'1HQZ2V MG6SMW2=K8#F5X-$-?;"?X,/B)PXDT/Q'0Z4$3(2G?D(/\Z?
WUHY3^8H2(UX2 M[)T^N"N??9IX85R67LW6X(G^3N?WS:XX8WD*P/1]U:<,6/TD.1J;)MWMR3/Y;)>H\@,O9?\N.]WMIJ]P_VI]JVE-YH]O=%N_S)/@8B);#$*T"U:1[]H+*Z[G;]/\RM^
M#&B$<9YXCA(F/#P9MC1SIUDTDOI_SSXOLY_>M??%CRS/_-I#T$$16C]_."X MSE=/)EI0"U_XU'><1SR$8PFFO34V;/_7ZDFS]E&$./BU:OT,/CCA^,1TR?C'
M3U0U!^XMOU9#_^3!,"8?<,]GCHG_OGTTFSUVWW]H-Z0Z_M.W:F 93*UVL)!^693)EE\%(WFS&"3O |F;_M>K]3WQ])\Y_+W*=N_H7?A8_IX5'=W5)YDA%E6,8H^SP\R3803"5B.V M4]?
K.#K]%>1>V_@AB+8)^V] M#I8#!V]UVUN2+2#Z)[Y)9U%G3D]L(Y!#L 5 M1*=B.HS98O4+Y2Q@JL'0$YB=.[L8F<4__VUG/'T6O?BKZJ&ELU%H1PO]'J]S M)=C $&C,0T.::=OD^-
F&S'>RC61WT&G/[T*,!'S0RL:RB;)XT5R)8B3HMH$Z] M_^;$V>:$:X,2U^OMSMZ%$VO@BBTQD+]BAQM4/1B"<>C1<_0VKM5:$:?^QD?^B\K M 7BPZ:$1Q<;":8\
(CN66;20>5[OR@KO2 907EUZS]>:$U[H4@WM'5V\UYAFIA';D?8#>:T67* MATL3B]]>'.*Y00ZWU=*KZG+76/Z+\2K/V24!5#2[^#D1CB_@CKLF?W5K*(!I
M[=WJ2N24A"VX'='(@=7I%\Z!54U-5"HG4T?KSX=#A\(C MW?:FX9'R\?!]=.INB4X%$>:73F X#Y.;UBP"O]1R/-F--"E "EW\5#6[[]\'< M \M6K[W!D,3V2-BO#N"@-#R2X+S #\;-
%$8]'SBCDPZI=81'(QX M?]|P>]_Q;=>CWWV)<2XX>[7] "1.]^V=B"W0KHY&3KMY%#IC@0^,7'_L^\H3 M+8&K]W
%+TL/4R#T5NUU]F$7V/9"6]N"U,0CWFV\GK]89!>VDW+*\%%>[BA= ME4'00]#3>[6=<,CQ ;2Y]WM5@-H$4*OU>CXL.[,/U7&ZEC-[7]0VL/PX$]KY M!*GZR]HGE;ZFF6X(%
[9<>>LK/F4_LC3?->U@]DU/]ZP1#*0-KB]$2PS.YG(T'M'SC=Z]#?U3OMU]-ZUL*&Y>?QRL_]X-OEV>?+;Y=WEQ>WVMG5%^WV[OK[__WS M^MN7B^^W]M.,=O&_OU_>_?
G^W9>+KY?GEW>_%)!.A5H,GYA2$'_-$Q.59'ZS MC'O+M@)+BZR_4>V;C8O3_O4V*E%S[^G%_J#V=1-O-R*7"\N:W]5O50;>?S_M=[OSM;_'RO[;HUV].FCT]'Y]4]4]H51
=$=S::I2,;2+LS>2="8"Y-ITM$L+^L M)/TZU4&G_W9.S#9)UP5S<^-BU#VHC:5I)%$_N.X'%N<<^.ZOHI=9.V.CX(-KDK*\+ M$?HZ,%?ZP'64[BVWUR<>B*\1#O/HA[NN
/FFGYY/2DOBY-O5_KR%8HC9;> M;/6/HWT[IO\,MH_38"+G;C]L&W#3;V_ADE,^S5,'=S5\FIQP?8#][ ]P(FVZ+5RMU0 MA.WAO,96/]; _,%:6Z]W^=:[3TLX'SB8/]C7VSD:0!?
FLEO<3)="+6;WN5#N M>&S1*%]?=F!W:5ZI<(9%=],O#K2F]H.MOM.[R7>6>LD&CNU*L4.]];=$-18V MQRQL;@-W^,.1_B@\/TY-_F\(-NK[=U_$R!I:P2^S>]VW),@1.53N)[
M]^QU?%_($$2<+?P'6O339X49XMSA$*Y9HM6F)!G^G(5O^E&BKUUX1N>V"K;>'=1.:UF% M>'.]A_/C<'GU=8.=?3:\]$!X#+WK+V%F[BAK+XU5:'^@-3:IVTFMAO_.M'E M'#
<<_1N]Z&/T*\OW,*=?9^*=2@.=1(K5,97_+=TSUB94 M?_[&*VFBANO&3_;7=P>KB!EH/>[W?T M?BLK(7YEXV>['+[8ZRM<_3>[NDK>&'1<$KE@"=PF38AMIN MK7-
P=MT2:#D=-SDT6Z=CFI)U]LZ_65O>F5!]MLWX?L?-'E_T0)7NQ=PQ0A" M#PA4XE2KD]>:8[;]8T,5Q1(_]MS/XKMBCGRZ!.[?]_>H6X#-RD=E"YIEA8,D MTTC]C(P%H3(6E

+ZI<3LM3/EEL[TD!D>^1@,)X0TP;#?21_94D*T.\6Y"*.<-MBI(:4?4S)LSO2R)PAE>A;RMHG3W1*_"KIZZ\L?DO \6O*DV^:G5IE\^%-@("@CN3PQG2M".C+%E
MOWQX[=GT6=_Z2\BE)!O!!\)6)B5;_MVCJ!A#]" :S@O&1QVL -7 G@>)22W2 M'CSRKGM4,QP\"IS"%)H6^DQ&EF,X0XL,6[@@4\+WZ9Y(\9_0#ZS1RSZ@K.Q\
M"W.T^C\G)]I72]CF!^W&> "A<0MZ2CA#6&NO\U&C8 ^\7SLY45\D82;_"_^) MEBE??A*XDP|:!P^B^D5T/.EWV58DB2RR(ZMK[7N>;>.WTW)]&I'2#0AA^U*Q!SDC97+E*AE?
[2^^A;1!\D;DR9192Z[X3QX^1> M@&R%YTZ(YCFHEZ:-,FP^ S1IV"/Q!Q+:Q7I*%WX+=I#P;,L1D@OS4!2.*DI' M/(184(%';YZCZ>-+#,@K&TK"X]25Z9M7I!_MC'QX9'1OSY]SY89/:
(I:G_/+^IBE02+ M&<*[:+L?]IFNF@OO\$MNE;G=-[OI,^OU4YUR>.R--]R3TUU*

MNH;5:EV<"2$:#:_><5#.=ZNOR_S,Y- P95'<5I2SR;-%?UF6UDE;3,R<107- M[4SM?"-; 415!Y?_88&_@D23(I_&DFKY'F#7Y5R%S[(M\%T[1T))G.4 "" M K09;1;#MP"FYWL%JMS.)
[$;T&14:(:P$GC],K!:9U>6:;2ZJZ$Z?P@7VU/M_M_$/O9'M(HDU]*-HCK)PL8+4VZ-Z0IM]*MW[$E\J6#-_*]U[H-8 \VO,%CB>- M72K+^ -^1$?3?UC2L>(K=RA]8=&:.-?$LRK%27:
<[OA'%]=6R0%C1CCX^V2 M3CT#/T3+^H0!S=.5/P !P'YN<#LYH"Z&)9B['<,Z#"A7_^]M+A3/Q.-B4A^F MP2!@B='VA$UD+OW1B#MK^U'"9/)K+GS8$@ 7.\;D6ZR\GK#.
<\KI#N86^'- M"9^<)GH^1 (I3)IA%'/QQ>8^D M/?/B[II&HWF/ STRSFKQ=PS2]OC<6UDOW3/KEI=H]U:C:#[,V+FG_R- M)=DR8MAETN7CF_+':FP 'M*VT@U=>\.T:8ELS+U 2\S
MZV"'*MTT##NE@ F@WMM%S%5%+G9^$E%FOO%@;<-A5B;2\Q9 FZ#+C@50$|AC MW6@V&Z_41K(ZQQ=1V/37Z-7G=8 ""=4XKH3:YK0V8F78:K=E6+WF$4RDS.C/ M(\J5W
3;X\F5#C*+RNXY.;&S&3;M6.QT 9..>GV^A?.1S)Y%K[,PQ?!LEQ*G M-7L_NL1!'X;1[1781)0;96(RYS02@]?.!\ZO@HPX]G4I@FI3AWX,G*@(LG.I M"6L^1IQ);.335BIB89_IY3E57C.96E
M*?*YT1KIYH#]NP7_5T971]@,NUP MCD78B0!B/[$LDJUF&KF)%*T]L>PEHRE,TSR[JM?FS81D-@5*TQ6[,(^_"^OL MJEFS%N]"SH>*Q@%C^@26/PZQ\0)
<9XETIY1*3>T@(53WILQ]P;N/(IG_,\& MB.#;DEDC)>!I"7\78+_V:@664QZ>GN.M 4Y=!>=+R)U]]HM6^;;CB5;FO-U8 M,DCM,.SRHWC=+7_;';ZA"'ZV=LTAFP=:>!L77I\WL;?
EBADRTM;EBH?:?8? MMD0F[)D3;KYRL*(;M8+(>L7\3FO1?^DK>:+.IS1/M%\5[AY(]BP]EDA:HB"U M#+DR+R&%;3>G0"Q8<^,]).U(E-:B(S[O+S34F, M)$9Z>+R 23Y^K@D+
[^,IA>>085,9:@E#K33A02 R%ZR>%P?!?6<4!P,[<8]% M;&H'./L%*[7LJH'8$72@. (6\'_, ^P3H>/[$L5UL/4+]W2;^D-&P$5Y(AQUH M)01S$.;M3=+N0!|U_;F^O]&[9DL?^G
)EH)/$6.PV0//@ ZP$P]8J62M2EP MLV9$W7"&SJ.SQ&DGZ8M$'R-$'8GQ*<:!]>S?N# ;Y3MB3MQ$A=6R+%4-FY1 M.)%W6Y&\4!^X=A@Z(F>B.;B^Q_#)28,C7E!7L,8)P)"W")
[TB6+H5]L)+NED MX>]0LW4L)G3IHBDZI(MH*4N"(17LX>TK8<=[RY^,*QN8,RQCX*;"\S(1@#EW3"'Y29 0'HO(HIA99]A!).=-],3\5!?M%80\#X-P/C$I".1.N:=?) M6"27MTW%!V)_/-
IN M $XY0S$SC/QZDF6&^(6ZDQ0VXQ]33A?9_']A"[0/"^ MI@#6!4K=7 C1D!L"IF3S49%)^2WHH:"C1NE2"2,\/YX40;R8A4&I&$UHU MP9/XXL41AV-"KFCLHRA*WL
[_[T$T;)Y:>K]8,R&LM6DWKY52M*KPO9?Y5R>I+*5F=KYT\6US%:N9C(3LHDYR+)VU3(6EN$S=* M*/L+BU+BOPY#%B4FX&=F8\^X9WWC:$Q +!Y9X=.^ \G&Q_A^?V0!8^(3A])
ML)8+/6]PKVMT2I1%[*&J\ICX2/"H0G]24S1.,TR]/^^@=";?F\0I^ M]T&]QA$7L,J @@+PR0_#C*X^.C=VH$'=Z]7"&L:=4+$9HE"[D")9 'M-,UG, MIHZ:-;Q-
$ON1.)"%.=G/K.@%D#E@V#L7&$RA"D)>&;@-]A\[X7B2=%[K1\<$ M_[$$T"HF057-)=$!LJ"-ACGO@7_.2>AKBJG&BQ53SQ4#=R:F,)O>:#6[1Y-2 M9630 ^?
RW%1Q5B;LG2S'V:9.]R0X3@M+3)\!NRF;%?N]DD6W M*=HY%K-KGUVMWP1A%XFF5]XF8Y?+=0@TK1[FAW;F-;]?:9*? M[<&"*$- 9-^$/$>4>E@['B:&\+F3R?:3I@LE -
O>%6"_4N=M9_"5O[P4=!OU MLZM.8[ZV2NLS8 MHDND*P9HU_9TO:.!F[+"1?OL35&]R -^-1LZ #FLL(OX'Z M#@P@UTZ<+#H@<#C3D":P/.1V8,-
AP(%*&G%"PJ<:$!7Q[]JS2_\)01W&_= 9.C@3 M+S\Z>2UVW]T5NV]@2*6S)KM_=RWP$S,(;V%I_L09.!^]?\,2=%"8[!"GM: V MD?#_VX_Q/R4" !/R<$[,-OL^P^!/5F?
__>.Q/\;%C86*&XNO)3_(T/\4\M M2:3=GF\VZT?EFXUBOJFG?!-6G-*)*5/1GC#Q#:F"3*S(Q3QDWN(3\\R^^(^< MV_&[K)I^Y^G7\0-
0L=:4#U(3G^R0_V!F"AF47*V]$3HUL*QIKFK(Y5!PO>,_M__O!#_@I]]U+EYYO$R3R_JS3R5S!_$1XCLQ6Y4,="@>)9'ZR,A&-(4IG=^K M<0(O?
1S6L4BN=7;56M#/NZ9_+JMZ".@GTXOY[@']#H8&&U%6&SL>-#OS'0]H MGT!?]%=X!:3R-0ZPZV^DB2E:RW0/8FCZ6O+V4&>DN/"L:]B^)P:'"]XO MM! C8?]9,@OE Y-3=V@XF
X_H%*(I#9P8_RST3C ?8/GR.2ABH="WVGP$%< M5M_9MP/QL+Z))4FBV=% 7P/!/FG4_+S+PER>5;K@=C5IM($Z\N;'M\)?MU,_ M1Z^F]\,4DLWIM#M]SLMQ MKFJ:K(O\?
HM,*W2U0$6ZW6T4'= MQ 3+6H'&H8!:CKM.%2VA;LBAG7PJ_:U MU@K>)H_R7?XH#5#]L'*+0&OS(;!RK%R)OHK; MM&!
(N]8M;E2W%/$M='PN[FUBK,NWK6W]^W=$S)B&MK2]Q#+&+2MHY,3>1629 MI_Y[3'9)N2OER9_U92Q.I+&[QD?X]@!?? %N?H$^'6)OBS]/:71.E>&J,P+ M1+D@/V8L0":?
S$*RQU(X,&!(-*3S)5>QZ"U\U%D-^ZL=W-5<,%$4'J034>PB MTQ!^+Z)7S$DK)E?T-]$=0)ML)=4+(6I/P0#[255UP%+WN&N5#7W%TL@--XH) M3H9I%CB:E(U&R;P;@Y?
[)H7MP*]M/:E-QWMP#_P'L'*#X266MLZH84R A< * M[BA\3I.X$VZ .UL$KO:".^T-<$=?&W>VV/6N<*>#&VTT"GH7;H [VDK<.3$; M;5_5]82]]V8W6(5?[$]
;>/YGT^>*G2/43*EU/IDPK5]M@4'[O>M>GF9:1* MDON2K%#:\O/CE:M]WQTN2(HN>@1L#D_P]\ZP:G/Q\XIRU):G,])=+4B 7SH:[Q@1
9V'RZ4\ZAOBYSO%**G.>X/SEO-SQ0'S9-_]*#N%W!"D9V)Y0X]=3/=><%]O@_X5C6P#BVW,6"X 4JE:VDG9I0D? M"T?S[OB43@T&(^O:*57WM#14Y6QH O;.KRV=_]K_L^=CS
MA5SSYUZ,]B2'2Q5AM>K5.6]^SHK03]7U&H=O5H=?EK=P<4ZG+J4X"O%4>)?E M+"UKYX=^B$Y#TE%KH!V,*!MJ]NTSZ[:EE%? M-_,S@N2>6.CN%*4.30-K-#N&U5XP$V]
[*!Z]78UH^O'=CVPWG\%1:HJIZAJR MN^>5P:?>SK).-M:YNL#ZB^LPRH-A2Y,Q:D&Y<^6KMYWR]8R!66P.[QV.!U+ MVO7M%+ *<#L%W)9*6-O<3@FKH+D%.]V9(M:VME?$-
FF;M8N:I2]3:&DFT1Z3 MB%99)*62C,ZN%K;T?),I0RN"M3LYXS3&7?(5J_*TBK-6Q!]]1M#]#6X"C!=W M9,OR?*I#3]19N^HR3O'.9]='\:]G>\W!NO$'MQO($G)V
DFG9GIZ=\Z/R98T4-]Q@PM-I;=)+:DPWH-<|>GIQI[$\U67;.%X%NWU] M3)WFQAK3\X3>(>93-8^13=QL:PU59!Z!H3>V/-J0+?$;6GSE;:TRX&O%7= M=O>UZ.]CIHU]%[
VE+V)YKO>;/;) MI##P-[ZJ!)$^+27D*7M&>_.;,"OJ\XCCH@8AG,HM@1M$& X5B)R M>>?;@ T8CC8:RH?I3V/F\>: V"H/8!W(?GA,?^?; 35'>^_ C9$?P I'@3\A M%*.9!(AJV";
I\B$OHL/#@S2\-.;_L77P^Q5 MA.AJQKQT-? B4&_8W&@ ==;HRYAD^-PFB[:KR:(%DT6;U631:K)HB3$=)!Q M;,2&] MW^+IW,"TG-+#H\?:7#MRU#Q<%Z1"H2S#<3?8H-
R/DW7;.%4[G'O=-'!$AW>X M)U61\6&H^,"ZH\#IT\)EL^QIX \8&W+!R65LE-Q-J)=]MP^"EI54]MM2M,+ M19OU9'A3VL V?< [+?\ X#4X([J_\0'X'.]<-,/Y]85NFJU?Y9;S'8UIZ7.
MGUO?U(U#FQ]3R%Z<^A-[4]L9*C(:UU_N@7C6Y^\NU*%=Z4;I&?S8]"<_=H@4<@.Y31S;S#65K^-^I&K!ZR?@TX')SO^1KX(L>?8H=EW-1F$6(II(NJ*I91SFH3A)XB?P0Z#LP64/
ML(*9;C_;CDM2![Q JZ8KE"=H@WN'HVOV6--N?^@'=+ "$BRQ;&D(ATIF- MV*R@(\"(S* G)RQD.I71SGBLD M+8:2B)_H29VWH2Z'&TLN<$((="!(.CW#">\$KL/Y?!+0ROF]_/4-
,%G">;G#$#HJG"X;JA2KC\B7P=S^71%+I0!$9R+W&A*4DDS MY"KEMY:[*!W'_,W?.^RX-;=IC!%Y)?3Q(%")DS"BFHW3QXD3EC4]CF3S:O M=R&YB!V78%#SZI?
0O@8ISG%BR")8)4P/(TQ3TL\(TV4S(AIF9WGP,7WF.SMT M+*"T<'3<:4P((Z^WDR5 M3@_G916-XSD/X_Z_89?HZ*7L#70&VZ 4#!UAW-M#1%0^?99B:#8N@D8,[EL O@O4
M5TAJ;V,6UK3,2*$E"B/PS]!'8P25BY"S;B?G5AG [39*?30[X'S\,!(W-[B M):AMY">=<'20;TTM(OE*8B'QV\"R;<5N9;HNXM-]0@UZG3W%##**&6PD6$\
M2'2RD@J&E)#+E;CE1BI'Q,0 35=9FS\WC9^;/#;'&[CQ$,%(AB(IQ*'!21W' M(;EQP(4\G"-+B?QOX!1&%R:JNDP-OD#7B MJNYBOJ4\ "A()"?=X.;?+;_++#MC$AX7@'$F A$OF/84K\K?
+6[.6V)B C3Y MYM)9@XXW9'TX P^)'6=2*]//U<'G5CH++SF&1S@%X6B (P\UFIZN]VWO1Q!/ MH\$,A4+HNX O^#E@?O!@>\Y_,.FYS'@U.:N70:RA$TZ D<$)D4G4]!,(Z)WP
M4L09IJBC=NHYU=+7*VL3>N0C 6Z$,P)!!Q@^"%;Z PBC#)ZJ+"TU),"+&4S M,=V0\8CM+U:M+L^%3T++F+O:,KJ5!#1AMA>*B=U/PMLHM5U%2U\N*5,FD'=< M_KS0?
JG7VA;_8G:A]SJUE$W@*V'G>'H@['G-,>JE\"Z,-&1,JXQX4$P6(A!4 M@'$\.GZ6) @0D_8,-PHT[AI&AB%O5]\M-&^X]L&YQJS(?$D/AEL4M;G8Y2N< M>+YL\-A'#R)OML_WSLA&M+
8)+HBCIUK%UOGT_FV=-@7"ZNQY0=,_MD)(L,\"@Z) \@02)R/Y)D_Z.;P[#-'<9L)M@M^W_.7OF ?]9;GIMET@8>"6 MBP?!KIY.;69K=I]'6[N):S>73+&50BT:!XRA/(O&(;)FU$/FIJQ1:
(H/BA8. M26#!&!! 0V0-6!X-E%C^4K.V J5U+% V")3-U:#TP&XJ TE]'I(U[1]@@ !+ MF)!I%6/DUD-S)#4/%4HFD=W*%R=GAT/L[B\!EW@;BK\=6%F
M,#T;A!/IV83Z;O/LJEFKSQ_HKJSM#\]"UN?,?@/GEGB>@"]V1GQ]).(S8)3 M_Z-V7]-'#-V+IE:<>2#ZHEG1%%P8,*.&&Z?]6\FRCC%R\I(QNS;FF*+1KD_] MT*'TKA.3!"
48T8P]%W(.'15)$$WU.TMPY W>@ MM -=O-P]"07#%C73$D1\]"0\"<>\OOD\$N8Z5<)<0<)W4)B(L)W=LB&*)U 1R$ 70;NDK>GJ_BO;\7 1L]L_8R>:::#N83($B-NOKNV%&#P[L;V<)
!4X]T>^E/T M_*%&@J:"SD&C9T&CGPO_)EV"W\B<'72A?_$?N1IE&<+POR&\):IIGVJ,YZ-*HB&+,$_/HY/!Z!*&UV2,J8^N4P?% M.WS(9)/RE4Q!H6#R4.O*:,+&^
4V+6T'$0BXX[E8>+*&O,TL>YO.;Y-IC'3K M-Q$O2$(-_!I^QF Z3M4W-<2O8#YA")$BDQR$ZL:>')XM2!(9K8@>1$)M[(M*-LH) @(DMABMY+<')C\+NY[M3W:08APJV?
$45[FB6T=S\VX**\7H(BGZA7*5A!S>H %#MW5V91KU7M>PV@5^ MCN(06TW_;T!D-K&'C.MB6?!K!-\;%,""KD_(I,CX?<9.0/83Q8,G)"@#@3Q M"%:N'X<4WPM3"YDC!>8,
<."$3(*HP_95D1X^'@*Y,ED.H(=^O-#S0XIPZ]/ M;@IXH1..EQ5/R:@S)2[#Y1U2F^MC.G#R'-B,9K@1M?HR@$9\D+$^>8Z]_T
MT#9V%VK<=&K\T$)Y:&3O%*O9K:W4[(.Y5C1*B.,QNZQP$%M8ONC6?Z;;#!HMWLU%;^ATP*N!9) =3H7+_E M:@#CR0SY!O'KGL!AFIHWZK^>72F]DE!A*)X,%8RY>??1^TJ95W\-
_# L39?=TD/E M2QW<7D]^AW;+X&$WT+->",0=TFKO[.K+F^L"&"^6W@NZQ^V+SN;5WT+M^P;335R7#=_.8^$8 M_SP^PWY,,8=\.R-F \-E M'X/)]T?/6PKH#_RX8_3Y>L-
;//"*>U"01L#3Y8X9;LVNTNAO,)U[0XOGB1<#_M: QG6_#OD/\T4#-O+>@;^^RGWA=B7,Y\G_<4OGSDW6+(_=%,_E[S[*I=;QFM
M]H9#G%=CX^%AOL;TYEV!^P7X"WHMS,6UG@-76NZRWJD.!L/^1 @<8\GY$P.! 84W!T#Z[LAH6P'U#P5"FT_;1H+^&?-@AX \K M(A3 [U!$=,ZN.K5V2;=&U7OJE'(KOF%#A>Z
Q$/AIF!*C9 J',-])* M<'M5]X^&5=^B8FM'I)!ZDF@PT4>YP^S(B&7E7[TNEG_5EU3R*>779;(G* 4K MP)O*J_7LB?\P.(FF(*5'O9Z;VA4&5:':M@GLR,UGL[995D)ZOV"C0"PFT=Z
M1.IXJY5Y59V6=7)Y5=_NKZMT]BJ=ZMFE4WV171@I5TC3]_2JTNE5XL1XEK;^M'G4D\=4'VPEX]>/)9%L50Q(/P:?16O_=]F+D9>824_U$B!N(LITKFY=[9W=F5V>T:W5]
((KO*RM@3B/.RP^.'[V!:P#1-U)F=5 M$U] MH#L(&M2E#&MK3K(8;MFE8Q)O]9LK6= S.)P2I*P53?/KKIMH]7V0]5TO/RMB.4/80[[U8M&M MI/B4Y@"MT]G7IY 9<2RX[S_+?
B6S48"_;T[33@_VZ*D3FS@&2CBK1"16]1%4 M$*WG8Y1LZF&PZCA.N]4PS+*YZE68_WF$^8_GJ.AB\GRW4^4 O+Q)N8 1!@< MQP[W0=J*1^W]PKN74-<=
(0O6C_^OUVUV0:$.X6XNJ$BD4:3F+0GK6_4>AO67 M-'5=W9&V89G/>(.F=4^>=RUNFK:PH 7QT7MD/L^?Z*1/7!< /^_1-<[^$3 M
QX>WHT^L3#T@X(F\H(W:41!?)/5./H7:MW,FT K9]>;%+GNZS:_QVA^YQ+ M1P\28(3S)C!8+EM3^0EXQ#4@#C;-@;T,V0!9Y!-H9B'SYN<_X<[<+"?
[3"T!^,X9)'LC_8!##%G:%_0H(T5@F1) MXXAC'Y1U=N5[;/$YR6.ZC7$E@(_PN:RYTZ,LDZ='21]"7/$GTR3(-61K>S>OXTN MF$5BT<*_G!)$O?
N7Y&ZN/4+B8"MOKECYVO,C>!M0+:.!J32Y(T@?"=#8?K$V M'[#;?,#$P5;>7]&GETPEU9>E]"O%[!3WFY4SJ[ZE+.F C:Q'2]% 6R\2B;? M,BVX/2^WP,; *0[+3ROG]_@FWTT_?
H,BPJ3A:GY\%HZ. M']_-1J>H>REA.K2V (7+O*KWUDB]HYR ML#.Z[^5ZRN]2OBYBF>'[F'V!MWU_8NXC^TPF3:($-Y;92KVSJ^:B2N1#94HO MSAX#.+?
D4C9OW+!YOM\AX(;X_N37PI<%K;$;\S.:H =,Q&F$([M5P%'=!V5 M@R0VSS,:BUH$'R2GLA!.G=< IP^@UI4#DT5#2)H+$I>?*<$M4"L NMT2(-CSH)&4(?O ;4844D!S)D_+YT+E(-
A\^R]9=0["[*T MG@GU2_SA9E"]9EHMQYO'H 5,0_L-]V93..(AIOS>5\GS":6%];L#;?^*0_M@UO;P[@TNL)_E4.T6C6E6FNU@;6:G*Z8S[Q%3 #1\1,9G,^+;?4L6^2
M8]J[&#_8Q[8'LA!T"X(M&TUVB>3*)IHZ:+7>]T35W= M9Y5R>JC^:7ULH?:![M8('GC\8V'-[EZ2%]0.:"0L/>V_S?*I/3H"3IN/0]YQ'9S#&&=,^!0BGMC.D4^SZ(DQ!"AUL>-S?Y.)X*
(/Y2"F MB=<)UQD6=$-='4R2ARO3F[5"F^M\G]H&C8:5K0:ZP2./R-| %'|# MOSTP;P!GO45%T'I/S2AKK?,)*&O-FJYLE) OL]5*7SM4^E'@3[0(K@'P7^*_M/'58LAD'ZV4>??>1W+)@?
#W8+HZ/'S"&AEJ8+?_="2'G+(87Y)8A'+O%!I*.O! MYP0.NAWQ71/@P7V6+,O0Q_X3>V2!H2X.%H3\>N&:$! Z H#8-P)"4P&!IZ!4 M&O2.\P7'@MUCF^^ TGZP3,FE4G-
Q%G#]\/B(U#L\K-Q3E.OM!Q "1(R&[HP0 M*'WF.K"+4%.NY0!94X'QV^>'E89P. V!I_A.F # M8EUI98RJQ_2=.L]\W2!\0*MFOI%CP26!VP$P&C!2*OP)Z>,_\G_K7NWM2
M/)&NQTX(*B'Z!O1I'$R1@&K)E1I>.1AC\P..#2CG\%'?_OGW?WI2/WJ#F@[J MIQUHE:A?F W2+ZR7@"=+$Q!W*I>3I$6SCEF+Q4F&2WRM\.P%)Z3-)UYQA^O9
MFX*=*_=Z;U5N_(N"&KL I7QC1RLI+)1 M&Y^ZMD-\%?Y!5AF%9$K"[3=CAXV4HN@[;D/I?[=! (:V_BGV;(/^BSI1&+L1 MMBG^:^#'4T/[].F&V.M['Y9OHN[NQP]CO55'QGP/FWWOL
=?OX^GV'< 7@9$ M'^GGN$@T^:WZ6[G6#R"?O0?ZTGR;]^$SN&^O,:=!(9? ;"IA79_3AD0PWM M0Z!W)Y*E3(CG^>P@H'2_<3 [A^X)D#WG#&A;$>S%OZ)?.PGI>U@B
5\)"8&)JGMPL?^# 33(&"1B\(1CEI4-L&/+/!LLDZY M/8N2BVJ/6/PA8S]"?6A/T$@W4&Z[,3"'1)[A"P=^&%&Z=!BC/B"$>TV__0$ M$TQ>H&49Z0%Q%,!M^$]> 2+DY>0'>*BC?
W%"VRL-0GI1#GY:"B*$G.SK\3FH MB8^"[L$K(IXV3OQ]X&/5$][;X#=FM,)!Y]+=B::A9'B6N6*A1.Z MI")B'Q$?U V-ZV;P(%+R\#PP51U $_(1&0'#\!W'#'"! FI?(,4!GX&5<3X'O
M/8QB%]]DE4-4DZC^#0B" PL(S9-=T/4!'/.$CD YAM#7Y%F$[&<,J#G!Z+@' MV!6AZ,$MHG&,MR?GI#S!"0E5\&4"611<2;#<1SR5N!]IY"-IHNGO/IS;')6U$ M2?X7!M<7X77\
L)\YK$1G*BL=!%\6]"N(#)O8"IG((R18"2]JHA7W!PK!AP7@2-?CWA MGH<;23F&I_]3%Z,A_(H%;(AT"U*RT]T!9X"7$:\8L@D2;8 >3&$*X '^_$!?3/
MN3M7"S)0&8X".Q[2H1B972B%GYQCS]VXO*1.UMT M^EIR^E1C[MXBJ)@IL]T!9Q.@2\(^F;0"N,7!5\(-.6X)PL]P?/+BU!Y*K+^< M98;/E/?RU20,64ABWN(">X+/+%#/8 M4!7BQYI
D!2R33'|!P6/4)8ULZ."6SKXR++C^5,^*2$>2%)T^@%Z%9EZ@L&D M.KC53,J!0&ERIC%W(HD1X,QLCDWF0*VDPVO(4UQ:B &D*!?+3,]@8*TBY] M<1?
<"ZF=>QZ%K+VJD+6@D+53%;*^ND+63"7I3ASX%G>Z;^Z_OZH'(:C[&?_9SOXP3+^@ M3 MU5CL;- RERD&I]&X#BZMI2X#;@:)-:ON &F?$7=*C" R+>&% 9/*OS:Q$<4I M%SE
#456+$RXLZP^W?[N6)C6WQ6S'!3+&U8#*M^XCWKG@S/F+^]$*?JYGP0HT46Z'V.]{=0:R7L95+?@>7A+!GL/DZ1!B@:] MARD!S@C-F30"(BU%&?V-? -_A5NX)1F-46TS-)$JC;?
D#$\T4B-NH8(Y3A,0 MP7R(L:,7?-'WO3C,V:[& FL8KP&.R +;-70T,/R),S!T4/TND[_(44 ;P5WS M.P]O=&@YHT,O:71P&T$JX.@7%PYV=R8C)921#VP5+ \P7-D2O5AU=V=8^SQC
M3R??]&[_3O)GZC$"U2,)OZRSCZ]T]JZT!FT;V!O_>8(;\%[^F-WZS&I>#O\MZW>RV+O_Z MI>;R^]]P=6KW%S;4?._P7L=K+8,[5]23ZAZX-D@L+WD6F36)3$^X<8BQ=A0=
MTA69\>DK8F2MM5 (' 0WI&/G9*HY+I:FE%'KA292)>)MW!O4]6E[KLUUD/ MRIE4TTM/W\<\A['MCDB2P\O1!8H)F],X&*#_H:'3)/N?G!!C(_&3I!U6SZPT6&KN"AE\]$J>)!
M]M$9)3-=6OV\?R&Z_<$"Y:IN?_(X^EJ+P?7W,39&^N((5%!*\GL#V$#1&IL[MEI%<>1)6FD=2@!]BIRLH:6LM@N)-O@L4":A)],3H<,$-
HAL6,UI#="RV.T,$9C:2AXR7'FB#+>B1TI;L0CR6:]RD\(&FAHYRD;63>Y7BD355 MERS8:8/Q>E@RJZIW]&$\:;JH\G#7O3!V*$)%$5#FS=3OAAF. D#BFH/8T'KT MDVQ>ADHX
\4A]?Q['EIU\P0B7>>8/&H' <\I(>CY$?<\KX\U*) M%8P?.\6&6=2V0V&Z,Q#8<;@IB\\EL3"L$N=9-L5,729%]BFD2TQ.'P&TT%,R M!Z-.;MHZJUK]O^=OV,SGN9W&NM&Y0RA.,O?'2+.*
<3X+'YDC$G8!29AP??'L M(%%ID;78LMR?\@W(?\J7H20J8#93VIK1&ZJO?/];3#1^<# A1%"02\Y)D >@ MW#TD'C)A0!JT#/PB]H1]Q*KDBS0] @X&5.BJ(V)W:1G3U ' H*9,&ZKA?$
M.TW(C!J,Z:()MMQ_1ZN0;CE2WH%<*?T9ZXM$6C008U$2-D^B09>QOJ='7_"U MV3/A*M9'E%"-C^6@GZ/>YX^[\]&MHH+GG33DK%Q\ZZ^RJM7>?4V\NJ1-6M9 MJ4M/*80
=AXXCT)<%\ASCNU-4WQ>16X X0-;UY6&7@?A,LM4FZ;^,I55\C?, MXW(+7&:&?C,.8/TSG5]BK*O/CC9VM=WBLZ>J O-I" MUO^SP$%Z_?+NFFVN8/T_MW->FKK73!;RT@-
W2UQ9ZUU)+BQ&>]@M7.P,\@^MB==;R%_M_X#Z-3/V +.UUI&%;]-J77ZZ?G?Y[M-G>+H/YET10$(9\W1GPO60 M^B?G3F>MU:2Y]-Z\2V3$#=F?.>J*I,#R_'ON'(&5'V FIGV
M'(^7QE->*>I:?88/([=P..9IF/DL6EJ16)_+LPG2"C$>1ATX4S1]UUR*CA%6 M&=)6LKPS:0-)F%YT05<]-89N-M%-PQTV@ONMM8B,&RA3T\!3@8NJ&@Q>-X59 MJWGT5HYN?
5["$[D7IP0K6;,9W^&_?60H2E)SXG-)LUTQ@V&=]2AHCZ'U]#9E:[4+X M=6=Z>[6G%C-B-SD188[&F?=@20XADP^#62HHM8ZNQ3 JA\L\Y?Y'PQDEG+%F> MZTEEOH(ABSA7H:8
R=;--!,X(C^1QVRL_^)Q5CQMTHNK;68C R[<>W@!YXW M6*8&:&F/]M!&;I+Z@KD6 &>EOPO!)V^)F%AK%81U,A"Z7.A?7UK-RV[/:G2M MRYNLQ:]D@(3 ?H,?Z^('.0XQ[8<"
A4!%5Z_@8]>$F.B5E"XXA#DO M5ECDY)'#=)E^E_&I26<4R!AG7ZQ$Z.+&7?.&7] /-WQK9/U2_&OFL DR,GG!/UH1]E& E*-X03Q]00GM)^"_1 M5]@08A@'3)2AP:YFG
+LZ=0%3D,>'_M)N-6*%:BB*I=%[K6]>=H%<+#)GO? M1W.O)0X^)46.>321F+->MJJYQ+!=WT7D2UQC.;/-:L5P4;!04;W:I@XW47 M;&O3:&$]OT*+*G?UM7]Y#^6B3MH]I*E4^?
840S81.8RZ'?2=B#.P1 >Z_X%% MK,(GI^?>P*K_PC,R87%$-_]].D&#<-_S/P)Q\S(8=CHFTE"BJ^5)969)Z: MI+\E21+75 L*AW&MK,@Z#/V/D]19),4JANI]5#W'RLW9-,N/7'M2?
L\>#5>B M28FE;'TZ'.[!H>X"LF\"I>OE=\(3Y)1*$9[KQ@N,T^GG?"5J8LPR(,V7CF?A ML]Q9!,_'D&D/9/_EBJ1I*4[!H8!V@#8T1K9]5*A1L4X5<4P7C";FE&L N]"U MI\Q+,@=5
)*/RQGI'D,=%K1F@YH7.$,&-V_)#7OM!]I+=Y0%L0Q@!:F^GS M=MC&(U.W@171_$BHSH=*LPM.1U:3I]Y7;B"S:0@[9$/NFP4Z%PT-DHQAU89>
M#+3T*!8<9PUNZ8>D!47N+%O\S?>0%&D7K1O+9-#S"U;"> QU^@>Y8$+T5\.N M. LP(/$YGOYH#VQ16"_+PI4R*[&"[)%2EX1T3;+PN29V'_T+RTQ!/ MEFV%/-]3ZBBIOQ?
#2%SB@DGK,F__^*;W>&-J_D8YVE77(Z!>_@%=O7AV#G?7""/M6 &-EW MH.06N4(BIRY@(^K_2.^*XD'H-K3"=-VT"%H[I^%1LHJ*MP$D]>7?\?!2#;A
MLQ!K>IZRHA(+E5AXI6*!4IO3)?'WFOX^@&>\FS'7&?Q [VZF&U"]=ER|&U&& M1V8R5+FIELUP7B_S5$G((;G_=9]WOS=K/?:^N^?]O7/]^]JU+E3;"O3R"AQ M[@IO-7?
P&KR_9NQ2NWM,(DSD8MI-&(]'Q8XZI+"KW7R EO9LRB>4IGXW:FED MNVD?XKSXY=E=4ABH&5Z9 DO)B9OI));,JI(Z:7^:J&;.V@Z);2CRR7RE5% 8
M,5Q<%UN'JI2M(X6I*&625I%"1I]*HDC5>7 MI+'A&-)[1M;!-^K]#D)X^42KCED_G8E6+;"_^.[T9'O5%*LC3,9#X]745/_OP02#XI@8??Q1-_[4M -U3)$V0QO/1$^X/U$1)SPS3
M&_1$+4W42M_#'I2L'D\JD0A-L*E-F;LC)>4@+?E!S>31=MQT3!=\$T>@#OZ' M=Z5"[>?!M5S23 M!.W1'T@7=%ZGQ;]).!BP:M34X4=-$7KBW#:.8]0BE2W$'40R;*B&(VD+L%L_
M'U*_4^&] SL"8!]>_+;;$]HW!+>0DB*D]32$K,MX\O*NSRX1\X]5YG)[HL'PYOJ]J.^&)PH!$#XGJ-V MLM$B?;A8\]Y.[UY"?_RU.U8YON/<5NVS3^-;ZFOS5_ZP9LK+3.T->#K'NP
M%0R6PN_+&?]!X&T]K>F(MK!$W,>QA'>XPI?ZNL#U3I;\KA-X(Q>IQ)G(@"@ MOF\1IC[;?39>R3XK>*ZQSZW)>J6^EUQ^P>O?VP+X7]V]0W;(\3L^+LZA1,% MT@!2>
C\V!M>"M=;\-_M^I-PVIT#:O5NI@_=;%4M]Q?BZ: 9.S9/%5)??37 M8A+/7U7T_%\6/+.7NSI K#BI6NHB:%@MU4EPVN(5^2U>X%J MJ5>@H7@%XG"8=0H Q"RCV[#FW
(+SZAHJ\5L]=D=;_M@QJHXNS(MH]GMOH)S MM7K6P?:,IJ=UW"N#:MSL'-MG5TU+*/1J_N7,MS^WE>7]A]91R0&QN/ M6>_$
N6K/,ZL\YQR0.!>#.CMLZN>T>DT5*\4.LL>TQ!S*]@T&F3#PF "=#AA,ZQ/OZP7/X8C' GT$6&L%G76(YV!6<;,!X&D8;6M/X-G$DBOC M-BR(W2W#C0(_K+ZPZ('58DY@,?
M5N%:$./AR/F'B-"5*IQE>S_"DJL65C&>LM]LY(5BPT?,]!BJ2/.;/'M8Y(+6IXBZ$=<-SE\F]YMD5B+WV:@?6 M_8OCG=FVT0AMC\SJ/0:H#*(-VP,I-[95,>SFF8K$&T= M>-
@41*WZV54+Z&@O?NZ7!Z3M0A ; PD=FB!X]D))NPRMOZ!0PW)]:*M8P],J M4(L2K7;]W]YXT=#:)O2P/;0:"*U&"8D%K.-ME8]3O&%1=3DY1GNO5K,22QFOXZV M%QF] *+;6

```
*VSZ[:AM4U3\N=O$W<8IO3ZF#$HM->K2\|H]/:+F*QS6GQ!-5Z MZZ0"/-O%*K8YKAX<5Q..JW.(*$45@]A5#&(AR!="NEVGZ$-]=>50Y37=.OJP M 7A,D(G-
*C1T@+C#!L"Q,.)0K\)"AX@X; ">QME5[]B1A]KLX5"QB"W4G7:3 M0H<;E/R]4D_I-E&(;>!$65]F67FT]Q]_V 9,8,B;/:-7T=,A(@_; *H#9E[# MJ/?6U_YW%W2H0@K58D["7ULJZ/->&
[[*V;G4.W6"/23_0U\|PR.K%G,2BSG) M*HD]AAE4,KOVAM<*D96S#;N@\==;&W@WMT&1'1S:-M&&K0^M=W;5[)W/.'CL.RL8 MI=4"-G(J0RC;-3W=D\XW50VA/-
"B[SPM&:9MFG*RNCI<40ZF_N@]LC#"4='H MH6-#/I;2!]X V.%X* WTSPPD#MP03W#N[!\XM98F6>-OY_@0G'MHU=]^OON# M/IEO+W!N(K(,;41A%;P('C\!UO
0,'@+O$.RFD4+DG/71['K(H>S:=XYOPX> MY7!OHAS(_<7'*=?B&; /-IG*GX%1:>$8>%*8FQ2?C&O\&K 1"W#WJQ&0G#YF M;L(*Y7J^C7=+R>?-
S+'ZL=19VJ[^!'SWEQ5VC=\]XK1I>8#Y RNS M1VN+/2;OH]=]2J?%?\ASS0-N]S^33 ;&[5Y5ZDN]E\-[3S HHF-:"EC$)@% M/"3+J"^&;LHT@ O /Q&0%6H4SE#T6L2[5^%?
8P/\"QYG+]C?_0C4[EM NFAV M#WS-9*+K$(PC/7D!#FF)PB7?4:U;+\<[>7"WZ MJ<@&V^5)]]]=7GK4BX.)>V $J^BV^7SHED8UU>83 Q/!^03_ZGV0_O!()&);
M'SF@*^D1]$^#,7XQ]-E#"ZK/8"M(TT)3LRRI4DC=9TZ164+AVF+=A4^L5EB) MK=,4WU1]4Q67ONWB[.L,RPE];COR14ULQ\,KU;L2A4>3]\O#6 7@UD&5'PSH MU.9=C?.R']U+Y-
N0C@V5/688R#S[2)D7<*U=,-6*^[U2[M?>E/M]DU3Z51+F M.TZ7YSGTY(IB4QIB='F)=P*'$ C%Y"U.&=_49/L > -T@U^>*Y.^V%]O!3)IQ MK25T7^R=VI%SZO#&P6Z=:XO6/_>B_^?
R4Q_@@'#Z3?]J/I"W\#1T#0UPH4WK MK4[V&WS6+R_%G>3;YS?#?XHX;[N >=%WQ9%M\N!O,=%;W:F.HECD\'|'U]0Y@HP)>Q@2 \?A(PC89DC/;OZ3A(- MJ/4&V1ZY"!?
N3#T,/*444RIB?-GKW^F+BNB87-_6'6C7[?_YX[J@[Q5'NG! M7OC'%.4??^VZ__T#]60NUY(!@/E_JD+G2[A-[Y.?3$#Z^#[ RV$?]CY"HI/+HL/ MIT1>=\TV=#NE_\79P+ZJ
M*_+7>)]7$91&\0W_4]?]"?: M5X<]L=0&/@A\E]F!Y*X;OKV>9*U4P*CHF:5*YU,ET MZ[2.>?5E;CFG@[RG3GO]]Z_?[NZ_WMY\_^,^%X\^N9VHNL.N=R%-FI\%)LW/ M?
5!@_>0I<(.C.S"+/&4N(+YS0!'$9P]GX=6\1K7K79;_+Y"DH:$WZ:09RW$X M_'H.H\;!W40:.W\4$]\|-I6V/ M=U_T+W??]6^W__O'QV^W[^$'_2C]TT2=A\C-M',1DV_B\9@'M[^G#(O
MY,Z"CV$84PP%([OOG3 *G'[,^VE40#O>^K^/F<;S:] [)E.R(TRZD7F03$+1 MH6"?QWBX3 2RG% /V /"DRU1:M7(<7$=(P973GF4'!U7^_]&V"\S,%G K=_AS 30^4=S5OPC!) M
_3U#Q^_?+NN[0TF!T2?I?%SH0R_'3M:0B/E)]RL?#RVRR.FI#[_1).GE%)\>7RX5 7FW!(. MV;-+C,;4HU>#^]B9+E$![/^3U)%/E\:7U2-IZ:]GKFLG!E*SIG_TAFSB.2-?YE\]MX)0+7V
\XT[D;P&POR)6@GMN53 M![]D7]F@/;>T,>W1"]DFPHQCL%OU<5)![^7:?5)!UNC6ST3WO7.C3P'[TAHR7 MKQ[@ /7_#9!%!=-U)@XF[(7T(#^8@7 8,(J>&YFCRZUGQQOX
MP50XPC0L9@5K!ZRL(25(HPW%X.GG8*$Q&ZRM 0;Y037AU:QX^0C#M,(4C%(( MZXUDH92^_1 P&R_"&CKX,@8)YCIV"_2;:&;HMCX4Z(F/\SER:J(:-[W%G=%-
MW&K#*MIDT7@;YF*$F"TP!G49(0*S]LK-6-79X" MCC5W<(I8:6<[;ASP=PPB#?.-9BC\@+>DP$;S)9KQ^PM6+<_8B;":&(^>02I MW^ +_C1%[V'TD@B!Q%@"$]&UR<<-
:R,OUS#EX_@% 8.YFD.8VZJ+EH$ OO< M$>]+GQ6-?0"=N-GQ'GWWD=&3":X^. M[R8LQ;6?]F<'%Q+?7-"#8AX50TD8RK=[#1A%IU6WSLT(661F)@1
M^D^!9M#S,O:I@!$I"M%K"IQB)OZ*QD3&GBA9Q31CH&]Y#2*R-U,N,C1032E? M&4G1GTQ=1MA-+A[D7 X1 BQSP!A>AVG/C'PV R!YUP#Z=;"T%3[90_@@;.Y'
M1NNA<@[G@7]QGOIZB'UQ-U(?5XXD3+G7]/(7&CE+"X,G;H&V&&:IXUIVVF- MAS@:S@:>,E1G2)HS=-8;]&>,%@<\QBMZEZ'QDQ3/"5GP2.G8LL;DSQCV5'"? MOM9+;8^?AOIB
I(&QD[4T/[MP]4KV,9.K @0X^".18\/O(P3$-0"K!P3_8 M#G"FQ,XP1 \%OFQ8C,=FH:@=)]O$ ,P>4ML%^#AR/&&GV.0-"9,4^3 I0=+@ MK#EWQ^LX'(#+
(WX.8]K6$P4\$@Q%GD*V!*UT9Z3>CWQ8R!8A3]9Q@/[C2 ,4 M!AH2PA8?0DP4GDQL4G_P_2'R;7@C+I5*FH NX51%OOZ8X! 2*)-M]GKL,>$ M9AR25OAV?
SKU0_X]\6D$O4.%YV$4:@7(@V\U^([AF]D0^TATDE DXN?(:FP/ MX8WIHN"Q=APROB):G7@7L7Y"39!C]M,H=FN..!'B*M:1N(JFAXT<$
MZ/.G+Z=\2EN$8T(Q;"=HBW>A,C&R'[$L36$-VEY9@UZ.-6C[90UZ6=:@+>4, M"ZF=,X.BQ]%OPP>TA \,V0B70Y0OE6<=PY+RC(&O31CT/;.& I0IZ9_]T4T M)>(JNPU,8>.I]1$"UF?
CLSW?]7FI'.8P,&D- R0'PC!N'9>0E5I>5B:DBE)SN<@4)U4H M-^>\,"@<<<3M2PDF3E&.^EL=\F]+J^7EQDI(022C4'B+.<.Q$(HX#HF<4BHP8 MP;]CX-1#1Z =M]/9S[&-
ID=:16U/I\QV0TYKH\"'Q7 0I-9VGOI$1YHE;'[^ M)D/:QH@3ON?.Y#4*UQ+WX$8AEWSK7["6F_X5KN.>=/ZC0[]9=8 MJ%FF3%,>0'>^8K/3K2HVGT"%9C'^'R;5>L\^KL:
<-8H>7B<$O8;\F4%JC4I& M7Z##X*/T*AK19' M8S^ '0VE>8K:":Z0>];%;B>E548^S85UX'9MB9IO!']^(T6*?&M&M'&5-?O. M"1!^?]R*P]3]C
M/X@GV=))Y2;R%LB6G6BOM*9GL#U'=CE43SH)*D$F+1-DHGX_,U"40XZA'F]]1HKC OKA]"5C M2LEKF9(%*M"?*YCIN24V'&B49*%Q0)9$@-IN@74S36X&64@
M)B^4Q@_G'HEO&=\%5!N"5>.HS4&6.<:)*\".F#,5?APNL"+[AS ?40_V8(E@ M%X_D$XMB0Y'/&ZD1[^ */*(?#UC%+D^>!%:5],OES(L4)$4O%6X551F$T\P M-#;4YL^TTGV?
E>!-6Q0"*^#F3UGA2BX_3@32&9>:/AEQ2%@S)X%SS^7RW_SM M=.]RF\S<#=-O2[6Y6MG9]OS["GI@9=M=E7_4DL98FS[D8 VS-C/3]H!R[WT6
MDC52]G_$KW]2NW32]]F3A4(IBFBQ07M;#69MK>-P[*\D T 28 MNA..59U9OBQ1F-.7ICKT0$1<1!W*>HBR09*/GDGRH<;7]A.)Y6)^#_KC;/2KMB['.%$;X-
FQ_UKC:35I:$O5^3#6NLCB"U!U MDDU,;>[3"54_2"F-3O@4-.:2]P:U,(Q[3Z:V(S603!]SS_$H?1L/AU*_YP$Y M;!0?C]48KE;.A'E(HU-"4 M!.]TGYBW/1KABH7:$0%@4[K*
[10>ZX)N&:&S6IKFH0A7BI.6"==TU#RGAXY2 M2?S0U$^H.8,C=SCE:NOV%78T9Y M->3]FZ)[,(HRQA@]W>=)M@W/Q_#CB)I M>_@?
U2RR\6BU3VPH.0@,$<5$H_NEKY@;8TX@LT2 0C5A-(D4>X[6PI4K9O-0 M\WG5P.(9]=(H1G.9N,.$\OCP.1$M0]3Q'9L**B(HKIU]U?1O#&/D^KTM!- ? M'B]V)K,V;1-054X=<_WO
0K>@\:-4YPH,0X8TV?,1G4RRLW+H2(B3*Y"U]( M,TQ/HC,,*YA)EX1N'=(#2C[J$\PUW^]Z5]\3RH)F P6V%[(0)5ZH);8V/HJ8 M&;1*#*8_$5,%LUO2IOB"(8H8I4R)9AN-<\]R^P
BY9]1SV7X!O:&#>CX!:UZ&Q_Z MC3W$P@OQ'H71)'8?>+=ZO)'.TTAN3]^I7W"M!CNP_^GZ"LS%S.DSS0,5)&UPW3N9+:G8? M9:%RQ8'EP',)8>S8W5$-YYAO(+ 'B/]C/5M?L-
QN]VYT&XTB-.E\&)5"(I5$>)I99#'#; M+=[L7*V-O=.*=]"Q-UM'.NZKEN:6F/SR4,M_A[U!21_TN1=,P&UD7+T.JT#M*@]M(^!1(>#-]W3]M/B?ZZW:-3L_;E@#7 M6H2<)KR;
!_A^=*9DQ"CE*#A4OK;5]0@HBAAE@&O?!09,[,:I+OOGL@D9[_7R; MPZUR19+-]W[=.1<0Q$^[^1*C3I9A P5]"7>S$7.G&\D1_^INBCL"CU0M)'3] MNP:/,NJ*=H0]^T0T-
@^G@F:7Y3 M/#T]U4(V]#WXCV^N@\'8>63A&S9\L(,W0SNRWYA-LV=U6F_J];II=EOP?Y:% M'^$K]O-?S8;9[C1]XVB";=S)DT$G@LZ&;XSTKB$8B6F:VDD(V:= M1S H,T9K=
MR_]/O#8)0V*G=OA9+(,#V6SPM5S\Y8W]>H5*HV:=-+97!(L$VX#/O68#";;5 M[C2[%B?8&]P0)4XR*;5N:)]'I,M[-HUX5*!-Q-#8&6$N)$I:2)XPDW5P<(K% MO';*;)PT6E>4*2C3-)M-
HLR>66]V%E+FM9J@+43MFF+VB_\H8GSK4K-HU[Y6@[Q1D6\2+S-D\;\%TZ\SL__=^@/_F==?1@-/*_O_T2UT:R;UK^Z M/U9HQN]$:P]]Z$_Q;UY^@+4/4B5NKZD16ZO)E)91:<
E\:19F:S'WL(.2=6$ MCZUN4R55TS3KC81451?..^PR]9$B9MCXN,^B)VPF^5>\]YW_\^O=/5'S/QQW MXG@/$2JJ-K8B#O4/,7Q_[P\
MUZ1CT)L;=;,K+5]5>C\X01CI]_%TRANMVJY"RV7)T=JI'5N18P$Y5F;L,R;' M?8K7[J^P),_Q TR@H;UC3/P+MB%\'[-U+%1 HO7I=(D:7-%I 9U6%NO+H5-T M"#=:K3?![''FDKEJ-J,OR
M57CZ]31P7'%EIW(D(5FV3AJG*[+,DV6GU4G(LE'O6*U$=A8XA8%085LV'UR( MQ:"\Z1Q:I5\3]@PY_094FM'1\PC___L]/Z#ZNE:-S6HE9WT0 M+Q"^O\?NC*.%505ZB,3;)TT?%8GG
SY6IYF2N&DVZCLE\7?[(O&-8[IS)"YK M742E^PE0^6X)NG/2U/ ""#]3J!>P2_37 I[^PPX"VTN:8%#'&R?$(=#41.+Y M)N[M%CV[)PW;%X:>-[QN\&11<^^'U:H"=,?>PAV??
2%1]M9UF>>/1OI? S\, MX0'Z_[$G@ CW@[$/*LFG3U]?,;JB(O5?)PWM%X"PNXE U:V6A1$HR^IT.JV" M^+&<\O,^:7V0% 'P^;"\W[1/*C/K!S$.8C*YU6L:O#/G,(D[JZVI\'LYK/YS M6-/?
V6*8_6<6A@%\<6,']H/O)BDGGVS/L8=^2>?=3K5]N3/AM^OQ_A*52QT. MV:HXP>ES OQH=3O$">I6TVIS3@"?ZW0<8&EC1WEL:.MA$J:'R5_8QGDF;'(^
M,!$KAKRM\T2PQUM:^'HO"U^E YU(]?ZRNX!4[K'QD?Y5- ]4KLAIT#)S4_]Z=\];# YP,*"#K=^'S],SC'&Z MMV=/9$M4QS/X$!R;/.R?;7@#UUZYT]HLZ4+?K4)-RQ
2VDRTZ5>>IPTGO*=0 M^"%67]&_I/]F7=!_J]5M"OI/^HC.D[BA8W@,B(2((NF!:A32/)'\_8^9_L'Q M;(_F@N$W'\$4=^%M0O MP&RT+5'DB%5003R(>(OZC&@W]"$O:8P?
<)RP*:N@%A(U$M%'&AY#@Z*W%,F; M%5OPQ0]]O*)?3K]5J/OTZ1>SNMN\WT>CWNJ8IA#+**T27ZY^'_==EE6_B4+X M0 &DO(;9,/4;V(?GZT/FZM\<'W3X(!K#ZF,G8KK9K-?
A,^S\O<,>?$._N=9[ M\/KNCG+1_C>V@X@%KJH Y,C;K%_^;ZFL<+.UU/+.=DT]3I.YW"Q(FOJX9F_3 M=M7;=*ZW:;=>]395=[9&;U,%$;=#VI/NGW@(,;ZG]HC
70^?'72T#HG[WL(Q+J08L,LFY\IZT&[&2@/:""FI5>R];7[)3P[L]^"JB]%[E3WNFBOOZ M#4KJH'MG&I34U;SS5&6GA@8V/#.09/R[[5%>BM5=Y%K;CQ&^0>4(7VGB&:\L
M<,HVJY\T&5247+Y"C.@C:7UP^W- W?SF)3/&CW6+&["-E)Z5PI!G0\IU;D2R<^3D#^AH^ NCA2?6FE"W+AU246()0BQ:B+TLFBQVVXHM-@U.]GF M?
=E\DU7R58:MNON1L+NC[$S(JEO1-J?MJB/1RZ+MGF6JM*W(V2QM6VO0]KZT MY]WU45!IVZIH6]!VU<5HLRWLIM6UU:*6?6U,\Q+YU[NMFA6MBGP@P,4DG#JF
M.\_'96*&W7>L+[7;EN[IN)/OO=P^9T!6:0%&6N4 M7.R3_,R*_#CY54F9SUA!+DG(3?C<:G5)''?:C68]YT+V@SZS QO):P/GTRZ+
M':3OB0^':E8Z;)53^8S);TW[M%7'FJ=>8I^V4+PF]FF^>Q=0C4RWX$6*$BTDBOXAQ[.I><;.Z71A MW_J*3BOO[8N@4[5)W=)4?J2,/LOVJJM:CR;G:%7S[+>-1 3 WD/VTVIW7L(#
8[/7S6S->A7DV8EB 0>Y\SPC MQR6-@#&=RN1/$5/-NEG[^.7^D)"1*'&X-W[TL.V!_O^_^X8I76%$P>SW_B!& MTZ9V2J"ZO_G;ZP'5=_NG[_F3&6@K$?-":I Z&+.)?9JPN[G^]*IA=V.
[@]CE MOKI/CO>CCQZ&DX3D^]L/KQJ2[]G(\9P7 ,A/U^]>-2 _V7WFGC@,OWZ[?=4P M_!HP= 6K4 MH+K(?0/X?Y&#\-)V'OJT%6BBUMQ&Z]J;/FW1VEXC6
MO_H8L8EF=FKZ'PB>R/X! @ .N7^U4&-]]KNJ-.Y#2]ES\^)(&M>8:<17Q'23 M0(P+ VF+BC@H8;% :Q;^MDK"5OC]K/&;\/AX*&X?"\5]#2T*0Q_2 ! =Q]I. MX5J?
7!U/8X>FVXXH+0!.VG;AZ3CF]\_P:IS*9>BV/O7#Z)+!9=RMDI@FF+E( M:8]!.F@OE(/V*I]I:&8+FG&.1S..-W!CG$B'Y!+XX10P/T8T_S-V FZ?WR,Q M +:;=2#N\|:%S&=74GVO!]';LM;
[=,GFRJN\9>V%'5.&5I'&@4GCB+01L)$+ MN,]3U)E*'D@M(WL0D2QACVAP@3!Q0A(\(S!GZ894CF EB22;8@FBG_O\I@E( M(+@&K>*<--(4:81:FS^ZX'+-4.9-NC-D!+8Q&<2A"-
Y8_JPK5DX34L&T=/+B;$(-[3M6@J/_CP MET%G!5PFH&$^L#:P=?EG>.RC[\83.IDP928DI8'UG#O\P"(?%SK$Z1F!_HC> MC>P-FKSAR8_=H>[YD'['07^A-[G M^D^XSK'S,-
;AP"7<&*#8A(I])O9/9Q)/^$)QQP&>H3:Q9UC=(+"&AUC$65 / M#_5_"NI[IG$0QC;7-+[%P$J:5O.\?Z$[(Z, G/@G!UVHG"-L2IL&SH IX/9\ M0"G0<^ L/-VJHTY$N)4%O-Q2\HIT<_R!
<]B 94Q6_:V:C@%[5.<0:Q\8HZM, MX!'$'<6M*5T4T\);W,BK$">5-#FT-'DFJA8RD@#GA:D<5\PW(R;!#0Y&/F\D MK"'2B=./Z4)D<4#?CXX?
A\#PX;>!ZX^G+2*^_H\)L>DM>9S%JZI8,VY M0H#2%HE:E(3DFQ3-!(+45<%E5D8QYL_54EKEEG+9T!<7EO "&ZW>"?;[R$A7 M51HO>["TY;7E40-###-V69A]XA.^!:,2+!K[0ST.N?
80 JGD>9$T$^3Q&+]3 MYU<:ACFD^H"Q#V1/4NE/SS7#$E.^-_)=UW_"U0S\R23V,%\'=K'\9)\YZUN->HU M^)N_$+@6$-@4N/=%%=JI".\EA7:0\D8!8[J4LYG YP)R E*=VB(B"O2)-
@0# M@WJT@CSA4A+?\&_2?!<)],P_%?&]&D\XX#TVO!/Z.JF:Z&72 MUR9)4 MW7EGDW3W9!:+!2/1-GMDR2U*CCV_?DE*?BF.8SNB7"4)&/0DL251/*>*Q<-B
M4:Z4>GPZO!2/[8M0=$4KS\Z"53Y()FVG_0T.DH%=SLS[PBFR3($(9VKA?'QL ME3*5+AS?7AL4HY/6C6_JR.=PB#6O&H*D:F4V>98H;I)G-+/ZU'&W0D67K[M>
M&DTN<[L,;5$?)UV]FB1%1%!&9'GDUM8"*56.0E)+4369Q >!ME$I-E_N>B>O M/VOQJ#6MZDYE:/U2^E6&BK]4U?^JC?HOG5]?E[/G+PJ';[A(+ [K4*LU)8'7 M%O-43IM)#4M-2\?
+5WDPFGL@31[H:8,>**ZDC==W>,C -O04?+Z74,:[-3>C MXS6KU931L?5*1D=A-J,C'*C9P3BS8S1TLX.54SSR(#SW#HN\P]Z&O,.9S9T6 M<;>
(3(4V:==FK=%D52Y(CSR#LIXP1__5X3G,X>Y)WZ("%&%2)G.%^3NN:(*P M&6;(+62CJ,)U+%6]4US ';5VNA59V)Y><9G)C ^T)AZLI4JM2=KA,^-A=O?T M;(+(G!,J0A=37##*:Q_-
NWO"UL=+WRJ57/J,K6A7R"E[6[HVV215CKSGB'^' M,JZ@ YDM/I5 &ND5^;8L6/%UU2[X#Z('J0SG#"IMZ6/A+,SL[H\]*2F(P(1U M54Y M"VCABCG-HW/+X'BH'+5E<,/CZ(+ [-
I7;TE6TUMKA+@#=\-%[=[A 5% M1<:PC5';4O4DHIC-R44(.T&TSA"]TO(MX5];\E$CO9*H#5$?Q#>8%R[6R?T& MX]:_JGX67>F&IX*H5URV*>+!X]]VN-
]]O#U@0>K1"Z[(-76)CLHI>$D1*7?* M(O2\4Q*VD)[J@YS*Y M<>"':"LWF1&J1;3PTY=;)^0+=:B"-\PVGN'$EG@B\][-TE%*05N6R;(G(7V+ MV<02]O/#-T";U M .)['<<5_65^V
K'WJ,PC?->('#,1$0KWMP+=[D>B9<5;+$9^:!.-:-/KB\S MG$KAD64?$^GAUZH-Q33[FS>Q,^0>U1X7M!K]]-J<;]TJJO-KA:Y?6S6A0QI$ M=\B__KY=6;FG8Z[C=/?X[?
%2M>OL^NCCC-=Z;X7;')MX6YA%,#;8JL/AI\7\ M*(_Y$8FTGX)(>Q1GKQ(,QFC;[&"7[ZI6GXJ),2M<,TYL*72"Y=1X$*D5_P&3 M7^,65J WL!9K
]6\3$,KJ^58FZF(KAH5DATHT6%R)_VM>F">1>=[]0VVZJC# M:$LUY&0@9CAJ&>XFT$7G,CB-*3+J'U)@YN_;H\/OU"%?"#0!%4;?WGP_N=NZ M.2TT'QYN[JY/'O/Y_R;:?
W%]\WVK>7E9.'PL/'PYN3\IW-Z)?Z\?/@2+,<'* M=[#(\-R12^A\I-Q([9X25\H!LO"1W(OG,<_W:+#()3YUF-0DOA#79?)Z=3BH MU..EW."YOBH[5+#
(LUPH(>%QBSO,WI$%LH*.E76)2%LM'XP7-<2WK4)/GM,8 M*/%/P6/5NDI+E5_JJBI,X5Y!9JOGA7^QQ?C\0=9&,51)*>Y18JHR26IU1C9; MW-P@]6[X];C6;/A"^WOA&OX:+^,'35&OF
MWW*\59:3[DQ&>Y^ZHU6+!6I.F(,;']<]3F;P>W+-,SA/,+K3*VAJ=:\LBTKU M7*?K6[+.D[GU>K[$]*,6OW,@%GG.^-5E+M7XW4+$:7#4R/C+ZKO!8I\9GC'#
MMV:7O[S1$1%3I)EJH;S!R2 L87/D=+N,MA3'@D5>B8-<#QRQDK^@94'1 MD@=MEU82;M+O?I@FJ/IBH(%Y0[4D'+R L"B5):+,2]U!P*>6!\-)])'&%G/'R7E26,,
M#$&6\F+M3E@[7Y9#,]41ZX'M?Q@EIDI&M89![HQ:R&XQF4S35H]0[)+]MK5$ MOP4T9N[$@H.&C'\3WY&+ZH%_D,6*'-4V*5E.=X%H5)^YGO FT6P4=,X8^V!R M.[-[?
2EI>J&WFBPN!_)S,-",%F;'V\M'*12AP#SQWEO*5P1_E84459J'.C;" M3"]+,J%2QZ4C)1'P*G9&]>+U!0&]#7Y[.HJHZX\"3S#,.W\#G7\LW&R^2O).
MCH$^$1UFJQ!U8/+^)!$#Q+O(DP'.):3'JNGA<9B]FK$NUFW6H[08U;Y1:DPF MAMD%RU89X%6L>RYN768;K$>L^?;[:\;Z-J5#<1[*(;3-3'9@2@T0>"S\F3IN M6SA]B_5)'@S'%
R?,IN(L958\Y(3,M"K>?RKBV.!N:J6A";*6)I#( G-BLG MKDU#;G54:\%Y/)RFX3@/YQ"::B8[,*4&"#P>/J1VX<1UZ=]Y,/S.8)@P5WQ1
MM27,_#ATB*O.1!S)PCQC'9S'Q;KH)LPVD#$#T\T4JV"V"E$'IG2DS?F3&R". M#DRI 0(/=3]3F_89[8O C$B),H]WW]&J/-,ACVAC5GI#ZPRFI21SBP@P6X6H M U,ZJN;\R0T01P>FU
"!A[4G?[ND<$EL1DPG#VKSH!:>W68WJ)6VJ=HQML], M$0MFJQ!UX*9&U"T@ECAJ7_QHQW!GX,V;SYVI&P=0HPB=)L75XJT*-A5&'9,^
M,PM7XAO.,,;,T+#=Y7^@\CJC&FSQ%MO3'EY-=3?4GIU7(WW4Z&J\%>]&41?X MB$N[:2C;5]T;VW>FP@B8K4+4@1M4-M)8T@_&J1]-_R_<]&0!'OY)S,^XEY^L
M$9ZL45GG9(WTGS\Q1063\9Y%Q"-LQY;'.[#!IPXE OB#0F%+_<9,D]JCW\2W MKOVN>*JAC@H2;W%'6[]O&\5M59Y/W(^R3R>VQ[SAD4#7)=:9;=+!!1UNJ[J7 M;-#?
J1;+^_O;!\5BL50M-6ABHWSNN?+[;'UH[(@BI%AN5 MXLOV+"K/8]N=O>?H(=SQ7?%[8="U;/[[=L?S>I]V=Y^? MGS\.GESKH^.V=\O%8F57'H;*1DO6B8?#+[%/;RY/:R-
T5WJQX2UA%\ MBRIP#]2?QG]D\I@HUF+RG"?9:W3FQ3@U/K:=_N[1V<4L[-&+57O44!%YUM3S M>P)$QXP\7W25Z\FJ-0<2F9UB2?
PWNLGDLT)X^ZEW,:WQ>R77A9.NH6UI'U,O'WYDBH8,>A8SF'=%NT^R**-P*K:L MISAMQDW35 =P\? 'Z7&; \:W#^1W#GW.;/%7>:R/8%IPHZ!5+^Y_$+9K-]*P MU
%>W@3@*W=AX& \V1>5G5)YIS+NP-$G]@\4V3$BK,OZCFE$Z.T1ACW45!Z)G:KK!.[19Q[G+%; U\7EM?IPK*^ M+BP%4T9S$RCJ=6-'8B66,"+6%!25^D6ZIF
,$'EQ+NNT.%80#G6TBBP[&6 M8AREKCX+XGV'N)2GT!SW4@SCZ&M-TV1RP8)8MX299_81Z3&/6(D)Q E!6<\ ME'?4(\RFY@EQ;6:WTVB1^SCBQ(1ZHY$!4F\HX ,]<2]O9N*>K8$)-
@,VHSK$ MQ( [F21!S5O1B<,'E]BDRYX;+>2V]T)C,@*?=.!CUQ)[K, M*)1[H61HB%HT0T5#)?U, M^O[7OKVD)] 1EQB&W_65S+5VXS)"U IJ-3M1HF: #*B%[=PYQ,Z'+&C,FURX
MAXT^:HD9D:@++;N_@EK4Q:A=@6, :BVU^4Q<<[(#>^+HN>WB'BH)=H8B9D0G#756-'@CU9K2%98F [A&P\+\U%Q$1O3H<9#
MKCL%&W_46CRV15APZ*-6QM%M\P('/VI]&G]&#C@^H!:Q8#5#0% MNK5TJ%ZPQUC8#-B,[I6R3D0M'\%.K,S=]AR^H=:K8/,M'RT6$0^U, 8ZD1<< MU%E0T&#-V4'S82\+V-
7&]*6] 9G6U4UYEM[&DZYF\OEYE2 M&U_!)AYJT0NZO@D*ZGH6]*Q\<)D#?!:DK-S++V( QJ.8P75B.L0H/-LW'A7ETLXB-J),142XMP.8#:O$6P8H$;/112ZFP M0^/9Q9=I!.-2
>BQ];7F6TT-,TV]E$K8;#YMNGX"C;Q4(M>T!,W8$&= M#CT+C]J>#W1S2)@.60T/":$L/,)B83JD03PLS&.P!6QLI$/E1%-"&QS^69!& M\V!H#O!9D$YSU[^(
>E(!L6T*@*;#ZAU9P2+*;#11ZT"PPX$9M>-&IK6C1JH MY53@DD)"$*9#)H4=E"4$93K$1DS154+ ID._@QLF)0-CJ2B5KS1C"$'U6/.0 M(&TE\4K%4LI1W_3H"AS^$D[-
M6S*4MWA+#\H,"='J@+!)F(=9"UF7O'()CW59P#GMLBRLM2/@9$B[6@LHPL8 M]&E/YP.1RJ&K;&JIC%8FQCEE2 I6M,HKDB \*1S1BI8HHZRD4$6K12((EQ+" ML)*\Q >V*]
*3;!#P&C@OWKIFXJ^TC>E"EJA!TF( 1Q^M/H/;'4Y]S7SR(96 M7X)--F"38^ D1*MTP29A/LXN9!U:@0[Z>AHPG%.OV(%2>H"3(>VR'Z3U-� MIUT;!+&>IJU 7A5MYA_.*4-
2L*9=XMQT$)X4CJD7+4%%64FABE:+1! N)85A M\A(?V*Y *S0=^ES0E/.F(>C,V61ODJJ*=^FTF?A S/\?J-&Q'(Z8'AG?BNTZ-?'''/MT>N MS-
@Z6H$'#^CP+!VMM+/D#F1%@5N7V0;KO3EW?$>P_/K!E2N>6)D5=U-#JTKE MS,/M\VIHA3,TS%M)4,^.RT.K].7$P^WQT(J10(L>01]SX;D^M-F2.0-3X@/1 M*MCH& AB$(;G
M%JZ3D!T^$!T:KZ^?1C%>)5UR&>QA/I2S6T*PLY\1(86K&]E@'CB?MY?VU0TXTPP8#(3G^]*^S)$S$+H/S-<[,B6U MP'.!^7)'I@@(SP-B.ZRJO$X1VO/*
M/1C=/C/IBEBWS^RA4T"YZWVZ(W8[K)0A?[UB-NOZW>0V2NP_?ZZ[C?I%^/#CLGDV?'ZLVZW[ MQ^*ESVY;G\^;IYV+W_XJL[WOA^??^]YCUVY\_RRO^#Y\O*G2;]=7OQWS_G6U
M32Z=OYV+L[T!^;;_I_GMMN_=/+5JO9_^]?/YV?%@;\@&YZW[T^[PYFOIZ>ZG M?T;;S;\OZJ7S.YNZ=FOW^F?IN-VO?;YPBN:I_<=O]OF?MY^'AT;'N[_^^5#W M_W5QO?O-_7)[=?
WGS_-:MWO1_O+]SA_VK(=*Y^&+^>VL]G@W:%CN];#RK]K/ M\_-6Y^I/MWCQYV_#SE__*1S=W^WL:&0U&:22U75T"B0$EP,[A:".3MN#8'#
M,46KEF':8KGN&15571.T.CJ)2MKNO6B&Z5OTIA44![BB7LDRY]/R\*VH;@&8SC'8+1JD#Z3#MF]>=>8$/YT8HZ>(;<#-JL5V04/,XI M^!H%T>:]X@IP2D58<2W:;%-DG@?0X >-
@NA45Z04!#3X0:,@V@S4Q12\HJ[1 M$1.EL+CFO6/Y\AO\|O)HF35@+6'/'JA#*/?1Z:\HR^G 6C3>1R?0+@?Z_5_# M4V83VV#$DBD?EL7:U#8V5AU=8%B9?W4ZKB @2^)H;KE8&?
OBA> MX-'IN"C<_)1"&_'7L2JT^RE5:-=';Y4V",_/'K)^M04OH'8;?9DT2;GU..' MPRORPW'5Q"&2K^=SS^E2]XY:JE [[[#>V\6#\3$KI<(K8&9]=ASSF5EO;D9"
M22>T(NJMY(GK#6\MT1E-VY1+A#UYO\/ARX.8#GVF""6^-_KQK-MSG;Z2(9:H M,:X'69UY.OMH==(T(%O6B2Q:^7$E9.4! ;Y'W?&7-A$D:K50M!H>/AQUVF,#
MK2*W$HZGOBN")]^EXHNG;"!_VMSA'!K11"NU8453JVVBU<_6BH)6"WWPV29: M40PKFEIM,Z4BV;7C>AU*N#=:S+P?
```

*VZ3WI]X=OIQ5@M$.TR@|W+3:&UI=!\N2GU:K0ZOF8$%/H^V5B^@T M'+5M:I1(^9DZ;9?T.LP@UF1'I(I.FEW1)P99SEVN0AOLJ[0:G4&YBYRND$ MV3NA4['>H),:652-
)YL$1[$O.X'*$J6T>BAT4EI.*>A>"JV>MQ:JDSTRAX2_ MO#"%+@.MOI<>?+7:+[;*=*6=4FFGN#_NXZ62MB,7Q9FT72ZB5=YD>93M2G-A/FH2IW>I+]\IN;4KLCV,7+?
K3J&V#L@)LK6LE.#^2KM$"N6M^T MFJXKBW!%&G$RD,MD;=ILNY0ND?&ECW*5G6)]IUQ;C7*1BV*E7 F=S@B'J<;6W57=.2B>-T8.O$2UBE8
MN1&DP0C0RJVPS@+!,GV&1T"T>G .^;J0HTT)U3W@Q*6=W%/1]>8:"DIV.(A6 M9,|YN'[YO=).N;XJ!V#:!<+EN;@8W,MHEQ!T^QY= MX#?6 ;^A!WRT
CY&Q0<:^,FK[FGK0=3",0;)HKS..5AE?96RRV74,BE0R!/* M2"SG"B-,@#):(6R5E?BF^<,/#B*\ MHH3[+K/;MRY[NUIYF@@5R["AJTY^N8Q6#%N%AW=44L/P% -7UL9R(B9 Q I:
M=2XGXGLF03.,BG6(K:"5_%9AU)IP9L:MH$ZX3<:M9($&J/5+1#1(RK>C%B>7 MQ?/&IH^4N$TK*,Y ;WI!@8;)]5F:2"4T,Z^@UDYS:J5/YZND4-H];!XU[T[N MFX9WZ9 WN:8-
ZZ(ZI73%A=;(1?%BG4)-=W-83PT9$=#B'3)0B[G00(L::&WE MV@>1B^(U4-2"*32L9PVTIJM&216UN#@7M!/QJDZ7&6?V#]\='C-.N CE)'XG M9\>7N;V.H4>M
F*"7I.;V2E65X,^#TW:N$.\"'K M4T*IHE;G (.F,V>PBEKW@@8:;$6IFCY%">3(J-7)ID\I HFA5I^;/N$(#H; M77 *=:2-K^/;R$GZS+:6/CD)%'8EG=BE3P_:/'91'6AU5UO2Z&IK:'4@C'M_
M@56]J24O(*6M!Y-7<]XWYYKIBG@'#]0:B=[2@5GP)6AE$Q0#R:QP,EW+(%XC M1BN.;WON,+%I75+ H4T6>@LX99A-V[QT#&*=^R[C)C.\MW?IX(,0;>I0\YFX MIJS0.HO<2;=G.4-
*E:L,=EEM"#,1PI?U8(96%0.(&>R)UQY.!0PZU.#J/^ZA MD\G>..A>?GSBNTYON?)3J$;-Y,6P]|*]5%Q9VH]<%"_;T2I*=]02O6#>BAX< M/KC$YL2([/4^92[W[FC/=XT.>7,Q1YN*J.!;P\-
IP[R.5G^"C/ELZF11E\NK MHQ5\W@8O.,MA!?2R8[)HI1G8J"=EM&@%&MCPP8ZMZF@UG5=0YX?#Z4^FAUW2 M9=;PIG5T7-,0"+:>1MT(M+P;!I="M8;2"L'KE)?;1*4P\O"|
G:Z!0R1&B#L^W]Y+6Q]TQ: MJVIY4T\)DGUT2I,D_ITZ!G0\@%TQFW7][D96/JH[Q<9.I:@'''2"T#QPR""= MX*"3>R!8SLS 4%UG8(A@&N_ @$[,@6!PP#%%*_6L)I-6U3YJWV
MY/T.AR]S/60ZJR_"O?&7-I&(I=7?HA-9UL+QU'=MYOFN3(@\90/Y$]_08HE6 M--$)*6NA>>@S<5>[?=;MN4Y?S=52B28ZL60M-.^=EO=,7'I,^]1REO&R&+%$
M)X7@QE)GZEP#71(07+DZ*N@0)'&Z4B M!-.N$PI@&^@$']@&FA1LZ/2==^KI]TQM3L5]/7K)^M041!#/E)40FYQ3CQ\. MK\@/QU4;[".2H,\]1UBY2N:2>5T=UGM;?
*FU71=&0I&R'/JN^4B\,NO19]_HT MF=I.J;ZR)C-]49R:3*6(3H'+$7\GXNA4./B(SP[LT]#%.SB@4^/T#NRKM."- MBH6J,;<.]U1]GWMQMR5:H"5G&% M"!IP T6KM2(XMCLI>TV?Z
H'0^#FF^N>6J/UX.AU36:+5CO4?A3I.BRDT0EX2)"NK(.TUA@, MG=R'!VE@T38Z;0]V20K@'AR=^H8(;7!>O().'\.%-BQ/7D$KD;VZO"HN<<3, MS/2[-
ZVOMDE=*5W(HK4;2XR0QUWL:Y%2*LG+7F"[JVJ!)O)D=AD!L!E8Y.9 MB^+U7VB5)&RHE_?60'UR4;RHHU./<* >==5E/7NH*^@D(1SPS3':E8L>S%RT MGM'Z-HM [G-
S^V"Z^5U*N._2 \:=:KE4__3U_GATL]%'03-'?Y7W7'C_6]'E M'>)2OCW;42;K"S9$.DK>X5I Z!+/&2V2KMJV&=@B-WSQL&,JDSWM\--7'A@" MI=YB?F]$'QFY[31,X_=>M@\GO?
<2IH4M6_+^U'>WQXVPX*>N&![MW%-S7T%^92Z8J_",B9GFC -#Q#'#Z?:X(3RD> =]'-ME@T^"*H[O&I0'OW8H M,55"@OBJN.Y@].^38PX/Q-\Z7MV=84_C.!K'WR/Q'7S5,BI2@;;
S"R4 M2G/<((UTQR)@=[4OG<1M?9/$&=L!>I_^["8M+0M#.]-2._TS&DK7Y^ MXOB)T\X_(A'J8<;(0"=Q=WNK,WEE-#*OQ/YT--,$4NV3VY%@E-&T5!@]PPR7LU\T'ST6S1SYT2S1[T
M'HUY/STADO<'^I0D5/9YN]=%=D*:V<.D(!!:BV145NMV["&F#[?7HPF/AR>O M'7"TK^+_8X4^4U/0_?PPX '7VUNMYH?.06#,8OZ[-
%#9Z4H/L50;G=,XS&.JN4BWMT2/7/"8IWURP1BYI4',WLIN2VW4S5[+ M/]WU"R&3[:U;T\=W_5)N+'[]UQ]__7M[ZTL:[GMH^<\/-#1AXI(FC)@^<,WZ M7&E)3?
54D9N,A;S'641X2KA6Y'Q I5'@F9/&@6E6L[9]W!PMCC,:1:;GG]6: MM=&VRF@XWBZ/'P@9,;D7BCBFF3(UC_\Z)?<\T@-[J.9.<>QY3R_VG"7'![AC
M4O.0QF,K%*>&6GEVZ^CHB9+QJ>.?,0V_DI8YGA(QC\8* A%'Y./K7K@?<,WV M;(--FU)Q+VEV2I[7,NNEF/7TZ M>V+"5K;,ECR!34=3+C30&"WI6:W]%*P7W?
EL"Q8SPJHZUXSC.H$D!V53SV.J M%)DNN;5CLNIXU&_UKH:4I;-I1G(S6#Z.]XIB=:MM\Q R_XQ,Z[TWM-^JZ\TIU=29$(9_*8 _0]]
MX$F>E(C^UNN9CZ;]1K!U3GVE$7XR/+VVG%;&:U',JYBW^HWFDL/JD7VF')O[:PT*?WY6VXSF][S_SR>+\7NO&U2;W%]*[7E' 'Y)VGX ML-H&V)EMU2AO-ISS)Q2I,E?
3]JXRWZT,&'.?"]=)Q\(B/;/J4WQ'MR O7?$\O_>6"XMG?@#=U.;,1(-HWX@& MLV 6S/ID73 +9M=N7==QK:8MUSN\K KYHG#/R2W._ M:7Y:)&.F(PVH_/XM9/[[R5&Z7X5GQ6EM\=-I;?
B]@E9;YQR<_]8# ZX%>!59CDM\H?NH^:!KZ\DV[LPW+)HL1SBGU3: M!\XKNQP_RV4XH(H5]4-E'TE?I"6+3&/Q'*JCR7.H? H65>%^W9G%GU\P"[]7 MT&K(\H Y,.>3]< 3]<"
<>|SY.,,)\ ">'R8$> /X'EC M-8"'%8C((#K>1=_:U^<_N@*1<*7RT?L#(8V9RG&ST M*S14!?AUIPZQ*!&!#E--8,X!JX$Y,%[:%66+6*MXAHI7W>^$&L5$=TPOP3F'+ :F -S
MB\AT^MO$"AOB:Q0!X%H!Q)X/]'R)3^SR;-'#,J^BM*\HI+CT=Y&,?K@J.\/8F>=MQJV&H / <<"O M W@ SQ<3 CR !_"\L1K W@.N!7@ 3R YXL) 1[WC>6 W@.;)VT)2KC*9G
MM5:K]E,6*K(JT[[=8+NK= T+AKP6Z]G=DO[Y%-B&JE5YR#H+M/K'F0VWD#B M 1(B$1/ M%:T8;H9&$(+$39 ((B'1+8D@$A+=DK@Q1&+RV7F)&\,B)'HB$41"HEL2020D
MNB411&Z61-P-O: -.T'WDNG'6>A_Y0PST(A$D%A]B2 2$MV2""(AT2V)>![' MHN+P/ ZW680M(1%$0F(U)8)(2'1+(HC<+(F3&>@#38.8F;_MOTXV/EQ"99\;
M+Z8&MK[EC&OHX&__JUU+^-U>:]X9V2GW*W65US?WV,4]7 M=7%5V++>VGV!N6=E+N_GTV-"=4LVMY2(F;QT.PBB1XPDN4R$XH1T2/&=&$> M4VT?GVW?DJS/E9:F0*2DQT;
[]IP:25J0Z]SX_^CX0UWLDCR-6%';#0MSR34W MXCZ%VE;:^O7PL$&H(C1A9K>(U,U^VUOOXNA;+DYG]W\G1X6[^[-!KN3^;WF7 M>8!Z-L/Q0MRWITCP#L@]*I$H5 XX:'UODY?
YJ%ARR0CU/Z/E2 ! MLZP5G)DW(D)3PLV'S4;"TU&(2?,D,)49DFR.TOF.'BO@*6IJCTPQ!*[Z*$G7?2\#.12 M%-H4RZBTB/]MW"/9MYS;T].S7:C_(Q^ M$(AH.!H_#702=_\/4$L#!!0 (
'.&3EJO6HX?- , "T2 / #(S+3$N:'1M[5A+3]M $+Y'RG^8^A"UDN,\H!Q(B$13HJ)"04FAXE2M M[;6SU/OH[EJ)_WUG[4 "1 B06_60'.QD///-SF,WWWCX+I:1+12%N>79J-D8 MWM\IB?
$.[C.TS&9T-.Q4=WS:63T>AC(NP-@BHT=>(H4]A%Y76?C..#7PC2Y@ M*CD1?B7P848U2SPT1%/U6KL!<*)3)@[!J7;+ZW[04];#I:E'H)8N;9MD+$5U MS=*Y'<
;_2!Z.#I9SEG(+/3W@MZP$VYQ^&;TE@B-&CP?042%I?KU(;2M5*6C M>T$HK96\E&%@C*=@='3DT65_K]W[V>WV@EN5>D R>^1MRVOM85: H$R#S,6P7$4R5Q8)M)F8\(TKS%:
M;)F[@&ML%K5\&/%M;BQ+"F_T S\O4E[YR VW?.B\|5A[# M/3WI^@].NA?BU%XX;S25"^SG&+Y0]S>%BF.L8B*U8 0F--0YP4;O[9?;[.,_ M.Y!W@#O '> .< >X]P!_@^
6PC>FV=:QSL^?;Z J]FQ#Y?!./"1"U\SIX&L M0VF94&.0VR%?WY@??,!I 4EBLW$5S +@E(?(&I'$.ZA3-WR)4@^MSAAGR/L= M[-57Q"CI.&25%' ,29'6$#2AJ(+D!_D.-X[.EV-;-
;ELXCD/@MJ%U+^< EO/ M=ROT!U!+ 0(4 Q0 ('.&3EKK/V#)_QL M 'H= - " 0 !I;6%G95\P,#$N:G!G4$L! A0#% M @ &UL M4$L! A0#% @ 6PM,C R-# Y,S!?9&5F+GAM;%!+ 0(4 Q0
('.&3EI0FKIT/L$ M -[$"0 5 " 6ZQ !R=GEL+3(P,C0P.3,P7VQA8BYX;6Q0 M2P$"% ,4 " !SADY:Z15GJ91C #GTP8 %0 @ '?<@$ M&UL4$L! A0#% @ 6QS,3 R,3(R-2YH=&U02P$"% ,4
M " !SADY:JLPDS/L) I5 $ #@ @ 'T9P8 #$P-RYH=&U02P$"% ,4 " !SADY:KUJ.'S0# M$@ #P M @ $;<@8 #(S+3$N:'1M4$L%!@ * H > ('QU!@ ! $! end XML 106
rvyls1021225_htm.xml IDEA: XBRL DOCUMENT 0001419275 2024-01-012024-09-30 0001419275 dei:BusinessContactMember 2024-01-012024-09-30 0001419275 2023-12-31
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gaap:TreasuryStockCommonMember 2021-12-31 0001419275 rvyl:TreasuryStockSharesMember 2021-12-31 0001419275 us-gaap:AdditionalPaidInCapitalMember 2021-12-31
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style="font-family: Times New Roman, Times, Serif; font-size: 10pt">On April 1, 2022, the Company completed the acquisition of Transact Europe Holdings. Transact Europe Holdings is the holding company of TEU, which formally changed its name to RYVYL EU on December 16, 2022. RYVYL EU is an EU regulated electronic money institution headquartered in Sofia, Bulgaria. RYVYL EU is a Principal Level Member of Visa, a worldwide member of MasterCard, and a principal member of China UnionPay. In addition, RYVYL EU is part of the SEPA program, a payment system enabling cashless payments across continental Europe. RYVYL EU provides complete payment solutions by offering acquiring, issuing of prepaid cards and agent banking, serving hundreds of clients. With a global footprint, proprietary payment gateway, and technology platforms, RYVYL EU offers a comprehensive portfolio of services and decades of industry experience. The Company paid approximately $28.8 million (€26.0 million) in total consideration for the purchase.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Name Change</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">On May 3, 2018, PubCo formally changed its name to GreenBox POS LLC, then subsequently changed its name to GreenBox POS on December 13, 2018. On October 13, 2022 GreenBox POS changed its name to RYVYL Inc. (“RYVYL”). Unless the context otherwise requires, all references to “the Company,” “we,” “our”, “us” and “PubCo” refer to RYVYL Inc. Unless the context otherwise requires, all references to “PrivCo” or the “Private Company” refer to GreenBox POS LLC, a limited liability company, formed in the state of Washington.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Basis of Presentation and Consolidation</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). All intercompany transactions and balances have been eliminated in the accompanying consolidated financial statements.</p>2880000026000000<table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%; border-spacing: 0px;"><tr style="vertical-align: top; text-align: justify"> <td style="width: 0in"></td><td style="width: 0.25in; text-align: left">2. </td><td style="text-align: justify">Summary of Significant Accounting Policies</td> </tr></table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Going Concern</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">As further described in Note 17, <i>Subsequent Events</i>, since February 2024, the Company’s North America segment has been experiencing a significant decline in revenue, which is the direct result of having to abruptly transition its QuickCard product from terminal-based to app-based processing. While this decline in revenue is considered temporary, it has adversely impacted the Company’s liquidity in the short term, within the North America segment. As a result, management has determined that the Company’s cash and cash equivalents as of December 31, 2023 are not sufficient to fund the North America segment’s operations and capital needs for the next 12 months from the issuance of this Report.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">As a result of the developments described above and further described in Note 17, <i>Subsequent Events</i>, substantial doubt exists about the Company’s ability to continue as a going concern. The Company’s ability to continue as a going concern is contingent upon the successful execution of management’s intended plan over the next twelve months to improve the liquidity of its North America segment, which includes, without limitation:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse; border-spacing: 0px;"> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"> </td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; width: 0.25in"> ●</td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; text-align: justify"><p style="margin-top: 0; margin-bottom: 0">acceleration of the Company’s business development efforts to drive volumes in diversified business verticals;</p> <p style="margin-top: 0; margin-bottom: 0"> </p></td></tr> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> ●</td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; text-align: justify"><p style="margin-top: 0; margin-bottom: 0">the implementation of cost control measures to more effectively manage spending in the North America segment and right sizing the organization, where appropriate;</p> <p style="margin-top: 0; margin-bottom: 0"> </p></td></tr> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top">●</td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; text-align: justify"><p style="margin-top: 0; margin-bottom: 0">repatriation of offshore profits from the Company’s European subsidiaries, whose continued accelerated growth and generation of positive cash flow have already provided, and will continue to provide, an immediate and viable short-term source of capital during this product transition; and</p> <p style="margin-top: 0; margin-bottom: 0"> </p></td></tr> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top">●</td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; text-align: justify">a capital raise, which the Company intends to negotiate and consummate in the immediate term.</td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Management has assessed that its intended plan is appropriate and sufficient to address the liquidity shortfall in its North America segment. However, there can be no guarantee that we will be successful in implementing our plan or in acquiring additional funding, that our projections of our future capital needs will prove accurate, or that any additional funding will be sufficient to continue our operations in the North America segment. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Use of Estimates</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The preparation of the Company’s consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. To the extent that there are material differences between these estimates and actual results, the Company’s financial condition or operating results will be materially affected. The Company bases its estimates on current and past experience, to the extent that historical experience is predictive of future performance, and other assumptions that the Company believes are reasonable under the circumstances. The Company evaluates these estimates on an ongoing basis.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Reclassification</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Certain prior year amounts have been reclassified for consistency with the current period presentation. These reclassifications had no effect on the reported financial position, results of operations or cash flows.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Reverse Stock Split</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> On September 6, 2023, the Company filed a certificate of amendment to its amended and restated certificate of incorporation with the Secretary of State of the State of Nevada to effect a 1-for-10 reverse stock split (the “Reverse Stock Split”) of the Company’s shares of common stock, par value $0.001 per share (the “common stock”). Such amendment and ratio were previously approved by the board of directors. Under Nevada Revised Statutes Section 78.207, stockholder approval of the Reverse Stock Split was not required because (i) both the number of authorized shares of the common stock and the number of issued and outstanding shares of the common stock were proportionally reduced as a result of the Reverse Stock Split; (ii) the Reverse Stock Split did not adversely affect any other class of stock of the Company; and (iii) the Company did not pay money or issue scrip to stockholders who would otherwise be entitled to receive a fractional share as a result of the Reverse Stock Split. As a result of the Reverse Stock Split, which was effective September 6, 2023, every ten shares of the Company’s pre-reverse split outstanding common stock were combined and reclassified into one share of common stock. Proportionate voting rights and other rights of common stockholders were not affected by the Reverse Stock Split. Any fractional shares of common stock resulting from the Reverse Stock Split were rounded up to the nearest whole share. All stock options outstanding and common stock reserved for issuance under the Company’s equity incentive plans outstanding immediately prior to the Reverse Stock Split were adjusted by dividing the number of affected shares of common stock by ten and, as applicable, multiplying the exercise price by ten. All share numbers, share prices, exercise prices and per share amounts have been adjusted, on a retroactive basis to reflect this 1-for-10 Reverse Stock Split.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Cash, Cash Equivalents and Restricted Cash</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Cash and cash equivalents consist of cash on hand, cash on deposit with banks, and highly liquid debt investments with an original maturity of three months or less.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Restricted cash substantially consists of cash received from gateways for merchant transactions processed, which has yet to be distributed to merchants, ISOs and their agents at the end of the period.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> Cash Due from Gateways, Net</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company generates the majority of its revenue from payment processing services provided to its merchant clients. When a merchant makes a sale, the process of receiving the payment card information, engaging the banks for transferring the proceeds to the merchant’s account via digital gateways, and recording the transaction on a blockchain ledger, are the activities for which the Company gets to collect fees. Cash due from gateways represent amounts due to the Company for transactions processed but not yet distributed by the gateways.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The gateways have strict policies pertaining to the scheduling of the release of funds to merchants based on several criteria that include, but are not limited to, return and chargeback history, associated risk for the specific business vertical, average transaction amount, etc. To mitigate potential credit losses associated with these risks, the gateways use these policies to determine reserve requirements and a payment in arrears strategy. While reserve and payment in arrears restrictions are in effect for a merchant payout, the Company records the reserved amounts against cash due from the gateways until the restriction is released.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Payment Processing Liabilities</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company's proprietary blockchain-based technology serves as the settlement engine for all transactions within the Company's ecosystem. The blockchain ledger provides a robust and secure platform to log large volumes of immutable transactional records in real time. In summary, blockchain is a distributed ledger that uses digitally encrypted keys to verify, secure and record details of each transaction conducted within an ecosystem. Unlike general blockchain-based systems, the Company uses proprietary, private ledger technology to verify every transaction conducted within the Company's ecosystem. The verification of transaction data comes from trusted partners, all of whom have been extensively vetted by the Company. The Company facilitates all financial elements of its closed-loop ecosystem, and it acts as the administrator for all related accounts. Using the Company's TrustGateway technology, the Company seeks authorization and settlement for each transaction from Gateways to the issuing bank responsible for the credit/debit card used in the transaction. When a gateway settles the transaction, the company's TrustGateway technology composes a chain of blockchain instructions to the Company's ledger manager system.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">When consumers use credit or debit cards to pay for transactions with merchants who use our ecosystem, the transaction starts with the consumer purchasing tokens from the Company. Tokens in this context are used to represent and track the value or number of credits the consumer has received in the blockchain. The issuance of tokens is accomplished when the Company loads a virtual wallet with a token, which then transfers credits to the merchant's wallet on a dollar-for-dollar basis, after which the merchant releases its goods or services to the consumer. These transfers take place instantaneously and seamlessly, allowing the transaction experience to seem like any other ordinary credit or debit card transaction to the consumer and merchant. </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">While the Company's blockchain ledger records transaction details instantaneously, the final cash settlement of each transaction can take days to weeks, depending upon contract terms between the Company and the gateways the Company uses, between the Company and its ISOs, and between the Company and/or its ISOs and merchants who use the Company's services. In the case where the gateways have not yet remitted funds to the Company pertaining to transactions already processed, the Company records those amounts as cash due from gateways, net – a current asset. Concurrently, the Company records a portion of the cash due from gateways as revenue and the remaining balance, which is due to merchants and ISOs, as payment processing liabilities, net – a current liability. The balance included in payment processing liabilities, net in the consolidated balance sheets is equal to the sum of amounts due to merchants and ISOs related to the aforementioned unsettled transactions and the amounts due to merchants and ISOs on already settled transactions that these merchants and ISOs have not yet redeemed in the blockchain.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Revenue Recognition </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Revenue is recognized when control of the promised goods or services is transferred to customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> The Company generates the majority of its revenue from payment processing services. Payment processing services revenue is typically based on a percentage of the value of each transaction processed and/or upon fixed amounts specified per each transaction or service. The Company satisfies its performance obligations and, therefore, recognizes the processing fees as revenue at a point in time, upon the authorization of a merchant sale transaction.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Research and Development Costs</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> Research and development costs primarily consist of salaries and benefits for research and development personnel and outsourced contracted services, as well as associated supplies and materials. These costs are expensed as incurred.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Accounts Receivable, Net</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Accounts receivable consist of amounts recorded in connection with the sale of payment processing terminals and related accessories. Accounts receivable are recorded at invoiced amounts, net of an allowance for credit losses, and do not bear interest. In accordance with Accounting Standards Update ("ASU") No. 2016-13, <i>Financial Instruments </i>- <i>Credit Losses (ASC 326): Measurement of Credit Losses on Financial Instruments (</i>"<i>ASU 2016-13</i>"<i>)</i>, the Company measures its allowance for credit losses using an expected credit loss model that reflects the Company's current estimate of expected credit losses inherent in the enterprise and the accounts receivable balance. In determining the expected credit losses, the Company considers its historical loss experience, the aging of its accounts receivable balance, current economic and business conditions, and anticipated future economic events that may impact collectability. The Company reviews its allowance for credit losses periodically and, as needed, amounts are written-off when determined to be uncollectible. As of December 31, 2023 and 2022 the allowance for credit losses was immaterial.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Prepaid Expenses and Other Current Assets</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Prepaid expenses and other current assets primarily consist of inventory and deposits made by our European subsidiaries with credit card companies.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Property and Equipment, Net</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Property and equipment primarily consist of computer equipment, leasehold improvements, and furniture and fixtures. Property and equipment are stated at historical cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the assets, which range from three to eight years. Leasehold improvements are amortized over the shorter of the lease term or the estimated useful life of the related asset. Expenditures for repairs and maintenance are charged to expense as incurred. For assets sold or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts, and any related gain or loss is reflected in income for the period.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Fair Value Measurements</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> The Company applies fair value accounting for assets and liabilities that are recognized or disclosed at fair value in the consolidated financial statements on a recurring basis. Fair value is defined as the price received to sell an asset or paid to transfer a liability in the principal market for the asset or liability in an orderly transaction between market participants on the measurement date.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">ASC Topic 820, <i>Fair Value Measurements, </i>establishes a three-level hierarchy priority for disclosure of assets and liabilities recorded at fair value. The ordering of priority reflects the degree to which objective prices in external active markets are available to measure fair value. The classification of assets and liabilities within the hierarchy is based on whether the inputs to the valuation methodology used for measurement are observable or unobservable. The Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible. The three levels in the hierarchy are as follows:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse; border-spacing: 0px;"> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif; width: 24px"> </td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; width: 24px">●</td> <td style="text-align: justify; font: 10pt Times New Roman, Times, Serif; vertical-align: top">Level 1 – Observable inputs, such as unadjusted quoted prices in active markets for identical assets or liabilities accessible to the reporting entity at the measurement date. </td></tr> </table> <p style="margin-top: 0; margin-bottom: 0"> </p> <p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0px 0"></p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse; border-spacing: 0px;"> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="text-align: justify; font: 10pt Times New Roman, Times, Serif; width: 24px"> </td> <td style="text-align: justify; font: 10pt Times New Roman, Times, Serif; vertical-align: top; width: 24px">●</td> <td style="text-align: justify; font: 10pt Times New Roman, Times, Serif; vertical-align: top">Level 2 – Observable inputs other than Level 1 quoted prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. </td></tr> </table> <p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; text-align: justify; margin: 0px 0"></p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse; border-spacing: 0px;"> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="text-align: justify; font: 10pt Times New Roman, Times, Serif; width: 24px"> </td> <td style="text-align: justify; font: 10pt Times New Roman, Times, Serif; vertical-align: top; width: 24px">●</td> <td style="text-align: justify; font: 10pt Times New Roman, Times, Serif; vertical-align: top">Level 3 – Unobservable inputs that cannot be directly corroborated by observable market data and that typically reflect management's estimate of assumptions that market participants would use in pricing the asset or liability. </td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company measures its convertible note and related derivative liability at fair value. The Company classifies these liabilities as Level 3 of the fair value hierarchy, as fair values are estimated using models that use both observable (e.g., changes in market interest rates) and unobservable (e.g., changes in unobservable long-dated volatilities) inputs.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Goodwill and Intangible Assets</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Goodwill is recorded when the consideration paid for an acquisition of a business exceeds the fair value of the identifiable net tangible and intangible assets acquired.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Goodwill is tested for impairment, at a minimum, on an annual basis at the reporting unit level by first performing a qualitative assessment to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying value. If the reporting unit does not pass the qualitative assessment, then the reporting unit's carrying value is compared to its fair value. Goodwill is considered

impaired if the carrying value of the reporting unit exceeds its fair value. The Company's policy is to perform its annual impairment test of goodwill as of December 31 of each fiscal year. Based on our most recent annual impairment assessment, we determined that no adjustment to the carrying value of goodwill of our reporting unit as required. </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Intangible assets consist of acquired customer relationships and business intellectual properties. Intangible assets are amortized over their estimated useful lives, ranging from two to five years, using the straight-line method. No significant residual value is estimated for intangible assets.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Impairment of Long-Lived Assets</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company evaluates property and equipment and finite-lived intangible assets for impairment whenever events or circumstances indicate that the carrying amounts of such assets may not be recoverable. Recoverability is measured by comparing the carrying amount of an asset or an asset group to estimated undiscounted future net cash flows expected to be generated. If the carrying amount of the long-lived asset or asset group is not recoverable on an undiscounted cash flow basis, an impairment is recognized to the extent that the carrying amount exceeds its fair value. Fair value is determined through various valuation techniques including discounted cash flow models, quoted market values, and third-party independent appraisals, as considered necessary. Other than the charge-off recorded during the period ended December 31, 2022, for the entire consideration paid in connection with the contracted acquisition of the Sky Financial portfolio, the Company determined that the values of its long-lived assets as of December 31, 2023 and 2022, are supportable and recoverable.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Leases</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company leases office space under non-cancellable operating leases with various expiration dates. The Company determines whether an arrangement is a lease for accounting purposes at contract inception. Operating leases are recorded as right-of-use ("ROU") assets, which are included within noncurrent assets, and lease liabilities, which are included within current and noncurrent liabilities on our consolidated balance sheets.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Operating lease ROU assets and operating lease liabilities are recognized at the lease commencement date based on the present value of the future lease payments over the lease term. ROU assets are based on the lease liability and are increased by prepaid lease payments and decreased by lease incentives received, where applicable. The interest rate used to determine the present value of the future lease payments is the Company's incremental borrowing rate because the interest rate implicit in the Company's leases is not readily determinable. The Company's incremental borrowing rate is estimated to approximate the interest rate that the Company would pay to borrow on a collateralized basis with similar terms and payments as the lease, and in economic environments where the leased asset is located. Certain leases require the Company to pay taxes, maintenance, and other operating expenses associated with the leased asset. Such amounts are not included in the measurement of the ROU assets and lease liabilities. These lease costs are recognized as lease expenses when incurred.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company evaluates ROU assets related to leases for indicators of impairment whenever events or changes in circumstances indicate that the carrying amount of a ROU asset may not be recoverable. When a decision has been made to exit a lease prior to the contractual term or to sublease that space, the Company evaluates the asset for impairment and recognizes the associated impact to the ROU asset and related expense, if applicable. The evaluation is performed at the asset group level initially and when appropriate, at the lowest level of identifiable cash flows, which is at the individual lease level. Undiscounted cash flows expected to be generated by the related ROU assets are estimated over the ROU assets' useful lives. If the evaluation indicates that the carrying amount of the ROU assets may not be recoverable, any potential impairment is measured based upon the fair value of the related ROU asset or asset group as determined by appropriate valuation techniques.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Stock Based Compensation </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Stock-based compensation expense relates to restricted stock awards ("RSAs") and stock options granted to employees and non-employee directors under the Company's equity incentive plans, which are measured based on the grant-date fair value. The fair value of RSAs is determined by the closing price of the Company's common stock on the grant date. The fair value of stock options is estimated on the date of grant using the Black-Scholes-Merton option valuation model. Generally, stock-based compensation expense is recorded on a straight-line basis over the requisite service period. The Company accounts for forfeitures as they occur.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Income Taxes</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Income taxes are accounted for under the asset and liability method. Deferred income taxes are recognized for temporary differences between the tax basis of assets and liabilities and their reported amounts in the financial statements, net of operating loss carry forwards and credits, by applying enacted statutory tax rates applicable to future years. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is not more likely than not that some portion of or all the deferred tax assets will not be realized. Judgment is required in determining and evaluating income tax provisions and valuation allowances for deferred income tax assets. We recognize an income tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by taxing authorities, based on the technical merits of the position.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Current income taxes are provided for in accordance with the laws of the relevant taxing authorities. As of December 31, 2023 and 2022, we have valuation allowances which serve to reduce net deferred tax assets.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Net Loss Per Share </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company's basic net loss per share is computed by dividing the net loss available to common shareholders by the weighted average number of common shares outstanding during the period without consideration of potentially dilutive securities. Diluted net loss per share is computed by dividing the net loss available to common shareholders by the weighted-average number of shares of common stock outstanding, adjusted for the dilutive effect of all potential shares of common stock. For the years ended December 31, 2023 and 2022, the Company's diluted net loss per share is the same as the basic net loss per share, since there are no common stock equivalents outstanding that would have a dilutive effect.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Segment Reporting</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company determines its reportable segments based on how its CODM manages the business, makes operating decisions around the allocation of resources, and evaluates operating performance. Our CODM is our Chief Executive Officer and we have identified two reportable segments: North America and International. These segments represent the components of the Company for which separate financial information is available that is utilized on a regular basis by the CODM to assess segment performance, set strategic goals, and allocate the Company's resources. The primary financial measure used by the CODM to evaluate the performance of its segments and allocate resources to them is operating income or (loss).</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Recently Adopted Accounting Pronouncements</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In June 2016, the FASB issued ASU No. 2016-13, <i>Financial Instruments</i>—<i>Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments</i>, as amended by subsequently issued ASUs 2018-19, 2019-04, 2019-05, 2019-10, 2019-11, 2020-02, 2020-03 and 2022-02 (collectively, "Topic 326"). Topic 326 requires entities to utilize a new impairment model known as the current expected credit loss ("CECL") model for certain financial assets held at the reporting date. The CECL model requires entities to estimate lifetime "expected credit loss" amounts and record them as an allowance that, when deducted from the amortized cost basis of the financial asset, presents the net amount expected to be collected on the financial asset. The CECL model is expected to result in more timely recognition of credit losses. The guidance also amends the impairment model for available for sale debt securities and requires entities to determine whether all or a portion of the unrealized loss on such debt security is a credit loss. The Company adopted the updates as of January 1, 2023, with no material impact on its consolidated financial statements.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In October 2021, the FASB issued ASU 2021-08, "<i>Business Combinations (ASC 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers</i>," which requires contract assets and contract liabilities acquired in a business combination to be recognized and measured by the acquirer on the acquisition date in accordance with ASC 606, "<i>Revenue from Contracts with Customers</i>," as if the acquirer had originated the contracts. Under current accounting standards, contract assets and contract liabilities acquired in a business combination are to be recorded at fair value using the ASC 805 measurement principle. ASU 2021-08 is effective for fiscal years and interim reporting periods within those fiscal years beginning after December 15, 2022. The adoption of ASU 2021-08, effective January 1, 2023, did not have an impact on the financial condition, results of operations, cash flows and disclosures of the Company.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Recently Issued Accounting Pronouncements</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In August 2020, the FASB issued ASU 2020-06, <i>Debt </i>- <i>Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging </i>- <i>Contracts in Entity</i>'<i>s Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity</i>'<i>s Own Equity (</i>"<i>ASU 2020-06</i>"<i>)</i>. ASU 2020-06 aims to simplify the accounting for convertible instruments by reducing the number of accounting models for convertible debt instruments and convertible preferred stock. ASU 2020-06 also simplifies the derivative scope exception guidance pertaining to equity classification of contracts in an entity's own equity and amends the diluted earnings per share guidance, including the requirement to use the if-converted method for all convertible instruments. Early adoption is permitted for fiscal years beginning after December 15, 2020. For SEC filers, excluding smaller reporting companies, ASU 2020-06 is effective for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. For all other entities, ASU 2020-06 is effective for fiscal years beginning after December 15, 2023, including interim periods therein. The Company is currently in the process of evaluating the impact this updated guidance may have on its consolidated financial statements.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In November 2023, the FASB issued ASU 2023-07, <i>Segment Reporting (Topic 280)</i>: <i>Improvements to Reportable Segment Disclosures</i>. The amended guidance requires incremental reportable segment disclosures, primarily about significant segment expenses. The amendments also require entities with a single reportable segment to provide all disclosures required by these amendments, and all existing segment disclosures. The amendments will be applied retrospectively to all prior periods presented in the financial statements and is effective for fiscal years beginning after December 15, 2023, and interim periods in fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently in the process of evaluating the impact this amended guidance may

have on the footnotes to its consolidated financial statements.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In December 2023, the FASB issued ASU 2023-08, <i>Intangibles </i>- <i>Goodwill and Other </i>- <i>Crypto Assets (Subtopic 350-60)</i>: <i>Accounting for and Disclosure of Crypto Assets</i>. This amended guidance requires fair value measurement of certain crypto assets each reporting period with the changes in fair value reflected in net income. The amendments also require disclosures of the name, fair value, units held, and cost bases for each significant crypto asset held and annual reconciliations of crypto asset holdings. The new guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2024, with early adoption permitted. We are required to apply these amendments as a cumulative-effect adjustment to retained earnings as of the beginning of the fiscal year in which the guidance is adopted. The adoption of this guidance is not expected to have an impact on our consolidated financial statements, as we currently do not hold any crypto assets.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In December 2023, the FASB issued ASU 2023-09, <i>Income Taxes (Topic 740): Improvements to Income Tax Disclosures</i>. The amended guidance enhances income tax disclosures primarily related to the effective tax rate reconciliation and income taxes paid information. This guidance requires disclosure of specific categories in the effective tax rate reconciliation and further information on reconciling items meeting a quantitative threshold. In addition, the amended guidance requires disaggregating income taxes paid (net of refunds received) by federal, state, and foreign taxes. It also requires disaggregating individual jurisdictions in which income taxes paid (net of refunds received) is equal to or greater than 5 percent of total income taxes paid (net of refunds received). The amended guidance is effective for fiscal years beginning after December 15, 2024. The guidance can be applied either prospectively or retrospectively. The Company is currently in the process of evaluating the impact this amended guidance may have on the footnotes to our consolidated financial statements.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Going Concern</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">As further described in Note 17, <i>Subsequent Events</i>, since February 2024, the Company’s North America segment has been experiencing a significant decline in revenue, which is the direct result of having to abruptly transition its QuickCard product from terminal-based to app-based processing. While this decline in revenue is considered temporary, it has adversely impacted the Company’s liquidity in the short term, within the North America segment. As a result, management has determined that the Company’s cash and cash equivalents as of December 31, 2023 are not sufficient to fund the North America segment’s operations and capital needs for the next 12 months from the issuance of this Report.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">As a result of the developments described above and further described in Note 17, <i>Subsequent Events</i>, substantial doubt exists about the Company’s ability to continue as a going concern. The Company’s ability to continue as a going concern is contingent upon the successful execution of management’s intended plan over the next twelve months to improve the liquidity of its North America segment, which includes, without limitation:</p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse; border-spacing: 0px;"> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"> </td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; width: 0.25in">●</td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; text-align: justify"><p style="margin-top: 0; margin-bottom: 0"> acceleration of the Company’s business development efforts to drive volumes in diversified business verticals;</p> <p style="margin-top: 0; margin-bottom: 0"> </p></td> </tr> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top">●</td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; text-align: justify"><p style="margin-top: 0; margin-bottom: 0"> the implementation of cost control measures to more effectively manage spending in the North America segment and right sizing the organization, where appropriate;</p> <p style="margin-top: 0; margin-bottom: 0"> </p></td></tr> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> ●</td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; text-align: justify"><p style="margin-top: 0; margin-bottom: 0">repatriation of offshore profits from the Company’s European subsidiaries, whose continued accelerated growth and generation of positive cash flow have already provided, and will continue to provide, an immediate and viable short-term source of capital during this product transition; and</p> <p style="margin-top: 0; margin-bottom: 0"> </p></td></tr> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top">●</td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; text-align: justify">a capital raise, which the Company intends to negotiate and consummate in the immediate term.</td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Management has assessed that its intended plan is appropriate and sufficient to address the liquidity shortfall in its North America segment. However, there can be no guarantee that we will be successful in implementing our plan or in acquiring additional funding, that our projections of our future capital needs will prove accurate, or that any additional funding will be sufficient to continue our operations in the North America segment. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Use of Estimates</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The preparation of the Company’s consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. To the extent that there are material differences between these estimates and actual results, the Company’s financial condition or operating results will be materially affected. The Company bases its estimates on current and past experience, to the extent that historical experience is predictive of future performance, and other assumptions that the Company believes are reasonable under the circumstances. The Company evaluates these estimates on an ongoing basis.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Reclassification</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Certain prior year amounts have been reclassified for consistency with the current period presentation. These reclassifications had no effect on the reported financial position, results of operations or cash flows.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Reverse Stock Split</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">On September 6, 2023, the Company filed a certificate of amendment to its amended and restated certificate of incorporation with the Secretary of State of the State of Nevada to effect a 1-for-10 reverse stock split (the “Reverse Stock Split”) of the Company’s shares of common stock, par value $0.001 per share (the “common stock”). Such amendment and ratio were previously approved by the board of directors. Under Nevada Revised Statutes Section 78.207, stockholder approval of the Reverse Stock Split was not required because (i) both the number of authorized shares of the common stock and the number of issued and outstanding shares of the common stock were proportionally reduced as a result of the Reverse Stock Split; (ii) the Reverse Stock Split did not adversely affect any other class of stock of the Company; and (iii) the Company did not pay money or issue scrip to stockholders who would otherwise be entitled to receive a fractional share as a result of the Reverse Stock Split. As a result of the Reverse Stock Split, which was effective September 6, 2023, every ten shares of the Company’s pre-reverse split outstanding common stock were combined and reclassified into one share of common stock. Proportionate voting rights and other rights of common stockholders were not affected by the Reverse Stock Split. Any fractional shares of common stock resulting from the Reverse Stock Split were rounded up to the nearest whole share. All stock options outstanding and common stock reserved for issuance under the Company’s equity incentive plans outstanding immediately prior to the Reverse Stock Split were adjusted by dividing the number of affected shares of common stock by ten and, as applicable, multiplying the exercise price by ten. All share numbers, share prices, exercise prices and per share amounts have been adjusted, on a retroactive basis to reflect this 1-for-10 Reverse Stock Split.</p>1-for-10 reverse stock split0.001<p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Cash, Cash Equivalents and Restricted Cash</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Cash and cash equivalents consist of cash on hand, cash on deposit with banks, and highly liquid debt investments with an original maturity of three months or less.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Restricted cash substantially consists of cash received from gateways for merchant transactions processed, which has yet to be distributed to merchants, ISOs and their agents at the end of the period.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Cash Due from Gateways, Net</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company generates the majority of its revenue from payment processing services provided to its merchant clients. When a merchant makes a sale, the process of receiving the payment card information, engaging the banks for transferring the proceeds to the merchant’s account via digital gateways, and recording the transaction on a blockchain ledger, are the activities for which the Company gets to collect fees. Cash due from gateways represent amounts due to the Company for transactions processed but not yet distributed by the gateways.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The gateways have strict policies pertaining to the scheduling of the release of funds to merchants based on several criteria that include, but are not limited to, return and chargeback history, associated risk for the specific business vertical, average transaction amount, etc. To mitigate potential credit losses associated with these risks, the gateways use these policies to determine reserve requirements and a payment in arrears strategy. While reserve and payment in arrears restrictions are in effect for a merchant payout, the Company records the reserved amounts against cash due from the gateways until the restriction is released.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> Payment Processing Liabilities</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company’s proprietary blockchain-based technology serves as the settlement engine for all transactions within the Company’s ecosystem. The blockchain ledger provides a robust and secure platform to log large volumes of immutable transactional records in real time. In summary, blockchain is a distributed ledger that uses digitally encrypted keys to verify, secure and record details of each transaction conducted within an ecosystem. Unlike general blockchain-based systems, the Company uses proprietary, private ledger technology to verify every transaction conducted within the Company’s ecosystem. The verification of transaction data comes from trusted partners, all of whom have been extensively vetted by the Company. The Company facilitates all financial elements of its closed-loop ecosystem, and it acts as the administrator for all related accounts. Using the Company’s TrustGateway technology, the Company seeks authorization and settlement for each transaction from Gateways to the issuing bank responsible for the credit/debit card used in the transaction. When a gateway settles the transaction, the company’s TrustGateway technology composes a chain of blockchain instructions to the Company’s ledger manager system.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">When consumers use credit or debit cards to pay for transactions with merchants who use our ecosystem, the transaction starts with the consumer purchasing tokens from the Company. Tokens in this context are used to represent and track the value or number of credits the consumer has received in the blockchain. The issuance of tokens is accomplished when the Company loads a virtual wallet with a token, which then transfers credits to the merchant’s wallet on a dollar-for-dollar basis, after which the merchant releases its goods or services to the consumer. These transfers take place instantaneously and seamlessly, allowing the transaction experience to seem like any other ordinary credit or debit card transaction to the consumer and merchant. </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">While the Company’s blockchain ledger records transaction details instantaneously, the final cash settlement of each transaction can take days to weeks, depending upon contract terms between the Company and the gateways the Company uses, between the Company and its ISOs, and between the Company and/or its ISOs and merchants who use the Company’s services. In the case where the gateways have not yet remitted funds to the Company pertaining to transactions already processed, the Company records those amounts as cash due from gateways, net – a current asset. Concurrently, the Company records a portion of the cash due from gateways as revenue and the remaining balance, which is due to merchants and ISOs, as payment processing liabilities, net – a current liability. The balance included in payment processing liabilities, net in the consolidated

balance sheets is equal to the sum of amounts due to merchants and ISOs related to the aforementioned unsettled transactions and the amounts due to merchants and ISOs on already settled transactions that these merchants and ISOs have not yet redeemed in the blockchain.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Revenue Recognition</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Revenue is recognized when control of the promised goods or services is transferred to customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company generates the majority of its revenue from payment processing services. Payment processing services revenue is typically based on a percentage of the value of each transaction processed and/or upon fixed amounts specified per each transaction or service. The Company satisfies its performance obligations and, therefore, recognizes the processing fees as revenue at a point in time, upon the authorization of a merchant sale transaction.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Accounts Receivable, Net</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Accounts receivable consist of amounts recorded in connection with the sale of payment processing terminals and related accessories. Accounts receivable are recorded at invoiced amounts, net of an allowance for credit losses, and do not bear interest. In accordance with Accounting Standards Update (“ASU”) No. 2016-13, <i>Financial Instruments </i>- <i>Credit Losses (ASC 326): Measurement of Credit Losses on Financial Instruments (</i>“<i>ASU 2016-13</i>”<i>)</i>, the Company measures its allowance for credit losses using an expected credit loss model that reflects the Company’s current estimate of expected credit losses inherent in the enterprise and the accounts receivable balance. In determining the expected credit losses, the Company considers its historical loss experience, the aging of its accounts receivable balance, current economic and business conditions, and anticipated future economic events that may impact collectability. The Company reviews its allowance for credit losses periodically and, as needed, amounts are written-off when determined to be uncollectible. As of December 31, 2023 and 2022 the allowance for credit losses was immaterial.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Prepaid Expenses and Other Current Assets</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Prepaid expenses and other current assets primarily consist of inventory and deposits made by our European subsidiaries with credit card companies.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Property and Equipment, Net</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Property and equipment primarily consist of computer equipment, leasehold improvements, and furniture and fixtures. Property and equipment are stated at historical cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the assets, which range from three to eight years. Leasehold improvements are amortized over the shorter of the lease term or the estimated useful life of the related asset. Expenditures for repairs and maintenance are charged to expense as incurred. For assets sold or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts, and any related gain or loss is reflected in income for the period.</p>P3YP8Y<p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Fair Value Measurements</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company applies fair value accounting for assets and liabilities that are recognized or disclosed at fair value in the consolidated financial statements on a recurring basis. Fair value is defined as the price received to sell an asset or paid to transfer a liability in the principal market for the asset or liability in an orderly transaction between market participants on the measurement date.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">ASC Topic 820, <i>Fair Value Measurements, </i>establishes a three-level hierarchy priority for disclosure of assets and liabilities recorded at fair value. The ordering of priority reflects the degree to which objective prices in external active markets are available to measure fair value. The classification of assets and liabilities within the hierarchy is based on whether the inputs to the valuation methodology used for measurement are observable or unobservable. The Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible. The three levels in the hierarchy are as follows:</p><table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse; border-spacing: 0px;"> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif; width: 24px"> </td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; width: 24px">●</td> <td style="text-align: justify; font: 10pt Times New Roman, Times, Serif; vertical-align: top">Level 1 - Observable inputs, such as unadjusted quoted prices in active markets for identical assets or liabilities accessible to the reporting entity at the measurement date.</td></tr> </table><table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse; border-spacing: 0px;"> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="text-align: justify; font: 10pt Times New Roman, Times, Serif; width: 24px"> </td> <td style="text-align: justify; font: 10pt Times New Roman, Times, Serif; vertical-align: top; width: 24px">●</td> <td style="text-align: justify; font: 10pt Times New Roman, Times, Serif; vertical-align: top">Level 2 - Observable inputs other than Level 1 quoted prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.</td></tr> </table><table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse; border-spacing: 0px;"> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="text-align: justify; font: 10pt Times New Roman, Times, Serif; width: 24px"> </td> <td style="text-align: justify; font: 10pt Times New Roman, Times, Serif; vertical-align: top; width: 24px">●</td> <td style="text-align: justify; font: 10pt Times New Roman, Times, Serif; vertical-align: top">Level 3 – Unobservable inputs that cannot be directly corroborated by observable market data and that typically reflect management’s estimate of assumptions that market participants would use in pricing the asset or liability.</td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company measures its convertible note and related derivative liability at fair value. The Company classifies these liabilities as Level 3 of the fair value hierarchy, as fair values are estimated using models that use both observable (e.g., changes in market interest rates) and unobservable (e.g., changes in unobservable long-dated volatilities) inputs.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Goodwill and Intangible Assets</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Goodwill is recorded when the consideration paid for an acquisition of a business exceeds the fair value of the identifiable net tangible and intangible assets acquired.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Goodwill is tested for impairment, at a minimum, on an annual basis at the reporting unit level by first performing a qualitative assessment to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying value. If the reporting unit does not pass the qualitative assessment, then the reporting unit’s carrying value is compared to its fair value. Goodwill is considered impaired if the carrying value of the reporting unit exceeds its fair value. The Company’s policy is to perform its annual impairment test of goodwill as of December 31 of each fiscal year. Based on our most recent annual impairment assessment, we determined that no adjustment to the carrying value of goodwill of our reporting unit as required.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Intangible assets consist of acquired customer relationships and business intellectual properties. Intangible assets are amortized over their estimated useful lives, ranging from two to five years, using the straight-line method. No significant residual value is estimated for intangible assets.</p>P2YP5Y<p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Impairment of Long-Lived Assets</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company evaluates property and equipment and finite-lived intangible assets for impairment whenever events or circumstances indicate that the carrying amounts of such assets may not be recoverable. Recoverability is measured by comparing the carrying amount of an asset or an asset group to estimated undiscounted future net cash flows expected to be generated. If the carrying amount of the long-lived asset or asset group is not recoverable on an undiscounted cash flow basis, an impairment is recognized to the extent that the carrying amount exceeds its fair value. Fair value is determined through various valuation techniques including discounted cash flow models, quoted market values, and third-party independent appraisals, as considered necessary. Other than the charge-off recorded during the period ended December 31, 2022, for the entire consideration paid in connection with the contracted acquisition of the Sky Financial portfolio, the Company determined that the values of its long-lived assets as of December 31, 2023 and 2022, are supportable and recoverable.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Leases</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company leases office space under non-cancellable operating leases with various expiration dates. The Company determines whether an arrangement is a lease for accounting purposes at contract inception. Operating leases are recorded as right-of-use (“ROU”) assets, which are included within noncurrent assets, and lease liabilities, which are included within current and noncurrent liabilities on our consolidated balance sheets.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Operating lease ROU assets and operating lease liabilities are recognized at the lease commencement date based on the present value of the future lease payments over the lease term. ROU assets are based on the lease liability and are increased by prepaid lease payments and decreased by lease incentives received, where applicable. The interest rate used to determine the present value of the future lease payments is the Company’s incremental borrowing rate because the interest rate implicit in the Company’s leases is not readily determinable. The Company’s incremental borrowing rate is estimated to approximate the interest rate that the Company would pay to borrow on a collateralized basis with similar terms and payments as the lease, and in economic environments where the leased asset is located. Certain leases require the Company to pay taxes, maintenance, and other operating expenses associated with the leased asset. Such amounts are not included in the measurement of the ROU assets and lease liabilities. These lease costs are recognized as lease expenses when incurred.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company evaluates ROU assets related to leases for indicators of impairment whenever events or changes in circumstances indicate that the carrying amount of a ROU asset may not be recoverable. When a decision has been made to exit a lease prior to the contractual term or to sublease that space, the Company evaluates the asset for impairment and recognizes the associated impact to the ROU asset and related expense, if applicable. The evaluation is performed at the asset group level initially and when appropriate, at the lowest level of identifiable cash flows, which is at the individual lease level. Undiscounted cash flows expected to be generated by the related ROU assets are estimated over the ROU assets’ useful lives. If the evaluation indicates that the carrying amount of the ROU assets may not be recoverable, any potential impairment is measured based upon the fair value of the related ROU asset or asset group as determined by appropriate valuation techniques.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Stock Based Compensation</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Stock-based compensation expense relates to restricted stock awards (“RSAs”) and stock options granted to employees and non-employee directors under the Company’s equity incentive plans, which are measured based on the grant-date fair value. The fair value of RSAs is determined by the closing price of the Company’s common stock on the grant date. The fair value of stock options is estimated on the date of grant using the Black-Scholes-Merton option valuation model. Generally, stock-based compensation expense is recorded on a straight-line basis over the requisite service period. The Company accounts for forfeitures as they occur.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Income Taxes</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Income taxes are accounted for under the asset and liability method. Deferred income taxes are recognized for temporary differences between the tax basis of assets and liabilities and their reported amounts in the financial statements, net of operating loss carry forwards and credits, by applying enacted statutory tax rates applicable to future years. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is not more likely than not that some portion of or all the deferred tax assets will not be realized. Judgment is required in determining and evaluating income tax provisions and valuation allowances for deferred income tax assets. We recognize an income tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by taxing authorities, based on the technical merits of the position.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Current income taxes are provided for in accordance with the laws of the relevant taxing authorities. As of December 31, 2023 and 2022, we have valuation allowances which serve to reduce net deferred tax assets.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Net Loss Per Share</p>

<p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company's basic net loss per share is computed by dividing the net loss available to common shareholders by the weighted average number of common shares outstanding during the period without consideration of potentially dilutive securities. Diluted net loss per share is computed by dividing the net loss available to common shareholders by the weighted-average number of shares of common stock outstanding, adjusted for the dilutive effect of all potential shares of common stock. For the years ended December 31, 2023 and 2022, the Company's diluted net loss per share is the same as the basic net loss per share, since there are no common stock equivalents outstanding that would have a dilutive effect.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Segment Reporting</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company determines its reportable segments based on how its CODM manages the business, makes operating decisions around the allocation of resources, and evaluates operating performance. Our CODM is our Chief Executive Officer and we have identified two reportable segments: North America and International. These segments represent the components of the Company for which separate financial information is available that is utilized on a regular basis by the CODM to assess segment performance, set strategic goals, and allocate the Company's resources. The primary financial measure used by the CODM to evaluate the performance of its segments and allocate resources to them is operating income or (loss).</p>2<p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Recently Adopted Accounting Pronouncements</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In June 2016, the FASB issued ASU No. 2016-13, <i>Financial Instruments</i>—<i>Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments</i>, as amended by subsequently issued ASUs 2018-19, 2019-04, 2019-05, 2019-10, 2019-11, 2020-02, 2020-03 and 2022-02 (collectively, "Topic 326"). Topic 326 requires entities to utilize a new impairment model known as the current expected credit loss ("CECL") model for certain financial assets held at the reporting date. The CECL model requires entities to estimate lifetime "expected credit loss" amounts and record them as an allowance that, when deducted from the amortized cost basis of the financial asset, presents the net amount expected to be collected on the financial asset. The CECL model is expected to result in more timely recognition of credit losses. The guidance also amends the impairment model for available for sale debt securities and requires entities to determine whether all or a portion of the unrealized loss on such debt security is a credit loss. The Company adopted the updates as of January 1, 2023, with no material impact on its consolidated financial statements.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In October 2021, the FASB issued ASU 2021-08, "<i>Business Combinations (ASC 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers</i>," which requires contract assets and contract liabilities acquired in a business combination to be recognized and measured by the acquirer on the acquisition date in accordance with ASC 606, "<i>Revenue from Contracts with Customers</i>," as if the acquirer had originated the contracts. Under current accounting standards, contract assets and contract liabilities acquired in a business combination are to be recorded at fair value using the ASC 805 measurement principle. ASU 2021-08 is effective for fiscal years and interim reporting periods within those fiscal years beginning after December 15, 2022. The adoption of ASU 2021-08, effective January 1, 2023, did not have an impact on the financial condition, results of operations, cash flows and disclosures of the Company.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Recently Issued Accounting Pronouncements</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In August 2020, the FASB issued ASU 2020-06, <i>Debt </i>– <i>Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging </i>– <i>Contracts in Entity</i>'<i>s Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity</i>'<i>s Own Equity (</i>"<i>ASU 2020-06</i>"<i>)</i>. ASU 2020-06 aims to simplify the accounting for convertible instruments by reducing the number of accounting models for convertible debt instruments and convertible preferred stock. ASU 2020-06 also simplifies the derivative scope exception guidance pertaining to equity classification of contracts in an entity's own equity and amends the diluted earnings per share guidance, including the requirement to use the if-converted method for all convertible instruments. Early adoption is permitted for fiscal years beginning after December 15, 2020. For SEC filers, excluding smaller reporting companies, ASU 2020-06 is effective for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. For all other entities, ASU 2020-06 is effective for fiscal years beginning after December 15, 2023, including interim periods therein. The Company is currently in the process of evaluating the impact this updated guidance may have on its consolidated financial statements.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In November 2023, the FASB issued ASU 2023-07, <i>Segment Reporting (Topic 280)</i>: <i>Improvements to Reportable Segment Disclosures</i>. The amended guidance requires incremental reportable segment disclosures, primarily about significant segment expenses. The amendments also require entities with a single reportable segment to provide all disclosures required by these amendments, and all existing segment disclosures. The amendments will be applied retrospectively to all prior periods presented in the financial statements and is effective for fiscal years beginning after December 15, 2023, and interim periods in fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently in the process of evaluating the impact this amended guidance may have on the footnotes to its consolidated financial statements.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In December 2023, the FASB issued ASU 2023-08, <i>Intangibles </i>– <i>Goodwill and Other </i>– <i>Crypto Assets (Subtopic 350-60)</i>: <i>Accounting for and Disclosure of Crypto Assets</i>. This amended guidance requires fair value measurement of certain crypto assets each reporting period with the changes in fair value reflected in net income. The amendments also require disclosures of the name, fair value, units held, and cost bases for each significant crypto asset held and annual reconciliations of crypto asset holdings. The new guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2024, with early adoption permitted. We are required to apply these amendments as a cumulative-effect adjustment to retained earnings as of the beginning of the fiscal year in which the guidance is adopted. The adoption of this guidance is not expected to have an impact on our consolidated financial statements, as we currently do not hold any crypto assets.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In December 2023, the FASB issued ASU 2023-09, <i>Income Taxes (Topic 740): Improvements to Income Tax Disclosures</i>. The amended guidance enhances income tax disclosures primarily related to the effective tax rate reconciliation and income taxes paid information. This guidance requires disclosure of specific categories in the effective tax rate reconciliation and further information on reconciling items meeting a quantitative threshold. In addition, the amended guidance requires disaggregating income taxes paid (net of refunds received) by federal, state, and foreign taxes. It also requires disaggregating individual jurisdictions in which income taxes paid (net of refunds received) is equal to or greater than 5 percent of total income taxes paid (net of refunds received). The amended guidance is effective for fiscal years beginning after December 15, 2024. The guidance can be applied either prospectively or retrospectively. The Company is currently in the process of evaluating the impact this amended guidance may have on the footnotes to our consolidated financial statements.</p><table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%; border-spacing: 0px;"><tr style="vertical-align: top; text-align: justify"> <td style="width: 0in"></td><td style="width: 0.25in; text-align: left">3.</td><td style="text-align: justify">Restatements of Previously Issued Consolidated Financial Statements</td> </tr></table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">During the preparation of its 2022 Annual Report, the Company determined that it had not appropriately accounted for certain historical transactions under GAAP. In accordance with the SEC's Staff Accounting Bulletin ("SAB") 99, <i>Materiality</i>, and SAB 108, <i>Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements</i>, the Company evaluated the materiality of the errors from qualitative and quantitative perspectives, individually and in aggregate, and concluded that the errors were material to the Consolidated Statements of Operations for the quarters ending March 31, 2021, June 30, 2021, September 30, 2021, March 31, 2022, June 30, 2022, and September 30, 2022, and for the annual period ending December 31, 2021. Based on this evaluation, on January 13, 2023, the Company's Audit Committee, with the concurrence of management, concluded that the Company's previously issued consolidated financial statements for the aforementioned periods would need to be restated and could no longer be relied upon. The Company has restated the impacted financial statements for each of these periods and presented the effects of the restatement adjustments in its 2022 Annual Report.</p><table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%; border-spacing: 0px;"><tr style="vertical-align: top; text-align: justify"> <td style="width: 0in"></td><td style="width: 0.25in; text-align: left">4.</td><td style="text-align: justify">Acquisitions</td> </tr></table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Logicquest Technology, Inc.</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In April 2023, the Company executed a purchase agreement for 99.4 million shares of restricted common stock of Logicquest Technology, Inc., a Nevada corporation ("Logicquest") representing ownership of 99.1% of Logicquest, 48 shares of Series C Convertible Non-Redeemable Preferred Stock of Logicquest, and 10 shares of Series D Convertible Non-Redeemable Preferred Stock of Logicquest, in exchange for an aggregate purchase price of $225,000. Logicquest was a shell company (as defined in Rule 12b-2 of the Exchange Act) quoted on the Over-the-Counter Pink Open Market under the symbol "LOGQ" and is required to file reports and other information with the SEC pursuant to the Exchange Act. In June 2023, the Company merged the assets of Coyni, Inc., a wholly-owned subsidiary of the Company, and Logicquest, with Logicquest as the surviving entity. Subsequently, Logicquest changed its name to Coyni, Inc. ("Coyni PubCo"). In the fourth quarter of 2023, the Company amended the share purchase agreement to reflect 98 million shares of restricted common stock of Logicquest, 48 shares of Series C Convertible Non-Redeemable Preferred Stock of Logicquest, and 10 shares of Series D Convertible Non-Redeemable Preferred Stock of Logicquest, in exchange for an aggregate purchase price of $225,000. In accordance with ASC 805, <i>Business Combinations, </i>this transaction was accounted for as an asset acquisition and the acquired assets are included in the consolidated financial statements of the Company as of December 31, 2023.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">As previously disclosed, the Company originally intended to transfer the Coyni Platform assets, which are owned by the Company, into Coyni PubCo, and subsequently spin-off Coyni PubCo into a new publicly traded entity. However, we subsequently determined that it was in the best interest of the Company and its shareholders to retain the Coyni Platform at the Company to expand payment processing and banking-as-a-service solutions. As such, management no longer plans to pursue a spin-off of Coyni PubCo. </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Merchant Payment Solutions LLC</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In November 2021, the Company executed a term sheet to acquire certain Automated Clearing House ("ACH") business of Merchant Payment Solutions LLC ("MPS"). Upon execution of the term sheet, the Company made a refundable earnest money deposit in the amount of $725,000 toward the total purchase price. After conducting due diligence, the Company elected to terminate the term sheet on April 21, 2023. In June 2023, the Company and MPS agreed to finalize a Portfolio Purchase Agreement ("Purchase Agreement"). Pursuant to the Purchase Agreement, the Company acquired the ACH portfolio of MPS for $725,000. In accordance with ASC 805, <i>Business Combinations, </i>this transaction was accounted for as an asset acquisition.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Transact Europe Holdings</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">On April 1, 2022, the Company acquired Transact Europe Holdings for $28.8 million (€26.0 million) in cash. Transact Europe Holdings is the holding company of TEU, which formally changed its name to RYVYL EU on December 16, 2022. RYVYL EU is an EU regulated electronic money institution headquartered in Sofia, Bulgaria. RYVYL EU is a Principal Level Member of Visa, a worldwide member of MasterCard, and a principal member of China UnionPay. In addition, RYVYL EU is part of the SEPA program, a payment system enabling cashless payments across continental Europe. RYVYL EU provides complete payment solutions by offering acquiring, issuing of prepaid cards and agent banking, serving hundreds of clients. With a global footprint, proprietary payment gateway, and technology platforms, RYVYL EU offers a comprehensive portfolio of services and decades of industry experience.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The acquisition of Transact Europe Holdings meets the criteria to be accounted for as a

business combination in accordance with ASC 805, <i>Business Combinations</i>. This method requires, among other things, that assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date and that the difference between the fair value of the consideration paid for the acquired entity and the fair value of the net assets acquired be recorded as goodwill, which is not amortized but is tested at least annually for impairment.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The following summarizes the estimated fair values of the net assets acquired, which were recorded as of April 1, 2022 (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td style="font-weight: bold">Tangible assets (liabilities):</td><td> </td> <td colspan="2"> </td><td> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 85%; text-align: left; padding-bottom: 1pt">Net assets</td><td style="width: 1%; padding-bottom: 1pt"> </td> <td style="width: 1%; border-bottom: Black 1pt solid; text-align: left">$</td><td style="width: 12%; border-bottom: Black 1pt solid; text-align: right">7,339</td><td style="width: 1%; padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-weight: bold; text-align: left">Intangible assets:</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Customer relationships</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,267</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt">Goodwill</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">20,205</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 1pt">Total intangible assets</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">21,472</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt; text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="font-weight: bold; text-align: left; padding-bottom: 2.5pt">Total net assets acquired</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">28,811</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Sky Financial & Intelligence</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">On March 31, 2022, the Company contracted to acquire a portfolio of merchant accounts from Sky Financial for $18.1 million. The Company paid $16.0 million in cash in March 2022 and issued 500,000 shares of restricted common stock for the transaction on May 12, 2022. The entire amount tendered in both cash and stock was recorded as a customer relationships asset. </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">As of the date of this filing, the Company has not received delivery of the acquired merchant list and the associated ISO management portal access. The Company charged off the entire purchase price in 2022. Also, during 2022, the Company suspended its reporting of revenue from the Sky Financial portfolio. The Company is actively pursuing its entitlements under the purchase agreement. See Note 15, <i>Commitments and Contingencies</i>, for further information. </p>994000000.99148102250009800000048102250007250002880000026000000<p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> The following summarizes the estimated fair values of the net assets acquired, which were recorded as of April 1, 2022 (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td style="font-weight: bold">Tangible assets (liabilities):</td><td> </td> <td colspan="2"> </td><td> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 85%; text-align: left; padding-bottom: 1pt">Net assets</td><td style="width: 1%; padding-bottom: 1pt"> </td> <td style="width: 1%; border-bottom: Black 1pt solid; 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During the year ended December 31, 2023, the Company's subsidiary, Charge Savvy, sold a building it owned and recognized a gain on sale of $1.1 million.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The following table details property and equipment, less accumulated depreciation (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">December 31,</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">2022</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 70%">Buildings</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 12%; text-align: right">-</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 12%; text-align: right">1,360</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Computers and equipment</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">276</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">247</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Furniture and fixtures</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">152</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">149</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="padding-bottom: 1pt">Improvements</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">171</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">164</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Total property and equipment</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">599</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,920</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 1pt">Less: accumulated depreciation</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(293</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-

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margin: 0px 0; text-align: justify">The following table presents goodwill balances (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">December 31,</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; 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width: 97%">Intangible Assets, Net</td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The following table details acquired intangible assets (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td style="text-indent: -0.125in; padding-left: 0.125in"> </td> <td style="padding-bottom: 1pt"> </td> <td> </td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="10" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">December 31, 2023</td> <td style="padding-bottom: 1pt; font-weight: bold"> </td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="10" style="font-weight: bold; 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 Period</td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">Cost</td> <td style="padding-bottom: 1pt; font-weight: bold"> </td> <td style="padding-bottom: 1pt"> </td> <td colspan="2" style="text-align: center; border-bottom: Black 1pt solid">Accumulated
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text-align: right">3,554</td> <td style="width: 1%; text-align: left"> </td> <td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td> <td style="width: 9%; text-align: right">5,820</td> <td style="width: 1%; text-align: left"> </td> <td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td> <td style="width: 9%; text-align: right">(1,755</td> <td style="width: 1%; text-align: left">)</td> <td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td> <td style="width: 9%; text-align: right">4,065</td> <td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-indent: -0.125in; padding-left: 0.125in; text-align: left">Customer relationships - International</td> <td> </td> <td style="text-align: center">2 years</td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">1,267</td> <td style="text-align: left"> </td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">(1,109</td> <td style="text-align: left">) </td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">158</td> <td style="text-align: left"> </td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">1,267</td> <td style="text-align: left"> </td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">(475</td> <td style="text-align: left">)</td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">792</td> <td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-indent: -0.125in; padding-left: 0.125in; text-align: left; padding-bottom: 1pt">Business technology/IP</td> <td style="padding-bottom: 1pt"> </td> <td style="text-align: center; padding-bottom: 1pt">5 years</td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">2,675</td> <td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">(1,328</td> <td style="padding-bottom: 1pt; text-align: left">)</td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">1,347</td> <td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; 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text-align: left">$</td> <td style="border-bottom: Black 2.5pt double; text-align: right">10,487</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt

double; text-align: left">$</td> <td style="border-bottom: Black 2.5pt double; text-align: right">(5,428</td> <td style="padding-bottom: 2.5pt; text-align: left">)</td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td> <td style="border-bottom: Black 2.5pt double; text-align: right">5,059</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td> <td style="border-bottom: Black 2.5pt double; text-align: right">9,762</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td> <td style="border-bottom: Black 2.5pt double; text-align: right">(3,023</td> <td style="padding-bottom: 2.5pt; text-align: left">)</td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td> <td style="border-bottom: Black 2.5pt double; text-align: right">6,739</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Amortization expense was $2.4 million and $20.3 million for the years ended December 31, 2023 and 2022, respectively. In 2022, amortization expense included an $18.1 million charge related to the consideration paid for the contracted acquisition of the Sky Financial portfolio.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The estimated future amortization expense related to intangible assets as of December 31, 2023 is as follows (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td style="padding-bottom: 1pt; font-weight: bold">Year</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">Amount</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 85%; text-align: left">2024</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 12%; text-align: right">2,002</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">2025</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,844</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">2026</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">992</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">2027</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">148</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">2028</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">73</td> <td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 2.5pt">Total</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">5,059</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The following table details acquired intangible assets (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td style="text-indent: -0.125in; padding-left: 0.125in"> </td> <td style="padding-bottom: 1pt"> </td> <td> </td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="10" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">December 31, 2023</td> <td style="padding-bottom: 1pt; font-weight: bold"> </td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="10" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">December 31, 2022</td> <td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="text-indent: -0.125in; padding-left: 0.125in; font-weight: bold; border-bottom: Black 1pt solid">Intangible Assets</td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">Amortization
 Period</td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">Cost</td> <td style="padding-bottom: 1pt; font-weight: bold"> </td> <td style="padding-bottom: 1pt"> </td> <td colspan="2" style="text-align: center; border-bottom: Black 1pt solid"> Accumulated
 Amortization</td> <td style="padding-bottom: 1pt"> </td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">Net</td> <td style="padding-bottom: 1pt; font-weight: bold"> </td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">Cost</td> <td style="padding-bottom: 1pt; font-weight: bold"> </td> <td style="padding-bottom: 1pt"> </td> <td colspan="2" style="text-align: center; border-bottom: Black 1pt solid">Accumulated
 Amortization</td> <td style="padding-bottom: 1pt"> </td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">Net</td> <td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-indent: -0.125in; padding-left: 0.125in; width: 18%; text-align: left">Customer relationships - North America</td> <td style="width: 1%"> </td> <td style="width: 9%; text-align: center">5 years</td> <td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td> <td style="width: 9%; text-align: right">6,545</td> <td style="width: 1%; text-align: left"> </td> <td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td> <td style="width: 9%; text-align: right">(2,991</td> <td style="width: 1%; text-align: left">)</td> <td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td> <td style="width: 9%; text-align: right">3,554</td> <td style="width: 1%; text-align: left"> </td> <td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td> <td style="width: 9%; text-align: right">5,820</td> <td style="width: 1%; text-align: left"> </td> <td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td> <td style="width: 9%; text-align: right">(1,755</td> <td style="width: 1%; text-align: left">)</td> <td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td> <td style="width: 9%; text-align: right">4,065</td> <td style="width: 1%; text-align: left"> </td> </tr> <tr style="vertical-align: bottom; "> <td style="text-indent: -0.125in; padding-left: 0.125in; text-align: left">Customer relationships - International</td> <td> </td> <td style="text-align: center">2 years</td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">1,267</td> <td style="text-align: left"> </td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">(1,109</td> <td style="text-align: left">)</td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">158</td> <td style="text-align: left"> </td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">1,267</td> <td style="text-align: left"> </td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">(475</td> <td style="text-align: left">)</td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">792</td> <td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-indent: -0.125in; padding-left: 0.125in; text-align: left; padding-bottom: 1pt">Business technology/IP</td> <td style="padding-bottom: 1pt"> </td> <td style="text-align: center; padding-bottom: 1pt">5 years</td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">2,675</td> <td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">(1,328</td> <td style="padding-bottom: 1pt; text-align: left">)</td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">1,347</td> <td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">2,675</td> <td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">(793</td> <td style="padding-bottom: 1pt; text-align: left">)</td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">1,882</td> <td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-indent: -0.125in; padding-left: 0.125in; padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt"> </td> <td style="text-align: left"> </td> <td style="text-align: right"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="text-align: left"> </td> <td style="text-align: right"> </td> <td style="padding-bottom: 1pt; 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text-align: left">$</td> <td style="border-bottom: Black 2.5pt double; text-align: right">10,487</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td> <td style="border-bottom: Black 2.5pt double; text-align: right">(5,428</td> <td style="padding-bottom: 2.5pt; text-align: left">)</td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td> <td style="border-bottom: Black 2.5pt double; text-align: right">5,059</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td> <td style="border-bottom: Black 2.5pt double; text-align: right">9,762</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td> <td style="border-bottom: Black 2.5pt double; text-align: right">(3,023</td> <td style="padding-bottom: 2.5pt; text-align: left">)</td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td> <td style="border-bottom: Black 2.5pt double; text-align: right">6,739</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>P5Y6545000-2991000355400005820000-17550004065000P2Y1267000-11090001580001267000-475000792000P5Y2675000-1328000134700026750000-793000188200010487000-542800050590009762000-30230006739000240000020300000181000000<p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The estimated future amortization expense related to intangible assets as of December 31, 2023 is as follows (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td style="padding-bottom: 1pt; font-weight: bold">Year</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">Amount</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 85%; text-align: left">2024</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 12%; text-align: right">2,002</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">2025</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,844</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">2026</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">992</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">2027</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">148</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">2028</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">73</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 2.5pt">Total</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">5,059</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>20020001844000992000148000730005059000<table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%; border-spacing: 0px;"><tr style="vertical-align: top; text-align: justify"> <td style="width: 0in"></td><td style="width: 0.25in; text-align: left">8. </td><td style="text-align: justify">Accrued Liabilities</td> </tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The following table details the balance in accrued liabilities (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">December 31,</td><td style="padding-bottom: 1pt; 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weight: bold; text-align: center; border-bottom: Black 1pt solid">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">2022</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 70%; text-align: left">Accrued gateway fees</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 12%; text-align: right">2,356</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 12%; text-align: right">681</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Payroll related accruals</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,235</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">664</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Accrued legal and professional fees</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,342</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">330</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Accrued taxes</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">306</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,357</td> <td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt">Other</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">516</td> <td style="padding-bottom: 1pt; 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text-align: right">5,755</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">3,350</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The following table details the balance in accrued liabilities (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">December 31,</td><td style="padding-bottom: 1pt; 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width: 97%">Long-Term Debt, Net </td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The following table summarizes the Company’s debt as of December 31, 2023 and 2022 (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">December 31,</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">2022</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 76%; text-align: left">$100,000,000 8% senior convertible note, due April 5, 2025</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">19,200</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">85,450</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 1pt">Less: Unamortized debt discount</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(3,906</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(24,349</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Net carrying value</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">15,294</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">61,101</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">$149,900 Economic Injury Disaster Loan (EIDL), interest rate of 3.75%, due June 1, 2050</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">146</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">149</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 1pt">$500,000 EIDL, interest rate of 3.75%, due May 8, 2050</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">487</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">499</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Total debt</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">15,927</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">61,749</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Less: current portion</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(15</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(14</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 2.5pt">Long-term debt, net</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">15,912</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">61,735</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Senior Convertible Note</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> On November 8, 2021, the Company sold and issued, in a registered direct offering, an 8% Senior convertible note, originally due November 3, 2023, and subsequently extended to April 5, 2025, in the aggregate original principal amount of $100 million (the “Note”). The Note had an original issue discount of sixteen percent (16%) resulting in gross proceeds of $84 million. The Note was sold pursuant to the terms of a Securities Purchase Agreement, dated November 2, 2021 (the “SPA”), between the Company and the investor in the Note (the “Investor”).</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Note was issued on November 8, 2021, pursuant to an indenture dated November 2, 2021 between us and Wilmington Savings Fund Society, FSB, as trustee (the “Base Indenture”), as supplemented by a first supplemental indenture thereto, dated November 2, 2021, relating to the Note (the “First Supplemental Indenture” and the Base Indenture as supplemented by the First Supplemental Indenture, the “First Indenture”). The terms of the Note include those provided in the First Indenture and those made part of the First Indenture by reference to the Trust Indenture Act.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>First Exchange Agreement</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">On July 25, 2023, the Company entered into an Exchange Agreement (the “First Exchange Agreement”) under which the Company and the Investor agreed to exchange (the “Series A Exchanges”), in two separate exchanges, an aggregate of $22.703 million of the outstanding principal and interest under the Note for 15,000 shares of a newly authorized series of preferred stock of the Company designated as Series A Preferred Convertible Stock (the “Series A Preferred Stock”), the terms of which are set forth in a Certificate of Designations of Rights and Preferences of Series A Convertible Preferred Stock of RYVYL Inc. (the “Series A Certificate of Designations”), which the Company filed with the Nevada Secretary of State prior to the initial issuance of the Series A Preferred Stock. The Series A Preferred Stock is further described in Note 10, <i>Convertible Preferred Stock</i>. As part of the First Exchange Agreement, the Company also agreed to allow for the conversion of up to an additional $9.0 million of principal (together with any accrued and unpaid interest thereon) of the Note at a conversion price

equal to 97.5% of the lower of (x) the then in effect conversion price and (y) the lowest volume weighted average price of the Company’s Common Stock during the five trading
days immediately prior to such conversion; and the Investor agreed to waive any interest that would otherwise accrue on the Note during the period commencing on April 1,
2023 through, and including, December 31, 2023.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><span style="font-
family: Times New Roman, Times, Serif; font-size: 10pt">On July 31, 2023, pursuant to the terms of the First Exchange Agreement, the Company closed the initial exchange
(the “Initial Series A Exchange”) and issued 6,000 shares of Series A Preferred Stock in exchange for $4.297 million of the outstanding principal balance of the Note and
$1.703 million of accrued interest. Additionally, upon satisfaction of all applicable closing conditions, including, without limitation, the Company having obtained any
stockholder approval required for the consummation of the transactions and the issuance of the Common Stock issuable upon the conversion of all of the shares of Series A
Preferred Stock (unless waived by the applicable other party), in the final exchange (the “Final Series A Exchange”), the parties agreed to exchange the remaining $16.703
million of outstanding principal balance subject to the Series A Exchanges for 9,000 shares of Series A Preferred Stock on a date mutually agreed to by the Company and the
Investor. The Company determined that the parties’ obligation to exchange the remaining $16.703 million of outstanding principal balances subject to the Series A Exchanges
for 9,000 shares of Series A Preferred Stock in the Final Series A Exchange represents an embedded conversion feature that does not require bifurcation and separate
valuation because it would not meet the definition of a derivative, if freestanding, under ASC 815 as net settlement could not be achieved.</p> <p style="font: 10pt
Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font:
10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company analyzed
the changes made to the Note under the First Exchange Agreement under ASC 470-50 to determine if extinguishment accounting was applicable. Under ASC 470-50-40-10, a
modification or an exchange that adds or eliminates a substantive conversion option as of the conversion date is always considered substantial and requires extinguishment
accounting. Since the First Exchange Agreement added a substantive conversion option, the Company determined that extinguishment accounting was applicable. In
accordance with the extinguishment accounting guidance, the Company recorded a loss on extinguishment of $1.3 million which represents the difference between (a) the fair
value of the modified Note and the 6,000 shares of Series A Preferred Stock issued in the Initial Series A Exchange and (b) the carrying amount of the Note and the fair value
of the bifurcated embedded derivative immediately prior to giving effect to the First Exchange Agreement.</p> <p style="font: 10pt Times New Roman, Times, Serif;
margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times,
Serif; margin: 0px 0; text-align: justify"><i>Second Exchange Agreement</i></p> <p
style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p>
<p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Under the
terms of the First Exchange Agreement, a final closing was to be held upon which the Investor was to exchange an additional $16.703 million of principal of the Note into
9,000 shares of Series A Preferred Stock (the “Unissued Series A Preferred Stock”) which shares of Unissued Series A Preferred Stock were convertible into shares of Common
Stock, in accordance with the terms of the Series A Certificate of Designations.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align:
justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-
align: justify">On November 27, 2023, the Company entered into an Exchange Agreement (the
“Second Exchange Agreement”) with the Investor under which the Company and the Investor agreed to exchange (the “Series B Exchange”), (i) all of the existing shares of
Series A Preferred Stock issued to the Investor in the Initial Series A Exchange, (ii) the right to exchange the shares of Unissued Series A Preferred Stock for an additional
$16.703 million of principal of the Note, and (iii) $60.303 million of the outstanding principal under the Note for 55,000 shares of a newly authorized series of preferred stock
of the Company designated as Series B Preferred Convertible Stock (the “Series B Preferred Stock”), the terms of which are set forth in a Certificate of Designations of Rights
and Preferences of Series B Convertible Preferred Stock of RYVYL Inc. (the “Series B Certificate of Designations”), which the Company filed with the Nevada Secretary of
State prior to the initial issuance of any shares of Series B Preferred Stock. The Series B Preferred Stock is further described in Note 10, <i>Convertible Preferred Stock</i>.
As additional consideration for the Series B Exchange, the Company has also agreed to make a cash payment to the Investor in the amount of $3.0 million. As part of the
Second Exchange Agreement, the Investor also agreed to forbear from requiring the repayment of the Note (to the extent such repayment obligation arises solely as a result of
the occurrence of the maturity date and not with respect to any event of default or redemption rights in the Note or pursuant to the Indenture (as such term is defined in the
Second Exchange Agreement)) during the period commencing on November 5, 2024 through, and including, April 5, 2025; and to extend the waiver of payment of interest
under the Note through July 1, 2024.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><span style="font-family: Times
New Roman, Times, Serif; font-size: 10pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><span style="font-family:
Times New Roman, Times, Serif; font-size: 10pt">The Company analyzed the changes made to the Note under the Second Exchange Agreement under ASC 470-50 to
determine if extinguishment accounting was applicable. Under ASC 470-50-40-10, a modification or an exchange that adds or eliminates a substantive conversion option as of
the conversion date is always considered substantial and requires extinguishment accounting. Since the Second Exchange Agreement eliminated a substantive conversion
option (the parties’ obligation to exchange the remaining $16.703 million of outstanding principal balances subject to the Series A Exchanges for 9,000 shares of Series A
Preferred Stock in the Final Series A Exchange), the Company determined that extinguishment accounting was applicable. In accordance with the extinguishment accounting
guidance, the Company recorded a loss on extinguishment of $22.5 million which represents the difference between (a) the fair value of the modified Note, the fair value of
the 55,000 shares of Series B Preferred Stock issued in the Series B Exchange, and the $3.0 million cash payment made to the Investor, and (b) the carrying amount of the
Note, the fair value of the bifurcated embedded derivative immediately prior to giving effect to the Second Exchange Agreement, and the fair value of the existing shares of
Series A Preferred Stock issued to the Investor in the Initial Series A Exchange forfeited to the Company by the Investor.</p><p style="font: 10pt Times New Roman,
Times, Serif; margin: 0px 0; text-align: justify">On November 29, 2023, the Company closed the
Series B Exchange, pursuant to which the Company issued to the Investor 55,000 shares of Series B Convertible Preferred Stock and paid the Investor a cash payment in the
amount of $3.0 million, in exchange for 6,000 shares of Series A Convertible Preferred Stock previously issued to the Investor, the right to exchange the shares of Unissued
Series A Preferred Stock for an additional $16.703 million of principal of the Note, and the reduction of principal of the Note in the aggregate amount of $60.303 million.
</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><span style="font-family: Times New Roman, Times, Serif; font-size:
10pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><span style="font-family: Times New Roman, Times, Serif; font-
size: 10pt">During the year ended December 31, 2022, the Investor converted $8.55 million of the outstanding principal balance into 5,986,954 shares of the Company’s
Common Stock at a weighted average conversion price of $1.43. In addition, the Company paid the Investor $6.9 million in January 2022 in exchange for cancellation of $6.0
million of the outstanding principal balance. During the year ended December 31, 2023, the Investor converted $1.65 million of the outstanding principal balance into
1,397,327 shares of the Company’s Common Stock at a weighted average conversion price of $1.18.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin:
0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif;
margin: 0px 0; text-align: justify"><i>Ranking</i></p> <p style="font: 10pt Times New
Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times
New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Note is the senior unsecured
obligation of the Company and not the financial obligation of our subsidiaries. Until such date as the principal amount of the Note is $5 million or less, all payments due
under the Note will be senior to all other indebtedness of the Company and/or any of its subsidiaries.</p> <p style="font: 10pt Times New Roman, Times, Serif;
margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times,
Serif; margin: 0px 0; text-align: justify"><i>Maturity Date</i></p> <p style="font: 10pt
Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font:
10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Under its original terms,
unless earlier converted, or redeemed, the Note was to mature on November 3, 2023, the second anniversary of the issuance date, which we refer to herein as the “Maturity
Date,” subject to the right of the Investor to extend the date:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%;
border-collapse: collapse; border-spacing: 0px;"> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif; width: 3%;
text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-
align: top; width: 3%; text-align: justify">(i)</td> <td style="font: 10pt Times New Roman,
Times, Serif; vertical-align: top; text-align: justify">if an event of default under the Note has
occurred and is continuing (or any event shall have occurred and be continuing that with the passage of time and the failure to cure would result in an event of default under
the Note) and</td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"></p> <table cellpadding="0" style="font:
10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse; border-spacing: 0px;"> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font:
10pt Times New Roman, Times, Serif; width: 3%; text-align: justify"> </td> <td
style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; width: 3%; text-align: justify"><span style="font-family: Times New Roman, Times, Serif; font-size:
10pt">(ii)</td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; text-align: justify"><span style="font-family: Times New Roman, Times,
Serif; font-size: 10pt">for a period of 20 business days after the consummation of a fundamental transaction if certain events occur.</td></tr> </table> <p
style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p>
<p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">We are
required to pay, on the Maturity Date, all outstanding principal, accrued and unpaid interest and accrued and unpaid late charges on such principal and interest, if any.
</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><span style="font-family: Times New Roman, Times, Serif; font-size:
10pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><span style="font-family: Times New Roman, Times, Serif; font-
size: 10pt">As part of the Restructuring Agreement entered into with the Investor on August 16, 2022 (the “Restructuring Agreement”), the Company obtained a forbearance
of the Maturity Date from November 5, 2023 to November 5, 2024. As part of the Second Exchange Agreement entered into with the Investor on November 27, 2023, the
Company obtained a further forbearance of the Maturity Date from November 5, 2024 to April 5, 2025.</p> <p style="font: 10pt Times New Roman, Times, Serif;
margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times,
Serif; margin: 0px 0; text-align: justify"><i>Interest</i></p> <p style="font: 10pt Times
New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt
Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Note bears interest at the
rate of 8% per annum which (a) shall commence accruing on the date of issuance, (b) shall be computed on the basis of a 360-day year and twelve 30-day months and (c) shall
be payable in cash quarterly in arrears on the first trading day of each calendar quarter or otherwise in accordance with the terms of the Note. If the holder elects to convert
or redeem all or any portion of the Note prior to the Maturity Date, all accrued and unpaid interest on the amount being converted or redeemed will also be payable. If we
elect to redeem all or any portion of the Note prior to the Maturity Date, all accrued and unpaid interest on the amount being redeemed will also be payable. The interest rate
of the Note will automatically increase to 15% per annum upon the occurrence and continuance of an event of default (See “<i>Events of Default</i>” below).</p> <p
style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p>
<p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Subject to
the satisfaction of certain equity conditions, the terms of the Restructuring Agreement require the holder to voluntarily convert certain interest payments when due under the
Note at 95% of the lower of (i) the then in effect conversion price and (ii) the lowest volume weighted average price of our Common Stock during the five trading days
immediately prior to such conversion.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><span style="font-family: Times
New Roman, Times, Serif; font-size: 10pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><span style="font-family:
Times New Roman, Times, Serif; font-size: 10pt">As part of the First Exchange Agreement, the Investor agreed to waive any interest that would otherwise accrue on the Note
during the period commencing on April 1, 2023 through, and including, December 31, 2023. As part of the Second Exchange Agreement, the Investor agreed to extend the
waiver of payment of interest under the Note through July 1, 2024.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Late Charges</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0;
text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin:
0px 0; text-align: justify">The Company is required to pay a late charge of 15% on any amount of
principal or other amounts that are not paid when due.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><span

style="font-family: Times New Roman, Times, Serif; font-size: 10pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> <i>Conversion</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Fixed Conversions at Option of Holder</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The holder of the Note may convert all, or any part, of the outstanding principal and interest of the Note, at any time at such holder’s option, into shares of our Common Stock at an initial fixed conversion price, which is subject to:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%; border-spacing: 0px;"><tr style="vertical-align: top; text-align: justify"> <td style="width: 0.25in"></td><td style="width: 0.25in; text-align: left">●</td><td style="text-align: justify">proportional adjustment upon the occurrence of any stock split, stock dividend, stock combination and/or similar transactions; and</td> </tr></table> <p style="margin-top: 0; margin-bottom: 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"></p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%; border-spacing: 0px;"> <tr style="vertical-align: top; text-align: justify"> <td style="width: 0.25in"></td><td style="width: 0.25in; text-align: left">●</td><td style="text-align: justify">full-ratchet adjustment in connection with a subsequent offering at a per share price less than the fixed conversion price then in effect.</td> </tr></table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Pursuant to the original terms of the Note, since during the fiscal quarter ending March 31, 2022, the Company (i) failed to process at least $750 million in transaction volume or (ii) had revenue that was less than $12 million, the Note’s fixed conversion price then in effect exceeded the greater of (x) the Note’s $1.67 floor and (y) 140% of the market price as of April 1, 2022 (the “Adjustment Measuring Price”), on April 1, 2022, the fixed conversion price automatically adjusted to the Adjustment Measuring Price.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">As part of the Restructuring Agreement, the Company agreed to allow for the conversion of up to $4.5 million of principal (together with any accrued and unpaid interest thereon) of the Note at a conversion price equal to the lesser of (i) $2.40 and (ii) 97.5% of the lower of (x) the then in effect conversion price and (y) the lowest volume weighted average price of our Common Stock during the five trading days immediately prior to such conversion.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">As part of the First Exchange Agreement, the Company agreed to allow for the conversion of up to an additional $9.0 million of principal (together with any accrued and unpaid interest thereon) of the Note at a conversion price equal to 97.5% of the lower of (x) the then in effect conversion price and (y) the lowest volume weighted average price of our Common Stock during the five trading days immediately prior to such conversion.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>1-Year Alternate Optional Conversion</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">At any time following the first anniversary of the issuance date of the Note, but only if the closing bid price of our Common Stock on the immediately prior trading day is less than $6.50, the holder of the Note shall have the option to convert, at such holder’s option, pro rata, up to $30 million of the principal amount of the Note (in $250,000 increments) at the “alternate optional conversion price,” which is equal to the lower of (i) the then in effect conversion price and (ii) the greater of (x).the Note’s $1.67 floor price or (y) 98% of the market price on the conversion date.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Alternate Event of Default Optional Conversion</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">If an event of default has occurred under the Note, the holder may alternatively elect to convert the Note (subject to an additional 15% redemption premium) at the “alternate event of default conversion price” equal to the lesser of:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%; border-spacing: 0px;"><tr style="vertical-align: top; text-align: justify"> <td style="width: 0.25in"></td><td style="width: 0.25in; text-align: left">●</td><td style="text-align: justify">the fixed conversion price then in effect; and</td> </tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">the greater of:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%; border-spacing: 0px;"><tr style="vertical-align: top; text-align: justify"> <td style="width: 0.25in"></td><td style="width: 0.25in; text-align: left">●</td><td style="text-align: justify">the floor price; and</td> </tr></table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"></p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%; border-spacing: 0px;"><tr style="vertical-align: top; text-align: justify"> <td style="width: 0.25in"> </td><td style="width: 0.25in; text-align: left">●</td><td style="text-align: justify"> 80% of the lowest volume weighted average price of our Common Stock during the five trading days immediately prior to such conversion.</td> </tr></table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Beneficial Ownership Limitation</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Note may not be converted, and shares of Common Stock may not be issued under the Note if, after giving effect to the conversion or issuance, the applicable holder of the Note (together with its affiliates, if any) would beneficially own in excess of 4.99% of the Company’s outstanding shares of Common Stock, which is referred to herein as the “Note Blocker”. The Note Blocker may be raised or lowered to any other percentage not in excess of 9.99% at the option of the applicable holder of the Note, except that any raise will only be effective upon 61 days’ prior notice to us.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Change of Control Redemption Right</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In connection with a change of control of the Company, the holder may require us to redeem in cash all, or any portion, of the Notes at a 15% redemption premium to the greater of the face value, the equity value of our Common Stock underlying the Note, and the equity value of the change of control consideration payable to the holder of our Common Stock underlying the Note.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The equity value of our Common Stock underlying the Note is calculated using the greatest closing sale price of our Common Stock during the period immediately preceding the consummation or the public announcement of the change of control and ending the date the holder gives notice of such redemption.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The equity value of the change of control consideration payable to the holder of our Common Stock underlying the Note is calculated using the aggregate cash consideration and aggregate cash value of any non-cash consideration per share of our Common Stock to be paid to the holders of our Common Stock upon the change of control.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Events of Default</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Under the terms of the First Supplemental Indenture, the events of default contained in the Base Indenture shall not apply to the Note. Rather, the Note contains standard and customary events of default including but not limited to: (i) the suspension from trading or the failure to list the Company’s Common Stock within certain time periods; (ii) failure to make payments when due under the Notes; and (iii) bankruptcy or insolvency of the Company.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">If an event of default occurs, the holder may require us to redeem all or any portion of the Note (including all accrued and unpaid interest and late charges thereon), in cash, at a 15% redemption premium to the greater of the face value and the equity value of the Company’s Common Stock underlying the Note.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The equity value of the Company’s Common Stock underlying the Note is calculated using the greatest closing sale price of the Company’s Common Stock on any trading day immediately preceding such event of default and the date the Company makes the entire payment required.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Company Optional Redemption Rights</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">At any time no event of default exists, the Company may redeem all, but not less than all, of the Note outstanding in cash all, or any portion, of the Note at a 5% redemption premium to the greater of the face value and the equity value of the Company’s Common Stock underlying the Note.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The equity value of the Company’s Common Stock underlying the Note is calculated using the greatest closing sale price of the Company’s Common Stock on any trading day during the period commencing on the date immediately preceding such date the Company notifies the applicable holder of such redemption election and the date the Company makes the entire payment required.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The following is a rollforward of the senior convertible note balance (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Balance, December 31, 2020</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="width: 85%; text-align: left">Convertible debentures issued</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 12%; text-align: right">100,000</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Derivative liability</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(21,580</td><td style="text-align: left">)</td></tr> <tr

style="vertical-align: bottom; "> <td style="text-align: left">Original issue discount of 16%</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(16,000</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Placement fees and issuance costs</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(7,200</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 1pt">Amortization and write-off of debt discount</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">3,435</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Balance, net of unamortized debt discount of $41,345 - December 31, 2021</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">58,655</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Repayments and conversion</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(14,550</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Amortization and write-off of debt discount</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">16,996</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td>Balance, net of unamortized debt discount of $24,349 - December 31, 2022</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">61,101</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Repayments and conversion</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(66,250</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 1pt">Amortization and write-off of debt discount</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">20,443</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 2.5pt">Balance, net of unamortized debt discount of $3,906 - December 31, 2023</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">15,294</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> The Company recorded debt discount accretion expense of $13.1 million and $14.0 million for the years ended December 31, 2023, and 2022, respectively.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> The Company incurred other interest expense of $3.3 million and $8.2 million for the years ended December 31, 2023, and 2022, respectively.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Derivative Liability</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The senior convertible note contains embedded derivatives representing certain conversion features, redemption rights, and contingent payments upon the occurrence of certain events of default. The Company determined that these embedded derivatives required bifurcation and separate valuation.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> The Company utilizes a binomial lattice model to value its bifurcated derivatives included in the note. ASC 815, <i>Derivatives and Hedging </i>(“ASC 815”) does not permit an issuer to account separately for individual derivative terms and features embedded in hybrid financial instruments that require bifurcation and liability classification as derivative financial instruments. Rather, such terms and features must be combined and fair-valued as a single compound embedded derivative. The Company selected a binomial lattice model to value the compound embedded derivative because it believes this technique is reflective of all significant assumptions that market participants would likely consider in negotiating the transfer of the note. Such assumptions include, among other inputs, stock price volatility, risk-free rates, credit risk assumptions, early redemption and conversion assumptions, and the potential for future adjustment of the conversion price due to triggering events. Additionally, there are other embedded features of the note requiring bifurcation, other than the conversion features, which had no value at December 31, 2023 and December 31, 2022 due to management’s estimates of the likelihood of certain events, but that may have value in the future should those estimates change.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The following is a rollforward of the derivative liability balance (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 85%">Balance, December 31, 2021</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 12%; text-align: right">18,735</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 1pt">Change in fair value 2022</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(18,480</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Balance, December 31, 2022</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">255</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Increase in derivative liability upon extinguishment of debt</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">6,312</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Change in fair value 2023</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(6,548</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="padding-bottom: 2.5pt">Balance, December 31, 2023</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">19</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Small Business Association CARES Act Loans</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">On June 9, 2020, the Company entered into a 30-year loan agreement with the Small Business Association (“SBA”) under the CARES Act in the amount of $149,900. The loan bears interest at 3.75% per annum and requires monthly principal and interest payments of $731 beginning June 9, 2021. Both the Chief Executive Officer and Chairman of the Company signed personal guarantees under this loan. As of December 31, 2023, the loan is not in default.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">On May 8, 2020, Charge Savvy, a wholly-owned subsidiary of the Company, entered into a 27-year loan agreement with the SBA under its Economic Injury Disaster Loan (“EIDL”) assistance program in the amount of $150,000. The loan bears interest at 3.75% per annum and required principal and interest payments of $731 beginning on May 8, 2021, which were subsequently deferred to November 8, 2022. On August 4, 2021, Charge Savvy was granted a loan increase in the amount of $350,000 on identical terms as the initial loan, for an aggregate loan amount of $500,000. Monthly principal and interest payments on the aggregate loan are $2,477 and began on November 8, 2022. Pursuant to the terms of Security Agreements executed in connection with this loan, the SBA was granted a security interest in all tangible and intangible personal property of Charge Savvy. As of December 31, 2023, the loan is not in default.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The following table summarizes the Company’s debt as of December 31, 2023 and 2022 (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">December 31,</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">2022</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 76%; text-align: left">$100,000,000 8% senior convertible note, due April 5, 2025</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">19,200</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">85,450</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 1pt">Less: Unamortized debt discount</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(3,906</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(24,349</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Net carrying value</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">15,294</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">61,101</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">$149,900 Economic Injury Disaster Loan (EIDL), interest rate of 3.75%, due June 1, 2050</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">146</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">149</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 1pt">$500,000 EIDL, interest rate of 3.75%, due May 8, 2050</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">487</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">499</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Total debt</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">15,927</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">61,749</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Less: current portion</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(15</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(14</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 2.5pt">Long-term debt, net</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">15,912</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">61,735</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>1000000000.082025-04-05192000008545000039060002434900015294000611010001499000.03752050-06-011460001490005000000.03752050-05-0848700049900015927000617490001500014000159120006173500002025-04-051000000000.16840000002270300015000900000000.9756000429700017030000upon satisfaction of all applicable closing conditions, including, without limitation, the Company having obtained any stockholder approval required for the consummation of the transactions and the issuance of the Common Stock issuable upon the conversion of all of the shares of Series A Preferred Stock (unless waived by the applicable other party), in the final exchange (the “Final Series A Exchange”), the parties agreed to exchange the remaining $16.703 million of outstanding principal balance subject to the Series A Exchanges for 9,000 shares of Series A Preferred Stock on a date mutually agreed to by the Company and the Investor.16703000090001300000167030009000016.70360.3035500030000090002250000030000005500030000006000167030006030300008550000059869541.436900000600000 Note is the senior unsecured obligation of the Company and not the financial obligation of our subsidiaries. Until such date as the principal amount of the Note is $5 million or less, all payments due under the Note will be senior to all other indebtedness of the Company and/or any of its subsidiaries.0.08Subject to the satisfaction of certain equity conditions, the terms of the Restructuring Agreement require the holder to voluntarily convert certain interest payments when due under the Note at 95% of the lower of (i) the then in effect conversion price and (ii) the lowest volume weighted average price of our Common Stock during the five trading days immediately prior to such conversion.0.15the Company (i) failed to process at least $750 million in transaction volume or (ii) had revenue that was less than $12 million, the Note's fixed conversion price then in effect exceeded the greater of (x) the Note's $1.67 floor and (y) 140% of the market price as of April 1, 2022 (the "Adjustment Measuring Price"), on April 1, 2022, the fixed conversion price automatically adjusted to the Adjustment Measuring Price.450000024000000.97590000097500000At any time following the first anniversary of the issuance date of the Note, but only if the closing bid price of our Common Stock on the immediately prior trading day is less than $6.50, the holder of the Note shall have the option to convert, at such holder's option, pro rata, up to $30 million of the principal amount of the Note (in $250,000 increments) at the "alternate optional conversion price," which is equal to the lower of (i) the then in effect conversion price and (ii) the greater of (x).the Note's $1.67 floor price or (y) 98% of the market price on the conversion date.30000000250000 1.670.980.15The Note may not be converted, and shares of Common Stock may not be issued under the Note if, after giving effect to the conversion or issuance, the applicable holder of the Note (together with its affiliates, if any) would beneficially own in excess of 4.99% of the Company's outstanding shares of Common Stock, which is referred to herein as the "Note Blocker". The Note Blocker may be raised or lowered to any other percentage not in excess of 9.99% at the option of the applicable holder of the Note, except that any raise will only be effective upon 61 days' prior notice to us.At any time no event of default exists, the Company may redeem all, but not less than all, of the Note outstanding in cash all, or any portion, of the Note at a 5% redemption premium to the greater of the face value and the equity value of the Company's Common Stock underlying the Note<p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The following is a rollforward of the senior convertible note balance (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Balance, December 31, 2020</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="width: 85%; text-align: left">Convertible debentures issued</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 12%; text-align: right">100,000</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Derivative liability</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(21,580</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Original issue discount of 16%</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(16,000</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Placement fees and issuance costs</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(7,200</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 1pt">Amortization and write-off of debt discount</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">3,435</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Balance, net of unamortized debt discount of $41,345 - December 31, 2021</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">58,655</td> <td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Repayments and conversion</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(14,550</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Amortization and write-off of debt discount</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">16,996</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td>Balance, net of unamortized debt discount of $24,349 - December 31, 2022</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">61,101</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Repayments and conversion</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(66,250</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 1pt">Amortization and write-off of debt discount</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">20,443</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 2.5pt">Balance, net of unamortized debt discount of $3,906 - December 31, 2023</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">15,294</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>0100000000-21580000-16000000720000034350005865500014550000169960006110100066250000204430001529400013100000140000003300000820000 0<p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The following is a rollforward of the derivative liability balance (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 85%">Balance, December 31, 2021</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 12%; text-align: right">18,735</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 1pt">Change in fair value 2022</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(18,480</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Balance, December 31, 2022</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">255</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Increase in derivative liability upon extinguishment of debt</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">6,312</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Change in fair value 2023</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(6,548</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="padding-bottom: 2.5pt">Balance, December 31, 2023</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">19</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>18735000-1848000025500063120 00-654800019000P30Y1499000.0375731P27Y15000073135000050000 02477<table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse; border-spacing: 0px;"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 3%">10.</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 97%">Convertible Preferred Stock </td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">On July 31, 2023, the Company issued 6,000 shares of Series A Preferred Stock in exchange for $4.297 million of the outstanding principal balance of the 8% senior convertible note due April 5, 2025 and $1.703 million of accrued interest pursuant to the First Exchange Agreement entered into with the investor in the senior convertible note on July 25, 2023. On November 29, 2023, the existing shares of Series A Preferred Stock issued to the investor were forfeited to the Company by the investor and the Company issued 55,000 shares of Series B Preferred Stock, along with a cash payment of $3.0 million, in exchange for $60.303 million of the outstanding principal balance of the senior convertible note pursuant to the Second Exchange Agreement entered into with the investor on November 27, 2023. See Note 9, <i>Long-Term Debt</i>, for further information. The Series A Preferred Stock had a stated value of $1,000 per share and a fair value of approximately $1,111 per share at issuance, as determined by a valuation performed by third-party experts. The Series B Preferred Stock has a stated value of $1,000 per share and a fair value of approximately $1,339 per share at issuance, as determined by a valuation performed by third-party experts.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">As of December 31, 2023, Preferred Stock consisted of the following (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td> </td> <td style="padding-bottom: 1pt"> </td> <td colspan="2" style="text-align: center; border-bottom: Black 1pt solid">Preferred Shares
 Authorized</td> <td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt"> </td> <td colspan="2" style="text-align: center; border-bottom: Black 1pt solid">Preferred Shares
 Issued and
 Outstanding </td> <td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt"> </td> <td colspan="2" style="text-align: center; border-bottom: Black 1pt solid">Carrying
 Value </td> <td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt"> </td> <td colspan="2" style="text-align: center; border-bottom: Black 1pt solid">Liquidation
 Preference</td> <td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt"> </td> <td colspan="2" style="text-align: center; border-bottom: Black 1pt solid">Common Stock
 Issuable Upon
 Conversion</td> <td style="padding-bottom: 1pt"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 40%; text-align: left; padding-bottom: 1pt">Series A</td> <td style="width: 1%; padding-bottom: 1pt"> </td> <td style="width: 1%; border-bottom: Black 1pt solid; text-align: left"> </td> <td style="width: 9%; border-bottom: Black 1pt solid; text-align: right">15,000</td> <td style="width: 1%; padding-bottom: 1pt; text-align: left"> </td> <td style="width: 1%; padding-bottom: 1pt"> </td> <td style="width: 1%; border-bottom: Black 1pt solid; text-align: left"> </td> <td style="width: 9%; border-bottom: Black 1pt solid; text-align: right">-</td> <td style="width: 1%; padding-bottom: 1pt; text-align: left"> </td> <td style="width: 1%; padding-bottom: 1pt"> </td> <td style="width: 1%; border-bottom: Black 1pt solid; text-align: left">$</td> <td style="width: 9%; border-bottom: Black 1pt solid; text-align: right">-</td> <td style="width: 1%; padding-bottom: 1pt; text-align: left"> </td> <td style="width: 1%; padding-bottom: 1pt"> </td> <td style="width: 1%; border-bottom: Black 1pt solid; text-align: left">$</td> <td style="width: 9%; border-bottom: Black 1pt solid; text-align: right">-</td> <td style="width: 1%; padding-bottom: 1pt; text-align: left"> </td> <td style="width: 1%; padding-bottom: 1pt"> </td> <td style="width: 1%; border-bottom: Black 1pt solid; text-align: left"> </td> <td style="width: 9%; border-bottom: Black 1pt solid; text-align: right">-</td> <td style="width: 1%; padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 1pt">Series B</td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">55,000</td> <td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">55,000</td> <td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">73,631</td> <td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">63,250</td> <td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">17,684,888</td> <td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt"> </td> <td style="text-align: left"> </td> <td style="text-align: right"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="text-align: left"> </td> <td style="text-align: right"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="text-align: left"> </td> <td style="text-align: right"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="text-align: left"> </td> <td style="text-align: right"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="text-align: left"> </td> <td style="text-align: right"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 2.5pt">Total Preferred Stock</td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td> <td style="border-bottom: Black 2.5pt double; text-align: right">70,000</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td> <td style="border-bottom: Black 2.5pt double; text-align: right">55,000</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td> <td style="border-bottom: Black 2.5pt double; text-align: right">73,631</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td> <td style="border-bottom: Black 2.5pt double; text-align: right">63,250</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td> <td style="border-bottom: Black 2.5pt double; text-align: right">17,684,888</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>

<p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The holders of the Preferred Stock have the following rights and preferences:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Voting </i>- The Preferred Stock has no voting power and the holders of Preferred Stock have no right to vote on any matter at any time, either as a separate series or class or together with any other series or class of share of capital stock.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Dividends </i>- The holders of Preferred Stock are entitled to receive dividends when and as declared by the Board of Directors, from time to time, in its sole discretion. Such dividends are not cumulative. No such dividends have been declared to date.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Liquidation </i>- In the event of the voluntary or involuntary liquidation, dissolution or winding up of the Company, the holders of Series B Preferred Stock shall be entitled to receive in cash out of the assets of the Company, prior and in preference to any distribution of the proceeds of such liquidation event to the holders of Series A Preferred Stock or common stock, an amount per share of Series B Preferred Stock equal to the greater of (A) 115% of the stated value of such share of Series B Preferred Stock plus all declared and unpaid dividends on such share of Series B Preferred Stock and (B) the amount per share such holder would receive if it converted such share of Series B Preferred Stock into common stock (at the Series B Alternate Conversion Price, as defined below, then in effect) immediately prior to the date of such payment. If at any time, there is more than one holder of the Series B Preferred Stock, and the proceeds thus distributed among the holders of the Series B Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire proceeds legally available for distribution shall be distributed ratably among the holders in proportion to the full preferential amount that each such holder is otherwise entitled to receive.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In the event of the voluntary or involuntary liquidation, dissolution or winding up of the Company, the holders of Series A Preferred Stock shall be entitled to receive in cash out of the assets of the Company, prior and in preference to any distribution of the proceeds of such liquidation event to the holders of common stock, an amount per share of Series A Preferred Stock equal to the greater of (A) 115% of the stated value of such share of Series A Preferred Stock plus all declared and unpaid dividends on such share of Series A Preferred Stock and (B) the amount per share such holder would receive if it converted such share of Series A Preferred Stock into common stock (at the Series A Alternate Conversion Price, as defined below, then in effect) immediately prior to the date of such payment. If at any time, there is more than one holder of the Series A Preferred Stock, and the proceeds thus distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire proceeds legally available for distribution shall be distributed ratably among the holders in proportion to the full preferential amount that each such holder is otherwise entitled to receive.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Redemption </i>- Upon certain bankruptcy or insolvency-related events defined in the Company’s Certificate of Designations of Rights and Preferences of Series A Preferred Stock (the “Series A Certificate of Designations”), the Company shall immediately redeem, in cash, each outstanding share of Series A Preferred Stock at a redemption price equal to the greater of (i) 115% of the stated value of such share of Series A Preferred Stock plus all declared and unpaid dividends on such share of Series A Preferred Stock and (ii) 115% of the greatest closing sale price of the number of shares of common stock into which such share of Series A Preferred Stock could be converted (at the lowest Series A Alternate Conversion Price, as defined below, during the period commencing on the twentieth trading day immediately preceding the public announcement of the bankruptcy or insolvency-related event and ending on the date the Company makes the entire redemption payment) on any trading day during the period commencing on the date immediately preceding such bankruptcy or insolvency-related event and ending on the date the Company makes the entire redemption payment.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Upon a change of control of the Company (as defined in the Series A Certificate of Designations), the holders of Series A Preferred Stock may require the Company to exchange their shares of Series A Preferred Stock for consideration, in the form of (I) the securities or other assets to which holders of shares of common stock are entitled to receive with respect to or in exchange for their shares of common stock in such change of control or (II) cash, equal to the greatest of (i) 115% of the stated value of such share of Series A Preferred Stock plus all declared and unpaid dividends on such share of Series A Preferred Stock, (ii) 115% of the greatest closing sale price of the number of shares of common stock into which such share of Series A Preferred Stock could be converted (at the Series A Alternate Conversion Price, as defined below, then in effect) during the period beginning on the date immediately preceding the earlier to occur of (a) the consummation of the applicable change of control and (b) the public announcement of such change of control and ending on the date such holder delivers notice to the Company of its election, and (iii) the aggregate cash consideration and the aggregate cash value of any non-cash consideration per share of common stock that would be paid to the holder upon consummation of such change of control if it converted all of its shares of Series A Preferred Stock into common stock at the conversion price then in effect.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Upon a change of control of the Company (as defined in the Company’s Certificate of Designations of Rights and Preferences of Series B Preferred Stock, or the “Series B Certificate of Designations”), the holders of Series B Preferred Stock may require the Company to exchange their shares of Series B Preferred Stock for consideration, in the form of the securities or other assets to which holders of shares of common stock are entitled to receive with respect to or in exchange for their shares of common stock in such change of control, equal to the greatest of (i) 115% of the stated value of such share of Series B Preferred Stock plus all declared and unpaid dividends on such share of Series B Preferred Stock, (ii) 115% of the greatest closing sale price of the number of shares of common stock into which such share of Series B Preferred Stock could be converted (at the Series B Alternate Conversion Price, as defined below, then in effect) during the period beginning on the date immediately preceding the earlier to occur of (a) the consummation of the applicable change of control and (b) the public announcement of such change of control and ending on the date such holder delivers notice to the Company of its election, and (iii) the aggregate cash consideration and the aggregate cash value of any non-cash consideration per share of common stock that would be paid to the holder upon consummation of such change of control if it converted all of its shares of Series B Preferred Stock into common stock at the conversion price then in effect.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt"><i>Conversion </i>- Each share of Series B Preferred Stock is convertible, at the option of the holder, at any time after the date of issuance of such share, into shares of common stock either (i) at the fixed conversion price then in effect, which initially is $3.11 (subject to standard antidilution adjustments and adjustments as a result of subsequent issuances of securities where the effective price of the common stock is less than the then current fixed conversion price) or (ii) at the Series B Alternate Conversion Price, as defined below. The Series B Certificate of Designations also provides that in the event of certain “Triggering Events,” any holder may, at any time, convert any or all of such holder’s Series B Preferred Stock at a conversion rate equal to the product of (i) the Series B Alternate Conversion Price and (ii) 115% of the stated value of the Series B Preferred Stock subject to such conversion. “Triggering Events” include, among others, (i) a failure to timely deliver shares of common stock, upon a conversion, (ii) a suspension of trading on the principal trading market or the failure to be traded or listed on the principal market for five days or more, (iii) the failure to pay any dividend to the holders of Series B Preferred Stock when required, (iv) the failure to remove restrictive legends when required, (v) the Company’s default in payment of indebtedness in an aggregate amount of $2 million or more, (vi) proceedings for a bankruptcy, insolvency, reorganization or liquidation, which are not dismissed with 30 days, (vii) commencement of a voluntary bankruptcy proceeding, and (viii) final judgments against the Company for the payment of money in excess of $2 million. The “Series B Alternate Conversion Price” means the lower of (i) the applicable conversion price then in effect and (ii) the greater of (x) $0.62 and (y) 97.5% of the lowest volume weighted average price of the common stock during the five consecutive trading day period ending and including the trading day immediately preceding the delivery of the applicable conversion notice.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">Each share of Series A Preferred Stock is convertible, at the option of the holder, at any time after the date of issuance of such share, into shares of common stock either (i) at the fixed conversion price then in effect, which initially is $2.00 (subject to standard antidilution adjustments and adjustments as a result of subsequent issuances of securities where the effective price of the common stock is less than the then current fixed conversion price) or (ii) at the Series A Alternate Conversion Price, as defined below. The Series A Certificate of Designations also provides that in the event of certain “Triggering Events,” any holder may, at any time, convert any or all of such holder’s Series A Preferred Stock at a conversion rate equal to the product of (i) the Series A Alternate Conversion Price and (ii) 115% of the stated value of the Series A Preferred Stock subject to such conversion. “Triggering Events” include, among others, (i) a failure to timely deliver shares of common stock, upon a conversion, (ii) a suspension of trading on the principal trading market or the failure to be traded or listed on the principal market for five days or more, (iii) the failure to pay any dividend to the holders of Series A Preferred Stock when required, (iv) the failure to remove restrictive legends when required, (v) the Company’s default in payment of indebtedness in an aggregate amount of $2 million or more, (vi) proceedings for a bankruptcy, insolvency, reorganization or liquidation, which are not dismissed with 30 days, (vii) commencement of a voluntary bankruptcy proceeding, and (viii) final judgments against the Company for the payment of money in excess of $2 million. The “Series A Alternate Conversion Price” means the lower of (i) the applicable conversion price then in effect and (ii) the greater of (x) $0.24 and (y) 97.5% of the lowest volume weighted average price of the common stock during the five consecutive trading day period ending and including the trading day immediately preceding the delivery of the applicable conversion notice.</p>600042970000.081703000550003000000603030001000111110001339<p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">As of December 31, 2023, Preferred Stock consisted of the following (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td> </td> <td style="padding-bottom: 1pt"> </td> <td colspan="2" style="text-align: center; border-bottom: Black 1pt solid">Preferred Shares
 Authorized </td> <td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt"> </td> <td colspan="2" style="text-align: center; border-bottom: Black 1pt solid"> Preferred Shares
 Issued and
 Outstanding </td> <td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt"> </td> <td colspan="2" style="text-align: center; border-bottom: Black 1pt solid">Carrying
 Value </td> <td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt"> </td> <td colspan="2" style="text-align: center; border-bottom: Black 1pt solid">Liquidation
 Preference</td> <td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt"> </td> <td colspan="2" style="text-align: center; border-bottom: Black 1pt solid">Common Stock
 Issuable Upon
 Conversion</td> <td style="padding-bottom: 1pt"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 40%; text-align: left; padding-bottom: 1pt">Series A</td> <td style="width: 1%; padding-bottom: 1pt"> </td> <td style="width: 1%; border-bottom: Black 1pt solid; text-align: left"> </td> <td style="width: 9%; border-bottom: Black 1pt solid; text-align: right">15,000</td> <td style="width: 1%; padding-bottom: 1pt; text-align: left"> </td> <td style="width: 1%; padding-bottom: 1pt"> </td> <td style="width: 1%; border-bottom: Black 1pt solid; text-align: left"> </td> <td style="width: 9%; border-bottom: Black 1pt solid; text-align: right">-</td> <td style="width: 1%; padding-bottom: 1pt; text-align: left"> </td> <td style="width: 1%; padding-bottom: 1pt"> </td> <td style="width: 1%; border-bottom: Black 1pt solid; text-align: left">$</td> <td style="width: 9%; border-bottom: Black 1pt solid; text-align: right">-</td> <td style="width: 1%; padding-bottom: 1pt; text-align: left"> </td> <td style="width: 1%; padding-bottom: 1pt"> </td> <td style="width: 1%; border-bottom: Black 1pt solid; text-align: left">$</td> <td style="width: 9%; border-bottom: Black 1pt solid; text-align: right">-</td> <td style="width: 1%; padding-bottom: 1pt; text-align: left"> </td> <td style="width: 1%; padding-bottom: 1pt"> </td> <td style="width: 1%; border-bottom: Black 1pt solid; text-align: left"> </td> <td style="width: 9%; border-bottom: Black 1pt solid; text-align: right">-</td> <td style="width: 1%; padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 1pt">Series B</td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">55,000</td> <td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">55,000</td> <td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">73,631</td> <td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">63,250</td> <td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td

style="border-bottom: Black 1pt solid; text-align: right">17,684,888</td> <td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt"> </td> <td style="padding-bottom: 1pt"> </td> <td style="text-align: left"> </td> <td style="text-align: right"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="text-align: left"> </td> <td style="text-align: right"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="text-align: left"> </td> <td style="text-align: right"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="text-align: left"> </td> <td style="text-align: right"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="text-align: left"> </td> <td style="text-align: right"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 2.5pt">Total Preferred Stock</td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td> <td style="border-bottom: Black 2.5pt double; text-align: right">70,000</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td> <td style="border-bottom: Black 2.5pt double; text-align: right">55,000</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td> <td style="border-bottom: Black 2.5pt double; text-align: right">73,631</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td> <td style="border-bottom: Black 2.5pt double; text-align: right">63,250</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td> <td style="border-bottom: Black 2.5pt double; text-align: right">17,684,888</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>150000000550005500073631000632500001768488870000550007363100063250000176848 88Each share of Series B Preferred Stock is convertible, at the option of the holder, at any time after the date of issuance of such share, into shares of common stock either (i) at the fixed conversion price then in effect, which initially is $3.11 (subject to standard antidilution adjustments and adjustments as a result of subsequent issuances of securities where the effective price of the common stock is less than the then current fixed conversion price) or (ii) at the Series B Alternate Conversion Price, as defined below. The Series B Certificate of Designations also provides that in the event of certain “Triggering Events,” any holder may, at any time, convert any or all of such holder’s Series B Preferred Stock at a conversion rate equal to the product of (i) the Series B Alternate Conversion Price and (ii) 115% of the stated value of the Series B Preferred Stock subject to such conversion. “Triggering Events” include, among others, (i) a failure to timely deliver shares of common stock, upon a conversion, (ii) a suspension of trading on the principal trading market or the failure to be traded or listed on the principal market for five days or more, (iii) the failure to pay any dividend to the holders of Series B Preferred Stock when required, (iv) the failure to remove restrictive legends when required, (v) the Company’s default in payment of indebtedness in an aggregate amount of $2 million or more, (vi) proceedings for a bankruptcy, insolvency, reorganization or liquidation, which are not dismissed with 30 days, (vii) commencement of a voluntary bankruptcy proceeding, and (viii) final judgments against the Company for the payment of money in excess of $2 million. 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The “Series A Alternate Conversion Price” means the lower of (i) the applicable conversion price then in effect and (ii) the greater of (x) $0.24 and (y) 97.5% of the lowest volume weighted average price of the common stock during the five consecutive trading day period ending and including the trading day immediately preceding the delivery of the applicable conversion notice.2<table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse; border-spacing: 0px;"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 3%">11.</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 97%">Income Taxes</td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The components of the provision for income taxes are as follows (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="6" style="font-weight: bold; text-align: center">Year Ended</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">December 31,</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">2022</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td>Federal</td><td> </td> <td colspan="2" style="text-align: right">-</td><td> </td><td> </td> <td colspan="2" style="text-align: right">-</td><td> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 70%">State</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 12%; text-align: right">17</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 12%; text-align: right">40</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="padding-bottom: 1pt">International</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">406</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 2.5pt">Current income tax expense (benefit)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">423</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">40</td><td style="padding-bottom: 2.5pt; text-align: left"> </td> </tr> <tr style="vertical-align: bottom; "> <td style="font-weight: bold">Deferred</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Federal</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td>State</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt">International</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(134</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(48</td><td style="padding-bottom: 1pt; text-align: left">)</td> </tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 2.5pt">Deferred income tax expense (benefit)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">(134</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">(48</td><td style="padding-bottom: 2.5pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-weight: bold; text-align: left">Total tax expense</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td> </tr> <tr style="vertical-align: bottom; "> <td>Federal</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>State</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">17</td><td style="text-align: left"> </td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right">40</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="padding-bottom: 1pt">International</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">272</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(48</td><td style="padding-bottom: 1pt; text-align: left">)</td> </tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 2.5pt">Total</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">289</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">(8</td><td style="padding-bottom: 2.5pt; text-align: left">)</td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Taxes on income vary from the statutory federal income tax rate applied to earnings before tax on income as follows (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td style="text-indent: -0.125in; padding-left: 0.125in"> </td><td style="font-weight: bold"> </td> <td colspan="6" style="font-weight: bold; text-align: center">Year Ended</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="text-indent: -0.125in; padding-left: 0.125in"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">December 31,</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="text-indent: -0.125in; padding-left: 0.125in"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">2022</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-indent: -0.125in; padding-left: 0.125in; width: 76%; text-align: left">Statutory federal income tax rate of 21% applied to earnings before income taxes and extraordinary items</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">(11,091</td><td style="width: 1%; text-align: left">)</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">(10,341</td><td style="width: 1%; text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="text-indent: -0.125in; padding-left: 0.125in; text-align: left">State taxes - net of federal benefit</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">14</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">31</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-indent: -0.125in; padding-left: 0.125in; text-align: left">Meals and entertainment</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">10</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">14</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-indent: -0.125in; padding-left: 0.125in; text-align: left">Transactions expenses</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">41</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-indent: -0.125in; padding-left: 0.125in">Gift</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">4</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">4</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-indent: -0.125in; padding-left: 0.125in; text-align: left">Stock compensation (ISOs)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">189</td><td style="text-align:

left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-indent: -0.125in; padding-left: 0.125in; text-align: left">Changes in FV of derivative liability</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(1,374</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(3,540</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="text-indent: -0.125in; padding-left: 0.125in; text-align: left">Derecognition expense on conversion of convertible debt</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">5,257</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,199</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-indent: -0.125in; padding-left: 0.125in; text-align: left">Valuation allowance</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">7,223</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">12,329</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-indent: -0.125in; padding-left: 0.125in">Others</td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right">212</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">116</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-indent: -0.125in; padding-left: 0.125in; text-align: left; padding-bottom: 1pt">Foreign rate difference</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(155</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">139</td> <td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-indent: -0.125in; padding-left: 0.125in; padding-bottom: 2.5pt">Total</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">289</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(8</td><td style="padding-bottom: 2.5pt; text-align: left">)</td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Deferred income tax assets and liabilities arising from differences between accounting for financial statement purposes and tax purposes, less valuation reserves at year-end, are as follows (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="6" style="font-weight: bold; text-align: center">Year Ended</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">December 31,</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">2022</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 76%; text-align: left">State taxes - prior year</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">4</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">4</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Intangible assets</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">4,785</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">5,380</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Fixed assets</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Allowance for credit losses</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,064</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">6,169</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Capitalization of research and development Under Sec 174</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,012</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,121</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Inventory reserve</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">24</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Contingent liability</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">130</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Stock compensation (RSA)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">111</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Lease liability</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">962</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">270</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Accrued expenses</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">73</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Other</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">70</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td> </tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 1pt">Net operating loss carryover</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">26,689</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">12,489</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Total deferred tax assets</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">35,796</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">25,563</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Deferred tax liabilities:</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Fixed assets</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(5</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Goodwill Tier 1</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(161</td><td style="text-align: left">)</td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right">(104</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Intangible assets</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(13</td><td style="text-align: left">)</td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right">(78</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Right of use assets</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(987</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(250</td> <td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Total deferred tax liabilities</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(1,161</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(437</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Net deferred tax assets, non-current prior to valuation allowance</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">34,635</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">25,126</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Valuation allowance</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(34,579</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(25,204</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 2.5pt">Total net deferred taxes</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">56</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(78</td><td style="padding-bottom: 2.5pt; text-align: left">)</td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company uses the liability method of accounting for income taxes as set forth in ASC 740, <i>Income Taxes </i>(ASC 740). Under the liability method, deferred taxes are determined based on differences between the financial statement and tax bases of assets and liabilities using enacted tax rates.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">As of December 31, 2023, the Company had Federal and State Net Operating Loss (“NOL”) carryforwards of $101.7 million and $71.3 million, respectively. Under the new tax law, the Federal NOL arising in tax years ending after December 31, 2017 will be carried forward indefinitely. The Company does not have pre-tax reform Federal NOL carryforwards as of December 31, 2023. NOL carryforwards arising from tax years ending after December 31, 2017, are $101.7 million. The State NOL carryforwards will begin to expire in 2038.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">As of December 31, 2023 and 2022, the Company maintained a full valuation allowance for NOL carryforward deferred tax assets. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversals of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. The amount of the deferred tax asset considered realizable, however, could be reduced if estimates of future taxable income are reduced.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company files a consolidated Federal income tax return and files tax returns in various state and local jurisdictions. The statutes of limitations for its consolidated Federal income tax returns are open for years 2020 and thereafter, and state and local income tax returns are open for years 2019 and thereafter.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> Interest and penalties related to uncertain tax positions are recognized as a component of income tax expense. For the tax years ended December 31, 2023 and 2022, the Company recognized no interest or penalties.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The components of the provision for income taxes are as follows (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="6" style="font-weight: bold; text-align: center">Year Ended</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">December 31,</td><td style="padding-bottom: 1pt; font-weight:

bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">2022</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td>Federal</td><td> </td> <td colspan="2" style="text-align: right">-</td><td> </td><td> </td> <td colspan="2" style="text-align: right">-</td><td> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 70%">State</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 12%; text-align: right">17</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 12%; text-align: right">40</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="padding-bottom: 1pt">International</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">406</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 2.5pt">Current income tax expense (benefit)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">423</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">40</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="font-weight: bold">Deferred</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Federal</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td>State</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt">International</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(134</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(48</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 2.5pt">Deferred income tax expense (benefit)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">(134</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">(48</td><td style="padding-bottom: 2.5pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-weight: bold; text-align: left">Total tax expense</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td>Federal</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>State</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">17</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">40</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="padding-bottom: 1pt">International</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">272</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(48</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 2.5pt">Total</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">289</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">(8</td><td style="padding-bottom: 2.5pt; text-align: left">)</td></tr> </table>0017000400004060000423000400000000-134000-48000-134000-48000017000040000272000-48000289000-8000<p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Taxes on income vary from the statutory federal income tax rate applied to earnings before tax on income as follows (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td style="text-indent: -0.125in; padding-left: 0.125in"> </td><td style="font-weight: bold"> </td> <td colspan="6" style="font-weight: bold; text-align: center">Year Ended</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="text-indent: -0.125in; padding-left: 0.125in"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">December 31,</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="text-indent: -0.125in; padding-left: 0.125in"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">2022</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-indent: -0.125in; padding-left: 0.125in; width: 76%; text-align: left">Statutory federal income tax rate of 21% applied to earnings before income taxes and extraordinary items</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">(11,091</td><td style="width: 1%; text-align: left">)</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">(10,341</td><td style="width: 1%; text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="text-indent: -0.125in; padding-left: 0.125in; text-align: left">State taxes - net of federal benefit</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">14</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">31</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-indent: -0.125in; padding-left: 0.125in; text-align: left">Meals and entertainment</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">10</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">14</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-indent: -0.125in; padding-left: 0.125in; text-align: left">Transactions expenses</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">41</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-indent: -0.125in; padding-left: 0.125in">Gift</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">4</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">4</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-indent: -0.125in; padding-left: 0.125in; text-align: left">Stock compensation (ISOs)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">189</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-indent: -0.125in; padding-left: 0.125in; text-align: left">Changes in FV of derivative liability</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(1,374</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(3,540</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="text-indent: -0.125in; padding-left: 0.125in; text-align: left">Derecognition expense on conversion of convertible debt</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">5,257</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,199</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-indent: -0.125in; padding-left: 0.125in; text-align: left">Valuation allowance</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">7,223</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">12,329</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-indent: -0.125in; padding-left: 0.125in">Others</td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right">212</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">116</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-indent: -0.125in; padding-left: 0.125in; text-align: left; padding-bottom: 1pt">Foreign rate difference</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(155</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">139</td> <td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-indent: -0.125in; padding-left: 0.125in; padding-bottom: 2.5pt">Total</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">289</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(8</td><td style="padding-bottom: 2.5pt; text-align: left">)</td></tr> </table>0.21-11091000-10341000140003100010000140000410004000400018900000-1374000-3540000525700011990007223000123290002120001160000-155000139000289000-8000<p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Deferred income tax assets and liabilities arising from differences between accounting for financial statement purposes and tax purposes, less valuation reserves at year-end, are as follows (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="6" style="font-weight: bold; text-align: center">Year Ended</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">December 31,</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">2022</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 76%; text-align: left">State taxes - prior year</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">4</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">4</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Intangible assets</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">4,785</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">5,380</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Fixed assets</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Allowance for credit losses</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,064</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">6,169</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Capitalization of research and development Under Sec 174</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,012</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,121</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Inventory reserve</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">24</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Contingent liability</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">130</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Stock compensation (RSA)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">111</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Lease liability</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">962</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">270</td><td

style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Accrued expenses</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">73</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Other</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">70</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 1pt">Net operating loss carryover</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">26,689</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">12,489</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Total deferred tax assets</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">35,796</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">25,563</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Deferred tax liabilities:</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Fixed assets</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(5</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Goodwill Tier 1</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(161</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(104</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Intangible assets</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(13</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(78</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Right of use assets</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(987</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(250</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Total deferred tax liabilities</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(1,161</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(437</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Net deferred tax assets, non-current prior to valuation allowance</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">34,635</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">25,126</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Valuation allowance</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(34,579</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(25,204</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 2.5pt">Total net deferred taxes</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">56</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(78</td><td style="padding-bottom: 2.5pt; text-align: left">)</td></tr> </table>4000400047850005380000200001064000616900020120001121000240000013000011100009620002700007300007000002668900012489000357960002556300005000 7800010170000071300000<table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse; border-spacing: 0px;"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 3%">12.</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 97%">Stock-Based Compensation</td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Equity Incentive Plans</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company adopted the 2023 Equity Incentive Plan (“2023 Plan”) on November 2, 2023, which provides employees, directors, and consultants with opportunities to acquire the Company’s shares, or to receive monetary payments based on the value of such shares. Management has been determined that it is in the best interests of the Company to replace the 2020 Option Plan, the 2021 Option Plan, and the 2021 Restricted Stock Plan, with one plan, the 2023 Plan, pursuant to which the Company will be able to grant stock option awards, stock appreciation rights, restricted stock awards, restricted stock units, and other stock-based awards. The 2023 Plan provides for up to 1,098,262 shares of common stock. Grants made under the 2023 Plan will generally vest and become exercisable at various times from the grant dates. These awards will have such vesting or other provisions as may be established by the Board of Directors at the time of each award.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Stock Option Activity</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">A summary of stock option activity for the year ended December 31, 2023 is as follows (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">Shares</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">Weighted
 Average
 Exercise Price</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 70%">Outstanding at January 1, 2023</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 12%; text-align: right">31,963</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 12%; text-align: right">46.28</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td>Granted</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">735,999</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2.02</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Exercised</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">N/A</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="padding-bottom: 1pt">Cancelled/forfeited/expired</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(1,820</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">50.39</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 2.5pt">Outstanding at December 31, 2023</td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">766,142</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">3.76</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 2.5pt">Exercisable at December 31, 2023</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">296,812</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">6.49</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">There were no stock option exercises during the year ended December 31, 2023. The aggregate intrinsic value for stock options exercised in the year ended December 31, 2022 was $0.04 million. The total weighted-average grant date fair value of options granted was $2.02 and $36.60 per share for the years ended December 31, 2023 and 2022, respectively.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> The grant-date fair values of the Company’s stock options awards were estimated using the following assumptions:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"></p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="text-align: center; font-weight: bold; border-bottom: Black 1pt solid">Year Ended December 31,</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="text-align: center; font-weight: bold; border-bottom: Black 1pt solid">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="text-align: center; font-weight: bold; border-bottom: Black 1pt solid">2022</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 70%; text-align: left">Risk free interest rate</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 12%; text-align: right">4.44</td><td style="width: 1%; text-align: left">%</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 12%; text-align: right">2.70</td><td style="width: 1%; text-align: left">%</td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Expected term (years)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">5.0</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">5.0</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Expected volatility</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">204</td><td style="text-align: left">%</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">93.2</td><td style="text-align: left">%</td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Expected dividend yield</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">0</td><td style="text-align: left">%</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">0</td><td style="text-align: left">%</td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant for periods corresponding with the expected term of the option award. The expected term was determined using the ‘simplified method,’ in accordance with SAB Topic 14, which presumes the expected term is equal to the midpoint between the vesting date and the end of the contractual term. Expected volatility was determined based on the weighted-average of historical volatility of the Company’s common stock. The Company has never declared or paid any cash dividends and does not presently plan to pay cash dividends in the foreseeable future. As such, an expected dividend yield of zero percent was used.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> <i>Restricted Stock Activity</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman,

Times, Serif; margin: 0px 0; text-align: justify">A summary of RSA activity for the year December 31, 2023 is as follows (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">Number of
 Shares</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">Weighted
 Average
 Grant Date
 Fair Value</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 70%; font-weight: bold">Unvested at January 1, 2023</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td> <td style="width: 12%; text-align: right">52,545</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 12%; text-align: right">13.48</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td>Granted</td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right">346,508</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">4.10</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Vested</td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right">(198,090</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">5.71</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="padding-bottom: 1pt">Forfeited</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(11,070</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">10.36</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-weight: bold; padding-bottom: 2.5pt">Unvested at December 31, 2023</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">189,893</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">2.28</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The total fair value of restricted shares that vested was $1.1 million and $1.7 million in the years ended December 31, 2023 and 2022, respectively.</p>1098262<p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">A summary of stock option activity for the year ended December 31, 2023 is as follows (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">Shares</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">Weighted
 Average
 Exercise Price</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 70%">Outstanding at January 1, 2023</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 12%; text-align: right">31,963</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 12%; text-align: right">46.28</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td>Granted</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">735,999</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2.02</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Exercised</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">N/A</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="padding-bottom: 1pt">Cancelled/forfeited/expired</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(1,820</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">50.39</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 2.5pt">Outstanding at December 31, 2023</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">766,142</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">3.76</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 2.5pt">Exercisable at December 31, 2023</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">296,812</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">6.49</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>3196346.287359992.0200182050.397661423.762968126.4940000.002.0236.6<p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The grant-date fair values of the Company’s stock options awards were estimated using the following assumptions:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"></p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="text-align: center; font-weight: bold; border-bottom: Black 1pt solid">Year Ended December 31,</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="text-align: center; font-weight: bold; border-bottom: Black 1pt solid">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="text-align: center; font-weight: bold; border-bottom: Black 1pt solid">2022</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 70%; text-align: left">Risk free interest rate</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 12%; text-align: right">4.44</td><td style="width: 1%; text-align: left">%</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 12%; text-align: right">2.70</td><td style="width: 1%; text-align: left">%</td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Expected term (years)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">5.0</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">5.0</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Expected volatility</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">204</td><td style="text-align: left">%</td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right">93.2</td><td style="text-align: left">%</td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Expected dividend yield</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">0</td><td style="text-align: left">%</td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right">0</td><td style="text-align: left">%</td></tr> </table>0.04440.027P5YP5Y2.040.93200<p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">A summary of RSA activity for the year December 31, 2023 is as follows (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">Number of
 Shares</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">Weighted
 Average
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The Company had no finance lease obligations as of December 31, 2023.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company’s operating lease expense totaled $1.1 million and $0.8 million for the years ended December 31, 2023 and 2022, respectively. As of December 31, 2023, the weighted-average remaining lease term was 4.6 years and the weighted average discount rate was 11.0%.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Future minimum lease payments under our operating leases and reconciliation to the operating lease liability as of December 31, 2023, are as follows (in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td style="padding-bottom: 1pt">Year Ending December 31,</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 85%; text-align: left">2024</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 12%; text-align: right">1,102</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">2025</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,161</td><td style="text-align: left"> </td> </tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">2026</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,329</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">2027</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,046</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color:

rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">2028</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">1,041</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Total lease payments</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">5,679</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 0.125in; text-align: left; padding-bottom: 1pt">Less: imputed interest</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(1,267</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Present value of total lease payments</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">4,412</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 0.125in; text-align: left; padding-bottom: 1pt">Less: current portion</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(692</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="padding-left: 0.25in; text-align: left; padding-bottom: 2.5pt">Long-term lease liabilities</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">3,720</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>411100000800000P4Y7M6D0.11<table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td style="padding-bottom: 1pt">Year Ending December 31,</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 85%; text-align: left">2024</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 12%; text-align: right">1,102</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">2025</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,161</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">2026</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,329</td> <td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">2027</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,046</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; 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width: 100%; border-collapse: collapse; border-spacing: 0px;"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 3%">14.</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 97%">Related Party Transactions</td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>PrivCo</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company repurchased, in two separate repurchase transactions each consisting of 100,000 shares of common stock, an aggregate of 200,000 shares owned by PrivCo (an entity controlled by Messrs. Errez and Nisan). In October 2022, the Board unanimously ratified these two repurchase transactions between the Company and PrivCo. The Company repurchased 100,000 shares for a price per share of $55.90 (for total proceeds to PrivCo of $5,590,000) (the “First Repurchase”) and 100,000 shares for a price per share of $8.20 (for total proceeds to PrivCo of $820,000) (the “Second Repurchase”). The First Repurchase was based on the closing price of the common stock on November 24, 2021 and took place over a number of months starting in February 2022 and ending in October 2022. The Second Repurchase was based on the closing price of the common stock on July 29, 2022 and took place in October 2022. The purpose of each of these transactions was to allow the Company to issue shares to new shareholders without increasing the Company’s shares outstanding. As of December 31, 2023 and 2022, there were 100,525 and 105,417 shares available, respectively, of the 200,000 shares of common stock under the aforementioned transactions.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Family Relationships</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company employs two of our CEO’s brothers, Dan and Liron Nusonivich, who are paid approximately $200,000 and $110,000 per year, respectively. There are no family relationships between any of other directors or executive officers and any other employees or directors or executive officers.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company did not pay any commissions to the related parties mentioned above for the years ended December 31, 2023 and 2022. </p>20000010000055.955900001000008.2820000100525105417200000110000<table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse; border-spacing: 0px;"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 3%">15.</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 97%">Commitments and Contingencies </td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">From time-to-time, the Company is involved in legal proceedings. The Company records a liability for those legal proceedings when it determines it is probable that a loss has been incurred and the amount of the loss can be reasonably estimated. The Company also discloses when it is reasonably possible that a material loss may be incurred, however, the amount cannot be reasonably estimated. From time to time, the Company may enter into discussions regarding settlement of these matters, and may enter into settlement agreements, if it believes settlement is in the best interest of the Company and its shareholders.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The following is a summary of our current outstanding litigation. Note that references to GreenBox POS are for historical purposes. GreenBox POS changed its name to RYVYL Inc. on October 13, 2022.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%; border-spacing: 0px;"><tr style="vertical-align: top; text-align: justify"> <td style="width: 0.25in"></td><td style="width: 0.25in; text-align: left">●</td><td style="text-align: justify">The Good People Farms, LLC (“TGPF”) - TGPF initiated an arbitration in the American Arbitration Association (“AAA”) on or about April 20, 2020, against the Company, Fredi Nisan, Ben Errez, MTrac Tech Corp., Vanessa Luna, and Jason LeBlanc (the “TGPF Defendants”). The complaint generally alleged that the TGPF Defendants improperly breached contracts and withheld funds. The action sought damages, including interest, an injunction, and costs of suit incurred. On January 15, 2021, the Company filed a counterclaim in AAA for fraud, intentional misrepresentation, breach of contract, breach of covenant of good faith and fair dealing, violation of California Business and Professions Code Section 17200, and accounting. The complaint generally alleged that TGPF fraudulently submitted transactions for processing that were not permissible within the terms of service and sought damages, including interest and costs of suit incurred. The individuals were dismissed from the arbitration. The parties attended binding arbitration in April 2023, and subsequently entered into a confidential settlement agreement.</td> </tr></table> <p style="margin-top: 0; margin-bottom: 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"></p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse; border-spacing: 0px;"> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif; width: 24px; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; width: 24px; text-align: justify">●</td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; text-align: justify">On April 27, 2022, Paul Levine (“Levine”), former Chief Executive Officer of Coyni, Inc., wholly-owned subsidiary of RYVYL Inc., filed a charge with The Occupational Safety and Health Administration (“OSHA”) against respondents Coyni and RYVYL Inc. Levine alleges retaliation in violation of the Sarbanes-Oxley Act of 2022, as amended, 18 U.S.C. §1514A (“SOX”). The OSHA claim was withdrawn on or around April 3, 2023.</td> </tr> </table> <p style="margin-top: 0; margin-bottom: 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"></p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse; border-spacing: 0px;"> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif; width: 24px; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; width: 24px; text-align: justify">●</td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; text-align: justify">On November 8, 2022, the Company filed a complaint against its former Chief Operating Officer Vanessa Luna, Luna Consultant Group, LLC and John Does 1 through 50 in San Diego Superior Court (the “Company Filing”). The Company is alleging that Ms. Luna abused her position for additional compensation by failing to follow proper protocols and shirked her responsibilities by scheming and maintaining alternative employment. The action seeks damages, including interest and costs of suit incurred. On November 10, 2022, Ms. Luna filed her own complaint against the Company and Fredi Nisan in San Diego Superior Court (the “Luna Filing”). Ms. Luna alleges that Mr. Nisan used contract negotiations to coerce her, that the Company improperly coded transactions and misled investors, and that when her concerns were reported to management, she was wrongfully terminated, resulting in a number of claims. Ms. Luna is seeking damages including compensatory damages, unpaid wages (past and future), loss of wages and benefits (past and future), expected damages, and other damages to be proven at trial. The Company denies all allegations. As the Company cannot predict the outcome of the matter, the probability of an outcome cannot be determined. The Company intends to vigorously defend against all claims. The San Diego Superior Court consolidated the Company Filing and Luna Filing into a single proceeding, RYVYL v. Luna, on August 4, 2023. The parties are currently in the discovery phase.</td></tr> </table> <p style="margin-top: 0; margin-bottom: 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"></p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse; border-spacing: 0px;"> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif; width: 24px; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; width: 24px; text-align: justify">●</td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; text-align: justify">On December 12, 2022, Jacqueline Dollar (aka Jacqueline Reynolds), former Chief Marketing Officer of the Company, filed a complaint against the Company, Fredi Nisan, and Does 1-20 in San Diego Superior Court. Ms. Dollar is alleging she was undercompensated compared to her male counterparts and retaliated against after raising concerns to management resulting in sex discrimination in violation of the California Fair Employment and Housing Act (“FEHA”) and failure to prevent discrimination in violation of FEHA. Ms. Dollar is also claiming intentional infliction of emotional distress. Ms. Dollar is seeking an unspecified amount of damages related to, among other things, payment of past and future lost wages, stock issuances, bonuses and benefits, compensatory damages, and general, economic, non-economic, and special damages. As the Company cannot predict the outcome of the matter, the probability of an outcome cannot be determined. The Company intends to vigorously defend against all claims. The parties are currently in the discovery phase.</td></tr> </table> <p style="margin-top: 0; margin-

bottom: 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"></p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse; border-spacing: 0px;"> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif; width: 24px; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; width: 24px; text-align: justify">●</td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; text-align: justify">On February 1, 2023, a purported class action lawsuit titled Cullen V. RYVYL Inc. fka Greenbox POS, Inc., et al., Case No. 3:23-cv-00185-GPC-AGS, was filed in the United States District Court for the Southern District of California against several defendants, including the Company and certain of our current and former directors and officers (the “Cullen Defendants”). The complaint was filed on behalf of persons who purchased or otherwise acquired the Company’s publicly traded securities between January 29, 2021 and January 20, 2023. The complaint generally alleges that the Cullen Defendants violated Sections 11, 12(a)(2), and 15 of the Securities Act and Sections 10(b) and 20(a) of the Exchange Act by making false and/or misleading statements regarding the Company’s financial controls, performance and prospects. The action seeks damages, including interest, and the award of reasonable fees and costs to the putative class. The Company denies all allegations of liability and intends to vigorously defend against all claims. However, given the preliminary stage of the lawsuit, the uncertainty of litigation, and the legal standards that must be met for success on the merits, the Company cannot predict the outcome at this time or estimate a reasonably possible loss or range of loss that may result from this action. On June 30, 2023, the plaintiff filed an amended complaint. All defendants filed motions to dismiss the amended complaint on August 14, 2023. On March 1, 2024, the Court issued an order granting in part and denying in part defendants’ motions to dismiss, which included dismissing all Securities Act claims and narrowing the potential class period. The Court’s order allows the plaintiff to file an amended complaint by April 1, 2024 if he wishes to do so.</td></tr> </table><table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse; border-spacing: 0px;"> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif; width: 24px"> </td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; width: 24px">●</td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; text-align: justify"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">On June 22, 2023, a shareholder derivative complaint was filed in the United States District Court for the Southern District of California against certain of the Company’s current and/or former officers and directors (the “Hertel Defendants”), Christy Hertel, derivatively on behalf of RYVYL Inc., f/k/a Greenbox POS v. Ben Errez et al., Case No. 3:23-CV-01165-GPC-SBC. On August 4, 2023, a second shareholder derivative complaint was filed in the United States District Court for the Southern District of California against the Hertel Defendants, Marcus Gazaway, derivatively on behalf of RYVYL Inc., f/k/a Greenbox POS v. Ben Errez et al., Case No. 3:23-CV-01425-LAB-BLM. Both derivative complaints generally allege that the Hertel Defendants failed to implement adequate internal controls that would prevent false and misleading financial information from being published by the Company and that controlling shareholders participated in overpayment misconduct resulting in violations of Sections 10(b), 14(a) and 20 of the Exchange Act and breached their fiduciary duties and, purportedly on behalf of the Company. The complaint seeks damages and contribution from the Hertel Defendants and a direction that the Company and the Hertel Defendants take actions to reform and improve corporate governance and internal procedures to comply with applicable laws. The Hertel Defendants deny all allegations of liability and intend to vigorously defend against all claims. However, given the preliminary stage of the lawsuits, the uncertainty of litigation, and the legal standards that must be met for success on the merits, the Company cannot predict the outcome of either case at this time. On March 18, 2024, the parties filed a joint motion for an order consolidating the Hertel and Gazaway cases under the caption In re RYVYL Inc. Derivative Litigation, Lead Case No. 3:23-CV-01165-GPC-SBC (S.D. Cal.). The joint motion proposes that the parties shall meet and confer regarding the case schedule, including setting a deadline for the Hertel Defendants to respond to the operative complaint.</td></tr> </table> <p style="margin-top: 0; margin-bottom: 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"></p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse; border-spacing: 0px;"> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif; width: 24px; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; width: 24px; text-align: justify">●</td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; text-align: justify">On October 1, 2023, the Company filed a demand for arbitration against Sky Financial with the American Arbitration Association in San Diego, California (the “Arbitration”). In the Arbitration, the Company seeks to recover for breach of the Asset Purchase Agreement, dated as of March 30, 2022 (the “2022 Agreement”), between Sky Financial and the Company, for Sky Financial’s failure to perform its obligations under the 2022 Agreement. Additionally, to the extent the Company’s 2019 Asset Purchase Agreement with Sky Financial is implicated by Sky Financial’s failure to perform its obligations under the 2022 Agreement, either directly or through the incorporation by reference of the 2019 Agreement into the 2022 Agreement, the Company is also alleging Sky Financial has breached the 2019 Agreement. On October 2, 2023, the Company filed a complaint against Sky Financial in San Diego Superior Court asserting the same claims asserted in the Arbitration, solely to toll any applicable statutes of limitations pending the Arbitration and, if necessary, provide jurisdiction for the court to compel arbitration. The action seeks damages, including interest and costs of suit incurred. The parties have agreed to proceed in the Arbitration and have stipulated to a stay of the San Diego Superior Court action pending the Arbitration. </td></tr> </table> <p style="margin-top: 0; margin-bottom: 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"></p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse; border-spacing: 0px;"> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif; width: 24px; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; width: 24px; text-align: justify">●</td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; text-align: justify">On July 6, 2022, the Company’s subsidiary, RYVYL EU (formerly known as Transact Europe OOD), received a notary invitation from Satya Consulting PTE Limited (“Satya”) filed in Bulgaria. In the filed claim, Satya alleges nonpayment of its fee in the amount of EUR 900,000, to which statutory default interest is to be added, for failure of payment under the Company’s stock purchase agreement for Transact Europe Holdings OOD. RYVYL EU has retained Bulgarian counsel to assist in the defense of the asserted claim and denies all allegations. As RYVYL EU cannot predict the outcome of the matter, the probability of an outcome cannot be determined. RYVYL EU intends to vigorously defend against all claims.</td></tr> </table> <p style="margin-top: 0; margin-bottom: 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"></p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse; border-spacing: 0px;"> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif; width: 24px; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; width: 24px; text-align: justify">●</td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; text-align: justify">On January 2, 2024, the Company filed a Statement of Claim against Chessa Sabourin in the Ontario Superior Court of Justice. Case No. CV-24-00712190-0000. The Company seeks to recover funds unlawfully held by Sabourin, or in the alternative, damages in the equivalent amount. Additionally, punitive and exemplary damages. In September 2023, the Company mistakenly sent funds to Ms. Sabourin and attempted to reverse or recall the transfers but was unable to do so. To date, Ms. Sabourin has failed and/or refused to return the funds mistakenly sent to her. Given the preliminary stage of the lawsuit, the uncertainty of litigation, and the legal standards that must be met for success on the merits, the Company cannot predict the outcome at this time or estimate a reasonably possible loss or range of loss that may result from this action.</td></tr> </table><table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse; border-spacing: 0px;"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 3%">16. </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 97%"> Segment Reporting</td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company reports its segments to reflect the manner in which its CODM reviews and assesses performance. The primary financial measure used by the CODM to evaluate the performance of its segments and allocate resources to them is operating income or (loss). Accordingly, the Company has two reportable segments: North America and International.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The following tables present reportable segment operational data (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="6" style="font-weight: bold; text-align: center">Year Ended</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">December 31,</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">2022</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="font-weight: bold">Revenue</td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 70%; text-align: left">North America</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 12%; text-align: right">48,938</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 12%; text-align: right">28,613</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="padding-bottom: 1pt">International</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">16,931</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">4,296</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 2.5pt">Total revenue</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">65,869</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">32,909</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom"> <td style="font-weight: bold">Income (loss) from operations</td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">North America</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">(14,121</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">(36,517</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="padding-bottom: 1pt">International</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">1,819</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(1,321</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 2.5pt">Total income (loss) from operations</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(12,302</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(37,838</td><td style="padding-bottom: 2.5pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom"> <td style="font-weight: bold">Depreciation and amortization</td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">North America</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">1,907</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">19,938</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="padding-bottom: 1pt">International</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">646</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">979</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 2.5pt">Total depreciation and amortization</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">2,553</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-

bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">20,917</td><td
style="padding-bottom: 2.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom"> <td style="font-weight: bold">Net income (loss)</td><td> </td> <td
colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-
align: left">North America</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">(54,170</td><td style="text-align: left">)</td><td> </td> <td
style="text-align: left">$</td><td style="text-align: right">(47,969</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="padding-
bottom: 1pt">International</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black
1pt solid; text-align: right">1,069</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt
solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(1,267</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr
style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 2.5pt">Total net income (loss)</td><td style="padding-
bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(53,101</td>
<td style="padding-bottom: 2.5pt; text-align: left">)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td
style="border-bottom: Black 2.5pt double; text-align: right">(49,236</td><td style="padding-bottom: 2.5pt; text-align: left">)</td></tr> </table> <p style="font: 10pt Times
New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt
Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Assets by reportable segment
were not included, as that information is not reviewed by the CODM to make operating decisions or allocate resources. Assets are reviewed on a consolidated basis.
</p>2<table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing:
0px;"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="6" style="font-weight: bold; text-align: center">Year Ended</td><td
style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="font-
weight: bold; text-align: center; border-bottom: Black 1pt solid">December 31,</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align:
bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt
solid">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight:
bold; text-align: center; border-bottom: Black 1pt solid">2022</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td
style="font-weight: bold">Revenue</td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td></tr> <tr style="vertical-align: bottom;
background-color: rgb(204,238,255)"> <td style="width: 70%; text-align: left">North America</td><td style="width: 1%"> </td> <td style="width: 1%; text-align:
left">$</td><td style="width: 12%; text-align: right">48,938</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align:
left">$</td><td style="width: 12%; text-align: right">28,613</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="padding-
bottom: 1pt">International</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black
1pt solid; text-align: right">16,931</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt
solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">4,296</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr
style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 2.5pt">Total revenue</td><td style="padding-bottom:
2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">65,869</td><td
style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td
style="border-bottom: Black 2.5pt double; text-align: right">32,909</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom">
<td style="font-weight: bold">Income (loss) from operations</td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td></tr> <tr
style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">North America</td><td> </td> <td style="text-align: left">$</td><td
style="text-align: right">(14,121</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">(36,517</td><td
style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="padding-bottom: 1pt">International</td><td style="padding-bottom: 1pt"> </td> <td
style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">1,819</td><td style="padding-bottom: 1pt; text-
align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-
align: right">(1,321</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td
style="text-align: left; padding-bottom: 2.5pt">Total income (loss) from operations</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt
double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(12,302</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td
style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">
(37,838</td><td style="padding-bottom: 2.5pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom"> <td style="font-weight: bold">Depreciation and
amortization</td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td></tr> <tr style="vertical-align: bottom; background-color:
rgb(204,238,255)"> <td style="text-align: left">North America</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">1,907</td><td style="text-
align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">19,938</td><td style="text-align: left"> </td></tr> <tr style="vertical-align:
bottom; "> <td style="padding-bottom: 1pt">International</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td>
<td style="border-bottom: Black 1pt solid; text-align: right">646</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td
style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">979</td><td style="padding-bottom: 1pt; text-
align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 2.5pt">Total depreciation and
amortization</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt
double; text-align: right">2,553</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black
2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">20,917</td><td style="padding-bottom: 2.5pt; text-align: left"> </td>
</tr> <tr style="vertical-align: bottom"> <td style="font-weight: bold">Net income (loss)</td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td
colspan="2"> </td><td> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">North America</td><td> </td> <td
style="text-align: left">$</td><td style="text-align: right">(54,170</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left">$</td><td style="text-
align: right">(47,969</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="padding-bottom: 1pt">International</td><td
style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align:
right">1,069</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align:
left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(1,267</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align:
bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 2.5pt">Total net income (loss)</td><td style="padding-bottom: 2.5pt"> </td> <td
style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(53,101</td><td style="padding-bottom:
2.5pt; text-align: left">)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom:
Black 2.5pt double; text-align: right">(49,236</td><td style="padding-bottom: 2.5pt; text-align: left">)</td></tr>
</table>48938000286130001693100042960006586900032909000-14121000-365170001819000-1321000-12302000-
37838000190700019938000646000979000255300020917000-54170000-479690001069000-1267000-53101000-49236000<table cellpadding="0" style="font: 10pt Times New
Roman, Times, Serif; width: 100%; border-collapse: collapse; border-spacing: 0px;"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td
style="font: 10pt Times New Roman, Times, Serif; width: 3%">17.</td> <td
style="font: 10pt Times New Roman, Times, Serif; width: 97%">Subsequent Events
</td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><span style="font-family: Times New Roman, Times,
Serif; font-size: 10pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><span style="font-family: Times New Roman,
Times, Serif; font-size: 10pt">In February 2024, the Company transitioned its QuickCard product in North America away from terminal-based to app-based processing. This
transition coincided with a change in our banking partner that was prompted by recent changes in the compliance environment and banking regulations. The unforeseen
abrupt nature of the transition and slow initial adoption of the app-based product has led to a significant decline in processing volume in North America. This in turn has
adversely affected revenue in the North America segment and, as a result, management anticipates consolidated revenue for the first quarter of 2024 will be down sequentially
by approximately 30 percent overall, which is primarily attributable to this product transition.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px
0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin:
0px 0; text-align: justify">As a result of the developments described above, the Company’s liquidity
in its North America segment has been adversely impacted in the short term. In direct response, management has devised a plan, which it has assessed as appropriate and
sufficient to address the liquidity shortfall in the North America segment. Refer to the “Going Concern” subsection within Note 2, <i>Summary of Significant Accounting
Policies,</i> for details of management’s intended plan and further assessment.
</p>426300012180000872200006113800015200023000851000859000125000263600066000128340003313000285400095713000898650001300000306000203180002675300
172555000-
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2480000-2364000-15276000-9470000-309000-65000-462000-3310000273000418300019780009626000069090001400065800000-1331000-68000-
15180001598000192900015980004142000720000-25000608000-1474000-2108000-624000-3484000-13490000-4588000-2988000-18760000-
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19255000-23487000-0.76-0.76-0.6-0.6-3.12-3.12-4.48-4.486812248681224852315885231588640899364089935160499516049959969486000550001000175664000401000-
152581000234910006333100011900011900014443940000940006218-224551000100000100000-445000-2689000-313400060014876000550001000175777000-44000-
155270000204700004265927900027900016922020400002400005672621000-875-1000-305287500075000-174000-12111000-1228500067501007000541251000177620000-
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1725550006323000-8913100031000175392-175392-175000294000294000-13672136897000-7000-58000-7979000-803700051335655000962800001538000-107457000-
96340009511130000130000562654160004160007385000500013166-6700010000033000-16865315000315000-13000-12005000-1201800051963805000-
67000966160001525000-119462000-2138300088782000002000073285000105000110000-317000-3116000-343300052125865000-62000967410001208000-122578000-
24686000-19974000-2309800018260001899000-205000-246000542000309000-1978000-9626000-68000-15180001400065800006675000016360000-70000-457000460000-
6841000-127060008960003180001480000116600019620001943000133300030000055400010770000348930001911900027584000340007800011000000920000-1226000-
7800013000110001940000-207000-
11000479000260001816500027521000733180004083400091483000683550000270900075900002000003000000042970000227100003000<p style="font: 10pt Times New
Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">1. Description of the
Business</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><span style="font-family: Times New Roman, Times, Serif;
font-size: 10pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><span style="font-family: Times New Roman, Times,
Serif; font-size: 10pt">Organization</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><span style="font-family:
Times New Roman, Times, Serif; font-size: 10pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><span style="font-
family: Times New Roman, Times, Serif; font-size: 10pt">RYVYL Inc. is a financial technology company that develops, markets, and sells innovative blockchain-based payment
solutions, which offer significant improvements for the payment solutions marketplace. The Company’s core focus is developing and monetizing disruptive blockchain-based
applications, integrated within an end-to-end suite of financial products, capable of supporting a multitude of industries. The Company’s proprietary, blockchain-based
systems are designed to facilitate, record, and store a limitless volume of tokenized assets, representing cash or data, on a secured, immutable blockchain-based ledger.
</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><span style="font-family: Times New Roman, Times, Serif; font-size:
10pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><span style="font-family: Times New Roman, Times, Serif; font-
size: 10pt"><i>Name Change</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><span style="font-family:
Times New Roman, Times, Serif; font-size: 10pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><span style="font-
family: Times New Roman, Times, Serif; font-size: 10pt">On May 3, 2018, PubCo formally changed its name to GreenBox POS LLC, then subsequently changed its name to
GreenBox POS on December 13, 2018. On October 13, 2022 GreenBox POS changed its name to RYVYL Inc. Unless the context otherwise requires, all references to “the

Company,” “we,” “our”, “us” and “PubCo” refer collectively to RYVYL Inc. and its subsidiaries. Unless the context otherwise requires, all references to “PrivCo” or the “Private Company” refer to GreenBox POS LLC, a limited liability company, formed in the state of Washington.</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">2. Summary of Significant Accounting Policies </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Going Concern</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In February 2024, the Company transitioned its QuickCard product in North America away from terminal-based to app-based processing. This transition was driven by a change in our banking partner that was prompted by recent changes in the compliance environment and banking regulations impacting certain niche high-risk business verticals, which were the predominant revenue driver for QuickCard. The recovery of revenues associated with this product transition has been impacted by continuous changes in the regulatory environment and our previous banking relationships, which led management to make the decision, during the second quarter of 2024, to terminate the rollout of the app-based product in certain niche high-risk business verticals. To address this change, the Company recently introduced a licensing product for its payments processing platform, which will enable it to serve the same customer base in such verticals through a business partner with more suitable banking compliance capabilities. Revenues from the new licensing product are not expected to materialize until early 2025. These developments have led to a significant decline in revenues in the Company’s North America segment since the first quarter of 2024.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The decline in revenues has adversely impacted the Company’s liquidity in the short term, within the North America segment. As a result, management has determined that the Company’s cash and cash equivalents as of September 30, 2024 are not sufficient to fund the North America segment’s operations and capital needs for the next 12 months from the issuance of this Report. As a result, substantial doubt exists about the Company’s ability to continue as a going concern. The Company’s ability to continue as a going concern is contingent upon the successful execution of management’s intended plan over the next twelve months to improve the liquidity of its North America segment, which includes, without limitation:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse; border-spacing: 0px;"> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"> </td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; width: 0.25in">●</td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; text-align: justify"><p style="margin-top: 0; margin-bottom: 0"> continued execution of its accelerated business development efforts to drive volumes in diversified business verticals with the Company’s other products, including the recently launched licensing of the Company’s payments processing platform in certain niche high-risk business verticals;</p> <p style="margin-top: 0; margin-bottom: 0"> </p></td> </tr> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top">●</td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; text-align: justify"><p style="margin-top: 0; margin-bottom: 0"> continued implementation of cost control measures to more effectively manage spending in the North America segment and right sizing the organization, where appropriate;</p> <p style="margin-top: 0; margin-bottom: 0"> </p></td></tr> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> ●</td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; text-align: justify"><p style="margin-top: 0; margin-bottom: 0">the sale of certain noncore assets; and</p> <p style="margin-top: 0; margin-bottom: 0"> </p></td></tr> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top">●</td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; text-align: justify">repatriation of offshore profits from the Company’s European subsidiaries, whose continued accelerated growth and generation of positive cash flow have already provided, and will continue to provide an immediate and viable short-term source of capital during this product transition. As of the date of the issuance of this Report, the Company has repatriated approximately $12.8 million from Europe.</td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Management has assessed that its intended plan described above, if successfully implemented, is appropriate and sufficient to address the liquidity shortfall in its North America segment and provide sufficient funds to cover operations for the next 12 months from the date of issuance of this Report. However, there can be no guarantee that we will be successful in implementing our plan, that our projections of our future capital needs will prove accurate, or that any additional funding will be sufficient to continue our operations in the North America segment. The unaudited consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. The report of the Company’s independent auditor on the consolidated financial statements for the year ended December 31, 2023 contains an explanatory paragraph referring to a substantial doubt concerning the Company’s ability to continue as a going concern.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Basis of Presentation and Consolidation</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The accompanying interim consolidated financial statements are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information. All intercompany transactions and balances have been eliminated in the accompanying interim consolidated financial statements.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> Unaudited Interim Financial Information</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Certain information and footnote disclosures normally included in the Company’s annual audited financial statements and accompanying notes have been condensed or omitted in this accompanying interim consolidated financial statements and footnotes. Accordingly, the accompanying interim consolidated financial statements included herein should be read in conjunction with the audited consolidated financial statements and accompanying notes included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2023, filed with the Securities and Exchange Commission (“SEC”) on March 26, 2024 (the “2023 Annual Report”).</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In the opinion of management, these unaudited interim consolidated financial statements include all adjustments and accruals, consisting only of normal, recurring adjustments that are necessary for a fair statement of the results of all interim periods reported herein. The results of the interim periods are not necessarily indicative of the results expected for the full fiscal year or any other interim period or any future year or period.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Use of Estimates</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Reclassification</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Certain prior year amounts have been reclassified for consistency with the current period presentation. These reclassifications had no effect on the reported financial position, results of operations or cash flows. </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Reverse Stock Split</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">On September 6, 2023, the Company filed a certificate of amendment to its amended and restated certificate of incorporation with the Secretary of State of the State of Nevada to effect a 1-for-10 reverse stock split (the “Reverse Stock Split”) of the Company’s shares of common stock, par value $0.001 per share (the “common stock”). Such amendment and ratio were previously approved by the board of directors. Under Nevada Revised Statutes Section 78.207, stockholder approval of the Reverse Stock Split was not required because (i) both the number of authorized shares of the common stock and the number of issued and outstanding shares of the common stock were proportionally reduced as a result of the Reverse Stock Split; (ii) the Reverse Stock Split did not adversely affect any other class of stock of the Company; and (iii) the Company did not pay money or issue scrip to stockholders who would otherwise be entitled to receive a fractional share as a result of the Reverse Stock Split. As a result of the Reverse Stock Split, which was effective September 6, 2023, every ten shares of the Company’s pre-reverse split outstanding common stock were combined and reclassified into one share of common stock. Proportionate voting rights and other rights of common stockholders were not affected by the Reverse Stock Split. Any fractional shares of common stock resulting from the Reverse Stock Split were rounded up to the nearest whole share. All stock options outstanding and common stock reserved for issuance under the Company’s equity incentive plans outstanding immediately prior to the Reverse Stock Split were adjusted by dividing the number of affected shares of common stock by ten and, as applicable, multiplying the exercise price by ten. All share numbers, share prices, exercise prices and per share amounts have been adjusted, on a retroactive basis to reflect this 1-for-10 Reverse Stock Split.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Cash, Cash Equivalents and Restricted Cash</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Cash and cash equivalents primarily consist of cash on hand and cash on deposit with banks.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Restricted cash substantially consists of cash received from gateways for merchant transactions processed, which has yet to be distributed to merchants, Independent Sales Organizations (“ISOs”) and their agents at the end of the period. </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The gateways have strict policies pertaining to the scheduling of the release of funds to merchants based on several criteria that include, but are not limited to, return and chargeback history, associated risk for the specific business vertical, average transaction amount, etc. To mitigate potential credit losses associated with these risks, the gateways use these policies to determine reserve requirements and a payment in arrears strategy. While reserve and payment in arrears restrictions are in effect for a merchant payout, the Company records the reserved amounts against cash due from the gateways until the restriction is released.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Cash Due from Gateways,

Net</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company generates the majority of its revenue from payment processing services provided to its merchant clients. When a merchant makes a sale, the process of receiving the payment card information, engaging the banks for transferring the proceeds to the merchant's account via digital gateways, and recording the transaction on a blockchain ledger, are the activities for which the Company gets to collect fees. Cash due from gateways represent amounts due to the Company for transactions processed but not yet distributed by the gateways.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Payment Processing Liabilities</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company's proprietary blockchain-based technology serves as the settlement engine for all transactions within the Company's ecosystem. The blockchain ledger provides a robust and secure platform to log large volumes of immutable transactional records in real time. In summary, a blockchain is a distributed ledger that uses digitally encrypted keys to verify, secure and record details of each transaction conducted within an ecosystem. Unlike general blockchain-based systems, the Company uses proprietary, private ledger technology to verify every transaction conducted within the Company's ecosystem. The verification of transaction data comes from trusted partners, all of whom have been extensively vetted by the Company. The Company facilitates all financial elements of its closed-loop ecosystem, and it acts as the administrator for all related accounts. Using the Company's TrustGateway technology, the Company seeks authorization and settlement for each transaction from gateways to the issuing bank responsible for the credit/debit card used in the transaction. When a gateway settles the transaction, the Company's TrustGateway technology composes a chain of blockchain instructions to the Company's ledger manager system.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">When consumers use their credit or debit cards to pay for transactions with merchants who use our ecosystem, the transaction starts with the consumer funding their virtual wallets with an amount that is equal to the cost of the good or service they intend to purchase from the merchant. Once this occurs, the Company transfers the respective funds to the merchant's virtual wallet, after which the merchant releases its goods or services to the consumer. These transfers take place instantaneously and seamlessly, allowing the transaction experience to seem like any other ordinary credit or debit card transaction to the consumer and merchant. </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">While the Company's blockchain ledger records transaction details instantaneously, the final cash settlement of each transaction can take days to weeks, depending upon contract terms between the Company and the gateways the Company uses, between the Company and its ISOs, and between the Company and/or its ISOs and merchants who use the Company's services. In the case where the gateways have not yet remitted funds to the Company pertaining to transactions already processed, the Company records those amounts as cash due from gateways, net – a current asset. Concurrently, the Company records a portion of the cash due from gateways as revenue and the remaining balance, which is due to merchants and ISOs, as payment processing liabilities, net – a current liability. The balance included in payment processing liabilities, net in the consolidated balance sheets is equal to the sum of amounts due to merchants and ISOs related to the aforementioned unsettled transactions and the amounts due to merchants and ISOs on already settled transactions that these merchants and ISOs have not yet redeemed in the blockchain.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Revenue Recognition </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Revenue is recognized when control of the promised goods or services is transferred to customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> The Company generates the majority of its revenue from payment processing services. Payment processing services revenue is typically based on a percentage of the value of each transaction processed and/or upon fixed amounts specified per each transaction or service. The Company satisfies its performance obligations and, therefore, recognizes the processing fees as revenue at a point in time, upon the authorization of a merchant sale transaction.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Research and Development Costs</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> Research and development costs primarily consist of salaries and benefits for research and development personnel and outsourced contracted services, as well as associated supplies and materials. These costs are expensed as incurred.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Internal-use Software Development Costs</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Internal-use software development costs consist of the costs related to outsourced consultants who are directly associated with and who devote time to creating and enhancing internally developed software for the Company's platforms. Internal-use software development activities generally consist of three stages: (i) the preliminary project stage, (ii) the application development stage, and (iii) the postimplementation-operation stage. In accordance with Accounting Standards Codification ("ASC") 350-40, <i>Internal Use Software</i>, costs incurred in the preliminary and postimplementation-operation stages of software development are expensed as incurred. Costs incurred in the application development stage, including significant enhancements and upgrades, are capitalized. Capitalized internal-use software development costs are included within property and equipment, net on the unaudited condensed consolidated balance sheets, and are amortized on a straight-line basis over an estimated useful life of three years upon the software or additional features being ready for their intended use.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Accounts Receivable, Net </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Accounts receivable consist of amounts recorded in connection with the sale of payment processing terminals and related accessories. Accounts receivable are recorded at invoiced amounts, net of an allowance for credit losses, and do not bear interest. In accordance with Accounting Standards Update ("ASU") No. 2016-13, <i>Financial Instruments </i>- <i>Credit Losses (ASC 326): Measurement of Credit Losses on Financial Instruments (</i>"<i>ASU 2016-13</i>"<i>)</i>, the Company measures its allowance for credit losses using an expected credit loss model that reflects the Company's current estimate of expected credit losses inherent in the enterprise and the accounts receivable balance. In determining the expected credit losses, the Company considers its historical loss experience, the aging of its accounts receivable balance, current economic and business conditions, and anticipated future economic events that may impact collectability. The Company reviews its allowance for credit losses periodically and, as needed, amounts are written-off when determined to be uncollectible. As of September 30, 2024 and December 31, 2023, the allowance for credit losses was immaterial.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Prepaid Expenses and Other Current Assets</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Prepaid expenses and other current assets primarily consist of inventory and short term deposits made by our European subsidiaries with credit card companies.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Property and Equipment, Net</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Property and equipment primarily consist of computer equipment, leasehold improvements, and furniture and fixtures. Property and equipment are stated at historical cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the assets, which range from three to eight years. Leasehold improvements are amortized over the shorter of the lease term or the estimated useful life of the related asset. Expenditures for repairs and maintenance are charged to expense as incurred. For assets sold or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts, and any related gain or loss is reflected in income for the period.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Fair Value Measurements</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company applies fair value accounting for assets and liabilities that are recognized or disclosed at fair value in the consolidated financial statements on a recurring basis. Fair value is defined as the price received to sell an asset or paid to transfer a liability in the principal market for the asset or liability in an orderly transaction between market participants on the measurement date.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">ASC 820, <i>Fair Value Measurements, </i>establishes a three-level hierarchy priority for disclosure of assets and liabilities recorded at fair value. The ordering of priority reflects the degree to which objective prices in external active markets are available to measure fair value. The classification of assets and liabilities within the hierarchy is based on whether the inputs to the valuation methodology used for measurement are observable or unobservable. The Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible. The three levels in the hierarchy are as follows:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%; border-spacing: 0px;"><tr style="vertical-align: top; text-align: justify"> <td style="width: 0.25in"></td><td style="width: 0.25in; text-align: left">●</td><td style="text-align: justify">Level 1 – Observable inputs, such as unadjusted quoted prices in active markets for identical assets or liabilities accessible to the reporting entity at the measurement date.</td> </tr></table> <p style="margin-top: 0; margin-bottom: 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"></p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%; border-spacing: 0px;"><tr style="vertical-align: top; text-align: justify"> <td style="width: 0.25in"></td><td style="width: 0.25in; text-align: left">●</td><td style="text-align: justify">Level 2 – Observable inputs other than Level 1 quoted prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. </td> </tr></table> <p style="margin-top: 0; margin-bottom: 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"></p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%; border-spacing: 0px;"><tr style="vertical-align: top; text-align: justify"> <td style="width: 0.25in"></td><td style="width: 0.25in; text-align: left">●</td><td style="text-align: justify">Level 3 – Unobservable inputs that cannot be directly corroborated by observable market data and that typically reflect management's estimate of assumptions that market participants would use in pricing the asset or liability.</td> </tr></table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company measures its convertible note and related derivative liability at fair value. The Company classifies these liabilities as Level

3 of the fair value hierarchy, as fair values are estimated using models that use both observable (e.g., changes in market interest rates) and unobservable (e.g., changes in unobservable long-dated volatilities) inputs.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Goodwill and Intangible Assets</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Goodwill is recorded when the consideration paid for the acquisition of a business exceeds the fair value of the identifiable net tangible and intangible assets acquired. ASC 350-20, <i>Intangibles</i>—<i>Goodwill and Other</i>—<i>Goodwill,</i> requires companies to assess goodwill for impairment annually or more frequently if indicators of impairment exist. Testing goodwill for impairment is performed at the reporting unit level, using a two-step test, and requires companies to compare the fair value of a reporting unit with its carrying amount, including goodwill. Goodwill is considered impaired if the carrying value of a reporting unit exceeds its fair value. ASC 350-20 also provides for an optional qualitative assessment for testing goodwill for impairment that enables companies to skip the two-step test if it is determined that it is more likely than not (i.e., a likelihood of greater than 50%) that the fair value of a reporting unit is greater than its carrying amount.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company’s policy is to perform its annual impairment test of goodwill as of December 31 of each fiscal year or more frequently if indicators of impairment are identified. Based on the most recent impairment assessment, performed as of June 30, 2024, the Company previously recorded an impairment charge of $6.7 million or one hundred percent (100%) of the goodwill balance related to its North America operating unit. For the quarter ended September 30, 2024, no impairment indicators were identified that would warrant an updated impairment assessment and, as such, no additional adjustment to the remaining carrying value of goodwill was required.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Intangible assets consist of acquired customer relationships and business intellectual properties. In accordance with ASC 350-30, <i>Intangibles</i>—<i>Goodwill and Other</i>—<i>General Intangibles Other than Goodwill</i>, the Company’s intangible assets are amortized over their estimated useful lives, ranging from two to five years, using the straight-line method. Intangible assets amortized under ASC 350-30 must be reviewed for impairment when indicators of impairment are present, in accordance with ASC 360-10. Based on Management’s most recent impairment assessment, it was determined that the carrying value of the Company’s intangible assets are recoverable as of September 30, 2024.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Leases</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company leases office space under non-cancellable operating leases with various expiration dates. The Company determines whether an arrangement is a lease for accounting purposes at contract inception. Operating leases are recorded as right-of-use (“ROU”) assets, which are included within noncurrent assets, and lease liabilities, which are included within current and noncurrent liabilities on our consolidated balance sheets.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Operating lease ROU assets and operating lease liabilities are recognized at the lease commencement date based on the present value of the future lease payments over the lease term. ROU assets are based on the lease liability and are increased by prepaid lease payments and decreased by lease incentives received, where applicable. The interest rate used to determine the present value of the future lease payments is the Company’s incremental borrowing rate because the interest rate implicit in the Company’s leases is not readily determinable. The Company’s incremental borrowing rate is estimated to approximate the interest rate that the Company would pay to borrow on a collateralized basis with similar terms and payments as the lease, and in economic environments where the leased asset is located. Certain leases require the Company to pay taxes, maintenance, and other operating expenses associated with the leased asset. Such amounts are not included in the measurement of the ROU assets and lease liabilities. These lease costs are recognized as lease expenses when incurred.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company evaluates ROU assets related to leases for indicators of impairment whenever events or changes in circumstances indicate that the carrying amount of a ROU asset may not be recoverable. When a decision has been made to exit a lease prior to the contractual term or to sublease that space, the Company evaluates the asset for impairment and recognizes the associated impact to the ROU asset and related expense, if applicable. The evaluation is performed at the asset group level initially and when appropriate, at the lowest level of identifiable cash flows, which is at the individual lease level. Undiscounted cash flows expected to be generated by the related ROU assets are estimated over the ROU assets’ useful lives. If the evaluation indicates that the carrying amount of the ROU assets may not be recoverable, any potential impairment is measured based upon the fair value of the related ROU asset or asset group as determined by appropriate valuation techniques.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Foreign Currency </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Assets and liabilities of our foreign subsidiaries are translated into the reporting currency using the exchange rates in effect on the consolidated balance sheet dates. Equity accounts are translated at historical rates, except for the change in retained earnings during the period, which is the result of the income statement translation process. Revenue and expense accounts are translated using the weighted average exchange rate during the period. The cumulative translation adjustments associated with the net assets of foreign subsidiaries are recorded in accumulated other comprehensive income in the accompanying interim consolidated statements of stockholders’ equity. </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Stock Based Compensation</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Stock-based compensation expense relates to restricted stock awards (“RSAs”) and stock options granted to employees and non-employee directors under the Company’s equity incentive plans, which are measured based on the grant-date fair value. The fair value of RSAs is determined by the closing price of the Company’s common stock on the grant date. The fair value of stock options is estimated on the date of grant using the Black-Scholes-Merton option valuation model. Generally, stock-based compensation expense is recorded on a straight-line basis over the requisite service period. The Company accounts for forfeitures as they occur.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Income Taxes</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Income taxes are accounted for under the asset and liability method. Deferred income taxes are recognized for temporary differences between the tax basis of assets and liabilities and their reported amounts in the financial statements, net of operating loss carry forwards and credits, by applying enacted statutory tax rates applicable to future years. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is not more likely than not that some portion of or all the deferred tax assets will not be realized. Judgment is required in determining and evaluating income tax provisions and valuation allowances for deferred income tax assets. We recognize an income tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by taxing authorities, based on the technical merits of the position.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Current income taxes are provided for in accordance with the laws of the relevant taxing authorities. As of September 30, 2024 and December 31, 2023, the Company has a full valuation allowance on its deferred tax assets.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Net Loss Per Share</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company’s basic net loss per share is computed by dividing the net loss available to common shareholders by the weighted average number of common shares outstanding during the period without consideration of potentially dilutive securities. Diluted net loss per share is computed by dividing the net loss available to common shareholders by the weighted-average number of shares of common stock outstanding, adjusted for the dilutive effect of all potential shares of common stock. For the three and nine-month periods ended September 30, 2024 and 2023, the Company’s diluted net loss per share is the same as the basic net loss per share, since there are no common stock equivalents outstanding that would have a dilutive effect.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Segment Reporting</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company determines its reportable segments based on how its Chief Operating Decision Maker (“CODM”) manages the business, makes operating decisions around the allocation of resources, and evaluates operating performance. Our CODM is our Chief Executive Officer and we have identified two reportable segments: North America and International. These segments represent the components of the Company for which separate financial information is available that is utilized on a regular basis by the CODM to assess segment performance, set strategic goals, and allocate the Company’s resources. The primary financial measure used by the CODM to evaluate the performance of its segments and allocate resources to them is operating income or (loss).</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Recently Adopted Accounting Pronouncements</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In June 2016, the Financial Accounting Standards Board (“FASB”) issued ASU No. 2016-13, <i>Financial Instruments</i>—<i>Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments</i>, as amended by subsequently issued ASUs 2018-19, 2019-04, 2019-05, 2019-10, 2019-11, 2020-02, 2020-03 and 2022-02 (collectively, “Topic 326”). Topic 326 requires entities to utilize a new impairment model known as the current expected credit loss (“CECL”) model for certain financial assets held at the reporting date. The CECL model requires entities to estimate lifetime “expected credit loss” amounts and record them as an allowance that, when deducted from the amortized cost basis of the financial asset, presents the net amount expected to be collected on the financial asset. The CECL model is expected to result in more timely recognition of credit losses. The guidance also amends the impairment model for available for sale debt securities and requires entities to determine whether all or a portion of the unrealized loss on such debt security is a credit loss. The Company adopted the updates as of January 1, 2023, with no material impact on its consolidated financial statements.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In October 2021, the FASB issued ASU 2021-08, “<i>Business Combinations (ASC 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers</i>,” which requires contract assets and contract liabilities acquired in a business combination to be recognized and measured by the acquirer on the acquisition date in accordance with ASC 606, “<i>Revenue from Contracts with Customers</i>,” as if the acquirer had originated the contracts. Under current accounting standards, contract assets and contract liabilities acquired in a business combination are to be recorded at fair value using the ASC 805 measurement principle. ASU 2021-08 is effective for fiscal years and interim reporting periods within those fiscal years beginning after December 15, 2022. The adoption of ASU 2021-08, effective January 1, 2023, did not have an impact on the financial condition, results of operations, cash flows and disclosures of the Company.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In August 2020, the FASB issued ASU 2020-06, <i>Debt -</i>- <i>Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging </i>- <i>Contracts in Entity</i>’<i>s Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity</i>’<i>s Own Equity (</i>“<i>ASU 2020-06</i>”<i>)</i>. ASU 2020-06 aims to simplify the accounting for

convertible instruments by reducing the number of accounting models for convertible debt instruments and convertible preferred stock. ASU 2020-06 also simplifies the derivative scope exception guidance pertaining to equity classification of contracts in an entity's own equity and amends the diluted earnings per share guidance, including the requirement to use the if-converted method for all convertible instruments. Early adoption is permitted for fiscal years beginning after December 15, 2020. For SEC filers, excluding smaller reporting companies, ASU 2020-06 is effective for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. For all other entities, ASU 2020-06 is effective for fiscal years beginning after December 15, 2023, including interim periods therein. The adoption of ASU 2020-06, effective January 1, 2024, did not have an impact on the financial condition, results of operations, cash flows and disclosures of the Company.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Recently Issued Accounting Pronouncements</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In November 2023, the FASB issued ASU 2023-07, <i>Segment Reporting (Topic 280)</i>: <i>Improvements to Reportable Segment Disclosures</i>. The amended guidance requires incremental reportable segment disclosures, primarily about significant segment expenses. The amendments also require entities with a single reportable segment to provide all disclosures required by these amendments, and all existing segment disclosures. The amendments will be applied retrospectively to all prior periods presented in the financial statements and is effective for fiscal years beginning after December 15, 2023, and interim periods in fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently in the process of evaluating the impact this amended guidance may have on the footnotes to its consolidated financial statements.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> In December 2023, the FASB issued ASU 2023-08, <i>Intangibles </i>- <i>Goodwill and Other </i>- <i>Crypto Assets (Subtopic 350-60)</i>: <i>Accounting for and Disclosure of Crypto Assets</i>. This amended guidance requires fair value measurement of certain crypto assets each reporting period with the changes in fair value reflected in net income. The amendments also require disclosures of the name, fair value, units held, and cost bases for each significant crypto asset held and annual reconciliations of crypto asset holdings. The new guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2024, with early adoption permitted. We are required to apply these amendments as a cumulative-effect adjustment to retained earnings as of the beginning of the fiscal year in which the guidance is adopted. The adoption of this guidance is not expected to have an impact on our consolidated financial statements, as we currently do not hold any crypto assets.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In December 2023, the FASB issued ASU 2023-09, <i>Income Taxes (Topic 740): Improvements to Income Tax Disclosures</i>. The amended guidance enhances income tax disclosures primarily related to the effective tax rate reconciliation and income taxes paid information. This guidance requires disclosure of specific categories in the effective tax rate reconciliation and further information on reconciling items meeting a quantitative threshold. In addition, the amended guidance requires disaggregating income taxes paid (net of refunds received) by federal, state, and foreign taxes. It also requires disaggregating individual jurisdictions in which income taxes paid (net of refunds received) is equal to or greater than five (5) percent of total income taxes paid (net of refunds received). The amended guidance is effective for fiscal years beginning after December 15, 2024. The guidance can be applied either prospectively or retrospectively. The Company is currently in the process of evaluating the impact this amended guidance may have on the footnotes to our consolidated financial statements. </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Going Concern</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In February 2024, the Company transitioned its QuickCard product in North America away from terminal-based to app-based processing. This transition was driven by a change in our banking partner that was prompted by recent changes in the compliance environment and banking regulations impacting certain niche high-risk business verticals, which were the predominant revenue driver for QuickCard. The recovery of revenues associated with this product transition has been impacted by continuous changes in the regulatory environment and our previous banking relationships, which led management to make the decision, during the second quarter of 2024, to terminate the rollout of the app-based product in certain niche high-risk business verticals. To address this change, the Company recently introduced a licensing product for its payments processing platform, which will enable it to serve the same customer base in such verticals through a business partner with more suitable banking compliance capabilities. Revenues from the new licensing product are not expected to materialize until early 2025. These developments have led to a significant decline in revenues in the Company's North America segment since the first quarter of 2024.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The decline in revenues has adversely impacted the Company's liquidity in the short term, within the North America segment. As a result, management has determined that the Company's cash and cash equivalents as of September 30, 2024 are not sufficient to fund the North America segment's operations and capital needs for the next 12 months from the issuance of this Report. As a result, substantial doubt exists about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is contingent upon the successful execution of management's intended plan over the next twelve months to improve the liquidity of its North America segment, which includes, without limitation:</p><table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse; border-spacing: 0px;"> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"> </td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; width: 0.25in">●</td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; text-align: justify"><p style="margin-top: 0; margin-bottom: 0">continued execution of its accelerated business development efforts to drive volumes in diversified business verticals with the Company's other products, including the recently launched licensing of the Company's payments processing platform in certain niche high-risk business verticals;</p> <p style="margin-top: 0; margin-bottom: 0"> </p></td> </tr> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top">●</td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; text-align: justify"><p style="margin-top: 0; margin-bottom: 0"> continued implementation of cost control measures to more effectively manage spending in the North America segment and right sizing the organization, where appropriate;</p> <p style="margin-top: 0; margin-bottom: 0"> </p></td></tr> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> ●</td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; text-align: justify"><p style="margin-top: 0; margin-bottom: 0">the sale of certain noncore assets; and</p> <p style="margin-top: 0; margin-bottom: 0"> </p></td></tr> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top">●</td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; text-align: justify">repatriation of offshore profits from the Company's European subsidiaries, whose continued accelerated growth and generation of positive cash flow have already provided, and will continue to provide an immediate and viable short-term source of capital during this product transition. As of the date of the issuance of this Report, the Company has repatriated approximately $12.8 million from Europe.</td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Management has assessed that its intended plan described above, if successfully implemented, is appropriate and sufficient to address the liquidity shortfall in its North America segment and provide sufficient funds to cover operations for the next 12 months from the date of issuance of this Report. However, there can be no guarantee that we will be successful in implementing our plan, that our projections of our future capital needs will prove accurate, or that any additional funding will be sufficient to continue our operations in the North America segment. The unaudited consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. The report of the Company's independent auditor on the consolidated financial statements for the year ended December 31, 2023 contains an explanatory paragraph referring to a substantial doubt concerning the Company's ability to continue as a going concern.</p>12800000<p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Basis of Presentation and Consolidation</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The accompanying interim consolidated financial statements are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information. All intercompany transactions and balances have been eliminated in the accompanying interim consolidated financial statements. </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Unaudited Interim Financial Information</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Certain information and footnote disclosures normally included in the Company's annual audited financial statements and accompanying notes have been condensed or omitted in this accompanying interim consolidated financial statements and footnotes. Accordingly, the accompanying interim consolidated financial statements included herein should be read in conjunction with the audited consolidated financial statements and accompanying notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023, filed with the Securities and Exchange Commission ("SEC") on March 26, 2024 (the "2023 Annual Report").</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In the opinion of management, these unaudited interim consolidated financial statements include all adjustments and accruals, consisting only of normal, recurring adjustments that are necessary for a fair statement of the results of all interim periods reported herein. The results of the interim periods are not necessarily indicative of the results expected for the full fiscal year or any other interim period or any future year or period.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Use of Estimates </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Reclassification</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Certain prior year amounts have been reclassified for consistency with the current period presentation. These reclassifications had no effect on the reported financial position, results of operations or cash flows.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Reverse Stock Split </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">On September 6, 2023, the Company filed a certificate of amendment to its amended and restated certificate of incorporation with the Secretary of State of the State of Nevada to effect a 1-for-10 reverse stock split (the "Reverse Stock Split") of the Company's shares of common stock, par value $0.001 per share (the "common stock"). Such amendment and ratio were previously approved by the board of directors. Under Nevada Revised Statutes Section 78.207, stockholder approval of the Reverse Stock Split was not required because (i) both the number of authorized shares of the common stock and the number of issued and outstanding shares of the common stock were proportionally reduced as a result of the Reverse Stock Split; (ii) the Reverse Stock Split did not adversely affect any other class of stock of the Company; and (iii) the Company did not pay money or issue scrip to stockholders who would otherwise be entitled to receive a fractional share as a result of the Reverse Stock Split. As a result of the Reverse Stock Split, which was effective September 6, 2023, every ten shares of the Company's pre-reverse split outstanding common stock were combined and reclassified into one share of common stock. Proportionate voting rights and other rights of common stockholders were not affected by the Reverse Stock Split. Any fractional shares of common stock resulting from the Reverse Stock Split were rounded up to the nearest whole share. All stock options outstanding and common stock reserved for issuance under the Company's equity incentive plans outstanding immediately prior to the Reverse Stock Split were adjusted by dividing the number of affected shares of common stock by ten and, as applicable, multiplying the exercise price by ten. All share numbers, share prices, exercise prices and per share amounts have been adjusted, on a retroactive basis to reflect this 1-for-10 Reverse Stock Split.</p>1-for-10 reverse stock split0.001<p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Cash, Cash Equivalents and Restricted Cash</p><p

style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Cash and cash equivalents primarily consist of cash on hand and cash on deposit with banks.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Restricted cash substantially consists of cash received from gateways for merchant transactions processed, which has yet to be distributed to merchants, Independent Sales Organizations (“ISOs”) and their agents at the end of the period.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The gateways have strict policies pertaining to the scheduling of the release of funds to merchants based on several criteria that include, but are not limited to, return and chargeback history, associated risk for the specific business vertical, average transaction amount, etc. To mitigate potential credit losses associated with these risks, the gateways use these policies to determine reserve requirements and a payment in arrears strategy. While reserve and payment in arrears restrictions are in effect for a merchant payout, the Company records the reserved amounts against cash due from the gateways until the restriction is released.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Cash Due from Gateways, Net</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company generates the majority of its revenue from payment processing services provided to its merchant clients. When a merchant makes a sale, the process of receiving the payment card information, engaging the banks for transferring the proceeds to the merchant’s account via digital gateways, and recording the transaction on a blockchain ledger, are the activities for which the Company gets to collect fees. Cash due from gateways represent amounts due to the Company for transactions processed but not yet distributed by the gateways.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Payment Processing Liabilities</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company’s proprietary blockchain-based technology serves as the settlement engine for all transactions within the Company’s ecosystem. The blockchain ledger provides a robust and secure platform to log large volumes of immutable transactional records in real time. In summary, a blockchain is a distributed ledger that uses digitally encrypted keys to verify, secure and record details of each transaction conducted within an ecosystem. Unlike general blockchain-based systems, the Company uses proprietary, private ledger technology to verify every transaction conducted within the Company’s ecosystem. The verification of transaction data comes from trusted partners, all of whom have been extensively vetted by the Company. The Company facilitates all financial elements of its closed-loop ecosystem, and it acts as the administrator for all related accounts. Using the Company’s TrustGateway technology, the Company seeks authorization and settlement for each transaction from gateways to the issuing bank responsible for the credit/debit card used in the transaction. When a gateway settles the transaction, the Company’s TrustGateway technology composes a chain of blockchain instructions to the Company’s ledger manager system.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">When consumers use their credit or debit cards to pay for transactions with merchants who use our ecosystem, the transaction starts with the consumer funding their virtual wallets with an amount that is equal to the cost of the good or service they intend to purchase from the merchant. Once this occurs, the Company transfers the respective funds to the merchant’s virtual wallet, after which the merchant releases its goods or services to the consumer. These transfers take place instantaneously and seamlessly, allowing the transaction experience to seem like any other ordinary credit or debit card transaction to the consumer and merchant.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">While the Company’s blockchain ledger records transaction details instantaneously, the final cash settlement of each transaction can take days to weeks, depending upon contract terms between the Company and the gateways the Company uses, between the Company and its ISOs, and between the Company and/or its ISOs and merchants who use the Company’s services. In the case where the gateways have not yet remitted funds to the Company pertaining to transactions already processed, the Company records those amounts as cash due from gateways, net – a current asset. Concurrently, the Company records a portion of the cash due from gateways as revenue and the remaining balance, which is due to merchants and ISOs, as payment processing liabilities, net – a current liability. The balance included in payment processing liabilities, net in the consolidated balance sheets is equal to the sum of amounts due to merchants and ISOs related to the aforementioned unsettled transactions and the amounts due to merchants and ISOs on already settled transactions that these merchants and ISOs have not yet redeemed in the blockchain.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Revenue Recognition</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Revenue is recognized when control of the promised goods or services is transferred to customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company generates the majority of its revenue from payment processing services. Payment processing services revenue is typically based on a percentage of the value of each transaction processed and/or upon fixed amounts specified per each transaction or service. The Company satisfies its performance obligations and, therefore, recognizes the processing fees as revenue at a point in time, upon the authorization of a merchant sale transaction.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Research and Development Costs</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Research and development costs primarily consist of salaries and benefits for research and development personnel and outsourced contracted services, as well as associated supplies and materials. These costs are expensed as incurred.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Internal-use Software Development Costs</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Internal-use software development costs consist of the costs related to outsourced consultants who are directly associated with and who devote time to creating and enhancing internally developed software for the Company’s platforms. Internal-use software development activities generally consist of three stages: (i) the preliminary project stage, (ii) the application development stage, and (iii) the postimplementation-operation stage. In accordance with Accounting Standards Codification (“ASC”) 350-40, <i>Internal Use Software</i>, costs incurred in the preliminary and postimplementation-operation stages of software development are expensed as incurred. Costs incurred in the application development stage, including significant enhancements and upgrades, are capitalized. Capitalized internal-use software development costs are included within property and equipment, net on the unaudited condensed consolidated balance sheets, and are amortized on a straight-line basis over an estimated useful life of three years upon the software or additional features being ready for their intended use.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Accounts Receivable, Net</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Accounts receivable consist of amounts recorded in connection with the sale of payment processing terminals and related accessories. Accounts receivable are recorded at invoiced amounts, net of an allowance for credit losses, and do not bear interest. In accordance with Accounting Standards Update (“ASU”) No. 2016-13, <i>Financial Instruments </i>– <i>Credit Losses (ASC 326): Measurement of Credit Losses on Financial Instruments (</i>“<i>ASU 2016-13</i>”<i>)</i>, the Company measures its allowance for credit losses using an expected credit loss model that reflects the Company’s current estimate of expected credit losses inherent in the enterprise and the accounts receivable balance. In determining the expected credit losses, the Company considers its historical loss experience, the aging of its accounts receivable balance, current economic and business conditions, and anticipated future economic events that may impact collectability. The Company reviews its allowance for credit losses periodically and, as needed, amounts are written-off when determined to be uncollectible. As of September 30, 2024 and December 31, 2023, the allowance for credit losses was immaterial.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Prepaid Expenses and Other Current Assets</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Prepaid expenses and other current assets primarily consist of inventory and short term deposits made by our European subsidiaries with credit card companies.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Property and Equipment, Net</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Property and equipment primarily consist of computer equipment, leasehold improvements, and furniture and fixtures. Property and equipment are stated at historical cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the assets, which range from three to eight years. Leasehold improvements are amortized over the shorter of the lease term or the estimated useful life of the related asset. Expenditures for repairs and maintenance are charged to expense as incurred. For assets sold or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts, and any related gain or loss is reflected in income for the period.</p>P3YP8Y<p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Fair Value Measurements</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company applies fair value accounting for assets and liabilities that are recognized or disclosed at fair value in the consolidated financial statements on a recurring basis. Fair value is defined as the price received to sell an asset or paid to transfer a liability in the principal market for the asset or liability in an orderly transaction between market participants on the measurement date.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">ASC 820, <i>Fair Value Measurements, </i>establishes a three-level hierarchy priority for disclosure of assets and liabilities recorded at fair value. The ordering of priority reflects the degree to which objective prices in external active markets are available to measure fair value. The classification of assets and liabilities within the hierarchy is based on whether the inputs to the valuation methodology used for measurement are observable or unobservable. The Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible. The three levels in the hierarchy are as follows:</p><table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%; border-spacing: 0px;"><tr style="vertical-align: top; text-align: justify"><td style="width: 0.25in"></td><td style="width: 0.25in; text-align: left">●</td><td style="text-align: justify">Level 1 – Observable inputs, such as unadjusted quoted prices in active markets for identical assets or liabilities accessible to the reporting entity at the measurement date.</td> </tr></table><table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%; border-spacing: 0px;"><tr style="vertical-align: top; text-align: justify"> <td style="width: 0.25in"></td><td style="width: 0.25in; text-align: left">●</td><td style="text-align: justify">Level 2 – Observable inputs other than Level 1 quoted prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.</td> </tr></table><table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%; border-spacing: 0px;"><tr style="vertical-align: top; text-align: justify"> <td style="width: 0.25in"></td><td style="width: 0.25in; text-align: left">●</td><td style="text-align: justify">Level 3 – Unobservable inputs that cannot be directly corroborated by observable market data and that typically reflect management’s estimate of assumptions that market participants would use in pricing the asset or liability.</td> </tr></table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company measures its convertible note and related derivative liability at fair value. The Company classifies these liabilities as Level 3 of the fair value hierarchy, as fair values are estimated using models that use both observable (e.g., changes in market interest rates) and unobservable (e.g., changes in unobservable long-dated volatilities) inputs.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Goodwill and Intangible Assets</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Goodwill is recorded when the consideration paid for the acquisition of a business exceeds the fair value of the identifiable net tangible and intangible assets acquired. ASC 350-20, <i>Intangibles</i>—<i>Goodwill and Other</i>—<i>Goodwill,</i> requires companies to assess goodwill for impairment annually or more frequently if indicators of impairment exist. Testing goodwill for impairment is performed at the reporting unit level, using a two-step test, and requires companies to compare the fair value of a reporting unit with its carrying amount, including goodwill. Goodwill is considered impaired if the carrying value of a reporting unit exceeds its fair value. ASC 350-20 also provides for an optional qualitative assessment for testing goodwill for impairment that enables companies to skip the two-step test if it is determined that it is more likely than not (i.e., a likelihood of greater than 50%) that the fair value of a reporting unit is greater than its carrying amount.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company’s policy is to perform its annual impairment test of goodwill as of December 31 of each fiscal year or more frequently if indicators of impairment are identified. Based on the most recent impairment assessment, performed as of June 30, 2024, the Company previously recorded an impairment charge of $6.7 million or one hundred percent (100%) of the goodwill balance related to its North America operating unit. For the quarter ended September 30, 2024, no impairment indicators were identified that would warrant an updated impairment assessment and, as such, no additional adjustment to the remaining carrying value of goodwill was required.</p><p style="font: 10pt Times New Roman, Times, Serif;

margin: 0px 0; text-align: justify">Intangible assets consist of acquired customer relationships and business intellectual properties. In accordance with ASC 350-30, <i>Intangibles</i>—<i>Goodwill and Other</i>—<i>General Intangibles Other than Goodwill</i>, the Company's intangible assets are amortized over their estimated useful lives, ranging from two to five years, using the straight-line method. Intangible assets amortized under ASC 350-30 must be reviewed for impairment when indicators of impairment are present, in accordance with ASC 360-10. Based on Management's most recent impairment assessment, it was determined that the carrying value of the Company's intangible assets are recoverable as of September 30, 2024.</p>6700000P2YP5Y<p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Leases</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company leases office space under non-cancellable operating leases with various expiration dates. The Company determines whether an arrangement is a lease for accounting purposes at contract inception. Operating leases are recorded as right-of-use ("ROU") assets, which are included within noncurrent assets, and lease liabilities, which are included within current and noncurrent liabilities on our consolidated balance sheets.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Operating lease ROU assets and operating lease liabilities are recognized at the lease commencement date based on the present value of the future lease payments over the lease term. ROU assets are based on the lease liability and are increased by prepaid lease payments and decreased by lease incentives received, where applicable. The interest rate used to determine the present value of the future lease payments is the Company's incremental borrowing rate because the interest rate implicit in the Company's leases is not readily determinable. The Company's incremental borrowing rate is estimated to approximate the interest rate that the Company would pay to borrow on a collateralized basis with similar terms and payments as the lease, and in economic environments where the leased asset is located. Certain leases require the Company to pay taxes, maintenance, and other operating expenses associated with the leased asset. Such amounts are not included in the measurement of the ROU assets and lease liabilities. These lease costs are recognized as lease expenses when incurred.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company evaluates ROU assets related to leases for indicators of impairment whenever events or changes in circumstances indicate that the carrying amount of a ROU asset may not be recoverable. When a decision has been made to exit a lease prior to the contractual term or to sublease that space, the Company evaluates the asset for impairment and recognizes the associated impact to the ROU asset and related expense, if applicable. The evaluation is performed at the asset group level initially and when appropriate, at the lowest level of identifiable cash flows, which is at the individual lease level. Undiscounted cash flows expected to be generated by the related ROU assets are estimated over the ROU assets' useful lives. If the evaluation indicates that the carrying amount of the ROU assets may not be recoverable, any potential impairment is measured based upon the fair value of the related ROU asset or asset group as determined by appropriate valuation techniques.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Foreign Currency </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Assets and liabilities of our foreign subsidiaries are translated into the reporting currency using the exchange rates in effect on the consolidated balance sheet dates. Equity accounts are translated at historical rates, except for the change in retained earnings during the period, which is the result of the income statement translation process. Revenue and expense accounts are translated using the weighted average exchange rate during the period. The cumulative translation adjustments associated with the net assets of foreign subsidiaries are recorded in accumulated other comprehensive income in the accompanying interim consolidated statements of stockholders' equity.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Stock Based Compensation</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Stock-based compensation expense relates to restricted stock awards ("RSAs") and stock options granted to employees and non-employee directors under the Company's equity incentive plans, which are measured based on the grant-date fair value. The fair value of RSAs is determined by the closing price of the Company's common stock on the grant date. The fair value of stock options is estimated on the date of grant using the Black-Scholes-Merton option valuation model. Generally, stock-based compensation expense is recorded on a straight-line basis over the requisite service period. The Company accounts for forfeitures as they occur.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Income Taxes</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Income taxes are accounted for under the asset and liability method. Deferred income taxes are recognized for temporary differences between the tax basis of assets and liabilities and their reported amounts in the financial statements, net of operating loss carry forwards and credits, by applying enacted statutory tax rates applicable to future years. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is not more likely than not that some portion of or all the deferred tax assets will not be realized. Judgment is required in determining and evaluating income tax provisions and valuation allowances for deferred income tax assets. We recognize an income tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by taxing authorities, based on the technical merits of the position.</p>Current income taxes are provided for in accordance with the laws of the relevant taxing authorities.<p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Net Loss Per Share</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company's basic net loss per share is computed by dividing the net loss available to common shareholders by the weighted average number of common shares outstanding during the period without consideration of potentially dilutive securities. Diluted net loss per share is computed by dividing the net loss available to common shareholders by the weighted-average number of shares of common stock outstanding, adjusted for the dilutive effect of all potential shares of common stock. For the three and nine-month periods ended September 30, 2024 and 2023, the Company's diluted net loss per share is the same as the basic net loss per share, since there are no common stock equivalents outstanding that would have a dilutive effect.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Segment Reporting</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company determines its reportable segments based on how its Chief Operating Decision Maker ("CODM") manages the business, makes operating decisions around the allocation of resources, and evaluates operating performance. Our CODM is our Chief Executive Officer and we have identified two reportable segments: North America and International. These segments represent the components of the Company for which separate financial information is available that is utilized on a regular basis by the CODM to assess segment performance, set strategic goals, and allocate the Company's resources. The primary financial measure used by the CODM to evaluate the performance of its segments and allocate resources to them is operating income or (loss).</p>2<p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Recently Adopted Accounting Pronouncements</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In June 2016, the Financial Accounting Standards Board ("FASB") issued ASU No. 2016-13, <i>Financial Instruments</i>—<i>Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments</i>, as amended by subsequently issued ASUs 2018-19, 2019-04, 2019-05, 2019-10, 2019-11, 2020-02, 2020-03 and 2022-02 (collectively, "Topic 326"). Topic 326 requires entities to utilize a new impairment model known as the current expected credit loss ("CECL") model for certain financial assets held at the reporting date. The CECL model requires entities to estimate lifetime "expected credit loss" amounts and record them as an allowance that, when deducted from the amortized cost basis of the financial asset, presents the net amount expected to be collected on the financial asset. The CECL model is expected to result in more timely recognition of credit losses. The guidance also amends the impairment model for available for sale debt securities and requires entities to determine whether all or a portion of the unrealized loss on such debt security is a credit loss. The Company adopted the updates as of January 1, 2023, with no material impact on its consolidated financial statements.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In October 2021, the FASB issued ASU 2021-08, "<i>Business Combinations (ASC 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers</i>," which requires contract assets and contract liabilities acquired in a business combination to be recognized and measured by the acquirer on the acquisition date in accordance with ASC 606, "<i>Revenue from Contracts with Customers</i>," as if the acquirer had originated the contracts. Under current accounting standards, contract assets and contract liabilities acquired in a business combination are to be recorded at fair value using the ASC 805 measurement principle. ASU 2021-08 is effective for fiscal years and interim reporting periods within those fiscal years beginning after December 15, 2022. The adoption of ASU 2021-08, effective January 1, 2023, did not have an impact on the financial condition, results of operations, cash flows and disclosures of the Company.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In August 2020, the FASB issued ASU 2020-06, <i>Debt </i>- <i>Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging </i>- <i>Contracts in Entity</i>'<i>s Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity</i>'<i>s Own Equity (</i>"<i>ASU 2020-06</i>"<i>)</i>. ASU 2020-06 aims to simplify the accounting for convertible instruments by reducing the number of accounting models for convertible debt instruments and convertible preferred stock. ASU 2020-06 also simplifies the derivative scope exception guidance pertaining to equity classification of contracts in an entity's own equity and amends the diluted earnings per share guidance, including the requirement to use the if-converted method for all convertible instruments. Early adoption is permitted for fiscal years beginning after December 15, 2020. For SEC filers, excluding smaller reporting companies, ASU 2020-06 is effective for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. For all other entities, ASU 2020-06 is effective for fiscal years beginning after December 15, 2023, including interim periods therein. The adoption of ASU 2020-06, effective January 1, 2024, did not have an impact on the financial condition, results of operations, cash flows and disclosures of the Company.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Recently Issued Accounting Pronouncements</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In November 2023, the FASB issued ASU 2023-07, <i>Segment Reporting (Topic 280)</i>: <i>Improvements to Reportable Segment Disclosures</i>. The amended guidance requires incremental reportable segment disclosures, primarily about significant segment expenses. The amendments also require entities with a single reportable segment to provide all disclosures required by these amendments, and all existing segment disclosures. The amendments will be applied retrospectively to all prior periods presented in the financial statements and is effective for fiscal years beginning after December 15, 2023, and interim periods in fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently in the process of evaluating the impact this amended guidance may have on the footnotes to its consolidated financial statements.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In December 2023, the FASB issued ASU 2023-08, <i>Intangibles </i>- <i>Goodwill and Other </i>- <i>Crypto Assets (Subtopic 350-60)</i>: <i>Accounting for and Disclosure of Crypto Assets</i>. This amended guidance requires fair value measurement of certain crypto assets each reporting period with the changes in fair value reflected in net income. The amendments also require disclosures of the name, fair value, units held, and cost bases for each significant crypto asset held and annual reconciliations of crypto asset holdings. The new guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2024, with early adoption permitted. We are required to apply these amendments as a cumulative-effect adjustment to retained earnings as of the beginning of the fiscal year in which the guidance is adopted. The adoption of this guidance is not expected to have an impact on our consolidated financial statements, as we currently do not hold any crypto assets.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In December 2023, the FASB issued ASU 2023-09, <i>Income Taxes (Topic 740): Improvements to Income Tax Disclosures</i>. The amended guidance enhances income tax disclosures primarily related to the effective tax rate reconciliation and income taxes paid information. This guidance requires disclosure of specific categories in the effective tax rate reconciliation and further information on reconciling items meeting a quantitative threshold. In addition, the amended guidance requires disaggregating income taxes paid (net of refunds received) by federal, state, and foreign taxes. It also requires disaggregating individual jurisdictions in which income taxes paid (net of refunds received) is equal to or greater than five (5) percent of total income taxes paid (net of refunds received). The amended guidance is effective for fiscal years beginning after December 15, 2024. The guidance can be applied either prospectively or retrospectively. The Company is currently in the process of evaluating the impact this amended guidance may have on the footnotes to our consolidated financial statements.</p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">3. Acquisitions</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Logicquest Technology, Inc.</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In April 2023, the Company executed a purchase agreement for 99.4 million shares of restricted common stock of Logicquest Technology, Inc., a Nevada corporation ("Logicquest") representing ownership of 99.1% of Logicquest, 48 shares of Series C Convertible Non-Redeemable Preferred Stock of Logicquest, and 10 shares of Series D Convertible Non-Redeemable Preferred Stock of Logicquest, in exchange for an aggregate purchase price of $225,000. Logicquest was a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") quoted on the Over-the-Counter Pink Open Market under the symbol "LOGQ" and is required

to file reports and other information with the SEC pursuant to the Exchange Act. In June 2023, the Company merged the assets of Coyni, Inc., a wholly-owned subsidiary of the Company, and Logicquest, with Logicquest as the surviving entity. Subsequently, Logicquest changed its name to Coyni, Inc. (“Coyni PubCo”). In the fourth quarter of 2023, the Company amended the share purchase agreement to reflect 98 million shares of restricted common stock of Logicquest, 48 shares of Series C Convertible Non-Redeemable Preferred Stock of Logicquest, and 10 shares of Series D Convertible Non-Redeemable Preferred Stock of Logicquest, in exchange for an aggregate purchase price of $225,000. In accordance with ASC 805, this transaction was accounted for as an asset acquisition and the acquired assets are included in the consolidated financial statements of the Company as of September 30, 2024.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">As previously disclosed, the Company originally intended to transfer the Coyni platform assets, which are owned by the Company, into Coyni PubCo, and subsequently spin-off Coyni PubCo into a new publicly traded entity. However, we subsequently determined that it was in the best interest of the Company and its shareholders to retain the Coyni Platform at the Company to expand payment processing and banking-as-a-service solutions. As such, management no longer plans to pursue a spin-off of Coyni PubCo.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> <i>Merchant Payment Solutions LLC</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In November 2021, the Company executed a term sheet to acquire certain Automated Clearing House (“ACH”) business of Merchant Payment Solutions LLC (“MPS”). Upon execution of the term sheet, the Company made a refundable earnest money deposit in the amount of $725,000 toward the total purchase price. After conducting due diligence, the Company elected to terminate the term sheet on April 21, 2023. In June 2023, the Company and MPS agreed to finalize a Portfolio Purchase Agreement (“Purchase Agreement”). Pursuant to the Purchase Agreement, the Company acquired the ACH portfolio of MPS for $725,000. In accordance with ASC 805, this transaction was accounted for as an asset acquisition. </p>994000000.99148102250009800000048102250007250000<p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">4. Property and Equipment, Net</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The following table details property and equipment, less accumulated depreciation (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td> </td> <td style="padding-bottom: 1pt"> </td> <td colspan="2" style="text-align: center; border-bottom: Black 1pt solid">September 30,
 2024</td> <td style="padding-bottom: 1pt"> </td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">December 31,
 2023</td> <td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 70%; text-align: left">Computers and equipment</td> <td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td> <td style="width: 12%; text-align: right">258</td> <td style="width: 1%; text-align: left"> </td> <td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td> <td style="width: 12%; text-align: right">276</td> <td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Furniture and fixtures</td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">152</td> <td style="text-align: left"> </td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">152</td> <td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Improvements</td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">186</td> <td style="text-align: left"> </td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">171</td> <td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 1pt">Internal-use software development</td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">1,101</td> <td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">-</td> <td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Total property and equipment</td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">1,697</td> <td style="text-align: left"> </td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">599</td> <td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 1pt">Less: accumulated depreciation</td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">(397</td> <td style="padding-bottom: 1pt; text-align: left">)</td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">(293</td> <td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 2.5pt">Net property and equipment</td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td> <td style="border-bottom: Black 2.5pt double; text-align: right">1,300</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td> <td style="border-bottom: Black 2.5pt double; text-align: right">306</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Depreciation expense was $0.13 million and $0.04 million for the three-month periods ended September 30, 2024, and 2023, respectively, and $0.36 million and $0.11 million for the nine-month periods ended September 30, 2024 and 2023, respectively.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The following table details property and equipment, less accumulated depreciation (dollars in thousands): </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td> </td> <td style="padding-bottom: 1pt"> </td> <td colspan="2" style="text-align: center; border-bottom: Black 1pt solid">September 30,
 2024</td> <td style="padding-bottom: 1pt"> </td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">December 31,
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Intangible Assets, Net</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The following table details acquired intangible assets (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td style="text-indent: -0.125in; padding-left: 0.125in"> </td> <td style="padding-bottom: 1pt"> </td> <td> </td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="10" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">September 30, 2024</td> <td style="padding-bottom: 1pt; font-weight: bold"> </td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="10" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">December 31, 2023</td> <td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="text-indent: -0.125in; padding-left: 0.125in; font-weight: bold; border-bottom: Black 1pt solid">Intangible Assets</td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">Amortization
 Period</td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">Cost</td> <td style="padding-bottom: 1pt; font-weight: bold"> </td> <td style="padding-bottom: 1pt"> </td> <td colspan="2" style="text-align: center; border-bottom: Black 1pt solid"> Accumulated
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margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The estimated amortization expense related to intangible assets as of September 30, 2024 is as follows (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td style="padding-bottom: 1pt; font-weight: bold">Year</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">Amount</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; width: 85%">2024 (remainder)</td><td style="width: 1%"> </td> <td style="width: 1%; 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style="font-family: Times New Roman, Times, Serif; font-size: 10pt">The following table details acquired intangible assets (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td style="text-indent: -0.125in; padding-left: 0.125in"> </td> <td style="padding-bottom: 1pt"> </td> <td> </td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="10" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">September 30, 2024</td> <td style="padding-bottom: 1pt; font-weight: bold"> </td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="10" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">December 31, 2023</td> <td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="text-indent: -0.125in; padding-left: 0.125in; font-weight: bold; border-bottom: Black 1pt solid">Intangible Assets</td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">Amortization
 Period</td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">Cost</td> <td style="padding-bottom: 1pt; font-weight: bold"> </td> <td style="padding-bottom: 1pt"> </td> <td colspan="2" style="text-align: center; border-bottom: Black 1pt solid">Accumulated
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Accrued Liabilities</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The following table details the balance in accrued liabilities (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td> </td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">September 30,
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text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(3,906</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-indent: -0.125in; padding-left: 0.125in">Net carrying value</td><td> </td> <td style="text-align: left"> </td> <td style="text-align: right">17,101</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">15,294</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-indent: -0.125in; padding-left: 0.125in"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; text-indent: -0.125in; padding-left: 0.125in">$149,900 Economic Injury Disaster Loan (EIDL), interest rate of 3.75%, due June 1, 2050</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">142</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">146</td><td style="text-align: left"> </td> </tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 1pt; text-indent: -0.125in; padding-left: 0.125in">$500,000 EIDL, interest rate of 3.75%, due May 8, 2050</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">478</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">487</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; text-indent: -0.125in; padding-left: 0.125in">Total debt</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">17,721</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">15,927</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-indent: -0.125in; padding-left: 0.125in"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt; text-indent: -0.125in; padding-left: 0.125in">Less: current portion</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(15</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(15</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 2.5pt; text-indent: -0.125in; padding-left: 0.125in">Long-term debt, net</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">17,706</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">15,912</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Senior Convertible Note</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">On November 8, 2021, the Company sold and issued, in a registered direct offering, an 8% Senior convertible note, originally due November 3, 2023, and subsequently extended to April 5, 2026, in the aggregate original principal amount of $100 million (the “Note”). The Note had an original issue discount of sixteen percent (16%) resulting in gross proceeds of $84 million. The Note was sold pursuant to the terms of a Securities Purchase Agreement, dated November 2, 2021 (the “SPA”), between the Company and the investor in the Note (the “Investor”).</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Note was issued on November 8, 2021, pursuant to an indenture dated November 2, 2021 between us and Wilmington Savings Fund Society, FSB, as trustee (the “Base Indenture”), as supplemented by a first supplemental indenture thereto, dated November 2, 2021, relating to the Note (the “First Supplemental Indenture” and the Base Indenture as supplemented by the First Supplemental Indenture, the “First Indenture”). The terms of the Note include those provided in the First Indenture and those made part of the First Indenture by reference to the Trust Indenture Act.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>First Exchange Agreement</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">On July 25, 2023, the Company entered into an Exchange Agreement (the “First Exchange Agreement”) under which the Company and the Investor agreed to exchange (the “Series A Exchanges”), in two separate exchanges, an aggregate of $22.703 million of the outstanding principal and interest under the Note for 15,000 shares of a newly authorized series of preferred stock of the Company designated as Series A Preferred Convertible Stock (the “Series A Preferred Stock”), the terms of which are set forth in a Certificate of Designations of Rights and Preferences of Series A Convertible Preferred Stock of RYVYL Inc. (the “Series A Certificate of Designations”), which the Company filed with the Nevada Secretary of State prior to the initial issuance of the Series A Preferred Stock. The Series A Preferred Stock is further described in Note 10, <i>Convertible Preferred Stock</i>. As part of the First Exchange Agreement, the Company also agreed to allow for the conversion of up to an additional $9.0 million of principal (together with any accrued and unpaid interest thereon) of the Note at a conversion price equal to 97.5% of the lower of (x) the then in effect conversion price and (y) the lowest volume weighted average price of the Company's common stock during the five trading days immediately prior to such conversion; and the Investor agreed to waive any interest that would otherwise accrue on the Note during the period commencing on April 1, 2023 through, and including, December 31, 2023.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">On July 31, 2023, pursuant to the terms of the First Exchange Agreement, the Company closed the initial exchange (the “Initial Series A Exchange”) and issued 6,000 shares of Series A Preferred Stock in exchange for $4.3 million of the outstanding principal balance of the Note and $1.7 million of accrued interest. Additionally, upon satisfaction of all applicable closing conditions, including, without limitation, the Company having obtained any stockholder approval required for the consummation of the transactions and the issuance of the common stock issuable upon the conversion of all of the shares of Series A Preferred Stock (unless waived by the applicable other party), in the final exchange (the “Final Series A Exchange”), the parties agreed to exchange the remaining $16.7 million of outstanding principal balance subject to the Series A Exchanges for 9,000 shares of Series A Preferred Stock on a date mutually agreed to by the Company and the Investor. The Company determined that the parties' obligation to exchange the remaining $16.7 million of outstanding principal balances subject to the Series A Exchanges for 9,000 shares of Series A Preferred Stock in the Final Series A Exchange represents an embedded conversion feature that does not require bifurcation and separate valuation because it would not meet the definition of a derivative, if freestanding, under ASC 815, <i>Derivatives and Hedging (</i>“<i>ASC 815</i>”<i>)</i>, as net settlement could not be achieved.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company analyzed the changes made to the Note under the First Exchange Agreement under ASC 470-50 to determine if extinguishment accounting was applicable. Under ASC 470-50-40-10, a modification or an exchange that adds or eliminates a substantive conversion option as of the conversion date is always considered substantial and requires extinguishment accounting. Since the First Exchange Agreement added a substantive conversion option, the Company determined that extinguishment accounting was applicable. In accordance with the extinguishment accounting guidance, the Company recorded a loss on extinguishment of $1.3 million which represents the difference between (a) the fair value of the modified Note and the 6,000 shares of Series A Preferred Stock issued in the Initial Series A Exchange and (b) the carrying amount of the Note and the fair value of the bifurcated embedded derivative immediately prior to giving effect to the First Exchange Agreement.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Second Exchange Agreement</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Under the terms of the First Exchange Agreement, a final closing was to be held upon which the Investor was to exchange an additional $16.703 million of principal of the Note into 9,000 shares of Series A Preferred Stock (the “Unissued Series A Preferred Stock”) which shares of Unissued Series A Preferred Stock were convertible into shares of common stock, in accordance with the terms of the Series A Certificate of Designations.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">On November 27, 2023, the Company entered into an Exchange Agreement (the “Second Exchange Agreement”) with the Investor under which the Company and the Investor agreed to exchange (the “Series B Exchange”), (i) all of the existing shares of Series A Preferred Stock issued to the Investor in the Initial Series A Exchange, (ii) the right to exchange the shares of Unissued Series A Preferred Stock for an additional $16.703 million of principal of the Note, and (iii) $60.303 million of the outstanding principal under the Note for 55,000 shares of a newly authorized series of preferred stock of the Company designated as Series B Preferred Convertible Stock (the “Series B Preferred Stock,” and collectively with the Series A Preferred Stock, the “Preferred Stock”), the terms of which are set forth in a Certificate of Designations of Rights and Preferences of Series B Convertible Preferred Stock of RYVYL Inc. (the “Series B Certificate of Designations”), which the Company filed with the Nevada Secretary of State prior to the initial issuance of any shares of Series B Preferred Stock. The Series B Preferred Stock is further described in Note 10, <i>Convertible Preferred Stock</i>. As additional consideration for the Series B Exchange, the Company has also agreed to make a cash payment to the Investor in the amount of $3.0 million. As part of the Second Exchange Agreement, the Investor also agreed to forbear from requiring the repayment of the Note (to the extent such repayment obligation arises solely as a result of the occurrence of the maturity date and not with respect to any event of default or redemption rights in the Note or pursuant to the Indenture (as such term is defined in the Second Exchange Agreement)) during the period commencing on November 5, 2024 through, and including, April 5, 2025; and to extend the waiver of payment of interest under the Note through July 1, 2024.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><span

style="font-family: Times New Roman, Times, Serif; font-size: 10pt">The Company analyzed the changes made to the Note under the Second Exchange Agreement under ASC 470-50 to determine if extinguishment accounting was applicable. Under ASC 470-50-40-10, a modification or an exchange that adds or eliminates a substantive conversion option as of the conversion date is always considered substantial and requires extinguishment accounting. Since the Second Exchange Agreement eliminated a substantive conversion option (the parties’ obligation to exchange the remaining $16.7 million of outstanding principal balances subject to the Series A Exchanges for 9,000 shares of Series A Preferred Stock in the Final Series A Exchange), the Company determined that extinguishment accounting was applicable. In accordance with the extinguishment accounting guidance, the Company recorded a loss on extinguishment of $22.5 million which represents the difference between (a) the fair value of the modified Note, the fair value of the 55,000 shares of Series B Preferred Stock issued in the Series B Exchange, and the $3.0 million cash payment made to the Investor, and (b) the carrying amount of the Note, the fair value of the bifurcated embedded derivative immediately prior to giving effect to the Second Exchange Agreement, and the fair value of the existing shares of Series A Preferred Stock issued to the Investor in the Initial Series A Exchange forfeited to the Company by the Investor.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">On November 29, 2023, the Company closed the Series B Exchange, pursuant to which the Company issued to the Investor 55,000 shares of Series B Convertible Preferred Stock and paid the Investor a cash payment in the amount of $3.0 million, in exchange for 6,000 shares of Series A Convertible Preferred Stock previously issued to the Investor, the right to exchange the shares of Unissued Series A Preferred Stock for an additional $16.7 million of principal of the Note, and the reduction of principal of the Note in the aggregate amount of $60.3 million.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Forbearance Agreement</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">On May 17, 2024, the Company entered into a Forbearance Agreement (the “Forbearance Agreement”) with the Investor pursuant to which the Investor, in consideration for the Company’s cash payment in the amount of $80,000 as an advance payment of a portion of the next interest payment, in the estimated amount of $380,000, due and payable under the Note on October 1, 2024, agreed to further forbear from requiring the repayment of the Note (to the extent such repayment obligation arises solely as a result of the occurrence of the maturity date and not with respect to any event of default or redemption rights in the Note or pursuant to the Indenture) during the period commencing on April 5, 2025 through, and including, April 5, 2026. The Company analyzed the changes made to the Note under the Forbearance Agreement under ASC 470-60 to determine if the transaction qualified as a troubled debt restructuring. For a debt restructuring to be considered troubled, the debtor must be experiencing financial difficulties and the creditor must have granted a concession. The Company considered the indicators of financial difficulties provided in ASC 470-60 and determined that one or more indicators were present at the time the Forbearance Agreement was entered into, such as the existence of substantial doubt about the Company’s ability to continue as a going concern. Furthermore, the Company determined that the effective borrowing rate on the Note decreased as a result of the changes made to the Note under the Forbearance Agreement and, as such, the Investor granted a concession on the debt. As a result, the changes made to the Note under the Forbearance Agreement were accounted for as a troubled debt restructuring. However, no restructuring gain or corresponding adjustment to the carrying amount of the Note was recorded because the net carrying amount of the Note at the time the Forbearance Agreement was entered into was less than the total undiscounted future principal and interest payments of the restructured Note. The $80,000 cash payment made to the Investor in connection with the Forbearance Agreement was treated as a lender fee and expensed as incurred under the troubled debt restructuring model.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">During the year ended December 31, 2022, the Investor converted $8.55 million of the outstanding principal balance into 598,695 shares of the Company’s common stock at a weighted average conversion price of $1.43. In addition, the Company paid the Investor $6.9 million in January 2022 in exchange for cancellation of $6.0 million of the outstanding principal balance. During the year ended December 31, 2023, the Investor converted $1.65 million of the outstanding principal balance into 606,187 shares of the Company’s common stock at a weighted average conversion price of $1.18. There were no conversions of outstanding principal into shares of the Company’s common stock during the three months ended September 30, 2024.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Ranking</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Note is the senior unsecured obligation of the Company and not the financial obligation of our subsidiaries. Until such date as the principal amount of the Note is $5 million or less, all payments due under the Note will be senior to all other indebtedness of the Company and/or any of its subsidiaries.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Maturity Date</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Under its original terms, unless earlier converted, or redeemed, the Note was to mature on November 3, 2023, the second anniversary of the issuance date, which we refer to herein as the “Maturity Date,” subject to the right of the Investor to extend the date:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%; border-spacing: 0px;"><tr style="vertical-align: top; text-align: justify"> <td style="width: 0.25in"></td><td style="width: 0.25in; text-align: left">(i)</td><td style="text-align: justify">if an event of default under the Note has occurred and is continuing (or any event shall have occurred and be continuing that with the passage of time and the failure to cure would result in an event of default under the Note) and</td> </tr></table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"></p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%; border-spacing: 0px;"><tr style="vertical-align: top; text-align: justify"> <td style="width: 0.25in"></td><td style="width: 0.25in; text-align: left">(ii)</td><td style="text-align: justify">for a period of 20 business days after the consummation of a fundamental transaction if certain events occur.</td> </tr></table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">We are required to pay, on the Maturity Date, all outstanding principal, accrued and unpaid interest and accrued and unpaid late charges on such principal and interest, if any.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">As part of the Restructuring Agreement entered into with the Investor on August 16, 2022 (the “Restructuring Agreement”), the Company obtained a forbearance of the Maturity Date from November 5, 2023 to November 5, 2024. As part of the Second Exchange Agreement entered into with the Investor on November 27, 2023, the Company obtained a further forbearance of the Maturity Date from November 5, 2024 to April 5, 2025. As part of the Forbearance Agreement entered into with the Investor on May 17, 2024, the Company obtained a further forbearance of the Maturity Date from April 5, 2025 to April 5, 2026.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Interest</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Note bears interest at the rate of 8% per annum which (a) shall commence accruing on the date of issuance, (b) shall be computed on the basis of a 360-day year and twelve 30-day months and (c) shall be payable in cash quarterly in arrears on the first trading day of each calendar quarter or otherwise in accordance with the terms of the Note. If the holder elects to convert or redeem all or any portion of the Note prior to the Maturity Date, all accrued and unpaid interest on the amount being converted or redeemed will also be payable. If we elect to redeem all or any portion of the Note prior to the Maturity Date, all accrued and unpaid interest on the amount being redeemed will also be payable. The interest rate of the Note will automatically increase to 15% per annum upon the occurrence and continuance of an event of default (See “<i>Events of Default</i>” below).</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Subject to the satisfaction of certain equity conditions, the terms of the Restructuring Agreement require the holder to voluntarily convert certain interest payments when due under the Note at 95% of the lower of (i) the then in effect conversion price and (ii) the lowest volume weighted average price of our common stock during the five trading days immediately prior to such conversion.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">As part of the First Exchange Agreement, the Investor agreed to waive any interest that would otherwise accrue on the Note during the period commencing on April 1, 2023 through, and including, December 31, 2023. As part of the Second Exchange Agreement, the Investor agreed to extend the waiver of payment of interest under the Note through July 1, 2024.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Late Charges</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company is required to pay a late charge of 15% on any amount of principal or other amounts that are not paid when due.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Conversion</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Fixed Conversions at Option of Holder</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The holder of the Note may convert all, or any part, of the outstanding principal and interest of the Note, at any time at such holder’s option, into shares of our common stock at an initial fixed conversion price, which is subject to:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%; border-spacing: 0px;"><tr style="vertical-align: top; text-align: justify"> <td style="width: 0.25in"></td><td style="width: 0.25in; text-align: left">●</td><td style="text-align: justify">proportional adjustment upon the occurrence of any stock split, stock dividend, stock combination and/or similar transactions; and</td> </tr> </table> <p style="margin-top: 0; margin-bottom: 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"></p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%; border-spacing: 0px;"><tr style="vertical-align: top; text-align: justify"> <td style="width: 0.25in"></td><td style="width: 0.25in; text-align: left">●</td><td style="text-align: justify">full-ratchet adjustment in connection with a subsequent offering at a per share price less than the fixed conversion price then in effect.</td> </tr></table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Pursuant to the original terms of the Note, since during the fiscal quarter ending March 31, 2022, the Company (i) failed to process at least $750 million in transaction volume or (ii) had revenue that was less than $12 million, the Note’s fixed conversion price then in effect exceeded the greater of (x) the Note’s $1.67 floor and (y) 140% of the market price as of April 1, 2022 (the “Adjustment Measuring Price”), on April 1, 2022, the fixed conversion price automatically adjusted to the Adjustment Measuring Price.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">As part of the Restructuring Agreement, the

Company agreed to allow for the conversion of up to $4.5 million of principal (together with any accrued and unpaid interest thereon) of the Note at a conversion price equal to the lesser of (i) $2.40 and (ii) 97.5% of the lower of (x) the then in effect conversion price and (y) the lowest volume weighted average price of our common stock during the five trading days immediately prior to such conversion.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">As part of the First Exchange Agreement, the Company agreed to allow for the conversion of up to an additional $9.0 million of principal (together with any accrued and unpaid interest thereon) of the Note at a conversion price equal to 97.5% of the lower of (x) the then in effect conversion price and (y) the lowest volume weighted average price of our common stock during the five trading days immediately prior to such conversion.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>1-Year Alternate Optional Conversion</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">At any time following the first anniversary of the issuance date of the Note, but only if the closing bid price of our common stock on the immediately prior trading day is less than $6.50, the holder of the Note shall have the option to convert, at such holder's option, pro rata, up to $30 million of the principal amount of the Note (in $250,000 increments) at the "alternate optional conversion price," which is equal to the lower of (i) the then in effect conversion price and (ii) the greater of (x).the Note's $1.67 floor price or (y) 98% of the market price on the conversion date.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Alternate Event of Default Optional Conversion</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">If an event of default has occurred under the Note, the holder may alternatively elect to convert the Note (subject to an additional 15% redemption premium) at the "alternate event of default conversion price" equal to the lesser of:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%; border-spacing: 0px;"><tr style="vertical-align: top; text-align: justify"> <td style="width: 0.25in"> </td><td style="width: 0.25in; text-align: left">●</td><td style="text-align: justify"> the fixed conversion price then in effect; and</td> </tr></table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">the greater of: </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%; border-spacing: 0px;"><tr style="vertical-align: top; text-align: justify"> <td style="width: 0.25in"></td><td style="width: 0.25in; text-align: left">●</td><td style="text-align: justify">the floor price; and</td> </tr> </table> <p style="margin-top: 0; margin-bottom: 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"></p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%; border-spacing: 0px;"><tr style="vertical-align: top; text-align: justify"> <td style="width: 0.25in"></td><td style="width: 0.25in; text-align: left">●</td><td style="text-align: justify">80% of the lowest volume weighted average price of our common stock during the five trading days immediately prior to such conversion.</td> </tr></table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Beneficial Ownership Limitation</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Note may not be converted, and shares of common stock may not be issued under the Note if, after giving effect to the conversion or issuance, the applicable holder of the Note (together with its affiliates, if any) would beneficially own in excess of 4.99% of the Company's outstanding shares of common stock, which is referred to herein as the "Note Blocker". The Note Blocker may be raised or lowered to any other percentage not in excess of 9.99% at the option of the applicable holder of the Note, except that any raise will only be effective upon 61 days' prior notice to us.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Change of Control Redemption Right</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">In connection with a change of control of the Company, the holder may require us to redeem in cash all, or any portion, of the Notes at a 15% redemption premium to the greater of the face value, the equity value of our Common Stock underlying the Note, and the equity value of the change of control consideration payable to the holder of our Common Stock underlying the Note.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The equity value of our Common Stock underlying the Note is calculated using the greatest closing sale price of our Common Stock during the period immediately preceding the consummation or the public announcement of the change of control and ending the date the holder gives notice of such redemption.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The equity value of the change of control consideration payable to the holder of our common stock underlying the Note is calculated using the aggregate cash consideration and aggregate cash value of any non-cash consideration per share of our common stock to be paid to the holders of our common stock upon the change of control.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Events of Default</i> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Under the terms of the First Supplemental Indenture, the events of default contained in the Base Indenture shall not apply to the Note. Rather, the Note contains standard and customary events of default including but not limited to: (i) the suspension from trading or the failure to list the Company's common stock within certain time periods; (ii) failure to make payments when due under the Notes; and (iii) bankruptcy or insolvency of the Company.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">If an event of default occurs, the holder may require us to redeem all or any portion of the Note (including all accrued and unpaid interest and late charges thereon), in cash, at a 15% redemption premium to the greater of the face value and the equity value of the Company's common stock underlying the Note.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The equity value of the Company's common stock underlying the Note is calculated using the greatest closing sale price of the Company's common stock on any trading day immediately preceding such event of default and the date the Company makes the entire payment required.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Company Optional Redemption Rights</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">At any time no event of default exists, the Company may redeem all, but not less than all, of the Note outstanding in cash all, or any portion, of the Note at a 5% redemption premium to the greater of the face value and the equity value of the Company's common stock underlying the Note.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The equity value of the Company's common stock underlying the Note is calculated using the greatest closing sale price of the Company's common stock on any trading day during the period commencing on the date immediately preceding such date the Company notifies the applicable holder of such redemption election and the date the Company makes the entire payment required.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The following is a rollforward of the senior convertible note balance (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Balance, December 31, 2020</td> <td> </td> <td style="text-align: left">$</td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="width: 85%; text-align: left">Convertible debentures issued</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 12%; text-align: right">100,000</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Derivative liability</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(21,580</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Original issue discount of 16%</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> (16,000</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Placement fees and issuance costs</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(7,200</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 1pt">Accretion and write-off of debt discount</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">3,435</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Balance, net of unamortized debt discount of $41,345 - December 31, 2021</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">58,655</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Repayments and conversion</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(14,550</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Accretion and write-off of debt discount</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">16,996</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td>Balance, net of unamortized debt discount of $24,349 - December 31, 2022</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">61,101</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Repayments and conversion</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(66,250</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 1pt">Accretion and write-off of debt discount</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">20,443</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Balance, net of unamortized debt discount of $3,906 - December 31, 2023</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">15,294</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td>Conversion</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(200</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Accretion and write-off of debt discount</td><td style="padding-bottom: 1pt"> </td><td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">2,007</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="padding-bottom: 2.5pt">Balance, net of unamortized debt discount of $1,899 – September 30, 2024</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">17,101</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><span

style="font-family: Times New Roman, Times, Serif; font-size: 10pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> The Company recorded debt discount accretion expense of $0.3 million and $4.2 million for the three months ended September 30, 2024 and 2023, respectively and $2.0 million and $9.6 million for the nine months ended September 30, 2024 and 2023, respectively. </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company incurred other interest expense of $0.3 million and $0.04 million for the three months ended September 30, 2024 and 2023, respectively and $0.32 million and $3.5 million for the nine months ended September 30, 2024 and 2023, respectively.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Derivative Liability</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The senior convertible note contains embedded derivatives representing certain conversion features, redemption rights, and contingent payments upon the occurrence of certain events of default. The Company determined that these embedded derivatives required bifurcation and separate valuation.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company utilizes a binomial lattice model to value its bifurcated derivatives included in the note. ASC 815 does not permit an issuer to account separately for individual derivative terms and features embedded in hybrid financial instruments that require bifurcation and liability classification as derivative financial instruments. Rather, such terms and features must be combined and fair-valued as a single compound embedded derivative. The Company selected a binomial lattice model to value the compound embedded derivative because it believes this technique is reflective of all significant assumptions that market participants would likely consider in negotiating the transfer of the note. Such assumptions include, among other inputs, stock price volatility, risk-free rates, credit risk assumptions, early redemption and conversion assumptions, and the potential for future adjustment of the conversion price due to triggering events. Additionally, there are other embedded features of the note requiring bifurcation, other than the conversion features, which had no value at September 30, 2024 and December 31, 2023, due to management's estimates of the likelihood of certain events, but that may have value in the future should those estimates change.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The following is a rollforward of the derivative liability balance (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 85%">Balance, December 31, 2021</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 12%; text-align: right">18,735</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 1pt">Change in fair value 2022</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(18,480</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Balance, December 31, 2022</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">255</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Increase in derivative liability upon extinguishment of debt</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">6,312</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Change in fair value 2023</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(6,548</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td>Balance, December 31, 2023</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">19</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Change in fair value 2024</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(14</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="padding-bottom: 2.5pt">Balance, September 30, 2024</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">5</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Small Business Association CARES Act Loans</i> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">On June 9, 2020, the Company entered into a 30-year loan agreement with the Small Business Association ("SBA") under the CARES Act in the amount of $149,900. The loan bears interest at 3.75% per annum and requires monthly principal and interest payments of $731 beginning June 9, 2021. Both the Chief Executive Officer and Chairman of the Company signed personal guarantees under this loan. As of September 30, 2024, the loan is not in default.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">On May 8, 2020, Charge Savvy, a wholly-owned subsidiary of the Company, entered into a 27-year loan agreement with the SBA under its Economic Injury Disaster Loan ("EIDL") assistance program in the amount of $150,000. The loan bears interest at 3.75% per annum and required principal and interest payments of $731 beginning on May 8, 2021, which were subsequently deferred to November 8, 2022. On August 4, 2021, Charge Savvy was granted a loan increase in the amount of $350,000 on identical terms as the initial loan, for an aggregate loan amount of $500,000. Monthly principal and interest payments on the aggregate loan are $2,477 and began on November 8, 2022. Pursuant to the terms of Security Agreements executed in connection with this loan, the SBA was granted a security interest in all tangible and intangible personal property of Charge Savvy. As of September 30, 2024, the loan is not in default.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The following table summarizes the Company's debt (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">September 30,
 2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">December 31,
 2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 70%; text-align: left; text-indent: -0.125in; padding-left: 0.125in">$100,000,000 8% senior convertible note, due April 5, 2026</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 12%; text-align: right">19,000</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 12%; text-align: right">19,200</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 1pt; text-indent: -0.125in; padding-left: 0.125in">Less: Unamortized debt discount</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(1,899</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(3,906</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-indent: -0.125in; padding-left: 0.125in">Net carrying value</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">17,101</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">15,294</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-indent: -0.125in; padding-left: 0.125in"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; text-indent: -0.125in; padding-left: 0.125in">$149,900 Economic Injury Disaster Loan (EIDL), interest rate of 3.75%, due June 1, 2050</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">142</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">146</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 1pt; text-indent: -0.125in; padding-left: 0.125in">$500,000 EIDL, interest rate of 3.75%, due May 8, 2050</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">478</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">487</td><td style="padding-bottom: 1pt; text-align: left"> </td> </tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; text-indent: -0.125in; padding-left: 0.125in">Total debt</td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right">17,721</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">15,927</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-indent: -0.125in; padding-left: 0.125in"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt; text-indent: -0.125in; padding-left: 0.125in">Less: current portion</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(15</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(15</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 2.5pt; text-indent: -0.125in; padding-left: 0.125in">Long-term debt, net</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">17,706</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">15,912</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>1000000000.082026-04-0519000000192000001899000390600017101000152940001499000.03752050-06-0114200014600050000000.03752050-05-0847800048700017721000159270001500015000177060001591200002026-04-051000000000.1684000000227030001500As part of the First Exchange Agreement, the Company also agreed to allow for the conversion of up to an additional $9.0 million of principal (together with any accrued and unpaid interest thereon) of the Note at a conversion price equal to 97.5% of the lower of (x) the then in effect conversion price and (y) the lowest volume weighted average price of the Company's common stock during the five trading days immediately prior to such conversion; and the Investor agreed to waive any interest that would otherwise accrue on the Note during the period commencing on April 1, 2023 through, and including, December 31, 2023.600043000001700000upon satisfaction of all applicable closing conditions, including, without limitation, the Company having obtained any stockholder approval required for the consummation of the transactions and the issuance of the common stock issuable upon the conversion of all of the shares of Series A Preferred Stock (unless waived by the applicable other party), in the final exchange (the "Final Series A Exchange"), the parties agreed to exchange the remaining $16.7 million of outstanding principal balance subject to the Series A Exchanges for 9,000 shares of Series A Preferred Stock on a date mutually agreed to by the Company and the Investor.16700000900013000001670300090016.70360.30355000300000090002250000030000005500030000000600016700000603000008000038000080000855000059869 51. Note is the senior unsecured obligation of the Company and not the financial obligation of our subsidiaries. Until such date as the principal amount of the Note is $5 million or less, all payments due under the Note will be senior to all other indebtedness of the Company and/or any of its subsidiaries.0.08Subject to the satisfaction of certain equity conditions, the terms of the Restructuring Agreement require the holder to voluntarily convert certain interest payments when due under the Note at 95% of the lower of (i) the then in effect conversion price and (ii) the lowest volume weighted average price of our common stock during the five trading days immediately prior to such conversion.0.15the Company (i) failed to process at least $750 million in transaction volume or (ii) had revenue that was less than $12 million, the Note's fixed conversion price then in effect exceeded the greater of (x) the Note's $1.67 floor and (y) 140% of the market price as of April 1, 2022 (the "Adjustment Measuring Price"), on April 1, 2022, the fixed conversion price automatically adjusted to the Adjustment Measuring Price.the Company agreed to allow for the conversion of up to $4.5 million of principal (together with any accrued and unpaid interest thereon) of the Note at a conversion price equal to the lesser of (i) $2.40 and (ii) 97.5% of the lower of (x) the then in effect conversion price and (y) the lowest volume weighted average price of our common stock during the five trading days immediately prior to such conversion.the Company agreed to allow for the conversion of up to an additional $9.0 million of principal (together with any accrued and unpaid interest thereon) of the Note at a conversion price equal to 97.5% of the lower of (x) the then in effect conversion price and (y) the lowest volume weighted average price of our common stock during the five trading days immediately prior to such conversion.At any time following the first anniversary of the issuance date of the Note, but only if the closing bid price of our common stock on the immediately prior trading day is less than $6.50, the holder of the Note shall have the option to convert, at such holder's option, pro rata, up to $30 million of the principal amount of the Note (in $250,000 increments) at the "alternate optional conversion price," which is equal to the lower of (i) the then in effect conversion price and (ii) the greater of (x).the Note's $1.67 floor price or (y) 98% of the market price on the conversion date.300000001.670,980.15The Note may not be converted, and shares of common stock may not be issued under the Note if, after giving effect to the conversion or issuance, the applicable holder of the Note (together with its affiliates, if any) would beneficially own in excess of 4.99% of the Company's outstanding shares of common stock, which is referred to herein as the "Note Blocker". The Note Blocker may be raised or lowered to any other percentage not in excess of 9.99% at the option of the applicable holder of the Note, except that any raise will only be effective upon 61 days' prior notice to us.At any time no event of default exists, the Company may redeem all, but not less than all, of the Note outstanding in cash all, or any portion, of the Note at a 5% redemption premium to the greater of the face value and the equity value of the Company's common stock underlying the Note

<p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The following is a rollforward of the senior convertible note balance (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Balance, December 31, 2020</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="width: 85%; text-align: left">Convertible debentures issued</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 12%; text-align: right">100,000</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Derivative liability</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(21,580</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Original issue discount of 16%</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(16,000</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Placement fees and issuance costs</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(7,200</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 1pt">Accretion and write-off of debt discount</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">3,435</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Balance, net of unamortized debt discount of $41,345 - December 31, 2021</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">58,655</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Repayments and conversion</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(14,550</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Accretion and write-off of debt discount</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">16,996</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td>Balance, net of unamortized debt discount of $24,349 - December 31, 2022</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">61,101</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Repayments and conversion</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(66,250</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 1pt">Accretion and write-off of debt discount</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">20,443</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Balance, net of unamortized debt discount of $3,906 - December 31, 2023</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">15,294</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td>Conversion</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(200</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Accretion and write-off of debt discount</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">2,007</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="padding-bottom: 2.5pt">Balance, net of unamortized debt discount of $1,899 - September 30, 2024</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">17,101</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>0100000000-215800000.16-1600000072000003435000041345000586550001455000016996000243490000611010006625000024430000390600015294000200000020070001899000171010003000000420000002<p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The following is a rollforward of the derivative liability balance (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 85%">Balance, December 31, 2021</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 12%; text-align: right">18,735</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 1pt">Change in fair value 2022</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(18,480</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Balance, December 31, 2022</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">255</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Increase in derivative liability upon extinguishment of debt</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">6,312</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Change in fair value 2023</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(6,548</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td>Balance, December 31, 2023</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">19</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Change in fair value 2024</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; 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Convertible Preferred Stock </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">On July 31, 2023, the Company issued 6,000 shares of Series A Preferred Stock in exchange for $4.3 million of the outstanding principal balance of the 8% senior convertible note, currently due April 5, 2026 and $1.7 million of accrued interest pursuant to the First Exchange Agreement entered into with the investor in the senior convertible note on July 25, 2023. On November 29, 2023, the existing shares of Series A Preferred Stock issued to the investor were forfeited to the Company by the investor and the Company issued 55,000 shares of Series B Preferred Stock, along with a cash payment of $3.0 million, in exchange for $60.3 million of the outstanding principal balance of the senior convertible note pursuant to the Second Exchange Agreement entered into with the investor on November 27, 2023. See Note 9, <i>Long-Term Debt</i>, for further information. The Series A Preferred Stock had a stated value of $1,000 per share and a fair value of approximately $1,111 per share at issuance, as determined by a valuation performed by third-party experts. The Series B Preferred Stock has a stated value of $1,000 per share and a fair value of approximately $1,339 per share at issuance, as determined by a valuation performed by third-party experts.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Preferred Stock consisted of the following (dollars in thousands): </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td> </td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="18" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">September 30, 2024</td> <td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="text-align: center"> </td> <td style="text-align: center; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">Preferred
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Such dividends are not cumulative. No such dividends have been declared to date.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Liquidation </i>- In the event of the voluntary or involuntary liquidation, dissolution or winding up of the Company, the holders of Series B Preferred Stock shall be entitled to receive in cash out of the assets of the Company, prior and in preference to any distribution of the proceeds of such liquidation event to the holders of Series A Preferred Stock or common stock, an amount per share of Series B Preferred Stock equal to the greater of (A) 115% of the stated value of such share of Series B Preferred Stock plus all declared and unpaid dividends on such share of Series B Preferred Stock and (B) the amount per share such holder would receive if it converted such share of Series B Preferred Stock into common stock (at the Series B Alternate Conversion Price, as defined below, then in effect) immediately prior to the date of such payment. If at any time, there is more than one holder of the Series B Preferred Stock, and the proceeds thus distributed among the holders of the Series B Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire proceeds legally available for distribution shall be distributed ratably among the holders in proportion to the full preferential amount that each such holder is otherwise entitled to receive.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> <i>Redemption </i>- Upon a change of control of the Company (as defined in the Company's “Series B Certificate of Designations”), the holders of Series B Preferred Stock may require the Company to exchange their shares of Series B Preferred Stock for consideration, in the form of the securities or other assets to which holders of shares of common stock are entitled to receive with respect to or in exchange for their shares of common stock in such change of control, equal to the greatest of (i) 115% of the stated value of such share of Series B Preferred Stock plus all declared and unpaid dividends on such share of Series B Preferred Stock, (ii) 115% of the greatest closing sale price of the number of shares of common stock into which such share of Series B Preferred Stock could be converted (at the Series B Alternate Conversion Price, as defined below, then in effect) during the period beginning on the date immediately preceding the earlier to occur of (a) the consummation of the applicable change of control and (b) the public announcement of such change of control and ending on the date such holder delivers notice to the Company of its election, and (iii) the aggregate cash consideration and the aggregate cash value of any non-cash consideration per share of common stock that would be paid to the holder upon consummation of such change of control if it converted all of its shares of Series B Preferred Stock into common stock at the conversion price then in effect.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt"><i>Conversion </i>- Each share of Series B Preferred Stock is convertible, at the option of the holder, at any time after the date of issuance of such share, into shares of common stock either (i) at the fixed conversion price then in effect, which initially is $3.11 (subject to standard antidilution adjustments and adjustments as a result of subsequent issuances of securities where the effective price of the common stock is less than the then current fixed conversion price) or (ii) at the Series B Alternate Conversion Price, as defined below. The Series B Certificate of Designations also provides that in the event of certain “Triggering Events,” any holder may, at any time, convert any or all of such holder's Series B Preferred Stock at a conversion rate equal to the product of (i) the Series B Alternate Conversion Price and (ii) 115% of the stated value of the Series B Preferred Stock subject to such conversion. “Triggering Events” include, among others, (i) a failure to timely deliver shares of common stock, upon a conversion, (ii) a suspension of trading on the principal trading market or the failure to be traded or listed on the principal market for five days or more, (iii) the failure to pay any dividend to the holders of Series B Preferred Stock when required, (iv) the failure to remove restrictive legends when required, (v) the Company's default in payment of indebtedness in an aggregate amount of $2 million or more, (vi) proceedings for a bankruptcy, insolvency, reorganization or liquidation, which are not dismissed with 30 days, (vii) commencement of a voluntary bankruptcy proceeding, and (viii) final judgments against the Company for the payment of money in excess of $2.0 million. The “Series B Alternate Conversion Price” means the lower of (i) the applicable conversion price then in effect and (ii) the greater of (x) $0.62 and (y) 97.5% of the lowest volume weighted average price of the common stock during the five consecutive trading day period ending and including the trading day immediately preceding the delivery of the applicable conversion notice.</p>600043000000.081700000550003000000603000001000111110001339<p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Preferred Stock consisted of the following (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td> </td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="18" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">September 30, 2024</td> <td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="text-align: center"> </td> <td style="text-align: center; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">Preferred
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 Shares
 Issued and
 Outstanding </td> <td style="text-align: center; padding-bottom: 1pt"> </td> <td style="text-align: center; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">Carrying
 Value </td> <td style="text-align: center; padding-bottom: 1pt"> </td> <td style="text-align: center; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">Liquidation
 Preference</td> <td style="text-align: center; padding-bottom: 1pt"> </td> <td style="text-align: center; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">Common Stock
 Issuable Upon
 Conversion</td> <td style="text-align: center; padding-bottom: 1pt"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 40%; text-align: left">Series A</td> <td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td> <td style="width: 9%; text-align: right">15,000</td> <td style="width: 1%; text-align: left"> </td> <td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td> <td style="width: 9%; text-align: right">-</td> <td style="width: 1%; text-align: left"> </td> <td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td> <td style="width: 9%; text-align: right">-</td> <td style="width: 1%; text-align: left"> </td> <td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td> <td style="width: 9%; text-align: right">-</td> <td style="width: 1%; text-align: left"> </td> <td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td> <td style="width: 9%; text-align: right">-</td> <td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left; padding-bottom: 1pt">Series B</td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">55,000</td> <td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">53,950</td> <td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">72,226</td> <td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">62,043</td> <td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">17,347,267</td> <td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 2.5pt">Total Preferred Stock</td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td> <td style="border-bottom: Black 2.5pt double; text-align: right">70,000</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td> <td style="border-bottom: Black 2.5pt double; text-align: right">53,950</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td> <td style="border-bottom: Black 2.5pt double; text-align: right">72,226</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td> <td style="border-bottom: Black 2.5pt double; text-align: right">62,043</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td> <td style="border-bottom: Black 2.5pt double; text-align: right">17,347,267</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="18" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">December 31, 2023</td><td style="padding-bottom: 1pt; font-

weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="text-align: center"> </td><td style="text-align: center; font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="text-align: center; font-weight: bold; border-bottom: Black 1pt solid">Preferred
 Shares
 Authorized</td><td style="text-align: center; padding-bottom: 1pt; font-weight: bold"> </td><td style="text-align: center; font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="text-align: center; font-weight: bold; border-bottom: Black 1pt solid">Preferred
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 Preference</td><td style="text-align: center; padding-bottom: 1pt"> </td><td style="text-align: center; font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="text-align: center; font-weight: bold; border-bottom: Black 1pt solid">Common Stock
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</table>150000000550005395072226000620430001734726770000539507222600062043000173472671500000000550005500073631000632500001768488870000550007363100
share of Series B Preferred Stock is convertible, at the option of the holder, at any time after the date of issuance of such share, into shares of common stock either (i) at the fixed conversion price then in effect, which initially is $3.11 (subject to standard antidilution adjustments and adjustments as a result of subsequent issuances of securities where the effective price of the common stock is less than the then current fixed conversion price) or (ii) at the Series B Alternate Conversion Price, as defined below. The Series B Certificate of Designations also provides that in the event of certain “Triggering Events,” any holder may, at any time, convert any or all of such holder’s Series B Preferred Stock at a conversion rate equal to the product of (i) the Series B Alternate Conversion Price and (ii) 115% of the stated value of the Series B Preferred Stock subject to such conversion. “Triggering Events” include, among others, (i) a failure to timely deliver shares of common stock, upon a conversion, (ii) a suspension of trading on the principal trading market or the failure to be traded or listed on the principal market for five days or more, (iii) the failure to pay any dividend to the holders of Series B Preferred Stock when required, (iv) the failure to remove restrictive legends when required, (v) the Company’s default in payment of indebtedness in an aggregate amount of $2 million or more, (vi) proceedings for a bankruptcy, insolvency, reorganization or liquidation, which are not dismissed with 30 days, (vii) commencement of a voluntary bankruptcy proceeding, and (viii) final judgments against the Company for the payment of money in excess of $2.0 million. The “Series B Alternate Conversion Price” means the lower of (i) the applicable conversion price then in effect and (ii) the greater of (x) $0.62 and (y) 97.5% of the lowest volume weighted average price of the common stock during the five consecutive trading day period ending and including the trading day immediately preceding the delivery of the applicable conversion notice.3.11<p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">10. Income Taxes</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company recorded income tax expense of approximately $0.6 million and $0.13 million for the three months ended September 30, 2024 and 2023, respectively and approximately $1.2 million and $0.14 million for the nine months ended September 30, 2024 and 2023, respectively. We estimate our annual effective income tax rate to be -4.04% for calendar year 2024, which is different from the U.S. federal statutory rate, primarily due to the Company’s full valuation allowance position. </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">As of September 30, 2024, we have no material unrecognized tax benefits and we expect no material unrecognized tax benefits for the next 12 months. </p>6000001300001200000140000-0.0404<p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">11. Stock-Based Compensation</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Equity Incentive Plans</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company adopted the 2023 Equity Incentive Plan (“2023 Plan”) on November 2, 2023, which provides employees, directors, and consultants with opportunities to acquire the Company’s shares, or to receive monetary payments based on the value of such shares. Management has determined that it is in the best interests of the Company to replace the 2020 Incentive and Nonstatutory Stock Option Plan, the 2021 Incentive and Nonstatutory Stock Option Plan, and the 2021 Restricted Stock Plan, with one plan, the 2023 Plan, pursuant to which the Company will be able to grant stock option awards, stock appreciation rights, restricted stock awards, restricted stock units, and other stock-based awards. The 2023 Plan provides for up to 1,098,262 shares of common stock. Grants made under the 2023 Plan will generally vest and become exercisable at various times from the grant dates. These awards will have such vesting or other provisions as may be established by the Board of Directors at the time of each award.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Stock Option Activity</i> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">A summary of stock option activity for the nine months ended September 30, 2024 is as follows (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td> </td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Shares</td> <td style="padding-bottom: 1pt; font-weight: bold"> </td> <td style="padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">Weighted Average
 Exercise Price</td> <td style="padding-bottom: 1pt"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 70%">Outstanding at December 31, 2023</td> <td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td> <td style="width: 12%; text-align: right">766,142</td> <td style="width: 1%; text-align: left"> </td> <td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td> <td style="width: 12%; text-align: right">3.76</td> <td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td>Granted</td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">-</td> <td style="text-align: left"> </td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">N/A</td> <td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Exercised</td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">(11,999</td> <td style="text-align: left">)</td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">1.98</td> <td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="padding-bottom: 1pt">Cancelled/forfeited/expired</td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">(148,580</td> <td style="padding-bottom: 1pt; text-align: left">)</td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">3.51</td> <td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt">Outstanding at September 30, 2024</td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">605,563</td> <td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td> <td style="border-bottom: Black 1pt solid; text-align: right">4.21</td> <td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td> </td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right"> </td> <td style="text-align: left"> </td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right"> </td> <td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 2.5pt">Exercisable at September 30, 2024</td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td> <td style="border-bottom: Black 2.5pt double; text-align: right">232,233</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td> <td style="border-bottom: Black 2.5pt double; text-align: right">7.69</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> The aggregate intrinsic value for stock options exercised was $0.03 million during the nine months ended September 30, 2024. There were no stock options granted or exercised during the nine months ended September 30, 2023.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Restricted Stock Activity</i> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">A summary of RSA activity for the nine months ended September 30, 2024 is as follows (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td> </td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Number of
 Shares</td> <td style="padding-bottom: 1pt; font-weight: bold"> </td> <td style="padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">Weighted Average
 Grant Date
 Fair Value </td> <td style="padding-bottom: 1pt"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 70%; font-weight: bold">Unvested at January 1, 2024</td> <td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td> <td style="width: 12%; text-align: right">189,893</td> <td style="width: 1%; text-align: left"> </td> <td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td> <td style="width: 12%; text-align: right">2.28</td> <td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td>Granted</td> <td> </td> <td style="text-align: left"> </td> <td style="text-text-

align: right">86,932</td> <td style="text-align: left"> </td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">2.80</td> <td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Vested</td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">(123,626</td> <td style="text-align: left">)</td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">3.23</td> <td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="padding-bottom: 1pt">Forfeited</td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">-</td> <td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right"> </td> <td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-weight: bold; padding-bottom: 2.5pt">Unvested at September 30, 2024</td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td> <td style="border-bottom: Black 2.5pt double; text-align: right">153,199</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td> <td style="border-bottom: Black 2.5pt double; text-align: right">1.87</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> The total fair value of restricted shares that vested was $0.4 million and $0.8 million during the nine months ended September 30, 2024 and 2023, respectively.</p>1098262<p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> A summary of stock option activity for the nine months ended September 30, 2024 is as follows (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td> </td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Shares</td> <td style="padding-bottom: 1pt; font-weight: bold"> </td> <td style="padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">Weighted Average
 Exercise Price</td> <td style="padding-bottom: 1pt"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 70%">Outstanding at December 31, 2023</td> <td style="width: 1%"> </td> <td style="width: 1%; text-align: left"> </td> <td style="width: 12%; text-align: right">766,142</td> <td style="width: 1%; text-align: left"> </td> <td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td> <td style="width: 12%; text-align: right">3.76</td> <td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td>Granted</td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">-</td> <td style="text-align: left"> </td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">N/A</td> <td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Exercised</td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">(11,999</td> <td style="text-align: left">)</td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right">1.98</td> <td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="padding-bottom: 1pt">Cancelled/forfeited/expired</td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">(148,580</td> <td style="padding-bottom: 1pt; text-align: left">)</td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">3.51</td> <td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt">Outstanding at September 30, 2024</td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">605,563</td> <td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td> <td style="border-bottom: Black 1pt solid; text-align: right">4.21</td> <td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td> </td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right"> </td> <td style="text-align: left"> </td> <td> </td> <td style="text-align: left"> </td> <td style="text-align: right"> </td> <td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 2.5pt">Exercisable at September 30, 2024</td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td> <td style="border-bottom: Black 2.5pt double; text-align: right">232,233</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td> <td style="border-bottom: Black 2.5pt double; text-align: right">7.69</td> <td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>7661423.7600119991.981485803.516055634.212322337.6930000.00<p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">A summary of RSA activity for the nine months ended September 30, 2024 is as follows (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td> </td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Number of
 Shares</td> <td style="padding-bottom: 1pt; font-weight: bold"> </td> <td style="padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">Weighted Average
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Operating Leases</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company leases office space under operating leases at four locations in the United States (California, Illinois, Massachusetts, and Florida) and one location in the European Union (Sofia, Bulgaria). The Company had no finance lease obligations as of September 30, 2024.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company’s operating lease expense totaled $0.3 million and $0.3 million for the three months ended September 30, 2024 and 2023, respectively. The Company’s operating lease expense totaled $1.0 million and $0.8 million for the nine months ended September 30, 2024 and 2023, respectively. As of September 30, 2024, the weighted-average remaining lease term was 3.9 years and the weighted average discount rate was 11.1%.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Future minimum lease payments under our operating leases and reconciliation to the operating lease liability as of September 30, 2024, are as follows (in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 80%; font: 10pt Times New Roman, Times, Serif; margin-left: auto; margin-right: auto; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td style="padding-bottom: 1pt">Year Ending December 31,</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 85%">2024 (remainder)</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 12%; text-align: right">469</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">2025</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,179</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">2026</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,342</td> <td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">2027</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,046</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">2028</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">1,041</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Total lease payments</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">5,077</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 0.125in; text-align: left; padding-bottom: 1pt">Less: imputed interest</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right"> (1,112</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Present value of total lease payments</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3,965</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 0.125in; 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<td> </td> <td style="text-align: left"> </td><td style="text-align: right">3,965</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 0.125in; text-align: left; padding-bottom: 1pt">Less: current portion</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(821</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="padding-left: 0.25in; text-align: left; padding-bottom: 2.5pt">Long-term lease liabilities</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">3,144</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr>
</table>469000117900013420001046000104100050770001112000396500082100031440000<p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">13. Related Party Transactions</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><i>Family Relationships</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company employs two of our CEO’s brothers, Dan and Liron Nusonivich, who are paid approximately $200,000 and $110,000 per year, respectively. There are no family relationships between any of other directors or executive officers and any other employees or directors or executive officers. </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company did not pay any commissions to the related parties mentioned above for the three and nine months ended September 30, 2024 and 2023. </p>200000110000<p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">14. Commitments and Contingencies</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">From time-to-time, the Company is involved in legal proceedings. The Company records a liability for those legal proceedings when it determines it is probable that a loss has been incurred and the amount of the loss can be reasonably estimated. The Company also discloses when it is reasonably possible that a material loss may be incurred, however, the amount cannot be reasonably estimated. From time to time, the Company may enter into discussions regarding settlement of these matters, and may enter into settlement agreements, if it believes settlement is in the best interest of the Company and its shareholders.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The following is a summary of our current outstanding litigation. Note that references to GreenBox POS are for historical purposes. GreenBox POS changed its name to RYVYL Inc. on October 13, 2022.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%; border-spacing: 0px;"><tr style="vertical-align: top; text-align: justify"> <td style="width: 0.25in"></td><td style="width: 0.25in; text-align: left"> ●</td><td style="text-align: justify"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">On November 8, 2022, the Company filed a complaint against its former Chief Operating Officer Vanessa Luna, Luna Consultant Group, LLC and Does 1 through 50 in San Diego Superior Court (the “Company Filing”). The Company is alleging that Ms. Luna abused her position for additional compensation, failed to follow proper protocols and breached her fiduciary duties and duty of loyalty by secretly maintaining alternative employment. The action seeks damages, including interest and costs of suit incurred. On November 10, 2022, Ms. Luna filed her own complaint against the Company and Fredi Nisan in San Diego Superior Court (the “Luna Filing”). Ms. Luna alleges that Mr. Nisan used contract negotiations to coerce her, that the Company improperly coded transactions and misled investors, and that when her concerns were reported to management, she was wrongfully terminated, resulting in a number of claims. Ms. Luna also alleges sexual misconduct on the part of Mr. Nisan. Ms. Luna is seeking damages including compensatory damages, unpaid wages (past and future), loss of wages and benefits (past and future), and other damages to be proven at trial. The Company and Mr. Nisan deny all allegations of the Luna Filing. In April 2023, Ms. Luna sought to add Coyni, Inc. as a defendant with regard to her claims. She was granted permission to file a Second Amended Complaint, and Coyni, Inc. has challenged the allegations by way of demurrer, which was denied on August 9, 2024. In addition, the Company and Mr. Nisan have filed a motion for leave to amend their complaint against Luna, adding additional claims against her, including securities fraud, and, on August 9, 2024, the Court granted permission for the Company to file a Second Amended Complaint. As the Company cannot predict the outcome of the matter, the probability of an outcome cannot be determined. The Company intends to vigorously defend against all claims asserted by Ms. Luna and to vigorously prosecute its own claims against Ms. Luna. The San Diego Superior Court consolidated the Company Filing and Luna Filing into a single proceeding, RYVYL Inc. v. Luna, on August 4, 2023. On October 17, 2024, the parties entered into a confidential settlement agreement, and on October 24, 2024, a stipulated motion to stay all pleadings was filed with the Court.</td> </tr> </table><table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%; border-spacing: 0px;"><tr style="vertical-align: top; text-align: justify"> <td style="width: 0.25in"></td><td style="width: 0.25in; text-align: left">●</td><td style="text-align: justify">On December 12, 2022, Jacqueline Dollar (aka Jacqueline Reynolds), former Chief Marketing Officer of the Company, filed a complaint against the Company, Fredi Nisan, and Does 1-20 in San Diego Superior Court. Ms. Dollar is alleging she was undercompensated compared to her male counterparts and retaliated against after raising concerns to management resulting in sex discrimination in violation of the California Fair Employment and Housing Act (“FEHA”) and failure to prevent discrimination in violation of FEHA. Ms. Dollar is also claiming intentional infliction of emotional distress. Ms. Dollar is seeking an unspecified amount of damages related to, among other things, payment of past and future lost wages, stock issuances, bonuses and benefits, compensatory damages, and general, economic, non-economic, and special damages. As the Company cannot predict the outcome of the matter, the probability of an outcome cannot be determined. The Company intends to vigorously defend against all claims. The parties are currently in the discovery phase.</td> </tr></table> <p style="margin-top: 0; margin-bottom: 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"></p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%; border-spacing: 0px;"> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; width: 0.25in">●</td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">On February 1, 2023, a putative class action lawsuit titled Cullen v. RYVYL Inc. fka GreenBox POS, Inc., et al., Case No. 3:23-cv-00185-GPC-AGS, was filed in the United States District Court for the Southern District of California against several defendants, including the Company and certain of our current and former directors and officers (the “Cullen Defendants”). The complaint was filed on behalf of persons who purchased or otherwise acquired the Company’s publicly traded securities between January 29, 2021 and January 20, 2023. The complaint alleged that the Cullen Defendants violated Sections 11, 12(a)(2), and 15 of the Securities Act of 1933, as amended (the “Securities Act”) and Sections 10(b) and 20(a) of the Exchange Act by making false and/or misleading statements regarding the Company’s financial controls, performance and prospects. On June 30, 2023, the plaintiff filed an amended complaint. All defendants filed motions to dismiss the amended complaint on August 14, 2023. On March 1, 2024, the Court issued an order granting in part and denying in part defendants’ motions to dismiss, which included dismissing all Securities Act claims and narrowing the potential class period. The plaintiff filed a second amended complaint on April 30, 2024, which alleges claims against the Cullen Defendants under Exchange Act Sections 10(b) and 20(a) only and a class period of May 13, 2021 through January 20, 2023. The Company filed its motion to dismiss the second amended complaint on July 1, 2024. On October 21, 2024, the Court issued an order granting in part and denying in part defendants’ motions to dismiss. The scope of the remaining claims is consistent with the Court’s last motion to dismiss decision dated March 1, 2024. On November 12, 2024, Plaintiff filed a Third Amended Complaint, which asserts the same legal causes of action and proposed class period as the previous complaint. The Company is evaluating the amended complaint and may be filing a further motion to dismiss.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The action seeks damages, including interest, and the award of reasonable fees and costs to the putative class. The Company denies all allegations of liability and intends to vigorously defend against all claims. However, given the preliminary stage of the lawsuit, the uncertainty of litigation, and the legal standards that must be met for success on the merits, the Company cannot predict the outcome at this time or estimate a reasonably possible loss or range of loss that may result from this action.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p></td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"></p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%; border-spacing: 0px;"> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"> </td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; width: 0.25in">●</td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">On June 22, 2023, a shareholder derivative complaint was filed in the United States District Court for the Southern District of California against certain of the Company’s current and/or former officers and directors (the “Hertel Defendants”), Christy Hertel, derivatively on behalf of RYVYL Inc., f/k/a GreenBox POS v. Ben Errez et al., Case No. 3:23-CV-01165-GPC-SBC. On August 4, 2023, a second shareholder derivative complaint was filed in the United States District Court for the Southern District of California against the Hertel Defendants, Marcus Gazaway, derivatively on behalf of RYVYL Inc., f/k/a GreenBox POS v. Ben Errez et al., Case No. 3:23-CV-01425-LAB-BLM. Both derivative complaints generally allege that the Hertel Defendants failed to implement adequate internal controls that would prevent false and misleading financial information from being published by the Company and that controlling shareholders participated in overpayment misconduct resulting in violations of Sections 10(b), 14(a) and 20 of the Exchange Act and breached their fiduciary duties and, purportedly on behalf of the Company. On April 2, 2024, the Court granted the parties’ joint motion for an order consolidating the Hertel and Gazaway cases under the caption In re RYVYL Inc. Derivative Litigation, Lead Case No. 3:23-CV-01165-GPC-SBC (S.D. Cal.). On May 6, 2024, the Court issued an order staying the action until after the final resolution of any motion to dismiss the securities class action detailed above. On May 1, 2024, a third nearly identical shareholder derivative complaint was filed in Clark County, Nevada by plaintiff Christina Brown, derivatively on behalf of RYVYL, Inc., v. Ben Errez et al., Case No. A-24-892382-C. The Company currently is working with Ms. Brown’s counsel to coordinate a stay of the Nevada action on the same terms as the stay of the Hertel and Gazaway cases.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The complaint seeks damages and contribution from the Hertel Defendants and a direction that the Company and the Hertel Defendants take actions to reform and improve corporate governance and internal procedures to comply with applicable laws. The Hertel Defendants deny all allegations of liability and intend to vigorously defend against all claims. However, given the preliminary stage of the lawsuits, the uncertainty of litigation, and the legal standards that must be met for success on the merits, the Company cannot predict the outcome of either case at this time.</p></td></tr> </table><table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%; border-spacing: 0px;"> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; width: 0.25in">●</td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; text-align: justify">On October 1, 2023, the Company filed a demand for arbitration against Sky Financial & Intelligence LLC, a Wyoming limited liability company (“Sky Financial”) with the American Arbitration Association in San Diego, California (the “Arbitration”). In the Arbitration, the Company seeks to recover for breach of contract and Sky Financial’s failure to perform its obligations. On October 2, 2023, the Company filed a complaint against Sky Financial in San Diego Superior Court asserting the same claims asserted in the Arbitration, solely to toll any applicable statutes of limitations pending the Arbitration and, if necessary, provide jurisdiction for the court to compel arbitration. The action seeks damages, including interest and costs of suit incurred. The parties agreed to proceed in the Arbitration and to implement the steps needed to extend the current stay of the San Diego Superior Court action pending the Arbitration. Subsequently, the parties agreed to stay the Arbitration and attend mediation. A mediation was scheduled but then vacated by stipulation of the parties. The parties have agreed to continue the stay of the Arbitration pending a mediation, which is to be re-scheduled.</td></tr> </table> <p style="margin-top: 0; margin-bottom: 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"></p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%; border-spacing: 0px;"> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in; text-align: justify"> </td> <td style="font: 10pt Times

New Roman, Times, Serif; vertical-align: top; width: 0.25in">●</td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; text-align: justify">On July 6, 2022, the Company's subsidiary, RYVYL EU (formerly known as Transact Europe OOD), received a notary invitation from Satya Consulting PTE Limited ("Satya") filed in Bulgaria. In the filed claim, Satya alleges nonpayment of its fee in the amount of EUR 900,000, to which statutory default interest is to be added, for failure of payment under the Company's stock purchase agreement for Transact Europe Holdings OOD. RYVYL EU has retained Bulgarian counsel to assist in the defense of the asserted claim and denies all allegations. As RYVYL EU cannot predict the outcome of the matter, the probability of an outcome cannot be determined. RYVYL EU intends to vigorously defend against all claims. On October 18, 2024, RYVYL EU entered into a confidential settlement agreement with no material impact to the Company. A hearing is scheduled for November 15, 2024, where it is expected that the Court will approve the settlement and terminate the case.</td></tr> </table> <p style="margin-top: 0; margin-bottom: 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"></p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%; border-spacing: 0px;"> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; width: 0.25in">●</td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; text-align: justify">On January 2, 2024, the Company filed a Statement of Claim against Chessa Sabourin in the Ontario Superior Court of Justice. Case No. CV-24-00712190-0000. The Company seeks to recover funds unlawfully held by Ms. Sabourin, or in the alternative, damages in the equivalent amount. Additionally, punitive and exemplary damages. In September 2023, the Company mistakenly sent funds to Ms. Sabourin and attempted to reverse or recall the transfers but was unable to do so. To date, Ms. Sabourin has failed and/or refused to return the funds mistakenly sent to her. On October 21, 2024, the Court issued a default judgment against Sabourin.</td></tr> </table> <p style="margin-top: 0; margin-bottom: 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"></p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%; border-spacing: 0px;"> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; width: 0.25in">●</td> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; text-align: justify">On June 25, 2024, J. Drew Byelick, a former Chief Financial Officer of the Company, filed a complaint against the Company in the United States District Court for the Southern District of California, Case No. '24CV1096 JLS MSB. Mr. Byelick is alleging breach of contract, fraudulent inducement of employment, along with intentional misrepresentation and concealment. The Company filed a motion to dismiss the complaint on October 4, 2024 and Mr. Byelick filed an opposition to the Company's motion on November 8, 2024. The Company denies all allegations of liability and intends to vigorously defend against all claims. However, given the preliminary stage of the lawsuit, the uncertainty of litigation, and the legal standards that must be met for success on the merits, the Company cannot predict the outcome at this time or estimate a reasonably possible loss or range of loss that may result from this action.</td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">15. Segment Reporting</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The Company has organized its operations into two reportable segments: North America and International. These segments represent the components of the Company for which separate financial information is available that is utilized on a regular basis by the CODM to assess segment performance, set strategic goals, and allocate the Company's resources.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">The following tables present discrete financial information for our two reportable segments (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td> </td><td style="padding-bottom: 1pt"> </td> <td colspan="6" style="text-align: center; border-bottom: Black 1pt solid"><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: center">Three Months Ended
 September 30,</p></td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="6" style="text-align: center; border-bottom: Black 1pt solid"><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: center">Nine Months Ended
 September 30,</p></td><td style="padding-bottom: 1pt"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td></tr> <tr style="vertical-align: bottom"> <td style="font-weight: bold">Revenue</td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 52%; text-align: left">North America</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">2,832</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">12,488</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">15,478</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">32,330</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="padding-bottom: 1pt">International</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">9,774</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">4,992</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">25,802</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">11,290</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 2.5pt"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">12,606</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">17,480</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">41,280</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">43,620</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-weight: bold; text-align: left">Loss from operations</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">North America</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">(3,664</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">(3,243</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">(20,456</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">(10,729</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt">International</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">1,184</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">879</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">5,180</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">1,259</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="padding-bottom: 2.5pt"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(2,480</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(2,364</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(15,276</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(9,470</td><td style="padding-bottom: 2.5pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td> <td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="font-weight: bold; text-align: left">Net loss</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td> <td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">North America</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">(6,281</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">(3,760</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">(25,053</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">(24,057</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td style="padding-bottom: 1pt">International</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">1,108</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">644</td> <td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">5,079</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">959</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 2.5pt"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(5,174</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(3,116</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(19,974</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(23,098</td><td style="padding-bottom: 2.5pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; "> <td> </td>

<td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-weight: bold; text-align: left">Depreciation and amortization</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">North America</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">505</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">495</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">1,504</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">1,415</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt">International</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">85</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">162</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">322</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">484</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="padding-bottom: 2.5pt"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">590</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">657</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">1,826</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">1,899</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Assets by reportable segment were not included, as that information is not reviewed by the CODM to make operating decisions or allocate resources. Assets are reviewed on a consolidated basis.</p>2<table cellpadding="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif; border-spacing: 0px;"> <tr style="vertical-align: bottom"> <td> </td><td style="padding-bottom: 1pt"> </td> <td colspan="6" style="text-align: center; border-bottom: Black 1pt solid"><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: center">Three Months Ended
 September 30,</p></td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="6" style="text-align: center; border-bottom: Black 1pt solid"><p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: center">Nine Months Ended
 September 30,</p></td><td style="padding-bottom: 1pt"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1pt solid">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td></tr> <tr style="vertical-align: bottom"> <td style="font-weight: bold">Revenue</td> <td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 52%; text-align: left">North America</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">2,832</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">12,488</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">15,478</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 9%; text-align: right">32,330</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="padding-bottom: 1pt">International</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">9,774</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">4,992</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">25,802</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">11,290</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 2.5pt"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">12,606</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">17,480</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">41,280</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">43,620</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-weight: bold; text-align: left">Loss from operations</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">North America</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">(3,664</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">(3,243</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">(20,456</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">(10,729</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt">International</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">1,184</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">879</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">5,180</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">1,259</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; 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background-color: rgb(204,238,255)"> <td style="font-weight: bold; text-align: left">Depreciation and amortization</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">North America</td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">505</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">495</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">1,504</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">1,415</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-

bottom: 1pt">International</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">85</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">162</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">322</td> <td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">484</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="padding-bottom: 2.5pt"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">590</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">657</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">1,826</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">1,899</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>28320001248800015478000323300009774000499200025802000112900001260600017480000412800004362000 0-3664000-3243000-20456000-10729000118400087900051800001259000-2480000-2364000-15276000-9470000-6281000-3760000-25053000-24057000110800064400050790009590000-5174000-3116000-19974000-23098000505000495000150400014150008500016200032200048400059000065700018260001899000<p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt">16. Subsequent Events</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">On November 11, 2024, the Company and the Investor entered into a non-binding Memorandum of Understanding (the "MOU") setting forth the terms agreed to by the Company and the Investor for the full repayment and termination of the Note and the redemption of all shares of the Company's Preferred Stock held by the Investor. As of October 31, 2024, the outstanding Note principal was $19.0 million and the liquidation value of the Preferred Stock was $53.5 million.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0; text-align: justify">Under the terms of the MOU, the Company has agreed to pay total consideration of $16.5 million in full repayment of the Note and the redemption of all of the shares of Preferred Stock, as follows: </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"> </p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%; border-spacing: 0px;"><tr style="vertical-align: top; text-align: justify"> <td style="width: 0.25in"></td><td style="width: 0.25in; text-align: left">●</td><td style="text-align: justify">$12.8 million will be paid in a first tranche payment on or before November 22, 2024, for the redemption of all of the shares of Preferred Stock held by the Investor, and payment of a portion of the outstanding balance of the Note so that the remaining outstanding principal balance will be $3.7 million.</td> </tr></table> <p style="margin-top: 0; margin-bottom: 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0px 0"></p> <table cellpadding="0" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%; border-spacing: 0px;"><tr style="vertical-align: top; text-align: justify"> <td style="width: 0.25in"></td><td style="width: 0.25in; text-align: left"> ●</td><td style="text-align: justify">$3.7 million will be paid in full satisfaction of the remaining principal balance of the Note, which will remain outstanding under the existing Note with the maturity date of the Note being accelerated to January 31, 2025.</td> </tr></table>19000000535000001650000012800000370000037000000001419275false The adjustments to goodwill pertain to foreign currency translation adjustments, totaling positive $0.85 million and positive $0.24 million during the three and nine-month periods ended September 30, 2024.

C[DEK'=)WP_E&MNF7*.&'J/-R52"?38.Q [?Q9-PPN4I M!1D;S[CG+L]0[FT4MJ,UYJLO;=6K@TY;[W46-Z7(XW3;QI[|>]MSHSIH-O3^ MDD8<>_3M*;W0[?Q]P>$Z=WVZ<'K3O#?S_?
JBKR_Q\Z2^NBT_O'ID?\5'YG'^ M;'(FD(;7(\4E^9BDB9DR>CV'IV?WBN[V-+\U&2GU/"T-O.SCG1YX;(DX\WL)EW6^_FZ'/W5L*B.SNY*V/3 MH7-
;WUX8E/MA%&0Q.^^'D;0I%#\GPO%Y#MF!(]@KU#'0:VE>!WJ2QH;W0R"2 MATP]WD0E_19MX,PQ4YN[D'R93Q)VJX,<+$K'^]O3KMVK3KH MZ(WNIJ6 !=$+_Q".P/
[G@W#'%N.Y0>HXI\.6M^ST5U%[HB$6WH_*X%$0ZM=TENPO_?#+B= M G[?!964K 0<-D=HZ+7ZVU,,FU -'6$UO=TZDIHU]"7@&#AZ)\IZ$]$:^ MBIQ1C':[.NCJM8WU>_F.P'KDZJ
IV=SCU+X-.)NR4ZF8&0XW)4I%?HRRLCC5 M17TV?&&>IW:5#[DNC>5N;ZJER\?HFQ -+KX-O;\DK%LB4;\@&/)%3#P@G#P? M="\8X\R1OXQCGCNRR2%,$PP-

V|0>W8LF^2+0@_(FTG93)JD.;S. M5X=+_A18& K"@U;6_4/PW)\=)0)_]KY#@![X3 (/2 5< 'L:T6H\<[=UFO- M]HL[25LF9!-;D'5K^S.^=]]7SA\-
YT'XZ'@<&9:G/6$RC]11GO4$0N=):+9E MW%NV%;SLF -VY]C_$F\&F0%YX=I)?GR)TK_AM:$U2TI3T)"8:W ML,'KT8W:WHUM.,%%M+U\D-+=O;;6-737QV']T[#XUK=-
TG4WOPD63X$8HH&(# MGPY*I#(X=K5?XWG)]9-N#1B$%""ZP3C6,?185N/XTH';D>&++T+^[Z43]?![MO,$5[;H>&,C]3<,I)=3O]Y)R.07[]_^:G;UH^&W(M$6'!>[5$\,R29"Y./Y6
M&X:>![)=2;CC.31]IU_$2, &316;.7~,FOJ]1KM=[1C5:V0C=S9UVQW%05]5 MO(NIBHX:O=W/'WH6AV9S#/HOHE%%]A=V>C M$=@WL..< %+C\E9M]EX!"=B3=HUD?D.;T4""]57Z-
3O1X?L[SQ<.K2MZRAK M;16IUD)@Z[UU@K_'HZ+]#79#_4ZY*\Z+R>8ETDS\FRB##F1,S?,E+.DZ,Z+KC=;\G>}F&.UW*] MMG&$\DC.S%HDI$R*3]=1H"#O:X+0-4GU]>TY=U
MCK,9:)7G[/^$3IOAJTK9!MSP6UV]UWE=4V66.^:EX;%@M\LKU,K8H8>AIK=S MN!C6P&X3O9E3!EQ%160@!)XLK,&^?]'>]8JR7S)+RHZ5KS:L_T07YHTBXN>7
MWX&"P%SQU3RF7CZVPEJ/9]X+RUL1"3NM+5T#N]<#&HUV==#7FSF2?G)BN%.7 M9'&CW(5:S"8B.5?WN=F& A:EZ')1;X&-[H49+C>A-WP$*_PG0P=7GP[]RS M(6S&$U-
)36>.N5I>4P/]F4- C4E].=OFX3HY%$+5[//+.D;O&P*4TFW@^9P M[N]Y]=UBR#(CXV]U9.F5V6D0*V
M1+PV!KO6,3#W>7FX\PS'AY5I%R':@MH_71N_Z._1ZGE%=7K#!#B1EJWX'>RXA*P9Z6^BBT!N]UZL[6!3L*,[["G2OQWE;V&"X MH[=R-
/;@0.\1AA"W%.A5(Z@XT%M"A_P=)I.%W@M\$7L63]*X;V%],4$5\3KHM)E<35(A>*WR+FYG@+3&J.U%=U80WM(K.\SE# MC;BI;]]3?Z'VE.]VT"JR_W%W[L?MT*Y='1Q)O\[O8]+<40?
H*;C#?)4SLD6 MKT<4@%F]&5ZK4QTT<]VDCRKC9\M$[&++C(V(N >UL< AD3XGCF:[\/= >..I M4W)T]!=-3F";8;X!N>Z 6K,\LYA5:.3XEB^HI01H%[E*FT&3*S%H^4CZRC$ M5?
V.T92BK'MNB=EHS/%LOQ57R/ZK>NO:M>DZMU:R5*9I<'>W8V;PU>GDC,0 M&P4(0A37,U2HQ11"$E,#:VN(X^Y)(!LR5F[*R_Q,:D6)C_0N/ 1XDE5N 9SA
MBY]8+WT]6IAWD$OOMW-E[+V5N,_,Y/!.H&M2(+A;WYH,WE79KS3 +%7VK+TS M5>$S1GO)#.A2&&#-Q1/L&TBB4Q&&-RTM"NO5RX$^_O]%LK]$#A)K..;T+U*? MO!&>Y9KS-
>-#.T1,@9>HA?%W(Q 7HY$8YK/WVRVPOQIZ]U78"4O;VA3 GANYOUBN+M4*+M057P_/A]#V/_^WUZC7 M 6GQ8#D.^O&P?I=4\[%>/Y]'LGCR'?$>2-2:WLLQZHXODUAK<+#
[1#X*]5! MKZ^W=]..C"5Y225YCIS">>'>.&VO*]X%-I:>*]C5>U85!O0US73>UMD,>[? M>"E"7\\4KX MZN
VG$QL@8X'PZ9!T+;KAY[L,#6,,LHURY$LO_MRV#>$V&Z'X5%I%LZ.,FG MK!8\"J5\47QQ(<->6XY(C!8HQ*B9]!'KS\V:(T>]MJU\F;\=^""^=:RHR&SC;
MZ8"*D!R;'5[]5:T!S17EA_MW!>G2V?HCH46&#]?SU$K,3^MF10AJ7.'Q$%N MRMM7O]-;)^^!3_N>T&GO#!U.,"N_^;..%,UU,[ERG1-Y TD2?!V3^Q<7PYK- M[RN<*5A2%4P^BJ7
U2:>&DFJ4?7?$8O=>FL3,PNS_\]CREW#"^%4V/C;LS&. M+Z0G$\:=Z]#3TCMK-!QYN_JRWJZMIS&WA%FW KT +;R*X(#C)$Q_,OHI4;[M?GBI@;5>>]?-0F,5W#8)!&T)-
XS\ZNU=X79 HR)R.H -./1"PY8E![.UT=$O MP+AX6Y8>Y.(U79XKUM#F=&MO9[]RC(CP:UU2$.CFZM3]_$9&NL(DS=C?6S2 M='|+;(GC#%F*K(#9FNW^MP17<^=2Y'V
8U<'GTSK:5"I?']/__MIDG8N?=#] M-2#AG346OG8EGK7O[MAP=/D+7;L5GC7ZJ(T-#[8($F/R4ZM-OWPH4"@ I?V) MX4RYK4;&V+)?/KSV;/JL;_TEY%*2C>
#82N3DBW_[E%40#ZZ8WC@"WK?'#> M!QB>T._-"3YP0/1.3&\ %.'@D?APU]"TT*!.8K;!/N!$5"V@7]Z&((D[ZGL MZ%58R&&-7DK+.\GZYU[T?TY.M*^6L,T/VHWQ ++I5OPWQ%
[/"[1>_Z/VAV&'MN&;MY$1]D62F_"[\)UJF?/E)X$X^;!T\]NH7D3"@WV5GZ9)DI#S=ZEK[GN>) M^.VTG%K&<@B"KR?IW4?[_]C=O4Q@RV>><6\-/VI?(% E;;Y(M/DC/'R;T 0[/G1#-?
M?WRK?%Z=GWYZ?S]8*+_H/P89$5__7:MU<+?&H#S;O+]^N[BMW%UKYI=7M]?? M+K^7IU=G5^>?=-N[^ 7OUU]>C**@;P^?807!Q]W M('/A]5^ ISR+.D%6I'FI10T6*"K\V?
MREE-\]#LBBMT@XBN#RBRRZ=NRK!H MP"M]S&>$7AEV4$JR?_SCS]!VSK#4^U=X#X([$)$BIXU*S U_SPWK=,R_L M? 8>(*S,:=0^GLL["?U4__B+!N?(2-
W8@F0@I+K]P9>-0#/%D[#="3P+=OE# M1.4_/LA=OV(YCOL$X#)\]1ZE]/#10-%I8,LVU=D.K?B0.KOJVO.C-7R$TSN" M!6-?!6L$8A(^8HUQN(24_>CDG,L]]7"YC #4&
<:G!1U5);]G<_^A4P<05\ M?QCZN#NU\BBA9.PZ(K#^2PA]-R_?"2?:RC*+\B@F9 6V8H9#I!-HQ\AH]L/)O/5D.HLV#NW "D)336 S0RP+ M$7[FGFC"+?PU,+P??7ZU_HL/.E/>STV!-
"6_964$NLFV4*]FH>FOZE@"Y!$ MAF9;8RNP4:H^ 7G'M)+ _2'@+",-;/X7?G,BQ2RNFW)T !M0XX9.TQ.!"8;@ MH^'1UG@<2GT\N**+W4O< D$866 M(CK729!I%[\C,WT10S&^!
[E0[\C%GR9_1DGEX#\\1#:=:B%+8:!YSI@E>*Y M?H%CY..9HOT\"L/\;VAXZ.XW049IM^[(I]'-H/(!>-F4>#+6*I'V $/R& M(D/]3:X$R/*'Y,__6; T?/.C>AH&?!4H
MJMP'X8!E)T,@@+3-X*(/S[@WG!_T65]X3_C9Q] Q/>S]CI5&MD4^0>U?]*X, M[<%V]T%DCEPW0.(%>EK DT0(((/Y*4K2]A%4W)PG'H7C MHYA'X3N".XA+PAA7-
A1RU:88&B;50564*[1Q$^LH$$7SI1,EG4VH" \]ZJF/%UGF9^^A>/I3N?K0#40,C:N^!WHFF:G];%H.Q&A M-IT3N/4U.]?S60]13]@W6> BTP_3X[H2DT(-5V!MM)_;P2=K@)[2RCD)?
\!M MP'>$O9D"QODO6A-U;VG:S?A_;F[7!Q_PO/"^>S^U&ZN;[5OW\])>G#H/D'^ M["#/]Z8T>5.OX-M%NQX&KOHE]?IKRVV#N0U1UUAZ%?1>84M"HI/SS9
M2E9I+EZ&GBU?@*U @@:O*[9=H9P@%.@^/EH]+F4=Z>]IT9^>Q>QOW-!3O]&C M7X5^]!E4).J71.GH]_3:>#/RSI9_U5KF]L%:>4K>H"1;ZF^@E[3INUZRC(CH ME1AC=14
VMN6<8]WAOC^IQ._R.;;^_Z*Z:'^_!>8':#9]=A0;H?04INK\]_MVXNX;L]WRM)U/XN>"Y((8Q061,&U1P.=#7#ZI.'LR6.%#_%. V.%Y,#!GT-Y MW5:7"9
5&MC58,F@W(;_BTD0'\D*W"OP)_*+&'1UWNR.9'=@)KW"!YDZQ7H(!PC.2MVL*M5S(3 -+1A?=3$85C#8S(MZUL_I9S/W$]?-8;ZZ7U+)WLX.V4E%[F8UISXCR$G.08A,C]GIL MQ#,-
B?5Z[%8"OCCS*Z/0HZ"32=':>VD97+EP.ZAW=0UN_;?QI5&[>}+)0M9 MUWP++9VOXMX+T;\"]#6E(\Z#GIA3KL>2,3==':5: &-AI'_?I9BM@471Q-N;Y7HMO8(M-
*0UZE'H"G^=25FP#-%E*FF"@3[^>! QR4TA=TIO-H+.U\O!((XYURRP8I!= M&CL%FC(VT:2(E>,&FA^.1]BAX&5 P5'HF(O7&;_.G2C7G]]>.K'0Z^?(&:/] M3NS@U;K>P !!\
A,2Y@]"G)BD\E-WG;@_W>![N$Y.S4M%EB\13*JN;YX:Y1$ MO!DIZ4 B0P:2Y44ND7G&O?LDB/_6EH<)#:D,(#)9OD8QD%B5K(.6N2CH=H4 M":6&4D)
[<-5M#&F?"4K.]UTED=!ZA)56PHFK!$HX1)$V"FVWN:W[8],5<.MC'Q@1S1QQ;=&J=KR_(G M+V>+>+C$SOE@YCW0&QSK^AP MLZ,PHE('LV+U/DI03.D)38S #
E(P)D>1J!EG@W*1C!!]?9]9(&$C+\<$<*? MD@/:EO_O($2<]Z4M*!;=_8$NT0GF(]O>7LG$"T?-;].#.W1]*NT-/!?3!CSL>\4H6H G21UP=S1"EX= U\L(KP[Q?7]67\N$ M.,.9295^?
G1]D9C96]SZX=\/GOL<2 >'#,9%;YVXZ"<"]9[TT*;(F6%[PC!? MHEP[E2+X,-EVG$(!O!$0]N$![- M=-=BW"T044 \.;IX4D^GPH&SS0SF?!'9,?'RU\D6]6]]7^.]]?F]]1Y7K1>B M.CTZ0P?
K]U""VNN<)>8EV,E5,:K(#]W.Y!7_]FHY4W',?=54]_EUK.LC;Y4A MN/5;'*NI4&P%S#**Z+EZ;IR U61R4>"UE .!6N-4S3BY*9D]@-75I&!B4; MSD=OD]#S/IUG
0:@CH$N#Z]0CG:/06'M(33@&A,((1?V+.3-Z7X]"(7/CMP\ M5),4>BK>Y,G42E6U%-=;8<>WD'PZNGPN?<-S_R-D B1F4>&O1F$0TG+2065: M@ O4P<4P]*BRD@+-
!OI_7C+>DEITFF:Q_0_?E0IDJY3.!;3">%YF8]GI4AA= MQ<+44]AT]YF5EC)""P>:Y !=Q;9[]ZX M'EW LO "X.?-%)O^5CH;K%=KET%R@.*"/> 1B7?Q1A+"2"$L1+T$T&&VNDPZ
M7QK&>CV'W2(MC44A*.4I81WSR^.BE73B$'K6C1]"$O'-4'N 0(&;\T3*.RDY MR?%.Z_$H"P<=;]2%D-*&9"$Z*9ZH/,6*ZC;C'C'2O1\E+"S\CGP+;B_]+/+Z MC@V5C92U-I7
)3^$&6D.*/T%#;Y)!0Q"1%?I5QA)@/_'SWB4.T*/D(5"]R)XQAPYV9EOBOPX M22/U?DPJ]]RR04'((^I*L1C106;4=^.M5NT"BQ\EQO/MD!R6K0 MX
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BO5*3W6,K#:O0&3H1W0^?BNQC:@ O9[=0A*C9?4MV \BK:59\[MI8KKG3+(<[P-SVSM+:GB#3BG!."> "R\P+ <4-NQ2>Q&&%^N$6E_L7]+U$.,O"% MD>U('^#M*;G-
X**BD!B+.^_]Q?]W=T&9W+?82_QV FB).29=>X$,^O/:0 M*7G6Z):!Y4F>T:XJM"V-]O6&1-]]W%$"3*^=RBU6]E+.O^SHTYQN1S2R;+2G MM2%&
$G^D/D&G.Z8T0T";4;Z!7X2;F[)CC2/7B90W*ZBPG8 M&/43$-HG]1K=(>"C<7T'S)].,KKU+U?>K1VNIY]&GJ@42KG=9]\T-E4:";D\S,K]R]$W7L7RX" F+*,R/5\,.B
UP/%28"0Y:N2[!"M_UOI7=2Z MO=-&K:O+E4A^44\:;]PRX!7>S9\E("I=P%U&>,[G-DON#QEMN:/@.R+P>\ M0KTC$CW1ABYCW+]&5B.*@Q1,/]8&:<IT64\Z=<#-%QW/@2T'A0 W
M"+B!5@RXR$N.1$\"L6,^6DS58"WY7)2J@'P1IRU]*V@E\%IL46+E,8SC<8 M%">O""*ZI_&?XAI""YS3\5@4B*G+%'+ 4(/=6^8Y%3H6^?:C<)KP28$"W= M">B;]E-
7=/6+&8$50R%4W5CD:]#4R&D\A'X0B#ILH D]AJZ]+8T]Y6U($;4BLTBF5R"]V7,Q_5IB=]A%C-! MB@;U'O(@]C>SC>EW)#DI-F.AX65"K3?#UI);DV$#25'3>K+,R)&5$BX1T1=0
M\EXR""Q!)[:7O33O;:'+H<3^R5ZJ/@IO"$<)+SIP%[E-Q7AB'WD6\'&D#_2 MQ^"GZ'QJ%\0XB>B?ORM%NU(M*\$@\%Q@'AIRQ=W@2U,D3.R_RYMV;P^G$W>,77_;?,*8"O#_0>WHE?
P MOUI]1\3;R;8U_/L;N1;M@.FB'($M<7)& NW4,DJRH[\13*9&-OZ.B Q46A' M/YF"'#SR+H4M/7WI17\$Y0P*1<;ZY;PT.:A;QDMD$R,,&,BA4A@<"#VL2B?C MPQ-QX2?
H(VR#=K0"==YON24F+[@"?)7N]$#^ERIRQAZ#D/3]E/F4ZF]+Z4LU> M91D_"#5L#+A,-ZI2S150ITM;&'-97@2Y#.ZQPP.^_CY4(_RB9_AZY?+V.H[I
M69YL6!M"!K&=MS*15;SN6'DSM[+_3LB@_>;OZ*N,5/GB)TPIZG8ILJ>4HJY\ M@8LB\>H_%*_]\)"WXK!(+94J:RUM9,C5 D_,"=(K!RV:#<%>3*1RXN/DZ MC0=!9=85[!V SJ&1P-
\V=)F1/Q8]<03#>*;HBDKL:99QXC07WW>'%L7S/7KK0#D[^G:T#DRW53S#[A%*VU&3;6]B6]VW).=\G?RN%9XWY4'I MER752VVPDNQ02VWQ+3I1UN8CY5G9@
]+P#)W&34*Z2%A*;Q*CMCU]V4\URYW-I0*1*D>PR=3_:]%/%H-\TN]*\ S&*@26H]FH$N.^<.@SB]+3EQW:#2,RR; MUBF,X6,EK8&Q4B0AZ.O\2D!Q%U&)/DT@3.[W,P7Z&"' 5?
M>GZ$OZ;&:& IBR],C#T!)R9.([68Z7*29("G3RR:9%X+6Q4G*2\C5D$)\\1V MW4FR#YVL$#'!Y8-7Q 3!,,%HLLD* \2/F!WU.II!RXF%"FQ\YZF;I=(>;55[O M%
#3R/E"_/#C/#0B8D4>@_C\X;N1BZ8H.^52CVS6:.(@NB?1$IE@I-B/2&0M M2M/NO2GN+>7C#/UD5$G]^:<5Y415)HY:CS_[.3W*=,NS<_J<2T:E)L^?H)(^ MC6!E>:&2+')+
<]).\;,LGO/4:3A:ZVH'>K"YH1XLQ84/F;3-2M M!F?ROMQ/7(:)C7-.;+KJ))<[S&G$AV 5>B(VYMSS/LC>*+ ?U4SB"BIJEJ*\ M7OX T3;7< TO8_0'.HNJ]S2V@,:[#!U22KV*?
(8E_7PAHC/D*G)L(!H9^XP"R.O3)^9,R=:KANUJ2KZ88V9;_B+KA44QI!E#0!HXUU9XLCVHF MGT%4"I4/8D5(HHDE11+XW($]7)+L"B71FB3;()'&HY0NM;,@N6D;K79MR$# M-
Q)=I9@D0]Z.S&[V\Q9T[+9(FUS*I)QA6"FL1I1G)/.$@-#6:G3E] !QQ39 MWU3VQ3,:*CKF.]E6K]3KGIK$XL!K=/),U5/'PB'*GH^=);.&J][P:W!L*0U%
MAD47?.H]9@'#^8[S5>;%=A8U(RE =P,Z5>C;DYUGIY:+5FDE"F-Z8FR1.1I[M -.KF?$B3LV+2WI<1NDXZ6\F#BBL:8\]3_ZTTZF2Q(D=6 SM!0=J)N7A6,Y_MBF$C]1O[)?L]AJ:2R^-
BA>P0L)$$YI/R_K'<8T7-OTO-C%'QX00!_))"T,^* MZ]>:#BS:4SQ4]TCY4LCAR]-+,_S8*7NIMH81,\"K89Q<8MRQ>& 1"[@<"RK
MK*:"W_.;BVX%D4(Q,+1(G79<3/T/"7G6S/D)@O3I5Q^/VD^Q3^:3HMI\/U%] MTK%*WZ9;5<*_)FB@3.U K/ICA00N8O3O<$0>'*K773N/ZY4'I9V1_7I9\]I5
MMBJI?;U%#^0*?))D<^7GK!+P0L0(%-^@+?T5W0JBIO%1;B@H$ZKPFS.^:<)8 ME#!LE;S=#6*D[IBH6Z163DE&*-U5UDEQHXH'U:5N)K.VAO$_,U)QA/.BG')VM MW"&H:>?
6=;1B,"NZFY^/2'5VT\U/-5NEN0AIF;2!2\3C+C.LGV/6;'K*AB# MF#B! 5AU&M0U/E(.(T%HSL6K,=*.D)0D_9HH$,ZG[L"#G,P?4HBP&?ILT^#22 [S].L./]
M=1]58,97>8PQ*1FG8U/+9V';FC&5".*'6*NJ7ANU-/,C_YE<+_HM5;,WJG"W MY)7TE4R(XTKN6L;;V^#:G3%Q<%G\VX$F10- M5K-*&XO3BN#O+IKTV !Y?
A&RV:YZ*Z65/[G6,/$2R%@'+M&1(6FZZ5/7RW16 MMPRH]6]X]]@W$V<98.XRA<,PVN^9]%7;2R)A*K?8,H=2)WZ?8!!%>Z=ZAYW= M_AYW5[MR3]5&K=XY]3=IHO?
7.!_KDE)\9$H6CO6.PCWPH7.YP&\R[?S=V>VY MUFOT?OF@_28'4$:A2OFYOH^BQ\/:X.FPO&A)\1_J^(=?Y'3QM!,Q MGGA)+?464U'#E'ML4*3R[E>XBK0%35!)@]1Q@-Q00ZZ
M:)PXFD5:&VZ@C]C$X23%-5]*:U2X8E);=8Z-"AKBEMF?;(HPM":R ;EL?!U_43RE M!C@8+Q4+%CX,-%7F,&S_3$*A3Y9%AUDV+]^?>B9DTXYYZ(&%4:16EC,LX>A M8>?
$'8W(&5Z)2Q],Y8\.'4@3,]C'F9 I2] &,K::=9E-S+;+/RC(?%LQ+[;-6<4&.!TT9+;VR-.16.ZM$6R.&(^VM MG.L3>49S =Z0%,;.[Y0 [0A]D89:=8-.YXPL\"]BNR(""]"4&Y'Z-'H"I.: MT&$Z9.:
6&DV*&%%:6PR1=@ZX@#;"MW\L?5W\')CX^7-.;&!$?EFUTPWR/N\ M*6%5GA(HM3LR<.*MO;E+UAI,4P)\I\ 5T9:R91%*D! 3?47"!)3>B]U.<;H9
M]AXFVU^;BZ/0*&'XP0^\9\P>%DUL()8^>]DW=]PZHQ]U<"V\PE9=O][_3=?6K X$XK7@, M>U%U!P0%,L-<'&9]WS)Y6%.-6KV
DFQBAJ&Q@3+5'W^4E>DT^MSU*EDRD?/@*H%-0,N5R6>L"%9V^W],V2:-6]TL M&9&XO0KM+^VD>BO7IDUY)].7(?K2L ?Z7PT0^5+C&"K*@W,B'V]LK@T>Q"?
MG/NGG+X]T1+K@^0\/VFKI!Z:E>)0>%\-64K/Z5'MOE-G)G#7M:^I)/DC?D6Q= M'^6 8>OQN'R,BIDP,\21:\=EX54SKGS .7U&DKT?C6R%QSCHQ<-VM]X/$<1" M.'[*U%>H/RY&V:
<+E-:$/4,K"];/93-M0]E*%9}$ MSV]/*W?N!#1AKU&3L0GD^7D9KE>X D?HW%(5(Y,D+UZ8,R%5P0A(?Y56I> M_'+K*#F8;M#F@D,=!7 J4X=7>]>)V97_/"IR5/C % _8&AI+LN@ZX-
[_1\VU M4$W^+5D_[V&IEVK>+X^),B:?#,N.IA>K0U*97<;TI+,E>TGU"4A(8J7:(3T_ M"G(W47VZ[>BN&I*SH#$Q\O;D&Q/0+6NLIUQ+I/NI!@HF?UD^M4S6U(C M.,'$]:UX8;*5-[%--
+@Z12LU]&3DHJ__V?O39O;1D)UX>_X%7@5W6](#9"&_M^]+=5Q&R;/=HPFWY6NZ9F$\G(/*4?T6^G7?>L+18>%\[?'V!LOO6]SO M<+[!$ 5UF1#/T%MN<=S3T7A:./",DU(=Z)
<3$(N^,Q%5!S77F6$"N_17KC."_!%= 34?CX$HP M:N5,]3>O@C,^WR"#M8?_\>E0_(V.9XGRBT%0TP#42"I!_43?VG _8WKT9%NZ M;;BV;AN\-
=VVX7]M3>$UKS=;+5BN!"LE6I"G/<$ =''7Z%NC-F!-*,U:_<$=(F M#,_*1;:13#UH\'_0,"%%*C2I].&I$QOOOE617EO9;!FSF:
MW6COT=K:>]AJ]U9[_]C:NQ_7WG]F^=BH(T$C,LPJ;RI+.>)*VI$)-$6E=6Z M/*["V>3PC$KV2AR3"L@A;EZ6BI\&UF11;V%,,2H"%X%(_J9CF^OKVF-V M_-?
4C4%NM)1TN%XIZ:!F*>GOGC=_L1WGRIW? M(!_E QI"K+Y_*E>.6GE!\9 1=/.,1B1(.IB#HS!3T[PQRK)V%2$!+9H'>$[M C&1,F(K1:B2ECE&C\9 .00QPAS/?U9V8,N
RI]"Q38E/@43,6Z_H6*7,CU@RS!!AH$MRJ&8*<8MXP.PDTUO8 ::I$6Q_H:\3V".L3WM"@#FB%HDU/_D*=?U? MK*A9V5RCC7<]G27,N>SD+(D<(.*
(5GYR>8@M]T=2B&MJLZ/@9X_FHO'+3B6& MX/>>Y#)E<3Z,&C.;RR!>WXZ1,]H&1YEPCU-A.5"Y#,DH]UB]TSYX>1 XC\@S: M>E$D62ZY%(Y]K" '6;[NF;!S3K/
M5MWD;OZ2AYG\,]#_*H)%!Y(WMSU9/"*5A.!XD@ DM3;H#T@@4###(MQLK@0_2&)_.5DRN1@X[:F0#A?\4_>(5+(*%E+IF!KM0P(EW"%HG?(&_7G*
M*S_XWFD)9A1$L_%2@3)5D26@WX]M?E8(-(\(OYAW#2".GLN'96,UU.I*<@5 MS]73\FHRN:V.QF9.C3)W]M,%8:'(ULYN>]^O GFXQC[U$YH?)AYSDBRN"GB
MYGF$$3\]PM]\VUOEU VP=B.X&IG#9^E2"03CN5"67S4X],#VYWS=$#2 U4VL MF0])"]ERV-HC0P.[["!BYA2S+(2D9]8GBGR6-3LGY!CW]"\W4-C()'
MQ.R(WE&$IL".8%/Y0#A]G+/ M9WCW.ZQ4#@T-DR(Z_#ND#<6- 5>IS14G(E>".&1"*KM !AQ--ER/ !@R8*D- M,:-PH$!]5!]\7/F\8VH8]5]#N\A:,N*1V^2XX@21<'^2!^(1\
7U2>IX*7>+Q.K5W6 MX@VZW]P"W_",]FN6Y:L,^!=?V$Z!]9 M@115J;("=]9;-1;I9K8S'P?G<0TB&I:(=^4B-DH_|>SX0)G'PL^);]$'[[&2
MF.C:],3+&/4;_YQVS]46:0$W))H@491O\/Z%1#>)6 _3-&(,3X8&[O*SFS):)KN]TO]3;H3YAQI MH<30:8I:5]]A8#"Q&!6L]K>WG>&]$T/4-JG0ITSD"]V#4;'B1ZM8]-N!JP/
ML6L[B1Y+7-$]<]:I'6)-,W,]HM5V%UM1]MGW/91^>E,Z3&28OX5Y MV]&GIMVS1I0BE7C68?8\'G'X]#\CB=0(?>"$@V7"%BK]1QY*Q=' MY3O@*/(LV2$?
158$@AH$FHL[BS=3L,SF2=9'..)(,C9X1XZ_%I>*"8:3&ZT M!_N08^=J:P9>,FP1-N""9[PE]> MWSFHE\ADC7,U1VL5%1XDPEW"+U8:?"FGFU,G\V%$8=[+U8@M@^@3_%
]2U2R=#+2I M*\8E+VK]FA>&4]Z>+7V&IBV)/8R6V?/R5]=RS]2"<=FS+@CDDIHL,]9FO:-K] MJ]H[43/-BX]/RB&7]L\1KFH7F"F(0VU@MDU OTVG]!ME[@P,#O+8S_C+%HQ'(C!O4
-2O\>A8KF%\+-#^ MNQ!V0&/P1'6]/TCV@8GI1G)T!/M,FWS.&D'/E"E*MF1F4!/^%<-,L,/44Q6_MHILOU%M)!NKOKH(H4N^*3WF\$/W!-UWN]%A/2\=[I=[,+,1^+GZCL4)Y](A9
M;B,KS(;!(DI)\]77E[C\:D0_X3!P=X%&0.6Z*>!OS)/0<":)O#MWIY OD5(= MQ"_*G8Y4CR3OZ:3@ M76##& /6CE?05,>22[*_$OKX\/+B]-XL\#BJ^[-9BO_S0; JH/NB/"IF_E]
M76!=SO=C%]'D*!04@N=H-MHW# +_()=/37$0>>*4$5P]8"+ZK_J@1/1CI6X+)[0]ZX/#=&P&IE*<[/-RY@M MNZ;F:4'BP[K0_V5I4IH(#1A]A/>W9S4-
A"2<\707O=P3.#07UL9>5"KJBGV1 MEN0>(60!/I49"M9W$_.,C'2HAYA!Q**<6(N$ZC.4+5S$6]!L M39P!2R[7L4>@.GE'/"VE]$C:Y[+,(=4TE7(6YDN@O-'AV"!R-25#Y:T@]3KM
MT7RVM,O3Q#3]UCY;K+>N#K/2:5H_B(%(.JNZ9!S!;BHI=.E(H]4U(U 9A$827KP2$@D MI6O9/5INH-R$IRP_'NL=('OR_#KVK<+^P-RG?^%5:? %*DO3W!7I-=;&37X+ ME-XJQ*0]
]8GL>ND1^$3"6PZ=D8064W$ MG.BD(6 ;8SX?KT/?Z2T//11+4M M3O2<3U2/)BIFN(@%+S1EQH8NV;@%&%].Q@+#><9P!HZC9'&SG\JZ;N$#R!S5
MLT"_RG62">':9RQ:)!U4$@CZ3T"6\B3)T .(^%G?(OSWL;C-VA8PC6&YKJZ M'.PL8_]O.H0.!%?CO:FNK(/O\]"LPWZLY5Z6'}+=8[FLYN:]__P5UJKKUX%3Y"(/]"A2K#
M!0*LA5:^MV)!"+*U62\RM_)DH[8H@5]%3..X)S?.+_7;ELQ%@P -_ M?K2MA?]A.UO8I-UN]0#!9_@G9N=+>!/,@VN(CSYO?I54$3CB)].)B"TZ6<0.M%U).$?MGN]IN%U_E
G+!"4YT9-.PZ'G(8$%O6]]\1.WZ(%9]+X9WF,4COVB? MX5>/^A4=-T;&>^-2DR+\CND(D*?<0M\2B&2&AGM:>]]E1@ZUD ;\.87[LS0) MLAQ%A6R7+0<'H\E;G=5QPF]XLZ"Y;(CVL$*
<+M-\2N>-@YAPD05(@+H;C#<M> +8C_M"\A3]XK(X/=Y,F(07,DQ+,6(A?19U]M79?@\Y\(0VUGA"*$3 MJH(8C"B@DPL9&X9\)O76?&[N&N]-CT-
F(7"'>'>=5NYI2S0MHSGK\4G_(/=S0\(ELA,;2.<1 M"-"-]_UCY5K@L71'#.3\\>KN':CM8(6B=[/>G_MF[H+^>=_NLF9]4G3 M%^AI,;]!R$&DIX^&&^!8)^?=*7ICW>EY9R!^&/(?NAWQ
/8.N>=GOB!O#<- MO3?XI7Z*U2:L!Q_FGCE>0,Y&@ ;@9A&_$@'!@+5ELMD=P"] N/Q@E>T"-5'EQM/1#Q:SCQ- M[Q9E]?%Y_#F9$Q![?0W[6\,/EE@#+">-61LD')A-) @GODY7W1-
NH!%;)(S48 M)'V.,=4PUGM:$C)1$VLR&C11.!6?]B!?"]P(99!L!3&P.=_5*)^0>%!]3>PX M7AW>LG(P6,T2'[@>U.> ,BHB>](LB+]'E8V"UV#Y>(Q469#34D$%:C*Z BU MG
%3$9;G/E0B,"2KF?N59M_# <^5,U>X;M7KDA,,0G#^ &6*F&O(@8-4YU1 M A!]AT*=ZR6&C8%[U]-1F'P!F,[1."C"M8_#-ZZBJ9
MQQ\4U7Y(D/9A"VG/@+3W6TA["VD_."!X"VE_8S*7'8BLBV0O@\:O[>_T-W68 MC@*K [3[2ST,.4#-DTWVV?"OYQW)M)G)_HG: D!;/!G]-=P**_NKO6]YTA
M>$:*VXX6'VI98B*YB]!;\G>?(@R71K:R^ LOAK_FU*C,L+EY9>L;$M>R)@S7*]9;E$!Y-/]]^P$G8,UCU< !E:W"9R2A2K0S
ME$=#=)M1N'Q:O>6C#%BOR7O@V6\A*K@Q7IP[CR^EA M_)NPRQ>&<\!Y$-.?U*<0I855K.>TB8HW[OWH)%8RBU'7P[RH!VAXSVC'D'
MY!7P6'IL2$1#2KD' M.%P7!"TK<5CVV\V^KH-#3_85,?!2N"K.E.JX3]3DBUE:#RSML;B. 12!#8 M"%>K!W#NA15S383..5YL<*.]OVB+#*#""A25^ORYSZFU(W!:HRQA#Y2TONCF]
M6]V"%'X#[H9-HLL@NC$KZE0%7L76:5UXF_L5M?63/YAR[^X0S_>:&N MJ6[:3Q0""XCY:"&L#S%6C8*EREAM9:SWKPS:*>%*$FRDF &\]9652=5FA.<[^3)#@6DJY9QTF$HKKL/U_]

M!TZ5@2O*1QX\P4 LI;4$U1::+B'0U9T]-JS*QM!55TM88 5VE\;+'S[RE6+T M42+>V^3(^@4CTPAK9KOQV"\"_9B5C%D8P?'F(9TN]0V).AA$H!MI;OX1%;!D M85XIOLBP0H9?
83!8[QH,;B_>S KV#6[NX[AX/WO/3*:9/.=Y,.W2R_X*=NGK 2@2T3*K0(SJ.+![R/7 RZD(@Q3^0KI9!+YUOE MSDMC>52'Q>"@%>3D,^\1]JOVAA!?$*1LW/G"]])H-
;I5!$F=3!*186$BBO3! ML;(&@!1VK/B"=(XRGJAHB;GU@?HZB)]I\CZ3EUE3BC4E5-,>12=VT+12 MP,LT[80T;=15)TCZ(;_+YF/2OTEZ*O[K$]25QT(C3Z0_[)R/N*+6T$N(.R3D
M"TF]PP GRH.8Y_ M\]1(3:U$X1+$F@)O,6//9"% C7]E)0-J"K-_1(BH/!G\ M HY)0#)H:O&.*,&4HHQIC 5L<'/B"UE"!"#NR,,1\'K1&FT MZH6B3H8#1U"CLZYN&)T$Y>#8/"Q-0 ?
U\YZ#MB-7*[UHLGU++1,LS5(N;@S2 M:$#9_LOBMXH\8E\)F]OPH"A+KJ/(5^4$829]"U$OCRD@E#24HT^F#&0] MRT#6+/=1\,/*HG15ST6VL,)-2P2?
4KD(,H&$MN(]1]DPY@U8)'R=7P5R+/(* ME,>N$+1+45O]B/9^\'S;DFP\U0;Q6/ETQZG(>?@_^4ETON%,(H&H16$(ZK2* MICN+!(6/."@\E-C&$%2#R(6$A1X'3,)\>/"MAQ@,75F)4\[]
'?1"F,_@O'\ MC+J_6E@;Z!C,_V;Z&L$]()3L&3"6,'8]9;Q1(MO@-8@I8_P#0U3T,T%_[854I5#YT=F2F7>!:16M_P0&$.Y:U>&Q M;)*(91.W1PO-JX68&[6(N0S$W*!%S+6(N:V@5X\ MT-
9"\Q]>Z6Y1> 65:85<\K[O^=>>[I-N?YEU9_T^HN!8+!8[8RW10',?]$QT MS24JU-^@H\#Q_Q>9V?Y=V"/0_@K,2XO^X?/%RRM&!V2.$?IZ=HZNO_DF^[(&K ^)IA;)P:C'TY^TCP,
<6:GXK*;8;L?(JF(&)R%NKB@&%(MT8T4OC5.+.9L@RL89./&O')"GP^,M>D*Q%EC]Q MN$7LS$?3PG'>2D"CY*Z!H?FAQ=AG:+U,'_QFSCT#_TNUG/V.H;%_WEG+D-/3
M=,1'8E_I15\1#5YQ9Y-?ZTF'GP49F*SST#8?2I()IWO!6;C)I43O6=*]&?@[MB?]L&TK8*7^5RC&!!)@_/,E*^/,A5ZN%& MTT>? W\%4X'/RG
UL>]XEBPTI)G"GW.QH+]ZU'475HG^3KX_]H6),_;8PDA^ M.?+=B\9%<7PFVX$EAT1MT&?:%/ZF6=&I9$ =1PEH$TG+UNSI=Q\I8#\;?DK M=1@,!+A?P?9'X<[;O
75GA:S&H>#UFK!452;3FW[X0X?;E)^_! MGF%CK5#[AO2SGN,]O!]8W[A@%LA13>@H=P%1U6 J.VEK0;>(Y@EO6NSF/(/[M$VYL,K8Q8;W8R&_4W?<4QF>SHD=SJ?
>Q00Q$_D]6OEI#((\PUO^[Y5VL.9XM8OKY(M2/M=6K:8VU"R8,,C6;#)R66W4V'!WAPE-W>_7E/N#(?Q*I=S<(S<)0]A>'E%C;C"XX
MOZ;XB]]]L=V_T+]VT1W^RP]5]@S!Z],]YXAZTT^WO_]?64;*H*0J9 B+"#C8 M*U!Z.ZN9?348@QL8K$O7M'[5U$%3%(>3,24O.'!"K@OR,M-*;WTZMI<9\-Z MO3QZCO-
ZCOIW3O1(]MQ&!SM>\,B.I"IQ5#BKK#YG(@)GX]E^9OT:L%($FT]' ME$N&NE]L#G-R&5&&<;*X"+>(OR=_F5U?^U%Y$DW(N.;] B-!SAPT.E5$&EK M&AX5H&3<]@3&(C1=F>
(9Q2]1T0%?^M,.7$X9]GK-]_02E9F?"PJ>=IMX XK M4\D5]K "AM #6[!> W=8V:6?OL/T3>ZPT0'=8=-^T1V6$8;G]?]$F\OD@(## M" XD14B5\#Z[V/Y
$ZQ^]QC>YLI@ECQ(O!TG;/O<5"5ZYV]CU&=KAPA(:'F M0H2Q!V#U[/#L13(K__QY2[R6?Y<4MLRXI:/R#2C 2:<-Q.K*#G0F Q.+!)!#0;V
MN84ZCS]7"27'64O1.!HS2P/FBRWUV$L(SAPWHD#$$.@8>7%6,T;NN]+"??O! MHO+\V)(ZLE*$Z5K!<*XLL"=CK>+"+W!.437"\C ?C+O%KLDL;[^_;[P D\,# MW<;'?"5]-
;&XZ3_)M8:K)^8R9SPF,1IA!A%;TO7?B?*4C0!W&\;)QE29S3D] M))MS<'(YWM3FU&(VI[Z9S=G>4+NYH;[QS=$^K'QD__@[KZ]K[Z;=#/I6J$&) MELG4-&*;],0V5=$TD\X&J2=^9O7?
O"LV%G':K>!WWPN"S/A22KT,P:6=7!2$ MEU!-]T>#7P[M)M;*C\]D!#,9762$-_A,SO".16ZXB]P]TW@;+E[**N//<'=\
M^_"G<)IH9NAS984^O_[[G__^!'_X$Z//41W02+#CR3_;I%SA![83A3AV\&[V M/=>>.[#EROT]1Y\PE?+]RLX!5>^81]@>^I^@UWR$'S
MC'\@T,R93QV&"77#6#/8OBESYGP5K/6<8V&H23Q?6G3WN)$+!E)DQY=ZQ"$$ MC'*7"X;OM.?8S)@#J,"38(GZK_*86$X[,7D$?E09F'1423_-%!6DD9-A<@P.7!O+3 H
MGBTM9MMPCY13'EHS<\XB>C98A4'HOU*1,_P"^R4=F2(^RMOC&QKS2] .54C> M38&EGKP#A&\30I2#"-/V6#:%: YW*I]!6E[H4>$_X&Q" HG85E M^
^!P2(R(KHHHXW)GN)PEIXPFA3G@R48INTKI =JB7R*"I8%-7F)FIO+CJ< MLY11Q)__'Q-O8DGG6((V^7@U%H*24=/T0ZAS1&*2,6;60'_@A!7B.N!%^%&W MBOL5M;X*+>H\"=,
GO13:P2E=%Z)A"9J^_#E@C@"]W5-%4]QYSW-9C9M1C#MMZ MS'W68^:+"Y'K9Z0GN6_G+Y6-Z;Q\R^?#M+V%-4*:4: M7$@BKP9B]-,YO!.)-QA!U"H >RXX^Z59#V';'DQAP08W*
[!:F;D,X#GB)UE\ M,<':B]IU'5@B\8MNKD)/_LK'!NOB=]G%'' W%M1SL O]A-^@47D$K0+KWXX? M8.<8 M*]\XT5Y"!;]=Z3L4LZ8!Z>MVP-GI=8W!N+=?Z6M,^64+05WA6V.N-
;Y<:$3L M^)!7L*_2Y]Z'46YQ\C\^;(Y\>_7/?WT-7WNK4#&*]DW-9]RL,=?W.B;>#?= M3A?Q'L;DFZYUK;1?5:60TQ(D$UHM3<$6 6-W?[U]$4O2_V\^+7_5L8[(X4C0
M%CBV,^!8DF=)18Z)7ER<=YY#F]DP+#;F=P[AFKW]WI_27)1@(GAD& ME]?")XZ*@\O]D2TVE2O18U^(42O*)V!#AZRX"3-@6G34;]K;>"!(.#*BL<6" M"/#CZA+YT!!?(RC:X2@X\-
^HMEWB=*3.=&R"V\B2>6]F4Q[]YNY6K. M!AH6#DB0S7W6)]%N2PF<(GR59 W)I-73N 9^IR((C,T?K *E]PX#Y&B M47L8.@K4SYHU\B:89$S#RSLA1?
YN"])X*BAC;0,"5F+G<&[XB-8@72E_5N# ME;VP^%U6*\!H]CCBDO<;A\>"X6"SI@T&([Y/]R\H87_\;A^OR"\SP]?OS@@ MC6"NH\9=XL]6,+D-NYV6R6U+3&
[#_3*Y"9&@HR7EP8"'A&^4V&T+QR?]T/1Z MQP">58&=\CL7)3D#X<)PPW5E<=@[R;3HB .&061$]C+ MB+15#DM;*3HL!Q6=C1XO#WR:5*\5 I%)F!
[5@G%KF;Y>HUO5Q8!=O$,AW! M/"N[%(>-0#GCSL\GE^]6MBB2S,%]5,75U,3-U(\@CXHBR O[NS4__Z_E>Y4O MQWC HC &/#RY/*^#;]F:\SB\11YO$*9O8]5'B!_HC]+1D+57NV$
"3B4*^*4 MCYD>^T6O3/:\:6/0?./1AI"/?2W>=,^+-X'%&QPV7B;]]H\K'R:$+1ZITP$L M%>M4N<>-G';VO)%34%W#_BX=QG.Z@'$&Z/56?:3V]#5K?+#)G MVMOSWG=A[\?
UT^N;HDN.=+4?C<#XF3'DO:IC?=] M'OLGE\/IKIX/TNW[\,Q0/=EVBMW7_;./_UD!<$ON;'2(U:?IUL[6U?18KU7
MU@I^QLYPG@LR<\4X#>CWN?)439209VC;;TK/GKW9'=WDR.]V1Y%OJ=?8S7FV MCTLS%]2*57O%-^D;1+5NY:*N"DSMCD\N^YWR],M:J-0WN5U;,0XJ;Q=51HVF
M6]]P4ACQX2=\CQ*7I5X,&C*&N8%%^+EB%.8&'1#4-U8A1,UV,3 UF!C=80;& M$%5U\5 WX';M/=0>A8&ZQG"4/B82[/AJF:RE*IBL*.I]FA #E/F6;$7KO%[H MK"FQ?$#>]XW,_J=1?
QA#OR:DFWYG/C_#O\!]F1/)&$NC(0,]HX?'<:B,7OH# M\BXC"L!9RU@#,%<'85I_C]I&%UA!FDPD0'!XV.;L+3(BZ_M2]$"Q&?WC'&%X.I;@)Q--Z$E];>N_<;7M5EP6>)L])F?
M$AA=#+1K=H<'+9 M-<.P"?K+=2PF87:=-J[LRK:K3O1YS"*A&;30"<1<1FM$W: MI+>X-9O 0^MMS?A0&:U;QJ ?;)[JOA1B1$D/%7GYCC@QN4D>N9Z.0;#Y".R& M^KB2-
FV_=V9;G=W2G+$.8FI_/[&8YR.FQYD)#TT."9"F90U25OL!\8%?,SG8J;;.?O@]:?'BA<0'#:2 MA2W% =[B!J0:K#ZW*U8)<&=BDW8+E(*_Z*?=RZZ#+PDW"T&2^"_CCE7=>)E
MR6QZ";%TE<=%*>9N9YO0 UTFUDNC6\49YR.;\;*LEH):_T(5UN@D$PJ4W4Y, MI[]1[]\,W
;;CMZ1F5J4;"16QB>F/^=$B0KV"%$A5]1,1SD)/DKKTO96NYFM4MJ[;>UW(JF576]N@$!#!->6;03A+*<3G.(9RJO MV=F^-V$_>U"UIA7[,O>-X3"G[OW(!+YDK3=AT6I&O0Q ,QN3/
*2(UOM,O6R MI>5N1KT,L=X[%Z#Y9M3+EO:@LGH9G5P.C,ZHP?NTLN6YB5U9V98\IXY4/FLF M9#JE <3ZAF)OBX8B8AI+#,4J$RE42O5E=A.\53-]NKA-;JUEV,;ZE2G>+2U@
M,XH7ZOZ,;B>'P*QXB<[>H%A65:4#)%\83@Y4)$O6;A.07B-'>M][B.]I05L MY$@/P%4;C"M<\0=VH+>TH4/-+A>XVD.(W'U>]C#",15+"42[?O@\I-'%X;Q
M\/JWFR\;A5BS@]"9WR\VLP;;,[,&@^KQN*#HSWZ@J9]T'53M:FQ3C-J/OD9_1 M&%712O4K,(YQP\HNF"WM6#,7#&LJT:M@_-1B9SS&?=S/-E:^T\:T4WD-$WZ\
M8U>R79L4US>C)R>MG]RE)]>T8\WHR2E:EG2E2:V6W/HF5M620W3EC3@$#F2B!=9_?5;4H?MX-O!MX/?P^"/)K82]\A/%2R4KD2Z*KMH M*W)?7W'=BS^]09WY!H_9-@U
([;Z$&/8'6,P6<.[JE*!?]2;MKV.(MNVUX<] MA(,,UHEKY.YGNK2M,HM6CK#K=68>]K^%56F"/$4H_[6U*8W#C/[:ARI#7;!S]H MI]?
2NVU*E9L<,]96WBZ0\5FJ9,42HVT4:Y2Q:9M3MM+*'&6"DOG.15GUR"IMU M8+EQ^:]-9:PZWV#-=F?.:DZ-4[:X3#=/2]/VL6]3>I&81G)0(U5;+P2:30JZ MI.@S1N!+@$Z86>C1ZL%D
AM4,9L_C&\8!4Z4PS3@!VA6$+'V6;?H3H[!H>2D.NY]%81@RH]CRWZ#%F:$3 M?T ^>9T9_N'VN/;BU=MVP@;_M/1F4[]YM;]^:.1 /NSGZ@7;ST;>L;OO9.[F7X\9ZT&_K\!>G]\L&
M>\3,Y'M.6(V&A0FK)L*O^Z,K,P]ZVMOPT?(_V>:]F=BA;971U4XGW;8!;21L MC;(]3?;;@/9]-@/YF&N*,+2]:'Y9V&U;,*(0?#%?<3&NW#E?/V7Y"D*#T_ZQ MA_;SR&398PC7?WYU?N$3
M_9W-\R-,LYH7@"T%C?YPM+MNM?M9V"70+ALM[/CDWLP(F*IM$^/RZ3?;LG87Z[;I M0&^X;E,0[U$3*8&M%5!DW@..]6 Z!')9^M["@+BY8I="\=P "1PB.^E,A?4 M4-
2EAEV4]*XU<[!S+M MK8D_R4(ZFE;K#"!E<+<\9[FSTO4H_*H_+#>) MFR_HRTSAZWK-WU#I[O?.U MMZ-T!/VBV\F?,[7S-?[;=N%ZOH++_'_>6_=A!F#H?#;Y'_S@_W2+T10Y7U>
M$OUN=]RVQ]Y)>^SL;3'_N2!P?:-\I]H.'"@_;6_L8IP2KE$N#JG?I>[S![\X M63BD8@[4$@X_/,2C2M?;$;WNEOGGC7+P-P/^@_#)W)#$45_<(I1VWB:[Q1ZUV*,6 M>[0-[-$H!
[]2&%'KC=5(3:=6H :OEALW@/L'V1_^FC.+5=G*,$VG*$Z#?.F= MCM%A_Y]F0*@S[MX&XZ;>6%80?C5#ZRY$&,(7RT?9_"=3SN2\ITQE"<9]?"Y@
MHZ9S#3_K@>7:GH\CI[U&+>UZH67H\Y6E%]WNO=XH/J,YC.O\":M<<2KG<_/U M'!DTSBVW>')_F.'*M\/7]_#]^)#AWK]:^K:C#^E.3/5^V!&,:]V. MO*--^0S[4
UD,D;C]G1RY#1PT6GK;>LFQ#XUSW6UG"9A%DZ$Q]"HW3$Z+>?" M^60%P2_ZGRYGQK#FS.2<@_]:D5K@$;X)<24&YVTN"]25NX]7[-J@H((%V/; M*0>'UF*.?
WM;M]5TZ83=IC79Z;OOZ(_^8S)A]T! M[S8Z8M>1:8%;6&V7L)Y[:/2FFP(G]]%8FPCY6HLU.+D<82_(Y M_(,[VO!U!K[(R&Z)^S3H[\E]FF!OZ,$4[L4,U^D##-)[J?BQOW?E?^]@Q(W
M_!R]$^>Z>]G'V[>?SHSD,*+'!_=!^< XV1UICK8K\^Q?Y'1$>CG"L[5 M8+AEYVH"_N_5]ZE4[POLG"3OM7.U>=@$UP&V?:\W+6:[L2RAD&YW79PM\Q@ MDUNF_C)-Z2@?!
(0[Q_B)_YZ'OL5K6PC17,M$'D\K[V@6],O<"A/+B?YG/9F#I5W <+)1#0Y]319C4.CVF=6(^=??E2LB3H=!;X0L*B:]54$?@ MOVW0+D$(]P<_=C1&]4DW_
-2/(],/Q_EI8+U'5):V+VA@]RG+QHA1*C9X=VL MQAG[5>7(B!"%54 2\"_;>8)C%*SI\QG^"G0/Z[@]W?>S+;"5T/]>/?.P*H1 MT(%P6\4EXQV*Y8UX8R1N*."KY=
(A:85!W(.TZ0O;#T+E]]3S7 P6^4VLT,N3 M;$,C6CP]=?&RI?0C/?Y.?7QR9%+DX^/.&BY^*OU$37Z'7?"Q5Z?6@1UY>:CE MJ'E3/]RN@6&
FGNV\6;FQR_Q,#YF_.23"5]:FGZH\.8HMP#L\G^LP/;M#859 MK%Y_5.I"QXXISO0^9:B7](?$86?E_OK+HSU]3%ZS&OY.W*)@UL)7R1"WQ--B MJS;.!]9Y)=\51'H55<2+IP<6: &TB\4#
O(8%'NYW&*;;@B-9M=C#L%O5&]!:V=MPJ#$!82],_B KCS",O EE_]6.S]6:P" MWQTPE.X>S1A5&0FS[N9N(V /A%?D!"%T3*1&^SCS#9TK1>0 M:G,%MX)/]/N-B0S\
<4GZ'\4:1&WVE[AVN"QJL*___GO3W#B9A?9XU<&H"4&$,TE?907M@-O>;%# MJNO/UK,Y)U,=3!?3?Z41[JP%911[SWKPG$-
YCYICVS'4CLNQT#Q/ZR8'GP\KG0KP(R)/28(2$4C]8X&C%- MY@2>HKU,+#Y6F^SRXX-/72VY.8IQQ)!QN99HI&YW@P[$<3]=F7YT2K_X]LS* MU4Q?
X$,9)W)\@\6;0R)""T9;R"\"LKQRJ2NQU%AD\GKN M6K+EI>=N!8ZYI?3]44&7$Q,&F0(M%@S^NLSA1U&WP#^7#8 MXL5UH*R&AW_H=-#AVJ^\LFW@,\M[&
<8A&_293,W7\'[>G]RYC:<:]"ZXF1K MP0J40S2XR+?(N.=?3'PFRH.R^;#3+]]*_;\.!>'%!@.?20NZ>5(>E($M02-X M6-4+PW&QSAP^J+%
(FBCB#Q]];_7P;/"K$=T,"B>FROU5%V!+%%U[,TU%RZ]M M3Z$.HU>WTVDIO3(HO28MI=>.*+WV?1Z/A^"]I>IZ8S('OLGZ3*EU52=L:O' M+)H*S%Y'L%
(B)B(,@7C\.:^I1T#/<]8^>-.N<]WZMSHR5#EZK,6=H$0M),^.O?'5;V\88L^DXS;!-A8 M T(Q$3T:V$W=<=^LD/2I7%%\$@9)-V[#TTPDN;D\E @ZM%S,#P'_*]9O.;
M/'UG9:/T*^$#8B\+%;D!)P-V%"#*%O)HRA:Y-9%;AS]$>=!/E/_?:0_I0*\!? 9/@[_GA$F MQC_[UA.L+:[R3]T1"]&0.5R0PI.&@#_19>:*_ITH)EV8XHZK,KR> ABP72=
M_K0*5P1&86/&=#9?K&2N63C"%TFGDV)>XM-S"R\ADB#RDY5EX>X[B)C#^R(5 MK5")*AFNVZKI[WC%;;3@7\1Z5],AA(0H5"*E&QI4W-$ZJU#M)[5%8+?D'1O" M-T^\L^I]"8K\
MXGJAT$OZO;U8^3,F7X2E$AD7),9@O[ZW9N8] (4DXCCX_2?+"BEC,;<69 IQ MO0/_]NUG^.*S!8IBH2_@G(B--7CNXNKN6I]TAQB9=ZT08^8ARSO#L,7S[S%(
MI&A;H(_;+.Z.4!B1#C.=U_]R.U><+\K)]Y"$*^59SLKVST8=\Z"'?R^5^UK M'3(GD(N5'3S2YTW65QE^I2$8)+]ª+O0_$X\Z'W3,.0=@ZD_>G&4X2 1].@:1
MEL0P\QRA5;YNX66..2%X,F$&02Q13F-?YY*=!.$7:.K?Z :PXFWQ$>;06W M[H?8]QDA;K5;"RL&+PKL7I8S4[0OZ4)[4 I GQT:K(_L*T?48V)%*]3&X) M
A1:TFX8535*N//(KX>XPZE;]$ M6CXS::_V&0?\]0&5QMY@MX]^-W =.XL]'9:G,[>!DV7F%8C]F1R)TMXJZBT
MT>>P]$<+#"5R_J+LO4S(\8]9D0ZHDYY>A^;@*6=AE.LL;)F9Z#C:L#QOO 99 M22,NP'@3%T#UK/ITN>(O@ZAH3"ZBQY=^4W^!NRM6@T$K&CU!C4"PTHX,@R$F MV=)?*0#"M-
I_QY4[O7$#*$%VEQ3!!*5$2+5$[H"6"1S,_Q04 0??9<253NTS M-?9E?:<#LG:3ITS+-:BXK2+'4F9@X3MM9EY1160]2E-P K7D&!,.?ZFAK,=K M F&JZ>H"_J5>=U(:V,G5U0RW
0L'*U"\V F3J:P(RM>AR?K<9(/=T0!* 9E: M$X!,RE0D;8[4NL:@F:F_:DU!,Q5%)(I+(XCLB4I51^[M+1'#&+$P9I/YE\6 M(@O-X%%?F]IT<>7H],J5E?
%C63,@H5;=B6(D<6BU9&+0VM3R4[N$3EKXE5E>UP4_Y4E,5+M9 L2")^&24 MRS!].["H.A#C!KB-O#)2(N%GK.(_PC4^]4);%HC#,X]!8CH3\-4E#S20+?/,
MQS6W%B8]TX>/S*TG%MWSV2E7]P#A-PEX0%0!I9]2V12>2.36L_,6\XZ"+[F+ M>W96!FN,ZK]8Z<8@#!FHQ2]).0C3X]7.]'A*WA'-5-F8O*H!_A;=(!(,(3%H M#?
$#C[/GRED;:*\4:,]?/SGBN58VXM.U<[3Q+9>FO34@DEZKM'CIQ&+LM=P MTE.9]UE>SD/;4SWGO]H]:E,+5W"T$S20T\E/8R4&\#)SX@5!W"T=(8,MGIAV6'T57&N,;1'@?
+$2TE4J.T; Q(7%GAT MVP*/C */:5O@<1@%'F\.U7\$]1=M)D=221+ES]99N3.E M+"3#!E4#2^G(;H]54M(*:PU*!\6K8P4?WSSQMLI.W;!*FH!GV(I#Y6CR495X M//$7-
VCKQFGCRU+1C"]8%]J)RJAG]HV)#W4C5O93,I+N#1Y7+NW1BKDIP$5\ MMKU5X.1)N+%>RC25BJB=,HTO;1U\R\9"LG\E&E$64YBM9U9*A&'G1M+D5#]! MFS K-U-
TU,O/N@H,4!NIWL&@WU/F@@(RR(,J,U;5),%"+YY $O A]J2\K1MC&^+*84' JTI=7O7<67RRAU#$V>_"56Y,)R-C.LS@\I0:6%-L
ME6Q&$2)R23&2I)A=*NB>07W"UO5I<3I5:'Z2&O[,4AK(A8[YG=.W!A,6S5E M\]X$[OY5)%>#&I'>?A]4[$6ZR8LLR((+Y!\FF/I^*YWOE/$R0\%W'%G$N(T9 M-@0I]6,3UQ)FH](S?
]&_C_*X.=I0B_R"-;3A:/_;D$H>1KO0AANV#-R"-D3< ML=&?CHU^1H\HQ1XMTX9:<]IP?'C:$'O57'0G:6UX9*;-4=IC0\FF77TWW+SAU M;,E&X:"+Z 90]12?E6?+-=WP/:':*,,?"0&X-
T>CK5!?VRR5&K V"""LW0%)T MY,&.@ 4)/*6 /U':#-0]:&%F T.?]U8^@1GLN6VB]XS@CM!V&):@C8>Z46 MU])Y01S;3\/H#O!UI HP"&4M3_JS9! &+W %
[!0A<^)T2@R(@%BP[X'_>@B MZ4!Z8G]#()1+H$8[#,)3D"*4;#C:GH-M:A[1Y$+#+A>M_MEEN1@> =D5@Q#. M6$=/?!U@B#]VI9B9AD Z6D_XC^@PLH*P)\8$H,(.^VH\.V I>M-
U$4H8<& Q M)N\E@AC5A(?I12?MBL4"D<]"ZG146H,P4V?@&N$#7 M)RCE,; M\V_'-GN98E+/,GL^\\ ?6P;P>O&3_!,_ M,&F-/%?3S!+]_2@]Y]I9=G=[5G]?'V?]IUHHH?
S#4:=[,X7>LM=3N74/MOB M/+8\>'M!XT6(:!*+G; 3$,+/L=ZB=91(-]*#*>4KA?0'!]$<$C(A'<*OBW]FW MU.\PREF.YJ-Q+,T@0#\,M0P,7 4<.-2-XFXOSFW @.]]STO$3DYNZ3]0<
M#H\8;P^W/4W5]H16I=15*<>L4Q;@%!2$944<"A['?U^%=CD2!"%M;D(K6RB M-5-?P-$U><<%(0[(29A'2X^R_NZ@2SO[A/E:!.(F/SF["P=Q6\&]U$;^=C#H
MJT!3:]F^6ABMF84L(]\4<:@5[.G]<]C0]]4#]HC]CEC].E:AF?/46(&IK-R) M>!]%B9S:[R(FI*QV+E'FU4>Y3I9^52_;T\]G6E+MKTZ %W+6GHC&ZM4\/5::
MUIZ(W41D;K@F:H;Q.VY3B(4'WKI(Z8ONQ)RE5?L]KMRSI3TXN MT[F;";ASE>O'25]^_@%:PB/D/A6AXF.]CBA'V)?+.GY2ID M?U1C=Z;@+_?]GV#I%1HT7-TO> M6YS=F.>?
E;@@"\U3I7>TDA<:3.+%8H"\8>0.6-_B@+7B,1(I@?R^.'+QE(.Y M"CTT^F?$TPNV&\A"0!Y^=ZC*MB1.5@K-<90"]5X+VTCV?72=9.&N<%[_0&R<#6W1KPT5K0T3O*-2X\2"!DX
M$BK/>$J+Y%FT@]1742[P-FP"!7H>,*Y7<< U\39Y.&1]]@6[3&7DY^#>F@XS MFE/9E9I3"?X>M3N55MJ="A.2FW6CTA/=J-I\X/[]L>+6&5ON$J;%Z336[1*V M)E^*P@_+2:.'[K2M-
#E%F]K37N=MM*TK31M*TW;2M,W(7.;59H.*E:;]H^A MTA2Z]45S#I&;X$\7?(37CM)\H1=#6E+X-84T%IU1).F(*X.SH?O.'MGOSM M:N.]\4EH/(UAU)2!;'F;E[('T-8/S+'-
S!.THP$B^"?IH,0 M+!T;3B3[!]]@"]MQRY^+?,^_IWF;$V+PD1_]L&*#IQ]E_I[$7VH$U(H+>68 MQ&0F+3&1O"Z/!;/9GH+#.06+E>.<@\]TP>[1"]138Y!ZX%O,4*(G,&&8I:H>W
MS,*BD#85CF)ZD]X.GC.A*@^PR44B.^NN2*1]+@I.PW'>&0<_Z"^"[T]B4"PF$WRA^G#]1]Q,!07-6;F22-#-;,8$3S&,2@]%12& MN3]$Q'/7%VE-S)R'& MQ@*D2)A_ZO8B8B2Q-
K*>NEC,-9Z1M+XCZ2IGW7KP+3/D^$W?#I]R^G]F=P<=F?X$>?G+"D5]D[9,S23%D8)7\G1K?\#"L*VD>NH(1+(A
M17&6E)R9Q2$+3'E$A$G1Z_3$ZU*]A8_LW!SE8:\&1HVC+:/4)^RP]Z+V E=Z M=J^6^(DR6H'->*)+R1/J\$4,NB>7@R*VZ%BDZ33T'BP*->$=2.6]1=@@_*3E MN6Q>##+X2
MB;@HF51WS7Y)52=4.S YZ)\]<3L<9DA)'GVB*\JZ$/GE5P2=Z8^_3;0WPR7&H MKK>@;XO!)NLHW%KD@?W>P:A?["I?PFL4\3K$U;^^#?5;LG#]#1=N&[IV6$DQ
MZ0G%I.U),:50<5]KF/:;]^F>_]LR?>W*@6/C8HZ090/@/+19G)V0]=3"_PZ[MW48OIE"3*8&%A]=,=&A]*C),LFCH,1:->%S@?H6 >$2LL]^*CL_WH);S-06O
MH\@P5I1]!SOF>H\NAAU#112K*EZ!KZ= QE+T-,()%2,G^<$_;8!&+?K%5 MO)E^C/+Q?+3!&*1G%GL_JOV?2)AF<9BG]]>WNA8,]]R2L]PP&\\,)?]^M8#^_9@RTH,1/HAR)U[-
MU!HU^QOTS4++*D"+<>;$ZPEB5SM"(81B!_4&UH$L[Q,(B>@R4VBYXBYQH6F)*S [Z-@B--K<] 'F MIM%%]]0[+D-3'*=$'_R@<7\B^]=A)=+]BU9?K*,O(M=EZUJAQ46]75F:='[6
ME&#Z5N/A%1)U*>G-*Z]](\55A=6U_;:Z-J.ZMMM6UQY&=>UQ%KWNK#]XK:YM MJVNW75T[K%A=.SB2ZMIWEFLM;&R5H=V^N @*L)?Z)_O)#FEUVK!F [E:"2:3
M*OPM;33!T6(O#$XL M_&_H^7)4UH_]>BBOR(_XJ:YYG+I0.. !ZW&?G6!"P'6SV8BX7MH#T;"([9 M,TZ,R1&M /BG],H0RC@O;4%L2E.;$H_5>K+0
MLG19#7K&DK,*X;MH$,0/IU&2'<;%MA#="2I4&G7)G> KQCT)&!$%R3Q]U7:> MV5<]-']-&ZL^IZC1YD"_2OZD*W6WE$RRM72I4PL7I=5E1HJ"<;]U$TDY@N:K*D
MF1FQLI$\;>GX*ZF90OP*FGH?;T*'<,HT+^:Z,XQGY=T"7]:H)/C:?]L MT&0*P#S\E\SWB)6@D,C>]Q,'! 'N,O$E4:K ($-Z(*H884(AG$+T+>T0M+ ML1V;5;(4MZ!.Q;-3TZ@',)R?
Q&>O"3,YU5/[0],1DBZHYJC@"2B@PS^-9!@_65!B)>'O MU(9#IN;*$-X08QJ"\]%CRXD.M$W(_@\ZS^0K55X-.2:E@<^+!6&U)H=" M'D/]G F!E/Z]J-
9$K'+K]MWWMY]E1.L)E(/%Z+1+O(!X$3%F"YQK M@7,M<*X"W]$*$X]$@W+&V !Q:\N42ZL MC*"@!"V55?*K?8;S7 ;P'/&3+&N98%5+[8H9K#SYA>@HY.J\=/O%][[++9.":
M*JB481J$IRG.8P\PPB/,N)GCUJ+KR_+^6]Y4<45G_MW"^@\]CV3B[/4Y7,15-@LU26A&IILTI_I9?X3J7-':*-K,>&9GI^^AU)AA:"K>W?W+9 M[60SM.2N7]G*5-_Q.@;G53Q70^\=G8
M2!87]68-(X&G%FWKX.2RUS6&D_)=32_"V>.G-QW06\%#36=3GW.>%]Q'NZ.? MCW]WU"/X)_P1@XC_M225S1<6+/QLA37W$.RQ[]C2R6Q@#YLYB5_N6> KX5E
ML5;IDF=LY@7H4A[Q1C,H^D<08YC/-4XGL;GY>PDF[[CH]68KRS]5YT;P1YG!X5$2*CZU5OG.=6NX^X&#[]NX:*N"$@F+-3R]XQZ*
<)9"]L^G[NYLA(=BW2Z;M(#\8%!_XTZ!K M] =#_3OE4G>WK!^V]!]6,]XG)Y?#B3$:FF_U]BSI]),_6A)61#@IA6]KG]I MUU]C>Z@"+)K0E3N/F,,$1V?-3A@-C,#R:>[E5]\W*5+/]?
M0A.V\Z'>U7 MWZ^MS7L#T.;3#&W>VZLV[PUVK,U'W9/+4=?H=KH[T^;-6.V'JN]'Z'O1SW8 MUA$L9FN\'[PV7T=B&M;F_9/+7L<8#/K'8[WG#:B'2?]3FK=!WYAV1AF70;]L

|+$]"-0:R/GG]].F^C)HP+":2F24$!$% MUMG[E]'S!T<=E7-R'8ND[+O#ZQT_!-(E(N*<2 -151]Z$CQNGP>5AQSY6!8[M,)L)0\H0WB1^ES@(9XZ*Q8-B>DR-]ACVV^GAET>(>@?1Z$J-
WG]@2SE3@'JI M17#8S2PS9XW<.O*]49BWS2C_*,O]GA Y^8WTK^34US],SXI37G;3&;N MQ9,C^L;5Y)KU5EVS]G##L^N8TC"6%_.D?T]5%C.K%:?GQ#/5V7Z6ZU ?G9Q.
M3R2Y2J=*)7;,[8Y'=G0>W=E]$:K8XC_H)*&/G/>X45D0:[-XW;=W_SB?9GE& M)@;?47MN3_8QD\N4#YI=2$P =61P8#6TXVYFI"]3QY94NG>D2]D$.;W],1#/
MQGE7'GV*H#:IWJ'4O*9AM8S?SN[.+LX,EH7F>ZMNU2F]N*%?!R M8STV9V,MQD&(&34\]4:=J.%9IXC_Y"AP,!Z$;)K_0HIC)#W!R3WL/[TGU[CT

```
[H8;_!46O(O/BGW6@&6C64R%;S;I9;>_\>-;.S@"PCNKX%*@%:O54NV^L MJMEHM;4"\&[J'H#=PVO$7]&&(X&WK.@I_4]W^BFG58)4==/ MU-]\<'Z\B)KC.T!\"?2]/A:<\+3Z./E
S7'M*"QL'IHVV/WLFQ]<25I=CGX#\A1;A]=2T M95]B_%50,@(2/OH:O2N@3?Z]=%HRQJZCUA#(#Y<,I\>O_'9:;3>;[5*GU;8^ MO)U=>]? "FMU)B($1S_!65TZHS_U #E #I K/M$ .4
.D-.(>H <( ?(%9]H M@!P@!\AI1#U #I #Y(I/M/U";DT\VTK<^KNPAG_VX/QF(QFEU-!+"06\F M@MT]ESI5K0+8D):CE!8H:$ .D /D\B9:KC9!I1@V@74$-@&ZE4!['\)OVT#$; M#K@#
[K0@(7 'W %WFA -N /N\N:D!"X ^Z .TV(!MP!=_ES%;@# M[H [34@(W %WP)TF1 /N@+0\N0K=)?GI"."\@=&'+K>D[5B]'#4_6B:E6U5.;H1_6]A6]'2>[I1:JZ M3*06LN!K4IX@2Y
EV$2PB0I$-$ .D /D-*(>( ?( 7+%)QH@!\@!(3#9 #Y YC@'R!4.EJM7M M5[$=V$'@!)VNS:\Y[_U['(1\IYIL;_MR5]MZ[5-IUW3];@MQ>8WB4BF&N#2. M05S0_@/]X]CA4AX[I9< =<*
<%"8$IX ZXTX1HP!UPES]7@3O@#KC3A(3 '7 ' MW&E"- . N,N?]\ =< ?<:4)"X ZX ^XT(1IP!]SESU7@IBC:?^PSD^+NR?:% MX8O1V.!^V8& S!Z9S+Y9DY-
53N9D7=]\VB@IZR[TNG]^G8"G=SGV";@J2TLB M*YAD9-%[ MK@WTNGB=2L(/L,CNK6>I85;/1K.B4H/4SY.;(Y ;)YH <( ?( MY4TT0
Z0.RK(K;%'&X>S1U>:H2UEAK;.IFA$)E7+S(;EM7.2\RYV_L]0L>? ME9W?[<%8I"NN:9 M8=XJ;9 .N-." MA, =< ?<:4(TX ZXRY^KP!UP!]QI0D+@#K@#[C0A&G 'W.7/5> .N /N-"$A
M< ?< 7>:$ VX ^[RYRIP=Q1-5.8)-LVM4"MZ9UBC<+\)%S$%@V&[/ MZ'K#D2^>A!LXWX3]<598+-E3,57 @^?WA#]9Y]P.EIH"(VV4#A ML]R60K_P) >X 6Z &^ &N %N@!O@+@C)
6Z &^ &N %N@!O@!K@+0G* &^ & MN %N@!O@!K@!]H*0'.!^#>!>UR6]F:%+U&WX)/R+Y-7YM=OUAN*S%P0W(KSM MW]L_-FP/994Z]=;.^T,=6D S-
HV";$(V63;KQ9+-2]G3-.F_$$^()33*E>* M)9[54]=EE]N![ZZ8KWBB,Q0RC_/0/,@\!N[RYBIP!IP!=YJ0$+@#[H [38@& MW %W^7,5N /N@#M-2 C<-7? G29$ ^Z
N_RY"MP!=\"=)B0$]H [X$X3H@%W MNG6&>O &O:VS3?:98_'1'MAN5\B-V*'QJ^UWGXR]91J5B@?"#][_&3OB > M@ ?
@-0/\FNN"=@[7!8U2I]TP*ZTR[@P@G+G3O+C";95S$,YF[6.9]>]&3V3+&MOPIFB65*+I+3<-&OU#=LE%55.5[,.AY\KU!YR 8SBR4Y01>H88C@;>LZ"G]3W?Z'K#D7 #FS-[(.I'
M)NIKTK]JF1]0,:Q4_['+L4\X_D)K\']J+QFM4/XJ2-F.K%4NX:D$'\NE00]X#'0%#P+ M= 0, <,"T!$P! P+0$? $#"$5ZP=T7*-F->R%D(O!LQ_MP=CL1@O7]%;I%6V
M2AVKNF"?G\)S'EH;6EL;.@*&@"&,!^V(EJOQ4"^&\5 Y!N.!C5.@/HY-?>B8 MF ?< 7=:D!"X ^Z .TV(!MP!=_ES%;@#[H [34@(W %WP)TF1 /N@+0\N0K< M 7? G28D!.Z
.^!.$Z(!=\!=_EP%[M X96>-4U2O%)>($G!]C]>/_A4Z#P-A M],1#"'D_,GG/K7O*Q01GM_V+*Z .^!.$O("=| =<*<)T8 [X"Y_K@)W:,.RTS8L MCAL*7P2AH7)^T(2E2+)TX"2OA@9-
6!]E3K/:TCS3"[*DORQIWIL D /DBD8] M0 Z0VRWU4!!S /*A( 8P+ #Y $/ L #D PP!PP*0#S $# M /L 07O'Q><5K MXNC-8A=+-TN=8VMA#ET.7:X-'0%#P!
FA79$R]6D:!?;I&CI;U*@^PJ4RK$I M%1VS^X [X$X+$@WP!UPIPG1@#O@+G^N G? '7"G"0F!.^ .N-.$:, =<)<_ M5X$[X ZXTX2$P!UP!]QI0C3@#KC+GZO ';]O;$S#KR((?:
<;BI[<0U?.D!"X ^Z .TV(!MP!=_ES%;@[BA8O^\RD4)TU. ^G+YQ0]""S M1R:S:RH@K.K>VK7(/S_;@>A=)-H!?8]1EFSBLE@9L:2;"RVU8S7,5D.KZ5PH MD#@VB=*\Q0$@!\@5C7]
'""W6^JAAN4 Y$,-"V!8 /(!AH!A <@'& *&!2 ? M8 @8%H!\@"&\XN/SBM=%TVM[*G!.&TM?6?9<*W6]UA$%SZ"H<>UH2-@"!C" MG-".;/F;$_4BFQ-US .N /N-"$A< ?< 7>:$ VX
^[RYRIP!IP!=YJ0$+@#[H [38@&W %W^7,5 MN#N*#BKS!)OF5]@5O3.L4;C?A(L;$\*?K//C@.# ]S4!";^#T-% 1FVR@<(792Z%?>)(#W WP UP M ]P -\ -$Y WP UP ]P -\ -</Z
.^!.$O("=| =<*<)T8 [X"Y_MK@)WP!UPIPD)@3O@#KC3A&C '7"7/U>!.^ .N-.$A, =< ?<:4(TX$ZWWE!I M1_<=O!W41WM@NUTA-V*'QC_'KC"]9=.HE"O5E1#(L*.<9#[M:HN=;
[;/7>O: M>ZS)ZYS)&[N^^;39*$$>%QBH68*3!+%R(B\LD!^830UKESIUTVHWS&]KO%EV M6":AU0,ID$Y(YTO2NB@?"#][_&3OB<:GQGI4SR";F$7.9.\^+6X0'P M #P #\ #\ \ _ _
Z$!^ !^ !> >@ ?@ ?AC /RZIA6-O85/UY? 5ZQ2 MI]$\CD#]ZAX5D$Y(YQ9W&\T<[C8JI4Z[83:LOG'()8Y.".=^A+.5@W!62QW+
MK%=P^0C9S)_F139KVWF;M3624]MMUAJ5XY!3V+80T9V+.+6Z M.^!.$Q("=| =<*<)T8 [X"Y_K@)WP!UPIPD)@3O@#KC3A&C G6X=V+8@V'YS M*RZ\X=!SY?H#SL Q'-
G7R@@I0PQ'^]9T-/ZGF!TO>%(N('-&340]2,3]35Y M75:F=FD,*]4M[7+L$XZ_T?JB1BN4OPK2-E*K-$]=EME]]G[$9L$! *DI MG-2LKCPM//7293X6.*%7[_+I4/NL QT!0\"P '0$#
'# M 1, 0,"T!'P! P M+ = 4/ L !T! P!0\0(M2-:KI'U2M:*Z<7 ^N_V8"P6X^HKFY T2YW*AF-) M"L]X*&TH;6WH"!@"AK =M"-:GK:#50S3H74$I@.Z]T'Y')ORT#%[#[@#[K0@ M(7 'W
%WFA -N /N\N:D!"X ^Z .TV(!MP!=_ES%;@#[H [34@( MW %WP)TF1 /N@+0\N0KBMLA_+#0! 9-8* ^BJ4^=$PR M!.Z .RU("-P!=\"=)D0#[H"[_+D*W %WP)TF) 3N@#O@3A.B 7? 7?
YZ M.^!.$Q("=| =<*<)T8 [X"Y_K@)W1]$$9I^9%*KW!B?B](43BAYD]LAD5O/. M%( <(%?(!%[D/R/_N0!T! P!PP+0$3 $# M 1\ 0,"P '0%#P+ = 0, <," MT!$P! P+0$? $# L !T!0\"P '0$#
%#7-QI1S1T?6&(U\\"3=PO@GYXZRP6+*G8]J !\_O"7^RSH\#@@.OU@B\@=/3 M0$5LLH'"95DMA7[A20YPOP9P[PTK&M = " ?"@7 @' @'PH%P(+R8= ?"@7 @ M'
@'PH%P(!P(+R=:@7 @' @'PH%P(!P(+S+"WWQP?KQS/?>3;W=#Q_O_V7O3 MYK:19%'T.WX%#N_T#3N"5'.G;/E:]DS,IPZ0*$]8!@$V%LF< M7_\RLQ84"(
$5Q$23\3ID4FB4)65^^]98_@!O.\KF_R]-FYU!C739F-G:KGA MWVN-3@T6"*96]/>:\R-ZY\73ANU'#?&+FNE94]A/'#;N+6OV[B9Z8,&5'F>_ M]L;^E'WVP_ +BVXFWZP?-3,
<6W@(6#]$$\)+:F:L.7P#<6C73,?&MSTV.L/S M3]=VT6D-?ODYO>F+]E'HVQ-QGHAS>^(\/R[B[ )QUENM_HD\3^1Y(L]6Z[BH MLX?
4V>UT7AAUGMI(G=*4GX/Q'+_9>>0@/-'="">].>%<1H)WP[H1WSW^K)[P[ MX=T)[RH"PA/>G?#NA'<5 =H)[TYX]_RW>L*[$]Z=\*XB(#SAW0GO3GA7$:"=
M\.Z$=\]_]R>\.^="=">^>!X3'WD:]J%R\Q6R3]EEOW[VC?K5L]:6*A?2#=+98OW;1]I=;[7KO?,U\ MSBT)N1KH]Y%_OC/!P #"\*/'\]5.--=S.XM3.@= I"?B M/!'GL0#^F2ET-
X.73ZC_:E#_1>VBWWXIKM?E[2Y.)'HBT8U"(MUM M&F!L&A(9UBZ&_?]@VWHIQ'D2HB<*W1N%M@/H2"W+UKU=O/\1* G CT1Z"HM MM_.,6BX(\(M6NUWO#5X,L9Y4W1.=
[H5.N\])I^W:1,M;[Y?/U"L@/#KT$T/0 M\8MYACYN/T<67.;%+[;S>&'\\C/^SR^S-.]TFJO196H%]P[LN3G[88+&\ A_XO:-EKX\<3Q+&_LP-(A
M!!],8=OAV8%@])\XC)S)_!!W:.S]"!E8_4^C87YRF&N_.V^M>V"<=^ROF"EC MW&MK^-[\[^7&^+?9:(@G2?KPA^$_U MC0Z>16CU=ML.V<[=-V?&OKQY<'?F]_E,SCR96"-G/%
[\POP9PZ<+SY"H3/0 MG_I9/D8 0O ]T!2!.A0PZ\_&B(%4@(5G!/42X-.!(THL?H6[T2]>ZDL@6_S M0J;_#F@+0.XZ'I/%%:M!"E2,?!?I\PHE&O#;DI/IP$ H)9A2>7]L"_]973Q
MI=__/=GX_K+%7#%T47A2>@_%ND+G_YHMD@86A?5.>;5S9F\^.7;T@.]H_E2>5RNA"IL9P[OHN.]K"^5]^55[V8]\W%[E\KC+ MS896KM&0>E]]#W2O,$8FB7T#0F_#;O]"\R-
(/ON74? S MO%C5Z9F=9GT'1\DIH5P%XP(XYAQLU2UDX=BN+5DN3S];#FXP(9OM[B[_5(%S M=IX"0H/4KNXLL('<^+Z3Z$Y"?RIZ<\8:G-@3*$E_^A$#@O?R5VO MC"=2SY
MY[I/ESWS9L7!Z2+>YEFKW7,\Q20'_9_R_!%?6&2Z?A@N7]EDK3_EX]?BK_*6 M_EO!FL.?,L=[NX%X M.-W_1]15=+M%E_N!S>]'"'7+$F&"XF=;4AW?\EW_?LS0T[EGV.Q+.F'@]]=
MAG]<>O:E=L9R20 ]3 (X;^<%+(X"O?8G:78'PS[!<#C<$H:'Y8I%=/,%>""R M.Y=9(;I]G02/<_>=.,EG/,A'?HXU%8H!VBAYA?TOE#1V!+9SC()NRU$.(2,H MWFMBO Q,^2($
[68^15NSK[23E6.C0UK%[UN7B[U"\7V'<"LUZQ==)HO@_%? MCL!I>>X],F +K M,;L>IF:!4;_;YGQQ=',0\+9K%\-Z?VO]]# 6!U]0]W 439"8\8P#'=X?"N+B M XH,ZT7S/ M&+
_I_('=1C$!42%&R Y[ N+RNDB-;JO]BTO<2@_"^"VM.%W CDPX/OUWGES M<^#M6K[4+]ZG,\!X%)F(]_>^;S\YKEM942'VGYQ]T;]??#L#O)W"X"7;X1/G M!L;_V6!OTN
G5.E^@M@_REI:(!!3@-A4%422!WFBI^EW'T.4:3W.R_11UM, M !N#]]\!)/KO1+>Q0/F+0HI22&WF%$8Z-B95[#A?:Q@#APP4#S#]ZA@TK"]; MNO; JK="]H'Q_[WVY
F_J@.N9Y+T6[6+P2:ZU;$SK\-#LEV[Z/8&1\3<"HCB M-F"@MMC$T?SH@07F. X"U&4Y]ZNLJ9:]4W'4#VS"X(2VB)A<>O8-GON2CEM. M;G7@VXBBZ0=KU0?-
HU>4]^D/6@F4Q"/NUB_/A)O#;@S>D@!"( M'.P\:4+'NI$Y9>M(CT'MHK.1U?"]K]=PN\SN87R AS!'9M8<%"W MW.BB,UAV$88=CK;PO!8! .1#7:'"%CX8LR(:]:G$CPN[+1
MP$$'<[I._]HM( @6=Z^W22CZH"*CH 82#DM1UUG@CUD88N1)$R I4WOQ=2MK M^<7O57];ED6/==8Y//VE=?&UF2S:\"]C].O\>,AOP M3=GL"G#E,&U 5;6MUNHD]"-
G$WN_M6WK[C8H<&AY/3">ZS:=>=05$8. [&#Z!.A)C""'(2F$4T)P<-^RMV9]AF M5]9W+\R$\)M_.8;#!.Q6G._6M;SHTK,_RB.68XA#U)A>E_M^QR \;]8N-]K# M>1;_?
2'17%DS)X)/_@LJ9>A/HB=LWVFS1^;Z! NX@+#";_I=^),Y:[8W)? MMC9RSQQQFD1Q&N26X&H?5RYD =(7>6*$^$#IX7B1Y=U3R50ZZ%M!._Z O'6M
MP+9&+/2\4]L8KH]XE%3,,_V*V*G13AR'IS2Z!6X:T*^]=$8UVZF7R&(WV#$RT6Q!>S M.XP+;)*@46%_RG8 PP3(37+DC\E[4]!-?L.@9AS,835L^#23;LD7]X%LW#--
M0HHZ8RGW;3D$PES+X<[B.556#W=J-FY[+\-2]; 'BK)M:P;FJ2 51I2#FX&? M)/PV-2.&+>R)N+H$\I50^>&-P.UOKUU*R._+"%Q'\A^O1G]4F]DE$ZY=?)Q, MV#BB<"W[,:8&!6: =6-
H5B CKG-VC.';1T [4#7K%,_%+-' &=,4.?C!DB+^_\?DU%_5>?&+2\].?Z#]LIR,QMK?P;9])(\Q MLG6L .^"&#M<4\$3XSMRQH>*IB.28%'/? 6\;BLBNV6!X]O9M.&Q&Z/FH),S
M)_%R5(DQAO-ZJ_\2>WU5\#KZ/$FS?9RM$XZ7-QW59G;+**_*,T;S__Z?\W:K M!9?*[AW/0Z,=TP )59^33)^-2LL1W:!V,>C4-ZOE?WX>V#ENX)Z#GMVLGV^4 M:7GXTLW-)D$>J[^D]
&.J2KC^$Z_#3\O$?;->F+;."-\,\[/L!9_D><7G5V\ M9]WKH\=,VX]'+MN\KJ9XE3)I)9Z^HSEXJM>J#.6:3^F MXW&4!Z0Z0B =U6:>HV%V^20N:L9I\S;:T0,3
AD9VBE_Z]#Y6[6+ZZU:K62$ MWTZ=AL5IZTDS$,?'!PX6[916!=$[=H%]JJLU@2QPC1$/KG9C*P? MFW;:VB]RK^Z" =O_AKO'&RS9[F;8[-0N!KWM@W>% GRI EU*"&3 NN*I?9:_M;
KE;AEN4@H:V[+WXQ561[69(\A@_^)[#:[.)GECGGWJ&/#(?N M4+<#T)T_/^CZNVCN=QS3D580RRP0/?2?F5Z&FZD).[KO015MD/YVTP1W CB, ME-7;PV,:-E)$"-+L
FD^#F++Y=5JBU-6Y0= $,=#'?W6LU+'L)+4L=W$R%T MKM5$N[T].,[$F$/0SS&H8OVER0;[)IY6)=U;_6VB6CL"7!MTL!T1SL\1-B:^ M^,5V'B\,XY>?
\7]_F>DVXCNSU9Q%YC=GRD+S"WLRO_I3RZOS#^KF'0N]W_F"%Y[W+[WQZ8 :S"G\*"<[2B/1]+!+!/E>51(_'[ +C(S IH=FWT MP' .NF?%MD,9 KYGXU G^HL2)BS\6)CH\&
8P0=4QWIV(!A5_8Z3_6=>]#^- MAOG)8:[]SKRU[ME[6.VOF'ECW&@;EODGCM2&O\U&0SQ)7(@_#/^1^^1O;T3^ M[)W9Q_"Q^$ &E>FS_+P8BL/31=7!W]O?IO/ MX,B7@35RQN_-
+\#C.'"^^ B%SKG^U,_R,0(0@E>!I@A4HX!9?S9&##@K+#PC MJ)< GPX<(>-_A;O1+UY&[8$_^P"%9=\!80'(7<=C' G+@!1(&-DF$N<52@$_W'(EWBTQ]-5,!^^=FZJ-YYO]Q\^WAG?
+LQOW^Y_/[A^MO'#^;5 MS9[I2#:%@H'I#]N M 'Z)I_#X.!/%8Z!)SE /#&*V](?>!/>6Y_R7&."5TB'@'Y>>?0N6#*:UX#]O M)I^D4G&G=(H/*MOE&[SO5Q<,&$T]
[791/=T(MCJHP\9XQ?#@TX,S?@"2F[" ZNZ=B3.VO,APIC@/@G,:-*UYNM7B\V(# M,]"/V9D)]A3H8;112IP>O ]AXV!-3?QQ'.+IQ,YE_'+]>RQR_HO_M)TPB&>Y
MVS:LV)F@#QVI@GG88@W6&3"0!)!S%CL<()^#% M4F,,X]G,#WCTU)S&;N1$L2UZM-HQIK2R,/=,!G8 AV\C*YC7LT .YR%P:&Y& MV@QARCU-$VN,HT=@XW6P.76;?L^"L8G12
M2>(&GOJ+HS'- B!_8 MF$U'P%-;G;J!;S\S;SSS9ASYXD/84KN=?BQO71(.)@F'[QXQ!^3#0L?DXR&? MG) !6Z .O"@)7->DF!#:^B&N@7RKW7P/OS4$)ZO31ZWW\JLGMOB)'P?BD[K\
M* [E;Y!KB0\)I/)S>BULSG49IJ,P@%7Z")2S$H4&@M.Q'8NSV&T/=ALXC\DF MA*C2O@..J[-PM5,C][X%(T8V*89%*>E;)]SA#9SP'>3?0S;]+^##P(\CWTLY M^GY.608OU<#!?
SM>S.S+Z.^U/^X2'4+,:07 W()A,X:[5H9*8]S\ Y_[H[7< M0"JW6LKLZ0RK8O:TS\R[> JOF2,.:4 340 #U#A/OCQ M*+H<^7'TFP]@ 6-YS )O?
7PJO6(*I[J];7#J@+H&'<409UGTKRRPHPICD$ 3 M2\4%M\*9-K_KS="M GAQ[1F?V"B(D=& UM$EG49*1#,*+"]T$))"]?A_L3/^ M\\H*;&DVH;C[ I;2@WE)F&.9UA.H5116$
M1O(J\\D"8Q!D,^A6HSG(7-&C"]X$FH%$ %BX@(S]< M0):S BBW)M'V@Z_F!C!]\>L0S3L?3%5IU,*R3JC@K\'M 8 P I5%;)Q#0E" M#S;V C3$47VX^45H()QAXX\./&9(@ =,
.;!F:ES@KD(&.M9]^0-P#N>6G_R MDV-\'4/H=;TH"TQ0'U[P%R '%(#:H?M39&=P9 M0DU0(8(#JBGSR-AV"$ A"Q[Y&4-4Y,= U#[0CCD2;9G"&!Y3.XS'C(U%/LP4+B<
#@C\PT05Q#68%;C$.'J$OV%JB%,(& DG=07MZRXD1 X, MY^%Y%9X+O%ST$J792\CNN9O)P;/A[R=.$$;& D9E=&U=+)S$FY11GEDQ(]ST?3, MO$2W+;"=V(WJAL8I<0>1,Z37(<
M=!7IAO%D@O8!Y\N3V*,#&KD;5>\3TWU1_O&WTJ V8!+,3GR]'MKAK3;Z:*,' MC94X81@3SR&N#5SV*T,W:AH*Y# 1R&9@YP)D,DZ()T*LRX6"-+8I*8_C/)[? M,N]]SNT(2?.]S.6>-5
FT-?W"+!XYHO;CL?(VBI%Z'SV M<$@RR #XS2/3@!4],1=XH0 8;$7XT.D7"L50[*-@R;TB*5$\*?-GU0"$?K" MK%D(X)!_J:\ (EC'13!_7[O02+O'VX[L#3>XF#P<^;.]
M[GK8'PSWM>U\Z:=H-.5VRCJ==GE.16=I+H?,R (&Z#(>5%.:M3ZKDTU +D3$ MUUC!/4 M?M"G8LUXA!W8T8D03X3XL@F1.XEX2HH24*"N4E()7U0P/5$!RH>"JWPJ(N]S$&$<
LGGHAD@'TO7!S4MM-'[_DCTSK"D=?2<@-FV7/<#(VGX?E8Y,U57@0JL:6O MJ29H.F4VRB7ZY:-#EB,YBQHTIS#TXX"[1J131?G%<_WYY#41VJPMD@F6.%G2 MKFQT+RD
(RQ0;/YPT(,+HOEORWM'GZ=+LWOE1ZM]U>[T9O(I]NSP$]PB%5]Z M]*GEWG&1K\KH^LO*Z, &;[7/LFVB3< Y%W=.2,(1XDRG \%\9.U.#KDAWI-Z
8+;Y+@U6>)6$HCSOZ@%.%F,O++TW;)V^Y<*N* M'2(V\Z]IVU,R31">#"&&T7(GY6= =(HIRF>4\5$'=&E%O@H'[JO+&UDUY72^C]EB=B%CD2*"-OAK9XP*L#PE]6DM -
M@@L"VIX:' O!5HMZ,:@O$:A M]G[WZ 54[$N:N+0]WHBZAM\N+V]%,<-;GJLFSI!L6VMZ?V9>DC$#/QGK:9_< MT X-GAWI6E18D9R(8=*!9VG[V@QLKS%1:TW"Z6Q&;Y5(T
+._%W2C'$MD$85 MM)O7^G"&+&<^X4I1NLO:*%8!7+GB$1!#8U[$9B>^'V%WIM2,#T]6\@F[WBY* M+[4\#]O!2;Z=S]H]V\PV@S(2;IBT>T)3?>I$BB\ZX8:,,76T\(SJ?@)TEKCS
M>H;?&N675?! -Q&F&S_XL6NC;P,=WI0*X7O_B3WN&%8)&J7]*48^L%;>PR6_MAZ_",^*9GS SH]5L_'_*-[;,I5&'S;A)ACPS[K#8F9*>"9)R/"B^=^J$U$!6
M"LR[CU=*7L+'OUO!^,%L]T4ZY1NM9)"<)ZF=R@=?AQS;A+=4PM5\[1F4<3!S MO$R"9SW3W6UM:J,"5=VK*(@$.U%BYP%8QZ%F[8;ON53RQ_D7=0.(N1\NXY2D
M/%_ECT0BLDK)H264/ML\GY(3"&ZE8PIGQ+?T,19T6GI%) MQG(##K%:FUHQ/++%%ZLJ DG*Z) 'B&$(B),U[AY43Y[W)5YFB!$^XCON;58_MYU^^6+HK[0/X'K*;R4?8%@;WPK*V?
OJIE$W?:U:!8E%S#"D,HD[Q2HQW8L*% MMUZ!JT,CFUO$*@Q?P#P1U5'9P_Q]DNQHVZJZ_[S*,R9!PEEL&,;3&8\:<9Y) M"6J"-
W&N9UC4UY5S1TJJH4=EA;]4(!+EDJ?!J5*!HF>B3.2^4,U#?44Q86T[ M20F@9Q,/!14SU,OI^$/D.N#<$-3$")43R7C'I-S9#O7P$<%$S))08#KQSUL M7,"'RW]E8Q>NDQRVU&I-
B5RM!UE9#KONNBD>W*\$(6-;PX6CO28>O 7F5.!R MI;D]PU-RK4NRIL3P#=2YA7(G5%GFC>>)\8@J++)*H<_--!>\K!L-%@"(+[$Q M?
8&G%!N^EV+:>@,OG^=+U7655"/%J0PZEDGG>D4L;5WLJ,"=WGA&4B/;E\XB/76'.XXL MRK#F_(1 MIA.J?WQACY9MX;LXQX,-+:/K5K^?:6"#%_;@NS;<'D[:CN:9FTPG5W9K%ZT&
M,.U&JTFJ)OS4I&$79LCQ/HWH*4^86-K4Z"3QH>6F-1GA@R6G+VN#->J8=&0^ M8@+*BKS45C\UEFS-8>7T2MKMK170(+?X=941FHSG9$*W_.MIZ'7 MJUTTSYK-
['@4%',F/9&"F'YHY34T[[#;0X)JA%N(/+R#B&S"@6' &>74V<9H M3M =^=B&!8!I@RDTCOR NJ7!W4M,@AMR0A$HC-$@NN/9>^;@_*S='-3Y3CB^ MB-5!FHJ[R[E>:K*"+A]A?
L%.V-B*X4=OG+C#HB A[1_M.4QQ%&3FQQ&FG5&.8/$:AH"53\80)A:ZV,Q#-/!(2L^7'.X] M' ).471TV['IZ$G/ &%()CXK4E^0O/FQTC3 ^^+!*\0[).N1Z\ZL.34\G:.V
M0N9O@2H3UJF1"4_T9M[7YE8H/%AB6N@HF M7* <%7B[G6*0HJ!1]U' "P7,<3,J\3>7$O'5-"@)WAH3EO#<88M&' &2N.+H M/+HO4%(X0C2@4K!F<0?8GX8K\ZK4@-
++/R:2I=R2%$2Z6 M4Z Q(?:;HVOQHW%7-X>H[3PZJO!78RX2Z 60"&$@RW4">UYF^"1R^J\G^_, MG (??A;01CUV@V9/Z[ J+OT;/R?CTE;E*\,NS,C
M9N1_SW79LCZ<;=Z1LG_.*Q%A!_L'CU(W\+_F1[W9#.!VD$XF MT.T(@RN 6'@$([>+$?#.*8\>"L\1+Y##WN78T'&U;8Z^SE M.G3VC82=72)A);P[R9EX7T-<#C,)HE2
MF9*RLP@*>*X88]':G)'_8$392?#Z42R;Z8DUPKIQK=7[W %\0U.?M1&J/)7K MNYM0&=G";G+ =KOG+)H'G'#,@="O7WB$/.N0WQ%A5 "7,82J4))43'Y&FKS?)FK4J'Z"$0D6*36 M%
68/+6E;@!*JW00V1\]\M$='\4!3]&#%8-[AO-=35!LL=2LKKM2RK7?@&=S(/=/I3BC:8&5&8VKS"1MP$#0 "BQJ<6CC8(# YGRL(,WI MITH!"-A#R!V#"K#HW.#?*K!BDR/9MD\:2]
(CHN6_J7$HF/ =!&"8A7A#L/#] M_,S\UX/C)D^3W9#]>2#0EO?B"ZB!H7 -\EP?Q87@8;"W4DY-@T\1"646#K?I MI$UBW6/Q7\3YG!VSQ-I,CH[]/>73U^0+3 X$W8S::=5%9WY: ME^?
9(:2E/UB^>(P!-JW8I ZVU;UU+W]&[@>NM:(VJMHER*49UZ?IG&(7*A0J M:OZP2Q#8A??4/>->X;D(9_!R#UI UW?)>9S,;1,3V^JD(O*ZD C.0CF(N#EN MBNI!IWM&S3H-,8S)G#"L+
[E*Z8)*#U0SY93R://.1ZD(N@1"QA0VT3A PP#M M8-T"%K$2^9X7:Z2NE9=SRS'O5F"\YR2A=),4G3762TF*3B7\.2 IQ &-Y(2F M=L17(BQV@T?"*;T%'E8 9311I$6=U<3.
[#A,;4N@#$>70HYB\?X(@"$FN>(0SZ1W,;!BV)[I MHH-%=5Y&>:IF?&H;HLQP[AB@<0B6:T0 L3/S&IOIT;RQ>EJZT-A9G7&+S9$+ M**9T="Z_7!PC,P[F5*K^)YN3\'O$>X
EQ:83P89.%,MQ::?,&C\8NH3#:LIX MO##$-8'6=\]U_F1"E7 +AZRFD[QHJZGAK#,Q_D\>2-VTH39NBLR%97O+#8JG MKY86$WFMY'K3UL/QK!BY9K+75\ CWV+&2U@W$*?@H:
<'^%:KO_\18<-KZK3[ MR")-I(K-I(8A: -F0T+2)'V6N:(00>A@6.3 [(;K^[/D"6#CV=$Y4*1@&5/ M'<\AKY8?*/2G,4&\^R+I"W!?85&3J&]X6*'?:Q>0OKF0,="S9#(1 ='@A* H M$-
^-6)2";%J/$1H+9C3@;E!Y0\_6#+W^2"32^\A=A3_;;.0(#3 .DZ)5;?TS M0ZB8XA5B/^'B[^KKG)SF]OCDI#0Y_<&MZ-3H ;ACP5OXD3+\3. SKXT)!#6\
M6/UJ#Y*PLZ4DK(3RA,AK8,P+E2'EZ78"Z2O'R=&*!@C7,$DQU]$(2@%"0>B M^R(O,%0Y:_<^+QX59B-^-A<](^E ,6X[3+S?ACP(#N2EW\/J/O8P#'/FXDT0 M;L)!/A/);RJ*DF?
U+9P'!.T$)U8E!H\P! ^]I 8,IXBU(X1)D?E4),E%-JN ML!*.!J\3QX E+8^)-%+BG-84Q^IB)P'8BO^49V9BN1G(2FPU24/+V-0DL9MD
M/))]BEI3'LJDUEK8,)_O+F']*CC35@RE$A%)BFD9>;(N]]F]X)2N" F%< %A MZZIRTN7A*DWL"]TQK9]9GD'H;PNI_X3J0]WD$79$=!KM1!,,K#&?XX5C$Z,G
MU*IT(I>)R8D*L:!.U@L?PSG6&*SGKIR"7_TLI@CB#U,4D;#1/&A*+D Z.U$5 MLC ^'"&U7=05#>EZ"9AH2I+B4'(W"[%BG<%K?;!E;
9.@O."E>%851#>X:A#/&).\]_CV6*O%V5!Y[OMK(29Z*\1P !/Z,A MVEFI@5K*IY7< #XD;C#,\T1JE;Y%9U(CPH5]QU^J^J 80 YE%G9R&K_*M<('MAG)Q408"D^4%+"F'7?
9P4E*Y>'CV5 GUR M5Y)#[\)$]/'P.3U-MDZ"OS9(H$013WC*BY4?:P20"-&_HG<>U0*N7$<:<5" M*2=AKQ)B293TP;$,[5ROT3.X!I[(!-5U,*L"N" 1@;)8Z$A8F_3TP#PUT4AF
MSH$PH>*IK/+MA$F\AP>@Y 3?L&YR7Y5NGXB$_E Q<<<6E7+0\'E< *W;5@5E( MGE.#0HN@#&**#J:)"&K@Q9EYVG82YQ,*+2G7$^>'EFPF\OD8+X[)+)'@<,IC
M:81PX^'$$48P/$IQ6)I[,G(QP4\J(V+B >HN]82N0SW&2P55C*75PHB428XQ.O_("2=:D!Y>)JP )#W_.8JRJC::"4K7P9&/H23+YN6%B@BDT' M4_G.88QUD.*UV/\I<"PWE Y$OE_,
(Q&]HJAZVN$V^/TXBQB%<L;$S:FL]%MULU?'(4/YG>L0A< M D*^J(L[ET+"$/XY_>14W[)DXP)L)!9S85\DD#A[4?]6@P@2B!HY$$U&B8=) M8K?
)JTG8SR[#RP;B<2B<6HTX@P=!I@JJ?ZA<*\8=0A !B_@$2VP1>H(IJ.P M(.(0PA*B&6\WC&Y?88BD!IF)%N-+7,$<7T3[@2"B'9)1AUD:V,VB@64&!F\W M0"/H,+5&](*D5
<@3&J\/F+42X.\OH+T MG""9U >O.,K*(6)7/(4=T=3CT9]?=?_O._)U9V,!<)L_PWQGB=SAR)7?U-W)YV!NL#MN36U)?M/"+ MM]P@T,-:4_Y"[L-? D432_VQ&UDR*4+[WISZ-G-
SXFF+)IU,O9 :+<4L!-:;&-4+=IKN5?0"2/F)Y;TH#1$8 .41X+P0, MP?!S)CEW=8H.\F(S$?U9LIUZ'/:V^9-Z/1$2<9&31"/Q+FYI4@T$N:%O&*E)I-<*<"MRVOFNE7+3K!ZDF-!?$?T#;@)
```

end XML 99 Show.js IDEA: XBRL DOCUMENT // Edgar(tm) Renderer was created by staff of the U.S. Securities and Exchange Commission. Data and content created by government employees within the scope of their employment are not subject to domestic copyright protection. 17 U.S.C. 105. var Show={};Show.LastAR=null,Show.showAR=function(a,r,w){if(Show.LastAR)Show.hideAR();var e=a;while(e&&e.nodeName!='TABLE')e=e.nextSibling;if(!e||e.nodeName!='TABLE'){var ref=((window)?w.document:document).getElementById(r);if(ref){e=ref.cloneNode(!0); e.removeAttribute('id');a.parentNode.appendChild(e)}} if(e)e.style.display='block';Show.LastAR=e};Show.hideAR=function() {Show.LastAR.style.display='none'};Show.toggleNext=function(a){var e=a;while(e.nodeName!='DIV')e=e.nextSibling;if(!e.style){}else if(!e.style.display){}else{var d,p_;if(e.style.display=='none'){d='block';p='-'}else{d='none';p='+'} e.style.display=d;if(a.textContent) {a.textContent=p+a.textContent.substring(1)}else{a.innerText=p+a.innerText.substring(1)}}} XML 100 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 102 FilingSummary.xml IDEA: XBRL DOCUMENT 3.25.0.1 html 337 390 1 true 62 0 false 6 false false R1.htm 000 - Document - Document And Entity Information Sheet http://greenboxpos.com/role/DocumentAndEntityInformation Document And Entity Information Cover 1 false false R2.htm 001 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS Sheet http://greenboxpos.com/role/ConsolidatedBalanceSheet CONDENSED CONSOLIDATED BALANCE SHEETS Statements 2 false false R3.htm 002 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS (Parentheticals) Sheet http://greenboxpos.com/role/ConsolidatedBalanceSheet_Parentheticals CONDENSED CONSOLIDATED BALANCE SHEETS (Parentheticals) Statements 3 false false R4.htm 003 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME Sheet http://greenboxpos.com/role/ConsolidatedIncomeStatement CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME Statements 4 false false R5.htm 004 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY Sheet http://greenboxpos.com/role/ShareholdersEquityType2or3 CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY Statements 5 false false R6.htm 005 - Statement - CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS Sheet http://greenboxpos.com/role/ConsolidatedCashFlow CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS Statements 6 false false R7.htm 006 - Disclosure - Description of the Business and Basis of Presentation Sheet http://greenboxpos.com/role/DescriptionoftheBusinessandBasisofPresentation Description of the Business and Basis of Presentation Notes 7 false false R8.htm 007 - Disclosure - Summary of Significant Accounting Policies Sheet http://greenboxpos.com/role/SummaryofSignificantAccountingPolicies Summary of Significant Accounting Policies Notes 8 false false R9.htm 008 - Disclosure - Restatements of Previously Issued Consolidated Financial Statements Sheet http://greenboxpos.com/role/RestatementsofPreviouslyIssuedConsolidatedFinancialStatements Restatements of Previously Issued Consolidated Financial Statements Notes 9 false false R10.htm 009 - Disclosure - Acquisitions Sheet http://greenboxpos.com/role/Acquisitions Acquisitions Notes 10 false false R11.htm 010 - Disclosure - Property and Equipment, Net Sheet http://greenboxpos.com/role/PropertyandEquipmentNet Property and Equipment, Net Notes 11 false false R12.htm 011 - Disclosure - Goodwill Sheet http://greenboxpos.com/role/Goodwill Goodwill Notes 12 false false R13.htm 012 - Disclosure - Intangible Assets, Net Sheet http://greenboxpos.com/role/IntangibleAssetsNet Intangible Assets, Net Notes 13 false false R14.htm 013 - Disclosure - Accrued Liabilities Sheet http://greenboxpos.com/role/AccruedLiabilities Accrued Liabilities Notes 14 false false R15.htm 014 - Disclosure - Long-Term Debt, Net Sheet

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Stock-Based Compensation - Schedule of Share-based Payment Award, Stock Options, Valuation Assumptions (Details)", "shortName": "Stock-Based Compensation - Schedule of Share-based Payment Award, Stock Options, Valuation Assumptions (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "62", "firstAnchor": { "contextRef": "c8", "name": "us-gaap:ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate", "unitRef": "pure", "xsiNil": "false", "lang": null, "decimals": "4", "ancestors": ["td", "tr", "table", "us-gaap:ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock", "ix:continuation", "div", "body", "html"], "reportCount": 1, "baseRef": "rvyls1021225.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c8", "name": "us-gaap:ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate", "unitRef": "pure", "xsiNil": "false", "lang": null, "decimals": "4", "ancestors": ["td", "tr", "table", "us-gaap:ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock", "ix:continuation", "div", "body", "html"], "reportCount": 1, "baseRef": "rvyls1021225.htm", "first": true, "unique": true } }, "R63": { "role": "http://greenboxpos.com/role/NonvestedRestrictedStockSharesActivityTable", "longName": "996039 - 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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": ["r70", "r760"] }, "us-gaap_AccountsReceivableNetCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableNetCurrent", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ConsolidatedBalanceSheet": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet"], "lang": { "en-us": { "role": { "terseLabel": "Accounts receivable, net of allowance for credit losses", "label": "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": ["r819"] }, "us-gaap_AccretionAmortizationOfDiscountsAndPremiumsInvestments": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccretionAmortizationOfDiscountsAndPremiumsInvestments", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ConsolidatedCashFlow": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 12.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedCashFlow"], "lang": { "en-us": { "role": { "negatedLabel": "Accretion of debt discount", "label": "Accretion (Amortization) of Discounts and Premiums, Investments", "documentation": "The sum of the periodic adjustments of the differences between securities' face values and purchase prices that are charged against earnings. This is called accretion if the security was purchased at a discount and amortization if it was purchased at premium. As a noncash item, this element is an adjustment to net income when calculating cash provided by or used in operations using the indirect method." } } }, "auth_ref": ["r105"] }, "rvyl_AccruedGatewayFees": { "xbrltype": "monetaryItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "AccruedGatewayFees", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ScheduleofAccountsPayableandAccruedLiabilitiesTable": { "parentTag": "us-gaap_AccruedLiabilitiesCurrent", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://greenboxpos.com/role/AccruedLiabilitiesDetailsScheduleofAccountsPayableandAccruedLiabilities", "http://greenboxpos.com/role/ScheduleofAccountsPayableandAccruedLiabilitiesTable"], "lang": { "en-us": { "role": { "terseLabel": "Accrued gateway fees", "verboseLabel": "Accrued Gateway Fees", "documentation": "Carrying value as of the balance sheet date of obligations incurred through that date and payable for gateway fees.", "label": "Accrued Gateway Fees" } } }, "auth_ref": [] }, "us-gaap_AccruedIncomeTaxesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedIncomeTaxesCurrent", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ScheduleofAccountsPayableandAccruedLiabilitiesTable": { "parentTag": "us-gaap_AccruedLiabilitiesCurrent", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://greenboxpos.com/role/AccruedLiabilitiesDetailsScheduleofAccountsPayableandAccruedLiabilities", "http://greenboxpos.com/role/ScheduleofAccountsPayableandAccruedLiabilitiesTable"], "lang": { "en-us": { "role": { "terseLabel": "Accrued taxes", "verboseLabel": "Accrued Income Taxes, Current", "label": "Accrued Income Taxes, Current", "documentation": "Carrying amount as of the balance sheet date of the unpaid sum of the known and estimated amounts payable to satisfy all currently due domestic and foreign income tax obligations." } } }, "auth_ref": ["r72", "r131"] }, "us-gaap_AccruedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ConsolidatedBalanceSheet": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 2.0 }, "http://greenboxpos.com/role/ScheduleofAccountsPayableandAccruedLiabilitiesTable": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://greenboxpos.com/role/AccruedLiabilitiesDetailsScheduleofAccountsPayableandAccruedLiabilities", "http://greenboxpos.com/role/ConsolidatedBalanceSheet", "http://greenboxpos.com/role/ScheduleofAccountsPayableandAccruedLiabilitiesTable"], "lang": { "en-us": { "role": { "totalLabel": "Total accrued liabilities", "terseLabel": "Accrued liabilities", "verboseLabel": "Accrued Liabilities, Current", "label": "Accrued Liabilities, Current", "documentation": "Carrying value as of the balance sheet date of obligations incurred and payable, pertaining to costs that are statutory in nature, are incurred on contractual obligations, or accumulate over time and for which invoices have not yet been received or will not be rendered. Examples include taxes, interest, rent and utilities. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r72"] }, "rvyl_AccruedPayrollRelatedObligations": { "xbrltype": "monetaryItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "AccruedPayrollRelatedObligations", "crdr": "credit", "presentation": ["http://greenboxpos.com/role/AccruedLiabilitiesDetailsScheduleofAccountsPayableandAccruedLiabilities"], "lang": { "en-us": { "role": { "terseLabel": "Payroll Related Accruals", "documentation": "Carrying value as of the balance sheet date of obligations incurred through that date and payable for payroll related obligations.", "label": "Accrued Payroll Related Obligations" } } }, "auth_ref": [] }, "us-gaap_AccruedProfessionalFeesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedProfessionalFeesCurrent", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ScheduleofAccountsPayableandAccruedLiabilitiesTable": { "parentTag": "us-gaap_AccruedLiabilitiesCurrent", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://greenboxpos.com/role/AccruedLiabilitiesDetailsScheduleofAccountsPayableandAccruedLiabilities", "http://greenboxpos.com/role/ScheduleofAccountsPayableandAccruedLiabilitiesTable"], "lang": { "en-us": { "role": { "terseLabel": "Accrued legal and professional fees", "verboseLabel": "Accrued Professional Fees, Current", "label": "Accrued Professional Fees, Current", "documentation": "Carrying value as of the balance sheet date of obligations incurred through that date and payable for professional fees, such as for legal and accounting services received. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r72"] }, "us-gaap_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/PropertyPlantandEquipmentTable": { "parentTag": "us-gaap_PropertyPlantAndEquipmentNet", "weight": -1.0, "order": 2.0 }, "http://greenboxpos.com/role/PropertyPlantandEquipmentTable0": { "parentTag": "us-gaap_PropertyPlantAndEquipmentNet", "weight": -1.0, "order": 2.0 } }, "presentation": ["http://greenboxpos.com/role/PropertyPlantandEquipmentTable", "http://greenboxpos.com/role/PropertyPlantandEquipmentTable0"], "lang": { "en-us": { "role": { "negatedLabel": "Less: accumulated depreciation", "label": "Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment", "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": ["r45", "r163", "r574"] }, "us-gaap_AccumulatedOtherComprehensiveIncomeLossNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeLossNetOfTax", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ConsolidatedBalanceSheet": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated other comprehensive income", "label": "Accumulated Other Comprehensive Income (Loss), Net of Tax", "documentation": "Amount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source." } } }, "auth_ref": ["r26", "r27", "r90", "r174", "r569", "r589", "r590"] }, "us-gaap_AccumulatedOtherComprehensiveIncomeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeMember", "presentation": ["http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "terseLabel": "AOCI Attributable to Parent [Member]", "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": ["r5", "r14", "r27", "r471", "r474", "r512", "r585", "r586", "r796", "r797", "r798", "r808", "r809", "r810", "r811"] }, "us-gaap_AcquiredFiniteLivedIntangibleAssetsWeightedAverageUsefulLife": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AcquiredFiniteLivedIntangibleAssetsWeightedAverageUsefulLife", "presentation": ["http://greenboxpos.com/role/SummaryofSignificantAccountingPoliciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Acquired Finite-Lived Intangible Assets, Weighted Average Useful Life", "label": "Acquired Finite-Lived Intangible Assets, Weighted Average Useful Life", "documentation": "Weighted average amortization period of finite-lived intangible assets acquired either individually or as part of a group of assets, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r301", "r717"] }, "rvyl_AcquisitionsDetailsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "AcquisitionsDetailsLineItems", "presentation": ["http://greenboxpos.com/role/AcquisitionsDetails"], "lang": { "en-us": { "role": { "label": "Acquisitions (Details) [Line Items]" } } }, "auth_ref": [] }, "rvyl_AcquisitionsDetailsTable": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "AcquisitionsDetailsTable", "presentation": ["http://greenboxpos.com/role/AcquisitionsDetails"], "lang": { "en-us": { "role": { "label": "Acquisitions (Details) [Table]" } } }, "auth_ref": [] }, "rvyl_AcquisitionsTablesLineItems": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "AcquisitionsTablesLineItems", "presentation": ["http://greenboxpos.com/role/AcquisitionsTables"], "lang": { "en-us": { "role": { "label": "Acquisitions (Tables) [Line Items]" } } }, "auth_ref": [] }, "rvyl_AcquisitionsTablesTable": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "AcquisitionsTablesTable", "presentation": ["http://greenboxpos.com/role/AcquisitionsTables"], "lang": { "en-us": { "role": {

"label": "Acquisitions (Tables) [Table]" } } }, "auth_ref": [] }, "us-gaap_AdditionalPaidInCapital": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapital", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ConsolidatedBalanceSheet": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet"], "lang": { "en-us": { "role": { "terseLabel": "Additional paid-in capital", "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": ["r85", "r760", "r938"] }, "us-gaap_AdditionalPaidInCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalMember", "presentation": ["http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "terseLabel": "Additional Paid-in Capital [Member]", "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": ["r605", "r808", "r809", "r810", "r811", "r884", "r941"] }, "dei_AddressTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "AddressTypeDomain", "presentation": ["http://greenboxpos.com/role/DocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Address Type [Domain]", "documentation": "An entity may have several addresses for different purposes and this domain represents all such types." } } }, "auth_ref": [] }, "rvyl_AdjustmentMeasuringPriceMember": { "xbrltype": "domainItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "AdjustmentMeasuringPriceMember", "presentation": ["http://greenboxpos.com/role/LongTermDebtNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment Measuring Price [Member]", "label": "Adjustment Measuring Price Member" } } }, "auth_ref": [] }, "us-gaap_AdjustmentsToAdditionalPaidInCapitalOther": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToAdditionalPaidInCapitalOther", "crdr": "credit", "presentation": ["http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "terseLabel": "Reclassification adjustment", "label": "Adjustments to Additional Paid in Capital, Other", "documentation": "Amount of other increase (decrease) in additional paid in capital (APIC)." } } }, "auth_ref": [] }, "rvyl_AdjustmentsToReconcileNetLossToNetCashUsedInOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "AdjustmentsToReconcileNetLossToNetCashUsedInOperatingActivitiesAbstract", "presentation": ["http://greenboxpos.com/role/ConsolidatedCashFlow"], "lang": { "en-us": { "role": { "terseLabel": "Adjustments to reconcile net loss to net cash used in operating activities:", "label": "Adjustments To Reconcile Net Loss To Net Cash Used In Operating Activities Abstract" } } }, "auth_ref": [] }, "us-gaap_AllowanceForDoubtfulAccountsReceivableCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AllowanceForDoubtfulAccountsReceivableCurrent", "crdr": "credit", "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet_Parentheticals"], "lang": { "en-us": { "role": { "terseLabel": "Accounts receivable, net of allowance for credit losses (in Dollars)", "label": "Accounts Receivable, Allowance for Credit Loss, Current", "documentation": "Amount of allowance for credit loss on accounts receivable, classified as current." } } }, "auth_ref": ["r175", "r269", "r277"] }, "dei_AmendmentFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "AmendmentFlag", "presentation": ["http://greenboxpos.com/role/DocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Amendment Flag", "label": "Amendment Flag", "documentation": "Boolean flag that is true when the XBRL content amends previously-filed or accepted submission." } } }, "auth_ref": [] }, "us-gaap_AmortizationOfDebtDiscountPremium": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AmortizationOfDebtDiscountPremium", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ConsolidatedIncomeStatement": { "parentTag": "us-gaap_NonoperatingIncomeExpense", "weight": -1.0, "order": 6.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedIncomeStatement", "http://greenboxpos.com/role/ConvertibleDebtTable", "http://greenboxpos.com/role/ConvertibleDebtTable0", "http://greenboxpos.com/role/LongTermDebtNetDetails"], "lang": { "en-us": { "role": { "negatedLabel": "Accretion of debt discount", "terseLabel": "Amortization and write-off of debt discount", "verboseLabel": "Accretion and write-off of debt discount", "netLabel": "Amortization of Debt Discount (Premium)", "label": "Amortization of Debt Discount (Premium)", "documentation": "Amount of noncash expense included in interest expense to amortize debt discount and premium associated with the related debt instruments. Excludes amortization of financing costs. Alternate captions include noncash interest expense." } } }, "auth_ref": ["r9", "r97", "r360", "r891"] }, "us-gaap_AmortizationOfIntangibleAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AmortizationOfIntangibleAssets", "crdr": "debit", "presentation": ["http://greenboxpos.com/role/IntangibleAssetsNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Amortization of Intangible Assets", "label": "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": ["r9", "r298", "r305", "r739"] }, "us-gaap_ArrangementsAndNonarrangementTransactionsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ArrangementsAndNonarrangementTransactionsMember", "presentation": ["http://greenboxpos.com/role/LongTermDebtNetDetails"], "lang": { "en-us": { "role": { "label": "Collaborative Arrangement and Arrangement Other than Collaborative [Domain]", "documentation": "Collaborative arrangement and arrangement other than collaborative applicable to revenue-generating activity or operations." } } }, "auth_ref": ["r465"] }, "us-gaap_AssetAcquisitionConsiderationTransferred": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetAcquisitionConsiderationTransferred", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ConsolidatedCashFlow": { "parentTag": "us-gaap_NetCashProvidedByUsedInInvestingActivities", "weight": -1.0, "order": 6.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedCashFlow"], "lang": { "en-us": { "role": { "negatedLabel": "Sky Financial & Intelligence asset acquisition", "label": "Asset Acquisition, Consideration Transferred", "documentation": "Amount of consideration transferred in asset acquisition. Includes, but is not limited to, cash, liability incurred by acquirer, and equity interest issued by acquirer." } } }, "auth_ref": ["r752", "r880", "r881", "r882"] }, "us-gaap_Assets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Assets", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ConsolidatedBalanceSheet": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet"], "lang": { "en-us": { "role": { "totalLabel": "Total assets", "label": "Assets", "documentation": "Amount of asset recognized for present right to economic benefit." } } }, "auth_ref": ["r129", "r142", "r167", "r200", "r229", "r237", "r253", "r256", "r274", "r329", "r330", "r331", "r332", "r333", "r334", "r335", "r336", "r337", "r466", "r468", "r490", "r564", "r647", "r731", "r732", "r760", "r781", "r859", "r860", "r897"] }, "us-gaap_AssetsCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetsCurrent", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ConsolidatedBalanceSheet": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet"], "lang": { "en-us": { "role": { "totalLabel": "Total current assets", "label": "Assets, Current", "documentation": "Amount of asset recognized for present right to economic benefit, classified as current." } } }, "auth_ref": ["r159", "r177", "r200", "r274", "r329", "r330", "r331", "r332", "r333", "r334", "r335", "r336", "r337", "r466", "r468", "r490", "r760", "r859", "r860", "r897"] }, "us-gaap_AssetsCurrentAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetsCurrentAbstract", "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet"], "lang": { "en-us": { "role": { "terseLabel": "Current Assets:", "label": "Assets, Current [Abstract]" } } }, "auth_ref": [] }, "us-gaap_AssetsNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetsNoncurrent", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ConsolidatedBalanceSheet": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet"], "lang": { "en-us": { "role": { "totalLabel": "Total non-current assets", "label": "Assets, Noncurrent", "documentation": "Sum of the carrying amounts as of the balance sheet date of all assets that are expected to be realized in cash, sold or consumed after one year or beyond the normal operating cycle, if longer." } } }, "auth_ref": ["r200", "r274", "r329", "r330", "r331", "r332", "r333", "r334", "r335", "r336", "r337", "r466", "r468", "r490", "r859", "r860", "r897"] }, "us-gaap_AssetsNoncurrentAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetsNoncurrentAbstract", "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet"], "lang": { "en-us": { "role": { "terseLabel": "Non-current Assets:", "label": "Assets, Noncurrent [Abstract]" } } }, "auth_ref": [] }, "us-gaap_AwardTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AwardTypeAxis", "presentation": ["http://greenboxpos.com/role/ShareholdersEquityType2or3", "http://greenboxpos.com/role/StockBasedCompensationDetails"], "lang": { "en-us": { "role": { "label": "Award Type [Axis]", "documentation": "Information by type of award under share-based payment arrangement." } } }, "auth_ref": ["r381", "r382", "r383", "r385", "r386", "r387", "r388", "r389", "r390", "r391", "r392", "r393", "r394", "r395", "r396", "r397", "r398", "r399", "r400", "r401", "r402", "r405", "r406", "r407", "r408", "r409"] }, "us-gaap_BasisOfAccountingPolicyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BasisOfAccountingPolicyPolicyTextBlock", "presentation": ["http://greenboxpos.com/role/AccountingPoliciesByPolicy"], "lang": { "en-us": { "role": { "terseLabel": "Basis of Accounting, Policy [Policy Text Block]", "label": "Basis of Accounting, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for basis of accounting, or basis of presentation, used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS)." } } }, "auth_ref": [] }, "us-gaap_BuildingAndBuildingImprovementsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BuildingAndBuildingImprovementsMember", "presentation": ["http://greenboxpos.com/role/PropertyPlantandEquipmentTable"], "lang": { "en-us": { "role": { "terseLabel": "Building and Building Improvements [Member]", "label": "Building and Building Improvements [Member]", "documentation": "Facility held for productive use including, but not limited to, office, production, storage and distribution facilities and any addition, improvement, or renovation to the structure, for example, but not limited to, interior masonry, interior flooring, electrical, and plumbing." } } }, "auth_ref": [] }, "us-gaap_BuildingImprovementsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BuildingImprovementsMember", "presentation": ["http://greenboxpos.com/role/PropertyPlantandEquipmentTable", "http://greenboxpos.com/role/PropertyPlantandEquipmentTable0"], "lang": { "en-us": { "role": { "terseLabel": "Building Improvements [Member]", "label": "Building Improvements [Member]", "documentation": "Addition, improvement, or renovation to a facility held for productive use including, but not limited to, office, production, storage and distribution facilities." } } }, "auth_ref": ["r109"] }, 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"http://greenboxpos.com/role/AcquisitionsTables", "http://greenboxpos.com/role/ConsolidatedCashFlow", "http://greenboxpos.com/role/ScheduleofBusinessAcquisitionsbyAcquisitionTable", "http://greenboxpos.com/role/ScheduleofGoodwillTable"], "lang": { "en-us": { "role": { "label": "Business Acquisition [Axis]", "documentation": "Information by business combination or series of individually immaterial business combinations." } } }, "auth_ref": ["r58", "r59", "r299", "r300", "r301", "r302", "r303", "r460", "r747", "r748"] }, "us-gaap_BusinessAcquisitionEquityInterestsIssuedOrIssuableNumberOfSharesIssued": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessAcquisitionEquityInterestsIssuedOrIssuableNumberOfSharesIssued", "presentation": ["http://greenboxpos.com/role/AcquisitionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Business Acquisition, Equity Interest Issued or Issuable, Number of Shares", "label": "Business Acquisition, Equity Interest Issued or Issuable, Number of Shares", "documentation": "Number of shares of equity interests issued or issuable to acquire entity." } } }, "auth_ref": ["r126"] }, "us-gaap_BusinessAcquisitionLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessAcquisitionLineItems", "presentation": ["http://greenboxpos.com/role/ScheduleofBusinessAcquisitionsbyAcquisitionTable"], "lang": { "en-us": { "role": { "label": "Business Acquisition [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r460"] }, "us-gaap_BusinessCombinationConsiderationTransferred1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessCombinationConsiderationTransferred1", "crdr": "credit", "presentation": ["http://greenboxpos.com/role/AcquisitionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Business Combination, Consideration Transferred (in Dollars)", "label": "Business Combination, Consideration Transferred", "documentation": "Amount of consideration transferred, consisting of acquisition-date fair value of assets transferred by the acquirer, liabilities incurred by the acquirer, and equity interest issued by the acquirer." } } }, "auth_ref": ["r2", "r3", "r12"] }, "us-gaap_BusinessCombinationDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessCombinationDisclosureTextBlock", "presentation": ["http://greenboxpos.com/role/Acquisitions"], "lang": { "en-us": { "role": { "terseLabel": "Business Combination Disclosure [Text Block]", "label": "Business Combination Disclosure [Text Block]", "documentation": "The entire disclosure for a business combination (or series of individually immaterial business combinations) completed during the period, including background, timing, and recognized assets and liabilities. The disclosure may include leverage buyout transactions (as applicable)." } } }, "auth_ref": ["r125", "r461"] }, "us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedIndefiniteLivedIntangibleAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedIndefiniteLivedIntangibleAssets", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ScheduleofBusinessAcquisitionsbyAcquisitionTable": { "parentTag": "us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredGoodwillAndLiabilitiesAssumedNet", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://greenboxpos.com/role/ScheduleofBusinessAcquisitionsbyAcquisitionTable"], "lang": { "en-us": { "role": { "terseLabel": "Intangible assets", "label": "Business

Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Indefinite-Lived Intangible Assets", "documentation": "Amount of assets, excluding financial assets and goodwill, that lack physical substance, having a projected indefinite period of benefit, acquired at the acquisition date." } } }, "auth_ref": ["r61"] }, "us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedNet", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ScheduleofBusinessAcquisitionsbyAcquisitionTable": { "parentTag": "us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredGoodwillAndLiabilitiesAssumedNet", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://greenboxpos.com/role/ScheduleofBusinessAcquisitionsbyAcquisitionTable"], "lang": { "en-us": { "role": { "terseLabel": "Net assets and liabilities", "label": "Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Net", "documentation": "Amount recognized as of the acquisition date for the identifiable assets acquired in excess of (less than) the aggregate liabilities assumed." } } }, "auth_ref": ["r60", "r61"] }, "us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredGoodwillAndLiabilitiesAssumedNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessCombinationRecognizedIdentifiableAssetsAcquiredGoodwillAndLiabilitiesAssumedNet", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ScheduleofBusinessAcquisitionsbyAcquisitionTable": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://greenboxpos.com/role/ScheduleofBusinessAcquisitionsbyAcquisitionTable"], "lang": { "en-us": { "role": { "totalLabel": "Total net assets acquired", "label": "Business Combination, Recognized Identifiable Assets Acquired, Goodwill, and Liabilities Assumed, Net", "documentation": "Amount recognized for assets, including goodwill, in excess of (less than) the aggregate liabilities assumed." } } }, "auth_ref": ["r61"] }, "us-gaap_BusinessCombinationsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessCombinationsAbstract", "lang": { "en-us": { "role": { "label": "Business Combinations [Abstract]" } } }, "auth_ref": [] }, "dei_BusinessContactMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "BusinessContactMember", "presentation": ["http://greenboxpos.com/role/DocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Business Contact [Member]", "label": "Business Contact [Member]", "documentation": "Business contact for the entity" } } }, "auth_ref": ["r783", "r784"] }, "us-gaap_CashAcquiredInExcessOfPaymentsToAcquireBusiness": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAcquiredInExcessOfPaymentsToAcquireBusiness", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ConsolidatedCashFlow": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedCashFlow"], "lang": { "en-us": { "role": { "terseLabel": "Restricted cash acquired from Transact Europe", "label": "Cash Acquired in Excess of Payments to Acquire Business", "documentation": "The cash inflow associated with the acquisition of a business when the cash held by the acquired business exceeds the cash payments to acquire the business." } } }, "auth_ref": [] }, "us-gaap_CashAndCashEquivalentsAtCarryingValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsAtCarryingValue", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ConsolidatedBalanceSheet": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet"], "lang": { "en-us": { "role": { "terseLabel": "Cash and cash equivalents", "label": "Cash and Cash Equivalents, at Carrying Value", "documentation": "Amount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation." } } }, "auth_ref": ["r30", "r161", "r720"] }, "us-gaap_CashAndCashEquivalentsRestrictedCashAndCashEquivalentsPolicy": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsRestrictedCashAndCashEquivalentsPolicy", "presentation": ["http://greenboxpos.com/role/AccountingPoliciesByPolicy"], "lang": { "en-us": { "role": { "terseLabel": "Cash and Cash Equivalents, Restricted Cash and Cash Equivalents, Policy [Policy Text Block]", "label": "Cash and Cash Equivalents, Restricted Cash and Cash Equivalents, Policy [Policy Text Block]", "documentation": "Entity's cash and cash equivalents accounting policy with respect to restricted balances. Restrictions may include legally restricted deposits held as compensating balances against short-term borrowing arrangements, contracts entered into with others, or company statements of intention with regard to particular deposits; however, time deposits and short-term certificates of deposit are not generally included in legally restricted deposits." } } }, "auth_ref": ["r31", "r128"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "crdr": "debit", "presentation": ["http://greenboxpos.com/role/ConsolidatedCashFlow"], "lang": { "en-us": { "role": { "periodStartLabel": "Cash, cash equivalents, and restricted cash \u2013 beginning of period", "periodEndLabel": "Cash, cash equivalents, and restricted cash \u2013 end of period", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents", "documentation": "Amount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r30", "r103", "r196"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ConsolidatedCashFlow": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedCashFlow"], "lang": { "en-us": { "role": { "totalLabel": "Net increase in cash, cash equivalents, and restricted cash", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect", "documentation": "Amount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r4", "r103"] }, "rvyl_CashFlowsFromFinancingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "CashFlowsFromFinancingActivitiesAbstract", "presentation": ["http://greenboxpos.com/role/ConsolidatedCashFlow"], "lang": { "en-us": { "role": { "terseLabel": "Cash flows from financing activities:", "label": "Cash Flows From Financing Activities Abstract" } } }, "auth_ref": [] }, "rvyl_CashFlowsFromFinancingActivitiesAbstract0": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "CashFlowsFromFinancingActivitiesAbstract0", "presentation": ["http://greenboxpos.com/role/ConsolidatedCashFlow"], "lang": { "en-us": { "role": { "terseLabel": "Cash flows from financing activities:", "label": "Cash Flows From Financing Activities Abstract0" } } }, "auth_ref": [] }, "rvyl_CashFlowsFromInvestingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "CashFlowsFromInvestingActivitiesAbstract", "presentation": ["http://greenboxpos.com/role/ConsolidatedCashFlow"], "lang": { "en-us": { "role": { "terseLabel": "Cash flows from investing activities:", "label": "Cash Flows From Investing Activities Abstract" } } }, "auth_ref": [] }, "rvyl_CashFlowsFromOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "CashFlowsFromOperatingActivitiesAbstract", "presentation": ["http://greenboxpos.com/role/ConsolidatedCashFlow"], "lang": { "en-us": { "role": { "terseLabel": "Cash flows from operating activities:", "label": "Cash Flows From Operating Activities Abstract" } } }, "auth_ref": [] }, "rvyl_CashPaidDuringThePeriodForAbstract": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "CashPaidDuringThePeriodForAbstract", "presentation": ["http://greenboxpos.com/role/ConsolidatedCashFlow"], "lang": { "en-us": { "role": { "terseLabel": "Cash paid during the period for:", "label": "Cash Paid During The Period For Abstract" } } }, "auth_ref": [] }, "rvyl_CashPaidDuringThePeriodForAbstract0": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "CashPaidDuringThePeriodForAbstract0", "presentation": ["http://greenboxpos.com/role/ConsolidatedCashFlow"], "lang": { "en-us": { "role": { "terseLabel": "Cash paid during the period for:", "label": "Cash Paid During The Period For Abstract0" } } }, "auth_ref": [] }, "rvyl_ChangesInAssetsAndLiabilitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "ChangesInAssetsAndLiabilitiesAbstract", "presentation": ["http://greenboxpos.com/role/ConsolidatedCashFlow"], "lang": { "en-us": { "role": { "terseLabel": "Changes in assets and liabilities:", "label": "Changes In Assets And Liabilities Abstract" } } }, "auth_ref": [] }, "rvyl_ChargeSavvyLLCMember": { "xbrltype": "domainItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "ChargeSavvyLLCMember", "presentation": ["http://greenboxpos.com/role/ScheduleofGoodwillTable"], "lang": { "en-us": { "role": { "terseLabel": "Charge Savvy LLC [Member]", "documentation": "Name of business acquistion.", "label": "Charge Savvy LLCMember" } } }, "auth_ref": [] }, "dei_CityAreaCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CityAreaCode", "presentation": ["http://greenboxpos.com/role/DocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "City Area Code", "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://greenboxpos.com/role/AcquisitionsDetails", "http://greenboxpos.com/role/ConsolidatedBalanceSheet_Parentheticals", "http://greenboxpos.com/role/ConsolidatedCashFlow", "http://greenboxpos.com/role/ConvertiblePreferredStockDetails", "http://greenboxpos.com/role/LongTermDebtNetDetails", "http://greenboxpos.com/role/ScheduleofStockbyClassTable", "http://greenboxpos.com/role/ScheduleofStockbyClassTable0", "http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "label": "Class of Stock [Domain]", "documentation": "Share of stock differentiated by the voting rights the holder receives. Examples include, but are not limited to, common stock, redeemable preferred stock, nonredeemable preferred stock, and convertible stock." } } }, "auth_ref": ["r156", "r171", "r172", "r173", "r200", "r221", "r222", "r224", "r226", "r231", "r232", "r274", "r329", "r331", "r332", "r333", "r336", "r337", "r366", "r367", "r370", "r371", "r373", "r490", "r596", "r597", "r598", "r599", "r605", "r606", "r607", "r608", "r609", "r610", "r611", "r612", "r613", "r614", "r615", "r616", "r635", "r656", "r676", "r698", "r699", "r700", "r701", "r702", "r785", "r804", "r812"] }, "us-gaap_ClassOfStockLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfStockLineItems", "presentation": ["http://greenboxpos.com/role/ScheduleofStockbyClassTable", "http://greenboxpos.com/role/ScheduleofStockbyClassTable0"], "lang": { "en-us": { "role": { "label": "Class of Stock [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r171", "r172", "r173", "r231", "r366", "r367", "r369", "r370", "r371", "r372", "r373", "r596", "r597", "r598", "r599", "r745", "r785", "r804"] }, "us-gaap_CommitmentsAndContingencies": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingencies", "crdr": "credit", "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet"], "lang": { "en-us": { "role": { "terseLabel": "Commitments and contingencies", "label": "Commitments and Contingencies", "documentation": "Represents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur." } } }, "auth_ref": ["r79", "r134", "r566", "r634"] }, "us-gaap_CommitmentsAndContingenciesDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingenciesDisclosureAbstract", "lang": { "en-us": { "role": { "label": "Commitments and Contingencies Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_CommitmentsAndContingenciesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingenciesDisclosureTextBlock", "presentation": ["http://greenboxpos.com/role/CommitmentsandContingencies"], "lang": { "en-us": { "role": { "terseLabel": "Commitments and Contingencies Disclosure [Text 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"Common Stock [Member]", "label": "Common Stock [Member]", "documentation": "Stock that is subordinate to all other stock of the issuer." } } }, "auth_ref": ["r771", "r772", "r773", "r775", "r776", "r777", "r778", "r808", "r809", "r811", "r884", "r936", "r941"] }, "us-gaap_CommonStockParOrStatedValuePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockParOrStatedValuePerShare", "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet_Parentheticals", "http://greenboxpos.com/role/SummaryofSignificantAccountingPoliciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Common stock, par value (in Dollars per share)", "verboseLabel": "Common Stock, Par or Stated Value Per Share (in Dollars per share)", "label": "Common Stock, Par or Stated Value Per Share", "documentation": "Face amount or stated value per share of common stock." } } }, "auth_ref": ["r84"] }, "us-gaap_CommonStockSharesAuthorized": { "xbrltype": 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treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury." } } }, "auth_ref": ["r84"] }, "us-gaap_CommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesOutstanding", "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet_Parentheticals"], "lang": { "en-us": { "role": { "terseLabel": "Common stock, shares outstanding", "label": "Common Stock, Shares, Outstanding", "documentation": "Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation." } } }, "auth_ref": ["r15", "r84", "r635", "r653", "r941", "r942"] }, "rvyl_CommonStockToBeIssuedMember": { "xbrltype": "domainItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "CommonStockToBeIssuedMember", "presentation": ["http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "terseLabel": "Common Stock to be Issued [Member]", "documentation": "Common stock to be issued.", "label": "Common Stock To Be Issued Member" } } }, "auth_ref": [] }, "us-gaap_CommonStockValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockValue", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ConsolidatedBalanceSheet": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet"], "lang": { "en-us": { "role": { "terseLabel": "Common stock, value", "label": "Common Stock, Value, Issued", "documentation": "Aggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity." } } }, "auth_ref": ["r84", "r568", "r760"] }, "us-gaap_ComprehensiveIncomeNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComprehensiveIncomeNetOfTax", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ConsolidatedIncomeStatement": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedIncomeStatement"], "lang": { "en-us": { "role": { "totalLabel": "Total comprehensive loss", "label": "Comprehensive Income (Loss), Net of Tax, Attributable to Parent", "documentation": "Amount after tax of increase (decrease) in equity from transactions and other events and circumstances from net income and other comprehensive income, attributable to parent entity. Excludes changes in equity resulting from investments by owners and distributions to owners." } } }, "auth_ref": ["r28", "r182", "r184", "r191", "r560", "r579", "r580"] }, "us-gaap_ComputerEquipmentMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComputerEquipmentMember", "presentation": ["http://greenboxpos.com/role/PropertyPlantandEquipmentTable", "http://greenboxpos.com/role/PropertyPlantandEquipmentTable0"], "lang": { "en-us": { "role": { "terseLabel": "Computer Equipment [Member]", "label": "Computer Equipment [Member]", "documentation": "Long lived, depreciable assets that are used in the creation, maintenance and utilization of information systems." } } }, "auth_ref": [] }, "dei_ContactPersonnelName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "ContactPersonnelName", "presentation": ["http://greenboxpos.com/role/DocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Contact Personnel Name", "label": "Contact Personnel Name", "documentation": "Name of contact personnel" } } }, "auth_ref": [] }, "us-gaap_ContractWithCustomerAssetAccumulatedAllowanceForCreditLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerAssetAccumulatedAllowanceForCreditLoss", "crdr": "credit", "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet_Parentheticals"], "lang": { "en-us": { "role": { "terseLabel": "Cash due from gateways, net of allowance (in Dollars)", "label": "Contract with Customer, Asset, Allowance for Credit Loss", "documentation": "Amount of allowance for credit loss for right to consideration in exchange for good or service transferred to customer when right is conditioned on something other than passage of time." } } }, "auth_ref": ["r277", "r278", "r279", "r376"] }, "us-gaap_ConvertibleDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConvertibleDebt", "crdr": "credit", "presentation": ["http://greenboxpos.com/role/ConvertibleDebtTable", "http://greenboxpos.com/role/ConvertibleDebtTable0", "http://greenboxpos.com/role/ScheduleofDebtTable", "http://greenboxpos.com/role/ScheduleofDebtTable0"], "lang": { "en-us": { "role": { "periodStartLabel": "Balance", "periodEndLabel": "Balance", "terseLabel": "Net carrying value", "label": "Convertible Debt", "documentation": "Including the current and noncurrent portions, carrying amount of debt identified as being convertible into another form of financial instrument (typically the entity's common stock) as of the balance sheet date, which originally required full repayment more than twelve months after issuance or greater than the normal operating cycle of the company." } } }, "auth_ref": ["r24", "r133", "r906"] }, "rvyl_ConvertibleDebtAbstract": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "ConvertibleDebtAbstract", "lang": { "en-us": { "role": { "label": "Convertible Debt Abstract" } } }, "auth_ref": [] }, "us-gaap_ConvertibleDebtTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConvertibleDebtTableTextBlock", "presentation": ["http://greenboxpos.com/role/LongTermDebtNetTables"], "lang": { "en-us": { "role": { "terseLabel": "Convertible Debt [Table Text Block]", "label": "Convertible Debt [Table Text Block]", "documentation": "Tabular disclosure of convertible debt instrument. Includes, but is not limited to, principal amount and amortized premium or discount." } } }, "auth_ref": [] }, "rvyl_ConvertiblePreferredStockDetailsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "ConvertiblePreferredStockDetailsLineItems", "presentation": ["http://greenboxpos.com/role/ConvertiblePreferredStockDetails"], "lang": { "en-us": { "role": { "label": "Convertible Preferred Stock (Details) [Line Items]" } } }, "auth_ref": [] }, "rvyl_ConvertiblePreferredStockDetailsTable": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "ConvertiblePreferredStockDetailsTable", "presentation": ["http://greenboxpos.com/role/ConvertiblePreferredStockDetails"], "lang": { "en-us": { "role": { "label": "Convertible Preferred Stock (Details) [Table]" } } }, "auth_ref": [] }, "us-gaap_CostOfRevenue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CostOfRevenue", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ConsolidatedIncomeStatement": { "parentTag": "us-gaap_GrossProfit", "weight": -1.0, "order": 2.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedIncomeStatement"], "lang": { "en-us": { "role": { "terseLabel": "Cost of revenue", "label": "Cost of Revenue", "documentation": "The aggregate cost of goods produced and sold and services rendered during the reporting period." } } }, "auth_ref": ["r93", "r200", "r274", "r329", "r330", "r331", "r332", "r333", "r334", "r335", "r336", "r337", "r490", "r731", "r859"] }, "us-gaap_CurrentFederalTaxExpenseBenefit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CurrentFederalTaxExpenseBenefit", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ScheduleofComponentsofIncomeTaxExpenseBenefitTable": { "parentTag": "us-gaap_CurrentIncomeTaxExpenseBenefit", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://greenboxpos.com/role/ScheduleofComponentsofIncomeTaxExpenseBenefitTable"], "lang": { "en-us": { "role": { "terseLabel": "Federal", "label": "Current Federal Tax Expense (Benefit)", "documentation": "Amount of current federal tax expense (benefit) attributable to income (loss) from continuing operations. Includes, but is not limited to, current national tax expense (benefit) for non-US (United States of America) jurisdiction." } } }, "auth_ref": ["r789", "r807", "r875"] }, "us-gaap_CurrentForeignTaxExpenseBenefit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CurrentForeignTaxExpenseBenefit", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ScheduleofComponentsofIncomeTaxExpenseBenefitTable": { "parentTag": "us-gaap_CurrentIncomeTaxExpenseBenefit", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://greenboxpos.com/role/ScheduleofComponentsofIncomeTaxExpenseBenefitTable"], "lang": { "en-us": { "role": { "terseLabel": "International", "label": "Current Foreign Tax Expense (Benefit)", "documentation": "Amount of current foreign income tax expense (benefit) pertaining to income (loss) from continuing operations." } } }, "auth_ref": ["r789", "r807"] }, "us-gaap_CurrentIncomeTaxExpenseBenefit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CurrentIncomeTaxExpenseBenefit", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ScheduleofComponentsofIncomeTaxExpenseBenefitTable": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://greenboxpos.com/role/ScheduleofComponentsofIncomeTaxExpenseBenefitTable"], "lang": { "en-us": { "role": { "totalLabel": "Current income tax expense (benefit)", "label": "Current Income Tax Expense (Benefit)", "documentation": "Amount of current income tax expense (benefit) pertaining to taxable income (loss) from continuing operations." } } }, "auth_ref": ["r445", "r807"] }, "us-gaap_CurrentStateAndLocalTaxExpenseBenefit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CurrentStateAndLocalTaxExpenseBenefit", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ScheduleofComponentsofIncomeTaxExpenseBenefitTable": { "parentTag": "us-gaap_CurrentIncomeTaxExpenseBenefit", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://greenboxpos.com/role/ScheduleofComponentsofIncomeTaxExpenseBenefitTable"], "lang": { "en-us": { "role": { "terseLabel": "State", "label": "Current State and Local Tax Expense (Benefit)", "documentation": "Amount of current state and local tax expense (benefit) attributable to income (loss) from continuing operations. Includes, but is not limited to, current regional, territorial, and provincial tax expense (benefit) for non-US (United States of America) jurisdiction." } } }, "auth_ref": ["r789", "r807", "r875"] }, "us-gaap_CustomerRelationshipsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CustomerRelationshipsMember", "presentation": ["http://greenboxpos.com/role/ScheduleofBusinessAcquisitionsbyAcquisitionTable", "http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsTable", "http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsTable0"], "lang": { "en-us": { "role": { "terseLabel": "Customer Relationships [Member]", "label": "Customer Relationships [Member]", "documentation": "Customer relationship that exists between an entity and its customer, for example, but not limited to, tenant relationships." } } }, "auth_ref": ["r62", "r836", "r837", "r838", "r839", "r840", "r842", "r845", "r846"] }, "rvyl_DebtAndEquitySettlementConsiderationToBePaid": { "xbrltype": "monetaryItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "DebtAndEquitySettlementConsiderationToBePaid", "crdr": "debit", "presentation": ["http://greenboxpos.com/role/SubsequentEventsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt and Equity Settlement, Consideration to be Paid", "documentation": "Amount of consideration to be paid for debt and equity settlement.", "label": "Debt And Equity Settlement Consideration To Be Paid" } } }, "auth_ref": [] }, "us-gaap_DebtConversionByUniqueDescriptionAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtConversionByUniqueDescriptionAxis", "presentation": ["http://greenboxpos.com/role/ConsolidatedCashFlow", "http://greenboxpos.com/role/ConvertiblePreferredStockDetails", "http://greenboxpos.com/role/LongTermDebtNetDetails", "http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "label": "Debt Conversion Description [Axis]", "documentation": "Information by description of debt issuances converted in a noncash or part noncash transaction." } } }, "auth_ref": ["r33", "r34"] }, "us-gaap_DebtConversionConvertedInstrumentAmount1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtConversionConvertedInstrumentAmount1", "crdr": "credit", "presentation": ["http://greenboxpos.com/role/LongTermDebtNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt Conversion, Converted Instrument, Amount", "label": "Debt Conversion, Converted Instrument, Amount", "documentation": "The value of the financial instrument(s) that the original debt is being converted into in a noncash (or part noncash) transaction. \"Part noncash\" refers to that portion of the transaction not resulting in cash receipts or cash payments in the period." } } }, "auth_ref": ["r33", "r34"] }, "us-gaap_DebtConversionConvertedInstrumentSharesIssued1": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtConversionConvertedInstrumentSharesIssued1", "presentation": ["http://greenboxpos.com/role/ConvertiblePreferredStockDetails", "http://greenboxpos.com/role/LongTermDebtNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt Conversion, Converted Instrument, Shares Issued (in Shares)", "label": "Debt Conversion, Converted Instrument, Shares Issued", "documentation": "The number of shares issued in exchange for the original debt being converted in a noncash (or part noncash) transaction. \"Part noncash\" refers to that portion of the transaction not resulting in cash receipts or payments in the period." } } }, "auth_ref": ["r33", "r34"] }, "us-gaap_DebtConversionDescription": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtConversionDescription", "presentation": ["http://greenboxpos.com/role/LongTermDebtNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt Conversion, Description", "label": "Debt Conversion, Description", "documentation": "Description of conversion of original debt instrument in noncash or part noncash transaction." } } }, "auth_ref": [] }, "us-gaap_DebtConversionNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtConversionNameDomain", "presentation": ["http://greenboxpos.com/role/ConsolidatedCashFlow", "http://greenboxpos.com/role/ConvertiblePreferredStockDetails", "http://greenboxpos.com/role/LongTermDebtNetDetails", "http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "label": "Debt Conversion, Name [Domain]", "documentation": "The name of the original debt issue that has been converted in a noncash (or part noncash) transaction during the accounting period. \"Part noncash\" refers to that portion of the transaction not resulting in cash receipts or cash payments in the period." } } }, "auth_ref": ["r33", "r34"] }, "us-gaap_DebtConversionOriginalDebtAmount1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtConversionOriginalDebtAmount1", "crdr": "credit", "presentation": ["http://greenboxpos.com/role/ConsolidatedCashFlow", "http://greenboxpos.com/role/ConvertiblePreferredStockDetails", "http://greenboxpos.com/role/LongTermDebtNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Convertible debt conversion to preferred stock", "verboseLabel": "Convertible debt conversion to common stock", "netLabel": "Debt Conversion, Original Debt, Amount", "label": "Debt Conversion, Original Debt, Amount (in Dollars)", "documentation": "The amount of the original debt being converted in a noncash (or part noncash) transaction. \"Part noncash\" refers to that portion of the transaction not resulting in cash receipts or cash payments in the period." } } }, "auth_ref": ["r33", "r34"] }, "us-gaap_DebtDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtDisclosureAbstract", "lang": { "en-us": { "role": { "label": "Debt Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_DebtDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtDisclosureTextBlock", "presentation": ["http://greenboxpos.com/role/LongTermDebtNet"], "lang": { "en-us": { "role": { "terseLabel": "Debt Disclosure [Text Block]", "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": ["r112", "r198", "r314", "r315", "r316", "r317", "r318", "r327", "r328", "r338", "r344", "r345", "r346", "r347", "r348", "r349", "r354", "r361", "r362", "r363", "r500"] }, "us-gaap_DebtInstrumentAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentAxis", "presentation": ["http://greenboxpos.com/role/ConvertibleDebtTable", "http://greenboxpos.com/role/ConvertibleDebtTable0", "http://greenboxpos.com/role/ConvertibleDebtTable_Parentheticals", "http://greenboxpos.com/role/LongTermDebtNetDetails", "http://greenboxpos.com/role/ScheduleofDebtTable", "http://greenboxpos.com/role/ScheduleofDebtTable0", "http://greenboxpos.com/role/ScheduleofDebtTable_Parentheticals", "http://greenboxpos.com/role/ScheduleofDebtTable_Parentheticals0", "http://greenboxpos.com/role/SubsequentEventsDetails"], "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": ["r24", "r71", "r72", "r130", "r133", "r203", "r339", "r340", "r341", "r342", "r343", "r345", "r350", "r351", "r352", "r353", "r355", "r356", "r357", "r358", "r359", "r360", "r740", "r741", "r742", "r743", "r744", "r758", "r805", "r853", "r854", "r855", "r890", "r892"] }, "us-gaap_DebtInstrumentCarryingAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentCarryingAmount", "crdr": "credit", "presentation": ["http://greenboxpos.com/role/ConvertibleDebtTable", "http://greenboxpos.com/role/ConvertibleDebtTable0"], "lang": { "en-us": { "role": { "terseLabel": "Convertible debentures issued", "label": "Long-Term Debt, Gross", "documentation": "Amount, before unamortized (discount) premium and debt issuance costs, of long-term debt. Includes, but is not limited to, notes payable, bonds payable, commercial loans, mortgage loans, convertible debt, subordinated debt and other types of debt." } } }, "auth_ref": ["r24", "r133", "r364"] }, "us-gaap_DebtInstrumentConvertibleConversionPrice1": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentConvertibleConversionPrice1", "presentation": ["http://greenboxpos.com/role/LongTermDebtNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt Instrument, Convertible, Conversion Price (in Dollars per share)", "label": "Debt Instrument, Convertible, Conversion Price", "documentation": "The price per share of the conversion feature embedded in the debt instrument." } } }, "auth_ref": ["r113", "r341"] }, "rvyl_DebtInstrumentConvertibleConversionPricePercentage": { "xbrltype": "percentItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "DebtInstrumentConvertibleConversionPricePercentage", "presentation": ["http://greenboxpos.com/role/LongTermDebtNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt Instrument, Convertible, Conversion Price Percentage", "documentation": "Debt instrument, convertible, conversion price percentage.", "label": "Debt Instrument Convertible Conversion Price Percentage" } } }, "auth_ref": [] }, "us-gaap_DebtInstrumentConvertibleTermsOfConversionFeature": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentConvertibleTermsOfConversionFeature", "presentation": ["http://greenboxpos.com/role/LongTermDebtNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt Instrument, Convertible, Terms of Conversion Feature", "label": "Debt Instrument, Convertible, Terms of Conversion Feature", "documentation": "Description of conversion terms for debt instrument." } } }, "auth_ref": ["r51", "r75", "r116", "r117"] }, "us-gaap_DebtInstrumentCovenantDescription": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentCovenantDescription", "presentation": ["http://greenboxpos.com/role/LongTermDebtNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt Instrument, Covenant Description", "label": "Debt Instrument, Covenant Description", "documentation": "Description of minimum financial levels (for example, tangible net worth and working capital) and achievement of certain financial ratios (for example, working capital ratio and debt service coverage ratio), and adherence to certain clauses which generally require or restrict certain actions (for example, entering into a debt arrangement with equal or greater seniority, and selling or discontinuing a certain business segment or material subsidiary) to be in compliance with the covenant clauses of the debt agreement. May also include a discussion of the adverse consequences that would result if the entity violates or fails to satisfy the covenants." } } }, "auth_ref": ["r24", "r67"] }, "us-gaap_DebtInstrumentDecreaseForgiveness": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentDecreaseForgiveness", "crdr": "debit", "presentation": ["http://greenboxpos.com/role/LongTermDebtNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt Instrument, Decrease, Forgiveness", "label": "Debt Instrument, Decrease, Forgiveness", "documentation": "Decrease for amounts of indebtedness forgiven by the holder of the debt instrument." } } }, "auth_ref": ["r805"] }, "us-gaap_DebtInstrumentFaceAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentFaceAmount", "crdr": "credit", "presentation": ["http://greenboxpos.com/role/LongTermDebtNetDetails", "http://greenboxpos.com/role/ScheduleofDebtTable_Parentheticals", "http://greenboxpos.com/role/ScheduleofDebtTable_Parentheticals0"], "lang": { "en-us": { "role": { "terseLabel": "Principal", "verboseLabel": "Debt Instrument, Face Amount", "label": "Debt Instrument, Face Amount", "documentation": "Face (par) amount of debt instrument at time of issuance." } } }, "auth_ref": ["r339", "r500", "r501", "r741", "r742", "r758"] }, "us-gaap_DebtInstrumentFeeAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentFeeAmount", "crdr": "debit", "presentation": ["http://greenboxpos.com/role/LongTermDebtNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt Instrument, Fee Amount", "label": "Debt Instrument, Fee Amount", "documentation": "Amount of the fee that accompanies borrowing money under the debt instrument." } } }, "auth_ref": ["r76"] }, "us-gaap_DebtInstrumentIncreaseDecreaseForPeriodNet": { "xbrltype": "monetaryItemType", 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discount", "label": "Debt Instrument, Unamortized Discount", "documentation": "Amount, after accumulated amortization, of debt discount." } } }, "auth_ref": ["r862", "r889", "r890", "r892"] }, "us-gaap_DebtInstrumentUnamortizedDiscountPremiumNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentUnamortizedDiscountPremiumNet", "crdr": "debit", "presentation": ["http://greenboxpos.com/role/ConvertibleDebtTable", "http://greenboxpos.com/role/ConvertibleDebtTable0"], "lang": { "en-us": { "role": { "terseLabel": "Original Issue Discount of 16%", "label": "Debt Instrument, Unamortized Discount (Premium), Net", "documentation": "Amount, after accumulated amortization, of debt discount (premium)." } } }, "auth_ref": ["r862", "r889", "r890", "r892"] }, "rvyl_DebtLateChargePercentage": { "xbrltype": "percentItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "DebtLateChargePercentage", "presentation": 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Share-Based Payments [Member]", "documentation": "Deferred compensation arrangements (such as stock or unit options and share or unit awards) that are equity-based payments with individual employees. The arrangements are generally based on employment contracts between the entity and one or more selected officers or key employees, and contain a promise by the employer to pay certain amounts or benefits at designated future dates, upon compliance with stipulated requirements. This type of arrangement is distinguished from broader based employee benefit plans as it is usually tailored to the employee. Other \"sub-members\" can be added as necessary." } } }, "auth_ref": [] }, "us-gaap_DeferredFederalIncomeTaxExpenseBenefit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DeferredFederalIncomeTaxExpenseBenefit", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ScheduleofComponentsofIncomeTaxExpenseBenefitTable": { "parentTag": "us-gaap_DeferredIncomeTaxExpenseBenefit", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://greenboxpos.com/role/ScheduleofComponentsofIncomeTaxExpenseBenefitTable"], "lang": { "en-us": { "role": { "terseLabel": "Federal", "label": "Deferred Federal Income Tax Expense (Benefit)", "documentation": "Amount of deferred federal tax expense (benefit) attributable to income (loss) from continuing operations. Includes, but is not limited to, deferred national tax expense (benefit) for non-US (United States of America) jurisdiction." } } }, "auth_ref": ["r807", "r874", "r875"] }, "us-gaap_DeferredFederalStateAndLocalTaxExpenseBenefit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DeferredFederalStateAndLocalTaxExpenseBenefit", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ScheduleofComponentsofIncomeTaxExpenseBenefitTable": { "parentTag": "us-gaap_DeferredIncomeTaxExpenseBenefit", "weight": 1.0, "order": 3.0 } }, "presentation": [

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Includes, but is not limited to, deferred national, regional, territorial, and provincial tax expense (benefit) for non-US (United States of America) jurisdiction." } } }, "auth_ref": ["r866"] }, "us-gaap_DeferredFinanceCostsNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DeferredFinanceCostsNet", "crdr": "debit", "presentation": ["http://greenboxpos.com/role/ConvertibleDebtTable", "http://greenboxpos.com/role/ConvertibleDebtTable0"], "lang": { "en-us": { "role": { "negatedLabel": "Placement fees and issuance costs", "label": "Debt Issuance Costs, Net", "documentation": "Amount, after accumulated amortization, of debt issuance costs. Includes, but is not limited to, legal, accounting, underwriting, printing, and registration costs." } } }, "auth_ref": ["r862", "r889", "r890", "r892"] }, "us-gaap_DeferredIncomeTaxExpenseBenefit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DeferredIncomeTaxExpenseBenefit", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ScheduleofComponentsofIncomeTaxExpenseBenefitTable": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://greenboxpos.com/role/ScheduleofComponentsofIncomeTaxExpenseBenefitTable"], "lang": { "en-us": { "role": { "totalLabel": "Deferred income tax expense (benefit)", "label": "Deferred Income Tax Expense (Benefit)", "documentation": "Amount of deferred income tax expense (benefit) pertaining to income (loss) from continuing operations." } } }, "auth_ref": ["r9", "r154", "r807"] }, "us-gaap_DeferredIncomeTaxLiabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DeferredIncomeTaxLiabilities", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ScheduleofDeferredTaxAssetsandLiabilitiesTable": { "parentTag": "us-gaap_DeferredTaxAssetsLiabilitiesNet", "weight": -1.0, "order": 2.0 } }, "presentation": ["http://greenboxpos.com/role/ScheduleofDeferredTaxAssetsandLiabilitiesTable"], "lang": { "en-us": { "role": { "negatedTotalLabel": "Total deferred tax liabilities", "label": "Deferred Tax Liabilities, Gross", "documentation": "Amount of deferred tax liability attributable to taxable temporary differences." } } }, "auth_ref": ["r80", "r81", "r132", "r436"] }, "us-gaap_DeferredStateAndLocalIncomeTaxExpenseBenefit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DeferredStateAndLocalIncomeTaxExpenseBenefit", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ScheduleofComponentsofIncomeTaxExpenseBenefitTable": { "parentTag": "us-gaap_DeferredIncomeTaxExpenseBenefit", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://greenboxpos.com/role/ScheduleofComponentsofIncomeTaxExpenseBenefitTable"], "lang": { "en-us": { "role": { "terseLabel": "State", "label": "Deferred State and Local Income Tax Expense (Benefit)", "documentation": "Amount of deferred state and local tax expense (benefit) attributable to income (loss) from continuing operations. Includes, but is not limited to, deferred regional, territorial, and provincial tax expense (benefit) for non-US (United States of America) jurisdiction." } } }, "auth_ref": ["r807", "r874", "r875"] }, "us-gaap_DeferredTaxAssetsGoodwillAndIntangibleAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DeferredTaxAssetsGoodwillAndIntangibleAssets", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ScheduleofDeferredTaxAssetsandLiabilitiesTable": { "parentTag": "us-gaap_DeferredTaxAssetsGross", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://greenboxpos.com/role/ScheduleofDeferredTaxAssetsandLiabilitiesTable"], "lang": { "en-us": { "role": { "terseLabel": "Intangible assets", "label": "Deferred Tax Assets, Goodwill and Intangible Assets", "documentation": "Amount before allocation of valuation allowances of deferred tax asset attributable to deductible temporary differences from intangible assets including goodwill." } } 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Includes production and non-production related depreciation." } } }, "auth_ref": ["r9", "r44"] }, "us-gaap_DepreciationAndAmortization": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DepreciationAndAmortization", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ConsolidatedIncomeStatement": { "parentTag": "us-gaap_OperatingExpenses", "weight": 1.0, "order": 7.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedIncomeStatement", "http://greenboxpos.com/role/ScheduleofSegmentReportingInformationbySegmentTable", "http://greenboxpos.com/role/ScheduleofSegmentReportingInformationbySegmentTable0"], "lang": { "en-us": { "role": { "terseLabel": "Depreciation and amortization", "label": "Depreciation, Depletion and Amortization, Nonproduction", "documentation": "The current period expense charged against earnings on long-lived, physical assets not used in production, and which are not intended for resale, to allocate or recognize the cost of such assets over their useful lives; or to record the reduction in book value of an intangible asset over the benefit period of such asset; or to reflect consumption during the period of an asset that is not used in production." } } }, "auth_ref": ["r9", "r44"] }, "us-gaap_DepreciationAndAmortizationAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DepreciationAndAmortizationAbstract", "presentation": ["http://greenboxpos.com/role/ScheduleofSegmentReportingInformationbySegmentTable"], "lang": { "en-us": { "role": { "terseLabel": "Depreciation and amortization", "label": "Depreciation, Depletion and Amortization [Abstract]" } } }, "auth_ref": [] }, "rvyl_DepreciationAndAmortizationAbstract0": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "DepreciationAndAmortizationAbstract0", "presentation": ["http://greenboxpos.com/role/ScheduleofSegmentReportingInformationbySegmentTable0"], "lang": { "en-us": { "role": { "terseLabel": "Depreciation and amortization", "label": "Depreciation And Amortization Abstract0" } } }, "auth_ref": [] }, "us-gaap_DepreciationDepletionAndAmortization": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DepreciationDepletionAndAmortization", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ConsolidatedCashFlow": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedCashFlow"], "lang": { "en-us": { "role": { "terseLabel": "Depreciation and amortization expense", "label": "Depreciation, Depletion and Amortization", "documentation": "The aggregate expense recognized in the current period that allocates the cost of tangible assets, intangible assets, or depleting assets to periods that benefit from use of the assets." } } }, "auth_ref": ["r9", "r229", "r240", "r256", "r731", "r732"] }, "us-gaap_DerivativeFloorPrice": { "xbrltype": "perUnitItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DerivativeFloorPrice", "presentation": ["http://greenboxpos.com/role/LongTermDebtNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Derivative, Floor Price (in Dollars per Item)", "label": "Derivative, Floor Price", "documentation": "Floor rate on a price risk derivative such as a floor or a collar. A payment or receipt is triggered if the market rate falls below the floor rate on the contract." } } }, "auth_ref": [] }, "us-gaap_DerivativeGainLossOnDerivativeNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DerivativeGainLossOnDerivativeNet", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ConsolidatedCashFlow": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 14.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedCashFlow"], "lang": { "en-us": { "role": { "negatedLabel": "Changes in fair value of derivative liability", "label": "Derivative, Gain (Loss) on Derivative, Net", "documentation": "Amount of increase (decrease) in the fair value of derivatives recognized in the income statement." } } }, "auth_ref": ["r883"] }, "us-gaap_DerivativeLiabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DerivativeLiabilities", "crdr": "credit", "presentation": ["http://greenboxpos.com/role/ConvertibleDebtTable", "http://greenboxpos.com/role/ConvertibleDebtTable0"], "lang": { "en-us": { "role": { "terseLabel": "Derivative liability", "label": "Derivative Liability", "documentation": "Fair value, after the effects of master netting arrangements, of a financial liability or contract with one or more underlyings, notional amount or payment provision or both, and the contract can be net settled by means outside the contract or delivery of an asset. Includes liabilities not subject to a master netting arrangement and not elected to be offset." } } }, "auth_ref": ["r178", "r179", "r479", "r480", "r487", "r489", "r617", "r618", "r619", "r620", "r622", "r623", "r624", "r625", "r626", "r648", "r650", "r651", "r689", "r690", "r691", "r692", "r693", "r694", "r695", "r721", "r885", "r886", "r887", "r937"] }, "us-gaap_DisclosureOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisclosureOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTextBlock", "presentation": ["http://greenboxpos.com/role/StockBasedCompensation"], "lang": { "en-us": { "role": { "terseLabel": "Disclosure of Share-Based Compensation Arrangements by Share-Based Payment Award [Table Text Block]", "label": "Disclosure of Share-Based Compensation Arrangements by Share-Based Payment Award [Table Text Block]", "documentation": "Tabular disclosure of share-based payment arrangement." } } }, "auth_ref": ["r11", "r57"] }, "us-gaap_DisclosureTextBlockAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisclosureTextBlockAbstract", "lang": { "en-us": { "role": { "label": "Disclosure Text Block [Abstract]" } } }, "auth_ref": [] }, "us-gaap_DisclosureTextBlockSupplementAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisclosureTextBlockSupplementAbstract", "lang": { "en-us": { "role": { "label": "Disclosure Text Block Supplement [Abstract]" } } }, "auth_ref": [] }, "rvyl_DocumentAndEntityInformationAbstract": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "DocumentAndEntityInformationAbstract", "auth_ref": [] }, "dei_DocumentInformationLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentInformationLineItems", "presentation": ["http://greenboxpos.com/role/DocumentAndEntityInformation"], "lang": { "en-us": { "role": { "documentation": "Line items represent financial concepts included in a table. 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Includes, but is not limited to, national jurisdiction for non-U.S. jurisdiction." } } }, "auth_ref": ["r422"] }, "us-gaap_EarningsPerShareAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareAbstract", "presentation": ["http://greenboxpos.com/role/ConsolidatedIncomeStatement"], "lang": { "en-us": { "role": { "terseLabel": "Net loss per share:", "label": "Earnings Per Share [Abstract]" } } }, "auth_ref": [] }, "us-gaap_EarningsPerShareBasic": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareBasic", "presentation": ["http://greenboxpos.com/role/ConsolidatedIncomeStatement"], "lang": { "en-us": { "role": { "terseLabel": "Basic and diluted (in Dollars per share)", "label": "Earnings Per Share, Basic", "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": ["r192", "r209", "r210", "r211", "r212", "r213", "r215", "r219", "r221", "r224", "r225", "r226", "r228", "r458", "r464", "r477", "r478", "r561", "r581", "r723"] }, "us-gaap_EarningsPerShareDiluted": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareDiluted", "presentation": ["http://greenboxpos.com/role/ConsolidatedIncomeStatement"], "lang": { "en-us": { "role": { "terseLabel": "Basic and diluted (in Dollars per share)", "label": "Earnings Per Share, Diluted", "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": ["r192", "r209", "r210", "r211", "r212", "r213", "r215", "r221", "r224", "r225", "r226", "r228", "r458", "r464", "r477", "r478", "r561", "r581", "r723"] }, "us-gaap_EarningsPerSharePolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerSharePolicyTextBlock", "presentation": ["http://greenboxpos.com/role/AccountingPoliciesByPolicy"], "lang": { "en-us": { "role": { "terseLabel": "Earnings Per Share, Policy [Policy Text Block]", "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": ["r35", "r36", "r227"] }, "rvyl_EconomicInjuryDisasterLoanEIDLMember": { "xbrltype": "domainItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "EconomicInjuryDisasterLoanEIDLMember", "presentation": ["http://greenboxpos.com/role/LongTermDebtNetDetails", "http://greenboxpos.com/role/ScheduleofDebtTable", "http://greenboxpos.com/role/ScheduleofDebtTable0", "http://greenboxpos.com/role/ScheduleofDebtTable_Parentheticals", "http://greenboxpos.com/role/ScheduleofDebtTable_Parentheticals0"], "lang": { "en-us": { "role": { "terseLabel": "Economic Injury Disaster Loan (\u201cEIDL\u201d) [Member]", "documentation": "Name of debt instrument.", "label": "Economic Injury Disaster Loan EIDLMember" } } }, "auth_ref": [] }, "us-gaap_EffectOfExchangeRateOnCashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectOfExchangeRateOnCashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ConsolidatedCashFlow": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedCashFlow"], "lang": { "en-us": { "role": { "terseLabel": "Effects of exchange rates on cash, cash equivalents, and restricted cash", "label": "Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations", "documentation": "Amount of increase (decrease) from effect of exchange rate changes on cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; held in foreign currencies. Excludes amounts for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r492"] }, "us-gaap_EffectiveIncomeTaxRateContinuingOperations": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectiveIncomeTaxRateContinuingOperations", "presentation": ["http://greenboxpos.com/role/IncomeTaxesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Effective Income Tax Rate Reconciliation, Percent", "label": "Effective Income Tax Rate Reconciliation, Percent", "documentation": "Percentage of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations." } } }, "auth_ref": ["r422", "r751"] }, "us-gaap_EffectiveIncomeTaxRateReconciliationAtFederalStatutoryIncomeTaxRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectiveIncomeTaxRateReconciliationAtFederalStatutoryIncomeTaxRate", "presentation": ["http://greenboxpos.com/role/ScheduleofEffectiveIncomeTaxRateReconciliationTable_Parentheticals"], "lang": { "en-us": { "role": { "terseLabel": "Statutory federal income tax rate", "label": "Effective Income Tax Rate Reconciliation, at Federal Statutory Income Tax Rate, Percent", "documentation": "Percentage of domestic federal statutory tax rate applicable to pretax income (loss)." } } }, "auth_ref": ["r202", "r422", "r448", "r751"] }, "us-gaap_EmployeeRelatedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeRelatedLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ScheduleofAccountsPayableandAccruedLiabilitiesTable": { "parentTag": "us-gaap_AccruedLiabilitiesCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://greenboxpos.com/role/ScheduleofAccountsPayableandAccruedLiabilitiesTable"], "lang": { "en-us": { "role": { "terseLabel": "Payroll related accruals", "label": "Employee-related Liabilities, Current", "documentation": "Total of the carrying values as of the balance sheet date of obligations incurred through that date and payable for obligations related to services received from employees, such as accrued salaries and bonuses, payroll taxes and fringe benefits. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r72"] }, "us-gaap_EmployeeStockOptionMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeStockOptionMember", "presentation": ["http://greenboxpos.com/role/StockBasedCompensationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Share-Based Payment Arrangement, Option [Member]", "label": "Share-Based Payment Arrangement, Option [Member]", "documentation": "Share-based payment arrangement granting right, subject to vesting and other restrictions, to purchase or sell certain number of shares at predetermined price for specified period of time." } } }, "auth_ref": [] }, "dei_EntityAddressAddressLine1": { "xbrltype":*

"normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressAddressLine1", "presentation": ["http://greenboxpos.com/role/DocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Entity Address, Address Line One", "label": "Entity Address, Address Line One", "documentation": "Address Line 1 such as Attn, Building Name, Street Name" } } }, "auth_ref": [] }, "dei_EntityAddressCityOrTown": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressCityOrTown", "presentation": ["http://greenboxpos.com/role/DocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Entity Address, City or Town", "label": "Entity Address, City or Town", "documentation": "Name of the City or Town" } } }, "auth_ref": [] }, "dei_EntityAddressPostalZipCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressPostalZipCode", "presentation": ["http://greenboxpos.com/role/DocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Entity Address, Postal Zip Code", "label": "Entity Address, Postal Zip Code", "documentation": "Code for the postal or zip code" } } }, "auth_ref": [] }, "dei_EntityAddressStateOrProvince": { "xbrltype": "stateOrProvinceItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressStateOrProvince", "presentation": ["http://greenboxpos.com/role/DocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Entity Address, State or Province", "label": "Entity Address, State or Province", "documentation": "Name of the state or province." } } }, "auth_ref": [] }, "dei_EntityAddressesAddressTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressesAddressTypeAxis", "presentation": ["http://greenboxpos.com/role/DocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Entity Addresses, Address Type [Axis]", "documentation": "The axis of a table defines the relationship between the domain members or categories in the table and the line items or concepts that complete the table." } } }, "auth_ref": [] }, "dei_EntityCentralIndexKey": { "xbrltype": "centralIndexKeyItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCentralIndexKey", "presentation": ["http://greenboxpos.com/role/DocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Entity Central Index Key", "label": "Entity Central Index Key", "documentation": "A unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK." } } }, "auth_ref": ["r782"] }, "dei_EntityEmergingGrowthCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityEmergingGrowthCompany", "presentation": ["http://greenboxpos.com/role/DocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Entity Emerging Growth Company", "label": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": ["r782"] }, "dei_EntityFilerCategory": { "xbrltype": "filerCategoryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFilerCategory", "presentation": ["http://greenboxpos.com/role/DocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Entity Filer Category", "label": "Entity Filer Category", "documentation": "Indicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": ["r782"] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": ["http://greenboxpos.com/role/DocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Entity Incorporation, State or Country Code", "label": "Entity Incorporation, State or Country Code", "documentation": "Two-character EDGAR code representing the state or country of incorporation." } } }, "auth_ref": [] }, "dei_EntityRegistrantName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityRegistrantName", "presentation": ["http://greenboxpos.com/role/DocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Entity Registrant Name", "label": "Entity Registrant Name", "documentation": "The exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC." } } }, "auth_ref": ["r782"] }, "dei_EntitySmallBusiness": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntitySmallBusiness", "presentation": ["http://greenboxpos.com/role/DocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Entity Small Business", "label": "Entity Small Business", "documentation": "Indicates that the company is a Smaller Reporting Company (SRC)." } } }, "auth_ref": ["r782"] }, "dei_EntityTaxIdentificationNumber": { "xbrltype": "employerIdItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityTaxIdentificationNumber", "presentation": ["http://greenboxpos.com/role/DocumentAndEntityInformation"], "lang": { "en-us": { "role": { "terseLabel": "Entity Tax Identification Number", "label": "Entity Tax Identification Number", "documentation": "The Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS." } } }, "auth_ref": ["r782"] }, "us-gaap_EquityComponentDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquityComponentDomain", "presentation": ["http://greenboxpos.com/role/LongTermDebtNetDetails", "http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "label": "Equity Component [Domain]", "documentation": "Components of equity are the parts of the total Equity balance including that which is allocated to common, preferred, treasury stock, retained earnings, etc." } } }, "auth_ref": ["r15", "r157", "r186", "r187", "r188", "r204", "r205", "r206", "r208", "r213", "r216", "r218", "r230", "r275", "r276", "r313", "r375", "r446", "r447", "r455", "r456", "r457", "r459", "r463", "r464", "r470", "r471", "r472", "r473", "r474", "r475", "r476", "r493", "r495", "r496", "r497", "r498", "r499", "r502", "r503", "r512", "r578", "r585", "r586", "r587", "r605", "r676"] }, "srt_EquityMethodInvesteeNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "EquityMethodInvesteeNameDomain", "presentation": ["http://greenboxpos.com/role/AcquisitionsDetails"], "lang": { "en-us": { "role": { "label": "Investment, Name [Domain]" } } }, "auth_ref": ["r271", "r272", "r273", "r454", "r786", "r787", "r788", "r876", "r877", "r878", "r879"] }, "us-gaap_EquityMethodInvestmentOwnershipPercentage": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquityMethodInvestmentOwnershipPercentage", "presentation": ["http://greenboxpos.com/role/AcquisitionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Equity Method Investment, Ownership Percentage", "label": "Equity Method Investment, Ownership Percentage", "documentation": "The percentage of ownership of common stock or equity participation in the investee accounted for under the equity method of accounting." } } }, "auth_ref": ["r271"] }, "us-gaap_ErrorCorrectionTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ErrorCorrectionTextBlock", "presentation": ["http://greenboxpos.com/role/RestatementsofPreviouslyIssuedConsolidatedFinancialStatements"], "lang": { "en-us": { "role": { "terseLabel": "Error Correction [Text Block]", "label": "Error Correction [Text Block]", "documentation": "The entire disclosure for reporting error correction." } } }, "auth_ref": ["r214"] }, "srt_EuropeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "EuropeMember", "presentation": ["http://greenboxpos.com/role/OperatingLeasesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Europe [Member]", "label": "Europe [Member]" } } }, "auth_ref": ["r943", "r944", "r945", "r946"] }, "rvyl_ExchangeAgreementMember": { "xbrltype": "domainItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "ExchangeAgreementMember", "presentation": ["http://greenboxpos.com/role/LongTermDebtNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Exchange Agreement [Member]", "label": "Exchange Agreement Member" } } }, "auth_ref": [] }, "us-gaap_FairValueMeasurementPolicyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueMeasurementPolicyPolicyTextBlock", "presentation": ["http://greenboxpos.com/role/AccountingPoliciesByPolicy"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value Measurement, Policy [Policy Text Block]", "label": "Fair Value Measurement, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for fair value measurements of financial and non-financial assets, liabilities and instruments classified in shareholders' equity. 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_FairValueNetDerivativeAssetLiabilityMeasuredOnRecurringBasisUnobservableInputsReconciliationGainLossIncludedInEarnings": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueNetDerivativeAssetLiabilityMeasuredOnRecurringBasisUnobservableInputsReconciliationGainLossIncludedInEarnings", "crdr": "credit", "presentation": ["http://greenboxpos.com/role/ScheduleofDerivativeLiabilitiesatFairValueTable", "http://greenboxpos.com/role/ScheduleofDerivativeLiabilitiesatFairValueTable0"], "lang": { "en-us": { "role": { "terseLabel": "Change in fair value", "label": "Fair Value, Net Derivative Asset (Liability) Measured on Recurring Basis, Unobservable Inputs Reconciliation, Gain (Loss) Included in Earnings", "documentation": "Amount of gain (loss) recognized in income from derivative asset (liability) after deduction of derivative liability (asset), measured at fair value on recurring basis using unobservable input (level 3)." } } }, "auth_ref": ["r483", "r488"] }, "us-gaap_FairValueNetDerivativeAssetLiabilityMeasuredOnRecurringBasisUnobservableInputsReconciliationIssues": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueNetDerivativeAssetLiabilityMeasuredOnRecurringBasisUnobservableInputsReconciliationIssues", "crdr": "debit", "presentation": ["http://greenboxpos.com/role/ScheduleofDerivativeLiabilitiesatFairValueTable", "http://greenboxpos.com/role/ScheduleofDerivativeLiabilitiesatFairValueTable0"], "lang": { "en-us": { "role": { "terseLabel": "Increase in derivative liability upon extinguishment of debt", "label": "Fair Value, Net Derivative Asset (Liability) Measured on Recurring Basis, Unobservable Inputs Reconciliation, Issues", "documentation": "Amount of issuances of financial instrument classified as a derivative asset (liability) after deduction of derivative liability (asset), measured using unobservable inputs that reflect the entity's own assumption about the assumptions market participants would use in pricing." } } }, "auth_ref": ["r485", "r488"] }, "us-gaap_FairValueNetDerivativeAssetLiabilityMeasuredOnRecurringBasisWithUnobservableInputs": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueNetDerivativeAssetLiabilityMeasuredOnRecurringBasisWithUnobservableInputs", "crdr": "debit", "presentation": ["http://greenboxpos.com/role/ScheduleofDerivativeLiabilitiesatFairValueTable", "http://greenboxpos.com/role/ScheduleofDerivativeLiabilitiesatFairValueTable0"], "lang": { "en-us": { "role": { "periodStartLabel": "Balance", "periodEndLabel": "Balance", "label": "Fair Value, Net Derivative Asset (Liability) Measured on Recurring Basis with Unobservable Inputs", "documentation": "Fair value of financial instrument classified as derivative asset (liability) after deduction of derivative liability (asset), measured using unobservable inputs that reflect the entity's own assumption about the assumptions market participants would use in pricing." } } }, "auth_ref": ["r482", "r488"] }, "rvyl_FamilyOfCEO1Member": { "xbrltype": "domainItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "FamilyOfCEO1Member", "presentation": ["http://greenboxpos.com/role/RelatedPartyTransactionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Family of CEO #1 [Member]", "label": "Family Of CEO1 Member" } } }, "auth_ref": [] }, "rvyl_FamilyOfCEO2Member": { "xbrltype": "domainItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "FamilyOfCEO2Member", "presentation": ["http://greenboxpos.com/role/RelatedPartyTransactionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Family of CEO #2 [Member]", "label": "Family Of CEO2 Member" } } }, "auth_ref": [] }, "us-gaap_FederalIncomeTaxExpenseBenefitContinuingOperations": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FederalIncomeTaxExpenseBenefitContinuingOperations", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ScheduleofComponentsofIncomeTaxExpenseBenefitTable": { "parentTag": "us-gaap_IncomeTaxExpenseBenefit", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://greenboxpos.com/role/ScheduleofComponentsofIncomeTaxExpenseBenefitTable"], "lang": { "en-us": { "role": { "terseLabel": "Federal", "label": "Federal Income Tax Expense (Benefit), Continuing Operations", "documentation": "Amount of current and deferred federal tax expense (benefit) attributable to income (loss) from continuing operations. Includes, but is not limited to, current and deferred national tax expense (benefit) for non-US (United States of America) jurisdiction." } } }, "auth_ref": ["r201", "r420", "r421"] }, "us-gaap_FiniteLivedIntangibleAssetUsefulLife": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetUsefulLife", "presentation": ["http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsTable", "http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsTable0"], "lang": { "en-us": { "role": { "terseLabel": "Amortization Period", "label": "Finite-Lived Intangible Asset, Useful Life", "documentation": "Useful life of finite-lived intangible assets, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days." } } }, "auth_ref": [] }, "us-gaap_FiniteLivedIntangibleAssetsAccumulatedAmortization": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAccumulatedAmortization", "crdr": "credit", "presentation": ["http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsTable", "http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsTable0"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated Amortization", "label": "Finite-Lived Intangible Assets, Accumulated Amortization", "documentation": "Accumulated amount of amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life." } } }, "auth_ref": ["r165", "r280", "r304", "r739"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseAfterYearFive": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseAfterYearFive", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTable0": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTable0"], "lang": { "en-us": { "role": { "terseLabel": "Thereafter", "label": "Finite-Lived Intangible Asset, Expected Amortization, after Year Five", "documentation": "Amount of amortization for asset, excluding financial asset and goodwill, lacking physical substance with finite life expected to be recognized after fifth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r843", "r947"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTable": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 1.0 }, "http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTable0": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTable", "http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTable0"], "lang": { "en-us": { "role": { "terseLabel": "2023", "verboseLabel": "2024 (remainder)", "label": "Finite-Lived Intangible Asset, Expected Amortization, Year One", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r306", "r717", "r739"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearFive": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseYearFive", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTable": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 5.0 }, "http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTable0": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTable", "http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTable0"], "lang": { "en-us": { "role": { "terseLabel": "2028", "label": "Finite-Lived Intangible Asset, Expected Amortization, Year Five", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in fifth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r306", "r717", "r739"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearFour": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseYearFour", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTable": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 4.0 }, "http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTable0": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTable", "http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTable0"], "lang": { "en-us": { "role": { "terseLabel": "2027", "label": "Finite-Lived Intangible Asset, Expected Amortization, Year Four", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r306", "r717", "r739"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearThree": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseYearThree", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTable": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 3.0 }, "http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTable0": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTable", "http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTable0"], "lang": { "en-us": { "role": { "terseLabel": "2025", "verboseLabel": "2026", "label": "Finite-Lived Intangible Asset, Expected Amortization, Year Three", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r306", "r717", "r739"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearTwo": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseYearTwo", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTable": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 2.0 }, "http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTable0": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTable", "http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTable0"], "lang": { "en-us": { "role": { "terseLabel": "2024", "verboseLabel": "2025", "label": "Finite-Lived Intangible Asset, Expected Amortization, Year Two", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r306", "r717", "r739"] }, "us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsByMajorClassAxis", "presentation": ["http://greenboxpos.com/role/ScheduleofBusinessAcquisitionsbyAcquisitionTable", "http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsTable", "http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsTable0"], "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": ["r297", "r299", "r300", "r301", "r303", "r304", "r307", "r308", "r525", "r526", "r717"] }, "us-gaap_FiniteLivedIntangibleAssetsGross": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsGross", "crdr": "debit", "presentation": ["http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsTable", "http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsTable0"], "lang": { "en-us": { "role": { "terseLabel": "Cost", "label": "Finite-Lived Intangible Assets, Gross", "documentation": "Amount before amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life." } } }, "auth_ref": ["r280", "r304", "r526", "r739"] }, "us-gaap_FiniteLivedIntangibleAssetsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsLineItems", "presentation": ["http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsTable", "http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsTable0"], "lang": { "en-us": { "role": { "label": "Finite-Lived Intangible Assets [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r297", "r304", "r307", "r308", "r310", "r525", "r717", "r739"] }, "us-gaap_FiniteLivedIntangibleAssetsMajorClassNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsMajorClassNameDomain", "presentation": ["http://greenboxpos.com/role/ScheduleofBusinessAcquisitionsbyAcquisitionTable", "http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsTable", "http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsTable0"], "lang": { "en-us": { "role": { "label": "Finite-Lived Intangible Assets, Major Class Name [Domain]", "documentation": "The major class of finite-lived intangible asset (for example, patents, trademarks, copyrights, etc.) A major class is composed of intangible assets that can be grouped together because they are similar, either by their nature or by their use in the operations of a company." } } }, "auth_ref": ["r297", "r299", "r300", "r301", "r303", "r304", "r307", "r308", "r717"] }, "us-gaap_FiniteLivedIntangibleAssetsNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsNet", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTable": { "parentTag": null, "weight": null, "order": null, "root": true }, "http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTable0": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTable", "http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTable0", "http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsTable", 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the financial statements of a foreign reporting enterprise in a hyperinflationary economy." } } }, "auth_ref": ["r491"] }, "us-gaap_ForeignIncomeTaxExpenseBenefitContinuingOperations": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ForeignIncomeTaxExpenseBenefitContinuingOperations", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ScheduleofComponentsofIncomeTaxExpenseBenefitTable": { "parentTag": "us-gaap_IncomeTaxExpenseBenefit", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://greenboxpos.com/role/ScheduleofComponentsofIncomeTaxExpenseBenefitTable"], "lang": { "en-us": { "role": { "terseLabel": "International", "label": "Foreign Income Tax Expense (Benefit), Continuing Operations", "documentation": "Amount of current and deferred foreign income tax expense (benefit) attributable to income (loss) from continuing operations." } } }, "auth_ref": ["r201", "r421"] }, "us-gaap_FurnitureAndFixturesMember": { "xbrltype": 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Examples include, but are not limited to, desks, chairs, tables, and bookcases." } } }, "auth_ref": [] }, "us-gaap_GainLossOnDerivativeInstrumentsNetPretax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GainLossOnDerivativeInstrumentsNetPretax", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ConsolidatedIncomeStatement": { "parentTag": "us-gaap_NonoperatingIncomeExpense", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedIncomeStatement"], "lang": { "en-us": { "role": { "terseLabel": "Changes in fair value of derivative liability", "label": "Gain (Loss) on Derivative Instruments, Net, Pretax", "documentation": "Aggregate net gain (loss) on all derivative instruments recognized in earnings during the period, before tax effects." } } }, "auth_ref": ["r65"] }, "us-gaap_GainLossOnDispositionOfAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": 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Extinguishment of Debt", "label": "Gain (Loss) on Extinguishment of Debt", "documentation": "Difference between the fair value of payments made and the carrying amount of debt which is extinguished prior to maturity." } } }, "auth_ref": ["r9", "r46", "r47"] }, "us-gaap_GainsLossesOnRestructuringOfDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GainsLossesOnRestructuringOfDebt", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ConsolidatedIncomeStatement": { "parentTag": "us-gaap_NonoperatingIncomeExpense", "weight": 1.0, "order": 3.0 }, "http://greenboxpos.com/role/ConsolidatedCashFlow": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 13.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedCashFlow", "http://greenboxpos.com/role/ConsolidatedIncomeStatement"], "lang": { "en-us": { "role": { "terseLabel": "Derecognition expense on conversion of convertible debt", "negatedLabel": "Derecognition expense upon conversion of convertible debt", "label": "Gains (Losses) on Restructuring of Debt", "documentation": "For a debtor, the aggregate gain (loss) recognized on the restructuring of payables arises from the difference between the book value of the debt before the restructuring and the fair value of the payments on the debt after restructuring is complete." } } }, "auth_ref": ["r13"] }, "us-gaap_GeneralAndAdministrativeExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GeneralAndAdministrativeExpense", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ConsolidatedIncomeStatement": { "parentTag": "us-gaap_OperatingExpenses", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedIncomeStatement"], "lang": { "en-us": { "role": { "terseLabel": "General and administrative", "label": "General and Administrative Expense", "documentation": "The aggregate total of expenses of managing and administering the affairs of an entity, including affiliates of the reporting entity, which are not directly or indirectly associated with the manufacture, sale or creation of a product or product line." } } }, "auth_ref": ["r95", "r658"] }, "us-gaap_Goodwill": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Goodwill", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ConsolidatedBalanceSheet": { "parentTag": "us-gaap_AssetsNoncurrent", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet", "http://greenboxpos.com/role/ScheduleofGoodwillTable", "http://greenboxpos.com/role/ScheduleofGoodwillTable0"], "lang": { "en-us": { "role": { "periodStartLabel": "Goodwill", "periodEndLabel": "Goodwill", "terseLabel": "Goodwill", "label": "Goodwill", "documentation": "Amount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized." } } }, "auth_ref": ["r164", "r282", "r557", "r732", "r738", "r753", "r760", "r826", "r833"] }, "us-gaap_GoodwillAcquiredDuringPeriod": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillAcquiredDuringPeriod", "crdr": "debit", "presentation": ["http://greenboxpos.com/role/ScheduleofGoodwillTable0"], "lang": { "en-us": { "role": { "terseLabel": "Goodwill Acquired", "label": "Goodwill, Acquired During Period", "documentation": "Amount of increase in asset representing future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized resulting from a business combination." } } }, "auth_ref": ["r286", "r738"] }, "us-gaap_GoodwillAndIntangibleAssetsDisclosureAbstract": { "xbrltype": "stringItemType", 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This accounting policy also may address how an entity assesses and measures impairment of goodwill, how reporting units are determined, how goodwill is allocated to such units, and how the fair values of the reporting units are determined." } } }, "auth_ref": ["r281", "r295", "r738"] }, "us-gaap_GoodwillDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillDisclosureTextBlock", "presentation": ["http://greenboxpos.com/role/Goodwill"], "lang": { "en-us": { "role": { "terseLabel": "Goodwill Disclosure [Text Block]", "label": "Goodwill Disclosure [Text Block]", "documentation": "The entire disclosure for goodwill." } } }, "auth_ref": ["r281", "r284", "r294", "r738"] }, "us-gaap_GoodwillImpairmentLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillImpairmentLoss", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ConsolidatedIncomeStatement": { "parentTag": "us-gaap_OperatingExpenses", "weight": 1.0, "order": 8.0 }, "http://greenboxpos.com/role/ConsolidatedCashFlow": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 9.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedCashFlow", "http://greenboxpos.com/role/ConsolidatedIncomeStatement", "http://greenboxpos.com/role/ScheduleofGoodwillTable0", "http://greenboxpos.com/role/SummaryofSignificantAccountingPoliciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Impairment of goodwill", "negatedLabel": "Goodwill Impairment", "verboseLabel": "Goodwill, Impairment Loss (in Dollars)", "label": "Goodwill, Impairment Loss", "documentation": "Amount of impairment loss from asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized." } } }, "auth_ref": ["r9", "r283", "r289", "r295", "r738", "r753"] }, "us-gaap_GoodwillLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillLineItems", "presentation": ["http://greenboxpos.com/role/ScheduleofGoodwillTable", "http://greenboxpos.com/role/ScheduleofGoodwillTable0"], "lang": { "en-us": { "role": { "label": "Goodwill [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r284", "r285", "r286", "r287", "r288", "r289", "r290", "r291", "r292", "r293", "r295", "r738"] }, "us-gaap_GoodwillMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillMember", "presentation": ["http://greenboxpos.com/role/ScheduleofBusinessAcquisitionsbyAcquisitionTable"], "lang": { "en-us": { "role": { "terseLabel": "Goodwill [Member]", "label": "Goodwill [Member]", "documentation": "Asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized." } } }, "auth_ref": [] }, "us-gaap_GoodwillTranslationAndPurchaseAccountingAdjustments": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillTranslationAndPurchaseAccountingAdjustments", "crdr": "debit", "presentation": ["http://greenboxpos.com/role/ScheduleofGoodwillTable0"], "lang": { "en-us": { "role": { "terseLabel": "Adjustments", "label": "Goodwill, Translation and Measurement Period Adjustments", "documentation": "Amount of increase (decrease) from foreign currency translation and measurement period adjustments of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized." } } }, "auth_ref": ["r1", "r825"] }, "us-gaap_GrossProfit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GrossProfit", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ConsolidatedIncomeStatement": { "parentTag": "us-gaap_OperatingIncomeLoss", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedIncomeStatement"], "lang": { "en-us": { "role": { "totalLabel": "Gross profit", "label": "Gross Profit", "documentation": "Aggregate revenue less cost of goods and services sold or operating expenses directly attributable to the revenue generation activity." } } }, "auth_ref": ["r91", "r93", "r141", "r200", "r274", "r329", "r330", "r331", "r332", "r333", "r334", "r335", "r336", "r337", "r490", "r725", "r731", "r813", "r815", "r816", "r817", "r818", "r859"] }, "us-gaap_ImpairmentOfIntangibleAssetsFinitelived": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ImpairmentOfIntangibleAssetsFinitelived", "crdr": "debit", "presentation": ["http://greenboxpos.com/role/IntangibleAssetsNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Impairment of Intangible Assets, Finite-Lived", "label": "Impairment of Intangible Assets, Finite-Lived", "documentation": "The amount of impairment loss recognized in the period resulting from the write-down of the carrying amount of a finite-lived intangible asset to fair value." } } }, "auth_ref": ["r298", "r801", "r847"] }, "us-gaap_ImpairmentOrDisposalOfLongLivedAssetsPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ImpairmentOrDisposalOfLongLivedAssetsPolicyTextBlock", "presentation": ["http://greenboxpos.com/role/AccountingPoliciesByPolicy"], "lang": { "en-us": { "role": { "terseLabel": "Impairment or Disposal of Long-Lived Assets, Policy [Policy Text Block]", "label": "Impairment or Disposal of Long-Lived Assets, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for recognizing and measuring the impairment of long-lived assets. An entity also may disclose its accounting policy for long-lived assets to be sold. This policy excludes goodwill and intangible assets." } } }, "auth_ref": ["r0", "r110"] }, "us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ConsolidatedIncomeStatement": { "parentTag": "us-gaap_NetIncomeLoss", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedIncomeStatement"], "lang": { "en-us": { "role": { "terseLabel": "Loss before provision for income taxes", "label": "Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest", "documentation": "Amount of income (loss) from continuing operations, including income (loss) from equity method investments, before deduction of income tax expense (benefit), and income (loss) 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pretax income from continuing operations." } } }, "auth_ref": ["r422", "r751"] }, "us-gaap_IncomeTaxReconciliationNondeductibleExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxReconciliationNondeductibleExpense", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ScheduleofEffectiveIncomeTaxRateReconciliationTable": { "parentTag": "us-gaap_IncomeTaxExpenseBenefit", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://greenboxpos.com/role/ScheduleofEffectiveIncomeTaxRateReconciliationTable"], "lang": { "en-us": { "role": { "terseLabel": "Stock compensation (ISOs)", "label": "Effective Income Tax Rate Reconciliation, Nondeductible Expense, Amount", "documentation": "Amount of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to 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domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to nondeductible meals and entertainment expense." } } }, "auth_ref": ["r867", "r869"] }, "us-gaap_IncomeTaxReconciliationNondeductibleExpenseOther": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxReconciliationNondeductibleExpenseOther", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ScheduleofEffectiveIncomeTaxRateReconciliationTable": { "parentTag": "us-gaap_IncomeTaxExpenseBenefit", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://greenboxpos.com/role/ScheduleofEffectiveIncomeTaxRateReconciliationTable"], "lang": { "en-us": { "role": { "terseLabel": "Transactions expenses", "label": "Effective Income Tax Rate Reconciliation, Nondeductible Expense, Other, Amount", "documentation": "Amount of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to other nondeductible expenses." } } }, "auth_ref": ["r751", "r867", "r869"] }, "us-gaap_IncomeTaxReconciliationOtherAdjustments": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxReconciliationOtherAdjustments", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ScheduleofEffectiveIncomeTaxRateReconciliationTable": { "parentTag": "us-gaap_IncomeTaxExpenseBenefit", "weight": 1.0, "order": 8.0 } }, "presentation": ["http://greenboxpos.com/role/ScheduleofEffectiveIncomeTaxRateReconciliationTable"], "lang": { "en-us": { "role": { "terseLabel": "Derecognition expense on conversion of convertible debt", "label": "Effective Income Tax Rate Reconciliation, Other Adjustments, Amount", "documentation": "Amount of the difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying the domestic federal statutory income tax rates to pretax income (loss) from continuing operations attributable to other adjustments." } } }, "auth_ref": ["r751", "r867", "r868"] }, "us-gaap_IncomeTaxReconciliationOtherReconcilingItems": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxReconciliationOtherReconcilingItems", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ScheduleofEffectiveIncomeTaxRateReconciliationTable": { "parentTag": "us-gaap_IncomeTaxExpenseBenefit", "weight": 1.0, "order": 10.0 } }, "presentation": ["http://greenboxpos.com/role/ScheduleofEffectiveIncomeTaxRateReconciliationTable"], "lang": { "en-us": { "role": { "terseLabel": "Others", "label": "Effective Income Tax Rate Reconciliation, Other Reconciling Items, Amount", "documentation": "Amount of difference between reported income tax expense (benefit) and expected income tax expense (benefit) computed by applying statutory federal (national) tax rate to pretax income (loss) from continuing operation attributable to other reconciling item. Excludes state and local income tax expense (benefit), federal tax expense (benefit), statutory income tax expense (benefit) outside of country of domicile, tax credit, nondeductible expense, deduction, income tax settlement, income tax contingency, and cross-border tax law." } } }, "auth_ref": ["r867", "r868"] }, "us-gaap_IncomeTaxReconciliationStateAndLocalIncomeTaxes": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxReconciliationStateAndLocalIncomeTaxes", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ScheduleofEffectiveIncomeTaxRateReconciliationTable": { "parentTag": "us-gaap_IncomeTaxExpenseBenefit", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://greenboxpos.com/role/ScheduleofEffectiveIncomeTaxRateReconciliationTable"], "lang": { "en-us": { "role": { "terseLabel": "State taxes - net of federal benefit", "label": "Effective Income Tax Rate Reconciliation, State and Local Income Taxes, Amount", 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debt, including trade payables, that has been incurred and is unpaid. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r72"] }, "us-gaap_InterimPeriodCostsNotAllocableDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterimPeriodCostsNotAllocableDomain", "presentation": ["http://greenboxpos.com/role/LongTermDebtNetDetails"], "lang": { "en-us": { "role": { "label": "Interim Period, Costs Not Allocable [Domain]", "documentation": "This element represents the type of costs and expenses incurred during an interim period that cannot be readily identified with the activities or benefits of other interim periods and are charged to the interim period in which incurred." } } }, "auth_ref": ["r37"] }, "us-gaap_InternalUseSoftwarePolicy": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InternalUseSoftwarePolicy", "presentation": ["http://greenboxpos.com/role/AccountingPoliciesByPolicy"], "lang": { "en-us": { "role": { "terseLabel": "Internal Use Software, Policy [Policy Text Block]", "label": "Internal Use Software, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for costs incurred when both (1) the software is acquired, internally developed, or modified solely to meet the entity's internal needs, and (2) during the software's development or modification, no substantive plan exists or is being developed to market the software externally." } } }, "auth_ref": ["r312"] }, "rvyl_InternationalMember": { "xbrltype": "domainItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "InternationalMember", "presentation": ["http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsTable", "http://greenboxpos.com/role/ScheduleofGoodwillTable0", "http://greenboxpos.com/role/ScheduleofSegmentReportingInformationbySegmentTable", "http://greenboxpos.com/role/ScheduleofSegmentReportingInformationbySegmentTable0"], "lang": { "en-us": { "role": { "terseLabel": "International [Member]", "label": "International Member" } } }, "auth_ref": [] }, "us-gaap_LaborAndRelatedExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LaborAndRelatedExpense", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ConsolidatedIncomeStatement": { "parentTag": "us-gaap_OperatingExpenses", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedIncomeStatement"], "lang": { "en-us": { "role": { "terseLabel": "Payroll and payroll taxes", "label": "Labor and Related Expense", "documentation": "Amount of expense for salary, wage, profit sharing; incentive and equity-based compensation; and other employee benefit." } } }, "auth_ref": ["r799"] }, "us-gaap_LesseeLeasesPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeLeasesPolicyTextBlock", "presentation": ["http://greenboxpos.com/role/AccountingPoliciesByPolicy"], "lang": { "en-us": { "role": { "terseLabel": "Lessee, Leases [Policy Text Block]", "label": "Lessee, Leases [Policy Text Block]", "documentation": "Disclosure of accounting policy for leasing arrangement entered into by lessee." } } }, "auth_ref": ["r506"] }, "rvyl_LesseeOperatingLeaseLiabilityMaturityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "LesseeOperatingLeaseLiabilityMaturityAbstract", "lang": { "en-us": { "role": { "label": "Lessee Operating Lease Liability Maturity Abstract" } } }, "auth_ref": [] }, "us-gaap_LesseeOperatingLeaseLiabilityMaturityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityMaturityTableTextBlock", "presentation": ["http://greenboxpos.com/role/OperatingLeasesTables"], "lang": { "en-us": { "role": { "terseLabel": "Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block]", "label": "Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block]", "documentation": "Tabular disclosure of undiscounted cash flows of lessee's operating lease liability. Includes, but is not limited to, reconciliation of undiscounted cash flows to operating lease liability recognized in statement of financial position." } } }, "auth_ref": ["r894"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDue", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/LesseeOperatingLeaseLiabilityMaturityTable": { "parentTag": null, "weight": null, "order": null, "root": true }, "http://greenboxpos.com/role/LesseeOperatingLeaseLiabilityMaturityTable0": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://greenboxpos.com/role/LesseeOperatingLeaseLiabilityMaturityTable", "http://greenboxpos.com/role/LesseeOperatingLeaseLiabilityMaturityTable0"], "lang": { "en-us": { "role": { "totalLabel": "Total lease payments", "label": "Lessee, Operating Lease, Liability, to be Paid", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease." } } }, "auth_ref": ["r509"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/LesseeOperatingLeaseLiabilityMaturityTable": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 1.0 }, "http://greenboxpos.com/role/LesseeOperatingLeaseLiabilityMaturityTable0": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://greenboxpos.com/role/LesseeOperatingLeaseLiabilityMaturityTable", "http://greenboxpos.com/role/LesseeOperatingLeaseLiabilityMaturityTable0"], "lang": { "en-us": { "role": { "terseLabel": "2023", "verboseLabel": "2024 (remainder)", "label": "Lessee, Operating Lease, Liability, to be Paid, Year One", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r509"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearFive": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueYearFive", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/LesseeOperatingLeaseLiabilityMaturityTable": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 5.0 }, "http://greenboxpos.com/role/LesseeOperatingLeaseLiabilityMaturityTable0": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://greenboxpos.com/role/LesseeOperatingLeaseLiabilityMaturityTable", "http://greenboxpos.com/role/LesseeOperatingLeaseLiabilityMaturityTable0"], "lang": { "en-us": { "role": { "terseLabel": "2027", "verboseLabel": "2028", "label": "Lessee, Operating Lease, Liability, to be Paid, Year Five", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in fifth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r509"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearFour": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueYearFour", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/LesseeOperatingLeaseLiabilityMaturityTable": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 4.0 }, "http://greenboxpos.com/role/LesseeOperatingLeaseLiabilityMaturityTable0": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://greenboxpos.com/role/LesseeOperatingLeaseLiabilityMaturityTable", "http://greenboxpos.com/role/LesseeOperatingLeaseLiabilityMaturityTable0"], "lang": { "en-us": { "role": { "terseLabel": "2025", "verboseLabel": "2027", "label": "Lessee, Operating Lease, Liability, to be Paid, Year Four", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r509"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearThree": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueYearThree", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/LesseeOperatingLeaseLiabilityMaturityTable": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 3.0 }, "http://greenboxpos.com/role/LesseeOperatingLeaseLiabilityMaturityTable0": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://greenboxpos.com/role/LesseeOperatingLeaseLiabilityMaturityTable", "http://greenboxpos.com/role/LesseeOperatingLeaseLiabilityMaturityTable0"], "lang": { "en-us": { "role": { "terseLabel": "2025", "verboseLabel": "2026", "label": "Lessee, Operating Lease, Liability, to be Paid, Year Three", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r509"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearTwo": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueYearTwo", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/LesseeOperatingLeaseLiabilityMaturityTable": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 2.0 }, "http://greenboxpos.com/role/LesseeOperatingLeaseLiabilityMaturityTable0": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://greenboxpos.com/role/LesseeOperatingLeaseLiabilityMaturityTable", "http://greenboxpos.com/role/LesseeOperatingLeaseLiabilityMaturityTable0"], "lang": { "en-us": { "role": { "terseLabel": "2024", "verboseLabel": "2025", "label": "Lessee, Operating Lease, Liability, to be Paid, Year Two", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r509"] }, "us-gaap_LesseeOperatingLeaseLiabilityUndiscountedExcessAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityUndiscountedExcessAmount", "crdr": "credit", "presentation": ["http://greenboxpos.com/role/LesseeOperatingLeaseLiabilityMaturityTable", "http://greenboxpos.com/role/LesseeOperatingLeaseLiabilityMaturityTable0"], "lang": { "en-us": { "role": { "negatedLabel": "Less: imputed interest", "label": "Lessee, Operating Lease, Liability, Undiscounted Excess Amount", "documentation": "Amount of lessee's undiscounted obligation for lease payments in excess of discounted obligation for lease payments for operating lease." } } }, "auth_ref": ["r509"] }, "us-gaap_Liabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Liabilities", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ConsolidatedBalanceSheet": { "parentTag": "us-gaap_LiabilitiesAndStockholdersEquity", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet"], "lang": { "en-us": { "role": { "totalLabel": "Total liabilities", "label": "Liabilities", "documentation": "Amount of liability recognized for present obligation requiring transfer or otherwise providing economic benefit to others." } } }, "auth_ref": ["r24", "r71", "r72", "r73", "r77", "r78", "r79", "r82", "r200", "r274", "r329", "r330", "r331", "r332", "r333", "r334", "r335", "r336", "r337", "r467", "r468", "r469", "r490", "r633", "r724", "r781", "r859", "r897", "r898"] }, "us-gaap_LiabilitiesAndStockholdersEquity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesAndStockholdersEquity", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ConsolidatedBalanceSheet": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet"], "lang": { "en-us": { "role": { "totalLabel": "Total liabilities and stockholder\u2019s equity/(deficit)", "label": "Liabilities and Equity", "documentation": "Amount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any." } } }, "auth_ref": ["r89", "r135", "r571", "r760", "r806", "r824", "r888"] }, "us-gaap_LiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesCurrent", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ConsolidatedBalanceSheet": { "parentTag": "us-gaap_Liabilities", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet"], "lang": { "en-us": { "role": { "totalLabel": "Total current liabilities", "label": "Liabilities, Current", "documentation": "Total obligations incurred as part of normal operations that are expected to be paid during the following twelve months or within one business cycle, if longer." } } }, "auth_ref": ["r73", "r160", "r200", "r274", "r329", "r330", "r331", "r332", "r333", "r334", "r335", "r336", "r337", "r467", "r468", "r469", "r490", "r760", "r859", "r897", "r898"] }, "us-gaap_LiabilitiesCurrentAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesCurrentAbstract", "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet"], "lang": { "en-us": { "role": { "terseLabel": "Current Liabilities:", "label": "Liabilities, Current [Abstract]" } } }, "auth_ref": [] }, "us-gaap_LitigationSettlementExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LitigationSettlementExpense", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ConsolidatedIncomeStatement": { "parentTag": "us-gaap_NonoperatingIncomeExpense", "weight": -1.0, "order": 7.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedIncomeStatement"], "lang": { "en-us": { "role": { "negatedLabel": "Legal settlement expense", "label": "Litigation Settlement, Fee Expense", "documentation": "Amount of litigation expense, including but not limited to legal, forensic, accounting, and investigative fees." } } }, "auth_ref": ["r790"] }, "dei_LocalPhoneNumber": { "xbrltype": "normalizedStringItemType", "nsuri":

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Excludes lease obligation." } } }, "auth_ref": ["r24", "r133", "r351", "r365", "r741", "r742", "r758", "r906"] }, "us-gaap_LongTermDebtCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtCurrent", "crdr": "credit", "presentation": ["http://greenboxpos.com/role/ScheduleofDebtTable", "http://greenboxpos.com/role/ScheduleofDebtTable0"], "lang": { "en-us": { "role": { "negatedLabel": "Less: current portion", "label": "Long-Term Debt, Current Maturities", "documentation": "Amount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as current. 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Excludes lease obligation." } } }, "auth_ref": ["r170"] }, "us-gaap_LongTermNotesPayable": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermNotesPayable", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ConsolidatedBalanceSheet": { "parentTag": "us-gaap_Liabilities", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet"], "lang": { "en-us": { "role": { "terseLabel": "Long term debt, net of debt discount", "label": "Notes Payable, Noncurrent", "documentation": "Carrying value as of the balance sheet date of notes payable (with maturities initially due after one year or beyond the operating cycle if longer), excluding current portion." } } }, "auth_ref": ["r24"] }, "rvyl_LossFromOperationsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "LossFromOperationsAbstract", "presentation": 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Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit." } } }, "auth_ref": ["r194"] }, "us-gaap_NetCashProvidedByUsedInInvestingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivities", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ConsolidatedCashFlow": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedCashFlow"], "lang": { "en-us": { "role": { "totalLabel": "Net cash used in investing activities", "label": "Net Cash Provided by (Used in) Investing Activities", "documentation": "Amount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets." } } }, "auth_ref": ["r194"] }, "us-gaap_NetCashProvidedByUsedInOperatingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInOperatingActivities", "calculation": { "http://greenboxpos.com/role/ConsolidatedCashFlow": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedCashFlow"], "lang": { "en-us": { "role": { "totalLabel": "Net cash provided by operating activities", "label": "Net Cash Provided by (Used in) Operating Activities", "documentation": "Amount of cash inflow (outflow) from operating activities, including discontinued operations. 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An operating segment is a component of an enterprise: (a) that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same enterprise), (b) whose operating results are regularly reviewed by the enterprise's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and (c) for which discrete financial information is available. An operating segment may engage in business activities for which it has yet to earn revenues, for example, start-up operations may be operating segments before earning revenues." } } }, "auth_ref": ["r732", "r814"] }, "us-gaap_NumberOfReportableSegments": { "xbrltype": "integerItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NumberOfReportableSegments", "presentation": ["http://greenboxpos.com/role/SummaryofSignificantAccountingPoliciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Number of Reportable Segments", "label": "Number of Reportable Segments", "documentation": "Number of segments reported by the entity. A reportable segment is a component of an entity for which there is an accounting requirement to report separate financial information on that component in the entity's financial statements." } } }, "auth_ref": ["r726", "r736", "r814"] }, "rvyl_OneYearAlternateOptionalConversionMember": { "xbrltype": "domainItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "OneYearAlternateOptionalConversionMember", "presentation": ["http://greenboxpos.com/role/LongTermDebtNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "One Year Alternate Optional Conversion [Member]", "label": "One Year Alternate Optional Conversion Member" } } }, "auth_ref": [] }, "us-gaap_OperatingExpenses": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingExpenses", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ConsolidatedIncomeStatement": { "parentTag": "us-gaap_OperatingIncomeLoss", "weight": -1.0, "order": 2.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedIncomeStatement"], "lang": { "en-us": { "role": { "totalLabel": "Total operating expenses", "label": "Operating Expenses", "documentation": "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." } } }, "auth_ref": [] }, "us-gaap_OperatingExpensesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingExpensesAbstract", "presentation": ["http://greenboxpos.com/role/ConsolidatedIncomeStatement"], "lang": { "en-us": { "role": { "terseLabel": "Operating expenses:", "label": "Operating Expenses [Abstract]" } } }, "auth_ref": [] }, "us-gaap_OperatingIncomeLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingIncomeLoss", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ConsolidatedIncomeStatement": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedIncomeStatement", "http://greenboxpos.com/role/ScheduleofSegmentReportingInformationbySegmentTable", "http://greenboxpos.com/role/ScheduleofSegmentReportingInformationbySegmentTable0"], "lang": { "en-us": { "role": { "totalLabel": "Loss from operations", "terseLabel": "Income (loss) from operations", "verboseLabel": "Loss from operations", "label": "Operating Income (Loss)", "documentation": "The net result for the period of deducting operating expenses from operating revenues." } } }, "auth_ref": ["r141", "r725", "r813", "r815", "r816", "r817", "r818"] }, "us-gaap_OperatingLeaseExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseExpense", "crdr": "debit", "presentation": ["http://greenboxpos.com/role/OperatingLeasesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Operating Lease, Expense", "label": "Operating Lease, Expense", "documentation": "Amount of operating lease expense. Excludes sublease income." } } }, "auth_ref": ["r893"] }, "us-gaap_OperatingLeaseLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseLiability", "crdr": "credit", "presentation": ["http://greenboxpos.com/role/LesseeOperatingLeaseLiabilityMaturityTable", "http://greenboxpos.com/role/LesseeOperatingLeaseLiabilityMaturityTable0"], "lang": { "en-us": { "role": { "terseLabel": "Total lease liabilities", "verboseLabel": "Present value of total lease payments", "label": "Operating Lease, Liability", "documentation": "Present value of lessee's discounted obligation for lease payments from operating lease." } } }, "auth_ref": ["r505"] }, "us-gaap_OperatingLeaseLiabilityCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseLiabilityCurrent", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ConsolidatedBalanceSheet": { "parentTag": "us-gaap_LiabilitiesCurrent", 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financial statements disclosure." } } }, "auth_ref": ["r68", "r127", "r592", "r593"] }, "us-gaap_OtherAccruedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherAccruedLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ScheduleofAccountsPayableandAccruedLiabilitiesTable": { "parentTag": "us-gaap_AccruedLiabilitiesCurrent", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://greenboxpos.com/role/AccruedLiabilitiesDetailsScheduleofAccountsPayableandAccruedLiabilities", "http://greenboxpos.com/role/ScheduleofAccountsPayableandAccruedLiabilitiesTable"], "lang": { "en-us": { "role": { "terseLabel": "Other", "verboseLabel": "Other Accrued Liabilities, Current", "label": "Other Accrued Liabilities, Current", "documentation": "Amount of expenses incurred but not yet paid classified as other, due within one year or the normal operating cycle, if longer." } } }, "auth_ref": ["r72"] }, 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statement caption in which reported facts about other comprehensive income have been included." } } }, "auth_ref": ["r20"] }, "us-gaap_OtherLiabilitiesAndSharesSubjectToMandatoryRedemptionAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherLiabilitiesAndSharesSubjectToMandatoryRedemptionAbstract", "lang": { "en-us": { "role": { "label": "Other Liabilities and Financial Instruments Subject to Mandatory Redemption [Abstract]" } } }, "auth_ref": [] }, "us-gaap_OtherLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ConsolidatedBalanceSheet": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet"], "lang": { "en-us": { "role": { "terseLabel": "Other current liabilities", "label": "Other Liabilities, 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As a noncash item, it is added to net income when calculating cash provided by or used in operations using the indirect method." } } }, "auth_ref": ["r9"] }, "rvyl_PaymentProcessingLiabilitiesNet": { "xbrltype": "monetaryItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "PaymentProcessingLiabilitiesNet", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ConsolidatedBalanceSheet": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet"], "lang": { "en-us": { "role": { "terseLabel": "Payment processing liabilities, net", "documentation": "Net amount of payment processing liabilities.", "label": "Payment Processing Liabilities Net" } } }, "auth_ref": [] }, "rvyl_PaymentProcessingLiabilitiesPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "PaymentProcessingLiabilitiesPolicyTextBlock", "presentation": ["http://greenboxpos.com/role/AccountingPoliciesByPolicy"], "lang": { "en-us": { "role": { "terseLabel": "Payment Processing Liabilities [Policy Text Block]", "label": "Payment Processing Liabilities Policy Text Block" } } }, "auth_ref": [] }, "us-gaap_PaymentsForRepurchaseOfEquity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsForRepurchaseOfEquity", "crdr": "credit", "presentation": ["http://greenboxpos.com/role/RelatedPartyTransactionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Payments for Repurchase of Equity", "label": "Payments for Repurchase of Equity", "documentation": "The cash outflow to reacquire common and preferred stock." } } }, "auth_ref": ["r101", "r599"] }, "us-gaap_PaymentsToAcquireBusinessesGross": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsToAcquireBusinessesGross", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ConsolidatedCashFlow": { "parentTag": "us-gaap_NetCashProvidedByUsedInInvestingActivities", "weight": -1.0, "order": 3.0 } }, "presentation": ["http://greenboxpos.com/role/AcquisitionsDetails", "http://greenboxpos.com/role/ConsolidatedCashFlow", "http://greenboxpos.com/role/DescriptionoftheBusinessandBasisofPresentationDetails"], "lang": { "en-us": { "role": { "negatedLabel": "Acquisition", "terseLabel": "Payments to Acquire Businesses, Gross", "label": "Payments to Acquire Businesses, Gross", "documentation": "The cash outflow associated with the acquisition of business during the period. The cash portion only of the acquisition price." } } }, "auth_ref": ["r29", "r462"] }, "us-gaap_PaymentsToAcquireIntangibleAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsToAcquireIntangibleAssets", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ConsolidatedCashFlow": { "parentTag": "us-gaap_NetCashProvidedByUsedInInvestingActivities", "weight": -1.0, "order": 5.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedCashFlow"], "lang": { "en-us": { "role": { "negatedLabel": "Purchase of intangible assets", "label": "Payments to Acquire Intangible Assets", "documentation": "The cash outflow to acquire asset without physical form usually arising from contractual or other legal rights, excluding goodwill." } } }, "auth_ref": ["r100"] }, "us-gaap_PaymentsToAcquirePropertyPlantAndEquipment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsToAcquirePropertyPlantAndEquipment", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ConsolidatedCashFlow": { "parentTag": "us-gaap_NetCashProvidedByUsedInInvestingActivities", "weight": -1.0, "order": 2.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedCashFlow"], "lang": { "en-us": { "role": { "negatedLabel": "Purchases of property and equipment", "label": "Payments to Acquire Property, Plant, and Equipment", "documentation": "The cash outflow associated with the acquisition of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale; includes cash outflows to pay for construction of self-constructed assets." } } }, "auth_ref": ["r100"] }, "us-gaap_PaymentsToAcquireSoftware": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsToAcquireSoftware", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ConsolidatedCashFlow": { "parentTag": "us-gaap_NetCashProvidedByUsedInInvestingActivities", "weight": -1.0, "order": 7.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedCashFlow"], "lang": { "en-us": { "role": { "negatedLabel": "Capitalized software development costs", "label": "Payments to Acquire Software", "documentation": "The cash outflow associated with the acquisition from vendors of software programs or applications for internal use (that is, not to be sold, leased or otherwise marketed to others) that qualify for capitalization." } } }, "auth_ref": ["r100"] }, "rvyl_PostStockSplitMember": { "xbrltype": "domainItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "PostStockSplitMember", "presentation": ["http://greenboxpos.com/role/LongTermDebtNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Post Stock Split [Member]", "label": "Post Stock Split Member" } } }, "auth_ref": [] }, "rvyl_PreferredSharesIssuedAndOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "PreferredSharesIssuedAndOutstanding", "presentation": ["http://greenboxpos.com/role/ScheduleofStockbyClassTable", "http://greenboxpos.com/role/ScheduleofStockbyClassTable0"], "lang": { "en-us": { "role": { "terseLabel": "Preferred Shares Issued and Outstanding", "documentation": "Value of preferred shares issued and outstanding.", "label": "Preferred Shares Issued And Outstanding" } } }, "auth_ref": [] }, "us-gaap_PreferredStockConversionBasis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockConversionBasis", "presentation": ["http://greenboxpos.com/role/ConvertiblePreferredStockDetails"], "lang": { "en-us": { "role": { "terseLabel": "Preferred Stock, Conversion Basis", "label": "Preferred Stock, Conversion Basis", "documentation": "Describe the conversion features of preferred stock if preferred stock is convertible. That is, shares of preferred stock into which another convertible security was converted, or shares of preferred stock into which another class of preferred stock was converted." } } }, "auth_ref": ["r51", "r83"] }, "us-gaap_PreferredStockConvertibleConversionPrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockConvertibleConversionPrice", "presentation": ["http://greenboxpos.com/role/ConvertiblePreferredStockDetails"], "lang": { "en-us": { "role": { "terseLabel": "Preferred Stock, Convertible, Conversion Price", "label": "Preferred Stock, Convertible, Conversion Price", "documentation": "Per share conversion price of preferred stock." } } }, "auth_ref": ["r368"] }, "us-gaap_PreferredStockLiquidationPreferenceValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockLiquidationPreferenceValue", "crdr": "credit", "presentation": ["http://greenboxpos.com/role/ScheduleofStockbyClassTable", "http://greenboxpos.com/role/ScheduleofStockbyClassTable0", "http://greenboxpos.com/role/SubsequentEventsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Liquidation Preference (in Dollars)", "verboseLabel": "Preferred Stock, Liquidation Preference, Value", "label": "Preferred Stock, Liquidation Preference, Value", "documentation": "Value of the difference between preference in liquidation and the par or stated values of the preferred shares." } } }, "auth_ref": ["r199", "r370", "r374"] }, "us-gaap_PreferredStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockMember", "presentation": ["http://greenboxpos.com/role/ConsolidatedCashFlow", "http://greenboxpos.com/role/ScheduleofStockbyClassTable", "http://greenboxpos.com/role/ScheduleofStockbyClassTable0", "http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "terseLabel": "Preferred Stock [Member]", "label": "Preferred Stock [Member]", "documentation": "Preferred shares may provide a preferential dividend to the dividend on common stock and may take precedence over common stock in the event of a liquidation. Preferred shares typically represent an ownership interest in the company." } } }, "auth_ref": ["r771", "r772", "r775", "r776", "r777", "r778", "r936", "r941"] }, "us-gaap_PreferredStockParOrStatedValuePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockParOrStatedValuePerShare", "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet_Parentheticals", "http://greenboxpos.com/role/ConvertiblePreferredStockDetails"], "lang": { "en-us": { "role": { "terseLabel": "(in Dollars per share)", "verboseLabel": "Preferred Stock, Par or Stated Value Per Share", "label": "Preferred Stock, Par or Stated Value 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": ["r83", "r366"] }, "us-gaap_PreferredStockSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockSharesAuthorized", "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet_Parentheticals", "http://greenboxpos.com/role/ScheduleofStockbyClassTable", "http://greenboxpos.com/role/ScheduleofStockbyClassTable0"], "lang": { "en-us": { "role": { "terseLabel": "Preferred stock, shares authorized", "verboseLabel": "Preferred Shares Authorized", "label": "Preferred Stock, Shares Authorized", "documentation": "The maximum number of nonredeemable preferred shares (or preferred stock redeemable solely at the option of the issuer) permitted to be issued by an entity's charter and bylaws." } } }, "auth_ref": ["r83", "r635"] }, "us-gaap_PreferredStockSharesIssued": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockSharesIssued", "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet_Parentheticals"], "lang": { "en-us": { "role": { "terseLabel": "Preferred stock, shares issued", "label": "Preferred Stock, Shares Issued", "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": ["r83", "r366"] }, "us-gaap_PreferredStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockSharesOutstanding", "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet_Parentheticals"], "lang": { "en-us": { "role": { "terseLabel": "Preferred stock, shares outstanding", "label": "Preferred Stock, Shares Outstanding", "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": ["r83", "r635", "r653", "r941", "r942"] }, "us-gaap_PreferredStockTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockTextBlock", "presentation": ["http://greenboxpos.com/role/ConvertiblePreferredStock"], "lang": { "en-us": { "role": { "terseLabel": "Preferred Stock [Text Block]", "label": "Preferred Stock [Text Block]",

"documentation": "The entire disclosure for terms, amounts, nature of changes, rights and privileges, dividends, and other matters related to preferred stock." } } },
"auth_ref": ["r115"] }, "us-gaap_PreferredStockValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockValue", "crdr":
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"http://greenboxpos.com/role/ScheduleofStockbyClassTable0"], "lang": { "en-us": { "role": { "terseLabel": "Preferred stock, value", "verboseLabel": "Carrying Value (in
Dollars)", "label": "Preferred Stock, Value, Issued", "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": ["r83", "r567", "r760"] }, "us-gaap_PrepaidExpenseAndOtherAssetsCurrent": {
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Assets, Current", "documentation": "Amount of asset related to consideration paid in advance for costs that provide economic benefits in future periods, and amount of other
assets that are expected to be realized or consumed within one year or the normal operating cycle, if longer." } } }, "auth_ref": ["r795"] },
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"label": "Reclassification, Comparability Adjustment [Policy Text Block]", "documentation": "Disclosure of accounting policy for reclassification affecting comparability of
financial statement. Excludes amendment to accounting standards, other change in accounting principle, and correction of error." } } }, "auth_ref": ["r791"] }, "us-
gaap_ProceedsFromDebtNetOfIssuanceCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
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"Proceeds from Debt, Net of Issuance Costs", "label": "Proceeds from Debt, Net of Issuance Costs", "documentation": "The cash inflow from additional borrowings, net of cash
paid to third parties in connection with debt origination." } } }, "auth_ref": ["r193"] }, "us-gaap_ProceedsFromIssuanceOfConvertiblePreferredStock": { "xbrltype":
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"Proceeds from Issuance of Convertible Preferred Stock", "documentation": "The cash inflow from issuance of preferred stocks identified as being convertible into another
form of financial instrument, typically the entity's common stock." } } }, "auth_ref": ["r7"] }, "us-gaap_ProceedsFromIssuanceOfPreferredStockAndPreferenceStock": {
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Preference Stock", "label": "Proceeds from Issuance of Preferred Stock and Preference Stock", "documentation": "Proceeds from issuance of capital stock which provides for a
specific dividend that is paid to the shareholders before any dividends to common stockholders and which takes precedence over common stockholders in the event of
liquidation." } } }, "auth_ref": ["r7"] }, "us-gaap_ProceedsFromRepaymentsOfOtherDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024",
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"The cash inflow from the sale of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale." } } },
"auth_ref": ["r99"] }, "us-gaap_ProceedsFromStockOptionsExercised": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
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option under share-based payment arrangement." } } }, "auth_ref": ["r7", "r19"] }, "us-gaap_ProfessionalFees": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "ProfessionalFees", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ConsolidatedIncomeStatement": { "parentTag": "us-
gaap_OperatingExpenses", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedIncomeStatement"], "lang": { "en-us": { "role": {
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term is often expanded to include other professions, for example, pharmacists charging to maintain a medicinal profile of a client or customer." } } }, "auth_ref": ["r731",
"r779", "r939", "r940"] }, "us-gaap_PropertyPlantAndEquipmentAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
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entire disclosure 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": ["r108", "r149", "r152", "r153"] }, "us-gaap_PropertyPlantAndEquipmentGross": { "xbrltype":
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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": ["r109", "r162", "r575"] }, "us-gaap_PropertyPlantAndEquipmentLineItems": { "xbrltype":
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information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r510"] }, "us-gaap_PropertyPlantAndEquipmentNet": { "xbrltype":
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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": ["r10", "r510", "r563", "r575", "r760"] }, "us-gaap_PropertyPlantAndEquipmentPolicyTextBlock": {
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"http://greenboxpos.com/role/AccountingPoliciesByPolicy"], "lang": { "en-us": { "role": { "terseLabel": "Property, Plant and Equipment, Policy [Policy Text Block]", "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": ["r10",
"r149", "r152", "r573"] }, "us-gaap_PropertyPlantAndEquipmentTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
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in the normal conduct of business and not intended for resale. Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method
used, including composite depreciation, and accumulated deprecation." } } }, "auth_ref": ["r10"] }, "us-gaap_PropertyPlantAndEquipmentTypeDomain": { "xbrltype":
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"Long-Lived Tangible Asset [Domain]", "documentation": "Listing of long-lived, physical assets that are used in the normal conduct of business to produce goods and services
and not intended for resale. Examples include land, buildings, machinery and equipment, and other types of furniture and equipment including, but not limited to, office
equipment, furniture and fixtures, and computer equipment and software." } } }, "auth_ref": ["r109", "r510"] }, "us-gaap_PropertyPlantAndEquipmentUsefulLife": {
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"label": "Property, Plant and Equipment, Useful Life", "documentation": "Useful life of long lived, physical assets used in the normal conduct of business and not intended for
resale, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. Examples include, but not limited to,
land, buildings, machinery and equipment, office equipment, furniture and fixtures, and computer equipment." } } }, "auth_ref": [] }, "us-
gaap_PropertySubjectToOrAvailableForOperatingLeaseNumberOfUnits": { "xbrltype": "decimalItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
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"terseLabel": "Property Subject to or Available for Operating Lease, Number of Units", "label": "Property Subject to or Available for Operating Lease, Number of Units",
"documentation": "The number of units (items of property) under operating lease arrangements." } } }, "auth_ref": ["r849", "r895"] }, "srt_RangeAxis": { "xbrltype":
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"r687", "r696", "r714", "r715", "r737", "r745", "r749", "r754", "r755", "r756", "r757", "r769", "r773", "r856", "r861", "r886", "r900", "r901", "r902", "r903", "r904"] }, "srt_RangeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeMember", "presentation": ["http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsTable0", "http://greenboxpos.com/role/SummaryofSignificantAccountingPoliciesDetails"], "lang": { "en-us": { "role": { "label": "Statistical Measurement [Domain]" } } }, "auth_ref": ["r323", "r324", "r325", "r326", "r377", "r379", "r406", "r407", "r408", "r414", "r481", "r521", "r522", "r523", "r583", "r584", "r591", "r625", "r626", "r682", "r684", "r686", "r687", "r696", "r714", "r715", "r737", "r745", "r749", "r754", "r755", "r756", "r757", "r769", "r773", "r856", "r861", "r886", "r900", "r901", "r902", "r903", "r904"] }, "us-gaap_ReceivablesPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ReceivablesPolicyTextBlock", "presentation": ["http://greenboxpos.com/role/AccountingPoliciesByPolicy"], "lang": { "en-us": { "role": { "terseLabel": "Receivable [Policy Text Block]", "label": "Receivable [Policy Text Block]", "documentation": "Disclosure of accounting policy for receivable. Includes, but is not limited to, accounts receivable and financing receivable." } } }, "auth_ref": ["r266", "r267", "r268", "r270", "r821"] }, "us-gaap_RelatedPartyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyDomain", "presentation": ["http://greenboxpos.com/role/RelatedPartyTransactionsDetails"], "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": ["r265", "r378", "r516", "r517", "r565", "r572", "r628", "r629", "r630", "r631", "r632", "r652", "r654", "r681"] }, "us-gaap_RelatedPartyTransactionAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionAxis", "presentation": ["http://greenboxpos.com/role/RelatedPartyTransactionsDetails", "http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "label": "Related Party Transaction [Axis]", "documentation": "Information by type of related party transaction." } } }, "auth_ref": ["r516", "r517", "r896"] }, "us-gaap_RelatedPartyTransactionDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionDomain", "presentation": ["http://greenboxpos.com/role/RelatedPartyTransactionsDetails", "http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "label": "Related Party Transaction [Domain]", "documentation": "Transaction between related party." } } }, "auth_ref": [] }, "us-gaap_RelatedPartyTransactionsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionsAbstract", "lang": { "en-us": { "role": { "label": "Related Party Transactions [Abstract]" } } }, "auth_ref": [] }, "us-gaap_RelatedPartyTransactionsByRelatedPartyAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionsByRelatedPartyAxis", "presentation": ["http://greenboxpos.com/role/RelatedPartyTransactionsDetails"], "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": ["r265", "r378", "r516", "r517", "r565", "r572", "r628", "r629", "r630", "r631", "r632", "r652", "r654", "r681", "r896"] }, "rvyl_RelatedPartyTransactionsDetailsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "RelatedPartyTransactionsDetailsLineItems", "presentation": ["http://greenboxpos.com/role/RelatedPartyTransactionsDetails"], "lang": { "en-us": { "role": { "label": "Related Party Transactions (Details) [Line Items]" } } }, "auth_ref": [] }, "rvyl_RelatedPartyTransactionsDetailsTable": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "RelatedPartyTransactionsDetailsTable", "presentation": ["http://greenboxpos.com/role/RelatedPartyTransactionsDetails"], "lang": { "en-us": { "role": { "label": "Related Party Transactions (Details) [Table]" } } }, "auth_ref": [] }, "us-gaap_RelatedPartyTransactionsDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionsDisclosureTextBlock", "presentation": ["http://greenboxpos.com/role/RelatedPartyTransactions"], "lang": { "en-us": { "role": { "terseLabel": "Related Party Transactions Disclosure [Text Block]", "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": ["r513", "r514", "r515", "r517", "r518", "r602", "r603", "r604", "r659", "r660", "r661", "r679", "r680"] }, "rvyl_RemainingOutstandingPrincipal": { "xbrltype": "monetaryItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "RemainingOutstandingPrincipal", "crdr": "debit", "presentation": ["http://greenboxpos.com/role/LongTermDebtNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Remaining Outstanding Principal", "label": "Remaining Outstanding Principal" } } }, "auth_ref": [] }, "rvyl_RemainingPrincipalBalance": { "xbrltype": "monetaryItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "RemainingPrincipalBalance", "crdr": "debit", "presentation": ["http://greenboxpos.com/role/SubsequentEventsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Remaining principal balance", "documentation": "The amount remaining principal balance.", "label": "Remaining Principal Balance" } } }, "auth_ref": [] }, "rvyl_RepatriationOfFundsFromInternationalSegment": { "xbrltype": "monetaryItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "RepatriationOfFundsFromInternationalSegment", "crdr": "debit", "presentation": ["http://greenboxpos.com/role/SummaryofSignificantAccountingPoliciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Repatriation of Funds from International Segment (in Dollars)", "documentation": "Amount repatriated from International segment to fund domestic operations.", "label": "Repatriation Of Funds From International Segment" } } }, "auth_ref": [] }, "rvyl_RepaymentsAndConversionOfConvertibleDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "RepaymentsAndConversionOfConvertibleDebt", "crdr": "credit", "presentation": ["http://greenboxpos.com/role/ConvertibleDebtTable", "http://greenboxpos.com/role/ConvertibleDebtTable0"], "lang": { "en-us": { "role": { "negatedLabel": "Repayments and conversion", "label": "Repayments And Conversion Of Convertible Debt" } } }, "auth_ref": [] }, "us-gaap_RepaymentsOfConvertibleDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RepaymentsOfConvertibleDebt", "crdr": "credit", "presentation": ["http://greenboxpos.com/role/ConvertiblePreferredStockDetails"], "lang": { "en-us": { "role": { "terseLabel": "Repayments of Convertible Debt (in Dollars)", "label": "Repayments of Convertible Debt", "documentation": "The cash outflow from the repayment of a long-term debt instrument which can be exchanged for a specified amount of another security, typically the entity's common stock, at the option of the issuer or the holder." } } }, "auth_ref": ["r102"] }, "us-gaap_RepaymentsOfDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RepaymentsOfDebt", "crdr": "credit", "presentation": ["http://greenboxpos.com/role/LongTermDebtNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Repayments of Debt", "label": "Repayments of Debt", "documentation": "Amount of cash outflow for short-term and long-term debt. Excludes payment of lease obligation." } } }, "auth_ref": ["r800"] }, "us-gaap_RepaymentsOfLongTermDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RepaymentsOfLongTermDebt", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ConsolidatedCashFlow": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 4.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedCashFlow"], "lang": { "en-us": { "role": { "negatedLabel": "Repayments on long term debt", "label": "Repayments of Long-Term Debt", "documentation": "The cash outflow for debt initially having maturity due after one year or beyond the normal operating cycle, if longer." } } }, "auth_ref": ["r102", "r599"] }, "us-gaap_ResearchAndDevelopmentExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpense", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ConsolidatedIncomeStatement": { "parentTag": "us-gaap_OperatingExpenses", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedIncomeStatement"], "lang": { "en-us": { "role": { "terseLabel": "Research and development", "label": "Research and Development Expense", "documentation": "Amount of expense for research and development. Includes, but is not limited to, cost for computer software product to be sold, leased, or otherwise marketed and writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both. Excludes write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity." } } }, "auth_ref": ["r416", "r717", "r731", "r905"] }, "us-gaap_ResearchAndDevelopmentExpensePolicy": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpensePolicy", "presentation": ["http://greenboxpos.com/role/AccountingPoliciesByPolicy"], "lang": { "en-us": { "role": { "terseLabel": "Research and Development Expense, Policy [Policy Text Block]", "label": "Research and Development Expense, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for costs it has incurred (1) in a planned search or critical investigation aimed at discovery of new knowledge with the hope that such knowledge will be useful in developing a new product or service, a new process or technique, or in bringing about a significant improvement to an existing product or process; or (2) to translate research findings or other knowledge into a plan or design for a new product or process or for a significant improvement to an existing product or process." } } }, "auth_ref": ["r415"] }, "us-gaap_RestrictedCashCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCashCurrent", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ConsolidatedBalanceSheet": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet"], "lang": { "en-us": { "role": { "terseLabel": "Restricted cash", "label": "Restricted Cash, Current", "documentation": "Amount of cash restricted as to withdrawal or usage, classified as current. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits." } } }, "auth_ref": ["r792", "r803"] }, "us-gaap_RestrictedStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedStockMember", "presentation": ["http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "terseLabel": "Restricted Stock [Member]", "label": "Restricted Stock [Member]", "documentation": "Stock including a provision that prohibits sale or substantive sale of an equity instrument for a specified period of time or until specified performance conditions are met." } } }, "auth_ref": ["r35"] }, "rvyl_RestructuringAgreementMember": { "xbrltype": "domainItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "RestructuringAgreementMember", "presentation": ["http://greenboxpos.com/role/LongTermDebtNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring Agreement [Member]", "label": "Restructuring Agreement Member" } } }, "auth_ref": [] }, "us-gaap_RestructuringCharges": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringCharges", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ConsolidatedIncomeStatement": { "parentTag": "us-gaap_OperatingExpenses", "weight": 1.0, "order": 9.0 }, "http://greenboxpos.com/role/ConsolidatedCashFlow": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 10.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedCashFlow", "http://greenboxpos.com/role/ConsolidatedIncomeStatement"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring charges", "label": "Restructuring Charges", "documentation": "Amount of expenses associated with exit or disposal activities pursuant to an authorized plan. Excludes expenses related to a discontinued operation or an asset retirement obligation." } } }, "auth_ref": ["r9", "r319", "r320", "r857"] }, "us-gaap_RetainedEarningsAccumulatedDeficit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsAccumulatedDeficit", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ConsolidatedBalanceSheet": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated deficit", "label": "Retained Earnings (Accumulated Deficit)", "documentation": "Amount of accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r86", "r118", "r570", "r588", "r590", "r600", "r636", "r760"] }, "us-gaap_RetainedEarningsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsMember", "presentation": ["http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "terseLabel": "Retained Earnings [Member]", "label": "Retained Earnings [Member]", "documentation": "Accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r157", "r204", "r205", "r206", "r208", "r213", "r216", "r218", "r275", "r276", "r313", "r446", "r447", "r455", "r456", "r457", "r459", "r463", "r464", "r470", "r472", "r473", "r475", "r476", "r502", "r503", "r585", "r587", "r605", "r941"] }, "rvyl_RevenueAbstract": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "RevenueAbstract", "presentation": ["http://greenboxpos.com/role/ScheduleofSegmentReportingInformationbySegmentTable"], "lang": { "en-us": { "role": { "terseLabel": "Revenue", "label": "Revenue Abstract" } } }, "auth_ref": [] }, "rvyl_RevenueAbstract0": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "RevenueAbstract0", "presentation": ["http://greenboxpos.com/role/ScheduleofSegmentReportingInformationbySegmentTable0"], "lang": { "en-us": { "role": { "terseLabel": "Revenue", "label": "Revenue Abstract0" } } }, "auth_ref": [] }, "us-gaap_RevenueRecognitionPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRecognitionPolicyTextBlock", "presentation": ["http://greenboxpos.com/role/AccountingPoliciesByPolicy"], "lang": { "en-us": { "role": { "terseLabel": "Revenue [Policy Text Block]", "label": "Revenue [Policy Text Block]", "documentation": "Disclosure of accounting policy for revenue. Includes revenue from contract with customer and from other sources." } } }, "auth_ref": ["r657", "r718", "r722"] }, "us-gaap_Revenues": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Revenues", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ConsolidatedIncomeStatement": { "parentTag": "us-gaap_GrossProfit", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedIncomeStatement", "http://greenboxpos.com/role/ScheduleofSegmentReportingInformationbySegmentTable", "http://greenboxpos.com/role/ScheduleofSegmentReportingInformationbySegmentTable0"], "lang": { "en-us": { "role": { "terseLabel": "Revenue", "label": "Revenues", "documentation": "Amount of revenue recognized from goods sold, services rendered, insurance premiums, or other activities that constitute an earning process. Includes, but is not limited to, investment and interest income before deduction of interest expense when recognized as a component of revenue, and sales and trading gain (loss)." } } }, "auth_ref": ["r139", "r140", "r189", "r200", "r229", "r238", "r239", "r252", "r256", "r260", "r262", "r264", "r274", "r329", "r330", "r331", "r332", "r333", "r334", "r335", "r336", "r337", "r490", "r562", "r731", "r859"] }, "rvyl_ReverseStockSplitPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "ReverseStockSplitPolicyTextBlock", "presentation": ["http://greenboxpos.com/role/AccountingPoliciesByPolicy"], "lang": { "en-us": { "role": { "terseLabel": "Reverse Stock Split [Policy Text Block]", "label": "Reverse Stock Split Policy Text Block" } } }, "auth_ref": [] }, "rvyl_SBACARESActLoanMember": { "xbrltype":

"domainItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "SBACARESActLoanMember", "presentation": ["http://greenboxpos.com/role/LongTermDebtNetDetails", "http://greenboxpos.com/role/ScheduleofDebtTable", "http://greenboxpos.com/role/ScheduleofDebtTable0", "http://greenboxpos.com/role/ScheduleofDebtTable_Parentheticals", "http://greenboxpos.com/role/ScheduleofDebtTable_Parentheticals0"], "lang": { "en-us": { "role": { "terseLabel": "SBA CARES Act Loan [Member]", "label": "SBACARESAct Loan Member" } } }, "auth_ref": [] }, "us-gaap_SalariesAndWages": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SalariesAndWages", "crdr": "debit", "presentation": ["http://greenboxpos.com/role/RelatedPartyTransactionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Salary and Wage, NonOfficer, Excluding Cost of Good and Service Sold", "label": "Salary and Wage, NonOfficer, Excluding Cost of Good and Service Sold", "documentation": "Amount of expense for salary and wage arising from service rendered by nonofficer employee. Excludes allocated cost, labor-related nonsalary expense, and direct and overhead labor cost included in cost of good and service sold." } } }, "auth_ref": ["r799"] }, "rvyl_ScheduleOfAccountsPayableAndAccruedLiabilitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "ScheduleOfAccountsPayableAndAccruedLiabilitiesAbstract", "lang": { "en-us": { "role": { "label": "Schedule Of Accounts Payable And Accrued Liabilities Abstract" } } }, "auth_ref": [] }, "us-gaap_ScheduleOfAccountsPayableAndAccruedLiabilitiesTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAccountsPayableAndAccruedLiabilitiesTableTextBlock", "presentation": ["http://greenboxpos.com/role/AccruedLiabilitiesTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Accounts Payable and Accrued Liabilities [Table Text Block]", "label": "Schedule of Accounts Payable and Accrued Liabilities [Table Text Block]", "documentation": "Tabular disclosure of the (a) carrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business (accounts payable); (b) other payables; and (c) accrued liabilities. 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). An alternative caption includes accrued expenses." } } }, "auth_ref": [] }, "rvyl_ScheduleOfBusinessAcquisitionsByAcquisitionAbstract": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "ScheduleOfBusinessAcquisitionsByAcquisitionAbstract", "lang": { "en-us": { "role": { "label": "Schedule Of Business Acquisitions By Acquisition Abstract" } } }, "auth_ref": [] }, "us-gaap_ScheduleOfBusinessAcquisitionsByAcquisitionTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfBusinessAcquisitionsByAcquisitionTable", "presentation": ["http://greenboxpos.com/role/ScheduleofBusinessAcquisitionsbyAcquisitionTable"], "lang": { "en-us": { "role": { "label": "Schedule of Business Acquisitions, by Acquisition [Table]", "documentation": "Disclosure of information about business combination. Includes, but is not limited to, recognized asset and liability." } } }, "auth_ref": ["r58", "r59", "r460"] }, "us-gaap_ScheduleOfBusinessAcquisitionsByAcquisitionTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfBusinessAcquisitionsByAcquisitionTextBlock", "presentation": ["http://greenboxpos.com/role/AcquisitionsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Business Acquisitions, by Acquisition [Table Text Block]", "label": "Schedule of Business Acquisitions, by Acquisition [Table Text Block]", "documentation": "Tabular disclosure of a material business combination completed during the period, including background, timing, and recognized assets and liabilities. This table does not include leveraged buyouts." } } }, "auth_ref": ["r58", "r59"] }, "rvyl_ScheduleOfComponentsOfIncomeTaxExpenseBenefitAbstract": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "ScheduleOfComponentsOfIncomeTaxExpenseBenefitAbstract", "lang": { "en-us": { "role": { "label": "Schedule Of Components Of Income Tax Expense Benefit Abstract" } } }, "auth_ref": [] }, "us-gaap_ScheduleOfComponentsOfIncomeTaxExpenseBenefitTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfComponentsOfIncomeTaxExpenseBenefitTableTextBlock", "presentation": ["http://greenboxpos.com/role/IncomeTaxesTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Components of Income Tax Expense (Benefit) [Table Text Block]", "label": "Schedule of Components of Income Tax Expense (Benefit) [Table Text Block]", "documentation": "Tabular disclosure of the components of income tax expense attributable to continuing operations for each year presented including, but not limited to: current tax expense (benefit), deferred tax expense (benefit), investment tax credits, government grants, the benefits of operating loss carryforwards, tax expense that results from allocating certain tax benefits either directly to contributed capital or to reduce goodwill or other noncurrent intangible assets of an acquired entity, adjustments of a deferred tax liability or asset for enacted changes in tax laws or rates or a change in the tax status of the entity, and adjustments of the beginning-of-the-year balances of a valuation allowance because of a change in circumstances that causes a change in judgment about the realizability of the related deferred tax asset in future years." } } }, "auth_ref": ["r873"] }, "rvyl_ScheduleOfDebtAbstract": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "ScheduleOfDebtAbstract", "lang": { "en-us": { "role": { "label": "Schedule Of Debt Abstract" } } }, "auth_ref": [] }, "us-gaap_ScheduleOfDebtTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDebtTableTextBlock", "presentation": ["http://greenboxpos.com/role/LongTermDebtNetTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Debt [Table Text Block]", "label": "Schedule of Debt [Table Text Block]", "documentation": "Tabular disclosure of information pertaining to short-term and long-debt instruments or arrangements, including but not limited to identification of terms, features, collateral requirements and other information necessary to a fair presentation." } } }, "auth_ref": [] }, "rvyl_ScheduleOfDeferredTaxAssetsAndLiabilitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "ScheduleOfDeferredTaxAssetsAndLiabilitiesAbstract", "lang": { "en-us": { "role": { "label": "Schedule Of Deferred Tax Assets And Liabilities Abstract" } } }, "auth_ref": [] }, "us-gaap_ScheduleOfDeferredTaxAssetsAndLiabilitiesTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDeferredTaxAssetsAndLiabilitiesTableTextBlock", "presentation": ["http://greenboxpos.com/role/IncomeTaxesTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Deferred Tax Assets and Liabilities [Table Text Block]", "label": "Schedule of Deferred Tax Assets and Liabilities [Table Text Block]", "documentation": "Tabular disclosure of the components of net deferred tax asset or liability recognized in an entity's statement of financial position, including the following: the total of all deferred tax liabilities, the total of all deferred tax assets, the total valuation allowance recognized for deferred tax assets." } } }, "auth_ref": ["r870"] }, "rvyl_ScheduleOfDerivativeLiabilitiesAtFairValueAbstract": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "ScheduleOfDerivativeLiabilitiesAtFairValueAbstract", "lang": { "en-us": { "role": { "label": "Schedule Of Derivative Liabilities At Fair Value Abstract" } } }, "auth_ref": [] }, "us-gaap_ScheduleOfDerivativeLiabilitiesAtFairValueTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDerivativeLiabilitiesAtFairValueTableTextBlock", "presentation": ["http://greenboxpos.com/role/LongTermDebtNetTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Derivative Liabilities at Fair Value [Table Text Block]", "label": "Schedule of Derivative Liabilities at Fair Value [Table Text Block]", "documentation": "Tabular disclosure of derivative liabilities at fair value." } } }, "auth_ref": [] }, "rvyl_ScheduleOfEffectiveIncomeTaxRateReconciliationAbstract": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "ScheduleOfEffectiveIncomeTaxRateReconciliationAbstract", "lang": { "en-us": { "role": { "label": "Schedule Of Effective Income Tax Rate Reconciliation Abstract" } } }, "auth_ref": [] }, "us-gaap_ScheduleOfEffectiveIncomeTaxRateReconciliationTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEffectiveIncomeTaxRateReconciliationTableTextBlock", "presentation": ["http://greenboxpos.com/role/IncomeTaxesTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Effective Income Tax Rate Reconciliation [Table Text Block]", "label": "Schedule of Effective Income Tax Rate Reconciliation [Table Text Block]", "documentation": "Tabular disclosure of the reconciliation using percentage or dollar amounts of the reported amount of income tax expense attributable to continuing operations for the year to the amount of income tax expense that would result from applying domestic federal statutory tax rates to pretax income from continuing operations." } } }, "auth_ref": ["r424", "r751", "r867"] }, "srt_ScheduleOfEquityMethodInvestmentEquityMethodInvesteeNameAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ScheduleOfEquityMethodInvestmentEquityMethodInvesteeNameAxis", "presentation": ["http://greenboxpos.com/role/AcquisitionsDetails"], "lang": { "en-us": { "role": { "label": "Investment, Name [Axis]" } } }, "auth_ref": ["r271", "r272", "r273", "r454", "r786", "r787", "r788", "r876", "r877", "r878", "r879"] }, "rvyl_ScheduleOfFiniteLivedIntangibleAssetsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "ScheduleOfFiniteLivedIntangibleAssetsAbstract", "lang": { "en-us": { "role": { "label": "Schedule Of Finite Lived Intangible Assets Abstract" } } }, "auth_ref": [] }, "rvyl_ScheduleOfFiniteLivedIntangibleAssetsFutureAmortizationExpenseAbstract": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "ScheduleOfFiniteLivedIntangibleAssetsFutureAmortizationExpenseAbstract", "lang": { "en-us": { "role": { "label": "Schedule Of Finite Lived Intangible Assets Future Amortization Expense Abstract" } } }, "auth_ref": [] }, "us-gaap_ScheduleOfFiniteLivedIntangibleAssetsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfFiniteLivedIntangibleAssetsTable", "presentation": ["http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsTable", "http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsTable0"], "lang": { "en-us": { "role": { "label": "Intangible Asset, Finite-Lived [Table]", "documentation": "Disclosure of information about finite-lived intangible asset. Excludes indefinite-lived intangible asset." } } }, "auth_ref": ["r297", "r304", "r307", "r308", "r310", "r525", "r717", "r739"] }, "us-gaap_ScheduleOfFiniteLivedIntangibleAssetsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfFiniteLivedIntangibleAssetsTableTextBlock", "presentation": ["http://greenboxpos.com/role/IntangibleAssetsNetTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Finite-Lived Intangible Assets [Table Text Block]", "label": "Schedule of Finite-Lived Intangible Assets [Table Text Block]", "documentation": "Tabular disclosure of assets, excluding financial assets and goodwill, lacking physical substance with a finite life, by either major class or business segment." } } }, "auth_ref": ["r739", "r841"] }, "rvyl_ScheduleOfGoodwillAbstract": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "ScheduleOfGoodwillAbstract", "lang": { "en-us": { "role": { "label": "Schedule Of Goodwill Abstract" } } }, "auth_ref": [] }, "us-gaap_ScheduleOfGoodwillTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfGoodwillTable", "presentation": ["http://greenboxpos.com/role/ScheduleofGoodwillTable", "http://greenboxpos.com/role/ScheduleofGoodwillTable0"], "lang": { "en-us": { "role": { "label": "Goodwill [Table]", "documentation": "Disclosure of information about goodwill, including, but not limited to, change from acquisition, sale, impairment, and other reason." } } }, "auth_ref": ["r284", "r285", "r286", "r287", "r288", "r289", "r290", "r291", "r292", "r293", "r295", "r738"] }, "us-gaap_ScheduleOfGoodwillTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfGoodwillTextBlock", "presentation": ["http://greenboxpos.com/role/GoodwillTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Goodwill [Table Text Block]", "label": "Schedule of Goodwill [Table Text Block]", "documentation": "Tabular disclosure of goodwill by reportable segment and in total which includes a rollforward schedule." } } }, "auth_ref": ["r738", "r825", "r826", "r827", "r828", "r829", "r830", "r831", "r832", "r833", "r834", "r835"] }, "us-gaap_ScheduleOfPropertyPlantAndEquipmentTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfPropertyPlantAndEquipmentTable", "presentation": ["http://greenboxpos.com/role/PropertyPlantandEquipmentTable", "http://greenboxpos.com/role/PropertyPlantandEquipmentTable0"], "lang": { "en-us": { "role": { "label": "Property, Plant and Equipment [Table]", "documentation": "Disclosure of information about physical assets used in the normal conduct of business and not intended for resale. Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method used, including composite depreciation, and accumulated depreciation." } } }, "auth_ref": ["r10", "r510"] }, "rvyl_ScheduleOfSegmentReportingInformationBySegmentAbstract": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "ScheduleOfSegmentReportingInformationBySegmentAbstract", "lang": { "en-us": { "role": { "label": "Schedule Of Segment Reporting Information By Segment Abstract" } } }, "auth_ref": [] }, "us-gaap_ScheduleOfSegmentReportingInformationBySegmentTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfSegmentReportingInformationBySegmentTable", "presentation": ["http://greenboxpos.com/role/ScheduleofSegmentReportingInformationbySegmentTable", "http://greenboxpos.com/role/ScheduleofSegmentReportingInformationbySegmentTable0"], "lang": { "en-us": { "role": { "label": "Schedule of Segment Reporting Information, by Segment [Table]", "documentation": "Disclosure of information about profit (loss) and total assets by reportable segment." } } }, "auth_ref": ["r41", "r42", "r43"] }, "us-gaap_ScheduleOfSegmentReportingInformationBySegmentTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfSegmentReportingInformationBySegmentTextBlock", "presentation": ["http://greenboxpos.com/role/SegmentReportingTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Segment Reporting Information, by Segment [Table Text Block]", "label": "Schedule of Segment Reporting Information, by Segment [Table Text Block]", "documentation": "Tabular disclosure of the profit or loss and total assets for each reportable segment. An entity discloses certain information on each reportable segment if the amounts (a) are included in the measure of segment profit or loss reviewed by the chief operating decision maker or (b) are otherwise regularly provided to the chief operating decision maker, even if not included in that measure of segment profit or loss." } } }, "auth_ref": ["r41", "r42", "r43"] }, "us-gaap_ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock", "presentation": ["http://greenboxpos.com/role/StockBasedCompensationTables"], "lang": { "en-us": { "role": { "terseLabel": "Share-Based Payment Arrangement, Option, Activity [Table Text Block]", "label": "Share-Based Payment Arrangement, Option, Activity [Table Text Block]", "documentation": "Tabular disclosure for stock option plans. Includes, but is not limited to, outstanding awards at beginning and end of year, grants, exercises, forfeitures, and weighted-average grant date fair value." } } }, "auth_ref": ["r17", "r18", "r120"] }, "rvyl_ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsAbstract", "lang": { "en-us": { "role": { "label": "Schedule Of Share Based Payment Award Stock Options Valuation Assumptions Abstract" } } }, "auth_ref": [] }, "us-gaap_ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock", "presentation": [

"http://greenboxpos.com/role/StockBasedCompensationTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block]", "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": ["r124"] }, "rvyl_ScheduleOfStockByClassAbstract": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "ScheduleOfStockByClassAbstract", "lang": { "en-us": { "role": { "label": "Schedule Of Stock By Class Abstract" } } }, "auth_ref": [] }, "us-gaap_ScheduleOfStockByClassTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfStockByClassTable", "presentation": ["http://greenboxpos.com/role/ScheduleofStockbyClassTable", "http://greenboxpos.com/role/ScheduleofStockbyClassTable0"], "lang": { "en-us": { "role": { "label": "Stock, Class of Stock [Table]", "documentation": "Disclosure of information about stock by class. Includes, but is not limited to, common, convertible, and preferred stocks." } } }, "auth_ref": ["r49", "r50", "r51", "r52", "r53", "r54", "r114", "r116", "r117", "r118", "r171", "r172", "r173", "r231", "r366", "r367", "r369", "r370", "r371", "r372", "r373", "r596", "r597", "r598", "r599", "r745", "r785", "r804"] }, "us-gaap_ScheduleOfStockByClassTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfStockByClassTextBlock", "presentation": ["http://greenboxpos.com/role/ConvertiblePreferredStockTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Stock by Class [Table Text Block]", "label": "Schedule of Stock by Class [Table Text Block]", "documentation": "Tabular disclosure of an entity's stock, including par or stated value per share, number and dollar amount of share subscriptions, shares authorized, shares issued, shares outstanding, number and dollar amount of shares held in an employee trust, dividend per share, total dividends, share conversion features, par value plus additional paid in capital, the value of treasury stock and other information necessary to a fair presentation, and EPS information. Stock by class includes common, convertible, and preferred stocks which are not redeemable or redeemable solely at the option of the issuer. Includes preferred stock with redemption features that are solely within the control of the issuer and mandatorily redeemable stock if redemption is required to occur only upon liquidation or termination of the reporting entity. If more than one issue is outstanding, state the title of each issue and the corresponding dollar amount; dollar amount of any shares subscribed but unissued and the deduction of subscriptions receivable there from; number of shares authorized, issued, and outstanding." } } }, "auth_ref": ["r25", "r48", "r49", "r50", "r51", "r52", "r53", "r54", "r83", "r84", "r116", "r117", "r118"] }, "us-gaap_ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTableTextBlock", "presentation": ["http://greenboxpos.com/role/IntangibleAssetsNetTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block]", "label": "Schedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block]", "documentation": "Tabular disclosure of the amount of amortization expense expected to be recorded in succeeding fiscal years for finite-lived intangible assets." } } }, "auth_ref": ["r739", "r843"] }, "rvyl_SecondExchangeAgreementMember": { "xbrltype": "domainItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "SecondExchangeAgreementMember", "presentation": ["http://greenboxpos.com/role/LongTermDebtNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Second Exchange Agreement [Member]", "label": "Second Exchange Agreement Member" } } }, "auth_ref": [] }, "rvyl_SecondRepurchaseMember": { "xbrltype": "domainItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "SecondRepurchaseMember", "presentation": ["http://greenboxpos.com/role/RelatedPartyTransactionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Second Repurchase [Member]", "label": "Second Repurchase Member" } } }, "auth_ref": [] }, "srt_SegmentGeographicalDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "SegmentGeographicalDomain", "presentation": ["http://greenboxpos.com/role/OperatingLeasesDetails", "http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsTable", "http://greenboxpos.com/role/ScheduleofGoodwillTable0", "http://greenboxpos.com/role/ScheduleofSegmentReportingInformationbySegmentTable", "http://greenboxpos.com/role/ScheduleofSegmentReportingInformationbySegmentTable0"], "lang": { "en-us": { "role": { "label": "Geographical [Domain]" } } }, "auth_ref": ["r262", "r263", "r527", "r528", "r529", "r530", "r531", "r532", "r533", "r534", "r535", "r536", "r537", "r538", "r539", "r540", "r541", "r542", "r543", "r544", "r545", "r546", "r547", "r548", "r549", "r550", "r551", "r552", "r553", "r554", "r555", "r556", "r619", "r621", "r623", "r683", "r685", "r688", "r697", "r703", "r705", "r706", "r707", "r708", "r709", "r710", "r711", "r712", "r713", "r719", "r746", "r761", "r762", "r763", "r764", "r765", "r766", "r767", "r768", "r770", "r773", "r864", "r908", "r909", "r910", "r911", "r912", "r913", "r914", "r915", "r916", "r917", "r918", "r919", "r920", "r921", "r922", "r923", "r924", "r925", "r926", "r927", "r928", "r929", "r930", "r931", "r932", "r933", "r934", "r935"] }, "us-gaap_SegmentReportingAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SegmentReportingAbstract", "lang": { "en-us": { "role": { "label": "Segment Reporting [Abstract]" } } }, "auth_ref": [] }, "us-gaap_SegmentReportingDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SegmentReportingDisclosureTextBlock", "presentation": ["http://greenboxpos.com/role/SegmentReporting"], "lang": { "en-us": { "role": { "terseLabel": "Segment Reporting Disclosure [Text Block]", "label": "Segment Reporting Disclosure [Text Block]", "documentation": "The entire disclosure for reporting segments including data and tables. Reportable segments include those that meet any of the following quantitative thresholds a) it's reported revenue, including sales to external customers and intersegment sales or transfers is 10 percent or more of the combined revenue, internal and external, of all operating segments b) the absolute amount of its reported profit or loss is 10 percent or more of the greater, in absolute amount of 1) the combined reported profit of all operating segments that did not report a loss or 2) the combined reported loss of all operating segments that did report a loss c) its assets are 10 percent or more of the combined assets of all operating segments." } } }, "auth_ref": ["r142", "r229", "r233", "r234", "r235", "r236", "r237", "r242", "r243", "r244", "r254", "r255", "r256", "r257", "r258", "r260", "r261", "r264", "r726", "r729", "r730", "r731", "r733", "r735", "r736"] }, "us-gaap_SegmentReportingInformationLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SegmentReportingInformationLineItems", "presentation": ["http://greenboxpos.com/role/ScheduleofSegmentReportingInformationbySegmentTable", "http://greenboxpos.com/role/ScheduleofSegmentReportingInformationbySegmentTable0"], "lang": { "en-us": { "role": { "label": "Segment Reporting Information [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "us-gaap_SegmentReportingPolicyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SegmentReportingPolicyPolicyTextBlock", "presentation": ["http://greenboxpos.com/role/AccountingPoliciesByPolicy"], "lang": { "en-us": { "role": { "terseLabel": "Segment Reporting, Policy [Policy Text Block]", "label": "Segment Reporting, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for segment reporting." } } }, "auth_ref": ["r245", "r246", "r247", "r248", "r249", "r250", "r251", "r259", "r262", "r727", "r728", "r734"] }, "rvyl_SeniorConvertibleDebtMember": { "xbrltype": "domainItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "SeniorConvertibleDebtMember", "presentation": ["http://greenboxpos.com/role/ConvertibleDebtTable", "http://greenboxpos.com/role/ConvertibleDebtTable0", "http://greenboxpos.com/role/ConvertibleDebtTable_Parentheticals", "http://greenboxpos.com/role/LongTermDebtNetDetails", "http://greenboxpos.com/role/ScheduleofDebtTable", "http://greenboxpos.com/role/ScheduleofDebtTable0", "http://greenboxpos.com/role/ScheduleofDebtTable_Parentheticals", "http://greenboxpos.com/role/ScheduleofDebtTable_Parentheticals0"], "lang": { "en-us": { "role": { "terseLabel": "Senior Convertible Debt [Member]", "label": "Senior Convertible Debt Member" } } }, "auth_ref": [] }, "us-gaap_SeniorNotes": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SeniorNotes", "crdr": "credit", "presentation": ["http://greenboxpos.com/role/ScheduleofDebtTable", "http://greenboxpos.com/role/ScheduleofDebtTable0"], "lang": { "en-us": { "role": { "terseLabel": "Convertible note, gross", "label": "Senior Notes", "documentation": "Including the current and noncurrent portions, carrying value as of the balance sheet date of Notes with the highest claim on the assets of the issuer in case of bankruptcy or liquidation (with maturities initially due after one year or beyond the operating cycle if longer). Senior note holders are paid off in full before any payments are made to junior note holders." } } }, "auth_ref": ["r133", "r906"] }, "us-gaap_SeriesAPreferredStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SeriesAPreferredStockMember", "presentation": ["http://greenboxpos.com/role/ConvertiblePreferredStockDetails", "http://greenboxpos.com/role/LongTermDebtNetDetails", "http://greenboxpos.com/role/ScheduleofStockbyClassTable", "http://greenboxpos.com/role/ScheduleofStockbyClassTable0"], "lang": { "en-us": { "role": { "terseLabel": "Series A Preferred Stock [Member]", "label": "Series A Preferred Stock [Member]", "documentation": "Series A preferred stock." } } }, "auth_ref": ["r793", "r794", "r863"] }, "us-gaap_SeriesBPreferredStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SeriesBPreferredStockMember", "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet_Parentheticals", "http://greenboxpos.com/role/ConvertiblePreferredStockDetails", "http://greenboxpos.com/role/LongTermDebtNetDetails", "http://greenboxpos.com/role/ScheduleofStockbyClassTable", "http://greenboxpos.com/role/ScheduleofStockbyClassTable0", "http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "terseLabel": "Series B Preferred Stock [Member]", "label": "Series B Preferred Stock [Member]", "documentation": "Series B preferred stock." } } }, "auth_ref": ["r793", "r794", "r863"] }, "us-gaap_SeriesCPreferredStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SeriesCPreferredStockMember", "presentation": ["http://greenboxpos.com/role/AcquisitionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Series C Preferred Stock [Member]", "label": "Series C Preferred Stock [Member]", "documentation": "Series C preferred stock." } } }, "auth_ref": ["r793", "r794", "r863"] }, "us-gaap_SeriesDPreferredStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SeriesDPreferredStockMember", "presentation": ["http://greenboxpos.com/role/AcquisitionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Series D Preferred Stock [Member]", "label": "Series D Preferred Stock [Member]", "documentation": "Series D preferred stock." } } }, "auth_ref": ["r793", "r794", "r863"] }, "us-gaap_SettlementLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SettlementLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ScheduleofAccountsPayableandAccruedLiabilitiesTable": { "parentTag": "us-gaap_AccruedLiabilitiesCurrent", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://greenboxpos.com/role/ScheduleofAccountsPayableandAccruedLiabilitiesTable"], "lang": { "en-us": { "role": { "terseLabel": "Accrued legal settlement", "label": "Settlement Liabilities, Current", "documentation": "Amounts payable for money transfers, money orders, and consumer payment service arrangements. Settlement liabilities include amounts payable to intermediaries for global payment transfers." } } }, "auth_ref": [] }, "us-gaap_ShareBasedArrangementsToObtainGoodsAndServicesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedArrangementsToObtainGoodsAndServicesAbstract", "lang": { "en-us": { "role": { "label": "Share-Based Payment Arrangement, Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensation", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ConsolidatedCashFlow": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 3.0 }, "http://greenboxpos.com/role/ConsolidatedIncomeStatement": { "parentTag": "us-gaap_OperatingExpenses", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedCashFlow", "http://greenboxpos.com/role/ConsolidatedIncomeStatement"], "lang": { "en-us": { "role": { "terseLabel": "Stock compensation expense", "label": "Share-Based Payment Arrangement, Noncash Expense", "documentation": "Amount of noncash expense for share-based payment arrangement." } } }, "auth_ref": ["r8"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardDiscountFromMarketPriceOfferingDate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardDiscountFromMarketPriceOfferingDate", "presentation": ["http://greenboxpos.com/role/LongTermDebtNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Share-Based Compensation Arrangement by Share-Based Payment Award, Discount from Market Price, Offering Date", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Discount from Market Price, Offering Date", "documentation": "Discount rate from fair value on offering date that participants pay for shares." } } }, "auth_ref": ["r57"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue", "presentation": ["http://greenboxpos.com/role/NonvestedRestrictedStockSharesActivityTable", "http://greenboxpos.com/role/NonvestedRestrictedStockSharesActivityTable0"], "lang": { "en-us": { "role": { "terseLabel": "Forfeited, Weighted Average Grant Date Fair Value", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value", "documentation": "Weighted average fair value as of the grant date of equity-based award plans other than stock (unit) option plans that were not exercised or put into effect as a result of the occurrence of a terminating event." } } }, "auth_ref": ["r398"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue", "presentation": ["http://greenboxpos.com/role/NonvestedRestrictedStockSharesActivityTable", "http://greenboxpos.com/role/NonvestedRestrictedStockSharesActivityTable0"], "lang": { "en-us": { "role": { "terseLabel": "Granted, Weighted Average Grant Date Fair Value", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value", "documentation": "The weighted average fair value at grant date for nonvested equity-based awards issued during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan)." } } }, "auth_ref": ["r396"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue", "presentation": ["http://greenboxpos.com/role/NonvestedRestrictedStockSharesActivityTable", "http://greenboxpos.com/role/NonvestedRestrictedStockSharesActivityTable0"], "lang": { "en-us": { "role": { "periodStartLabel": "Non-vested Restricted Stock Awards, Weighted Average Grant Date Fair Value", "periodEndLabel": "Non-vested Restricted Stock Awards, Weighted Average Grant Date Fair Value", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value", "documentation": "Per share or unit weighted-average fair value of nonvested award under share-based payment arrangement. Excludes share and unit options." } } }, "auth_ref": ["r393", "r394"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod", "presentation": ["http://greenboxpos.com/role/NonvestedRestrictedStockSharesActivityTable", "http://greenboxpos.com/role/NonvestedRestrictedStockSharesActivityTable0"], "lang": { "en-us": { "role": { "negatedLabel": "Vested", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period", "documentation": "The number of equity-based payment instruments, excluding stock (or unit) options, that vested during the reporting period." } } }, "auth_ref": ["r397"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue", "presentation": ["http://greenboxpos.com/role/NonvestedRestrictedStockSharesActivityTable", "http://greenboxpos.com/role/NonvestedRestrictedStockSharesActivityTable0"], "lang": { "en-us": { "role": { "terseLabel": "Vested, Weighted Average Grant Date Fair Value", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value", "documentation": "The weighted average fair value as of grant date pertaining to an equity-based award plan other than a stock (or unit) option plan for which the grantee gained the right during the reporting period, by satisfying service and performance requirements, to receive or retain shares or units, other instruments, or cash in accordance with the terms of the arrangement." } } }, "auth_ref": ["r397"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate", "presentation": ["http://greenboxpos.com/role/ScheduleofSharebasedPaymentAwardStockOptionsValuationAssumptionsTable"], "lang": { "en-us": { "role": { "terseLabel": "Expected dividend yield", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend Rate", "documentation": "The estimated dividend rate (a percentage of the share price) to be paid (expected dividends) to holders of the underlying shares over the option's term." } } }, "auth_ref": ["r407"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRate", "presentation": ["http://greenboxpos.com/role/ScheduleofSharebasedPaymentAwardStockOptionsValuationAssumptionsTable"], "lang": { "en-us": { "role": { "terseLabel": "Expected volatility", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate", "documentation": "The estimated measure of the percentage by which a share price is expected to fluctuate during a period. Volatility also may be defined as a probability-weighted measure of the dispersion of returns about the mean. The volatility of a share price is the standard deviation of the continuously compounded rates of return on the share over a specified period. That is the same as the standard deviation of the differences in the natural logarithms of the stock prices plus dividends, if any, over the period." } } }, "auth_ref": ["r406"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate", "presentation": ["http://greenboxpos.com/role/ScheduleofSharebasedPaymentAwardStockOptionsValuationAssumptionsTable"], "lang": { "en-us": { "role": { "terseLabel": "Risk-free interest rate", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate", "documentation": "The risk-free interest rate assumption that is used in valuing an option on its own shares." } } }, "auth_ref": ["r408"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsForfeitures": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsForfeitures", "presentation": ["http://greenboxpos.com/role/NonvestedRestrictedStockSharesActivityTable", "http://greenboxpos.com/role/NonvestedRestrictedStockSharesActivityTable0"], "lang": { "en-us": { "role": { "negatedLabel": "Forfeited", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Forfeitures", "documentation": "Number of shares under non-option equity instrument agreements that were cancelled as a result of occurrence of a terminating event." } } }, "auth_ref": ["r123"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsGranted": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsGranted", "presentation": ["http://greenboxpos.com/role/NonvestedRestrictedStockSharesActivityTable", "http://greenboxpos.com/role/NonvestedRestrictedStockSharesActivityTable0"], "lang": { "en-us": { "role": { "terseLabel": "Granted", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Granted", "documentation": "Net number of non-option equity instruments granted to participants." } } }, "auth_ref": ["r16"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsOutstandingNumber": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsOutstandingNumber", "presentation": ["http://greenboxpos.com/role/NonvestedRestrictedStockSharesActivityTable", "http://greenboxpos.com/role/NonvestedRestrictedStockSharesActivityTable0"], "lang": { "en-us": { "role": { "periodStartLabel": "Non-vested Restricted Stock Awards", "periodEndLabel": "Non-vested Restricted Stock Awards", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Outstanding, Number", "documentation": "Number of equity instruments other than options outstanding, including both vested and non-vested instruments." } } }, "auth_ref": ["r121", "r122"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAuthorized", "presentation": ["http://greenboxpos.com/role/StockBasedCompensationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized (in Shares)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized", "documentation": "Number of shares authorized for issuance under share-based payment arrangement." } } }, "auth_ref": ["r750"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableNumber": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableNumber", "presentation": ["http://greenboxpos.com/role/SharebasedPaymentArrangementOptionActivityTable", "http://greenboxpos.com/role/SharebasedPaymentArrangementOptionActivityTable0"], "lang": { "en-us": { "role": { "periodEndLabel": "Exercisable, Shares", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Number", "documentation": "The number of shares into which fully or partially vested stock options outstanding as of the balance sheet date can be currently converted under the option plan." } } }, "auth_ref": ["r387"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice", "presentation": ["http://greenboxpos.com/role/SharebasedPaymentArrangementOptionActivityTable", "http://greenboxpos.com/role/SharebasedPaymentArrangementOptionActivityTable0"], "lang": { "en-us": { "role": { "periodEndLabel": "Exercisable, Weighted-Average Exercise Price", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Exercise Price", "documentation": "The weighted-average price as of the balance sheet date at which grantees can acquire the shares reserved for issuance on vested portions of options outstanding and currently exercisable under the stock option plan." } } }, "auth_ref": ["r387"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisesInPeriodTotalIntrinsicValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisesInPeriodTotalIntrinsicValue", "crdr": "debit", "presentation": ["http://greenboxpos.com/role/StockBasedCompensationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period, Intrinsic Value", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period, Intrinsic Value", "documentation": "Amount of accumulated difference between fair value of underlying shares on dates of exercise and exercise price on options exercised (or share units converted) into shares." } } }, "auth_ref": ["r400"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresAndExpirationsInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresAndExpirationsInPeriod", "presentation": ["http://greenboxpos.com/role/SharebasedPaymentArrangementOptionActivityTable", "http://greenboxpos.com/role/SharebasedPaymentArrangementOptionActivityTable0"], "lang": { "en-us": { "role": { "negatedLabel": "Forfeited or Expired, Shares", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures and Expirations in Period", "documentation": "For presentations that combine terminations, the number of shares under options that were cancelled during the reporting period as a result of occurrence of a terminating event specified in contractual agreements pertaining to the stock option plan or that expired." } } }, "auth_ref": ["r865"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresAndExpirationsInPeriodWeightedAverageExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresAndExpirationsInPeriodWeightedAverageExercisePrice", "presentation": ["http://greenboxpos.com/role/SharebasedPaymentArrangementOptionActivityTable", "http://greenboxpos.com/role/SharebasedPaymentArrangementOptionActivityTable0"], "lang": { "en-us": { "role": { "terseLabel": "Forfeited or Expired, Weighted-Average Exercise Price", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures and Expirations in Period, Weighted Average Exercise Price", "documentation": "Weighted average price of options that were either forfeited or expired." } } }, "auth_ref": ["r865"] }, 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Award, Options, Exercises in Period, Weighted Average Exercise Price", "documentation": "Weighted average price at which option holders acquired shares when converting their stock options into shares." } } }, "auth_ref": ["r390"] }, "us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice", "presentation": ["http://greenboxpos.com/role/SharebasedPaymentArrangementOptionActivityTable", "http://greenboxpos.com/role/SharebasedPaymentArrangementOptionActivityTable0"], "lang": { "en-us": { "role": { "terseLabel": "Granted, Weighted-Average Exercise Price", "label": "Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Grants in Period, Weighted Average Exercise Price", "documentation": "Weighted average per share 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Includes, but is not limited to, methodology and assumption used in measuring cost." } } }, "auth_ref": ["r380", "r384", "r403", "r404", "r405", "r406", "r409", "r410", "r411", "r412", "r413"] }, "rvyl_ShareBasedPaymentArrangementOptionActivityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "ShareBasedPaymentArrangementOptionActivityAbstract", "lang": { "en-us": { "role": { "label": "Share Based Payment Arrangement Option Activity Abstract" } } }, "auth_ref": [] }, "us-gaap_SharePrice": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SharePrice", "presentation": ["http://greenboxpos.com/role/RelatedPartyTransactionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Share Price (in Dollars per share)", "label": "Share Price", "documentation": "Price of a single share of a number of saleable stocks of a company." } } }, "auth_ref": [] }, 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[Text Block]", "documentation": "The entire disclosure for all significant accounting policies of the reporting entity." } } }, "auth_ref": ["r106", "r197"] }, "rvyl_SkyFinancialIntelligenceMember": { "xbrltype": "domainItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "SkyFinancialIntelligenceMember", "presentation": ["http://greenboxpos.com/role/AcquisitionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Sky Financial & Intelligence [Member]", "label": "Sky Financial Intelligence Member" } } }, "auth_ref": [] }, "us-gaap_SoftwareDevelopmentMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SoftwareDevelopmentMember", "presentation": ["http://greenboxpos.com/role/PropertyPlantandEquipmentTable0"], "lang": { "en-us": { "role": { "terseLabel": "Software Development [Member]", "label": "Software Development [Member]", "documentation": "Internally developed software for sale, licensing or long-term internal use." } } }, "auth_ref": [] }, "us-gaap_StateAndLocalIncomeTaxExpenseBenefitContinuingOperations": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StateAndLocalIncomeTaxExpenseBenefitContinuingOperations", "crdr": "debit", "calculation": { "http://greenboxpos.com/role/ScheduleofComponentsofIncomeTaxExpenseBenefitTable": { "parentTag": "us-gaap_IncomeTaxExpenseBenefit", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://greenboxpos.com/role/ScheduleofComponentsofIncomeTaxExpenseBenefitTable"], "lang": { "en-us": { "role": { "terseLabel": "State", "label": "State and Local Income Tax Expense (Benefit), Continuing Operations", "documentation": "Amount of current and deferred state and local tax expense (benefit) attributable to income (loss) from continuing operations. Includes, but is not limited to, current and deferred regional, territorial, and provincial tax expense (benefit) for non-US (United States of America) jurisdiction." } } }, "auth_ref": ["r421", "r807", "r866", "r875"] }, "us-gaap_StateAndLocalJurisdictionMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StateAndLocalJurisdictionMember", "presentation": ["http://greenboxpos.com/role/IncomeTaxesDetails"], "lang": { "en-us": { "role": { "terseLabel": "State and Local Jurisdiction [Member]", "label": "State and Local Jurisdiction [Member]", "documentation": "Designated state or local jurisdiction entitled to levy and collect income tax." } } }, "auth_ref": ["r422"] }, "us-gaap_StatementClassOfStockAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StatementClassOfStockAxis", "presentation": ["http://greenboxpos.com/role/AcquisitionsDetails", "http://greenboxpos.com/role/ConsolidatedBalanceSheet_Parentheticals", "http://greenboxpos.com/role/ConsolidatedCashFlow", "http://greenboxpos.com/role/ConvertiblePreferredStockDetails", "http://greenboxpos.com/role/LongTermDebtNetDetails", "http://greenboxpos.com/role/ScheduleofStockbyClassTable", "http://greenboxpos.com/role/ScheduleofStockbyClassTable0", "http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "label": "Class of Stock [Axis]", "documentation": "Information by the different classes of stock of the entity." } } }, "auth_ref": ["r156", "r171", "r172", "r173", "r200", "r221", "r222", "r224", "r226", "r231", "r232", "r274", "r329", "r331", "r332", "r333", "r336", "r337", "r366", "r367", "r370", "r371", "r373", "r490", "r596", "r597", "r598", "r599", "r605", "r606", "r607", "r608", "r609", "r610", "r611", "r612", "r613", "r614", "r615", "r616", "r635", "r656", "r676", "r698", "r699", "r700", "r701", "r702", "r785", "r804", "r812"] }, "us-gaap_StatementEquityComponentsAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StatementEquityComponentsAxis", "presentation": ["http://greenboxpos.com/role/LongTermDebtNetDetails", "http://greenboxpos.com/role/ScheduleofStockbyClassTable", "http://greenboxpos.com/role/ScheduleofStockbyClassTable0", "http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "label": "Equity Components [Axis]", "documentation": "Information by component of equity." } } }, "auth_ref": ["r15", "r84", "r87", "r88", "r157", "r186", "r187", "r188", "r204", "r205", "r206", "r208", "r213", "r216", "r218", "r230", "r275", "r276", "r313", "r375", "r446", "r447", "r455", "r456", "r457", "r459", "r463", "r464", "r470", "r471", "r472", "r473", "r474", "r475", "r476", "r493", "r495", "r496", "r497", "r498", "r499", "r502", "r503", "r512", "r578", "r585", "r586", "r587", "r605", "r676"] }, "srt_StatementGeographicalAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "StatementGeographicalAxis", "presentation": ["http://greenboxpos.com/role/OperatingLeasesDetails", "http://greenboxpos.com/role/ScheduleofFiniteLivedIntangibleAssetsTable", "http://greenboxpos.com/role/ScheduleofGoodwillTable0", "http://greenboxpos.com/role/ScheduleofSegmentReportingInformationbySegmentTable", "http://greenboxpos.com/role/ScheduleofSegmentReportingInformationbySegmentTable0"], "lang": { "en-us": { "role": { "label": "Geographical [Axis]" } } }, "auth_ref": ["r262", "r263", "r527", "r528", "r529", "r530", "r531", "r532", "r533", "r534", "r535", "r536", "r537", "r538", "r539", "r540", "r541", "r542", "r543", "r544", "r545", "r546", "r547", "r548", "r549", "r550", "r551", "r552", "r553", "r554", "r555", "r556", "r619", "r621", "r623", "r683", "r685", "r688", "r697", "r703", "r705", "r706", "r707", "r708", "r709", "r710", "r711", "r712", "r713", "r719", "r746", "r761", "r762", "r763", "r764", "r765", "r766", "r767", "r768", "r770", "r773", "r864", "r908", "r909", "r910", "r911", "r912", "r913", "r914", "r915", "r916", "r917", "r918", "r919", "r920", "r921", "r922", "r923", "r924", "r925", "r926", "r927", "r928", "r929", "r930", "r931", "r932", "r933", "r934", "r935"] }, "us-gaap_StatementLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StatementLineItems", "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet_Parentheticals", "http://greenboxpos.com/role/ConsolidatedCashFlow", "http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "label": "Statement [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r204", "r205", "r206", "r230", "r503", "r524", "r594", "r616", "r627", "r628", "r629", "r630", "r631", "r632", "r635", "r638", "r639", "r640", "r641", "r642", "r643", "r644", "r645", "r646", "r648", "r649", "r650", "r651", "r652", "r654", "r657", "r658", "r662", "r663", "r664", "r665", "r666", "r667", "r668", "r669", "r670", "r671", "r672", "r673", "r676", "r774"] }, "us-gaap_StatementOfCashFlowsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StatementOfCashFlowsAbstract", "lang": { "en-us": { "role": { "label": "Statement of Cash Flows [Abstract]" } } }, "auth_ref": [] }, "us-gaap_StatementOfFinancialPositionAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StatementOfFinancialPositionAbstract", "lang": { "en-us": { "role": { "label": "Statement of Financial Position [Abstract]" } } }, "auth_ref": [] }, "us-gaap_StatementOfIncomeAndComprehensiveIncomeAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StatementOfIncomeAndComprehensiveIncomeAbstract", "presentation": ["http://greenboxpos.com/role/ConsolidatedIncomeStatement"], "lang": { "en-us": { "role": { "terseLabel": "Comprehensive income statement:", "label": "Statement of Comprehensive Income [Abstract]" } } }, "auth_ref": [] }, "us-gaap_StatementOfStockholdersEquityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StatementOfStockholdersEquityAbstract", "lang": { "en-us": { "role": { "label": "Statement of Stockholders' Equity [Abstract]" } } }, "auth_ref": [] }, "us-gaap_StatementTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StatementTable", "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet_Parentheticals", "http://greenboxpos.com/role/ConsolidatedCashFlow", "http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "label": "Statement [Table]", "documentation": "Disclosure of information about statement of comprehensive income, income, other comprehensive income, financial position, cash flows, and shareholders' equity." } } }, "auth_ref": ["r204", "r205", "r206", "r230", "r265", "r503", "r524", "r594", "r616", "r627", "r628", "r629", "r630", "r631", "r632", "r635", "r638", "r639", "r640", "r641", "r642", "r643", "r644", "r645", "r646", "r648", "r649", "r650", "r651", "r652", "r654", "r657", "r658", "r662", "r663", "r664", "r665", "r666", "r667", "r668", "r669", "r670", "r671", "r672", "r673", "r676", "r774"] }, "rvyl_StockBasedCompensationDetailsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "StockBasedCompensationDetailsLineItems", "presentation": ["http://greenboxpos.com/role/StockBasedCompensationDetails"], "lang": { "en-us": { "role": { "label": "Stock-

Based Compensation (Details) [Line Items]" } } }, "auth_ref": [] }, "rvyl_StockBasedCompensationDetailsTable": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "StockBasedCompensationDetailsTable", "presentation": ["http://greenboxpos.com/role/StockBasedCompensationDetails"], "lang": { "en-us": { "role": { "label": "Stock-Based Compensation (Details) [Table]" } } }, "auth_ref": [] }, "us-gaap_StockIssuedDuringPeriodSharesAcquisitions": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesAcquisitions", "presentation": ["http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "terseLabel": "Issuances of common stock for acquisition (in Shares)", "label": "Stock Issued During Period, Shares, Acquisitions", "documentation": "Number of shares of stock issued during the period pursuant to acquisitions." } } }, "auth_ref": ["r83", "r84", "r118"] }, "us-gaap_StockIssuedDuringPeriodSharesConversionOfConvertibleSecurities": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesConversionOfConvertibleSecurities", "presentation": ["http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "terseLabel": "Issuance of common stock upon conversion of convertible debt (in Shares)", "label": "Stock Issued During Period, Shares, Conversion of Convertible Securities", "documentation": "Number of shares issued during the period as a result of the conversion of convertible securities." } } }, "auth_ref": ["r15", "r51", "r84", "r87", "r118", "r355"] }, "us-gaap_StockIssuedDuringPeriodSharesIssuedForServices": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesIssuedForServices", "presentation": ["http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "terseLabel": "Common stock issued for services (in Shares)", "label": "Stock Issued During Period, Shares, Issued for Services", "documentation": "Number of shares issued in lieu of cash for services contributed to the entity. Number of shares includes, but is not limited to, shares issued for services contributed by vendors and founders." } } }, "auth_ref": [] }, "us-gaap_StockIssuedDuringPeriodSharesNewIssues": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesNewIssues", "presentation": ["http://greenboxpos.com/role/RelatedPartyTransactionsDetails", "http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "terseLabel": "Common stock issued (in Shares)", "verboseLabel": "Stock Issued During Period, Shares, New Issues (in Shares)", "label": "Stock Issued During Period, Shares, New Issues", "documentation": "Number of new stock issued during the period." } } }, "auth_ref": ["r15", "r83", "r84", "r118", "r596", "r676", "r699"] }, "us-gaap_StockIssuedDuringPeriodSharesOther": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesOther", "presentation": ["http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "terseLabel": "Issuances of common stock from previous unregistered shares (in Shares)", "label": "Stock Issued During Period, Shares, Other", "documentation": "Number of shares of stock issued attributable to transactions classified as other." } } }, "auth_ref": [] }, "us-gaap_StockIssuedDuringPeriodSharesRestrictedStockAwardGross": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesRestrictedStockAwardGross", "presentation": ["http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "terseLabel": "Issuance of restricted common stock under equity incentive plans (in Shares)", "label": "Stock Issued During Period, Shares, Restricted Stock Award, Gross", "documentation": "Total number of shares issued during the period, including shares forfeited, as a result of Restricted Stock Awards." } } }, "auth_ref": ["r15", "r118"] }, "us-gaap_StockIssuedDuringPeriodSharesShareBasedCompensationForfeited": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesShareBasedCompensationForfeited", "presentation": ["http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "terseLabel": "Shares forfeited (in Shares)", "label": "Shares Issued, Shares, Share-Based Payment Arrangement, Forfeited", "documentation": "Number of shares (or other type of equity) forfeited during the period." } } }, "auth_ref": [] }, "us-gaap_StockIssuedDuringPeriodSharesShareBasedCompensationGross": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesShareBasedCompensationGross", "presentation": ["http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "terseLabel": "Issuance of common stock under equity incentive plans (in Shares)", "label": "Shares Issued, Shares, Share-Based Payment Arrangement, before Forfeiture", "documentation": "Number, before forfeiture, of shares issued under share-based payment arrangement. Excludes employee stock ownership plan (ESOP)." } } }, "auth_ref": [] }, "us-gaap_StockIssuedDuringPeriodSharesStockOptionsExercised": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesStockOptionsExercised", "presentation": ["http://greenboxpos.com/role/SharebasedPaymentArrangementOptionActivityTable", "http://greenboxpos.com/role/SharebasedPaymentArrangementOptionActivityTable0", "http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "terseLabel": "Issuance of common stock upon exercise of stock options (in Shares)", "negatedLabel": "Exercise, Shares", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period", "documentation": "Number of share options (or share units) exercised during the current period." } } }, "auth_ref": ["r15", "r83", "r84", "r118", "r390"] }, "us-gaap_StockIssuedDuringPeriodValueConversionOfConvertibleSecurities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodValueConversionOfConvertibleSecurities", "crdr": "credit", "presentation": ["http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "terseLabel": "Issuance of common stock upon conversion of convertible debt", "label": "Stock Issued During Period, Value, Conversion of Convertible Securities", "documentation": "The gross value of stock issued during the period upon the conversion of convertible securities." } } }, "auth_ref": ["r15", "r84", "r87", "r88", "r118"] }, "us-gaap_StockIssuedDuringPeriodValueIssuedForServices": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodValueIssuedForServices", "crdr": "credit", "presentation": ["http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "terseLabel": "Common stock issued for services", "label": "Stock Issued During Period, Value, Issued for Services", "documentation": "Value of stock issued in lieu of cash for services contributed to the entity. Value of the stock issued includes, but is not limited to, services contributed by vendors and founders." } } }, "auth_ref": [] }, "us-gaap_StockIssuedDuringPeriodValueNewIssues": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodValueNewIssues", "crdr": "credit", "presentation": ["http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "terseLabel": "Common stock issued", "label": "Stock Issued During Period, Value, New Issues", "documentation": "Equity impact of the value of new stock issued during the period. 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Excludes employee stock ownership plan (ESOP)." } } }, "auth_ref": [] }, "us-gaap_StockIssuedDuringPeriodValueStockOptionsExercised": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodValueStockOptionsExercised", "crdr": "credit", "presentation": ["http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "terseLabel": "Issuance of common stock upon exercise of stock options", "label": "Stock Issued During Period, Value, Stock Options Exercised", "documentation": "Value of stock issued as a result of the exercise of stock options." } } }, "auth_ref": ["r15", "r84", "r87", "r88", "r118"] }, "us-gaap_StockRepurchasedAndRetiredDuringPeriodValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockRepurchasedAndRetiredDuringPeriodValue", "crdr": "debit", "presentation": ["http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "terseLabel": "Share repurchase", "label": "Stock Repurchased and Retired During Period, Value", "documentation": "Equity impact of the value of stock that has been repurchased and retired during the period. The excess of the purchase price over par value can be charged against retained earnings (once the excess is fully allocated to additional paid in capital)." } } }, "auth_ref": ["r15", "r83", "r84", "r118"] }, "us-gaap_StockRepurchasedDuringPeriodShares": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockRepurchasedDuringPeriodShares", "presentation": ["http://greenboxpos.com/role/RelatedPartyTransactionsDetails", "http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "terseLabel": "Share repurchase (in Shares)", "verboseLabel": "Stock Repurchased During Period, Shares (in Shares)", "label": "Stock Repurchased During Period, Shares", "documentation": "Number of shares that have been repurchased during the period and have not been retired and are not held in treasury. Some state laws may govern the circumstances under which an entity may acquire its own stock and prescribe the accounting treatment therefore. This element is used when state law does not recognize treasury stock." } } }, "auth_ref": ["r15", "r83", "r84", "r118", "r599", "r676", "r701"] }, "us-gaap_StockholdersEquity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockholdersEquity", "crdr": "credit", "calculation": { "http://greenboxpos.com/role/ConsolidatedBalanceSheet": { "parentTag": "us-gaap_LiabilitiesAndStockholdersEquity", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet", "http://greenboxpos.com/role/ShareholdersEquityType2or3"], "lang": { "en-us": { "role": { "totalLabel": "Total stockholders\u2019 equity/(deficit)", "periodStartLabel": "Balance", "periodEndLabel": "Balance", "label": "Equity, Attributable to Parent", "documentation": "Amount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest." } } }, "auth_ref": ["r84", "r87", "r88", "r107", "r637", "r653", "r677", "r678", "r760", "r781", "r806", "r824", "r888", "r941"] }, "us-gaap_StockholdersEquityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockholdersEquityAbstract", "presentation": ["http://greenboxpos.com/role/ConsolidatedBalanceSheet"], "lang": { "en-us": { "role": { "terseLabel": "Stockholders\u2019 Equity/(Deficit):", "verboseLabel": "Stockholders\u2019 Equity:", "label": "Equity, Attributable to Parent [Abstract]" } } }, "auth_ref": [] }, "us-gaap_StockholdersEquityReverseStockSplit": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockholdersEquityReverseStockSplit", "presentation": ["http://greenboxpos.com/role/SummaryofSignificantAccountingPoliciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Stockholders' Equity, Reverse Stock Split", "label": "Stockholders' Equity, Reverse Stock Split", "documentation": "Description of the reverse stock split arrangement. 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Examples include: the sale of a capital stock issue, purchase of a business, settlement of litigation, catastrophic loss, significant foreign exchange rate changes, loans to insiders or affiliates, and transactions not in the ordinary course of business." } } }, "auth_ref": ["r519", "r520"] }, "us-gaap_SubstantialDoubtAboutGoingConcernTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubstantialDoubtAboutGoingConcernTextBlock", "presentation": ["http://greenboxpos.com/role/AccountingPoliciesByPolicy"], "lang": { "en-us": { "role": { "terseLabel": "Substantial Doubt about Going Concern [Text Block]", "label": "Substantial Doubt about Going Concern [Text Block]", "documentation": "The entire disclosure when substantial doubt is raised about the ability to continue as a going concern. Includes, but is not limited to, principal conditions or events that raised substantial doubt about the ability to continue as a going concern, management's evaluation of the significance of those conditions or events in relation to the ability to meet its obligations, and management's plans that alleviated or are intended to mitigate the conditions or events that raise substantial doubt about the ability to continue as a going concern." } } }, "auth_ref": ["r69"] }, "rvyl_SummaryofSignificantAccountingPoliciesDetailsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "SummaryofSignificantAccountingPoliciesDetailsLineItems", "presentation": ["http://greenboxpos.com/role/SummaryofSignificantAccountingPoliciesDetails"], "lang": { "en-us": { "role": { "label": "Summary of Significant Accounting Policies (Details) [Line Items]" } } }, "auth_ref": [] }, "rvyl_SummaryofSignificantAccountingPoliciesDetailsTable": { "xbrltype": "stringItemType", "nsuri": "http://greenboxpos.com/20240930", "localname": "SummaryofSignificantAccountingPoliciesDetailsTable", "presentation": [

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Recorded using the cost method." } } }, "auth_ref": ["r15", "r56", "r118"] }, "us-gaap_TypeOfArrangementAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TypeOfArrangementAxis", "presentation": ["http://greenboxpos.com/role/LongTermDebtNetDetails"], "lang": { "en-us": { "role": { "label": "Collaborative Arrangement and Arrangement Other than Collaborative [Axis]", "documentation": "Information by collaborative arrangement and arrangement other than collaborative applicable to revenue-generating activity or operations." } } }, "auth_ref": ["r465"] }, "us-gaap_UseOfEstimates": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "UseOfEstimates", "presentation": ["http://greenboxpos.com/role/AccountingPoliciesByPolicy"], "lang": { "en-us": { "role": { "terseLabel": "Use of Estimates, Policy [Policy Text Block]", "label": "Use of Estimates, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for the use of estimates in the preparation of financial statements in conformity with generally accepted accounting principles." } } }, "auth_ref": ["r38", "r39", "r40", "r147", "r148", "r150", "r151"] }, "us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "WeightedAverageNumberOfDilutedSharesOutstanding", "presentation": ["http://greenboxpos.com/role/ConsolidatedIncomeStatement"], "lang": { "en-us": { "role": { "terseLabel": "Basic and diluted (in Shares)", "label": "Weighted Average Number of Shares Outstanding, Diluted", "documentation": "The average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period." } } }, "auth_ref": ["r220", "r226"] }, "us-gaap_WeightedAverageNumberOfSharesOutstandingAbstract": { "xbrltype": "stringItemType", 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time within a reporting period that common shares or units have been outstanding to the total time in that period." } } }, "auth_ref": ["r219", "r226"] } } } }, "std_ref": { "r0": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "05", "Paragraph": "4", "SubTopic": "10", "Topic": "360", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482338/360-10-05-4" }, "r1": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "25", "Paragraph": "16", "SubTopic": "10", "Topic": "805", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479405/805-10-25-16" }, "r2": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "30", "Paragraph": "7", "SubTopic": "30", "Topic": "805", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479637/805-30-30-7" }, "r3": { "role": 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MYOLI_C(AIA$GXVW0QE8E"/3[E$4\%W-B!W'S)[]QL-QG](4'A>%F'FK:A^ M'3Z],7L>$X(-G';VGDI+W/B7L^]E.T8[(W9.>%37G;OE_LF&E89[K44I9L^ M $)VR?
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::C>9A5.673T_H&)DS.#<= ,%/87!KS"%:&"94J!&1=VSWSW5ATCU/8]^A[#0; MC?TZ>3TV$$R*/S'E'_=IZ;VCHZ,Z?9L4#9%(T.1-1LXGQ".+F=BK_W;3&](N M7I?%/%K!NGR:Y<-Z]#
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,=G2]'I"AN^DIO_H@0Z>"AI,UY2D3OTBQN6/W0C%IU,KFO>P>_',8&';NF.)V%%2L M)+O1:]N-^>!=W&AE0Y^[2Y^'?IF:"M-L=B.7^[]]_]PK]/Y7QZ@O/>%4VYV
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'FM*UP]ML]XD+:EKN*+&\/":Q3"]+,]\@CKM*]^DV81BTKY;QWGOS+F M))D/>AL3N7@D??6VK] I<"N.MV1U-<)1D4_9.,U>)**M"LK8%(]8?BV- "QB M4+Q6+/UCB01!A-
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@00$ %0 ')V>6PM,C R-# Y,S!? M8V%C+F5ZIAMLL;U=6W/:.+)^GU^A?7DYIZ8TOB2.QZEDMV392A1;X,2V%HFT8I(°8+O21FB=F1H)_E:
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1VT> MRKV@N.1^W1@[9@,BC<-M]!/LH>W'4/&650RDHKR5:3&B1]\//-(<:=KTKZ"OM3U]X&QW'5BF':]^;Z] MH9&![^"'7SQDB!\BRR71)SX'/O[;:]L2VDEF5/9LGW?
DHW_F6:Q6;/EMC6, M%Y2()\WR$+#RQ60>KG"/$=W"ZV^G83W2COZZQGTR>]?."3>9.*WU]068A)] MW\#.)(<]URF-G(.'"-/@^:#QC,S1V&6_!EY':YZB+C8U,-00$[2I>Q5'@G
M#>#@$B),LH&\Z$B]["QUN!!EFU]B.^1*&MU9HM9>82?YR$8]I.75)BTBG-R[M8X1EVMD4 :\X,2V%HFT8I'(8+O21FB=F1H)_E:
[T998''<#=$.],%Q MAL^F90&SI&RV%HBO0 !V*3;C4LK@U5RW/+; (@GY0B)WP-W+9]08<#Q/0\S5 M6 M->ZR]>^.S"12]CHR9:VF[5VE)P.ZL"Q,!4\G/A>].!3BC BKM1!P1%2BT'!
XCC M;I;AP%]>H>VR<([&>3HBA'E1*]42 3%GB2:O#:63:S;,Q3" S&=Q5ITD912S MA=7#&.4A!IO%\CU9Z1,$3XIR;ZX@)3R00B]>0(R46/OR'+N=,4YI,&<@#)5S
MNW'LT2/"DSO'I9'G!8UVFH@=,CVIR*?"PO-] .8F%7'F[9M*S_.\64R M"2?&4=]U]&]CQZ*-$I;Y=A? I*0(V$+=!QQ6N(G-RBBF2).@-D/(IVAC-2R) M#-
>2"I6V.).)8TL#/M&\TFFK&.A)2*"+)(9#O[:LQXT<]BUV]K4=#7H10R> M%.7FLA@+7) @2R-:NNY-V/NC8)V9E41C-$8V6580WSB$!5/WQ],VA\^VE)*N M./ OR%M92
$7.GK(U4P;#:\T;-/YEL1TN42&[9OPA6"Y NLPS13!#61)Q$]; M],<.1N31N4!4KH>IW$+9FI2O[;@IX[YM,MIL;A<,K1S0ECV4[OWEBMN=#&4F M')R0-2M6K==+I3W%\658]?
CA1]WX\$*R!-;#^.0Q6K(A:IO,)U.'K!C@%OW M>,O",][,V1YX(FC9K'(+F(+^^LP2O3]P_]?M$.I A,V#!RWQMG<=X@TDDN.[M*5XX$F4NPG),Z&Z<;%\XCKW5\#?$F]+&L36<(>R:9-
4PL-XYPE1/%5S:XMTF M#S#0+$,/$43?@&T%N:0=U7+\6DPYY&3+4NN.%V(F!RS(9&YP%H7E=X&):9O$ M9>K-D!QF\]0IS0T5HB87+WXB5\BOUP8.IL)ZR(_%Y+#"$:+8A!$&!P\?
WK]W M<'!;,=@".TM&=1#X+)AH?O?'01(1V,5L/VB^T @.LO015,K8@#9=HBI$>')K ;%YL+S@P%UF2ZD!()E(A*V? VTVZDZEF8N8;L(0] M]%R=+]0.7/#P"6GX'8@&?T.MI[--]_:H30?
D2$*8GR*B%M%%.C@A_^>P>TU6 MBP]RPM.8A!V)'Y+OO#8"XAF#S#+D'7Z)E'[&RVV(=: [QW;659'C8//E;%]_ MO-8>_$90KABUPR"7N;1*Y"14T-M -=-FG?
G>OD38G&G!*53,#K(YB*UX/F#D M@]\B%Q:K>N(HQ5IQ,/D+&D(,$B854;EK4]B]<8D&X.L+>>(4>>UNE"]VH]9W@W@28IGQY]1I9!?<KP1QS9$OL(]XH3^K-+I# M!ZXYLH.=
<_K"OQI"T\.5!?^O$+7AWQYQPT.M9! I24FEIK5D#Y#%4^9I!!(+ M,5:S&7L;75^GO%]IV29HK4K6;N-59Q2"%/3;E)Z[KV(ZLG((/]W#P5:[
M:],>2@K94@34W.:E00:XI8W:4\RVC5^BX&?7WCAN"CZ.RI%7<[X*]80DV5 MMG%$514,;H]L\;Q5#%)^)1P,C1OG6\E8>B\@\D71F 8IOW0.AD8_OEL=T%'A MH.1+?G$&-@-
D3DW>OBRR0L)RZB63U7K[>LG]R,DLI#P^VLXN^AO4V3(U<_MG"AU]9"S'S_M>XK+PH20YH,0H7R\F8$7/<(U"+'75X7#%6&V]3M<%29=>X:"
MA"'XJ=%B2M21UFUQC\A/67[9UY:I)K5PL=GQ]P1]8NG'] 8QK2X1WOG/EU=S M)[$ H!&#KV'6/_<%@U)'8XD*PN-3&$;YF9S5G6]59<=B(E]44)X&:<1CHFH-
MAL7P"K#HVN/4]\"D\U(B3K[1:*X1^1#U<1MZG'I(5;3U#(_[INZ9F8I+R: M6^,"@$8<_B[+$*]G?"H:LJE"7QB9/&@C1L^!ML:E*QT$2 K*.=($"[^19:0>^$1TT8L!>!O=Y9-YZ:XET5B
LQD8!'_R> MOS0].Z:MV;]"4"I-,$PHQ0Z;OI_ZN\^NY@CK)@$W*_GR=G5ZR.";&S:E PH9 M+,6D]= T'!/WAN]C2%B4S)?W@NCC IP7(E?L?#(\D$>7OB]Y,'#^EA+N-*<
MR@W.5P,K\.X?S6;CWU]NG]]!Y]]_Z%-O_M4^/1_^.)N-OB[LSY?>\X?[S^TWWS70PTR_G?]^T MNHOGKV>VT?]Z=_9..9#\'3ZW.%K?R:RFFR\7G[[,W*\3^_S+!_:-+XNO]Z 1
MT]WMKY=D=O=ZI-TX/YSK[INY]O3[G\.GAYE[/S!.H^]N^=/W?C0>^]UT6CUH_KL^=//1MAVSB^WY\.9]=?KAVCH8=^X]?H]_/GQ8
M7.ACMW_W_?',^__KN\,G_/'A]N[/[Y].)Y/KT<W=XNGL[,>L\^T_C7:_UVSNYDR8TV4S.Q$O^A.M_%]- MA.B".@G6A2MF)Y=I"EH4/G:\,$]P>S!5D?UCV9N99B%_R8^XV-3#78/^,;OQ
M#V)/B!L.L-DKE]WO*%_@(OM5_8(]30771D&T]&9KUAYU:ZO&]XV-OH57M3(M.4A^#V!>],+=@K<'L)A5!3UXS'^[(&:D\JBRB%#3$$W(2;!T9:3_]/VD-%W<
M8\Y$.DN@U[T1U_7>W@H5X XE0T/E09SZ:B>%^.PS]H$/C>CK8S3T+.08T="(MI3G)8!'[ZS%>:)<\4$)DW$0RV\YD0"TZD]#NC.RS1]T& \I"9A:LN<>33
MHYTL%,;X=6F$]ADTA*_2E:6EL+D15&BWX2ZZZSW6I MS3!,FX)^8\[8GU+7&]O47+$75M/.FML?LB_F!IX2UPI=M%BA2\X$*+RTDEY6 M
V^8,T5M=V]2>KM2"G:RA:G.V12AH5I.F:]([PX_/CM(.$.F@ M/!\DF_DEV+"GY0DH07F&+@$3U4*UQU4)Z0'>G 6&:CCO.!Y63KFOA-J$3!5\ M!U@#7R\KH 9]5CWE3(F?
@'(?:W[]7:HGS0[]=&R6_7<,SCGQ4I(/P9G6;C5' M]^<($Y_PX8B%5D6Q6]!E>:VF//"O&ZMG":!QYD$CD4UG=IR,LR@?3AJOC* MD:EZ 5V4MSPHP@HV!#2C66/4^:\&'P
M0;.A;:KV77*$*H]U"S*\?AA3,3R!+P:*Q*Z9]FK)+"1:K8^]!9_%@ 6\/W6C M(U4ZG9>3K3HYL?TH+3C!@\P:.W2%5\G0.M.BI=V,!AU6EU=_==&(+]] G4:T +S\.VADIL:""MOE
MA6Q45U9CRT]-;-T_Z"R_E6P"]9V-EPAM8821U++C7D:'FUUL8:TK-<%T4UQ MUJ;$@_/F!'!S.$>S])E QC&-I:37GG$^KH !&D?VG<-,HD?-*;67X1O<(LUB MAZ-?
L5M97.VT)=W:>V.VM!\>])+ ^ZB:V$.O[1!>IX#\0KSZK)H3K$EK>> M+)E9=IN(Z3(7B?EUV!QX,OQE (7]$B!8)^]T"RS.ZCC_:4.;_XM=*5/>^%(M,;?
N;"TG7[CRQBR^B^Q.BG12+=4XYQ\&(MEV#L'8[[#B7SP&.P^!D]>7]X!79 MWH34NKM121@Y]\]!&M&@ W7M*#%/"P@]B9XTRPL@M"SG6;/UBFQK&85]/]>6
MPA[X(KNL3KC\R!YUZ>M7.: 3HE_JX"'"G3W78[PS40H2Z](\ 29:&]UV2MMMZUA MO# <_*SA(5E+<\E^K:)]*)T,LQE/JP H#S/LHFM2X]4^<
M,_'D+:B".%G5SMX2@A5G]K>@,7]?:LJ:*K0:?]>-->[QZB" \0RRSS*Y$]5B2 M.7*1Z1Q\Z7#U"LZ+XWV7QOKV!]^P4 ,_1G_)P]#*-BTA]K&%UH! WC#[0=(MV]@E"QMNXT"#^\C'\U
M[IHB]\#5Y 7U!S[:O-QQA5XZ^XGBF:>=Z_I:M7:+Q,C@I>,ALFB53'@8Y-^ M+:E;'Z>))+'D=*:Z#*;ZH@DIB!-F%)>P2;;P%M4MJ0C]LRL9 VG] M@+L(D[[G":A+W"'"-
L)M,.&:U+C+]PXK+W8DLWG;\IL(LX\>DP]_Z&B>M)T@ M+0>*]'708F<=U^SUTKLQ[Z3>\A=#.JYF415B&A:]%S+UFTIZ4?Z,9'<33(D MG5Q27<5GP9).)4-
B2ZXR*C:3QU8W9)1\W2"]"%K%I.R^GV49^*WF>IC^A#^@ M.E-L=$/5I0?=E0]+%?=GBH]0?%RUL!I*)\ZRW2(^N,2!ASS-KZ@66=22R<_M_C#]TN)_'K)S3J.N^M:K(ZY'+-KU]O=>
[>^]VM][M;_WZF>Z]RK#BNYOOMK? M?+7S]V3L;[[:WWRUO_E]?^/5_N:K%\OW_N:K_ER$=X+W=4U>-OD; MJ/.WOTF-I]+-K@_:@L5(6EB(C^2?P9&4$]1 Q_F<^24]YS\1?
BPP0\T@'[6 M%AU4L.XCY6O*'==<#I;'NZ6]-&"5[M5D:CD+A'K(STM(]Q3Y\NK!30G\8&.' M4+L'!B($/HFFL4ZA=0AS!.F.A(HQ50><("^?B@]=LRU5'I2Y-21F32X.!ZY
MT%T]R'4MOS!6NI'+%%4O^Y:-6N9*76F&@G,N*_).R+#??%ABFC:%]LN"'\VW!<;[HL-]\6&^V+#?;'AOM@0HMCPW2&3.] -,POX M7U!+ P04 " !SADY:XM::ID)> "O008 %0
')V>6PM,C R-# Y,S!? M9&5F+GAM;.U]6W/C1K+F^*?>5,D;TONW&BIVW/V!Y/C*>#NO7(5HZLDMH^/B?GG_WU9QP> M",VB-
/G^[9=_^>+M&Y*$Z2Q@*%%M^__73W;W>GGYlO_^GS=O_NV?^/=NS4]7_YOOS;?Z]>OW]^?OY+ MR'XG"R-*LK2@=;/R7E"[>?_7% M%W]]7_WBV_(W__'"-Z'Q^]_%;_]Y7????
=>_'3[[UG4]HMLV2_?_^?']ON MD2R#=U&2Y4$2<@9)9](],_.5&0:YD*26KS?2W^>]VCO^3^^^_.K=7[]_MRTLVV[+(?F>6;]G4%_CZ??G#MUQ>:]]DZ8QN27S-
^(5_Y&O5^3]MUFT7,6< M<_%OCY3,OW]+G]8QH_;5W]X[]]?<%K.Q_*H=+_K_37TS3)TCB:<9!.@]B_]TC M(?G;-WSI3]>76S86E#D(7U9I0+]X[]_5G]Z6/OR]U+]/%7V\"2I+\]D>11&,19
M1X[W5T-Z@4NV_Y;D+F=_7C)R#DSOKU R"L/IW2,3PF,:SYC-/^CB/+U/5OD M]Y3^U9!1Q0*"3W!YG@;9XT60YFU6Y)S&Z24T%.4%EF\OLRR@B%?TX*+*$V(-KB[8XR M?:=N-."
FH1LHV41A^4]<8CD ;DA]8K0O,UTTZ^_5?\7:^-OR:RI\'4XD.: MSIZC.#;D9_OK8 Q MV2T/@DGK*DT6]X0NS\B#A1,M/P5EWMF.9KYTSB%@FWU.*"6SNSP-?S?_]DB> MA^*P=
WN@Q=CI.I/'XZ^%NQKQ.W@LL523*;#Y[D84@K-5WQ8P[[\%P11L=4 M5OM0.%V2V+*D6#*).6^&S#S@#<+#.T]:FPG5 M"]
>+%EP(K=DE5).PE3I[A^#]*,>,O)'P58_?[+P+@X>@W08]AVOD[7XT]K< MYLL6P"%K[@-F-%V= OV"M_H[\5 M@\HEP&SAGC]DQ6'[LX ?W;WON9WXVA]&!3E\)+,B)NF\BN?
4OUH/Z]K?!'53 MSFV7!?\PWL0!.],[+YL-^YI%H,S\3D]-CYVUC)M/@XER1^ B2[*<7$5//.K; M/BY<:O=$$?%60OBKR@9++D.^U/8:.7IC%(N-Q]*&$\^;]4^OV)KLG ;V'
MEN7=;E$,%H*]0*E< EN!MCX*;TC."(V>F%(]D9KW%^07041_"N+"49O-5L71 M7.%#/*Q/XR!S-#:'*^!PRGV<-"FC\%O7;+.W3TA"YI'C%C1>&%?2N=S$G+@
MMW1O@YPM']9)R@0<'<,S%<&L[,L]7G'!Y\QM?F]>Q7!7)UAUP\1S0 M\M!9,I%Q+>X?.RX,E70A!>UIL?.FJ>]_6Q_%.*2U'U4[L'FP$D*R@;4XVYI%B?-W M#"8K.3IL.ZB%$;+
(AB2@Y.V/?,M2\ Q:N?D&S-ONRS8"UFXNI8O8[4DY'WB ML;]K^B8V*V+L!5,OUV&/F"\->38X_'2?D3R(XLSN>^]\B>U&#>YS8Y$6 M);NZ6AM.;8W2HNU>R6Y-N-
2)W3VC';]M3P(:.$FVC1V/FD6@A%@=&NV8VW* M+IOT(_&CC'% G#682^IQ8Y#R<.0UEN:SF+']7892)YK"2ZVB!\|"&1A2(1E2<-VC.I6P%''[LV&3)WM[1I1DK]GC[S?_][P\>6ZCV)
M\ZSZ%V&A!2M2):;VOIU>/DO,VKV/RG?PIB;GLG^6E Z9I]J3,#OA]S&A6 MZM!0B EMOAS3GXYJCZK9]F(H/-TW.:+MU SE-K::9T1NCNK;][@2XB-\X]P3IDW
M]OW;G!;$%AO0OI*#YH+8-'\DM#RPX^#40F"NCC@DT(U%N4/R;RAPZ64-$Q%[#CF]X6OH MS53+)IKL-ZH WD4*4N.$2"V]#6+?P"*V-]L!BDZCOC"??1HM']@*?LI(9:.=.26NGBJ/!
M3B.\#6C?*4#KZ(1?ITF([8?7:(QO=TED51UI86,-R)B\ CCD2,BC"^Y(H,A_MM%+?R5H>%.@2Q=ED_,#&;_:(C#$;*I-7A0YP>_P_0H-(0F=488"%&*K@%)& M %R]:D))EJ-
N)0F1,6XEF;P]A("" ^(B?Y-'S(ZX(X3&I8W$*"UNC<(([P=:!56! IY P%4A3= P.5A^?);L4$(5&/)(M@5/;383O#"N@FAVF9P&]R@/H"]$953&^>&7R]R""#](,G#8EF((A5OP.)5
M/Y0\]H3U]C/859KO0.9T?A^\P(=+5N+D4&\]&*"%:N!DA5M>,Y.0V7E $_9U MS&]\G3%9AA%%0K"6X B_9B9BK!!4]BI8QU[+1@?WZ0EA!24]6 4;FUY,%Y M4?
KRE9A5(0;70@[V<6P.:0/>&RT$Q@6*2E)5A]]OM#0.;]\?'2,M.3&^#72 MR[!"3Q%8X(58[YN56+O*-N *K8.V277A@A5L,5;))?LC]$&[A4 GL[19[1XA MZKFW.-
;G.=BE1$HT^@"+IKUIBN"P7(H=_IE:G,?BM[Y_FY65S;"^U)8+T0U] M6O:&FKQ$..IS0_^9Z_J^1.MO4&<-&X)8'ZZ M#X]FE5*(]+%Q_F^1D+J$ R-
7[_H!P]D,*I]>P0HT3TU89.9HM0/HFL&9#_MV/ RH R7@D)MTEN'1IV2R4G@ZWB%(B)X_29>ST7*3U+BX=!7L2'Q8U(66M6 MM(=QZKTBR%B5)SS6\AN!?^^&V EF2L7+S$3
_890$\-D0&L#EGS4PE8ST%=Q0 M]$R+/.-#"<2P871HZM3&B$]#6CCUW;4;X)Z"32841V2HC 2GK?*M"!GRYTA M:1_1;$I-\A53XW"#8HGR$9E3'XT^!O1W
MPM.G)\EL,A,=U7E1XZ8;&;#'&F)>3P06L.ADAA_N"498:_#>X]>L2T8IZ+' M% Y.:EH>L_BL/A%*>9DTM',S7R0A-(B%:BR9=#B'? 06#E(Z:N,P9B

S"&BZ(G)$5)6$YFIT;Q]HH5F!85)1&@HU2 M6%A-Z;JZW8UAA#98A^N/!(P6P.!E &YI[8IKL&"H41B'$]P]&YSNY=)FG32\79;!IB8_F@ MZ61FT!W/!:J^4!H_0 ;8*.
(0[ND,?"M?,*;+;D@%_U*6;*1)=D+F*26U6<3G M+XQ_QDZ4!'0M,D5XKS&>69_&L6"\/*:@I$3@<#J*6"X]5"9]_MSUBS&S4>03
MDA#XRWD9E=%\3Z5B,FG=YVB528X6]&JN/1H4]D2B]S7R7F1-/>Y8%LX6B1E MP5E8GP0^26;B;W$9IY[]5F3Y9E841L,E)"9'86NQ #+H+^B:P[K/*I)6]"B- MY-
RI%!9:L\&J"525_'\29%$(#$X[C5'L.(EX].T&8= XB^(B!_#EU$9S1=1 M*B:3'H-NR/Q,^%0P,IL\,;=V0:X+_B+3^4&Z.<;^L:,]EE.EI421>@I*N-AH
M%';EA2WUD7S*K(4*WFYP&Q'<3%Z\7*Z"B(I"$OASA83(2."2BSDA^*P//#"-[4S(HETO@%L;F(*G@3/0ML5^HUWAZX-6EQWZAQWZAQWZALK.FJ/*Z"6C> MN!*!-UPJ2FB1
$#+I9043B:WA"2*#5/3ZF'[*&R9@9(:(&5NV,"Q K=P>K2\ MFCM(P Q]-L>6O,\!G?& #8+!:ZZ-Z! &KD]>1@4.\"5G4XH@WXA^,M.UKO? MV4S?%]SM^$MF/&GU.E@2%'.(P])?
*]]JZ_I2UZZP(#73QF 6W$RC:9%7Z^Y% MD8P^ YT.[F7TGG.<)F+,*.+AO946EGG .+ZW"'\N@H,HM[:-)#<7BM]/ 2L*Q M.\.K5+.1]]$N)Y3F]ZVTP"VH%)5A'.<[
6/V;KUD7C(3]/DB5#^-B?K3TGT M1T'.2!;2:(5TPC>C.8:SO]'T]/6(W:%#\W"E9/QZJ5:**\?,S@.%A GO+KHA0IB-IB'E-M;&[5C.Y93,>G.3DH!]'6@UVI%6ML30*(H?K M^\1!>0R1]-
M&W1KWE 190=>"4DD4!08Y':^&S!@/A9R@'7 QRKI!KTSG;<-% M,LY;_O2PI:U[=6TW8Z<(_FPFA!#$-T$TNTQ.@U64!S'*-E#3\MB-RG@C:*2E
M[6+L>C>6,W[(K"I+00%'0F04WPN9@+0=BZTM4^W+=)^>>D')(AX5M4CT_;%'K MWU[?<=C-0.UF%/9Z C&GZZ_0T-QNF0O1H$\OQ-PS%,SD)X_!(Z0\=BC["+D% M7TIB]?
NE@QLEG.^,%>DQ^ 1VLD3]-_PQ^"VEC-]:.0T*>G(Z?K>94:97!P3\MHTP+54]E O6 MW;2@5>))FIX;PB-TED=_XN4WA'Z%(7@E<^6Q#U^?,QQLY ESD0Q"1=B:JXG
M0"6TO7IYG2"5"1-E\IA2K:[)L_A1KUMS1W0TYM1 ?B8CR<#Q$S^P;&NS658M6&%:$-KD=X%?0]1D*ZFUTUM/"A1D'OEJP*&C[RH^6A MLF'@]28X#@
U0C.)1X[@)@;HY1%M429DZ%241_/I-)4DUG!YI:&?A.R E G) MJ>H"->B.^F#2E*!^4ALXA+M8T'1>_CF/'F)R1T+VJWG4KVNK9V8$P9N.TD8; M%:?ZK]$"PQY&>F.-Y6T2?N/SCER-?-
#P9UB%:7A[V"EG/3]#2#0$:I2$3U- ML_PCR1]35)AD)(>^V#7C([M/)3G1@D-@Z,SI#AT_"PD:C*<[3D+]#$C[$"35W#F4JZ76 MC*F+E,Y)!#^GHQ,KH[]NTHG:8#8<^-73$.
WXF0H4HI26U6Q+R$N)H'H5[,\Z $3.C.?QCA:'L3.;"!?61_4#A MW2!G-H;NOKK+UV307#^?U1X!UW(Q7F=*+V"#67;@6WRO(D"4$_2^P>5,C/NK M[Q0"N?CX>]-[VC+2&AS&IB; 8S)
<8I))S2.4TQT:.!-.3EV.^VQ MVREL4/'8[?38[?38[12^V*E)D3%W,ZNG6B,801F5<4P[D7?P-&]I0VM/>CBV3TL8W B: ->?1%D+"AFH&/\NF76;]@AT;!1_;!.,(
M7]XC&*H"0K0\O*%1$D:K]HZHDB:/^\]X56:3UCWM;XIU]C\V4.K20 E4NZ_2 M1<0^)HS8/0D?DS1.%^O+)+30=?4*'B^ZC)W%[0;0" /6.=HT>RY;U9T7-%V1 M?Z7Q3-;>5]KJ6K&
W\LG>_FKI8$RO.R8 ZO/@06W_V=D14D8E;.RR"HF0A) MKQ.A>?2G^'?P[(@!R:$GW9C)#39"+#;F=9]$0?9X18*,;#Y*1M:I[;G!IC[(
MWQ2IYU=KS@ST/6$[D>$G$,JD@]1AOZR[^#%*9I7S!7W(/20PAB]"FURP>FY- MPI"6)]UFSZ;SLR@+>?U@QEO!4K*,BF5VR1SI3?4,,$Z.3 S6]G45KD%3?S>T M/[#WRKB?
0;)I(M*,BC 7Z4>,*W98 L952VJX)E$O,8-^6F[^&HV>F.(\$!3&9SF_X>8KF:]Y)6XQ<72&4+A@2 M'0-TIO+#ZI[%#F&\H)ZW%D8O#>BZMP]2"O=1D/H]B
M=CH'[S6AIS<&HVH@-9,65E"[4^C)E)EU]CE.%CWMQE:B8P1/)C^C/E? W\2; M8-WK![&B-T[<#]1FTN,*$#*VYNP]"A[8ID?H$&A$/6'@:4%X^#$S&RF:-
,MRO%Q85XV>R@OP1CR!G5FP0C(6A(@YFUDB1>-ZX#K:K25DB&446N)3?" M?7@@,8/&61V:12KH X.E)3=\L/02T]>Z@MI9S!T.D@5O6XX2;='3&X59U$M-
MW^W*%3)!H9:OQQLM,+>)BLMBD9U71ENA[]Q-R8Z@2XZY" UZ7P&>&\]+?0_G MAC;"P[>;-E(TZ6CEDAI<:ZE[LQGFLX>9-"FX]='A2EWYPOKV49T=^1X&ONGI
MC>+KI)>:O@,4Q-GKEJPV"\KI7/@X"'"E#>GIC@TPB->-.3M:0U0E>I01OAX7ZG7*18X:@,73C5A#(.JIDU ME\GY2TAXT:3TK->,IRWUX8-J+<\]%1V^-Q+CA/^/!\">@IB(_*6]#Y]@DX]T
MK/]#[3?+YGV'EQAA7/!R*O9>C^P\26Z92,[GF1_!D;!O."N]!.X1 M5Z/K-=)3I-.+P>L>A@WA@P,I!:!1E\R.E#FLZ>HSB^7*Z"B I>X>^$)42&;[UD MT]GP $^D:12]G3X&=
$>IV@E,8)#1KMH*B04>3 @5[MWZ3Q_#BAT#K:-[_6.I.Q\K@-903)["3(HBR=WS!GA/'2!Z6P 'H%0$*,FD[I(D@V-=.[X0-E\XVZR*;S30@PB+=Y>3QH)+N#0&':]
=^==\5R&=!U.K^+%HF8 MEI7DA[*0[LK/;$LJA82UT0R)^G6K[?:/J1R-FI^![PGNU52;57R=GJ*TR.)U M.:VF/@>F97=#?\!J,^UV,^R0-HR:EG,(E]*4GJ:4DE"D(R%M$RD9C]>Q1N U
M@JI269ET> 7?";64,I5B=VK0?)HN'J@^@J20%%M)"J!=>VU=?,?+D.@P^C"J MP&WK-ZV3I"_J2H3"&H5 K6()HAO)"#@0/W.GK=\J;:%\??(%:DO7X=#/">
MRZRRD*O)=D'9+U64#G2#M+SB7;%:E;/5D#:)&4WG6ZE*3OB[0D7)9]37"M2V M0+"CXF-H_7[9A.H+T4E=)[(U8H/63@Q(.\&.=J=&[9+%L;:&"46OT2DGV/>N M?/4R-?
A8X!PR9.TY0#X:(N6XMCB3X69@>/'P&SMFW:KA%W7>Q(O9T GK?6GX_6_=.U M)YSI_(ID64I[.*6;$QY8?%AY$K<0IZ_TDICGCMP$-%]?P^?4%^QN6POB[PT3BGZK3S10-K)
[3<3GQ_>Z*QXR\D?!N#M_PLC6 MW5\?2^-E9)PU?F]!-#V7TO&KW1K8&MHM%Y4?G3],H#]9BS^MH;5[S)4;#+4\ M8$L&\5E-/.23A[3(/Z2\;#%-0D+1TM(M"/L\95O6;UA(TR3B9
WGIXQ,Y^=9 M'BT1)E_M+>XQD&B'RKY0]#.YNU:DW)(P#\K),E/((L6R+'&I5G^KC'WC);DQU08 M92];V#'AHB?J+>%]#XBXB;E;Q5%>?DTD%E+2#E:[R/"MG:$PD(:#;SKEZ#KI M['?
N:GSX(=ONN;(RHK+>;B+'FE"^FR*:*3*"_NP MN6<3#6^9M6Y,:G*QFS;KC>'+9B\D@WGBCON(G=<*PE0D792"PMY..GICP,]" M>OK!XBZPW=-
@MANQ>S!9&>6#9T9S^!Z,I0RUD\7MK6,Y,'DS*'FSUYW,HLE" M0_]*68@$9URXM'@0UQ(:DQV1KV@N2OTX<-% Q?V53]"^=*9TQT+E!:2U,\-=\I%WC8FG/*THU6:!7$Y9^$J
M>B*SDA7<#>K$PGC<&3<)&XP<=X&;YY<14F:;X.*]HC0>)]3R,A@OWBW;NYXZ M6XX1$GB89+K$5(=_S"%":"XF"?MC6-:)] &F-?DQ!4/M96LR2]RI QUOH3R=
[[&/C*TAT3$A:BI'DRGC M;I<3&6$OQZ\7S\@3B5,12]H$"5$\4A.*(XK'&0G0:.RX:],B0I,@_11M.ZZC MH":G,R*L%,+"&S-^D5(2+9+3@E*2A,TRF60F_A]7?2]1@Z?.?(S'\^D@:[,!
MY:B=;N]%_L#;AE@=FU")&Y_#M:_V1S@H[[Y4SUM_<"0KBO]WY*9\%O%K'^SZ M2)9::2K6[:6;](4/LU-39IQ>\O.R.\CW;[/2B8<^#%?],FN,35XBZ$Q6&15$ MK!
[9DS0L'L@I]]_LVUM+ %5BUU# ML[!Y(RN5>#@J:\"OU?Z4O'S&;?6PX(HODG*!8;1!U]2J9=*+0V48HJ[\)',BIA,YRWL M9B?
KVM_00G\N+/CPAVT\CV[R'5BG>XU3#)N.]*H:WO>>536(ZRC8YO9#:FF/ ML1->8!0$)&T MM$]12!=_QYASX._"O'/W>R>!&_I?SNBG*F8NBIR_TY)?')=C)CUD!K+Z
:UO,S:.3]T%]S.9T!'24W+8^## M'"-N S]ADY;B49/ 4_-KIO>?%L,U=LVLV+#GV/IMOWL9*SMYX+39U4R6 7I M"_2:HUWE (/U*6_>@[]WVJEYW"+=8UX2
7KI7%^;N*+?"MTJ5L8Y>&4'&Z_] M21.> CV=;TEMCL0G)&'R[\MML^?$H[M@.;.ED[RQ0UK3^?E\SB?7/Y$M1[=! M+I]&)"'[]HDP24]:X,"*UR.PLR*XR!P\DZ/-\2G]",9/&3!C)^_^
R%V7(Q3 M 2PEK>\8B!3=:!_M!)AMNQ7-9SC8_M9;C"N&7-;G9A)N+*%_WM >=&?+G MQL)-<(+ !2E M4LAR,MNUSRQ[](JP?
B\6R(D%GPDC<&KB)GT3SP##,=B;V=5;T&E,8^+*MBE- M255.WOICD!<4>SNY<#"H0)2^*XVE>+V$I/:["B#%I48[NV?W@=Q;^C*9IW0I M/H@GZ\T/>_!>K+@8SXP?5S%
[FONSS>AI2\%_:*3@-PK1((ZC+22OV@M ,4]2 MKIJUHEUWE;Z$X;"2M-?RD-Z+46U@=BT+ 2I6/5:JVE2]=E5^H"K68PWKL8;U M6,,ZV!K6BKHB5?
B$G2!^2ZFXT4:PG3:47XL]M9(V3LMF!0L[!JZ#)8[%M:6. M%]F24#&T MGG\E'J-5]_R[YQ4K*/F\&W#\VC3RC55"Q"%HJU(L%*CV%O>8Q 4 SKZDL+*_MJ^U^FBX?
HD3HP6:FTY^,^1GOU#V/@BW[&U,P:Z:4B M%,KLFT.%@:.X\ZH1M M. @<&--&"5Y5Z#+9 -.^>P:L7CK.?7XL?.J>%E&DL<2.[U K%AZP@=-R^1EH MFQXI@_P%S(Y)HFM-
O6V2^BH)N,T0UI62 <'N=[7RQC^HMTD:LGBWL=)+)'-X MVZ^2=(+TU>]4RM?)^IX]CA 5-:&(![!#,-1L#QBURZH+%6_\H)QA]C!*T-.$ M(F(*A5&DTT+3S5]?U82)$ELQH
P>R30TF/D@]&C"CESK6*1#2.4:[^>+E< MT?2I3"5%"<.8T?3IH%H8]J:?:B1,M',V+Q,HS-%K8;P'$!96#S M%$,Z@%W*#S3->CLAE,2\YN*ZG0-UXL.YY)F$8;$LXB
GLS.RHB0L:X[9GV,B M1);,ZFWRI$P"PPO&UB!=%Z4>P"&"Y:A*2<*'7)6D!NKEN.URTR H=HY]HU.V M-/[9Y3X9*]AYN#YD_VO46&:3BH\$>"DXFM[6<)')8X)[QQAD^\X]YK$?\]B/
M>>RO/(]=I/9=,Z?PD019_I%9CD?F7MRM,V[)+Y.P]B/CM$>+Y09V@:U)@;21 M$WA\4'!P^AC0!;D+GI[65U>G%IBT/NCUK&LO_O:7!TXL.6;^'LC=*/-7V;K4 MV>-' MD_Q2>-
TL18M0@\XQT#0C.;(L304K'X_VOJ](E0\85K$7#IS^#3N;LNB7J*[M1@>LRL5MDP3P04,$,!FVA)8E9T%K4;HDBMOVG(?:8F.9RE_60_^C3QF9%_%5 M-
(<.:AF1])=WZ1K6,I,D6MJY@FV,+$PMN8%^71PAS)]IF+V=VVLI@?74O_[ME#'@]>H1 5^IH+&2VQ6\P"=3:HB]-C#K&96Z9'<_UV[],>1@]W'"H3 *=DD9
M:N\@+G&X@$BA[*H6@M=,M/?/)'XB'],D?^SQ&VG"C(\O*(+"F!I@$WAPCNAV M7/U" GK_G'K5E8H'/VD0@U*2+1Q(#6HM#WU6:+.X)7?*UV7LVB9V1/(AB62JFY&QGMZ)CRV83
M(BV)EAU8WF9/]I([Z8[-]G[0D3>BO,X*Y<)VY2%&'$)GW#40L!G7I&;[M;- M5)O$<(KSFI30\H.D9'JHZ%+D 0M+J!5S_N\(-/9@.W'1BD T!RWDMS)Y'1R>WXW"?.K M-$AL)-
WZL,=!IL82;G]EG$+1<^8 I,LHO$Q^*^CZ+,J"+">4TSV_/+NR$+?1 M0B.0OIE T)'Y?:Z3G,"[2#55^X?AVYN;JMT4!)JFWKR*0G*LR69\3G$:0'> MW$A/SV-$OS->!M)$"M+O?:" 4=M?
W5^8I#-$!X)",VUBV]X$:X2JR,;2WFY) M.V/1E) ^^NR"0IU)8!0:2X\7A::$]%'>KBB<%I3"=\UKH^ K=@*R59<)G': MKMA2Y*WSUT#W.U<@S?'\/WQ_#] M,7Q_#-\?P_?'\'W?X?
LFGQ=!R).3L*/&-3*#/.&;>\MZ,?;RN18%MR3+;X.< MB.X^LQOF0+(?! OHR*4%X6'&!KJ"JY8U2G5EDX&/05[0*%^?,=JHX#8(#?$& MKBN434EZFU^PY]Q
#F]MD^$>.8@(CVY)%T_,B(1S&$>U7']]*#O (XO5*.74 M/3QSC,ZX16<,U!<@(',QARC,<=HS#$:\P]B,9]Y7HR%%Z!+C,',-SL-*%WS M2;7X08,]4L/),G.
2BU$K/Z+9X1&3T$>/9&K*'B(8B8P*3-=AK#.#PZ =4J M,OU1$265\X:2950LX8LJ;2B_HHVG$3%6-?49F1-*R>PB2H(D)*=IAE$H*Z,R M>
M#=5:3#MVY$13@8KF^B,)LH(9VVER2WAZ)'-13X(LRGZ.\L=/2?J0$?K$I7N9 MK(H,=,@BC6.VD1#OC8PT-*_<\Y M5 +5/MBP14">DONWX\K._RC8OCQ-EZLT$6<3^)MD-
2VLJTJ'H5]2_6V@J98< M3G.>/5HHE\GM-+"BS$87R49:6@='(B>42YM66N!WR5)4O-XCPP"#.1=KRV'= M3&,:MP,Z>($]=--V*#.#<85=G1T4H]9"H)_I=M H#%W6- V4XM\L>4\OP
5%0. MB'G%QSA8H),8-%(B +@C*NB):-MLDLRF19[E03*+DH71;9O).L.&P5P<*$5) M3?1%-!5UDY04/-0+=MP7&\F8A8,[HG 5,=LZ$V'H\@&%DT?2K^+FWL3-H!K(PS/5"O%K9!9'2
M^67"?H' H%:>!=]BI8* T\?V@ M:4AT$+E '6$UE:_6\>P";L/4]PNQ$6G_<_2 4#83M+X, 6 G]^HZV=%^!=;: M4MAFI0S.D/>[I16[^%5@JMNWWT)
[4NIOPVF:Y%%21,EBNF*_QL4*GM=KS\ K MV,,N8M^HP-^A+U(-OAL]Z($S&V/?^N[RWRC$=^ VH3S/>;0)]@R\!IO@(':C
M;M8N.M#/9UUW^OKG_WCW[LU___SQIV_^WW__9[@J7GY)OOYN]N>W3XM?ULFG ML^+YP[?TNV]__.JW3_?K+/[V*?SSB_B'_+OBZ3;[X?X_/Y*/Y/E]_:_O_O7C M;]]
K/7GZ[FERNGW_Y-IG?_?+%51'=S#_\,+EX_/'??_\J^N;GDQ]^ M?LI_62;?_?R!/_'S^I?IW\A/UQ___2Q[NO[;(KA*_TQ_O/SF)?CI[_\U^^GF M*9\^S+]>_5%?;RS3IZ^6%^=[%<3S]]^7#
[1W%)%I,_?_SVRQ]N$T*3 M^?OK/[X\6SQ]_>'']{O91?*?_Y[\|%\W']8GX6-^=_W'_;?%?_QX_?XG^J^; MC]?_]<,,R12"\#2!2[Z(LK=L0 M!BR4 @)C^TN%7A)HBWUUZL4'TD0\VX/Y[R]
M<IFI-?A#W#CUJPT;H.#,6+?@X M?0QHE'/?C1^T:/108!QL 1CR'N[H43FDH)BD2F%KC#_5^.R,!/2UE7@3"7VF M<\F"9)?)Q4]MS1C61N*X_29=UKL!WH;AE[K]]T* M%(.K+E"-
$1][_:=D@='QO8KTZ[8-AY(VN,H"A'O_IH6_V5DT%R41>13$_2"O MY6+,WD!G!/#FM [C:NMUH.IP13.4.QKC.>2?]96-$9%>+VH@.'H%D7@08$PN M95";'._Y@D$RJW4]Q+Q*/2
]:9!V[G!LMFK7/-OM^IM*@1OSE#X' M=)8UKF20LC&MV?!^N+&$O2U%TU[V)H5J,.KP(4UGSU$<,]]72:A"$M^$5]%31A)ZJSM'C(YT7,?L9'3Z!O M^>X,OC*5
4!,>Q$*I5JG[.]1WOAL<6:9 !][T!L5]=>G%$I9HU;?;;FX3)Z8 MZ6(G &QP=X1>E;-7DY_))!^L+P!&CHHQV2'$(W'-=3,;154RAP4PSYUF_RV/ M[\EL$UC+1!NLDX Q4?\%/B>L?
V6P9_%U^?\@H"'=B+JY))ZLBI23UZXO<@B0 M:OPXT*$W3LPUS47([7 VQSEZON-I&CP_X" MPL.X .TG#FQ\'PH0^:6,.'J,5Q!Y97MR([D**44!0D>@:@QZB-X:47\UT)K) MNL(J!D?
PKC5!4%O2B$?W=WCGR\WIB0:Z 5*J" M&@>L,7=%@HPY&1-*>2(M1N*Z.=U7$MK52;>"&+8JH6)@FXN#?\!N)?5:'/%V M.5;8H4?8:E2O"7HX=H_:*]F([9*L()1'PT 1**,2S[>
U[T:2]XTMEPRK[MI+[[-]B,?%XR\.^(94D[K4_.<8]I1)$E:VBF< %G^?)KS\>^/7'3;#F7]3: MQW6Z$F+E":Q1OH8=XUQ*OR$T2F<8<7$,#C][M6N%#:DID);7 MS(K9(5E!0,
[]!8'[44A(D"Z%VW'A9'964&902Y9*6IB4.RI]CO\NJ-*ZXFF$QO\:+A&SYY_'60 M(<)#_C[K$&$+7-J,<<]J-2(3:1PSLH_AKU8]SNHI*= M^9;EOVGNHSJT'6D7JXX?QVXD'8GU"\&]""
(J!M+7V+F-LM\O&,B7O%TXR7*$ MCD+X_X@GQ)&\T"LB#G,6".^=V9!S?J!Y6ACG9?HA,P$WA.Z_!)#-7$8'4+& M"9)2(B&KO_#R;BTKCG]*8[8,;ZT\='LIX=A_">C #:8,:93>-
"B3G)22*N]US!+1K/U^,Z)6 MWKWEDGWO=\9>J7N\RBI?7R:,CT)<7@PV&(P>36T[?L/R[[6[29E$-6(K:_M>1U,+H1P&IX=AJ?]/0O1#2URQ9=M7,&;(MNKN/K+\
<0*!7>#VVV?:]CK890CD,\@D'X@O7DGF&HM-FS'Z&=M@019..K0.S MOC7^7X_IM7JISU"=@;7"-*\0/)Q^1;*,D%WG.\)>=#O-]6/ ^,5 26>C(ME90:Z9B.Z?2?
Q$/J9)_@C]A7)FPU/>I1/@]:WJ+G>44+8I M.[^0@-X_IY[0KZA[\XQ[@WTK9YSD#BLV&,C07WI[^KX^ROTB7HK:H+P8'?6+ MM("^"K4F[S&AN5?82UDC!1&M&(F>?.YT0?ZS
5W(VB \APFZ)[_]W]+UAC%B M):N2A4_)+,K$V"[>I3]DOSI9\K_U";64AU>[N>52-P@!N>B A]@E&54QHRC M5')(LV\D]$X+RN=\]P-816S$=E$-7JOF_.H\L M^%?
\EJQ2REF]3.8I78I8ZL-Z\T/0(>#;^*V<,'L5!@]3YK*\Y.>QN!_X_FU6_CI, MN"FC^:]BZ#A?\@-)%S18/49A$$]>(B-%9@O48&9_VT&L7ALM0OC(G]1A\4#>
ML7\E2<:6E<#]KOP<98WH@$5#$.0887#S::+DM&-=LRSY.EH0R.A^):7V(M!H.61;TXYD:[OI)[FR2 M5]XF*+2.A'6,8C;1"ZY,&U[SL.E@;%,Y2]KD+WO
MYE[>DB>2%.#91=ME_9Q+NOI1.ZGHU;G3^;$<"'(%W_BWC8('U>*1*N@D$I9 MSLB*DC J\V.2V63)6?U3_!48'!4E'_?875%22@ZE"N2:Y&A;I[GV. W8GGR, M>OZ"1T\:XPR#VCA#
<;+9>JY0D1+I]$2L.(D!0>=.&]N3HI0(;FQ$0Q;/-Y7& M1,SA;8^(Z 39/0P"K+8GZWOVN&E8!$)O:Q3Q ':(EICM@3KL1D(U")A 8\]) MFT=0(#"M440\4"H#*PZ:;H1E79@H&9 &E,T",/!
>@C)X,-H%*YQW)(\^[U@ M)^LM6?/0C05Z,BI^O4@+,= M(5()#6LGG111S/NH7"Y7-'TJ^_VC *4@-#J@5$+#RNVJ2^?Y<33B0\GA#L)PV)9Q %O&U<+?[$_
MQZ0E#B9E$AA>,+9\QB'=] .$:POIY0D_#1N):F!>J-NN[P^?UOY"47.$/N0 MIK/G*(YUP4T7Q:G6QHID'J[OW@1A&[5I" 0M4-FD@JC9TL"D%)SV..2>6"#"
MCL<$+.N08JMRPB19'=.LCFE6QS2K8YK5,KE(=%+$R!H8GL7]\H!")+NUD$R:0T#$5(6K0TE- M'@B%9V)UL%-
??;5^SMJ2N,>!$C6DB72VVUL?)):Q+U%/H0L3>8(')PP,W[%%ON!'35=E!W1TB6AMZ0\R66/T0HGRTU%R6?8PM'> M-1)(54+$2M-R5^\AX7Q9+L,- M=U[8^C)XH)$\
(KU,9Z@Q1J\XVQOAORG?8I(_,BOHKFT-$@ M(Y+^8]>N\2 S29IL#FCG#R,M5TMNH)\/1PBS9FYN;P?S6HXH8GV_ P->\ZX1 M\)4*&JO80<$+?':MAMAK [.>8MO[.'2CRZJ+0A1!U32-
SW1/,@)XB[4WT]Z% M&ZMQ+T"D4+94"T'D:3 =F?$V'@1684RMKPD\. =P.ZYP9L>X\>"QA>Y0E,1B MQ$Q?RH$P:<:5"W^=L@>E'^8#:7K2$82Y-(Y,^)I(-
"3],)Y,$03)C_*HSZHA%!')0*]#D)/G8'U! M]IL(2UAL>6P0)R\7++;51&VR@+ZW]_;5^7(5IVM"Q*UZ@SV<^4%Z>]/&ST*L M.(-7-
VS>T'1.LDS4HW$%P@%30VP(WZ&N0.KDB74#L:%;]MV]#UZ0(6RA\XK0 M:Y,BUIGRCN1Y63B ;DN5I%Z%&54+4W_PL@FTC@]-;'7L =U\L0Z MD?
4%X>M&3P^<\LB%>^(Z(P_Z]N_61Y&K-%G<$[KD]].S99/<&*V6Z M(0->TUBZ("2)4GJ:)D^$YCQ8R\E;] %2/>\S?55G [8?&Z4 0$O,2G(GD]/) M[?
G=),ROTB"QD73KD_YRO,TEW/[*X'V7!+%SY@"DRRB\3'XKZ/HLRH(L)Y33 M/;\\N[(0M]%"(Y"^F4#0,CO*[76=YN#C!NLK]X]#-S>W53HH]:Q-/?F4!.5]
M'IDQ31!'3M2O;QL]CQ&OSG@92!,IBV[O P6,VO[]_D(BG2Z!2::1/;=A.P M <:CL;2W-.;.6#0E9#20T!]%.I/ *#26'B*30GA1./K-'#BMVT4?"5-@4*" M'F%O<)LF(3H\-2*O8]?
4I:8/I_<43/_U)N 1&$O"0$.VY<(S/(,[ZYMZP78R^?:S'YA&3Y;9 3 M,?MG=L,<2/:#8 $=N[0@/,SH0%=PU;)&Z7[49.!CD!!D[N.3?:7,K.\9$]@A Q'MV2+KZ8$0GG0(Y]N?Y&+'2
1Q:M4X#F&)]QB\\8J"] 2.88CSG&8X[QF&,\YA7$8S[SW!@++T"7'(.98 E5J(6*VLSPB-GH(\>B*U4C)PS-IH#./XZ 14J\APACAJ M$Q!O*%E&Q1*^F8T-Y5>T\30BQBI//R-
S0BF9741)D(3D-,TP&A3)J(PO,) TH6[N@49(QP+AL:!I(5RS>F'4@J*6^&607P01_2F("\1I2JV4 M)SO*CEV0C9?MT$:\6HLIR8Z$5X]%R>(DR*+LYRA_ M_)2D#QFA3URTE\FJR,$G)\$S.
(!I2K8*T^A,C@ 9TC2E#IP>T@$ MU#XP25^E67:9A'$QXRU7SP.:L*>'I(=7F(0[51]J6D7\+&&/R&^CO"0QJ2W M&X:/.FH JD&N+:Y;=)>GX>\/:S$E'= %VF9B\'6G)15)'+A[YDHK#
<=SPDYU MQ'HG-K1%0C5Y.*@%Y*GL6Y0=\W?,_"K8I3]/E*DW$G0U\'%=- M"^M\KHWG6NAO TVUY' "N'NT4**W[32PLF^,(K=&6MH8V]$N)Y3X2"LM\."M M%!6O@5L88(P"N%T-
7-U,8QJW SIXT75TTW8HLPHFX&DW=4(H1JV% *:7;6?5 M9*K92,QMD1#6+*E#6N#F3(+'$$R9&QIF-LRM02KE)Z\;NDE;$T3;+](&J;* M*?F\LI);AV:K5(6$.J(.&\3 M
"SN'@/*=FJ1/Z:4WW6AHG) S"L^QL$"G<2@D1+1OQU104^$VF:39#8M\BP/ MDEF4+(RNVDS6&38,YN) :=?01%^$4E$W24G!0XI$QWVQD8Q9++@C"E<1LZTS M$8,N?
T"2D.!#HR [["UD+T7H6AFQB=FW<)DF@C;?P/S,^XE]''<)Z4863;^* MGTL;.X-F(O#&ACX>Q5N8A\"1NJFK!J84!HD"W$BFZZ$),,\>F+.#7BZ":=\ M8D+9+MW$?MD.4:XM,>[ZL>-
N4.K>EN+)^I"?YX#.2DZRVA?MNL XO8#SYZD: MU%U9&L+A00MN ?/Y,HL5CSMPG9FF"!3E_(32,,G)#HQ#\>K GKGU>TP]- M#=7P(IWPN_+_@?UBGETF-X1&Z>P#33/P6P$$#C]
[M6N%#>D(H.4ULV)V2%80 MD'-_F9_]*"0DR#A#;K8^/9F=%3R7JF2E#%R('VY8K;B!#KHY.."OLAE(;1QD
M;G*\|F.H*B9'::OLF!^]XO6,M4DW!2\.W$5*YR3*"QX;3V;G+ZN(BA6V[S4P M=T[/[VO_DG8'U&B\TO T<4C6%/5=7KUQQ=6$C7I_.SA;N^&3!U\'&2(]Y.^S M#A&VP+51K;\/*D18XW-
$)M*4Z\|^5F,,[T8YOU/';\"OG:[YU5?&N+IE_\|X MR9L)%V973O9W3F9DK>Z;+)?L>[LS]DJ5*#.4=C7OP[U[LF'9G]?CIDH@>]P* MTV%=4!URG#\2>O\8;-
XHVXIUSVR)4!^?]K&M<1R*ND*^DK=CJ$=M!E6)H=UX MR;>JX!X^'(S'Z-'4MN.GO0$;EH%5WIF,V,K:OM?1U$(HAT'JX+#4_R4+\B64;(=$7XK6>RN"+L17<] MOS;34.+8I.[^0@-
X_IY[0KZC[F\K>%^Q;.>.T]+!B@X$,_9FWI^^M M>WJOB)>B-IGBCHWZ15I WX-:D_?99KU/V$M9(T40K1B)GGSN=$'^LP%=R-H@ M-H<)NB>P?6S6OH!K"
(V8KNK$Z,VN=C5VDH(7Z=)V">$ M-7JODI$[?66+_L='Y+5GP64K*X3.8I78I ZL-Z\T-=1]YK4%].^@]I M![\1R>XM^>543AHRA7X[!P[ZFM[J KJDG[^Y=+OW^;=1A(SFN\:V'TBZH,'J
MD0\G,^V S1:HPW!ZKDI$[+O!>V#BCI MVGVTD&]I@FVDF5L)@E@[1<^YB7['M%$6,<@MAAXV_:A=88;_"@^+93;#FIYV \7WPD"JDXF1\ M>1I;?8)D4C7(*AY^(V%^GWYD?/
%UK=D1I9E97IKJE9W,]V)%Y>A]AOY?F"N M]7.POB#[GWZ)*]7RF%\K!H+BUNEJDPK*/(,-(:;O[$7C6Q(SBK/I0QPMRI8L M-F#(%_%IOU" 4<@+R1NH"--T3K),..-<+7
N:33$O';5!\/35+)8R4X;NJ4/ M%Y@ZR1H.87#=E.A@?BXXZB%4 M9A]A' /.2!;22'">SMG[GA09.\=D&7LQ,5X]G=^P%V8LBB_ZYH@@=?H=E8R?
M,G@_W#2.0BYG"=>01\>I9Z&!M#?K22 M,ZF;@$\J*);+@*[3^5VT2*)Y% 9)?OABNEW@^$@+P P.V)RD6 W5,$K&_9;GEY(E!.P&XMI$0.;09 1]6M M+MQJ0D&X[1>K@]UHUE?S-

MBZ59,:TD2ZM]Q;'^2>?E^BG][E3>2) %5]B-]08IU.8;FURM.\|_>4QCMGI6 MEM+S6V6:D;)^?\5.9\#.NPE%C[W0.[LO5I+%FAM=&UAY$] I%4E*,]'CX(90 M<7@'AM6$XFN
U4BR6+OUAJ;,AHJO M 58CR>+%_,71?W;!14>NHB<>K\[9MR%BWO4DRTB^W[H$#>].K+P&1>B&!=:5 M0MD,>CHO\RWXH6N3@ &> B0GY&LL!!BT*B&"-QL4O#-*04[+;)?I_*)
(9MD% M>[-&\N3=-BBAC__8K.=SA),#,A*>H;W!M8[[T.:SIZC.+YS+9GXCE][-HA:>9@=;L M7(!5Q/4LJAYO%GZ,%9@ MISVF;"+96BZ.[(4[QX?
=#MB;\I#3.,BRZ5R<'$PCQE;':AD=/*_,+*"LT\#F MH5DJ+7THV>F@7*-C7C1FY=FP'ET-B%A,_,\72^F">5IP3<,%T+III^\^?V_S]89-.Z6Q8".1$W!%6-GF+%U$;
(LRG^6>A(])&J>+]6426C2C4*_@ MJ2V%V<%D&P'42,$D>.%+KXP=#;B7M5:RC\R=>PR2?).Z?I?&A7#;KJY.+11- MO\K8D#"0"^C)01"]IT&2!6%^7O
$AG^E,1\=G%G@H%Q@;!"HI0$ZZ+.\)_M] M?1$E01)&0,X6I D;$U/E]7TJY?P6O=E#X!.($C-XEL8K>8"Y80RVYA=
M9EE!9E/*_\O/E54N0%G'5OX4_RS@PI2_I!K3:S=H%)"\UO;0T/0Y(31[C%8W MS'SS\KX%=$J5.5U/&3:V.%L($BL1LE*UTW3Y$)6Y(*>,^V@F&C&EB?@0E$[W
METC;VHBTK_$OKEO73)XX396.1:2.X!G7D"K3ER;JJTVJ"647M-A_A7O5$6,-^-I7U&48P!DW400_,5/C#6>:+:-#F+,J;149F#6.;_M L.AIN6Q':
(3/!K)F<:+P2U1E8B(8WK8N_(7*2BY9VN=Q+S"IUBMRL0R)/-C M1M-Y"]R3Y2JE 5V7[MY%2DFT2,H^'>%:. 1QV<9O]EM1NH#0.\.)!9\&S4H- MZKO&3=A&P3WPG;1?
#F"T/>^4>\ULSS[1G:21=I<=[0ZU/[4.F-/Y/BG@E](0 M\QIL<@*[4;FCD222][#+;#\D6A81Q;R("!A)4ZH>W8?.@!I+UBC]$7YB=YHL M[@E=GI$'LS.-
TX5>&XV#TZ#F2D^]ADO@NWU-\|("U?-H'_#VX@)#$=QD4$%F"T4;5\@-B99KTZQ=S8[TSG$TIY7R@1,X*WA.TTO+8< MM#2%$BD99?
^[Q6AVI'COX^LT"7;_4N4<\=LZE!Q86^]>RJB,=+@1K[&5*I8O M:,D(N 5U MBK.<7"&,_#W+J^98#]-%VNTD1PA7A,;J4U*J]3([8**^A\OCUJ M* YG.PVO'J:1DAYF8AW("
<6Y;*4%;@NEJ SCX-P)&$S/D>_GTS3A#28C/IWY M4Q+]49#:4 ,$.V=&TW,UOJ7!,Y1C!:.\7UAW$.U*[YUQVROB]F?]K%18CIE= MJ3TD3.#&4 F45X,(CA5J+2DG>IED;!FD,W4+
>\5]0Z&;U]&%2"*IGK=X4 U MCN%Q M' 1P#V5E4?+K4@D_Z:T2OIW26"KA)7)"[5)PTALV[93&@HU$3AA="LY?>)WT M@DQX6A4WHA;ELK)G_58J.UX0;'.*I!(!-
UQEE2X)TV36!0;U"AZ3#KLBH1$- M? '_14H?2, 8"YV 4#SN[^O=%0253 QF,%AC<,,-5G+J(W$ZB^V]J?EDYR)Q FBZC\#+YK:#KLR@+,K9#.=WSR[,K MF]")R4(CD+Z90$R\)
("+DH\|L9B=N,Z8Q42]*&D0\M0HRJ)4SD1:>+?S.XH7 M04@F2SZX"A6=&AE?+9\Z@U,7%8XIX_2F-%I$S*T0S=YX'3 G>'NP>R0V3+W"
M"$1O(@>D]EHT#0DI1^AM&)W.12.^)"3BB@UXAQ@0' %@-N(S;;/5,>.H4AW^ MK^6&A>YQIZ?GYT3?Q=!IY&N'6LB_3S:=[SBZ(*(2M*\-*:4_(L_'0;@;F/\.>WRX)?S=HF0Q+?(L
M#Y)9>3-2WKL97E*H5A@!)B9RV C_.\A["O$UO2L>?B-A?I]6P5.S*)_DV7%X MD.K7-V@6X]I]-.---$DV3RTY8G&E@\Z6G-PZP+.1GTCFC^SF[
M.A]61E*8S6:B'>*AVX2ZMR;7'8_@1I)%FP?8SDF3_"29E?_YU_T![66B1%\ MY;J*65^6[/@%+,^3]VDY]6#WFP8?P(-'Q[#SE*\.6P.I(/53$! MN)P^_E5T*G"#Q#@54F3_#I'M
Z8H0T7LB \!@/H(L*566TP2DB>,5(G3)K MO'")^[4^/ +G2_/VE;05X06 >Q)E83!HP1GA$9/01X]D8LX M3:FX#_'?'2TD1@&(6D@5)D#)]MM25WZT.@G80KQ"BB19.5-
E5YQVLM[]RF:L MVN0YH+,J08='(CX&]'>2"T:G\SGAM0((V7^HK(])%<3%K%(TE+R/G3F_)3.R M%-]GY34R\'% 3G4$?]BU("LH84(CNT2]:J[I5;2,+(OJ<&(JSP4P1"G!KI-
B8P<4XJ&WS#_*ZH6 *#IZFM3*WE11N'$Y4:'9IS4"#\)0:!5:L"W3]L/'[-C/3@=GI/SO!3MF"C[8 M*R"'XQ6$QW0&LY%GA2AX.*7.-S!LC:7'!$Q3)I7HE04HX):O^B;V:0&W-,<$
MEJ$4*Q210Q(7I)?"2$(:8>)Q8E63586.LOL! #PUX[](GDA",MRFQ6WTQ@Q9 MJ_PJ\%1Q"YQAL=(L192QL3I]!W)4!K+,5W.)L>E6-Q\J:[82VA>C?;RL-13; M\)NA8/R,G&U>8!
[G31CC#35Y G:X2Y/XHVMVO%Z5ZK8F T593&"9]2 M=@8]"-TZ'M2YO GHE):Z(N]2F<((NPX,G2'1L=I64YEBM2:L?XJK;&H,&.5T M_.7^=0).(3AMH\'NFZ\6_0PR\$BBFI:OQ#/ ?
78@/GT[01";*6^0UP."K61' MNOO,Q:KM-HAQTW^9L#^2^^"%9+J[?9?"S;VU#R2E]]^4/N\VM.EP1?/[>MFS MB-_S]CMZ ['6:TC;7[C[/;QK?&G#T*3('U/>71_A?DE"Q/-
=NT;YFE&F=BDA M=? [)(=RG20EX_<^7:V2:EAP+]!E], OEI3(>+U@Z@X.ZHTY(T&R/ I/>72) MKE"'Y>TT_(7+==:B$;MIEP_6Q1(_CTZ2V17[K?B'@D;9+!*C6W$NES34QH&0
M5F9(%TU3]LD,>*]3WOGT-*!T/4\I+X2'=@84A#Q=61@Z<":20MI(6PXWUUPG M)&$2@HYURJAXC)!90B.5$]H'YWP^)R'O/[(ES0/A["S)%*3@3;9+93FH^N\,
ME@5A;W%J2_1L9&DXQA;\?"ZB!@?]1+1I^/:]3%5T[([MADNY]M57+F]^G#=8 M!NM8TGZLMT-@UW_50!R=#_M.[17X)^]>_2+" ;^Y-N+WPNQD;ZZ2C?X)30$9
MG.V1VDAELIY$.PZ3V4T7E+O0E8_,F\V)YM@S5_GH(']FXB(D18M13.K):JGIV_,*\MRDAVF92-"^[3 M/(@ODYQ&S.*&+2,:_"F8#!%';V!#O.FG+_>=C$EWA-
0PC.=Q\,!&4*5YG!>\76W(DJ-Z2 MC.V5,*]&$''^+U(Z)Q$??PA?V^G.B:]\K0X*U$7N^N17C(CB[C]!-QS19OTX MQ>C::=B%$75KN'3O:%_3/&BH>K[G3AV&
(M[&"96OWF]7CHSFN\+1#R1=T&#U M&(5!;!HI9 O43!'[V\X,J=?VG %DH'X<+XU\C *%]H"4"-?)F8?Z=(!(U\:[M*E(&Z8PT< N%7#+ T38E-;-P636\^#L M&.WS2M+-
=\>)&MUP$C1?;X<53^GDB=E$;A&9]]2TEU48XA.3%7P=@3,C'K,5 M+'P "(EC17N:1#>I%&A90'4:G@ZL#KA)9(33/*-);.]8NYWG+G[(NQY"UR=;
MDQ_7%K27+E;40,E)UV.&P#"68R@:@O M^_4E_97]&;M36 MCY>\MTF0SZ%H@S#_?^8D9GY]$L;/3Y\ MS$^D1?\QVVEORZN"&N]]*E^Y"?2K$0KT*Q0-;:3,['9#(V^FS#_%_C8:$/25
M>.02A+&1(VI^+D8WJ-K"_G)=.Z%2DPS::6Z3B9A=I'2G -/Y^1]%E*^A;T:5 MM,:X<332ZSE%L]RJU^19_*BG;,Q]HAXO5CJ;0 .1(G49O0OB0'3/3V8_!PMX M[/:7]W1;W0FA
Q%IVX.B5-&7EPULN_.1YLIPR44%KA8R, M:T"W2O+87E=N*$"KLYR.WXH\#6QU;5:(RBC8#]_7Q4-&_B@8"^=/G_P%HX2 M @=[7GV"URWBULQ1LJQ%"PC5
KVW=305]2ZNH'Q_7PT>F]W:D>8J[A'PWP#" M0!7E+>W-KU>[X(Z++&5C-\K5;DZRO'HH9^"C"#*:$0I+-Y'([HC Y[N+?;Q
M1[),F8<[*Y8\Z96MGN7L;^Q#;Q'\TZWA=\Z1RA)LORQ:,8!?$FP]K#0G&3N@ M'W[#N_N?]:6]M2BS^ES[?*3NT1[--3[O[](3BMBM?6 M@;83$_!HH4UH99/M?4.C)
(Q607P2Q$&R'U:7)I7*GA['7M&)P%#:]I9$W\=MSDVIG)/9C)(L(]GF#P8M%_7H.);& M,O':T[:).E9@Z<2C/W#; E(CH3UCZS$X7 WKZ* \29MK6B7X%C& 'QA:Z2A/
MSXX"]W)&!I"Y8;Z61NNEWKZB%P]&N8G'YG%/;$HAWAZF")^&:;4!)T%GQCH>&? IKO MO9'LWT%/ 5=\YMG-8YH0 #_G8+%1:/.A"#:2_@Y4A\NS\@VA69HD).Y\W&I= M<
1.3+L@P$>_[.S41103>LH^%8N4JDH#3.UV<[TQ>>][DC IQ783^=TRB.,J M2@0@\N9Z8Q+YGB0JD<.?6\^7A"ZB9/&!IL_Y(V_B'"00VMZ^[O"_G4JI5##(MCZOR2]5_ON=T'H*,
<%O[_P%02P,$% @ MS)+>1Y_?[*W#:.,=,+$>:D6W) MDKU[T7R-*7-(+LF1UJMP.(K=Z&9)U56MJFH.6W_]X5'/;B1>A0**.G^P-22! MS 3R5PD@D=%G*7_\=F[S]]^AG
ZSQ9QNOJ/SS[>O9G=G5Q< M?/9__Q.A__67__WF#7J/4YQ')5Z@AQTZR=:;NWF,[O,H+999OD:ORO5K] 8]
MEN7FVR^^^/3IT^=STJ:8QSDNLFT^QP7]!7KSAA"L29[DF!+\%IWG,3K'#^C= M']"7[[[]\IMOW_T1?;P_05^^_?*/O,O_^DL2IS_1 5&1.ZT^(_/.IR>'_+D
M\RQ???'EV[>__Z)N^!EO^>TS_46O_:??L];OOOGFFR_87YNF12Q]2,B^^^*_M/US>S1_Q.GH3IT49I7/*H(B_+=@O+[-Y5+*95,J%P!;TIS=ULS?T5V_>??GF M]^\^?
RX6G_%Y0^@O>9;@6[Q$3/)OR]T&_\=G1;S>)%0@]KO'"'_%@B1Y_@7M M_T6*5W3J*9-O*)-W7U$F_U;]^C)ZP,EGB+;\>'L!CNF;'BW>Z0N?S.6/!SB=,%;K%$*6?S M7IN$
CG+ZXZ,\7]\ML#Q/_2,BYWL\6"?-$%+JI_W)->L^>X.)RA@HC&Q"KP M_/-5]O0%
(4+$^_(/]!]OZ#_8Y&B0KF:AGH>>O+5Y^K4VT5F;:,_"%,7BVQ9M5%&W^.2,DR^)DF^@7HT!L/%MZ__YO*0BFJ'R%U@=:@[N2G+76!#8G";%]U\N[,IO_K#@MV&@?
MYM.3?;3#@U(. !>L&!G/X_)UZ!TDK+H^ M;(0#_^(_'6M@@_,X6Q"0YJ6Y'MX*%'$<)=3MU\[R"YOBMR-80S[)9^G"?(K? MZ4SQRP/R.S>[YUFZ&-T2*MDY_R9-
]E)"D70W6"A*%UV;69G,8G(V4U?EP 8- MGJ1V%VP$P?=Y5A0W>;:,79_Z,7IZNQY@]/"^9GLD+Y_>W(@@]2 9'5KA*OF(3?CH'ZZ#Z^L=?5"T0@"PH']"5"LU-+*TYZ<-B8I#'0EQL3?
&,8XZ M9.'!%O,MVF/S%NA50MJ_DW-_%O7B]X3SA\RJXD7[;SE2']QL_W.U@1>96G6 M)UD95L>&$.;C_I"F-(B@,/+5LGS$.8JK+[9:,5\?H10'WD$I==@%D'SLMEZL M*UR.MH;V:8?
P7?4D #!"VB!JQ4/NH(1:Z"G_8"#NMZBJU?% !M&Z>#";+V,Z MQW Y::Q[!W*(5CPZI7%WNQ'8:!E/[A!/$PW@S/$CL7/Q$^9D"?WKY7WT[-A: MR3CY/P]*I)%?X';[!;=K&MKK(DQFH",$
M (J*7XU>Q2GBS5^'O1X0J*3GLMX?DN,SB=YUP)X0DKL6X<2^@'E]:[UQO,4) MC4^^(=CCZ:$[/8B-1YO1L*4'D^OZ-(2"< 9[8O:SJC3 M:P+!&D8*[@).?TIL_

"